

# Q1 2019 Investor Presentation



# Forward-looking statements

This presentation contains certain forward-looking statements and forward-looking information regarding Element and its business which are based upon Element's current expectations, estimates, projections, assumptions and beliefs. In some cases, words such as "plan", "expect", "intend", "believe", "anticipate", "estimate", "may", "will", "potential", "target", "proposed" and other similar words, or statements that certain events or conditions "may" or "will" occur are intended to identify forward-looking statements and forward-looking information. These statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in the forward-looking statements or information.

Forward-looking statements and information in this presentation include, but are not limited to, statements with respect to, among other things, the objectives, vision and strategies of Element Fleet Management Corp. ("Element"); anticipated benefits of Element's transformation plan; the future financial reporting of Element; future cash flows, financial condition, operating performance, financial ratios, projected asset base, capital structure and capital expenditures; Element's after-tax adjusted operating income per share; Element's anticipated dividend policy and plans for future dividends; Element's ability to deliver returns and benefits from its initiatives; client acquisition, retention and experience; relationships with suppliers; anticipated cash needs, capital requirements, need for and cost of additional financing and ability to access such financing; future assets; demand for services; Element's competitive position; anticipated trends and challenges in Element's business and the markets in which it operates; Element's borrowing base; future performance of 19th Capital; the implementation of Element's systems integrations and organizational revisions; the extent, nature and impact of any value driver to create pre-tax run-rate operating income; Element's ability to generate pre-tax run-rate operating income; expectations regarding syndication; Element's ability to increase total shareholder return; Element's ability to pre-fund redemption of its outstanding convertible debentures upon their maturity, including realizing on its plans for selling certain non-core assets; and expectations regarding credit ratings.

By its nature, forward-looking information involves numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will not occur. Such forward-looking statements and information in this presentation speak only as of the date on the front of this presentation. The forward-looking information and statements contained in this presentation reflect several material factors, expectations and assumptions of Element including, without limitation: that Element will conduct its operations in a manner consistent with its expectations and, where applicable, consistent with past practice; acceptable negotiations with third parties; the general continuance of current or, where applicable, assumed industry conditions; the continuance of existing (and in certain circumstances, the implementation of proposed) tax and regulatory regimes; certain cost assumptions; the continued availability of adequate debt and/or equity financing and cash flow to fund its capital and operating requirements as needed; Element's net interest margin; expectations regarding syndication; growth in lease receivables and service income; assumed rate of cost inflation; assumed applicable foreign exchange rates and applicable income tax rates; Element's funding mix; terms of new instruments issued to refinance Element's 2020 convertible debentures; the reset rates for Element's outstanding preferred shares; proceeds from non-core asset sales; the operating performance of 19th Capital, including the terms upon which idle assets can be sold or leased, and timing of same; the extent of its assets and liabilities; and, in the case of the forward-looking statements regarding financial outlook, that Element will achieve the expected benefits, costs and timing of the transformation plan. Element believes the material factors, expectations and assumptions reflected in the forward-looking information and statements are reasonable but no assurance can be given that these factors, expectations and assumptions will prove to be correct.

The forward-looking events and circumstances discussed in this presentation may not occur and could differ materially as a result of known and unknown risk factors and uncertainties affecting Element, including risks regarding the fleet management and finance industries, economic factors, risks related to the completion of the purchase of new portfolios or technologies or the addition of new clients, risks related to the payment of dividends, risks relating to business integration and many other factors beyond the control of Element. No forward-looking statement can be guaranteed and Element cannot guarantee future results, levels of activity, performance or achievements. Forward-looking statements and information by their nature are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statement or information. Accordingly, readers should not place undue reliance on any forward-looking statements or information. A discussion of the material risks applicable to Element can be found in Element's current Management and Discussion and Analysis and Annual Information Form, each of which have been or will be filed on SEDAR and can be accessed at [www.sedar.com](http://www.sedar.com). Except as required by applicable securities laws, forward-looking statements speak only as of the date on which they are made and Element disclaims any intention and assumes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.-looking statement, whether as a result of new information, future events, or otherwise.

# Disclaimer

An investment in the securities of Element involves significant risks. A discussion of some of the material risks affecting Element and its business appears under the heading “Risk Factors” in Element’s Annual Information Form dated March 7, 2019, and under the headings “Risk Management” and “Critical Accounting Policies and Estimates” in Element’s Management and Discussion and Analysis for the three-month period ended March 31, 2019, all of which have been filed on SEDAR and can be accessed at Element’s profile on [www.sedar.com](http://www.sedar.com). Prospective investors should carefully consider the risks associated with an investment in the securities of Element before deciding to purchase any such securities.

Unless the context otherwise requires, references to “\$” are to Canadian dollars.

