Investor Presentation Cactus, Inc. (NYSE: WHD) November 2021

# **Important Disclosures**



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

This presentation includes references to EBITDA, Adjusted EBITDA, Adjusted EBITDA Margin, and EBIT, which are not measures calculated in accordance with accounting principles generally accepted in the United States of America ("GAAP"). A reconciliation of EBITDA, Adjusted EBITDA and EBIT to net income, the most directly comparable measure calculated in accordance with GAAP, is provided in the Appendix included in this presentation. While management believes such measures are useful for investors, these measures should not be used as a replacement for financial measures that are calculated in accordance with GAAP.

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

The information in this presentation includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical fact included in this presentation, regarding our strategy, future operations, financial position. estimated revenues and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. When used in this presentation, the words "may." "hope," "potential," "could," "believe," "anticipate," "intend," "estimate," "expect," "project" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. These forward-looking statements are based on Cactus' current expectations and assumptions about future events and are based on currently available information as to the outcome and timing of future events. We caution you that these forward-looking statements are subject to all of the risks and uncertainties, most of which are difficult to predict and many of which are beyond our control, incident to the operation of our business. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements described under the heading "Risk Factors" included in our SEC filings. These forward-looking statements are based on management's current belief, based on currently available information, as to the outcome and timing of future events. Important factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to: demand for our products and services, which is affected by, among other things, changes in the price of crude oil and natural gas in domestic and international markets; the number of rigs, pad sizes, drilling and completion efficiencies, well spacings and associated well counts; availability of takeaway and storage capacity; the number of workover rigs; availability of capital and the associated capital spending discipline exercised by customers; overall service cost inflation: the financial health of our customers and our credit risk of customer non-payment: changes in the number of drilled but uncompleted wells and the level of well completion activity; the size and timing of orders; availability and cost of raw materials, components and imported items; increased inland and ocean shipping costs and the lack of availability of containers and vessels from Asia as well as domestic trucking capacity; transportation differentials associated with reduced capacity in and out of the storage hub in Cushing, Oklahoma; expectations regarding overhead and operating costs and margins; availability and cost of skilled and gualified workers; potential liabilities such as warranty and product liability claims arising out of the installation, use or misuse of our products; the possibility of cancellation of orders; our business strategy; our financial strategy, operating cash flows, liquidity and capital required for our business; our future revenue, income and operating performance; our ability to pay dividends and the amount of any such dividends; corporate consolidation activity involving our customers; the addition or termination of relationships with major customers or suppliers; laws and regulations, including environmental regulations, that may increase our costs, limit the demand for our products and services or restrict our operations: disruptions in political, regulatory, economic and social conditions domestically or internationally: the severity and duration of the ongoing outbreak of coronavirus (COVID-19) and the extent of its impact on our business; outbreaks of other pandemic or contagious diseases that may disrupt our operations, suppliers or facilities or impact demand for oil and gas; the impact of actions taken by the Organization of Petroleum Exporting Countries (OPEC) and other oil and gas producing countries affecting the supply of oil and natural gas; increases in import tariffs assessed on products and imported raw materials used in the production and assembly of our goods which could negatively impact margins and our working capital; the significance of future liabilities under the tax receivable agreement (the "TRA") we entered into with certain current or past direct and indirect owners of Cactus LLC in connection with our initial public offering; a failure of our information technology infrastructure or any significant breach of security; potential uninsured claims and litigation against us; competition and capacity within the oilfield services industry; our dependence on the continuing services of certain of our key managers and employees; currency exchange rate fluctuations associated with our international operations; and plans, objectives, expectations and intentions contained in this presentation that are not historical. You are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date of this presentation. We disclaim any duty to update and do not intend to update any forward-looking statements, all of which are expressly gualified by the statements in this section, to reflect events or circumstances after the date of this presentation.

#### **Industry and Market Data**

This presentation has been prepared by Cactus and includes market data and other statistical information from third-party sources, including independent industry publications, government publications or other published independent sources. Some data is also based on Cactus' good faith estimate. Although Cactus believes these third-party sources are reliable as of their respective dates, Cactus has not independently verified the accuracy or completeness of this information.

#### Information Presented

Except as otherwise indicated or required by the context, references in this presentation to the "Company," "Cactus," "we," "us" and "our" refer to (i) Cactus Wellhead, LLC ("Cactus LLC") and its consolidated subsidiaries prior to the completion of our IPO and (ii) Cactus, Inc. ("Cactus Inc.") and its consolidated subsidiaries (including Cactus LLC) following the completion of our IPO on February 12, 2018. Cactus LLC is our accounting predecessor.

# **Experienced Executive Team**







# **Investment Highlights**

A Leading Pure Play Pressure Control Equipment Solutions Provider for Onshore Markets



Innovative and Differentiated Products & Services That Sustain Relative Margin Resilience



**Dynamic Operating and Manufacturing Capabilities** 

4

**Returns Focused with Large Net Cash Balance** 



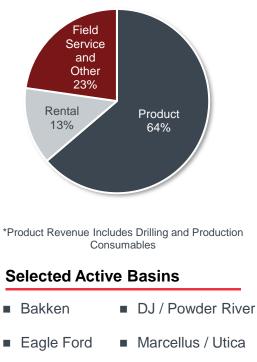
Experienced Management Team with Significant Equity Ownership & Strong Industry Relationships

### Through-Cycle Outperformance

# **Company Overview**

Cactus designs, manufactures, sells and rents highly engineered products which generate improved drilling and completions efficiencies while enhancing safety

Q3 2021 LTM Revenue by Type



- Permian
- Uinta

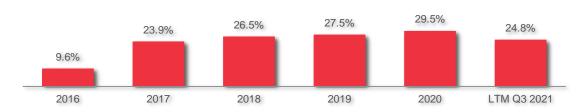
#### Revenue (\$ in millions)



#### Adjusted EBITDA<sup>(1)</sup> (\$ in millions)



#### Adjusted EBITDA<sup>(1)</sup> – Net Capital Expenditures<sup>(2)</sup> as % of Revenue



Source: Company filings.

