









Investor Presentation Q2 23

## FORWARD-LOOKING STATEMENTS

This presentation may include "forward-looking statements" as defined by the Private Securities Litigation Reform Act of 1995. Although Forestar believes any such statements are based on reasonable assumptions, there is no assurance that actual outcomes will not be materially different. Factors that may cause the actual results to be materially different from the future results expressed by the forward-looking statements include, but are not limited to: the effect of D.R. Horton's controlling level of ownership on us and the holders of our securities; our ability to realize the potential benefits of the strategic relationship with D.R. Horton; the effect of our strategic relationship with D.R. Horton on our ability to maintain relationships with our customers; the impact of COVID-19 on the economy and our business; the cyclical nature of the homebuilding and lot development industries and changes in economic, real estate and other conditions: the impacts of weather conditions and natural disasters: health and safety incidents relating to our operations; supply shortages and other risks of acquiring land, construction materials and skilled labor; competitive conditions in our industry; our ability to achieve our strategic initiatives; continuing liabilities related to assets that have been sold; the impact of governmental policies, laws or regulations and actions or restrictions of regulatory agencies; the cost and availability of property suitable for residential lot development; general economic, market or business conditions where our real estate activities are concentrated; our dependence on relationships with national, regional and local homebuilders; our ability to obtain or the availability of surety bonds to secure our performance related to construction and development activities and the pricing of bonds; obtaining reimbursements and other payments from governmental districts and other agencies and timing of such payments; our ability to succeed in new markets; the conditions of the capital markets and our ability to raise capital to fund expected growth; our ability to manage and service our debt and comply with our debt covenants, restrictions and limitations; the volatility of the market price and trading volume of our common stock; our ability to hire and retain key personnel; the impact of significant inflation, higher interest rates or deflation; and the strength of our information technology systems and the risk of cybersecurity breaches and our ability to satisfy privacy and data protection laws and regulations. Additional information about issues that could lead to material changes in performance is contained in Forestar's annual report on Form 10-K and its most recent guarterly report on Form 10-Q, both of which are or will be filed with the Securities and Exchange Commission.

In addition to providing results that are determined in accordance with GAAP, we present EBITDA and Adjusted EBITDA, which are non-GAAP financial measures. These measures are not considered measures of financial performance or liquidity under GAAP, and the items excluded therefrom are significant components in understanding and assessing our financial performance or liquidity. These measures should not be considered in isolation or as alternatives to GAAP measures such as net income attributable to Forestar Group Inc., cash provided by or used in operating, investing or financing activities or other financial statement data presented in the financial statements as an indicator of our financial performance or liquidity.

Non-GAAP financial measures as reported by us may not be comparable to similarly titled metrics reported by other companies and may not be calculated in the same manner. These measures have limitations as analytical tools, and you should not consider them in isolation or as substitutes for analysis of our results as reported under GAAP. Reconciliations of such non-GAAP measures to the most directly comparable GAAP measure and calculations of the non-GAAP measures are set forth in the appendix of this presentation.



### **FORESTAR OVERVIEW**



FOR markets / states





# Q2 FY 2023 FINANCIAL HIGHLIGHTS

#### Solid execution during a market transition

- Generated \$302 million of revenues and \$27 million of net income on 2,979 lots sold
- Pre-tax profit margin of 11.9%
- Total liquidity increased 12% to \$654 million
- Real estate book value of \$2.0 billion
- Return on equity<sup>(1)</sup> of 11.7% and return on inventory<sup>(2)</sup> of 9.1%



#### \$ in millions

Note: All comparisons are to the prior year quarter

- (1) Return on equity is calculated as net income attributable to Forestar for the trailing twelve months divided by average stockholders' equity, where average stockholders' equity is the sum of ending stockholders' equity balances of the trailing five quarters divided by five
- (2) Return on inventory is calculated as pre-tax income for the trailing twelve months divided by average real estate, where average real estate is the sum of ending real estate balances of the trailing five quarters divided by five
- FORESTAR 4

- (3) Excludes non-cash real estate impairment charges to cost of sales of \$3.8 million and \$19.4 million during Q2 FY 2022 and Q2 FY 2023, respectively
- (4) Net debt to capital is calculated as debt net of unrestricted cash divided by debt net of unrestricted cash plus stockholders' equity

