

**dexterra**  
GROUP

2024  
**Annual  
General  
Meeting**



## Cautionary Statement

In this presentation, all amounts are in Canadian dollars, unless otherwise indicated. Any graphs, tables or other information in this presentation demonstrating the historical performance of Dexterra Group Inc. (“Dexterra”) or of any of its business units contained in this presentation are intended only to illustrate past performance and are not necessarily indicative of future performance of Dexterra or any of its business units.

### **Forward-Looking Statements**

Certain statements contained in this presentation may constitute forward-looking information under applicable securities law. Forward-looking information may relate to Dexterra’s future outlook and anticipated events, business, operations, financial performance, financial condition or results and, in some cases, can be identified by terminology such as “continue”; “forecast”; “may”; “will”; “project”; “could”; “should”; “expect”; “plan”; “anticipate”; “believe”; “outlook”; “target”; “intend”; “estimate”; “predict”; “might”; “potential”; “continue”; “foresee”; “ensure” or other similar expressions concerning matters that are not historical facts. In particular, statements regarding Dexterra’s future operating results and economic performance, including its expected Proforma revenue and Proforma Adjusted EBITDA for 2024 and near and long-term vision; management expectations of market sector recoveries; its leverage, free cash flow, working capital, potential acquisitions, potential share buybacks, dividends, Adjusted EBITDA margins, its revenue mix, leverage ratios and other objectives and strategies are forward-looking statements. These statements are based on certain factors and assumptions, including the expected closing of the sale of the Modular Solutions business, management’s future focus, repayment of debt, growth, results of operations, performance and business prospects and opportunities regarding Dexterra, which Dexterra believes are reasonable as of the current date. While management considers these assumptions to be reasonable based on information currently available to Dexterra, they may prove to be incorrect. Forward-looking information is also subject to certain known and unknown risks, uncertainties and other factors that could cause Dexterra’s actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information, including, but not limited to: the ability to retain clients, renew existing contracts and obtain new business; an outbreak of contagious disease that could disrupt its business; the highly competitive nature of the industries in which Dexterra Group operates; reliance on suppliers and subcontractors; cost inflation; volatility of industry conditions could impact demand for its services; a reduction in the availability of credit could reduce demand for Dexterra’s products and services; Dexterra’s significant shareholder may substantially influence its direction and operations and its interests may not align with other shareholders; its significant shareholder’s 49% ownership interest may impact the liquidity of the common shares; cash flow may not be sufficient to fund its ongoing activities at all times; loss of key personnel; the failure to receive or renew permits or security clearances; significant legal proceedings or regulatory proceedings/changes; environmental damage and liability is an operating risk in the industries in which Dexterra operates; climate changes could increase Dexterra’s operating costs and reduce demand for its services; liabilities for failure to comply with public procurement laws and regulations; any deterioration in safety performance could result in a decline in the demand for its products and services; failure to realize anticipated benefits of acquisitions and dispositions; inability to develop and maintain relationships with Indigenous communities; the seasonality of Dexterra’s business; inability to restore or replace critical capacity in a timely manner; reputational, competitive and financial risk related to cyber-attacks and breaches; failure to effectively identify and manage disruptive technology; economic downturns can reduce demand for Dexterra’s services; its insurance program may not fully cover losses. Additional risks and uncertainties are described in Note 22 of the Corporation’s Consolidated Financial Statements for the years ended December 31, 2023 and 2022 contained in its most recent Annual Report filed with securities regulatory authorities in Canada and available on SEDAR at [sedar.com](http://sedar.com). The reader should not place undue importance on forward-looking information, estimated and project financial data and should not rely upon this information as of any other date. Dexterra is under no obligation and does not undertake to update or alter this information at any time, except as may be required by applicable securities law.

