



# INVESTOR PRESENTATION

## JUST WERKE AG

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# JOST at a Glance: A Leading Global Supplier of Safety Critical Solutions for Commercial Vehicles

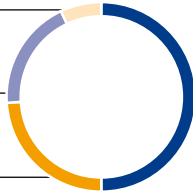
## REGIONAL MIX 2018 in % of sales (incl. JV)

South America (incl. JV); **7%**

North America; **19%**

APA; **24%**

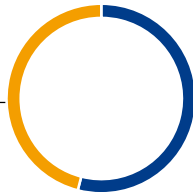
Europe; **50%**



## APPLICATION MIX 2018 in % of sales

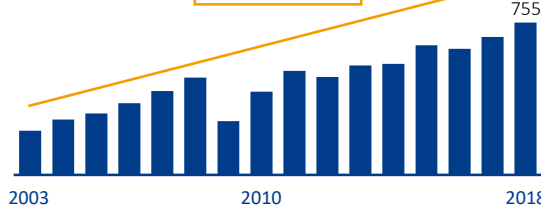
Truck; **46%**

Trailer; **54%**



## STRONG GROWTH FUNDAMENTALS in €m

9% p.a. CAGR



## STRONG BRANDS WITH HIGH CUSTOMER LOYALTY



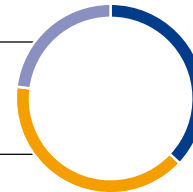
- JOST is #1 producer and supplier of fifth wheels and landing legs worldwide with global market shares of approx. 60%
- Future diversification of growth by strengthening JOST footprint in agriculture via acquisition of:
  - a new strong brand for JOST's portfolio: Quicke
  - Quicke is #1 producer and supplier of front loaders for agricultural tractors with global market shares of approx. 30%

## FUTURE APPLICATION MIX (PRO-FORMA)<sup>1</sup> in % of sales

Agriculture; **23%**

Truck; **40%**

Trailer; **37%**



# Strong Products Driving Brand Desirability and Pulling Demand

## VEHICLE INTERFACE

74% of sales in 2018



## MANEUVERING SYSTEMS

16% of sales in 2018



## HANDLING SOLUTIONS

10% of sales in 2018



## TRUCK OEMS



## TRAILER OEMS



- High demand from fleet operators (pull)
- High delivery performance
- High quality
- Logistic integration
- Power to innovate and generate value-add
- Competitive prices
- Geographical proximity

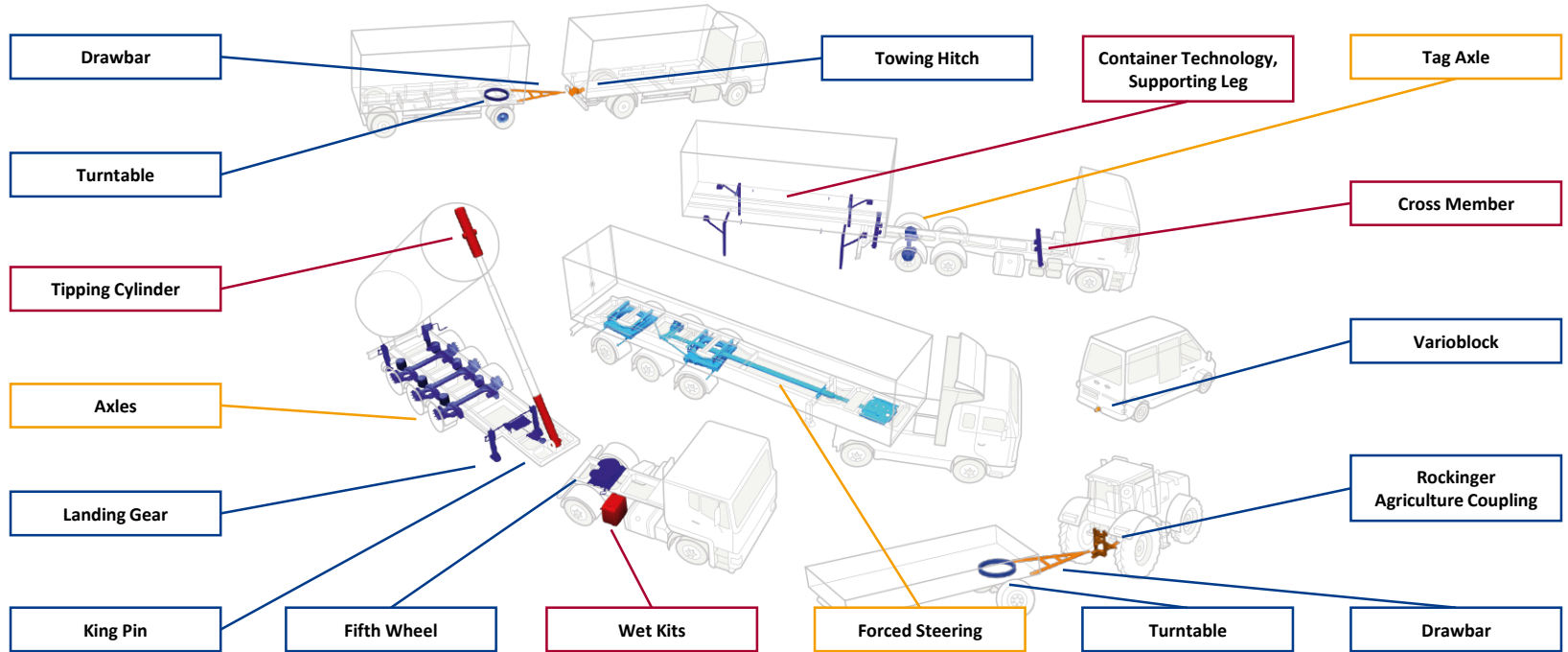
## FLEET OPERATORS



- Strong brand and reputation
- Strong customer relationship
- High quality
- Low costs of ownership
- Easy to repair
- International spare part availability
- Power to innovate and increase fleet efficiency

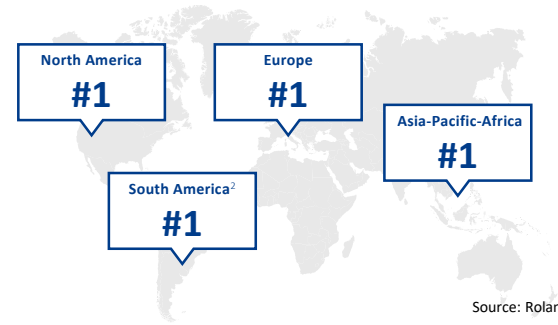


# Main Products Overview



# Global Leadership in Branded Products for Vehicle Interface

JOST has approx. 60% global market shares in articulated truck-trailer connection market



<sup>2</sup> Includes Brazil JV  
Source: Roland Berger 2017, JOST

## FIFTH WHEEL MARKET

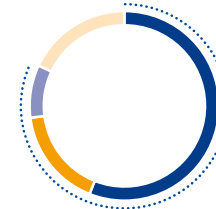
TOP 3 suppliers cover  
~85% of global market



