## SPX.

## 2014 Fourth Quarter Results and 2015 Financial Modeling Targets February 12, 2015





- Certain statements contained in this presentation that are not historical facts, including any statements as to future market conditions, results of operations and financial projections, are forward-looking statements and are thus prospective. These forward-looking statements are subject to risks, uncertainties and other factors which could cause actual results to differ materially from future express or implied results.
- Although SPX believes that the expectations reflected in its forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct. In addition, estimates of future operating results are based on the company's continuing operations, which are subject to change.
- Particular risks facing SPX include risks relating to our proposed spin-off transaction, economic, business and other risks stemming from changes in the economy, our international operations, legal and regulatory risks, cost of raw materials, pricing pressures, pension funding requirements, and integration of acquisitions. More information regarding such risks can be found in SPX's SEC filings.
- Statements in this presentation are only as of the time made, and SPX does not intend to update any statements made in this presentation except as required by regulatory authorities.
- This presentation includes non-GAAP financial measures. A copy of this presentation, including a reconciliation of the non-GAAP financial measures with the most comparable measures calculated and presented in accordance with GAAP, is available on our website at <u>www.spx.com</u>.
- Unless otherwise indicated, amounts in this presentation relate to continuing operations.
- Also, there can be no assurance as to when the company's planned spin-off will be completed, if at all, or if the spin-off will be completed in the form contemplated. Even if the transaction is completed as and on the timetable currently contemplated, the two publicly-traded companies may not realize some of or all projected benefits, or expenses relating to the spin-off may be significantly higher than projected. Following completion of the spin-off, there can be no guarantee the combined value of the common stock of the two publicly traded companies will equal or exceed the value of our stock had the spin-off not occurred.

## Summary of Q4 Accounting and Other Notable Items



#### Q4 2014 EPS Adjustments

- Mark-to-market pension adjustment
- Annual impairment testing
- Taxes related to cash repatriation and discrete tax benefits
- Additional costs/accruals for the Medupi and Kusile power projects in South Africa (*"the South Africa projects"*) related to the deteriorating business environment surrounding the projects, extended project schedules, and continued challenges with our subcontractors
- Charges related to the planned spin-off of our Flow business

We Have Adjusted for These Notable Q4 Items Where Appropriate to Provide Transparency Into Our Core Operational Results

## 2015 Financial Modeling Approach



- In 2015 we are focused on <u>both</u> continued operational improvement <u>and</u> achieving the strategic milestone of separating SPX into two, strong standalone public companies.
- We are providing financial modeling targets for revenue, segment income, EBITDA and other reasonably
  predictable items for SPX as currently reported, and for the two future independent companies.
- We do not believe it is useful to provide 2015 EPS guidance given our plan to complete the spin-off in Q3 2015 and the uncertain timing of related financial impacts.
- However, we do plan to provide regular updates on the actions and related costs associated with the spin-off of our Flow business.

We Do Not Intend to Provide 2015 EPS Guidance Due to the Planned Spin-Off Transaction and Uncertain Timing of Related Financial Impacts

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## Introductory Comments

Chris Kearney, Chairman, President and CEO



## **SPX**

### Q4 2014 Financial Review

#### Summary of Key Q4 Results

- Adjusted EPS from continuing operations of \$2.36
- Adjusted free cash flow of \$204m
- 2.6% organic revenue growth, excluding the South Africa projects
- Adjusted segment income increased 3% over the prior year to \$177m
- Flow segment income margin increased 190 points to 16.2%

Note: See appendix for non-GAAP reconciliations; All data excludes the \$25m of additional costs/accruals related to the South Africa projects

#### Solid Operational Performance in Q4 2014, Excluding the South Africa Projects



### Key Accomplishments in 2014



#### Significant Operational Improvement Across the Organization in 2013 and 2014

## Key Accomplishments in 2014

#### Strategic / Corporate Actions:

- ✓ Generated \$683m in gross divestiture proceeds from the sales of our interest in the EGS joint venture and our Precision Components and TPS businesses
- ✓ Increased annual dividend 50% and repurchased ~\$500m of SPX common stock:
  - Returned \$549m to shareholders in 2014
- ✓ Reduced total debt by 18%, driven by \$500m bond redemption
- ✓ Completed U.S. and U.K. Pension Plan actions
- ✓ Announced plan for tax-free spin-off of our Flow business

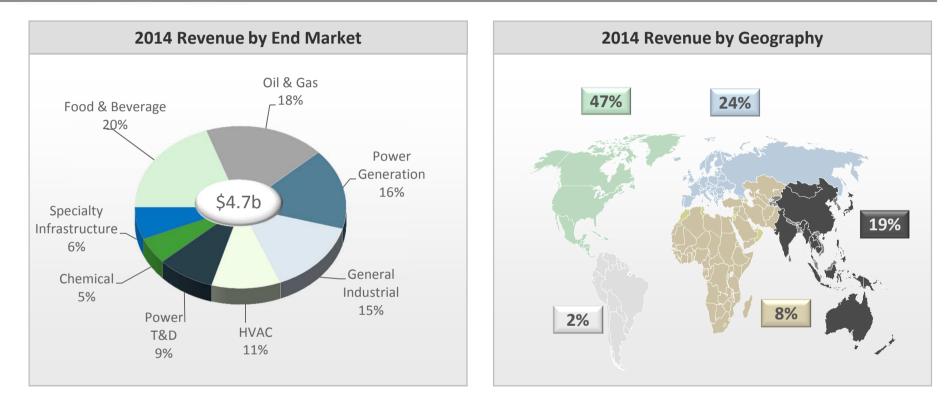
Reduced Debt and Pension Obligations Have Put Us in a Solid Financial Position to Return Capital to Shareholders and Complete the Planned Spin-Off Transaction

