# EQUIPMENT SERVICES.



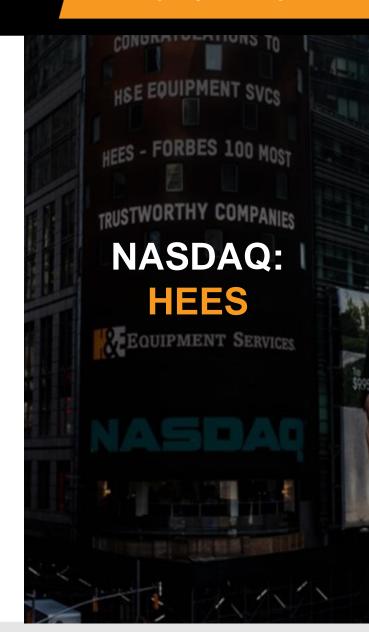


### RBC Midwest NDR

John Engquist CHIEF EXECUTIVE OFFICER

Kevin Inda VICE PRESIDENT OF INVESTOR RELATIONS

August 15-16, 2018



#### Forward-Looking Information

This presentation contains "forward-looking statements" within the meaning of the federal securities laws. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. Statements containing the words "may", "could", "would", "should", "believe", "expect", "anticipate", "plan", "estimate", "target", "project", "intend", "foresee" and similar expressions constitute forward-looking statements. Forward-looking statements involve known and unknown risks and uncertainties, which could cause actual results to differ materially from those contained in any forward-looking statement. Such factors include, but are not limited to, the following: (1) general economic conditions and construction and industrial activity in the markets where we operate in North America; (2) our ability to forecast trends in our business accurately, and the impact of economic downturns and economic uncertainty on the markets we serve: (3) the impact of conditions in the global credit and commodity markets and their effect on construction spending and the economy in general; (4) relationships with equipment suppliers; (5) increased maintenance and repair costs as we age our fleet and decreases in our equipment's residual value; (6) our indebtedness; (7) risks associated with the expansion of our business and any potential acquisitions we may make, including any related capital expenditures or our inability to consummate such acquisitions; (8) our possible inability to integrate any businesses we acquire; (9) competitive pressures; (10) security breaches and other disruptions in our information technology systems; (11) adverse weather events or disasters; (12) compliance with laws and regulations, including those relating to environmental matters and corporate governance matters; and (13) other factors discussed in our public filings, including the risk factors included in the Company's most recent Annual Report on Form 10-K. Investors, potential investors and other readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. Except as required by applicable law, including the securities laws of the United States and the rules and regulations of the SEC, we are under no obligation to publicly update or revise any forward-looking statements after the date of this presentation.

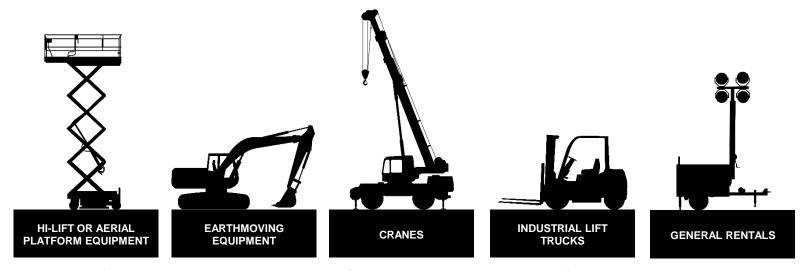
#### Non-GAAP Financial Measures

This presentation contains certain Non-GAAP measures (EBITDA, Adjusted EBITDA and Free Cash Flow). Please refer to Appendix A of this presentation for a description of these measures and a discussion of our use of these measures. These Non-GAAP measures, as calculated by the Company, are not necessarily comparable to similarly titled measures reported by other companies. Additionally, these Non-GAAP measures are not a measurement of financial or operating performance or liquidity under GAAP and should not be considered an alternative to the Company's other financial information determined under GAAP. See Appendix A for a reconciliation of these Non-GAAP measures.



