

### OUR PURPOSE

To help our customers enrich the beauty, productivity and sustainability of the land. OUR VISION To be the most trusted leader

in solutions for

the outdoor

Every day. Everywhere.

environment.

### OUR MISSION

To deliver superior innovation and to deliver superior customer care.



#### **OUR GUIDING PRINCIPLES**

The Toro Company's success is founded on a long history of caring relationships based on trust and integrity. These relationships are the foundation on which we build market leadership with the best in innovative products and solutions to make outdoor environments beautiful, productive, and sustainable. We are entrusted to strengthen this legacy of excellence.

## Help Our Customers

## Most Trusted

Superior Innovation & Superior Customer Care

## Caring Relationships

## **SAFE HARBOR**

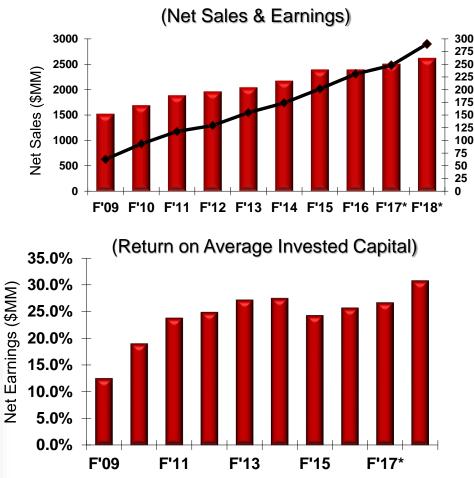
- This presentation contains forward-looking statements regarding our proposed acquisition of The Charles Machine Works, Inc., our business, future financial and operating results made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995.
- These forward-looking statements are based on management's current assumptions and expectations of future events.
- Actual events and results may differ from those predicted, including for the proposed acquisition, delays in completing the transaction or not completing it at all; delays or failure by Toro in achieving expected synergies and EPS impact; integration challenges; and unanticipated liabilities or exposures.
- Please refer to the cautionary statement and risk factors in our most recent annual report on Form 10-K, subsequent quarterly reports on Form 10-Q, and other filings with the Securities and Exchange Commission.
- This presentation also contains Non-GAAP financial measures and more information about our use of such Non-GAAP financial measures, as well as a reconciliation of the most directly comparable GAAP financial measure to the corresponding Non-GAAP financial measure, can be found in our related financial filings in the section titled "Non-GAAP Financial Measures."

### INVESTMENT SUMMARY (NYSE: TTC)

### **Summary & Financial Performance**

- Rich History and Deep Expertise in Solutions for the Outdoor Environment & Development of Distribution and Customer Care Networks
- Diverse Portfolio of Markets & Products
- Innovation & Brand Leadership
- Strong Financial Performance





\*Non-GAAP Measures: refer to the Appendix of this presentation for additional information and reconciliation

## **DIVERSE PORTFOLIO** F'18 REVENUES—\$2.6 BILLION

### **Products** Segments Equipment 84% Irrigation **Professional** 16% 74% Residential **United States** 75% 25% Other International 25%

**Professional** F'18 Sales: \$1.95B F'18 Segment Earnings: 20.5% **Residential** F'18 Sales: \$650M F'18 Segment Earnings: 9.9%

# PROFESSIONAL SEGMENT

## **Charles Machine Works**

- Strong underground construction brands
- Global network of world class dealers
- Long-standing customer relationships

## Growth opportunities

- Infrastructure (water, wastewater)
- Telecom (fiber optics, 5G)
- Utilities (gas, electricity)





**Mitch** 

MTI

TRENCOR

DWTXS

Cradius

**SUBSITE** 

# **PROFESSIONAL SEGMENT**

## Landscape and Grounds Market

Turf Equipment

Snow & Ice Management Irrigation & Lighting Rental & Specialty Construction



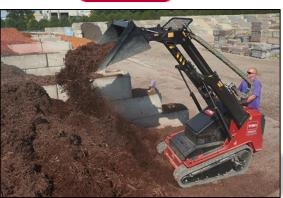
The Toro Company

- Serving Contractor Needs Year-Round
- Heavy Use Drives Replacement & Parts
- TTC Advantage
  - Leverage Brand & Product Leadership
  - Product Innovation, Durability & Quality











