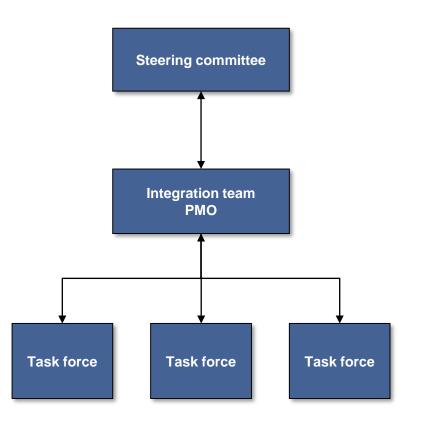


- Team expertise and skills

July 2016

Landshut

Integration governance structure

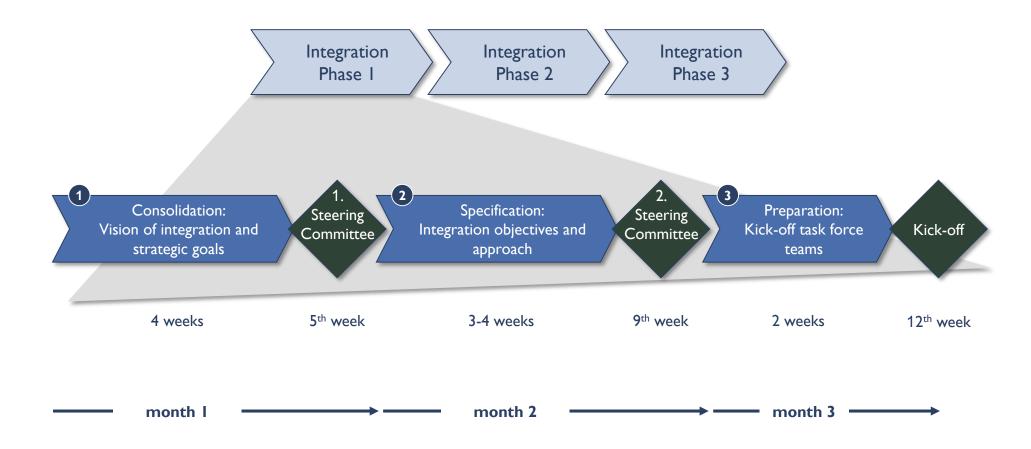


- The steering committee will be the key decision making body of the integration
- This could probably the four directors
- The integration team coordinates and administrates the daily integration work
- Team headed by integration manager who presents status and fronts suggestions to the steering Committee/Directors
- Should probably be supported by external resources
- Task forces prepare and plan in detail the integration of the relevant functions (e.g., HR) or coordination needs (e.g., branding)
- Each task force consists of 2-6 individuals using ~25% of their time
- Should probably be supported by external resources with special skills

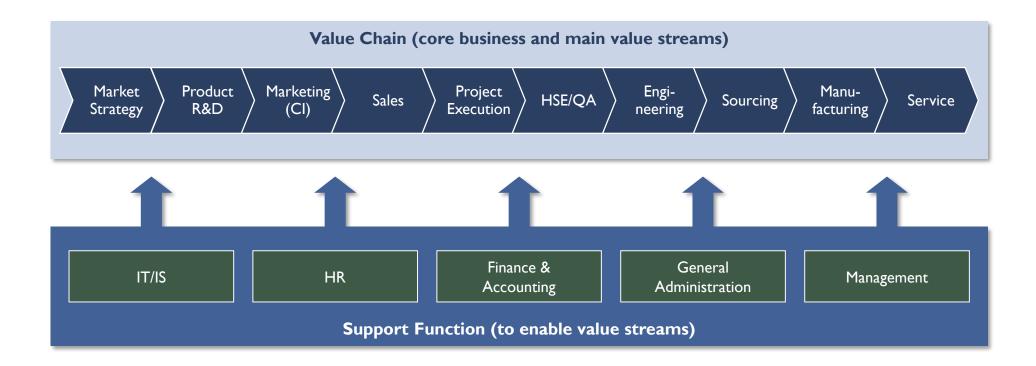
Integration teams' roles and responsibilities

