



# Second Quarter Fiscal 2025 | Earnings Call

**NYSE: BV**

May 8, 2025

# 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 "believes," "expects," "may," "will," "should," "seeks," "intends," "plans," "estimates," 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: competitive industry pressures; our ability to preserve long-term customer relationships; a determination by customers to reduce their outsourcing or use of preferred vendors; inconsistent practices and the operating results of individual branches; our ability to implement our business strategies and achieve our growth objectives;

impacts of future acquisitions or other strategic transactions; 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 potential impacts on revenues and our financial condition caused by any disposition of assets or discontinuation of lines of business; 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; disruptions in our supply chain and changes in our ability to source adequate supplies and materials in a timely manner; 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 ability to collect amounts owed on such contracts; the conditions and periodic fluctuations of the new commercial construction sector, as well as spending on repair and upgrade activities; the level, timing and location of snowfall; our ability to retain or hire our executive management and other key personnel; our ability to attract, retain and maintain positive relations with workers; any failure to properly verify employment eligibility of our employees; the liability exposure from our use of subcontractors to perform work under certain customer contracts; our recognition of future impairment charges; laws and governmental regulations, including those relating to employees, wage and hour, immigration, human health, safety, transportation and the associated financial impact of such regulations; environmental, health and safety laws and regulations, including laws pertaining to the use of pesticides, herbicides and fertilizers, or liabilities thereunder, as well as the related risk of potential litigation; the distraction and impact caused by litigation, of adverse litigation judgments and settlements resulting from legal proceedings; tax increases and changes in tax rules; any increase in on-job accidents involving employees; any failure, inadequacy, interruption, security failure or breach of our information technology systems; compliance with data privacy regulations; our ability to adequately protect our intellectual property; any adverse consequences of our substantial indebtedness; increases in interest rates governing our variable rate indebtedness increasing the cost of servicing our substantial indebtedness; risks related to counterparty credit worthiness or non-performance of the derivative financial instruments we utilize; restrictions within our debt agreements that limit our flexibility in operating; our ability to generate sufficient cash flow to satisfy our significant debt service



# Introductory Information (con't.)

sheet financing, contractual obligations and general and commercial liabilities; any failure to extend credit under our facility or reduce the borrowing base under our Revolving Credit Facility; 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 and One Rock to exert significant influence over us; anti-takeover provisions in our organizational documents that could delay or prevent a change in control; the authorization of our Board of Directors to issue and designate shares of our preferred stock in additional series without stockholder approval; 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; our certificate of incorporation restricting all stockholder litigation matters to the Court of Chancery of the State of Delaware and the federal district courts of the United States of America; 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, global health emergencies and other external events; heightened inflation, geopolitical conflicts, recession, financial market disruptions, trade policies and tariffs, and other economic conditions; environmental, social and governance matters and/or our reporting of such matters; significant changes in our stock price and its ability for resale; securities analysts' reports about our business or their downgrade of our stock or sector; maintaining effective internal controls; 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](http://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.



# Executive Summary

Dale Asplund | President & Chief Executive Officer

# Key Highlights & Strategic Priorities

Raising FY25 Adjusted EBITDA, Margin & Free Cash Flow Guidance

## Business Update



Delivered record EBITDA and margin with margin expansion of +150bps



Resilient business model positions us to drive profitable growth



One BrightView transformation progressing

## Strategic Priorities: 2025 & Beyond



BECOMING THE EMPLOYER OF CHOICE



CUSTOMER CENTRIC FOCUS



UNLOCKING SIZE AND SCALE



STRATEGIC CAPITAL ALLOCATION

=



**INVESTMENT  
OF CHOICE**

# Resilient Business Against Macro Backdrop

## Highly Resilient Revenue Base



- Resilient & diversified recurring contract base
- Robust backlog = future Maintenance opportunities
- Pricing & scope flexibility



## Our Workforce



- E-Verify implemented 2016
- Reduced turnover = less hiring & training
- Wage inflation normalized



## Inflationary Environment



- Price escalators and protections in contracts
- Fuel / Debt hedged
- Centralized procurement to leverage size & scale