### **Non-GAAP Measures**

Certain measures in this presentation do not have any standardized meaning as prescribed by GAAP and, therefore, are considered non-GAAP measures. Non-GAAP measures include “Adjusted EBITDA”, calculated as earnings before interest, taxes, depreciation, amortization, equity investment depreciation, share based compensation, gain/loss on disposal of property, plant and equipment and non-recurring items; “Pro forma Adjusted EBITDA”, calculated as Adjusted EBITDA less the Adjusted EBITDA from the Modular Solutions segment; “Pro forma Revenue”, calculated as revenue less revenue from the Modular Solutions segment; “Free Cash Flow”, calculated as net cash flows from (used in) operating activities, less sustaining capital expenditures, purchase of intangible assets, lease payments and finance costs plus proceeds on the sale of property, plant and equipment; These measures provide investors with supplemental measures of Dexterra’s operating performance and highlight trends in its core businesses that may not otherwise be apparent when relying solely on GAAP financial measures. Dexterra also believes that securities analysts, investors and other interested parties frequently use non-GAAP measures in the evaluation of issuers. Dexterra’s management also uses non-GAAP measures in order to facilitate operating performance comparisons from period to period, to prepare annual operating budgets, and to determine components of management compensation. Dexterra believes that with the previously announced Modular Business sale, it is valuable to highlight for stakeholders what Dexterra’s business potentially looks like without the Modular business segment included in certain of the Non-GAAP financial measures outlined above.

These measures are regularly reviewed by the Chief Operating Decision Makers and provide investors with an alternative method for assessing the Corporation’s operating results in a manner that is focused on the performance of the Corporation’s ongoing operations and to provide a consistent basis for comparison between periods. These measures should not be construed as alternatives to net earnings and total comprehensive income or operating cash flows as determined in accordance with GAAP as indicators of the Corporation’s performance. The method of calculating these measures may differ from other entities and accordingly, may not be comparable to measures used by other entities. For a reconciliation of these non-GAAP measures to their nearest measure under GAAP please refer to “Non Gaap Measures” and “Reconciliation of non-GAAP measures” contained in our Management’s Discussion & Analysis for the period ended December 31, 2023 and 2022 which are incorporated by reference herein and see also the Appendix to this Presentation.

# Creating Value Through a Diverse Support Services Strategy

*Powered by passionate people, we deliver quality solutions for the management and operation of infrastructure.*

- ✓ Scalable, Support Services model across diverse end-markets
- ✓ Expanding base of annuity work
- ✓ Client-centric services
- ✓ Technology driven
- ✓ Smart approach to ESG
- ✓ Community Engagement
- ✓ Strong free cashflow and well financed
- ✓ Capital light
- ✓ Strong shareholder returns and stakeholder value