EBITDA and Adjusted EBITDA are non-GAAP financial measures. The Appendix at the back of this presentation contains a reconciliation of EBITDA and Adjusted EBITDA to net income, the most comparable financial measure calculated in accordance with GAAP.

Net Capital Expenditures equals net cash flows from investing activities.

Haynesville

Cooper, Australia

# Proprietary Equipment Across Drilling, Completion, and Production Phases of a Well

Technologically advanced wellhead and frac solutions deliver greater reliability and time savings

- Designed for pad drilling and intense completion environments
- Principal products: SafeDrill® wellheads, frac related rentals and production trees
- Time savings can exceed 30 hours of rig time per well

# Drilling Completion (Frac) Production Image: Consumable Sale Image: Consumable Sale Image: Consumable Sale Image: Consumable Sale

**Cactus Also Provides Field Service, Installation & Maintenance** 

# Market Leader with Strong Market Share Growth

#### Historical U.S. Onshore Market Share<sup>(1)</sup>



#### Significant U.S. Market Share Gains

Source: Baker Hughes Rig Count Data, as published on the Friday on or immediately preceding the 15th day of each month presented, and Cactus analysis.

1) Represents the number of active U.S. onshore rigs Cactus followed divided by the total number of active U.S. onshore rigs, as of mid-period for the monthly figures provided. Quarterly data represents the average number of active U.S. onshore rigs Cactus followed (which Cactus defines as the number of active U.S. onshore rigs to which it was the primary provider of wellhead products and corresponding services during drilling) as of mid-month for each of the three months in the applicable quarter divided by the Baker Hughes U.S. onshore rig count quarterly average. The number of active U.S. onshore rigs Cactus followed represents the approximate number of active U.S. onshore rigs count quarterly average. The number of active U.S. onshore rigs to which it is provider of active U.S. onshore rigs to which Cactus was the primary provider of wellhead products and corresponding services during drilling, as of mid-month. Cactus believes that comparing the total number of active U.S. onshore rigs to which it is provider and services at a given time to the total number of active U.S. onshore rigs on or about such time provides Cactus with a reasonable approximation of its market share with respect to its wellhead products sold and the corresponding services it provides.

## Differentiated Margin Profile Through the Cycle

#### Historical Adjusted EBITDA Margins (2014 – YTD 2021) <sup>(1)(2)</sup> 35% 34% 40% 35% 30% 26% 30% 25% 25% 22% 20% 20% 18% 15% 14% 15% 14% 10% 10% 5% 0% 5% 2014 2015 2016 2017 2018 2019 2020 YTD 2021 - Peer A —— Peer B —— Peer C 0% Peer A Peer B Peer C Peer D Peer E Peer F Peer G Peer D -Peer E — Peer F — Peer G

#### Adjusted EBITDA Margin (2014 – YTD 2021) (1)(2)

13%

13%

#### Strength of margin profile relative to peers maintained through the cycle

Source: Factset, Company filings

- Peer data represents Adjusted EBITDA where available per company filings and presentations. Peers include: ChampionX, Core Laboratories, DMC Global Inc., Dril-Quip, National Oilwell Varco, Oil States International and TechnipFMC. Cactus' computation of Adjusted EBITDA may not be comparable to other similarly titled measures of other companies. TechnipEMC data represents FMC Technologies financial data from 2014 to 2016 and TechnipFMC plc data pro forma for the separation of Technip Energies for 2017 – YTD 2021. YTD 2021 data represents January 1st through September 30th
- 8 2) Cactus data represents Adjusted EBITDA, defined as EBITDA excluding (gain) loss on debt extinguishment, stock-based compensation, severance expenses, non-cash adjustments for the revaluation of the liability related to the tax receivable agreement, and equity offering expenses. The Appendix at the back of this presentation contains a reconciliation of EBITDA and Adjusted EBITDA to net income, the most comparable financial measure calculated in accordance with GAAP. Adjusted EBITDA Margin is defined as Adjusted EBITDA expressed as a percentage of Revenue. 2021 data represents January 1st through September 30th.

# Technologically Advanced Pad Drilling Wellhead Systems

#### Cactus SafeDrill<sup>®</sup>



#### **Conventional Wellhead**

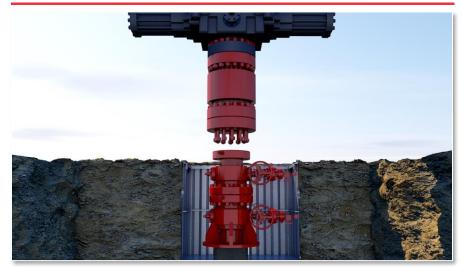
#### SafeDrill<sup>®</sup> Advantages

#### Safety

✓ Fewer trips into confined space (cellar)

#### Time Savings

- Eliminates time consuming BOP manipulation
- ✓ No BOP manipulation after intermediate casing has been installed
- ✓ No waiting on cement after running casing strings



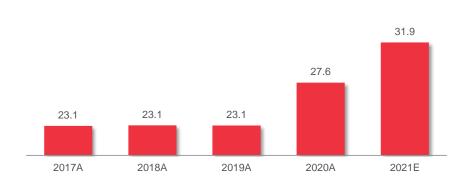
- ✓ No "hot work" required ✓ Mandrel hangers, pack to cut casing with torch **BOPs**
- offs run and set through

