

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

August 11, 2021  
Date of Report (Date of earliest event reported)

**Roth CH Acquisition III Co.**  
(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-40147  
(Commission File Number)

83-3584928  
(I.R.S. Employer  
Identification No.)

888 San Clemente Drive, Suite 400  
Newport Beach, CA  
(Address of Principal Executive Offices)

92660  
Zip Code

Registrant's telephone number, including area code: (949) 720-5700

N/A  
(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
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	ROCR	The Nasdaq Stock Market LLC
Warrants	ROCRW	The Nasdaq Stock Market LLC
Units	ROCRU	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.**

As previously announced, (i) Roth CH Acquisition III Co., a Delaware corporation ("ROCR" or "Buyer"), (ii) Roth CH III Blocker Merger Sub, LLC, a Delaware limited liability company and wholly-owned subsidiary of the Buyer ("Blocker Merger Sub"), (iii) BCP QualTek Investors, LLC, a Delaware limited liability company (the "Blocker"), (iv) Roth CH III Merger Sub, LLC, a Delaware limited liability company and wholly-owned subsidiary of the Buyer ("Company Merger Sub"), (v) BCP QualTek HoldCo, LLC, a Delaware limited liability company ("QualTek"), and (vi) BCP QualTek, LLC, a Delaware limited liability company, solely in its capacity as representative of the Blocker's equityholders and QualTek's equityholders, have entered into a Business Combination Agreement (the "Business Combination Agreement"). Pursuant to the terms of the Business Combination Agreement, (i) Blocker Merger Sub will be merged with and into the Blocker, with the Blocker surviving as a wholly owned subsidiary of ROCR, (ii) immediately thereafter, the Blocker will be merged with and into ROCR, with ROCR as the surviving company, and (iii) immediately thereafter, Company Merger Sub will be merged with and into QualTek, with QualTek as the surviving company (such mergers and the other transactions contemplated by the Business Combination Agreement, the "Business Combination").

On August 11, 2021, ROCR made available an addendum to the investor presentation filed with the SEC on June 16, 2021, a press release, and a transcript of an audio recording with a business update from QualTek. Copies of the addendum to the investor presentation, press release, and transcript are attached hereto as Exhibits 99.1, 99.2, and 99.3, respectively. Such exhibits and the information set forth therein shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise be subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

**Additional Information**

In connection with the proposed Business Combination, ROCR will file a proxy statement with the Securities and Exchange Commission ("SEC") (as amended or supplemented

from time to time, the “proxy statement”) to be distributed to holders of ROCR’s common stock in connection with ROCR’s solicitation of proxies for the vote by ROCR’s stockholders with respect to the proposed Business Combination and other matters as described in the proxy statement. ROCR urges investors, stockholders and other interested persons to read, when available, the proxy statement as well as other documents filed with the SEC because these documents will contain important information about ROCR, QualTek and the proposed Business Combination. A definitive proxy statement will be mailed to stockholders of ROCR as of a record date to be established for voting on the proposed Business Combination. Stockholders will also be able to obtain a copy of the definitive proxy statement, without charge by directing a request to: Roth CH Acquisition III Co., 888 San Clemente Drive, Suite 400, Newport Beach, CA 92660. The preliminary and definitive proxy statement, once available, can also be obtained, without charge, at the SEC’s website ([www.sec.gov](http://www.sec.gov)).

#### **Participants in the Solicitation**

ROCR, QualTek, their affiliates and their respective directors and executive officers may be considered participants in the solicitation of proxies with respect to the Proposals under the rules of the SEC. Information about the directors and executive officers of ROCR and their ownership is set forth in ROCR’s filings with the SEC, including its prospectus relating to its initial public offering, which was filed with the SEC on March 4, 2021. Additional information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the stockholders of ROCR in connection with the Proposals will be set forth in the proxy statement when it is filed with the SEC. These documents can be obtained free of charge from the sources indicated above.

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#### **Non-Solicitation**

This Current Report on Form 8-K is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the Proposed Transactions and shall not constitute an offer to sell or a solicitation of an offer to buy the securities of ROCR or QualTek, nor shall there be any sale of any such securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. No offer of securities shall be made except by means of a definitive prospectus meeting the requirements of the Securities Act.

#### **Forward-Looking Statements**

This Current Report on Form 8-K and the attachment hereto contain forward-looking statements for purposes of the safe harbor provisions under the United States Private Securities Litigation Reform Act of 1995, including statements about the parties’ ability to close the Proposed Transactions, the anticipated benefits of the Proposed Transactions, and the financial condition, results of operations, earnings outlook and prospects of ROCR and/or QualTek, and may include statements for the period following the consummation of the Proposed Transactions. Forward-looking statements are typically identified by words such as “plan,” “believe,” “expect,” “anticipate,” “intend,” “outlook,” “estimate,” “forecast,” “project,” “continue,” “could,” “may,” “might,” “possible,” “potential,” “predict,” “should,” “would” and other similar words and expressions, but the absence of these words does not mean that a statement is not forward-looking.

The forward-looking statements are based on the current expectations of the management of ROCR and QualTek, as applicable, and are inherently subject to uncertainties and changes in circumstances and their potential effects and speak only as of the date of such statement. There can be no assurance that future developments will be those that have been anticipated. These forward-looking statements involve a number of risks, uncertainties or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, those discussed and identified in public filings made with the SEC by ROCR and the following:

- expectations regarding QualTek’s strategies and future financial performance, including its future business plans or objectives, prospective performance and opportunities and competitors, revenues, products and services, pricing, operating expenses, market trends, liquidity, cash flows and uses of cash, capital expenditures, and QualTek’s ability to invest in growth initiatives and pursue acquisition opportunities;
- the occurrence of any event, change or other circumstances that could give rise to the termination of the Business Combination Agreement;
- the outcome of any legal proceedings that may be instituted against ROCR or QualTek following announcement of the Business Combination Agreement and the transactions contemplated therein;
- the inability to complete the proposed Business Combination due to, among other things, the failure to obtain ROCR stockholder approval or ROCR’s inability to obtain the financing necessary to consummate the Business Combination;
- the risk that the announcement and consummation of the proposed Business Combination disrupts QualTek’s current operations and future plans;
- the ability to recognize the anticipated benefits of the proposed Business Combination;
- unexpected costs related to the proposed Business Combination;
- the amount of any redemptions by existing holders of ROCR’s common stock being greater than expected;
- limited liquidity and trading of ROCR’s securities;
- geopolitical risk and changes in applicable laws or regulations;
- the possibility that ROCR and/or QualTek may be adversely affected by other economic, business, and/or competitive factors;
- operational risk;
- risk that the COVID-19 pandemic, and local, state, and federal responses to addressing the pandemic may have an adverse effect on our business operations, as well as our financial condition and results of operations; and
- the risks that the consummation of the proposed Business Combination is substantially delayed or does not occur.

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Should one or more of these risks or uncertainties materialize or should any of the assumptions made by the management of ROCR and QualTek prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements.

Any financial projections in this Current Report Form 8-K and the attachment hereto are forward-looking statements that are based on assumptions that are inherently subject to significant uncertainties and contingencies, many of which are beyond ROCR's and QualTek's control. While all projections are necessarily speculative, ROCR and QualTek believe that the preparation of prospective financial information involves increasingly higher levels of uncertainty the further out the projection extends from the date of preparation. The assumptions and estimates underlying the projected results are inherently uncertain and are subject to a wide variety of significant business, economic and competitive risks and uncertainties that could cause actual results to differ materially from those contained in the projections. The inclusion of projections in this Current Report on Form 8-K or the attachment hereto should not be regarded as an indication that ROCR and QualTek, or their representatives, considered or consider the projections to be a reliable prediction of future events.

Annualized, pro forma, projected and estimated numbers, including as to value, are used for illustrative purpose only, are not forecasts and may not reflect actual results.

All subsequent written and oral forward-looking statements concerning the proposed Business Combination or other matters addressed in this Current Report on Form 8-K and attributable to ROCR, QualTek or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this Current Report on Form 8-K. Except to the extent required by applicable law or regulation, ROCR and QualTek undertake no obligation to update these forward-looking statements to reflect events or circumstances after the date of this Current Report on Form 8-K to reflect the occurrence of unanticipated events.

#### Non-GAAP Financial Measure and Related Information

Exhibits 99.1 and 99.3 to this Current Report on Form 8-K reference Adjusted EBITDA which is a financial measure that is not prepared in accordance with United States generally accepted accounting principles ("GAAP"). This non-GAAP financial measure does not have a standardized meaning, and the definition of EBITDA used by QualTek may be different from other, similarly named non-GAAP measures used by others. In addition, such financial information is unaudited and does not conform to SEC Regulation S-X and as a result such information may be presented differently in future filings by QualTek with the SEC.

#### Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Description
<a href="#">99.1</a>	<a href="#">Addendum to Investor Presentation</a>
<a href="#">99.2</a>	<a href="#">Press Release dated August 11, 2021</a>
<a href="#">99.3</a>	<a href="#">Transcript</a>

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#### 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.

Dated: August 11, 2021

ROTH CH ACQUISITION III CO.

By: /s/ Byron Roth  
Name: Byron Roth  
Title: Co-Chief Executive Officer

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**Disclaimer**



THIS ADDENDUM TO INVESTOR PRESENTATION (THIS "ADDENDUM") IS AN ADDENDUM TO THE INVESTOR PRESENTATION DATED JUNE 2021, FILED ON JUNE 16, 2021 AS EXHIBIT 99.1 TO THE CURRENT REPORT ON FORM S-4K FILED BY ROTH CH ACQUISITION II ( "ROCR"), CAPITALIZED TERMS USED BUT NOT DEFINED HEREIN HAVE THE MEANINGS SET FORTH IN THE INVESTOR PRESENTATION.

THE DISTRIBUTION OF THIS PRESENTATION MAY ALSO BE RESTRICTED BY LAW AND PERSONS INTO WHOSE POSSESSION THIS PRESENTATION COMES SHOULD INFORM THEMSELVES OF AND OBSERVE ANY SUCH RESTRICTIONS. THE RECIPIENT ACKNOWLEDGES THAT IT IS (I) AWARE THAT THE UNITED STATES SECURITIES LAWS PROHIBIT ANY PERSON WHO HAS MATERIAL, NON-PUBLIC INFORMATION CONCERNING A COMPANY FROM PURCHASING OR SELLING SECURITIES OF SUCH COMPANY OR FROM COMMUNICATING SUCH INFORMATION TO ANY OTHER PERSON UNDER CIRCUMSTANCES IN WHICH IT IS REASONABLY FORSEEABLE THAT SUCH PERSON IS LIKELY TO PURCHASE OR SELL SUCH SECURITIES, AND (II) FAMILIAR WITH THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AND THE RULES AND REGULATIONS PROMULGATED THEREUNDER (COLLECTIVELY, THE "EXCHANGE ACT"), AND THAT THE RECIPIENT WILL NEITHER USE, NOR CAUSE ANY THIRD PARTY TO USE, THIS PRESENTATION OR ANY INFORMATION CONTAINED HEREIN IN CONTRAVENTION OF THE EXCHANGE ACT, INCLUDING, WITHOUT LIMITATION, RULE 10B-5 HEREUNDER.

