



Rocket Lab USA, Inc.

Q2 2022 INVESTOR UPDATE

August 11, 2022

rocketlabusa.com



DISCLAIMER AND FORWARD LOOKING STATEMENTS

Forward Looking Statements

This presentation may contain certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, contained in this presentation, including statements regarding our expectations of financial results for the third quarter of 2022, strategy, future operations, future financial position, projected costs, prospects, plans and objectives of management, are forward-looking statements. Words such as, but not limited to, “anticipate,” “aim,” “believe,” “contemplate,” “continue,” “could,” “design,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “seek,” “should,” “suggest,” “strategy,” “target,” “will,” “would,” and similar expressions or phrases, or the negative of those expressions or phrases, are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. These forward-looking statements are based on Rocket Lab’s current expectations and beliefs concerning future developments and their potential effects. These forward-looking statements involve a number of risks, uncertainties (many of which are beyond Rocket Lab’s control), or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. Many factors could cause actual future events to differ materially from the forward-looking statements in this presentation, including risks related to the global COVID-19 pandemic; risks related to government restrictions and lock-downs in New Zealand and other countries in which we operate that could delay or suspend our operations; delays and disruptions in expansion efforts; our dependence on a limited number of customers; the harsh and unpredictable environment of space in which our products operate which could adversely affect our launch vehicle and spacecraft; increased congestion from the proliferation of low Earth orbit constellations which could materially increase the risk of potential collision with space debris or another spacecraft and limit or impair our launch flexibility and/or access to our own orbital slots; increased competition in our industry due in part to rapid technological development and decreasing costs; technological change in our industry which we may not be able to keep up with or which may render our services uncompetitive; average selling price trends; failure of our launch vehicles, spacecraft and components to operate as intended either due to our error in design in production or through no fault of our own; launch schedule disruptions; supply chain disruptions, product delays or failures; design and engineering flaws; launch failures; natural disasters and epidemics or pandemics; changes in governmental regulations including with respect to trade and export restrictions, or in the status of our regulatory approvals or applications; or other events that force us to cancel or reschedule launches, including customer contractual rescheduling and termination rights; risks that acquisitions may not be completed on the anticipated time frame or at all or do not achieve the anticipated benefits and results; and the other risks detailed from time to time in Rocket Lab’s filings with the Securities and Exchange Commission (the “SEC”), including under the heading “Risk Factors” in Rocket Lab’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, which was filed with the SEC on March 24, 2022, and elsewhere (including that the impact of the COVID-19 pandemic may also exacerbate the risks discussed therein). There can be no assurance that the future developments affecting Rocket Lab will be those that we have anticipated. Except as required by law, Rocket Lab is not undertaking any obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

Use of Non-GAAP Financial Measures

To supplement our unaudited consolidated financial statements presented on a basis consistent with GAAP, we disclose certain non-GAAP financial measures, including non-GAAP gross margin, operating expenses, operating expenses as a percentage of revenue, income from operations as percentage of revenue, and diluted earnings per share. These supplemental measures exclude the effects of (i) stock-based compensation expense; (ii) amortization of purchased intangible assets; (iii) other non-recurring interest and other income (expenses), (iv) non-cash income tax benefits and expenses, (v) performance reserve escrow amortization, (vi) transaction cost related to mergers and (vii) change in fair value of contingent consideration. We also supplement our unaudited historical statements and forward-looking guidance with the measure of adjusted EBITDA, where adjustments to EBITDA include share-based compensation, depreciation and amortization, warrant expense related to customers and partners, transaction costs related to mergers and acquisitions activity, foreign exchange gains or losses, income tax provisions, change in fair value contingent consideration, performance reserve escrows, other non operating income and loss excluding interest expense related to debt and other non-recurring gains or losses. These non-GAAP measures are not in accordance with and do not serve as an alternative for GAAP. We believe that these non-GAAP measures have limitations in that they do not reflect all of the amounts associated with our GAAP results of operations. These non-GAAP measures should only be viewed in conjunction with corresponding GAAP measures. We compensate for the limitations of non-GAAP financial measures by relying upon GAAP results to gain a complete picture of our performance. Non-GAAP financial measures are not in accordance with and do not serve as an alternative for the presentation of our GAAP financial results. We are providing this information to enable investors to perform more meaningful comparisons of our operating results in a manner similar to management’s analysis of our business. We believe that these non-GAAP measures have limitations in that they do not reflect all of the amounts associated with our GAAP results of operations. These non-GAAP measures should only be viewed in conjunction with corresponding GAAP measures.

We encourage investors to review the detailed reconciliation of our GAAP and non-GAAP presentations in our Earnings Release dated August 11, 2022. We have not provided a reconciliation for forward-looking non-GAAP financial measures because, without unreasonable efforts, we are unable to predict with reasonable certainty the amount and timing of adjustments that are used to calculate these non-GAAP financial measures, particularly related to stock-based compensation and its related tax effects.

TODAY'S PRESENTERS



Peter Beck
Founder, Chief Executive Officer, Chief Engineer



Adam Spice
Chief Financial Officer

AGENDA

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- 1 Key Accomplishments

 - 2 Financial Highlights and Outlook

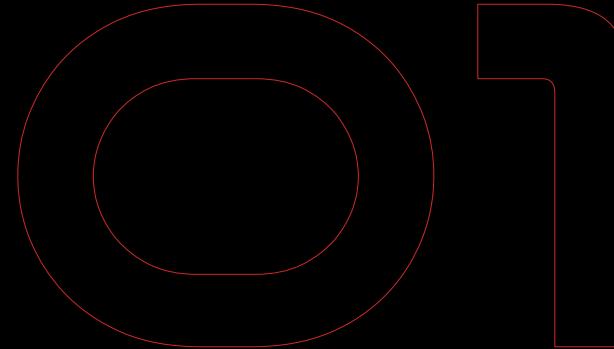
 - 3 Sell-Side Q&A

 - 4 Upcoming Conferences and Events
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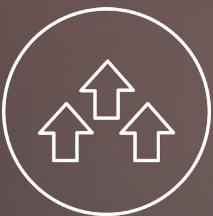


SECTION

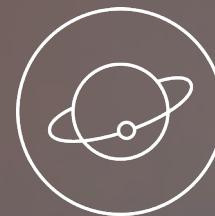


KEY
ACCOMPLISHMENTS
Q2 2022

KEY ACCOMPLISHMENTS Q2 2022



Launched 3 successful Electron missions, more than any other small launch provider for the entire year so far.



Successfully launched the CAPSTONE mission to the Moon for NASA – the first mission of NASA's historic Artemis program to return humans to the Moon.



Signed a multi-launch contract with HawkEye 360 to launch 15 satellites across three Electron missions.



Completed the first mid-air capture of an Electron booster with a helicopter, advancing our rocket reusability program.



Commenced construction on the Neutron launch vehicle production complex in Virginia.



Selected to manufacture Solar Array Panel for NASA's GLIDE spacecraft.



Commenced construction on the satellite constellation production line to support the manufacturing of 17x 500 kg spacecraft buses for Globalstar under \$143M subcontract.



Surpassed 50 missions with the company's MAX Flight Software.



