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BrightView Investor Presentation

November 2024

Introductory Information

Forward-Looking Statements

This presentation contains "forward-looking statements" within the meaning of the safe harbor provision of the U.S. Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which are subject to the "safe harbor" created by those sections. All statements, other than statements of historical facts included in this presentation, including statements concerning our plans, objectives, goals, beliefs, business outlook, business trends, expectations regarding our industry, strategy, future events, future operations, future liquidity and financial position, future revenues, projected costs, prospects, plans and objectives of management and other information, may be forward-looking statements. Words such as "outlook," "guidance," "projects," "believes," "expects," "may," "will," "should," "seeks," "intends," "plans," "estimates," "continues," or "anticipates," and variations of such words or similar expressions are intended to identify forward-looking statements. The forward-looking statements are not historical facts or guarantees of future performance and are based upon our current expectations, beliefs, estimates and projections, and various assumptions, many of which, by their nature, are inherently uncertain and beyond our control. Our expectations, beliefs, and projections are expressed in good faith and we believe there is a reasonable basis for them. However, there can be no assurance that management's expectations, beliefs and projections will result or be achieved, and actual results may vary materially from what is expressed in or indicated by the forward-looking statements. There are a number of risks, uncertainties and other important factors, many of which are beyond our control, that could cause our actual the forward-looking statements contained in this presentation. New risk factors and uncertainties may emerge from time to time, and it is not possible for management to predict all risk factors and uncertainties. Some of the key factors that could cause actual results to differ from our expectations include risks related to: general business, economic, and financial market conditions; increases in raw material costs, fuel prices, wages and other operating costs, and changes in our ability to source adequate supplies and materials in a timely manner; competitive industry pressures; the failure to retain current customers, renew existing customer contracts and obtain new customer contracts; a determination by customers to reduce their outsourcing or use of preferred vendors; the dispersed nature of our operating structure; our ability to implement our business strategies and achieve our growth objectives; the possibility that the anticipated benefits from our business acquisitions will not be realized in full or at all or may take longer to realize than expected; the possibility that costs or difficulties related to the integration of acquired businesses' operations will be greater than expected and the possibility that integration efforts will disrupt our business and strain management time and resources; the seasonal nature of our landscape maintenance services; our dependence on weather conditions and the impact of severe weather and climate change on our business; any failure to accurately estimate the overall risk, requirements, or costs when we bid on or negotiate contracts that are ultimately awarded to us; the conditions and periodic fluctuations of real estate markets, including residential and commercial construction; the level, timing and location of snowfall; our ability to retain or hire our executive management and other key personnel; our ability to attract and retain field and hourly employees, trained workers, and third-party contractors and re-employ seasonal workers; any failure to properly verify employment eligibility of our employees; subcontractors taking actions that harm our business; our recognition of future impairment charges; laws and governmental regulations, including those related to employees, wage and hour, immigration, human health and safety and transportation; environmental, health and safety laws and regulations, including regulatory costs, claims and litigation related to the use of chemicals, pesticides, herbicides and fertilizers by employees and related third-party claims; the distraction and impact caused by litigation, of adverse litigation judgments and settlements resulting from legal proceedings; tax increases and changes in tax rules; increase in on-job accidents involving employees; any failure, inadequacy, interruption, security failure or breach of our information technology systems whether owned by us or outsourced or managed by third parties; compliance with data privacy requirements; our ability to adequately protect our intellectual property; our substantial indebtedness increases in interest rates governing our variable rate indebtedness increasing

the cost of servicing our substantial indebtedness; our ability to generate sufficient cash flow to satisfy our significant debt service obligations; exposure to counterparty credit worthiness or non-performance with respect to the derivative financial instruments we utilize; restrictions imposed by our debt agreements that limit our flexibility in operating our business; incurrence of substantially more debt by us or our any future sales, or the perception of future sales, by us or our affiliates, which could cause the market price for our common stock to decline; the ability of KKR BrightView Aggregator L.P., Birch-OR Equity Holdings, LLC and Birch Equity Holdings, LP to exert significant influence over us; the fact that the holders of our Series A Preferred Stock may have different interests from and vote their shares in a manner deemed adverse to, holders of our common stock; the dividend, liquidation, and redemption rights of the holders of our Series A Preferred Stock; general business, economic, and financial market conditions; increases in raw material costs, fuel prices, wages and other operating costs, and changes in our ability to source adequate supplies and materials in a timely manner; occurrence of natural disasters, terrorist attacks, or other external events; occurrence of a pandemic, epidemic or other public health emergency; heightened inflation, geopolitical conflicts, recession, financial market disruptions and other economic conditions; our reputation and/or business could be negatively impacted by environmental, social and governance (ESG) matters and our reporting of such matters; and costs and requirements imposed as a result of maintaining compliance with the requirements of being a public company. Additional factors that could cause our results to differ materially from those described in the forward-looking statements can be found under "Item 1A. Risk Factors" in our Form 10-K for the fiscal year ended September 30, 2024, and such factors may be updated from time to time in our periodic filings with the Securities and Exchange Commission, which are accessible on the SEC's website at www.sec.gov. Accordingly, there are or will be important outcomes or results to differ materially from those indicated in these statements. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this release and in our filings with the SEC. Any forward-looking statement made in this press release speaks only as of the date on which it was made. We caution you that the risks, uncertainties, and other factors referenced above may not contain all of the risks, uncertainties and other factors that are important to you. In addition, we cannot assure you that we will realize the results, benefits, or developments that we expect or anticipate or, even if substantially realized, that they will result in the consequences or affect us or our business in the way expected. We undertake no obligation to publicly update or revise any forward-looking statements to reflect subsequent events or circumstances, any change in assumptions, beliefs or expectations or any change in circumstances upon which any such forward-looking statements are based, except as required by law.