JOST global  
market share ~57%

## LANDING GEAR MARKET

TOP 3 suppliers cover  
~82% of global market

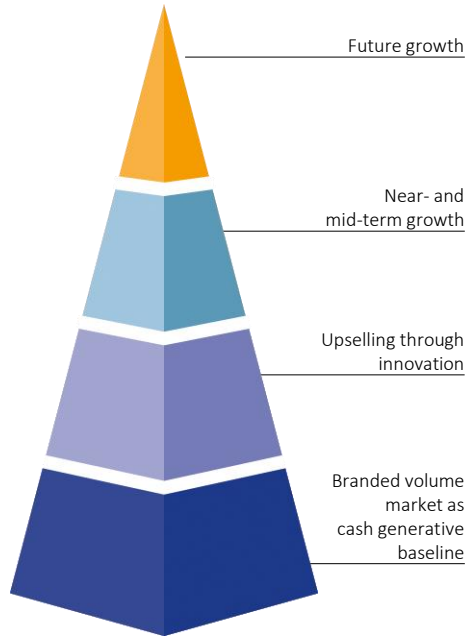


JOST global  
market share ~56%

**#1 player in core products fifth wheels and landing gear accounting for 61% of total sales**

# Growth Engine: Upselling through Innovation

Increasing value-add for customers and generation growth through clear innovation road-map



### AUTONOMOUS DOCKING SYSTEMS

- Pre-requisite for autonomous driving
- Efficiency boost for fleet operators
- Advanced smart system solutions



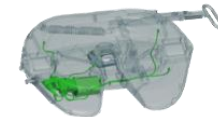
### INDUSTRY TRENDS AS GROWTH MOTOR

- New product development
- Market expansion into smart system solutions
- System integration



### UPSELLING THROUGH INNOVATION

- Modular concept
- Engineering expertise creating value-add
- Product enhancement and optimization



### BRANDED ENTRY LEVEL SYSTEMS

- Proven quality
- Operational efficiency
- Low costs of ownership



# Growth Engine: Regional Growth and Product Expansion

Increasing value-add for customers through innovation

## REGIONAL GROWTH

- Further market share gains with OEMs in North America
- Growth opportunities in emerging markets driven by structural and legislative changes
- Localization of existing products in new regions

## PRODUCT GROWTH

- Development of new products and upselling
- Expansion of aftermarket sales in the axle business
- Expansion of market penetration for *Handling Solutions* and *Maneuvering Systems* products

## ACCRETIVE M & A

- Widening product portfolio within commercial vehicles
- Strengthening regional presence in adjacent products
- Increasing R & D synergies for future product development



 Mercedes-Benz  
Trailer Axle Systems

 **TRIDEC**

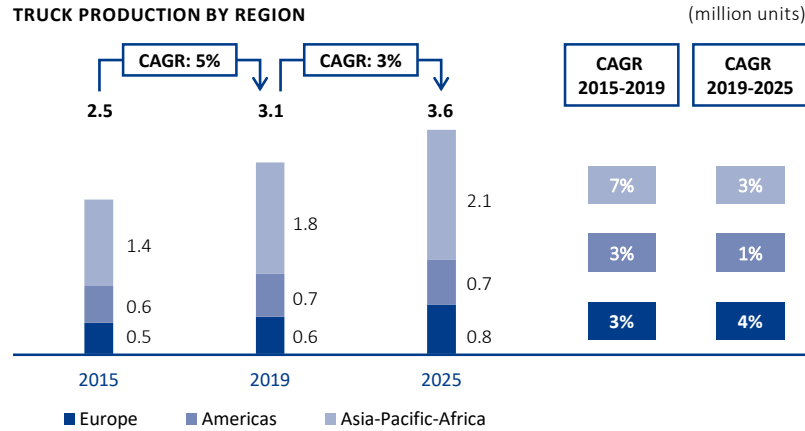
 **Edbro**

**Quicke**® <sup>1</sup>



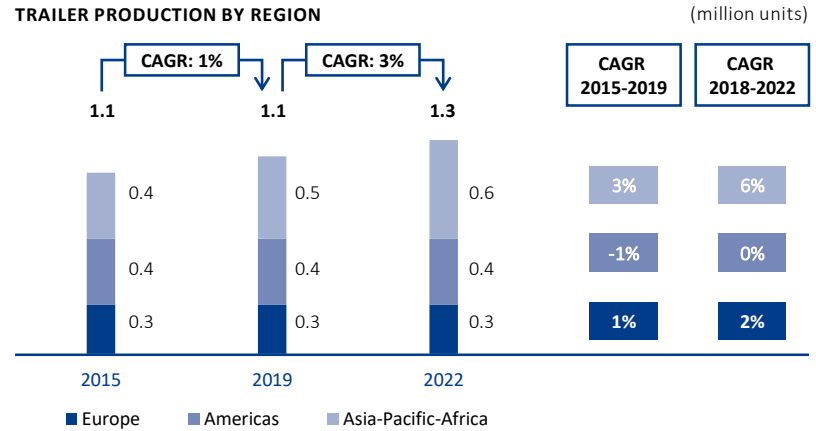
# Growth Engine: Strong Market Fundamentals Driving Future Growth

TRUCK PRODUCTION BY REGION



Source: LMC 2019 (global truck production for medium and heavy duty trucks)

TRAILER PRODUCTION BY REGION

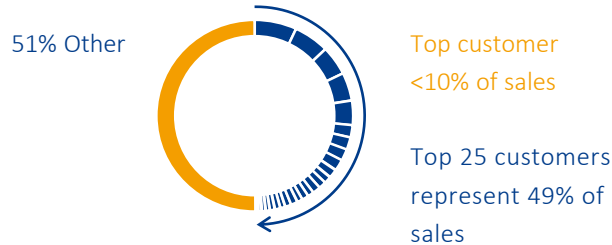


Source: Clear Consulting 2019 (global commercial vehicle trailer production)

<p><b>Growing GDP with rising private and industrial spending</b></p>	<p><b>Growing share of road transportation and increasing freight volumes</b></p>	<p><b>Environmental regulatory pressure accelerating renewal of fleets</b></p>	<p><b>Stronger road safety policies driving need for additional safety features</b></p>	<p><b>Disruptive trends like autonomous trucks and electrification driving innovation</b></p>
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# High Aftermarket Content and High Customer Fragmentation Support Business Resilience

## HIGH CUSTOMER FRAGMENTATION



- Safety critical products with high quality and safety requirements
- Large numbers of product variants with high degree of customization
- High customer loyalty with customer relationships averaging 34 years
- Products are independent from truck and trailer builder or model
- Worldwide product and spare part availability through wholesaler distribution channels

## FIFTH WHEELS



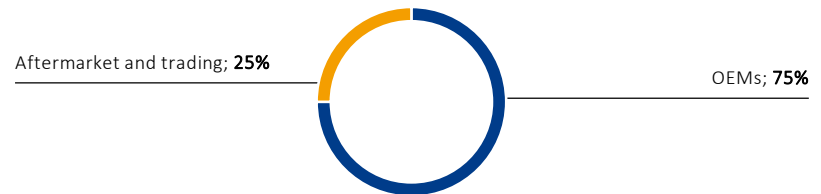
After market value 50% of OEM first fit sales

