# Oshkosh Corporation

Investor Presentation



# Forward-looking statements

This presentation contains statements that the Company believes to be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact, including, without limitation, statements regarding the Company's future financial position, business strategy, targets, projected sales, costs, earnings, capital expenditures, debt levels and cash flows, and plans and objectives of management for future operations, are forward-looking statements. When used in this presentation, words such as "may," "will," "expect," "intend," "estimate," "anticipate," "believe," "should," "project" or "plan" or the negative thereof or variations thereon or similar terminology are generally intended to identify forward-looking statements. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties, assumptions and other factors, some of which are beyond the Company's control, which could cause actual results to differ materially from those expressed or implied by such forward-looking statements. These factors include the possibility that the parties will fail to obtain necessary regulatory approvals or to satisfy any of the other conditions to the proposed transaction to acquire JBT's AeroTech business; failure to realize the expected benefits of the transaction, including expected tax benefits, or expected synergies; difficulties in predicting results of operations of an acquired business; the extent of supply chain and logistics disruptions; the Company's ability to increase prices or impose surcharges to raise margins or to offset higher input costs, including increased raw material, labor, freight and overhead costs; the Company's ability to accurately predict future input costs associated with Defense contracts; the Company's ability to attract and retain production labor in a timely manner; the cyclical nature of the Company's access equipment, fire apparatus and refuse collection markets, which are particularly impacted by the strength of U.S. and European economies and construction seasons; the Company's estimates of access equipment demand which, among other factors, is influenced by historical customer buying patterns and rental company fleet replacement strategies; the strength of the U.S. dollar and its impact on Company exports, translation of foreign sales and the cost of purchased materials; the Company's ability to predict the level and timing of orders for indefinite delivery/indefinite quantity contracts with the U.S. federal government; the impact of any U.S. Department of Defense solicitation for competition for future contracts to produce military vehicles; the impacts of orders from the U.S. Postal Service; the impact of severe weather, war, natural disasters or pandemics that may affect the Company, its suppliers or its customers; risks related to the collectability of receivables, particularly for those businesses with exposure to construction markets; the cost of any warranty campaigns related to the Company's products; risks associated with international operations and sales, including compliance with the Foreign Corrupt Practices Act; risks that a trade war and related tariffs could reduce the competitiveness of the Company's products; the Company's ability to comply with complex laws and regulations applicable to U.S. government contractors; cybersecurity risks and costs of defending against, mitigating and responding to data security threats and breaches impacting the Company; the Company's ability to successfully identify, complete and integrate acquisitions and to realize the anticipated benefits associated with the same; and risks related to the Company's ability to successfully execute on its strategic road map and meet its long-term financial goals. Additional information concerning these and other factors is contained in the Company's filings with the Securities and Exchange Commission, including the Form 8-K filed April 27. All forward-looking statements speak only as of the date of this presentation. The Company assumes no obligation, and disclaims any obligation, to update information contained in this presentation. Investors should be aware that the Company may not update such information until the Company's next quarterly earnings conference call, if at all.



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# Our strong foundation for accelerated growth

Powerful purpose and People First culture

Favorable market dynamics

Technology leader

New and adjacent markets

Programmatic M&A strategy

Strong financial performance

## Our growing portfolio of leading brands

On May 30, we announced an agreement to acquire JBT's AeroTech business











































# We focus on delivering innovation that customers value



**Fire**Performance | Uptime
Availability | Flexibility



Defense

Mission ready | Mobility

Payload | Protection



Construction
Safety | Ease of operation
Versatility | Productivity
Total Cost of Ownership



Environmental
Efficiency | Payload
Safety | Ergonomics



Last Mile Delivery
Ergonomics | Operating cost
Capacity | Reliability

Technology selection targeting customer needs



Electrification

Autonomy & Active Safety



Intelligent Products



Advanced Analytics



Digital Manufacturing



# Our commitment to meaningful ESG impact

### Making a Difference in People's Lives



Sustainability



Safety



Diversity, Equity & Inclusion



Community Engagement

#### **LONG-TERM TARGETS**

- 0/\*

<b>25</b> %	emissions by 2024
90%*	Waste diversion from landfill by 2024
30%	Gender diversity at Director leve

15% BIP

BIPOC\*\* representation at Director level and above by 2026

Reduction in normalized GHG

- \* Compared with baseline year of 2014.
- \*\* Black, Indigenous, and People of Color.