Non-GAAP Financial Measures

Included in this presentation are certain non-GAAP financial measures, such as "Adjusted EBITDA", "Adjusted EBITDA Margin", "Adjusted Net Income", "Free Cash Flow", "Total Financial Debt", "Total Net Financial Debt" and "Total Net Financial Debt to Adjusted EBITDA ratio", designed to complement the financial information presented in accordance with U.S. GAAP because management believes such measures are useful to investors. These non-GAAP financial measures should be considered only as supplemental to financial measures provided in accordance with GAAP. Please refer to the appendix of this presentation for a reconciliation of the historical non-GAAP financial measures included in this presentation to the most directly comparable financial measures prepared in accordance with GAAP. Because GAAP financial measures on a forward-looking basis are not accessible, and reconciling information is not available without unreasonable effort, we have not provided reconciliations for forward-looking non-GAAP measures. For the same reasons we are unable to address the probable significance of the unavailable information, which could have a potentially unpredictable and potentially significant impact on our future GAAP financial results.

BrightView – much more than just mowing



Inspiring People. Nurturing Landscapes.

MAINTENANCE



Mowing



Gardening



Mulching



Snow services



Tree care



Water mgmt. & irrigation



Sweeping & parking lot services



Landscape installation



Disaster recovery



Sports fields



Golf course maintenance



Landscape design

DEVELOPMENT



Design + pre-development



Landscape installation



Masonry + concrete



Hardscape Installation



Irrigation systems



Pools + water features



Soil mixing + testing



Sports field installation

BrightView Today

FY 2024 Revenue: \$2.8B

MAINTENANCE

~\$2.0 BILLION



DEVELOPMENT

~\$0.8 BILLION



Business Overview & Highlights

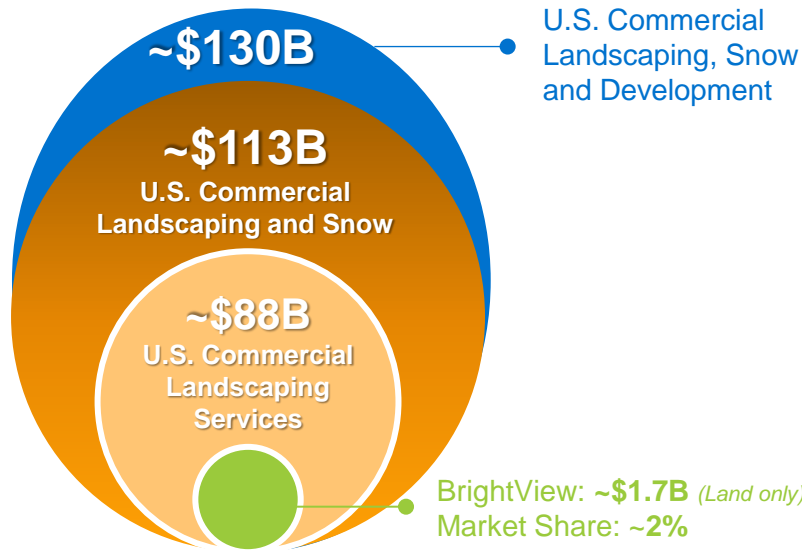
Essential commercial landscaping & snow services

- Predictable recurring revenue model
- Non-discretionary and resilient service
- Broad offering of ancillary services

Landscape architecture & development services

- New landscapes / large-scale redesign projects
- Horticultural & design thought-leadership
- Complex and high-profile projects

Opportunity abounds in large & highly fragmented market



Recurring Revenue
+
Scalable Business Model
+
Accretive M&A
=
Significant Shareholder Value Opportunity

- **Stable, non-discretionary & versatile** nature of service
- **Resilient revenue** from focus on industry's **Top Quartile**
- Overall market grows **~2% annually**