## Non-IFRS Measures

In this presentation, management uses a number of terms and ratios (including “adjusted operating income” and “after-tax adjusted operating income per share”) which do not have a standardized meaning under IFRS and are unlikely to be comparable to similar measures presented by other organizations. A full description of these measures can be found in Element’s Management Discussion & Analysis for the three-month period ended March 31, 2019, which have been filed on SEDAR ([www.sedar.com](http://www.sedar.com)). Element believes that certain Non-IFRS Measures can be useful to investors because they provide a means by which investors can evaluate Element’s underlying key drivers and operating performance of the business, exclusive of certain adjustments and activities that investors may consider to be unrelated to the underlying economic performance of the business of a given period.

Please see the definitions of “Adjusted operating income” and “After-tax adjusted operating income per share” provided under the heading “Description of Non-IFRS Measures” in Element’s Management Discussion and Analysis in respect of the period ended March 31, 2019, which is publicly available on SEDAR.

# Executive Summary

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## Important themes for Q1 2019

- 1 Transformation of the fleet business is progressing well, and ahead of schedule**
- 2 We are greatly enhancing Element's profitability**
- 3 We are strengthening and de-risking Element's balance sheet**

Unless the context otherwise requires, references to "\$" are to Canadian dollars.

## Business overview

# Element's foundational strengths position it well for continued profitable growth

**\$18+ bn**  
Assets

**~\$3.5 bn**  
Market cap

**EFN**  
Ticker

- No. 1 in North America
- 67% of portfolio with investment-grade clients
- An investment grade balance sheet that is rapidly deleveraging
- Well-diversified across industries, geographies, revenue and funding sources
- Attractive industry dynamics with high barriers to entry
- New Management team with a proven ability to deliver shareholder value with full accountability and transparency

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**“We are in the enviable position of being a **global leader** in the business of fleet services and leasing.”**

## Business overview

# Our business model is designed to be resilient, delivering strong, consistent results in all economic conditions

- 1 Blue-chip clients**
  - Two-thirds of our clients are investment grade rated (publicly or “investment grade equivalent”), with many of the Fortune 500 represented
- 2 Widely distributed client base**
  - Our assets are at work for clients across more than 700 industries, creating stability through economic cycles
- 3 Essential business services**
  - Fleet assets are essential to our clients’ revenue productivity, ensuring continuity of both demand and payment
- 4 High client retention**
  - The nature of the asset and relationship translate into high switching costs and thus low turnover. When clients do switch FMCs, service revenues are usually lost immediately while leases run-off over their planned amortization period
- 5 Effective protection against default**
  - In the event of deteriorating credit conditions, clients are usually able to restructure rather than liquidate. In a restructuring, fleet assets are usually affirmed, ensuring continuity of business for Element
- 6 Historically strong credit performance**
  - Element would typically run low to mid-single BPS of credit losses. During the Great Financial Recession, the businesses that today make up Element Fleet experienced less than 10 basis points a year of loss
- 7 Compelling value proposition**
  - We use our scale – purchasing power & data – to drive down the total cost of ownership of our clients’ fleets
- 8 Strong funding capacity**
  - We have ready access to cost-effective capital, especially with securitization & syndication, and we maintain multiple committed forward-funding capacity alternatives to fund the business should access to the ABS market become constrained for any reason

## Business overview

# Element's client base is widely diversified across more than 700 industries

50% of earning assets by value are spread across 30 industries (see immediately below); remainder across 700+ industries

Industry	% Earning Assets	Industry	% Earning Assets
Electrical Work	5.1%	Concrete Block and Brick	1.2%
Electric Services	4.5%	Oil & Gas Field Services, NEC	1.2%
Pharmaceutical Preparations	3.5%	Auto Controls For Regulating Residential & Com.	1.1%
Passenger Car Rental	3.1%	Electronic Connectors	1.1%
Motor Vehicles & Passenger Car Bodies	2.6%	Retail-Eating Places	1.0%
Oil & Gas Field Exploration Services	2.4%	Crude Petroleum & Natural Gas	1.0%
Telephone Communications	1.7%	Retail-Auto & Home Supply Stores	1.0%
Services-Engineering Services	1.6%	Services-Medical Laboratories	1.0%
Services-Detective, Guard & Armored Car Services	1.6%	Retail-Grocery Stores	1.0%
Cable & Other Pay Television Services	1.4%	Water, Sewer, Pipeline, Comm & Power Line	0.9%
Pesticides and Agricultural Chemicals	1.4%	Wholesale-Electrical Apparatus & Equipment	0.9%
Electric & Other Services Combined	1.4%	Wholesale-Drugs, Proprietaries & Druggists	0.9%
Industrial Instruments For Measurement	1.4%	Paints, Varnishes, Lacquers, Enamels & Allied	0.9%
Fire, Marine & Casualty Insurance	1.3%	Natural Gas Distribution	0.9%
Retail-Lumber & Other Building Materials Dealers	1.3%	Services-Business Services, NEC	0.9%