## LANDING GEAR



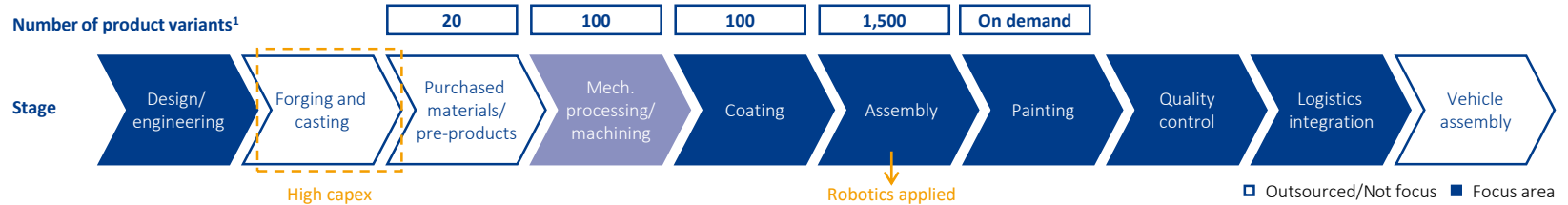
After market value 200-300% of OEM first fit sales

## SALES BREAKDOWN BY CUSTOMER TYPE



# Flexible and Asset Light Business Model Allows a Quick Adaptation to Changing Market Environment

## KEY PARTS OF THE VALUE CHAIN



## ASSEMBLY PROCESS



<sup>1</sup> On the example of fifth wheel

## HIGH NUMBER OF VARIANTS

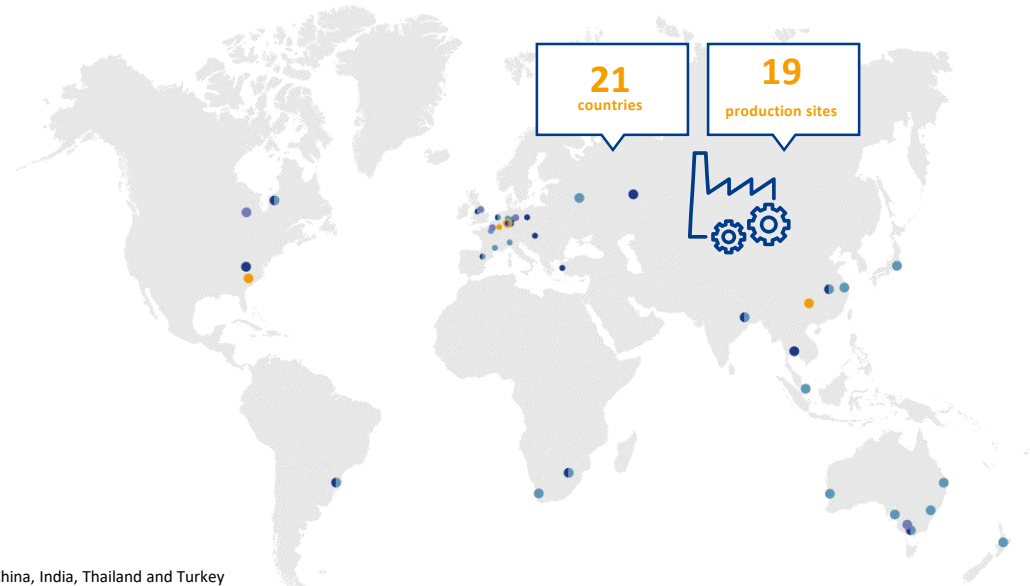


# Efficient and Flexible Supply and Production Platforms with Wide Geographical Footprint

## 2,900 EMPLOYEES



## PURCHASING BY REGION<sup>4</sup>



<sup>1</sup> Low-cost countries include Russia, Poland, Hungary, Portugal, South Africa, China, India, Thailand and Turkey

<sup>2</sup> High-cost countries include Germany, France, Spain, Italy, UK, The Netherlands, Australia, USA, Singapore and Japan

<sup>3</sup> Low-cost regions include Eastern Europe, Asia and Brazil

<sup>4</sup> High-cost regions include Western Europe and North America

# JOST Investment Case Summary

## BUSINESS MODEL

- Strong brands with high customer loyalty worldwide
- Wide diversification by product, customer and region
- Market outperformance through service, product innovation and international expansion

## EARNINGS

- Sustainable market growth thanks to global footprint and strong fundamentals
- High aftermarket content with strong network effects
- Attractive margin profile

## CASH FLOW

- Strong balance sheet and high cash generation
- Flexible and asset-light business model
- Conservative financial profile with ample scope for growth



# KEY FINANCIALS – SOLID ECONOMIC PERFORMANCE

## Business Highlights – 9M 2019

### SALES

- Markets slowed down in Q3; **group sales** in 9M up **+1.9% to €579m**
- JOST's sales in **Europe** were down by **-2.3% to €343m** in 9M, despite strong decline of trailer markets
- **North America** continued with strong momentum **+20.9% to €129m** in 9M
- Sales in **APA** down **-3.1% to €107m** affected by very weak Indian market. JOST could increase prior year's sales in the other countries of the region despite overall declining markets

### EARNINGS

- **Adjusted EBIT** **+0.4% to €66m** in 9M
- **Adjusted EBIT margin** in 9M nearly stable at **11.3%**

### FINANCE

- **Operating cash flow** doubled to **€56m** due to significant improvements in working capital
- **Net Working Capital** as % of LTM sales **down by 2.5pp to 19.5%**

### OUTLOOK

**JOST expects sales and earnings in 2019 to decline in a low-single-digit percentage range compared to 2018**

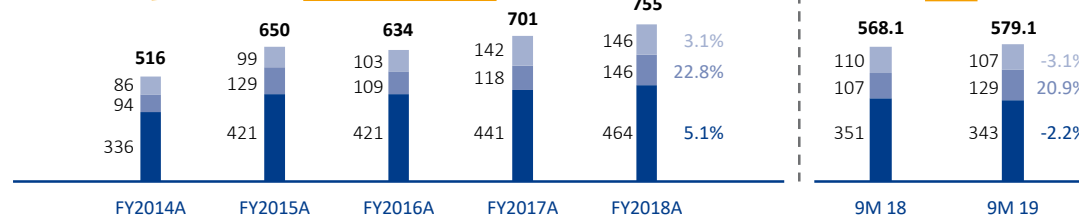
# Sales Growth on Record Levels Supported by Strong Earnings

## SALES SPLIT BY GEOGRAPHY

Growth (%)

CAGR: 10.0%/6.6%<sup>1</sup>

7.7%



## 9M 2019 COMMENTARY

- Continued high activity level in North America partially offset weakness of markets in Europe and India during Q3
- In 9M 2019 group sales went up by +1.9%

## ADJUSTED EBIT SPLIT BY GEOGRAPHY<sup>1</sup>

Adj. EBIT margin (%)

