

Building a portfolio of well-managed, high cash-flowing nightclubs and restaurants

NASDAQ: RICK 4Q19 & FY19 Conference Call February 13, 2020 www.rcihospitality.com

Forward-Looking Statements

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include, among other things, statements regarding plans, objectives, goals, strategies, future events or performance and underlying assumptions and other statements, which are other than statements of historical facts. Forward-looking statements generally can be identified by words such as "anticipates," "estimates," "expects," "intends," "plans," "predicts," "projects," "will be," "will continue," "will likely result," and similar expressions.

These forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties, which could cause our actual results to differ materially from those reflected in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in this presentation and those discussed in other documents we file with the Securities and Exchange Commission ("SEC").

Important factors that in our view could cause material adverse effects on our financial condition and results of operations include, but are not limited to, the risks and uncertainties associated with (i) operating and managing an adult business, (ii) the business climates in cities where it operates, (iii) the success or lack thereof in launching and building the company's businesses, (iv) cyber security, (v) conditions relevant to real estate transactions, (vi) our ability to regain and maintain compliance with the filing requirements of the SEC and the Nasdaq Stock Market, and (vii) numerous other factors such as laws governing the operation of adult entertainment businesses, competition and dependence on key personnel. The company has no obligation to update or revise the forward-looking statements to reflect the occurrence of future events or circumstances.

As used herein, the "Company," "we," "our," and similar terms include RCI Hospitality Holdings, Inc. and its subsidiaries, unless the context indicates otherwise.



Non-GAAP Financial Measures

In addition to our financial information presented in accordance with GAAP, management uses certain non-GAAP financial measures, within the meaning of the SEC Regulation G, to clarify and enhance understanding of past performance and prospects for the future. Generally, a non-GAAP financial measure is a numerical measure of a company's operating performance, financial position or cash flows that excludes or includes amounts that are included in or excluded from the most directly comparable measure calculated and presented in accordance with GAAP. We monitor non-GAAP financial measures because it describes the operating performance of the Company and helps management and investors gauge our ability to generate cash flow, excluding (or including) some items that management believes are not representative of the ongoing business operations of the Company, but are included in (or excluded from) the most directly comparable measures calculated and presented in accordance with GAAP. Relative to each of the non-GAAP financial measures, we further set forth our rationale as follows:

- Non-GAAP Operating Income and Non-GAAP Operating Margin. We calculate non-GAAP operating income and non-GAAP operating margin by
 excluding the following items from income from operations and operating margin: (a) amortization of intangibles, (b) impairment of assets, (c) gains or
 losses on sale of businesses and assets, (d) gains or losses on insurance, (e) settlement of lawsuits, and (f) gains or losses on settlement of patron tax
 case. We believe that excluding these items assists investors in evaluating period-over-period changes in our operating income and operating margin
 without the impact of items that are not a result of our day-to-day business and operations.
- Non-GAAP Net Income and Non-GAAP Net Income per Diluted Share. We calculate non-GAAP net income and non-GAAP net income per diluted share by excluding or including certain items to net income attributable to RCIHH common shareholders and diluted earnings per share. Adjustment items are: (a) amortization of intangibles, (b) impairment of assets, (c) costs and charges related to debt refinancing, (d) gains or losses on sale of businesses and assets, (e) gains or losses on insurance, (f) unrealized gains or losses on equity securities, (g) settlement of lawsuits, (h) gains or losses on settlement of patron tax case, and (i) the income tax effect of the above described adjustments. Included in the income tax effect of the above adjustments is the net effect of the non-GAAP provision for income taxes, calculated at 20.1%, 24.5% and 37.0% effective tax rate of the pre-tax non-GAAP income before taxes for 2019, 2018 and 2017, respectively, and the GAAP income tax expense (benefit). We believe that excluding and including such items help management and investors better understand our operating activities. The calculated amount for adjustment (i) above in fiscal 2018 was significantly affected by the change in the statutory federal corporate tax rate caused by the Tax Act.
- Adjusted EBITDA. We calculate adjusted EBITDA by excluding the following items from net income attributable to RCIHH common shareholders: (a) depreciation and amortization, (b) income tax expense (benefit), (c) net interest expense, (d) gains or losses on sale of businesses and assets, (e) gains or losses on insurance (f) unrealized gains or losses on equity securities, (g) impairment of assets, (h) settlement of lawsuits, (i) gains or losses on settlement of patron tax case. We believe that adjusting for such items helps management and investors better understand our operating activities. Adjusted EBITDA provides a core operational performance measurement that compares results without the need to adjust for federal, state and local taxes which have considerable variation between domestic jurisdictions. The results are, therefore, without consideration of financing alternatives of capital employed. We use adjusted EBITDA as one guideline to assess the unleveraged performance return on our investments. Adjusted EBITDA multiple is also used as a target benchmark for our acquisitions of nightclubs.
- Management also uses non-GAAP cash flow measures such as free cash flow. Free cash flow is derived from net cash provided by operating activities less maintenance capital expenditures. We use free cash flow as the baseline for the implementation of our capital allocation strategy.

