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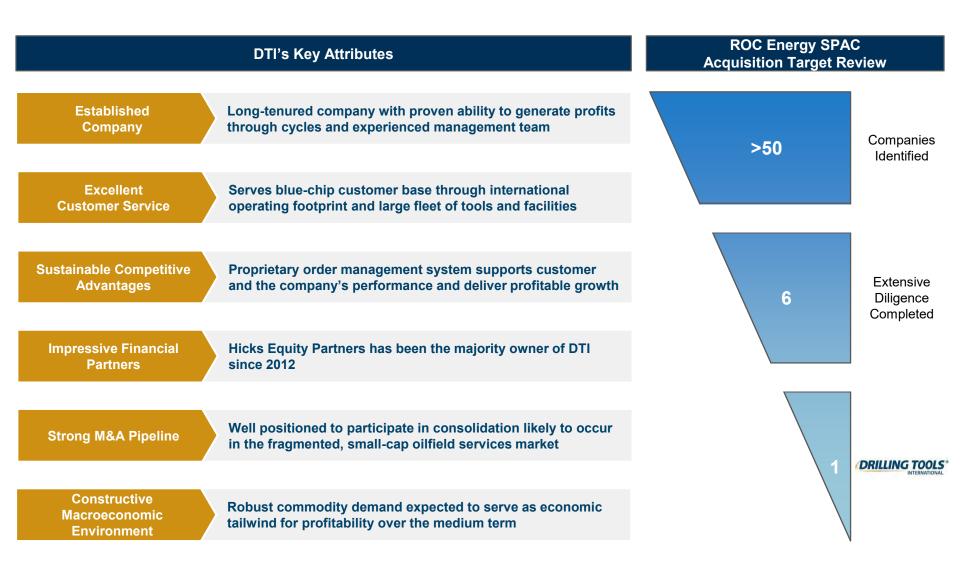








## **ROC Energy Acquisition Corporation's Investment Thesis**



### **Transaction Summary**

(\$Millions, except where otherwise noted)

#### **Estimated Sources and Uses**

Sources	
Rollover Equity	\$198
SPAC Cash in Trust <sup>(1)</sup>	209
PIPE Proceeds <sup>(2)</sup>	45
Cash from Balance Sheet <sup>(3)</sup>	2
Total Sources	\$455

Uses	
Cash to Selling Common Shareholders	\$
Rollover Equity	198
Retirement of DTI Preferred Equity	11
Paydown of DTI Indebtedness <sup>(3)</sup>	18
Estimated Fees & Expenses <sup>4)</sup>	10
Cash to Balance Sheet	217

1)	Before the impact of any potential redemptions by ROC Energy's existing shareholders. Actual results in
	connection with the business combination may differ. Cash in trust available at the consummation of the
	business combination expected to be higher than \$209 million due to interest accrued on trust investments,
	net of any ROC tax navments

Based on proposed transaction.

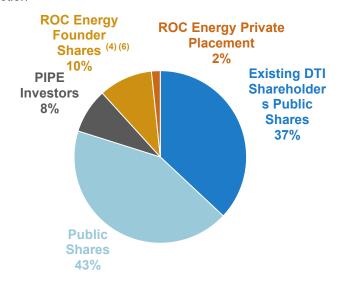
**Total Uses** 

- Based on December 31, 2022 financials.
- 4) Estimated Total Transaction Expenses for both ROC Energy and DTI.
- 5) Pro forma share count assumes 0% redemption by ROC Energy's existing shareholders and includes 19.63 million shares to existing DTI shareholders, 22.77 million ROC Energy public shares (including 20.70 million public shares and 2.07 public rights), 5.18 million ROC Energy founder shares, 0.18 million ROC Energy representative founder shares held by EarlyBird Capital, 4.46 million PIPE shares and 0.88 million ROC Energy Private Placement shares (including 0.80 million private placement shares and 0.08 private placement rights).
- 6) With respect to Non-GAAP financial measures, see "Non-GAAP Financial Measures" on page 3.
- 7) Under certain conditions outlined in the definitive legal documents for the business combination, the founder shares will be reallocated.

Pro Forma Valuation	
Share Price (\$ per share)	\$10.10
(x) Shares Outstanding (millions) <sup>(5)</sup>	53.1
Pro Forma Equity Value	\$536
Less: Pro Forma Cash	(217)
Plus: Pro Forma Debt	
Pro Forma Enterprise Value	\$319
to 2023E Adj. EBITDA)	5.5x
2023E Adj. EBITDA	\$58

#### **Pro Forma Ownership**

 Common equity holders are rolling 100% of their shares as part of the Transaction



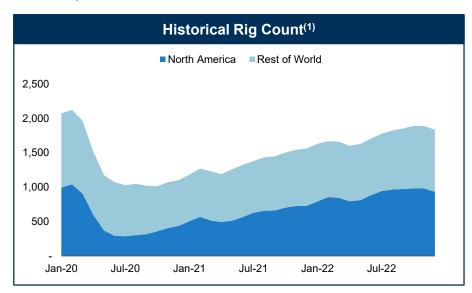
\$455

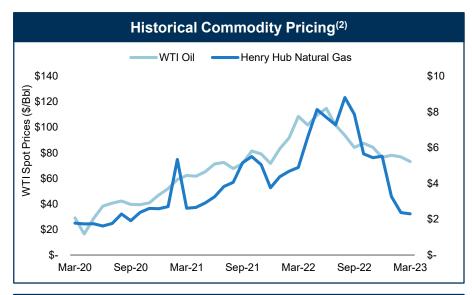


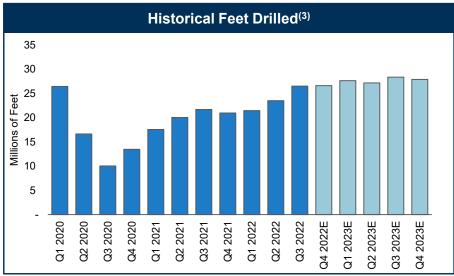


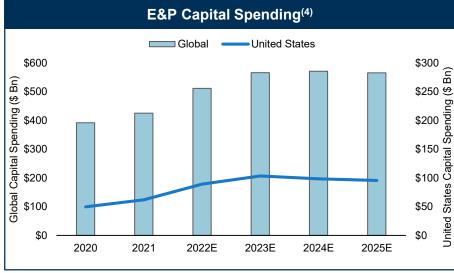
## Significant Industry Tailwinds & Supportive Macro Backdrop

A combination of elevated commodity prices, increased rig count and capital spending creates a highly constructive market backdrop









