



MOVING
INFRASTRUCTURE
FORWARD

Environmental, Social, and Governance Overview

October 2019



How to Find Us

OUR WEBSITE

www.arcosa.com

NYSE TICKER

ACA

HEADQUARTERS

Arcosa, Inc.
500 North Akard Street, Suite 400
Dallas, Tx 75201

INVESTOR CONTACT

InvestorResources@arcosa.com

Forward-Looking Statements

Some statements in this presentation, which are not historical facts, are “forward-looking statements” as defined by the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements about Arcosa’s estimates, expectations, beliefs, intentions or strategies for the future. Arcosa uses the words “anticipates,” “assumes,” “believes,” “estimates,” “expects,” “intends,” “forecasts,” “may,” “will,” “should,” “guidance,” “outlook,” “vision,” and similar expressions to identify these forward-looking statements. Forward-looking statements speak only as of the date of this presentation, and Arcosa expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein, except as required by federal securities laws.

Forward-looking statements are based on management’s current views and assumptions and involve risks and uncertainties that could cause actual results to differ materially from historical experience or our present expectations, including but not limited to assumptions, risks and uncertainties regarding achievement of the expected benefits of Arcosa’s separation from Trinity Industries, Inc. (“Trinity”; NYSE:TRN); tax treatment of the separation; failure to successfully integrate the ACG Materials acquisition, or failure to achieve the expected benefits of the acquisition; market conditions and customer demand for Arcosa’s business products and services; the cyclical nature of, and seasonal or weather impact on, the industries in which Arcosa competes; competition and other competitive factors; governmental and regulatory factors; changing technologies; availability of growth opportunities; market recovery; improving margins; and Arcosa’s ability to execute its long-term strategy, and such forward-looking statements are not guarantees of future performance. For further discussion of such risks and uncertainties, see “Risk Factors” and the “Forward-Looking Statements” section of “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Arcosa’s Form 10-K for the year ended December 31, 2018, as may be revised and updated by Arcosa’s Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

Non-GAAP Financial Measures

This presentation contains financial measures that have not been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”). Reconciliations of non-GAAP financial measures to the closest GAAP measure are provided in the Appendix.

Presentation of Financials

The spin-off of the Company by Trinity was completed on November 1, 2018. The Company’s financial statements for periods prior to November 1, 2018 were presented on a “carve-out” basis. The carve-out financials of the Company are not necessarily representative of the amounts that would have been reflected in the financial statements had the Company been an independent company during the applicable periods.

Agenda

Company overview and long-term vision

Governance overview

Environmental and Social overview

Long-term focus

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Arcosa at a Glance

A new public company with an established operating history and financial strength

\$1.78B

Revenue

\$235M

Adjusted EBITDA

\$105M

Net Income

~5,800

Employees

85+

Years of Operating History

3

Infrastructure-related
Segments

Arcosa separated from its former parent company and became an independent public company in November 2018

Note: Revenue, Net Income, and Adjusted EBITDA based on midpoints of 2019 Guidance as of 08/02/19

Arcosa Overview

Provider of infrastructure-related products and solutions positioned for growth

Markets ▶

CONSTRUCTION

ENERGY

TRANSPORTATION

Revenues ▶

\$360M

\$819M

\$423M

Adj. Segment
EBITDA
Margin ▶

22%

13%

15%



AGGREGATES



WIND TOWERS



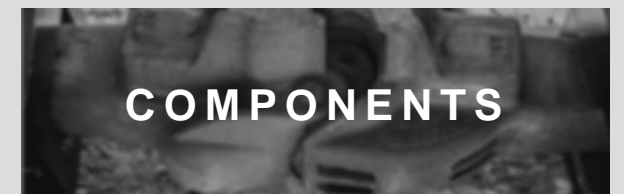
BARGES



**SPECIALTY
MATERIALS**



**UTILITY
STRUCTURES**



COMPONENTS



**CONSTRUCTION
SITE SUPPORT**



STORAGE TANKS

Revenues and Adjusted Segment EBITDA margin for the last twelve months ended 06/30/2019.

