



Mesa Air Group, Inc.



Cowen 11th Annual Global Transportation Conference

September 5, 2018

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Today's Key Takeaways

Attractive Investment Thesis

Attractive Industry

REGIONALS ARE ESSENTIAL TO THE U.S. AIRLINE MARKET, FLYING 42% OF ALL U.S. DEPARTURES



Low-Risk Business Model

OUR CONTRACTS WITH MAJOR AIRLINES PROVIDE STABLE, PREDICTABLE REVENUE STREAMS AND HAVE NO FUEL, LOAD FACTOR OR YIELD RISK



Low-Cost Strategy

OUR LOW-COST STRATEGY POSITIONS US TO CAPTURE ADDITIONAL GROWTH



Near-Term Earnings Expansion

SEVERAL PATHS TO GROW EARNINGS WITH NEAR TERM VISIBILITY

Mesa Introduction



Founded by Larry and Janie Risley in 1982 on a mesa in rural New Mexico, with a single six-passenger aircraft

BY 1995, LARGEST INDEPENDENT REGIONAL AIRLINE WITH 175 TURBO-PROP AIRCRAFT

CURRENTLY OPERATE 144 LARGE REGIONAL JETS AS UNITED EXPRESS AND AMERICAN EAGLE UNDER LONG-TERM CONTRACTS

LOWEST COST REGIONAL OPERATOR

FASTEST GROWING REGIONAL AIRLINE IN U.S. OVER THE LAST 5 YEARS, ADDING 86 AIRCRAFT

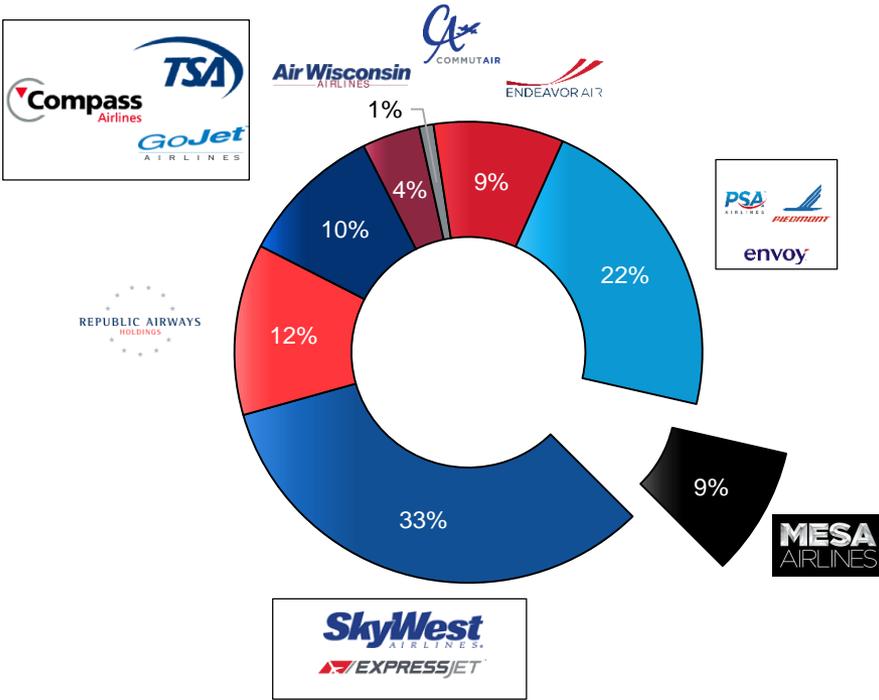