### **Reiterating 2023 Financial Outlook**

Maintaining outlook for robust growth and profitability in 2023

- ✓ Reiterating 2023 financial outlook<sup>(1)</sup>
- ✓ Maintained outlook despite ongoing volatility in commodity price and macro environment
- Evidences resiliency of business margin and blue-chip customer base
- On target to achieve attractive margins and growth in 2023
- ✓ Revenue and Adjusted EBITDA forecasted to grow 26% and 35% vs. 2022, respectively
- Exhibiting strength across the product lineup
- ✓ Reiterating product-level EBITDA margins

### **Key Guidance Summary**

Metric	Guidance	Status
Revenue (\$ million)	\$163.8	$\checkmark$
Adjusted EBITDA (\$ million)	\$58.0	<b>√</b>
Adjusted EBITDA Margin	35.4%	✓
Free Cash Flow (\$ million)	\$18.6	✓

<sup>✓</sup> Denotes reiteration of previously communicated financial forecast



### DTI is a Leading Rental Provider of Mission Critical Drilling Tools

A platform developed and designed to keep up with the ever-changing requirement of our customers

### 65,000+

DTI manages & maintains a fleet of over 65,000 rental tools and drilling equipment

### Global

DTI has a global footprint, with a presence and service capabilities in all major U.S. basins

### ~40 years

DTI's history began in 1984 with the founding of Directional Rentals, an equipment provider to offshore drillers

### 4 segments

DTI operates across
diverse segments
including Directional Tool
Rentals, Wellbore
Optimization Tools,
Premium Tools and Other

### 22(1)

DTI operates from 22 service centers, shops, distribution and repair centers

### Permian

DTI has an extensive footprint across the prolific Permian Basin including Midland & Delaware

### 35,840 SF

DTI operates a
35,840 square foot
manufacturing &
repair facility located
in Louisiana

### ~\$130 Million

2022 revenue, reflecting the Company's established scale









## The Rental Tool Business & DTI's Value Proposition

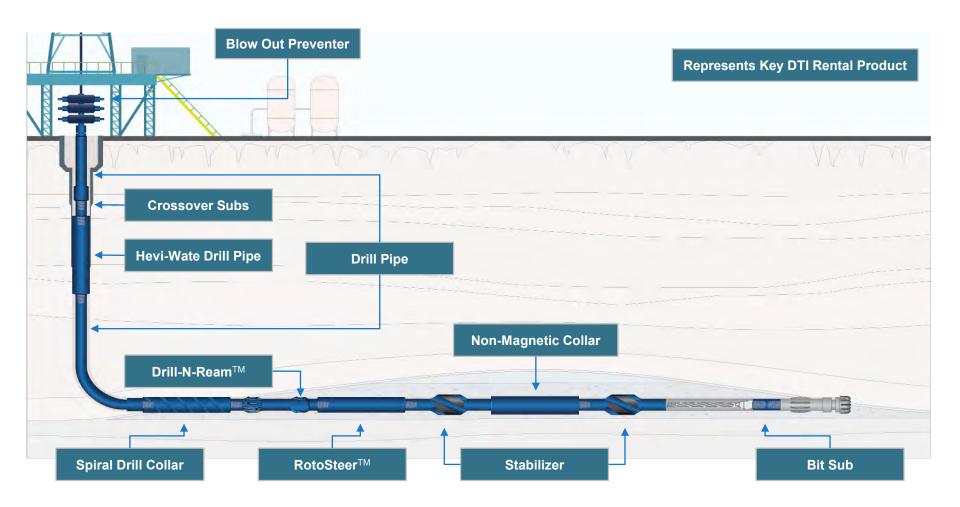
Why do E&P operators and some service providers prefer to rent rather than buy?

Given the complexity of modern drilling, completions and workover programs, most drillers and service providers prefer to focus on core competencies and rely on third-parties for the rental, repair, inspection and inventory management of downhole drilling tools

Topic	Customer Challenges	DTI's Value-Additive Solutions	
Outsources Logistics, Inspection, Storage and Maintenance	Customers lack the willingness, resources and/or experience to track, transport, store, maintain and inspect tubing, drill pipe and other equipment	DTI has the resources to make renting downhole tools a reliable and economical choice for customers including a large physical infrastructure, proprietary inventory management system, as well as needed inspection, repair, and hardfacing to support the fleet of rental equipment	
Equipment Redeployment Risk  Immediate Equipment Equipment  Modern well designs require highly specialized equipment that is not typically carried on drilling or workover rigs		By serving a broad customer base, DTI can efficiently deploy specialized equipment across major U.S. oil & gas regions	
		DTI owns a wide variety of equipment available for use 24/7, along with extensive machining capabilities to rapidly meet customer needs	
Fill Equipment Supply Gaps	Many drillers and well service providers maintain only a small core set of tubing and drill pipe	DTI's inventory includes equipment required for extended reach laterals as well as a range of specialty or premium products that are needed to withstand the rigors of deep unconventional wells	
Focus Capex On Core Operations  Industry shift towards lean capital programs		DTI's rental equipment allows operators to focus capex investment on core businesses	
Simplifies Working Interest Partner Expense Allocation	The perception of excessive charges can lead to disputes among working interest partners	DTI as a service provider eliminates the need for an E&P operator to charge working interest partners a substantial fee for the purchase of equipment	

# **Expansive Offering to Supply Drilling Tools Required in a Typical Job**

Diverse and extensive inventory of tools to address the wide-ranging needs of oil & gas customers across all regions



### A Market Leader in Downhole Tools for the Oil & Gas Industry

Leading provider of downhole drilling equipment rentals to North American onshore and offshore markets, as well as select international locations, with a highly competitive suite of differentiated products serving blue-chip E&P operators and large oilfield service companies

**Core Product and Service Offering** 

#### **Directional Tools Rental ("DTR")**



60% of 2022 Revenue

- Rental tools used in bottom hole assemblies ("BHA") adjacent to the drill bit
- More than 30 categories of tools, including:
  - Stabilizers
  - Drill Collars
  - Roller Reamers
  - Hole Openers
  - Downhole Filters
  - Sub Assemblies
  - Drilling Accessories

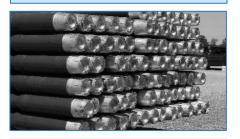
#### **Wellbore Optimization Tools**



20% of 2022 Revenue

- Sole North American distributor of the patented Drill-N-Ream<sup>TM</sup>, a proprietary and patented wellbore conditioning tool
- Distributor of composite casing centralizers and specialty roller reamers
- Emerging products include RotoSteer<sup>™</sup> and DrillSafe<sup>™</sup> Float Valve for Managed Pressure Drilling

