

CRITICAL. ENERGY. INFRASTRUCTURE.

INVESTOR PRESENTATION JANUARY 2024



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Forward Looking Statements. This presentation, and our officers and representatives may from time to time make, "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Forward-looking statements can be identified by words such as: "anticipate," "intend," "plan," "goal," "seek," "believe," "project," "estimate," "expect," "future," "likely," "may," "should," "will" and similar references to future periods. Examples of forwardlooking statements include, among others, statements we make regarding: (i) potential or pending acquisition transactions, including the Acquisition (as defined herein), or other strategic transactions, the timing thereof, the receipt of necessary approvals to close such acquisitions, our ability to finance such acquisitions, and our ability to achieve the intended operational, financial and strategic benefits from any such transactions; (ii) expected synergies and efficiencies to be achieved as a result of the Acquisition; (iii) expected operating results, such as revenue growth and earnings of the combined company; (iv) anticipated levels of capital expenditures and uses of capital; (v) current or future volatility in the credit markets and future market conditions; (vi) expectations of the effect on our financial condition of claims, litigation, environmental costs, contingent liabilities and governmental and regulatory investigations and proceedings; (viii) production and capacity forecasts for the natural gas and oil industry; (viii) strategy for customer retention, growth, fleet maintenance, market position, financial results; (ix) expectations regarding the leverage and dividend profile of the combined company, including the amount and timing of future dividend payments; (x) our interest rate hedges; and (xi) strategy for risk management.

Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Our actual results and financial condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Important factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements include, among others, the following: (i) a reduction in the demand for natural gas and oil; (ii) the loss of, or the deterioration of the financial condition of, any of our key customers; (iii) nonpayment and nonperformance by our customers, suppliers or vendors; (iv) competitive pressures that may cause us to lose market share: (v) the structure of our Compression Operations contracts and the failure of our customers to continue to contract for services after expiration of the primary term; (vi) our ability to consummate the Acquisition on a timely basis or at all; (vii) our ability to successfully integrate any acquired businesses, including CSI Compressco LP, and realize the expected benefits thereof; (viii) difficulties and delays in meeting the conditions required for the closing of the Acquisition; (ix) our ability to make additional acquisitions on economically acceptable terms; (x) our ability to fund purchases of additional compression equipment; (xi) a downturn in the economic environment, as well as inflationary pressures; (xii) tax legislation and administrative initiatives or challenges to our tax positions; (xiii) the loss of key management, operational personnel or qualified technical personnel; (xiv) our dependence on a limited number of suppliers; (xv) the cost of compliance with existing governmental regulations and proposed governmental regulations, including climate change legislation and regulatory initiatives and stakeholder pressures, including ESG scrutiny; (xvi) the inherent risks associated with our operations, such as equipment defects and malfunctions; (xvii) our reliance on third-party components for use in our IT systems: (xviii) legal and reputational risks and expenses relating to the privacy, use and security of employee and client information: (xix) threats of cyber-attacks or terrorism: (xx) our credit agreement contains features that may limit our ability to operate our business and fund future growth and also increases our exposure to risk during adverse economic conditions; (xxi) volatility in interest rates; (xxiii) our ability to access the capital and credit markets or borrow on affordable terms to obtain additional capital that we may require; (xxiii) the effectiveness of our disclosure controls and procedures; and (xxiv) such other factors as discussed throughout the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of our final prospectus filed with the U.S Securities and Exchange Commission (the "SEC") on June 30, 2023 pursuant to Rule 424(b)(4) and our Registration Statement on Form S-4 filed with the SEC on January 12, 2024 and Part II, Item 1A. Risk Factors of our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2023.

Any forward-looking statement made by us in this presentation is based only on information currently available to us and speaks only as of the date on which it is made. Except as may be required by applicable law, we undertake no obligation to publicly update any forward-looking statement whether as a result of new information, future developments or otherwise.

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Industry & Market Data. The market data and certain other statistical information used throughout this presentation are based on independent industry publications, government publications or other published independent sources. Although we believe these third-party sources are reliable as of their respective dates, we have not independently verified the accuracy or completeness of this information. Some data is also based on our good faith estimates and our management's understanding of industry conditions. The industry in which we operate is subject to a high degree of uncertainty and risk due to a variety of factors. These and other factors could cause results to differ materially from those expressed in these publications.

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### Today's Presenters





Mickey McKee
President & Chief Executive Officer
Years in Kodiak: 13 years
Industry experience: 20 years

- Formed Kodiak in 2010
- Previously held positions as the SVP of Sales and Marketing / Engineering and Fleet Management for CDM Resource Management



Jason Stewart CFA, CPA
EVP of Corporate Development and Treasurer
Years in Kodiak: 7 years
Industry experience: 21 years

- Has served as EVP of Corporate Development since joining Kodiak in 2016
- Previously CEO at Themis Capital Corporation and CFO of Enerven Compression
- Held senior structuring and origination roles at SunTrust Robinson Humphrey, CIT Energy and PNC Business Credit



John Griggs
Chief Financial Officer
Years in Kodiak: 1 year
Industry experience: 23 years

- Joined Kodiak in January 2023
- Previous CFO roles at Circulus Holdings, Conquest Completion Services and Rubicon Oilfield International
- Prior senior roles in energy private equity, energy lending, and energy investment banking

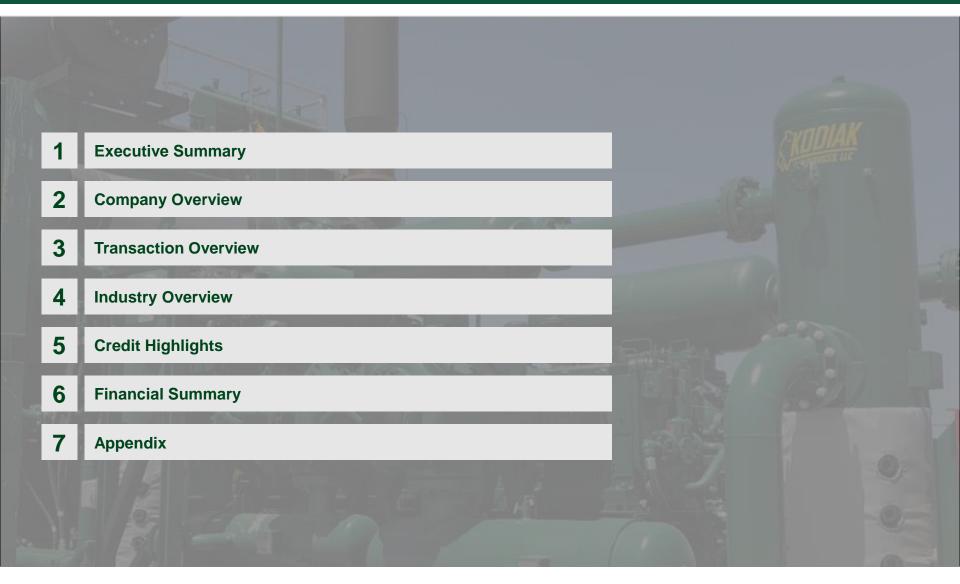


Graham Sones
VP of Investor Relations
Years in Kodiak: 4 years
Industry experience: 8 years

- Senior leader in various lending financial institutions spanning 18 years, most notably CIT Group and Bank of America, with 4 years dedicated to companies in the energy sector, including Kodiak
- Significant experience in public accounting firms such as KPMG and Arthur Andersen

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### **Executive Summary**



### Kodiak's Acquisition & Financing of CSI Compressco LP

- Kodiak Gas Services, Inc. (NYSE: KGS) ("Kodiak" or "KGS") is one of the largest contract compression services providers in the United States with a revenue-generating fleet of approximately 3.2 million horsepower
  - Focused contract compression services provider to oil and gas producers and midstream customers in high-volume gas gathering systems, processing facilities and multi-well gas lift applications
- On December 19, 2023, Kodiak executed a definitive agreement to acquire CSI Compressco LP (NASDAQ: CCLP) ("CSI" or "CCLP") in an all-equity transaction (the "Acquisition") for a purchase price of \$854 million, based on the closing Kodiak share price on December 18, 2023
  - Highly complementary compression assets
  - Expected annual run-rate cost synergies of at least \$20 million
- The Acquisition is expected to create the largest contract compression fleet in the U.S. on a pro forma basis 1
  - Approximately 4.3 million revenue-generating horsepower<sup>2</sup>, with an average age of approximately 6 years<sup>3</sup>
  - 74% of fleet greater than 1,000 HP
  - 97% fleet utilization
- LQA Q3 2023 combined Revenue and Adjusted EBITDA<sup>4</sup> of approximately \$1,323 million and \$596 million<sup>5</sup>, respectively
- Kodiak is proposing to issue \$750 million of Senior Unsecured Notes
  - Conservatively leveraged, with LQA Q3 2023 combined net secured and total leverage of 2.9x and 4.1x, respectively
  - Extensive, in-demand fleet generates strong Asset Coverage<sup>6</sup> of 1.5x
  - Stable cash flows generated LQA Combined Adj. EBITDA / LQA Q3 2023 Interest Coverage of 3.4x7
  - Acquisition is expected to close in Q2 2024 following the receipt of regulatory approvals and the completion of other customary closing conditions