## Business overview

# Our strategy: Executing a client-centric transformation to create immediate and long-lasting value for shareholders

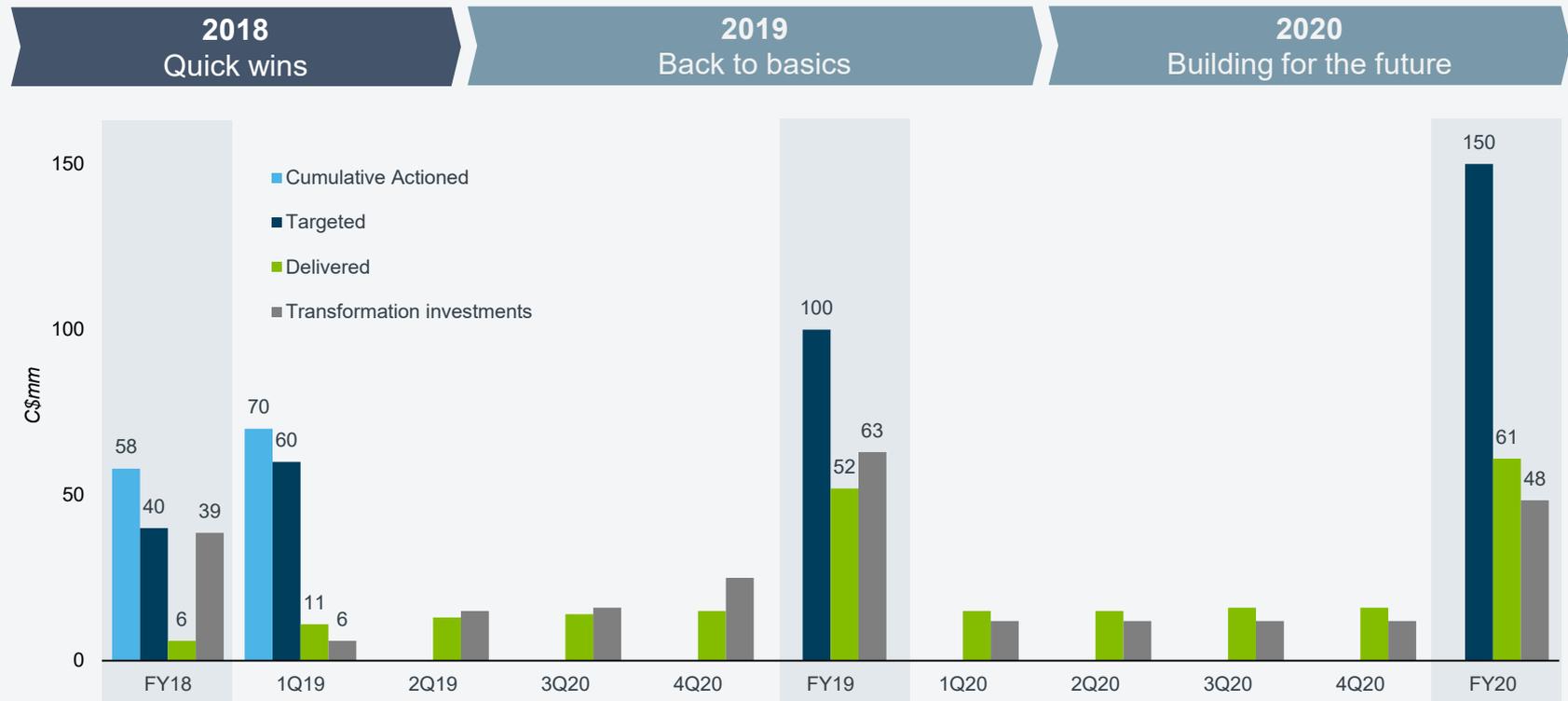
- The current leadership team is executing a comprehensive transformation plan
- Our plan is on track to increase annual pre-tax run-rate profitability by ~\$150M on exiting 2020
- We have actioned \$70M of annual pre-tax run-rate profitability improvement as of Q1 2019
- We are well along the path to a client-centric strategy for Element that is generating value for all stakeholders

## Our client-centric reset of the business is creating immediate value for shareholders



## Business overview

# We completed phase one of the transformation plan well ahead of target



### Key Definitions

**Actioned:** A profitability improvement initiative has been “actioned” when Element has taken all steps required for the initiative to deliver value. The value of an “actioned” initiative is the run-rate value of the resulting profitability improvement to be delivered

