

**Bird Construction Inc**  
**Quarterly Earnings Call**  
**2020 Q2**  
**Aug 12, 2020**



**Teri McKibbin**  
President & Chief Executive  
Officer  
**Wayne Gingrich**  
Chief Financial Officer



## DISCLAIMER

This presentation contains forward-looking statements and information ("forward-looking statements") within the meaning of applicable Canadian securities laws. The forward-looking statements contained in this presentation are based on the expectations, estimates and projections of management of Bird Construction Inc. ("Bird" or "The Company") and Stuart Olson Inc. ("Stuart Olson") as of the date of this presentation unless otherwise stated. The use of any of the words "believe", "expect", "anticipate", "contemplate", "target", "plan", "intends", "continue", "may", "will", "should" and similar expressions are intended to identify forward-looking statements. More particularly and without limitation, this presentation contains forward-looking statements concerning: the anticipated benefits of the Transaction to Stuart Olson and its shareholders and to Bird and its shareholders, including anticipated synergies; the plans and strategic priorities of the combined company; the timing and anticipated receipt of required lender, debenture holder, shareholder, court, regulatory, stock exchange and other third party approvals for the Transaction; the ability of Stuart Olson and Bird to satisfy the other conditions to, and to complete, the Transaction; and the anticipated timing of the holding of the Stuart Olson shareholder meeting and the closing of the Transaction.

In respect of the forward-looking statements concerning the anticipated benefits and completion of the Transaction, the timing and anticipated receipt of required third party approvals and the anticipated timing for completion of the Transaction, Bird and Stuart Olson have provided such in reliance on certain assumptions that they believe are reasonable at this time, including assumptions as to the time required to prepare and mail shareholder meeting materials, including the Circular; the ability of the parties to receive, in a timely manner, the necessary lender, debenture holder, shareholder, court, regulatory, stock exchange and other third party approvals, including but not limited to the receipt of applicable competition approvals; the ability of the parties to satisfy, in a timely manner, the other conditions to the closing of the Arrangement Agreement; and expectations and assumptions concerning, among other things: customer demand for the combined company's services and anticipated synergies, capital efficiencies and cost-savings.

## DISCLAIMER CONTINUED

Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to the risks associated with the industries in which Bird and Stuart Olson operate in general such as: operational risks, industry and inherent project delivery risks; delays or changes in plans with respect to growth projects or capital expenditures; costs and expenses; health, safety and environmental risks; commodity price, interest rate and exchange rate fluctuations; compliance with environmental laws risks; competition, ethics and reputational risks; ability to access sufficient capital from internal and external sources; global pandemics; repayment of credit facility; collection of recognized revenue; performance bonds and contract security; potential for non-payment and credit risk and ongoing financing availability; regional concentration; regulations; dependence on the public sector; client concentration; labour matters; loss of key management; ability to hire and retain qualified and capable personnel; subcontractor performance; unanticipated shutdowns, work stoppages, strikes and lockouts; maintaining safe worksites; cyber security risks; litigation risk; corporate guarantees and letters of credit; volatility of market trading; failure of clients to obtain required permits and licenses; payment of dividends; economy and cyclical risk; Public Private Partnerships project risk; design risks; completion and performance guarantees/design-build risks; ability to secure work; estimating costs and schedules/assessing contract risks; quality assurance and quality control; accuracy of cost to complete estimates; insurance risk; adjustments and cancellations of backlog; joint venture risk; internal and disclosure controls; Public Private Partnerships equity investments; failure to realize the anticipated benefits of the Transaction; and changes in legislation, including but not limited to tax laws and environmental regulations. Risks and uncertainties inherent in the nature of the Transaction include the failure of Stuart Olson or Bird to obtain, as applicable, necessary lender, debenture holder, shareholder, court, regulatory, stock exchange and other third party approvals, or to otherwise satisfy the conditions to the Transaction, in a timely manner, or at all. Failure to so obtain such approvals, or the failure of Stuart Olson or Bird to otherwise satisfy the conditions to the Transaction, may result in the Transaction not being completed on the proposed terms, or at all. In addition, the failure of Stuart Olson or Bird to comply with the terms of the Arrangement Agreement may result in Stuart Olson or Bird being required to pay a non-completion or other fee to the other party.

The forward-looking statements in this presentation should not be interpreted as providing a full assessment or reflection of the unprecedented impacts of the recent COVID-19 pandemic ("COVID-19") and the resulting indirect global and regional economic impacts.

Readers are cautioned that the foregoing list of factors is not exhaustive. Additional information on other factors that could affect the operations or financial results of the parties, and the combined company, including any risk factors related to COVID-19, are included in reports on file with applicable securities regulatory authorities, including but not limited to: Stuart Olson's Annual Information Form for the year ended December 31, 2019 and Bird's Annual Information Form for the year ended December 31, 2019, each of which may be accessed on Stuart Olson's and Bird's SEDAR profile, respectively, at [www.sedar.com](http://www.sedar.com).

The forward-looking statements contained in this presentation are made as of the date hereof and the parties undertake no obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

# DISCLAIMER CONTINUED

## Non-GAAP Measures and Terminology

Throughout this presentation, management uses the following terms which have no standardized meaning prescribed by GAAP and are considered non-GAAP measures. Therefore, these terms may not be comparable with similar terms presented by other companies and require definition:

"Backlog" (also referred to in the construction industry as "work on hand") is the total value of all contracts awarded to the Company, less the total value of work completed on these contracts as of the date of the most recently completed quarter. This includes all contracts that have been awarded to the Company whether the work has commenced or will commence in the normal course. It includes all of the Company's remaining performance obligations in its contracts with its clients. It does not include amounts for variable consideration that are constrained, agency relationship construction management projects, and estimated future work orders to be performed as part of master services agreements.