### FORESTAR SUPPLIES THE FIRST INPUT TO BUILDING A HOME

#### Key Components to Building a Home:

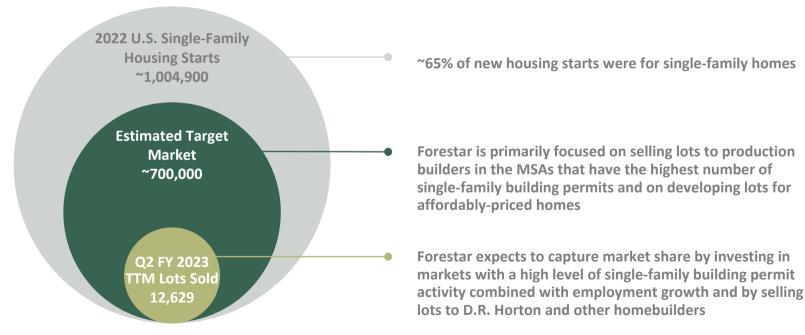
- Finished Lot (~20-30% of ASP)
- Concrete
- Lumber
- Roofing materials
- Siding / Brick
- Windows
- Insulation
- HVAC / Plumbing / Electrical
- Cabinets / Flooring / Paint
- Appliances





# THE MARKET OPPORTUNITY

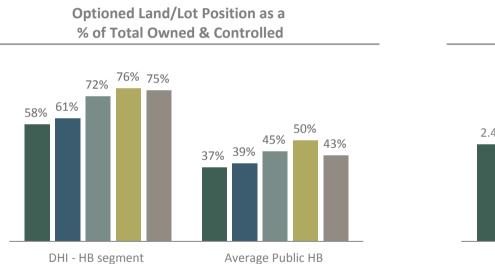
As the leading pure-play residential lot supplier in the nation, Forestar has become a reliable source for finished lots and will continue to gain market share



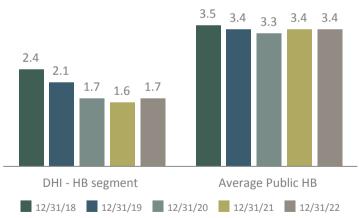


# UNIQUELY POSITIONED TO PROVIDE FINISHED LOTS

Builders' preference for 'land lighter' models enhances opportunity, and in times of economic uncertainty, many homebuilders shift their land strategies to slow raw land purchases and focus on purchasing finished lots



Number of Years of Owned Land Based on TTM Closings





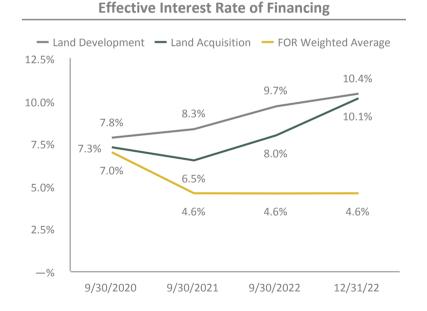
Source: FactSet and respective Company SEC filings

Notes: Average Public Homebuilder (HB) data represents the land and lot positions of LEN, PHM, TOL, NVR, MTH, MDC, TMHC, TPH, LGIH and KBH For LEN and KBH, data is as of the periods ended 11/30 For TOL. data is as of the periods ended 1/31

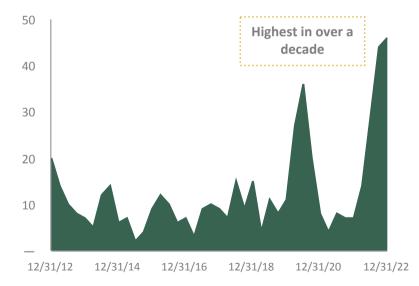
12/31/18 12/31/19 12/31/20 12/31/21 12/31/22

## **PROJECT-LEVEL LAND DEVELOPMENT FINANCING SNAPSHOT**

According to NAHB's Survey on Acquisition, Development & Construction Financing, credit continued to become less available and more expensive on loans for acquisition and development in the fourth quarter of 2022



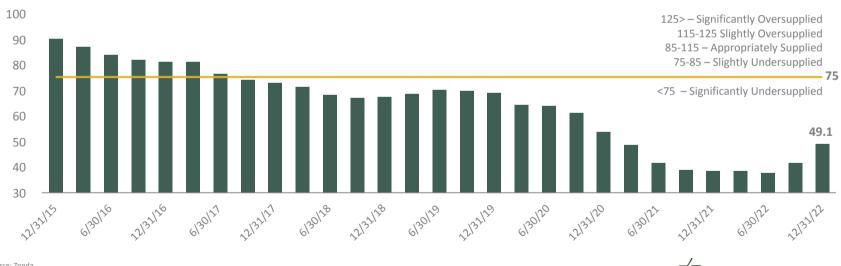






# **CONSTRAINED LOT SUPPLY**

- Availability of lots is improving from historic lows, however the 4Q 2022 data still reflects a significantly undersupplied market nationally
- New home construction has been constrained by the availability of lots, labor and materials shortages, increased regulation and tight credit for land development