Where We Fit in the Regional Industry

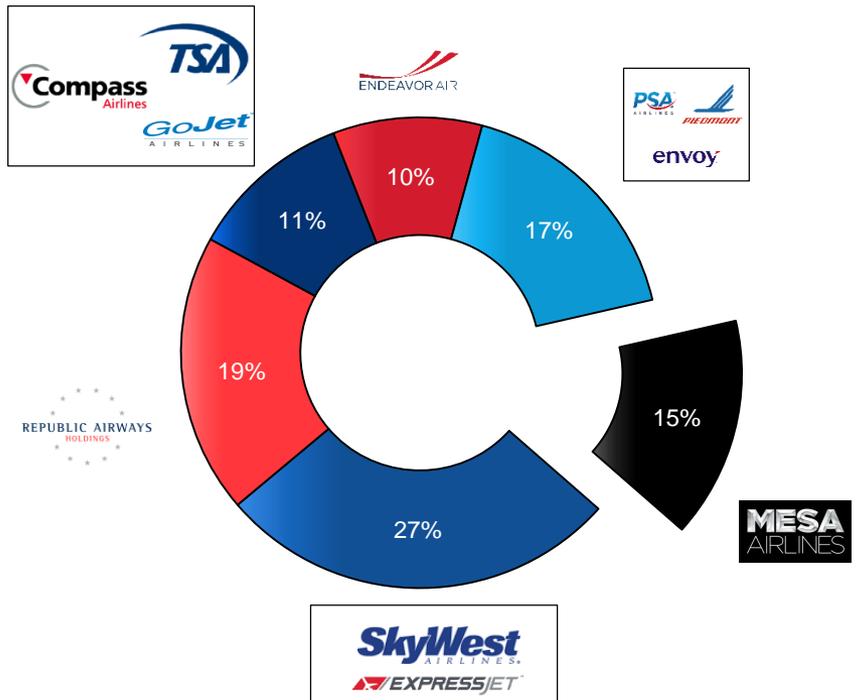


We operate almost 1 out of every 7 large regional jets for the mainline airlines

DL / AA / UA Contract Flying – Total Aircraft In Service⁽¹⁾



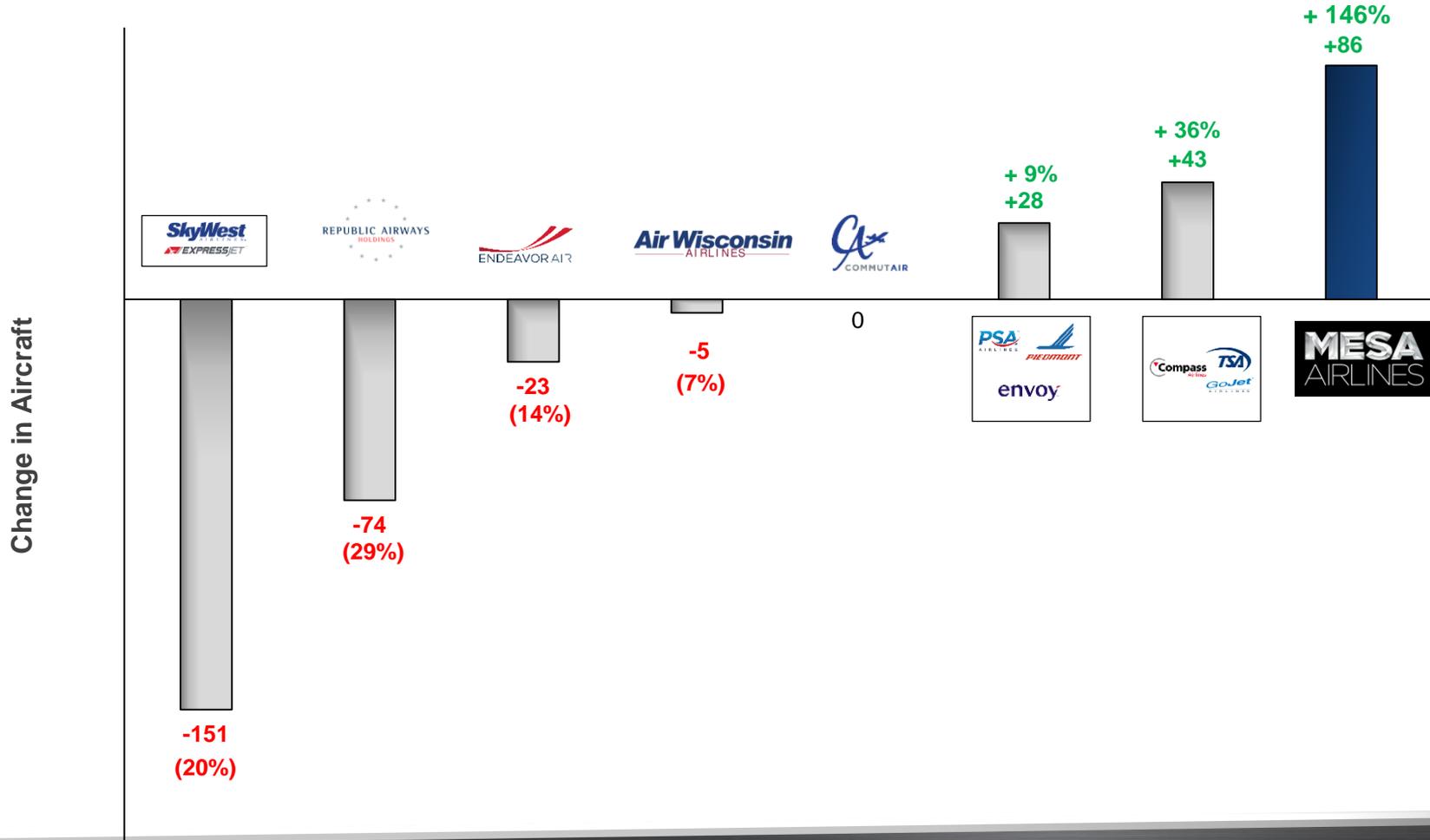
DL / AA / UA Contract Flying – Large Regional Jets In Service⁽¹⁾



Recent Momentum



We have added more aircraft than any other regional airline since 2013



In exchange for control of routes, schedules and fares, major airlines provide other benefits to their regional partners

**OUR CONTRACTS WITH UNITED
AND AMERICAN PROVIDE US WITH...**

1

Guaranteed monthly revenue per aircraft

2

A fixed fee based on flight activity

3

Weekly cash flow from payment of invoices

**... AND WE TAKE NO DIRECT
RISKS FOR...**

1

Fuel prices

2

Passenger fare levels

3

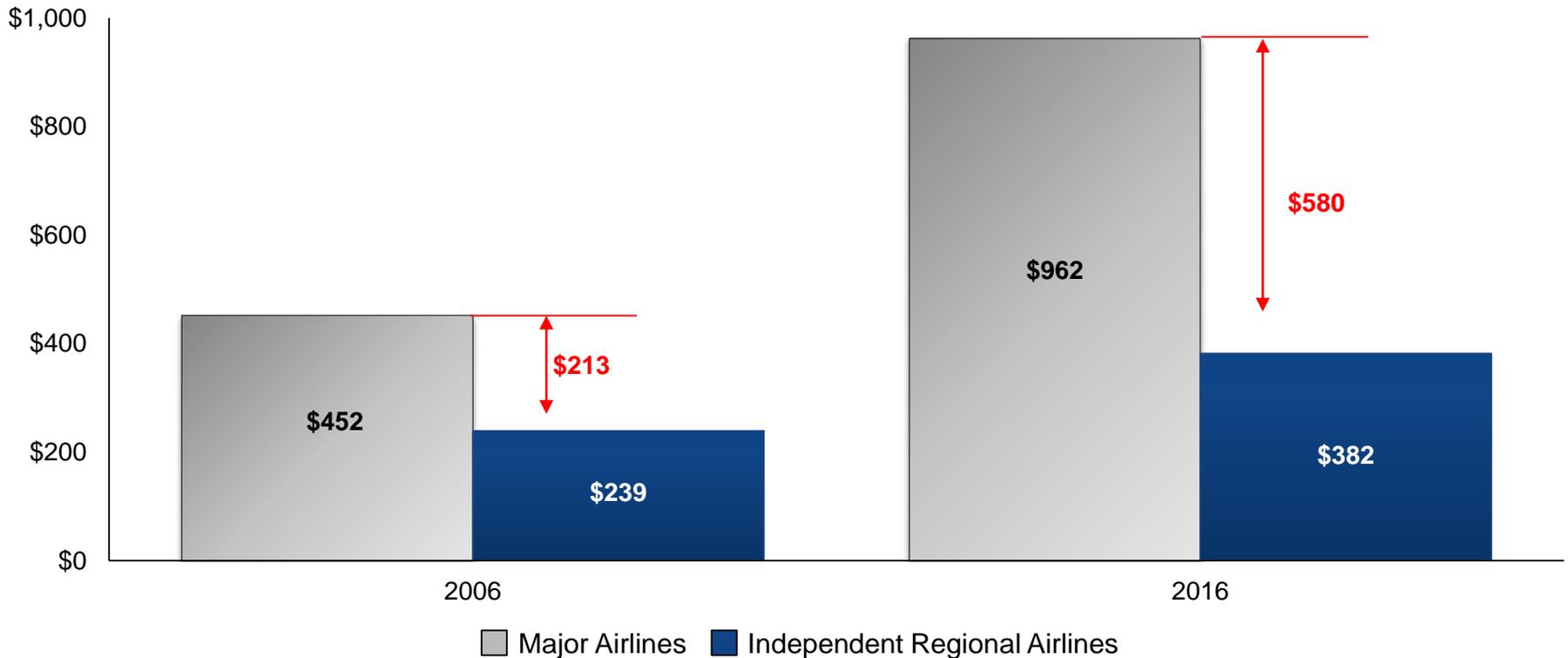
Load factors

Why Majors Use Regionals



With approximately 3.4 million block hours flown on regional aircraft in 2016 for United and American, the labor cost differential represents nearly \$2 billion in annual cost savings for the carriers