"Pending Backlog" is the total potential revenue of awarded but not contracted projects including where the Company has been named preferred proponent, where a contract has not been executed and where the letter of intent or agreement received are non-binding. It may also include amounts for agency relationship construction management projects, pre-construction activities and estimated future work orders to be performed as part of master services agreements. Management does not provide any assurance that a contract will be finalized, or revenue recognized in the future.

Management uses "Adjusted Earnings", "Adjusted Earnings Per Share", "Adjusted EBITDA", "Adjusted EBITDA Margin" and "Operating Cash Flow" to assess the operating performance of its business. Management believes that if investors and analysts use "Adjusted Earnings", Adjusted EBITDA and/or Operating Cash Flow, it may provide predictive value to assess the on-going operations of the business and it provides a more consistent comparison between financial reporting periods.

Management considers these to be important supplemental measures of the Company's performance and management believes these measures are frequently used by securities analysts, investors and other interested parties in the evaluation of companies in industries with capital structures similar to that of the Company. These measures have been described and presented in order to provide potential investors with additional information regarding the Company's liquidity and its ability to generate funds to finance its operations. Readers are encouraged to review the Company's annual and most recent MD&A filed on SEDAR for a full discussion of the use of each measure.

## Market Data

Market data and other statistical information used throughout this presentation are based on internal company research, independent industry publications, government publications, reports by market research firms or other published independent sources. Industry surveys, publications, consultant surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable. Although the Company believes such information is accurate and reliable, the Company has not independently verified any of the data from third-party sources cited or used for management's industry estimates, nor has the Company ascertained the underlying economic assumptions relied upon therein. While the Company believes internal company estimates are reliable, such estimates have not been verified by any independent sources, and the Company does not make any representations as to the accuracy of such estimates. Statements as to our position relative to our competitors or as to market share refer to the most recent available data.

## Currency

Unless otherwise indicated, all currency in this presentation is presented in Canadian dollars.



# BUILD BIRD STRATEGY

## Build the Business



- ✓ Diversification
- ✓ Profitable Growth
- ✓ Efficient Processes & Cost Structure
- ✓ Safe Production

## Build Relationships

- ✓ Customer First Approach
- ✓ ESG
- ✓ Integrated Bird Teams



## BIRD 100

BUILDING CANADA FOR 100 YEARS

- ✓ National Builder
- ✓ 2021 – 2023 Strategic Planning underway
- ✓ Focusing on our team, performance, and diversification

## Build the Team

- ✓ Grow Our Talent
- ✓ Employer of Choice
- ✓ Drive Positive Engagement



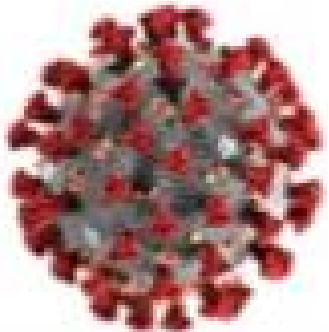
# COVID-19 RESPONSE

## Employee Health and Safety

- ✓ Initiated a pandemic response plan combined with a rigorous COVID-19 health and safety program
- ✓ Best practices developed and implemented for managers and site teams - self-assessment tools, enhanced cleaning protocols and hygiene measures, physical distancing practices, new COVID-19 measure audits, and additional personal protective equipment requirements for proximity activities
- ✓ Online COVID-19 information centres and remote work practices facilitated by information technology

## Cost Structure and Balance Sheet

- ✓ Abundance of caution and early decisive action
- ✓ Proactive management and measures to protect cost structure and balance sheet
- ✓ As required, temporary layoffs and work sharing/reduced work weeks
- ✓ Reduced discretionary spending and deferred capital expenditures
- ✓ Well positioned and strengthened financial position in the event of a prolonged impact



## Projects, Backlog, and Pursuits

- ✓ Impacts in April/early May related to temporary shutdowns and reduced productivity
- ✓ Projecting the timing of converting projects into contracts has become more difficult
- ✓ Project cancellations in the pursuit pipeline have been minimal to date, some shifting further out which will have a modest impact on the second half of 2020
- ✓ Healthy Backlog and Pending Backlog with higher margins than a year ago and more balance in terms of the contractual risk profile of the work program



# QUARTERLY HIGHLIGHTS

2020 Q2

---

## Improving Financial Performance

\$5.6M net income or \$0.13 basic and diluted earnings per share

\$6.6M Adjusted Earnings on revenue of \$282.8M

\$12.3M Adjusted EBITDA (4.36% Adjusted EBITDA Margin)

Seven sequential quarters of TTM Adjusted EBITDA % improvement

**\$282.8M**

Revenue

**\$1.645B**

Backlog

## Healthy Backlog

\$1.645B in Backlog

\$464.5M of secured volume in quarter

\$575M in Pending Backlog

Lower risk profile with higher embedded margin than a year ago

**\$5.6M**

Net Income

**\$12.3M**

Adjusted EBITDA

## Strong Balance Sheet

Cash and cash equivalents of \$171.5M

Declared monthly dividends of \$0.0325 per common share for August, September, and October 2020