Committed to Science-Based Targets for a low carbon future



Our recognition as a leader in sustainability and workplace culture

















Dow Jones Sustainability Indices

Powered by the S&P Global CSA



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## Our evolved strategy to drive growth

# Innovate. Serve. Advance.

We make a difference in the lives of those who build, serve and protect communities around the world by enabling a People First culture.

### Innovate.

We innovate customer solutions by combining leading technology and operational strength to empower and protect the everyday hero.

### Serve.

We serve and support those who rely on us with a relentless focus throughout the product lifecycle.

### Advance.

We advance by expanding into new markets and geographies to make a difference around the world.

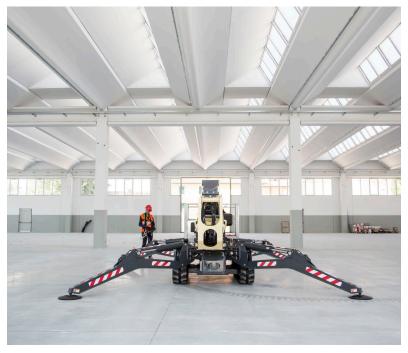




## Access (recent highlights)

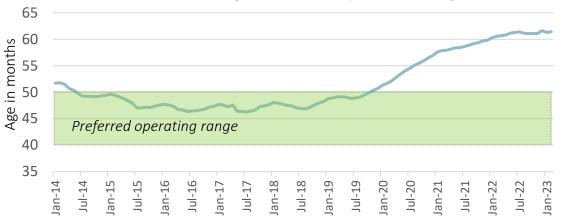
- Better than expected Q1 volume and operating income resulted from improvements made in the supply chain
- Sales growth in all regions
- Strong indicators of demand
  - Aged customer fleets
  - New use cases
  - Continued strong utilization rates
  - Mega projects
- Q1 orders of \$1.2B led to record backlog of \$4.4B

#### **Compact Crawler Boom**



# Strong outlook supported by robust market dynamics

North American AWP fleet age\* well above preferred range



### Positive outlook from one of our largest customers

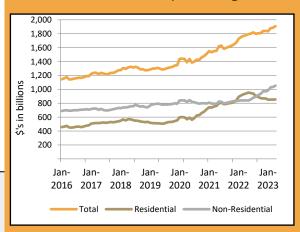
"Our end markets remain strong and the forecast support a continuation of strength well into the future.
The nonresidential construction outlook has been enhanced by the recent legislative passing of the CHIPS and Inflation Reduction Acts. These additions, in conjunction with the already flush current and forecasted mega project landscape, point to strength in demand for years to come.

—Brendan Horgan, Ashtead CEO (September 6, 2022)

# Strong non-residential construction outlook bolstered by government spending plans\*\*

Infrastructure Investment and Jobs Act CHIPS and Science Act Inflation Reduction Act

### **US Construction Spending**



U.S. Census Bureau, June 2, 2023

<sup>\*</sup> Rouse Services (Monthly fleet age data – February 2023). \*\* WhiteHouse.gov.