**Targeted:** The value of profitability improvements we expect to be able to “action”

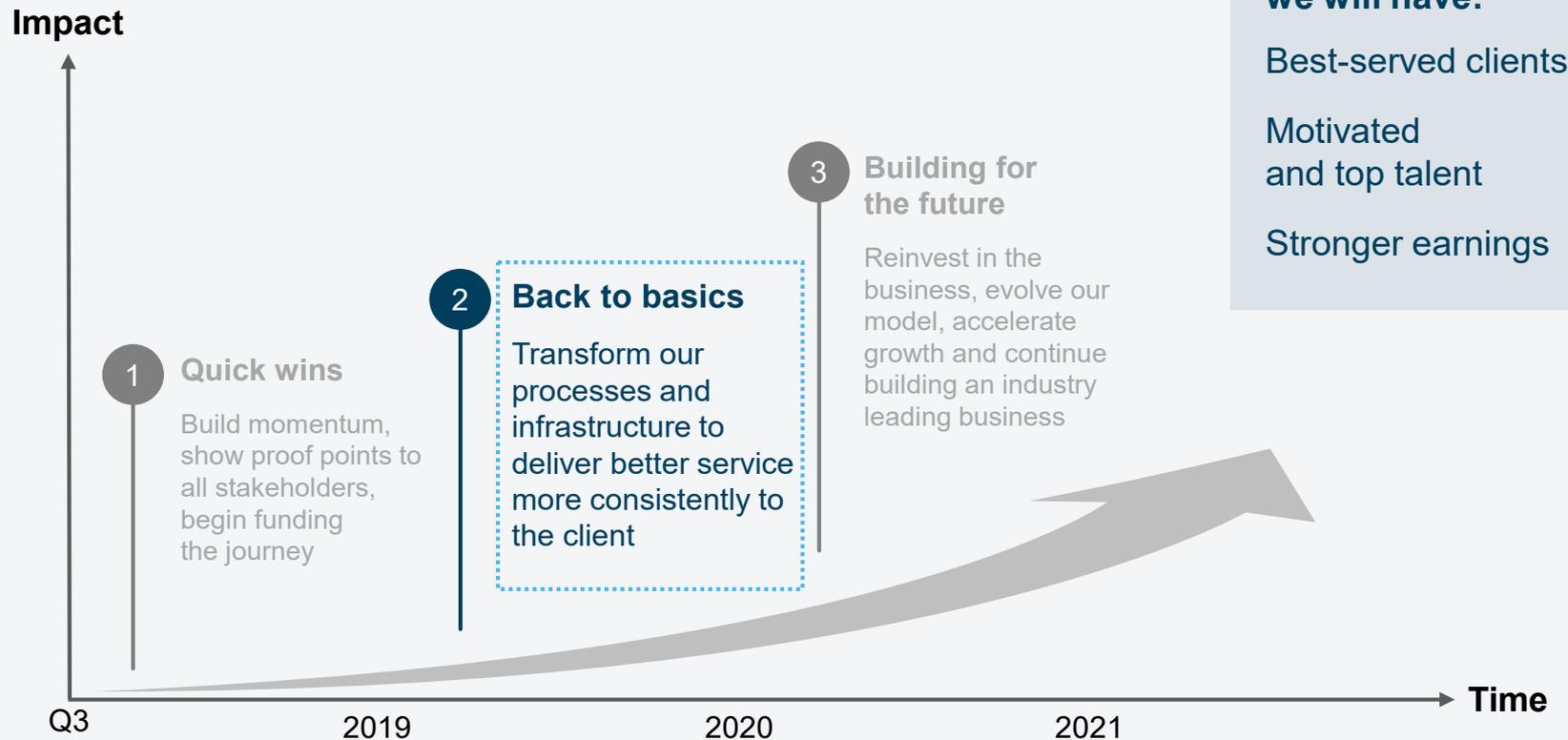
**Delivered:** Profitability improvement is “delivered” as each dollar of cost savings or revenue increase is reflected in Element’s Op Inc

**Transformation Investments:** One-time investments in our transformation program

**Op Inc:** Operating income before tax

## Business overview

# And we entered phase two with strong momentum



## Key to our strategic execution: Balanced Scorecard

Element  
| Global  
Balanced  
| Scorecard

Balanced Scorecard forges tighter alignment and greater focus throughout the company as we rapidly execute our strategy

### Dimensions

Our Clients

Our Business

Our People

Our Investors

### Strategic Pillars

**1** *Consistently deliver a superior experience and exceptional value for our clients*

**2** *Improve the productivity of our business*

**3** *Build a more engaged and accountable workforce*

**4** *Generate an appropriate risk-adjusted return for our investors*

# Our strategy is on track with a clear path forward

### ✔ Repositioned 19<sup>th</sup> Capital

- We have repositioned 19<sup>th</sup> Capital for a run off and/or potential sale
- We expect to recover as much as \$100 million of the \$260 million residual value of the business by the end of 2019:
  - We haven't seen anything that would cause us to reassess our \$260 million valuation of the business
  - 19th Capital is performing in line with expectations and we received \$26 million of cash in the first quarter

### ✔ Strengthening and deleveraging the balance sheet

- To suitably strengthen its balance sheet, and to minimize refinancing risk regarding the June 2019 convertible debentures, Element executed on the following initiatives thus far:
  - Raised ~\$345M of common equity
  - Reduced common dividend by 40%
  - Instituted a dividend reinvestment program
  - Refinanced our ABS assets to create an additional ~\$160M in borrowing base
- To further deleverage our balance sheet, we executed on the following initiatives:
  - Sold excess real estate in Eden Prairie, Minnesota
  - Sold our non-core interest in the ECAF note for \$97.2 million
  - Completed a successful \$172.5 million convertible debenture issuance on preferential terms

