



# Q3 2019 EARNINGS PRESENTATION

September 4, 2019

# Safe Harbor Statement and Other Cautionary Notes



Information provided and statements contained in this presentation that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended ("Securities Act"), Section 21E of the Securities Exchange Act of 1934, as amended ("Exchange Act"), and the Private Securities Litigation Reform Act of 1995. Such forward-looking statements only speak as of the date of this presentation and the company assumes no obligation to update the information included in this presentation. Such forward-looking statements include information concerning our possible or assumed future results of operations, including descriptions of our business strategy. These statements often include words such as believe, expect, anticipate, intend, plan, estimate, or similar expressions. These statements are not guarantees of performance or results and they involve risks, uncertainties, and assumptions. For a further description of these factors, see the risk factors set forth in our filings with the Securities and Exchange Commission, including our annual report on Form 10-K for the fiscal year ended October 31, 2018, which was filed on December 18, 2018. Although we believe that these forward-looking statements are based on reasonable assumptions, there are many factors that could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements. All future written and oral forward-looking statements by us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to above. Except for our ongoing obligations to disclose material information as required by the federal securities laws, we do not have any obligations or intention to release publicly any revisions to any forward-looking statements to reflect events or circumstances in the future or to reflect the occurrence of unanticipated events.

The financial information herein contains audited and unaudited information and has been prepared by management in good faith and based on data currently available to the company.

Certain non-GAAP measures are used in this presentation to assist the reader in understanding our core manufacturing business. We believe this information is useful and relevant to assess and measure the performance of our core manufacturing business as it illustrates manufacturing performance. It also excludes financial services and other items that may not be related to the core manufacturing business or underlying results. Management often uses this information to assess and measure the underlying performance of our operating segments. We have chosen to provide this supplemental information to investors, analysts, and other interested parties to enable them to perform additional analyses of operating results. The non-GAAP numbers are reconciled to the most appropriate GAAP number in the appendix of this presentation.

# **Third Quarter 2019 Highlights**



- Core market share up 2.6 points year over year
  - Class 8 up 1.6 points
  - Class 6/7 up 4.9 points
- Revenue up 17%, led by 25% increase in Truck revenue
- Core chargeouts up 28% to 24,400
- Adjusted net income up 55% to \$147 million
- Adjusted EBITDA up 22% to \$266 million
- Investment in Huntsville engine plant announced
- Memphis parts distribution center opened in August
- Loves partnership operational



# **Strong Financial Performance**



(\$ in millions, except per share and units)

except per share and units)	Quarters Ended  July 31 (A)						
	<u>-</u>	2019		2018			
Chargeouts <sup>(B)</sup>		24,400		19,100			
Sales and revenues	\$	3,042	\$	2,606			
Net income <sup>(C)</sup>	\$	156	\$	170			
Diluted income per share (C)	\$	1.56	\$	1.71			
Adjusted Net income	\$	147	\$	95			
Adjusted EBITDA	\$	266	\$	218			
Adjusted EBITDA margin		8.7%		8.4%			

Note: This slide contains non-GAAP information; please see the REG G in appendix for a detailed reconciliation.

<sup>(</sup>A) 2019 results reflect ASC 606 while 2018 results are as reported

<sup>(</sup>B) Includes U.S. and Canada School buses and Class 6-8 trucks.

<sup>(</sup>C) Amounts attributable to Navistar International Corporation.

# **Improving Operating Segment Performance**



(\$ in millions)	Sales and F	Revenues <sup>(A)</sup>	Segmer	Segment Profit						
	Quarter July	s Ended	Quarter July	s Ended / 31						
	2019	2018	2019	2018						
Truck	\$ 2,387	\$ 1,916	\$ 167	\$ 165						
Parts	571	605	149	144						
Global Operations	90	89	1	4						
Financial Services	74	65	30	23						

# **Core Industry Volume Guidance**



	Actual	Guid	ance			
	2018	2019 <sup>(A)</sup>	2020			
Class 8	277K	295-315K	210-240K			
Class 6/7	99K	105K	90K			
School bus	33K	35K	35K			
Core markets industry	409K	435-455K	335-365K			



