



# A new path forward

**OCTOBER 1, 2018**



A final base shelf prospectus and the documents incorporated by reference therein containing important information relating to the securities described in this document have been filed with the securities regulatory authorities in each of the provinces of Canada. A copy of the final base shelf prospectus that has been filed, as well as any amendments thereto and any applicable shelf prospectus supplement that has been filed, is required to be delivered with this document. This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final base shelf prospectus and any applicable shelf prospectus supplement for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

# 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"); 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, including realizing on its plans to implement a dividend reinvestment plan; Element's ability to deliver returns and benefits from its initiatives; customer acquisition, retention and experience; changes to management; 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; those related to the completion and nature of the proposed bought deal public offering of common shares pursuant to a prospectus supplement to Element's base shelf prospectus dated April 20, 2017 (the "Public Offering"); those related to the completion of the acquisition of the interests in 19th Capital Group LLC ("19th Capital") not already owned by Element and the financial impact thereof; those related to the integration, operation and financial impact of 19th Capital following its acquisition, including Element's ability to dispose of 19th Capital's idle truck inventory, run off existing leases and change the origination process to improve the creditworthiness of 19th Capital clients and reduce churn; the extent, nature and impact of any write down of various fleet management businesses or non-core businesses (including those related to 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; 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; anticipated impact on credit ratings; and Element's research and development investment plans and product offerings.

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; 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; the number of common shares issued over the applicable period and under the Public Offering; terms of the new instruments issued to refinance Element's 2019 and 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, as well as the prospectus supplement to be filed in connection with the Public Offering, all 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 28, 2018, under the headings “Risk Management” and “Critical Accounting Policies and Estimates” in Element’s Management and Discussion and Analysis for the three- and six-month periods ended June 30, 2018 as well as in the prospectus supplement to be filed in connection with the Public Offering, all of which have been or will be 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, including the risk factors that may be found in the prospectus supplement to be filed in respect of the offering of Element’s common shares contemplated herein.

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This presentation does not constitute an offer to sell or solicitation of an offer to buy any of the securities of Element in the United States. The following is a summary only and should be read together with the more detailed information and financial data and statements contained in the final base shelf prospectus and the applicable shelf prospectus supplement.

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 that accompanies the financial statements for the most recent quarter or year, 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” contained on page 31 of Element’s “Management Discussion and Analysis” in respect of the period ended June 30, 2018, which is publicly available on SEDAR. In future reporting periods, the definition of “adjusted operating income” will be modified to: (i) remove the adjustment for the “share of loss from joint venture”, which will no longer be applicable following the acquisition and consolidation of 19th Capital; and (ii) add a new adjustment in respect of one-time restructuring charges and other costs Element will incur in connection with the implementation of the transformation program.

# Proven new management and a revitalized, majority independent board



- CEO effective June 1, 2018
- A fresh strategic perspective for Element to create immediate and lasting value for customers, employees, and investors
- A deep passion for serving customers, operational expertise, strong financial acumen, and a firm grasp of technology
- Previously, President and CEO of Manitoba Telecom Services (created \$1.1B in shareholder value), President and CEO of Teranet Inc., President at Ingram Micro Inc., President and CEO / CFO at Aliant Inc. (created \$2.2B in shareholder value), CFO at real estate and energy companies



- CFO of Element effective July 16, 2018
- Seasoned financial executive with over 25 years of financial and operational experience
- Demonstrated exceptional strategic thinking and a focus on building sustainable shareholder value across various companies and industries
- Spent previous 11 years serving in CFO roles at Shaw Communications and WestJet Airlines
- Also held increasingly senior positions at Molson Coors Brewing, including overseeing commercial finance as well as finance and strategy for the U.S.