Our Long-Term Vision

Grow

in attractive markets
where we can achieve
sustainable competitive
advantages

Reduce

the complexity and
cyclicality of the overall
business

Improve

long-term returns
on invested capital

Integrate

Environmental, Social,
and Governance (ESG)
initiatives into our long
term strategy

Stage 1 Initiatives

We are executing our Stage 1 plan

Grow Construction Products

- Acquired ACG Materials for \$309M in December 2018; acquisition integration progressing well
- Completed additional aggregates bolt-on acquisition in 2Q19
- Continue to evaluate robust pipeline of bolt-on acquisitions in both our legacy and ACG platforms

Improve Energy Equipment

- 1H19 margin improvements demonstrate progress of continuous improvement programs in Wind Towers, Utility Structures, and Storage Tanks

Expand Transportation Products

- Barge revenue growth of 70-80% expected in 2019, driven by recovery in tank barge market; re-opened barge plant in Louisiana began delivering barges in Q3
- Customer diversification efforts in railcar components are progressing

Establish a flat corporate structure

- Flat, streamlined corporate structure focused on capital allocation and compliance
- Outsourced certain corporate functions as part of separation

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Governance Highlights

Our policies are aligned with shareholder value creation

Board Composition	Board Practices	Accountability	Share Ownership / Compensation
<p>Independent Board: 8 of 9 directors are independent</p> <p>Independent Committees</p> <ul style="list-style-type: none">• Audit• Human Resources• Corporate Governance and Directors Nominating <p>33% Board Diversity</p> <p>Separate CEO and Independent Board Chair</p>	<p>Regular executive sessions with independent directors only</p> <p>Board oversees risk management activities including annual Enterprise Risk Management assessment</p> <p>Annual Board and Committee self-performance evaluations</p>	<p>Extensive shareholder engagement program</p> <p>Majority voting for uncontested director elections</p> <p>Board to be declassified as of the 2022 annual meeting</p>	<p>“Pay for performance” compensation structure</p> <p>Robust stock ownership requirements for senior management and directors</p> <p>Prohibition of hedging and pledging of our shares</p> <p>Clawback policy in place</p> <p>No perquisites plan</p>

Board of Directors

Diverse group of leaders with C-Suite and Independent Director experience



Antonio Carrillo

- ✓ President & CEO, Arcosa
- ✓ Significant knowledge and understanding of Arcosa's products, services, operations, and business environment and has experience leading a significant industrial enterprise in Mexico, where Arcosa has a number of operations



David Biegler

H I

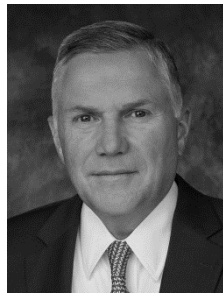
- ✓ Former Vice Chairman, TXU Corp.
- ✓ Broad experience in managing and leading significant industrial enterprise; provides the Board with additional perspective on the Company's operations, including Energy businesses



Douglas Rock

A I

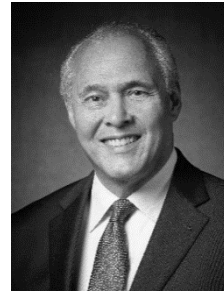
- ✓ Former Chairman & CEO, Smith International
- ✓ Broad experience in managing and leading a significant industrial enterprise; provides the Board with additional perspective on the Company's operations, including Energy businesses



Jeffrey "Jay" Craig

A I

- ✓ President & CEO, Meritor
- ✓ Significant management experience provides the Board with additional perspective on the Company's operations, including Transportation businesses



Joe Alvarado

H N I

- ✓ Former Chairman & CEO, Commercial Metals Company
- ✓ Significant management experience provides the Board with additional perspective on the Company's operations, including Construction and steel-fabrication businesses



John Lindsay

H I

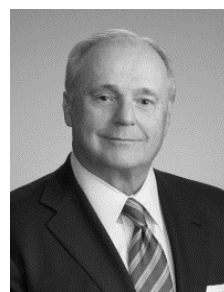
- ✓ President & CEO, Helmerich & Payne
- ✓ Significant management experience provides the Board with additional perspective on the Company's operations, including Energy businesses



