

# Third-Quarter 2019 Results

October 29, 2019



# Safe Harbor

This presentation includes “forward-looking statements” which are statements that are not historical facts, including statements that relate to the mix of and demand for our products; performance of the markets in which we operate; our share repurchase program including the amount of shares to be repurchased and timing of such repurchases; our capital allocation strategy including projected acquisitions; restructuring activity; our projected 2019 full-year financial performance and targets including assumptions regarding our effective tax rate and other factors described in our guidance. These forward-looking statements are based on our current expectations and are subject to risks and uncertainties, which may cause actual results to differ materially from our current expectations. Such factors include, but are not limited to, the factors outlined in press release dated April 30, 2019 announcing the proposed transaction, global economic conditions, the outcome of any litigation, demand for our products and services, and tax law changes and interpretations. Additional factors that could cause such differences can be found in our Form 10-K for the year ended December 31, 2018, as well as our subsequent reports on Form 10-Q and other SEC filings. Forward-looking statements also include statements that relate to the proposed Reverse Morris Trust transaction with Gardner Denver Holdings, Inc. (GDI). These forward-looking statements are based on GDI’s and Ingersoll Rand’s current expectations and are subject to risks and uncertainties, which may cause actual results to differ materially from GDI’s and Ingersoll Rand’s current expectations. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated or anticipated by such forward-looking statements. The inclusion of such statements should not be regarded as a representation that such plans, estimates or expectations will be achieved. Important factors that could cause actual results to differ materially from such plans, estimates or expectations include, among others, (1) that one or more closing conditions to the transaction, including certain regulatory approvals, may not be satisfied or waived, on a timely basis or otherwise, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the proposed transaction, may require conditions, limitations or restrictions in connection with such approvals or that the required approval by the stockholders of GDI may not be obtained; (2) the risk that the proposed transaction may not be completed on the terms or in the time frame expected by Ingersoll Rand or GDI, or at all, (3) unexpected costs, charges or expenses resulting from the proposed transaction, (4) uncertainty of the expected financial performance of the combined company following completion of the proposed transaction; (5) failure to realize the anticipated benefits of the proposed transaction, including as a result of delay in completing the proposed transaction or integrating the businesses of GDI and Ingersoll Rand Industrial, or at all, (6) the ability of the combined company to implement its business strategy; (7) difficulties and delays in the combined company and ClimateCo achieving revenue and cost synergies; (8) inability of the combined company and ClimateCo to retain and hire key personnel; (9) the occurrence of any event that could give rise to termination of the proposed transaction; (10) the risk that stockholder litigation in connection with the proposed transaction or other settlements or investigations may affect the timing or occurrence of the proposed transaction or result in significant costs of defense, indemnification and liability, (11) evolving legal, regulatory and tax regimes; (12) changes in general economic and/or industry specific conditions; (13) actions by third parties, including government agencies; and (14) other risk factors detailed from time to time in Ingersoll Rand’s and GDI’s reports filed with the SEC, including Ingersoll Rand’s and GDI’s annual reports on Form 10-K. We assume no obligation to update these forward-looking statements.

This presentation also includes non-GAAP financial information which should be considered supplemental to, not a substitute for, or superior to, the financial measure calculated in accordance with GAAP. The definitions of our non-GAAP financial information are included as an appendix in our presentation and reconciliations can be found in our earnings releases for the relevant periods located on our website at [www.ingersollrand.com](http://www.ingersollrand.com). All data beyond the third quarter of 2019 are estimates.