#### **Premium Tools ("Premium")**



18% of 2022 Revenue

- Complete inventory of necessary handling tools for running workstrings
- Offers tubulars for drilling, workover and completion operations including:
  - Drill Pipe
  - Drill Collars
  - Kellys
  - Pup Joints
  - Tubing
- American Petroleum Institute ("API") blowout preventers ("BOPs") and related pressure control accessories

#### Other Products & Services



3% of 2022 Revenue(1)

- Downhole Inspection Solutions offers inspection services and provides technical support for tool life analysis and BHA component development
- <u>Technical Services Group</u> provides engineering, research and product development
- Product Sales
  - Downhole Tools
  - Completion and Production Tools
- Emerging Product Launch
   <u>Team</u> incubates new tools and businesses before they reach critical scale

### **How Did We Get There?** DTI Has a Long History of Success

DTI's history began in 1984 when it was founded as Directional Rentals to provide equipment to offshore drillers

- In 2012, Hicks Energy Partners acquired a majority interest in Directional Rentals before merging with Allegiant Tool & Machine to become DTI
- Since then, DTI has focused on strategically acquiring inventory and business units to become a leader in drilling tool rentals in North America

#### 1984

- Founded as Directional Rentals
- Primarily rented stabilizers and subassemblies to offshore directional drillers in the Gulf of Mexico ("GoM")

#### 2009

- Opened Houston, TX and Casper, WY offices
- Mike Domino joined the management team

#### 2013

- Acquired Schlumberger's downhole tools inventory
- Wayne Prejean and David Johnson joined management team as CEO and CFO, respectively

#### 2016

- Substantially increased market share in North America
- Established partnership with manufacturer of patented Drill-N-Ream™ tool

#### 2018

- Acquired:
  - \_Premium Tools
- -RIK, Incorporated
- StingerProduction Valve
- Friction Reduction Tools
- Cajun Plugs, a dissolvable frac plug

#### 2022

- Established exclusive partnership for RotoSteer<sup>TM</sup>
- ~65.000 tools
- Sustains market leading position
- Domestic locations:
   18 (including headquarters)

## 1984 Today

#### 1991

 Expanded offering to include nonmagnetic drill collars and subassemblies

#### 2012

- Hicks acquired majority interest in DTI
  - \_~5,000 tools
  - \_Locations: 4
- Purchased NOV tools, significantly increasing scale and capabilities

#### 2014

- Acquired Reamco, adding offshore tools and tool repair capabilities
- Rebranded as Drilling Tools International, Inc.
- Established Quality Assurance team and began API certification process

#### 2017

- Drill-N-Ream<sup>™</sup> average monthly revenues exceed \$1 million
- Launched Downhole Inspection Solutions
- Achieved leading market share in offshore GoM, growing from 1 rig in 2013 to 12 rigs in 2017

#### 2019

- Achieved over 50% market share in North America in DTR segment
- Developed
   Customer Order
   Management Portal
   and Support
   System
   ("COMPASS") for
   customized rental
   tool management

## Our Proven Track-Record in Executing & Integrating M&A

Management boasts a proven track record in strategic acquisitions highlighted by the integration of 4 businesses since 2012

### **Select Acquisitions**

**Target** 

# Schlumberger Rental Tools







Year Acquired

2013

2014

2018

2018

**Description** 

- Purchased their entire
  North American fleet of
  Bottom Hole Assembly
  Components in
  exchange for a 4-year
  supply agreement
- Original agreement extended and is still in effect through 2024

- Manufactures, rents and refurbishes downhole drilling tools and related products
- Enabled DTI to enter the offshore market by using the Reamco facility and API license to accelerate path to quickly capture leading market share
- Full-service drill pipe rental tool division specializing in equipment for drilling, workover, completions and well intervention
- Provides downhole drilling tools to directional drilling companies, serving customers in several key basins including the Permian, Rocky Mountains, and Williston

# **Scale Matters:** Operations Across All Major Operating Basins in North America

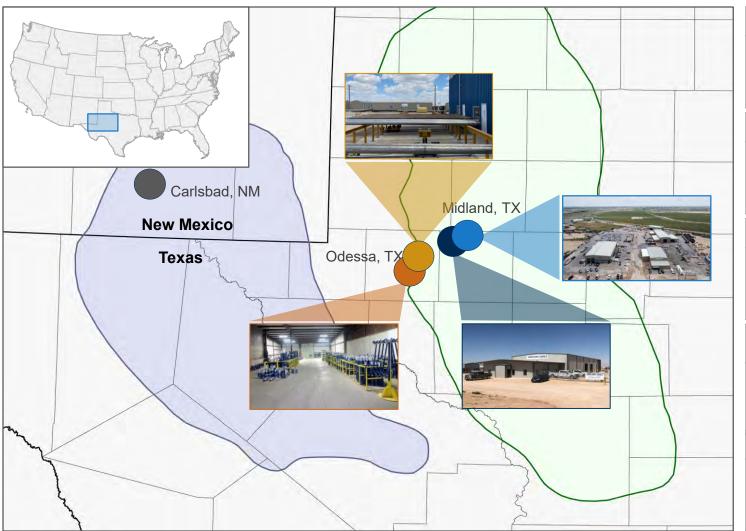
18 service centers, shops, distribution and repair centers located strategically across North America to service all major oil & gas basins, providing solutions with minimal logistics required

Major US Basins Serviced by DTI Permian - Midland Eagle Ford Anadarko / Woodford Permian – Delaware ✓ Powder River **Granite Wash** Marcellus / Utica Tuscaloosa Trend DJ Basin Nisku Alberta Bakken / Williston Haynesville Gulf of Mexico Barnett Williston ND Minot, ND Casper, WY Charleroi Additional International **Stocking Points** Bakersfield, CA Oklahoma City, OK Midland & Odessa, TX Carlsbad, NM Sibley, LA **DTI Corporate Headquarters** DTI Service Centers (DTR, DNR, & DIS): 9 Drill-N-Ream<sup>TM</sup>: 2 Broussard & Premium Tools Division (PTD): 2 New Iberia, LA Stocking Points (DTR & DNR): 2 Inspection and Repair (DIS & DMS): 1

**Emerging Products: 1** 

### **Strong Permian Presence in both Midland and Delaware Basins**

DTI has an extensive footprint within the Permian Basin, providing numerous services to clients operating in one of the most prolific oil and gas basin



