
**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): February 16, 2022

Zanite Acquisition Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39704
(Commission
File Number)

85-2549808
(IRS Employer
Identification No.)

25101 Chagrin Boulevard, Suite 350
Cleveland, Ohio 44122
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (216)292-0200

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 (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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one share of Class A common stock and one-half of one redeemable warrant	ZNTEU	The Nasdaq Stock Market LLC
Class A common stock, par value \$0.0001 per share	ZNTE	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one share of Class A common stock, each at an exercise price of \$11.50 per share	ZNTEW	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 (§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.

As previously announced, Zanite Acquisition Corp., a Delaware corporation (“Zanite” or the “Company”), entered into a Business Combination Agreement (the “Business Combination Agreement”) with Embraer S.A., a Brazilian corporation (*sociedade anônima*) (“Embraer”), Embraer Aircraft Holding Inc., a Delaware corporation and a direct wholly-owned subsidiary of Embraer (“EAH”), and EVE UAM, LLC, a Delaware limited liability company and a wholly-owned subsidiary of EAH (“Eve”).

Furnished as Exhibit 99.1 hereto is a presentation to be presented by Eve at the Singapore Airshow 2022 on February 16, 2022.

The information in this Item 7.01, including Exhibit 99.1, is furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to liabilities under that section, and shall not be deemed to be incorporated by reference into the filings of Zanite under the Securities Act or the Exchange Act, regardless of any general incorporation language in such filings.

This Current Report on Form 8-K will not be deemed an admission as to the materiality of any information in this Item 7.01, including Exhibit 99.1.

Important Information about the Business Combination and Where to Find It

In connection with the business combination, on December 30, 2021, Zanite has filed with the Securities and Exchange Commission (“SEC”) a preliminary proxy statement (as amended by Amendment No. 1 to the preliminary proxy statement, filed on February 9, 2022) relating to the Business Combination. When available, Zanite will mail a definitive proxy statement and other relevant documents to its stockholders. This Current Report on Form 8-K does not contain all the information that should be considered concerning the proposed Business Combination and is not intended to form the basis of any investment decision or any other decision in respect of the Business Combination. Zanite’s stockholders and other interested persons are advised to read the preliminary proxy statement and the amendments thereto and the definitive proxy statement, when available, and documents incorporated by reference therein filed in connection with Zanite’s solicitation of proxies for its special meeting of stockholders to be held to approve the Business Combination and other matters, as these materials contain or will contain important information about Zanite, Eve and the Business Combination. When available, the definitive proxy statement and other relevant materials for the Business Combination will be mailed to stockholders of Zanite as of a record date to be established for voting on the Business Combination. Stockholders of Zanite may obtain copies of the preliminary proxy statement, the definitive proxy statement (when available) and other documents that are filed or will be filed with the SEC or that are incorporated by reference therein, without charge, once available, at the SEC’s website at www.sec.gov, or by directing a request to Zanite Acquisition Corp. at 25101 Chagrin Boulevard Suite 350, Cleveland, Ohio 44122, Attention: Steven H. Rosen, or by calling (216) 292-0200.

This Current Report on Form 8-K is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act, or an applicable exemption from the registration requirements thereof.

Participants in the Solicitation

Zanite and its directors and executive officers may be deemed participants in the solicitation of proxies from Zanite’s stockholders with respect to the proposed Business Combination. A list of the names of those directors and executive officers and a description of their interests in Zanite is contained in Zanite’s Registration Statement on Form S-1/A and by Zanite’s Current Report on Form 8-K filed on September 15, 2021, each of which was filed with the SEC and is available free of charge at the SEC’s web site at www.sec.gov, or by directing a request to Zanite Acquisition Corp. at 25101 Chagrin Boulevard Suite 350, Cleveland, Ohio 44122, Attention: Steven H. Rosen, or by calling (216) 292-0200.

Eve, Embraer, EAH and their respective directors and executive officers may also be deemed to be participants in the solicitation of proxies from the stockholders of Zanite in connection with the proposed Business Combination.