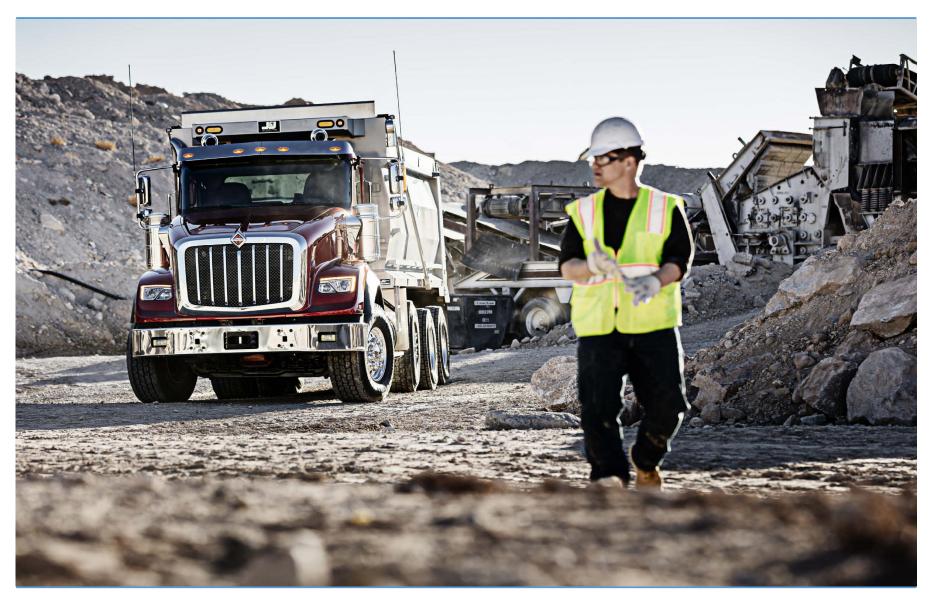
# **Updated 2019 Financial Guidance**



	Prior 2019 Guidance	Updated 2019 Guidance
Revenue	\$11.25-\$11.75B	\$11.25-\$11.75B
Gross margin	18.25%-18.75%	17.75%-18%
Adjusted EBITDA	\$875-\$925M	\$875-\$925M
Manufacturing interest expense	\$225M	\$225M
Warranty spend greater than expense	\$90M	\$90M
Capital expenditures	\$150M	\$115M
Pension/OPEB contributions greater than expense	\$85M	\$85M
Core Market Share	>19%	18.5%-19%

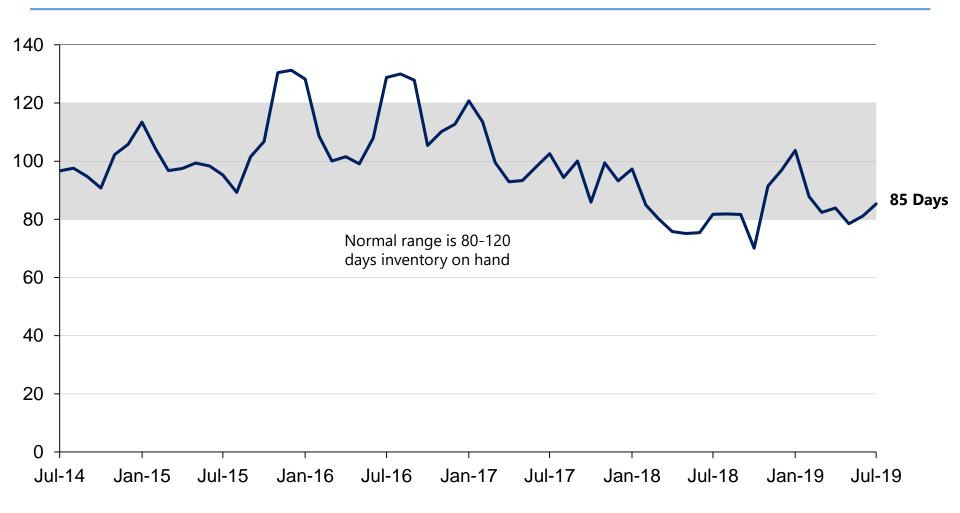
# **Appendix**





## **Days Sales Inventory On-Hand**





Includes US and Canada Class 6-8 company and dealer truck inventory, but does not include IC Bus

<sup>\*</sup>Calculation is based on the 3-month rolling average of inventory-to-retail sales ratio

