## ○NEWへTER

## Investor Presentation

 August 2021

## DISCLAIMER

## Cautionary Statement Concerning Forward-Looking Statements






 circumstances that are difficult to predict. Our expectations expressed or implied in these forward-looking statements may not turn out to be correct.




 update or revise publicly any forward-looking statements, whether because of new information, future events, or otherwise.

## Non-GAAP Financial Measures




 change in the fair value of warrants, the (loss) gain on contingent consideration, (loss) gain on extinguishment of debt and transaction costs.



 these measures are unavailable or cannot be reasonably predicted without unreasonable efforts. See the Appendix for a reconciliation to directly comparable GAAP financial measures.

## Industry and Market Data


 are derived from our review of internal sources as well as the third-party sources described above

## Trademarks and Trade Names




 its rights or the right of the applicable licensor to these trademarks, service marks and trade names.

## Other


 calculations using the figures in our consolidated financial statements included elsewhere. Certain other amounts that appear in this presentation may not sum due to rounding.

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## KEY INVESTMENT HIGHLIGHTS

1 One of the Largest Marine Retailers in a Highly Fragmented Premium Boat Retail Market

2 Consistent Track Record of Leading Same-Store Sales Growth

3 Proven Acquisition-Driven Growth Strategy

4 Diversified Product Portfolio and Revenue Streams

5 Core Focus on the Best-Performing Industry Segments
6) Proprietary Technology Infrastructure

7 Experienced and Entrepreneurial Management Team

## GROWTH COMPANY WITH PROVEN TRACK RECORD



## ONEWATER AT A GLANCE

| $\sim 10,200$ | -70 |
| :---: | :---: | :---: |
| New and Pre-Owned <br> Boats Sold (FY20) | $\frac{70}{$ Stores Across  <br> 11  States  1} |


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1. As of August $5^{\text {th }}, 2021$
2. Represents the nine months ended June 30,2021 .

By volume in sales of premium boats in markets ONEW currently operates, per management estimates
Represents revenue generated from finance and insurance, parts and accessories, and repair and maintenance services.

## ONEWATER'S EVOLUTION INTO A MARKET LEADER



## STRATEGIC FOOTPRINT IN HIGHLY ATTRACTIVE MARKETS

70 stores across 11 states, 7 of which are top 20 boating states ${ }^{1}$
Revenue Contribution \& Growth

| Top 5 States | $\begin{gathered} \text { FY } \\ 2019 \end{gathered}$ | YoY Growth | $\begin{gathered} \text { FY } \\ 2020 \end{gathered}$ | YoY Growth |
| :---: | :---: | :---: | :---: | :---: |
| Florida | 37\% | 29\% | 41\% | 49\% |
| $\sqrt{\sim}$ Texas | 18\% | 45\% | 17\% | 22\% |
| $\square$ Georgia | 12\% | 17\% | 11\% | 19\% |
| $\square$ Alabama | 10\% | 15\% | 9\% | 22\% |
| $\square$ Ohio | 8\% | 34\% | 7\% | 25\% |

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## ONE OF THE LARGEST RETAILERS IN A HIGHLY FRAGMENTED MARKET¹

Highly Fragmented Market with Two Leading Players
Significant Consolidation
Opportunity


ONE OF THE FASTEST GROWING BOAT RETAILERS OF SCALE IN THE U.S.

|  |  | ONEW | MARINEMAX ${ }^{1}$ | Industry ${ }^{2}$ |
| :---: | :---: | :---: | :---: | :---: |
| $\underset{\text { Scale }}{\boxed{L}}$ | $\begin{aligned} & \text { Current Locations } \\ & \text { (As of 8/5/2021) } \end{aligned}$ | 70 | 77 | $\sim 4,300^{3}$ |
|  | Net New Locations (FY17-Q3 21) | 42 | 21 |  |
|  | Estimated Units Sold (New and Pre-Owned) ${ }^{4}$ | ~10,200 | $\sim 7,400$ | $\sim 1,010,000^{8}$ |
| $\begin{aligned} & \text { Financial } \\ & \text { (FY17-FY20) } \end{aligned}$ | Total Revenue CAGR | 38\% | 13\% | $8 \%{ }^{5}$ |
|  | Same-Store Sales Growth (FY18, FY19, FY20) | 22\%, 12\%, 24\% | 10\%, 1\%, 25\% |  |
|  | Adjusted EBITDA CAGR ${ }^{6}$ | 68\% | 33\% |  |
|  | Adjusted EBITDA Margin (FY20) ${ }^{6}$ | 8.1\% | 7.3\% |  |
| Business \& Operational | Local Branding Strategy | $\checkmark$ | No |  |
|  | Top Manufacturer \% Concentration | 17\% | 33\% |  |
|  | New Boat Average Selling Price | ~\$107,000 | ~ \$215,000 | \$56,000 ${ }^{8}$ |
|  | Estimated \% Yacht Concentration ${ }^{7}$ | 12\% | ~30-35\% |  |

