

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) March 23, 2021

**Matrix Service Company**  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-15461  
(Commission  
File Number)

73-1352174  
(IRS Employer  
Identification No.)

5100 East Skelly Drive, Suite 500, Tulsa, Oklahoma 74135  
(Address of principal executive offices and zip code)

918-838-8822  
(Registrant's Telephone Number, Including Area Code)

NOT APPLICABLE  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	MTRX	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected to not use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 7.01 Regulation FD Disclosure.**

Beginning on March 24, 2021, Matrix Service Company (the “Company”) plans to make a series of investor presentations (the “Investor Presentation”) at the Sidoti Investor Conference. The Company also expects to use the Investor Presentation from time to time thereafter in connection with presentations to potential investors, industry analysts and others. The Investor Presentation is available under the “Events and Presentations” tab in the “Investor Relations” section of the Company’s website, located at [www.matrixservicecompany.com](http://www.matrixservicecompany.com).

A copy of the Investor Presentation is also attached as Exhibit 99 to this Current Report on Form 8-K and is incorporated herein by reference. The Company anticipates that future investor presentations will routinely be made available both at the website location referenced above and through an Item 7.01 Current Report on Form 8-K.

By filing this Current Report on Form 8-K and furnishing the information contained herein, the Company makes no admission as to the materiality of any information in this report or the Investor Presentation that is required to be disclosed solely by reason of Regulation FD.

The information contained in the Investor Presentation is summary information that is intended to be considered in the context of the Company’s Securities and Exchange Commission (“SEC”) filings and other public announcements that the Company may make, by press release or otherwise, from time to time. The Company undertakes no duty or obligation to publicly update or revise the information contained in this report, although it may do so from time to time as its management believes is warranted. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosure.

The information presented in Item 7.01 of this Current Report on Form 8-K and Exhibit 99 shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, unless the Company specifically states that the information is to be considered “filed” under the Exchange Act or specifically incorporates it by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act.

**Item 9.01 Financial Statements and Exhibits.**

The following exhibits are furnished herewith:

<u>Exhibit No.</u>	<u>Description</u>
99	<a href="#">Matrix Service Company Investor Presentation.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Matrix Service Company

Dated: March 23, 2021

By:

/s/ Kevin S. Cavanah

Kevin S. Cavanah  
Vice President and Chief Financial Officer

FISCAL 2021 | SECOND QUARTER  
December 31, 2020



## SAFE HARBOR

This presentation contains certain forward-looking statements concerning Matrix Service Company's operations, economic performance and management's best judgment as to what may occur in the future. The actual results for the current and future periods and other corporate developments will depend upon a number of economic, competitive and other influences, many of which are beyond the control of the Company, and any one of which, or a combination of which, could materially affect the results of the Company's operations. Such forward-looking statements are subject to a number of risks and uncertainties as identified in the Company's most recent Annual Report on Form 10-K and in subsequent filings made by the Company with the SEC. To the extent the Company utilizes non-GAAP measures, reconciliations will be provided in various press releases and on the Company's website.



# WHY MTRX IS A GOOD LONG-TERM INVESTMENT



- |                                    |   |
|------------------------------------|---|
| BRAND STRENGTH                     | <ul style="list-style-type: none"> <li>• Diversified, premier engineering and construction contractor</li> <li>• Brand leader in utility and process infrastructure, process and industrial facilities, and storage and terminal solutions</li> </ul>                                 |
| FINANCIAL AND OPERATIONAL STRENGTH | <ul style="list-style-type: none"> <li>• Known for consistently strong balance sheet and liquidity</li> <li>• Streamlined cost structure</li> <li>• Diverse and engaged Board aligned with shareholder interests</li> <li>• Tenured senior management team</li> </ul>                 |
| GROWTH PROSPECTS                   | <ul style="list-style-type: none"> <li>• Organic growth strategy supplemented by strategic bolt-on M&amp;A</li> <li>• Significant opportunities in renewables and low carbon energy such as LNG and hydrogen</li> <li>• Robust opportunity pipeline – short- and long-term</li> </ul> |

KEY FINANCIAL TARGETS	
< 6% Net Working Capital	< 6% SG&A target
> 4.5% Operating Margin target	> 12% ROIC target
> 6.5% EBITDA target	< 1.5% CAPEX target

Our comprehensive expertise and financial and operational strength position MTRX to capitalize on the dynamic environment and infrastructure needs of our clients as our core markets improve.