Additional information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of Zanite's stockholders in connection with the proposed Business Combination, including a description of their direct and indirect interests, by security holdings or otherwise, which may be different than those of Zanite stockholders generally, may be obtained by reading Zanite's preliminary proxy statement for the proposed Business Combination and, when it is filed with the SEC, the definitive proxy statement and any other relevant documents that are filed or will be filed with the SEC relating to the proposed Business Combination. Stockholders, potential investors and other interested persons should read the preliminary proxy statement carefully and, when it becomes available, the definitive proxy statement and any other relevant documents that are filed or will be filed with the SEC relating to the proposed business combination before making any voting or investment decisions. These documents can be obtained free of charge from the sources indicated above.

Forward-Looking Statements

This 8-K includes "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1996. Zanite's and Eve's actual results may differ from their expectations, estimates and projections and consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as "expect", "estimate", "project", "budget", "forecast", "anticipate", "intend", "plan", "may", "will", "could", "should", "believes", "predicts", "potential", "continue", and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, Zanite's and Eve's expectations with respect to future performance and anticipated financial impacts of the Transaction, the satisfaction of closing conditions to the Transaction and the timing of the completion of the Transaction. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. You should carefully consider the risks and uncertainties described in the "Risk Factors" section of Zanite's registration statement on Form S-1 and annual report on Form 10-K and Embraer's annual report on Form 20-F. In addition, there will be risks and uncertainties described in the proxy statement relating to the proposed Transaction, a preliminary version of which has been filed by Zanite with the SEC and other documents filed by Zanite from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward looking statements. Most of these factors are outside Zanite's and Eve's control and are difficult to predict. Factors that may cause such differences include, but are not limited to: (1) the outcome of any legal proceedings that may be instituted against Zanite or Eve following the announcement of the Transaction; (2) the inability to complete the proposed Transaction, including due to the inability to concurrently close the proposed Transaction and the private placement of common stock or due to failure to obtain approval of the securityholders of Zanite; (3) delays in obtaining, adverse conditions contained in, or the inability to obtain necessary regulatory approvals or complete regular reviews required to complete the Transaction; (4) the risk that the Transaction disrupts current plans and operations as a result of the announcement and consummation of the Transaction; (5) the inability to recognize the anticipated benefits of the Transaction, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably, maintain relationships with customers and suppliers and retain its key employees; (6) costs related to the Transaction; (7) changes in the applicable laws or regulations; (8) the possibility that the combined company may be adversely affected by other economic, business, and/or competitive factors; (9) the impact of the global COVID-19 pandemic; and (10) other risks and uncertainties indicated from time to time described in Zanite's registration on Form S-1 and Embraer's annual report on Form 20-F, including those under "Risk Factors" therein, and in Zanite's and Embraer's other filings with the SEC. Zanite and Eve caution that the foregoing list of factors is not exclusive and not to place undue reliance upon any forward-looking statements, including projections, which speak only as of the date made. Neither Zanite nor Eve undertakes or accepts any obligation to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Presentation, dated as of February 16, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

ZANITE ACQUISITION CORP.

Dated: February 16, 2022

By: /s/ Steven H. Rosen

Name: Steven H. Rosen

Title: Co-Chief Executive Officer

Exhibit 99.1

SINGAPORE AIRSHOW 2022

EVE PRESS CONFERENCE
ANDRÉ STEIN | CO-CEO

EVE
MOBILITY REIMAGINED



Disclaimer

Confidentiality and Disclosures

This presentation has been prepared for use by EVE UAM, LLC ("Eve" or the "Company") and Zanite Acquisition Corp. ("Zanite") in connection with their proposed business combination (the "Transaction"). This presentation is for information purposes only and is being provided to you solely in your capacity as a potential investor in considering an investment in Zanite and may not be reproduced or redistributed, in whole or in part, without the prior written consent of Eve and Zanite. By accepting this presentation, each recipient and its directors, partners, officers, employees, attorney(s), agents and representatives ("Recipient") agrees: (i) to maintain the confidentiality of all information that is contained in this presentation and not already in the public domain; and (ii) to return or destroy all copies of this presentation or portions thereof in its possession following the request for the return or destruction of such copies. This presentation supersedes and supplements any prior presentation and any oral or written communication with respect to Eve and its business.