<sup>1</sup> Based on total pro forma horsepower as of 9/30/23; 2 Sum of Kodiak revenue-generating horsepower and CSI horsepower in service plus committed horsepower as of 9/30/23; 3 Kodiak pro forma figure as of 9/30/2023, includes CSI U.S. reciprocating units only, excludes units with unknown date of manufacture; 4 See Appendix beginning on page 43 for reconciliation of non-GAAP measures; 5 LQA Q3 2023 combined adjusted EBITDA ("LQA Combined Adj. EBITDA") and related figures do not reflect pro forma adjustments prepared in accordance with SEC rules. \$596 million includes an estimated \$20 million of annual run-rate synergies. The LQA Combined Adi, EBITDA figures presented herein are calculated by adding together Kodiak's LQA Q3 2023 Adjusted EBITDA. CSI's LQA Q3 2023 Adjusted EBITDA and \$20 million of annual runrate synergies; 6 Please refer to page 36 for detail; 7 Reflects LQA Combined Adj. EBITDA (including synergies) of \$596 million, divided by combined, annualized nine months ended 9/30/2023 pro forma cash interest expense, as provided in the S-4 and further adjusted for a 7.75% senior notes coupon, of \$176 million. Interest Coverage calculated in accordance with the ABL Credit Agreement

### Transaction Overview And Capitalization Summary



#### KODIAK WILL REMAIN CONSERVATIVELY CAPITALIZED FOLLOWING THE ACQUISITION

	Sources	and Uses			
Sources			Use	es	
(\$ in millions)	Amount	(\$ in millions)			Amount
Issuance of Kodiak Shares for CCLP Equity (as of 1/18/2024)	\$266	Acquire CCLP Eq	uity (as of 1/18/2024)		\$266
New Senior Notes	750	Repay CCLP Deb	t <sup>1,2</sup>		643
		Repay Kodiak AB	L Facility		68
		Executive Severa	nce		6
		Fees & Expenses			33
Total Sources	\$1,016	Total Uses			\$1,016
	Pro Forma (	Capitalization			
(\$ in millions)		/2023 diak	9/30/2023 CCLP	Adj.	9/30/2023 Combined <sup>5</sup>
Cash & Cash Equivalents		\$6	\$16	-	\$22
Kodiak ABL due 2028 (\$2,200mm) CCLP Debt due 2025 and 2026 <sup>1,2</sup>		1,789 -	- 643	(68) (643)	1,721 -
Total Secured Debt		\$1,789	\$643	(\$711)	\$1,721
New Senior Notes due 2029		<u> </u>	<u>-</u>	750	750
Total Debt		\$1,789	\$643	\$39	\$2,471
Common Equity (as of 1/18/2024) <sup>3</sup>		1,703	247	19	1,968
Total Capitalization		\$3,492	\$890	\$57	\$4,439
Operating Statistics LQA Combined Adj. EBITDA <sup>4</sup> Run-Rate Synergies LQA Combined Adj. EBITDA		\$440	135	20	\$576 \$20 \$596

4.0x

4.0x

**Credit Statistics** 

Net Secured Debt / LQA Combined Adj. EBITDA

Net Debt / LQA Combined Adj. EBITDA

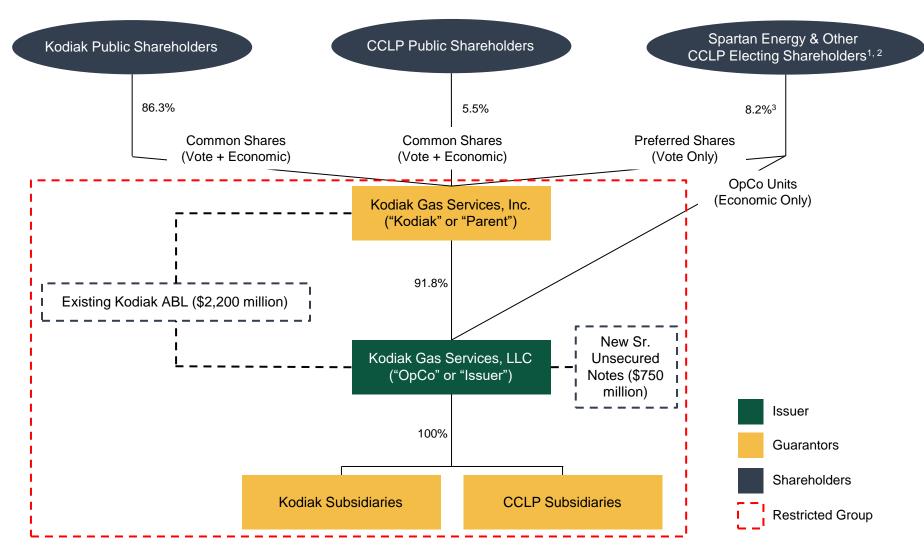
2.9x

4.1x

<sup>1</sup> Includes breakage costs of approximately \$8.6mm; 2 To the extent the Senior Notes settle prior to the Acquisition closing date, proceeds will be used to repay Kodiak ABL borrowings. The Kodiak ABL would be drawn to repay the CCLP debt balance on the Acquisition closing date; 3 Assumes share price of \$21.64 for KGS and \$1.73 for CCLP as of 1/18/2024; 4 See Appendix beginning on page 43 for reconciliation of non-GAAP measures; 5 LQA Combined Adj. EBITDA and related figures do not reflect pro forma adjustments prepared in accordance with SEC rules

### Pro Forma Organizational Structure





<sup>1</sup> Spartan Energy, a Texas based private company founded in 2010, is a global provider of gas treating, compression and processing services. Spartan is the controlling shareholder of CCLP through its GP interest. Spartan's majority owner is Silverhawk Capital Partners; 2 Spartan Energy & Other CCLP Electing Shareholders will own OpCo Units and an equal number of shares of Preferred Shares of Kodiak. These shareholders will have the equal percentage voting and economic rights through these instruments. The Preferred Shares will have equal voting rights to Common Shares of Kodiak but no economic rights. The OpCo Units provide economic rights, but no voting rights; 3 Assumes all eligible shareholders elect to participate in Up-C structure consideration

# Summary Indicative Senior Unsecured Notes Terms



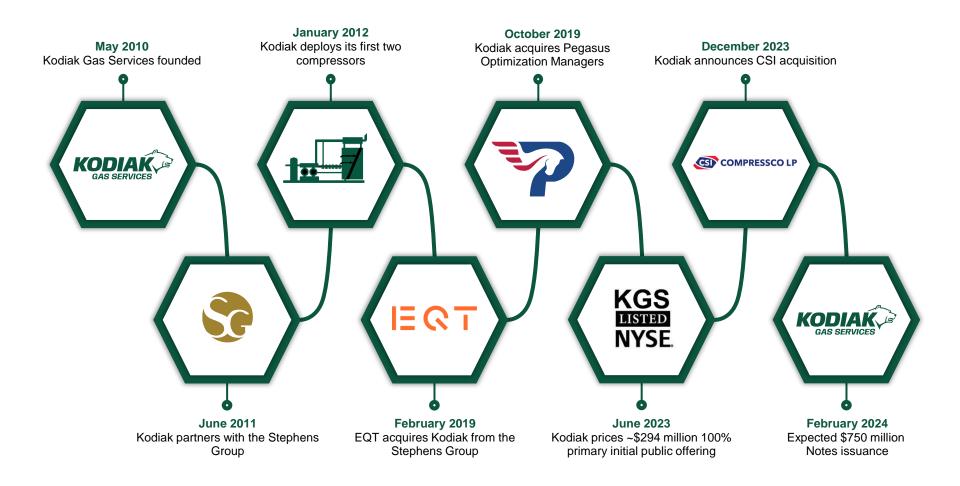
Parent:	Kodiak Gas Services, Inc.
Issuer:	Kodiak Gas Services, LLC
Issue:	\$750 million Senior Unsecured Notes (the "Notes")
Guarantors:	Parent and each of Parent's Subsidiaries (other than the Issuer) that is a borrower or guarantor under the ABL Credit Agreement
Use of Proceeds:	To repay existing indebtedness of CSI and the Issuer and to pay related fees and expenses <sup>1</sup>
Tenor:	5-Year
Call Protection:	<ul> <li>Non-callable for 2 years</li> <li>T+50bps make-whole premium during non-call period</li> <li>First call at par + 50% coupon, stepping down ratably to par in year 5</li> </ul>
Equity Clawback:	40% of aggregate principal amount
Special Mandatory Redemption:	If the Acquisition does not occur on or prior to January 1, 2025, Kodiak will be required to redeem 100% of the Notes at par plus accrued and unpaid interest
Negative Covenants:	Usual and customary for Senior Unsecured Notes transactions of this nature
Change of Control:	101% Change of Control Put if Issue downgraded by at least two Rating Agencies
Distribution:	144A for life