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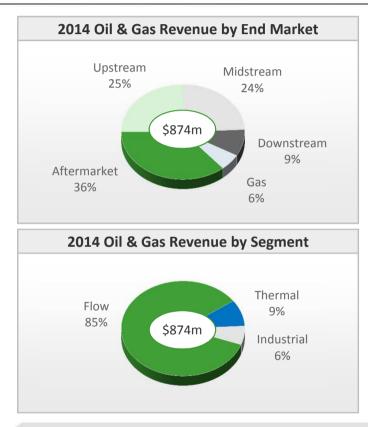


### SPX Consolidated Revenue Profile



18% of Total Revenue is From Sales into Oil & Gas Markets; We Expect Our Diversified Revenue Mix to Mitigate Oil Headwinds

## SPX Oil & Gas Overview



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#### a) <u>Upstream:</u>

Expect new investments to be delayed

#### b) Midstream:

- Expect new pipeline projects to be delayed
- Where permits are in place, there is likely incentive to move forward

#### c) **Downstream**:

Increased consumer demand could provide incentive for investment

#### d) Aftermarket:

- Expect broader aftermarket demand to remain steady given the need to maintain and service existing energy infrastructure
- However, larger aftermarket opportunities could be delayed

#### SPX's Exposure to Upstream Oil is < 5% of Total Revenue; Our Focus is on Driving Aftermarket and Component Initiatives

### Flow End Market Trends

#### Food & Beverage

#### **Components**

 Component and aftermarket orders increased sequentially and year-over-year

#### **Systems**

- Notable Q4 orders:
  - ~\$50m to provide drying equipment for new personal hygiene plants
  - ~\$25m to provide large dairy processing system

#### Power & Energy

#### Oil & Gas

- Q4 2014 marked highest bookings quarter last year for upstream oil and oil pipeline projects
- However, we are seeing weaker order trends at the outset of 2015

#### Power Generation

- Nuclear opportunities developing
- Conventional power investment remains steady at low levels

#### **Industrial Flow**

- Book and turn business steady
- Capital bookings tied indirectly to oil pricing have been delayed
- Steady growth in marine market
- Mining continues to be challenging
- Asia Pacific slowing

Solid Q4 2014 Bookings for Food & Beverage and Power & Energy; For 2015, Expect Organic Revenue to Grow in Food & Beverage/Industrial and Decline in Power & Energy February 12, 2015



## **Thermal End Market Trends**

#### **HVAC**

- Personal comfort heating:
  - Commercial initiatives continue to drive growth
  - Double-digit bookings growth in seasonally strong fourth quarter
- Package cooling towers:
  - High single-digit year-over-year and sequential order growth driven by new products and commercial initiatives

#### **Power Generation**

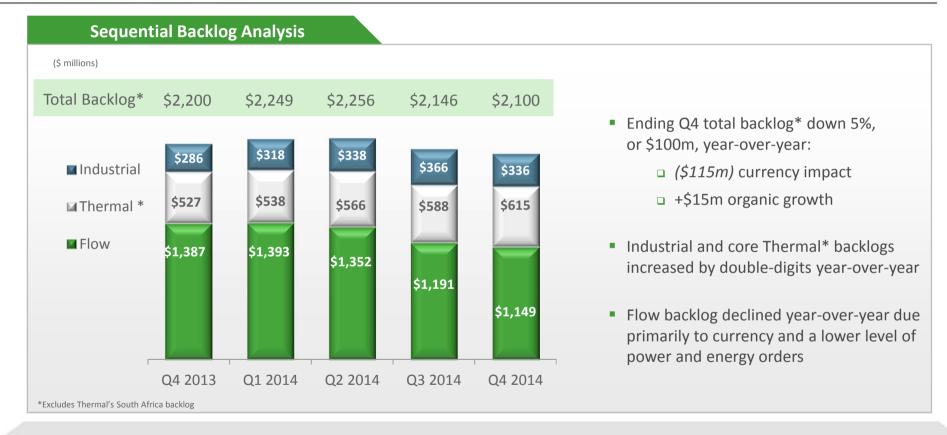
- Notable orders for power generation projects:
  - ~\$70m order in Algeria to provide dry cooling systems for new coal plants
  - □ ~\$25m order in Germany to provide condensers
- South Africa power projects:
  - Deteriorating business environment surrounding the projects
  - Additional project delays announced by Eskom in January 2015
  - On-going challenges with our subcontractors
- China joint venture:
  - Highly competitive environment and slowing demand in Asia Pacific power generation market

#### Thermal's Q4 Orders and Core Backlog Increased by Double-Digits Year-Over-Year



## Backlog

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#### **Total Backlog\* Decreased 5% Year-Over-Year Due to Currency**



## 2015 Revenue and Segment Income % Targets

	Total Revenue Variance to Prior Year	Currency Impact on Revenue	Organic Revenue Growth	Segment Income Margin Expansion
Flow	(8%) to (3%)	~(6%)	(2%) to +3%	~40 points
Thermal	(3%) to +0%	~(4%)	+1% to +4%	~270 points
Industrial	+2% to +5%	~(2%)	+4% to +7%	~40 points