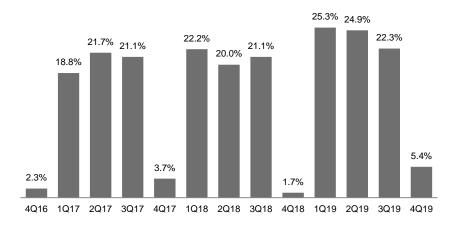
Our February 13, 2020 news release and financial tables and FY19 10-K contain additional details and reconciliation of non-GAAP financial measures for the quarter and year ended September 30, 2019 and are posted on our website at www.rcihospitality.com.



GAAP Charts & Tables

GAAP Operating Margin

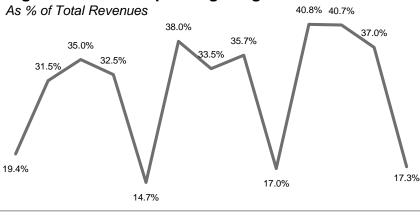
As % of Total Revenues



Leverage Ratios

Quarter	Long- Term Debt (\$K)	TTM Adjusted EBITDA (\$K)	Ratio	TTM Net Income (\$K)	Ratio
4Q18	\$140,627	\$44,387	3.17x	\$20,879	6.74x
1Q19	\$153,095	\$45,321	3.38x	\$12,912	11.86x
2Q19	\$149,818	\$45,272	3.31x	\$14,962	10.01x
3Q19	\$146,579	\$45,586	3.22x	\$15,211	9.64x
4Q19	\$143,528	\$46,242	3.10x	\$19,175	7.49x

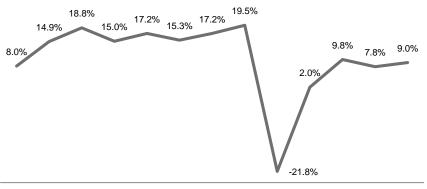
Nightclubs GAAP Operating Margin



4Q16 1Q17 2Q17 3Q17 4Q17 1Q18 2Q18 3Q18 4Q18 1Q19 2Q19 3Q19 4Q19

Bombshells GAAP Operating Margin

As % of Total Revenues



4Q16 1Q17 2Q17 3Q17 4Q17 1Q18 2Q18 3Q18 4Q18 1Q19 2Q19 3Q19 4Q19



Today's News

Financial & Corporate

- Filed FY19 10-K as expected in February
- FY19 total revenues of \$181.1M (+9.2% YoY) as expected
- FCF of \$33.3M* (+43.3% YoY) at high end of expected range
- EPS (GAAP & Non-GAAP): FY19 \$1.99 and \$2.31, 4Q19 \$0.05 and \$0.48
- FY17 and FY18 financial statements reaudited in conjunction with the FY19 audit
- Resolved 4 of 5 internal control issues
- Preparing 1Q20 10-Q (filing anticipated later this month)