THREE SUCCESSFUL LAUNCHES IN Q2

More than any other small launch provider for the entire year so far



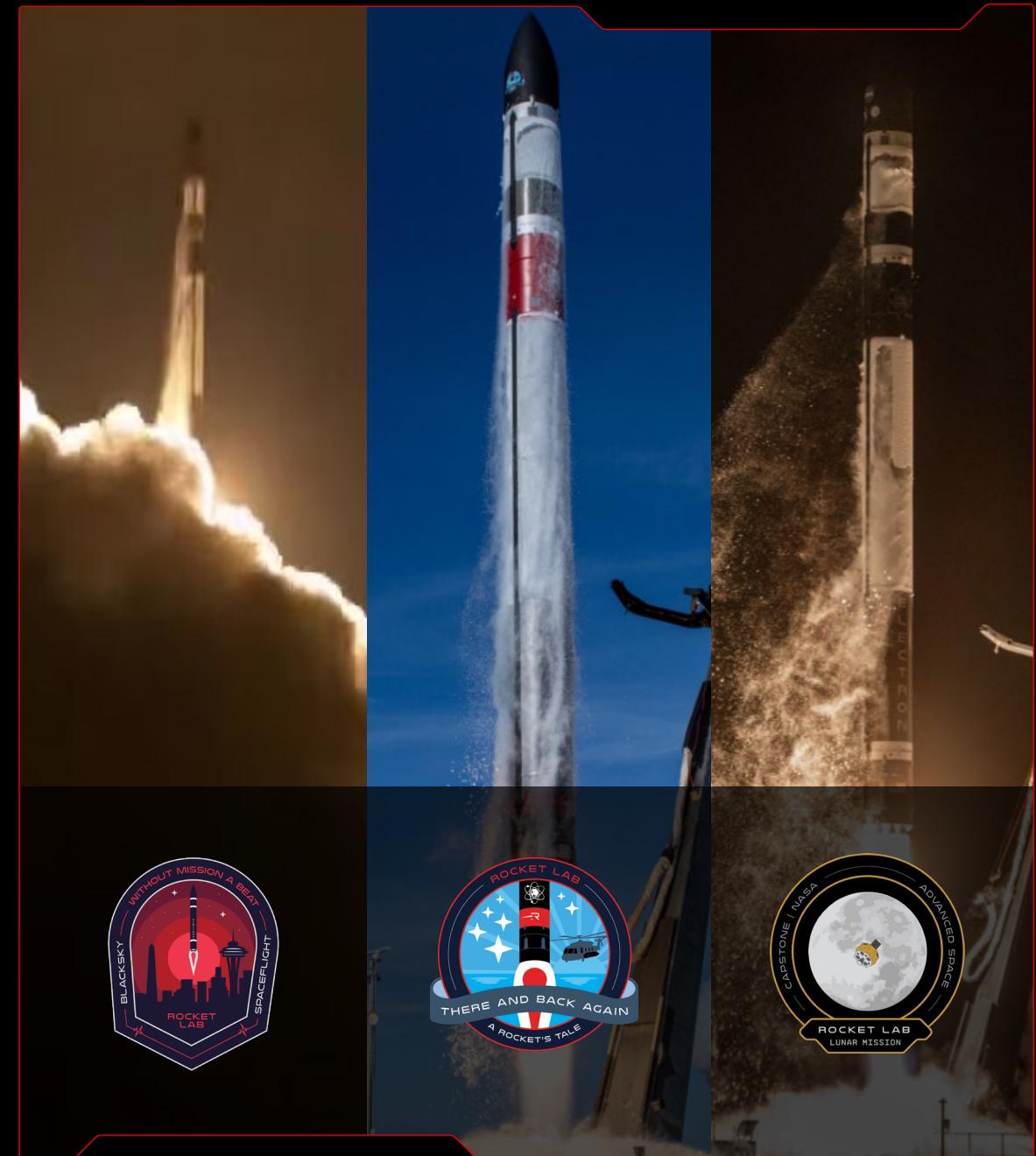
37 customer satellites deployed to orbit by Electron



Launches included a mission to the Moon for NASA, a dedicated launch for Earth-imaging constellation BlackSky and a rideshare mission for a range of U.S. and UK companies



Launcher of choice for small sat constellations:
In Q2 we deployed satellites for four commercial constellation companies; BlackSky, Unseenlabs, E-Space, and Swarm, three of which are repeat Electron launch customers



SUCCESSFUL MOON MISSION FOR NASA



THE CAPSTONE MISSION FOR NASA



The Cislunar Autonomous Positioning System Technology Operations and Navigation Experiment (CAPSTONE) is the first spacecraft to test the Near Rectilinear Halo Orbit (NRHO) around the Moon.

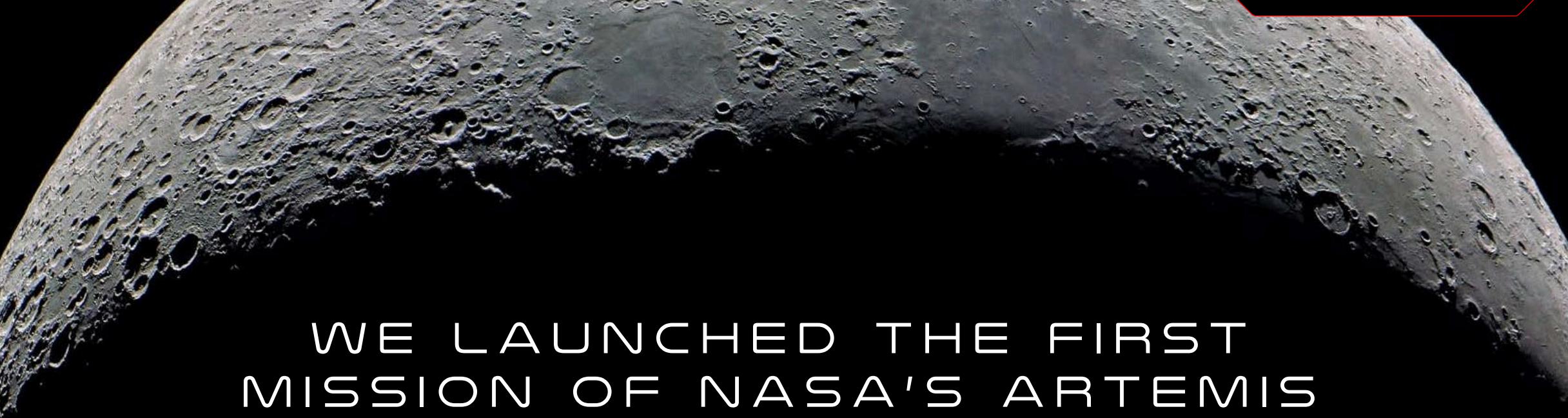


This is the same orbit intended for NASA's Gateway, a Moon-orbiting space station for astronauts.

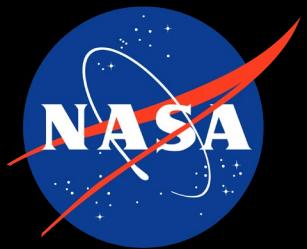


CAPSTONE is the first step in humanity's return to the Moon.





WE LAUNCHED THE FIRST
MISSION OF NASA'S ARTEMIS
PROGRAM TO RETURN
HUMANS TO THE MOON

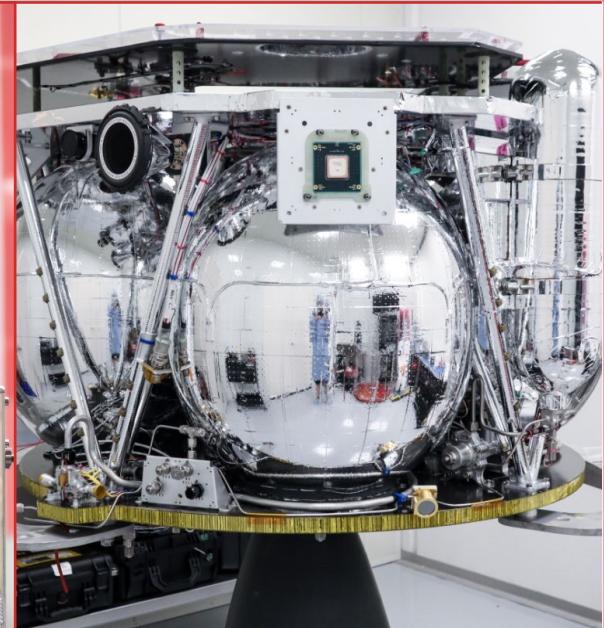
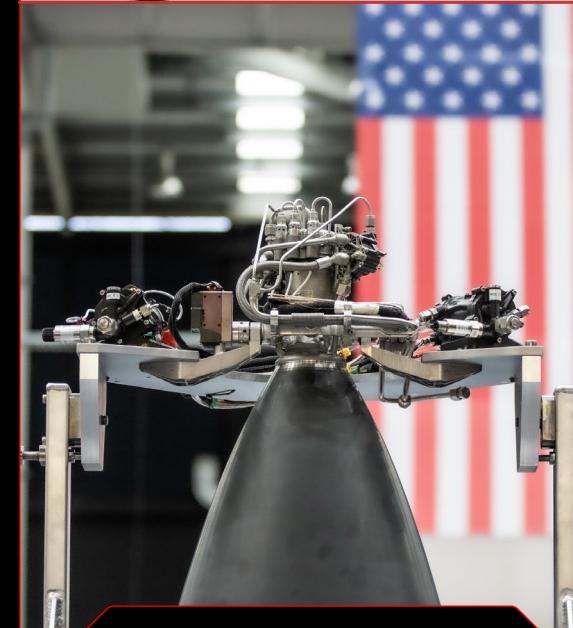


