



*(NYSE-MKT: RLGT)*



# Disclaimer

## **Forward-Looking Statements**

*This presentation and discussion includes forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended, and such statements are subject to the safe harbor created by those sections and the Private Securities Litigation Reform Act of 1995, as amended. All statements, other than statements of historical fact, including without limitation statements regarding the financial position, strategic plan and other plans, projections, future industry characteristics, growth expectations, future ability to identify, consummate, and integrate acquisitions, and objectives for our future operations, are forward-looking statements. Such statements may be identified by their use of terms or phrases such as “may,” “could,” “expects,” “estimates,” “projects,” “believes,” “anticipates,” “plans,” “intends,” and similar terms and phrases. Forward-looking statements are based upon the current beliefs and expectations of our management and are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified, which could cause future events and actual results to differ materially from those set forth in, contemplated by, or underlying the forward-looking statements. Although we believe that such forward-looking statements are based on reasonable assumptions, we give no assurance that our expectations will in fact occur. For examples of risks, uncertainties, and events that may cause our actual results to differ materially from the expectations we describe in our forward-looking statements, see “Risk Factors” in the prospectus to which this offering relates and the documents incorporated by reference therein. Existing and prospective investors are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise, except for the extent required by applicable securities laws.*

## **Non-GAAP Financial Data**

*This presentation includes the use of EBITDA, adjusted EBITDA, adjusted net income, and adjusted net income per share, which are financial measures that are not in accordance with generally accepted accounting principles (“GAAP”). Each such measure is a supplemental non-GAAP financial measure that is used by management and external users of our financial statements, such as industry analysts, investors and lenders. While management believes such measures are useful for investors, they should not be used as a replacement for financial measures that are in accordance with GAAP.*

*We define EBITDA to exclude the effects of preferred stock dividends, interest and taxes, and excludes the “non-cash” effects of depreciation and amortization on long-term assets. Companies have some discretion as to which elements of depreciation and amortization are excluded in the EBITDA calculation. We exclude all depreciation charges related to furniture and equipment, all amortization charges, including amortization of leasehold improvements and other intangible assets. We define adjusted EBITDA to exclude changes in contingent consideration, expenses specifically attributable to acquisitions, severance and lease termination costs, F/X gains and losses, extraordinary items, share-based compensation expense, non-recurring litigation expenses, and other non-cash charges. For adjusted net income and adjusted net income per share, management uses a 31% tax rate for calculating the provision for income taxes before preferred dividend requirement to normalize the Company’s tax rate to that of its competitors and to compare the Company’s reporting periods with difference effective tax rates. In addition, in arriving at adjusted net income, the Company adjusts for significant items that are not part of regular operating activities. These adjustments include acquisition costs, transition, severance and lease termination costs, non-recurring litigation expenses as well as depreciation and amortization and certain other non-cash charges.*

*Our presentation of EBITDA, adjusted EBITDA, adjusted net income, and adjusted net income per share should not be construed as an inference that our results will be unaffected by unusual or non-recurring items. Our computations of EBITDA, adjusted EBITDA, adjusted net income, and adjusted net income per share may not be comparable to other similarly titled measures of other companies.*

# Radiant Logistics – Investment Highlights

## ■ **Leading Non-Asset Based Multi-Modal 3<sup>rd</sup> Party Logistics (3PL) Provider**

- Low capital intensity offers strong cash flow and return characteristics
- Significant flexibility in responding to changing industries and economic conditions

## ■ **Dense Geographical Footprint**

- More than 100 operating locations across North America (including 20 company owned locations)
- Geographic reach and product offering provides compelling opportunity for new agents to join network

## ■ **Highly Diversified Customer and Agent Base**

- 10,000+ individual customers
- No single agency station accounting for > 5% of net revenues

## ■ **Strong and Consistent Growth Since Inception**

- 33% annual revenue growth and 43% annual adjusted EBITDA growth between fiscal 2006 and fiscal 2018
- Continued growth in adjusted EBITDA is projected for fiscal 2019