Cockpit Costs Per Block Hour 2006 vs. 2016

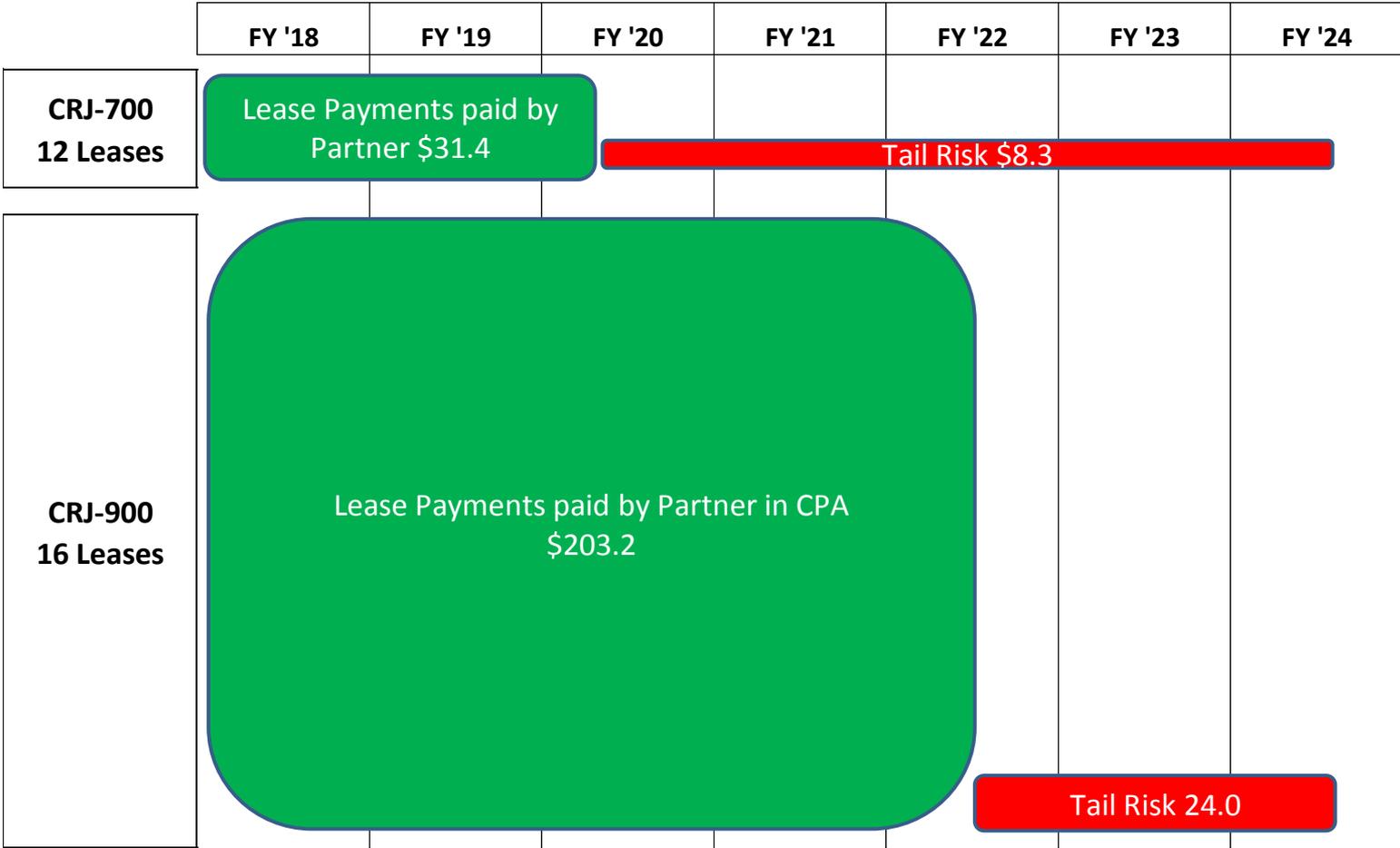


Source: US DOT Form 41 data from Diio. Mainline data for American and United A320 pilots only.
Independents include: ExpressJet, SkyWest, Mesa, Republic and Air Wisconsin.

Tail Risk



Tail Risk = Leased aircraft with term beyond CPA expiry



Today, Mesa operates only large regional jets with 70+ seats

Partner	Aircraft	Seats per A/C	# of A/C	Hubs	Basic Contract Period	With Partner Extension	Growth Since 2013
American Airlines 	CRJ-900	76/79	64	Phoenix Dallas	2021-2025	2024-2025	68% (38 to 64 aircraft)
UNITED 	E-175	76	60	Houston	2019–2028	2027-2030	300% (20 to 80 aircraft)
	CRJ-700	70	20	Dulles	August – December 2019	August – December 2019	
Unassigned / Spare	CRJ-200	50	1	n/a	n/a		n/a
TOTAL			145				

Our Low Cost Strategy



The main components of our low cost strategy

LOW OVERHEAD COSTS

STRATEGIC OUTSOURCING OF MAINTENANCE AND OTHER FUNCTIONS

EFFICIENT FLEET

MOTIVATED WORKFORCE COST-EFFECTIVE LONG-TERM BARGAINING AGREEMENTS

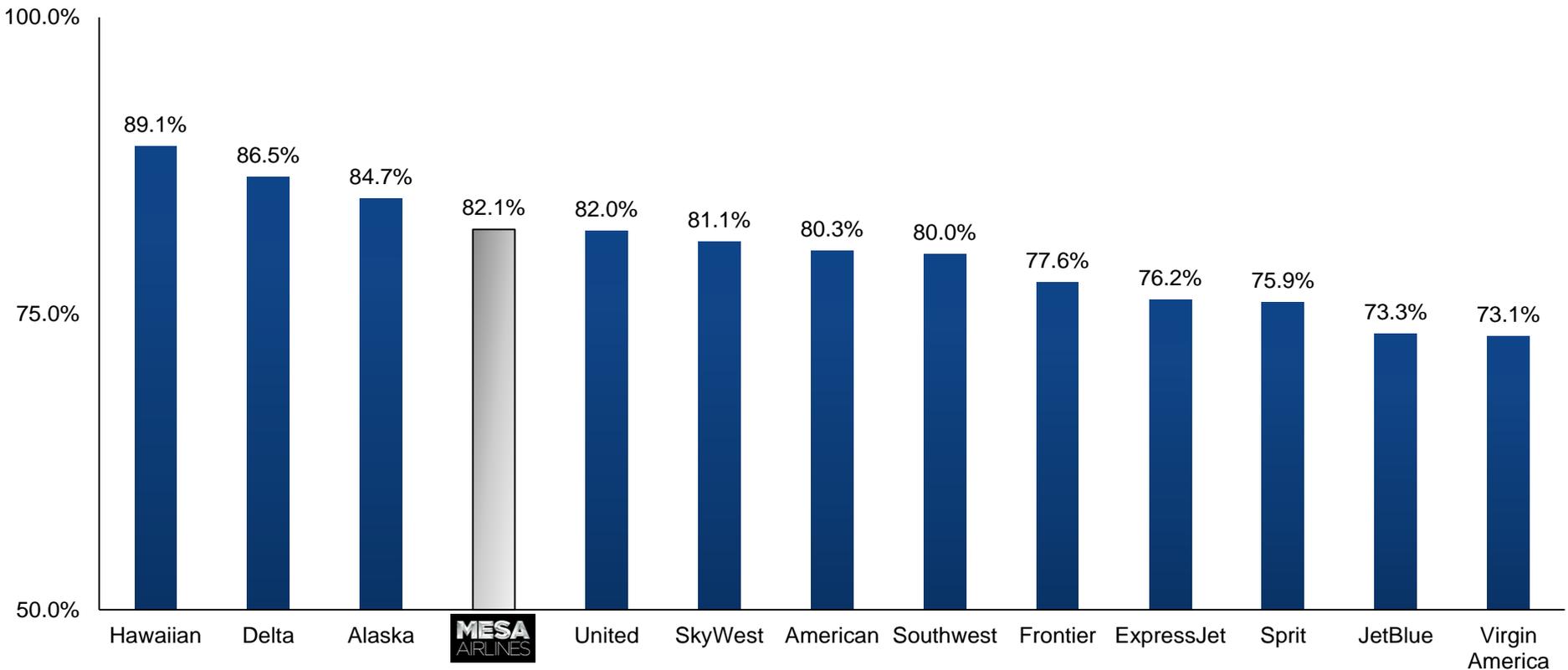
LONG-TERM BENEFITS OF "JUNIORITY"

Arrive On-Time



It's not enough to simply be low-cost. Our recent on-time performance leads the regional industry