## ABOUT MATRIX SERVICE COMPANY

Matrix is a top tier North American industrial engineering and construction contractor committed to delivering the highest quality work – safely, on time and on budget.



### OUR PURPOSE

We build a brighter future, improve quality of life, and create long-term value for our people, business partners, shareholders, and communities.

### OUR VISION FULFILLS THIS PURPOSE

To be the company of choice for engineering, constructing, and maintaining the energy and industrial infrastructure that people rely on around the world.



# OUR CORE VALUES ARE THE FOUNDATION OF OUR SUCCESS

Our commitment has led to consistent recognition for excellence by our clients, our industry, the business world, and our employees



**Commitment to safety**  
Put safety first for yourself and others. Create a zero-incident environment through leadership.



**Integrity**  
Do the right thing every time, ethically and honestly.



**Positive relationships**  
Be respectful, promote collaboration and build lasting relationships.

**Stewardship**  
Safeguard all that is entrusted to us.

**Community involvement**  
Make a difference in the communities where we live and work.

**Deliver the best**  
Strive for excellence in all we do.



Consistently ranked among the Top 100 Contractors by Engineering-News-Record



Recognized for 29% of Board membership comprised of female directors



Signatory to the largest chief executive officer-driven commitment in the United States



Consistently certified as a Great Place to Work®



## CURRENT ENVIRONMENT



### Near-term environment remains challenging

- COVID-19 and low product demand continues to impact our clients, especially those in the energy industry
- Opportunity pipeline and market position remains strong; the timing of awards and starts remains uncertain
- Expectations for improving project awards, revenue and operating results by the end of the fiscal year



### Streamlined operations

- Significant cost reductions of approximately \$60 million annually realized, focus on achieving continuous improvement and efficiencies
- Balancing cost reductions with revenue recovery outlook
- Margin profile expected to improve based on strategic changes, reduced costs and revenue normalization
- Operationally structured for growth opportunities in new and existing markets

While the near-term environment remains challenged, the demand for cleaner energy like LNG and hydrogen, as well as carbon capture, are key growth areas for the Company.

# FISCAL 2021 | SECOND QUARTER RESULTS

(\$ in thousands, except EPS)

## HIGHLIGHTS

- Strong project execution
- Temporary reduction in revenue resulted in under-recovery of construction overhead costs
- Cost savings exceeded expectations
- Project awards remain slow in current environment

	Three Months Ended				
	12/31/2020		12/31/2019		
Revenue	\$	167,468		\$	318,677
Gross profit		15,313	9.1 %		30,001 9.4 %
SG&A		16,724	10.0 %		23,165 7.3 %
Restructuring and impairments		5,045	3.0 %		38,515 12.1 %
Operating loss		(6,456)	(3.9)%		(31,679) (9.9)%
Adjusted operating income (loss)(1)		(1,411)	(0.8)%		6,836 2.1 %
Net loss		(4,591)	(2.7)%		(28,008) (8.8)%
Loss per share		(0.17)			(1.04)
Adjusted earnings (loss) per share (1)		(0.03)			0.19
Adjusted EBITDA (1)		4,248	2.5 %		12,572 3.9 %

(1) Represent Non-GAAP financial measures. A reconciliation to the most comparable GAAP measure is included as an appendix to this slide deck.

