

LIONHEART HOLDINGS INVESTOR PRESENTATION



June 2024

Disclaimer

This presentation is for informational purposes only and shall not constitute an offer to purchase, sell or exchange any security, a solicitation of any offer to purchase, sell or exchange any security, or a recommendation or advice regarding any security of Lionheart Holdings (“we,” “us,” “our” or the “Company”), nor shall there be any sale of any securities of the Company 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 any such state or jurisdiction. Sales and offers to sell securities of the Company will only be made in accordance with the Securities Act of 1933, as amended (the “Act”), and applicable Securities and Exchange Commission (“SEC”) regulations, including the written prospectus requirements.

The presentation has been prepared by the Company and the Company is solely responsible for its contents. The Company expressly disclaims any and all liability for representations, expressed or implied, contained in, or for omissions from, this presentation or any other written or oral communication transmitted to any interested party in the course of its evaluation of the Company. Only those particular representations and warranties that may be made by the Company in a definitive written agreement, when and if one is executed, and subject to such limitations and restrictions as may be specified in such agreement, shall have any legal effect. Certain information contained herein has been derived from sources prepared by third parties. While such information is believed to be reliable for the purposes used herein the Company makes no representation or warranty with respect to the accuracy of such information.

This presentation does not purport to contain all of the information that may be required to evaluate a possible transaction. This presentation is not intended to form the basis of any investment decision by the recipient and does not constitute investment, tax or legal advice. No representation or warranty, express or implied, is or will be given by the Company or any of its management team or their affiliates, employees or advisers or any other person as to the accuracy or completeness of the information in this presentation or any other written, oral or other communications transmitted or otherwise made available to any party in the course of its evaluation of a possible transaction, and no responsibility or liability whatsoever is accepted for the accuracy or sufficiency thereof or for any errors, omissions or misstatements, negligent or otherwise, relating thereto. Accordingly, none of the Company or management team or their affiliates, employees or advisers or any other person shall be liable for any direct, indirect or consequential loss or damages suffered by any person as a result of relying on any statement in or omission from this presentation and any such liability is expressly disclaimed.

This presentation is proprietary and is intended solely for the information of the persons to whom it is presented. It may not be retained, reproduced or distributed, in whole or in part, by any means (including electronic) without the prior written consent of the Company.

The forward-looking statements contained in this presentation are based on our current expectations and beliefs concerning future developments and their potential effects on us. There can be no assurance that future developments affecting us will be those that we have anticipated. All statements other than statements of historical fact contained in this presentation may be forward-looking statements. These forward-looking statements include, among other things, information about possible or assumed future results of our business, financial condition, results of operations, liquidity, anticipated growth strategies, anticipated trends in our industry, our potential growth opportunities, plans and objectives. In some cases, you can identify forward-looking statements by terminology such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “should,” “would” or the negative of these terms or other similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. These statements speak only as of the date this presentation is actually delivered and are subject to a number of known and unknown risks, uncertainties and other factors that may cause our or our industry’s actual results, levels of activity, performance or achievements to be materially different from those anticipated by the forward-looking statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable as of the date of the presentation, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by law, we are under no duty to update or revise any of the forward-looking statements, whether as a result of new information, future events or otherwise, after the date of this presentation.

The Company has filed a registration statement (including a preliminary prospectus) under the Act with the SEC (originally filed on May 28, 2024, File No. 333-279751 for the transaction to which this communication relates, which has not yet been declared effective. The securities offered by means of such prospectus may not be sold no or may offers to buy be accepted prior to the time the registration statement becomes effective. The information in this presentation may not be complete and may be changed at any time. No offer to buy securities can be accepted and no part of the purchase price can be received until the registration statement has become effective, and any such offer may be withdrawn or revoked, without obligation of any kind, at any time prior to notice of its acceptance given after the effective date. Before you invest in the Company’s initial public offering, you should read the prospectus in that registration statement and other documents the Company files with the SEC for more complete information about the Company and the proposed offering. You may obtain those documents for free by visiting the SEC’s website at www.sec.gov. Alternatively, the underwriters participating in this offering will arrange to send you the prospectus if you request it from Cantor Fitzgerald & Co. (“Cantor”), [insert address] (tel: _____).