### **Retail Market Share in Commercial Vehicle Segments**



Three	M	lonths.	Fnd	led
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	July 31, 2019	April 30, 2019	January 31, 2019	October 31, 2018	July 31, 2018
Core Markets (U.S. and Canada)					
Class 6 and 7 medium trucks	26.8%	29.8%	25.5%	24.9%	21.9%
Class 8 heavy trucks	13.8%	15.1%	12.1%	16.9%	12.7%
Class 8 severe service trucks	14.1%	12.6%	11.7%	16.5%	11.2%
Combined class 8 trucks	13.9%	14.5%	12.0%	16.8%	12.3%







Class 6/7 Medium-Duty

Class 8 Heavy

Class 8
Severe Service

### **Worldwide Truck Chargeouts**



	Three M Ended J			%	
•	2019	2018	Change	Change	
Core Markets (U.S. and Canada)					
School buses	3,900	3,700	200	5%	
Class 6 and 7 medium trucks	8,400	6,300	2,100	33%	
Class 8 heavy trucks	9,400	7,200	2,200	31%	
Class 8 severe service trucks	2,700	1,900	800	42%	
Total Core markets	24,400	19,100	5,300	28%	
Non "Core" defense	_	100	(100)	(100%)	
Other markets(A)	7,000	2,500	4,500	180%	
Total worldwide units	31,400	21,700	9,700	45%	
Combined class 8 trucks	12,100	9,100	3,000	33%	

We define chargeouts as trucks that have been invoiced to customers. The units held in dealer inventory represent the principal difference between retail deliveries and chargeouts. The above table summarizes our approximate worldwide chargeouts.

We define our Core markets to include U.S. and Canada School bus and Class 6 through 8 trucks.

(A) Other markets primarily consist of Class 4/5 vehicles, Export Truck, Mexico, and post-sale Navistar Defense. Other markets include certain Class 4/5 vehicle chargeouts of 3,300 General Motors ("GM")-branded units sold to GM for the three months ended July 31, 2019.

### **Financial Services Segment**



#### **Highlights**

- Financial Services segment profit of \$30M for Q3 2019 and \$93M for YTD 2019
- Segment financing availability of \$368M as of July 31, 2019
- Financial Services debt/equity leverage of 3.4:1 as of July 31, 2019
- NFC bank revolver increased to \$748M and \$400M NFC Term Loan repaid
- Sale of \$300M of wholesale asset-backed notes completed in June 2019

#### **NFC Facilities**

#### **Dealer Floor Plan**

- NFSC wholesale trust as of July 31, 2019
  - -\$950M funding facility
  - Variable portion matures May 2020
  - Term portions matureSeptember 2020 and May 2021
- On balance sheet

#### **Retail Notes**

# NAVISTAR® CAPITAL

Funded by BMO Financial Group

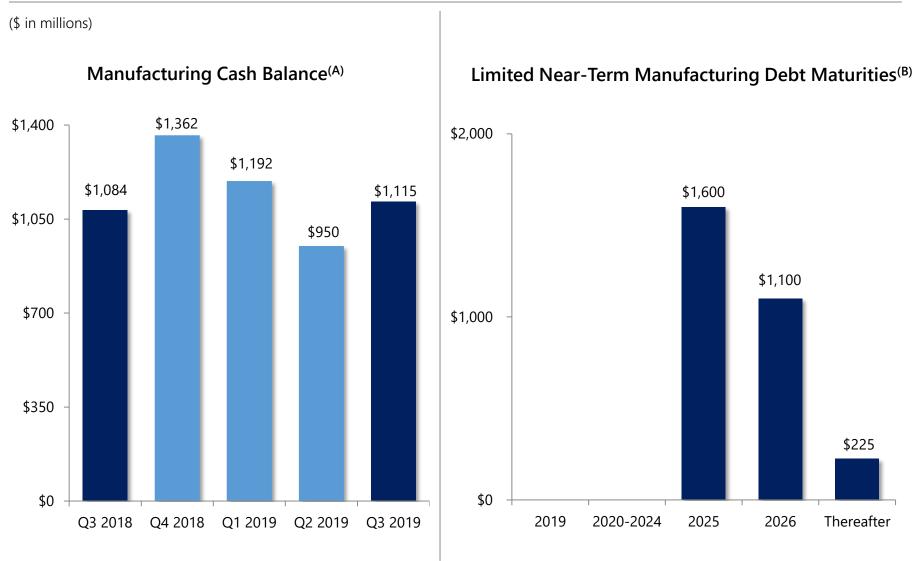
- Program management continuity
- Broad product offering
- Ability to support large fleets
- Access to less expensive capital