➤ **A reconstituted and majority independent board to ensure strong governance and oversight**

# Strategic path forward

A customer-centric reset of the business that is expected to create lasting value for shareholders and positions the company for growth

- Element is a global market leader in fleet leasing and servicing
- Despite a robust core business, Element has not achieved its potential
- The new leadership team has completed an end-to-end review of the business in order to understand the root causes for this underperformance and how these issues can be addressed to unlock shareholder value
- This has resulted in the creation of a customer-centric transformation plan for Element that is expected to generate immediate value for all stakeholders
  - Plan is expected to increase annual pre-tax run-rate profit by ~\$150M on exiting 2020, vs \$412M of before-tax adjusted operating income LTM

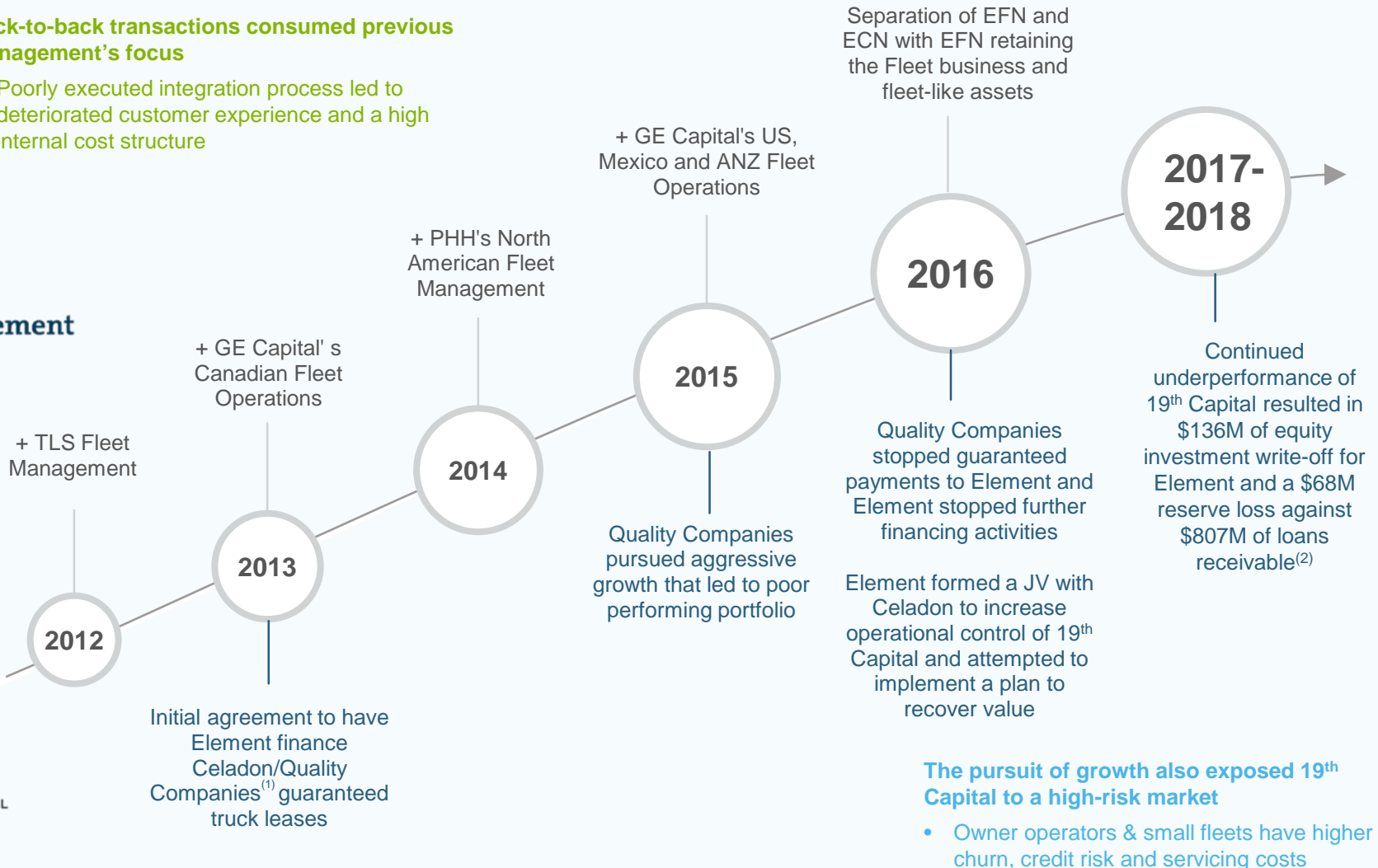
*“In a very short time, Element has become a market leader in the fleet leasing and services industry. While the company faces a number of challenges today, these should not detract from what is, at its core, an enviable global business with compelling growth prospects. The strategic plan being implemented within Element will address the issues facing the business and create lasting value for investors, customers and employees.”*

