

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Liao Dongyi</u> (Last) (First) (Middle) C/O CEPTON, INC. 399 W. TRIMBLE RD (Street) SAN JOSE CA 95131 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/10/2022	3. Issuer Name and Ticker or Trading Symbol <u>Cepton, Inc. [CPTN]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SVP of Applications	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	(1)	02/08/2027	Common Stock	979,693 ⁽²⁾	0.1	D	
Employee Stock Option (right to buy)	(1)	05/29/2027	Common Stock	244,923 ⁽²⁾	0.1	D	
Employee Stock Option (right to buy)	(3)	09/18/2028	Common Stock	612,308 ⁽²⁾	0.68	D	
Employee Stock Option (right to buy)	(4)	02/25/2030	Common Stock	612,308 ⁽²⁾	1.02	D	

Explanation of Responses:

- The stock options are fully vested and exercisable.
- Pursuant to the Business Combination Agreement, dated as of August 4, 2021 (as amended by the Amendment to the Business Combination Agreement, dated as of January 21, 2022, and as it may be further amended or supplemented from time to time, the "Business Combination Agreement"), by and among Growth Capital Acquisition Corp. ("GCAC" and, upon consummation of the business combination, the surviving Issuer as renamed Cepton, Inc.), Cepton Technologies, Inc., a Delaware corporation ("Former Cepton"), and GCAC Merger Sub Inc., a Delaware corporation and a direct, wholly owned subsidiary of GCAC, on February 10, 2022 (the "Effective Date") all shares of common stock subject to stock options of Former Cepton were automatically converted into the right to receive a number of shares of the Issuer's Common Stock based on a 1-to-2.449 conversion ratio.
- The stock options vested as to 25% of the total number of shares of Common Stock subject to the stock options on August 30, 2019. The remaining 75% of the total number of shares of Common Stock subject to the stock options vest thereafter in 36 substantially equal monthly installments.
- The stock options vested as to 25% of the total number of shares of Common Stock subject to the stock options on January 31, 2021. The remaining 75% of the total number of shares of Common Stock subject to the stock options vest thereafter in 36 substantially equal monthly installments.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Jinying (Jenny) Chen,
Attorney-in-Fact for 02/11/2022
Dongyi Liao

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB

Number.

POWER OF ATTORNEY
FOR SEC FILINGS ON FORMS ID, 3, 4, 5 AND 144

The undersigned hereby constitutes and appoints each of Jinying (Jenny) Chen, Corporate Controller of Cepton, Inc., formerly known as Cepton Technologies, Inc. (the "Company"), so long as she is employed at the Company, Kimberly D. Grotenrath, of O'Melveny & Myers LLP ("OMM"), outside counsel to the Company, so long as she is employed by OMM, and Regina Braman, of OMM, outside counsel to the Company, so long as she is employed by OMM, as his true and lawful attorney-in-fact and agent (each, an "Attorney-In-Fact"), with full power of substitution and resubstitution for him and in his name and stead in any and all capacities, to sign and file for and on his behalf, in respect of any acquisition, disposition or other change in ownership of any of the securities of the undersigned, the following:

- (i) any Form ID to be filed with the Securities and Exchange Commission (the "SEC");
- (ii) any Initial Statement of Beneficial Ownership of Securities on Form 3 to be filed with the SEC;
- (iii) any Statement of Changes of Beneficial Ownership of Securities on Form 4 to be filed with the SEC;
- (iv) any Annual Statement of Beneficial Ownership of Securities on Form 5 to be filed with the SEC;
- (v) any Notice of Proposed Sale of Securities on Form 144 to be filed with the SEC; and
- (vi) any and all agreements, certificates, receipts, or other documents in connection therewith.

The undersigned hereby gives full power and authority to each Attorney-In-Fact to seek and obtain as his representative and on his behalf, information on transactions in the securities of the undersigned from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release such information to each Attorney-In-Fact and approves and ratifies any such release of information.

The undersigned hereby grants unto each Attorney-In-Fact full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifies and confirms all that any such Attorney-In-Fact or substitute may do or cause to be done by virtue hereof.

The undersigned acknowledges that:

- (i) neither the Company nor any Attorney-In-Fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (ii) any liability of the undersigned for any failure to comply with such requirements or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and
- (ii) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect with respect to the undersigned until revoked by the undersigned in a signed writing delivered to each Attorney-In-Fact.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4th day of October 2021.

/s/ Dongyi Liao

DONGYI LIAO

[Signature Page - Power of Attorney]
