

**Second Quarter 2022 Results Conference Call** 

July 2022



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

This presentation contains statements that, to the extent they are not recitations of historical fact, constitute "forward looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Exchange Act. All such statements are intended to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and includes this statement for purposes of such safe harbor provisions. "Forward-looking" statements, as such term is defined by the SEC in its rules, regulations and releases, represent VSE Corporation's (the "Company") expectations or beliefs, including, but not limited to, statements concerning its operations, economic performance, financial condition, growth and acquisition strategies, investments and future operational plans. Without limiting the generality of the foregoing, words such as "may," "will," "expect," "believe," "anticipate," "intend," "forecast," "seek," "plan," "predict," "project," "could," "estimate," "might," "continue," "seeking" or the negative or other variations thereof or comparable terminology are intended to identify forward-looking statements.

These statements speak only as of the date of this presentation and the Company undertakes no ongoing obligation, other than that imposed by law, to update these statements. These statements appear in a number of places in this presentation, and relate to, among other things, the Company's intent, belief or current expectations with respect to: its future financial condition, results of operations or prospects; our business and growth strategies; and our financing plans and forecasts. You are cautioned that any such forward-looking statements are not guarantees of future performance and involve significant risks and uncertainties, and that actual results may differ materially from those contained in or implied by the forward-looking statements as a result of various factors, some of which are unknown, including, without limitation the factors identified in the Company's reports filed with the SEC including its Annual Report on Form 10-K for the year ended December 31, 2021.

#### **Non-GAAP Financial Measures**

In addition to the financial measures prepared in accordance with generally accepted accounting principles (GAAP), this document also contains Non-GAAP financial measures. We consider Adjusted Net Income, Adjusted EPS (Diluted), EBITDA, Adjusted EBITDA, trailing-twelve month Adjusted EBITDA, net debt and free cash flow (FCF) as non-GAAP financial measures and important indicators of performance and useful metrics for management and investors to evaluate our business's ongoing operating performance on a consistent basis across reporting periods. Adjusted Net Income represents Net Income adjusted for discrete items. Adjusted EPS (Diluted) is computed by dividing net income, adjusted for the discrete items and the related tax impacts, by the diluted weighted average number of common shares outstanding. EBITDA represents net income before interest expense, income taxes, amortization of intangible assets and depreciation and other amortization. Adjusted EBITDA represents EBITDA adjusted for discrete items. Net debt is defined as total debt less cash and cash equivalents. Free cash flow represents operating cash flow less capital expenditures. Net leverage ratio is calculated as net debt divided by trailing twelve month Adjusted EBITDA. The reasons why we believe these measures provide useful information to investors and a reconciliation of these measures to the most directly comparable GAAP measures and other information relating to these Non-GAAP measures are included in the supplemental schedules attached.

### **EXECUTIVE SUMMARY**



### Year-Over-Year Revenue Growth Across All Segments in 2Q22

### **Strategic Priorities**

#### **Transforming the Enterprise**

- Second quarter performance demonstrates VSE's ability to effectively launch new programs while delivering on financial goals
- Continued progress on customer-centric value proposition using current market challenges and uncertainties as opportunity to gain share and solve customer problems

#### **Building Sustainable Revenue Channels**

- Aviation successfully launched new programs in the B&GA market, expanding VSE customer base to over 3,000 unique customers, up from ~100 in 2020
- Fleet revenue diversification continues as commercial sales represent ~40% of segment and remains strong source of continued growth for the future

#### **Growing Adjusted EBITDA**

- Record revenue and adjusted EBITDA in Aviation reflects strength of execution on recently awarded distribution programs and contributions from Global Parts acquisition
- Fleet growth in adjusted EBITDA driven by revenue diversification amidst a difficult supply chain environment and inflationary pressures

#### **Optimizing Legacy Programs**

- USPS revenue +4% supported by program execution and revenue diversification within the USPS fleet
- Federal & Defense revenue improvement from growth through legacy NAVSEA contract offset certain U.S. Army contract expirations

### **Second Quarter 2022 Performance**

#### Generated Y/Y Growth in Revenue & Adjusted Net Income

- Total revenue +38% Y/Y; Revenue growth in all segments
- \$1.9M Y/Y growth in adjusted net income

#### **Aviation Supported by Strong Growth Across Distribution & Repair**

- Revenue +121% Y/Y to a record \$105 million
- Distribution revenue +177% Y/Y; Repair revenue +37%
- Adjusted EBITDA +198% Y/Y