### **Overview**

- Leading integrated equipment services company with \$1.1 billion of revenue for LTM ended June 30, 2018.
- Formed in 2002 through the merger of H&E and ICM 57 years of operating history.
- Focused on heavy construction and industrial equipment; rents, sells and provides parts and service support for five categories of specialized equipment:



- Integrated, full-service approach provides the Company with multiple points of customer contact, enabling it to
  maintain a high quality rental fleet, as well as an effective distribution channel for fleet disposal and provides
  cross-selling opportunities among its equipment rental, new and used equipment sales, parts sales and service
  operations.
- \$1.7 billion of rental fleet (original acquisition cost at June 30, 2018).
- Diversified customer base.
- Experienced management team; over 2,200 employees.

### **Grow Rental Operations**

- Plan to emphasize our rental business through opportunistic roll-up acquisitions and greenfield expansion.
- Anticipate this may provide higher margin and less volatile revenue relative to distribution operations as the equipment rental industry continues to benefit from the shift to rent versus own.

### Manage Rental Equipment Life Cycle

 Actively manage the size, quality, age and composition of our rental fleet employing a "cradle through the grave" approach which is intended to allow us to purchase our rental equipment at competitive prices, optimally utilize our fleet, cost-effectively maintain our equipment quality and maximize equipment value.

### Enter Carefully Selected New Markets

Intend to continue our strategy of selectively expanding our network to solidify our presence in attractive regions
where we operate, including by roll-up acquisitions and continuing with executing our greenfield and warm start
strategy.

### Leverage Integrated Business Model

• Continue to also provide a "one-stop" solution to our customers' varied equipment needs and cross-sell our services to expand and deepen our customer relationships.

# Significant Positive Market Momentum

- Dodge momentum index running at eight-year highs.
- ABI continues to indicate expansion market.
- Non-residential construction demand remains solid in end user markets.
- Energy markets strong, driving increased exploration and energy-related projects.

# Geographic Diversity

- 89 full-service locations in 22 U.S. States.
- Significant presence in Gulf Coast and Intermountain Regions; also serve Mid-Atlantic, Southeast, Southwest and West Coast.

# Well-Maintained, Young Fleet

- Fleet age at June 30, 2018 was 34.2 months; industry average was 43.6 months.
- Fleet age allows for cushion to reduce capital expenditures in a downturn.
- Fleet is well maintained to maximize equipment life.

# Highly Transferrable Fleet

- Focus on non-residential heavy construction and industrial equipment.
- Fleet is 100% transferrable between end markets. No fleet type is specialized for application in O&G industry.

# Integrated Business Model

• By providing equipment rental, sales, and on-site parts, repair and maintenance functions under one roof, the Company is a "one-stop" provider for its customers' varied equipment needs.

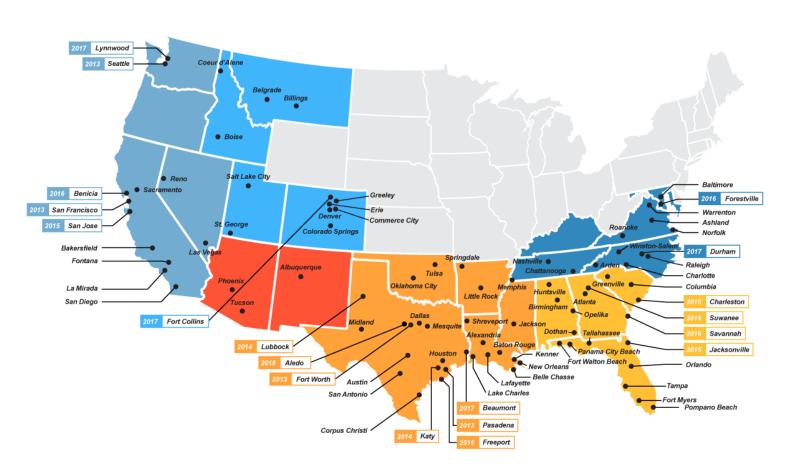
# History of Conservative Balance Sheet Management

• Leverage was 3.0x for LTM ended June 30, 2018 (on Net Debt to Adj. EBITDA1).