Healthy liquidity to support growth, resilience for uncertainty

**\$0.15**

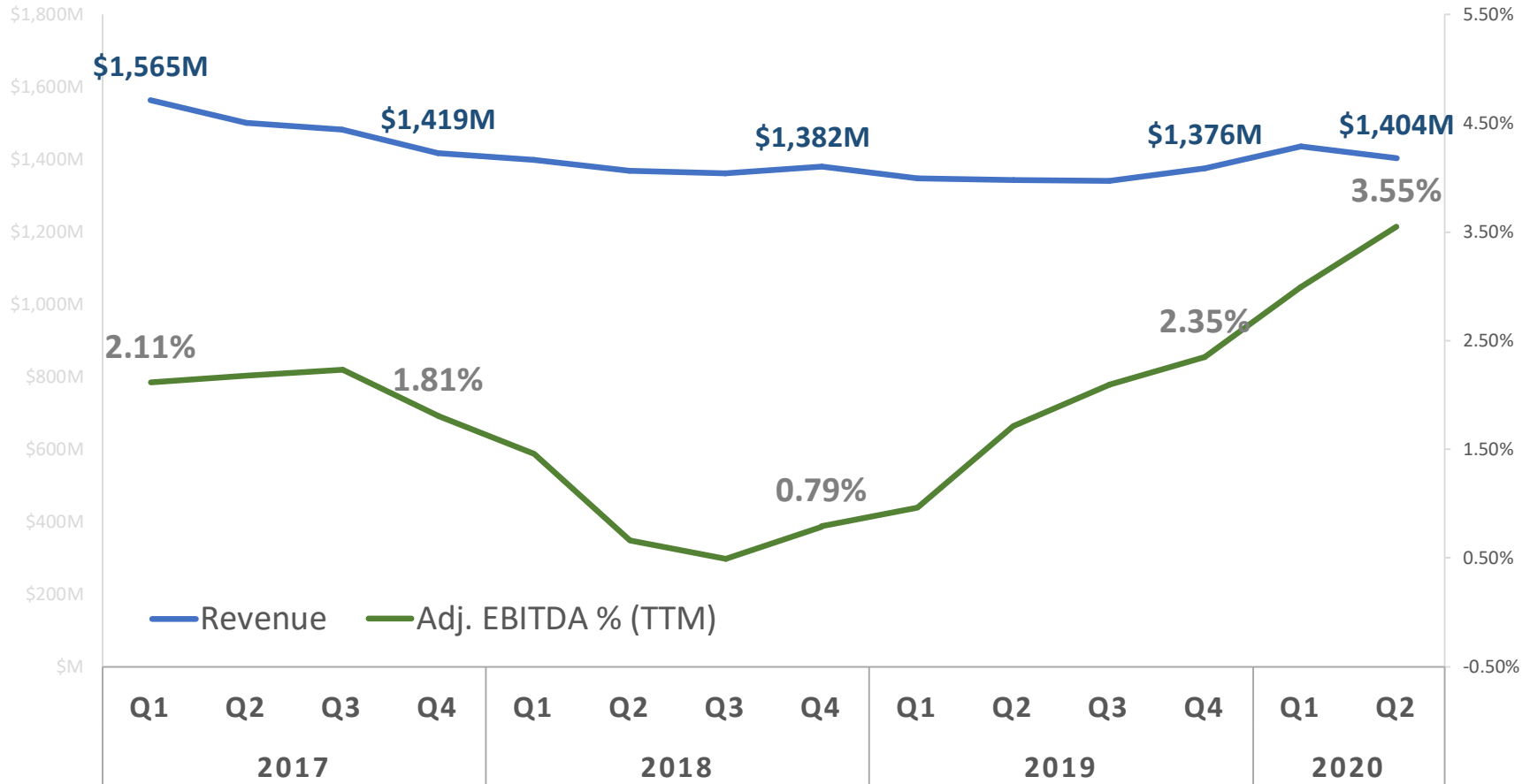
Adjusted EPS

ADJUSTED

# EBITDA

Trailing Twelve Month (TTM) Adjusted EBITDA *in millions of Canadian dollars*

**2020 Q2**



**3.55%**  
TTM Adjusted  
EBITDA Q2 2020

**7**  
Sequential quarters  
of improving TTM  
Adjusted EBITDA %

Adjusted EBITDA and Adjusted EBITDA % are non-GAAP measures

“Adjusted EBITDA” represents earnings (loss) before interest, taxes, depreciation and amortization, finance and other costs, finance income, impairment of property and equipment, impairment of goodwill and intangible assets, loss or gain on sale of property and equipment, restructuring costs outside of normal course, and acquisition-related costs and integration costs.