#### Bank and Term Loan B

- Bank revolver capacity of \$748M matures May 2024, Term Loan B repaid in May 2019
  - Funding for retail notes,
     wholesale notes, retail accounts,
     and dealer open accounts
- On balance sheet

# Strong Cash Balance, No Near-term Manufacturing Debt Maturities





Note: This slide contains non-GAAP information; please see the REG G in appendix for a detailed reconciliation.

<sup>(</sup>A) Amounts include manufacturing cash, cash equivalents, and marketable securities. Q3 2019 consolidated equivalent cash balance was \$1.1 billion. Amounts exclude restricted cash.

<sup>(</sup>B) Total manufacturing debt of \$2.9B as of July 31, 2019. Graph does not include financed lease obligations and other, totaling \$64 million.

### **Frequently Asked Questions**



#### Q1: What is included in Corporate and Eliminations?

A: The primary drivers of Corporate and Eliminations are Corporate SG&A, pension and OPEB expense (excluding amounts allocated to the segments), annual incentive, manufacturing interest expense, and the elimination of intercompany sales and profit between segments.

#### Q3: What is included in your equity in income of non-consolidated affiliates?

**A:** Equity in income of non-consolidated affiliates is derived from the ownership interests in partially-owned affiliates that are not consolidated.

#### Q3: What is your net income attributable to non-controlling interests?

A: Net income attributable to non-controlling interests is the result of the consolidation of subsidiaries in which the company does not own 100%, and is primarily comprised of Ford's non-controlling interest in our Blue Diamond Parts joint venture.

#### Q4: What are your expected 2019 and beyond pension funding requirements?

A: For the three and nine months ended July 31, 2019, we contributed \$9 million and \$140 million, respectively, to our U.S. and Canadian pension plans (the "Plans") to meet regulatory funding requirements. During the first quarter of 2019, we accelerated the payment of a substantial portion of our 2019 minimum required funding. We expect no additional contributions to the pension plan for the remainder of 2019. Future contributions are dependent upon a number of factors, principally the changes in values of plan assets, changes in interest rates, and the impact of any future funding relief. We currently expect that from 2020 through 2022, we will be required to contribute \$175 million to \$200 million per year to the Plans, depending on asset performance and discount rates.

#### Q5: What is your expectation for future cash tax payments?

A: Cash tax payments are expected to remain low in 2019 and could gradually increase as the company utilizes available net operating losses (NOLs) and tax credits in future years.

# **Frequently Asked Questions**



#### Q6: What is the current balance of net operating losses as compared to other deferred tax assets?

A: As of October 31, 2018, the Company had deferred tax assets for U.S. federal NOLs valued at \$560 million, state NOLs valued at \$178 million, and foreign NOLs valued at \$241 million, for a total undiscounted cash value of \$979 million. In addition to NOLs, the Company had deferred tax assets for accumulated tax credits of \$212 million and other deferred tax assets of \$1.1 billion resulting in net deferred tax assets before valuation allowances of approximately \$2.3 billion. Of this amount, \$2.2 billion was subject to a valuation allowance at the end of FY2018.

#### Q7: How does your FY 2019 Class 8 industry outlook compare to ACT Research?

A:	Reconcilation to ACT - Retail Sales	201	9		
	ACT*	311,1	00		
	CY to FY Adjustment	3,60	00		
	"Other Specialty OEMs" included in ACT's forecast; we do not include	(6.00	)())		
	these specialty OEMs in our forecast or in our internal/external reports	(6,000)			
	Total (ACT comparable Class 8 Navistar)	308,7	700		
	Navistar Industry Retail Deliveries Combined Class 8 Trucks**	295,000	315,000		
	Navistar Difference from ACT	(13,700)	6,300		
	*Source: ACT N.A. Commercial Vehicle Outlook - July 2019	-4.4%	2.0%		

<sup>\*\*</sup>Industry forecast provided September 2019

#### Q8: Please discuss the process from an order to a retail delivery?

A: Orders\* are customers' written commitments to purchase vehicles. Order backlogs\* are orders yet to be built as of the end of a period. Chargeouts are vehicles that have been invoiced to customers. Retail deliveries occur when customers take possession and register the vehicle. Units held in dealer inventory represent the principal difference between retail deliveries and chargeouts.