Zonda New Home Lot Supply Index



Source: Zonda Note: The lot supply index values represent single-family vacant developed lot supply, lots that are ready to be built on, relative to equilibrium

# INTERMEDIATE TERM GROWTH GOALS

Forestar has a visible path to capturing 5% market share within the highly-fragmented U.S. single-family residential lot development industry<sup>\*</sup>

Organic Growth	Inorganic Growth	Margin Expansion		ot Deliveries
Gain market share within current footprint Accelerate development	<ul> <li>Expand into new markets to further diversify national footprint</li> </ul>	<ul> <li>Grow portfolio of Forestar sourced development projects</li> </ul>	>2.0x FO current s	DR's 5.0% size
to meet strong underlying demand for	Acquire key personnel     when appropriate	• Operational efficiencies due to scale		2.3%
finished lots Diversify customer base – 30% of lot deliveries to customers other than D.R. Horton	<ul> <li>Selectively pursue strategic M&amp;A opportunities</li> </ul>	<ul> <li>Adopt new technologies to enhance efficiencies</li> </ul>	0.7%	
Invest in the growth and development of our local teams			Market N	Y 2022 Curren Market Target Share

#### MANUFACTURING APPROACH TO LAND DEVELOPMENT

Forestar has built a fundamentally strong business model with repeatable results, rooted in a relentless focus on returns



Short duration, fullyentitled lot development projects — asset turnover is fundamental to the business strategy



Large scale with national footprint and in-market depth — Forestar has approximately 200 active projects across 52 markets and 20 states

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Returns-focused, with strict underwriting criteria — all

projects must have >15% return on average inventory<sup>(1)</sup> and return the entire phase 1 investment (including all land costs) in 36 months or less

Predictable operating results with strong profitability — pre-tax profit margin of 11.9%



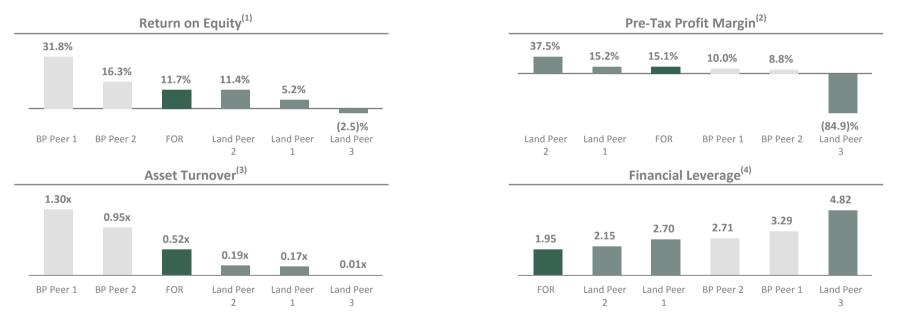
Strong liquidity and access to debt and equity capital — Forestar's capital structure is a key competitive advantage

FOR has disrupted the traditional land development model



# UNIQUE APPROACH TO LOT DEVELOPMENT – DUPONT ANALYSIS

Forestar's lot manufacturing strategy has positioned the Company closer to a building products manufacturer than a traditional land developer



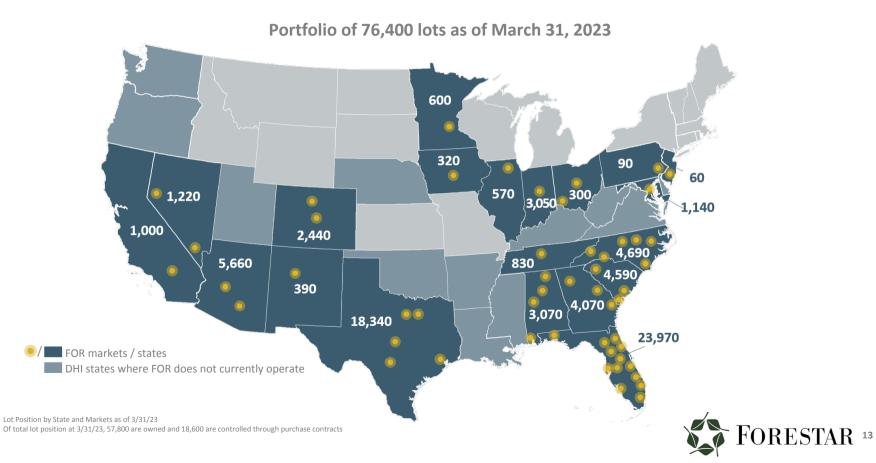
Source: Factset as of 4/11/23, except for Forestar which is as of 2Q FY 2023