11.4%

9.6%

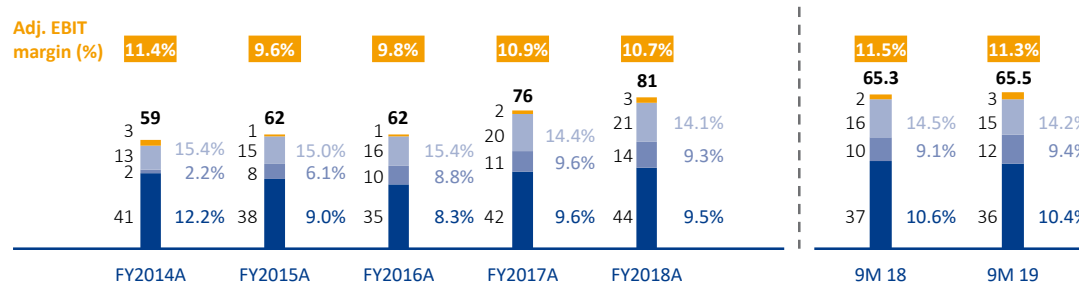
9.8%

10.9%

10.7%

€m

## 9M 2019 COMMENTARY



- Adj. EBIT developed mostly in line with sales growing by 0.4% to €66m with margin reaching 11.3%
- Good operating performance in North America partially offset cost pressure from increasing wages in other regions

■ Europe ■ North America ■ Asia-Pacific-Africa ■ Brazil JV<sup>2</sup>

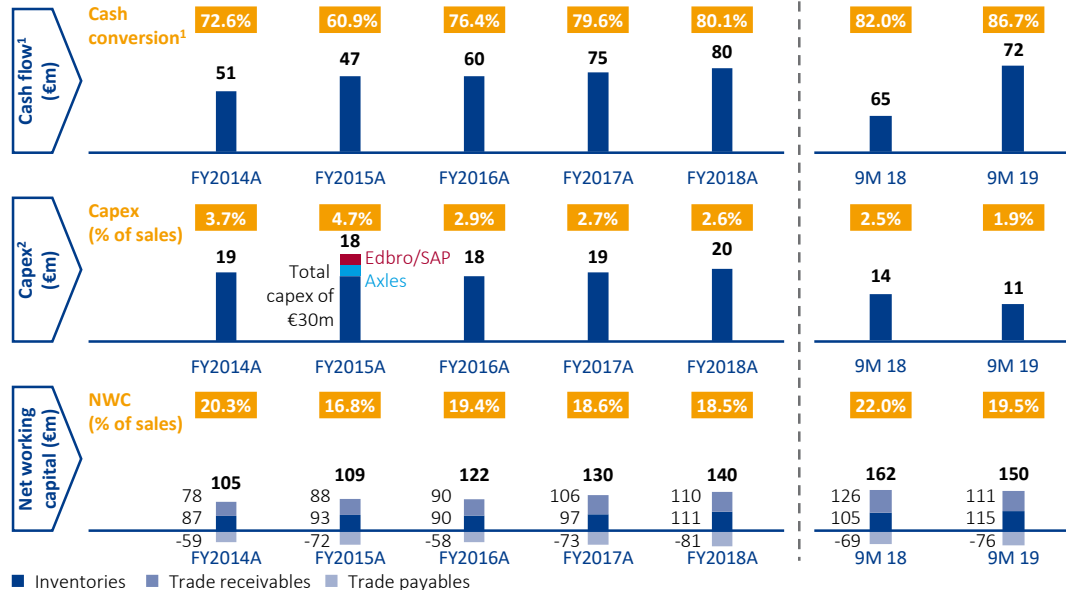
<sup>1</sup> CAGR adjusted for acquisitions

<sup>2</sup> Pro-rata net income from Brazil JV not allocated to segments and therefore shown separately



# Strong Cash Generation Profile Supported by Low Capex Spend

## KEY FINANCIALS OVERVIEW



## 9M 2019 COMMENTARY

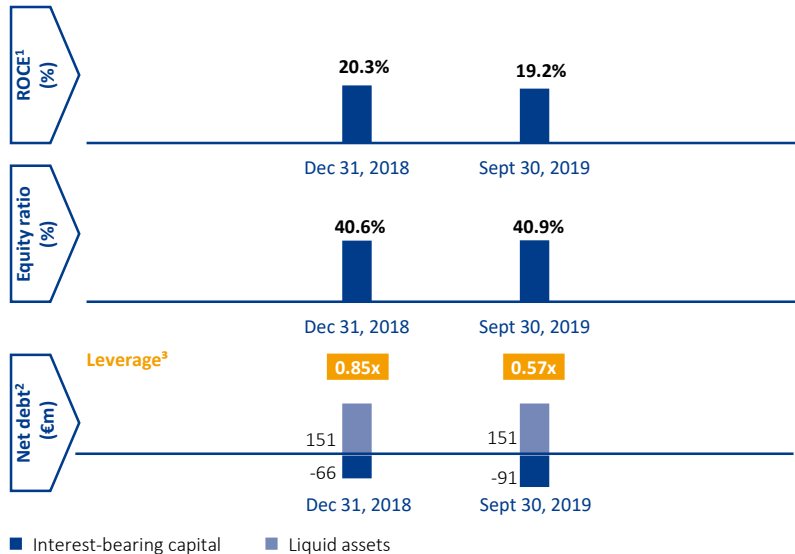
- Highly capital efficient business model with strong cash conversion
- Capex in 9M 2019 lower than in prior year due to different phasing of investments
- Higher portion of investment should take place in Q4, with FY capex expected to be ~2.5% of sales
- NWC as % of sales improved to 19.5% mostly due to lower trade receivables and higher trade payables
- By year end NWC is expected to improve further and fall below prior year's level (2018: 18.5%)

<sup>1</sup> Cash flow defined as adjusted EBITDA – capex; cash conversion defined as (adjusted EBITDA – capex)/adjusted EBITDA

<sup>2</sup> Capex calculated as payments to acquire property, plant and equipment as well as intangible assets