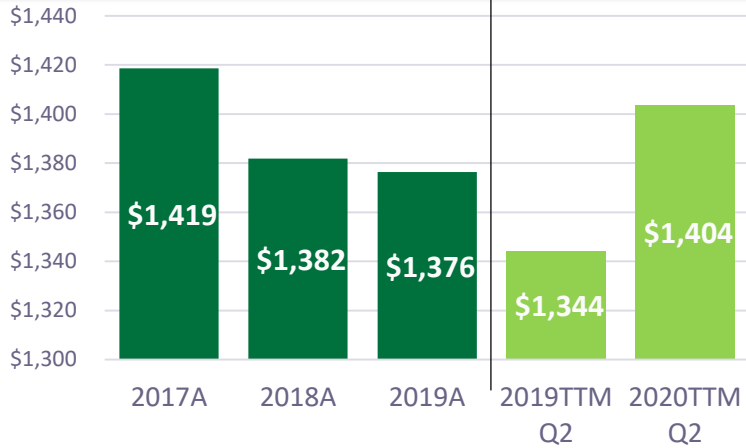


# Profitable Growth

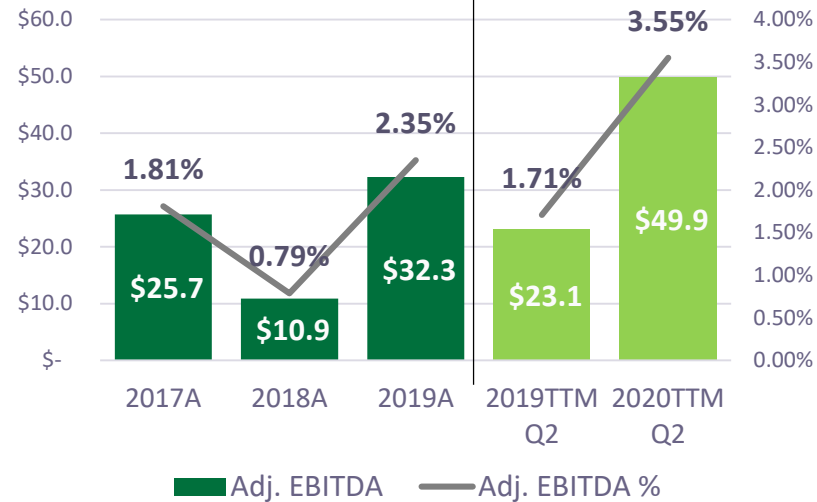
## Revenue, Adjusted EBITDA and Adjusted Earnings

*in millions of Canadian dollars except per share amounts*

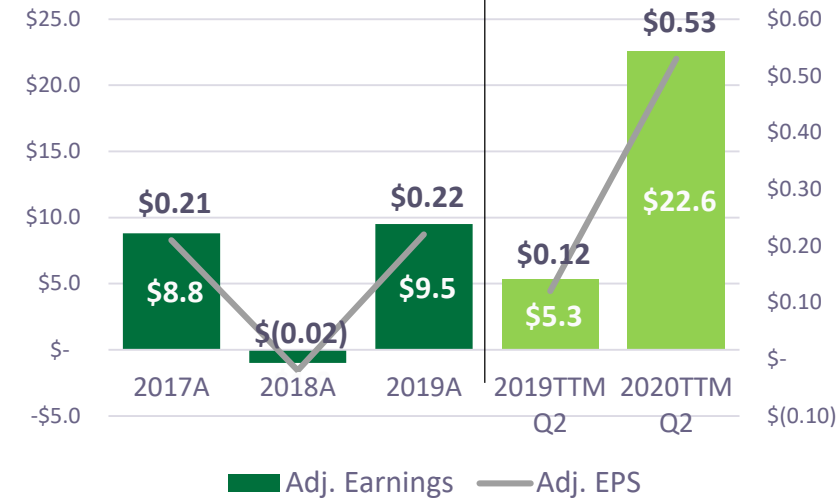
Revenue



Adjusted EBITDA



Adjusted Earnings



- Q2'20 revenue of \$282.8M is down year-over-year from \$315.4M
- 2020TTM at Q2 revenue growth year-over-year despite headwinds from COVID-19 pandemic
- Q2'20 Adjusted EBITDA of \$12.3M improved year-over-year from \$5.5M
- 2020TTM at Q2 Adjusted EBITDA margin growth year-over-year despite headwinds from COVID-19 pandemic
- Q2'20 Adjusted Earnings of \$6.6M improved year-over-year from \$1.0M
- 2020TTM at Q2 Adjusted Earnings Per Share growth year-over-year despite headwinds from COVID-19 pandemic

# STRONG BALANCE SHEET AND CASH POSITION

**26.1%**

LT Debt to equity

**1.12X**

Current ratio

## June 30, 2020

- Strong year-over-year improvement in operating cash flow
- Balance sheet enables investment in long-term growth through organic and acquisitions/mergers
- Well-positioned to navigate through the uncertainty caused by the COVID-19 pandemic

### Cash Flow (Year to date)

in thousands of Canadian dollars, except per share amounts

	Jun 30, 2020	Jun 30, 2019
Net decrease in cash and cash equivalents	\$ (8,944)	\$ (56,454)
Operating cash flow <sup>(1)</sup>	16,049	825
Additions to property and equipment <sup>(2)</sup>	(5,643)	(7,690)
Cash dividends paid	(8,291)	(8,291)
Cash dividends declared per share	0.20	0.20

(1) Operating cash flow - Refer to the consolidated statement of cash flows – “Cash flows from operations before changes in non-cash working capital”

(2) Includes computer software purchases classified as intangible assets

### Balance Sheet Summary

in thousands of Canadian dollars

	Jun 30, 2020	Dec 31, 2019
Total cash and cash equivalents	\$171,468	\$180,334
Total assets	794,587	856,787
Working capital	72,457	80,503
Loans and borrowings (total)	37,720	40,621
Loans and borrowings – current	4,865	5,883
Loans and borrowings – non-current	32,855	34,738
Shareholders' equity	\$126,110	\$127,720