The Company and Zanite are free to conduct the process of the potential transaction as they deem in their sole discretion (including, without limitation, terminating further participation in the process by any party, negotiating with prospective transaction counterparties and entering into an agreement with respect to the Transaction without prior notice to you or any other person) and any procedures relating to such Transaction may be changed at any time without prior notice to you or any other person. None of Eve, Zanite or any other person undertakes any obligation to provide you with access to any additional information. This presentation shall not be deemed an indication of the state of affairs of Eve nor shall it constitute an indication that there has been no change in the business or affairs of Eve since the date hereof.

No Representations and Warranties

None of Eve, Zanite or any of their respective subsidiaries, stockholders, affiliates, representatives, partners, directors, officers, employees, investment banks, agents or advisers makes any express or implied representation or warranty as to the accuracy or completeness of the information contained 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 between Eve and Zanite. To the fullest extent permitted by law, in no circumstances will the Company, Zanite or any of their respective subsidiaries, stockholders, affiliates, representatives, partners, directors, officers, employees, investment banks, agents or advisers 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.

You will be entitled to rely solely on the representations and warranties made to you by Zanite in a definitive written agreement relating to a Transaction, when and if executed, and subject to any limitations and restrictions as may be specified in such definitive agreement. No other representations and warranties will have any legal effect. The Company and Zanite expressly disclaim any and all liability for representations, expressed or implied, contained herein or for errors, omissions or misstatements, negligent or otherwise, in this presentation or any other written or oral communication transmitted to you in the course of your evaluation of a potential transaction.

The recipient agrees and acknowledges that 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 regarding any securities. You should consult your own legal, regulatory, tax, business, financial and accounting advisors to the extent you deem necessary, and must make your own decisions and perform your own independent investment and analysis of an investment in Zanite and the transactions contemplated in this presentation. The recipient also acknowledges and agrees that the information contained in this presentation and any oral statements made in connection with this presentation are preliminary in nature, subject to material change and not intended to be all-inclusive or to contain all the information that a person may desire in considering an investment in Zanite. Zanite and Eve disclaim any duty to update the information contained in this presentation.

By participating in this Presentation, the recipient acknowledges that such recipient is aware that the United States securities laws restrict persons with material non-public information about a company obtained directly or indirectly from that 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 foreseeable that such person is likely to purchase or sell such securities on the basis of such information.

No Offer or Solicitation

This presentation and any oral statements made in connection with this presentation shall neither constitute an offer to sell nor the solicitation of an offer to buy any securities, or the solicitation of any proxy, vote, consent, authorization or approval in any jurisdiction in connection with the proposed Transaction, nor shall there be any sale of securities in any jurisdiction in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdictions. No such offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended (the "Securities Act"), 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 offering of securities (the "Securities") will not be registered under the Securities Act, and will be offered as a private placement to a limited number of institutional "accredited investors" as defined in Rule 501(a)(1), (2), (3) or (7) under the Securities Act and "Institutional Accounts" as defined in FINRA Rule 4572(c). Accordingly, the Securities must continue to be held unless a subsequent disposition is exempt from the registration requirements of the Securities Act. Investors should consult with their counsel as to the applicable requirements for a purchaser to avail itself of any

exemption under the Securities Act. The transfer of the Securities may also be subject to conditions set forth in an agreement under which they are to be issued. Investors should be aware that they might be required to bear the financial risk of their investment for an indefinite period of time. Neither Zanite nor the Company is making an offer of the Securities in any state where the offer is not permitted.

This communication is restricted by law; it is not intended for distribution to, or use by any person in, any jurisdiction where such distribution or use would be contrary to local law or regulation.