# Equity Ratio and Net Debt Stable on an Excellent Level

## BALANCE SHEET OVERVIEW



## 9M 2019 COMMENTARY

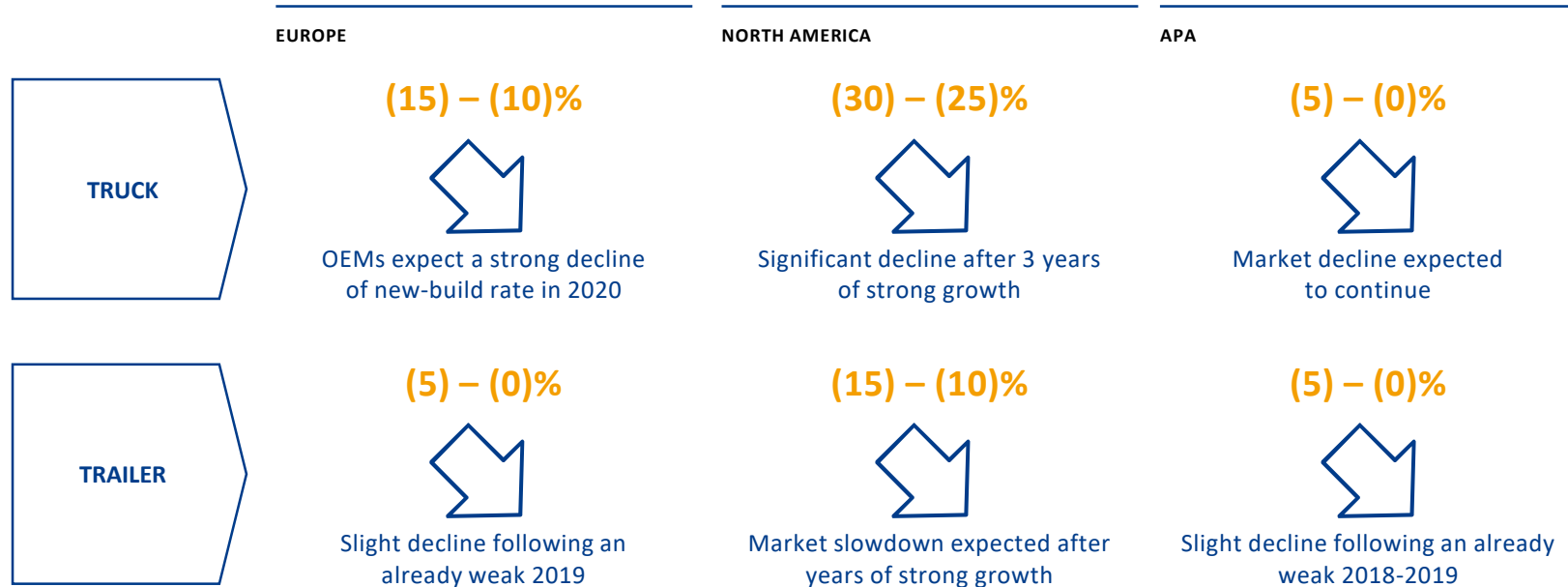
- ROCE only slightly down to 19.2% despite increase of other financial liabilities following the first-time adoption of IFRS 16
- Equity ratio increased compared to year end, despite negative impact from the first-time adoption of IFRS 16, which resulted in an increase of short- and long-term financial liabilities, and dividend payments of €16.4m.
- Leverage improved to 0.57x
- Liquid assets grew by €25.5m reaching €91.6m
- Net debt was further reduced to €59.6m because of the strong increase of liquid assets

<sup>1</sup> ROCE=LTM adj. EBIT / interest-bearing capital employed (interest-bearing capital: equity + financial liabilities [excl. refinancing costs] – liquid assets + provisions for pensions)

<sup>2</sup> Net debt = Interest-bearing capital (excl. refinancing costs) – liquid assets

<sup>3</sup> Leverage = Net debt/LTM adj. EBITDA [LTM EBITDA 9M 2019= €104m ; EBITDA FY 2018 = €100m]

# Truck and Trailer Market Outlook for 2020



Note: Market estimates for heavy truck based on LMC, Clear Consulting and FTR and OEMs announcements (as of November 2019)

## Revised outlook for FY 2019

	FY 2018A	Outlook 2019
Sales	755	Low-single-digit % decline
Adjusted EBITDA	100	Low-single-digit % decline
Adjusted EBIT	81	Low-single-digit % decline
Adjusted EBIT margin	10.7%	~ Stable
Capex <sup>1</sup> (in % of sales)	20 (2.6%)	~ 2.5% of sales
Net working capital (in % of sales)	140 (18.5%)	<18.5%
Leverage <sup>2</sup>	0.85x	~ 0.5x

<sup>1</sup> Capex calculated as payments to acquire property, plant and equipment as well as intangible assets, excluding potential acquisitions

<sup>2</sup> Excluding acquisitions



CULTIVATING  
OPPORTUNITIES

# Agreement to acquire Ålö Holding AB signed

Acquisition in line with JOST's corporate and M&A strategy

Strategically compelling



Enhancing regional and product growth



Value enhancing with potential to accelerate revenue growth



Accretive M&A transaction with potential to expand margins



Sound capital structure with near term deleveraging



## Ålö – A highly attractive company

Acquisition of a leading company in the growing agricultural applications market



- Ålö is a **global market leader** for agriculture tractor applications **with excellent growth prospects**
- Strong, worldwide **renowned brand (Quicke®)**, highly valued by farmers, dealers and OEMs
- **Push & pull sales strategy** offers possibility to replicate JOST's successful business model
- High-quality and innovative products, which generate **significant added value for end-users** due to versatile and modular use
- Niche market with low threats from substitutes, **strong industrial know-how** and excellent **R&D**
- **Sound financial profile** with adjusted EBITDA margins at current JOST's group level and potential to **exceed average JOST's margins** mid-term

**Excellent synergetic add-on to JOST's activities in the commercial vehicle industry, strengthening JOST's footprint in agriculture**

## A strategically and financially compelling acquisition



### Perfect match

Ålö fully fits JOST's corporate growth strategy



### Higher diversification

Quicke enhances JOST's portfolio of products and brands



### Combined know-how

Joined expertise to increase added value for customers



### Strengthening market position

Combined global footprint offers excellent growth opportunities



### Boosting financial strength

Ålö opens new growth segments for JOST and improves margin profile mid-term

**Acquisition of Ålö strengthens JOST's portfolio and meets Group's clear M&A criteria**





## Perfect match

Combination of two highly complementary industry leaders will create value and enhance JOST's investment case



### BUSINESS MODEL

- Quicke will enrich JOST's global portfolio of strong brands with high customer loyalty
- Ålö solutions for agriculture will further diversify JOST's wide range of products, customers and regions
- Complementary capabilities will improve ability to outperform markets by increasing product and service depth, boosting innovation and accelerating international expansion

### EARNINGS

- Acquisition will support JOST's sustainable growth thanks to strong fundamentals and global footprint
- Similar to JOST, Ålö also benefits from a high portion of aftermarket content with strong network effects
- Potential to replicate JOST's industry-leading earnings by effectively using Push & pull sales strategy

### CASH FLOW

- High cash generation ability preserved
- Value accretive acquisition with sound financial profile and attractive margins
- Unchanged attractive financial profile with scope for further growth



## Growing portfolio of products and brands

# Quicke®

### Front loaders

Loader attached at the front of the tractor to lift heavy items

### Digital control system

Digital control system to manage implement position and load weight

### Subframes

Placed beneath the tractor, transfers the load to the tractor chassis

### Implements

Buckets, forks, bale handlers, silage and other lifting implements (>150 options)