#### **Fleet Driven by Strong Commercial Demand**

- Revenue +12% Y/Y; Commercial growth offset by anticipated DoD declines
- Commercial revenue +48% Y/Y driven by e-commerce fulfillment

#### Federal & Defense Driven by U.S Navy Growth

- Revenue +3% Y/Y; growth in U.S. Navy services offset by US Army declines
- Adjusted EBITDA of 4.8% driven by mix of fixed-price and cost-plus awards

Execution on strategic objectives delivering strong financial results
Revenue & profitability continues to shift to sustainable, repeatable markets

# **VSE FINANCIAL SUMMARY**



	Quarter-to-Date							
(\$ in millions except EPS)	2Q'22	2Q'21	vs. 2Q'21					
Revenue	\$241.7	\$175.1	+38%					
Adjusted EBITDA	\$22.9	\$18.9	+21%					
Adjusted EBITDA %	9.5%	10.8%	(1.3) pts					
Operating Income	\$14.2	\$(12.7)	NM <sup>(1)</sup>					
Net Income	\$7.5	\$(12.4)	NM <sup>(1)</sup>					
Adjusted Net Income	\$9.6	\$7.7	+25%					
Diluted EPS	\$0.59	\$(0.97)	NM <sup>(1)</sup>					
Adjusted Diluted EPS	\$0.75	\$0.60	+25%					

Yea	Year-to-Date										
YTD'22	YTD'21	vs. YTD'21									
\$473.0	\$340.1	+39%									
\$45.2	\$34.4	+31%									
9.5%	10.1%	(0.6) pts									
\$26.1	\$(3.1)	$NM^{(1)}$									
\$13.8	\$(7.3)	$NM^{(1)}$									
\$18.8	\$13.0	+45%									
\$1.08	\$(0.59)	$NM^{(1)}$									
\$1.47	\$1.05	+40%									

- Revenue +38%, with growth in all business segments driven by strong demand and execution: Aviation +121%, Fleet +12%, Federal & Defense +3%
- Adjusted EBITDA increased +21% as both organic and inorganic revenue growth in Aviation and strong demand in Fleet commercial sales were partially offset by Federal & Defense contract mix

Revenue +38% year-over-year
Record-setting +\$100M quarter for Aviation

 $<sup>^{(1)}</sup>$ Not Meaningful as prior period was a net loss

### **CONSOLIDATED PERFORMANCE BRIDGE**



	Revenue	Adj. EBITDA	Adj. EBITDA Margin %
2Q'21 QTD	\$175.1	\$18.9	10.8%
Aviation	57.5	7.9	+0.7 pts
Fleet	6.6	0.8	_
FDS	2.5	(4.7)	(2.0) pts
Corporate	_	_	_
2Q'22	\$241.7	\$22.9	9.5%

	Revenue	Adj. EBITDA	Adj. EBITDA Margin %
2Q'21 YTD	\$340.1	\$34.4	10.1%
Aviation	106.4	16.6	+1.3 pts
Fleet	19.0	1.4	(0.2) pts
FDS	7.5	(6.7)	(1.6) pts
Corporate	_	(0.5)	(0.1) pts
2Q'22	\$473.0	\$45.2	9.5%

### Y/Y comparisons:

- Aviation segment revenue and profit increased; 8<sup>th</sup> consecutive quarter of segment revenue growth
- Fleet segment revenue and EBITDA growth supported by higher sales in commercial fleet and e-commerce fulfillment, offset by expected decline in DoD-related revenue
- Federal & Defense revenue growth driven by strong performance on U.S. Navy programs and Aircraft Maintenance & Modernization; Profit headwinds driven by mix of cost-plus / fixed-price awards

Long-term, sustainable growth in Aviation and Fleet deliver Revenue and EBITDA improvements year-over-year

### **AVIATION SEGMENT**



	Qua	ırter-to-	Date	١	/ear-to-Da	ate
(\$ in millions)	2Q'22	2Q'21	vs. 2Q'21	2Q'22	2Q'21	vs. 2Q'21
Revenue	\$105.0	\$47.5	+121%	\$198.3	\$91.9	+116%
Adjusted EBITDA	\$11.9	\$4.0	+198%	\$22.8	\$6.2	+266%
Adjusted EBITDA %	11.4%	8.4%	+2.9 pts	11.5%	6.8%	+4.7 pts
Operating income (loss)	\$6.5	\$(22.3)	NM <sup>(1)</sup>	\$14.1	\$(22.6)	NM <sup>(1)</sup>
Revenue by Type:						
Distribution	\$79.1	\$28.5	+177%	\$150.0	\$54.5	+175%
Repair	\$26.0	\$19.0	+37%	\$48.3	\$37.3	+29%