**Jay Forbes**, CEO,  
Element Fleet Management

# Rapid expansion has resulted in growing pains

## Back-to-back transactions consumed previous management's focus

- Poorly executed integration process led to deteriorated customer experience and a high internal cost structure



(1) Quality Companies is a wholly owned subsidiary of Celadon  
 (2) As of June 30, 2018



# Strategy summary

## Transform Element's business

- Refocusing resources on creating a superior customer experience that can be delivered with greater consistency will allow Element to create an expected ~\$150M of improvement in annual pre-tax profitability
  - ~\$40M materializes on exit from 2018, ramping up to ~\$100M exiting 2019, with the full ~\$150M run-rate achieved by the end of 2020
  - ~80% (~\$120M) of the total run-rate improvement is expected to come from productivity enhancements to the customer experience while the other 20% (~\$30M) is largely derived from revenue assurance and retention
  - There will be 80-100 projects undertaken over a two-year period to realize these improvements, de-risking execution and minimizing any negative impact on customers
- The estimated investment required to effect this transformation is ~\$150M
  - Element believes the best means of funding this is by reinvesting shareholders' money back into the business via a dividend reduction of 40%

## Reposition 19<sup>th</sup> Capital

- Over its short history, 19<sup>th</sup> Capital has meaningfully underperformed expectations. Element's strategic assessment has led management and the Board to conclude that attempting to undertake any further turnaround of the 19<sup>th</sup> Capital business would divert management's focus from its core fleet business and the new transformation plan
- Accordingly, Element has determined that best path forward is to acquire full control of the venture and run off the business in an orderly fashion over the next 36 months
  - Acquire our partners' interests in 19<sup>th</sup> Capital (subject to satisfaction of certain conditions) and consolidate 19<sup>th</sup> Capital in Element's financial statements
  - Assume full control of the venture and improve the near-term results of 19<sup>th</sup> Capital
  - Continue to serve 19<sup>th</sup> Capital's client base
  - Work to dispose of idle trucks and run off existing leases; no investment in new inventory
- Element will incur a ~\$360M net after-tax charge to write down 19<sup>th</sup> Capital's assets to a book value that reflects their worth - ~\$260M - under this strategy. Element expects to recover ~\$100M of this residual amount by the end of 2019

## Strengthen the balance sheet

- The profitability (and associated cash flow) improvements resulting from transforming Element's core fleet business, plus the dividend reduction, will solidify Element's financial position over time. However, it is insufficient in and of itself to cushion Element's balance sheet from the impairment resulting from the repositioning of 19<sup>th</sup> Capital
- To suitably strengthen the balance sheet, and to minimize refinancing risk regarding the June 2019 convertible debentures, Element plans to:
  - Raise ~\$300M of common equity
  - Reduce the common dividend by 40%
  - Institute a dividend reinvestment program
  - Sell its interest in ECAF and excess real estate, and
  - Refinance certain ABS assets to create an additional ~\$160M in borrowing base
- In connection with these actions, management has engaged with its lenders and rating agencies to solicit their views on the impact of the transformation plan, the repositioning of 19<sup>th</sup> Capital and the various balance sheet initiatives described above. Based on these consultations, management expects that both Fitch and DBRS will affirm their BBB+ ratings for Element going forward. Element has also engaged with the members of its senior lending syndicate, and secured lender support to implement the strategic plan