Information regarding performance by, or businesses associated with, our management team or their affiliates, including current and prior SPACs, is presented for informational purposes only.

Any past experience of and performance by our management team or their affiliates (including other current and prior SPACs) is not a guarantee either: (i) that we will be able to successfully identify a suitable candidate for our initial business combination; or (ii) of any results with respect to any initial business combination we may consummate. You should not rely on the historical record of our management team or any of their affiliates’ or current and prior SPACs’ performance as indicative of the future performance of an investment in us or the returns we will, or are likely to, generate going forward. An investment in us is not an investment in any affiliates or related parties of our management team or any of their affiliates or current and prior SPACs.

This presentation contains references to trademarks and service marks belonging to other entities. Solely for convenience, trademarks and trade names referred to in this prospectus may appear without the ® or™ symbols, but such references are not intended to indicate, in any way, that the applicable licensor will not assert, to the fullest extent under applicable law, its rights to these trademarks and trade names. We do not intend our use or display of other companies’ trade names, trademarks or service marks to imply a relationship with, or endorsement or sponsorship of us by, any other companies.

Lionheart Holdings Management Team

Lionheart Holdings' officers collectively have 90+ years of operating and investing experience across multiple sectors and asset classes.



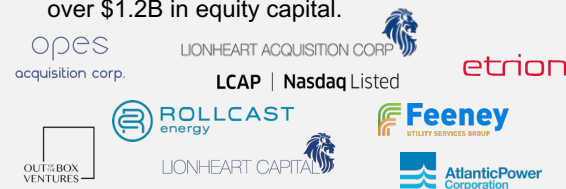
Ophir Sternberg
Chairman and CEO

- **Ophir has over 30 years of experience** in real estate, including acquiring, developing, repositioning, and investing in various segments.
- Established Lionheart Capital in 2010, a Miami-based diversified investment firm focused on building shareholder value in high-growth companies.
- Successful execution of prominent real estate transactions and repositions, including projects such as The Ritz Carlton Residences in Miami Beach and the Seagull Hotel sale.
- Currently involved in the development of retail properties in Miami's Design District and other projects, including The Ritz Carlton Residences, Miami Beach, and Singer Island, Palm Beach.
- Led the evaluation and merger of OPES Acquisition Corp. with BurgerFi International LLC, creating Burger Fi International Inc, a fast-casual "better burger" concept.
- Led Lionheart Capital's acquisition of Cigarette Racing Team, an American speed boat racing brand, diversifying business interests.
- Founded the Lionheart Classical Academy, a chartered public school in New Hampshire, showcasing dedication to providing quality education and philanthropy through the Lionheart Academy.



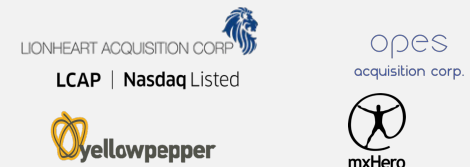
Paul Rapisarda
CFO

- **Paul brings more than 30 years of C-suite and investment banking professional experience**, as he served in various leadership roles in both public and private companies. He currently oversees all corporate functions including regulatory compliance matters and investor relations.
- Currently serves as the CFO at Lionheart Capital LLC.
- Has previous experience as the CFO at Etrion Corp, a solar energy development company within The Lundin Group, and Executive Vice President- Commercial Development at Atlantic Power Corporation.
- Managed all finance functions, including financial reporting, treasury & cash management, corporate finance, regulatory/SEC compliance matters, and investor relations.
- Directly involved in managing the sale of core solar assets at Etrion Corp.
- Played a significant role in the \$1.8B merger of Atlantic Power Corporation with Capital Power Income LP.
- Responsible for investment decisions totaling over \$1.2B in equity capital.



