

# SPARK ENERGY, INC.

## **FORM 8-K** (Current report filing)

Filed 05/11/16 for the Period Ending 05/10/16

Address	12140 WICKCHESTER LANE SUITE 100 HOUSTON, TX, 77079
Telephone	(713) 600-2600
CIK	0001606268
Symbol	SPKE
SIC Code	4931 - Electric and Other Services Combined
Industry	Electric Utilities
Sector	Utilities
Fiscal Year	12/31

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): May 10, 2016**

**Spark Energy, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-36559**  
(Commission  
File Number)

**46-5453215**  
(IRS Employer  
Identification Number)

**12140 Wickchester Ln, Ste 100  
Houston, Texas 77079**  
(Address of Principal Executive Offices)  
(Zip Code)

**(713) 600-2600**  
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01 Regulation FD Disclosure.**

Spark Energy, Inc. (NASDAQ: SPKE), a Delaware corporation (the "Company"), has prepared investor presentation materials (the "Investor Presentation") for use from time to time in presentations about the Company's operations and performance. The Investor Presentation will also be posted in the Investor Relations section of the Company's website at [www.sparkenergy.com](http://www.sparkenergy.com). A copy of the Investor Presentation is furnished as Exhibit 99.1 hereto.

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The information contained in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed to be “filed” for the purpose of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, regardless of any general incorporation language in any such filings.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
99.1	Investor Presentation of Spark Energy, Inc. - May 2016

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 11, 2016

**Spark Energy, Inc.**

By:	<u>/s/ Georganne Hodges</u>
Name:	Georganne Hodges
Title:	Chief Financial Officer

Exhibit No.	Description
99.1	Investor Presentation of Spark Energy, Inc. - May 2016



# Investor Presentation May 2016

# Safe Harbor Statement

This presentation contains forward-looking statements that are subject to a number of risks and uncertainties, many of which are beyond our control. These statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act") can be identified by the use of forward-looking terminology including "guidance," "may," "should," "likely," "will," "believe," "expect," "anticipate," "estimate," "continue," "plan," "intend," "projects," or other similar words. All statements, other than statements of historical fact included in this presentation, regarding strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans, objectives and beliefs of management are forward-looking statements. Forward-looking statements appear in a number of places in this presentation and may include statements about business strategy and prospects for growth, customer acquisition costs, ability to pay cash dividends, cash flow generation and liquidity, availability of terms of capital, competition and government regulation and general economic conditions. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we cannot give any assurance that such expectations will prove correct.

The forward-looking statements in this presentation are subject to risks and uncertainties. Important factors which could cause actual results to materially differ from those projected in the forward-looking statements include, but are not limited to:

- changes in commodity prices,
- extreme and unpredictable weather conditions,
- the sufficiency of risk management and hedging policies,
- customer concentration,
- federal, state and local regulation, including the industry's ability to prevail on its challenge to the New York Public Service Commission's order enacting new regulations that sought to impose significant new restrictions on retail energy providers operating in New York,
- key license retention,
- increased regulatory scrutiny and compliance costs,
- our ability to borrow funds and access credit markets,
- restrictions in our debt agreements and collateral requirements,
- credit risk with respect to suppliers and customers,
- level of indebtedness,
- changes in costs to acquire customers,
- actual customer attrition rates,
- actual bad debt expense in non-POR markets,
- accuracy of internal billing systems,
- ability to successfully navigate entry into new markets,
- whether our majority shareholder or its affiliates offers us acquisition opportunities on terms that are commercially acceptable to us,
- changes in the assumptions we used to estimate our 2016 Adjusted EBITDA, including weather and customer acquisition costs,
- competition, and
- other factors discussed in "Risk Factors" in our Form 10-K for the year ended December 31, 2015, our Quarterly Reports on Form 10-Q for 2016 and in our other public filings and press releases.

You should review the risk factors and other factors disclosed throughout our Report on Form 10-K for the year ended December 31, 2015 and the Quarterly Reports on Form 10-Q for 2016, all of which are filed with the Securities and Exchange Commission, which could cause our actual results to differ materially from those contained in any forward-looking statement. The Adjusted EBITDA guidance for 2016 is an estimate as of May 4, 2016. This estimate is based on assumptions believed to be reasonable as of that date. All forward-looking statements speak only as of the date of this presentation. Unless required by law, we disclaim any obligation to publicly update or revise these statements whether as a result of new information, future events or otherwise. It is not possible for us to predict all risks, nor can we assess the impact of all factors on the business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

In this presentation, we refer to EBITDA and Adjusted EBITDA, which are non-GAAP financials measures the Company believes are helpful in evaluating the performance of its business. Except as otherwise noted, reconciliation of such non-GAAP measures to the relevant GAAP measures can be found at the end of this presentation.





