



MOVING
INFRASTRUCTURE
FORWARD

Second Quarter Earnings 2019

August 2, 2019



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Forward-Looking Statements

Some statements in this presentation, which are not historical facts, are “forward-looking statements” as defined by the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements about Arcosa’s estimates, expectations, beliefs, intentions or strategies for the future. Arcosa uses the words “anticipates,” “assumes,” “believes,” “estimates,” “expects,” “intends,” “forecasts,” “may,” “will,” “should,” “guidance,” “outlook,” “vision,” and similar expressions to identify these forward-looking statements. Forward-looking statements speak only as of the date of this presentation, and Arcosa expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein, except as required by federal securities laws.

Forward-looking statements are based on management’s current views and assumptions and involve risks and uncertainties that could cause actual results to differ materially from historical experience or our present expectations, including but not limited to assumptions, risks and uncertainties regarding achievement of the expected benefits of Arcosa’s separation from Trinity Industries, Inc. (“Trinity”; NYSE:TRN); tax treatment of the separation; failure to successfully integrate the ACG Materials acquisition, or failure to achieve the expected benefits of the acquisition; market conditions and customer demand for Arcosa’s business products and services; the cyclical nature of, and seasonal or weather impact on, the industries in which Arcosa competes; competition and other competitive factors; governmental and regulatory factors; changing technologies; availability of growth opportunities; market recovery; improving margins; and Arcosa’s ability to execute its long-term strategy, and such forward-looking statements are not guarantees of future performance. For further discussion of such risks and uncertainties, see “Risk Factors” and the “Forward-Looking Statements” section of “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Arcosa’s Form 10-K for the year ended December 31, 2018, as may be revised and updated by Arcosa’s Quarterly Report on Form 10-Q and Current Report on Form 8-K.

Non-GAAP Financial Measures

This presentation contains financial measures that have not been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”). Reconciliations of non-GAAP financial measures to the closest GAAP measure are provided in the Appendix.

Presentation of Financials

The spin-off of the Company by Trinity was completed on November 1, 2018. The Company’s financial statements for periods prior to November 1, 2018 were presented on a “carve-out” basis. The carve-out financials of the Company are not necessarily representative of the amounts that would have been reflected in the financial statements had the Company been an independent company during the applicable periods.

Arcosa Second Quarter 2019 Highlights

Another quarter of solid growth, with Q2 revenue growth of 23% and Adjusted EBITDA growth of 38%

Improved results from a combination of organic growth, ACG Materials acquisition, and operating margin improvements

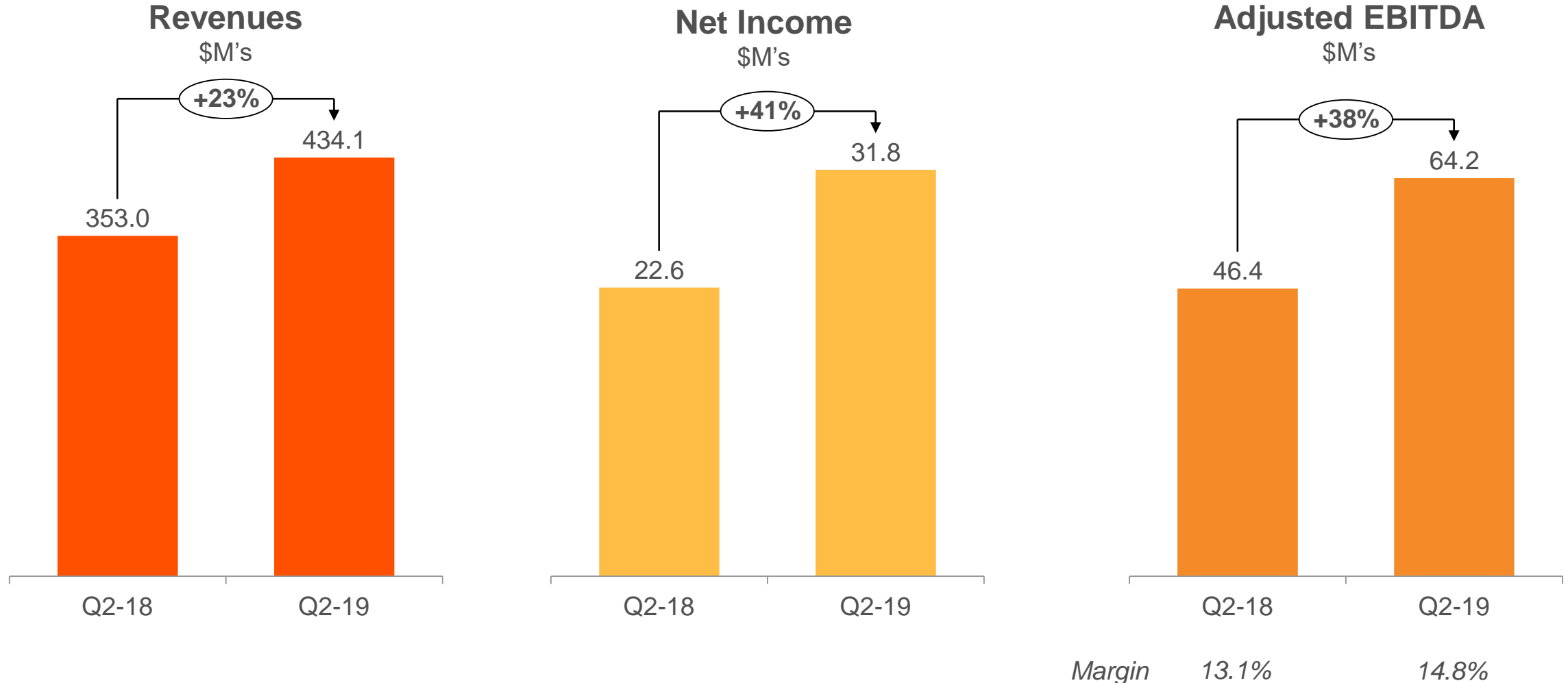
FY 2019 Adjusted EBITDA guidance raised from \$215-225M to \$230-240M