Faquiry Diaz Cala
COO

- **Faquiry has more than 30 years of investing and operating experience.**
- Currently serves as the COO at Lionheart Capital and its affiliated entities. Leads Mergers & Acquisitions and Corporate Strategy.
- Faquiry served as the COO of LCAP and CIO of LCAP. President and Director of The Ivy Companies Inc. since 2013.
- Early investor and executive committee member of Yellowpepper Holding Corporation, instrumental in its successful exit to Visa in 2020. Investor and operator of Southham Freeze Dry Spa until its sale to Van Drunen Farms in 2019.
- Faquiry also serves as Chief of Mergers and Acquisitions and Corporate Strategy at BurgerFi.
- Career Background: Started career at First Union National Bank and worked for Republic National Bank of New York in senior executive positions.
- Before Lionheart, Faquiry served as Chairman of mxHero, an online security company that creates a bridge between email and content storage.
- Served on the boards of several non-profit organizations and educational institutions, including The Wharton School, Florida International University, among others.



Lionheart Holdings Independent Directors

Lionheart Holdings' Independent Directors collectively have 130+ years of leadership experience across multiple industries and executive positions.



Roger Meltzer
Independent Director

- Roger has 40+ years of extensive legal and leadership experience and is currently the Chairman Emeritus of DLA Piper.
- Practiced law at DLA Piper LLP, with roles such as Global Co-Chairman, Americas Co-Chairman, Member of Office of the Chair, Member of the Global Board, Co-Chairman of the U.S. Executive Committee, Member of the U.S. Executive Committee, and Global Co-Chairman of the Corporate Finance Practice.
- Previously practiced law at Cahill Gordon & Reindel, serving on the Executive Committee.

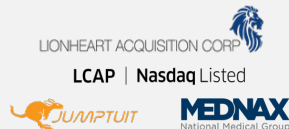
LIONHEART ACQUISITION CORP
LCAP | Nasdaq Listed



Thomas Hawkins
Independent Director

- Thomas has 30+ years of global experience in the C-suite as General Counsel and Corporate Development Executive.
- Currently serves as a director and chairman of the audit committee of MSP Recovery now rebranded to LifeWallet.
- Thomas served as a Management Consultant for MEDNAX, Inc. Senior Vice President of Corporate Development at AutoNation, Inc. Executive Vice President at Viacom Inc., and Senior Vice President, General Counsel, and Secretary of Blockbuster Entertainment Corporation.

LIONHEART ACQUISITION CORP
LCAP | Nasdaq Listed



Gila Cohen
Independent Director

- Gila has 25+ years of experience in real estate, strategy, and private equity.
- Gila currently serves as Partner and Chief Investment Officer of Vanbarton Group, a real estate investment and advisory firm.
- Gila was previously Managing Director and Head of Global Institutional Partnerships at Monroe Capital.
- In addition, Gila was the Chief Investment Strategy Officer of Mitsubishi UFJ Financial Group (USA).



Antony Sherifff
Independent Director

- Antony has 35+ years of experience in automotive technology, mobility and luxury industries.
- Antony currently serves as Chairman of the Supervisory Board of Bugatti-Rimac and Chairman of the Supervisory Board of Rimac Group.
- Former Chairman and CEO at Princess Yachts Ltd. Served as the CEO of McLaren Automotive and covered several roles at Fiat Auto.
- Serves as Independent Director at Pininfarina S.p.A and Board Advisor Automobili Pininfarina.



Lionheart Transaction Sourcing and Origination

Lionheart Holdings’ management has a significant, active, and global network of relationships that will serve as a source of opportunities and differentiates Lionheart from competing SPACs.