**Strong project execution and significant cost reductions have been achieved. Increasing revenue by fiscal year end will result in improved overhead absorption and higher gross margins.**



# FISCAL 2021 | SECOND QUARTER SEGMENT RESULTS

(\$ in thousands)

FY 2021, Q2	Utility & Power Infrastructure	Process & Industrial Facilities	Storage & Terminal Solutions	Corporate	TOTAL
Revenue	\$ 52,023	\$ 51,262	\$ 64,183		\$ 167,468
Gross profit	\$ 5,597	\$ 7,864	\$ 1,852		\$ 15,313
Gross margin	10.8%	15.3%	2.9%		9.1%
Restructuring	\$ 812	\$ 3,364	\$ 641	\$ 228	\$ 5,045
Operating income (loss)	\$ 2,209	\$ 1,113	\$ (2,708)	\$ (7,070)	\$ (6,456)
Adjusted operating income (loss)(1)	\$ 3,021	\$ 4,477	\$ (2,067)	\$ (6,842)	\$ (1,411)
Backlog	\$ 198,212	\$ 157,428	\$ 267,133		\$ 622,773
Awards	\$ 16,772	\$ 58,100	\$ 36,942		\$ 111,814
Book-to-bill ratio	0.3	1.1	0.6		0.7

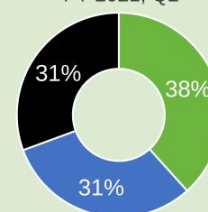
FY 2020, Q2	Utility & Power Infrastructure	Process & Industrial Facilities	Storage & Terminal Solutions	Corporate	TOTAL
Revenue	\$ 49,155	\$ 142,883	\$ 126,639		\$ 318,677
Gross profit (loss)	\$ (1,226)	\$ 13,838	\$ 18,026	\$ (637)	\$ 30,001
Gross margin	(2.5%)	9.7%	14.2%		9.4%
Impairments	\$ 24,900	\$ 13,615			\$ 38,515
Operating income	\$ (28,904)	\$ (7,162)	\$ 11,235	\$ (6,848)	\$ (31,679)
Adjusted operating income (loss)(1)	\$ (4,004)	\$ 6,453	\$ 11,235	\$ (6,848)	\$ 6,836
Backlog	\$ 219,255	\$ 209,722	\$ 443,258		\$ 872,235
Awards	\$ 13,506	\$ 72,734	\$ 111,042		\$ 197,282
Book-to-bill ratio	0.3	0.5	0.9		0.6

(1) Represents a Non-GAAP financial measure. A reconciliation to the most comparable GAAP measure is included as an appendix to this slide deck.

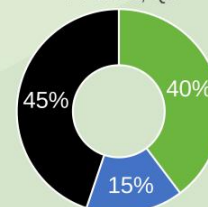


## REVENUE

FY 2021, Q2



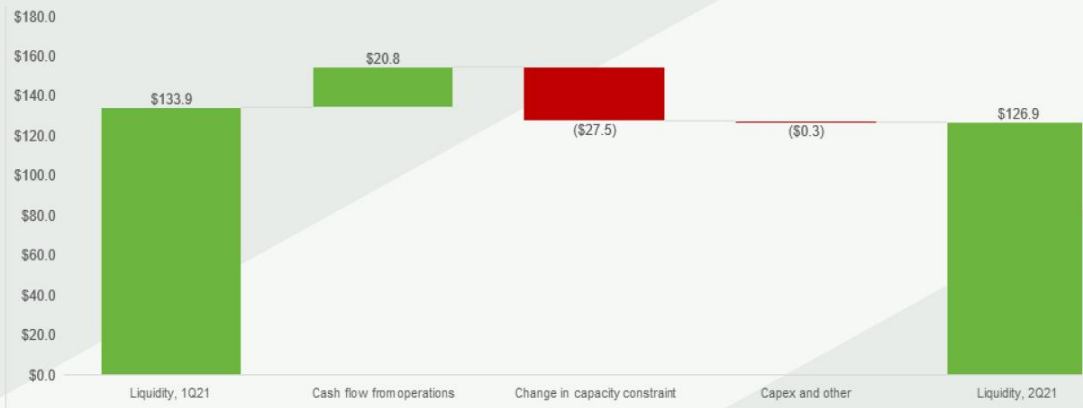
FY 2020, Q2



■ Utility & Power Infrastructure  
■ Process & Industrial Facilities  
■ Storage & Terminal Solutions

## FISCAL 2021 | SECOND QUARTER LIQUIDITY BRIDGE

(\$ in millions)



Overall liquidity position is strong. Cash flow from operations was \$20.8 million in the quarter enabling us to repay all debt and increase cash by \$11.3 million to \$93.5 million.