Midland DTR Campus (1)					
Space (sq. ft.)	57,246				
Acres 1 Segments Served DT					
					Midland DNR F
Space (sq. ft.)	12,000				
Acres	3.5				
Segments Served	DNR				
Odessa DMS <sup>(2)</sup> Facility					
Space (sq. ft.)	9,000				
Acres	5				
Segments Served	Multiple				
Odessa Premiun Facility	n Tools				
Space (sq. ft.)	17,417				
Acres	11				
Segments Served	Premium				
Carlsbad Fac	ility				
Space (sq. ft.)	3,500				
Acres	2				
Segments Served	DNR				

### **Modernized Manufacturing and Repair Facility**

35,840 square foot facility located on a ten-acre campus in Broussard, Louisiana

- Machine and repair equipment ensures product quality, increases product life and improves fleet utilization
- Facility equipment includes hollow spindle lathes, CNC mills, racking systems, manual lathes and in-house drill collar spiraling equipment
- Machine shop reworks drill collars and hevi-wate drill pipe, spiraling of drill collars and anti-galling zinc phosphate applications of threading connections
- A full-service welding and hard facing operation to support manufactured tools and enhance rental tool life
- Ability to manufacture most of our rental tools enables cost reduction and control of supply chain for rental needs





**Raw Materials From Mill** 

**DTI Manufacturing Facility** 

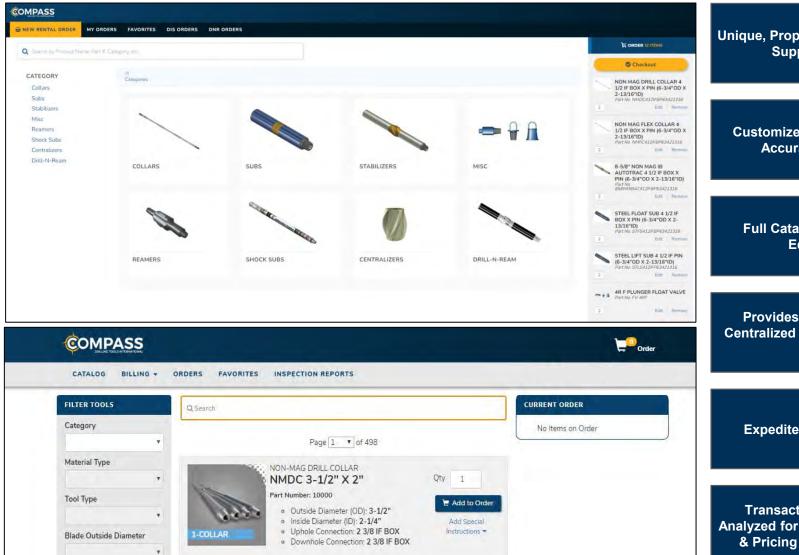
**Tools Added to Fleet** 



**Damaged Tools** 

### DTI's COMPASS Order Management System = Key Differentiator

DTI's proprietary customer order management system provides valuable information to the company for use in making data-based capital allocation and pricing decisions



Unique, Proprietary Software and Support System

Customized, Automated and Accurate Reporting

Full Catalog of Tools and Equipment

Provides Customers with Centralized Order Management System

**Expedites Order Process** 

Transaction Data Can be
Analyzed for Capital Expenditure
& Pricing Decision Making

### **ESG + Safety Are Integral to Our Success**



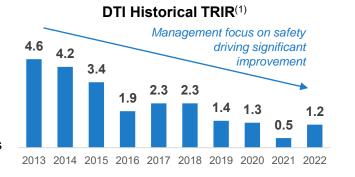
#### DTI is committed to environmental stewardship by:

- Performing continuous evaluations and implementing control measures to ensure minimization of waste
- ✓ Striving for the highest levels of operational proficiency to reduce rework, use of chemicals and waste
- ✓ Actively promoting recycling including extensive rental tool recycling and refurbishment programs
- ✓ Pursuing opportunities to redeploy equipment in support of energy transition markets such as geothermal, carbon capture and storage, as well as other renewable projects



# The wellbeing of employees, customers, and suppliers is rooted in DTI's operations:

- Identify and control exposures that can injure people, interrupt production, or damage property, equipment and material
- Contributes to the welfare of employees and local communities through active participation in numerous outings and charity events





### DTI's leadership is focused on deriving long-term value for all stakeholders by:

- ✓ Executive accountability through the election of an independent board<sup>(2)</sup>
- ✓ Strong internal controls
- ✓ Complying with federal, state, and local regulations

### Overview of DTI's Core Product and Service Offering

(\$Millions)

### Product / Service Offering



#### 2020A - 2023E Revenue Profile

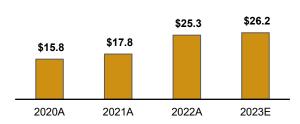


#### **Key Products / Features**

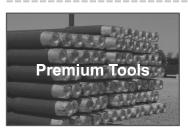
- Stabilizers (standard, directional, integral blade, sleeve type, motor / MWD and RSS sleeve)
- Subs (rotary, side entry, reduced section, crossover, top drive saver)
- Steel drill collars

- Roller reamers
- Hole openers
- Pup joints
- Hardfacing
- Non magnetic drill collars





- Unique and value add products deployed by a focused group of field sales and service professionals
- Patented Drill-N-Ream<sup>™</sup> Wellbore Conditioning tool
- Specialty roller reamers
- Composite casing centralizers
- DrillSafe™ float valve rentals for managed pressure drilling
- Emerging RotoSteer<sup>™</sup> Technology





- Drill pipe and Hevi-Wate drill pipe
- Drill collars
- Kellys
- Pup joints
- Tubing

- BOPs
- Accumulators
- Hoses
- Flanges
- Range of handling tools



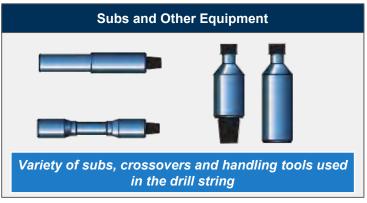


- Technical services group
- Sustaining engineering research and product development
- Product sales (downhole tool and completion and production tools)
- Emerging product launch team

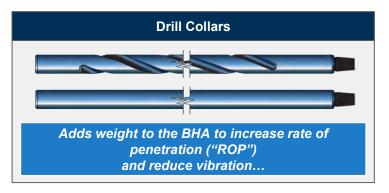
- Downhole inspection solutions nondestructive testing services
- Magnetic particle inspection liquid penetrant inspection
- Ultrasonic testing
- Electro magnetic testing

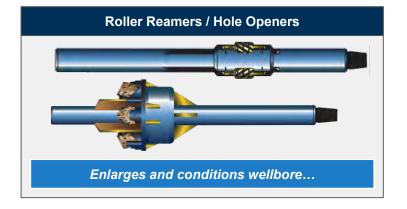
## **Overview of Directional Tool Rentals Key Equipment**