- (1) Return on equity is calculated as net income for the trailing twelve months divided by average stockholders' equity, where average stockholders' equity is the sum of ending stockholders' equity balances of the trailing five quarters divided by five
- (2) Pre-tax profit margin is calculated for the trailing twelve months.
- (3) Asset turnover is calculated as revenue for the trailing twelve months divided by average assets, where average assets is the sum of total assets balances of the trailing five quarters divided by five
- (4) Financial leverage is calculated as average assets divided by average stockholders' equity, where average assets is the sum of total assets balances of the trailing five quarters divided by five and where
- average stockholders' equity is the sum of ending stockholders' equity balances of the trailing five quarters divided by five



#### **DIVERSIFIED NATIONAL FOOTPRINT**

#### 52 MARKETS | 20 STATES



# **HIGHLY STRATEGIC ALIGNMENT WITH DHI**

#### **BENEFITS TO FOR**

- Supports Forestar's national platform
- Significant built-in demand for lots
- Improved access to capital markets
- Shared Services from DHI

SYMBIOTIC RELATIONSHIP

#### **BENEFITS TO DHI**

- Long-term consistent supplier of finished lots across DHI's national footprint (110 markets in 33 states)
- Integral component of DHI's operational strategy
- Participate in value creation of FOR

Alignment with the nation's largest builder provides support and stability in changing economic conditions

- Most land developers lack the scale and access to capital to be consistent suppliers of lots to DHI across its national footprint
- DHI is committed to owning no more than a 2-year supply of lots, while increasing its mix of controlled lots in inventory
- D.R. Horton has a strong appetite for finished lots that continues even during potential market downturns
  - During the worst years of the last significant housing downturn, D.R. Horton closed ~17,000 to 20,000 homes annually, the majority of which were built on finished lots purchased from 3rd parties
- Master Supply, Stockholder and Shared Services Agreements formalize the business relationship and protect FOR's interests<sup>(1)</sup>
- DHI plans to maintain a significant ownership position in FOR over the long-term<sup>(2)</sup>

#### Relationship with DHI further strengthens FOR's competitive advantage DHI's interests are aligned with FOR shareholders to ensure the profitable expansion of FOR's platform

(1) Master Supply Agreement, Stockholder's Agreement and Shared Services Agreement summaries included in Appendix

(2) D.R. Horton owns 63% of Forestar as of 3/31/23



### **MASTER SUPPLY AGREEMENT**

The Master Supply Agreement formalizes the business relationship with DHI as both companies identify real estate opportunities and protects FOR's interests via the Right of First Offer process

#### A Right of First Offer (ROFO) is very different than a Right of First Refusal (ROFR)

- A ROFO agreement helps establish a fair market price/terms, whereas a ROFR is advantageous to the buyer by providing a "last look"
- The ROFO provides DHI the "first look" on available lots at market terms set by Forestar
- If FOR and DHI fail to agree on terms, FOR can offer the lots to other customers at similar terms offered to DHI



#### Lots Sourced by DHI

FOR must offer 100% of the lots sourced by DHI to DHI at current market terms

#### 2

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#### Lots Sourced by FOR

FOR must offer 50% of the lots in the first phase to DHI and 50% of the lots in any subsequent phase if DHI purchases at least 25% of the lots in the previous phase at current market terms

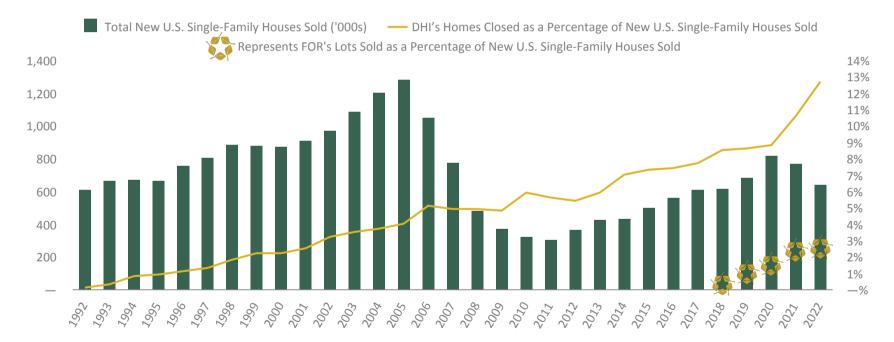
#### Lots Sourced by Third Parties

FOR offers the lots to the respective customer on third-party sourced development opportunities and is <u>not</u> contractually obligated to offer DHI the "first look"