	Consolidated	(5%) to (1%)	(5%)	+90 points		
ſ	Note: 2015 financial modeling targe	ts are based on currency rates as of Febru	ary 1, 2015			-
		Targeting Si	ingle-Digit Organic Revei	nue Growth and		
		~90 Points	s of Segment Income Ma	rgin Expansion		
					February 12, 2015	1

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## Financial Analysis Jeremy Smeltser



## Q4 Earnings Per Share

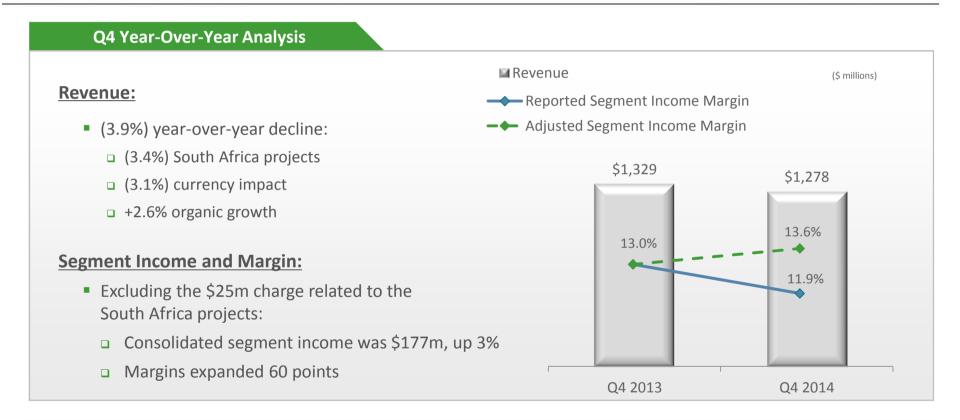


Q4 2014 Adjusted Earnings Per Share		
	<u>EPS</u>	
EPS from continuing operations	(\$0.78)	
Non-service cost pension items (non-cash)	\$1.45	\$86m pre-tax mark-to-market adjustment
Impairments of intangible assets (non-cash)	\$0.74	\$38m pre-tax expense
Taxes on cash repatriation	\$0.46	\$19m of taxes on \$92m of cash repatriated
South Africa charge/accrual (net of minority interest)	\$0.46	\$25m additional costs/accruals on the South Africa projects
Costs related to the spin-off of Flow	\$0.39	Tax-related entity restructuring, bond consent, professional fees
Discrete tax benefits	(\$0.36)	Various items
Adjusted EPS from continuing operations	\$2.36	EPS guidance range was \$2.05 to \$2.30 per share

#### Q4 2014 Adjusted EPS of \$2.36 Per Share Exceeded Adjusted EPS Guidance Range

### **Consolidated Q4 Results**

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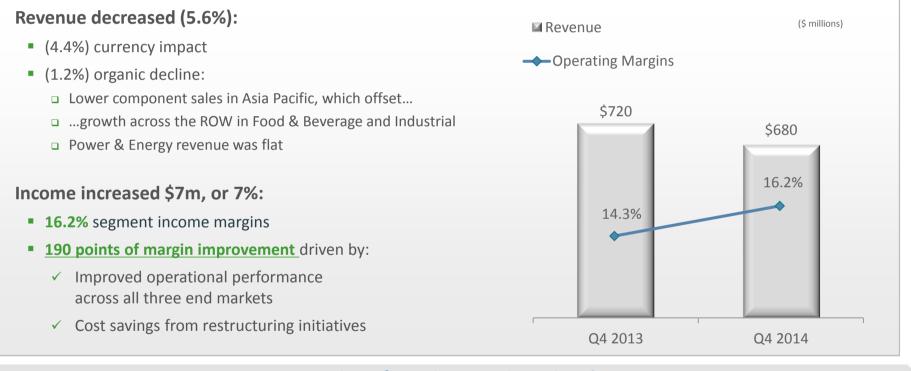


#### 2.6% Organic Revenue Growth and 60 Points of Margin Expansion, Excluding the South Africa Charge

## Flow Technology Q4 Results

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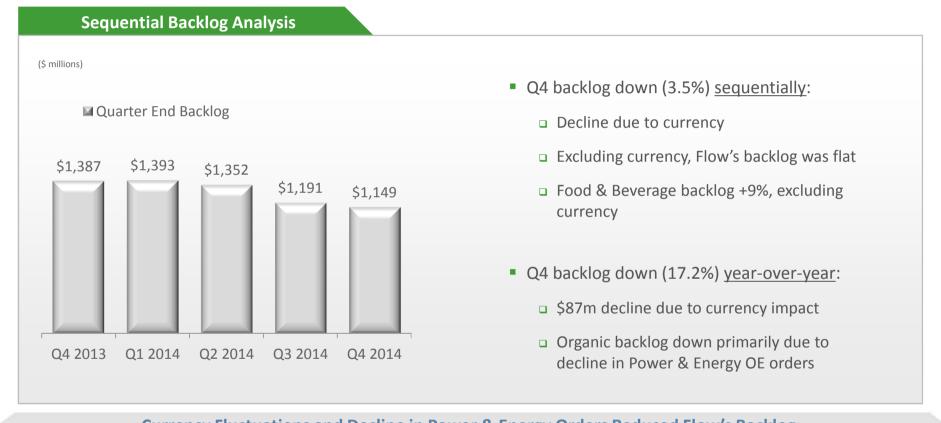
#### Q4 Year-Over-Year Analysis