# Favorable Macro Trends Benefit Cactus

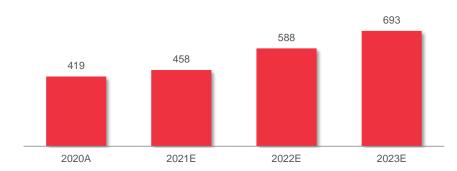
#### **Improving Activity Environment**

- Recovery in energy demand driving increased need for oil & gas production
- Depressed capital spending levels in 2020 driving potential multi-year growth in rig and well counts
- Increases in rig efficiencies or wells drilled per rig also benefit Cactus' business

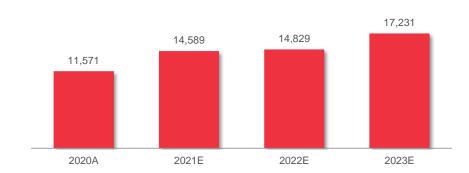




#### Average Active U.S. Onshore Rigs<sup>(1)</sup>



#### Total U.S. Onshore Wells Drilled<sup>(1)</sup>



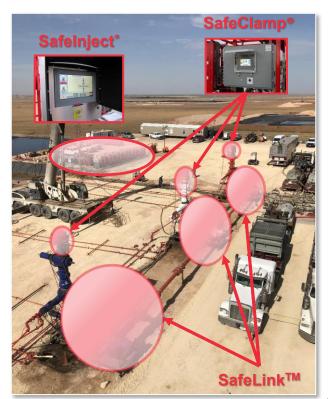
# Innovations Enhance Rental Business Value Proposition

#### Complement & enhance legacy rental offerings without additional personnel

- Significantly reduce non-productive time ("NPT") by increasing reliability and automation
- Increase safety and reduce costs by removing personnel from the exclusion zone
- Additional product investments awaiting more constructive pricing environment
- SafeLink<sup>™</sup>
  - Singular, continuous, compact & adaptable connection between missile and multiple frac trees
- SafeInject<sup>®</sup>
  - Digital & remotely operated method to perform frac tree maintenance and collect valuable data at wellsite
- SafeClamp<sup>®</sup>
  - Reliable method to connect the wireline lubricator to the frac tree without the need for human intervention within the exclusion zone







# Differentiated Offerings Enable Customers to Meet ESG-Related Goals

#### Faster

- Cactus enables customers to drill and complete wells faster
- Translates to fewer rig and frac days & associated equipment
- Lower operator emissions per barrel of production
- Reduced carbon intensity per well
  - Fewer drilling days per well
  - More frac stages completed per day

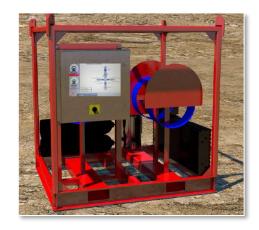


#### Safer

- Cactus' equipment increases employee safety by enabling:
  - Automation of humanperformed connections
  - Routine tasks to be performed remotely
  - Fewer trips into underground cellars
  - No "hot work" required to cut casing with torch



- Recently began deploying equipment allowing for:
  - Environmentally friendly method for powering Cactus' equipment and operations
  - Electric power generation at the wellsite
  - Reduced diesel usage



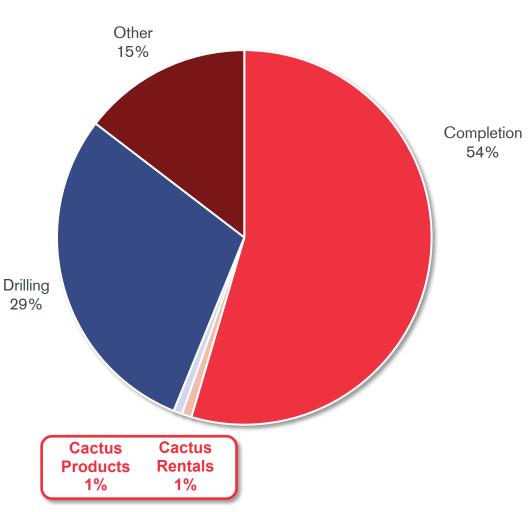


# Small Expenditures Can Have a Big Impact on Operators

#### **Cactus Value Proposition**

- Cactus offerings make up a relatively small portion of the overall cost to drill & complete a well
- Efficiency and reliability can cause a disproportionate amount of benefit for operators
- Operators prioritize cost savings on larger ticket items

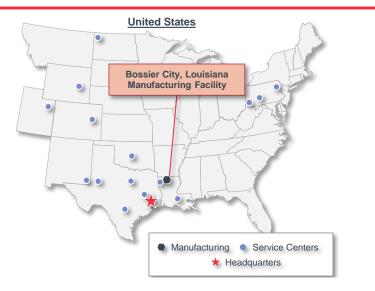
#### Components of Onshore Well Costs<sup>(1)</sup>



# Flexible and Scalable Operating Footprint

#### **U.S.** Operations

- Service centers support field services and provide repair services
- Spread across all key producing basins
- Flexible cost structure at branches & Bossier City
  - Ability to scale costs and right-size in real-time
  - Minimal maintenance capex required



#### **International Operations**

- Generated first rental revenue in Middle East in Q3 2021
- Establishing key partnerships to grow wellhead business in the region
- Australian operations predominantly natural gas focused
- Low fixed cost for Chinese manufacturing base limits impact from changes in activity levels





Suzhou Facility

# A Dynamic Manufacturing Advantage; Responsive, Highly Scalable and Lower Cost

Responsive manufacturing in the U.S. supplemented by high volume production in China