# DHI TRACK RECORD PROVIDES ROADMAP TO FOR

DHI's 30-year public track record provides a blueprint to FOR to achieve its own growth, consolidation and market share gains

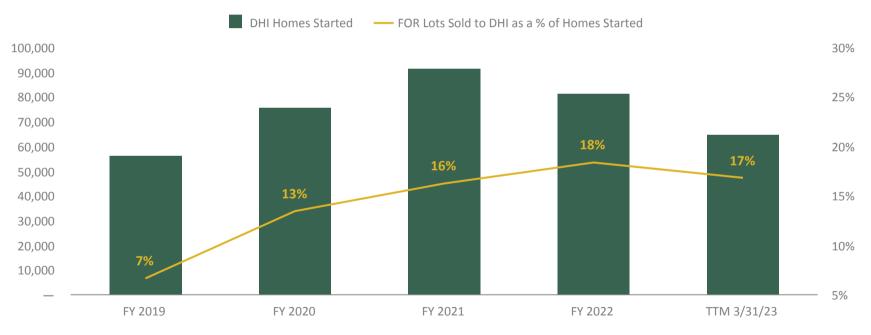


Source: Company filings, Census Note: Periods represent full calendar year



### FOR IS AN ESSENTIAL LOT SUPPLIER TO DHI

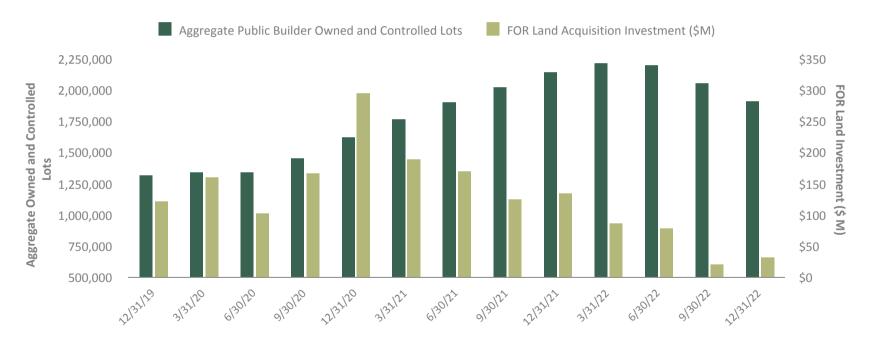
FOR has expanded its market share within DHI and has a goal to supply approximately one third of DHI's annual lot needs





## **PROACTIVELY REDUCED NEW LAND INVESTMENT**

As the public homebuilders continued to quickly build their owned and controlled lot positions, Forestar remained disciplined and proactively reduced quarterly land investment to wait for a more attractive entry point



Source: Factset. Public homebuilders include DHI, LEN, NVR, PHM, TOL, TMHC, TPH, LGIH, KBH, MDC, MTH, CCS, MHO, GRBK, BZH, HOV, DFH, LSEA.

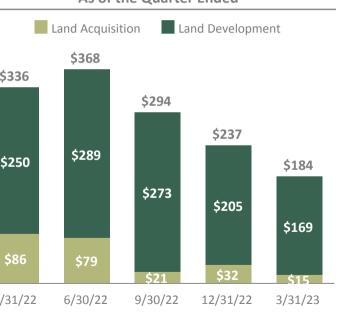
Note: Most recent balances as of the period ended 12/31, except for the following exceptions

For TOL and HOV, data is as of the period ended 1/31; for LEN and KBH, data is as of the period ended 2/28

# LAND AND DEVELOPMENT INVESTMENTS

Forestar remains very selective when investing in new projects and is focused on managing development in phases to strive to deliver finished lots at a pace that matches market demand, consistent with its focus on capital efficiency and returns



