Rocket Lab USA, Inc.

Q3 2022 INVESTOR UPDATE

November 09, 2022

rocketlabusa.com

ROCKETLAB

DISCLAIMER AND FORWARD LOOKING STATEMENTS

Forward Looking Statements

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

Use of Non-GAAP Financial Measures

To supplement our unaudited consolidated financial statements presented on a basis consistent with GAAP, we disclose certain non-GAAP financial measures, including non-GAAP gross margin, operating expenses, operating expenses as a percentage of revenue, income from operations as percentage of revenue, research and development expenses, net selling, general and administrative expenses and diluted earnings per share. These supplemental measures exclude the effects of (i) stock-based compensation expense; (ii) amortization of purchased intangible assets; (iii) other non-recurring interest and other income (expenses), 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. These non-GAAP measures should only be viewed in conjunction with corresponding GAAP measures. We encourage investors to review the detailed reconciliation of our GAAP and non-GAAP presentations in our Earnings Release dated November 9, 2022. We have not provided a reconciliation for forward-looking non-GAAP financial measures because, without unreasonable efforts, we are unable to predict with reasonable certainty the amount and timing of adjustments that are used to calculate these non-GAAP financial measures, particularly related to stock-based compensation and its related tax effects.

TODAY'S PRESENTERS

Peter Beck
Founder, Chief Executive Officer, Chief Engineer

Adam Spice
Chief Financial Officer

AGENDA

1 Introduction

2 Key Accomplishments

3 Financial Highlights and Outlook

4 Q&A

5 Upcoming Conferences and Events

SECTION

01

KEY ACCOMPLISHMENTS Q3 2022

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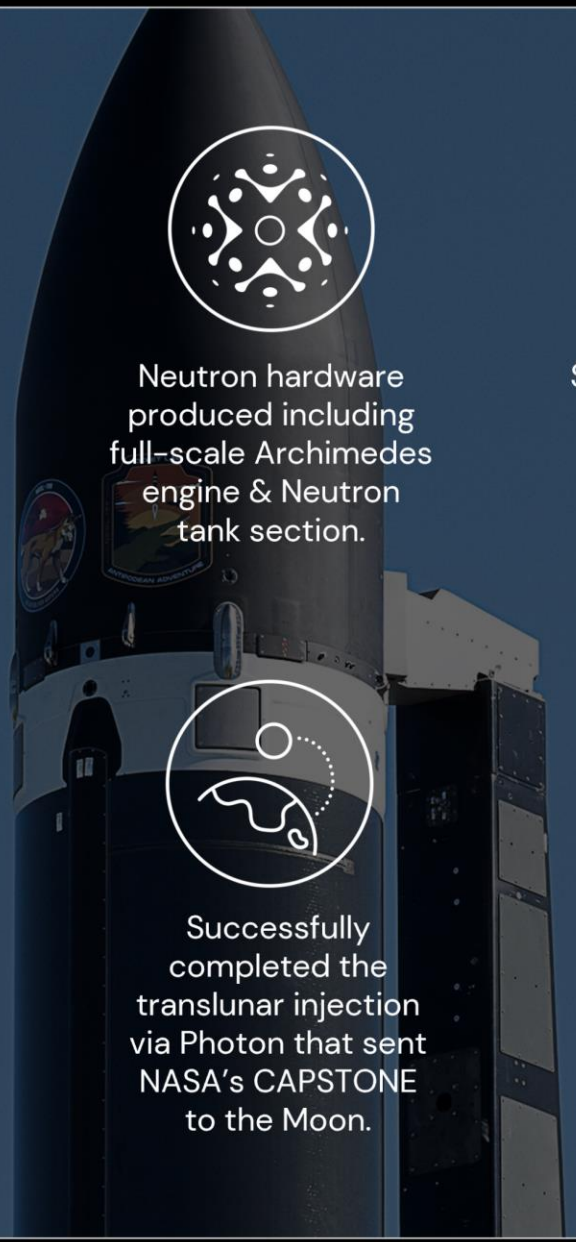


Launched 3 successful Electron missions for USG national security customer and commercial constellation operator.

Matched annual launch record in Q3, surpassed it in early Q4.

Neutron hardware produced including full-scale Archimedes engine & Neutron tank section.

Selected NASA Stennis Space Center as the site for Neutron engine testing & development.

Completed high-volume manufacturing line for satellite reaction wheels and began prototype production for mega constellation customer.

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

Awarded contract to supply solar power for three Next Gen OPIR GEO (NGG) satellites for U.S. Space Force.

Successfully completed the translunar injection via Photon that sent NASA's CAPSTONE to the Moon.

Awarded USTRANSCOM contract to explore cargo transport use for Electron, Neutron, and Photon.

Progress made on Electron reusability with successful hot fire of a recovered Rutherford engine for the first time.

THREE SUCCESSFUL LAUNCHES IN Q3

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

Successful missions for repeat customers, the National Reconnaissance Office & Synspective.

Major mission milestones achieved in Q3:
+ 30th Electron launch
+ 300th Rutherford engine in space
+ 150th satellite deployed

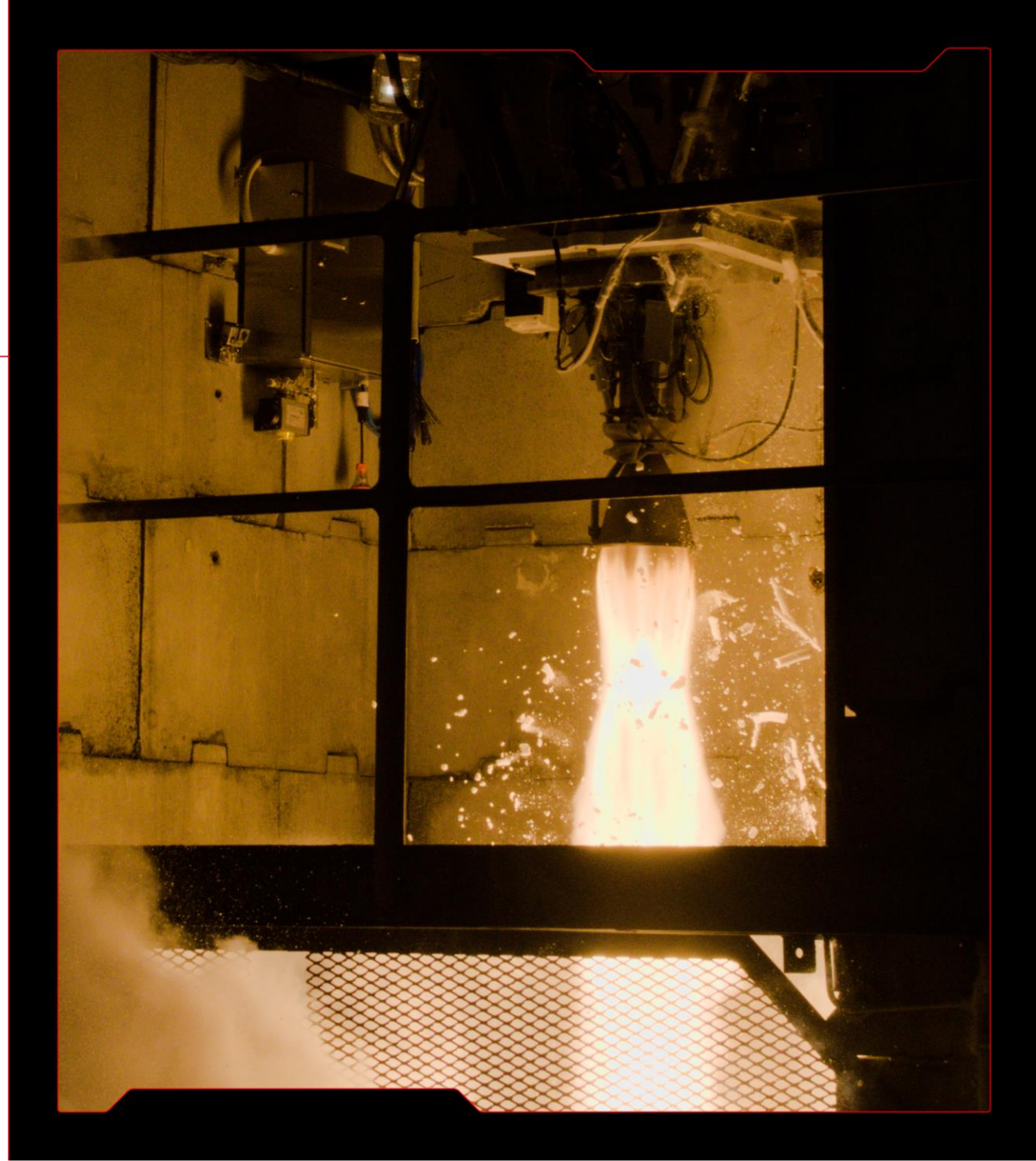
Successful missions in Q3 maintain Rocket Lab's monthly Electron launch cadence since end of Q1 2022.