## Defense (recent highlights)

- Q1 revenues in line with customer requirements, lower margin due to material cost inflation forecasts
- Filed protest on JLTV II decision in March
  - Areas of concern around evaluation and significant risk for customer
  - Expect GAO decision in mid-June
- Expect OMFV down-select decision this summer
- Progress with US Postal Service NGDV
  - Received order modification for greater mix of BFVs

#### FMTV-A2





# Oshkosh Defense is disrupting the delivery vehicle market

Purpose-built Next Generation Delivery Vehicle



USPS contract for up to 165,000 vehicles

Large aftermarket opportunity

March 2022 – Received initial order for 50,000 vehicles with 10% BEV

December 2022 - USPS indicated plans to increase initial order to 60,000 vehicles with 75% BEV

# Rapidly growing market opportunity

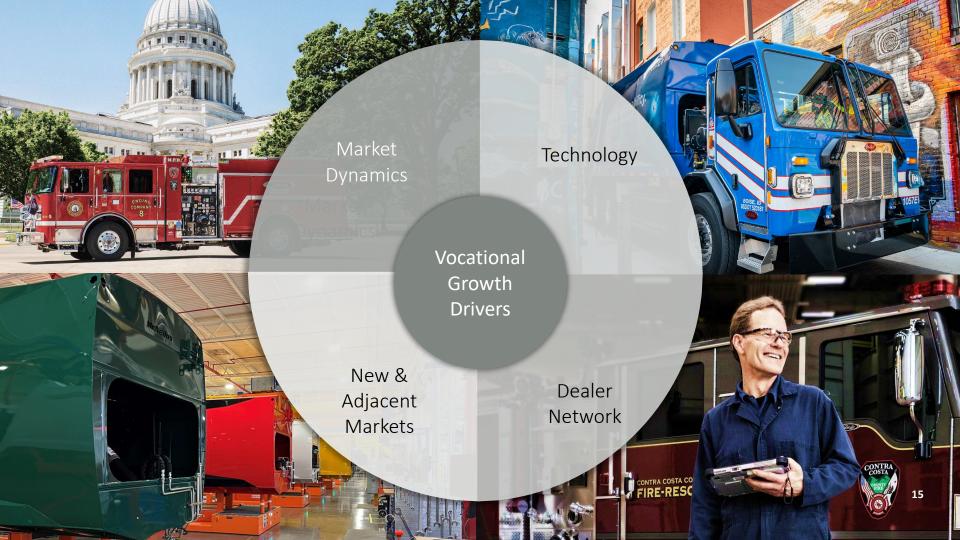
Expanding position in purpose-built delivery vehicle market

Increasing demand due to growth of e-commerce and need for replacement vehicles

Shifting from ICE to BEV disrupts traditional market

**OSHKOSH** 

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# Oshkosh's newest segment: Vocational

- Combined F&E and Commercial segments to create the Vocational segment in January 2023
- Key drivers for the change:
  - Deliver enhanced efficiencies
  - Leverage scale in technology
  - Serve as platform for growth
- Creates ~\$2B revenue platform with plans to grow revenues to ~\$3B in next few years
- Divested rear discharge concrete mixer business
- Jim Johnson, previously Fire & Emergency segment president, leads Vocational







## Vocational (recent highlights)

- Expect annualized cost synergies of \$15M from combining former F&E and Commercial segments; some benefits late in 2023 with full run rate in 2024
- Strong fire truck demand bolstered by fleet age and municipal budgets
- Unveiled revolutionary, fully integrated, zero emission, electric RCV in February
  - Outstanding customer response
- State-of-the-art plant in Murfreesboro, TN
- On May 30, 2023, announced agreement to acquire JBT's AeroTech business

#### Fully integrated, zero-emission electric RCV



# Adding a strong adjacent business with AeroTech



### **Vocational Segment**

Segment formed to drive enhanced efficiencies, leverage scale in technology and serve as a platform for further organic and inorganic growth opportunities



















Leading global provider of aviation ground support products, gate equipment and airport services to commercial airlines, airports, air-freight carriers and military customers

**Expands Vocational offerings** and broadens end markets

Scalable platform for enhanced company growth

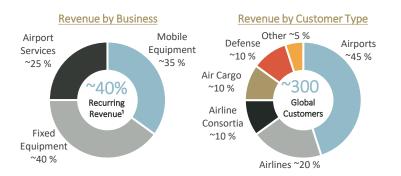
Overlapping technology investments and market dynamics



### Acquiring JBT's AeroTech Business: A Market Leading Growth Platform

Adds Market and Technology Leader in Attractive Air Transportation Support Sector

