



## J.P. Morgan – Energy, Power & Renewables Conference

June 22, 2021

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President & CEO

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Executive Vice President & CFO



## Forward Looking Statements

This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Words such as “will,” “expect,” “look forward,” “guidance,” “targeted,” “goals”, and similar expressions are intended to identify forward-looking statements. Statements about the company’s business, including its strategy, its industry, the company’s future profitability, the company’s guidance on its sales, adjusted EBITDA, adjusted net income, adjusted diluted EPS, adjusted SG&A, gross profit, gross profit percentage, adjusted gross profit, adjusted gross profit percentage, net debt, tax rate, capital expenditures and cash from operations, free cash flow, free cash flow after dividends, growth in the company’s various markets and the company’s expectations, beliefs, plans, strategies, objectives, prospects and assumptions are not guarantees of future performance. These statements are based on management’s expectations that involve a number of business risks and uncertainties, any of which could cause actual results to differ materially from those expressed in or implied by the forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors, most of which are difficult to predict and many of which are beyond our control, including the factors described in the company’s SEC filings that may cause our actual results and performance to be materially different from any future results or performance expressed or implied by these forward-looking statements, including the company’s Current Report on Form 8-K dated April 27, 2021.

For a discussion of key risk factors, please see the risk factors disclosed in the company’s SEC filings, which are available on the SEC’s website at [www.sec.gov](http://www.sec.gov) and on the company’s website, [www.mrcglobal.com](http://www.mrcglobal.com). Our filings and other important information are also available on the Investor Relations page of our website at [www.mrcglobal.com](http://www.mrcglobal.com).

Undue reliance should not be placed on the company’s forward-looking statements. Although forward-looking statements reflect the company’s good faith beliefs, reliance should not be placed on forward-looking statements because they involve known and unknown risks, uncertainties and other factors, which may cause the company’s actual results, performance or achievements or future events to differ materially from anticipated future results, performance or achievements or future events expressed or implied by such forward-looking statements. The company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, changed circumstances or otherwise, except to the extent required by law.

## Non-GAAP Disclaimer

In this presentation, the company is providing certain non-GAAP financial measures. These are not measures of financial performance calculated in accordance with U.S. Generally Accepted Accounting Principles (GAAP) and should not be considered as alternatives. The following GAAP measures have the following non-GAAP measures presented and derived from the respective GAAP measures:

- **net income (adjusted EBITDA)**
- **net income margin (adjusted EBITDA margin)**
- **gross profit (adjusted gross profit)**
- **gross profit percentage (adjusted gross profit percentage)**
- **net income (adjusted net income)**
- **diluted earnings per share (adjusted diluted EPS)**
- **selling, general and administrative expense (adjusted SG&A)**
- **net cash provided by operations (free cash flow and free cash flow after dividends)**
- **long-term debt, net (net debt)**

They should be viewed in addition to, and not as a substitute for, analysis of our results reported in accordance with GAAP. Management believes that these non-GAAP financial measures provide investors a view to measures similar to those used in evaluating our compliance with certain financial covenants under our credit facilities and provide meaningful comparisons between current and prior year period results. They are also used as a metric to determine certain components of performance-based compensation. They are not necessarily indicative of future results of operations that may be obtained by the company.

# MRC Global

## A Compelling Investment Opportunity



Market leader in PVF distribution with 100-year history



Diversified portfolio with multiple levers for growth



Technical and value-added supply-chain solutions



Solid balance sheet and improving profitability



Committed to ESG principles and sustainability





# Global Footprint – Hub & Spoke Model Promotes Efficiency

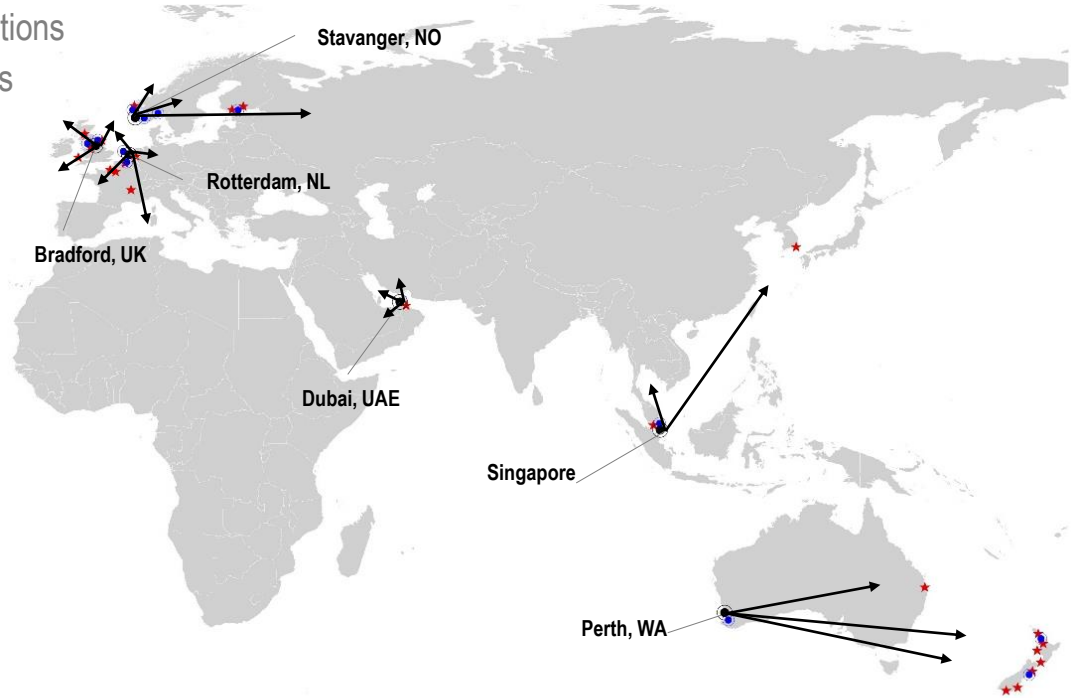
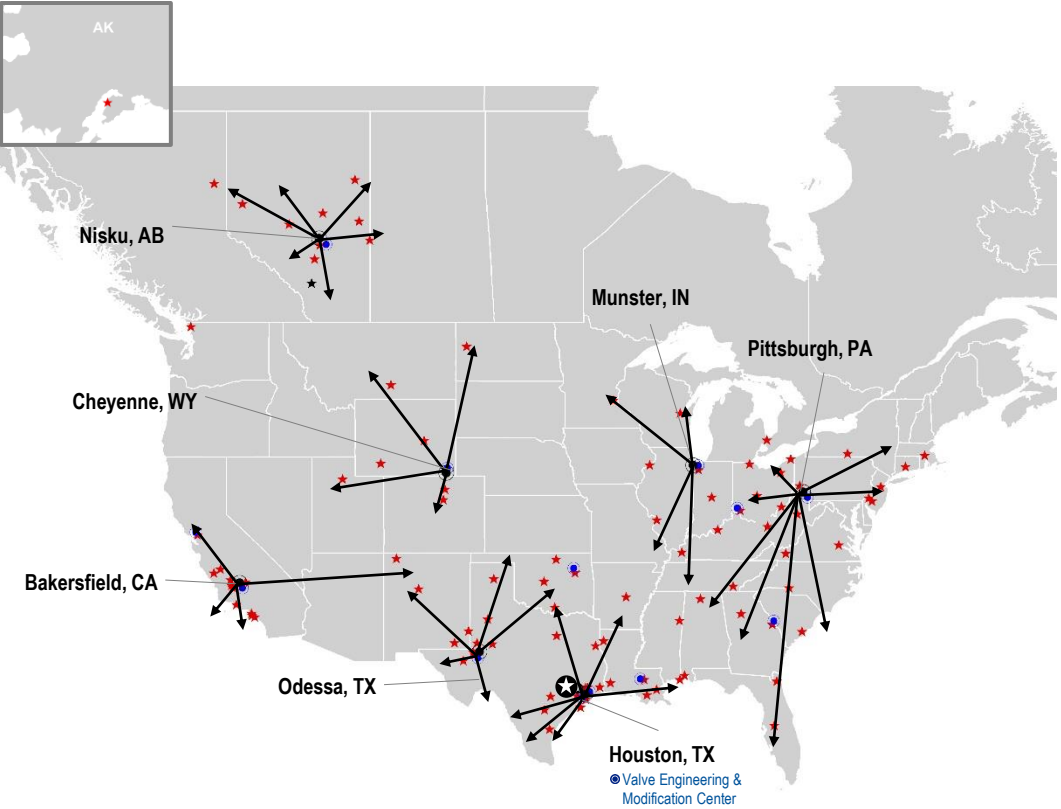
Deliver Solutions to Customers and Market Access to Suppliers