## Annual Dividend of \$1.10 Per Share

• Paid 16th consecutive quarterly cash dividend of \$0.275 per share on June 15, 2018.

<sup>1</sup> See Appendix A for reconciliation of Non-GAAP measures



89
Total Locations

#### Greenfield Opening Year and Count

2018 YTD - 1

2017 - 4

2016 - 4

2015 - 4

2014 **- 2** 

2013 - 4

### Acquisitions and Location Count

CEC - 3

Rental Inc - 5

#### **West Coast**

11% Revenue13% Gross Profit12 Branches

#### **Southwest**

6% Revenue 6% Gross Profit 3 Branches

#### Intermountain

14% Revenue16% Gross Profit12 Branches

#### **Gulf Coast**

44% Revenue41% Gross Profit31 Branches

#### **Southeast**

9% Revenue 10% Gross Profit 18 Branches

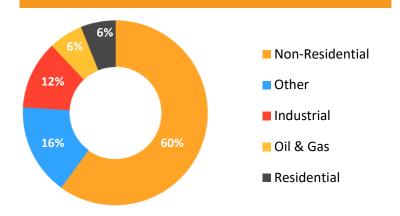
#### **Mid-Atlantic**

16% Revenue 14% Gross Profit 13 Branches

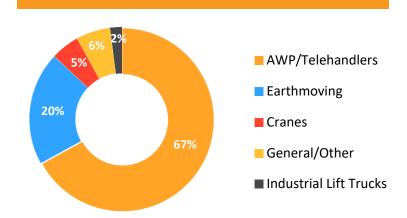
Revenue and gross profit data is as of LTM June 30, 2018 and includes CEC and Rental Inc. acquisitions.

- Non-residential construction end market focus; equipment on wide variety type of non-residential projects.
- Well-diversified customer base; five business segments generally derive their revenue from the same customer base.
- Total industrial end market exposure only 12%; industrial mega-projects not a major driver of revenue.
- Young fleet; 34.2 months as of June 30, 2018 compared to industry average of 43.6 months.
- Fleet is well maintained to extend equipment life.
- 100% transferrable; no specialized fleet.

### Total Revenues by End Market<sup>1</sup>



#### Fleet Mix<sup>2</sup>



<sup>1 -</sup> Company data for LTM June 30, 2018.

<sup>2 -</sup> As of June 30, 2018.

# EQUIPMENT SERVICES.

- Total construction spending reached record high in May at \$1.3 trillion on a seasonally adjusted annualized basis.
- May national construction unemployment fell to 4.4%, lowest May rate on record and the construction industry employed 291,000 more workers nationally than in May 2017.
- Ongoing strong demand in non-residential construction markets; May spending up 3% from same time last year.
- May non-seasonally adjusted construction machinery orders grew 7% YOY; YTD orders through May have increased 7% YOY.
- Key industry indicators continue to be positive:
  - DMI recently running at levels not seen since mid-2008, posting solid gains through the first five months of 2018, rising 19% from a year prior.
  - ABI continues to indicate expansion market with 16 of the last 17 months in positive territory.
- All-time high in construction spending in 2017 forecast to carry through in 2018, with forecast U.S. construction industry growth of 5%.
- Energy markets remain strong.
- New Gulf Coast industrial petrochemical projects being announced.
- DOT lettings increasing as a result of increased funding from long-term highway bill, FAST Act and state funding programs.
- Customer sentiment bullish for 2018 and 2019.