<sup>&</sup>lt;sup>1</sup> To the extent the Notes settle prior to the Acquisition closing date, proceeds will be used to repay Kodiak ABL borrowings. The Kodiak ABL would be drawn to repay the CCLP Debt balance on the Acquisition closing date



### **Evolution of Kodiak into Market Leader**





### Kodiak Overview



#### LEADING PROVIDER OF DOMESTIC ENERGY INFRASTRUCTURE

#### AT-A-GLANCE

NYSE: KGS

Shares Outstanding: 77.4 million

Market Cap: \$1.7 billion<sup>1</sup>

- Enterprise Value: \$3.5 billion¹
- LQA Q3 2023 Adj. EBITDA: \$440 million<sup>2</sup>
- Net Debt / LQA Q3 2023 Adj. EBITDA: 4.0x<sup>2</sup>

#### By the Numbers:

3.2mm Revenue Generating HP<sup>3</sup>

Large HP-Focused Fleet with 1,058 HP/Unit Average<sup>3</sup>

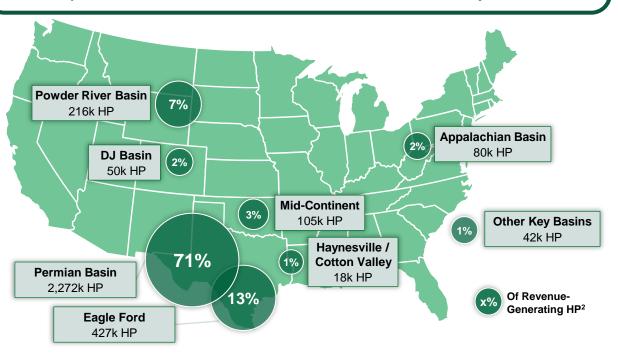
**Fixed Revenue Contracts** 

11.6% 2020A-Q3 2023 Adj. EBITDA CAGR<sup>4</sup>

>50% of Customer Base is Rated Investment Grade<sup>5</sup>

99%+ 4-Year Average Utilization<sup>6</sup>

0.28% Bad Customer Write-Offs<sup>7</sup>

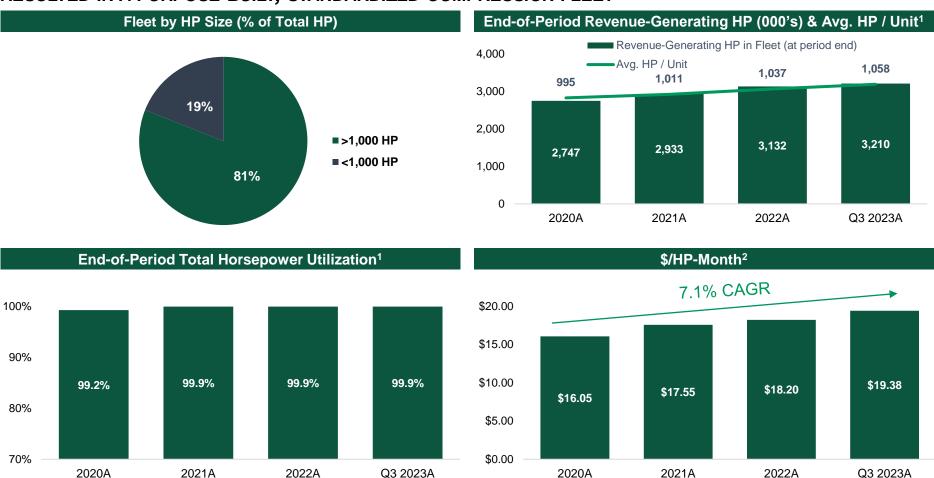


Source: Company filings, Kodiak Management, Bloomberg; <sup>1</sup> Based on KGS stock price as of 1/18/2024; <sup>2</sup> Reflects status quo Kodiak figures as of 9/30/2023. See Appendix beginning on page 43 for reconciliation of non-GAAP measures; <sup>3</sup> As of 9/30/2023; <sup>4</sup> Reflects LTM Q3 2023 Adjusted EBITDA figures; <sup>5</sup> Reflects percent of Q3 2023 Compression Operations revenue derived from Investment Grade rated customers per Kodiak Management; <sup>6</sup> Reflects average of Q3 2019 – Q3 2023 monthly utilization; <sup>7</sup> Reflects 2015 – Q3 2023 bad debt expense as percentage of total revenue

# Purpose-Built, Standardized Compression Fleet



KODIAK'S FOCUS ON LARGE, EXPERTLY-MAINTAINED UNITS DESIGNED FOR LIQUIDS-RICH BASINS HAS RESULTED IN A PURPOSE-BUILT, STANDARDIZED COMPRESSION FLEET



Source: FactSet, Kodiak Management, company filings and investor presentations. Fleet data as of 9/30/2023; 1 Revenue-generating horsepower divided by total fleet horsepower; 2 Average contracted fee \$ / HP-month calculated using LQA Compression Operations revenue and period-ending revenue-generating HP



# Financially Accretive Pathway to Industry Leadership



#### **Acquisition Highlights**

☐ On December 19, 2023, Kodiak announced an all-equity acquisition of CSI Compressco LP valued at \$854 million (based on December 18th market prices)

- ☐ Purchase price at announcement represents ~6.6x multiple of CSI LTM Q3 2023 Adj. EBITDA<sup>2</sup>
- Expected to create largest domestic contract compression fleet with 4.2 million revenue-generating horsepower<sup>1</sup>
- Expected to close in Q2 2024



#### **Largest Operator in Permian Basin**



#### **Highest Utilization Among Peers**



<sup>1</sup> Sum of Kodiak revenue-generating horsepower and CSI horsepower in service plus committed horsepower less international horsepower as of 9/30/2023; 2 Excludes synergies

# **Key Transaction Benefits**



Attractive
<b>Transactior</b>
<b>Economics</b>

- ☐ Enhanced cash flows help achieve leverage goal of 3.5x by year end 2025
- Over \$20 million of high-confidence expected annual cost synergies
- Transaction value of ~6.6x CSI LTM Q3 2023 Adjusted EBITDA, excluding synergies
- Expected to be accretive to Discretionary Cash Flow and Free Cash Flow per share

**Complementary Compression Assets** 

- Increases size and scale of fleet
- Opportunity to generate higher utilization across CSI's fleet
- Investments in large HP units and divestiture of small HP units have high-graded CSI's fleet

**Deepen Geographic Footprint and Expand Customer** Base

- ☐ Presence in the Permian Basin and Eagle Ford Shale augments Kodiak's existing footprint
- ☐ Fixed-revenue contracts with blue-chip customers
- Limited customer overlap

**Natural Extension of Diversified Service Offerings** 

- ☐ Broader service offerings via CSI's natural gas treating / cooling and aftermarket services
- Potential for cross-selling opportunities

### **CSI Business Overview**



### CSI IS A LEADING GLOBAL PROVIDER OF NATURAL GAS COMPRESSION, TREATING, COOLING, AND RELATED MIDSTREAM SERVICES

#### Segment Overview<sup>1</sup>

### **Natural Gas** Compression<sup>2</sup>

(73% of LTM Revenue)

- Movement through pipelines and facilities
- Natural gas engine or electric motor driven

### **After Market** Services (AMS)

(22% of LTM Revenue)

- Field and shop maintenance / repair of customer-owned units
- Compression parts sales

### **Natural Gas** Treating / Cooling<sup>4</sup>

(4% of LTM Revenue)

- Amine treating removes contaminants  $(H_2S/CO_2)$
- Gas coolers lower the temperature of hot natural gas, separating out valuable liquids

#### **CSI Operations**

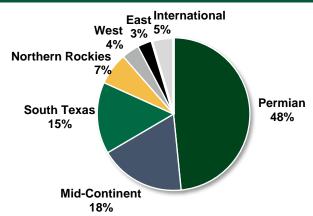








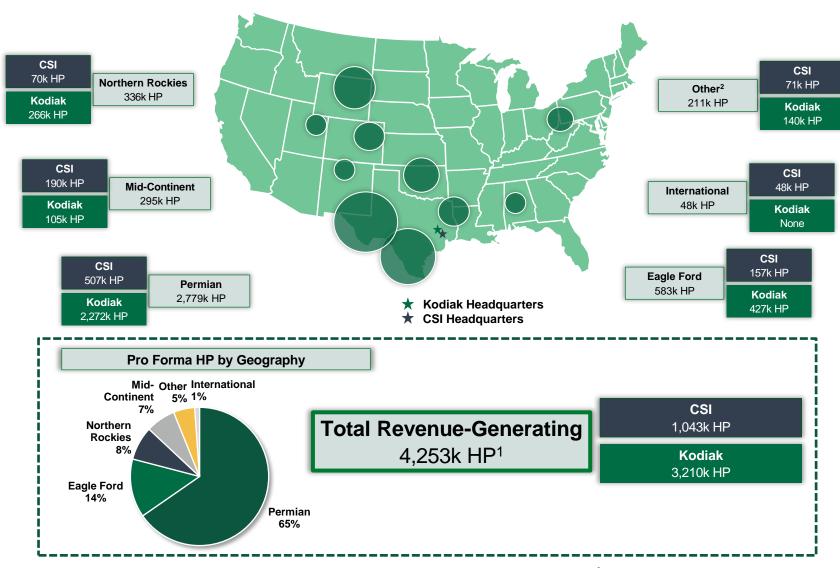
#### Total Horsepower by Geography<sup>3</sup>