MORE THAN JUST A LAUNCH

-
- › A MOON ROCKET
 - › A MOON ENGINE
 - › A MOON SPACECRAFT
-

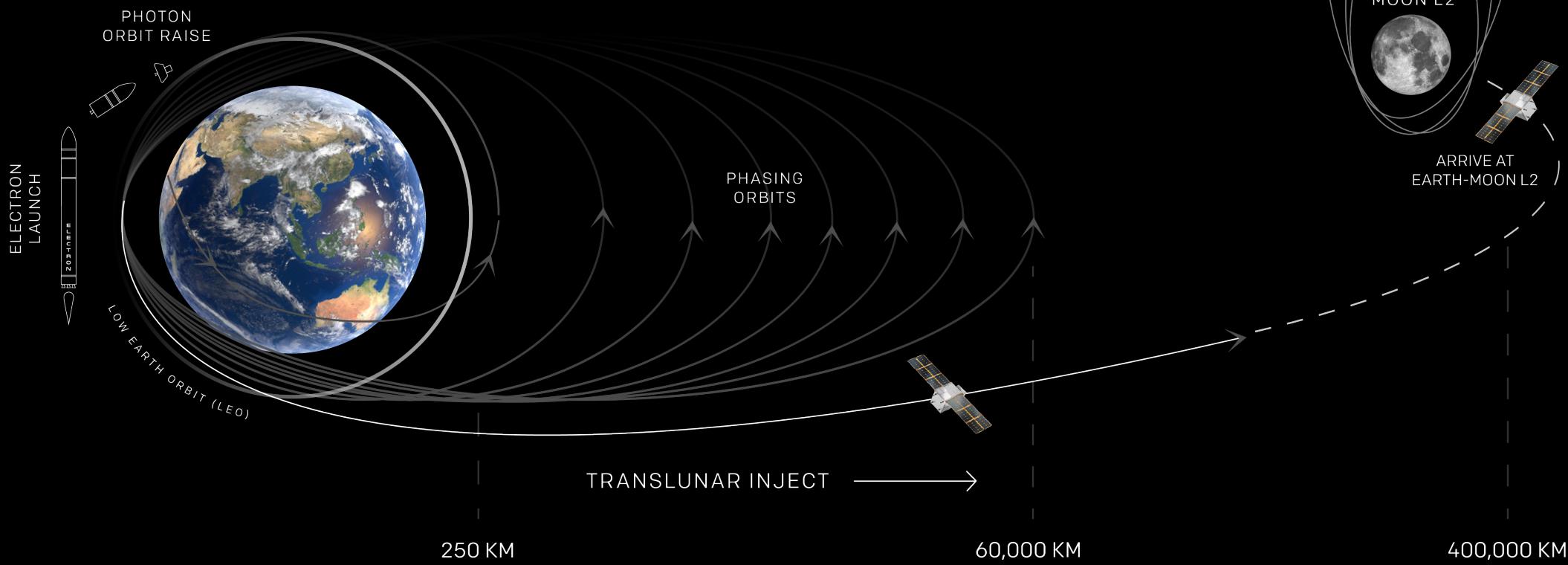
All designed, built and operated by Rocket Lab.

Rocket Lab is the only small launch provider to have **designed, built, launched, and operated** its own satellites in orbit, further expanding our total addressable market.



HIGHLY COMPLEX TRAJECTORY

Six days of 24/7 spacecraft operations



LUNAR PHOTON IS NOW TOURING THE SOLAR SYSTEM

LUNAR
PHOTON

1.3 million km
from Earth

MOON

EARTH



THE MOST COMPLEX ROCKET LAB MISSION YET



First deep space mission



First use of Lunar Photon, a high energy Rocket Lab-designed and built spacecraft



Developed new in-space propulsion system in under two years



First use of MAX Flight Software from Advanced Solutions Inc (ASI) on a Rocket Lab spacecraft



First time planning and executing lunar trajectories



First mission where Electron's second stage deorbited the same day as launch



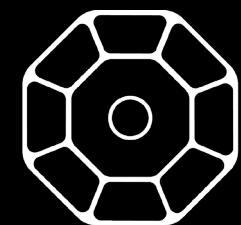
First time using the FR-lite satellite radio which Rocket Lab has an exclusive license with Johns Hopkins University Applied Physics Laboratory to manufacture



Electron's heaviest lift to date (320 kg)

ROCKET LAB SATELLITES ARE NOW DEEP SPACE PROVEN

Rocket Lab has now successfully built, launched, and operated a highly capable spacecraft in deep space, positioning the company well for upcoming interplanetary missions to Mars and Venus.



PHOTON



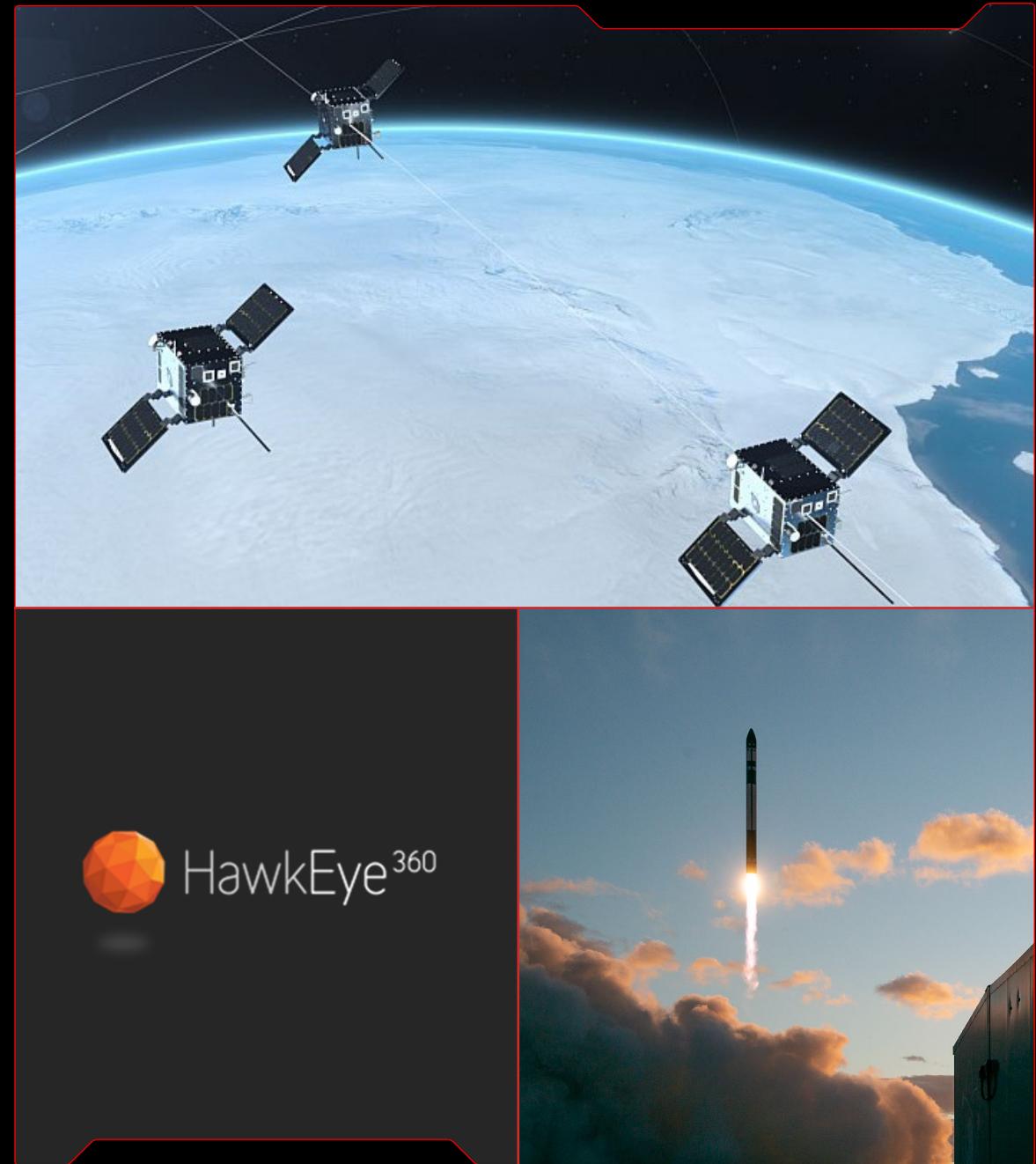
SIGNED BULK-BUY LAUNCH CONTRACT WITH HAWKEYE 360



Rocket Lab to launch 15 satellites for HawkEye 360 across three Electron missions between late 2022 and 2024.