Average On-Time Performance, January 2016 – March 2018



Pilot Retention and Recruitment



Why pilots prefer Mesa

**New Career Path Program
with United**

Rapid Advancement to Left Seat

**Competitive Hourly
Compensation**

**Modern, Large-Gauge
Regional Jets**

Signing Bonus

**Ratified Long-Term Pilot
Contract in Place**

**Large, Profitable,
Growth-Oriented Employer**

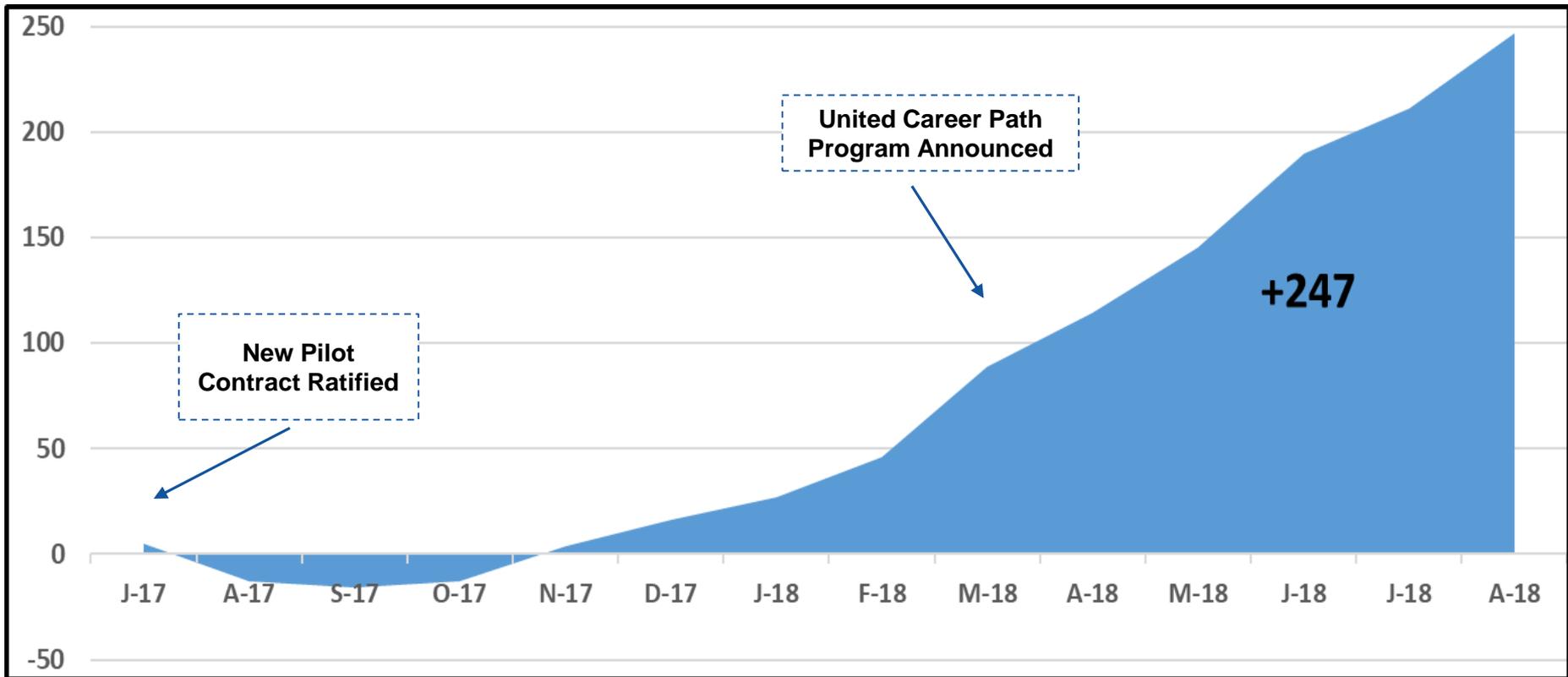


Pilot Retention and Recruitment



Our pilot hiring initiatives are resulting in record levels of applicants and new hires

Net Pilots Released from Training
July 2017 to June 2018



Benefits of “Juniority”



As a result of our growth, we have a junior and cost-effective workforce

**IN THE LAST YEAR, WE HIRED
APPROXIMATELY 1,000 NEW EMPLOYEES**

**PILOTS, FLIGHT ATTENDANTS AND
MECHANICS ARE ALL PAID ON THE BASIS
OF SENIORITY**

**75% OF OUR WORKFORCE HAS LESS
THAN 5 YEARS OF SENIORITY**



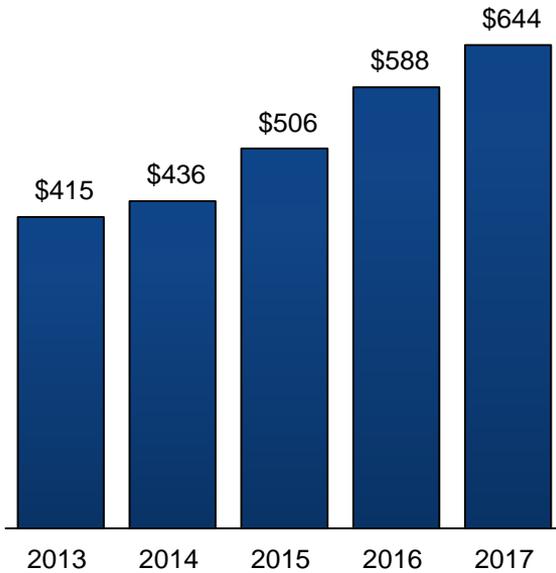
We Are a Growth Company...



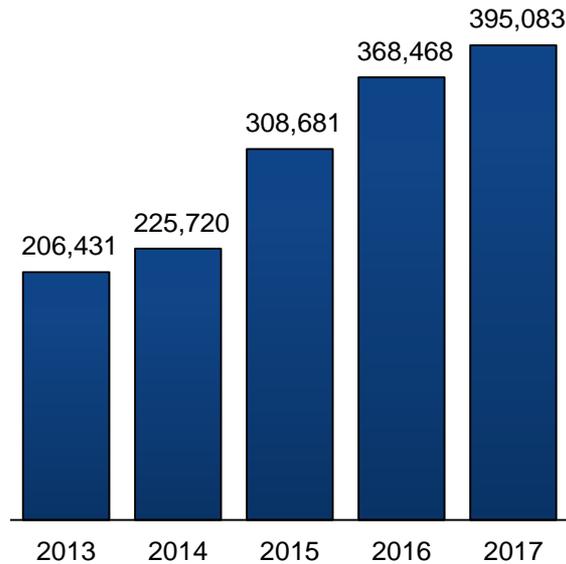
...Demonstrating consistent, outsized growth over the past 5 years

Revenue

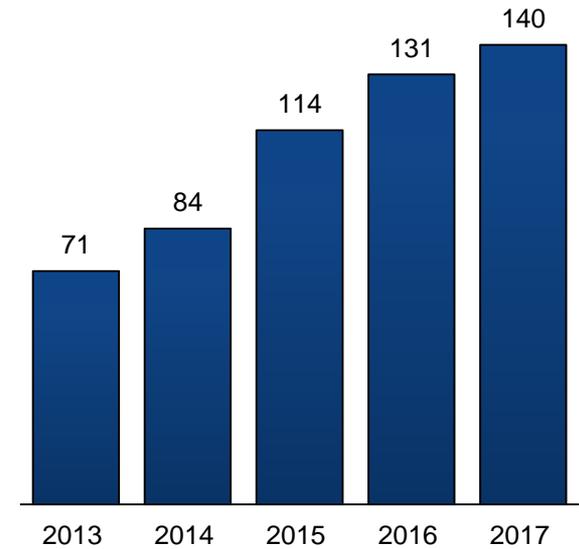
(\$ in millions)