Two complementary acquisitions to expand product offerings and reduce cyclicality

Progress on ESG initiatives, with completion of Materiality Assessment that identified topics that will be integrated into our long-term strategy

Second Quarter 2019 Financial Results

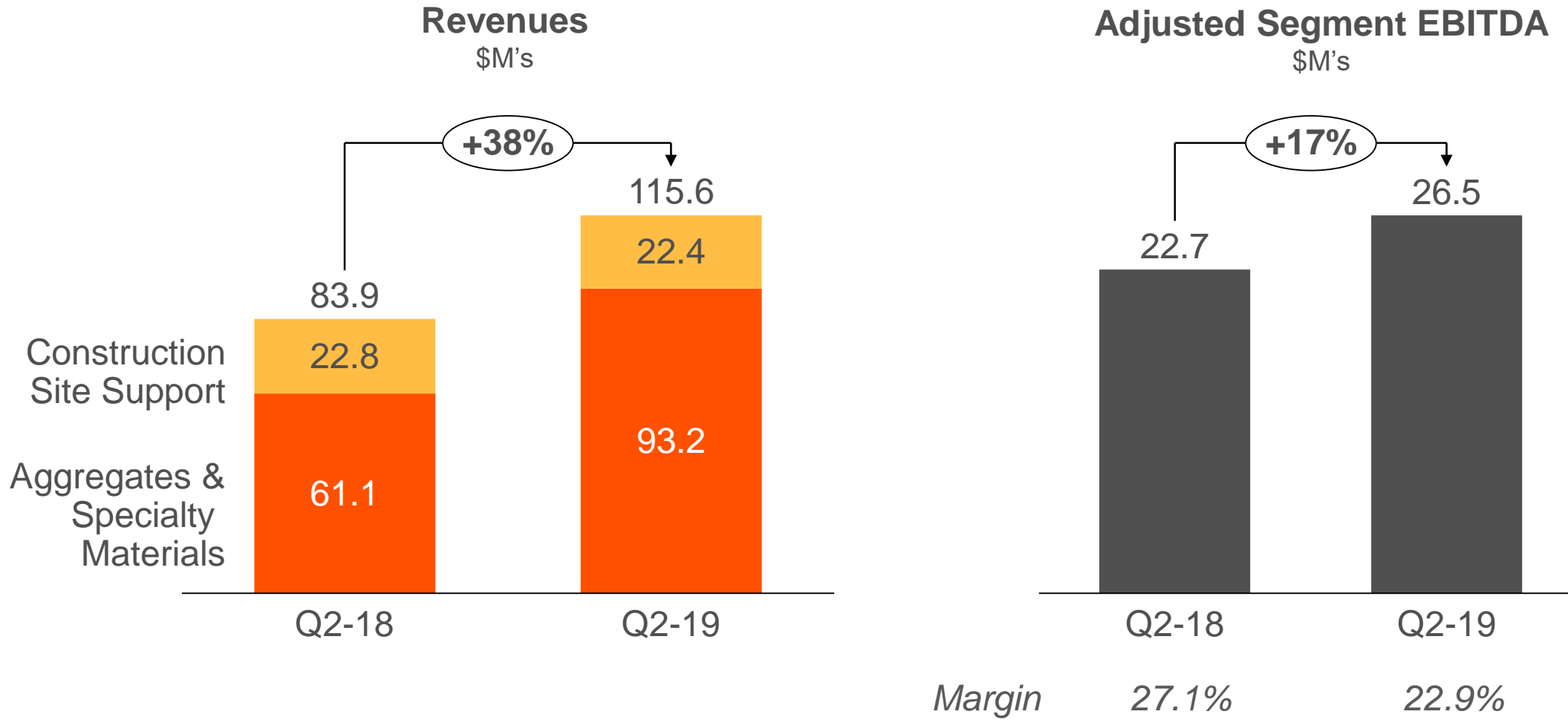
Strong year-over-year growth across key metrics



