

# Q2:2018 Investor Presentation



# Cautionary Statements

---

*This presentation includes forward-looking information. Forward-looking statements are subject to known and unknown risks and uncertainties, many of which may be beyond our control. We caution you that the forward-looking information presented in this presentation is not a guarantee of future performance and that our actual results of operations, financial condition and liquidity, and the development of the industries in which we operate may differ materially from those made in or suggested by the forward-looking information contained in this presentation. A number of important factors could cause actual results to differ materially from those contained in or implied by the forward-looking statements, in particular, the achievement of macroeconomic, financial and operational objectives, none of which we can guarantee. As a result, all forward looking financial and operational information included herein are not customary, not delivered in the ordinary course and are highly dependent on factors outside of our control and as a result, are purely indicative in nature. The forward looking financial and operation information presented herein should be considered in light of these factors.*

*Any forward-looking information presented herein is made only as of the date of this presentation, and we do not undertake any obligation to update or revise any forward-looking information to reflect changes in assumptions, the occurrence of unanticipated events, changes in future operating results over time or otherwise. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.*

*In addition to disclosing financial results that are determined in accordance with U.S. generally accepted accounting principles (“GAAP”), the Company also disclosed in this presentation certain non-GAAP financial information including EBITDA and adjusted EBITDA. These financial measures are not recognized measures under GAAP, and are not intended to be and should not be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP.*

*Furthermore any transactions described herein are illustrative in nature and subject in all respects to, among other things, due diligence, analysis of tax effects and structure, and negotiation and execution of all necessary document and agreements (including but not limited to intercreditor agreements) and final approval from all stakeholders. Any offer of securities in connection with these materials will only be made in compliance with all applicable securities laws and other laws. These materials shall not and do not constitute, nor shall it be deemed to constitute, a commitment to the illustrative transactions outlined herein and no party shall be obligated in any way by these materials or any of the terms and provisions hereof. These materials do not create and are not intended to create a duty to negotiate in good faith definitive agreements and may not be relied upon as the basis for a contract by estoppel or otherwise, and does not constitute an offer to sell or a solicitation of an offer to buy securities.*

# Integrated Services Offering

---

## Logistics and Well Site Services

- Fleet of over 500 specialized trucks/trailers & ~2,400 tanks
- Comprehensive equipment rentals and labor support business
- Assets well-positioned to meet growing customer demand