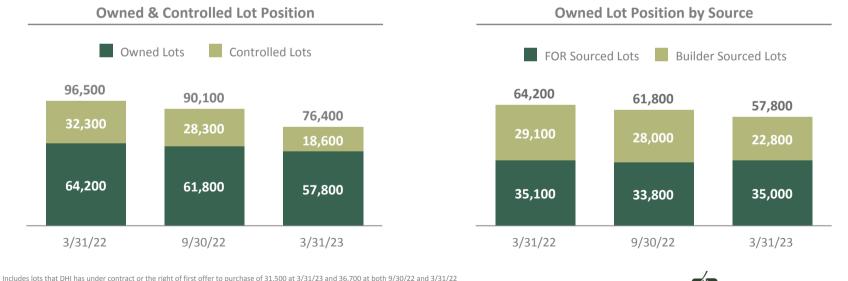




\$ in millions

# LOT POSITION

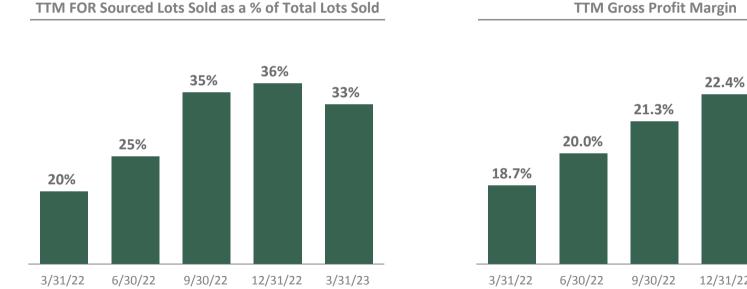
- Forestar's owned and controlled lot position has decreased as the majority of investment has shifted towards land development, while selectively replenishing lot supply to support future growth
- It is a common industry practice for homebuilders to source land acquisition opportunities for land developers
- Forestar is targeting a 3- to 4-year owned lot inventory





### LOT SOURCING CAPABILITIES

FOR's improvement in gross profit margin is primarily due to increased margins on lot sales from development projects sourced by Forestar



**TTM Gross Profit Margin** 



22.1%

## **SOLID BALANCE SHEET AND LIQUIDITY POSITION**

- Forestar is well-positioned with conservative net leverage<sup>(1)</sup> of 1.9x, net debt to capital<sup>(2)</sup> of 25.2% and a strong liquidity position of ~\$650 million at 3/31/23
- Balanced financing plan includes both debt and equity net debt to capital<sup>(2)</sup> target of  $\leq 40\%$
- Capital allocation priorities include: land development, land acquisition, investment in team and M&A opportunities

Capitalization Summary at 3/31/23	Debt Maturity Profile							
Cash and cash equivalents	\$ 286.7							
Debt	\$ 706.8	\$410 million						
Stockholders' equity	\$ 1,247.8	revolver matures in October 2026	\$400					
Net debt to capital <sup>(2)</sup>	25.2 %	III October 2020			\$300			
Available Liquidity at 3/31/23								
Cash and cash equivalents	\$ 286.7							
Availability under revolving credit facility	\$ 367.4	\$— \$— \$—		\$—				
Total liquidity	\$ 654.1	2023 2024 2025	2026	2027	2028			



#### \$ in millions

(1) Net leverage is calculated as debt net of unrestricted cash divided by adjusted EBITDA for the trailing twelve months. See appendix for adjusted EBITDA reconciliation

(2) Net debt to capital is calculated as debt net of unrestricted cash divided by debt net of unrestricted cash plus stockholders' equity

### **COMMITTED LEADERSHIP WITH DECADES OF EXPERIENCE**

Management team includes land development veterans experienced in consolidating market share and navigating through industry and economic cycles

#### "

We have a high performing team that are relentless problem solvers.

- Dan Bartok

#### 8

Regional Vice Presidents 23 Average Years of Experience

#### 18

#### **Division Leaders**

21 Average Years of Experience

#### **DON TOMNITZ** Executive Chairman

Formerly President & CEO of DHI for over a decade and joined FOR in October 2017

#### DAN BARTOK CEO

Joined FOR in December 2017; formerly EVP of Owned Real Estate for Wells Fargo with 40 years experience in the homebuilding & land development industry

#### JIM ALLEN CFO

Joined FOR in March 2020 with over 35 years of operating and financial experience in multiple industries including manufacturing

#### MARK WALKER COO

Joined FOR in February 2019 with over 20 years of real estate experience from public and private homebuilders, including DHI