FY20 Developments & Outlook

- 1Q20 total club and restaurant sales up 10%
- 2Q20 nightclubs benefited from MMA fight in January, pro football championship in February
- Northeast Corridor acquisition to close in 2Q20
- New Bombshells doing well, expect SSS and margin to continue to rebound
- ~\$6.7M in excess property sales under contract



FY19 Operating Results

(\$M)	FY19	FY18	Δ	Comment
Revenue by Segr	<u>ment</u>	•		
Nightclubs	\$148.6	\$140.1	6.1%	6 Club acquisitions and SSS growth (0.6% in FY19 and 5.8% in FY18)
Bombshells	30.8	24.1	27.9%	6 New units more than offset SSS decline (-6.1% in FY19 and +3.3% in FY18)
Other	1.6	1.6	1.9%	6 Revitalization of Robust Energy Drink business
Total	\$181.1	\$165.7	9.2%	6
GAAP Operating	<u>Income</u>			
Nightclubs	\$50.7	\$43.6	\$7.1	1 Improved revenues and margins and lower other charges
Bombshells	2.3	2.0	0.3	3 Improved revenues and no impairment more than offset higher pre-opening costs
Other	(0.3)	(0.3)	(0.1))
Corporate	(18.0)	(17.9)	(0.2)	Higher auditing and related legal costs, small gain on insurance
Total	\$34.7	\$27.6	\$7.1	1
Non-GAAP Opera	ating Income*			
Nightclubs	\$53.3	\$49.1	\$4.2	2 35.9% vs. 35.1% of segment revenues
Bombshells	2.3	3.6	(1.3)	7.6% vs. 15.1% of segment revenues
Other	(0.3)	(0.3)	(0.1)) -19.0% vs15.8% of segment revenues
Corporate	(17.4)	(15.5)	(1.9)) -9.6% vs9.3% of total revenues
Total	\$37.9	\$37.0	\$0.9	9 21.0% vs. 22.3% of total revenues



4Q19 Operating Results

(\$M)	4Q19	4Q18	Δ				Comment
Revenue by Segi	<u>ment</u>	•					
Nightclubs	\$35.9	\$34.1	5.3%	Larger new l	locations	more tha	n offset smaller, temporarily closed locations
Bombshells	8.5	5.5	53.9%	New location	ns and S	SS rebou	nd (+19.4%)
Other	0.7	1.0	-28.2%				
Total	\$45.2	\$40.7	11.1%				
GAAP Operating	<u>Income</u>						
Nightclubs	\$6.2	\$5.8	\$0.4	Improved re	venues a	ınd margi	ns and lower other charges
Bombshells	0.8	(1.2)	2.0	Improved re	venues a	ınd margi	n, no impairment, higher pre-opening costs
Other	0.1	0.3	(0.2)				
Corporate	(4.7)	(4.2)	(0.5)	Higher audit	ing and r	elated leg	gal costs, small gain on insurance
Total	\$2.4	\$0.7	\$1.7				
Non-GAAP Oper	ating Income*						
Nightclubs	\$11.0	\$10.8	\$0.2	30.6%	VS.	31.6%	of segment revenues
Bombshells	0.8	0.2	0.6	9.3%	VS.	3.3%	of segment revenues
Other	0.1	0.2	(0.1)	13.7%	VS.	23.5%	of segment revenues
Corporate	(4.4)	(4.1)	(0.4)	-9.8%	VS.	-10.0%	of total revenues
Total	\$7.4	\$7.1	\$0.3	16.5%	vs.	17.6%	of total revenues