## Water Midstream

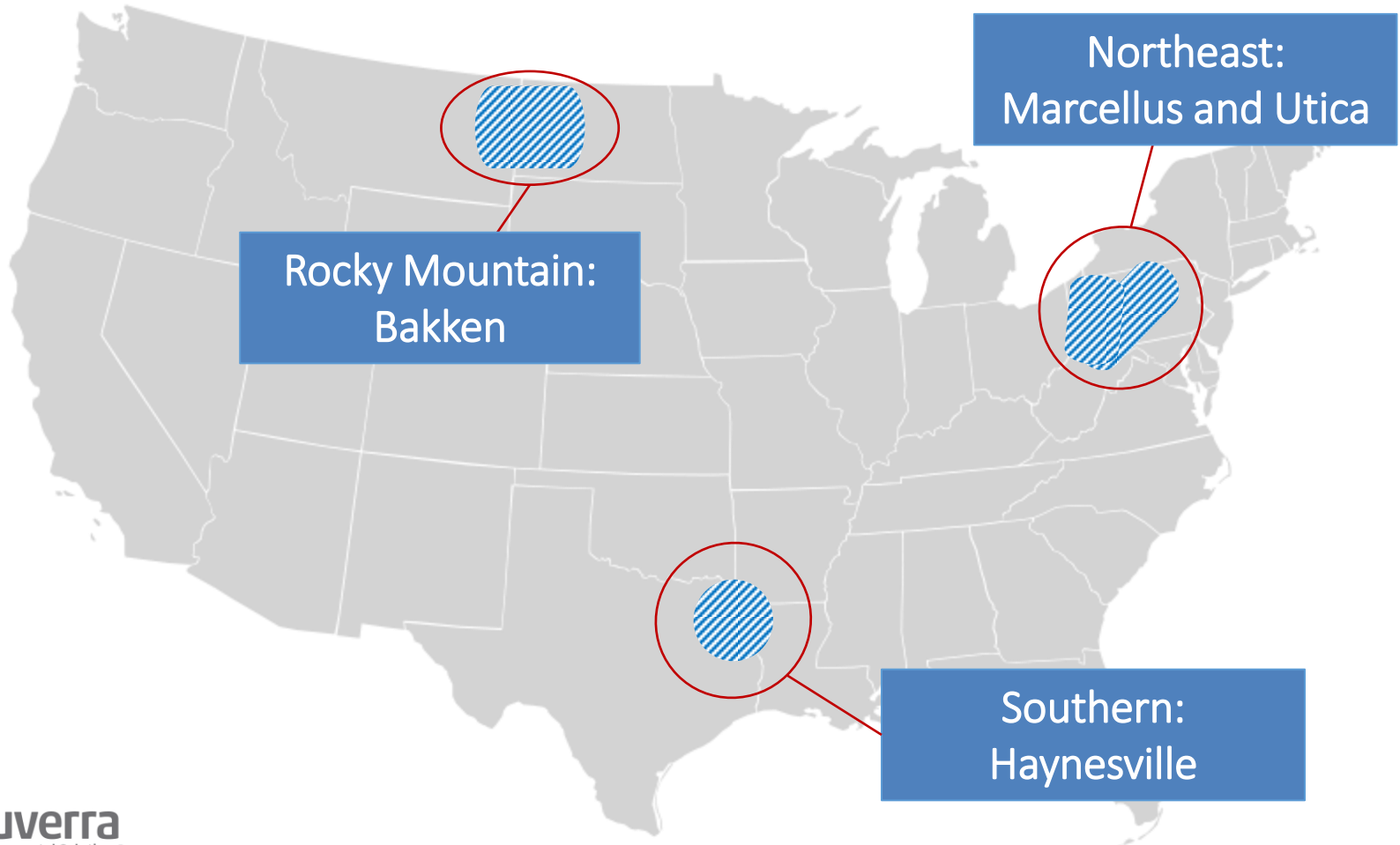
- Freshwater transport via truck, lay flat temporary line and fixed Haynesville fresh water pipeline
- Trucking and pipeline access reduces transportation costs for E&P companies
- Haynesville produced water pipeline with 100k/bbl per day potential capacity

## Disposal Management

- Environmentally responsible water treatment and disposal
- 44 salt water disposal wells
- E&P solids landfill in the heart of Bakken tier 1 acreage

# Strategically Located Network of Assets

- Business driven by drilling activity in key basins
- Strategy to strengthen and expand market position



# Serving a Diverse Base of Top E&P Industry Customers

---

- Deep, long-standing relationships across the industry



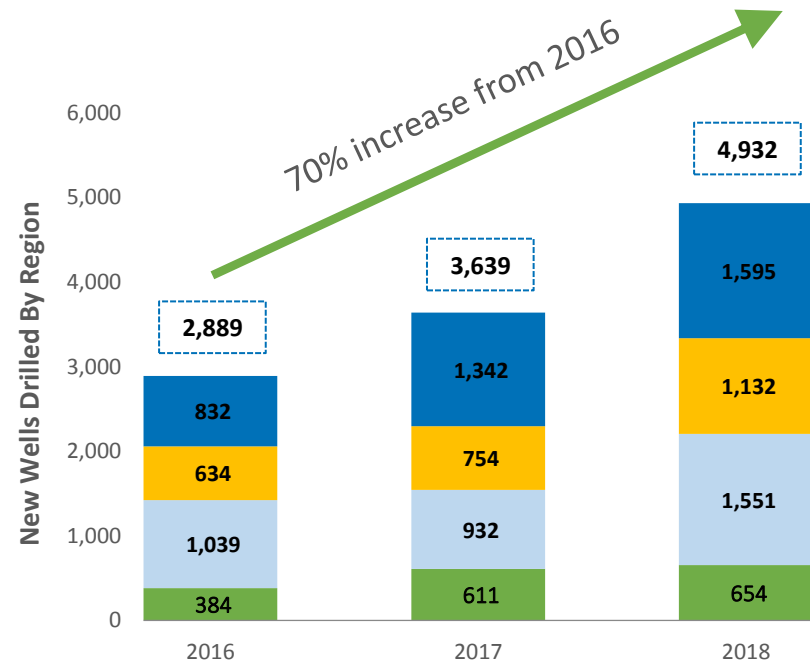
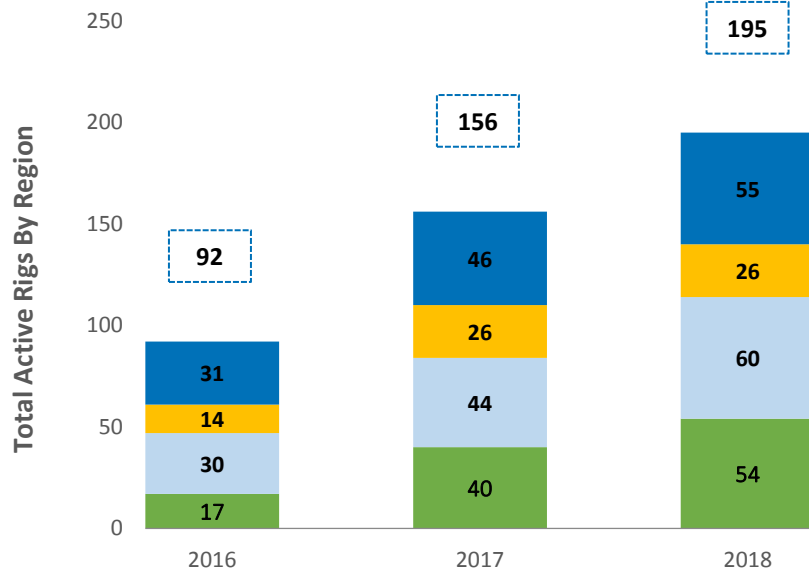
# Favorable Industry Activity Outlook