Y/Y comparisons:

- Revenue +121% led by organic growth from recent distribution awards and contributions from Global Parts acquisition in July 2021
- Aviation distribution and repair revenue increased 177% and 37%, respectively, in the second quarter 2022 versus the prior-year period
- Adjusted EBITDA +198% driven by contributions from new program wins, positive impacts of continued commercial end-market recovery, and Global Parts acquisition

### 2022 Assumptions:

- Total Segment Growth in quarterly Revenue Y/Y
- 2022 Adjusted EBITDA % of ~10-11% driven by slower Commercial Aerospace recovery and investments for 2023+ growth

New business and strong program execution drive record-setting growth in Aviation

<sup>&</sup>lt;sup>(1)</sup> Not Meaningful as prior period was a net loss

# **FLEET SEGMENT**



	Quarter-to-Date								
(\$ in millions)	2Q'22	2Q'21	vs 2Q'21						
Revenue	\$64.7	\$58.1	+12%						
Adjusted EBITDA	\$7.7	\$7.0	+10%						
Adjusted EBITDA %	12.0%	12.1%	(0.1) pts						
Operating income (loss)	\$5.4	\$4.0	+34%						
Revenue by Type:									
Other Government	<i>\$37.5</i>	\$35.8	+5%						
DoD	\$1.3	\$4.7	(73)%						
Commercial	\$26.0	\$17.6	+48%						

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2Q'22	2Q'21	vs 2Q'21
\$131.8	\$112.8	+17%
\$16.5	\$15.1	+9%
12.5%	13.4%	(0.9)pts
\$11.7	\$9.7	+21%
\$74.9	\$73.0	+3%
\$3.0	\$7.8	(62)%
\$53.9	\$32.1	+68%

### Y/Y comparisons:

- Revenue +12% driven by growth in commercial and e-commerce sales, offset by anticipated DoD declines.
- Commercial revenue diversification continues as commercial comprises 40% of total Fleet vs. 30% 20'21
- Adjusted EBITDA increased +10% driven by commercial growth and stable contributions from the United States Postal Service (USPS)

### 2022 Assumptions:

- ~Flat to modest increases in quarterly revenue Y/Y as revenue mix shifts
- 2022 Adjusted EBITDA % of ~12-13% and maintaining focus on growing segment Adjusted EBITDA \$ Y/Y

Commercial growth execution continues to deliver on multi-year revenue diversification strategy

# **FEDERAL & DEFENSE SEGMENT**



	Qı	ıarter-to-[	Date	Ye	ear-to-Dat	e
(\$ in millions)	2Q'22	2Q'21	vs 2Q'21	2Q'22	2Q'21	vs 2Q'21
Revenue	\$72.0	\$69.5	+3%	\$142.9	\$135.4	+6%
Adjusted EBITDA	\$3.4	\$8.1	(58)%	\$7.2	\$13.9	(48)%
Adjusted EBITDA %	4.8%	11.7%	(6.9)pts	5.0%	10.3%	(5.2)pts
Operating income (loss)	\$2.6	\$7.0	(64)%	\$1.9	\$12.0	(84)%
Contract Backlog:						
Bookings	\$63	\$107	(41)%	\$155	\$170	(9)%
Backlog	\$183	\$224	(18)%	\$183	\$224	(18)%

### Y/Y comparisons:

- Revenue increased +3% driven
   by U.S. Navy growth, partially offset
   by U.S. Army contract completion
- Adjusted EBITDA decline due to shift of fixed-price vs cost-plus contract mix and impact from U.S. Army contract completion

### 2022 Assumptions:

- ~Flat quarterly revenue Y/Y
- 2022 Adjusted EBITDA % of ~4-5% driven by contract mix of cost-plus and fixed-price awards

Focus on building quality new capability backlog and optimizing legacy programs through NAVSEA program execution

# **BALANCE SHEET OPTIONALITY**



(\$ in millions)	2Q'22	4Q'21
Net Debt	\$308	\$284
Free Cash Flow	\$(3.4)	\$10.0
Net Leverage Ratio	3.7x	3.9x
Unused Commitments	\$91	\$122