# PROFESSIONAL SEGMENT

## **Golf Market**

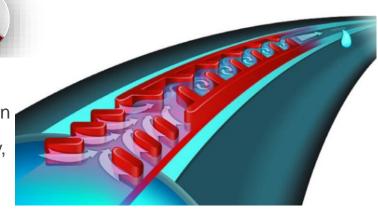


- Turf Equipment & Irrigation Systems
- TTC Advantage
  - Innovation & Performance—Share Gain & Margin Expansion
  - Strong Network of Distributors, Relationships & Customer Care

## **Micro-Irrigation Market**

- Fundamentals & Opportunities
  - Efficient Water Use & Higher Demand for Food Production
  - Increase Yields & Reduce Resources (*e.g.* Water, Energy, Fertilizer)
- TTC Advantage
  - Product Quality & Innovation—Blue Stripe® and AquaTraxx®
  - Leverage Investments in New Geographic Markets





	Flood	Center Pivot	Micro		
Acreage	50%	40%	10%		
Efficiency	40%	70%	90%+		

## **RESIDENTIAL SEGMENT**

### For the Homeowner



 Walk-Behind & ZTR Mowers, Snow Throwers, Handheld Maintenance Products

## TTC Advantage

- Powerful Brands
- Leadership in Product Innovation, Quality & Durability
- Strong Home Center Relationship
- Strong Servicing Dealer Network





Customer Reviews "I love the snow blower it had no problems whatsoever working through the ice and snow. I'm very pleased with this product."

LawrenceSanders - Ohio Great Product

## **BENEFITS OF COMPLEMENTARY BUSINESSES**

### Water-Saving Solutions

We all play a part in protecting our water resources. Toro's many advanced irrigation technologies help you water more efficiently, while still getting those great results you desire. Innovation Transference

## Professional

Production • Optimization

## Residential

Bolsters Brand Recognition



All-Season Power. More products in the Flex-Force battery line, from mowers to string trimmers to snow blowers (coming soon).



The industry's first and only fairway mower with a true hybrid drive system.

## F'19 Q2 RESULTS (RELEASED MAY 23, 2019)

	AS REF	PORTED	AS ADJUSTED*				
	F'19 Q2	▲ from F'18 Q2	F'19 Q2	▲ from F'18 Q2			
Revenues	\$962.0M	+9.9%					
Gross Profit	\$321.3M	-0.9%	\$330.8M	+2.1%			
Gross Margin (% of Revenues)	33.4%	-360 bps	34.4%	-260 bps			
Operating Earnings	\$137.7M	-19.1%	\$157.8M	-7.3%			
<b>Operating Earnings</b> (% of Revenues)	14.3%	-520 bps	16.4%	-310 bps			
Earnings Before Income Taxes	\$137.2M	-18.9%	\$157.3M	-7.0%			
Net Earnings	\$115.6M	-12.0%	\$126.0M	-3.3%			
Diluted EPS	\$1.07	-11.6%	\$1.17	-2.5%			

## F'19 YEAR TO DATE RESULTS (RELEASED MAY 23, 2019)

	AS REP	ORTED	AS ADJUSTED*				
	F'19 YTD	▲ from F'18 YTD	F'19 YTD	▲ from F'18 YTD			
Revenues	\$1,565.0M	+9.9%					
Gross Profit (\$)	\$536.9M	+1.6%	\$546.4M	+3.4%			
Gross Margin (% of Revenues)	34.3%	-280 bps	34.9%	-220 bps			
Operating Earnings	\$207.8M	-12.4%	\$229.5M	-3.2%			
<b>Operating Earnings</b> (% of Revenues)	13.3%	-340 bps	14.7%	-200 bps			
Earnings Before Income Taxes	\$207.2M	-12.0%	\$229.0M	-2.8%			
Net Earnings	\$175.1M	+13.8%	\$182.7M	+0.1%			
Diluted EPS	\$1.62	+14.9%	\$1.69	+0.6%			