Forward-Looking Statements

This presentation includes "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1996. Zanite's and Eve's actual results may differ from their expectations, estimates and projections and consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as "expect," "estimate," "project," "budget," "forecast," "anticipate," "intend," "plan," "may," "will," "could," "should," "believes," "predicts," "potential," "continue," and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, Zanite's and Eve's expectations with respect to future performance and anticipated financial impacts of the Transaction, the satisfaction of closing conditions to the Transaction and the timing of the completion of the Transaction. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. You should carefully consider the risks and uncertainties described in the "Risk Factors" section of Zanite's registration statement on Form S-1 and annual report on Form 10-K and Embraer S.A.'s ("Embraer") annual report on Form 20-F. In addition, there will be risks and uncertainties described in the proxy statement relating to the proposed Transaction, a preliminary version of which has been filed by Zanite with the Securities and Exchange Commission (the "SEC") and other documents filed by Zanite from time to time with the SEC. These risks identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Most of these factors are outside Zanite's and Eve's control and are difficult to predict. Factors that may cause such differences include, but are not limited to: (1) the outcome of any legal proceedings that may be initiated against Zanite or Eve following the announcement of the Transaction; (2) the inability to complete the proposed Transaction, including due to the inability to concurrently close the proposed Transaction and the private placement of common stock or due to failure to obtain approval of the securityholders of Zanite; (3) delays in obtaining, adverse conditions contained in, or the inability to obtain necessary regulatory approvals or complete regular reviews required to complete the Transaction; (4) the risk that the Transaction disrupts current plans and operations as a result of the announcement and consummation of the Transaction; (5) the inability to recognize the anticipated benefits of the Transaction, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably, maintain relationships with customers and suppliers and retain its key employees; (6) costs related to the Transaction; (7) changes in the applicable laws or regulations; (8) the possibility that the combined company may be adversely affected by other economic, business, and/or competitive factors; (9) the impact of the global COVID-19 pandemic; and (10) other risks and uncertainties indicated from time to time described in Zanite's registration on Form S-1 and Embraer's annual report on Form 20-F, including those under "Risk Factors" therein, and in Zanite's and Embraer's other filings with the SEC. Zanite and Eve caution that the foregoing list of factors is not exclusive and not to place undue reliance upon any forward-looking statements, including projections, which speak only as of the date made. Neither Zanite nor Eve undertakes or accepts any obligation to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based.

Use of Data

This presentation contains information concerning Eve's industry, including market size and growth rates of the markets in which Eve participates, that are based on industry surveys and publications or other publicly available information, other third-party survey data and research reports commissioned by Eve and its internal sources. This information involves many assumptions and limitations, there can be no guarantee as to the accuracy or reliability of such assumptions and you are cautioned not to give undue weight to this information. Further, 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. Neither Eve nor Zanite have independently verified this third-party information. Similarly, other third-party survey data and research reports commissioned by Eve or Zanite, while believed to be reliable, are based on limited sample sizes and have not been independently verified by Eve or Zanite. In addition, projections, assumptions, estimates, goals, targets, plans and trends of the future performance of the industry in which Eve operates, and its future performance, are necessarily subject to uncertainty and risk due to a variety of factors, including those described above. These and other factors could cause results to differ materially from those expressed in the estimates made by independent parties and by Eve and Zanite. Eve and Zanite assume no obligation to update the information in this presentation. Accordingly, this presentation is being delivered to you with the understanding that you will conduct your own independent investigation of those matters, which you deem appropriate without reliance on Zanite, Eve or any materials set out in this presentation.

All summaries and discussions of documentation and/or financial information contained herein are qualified in their entirety by reference to the actual documents and/or financial statements.

Disclaimer (cont.)

Projections

This presentation contains financial forecasts for the Company with respect to certain financial results for the Company's fiscal years 2020 through 2030. All projections, estimates, goals, targets, plans, trends or other statements with respect to future results or future events in this presentation, including projected revenue, are forward-looking statements that (i) reflect various estimates and assumptions concerning future industry performance, general business, economic and regulatory conditions, market conditions for the Company's products and other matters, which assumptions may or may not prove to be correct, (ii) are inherently subject to significant contingencies and uncertainties, many of which are outside the control of Eve and Zanite and (iii) should not be regarded as a representation by Eve, Zanite or any other person that such estimates, forecasts or projections will be achieved. Neither Zanite's nor Eve's independent auditors have studied, reviewed, compiled or performed any procedures with respect to the projections for the purpose of their inclusion in this presentation, and accordingly, neither of them expressed an opinion or provided any other form of assurance with respect thereto for the purpose of this presentation. These projections are for illustrative purposes only and should not be relied upon as being necessarily indicative of future results. Actual results can be expected to vary and those variations may be material. Unanticipated events may occur that could affect the outcome of such projections, estimates, goals, targets, plans, trends and other statements. You must make your own determinations as to the reasonableness of these projections, estimates, goals, targets, plans, trends and other statements and should also note that if one or more estimates change, or one or more assumptions are not met, or one or more unexpected events occur, the performance and results set forth in such projections, estimates, goals, targets, plans, trends and other statements may not be achieved. We can give no assurance as to future operations, performance, results or events. The inclusion of financial projections, estimates and targets in this presentation should not be regarded as an indication that Eve and Zanite, or their representatives, considered or consider the financial projections, estimates and targets to be a reliable prediction of future events.