# Executing a Consistent Strategy that Delivers Profitable Growth



# 2019 Q3 Update: Effectively Managing an Evolving Landscape

- Consistent execution of business strategy delivering another strong quarter in Q3
- On track to deliver top-tier 2019 financial results, ~14% adj. EPS growth, >= 100% FCF conversion
- Climate segment growth accelerated in Q3 despite tough comps, with 8% organic rev growth and ~10% organic bookings growth (ex-Transport); Industrial segment impacted by soft short-cycle investment spending, Small Electric Vehicles strong
- Global HVAC exceptionally strong / resilient with ~10% organic revenue growth against tough YOY comp in 3Q 2018 (up HSD); outlook remains favorable
- Global Transport – continue to expect MSD organic revenue growth in 2019 on stronger 1H than 2H; Europe further softening with ongoing economic / Brexit uncertainty
- Compression Technologies & Tools businesses impacted by softening short-cycle investment spending with organic revenues down LSD to MSD
- Effectively managing inflation and tariff headwinds; 70 bps adj. op. margin expansion in Q3; strong positive price / material inflation and productivity / other inflation spreads
- Ongoing balanced capital deployment and healthy FCF
- Proposed Reverse Morris Trust with Gardner Denver progressing on track and remain confident in opportunity to unlock significant value for shareholders

# Strong Organic Revenue Growth led by Climate; Strong Bookings in Climate (ex. Transport)

	Q3 Organic* Y-O-Y Change	
	Bookings	Revenue
Commercial HVAC	+	+
- North America	+	+
- Latin America	+	+
- Europe	+	+
- MEA	+	+
- Asia	+	-
Residential HVAC	+	+
Transport	-	+
<b>Climate</b>	<b>+ 2%</b>	<b>+ 8%</b>
Compression Technologies	-	-
Industrial Products	-	+
Small Electric Vehicles	+	+
<b>Industrial</b>	<b>0%</b>	<b>0%</b>
<b>Enterprise</b>	<b>+ 1%</b>	<b>+ 6%</b>

## Climate

- Strong, broad based rev growth – CHVAC N.A. / Europe / Res HVAC
- Asia revs down MSD on China tough comps (low-teens)
- Climate bookings up ~10% (ex-TK)
- CHVAC Asia bookings up MSD
- Transport bookings down double digits on 2018 extraordinary N.A. pre-buy

## Industrial

- CTS orders and revs soft on short-cycle investment spending weakness
- Industrial Products orders also soft on short-cycle weakness
- Growth in Small Electric Vehicles

# Solid Growth in Mixed End Markets

## Commercial HVAC

- Strong execution and exceptional bookings & rev growth in global CHVAC businesses; N.A. & Europe particularly robust; Asia revs down MSD on tough YOY China comps (low teens)
- *Backlog, pipeline, orders support 2019 growth expectations*
- *2019 global CHVAC outlook healthy w/ LSD - MSD market growth expected*

## Residential HVAC

- Strong revenue growth & continued share gains in Q3
- Solid demand outlook - replacement market remains healthy
- *LSD - MSD market growth expected in 2019*

## Transport

- Global Transport business diversified and resilient across trailer, truck, APU, aftermarket
- Continue to expect MSD growth for 2019
- European transport markets further softening in Q3, economic outlook / Brexit uncertainty
- *LSD - MSD market revenue growth expected in 2019*

## Compression Technologies

- Ongoing economic uncertainty driving soft short-cycle industrial investment spending
- *Global markets mixed with weak short-cycle; long-cycle more resilient*

## Small Elec Veh. & Indust. Products

- Strong Small Electric Vehicle growth led by consumer vehicle
- Industrial Products impacted by short-cycle slowdown due to ongoing economic uncertainty

# Strong Q3 Financial Performance

- Strong operating results

- Adjusted continuing EPS of \$1.99, up 14% year over year driven by strong performance in Climate
- Maintaining adj. cont. EPS guidance of ~\$6.40 on strong Climate expectations; weaker Industrials

- Strong Q3 organic revenue growth

- Broad-based Climate organic rev growth, up 8%; strong organic bookings up ~10% (ex-transport)
- Industrial organic revenues flat; Small Electric Vehicles revenue growth offset soft short-cycle demand
- Healthy demand continues in most HVAC end-markets; closely monitoring short-cycle industrial indicators, China trade negotiations and Brexit