Revenue by Region

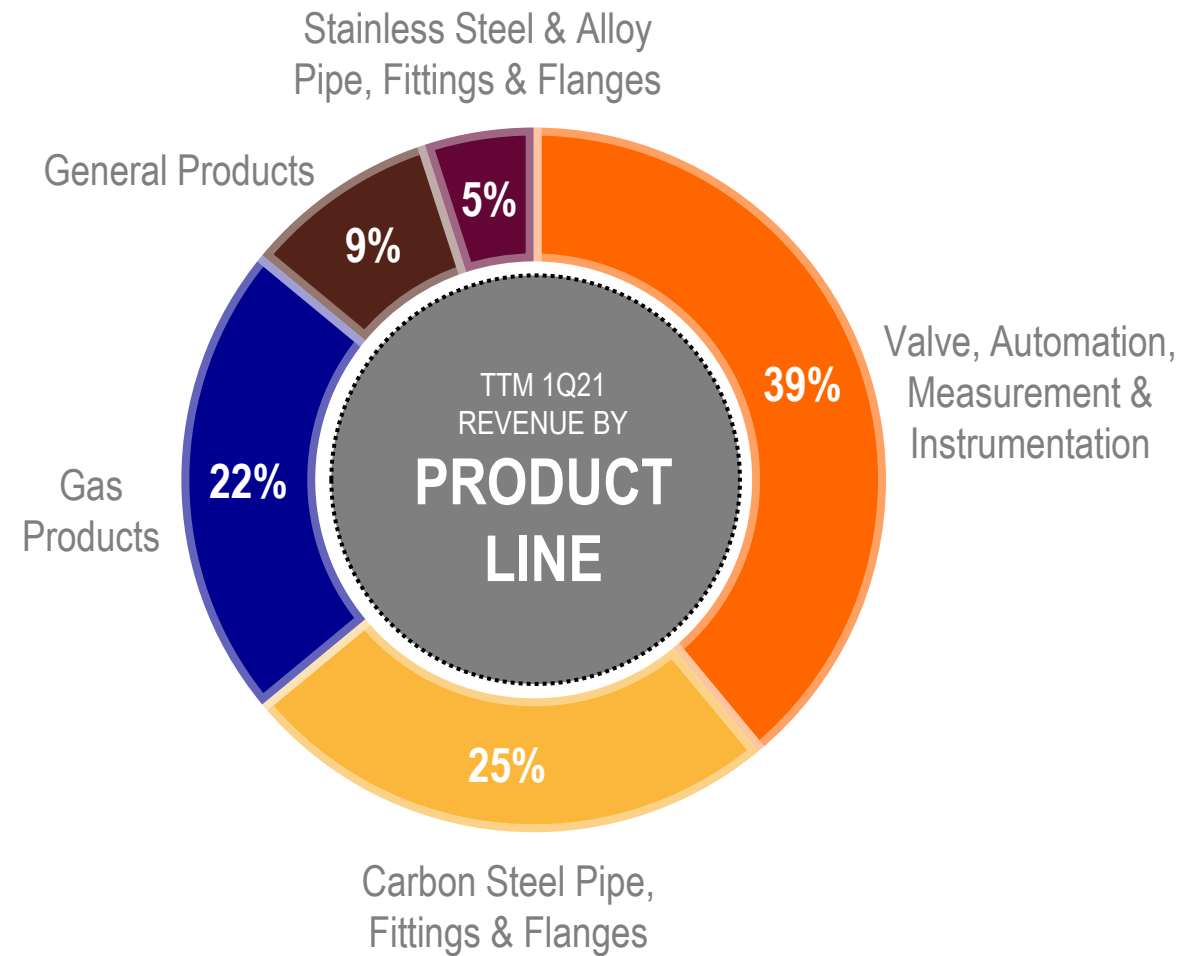
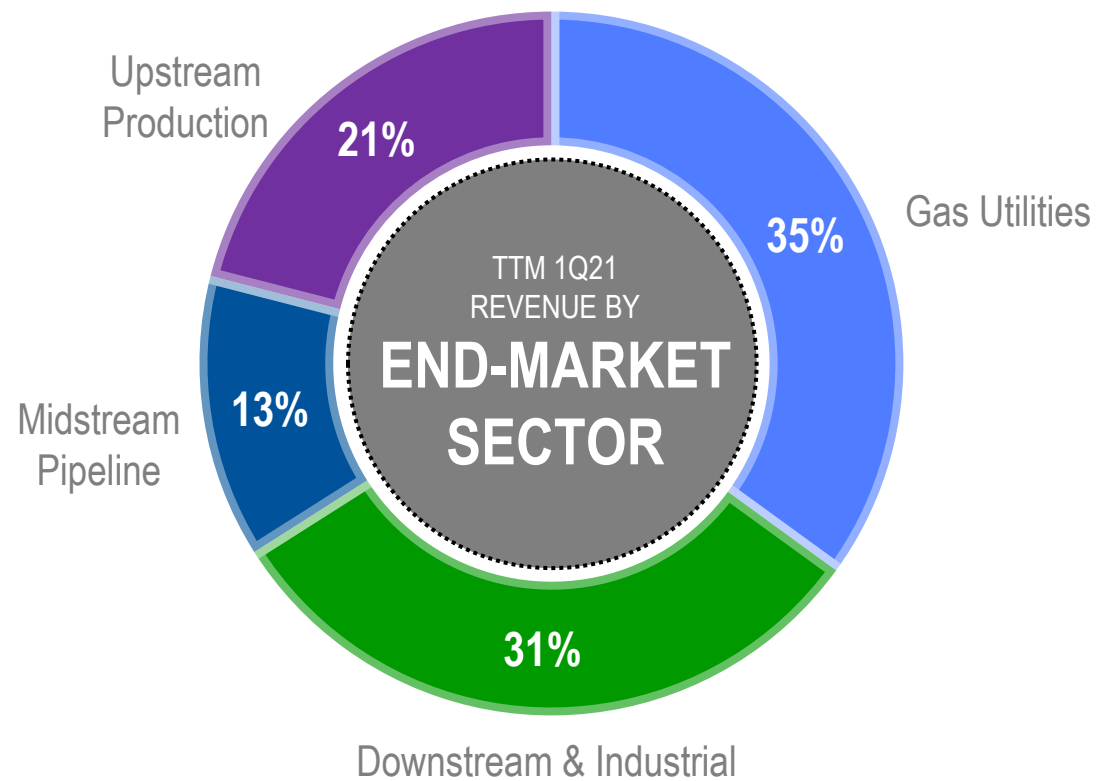