Use of Non-GAAP Financial Metrics

This presentation includes certain financial measures not presented in accordance with generally accepted accounting principles in the United States ("GAAP"), including EBITDA, EBITDA margin, free cash flow, non-GAAP gross profit and non-GAAP gross margin (including on a forward-looking basis) and certain other ratios and other metrics derived therefrom. The Company defines EBITDA as net income (loss) before depreciation and amortization, income taxes, interest income (expense) and stock-based compensation, and EBITDA margin as EBITDA divided by revenue. The Company defines free cash flow as cash flow from operations minus capital expenditures. The Company defines non-GAAP gross profit as gross profit, excluding depreciation and amortization and stock-based compensation expense included in cost of goods sold, and non-GAAP gross margin as non-GAAP gross profit divided by revenue. These financial measures are not measures of financial performance in accordance with GAAP and may exclude items that are significant in understanding and assessing our financial results. Therefore, these measures should not be considered in isolation or as an alternative to net loss or other measures of profitability, liquidity or performance under GAAP. You should be aware that our presentation of these measures may not be comparable to similarly titled measures used by other companies, which may be defined and calculated differently. Eve believes that these non-GAAP measures of financial results (including on a forward-looking basis) provide useful supplemental information to investors about Eve. Eve's management uses forward-looking non-GAAP measures to evaluate Eve's projected financials and operating performance. Other companies may calculate non-GAAP measures differently, or may use other measures to calculate their financial performance, and therefore the Company's non-GAAP measures may not be directly comparable to similarly titled measures of other companies. 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 income that are required by GAAP to be recorded in the Company's financial statements. Given the inherent uncertainty regarding projections, projected non-GAAP measures have not been reconciled back to the nearest GAAP measure. In addition, they are subject to inherent limitations as they reflect the exercise of judgments by management about which expense and income are excluded or included in determining these non-GAAP financial measures. You should review the Company's and Zanite's audited financial statements, which will be included in the definitive proxy statement relating to the Transaction. Reconciliations of historical non-GAAP measures to their most directly comparable GAAP counterparts are included in the Appendix to this presentation. Additionally, to the extent that forward-looking non-GAAP financial measures are provided, they are presented on a non-GAAP basis without reconciliations of such forward-looking non-GAAP measures due to the inherent difficulty in forecasting and quantifying certain amounts that are necessary for such reconciliations.

Private Placement

The securities to which this presentation relates have not been registered under the Securities Act, or the securities laws of any other jurisdiction. This presentation relates to securities that Zanite intends to offer in reliance on exemptions from the registration requirements of the Securities Act and other applicable laws. These exemptions apply to offers and sales of securities that do not involve a public offering. The securities have not been approved or recommended by any federal, state or foreign securities authorities, nor have any of these authorities passed upon the merits of this offering or determined that this presentation is accurate or complete. Any representation to the contrary is a criminal offense.

2020 Preliminary Financial Information

Eve's audited consolidated financial statements for the twelve months ended December 31, 2020 are not yet available. This presentation includes certain preliminary unaudited financial information for the twelve months ended December 31, 2020 that is based solely on Eve's management's estimates reflecting currently available preliminary information, and remains subject to Eve's consideration of subsequent events. Eve's independent registered public accounting firm has not audited or reviewed, and does not express an opinion with respect to, this financial information. Eve's final consolidated financial results as of and for the twelve months ended December 31, 2020 may materially differ from the estimates and the interim balances set forth in this presentation. Such estimates constitute forward-looking statements and are subject to risks and uncertainties, including those described under "Forward-Looking Statements."

