

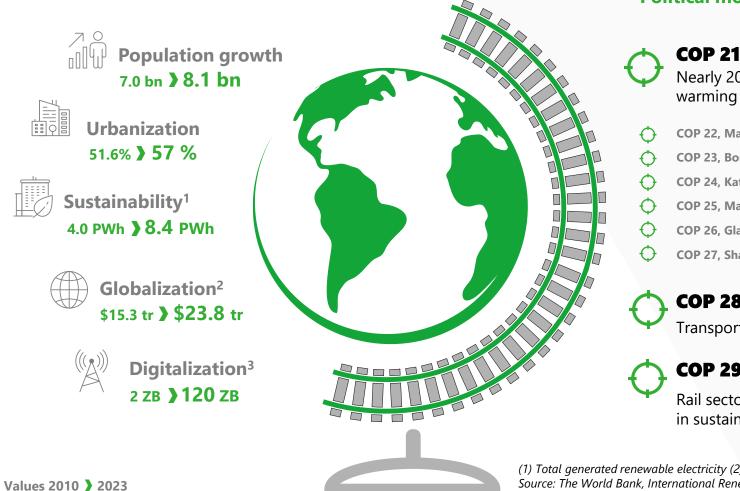
PRESENTATION VOSSLOH ODDO BHF FORUM, LYON

JANUARY 9, 2025

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GLOBAL MEGATRENDS BOOST THE RAILROADS

MEGATRENDS ACCELERATE THE IMPORTANCE OF SUSTAINABLE MOBILITY TO ACHIEVE CLIMATE TARGETS



Political momentum for transport decarbonization

COP 21, Paris 2015

Nearly 200 Nations committed to limit warming to below 2°C, aiming for 1.5°C

- COP 22. Marrakech 2016
- COP 23, Bonn 2017
- COP 24, Katowice 2018
- COP 25, Madrid 2019
- COP 26, Glasgow 2021
- COP 27, Sharm el-Sheikh 2022

COP 28, Dubai 2023

Transport sector at the nexus of COP 28

COP 29, Baku 2024

Rail sector to play a significant role in sustainable mobility solutions

(1) Total generated renewable electricity (2) Worldwide exports of trade goods (3) Data generated per year Source: The World Bank, International Renewable Energy Agency, Statista

of decarbonization policy Ever increasing political

Transport at the forefront

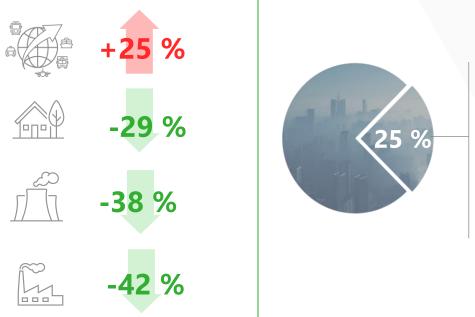
will for decarbonization

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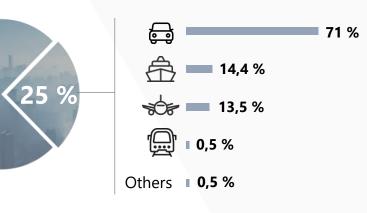
DECARBONIZATION IS THE KEY TO LIMITING GLOBAL WARMING

TRANSPORT WITH HIGHER CO₂ EMISSIONS THAN IN 1990

CO2-emissions development since 1990 (in the EU)



Share CO₂-emissions transport sector of total CO₂-emissions (in the EU)