- Operational excellence delivering 25% leverage and solid margin improvement

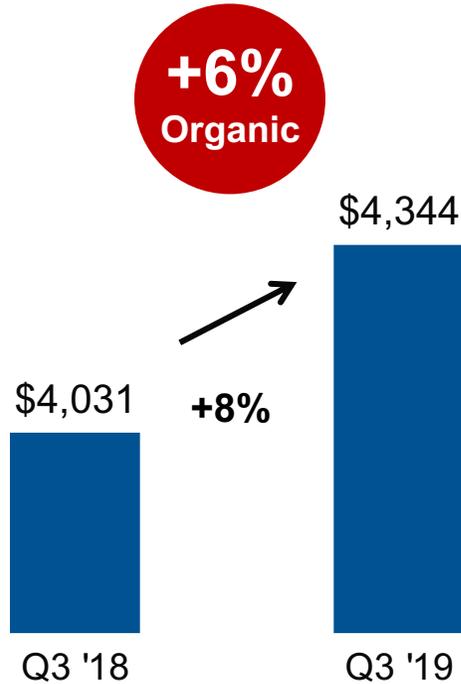
- Enterprise adjusted operating margins up 70 bps
- Strong volume, price realization / cost, productivity and cost control partially offset by segment / product mix

- Continued balanced capital allocation strategy

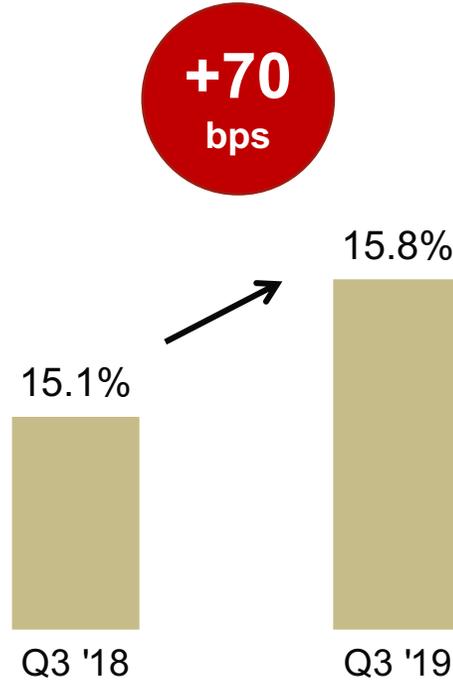
- Delivered ~\$1B FCF YTD; expect FY 2019 FCF equal to or greater than net earnings; expect end of year working capital requirements to approach normal levels in Q4
- Deployed \$124M and \$250M in dividends & buybacks in Q3; \$883M YTD (\$383M in dividends and \$500M or 4.5M shares repurchased)

# Q3 2019 Strong Revenue Growth and Margin Expansion Yield Cont'd EPS Growth

## Net Revenue



## Adj. Operating Margin\*



## Adj. Continuing EPS\*



### Highlights

- Strong organic revenue growth led by Climate segment
- Adj. operating margins expanded on strong productivity and price realization, effectively managing inflation & tariff-related headwinds
- Revenue growth included ~3% of revenue growth from acquisitions offset by ~1% negative FX impact