SUCCESSFUL HOT FIRE OF A PRE-FLOWN RUTHERFORD ENGINE

Refurbished first stage Rutherford engine from previous recovery mission successfully test fired for the first time.

200 seconds of engine fire and multiple restarts, with refurbished engine performing to same standard of a newly-built one.

Successful hot fire is a major milestone in Electron reusability program.



ROCKET LAB RESPONSIVE SPACE PROGRAM

The leader in responsive launch.

Satellites fail through accidental and deliberate actions.

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

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


NEUTRON

NEUTRON ENGINE TEST SITE SELECTED

1 million square foot area and exclusive use of NASA infrastructure to test and develop Archimedes engine.

Pursuing capital investment from Mississippi Development Authority to further develop facilities and infrastructure for Archimedes.

Securing Stennis Space Center enables immediate use of existing infrastructure, eliminating construction long-lead time to fast-track Neutron to first launch.

ARCHIMEDES ENGINE PROGRESS

3D-printed Archimedes components produced in Q3, 2022 as engine development tightens.

Oxidizer-rich closed engine cycle for Archimedes optimized for reliability and reuse.

On schedule for the first test of Archimedes engine components in 2023.

MOLDS COMPLETE, HARDWARE IN PRODUCTION

Full-scale prototype hardware being developed, including Archimedes engine and Neutron tank structures.

With long-lead time production tooling completed, vehicle design is locked in and parts can be made quickly to speed up development timeline.

ROCKET-BUILDING ROBOTS

Automated fiber placement of Neutron's advanced composite material is optimized for performance, speed, and cost.

Advanced composite manufacturing technique: used to fabricate complex, lightweight vehicle structures with superior strength qualities.

Complete tanks can be manufactured within days, with minimal human labor and less material and waste compared to traditional metallics.

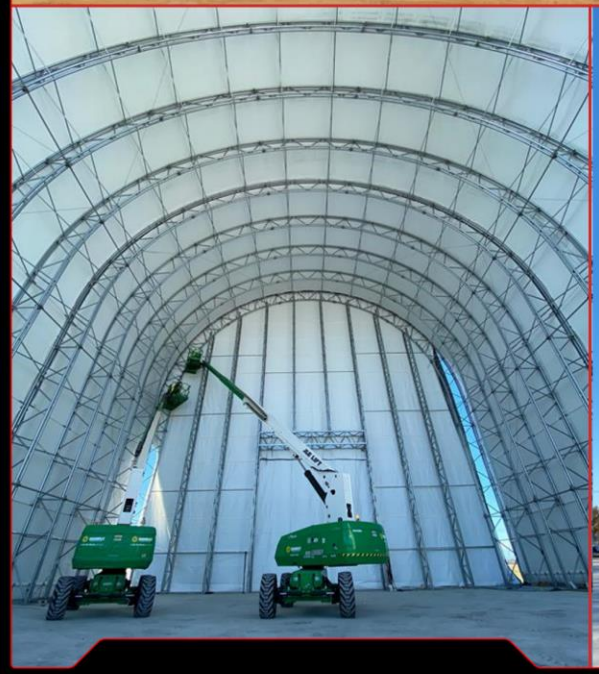
NEUTRON FACTORY

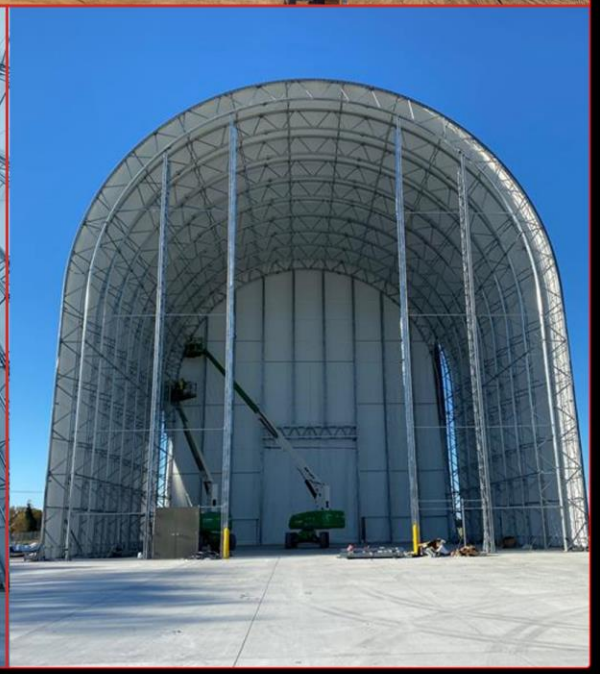
Concrete poured in Wallops Island, Virginia.