Melanie Trent

N A I

- ✓ Former EVP, General Counsel & Chief Administrative Officer, Rowan Companies
- ✓ Strong legal & executive management experience, diverse background and knowledge of energy industry; provides the Board with additional perspective on the Company's operations



Rhys Best

C

- ✓ Former Chairman & CEO, Lone Star Technologies
- ✓ Extensive experience managing and leading significant industrial enterprises; provides the Board with additional perspective on the Company's operations, including Construction and Energy businesses



Ron Gafford

N I

- ✓ Former President & CEO, Austin Industries
- ✓ Broad experience in managing and leading significant industrial enterprise; provides the Board with additional perspective on the Company's operations, including Construction businesses

C Independent Chair **I** Independent Director **A** Audit Committee **N** Corporate Governance & Directors Nominating Committee **H** Human Resources Committee

Note: See Proxy Statement for more detailed Board biographies

Board of Directors

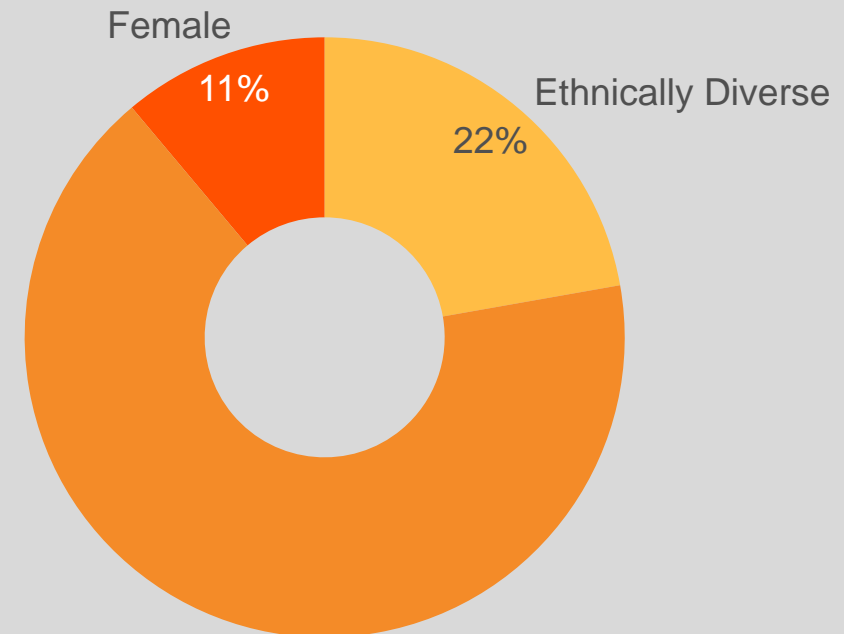
Highly relevant skills, wealth of CEO experience, and 33% board diversity

Highly relevant skills and experience

- **8** current or former **Chief Executive Officers**
- **9** board members with senior executive experience in **Construction, Energy, and Transportation industries**
- **9** board members with experience serving on other **public company boards**
- **4** **new independent directors** added to Arcosa board at time of separation from former parent
- **5** directors with **previous experience on former parent company's board**

Board Diversity

33% Board Diversity



Board and Committee Oversight of Strategy and Risk

Board of Directors (including Non-Executive Chair)

Board has primary responsibility for risk oversight. Executes its oversight duties through:

Monitoring and reviewing the most significant risks facing the Company, including strategic, operational, financial, financial controls, legal, compliance, and ESG

Reviewing and approving the Company's strategies, financial objectives, and operating plans

Assigning specific oversight duties to Board committees, which meet regularly and report back to the Board

All directors are invited to attend all Committee meetings.



Audit Committee

Douglas Rock (C) Jay Craig Melanie Trent

Oversees risks related to the Company's financial reporting, internal controls, accounting and legal matters, internal audit function, and information technology programs and security, including:

- Appoints and evaluates the independence, performance, and qualifications of independent public accounting firm
- Reviews annual internal audit plan
- Reviews annual Enterprise Risk Management assessment
- Monitors Business Ethics and Compliance programs (including the Code of Conduct)



Corporate Governance and Directors Nominating Committee

Ronald Gafford (C) Joseph Alvarado Melanie Trent

Oversees risks related to the Company's governance structure and processes, including:

- Conducts annual evaluation on governance matters and policies
- Annually reviews director compensation
- Identifies director nominees and assesses Board composition and succession planning
- Oversees annual self-evaluation of the Board



Human Resources Committee

David Biegler (C) Joseph Alvarado John Lindsay

Oversees risks related to the Company's compensation philosophy and program, including:

- Reviewing and approving designs and goals of compensation and executive compensation (including features to mitigate excessive risk taking)
- Reviews strategies and processes for management succession planning, leadership development, and executive retention
- Evaluates executive performance and compensation



Management

While the Board and its committees oversee risk management, Company management is charged with risk assessment and mitigation processes. The Company maintains robust internal processes:

Internal audit and Enterprise Risk Management programs

Strategic and operational planning

Code of Conduct and compliance monitoring

Employee development and evaluation

Information technology and security systems

(C) = Committee Chair

Executive Leadership Compensation Philosophy

We have established a “pay for performance” compensation structure throughout the executive leadership group

What We Do

- ✓ **Pay for Performance:** philosophy links executive leadership compensation to measured performance
- ✓ **Maintain Stock Ownership Guidelines:** current levels: CEO (5x base), CFO (3x base), Other Senior Officers (2x base), Board (5x annual cash retainer)
- ✓ **Require Double Trigger** in Arcosa Change in Control Severance Plan
- ✓ **Maintain a Clawback Policy**
- ✓ **Retain an Independent Compensation Consultant**
- ✓ **Prohibit Hedging and Pledging Our Shares**

What We Don't Do

- x **No Perquisite Plans:** we terminated our former parent's executive perquisites plan, effective January 1, 2019
- x **No Employment Contracts:** none of the Named Executive Officers have employment contracts
- x **No Excise Tax Gross-Ups** for participants in the Arcosa Change in Control Severance Plan
- x **No Dividends on Unvested Restricted Stock Units**
- x **No Stock Incentive Repricing**

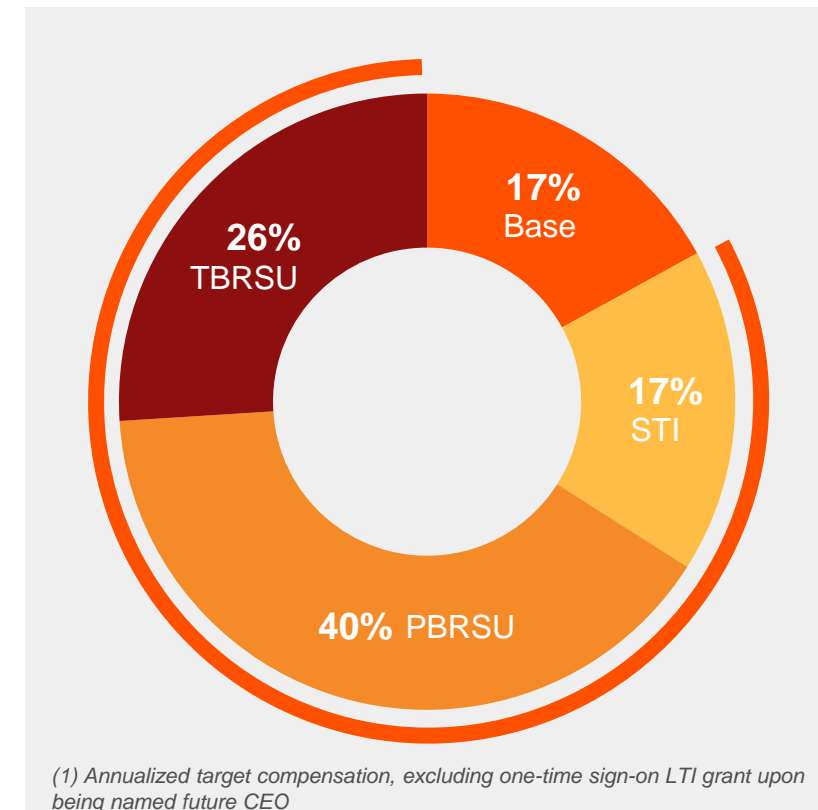
97% shareholder approval on Say-on-Pay during 2019 Annual Meeting