### DRIVING CONTINUOUS IMPROVEMENT THROUGH EMPLOYEE INITIATIVES



<u>F'01 – F'03</u>

Goal to achieve 5% PAT



- <u>F'04 F'06</u> Goal to achieve "6%+" PAT
- ✓ Goal to drive 8%
  3 year compound .
  revenue growth
- ✓ Began LEAN journey



- <u>F'07 F'09</u>
- Goal to drive 3 year compound revenue growth of 8%
- Goal to achieve "7%+" PAT
  - Working capital as % of sales "in the teens"



✓ Singular Goal – 5% PAT



<u>F'11 – F'14</u>

- \$100M+ organic
  growth each year
- ✓ 12%+ operating earnings by end of F'14



5% or more

each year

F'17

 $\checkmark$ 

organic growth

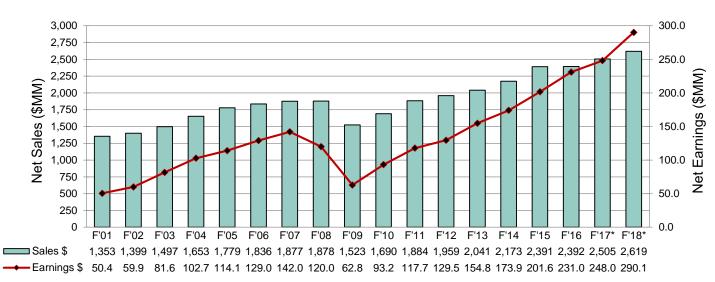
13%+ operating

earnings by end of

Customer Needs • My Commitment • Our Future

### <u>F'18 – F'20</u>

- 5% or more organic growth each year
- 15.5% or more operating earnings by end of F'20
- Working capital below 13% by end of F'17



\*Non-GAAP Measures: refer to the Appendix of this presentation for additional information and reconciliation

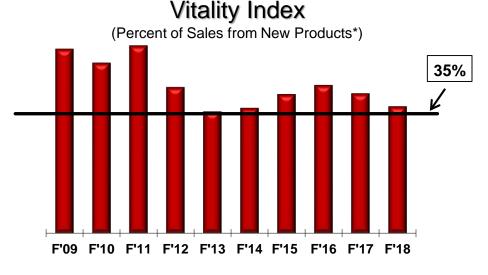
## CORPORATE RESPONSIBILITY

- The Toro Company continually seeks to improve its energy efficiency and reduce the environmental footprint of its global manufacturing facilities.
- The Toro Company's values-based culture governs how our people conduct business, interact with each other, and support our customers.
- The Toro Company was founded on an unwavering conviction to conduct business according to the highest standards of ethical behavior.
- The Toro Company believes that along with its industry leadership and financial success comes a responsibility to give back to the communities in which our employees live and work.
- As we strive to attract and retain the very best employees, we are committed to fostering an atmosphere that embraces diversity and supports Toro's programs and policies related to equal opportunity.
- The Toro Company is committed to developing innovative and safe products that yield performance, productivity and environmental benefits for our customers.

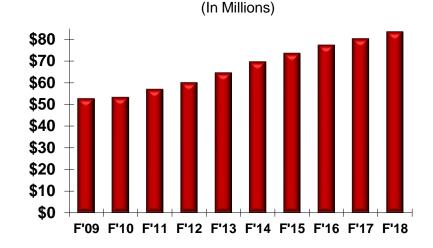


## INVESTMENTS IN GROWTH The Toro Company

- Leadership Through Innovation
  - Sustained 3%+ Investment in Research & Engineering
  - Passion to Address Customers Unmet Needs
  - Drive Market Share Gains & Margin Expansion
- Acquisitions
  - Bias for Professional, Global, Water & Technology
  - Seeking Platforms for Growth—Adjacencies to Core Businesses
  - Diligent Process—Right Opportunity & Price



