

Investor and Analyst Call H1 2021

July 29, 2021

Dr. Konstantin Sauer, CFO Ulf Loleit, Head of Corporate Finance

ZF Friedrichshafen AG

DISCLAIMER

IMPORTANT: You must read the following before continuing. By listening and/or attending the presentation you are deemed to have taken notice of the following limitations.

ZF Friedrichshafen AG (the "Company", and together with its subsidiaries, the "ZF Group") has prepared this document solely for use in connection with this investor presentation. It is furnished solely for your information, should not be treated as giving investment advice and may not be printed or otherwise copied or distributed. The information (the "Information") contained in this presentation (the "Presentation") is not to be viewed from or for publication or distribution in the United States of America (the "United States"), Australia, Canada or Japan and does not constitute an offer of securities for sale in any of these jurisdictions. Neither the Company nor any of its directors, officers, employees and advisors nor any other person shall have any liability whatsoever for any direct or indirect losses arising from any use of this presentation. While the Company has taken all reasonable care to ensure that the facts stated in this presentation are accurate and that the opinions contained in it are fair and reasonable, this presentation is selective in nature. The Company neither explicitly nor implicitly accepts liability, nor gives any guarantee for the actuality, accuracy or completeness of any Information. The Information includes forward looking statements relating to the business, financial performance and results of the ZF Group and/or the industry in which the ZF Group operates. A forward looking statement is any statement that does not relate to historical facts or events or to facts or events as of the date of this Presentation. The forward-looking statements are subject to risks and uncertainties, as they relate to future events, and are based on estimates and assessments made to the best of the Company's present knowledge. These forward looking statements are based on assumptions, uncertainties and other factors, the occurrence or non-occurrence of which could cause ZF Group's actual results, including the financial condition and profitability of ZF Group, to differ materially from or fail to meet the expectations expressed or implied in the forward looking statements. Actual results, performance or events may differ materially from those in such statements due to, among other reasons which include changes in general economic conditions in Germany, political changes, changes to the taxation of corporations and other changes in laws, regulations and jurisprudence. The Information does not purport to be all-inclusive or to contain all information that a prospective investor may desire. It is understood that each recipient of this Presentation is a sophisticated financial institution and will perform its own independent investigation and analysis of the proposed financing based on such information as it deems relevant. The Information, including any opinions expressed in this presentation are subject to change without notice and neither the Company nor any other person is under any obligation to update or keep current the Information, or adapt it to subsequent events or developments. In supplying the Information, the Company reserves the right to amend or replace the Information at any time, but undertakes no obligation to provide the recipient with access to any additional information. However, any information provided after the date of this Presentation is provided for the same purposes and on the same terms as this Presentation. Neither delivery of the Information nor any participation in the financing shall, under any circumstances, create any implication that there has been no change in the Information or in the business, operations, financial condition, prospects, creditworthiness, status and affairs of the Company or the ZF Group since the date the Information was supplied. Therefore it should not be assumed that the Information is necessarily complete or up to date at any given time. Statements contained herein describing documents and agreements are provided in summary form only, and such summaries are gualified in their entirety by reference to such documents and agreements. Recipients of this Presentation must check and observe all applicable legal requirements and, for the avoidance of doubt, receipt of this Presentation and the Information may not be taken as discharging the regulatory or statutory responsibilities under applicable legislation (including but not limited to anti-money laundering legislation) of any such recipient. This Presentation does not contain or constitute an offer of, or the solicitation of an offer to buy or subscribe for, securities to any person or in any jurisdiction to whom or in which such offer or solicitation is unlawful. The Information is not for publication, release or distribution in the United States, Australia, Canada or Japan and, subject to certain exceptions, the instruments referred to herein may not be offered or sold in the United States, Australia, Canada or Japan. The securities referred to herein may not be offered or sold except pursuant to registration under the U.S. Securities Act of 1933, as amended (the "Securities Act") or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The offer and sale of the securities referred to herein has not been and will not be registered under the Securities Act. There will be no public offer of the securities referred to herein in the United States. The securities referred to herein will be offered only outside the United States in reliance on Regulation S of the Securities Act. In relation to each Member State of the European Area, this presentation is directed only: (i) to persons who are "qualified investors" within the meaning of Article 2(1)(e) of the Prospectus Directive, as amended, or (ii) in any other circumstances which do not require the publication by the issuer of a prospectus pursuant to Article 3 of the Prospectus Directive, as amended. This presentation is directed at and/or for distribution in the United Kingdom only to (i) persons who have professional experience in matters relating to investments falling within article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (ii) high net worth entities falling within article 49(2)(a) to (d) of the Order (all such persons are referred to herein as "relevant persons"). This presentation is directed only at relevant persons. Any person who is not a relevant person should not act or rely on this presentation or any of its contents. Any investment or investment activity to which this presentation relates is available only to relevant persons and will be engaged in only with relevant persons. The distribution of the Information in certain jurisdictions may be prohibited by law. Recipients are required to observe such restrictions and the Company does not accept any liability to any person in relation to the distribution of information in any jurisdiction.