See Adjusted EBITDA reconciliation in Appendix.

Segment Results: Construction Products

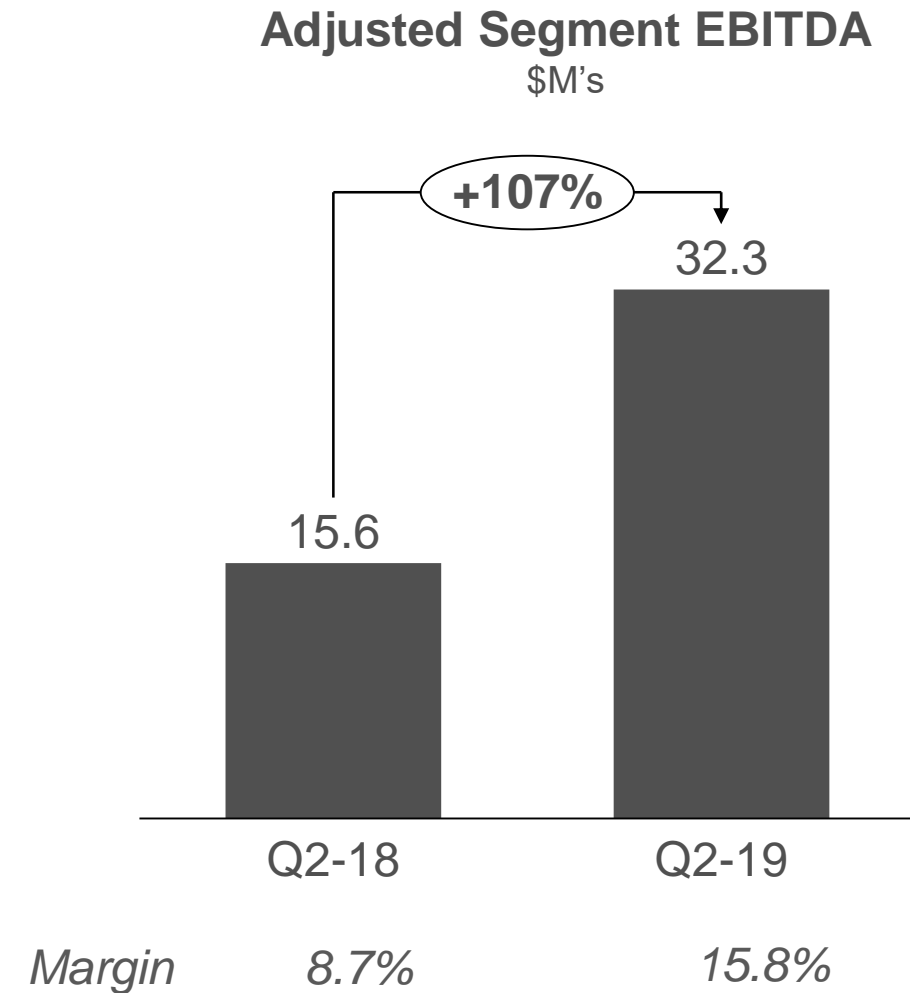
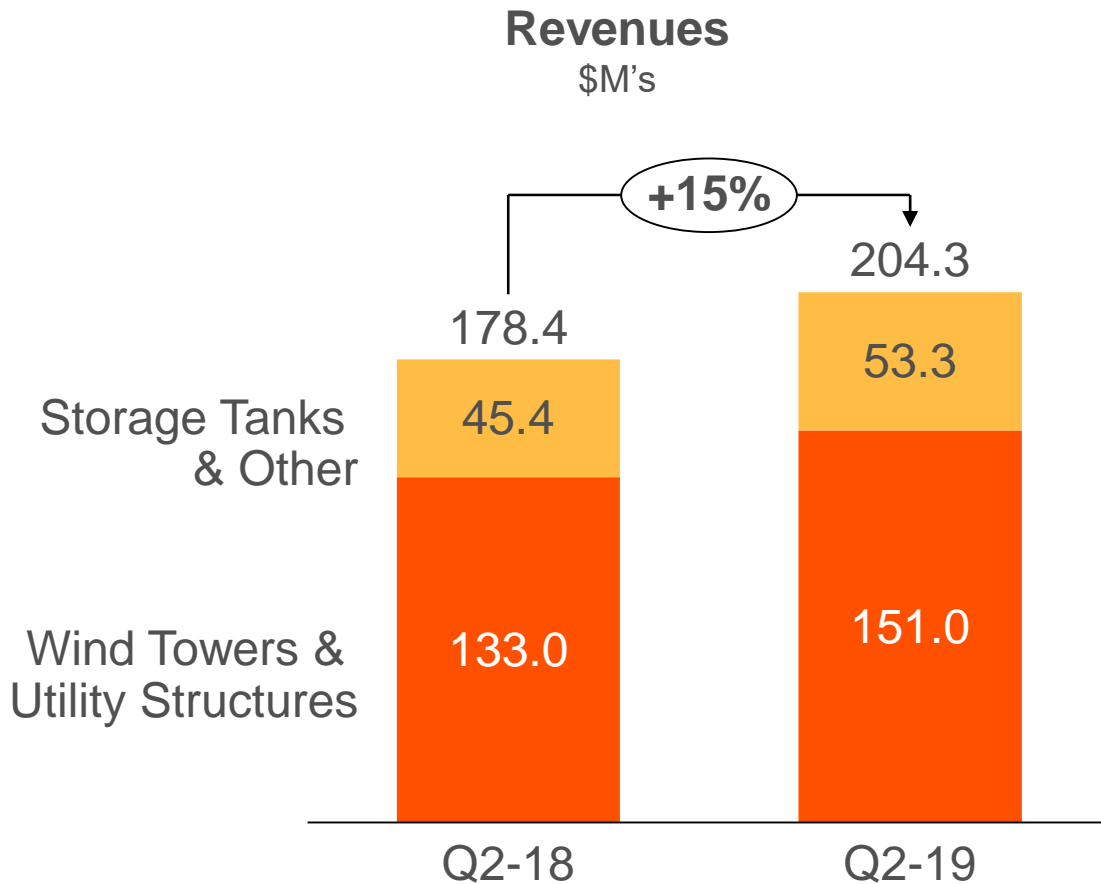
Second Quarter 2019 vs. Second Quarter 2018