**Ability to execute strategic priorities regardless of end-market conditions**

# Continued Execution of Key Strategies



BECOMING THE  
EMPLOYER OF  
CHOICE



CUSTOMER  
CENTRIC  
FOCUS

Employer of Choice + Customer Centric Focus = Service Provider of Choice



Crew PTO



Trucks / Mowers

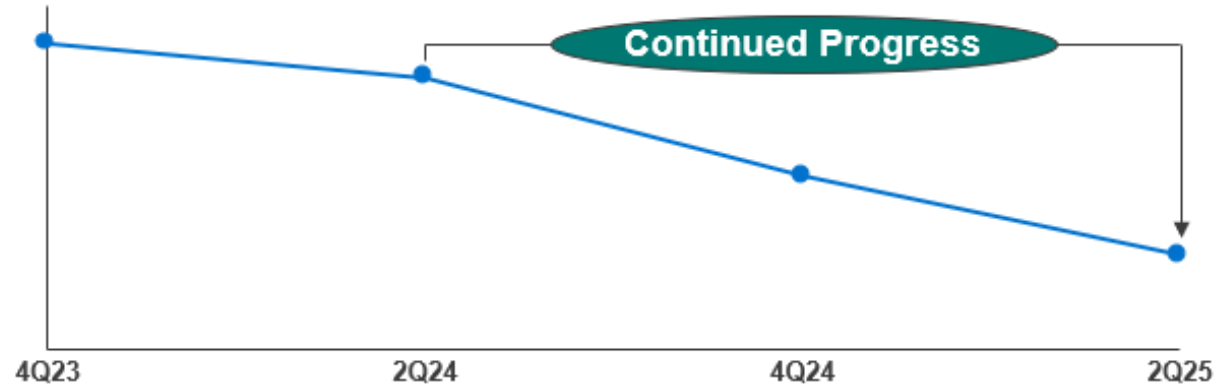


Service Hours



## TTM Frontline Employee Turnover

Continued Progress



Improved  
Communication



Best-in-class  
service

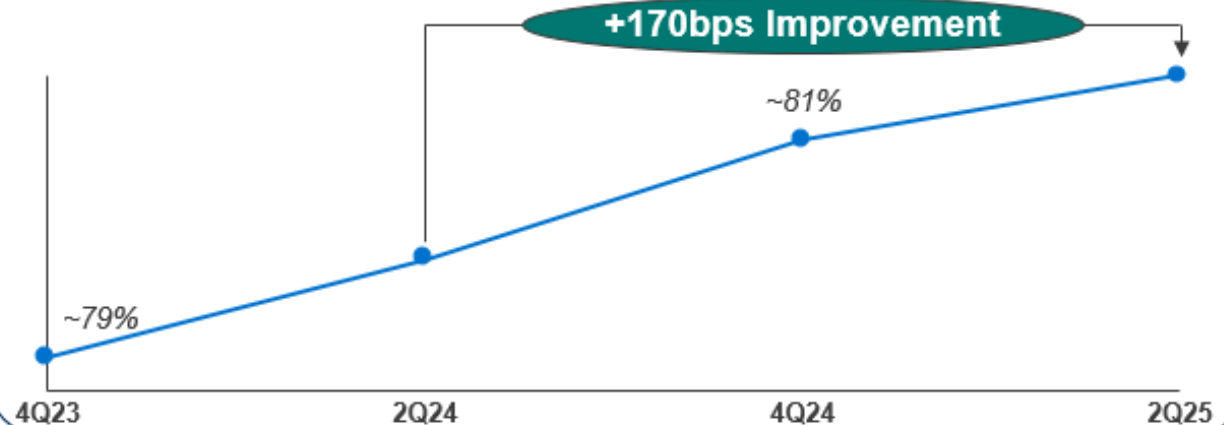


Efficient / Unified



## TTM Land Maintenance Customer Retention

+170bps Improvement



# The Winning Formula is in Motion

*Execution against our Strategy Creates Long-term Shareholder Value*



**Employee  
Turnover**



**Customer  
Retention**



**Customer  
Retention**



**Growing  
Branches**



**Bigger  
Branches**



**More  
Profitable  
Branches**

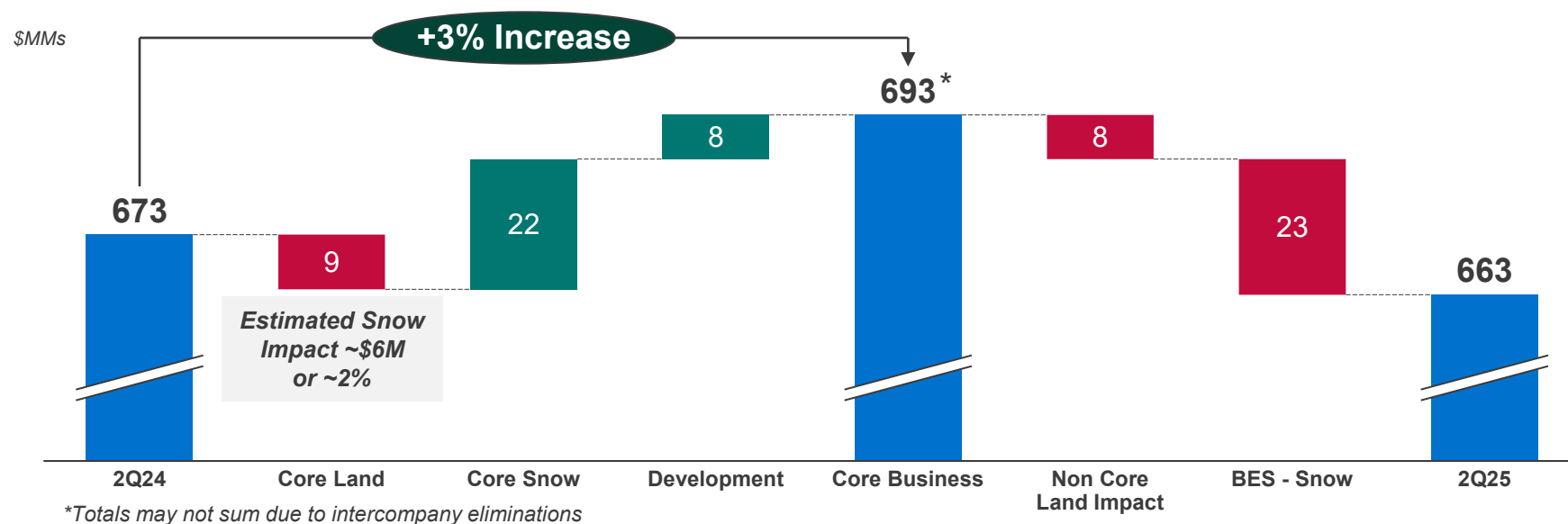




# Financial Review & Outlook

Brett Urban | Chief Financial Officer