### ✔ Transforming Element's business

- Refocused resources on creating a superior client experience, which will allow Element to create an expected ~\$150 million of improvement in annual pre-tax profitability
- Actioned \$70 million of Quick Wins by March 31, 2019, a 17% increase over target
- We are now ramping up to ~\$100 million of profitability improvement exiting 2019, with the full ~\$150 million run-rate achieved by the end of 2020
  - We have identified - with specificity - the \$150 million and created 17 workstreams that will allow us to achieve this permanent reset of our pre-tax profitability
  - We have 70% of our one-time investment funds available to us to secure the remaining improvements

## Business overview

# Element generated core after-tax adjusted operating income of \$0.21 per share in Q1 2019

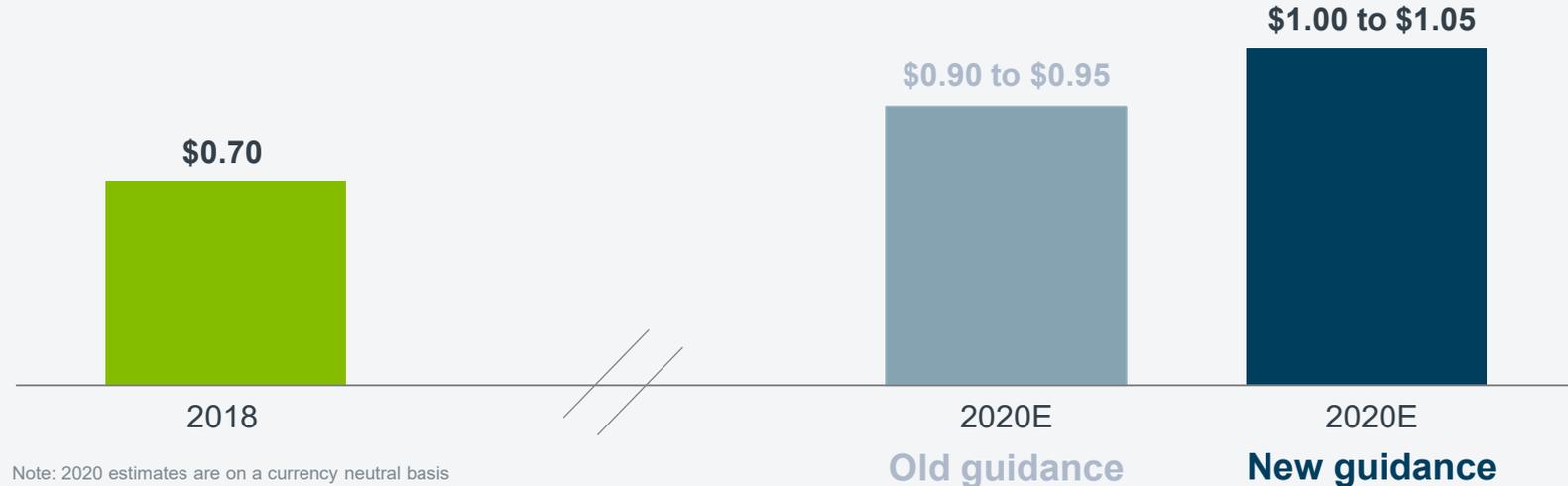
### Core Fleet Management Operations Q1 2019 summary results

<i>In \$CAD thousands, except per share amounts</i>	Three months ended		
	Mar. 31, 2019	Dec. 31, 2018	Mar. 31, 2018
<b>Net revenue</b>			
Net interest income and rental revenue	216,643	212,202	184,277
Interest expense	114,112	113,072	90,891
Net financing revenue	102,531	99,130	93,386
Servicing income, net	117,959	119,409	114,047
Syndication revenue, net	17,212	2,279	1,014
<b>Net revenue</b>	<b>237,702</b>	<b>220,818</b>	<b>208,447</b>
<b>Adjusted operating expenses</b>			
Salaries, wages and benefits	78,221	83,101	81,535
General and administrative expenses	27,748	31,639	33,354
Depreciation and amortization	9,740	6,831	5,280
<b>Adjusted operating expenses</b>	<b>115,709</b>	<b>121,571</b>	<b>120,169</b>
<b>Adjusted operating income</b>	<b>121,993</b>	<b>99,247</b>	<b>88,278</b>
Provision for taxes applicable to adjusted operating income	21,349	17,868	15,890
<b>After-tax adjusted operating income</b>	<b>100,644</b>	<b>81,379</b>	<b>72,388</b>
Less: Cumulative preferred share dividends	11,164	11,068	11,068
<b>After-tax adjusted operating income attributable to common shareholders</b>	<b>89,480</b>	<b>70,311</b>	<b>61,320</b>
Weighted average number of shares outstanding (basic)	433,607	424,795	380,356
After-tax adjusted operating income per share (basic)	0.21	0.17	0.16

