



Rocket Lab USA, Inc.

Q4 & FULL YEAR 2022 INVESTOR UPDATE

February 28, 2023

rocketlabusa.com



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 first quarter of 2023, 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 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, research and development expenses, and non-GAAP net selling, general and administrative expenses. 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), net attributable to acquisitions and (iv) non-cash income tax benefits and expenses. 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, warrant expense related to customers and partners, foreign exchange gains or losses, 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. We encourage investors to review the detailed reconciliation of our GAAP and non-GAAP presentations in our Earnings Release dated February 28, 2023. We have not provided a reconciliation for the 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

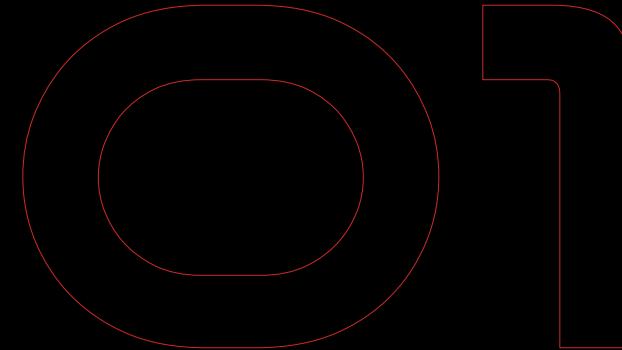
AGENDA

-
- 1 Key Accomplishments Full Year 2022
 - 2 Key Accomplishments Q4 2022
 - 3 Additional Accomplishments Q1 2023
 - 4 Financial Highlights and Outlook
 - 5 Q&A and Upcoming Events
-





SECTION



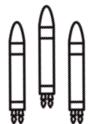
KEY
ACCOMPLISHMENTS
FULL YEAR 2022

LAUNCH: 2022 WAS OUR BIGGEST YEAR YET

Electron remains the leading small launch vehicle and the second most frequently launched U.S. orbital rocket annually.



ELECTRON REMAINS THE GLOBAL MARKET LEADER IN DEDICATED SMALL LAUNCH



Most reliable dedicated small launch vehicle globally.

- + Second most frequently launched U.S. orbital rocket annually.
- + 32 total launches, 152 satellites deployed at Dec 31, 2022.
- + Successful mission to the Moon for NASA using Electron rocket and Photon spacecraft.
- + Now launching from 3 launch pads across USA and New Zealand.
- + Electron launched more times in 2022 than all other U.S. small launch providers combined.

100%

MISSION SUCCESS IN 2022



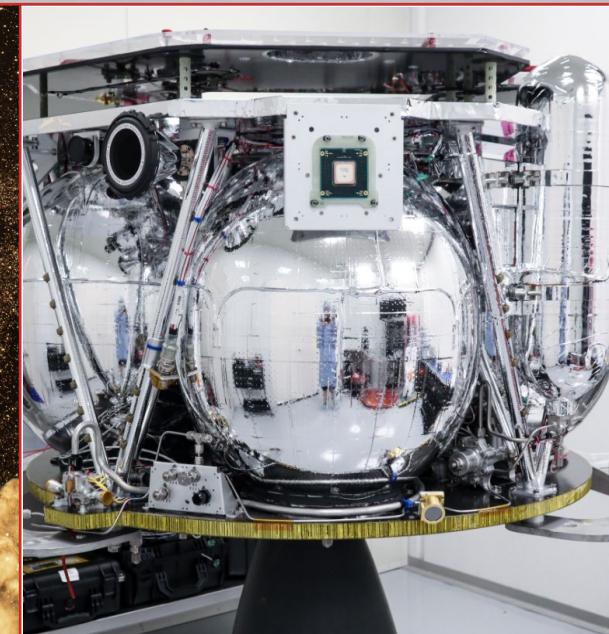
SUCCESSFUL MOON MISSION FOR NASA

First lunar launch by a small rocket.

- › ROCKET
- › COMPLEX SPACECRAFT
- › HIGH-PERFORMANCE ENGINE
- › LUNAR TRAJECTORY

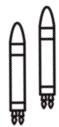
All designed, built, launched and operated by Rocket Lab for the CAPSTONE mission.

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



RAPIDLY INCREASED LAUNCH CADENCE

Rocket Lab has demonstrated the fastest turnaround between successful launches of any small launch provider.