# An Expanding Platform

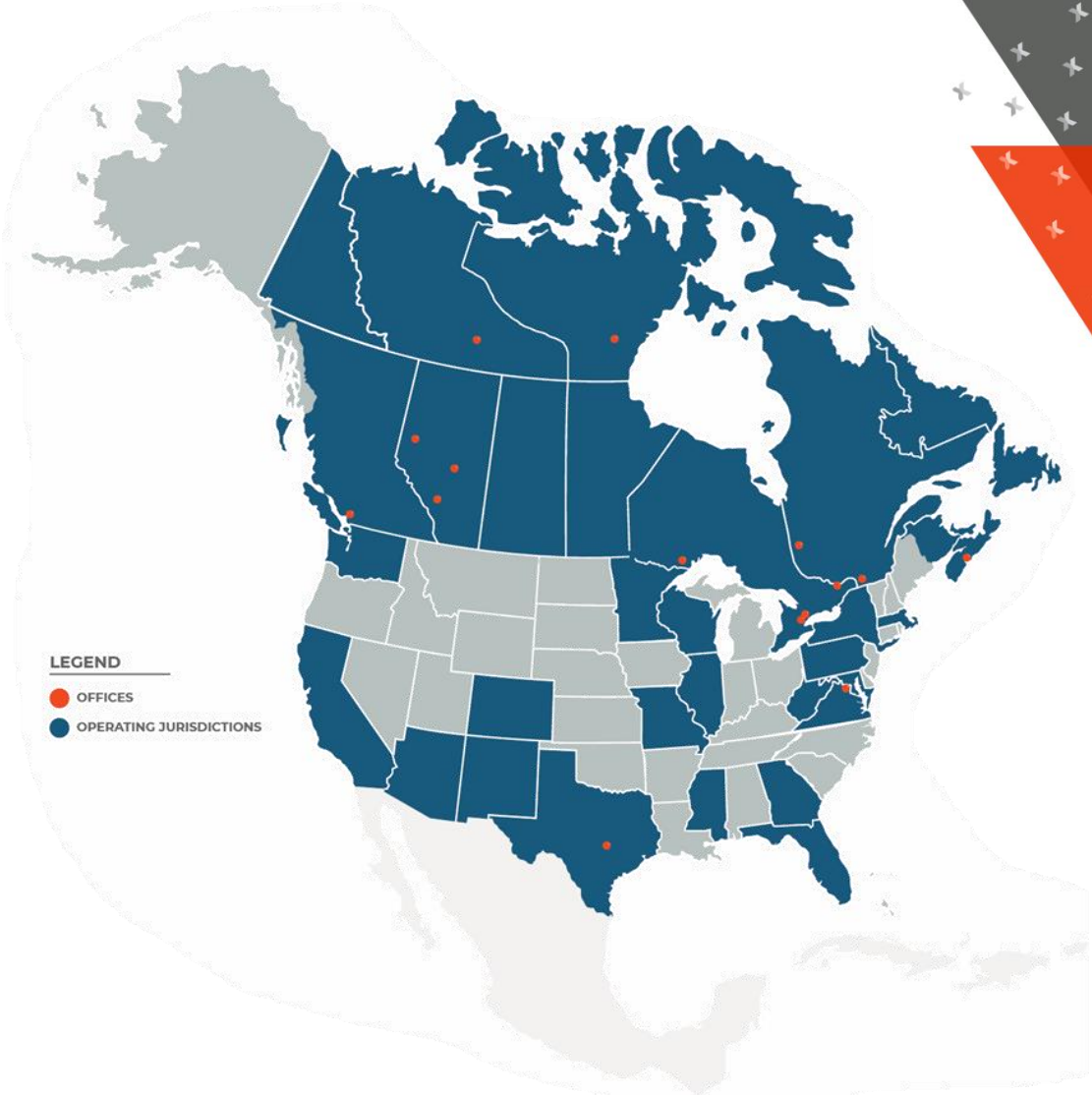
- Operating footprint throughout Canada and the US
- Diverse base of over 400 clients
- Dynamic – move quickly to meet clients needs (e.g. wildfires)
- Scaling IFM business with expanded capabilities for fully integrated solutions
- Leader in Canada’s Workforce Accommodation market

## Increasing IFM Outsourcing Trend

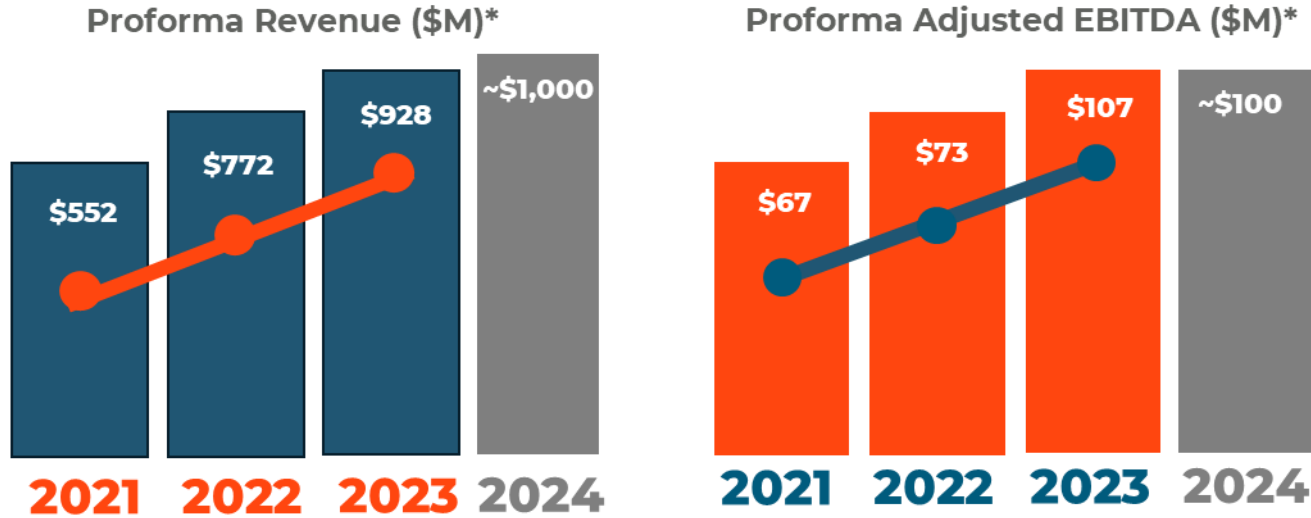
Global market outlook (in-house and outsourced FM spend)  
USD Billions