# Boss and



**R&E** Investment

15

## CAPITAL DEPLOYMENT

### Cash From Operations



Free Cash Flow Conversion to Approximate Net Income Over Time

### **Operating and Growth Needs**

- Internal Productive Assets
- Acquisitions & Alliances



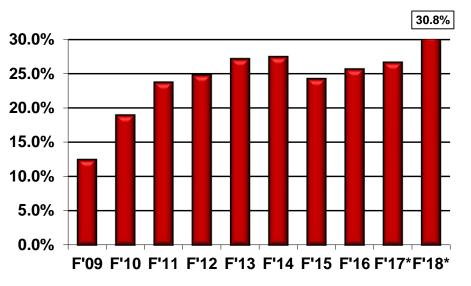


### Return to Shareholders / Debt Repayment

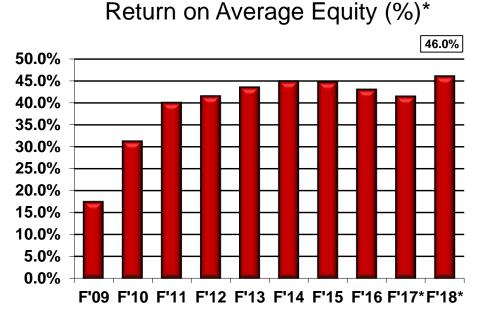
- Regular Dividends (30-40% of 3-Yr Average Reported EPS)
- Debt Repayment / Share Repurchases

(\$ millions)	F'10	F'11	F'12	F'13	F'14	F'15	F'16	F'17	F'18
Operating Cash Flow	\$193	\$120	\$200	\$234	\$197	\$250	\$384	\$361	\$365
Capital Expenditures	\$49	\$57	\$43	\$49	\$71	\$56	\$51	\$58	\$90
Strategic Acquisitions (net of cash)	\$10	\$15	\$10	\$2	\$1	\$198	\$0	\$24	\$31
Dividends Paid	\$24	\$25	\$26	\$32	\$45	\$56	\$66	\$76	\$85
Share Repurchases	\$136	\$130	\$93	\$99	\$102	\$106	\$110	\$159	\$160
Total Capital Deployed	\$218	\$227	\$172	\$183	\$219	\$416	\$227	\$318	\$367
% of Operating Cash Flow	113%	190%	86%	78%	111%	167%	59%	88%	101%

## **KEY PERFORMANCE MEASURES**



### Return on Average Invested Capital (%)\*

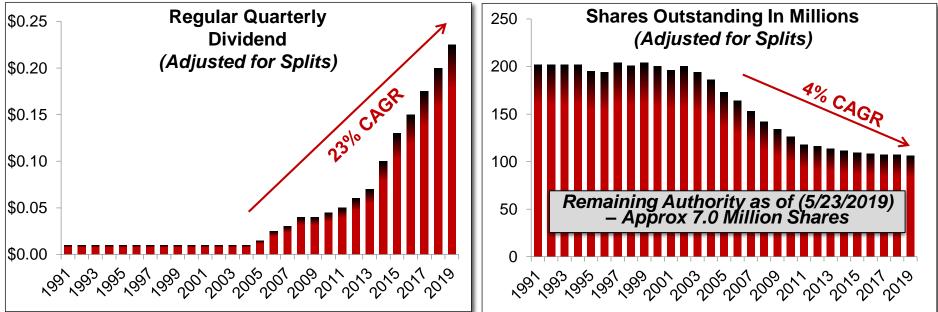


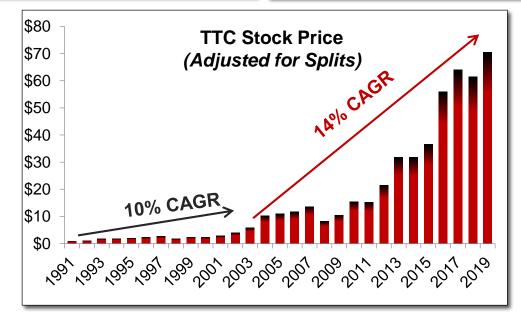
### **Cash Flow**

	F'10	F'11	F'12	F'13	F'14	F'15	F'16	F'17	F'18
Operating Activities Net Cash	\$193.2M	\$119.9M	\$199.9M	\$234.4M	\$196.9M	\$249.6M	\$384.3M	\$360.7M	\$364.8M
Cap Ex	(\$48.7M)	(\$57.4M)	(\$43.2M)	(\$49.4M)	(\$71.1M)	(\$56.4M)	(\$50.7M)	(\$58.3M)	(\$90.1M)
Free Cash Flow	\$144.5M	\$62.5M	\$156.7 <b>M</b>	\$184.9M	\$125.8M	\$193.2M	\$333.6M	\$302.5M	\$274.7M