- Sufficient liquidity of \$91M cash and unused commitment availability under \$350M revolving credit facility (due 2024) to support growth initiatives
- Net Debt increased in 2Q'22 with \$(3.4M) free cash flow driven by completion timing of purchases to support 2022 sales of new Aviation distribution awards
- Maintaining focus on improving net leverage in 2022 through positive free cash flow and growth in EBITDA
- Executed \$150M forward-starting fixed interest rate swap in July '22 to hedge the variability in interest payments

Free Cash Flow improvement on track to drive positive Free Cash Flow for 2022







Adjusted Net Income and Adjusted EPS (Diluted)

(in thousands, except per share data)	1Q2021	2Q2021	3Q2021	4Q2021	1Q2022	2Q2022
Net income (loss)	\$ 5,111	\$ (12,366)	\$ 9,021	\$ 6,200	\$ 6,244 \$	7,548
Adjustments to net income (loss):						
Acquisition, integration and restructuring costs	310	236	876	387	287	344
Executive transition costs	_	905	_	25	_	_
Inventory reserve	_	24,420	84	_	_	_
Non-recurring professional fees	_	_	_	357	218	_
Forward contract loss provision	_	_	_	_	3,482	_
Russia/Ukraine conflict	 					2,335
	5,421	13,195	9,981	6,969	10,231	10,227
Tax impact on adjusted items	 (78)	(5,541)	(240)	(192)	(997)	(669)
Adjusted Net Income	\$ 5,343	\$ 7,654	\$ 9,741	\$ 6,777	\$ 9,234 \$	9,558
Weighted Average Diluted Shares	 12,172	 12,702	12,775	 12,810	 12,803	12,811
Adjusted EPS (Diluted)	\$ 0.44	\$ 0.60	\$ 0.76	\$ 0.53	\$ 0.72 \$	0.75

Calculation uses an estimated statutory tax rate on non-GAAP tax deductible adjustments.

# CORPORATION

# EBITDA and Adjusted EBITDA

(in thousands, except per share data)	1Q2021	2Q2021	3Q2021	4Q2021	1Q2022	2Q2022
Net income (loss)	\$ 5,111	\$ (12,366) \$	9,021	\$ 6,200	\$ 6,244	\$ 7,548
Interest expense, net	3,030	2,666	2,780	3,593	3,609	3,872
Income taxes	1,462	(3,014)	2,091	946	2,061	2,731
Amortization of intangible assets	4,288	4,603	4,921	4,670	4,736	4,437
Depreciation and other amortization	1,360	 1,424	1,599	 1,635	 1,600	 1,659
EBITDA	15,251	(6,687)	20,412	17,044	 18,250	20,247
Acquisition, integration and restructuring costs	310	236	876	387	287	344
Executive transition costs	_	905	_	25	_	_
Inventory reserve	_	24,420	84	_	_	_
Non-recurring professional fees	_	_	_	357	218	_
Forward contract loss provision	_	_	_	_	3,482	_
Russia/Ukraine conflict		_	_	_		2,335
Adjusted EBITDA	\$ 15,561	\$ 18,874 \$	21,372	\$ 17,813	\$ 22,237	\$ 22,926



# Segment EBITDA and Adjusted EBITDA

(in thousands)	1Q2021	2Q2021		3Q2021	4Q2021	1Q2022	2Q2022
Aviation							
Operating income (loss)	\$ (332)	\$ (22,272	) \$	3,719	\$ 4,512	\$ 7,622 \$	6,450
Depreciation and amortization	2,554	2,554		3,062	2,898	3,035	3,110
EBITDA	2,222	(19,718	)	6,781	7,410	10,657	9,560
Acquisition, integration and restructuring costs	_	_	-	501	387	206	40
Inventory reserve	_	23,727		_	_	_	_
Russia/Ukraine conflict	_	_	-	_	_	_	2,335
Adjusted EBITDA	\$ 2,222	\$ 4,009	\$	7,282	\$ 7,797	\$ 10,863 \$	11,935
Fleet							
Operating income	\$ 5,741	\$ 4,000	\$	5,387	\$ 5,298	\$ 6,381 \$	5,366
Depreciation and amortization	2,340	2,348		2,345	2,336	2,328	2,246
EBITDA	\$ 8,081	\$ 6,348	\$	7,732	\$ 7,634	\$ 8,709 \$	7,612
Acquisition, integration and restructuring costs	_	_		_	_	81	129
Inventory reserve	_	693	3	_	_	_	_
Adjusted EBITDA	\$ 8,081	\$ 7,041	\$	7,732	\$ 7,634	\$ 8,790	7,741
Federal and Defense							
Operating income	\$ 5,025	\$ 6,999	\$	5,386	\$ 2,487	\$ (688) \$	2,552
Depreciation and amortization	754	1,124		1,112	1,072	973	739
EBITDA	5,779	\$ 8,123	\$	6,498	\$ 3,559	\$ 285 \$	3,291
Forward contract loss provision	_	_		_	_	3,482	_
Acquisition, integration and restructuring costs	_	_		_	_	_	152
Adjusted EBITDA	\$ 5,779	\$ 8,123	\$	6,498	\$ 3,559	\$ 3,767 \$	3,443