| | Steering Committee | Integration Team | Task Forces |
|----------------------|---|--|--|
| Team chairperson: | One of the Directors | Integration manager (a person with strong standing in both organizations) | Each task force is managed by a manager in the functional area Requires technical skills |
| Team composition: | The four Directors Integration manager Others ad-hoc as needed Allocated 5-15% | HR manager Functional experience as needed External support (to ensure structure, coordination and documentation) 25-50% allocation | 2-6 people in task force representing the relevant functional area 25-50% allocation |
| Role: | Oversee progress Provide direction for the integration Establish vision Prioritize efforts | Process management Identify integration issues Analysis Communication | Gather data and perform analysis Update Integration Team Implement plan |
| Responsibilities: | Establish Integration teams and task forces Ensure objective, fact based decisions Conduct kiDir-off meeting | Clarifying decision principles/priorities Monitoring progress Fact based analysis Synergy traDiring Designing communication plan | Create common fact base Own synergy/merger costs Assign responsibilities and timeline Identify and coordinate with other taskforces |

The working process in total and phase 1 before taskforce kick-off



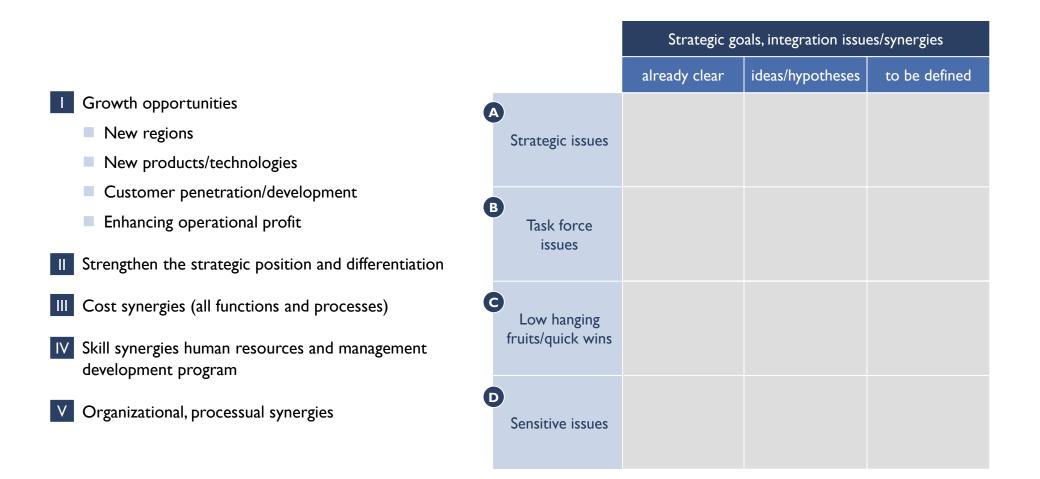
Framework to synchronize and harmonize the integration process



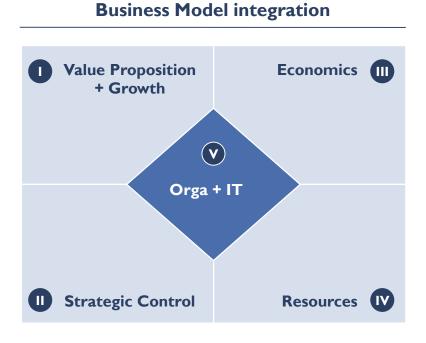
Task force design, issue management and assignment

| Task famous | - - - - - - - - - - | Skills, Resources, SWOT profile and synergy ideas | | | |
|---------------------|---|---|------------------|--|--|
| Task forces | Examples of issues to discuss | Buying company | Company acquired | | |
| Human Resources | CompensationRecruiting & training | | | | |
| HSE/QA | Performance monitoring QA/QC | | | | |
| Finance/Accounting | Cost and budgeting Accounting and tracking Cash management Inventory management Insurance | | | | |
| General and Admin | Legal and contractual proceduresRegulatory | | | | |
| т | SW/HW licenses and agreements IT systems maintenance IT systems development | | | | |
| Product Groups | Integration Tunneling, Mining, Foundation | | | | |
| Marketing & Sales | Cross selling Branding/Cl Customer communication | | | | |
| Product Development | R&D/ Product development | | | | |
| Project Execution | Execution modelProject reviews | | | | |
| Service | Service engineer pool (training/cross utilization) | | | | |
| Manufacturing | Manufacturing philosophies | | | | |
| Sourcing | Supplier review | | | | |
| Management | Strategic planning Operative business Decision and controlling processes Management information system Role of advisory board | | | | |