### **Overview of Wellbore Optimization Tools**

Specialty tools division with a focused group of field sales and service professionals providing rig site visits and customer service, enabling consistent product performance and customer satisfaction

#### **Products Offered**

### Drill-N-Ream™ ("DNR") WellBore Conditioning Tool<sup>(1)</sup>

- Patented technology allows the tool to maintain a market leading position
- Numerous benefits to the customer
- Allows operators to extend length of wellbore at a lower cost

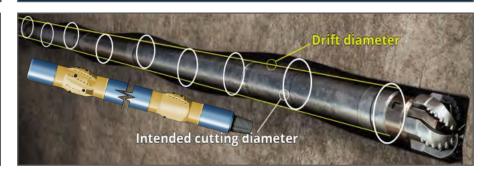
#### Specialty Reamers, Casing Centralizers, DrillSafe™ Float Valves

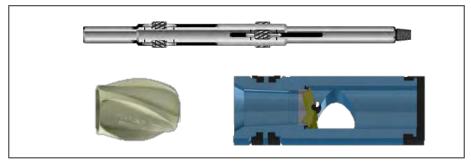
- Sealed bearing roller reamers
- Distributor for casing centralizers
- Specialty pressure control drill stem valve for managed pressure drilling



- 2022: finalized development
- 2023: Commercially launched Jan 2023
- Improves ROP, reduces torque and drag and eliminates slides
- Applicable to hundreds of locations

#### **Substantial Improvements in Wellbore Quality**







### **Overview of Premium Tools Key Equipment**

DTI offers a wide array of premium tubulars for drilling, workover and completion operations, API blowout preventers and pressure control accessories as well as a comprehensive suite of related handling tools

#### **Tubulars**



- Drill Pipe 2 <sup>7</sup>/<sub>8</sub> to 5 <sup>1</sup>/<sub>2</sub> inch API bottleneck, slim-hole, API, proprietary double shoulder-high torque connections
- Hevi-Wate Drill Pipe 3 <sup>1</sup>/<sub>2</sub> to 5 <sup>1</sup>/<sub>2</sub> inch API bottleneck, slim-hole, API, proprietary double shoulder-high torque connections
- Drill Collars 3 <sup>1</sup>/<sub>8</sub> to 9 <sup>1</sup>/<sub>2</sub> steel spiral and slick
- **Kellys** hex or square from 38 to 46 inch
- Pup Joints drill pipe and tubing
- Tubing premium PH-6, CS-8 and API 8Rd with thread from 2  $^3/_8$  to 4  $^1/_2$

#### **Handling Tools**



- Stabbing Guides for tubing and drill pipe
- Drifts for all pipe sizes (Teflon, steel and aluminum)
- Rotary Slips for tubing, casing, drill pipe and drill collars
- Safety Clamps for pipe and collars
- Manual Tongs K-25 to K-70 hand tongs and HT-200 manual rotary tongs
- Elevators slip grip, bottleneck and bushing types
- Subs TDS, wear, float, X-over, bit, lift and pump-ins

#### **API BOPs and Pressure Control Accessories**



- Blowout Preventers 5M, 10M and 15M psi
- Accumulators diesel, electric and air powered
- Hoses high pressure, fire retardant and steel flex
- Spools spacers, adaptors and diverters
- Double Studded Adaptors
- Gate Valves manual, hydraulic and air actuated
- Chokes manual adjustable and fixed orifice
- Manifolds skid mounted custom buffers assembled to specification
- Flanged Accessories tees, crosses (flanged and studded)
- Stud Bolts B7M H<sub>2</sub>S service
- Chicksan Iron loops, swivel joints and pups

### Other Products and Services

#### **Products Offered**

# Downhole Inspection Solutions

- Independent inspection services equipment of all DTI divisions and select external customers
- Critical to efficient operations
- Services across North America including network of six domestic and one Canadian inspection facilities

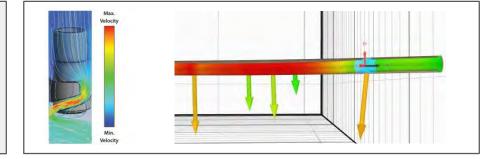
### **Internal Support Services and Emerging Products**





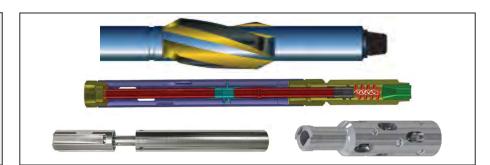
#### Technical Services Group

- Sustaining engineering
- Performance analysis
- Product development
- Technical support to quality assurance



### Product Sales

- Made-to-order downhole drilling tools
- Completion and production Product Sales
- Production desander tool operations
- Williston, ND manufacturing and distribution facility

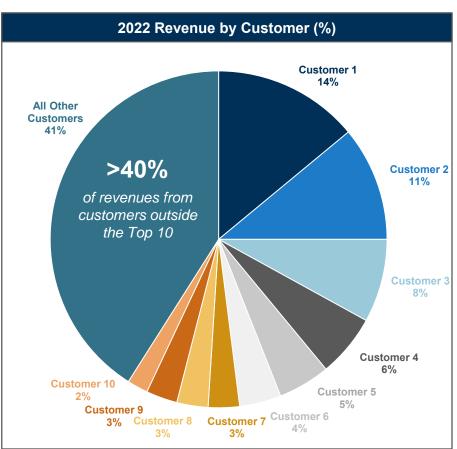


### Blue-Chip Customer Base Across E&Ps & OFS Companies

DTI has established an exceptional customer base that includes blue-chip E&P operators and many of the largest oilfield services companies

- First-call supplier for leading oilfield service providers in North America
- Over the last decade, DTI has actively expanded its customer base to further diversify its customer mix
  - In 2022E, DTI's largest customer is expected to represent 14% of revenue, down from ~35% in 2016
- DTI's ten largest customers represented less than 60% of 2022 revenue





### **DTI Sales Team Covers Global Markets**

The Sales and Corporate Strategy teams cover customer decision makers at all organizations levels, globally