# CASH AND EQUIVALENTS LEVERAGE

Non-restricted cash position improved at Q2'20 vs both December 31, 2019 and year-over-year

Available committed revolving credit facilities at June 30, 2020 totalled \$81.5M, compared to \$66.5M at December 31, 2019

Leverage remains one of the industry's lowest, providing flexibility to successfully grow the business organically or through merger/acquisition

<b>Cash and Cash equivalents</b> in millions of Canadian dollars	<b>Jun 30, 2020</b>	<b>Dec 31, 2019</b>	<b>Jun 30, 2019</b>
Non-restricted cash	\$ 56.1	\$ 36.1	\$ 37.0
Restricted cash	28.3	10.2	8.2
Held in joint operations accounts	<u>87.1</u>	<u>134.0</u>	<u>56.8</u>
Cash and cash equivalents	171.5	180.3	102.0

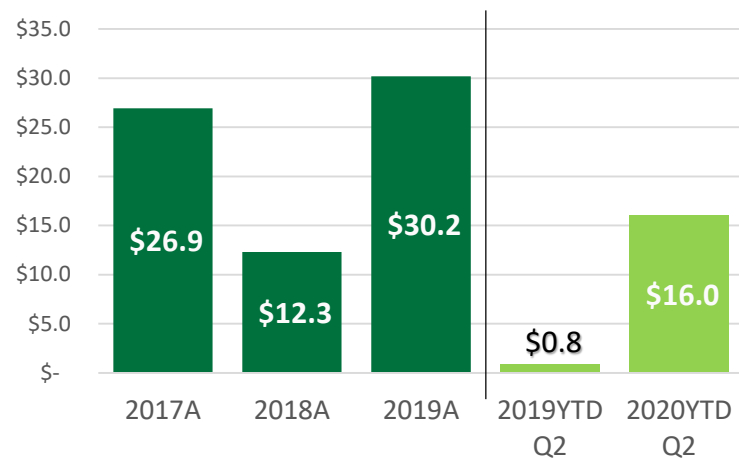
  

<b>Adjusted Net Debt</b> in millions of Canadian dollars	<b>Jun 30, 2020</b>	<b>Dec 31, 2019</b>	<b>Jun 30, 2019</b>
Non-restricted cash	\$ 56.1	\$ 36.1	\$ 37.0
Loans and borrowings	37.7	40.6	33.7
Adjusted net debt	(18.4)	4.5	(3.3)
Adjusted net debt/ TTM adjusted EBITDA	NMF	0.14x	NMF

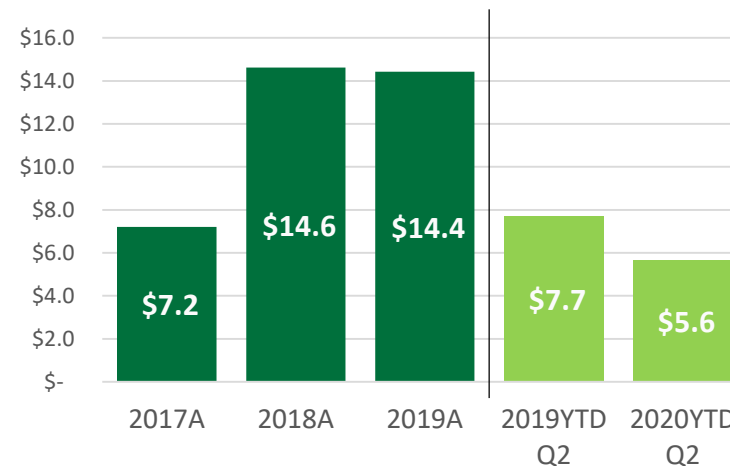
# CASH FLOWS

*in millions of Canadian dollars*

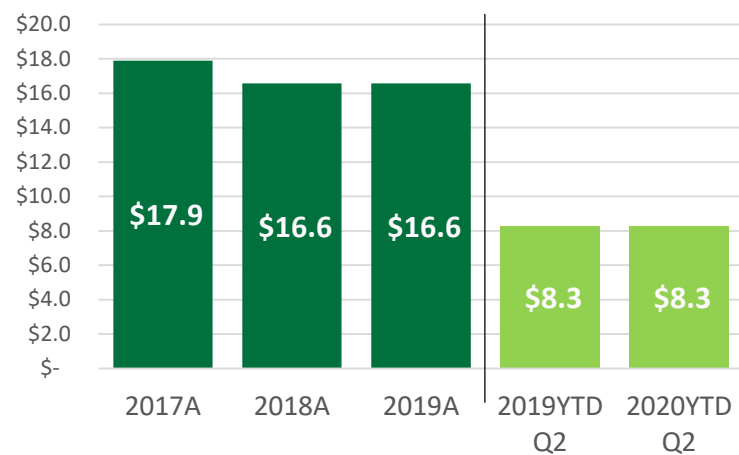
## Operating Cash Flow (Before Non-Cash WC)<sup>(1)</sup>