## ■ **Well Positioned for Continued Growth with Track Record of Execution**

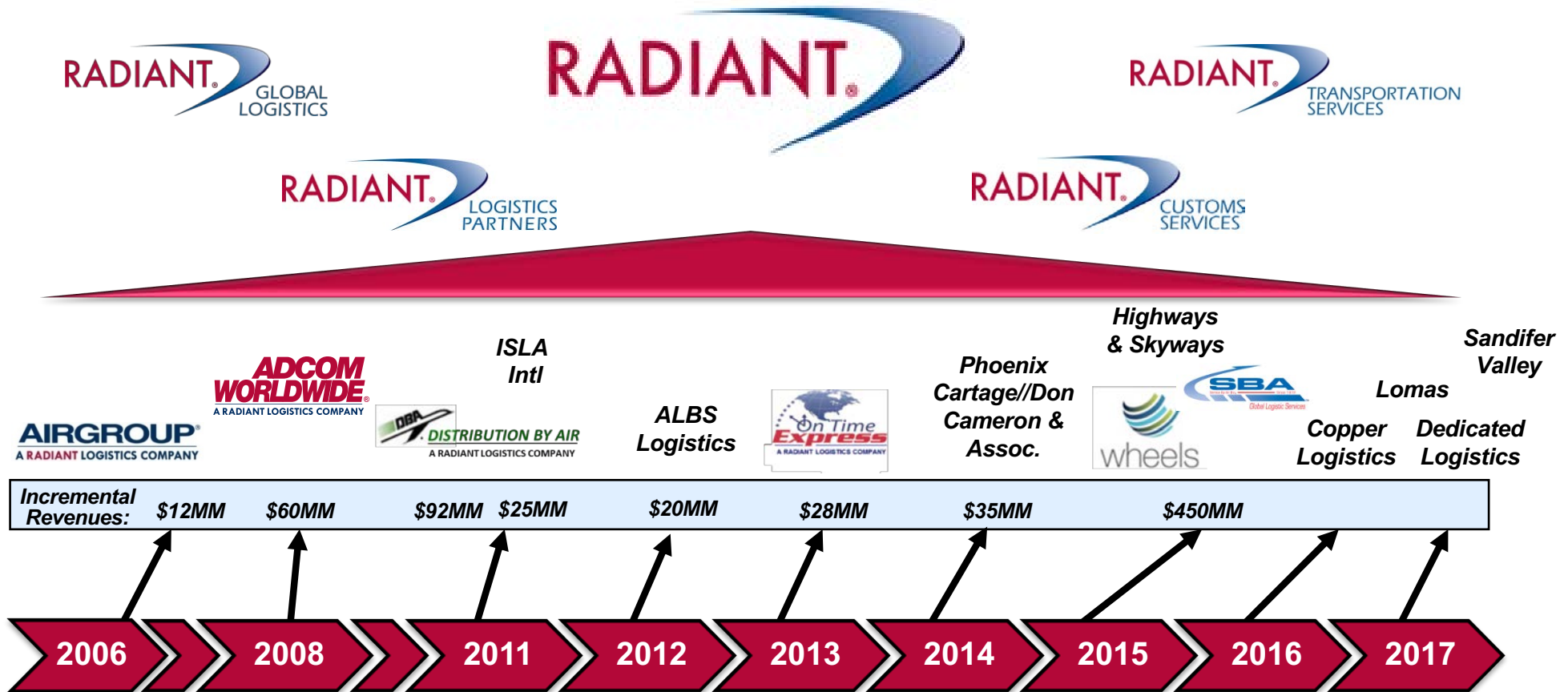
- Completed 18 acquisitions since January 2006
- Low leverage and ample liquidity for future acquisitions
- Current platform provides broad universe of potential M&A opportunities

## ■ **Proven Management Team Aligned with Shareholders**

- Radiant continues to be led by its founder and CEO, Bohn Crain
- Significant ownership by insiders, including approximately 10.0 million shares (~20%) by Bohn Crain

# Company History

- Radiant has significant experience executing and integrating attractive acquisition targets, and has built a strong network brand portfolio



## Radiant Acquisition History

# Diversified Customer Base

- Radiant provides customized time critical domestic and international transportation and logistics solutions to manufacturers, distributors and retailers

## Highly Diversified Customer Base

- Over 10,000 individual customers
- No single agency station accounts for more than 5% of net revenues
- Top 5 agency stations account for less than 15% of net revenues
- Top 10 customers account for less than 15% of net revenues
- Best in class customer service