This Presentation and the Information do not constitute an offer capable of acceptance and do not form a binding agreement and neither this Presentation nor anything in it shall form the basis of, or be relied upon in connection with, any contract or commitment whatsoever. This presentation contains non-IFRS financial measures and ratios, such as adjusted EBIT, adjusted EBIT margin, free cash flow, adjusted free cash flow, gross debt and net debt, that are not required by, or presented in accordance with, IFRS. We present non-IFRS financial measures because some investors may find it helpful. The definitions of the non-IFRS financial measures may not be comparable to other similarly titled measures of other companies and have limitations as analytical tools and should not be considered in isolation or as a substitute for analysis of our operating results or any other performance or liquidity measures as reported under IFRS. The prospectus to be published in connection with the listing of the notes referred to in this presentation contains definitions and reconciliations and reconciliations of the non-IFRS financial measures contained in this presentation. In accordance with commercial accounting, some numerical figures (including percentages) in this presentation have been rounded. As a result, figures shown as totals in some tables may not be the exact arithmetic aggregation of the rounded figures that precede them. This communication is for information purposes only and does not constitute a solicitation of a proxy, nor shall there be any such solicitation in any jurisdiction in which such solicitation would be unlawful prior to applicable filings and/or qualification under the securities laws of such jurisdiction



On Track with our 2021 Priorities



Business and Financial Performance

010110 110100 010011

Digitalization & Cloud



Climate Neutral by 2040



Technology to Market



WABCO Integration



Unexpected and Significant Incidents



Corona mutations

Semiconductor shortages

Material cost

Challenging logistics

From the promise ...

... to implementation!





Milestones 2021

- Both divisions delivering **above financial commitments** for last 4 Quarters
- New business wins based on **compelling joint solutions**
- > Successful Joint Strategic Plan all virtual
- Combined divisions benefit from an enhanced global R&D network
- > On Plan to Launch CVS Division January 2022

A solid performance in challenging conditions



Climate: Setting Course for Net Zero with clear 2030 Targets



-80% CO₂ emissions from ZF plants

(Scope 1 & 2, absolute CO₂e, 2030 vs. 2019)



CO₂ emissions from supply chain & product use

> (Scope 3, CO₂e per sales, 2030 vs. 2019)