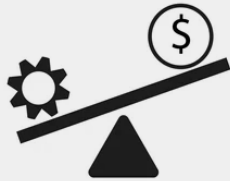
Source: IBIS Industry Reports (April 2024), Landscaping and Snow Removal (May 2024)

#1 player in a growing Industry with Revenues 5x our next largest competitor

BrightView's Evolution

Transforming this business...Poised for another Breakthrough Year in 2025

2018 - 2022



- Over-levered balance sheet
- Non-Accretive acquisitions
- Operating in silos

All-time low EBITDA margin, cash-constrained

2023



- CEO Change
- New Strategic Partner (One Rock)
- Beginning of Transformation

De-levered balance sheet; improved liquidity

2024

ONE BV
Better Together

- Focus on our Employees & Customers
- Streamlined & Unified Operating Structure
- Divestiture of Non-Core Businesses
- Shift to incentivizing profitable growth

Working together yields breakthrough year

2025 & Beyond



- Return to top-line Land growth
- Continued focus on our employees & customers
- Leverage size and scale to drive LT profitable growth
- Accretive M&A

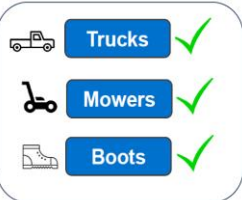
Top-line growth drives continued transformation

Executing on our Strategic Initiatives



*Delivering on our Commitments while transforming our business...
Positioned to Continue Momentum of Profitable Growth*

Prioritizing our Employees



Customer First



Improved communication



Providing best-in-class service to our customers

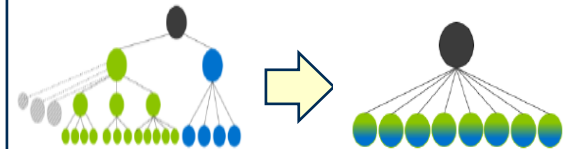


Deliver efficient, collaborative & unified service



Operate as One BrightView

Streamlined Ops Structure & Sales integrated into the Branch

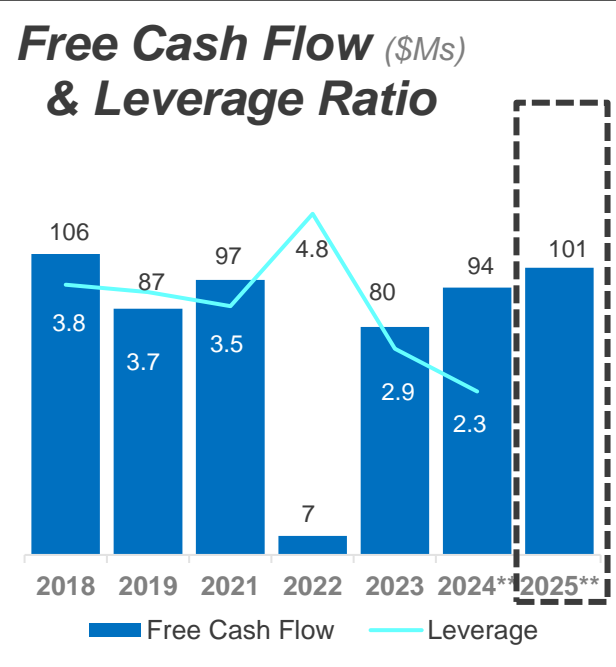
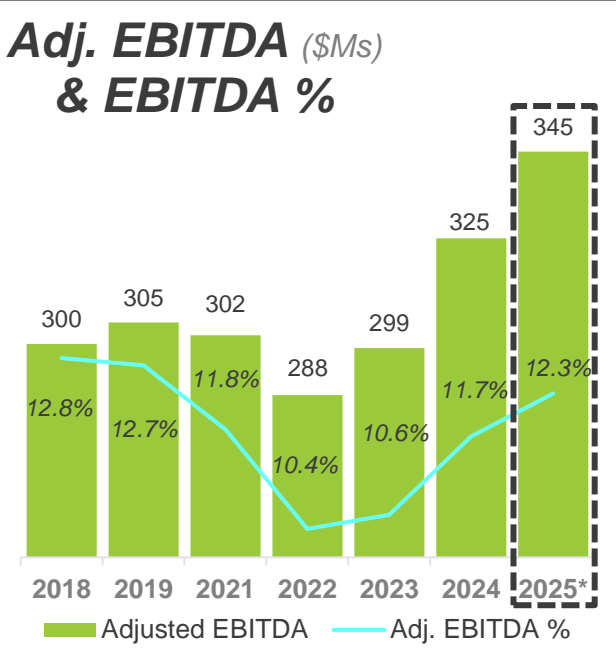
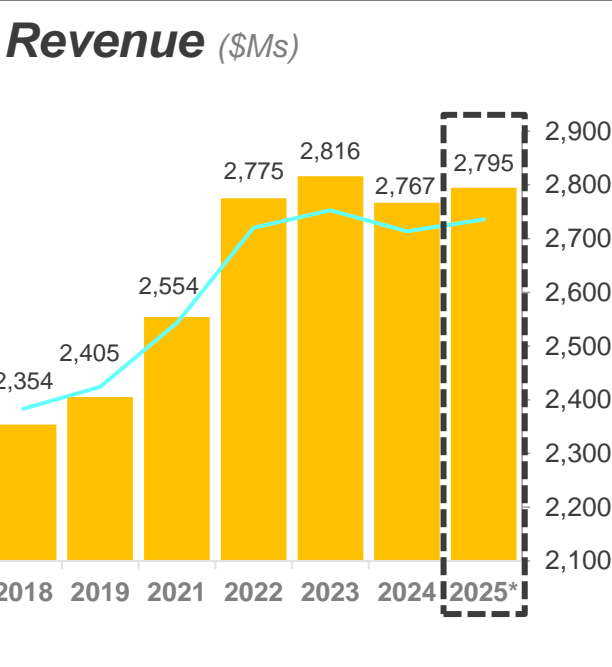