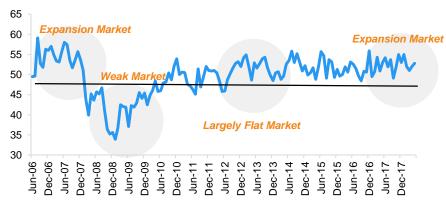
#### **Dodge Momentum Index (DMI)**

Source: Dodge Data & Analytics

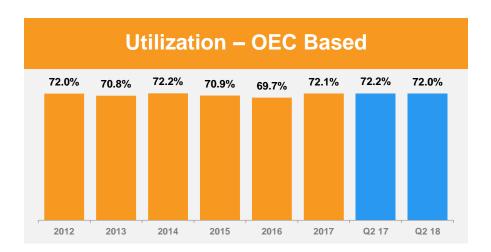


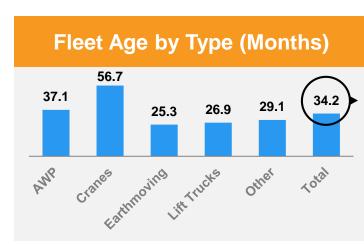
#### **Architectural Billing Index**

Source: American Institute of Architects

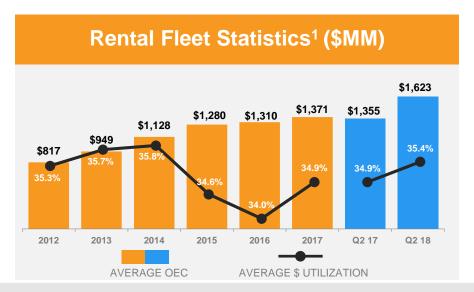


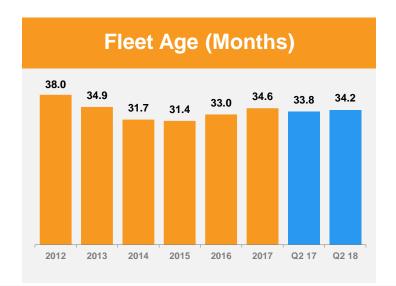
Sources: American Institute of Architects, American Rental Association, Associated Builders and Contractors, Associated General Contractors of America, Bureau of Labor Statistics, Dodge Data and Analytics, Equipment Leasing & Finance Foundation, IHS Markit and United States Census.





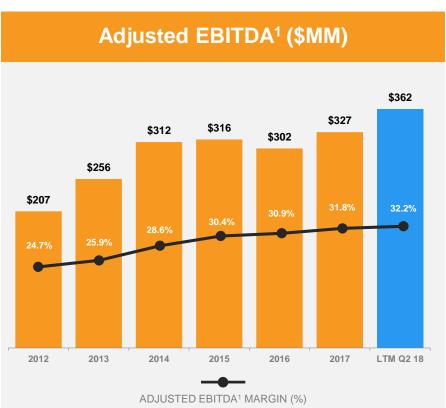












<sup>1</sup> See reconciliations of non-GAAP measures and adjustments in Appendix A. Adjusted EBITDA is calculated as EBITDA adjusted for loss on early extinguishment of debt in the third quarter ended September 30, 2012 and third quarter ended September 30, 2017. Adjustment also includes the net merger breakup fee proceeds associated with the merger agreement with Neff Corporation and transaction costs associated with subsequent acquisitions.

# Second Quarter Summary

- · Business delivered solid year-over-year gains.
- Both rental and distribution businesses delivered strong results.
- Solid demand continues in non-residential construction markets.

# Revenue/Gross Margin

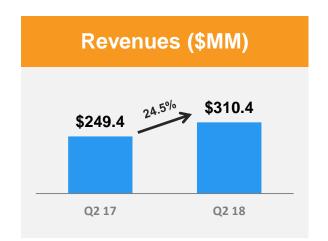
- Total revenue increased 24.5% or \$61.0 million to \$310.4 million vs. \$249.4 million in Q2 2017.
- Gross margin was 34.8% vs. 35.0% in year ago quarter.

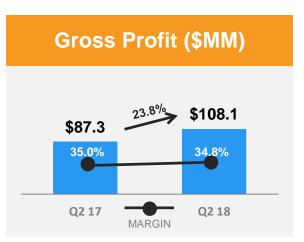
# Adjusted EBITDA

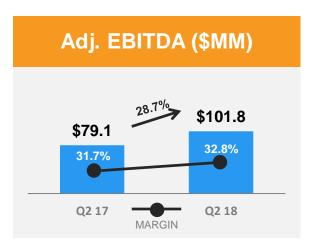
Adjusted EBITDA increased 28.7% to \$101.8 million (32.8% margin) vs. Q2 2017 Adjusted EBITDA of \$79.1 million (31.7% margin).