U.S rig count is expected to rise steadily, but remain below prior peak cycle levels. However,...

- Rig counts expected to increase from 92 in 2016 to 231 in 2020
- Active rig count has more than doubled in just 2 years

...activity per rig has changed the equation for well logistics

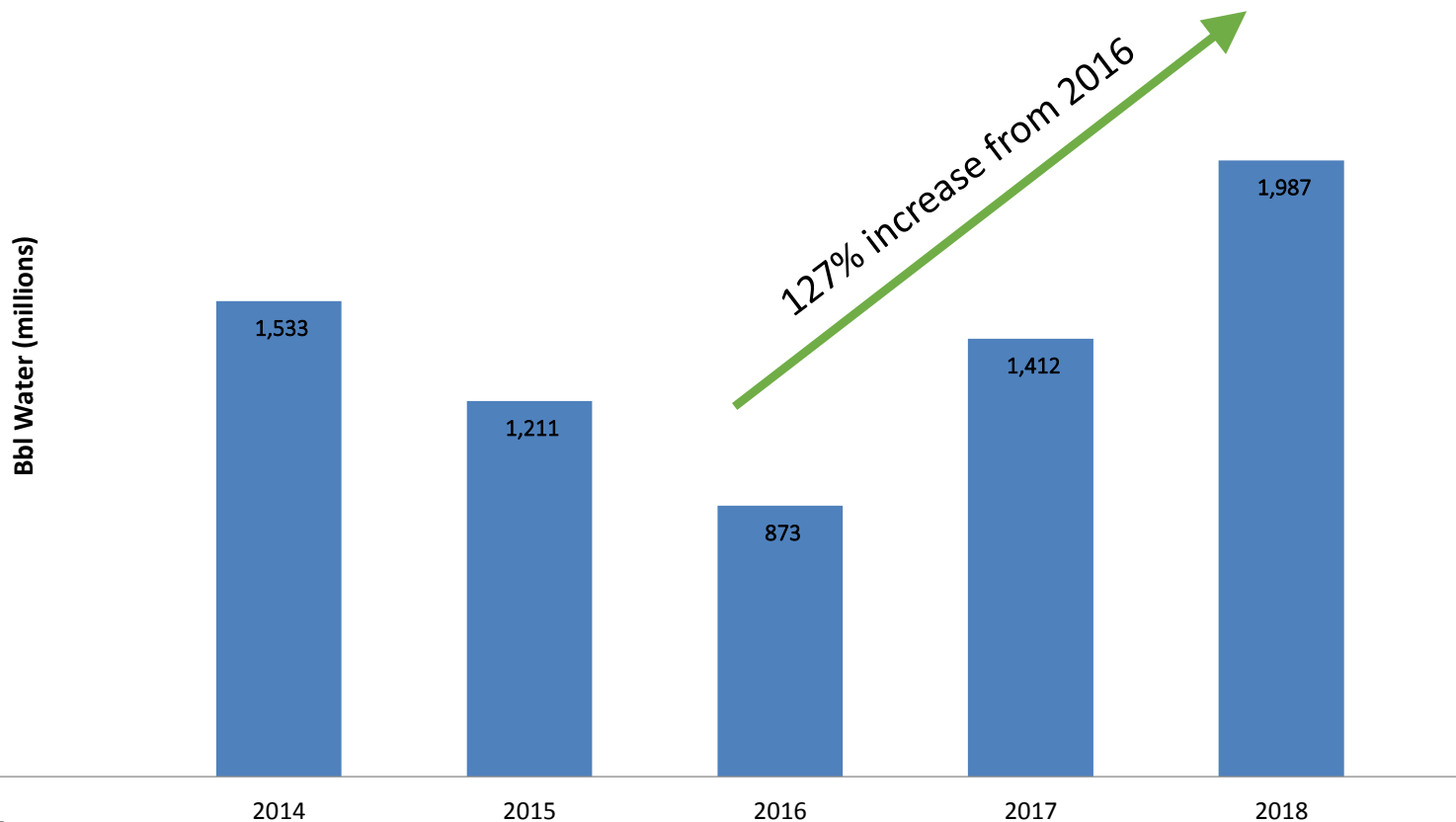
- Number of wells drilled per rig is increasing



