



D'IETEREN

Investor Day - 13 December 2017

PROGRAMME

| Timing | Topic | Speaker |
|----------------------|---------------------------------------|---|
| 10:00 – 10:45 | Latest developments and vision | Axel Miller – CEO of D’leteren |
| <i>10:45 – 11:00</i> | <i>Q&A</i> | |
| 11:00 – 12:00 | Belron | Gary Lubner – CEO of Belron |
| <i>12:00 – 12:15</i> | <i>Q&A</i> | |
| <i>12:15 – 13:15</i> | <i>Lunch break</i> | |
| 13:15 – 14:15 | D’leteren Auto | Denis Gorteman – CEO of D’leteren Auto |
| <i>14:15 – 14:30</i> | <i>Q&A</i> | |
| 14:30 – 15:30 | Moleskine | Lorenzo Viglione – CEO of Moleskine |
| <i>15:30 – 15:45</i> | <i>Q&A</i> | |
| <i>15:45 – 16:00</i> | <i>Break</i> | |
| 16:00 – 16:45 | Financials | Arnaud Laviolette – CFO of D’leteren |
| <i>16:45 – 17:00</i> | <i>Q&A</i> | |
| 17:00 – 17:15 | Wrap-up | Axel Miller – CEO of D’leteren |

LATEST DEVELOPMENTS AND VISION



Axel Miller – CEO D'Ieteren

D'IETEREN 2015-2017: IMPORTANT CHANGES DURING THE LAST TWO YEARS



Acceleration of operational results of our businesses



Changes at the Board and in the Executive Team



Next phase in shifting our portfolio of activities



Clear vision and purpose for the future

D'IETEREN 2015-2017: WE PROMISED, OUR ENTITIES « OVER » DELIVERED

D'Ieteren Auto

- Sales growth
- *Adjusted* operating margin
- ROCE (pre-tax)

Medium targets¹

- > 2%
- 2.5%
- 15%

Last 12 months²

- 7.7%
- 2.4%
- 19.3%

Belron

- Organic sales growth
- Adjusted operating result growth
- ROCE (pre-tax)

- > 3%
- « rising »
- 15%

- 4.6%
- 8.4%
- 9.3%

¹ 2015-2019 – see Investor Day 2015

² 2H16 + 1H17 (year-on-year)

D'IETEREN 2015-2017: CHANGES AT THE BOARD AND IN THE CORPORATE TEAM

Changes at the Board

- In June 2017, Roland D'Ieteren passed the baton to 7th generation:
 - ✓ Nicolas D'Ieteren (Chairman)
 - ✓ Olivier Périer (Deputy Chairman and Chairman of the Strategic Committee)

New members in the Executive team

- Arnaud Laviolette becomes CFO in September 2015
- Francis Deprez joins the Executive Committee in September 2016

New experts in the Corporate Team

- Nicolas Saille, Head of M&A, joins in October 2015
- Amélie Coens, Chief Legal Officer, joins in November 2015
- Benoit Huet, Group Controller, joins in March 2016
- Investment Manager team realigned in 2017: Charlotte Boucquéau, Arnaud Darimont, Aurélie Vanneste

D'IETEREN 2015-2017: NEXT PHASE IN SHIFTING OUR PORTFOLIO OF ACTIVITIES

MOLESKINE®

Acquisition in October 2016,
closing in January 2017



Selling of a 40% minority stake to
CD&R: signed in December 2017,
closing expected in early 2018

First service extension acquisitions
within Belron:

- CArE Belgium
- Speedy Collision Canada
- Eurocar point Italy
- Maisoning France



M&A activity within
D'Ieteren Auto:

- Continued consolidation to
26 Market Areas
- New retail acquisitions
(Rietje in Antwerp North...)
- Labbox launch

CLAYTON, DUBILIER & RICE: NEW STRATEGIC PARTNER IN BELRON

Highlights

- D'leteren sells a 40% stake in Belron to funds managed by CD&R
- CD&R shares strategic vision for Belron
- EV of EUR 3bn and equity value of about EUR 1,550m
- IRR of 12.2% since 1999 (EUR 637m investments for 95% stake and EUR 952m dividends)
- Disposal proceeds: approximately EUR 620m + EUR 430m dividends
- Closing expected in 1Q 2018