Contract also adds Rocket Lab separation systems for each satellite, supporting our vertical integration strategy.



SCHEDULED FIRST MISSION AT LAUNCH COMPLEX 2



The first of the three missions for HawkEye 360 is scheduled to be Rocket Lab's inaugural Electron mission from Launch Complex 2 in Virginia.



NASA on track to certify its Autonomous Flight Termination Unit (NAFTU) software for the mission.



FIRST MID-AIR CAPTURE OF AN ELECTRON BOOSTER WITH A HELICOPTER

Advancing rocket reusability program



Proved reusability technology and concept of operations (CONOPS) for future aerial captures.



Booster returned to Rocket Lab Production Complex in a good state and currently undergoing analysis.



COMMENCED CONSTRUCTION ON NEUTRON PRODUCTION COMPLEX IN VIRGINIA



NEUTRON



Construction underway on 250,000 sq./ft complex to support Neutron production, assembly, and integration, with new Neutron launch pad to follow.



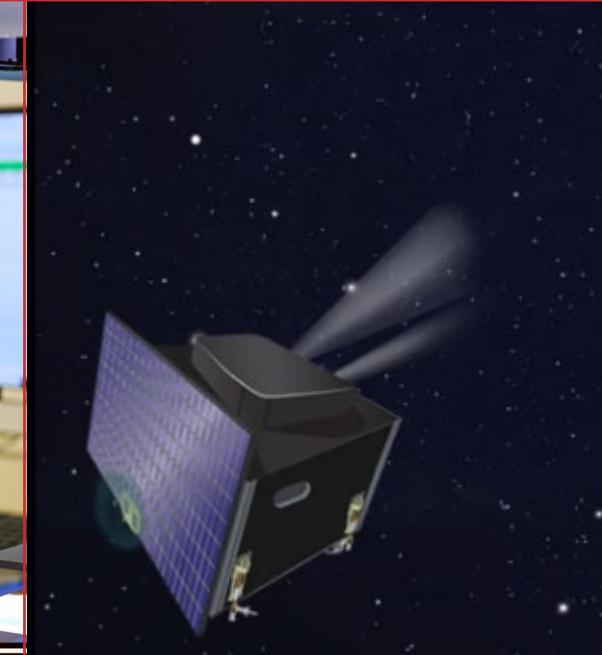
SELECTED TO MANUFACTURE SOLAR ARRAY PANEL FOR NASA'S GLIDE SPACECRAFT



The array will use Rocket Lab's high-efficiency, radiation-hardened, quadruple-junction Z4J solar cells, manufactured at our production complex in Albuquerque, New Mexico.



GLIDE is the first mission dedicated to surveying changes in the exosphere, the outermost layer of Earth's atmosphere. It seeks to answer basic questions about the exosphere's shape, size, and density, and what causes it to change over time.



50TH MAX FLIGHT SOFTWARE MISSION



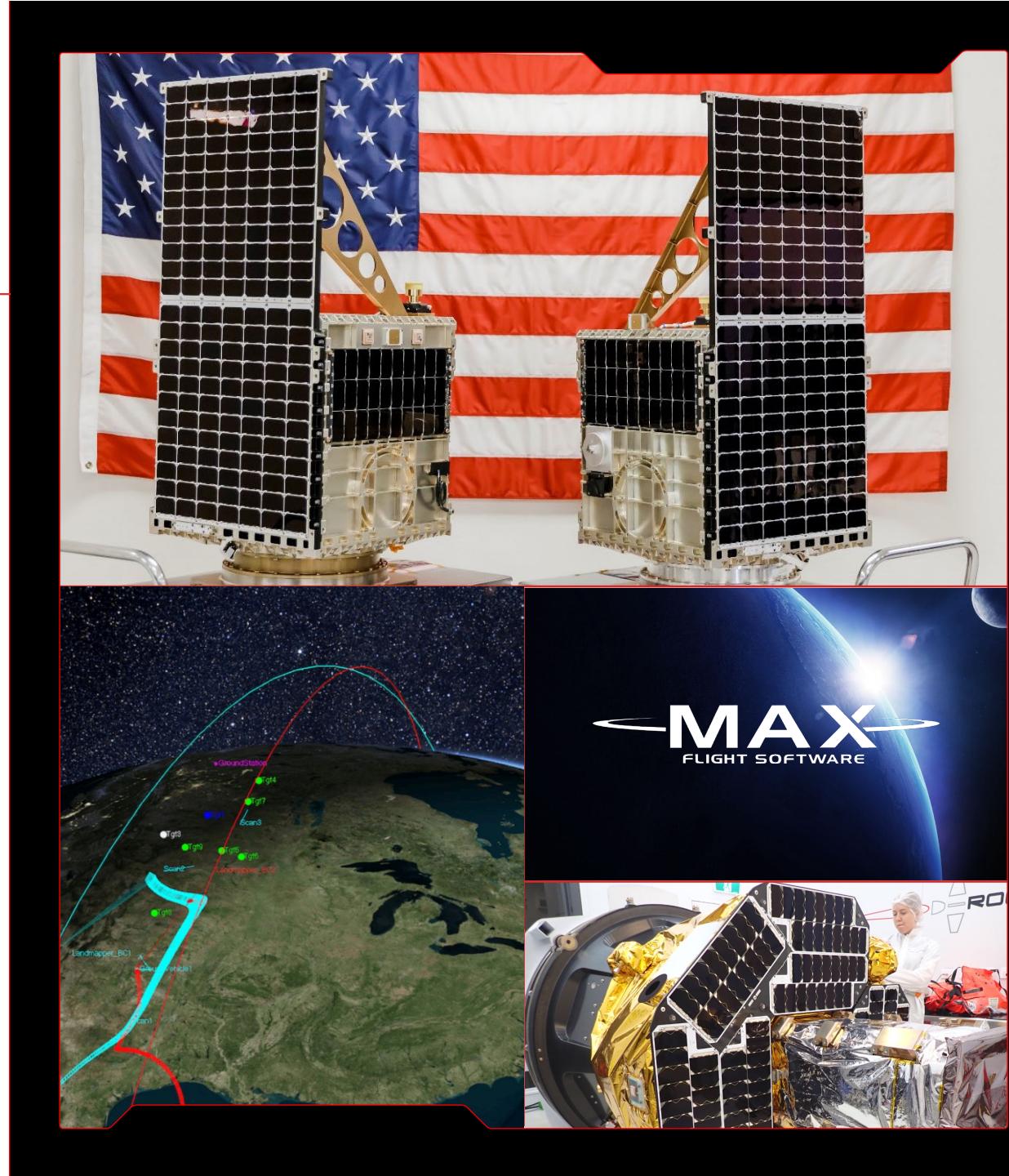
As of Q2 2022, Rocket Lab's MAX flight-software has been successfully flown on more than 50 missions.



Developed by Colorado-based ASI, which was acquired by Rocket Lab in October 2021, MAX is an off-the-shelf spacecraft flight software used by leading aerospace prime contractors, the U.S. Air Force, U.S. DOD organizations, NASA, and commercial spacecraft developers and constellation operators.