Source: CSI Management, Kodiak Management, CSI filings and investor presentations; 1 As of 9/30/2023 per CSI filings. Excludes equipment sales segment which is 0.46% of LTM Revenue; 2 Natural gas compression refers to Contract services as disclosed on CSI's Q3 2023 10Q; 3Total horsepower as of 9/30/2023 per November 2023 CSI investor presentation; 4 Natural Gas Treating / Cooling refers to Equipment rentals as disclosed on CSI's Q3 2023 10Q

### Pro Forma Horsepower

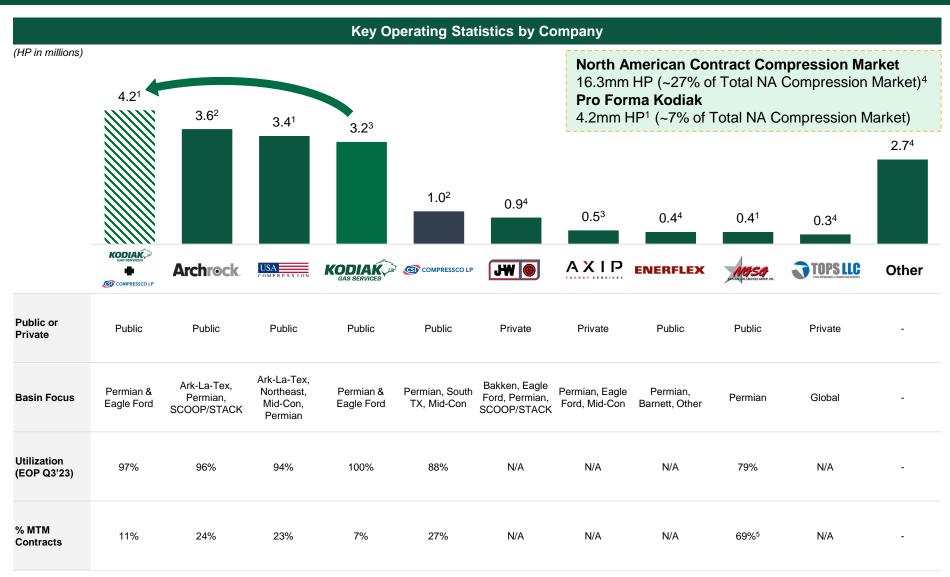




<sup>1</sup> Reflects revenue-generating horsepower for Kodiak and operating horsepower plus committed horsepower for CSI as of 9/30/2023; 2 Other category comprised of CSI figures identified as East and West, and Kodiak figures identified as Appalachia, Haynesville, and Other

# Pro Forma Peer Comparison





Source: Company websites, investor presentations, Kodiak Management, presentations, public filings and Spears & Associates; 1 Sum of Kodiak revenue-generating horsepower and CSI horsepower in service plus committed horsepower less international horsepower as of 9/30/2023; 2 Reflects operating horsepower as of 9/30/2023; 3 Revenue-generating horsepower as of 9/30/2023; 4 Data per Spears & Associates as of October 2023; 5 As of 12/31/2022; calculated by dividing the total number of units subject to MTM contracts by the total number of units

# Kodiak Peer Comparison Summary (Credit Metrics)



KODIAK'S COMBINED BUSINESS AND FINANCIAL CHARACTERISTICS ARE COMPARABLE TO LEADING RATED PLAYERS IN GAS COMPRESSION SERVICES





	_	Combined <sup>1</sup>		
	LQA Q3 2023 Revenue	\$1,323	I I \$1,014 I	\$868
Financial (\$ millions)	LQA Q3 2023 Adj. EBITDA <sup>2</sup>	\$596	I I \$481 I	\$521
	Combined Compression Operations Adjusted Gross Margin <sup>2</sup>	61%	I 64%³ I	66%³
	LQA Q3 2023 FCF <sup>2, 4</sup>	\$81	I I \$72 I	\$36
	Revenue From Top 10 Customers	42% of Revenue <sup>5</sup>	I I 55% of Revenue <sup>6</sup> I	38% of Revenue <sup>7</sup>
Customers	Top 10 Customer Credit Quality	70% Investment Grade <sup>8</sup>	I I 60% Investment Grade <sup>8</sup> I	not disclosed
	Percentage of Revenue Under MTM Contract	11%	1 1 24%	23%
	Corporate Ratings (Moody's / S&P / Fitch)	TBD	I   B1 / B+ / NR	B1 / B+ / BB
Dobt	Net Debt / LQA Q3 2023 Adj. EBITDA	4.1x	3.8x <sup>9</sup>	4.4x
Debt	LQA Q3 2023 Adj. EBITDA /i Interest Coverage Ratio	3.4x <sup>10</sup>	4.3x	3.1x
	Target Leverage	3.0-3.5x	3.0-3.5x	4.0x

Source: Company filings, Kodiak Management, and investor presentations and Bloomberg as of 1/10/2024; 1 Pro forma for Acquisition and Senior Unsecured Notes Offering, includes \$20.2mm in expected run-rate cost synergies; 2 Please see Appendix beginning on page 43 for reconciliation of non-GAAP measures; 3 Reflects "Contract operations gross margin percentage" per filings; 4 Reflects discretionary cash flow minus growth capex; 5 Reflects TTM combined top customer revenue divided by TTM combined total revenue as of 9/30/2023. TTM combined total revenue calculated as the sum of TTM KGS status quo Compression operations revenue and TTM CSI status quo total revenue; 6 Reflects YTD 2023 Contract Operations Revenue as of 12/5/2023; 7 Represents recurring revenues for the six months ended 6/30/2023; 8 Reflects % of Top Ten customers by number; 9 Per AROC Q3 2023 8-K; 10 Reflects LQA Combined Adj. EBITDA (including synergies) of \$596 million, divided by combined, annualized nine months ended 9/30/2023 pro forma cash interest expense, as provided in the S-4 and further adjusted for a 7.75% senior notes coupon, of \$176 million. Interest Coverage calculated in accordance with the ABL Credit Agreement



### Compression Required Throughout U.S. Energy Value Chain



#### GAS COMPRESSION IS MISSION-CRITICAL TO NATURAL GAS & OIL PRODUCTION

#### **Centralized Gas Lift**



Large horsepower, centralized facilities used to pressurize gas lift systems for field-wide reinjection to lift oil

### **Gathering Systems**



Large scale gathering facilities to collect natural gas and boost pressure into processing facilities or trunk lines

### **Gas Processing**



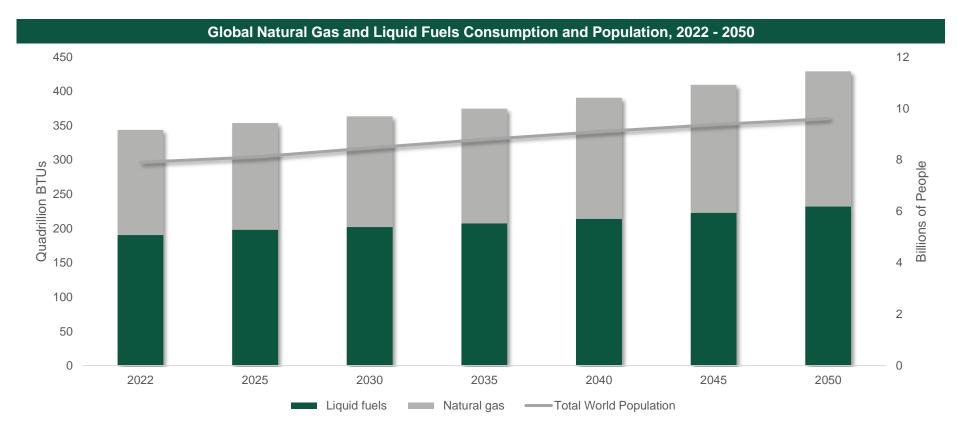
Compress natural gas to processing facility pressures

Recompress natural gas at plant outlet for transmission to end-users

### Global Demand for Natural Gas/Oil > Population Growth



- EIA projects that population growth combined with increased per capita energy consumption will drive a 34% increase in global energy consumption from 2022 to 2050<sup>1</sup>
- Renewables will play a role, but natural gas and oil consumption are projected to increase 25% over this period and outpace population growth<sup>1</sup>