Block Hours



Aircraft



Growth Opportunities



Acquire Other Regional Airlines

Enter Air Cargo Market With Similar Business Model

Begin Flying With Other Major Airlines

Expand Flying With Our Major Airline Partners



Our Competitors Have Several Contracts Expiring



Significant Growth Opportunity

WE BELIEVE CPAs HELD BY COMPETING REGIONAL CARRIERS REPRESENT UP TO 300 AIRCRAFT WITH EXPIRATIONS OVER THE NEXT FIVE YEARS⁽¹⁾

NOT DEPENDENT ON SCOPE RELIEF

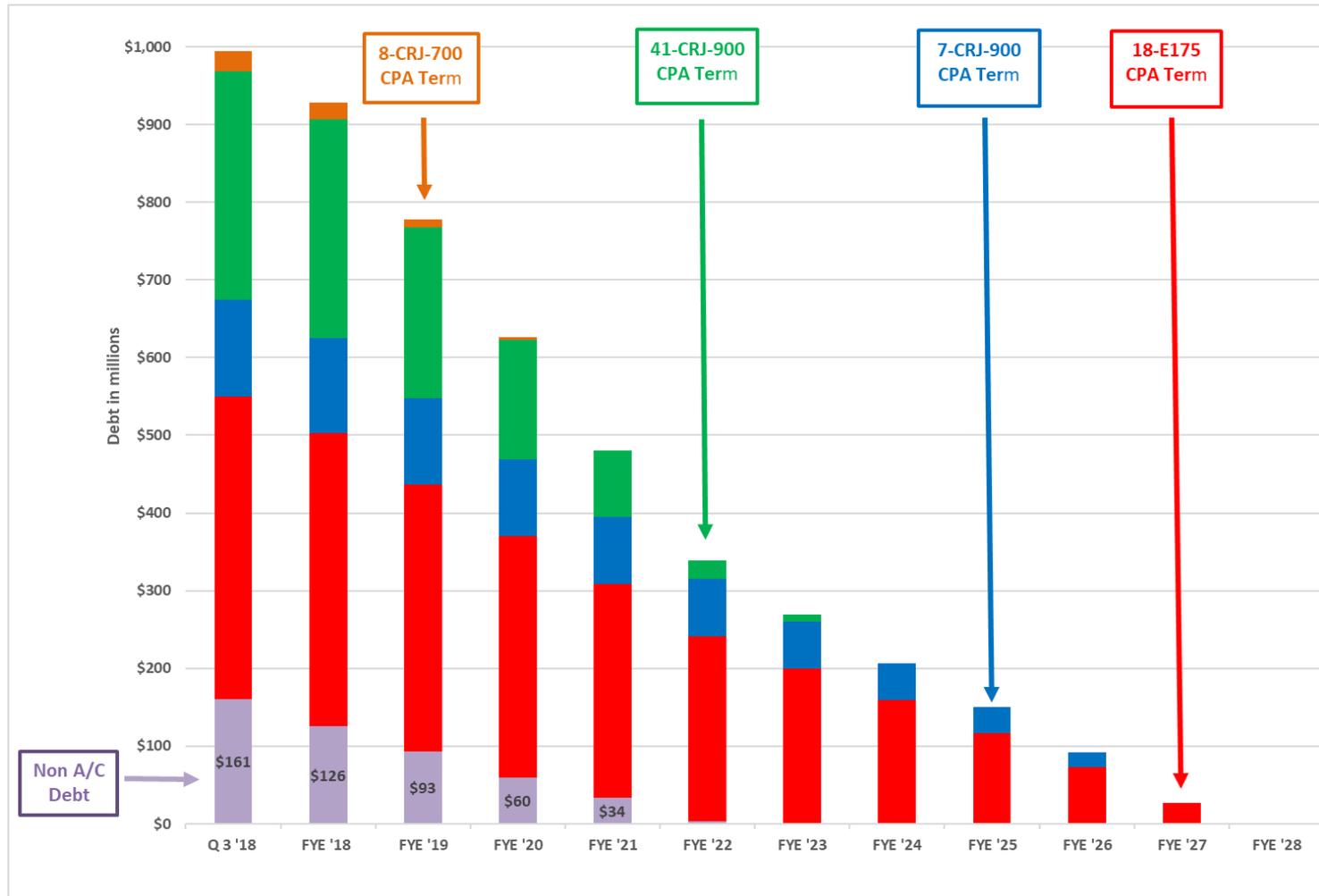
ACHIEVABLE, GIVEN MESA'S STATUS AS THE LOW-COST OPERATOR



Scheduled Debt Principal Repayment



Majority of Mesa debt is aircraft related and is paid off by partners through the CPA



Earnings Growth Drivers



We have several paths to grow earnings, even without adding more CPA contracts

NORMALIZED CREW COSTS

ACCRETIVE AIRCRAFT LEASE BUYOUTS

**IMPROVE UTILIZATION ON EXISTING
FLEET**

REDUCE HIGH-COST DEBT



Financial Highlights

Key Financial Highlights



Highlights

STABLE GUARANTEED MONTHLY REVENUE, INCREASING AS MESA GROWS BLOCK HOURS AND UTILIZATION



COST HEADWINDS FROM PILOT TRAINING AND ENGINE MAINTENANCE CYCLE ARE ABATING



STRENGTHENED BALANCE SHEET POST-IPO, WITH REDUCED INTEREST COST AND ABILITY TO DO ACCRETIVE LEASE BUYOUTS



Training Cost Headwinds Abating

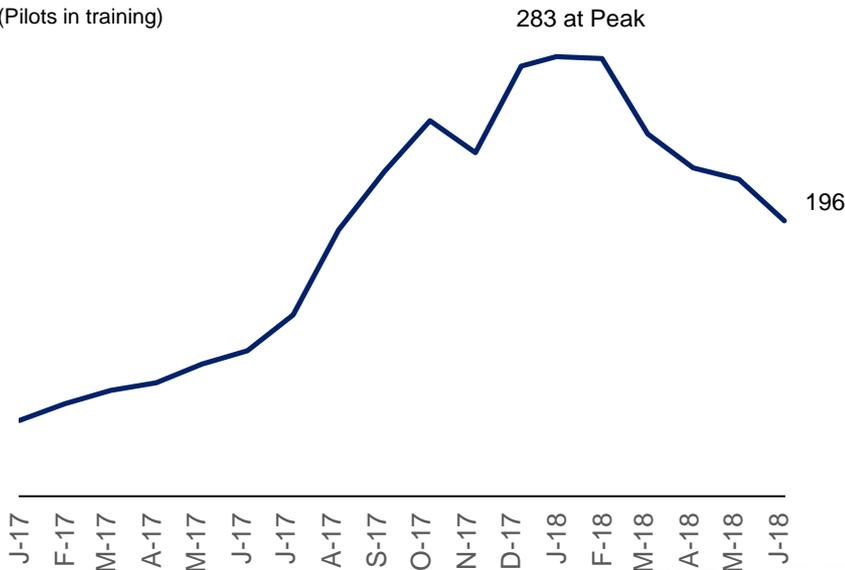


Positive earnings impact from normalized crew costs as pilots finish training

Pilot Training Debottlenecking

- Training back to “steady state” after 3-year expansion
- Training and simulator backlog causing peak flight operations costs in 1H18 mostly eliminated
- Premium pay