#### **Bossier City Facility**

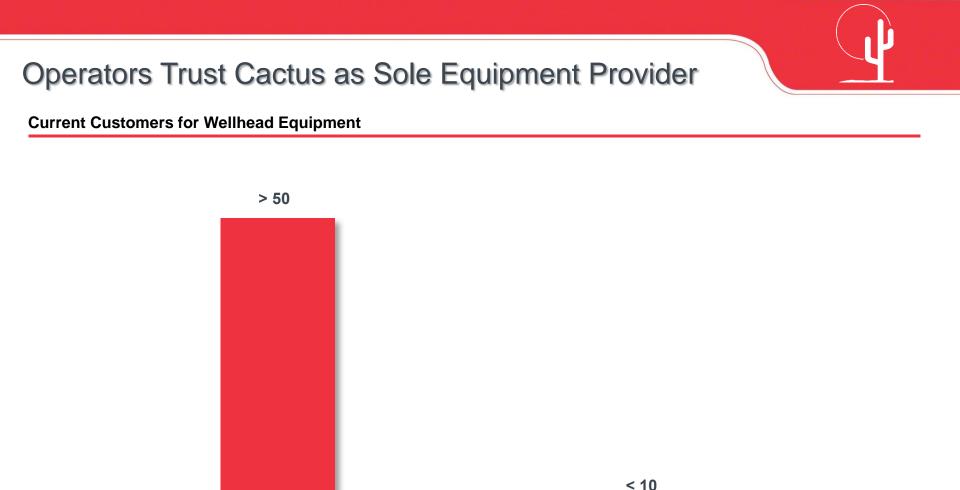
- Rapid-response manufacturing of equipment
  - 5-axis computer numerically controlled machines
- "Just-in-time" product capabilities allow Cactus to offer fast delivery time for parachute orders
- No large near-term capital equipment needs following 2018 expansion
- Cash cost of operations is highly variable



- Less time-sensitive, high-volume wellhead equipment
- Wholly foreign owned enterprise (WFOE)
- Continue to increase product types assembled and tested in Suzhou
- Low cost of operation with low sensitivity to utilization
- Assessing additional international sourcing



Highly Scalable and Low Fixed Cost Manufacturing Footprint



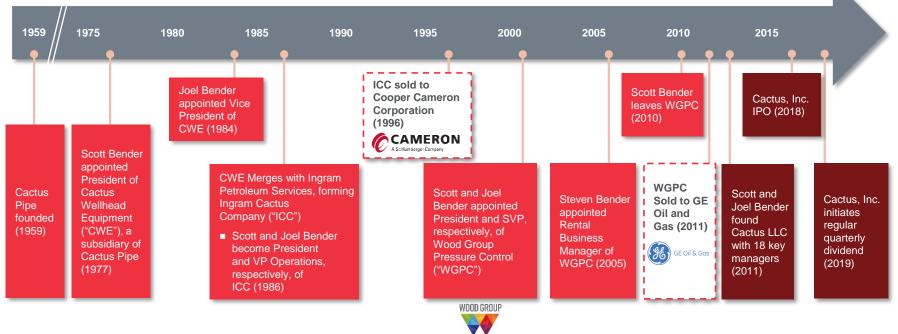
Cactus is sole provider

Use multiple wellhead suppliers

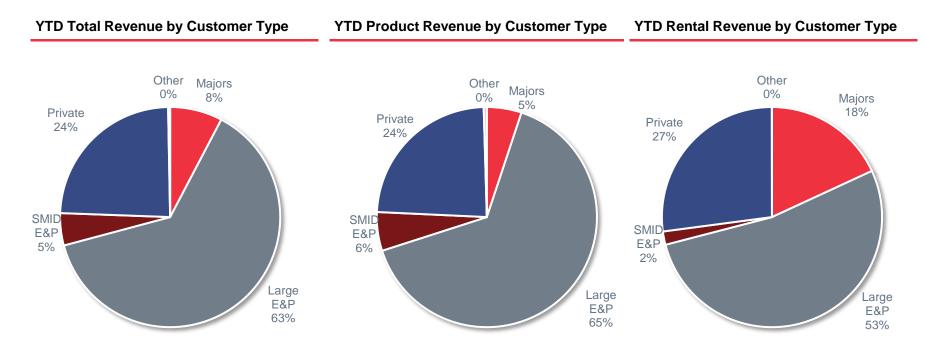
Vast majority of Cactus' active wellhead customers do not currently use other providers

# Experienced and Well Aligned Management Team with Strong Industry Relationships

- Management team is well incentivized as it owns more than 20% of the business
  - Over 80% of executive compensation deemed "at risk"
  - Performance-based stock compensation tied to Return on Capital Employed ("ROCE")
- Management team has built the foundation of this company over four decades
- Track record of building and successfully monetizing similar businesses
- Strength of leadership and loyalty is attested by management and operating teams that joined from past ventures