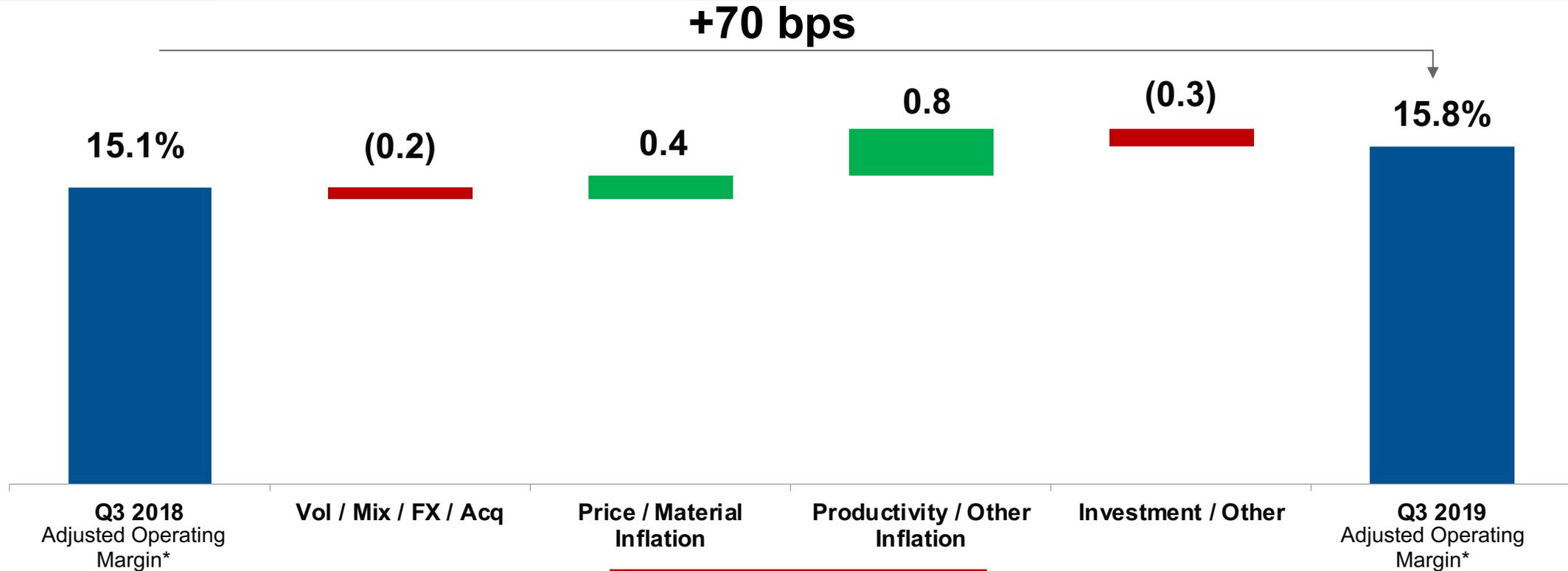
# Continued Strong Climate Performance Driving Adj. Cont. EPS +14%



## Highlights

- Continued strong performance in Climate. Solid Small Electric Vehicles growth and PFS acquisition offsetting short-cycle revenue declines in Industrial
- Corp costs \$12M lower primarily due to reduced spending, lower stock-based & incentive compensation & timing
- Interest higher due to March 2019 \$1.5B senior notes offering