## Industries Served



Aviation & Automotive



Military & Government



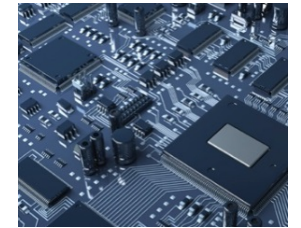
Manufacturing & Consumer Goods



Industrial & Farm



Medical, Healthcare & Pharmaceuticals



Electronics & High Tech



Oil & Gas/Energy



Trade Shows, Events & Advertising



Retail

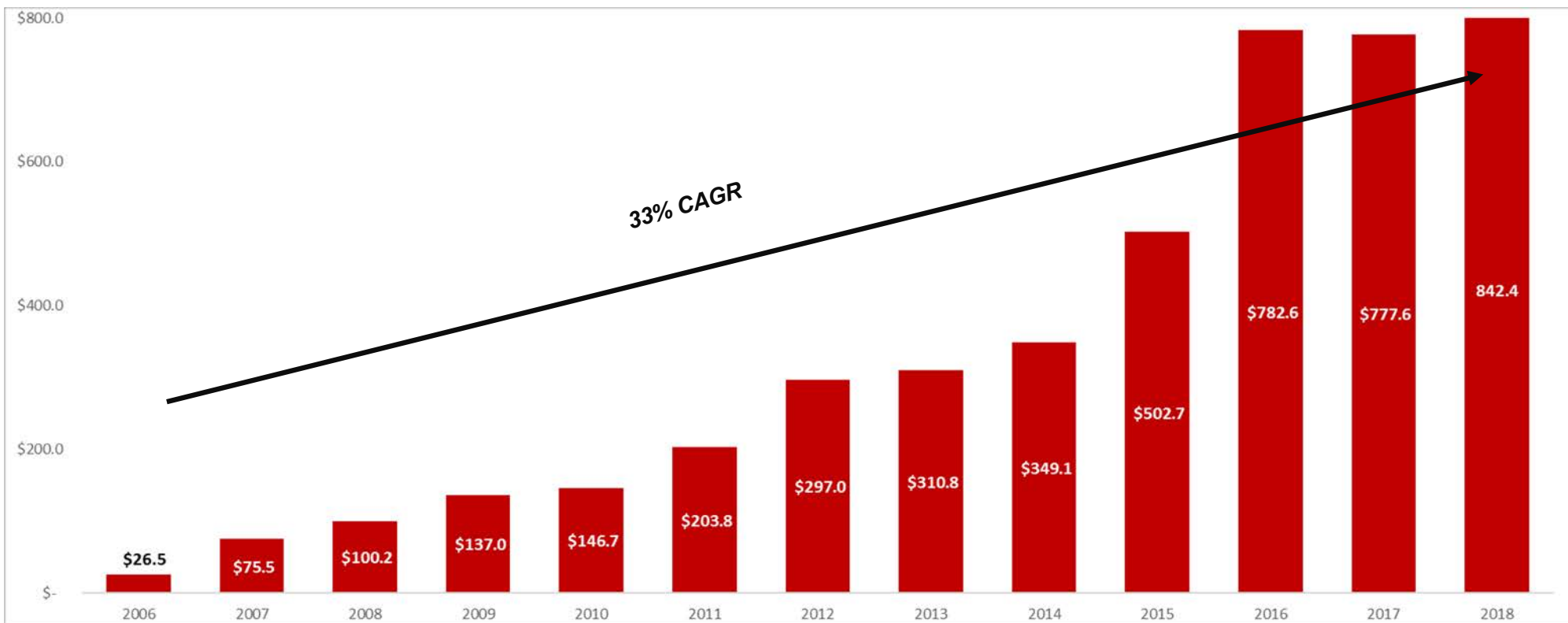
# Strategic Direction – The “Gray Tail”