# **APPENDIX**



#### **BUSINESS OVERVIEW**





Place land under

contract and complete

due diligence

#### Source land acquisition opportunities

- Forestar, D.R. Horton and other homebuilders
- Environmental, market, entitlement, planning, engineering and permitting review
- Close acquisition of entitled land (~30% finished lot cost)
  - Initial Forestar capital commitment

**Forestar Capital Deployment and Cash Generation** 



Lot development

(~70% finished lot cost)

~50% of development cost

amenities, engineering, fees

Phased development

is grading and utilities

is roads. landscape.

and all other

~50% of development cost

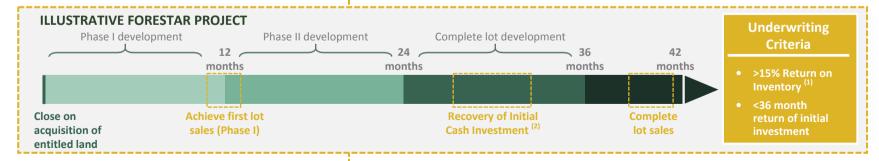
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Deliver finished lots to builders

 D.R. Horton and other homebuilders



(1) Return on inventory is calculated as pre-tax income divided by average inventory over the life of a project

(2) Includes land purchase price and development costs for first phase of lots



### **INCOME STATEMENT**

	3 MONTHS ENDED				6 MONTHS ENDED			
		3/31/23		3/31/22	3/31/23		3/31/22	
Residential lots sold:		2,979		5,788	5,242		10,304	
Development projects		2,979		4,806	5,242		9,187	
Lot banking projects		—		195	—		330	
Deferred development projects		_		787	_		787	
Average sales price per $lot^{(1)}$	\$	84,700	\$	81,900	\$ 87,000	\$	85,300	
Revenues <sup>(2)</sup>	\$	301.5	\$	421.6	\$ 518.2	\$	829.2	
Gross profit		55.9		87.5	103.4		160.9	
Selling, general and administrative expense		22.0		24.3	44.9		45.8	
Equity in earnings of unconsolidated ventures		—		—	_		(1.1)	
Gain on sale of assets		—		—	(1.6)		(0.5)	
Interest and other income		(2.0)		—	(3.7)		—	
Income before income taxes	\$	35.9	\$	63.2	\$ 63.8	\$	116.7	
Income tax expense		9.0		15.4	16.1		28.4	
Net income		26.9		47.8	47.7		88.3	
Net income attributable to noncontrolling interests		—		_	_		_	
Net income attributable to Forestar Group Inc.	\$	26.9	\$	47.8	\$ 47.7	\$	88.3	
Net income per diluted share	\$	0.54	\$	0.96	\$ 0.95	\$	1.77	

\$ in millions except per share data and the average sales price per lot Unaudited

(1) Excludes any impact from change in contract liabilities

(2) Revenues include \$41.1 million and \$0.1 million in tract sales and other revenue for three months ended March 31, 2023 and 2022, respectively, and \$44.4 million and \$3.6 million in tract sales and other revenue for six months ended March 31, 2023 and 2022, respectively. Revenues also include \$7.5 million and \$12.5 million in deferred development revenue for the three months ended March 31, 2023 and 2022, respectively, and \$14.3 million and \$12.5 million in deferred development revenue for the six months ended March 31, 2023 and 2022, respectively.



# **ADJUSTED EBITDA RECONCILIATION**

#### Reconciliation of Adjusted Non-GAAP Financial Measures to their GAAP equivalents

	3 MONTHS ENDED					12 MONT	HS EN	S ENDED	
		3/31/23		3/31/22		3/31/23		3/31/22	
Net income attributable to Forestar Group Inc.	\$	26.9	\$	47.8	\$	138.2	\$	148.1	
Net income attributable to noncontrolling interests		_		_		_		0.2	
Net income	\$	26.9	\$	47.8	\$	138.2	\$	148.3	
Income tax expense		9.0		15.4		44.7		48.2	
Interest charged to cost of sales		5.1		10.4		24.8		38.5	
Depreciation and amortization		0.8		0.5		2.8		2.5	
Equity in earnings of unconsolidated ventures		_		_		(0.1)		(1.0)	
Interest and other income		(2.0)		_		(4.7)		(0.4)	
Stock based compensation		1.9		1.6		3.8		3.4	
EBITDA	\$	41.7	\$	75.7	\$	209.5	\$	239.5	
Gain on sale of assets		_		_		(4.3)		(3.0)	
Loss on extinguishment of debt		_		_		—		18.1	
Real estate impairment		19.4		3.8		19.4		3.8	
Adjusted EBITDA	\$	61.1	\$	79.5	\$	224.6	\$	258.4	
Adjusted EBITDA Margin		20.3%		18.9%		18.6%		16.6%	