\*Non-GAAP Measures: refer to the Appendix of this presentation for additional information and reconciliation

## **INCREASING SHAREHOLDER VALUE**





## SUMMARY GAINING MOMENTUM

### **Building on a Solid Foundation** Beginning our Second Century of Innovation, Relationships & Excellence Enduring Company Culture & Effective Employee Initiatives Demonstrated Consistent Financial Performance Leveraging a High Value Business Model Diverse Portfolio with Strong Brands & Market Share Solid Financial Returns & Strong Balance Sheet Consistent Return of Value to Shareholders Driving Growth and Profitability Mid-Single Digit Organic Growth Annually Market Share & Margin Expansion Opportunities Disciplined Process & Financial Capacity for Acquisitions

## GUIDANCE (AS OF MAY 23, 2019)

### F'19 FY:

Adjusted EPS*	~ \$2.90 - \$3.00
Revenue	~ 3.2B
Adjusted Gross Margin*	Expect second half y/y improvement in all businesses
Adjusted Effective Tax Rate*	~ 20.5%
CapEx	~ 2.5 - 3% of revenue
Interest Expense	~ \$32M
Share Repurchases	Expect to curtail for the remainder of F'19 to repay acquisition debt
Free Cash Flow*	~ 80 - 90% Reported net income conversion
Q3 Adjusted EPS*	~ \$0.70 - \$0.75

\*Non-GAAP Measures: refer to the Appendix of this presentation for additional information and reconciliation.





## **NON-GAAP FINANCIAL MEASURES**

- This presentation contains certain non-GAAP financial measures.
- Management believes that the presentation of the non-GAAP measures provides useful information to investors and that these measures may assist investors in evaluating our operations.
- This Appendix includes a reconciliation of the non-GAAP financial measures used in the presentation to the most directly comparable GAAP financial measure.
- Non-GAAP financial measures have limitations as analytical tools, and should not be considered in isolation, or as a substitute for, our financial results prepared in accordance with U.S. GAAP.
- Investors should note that any non-GAAP financial measure we use may not be the same non-GAAP financial measure, and may not be calculated in the same manner, as that of other companies.

## NON-GAAP RECONCILIATIONS

### Return on Average Invested Capital (%)

(\$ in Millions)	F'09	F'10	F'11	F'12	F'13	F'14	F'15	F'16	F'17*	F'18*
Op Earn * (1-Tax Rate)	\$75.6	\$99.8	\$124.2	\$135.7	\$157.5	\$178.4	\$207.2	\$233.7	\$249.3	\$290.6
Avg. Quarterly Capital Utilized	\$606.0	\$526.6	\$522.0	\$544.1	\$579.5	\$649.1	\$852.7	\$910.1	\$935.4	\$944.0
ROIC	12.5%	19.0%	23.8%	24.9%	27.2%	27.5%	24.3%	25.7%	26.7%	30.8%

<u>Operating Earnings\* (1-Tax Rate)</u> Avg. Quarterly Capital Utilized = ROIC

### Return on Average Equity (%)

(\$ in Millions)	F'09	F'10	F'11	F'12	F'13	F'14	F'15	F'16	F'17*	F'18*
Net Income	\$62.8	\$93.2	\$117.7	\$129.5	\$154.8	\$173.9	\$201.6	\$231.0	\$248.0	\$290.1
Avg. Quarterly Equity	\$361.3	\$298.6	\$294.4	\$312.4	\$355.8	\$387.1	\$451.0	\$537.6	\$599.5	\$630.8
ROAE	17.4%	31.2%	40.0%	41.5%	43.5%	44.9%	44.7%	43.0%	41.4%	46.0%