Supporting Rocket Lab's vertical integration strategy, MAX flight software has now been used in 12 spacecraft launched by Electron



SUBSTANTIAL COMPLETION OF CONSTRUCTION ON SATELLITE PRODUCTION FACILITY



Rocket Lab was awarded a \$143M subcontract by MDA to build seventeen 500 kg spacecraft buses for Globalstar constellation in Q1. Rocket Lab is also manufacturing spacecraft for Varda Space Industries, Eta Space and the University of California Berkeley for a NASA Mars mission.



The production facility for these spacecraft is substantially complete at Rocket Lab's Long Beach Production Complex and HQ, encompassing a 10,000 sq/ft state-of-the-art cleanroom. Significant investment in future satellite manufacturing capability.



Leveraging our vertical integration, the satellites will feature components and subsystems produced by Rocket Lab's recently acquired companies including solar panels and structures from SolAero Technologies, software from ASI, reaction wheels from Sinclair Interplanetary.





ADDITIONAL ACCOMPLISHMENTS

After June 30, 2022

TWO SUCCESSFUL LAUNCHES FOR THE NRO



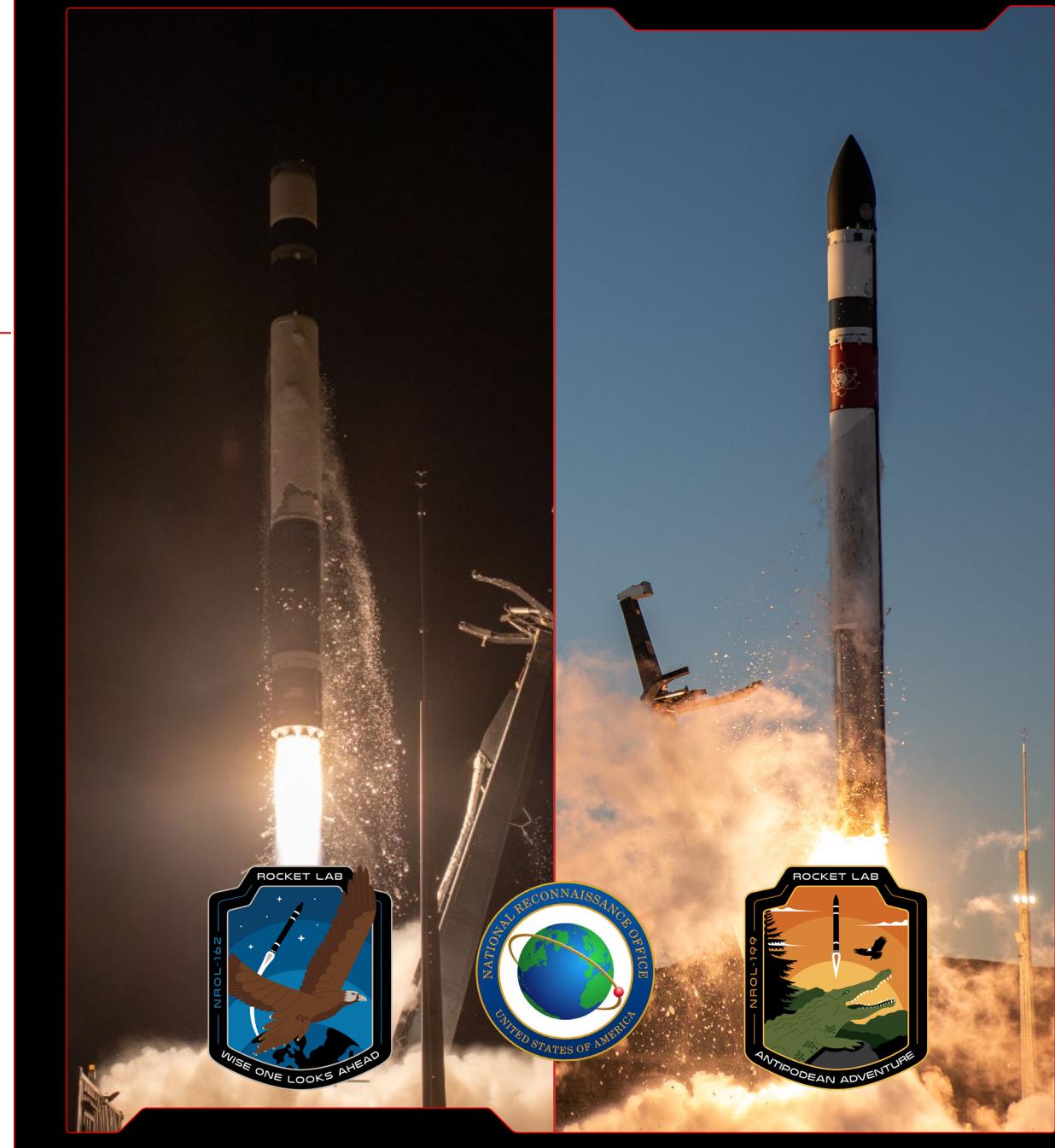
Back-to-back national security missions launched from separate pads just over 3 weeks apart



Successful demonstration of responsive space in action



Rocket Lab has now launched four NRO missions to orbit on Electron, reliably serving the national security and intelligence community



PROVEN RAPID AND RELIABLE LAUNCH



Successfully launched missions for NASA and the National Reconnaissance Office from two separate launch pads just 15 days apart

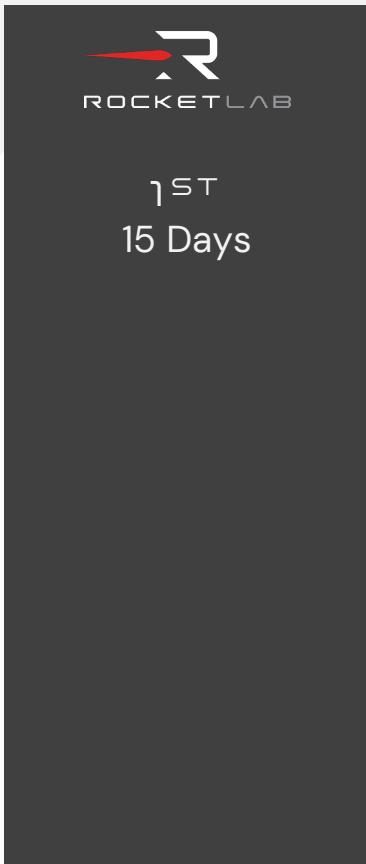


The only small launch provider to demonstrate this sought-after capability increasingly demanded by national security community