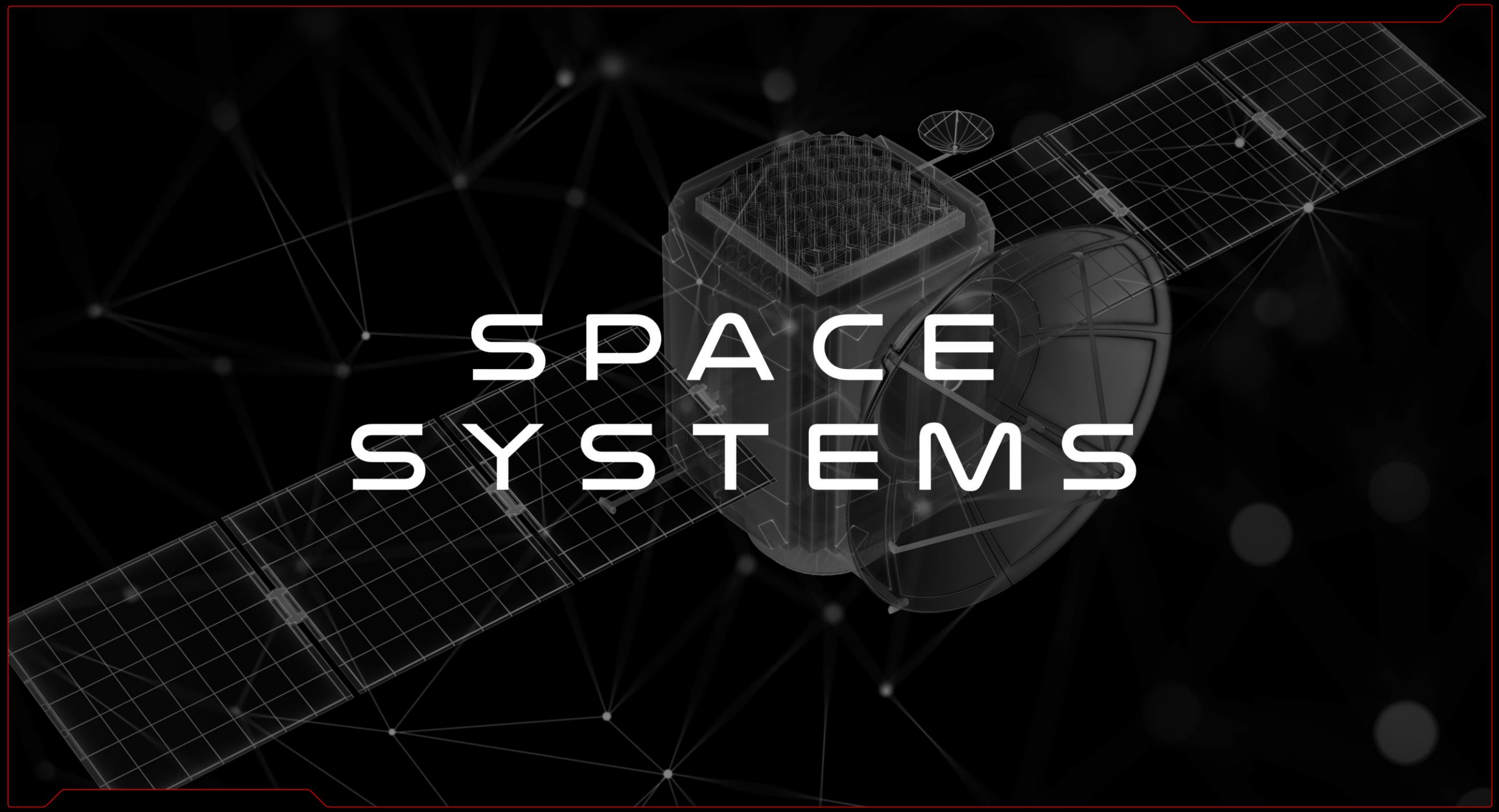
First production facility built at Neutron Production Complex within six months of ground-breaking.

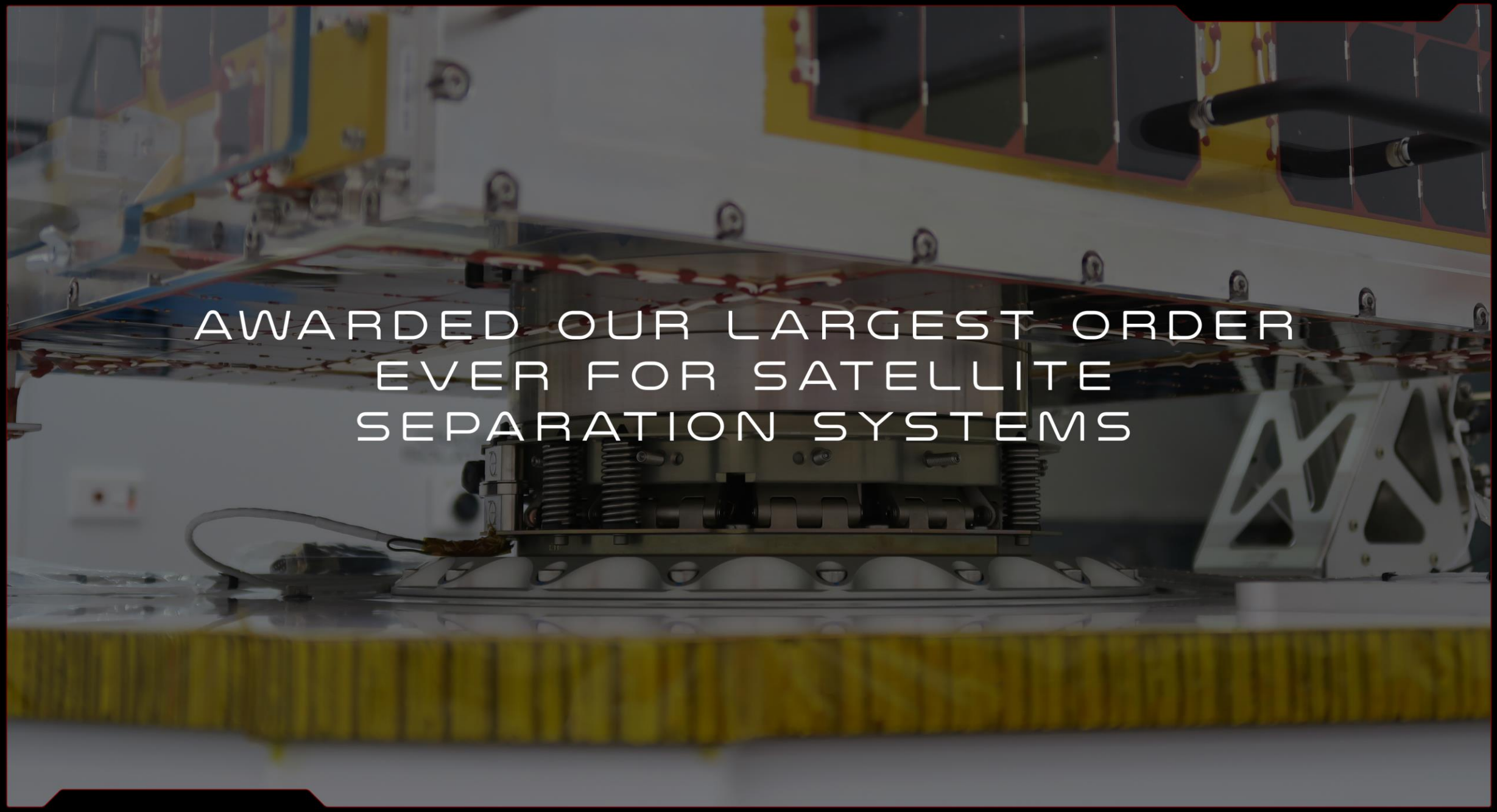
Neutron Production Complex serves as a development site for tank testing, enabling rapid build and test iteration.