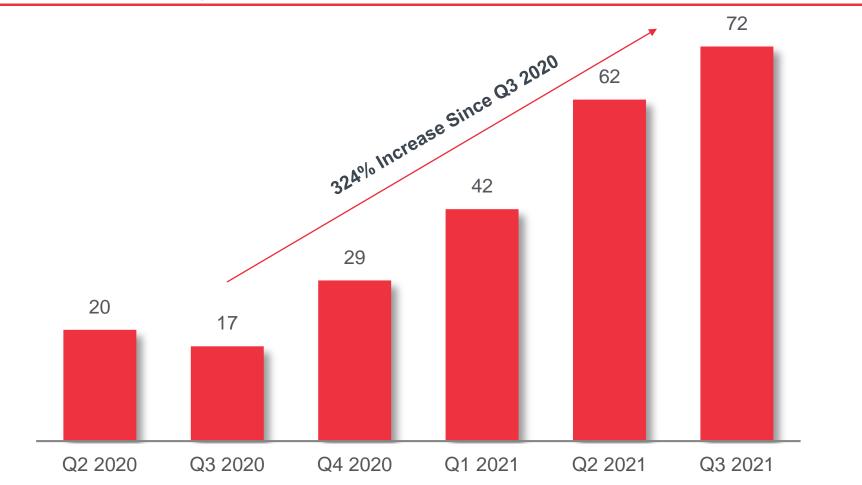


# Recent Growth with Private Operators Complements Existing Customer Relationships



#### Majority of customer base represented by larger, well capitalized operators

# **Recent Success With Private Operators**



#### Cactus' U.S. Onshore Rigs Followed (Private Operators)<sup>(1)</sup>

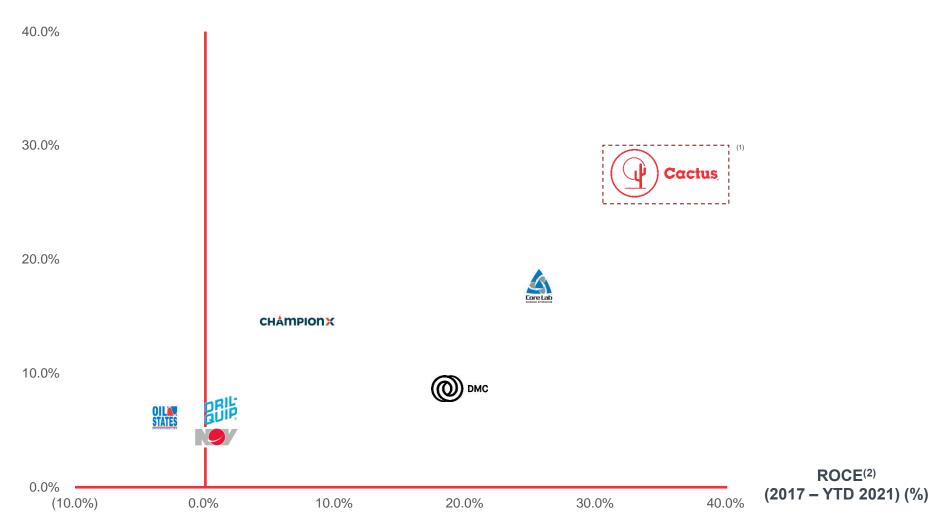
#### Cactus' Onshore Rigs Followed with Private Operators Has More Than Quadrupled Since Mid-2020

Note: Private operators are firms that are not listed on a publicly traded stock exchange.

1. The average number of active U.S. onshore rigs Cactus followed (which Cactus defines as the number of active U.S. onshore drilling rigs to which it was the primary provider of wellhead products and corresponding services during drilling) as of mid-month for each of the three months in the applicable quarter.

# **Returns & Margins Have Outperformed Peers**

#### YTD 2021 Adjusted EBITDA Margin (%)



Source: Company filings and Factset.

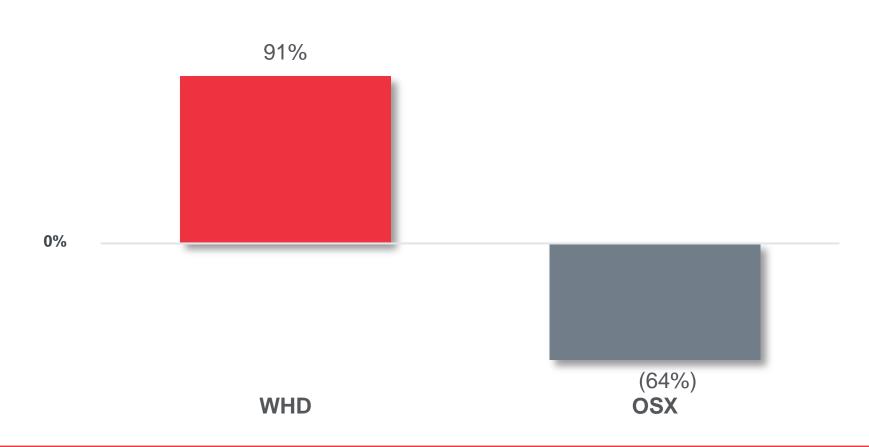
Note: Adj. EBITDA Margins based on latest publicly available annual data. Cactus' computation of Adjusted EBITDA may not be comparable to other similarly titled measures of other companies.

1) Cactus EBIT = Adjusted EBITDA - depreciation and amortization. The Appendix at the back of this presentation contains a reconciliation of Adjusted EBITDA to net income, the most comparable financial measure calculated in accordance with GAAP.

2) ROCE reflects weighted average of 2017, 2018, 2019, 2020 and 2021. ROCE = (Adj. EBITDA less D&A) / (Average of the subject year and preceding year capitalization including capital leases). ChampionX ROCE data represents legacy Apergy for 2016 – 2019 and ChampionX for 2020 and YTD 2021. YTD 2021 represents data from January 1st to September 30th.