### **Balance Sheet**

#### **Reconciliation of Operating Cash Flow to Free Cash Flows**

	Three Months Ended										
(in thousands)	31-Mar-21		30-Jun-21		30-Sep-21		31-Dec-21		31-Mar-22		30-Jun-22
Net cash (used in) provided by operating activities	\$	(36,367)	\$	(17,601)	\$	23,445	\$	12,921	\$	(18,174) \$	(1,964)
Capital expenditures		(2,109)		(3,049)		(2,448)		(2,914)		(1,269)	(1,477)
Free Cash Flow	\$	(38,476)	\$	(20,650)	\$	20,997	\$	10,007	\$	(19,443) \$	(3,441)

#### **Reconciliation of Debt to Net Debt**

				Т									
(in thousands)		31-Mar-21		30-Jun-21		30-Sep-21		31-Dec-21		31-Mar-22		30-Jun-22	
Principal amount of debt	\$	255,635	\$	276,983	\$	296,584	\$	286,734	\$	305,800	\$	310,356	
Debt issuance costs		(2,072)		(1,776)		(2,375)		(2,165)		(1,956)		(1,746)	
Cash and cash equivalents		(347)		(337)		(383)		(518)		(498)		(371)	
Net Debt	\$	253,216	\$	274,870	\$	293,826	\$	284,051	\$	303,346	\$	308,239	

#### **Net Leverage Ratio**

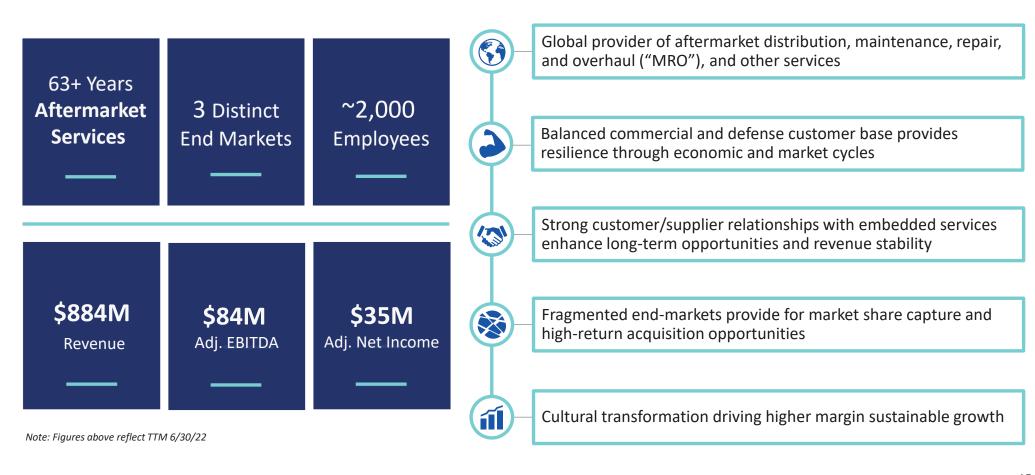
		Three Months Ended									
(in thousands)	31	31-Mar-21		80-Jun-21	30-Sep-21	31-Dec-21	31-Mar-22	30-Jun-22			
Net Debt	\$	253,216	\$	274,870	296,584	286,734	303,346	308,239			
TTM Adjusted EBITDA <sup>(1)</sup>	\$	68,052	\$	69,690	73,063	73,620	80,296	84,348			
Net Leverage Ratio		3.7x		3.9x	4.0x	3.9x	3.8 x	3.7x			

<sup>(1)</sup> TTM Adjusted EBITDA is defined as Adjusted EBITDA for the most recent twelve (12) month period

# **INVESTMENT HIGHLIGHTS**



Pure-play independent aftermarket service provider with strong organic & inorganic growth opportunities