# Water Requirements Are Expected to Grow Rapidly

- As hydraulically fractured wells become more productive, water demand increases

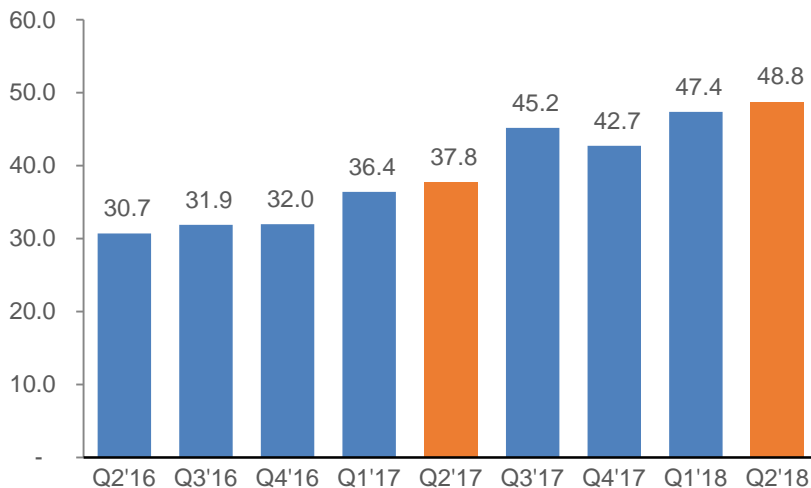
## Drilling & Completion Water Requirements (NES Basins)



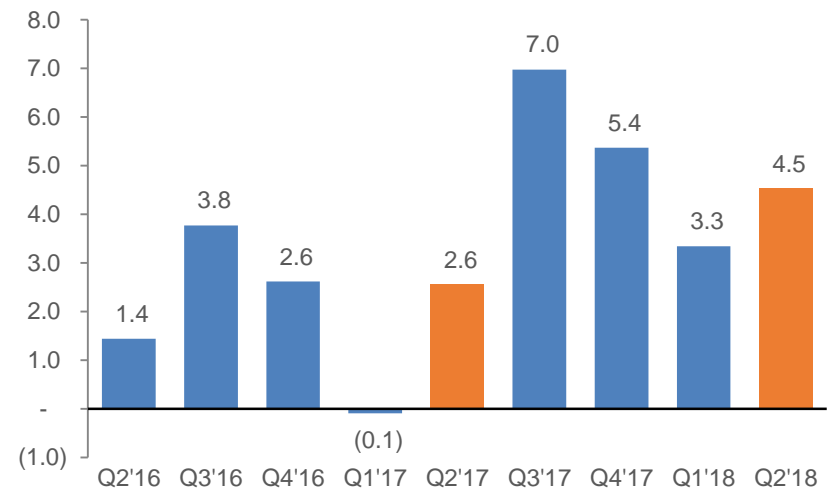
# Financial Profile – Improving Performance