# 2Q25 Revenue



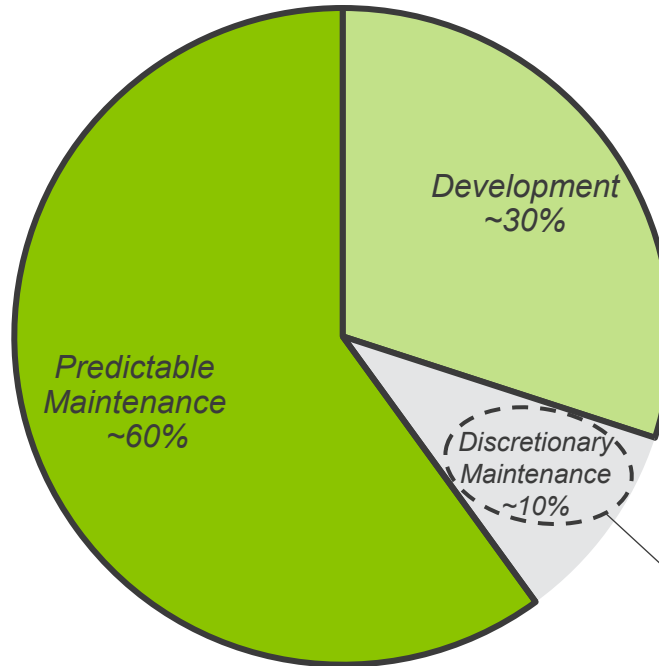
\$MMs	2Q25	2Q24	Commentary
<b>Total Revenue</b>	<b>\$662.6</b>	<b>\$672.9</b>	• ~3% increase excluding non-core
Land	\$320.3	\$337.4	• Unwind of BES
Snow	\$172.5	\$173.1	• Core snow +\$22M or +15%; offset by BES unwind
Total Maintenance Services	\$492.8	\$510.5	• Driven by unwind of BES
Development Services	\$171.9	\$164.4	• ~4.6% increase driven by backlog conversion

# Highly Resilient Revenue Mix

*Revenue well-positioned against macroeconomic uncertainties*

## Resilient Land Maintenance Revenue

- Predictable & diversified recurring contract base
- Portion of Ancillary revenue steady
- Pricing & scope flexibility



## Development Revenue

- Strong backlog; selling work that will be completed in fiscal 2026 & beyond
- Macro economic impacts could affect timing of projects

## Discretionary Land Maintenance Revenue

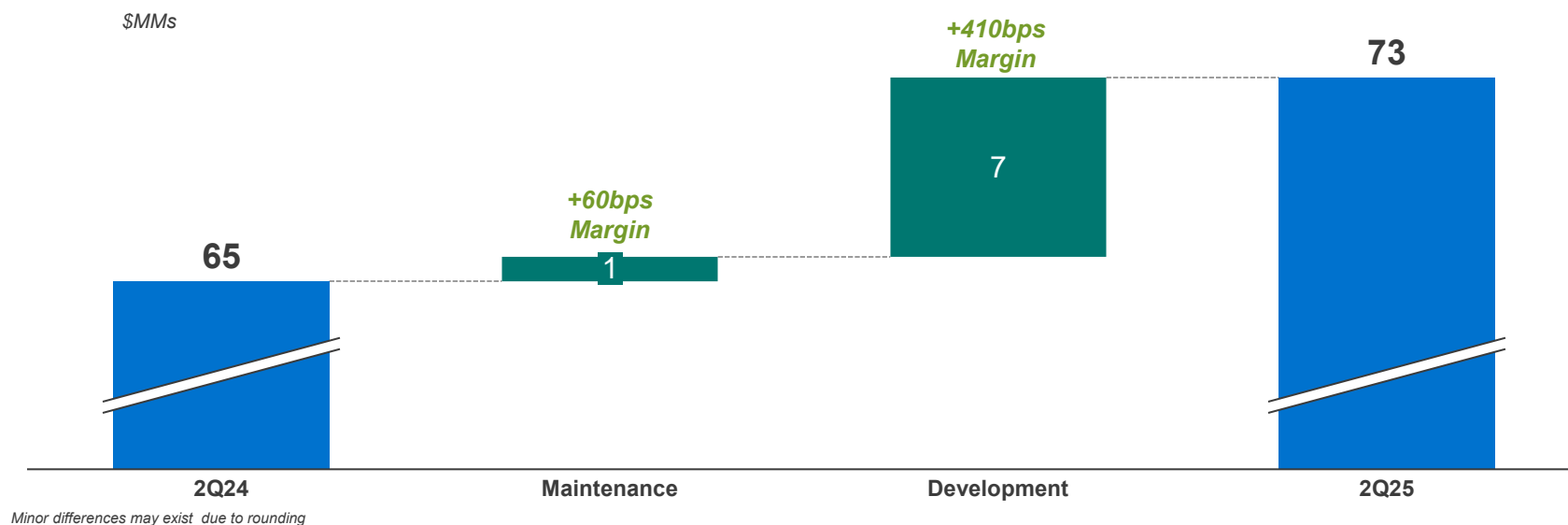
- Not immune to potential economic impacts
- Portion of Ancillary revenue more discretionary

