



**LEADS  
THE WAY**

## **BASIC ASSETS ACQUISITION OVERVIEW**

October 2021

## **CAUTIONARY STATEMENTS**

### **FORWARD-LOOKING STATEMENTS**

This presentation contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements include statements about the acquisition of assets from Basic and the resulting expected performance of Ranger following the acquisition. These forward-looking statements represent Ranger’s expectations or beliefs concerning future events, and it is possible that the results described in this presentation will not be achieved. These forward-looking statements are subject to risks, uncertainties and other factors, many of which are outside of Ranger’s control that could cause actual results to differ materially from the results discussed in the forward-looking statements.

Any forward-looking statement speaks only as of the date on which it is made, and, except as required by law, Ranger does not undertake any obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. New factors emerge from time to time, and it is not possible for Ranger to predict all such factors. When considering these forward-looking statements, you should keep in mind the risk factors and other cautionary statements in our filings with the Securities and Exchange Commission. The risk factors and other factors noted in Ranger’s filings with the SEC could cause its actual results to differ materially from those contained in any forward-looking statement.

### **NON-GAAP FINANCIAL MEASURES**

This presentation contains non-GAAP financial measures that management believes to be insightful in understanding the Company’s financial results after completion of the Basic asset acquisition. These financial measures, which include EBITDA and EBITDA Less Capex, should not be construed as being more important than, or as an alternative for, comparable U.S. GAAP financial measures. For a description of these non-GAAP financial measures, please see the appendix to this presentation. Our presentation of EBITDA and EBITDA Less Capex should not be construed as an indication that our results will be unaffected by the items that would be excluded from the non-GAAP measures. Our computations of these non-GAAP financial measures may not be identical to other similarly titled measures of other companies.



## **CAUTIONARY STATEMENTS**

### **USE OF PRO-FORMA PROSPECTIVE FINANCIAL INFORMATION**

This presentation contains prospective financial information with respect to the combined company expected to result from the acquisition of the assets from Basic ("Pro-Forma Ranger"). Such projected financial information constitutes forward-looking information, is for illustrative purposes only and should not be relied upon as being predictive of future results. The assumptions and estimates underlying such prospective financial information are inherently uncertain and are subject to a wide variety of significant business, economic, competitive and other risks and uncertainties that could cause actual results to differ materially from those contained in such prospective financial information, including, without limitation, assumptions regarding Pro-Forma Ranger's ability to realize synergies from the acquisition of Basic assets, the failure of any of which to materialize could cause actual results to differ materially from those contained in the prospective financial information. Ranger cautions that its assumptions, although believed reasonable at the time they were made, may not materialize. The inclusion of prospective financial information in this presentation should not be regarded as a representation by any person that the results reflected in such prospective financial information will be achieved. Neither Ranger nor Basic's independent auditors have audited, reviewed compiled or performed any procedures with respect to the prospective information and accordingly, none of such independent auditors has expressed any opinion or provided any other form or assurance with respect to such prospective financial information.

### **INDUSTRY AND MARKET DATA**

Certain information included in this presentation relates to or is based on analyst studies, publications and surveys and Ranger's own internal estimates and research. This information includes standalone Ranger revenue and EBITDA projections from Capital IQ, which Ranger believes to be reasonable, but is not provided as Ranger management projections. Such third-party information involves a number of assumptions and limitations, and there can be no guarantee as to the accuracy or reliability of such assumptions. While Ranger believes its internal research is reliable, such research has not been verified by any independent source and neither Ranger nor any of its affiliates, officers, directors, employees or representatives make any representation or warranty with respect to the accuracy of such information.

### **ADDITIONAL INFORMATION**

For additional information, see our filings with the SEC. Our filings with the SEC are available on our website, [rangerenergy.com](http://rangerenergy.com), under the "Investor Center" tab.