Incentive Compensation Plans

Arcosa's incentive plans align compensation to long-term shareholder value creation while driving accountability to the business level

	Award Type	Focus	Performance Objectives
Short Term Incentive Plan (STI)	Cash	1 year operational and financial targets	Adjusted EBITDA Business-specific metrics (e.g., EBITDA, Working Capital, Margin Improvement, SE&A Reduction)
Long Term Incentive Plan (LTI)	Equity: Performance-Based Restricted Stock Units (PBRSU)	Long term shareholder value creation	Return on Capital Cumulative EPS
	Equity: Time-Based Restricted Stock Units (TBRSU)		Share Price

Target CEO Pay: 83% at Risk⁽¹⁾



Shareholder Engagement

Engaging shareholders has been a key priority to build a culture of trust with our investors, analysts, and other stakeholders

Investor Day in New York (October 2018)

- Inaugural Investor Day attended by more than 100 investors and analysts
- Spin-related roadshow to 7 cities

Investor Conferences and Non-Deal Roadshow Meetings¹

- Attended 8 investor conferences
- Attended 9 additional non-deal roadshows to 7 cities

ESG Roadshow

- Extended invitations to funds to discuss governance-related topics and ESG roadmap

Quarterly Earnings Conference Calls and Webcasts

- CEO and CFO host quarterly earnings calls to discuss strategic progress and financial performance

Annual Shareholders Meeting

- Hosted inaugural Annual Shareholders Meeting at Dallas HQ on May 7, 2019

We are committed to building a culture of:

Accessibility

Transparency

Credibility

Arcosa and our Directors value shareholder engagement, and investor feedback is shared with our full Board

¹ From 08/15/18 to 08/15/19

Business Ethics and Compliance

We have a Code of Conduct and require annual training and certification on the Code of Conduct by employees

Key items addressed in Arcosa policies, including the Code of Conduct

- ▶ Adhere to all laws and regulations
- ▶ Prohibition of anti-competitive practices
- ▶ No tolerance for harassment or discrimination
- ▶ Maintain whistleblowing HelpLine and HelpSite, with no tolerance for retaliation
- ▶ Health and safety paramount
- ▶ Require conflicts of interest be disclosed
- ▶ Anti-corruption: Forbid giving or receiving bribes
- ▶ Treat others with dignity and respect

Key Policies

Objective

Approach

Code of Business Conduct and Ethics

Ensure employees are trained annually on expected behavior related to policies, laws, and regulations

- Train employees annually
- Require employee's certification
- Easy access to Code and anonymous reporting channels

Foreign Corrupt Practices Act (FCPA)

Zero tolerance toward acts of corruption (prohibition of facilitation payments), and prohibition of providing benefits to public officials

- Train all impacted employees
- Train all impacted agents and third-parties representing Company interests

Environment, Health and Safety

Maintain standards and practices that protect the environment and the health and safety of both employees and contractors

- Conduct significant training
- Tailored approach (Occupational Safety and Process Safety programs)
- Examine contractors' safety programs

Anti-Discrimination and Anti-Harassment

Provide a workplace free from retaliation and unlawful discrimination or harassment

- Covered in employee onboarding, in annual Code of Conduct training, and in periodic civil treatment training