*~65% or ~\$170M remaining in 2H*

*\*Excludes snow revenue of ~\$205M*

# 2Q25 Adjusted EBITDA

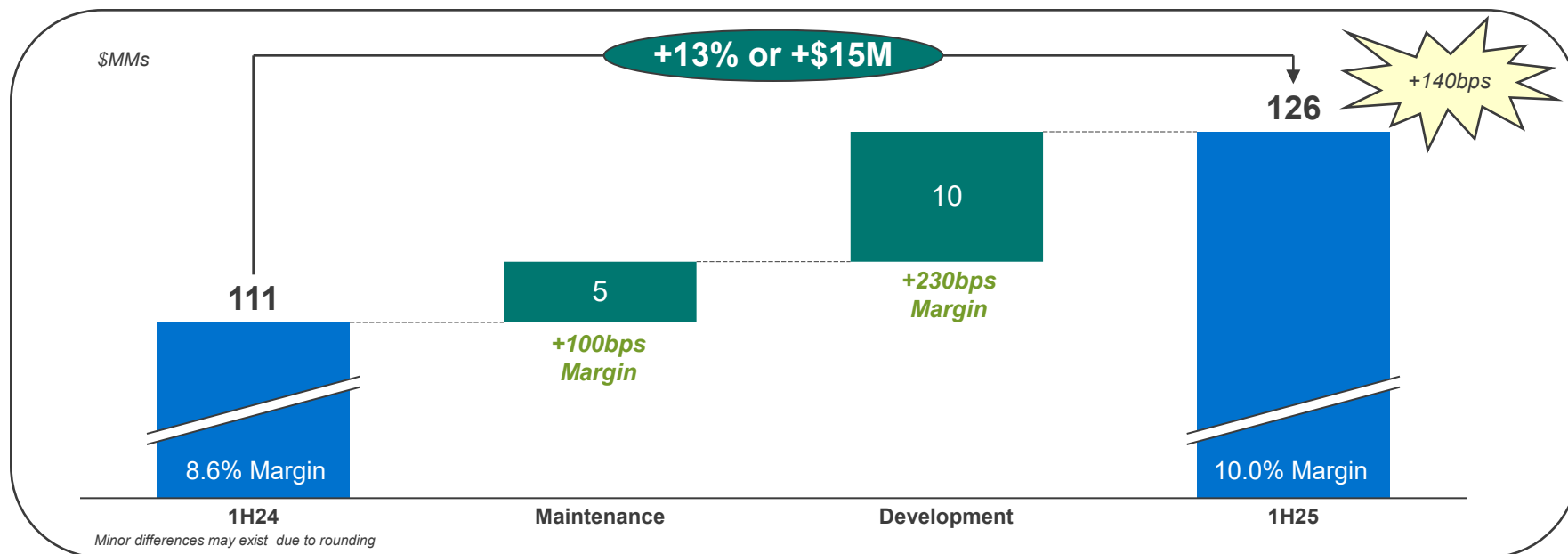
## Continued Margin Expansion Across all Segments



\$MMs	2Q25	2Q24	Commentary
Total Adjusted EBITDA	\$73.5	\$64.8	▪ ~ 13% increase <u>and</u> margin expansion +150bps
Maintenance Services	\$56.3	\$55.1	▪ Margin expansion +60bps
Development Services	\$17.1	\$9.7	▪ Margin expansion +410bps

# Continuing to Transform our Business

Record 1<sup>st</sup> half EBITDA & EBITDA margin while continuing to make investments