# **VSE EXECUTIVE TEAM**





### **Background & Responsibilities**

- 21+ years of aerospace distribution and services market industry experience
- Appointed Chief Executive Officer and President of VSE Corporation in 2019
- Previously served as Vice President and General Manager of Boeing Distribution Services and Group President, KLX Aerospace Solutions



### **Background & Responsibilities**

- 12+ years of senior finance leadership, most recently as CFO for GE Aviation Engine Services
- Appointed CFO of VSE Corporation in November 2020
- Manages the financial and accounting operations for the consolidated corporation

### **VSE Senior Leadership**



Chad Wheeler Group President, Wheeler Fleet Solutions



Robert Moore Group President, Federal & Defense Services



**Ben Thomas**Group President,
Aviation



Krista Stafford Chief Human Resources Officer



Farinaz Tehrani Chief Legal Officer

# **AVIATION SEGMENT OVERVIEW**



Refocused Strategy: Higher growth, higher-margin commercial and B&GA distribution and MRO

# **Key Capabilities**

- Commercial and business & general aviation proprietary product distribution
- Supply chain & logistics services
- Landing gear market specialist
- Component & engine MRO services
- **Rotable exchanges and sales**

### **Growth Drivers**

#### **MRO Capability Development**

 New MRO offerings to support range of components and engine accessory repairs including: fuel and hydraulics, engine components and accessories, interiors, auxiliary power units, and avionics

#### **Distribution Product Expansion**

 New proprietary OEM product additions to support aftermarket landing gear, airframes, engine accessories, avionics, and interiors

### **International Expansion**

Expansion in core aerospace markets for MRO and distribution

### **Business and General Aviation (B&GA)**

 Ability to support underserved B&GA market niche with proprietary part distribution and component and accessory MRO

### **Representative Customers**





























# **FLEET SEGMENT OVERVIEW**



Refocused Strategy: High growth Class 4-8 commercial distribution and e-commerce

# **Key Capabilities**

- High-duty cycle, Class 4-8 (medium to heavy) vehicle parts distribution
- ✓ Just-in-time supply chain management
  - E-commerce & e-commerce fulfillment
  - Customized fleet logistics & IT solutions
- ✓ Technical support, engineering, sourcing, warehousing & kitting
- Private label products

### **Growth Drivers**

#### **Commercial Customer Diversification**

 Expansion of commercial customer base to support new medium to large, high-duty cycle fleet customers

#### **Wallet Share Expansion**

· Product expansion to existing just-in-time clients

#### E-commerce

 Customized technology platform to support class 4-8 vehicle parts

#### **E-commerce Fulfillment**

• Inventory sales through 3<sup>rd</sup>-party channels

#### **Product Expansion**

 Addition of both new product offerings and growth in private label product

### **Representative Customers**





















# **FEDERAL & DEFENSE SEGMENT OVERVIEW**



Refocused Strategy: Higher margin, differentiated supply chain, MRO and technical services

# **Key Capabilities**

- Transportation asset MRO services
  - Base operations support
- Transportation & freight services
- Logistics, procurement & supply chain support
- Engineering & technical solutions
- ✓ IT & Clean Energy consulting services

### **Growth Drivers**

#### **Market Expansion**

 Increase military aviation services with products, supply chain and repair services

### **Capability Development**

 Broaden DoD logistics and supply chain offering to support underserved market demand

#### **International Growth**

• Utilize success in foreign markets to support foreign military sales opportunities

### **Consulting/Technical Expansion**

• IT and Clean Energy consulting services

#### **Leverage Core Competency**

 Expand base operations support for U.S. Air Force, U.S. Army and U.S. Navy

### **Representative Customers**

























# **UNIQUE VALUE PROPOSITION**



Differentiation drives market share gains, long-term sustainable revenue & margin expansion

### **Pure-Play Aftermarket**

Uniquely positioned in the market as independent parts and services provider



# **>>>**

### **Transportation Asset Experience**

Support for land, sea, and air transportation assets to new-generation platforms, legacy platforms and end-of-life assets

### **Performance Experience**

63+ year history of proven performance and aftermarket service excellence







### **Agility**

Lean operating model and decentralized business units support on-demand customer requirements

### **Proprietary Technology**

Proprietary software and solutions provide embedded customer offerings and key decisionmaking data to drive customer benefits





### **End-User and OEM-Centric**

Ability to offer bespoke solutions to support critical link between end-users and Original Equipment Manufacturers ("OEMs")

# **INVESTMENT OPPORTUNITY**



Unique, pure-play independent aftermarket services company poised for growth



Strategic Market Positioning, Strong Growth Strategy, Proven Execution Experience