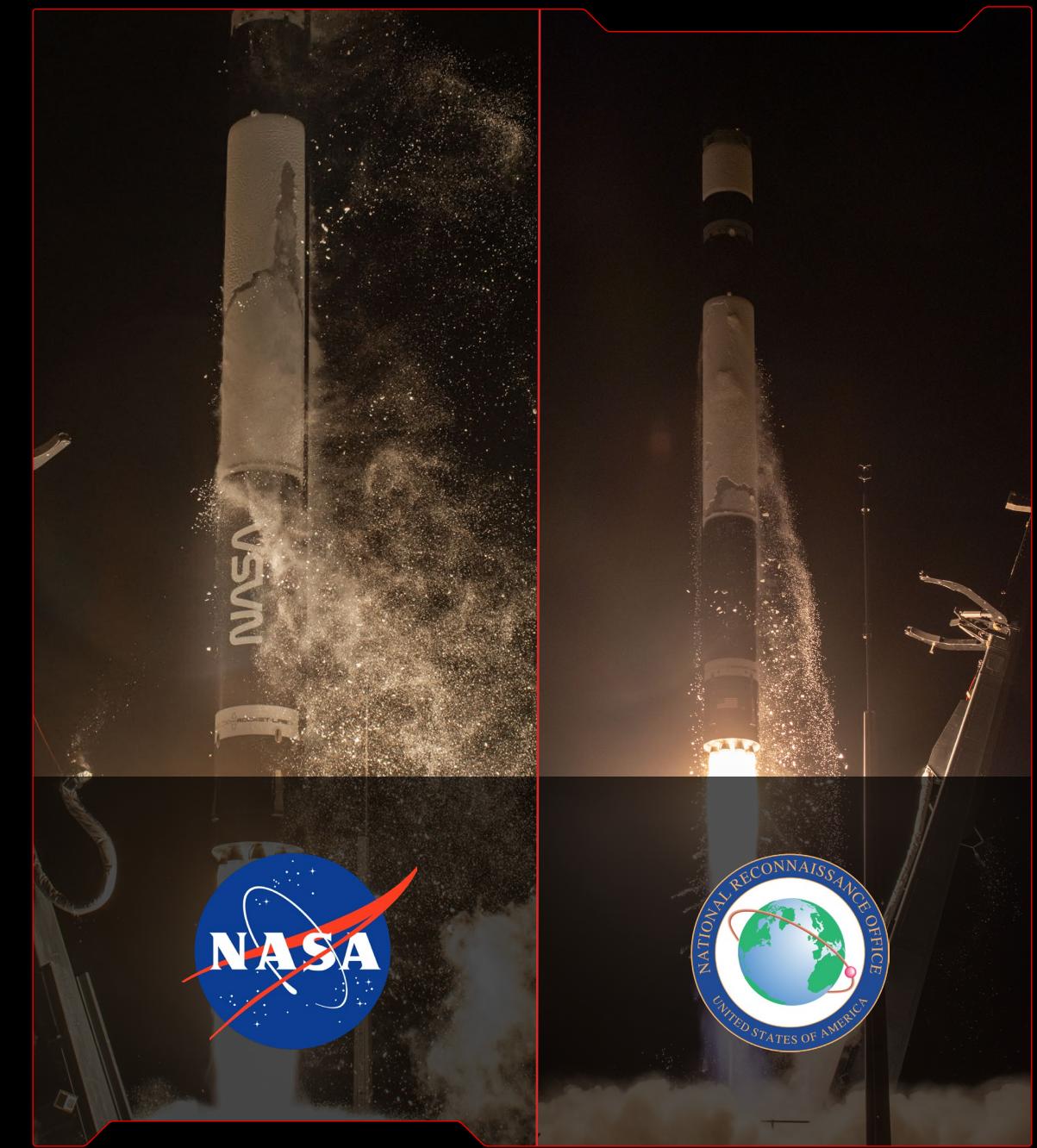
15 DAYS

Between the CAPSTONE Moon mission for NASA and a dedicated launch for the National Reconnaissance Office – our fastest mission turnaround yet.



1 LAUNCH PER MONTH

BETWEEN APRIL – NOVEMBER 2022



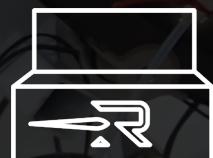
SPACE SYSTEMS: OUR BIGGEST YEAR YET

Executing on vertical integration strategy to extract value from the full space chain.



200+

Spacecraft featuring
Rocket Lab components
or software launched.



30%

Of globally addressable
launches in 2022 featured
Rocket Lab products.



2

New space systems production lines
built to support high volume reaction
wheel production and complete
satellite manufacture.



60+

Space systems customers served.

NOW A LEADING SPACECRAFT MANUFACTURER

25+ spacecraft in development.



Completed construction of a new satellite production line and cleanroom to support constellation-class spacecraft manufacturing at Long Beach HQ.



25+ spacecraft in development including a NASA mission to Mars, communications constellation, in-space manufacturing modules, and on-orbit refuelling depots.



BACKLOG

BACKLOG GREW FROM

~\$241.0M

END Q4'21, TO:

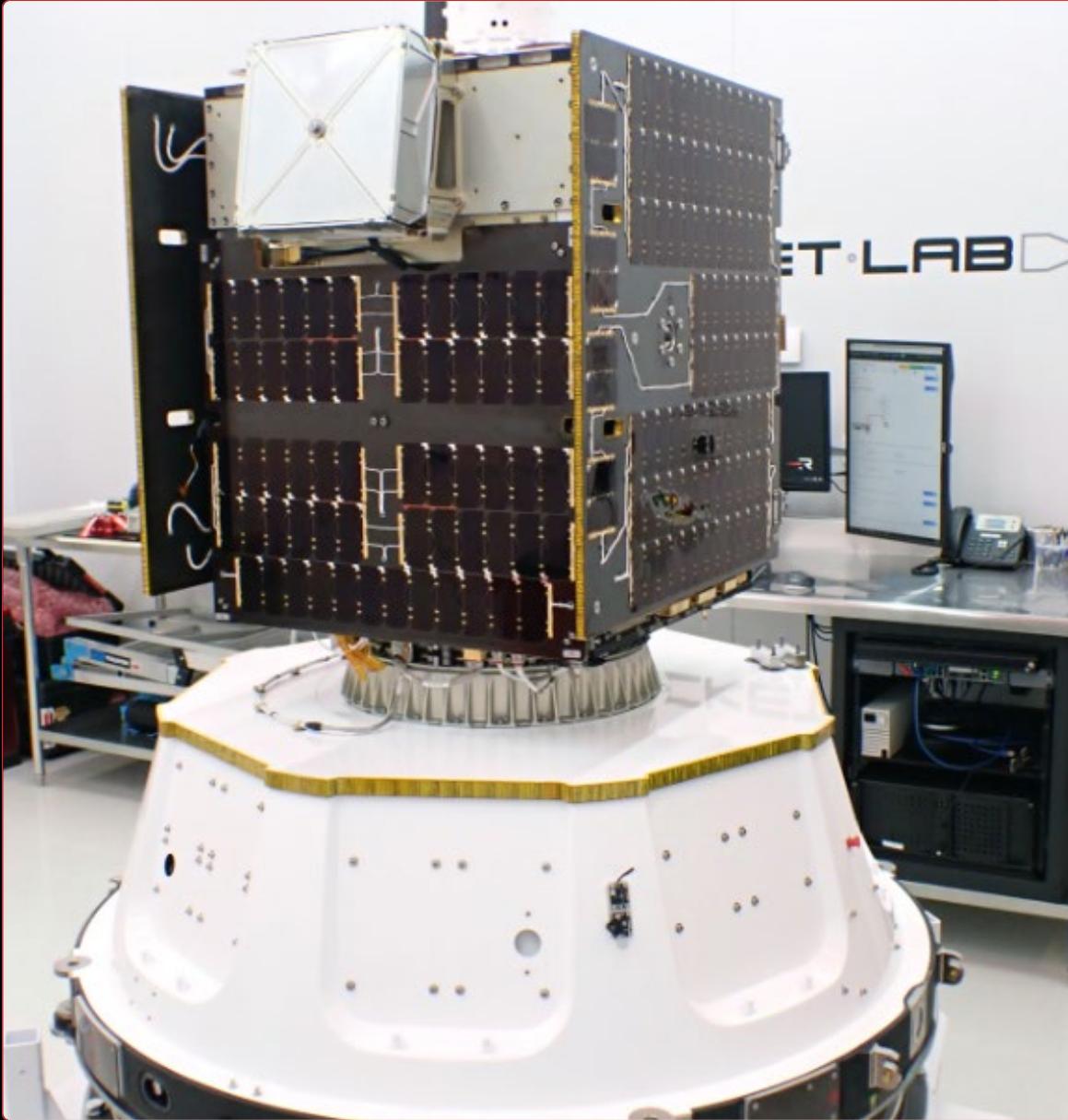
~\$503.6M

END Q4'22

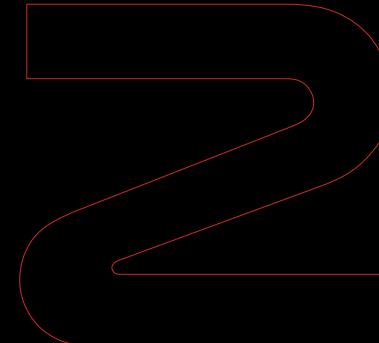
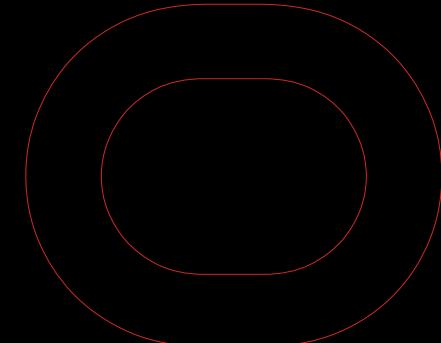


Representing a 109% increase in total backlog
since the end of 2021.