NO REPRESENTATIONS OR WARRANTIES, EXPRESS OR IMPLIED ARE GIVEN IN OR IN RESPECT OF THIS PRESENTATION, TO THE FULLEST EXTENT PERMITTED BY LAW IN NO CIRCUMSTANCES WILL ROCR, QUALTEK OR ANY OF THEIR RESPECTIVE SUBSIDIARIES, STOCKHOLDERS, AFFILIATES, REPRESENTATIVES, PARTNERS, DIRECTORS, OFFICERS, EMPLOYEES, ADVISERS OR AGENTS BE RESPONSIBLE OR LIABLE FOR ANY DIRECT, INDIRECT OR CONSEQUENTIAL LOSS OR LOSS OF PROFIT ARISING FROM THE USE OF THIS PRESENTATION, ITS CONTENTS, ITS OMISSIONS, RELIANCE ON THE INFORMATION CONTAINED WITHIN IT, OR ON OPINIONS COMMUNICATED IN RELATION THERETO OR OTHERWISE ARISING IN CONNECTION THEREWITH. THIS ADDENDUM DOES NOT PURPORT TO BE ALL-INCLUSIVE OR TO CONTAIN ALL OF THE INFORMATION THAT MAY BE REQUIRED TO MAKE A FULL ANALYSIS OF QUALTEK OR THE PROPOSED BUSINESS COMBINATION. VIEWERS OF THIS ADDENDUM SHOULD EACH MAKE THEIR OWN EVALUATION OF QUALTEK AND OF THE RELEVANCE AND ACCURACY OF THE INFORMATION AND SHOULD MAKE SUCH OTHER INVESTIGATIONS AS THEY DEEM NECESSARY.

**FORWARD-LOOKING STATEMENTS**

CERTAIN STATEMENTS INCLUDED IN THIS ADDENDUM THAT ARE NOT HISTORICAL FACTS 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," "MODEL," "TARGET," "GOAL," AND SIMILAR EXPRESSIONS THAT PREDICT OR INDICATE FUTURE EVENTS OR TRENDS OR THAT ARE NOT STATEMENTS OF HISTORICAL MATTERS. THESE FORWARD-LOOKING STATEMENTS INCLUDE, BUT ARE NOT LIMITED TO, STATEMENTS REGARDING ESTIMATES AND FORECASTS OF OTHER FINANCIAL AND PERFORMANCE METRICS AND PROJECTIONS OF MARKET OPPORTUNITY. THESE STATEMENTS ARE BASED ON VARIOUS ASSUMPTIONS, WHETHER OR NOT IDENTIFIED IN THIS ADDENDUM, AND ON THE CURRENT EXPECTATIONS OF ROCR'S AND QUALTEK'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 ROCR AND QUALTEK. 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; THE INABILITY OF THE PARTIES TO SUCCESSFULLY OR TIMELY CONSUMMATE THE PROPOSED BUSINESS COMBINATION, INCLUDING THE RISK THAT ANY REQUIRED REGULATORY APPROVALS ARE NOT OBTAINED, ARE DELAYED OR ARE SUBJECT TO UNANTICIPATED CONDITIONS THAT COULD ADVERSELY AFFECT THE COMBINED COMPANY OR THE EXPECTED BENEFITS OF THE PROPOSED BUSINESS COMBINATION OR THAT THE APPROVAL OF THE STOCKHOLDERS OF ROCR OR QUALTEK IS NOT OBTAINED; FAILURE TO REALIZE THE ANTICIPATED BENEFITS OF THE PROPOSED BUSINESS COMBINATION; RISKS RELATING TO THE UNCERTAINTY OF THE PROJECTED FINANCIAL INFORMATION WITH RESPECT TO QUALTEK; RISKS RELATED TO THE ORGANIC AND INORGANIC GROWTH OF QUALTEK'S BUSINESS; RISKS RELATED TO QUALTEK'S ACQUISITIONS, INCLUDING POTENTIAL ACQUISITIONS; AND THE TIMING OF EXPECTED BUSINESS MILESTONES. THE EFFECTS OF COMPETITION ON QUALTEK'S FUTURE BUSINESS; THE AMOUNT OF REDEMPTION REQUESTS MADE BY ROCR'S STOCKHOLDERS; THE ABILITY OF ROCR OR THE COMBINED COMPANY TO ISSUE EQUITY OR EQUITY-LINKED SECURITIES OR OBTAIN DEBT FINANCING IN CONNECTION WITH THE PROPOSED BUSINESS COMBINATION OR IN THE FUTURE, AND THOSE FACTORS DISCUSSED IN ROCR'S PROSPECTUS RELATIVE TO ITS INITIAL PUBLIC OFFERING, WHICH WAS FILED WITH THE SEC ON MARCH 4, 2021, UNDER THE HEADING "RISK FACTORS" AND OTHER DOCUMENTS OF ROCR FILED, OR TO BE FILED, WITH THE SECURITIES AND EXCHANGE COMMISSION ("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 NEITHER ROCR NOR QUALTEK PRESENTLY KNOW OR THAT ROCR AND QUALTEK CURRENTLY BELIEVE ARE IMMATERIAL THAT COULD ALSO CAUSE ACTUAL RESULTS TO DIFFER FROM THOSE CONTAINED IN THE FORWARD-LOOKING STATEMENTS. IN ADDITION, FORWARD-LOOKING STATEMENTS REFLECT ROCR'S AND QUALTEK'S EXPECTATIONS, PLANS OR FORECASTS OF FUTURE EVENTS AND VIEWS AS OF THE DATE OF THIS ADDENDUM. ROCR AND QUALTEK ANTICIPATE THAT SUBSEQUENT EVENTS AND DEVELOPMENTS WILL CAUSE ROCR'S AND QUALTEK'S ASSESSMENTS TO CHANGE. HOWEVER, WHILE ROCR AND QUALTEK MAY ELECT TO UPDATE THESE FORWARD-LOOKING STATEMENTS AT SOME POINT IN THE FUTURE, ROCR AND QUALTEK SPECIFICALLY DISCLAIM ANY OBLIGATION TO DO SO. THESE FORWARD-LOOKING STATEMENTS SHOULD NOT BE RELIED UPON AS REPRESENTING ROCR'S AND QUALTEK'S ASSESSMENTS AS OF ANY DATE SUBSEQUENT TO THE DATE OF THIS ADDENDUM. ACCORDINGLY, UNDUE RELIANCE SHOULD NOT BE PLACED UPON THE FORWARD-LOOKING STATEMENTS.