# Spark Energy at a Glance

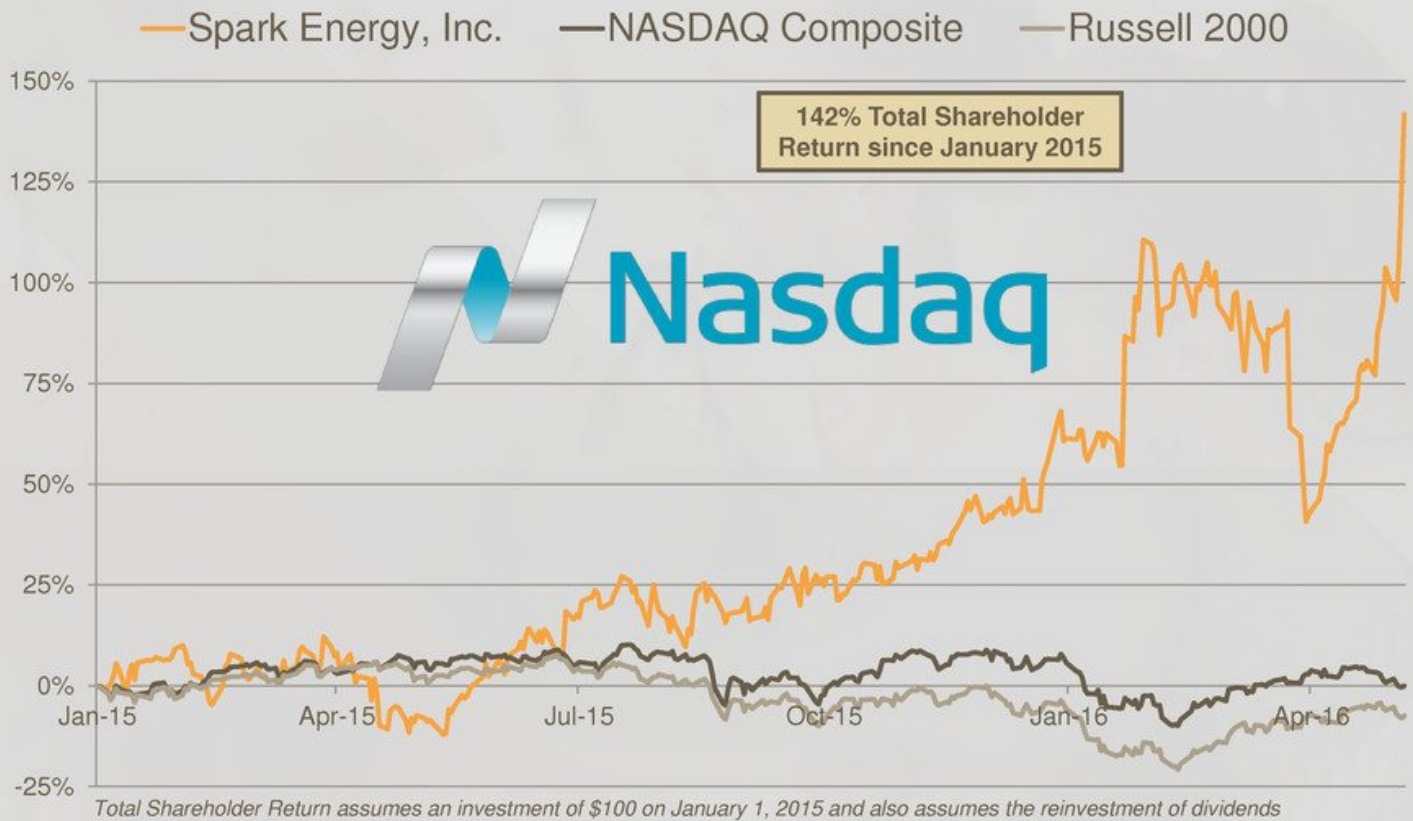
**Spark Energy, Inc.** Independent Retail Energy Services Provider

Headquartered:	Houston, TX
Founded:	1999
IPO:	July 2014
Ticker / Exchange:	SPKE / NASDAQ Global Select Market
Market Capitalization:	\$424.4MM
Long-Term Debt	19.7MM
Enterprise Value:	\$444.1MM
Annual Dividend:	\$1.45 (paid quarterly)
Implied Dividend Yield:	4.7%

***17 Years of Dedicated Service to the Deregulated Energy Markets***

*Market Data and Long-Term Debt as of May 6, 2016*

## Creating Shareholder Value



As of May 6, 2016

## Spark Energy Highlights

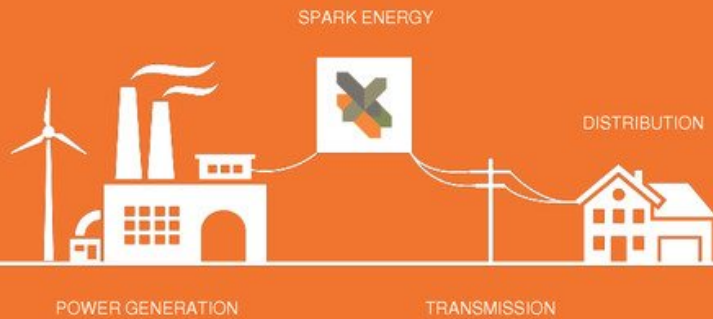
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- *2016 annual Adjusted EBITDA guidance in the range of \$44MM - \$48MM, based on projected 2016 customer acquisition costs of \$13MM - \$17MM*
- *On May 4, we announced two significant pending acquisitions expected to add approximately \$30.0 million of annual Adjusted EBITDA (excluding integration costs) and approximately 335,000 RCEs. Both transactions are expected to close early in the third quarter*
- Five recent M&A transactions successfully integrated and creating shareholder value
- Aligned sponsor supports growth strategy
  - Dropped down Oasis transaction
  - Financed 25% of our CenStar and Oasis transactions
  - Implemented Retailco, a customer operations platform, to provide our back office functions at an expected 5-8% annual cost savings
- Quarterly dividends of \$0.3625 (\$1.45 annualized) since IPO in July 2014
- Management team includes experienced retail energy veteran specializing in organic sales, marketing, and customer retention
- Organic commission structure enhances customer quality and lifetime value
- **Total Shareholder Return of ~142% since January 2015**