# Transform Element's business



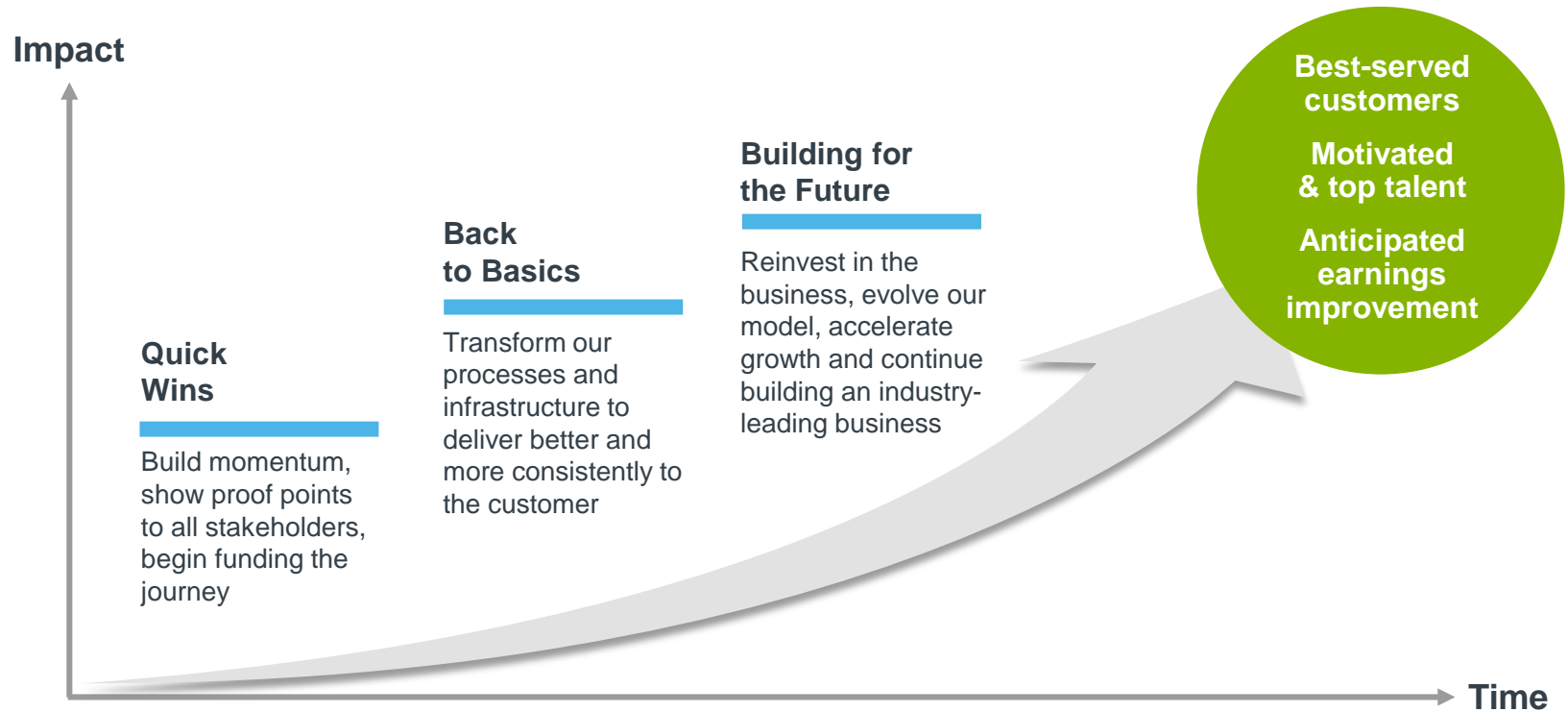


# A customer-centric strategy that drives significant shareholder value



➤ **Value drivers for customers expected to generate ~\$150M in annual pre-tax run-rate operating income by the end of 2020**