- Leading global provider of aviation ground support products, gate equipment and airport services to commercial airlines, airports, air-freight carriers and military customers
- Driven by strengthening recovery in air travel demand and growing infrastructure spending
- Revenue of ~\$575 million in 2022; rapidly returning to pre-COVID profitability levels



Mobile Equipment







Cargo Loaders

Deicers

Aircraft Tow Tractors & Tugs

Fixed Equipment







Boarding Bridges

Cooling Systems

Ground Power









Intelligent Monitoring

Facilities Services

Baggage Systems

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<sup>&</sup>lt;sup>1</sup> Includes revenue attributable to Mobile Equipment aftermarket, Fixed Equipment aftermarket, and 100% of Airport Services in 2022.



### **Transaction Overview**

2023 second half EBITDA\* multiples

~9.0x - adj. for tax benefits

~7.2x - adj. for tax benefits and full run rate synergies

#### Purchase Price

- Purchase price of \$800 million on cash-free, debt-free basis
  - Net purchase price of \$720 million, when adjusted for ~\$80 million present value of tax benefits
- 2023 second half run rate EBITDA\* multiple of ~9.0x adjusted for expected tax benefits; 2023 second half EBITDA
  multiple of ~7.2x adjusted for expected tax benefits and including full run rate synergies

## Synergy Opportunities

- Annual run rate synergies of ~\$20 million expected to be achieved by end of 2025
- Commercial synergies leveraging increased scale and technology
- Cost synergies from optimized procurement and production along with shared administrative functions

#### **Financing**

- 100% cash consideration expected to be financed with available revolver capacity and cash on hand
- At close of transaction, the Company expects a leverage ratio\* of ~1.5x, which remains well under target of 2x

# Expected Financial Impact

- Acquisition will be accretive to earnings per share within the first year following close
- Expected to deliver ROIC\* in excess of 10% by year 3

### Timing

- Anticipated closing in the third quarter of 2023
- Transaction is subject to regulatory approval and customary closing conditions

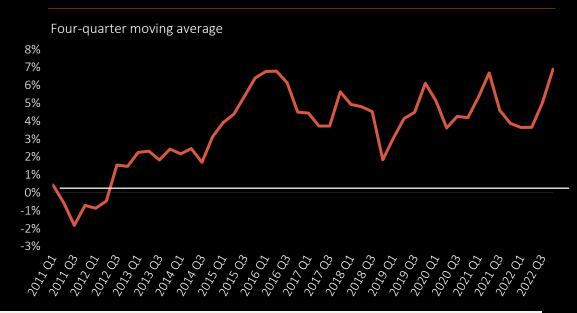
<sup>\*</sup> Non-GAAP financial measure. See appendix for definition and certain reconciliations to GAAP measures.



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# Market dynamics support fire truck growth

Yr/yr change in local property taxes\*



Rising property taxes support strong municipal funding

Elevated fleet age

~50%

of fire apparatus are 15 years or older\*\*

Production capacity expansion

**+10**% in 2023

+17%-20% by 2025

for custom firetrucks in Wisconsin

- \*U.S. Census Bureau Quarterly Summary of State & Local Tax Revenue (March 16, 2023).
- \*\*NFPA Research, The Fifth Needs Assessment, December 2021.

# Disciplined capital allocation strategy



Targeted long-term capital structure



Reinvest in core business



Grow dividend



Invest in external growth (M&A)



Repurchase shares



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# Positioned for long-term success



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Appendix: 2023 outlook, recent results, GAAP to non-GAAP reconciliations and commonly used acronyms



### Appendix: 2023 Outlook

As shared during Q1 Earnings Call on April 27, 2023

#### **Expectations in the range of:**

- Revenues of ~\$8.65 billion
- Adjusted operating income of ~\$570 million\*
- Adjusted EPS of ~\$6.00\*

#### **Additional expectations**

- Corporate expenses of ~\$180 million
- Tax rate of ~25%
- CapEx of ~\$350 million
- Free Cash Flow\* of ~\$300 million
- Share count of ~65.7 million