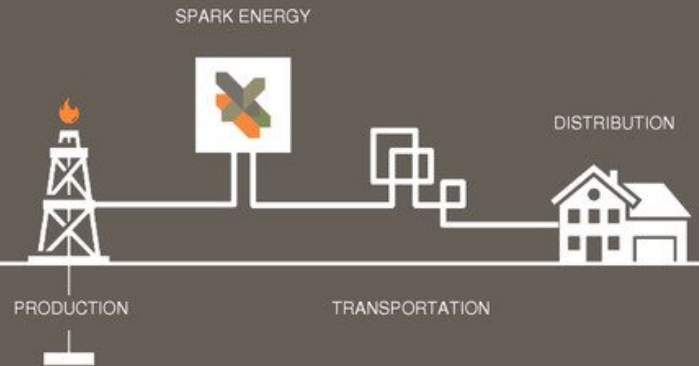


# How Spark Energy Serves its Customers

## Delivering Electricity



## Delivering Natural Gas



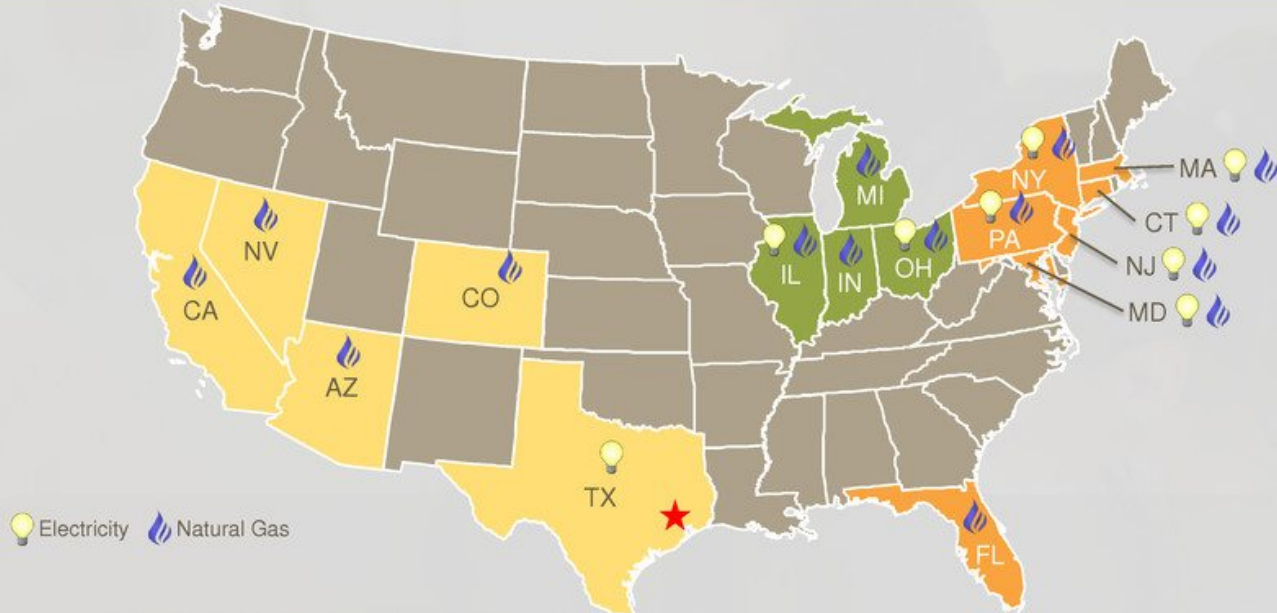
## Our Value Proposition to the Customer

Stable and Predictable  
Energy Costs

Green and  
Renewable Products

Potential  
Cost Savings

## Spark's Geographical Diversity: 16 States and 66 Utility Territories



### Residential Customer Equivalents RCEs

(In thousands)	Electricity	Percent	Natural Gas	Percent	Total	Percent
East	156	61%	70	44%	226	54%
Midwest	44	17%	52	33%	96	23%
Southwest	57	22%	36	23%	93	23%
Total	257	100%	158	100%	415	100%

As of March 31, 2016

# Customer Lifetime Value Strategy

## Sophisticated Customer Acquisition Model

- Multi-channel sales
- Diverse sales geography
- Leverage analytics to determine market entry and product tailoring
- Contracted revenue model with subscription-like flow

## *Increase Lifetime Value*

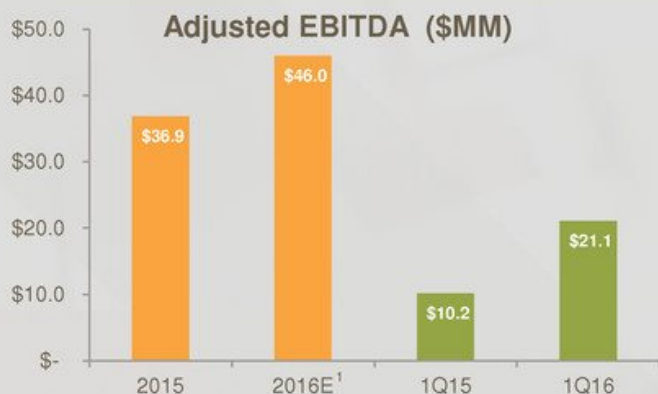
- Analyze historical usage and attrition data to pinpoint profitability potential
- Deploy customer retention team focused on product selection, renewal, and cross-sell opportunities
- Provide high-quality service

## Create Long-Tenure, High Value Customers

- Attractive EBITDA margin and cash flow conversion
- Targeted payback period is 12 months
- Long-standing customer relationships

***Actively Managed Customer Base Drives Profitability***

# Spark by the Numbers



(\$ in millions)

	2015	2016 <sup>1</sup>	1Q15	1Q16
Revenue	\$358.2	-	\$101.8	\$110.5
Retail Gross Margin	\$113.6	-	\$27.9	\$39.6
Adjusted EBITDA	\$36.9	\$46.0	\$10.2	\$21.1
Customer Acquisition Costs	\$19.9	\$15.0	\$5.6	\$2.3



	1Q15	1Q16
RCEs (000s) <sup>2</sup>	305	415
RCE Attrition	5.7%	4.3%
Electricity Volume (MWh)	372,851	586,677
Natural Gas Volume (MMBtu)	6,564,045	6,112,431
Electricity Unit Margin (\$/MWh)	\$25.65	\$26.26
Natural Gas Unit Margin (\$/MMBtu)	\$2.79	\$3.95

**2016 Adjusted EBITDA guidance of \$44.0 - \$48.0 million is based upon projected customer acquisition costs of \$13.0 - \$17.0 million**  
**Guidance is being re-evaluated to reflect pending acquisitions and updated projections**

<sup>1</sup>This data reflects the midpoint of the ranges given for the applicable period; <sup>2</sup>As of the last day of the quarter



# Key Investment Highlights

## High Growth

Proven Track  
Record of  
Accretive  
Acquisitions and  
Integrations

**5**

Transactions in  
the last  
eighteen months

Consistent  
Organic Growth

**~3%**

Organic customer  
growth last three  
years (CAGR)

## Sustainable Dividends

Customer &  
Product  
Diversification  
Underpins our  
Dividend

**16** States  
**66** Utilities  
**2** Commodities  
**3** Brands

Conservative  
Capitalization  
and Risk  
Management

**0.5x**

Leverage Ratio

Committed to  
the Dividend  
and Total  
Shareholder  
Return

**\$1.45**

Annual Dividend

**Aligned Sponsor Provides Access to Capital, Derisked M&A Opportunities,  
and Streamlined Customer Operations Services to Support Aggressive Growth**

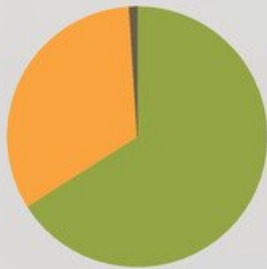
# Opportunities for Organic and M&A Growth

High  
Growth

## Natural Gas



## Electricity



*Only 12% of eligible natural gas customers and 33% of eligible electricity customers have made a competitive supplier choice<sup>1</sup>*

## M&A Opportunities Remain Strong

- ✓ Highly fragmented competitive market of independent energy retailers
- ✓ Majority with < 300,000 customers
- ✓ Spark's corporate structure and relationship with its Sponsor provides the ability to finance and transact quickly