RAPIDLY INCREASED LAUNCH CADENCE

ROCKET LAB HAS DEMONSTRATED THE FASTEST TURNAROUND BETWEEN SUCCESSFUL LAUNCHES OF ANY SMALL LAUNCH PROVIDER



*Source: <https://space.skyrocket.de/index.html>

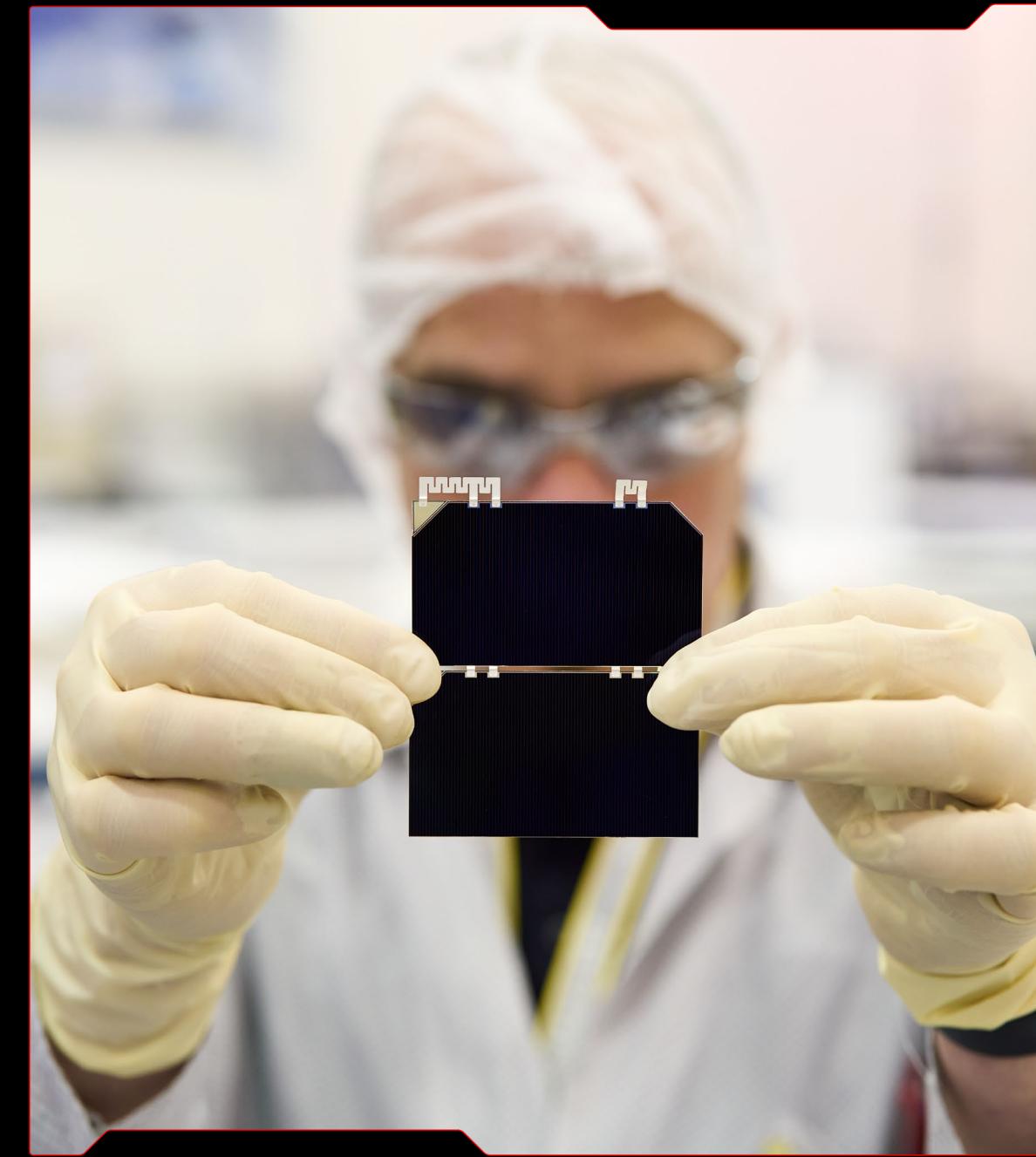
SELECTED TO SUPPLY SOLAR POWER FOR UNITED STATES SPACE FORCE'S NEW MISSILE WARNING SATELLITES



Continuing SolAero's long-term partnership with Lockheed Martin by powering the Next Gen OPIR GEO missile warning satellites



Further demonstrates successful vertical integration strategy



ROCKET LAB RESPONSIVE SPACE PROGRAM

The leader in responsive launch and satellites



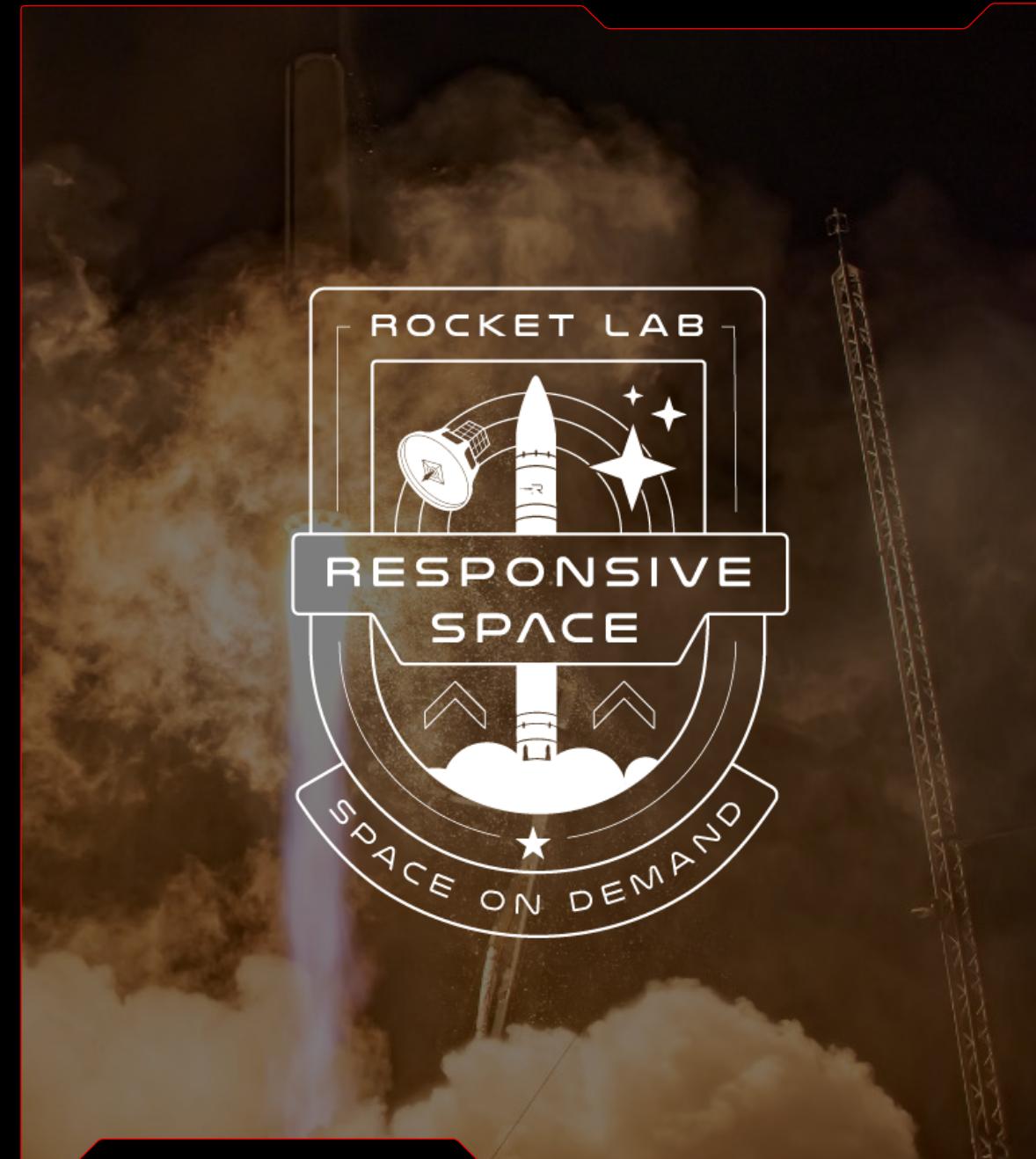
Satellites fail through accidental and deliberate actions.



The ability to rapidly replace or establish new assets on orbit is crucial for government and commercial operators alike.



Rocket Lab's new Responsive Space Program enables this, ensuring space assets can be launched, reconstituted, and augmented on rapid timelines, delivering confidence and resilience to our customers.



RESPONSIVE SPACE PROGRAM



FLEXIBLE LAUNCH SITES

3 launch pads
across 2
hemispheres.



LAUNCH ON DEMAND

Proven rockets, payload processing facilities, personnel, launch sites and ground stations capable of supporting 24-hour rapid call up launch.



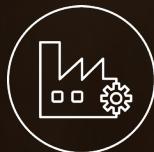
PROVEN CAPABILITY

140+ satellites delivered to orbit by Electron. Demonstrated ability to support rapid integration and short notice customer-driven changes in launch schedule, inclination, and launch site.



RAPID PAYLOAD INTEGRATION

Satellites received, integrated, encapsulated, and ready for launch in 24 hours.



PROVEN SPACECRAFT TECHNOLOGY

Rocket Lab satellite technology features in 1,700 spacecraft on orbit and counting.



STREAMLINED MANUFACTURING

High degree of supply chain certainty and rapid production timelines enabled by established factories producing rockets, satellites and flight-proven spacecraft subsystem.