**Service Provider of
Choice**

+200 bps
**FY24 Customer
Retention Improvement**

FY25 positioned for another Record Year

Strategic Pivots & Increased Liquidity Enable Long-Term Profitable Growth & Value Creation



NOTE: FY20 excluded from above due to atypical results related to COVID pandemic
 * Midpoint of guidance as of November 2024 Earnings Call, Revenue reflects divested franchise business and unwinding of non-profitable subcontractor business
 ** FY24 and FY25 exclude the impact for \$51M in accrued property and equipment in FY24 that will be a use of cash in FY25, ("Capex timing"), FY25 reflects midpoint of guidance
 See slide 14 for further details.

Path to Long-Term Profitable Growth

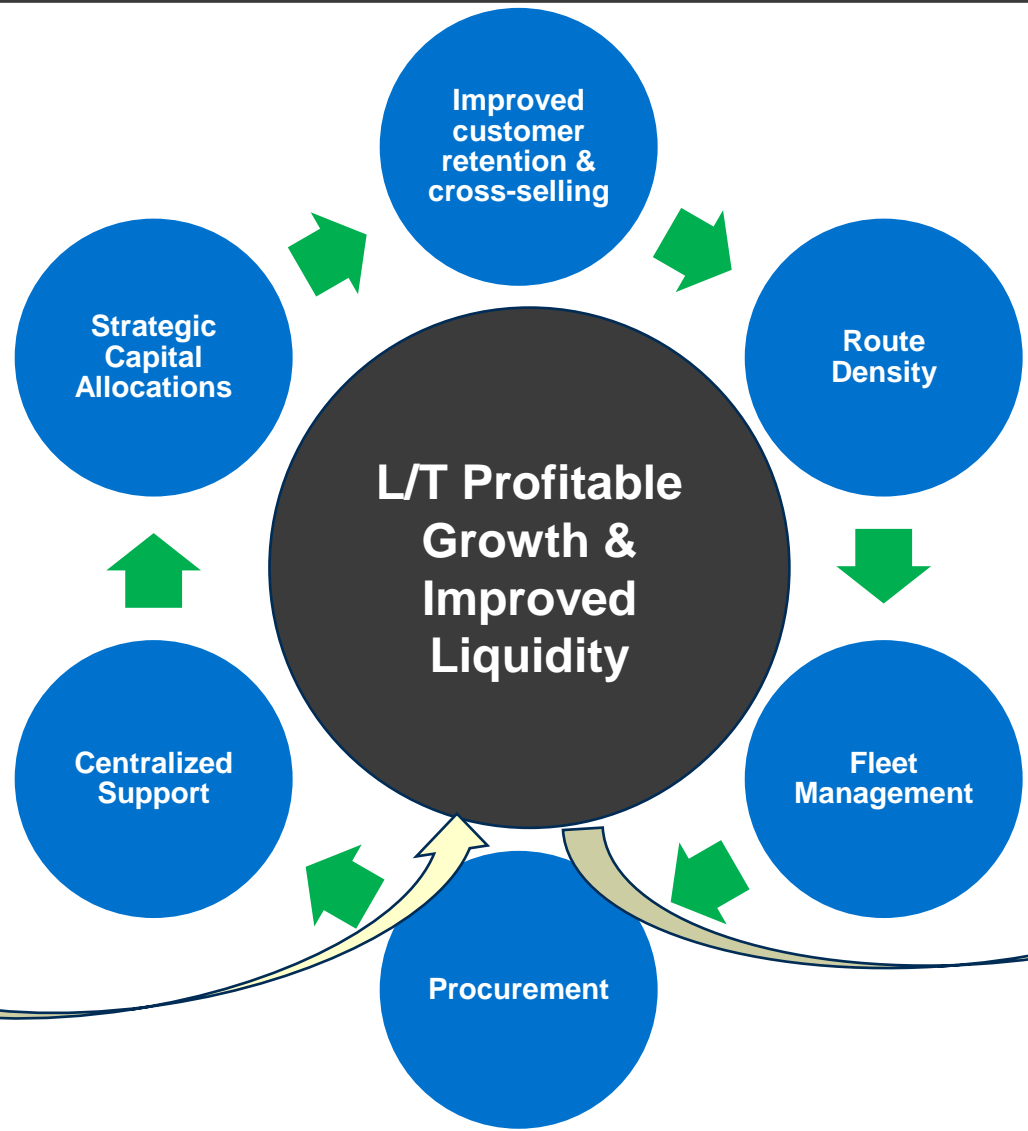
Significant value creation opportunity by leveraging our position as #1 player in the industry and continuing to prioritize our employees and customers