### Strategic M&A Criteria

- ✓ Scale / Density
- ✓ Geography
- ✓ Products
- ✓ Synergies
- ✓ Growth Engine

*Potential for Accretive Transactions with Synergies*

Source: DNV GL Q4 2013 Retail Energy Outlook, EIA  
<sup>1</sup>Eligible customers defined as customers in deregulated states

## Aligned Sponsor Provides Access to M&A Opportunities, Capital, and Other Services To Propel Growth

High  
Growth

### Step 1: Target Company Acquisition

National Gas and Electric (NG&E), an affiliate of our Sponsor, acquires retail books of customers and retail companies

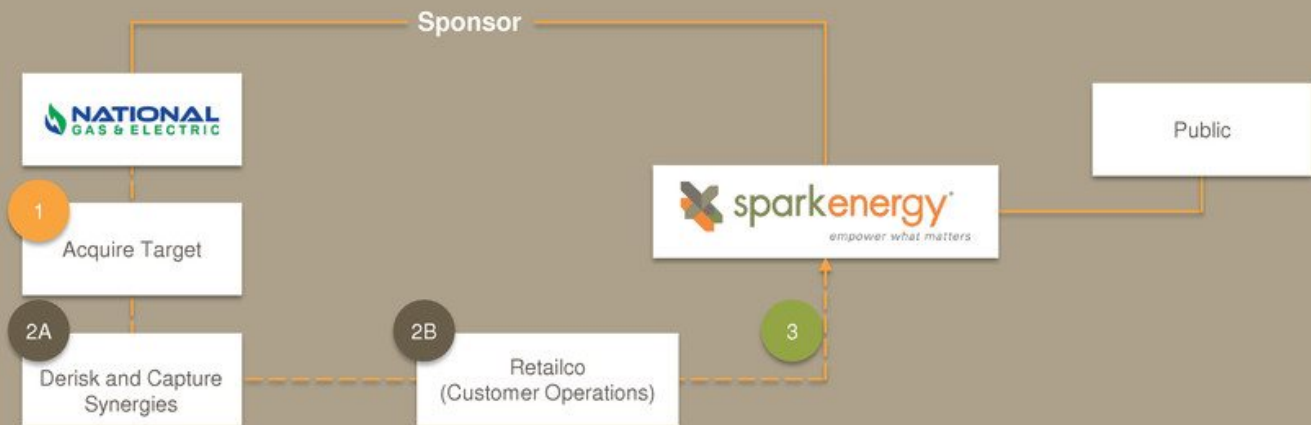
### Step 2: Derisk and Capture Synergies

- A) NG&E and Spark work together to capture initial synergies (supply, finance, etc.)
- B) NG&E puts acquired customers on shared Retailco customer operations platform

### Step 3: Purchase Customer Base

Spark purchases the customer book/company in part or whole by issuing debt or equity to our Sponsor

Customers remain on Retailco platform upon transition to Spark



## Proven Track Record of Acquisitions and Integration

High  
Growth

### Recent Transactions



~2,000 Customers  
Connecticut

December 2014

**DISCOUNTPOWER**

~12,000 Customers  
Connecticut

December 2014

**entrust**  
ENERGY.

~26,000 Customers  
Northern California

March 2015

 **CenStar Energy**  
Save Money. Make Money.™

~65,000 RCEs  
13 New Markets

July 2015



~40,000 RCEs  
7 New Markets

July 2015



## Outsourcing of Customer Operations and I.T. Supports Growth Strategy and Provides Cost Savings

High  
Growth

- Delivers 5-8% immediate annual cost savings (versus 2015 run rate)
- Provides scalability and supports Spark and NGE's M&A strategy
- Contractual terms and service level penalties derisk operating costs
- Spark Management freed up to focus on growth
- Costs and service levels are reviewed and may be adjusted quarterly

**Customer Care**

**Billing**

**Transaction Management**

**Collections**

**Contract Management**

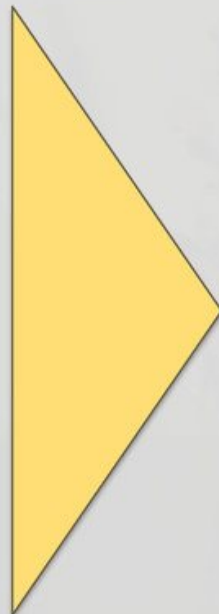
**Information Technology**

**RETAILCO**

*(100% owned by our Majority Shareholder)*

## Multiple Brands and Sales Channels Enhance Our Ability to Acquire Customers Organically

High  
Growth



- Multiple brands allow for brand positioning and winback strategies not previously available
- Outsourced vendor relationships allow rapid scaling and low fixed costs while driving quality, efficiency and flexibility
- Recently instituted organic commission structure ensures customer quality and lifetime value

# Customer and Product Diversity Provides Stable Cash Flow

Sustainable  
Dividends

## Geography

- 66 utility service territories in 16 states
- Able to quickly react to market trends and redirect customer portfolio
- Geographic diversity minimizes risks related to regulatory, weather and supply fluctuations

## Commodity

- Natural gas and electricity (depending on location/utility)

## Brand/Product

- Three distinct brands
- Fixed-price and variable-price contracts (various terms)
- Provide a range of unique value added products like green energy to drive additional sales, retention and profitability

## Sales Channels

- Multiple channels ensure access to new customers at optimal costs
- Flexible channels provide the ability to ramp up and ramp down quickly

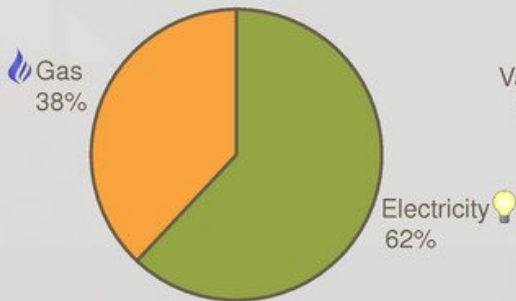
## Outsourced Vendors

- Low sales vendor concentration and no single-source providers
- Outsourced vendor relationships drive quality, efficiency and flexibility