### **BALANCE SHEET**

	3/31/23		9/30/22		3/31/22
Cash and cash equivalents	\$ 286.7	\$	264.8	\$	233.7
Real estate	1,988.0		2,022.4		1,960.5
Investment in unconsolidated ventures	0.5		0.5		0.5
Other assets	 61.1		55.3		36.9
Total assets	\$ 2,336.3	\$	2,343.0	\$	2,231.6
Debt	\$ 706.8	Ś	706.0	Ś	705.3
Accrued development costs	99.1		122.3		120.6
Earnest money on sales contracts	130.1		136.2		141.9
Other liabilities	115.8		142.3		133.4
Deferred tax liability, net	35.7		36.9		23.0
Stockholders' equity	1,247.8		1,198.3		1,106.4
Noncontrolling interests	 1.0		1.0		1.0
Total equity	1,248.8		1,199.3		1,107.4
Total liabilities and equity	\$ 2,336.3	\$	2,343.0	\$	2,231.6
Net debt to total capital <sup>(1)</sup>	25.2 %		26.9 %		29.9 %
Debt to total capital <sup>(1)</sup>	36.2 %		37.1 %		38.9 %



\$ in millions

Unaudited

Debt to capital is calculated as debt divided by stockholders' equity plus debt; net debt to capital is calculated as debt net of unrestricted cash divided by debt net of unrestricted cash plus stockholders' equity

### **MASTER SUPPLY AGREEMENT**

The Master Supply Agreement (MSA) formalizes the business relationship with DHI as both companies identify real estate opportunities and protects FOR's interests via the Right of First Offer (ROFO) process

- A ROFO is different than a Right of First Refusal (ROFR)
  - The ROFO provides DHI the "first look" on available lots, at market terms set by Forestar
  - If FOR and DHI fail to agree on terms, FOR can offer the lots to other builders at similar terms offered to DHI
- There are three ROFO scenarios in the MSA:
  - 1. Lots Sourced by DHI: FOR must offer 100% of the lots sourced by DHI to DHI at prevailing market prices
    - If DHI does not purchase the lots, then FOR can offer the lots to other builders at prevailing market prices
  - 2. Lots Sourced by FOR: FOR must offer 50% of the lots in the first phase to DHI and 50% of the lots in any subsequent phase if DHI purchases at least 25% of the lots in the previous phase
  - 3. Lots Sourced by Third Parties: FOR offers the lots to the respective builder on third-party sourced development opportunities and is <u>not</u> contractually obligated to offer DHI the "first look"
- Continues until the earlier of (i) the date which DHI owns less than 15% of voting shares of FOR or (ii) June 29, 2037; however, FOR may terminate the MSA at any time when DHI owns less than 25% of the voting stock of Forestar



# **STOCKHOLDER'S AGREEMENT**

- FOR Board of Directors must include at least three independent directors (currently has four)
- As long as DHI owns at least 20% of FOR's outstanding equity:
  - DHI has the right to designate individuals to FOR's Board based on DHI's ownership percentage
  - DHI has the right to designate the Executive Chairman of FOR
- Requires an investment committee of FOR officers to approve new lot development and banking projects
- As long as DHI owns at least 35% of FOR's outstanding voting shares, FOR must obtain DHI consent in order to:
  - Issue equity
  - Incur, assume, refinance or guarantee debt that would increase FOR's gross leverage to greater than 40%
  - Select, terminate, remove or change compensation arrangements for the Executive Chairman, CEO, CFO and other key senior management
  - Make an acquisition or investment greater than \$20 million



### SHARED SERVICES AGREEMENT

- Shared Services Agreement between FOR and DHI defines the terms under which DHI may provide administrative, compliance, operational and procurement services to FOR
- Scope and cost of services provided to FOR are mutually agreed upon by FOR and DHI management teams and are adjusted periodically as necessary
- Services provided currently include:
  - Finance and Treasury
  - Risk Management
  - Information Technology
  - Internal Audit
  - Investor Relations
  - Human Resources, Payroll and Employee Benefits
- FOR also contracts with DHI for lot development services in projects owned by FOR in geographic markets where FOR has not yet established development teams and capabilities
  - FOR pays DHI a fixed fee for each lot developed, which is mutually agreed upon for each project