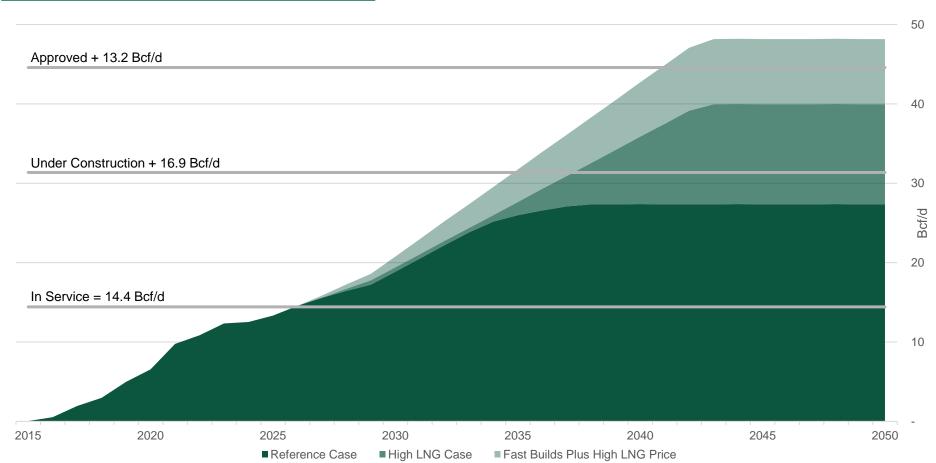
Source: U.S. Energy Information Administration ("EIA"); 1 International Energy Outlook 2023 (Reference case)

### U.S. LNG - Clean, Secure & Affordable Energy for the World



### U.S. LNG Exports, 2015 - 2050, LNG Export Capacity

### Current U.S. Dry Gas Production ≈ 104.5 Bcf/d

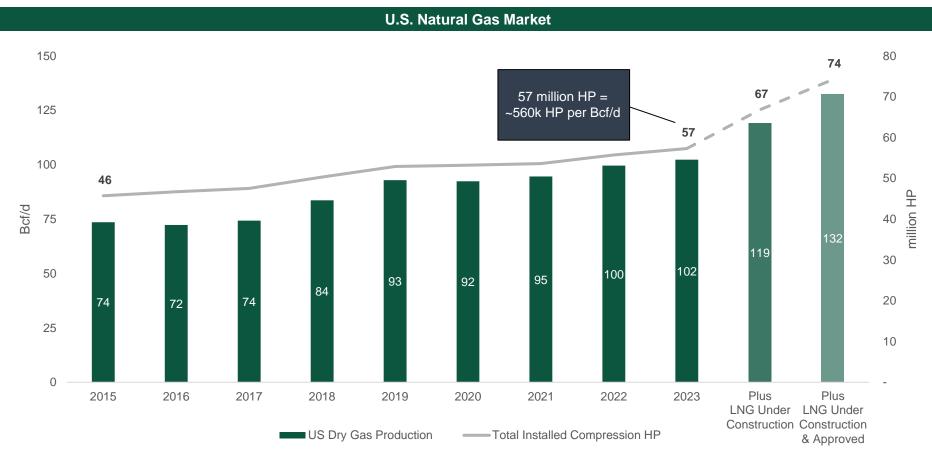


Source: Federal Energy Regulatory Commission (FERC); EIA

### Compression Market Must Grow to Meet U.S. Gas Demand



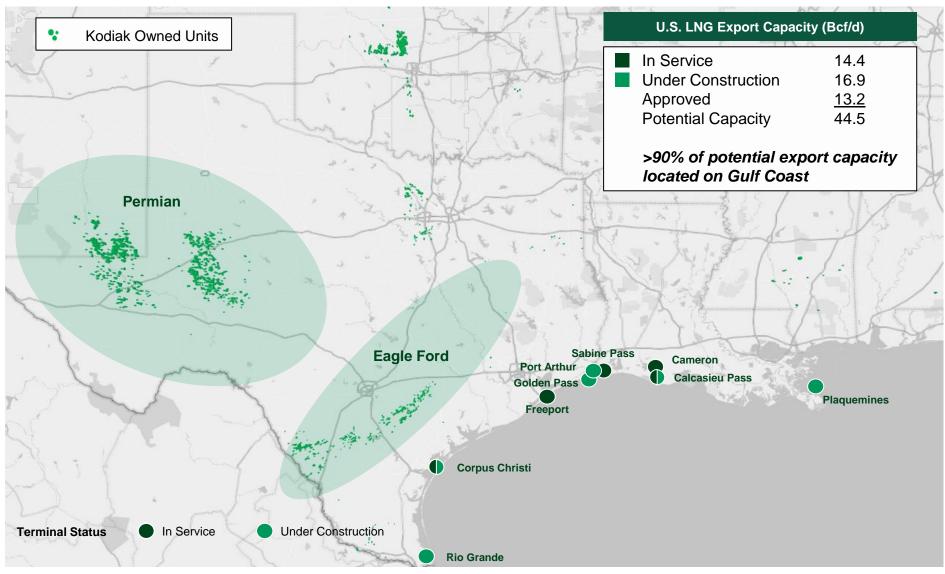
- Spears & Associates estimates the total U.S. gas compression market at ~57 million horsepower in 2023
  - This implies "compression intensity" of ~560k horsepower per Bcf/d of U.S. dry gas production
- Feedgas to supply LNG export terminals under construction will drive significant incremental compression demand
  - At current compression intensity, ~17 million HP of compression will be needed to supply the LNG plants under construction and approved by FERC



Source: Spears & Associates The Upstream Gas Compression Market: October 2023; Kodiak Management estimates

# Kodiak Compression Fleet is Well-Positioned





Source: FERC, Kodiak Management estimates



# Key Credit Highlights



Stable cash flows through commodity price cycles

Contract structure contributes to cash flow visibility

Differentiated operating approach results in longer-term relationships with blue chip customers



Extensive fleet provides strong asset coverage for bondholders

Conservatively capitalized with a focus on living within cash flow

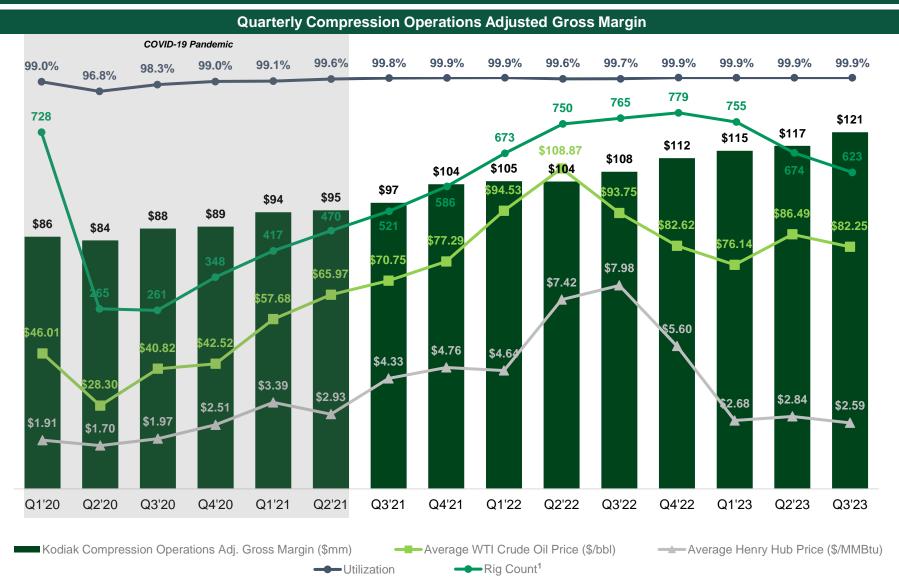
Experienced management team supporting one of the industry's most capable workforces

Source: Kodiak Management



# Steady Cash Flows in Most Commodity Price Environments KOL





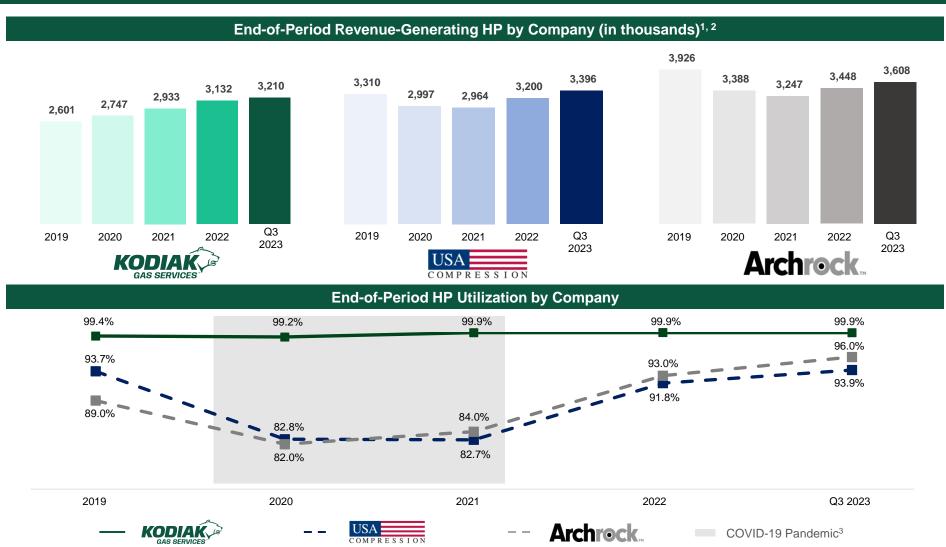
Source: Company filings, FactSet; Note: Adjusted Gross Margin is a non-GAAP financial measure; please see Appendix beginning on page 43 for reconciliation of non-GAAP measures; <sup>1</sup> Reflects end-of-quarter U.S. total rig count, including oil, gas and miscellaneous rigs, per Baker Hughes