# Ranger's Strategic Objective

**Our Goal is to Build the Leading Completions and Production Oriented Service Company which Generates Sustainable Cash Flow Through the Cycle**



**Create Leading Positions in Selected Basins to Promote In-Basin Scale**



**Build Efficient Field Operations and Back Office Functions to Cost-Effectively Deliver World Class Customer Service**



**Maintain a Conservative Balance Sheet to Promote Financial Resilience and Enable Opportunistic M&A**



# Transaction Summary

## Basic Assets

- Ranger acquired the following from Basic Energy Services, Inc:
  - Substantially all assets, other than those related to California and the Water Logistics business
  - Well service facilities in Texas, New Mexico, Oklahoma and North Dakota
  - Well servicing, P&A, coiled tubing, cementing, rental & fishing tool, and wireline assets
- The purchased Basic Assets are forecasted to have 2022 projected revenue of \$162MM and EBITDA of \$30MM<sup>(1)</sup>
- Transaction includes an estimated \$15MM+ in excess assets including real estate, light-duty vehicles, tractors and rig components

## Purchase Price

- \$36.65MM cash paid in a competitive auction process with multiple bidders

## Acquisition Funding

- \$42MM of newly issued Series A Convertible Preferred Stock that will convert into 6MM shares of Class A Common Stock of Ranger<sup>(2)</sup>

1) Includes an estimated \$3.9MM in annual expected synergies

2) Affiliates of CSL Capital Management, LP and Bayou Well Services, LLC have agreed to vote for the preferred stock conversion



# Transaction Highlights

## Net Purchase Price<sup>(1)</sup>

~\$22 million purchase price,  
net of asset sales

## Price Per Rig<sup>(2)</sup>

Implied purchase price of  
~\$182k per active rig package compared  
with a new build value of \$1.25MM

## Attractive Acquisition Multiple<sup>(3)</sup>

1.2x 2022P EBITDA, including synergies,  
and 0.7x after asset sales

## Enhanced Balance Sheet

Improved liquidity position  
from up-sized revolving credit facility and  
refinancing of existing term debt

- 1) Net purchase price reflects expected asset sale proceeds of \$15.0MM+, net of commission. See Page 11 for more information on potential asset sales
- 2) Includes net asset sales of \$15.0MM+ and 119 active rigs with a mast height  $\geq 102'$ . Rig packages include rig and related ancillary equipment
- 3) Includes \$3.9MM in annual expected synergies



# Streamlined Capital Structure

## Equity Structure Simplification

- Transaction was over-equitized with a \$42MM equity raise issuing 6MM non-voting, non-PIK, preferred shares that will be converted into common stock upon effectiveness of a registration statement and shareholder vote<sup>(1)</sup>
- Existing equity structure has been simplified with the conversion of all Class B shares into Class A common stock and the elimination of the existing Tax Receivable Agreement<sup>(2)</sup>

## Liquidity Enhancement

- \$50.0MM revolving credit facility with \$25.0MM accordion feature; maturity extended from August 2022 to September 2025
- New \$12.5MM Machinery and Equipment Term Loan matures September 2025; refinances existing \$10MM Encina facility
- New \$15MM Term Loan B provides day one cash and is offset by excess asset sales; expected to be extinguished within 12 months

1) Affiliates of CSL Capital Management, LP and Bayou Well Services, LLC have agreed to vote for the preferred stock conversion  
2) Approximately 0.4 million shares will be issued as a result of the Tax Receivable Agreement termination