First Neutron Stage 1 tank structure to be built at the site in Q1 2023.






SPACE
SYSTEMS


AWARDED OUR LARGEST ORDER
EVER FOR SATELLITE
SEPARATION SYSTEMS

MAJOR CONTRACT FOR NEXT-GEN DOD SATELLITES

Rocket Lab to provide Motorized Lightbands to Lockheed Martin & one other undisclosed customer for U.S. Department of Defense's next-gen Tranche 1 Tracking Layer (T1TL) constellation.

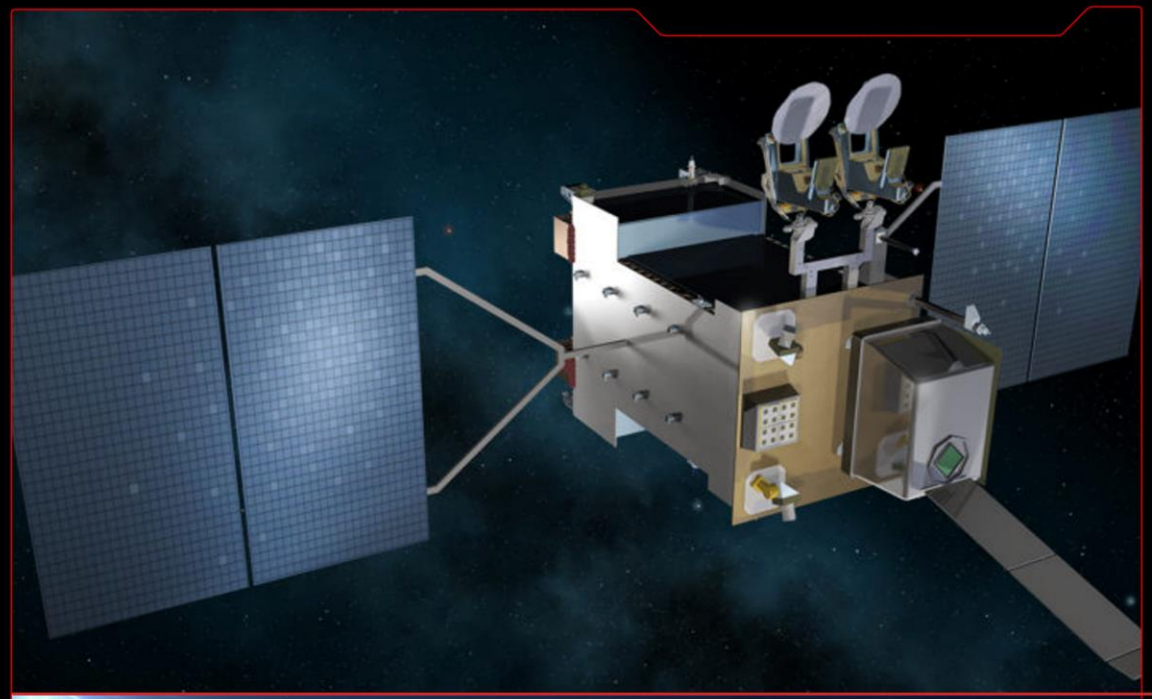
Award represents two-thirds of separation systems required for T1TL & totals $14 million.

Rocket Lab's Motorized Lightbands are highly trusted with 100% mission success rate and highest Technology Readiness Level by the U.S. Government.

SUPPLYING POWER TO U.S. GLOBAL MISSILE WARNING SATELLITES

Awarded contract to supply solar power to Lockheed Martin for three large missile warning satellites for the U.S. Space Force.

Latest contract continues long-standing SolAero support of missile-warning satellites for U.S. Space Force.



ONGOING SUPPORT FOR IMPORTANT DARPA MISSION

Significant milestone achieved in Q3 2022 for DARPA and Space Development Agency's Mandrake-2 mission, supported by Rocket Lab MAX mission software.

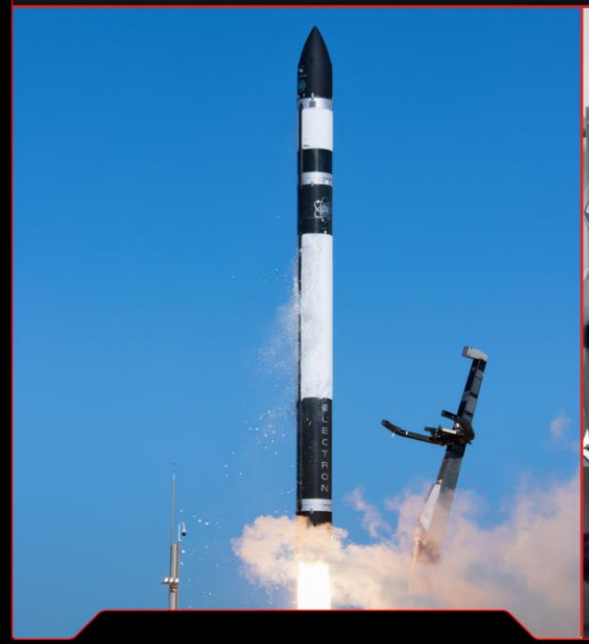
Successful transfer of data between two satellites 110+km apart as part of DARPA & SDA's concept for future constellation that communicates at the speed of light.

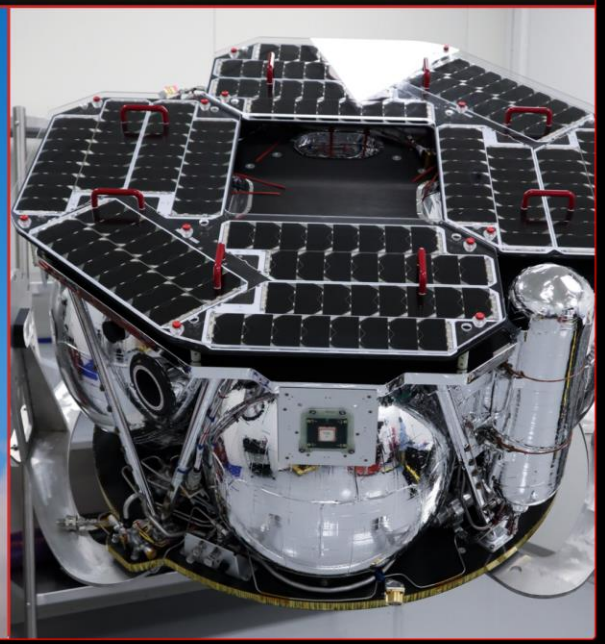
Space software, mission operations, star trackers and reaction wheels, and separation systems all provided by Rocket Lab for Mandrake-2 mission.

EXPLORING THE FUTURE OF TRANSPORT WITH U.S. GOVT

Signed agreement with U.S. Transportation Command to explore uses of Neutron, Electron, and Photon for cargo transportation, on-orbit depots, & point-to-point travel.

Agreement strengthens relationship with U.S. Space Force and Federal Government as they consider commercial capabilities for future logistics missions.