#### **Q2** expectations

- Revenues in line with Q1
- Adjusted EPS in line with Q1

Segment information					
Measure	Access	Defense	Vocational		
Sales (billions)	~\$4.4	~\$2.1	~\$2.2		
Adjusted Operating Income Margin	~11.5%	~3.25%	~8.0%*		

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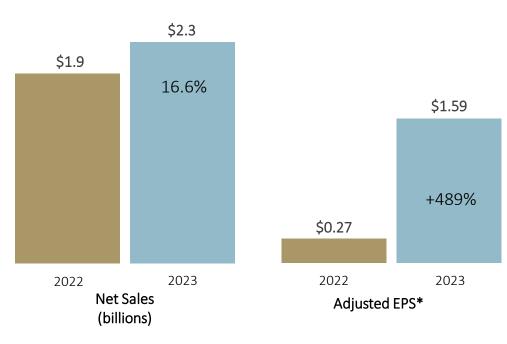


<sup>\*</sup> Non-GAAP results. See appendix for reconciliation to GAAP results

### Appendix: Q1 highlights

- Strong adj. EPS\* of \$1.59
- Updating 2023 adjusted EPS\* expectations to be in \$6.00 range
- Robust demand supported by solid orders, leading to record backlog of \$14.8B
- Continuing to invest in capacity and NPD to drive growth
- Completed Hinowa acquisition; divested rear discharge mixers
- Ethisphere's World's Most Ethical Companies list - 8<sup>th</sup> straight year

### **Q1** Performance



\* Non-GAAP results. See appendix for reconciliation to GAAP results

### Appendix: Consolidated results

Dollars in millions, except per share amounts

Three months ended March 31	20	23		2022
Net Sales	\$ 2,26	58.1	1 \$ 1,945.	
% Change	1	L6.6%		3.0%
Adjusted operating income	\$ 14	17.8*	\$	31.8
% Change	36	54.8%		(78.5)%
% Margin		6.5%		1.6%
Adjusted EPS*	\$	1.59	\$	0.27
% Change	48	38.9%		(82.4)%

### Q1 comments

- Sales impacted by:
  - + Increased Access volume
  - + Improved pricing
- Adjusted EPS\* impacted by:
  - + Favorable price/cost dynamics
  - + Higher sales volume
  - Higher incentive compensation

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- Unfavorable CCA

<sup>\*</sup> Non-GAAP results. See appendix for reconciliation to GAAP results



### Appendix: Access

#### Dollars in millions

Three months ended March 31	2023	2022
Net Sales	\$ 1,193.2	\$ 883.1
% Change	35.1%	19.6%
Operating income	\$ 135.0	\$ 5.7
% Change	2268.4%	(93.1)%
% Margin	11.3%	0.6%

#### Q1 comments

- Sales impacted by:
  - + Higher volume in all regions
  - + Improved pricing
- Operating income impacted by:
  - + Favorable price/cost dynamics
  - + Higher sales volume
  - Higher incentive compensation
  - Higher operating expenses
- Backlog up 10.5% vs. prior year to \$4.4 billion

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### Appendix: Defense

#### Dollars in millions

Three months ended March 31	2023			2022	
Net Sales	\$	513.1	\$	535.6	
% Change		(4.2)%		(12.9)%	
Adjusted operating Income	\$	2.5*	\$	19.4	
% Change		(87.1)%		(46.4)%	
% Margin		0.5%		3.6%	

### Q1 comments

- Sales impacted by:
  - Lower IITV volume
  - + Higher FMTV volume
- Adjusted operating income\* impacted by:
  - Unfavorable CCA
  - Higher inventory reserves
  - Adverse product mix
  - Lower sales volume
  - Higher operating expenses
- Backlog up 10.5% vs. prior year to \$6.8 billion

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<sup>\*</sup> Non-GAAP results. See appendix for reconciliation to GAAP results.