## Global Footprint

- 13 ● Regional Distribution Centers
- 25 ● Valve Engineering Centers
- 115 ★ Branch Locations
- ★ Headquarters
- 17 → Countries
- 2,610 → Employees



# Diversified Portfolio - Revenue by End-Market Sector and Product Line



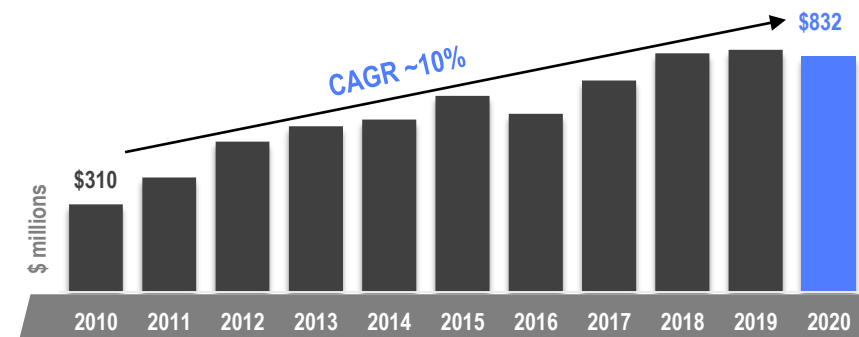
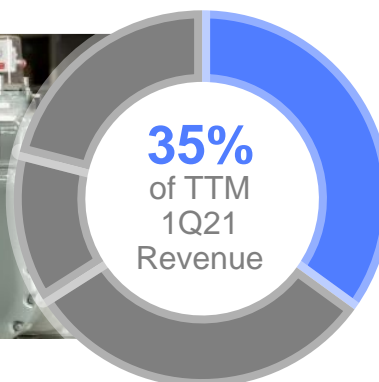
## Gas Utilities – Underpinned by Secular Growth and Independent of Commodity Prices

### Growth Drivers

- Multi-year pipeline integrity projects, new installations and environmental considerations such as low-emissions valves
- Annual customer budget growth ~5-7%
- Valve Engineering & Modification Center drives market penetration

### Attributes

- **Independent of commodity prices**
- Contracts with 9 of the top 10 and 18 of the top 25 largest gas utilities in the U.S.
- Targeting \$1 billion in revenue by 2023



## Downstream & Industrial – Broad Customer Base with Multiple Growth Avenues

### Growth Drivers

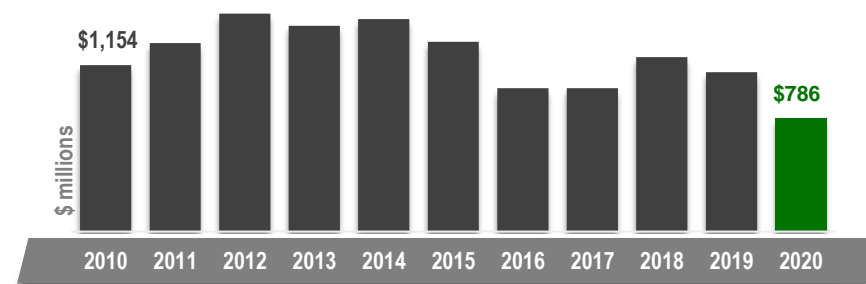
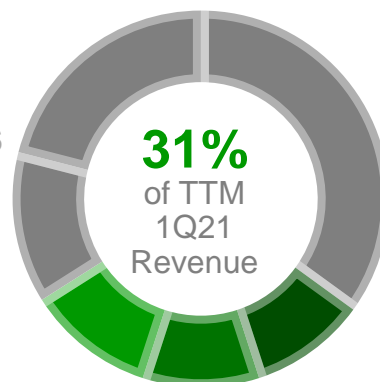
- Increasing secular demand for plastics leading to petrochemical investments
- Valve-centric strategy and Downstream Center of Excellence targeting chemicals & petrochemicals industries
- Energy transition & decarbonization projects

### Attributes

- **Less commodity price dependent**
- Recurring MRO revenue plus greenfield and upgrade projects
- Contracts with the 10 largest refiners in the U.S.
- Heavily valve-centric



10% Chemicals  
10% Refining  
11% Industrial



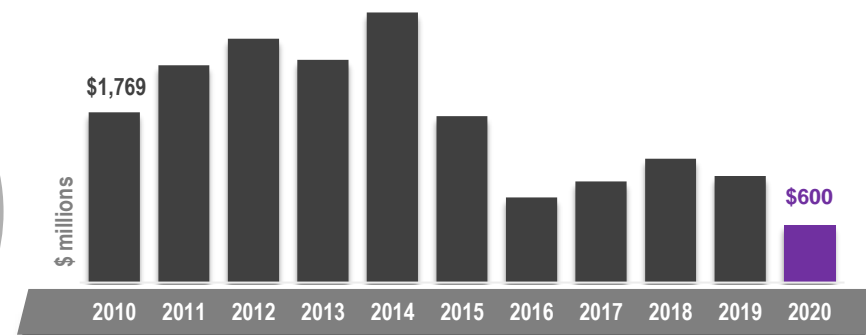
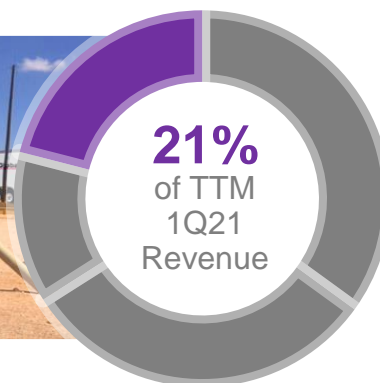
## Upstream Production – Economic Recovery & Energy Transition Driving Growth