Participation in Solicitation

Eve and Zanite and their respective directors and executive officers, under SEC rules, may be deemed to be participants in the solicitation of proxies of Zanite's shareholders in connection with the proposed Transaction. Investors and security holders may obtain more detailed information regarding the names and interests in the proposed Transaction of Zanite's directors and officers in Zanite's filings with the SEC, including Zanite's annual report on Form 10-K, which was originally filed with the SEC on June 14, 2021. To the extent that holdings of Zanite's securities have changed from the amounts reported in Zanite's registration statement on Form S-1, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of proxies to Zanite's shareholders in connection with the proposed Transaction is set forth in the proxy statement for the proposed Transaction, a preliminary version of which has been filed by Zanite with the SEC.

Trademarks

This presentation includes logos or other words or devices that may be registered trademarks of their respective owners. Solely for convenience, some of the trademarks, service marks, trade names and copyrights referred to in this presentation may be listed without the TM, SM, ® or ® symbols, but Zanite and Eve will assert, to the fullest extent under applicable law, the rights of the applicable owners, if any, to these trademarks, service marks, trade names and copyrights. This presentation and its contents are not endorsed, sponsored or affiliated with any trademark owner.

Additional Information About the Transaction and Where to Find It

Zanite intends to submit the Transaction to its security holders for their consideration. The Company has filed a preliminary proxy statement with the SEC and intends to file a proxy statement with the SEC, which will include a preliminary proxy statement and a definitive proxy statement, to be distributed to Zanite's securityholders in connection with Zanite's solicitation for proxies for the vote by Zanite's shareholders in connection with the Transaction and other matters as described in the definitive proxy statement. After the definitive proxy statement on Form DEF14A has been filed, Zanite will mail the definitive proxy statement and other relevant documents to its securityholders as of the record date established for voting on the Transaction. Investors and security holders of Zanite and Eve are urged to read the proxy statement and other relevant documents that have been or will be filed with the SEC carefully and in their entirety when they become available because they will contain important information about the proposed Transaction. Investors and security holders will be able to obtain free copies of the proxy statement and other documents containing important information about Zanite and Eve through the website maintained by the SEC at www.sec.gov. Copies of the documents filed with the SEC by Zanite can be obtained free of charge by directing a written request to Zanite at 25101 Chagrin Boulevard, Suite 350, Cleveland, Ohio 44122. Inquiries regarding this presentation may be directed to Steven H. Rosen, Co-Chief Executive Officer, at 25101 Chagrin Boulevard, Suite 350, Cleveland, Ohio 44122 or by calling (216) 292-0200.

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.

Key Highlights

Attractive Business Fundamentals

Addressing a Massive Global TAM

Pure play focus on a \$0.76T revenue opportunity 2025E – 2040E ⁽¹⁾

Scalable and Sustainable Solution

Most practical eVTOL design, capital efficient fleet operations model and carbon neutrality

Highly Experienced Team

Senior leadership team and board with proven aviation credentials

Significant Execution Advantages

Strategic Support from Embraer

Aviation leader with 30+ aircraft models certified and produced over 25 years

Powerful Partner Network

MOUs and LOIs with dozens of leading partners across the UAM ecosystem ⁽²⁾

Significant Revenue Visibility

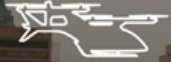
Order pipeline of \$5.2B for 1,735 vehicles to 17 launch customers ⁽³⁾

(1) Total addressable market ("TAM") estimate as per "Market for Urban Air Mobility" from KPMG dated June 2021 (includes passenger travel, excludes cargo, defense and emergency services).

(2) Partnerships with Eve or one of its affiliates are non-binding. The number of memoranda of understanding ("MOUs") and LOIs signed by Eve is current as of 1/11/22.

(3) Eve pipeline is based on launch orders (including purchase options) and capacity deals that are non-binding and subject to material change. Capacity deals are converted from annual hourly commitments to vehicles assuming 1,000 hours per vehicle per year. Eve pipeline is current as of 1/11/22.