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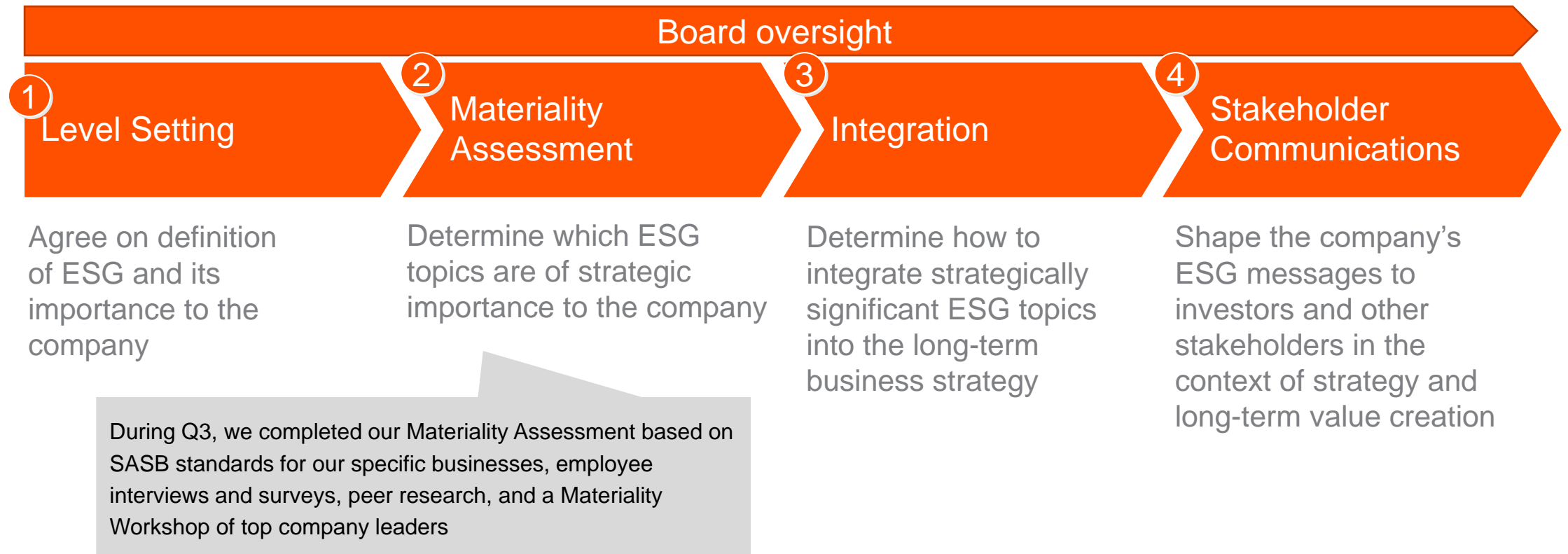
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Environmental and Social: Materiality Assessment

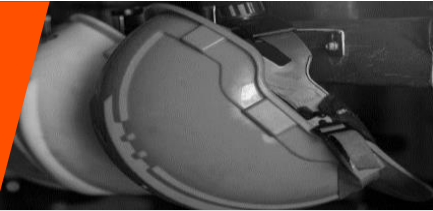
We are making progress on our ESG roadmap



ESG Update

We recently completed a Materiality Assessment that identified ESG topics that will be integrated into our long-term strategy

Our People & Communities



Employee Health and Safety

Diversity

Talent Management

Community Relations

Our Environment



Energy Management

Air Quality

GHG Emissions

Water and Wastewater Management

Land Management

Our Products



Product Use and Quality

Governance and Business Ethics

Our Materiality Assessment was based primarily on SASB standards, with additional input from stakeholders and other sustainability standards

ESG Update

We have a number of initiatives already underway to integrate ESG into our long term strategy

Our People & Communities



- Safety Excellence program rolled out to plants
- Instituted plan to track and improve diversity
- Ethics Training and Certification programs
- Extensive community engagement across our plant locations and corporate offices
- Talent development program to enhance the skills of our team

Our Environment



- Instituting sustainability program to track environmental metrics
- Integrating environmental initiatives into long-term strategy
- Arcosa headquarters is LEED Gold, Energy Star Certified

Our Products



- Leading producer of wind towers for renewable power generation, with over 12,000 towers produced
- Leading manufacturer of inland barges, which have valuable fuel efficiency advantages over truck and rail
- Trench shoring products promote worker safety