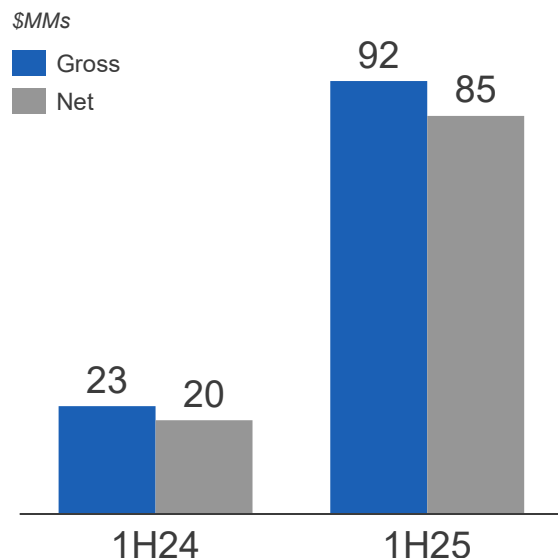
## Key Highlights

- 1) Continued investments in our most important asset: our people
- 2) Focused on investments in our customers: service hours & quality
- 3) Emphasis on centralization, scale advantages and efficiencies



# CapEx, Adj. Free Cash Flow, and Leverage

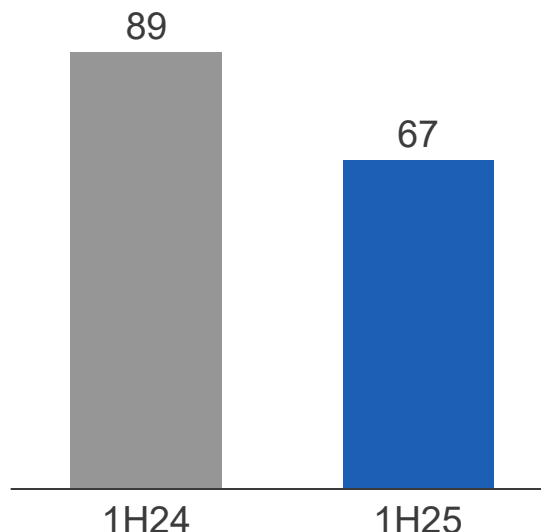
## Capital Expenditures<sup>1</sup>



### CapEx Spend<sup>2</sup>

Accelerating Fleet Strategy  
Levels reflect timing of spend

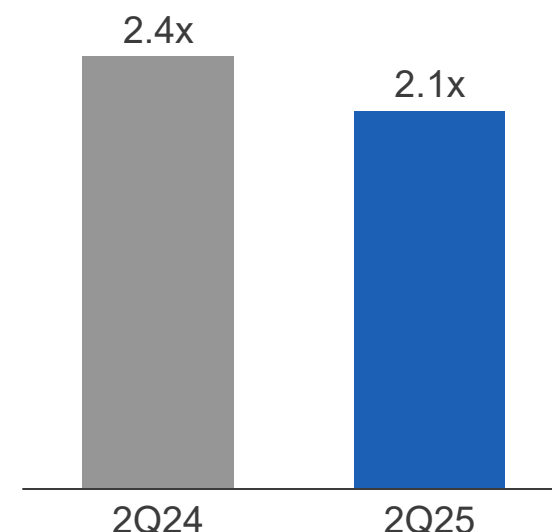
## Adj. Free Cash Flow<sup>2</sup>



### Adj. Free Cash Flow

Improved operating performance and net working capital offset by CapEx

## Leverage



### Net Financial Debt<sup>3</sup>

2Q24 \$754M  
2Q25 \$719M

**Improved Profitability + Reduced Interest = Strategic Flexibility**

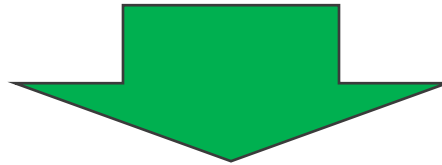
1. Net capital expenditures includes proceeds from sale of property & equipment.
2. Approximately \$51M is related to FY24 accrued property and equipment that is a use of cash in FY25 ("capex difference"). See the "Non-GAAP to GAAP Reconciliation" in the Appendix of this presentation for a reconciliation to the most directly comparable GAAP measure.
3. Net Debt includes total long-term debt, net of original issue discount, and capital lease obligations net of cash and equivalents

## Fortified balance sheet enables execution of capital allocation priorities



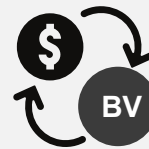
### Fortified Balance Sheet

- Favorable debt structure & ample liquidity
- No Long-Term Maturities until 2029



### ✓ Accelerate Fleet Strategy

- 2025 will be highest capital invested in BV history
- Focus on Core Production Vehicles / Mowers / Trailers



### ✓ Share Repurchase

- Announced \$100M Share Repurchase Program
- Opportunistic / Open Market Transactions with no expiration



### Accretive Acquisitions

- Robust acquisition pipeline
- Primary Focus on Service-Line Density (i.e. Tree / Aquatics) & Market expansion

# FY25 Updated Guidance

## Raising FY25 Adjusted EBITDA, Margin & Free Cash Flow Guidance

Metric	Prior Guidance	Updated Guidance
<b>Total Revenue</b>	\$2.750B to \$2.840B	Unchanged
<b>Adjusted EBITDA</b>	\$335M to \$355M	\$345M to \$365M
<b>Adj. EBITDA Margin</b>	+50bps to +80bps	+80bps to +110bps
<b>Adj. Free Cash Flow<sup>1</sup></b>	\$40M to \$60M	\$50M to \$70M