### Growth Drivers

- Global economic recovery, industrialization & population growth
- Capital budgets for well completions
- Exploration & Production companies (E&Ps) leading energy transition & decarbonization efforts

### Attributes

- Provide surface equipment for well hook-ups, flow lines & tank batteries
- Located in all major basins - revenue follows basin market activity levels
- Customer mix weighted to IOCs and independents





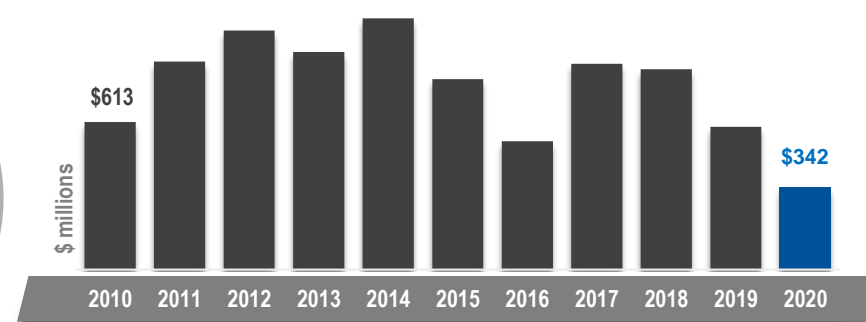
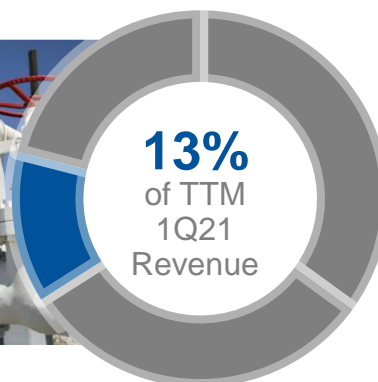
## Midstream Pipeline – Infrastructure Modernization & Energy Transition Driving Growth

### Growth Drivers

- Modernization & replacement projects, production growth and hydrocarbon exports in the U.S.
- Energy transition & decarbonization projects
- Valve Engineering & Modification Center drives market penetration

### Attributes

- Transmission and gathering customers
- Supply PVF “bulks & shorts” for transmission projects
- Provide staging and logistical services



# Well-Positioned for Growth in Global Energy Transition

## Massive Opportunity

### Provide Products & Services for Green Energy and Decarbonization Solutions

- Trillions of dollars to be spent through private investment and government stimulus
- Solutions include: Biofuels, carbon capture, utilization and storage (CCUS), hydrogen, geothermal, hydro, wind and solar
- Covers a broad set of global customers across all segments and sectors
- Greenfield projects, conversions and MRO activities
- Currently represents a small portion of MRC Global revenue and profits



## MRC Global Capabilities

### Skills, Assets & Experience to Accelerate Growth Opportunities

- Existing energy customers pivoting portfolios toward green energy and decarbonization
- Global footprint to serve multinational customers
- Efficient and well-established supply chain network
- Deep knowledge of PVF products and value-added services
- Experience with multiple forms of green energy and CCUS projects

Partnering in the Energy Transition

# Technical and Value-Added Supply-Chain Solutions

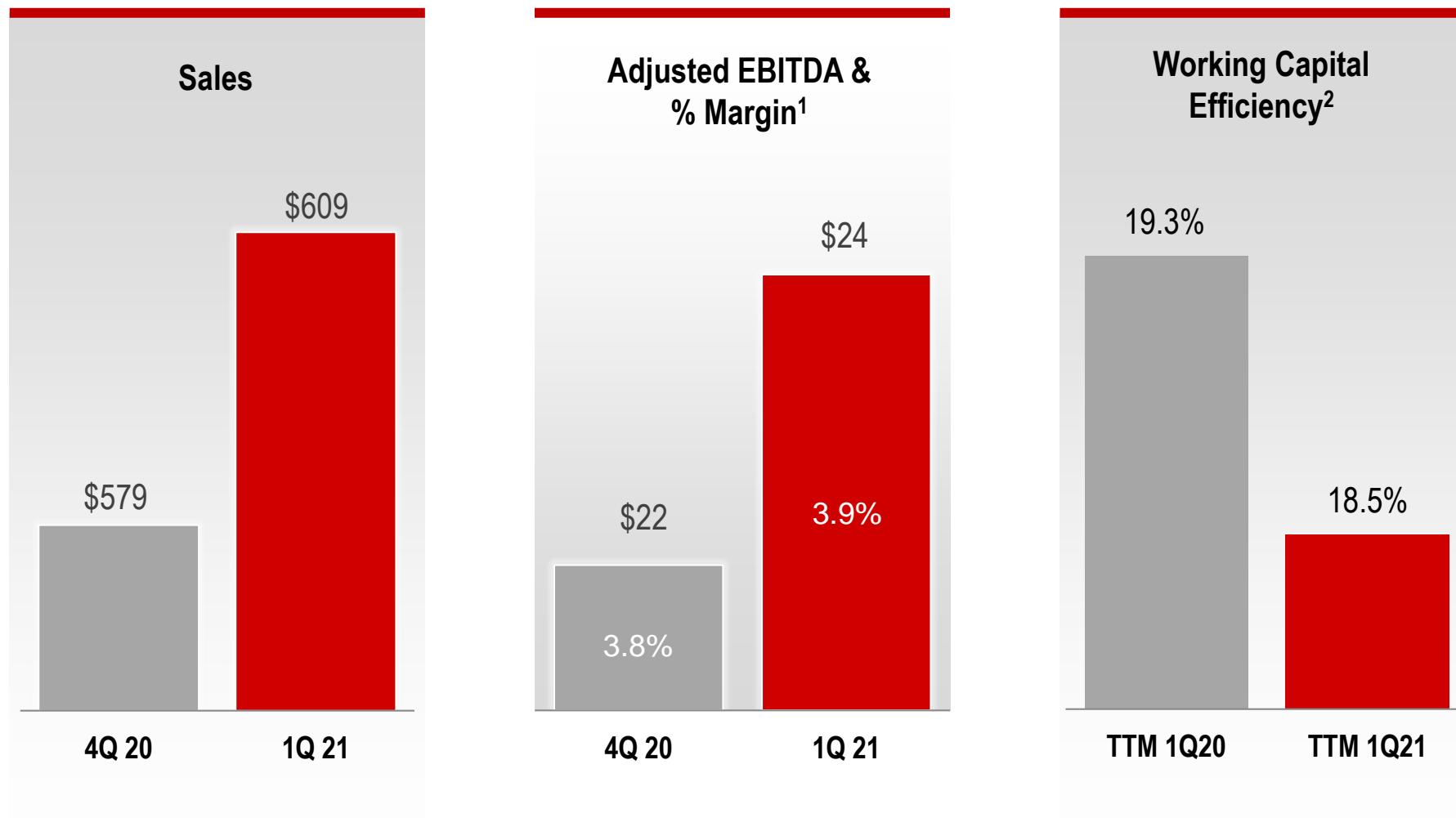
Providing customers technical, engineered products and supply-chain solutions:

- Valve Engineering Centers and Valve Engineering and Modification Center
  - Actuation, modification, ValidTorque™
  - Complete engineering documentation (CAD drawings)
  - Testing services (e.g. hydrostatic testing, weld x-rays)
  - Steam system surveys and audits
  - On-site product assistance, training and demonstrations
- Quality Assurance Program – Approved Manufacturers List Qualification & Supplier Audits
- Integrated Supply Solutions



# Improving Financial Performance

(\$ millions)



1. See reconciliation of non-GAAP measures to GAAP measures in the appendix

2. Working capital defined as Current Assets (excluding Cash) – Current Liabilities. Sales are on trailing twelve months basis. \$105M subtracted from Current Liabilities for an estimated excess cash flow payment as of 3/31/21.