### Appendix: Vocational

#### Dollars in millions

Three months ended March 31	2023		2022	
Net Sales	\$	562.7	\$	529.3
% Change		6.3%		(2.4)%
Adjusted operating income	\$	43.7*	\$	41.0
% Change		6.6%		(41.4)%
% Margin		7.8%		7.7%

### Q1 comments

- Sales impacted by:
  - + Higher prices
- Adjusted operating income\* impacted by:
  - + Improved price/cost dynamics
  - NPD spending
  - Adverse product mix
- Backlog up 42.2% vs. prior year to \$3.6 billion

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<sup>\*</sup> Non-GAAP results. See appendix for reconciliation to GAAP results.



The tables below present a reconciliation of the Company's presented GAAP measures to the most directly comparable non-GAAP measures (unaudited):

	Three months ended March 31,		
	2023	2022	
Earnings per share-diluted (GAAP)	\$ 1.34	\$ -	
Restructuring costs, net of tax	0.04	-	
Loss on sale of a business, net of tax	0.17	-	
Pension advisor settlement, net of tax	(0.05)	-	
Impairment of equity method investment	0.09	-	
Anti-hybrid tax on prior period income	<u> </u>	0.27	
Adjusted earnings per share-diluted (non-GAAP)	\$ <u>1.59</u>	\$ <u>0.27</u>	



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The tables below present a reconciliation of the Company's presented GAAP measures to the most directly comparable non-GAAP measures (in millions, unaudited):

	Three months ended March 31,		
	2023	2022	
Defense segment operating income (GAAP)	\$ 1.7	\$ 19.4	
Restructuring costs	0.8		
Adjusted Defense segment operating income (non-GAAP)	\$ 2.5	\$ 19.4	
Vocational segment operating income (GAAP)	\$ 28.1	\$ 41.0	
Restructuring costs	2.3	-	
Loss on sale of a business	13.3		
Adjusted Vocational segment operating income (non-GAAP)	\$ 43.7	\$ 41.0	
Consolidated operating income (GAAP)	\$ 130.8	\$ 31.8	
Restructuring costs	3.7	-	
Loss on sale of a business	13.3	-	
Adjusted consolidated operating income (non-GAAP)	\$ 147.8	\$ 31.8	



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The tables below present a reconciliation of the Company's presented GAAP measures to the most directly comparable non-GAAP measures (in millions, except per share amounts):

	2023	expectations
Consolidated operating income (GAAP)	\$	553.0
Restructuring costs		3.7
Loss on sale of a business		13.3
Adjusted consolidated operating income (non-GAAP)	\$	570.0
Earnings per share-diluted (GAAP)	\$	5.75
Restructuring costs, net of tax		0.04
Loss on sale of a business, net of tax		0.17
Pension advisor settlement, net of tax		(0.05)
Impairment of equity method investment		0.09
Adjusted earnings per share-diluted (non-GAAP)	\$	6.00

	2023 e	xpectation
Vocational segment operating income margin (GAAP)		7.3%
Restructuring costs		0.1%
Loss on sales of a business		0.6%
Adjusted Vocational segment operating income margin (non	-GAAP)	8.0%
	2023 e	xpectatio
Net cash provided by operating activities	\$	650
Additions to property, plant and equipment, net		(350)
Free cash flow	\$	300

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This presentation includes the following non-GAAP measures, as defined under SEC rules, which are defined below:

- •Return on Invested Capital (ROIC) is: (AeroTech earnings before interest, taxes and amortization, or "EBITA" -tax rate \* (EBITA –amortization)) / purchase price of Aerotech
- •EBITDA is: earnings before interest, taxes, depreciation and amortization
- Leverage ratio is: debt/EBITDA

Reconciliations of forward-looking operating income to forward-looking EBITDA appear below.