Operating as One BrightView

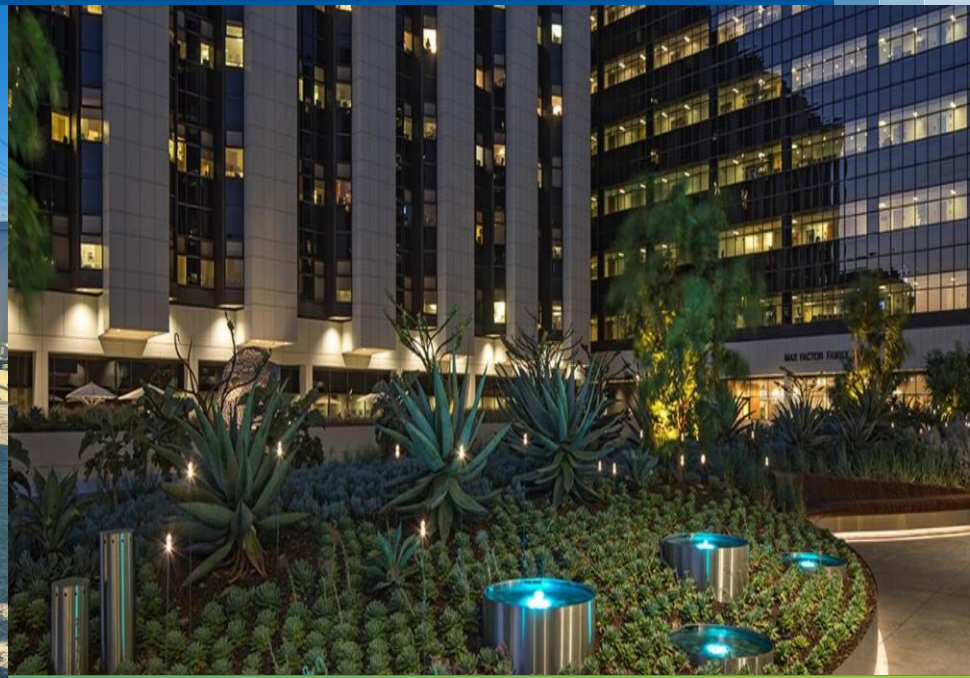
Employer of Choice

Customer First

Service Provider of Choice



Investment of Choice
Delivering upon our commitments to create shareholder value



QUESTIONS & ANSWERS

A woman in a blue uniform, safety glasses, and a blue cap is smiling while working with plants in a garden. She is wearing a high-visibility vest and earplugs. Another person in similar attire is visible in the background, also working with plants. The scene is outdoors with sunlight filtering through the trees.

Appendix

FY25 Revenue and Adjusted EBITDA Guidance

Total Revenue

\$2.750B to \$2.840B

Adjusted EBITDA

\$335M to \$355M

FY2025 Assumptions

Revenue

EBITDA
Margin

Assumptions for Revenue & EBITDA Margins	
	<u>Assumptions</u>
Maintenance Land Revenue¹	+1% to +3% excl. Non-Core
Snow Revenue²	\$160M - \$200M
Development Revenue	~+3% to +6%
Maintenance³	12.6% to 13.0% Margin expansion of ~+60 to +100 bps
Development³	11.0% to 11.2% Margin expansion of ~+10 to +30 bps