See Adjusted Segment EBITDA reconciliation in Appendix.

Segment Results: Energy Equipment

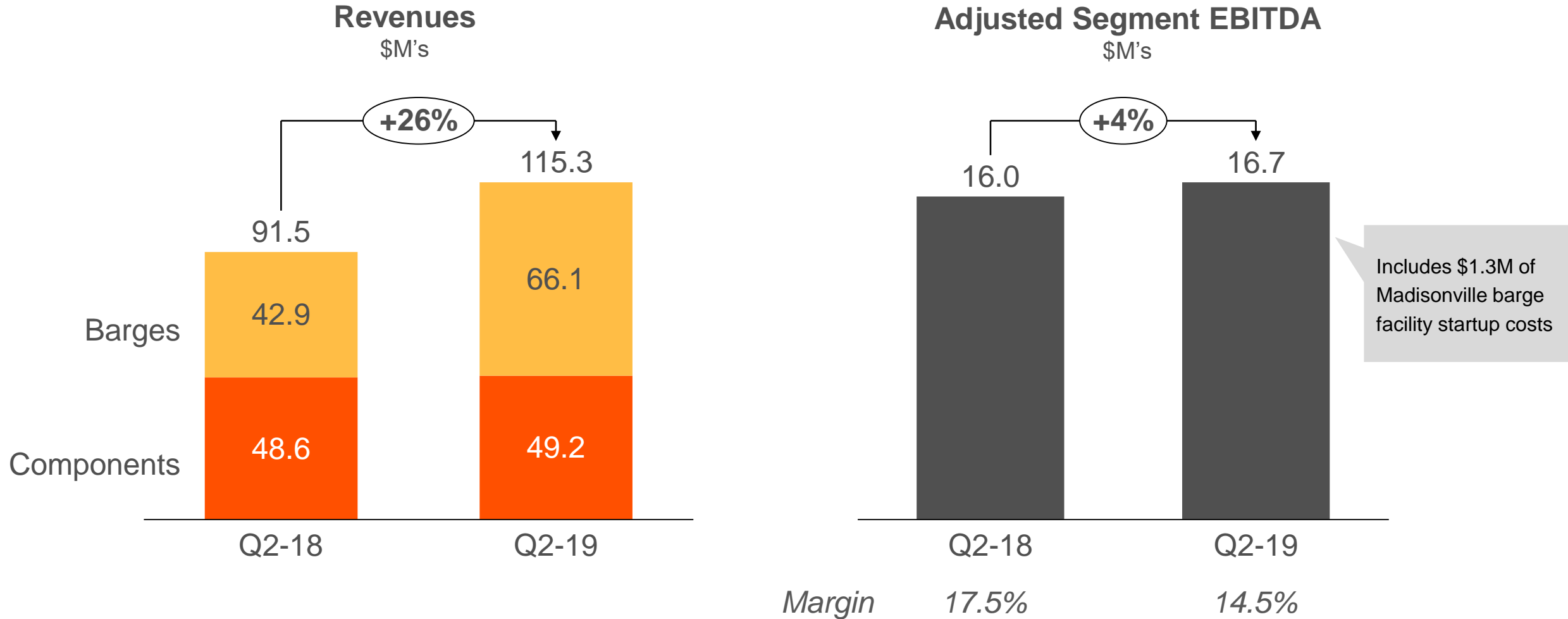
Second Quarter 2019 vs. Second Quarter 2018



See Adjusted Segment EBITDA reconciliation in Appendix.