- Structural changes within the freight forwarding community, resulting from industry deregulation in the 1970s and the natural “graying” of industry pioneers, provide an opportunity to support the logistics entrepreneur in transition
- Uniquely positioned to bring value to the logistics entrepreneur
  - Leveraging our status as a public company to provide network participants with a framework to share in the value that they help create
  - Solid platform in terms of network, people, process and technology to “scale” the business
  - Ideal long term partner in terms of succession planning and liquidity
- Systematically, we plan to convert key agent-based offices to company-owned offices and strategically acquire and integrate other additional non-asset based operations
- Radiant has identified and is in varying stages of due diligence with a number of potential acquisitions

# Solid revenue growth since inception.

## Gross Revenue

(\$ in millions)

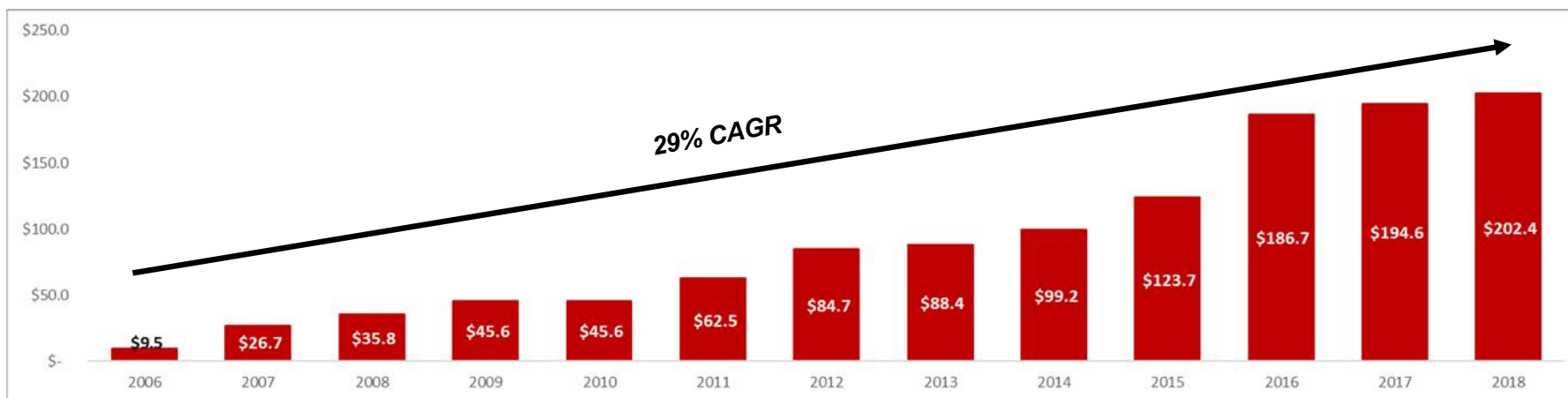


# Adjusted EBITDA as a % of net revenues is key metric.

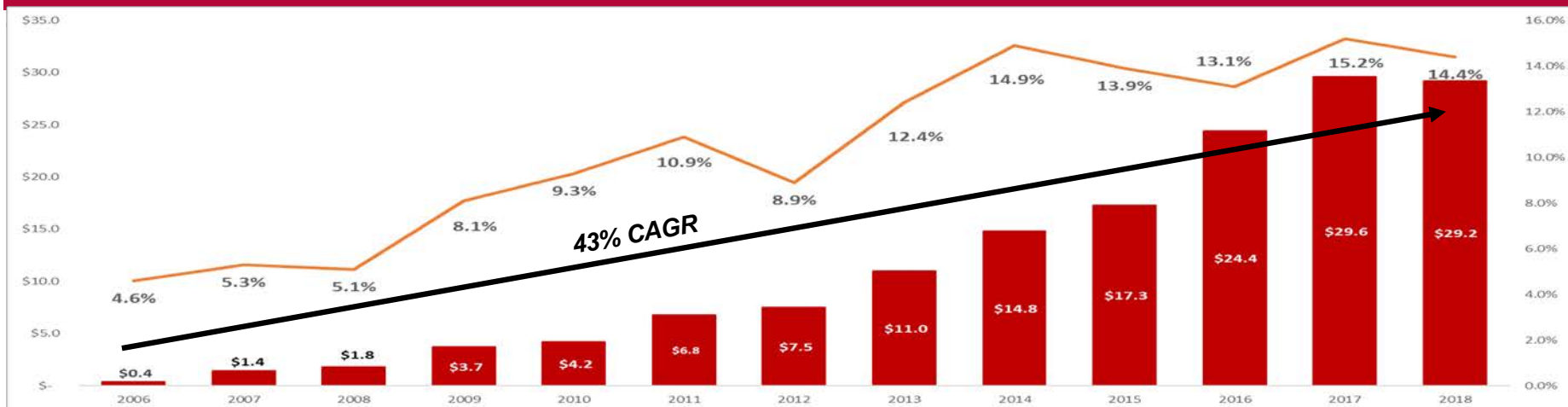
Adjusted EBITDA as a % of Net revenues

## Net Revenue

(\$ in millions)



## Adjusted EBITDA and Adjusted EBITDA as a % of Net Revenues





# Wheels: Expanding Geographic Reach and Product Offering



- On April 2, 2015, Radiant closed the acquisition of Wheels, one of the largest non-asset based third party logistics providers based in Canada