<sup>\*</sup> Orders and units in backlog do not represent guarantees of purchases and are subject to cancellation.

### **Frequently Asked Questions**



#### Q9: How do you define manufacturing free cash flow?

		Quantities and a second										
(\$ in millions)	Jul. 31, 2019		2019 Apr. 30, 2019 Jan. 3		31, 2019	Oct. 31, 2018		Jul. 3	1, 2018			
Consolidated Net Cash from Operating Activities	\$	294	\$	50	\$	(240)	\$	449	\$	(83)		
Less: Net Cash from Financial Services Operations		20		(132)		25		(124)		33		
Net Cash from Manufacturing Operations (A)		274		182		(265)		573		(116)		
Plus: Manufacturing Capital Expenditures		(24)		(21)		(43)		(34)		(25)		
Manufacturing Free Cash Flow	\$	250	\$	161	\$	(308)	\$	539	\$	(141)		
	Consolidated Net Cash from Operating Activities  Less: Net Cash from Financial Services Operations  Net Cash from Manufacturing Operations (A)  Plus: Manufacturing Capital Expenditures	Consolidated Net Cash from Operating Activities\$  Less: Net Cash from Financial Services Operations  Net Cash from Manufacturing Operations (A)	Consolidated Net Cash from Operating Activities									

**Quarters Ended** 

#### Q10: What is your revenue by product type<sup>(A)</sup>?

A:	A: (\$ in millions)		Truck	Parts	Global Operations	Financial Services	Corporate and Eliminations		Total
	Three Months Ended July 31, 2019								
	Truck products and services(B)	\$	2,115	\$ _	\$ _	\$ _	\$ 3	\$	2,118
	Truck contract manufacturing		144	_	_	_	_		144
	Used trucks		54	_	_	_	_		54
	Engines		_	73	63	_	_		136
	Parts		2	496	19	_	_		517
	Extended warranty contracts		27	 	_		_		27
	Sales of manufactured products, net	\$	2,342	\$ 569	\$ 82	\$ _	\$ 3	\$	2,996
	Retail financing(C)		_	_	_	35	_		35
	Wholesale financing(C)					11	<u> </u>	_	11
	Sales and revenues, net	\$	2,342	\$ 569	\$ 82	\$ 46	\$ 3	\$	3,042

<sup>(</sup>A) The table is reported in external revenue.

<sup>(</sup>A) Net of adjustments required to eliminate certain intercompany transactions between Manufacturing operations and Financial Services operations.

<sup>(</sup>B) Includes other markets primarily consisting of Bus, Export Truck and Mexico.

<sup>(</sup>C) Retail financing and Wholesale financing revenues in the Financial Services segment include interest revenue of \$15 million and \$11 million, respectively, for the three months ended July 31, 2019.

# **Outstanding Debt Balances**



(\$ in millions)	 July 31, 2019	0	ctober 31, 2018
Manufacturing operations			
Senior Secured Term Loan Credit Agreement, due 2025, net of unamortized discount of \$6 and \$7, respectively, and unamortized debt issuance costs of \$10 and \$11, respectively	\$ 1,560	\$	1,570
6.625% Senior Notes, due 2026, net of unamortized debt issuance costs of \$15 and \$17, respectively	1,085		1,083
4.75% Senior Subordinated Convertible Notes, due 2019, net of unamortized discount of \$5 and unamortized debt issuance costs of \$1	_		405
Loan Agreement related to 6.75% Tax Exempt Bonds, due 2040, net of unamortized debt issuance costs of \$5 at both dates	220		220
Financed lease obligations	54		122
Other	10		26
Total Manufacturing operations debt	2,929		3,426
Less: Current portion	30		461
Net long-term Manufacturing operations debt	\$ 2,899	\$	2,965
	July 31,	O	ctober 31,
in millions)	 2019	_	2018
nancial Services operations			
Asset-backed debt issued by consolidated SPEs, at fixed and variable rates, due serially through 2023, net of unamortized debt issuance costs of \$5 and \$4, respectively	\$ 1,102	\$	948
	_		394
Senior secured NFC Term Loan, due 2025, net of unamortized discount of \$2 and unamortized debt issuance costs of \$4			F10
debt issuance costs of \$4	1,000		519
debt issuance costs of \$4	1,000 71		75
debt issuance costs of \$4	•		
debt issuance costs of \$4	 71		75
debt issuance costs of \$4  Bank credit facilities, at fixed and variable rates, due dates from 2019 through 2025, net of unamortized debt issuance costs of zero and \$2, respectively  Commercial paper, at variable rates, program matures in 2022  Borrowings secured by operating and finance leases, at various rates, due serially through 2024	 71 102	_	75 105