# Solid Balance Sheet

as of March 31, 2021 (\$ millions)

## Debt Profile

Cash & Cash Equivalents \$ 132

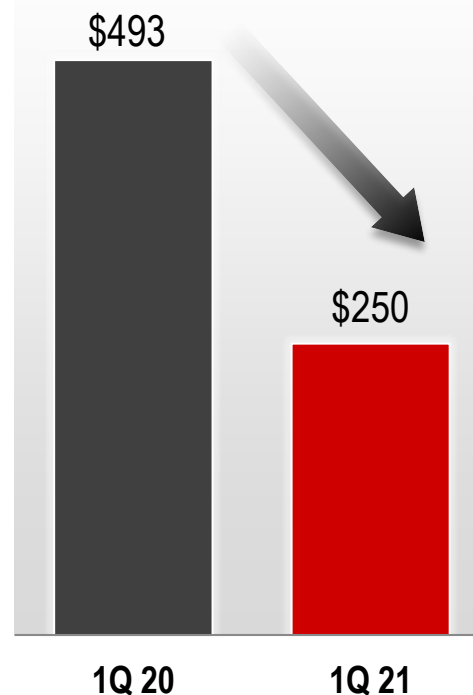
Total Debt  
(including current portion):

Term Loan B due 2024  
(net of discount & deferred  
financing costs) \$ 382

Global ABL Facility  
due 2022 -

**Total Debt \$ 382**

## Net Debt



## Net Leverage<sup>1</sup>

1Q21 2.9x

1Q20 2.8x

## Liquidity<sup>2</sup>

1Q21<sup>3</sup> \$527

1Q20 \$465

1. Net leverage multiples represent net debt / trailing twelve months adjusted EBITDA. Net debt is total debt less cash.

2. Cash plus excess availability under the Global ABL facility.

3. Liquidity, pro forma for an excess cash flow payment of \$86 million made April 30, 2021, was \$441 million.

# Committed to ESG Principles and Sustainability

## Environmental

- Pollution control for customers – Offer low-e valves reducing fugitive waste emissions
- Reduced our North American Scope 1 emissions ~**44%** from **2013** to **2020**
- Continually improving impact by reducing transportation moves



## Diversity & Inclusion

- **33%** of Board of Directors from Diversity Groups
- Women make up **45%** of global corporate employees

## Social Responsibility

- **Strong safety culture**
- Top Quartile Safety Performance in 2020 National Association Wholesaler-Distributors Survey
- Supplier Quality Process (Processes, Policies & Audits)

## Governance

- Adopted SASB reporting standards
- **Executive compensation tied to safety metric**
- ESG Management Committee reports to Governance Committee

# MRC Global

## A Compelling Investment Opportunity



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Technical and value-added supply-chain solutions