Significant advantages of rail-based mobility



Lower CO₂ emissions



High land use efficiency



Improved air quality



Extensive Energy sovereignty



External costs

Low

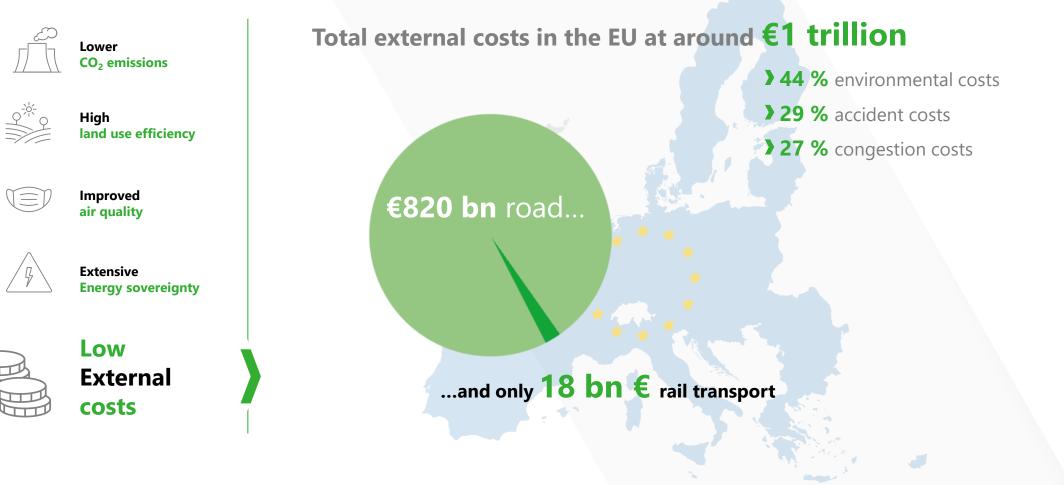
- > The **transport sector** is a **major contributor** to global CO₂ emissions, significantly impacting our climate and accelerating the urgency for sustainable solutions
- > CO₂ emissions in the **rail sector have decreased by** > **70 percent** since 1990

Source: European Environment Agency (EEA), Eurostat



THE ROLE OF RAILWAYS IN CREATING A SUSTAINABLE WORLD

SIGNIFICANT ADVANTAGES OF RAIL-BASED MOBILITY





THE URGENT NEED TO REVITALIZE RAIL INFRASTRUCTURE...

... IS WELL DOCUMENTED AFTER DECADES OF NEGLECTING AND A HIGH LEVEL OF UNDERINVESTMENT

🗕 Germany

"We are suffering tremendously because the infrastructure is far too old...about 80 percent of unpunctuality is currently caused by the poor condition of the infrastructure...today, the investment backlog amounts to more than 90 billion euros...the infrastructure will be our core task in the coming years, if not decades."

Richard Lutz (CEO Deutsche Bahn), Sep-24

France

"Investment in rail infrastructure is insufficient compared with neighbouring state rail systems... it would cost 100 billion euros to double train use in France and achieve carbon neutrality by 2050."

Jean-Pierre Farandou, CEO SNCF, Feb-23

🗰 United Kingdom

"With about half of cancellations blamed on infrastructure owners, the biggest problem dogging Britain's railways is ...constrained and crumbling capacity. This follows years of inconsistent and inadequate government-led investment in rail infrastructure." Financial Times, Sep-24

United States

"Amtrak's backlog of repairs accumulated over the years...Across the country, investment in infrastructure has lagged. On the Northeast Corridor alone, the country's busiest train route ..., there are \$45 billion worth of repair backlogs"

Fortune magazine, May-24

🍙 Australia

"Underinvestment in the rail sector is resulting in mounting costs for consumers, prompting calls for urgent improvement to the rail freight network... the price Australians are paying for a lack of investment in rail and freight is too high."

Infrastructure Magazine, Oct-23

Sweden

"The maintenance backlog on the existing network now stands at an estimated \$US~9 bn. Trafikverket says that it will not be possible to fully catch up on outstanding work by 2037 even if...\$US ~25bn is granted in funding"

International Railway Journal, Jan-24

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RAIL AND THE POLITICAL MOMENTUM OF DECARBONIZATION

HIGH VISIBILITY FOR VOSSLOH IN THE COMING DECADES



USA

€1 trillion

"Biden Infrastructure Plan"

- **€60 billion** for the Modernization of longdistance passenger transport
- **€82 billion** for public transit traffic

Brazil

~€50 billion

~€15 billion under the PAC program dedicated to rail

More than **€30 billion** from the SP on rail program

Germany

~€86 billion

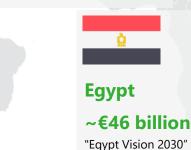
"Starke Schiene" & "Leistungsund Finanzierungsvereinbarung" III

~€4 billion

"Digital rail" including interlocking technology/ETCS

~€27 bn

additional for maintenance of the rail network in the coming years



Italy €25 billion EU Recovery and Resilience Facility

€1.5 billion "Complementary Fund"

• C*

Turkey

~€180 billion For the expansion of the railway network until 2053

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China

+ **50,000 km** Expansion of the entire rail network

+27,000 km

Expansion of high-speed lines



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India €120 billion

"Modi 3.0 Mega Plan"