#### 190 Points of Margin Expansion Driven by Improved Operational Performance Across All Three End Markets

### Flow Technology Backlog

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Currency Fluctuations and Decline in Power & Energy Orders Reduced Flow's Backlog; Q4 Book-to-Bill Was 1x, Driven by Strong Food & Beverage Orders



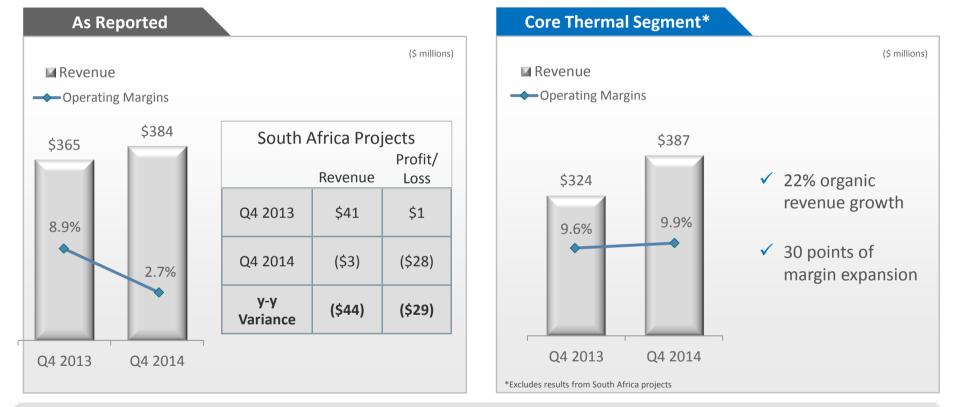
## Flow Technology Full Year Analysis



#### **Increased Long-Term Margin Target to 14% to 16%**

### **Thermal Equipment & Services Q4 Results**

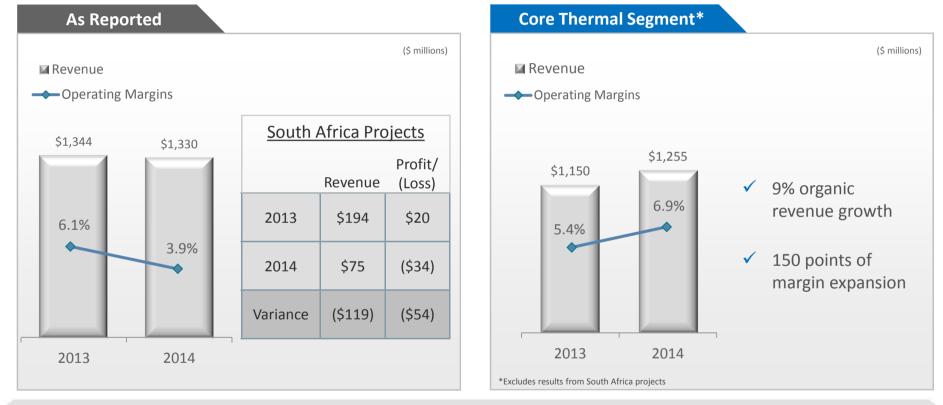




Excluding the South Africa Projects, The Core Thermal Segment Grew Organic Revenues 22% Driven by Commercial Initiatives and a Strong Winter Season for Heating Products

## Thermal Equipment & Services Full Year Analysis

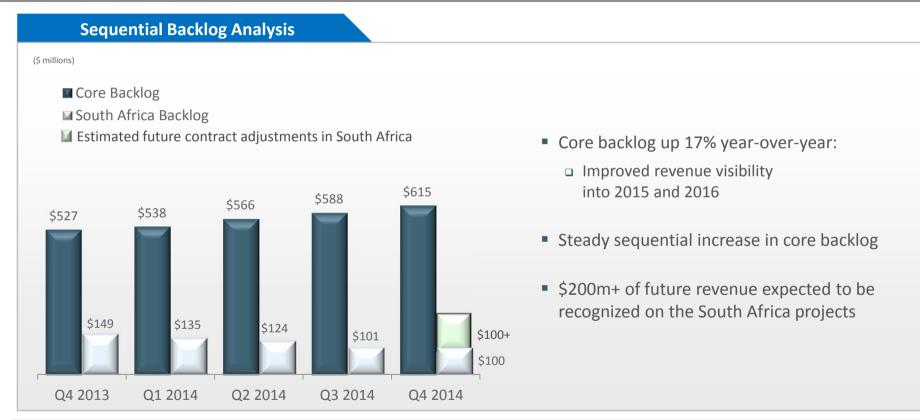




#### The Core Thermal Segment Improved Year-Over-Year with 9% Organic Revenue Growth and 150 Points of Margin Expansion

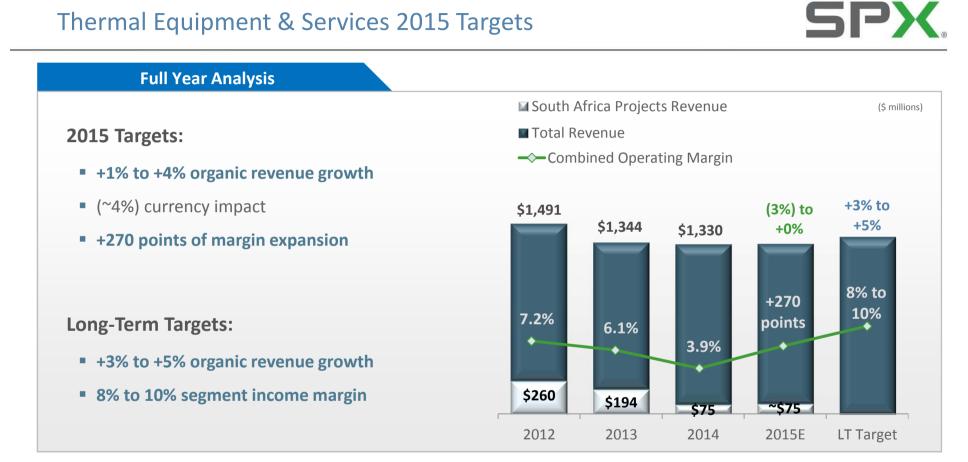
## **Thermal Equipment & Services Backlog**