Solid balance sheet and improving profitability



Committed to ESG principles and sustainability

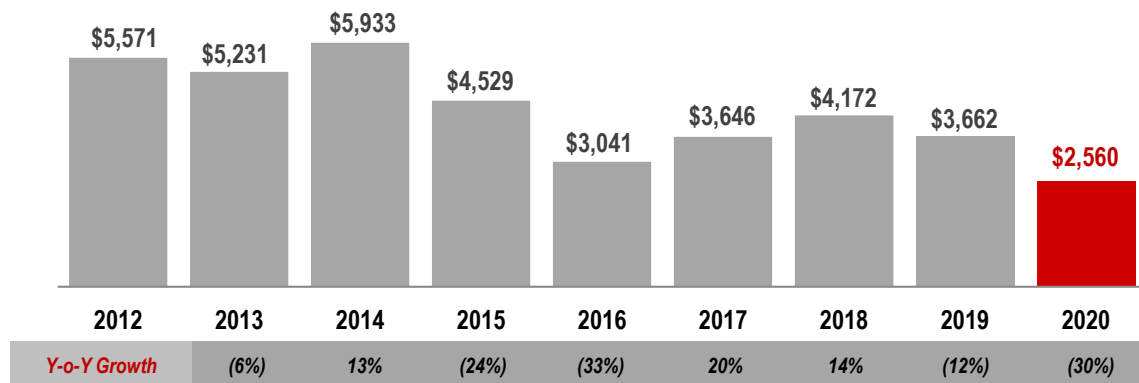


# APPENDIX

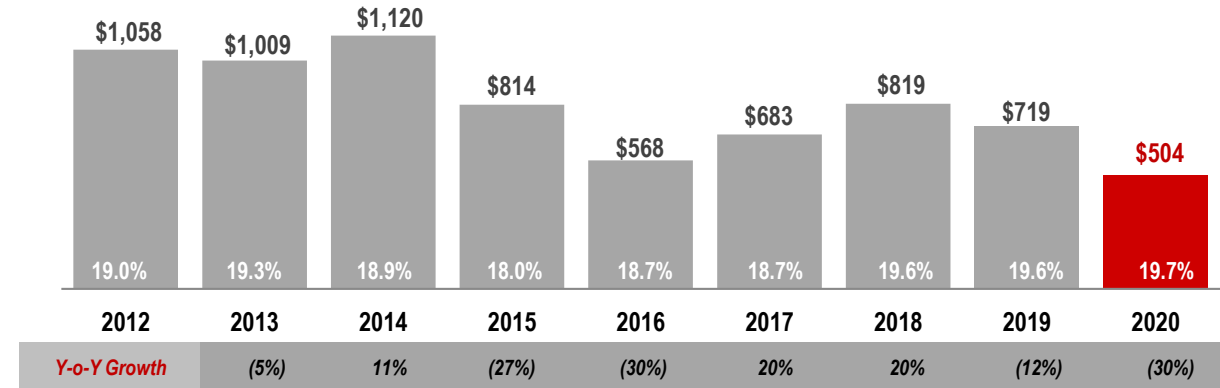


# Annual Financial Performance (\$ millions, except per share data)

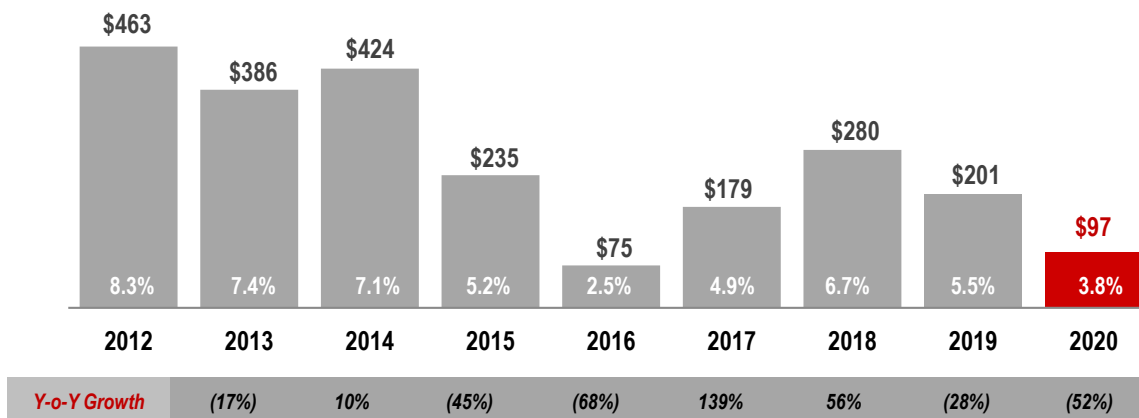
## SALES



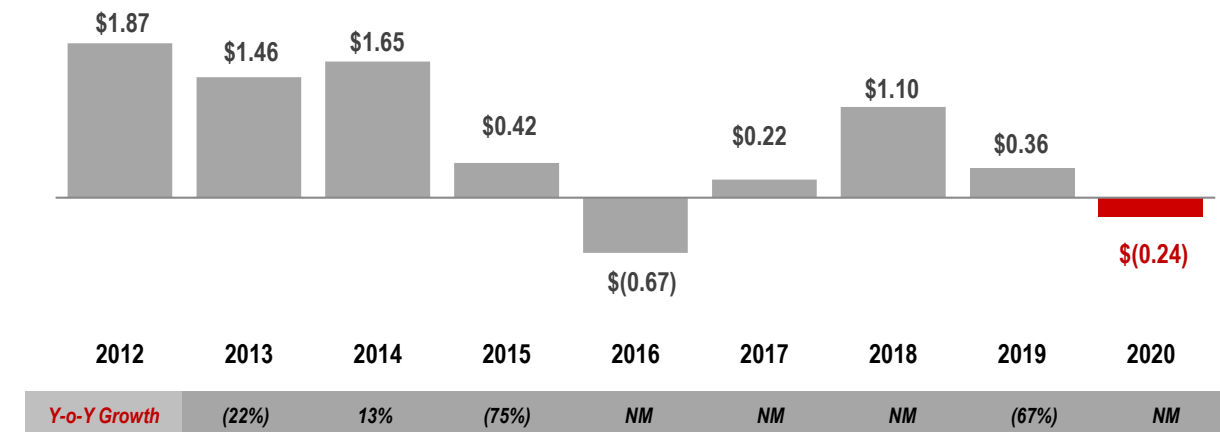
## ADJUSTED GROSS PROFIT & % MARGIN<sup>1</sup>



## ADJUSTED EBITDA & % MARGIN<sup>1</sup>



## ADJUSTED DILUTED EPS<sup>1</sup>

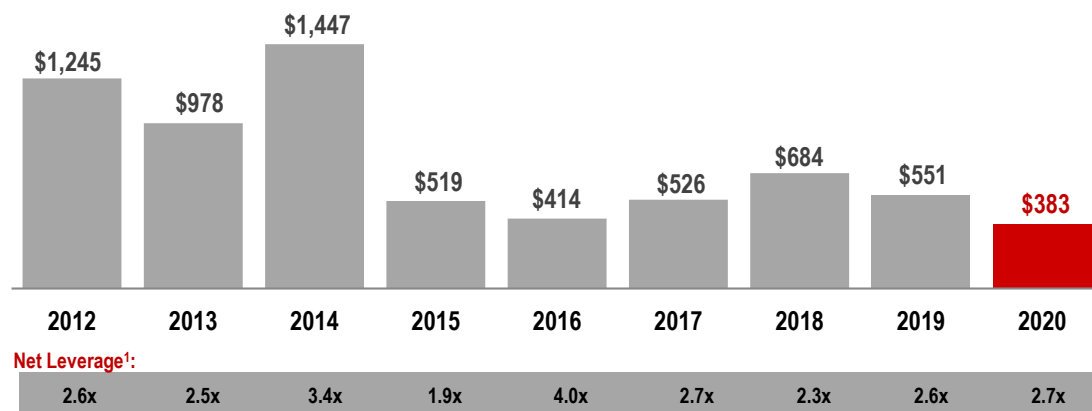


1. See reconciliation of non-GAAP measures to GAAP measures in the appendix

# Balance Sheet

(\$ millions)