1. Free Cash Flow guidance assumes Net CapEx: \$180M to \$200M, NWC use to grow business, cash interest: \$55M to \$60M, cash taxes expenses: \$35M - \$40M

Revenue

Margin  
Expansion

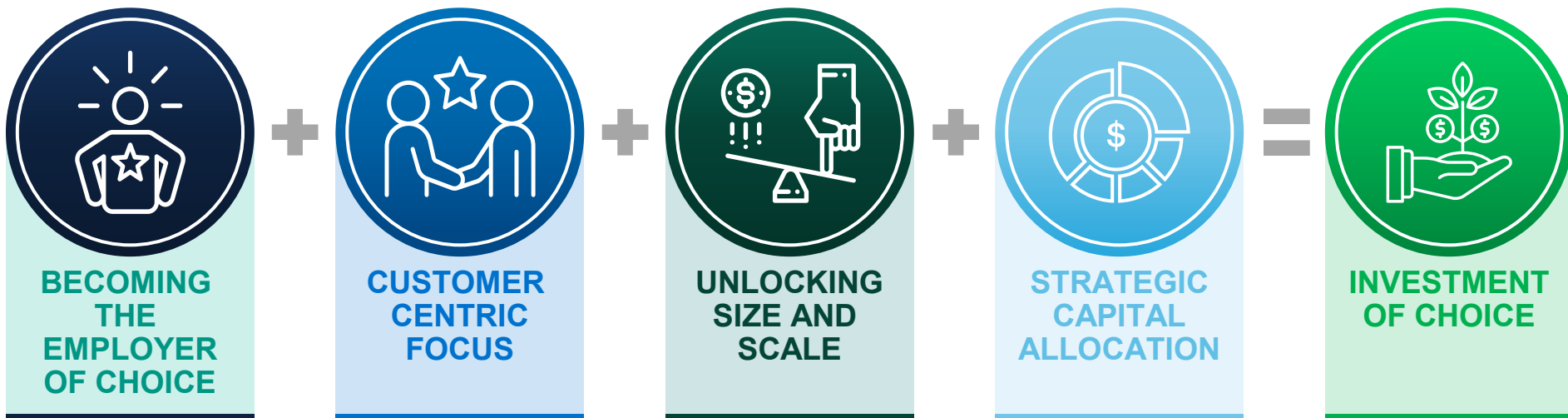
### Updated Assumptions for Revenue & Margin

	<u>Prior Assumption</u>	<u>Current Assumption</u>
<b>Maintenance Land Revenue<sup>1</sup></b>	+1% to +3% excl. Non-Core	Unchanged
<b>Snow Revenue<sup>2</sup></b>	\$160M to \$200M	~\$205M
<b>Development Revenue Growth</b>	~+3% to +6%	Unchanged
<b>Maintenance</b>	~ +60 to +100bps	~ +70 to +110bps
<b>Development</b>	~ +10 to +30bps	~ +60 to +100bps

- 1) Non-Core land impact (\$28M) in 1H25 from BES/USL  
 2) Snow includes unwind of BES business (\$33M)

# One BrightView Driving Long-Term Profitable Growth

*Positioned to drive sustainable profitable growth and deliver meaningful shareholder value*



## KEY INVESTMENT HIGHLIGHTS

Market leader with size, scale & strategy to compound competitive advantages

Sustainable & resilient business model with recurring revenue & intense customer focus to gain wallet share

Prioritizing our employees to become employer and service provider of choice

Multiple strategic initiatives including leveraging our size & scale to drive profitable growth