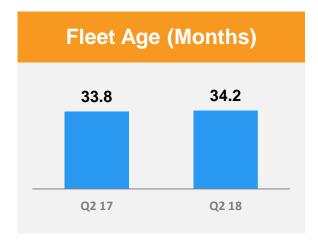
### Net Income

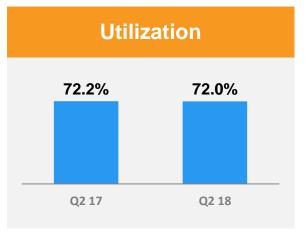
- Net income was \$20.8 million vs. net income of \$9.9 million in Q2 2017.
- Net income per share was \$0.58 vs. \$0.28 in Q2 2017.
- Effective tax rate was 25.5% in Q2 2018 vs. 37.0% in Q2 2017.





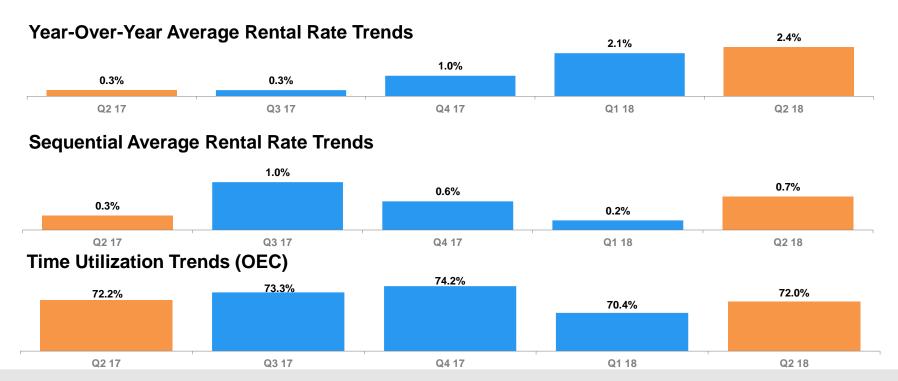


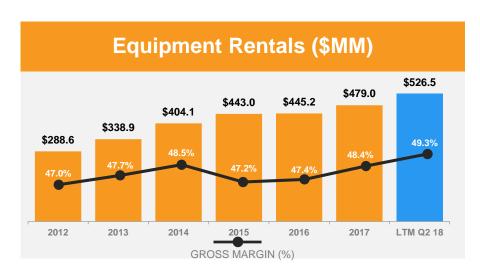




# Rental Business Highlights

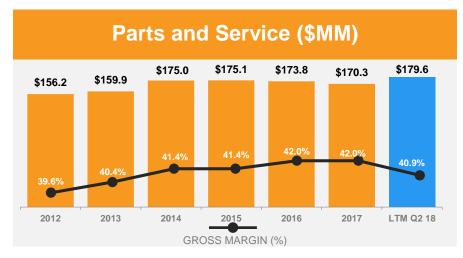
- Rental revenue increased 21.5% to \$143.8 million compared to \$118.4 million in Q2 2017.
- Rental gross margins increased to 49.1% vs. 47.6% in Q2 2017.
- Dollar utilization was 35.4% vs. 34.9% in Q2 2017.
- Rental rates increased 2.4% over Q2 2017; rates increased 0.7% sequentially.
- Time utilization (based on OEC) was 72.0% vs. 72.2% in Q2 2017.











Rental Cap-Ex Summary (\$MM)											
	2012	2013	2014	2015	2016	2017	6 Mos. Ended June 30, 2017	6 Mos. Ended June 30, 2018			
Gross Rental CapEx <sup>1</sup>	\$296.4	\$303.3	\$412.7	\$230.2	\$218.2	\$ 244.7	\$ 122.0	\$ 239.4			
Sale of Rental Equipment	\$ (90.5)	\$(114.6)	\$(101.4)	\$ (99.5)	\$ (84.4)	\$ (96.1)	\$ (46.0)	\$ (52.1)			
Net Rental CapEx	\$205.9	\$188.7	\$311.3	\$130.7	\$133.8	\$ 148.6	\$ 76.0	\$ 187.3			

Free Cash Flow Summary (\$MM)										
	2012	2013	2014	2015	2016	2017	6 Mos. Ended June 30, 2017	6 Mos. Ended June 30, 2018		
Free Cash Flow <sup>2</sup>	\$ (172.0)	\$ (40.9)	\$ (138.3)	\$104.9	\$ 62.6	\$ 73.1	\$ 16.8	\$ (269.1)		

NOTE: Fleet statistics as of June 30, 2018.