Asset Sales

FY19	Туре	Details	Proceeds	Debt Reduction	Gain (Charge) Pre-Tax ¹
1Q19	Sold	Former Club Onyx Philadelphia businessFormer RCI corporate office buildingSmall San Antonio parcel	\$1.9M ²	\$945K	1.2M
2Q19	Sold	Excess parcel around Bombshells 249	1.4M ³	980K	628K
2Q19	Sold	Parking lot near former Club Onyx Dallas	1.4M ²		383K
3Q19	Sold	Excess parcel around Bombshells I-10	1.1M ³	942K	331K
3Q19	Sold	Lubbock, TX small property and aircraft	1.0M ³	997K	(376K)
4Q19	Sold	Harris County, TX tenant leased building	1.6M ³	1.3M	677K
Total			\$8.4M	\$5.2M	\$2.9M

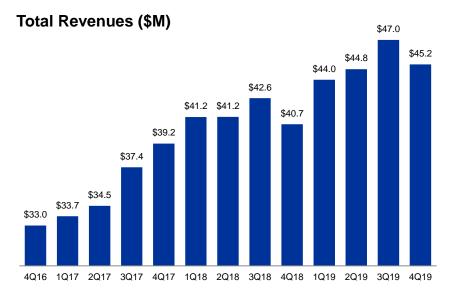
FY20

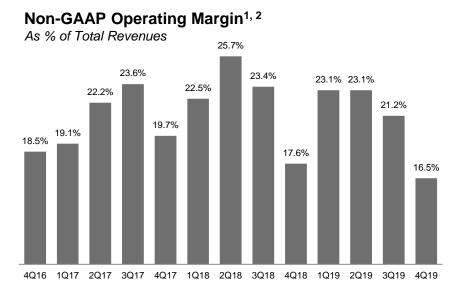
- 3 properties under contract for sale totaling ~\$6.7M
- 5 remaining properties totaling ~\$9M in market value plan to sell or lease



- (1) Gain on sales are net of commissions and closing costs
- (2) Paid in cash and debt
- (3) Paid in cash

Sales & Margin Trends





- Record 4Q19 and FY19 total revenues from improved club portfolio, new Bombshells and 4Q19 SSS rebound
- FY19 Nightclubs margin expanded, more than offsetting reduced FY19 Bombshells margin from lower SSS and preopening costs from new units
- No corporate operating leverage FY18-19 due to higher auditing costs and legal costs related to internal review
- Scenario should start to change in FY20
 - Bombshells margin should increase with all new units open and assuming continued SSS rebound
 - Corporate overhead as % of revenues should decline in second half with reduction in auditing and related legal fees



-) For GAAP reconciliation, see the company's earnings news releases on RCl's website at www.rcihh.com
- 2) For comparable GAAP data, see "Nightclubs GAAP Operating Margin" on page 4

Nightclubs: Improving Portfolio



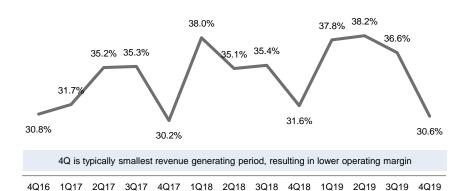
- Growth driven by higher average revenue per location and expanded operating margin
- Reflects implementation of capital allocation strategy
 - Replaced poor performers with premier acquisitions
 - Continual improvement at "keeper" clubs
- Acquisition focus on larger, FCF generating clubs in major metro markets
 - Based on recent successes in Chicago, Pittsburgh, St. Louis, and South Florida
 - Not ruling out smaller acquisitions that fit our expertise and capital allocation strategy

Average Revenue / Location (\$K)