- Q2 2018 revenue increased 29% YoY to \$48.8\* million
- Adjusted EBITDA was \$4.5\* million in Q2 2018, a \$1.9 million improvement compared to the same quarter a year ago
  - Q2 adjusted EBITDA impacted by revenue growth in higher margin water transfer and disposal business, along with trucking price improvements in the NE and Bakken regions

Revenue\* (\$ millions)



Adjusted EBITDA\* (\$ millions)



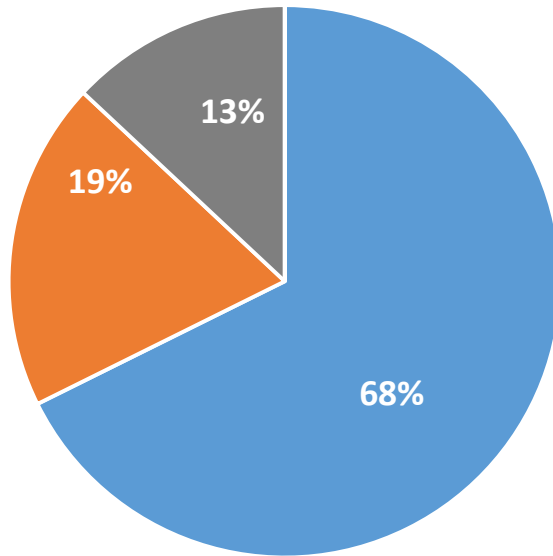


# Regional Reporting Segments

- Nuverra reports financial results across three regional segments

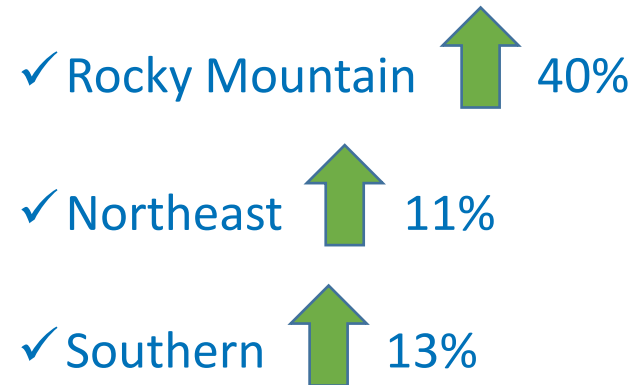
## Revenue Mix and Performance\*

### Three Months Ended June 30, 2018



■ Rocky Mountain ■ Northeast ■ Southern

### Q2 2018 Year-over-Year Revenue Growth



# Recapitalization Continues to Position Nuverra for Success

---

- **Resulted in significantly improved capital structure**
  - Debt to adjusted EBITDA of  $\sim 2.0x^1$  as of June 30, 2018
  - Total debt of \$36.6M; lowest level since reorganization
  - Approximately \$31M of available liquidity to invest and support operations
- **Focus on higher return opportunities**
  - Opportunistic asset sales generating capital to reinvest in growth

# Key Investment Highlights

---

Well positioned to grow market share and improve returns

Strong new leadership in place to implement strategy

Opportunity to consolidate a fragmented market

Midstream exposure diversifies revenue sources



Significantly improved capital structure to pursue growth opportunities

Better positioned to adapt to cyclical market swings

# Appendix

## Reconciliation of Non-GAAP Financials

# Non-GAAP Reconciliations – Adj Revenue

## Reconciliation of Revenue to Adjusted Revenue

(\$000's)	Three Months Ended <sup>1</sup>							
	9/30/2016	12/31/2016	3/31/2017	6/30/2017	9/30/2017	12/31/2017	3/31/2018	6/30/2018
<b>Revenue</b>	\$ 35,441	\$ 35,782	\$ 39,223	\$ 41,538	\$ 48,880	\$ 46,430	\$ 49,669	\$ 48,948
<b>Adjustments</b>								
Removal of Eagle Ford basin	(2,071)	(1,994)	(2,107)	(2,730)	(2,642)	(2,997)	(2,132)	(8)
Removal of AWS	(414)	(882)	(299)	(399)	(453)	(125)	-	-
Removal of Construction business	(1,055)	(930)	(432)	(657)	(602)	(571)	(172)	(146)
<b>Adjusted Revenue</b>	\$ 31,901	\$ 31,976	\$ 36,385	\$ 37,752	\$ 45,183	\$ 42,737	\$ 47,365	\$ 48,794