<sup>1 –</sup> Gross rental cap-ex includes amounts transferred from new and used inventory considered non-cash asset purchases for purposes of the Consolidated Statement of Cash Flow. Gross rental cap-ex does not include amounts acquired through acquisitions.

<sup>2 —</sup> We define Free Cash Flow as net cash provided by operating activities less (1) purchases of rental equipment, property and equipment, and acquisition of businesses, net of cash acquired plus (2) proceeds from sales of rental equipment and property and equipment. Please refer to Appendix A for a further description and reconciliation of net cash provided by operating activities to this Non-GAAP measure.

### **Capital Structure (\$MM)**

#### 6/30/18

Cash \$9.6

Debt:

Sr. Sec'd Credit Facility (ABL) \$132.7

Senior Unsecured Notes1 950.0

Capital Leases Payable 0.8

Total Debt \$1,083.5 Shareholders' Equity 229.4

Total Book Capitalization \$1,312.9

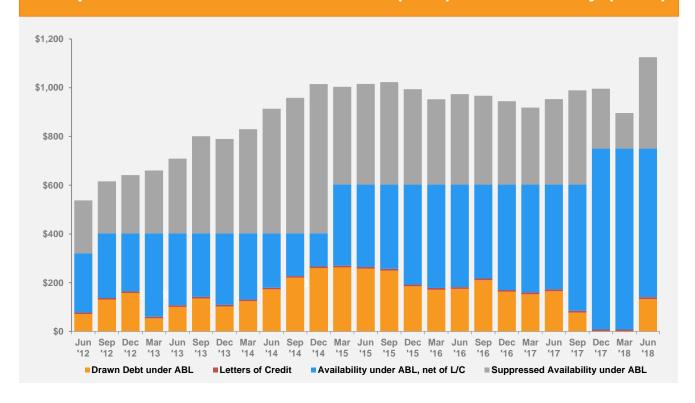
Credit Statistics										
	2012	2013	2014	2015	2016	2017	LTM Q2 2018			
Adj. EBITDA² /Total Interest Exp.	5.8x	5.0x	6.0x	5.9x	5.6x	6.0x	6.2x			
Total Net Debt <sup>3</sup> /Adj. EBITDA <sup>2</sup>	3.3x	2.8x	2.8x	2.6x	2.6x	2.4x	3.0x			
Total Debt /Total Capitalization	93.4%	88.6%	87.0%	85.1%	84.8%	81.4%	82.5%			

<sup>1 -</sup> Senior Unsecured Notes exclude \$11.0 million of unaccreted discount, \$7.6 million of unamortized premium and \$2.2 million of deferred financing costs.

<sup>2 –</sup> Excludes the impact of the \$10.2 million loss from early extinguishment of debt incurred in the third quarter of 2012, \$25.4 million non-recurring item associated with the premiums paid to repurchase and redeem previously outstanding 7% senior unsecured notes, the write-off of unamortized note discount and deferred transaction costs associated therewith and \$6.5 million of merger breakup fee proceeds, net of merger costs, of the termination of the merger agreement with Neff Corporation in the third quarter of 2017, \$0.7 million of other merger related costs recorded in the fourth quarter of 2017 and 0.2 million of other merger related costs recorded in 2018. See Appendix A for a reconciliation of Non-GAAP measures.

<sup>3 -</sup> Net debt is defined as total debt less cash on hand.