## USE OF PROJECTIONS

THIS ADDENDUM CONTAINS PROJECTED FINANCIAL INFORMATION WITH RESPECT TO QUALTEK. 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 ASSUMPTIONS AND ESTIMATES UNDERLYING SUCH FINANCIAL FORECAST INFORMATION ARE INHERENTLY UNCERTAIN AND ARE SUBJECT TO A WIDE VARIETY OF SIGNIFICANT BUSINESS, ECONOMIC, COMPETITIVE AND OTHER RISKS AND UNCERTAINTIES. SEE "FORWARD-LOOKING STATEMENTS" ABOVE. ACTUAL RESULTS MAY DIFFER MATERIALLY FROM THE RESULTS CONTEMPLATED BY THE FINANCIAL FORECAST INFORMATION CONTAINED IN THIS ADDENDUM, AND THE INCLUSION OF SUCH INFORMATION IN THIS ADDENDUM SHOULD NOT BE REGARDED AS A REPRESENTATION BY ANY PERSON THAT THE RESULTS REFLECTED IN SUCH FORECASTS WILL BE ACHIEVED. IN PARTICULAR, THERE CAN BE NO ASSURANCE THAT QUALTEK'S HISTORICAL RETURNS FROM PAST ACQUISITIONS WILL BE ACHIEVED ON FUTURE ACQUISITIONS. NEITHER THE INDEPENDENT AUDITORS OF ROCR NOR THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY AUDITED, REVIEWED, COMPILED OR PERFORMED ANY PROCEDURES WITH RESPECT TO THE PROJECTIONS FOR THE PURPOSE OF THEIR INCLUSION IN THIS ADDENDUM AND, ACCORDINGLY, NEITHER OF THEM EXPRESSED AN OPINION OR PROVIDED ANY OTHER FORM OF ASSURANCE WITH RESPECT THERETO FOR THE PURPOSE OF THIS ADDENDUM. THERE ARE NUMEROUS FACTORS RELATED TO THE MARKETS IN GENERAL OR THE IMPLEMENTATION OF ANY OPERATIONAL STRATEGY THAT CANNOT BE FULLY ACCOUNTED FOR WITH RESPECT TO THE PROJECTIONS HEREIN. ANY TARGETS OR ESTIMATES ARE THEREFORE SUBJECT TO A NUMBER OF IMPORTANT RISKS, QUALIFICATIONS, LIMITATIONS AND EXCEPTIONS THAT COULD MATERIALLY AND ADVERSELY AFFECT ROCR AND THE COMPANY'S PERFORMANCE. MOREOVER, ACTUAL EVENTS ARE DIFFICULT TO PROJECT AND OFTEN DEPEND UPON FACTORS THAT ARE BEYOND THE CONTROL OF ROCR AND THE COMPANY AND ITS AFFILIATES. A RECONCILIATION OF NON-GAAP FINANCIAL MEASURES IN THIS ADDENDUM TO THE MOST DIRECTLY COMPARABLE UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES ("GAAP") FINANCIAL MEASURES IS NOT INCLUDED, BECAUSE, WITHOUT UNREASONABLE EFFORT, THE COMPANY IS UNABLE TO PREDICT WITH REASONABLE CERTAINTY THE AMOUNT OR TIMING OF NON-GAAP ADJUSTMENTS THAT ARE USED TO CALCULATE THESE NON-GAAP FINANCIAL MEASURES.

## FINANCIAL INFORMATION, NON-GAAP FINANCIAL MEASURES

THE FINANCIAL INFORMATION AND DATA CONTAINED IN THIS ADDENDUM IS UNAUDITED AND DOES NOT CONFORM TO REGULATION S-X. ACCORDINGLY, SUCH INFORMATION AND DATA MAY NOT BE INCLUDED IN, MAY BE ADJUSTED IN OR MAY BE PRESENTED DIFFERENTLY IN ANY PROXY STATEMENT OR REGISTRATION STATEMENT TO BE FILED BY ROCR WITH THE SEC, AND SUCH DIFFERENCES MAY BE MATERIAL. IN PARTICULAR, ALL QUALTEK PROJECTED FINANCIAL INFORMATION INCLUDED HEREIN IS PRELIMINARY AND SUBJECT TO RISKS AND UNCERTAINTIES. ANY VARIATION BETWEEN QUALTEK'S ACTUAL RESULTS AND THE PROJECTED FINANCIAL INFORMATION INCLUDED HEREIN MAY BE MATERIAL.

SOME OF THE FINANCIAL INFORMATION AND DATA CONTAINED IN THIS ADDENDUM, SUCH AS ADJUSTED EBITDA, HAVE NOT BEEN PREPARED IN ACCORDANCE WITH UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES ("GAAP"). ROCR AND QUALTEK BELIEVE THAT THE USE OF THESE NON-GAAP FINANCIAL MEASURES PROVIDES AN ADDITIONAL TOOL FOR INVESTORS TO USE IN EVALUATING HISTORICAL OR PROJECTED OPERATING RESULTS AND TRENDS IN AND IN COMPARING QUALTEK'S FINANCIAL MEASURES WITH OTHER SIMILAR COMPANIES, MANY OF WHICH PRESENT SIMILAR NON-GAAP FINANCIAL MEASURES TO INVESTORS. MANAGEMENT DOES NOT CONSIDER THESE NON-GAAP MEASURES IN ISOLATION OR AS AN ALTERNATIVE TO FINANCIAL MEASURES DETERMINED IN ACCORDANCE WITH GAAP. THE PRINCIPAL LIMITATION OF THESE NON-GAAP FINANCIAL MEASURES IS THAT THEY EXCLUDE SIGNIFICANT EXPENSES AND REVENUE THAT ARE REQUIRED BY GAAP TO BE RECORDED IN QUALTEK'S FINANCIAL STATEMENTS. IN ADDITION, THEY ARE SUBJECT TO INHERENT LIMITATIONS AS THEY REFLECT THE EXERCISE OF JUDGMENTS BY MANAGEMENT ABOUT WHICH EXPENSE AND REVENUE ITEMS ARE EXCLUDED OR INCLUDED IN DETERMINING THESE NON-GAAP FINANCIAL MEASURES. IN ORDER TO COMPENSATE FOR THESE LIMITATIONS, MANAGEMENT PRESENTS HISTORICAL NON-GAAP FINANCIAL MEASURES IN CONNECTION WITH GAAP RESULTS. YOU SHOULD REVIEW QUALTEK'S AUDITED FINANCIAL STATEMENTS, WHICH WILL BE INCLUDED IN THE PROXY STATEMENT TO BE FILED BY ROCR. HOWEVER, NOT ALL OF THE INFORMATION NECESSARY FOR A QUANTITATIVE RECONCILIATION OF THE FORWARD-LOOKING NON-GAAP FINANCIAL MEASURES TO THE MOST DIRECTLY COMPARABLE GAAP FINANCIAL MEASURES IS AVAILABLE WITHOUT UNREASONABLE EFFORTS AT THIS TIME.