## ACCOMPLISHMENTS



- Overall cost reduction and organizational restructuring
- Positioned the Company to support accelerated drive by the energy and infrastructure markets to reduce carbon emissions
- Implemented new reporting segmentation and changed our GICS code from Energy/Equipment and Services to Industrial/Construction and Engineering, better reflecting our business and end markets
- Continue to maintain a strong balance sheet to support the needs of the business including working capital and letters of credit

**Our focus and discipline has kept our balance sheet strong and supports the needs of the business as awards and revenue volumes improve.**

## ENVIRONMENT, SOCIAL, AND GOVERNANCE

Advance work on important ESG initiatives, critical to:

- Attracting and retaining best-in-class people
- Positively impacting the communities in which we live and work
- Supporting projects and business objectives of our clients and investors
- Ensuring organizational resilience and long-term sustainable growth

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**First Sustainability Report will be published in Fall 2021**



# OPERATING SEGMENTS

## UTILITY & POWER INFRASTRUCTURE



- LNG peak shaving
- Power delivery
- Grid connectivity
- Renewable power
- Power generation
- Battery storage
- Data cabling
- Data centers

## PROCESS & INDUSTRIAL FACILITIES



- Midstream natural gas
- Renewables/biofuels
- Mining and minerals
- Chemical/petrochemical
- Aerospace
- Refineries
- Fertilizer
- Industrial facilities

## STORAGE & TERMINAL SOLUTIONS



- LNG storage and bunkering
- NGLs
- Specialty vessels
- Renewable energy
- Crude tanks and terminals
- Aftermarket storage products

## SEGMENT MARKET DRIVERS

### UTILITY & POWER INFRASTRUCTURE



- LNG peak shaving facilities which manage variations in commodity prices and seasonal demand requirements
- Projects addressing aging electrical infrastructure
- Electrical tie-ins for renewable power
- Load-following projects such as simple cycle units, reciprocating engines, green hydrogen, carbon capture, and combined heat and power

### PROCESS & INDUSTRIAL FACILITIES



- Expanded services in the mid-stream natural gas space to support demand growth
- Mining and mineral projects driven by growing commodity demand
- Chemicals and petrochemical services as manufacturers look for increased maintenance turnarounds and opex support
- Thermal Vacuum Chamber design and construction to support satellite expansion and technology changes
- Pent up demand for refinery turnarounds, maintenance, and repair
- Sulfur reduction, biofuels, and refinery conversion projects to support cleaner energy production

### STORAGE & TERMINAL SOLUTIONS



- Natural gas, LNG, ammonia, renewable energy, and NGL storage and terminal solutions driven by strong demand across North America, Central America, and the Caribbean
- Hydrogen investment expected to expand significantly through the decade
- Domestic crude oil storage opportunities are limited; long-term opportunities for logistics and export are strong



## SEGMENT MARKET DRIVERS

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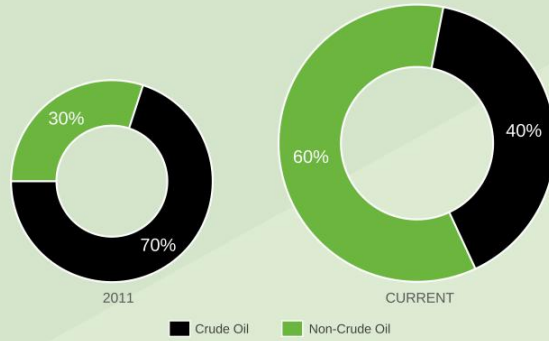
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## STRATEGIC TRANSITION AND DIVERSIFICATION