### Components of Asset-Backed Loan (ABL) Credit Facility (\$MM)



# **Credit Facility**

#### Liquidity under facility.

- In December 2017, increased the size of ABL from \$602.5 million to \$750 million.
- At June 30, 2018, \$132.7 million outstanding balance under amended ABL facility.
- \$609.6 million of availability, net of letters of credit, under the ABL at June 30, 2018.
- Suppressed availability

   (supporting asset value in excess of \$750 million facility size) under ABL borrowing base certificate was \$375.3 million at June 30, 2018.



#### Unaudited Reconciliation of Non-GAAP Financial Measures

EBITDA, Adjusted EBITDA and Free Cash Flow are non-GAAP measures as defined under the rules of the SEC. We define EBITDA as net income (loss) before interest expense, income taxes, depreciation and amortization. We define Adjusted EBITDA for the year ended December 31, 2012 as EBITDA adjusted for the \$10.2 million loss from early extinguishment of debt incurred in the third quarter ended September 30, 2012. For the year ended December 31, 2017, we define Adjusted EBITDA as EBITDA adjusted for (1) merger breakup fees, net of related merger costs, totaling \$5.8 million related to the previously proposed acquisition of Neff Corporation and the previously mentioned CEC transaction costs; and (2) a non-recurring \$25.4 million item associated with the premiums paid to repurchase and redeem previously outstanding 7% senior unsecured notes and the write-off of unamortized note discount and deferred transaction costs associated therewith. We define Adjusted EBITDA for the three month period ended June 30, 2018, as EBITDA adjusted for \$0.1 million of transaction costs related to recent acquisitions and for the last twelve month period ended June 30, 2018, as EBITDA adjusted for (1) merger breakup fees, net of related merger costs, totaling \$7.8 million related to the previously proposed acquisition of Neff Corporation and the recent acquisition costs; and (2) a non-recurring \$25.4 million item associated with the premiums paid to repurchase and redeem previously outstanding 7% senior unsecured notes and the write-off of unamortized note discount and deferred transaction costs associated therewith. We define Free Cash Flow as net cash provided by operating activities, less purchases of rental equipment, property and equipment, and acquisition of businesses, net of cash acquired, plus proceeds from sales of rental equipment and property and equipment.

We use EBITDA and Adjusted EBITDA in our business operations to, among other things, evaluate the performance of our business, develop budgets and measure our performance against those budgets. We also believe that analysts and investors use EBITDA and Adjusted EBITDA as supplemental measures to evaluate a company's overall operating performance. However, EBITDA and Adjusted EBITDA have material limitations as analytical tools and you should not consider them in isolation, or as substitutes for analysis of our results as reported under GAAP. We consider them useful tools to assist us in evaluating performance because they eliminate items related to capital structure, taxes and non-cash charges. The items that we have eliminated in determining EBITDA for the periods presented are interest expense, income taxes, depreciation of fixed assets (which includes rental equipment and property and equipment) and amortization of intangible assets and, in the case of Adjusted EBITDA, any other items described above applicable to the particular period. However, some of these eliminated items are significant to our business. For example, (i) interest expense is a necessary element of our costs and ability to generate revenue because we incur a significant amount of interest expense related to our outstanding indebtedness; (ii) payment of income taxes is a necessary element of our costs; and (iii) depreciation is a necessary element of our costs and ability to generate revenue because rental equipment is the single largest component of our total assets and we recognize a significant amount of depreciation expense over the estimated useful life of this equipment. Any measure that eliminates components of our capital structure and costs associated with carrying significant amounts of fixed assets on our consolidated balance sheet has material limitations as a performance measure. In light of the foregoing limitations, we do not rely solely on EBITDA and Adjusted EBITDA are not measurements of our financial performance under GAA

The Company uses Free Cash Flow in our business operations to, among other things, evaluate the cash flow available to meet future debt service obligations and working capital requirements. However, this measure should not be considered as an alternative to cash flows from operating activities or any other measures derived in accordance with GAAP as indicators of operating performance or liquidity. Additionally, our definition of Free Cash Flow is limited, in that it does not represent residual cash flows available for discretionary expenditures due to the fact that the measure does not deduct the payments required for debt service and other contractual obligations. Therefore, we believe it is important to view Free Cash Flow as a measure that provides supplemental information to our entire statement of cash flows. Further, the method used by our management to calculate Free Cash Flow may differ from the methods other companies use to calculate their Free Cash Flow.