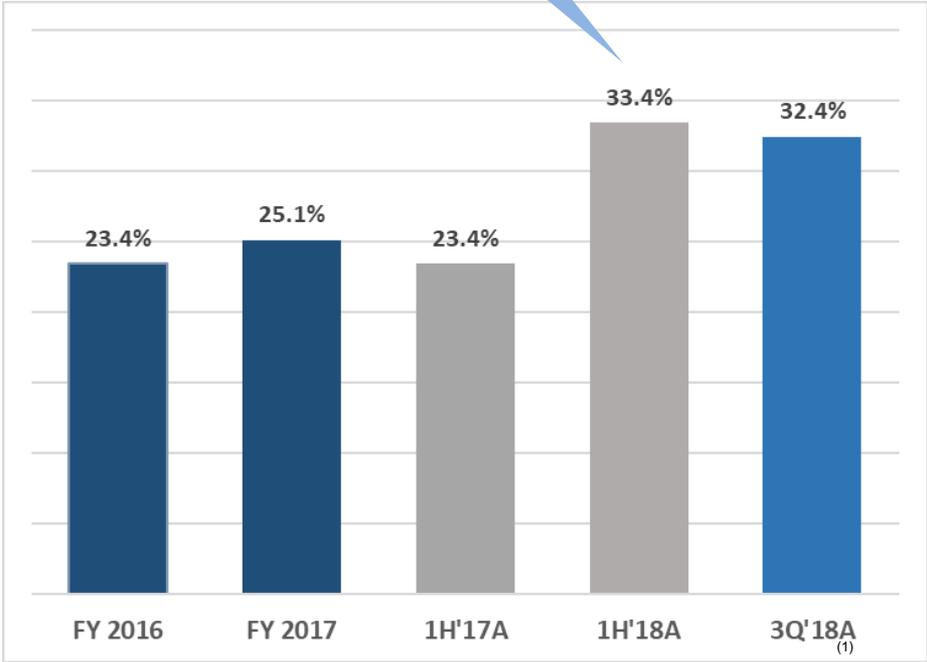
(Pilots in training)



Flight Operations Costs Peaking in 2018

(Flight Ops Cost / Contract Revenue - %)

Peak due to training costs

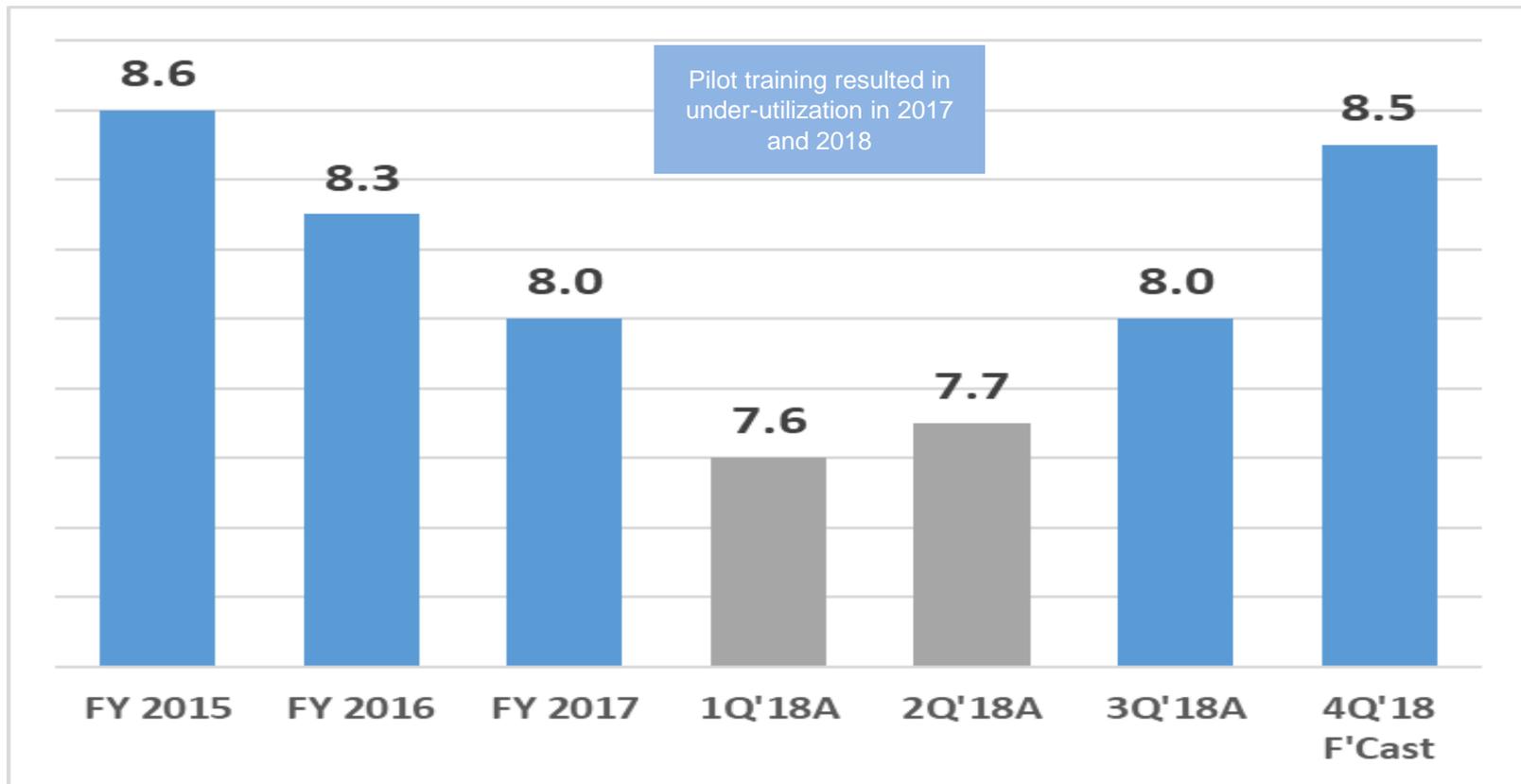


Block Hour Utilization Ramp-Up



Utilization on existing fleet is ramping up as pilot training bottleneck improves

Utilization Rate⁽¹⁾



Source: S-1.