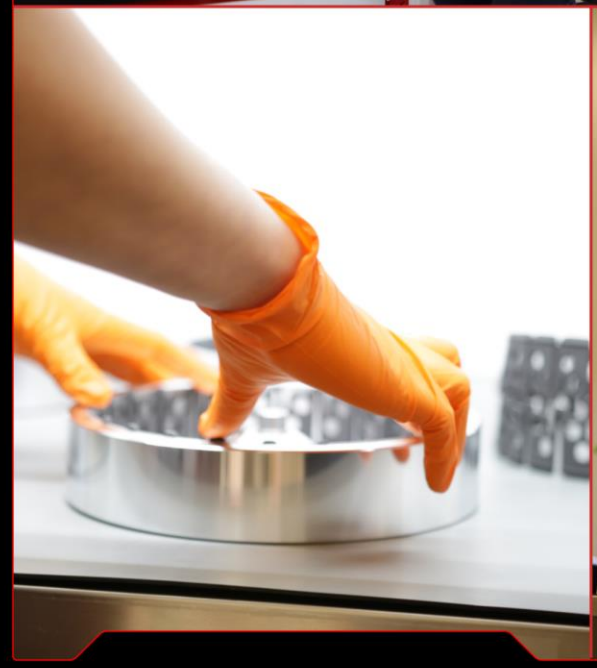


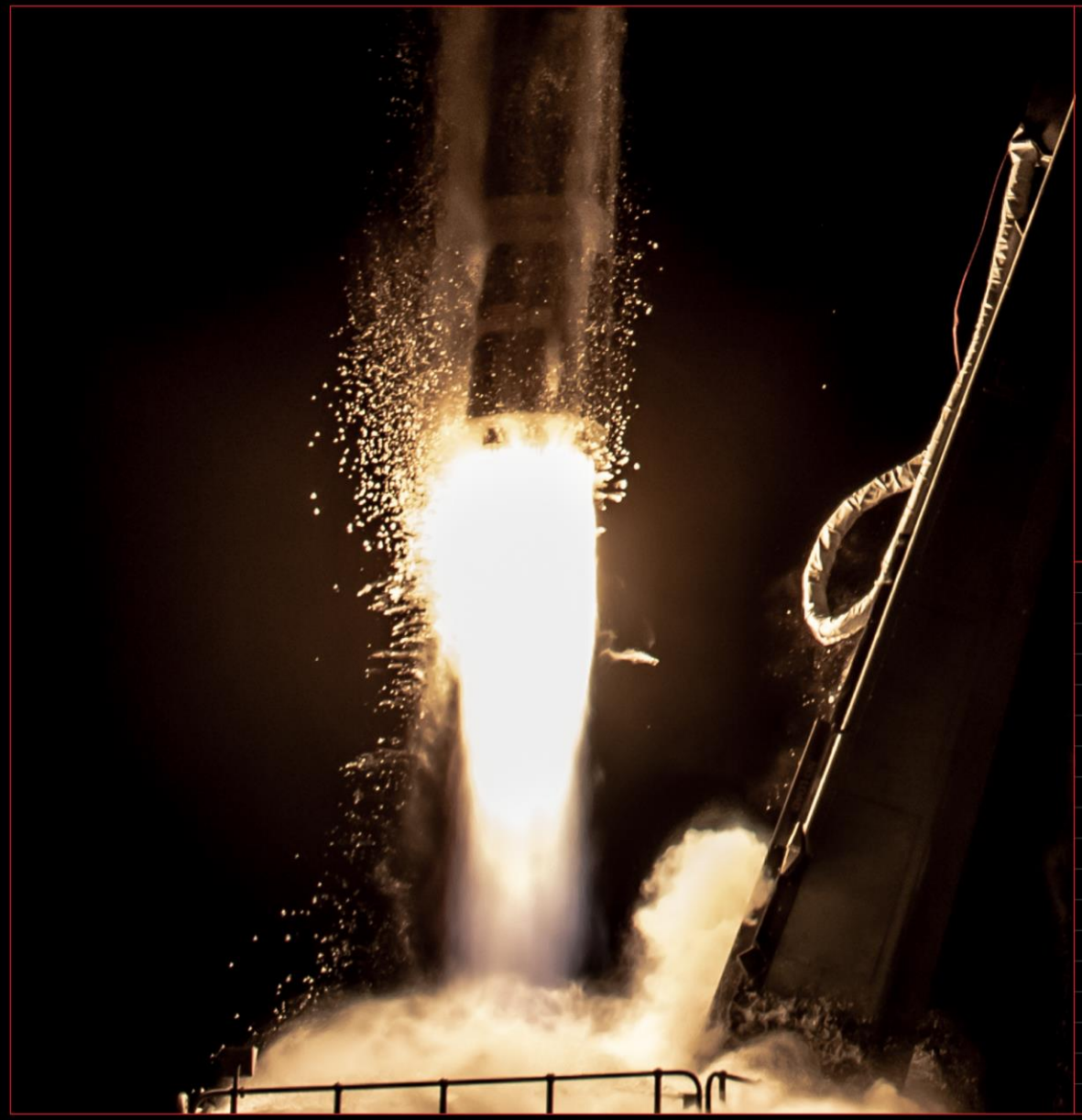
HIGH VOLUME REACTION WHEEL PRODUCTION LINE ESTABLISHED

Construction completed within 18 months, now producing reaction wheel prototypes for a mega constellation customer ahead of delivery expected to begin Q1, 2023.

High-volume production line capable of delivering up to 2,000 units per year.

Rise in satellite constellations has continued to drive growth in demand for Rocket Lab's high-quality satellite components.





ADDITIONAL ACCOMPLISHMENTS

After September 30, 2022

OUR BUSIEST LAUNCH YEAR EVER

And we're still going.

Nine launches in 2022 to date, surpassing previous annual company record of seven.

Launched a successful mission every month since April 2022.

First launch from LC-2 scheduled for next month, expected to further expand annual launch record to ten missions.

FIRST U.S. LAUNCH SCHEDULED

Electron is at Launch Complex 2 in Virginia in preparation for a planned December 2022 launch.

Launch preparation underway for HawkEye 360 mission in December.

The mission establishes Rocket Lab's ability to launch from two continents, supporting the growing demand for responsive launch.

Second Electron LC-2 launch scheduled for January 2023.

SECOND U.S. LAUNCH CONTRACT SIGNED

Two launches from LC-2 expected within weeks of each other.

Launch contract signed for mission from LC-2 in January 2023 for undisclosed constellation customer.

The missions are expected to be the fastest launch turnaround by an orbital small launch provider from U.S. soil.

Across LC-2 and LC-1, Rocket Lab can support more than 130 launches per year – offering superior launch schedule, flexibility, and location for customers.

OPERATING THE GLOBALSTAR CONSTELLATION

24/7 satellite operations by Rocket Lab.

Rocket Lab to provide global Satellite Operations Control Center (SOCC) for Globalstar's growing constellation.

SOCC will serve Globalstar's existing satellites and the new 17 satellites Rocket Lab is designing & building for the constellation.

SOCC contract is an extension to the $143m satellite design and build contract awarded in Q1, 2022.