## BROAD PRODUCT PORTFOLIO

Diversification provides flexibility to meet customer demand across all markets


## DIVERSIFIED INCOME STREAMS ACROSS THE BOAT LIFE CYCLE

| New Boat Sales | Pre-Owned Boat Sales | Finance \& Insurance | Parts \&  <br> Accessories Maint. Services |
| :---: | :---: | :---: | :---: |
|  |  |  |  |
| Contribution | Contribution | Contribution | Contribution |
|  |  | Revenue <br> 4\% <br> Gross Profit <br> $12 \%$ |  |

## COMPREHENSIVE VIRTUAL MARINE RETAIL PLATFORM

## Key Elements of Our Proprietary Technology Infrastructure



Proprietary consumer-driven platform for the entire boat life cycle

- Innovative platform that simplifies how people buy and sell their boats
- Nearly 1 million boats are sold person-to-person every year

BOATSFORSale.COM

- Serves as an extension of our store footprint including new and pre-owned boats and finance \& insurance services


## Purchase

Ownership
Sale

## EXPERIENCED AND ENTREPRENEURIAL MANAGEMENT TEAM


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## PROVEN ACQUISITION-DRIVEN GROWTH STRATEGY



## ACCRETIVE POST-ACQUISITION STRATEGY

## Post-Acquisition

## Improvements ${ }^{1}$

$\checkmark$ Implement F\&I
$\checkmark$ Introduce new brands and boat types
$\checkmark$ Upgrade systems
$\checkmark$ Execute on synergies and best practices
$\checkmark$ Reduce expenses
$\checkmark$ Free up owners to focus on selling

Targeted Multiple Transformation


BOSUNNS
FM A INE
Nis sisa
Acquired FY18
Opportunity

- Expansion into new state establishing a Northeast presence
- Virtually no Finance \& Insurance sales
- Little focus on Pre-Owned Boats
- Strong management team
- Premium brands (Pursuit, Edgewater, Regal, Cruisers)


## Improvements

$\checkmark$ Implemented F\&I
$\checkmark$ Expanded Pre-Owned process
$\checkmark \quad$ Added Tiara Sport and Tiara Yacht brands
$\checkmark$ Expanded floorplan capacity to support growth
$\checkmark$ Implemented technologies (CRM, Inventory management, Dashboard)

## Recent Case Studies

SPENDDDA
PRDMOMB
Acquired FY18
Opportunity

- 2 additional locations in the Ohio market
- Virtually no Finance \& Insurance sales
- Little focus on Pre-Owned Boats
- Retiring owner with a rising third generation
- Quality brands (Bennington, Godfrey, Sea Ray, Tracker)


## Improvements

$\checkmark \quad$ Implemented F\&I
$\checkmark$ Established Pre-Owned process
$\checkmark$ Established a strong back office to support the business
$\checkmark \quad$ Implemented technologies (CRM, Inventory management, Dashboard)

## - TEXAS MARINE

Acquired FY18
Opportunity

- 3 additional locations in the Texas market
- Strong Finance \& Insurance capabilities
- Good focus on Pre-Owned Boats
- Quality brands (Avalon, Chaparral, NauticStar, Shoalwater)


## Improvements

Expanded New Boat offerings (Barletta, Chris-Craft and Everglades)
$\checkmark \quad$ Established Service and Parts as a business with appropriate billing process
$\checkmark \quad$ Expanded Pre-Owned process (with expanded floorplan)
$\checkmark \quad$ Established a strong back office to support the business
$\checkmark \quad$ Implemented technologies (CRM, Inventory management, Dashboard)

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1. These targeted improvements represent our goals and there can be no assurance that all or any of these improvements will be accomplished. See "Disclaimer - Cautionary Statement Concerning Forward-Looking Statements."

## FINANCIAL SUMMARY

## YTD'21 FINANCIAL SUMMARY

| (\$ in thousands) | YTD'21 | YTD'20 | \% Change YoY | YTD'21 | YTD'20 |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Revenue |  |  |  | \% Contribution |  |
| New Boat | \$679,704 | \$530,249 | 28.2\% | 71.7\% | 70.5\% |
| Pre-owned Boat | 165,778 | 149,470 | 10.9\% | 17.5\% | 19.9\% |
| Finance and Insurance | 32,990 | 29,047 | 13.6\% | 3.5\% | 3.9\% |
| Service, Parts and Other | 69,429 | 43,168 | 60.8\% | 7.3\% | 5.7\% |
| Total Revenue | \$947,901 | \$751,934 | 26.1\% | 100\% | 100\% |