## IMPORTANT INFORMATION ABOUT THE PROPOSED BUSINESS COMBINATION AND WHERE TO FIND IT

IN CONNECTION WITH THE PROPOSED BUSINESS COMBINATION, ROCR WILL FILE A PRELIMINARY PROXY STATEMENT (THE "PROXY STATEMENT") WITH THE SEC, WHICH WILL BE DISTRIBUTED TO HOLDERS OF ROCR'S COMMON STOCK. IN CONNECTION WITH ROCR'S SOLICITATION OF PROXIES FOR THE VOTE BY ROCR'S STOCKHOLDERS WITH RESPECT TO THE PROPOSED BUSINESS COMBINATION AND OTHER MATTERS TO BE DESCRIBED IN THE PROXY STATEMENT, ROCR WILL MAIL A DEFINITIVE PROXY STATEMENT, WHEN AVAILABLE, TO ITS STOCKHOLDERS. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT, ANY AMENDMENTS THERETO AND ANY OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY AS THEY BECOME AVAILABLE BECAUSE THEY DO AND WILL CONTAIN IMPORTANT INFORMATION ABOUT ROCR, QUALTEK AND THE PROPOSED BUSINESS COMBINATION. INVESTORS AND SECURITY HOLDERS MAY OBTAIN FREE COPIES OF THE PRELIMINARY PROXY STATEMENT AND DEFINITIVE PROXY STATEMENT (WHEN AVAILABLE) AND OTHER DOCUMENTS FILED WITH THE SEC BY ROCR THROUGH THE WEBSITE MAINTAINED BY THE SEC AT [HTTP://WWW.SEC.GOV](http://www.sec.gov), OR BY DIRECTING A REQUEST TO ROCR AT 568 SAN CLAYMATE DRIVE, SUITE 400, NEWPORT BEACH, CA 92660.

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.

## PARTICIPANTS IN THE SOLICITATION

ROCR AND QUALTEK AND THEIR RESPECTIVE DIRECTORS AND CERTAIN OF THEIR RESPECTIVE EXECUTIVE OFFICERS AND OTHER MEMBERS OF MANAGEMENT AND EMPLOYEES MAY BE CONSIDERED PARTICIPANTS IN THE SOLICITATION OF PROXIES WITH RESPECT TO THE PROPOSED BUSINESS COMBINATION. INFORMATION ABOUT THE DIRECTORS AND EXECUTIVE OFFICERS OF ROCR IS SET FORTH IN THE PROXY STATEMENT. ADDITIONAL INFORMATION REGARDING THE PARTICIPANTS IN THE PROXY SOLICITATION AND A DESCRIPTION OF THEIR DIRECT AND INDIRECT INTERESTS, BY SECURITY HOLDERS OR OTHERWISE, ARE INCLUDED IN THE PROXY STATEMENT AND OTHER RELEVANT MATERIALS TO BE FILED WITH THE SEC REGARDING THE PROPOSED BUSINESS COMBINATION WHEN THEY BECOME AVAILABLE. STOCKHOLDERS, POTENTIAL INVESTORS AND OTHER INTERESTED PERSONS SHOULD READ THE PROXY STATEMENT CAREFULLY BEFORE MAKING ANY VOTING OR INVESTMENT DECISIONS. YOU MAY OBTAIN FREE COPIES OF THESE DOCUMENTS AS INDICATED ABOVE.

## NO OFFER OR SOLICITATION

THIS ADDENDUM SHALL NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITIES, NOR SHALL THERE BE ANY SALE OF SECURITIES IN ANY JURISDICTION IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL PRIOR TO REGISTRATION OR QUALIFICATION UNDER THE SECURITIES LAWS OF ANY SUCH JURISDICTION. NO OFFERING OF SECURITIES WILL BE MADE EXCEPT BY MEANS OF A PROSPECTUS MEETING THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, AS AMENDED, OR AN EXEMPTION THEREFROM.