Tools and methods: Classification of integration issues

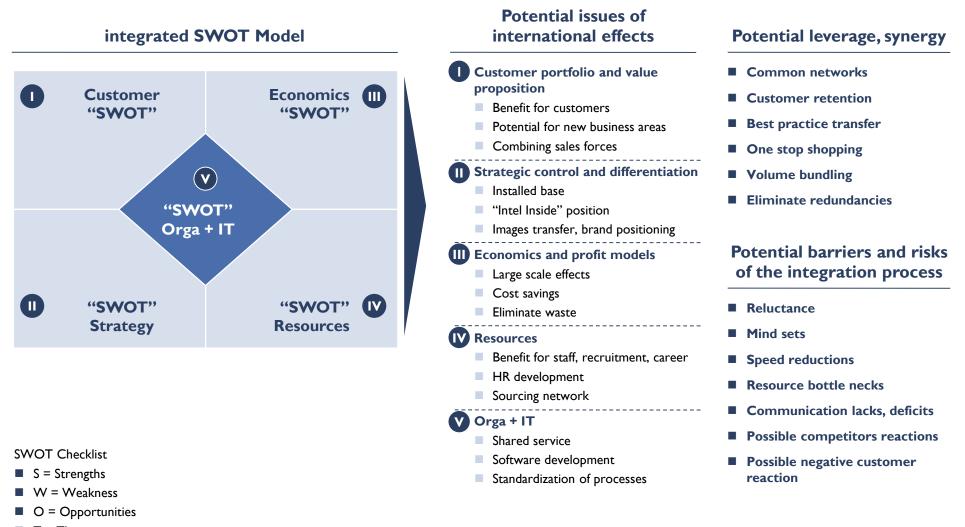


Tools and methods: identification and classification of strategic issues



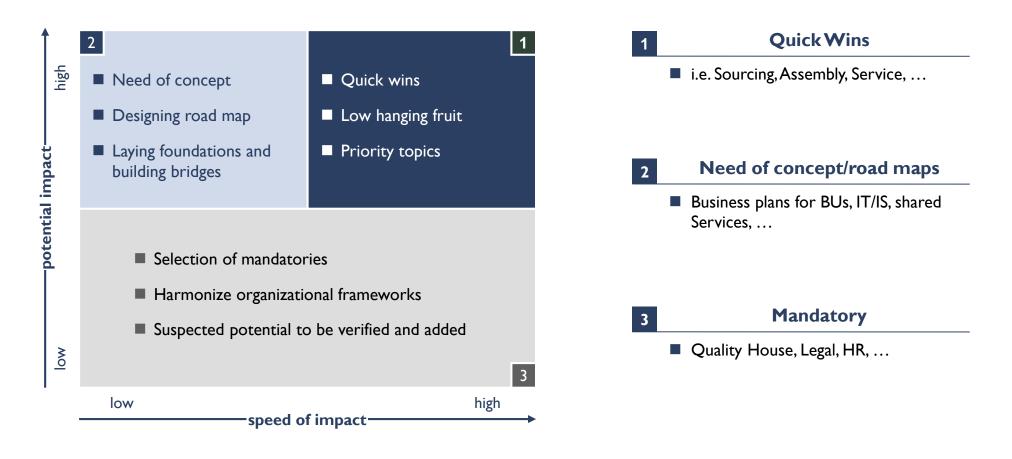
Strategic and synergy issues **Growth opportunities** New products/services Customer penetration New business regions Customer portfolio II Strengthen the strategic position USPs Complete solutions Installed base One stop stepping/signal point of entry **Cost synergies** Volume bundling Economics of scale Avoid redundancies **N** Resources HR synergies Sourcing/outsourcing Asset synergies Core competencies Financials Orga + IT Procedures ERP Standard Product system IT Methods