#### **Core Backlog Increased 17% Year-Over-Year**

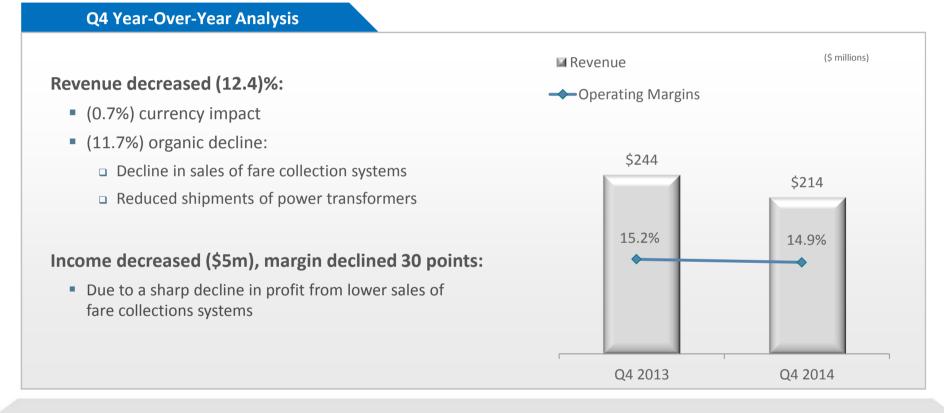
## Thermal Equipment & Services 2015 Targets



#### In 2015, Expect Organic Revenue Growth of 1% to 4% with 270 Points of Margin Expansion



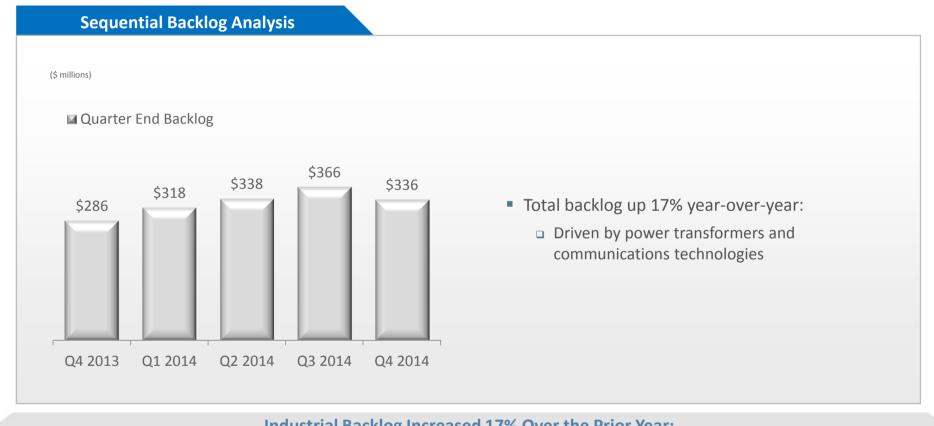
#### Industrial Products & Services Q4 Results



#### **Revenue and Profit Decline Due Primarily to a Sharp Decline in Sales of Fare Collection Systems**

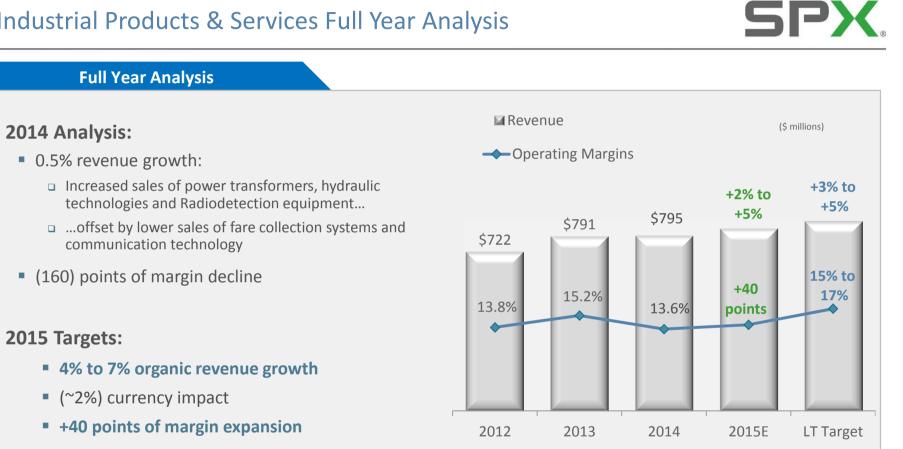
#### Industrial Products & Services Backlog





Industrial Backlog Increased 17% Over the Prior Year; Power Transformer Backlog Increased by Double-Digits Year-Over-Year