SECTION



KEY
ACCOMPLISHMENTS
Q4 2022

KEY ACCOMPLISHMENTS Q4 2022



2

Successful Electron missions for General Atomics and Swedish National Space Agency.



NASA

Selects Rocket Lab to launch two dedicated Electron missions to deliver TROPICS constellation to orbit.



LC-2

Received all required licenses and approvals for our first LC-2 launch, with launch taking place in Q1 2023.



Introduced Rocket Lab National Security – new subsidiary to deliver reliable launch services and space systems capabilities to U.S. government and allies.

\$14M

Signed largest order of satellite separation systems in company history, totalling \$14m.



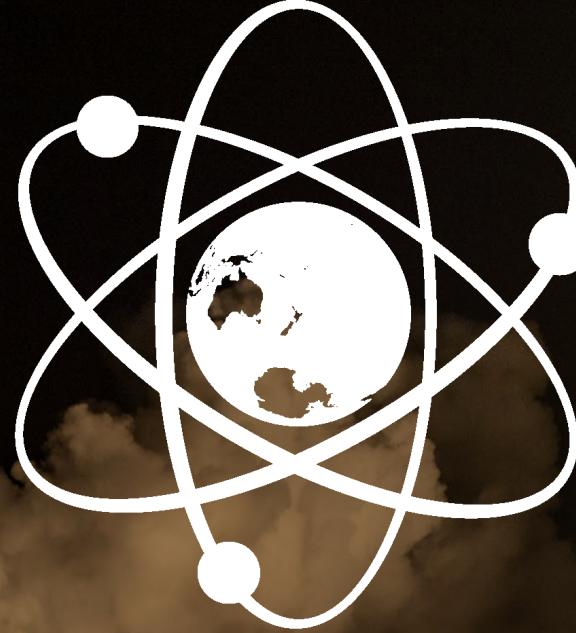
CAPSTONE spacecraft reached lunar orbit – final mission success milestone for NASA moon mission.

1ST

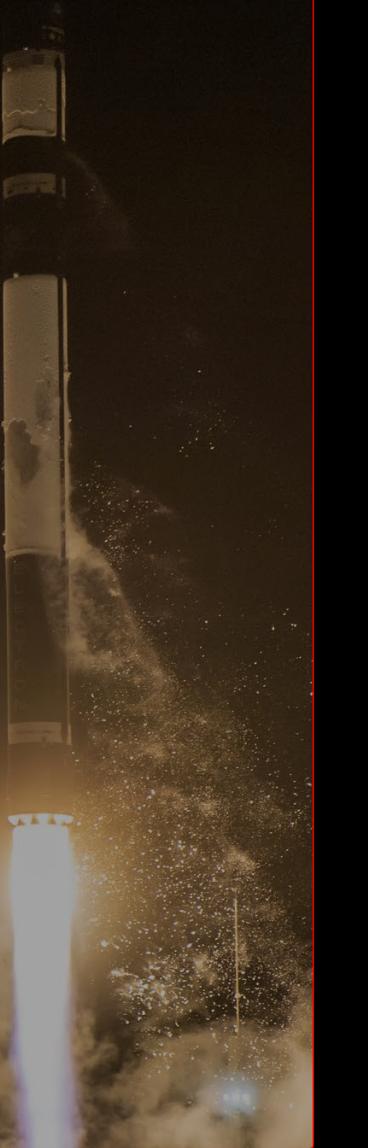
Archimedes engine hardware in testing at NASA Stennis Space Center and first composite flight structures in production for Neutron rocket.



Completed construction of a new satellite production line and cleanroom to support constellation-class spacecraft manufacturing at Long Beach HQ.



ELECTRON

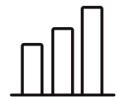


TWO SUCCESSFUL LAUNCHES IN Q4

Extended significant leader advantage in small launch with increased Electron launch cadence in 2022.



Successful missions deploying satellites for General Atomics and the Swedish National Space Agency.



The missions rounded out Rocket Lab's busiest launch year yet, reaching a record nine Electron missions.

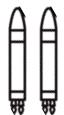


Continued rapid launch turnaround demonstrated throughout 2022, with both missions launched in less than a month.



SELECTED TO LAUNCH NASA TROPICS CONSTELLATION

Continuing strong heritage as a trusted and dependable mission partner to NASA.



Two dedicated Electron launches for NASA Earth science mission to launch this year.



The Time-Resolved Observations of Precipitation Structure and Storm Intensity with a Constellation of Smallsats (TROPICS) constellation will help scientists study hurricanes and tropical storms, ultimately leading to improved modelling and prediction to help save lives and livelihoods in the path of storms.



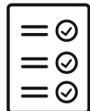
Follows on from successful CAPSTONE mission to the Moon for NASA in 2022.



CONTINUED PROGRESS IN MAKING ELECTRON REUSABLE



Completed fifth ocean recovery of an Electron rocket, supporting design and procedural iterations to enable reusability.



Impressed with component and engine testing so far from ocean-recovered stages. We are currently assessing whether Electron recovery program can proceed with marine operations alone & potentially introduce significant savings.



Next recovery attempt scheduled for first half of 2023.





NEUTRON

OPENED ARCHIMEDES ENGINE TEST STAND AT NASA STENNIS SPACE CENTER



Officially opened the Archimedes Test Complex at NASA Stennis Space Center in Mississippi. The site is now home to engine testing for the 165,000 lbf engines to be used on Neutron.



Completed a major development milestone by hot firing Archimedes hardware for the first time.



FIRST NEUTRON DEVELOPMENT BUILDING COMPLETE, PAD UNDERWAY



Initial Neutron development building complete at NASA Wallops Flight Facility.



Neutron launch pad under construction at NASA Wallops Flight Facility.



NEUTRON CARBON COMPOSITE TANK STRUCTURES IN PRODUCTION



Full-scale composite tank structures in production, with structural testing and analysis program underway.