Tools and methods: Integration of SWOT-Issues



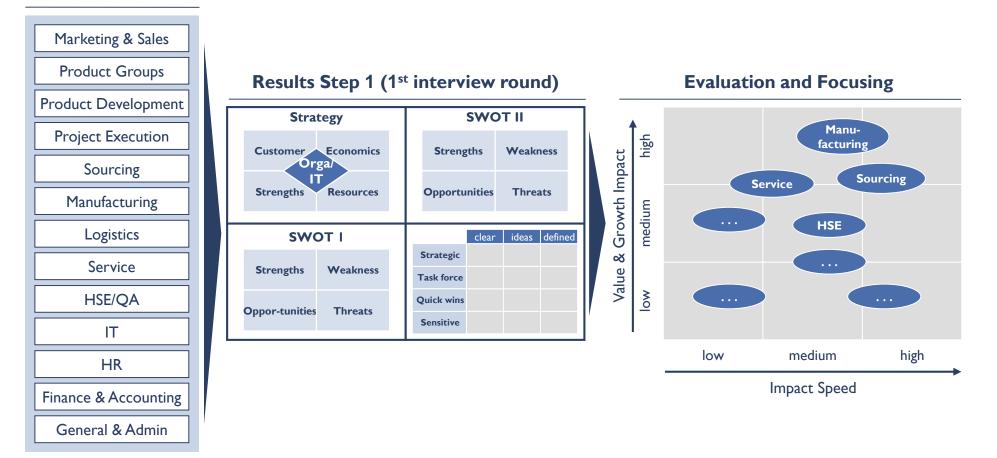
T = Threats

Tools and methods: Focusing on quick wins



Reporting tools: Results and prioritization

Functions/ Value Streams



Examples for task force results (1)



Market Strategy

- Common strategy development
- Repositioning with the common approach

Product R&D

- Integration of product portfolio management
- Single point of entry-counterpart
- Establishing development network and integration of competencies
- Clearing and assigning of product responsibility

Marketing (CI)

- Applying and implementing of guidelines
- Scheduling and planning next actions
- Sales
 - Optimizing the collaboration (system use, information exchange)

Examples for task force results (2)



Project and Order Execution

- Optimization of planning and reporting (software and formats)
- Project management resources (package engineer, redundancies)
- Common resources, commissioning process
- Transfer of methods to businesses and projects
- Installing of an operational control tower

HSE/QA

- Change of mind set (mandatory)
- Harmonization of QM systems and documentation, quality house, business project management (navigator)
- Use of group hubs worldwide for supplier auditing
- Engineering
 - Best practice transfer
 - Exchanging engineers/common use of capacities

Examples for task force results (3)

| | roduct Marketing R&D (CI) | Sales | Project Execution | HSE/QA | Engi- neering | Sourcing | Manu- facturing | Service |
|--|------------------------------|-------|----------------------|--------|------------------|----------|--------------------|---------|
|--|------------------------------|-------|----------------------|--------|------------------|----------|--------------------|---------|

Sourcing

- Synergy platform for product procurement
- Utilizing group frame agreement
- Consolidation of no. of suppliers
- Bundling of purchase volume for products
- Vertical integration options
- Common suppliers in component commodities
- Redesign make or buy options
- Utilizing group hubs
- Best practice transfer in processing
- Supply chain optimization and logistics

Examples for task force results (4)

| Market Product Marketing Strategy R&D (CI) | Sales Project HSE/QA | Engi- neering Sourcing | Manu- facturing Service | |
|---|----------------------|---------------------------|----------------------------|--|
|---|----------------------|---------------------------|----------------------------|--|

Manufacturing

- Optimizing/completion of product value streams
- Best practice transfer increase ERP use
- Increase volumes of assembly lines
- Logistics optimization
- Reduce quality cost

Service

- Common service network, pooling of technicians (availability)
- Wirth focuses on mechanical services,
- Using common training facilities, exchange program
- Efficiency in using ERP

John Albert Eke



Career and education

- Diplomkaufmann/Degree in business
- German Airforce-Officer and Technical Supervisor
- Languages: English, French, German
- 25 years consulting
- Executive Board / management consultancies

Expertise

- Business models and strategies
- Organization, processes and IT
- Operational Excellence
- Supply Chain, Logistics and order processing
- M&A, PMI
- Purchase
- Administration, Finance and Controlling

Special expertise and experience of John Eke's team members



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