# Strong Price and Productivity Driving 70 bps Margin Expansion

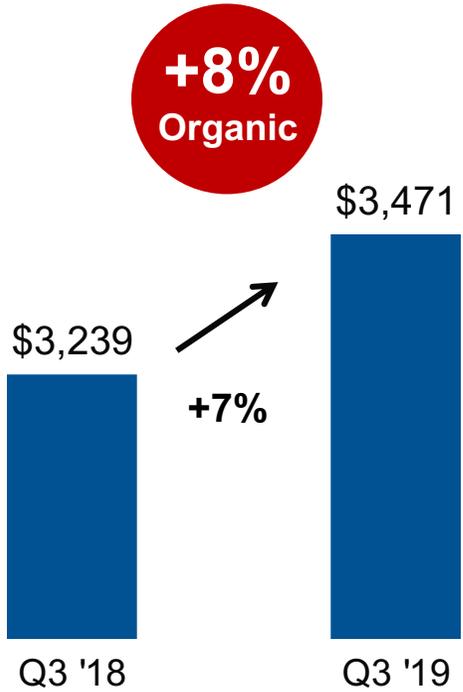


## Highlights

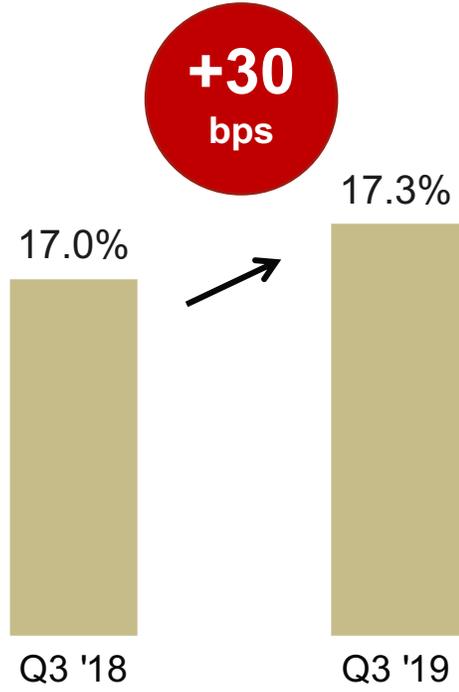
- Price / material inflation, productivity / other inflation spreads delivering strong margin expansion
- Mix impacted by CHVAC outgrowth (particularly Applied systems which bring high-margin service tail) relative to other higher margin businesses and lower mix of Industrial short-cycle revenues which tend to have higher margins
- Continued investment in high ROI projects - products, systems, services, channel