(\$000's)	Three Months Ended June 30, 2017			Three Months Ended June 30, 2018		
	Rocky			Rocky		
	Mountain	Northeast	Southern	Mountain	Northeast	Southern
<b>Revenue</b>	\$ 23,759	\$ 9,570	\$ 8,209	\$ 33,165	\$ 9,606	\$ 6,177
<b>Adjustments</b>						
Removal of Eagle Ford basin	-	-	(2,730)	-	-	(8)
Removal of AWS	-	(399)	-	-	-	-
Removal of Construction business	-	(657)	-	-	(146)	-
<b>Adjusted Revenue</b>	\$ 23,759	\$ 8,514	\$ 5,479	\$ 33,165	\$ 9,460	\$ 6,169

<sup>1</sup> For illustrative purposes, the Company has combined the Successor and Predecessor periods to derive combined results for the three months ended September 30, 2017.

# Non-GAAP Reconciliations – Adj EBITDA

## Reconciliation of Net (Loss) Income to EBITDA and Total Adjusted EBITDA

(\$000's)	Three Months Ended <sup>1</sup>							
	9/30/2016	12/31/2016	3/31/2017	6/30/2017	9/30/2017	12/31/2017	3/31/2018	6/30/2018
<b>Net (loss) income</b>	\$ (38,396)	\$ (61,316)	\$ (35,962)	\$ (19,587)	\$ 207,167	\$ (30,902)	\$ (32,167)	\$ (11,176)
Depreciation and amortization	15,019	14,693	12,871	12,107	21,324	21,230	14,744	11,969
Interest expense, net and income tax expense (benefit)	14,680	13,811	14,208	5,320	3,754	1,028	1,250	1,204
<b>EBITDA</b>	\$ (8,697)	\$ (32,812)	\$ (8,883)	\$ (2,160)	\$ 232,245	\$ (8,644)	\$ (16,173)	\$ 1,997
<b>Adjustments</b>								
Transaction-related costs, including earnout adjustments, net	-	-	-	-	-	-	-	52
Stock-based compensation	252	217	309	112	217	496	10,978	416
Change in FV of derivative warrant liability	(1,551)	(737)	1,618	(5,643)	140	(379)	192	(482)
Capital reorganization costs <sup>2</sup>	1,864	4,033	5,702	3,746	-	-	-	-
Reorganization items, net <sup>3</sup>	-	-	-	5,704	(229,728)	6,036	118	1,654
Legal and environmental costs, net	1,523	(99)	419	635	991	124	(347)	(49)
Impairment of long-lived assets	7,788	31,712	-	-	2,404	2,500	4,131	332
Restructuring, exit costs, and other	(266)	-	-	-	-	-	599	469
Loss on extinguishment of debt	-	-	-	-	-	-	-	-
Gain on sale of UGSI	(53)	-	-	-	(76)	-	(75)	-
Executive and severance costs	-	-	-	-	-	-	2,937	-
Loss (gain) on disposal of assets	2,566	219	49	(272)	652	5,008	(8)	(246)
Removal of Eagle Ford basin	590	416	423	413	208	133	859	335
Removal of AWS	(97)	(237)	222	60	43	139	10	1
Removal of Construction business	(148)	(98)	49	(42)	(120)	(45)	121	44
<b>Total Adjusted EBITDA</b>	\$ 3,771	\$ 2,614	\$ (92)	\$ 2,553	\$ 6,976	\$ 5,368	\$ 3,342	\$ 4,523

- <sup>1</sup> For illustrative purposes, the Company has combined the Successor and Predecessor periods to derive combined results for the three months ended September 30, 2017.
- <sup>2</sup> Capital reorganization costs in 2017 represent costs related to the chapter 11 filing incurred prior to the May 1, 2017 filing date. Capital reorganization costs in 2016 represent costs incurred for the debt exchange executed in 2016.
- <sup>3</sup> Reorganization items, net represents the costs related to the chapter 11 filing incurred after the May 1, 2017 filing date including the gain for early extinguishment of debt.