Highly Scalable UAM Solution



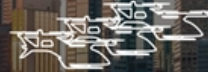
EVTOL DESIGN AND PRODUCTION

Practical design choice drives lowest operational cost and simplest certification path



SERVICE AND SUPPORT

Leveraging Embraer global footprint to enable a sizable and profitable revenue stream



FLEET OPERATIONS

Capital efficient strategy of aligning with operators and scaling partner-by-partner



URBAN AIR TRAFFIC MANAGEMENT

Applying the knowledge from designing Brazil's ATC system to enable safe eVTOL flights

Vehicle Design Optimized for Urban Mobility



Flexible Seating Capacity

4 passengers at entry into service
Up to 6 in autonomous mode ⁽¹⁾

High Utilization Rate

Designed for **thousands** of flight cycles per year with industry-leading reliability

Lift + Cruise Design

Most practical design choice for efficiency and certifiability

Community Friendly

Approximately **90%** lower noise footprint compared to equivalent helicopters ⁽⁴⁾

Tailored for Urban Mobility

100 km (60 mile) range at EIS
Addresses **99%** of UAM missions in cities and metropolitan areas ⁽²⁾

Leading Cost Efficiency

Over **6x** lower cost-per-seat than helicopters and best-in-class for eVTOLs ⁽³⁾

Note: Expected vehicle performance metrics are based on preliminary models, simulations and proof of concepts ("PoCs"). Actual performance characteristics are subject to validation and change.

(1) Eve expects autonomous operations to commence around 2030.

(2) EIS = entry into service. Eve's estimate of serving 99% of UAM missions in cities and metropolitan areas is based on a study of 1,500 markets worldwide conducted by Eve and Massachusetts Institute of Technology.

(3) Helicopter costs are based on an analysis from Conklin & de Decker. Eve vehicle costs are based on Eve analysis.

(4) Data is based on simulations performed by Eve and publicly available noise profile data for a Bell 430 helicopter.

EVE

MOBILITY REIMAGINED

MARKET PERSPECTIVES



APAC expected to be the largest UAM market



2035 FIGURES

~25,000+ eVTOLs

>50% of global demand

400,000+ flights per day

500M+ pax per year

Source: Eve Air Mobility

Fast and efficient mobility option throughout large urban areas



An alternative for the city's demand for green, fast, and efficient transportation



Sources: Eve Air Mobility, Google Maps

MOBILITY REIMAGINED



Enlarging the regional catchment



Locals, tourists, business executives and politicians benefiting from significant time savings on trips to Batam