Measures in Focus to Achieve 2030 Targets





+20% energy efficiency in 10 years



90% of European steel from electric arc furnace



>40% fully electrified powertrain



100% green power in all ZF Locations worldwide



50% CO₂ neutral road transport in ZF logistics network



50% recycled materials in ZF products



Financial Key Figures H1 2021



Financial Overview H1 2021





5.2%Adjusted
EBIT margin



€-186 millionAdjusted Free
Cashflow





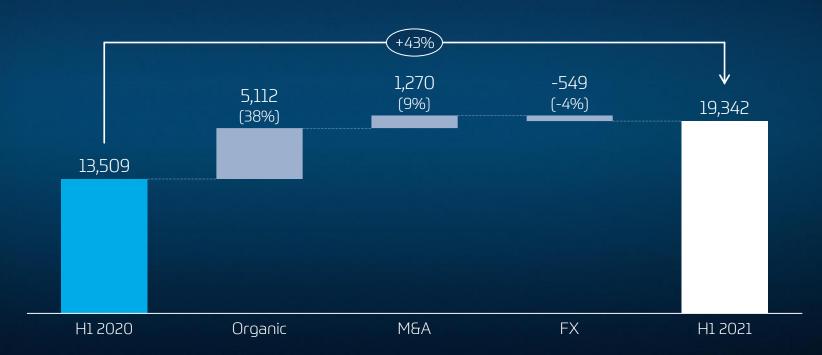
€1.5 billionResearch &
Development



€436 million Investments PP&E

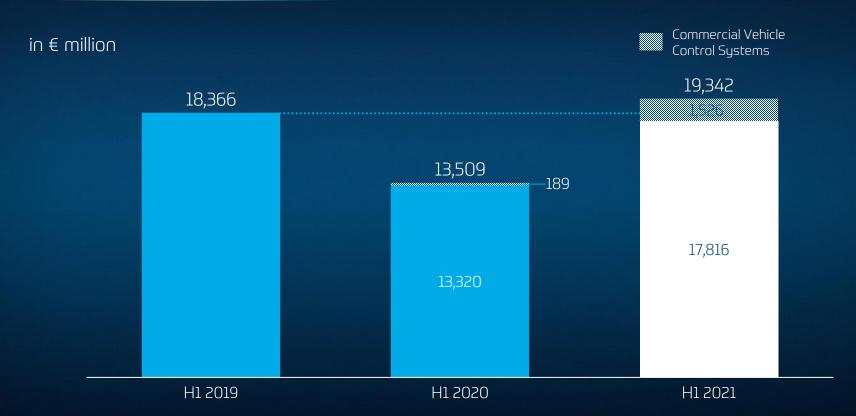
Sales Development H1 2021

in € million



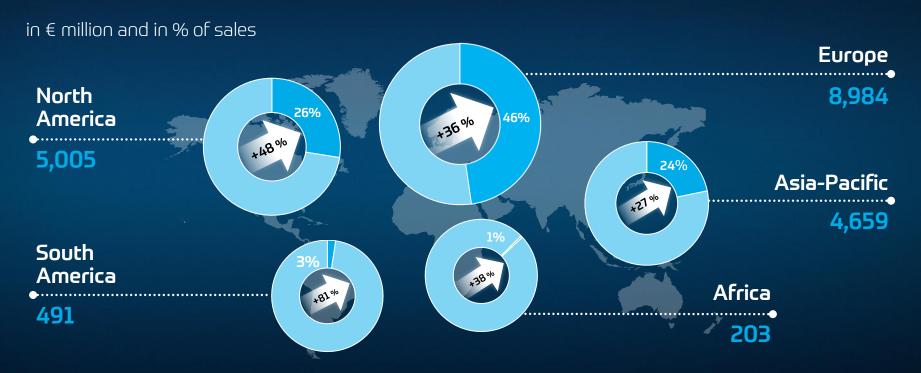


Sales Almost on Pre-COVID Level





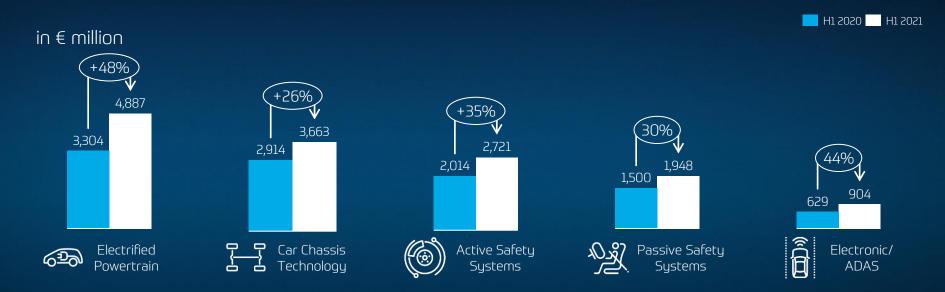
Sales by Regions



organic growth in H1 2021 compared to previous year



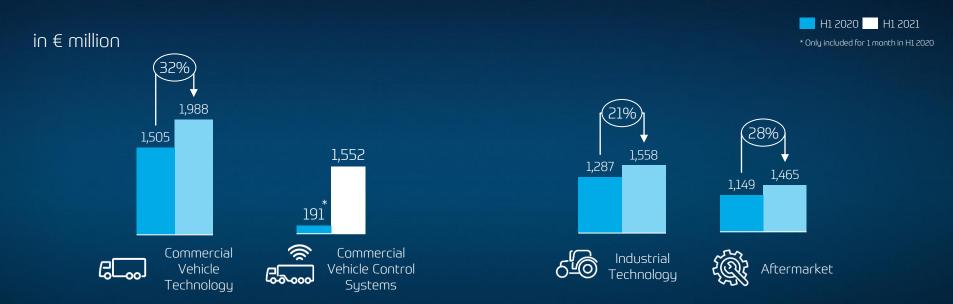
Sales by Divisions / Passenger Car



- ightarrow ZF Passenger Car Divisions in total outperforming the PassCar production by 10 percentage points
- New Division Electrified Powertrain benefits from increased E-Mobility demand
- > Bottlenecks in global supply chains gear down PassCar growth