Segment Results: Transportation Products

Second Quarter 2019 vs. Second Quarter 2018

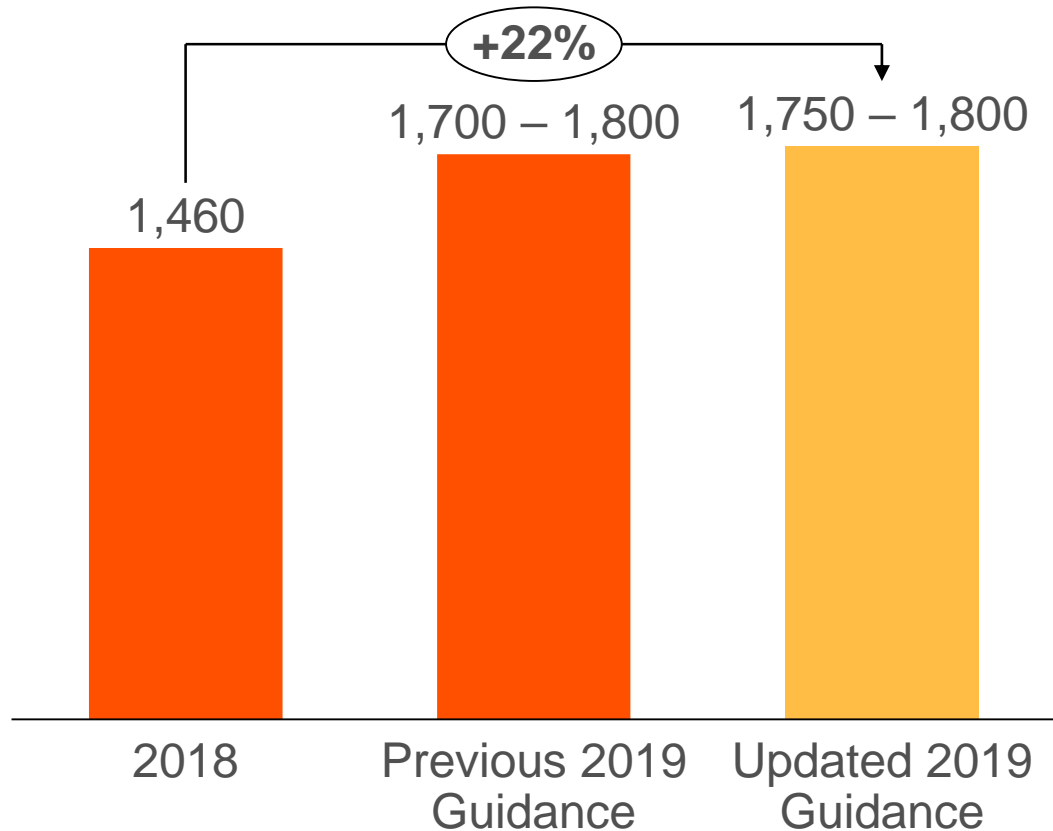


See Adjusted Segment EBITDA reconciliation in Appendix.