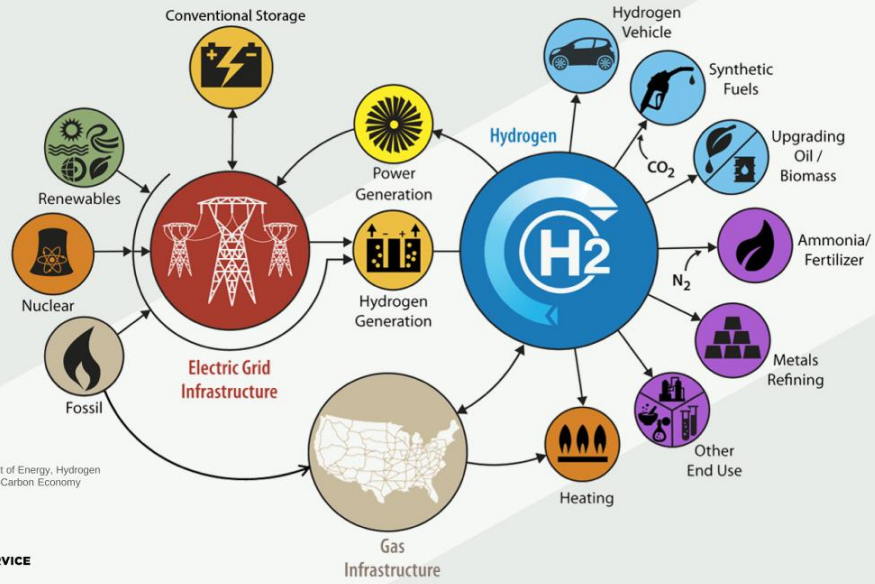
### AVERAGE BUSINESS PORTFOLIO MIX



- Expand gas value chain services
- Develop presence in chemical/petrochemical
- Grow electrical infrastructure
- Renewable energy services
- Protect crude market service offering
- International deployment
- Strengthen engineering and process capabilities across all segments

Diversification allows for significant growth and provides protection against seasonal and other market cyclicality. Focus on low carbon energy, renewables, and electrical supports our clients' drive to reduce their carbon footprint.

# THE ROLE OF HYDROGEN



SOURCE: U.S. Department of Energy, Hydrogen Strategy – Enabling a Low-Carbon Economy

# MATRIX SERVICE COMPANY AND CHART TECHNOLOGIES OFFERING A COMPLETE SMALL-SCALE LH2 OFFERING

SUPPLY OF TECHNOLOGY, EQUIPMENT, AND CONSTRUCTION



Combined

	CHART	MATRIX SERVICE COMPANY	Combined
H2 Production Technology*			
Liquefaction Process*			
Liquefaction Equipment			
Carbon Capture*			
Storage Vessels			
Site/Civil Engineering/BOP			
Controls/Electrical			
Load Out Systems			
Commissioning			
Aftermarket Services			



\*Chart provides engineering, equipment and technology; Matrix provides engineering, fabrication, and associated installation & construction

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# KEY PERFORMANCE LONG-TERM TARGETS

## MEASURING OUR SUCCESS

### FINANCIAL EXPECTATIONS

\*The following can be used for modeling purposes.

#### Long-term Expected Margin

Utility & Power Infrastructure	10% - 12%
Process & Industrial Facilities	9% - 11%
Storage & Terminal Solutions	10% - 12%

#### Quarterly Consolidated SG&A

Run Rate (excluding variable incentives) \$18 million

Effective Tax Rate 27%

Capital Expenditures (as % of revenue) 1.5%

### OUR EMPLOYEES COME FIRST

0 TRIR / Safety	> 40 Average annual training hours per employee	> 90% Staff employee retention
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### KEY FINANCIAL TARGETS

< 6% Net Working Capital	< 6% SG&A target	> 4.5% Operating Margin target
> 12% ROIC target	> 6.5% EBITDA target	< 1.5% CAPEX target

Continued refinement of cost structure while preserving capabilities positions the Company for improved operating results and achievement of long-term key financial targets.



# MTRX IS A GOOD LONG-TERM INVESTMENT



## BRAND STRENGTH

- Diversified, premier engineering and construction contractor
- Brand leader in utility and process infrastructure, process and industrial facilities, and storage and terminal solutions

## FINANCIAL AND OPERATIONAL STRENGTH

- Known for consistently strong balance sheet and liquidity
- Streamlined cost structure
- Diverse and engaged Board aligned with shareholder interests
- Tenured senior management team

## GROWTH PROSPECTS

- Organic growth strategy supplemented by strategic bolt-on M&A
- Significant opportunities in renewables and low carbon energy such as LNG and hydrogen
- Robust opportunity pipeline – short- and long-term



Our comprehensive expertise and financial and operational strength position MTRX to capitalize on the dynamic environment and infrastructure needs of our clients as our core markets improve.