### Backhoes

Excavator/digger attached at the back of the tractor

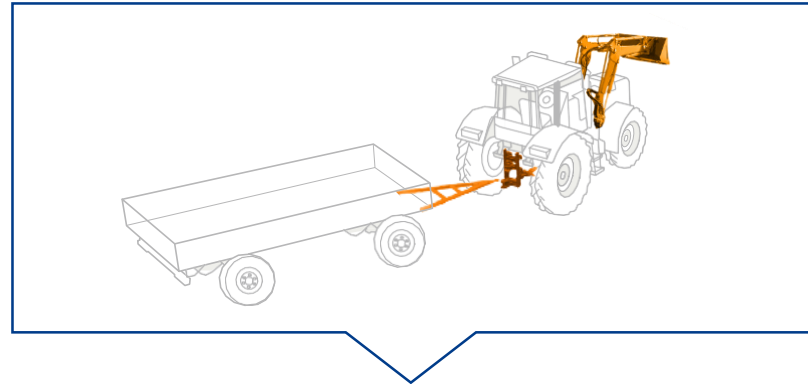
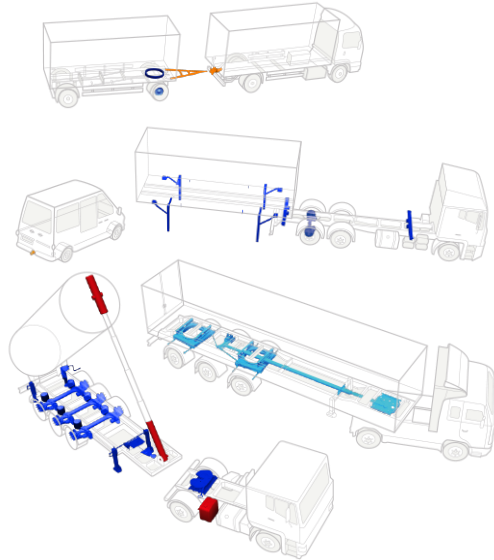
### Spare parts

Wide range of original spare parts and accessories





## Higher diversification



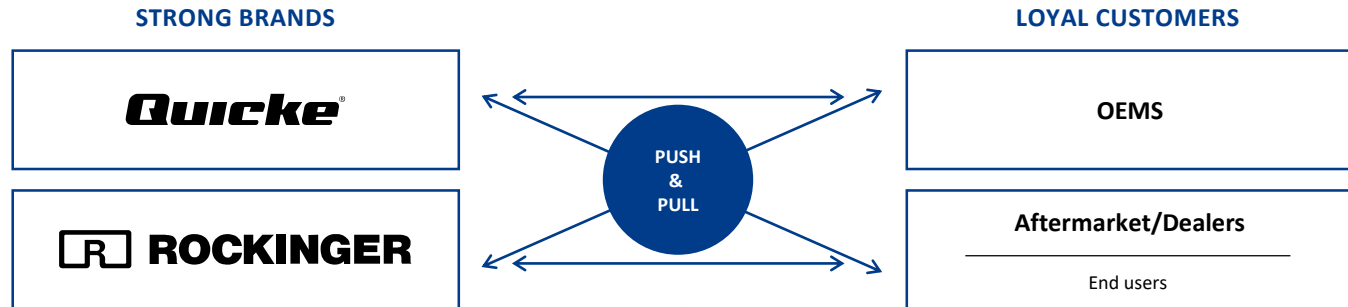
Together, Quicke and ROCKINGER will form a strong and capable agricultural segment for JOST. By combining their industry know-how and product portfolio, JOST will provide superior services to agricultural OEMs and end-customers worldwide.





## Ability to develop markets

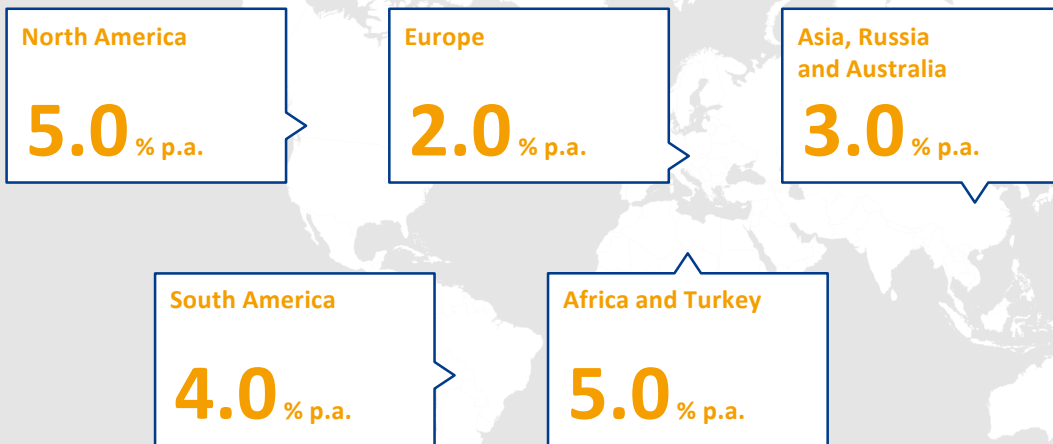
JOST will capitalize on strong brands and push-pull sales strategy to grow market shares in agriculture after closing



Combining the strong brands ROCKINGER and Quicke will allow to replicate JOST's proven market approach to generate demand by pushing product towards OEMs while also creating market pull from end-users and aftermarket dealers



## Strong growth for tractor markets worldwide



**JOST will offer new growth opportunities to Ålö in South America, Asia and Africa**

All growth figures in % p.a. are CAGR 2018-2022 estimates of numbers in agricultural tractors sold  
 Source: Rocsearch, December 2019

# Structural growth drivers

## Loader market growing in line with agricultural tractors markets

### Rising population globally

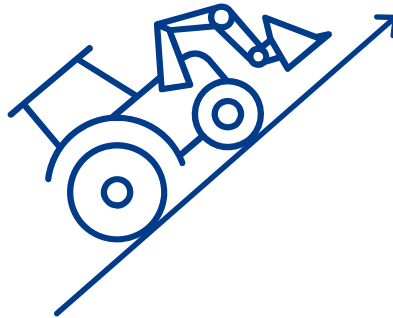
~60% of global population depend on agriculture for livelihood

### Farm mechanization and pent-up demand

Increasing farm mechanization rates and pent-up investments in tractors, especially in developed economies

### Regulatory framework

Stringent safety and environmental regulations is propelling growth of regulation-compliant tractors worldwide



### Rising farm labor cost

Rising farm labor costs drive need for higher farming efficiency and demand for agricultural tractors

### Government support for farm mechanization in developing economies

Growing investments in agriculture and significant governmental push toward farm mechanization in developing economies to increase efficient use of arable land



## Boosting financial strength

A milestone for JOST – Acquisition will diversify JOST’s business by tapping into new revenue pools with potential for further growth

JOST – 2019E



JOST & ÅLÖ 2020E PRO FORMA



ÅLÖ WILL BE ACCRETIVE TO JOST AS OF 2020

**+15 – 20%**  
pro-forma sales contribution

**+15 – 20%**  
pro-forma adj. EBITDA contribution

■ Truck & trailer commercial vehicles

■ Agriculture

**Ålö’s adjusted EBITDA margin as of 2020 is expected to be at JOST’s current levels with perspective to exceed JOST’s group average EBITDA margin mid-term**



## Value creation through synergies

**Savings through joint procurement as well as optimization of production and supply chain networks**

**Combining sales strengths of Ålö and ROCKINGER to access new markets and new customers**



**Streamlining of duplicate structures and optimization of regional setup**

**Mid-term annual synergies identified in the mid to high single digit million EUR range**





## Accretive M&A Transaction

### VALUATION

- Purchase price corresponds to an enterprise value of €250m
- For 2020, on the basis of expected sales of at least €200m, Ålö's adj. EBITDA is expected to grow into the range of €27m to €31m, without synergies.
- The purchase price represents approximately 8.6x adj. EBITDA based on the mid-point of the 2020e adj. EBITDA range.
- A further potential payment of up to €25m in the year 2021 is strictly linked to the achievement of additional cost savings targets and the successful completion of further efficiency projects in 2020, which would lead to an adj. EBITDA higher than €31m.