Net Income Avg. Quarterly Equity = ROAE

### Q2 & FIRST SIX MONTHS NON-GAAP RECONCILIATIONS

The following is a reconciliation for our reported gross profit, operating earnings, net earnings, reported diluted earnings per share (EPS), and reported effective tax rate to our adjusted net earnings, adjusted diluted EPS, and adjusted effective tax rate:

		Three Mo	o <b>nth</b> s l	Ended	Six Months Ended			
	N	fay 3, 2019	M	fay 4, 2018	M	fay 3, 2019	M	fay 4, 2018
Gross profit	\$	321,298	\$	324,056	\$	536,915	\$	528,295
Acquisition-related costs <sup>1</sup>		9,519		-		9,519		_
Adjusted non-GAAP gross profit	\$	330,817	\$	324,056	\$	546,434	\$	528,295
Operating earnings	\$	137,725	\$	170,273	\$	207,779	\$	237,195
Acquisition-related costs <sup>1</sup>		20,107		_		21,754		_
Adjusted non-GAAP operating earnings	\$	157,832	\$	170,273	\$	229,533	\$	237,195
Earnings before income taxes	\$	137,180	\$	169,166	\$	207,200	\$	235,551
Acquisition-related costs <sup>1</sup>		20,107		_		21,754		_
Adjusted non-GAAP earnings before income taxes	\$	157,287	\$	169,166	\$	228,954	\$	235,551
Net earnings	\$	115,570	\$	131,289	\$	175,110	\$	153,893
Acquisition-related costs <sup>1</sup>		16,352		-		17,862		-
Tax impact of share-based compensation <sup>2</sup>		(5,957)		(1,037)		(10,318)		(4,613)
U.S. Tax Reform <sup>3</sup>		_	-			-		33,113
Adjusted non-GAAP net earnings	\$	125,965	\$	130,252	\$	182,654	\$	182,393
Diluted EPS	\$	1.07	\$	1.21	\$	1.62	\$	1.41
Acquisition-related costs <sup>1</sup>		0.15		-		0.17		-
Tax impact of share-based compensation <sup>2</sup>		(0.05)		(0.01)		(0.10)		(0.04)
U.S. Tax Reform <sup>3</sup>		_		-		_		0.31
Adjusted non-GAAP diluted EPS	\$	1.17	\$	1.20	\$	1.69	\$	1.68
Effective tax rate		15.8 9	6	22.4%		15.5 %		34.7 %
Acquisition-related costs <sup>1</sup>		(0.2)%		96		(0.3)%		- %
Tax impact of share-based compensation <sup>2</sup>		4.3 9	6	0.6%	5.0 %		6	1.9 %
U.S. Tax Reform <sup>3</sup>		<u> </u>	%%		6 — %		6	(14.0)%
Adjusted non-GAAP effective tax rate		19.9 %	6	23.0%		20.2 %	ó	22.6 %