# Execution Has Driven Equity Outperformance

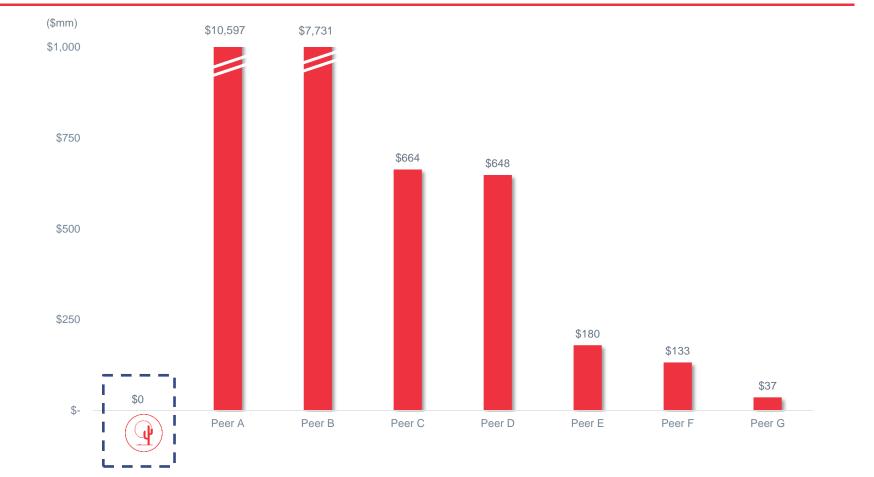
Share Price Performance of Cactus vs. the OSX since IPO



Share Price Has Outperformed the OSX in Every Year Since Its IPO in 2018

# History of Prudent Investment Strategy





#### Cactus Has Recorded Zero Impairment Charges Through the Cycle

Note: Peers include: ChampionX, Dril-Quip, Core Labratories, DMC Global, National Oilwell Varco, Oil States International and TechnipFMC. ChampionX data represents legacy Apergy prior to merger. TechnipFMC financial data represents FMC Technologies from 2015-2016 and TechnipFMC pro forma for the separation from Technip Energies from 2017 – 2021. Source: Company filings and annual reports.

# **Clean Balance Sheet & Low Capital Intensity**

#### **Balance Sheet & Capital Summary**

- September 30, 2021 cash balance of approximately \$302 million
- Full year 2021 net capital expenditure guidance of \$10 million to \$15 million
- Modest maintenance capex requirements
- 2021 capex driven by environmental-related enhancements of equipment, modest roofline expansion at Bossier City manufacturing facility and general maintenance
  - Minimal capital outflows related to international expansion efforts expected in 2021
- 2022 capex levels expected to be meaningfully below peak (2018-2019) levels during which the Company significantly added to its existing fleet of rental equipment

# Adjusted EBITDA<sup>(1)</sup> – Net Capital Expenditures<sup>(2)</sup> (\$ in millions)



#### Net Capital Expenditures<sup>(2)</sup> (\$ in millions)



#### Strong balance sheet with track record of cash flow generation

Source: Company filings.

Concess company minutes.
EBITDA and Adjusted EBITDA are non-GAAP financial measures. Cactus defines Adjusted EBITDA as EBITDA excluding (gain) loss on debt extinguishment, stock-based compensation, non-cash adjustments for the revaluation of the liability related to the tax receivable agreement, and equity offering excenses. The Appendix at the back of this presentation contains a reconciliation of EBITDA and Adjusted EBITDA to net income, the most comparable financial measure calculated in accordance with GAAP.

<sup>2)</sup> Net Capital Expenditures equals net cash flows from investing activities

# **Recent Performance & Outlook**

#### **Third Quarter 2021 Performance**

- Revenues up 6% sequentially
- Product market share<sup>(1)</sup> up to 42%
- Adjusted EBITDA margin<sup>(2)</sup> increased to approximately 28%
  - 48% incremental Adjusted EBITDA margin<sup>(2)</sup>

#### **Outlook & Recent Developments**

- Q4 2021 Product revenues expected to be up at least 5% sequentially
  - Rigs followed expected to be up approximately 10% versus Q3 2021
- Q4 2021 Rental revenues expected to be up at least 10% sequentially
- Working capital expected to be at least a \$10mm use of cash in Q4 2021 as company navigates supply chain landscape

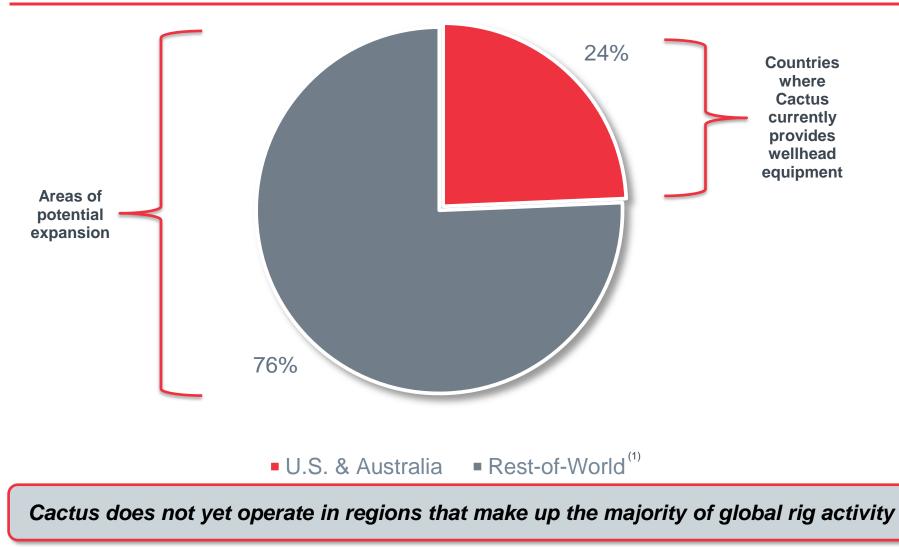


<sup>1.</sup> Represents the average number of active U.S. onshore rigs Cactus followed (which Cactus defines as the number of active U.S. onshore drilling rigs to which it was the primary provider of wellhead products and corresponding services during drilling) as of mid-month for each of the three months in the applicable quarter divided by the Baker Hughes U.S. onshore rig count quarterly average.

<sup>2.</sup> The Appendix at the back of this presentation contains a reconciliation of EBITDA and Adjusted EBITDA to net income, the most comparable financial measure calculated in accordance with GAAP. Incremental Adjusted EBITDA margin represents the sequential change in Adjusted EBITDA divided by the sequential change in revenue during the quarter.