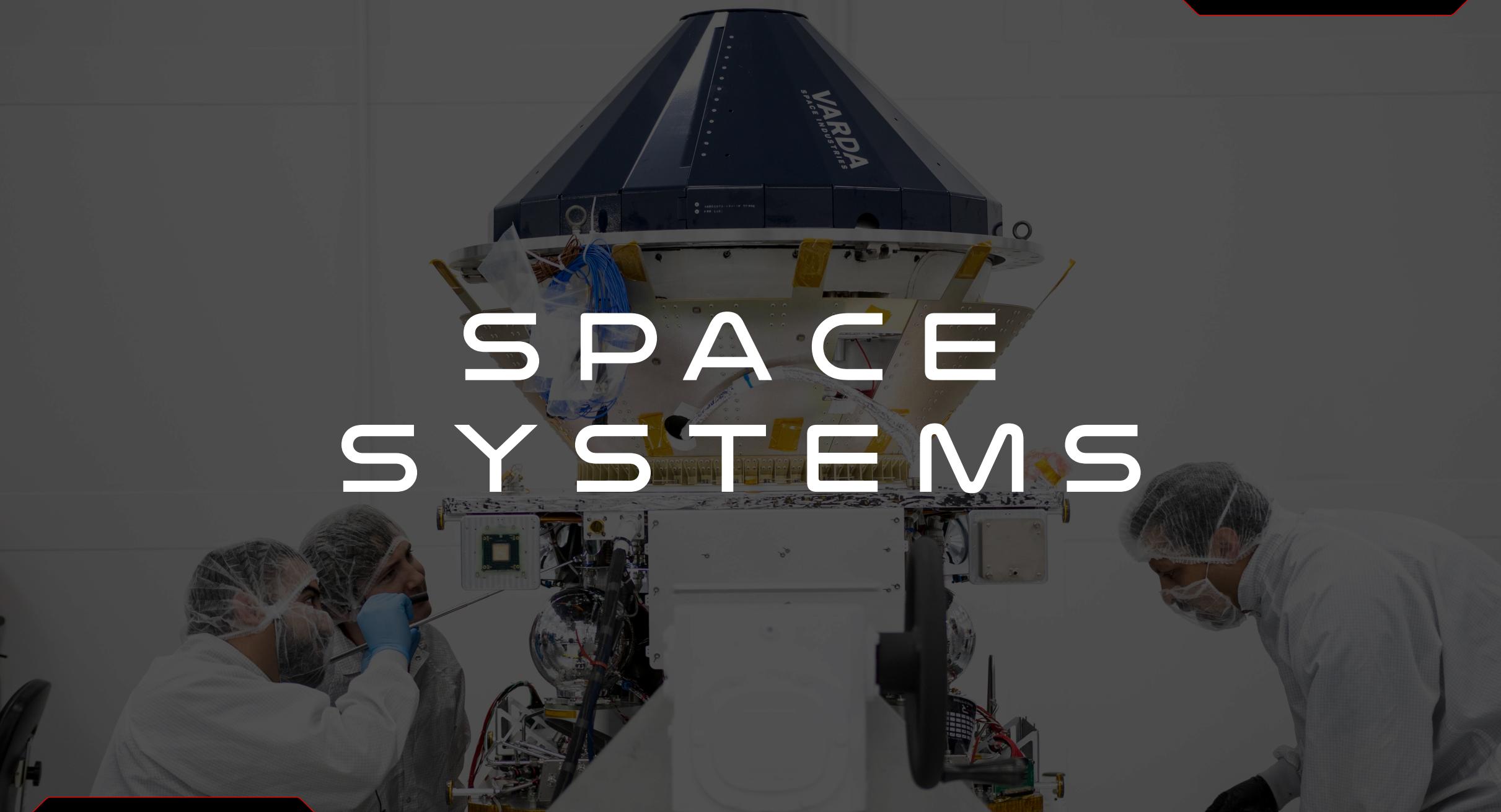


Deep composites experience with Electron has enabled us to rapidly prototype and streamline composite structures for Neutron.



Weight: 380kg

SPACE SYSTEMS



SPACE SYSTEMS: KEY ACCOMPLISHMENTS Q4 2022

30%

of globally addressable
launches carried
Rocket Lab technology.

90+

spacecraft featuring
Rocket Lab space systems
technology launched.



ARTEMIS 1

Rocket Lab Space Systems technology
including solar arrays, satellite dispensers,
and software were successfully launched on
NASA's Artemis 1 mission, supporting the
beginning of humanity's return to the Moon.

SELECTED TO DELIVER SATELLITE OPERATIONS CONTROL CENTER FOR GLOBALSTAR CONSTELLATION



Contract builds on the existing relationship between Rocket Lab, MDA, and Globalstar established in February 2022 when Rocket Lab was awarded a \$143 million contract to design and manufacture 17 spacecraft buses for Globalstar.



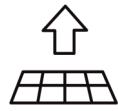
SOCC developed by our Colorado team and based on our MAX Ground Data System which is already in use on several satellites and constellations.



Delivering on vertical integration strategy by designing and manufacturing the spacecraft buses, delivering the flight and ground software solutions, and developing the spacecraft operations centers.



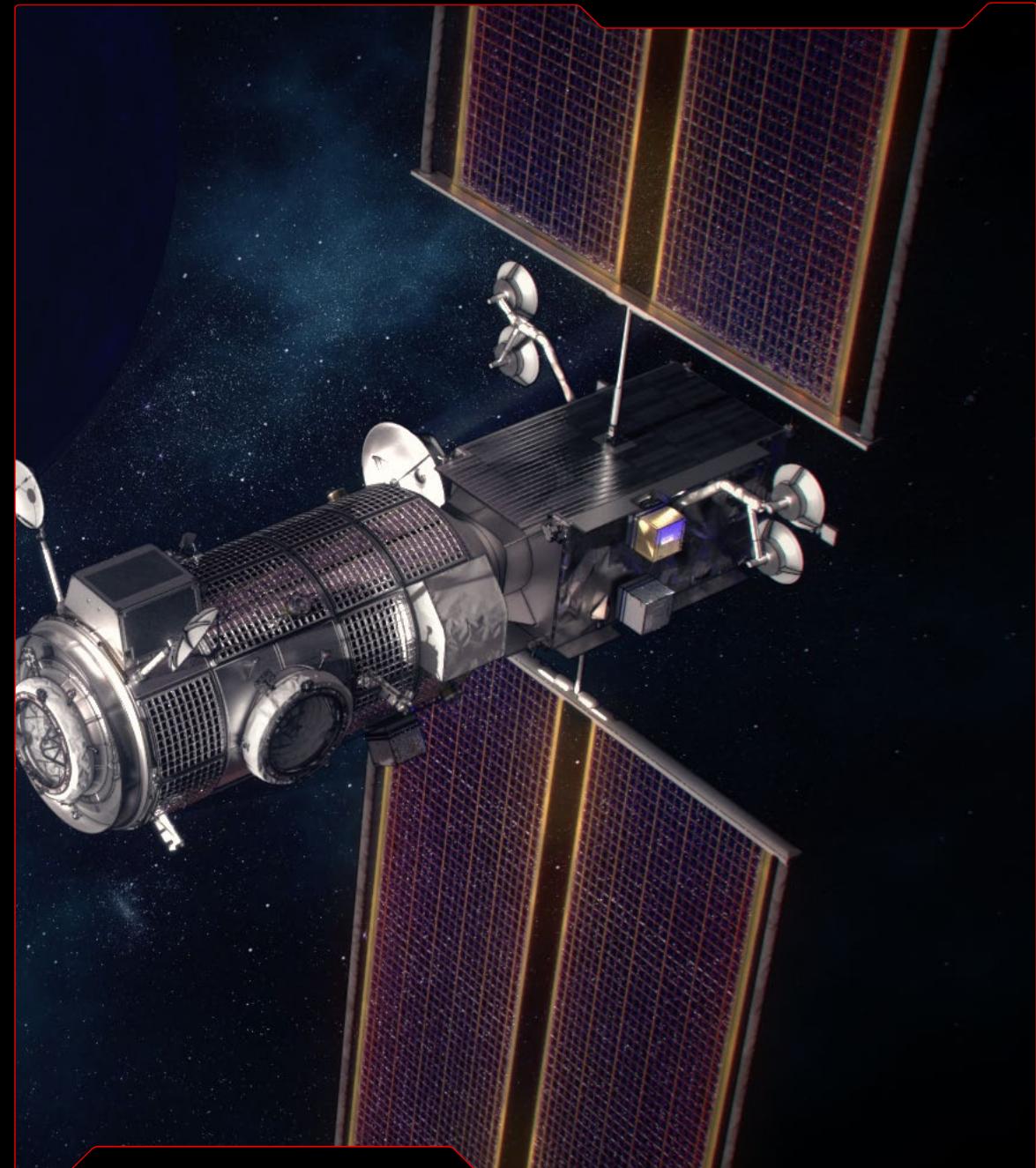
DELIVERED FINAL SOLAR PANELS FOR NASA GATEWAY PPE