## Certain Important Updates Relating to Projections

- **QualTek has provided add'l information to ROCR on its historical and expected financial performance for Q2 and H1 2021, as well as developments on expected and projected financial performance of QualTek for H2 2021, which are set forth on the subsequent slides.**
- **As a result of QualTek's performance for Q2 and H1 2021, the projections previously disclosed may not be achieved.**
- **While all projections are necessarily speculative, ROCR and QualTek believe that the preparation of prospective financial information involves increasingly higher levels of uncertainty the further out the projection extends from the date of preparation, and therefore the projections set forth herein for 2022 and 2023 are extremely variable, and there is no assurance that such projections will be met. Investors should not place undue reliance on any projections, in particular those for periods further in the future as, by their nature, the further out the projections extend, the less reliable they are.**

Below sets forth additional information provided by QualTek after execution of the Business Combination Agreement:

<b>Revenue</b>	<ul style="list-style-type: none"> <li>▪ <b>Total:</b> <ul style="list-style-type: none"> <li>▪ first half of 2021 expected to be approximately \$255.1 million.</li> <li>▪ compared to the first half 2021 budget of \$297.3 million.</li> </ul> </li> <li>▪ <b>Telecommunications segment:</b> <ul style="list-style-type: none"> <li>▪ expected to be approximately \$229.8 million in the first half of 2021.</li> <li>▪ compared to the first half 2021 budget of \$263.9 million.</li> </ul> </li> <li>▪ <b>Renewables &amp; Recovery Logistics segment:</b> <ul style="list-style-type: none"> <li>▪ expected to be approximately \$25.3 million in the first half of 2021.</li> <li>▪ compared to the first half 2021 budget of \$33.4 million.</li> </ul> </li> </ul>
<b>Adjusted EBITDA</b>	<ul style="list-style-type: none"> <li>▪ <b>Total:</b> <ul style="list-style-type: none"> <li>▪ first half of 2021 is expected to be approximately \$9.3 million, including \$2.1 million in losses related to QualTek's Canadian operations.</li> <li>▪ compared to the first half 2021 budget of \$17.7 million.</li> </ul> </li> <li>▪ <b>Telecommunications segment:</b> <ul style="list-style-type: none"> <li>▪ expected to be approximately \$13.9 million for the first half of 2021, including \$2.1 million in losses related to QualTek's Canadian operations.</li> <li>▪ compared to the first half 2021 budget of \$20.8 million, which excluded losses related to QualTek's Canadian operations.</li> </ul> </li> <li>▪ <b>Renewables &amp; Recovery Logistics segment:</b> <ul style="list-style-type: none"> <li>▪ expected to be approximately \$4.0 million for the first half of 2021.</li> <li>▪ compared to the first half 2021 budget of \$6.6 million.</li> </ul> </li> </ul>

Sources: Historical results, Management estimates

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Reduction in expected revenue and EBITDA for the first half of 2021 is attributable to:

<b>Telecommunications Segment</b>	<ul style="list-style-type: none"> <li>▪ a slower than expected buildout ramp by telecommunications customers following the recent C-band spectrum auctions;</li> <li>▪ QualTek customers in the Northeast region acquiring tower sites at a slower pace than anticipated;</li> <li>▪ the impact of COVID-19 on the wireline segment, including COVID-19-related delays in completing work;</li> <li>▪ equipment availability issues and equipment delivery delays; and</li> <li>▪ stalled work in the wireline Canadian business.</li> </ul>
<b>Renewables and Recovery Logistics Segment</b>	<ul style="list-style-type: none"> <li>▪ delays in certain renewables and recovery logistics projects in Texas because of heavy rains in the second quarter of 2021, that prevented QualTek from performing fiber connectivity work on a large project; and</li> <li>▪ loss of previously awarded contracts with a large renewables customer due to the customer mandating that the work be fulfilled by a unionized workforce.</li> </ul>

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- However, some of these negative effects were partially offset by higher than anticipated non-hurricane storm work. In addition, QualTek expects to complete the work affected by the heavy rains in Texas in Q3 2021.
- Based on second quarter performance and QualTek's updated outlook for the remainder of the year, QualTek is now projecting Adjusted EBITDA of \$85 million to \$106 million for the year ending December 31, 2021.
- QualTek has identified a number of acquisitions and other actions it could implement, which could, if completed in H2 2021, positively impact revenue and EBITDA for 2021 enabling it to meet the original projections for 2021 Adjusted EBITDA and revenue of \$106 million and \$818 million, respectively.<sup>(1)</sup>
- For example, in August 2021, QualTek acquired Broken Arrow Communications, Inc. ("Broken Arrow"). Qualtek is also currently in negotiations with a number of other acquisition targets.

(1) QualTek has a track record of successful acquisitions; in the past two-and-a-half years, QualTek has been able to complete six acquisitions. However, there can be no assurance that the negotiations with any pending acquisition targets will lead to the execution of definitive agreements or completion of any acquisitions, and there is no guarantee that if such acquisitions are completed, that QualTek will be able to achieve the strategic, operational, financial and other benefits contemplated as part of these acquisitions to the full extent expected or in a timely manner.

- ROCR and the ROCR Board will continue to evaluate and conduct due diligence on the financial performance of Qualtek through the date of the closing of the Business Combination.





## QualTek Provides Business Update

### *Business Update Includes Preliminary First Half 2021 Results, Updated CY 2021 and CY 2022 Guidance, and M&A Update*

Blue Bell, PA., August 11, 2021/ QualTek, LLC (the “company” or “QualTek”), a leading turnkey provider of infrastructure services to the North American 5G wireless, telecom, and renewable energy sectors, has provided a business update to discuss preliminary first half 2021 results, updated CY 2021 and CY 2022 guidance, and its recently completed acquisition of Broken Arrow Communications Inc. To access the audio recording, please visit <https://rocr.rothch.com/>.

**About QualTek:** Founded in 2012, QualTek is a world-class, technology driven provider of infrastructure services to the 5G wireless, telecom, and renewable energy sectors across North America. QualTek has a national footprint with more than 80 operation centers across the U.S. and Canada and a workforce of over 5,000 people. The company is also a leader in providing disaster recovery logistics services for electric utilities.