# Significant Growth Potential Through Geographic Expansion

Percentage of 2021E Global Rig Count (Excluding Russia & Central Asia)



Source: Company estimates. Spears & Associates. 1. Excludes rigs in Russia and Central Asia.

# Cactus Is Committed to ESG



#### Environmental

 Cactus, Inc. is committed to reducing its impact on the environment. We will continue to strive to improve our environmental performance over time and to initiate projects and activities that will further reduce our impact on the environment.



- All manufacturing facilities API and ISO 9001 certified to ensure the highest level of quality and safety
  - Products & equipment reduce the need for personnel and equipment at the well site and oil & activities' impact on the environment

#### Social

 Cactus, Inc. is dedicated to improving lives and protecting human rights. We seek to make the world a better place by encouraging fairness, equal opportunity and human dignity.

# Cactus

#### l, Human and Labor Rights Policy Statement ser 4, 2019

Cactus, Inc. Is dedicated to improving lives and protecting human rights. We seek to make the world better place by encouraging fittmess, equal opportunity and human dignity. Curc commitment to social, human and labor rights estends to our customers, our Associates and the commonstitute in which we meaning in the short associate on combine advances to labor. Is not

following: Recogniting that the right to water is a fundamental human right. Working with our suppliers and winders to high themimprove in the area of human right Prohibiting the use of child later and forced later arms gor suppliers and vendors.

- supporting the products set norms in the Unit United and United
- race, disability, ethnicity, notional origis, religion, age and sexual orientation. • Expecting that our suppliers and vendors embrace workforce rights to the same extent as Cartua. • Improving our occupational health and safety program and policies designed to protect

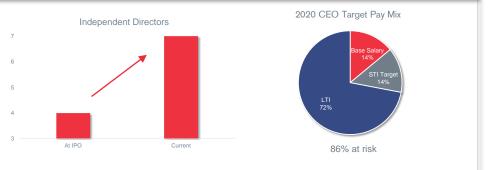
associates and invetees from naminal and or footness and ocations as well as any other locations where they work. • Working with our suppliers and vendors to ensure they too embrace our occupational workine random subjects.

- neam and samp parcy.
  Compensating our Associates with a fair wage supporting their efforts to adequately provide for their families.
  Active board and Senior Executive oversight of our anti-bribery and arti-corruption
- program.
   Providing awareness training to all Associates on our Code of Business Conduct and Ethics ensure all Associates are familiar with our anti-bribery and anti-comption policy.
- minimum stall, health and safety issues.
   The Director of Health, Safety and Environmental reports directly to the General Counsel.



#### Governance

- Our board of directors believes that sound governance practices and policies provide an important framework to assist it in fulfilling its duty to stockholders
- Bylaws amended to permit Eligible Stockholders to make nominations for election to the Board and to have those nominations included in the Company's proxy materials under certain circumstances



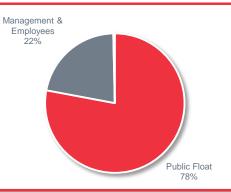


# **Company Organizational Structure**

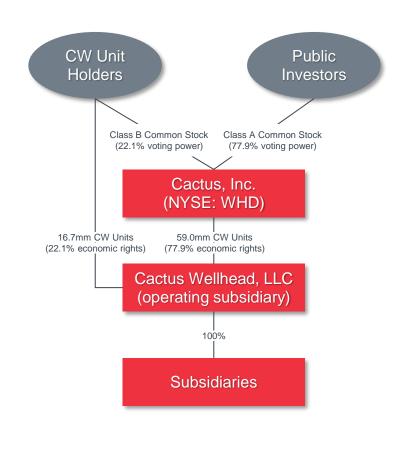
#### **Company Profile**

Ticker	WHD (NYSE)
Class A Shares Outstanding <sup>(1)</sup>	59.0mm
Class B Shares Outstanding <sup>(1)</sup>	16.7mm
Total Shares Outstanding <sup>(1)</sup>	75.7mm
Market Capitalization <sup>(2)</sup>	~\$2.8bn
Finance Lease Obligations <sup>(3)</sup>	\$10.4mm
Cash and Cash Equivalents <sup>(3)</sup>	\$302.0mm
Quarterly Dividend Per Share	\$0.10
Annual Dividend Yield <sup>(2)</sup>	1.1%

#### **Ownership Profile**<sup>(4)</sup>



#### Organizational Structure<sup>(1)</sup>



#### **Class A & Class B Shareholders Have Equal Voting Rights**

Source: Company filings.

- 1. As of November 18, 2021. Excludes effect of dilutive securities.
- 2. As of November 26, 2021. Market capitalization utilizes total shares outstanding.
- As of September 30, 2021.
- 4. As of November 18, 2021. Management and employees made up of Cactus WH Enterprises and Lee Boquet.

# Cactus Equipment Positioned on a Multi-Well Pad



#### Product Sold

- Wellheads are required by each well over production life
- One of the first pieces of equipment to be installed
- Cactus wellheads installed below surface
- Production trees installed on the wellhead after the frac stacks are removed

#### 2 Equipment Rented

- Frac stacks are connected to the wellhead for the fracturing phase of a well
- Must reliably withstand all liquids and proppants that are pumped downhole to fracture

#### Equipment Rented

- Zipper manifolds, monobore flowline and remote greasing units used during the fracturing process
- Allow fracing to seamlessly shift from well to well while reducing connections for highpressure equipment

#### Services Provided

- Assist with the installation, maintenance and handling of the wellhead and pressure control equipment
- Variety of equipment to install and service, such as high-pressure flow iron, closing units, crane trucks and testing units



# **Non-GAAP Reconciliation**



#### Important Disclosure Regarding Non-GAAP Measures

EBITDA and Adjusted EBITDA are not measures calculated in accordance with GAAP. EBITDA and Adjusted EBITDA are supplemental non-GAAP financial measures that are used by management and external users of our consolidated financial statements, such as industry analysts, investors, lenders and rating agencies. We define EBITDA as net income excluding net interest, income tax and depreciation and amortization. We define Adjusted EBITDA as EBITDA excluding severance expenses, revaluation of tax receivable agreement, (gain) loss on debt extinguishment, stock-based compensation, and equity offering expenses. We define Adjusted EBITDA Margin as Adjusted EBITDA as a percentage of Revenue.