Source: McKinsey & Company



# Driving Performance

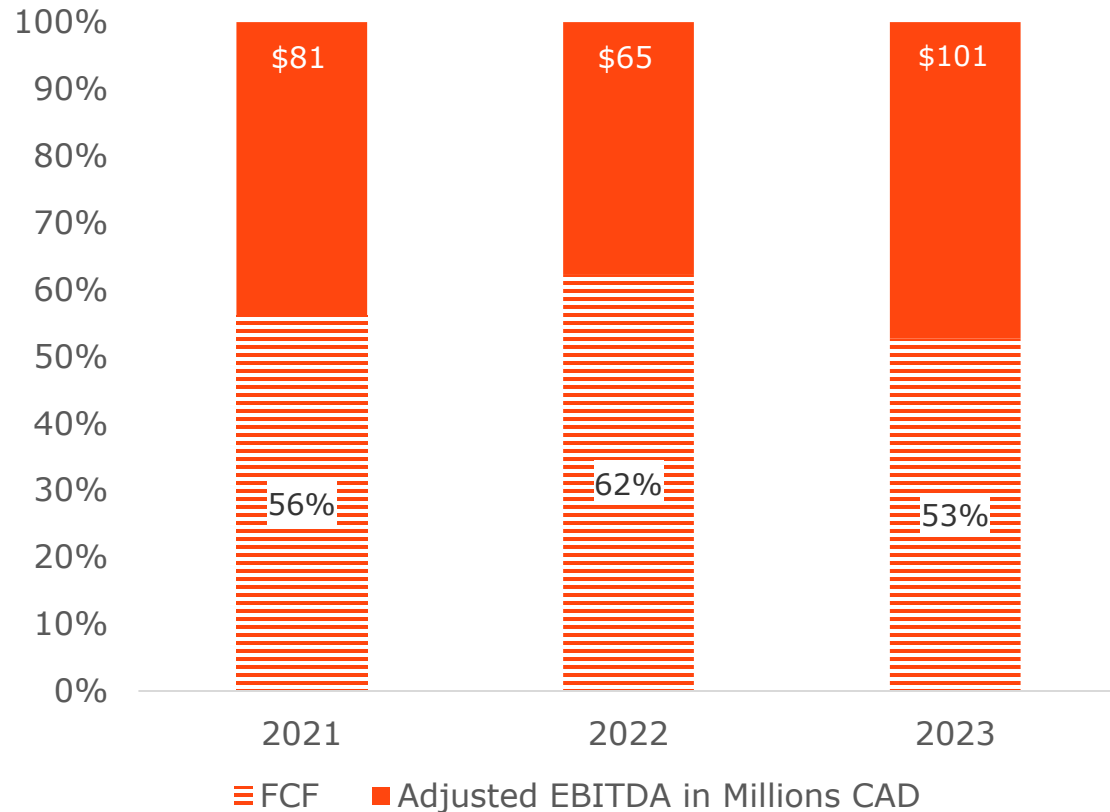


\* Excludes the Modular Solutions segment for the years shown, refer to Appendix I for reconciliation of non-GAAP measures.

- Strong revenue growth, pipeline, and profitability
- Improving IFM margins and performance
- Expanding the footprint through acquisitions
- Market share capture in remote services
- Integration opportunities in Support Services

# Financial Strength and Well-Financed

Strong free cash flow conversion at 50%+ of Adjusted EBITDA annually



Free Cash Flow and Adjusted EBITDA definition is included in slide 2 of the presentation.