1) Non-Core impact ~ (\$20M) in 1H25 from BES/USL

2) Snow includes unwind of BES business

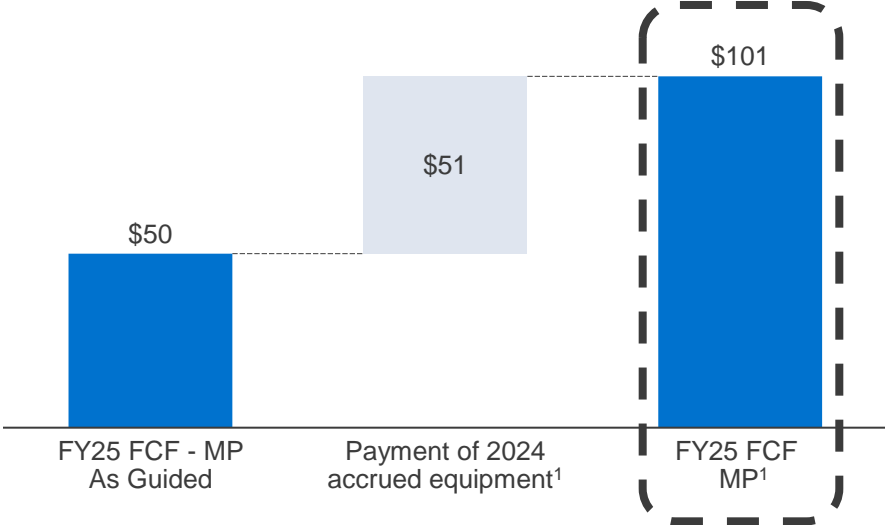
3) Includes Corporate Segment Elimination: corporate expenses are now allocated into the two remaining operating segments. See slides 17 and 23 for reference

Note: guidance is from November 2024 Earnings Call

FY25 Free Cash Flow Guidance

**Guidance Range:
\$40M to \$60M**

**Range (ex. 2024 Capex timing¹):
~\$90M to ~\$110M**



**Free
Cash
Flow**

Assumptions

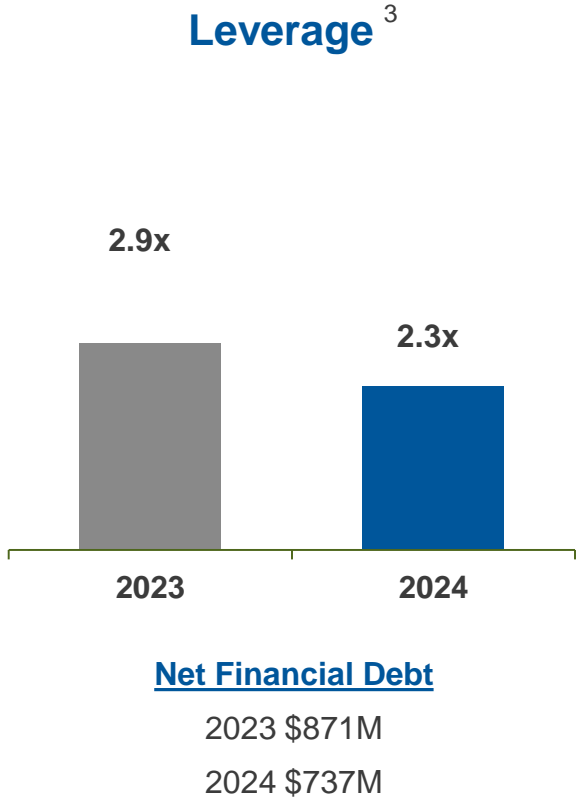
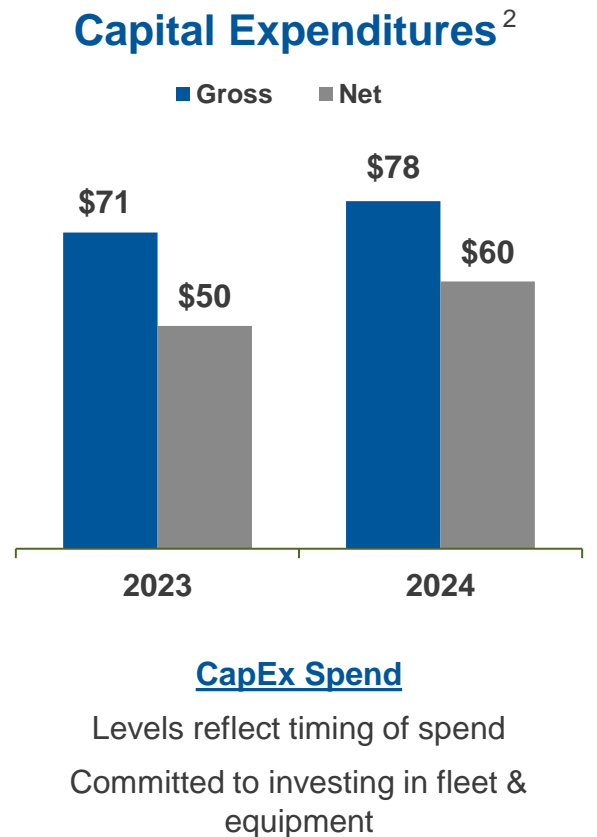
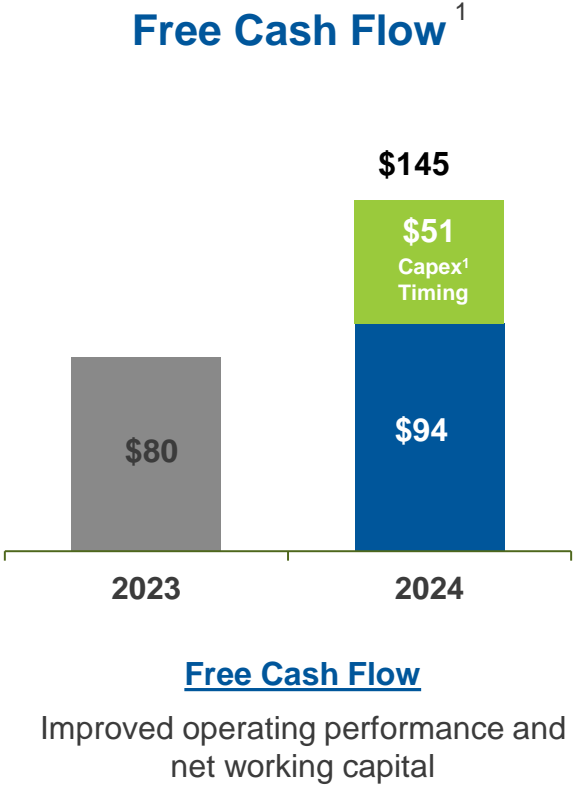
- Net Capex: \$140M to \$160M (includes \$51M as referenced in footnote 2)
- Cash Interest: \$55M to \$60M
- Cash Taxes expense: \$35M - \$40M
- FY24 benefits of ~\$20M not expected to occur in FY25