# Q & A



MATRIX SERVICE  
COMPANY

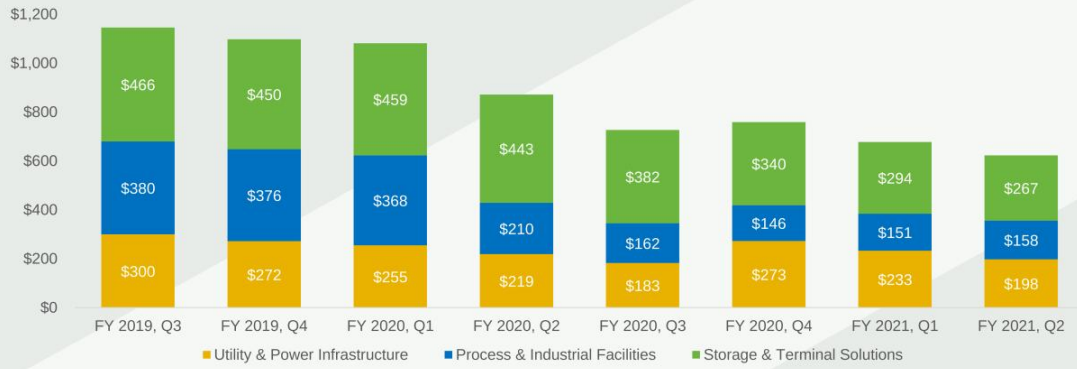


# Appendix



# BACKLOG

(\$ in millions)



Significant project award opportunities remain across our segments, timing is uncertain.

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# FISCAL 2021 | YTD SEGMENT RESULTS

(\$ in thousands)

FY 2021 YTD	Utility & Power Infrastructure	Process & Industrial Facilities	Storage & Terminal Solutions	Corporate	TOTAL
Revenue	\$ 112,694	\$ 97,193	\$ 140,352		\$ 350,239
Gross profit	\$ 12,510	\$ 11,523	\$ 5,630		\$ 29,663
Gross margin	11.1%	11.9%	4.0%		8.5%
Restructuring	\$ 823	\$ 2,864	\$ 654	\$ 384	\$ 4,725
Operating income (loss)	\$ 6,889	\$ 1,222	\$ (4,086)	\$ (13,939)	\$ (9,914)
Adjusted operating income (loss)(1)	\$ 7,712	\$ 4,086	\$ (3,432)	\$ (13,555)	\$ (5,189)
Backlog	\$ 198,212	\$ 157,428	\$ 267,133		\$ 622,773
Awards	\$ 38,090	\$ 108,896	\$ 67,561		\$ 214,547
Book-to-bill ratio	0.3	1.1	0.5		0.6

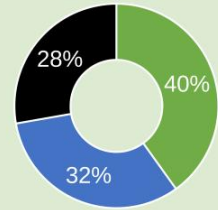
FY 2020 YTD	Utility & Power Infrastructure	Process & Industrial Facilities	Storage & Terminal Solutions	Corporate	TOTAL
Revenue	\$ 96,882	\$ 297,760	\$ 262,132		\$ 656,774
Gross profit	\$ (1,394)	\$ 27,428	\$ 37,768	\$ (1,336)	\$ 62,466
Gross margin	(1.4%)	9.2%	14.4%		9.5%
Impairments	\$ 24,900	\$ 13,615			\$ 38,515
Operating income (loss)	\$ (31,704)	\$ (510)	\$ 23,991	\$ (14,682)	\$ (22,905)
Adjusted operating income (loss)(1)	\$ (6,804)	\$ 13,105	\$ 23,991	\$ (14,682)	\$ 15,610
Backlog	\$ 219,255	\$ 209,722	\$ 443,258		\$ 872,235
Awards	\$ 44,297	\$ 219,553	\$ 255,120		\$ 518,970
Book-to-bill ratio	0.5	0.7	1.0		0.8

(1) Represents a Non-GAAP financial measure. A reconciliation to the most comparable GAAP measure is included as an appendix to this slide deck.