- Transaction value of approximately CAD \$95 million<sup>(1)</sup>
- Wheels, founded in 1988, provides a variety of services throughout the United States and Canada
  - Intermodal
  - Truck brokerage
  - Third party logistics solutions
  - Warehouse and distribution service offerings
- Strong focus on support of U.S. shippers looking to access the Canadian markets
- Approximately half of Wheels revenue is generated in Canada and half in the United States

## Investment Highlights

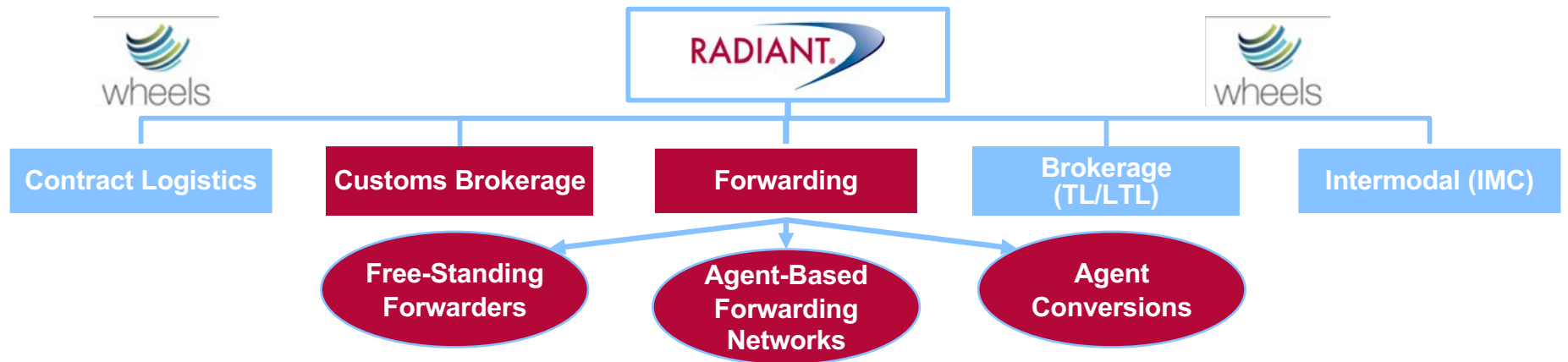
- **Strong Track Record of Profitable Organic Growth**
  - Double digit organic revenue growth since 1988 (18% with acquisitions; 14% organic)
- **Broad Intermodal and Truck Brokerage Capabilities in the U.S. and Canada**
  - Non-asset based business model with a leading position in Canada and a significant footprint in the U.S.
- **Strong Partner Relationships & Commitment to Quality**
  - Qualified partner network of over 6,000 carriers
- **Diversified Customer Base & Excellent Retention**
  - Large multi-national and mid-market accounts diversified across multiple industries with no customer representing more than 10% of total sales
- **Well-positioned to for further consolidation in Canada**

<sup>(1)</sup> Implied Wheels enterprise value based on the 6.9M RLGT shares valued at \$4.25 per share.