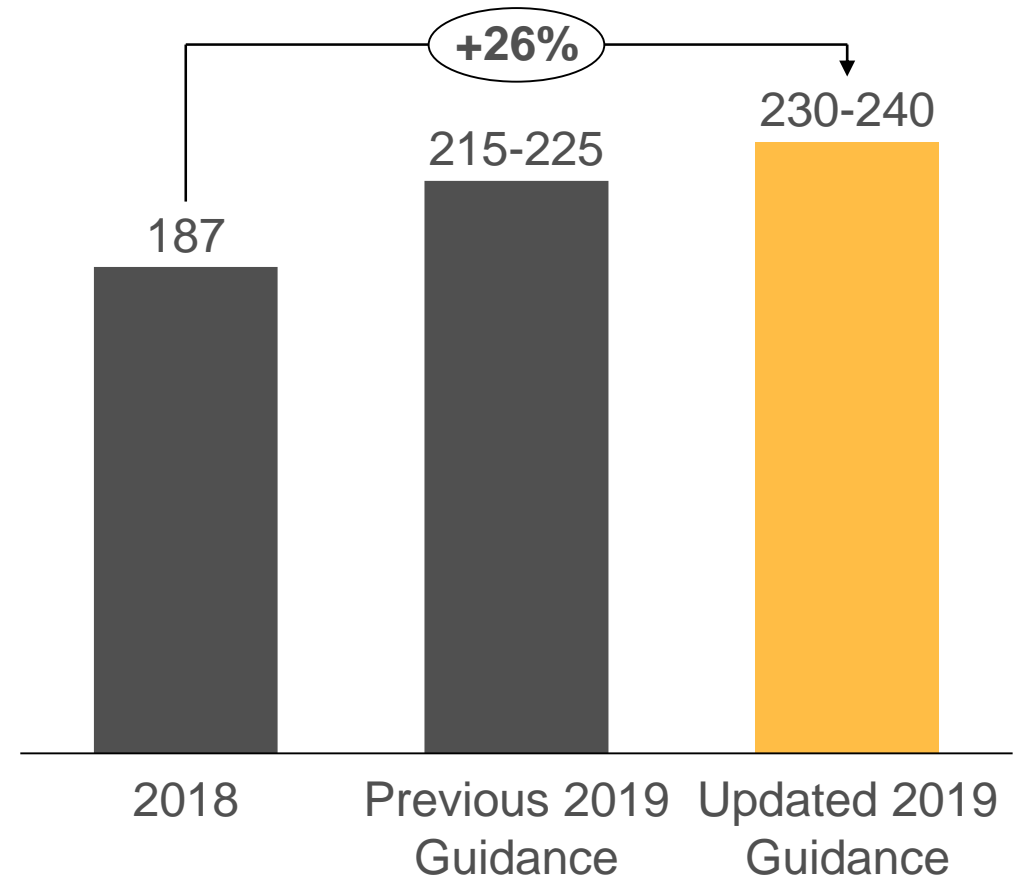
Raising 2019 Guidance

26% Adjusted EBITDA growth expected in 2019 at mid-point of updated guidance range

Full Year Revenues (\$M's)



Full Year Adjusted EBITDA (\$M's)



See Adjusted EBITDA reconciliation in Appendix.