## Business overview

We are raising our EPS guidance as a result of our transformation progress, new client growth and accelerated deleveraging plan

Consolidated after-tax adjusted operating income per share



We now expect to deliver consolidated after-tax adjusted operating income per share of **\$1.00 to \$1.05** in 2020

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# Accelerated deleveraging

## Accelerated deleveraging

**As we advance our transformation, we will also strengthen our balance sheet through deleveraging**

**Expanding our use of syndication allows us to:**

- 1 Reduce tangible leverage ratio faster, enabling access to lower cost of capital**
- 2 Mitigate asset concentration created by one large, rapidly-growing client**
- 3 Create another source of recurring, profitable revenue**

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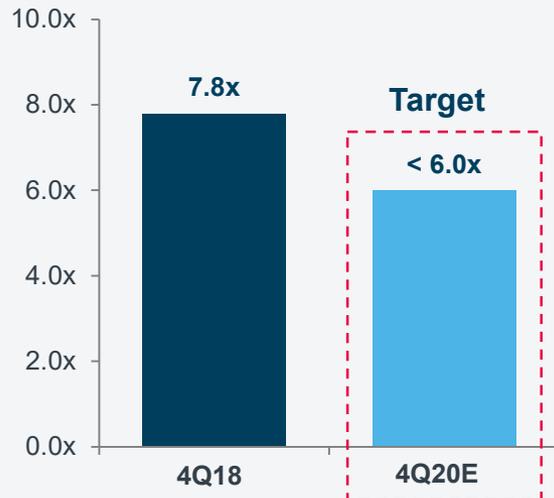
**Through syndication, we create broader access to lower-cost financing, reduce credit risk and generate a significant new stream of consistent, recurring revenue**

## Accelerated deleveraging

# Syndication accelerates deleveraging and materially improves return on equity

## Deleverage balance sheet

Tangible Leverage



Syndication will strengthen our capital structure, helping us deleverage in support of our goal of securing an additional investment grade rating

