

Fiscal 2017 Second Quarter Conference Call Presentation November 2, 2016

INCOME STATEMENT

(\$ in millions except earnings per share)	FY17 – Q2		FY16 – Q2		Y/Y CHANGE
Revenue	\$	18.7	\$	15.7	18.7%
Gross Profit \$	\$	6.2	\$	2.9	114.4%
Gross Margin %		33.4%		18.5%	1490 bps
Operating Expenses	\$	7.2	\$	6.5	11.8%
Operating Loss	\$	(1.0)	\$	(3.6)	(72.1%)
Net Loss	\$	(1.0)	\$	(3.6)	(73.1%)
Earnings Per Share	\$	(0.03)	\$	(0.13)	(73.6%)
EBITDA*	\$	(0.3)	\$	(2.5)	(87.7%)

FISCAL 2017 – SECOND QUARTER HIGHLIGHTS

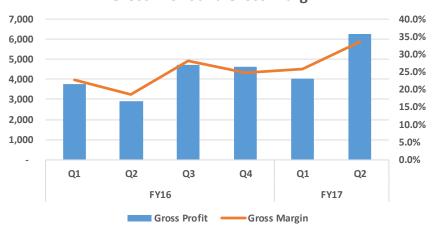
- Revenue grew 19% over the prior year's quarter
- LED product sales reach 81% of total lighting product revenues for the first time in Orion's history.
- Gross margin expanded by 1,490 basis points from Q2 FY16.
- Operating & Net Losses narrowed dramatically, putting Orion within reach of profitability.

* See Non-GAAP Reconciliation in Appendix for EBITDA.

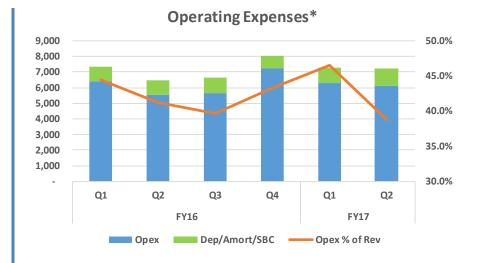
BALANCE SHEET & CASH FLOW STATEMENT

(\$ in millions)	BALANCE SHEET AS OF 9/30/16	BALANCE SHEET AS OF 9/30/15	(\$ in millions)	CASH FLOW SIX MONTHS ENDING 9/30/16	CASH FLOW SIX MONTHS ENDING 9/30/15
Cash and cash equivalents	\$ 18.7	\$ 13.4	Net loss	\$ (3.9)	\$ (7.3)
Total current assets	\$ 49.6	\$ 46.6	Depreciation and amortization	\$ 1.2	\$ 2.3
Total assets	\$ 68.6	\$ 77.0	Stock-based compensation	\$ 0.9	\$ 0.7
Total current liabilities	\$ 19.0	\$ 14.5	Net cash provided by (used in) operating activities	\$ 0.6	\$ (5.3)
Long-term debt	\$ 5.1	\$ 2.8	Net cash provided by (used in) investing activities	\$ 2.2	\$ (0.2)
Total liabilities	\$ 25.5	\$ 18.9	Net cash provided by (used in) financing activities	\$ 0.4	\$ (1.0)
Total equity	\$ 43.1	\$ 58.0	Net increase (decrease) in cash	\$ 3.2	\$ (6.6)
Total shares outstanding	28.2 m	27.6 m	and cash equivalents	·	,

FINANCIAL PERFORMANCE



Gross Profit and Gross Margin



Inventory and Turns 20,000 3.5 3.0 2.5 2.0 15,000 1.5 1.0 0.5 10,000 Q2 Q3 Q1 Q1 Q4 Q2 FY16 FY17 Inventory — Turns

Accounts Receivable and DSO



*Q4 FY16 excludes \$1.6M impairment loss on a manufacturing facility, goodwill impairment change of \$4.4M and loss contingency of \$1.4M.

Orion Energy Systems Inc . NASDAQ: OESX

Q2-17 HIGHLIGHTS

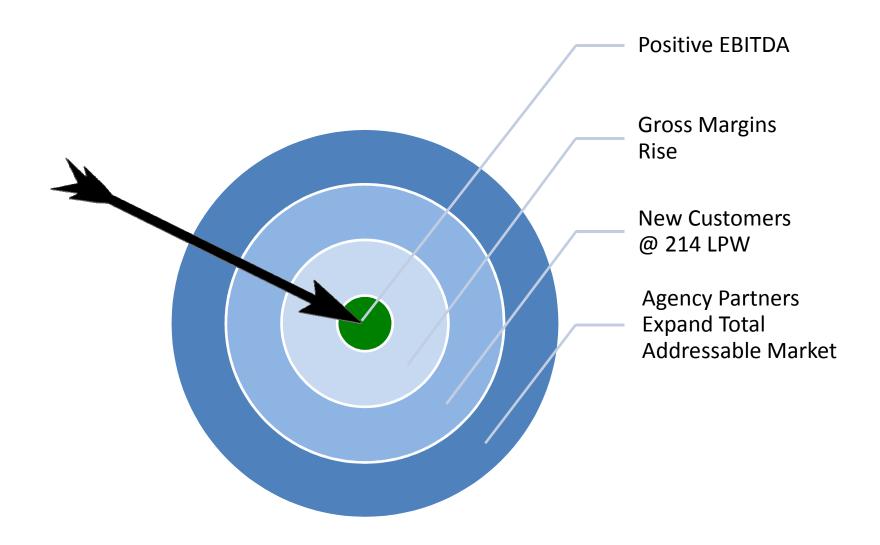
- LED revenue represented 81% of Q2-17 lighting product revenue and grew by 33% versus Q2-16.
- Gross margins increased to 33.4% in the second quarter of fiscal 2017 from 18.5% in the prior year quarter.
- High-bay fixtures are one of our highest margin product lines and grew much faster (+108%) than overall LED products (+33%) versus same time last year.
- Orion shipped over 2,200 customer orders, including 30 orders over \$100,000.
- Backlog increased from \$5.6 million in the year-ago period to \$14.6 million in the recent quarter.

2017 GUIDANCE

ACHIEVE REVENUE AND MARGIN GROWTH FOR FULL-YEAR 2017

- We expect total revenue to grow by 10-20 percent in fiscal 2017 versus the prior fiscal year.
- Gross margin is expected to remain at or near 30% for the balance of fiscal 2017.

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Non-GAAP

NON-GAAP RECONCILIATION

	THREE MONTHS ENDED			
(\$ in millions)	QTR 9/30/16	QTR 9/30/15		
GAAP Revenue	\$ 18.7	\$ 15.7		
GAAP Net Loss	\$ (1.0)	\$ (3.6)		
Interest	\$ 0.1	\$ 0.0		
Taxes	\$ 0.0	\$ 0.0		
Depreciation & Amortization	\$ 0.6	\$ 1.1		
EBITDA*	\$ (0.3)	\$ (2.5)		
EBITDA % of Revenue	(1.6%)	(15.7%)		

*Does not include non-cash stock based compensation expense adjustment of \$0.5m and \$0.4m for the quarters ended 9/30/16 and 9/30/15, respectively

The company has provided this non-GAAP measurement to help investors better understand its core operating performance. Among other things, management uses EBITDA to evaluate performance of the business because it believes this measurement enables it to make better period-to-period evaluations of the financial performance of core business operations. This non-GAAP measurement is intended only as a supplement to the comparable GAAP measurements. Orion Energy Systems Inc. NASDAQ: OESX