Non-GAAP Operating Margin^{1, 2}

As % of Total Revenues

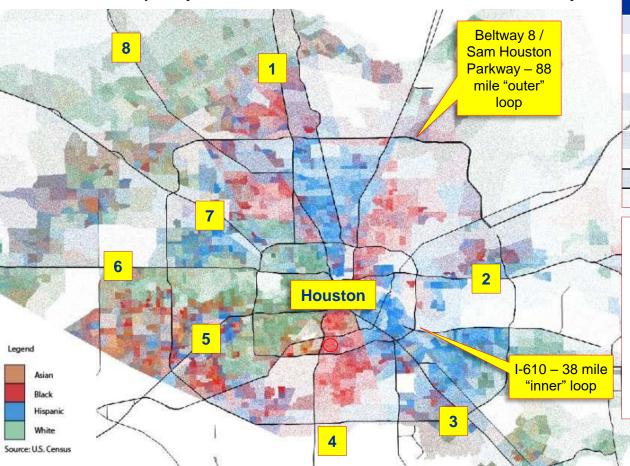




- 1) For GAAP reconciliation, see the company's earnings news releases on RCI's website at www.rcihh.com
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Bombshells: 3-Year Houston Plan Complete

Locations in Completely Different Residential-Commercial Parts of the City



X-wa	X-way driving clockwise to next location					
Key	Location	Open	Miles	Mins		
1	Spring	Sep-14	34	38		
2	I-10 East	Dec-18	25	17		
3	Fuqua	Nov-14	25	20		
4	Pearland	Apr-18	23	18		
5	US 59	Jan-20	15	10		
6	Katy	Oct-20	10	10		
7	US 290	Jun-17	28	22		
8	US 249	Mar-19	23	18		
4.377	Total		183	153		
	Average	_	23	19		

Houston: The Place to Be for Dining Out

- Since 2000, no US major metro region except Dallas-Fort Worth has created more jobs and attracted more people than Houston¹
- With 2.3M residents, Houston is 4th most populous US city and largest in Texas and the South²
- Covering 627 square miles, Houston is larger than LA (502), NYC (302) and Chicago (234)³
- Houstonians dine out 7 times/week vs. 5.9 for US (Zagat 2018 Survey)⁴

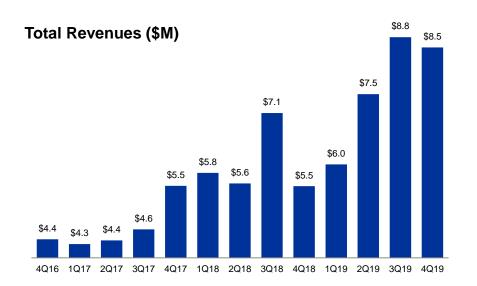
Bombshells outside of Houston

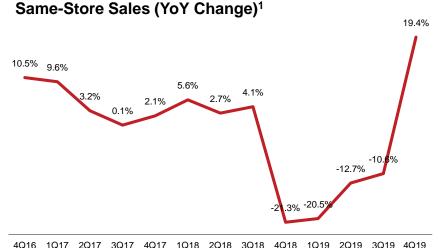
- · Dallas, opened March 2013
- Austin, opened June 2014

- 1. https://www.forbes.com/sites/joelkotkin/2017/02/03/all-houston-does-economically-is-win/#5522a9d63647
- 2. https://theculturetrip.com/north-america/usa/texas/articles/10-unique-facts-about-houston-you-didnt-know/
- Google
- 4. https://www.houstonpublicmedia.org/articles/news/2018/01/09/260570/houston-leads-nation-in-dining-out/



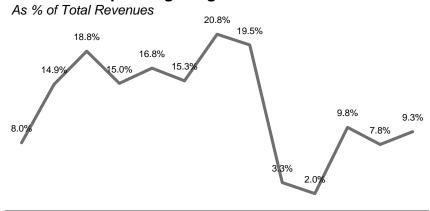
Bombshells: Turnaround Taking Shape





- Six new Houston locations doing well
- Latest (US 59) opened January 30, 2020
- Remodeled Dallas (1st location) for today's look and feel
- All 10 units should generate \$40-\$50M annualized
- Operating margin should recover with FY20 SSS rebound and elimination of pre-opening costs in February 2020
- Past and pending sale of excess parcels around new units should further enhance cash on cash return