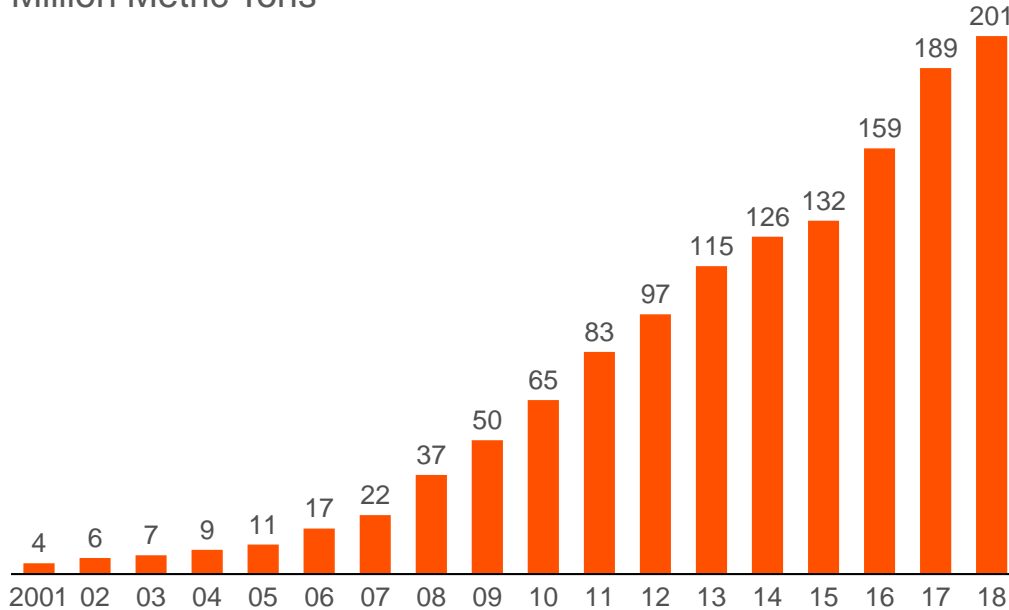
Our Products

Arcosa's products are used in important environmentally friendly industries

Wind Energy reduces carbon dioxide emissions

CO2 Emissions Avoided through Wind Energy

Million Metric Tons



As a leading wind tower manufacturer with over 12,000 towers produced, **Arcosa** plays an important role in the development of wind power

Barge transportation is a clean, efficient mode of freight transportation

Tons of CO2 per Million Ton Miles



Ton Miles Traveled per Gallon of Fuel



Arcosa's inland barges play a critical role in the clean and efficient transportation of freight

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A Compelling Long-Term Investment

Broad infrastructure market exposure creates opportunities for growth

Established businesses with potential to thrive in Arcosa's new structure

Experienced Board advising on strategy and overseeing risk management

Stage 1 plan underway to execute on our long-term vision

Balance sheet to pursue disciplined growth

Significant Revenue and EBITDA growth opportunities over the long-term

ARCOSA

Appendix

Reconciliation of Consolidated and Combined Adjusted EBITDA

(\$'s in Millions)
(unaudited)

	Three Months Ended		Six Months Ended		Full Year	
	June 30,		June 30,		2019 Guidance	
	2019	2018	2019	2018	Low	High
Revenues	\$ 434.1	\$ 353.0	\$ 845.0	\$ 707.4	\$ 1,750.0	\$ 1,800.0
Net Income	31.8	22.6	59.5	44.8	100.0	111.0
Add:						
Interest expense, net	1.2	-	2.8	-	5.0	5.0
Provision (benefit) for income taxes	9.0	6.8	16.9	14.8	31.0	35.0
Depreciation, depletion, and amortization expense	21.7	15.8	41.5	32.9	92.0	87.0
EBITDA	\$ 63.7	\$ 45.2	\$ 120.7	\$ 92.5	\$ 228.0	\$ 238.0
Add:						
Impact of the fair value mark up of acquired inventory	0.2	-	1.6	-	2.0	2.0
Other, net (income) expense ⁽¹⁾	0.3	1.2	0.4	2.2	-	-
Adjusted EBITDA	\$ 64.2	\$ 46.4	\$ 122.7	\$ 94.7	\$ 230.0	\$ 240.0
Adjusted EBITDA Margin	14.8%	13.1%	14.5%	13.4%	13.1%	13.3%

(1) Included in Other, net (income) expense was the impact of foreign currency exchange transactions of \$0.5 million and \$1.2 million for the three months ended June 30, 2019 and 2018, respectively, and \$1.0 million and \$2.2 million for the six months ended June 30, 2019 and 2018, respectively.