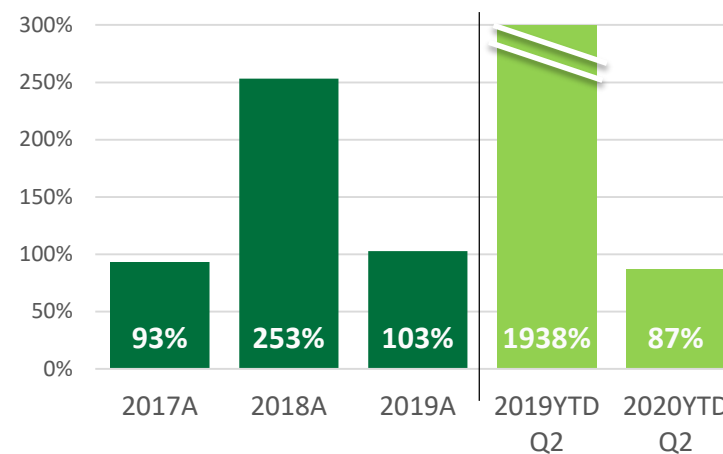
## CAPEX<sup>(2)</sup>



## Dividends



## (CAPEX + Dividends) / Operating Cash Flow



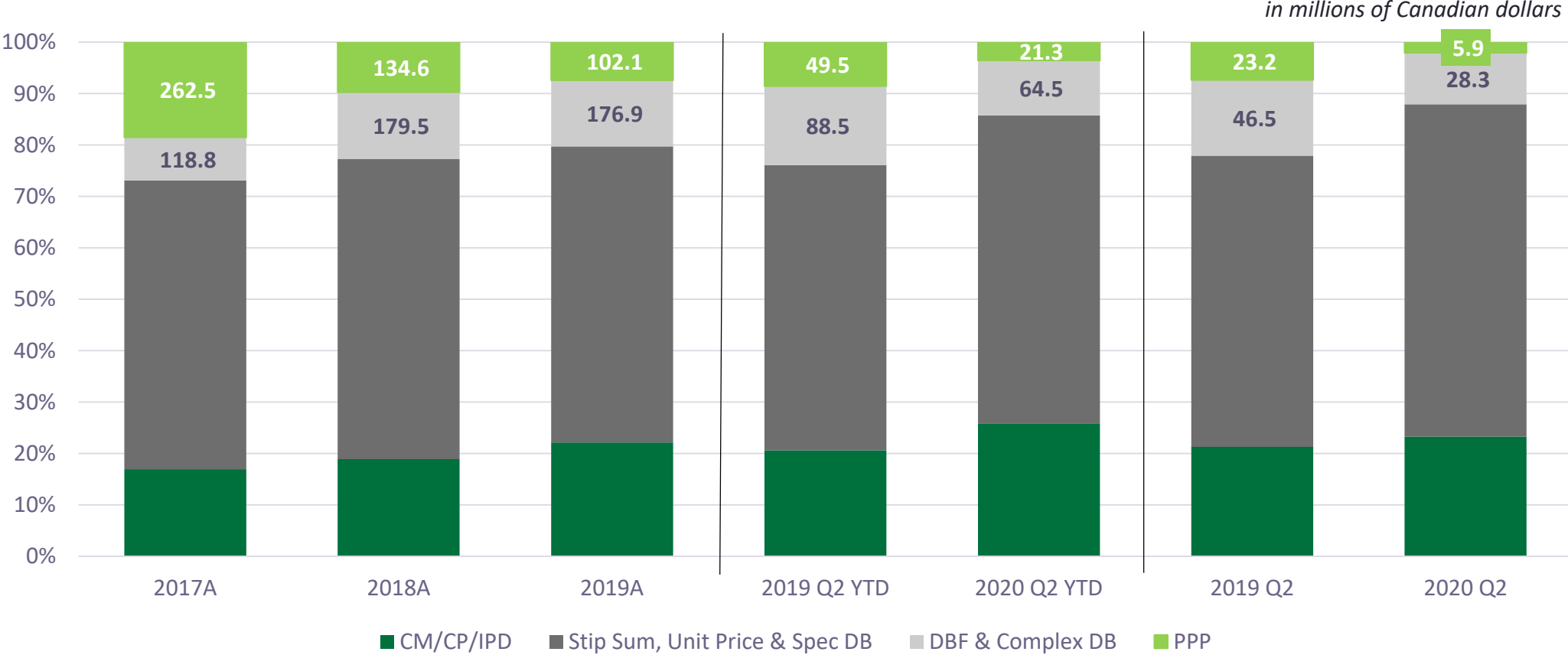
(1) Operating cash flow - Refer to the consolidated statement of cash flows – “Cash flows from operations before changes in non-cash working capital”

(2) Includes additions of computer software purchases classified as intangible assets