## TOTAL DEBT

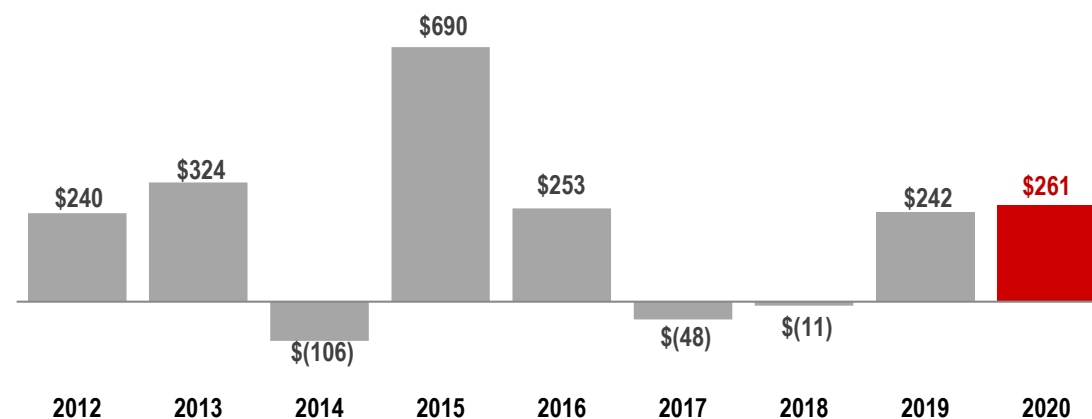


## CAPITAL STRUCTURE

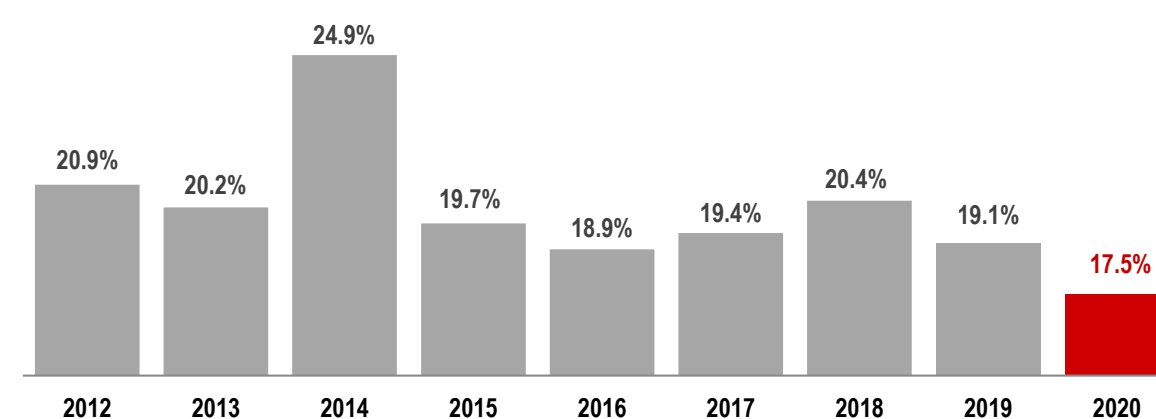
December 31, 2020

Cash and Cash Equivalents	\$ 119
Total Debt (including current portion):	
Term Loan B due 2024 (net of discount & deferred financing costs)	\$ 383
Global ABL Facility due 2022	-
Total Debt	\$ 383
Preferred stock	355
Common stockholders' equity	350
<b>Total Capitalization</b>	<b>\$ 1,088</b>
<b>Liquidity</b>	<b>\$ 551</b>

## CASH FLOW FROM OPERATIONS



## NET WORKING CAPITAL AS % OF SALES<sup>2</sup>



1. Net leverage multiples represent net debt / trailing twelve months adjusted EBITDA. Net debt is total debt less cash.  
 2. Working capital defined as current assets (excluding cash) – current liabilities. Sales are on trailing twelve months basis.

# Adjusted Gross Profit Reconciliation

YEAR ENDED DECEMBER 31

(\$ millions)

	2020		2019		2018		2017		2016		2015		2014		2013		2012	
	Amount	% of Sales	Amount	% of Sales	Amount	% of Sales	Amount	% of Sales	Amount	% of Sales	Amount	% of Sales	Amount	% of Sales	Amount	% of Sales	Amount	% of Sales
Sales	\$2,560		\$3,662		\$4,172		\$3,646		\$3,041		\$4,529		\$5,933		\$5,231		\$5,571	
Gross profit	\$ 431	16.8%	\$ 653	17.8%	\$ 689	16.5%	\$ 582	16.0%	\$ 468	15.4%	\$ 786	17.4%	\$ 1,018	17.2%	\$ 955	18.3%	\$ 1,014	18.2%
Depreciation and amortization	20		21		23		22		22		21		22		22		19	
Amortization of intangibles	26		42		45		45		47		60		68		52		49	
(Decrease) increase in LIFO reserve	(19)		(2)		62		28		(14)		(53)		12		(20)		(24)	
Inventory charges and other	46		5		-		6		45		-		-		-		-	
Adjusted Gross Profit	\$ 504	19.7%	\$ 719	19.6%	\$ 819	19.6%	\$ 683	18.7%	\$ 568	18.7%	\$ 814	18.0%	\$ 1,120	18.9%	\$ 1,009	19.3%	\$ 1,058	19.0%

Note: Adjusted gross profit is a non-GAAP measure. For a discussion of the use of adjusted gross profit, see our Current Report on Form 8-K dated April 27, 2021.

# Adjusted EBITDA Reconciliation

THREE MONTHS ENDED

(\$ millions)	THREE MONTHS ENDED			
	March 31, 2021		Dec. 31, 2020	
	Amount	% of Sales	Amount	% of Sales
<b>Sales</b>	<b>\$609</b>		<b>\$579</b>	
<b>Net (loss) income</b>	<b>\$ (3)</b>	<b>(0.5%)</b>	<b>\$ (5)</b>	<b>(0.9%)</b>
Income tax expense (benefit)	-		(2)	
Interest expense	6		6	
Depreciation and amortization	5		5	
Amortization of intangibles	6		6	
Increase (decrease) in LIFO reserve	4		1	
Equity-based compensation expense (1)	5		4	
Foreign currency losses (gains)	-		(1)	
Employee separation (2)	1		-	
Inventory-related charges	-		12	
Facility closures	-		(1)	
Severance & restructuring charges	-		2	
Gain on sale leaseback	-		(5)	
<b>Adjusted EBITDA</b>	<b>\$ 24</b>	<b>3.9%</b>	<b>\$ 22</b>	<b>3.8%</b>

Note: Adjusted EBITDA is a non-GAAP measure. For a discussion of the use of adjusted EBITDA, see our Current Report on Form 8-K dated April 27, 2021.

(1) Charges (pre-tax) recorded in SG&A. \$1 million relates to employee separation.

(2) Charge (pre-tax) recorded in SG&A.



# Adjusted EBITDA Reconciliation

YEAR ENDED DECEMBER 31

(\$ millions)	2020		2019		2018		2017		2016	
	Amount	% of Sales	Amount	% of Sales	Amount	% of Sales	Amount	% of Sales	Amount	% of Sales
<b>Sales</b>	<b>\$2,560</b>		<b>\$3,662</b>		<b>\$4,172</b>		<b>\$3,646</b>		<b>\$3,041</b>	
<b>Net (loss) income</b>	<b>\$ (274)</b>	<b>(10.7%)</b>	<b>\$ 39</b>	<b>1.1%</b>	<b>\$ 74</b>	<b>1.8%</b>	<b>\$ 50</b>	<b>1.4%</b>	<b>\$ (83)</b>	<b>(2.7%)</b>
Income tax (benefit) expense	(9)		27		21		(43)		(8)	
Interest expense	28		40		38		31		35	
Depreciation and amortization	20		21		23		22		22	
Amortization of intangibles	26		42		45		45		47	
(Decrease) increase in LIFO reserve	(19)		(2)		62		28		(14)	
Equity-based compensation expense	12		16		14		16		12	
Foreign currency losses (gains)	2		(1)		(1)		(2)		4	
Goodwill & intangible asset impairment	242		-		-		-		-	
Inventory-related charges	46		5		-		6		40	
Facility closures	17		-		-		-		-	
Severance & restructuring charges	14		9		4		14		20	
Gain on sale of leaseback	(5)		-		-		-		-	
Recovery of supplier bad debt & Supplier bad debt	(2)		5		-		-		-	
(Gain) loss on early extinguishment of debt	(1)		-		-		-		-	
Write off of debt issuance costs	-		-		1		8		1	
Litigation matter	-		-		-		3		-	
Change in fair value of derivative instruments	-		-		(1)		1		(1)	
<b>Adjusted EBITDA</b>	<b>\$ 97</b>	<b>3.8%</b>	<b>\$ 201</b>	<b>5.5%</b>	<b>\$ 280</b>	<b>6.7%</b>	<b>\$ 179</b>	<b>4.9%</b>	<b>\$ 75</b>	<b>2.5%</b>

Note: Adjusted EBITDA is a non-GAAP measure. For a discussion of the use of adjusted EBITDA, see our Current Report on Form 8-K dated April 27, 2021.