### SEC Regulation G Non-GAAP Reconciliation



#### SEC Regulation G Non-GAAP Reconciliation:

The financial measures presented below are unaudited and not in accordance with, or an alternative for, financial measures presented in accordance with U.S. generally accepted accounting principles ("GAAP"). The non-GAAP financial information presented herein should be considered supplemental to, and not as a substitute for, or superior to, financial measures calculated in accordance with GAAP and are reconciled to the most appropriate GAAP number below.

#### Earnings (loss) Before Interest, Income Taxes, Depreciation, and Amortization ("EBITDA"):

We define EBITDA as our consolidated net income (loss) attributable to Navistar International Corporation plus manufacturing interest expense, income taxes, and depreciation and amortization. We believe EBITDA provides meaningful information as to the performance of our business and therefore we use it to supplement our GAAP reporting. We have chosen to provide this supplemental information to investors, analysts and other interested parties to enable them to perform additional analyses of operating results.

#### Adjusted Net Income and Adjusted EBITDA:

We believe that adjusted net income and adjusted EBITDA, which excludes certain identified items that we do not consider to be part of our ongoing business, improves the comparability of year to year results, and is representative of our underlying performance. Management uses this information to assess and measure the performance of our operating segments. We have chosen to provide this supplemental information to investors, analysts and other interested parties to enable them to perform additional analyses of operating results, to illustrate the results of operations giving effect to the non-GAAP adjustments shown in the below reconciliations, and to provide an additional measure of performance.

#### Manufacturing Cash, Cash Equivalents, and Marketable Securities:

Manufacturing cash, cash equivalents, and marketable securities, and free cash flow represents the Company's consolidated cash, cash equivalents, and marketable securities of our financial services operations. We include marketable securities with our cash and cash equivalents when assessing our liquidity position as our investments are highly liquid in nature. We have chosen to provide this supplemental information to investors, analysts and other interested parties to enable them to perform additional analyses of our ability to meet our operating requirements, capital expenditures, equity investments, and financial obligations.

Gross Margin consists of Sales and revenues, net, less Costs of products sold.

Structural Cost consists of Selling, general and administrative expenses and Engineering and product development costs.

Manufacturing Free Cash Flow consists of Net cash from operating activities and Capital Expenditures, all from our Manufacturing operations.

Adjusted EBITDA margin is calculated by dividing adjusted EBITDA by Sales and revenues, net.

# SEC Regulation G Non-GAAP Reconciliation Manufacturing segment cash, Cash equivalents, and Marketable securities reconciliation:



(\$ in millions)	I. 31, 2019	•	or. 30, 2019	n. 31, 2019	ct. 31, 2018	ıl. 31, 2018
Manufacturing Operations:						
Cash and cash equivalents	\$ 1,112	\$	927	\$ 1,151	\$ 1,261	\$ 989
Marketable securities	3		23	41	101	95
Manufacturing Cash, Cash equivalents, and Marketable securities	\$ 1,115	\$	950	\$ 1,192	\$ 1,362	\$ 1,084
Financial Services Operations:						
Cash and cash equivalents	\$ 48	\$	50	\$ 50	\$ 59	\$ 33
Marketable securities	-		-	-	-	-
Financial Services Cash, Cash equivalents, and Marketable securities	\$ 48	\$	50	\$ 50	\$ 59	\$ 33
Consolidated Balance Sheet:						
Cash and cash equivalents	\$ 1,160	\$	977	\$ 1,201	\$ 1,320	\$ 1,022
Marketable securities	3		23	41	101	95
Consolidated Cash, Cash equivalents, and Marketable securities	\$ 1,163	\$	1,000	\$ 1,242	\$ 1,421	\$ 1,117

Manufacturing Free Cash Flow reconciliation can be found on page 16 in question 9.