# DIVERSIFYING RISK BY CONTRACT TYPE

## SUPPORTING RESILIENCE

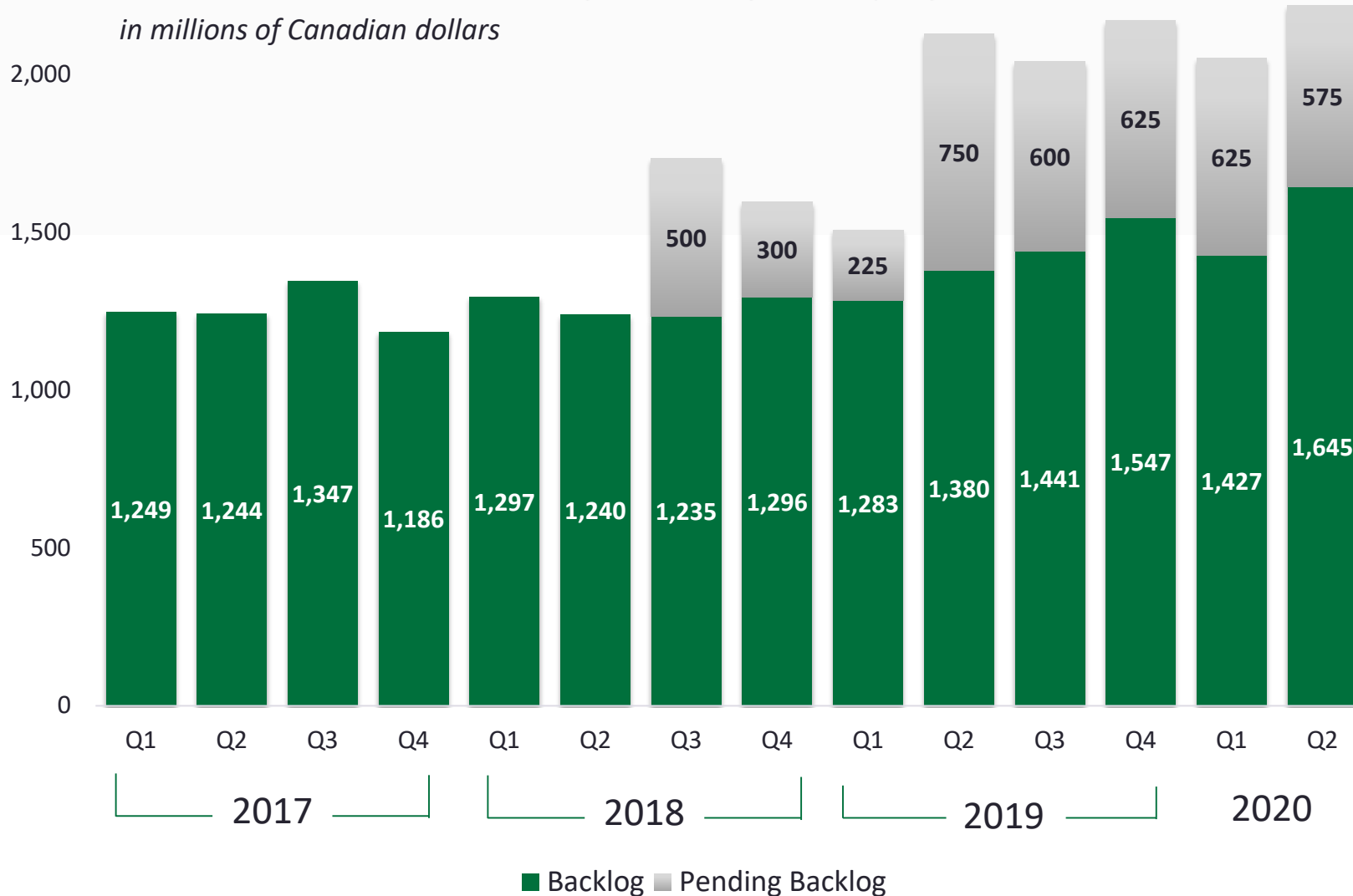


- Q2 2020 revenue included 2.1% from PPP
- Higher risk contract revenue <sup>(1)</sup> contribution down y/y (14.2% Q2 2020 YTD vs. 23.9% Q2 2019 YTD)

<sup>(1)</sup> Higher risk contract revenue includes PPP, alternative finance and complex design build contracts

# STRONG BACKLOG AND PENDING BACKLOG

*in millions of Canadian dollars*



## June 30, 2020

- Backlog 11.2% higher y/y
- Seven sequential quarters of improving TTM Adjusted EBITDA %

## 2020 Contracts

- Eric Hamber School (BC)
- Louvre Residence (AB)
- 185 Enfield Place (ON)
- LNG Concrete (BC)



# TRANSACTION

## SUMMARY BDT:SOX

### The Agreement

*Targeting an October 2020 closing*

Bird will acquire all of the issued and outstanding common shares of Stuart Olson (TSX: SOX) for an aggregate consideration of \$96.5 million.

The aggregate consideration of \$96.5 million will consist of \$30.0 million cash and \$66.5 million of the common shares of Bird, based on the five-day volume weighted average trading price of the common shares of Bird ending July 17, 2020, of \$6.32 per share (the Issue Price).

JULY	AUGUST	SEPTEMBER	OCTOBER
<ul style="list-style-type: none"> <li>July 29: Public Announcement of Agreement</li> </ul>	<ul style="list-style-type: none"> <li>Mid/Late August: Mailing of Shareholder Materials (SOX)</li> </ul>	<ul style="list-style-type: none"> <li>Mid/Late September: Shareholder Meeting (SOX)</li> </ul>	<ul style="list-style-type: none"> <li>Transaction Closing</li> </ul>

KEY FILINGS	REGULATORY	APPROVALS
<ul style="list-style-type: none"> <li>Arrangement Agreement</li> <li>Plan of Arrangement</li> <li>Support Agreements</li> </ul>	<ul style="list-style-type: none"> <li>Competition Bureau</li> </ul>	<ul style="list-style-type: none"> <li>SOX Shareholders</li> </ul>