As to forward-looking ROIC and leverage ratio, Oshkosh is not providing estimates of any comparable forward-looking GAAP measures and is similarly unable to provide forward-looking quantitative reconciliation of these forward-looking non-GAAP financial measures to any GAAP measures because Oshkosh is unable to predict with reasonable certainty the ultimate outcome of certain significant items without unreasonable effort. These items are uncertain, depend on various factors and could have a material impact on GAAP reported results for the relevant periods. These forward-looking non-GAAP financial measures reflect management's current expectations and beliefs regarding the potential benefits of the proposed transaction. As used herein, "GAAP" refers to accounting principles generally accepted in the United States of America.

Operating income to EBITDA reconciliation for 2nd half of 2023 (in millions) (estimated)		
AeroTech operating income	~\$	18
Depreciation & Amortization	~\$	22
AeroTech EBITDA (non-GAAP)	~\$	40
Operating income to EBITDA reconciliation for 2024 (in millions) (estimated)		
AeroTech operating income	~\$	50
Depreciation & Amortization	~\$	45
AeroTech EBITDA (non-GAAP)	~\$	95

Operating income to EBITDA reconciliation for July 1, 2023 to June 30, 2024 (in millions) (estimated)	
AeroTech operating income	>\$ 36
Depreciation & Amortization	~\$ 44
AeroTech EBITDA (non-GAAP)	>\$ 80
Expected year three synergies (full run rate)	~\$ 20
AeroTech EBITDA with expected synergies at full run rate (non-GAAP)	>\$ <u>100</u>



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### Appendix: Commonly used acronyms

		•	
ARFF	Aircraft Rescue and Firefighting	IRC	Independent Rental Company
AWP	Aerial Work Platform	JLTV	Joint Light Tactical Vehicle
AMPS	Aftermarket Parts & Service	JPO	Joint Program Office
APAC	Asia Pacific	JUONS	Joint Urgent Operational Needs Statement
ASC	Accounting Standards Codification	LRIP	Low Rate Initial Production
B&P	Bid & Proposal	LVSR	Logistic Vehicle System Replacement
BEV	Battery Electric Vehicle	M-ATV	MRAP All-Terrain Vehicle
CapEx	Capital Expenditures	MCWS	Medium Caliber Weapons System
C-ATV	Cold Weather All-Terrain Vehicle	NDAA	National Defense Authorization Act
CCA	Cumulative Catch-up Adjustments	NGDV	Next Generation Delivery Vehicle
CDC	Centers for Disease Control	NOL	Net Operating Loss
CES	Consumer Electronics Show	NPD	New Product Development
CNG	Compressed Natural Gas	NRC	National Rental Company
DJSI	Dow Jones Sustainability Indices	OH	Overhead
DoD	Department of Defense	OI	Operating Income
EAME	Europe, Africa & Middle East	OMFV	Optionally Manned Fighting Vehicle
E-HETS	Enhanced Heavy Equipment Transporter System	OPEB	Other Post-Employment Benefits
EMD	Engineering & Manufacturing Development	PLS	Palletized Load System
EPS	Diluted Earnings Per Share	PPI	Producer Price Index
ESG	Environmental, Social, and Governance	PUC	Pierce Ultimate Configuration
EV	Electric Vehicle	R&D	Research & Development
FDIC	Fire Department Instructors Conference	RCV	Refuse Collection Vehicle
FHTV	Family of Heavy Tactical Vehicles	RFP	Request for Proposal
FMS	Foreign Military Sales	ROGUE Fires	Remotely Operated Ground Unit for Expeditionary Fires
FMTV	Family of Medium Tactical Vehicles	ROW	Rest of World
FRP	Full Rate Production	TACOM	Tank-automotive and Armaments Command
FYDP	Future Years Defense Program	TDP	Technical Data Package
GAAP	U.S. Generally Accepted Accounting Principles	TWV	Tactical Wheeled Vehicle
GAO	Government Accountability Office	UCA	Undefinitized Contract Action
HEMTT	Heavy Expanded Mobility Tactical Truck	UK	United Kingdom
HET	Heavy Equipment Transporter	USPS	United States Postal Service
HMMWV	High Mobility Multi-Purpose Wheeled Vehicle	ZR	Zero Radius
ICE	Internal Combustion Engine		