Governance

- 6 directors at Belron's Board: D'leteren's 3 executive committee members, 2 CD&R representatives and Belron's CEO. Additionally 2 attendees (Belron's CFO and CD&R representative)
- Some reserved matters explain shared control
- 5 year lock up

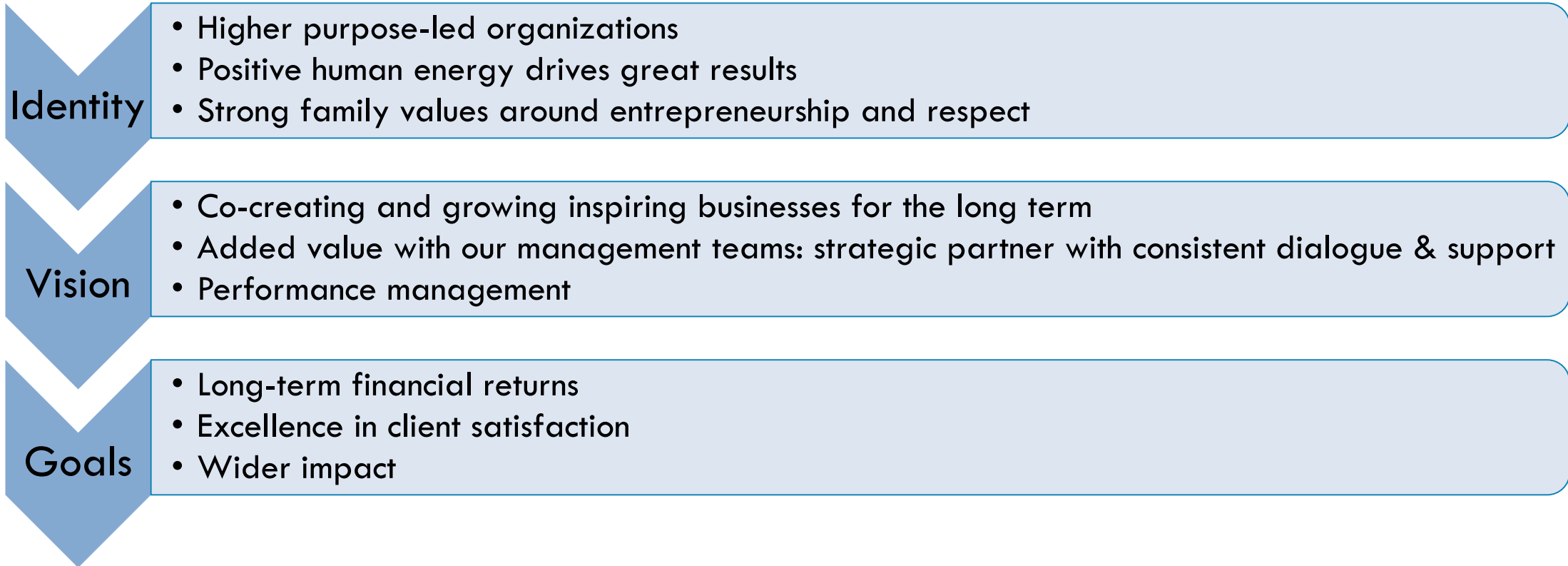
Management reward plan

- No new plans under current incentive program which will be phased out
- New plan will align management and shareholders interests
- Substantial incentive to deliver high returns
- Sweet equity

