



Deal Factsheet

Superior Industries International, Inc.'s Acquisition of UNIWHEELS AG

One of the Largest Global Automotive OEM Suppliers of Aluminum Wheels, created by combining the #1 North American and #3 European suppliers



Global Partner

to automotive OEMs in Europe and North America



Competitive Manufacturing Footprint

Poland, Germany, US and Mexico



Merged Engineering and R&D

to create the most innovative aluminum wheels

Combined Company:



More than \$1.2 Billion in Combined Revenue



Immediately Accretive and \$15 Million in Operating Synergies



No Manufacturing Overlap

Diversified Customer Base:

Superior



UNIWHEELS OEM



UNIWHEELS AFTERMARKET



AT A GLANCE:

Profiles

Superior has entered into a definitive agreement to acquire UNIWHEELS AG's majority shareholder through a tender.

- ✓ Superior is the largest manufacturer of aluminum wheels for automotive OEMs in North America. Four manufacturing facilities in Mexico and one in Arkansas.
- ✓ UNIWHEELS is the third largest manufacturer of aluminum wheels for automotive OEMs and the leading producer of aluminum wheels for the aftermarket in Europe. Three manufacturing facilities in Poland and one in Germany.
- ✓ The combined business will be positioned as a leading global partner to automotive OEMs located in both North America and Europe, including Audi/Porsche/Volkswagen, BMW, Jaguar, Land Rover, Mercedes/AMG and Volvo in addition to longstanding customers Ford, General Motors, Nissan, Toyota, among others in North America.
- ✓ Together, Superior and UNIWHEELS will have more than 7,700 employees in Europe and North America, expanding the geographic reach of the company to provide more opportunities to serve its customers.

Strategic

This transformative acquisition creates the second largest provider of aluminum wheels for the automotive market with a highly-diversified customer base, a broad array of value-added products and significant geographic breadth.

- ✓ Increased scale delivers benefits from complementary R&D, engineering capabilities and process technologies that will enhance overall operational efficiency.
- ✓ Leverages global manufacturing capacity of the combined business, creating a larger platform for further investment to design and manufacture the most innovative products for our customers.
- ✓ Creates a diversified global supplier of aluminum wheels with a solid footprint in Europe and North America, while enhancing relationships with its OEM partners. Includes the #1 automotive aftermarket aluminum wheel manufacturer in Europe.
- ✓ Bolsters combined company's human capital by bringing together two highly skilled organizations; UNIWHEELS' experience in Europe and Superior's experience in North America.

Financial

The acquisition's attractive fundamentals support near- and long-term shareholder value.

- ✓ Significant synergy opportunities driven by scale, increased productivity, and additional manufacturing capacity from improved operating effectiveness.
- ✓ The new company anticipates \$15 million in annual run-rate synergies by 2020.
- ✓ Transaction brings premier equity partner, TPG Growth, with a strong track record of investing in transformational growth businesses.
- ✓ The acquisition will be immediately accretive to EPS.

Terms of Agreement

- Majority shareholder of UNIWHEELS AG, UNIWHEELS Holdings (Malta), has irrevocably agreed to tender its shares.
- Aggregate equity purchase price, assuming all outstanding shares are tendered, is approximately \$715 million.
- Superior expects to fund the transaction with approximately \$660 million of newly funded debt.
- The funding commitment also includes a \$150 million revolving credit facility.
- Long-term, Superior has targeted a leverage ratio of 2.0x net debt to EBITDA.
- Transaction approved by Boards of Directors of Superior and UNIWHEELS Holdings (Malta).
- The tender offer is expected to close by the end of May 2017.