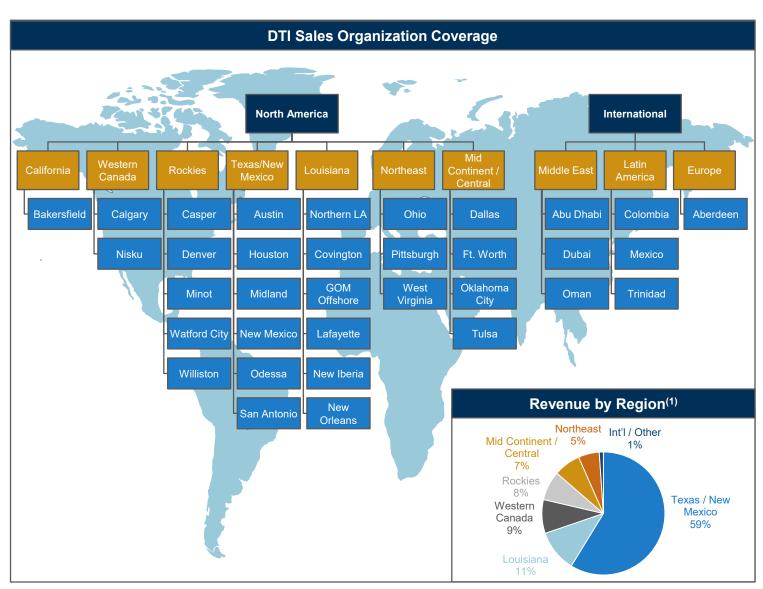
Sales Organization Covers Every Major U.S. Basin and Several Attractive International Markets



Customer "Stickiness"
Enabled by Frequent
Interaction Across
Multiple Layers of
Management



International Regions
Represent Key Growth
Opportunities



### **Significant Upside Through Continued Consolidation**

DTI believes that its established M&A framework and robust M&A pipeline will allow it to rapidly consolidate the oilfield service rental tool industry

• Has reviewed more than 100 potential acquisition targets, with approximately 20 targets in the current pipeline, 10 of which have been identified as addressing a near-term strategic priority



## **Experience Matters!** – The DTI Leadership Team

### Experienced, talented, and committed management team with history of success



Wayne Prejean
President & Chief
Executive Officer



Mike Domino
President, Directional Tool
Rentals Division



David Johnson
Chief Financial
Officer



**Jim Rowell** VP, Premium Tools



Aldo Rodriguez
VP of Sales & Corporate
Development



**Trent Pope**VP, Business Development
Wellbore Optimization Group



Rick Young
VP, QHSE
& Corporate Support



Ashley Lane
VP, International Business
Development



David Cotten
Director,
Technical Services



Chris Conner
General Manager,
Downhole Inspection Solutions



Veda Ragsdill
Director,
Human Resources







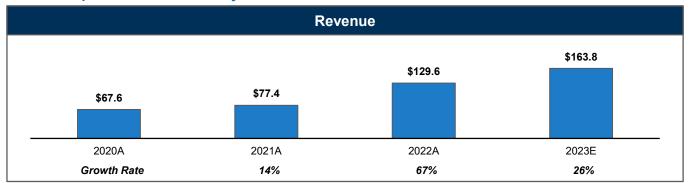


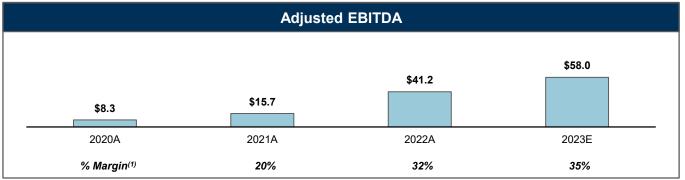


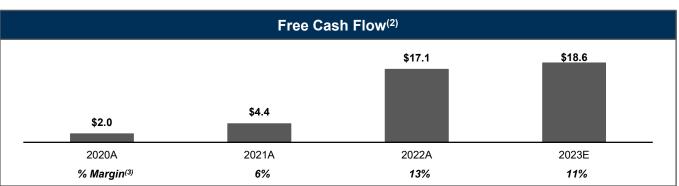
### **Attractive Financial Profile**

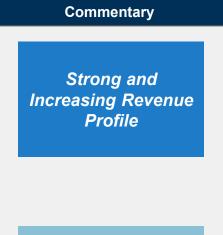
(\$Millions)

Generated positive Adjusted EBITDA margins and cash flow through the pandemic, and now boasts among the top margins and cash flow profiles in the industry









Accelerating EBITDA and Margin Profile

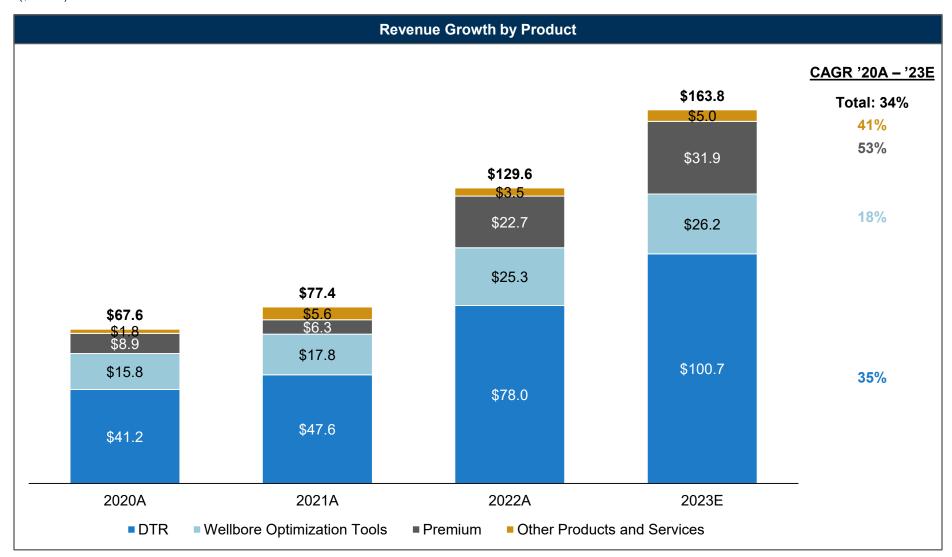
Translating to Record Free Cash Flow Generation

Source: Company financials and management estimates.

- Adjusted EBITDA divided by revenue in the corresponding year.
- Adjusted EBITDA less Maintenance and Growth CapEx.
- 3) Free Cash Flow divided by Revenue in the corresponding year.