### Industrial Products & Services Full Year Analysis



#### In 2015, Expect Growth and Margin Improvement Driven **Primarily by Recovery in the Fare Collection Business**



Note: 2015 financial modeling targets based on currency rates as of February 1, 2015 (1) As defined by SPX's credit facilities (2) Excluding costs related to the spin-off of our Flow business

**2015 Financial Modeling Targets** 

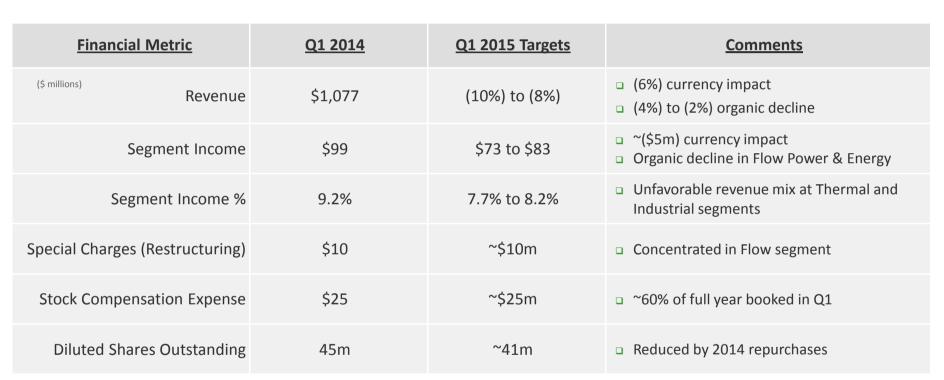
Targeting Single-Digit Organic Revenue Growth and ~90 Points of Segment Income Margin Expansion

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## Q1 2015 Financial Modeling Targets



Note: Q1 2015 financial modeling targets are based on currency rates as of February 1, 2015

**Expect Revenue and Segment Income to be Down Year-Over-Year Primarily as a Result of Currency and Oil Related Headwinds** 

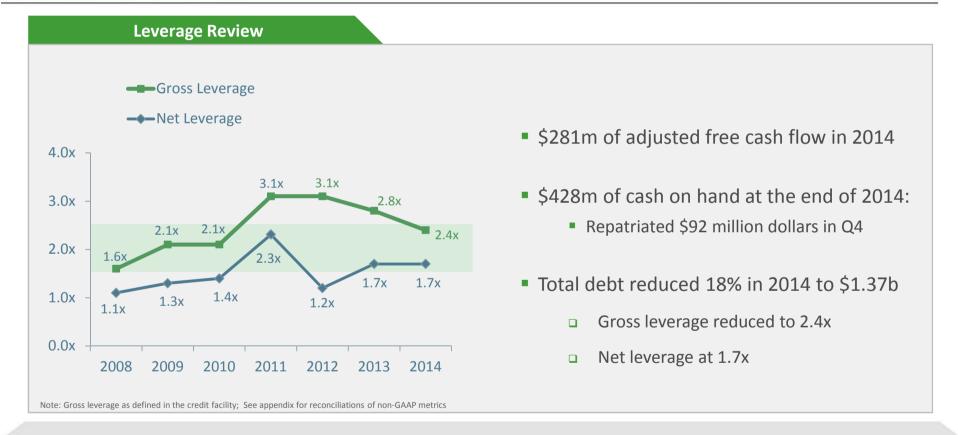
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#### **Financial Position**

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#### Actions Taken in 2013 and 2014 Have Put Us in a Solid Financial Position

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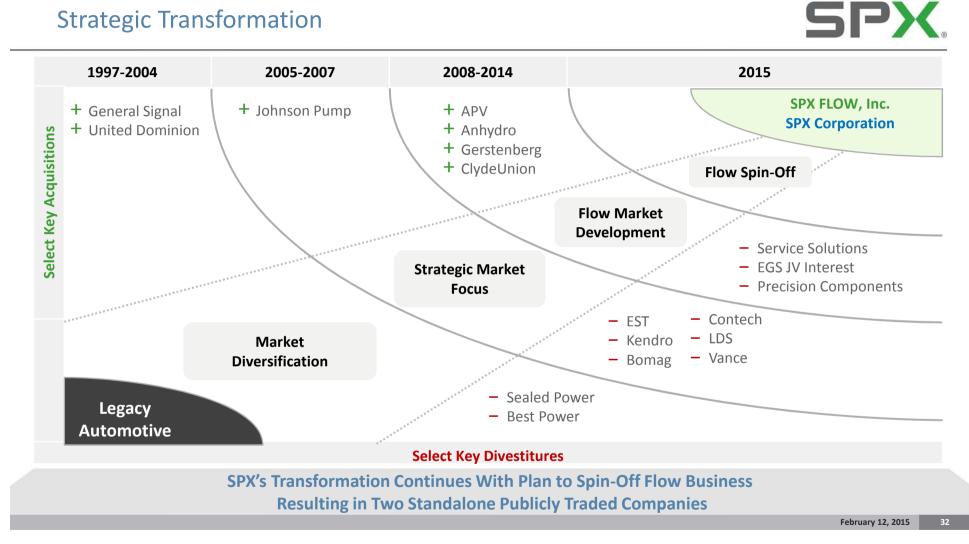
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## **Executive Summary**