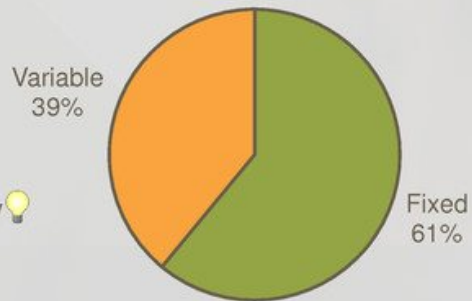
# Portfolio Diversification

Sustainable  
Dividends

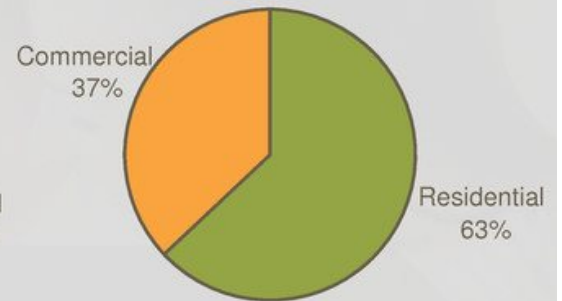
## Commodity



## Product



## Customer



*Both product and customer mix, combined with geographic diversification supports stable cash flow*

Based on RCEs as of March 31, 2016



## Conservative Capitalization Minimizes Risk

- \$85 million syndicated credit facility
- \$60 million working capital line (eliminates need for costly credit sleeve)
- \$18.6 million drawn on \$25 million acquisition tranche<sup>1</sup>
- Low cost of capital
- Anticipate near-term M&A transactions will be financed predominately using equity

Leverage Ratio <sup>1</sup>	
Long-Term Debt <sup>2</sup>	\$19.7MM
2015 Adjusted EBITDA	\$36.9MM
<b>Leverage Ratio</b>	<b>0.5x</b>

<sup>1</sup>As of May 6, 2016

<sup>2</sup>Includes long-term portion of senior credit facility & convertible subordinated notes to affiliates

## Managing Commodity Price Risk

***Seasoned, in-house supply team provides a strong competitive advantage relative to our peers while ensuring risk mitigation***

- Proven hedging strategy that has been refined over Spark Energy's 17 year history
- Demonstrated ability to "weather the storm" through up-and-down commodity markets, extreme weather events, and down economies
- Disciplined risk management supports aggressive growth plans
  - Virtually all fixed price exposure is hedged
  - Variable hedging policy based on individual market characteristics
  - Hedging policy monitored closely by CFO and CRO
- Risk management policy approved by syndicate banks and Board of Directors
- Approximately \$250MM in available credit with wholesale suppliers<sup>1</sup>

<sup>1</sup>As of May 6, 2016

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Annual Dividend

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# Spark in the Community

## Empower What Matters Most

We partner with organizations that:

- Raise the quality of life for children and military veterans
- Make communities better places to live and work
- Drive America's economic future through entrepreneurship education
- Provide an avenue for our employees to get involved in our community and to support our green values



Through our work with the **Arbor Day Foundation**, we are able to extend our environmental efforts far beyond green energy.



We help **Lemonade Day** introduce youth to the concept of starting and operating their own lemonade stand businesses while teaching the real-world skills they need to achieve their dreams.



1.6 million people around the world lack proper access to electricity. Through our relationship with **LuminAID**, we are developing programs to distribute solar-powered inflatable lights to areas that need it the most.

## The Beer-Sheba Project

We are working with **The Beer-Sheba Project**, which focuses on sustainable agro-forestry and holistic environmental education in Senegal. We started with a solar panel expansion plan that is now bringing additional energy to power the project's feed mills, irrigation pumps and cooling systems.



**Helping a Hero** provides specially adapted homes — and other much-needed services and resources — for severely-injured military combat veterans. We're proud to play our part in helping America's heroes transition back to normal lives in their communities by donating electricity to these warriors for the first year they own their new homes.



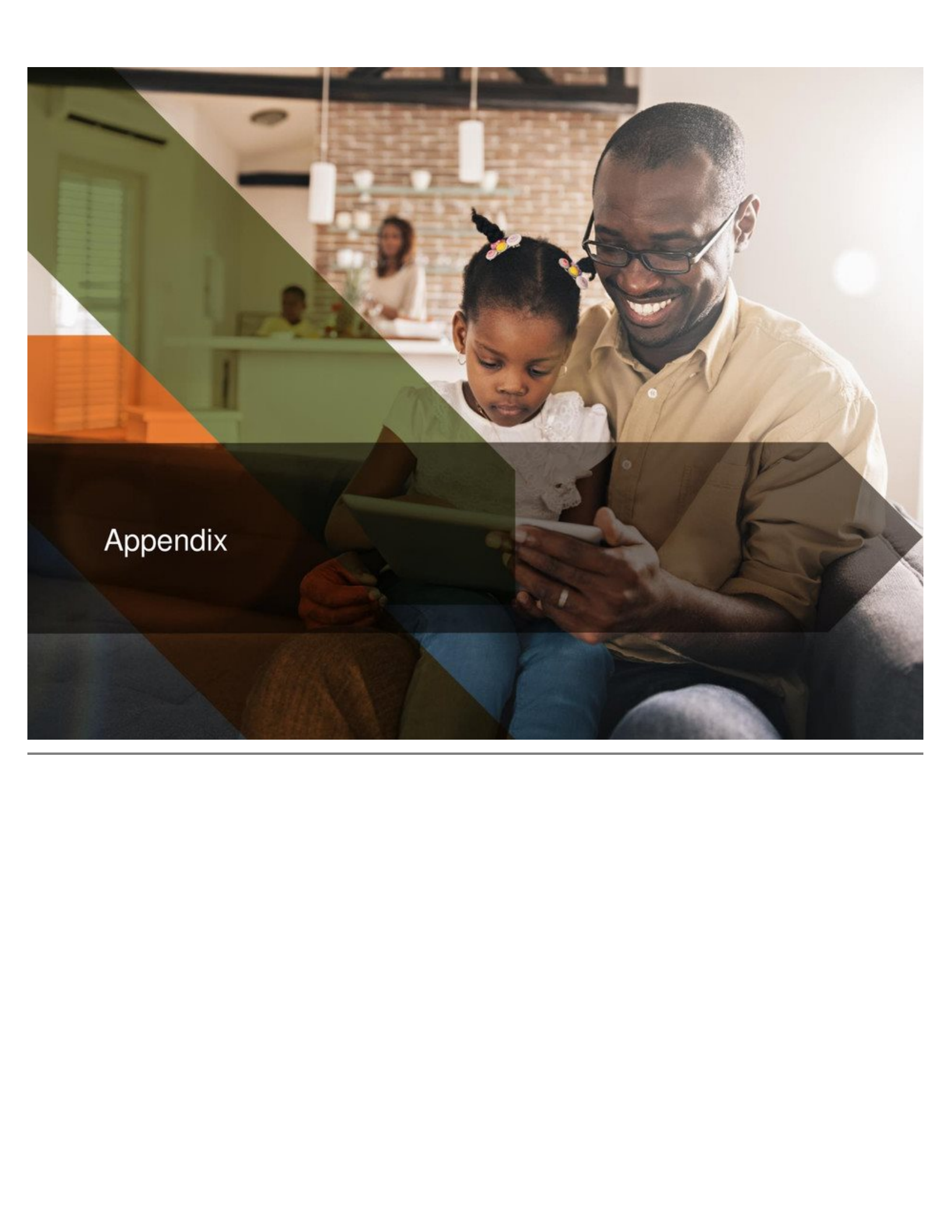
## Investor Relations Contact Information