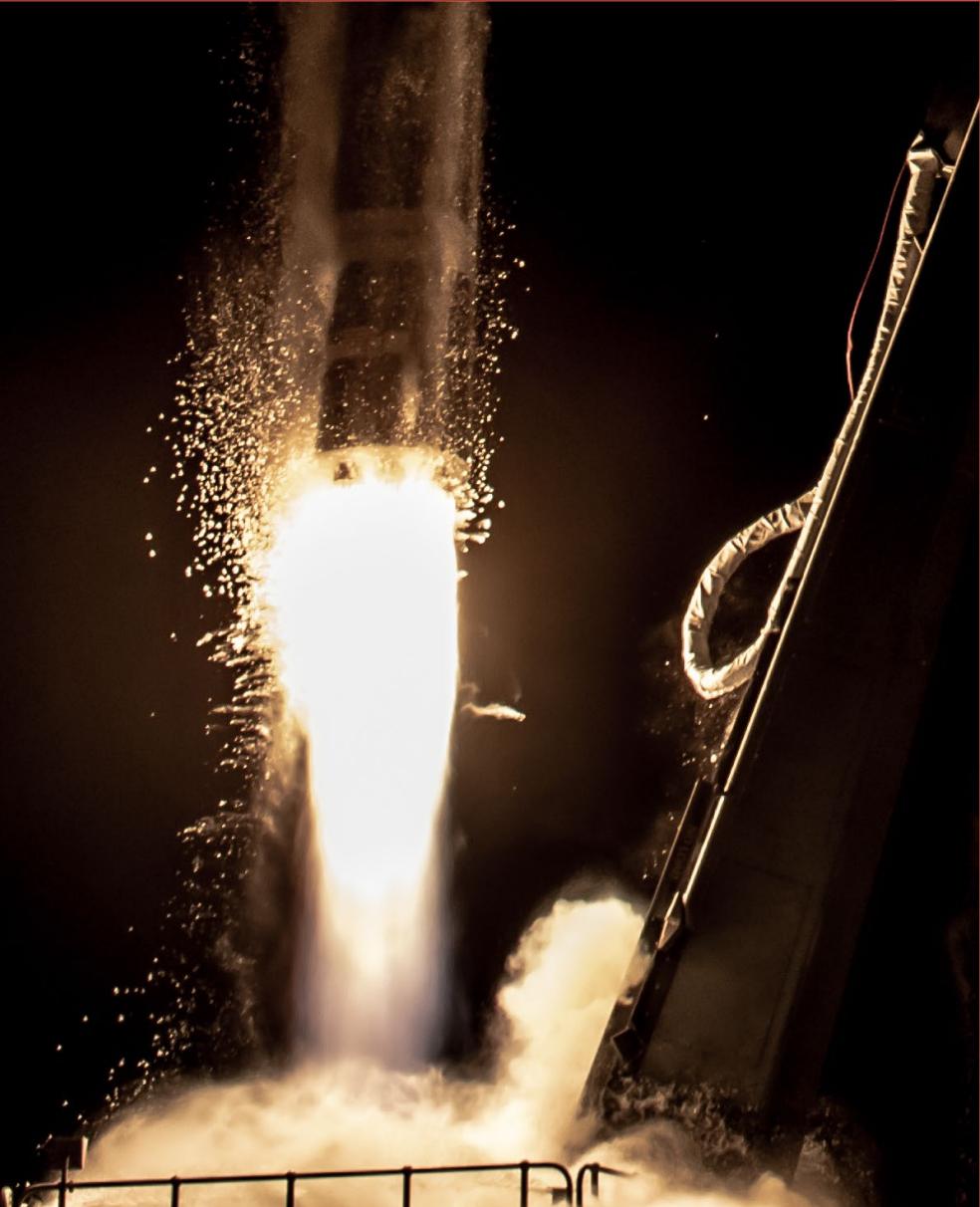


The solar panels will enable NASA's Gateway lunar space station to be the most powerful electric propulsion spacecraft ever flown.



Critical component to Gateway, humanity's first space station in lunar orbit.





SECTION



ADDITIONAL ACCOMPLISHMENTS

After December 31, 2022

SUCCESSFULLY LAUNCHED FIRST MISSION FROM U.S. SOIL



Successful first mission from Launch Complex 2 at the Mid-Atlantic Regional Spaceport within the NASA Wallops Flight Facility, deploying three spacecraft for HawkEye 360.



All three of Rocket Lab's launch pads are now proven, providing customers with flexible space access from two hemispheres.



TWO LAUNCHES EXPECTED FROM TWO CONTINENTS - DAYS APART

Two dedicated Electron missions scheduled in March from Virginia and New Zealand.



Launch Complex 1

Final launch preparations also underway at Launch Complex 1 for mission for BlackSky, the company's 6th mission on Electron.



Launch Complex 2

Wet dress rehearsal complete at Launch Complex 2 for dedicated mission for Capella Space, a return constellation customer.

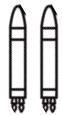


MULTI-LAUNCH DEAL SIGNED WITH CAPELLA SPACE

Four dedicated Electrons to deploy constellation spacecraft for return launch customer.



Signed a multi-launch deal for a rapid succession of four Electron missions for Capella Space, the world's leading provider of commercial Synthetic Aperture Radar (SAR) imagery.



Follows on from first mission for Capella in 2020 and the mission scheduled from LC-2 next month, demonstrating Capella's trust in Electron to build out their constellation and provide flexible, tailored launch solutions.

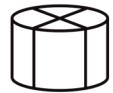


CONTINUED LEADERSHIP POSITION

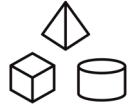
Trusted launch provider to global constellation operators.