# Appendix

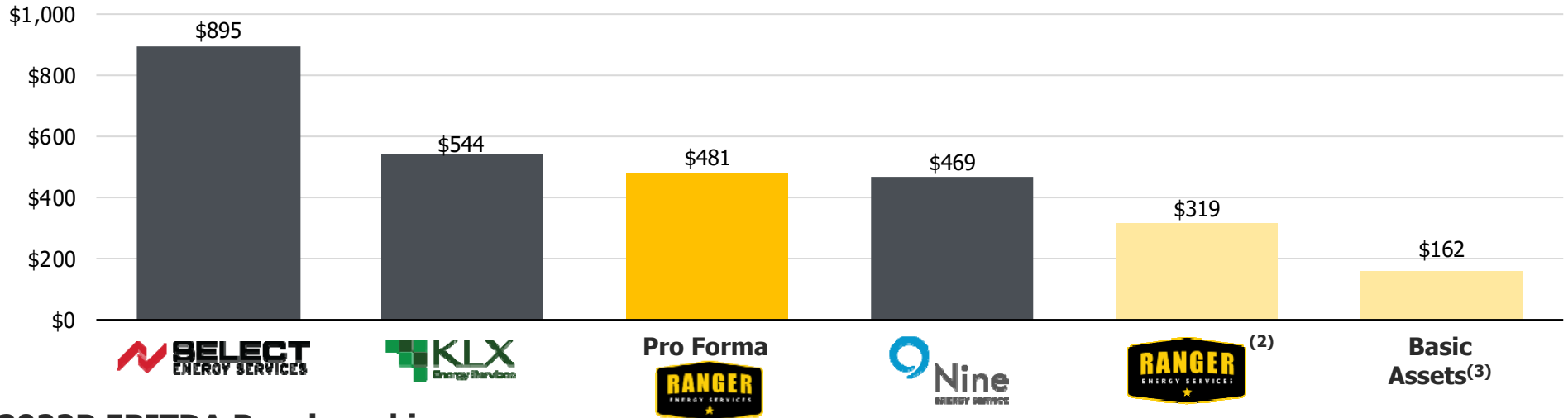


# Market Leading Non-Frac / Non-Drilling OFS Platform

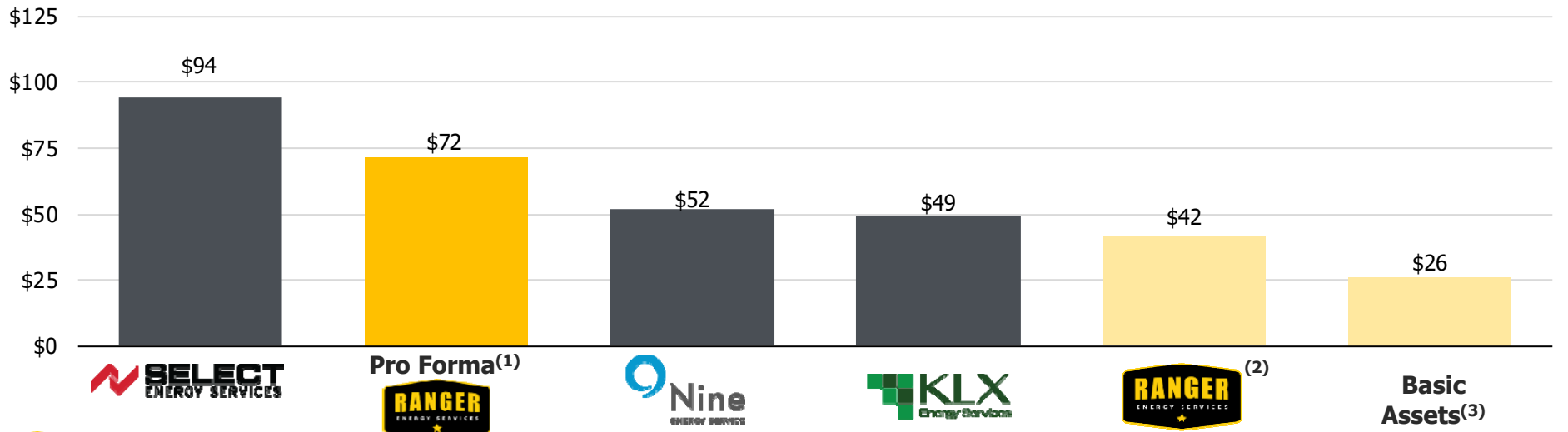
(\$ in millions)