### POSITIVE PROFITABILITY IMPACT

- Acquisition will be accretive to earnings already in 2020
- Adj. EBITDA margin range is expected to be between 13.5% and 15.5% in 2020. Current consensus estimates for JOST's adj. EBITDA margin in 2020 is 12.6%.
- Mid-term, after tapping into expected sales and earnings synergies, margins should be sustainably higher than JOST's current group average.

**The transaction is expected to close in Q1 2020**



## Accretive M&A Transaction

### FINANCING

- Transaction will be financed with cash, currently undrawn credit facilities as well as new term loan
- JOST's leverage will increase temporarily to ~2.5x after closing.
- The investment will further strengthen JOST's high cash generation ability, allowing for a swift deleveraging.
- By the end of 2021, leverage should be back in a corridor of 1.0x to 2.0x
- The new debt has no leverage covenants

### APPROVALS

- Transaction is subject to approval by anti-trust authorities
- No regulatory issues anticipated

**The transaction is expected to close in Q1 2020**

# Executive Summary

Acquisition of a leading company in the growing agricultural market for tractor applications



Diversification of JOST's earnings profile resulting in reduced cyclicity



Synergetic add-on through combination of know-how in on-road and off-highway market for commercial vehicles



Top- and bottom line synergy potentials



Accretive M&A transaction with enterprise value of €250m and potential for additional earn-out of up to €25m in 2021



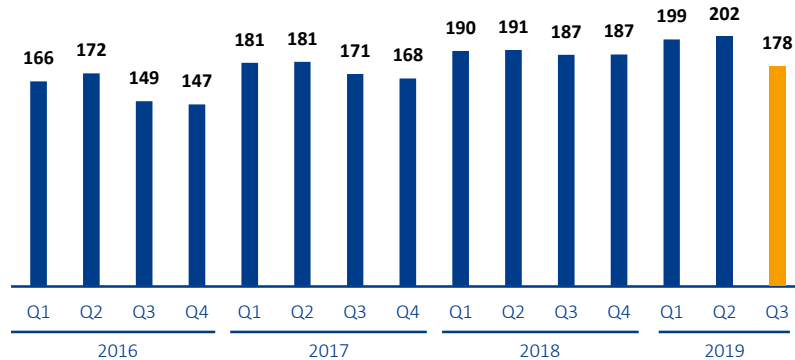
# Appendix

Further information

# Development of JOST's Sales and Adjusted EBIT by Quarter

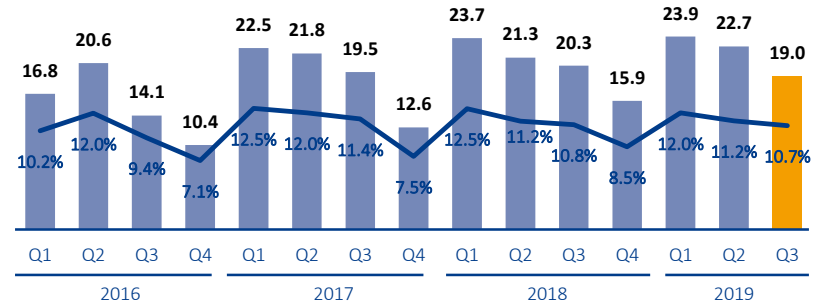
SALES

(€m)



ADJ. EBIT

(€m)



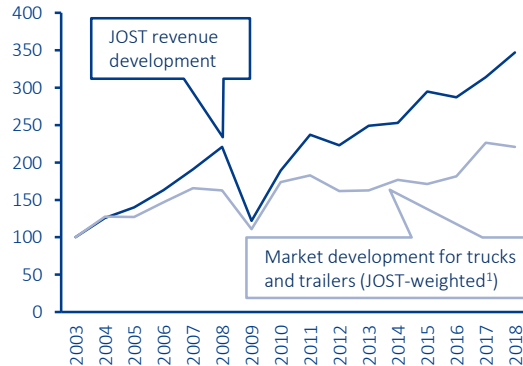
Typical seasonality for Q3 and Q4 influenced by reduced numbers of working days due to summer holidays in Q3 and the holiday season in Q4

# Industry-leading Margins and Cash Generation Profile

JOST has continuously outperformed the truck market since 2003 showing high profitability and strong cash generation

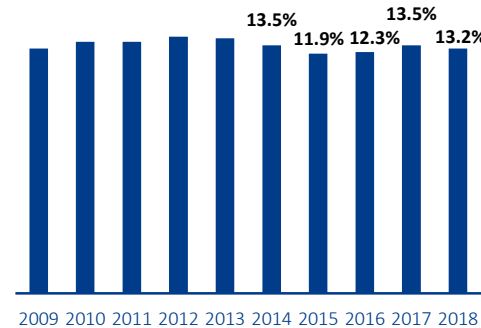
## JOST'S PERFORMANCE OVER TIME

Indexed to 2003

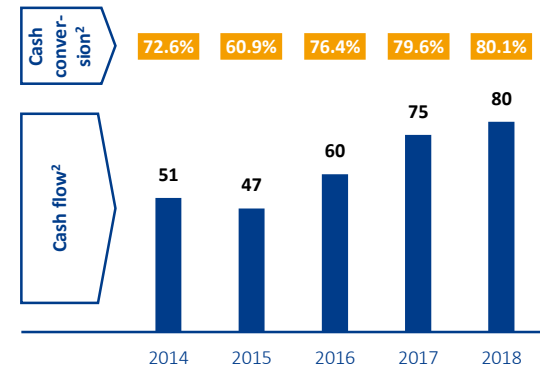


## STRONG MARGIN RESILIENCE

Adjusted EBITDA margin (%)



## HIGH CASH FLOW GENERATION



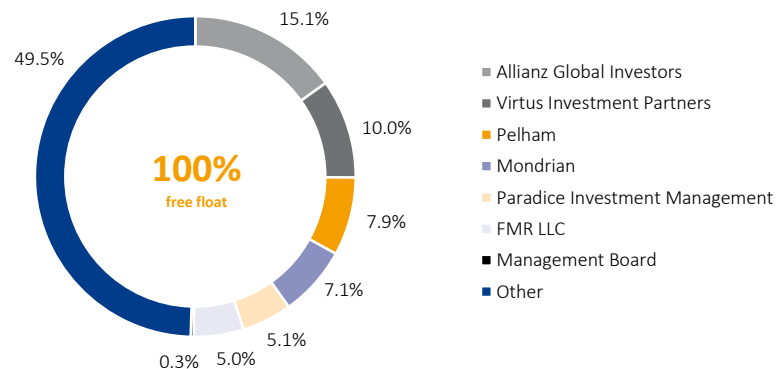
## JOST has continuously outperformed the truck market since 2003

<sup>1</sup> Weighted by approximate weight of truck and trailer revenues of JOST