### Strategic Transformation



## Strategic Transformation

2015 and Beyond 1997 to 2004 2005 to 2011 2012 to 2014 2 Independent 9 Growth Platforms **3** Core Platforms **3 Key End Markets** Companies **3** Reporting Segments **5** Reporting Segments **4** Reporting Segments 2015E Revenue 2004 Revenue\* 2011 Revenue 2013 Revenue Industrial Industrial Flow SPX FLOW, Inc. 24% 13% 56% ~\$3b Industrial Flow Technical 16% Flow 37% T&M 24% 23% 20% SPX Corporation Service Cooling Thermal ~\$2b Solutions Thermal Tech. 28% 30% 14% 15%

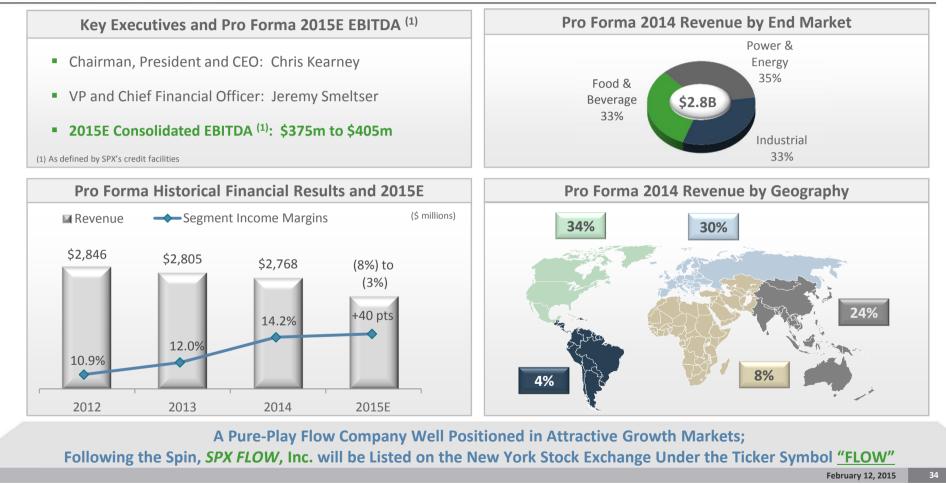
\*2004 revenue includes EST, Kendro and Bomag

We Believe Both Future Companies Will Be Well-Positioned for Success



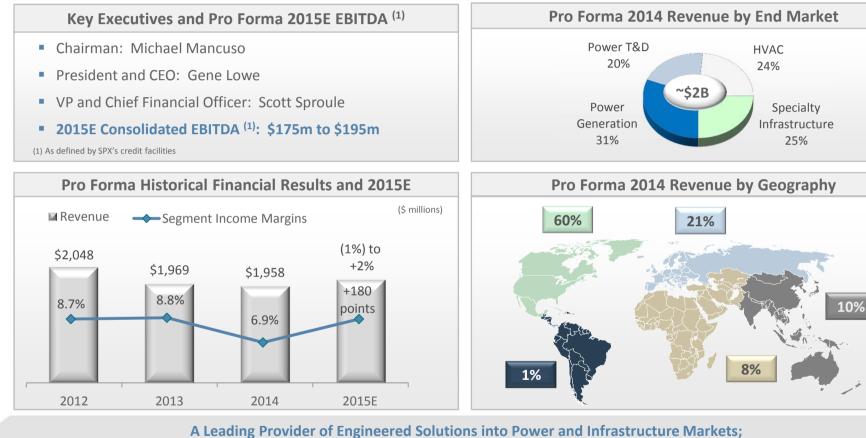
## SPX FLOW, Inc.





## **SPX Corporation**





A Leading Provider of Engineered Solutions into Power and Infrastructure Markets; Following the Spin, SPX Corporation will be Listed on the New York Stock Exchange Under the New Ticker Symbol <u>"SPXC"</u>

## Update on Spin-Off of Flow Business

#### Accomplishments to date:

- ✓ Determined company names: SPX Corporation and SPX FLOW, Inc.
- ✓ Designated Chairman, CEO and CFO for both companies
- ✓ Identified additional Board of Director candidates
- ✓ Obtained requisite consents from bondholders for SPX FLOW, Inc. to assume \$600m bonds

#### Target schedule of key events:

- □ Expect initial Form 10 filing with the SEC in April
- **u** Targeting finalization of corporate structures for both companies during Q2
- Plan to complete separation in Q3 2015
- Expect one-time, after-tax separation costs to be in the range of \$60 to \$80 million:
  - Recorded ~\$17m of after-tax costs in 2014

Note: Subject to completion of the spin-off transaction

#### Good Progress Thus Far; Targeting Separation in Q3 2015

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## **Executive Summary**



#### **Key Investor Messages**

- Significant progress has been made over the last several years to simplify and strengthen SPX
- The spin-off will result in two independent, publicly traded companies with increased strategic flexibility:
  - > SPX FLOW, Inc.: Pure-play flow company with diversified end market exposure
  - > SPX Corporation: Diversified global infrastructure platform with market leading positions
- We believe the spin-off will create significant value for shareholders, customers and employees:
  - Allows each company to pursue a more focused stategy that leverages its strengths
  - Enables a capital allocation strategy appropriate for each company
  - Can be achieved in a tax efficient manner
- Focused on continued operational improvement and executing the spin-off of our Flow business

We Believe the Tax-Free Spin-Off of Our Flow Business Will Accelerate Our Strategic Transformation and Create Value for Shareholders, Customers and Employees

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## Questions



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## Appendix



## Pro Forma Future Company Reconciliations



NOTE: Pro Forma 2015 estimates for revenue and consolidated EBITDA are based on SPX's 2015 mid-point financial targets as categorized in the proposed future structure and inclusive of estimated stand alone costs