Non-GAAP Operating Margin^{2, 3}



4Q16 1Q17 2Q17 3Q17 4Q17 1Q18 2Q18 3Q18 4Q18 1Q19 2Q19 3Q19 4Q19



- Effective 3Q19, Bombshells same-store sales now include locations open at least 18 months versus 12 months so the calculation is not affected by the "honeymoon" period experienced in the first six months of a new unit when revenues are higher compared to more normalized subsequent rates.
- 2) For GAAP reconciliation, see the company's earnings news releases on RCI's website at www.rcihh.com
- B) For comparable GAAP data, see "Bombshells GAAP Operating Margin" on page 4

Cash Generation

Cash at 9/30/19

\$14.1M

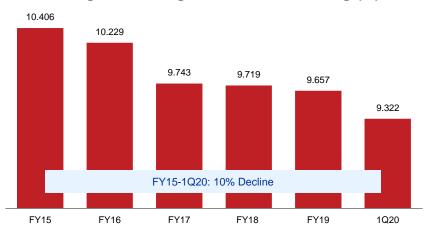
Adjusted EBITDA* FY19 vs. FY18

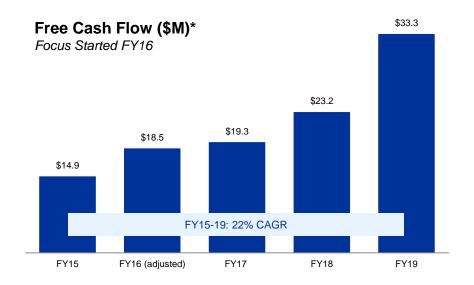
- \$46.2M vs. \$44.4M up 4.2%
- 25.5% of revenues vs. 26.8%

Free Cash Flow* FY19 vs. FY18

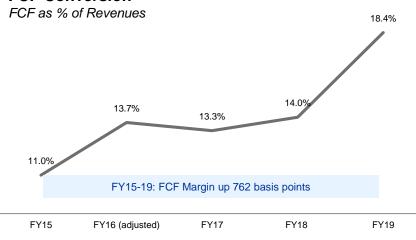
- \$33.3M vs. \$23.2M up 43.3%
- 18.4% of revenues vs. 14.0%
- 22% CAGR FY15-FY19 (exceeded goal)

Diluted Weighted Average Shares Outstanding (M)





FCF Conversion





* FCF defined as net cash from operating activities less maintenance capital expenditures. For GAAP reconciliation, see the company's earnings news releases on RCI's website at www.rcihh.com. FCF for FY16 (adjusted) of \$18.5M reflects FCF of \$20.5M less \$2.0M in tax credits.

Capital Allocation Strategy

Key Metric

 After-tax yield on Free cash flow (FCF) relative to our market cap

Buy/Open New Units If...

 We can achieve target cash on cash return of at least 25-33% or there is a strategic rationale

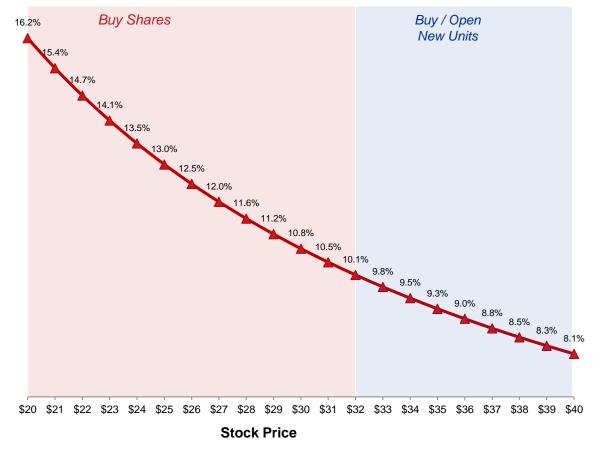
Buy Back Shares If FCF Yield...