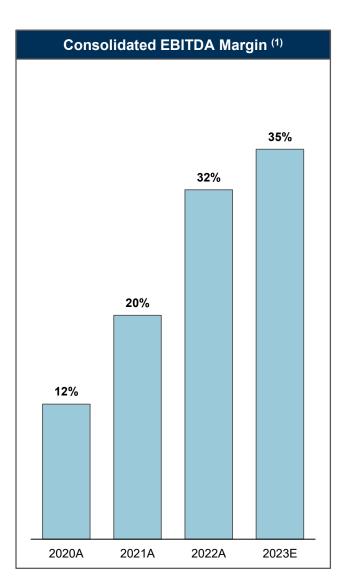
# **Strong Growth Driven by all DTI Products...**

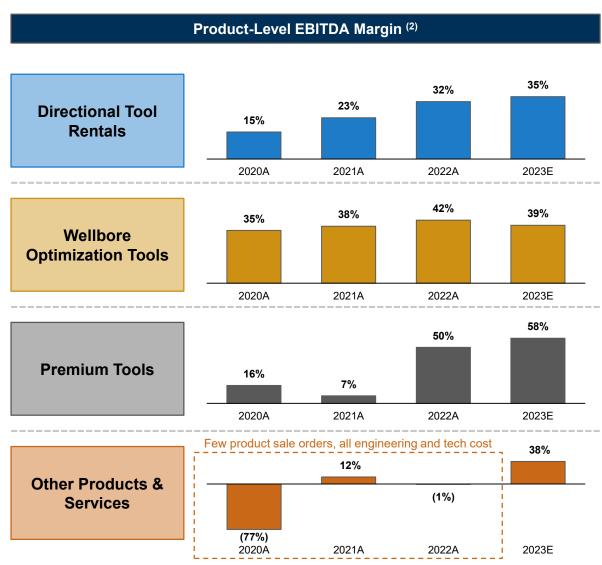
(\$Millions)





# ...Driving Consistently Attractive Margins







Includes full burden of corporate expenses.
 Excludes corporate expense burden.



### **Transaction Summary**

(\$Millions, except where otherwise noted)

#### **Estimated Sources and Uses**

Sources	
Rollover Equity	\$198
SPAC Cash in Trust <sup>(1)</sup>	209
PIPE Proceeds <sup>(2)</sup>	45
Cash from Balance Sheet <sup>(3)</sup>	2
Total Sources	\$455

Uses	
Cash to Selling Common Shareholders	\$
Rollover Equity	198
Retirement of DTI Preferred Equity	11
Paydown of DTI Indebtedness <sup>(3)</sup>	18
Estimated Fees & Expenses <sup>4)</sup>	10
Cash to Balance Sheet	217

- Before the impact of any potential redemptions by ROC Energy's existing shareholders. Actual results in connection with the business combination may differ. Cash in trust available at the consummation of the business combination expected to be higher than \$209 million due to interest accrued on trust investments, net of any ROC tax payments.
- 2) Based on illustrative transaction.

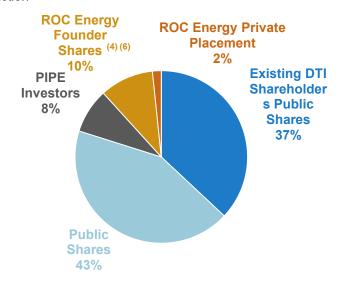
**Total Uses** 

- Based on December 31, 2022 financials.
- Estimated Total Transaction Expenses for both ROC Energy and DTI.
- 5) Pro forma share count assumes 0% redemption by ROC Energy's existing shareholders and includes 19.63 million shares to existing DTI shareholders, 22.77 million ROC Energy public shares (including 20.70 million public shares and 2.07 public rights), 5.18 million ROC Energy founder shares, 0.18 million ROC Energy representative founder shares held by EarlyBird Capital, 4.46 million PIPE shares and 0.88 million ROC Energy Private Placement shares (including 0.80 million private placement shares and 0.08 private placement rights).
- 6) With respect to Non-GAAP financial measures, see "Non-GAAP Financial Measures" on page 3.
- 7) Under certain conditions outlined in the definitive legal documents for the business combination, the founder shares will be reallocated.

Pro Forma Valuation	
Share Price (\$ per share)	\$10.10
(x) Shares Outstanding (millions) <sup>(5)</sup>	53.1
Pro Forma Equity Value	\$536
Less: Pro Forma Cash	(217)
Plus: Pro Forma Debt	
Pro Forma Enterprise Value	\$319
to 2023E Adj. EBITDÆ)	5.5x
2023E Adj. EBITDA	\$58

#### **Pro Forma Ownership**

 Common equity holders are rolling 100% of their shares as part of the Transaction



\$455

### A Differentiated Pro Forma Balance Sheet

Upon close, DTI expects to have zero debt, significant cash, and a streamlined warrant-less capital structure

- Expected zero debt
- Expected significant cash
- No warrant overhang
- ✓ Streamlined capital structure
- Dry powder to execute further M&A
- ✓ Significant advantage vs. OFS peers



- Upon closing, DTI expects to pay down all current indebtedness and come to market with zero debt
- Significant cash position expected, resulting from rollover equity plus potential proceeds from common equity PIPE and ROC cash in trust
- Unlike many sponsors, ROC Acquisition Corp has no warrants, resulting in a streamlined and highly flexible capital structure upon close
- Result 

  A Sturdy Balance Sheet empowering continued growth and value creation

# **Peer Valuation and Operating Metrics**

Robust financial performance and attractive valuation vs. peers

		DRILLING TOOLS (1) INTERNATIONAL	TechnipFMC	Cactus (2)	<b>EXPRO</b>	OLL STATES INTERNATIONAL INC.	Peer Group Median
	Equity Value (\$MM)	\$536	\$6,142	\$3,422	\$2,063	\$530	
Metrics	Enterprise Value (\$MM)	\$319	\$6,551	\$3,569	\$1,863	\$644	
Trading Metrics	EV / 2022A EBITDA	7.8x	10.1x	10.9x	9.0x	8.7x	9.6x
	EV / 2023E EBITDA	5.5x	7.6x	8.4x	6.3x	6.6x	7.1x
Operating Metrics	2020A – 2023E Revenue CAGR	34.3%	4.6%	35.0%	12.1% <sup>(3)</sup>	10.2%	11.1%
	2020A – 2023E EBITDA CAGR	91.2%	29.6%	42.0%	39.4% <sup>(3)</sup>	55.3%	40.7%
	2023E EBITDA Margins	35.4%	11.6%	33.8%	19.7%	11.5%	15.7%
	2023E Free Cash Flow Margin <sup>(4)</sup>	11.3%	8.2%	30.9%	12.5%	8.5%	10.5%
Balance Sheet	Net Debt <sup>(5)</sup> / 2022A EBITDA	(5.3x)	0.6x	0.4x	(1.0x)	1.5x	0.5x



EBITDA includes full burden of corporate expenses. Pro forma for illustrative transaction found on page 37.
 Pro forma for FlexSteel acquisition announced on January 3, 2023 and January 13, 2023 equity issuance.

<sup>3)</sup> Pro forma for business combination with Franks International.