1. Utilization Rate = Total Block Hours / (Average Fleet per Day).

Engine Maintenance Cost Headwinds Abating



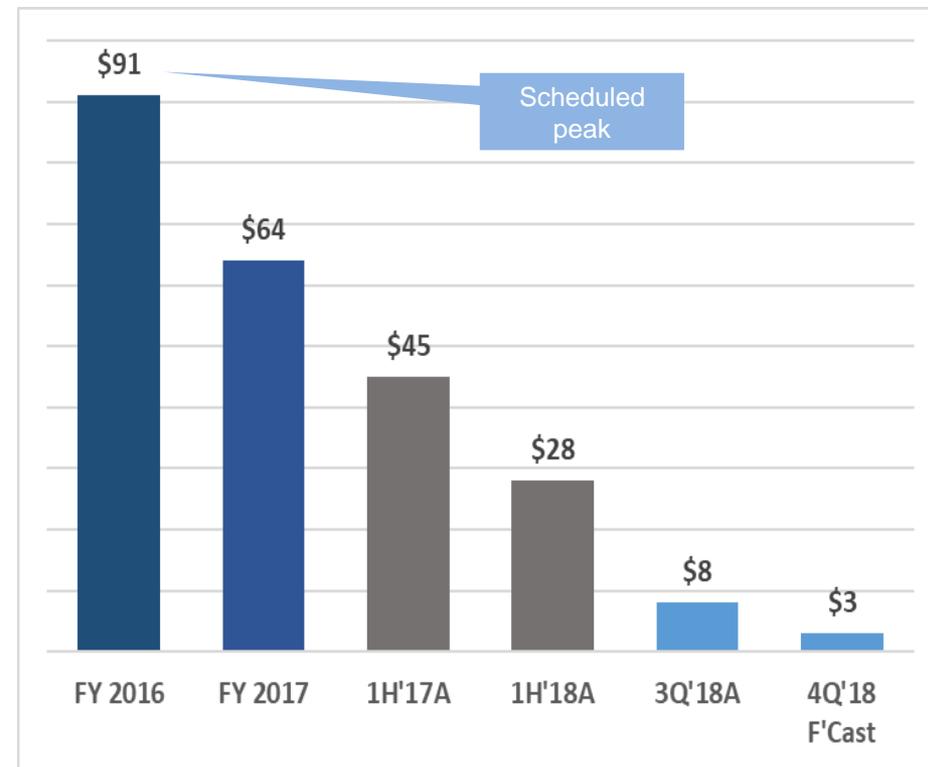
Favorable engine maintenance cycle will drive a rebound in earnings

Engine Maintenance Cycle

- Mesa accounts for all aircraft and engine maintenance events under the “expense as incurred” method, the most conservative treatment
- Maintenance cycle at a multi-year low after peaks in FY16 and 1H17 (\$150mm in 2 years)
- Highly reliable forecast as maintenance events are generally predictable years in advance

Engine Overhaul Cost Peaked in 2016 and 2017

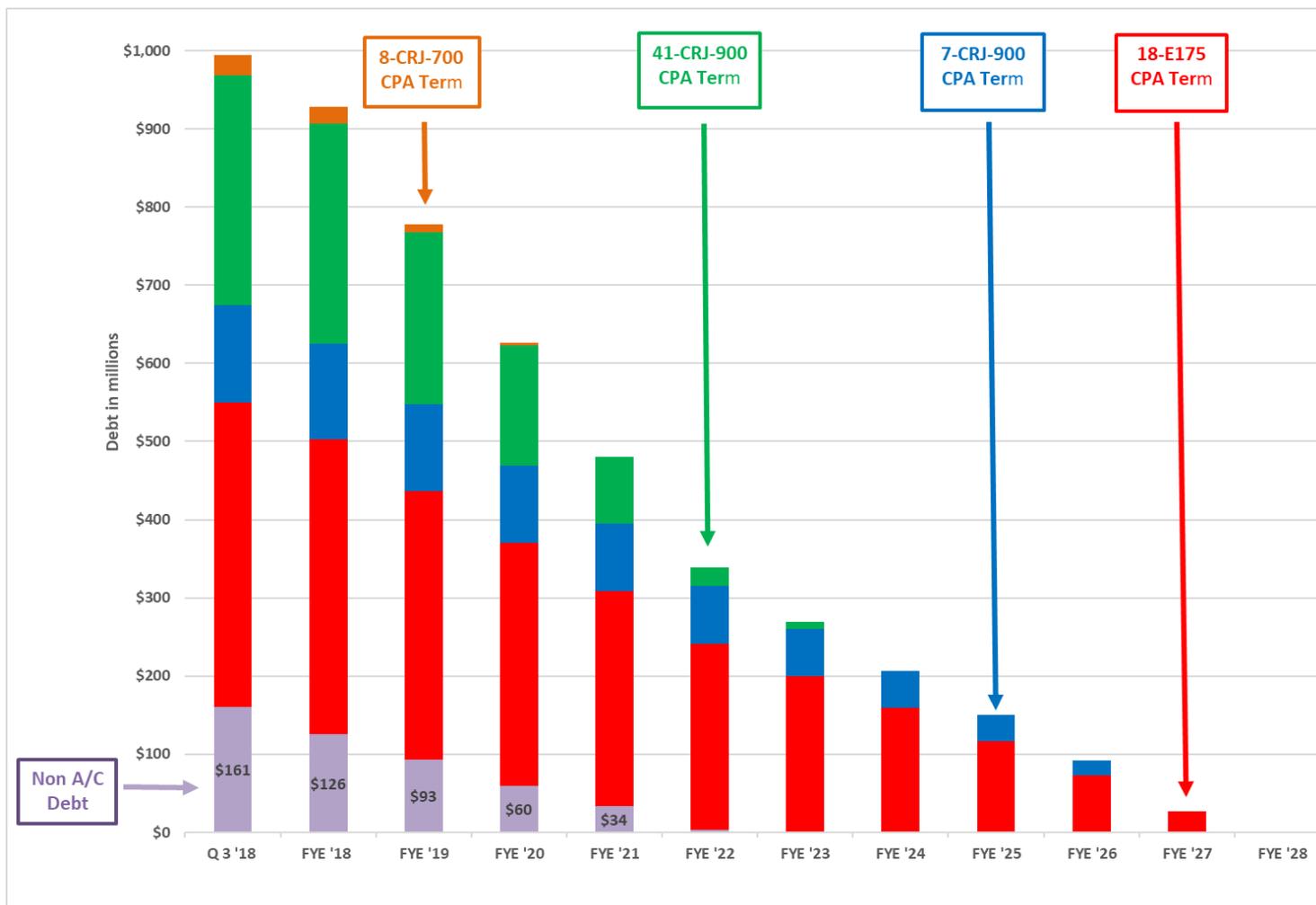
(Engine Overhaul - \$ million)



Scheduled Debt Principal Repayment



Majority of Mesa debt is aircraft related and is paid off by partners through the CPA



Stronger Balance Sheet Post-IPO



Aircraft lease buyouts and the paydown and refinancing of high-cost debt is expected to significantly boost earnings

Accretive Aircraft Lease Buyouts

- Build aircraft equity; avoid lease return conditions
- Completed buyout of 9 CRJ-900s from GECAS in June 2018
 - *\$5.5mm annual improvement in pre-tax income through FY 2021*
- We are exploring the buyout of 25 of the 28 remaining leased aircraft
 - In negotiations with GECAS for buyout of additional 10 aircraft – target Q4 FY '18

Reduce High-Cost Debt

- \$121.7mm of high-cost debt to be paid down and refinanced at lower rates
- Paid off \$26mm revolver in August with IPO proceeds (\$35mm revolver remains in place)
 - *\$1.6mm annual benefit beginning in FY 2019*

Pro Forma Net Leverage⁽¹⁾

- 2018 FYE estimated at 5.6
- Significant reductions in 2019 and 2020 assuming no added aircraft debt (growth)

Source: S-1.