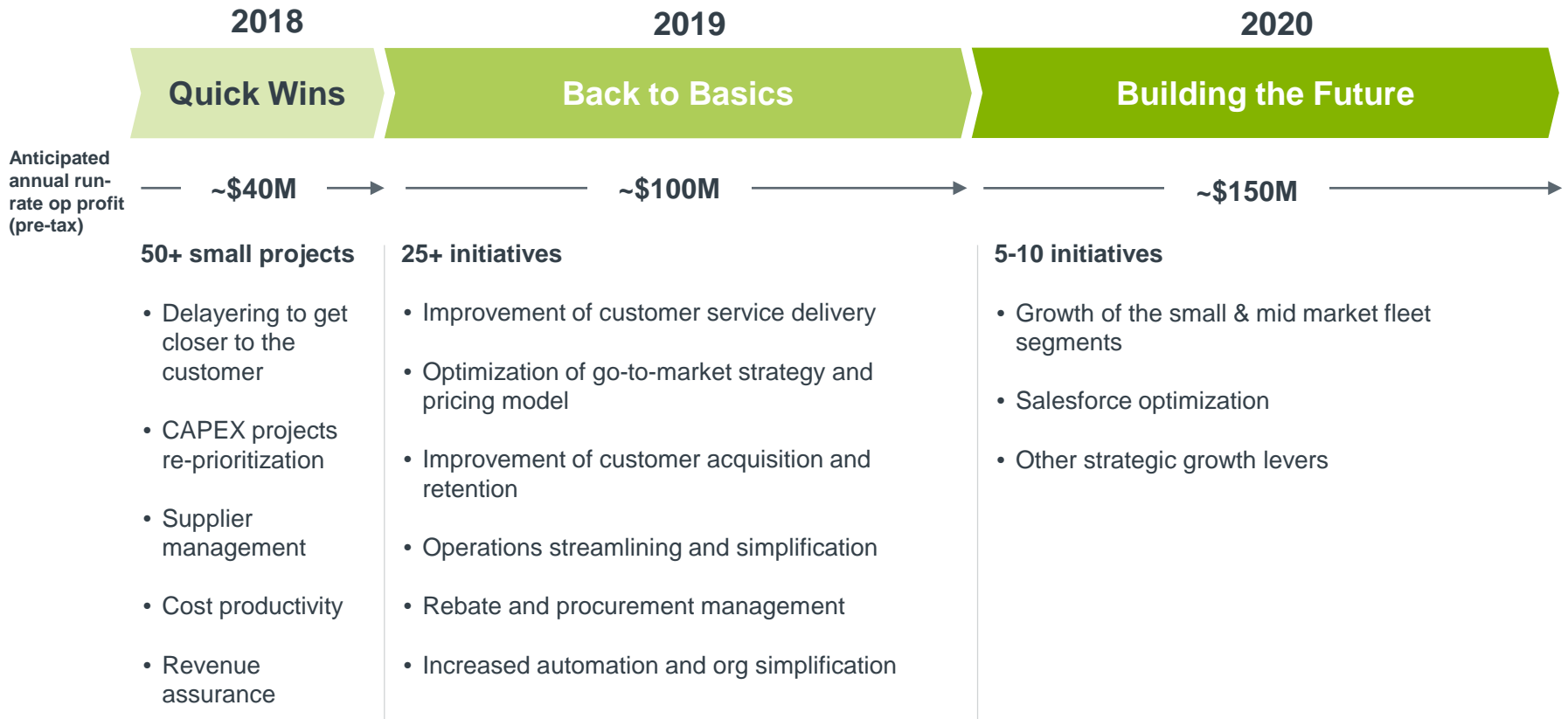
# The Reset Plan: Three waves of transformative change



## Element's foundational strengths

- Scale and leadership position in key markets
- Plays in an industry with stable profitability that is resistant to economic cycles
- Well-funded investment grade (BBB+) balance sheet with ready access to capital for additional growth
- Blue chip customer base