# Q3 Continued Strong Revenue Growth and Margin Improvement

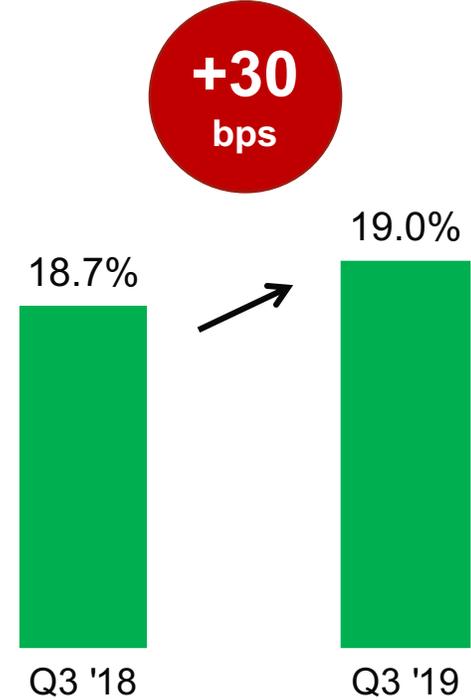
## Net Revenue



## Adj. Operating Margin\*



## Adj. EBITDA %\*

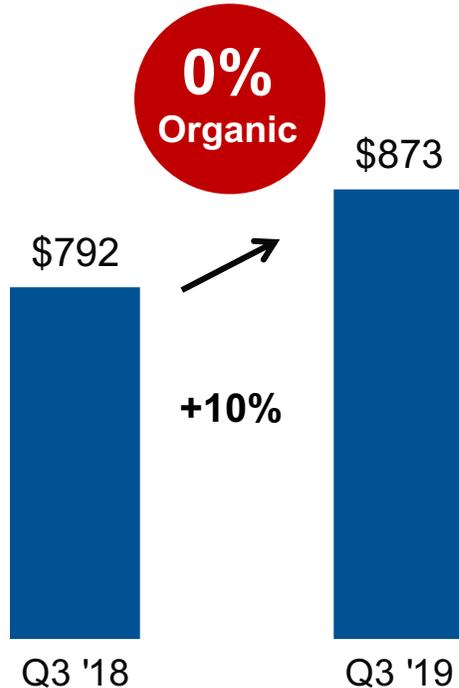


### Highlights

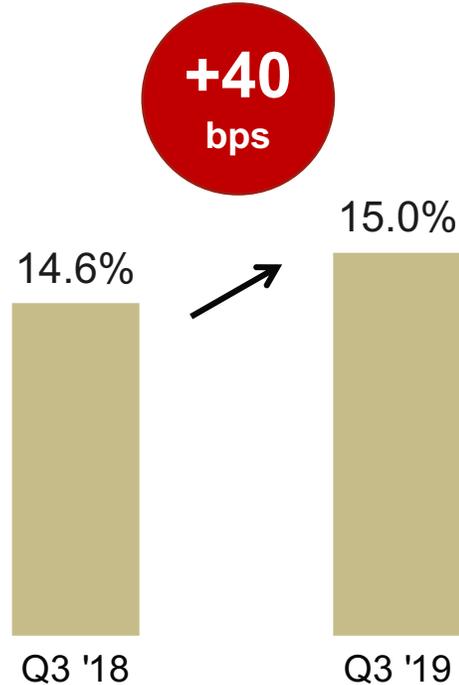
- Strong organic rev growth continues led by CHVAC NA, CHVAC Europe and Residential HVAC
- Margin expansion primarily driven by volume, price, productivity

# Stable Revenues & Margin Expansion despite Short-Cycle Industrial Backdrop

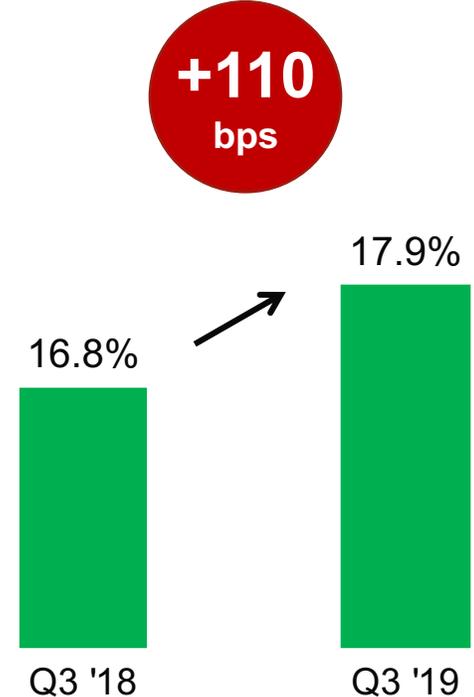
## Net Revenue



## Adj. Operating Margin\*



## Adj. EBITDA %\*



## Highlights

- Solid Small Electric Vehicles growth offset by soft short-cycle revenues
- Margin expansion primarily driven by positive price, productivity, restructuring savings
- Adj. EBITDA improvement driven by margin expansion and high-EBITDA PFS acquisition in Q2

# Continued Execution of Balanced Capital Allocation Strategy

## 1 Invest for Growth

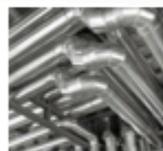
- Strengthen the core business and extend product & market leadership
- Invest in new technology and innovation
- Strategic acquisitions - pipeline remains active
- Completed \$1.5B in acquisitions YTD

## 2 Maintain Healthy, Efficient Balance Sheet

- Drive FCF conversion of greater than 100% of adjusted net earnings
- Strengthening balance sheet
- Strong BBB investment grade rating offers optionality as markets evolve
- Completed \$1.5B senior notes offering

## 3 Return Capital to Shareholders

- Expect to consistently deploy 100% of excess cash over time
- Paid \$383M in dividends YTD; expect to maintain annual dividend at \$2.12 / share post closing of the proposed RMT with GDI and through 2020; expect to grow dividends  $\geq$  adj net earnings growth over time
- Repurchased \$500M in shares YTD