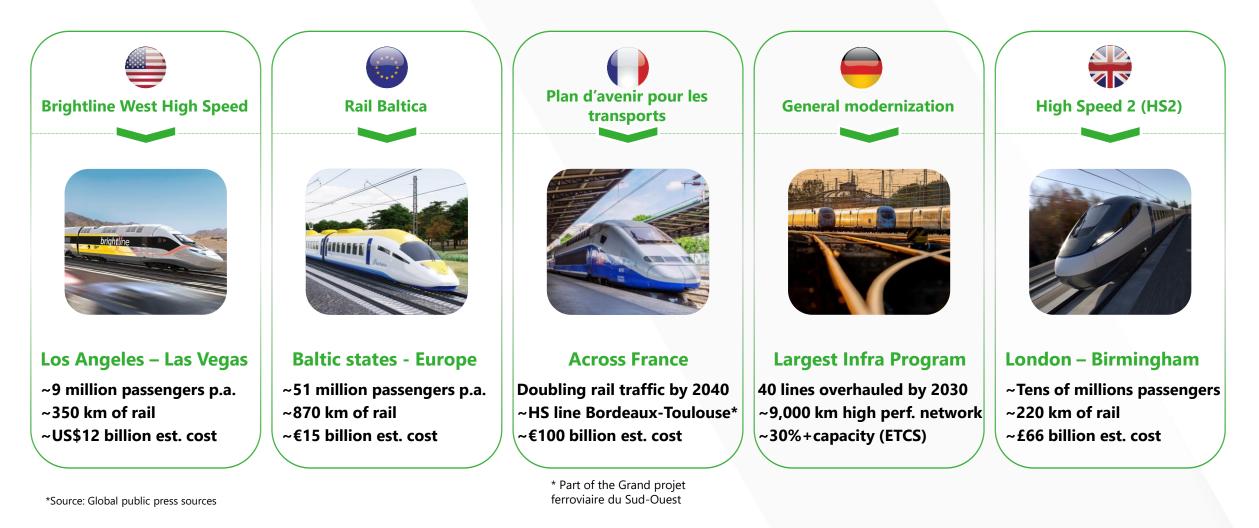
/ +40,000 km expansion of railways along three economic corridors

/ €12 billion

Ahmedabad-Mumbai bullet train to be operationalized by April 2029

RAIL AND THE POLITICAL MOMENTUM OF DECARBONIZATION

FLAGSHIP RAIL INFRASTRUCTURE PROJECTS UNDERWAY GLOBALLY



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VOSSLOH IS PERFECTLY POSITIONED TO MAKE USE OF THE TRENDS

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RENAISSANCE OF THE RAILWAY POINTS TOWARDS BRILLIANT PROSPECTS FOR VOSSLOH

Shift to Rail

- Global megatrends provide strong tailwind in the coming decades
- > **Sustainability** favors clean modes of transportation

Track Availability as Key

- With growing traffic density track availability becomes a key success factor for rail networks
- Superior products and more efficient maintenance
 - (condition-based and predictive maintenance) for higher track availability needed
- > New business models and more digitally enabled products are required

Unique position

- **Unique** comprehensive portfolio
- > Understanding of the rail track as a **system**
- **Global** market presence and customer access
- **Solutions** for higher track availability

VOSSLOH IS PERFECTLY POSITIONED TO MAKE USE OF THE TRENDS

VOSSLOH CONNECTING THE REAL AND THE DIGITAL WORLD IN RAIL INFRASTRUCTURE



We are manufacturer



Comprehensive hardware portfolio covering all applications.



Technology leadership, engineering expertise and global customer presence.

 (\checkmark)

9

Systemic understanding of the rail track .



We are maintainers



Broad portfolio of track supply (welding and logistics) and maintenance services.

Both corrective and preventive services including unique HSG technology



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We are digital



Smart offerings for condition-based and perspectively predictive maintenance.

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Tailored maintenance solutions combined with digital expertise in all aspects of the rail track system.



FOCUSING ON KEY INITIATIVES TO BOOST OUR LEADERSHIP

ADVANCING VOSSI OH'S COMPETITIVE ADVANTAGE IN A RAPIDLY EVOLVING MARKETMARKET



Solution provider

- > Positioning as a holistic problem solver for rail infrastructure
- Focusing on customer pain points with innovative solutions
- > Partnering with customers to create new solutions for higher track availability

Digitalization

- Instrument to provide integrated solutions to customers
- > Opportunity for Vossloh to differentiate from competition
- > Key enabler for future business models

Usage of AI

- Speed of technological change is increasing, which makes an agile and fast work environment more important
- > AI provides plenty of opportunities to improve processes, make better and faster decisions and work more efficient

Employer Branding

- > Qualified people are required to remain competitive and assume customer tasks
- > Vossloh needs to be well positioned as an attractive employer to find and retain the right people