INCREASED OUR SPACE SYSTEMS OFFERING WITH NEW SATELLITE COMPONENT PRODUCTS



New satellite radio and reaction wheel introduced, increasing availability of essential components to the global small satellite market.



The products bolster Rocket Lab's existing heritage Space Systems components including star trackers, reaction wheels, separation systems, radios, flight software, ground software, and solar power solutions.



ESTABLISHED ROCKET LAB AUSTRALIA



Established a new wholly-owned subsidiary, Rocket Lab Australia, to explore opportunities to support the expansion of Australia's national space capabilities.



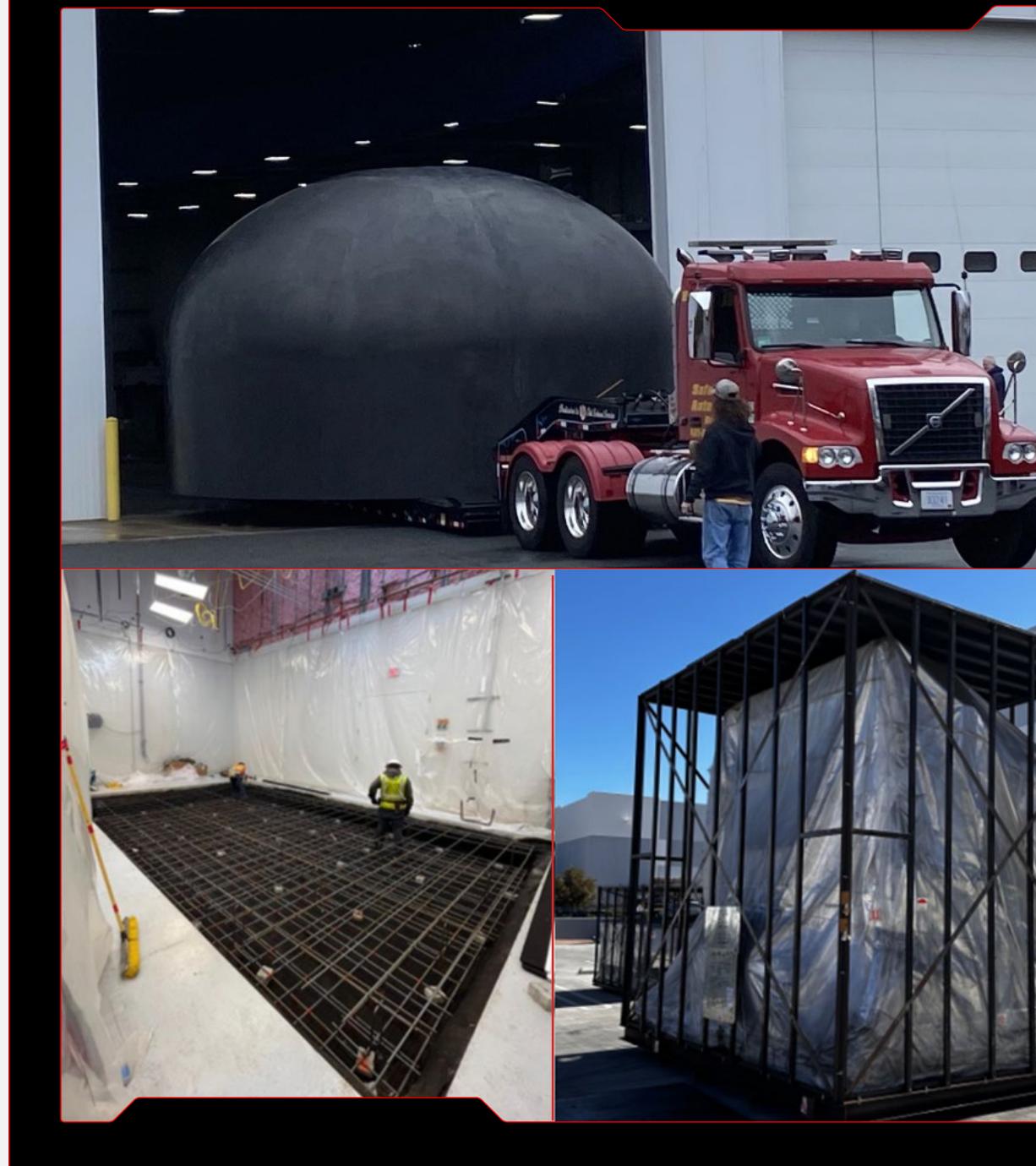
Australian Government has committed more than AUD\$17 billion to triple the size of Australian space sector by 2030. Building on our proven heritage and global leadership position, we're well placed to advance Australia's capabilities in space.



LAYING THE FOUNDATION FOR SCALE PRODUCTION



Made investments and progress into establishing manufacturing infrastructure that will support scale production of Neutron. This includes composite tank moulds for stage 1 and 2, as well as the installation of large-scale 3D printers and milling machines to enable rapid production of the Archimedes engine.



NEUTRON CAN NOW COMPETE FOR NATIONAL SECURITY SPACE LAUNCH CONTRACTS



The Space Force's new acquisition strategy for National Space Security Launch enables Neutron to compete to launch some of the nation's most important national security missions.



Under the new strategy, Neutron can provide the U.S. government with increased flexibility and cost effective space access.



DAVID COWAN COMPLETES TERM AS ROCKET LAB BOARD MEMBER



David Cowan to complete his tenure on Rocket Lab's Board of Directors this quarter after nine years serving the company.



Thank you to David for his leadership, guidance, and support as Rocket Lab grew from a small start-up to a listed company and globally recognized leader in space.