## EARNINGS HISTORY

*F'14 - F'18* 

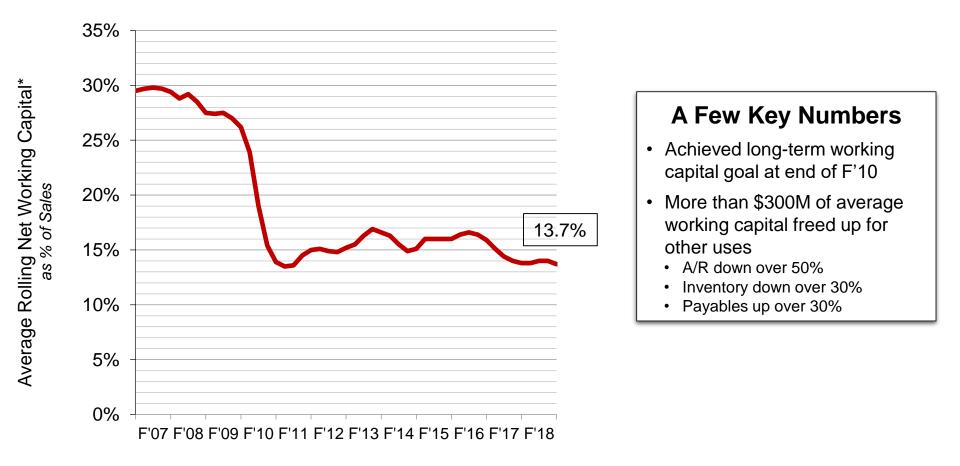
(\$ millions except EPS)		F'14	F'15	F'16	F'17*	F18*
Net Sales		\$2,172.7	\$2,390.9	\$2,392.2	\$2,505.2	\$2,618.7
Per	cent Growth	6.4%	10.0%	0.1%	4.7%	4.5%
Gross Profit		\$773.3	\$835.9	\$874.6	\$920.8	\$941.0
	% of Sales	35.6%	35.0%	36.6%	36.8%	35.9%
SG&A		\$510.1	\$536.8	\$540.2	\$565.7	\$567.9
	% of Sales	23.5%	22.5%	22.6%	22.6%	21.7%
Operating Earnings		\$263.2	\$299.1	\$334.4	\$355.1	\$373.1
	% of Sales	12.1%	12.5%	14.0%	14.2%	14.2%
Other (Inc)/Exp		\$8.7	\$10.7	\$15.4	\$17.2	\$18.4
Interest Expense		-\$15.4	-\$18.8	-\$19.3	-\$19.1	-\$19.1
Pretax Earnings		\$256.4	\$291.0	\$330.5	\$353.2	\$372.4
	% of Sales	11.8%	12.2%	13.8%	14.1%	14.2%
Net Earnings*		\$173.9	\$201.6	\$231.0	\$248.0	\$290.1
	% of Sales	8.0%	8.4%	9.7%	9.9%	11.1%
	% Growth	12.3%	15.9%	14.6%	7.4%	17.0%
EPS*		\$1.51	\$1.78	\$2.06	\$2.23	\$2.67
	% Growth	15.3%	17.5%	15.7%	8.3%	19.7%

\*Non-GAAP Measures: refer to the Appendix of this presentation for additional information and reconciliation

# FYE BALANCE SHEET

(\$ millions)		F'14		F'15		F'16		F'17		F'18
Cash	\$	314.9	\$	126.3	\$	273.6	\$	310.3	\$	289.1
Accts Receivable	\$	158.2	\$	177.0	\$	163.3	\$	183.1	\$	193.2
Inventory	\$	274.6	\$	334.5	\$	307.0	\$	329.0	\$	358.3
Current Assets	\$	781.2	\$	672.6	\$	779.0	\$	859.9	\$	894.6
Total Assets	\$ <sup>^</sup>	1,188.9	\$´	1,300.4	\$´	1,384.6	<b>\$</b> ′	1,493.8	\$´	1,571.0
Short-Term Debt	\$	20.8	\$	0.2	\$	0.0	\$	0.0	\$	0.0
<b>Current Portion LT Debt</b>	\$	6.6	\$	23.1	\$	22.5	\$	26.3	\$	0.0
Total Curr Liabilities	\$	400.4	\$	443.7	\$	163.8	\$	521.8	\$	532.6
Long-Term Debt	\$	343.8	\$	351.6	\$	328.5	\$	305.6	\$	312.5
Equity	\$	408.7	\$	462.2	\$	550.0	\$	617.1	\$	668.9
Total Debt/Capital		47.6%		44.8%		39.0%		35.0%		31.8%
Average Debt	\$	244.1	\$	399.6	\$	373.0	\$	338.3	\$	316.4

## WORKING CAPITAL F'07 - F'18



\*Non-GAAP Measure: Average net working capital as % of net sales for trailing 12 months Net Working Capital = Accounts Receivable+ Net Inventory – Trade Payables

## **MANUFACTURING LOCATIONS**



## MATERIAL COSTS

F'18 Major Components of Cost of Goods Sold