	SPX FLOW, Inc.	_		SPX Corporation	_
Revenue			Revenue		
Current Flow Segment	\$2,455		Current Thermal Segment	\$1,311	
Hydraulic Technologies	\$173	_	Other Industrial businesses <sup>(2)</sup>	\$650	_
Total 2015E Pro Forma Revenue	\$2,628		Total 2015E Pro Forma Revenue	\$1,961	
EBITDA			EBITDA		
Segment Income and % margin	\$380	14.4%	Segment Income and % margin	\$171	8.7%
Depreciation & Amortization	\$66		Depreciation & Amortization	\$43	
Net Standalone Corporate/Other Costs <sup>(1)</sup>	(\$99)	_	Net Standalone Corporate/Other Costs <sup>(1)</sup>	(\$62)	_
Total 2015E Pro Forma EBITDA	\$346	=	Total 2015E Pro Forma EBITDA	\$152	=
Total 2015E Pro Forma Consolidated EBITDA <sup>(3)</sup>	\$390		Total 2015E Pro Forma Consolidated EBITDA $^{ m (3)}$	\$185	

(1) Estimated net standalone costs include Corporate Expense, Stock Based Compensation, Pension Expense, Special Charges, Equity Earnings, Other Income and Expense and Minority Interest

<sup>(2)</sup> Other Industrial Businesses include: power transformers, Radiodetection, Genfare, TCI and Flash Technologies

<sup>(3)</sup> Consolidated EBITDA as defined by SPX's current credit facilities

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## Q4 2014 Organic Revenue Growth Reconciliation

Q4 2014 Organic Growth Recon	ciliation		
	Three Mo	onths Ended December 3	1, 2014
	Net Revenue		
	Change	Currency	Organic
Flow Technology	-5.6%	-4.4%	-1.2%
Thermal Equipment & Services	5.3%	-3.3%	8.6%
Industrial Products & Services	-12.4%	-0.7%	-11.7%
Consolidated SPX	-3.9%	-3.4%	-0.5%

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## Free Cash Flow



#### **Reconciliation to GAAP Cash Flow Statement**

	04	
(\$ millions)	Q4 2014	FY 2014
Net cash from continuing operations	\$140	\$82
Tax payments on asset sale gains	\$58	\$235
Tax payments related to cash repatriation	\$19	\$19
Costs related to planned spin-off of Flow	\$7	\$7
Capital expenditures	(\$20)	(\$61)
Adjusted free cash flow from continuing operations	\$204	\$281

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### **Debt Reconciliation**



#### Debt Reconciliation as of December 31, 2014

		12/31	/2014
	Short-term debt	\$	181
	Current maturities of long-term debt		31
l	Long-term debt		1,158
	Gross Debt	\$	1,370
	Less: Purchase card program and extended A/P programs		(32)
	Adjusted Gross Debt	\$	1,338
1	Less: Cash in excess of \$50		(378)
	Adjusted Net Debt	Ś	960

Note: Adjusted debt as defined in the credit facility

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## **Consolidated EBITDA Reconciliation**

(\$ millions)	<u>2014</u>	<u>2015E</u>
Net Income	\$398	\$230
Income tax provision	211	89
Net interest expense	102	69
Income before interest and taxes	\$711	\$387
Depreciation and intangible amortization expense	109	108
EBITDA	\$820	\$495
Adjustments:		
Non-cash compensation expense	55	59
Non-cash impairments	38	0
Pension adjustments	107	0
Extraordinary non-cash charges	18	0
Extraordinary non-recurring cash charges	28	20
Joint venture EBITDA adjustments	1	1
Net (gains) and losses on disposition of assets outside the ordinary course of business	(504)	0
Pro Forma effect of acquisitions and divestitures	4	0
Other	0	0
Consolidated EBITDA	\$566	\$575

Note: EBITDA as defined in the credit facility

## Thermal Segment Results, Excluding South Africa Projects

		Three mo	nths end	led				Twelve mo	nths er	nded		
	Decem	ber 31, 2014	Decem	ber 31, 2013	$\underline{\Delta}$	<u>%/bps</u>	Decem	ber 31, 2014	Decer	nber 31, 2013	$\underline{\Delta}$	<u>%/bps</u>
Thermal Equipment and Services reportable segment												
Revenues	\$	384.2	\$	364.7	\$ 19.5	5.3%	\$	1,329.9	\$	1,344.2	\$ (14.3)	-1.1%
Operating Profit (Loss)		10.5		32.3	(21.8)			52.4		81.9	(29.5)	
as a percent of revenues		2.7%		8.9%		-620 bps		3.9%		6.1%		-220bps
South Africa Projects												
Revenues	\$	(3.1)	\$	41.2	\$ (44.3)	-107.5%	\$	75.3	\$	194.3	\$ (119.0)	-61.2%
Operating Profit (Loss)		(27.7)		1.4	(29.1)			(33.8)		20.0	(53.8)	
as a percent of revenues		NA		3.4%		na		-44.9%		10.3%		-5520bps
Core Thermal												
Revenues	\$	387.3	\$	323.5	\$ 63.8	19.7%	\$	1,254.6	\$	1,149.9	\$ 104.7	9.1%
Operating Profit (Loss)		38.2		30.9	7.3			86.2		61.9	24.3	
as a percent of revenues		9.9%		9.6%		30 bps		6.9%		5.4%		150bps

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#### SPX Consolidated Results, Excluding the Q4 South Africa Charge