# Topics of Interest



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- **Industrial Segment Transaction Update**
  - **Separation and Integration Planning**
    - Separation activities underway and on track—process, system, legal entity, supply chain, etc.
    - Temporary transition service agreements being created to support Day 1 operations for certain services/processes
    - Integration planning managed under clear rules and anti-trust protocols
    - Remain on track for early 2020 deal closure
  - **New ClimateCo**
    - Transformation into new ClimateCo upon deal closure on track
    - Singular focus on delivering on global sustainability megatrends
- **Q4 Order Considerations**
  - Q4 2018 included large Commercial HVAC order (~\$200M)
  - Excluding large CHVAC order, Q4 2018 Enterprise bookings were up ~11% and Climate segment bookings were up ~13%

# Full Year Guidance Update—Adj EPS of ~\$6.40 Unchanged

	Prior Guidance**			October Update**		
	<u>Climate</u>	<u>Industrial</u>	<u>Enterprise</u>	<u>Climate</u>	<u>Industrial</u>	<u>Enterprise</u>
Reported Revenue	4.0% to 5.0%	10.5% to 11.5%	5.5% to 6.5%	5.8% to 6.3%	5.5% to 6.0%	No change
Organic* Revenue	5.0% to 6.0%	4.5% to 5.5%	5.0% to 6.0%	7.0% to 7.5%	Flat to 0.5%	No change
Adj. Op Margins	14.7% to 15.2%	14.2% to 14.7%	13.1% to 13.6%	Toward high end	Toward low end	No change
	<u>Restructuring</u>	<u>Tax Rate</u>	<u>Corp Costs</u>	<u>Restructuring</u>	<u>Tax Rate</u>	<u>Corp Costs</u>
	(\$0.25) / share	~21% to 22%	~\$250M	(\$0.30) / share	~20% to ~21%	<\$240M

\*Organic revenues exclude acquisitions and currency

\*\*Guidance includes Precision Flow Systems acquisition completed in May 2019

# Summary: Expect Top-Tier Rev, EPS Growth & Strong FCF in 2019

## Strategy

- Strategy tied to attractive end markets supported by global mega trends

## Brands

- Franchise brands and businesses with leadership market positions

## Innovation

- Sustained business investments delivering innovation and growth, operating excellence and improving margins

## Performance

- Experienced management and high performing team culture

## Cash Flow

- Operating model delivers powerful cash flow

## Capital Allocation

- Capital allocation priorities deliver strong shareholder returns



# Appendix



# Q3 Organic Revenue Up 6% Year-Over-Year

## Organic Bookings Up 1% Against Tough Comparison (up HSD ex-TK)

Organic* Bookings	2017					2018					2019		
	Q1	Q2	Q3	Q4	FY	Q1	Q2	Q3	Q4	FY	Q1	Q2	Q3
Climate	6%	3%	5%	7%	5%	11%	17%	12%	20%	15%	-3%	-4%	2%
Industrial	9%	5%	5%	12%	8%	5%	8%	7%	6%	6%	1%	8%	0%
<b>Total</b>	<b>7%</b>	<b>4%</b>	<b>5%</b>	<b>8%</b>	<b>6%</b>	<b>9%</b>	<b>15%</b>	<b>11%</b>	<b>17%</b>	<b>13%</b>	<b>-2%</b>	<b>-2%</b>	<b>1%</b>

Organic* Revenue	2017					2018					2019		
	Q1	Q2	Q3	Q4	FY	Q1	Q2	Q3	Q4	FY	Q1	Q2	Q3
Climate	6%	8%	3%	6%	6%	8%	9%	10%	9%	9%	10%	5%	8%
Industrial	1%	2%	(1%)	5%	2%	9%	9%	9%	6%	8%	3%	2%	0%
<b>Total</b>	<b>4%</b>	<b>7%</b>	<b>2%</b>	<b>6%</b>	<b>5%</b>	<b>8%</b>	<b>9%</b>	<b>10%</b>	<b>8%</b>	<b>9%</b>	<b>8%</b>	<b>4%</b>	<b>6%</b>

# Q3 Non-GAAP Measures Definitions

Organic bookings is defined as reported orders in the current period adjusted for the impact of currency and acquisitions. Organic revenue is defined as GAAP net revenues adjusted for the impact of currency and acquisitions.