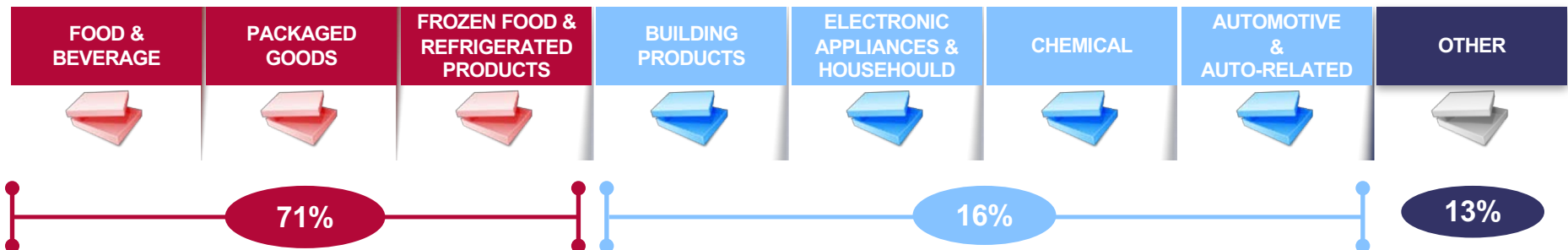
# Wheels: Transaction Rationale

- Broadens geographic reach and product service offering to customers
- Provides greater growth opportunities from both cross-selling and acquisition perspectives
- Further diversifies customer base (by industry, by market, by mode and service, and by customer)

## Combined Service Verticals



## Wheels Customer Base



# Management Team

## **Bohn Crain**

*Founder & CEO*

- Founder, Chairman and CEO of Radiant since October 2005
- Over 20 years of industry and capital markets experience in transportation and logistics, including over 10 years at CSX

## **Todd Macomber**

*Senior Vice President & CFO*

- Senior Vice President and CFO of Radiant since March 2011
- Previously Chief Accounting Officer and Corporate Controller since Dec. 2007

## **Arnie Goldstein**

*Chief Commercial Officer*

- Senior Vice President and CCO of Radiant since June 2016
- Over 30 years of progressive sales and operations experience at Hellman, Pacer, Wilson UTC and Danzas/AEI.

## **Joe Bento**

*COO, Forwarding Operations*

- Joined Radiant in January of 2016 as Senior Vice President with oversight of field sales and operations of forwarding operations
- Over 20 years of progressive sales and marketing experience, including leading strategic sales and operational teams in the logistics industry at CEVA/Eagle and SEKO.

## **Tim Boyce**

*COO, Brokerage Operations*

- Joined Wheels in 2012
- Over 19 years experience in the transportation industry with senior roles at CP Rail, Canpar Transport and TST Overland Express

# Growth and Opportunity

## ■ Organic Growth

- Traditional same store growth
- New store growth

## ■ Acquisition

- Agent station conversions
- Agent station external
- Forwarding networks
- Stand alone forwarders
- Brokerage opportunities (truck and intermodal)

## ■ Technology

- On going technology investments will drive both revenue and cost synergies.

## ■ Optimizing the Capital Structure

- Up-sized and extended our \$75.0 Million senior credit facility: 5-year term and includes a \$50.0 Million accordion to support M&A opportunities (June 2017)
- Preferred vs debt: 9.75% dividend with no tax shield (December 2018)

# Investment Highlights

## Proven Management Team Aligned with Shareholders

- Radiant continues to be led by its founder and CEO, Bohn Crain
- Significant insider ownership of approximately 20%

## Leading Non-Asset Based 3PL Provider

- Low capital intensity
- Strong cash flow and return characteristics

## Proven M&A Capability and Positioned for Growth

- Completed 18 acquisitions since January 2006
- Low leverage with multiple drivers for value creation



## Dense North American Footprint with Global Reach

- More than 100 locations across North America:
  - 20 Company owned locations
  - Global partner network

## Strong and Consistent Growth Since Inception

- 33% annual revenue growth and 43% annual adj. EBITDA growth between fiscal 2006 and fiscal 2018
- Strong growth expected to continue into FY2019

## Highly Diversified Customer and Agent Base

- Radiant serves over 10,000 individual customers
- No single agency station accounts for more than 5% of net revenues

(1) FY 2017 results will be reported on or about September 12, 2017

*It's the Network that Delivers!*<sup>®</sup>

**THANK YOU**