MDA Globalstar

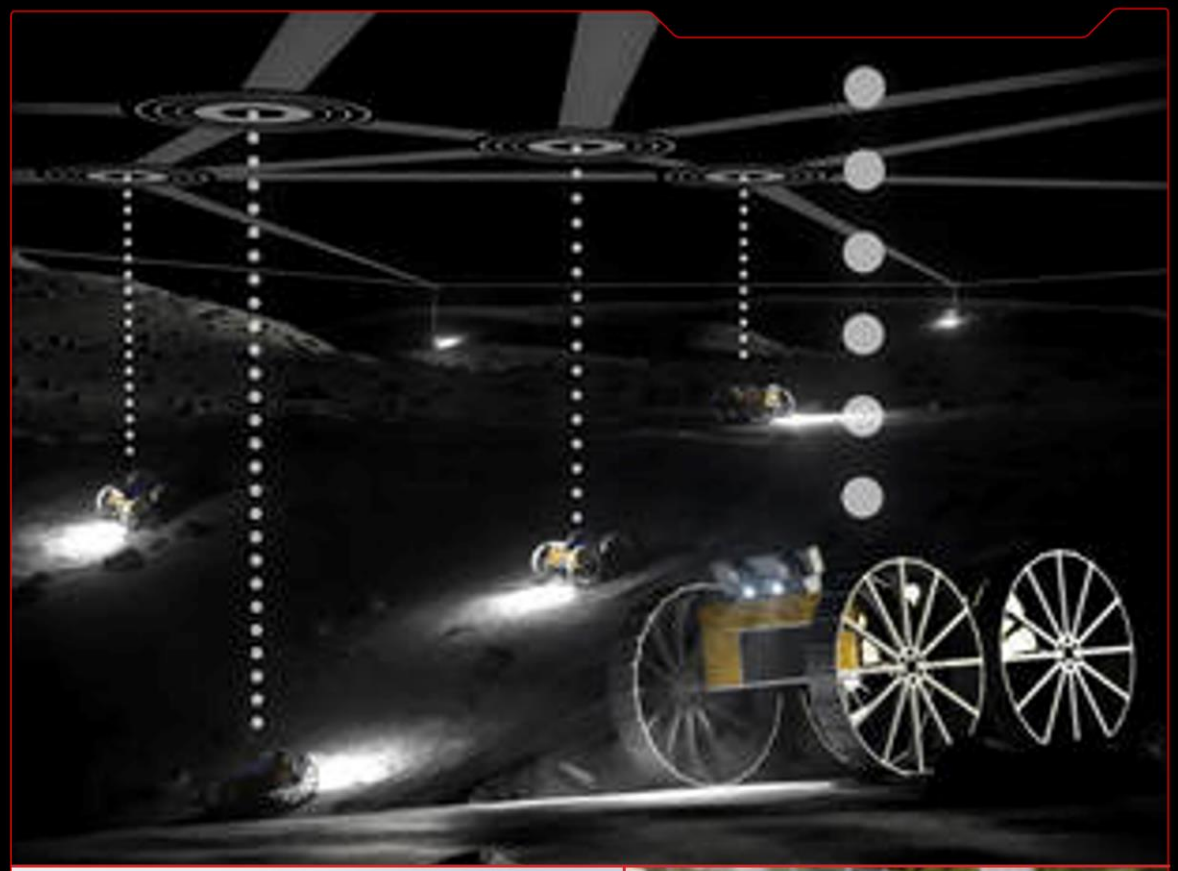
The contract with MDA for Globalstar leverages Rocket Lab's ability to provide end-to-end space mission solutions at scale.

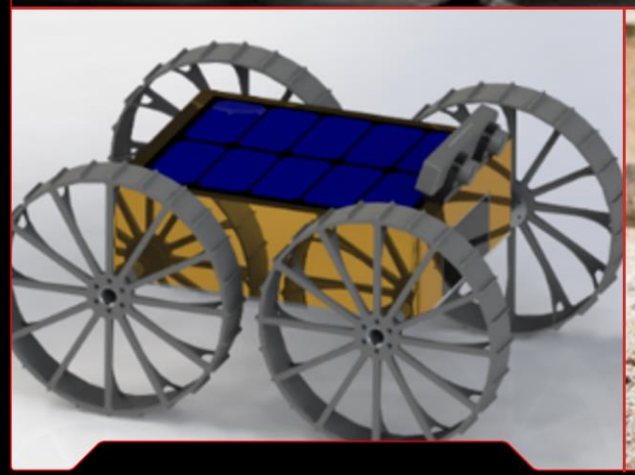
- 24/7 global Spacecraft Operations Control Centre.
- Rocket Lab Solar Panels - 2.7 kW per satellite.
- Two Rocket Lab C-Band Frontier-C Radios per spacecraft (34 total) – exclusive manufacturing license from APL.
- MAX Flight Software on all 17 spacecraft.
- Rocket Lab internally-built power distribution systems.
- Option to increase value with launch dispensers.

POWERING NASA'S PLANET-EXPLORING ROBOTS

Rocket Lab to supply NASA's Jet Propulsion Laboratory (JPL) with solar panels to power shoe-box sized mobile robots (CADRE) to explore distant planets and the Moon.

CADRE robots to be powered by Rocket Lab's industry-leading IMM solar cells, providing best-in-class efficiency with 40% lower mass.