Sales by Divisions



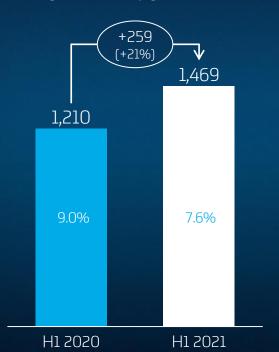
- Commercial Vehicle Technology with 36% organic sales growth outperforming the market
- New business wins for system solution in commercial vehicle segment due to joined product portfolio
- Industrial Technology Division already above pre-COVID level



R&D Expenditure and Capex

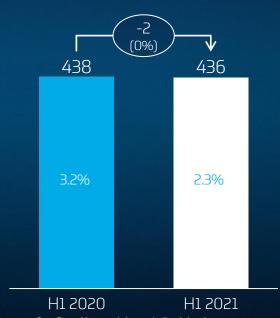
R&D Expenditure¹⁾

in € million and in % of Sales



Capex²⁾

in € million and in % of Sales

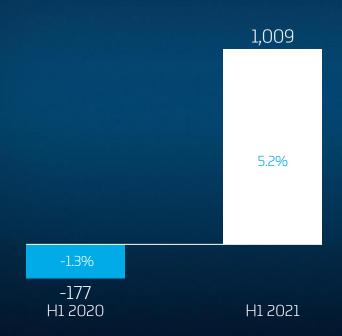




1) R&D Costs recognized in the consolidated statement of profit and loss and the capitalized development costs as inventories and intangible assets and excluding the respective amortization of the capitalized development costs 2) Excluding leasing contracts

Adjusted EBIT

in € million and margin in %



- > Adjusted EBIT above €1 billion
- > Improvement due to higher sales and optimized cost structures
- > Result burdened by
 - higher logistic costs to secure supply chain
 - > increased costs for raw materials

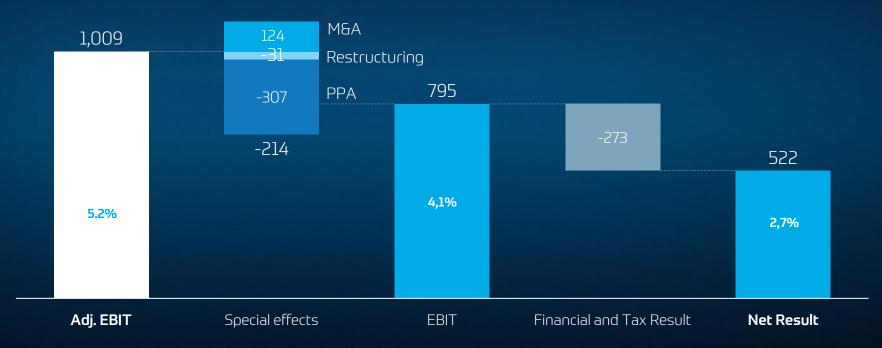


Sales Almost on Pre-COVID Level / Improved Earnings Quality



Net Result after Tax

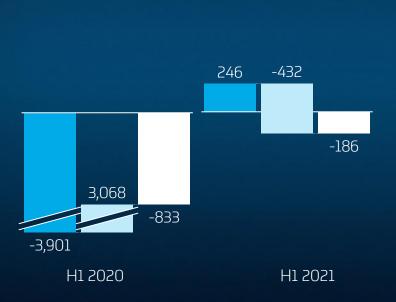
in € million





Free Cash Flow

in € million



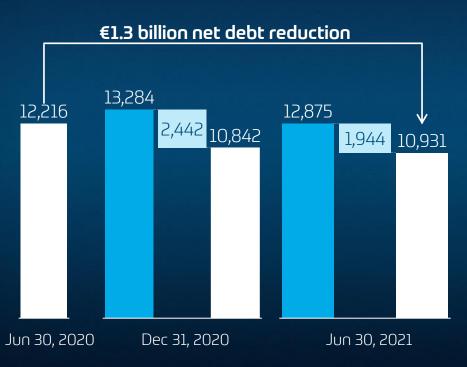
- > Free Cash Flow at €246 million
- > Adjustments of M&A activities 2021 comprise:
 - > Brakes India
 - > sale of shares of WABCO India
- > Free Cash Flow impacted by
 - > semiconductor shortage
 - > higher inventory to secure supply chain