# Adjusted EBITDA Reconciliation

YEAR ENDED DECEMBER 31

(\$ millions)

	2015		2014		2013		2012	
	Amount	% of Sales	Amount	% of Sales	Amount	% of Sales	Amount	% of Sales
<b>Sales</b>	<b>\$4,529</b>		<b>\$5,933</b>		<b>\$5,231</b>		<b>\$5,571</b>	
<b>Net (loss) income</b>	<b>\$ (331)</b>	<b>(7.3%)</b>	<b>\$ 144</b>	<b>2.4%</b>	<b>\$ 152</b>	<b>2.9%</b>	<b>\$ 118</b>	<b>2.1%</b>
Income tax (benefit) expense	(11)		82		85		64	
Interest expense	48		62		61		113	
Depreciation and amortization	21		22		22		19	
Amortization of intangibles	60		68		52		49	
(Decrease) increase in LIFO reserve	(53)		12		(20)		(24)	
Equity-based compensation expense	10		9		15		8	
Foreign currency losses (gains)	3		3		13		(1)	
Goodwill & intangible asset impairment	462		-		-		-	
Severance & restructuring charges	14		8		1		-	
Loss on early extinguishment of debt	-		-		-		114	
Write off of debt issuance costs	3		-		-		-	
Litigation matter	3		-		-		-	
Change in fair value of derivative instruments	1		1		(5)		(2)	
Loss on disposition of non-core product line	5		10		-		-	
Insurance charge	-		-		2		-	
Cancellation of executive employment agreement (cash portion)	-		3		-		-	
Expenses associated with refinancing	-		-		5		2	
Pension settlement	-		-		-		4	
Other expense (income)	-		-		3		(1)	
<b>Adjusted EBITDA</b>	<b>\$ 235</b>	<b>5.2%</b>	<b>\$ 424</b>	<b>7.1%</b>	<b>\$ 386</b>	<b>7.4%</b>	<b>\$ 463</b>	<b>8.3%</b>

Note: Adjusted EBITDA is a non-GAAP measure. For a discussion of the use of adjusted EBITDA, see our Current Report on Form 8-K dated April 27, 2021.

# Adjusted Net Income Reconciliation

YEAR ENDED DECEMBER 31

(\$ millions)

	2020		2019		2018		2017		2016		2015		2014		2013		2012	
	Amount	Per Share	Amount	Per Share	Amount	Per Share	Amount	Per Share	Amount	Per Share	Amount	Per Share	Amount	Per Share	Amount	Per Share	Amount	Per Share
<b>Net (loss) income attributable to common stockholders</b>	<b>\$ (298)</b>	<b>\$ (3.63)</b>	<b>\$ 15</b>	<b>\$ 0.18</b>	<b>\$ 50</b>	<b>\$ 0.54</b>	<b>\$ 26</b>	<b>\$ 0.27</b>	<b>\$ (107)</b>	<b>\$ (1.10)</b>	<b>\$ (344)</b>	<b>\$ (3.38)</b>	<b>\$ 144</b>	<b>\$ 1.40</b>	<b>\$ 152</b>	<b>\$ 1.48</b>	<b>\$ 118</b>	<b>\$ 1.22</b>
Goodwill and intangible asset impairment, net of tax	234	2.85	-	-	-	-	-	-	-	-	402	3.94	-	-	-	-	-	-
Inventory-related charges, net of tax	38	0.46	5	0.06	-	-	6	0.06	33	0.34	-	-	-	-	-	-	-	-
Severance and restructuring, net of tax	12	0.15	7	0.08	3	0.03	14	0.15	17	0.17	11	0.11	6	0.06	-	-	-	-
Recovery of supplier bad debt and supplier bad debt, net of tax	(2)	(0.02)	5	0.06	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(Decrease) increase in LIFO reserve, net of tax	(15)	(0.18)	(2)	(0.02)	48	0.52	18	0.19	(9)	(0.09)	(33)	(0.32)	8	0.08	(13)	(0.13)	(15)	(0.15)
Loss on early extinguishment of debt, net of tax	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	74	0.76
Facility closures, net of tax	15	0.18	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Gain on sale leaseback	(4)	(0.05)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Litigation matter, net of tax	-	-	-	-	-	-	2	0.02	-	-	2	0.02	-	-	-	-	-	-
Write-off of debt issuance costs, net of tax	-	-	-	-	1	0.01	5	0.05	1	0.01	2	0.02	-	-	-	-	1	0.01
Executive separation expense, net of tax	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1	0.01	-	-
Loss on disposition of non-core product lines, net of tax	-	-	-	-	-	-	-	-	-	-	3	0.03	8	0.08	-	-	-	-
Insurance charge, net of tax	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1	0.01	-	-
Expenses associated with refinancing, net of tax	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3	0.03	-	-
Equity-based compensation acceleration, net of tax	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3	0.03	-	-
Income tax adjustment	-	-	-	-	-	-	(50)	(0.52)	-	-	-	-	-	-	3	0.03	-	-
Cancellation of executive employment agreement, net of tax	-	-	-	-	-	-	-	-	-	-	-	-	3	0.03	-	-	-	-
Pension settlement, net of tax	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3	0.03
<b>Adjusted (loss) net income attributable to common stockholders</b>	<b>\$ (20)</b>	<b>\$ (0.24)</b>	<b>\$ 30</b>	<b>\$ 0.36</b>	<b>\$ 102</b>	<b>\$ 1.10</b>	<b>\$ 21</b>	<b>\$ 0.22</b>	<b>\$ (65)</b>	<b>\$ (0.67)</b>	<b>\$ 43</b>	<b>\$ 0.42</b>	<b>\$ 169</b>	<b>\$ 1.65</b>	<b>\$ 150</b>	<b>\$ 1.46</b>	<b>\$ 181</b>	<b>\$ 1.87</b>

Note: Adjusted net income is a non-GAAP measure. For a discussion of the use of adjusted net income, see our Current Report on Form 8-K dated April 27, 2021.

# Net Debt & Leverage Ratio Calculation

(\$ millions)	March 31, 2021	March 31, 2020
<b>Long-term debt, net</b>	<b>\$ 277</b>	<b>\$ 517</b>
Plus: current portion of long-term debt	105	4
<b>Long-term debt</b>	<b>382</b>	<b>521</b>
Less: cash	132	28
<b><i>Net debt</i></b>	<b>\$ 250</b>	<b>\$ 493</b>
Net debt	\$ 250	\$ 493
Trailing Twelve Months adjusted EBITDA	87	179
<b><i>Leverage ratio</i></b>	<b>2.9</b>	<b>2.8</b>

Note: Net debt and leverage ratio may be non-GAAP measures. For a discussion of the use of net debt, see our Current Report on Form 8-K dated April 27, 2021.