WIDE RANGE OF ORBITS

Launch Complex 1: 30° - SSO+
Launch Complex 2: 30° - SSO+





SECTION



FINANCIAL HIGHLIGHTS AND OUTLOOK

REVIEW OF REVENUE AND GROSS MARGIN

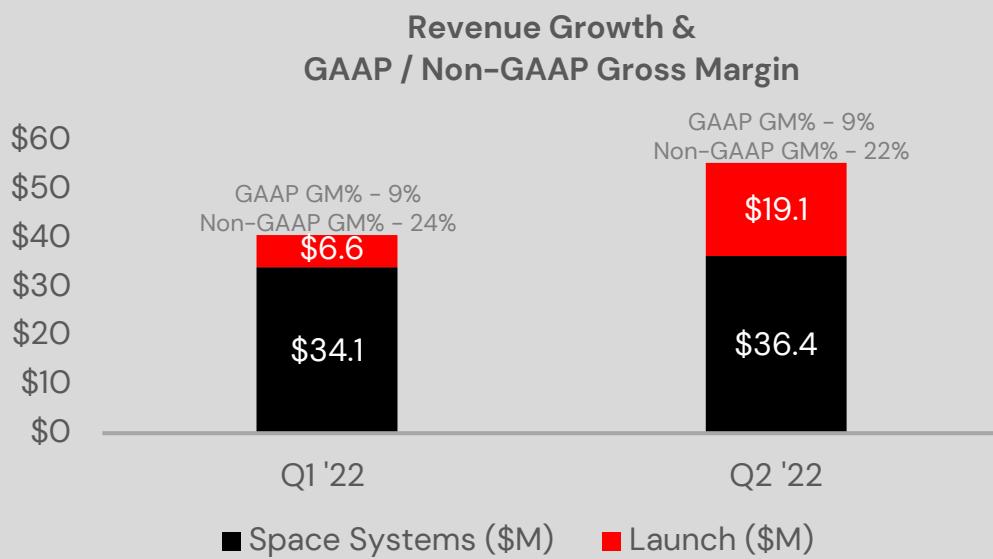
QUARTER-ON-QUARTER

\$55.5M

Revenue in Q2 2022

36 %

Quarter-on-Quarter revenue growth



Sequential revenue growth of 36%, or \$14.7 M, driven by Launch Services growth of 191%, or \$12.5M, and Space Systems growth of 7%, or \$2.2M.

Space Systems contributed 66% of total revenue in Q2 2022, led by SolAero momentum and accompanied by growth across a broad array of Space Systems offerings.

Launch Services contributed 34% of total revenue in Q2 2022, driven by three successful missions, including our Recovery Rideshare, BlackSky Global, and NASA CAPSTONE.

GAAP and Non-GAAP gross margin trended slightly lower driven by a mix shift to lower margin Launch Services revenue.

Q2 2022 ending backlog of \$531.4M decreased \$14.5M from the prior quarter ending balance as we recognized record revenue in the quarter.

REVIEW OF REVENUE AND GROSS MARGIN

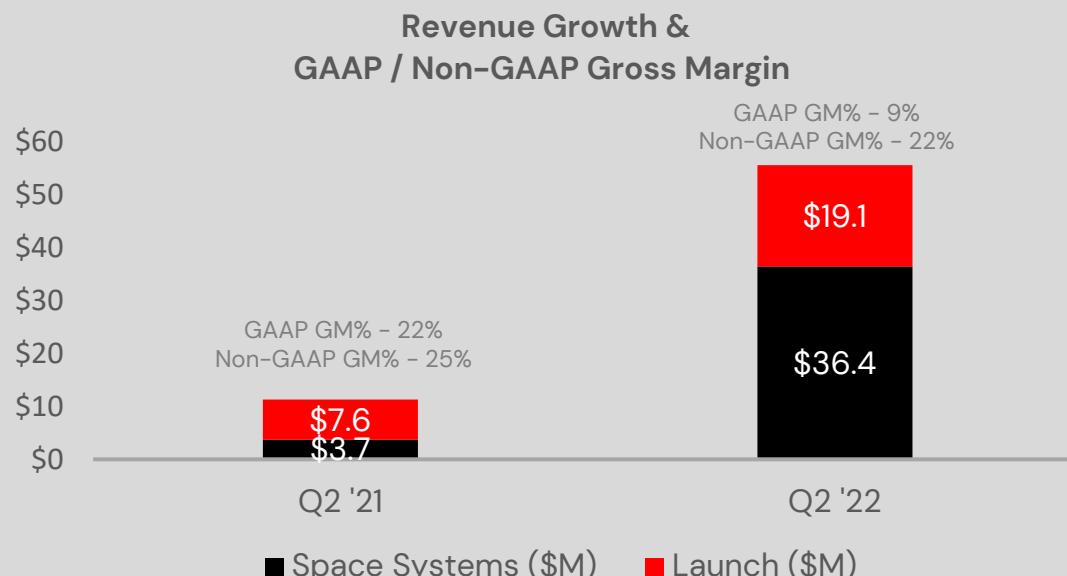
YEAR-ON-YEAR

\$55.5M

Revenue in Q2 2022

392%

Year-on-Year revenue growth

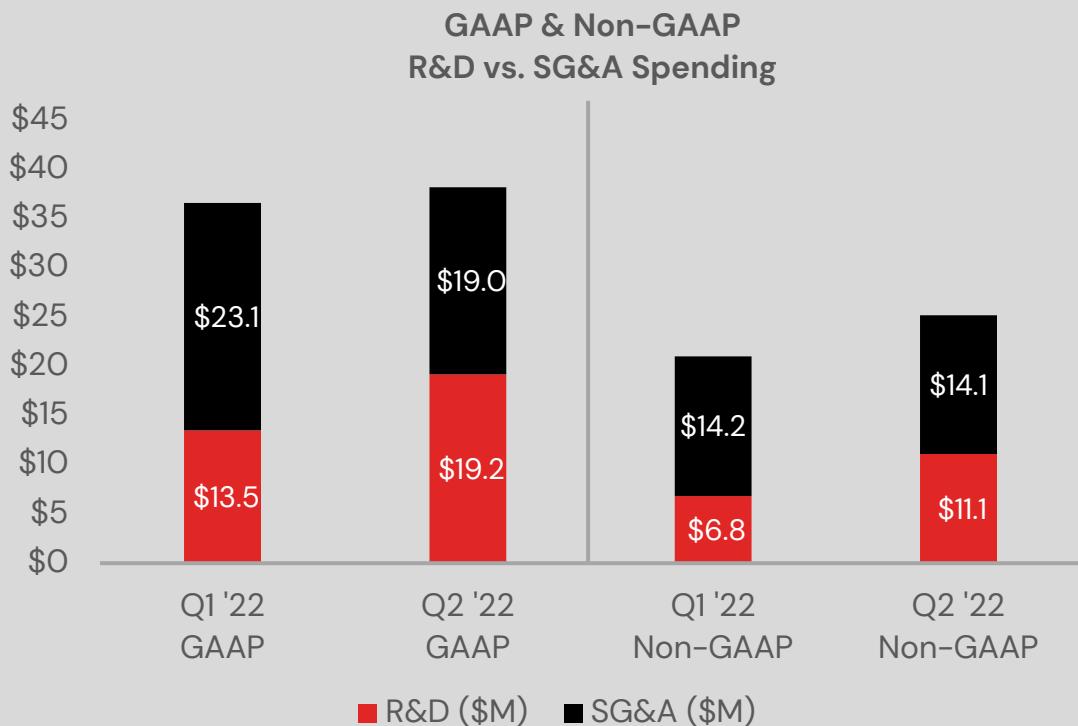


Total revenue grew nearly 392%, or more than \$44M as both revenue segments experienced significant expansion.

Contribution from the recently acquired ASI, PSC, and SolAero added approximately \$28M of revenue, while “organic” Rocket Lab products contributed roughly the same, representing 144% growth.