Gross Debt / Net Debt

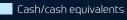
in € million



- > Gross debt reduced by around €400 million since December 31, 2020
- Net debt reduced by around €1.3 billion since WABCO acquisition
- > Leverage on June 30, 2021 at 2.8x

Note: Gross debt = Financial liabilities ./. derivative financial instruments







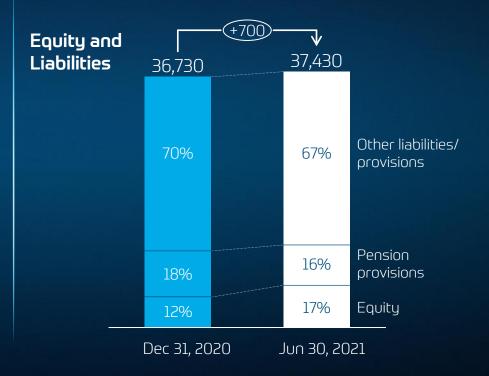


Balance Sheet

in € million and in % of balance sheet total

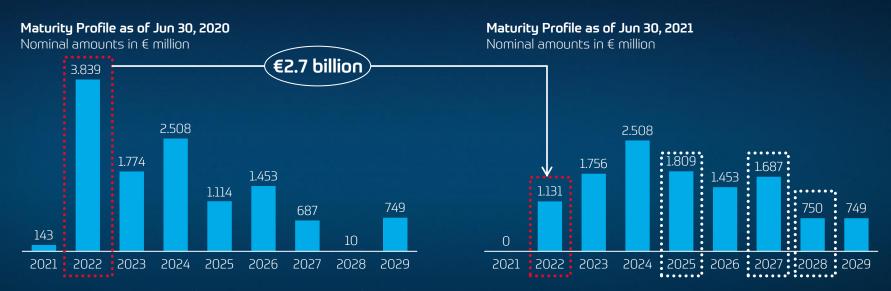


Jun 30, 2021





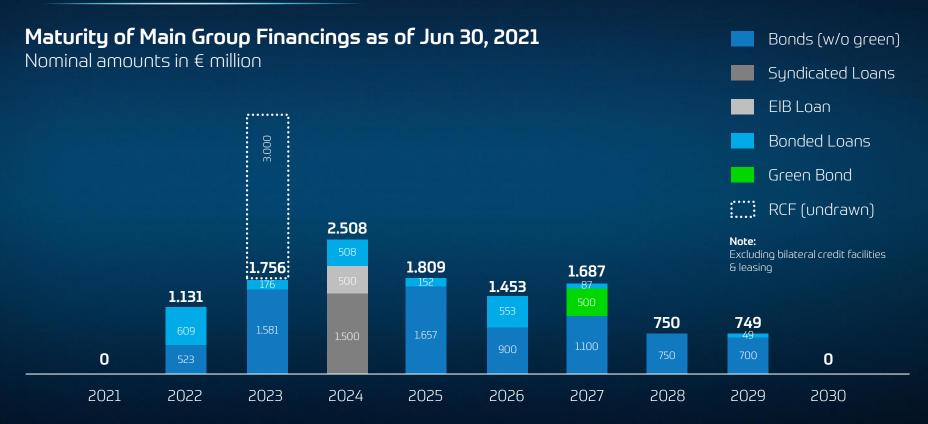
Maturity Profile actively managed



Executed	Apr 2021	Nov 2020	Sept 2020	
Amount	EUR 500,000,000	EUR 500,000,000	EUR 750,000,000	EUR 750,000,000
Term	6 years	6,5 years	5 years	8 years
Pricing	2.0%	2.875%	3.125%	3.875%



Maturity Profile





Outlook 2021



Challenges & Opportunities Remain in 2021







Expensive Logistics





New Business
Wins for
Future Tech







Executing our Strategy with Confidence



Vehicle Production 2021-2023

Global Pass Car & Commercial Vehicle Market <6 t.







^{*} Previous market expectation, communicated during the year end 2020 presentation



Outlook 2021: Outlook Confirmed



Sales

€ 37-39 billion



EBIT Margin*

4.5-5.5%



Free Cash Flow*

€ 0.8-1.2 billion

* adjusted