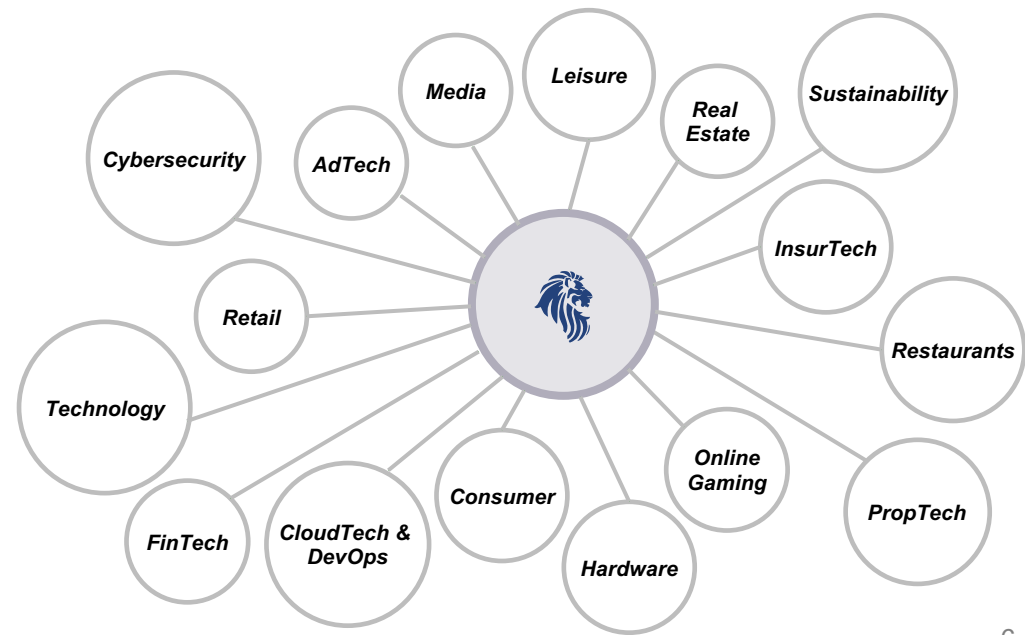


Lionheart Holdings Relationships & Network



Substantial Private Target Universe

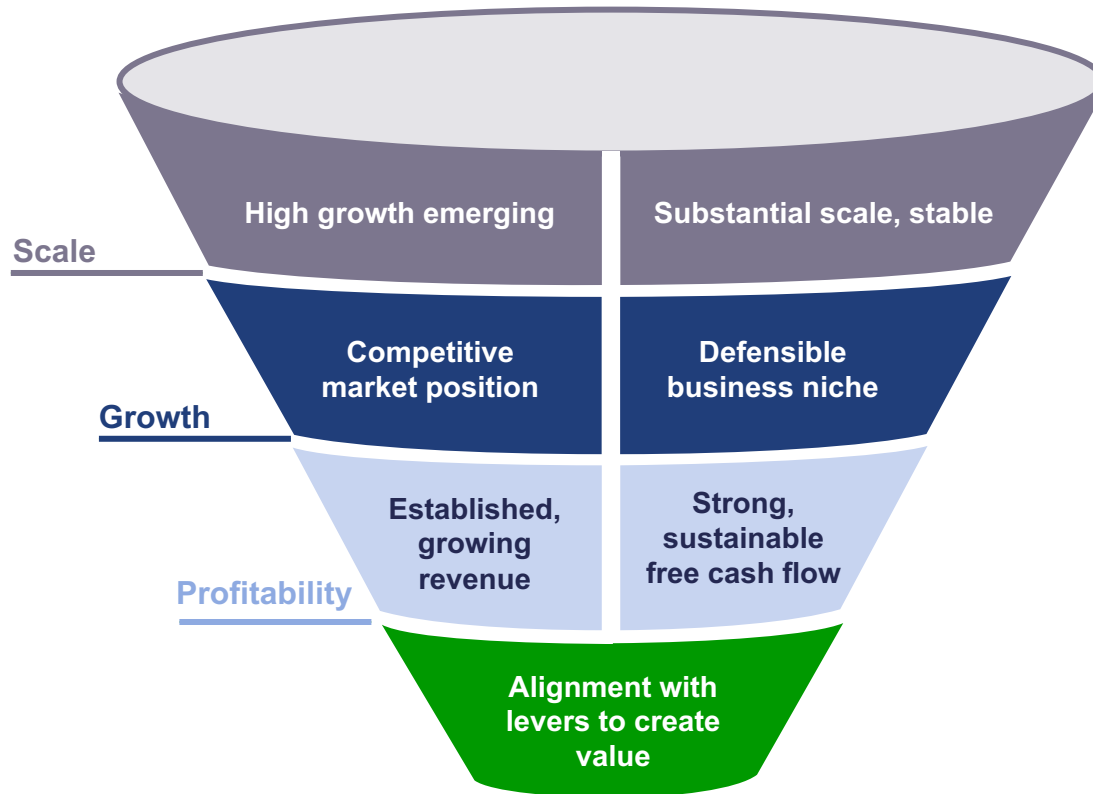
- ▶ We believe Lionheart Holdings has a valuable opportunity to explore various sectors, with an expansive pool of companies that could be strong combination partners
- ▶ There is a backlog of companies with private equity / venture capital backing that could seek additional liquidity or an exit through a SPAC