# The reset has begun: ~\$100M of value delivery expected by 2019



➤ **We will invest ~\$150M in one-time costs to realize ~\$150M in anticipated annual pre-tax run-rate operating profit**

# Benefits will be de-risked and expedited through crisp execution and rigorous tracking

## Past Challenges

- Lack of focus / accountability
- Leadership capacity
- Management capability
- Misaligned incentives
- Change fatigue



## New Enablers

- Focus on what matters
- Transformation Management Office (TMO)
- Organization redesign
- Change management
- Compensation redesign
- Quick wins

- Crisp execution will deliver the magnitude/timing of benefits expected, while avoiding disruption to the customer experience

# Our end objective is to truly transform all aspects of our business

From...	To...
Trying to be everything to everyone	➤ Delivering our core promise to the customer
Individualistic culture with limited collaboration	➤ A culture of accountability and clarity
A dispersed, regional structure	➤ A unified, customer-centric organization
A sense of exhaustion and business as usual	➤ Performance and purpose-driven employees
Investment across all growth opportunities	➤ Disciplined investment in focus areas

# Reposition 19<sup>th</sup> Capital



# Re-position 19<sup>th</sup> Capital

Engaged in a detailed assessment of the joint venture and determined preferred option: acquire and run off the assets of 19<sup>th</sup> Capital

## History

Joint venture was an attempt to maximize value from asset retained by Element in the 2016 separation transaction

19<sup>th</sup> Capital has materially underperformed, leading to operating losses

Financial impact as of June 30, 2018:

- \$136M of equity investment write-off
- \$68M of reserve loss against a \$808M loan exposure

## Strategic assessment

Management's assessment of the joint venture identified a number of key issues:

- Declining lease volumes
- Suboptimal asset utilization
- Lower quality assets
- Operational inefficiencies
- Lack of functional and managerial capabilities

## Preferred resolution

Buy out partners' interests and take immediate steps to improve near-term results as we pursue an orderly run off of the business

- Executed a definitive agreement to acquire partners' equity interests in 19<sup>th</sup> Capital<sup>1</sup> for nominal consideration
- Ensure management is focused on better serving existing customers, accelerating idle asset disposition and running off existing leases. There will be no investment in new inventory
- Plan to recover ~\$100M of the ~\$260M residual exposure to 19<sup>th</sup> Capital's assets by end of 2019

➤ **Change in strategic direction results in a ~\$360M net after-tax charge**

# Our plan for 19<sup>th</sup> Capital is designed to minimize risk as we pursue an orderly run off of the business

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## 1 Element will take full ownership of 19<sup>th</sup> Capital to assert control and to consolidate the assets on our balance sheet

- Removes partner facing significant issues and distractions within its own business
- Full ownership provides surety to tax benefits

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## 2 As sole owner, Element will ensure management at 19<sup>th</sup> Capital is focused on executing our plan

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## 3 New management will take immediate steps to improve near term business outcomes at 19<sup>th</sup> Capital

- Better service existing customers
- Improve asset utilization and business performance
  - Accelerated disposal of idle truck inventory
  - Run off existing leases
  - Selected new originations only in circumstances where economics are compelling
  - No investment in new inventory
- Closely manage relationships with third party lenders
- Ensure employee and customer commitment

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## 4 We will evaluate our range of options, and estimate it will take up to 36 months to complete an orderly run off of 19<sup>th</sup> Capital

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➤ **We expect to recover ~\$100M of our ~\$260M residual investment in 19<sup>th</sup> Capital by the end of 2019**





**Strengthen the  
balance sheet**



# Strengthen the balance sheet

Element will strengthen the balance sheet by maintaining a strong investment-grade capital structure and addressing its near-term maturities