GAAP does not define “Earnings Before Interest, Taxes, Depreciation, Depletion and Amortization” (“EBITDA”) and it should not be considered as an alternative to earnings measures defined by GAAP, including net income. We use this metric to assess the operating performance of our consolidated business, as a metric for incentive-based compensation, and as a basis for strategic planning and forecasting as we believe that it closely correlates to long-term shareholder value, and we believe this metric also assists investors in comparing a company's performance on a consistent basis without regard to depreciation, depletion, and amortization, which can vary significantly depending on many factors. We adjust consolidated EBITDA for certain non-routine items (“Adjusted EBITDA”) to provide a more consistent comparison of earnings performance from period to period, which we also believe assists investors in comparing a company's performance on a consistent basis. “Adjusted EBITDA Margin” is defined as Adjusted EBITDA divided by Revenues.

Reconciliation of Adjusted Segment EBITDA

(\$'s in Millions)
(unaudited)

	Three Months Ended		Six Months Ended		Last Twelve Months
	June 30,		June 30,		June 30,
	2019	2018	2019	2018	2019
Construction Products					
Revenues	\$ 115.6	\$ 83.9	\$ 221.6	\$ 154.1	\$ 359.8
Operating Profit	17.5	17.6	28.8	30.0	49.2
Add: Depreciation, depletion, and amortization expense	9.0	5.1	17.8	10.2	29.5
Segment EBITDA	26.5	22.7	46.6	40.2	78.7
Add: Impact of the fair value mark up of acquired inventory	-	-	1.4	-	2.2
Adjusted Segment EBITDA	\$ 26.5	\$ 22.7	\$ 48.0	\$ 40.2	\$ 80.9
Adjusted Segment EBITDA Margin	22.9%	27.1%	21.7%	26.1%	22.5%
Energy Equipment					
Revenues	\$ 204.3	\$ 178.4	\$ 413.4	\$ 374.7	\$ 818.8
Operating Profit	25.0	8.2	53.2	25.7	56.1
Add: Depreciation and amortization expense	7.3	7.4	14.3	15.2	28.8
Segment EBITDA	32.3	15.6	67.5	40.9	84.9
Add: Impairment Charge	-	-	-	-	23.2
Adjusted Segment EBITDA	\$ 32.3	\$ 15.6	\$ 67.5	\$ 40.9	\$ 108.1
Adjusted Segment EBITDA Margin	15.8%	8.7%	16.3%	10.9%	13.2%
Transportation Products					
Revenues	\$ 115.3	\$ 91.5	\$ 212.8	\$ 180.8	\$ 423.4
Operating Profit	12.6	12.7	20.9	21.7	47.6
Add: Depreciation and amortization expense	3.9	3.3	7.7	7.5	15.7
Segment EBITDA	16.5	16.0	28.6	29.2	63.3
Add: Impact of the fair value mark up of acquired inventory	0.2	-	0.2	-	0.2
Adjusted Segment EBITDA	\$ 16.7	\$ 16.0	\$ 28.8	\$ 29.2	\$ 63.5
Adjusted Segment EBITDA Margin	14.5%	17.5%	13.5%	16.2%	15.0%
Operating Profit - All Other	\$ -	\$ -	\$ -	\$ -	\$ (0.1)
Operating Profit - Corporate Eliminations	(12.8)	(7.9)	(23.3)	(15.6)	(39.8)
Corporate Depreciation	1.5	-	1.7	-	2.2
Adjusted EBITDA	\$ 64.2	\$ 46.4	\$ 122.7	\$ 94.7	\$ 214.5

“Segment EBITDA” is defined as segment operating profit plus depreciation, depletion, and amortization. GAAP does not define Segment EBITDA and it should not be considered as an alternative to earnings measures defined by GAAP, including segment operating profit. We use this metric to assess the operating performance of our businesses, as a metric for incentive-based compensation, and as a basis for strategic planning and forecasting as we believe that it closely correlates to long-term shareholder value, and we believe this metric also assists investors in comparing a company's performance on a consistent basis without regard to depreciation, depletion, and amortization, which can vary significantly depending on many factors. We adjust Segment EBITDA for certain non-routine items (“Adjusted Segment EBITDA”) to provide a more consistent comparison of earnings performance from period to period, which we also believe assists investors in comparing a company's performance on a consistent basis. “Adjusted Segment EBITDA Margin” is defined as Adjusted Segment EBITDA divided by Revenues.