**Ranger Will Have The Largest Active Working Well Service Rig Fleet In North America**

## 2022P Revenue Benchmarking



## 2022P EBITDA Benchmarking



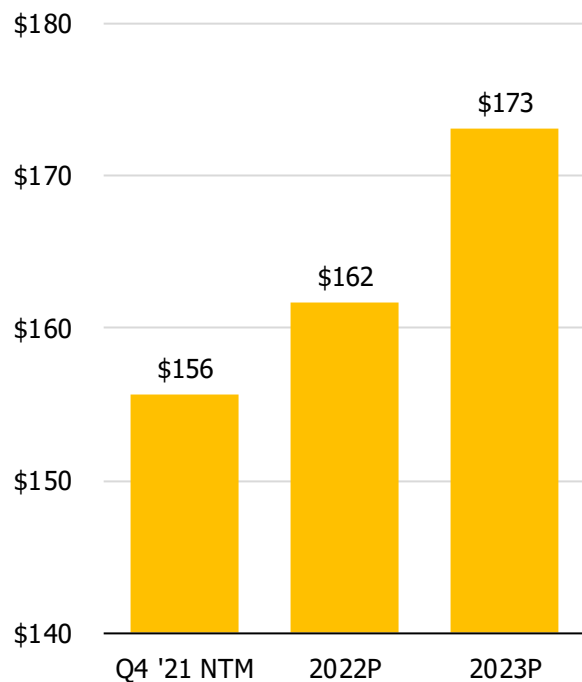
1) Pro Forma Ranger includes synergies of \$3.9MM  
 2) 2022P standalone Ranger revenue and EBITDA from Capital IQ consensus as of September 29, 2021. See Page 13 for non-GAAP disclosures  
 3) Basic Assets per Ranger management estimates based on public Basic information. Excludes synergies, see page 13 for non-GAAP disclosures  
 Source: Capital IQ estimates for all information other than Basic assets. As of September 29, 2021



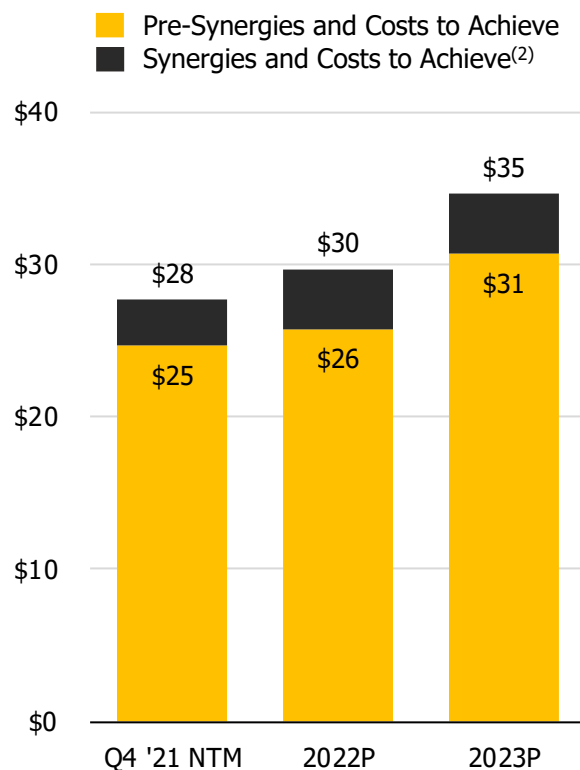
# Basic Assets Financial Profile

(\$ in millions)