## Additional equity capital

- \$300M common share offering to recapitalize the balance sheet
- Commitment to maintaining a strong investment grade capital structure
  - Rating agencies have been consulted: Management expects that both DBRS and Fitch will affirm our ratings at BBB+
  - Fitch's negative outlook will be addressed through the execution of the strategic plan and the performance of new management
- Element has also engaged with the members of its senior lending syndicate, and secured lender support to implement the strategic plan

## 2019 convertible debenture

- \$345M convertible debenture matures in June 2019
- Element expects to substantially pre-fund the 2019 maturity through
  - The planned sale of non-core assets
  - the implementation of a DRIP, and
  - refinancing certain ABS assets, creating ~\$160M in additional borrowing base

# Strengthen the balance sheet *cont'd*

Reducing the dividend will strengthen Element's capital position, fund the transformation plan and allow for further investment in growth initiatives

## Dividend reduction

- 40% reduction in the annual dividend (from \$0.30 to \$0.18) is expected to create ~\$100M of retained equity over the next two years
- Retained cash will be used to fund the required investments in the transformation plan

## Initiation of DRIP program

- DRIP discount of 2%
- Commences with next quarterly dividend announcement (Q4 2018)
- Expected to generate immediate retained cash flow that can be used to reduce leverage over time

# Summary



# We are already delivering

## **Built a well-balanced leadership team mixing new talent and extensive experience in our business**

- Jim Halliday, COO (15 years at Element and PHH in leadership roles)
- Vito Culmone, CFO (formerly at Shaw and WestJet)
- Jon Parker, EVP Enterprise Sales (joined Element from GE)
- Jacqui McGillivray, CHRO (formerly at Cenovus, Talisman and RBC)
- Karen Martin, EVP and Treasurer (joined Element in 2012, formerly at Xceed Mortgage)
- Scott Davidson, EVP of Corporate Development (formerly at Canaccord Genuity)

## **Secured ~40 Quick Wins delivering ~\$30M in run-rate operating income profitability**

- Organizational simplification including rationalization and streamlining of leadership
- Strategic sourcing initiatives that shift volume to higher value suppliers

## **Implemented a Transformation Management Office to accelerate and ensure delivery on the ~\$150M annual pre-tax run-rate profitability improvement**

## **Executing on the acquisition and restructuring of the 19<sup>th</sup> Capital joint venture**

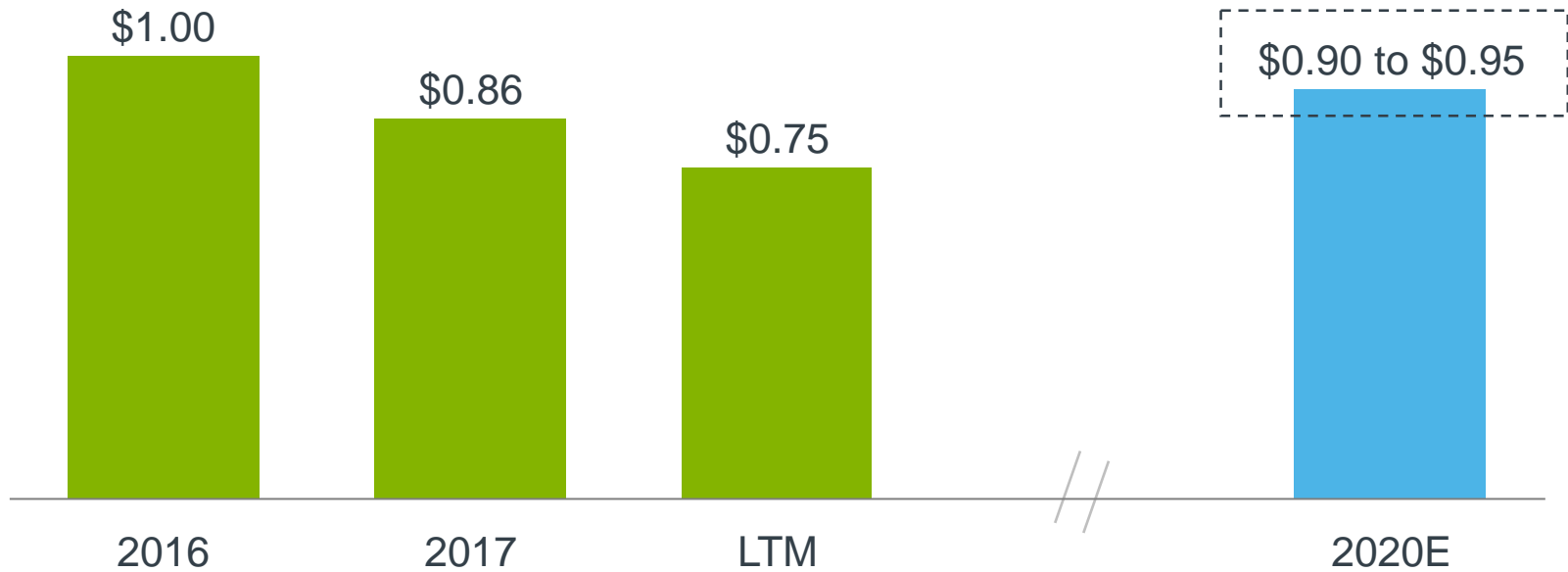
## **Expanded borrowing base by ~\$160M through the refinancing of certain ABS assets**