SECTION



FINANCIAL
HIGHLIGHTS
AND OUTLOOK

REVIEW OF REVENUE

Year-on-Year

\$211.0M

Revenue in FY 2022

239%

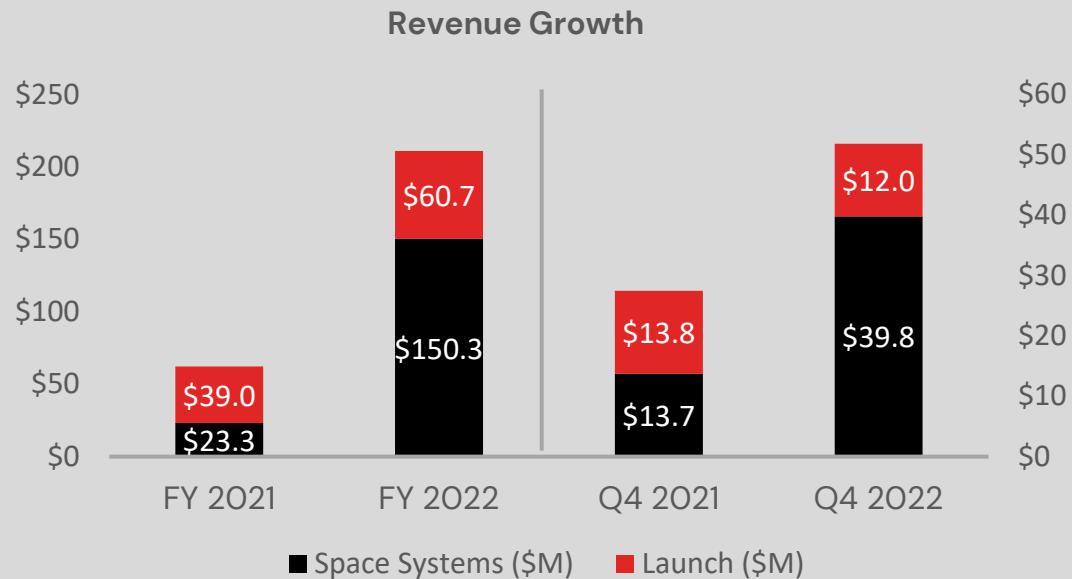
Full Year-on-Year revenue increase

\$51.8M

Revenue in Q4 2022

88%

Year-on-Year revenue increase



Record revenue in FY 2022, growing nearly 239%, or approximately \$148.8M, as both Launch Services and Space System experienced significant growth.

Q4 2022 revenue growing nearly 88%, or approximately \$24.3M, driven by both acquired product lines as well as the early ramp of Photon satellite programs.

REVIEW OF REVENUE AND GROSS MARGIN

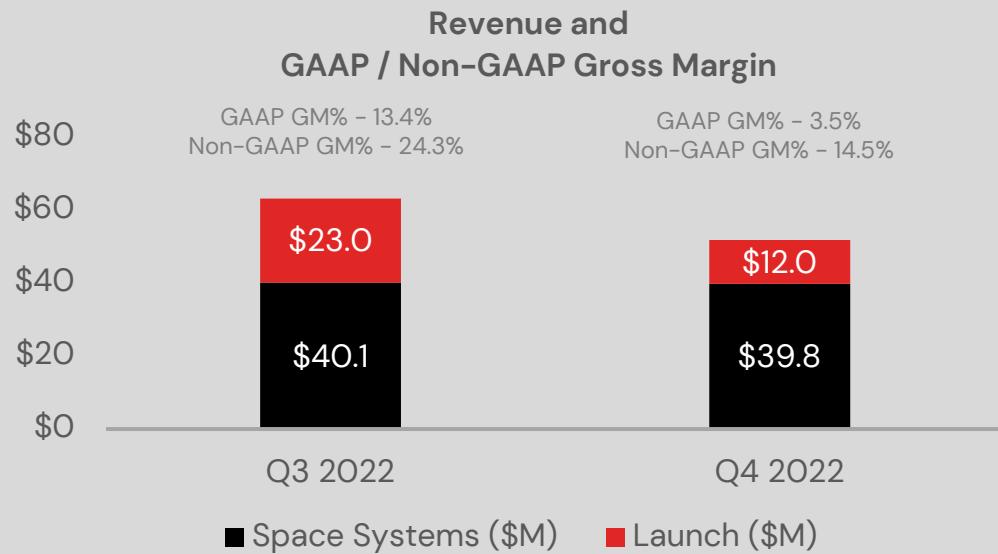
Quarter-on-Quarter

\$51.8M

Revenue in Q4 2022

18%

Quarter-on-Quarter revenue decline



Sequential revenue decline of 18%, or \$11.3M, driven almost entirely by the impact of lower revenue from "Catch Me If You Can" R&D recovery mission and the push-out of the Hawkeye360 launch to Q1 2023.

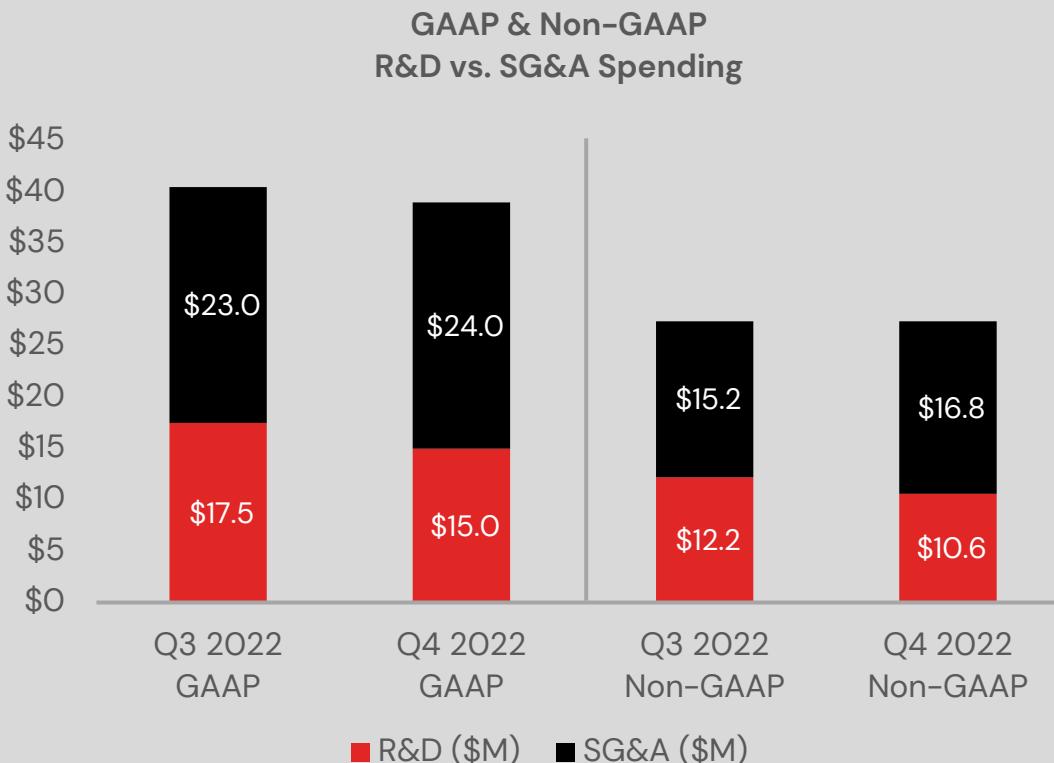
Beyond Q1 2023, robust launch manifest supports a return to growth in launch, and Space Systems positioned to benefit from meaningful revenue recognition under the MDA contract in Q3 2023 onward.

Gross margin decline was driven largely by a combination of reduced launch cadence and related lack fixed cost absorption, below average revenue contribution from the "Catch Me If You Can" R&D recovery mission, and an unfavorable mix within our Space Systems components revenue.

Beyond Q1 2023, gross margin is expected to expand through the year as launch cadence grows and higher margin products become a greater mix of the business.