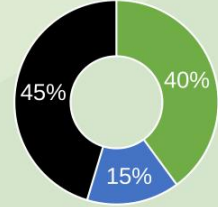


## REVENUE

FY 2021 YTD



FY 2020 YTD



■ Utility & Power Infrastructure  
■ Process & Industrial Facilities  
■ Storage & Terminal Solutions

## ADJUSTED EBITDA

(\$ in thousands)

	Three Months Ended		Six Months Ended	
	December 31, 2020	December 31, 2019	December 31, 2020	December 31, 2019
Net loss	\$ (4,591)	\$ (28,008)	\$ (7,628)	\$ (21,857)
Goodwill and other intangible asset impairment	-	38,515	-	38,515
Restructuring costs	5,045	-	4,725	-
Interest expense	358	444	733	833
Benefit from income taxes	(1,212)	(3,302)	(942)	(591)
Depreciation and amortization	4,648	4,923	9,287	9,702
Adjusted EBITDA	\$ 4,248	\$ 12,572	\$ 6,175	\$ 26,602

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## ADJUSTED DILUTED EARNINGS PER SHARE

(\$ in thousands, except EPS)

	Three Months Ended		Six Months Ended	
	December 31	December 31	December 31	December 31
	2020	2019	2020	2019
Net loss, as reported	\$ (4,591)	\$ (28,008)	\$ (7,628)	\$ (21,857)
Restructuring costs incurred	5,045	-	4,725	-
Goodwill and intangible asset impairments	-	38,515	-	38,515
Tax impact of adjustments and other net tax items	(1,299)	(5,275)	(1,217)	(5,275)
Adjusted net income (loss)	\$ (845)	\$ 5,232	\$ (4,120)	\$ 11,383
Loss per fully diluted share, as reported	\$ (0.17)	\$ (1.04)	\$ (0.29)	\$ (0.81)
Adjusted earnings (loss) per fully diluted share	\$ (0.03)	\$ 0.19	\$ (0.16)	\$ 0.41

## ADJUSTED OPERATING INCOME – SECOND QUARTER

(\$ in thousands)

2Q FY2021	Utility & Power Infrastructure	Process & Industrial Facilities	Storage & Terminal Solutions	Corporate	TOTAL
Operating income (loss)	\$ 2,209	\$ 1,113	\$ (2,708)	\$ (7,070)	\$ (6,456)
Add: Restructuring costs	812	3,364	641	228	5,045
Adjusted operating income (loss)	\$ 3,021	\$ 4,477	\$ (2,067)	\$ (6,842)	\$ (1,411)

2Q FY2020	Utility & Power Infrastructure	Process & Industrial Facilities	Storage & Terminal Solutions	Corporate	TOTAL
Operating income (loss)	\$ (28,904)	\$ (7,162)	\$ 11,235	\$ (6,848)	\$ (31,679)
Add: Impairments	24,900	13,615			38,515
Adjusted operating income (loss)	\$ (4,004)	\$ 6,453	\$ 11,235	\$ (6,848)	\$ 6,836



## ADJUSTED OPERATING INCOME – YTD

(\$ in thousands)

FY 2021 YTD	Utility & Power Infrastructure	Process & Industrial Facilities	Storage & Terminal Solutions	Corporate	TOTAL
Operating income (loss)	\$ 6,889	\$ 1,222	\$ (4,086)	\$ (13,939)	\$ (9,914)
Add: Restructuring costs	823	2,864	654	384	4,725
Adjusted operating income (loss)	\$ 7,712	\$ 4,086	\$ (3,432)	\$ (13,555)	\$ (5,189)

FY 2020 YTD	Utility & Power Infrastructure	Process & Industrial Facilities	Storage & Terminal Solutions	Corporate	TOTAL
Operating income (loss)	\$ (31,704)	\$ (510)	\$ 23,991	\$ (14,682)	\$ (22,905)
Add: Impairments	24,900	13,615			38,515
Adjusted operating income (loss)	\$ (6,804)	\$ 13,105	\$ 23,991	\$ (14,682)	\$ 15,610