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Investor Relations  
Spark Energy, Inc.  
12140 Wickchester Lane, Suite 100  
Houston, TX 77079  
<http://ir.sparkenergy.com/>

Contact: Andy Davis  
[ir@sparkenergy.com](mailto:ir@sparkenergy.com)  
832-200-3727

A photograph of a man with glasses and a young girl sitting together, looking at a tablet. The man is smiling and pointing at the screen. The girl is looking intently at the tablet. They are in a home setting, with a kitchen visible in the background. The image is overlaid with a dark, semi-transparent geometric shape that contains the word "Appendix".

## Appendix

# Proven Leadership

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## *Senior Management has over 45 Years of Retail Energy Experience*



### **Nathan Kroeker • CEO and President**

- Veteran leader in sales strategy, global energy supply, and M&A across the upstream, downstream, and midstream energy sectors
- Extensive international experience; board member of ESM (a Japanese retail energy company); previously worked for Macquarie and Centrica



### **Georganne Hodges • Chief Financial Officer**

- Former CFO of Direct Energy's (LSE:CNA) retail energy services business
- Experienced in M&A and integration of retail energy companies
- Certified public accountant



### **Jason Garrett • Executive Vice President**

- Served in leadership roles, including M&A, for various deregulated energy companies including SouthStar Energy, Just Energy, and Continuum
- Proven success and expertise in sales leadership, call center management, operational improvements and cost reduction initiatives



### **Gil Melman • Vice President, General Counsel and Corporate Secretary**

- Former general counsel to Madagascar Oil Limited (LSE:MOIL) and lawyer at Vinson & Elkins LLP
- Proficient in representing public and private companies, investment funds and investment banking firms on M&A and capital markets transactions

## *Extensive M&A Experience Across the Team Ensures Value Creation*



# Board of Directors

## W. Keith Maxwell III • Chairman of the Board of Directors

Mr. Maxwell serves as non-executive Chairman of the Board of Directors, and was appointed to this position in connection with the IPO. Mr. Maxwell also serves as Chief Executive Officer of NuDevco Partners, LLC and National Gas & Electric, LLC, each of which is affiliated with us. Prior to founding the predecessor of Spark Energy in 1999, Mr. Maxwell was a founding partner in Wickford Energy, an oil and natural gas services company, in 1994. Wickford Energy was sold to Black Hills Utilities in 1997. Prior to Wickford Energy, Mr. Maxwell was a partner in Polaris Pipeline, a natural gas producer services and midstream company sold to TECO Pipeline in 1994. In 2010, Mr. Maxwell was named Ernst & Young Entrepreneur of the Year in the Energy, Chemicals and Mining category. A native of Houston, Texas, Mr. Maxwell earned a Bachelor's Degree in Economics from the University of Texas at Austin in 1987. Mr. Maxwell has several philanthropic interests, including the Special Olympics, Child Advocates, Salvation Army, Star of Hope and Helping a Hero. We believe that Mr. Maxwell's extensive energy industry background, leadership experience developed while serving in several executive positions and strategic planning and oversight brings important experience and skill to our board of directors.

## Nathan Kroeker • Director, President and Chief Executive Officer

Nathan Kroeker, appointed President of Spark Energy in April 2012, is responsible for overseeing the day-to-day operations and help shape the overall strategy of the company. Nathan is a 15-year industry veteran with diverse experience in public accounting, M&A, and both retail and wholesale energy. Nathan first joined the company in July 2010 as Executive Vice President and Chief Financial Officer of Spark Energy Ventures. Prior to Spark, Nathan held senior finance and leadership roles with Macquarie and Direct Energy. He began his career in public accounting, including both audit and M&A advisory functions. Nathan holds a Bachelor of Commerce (honors) degree from the University of Manitoba, and has both a CPA (Texas) as well as a CA (Canada). He is a board member for Young Life, a non-denominational community youth outreach program, and was formerly a board member for the Texas Diversity Council, where he received the Diversity First Award.

## James G. Jones II • Independent Director

Mr. Jones has served on Spark Energy's Board of Directors since our initial public offering in July 2014. Mr. Jones is a partner at Padgett Stratemann & Co, a regional CPA with over 230 professionals. Mr. Jones is the leader of the Houston office which opened in May 2014. Prior to Padgett Stratemann & Co, Mr. Jones worked at Ernst & Young LLP from 1998 to March 2014, where he was a tax partner. Mr. Jones holds a Doctor of Jurisprudence from Louisiana State University and a Bachelor of Science in Accounting from the University of Louisiana at Monroe. Mr. Jones was selected as a director because of his extensive tax and financial background as well as his management expertise.

## John Eads • Independent Director

Mr. Eads has served on Spark Energy's Board of Directors since our initial public offering in July 2014. Mr. Eads currently serves as President of Sierra Resources, LLC, a privately-held oil and gas company, a position he has held since 2002, where he directly supervises the negotiation and closing of all of Sierra Resources, LLC's acquisitions and exploratory projects. Mr. Eads has been an independent producer in the oil and natural gas industry for over 37 years. Mr. Eads holds a Bachelor of Science in Mechanical Engineering from Southern Methodist University and a Masters of Business Administration from the University of Texas. Mr. Eads was selected as a director because of his substantial knowledge of the natural gas industry and his business, leadership and management expertise.