REVIEW OF OPERATING EXPENSES

Quarter-on-Quarter



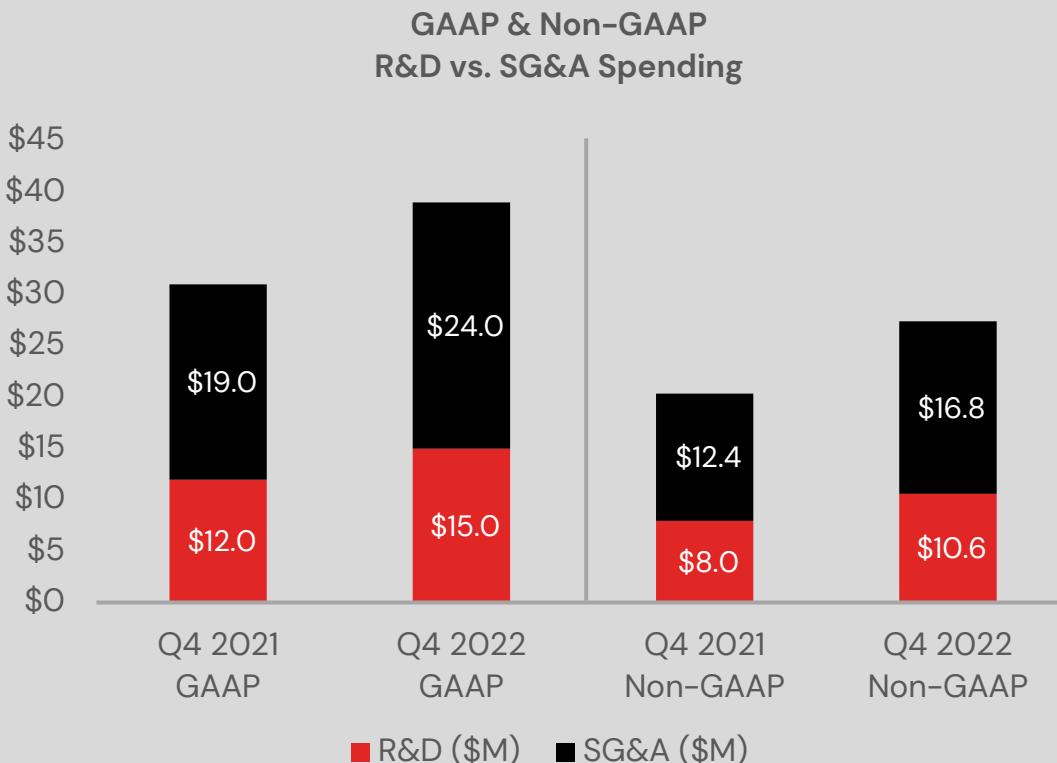
GAAP and Non-GAAP SG&A expense increases were driven primarily by outside services for first year SOX compliance related expenses.

GAAP R&D expense decrease was driven by R&D grant benefits and stock-based compensation offset partially by continued investment in Neutron and Space Systems headcount.

Non-GAAP R&D expense decrease was driven by the items above, excluding stock-based compensation.

REVIEW OF OPERATING EXPENSES

Year-on-Year



GAAP and Non-GAAP R&D increases were driven by the impact of acquisitions and organic investments related to Neutron, Electron Recovery, and Photon.

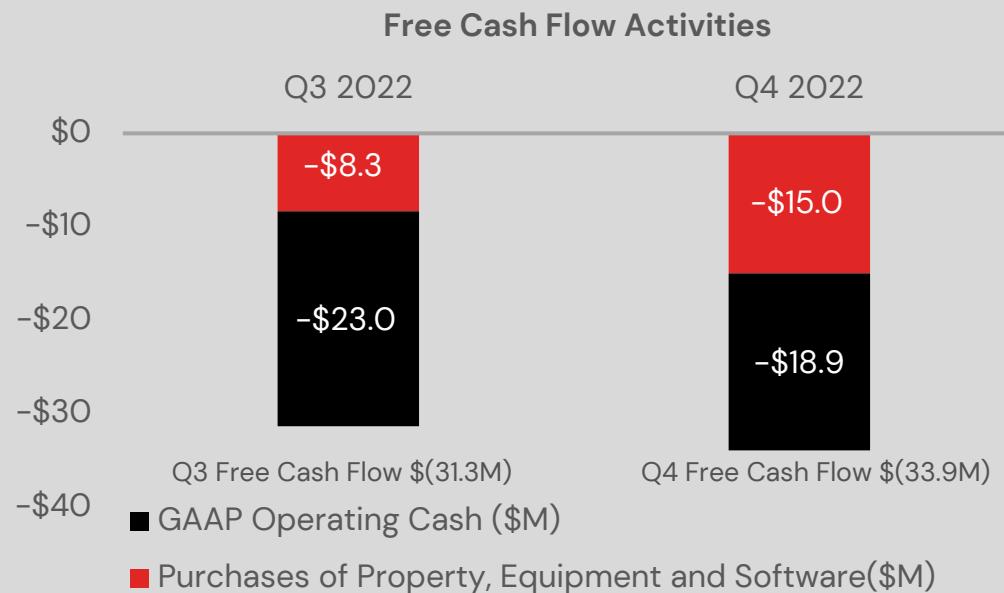
GAAP SG&A increase was primarily driven by the inclusion of ASI, PSC, and SolAero acquisitions, as well as broad based stock-based compensation expense increases.

Non-GAAP SG&A expense increase was driven by the items above, excluding stock-based compensation.

ENDING CASH AND NON-GAAP FREE CASH FLOW METRICS

Quarter-on-Quarter

\$484.3M in cash and cash equivalents, and restricted cash, end of period in Q4 2022.



Note: Free cash flow is GAAP operating cash flow reduced by purchases of property, equipment and software.



Cash consumed from Operations decreased slightly sequentially, driven primarily by strong accounts receivables collections.



Cash consumed from Capital Expenditures comprised of Neutron and Photon production equipment and facilities enhancements.

FINANCIAL OUTLOOK

Q1 2023 Revenue Outlook

- Expect revenue to range between **\$51 million to \$54 million**.
- Expect Space Systems revenue of **\$32 million to \$35 million**.
- Currently planning for three launches and anticipate Launch Services revenue of approximately **\$19 million**.

Q1 2023 GAAP and Non-GAAP Gross Margins

- Expect **GAAP gross margin to range between -5 to -3%**, driven by lower margin product mix within our Space Systems segment and greater contribution from lower margin launch services.
- Expect **Non-GAAP gross margin of 7-9%**

Q1 2023 GAAP and Non-GAAP Operating Expense

- Expect GAAP Operating Expenses of **\$44 million to \$46 million***
- Expect Non-GAAP Operating Expenses of **\$33 million to \$35 million**

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

Q1 2023 Adjusted EBITDA

- Expect Interest Expense (Income), net: **\$1 million**
- Adjusted EBITDA loss of **\$28 million to \$30 million***
- Basic Weighted Average Shares Outstanding of **476 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 EVENTS



35th Annual Roth Conference

March 13, 2023

Adam Spice
Chief Financial Officer



Bank of America Global Industrials Conference

March 21, 2023

Adam Spice
Chief Financial Officer

STIFEL

Stifel Cross Sector Insight Conference

June 7, 2023

Adam Spice
Chief Financial Officer