## Improve return on equity

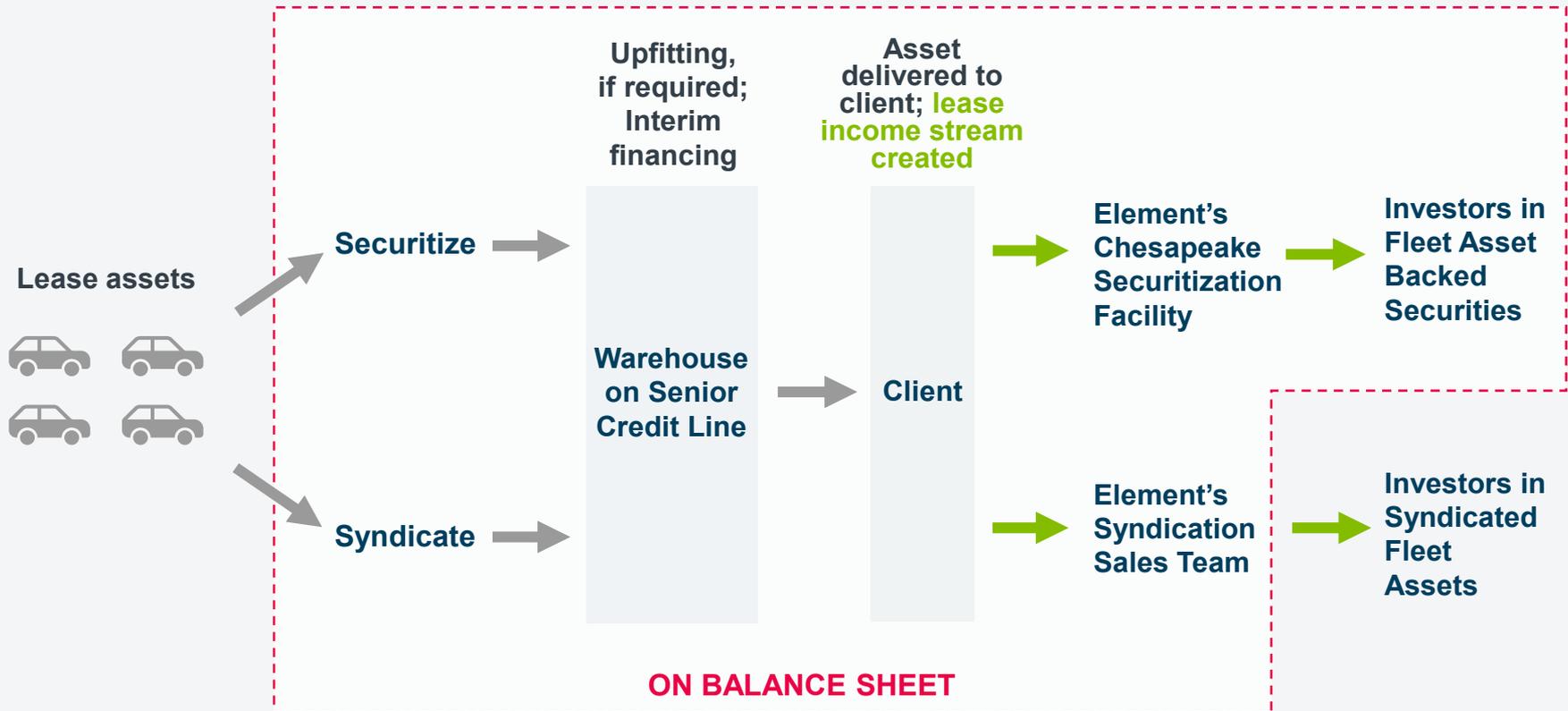
Return on equity



Our syndication plan will help drive a higher ROE via access to lower cost financing and the establishment of a new recurring revenue stream

## Accelerated deleveraging

# How syndication differs from securitization



## We have a large pipeline of attractive assets

We expect the majority of our annual U.S. originations to be *eligible* for syndication, with eligibility being driven by three primary criteria:

### 1 Client rating

Client with name recognition and explicitly/implicitly rated “BB” or better

### 2 Lease book size

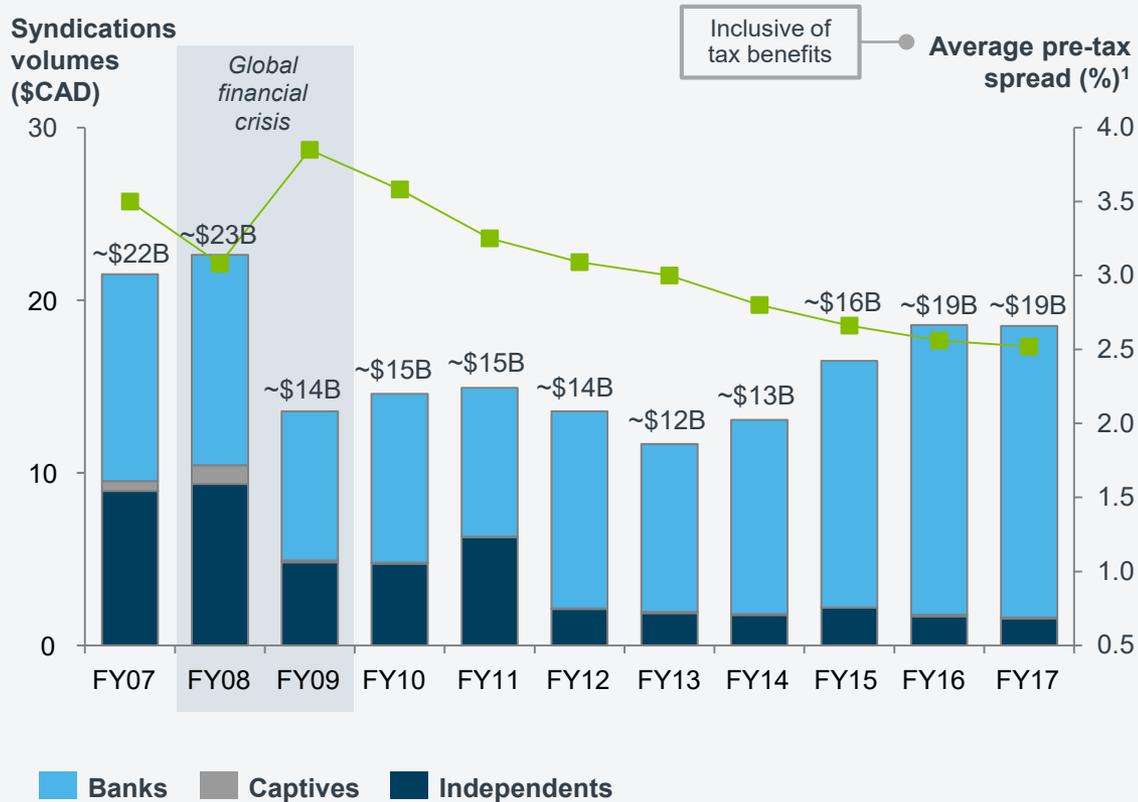
Minimum US\$10M lease book value by client