Because EBITDA, Adjusted EBITDA and Free Cash Flow may not be calculated in the same manner by all companies, these measures may not be comparable to other similarly titled measures by other companies.

For a reconciliation of historical non-GAAP financial measures to the nearest comparable GAAP measures, see the Non-GAAP reconciliations included further in this presentation.



### EBITDA and Adjusted EBITDA GAAP Reconciliation (\$ in thousands)

	2012	2013	2014	2015	2016	2017	Q2 2017	Q2 2018	LTM 6/30/18
Net Income	\$28,836	\$44,140	\$55,139	\$44,305	\$37,172	\$109,658	\$9,878	\$20,771	124,639
Interest expense	35,541	51,404	52,353	54,030	53,604	54,958	13,373	15,693	58,699
Provision (Benefit) for income taxes	15,612	21,007	37,545	31,371	21,858	(50,314)	5,790	7,098	(48,556)
Depreciation	116,447	138,903	166,514	186,457	189,697	193,245	47,858	57,372	208,113
Amortization of intangibles	66	-	-	-	-	-		780	1,485
EBITDA	\$196,502	\$255,454	\$311,551	\$316,163	\$302,331	\$307,547	\$76,899	101,714	344,380
Loss on early extinguishment of debt <sup>1</sup>	10,180	-	-	-	-	25,363		-	25,363
Merger breakup fee, net of merger costs <sup>1</sup>	-	-	-	-	-	(5,782)	2,200	68	(7,762)
Adjusted EBITDA	\$206,682	\$255,454	\$311,551	\$316,163	\$302,331	\$327,128	\$79,099	\$101,782	361,981

<sup>1 –</sup> Adjustments relate to loss from early extinguishment of debt incurred in the third quarter ended September 30, 2012 and third quarter ended September 30, 2017. Adjustment also includes the net merger breakup fee proceeds associated with the merger agreement with Neff Corporation and transaction costs associated with subsequent acquisitions.

### Free Cash Flow GAAP Reconciliation (\$ in thousands)

	2012	2013	2014	2015	2016	2017	6 Mos. Ended June 30, 2017	6 Mos. Ended June 30, 2018
Net cash provided by operating activities	\$41,023	\$138,652	\$158,318	\$206,620	\$176,979	\$226,199	\$92,707	\$105,415
Acquisition of business, net of cash acquired	-	-	-	-	-	-	-	(196,027)
Purchases of property and equipment	(37,361)	(29,479)	(33,235)	(26,797)	(22,895)	(22,515)	(12,137)	(19,561)
Purchases of rental equipment <sup>1</sup>	(268,229)	(267,465)	(368,491)	(178,772)	(179,709)	(234,209)	(112,946)	(217,828)
Proceeds from sale of property and equipment	2,058	2,759	3,657	4,289	3,805	7,506	3,137	6,687
Proceeds from sale of rental equipment	90,542	114,595	101,426	99,521	84,389	96,143	46,013	52,177
Free cash flow	\$(171,967)	\$(40,938)	(138,325)	\$104,861	\$62,569	\$73,124	\$16,774	(269,137)

<sup>1 –</sup> Purchases of rental equipment as reflected in the Consolidated Statement of Cash Flows exclude non-cash assets transferred from new and used inventory to rental. Transfers from new and used inventory to rental are included below and also shown in the supplemental schedule of non-cash investing and financing activities of the Consolidated Statement of Cash Flows. In addition, the amounts as detailed below are included in gross rental cap-ex on slide 19.

### Transfers from New and Used Inventory (\$MM)

	2012	2013	2014	2015	2016	2017	6 Mos. Ended June 30, 2017	6 Mos. Ended June 30, 2018
Transfers of new and used inventory	\$28.2	\$35.9	\$44.2	\$51.4	\$38.5	\$10.5	\$9.0	\$21.6





RENTALS | SALES | PARTS | SERVICE