1. Excluding the impact of \$51M in accrued property and equipment in 2024, (“capex timing”)
 2. Net capital expenditures includes proceeds from sale of property & equipment. Approximately \$51M in accrued property and equipment in FY24 that will be a “use of cash” in FY25, (“capex timing”)

Note: FCF = Free Cash Flow, MP = Midpoint, *guidance is from November 2024 Earnings Call*

Cash Flow, CapEx, and Leverage

\$MM's



Improved Profitability & Liquidity + Reduced Interest = Strategic Flexibility

1. Approximately \$51M is related to accrued property and equipment that will be a use of cash in FY25 ("capex difference")
 2. Net capital expenditures includes proceeds from sale of property & equipment. Excludes approximate \$51 million in accrued property and equipment
 3. Net Debt includes total long-term debt, net of original issue discount, and capital lease obligations net of cash and equivalents
 See the "Non-GAAP to GAAP Reconciliation" in the Appendix of this presentation for a reconciliation to the most directly comparable GAAP measure



Non-GAAP to GAAP Reconciliation

(in millions)*	Fiscal Year Ended September 30,		Three Months Ended September 30,	
	2024	2023	2024	2023
Adjusted EBITDA				
Net income (loss)	\$ 66.4	\$ (7.7)	\$ 25.6	\$ 16.4
Plus:				
Interest expense, net	62.4	97.4	14.2	19.2
Income tax expense	30.1	4.6	12.6	10.1
Depreciation expense	108.4	105.2	28.6	24.3
Amortization expense	35.8	44.5	8.6	10.7
Business transformation and integration costs (a)	44.1	23.7	10.2	6.2
Gain on divestiture (b)	(43.6)	—	0.3	—
Equity-based compensation (c)	20.5	22.3	5.1	6.4
COVID-19 related expenses (d)	—	0.4	—	—
Debt extinguishment (e)	0.6	8.3	—	8.3
Adjusted EBITDA	\$ 324.7	\$ 298.7	\$ 105.2	\$ 101.6
Adjusted Net Income				
Net income (loss)	\$ 66.4	\$ (7.7)	\$ 25.6	\$ 16.4
Plus:				
Amortization expense	35.8	44.5	8.6	10.7
Business transformation and integration costs (a)	44.1	23.7	10.2	6.2
Gain on divestiture (b)	(43.6)	—	0.3	—
Equity-based compensation (c)	20.5	22.3	5.1	6.4
COVID-19 related expenses (d)	—	0.4	—	—
Debt extinguishment (e)	0.6	8.3	—	8.3
Income tax adjustment (f)	(10.7)	(30.1)	(5.0)	(20.1)
Adjusted Net Income	\$ 113.1	\$ 61.4	\$ 44.8	\$ 27.9
Free Cash Flow				
Cash flows provided by operating activities	\$ 205.6	\$ 129.9	\$ 53.5	\$ 40.6
Minus:				
Capital expenditures	78.4	71.3	32.4	13.4
Plus:				
Proceeds from sale of property and equipment	18.1	21.6	4.0	14.8
Free Cash Flow	\$ 145.3	\$ 80.2	\$ 25.1	\$ 42.0
Adjusted Earnings per Share				
Numerator:				
Adjusted Net Income (Loss)	\$ 113.1	\$ 61.4	\$ 44.8	\$ 27.9
Denominator:				
Weighted average number of common shares outstanding – basic	94,673,000	93,412,000	94,687,000	93,420,000
Plus:				
Dilutive impact of Series A convertible preferred stock as-converted	54,242,000	53,301,000	54,242,000	53,301,000
Adjusted weighted average number of common shares outstanding	148,915,000	146,713,000	148,929,000	146,721,000
Adjusted Earnings per Share	\$ 0.76	\$ 0.42	\$ 0.30	\$ 0.19