### **SEC Regulation G Non-GAAP Reconciliations**



Earnings (loss) before interest, taxes, depreciation, and amortization ("EBITDA") reconciliation

	Q	uarters En	Ended July 31,		
(\$ in millions)	2	019	2018		
Net income attributable to NIC	\$	156	\$	170	
Plus:					
Depreciation and amortization expense		47		51	
Manufacturing interest expense (A)		49		60	
Adjusted for:					
Income tax expense		(29)		(3)	
EBITDA	\$	281	\$	284	

(A) Manufacturing interest expense is the net interest expense primarily generated for borrowings that support the manufacturing and corporate operations, adjusted to eliminate intercompany interest expense with our Financial Services segment. The following table reconciles Manufacturing interest expense to the consolidated interest expense:

Quarters Ended July 31,

(\$ in millions)		2019	2018	
Interest expense	\$	76	\$	82
Less: Financial services interest expense		27		22
Manufacturing interest expense	\$	49	\$	60
	Quarters Ended July 31,			
(\$ in millions)		2019	2018	
EBITDA (reconciled above)	\$	281	\$	284
Adjusted for significant items of:				
Adjustments to pre-existing warranties (A)		5		(4)
Asset impairment charges (B)		3		8
Restructuring of manufacturing operations (C)				1
MaxxForce Advanced EGR engine lawsuits (D)		(31)		_
Gain on sales (E)		3		_
Debt refinancing charges (F)		6		_
Settlement gain (G)		(1)		(71)
Total adjustments		(15)		(66)
Adjusted EBITDA	\$	266	\$	218
Adjusted EBITDA margin		8.7%		8.4%

### SEC Regulation G Non-GAAP Reconciliations



Quarters Ended July 21

Adjusted Net income reconciliation

	Quarters Ended July 31,				
(\$ in millions)		2019		2018	
Net Income attributable to NIC	\$	156	\$	170	
Adjusted for significant items of:		_	_		
Adjustments to pre-existing warranties (A)		5		(4)	
Asset impairment charges (B)		3		8	
Restructuring of manufacturing operations (C)		_		1	
Maxxforce Advanced EGR engine lawsuits (D)		(31)		_	
Gain on sales (E)		3		_	
Debt refinancing charges (F)		6		_	
Settlement gain (G)		(1)		(71)	
Total adjustments		(15)		(66)	
Tax effect (H)		6		(9)	
Adjusted Net Income attributable to NIC	\$	147	\$	95	

<sup>(</sup>A) Adjustments to pre-existing warranties reflect changes in our estimate of warranty costs for products sold in prior periods. Such adjustments typically occur when claims experience deviates from historic and expected trends. Our warranty liability is generally affected by component failure rates, repair costs, and the timing of failures. Future events and circumstances related to these factors could materially change our estimates and require adjustments to our liability. In addition, new product launches require a greater use of judgment in developing estimates until historical experience becomes available.

- (C) In the third quarter of 2018, we recorded a charge of \$1 million related to adjustments for restructuring in our Truck, Global Operations and Corporate segments.
- (D) In the third quarter of 2019, we recognized a net benefit of \$31 million related to the MaxxForce engine EGR product litigation recorded during the third quarter of 2017.
- (E) In the third quarter of 2019, we recognized a charge of \$3 million in our Truck segment for adjustments to the purchase price of the sale of a majority interest in the Navistar Defense business.
- (F) In the third quarter of 2019, we recorded a charge of \$6 million for the write off of debt issuance costs and discounts associated with NFC Term Loan.
- (G) In the third quarter of 2019, we recorded interest income of \$1 million in Other income, net derived from the prior year settlement of a business economic loss claim relating to our former Alabama engine manufacturing facility in Corporate.
- (H) Tax effect is calculated by excluding the impact of the non-GAAP adjustments from the interim period tax provision calculations.

<sup>(</sup>B) In the third quarter of 2019, we recorded \$3 million of asset impairment charges relating to certain assets under operating leases in our Truck segment. In the third quarter of 2018, we recorded \$8 million of asset impairment charges related to the sale of our railcar business in Cherokee, Alabama and certain assets under operating leases in our Truck segment.