- Currency impacts on net revenues and bookings are measured by applying the prior year's foreign currency exchange rates to the current period's net revenues and bookings reported in local currency. This measure allows for a direct comparison of operating results excluding the year-over-year impact of foreign currency translation.

Adjusted operating income in 2019 is defined as GAAP operating income plus restructuring costs, PFS acquisition-related transaction costs, PFS inventory step-up and backlog amortization and Industrial Segment separation-related cost. Adjusted operating income in 2018 is defined as GAAP operating income plus restructuring costs.

Adjusted operating margin is defined as the ratio of adjusted operating income divided by net revenues.

Adjusted earnings from continuing operations attributable to Ingersoll-Rand plc (adjusted net earnings) in 2019 is defined as GAAP earnings from continuing operations attributable to Ingersoll-Rand plc plus restructuring costs, PFS acquisition-related transaction costs, PFS inventory step-up and backlog amortization and Industrial Segment separation-related costs, net of tax impacts. Adjusted net earnings in 2018 is defined as GAAP earnings from continuing operations attributable to Ingersoll-Rand plc plus restructuring costs, net of tax impacts less Tax Reform non-cash measurement period adjustments and a U.S. discrete non-cash tax adjustment.

Adjusted continuing EPS in 2019 is defined as GAAP continuing EPS plus restructuring costs, PFS acquisition-related transaction costs, PFS inventory step-up and backlog amortization and Industrial Segment separation-related costs, net of tax impacts. Adjusted continuing EPS in 2018 is defined as GAAP continuing EPS plus restructuring costs, net of tax impacts less Tax Reform non-cash measurement period adjustments and a U.S. discrete non-cash tax adjustment.

Adjusted EBITDA is defined as adjusted operating income plus depreciation and amortization expense plus or minus other income / (expense), net.

# Q3 Non-GAAP Measures Definitions

Free cash flow in 2019 is defined as net cash provided by (used in) continuing operating activities, less capital expenditures, plus cash payments for PFS acquisition-related transaction costs, Industrial Segment separation-related costs and restructuring. Free cash flow in 2018 is defined as net cash provided by (used in) continuing operating activities, less capital expenditures plus cash payments for restructuring. In 2018, the Company updated its definition of free cash flow to exclude the impacts of discontinued operations. Please refer to the free cash flow reconciliation on table 9 of the news release.

Working capital measures a firm's operating liquidity position and its overall effectiveness in managing the enterprises' current accounts.

- Working capital is calculated by adding net accounts and notes receivables and inventories and subtracting total current liabilities that exclude short term debt, dividend payables and income tax payables.
- Working capital as a percent of revenue is calculated by dividing the working capital balance (e.g. as of September 30) by the annualized revenue for the period (e.g. reported revenues for the three months ended September 30) multiplied by 4 to annualize for a full year.

Adjusted effective tax rate for 2019 is defined as the ratio of income tax expense plus the tax effect of adjustments for restructuring costs, PFS acquisition-related transaction costs, PFS inventory step-up and backlog amortization and Industrial Segment separation-related costs, divided by earnings from continuing operations before income taxes plus restructuring costs, PFS acquisition-related transaction costs, PFS inventory step-up and backlog amortization and Industrial Segment separation-related costs. Adjusted effective tax rate for 2018 is defined as the ratio of income tax benefit minus the tax effect of Tax Reform non-cash measurement period adjustments and a U.S. discrete non-cash tax adjustment minus the tax effect of restructuring costs. This measure allows for a direct comparison of the effective tax rate between periods.

Operating leverage is defined as the ratio of the change in adjusted operating income for the current period (e.g. Q3 2019) less the prior period (e.g. Q3 2018), divided by the change in net revenues for the current period less the prior period.