Sources: Eve Air Mobility, Google Maps, BatamFast

MOBILITY REIMAGINED



The sweet spot for urban air mobility

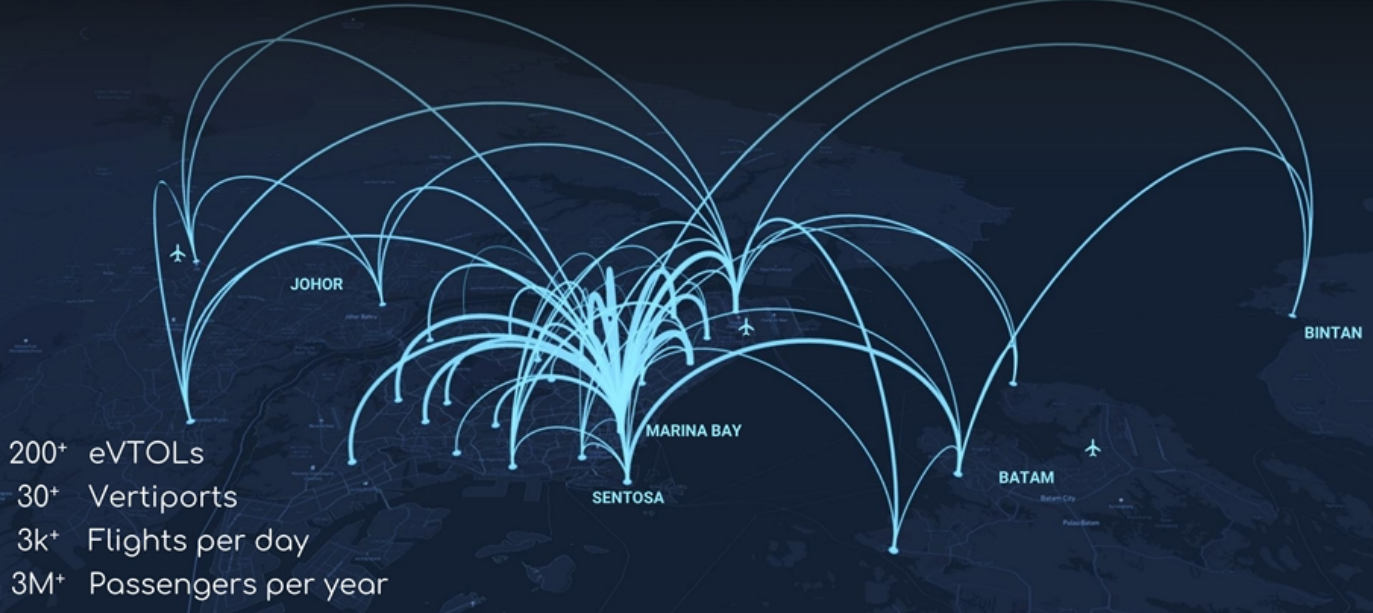


Sources: Eve Air Mobility

MOBILITY REIMAGINED



A sustainable and affordable mode of transportation



MOBILITY REIMAGINED



RECENT ACCOMPLISHMENTS

EVE
MOBILITY REIMAGINED



Previous announcements in APAC

DEC 2020

AIRSERVICES AUSTRALIA

Development of a Concept of Operations in Melbourne, AU



AUG 2021

ASCENT

LOI for up to 100 eVTOLs^[1]



DEC 2021

NAUTILUS AVIATION

LOI for up to 10 eVTOLs



DEC 2021

SYDNEY SEAPLANES

LOI for up to 50 eVTOLs



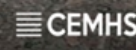
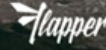
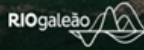
[1] Capacity deals are converted from annual hourly commitments to vehicles assuming 1,000 hours per vehicle per year.

A simulation of the
entire uam journey

by Car 35 km | 60-90 min
by Air 25 km | 10 min

BARRA
DA TIJUCA

RIO GALEÃO



**EVE RIO
EXPERIENCE**




TYPE CERTIFICATE PROCESS

FORMALIZED WITH ANAC





EVE
MOBILITY REIMAGINED



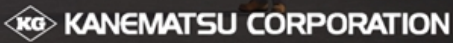
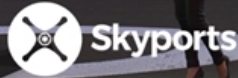
ANNOUNCEMENTS



A Concept of Operations for Advanced Air Mobility

Using our ATM expertise in developing new concepts to
enable AAM to scale safely

Meeting the future needs of Japanese community





HELISPIRIT

LOI for up to 50 eVTOL Aircraft

MICROFLITE

LOI for up to 40 eVTOL Aircraft



Building a global partner ecosystem



Note: All partnerships are based on non-binding MOUs or LOIs signed by Eve or one of its affiliates and, as such, are subject to change.

The largest order pipeline

REPUBLIC AIRWAYS 200

SKYWEST 100

FALKO 200

AZORRA 200

ASCENT 100

HELIPASS 50

BLADE 60

FLAPPER 25

HALO 200

BRISTOW 100

AVANTTO 100

HELISUL 50

HELISPIRIT 50

SYDNEY SEAPLANES 50

MICROFLITE 40

NAUTILUS AVIATION 10

UNDISCLOSED 250



LETTERS OF INTENT FOR UP TO

1,785

EVTOL AIRCRAFT

\$5.4 bi

(1) Eve pipeline is based on launch orders and capacity deals that are non-binding and subject to material change. Capacity deals are converted from annual hourly commitments to vehicles assuming 1,000 hours per vehicle per year. Eve pipeline is current as of 02/15/22.



MOBILITY REIMAGINED