SECTION

02

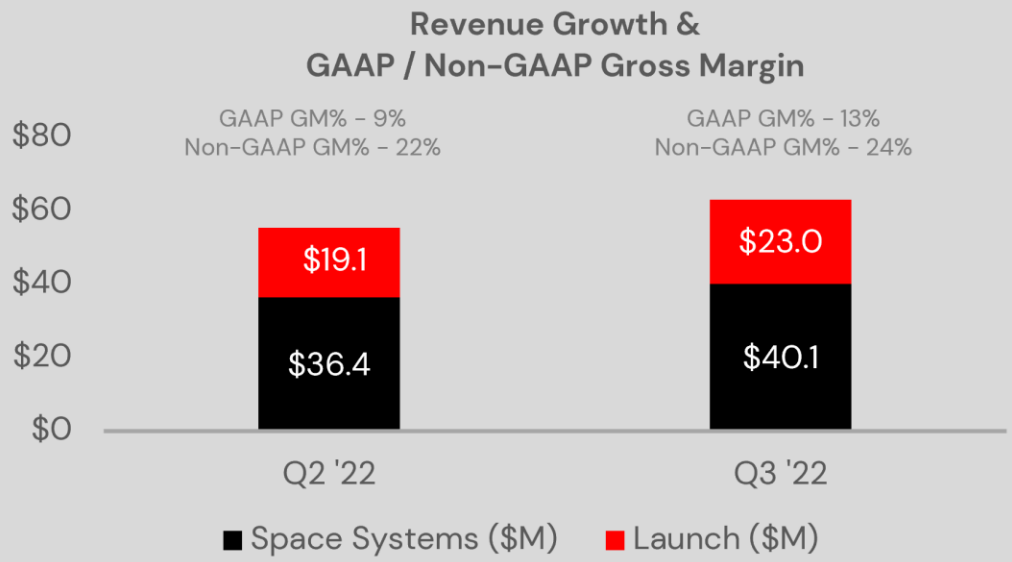
FINANCIAL HIGHLIGHTS AND OUTLOOK

REVIEW OF REVENUE AND GROSS MARGIN

QUARTER-ON-QUARTER

$63.1M
Revenue in Q3 2022

14%
Quarter-on-Quarter revenue growth



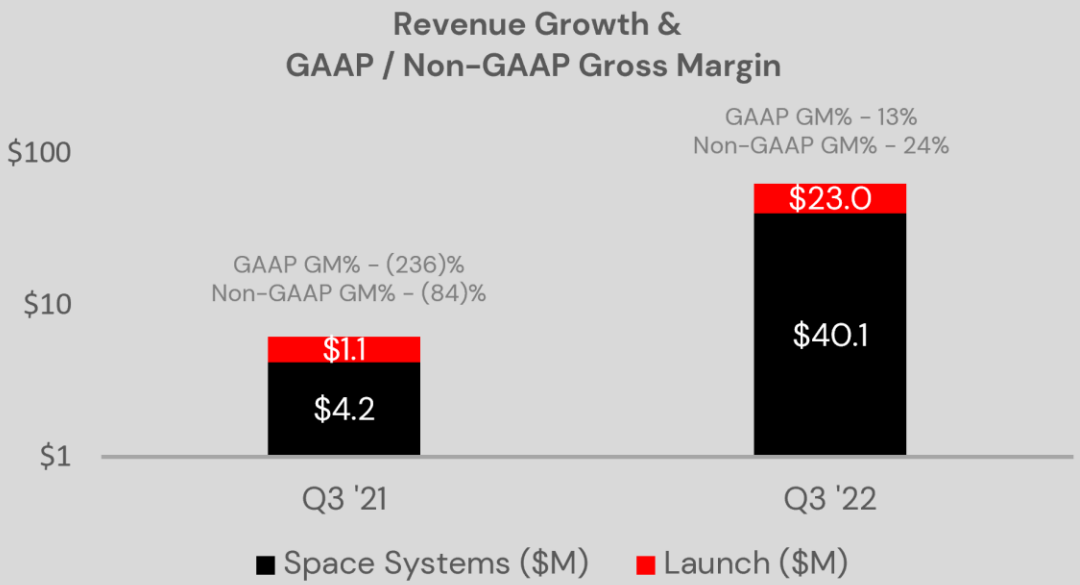
- Sequential revenue growth of 14%, or $7.6M, driven by Launch Services growth of 20%, or $3.9M, and Space Systems growth of 10%, or $3.7M.
- Space Systems contributed 64% of total revenue in Q3 2022, led by Separation Systems momentum and accompanied by growth across a broad array of Space Systems offerings.
- Launch Services contributed 36% of total revenue in Q3 2022, driven by three successful missions, including Synspective and two back-to-back National Reconnaissance Office ("NRO") missions.
- GAAP and Non-GAAP gross margin expansion driven by improved launch pricing and higher margin Space Systems product contribution.
- Q3 2022 ending backlog of $520.6M decreased $10.8M from the prior quarter as we recognized record revenue in the quarter, combined with some larger potential deals taking longer to close

REVIEW OF REVENUE AND GROSS MARGIN

YEAR-ON-YEAR

$63.1M
Revenue in Q3 2022

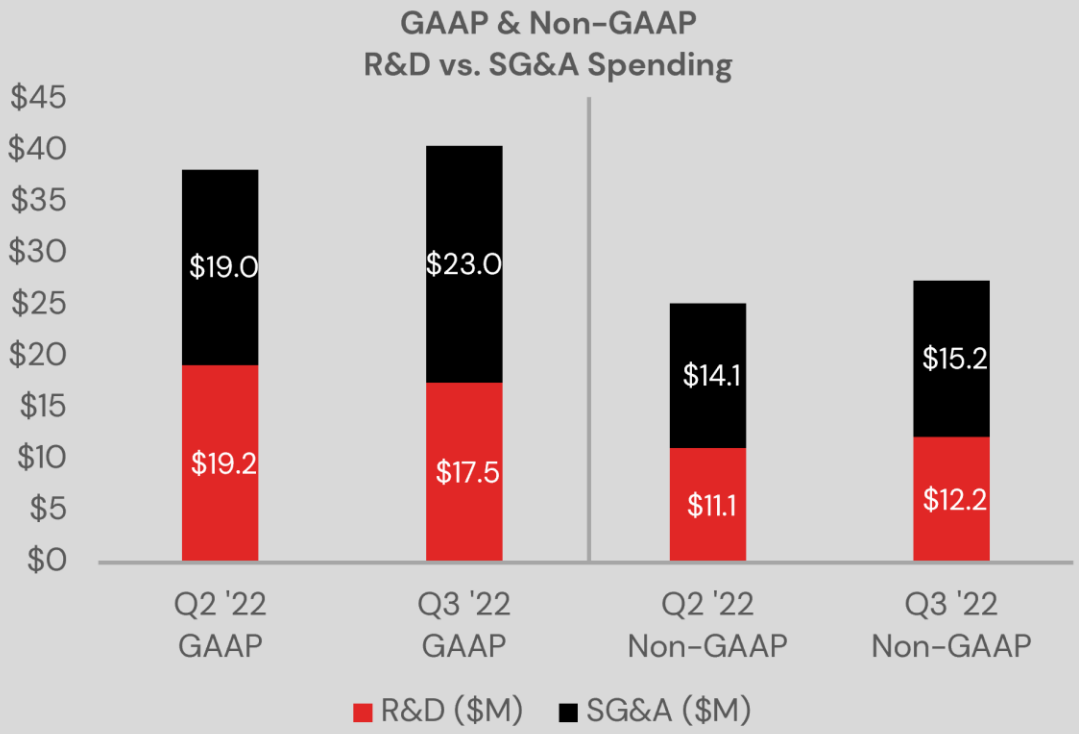
1093%
Year-on-Year revenue growth



- Total revenue grew nearly 1093%, or more than $57M as both revenue segments experienced significant expansion.
- Contribution from recent acquisitions contributed approximately $31M of incremental revenue, while “organic” Rocket Lab products contributed $32M.
- Strong revenue growth delivered concurrently with significant expansion in both GAAP and Non-GAAP Gross Margins

REVIEW OF OPERATING EXPENSES

QUARTER-ON-QUARTER



GAAP SG&A expense increase of $4M was driven by deal-related amortization of intangibles and a change of the fair value of contingent considerations related to the acquisition of PSC.