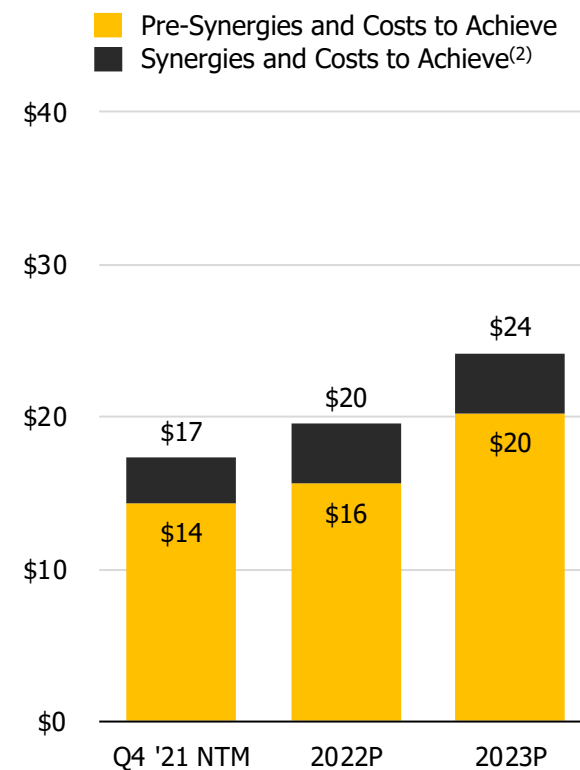
## Projected Revenue



## Projected EBITDA<sup>(1)</sup>

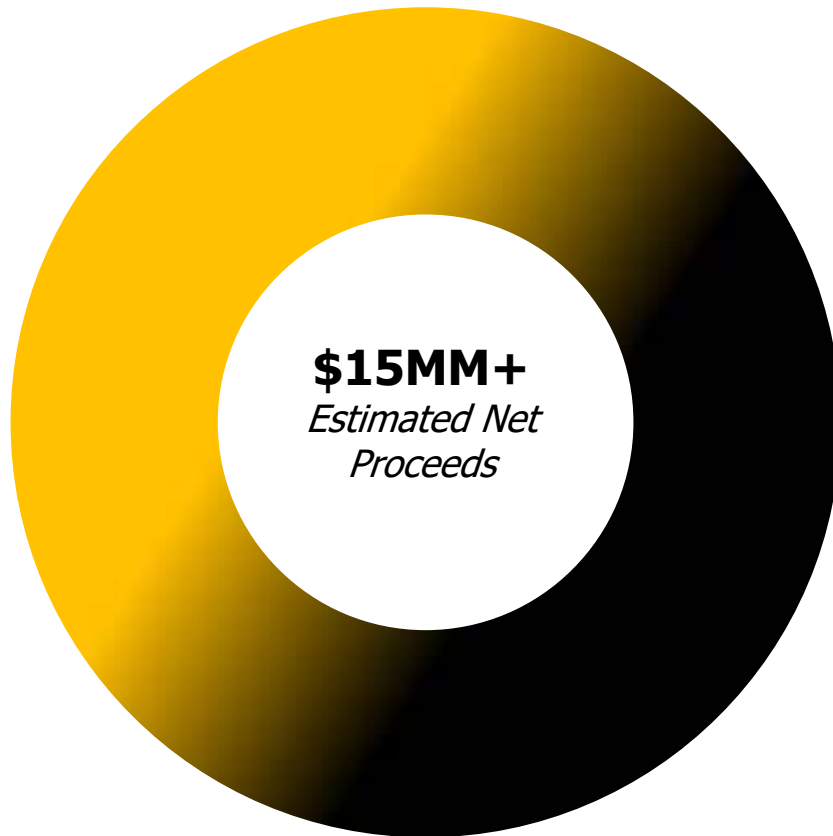


## Projected EBITDA Less Capex<sup>(1)</sup>



1) See appendix for non-GAAP disclosures  
 2) Costs to achieve synergies are incurred during Q4 2021 and are estimated at ~\$1 million. Includes annual synergies of \$3.9MM  
 Source: Basic Assets per Ranger management estimates based on public Basic information

# Significant Asset Disposals Available



## Real Estate

- Excess real estate will be sold as part of the consolidation of the enterprises
- Management expects six to eight of the 25 acquired properties will be retained for continued operations