## Kenneth M. Hartwick • Independent Director

Mr. Hartwick has served on Spark Energy's Board of Directors since our initial public offering in July 2014. Mr. Hartwick served in various roles for Just Energy Group Inc., a retail natural gas and electricity provider, most recently serving as President and Chief Executive Officer from 2004 through 2014. Mr. Hartwick also served for Just Energy Group Inc. as President from 2006 to 2008, as Chief Financial Officer from 2004 to 2006 and as a director from 2008 to 2014. Mr. Hartwick also served as the Chief Financial Officer of Hydro One, Inc., an energy distribution company, from 2001 to 2004. Mr. Hartwick currently serves as a director of Atlantic Power Corporation, a power generation plant operator, a position he has held since 2004. Mr. Hartwick also serves as a director of MYR Group Inc., an electrical contractor specializing in transmission, distribution, and substation projects, a position he has held since 2015. Mr. Hartwick holds an Honours of Business Administration degree from Trent University. Mr. Hartwick was selected as a director because of his extensive knowledge of the retail natural gas and electricity business and his leadership and management expertise.





## Spark's History Dates Back to the Early Days of Retail Energy Deregulation



# Condensed Balance Sheet

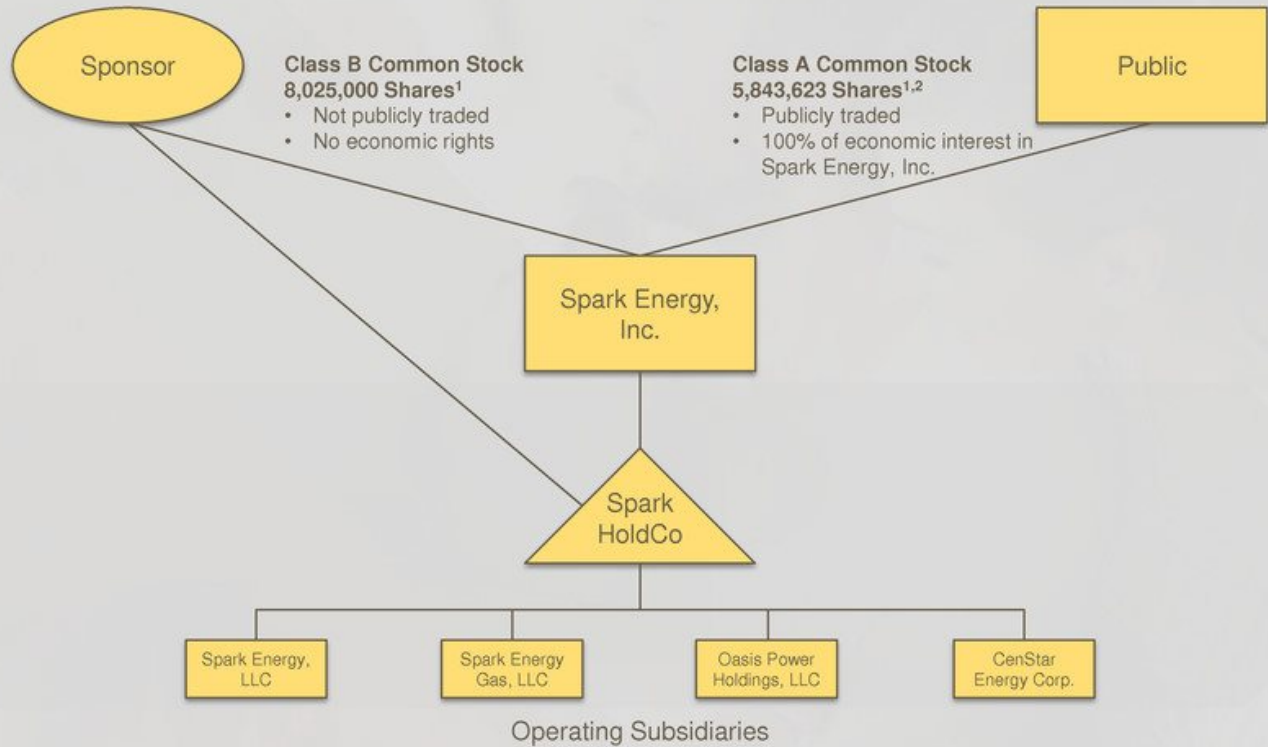
(\$ in thousands)

Cash	\$ 2,949
Accounts receivable	56,080
Inventory	181
Customer acquisition costs/Customer relationships	18,724
Other current assets	13,447
<b>Total current assets</b>	<b>\$ 91,381</b>
Deferred tax asset	34,531
Customer acquisition costs/Customer relationships	7,893
Goodwill	18,379
Other long-term assets	7,256
<b>Total assets</b>	<b>\$ 159,440</b>
Accounts payable & accrued liabilities	\$ 39,002
Senior credit facility (Working capital)	5,000
Senior credit facility (Acquisition tranche)	5,306
Other current liabilities	14,004
<b>Total current liabilities</b>	<b>\$ 63,312</b>
Payable pursuant to the TRA	29,592
Senior credit facility (Acquisition tranche)	13,266
Convertible notes	6,466
Other long-term liabilities	3,123
<b>Total liabilities</b>	<b>\$ 115,759</b>
Common Stock/APIC/RE	18,053
Non-controlling interest in Spark HoldCo	25,628
<b>Total equity</b>	<b>\$ 43,681</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 159,440</b>

As of March 31, 2016




# Up-C Structure



<sup>1</sup>Shares as of May 3, 2016

<sup>2</sup>Includes 664,114 shares held by our sponsor and his affiliate

A photograph of a man and a young girl sitting together, looking at a tablet. The man, who is Black and wearing glasses and a light-colored button-down shirt, is smiling and pointing at the screen. The girl, also Black, is wearing a white lace-trimmed top and blue pants, and is looking down at the tablet. They are in a modern home with a brick wall and white pendant lights in the background. A woman is visible in the background, and another person is partially visible on the left. The image has a diagonal split with green and orange colors.

## Appendix: Reg. G Schedules

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## Reg. G

### Appendix Table A-1: Adjusted EBITDA Reconciliation

The following table presents a reconciliation of Adjusted EBITDA to net income (loss) for each of the periods indicated.