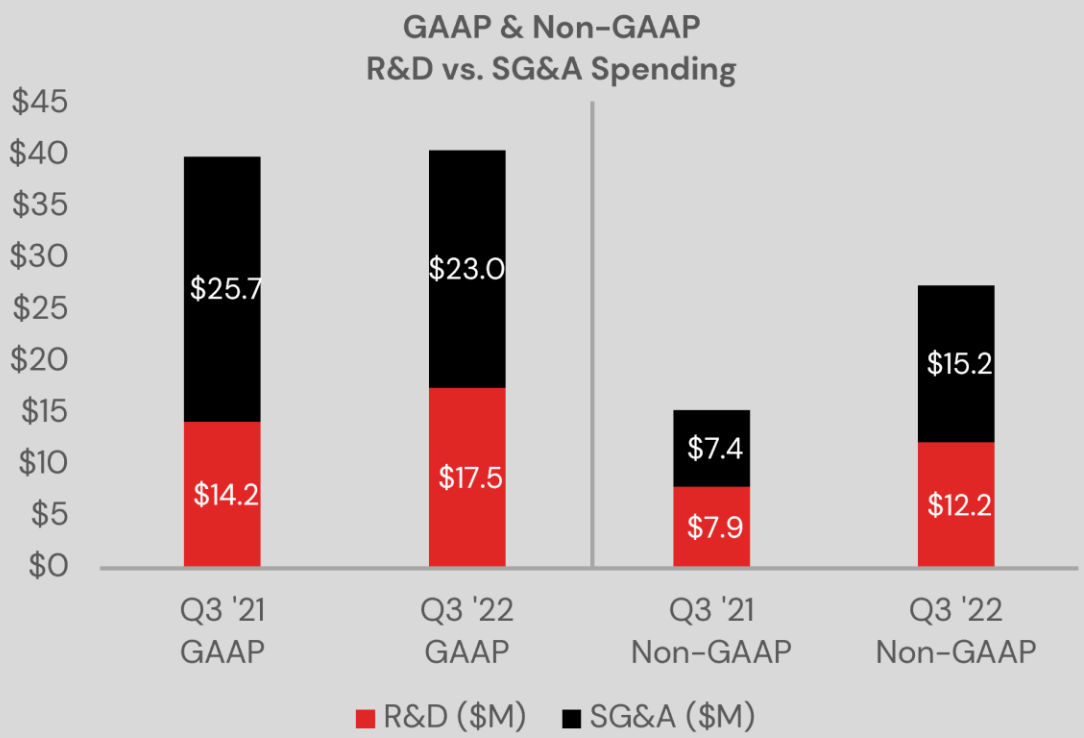
GAAP R&D expense slight decrease was largely driven by lower amortization of purchased intangibles and reduced stock-based compensation.

Non-GAAP SG&A expense increase driven mostly by staff costs, travel and higher marketing costs.

Non-GAAP R&D expense increase driven largely by Neutron and Photon staffing, as well as materials, tools and equipment.

REVIEW OF OPERATING EXPENSES

YEAR-ON-YEAR

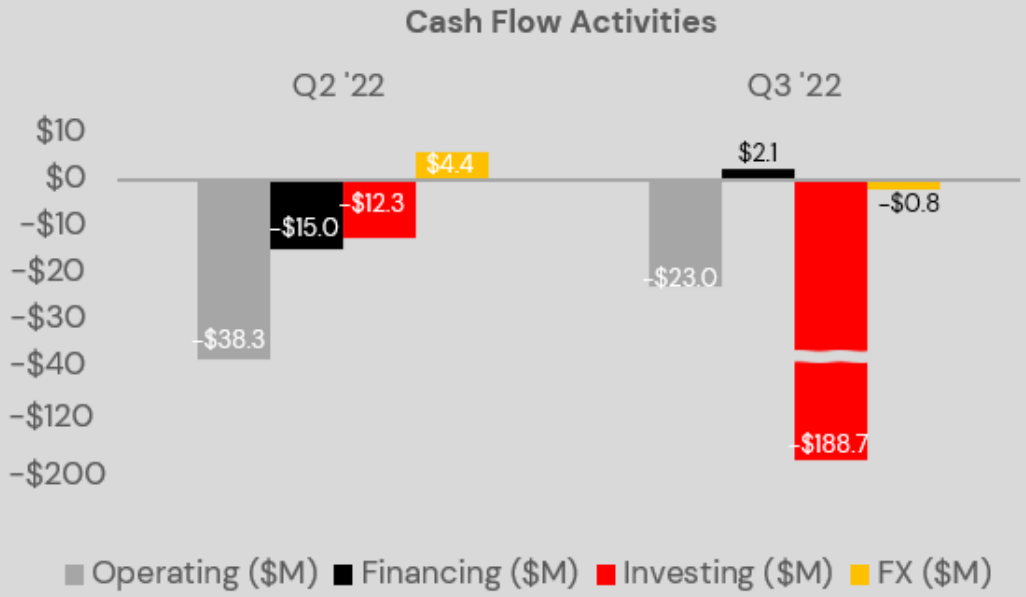


- Both GAAP and Non-GAAP R&D increase was largely driven by R&D staff costs between Neutron and Photon.
- GAAP SG&A decrease was driven by lower stock-based compensation, partially offset by an increase in amortization expenses related to the ASI, PSC, and SolAero acquisitions.
- Non-GAAP SG&A increase was driven by higher public company costs, including audit, legal, and D&O insurance.

ENDING CASH AND KEY CASH FLOW METRICS

QUARTER-ON-QUARTER

Q3 2022 ending Cash and Cash Equivalents, restricted cash and marketable securities balance of $515.5M represents a sequential decline of $31.2M



Cash consumed from **Operating Activities** declined sequentially by $15M, to $23M, driven primarily by an improvement of working capital, as well as lower net loss in the quarter.

Cash consumed from **Investing Activities** increased $176M sequentially, driven by purchases of marketable securities to take advantage of higher rates of returns on the back of Federal Reserve interest rate increases.

Cash generated from **Financing Activities** swung to a positive $2.1M, representing a sequential increase of $17M, driven by stock options exercised, proceeds of Employee Stock Purchase Plan and sales of employees restricted stock units to cover taxes which is offset by payment of tax withholding for Employees' restricted stock units.

Negative sequential swing in FX of $5M is related to the impact on an intercompany loan to our New Zealand subsidiary which is now being recorded to foreign currency translation adjustments

FINANCIAL OUTLOOK

Q4 2022 Revenue Outlook

- We expect revenue to range between **$51 million to $54 million**.
- We expect Space Systems revenue of **$34 million to $37 million**.
- We are currently planning for three launches and anticipate Launch Services revenue of approximately **$17 million**.

Q4 GAAP and Non-GAAP Gross Margins

- Expect **GAAP gross margin to range between 5-7%,** driven by lower margin product mix within our Space Systems Segment and lower absorption of overhead expenses in our Launch Service Segment.
- Expect **Non-GAAP gross margin of 16-18%**

Q4 Operating Expense

- Expect GAAP Operating Expenses of **$39 million to $41 million***
- Expect Non-GAAP Operating Expenses of **$28 million to $30 million**

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

Q4 Interest Expense, Adjusted EBITDA and Shares Outstanding

- Expect Interest Expense (Income), net: **$1 million**
- Adjusted EBITDA loss of **$12 million to $16 million***
- Basic Shares Outstanding of **474 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..

Q&A

UPCOMING CONFERENCES

STIFEL

Stifel Midwest One-on-One Growth Conference

November 10, 2022

Adam Spice
Chief Financial Officer

Deutsche Bank

Global Space Summit – Virtual

November 10, 2022

Peter Beck
Chief Executive Officer

Roth 11th Annual Technology Event

November 16, 2022

Adam Spice
Chief Financial Officer