Additional financial commentary

1H Performance

FY 2019 Guidance

Capital Expenditures

- \$39 million

- \$70-80 million, including maintenance and growth projects

Working Capital

- \$23 million of working capital reduction in 1H¹

- Roughly working capital neutral for the year, as the ramp-up in barge business will continue to consume working capital

Corporate costs

- \$23 million

- ~\$50 million, consistent with quarterly rate in Q2

Taxes

- 22.1%

- Tax rate of 23-24% for 2019
- Cash taxes of ~\$19-23M, based on new higher guidance

¹ Working capital defined as current assets – (cash + current liabilities - current portion of long term debt)

Construction Products Group: Market Outlook

- Construction end markets remain healthy, with public and private spending showing continued strength. 2H projected to be stronger than 1H assuming more normalized weather
- ACG Materials acquisition continues to be a platform for growth; completed one small bolt-on acquisition in Texas, and looking at a number of other bolt-on acquisitions in aggregates and specialty materials
- Active M&A pipeline but disciplined approach has led us to pass on several recent opportunities

Energy Equipment: Market Outlook

- Operationally, our second quarter results give us increased confidence in the momentum of our continuous improvement programs in Energy Equipment
- Bidding activity in utility structures remains healthy, with organic and acquisition opportunities to grow the business
- \$36M of new wind tower orders are a positive sign, with 3 different customers now in our backlog; orders are for smaller quantities as industry transitions to project-based orders
- 2H margin headwinds in wind towers from lower pricing as well as inefficiencies related to building new tower types

Transportation Products: Market Outlook

- \$32M of barge orders in Q2 added to exceptional Q1 of \$203M in orders; heavy flooding on the Mississippi River system has been the primary focus for barge operators in the last several months
- Healthy level of barge inquiries so far in Q3; lower steel prices should be a catalyst for dry barge demand, but remaining headwinds from flood recovery and tariff uncertainty
- 2020 barge backlog of \$161M, giving us good visibility into next year
- Rail components volumes remain steady, but potential headwinds in late 2019 and into 2020 if industry backlog continues to contract

ESG Update

We recently completed a Materiality Assessment that identified ESG topics that will be integrated into our long term strategy

Our People & Communities



Employee Health and Safety

Diversity

Talent Management

Community Relations

Our Environment



Energy Management

Air Quality

GHG Emissions

Water and Wastewater Management

Land Management

Our Products



Product Use and Quality

Governance and Business Ethics

Long-Term Vision for Arcosa

Grow

in attractive markets where we can achieve sustainable competitive advantages

Reduce

the complexity and cyclicity of the overall business

Improve

long-term returns on invested capital

Integrate

Environmental, Social, and Governance initiatives (ESG) into our long-term strategy

ARCOSA

Appendix

Reconciliation of Consolidated and Combined Adjusted EBITDA

(\$'s in millions)
(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,		Full Year 2019 Guidance	
	2019	2018	2019	2018	Low	High
Revenues	\$ 434.1	\$ 353.0	\$ 845.0	\$ 707.4	\$ 1,750.0	\$ 1,800.0
Net income	31.8	22.6	59.5	44.8	100.0	111.0
Add:						
Interest expense, net	1.2	—	2.8	—	5.0	5.0
Provision (benefit) for income taxes	9.0	6.8	16.9	14.8	31.0	35.0
Depreciation, depletion, and amortization expense	21.7	15.8	41.5	32.9	92.0	87.0
EBITDA	63.7	45.2	120.7	92.5	228.0	238.0
Add:						
Impact of the fair value mark up of acquired inventory	0.2	—	1.6	—	2.0	2.0
Other, net (income) expense ⁽¹⁾	0.3	1.2	0.4	2.2	—	—
Adjusted EBITDA	\$ 64.2	\$ 46.4	\$ 122.7	\$ 94.7	\$ 230.0	\$ 240.0
Adjusted EBITDA Margin	14.8 %	13.1 %	14.5 %	13.4 %	13.1 %	13.3 %

(1) Included in Other, net expense was the impact of foreign currency exchange transactions of \$0.5 million and \$1.2 million for the three months ended June 30, 2019 and 2018, respectively, and \$1.0 million and \$2.2 million for the six months ended June 30, 2019 and 2018, respectively.

GAAP does not define “Earnings Before Interest, Taxes, Depreciation, Depletion and Amortization” (“EBITDA”) and it should not be considered as an alternative to earnings measures defined by GAAP, including net income. We use this metric to assess the operating performance of our consolidated business, as a metric for incentive-based compensation, and as a basis for strategic planning and forecasting as we believe that it closely correlates to long-term shareholder value, and we believe this metric also assists investors in comparing a company's performance on a consistent basis without regard to depreciation, depletion, and amortization, which can vary significantly depending on many factors. We adjust consolidated EBITDA for certain non-routine items (“Adjusted EBITDA”) to provide a more consistent comparison of earnings performance from period to period, which we also believe assists investors in comparing a company's performance on a consistent basis. “Adjusted EBITDA Margin” is defined as Adjusted EBITDA divided by Revenues.