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### Steady Growth Results in Industry-Leading Utilization





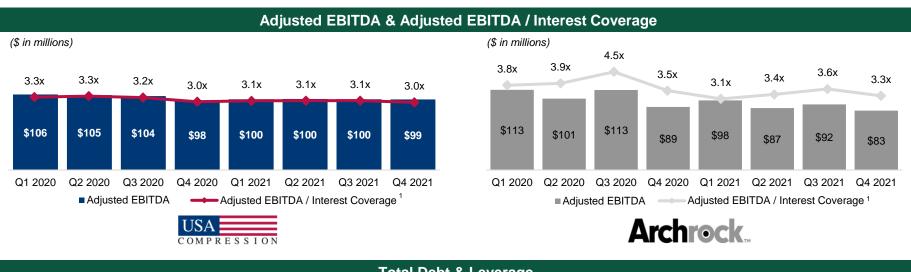
<sup>1</sup> Kodiak's 2019 HP shown pro forma for Pegasus acquisition; 2 AROC HP reflects total operating HP (at period end); 3 Peak Impact of COVID-19 Pandemic is defined as Q1 2020 through Q2 2021

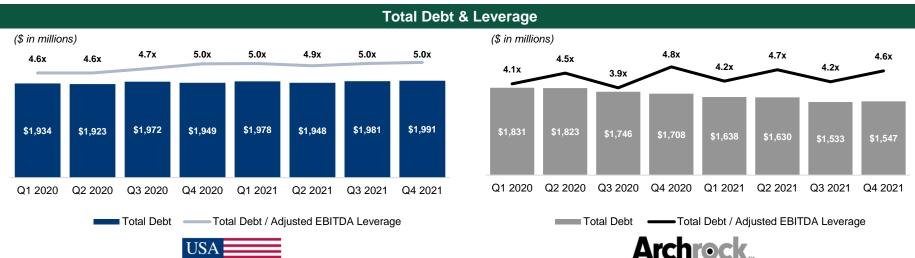


# Compression Sector Durability during COVID-19



### DURING THE COVID-19 PANDEMIC, KODIAK'S PEERS CONTINUED TO SERVICE THEIR DEBT





Source: Public filings; 1 Calculated as quarterly Adjusted EBITDA divided by quarterly interest expense

# Contract Structure Supports Cash Flow Visibility



Fixed monthly revenue with multi-year terms

**Annual Producer Price Index rate adjustments** 

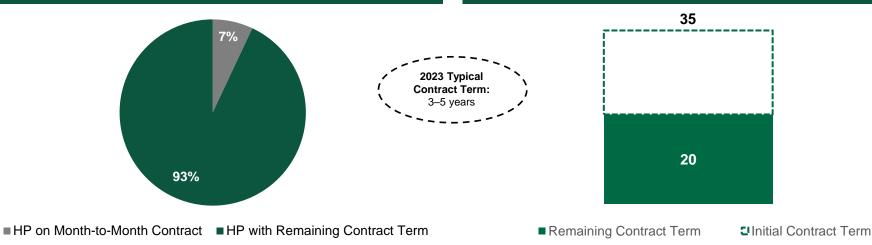
Advance billing improves working capital cycle

98% mechanical availability guarantee

Customer bears mobilization and demobilization costs



**Kodiak Status Quo Weighted Average Contract Term (months)** 





### Kodiak's Operating Strategy Is Designed to Maximize Uptime



# KODIAK'S RIGOROUS ENGINE AND COMPRESSOR MAINTENANCE PROGRAM, STRONG WORKFORCE AND DISTRIBUTED SPARE PARTS INVENTORY SYSTEM MATERIALLY DIFFERENTIATE ITS OPERATIONS

- Data-driven, preventative maintenance strategy
- Program systemically ensures that unit engines are effectively "zero-houred" every ~10 years
- Standardized equipment optimizes efficiency of maintenance program

#### **Investing in the Capabilities of our Teammates**



~19,000

Hours of Technical Training in 2023



~1,800

Hours of Compliance Training in 2023



~1,000

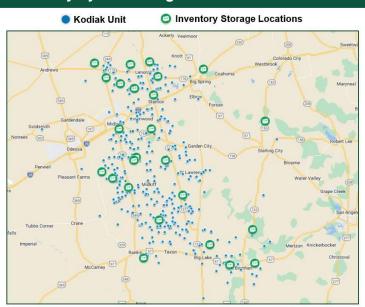
Hours of Professional Training in 2023



~13,500

Hours of EH&S Training in 2023

#### **Inventory System Designed to Minimize Downtime**

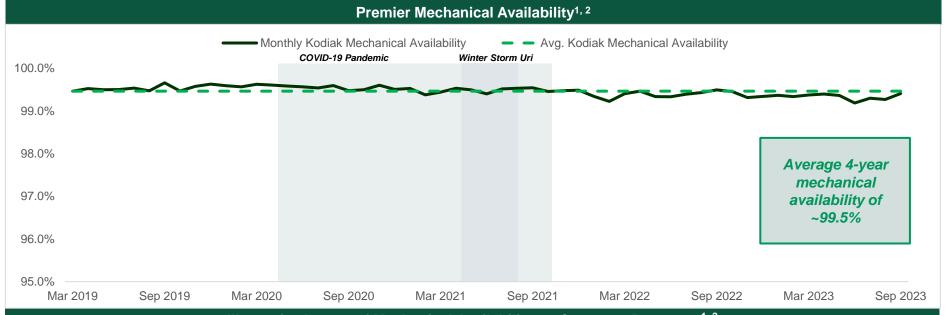


Positioning spare parts in close proximity to units maximizes run-time

Kodiak's customer-centric operating model will be leveraged to create value across the CSI portfolio

# 3 Superior Performance





### Illustrative Impact of Mechanical Availability on Customer Revenues<sup>1, 2</sup>

	Gas lift in oil production					
Mechanical	% Below	Monthly Customer	Total Annualized			
Availability	Kodiak	Revenue Risk	Revenue Risk			
99.5%	0.0%	NA	NA NA			
99.0%	0.5%	(\$47,906)	(\$574,875)			
98.5%	1.0%	(\$95,813)	(\$1,149,750)			
98.0%	1.5%	(\$143,719)	(\$1,724,625)			
97.0%	2.5%	(\$239,531)	(\$2,874,375)			
96.0%	3.5%	(\$335,344)	(\$4,024,125)			
95.0%	4.5%	(\$431,156)	(\$5,173,875)			

#### Customers are willing to pay a premium for higher mechanical availability

Source: Kodiak Management; Note: Mechanical availability reflects downtime that is incurred as a result of Kodiak's operations only, including mechanical shutdowns, maintenance, repair or overhauls; Any downtime not caused by Kodiak is not included in the calculation of downtime; <sup>1</sup> Assumes one 3516 compressor unit (1380 HP) located on a wellpad and supporting 10 gas-lifting wells, with 450 Bbl/d production limit per well, resulting in total of 4,500 Bbl/d @ 30.4 days per month; <sup>2</sup> Assumes \$70 / Bbl crude pricing



# Premier Customer Base Supports Superior Growth

















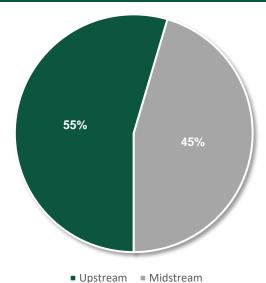




### Top 5 Pro Forma Customer Overview<sup>1</sup>

Γορ 5 customers¹	Customer A	Customer B	Customer C	Customer D	Customer E	
Credit rating	BBB+	A-	BBB	А	BBB-	
% of Revenue as of Q3 2023	8.8%	5.8%	5.3%	4.4%	4.1%	
Length of relationship (years)	10+	10+	10+	10+	10+	

### Pro Forma Customers by Type<sup>2</sup>



Source: Kodiak Management; 1 Customers ranked according to % of pro forma TTM revenue as of September 30, 2023; 2 By HP as of September 30, 2023

# 4 Fleet Detail – Asset Coverage



### EXTENSIVE PRO FORMA FLEET PROVIDES STRONG ASSET COVERAGE TO BONDHOLDERS



	(\$ in millions)	GAS SERVICES
Current Assets	A/R <sup>1</sup> Inventories <sup>1</sup>	172 117
Fleet	Gross Fleet (Orderly Liquidation Value – In Place) <sup>2,3,4</sup> <i>Less:</i> Liquidation Expenses Net Fleet (Orderly Liquidation Value – In Place) <sup>2,3,4</sup>	3,554 (89) 3,465
Asset Coverage	Total Net Asset Base Total Debt <sup>5</sup>	3,754 2,471
	Asset Coverage	1.5x