## Equipment

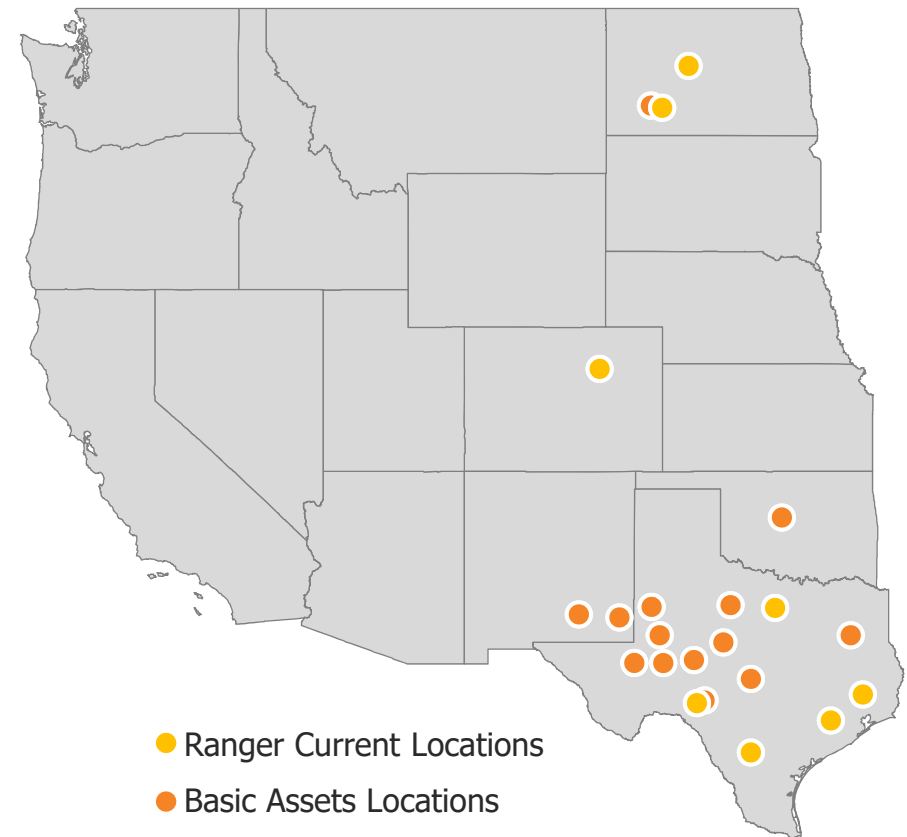
- Light duty vehicles
- Heavy duty tractors
- Rig components including engine and transmission cores, parts, and scrap steel
- Other ancillary equipment

# Pro Forma Footprint And Key Assets

## Selected Key Asset Overview

Key Assets	Ranger	Basic Assets	Total
<i>Total Workover Rigs</i>	135	500	635
Workover Rigs $\geq$ 102'	135	351	486
BOPs	150	315	465
Power Swivels	45	285	330
Cat Walks / Pipe Handlers	88	199	287
Coiled Tubing Units	0	18	18
Wireline	68	14	82

## Pro Forma Day 1 Location Overview



Source: Basic and Ranger-provided information

## ABOUT NON-GAAP FINANCIAL MEASURES

**EBITDA** is defined as net income or loss before net interest expense, tax expense and depreciation and amortization. We have also adjusted EBITDA to include synergies, which reflect management's expected cost savings after the integration of Basic Assets with Ranger. We believe EBITDA is useful as a supplemental measure in evaluating the potential performance of ongoing business operations.

**EBITDA Less Capex** is calculated by deriving EBITDA as described above and subtracting capital expenditures in accordance with GAAP as expected to be reported in the consolidated statements of cash flows. We believe EBITDA Less Capex is a useful supplemental measure to evaluate the level of capital investment needed to support operations, and as a reasonable proxy for the cash that could be generated by our business. Because our capital expenditures reflect an allocation of capital for longer term growth, we seek to strike an appropriate balance between near-term and long-term financial performance as reflected in EBITDA Less Capex.

We have not reconciled forward-looking non-GAAP EBITDA and EBITDA Less Capex to their most directly comparable GAAP measures of net income or loss with respect to EBITDA and net income or loss from operations with respect to EBITDA Less Capex. This is because we cannot predict with reasonable certainty and without unreasonable efforts the outcome of certain GAAP components of such reconciliations, including market-related assumptions that are not within our control, and certain legal, advisory and other costs that may arise, without unreasonable effort. For these reasons, we are unable to assess the probable significance of the unavailable information, which could materially impact the amount of the future directly comparable GAAP measures. Our computations of these Non-GAAP financial measures may not be identical to other similarly titled measures of other companies.