### 3 Remaining payments

Individual leases with minimum of 12 monthly payments remaining

## Accelerated deleveraging

# The US syndication market is deep and robust



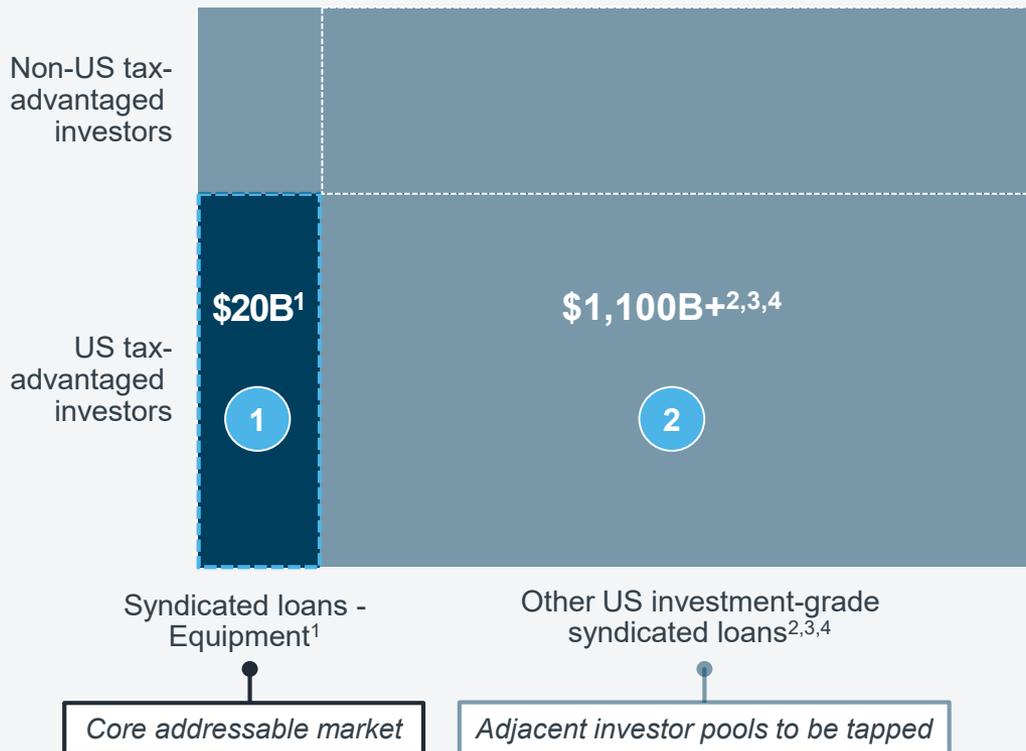
**Investor appetite remained strong through the economic downturn**

1. Weighted average pre-tax spread across transactions; syndication spreads assumed to follow similar trend  
 Note: floor market size indicated; syndication volumes are self reported and only include survey respondents  
 Source: ELFA Survey of Equipment Finance Activities 2008-2018, Monitor survey 2018, EFN market intelligence, BCG analysis

## Accelerated deleveraging

# Potential to materially expand the market for our assets

We have the potential to expand outside of ~\$20B core addressable market for equipment syndication



1 Current core addressable market of ~\$20B<sup>1</sup> with potential for growth

2 Adjacent debt markets are deep and can absorb additional volumes

- Potential to tap into adjacent pools e.g. non-equipment US investors, pension funds, foreign banks
- Broader US syndicated loan market estimated at \$3.3T<sup>2,3</sup> to \$3.9T<sup>4</sup>...
- ...of which \$1.1B<sup>2,3</sup> to 1.9T<sup>4</sup> is investment grade

1. New business volumes for equipment funding originated by third parties (Source: ELFA Survey of Equipment Finance Activities 2018)  
2. Thompson Reuters estimates: US syndicated loan market worth \$3.9T of which \$1.4T is investment grade  
3. Bloomberg estimate: US investment-grade syndicated loans worth CAD\$1.4T  
4. Dealogic estimate: US syndicated loan market worth \$3.8T of which \$1.9T is investment-grade

## Accelerated deleveraging

# Element has the expertise, the assets and the market

- ✓ Proven Treasury function with deep capital markets expertise
- ✓ An established syndication capability and governance framework
- ✓ Large annual origination volumes of attractive assets
- ✓ Deep relationships with existing syndication investors that have a strong appetite for our assets
- ✓ Identified opportunities to broaden buyer base

## Accelerated deleveraging

# Broader use of syndication can create value for clients and shareholders

## We have identified the factors for success...

There is a well-developed market for vehicle lease syndications, and ample opportunity to further grow demand

We originate more than \$3B of qualifying assets annually, ensuring adequate supply

Our team has expertise in the syndication markets

## ...that will allow syndication to advance our strategic goals

Deleveraged balance sheet

Access to US bond market, which would lower cost of funds

A higher return on equity

# A global fleet leader

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Element Fleet Management is a leading global fleet management company, providing world class services and financing of commercial vehicles to make our clients' fleets and their drivers **safer, smarter** and **more productive**.

**Dominant market position in North America**

**Client-centric strategy driven by a full-service, technology-enabled model**

**Well-diversified across industries, geographies, revenue and funding sources**

**Accountable Management with proven ability to deliver shareholder value**

**Transformational reset underway to meaningfully improve earnings, move beyond legacy issues and position the company for growth**