# 2Q FY2025 Earnings Call



## QUESTIONS & ANSWERS



# Appendix

# Non-GAAP to GAAP Reconciliation

(in millions)*	Three Months Ended March 31,		Six Months Ended March 31,	
	2025	2024	2025	2024
<b>Adjusted EBITDA</b>				
Net income (loss)	\$ 6.4	\$ 33.7	\$ (4.0)	\$ 17.3
Income tax expense (benefit)	2.3	13.3	(1.9)	7.6
Interest expense, net	12.8	16.0	26.9	33.0
Depreciation expense	31.8	26.1	62.3	51.7
Amortization expense	7.1	8.7	15.2	18.8
Business transformation and integration costs (a)	7.8	6.1	17.0	16.9
Gain on divestiture (b)	—	(43.9)	—	(43.9)
Equity-based compensation (c)	4.6	4.8	9.4	10.1
Debt extinguishment (d)	0.7	—	0.7	—
<b>Adjusted EBITDA</b>	<b>\$ 73.5</b>	<b>\$ 64.8</b>	<b>\$ 125.6</b>	<b>\$ 111.5</b>
<b>Adjusted Net Income</b>				
Net income (loss)	\$ 6.4	\$ 33.7	\$ (4.0)	\$ 17.3
Amortization expense	7.1	8.7	15.2	18.8
Business transformation and integration costs (a)	7.8	6.1	17.0	16.9
Gain on divestiture (b)	—	(43.9)	—	(43.9)
Equity-based compensation (c)	4.6	4.8	9.4	10.1
Debt extinguishment (d)	0.7	—	0.7	—
Income tax adjustment (e)	(5.1)	7.5	(11.2)	0.8
<b>Adjusted Net Income</b>	<b>\$ 21.5</b>	<b>\$ 16.9</b>	<b>\$ 27.1</b>	<b>\$ 20.0</b>
<b>Adjusted Free Cash Flow</b>				
Cash flows provided by operating activities	\$ 91.3	\$ 83.2	\$ 151.7	\$ 109.5
Minus:				
Capital expenditures	33.6	12.6	92.3	22.7
Plus:				
Proceeds from sale of property and equipment	5.0	1.4	7.6	2.6
<b>Adjusted Free Cash Flow</b>	<b>\$ 62.7</b>	<b>\$ 72.0</b>	<b>\$ 67.0</b>	<b>\$ 89.4</b>
<b>Adjusted Earnings per Share</b>				
Numerator:				
Adjusted Net Income (Loss)	\$ 21.5	\$ 16.9	\$ 27.1	\$ 20.0
Denominator:				
Weighted average number of common shares outstanding – basic	95,516,000	94,436,000	95,339,000	94,210,000
Plus:				
Dilutive impact of Series A convertible preferred stock as-converted	54,242,000	54,242,000	54,242,000	53,774,000
Adjusted weighted average number of common shares outstanding	149,758,000	148,678,000	149,581,000	147,984,000
<b>Adjusted Earnings per Share</b>	<b>\$ 0.14</b>	<b>\$ 0.11</b>	<b>\$ 0.18</b>	<b>\$ 0.13</b>

\*Amounts may not total due to rounding

# Non-GAAP to GAAP Reconciliation (con't.)

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

(In millions)*	Three Months Ended March 31,		Six Months Ended March 31,	
	2025	2024	2025	2024
Severance and related costs	\$ 0.3	\$ 3.7	\$ (0.5)	\$ 6.2
Business integration (f)	0.1	(1.5)	(0.2)	(0.9)
IT, infrastructure, transformation, and other (g)	7.4	3.9	17.7	11.6
<b>Business transformation and integration costs</b>	<b>\$ 7.8</b>	<b>\$ 6.1</b>	<b>\$ 17.0</b>	<b>\$ 16.9</b>

- (b) Represents the realized gain on sale and transaction related expenses related to 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 losses on the extinguishment of debt related to Amendment No. 9 to the Credit Agreement, in the fiscal year ended September 30, 2025, and includes accelerated amortization of deferred financing fees and original issue discount as well as fees paid to lenders and third parties.
- (e) 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 a reduction of income tax (benefit). 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)*	Three Months Ended March 31,		Six Months Ended March 31,	
	2025	2024	2025	2024
Tax impact of pre-tax income adjustments	\$ 5.0	\$ 4.8	\$ 10.9	\$ 12.2
Discrete tax items	0.1	(12.3)	0.3	(13.0)
<b>Income tax adjustment</b>	<b>\$ 5.1</b>	<b>\$ (7.5)</b>	<b>\$ 11.2</b>	<b>\$ (0.8)</b>

- (f) Represents isolated expenses specifically related to the integration of acquired companies such as one-time employee retention costs, employee onboarding and training costs, fleet and uniform rebranding costs, and adjustments to performance based contingent consideration. The Company excludes Business integration costs from the 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.
- (g) Represents expenses related to distinct initiatives, typically significant enterprise-wide changes, including actions taken as part of the Company's One BrightView initiative. 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 (con't.)

## Total Financial Debt and Total Net Financial Debt

(in millions)*	March 31, 2025	September 30, 2024	March 31, 2024
Long-term debt, net	\$ 798.9	\$ 802.5	\$ 880.4
Plus:			
Current portion of long term debt	—	—	—
Financing costs, net	6.4	6.5	5.8
Present value of net minimum payment - finance lease obligations (f)	54.6	68.3	45.0
<b>Total Financial Debt</b>	<b>859.9</b>	<b>877.3</b>	<b>931.2</b>
Less: Cash and cash equivalents	(141.3)	(140.4)	(177.3)
<b>Total Net Financial Debt</b>	<b>\$ 718.6</b>	<b>\$ 736.9</b>	<b>\$ 753.9</b>
<b>Total Net Financial Debt to Adjusted EBITDA ratio</b>	<b>2.1x</b>	<b>2.3x</b>	<b>2.4x</b>

(h) 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.