*Amounts may not total due to rounding

Non-GAAP to GAAP Reconciliation (cont.)

- (a) Business transformation and integration costs consist of (i) severance and related costs; (ii) business integration costs and (iii) information technology infrastructure, transformation and other costs.

(in millions)	Fiscal Year Ended September 30,		Three Months Ended September 30,	
	2024	2023	2024	2023
Severance and related costs (g)	\$ 16.6	\$ 8.9	\$ 6.1	\$ 2.9
Business integration (h)	(0.4)	6.2	0.1	0.9
IT infrastructure, transformation, and other (i)	27.9	8.6	4.0	2.4
Business transformation and integration costs	\$ 44.1	\$ 23.7	\$ 10.2	\$ 6.2

- (b) Represents the realized gain on sale and transaction related expenses from the divestiture of U.S. Lawns on January 12, 2024.
- (c) Represents equity-based compensation expense and related taxes recognized for equity incentive plans outstanding.
- (d) Represents expenses related to the Company's response to the COVID-19 pandemic, principally temporary and incremental salary and related expenses, personal protective equipment, cleaning and supply purchases, and other. Additionally, fiscal year 2022 includes refunds related to employee retention credits allowed under the CARES Act.
- (e) Represents losses on the extinguishment of debt related to Amendments No. 8 and No. 7 to the Credit Agreement, in the fiscal years ended September 30, 2024 and 2023, respectively, and includes accelerated amortization of deferred financing fees and original issue discount as well as fees paid to lenders and third parties.
- (f) Represents the tax effect of pre-tax items excluded from Adjusted Net Income and the removal of the applicable discrete tax items, which collectively result in an increase or decrease in income tax. The tax effect of pre-tax items excluded from Adjusted Net Income is computed using the statutory rate related to the jurisdiction that was impacted by the adjustment after taking into account the impact of permanent differences and valuation allowances. Discrete tax items include changes in laws or rates, changes in uncertain tax positions relating to prior years and changes in valuation allowances.

(in millions)*	Year Ended September 30,		Three Months Ended September 30,	
	2024	2023	2024	2023
Tax impact of pre-tax income adjustments	\$ 12.8	\$ 34.1	\$ (6.5)	\$ 23.4
Discrete tax items	(2.1)	(4.0)	11.5	(3.3)
Income tax adjustment	\$ 10.7	\$ 30.1	\$ 5.0	\$ 20.1

- (g) Represents severance and related costs incurred in connection with the Company's One BrightView initiative and CEO transition.
- (h) Represents isolated expenses specifically related to the integration of acquired companies such as one-time employee retention costs, employee onboarding and training costs, and fleet and uniform rebranding costs. The Company excludes Business integration costs from the non-GAAP measures disclosed above since such expenses vary in amount due to the number of acquisitions and size of acquired companies as well as factors specific to each acquisition, and as a result lack predictability as to occurrence and/or timing, and create a lack of comparability between periods.
- (i) Represents expenses related to distinct initiatives, typically significant enterprise-wide changes. Such expenses are excluded from the measures disclosed above since such expenses vary in amount based on occurrence as well as factors specific to each of the activities, are outside of the normal operations of the business, and create a lack of comparability between periods.

Non-GAAP to GAAP Reconciliation (cont.)

Total Financial Debt and Total Net Financial Debt

(in millions)*	September 30, 2024	September 30, 2023	September 30, 2022
Long-term debt, net	\$ 802.5	\$ 888.1	\$ 1,330.7
Plus:			
Current portion of long term debt	—	—	12.0
Financing costs, net	6.5	6.6	10.6
Present value of net minimum payment - finance lease obligations (j)	68.3	42.8	41.7
Total Financial Debt	877.3	937.5	1,395.0
Less: Cash and cash equivalents	(140.4)	(67.0)	(20.1)
Total Net Financial Debt	\$ 736.9	\$ 870.5	\$ 1,374.9
Total Net Financial Debt to Adjusted EBITDA ratio	2.3x	2.9x	4.8x

(j) Balance is presented within Accrued expenses and other current liabilities and Other liabilities in the Consolidated Balance Sheet.

(*) Amounts may not total due to rounding

THANK YOU



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