# TRANSACTION SUMMARY

## *Creating a Premium Mid-Cap Construction Company*

	Emerging as a leading mid-cap construction company, conveying broader public markets appeal and enhanced
	Pro forma revenue of approximately \$2.5 billion, with a greater portion earned from recurring business
	Aggregate Backlog of greater than \$3.0 billion plus more than \$1.0 billion of Pending Backlog
	Long term accretive value creation
	Increased diversification across services, end-markets and geographies; well-balanced portfolio of low to medium risk projects
	Enhances full service offering, will deepen relationships with key clients
	Enhanced services offering creates new opportunities to grow relationships with key and prospective clients
	Well-positioned to capitalize on growth/stimulus of Canadian infrastructure investment and market recovery activity
	An expected \$25 million in run rate cost synergies by the end of 2021, including reductions in interest and depreciation
	Broader public markets appeal / enhanced trading liquidity / analyst coverage
	Stronger balance sheet with appropriate capital structure that will allow for continued support of a dividend
	Enhances long term diversified growth prospects





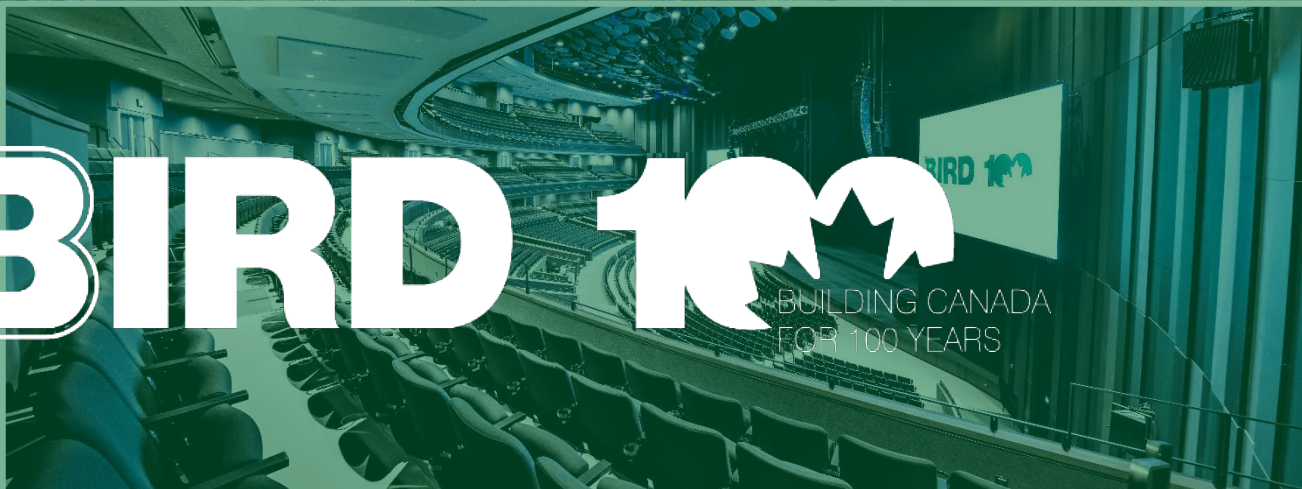
# QUESTIONS





# BIRD 100

BUILDING CANADA  
FOR 100 YEARS







**Appendix**



# PROUDLY MARKING 100 YEARS OF BUILDING CANADA

**1930s:** Bird Construction Company Ltd. Is Registered



**1920s:** H.J. Bird establishes Bird, Woodall & Simpson



**1950s:** Contributes to the post war home building effort



**1940s:** Bird plays a major role in air force base construction



**1970s:** Bird begins foray into Alberta oil sands construction



**1960s:** Expansion into Ontario and British Columbia



**1990s:** Bird plays major role in Walmart's Canadian roll-out



**1980s:** Ownership transition from Bird family to management



**2000s:** Acquisition of Rideau Construction in Atlantic Canada



**2010s:** Acquisition of HJ O'Connell Nason and Stack Modular



**2020s:** Diverse portfolio of projects across Canada



# Bringing value to the communities where we live, work and build

## Environmental Stewardship

- LEED certified projects and professionals
- First Zero Carbon Certification project in Canada
- Leader in Mass Timber – renewable and captures carbon
- Waste diversion programs
- Project specific mitigation plans for air emissions, water, soil, and waste

---

>**200** LEED Certified Projects  
7 Mass Timber projects completed or underway

## Social Responsibility

- Support for health care foundations, food and clothing banks, community events, and youth initiatives
- National scholarships program
- Strong national Indigenous relations
- Mandatory Indigenous Cultural Awareness Training Program
- Bronze-level PAR certified and an inaugural member of the Aboriginal Procurement Champions Group

---

## Progressive Aboriginal RELATIONS

Canadian Council for  
Aboriginal Business 

## Corporate Governance

- A strong culture of ethical conduct
- Recognition of the benefits of promoting Board diversity
- Whistleblower Policy
- Regular in-camera meetings, without officers and management present
- Regular performance evaluations

---

**90%** Independent Board Members  
**20%** of Bird's Directors are women  
**>82%** of Employees are Shareholders



# DIVERSE EXPERTISE

A leading builder with offices from coast-to-coast serving a broad scope of end-markets.



**BUILDINGS**



**LIGHT INDUSTRIAL**



**NATURAL RESOURCES**



**MODULAR**



**POWER**



**TRANSPORTATION**



**ENVIRONMENTAL**



**UTILITIES**



**INDUSTRIAL MAINTENANCE**



Thank you