 Exceeds double-digit range or exceeds yield of accelerated payment on our highest interest debt (currently a 9.2% after tax yield)

Current Status

- FY20 current run rate is \$30M (\$34M in net cash from operating activities less \$4M maintenance capex)
- FY20's current run rate represents 15% growth from FY19's target rate of \$26M
- \$32 share is the point between buying/opening units and buying shares

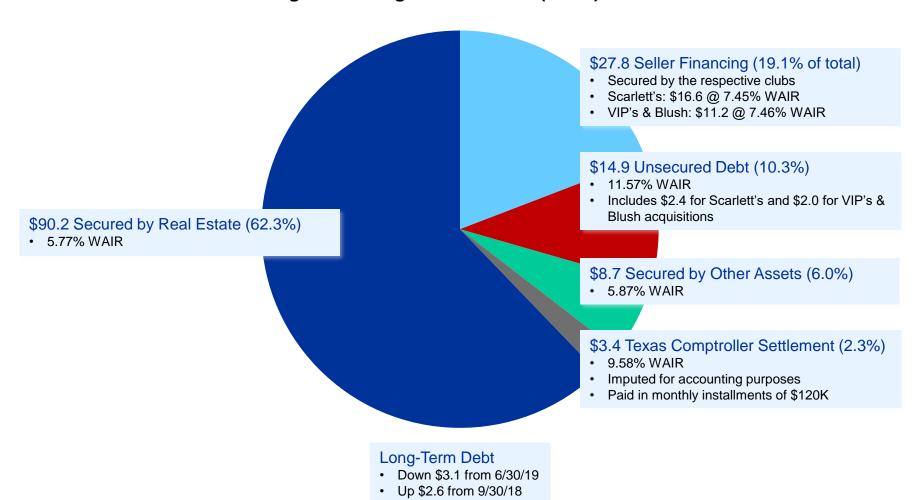
FCF Yield on Stock Price @ FY20 \$30M Current Run Rate





Long-Term Debt (as of 9/30/19, \$ in millions)

Total of \$145.0* Weighted Average Interest Rate (WAIR): 6.78%





Debt Manageability

Centennial Loans

- Total amortization drops \$8M in FY20 from payment of \$5M installment loan and paying down \$82M real estate loan to 65% LTV at 9/1/19
- Creates room for anticipated \$11M bank loan at a weighted average interest rate of ~6.25% for the NE Corridor acquisition

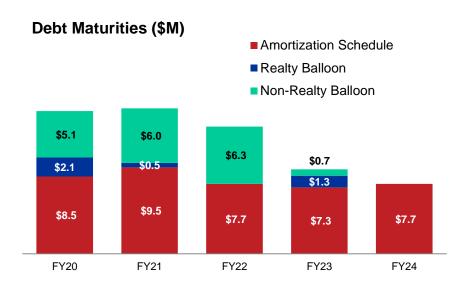
Total LT Debt / TTM Adjusted EBITDA*

Falling as debt declines and EBITDA increases

Quarter	Long-Term Debt (\$K)	TTM Adjusted EBITDA (\$K)	Ratio
4Q18	\$140,627	\$44,387	3.17x
1Q19	\$153,095	\$45,321	3.38x
2Q19	\$149,818	\$45,272	3.31x
3Q19	\$146,579	\$45,586	3.22x
4Q19	\$143,528	\$46,242	3.10x

Occupancy Costs

- One of our single largest expenses
- Interest (ex-refinancing-related costs) and rent as % of revenue
- Minor increase in FY19 due to two of the new Bombshells substantially complete but didn't open until FY20



Occupancy Costs

As % of Total Revenues





FY20 Focus on Our Core Business

Nightclubs

- Continue to improve operations
- Finalize and then integrate NE Corridor acquisition
- Ensure acquisition opportunities fit our parameters

Bombshells

- Guide new locations to success
- Continue SSS and margin rebound of older units