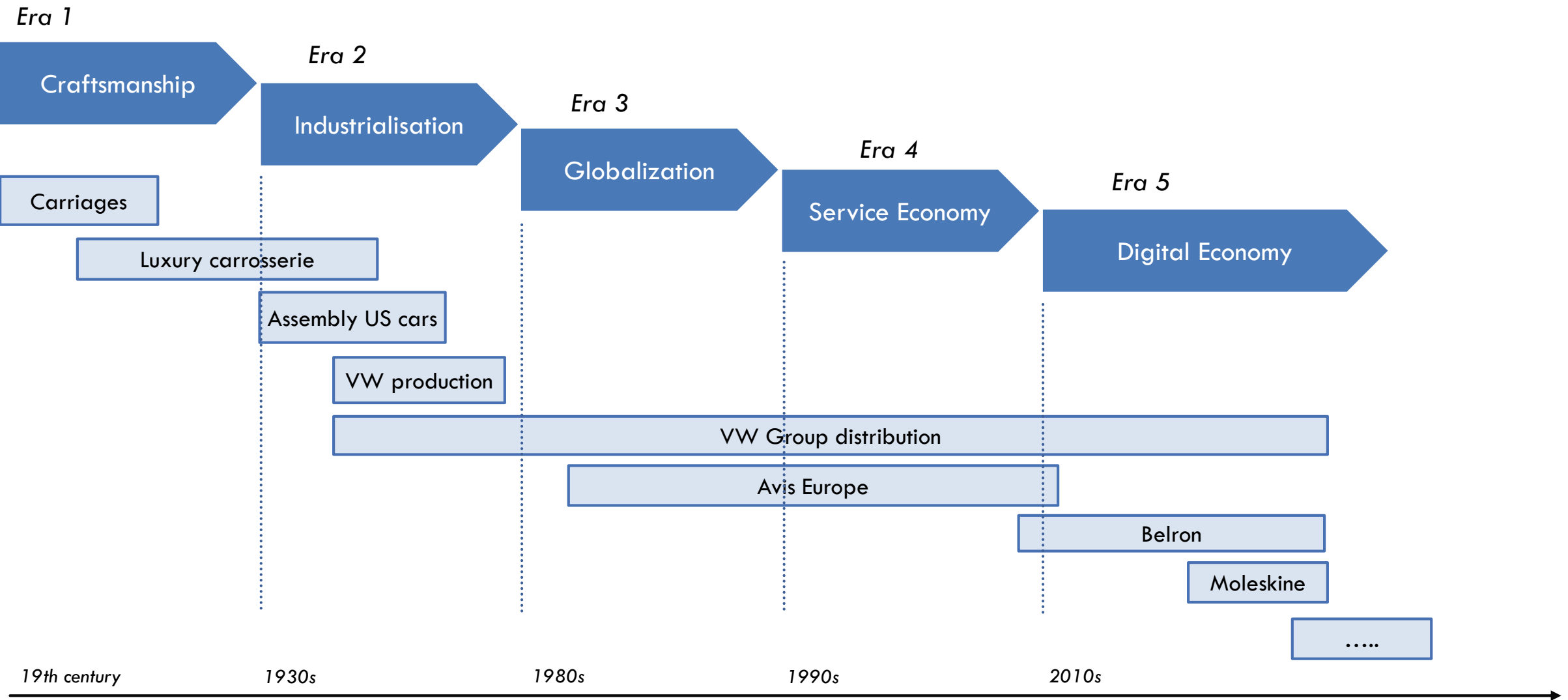
IFRS

- Shared control: Belron will be included under discontinued operations and assets/liabilities held for sale in 2017 and equity accounting as from 2018 (closing)
- Disposal gain of about EUR 1.1bn (on 95% of the shares) under discontinued operations in 2018
- D'leteren will continue to disclose detailed financials under "Segment Information"

« *Building a family of businesses* »



D'IETEREN LONG HISTORY: FIVE REINVENTIONS ALONG BIG TRENDS



THE SCOPE OF OUR INVESTMENT SEARCH



- **Object:** We like activities that we can understand, that act as first generation entrepreneurs in building products and services that anticipate big and important societal and business trends



- **Management style:** We work with strong management teams with a strong track record. Our added value is mainly as a strategic partner, through our long-term focus, purposeful interest, consistent support and performance management



- **Size:** The D'leteren family of businesses thrives on a limited number of sizeable growth platforms. Less is more, and we are attracted by growth potential



- **Business model:** Our activities have a balanced profile: they have the capacity to self-finance their growth, while generating enough cash flow over time, to allow for dividend payments to the Group after a couple of years

THE CRITERIA WE USE TO EVALUATE POTENTIAL INVESTMENTS



Market

- **Large** market opportunity
- **Solid long term growth potential**
- **Barriers to entry**
- **Attractive competitive landscape**, with potential for synergistic consolidation
- **Limited technological & regulatory risks**



Target

- **Proven business model** coupled with a **sustainable competitive position** to develop or maintain leadership position
- **Strong purpose-led management team**
- **Scalable business** with (international) growth potential
- Ability to generate **outperforming returns** on capital employed
- **Cultural proximity** with D'leteren & with Western Europe
- Access to **majority control**

OUR PARTNER PROMISE – THE WAY WE ENGAGE WITH OUR ENTITIES

We **Promise to Partner** with our entities, creating an environment where they and their people are valued and fulfil their ambitions and needs.