Fleet Detail <sup>2</sup>					
	Units	HP_			
Compression	6,946	4,138,885			
Production / Processing & Treating	562	N/A			

92.3% of Kodiak's pro forma asset base is comprised of its high-quality, long-lived compression fleet

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<sup>&</sup>lt;sup>1</sup> Per Company filings, as of 9/30/2023; <sup>2</sup> Per Tiger Asset Intelligent Compression Fleet Appraisal Reports, as of 6/30/2022 (KGS) and 5/31/2023 (CCLP); <sup>3</sup> Orderly Liquidation Value – In Place (OLV-IP) is an asset-based lending concept defined as an estimated amount the target asset could typically realize if sold in a bundled, privately negotiated, competitive sale over a 6-to 12-month time period; <sup>4</sup> Includes both Compression and Production/Processing & Treating Fleet; <sup>5</sup> Please refer to page 7 for detail

# Capital Allocation Framework



### **Adjusted EBITDA**

Stable and growing cash flow base insulated from short-cycle commodity price swings

#### **Cash Interest**

(-)

(-)

(-)

(=)

80% of pro forma debt either fixed rate or swapped to fixed

### **Cash Taxes**

-\$2B NOLs provide tax shield through 2030

#### **Maintenance Capex**

Estimated ~5-8% of revenues; predictable based on fleet age and hours

80% of pro forma debt either fixed rate or swapped to fixed, large NOL balance and predictable maintenance capex

### (=) Discretionary Cash Flow

Cash Dividends

Expected dividend coverage of > 2x

### **Growth Capex**

Conservative, prudent, wellcovered dividend, balanced against investments in business and de-levering to target leverage ratio

High-return capital deployment alongside bluechip customers within free cash flow

### Cash Flow Positive

**Target Leverage Ratio of 3.0 – 3.5x** 

Publicly-announced leverage target of 3.5x by end of 2025

Contracted nature of Kodiak's business enables Kodiak to halt dividend payments or capex to instead pay down debt in a downside market scenario



# 6 Leadership Team is One of the Best in the Industry



#### THE KODIAK LEADERSHIP TEAM AVERAGES ~20 YEARS OF INDUSTRY EXPERIENCE



**Mickey McKee** President & Chief ExecutiveOfficer Years in Kodiak: 13 years Industry experience: 20 years

- Formed Kodiak in 2010
- Previously held positions as the SVP of Sales and Marketing / Engineering and Fleet Management for CDM Resource Management



**John Griggs Chief Financial Officer** Years in Kodiak: 1 year Industry experience: 23 years

- Joined Kodiak in January 2023
- Previous CFO roles at Circulus Holdings, Conquest Completion Services and Rubicon Oilfield International
- Prior senior roles in energy private equity, energy lending, and energy investment banking



Chad Lenamon Chief Operations Officer Years in Kodiak: 6 years Industry experience: 25+years

- Joined Kodiak from Pegasus in 2019
- Prior to Kodiak, was the CEO of Pegasus Optimization Managers and, prior to that, President of CDM Resource Management



**Kelly Battle** Chief Legal Officer, Chief Compliance Officer & Corporate Secretary Years in Kodiak: 1 year Industry experience: 19 years

- Has served as EVP and General Counsel since ioining Kodiak in December 2022
- Previously was VP and General Counsel at Exterran in Houston, Texas, where she worked for 18 years



Cory Roclawski Chief Human Resource Officer Years in Kodiak: 3 years Industry experience: 17 years

- Has served as Chief Human Resource Officer since joining Kodiak in February 2020
- Previously held various senior HR positions at Rubicon Oilfield International and Exterran



Pedro Buhigas **Chief Information Officer** Years in Kodiak: 2 years Industry experience: 18 years

- Has served as Chief Information Officer since joining Kodiak in September 2021
- Previously held senior IT leadership positions at Basic Energy Services, TETRA Technologies, and Stallion Oilfield Services



**Ewan Hamilton, CPA Chief Accounting Officer** Years in Kodiak: 11 years Industry experience: 11 years

- Prior to his role as Chief Accounting Officer, served as CFO from 2016 to 2022 and previously was the Financial Controller of the Company since joining Kodiak in 2012
- Previously served as a public auditor at Pattillo, Brown & Hill, LLP



Travis Marrs **EVP of Sales. Fleet** Management & Engineering Years in Kodiak: 13 years Industry experience: 13 years

- Has served as EVP of Sales, Fleet Management, and Engineering since 2019
- Prior to 2019, held various roles in operations
- Previous roles at CDM Resource Management in the Fleet Management and Engineering department



Jason Stewart, CFA. CPA **EVP of Corporate Development** 

and Treasurer Years in Kodiak: 7 years Industry experience: 21 years

- Has served as EVP of Corporate Development since joining Kodiak in 2016
- Previously CEO at Themis Capital Corporation and CFO of Enerven Compression
- Held senior roles at SunTrust Robinson Humphrey, CIT Energy and PNC



**Carrie Hodgins** EVP of Environmental.

Health & Safety Years in Kodiak: 2 years Industry experience: 25+ years

- Has served as EVP of Environmental, Health & Safety since joining Kodiak in February 2021
- Previously served 15+ years leading EH&S teams for Royal Dutch Shell



**Graham Sones** VP of Investor Relations Years in Kodiak: 4 years Industry experience: 8 years

- Senior leader in various lending financial institutions spanning 18 years, most notably CIT Group and Bank of America, with 4 years dedicated to companies in the energy sector
- Significant experience in public accounting firms such as KPMG and Arthur Andersen

9-member Board that is 56% diverse and is comprised of CEO and 8 independent directors (which includes 2 EQT representatives)

Source: Kodiak Management



### **Combined Historical Results**

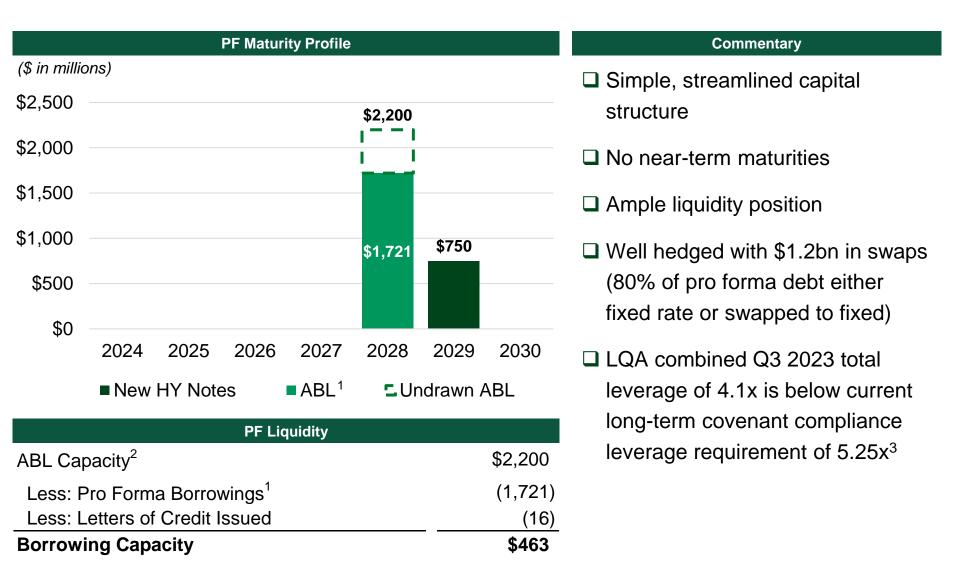




Source: Kodiak Management; 1 Adjusted Gross Margin, Adjusted EBITDA and Discretionary Cash Flow are non-GAAP financial measures; please see Appendix beginning on page 43 for reconciliation of non-GAAP measures

### Well Positioned with Robust Balance Sheet





<sup>1</sup> Please refer to page 7 for detail; 2 Lesser of (i) \$2,200mm of commitments and (ii) pro forma borrowing base availability (est. as \$2.7bn as of 1/8/2024); 3 Maximum total leverage steps down beginning for the quarter ended 3/31/2024, unless an unsecured debt issuance occurs, which is expected in Q1 2024



# Kodiak Standalone Non-GAAP Reconciliation Summary



Discretionary Ca	sh Flow an	d Free C	ash Flow	
(in thousands)				
	2021	2022	Q1 - Q3 2023	Q3 2023
Net income	\$180,963	\$106,265	\$26,940	\$21,766
Depreciation and amortization	160,045	174,463	136,414	46,087
Change in fair value of derivatives	(40,827)	(87,363)	13,551	(7,978)
Loss on extinguishment of debt	-	-	6,757	6,757
Deferred tax provision	(60,972)	27,301	6,312	5,551
Amortization of debt issuance costs	6,944	13,727	11,260	189
Equity Compensation expense	1,224	971	3,452	2,544
Transaction expenses	1,351	2,370	1,713	440
Impairment of compression equipment	9,107	-	-	-
Gain on sale of capital assets	426	(874)	(721)	-
Maintance capital expenditures	(38,088)	(48,313)	(28,056)	(12,312)
Discretionary Cash Flow	\$220,173	\$188,547	\$177,622	\$63,044
Growth capital expenditures	(170,806)	(212,953)	(124,015)	(55,671)
Proceeds from sale of assets	13	8,082	1,055	-
Free Cash Flow	\$49,380	(\$16,324)	\$54,662	\$7,373