Asset Management

- Close on properties under contract
- Seek buyers or tenants for remaining properties held

Free Cash Flow

Deploy for optimal return according to our capital allocation strategy

SEC Filings

- File 1Q20 10-Q by end of February
- We have reengaged Friedman LLP for FY20





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Nightclub Locations

Brand	City	State	Year*
Cabaret East	Fort Worth	TX	2010
Downtown Cabaret	Minneapolis	MN	2011
Foxy's Cabaret	Austin	TX	2015
Hoops Cabaret	New York City	NY	2016
Kappa Men's Club	Карра	IL	2018
Silver City Cabaret	Dallas	TX	2012
The Seville	Minneapolis	MN	2015
Tootsie's Cabaret	Miami	FL	2008
Vivid Cabaret	New York City	NY	2014
Club Onyx	Charlotte	NC	2006
Club Onyx	Houston	TX	1995
Jaguars Club	Abilene	TX	2012
Jaguars Club	Edinburg	TX	2012
Jaguars Club	El Paso	TX	2012
Jaguars Club	Harlingen	TX	2012
Jaguars Club	Longview	TX	2012
Jaguars Club	Lubbock	TX	2012
Jaguars Club	Odessa	TX	2012
Jaguars Club	Phoenix	AZ	2012

Brand	City	State	Year*
Rick's Cabaret	Austin	TX	2009
Rick's Cabaret	Chicago	IL	2018
Rick's Cabaret	Dallas-Fort Worth	TX	2011
Rick's Cabaret	Dallas-Fort Worth	TX	2007
Rick's Cabaret	Minneapolis	MN	1998
Rick's Cabaret	New York City	NY	2005
Rick's Cabaret	Odessa	TX	2014
Rick's Cabaret	Pittsburgh	PA	2018
Rick's Cabaret	San Antonio	TX	2006
Scarlett's Cabaret Miami	Pembroke Park	FL	2017
Scarlett's Cabaret St. Louis	Washington Park	IL	2017
Temptations	Beaumont	TX	2013
Temptations	Fort Worth	TX	2011
Temptations	Sulphur	LA	2013
XTC Cabaret	Austin	TX	1998
XTC Cabaret	Dallas	TX	2008
XTC Cabaret	Houston	TX	2006
XTC Cabaret	San Antonio	TX	1998
Studio80 (dance club)	Fort Worth	TX	2013



Quarterly Roll

	2Q19 (3/31/19)	3Q19 (6/30/19)	4Q19 (9/30/19)	1Q20 (12/31/19)	2Q20 (3/31/20)
Full Quarter New Unit Benefit	 Club acquisitions in Chicago, Pittsburgh and Central Illinois Bombshells 6 (Pearland) Bombshells 7 (I-10) 	 Club acquisitions in Chicago and Pittsburgh Bombshells 7 (I-10) Bombshells 8 (249) 	 Club acquisitions in Chicago and Pittsburgh Bombshells 7 (I-10 Bombshells 8 (249) 	Bombshells 7 (I-10)Bombshells 8 (249)	Bombshells 8 (249)Bombshells 9 (Katy)
Partial Quarter New Unit Benefit	Bombshells 8 (249) opens March 2019			Bombshells 9 (Katy) opens October 2019	Bombshells 10 (59) opens January 2020
Events				 Houston Astros in playoffs through final game of the fall classic Hard Rock Hotel & Casino Hollywood opens October 24 (near Tootsie's and Scarlett's) 	 Big MMA fight Jan. 18 S. Florida hosts pro football championship Feb. 2 Houston and NYC host college basketball tournament March 27/29
Year Ago Events	 Minneapolis hosts pro football championship NYC and Charlotte host college basketball tournaments 	 Bombshells 6 (Pearland) opens April 2018 Club acquisition in Central Illinois 		 Club acquisitions in Chicago and Pittsburgh (November 2018) Bombshells 7 (I-10) opens December 2018 	



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