1. We **engage** with them in a respectful & open **dialogue**
2. We **give them space & time** to anticipate key strategic moves, to innovate and to accelerate their **development**
3. We **encourage** them to be themselves and to become truer to their **purpose**
4. We **align the interests of shareholder and management** through appropriate incentives sharing effectively created value

RESPECTFUL AND OPEN CONVERSATIONS WITH THE ENTITIES

Monthly Review Meeting

Two members of Comex + Investment Manager meet with top management of entity, to review financial and operational performance as well as development of business, tweak short-term actions and ensure consistent follow-up ...

Board meetings (4-5 times a year)

D'leteren Comex meets with Top Management to set strategy, fix budgets, perform top talent reviews, prioritize resource allocation, align incentives

One-on-ones with functional CxOs

Every 4-6 weeks between CEOs; every 1-2 weeks between CFOs; ad hoc with other CxOs

Ad hoc project deep dives

Conceptual support on new topics, as well as implementation support in times of transformation. Examples of 2017 include: search of a minority partner for Belron, Labbox @ D'leteren Auto, new 5-year strategy Moleskine

CREATING SPACE AND TIME FOR OUR ACTIVITIES TO DEVELOP – BIG X 2017

D'leteren Auto

- ✓ Continue to deliver on « Pole Position, MAL + Powered by You »
- ✓ Increased focus on profitable market share
- ✓ Plan to deal with changes in fiscal treatment of company cars
- ✓ Launch the first successful data-driven CRM campaigns
- ✓ Set right priorities and take first actions on new mobility services
- ✓ Develop D'leteren Auto towards a purpose-led organization

BELRON

- ✓ Create future setup (Project Blossom)
- ✓ Drive the profitable growth of the US business
- ✓ Show first successes with service extensions
- ✓ Driving forward Belron as a purpose-led organization (Project Marathon)
- ✓ Develop further the leadership of the group

Moleskine

- ✓ Make new long-term plan
- ✓ Broaden and deepen channel coverage for paper products
- ✓ Work on the profitability of Retail
- ✓ Launch bags and accessories extension successfully
- ✓ Accelerate ecommerce and digital services offering
- ✓ Explore Moleskine Café rollout concept



Purpose of our interactions:

- A. Create, together with management, a common understanding on the challenges ahead
- B. Ensure that a concrete plan exists and/or that initiative is set up to address the challenge
- C. Build capabilities and mobilize energy so that expected results can be delivered or surpassed

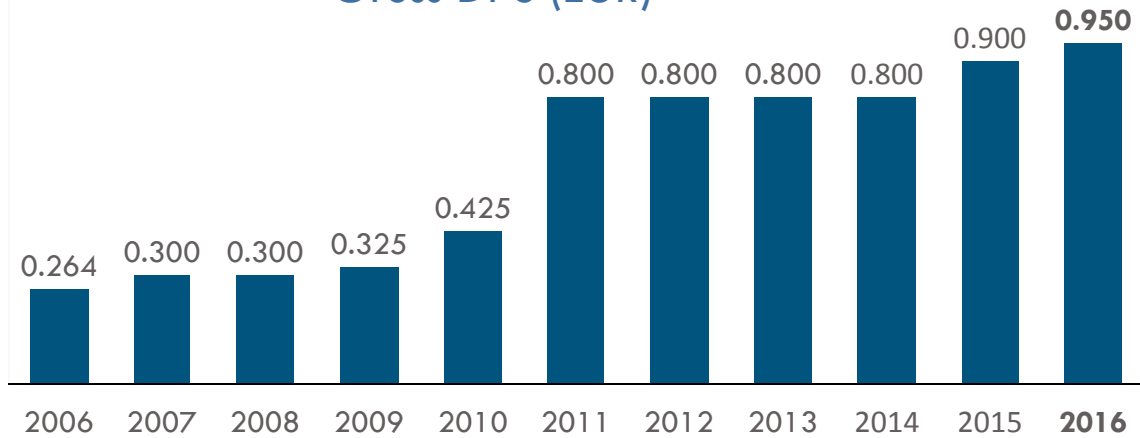
TOTAL RETURN TO SHAREHOLDERS OF D'IETEREN SINCE LAST INVESTOR DAY

Share price (EUR)



Total Shareholder Return
of 26% since last
Investor Day
(8 Dec 2015)

Gross DPS (EUR)



BEING MORE PURPOSEFUL GOES BEYOND THE FINANCIAL KPI'S