Adjusted EBITDA							
(in thousands)							
	2021	2022	Q1 - Q3 2023	Q3 2023			
Net (loss) income	\$180,963	\$106,265	\$26,940	\$21,766			
Interest expense, net	84,640	165,867	182,030	39,710			
Income tax expense (benefit)	(58,573)	33,092	9,765	7,904			
Depreciation and amortization	160,045	174,463	136,414	46,087			
Loss on extinguishment of debt	-	-	6,757	6,757			
Gain on derivatives	(18,174)	(83,116)	(42,080)	(15,141)			
Equity compensation expense	1,224	971	3,452	2,544			
Transaction expenses	1,351	2,370	1,713	440			
(Gain) loss on sale of capital assets	426	(874)	(721)	-			
Impairment of compression equipment	9,107		-	-			
Adjusted EBITDA	\$361,009	\$399,038	\$324,270	\$110,067			
Adjusted EBITDA Percentage	59.5%	56.4%	51.9%	47.7%			

Adjusted Gross Margin							
(in thousands)							
	2021	2022	Q1 - Q3 2023	Q3 2023			
Total Revenues	\$606,375	\$707,913	\$624,401	\$230,983			
Cost of Sales (excluding D&A)	(210,177)	(267,351)	(259,164)	(104,290)			
Depreciation and Amortization	(160,045)	(174,463)	(136,414)	(46,087)			
Gross Margin	\$236,153	\$266,099	\$228,823	\$80,606			
Depreciation and Amortization	160,045	174,463	136,414	46,087			
Adjusted Gross Margin	\$396,198	\$440,562	\$365,237	\$126,693			

Adjusted Gross Margin for Compression Operations						
(in thousands)						
	2021	2022	Q1 - Q3 2023	Q3 2023		
Total Revenues	583,070	654,957	545,989	186,673		
Cost of Sales (excluding D&A)	(192,813)	(225,715)	(193,257)	(65,470)		
Depreciation and Amortization	(160,045)	(174,463)	(136,414)	(46,087)		
Gross Margin	230,212	254,779	216,318	75,116		
Depreciation and Amortization	160,045	174,463	136,414	46,087		
Adjusted Gross Margin	390,257	429,242	352,732	121,203		

# Kodiak Standalone Adj. Gross Margin for Compression Operations Reconciliation



Adjusted Gross Margin for Compression Operations by Quarter (Q1 2020 – Q4 2021)								
(in thousands)								
	Q1 2020	Q2 2020	Q3 2020	Q4 2020	Q1 2021	Q2 2021	Q3 2021	Q4 2021
Total Revenues	131,616	123,499	128,355	132,259	137,445	142,622	148,595	154,408
Cost of Sales (excluding D&A)	(45,899)	(39,045)	(39,897)	(43,110)	(43,269)	(47,929)	(51,124)	(50,491)
Depreciation and Amortization	(32,751)	(38,147)	(37,567)	(37,167)	(38,049)	(39,126)	(40,789)	(42,081)
Gross Margin	52,966	46,307	50,891	51,982	56,127	55,567	56,682	61,836
Depreciation and Amortization	32,751	38,147	37,567	37,167	38,049	39,126	40,789	42,081
Adjusted Gross Margin	85.717	84.454	88.458	89.149	94.176	94.693	97.471	103.917

Adjusted Gross Margin for Compression Operations by Quarter (Q1 2022 – Q3 2023)								
(in thousands)								
	Q1 2022	Q2 2022	Q3 2022	Q4 2022	Q1 2023	Q2 2023	Q3 2023	
Total Revenues	157,495	162,808	163,662	170,992	177,697	181,619	186,673	
Cost of Sales (excluding D&A)	(52,937)	(58,336)	(55,872)	(58,570)	(62,770)	(65,017)	(65,470)	
Depreciation and Amortization	(42,405)	(43,396)	(44,111)	(44,551)	(44,897)	(45,430)	(46,087)	
Gross Margin	62,153	61,076	63,679	67,871	70,030	71,172	75,116	
Depreciation and Amortization	42,405	43,396	44,111	44,551	44,897	45,430	46,087	
Adjusted Gross Margin	104,558	104,472	107,790	112,422	114,927	116,602	121,203	

### CSI Standalone Non-GAAP Reconciliation Summary



Discretionary Cash F	low and F	ree Cas	h Flow¹	
(in thousands)				
	2021	2022	Q1 - Q3 2023	Q3 2023
Net loss	(\$50,272)	(\$22,095)	(\$6,133)	(\$947)
Provision for income taxes	4,952	4,786	1,685	209
Depreciation and amortization	78,234	78,231	57,193	19,256
Impairment of fixed assets and inventory	-	135	-	-
Non-cash cost of compressors sold	3,368	1,382	867	411
Equity compensation expense	1,954	1,622	1,334	457
Outside services costs related to unit disposals	-	-	155	-
Fire Damaged Unit	-	-	893	893
(Benefit) Provision for income taxes, depreciation, amortization and impairments attributed to discontinued operations	256	(173)	-	-
ERP Write off	4,635	-	-	-
Reorganization costs	754	-	-	-
Prior year sales tax accrual adjustment	367	-	-	-
Manufacturing engine order cancellation charge	300	-	-	-
Other	-	230	179	62
Transaction Costs	2,146	210	-	-
Current Income tax expense	(4,756)	(4,410)	(2,058)	(352)
Maintenance capital expenditures	(12,761)	(18,028)	(16,408)	(6,105)
Non-cash items included in interest expense	8,592	526	104	75
Distributable Cash Flow	\$37,769	\$42,416	\$37,811	\$13,959
Growth Capex, net of sales proceeds	(29,337)	(25,911)	(17,760)	(6,108)

Adjusted EBITDA							
(in thousands)							
	2021	2022	Q1 - Q3 2023	Q3 2023			
Net loss	(\$50,272)	(\$22,095)	(\$6,133)	(\$947)			
Interest expense, net	54,791	50,503	40,472	13,410			
Provision for income taxes	4,952	4,786	1,685	209			
Depreciation and amortization	78,234	78,231	57,193	19,256			
Impairment of fixed assets and inventory	-	135	-	-			
Non-cash cost of compressors sold	3,368	1,382	867	411			
Equity compensation expense	1,954	1,622	1,334	457			
Outside services costs related to unit disposals	-	-	155	-			
Severance	114	432	213	88			
Fire Damaged Unit	-	-	893	893			
(Benefit) Provision for income taxes, depreciation, amortization and impairments attributed to discontinued operations	256	(173)	-	-			
ERP Write off	4,635	-	-	-			
Reorganization costs	754	-	-	-			
Prior year sales tax accrual adjustment	367	-	-	-			
Manufacturing engine order cancellation charge	300	-	-	-			
Other	(137)	440	430	62			
Transaction Costs	2,146	210	-	-			
Adjusted EBITDA	\$101,462	\$115,473	\$97,109	\$33,839			

Adjusted Gross Margin <sup>1</sup>							
	2021	2022	Q1 - Q3 2023	Q3 2023			
Total Revenues	\$304,171	\$353,398	\$287,857	\$99,707			
Cost of Sales (excluding D&A)	(168,687)	(197,566)	(159,619)	(54,321)			
Depreciation and Amortization	(78,234)	(78,231)	(57,193)	(19,256)			
Gross Margin	\$57,250	\$77,601	\$71,045	\$26,130			
Depreciation and Amortization	78,234	78,231	57,193	19,256			
Adjusted Gross Margin	\$135,484	\$155,832	\$128,238	\$45,386			

\$8,432

Adjusted Gross Margin for Contract Services <sup>1, 2</sup>						
(in thousands)						
	2021	2022	Q1 - Q3 2023	Q3 2023		
Total Revenues	\$234,998	\$263,241	\$211,625	\$71,457		
Cost of Sales (excluding D&A)	(118,702)	(135,639)	(107,747)	(35,153)		
Depreciation and Amortization <sup>3</sup>	(78,234)	(78,231)	(57,193)	(19,256)		
Gross Margin	\$38,062	\$49,371	\$46,685	\$17,048		
Depreciation and Amortization	78,234	78,231	57,193	19,256		
Adjusted Gross Margin	\$116,296	\$127,602	\$103,878	\$36,304		

\$7,851

Free Cash Flow

<sup>1</sup> Prepared by Kodiak as CSI does not present these figures; 2 Most equivalent reportable unit to Kodiak's Compression Operations Segment; 3 Assumes all depreciation and amortization of CCLP is related to the Contract Services reportable unit as the majority of the property, plant, and equipment are attributable to compression and equipment