Our management believes EBITDA and Adjusted EBITDA are useful, because they allow management to more effectively evaluate our operating performance and compare the results of our operations from period to period without regard to financing methods or capital structure, or other items that impact comparability of financial results from period to period. EBITDA and Adjusted EBITDA should not be considered as alternatives to, or more meaningful than, net income or any other measure as determined in accordance with GAAP. Our computations of EBITDA and Adjusted EBITDA may not be comparable to other similarly titled measures of other companies. We present EBITDA and Adjusted EBITDA because we believe they provide useful information regarding the factors and trends affecting our business.

Year Ended December 31,						
2020	2019	2018	2017	2016		
\$59,215	\$156,303	\$150,281	\$66,547	(\$8,176)		
(701)	(879)	3,595	20,767	20,233		
10,970	32,020	19,520	1,549	809		
69,484	187,444	173,396	88,863	12,866		
40,520	38,854	30,153	23,271	21,241		
\$110,004	\$226,298	\$203,549	\$112,134	\$34,107		
1,864	-	-	-	-		
555	(5,336)	-	-	-		
-	1,042	-	-	-		
-	-	4,305	-	(2,251)		
8,599	6,995	4,704	-	361		
\$121,022	\$228,999	\$212,558	\$112,134	\$32,217		
\$348,566	\$628,414	\$544,135	\$341,191	<b>\$155,048</b> 20.8%		
	\$59,215 (701) 10,970 69,484 40,520 \$110,004 1,864 555 - - 8,599 \$121,022	2020         2019           \$59,215         \$156,303           (701)         (879)           10,970         32,020           69,484         187,444           40,520         38,854           \$110,004         \$226,298           1,864         -           555         (5,336)           1,042         -           8,599         6,995           \$121,022         \$228,999           \$348,566         \$628,414	December 31,           2020         2019         2018           \$59,215         \$156,303         \$150,281           (701)         (879)         3,595           10,970         32,020         19,520           69,484         187,444         173,396           40,520         38,854         30,153           \$110,004         \$226,298         \$203,549           1,864         -         -           555         (5,336)         -           -         1,042         -           -         4,305         8,599           8,599         6,995         4,704           \$121,022         \$228,999         \$212,558           \$348,566         \$628,414         \$544,135	December 31,           2020         2019         2018         2017           \$59,215         \$156,303         \$150,281         \$66,547           (701)         (879)         3,595         20,767           10,970         32,020         19,520         1,549           69,484         187,444         173,396         88,863           40,520         38,854         30,153         23,271           \$110,004         \$226,298         \$203,549         \$112,134           1,864         -         -         -           555         (5,336)         -         -           -         1,042         -         -           -         4,305         -         -           -         4,305         -         -           \$121,022         \$228,999         \$212,558         \$112,134           \$348,566         \$628,414         \$544,135         \$341,191		

# Non-GAAP Reconciliation (Cont'd)



#### Important Disclosure Regarding Non-GAAP Measures

EBITDA and Adjusted EBITDA are not measures calculated in accordance with GAAP. EBITDA and Adjusted EBITDA are supplemental non-GAAP financial measures that are used by management and external users of our consolidated financial statements, such as industry analysts, investors, lenders and rating agencies. We define EBITDA as net income excluding net interest, income tax and depreciation and amortization. We define Adjusted EBITDA as EBITDA excluding severance expenses, revaluation of tax receivable agreement, (gain) loss on debt extinguishment, stock-based compensation, and equity offering expenses. We define Adjusted EBITDA Margin as Adjusted EBITDA as a percentage of Revenue.

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	Nine Months Ended		Three Months Ended			
(\$ in thousands)	Septembe	er 30,	September 30,	June 30,	March 31,	December 31,
• • • • =	2021	2020	2021	2021	2021	2020
Net income	\$47,087	\$53,079	\$17,177	\$14,774	\$15,136	\$6,136
Interest (income) expense, net	632	(851)	299	181	152	150
Income tax expense (benefit)	586	8,833	3,290	1,355	(4,059)	2,137
EBIT	48,305	61,061	20,766	16,310	11,229	8,423
Depreciation and amortization	27,480	31,262	9,128	9,159	9,193	9,258
EBITDA	\$75,785	\$92,323	\$29,894	\$25,469	\$20,422	\$17,681
Severance expenses	-	1,864	-	-	-	-
Revaluation of tax receivable agreement liability	1,004	555	-	1,004	-	-
Secondary offering related expenses	406	-	-	-	406	-
Stock-based compensation	6,546	6,436	2,108	2,435	2,003	2,163
Adjusted EBITDA	\$83,741	\$101,178	\$32,002	\$28,908	\$22,831	\$19,844
<b>Revenue</b> Adjusted EBITDA Margin	<b>\$308,673</b> 27.1%	<b>\$280,476</b> 36.1%	<b>\$115,363</b> 27.7%	<b>\$108,893</b> 26.5%	<b>\$84,417</b> 27.0%	<b>\$68,090</b> 29.1%

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