Reconciliation of Adjusted Segment EBITDA

(\$'s in millions)

(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Construction Products				
Revenues	\$ 115.6	\$ 83.9	\$ 221.6	\$ 154.1
Operating Profit	17.5	17.6	28.8	30.0
Add: Depreciation, depletion, and amortization expense	9.0	5.1	17.8	10.2
Segment EBITDA	26.5	22.7	46.6	40.2
Add: Impact of the fair value mark up of acquired inventory	—	—	1.4	—
Adjusted Segment EBITDA	\$ 26.5	\$ 22.7	\$ 48.0	\$ 40.2
Adjusted Segment EBITDA Margin	22.9 %	27.1 %	21.7 %	26.1 %
Energy Equipment				
Revenues	\$ 204.3	\$ 178.4	\$ 413.4	\$ 374.7
Operating Profit	25.0	8.2	53.2	25.7
Add: Depreciation and amortization expense	7.3	7.4	14.3	15.2
Adjusted Segment EBITDA	\$ 32.3	\$ 15.6	\$ 67.5	\$ 40.9
Adjusted Segment EBITDA Margin	15.8 %	8.7 %	16.3 %	10.9 %
Transportation Products				
Revenues	\$ 115.3	\$ 91.5	\$ 212.8	\$ 180.8
Operating Profit	12.6	12.7	20.9	21.7
Add: Depreciation and amortization expense	3.9	3.3	7.7	7.5
Segment EBITDA	16.5	16.0	28.6	29.2
Add: Impact of the fair value mark up of acquired inventory	0.2	—	0.2	—
Adjusted Segment EBITDA	\$ 16.7	\$ 16.0	\$ 28.8	\$ 29.2
Adjusted Segment EBITDA Margin	14.5 %	17.5 %	13.5 %	16.2 %
Operating Profit (loss) - Corporate	\$ (12.8)	\$ (7.9)	\$ (23.3)	\$ (15.6)
Add: Corporate depreciation expense	1.5	—	1.7	—
Adjusted EBITDA	\$ 64.2	\$ 46.4	\$ 122.7	\$ 94.7

“Segment EBITDA” is defined as segment operating profit plus depreciation, depletion, and amortization. GAAP does not define Segment EBITDA and it should not be considered as an alternative to earnings measures defined by GAAP, including segment operating profit. We use this metric to assess the operating performance of our businesses, as a metric for incentive-based compensation, and as a basis for strategic planning and forecasting as we believe that it closely correlates to long-term shareholder value, and we believe this metric also assists investors in comparing a company's performance on a consistent basis without regard to depreciation, depletion, and amortization, which can vary significantly depending on many factors. We adjust Segment EBITDA for certain non-routine items (“Adjusted Segment EBITDA”) to provide a more consistent comparison of earnings performance from period to period, which we also believe assists investors in comparing a company's performance on a consistent basis. “Adjusted Segment EBITDA Margin” is defined as Adjusted Segment EBITDA divided by Revenues.

Reconciliation of Adjusted Net Income and Adjusted Diluted EPS

(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
	(in millions)			
Net Income	\$ 31.8	\$ 22.6	\$ 59.5	\$ 44.8
Impact of the fair value mark up of acquired inventory	0.2	—	1.6	—
Tax impact	—	—	(0.4)	—
Adjusted Net Income	<u>\$ 32.0</u>	<u>\$ 22.6</u>	<u>\$ 60.7</u>	<u>\$ 44.8</u>

GAAP does not define “Adjusted Net Income” and it should not be considered as an alternative to earnings measures defined by GAAP, including net income. We use this metric to assess the operating performance of our consolidated business. We adjust net income for certain non-routine items to provide investors with what we believe is a more consistent comparison of earnings performance from period to period.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
	(in dollars per share)			
Diluted EPS	\$ 0.65	\$ 0.46	\$ 1.21	\$ 0.92
Impact of the fair value mark up of acquired inventory	—	—	0.02	—
Adjusted Diluted EPS	<u>\$ 0.65</u>	<u>\$ 0.46</u>	<u>\$ 1.23</u>	<u>\$ 0.92</u>

GAAP does not define “Adjusted Diluted EPS” and it should not be considered as an alternative to earnings measures defined by GAAP, including diluted EPS. We use this metric to assess the operating performance of our consolidated business. We adjust diluted EPS for certain non-routine items to provide investors with what we believe is a more consistent comparison of earnings performance from period to period.