#### **Additional Information and Where to Find It**

In connection with the proposed business combination between QualTek and Roth CH Acquisition III Co. (NASDAQ: ROCR), a Delaware corporation (“ROCR”), ROCR will file a proxy statement with the Securities and Exchange Commission’s (“SEC”) (as amended or supplemented from time to time, the “proxy statement”) to be distributed to holders of ROCR’s common stock in connection with ROCR’s solicitation of proxies for the vote by ROCR’s stockholders with respect to the proposed business combination and other matters as described in the proxy statement. ROCR urges investors, stockholders, and other interested persons to read, when available, the proxy statement as well as other documents filed with the SEC because these documents will contain important information about ROCR, QualTek and the proposed business combination. A definitive proxy statement will be mailed to stockholders of ROCR as of a record date to be established for voting on the proposed business combination. Stockholders will also be able to obtain a copy of the definitive proxy statement, without charge by directing a request to: Roth CH Acquisition III Co., 888 San Clemente Drive, Suite 400, Newport Beach, CA 92660. The preliminary and definitive proxy statement, once available, can also be obtained, without charge, at the SEC’s website ([www.sec.gov](http://www.sec.gov)).

#### **Participants in the Solicitation**

ROCR, QualTek, their affiliates and their respective directors and executive officers may be considered participants in the solicitation of proxies with respect to the proposals under the rules of the SEC. Information about the directors and executive officers of ROCR and their ownership is set forth in ROCR’s filings with the SEC, including its prospectus relating to its initial public offering, which was filed with the SEC on March 4, 2021. Additional information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the stockholders of ROCR in connection with the proposals will be set forth in the proxy statement when it is filed with the SEC. These documents can be obtained free of charge from the sources indicated above.



#### **Non-Solicitation**

This communication is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the proposed business combination between QualTek and ROCR and shall not constitute an offer to sell or a solicitation of an offer to buy the securities of ROCR or QualTek, nor shall there be any sale of any such securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. No offer of securities shall be made except by means of a definitive prospectus meeting the requirements of the Securities Act.

#### **Forward-Looking Statements**

This communication contains forward-looking statements for purposes of the safe harbor provisions under the United States Private Securities Litigation Reform Act of 1995, including statements about the parties’ ability to close the proposed business combination, the anticipated benefits of the proposed business combination, and the financial condition, results of operations, earnings outlook and prospects of ROCR and/or QualTek, and may include statements for the period following the consummation of the proposed business combination. Forward-looking statements are typically identified by words such as “plan,” “believe,” “expect,” “anticipate,” “intend,” “outlook,” “estimate,” “forecast,” “project,” “continue,” “could,” “may,” “might,” “possible,” “potential,” “predict,” “should,” “would” and other similar words and expressions, but the absence of these words does not mean that a statement is not forward-looking.

The forward-looking statements are based on the current expectations of the management of ROCR and QualTek, as applicable, and are inherently subject to uncertainties and changes in circumstances and their potential effects and speak only as of the date of such statement. There can be no assurance that future developments will be those that have been anticipated. These forward-looking statements involve a number of risks, uncertainties or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, those discussed and identified in public filings made with the SEC by ROCR and the following:

- expectations regarding QualTek’s strategies and future financial performance, including its future business plans or objectives, prospective performance and opportunities and competitors, revenues, products and services, pricing, operating expenses, market trends, liquidity, cash flows and uses of cash, capital expenditures, and QualTek’s ability to invest in growth initiatives and pursue acquisition opportunities;
- the occurrence of any event, change or other circumstances that could give rise to the termination of the business combination agreement dated as of June 16, 2021, among ROCR, QualTek and the other parties thereto (the “Business Combination Agreement”);





- the outcome of any legal proceedings that may be instituted against ROCR or QualTek following announcement of the Business Combination Agreement and the transactions contemplated therein;
- the inability to complete the proposed Business Combination due to, among other things, the failure to obtain ROCR stockholder approval or ROCR's inability to obtain the financing necessary to consummate the Business Combination;
- the risk that the announcement and consummation of the proposed Business Combination disrupts QualTek's current operations and future plans;
- the ability to recognize the anticipated benefits of the proposed Business Combination;
- unexpected costs related to the proposed Business Combination;
- the amount of any redemptions by existing holders of ROCR's common stock being greater than expected;
- limited liquidity and trading of ROCR's securities;
- geopolitical risk and changes in applicable laws or regulations;
- the possibility that ROCR and/or QualTek may be adversely affected by other economic, business, and/or competitive factors;
- operational risk;
- risk that the COVID-19 pandemic, and local, state, and federal responses to addressing the pandemic may have an adverse effect on our business operations, as well as our financial condition and results of operations; and
- the risks that the consummation of the proposed Business Combination is substantially delayed or does not occur.

Should one or more of these risks or uncertainties materialize or should any of the assumptions made by the management of ROCR and QualTek prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements.

Any financial projections in this communication are forward-looking statements that are based on assumptions that are inherently subject to significant uncertainties and contingencies, many of which are beyond ROCR's and QualTek's control. While all projections are necessarily speculative, ROCR and QualTek believe that the preparation of prospective financial information involves increasingly higher levels of uncertainty the further out the projection extends from the date of preparation. The assumptions and estimates underlying the projected results are inherently uncertain and are subject to a wide variety of significant business, economic and competitive risks and uncertainties that could cause actual results to differ materially from those contained in the projections. The inclusion of projections in this communication should not be regarded as an indication that ROCR and QualTek, or their representatives, considered or consider the projections to be a reliable prediction of future events.



Annualized, pro forma, projected and estimated numbers, including as to value, are used for illustrative purpose only, are not forecasts and may not reflect actual results.

All subsequent written and oral forward-looking statements concerning the proposed Business Combination or other matters addressed in this communication and attributable to ROCR, QualTek or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this communication. Except to the extent required by applicable law or regulation, ROCR and QualTek undertake no obligation to update these forward-looking statements to reflect events or circumstances after the date of this communication to reflect the occurrence of unanticipated events.

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**QualTek First Half 2021 Business Update**

August 11, 2021

Welcome to the QualTek 2021 first half 2021 business update.

**Disclaimer**

Please note that this call will include forward-looking statements regarding QualTek's financial performance and operating results. These statements are based on management's current expectations, and actual results could differ from what is stated as a result of certain factors identified in the Roth CH Acquisition III Co.'s preliminary proxy that was filed with the SEC this morning.