# Key components of reset

<b>1</b>	<b>Staged execution</b>	<ul style="list-style-type: none"><li>• While program is front-loaded, clear decisions made to avoid growth and futuristic initiatives that would require additional capabilities and detract focus from core</li></ul>
<b>2</b>	<b>Collection of smaller projects</b>	<ul style="list-style-type: none"><li>• Unlike integration, execution plan is comprised of several workstreams and many smaller underlying projects – value is distributed across several efforts / teams</li></ul>
<b>3</b>	<b>Transformation office</b>	<ul style="list-style-type: none"><li>• Engage the Boston Consulting Group to leverage their experience in leading large-scale transformative efforts to ensure pace, rigour, effective coordination, and above all – commitment to delivering</li></ul>
<b>4</b>	<b>Customer retention</b>	<ul style="list-style-type: none"><li>• Beyond normal business as usual activities, significant resources dedicated to pure customer churn management and customer experience – to manage customer leakage</li></ul>
<b>5</b>	<b>Change management</b>	<ul style="list-style-type: none"><li>• An Element first – a true change management program to manage talent risk and support people development and training through the transition (Korn Ferry engaged)</li></ul>
<b>6</b>	<b>Organization simplification</b>	<ul style="list-style-type: none"><li>• Clarification of roles and responsibilities, lower number of individuals executing key tasks driving accountability and collaboration</li></ul>
<b>7</b>	<b>New leadership team</b>	<ul style="list-style-type: none"><li>• Significant time investment committed to role transition and cutover processes to put in place a leadership team with a fresh perspective and experience in change</li></ul>

# Financial outlook

## Consolidated after-tax adjusted operating income per share



LTM as of June 30, 2018  
Note: 2020 estimate are on a currency neutral basis

➤ **Element is expected to generate after-tax adjusted operating income per share of \$0.90 to \$0.95 in FY 2020**

# Our promise: Be realistic, transparent and accountable



**Realistic goals**

**Realistic path to  
achieve them**



**Transparent  
communication**

**Transparent reporting**



**Clear accountability  
through implementation  
of a management report  
card**

➤ **Watch what we do. You will see proof in the actions we take.  
We will constantly communicate with all stakeholders and  
show our results with regular report cards.**



## Element investment highlights

- 1** A leading global fleet management company
- 2** Customer-centric strategy driven by a full-service, technology-enabled model
- 3** Diversified across different revenue streams, client types, geographies and funding sources
- 4** Accountable new management with proven ability to deliver shareholder value
- 5** Transformational reset underway to meaningfully improve earnings, move beyond legacy issues and position the company for growth