(\$ in thousands)	2015	1Q15	1Q16
Net income (loss)	\$25,975	\$12,929	\$15,741
Depreciation and amortization	25,378	4,278	6,789
Interest expense	2,280	381	753
Income tax expense	1,974	561	988
EBITDA	55,607	18,149	24,271
Less:			
Net, Gains (losses) on derivative instruments	(18,497)	(1,305)	(9,749)
Net, Cash settlements on derivative instruments	20,547	4,191	11,272
Customer acquisition costs	19,869	5,629	2,305
Plus:			
Non-cash compensation expense	3,181	550	618
<b>Adjusted EBITDA</b>	<b>\$36,869</b>	<b>\$10,184</b>	<b>\$21,061</b>

## Reg. G

### Appendix Table A-2: Adjusted EBITDA Reconciliation

The following table presents a reconciliation of Adjusted EBITDA to net cash provided by operating activities for each of the periods indicated.

(\$ in thousands)	2015	1Q15	1Q16
Net cash provided by operating activities	\$45,931	\$19,246	\$25,502
Amortization and write off of deferred financing costs	(412)	(50)	(117)
Allowance for doubtful accounts and bad debt expense	(7,908)	(2,947)	(907)
Interest expense	2,280	381	753
Income tax expense (benefit)	1,974	561	988
Changes in operating working capital			
Accounts receivable, prepaids, current assets	(18,820)	(4,783)	(3,607)
Inventory	4,544	(7,521)	(3,484)
Accounts payable and accrued liabilities	13,008	5,811	5,391
Other	(3,728)	(514)	(3,458)
<b>Adjusted EBITDA</b>	<b>\$36,869</b>	<b>\$10,184</b>	<b>\$21,061</b>
Cash flows provided by operating activities	\$45,931	\$19,246	\$25,502
Cash flows used in investing activities	\$(41,943)	\$(441)	\$(833)
Cash flows used in financing activities	\$(3,873)	\$(17,985)	\$(26,194)

## Reg. G

### Appendix Table A-3: Retail Gross Margin Reconciliation

The following table presents a reconciliation of Retail Gross Margin to operating income (loss) for each of the periods indicated.

(\$ in thousands)	2015	1Q15	1Q16
Operating income (loss)	\$29,905	\$13,736	\$17,577
Depreciation and amortization	25,378	4,278	6,789
General and administrative	61,682	14,704	17,380
Less:			
Net asset optimization revenue	1,494	1,929	527
Net, Gains (losses) on non-trading derivative instruments	(18,423)	(1,200)	(9,620)
Net, Cash settlements on non-trading derivative instruments	20,279	4,115	11,277
<b>Retail Gross Margin</b>	<b>\$113,615</b>	<b>\$27,874</b>	<b>\$39,562</b>



# Reg. G

## Adjusted EBITDA

We define "Adjusted EBITDA" as EBITDA less (i) customer acquisition costs incurred in the current period, (ii) net gain (loss) on derivative instruments, and (iii) net current period cash settlements on derivative instruments, plus (iv) non-cash compensation expense and (v) other non-cash operating items. EBITDA is defined as net income (loss) before provision for income taxes, interest expense and depreciation and amortization. We deduct all current period customer acquisition costs (representing spending for organic customer acquisitions) in the Adjusted EBITDA calculation because such costs reflect a cash outlay in the year in which they are incurred, even though we capitalize such costs and amortize them over two years in accordance with our accounting policies. The deduction of current period customer acquisition costs is consistent with how we manage our business, but the comparability of Adjusted EBITDA between periods may be affected by varying levels of customer acquisition costs. For example, our Adjusted EBITDA is lower in years of customer growth reflecting larger customer acquisition spending. We do not deduct the cost of customer relationships (representing those customer acquisitions through acquisitions of business or portfolios of customers). We deduct our net gains (losses) on derivative instruments, excluding current period cash settlements, from the Adjusted EBITDA calculation in order to remove the non-cash impact of net gains and losses on derivative instruments. We also deduct non-cash compensation expense as a result of restricted stock units that are issued under our long-term incentive plan.

We believe that the presentation of Adjusted EBITDA provides information useful to investors in assessing our liquidity and financial condition and results of operations and that Adjusted EBITDA is also useful to investors as a financial indicator of a company's ability to incur and service debt, pay dividends and fund capital expenditures. Adjusted EBITDA is a supplemental financial measure that management and external users of our condensed consolidated financial statements, such as industry analysts, investors, commercial banks and rating agencies, use to assess the following:

- our operating performance as compared to other publicly traded companies in the retail energy industry, without regard to financing methods, capital structure or historical cost basis;
- the ability of our assets to generate earnings sufficient to support our proposed cash dividends; and
- our ability to fund capital expenditures (including customer acquisition costs) and incur and service debt.

Reconciliation of Spark's guidance of Adjusted EBITDA for 2016 to the relevant GAAP line items is not being provided as Spark is not providing 2016 guidance for net income (loss), net cash provided by operating activities, or the reconciling items between these GAAP financial measures and Adjusted EBITDA. Accordingly, a reconciliation to net income (loss) or net cash provided by operating activities is not available without unreasonable effort.

## Retail Gross Margin

We define retail gross margin as operating income plus (i) depreciation and amortization expenses and (ii) general and administrative expenses, less (i) net asset optimization revenues, (ii) net gains (losses) on non-trading derivative instruments, and (iii) net current period cash settlements on non-trading derivative instruments. Retail gross margin is included as a supplemental disclosure because it is a primary performance measure used by our management to determine the performance of our retail natural gas and electricity business by removing the impacts of our asset optimization activities and net non-cash income (loss) impact of our economic hedging activities. As an indicator of our retail energy business' operating performance, retail gross margin should not be considered an alternative to, or more meaningful than, operating income, its most directly comparable financial measure calculated and presented in accordance with GAAP.

The GAAP measures most directly comparable to Adjusted EBITDA are net income and net cash provided by operating activities. The GAAP measure most directly comparable to Retail Gross Margin is operating income. Our non-GAAP financial measures of Adjusted EBITDA and Retail Gross Margin should not be considered as alternatives to net income, net cash provided by operating activities, or operating income. Adjusted EBITDA and Retail Gross Margin are not presentations made in accordance with GAAP and have important limitations as analytical tools. You should not consider Adjusted EBITDA or Retail Gross Margin in isolation or as a substitute for analysis of our results as reported under GAAP. Because Adjusted EBITDA and Retail Gross Margin exclude some, but not all, items that affect net income and net cash provided by operating activities, and are defined differently by different companies in our industry, our definition of Adjusted EBITDA and Retail Gross Margin may not be comparable to similarly titled measures of other companies.

Management compensates for the limitations of Adjusted EBITDA and Retail Gross Margin as analytical tools by reviewing the comparable GAAP measures, understanding the differences between the measures and incorporating these data points into management's decision-making process.