Credit facility (\$260m + \$150m accordion) provides flexibility

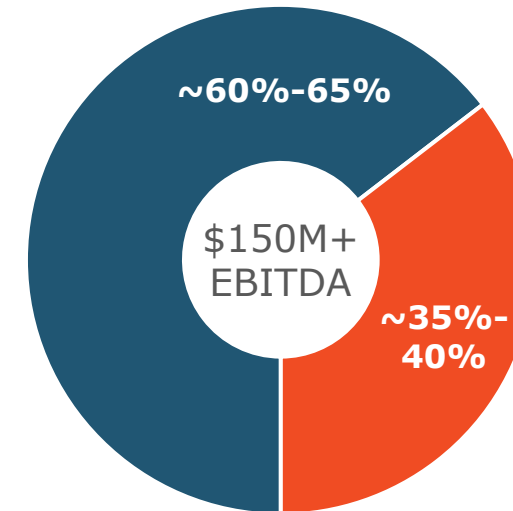
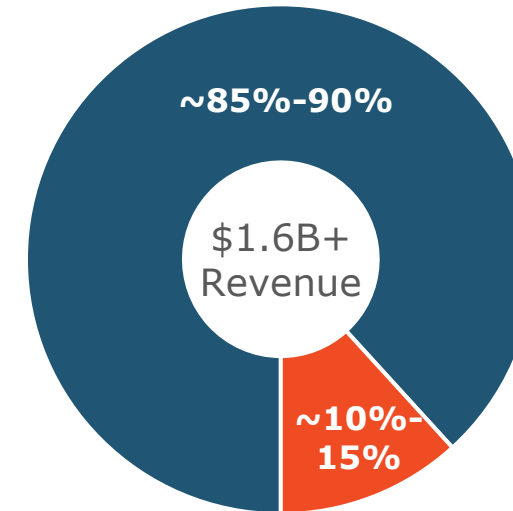
## Capital Allocation Priorities

- 1) Sustain our dividend
- 2) Sustaining capex (~1.5% of revenue)
- 3) Opportunistic share buy-backs
- 4) Accretive acquisitions

# Our Strategy and Vision Going Forward

- **Building our Support Services platform** – technology-enabled, scalable, capital light, advantaged EBITDA margins
- Supporting a leading and **high margin asset-based services business**
- **Innovative solutions for emerging client needs** – building performance, data-driven insights, superior customer experience
- **Delivering on organic growth**
  - Increasing scale of FM work with greater penetration in higher margin services (full IFM)
  - Continued leadership in asset-based services with high utilization supporting strong returns
  - Expanding support services business in the USA
- **Accretive and opportunistic acquisitions**
- **Robust shareholder returns** – 15% Return on Equity Goal

## 4-5 Year Expected Growth and Business Mix



- Support Services
- Asset-based Services

# Our Near-Term Priorities Enabling Long-Term Success

- **Sustainable, predictable results**
- **Streamlining the Business**
  - Close and transition Modular Solutions deal
  - Reshape support services and external reporting
- **Deliver Stronger Operating Performance**
  - IFM growth and improving margins
  - Sustain strong WAFES performance including growth in support services work and high utilization in asset-based services
- **Investments in people, technology, and partnerships** to cultivate our competitive advantage and support growth
- **Sustainability** – maintain safety excellence record, foster community engagement and investment, benchmark our ESG activities against public frameworks
- **Shareholder Value** - maintain dividend, share buybacks, accretive M&A





# Question & Answer Period

# Appendix I – Reconciliation to non-GAAP measures

The following provides a reconciliation of non-GAAP measures to the nearest measure under GAAP for items presented:

	('000's)	<b>2021</b>	<b>2022</b>	<b>2023</b>
Total Revenue		733,380	971,517	1,117,198
Less:				
Modular Solutions		181,701	199,611	189,422
Proforma Revenue		<u>551,679</u>	<u>771,906</u>	<u>927,776</u>
	('000's)	<b>2021</b>	<b>2022</b>	<b>2023</b>
Adjusted EBITDA (1)		80,755	64,725	100,630
Less:				
Modular Solutions Adjusted EBITDA (Loss)		13,322	(8,133)	(6,144)
Proforma Adjusted EBITDA		<u>67,433</u>	<u>72,858</u>	<u>106,774</u>

Note 1: Refer to the reconciliation of non-GAAP Measures in the Management Discussion and Analysis for Q4 2023 and Q4 2022.



We've been serving North American clients for over 75 years. The companies that began independently, and now form Dexterra Group, have an outstanding record of supporting the infrastructure and built assets that play a vital role in our society. We bring the right teams with the right skills together – offering both experience and regional expertise so companies can operate their day to day, confidently and successfully.

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