<sup>4)</sup> EBITDA less Total CapEx divided by Revenue.5) Total Debt less Cash and Cash Equivalents.









# **Reconciliation of Adjusted EBITDA**

(\$ in thousands)	2020A	2021A	2022A	2023E
Net income	\$(18,525)	\$2,101	\$21,080	\$23,128
Interest expense, net	2,954	1,229	477	489
Income tax expense/(benefit), net	(5,034)	(209)	3,697	6,908
Depreciation and amortization	23,814	21,718	19,709	26,715
Intangible impairment	3,869	-	-	-
Stock option expense	158	32	-	-
Monitoring fee	718	291	449	779
Reclassification from operating to other expense	39	-	-	-
Other expense/(income)	77	233	(4,218)	-
Unrealized loss - trade securities	247	(157)	-	-
Loss/(gain) on non-op assets	(23)	(25)	(32)	-
PPP loan forgiveness	-	(8,575)	-	-
Real estate sales proceeds	-	(899)	_	
Adjusted EBITDA	\$8,294	\$15,739	\$41,163	\$58,019

### **Risk Factors**

#### **Risk Factors Summary**

Certain factors may have a material adverse effect on our business, financial condition and results of operations. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that adversely affect our business. If any of the following risks actually occurs, our business, financial condition, results of operations and future prospects could be materially and adversely affected. In that event, the trading price of our common stock following the business combination could decline, and you could lose part or all of your investment.

#### Risks Relating to Our Business and Industry

Certain factors may have a material adverse effect on our business, financial condition and results of operations. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that adversely affect our business. If any of the following risks actually occurs, our business, financial condition, results of operations and future prospects could be materially and adversely affected. In that event, the trading price of our common stock following the business combination could decline, and you could lose part or all of your investment.

Potential investors are encouraged to review the "Risk Factors" section of SPAC's proxy statement/registration statement on Form S-4.

#### Risks Relating to Our Business and Industry

- We are dependent upon the level of activity in the oil and gas industry, which is volatile and has caused, and may in the future cause, fluctuations in our operating results. Volatility and declines in oil and gas prices may adversely affect our financial condition and results of operation.
- We operate in a highly competitive industry, and the introduction of new products and technologies by our competitors, as well as the expiration of the intellectual property rights protecting our products and technologies, could lead to lower revenue and earnings.
- We are dependent on a relatively small number of customers in a single industry. The loss of an important customer could adversely affect our results of operations and financial condition.
- · A portion of our revenue is derived from our non-United States operations and sales, which exposes us to additional risks inherent in doing business in other countries.
- If we fail to continue to improve and enhance the functionality, performance, reliability and design of our products in a manner that responds to our customers' evolving needs, our business may be adversely affected.
- · Quality inconsistency, defects and product failures could harm our reputation and adversely affect our business, financial condition, results of operations and prospects.
- We may be unable to manage our growth effectively.
- · A financial downturn could negatively affect our business, results of operations, financial condition and liquidity.
- Inflation may increase the cost of operations beyond what we can recover through price increases.
- · Events outside of our control, including an epidemic or outbreak of an infectious disease, such as COVID-19, may materially adversely affect our business.
- Cyberattacks or other failures in telecommunications or IT systems could result in client or proprietary information theft, data corruption and significant disruption of our business operations. Our services may be perceived as not being secure, clients may curtail or stop using our services and we may incur significant legal and financial exposure and liabilities.
- · If we fail to attract and retain qualified management and skilled technical personnel, our business may be adversely affected
- We may incur indebtedness following the business combination that could adversely affect our business.
- . The terms and covenants in our existing indebtedness restrict our ability to engage in some business and financial transactions, which could adversely affect our business.

#### Risks Relating to Legal and Regulatory Matters

- We could be adversely affected if we fail to comply with any of the numerous existing or future federal, state, local and foreign laws, regulations and policies that govern environmental protection, manufacturing and other matters applicable to our businesses.
- The legal and regulatory landscape concerning oil & gas is complex and constantly changing. The adoption of any future federal, state, local or foreign laws or regulations imposing reporting obligations on, banning or in any other way limiting hydraulic fracturing, land or offshore drilling, or any other aspect of oil and gas exploration could make it more difficult for our clients to complete natural gas and oil wells, which could have a material adverse effect on our business, results of operations and financial condition.
- We may be unable to protect our proprietary rights in our products, technologies and processes.
- · Legislative or regulatory initiatives, conservation measures or technological advances could reduce demand for oil and gas and, in turn, reduce demand for our products.
- · Climate change laws and regulations restricting emissions of greenhouse gasses could result in increased operating costs and reduced demand for our products.
- Our business exposes us to potential environmental, product or personal injury liability.
- We may not have adequate insurance for potential environmental, product or personal injury liabilities.



### Risk Factors (Cont'd)

#### Risks Relating to Legal and Regulatory Matters

- We could be adversely affected if we fail to comply with any of the numerous existing or future federal, state, local and foreign laws, regulations and policies that govern environmental protection, manufacturing and other matters applicable to our businesses
- The legal and regulatory landscape concerning oil & gas is complex and constantly changing. The adoption of any future federal, state, local or foreign laws or regulations imposing reporting obligations on, banning or in any other way limiting hydraulic fracturing, land or offshore drilling, or any other aspect of oil and gas exploration could make it more difficult for our clients to complete natural gas and oil wells, which could have a material adverse effect on our business, results of operations and financial condition.
- · We may be unable to protect our proprietary rights in our products, technologies and processes.
- · Legislative or regulatory initiatives, conservation measures or technological advances could reduce demand for oil and gas and, in turn, reduce demand for our products.
- · Climate change laws and regulations restricting emissions of greenhouse gasses could result in increased operating costs and reduced demand for our products.
- · Our business exposes us to potential environmental, product or personal injury liability.
- We may not have adequate insurance for potential environmental, product or personal injury liabilities.

#### Risks Relating to Ownership of Our Securities

- · We may not meet the expectations of the market or achieve the valuation indicated in our business combination.
- The price of our securities may be volatile and may trade significantly below the price you pay for them.
- · Our financial projections may not prove to be reflective of actual future results.
- . There may be circumstances in which the interests of our significant stockholders could conflict with the interests of our other stockholders.

#### Risks Relating to Third-Party Relationships

- Our customers and the third parties with whom we contract are participants in the oil and gas, manufacturing, engineering and various other industries and are therefore subject to a number of risks specific to their industries, which directly or indirectly subjects our business to many of the same risks to which their respective operations are subject.
- If the security measures of the third parties with whom we contract are breached and unauthorized access is obtained to client or proprietary data or our IT systems, we may incur significant legal and financial exposure and liabilities.