| Gross Profit |  |  |  | \% Gross Margin |  |
| :--- | ---: | ---: | ---: | ---: | ---: |
| New Boat | $\$ 158,884$ | $\$ 95,391$ | $66.6 \%$ | $23.4 \%$ | $18.0 \%$ |
| Pre-Owned Boat | 40,212 | 26,667 | $50.8 \%$ | $24.3 \%$ | $17.8 \%$ |
| Finance and Insurance | 32,990 | 29,047 | $13.6 \%$ | $100.0 \%$ | $100.0 \%$ |
| Service, Parts and Other | 36,088 | 20,353 | $77.3 \%$ | $52.0 \%$ | $47.1 \%$ |
| Iotal Gross Profit | $\$ 268,174$ | $\$ 171,458$ | $56.4 \%$ | $28.3 \%$ | $22.8 \%$ |
| SG\&A | $\$ 143,685$ | $\$ 103,822$ | $38.4 \%$ |  |  |
| \% Revenue | $15.2 \%$ | $13.8 \%$ |  |  |  |
| Interest Expense - Floorplan | 2,206 | 7,482 | $170.5 \%)$ |  |  |
| \% Revenue | $0.2 \%$ | $1.0 \%$ |  |  |  |
| Adjusted EBliDA 1 | $\$ 122,283$ | $\$ 60,154$ | $103.3 \%$ |  |  |
| Margin | $12.9 \%$ | $8.0 \%$ |  |  |  |
| Net Income | $\$ 93,923$ | $\$ 42,534$ | $120.8 \%$ |  |  |

## FY 2020 FINANCIAL SUMMARY



## HEALTHY INVENTORY LEVELS

OneWater is able to maintain healthy inventory levels through proactive management


## CAPITAL STRUCTURE



## APPENDIX

## RECONCILIATION OF ADJUSTED EBITDA

| (\$ in millions) |  |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | 2020 | 2019 | 2018 | 2017 | YTD'21 | YTD'20 | TTM JUN21 |  | TTM JUN'20 |  |
| Net (Loss) Income | \$48,508 | \$37,263 | \$ 1,946 | \$ $(4,259)$ | \$ 93,923 | \$42,534 | \$ | 99,897 | \$ | 47,558 |
| Interest Expense - Other | 8,828 | 6,568 | 3,836 | 2,266 | 3,222 | 7,392 |  | 4,658 |  | 9,569 |
| Income Tax Expense | 6,329 | - | - | - | 20,559 | 5,209 |  | 21,679 |  | 5,209 |
| Depreciation and Amortization | 3,249 | 2,682 | 1,685 | 1,055 | 3,816 | 2,375 |  | 4,690 |  | 3,174 |
| Change in Fair Value of Warrant Liability | (771) | $(1,336)$ | 33,187 | 18,057 | - | (771) |  | - |  | 666 |
| (Gain) Loss on Extinguishment of Debt | 6,559 | - | (209) | - | - | - |  | 6,559 |  | - |
| (Gain) Loss on Contingent Consideration | 6,762 | $(1,674)$ | - | - | 377 | - |  | 7,139 |  | - |
| Transaction Costs | 3,648 | 1,323 | 438 | 327 | 633 | 3,393 |  | 888 |  | 3,555 |
| Other Expense (Income) | 155 | 1,402 | (60) | 217 | (247) | 22 |  | (114) |  | 1,497 |
| Adjusted EBITDA | \$83,267 | \$46,228 | \$40,823 | \$17,663 | \$122,283 | \$60,154 | \$ | 145,396 | \$ | 71,228 |
| EBITDA Margin | 8.1\% | 6.0\% | 6.8\% | 4.5\% | 12.9\% | 8.0\% |  | 11.9\% |  | 7.4\% |

## HYPOTHETICAL DOWNSIDE DISCUSSION



## New Boat (72\% of Revenue)



- Typical New Boat recession performance is $-10 \%$ to $-20 \%$
- Historical industry recession data suggests that the most recent recession was an outlier
- Solid industry fundamentals today provide underlying support for more resilient performance


## Pre-Owned Boat (17\% of Revenue)

- Typical Pre-Owned Boat recession performance is $0 \%$ to $+5 \%$
- Demonstrated track record of stability through cycles
- Consumers turn to less expensive boats, and opportunity to act as clearinghouse for repossessed boats

Finance \& Insurance (4\% of Revenue)

Service, Parts \& Other (7\% of Revenue)

- As consumers defer purchases, they may instead opt to
- Correlated with New Boat and Pre-Owned Boat sales repair and maintain existing boats
- Consistent expansion of product offerings provide opportunity to enhance F\&I revenue
- Demonstrated track record of stability through cycles
- Opportunity to grow higher-margin segment in a downturn


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Note: This slide includes a hypothetical downside discussion. This discussion is not meant to be a projection of future performance and is based upon assumptions that may change. Actual results are subject to significant business, economic, regulatory and competitive uncertainties and contingencies, many of which are beyond the control of ONEW and its management. Nothing included in Charts sourced from NMMA
. Revenue breakdown and gross margins based on YTD21 results.
Revenue breakdown and gross margins based on YTD21 results.


[^0]:    2. Figures in circles by dealership group denote number of stores.

    2019 NMA Recreational Boath Carolina, Minnosota, California New include Florida, Texas, Michigan, North Carolina, Minnesota, California, New York, Wisconsin, Georgia, South Carolina, Alabama, Louisiana, Washington,
    Tennessee, Illinois, Ohio, Missouri, Virginia, New Jersey and Pennsylvania.