REVIEW OF OPERATING EXPENSES

QUARTER-ON-QUARTER



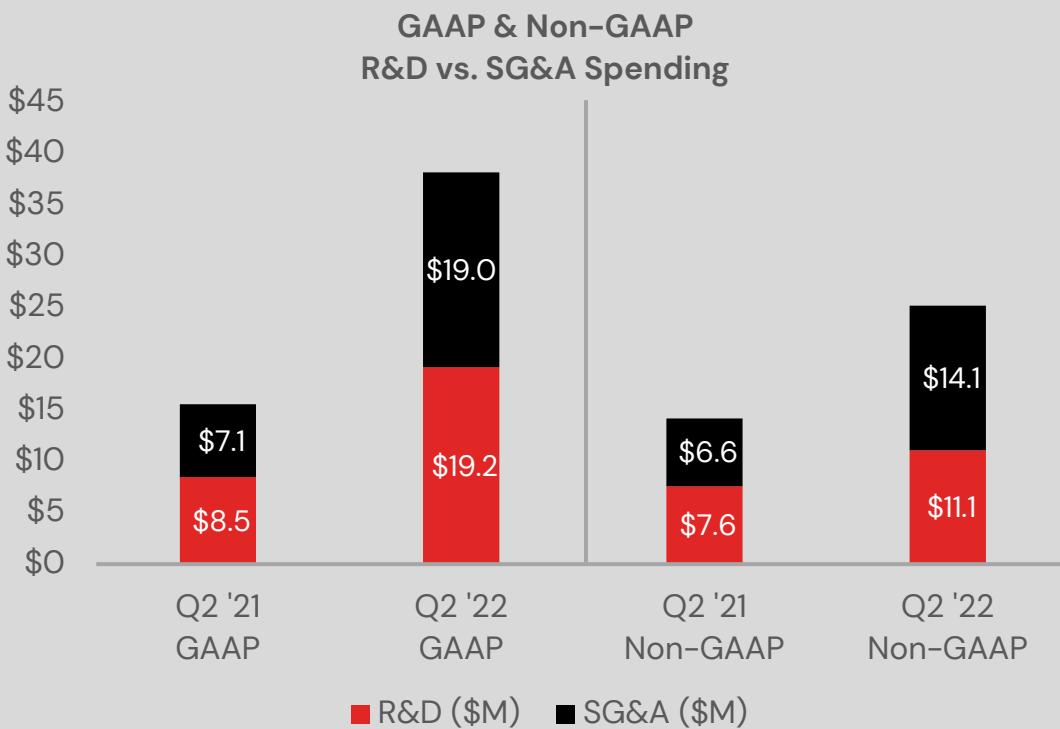
Both GAAP and Non-GAAP R&D expense increases were largely driven by incremental investments in Neutron development, Electron Booster Recovery and Photon projects.

GAAP SG&A expense decrease was drive mostly by change of the fair value of contingent considerations related to the acquisition of PSC.

Non-GAAP SG&A expense was flat.

REVIEW OF OPERATING EXPENSES

YEAR-ON-YEAR



GAAP R&D increase was driven by Stock Base Compensation, acquisition-related earnouts and amortization of purchased intangibles.

Non-GAAP R&D growth was driven by investments in Neutron, Electron Booster Recovery, and Photon.

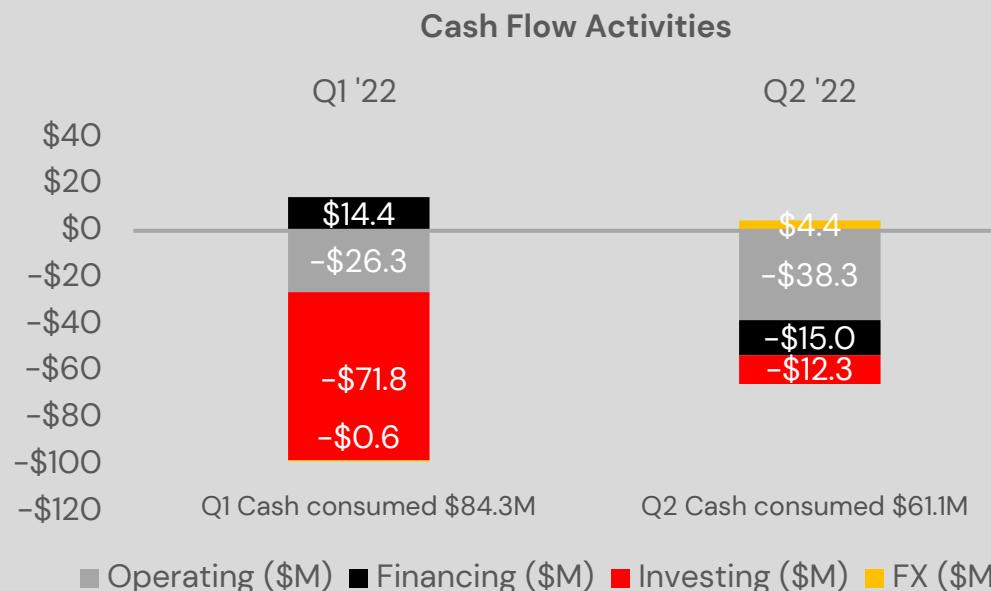
GAAP SG&A increase was driven by Stock Based Compensation and acquisition-related amortization of purchased intangibles.

Non-GAAP SG&A increase was driven by higher public company costs, including audit, legal, and D&O insurance.

ENDING CASH AND KEY CASH FLOW METRICS

QUARTER-ON-QUARTER

\$546.6M in Cash and Cash Equivalents, and restricted cash, end of period in Q2 2022



Cash consumed from **Operating Activities** increased by \$12M, to \$38M, driven primarily by higher net losses due to stepped-up R&D related to Neutron developments, and Space Systems Photon projects, which included significant non-cash increases related to stock based comp and amortization of purchased intangibles

Cash consumed from **Investing Activities** was driven primarily by capital spending for Neutron and Space Systems.

Cash consumed from **Financing Activities** was driven by the timing of a \$15M tax withholding payment made in Q2 2022 for employee Performance Share Units that vested and cash tax was withheld in Q1 2022, and a \$5.5M payment of contingent consideration related to the ASI acquisition.

FINANCIAL OUTLOOK

Q3 2022 Revenue Outlook

- We expect revenue to range between **\$60 million to \$63 million**.
- We expect Space Systems revenue of **\$37 million to \$40 million**.
- We are currently planning for three launches and anticipate Launch Services revenue of approximately **\$23 million**.

Q3 GAAP and Non-GAAP Gross Margins

- Expect **GAAP gross margin to range between 12-15%**, driven by a favorable product mix within our Space Systems segment and higher average selling price per launch in our Launch Services segment..
- Expect **Non-GAAP gross margin of 22-25%**

Q3 Operating Expense

- Expect GAAP Operating Expenses of **\$41 million to \$43 million***
- Expect Non-GAAP Operating Expenses of **\$27 million to \$29 million**

*Note: We do not include in the guidance any impacts from change in the fair value of contingent considerations related to recent acquisitions.

Q3 Interest Expense, Adjusted EBITDA and Shares Outstanding

- Expect Interest Expense (Income), net: **\$2 million**
- Adjusted EBITDA loss of **\$8 million to \$12 million***
- Basic Shares Outstanding of **471 million**

*Note: consistent with past practice, we have defined adjusted EBITDA to reflects adjustments for stock-based compensation, transaction costs, depreciation and amortization, FX gains and losses, interest expense, warrant expense, taxes, acquisition related performance reserve escrow and other non-recurring items..

UPCOMING CONFERENCES



RBC Global Industrials Conference

Las Vegas, Nevada
September 13, 2022

Adam Spice
Chief Financial Officer

Morgan Stanley

Morgan Stanley 10th Annual Laguna Conference

Laguna, California
September 14, 2022

Adam Spice
Chief Financial Officer



Association for Corporate Growth

Aerospace & Defense Middle Market Conference

Los Angeles, California
September 15, 2022

Adam Spice
Chief Financial Officer



BANK OF AMERICA

BofA Global Industrial Innovation Summit US 2022

Washington DC,
September 23, 2022

Peter Beck
Chief Executive Officer
Adam Spice
Chief Financial Officer

INVESTOR DAY AND NEUTRON DEVELOPMENT UPDATE



Date: 21st September, 1:30 – 4:30 pm ET



Location: Intrepid Sea, Air & Space Museum,
New York



Rocket Lab's Founder and Chief Executive Officer Peter Beck, Chief Financial Officer Adam Spice, and members of Rocket Lab's leadership team will host a series of presentations, followed by a Q&A, focused on progress the Company has made since its de-SPAC in August 2021, its current roadmap, development of the Neutron launch vehicle and future growth opportunities.