# Share Repurchase Reconciliation: Q2

Period	(a) Total number of shares purchased	(b) Average price paid per share	(c) Total number of shares purchased as part of publicly announced plans or programs	(d) Approximate dollar value of shares that may yet be purchased under the plans or programs <sup>(1)</sup>
January 1, 2025 - January 31, 2025	N/A	N/A	N/A	N/A
February 1, 2025 - February 28, 2025	N/A	N/A	N/A	N/A
March 1, 2025 - March 31, 2025	\$ 136,352	13.11	136,352	\$ 98,211,813
Total	136,352	\$ 13.11	136,352	\$ 98,211,813

<sup>(1)</sup> On March 13, 2025, the Company announced a share repurchase program allowing us to repurchase up to \$100 million of common stock. Under the share repurchase program, any repurchases will be made at management's discretion and may be through a variety of methods, such as open-market transactions (including pre-set trading plans), accelerated share repurchases, and other transactions in accordance with applicable securities laws. The Company anticipates repurchase activities to occur over an extended period of time. The program has no time limit. The share repurchase authorization does not obligate the Company to acquire any particular amount of common stock and can be discontinued at any time.

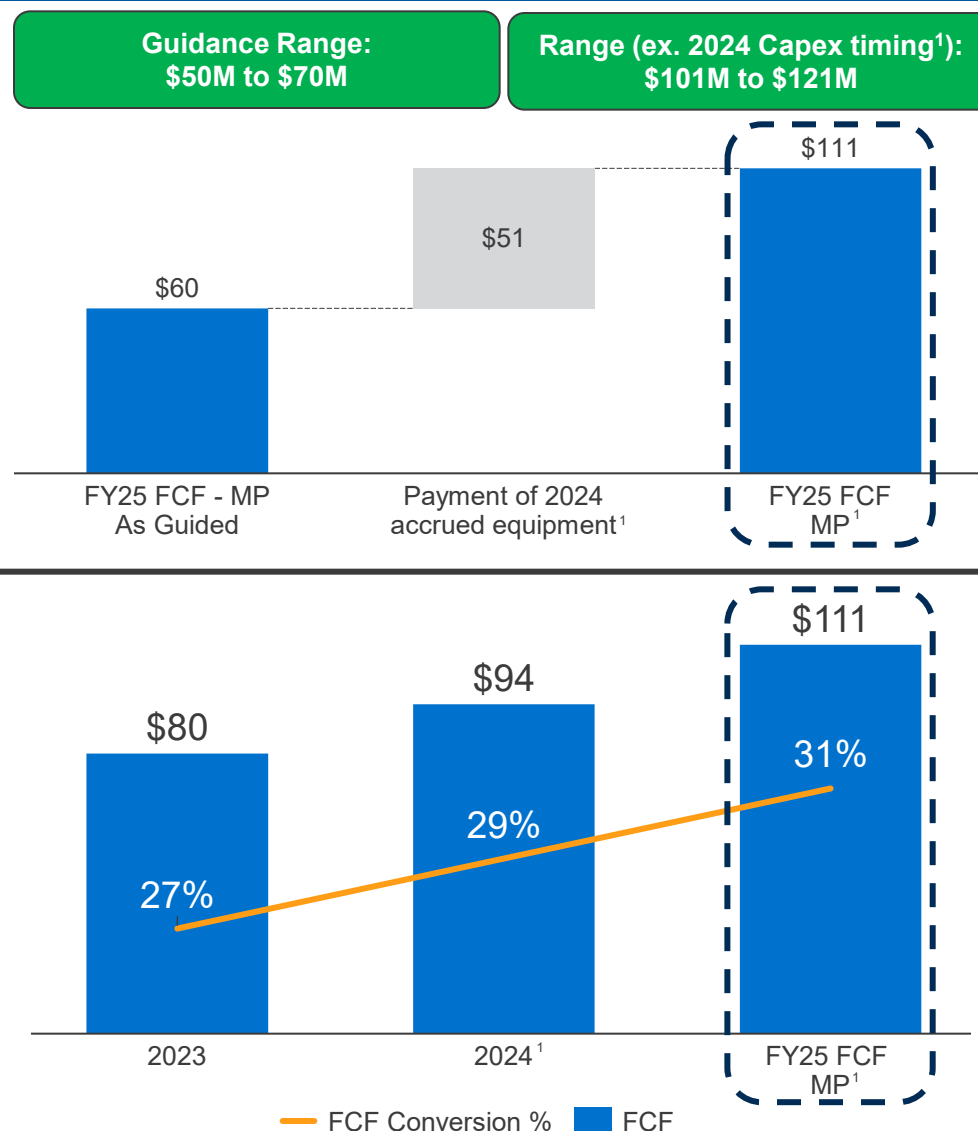


# Revenue Guidance Reconciliation

		Guidance Reconciliation			
		Land	Snow	Dev't	Total
	FY'24	1,743	221	809	2,767
	Non-Core	(28)	(33)	0	(61)
	FY'24 Core	1,715	188	809	2,706
Ranges	Low-End	1%	N/A	3%	N/A
	High-End	3%	N/A	6%	N/A
Implied Math	Low-End	1,730	205	830	2,765
	High-End	1,765	205	855	2,825
Current Guide*	Low-End				2,750
	High-End				2,840

\*Wider range based on small amount of variable revenue as detailed on slide 11

# Adjusted Free Cash Flow Guidance Reconciliation



# THANK YOU



## INVESTOR RELATIONS CONTACT:

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