<sup>2</sup> Cash flow defined as Adjusted EBITDA-Capex and cash conversion defined as (Adjusted EBITDA-Capex) / Adjusted EBITDA

# Shareholder Structure and Share Information

## SHAREHOLDER STRUCTURE AS OF DECEMBER 15, 2019<sup>1</sup>



<sup>1</sup> According to German stock exchange definition 100% of shares qualify as free float

## EARNINGS PER SHARE

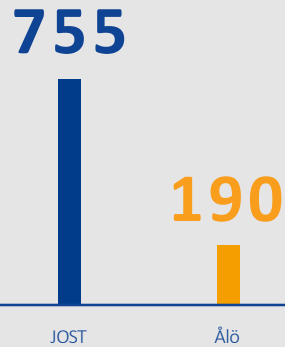
(€)	9M 2018	9M 2019
EPS	2.91	2.31
Adj. EPS	2.78	2.87

## SHARE INFORMATION

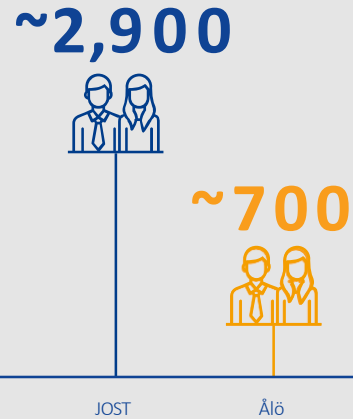
ISIN	DE000JST4000
Trading symbol	JST
German Sec. Code Number (WKN)	JST400
Shares in issue	14,900,000
Index	SDAX
Listed since	July 20, 2017
Dividend per share FY 2018	€ 1.10

# JOST & ÅLÖ

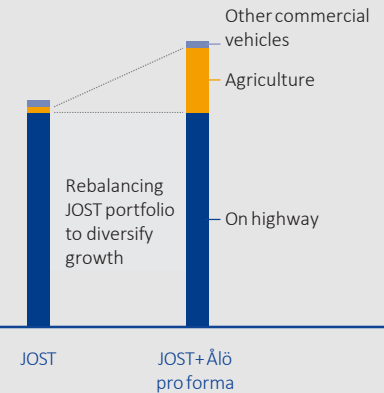
**SALES 2018**  
in €m



**EMPLOYEES 2018**  
head count



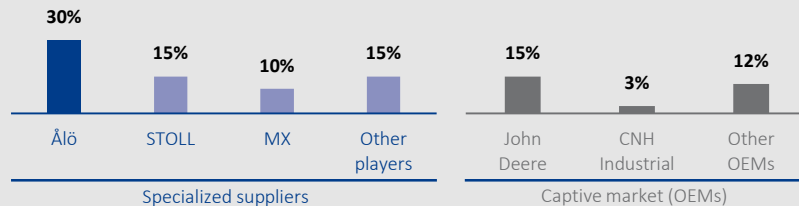
**DISTRIBUTION BY VEHICLE APPLICATION**  
2018





## Ålö – a global market leader

### MARKET SHARES FOR AGRICULTURAL FRONT LOADERS

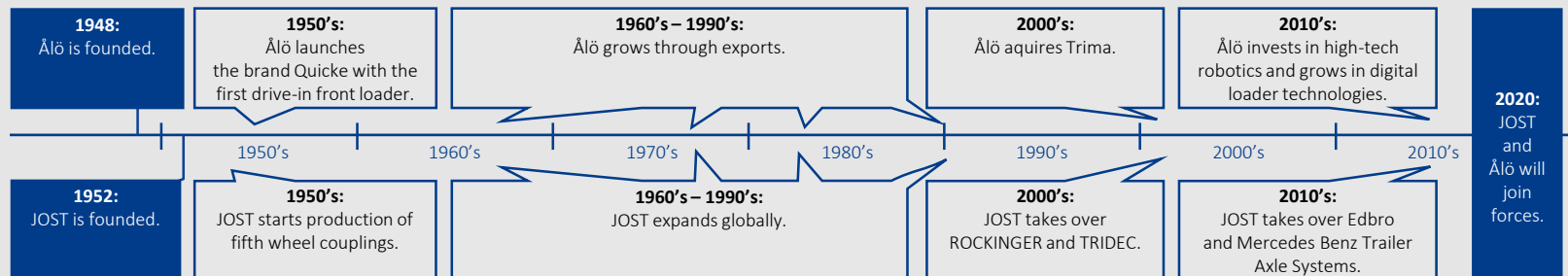


## Sound financial profile

### ÅLÖ FINANCIALS

SEKm	2017A	2018A	2019 E
Sales	1,804.7	2,002.6	Approx. 2120
Gross profit	514.2	536.2	594 – 600
Gross profit margin	28.5%	26.8%	28.0% – 28.3%
Adj. EBITDA	189.4	210.1	263 – 274
Adj. EBITDA margin	10.5%	10.5%	12.4% – 12.9%

## Parallels in historic development





# Growing know-how

## Future success factor radar



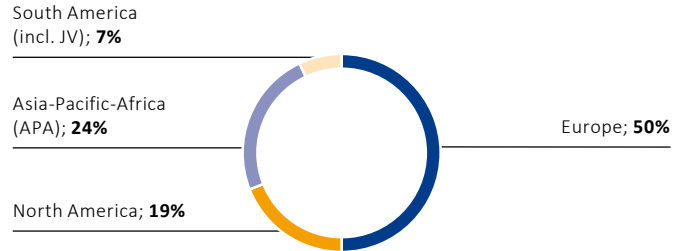


# Strengthening market position

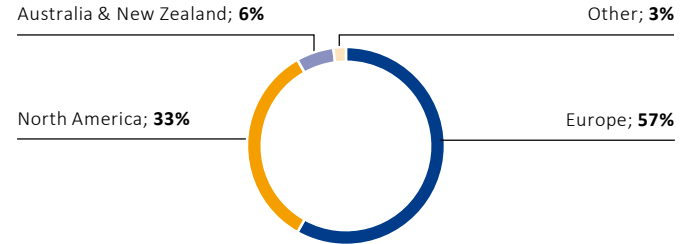
Acquisition will strengthen global footprint and generate additional growth

With Ålö, JOST will have an improved access to the North American and European agriculture markets

**JOST – SALES BY REGION IN 2018**



**ÅLÖ – SALES BY REGION IN 2018**



JOST



Production unit



Sales unit



Production and Sales unit

Ålö



Production unit



Sales unit



Production and Sales unit



## Financial Calendar 2020

Jan. 10	ODDO BHF Forum 2020, Lyon / France
Jan. 13–15	Commerzbank German Investment Seminar 2020, New York/U.S.
Jan. 16	Roadshow Chicago/U.S.
Jan. 21	UniCredit & Kepler Cheuvreux, 19. German Corporate Conference, Frankfurt/Germany
Feb. 18	Preliminary Results FY 2019
Mar. 25	Publication of Annual Group Report FY 2019
May 7	Annual General Meeting 2020
May 14	Publication of Q1 2020 Report
Aug. 13	Publication of H1 2020 Report
Nov. 12	Publication of 9M 2020 Report

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