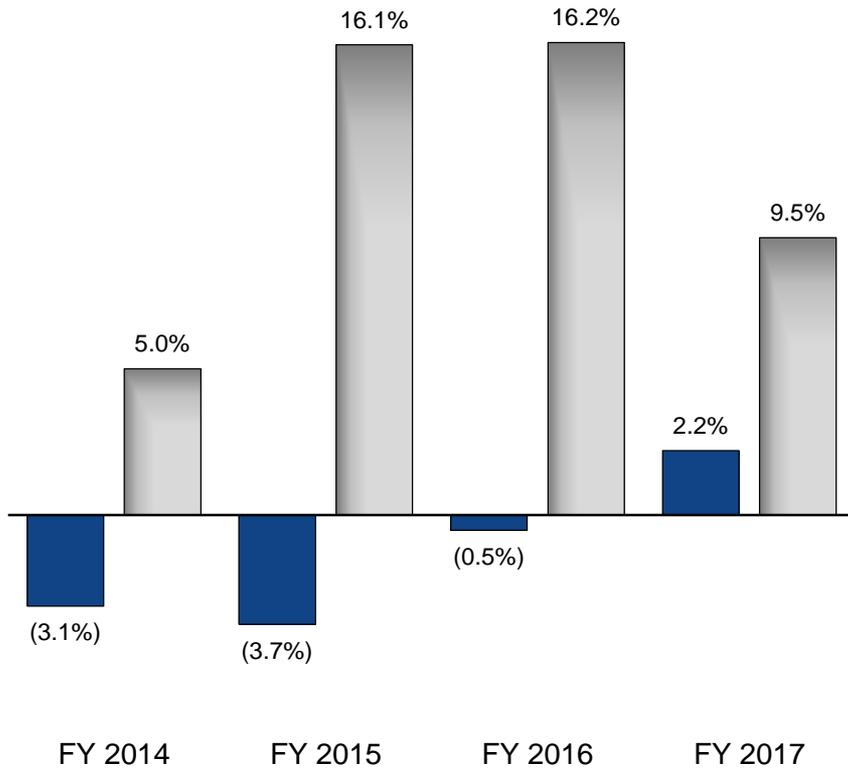
1. Net Debt / LTM EBITDA. Estimates based on existing debt as of 9/4/18.

Mesa vs. Peer Group - Growth and Margins

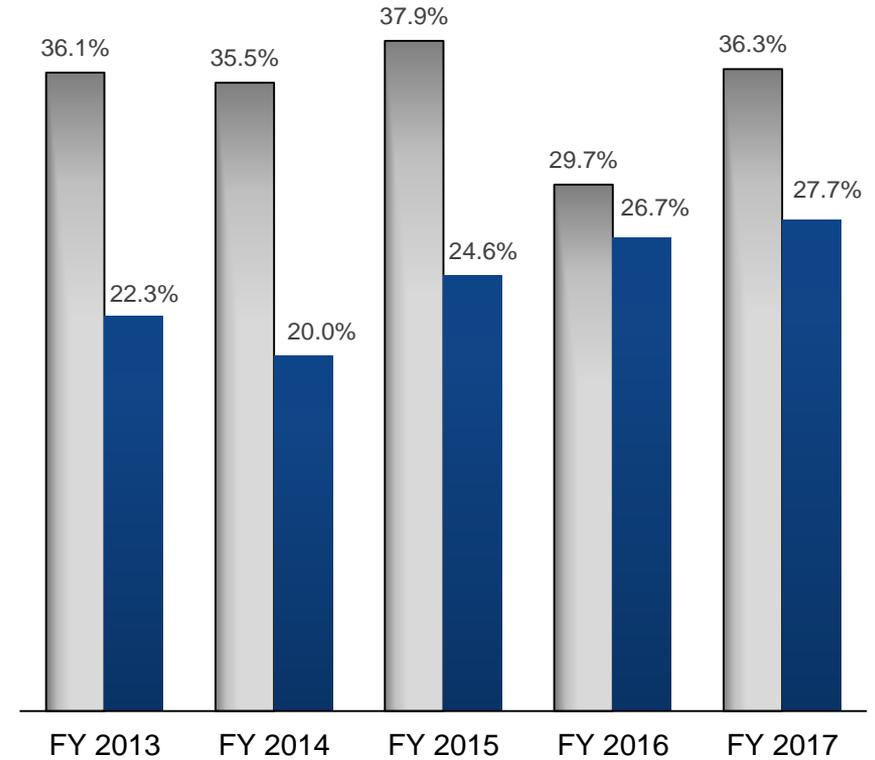


Successful execution on our low-cost strategy has produced growth and margins that compare favorably to our peer group

Revenue Growth



EBITDAR⁽¹⁾ Margins



Third Quarter Fiscal 2018 Recap



Adjusted income before taxes slightly above high end of estimated range in S-1

	Quarter Ended June 30, 2018		
	<i>(in millions) (unaudited)</i>		
	Range in S-1		Actual
Low	High		
<u>Consolidated Statement of Operations (1)</u>			
Total operating revenues	171.5	171.5	171.7
Total operating expenses	174.3	171.3	172.2
Operating (loss) income	-2.8	0.2	-0.5
Total other expense	-14.1	-14.1	-14.1
Loss before taxes	-16.9	-13.9	-14.6
<u>Non-GAAP financial data:</u>			
Loss before taxes	-16.9	-13.9	-14.6
One-time, non-recurring items	27.1	25.1	26.2
Income before taxes - adjusted	10.2	11.2	11.6
Adjusted EBITDAR	40.3	41.3	41.7
Adjusted EBITDA	58.2	59.2	59.7

(1) See appendix for reconciliation to GAAP

Conclusions

Being a low-cost operator with an attractive junior workforce makes us an effective competitor to drive outsized growth opportunities

Regionals Are Core to the U.S. Airline Market



Low-Cost Operator



Predictable Revenues Under CPA Contracts



Attractive Growth Opportunities



Strong Recent Pilot Recruitment



Track Record of Profitability and Near Term Earnings Catalysts





Appendix

Appendix 1 – GAAP versus Non-GAAP Reconciliation



Reconciliation of GAAP versus Non-GAAP Disclosures (unaudited)					
(In thousands, except for per diluted share)					
Three months ended June 30, 2018					
	(Loss) Income Before Taxes	Income Tax Expense (Benefit)	Net Income	Net Income per Diluted Share	Net Income per Pro Forma Diluted IPO Shares
GAAP Income	(14,630)	(3,495)	(11,135)	\$ (0.89)	\$ (0.49)
Q3 FY18 Adjustments (1)	26,193	7,934	18,259	\$ 0.76	\$ 0.53
Non-GAAP Income	11,563	4,439	7,124	\$ 0.30	\$ 0.21
Interest Expense	14,118				
Depreciation and Amortization	16,013				
Adjusted EBITDA	41,694				
Aircraft Rent	17,975				
Adjusted EBITDAR	59,669				
Weighted-average Shares Outstanding					
	Three months ended June 30, 2018				
	Basic	Diluted			
GAAP weighted-average common shares outstanding	12,462	12,462			
Non-GAAP weighted-average common shares outstanding (2)	12,462	24,041			
Non-GAAP weighted-average common shares outstanding including pro forma shares issued upon IPO (3)	22,744	34,323			

Third fiscal quarter special items:

- 1) Includes one-time non-GAAP adjustments of \$11.1 million in General and Administrative expense related to an increase in accrued compensation as a result of the increase in the fair value of the Company's common stock due to the S-1 filing and \$15.1 million related to the acquisition of nine CRJ-900 aircraft previously leased
- 2) Weighted-average diluted shares outstanding adjusted for anti-dilutive effect
- 3) Weighted-average pro forma shares outstanding including the impact of 9,630,000 shares issued upon IPO and 651,824 net shares issued under the Company's 2018 Equity Incentive Plan upon IPO