Investment Criteria and the Ideal Lionheart Holdings Targets

Lionheart Holdings will target established businesses that are poised for continued growth with capable management teams and proven unit economics, that are in need of our sponsor's financial, operational, strategic or managerial enhancement to maximize value.

Established business of scale poised for continued growth, led by a highly regarded management team



Acquisition Characteristics

- ✓ **Target Business Size.** Businesses, determined in the sole discretion of our officers and directors according to reasonably accepted valuation standards and methodologies.
- ✓ **Proven Unit Economics and Growing Companies.** Businesses that have generated attractive unit economics at scale.
- ✓ **Competitive Position.** Businesses that have a leading, growing or unique niche market position in their respective sectors.
- ✓ **Capable Management Team.** Businesses that have experienced management teams or those that provide a platform for us to assemble an effective and capable management team.
- ✓ **Benefit from Being a Public Company.** Businesses that will benefit from being publicly listed and can effectively utilize the broader access to capital and the public profile to grow and accelerate shareholder value creation.
- ✓ **Defensible Business Niche.** Businesses that have a leading or niche market position and that demonstrate advantages when compared to their competitors, which may help to create barriers to entry against new competitors.
- ✓ **Potential for Stable Free Cash Flow.** Businesses that have historically generated, or has the near-term potential to generate, strong and sustainable free cash flow.

Investment Highlights & Our Value-Add as a Partner

The Ability to Identify Business Combination Targets and Implement Value Creation Initiatives Post-merger is Central to the Lionheart Value Proposition.



World Class Management Team and Board of Directors with Multi-Industry, Public Company Operating Experience

Deep Understanding of the Complexities of, and Prior Experience in, Shepherding Private Companies into the Public Markets

Proven Ability to Source Deal Flow, Conduct Due Diligence, De-SPAC and Close a SPAC Merger In Light of Varying Financial and Economic Conditions

Deal Makers with Propensity for Being ‘First Movers’

- Took Over A Legacy SPAC Nearing its Deadline and Effectively Closed on a Business Combination with BurgerFi (NASDAQ | BFI) During the Height of the COVID-19 Pandemic

Closed an Initial Business Combination with MSP Recovery Inc. in one of the Largest SPAC Mergers ever

- Transaction unlocked a new asset class for public equity investors
- Innovative structure offered significant upside to non-redeeming existing SPAC shareholders

Competitive Advantage in Sourcing Deal Flow through Day-to-day Management of a Multi-Strategy Development and Investment Company + Best-in-Class Relationships and Differentiated Networks Across the World



End