In addition, this call will include information with respect to QualTek's financial performance for the second quarter and first half of 2021. This information is based upon QualTek's estimates and currently available information, and is subject to revision as a result of, among other things, the completion of its financial closing procedures, the completion of its financial statements for such period and the completion of other operational procedures. Any such change may potentially be material. Listeners should exercise caution in relying on this information and should draw no inferences from this information regarding financial or operating data not provided. QualTek cannot assure you that these preliminary results will not differ materially from the information reflected in its financial statements for such period when they have been finalized.

Additionally, this call will include certain non-GAAP material measures, including adjusted EBITDA. Further information on these non-GAAP financial measures is included in Roth CH Acquisition III Co.'s preliminary proxy that was filed with the SEC this morning. I will now turn the call over to Scott Hisey.

**Call**

Good morning, I'm Scott Hisey, CEO of QualTek and thank you for listening to our first half 2021 business update call. During this call we will review estimates for our first half results and give updated guidance for calendar year 2021 and 2022. For additional information please refer to Roth CH Acquisition III Co.'s preliminary proxy and 8-K that were filed with the SEC this morning.

As we have highlighted in previous discussions, 2021 is the beginning of what we believe to be a significant ramp in both the telecommunications and renewables industries.

Consolidated revenues in the first half of 2021 are expected to be approximately \$255 million, compared to the first half 2021 budget of \$297 million. Adjusted EBITDA in the first half of 2021 is expected to be approximately \$11.4 million, excluding losses related to the non-core Canadian operations which are held for sale. This compares to the first half 2021 adjusted EBITDA budget of \$17.7 million.

In our telecommunications segment, our first half revenue is estimated to be approximately \$230 million compared to the first half budget of \$264 million. First half telecommunications adjusted EBITDA is estimated to be \$16 million excluding an approximate \$2 million loss related to Canadian operation. This compares to the first half 2021 adjusted EBITDA budget of \$20.8 million.

The reduction in our expected telecommunications revenue and adjusted EBITDA for the first half of 2021 is attributable to:

- A slower than expected buildout by telecommunications customers following the recent C-band spectrum auctions;
- QualTek customers in the East region upgrading tower sites at a slower pace than anticipated;
- The impact of COVID-19 on the wireline segment, including COVID-19-related delays in completing work;
- Equipment availability issues and equipment delivery delays;
- Delayed work in the wireline Canadian business, a non-core business which has been designated for sale;
- Certain telecom projects are ramping slower than originally forecasted.

In our telecommunications segment, our team remains extremely confident that we are well positioned to meet and exceed our customers' expectations as 5G and new broadband initiatives get started. Although there were some delays in our 2021 forecasted project starts, we are now beginning an aggressive crew ramp to support our customers build schedules for the balance of 2021 and 2022. We are seeing significant bid activity for projects starting in 2022.

We are pleased to report that we recently closed the acquisition of Broken Arrow Communications, that will add additional crews to our west coast wireless operations. We have other telecommunications acquisition targets in advanced stages of negotiations and anticipate executing our previously discussed M&A and organic growth strategy.

Turning to our renewables & recovery segment, our first half revenue is estimated to be approximately \$25 million compared to the first half budget of \$33 million. First half adjusted EBITDA is estimated to be approximately \$4 million compared to a budget of \$6.6 million

Reduction in expected renewables & recovery revenue and adjusted EBITDA for the first half of 2021 is attributable to:

- Delays in certain renewables and recovery logistics projects in Texas because of heavy rains in the second quarter of 2021. This prevented QualTek from performing fiber connectivity work on a large project;
- Loss of previously awarded contracts with a large renewables customer due to the customer mandating that the work be fulfilled by a unionized workforce.

However, some of these negative effects were partially offset by higher than anticipated non-hurricane storm work. In addition, QualTek expects to complete the work affected by the heavy rain in Texas in Q3 of 2021.

As previously stated, it was our main objective as we entered the renewables space to leverage our relationships in the power industry to increase our customer base. We were recently qualified with two large power companies on renewable projects. We believe that we are strongly positioned to add additional customers in the 2<sup>nd</sup> half of 2021 for 2022 and the future.

I'd like to now turn it over to our CFO Adam Spittler to discuss updated calendar year 2021 and 2022 guidance.

Thank you Scott. Based on our preliminary first half results we are now projecting an adjusted EBITDA range from \$85 million to \$106 million for the year ending December 31, 2021. This compares to earlier guidance of \$106 million for calendar year 2021. The ultimate result will depend, in part, on weather activity (in particular, the 2021 Atlantic hurricane season and other weather events) and the timing of awards of large projects by QualTek's customers, which may occur in 2021 or be delayed until 2022.

In addition, QualTek projects adjusted EBITDA of \$120 million to \$140 million for the year ending December 31, 2022. This compares to earlier adjusted EBITDA guidance of \$120 million for 2022. This increase is primarily due to the following:

- Several large 2021 project start-dates delayed until early 2022;
  - Greater clarity on customer build plans related to 5G deployment; and
  - Increased visibility in C-BAND spectrum deployment plans.
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Further, the pending infrastructure bill making its way through congress may provide additional customer demand for our services.

Moving to our acquisitions, as mentioned earlier, we continue to execute on the M&A strategy as set forth in our original presentation from June 16th. On August 6<sup>th</sup> we closed the acquisition of Broken Arrow Communications. This acquisition bolsters our west coast wireless presence adding approximately 50 self-perform climbing crews. This will augment our upcoming C-band spectrum deployment capabilities as well as other 5G wireless initiatives.

Our M&A pipeline remains strong as we have an accelerated flow of accretive transactions that we are currently exploring as our customers continue to seek consolidation of vendors.

Now I'll turn it back to Scott.

Thank you again for listening to our first half 2021 business update. Although first half 2021 performance did not meet our expectations, we remain extremely excited about the second half of 2021 and our future as a public company. Thank you again.

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