

# WINNEBAGO INDUSTRIES

WINNEBAGO

GRAND DESIGN

NEWMAR

Chris + Craft

Barletta

Building a Premium Outdoor Lifestyle Company

## Winnebago Industries to Acquire Barletta Pontoon Boats



Accelerates Winnebago Industries' growth trajectory with Barletta's fast-growing, high-quality brand



Similar business models with shared commitment to quality, innovation and service



Adds experienced and talented team of marine industry leaders



Expands Winnebago Industries' marine portfolio and dealer relationship reach into highly-attractive pontoon market segment

- Pontoon market segment delivered 10.2% CAGR since 2010<sup>1</sup> and sales are up 58% YTD<sup>2</sup>



Expected to be accretive to cash EPS and EBITDA margins in year 1 after closing

### Barletta Overview

- ✓ Launched in 2017 and headquartered in Bristol, Indiana with ~310 highly skilled employees. Recently opened manufacturing facility to add production capacity and scale
- ✓ Premium pontoon boat manufacturer with high-quality, innovative products, unrivaled service and strong dealer partner relationships
- ✓ High-quality network of 125 dealer locations across the U.S. and Canada with coast-to-coast coverage and opportunities for expansion into untapped markets

### Premium Product Portfolio

L-Class  
Refined Luxury



Corsa  
Mid-Level Sport

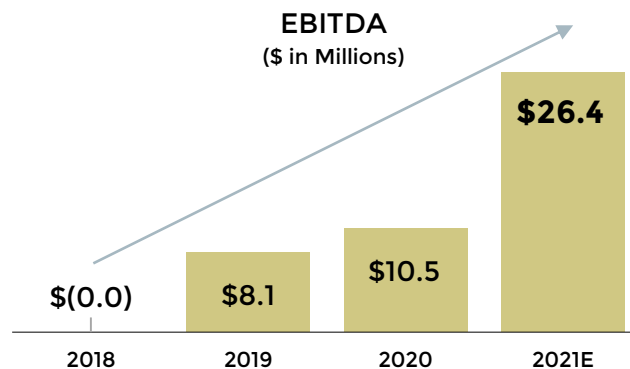
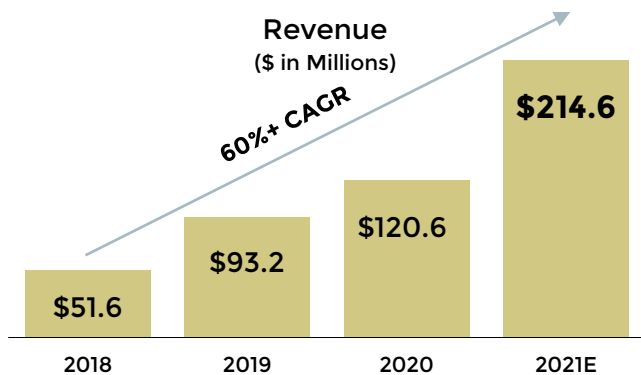


C-Class  
Uncompromised Value



← Opportunity to expand into additional pontoon product lines →

### Strong Revenue and EBITDA Growth

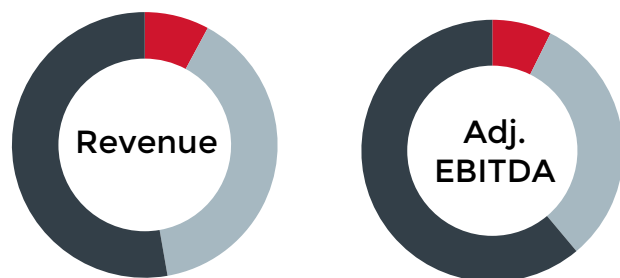


# Transaction Details

## Creates Diversified Outdoor Lifestyle Portfolio

### Pro Forma Winnebago Industries' Breakdown<sup>3</sup>

■ Towables ■ Motorhome ■ Marine



Further diversifies portfolio beyond RVs, expanding presence in growing Marine segment



Meaningful margin expansion opportunity - Barletta growing EBITDA margin from 8.7% in 2020 to 9.5% over the past 12 months as of March 2021



Value creation driven by accelerated revenue growth and accretive margins



Leverages strong balance sheet and preserves liquidity

### Financing

- **Initial \$270M expected consideration**
  - Closing consideration of \$255 million (\$230M in cash on hand and \$25M in newly-issued WGO stock); up to an additional \$15M in WGO stock to be issued upon Barletta's achievement of performance milestones at the end of calendar 2021
  - Values Barletta at ~8.5x its estimated 2021 EBITDA
- **Potential additional cash payments of up to \$50M upon the achievement of certain performance milestones in calendar years 2022 and 2023**
- **Winnebago Industries' pro forma net debt to Adjusted EBITDA ratio expected to be below the target range of 0.9 - 1.5x following the acquisition**

### Closing

- **Expected to close early in the first quarter of Winnebago Industries' Fiscal 2022**
- **Barletta will operate as distinct business unit; public reporting to include the formation of a new Marine segment comprised of Barletta and Chris-Craft**
- **Talented team and Barletta leadership will remain in place**
- **Barletta manufacturing facilities will remain in Bristol, IN**

### Forward-Looking Statements

This document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Investors are cautioned that forward-looking statements are inherently uncertain and involve potential risks and uncertainties. A number of factors could cause actual results to differ materially from these statements, including, but not limited to risks relating to the Company's proposed acquisition of Barletta Pontoon Boats and related companies ("Barletta"), including the possibility that the closing conditions to the contemplated transaction may not be satisfied or waived, including that a governmental entity may prohibit, delay or refuse to grant antitrust approval; delay in closing the transaction or the possibility of non-consummation of the transaction; the occurrence of any event that could give rise to termination of the Purchase Agreement; risks inherent in the achievement of expected financial results and cost synergies for the acquisition and the timing thereof; risks that the pendency, financing, and efforts to consummate the transaction may be disruptive to the Company or Barletta or their respective management teams; the effect of announcing the transaction on Barletta's ability to retain and hire key personnel and maintain relationships with customers, suppliers and other third parties; risks related to integration of the two companies and other factors. Additional information concerning other risks and uncertainties that could cause actual results to differ materially from that projected or suggested is contained in the Company's filings with the Securities and Exchange Commission (SEC) over the last 12 months, copies of which are available from the SEC or from the Company upon request. The Company disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained in this document or to reflect any changes in the Company's expectations after the date of this document or any change in events, conditions or circumstances on which any statement is based, except as required by law.

Barletta EBITDA Reconciliation <sup>4</sup> (\$ - millions)	Barletta 2020 Actual	Barletta 2021 Estimates
Net Income	\$9.8	\$24.7
Interest Expense	0.0	0.0
Provision for Income Taxes	0.0	0.0
Depreciation	0.7	1.7
Amortization	0.0	0.0
<b>EBITDA</b>	<b>\$10.5</b>	<b>\$26.4</b>

<sup>3</sup> Pro forma data consists of Winnebago Industries LTM as of May 29, 2021, and calendar year 2021 estimates for Barletta;  
<sup>4</sup> Data represents Barletta Pontoon Boats.