Sustainable Product Portfolio

- Society and customers are increasingly focusing on sustainability
- A sustainable product portfolio based on eco-friendly design is an important lever to limit emissions
- > In addition, it allows us to differentiate from competition

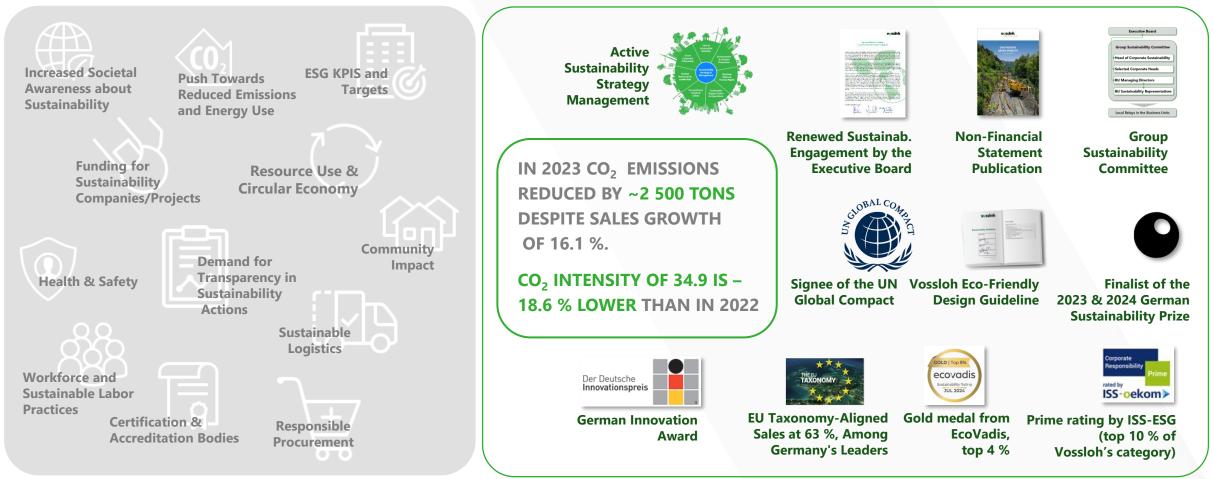
M&A Strategy

- Vossloh is one of the largest rail infrastructure companies
- Market consolidation is ongoing with Vossloh as an active participant

SHAPING A SUSTAINABLE FUTURE

TURNING VISION INTO ACTION: OUR PATH TO SUSTAINABILITY

Our Playing Field in Sustainability



How Vossloh "Walks the Talk"



DRIVING GROWTH THROUGH STRATEGIC ACQUISITIONS

- After a successful divestment of our former Transportation division, we have implemented an M&A strategy, which included a comprehensive review of targets that are attractive to strengthen Vossloh
- Recently, our full and focused M&A pipeline paid of with four acquisitions including the blockbuster acquisition of Sateba

Update on **SATEBA=**

- > Work's counsel consultation process in France has been completed
- > SPA has been signed on August 8th, 2024, and all filings regarding antitrust and FDI approvals have been made or will be made shortly
- > Transaction highly well-received by key stakeholders



¹ Closing of the transaction expected in spring 2025



SATEBA ACQUISITION: ENTERING THE EUROPEAN CONCRETE TIE BUSINESS IS A LOGICAL NEXT STEP IN VOSSLOH'S DEVELOPMENT

STRUCTURAL RISK LOW

- > Vossloh has successfully invested into concrete tie business in North America (2017) and Australia (2018)
- > Vossloh possesses relevant technical and process knowhow
- > Vossloh knows the European rail infrastructure markets well (customers, projects, technology, tender mechanics etc.)
- Vossloh has excellent reputation and customer access in Europe
- → We know exactly what we get!

WHY SATEBA? Sateba is one of the leading concrete tie providers in Europe

- > Previously part of French Consolis Group, Sateba was carved out and acquired by TowerBrook Capital (TCP) in 2021
- > Sateba has **excellent** reputation and brings more than **100 years** of relevant experience to the table
- Sateba has been a trustworthy and important **business partner** for Vossloh since many years
- > Well established relationship on all levels in place
- > High cultural fit when it comes to focus on value creation, customer focus and leadership
- Sateba is regionally well diversified and technologically well positioned
- > Sateba has been growing significantly under TCP ownership and operates in an efficient and profitable way
- → Sateba is the **ideal target** to enter the concrete tie business in Europe

SATEBA AT A GLANCE: A GROUP WELL POSITIONED TO GROW AND SUPPORT SHIFT TO RAIL IN EUROPE

Product Portfolio

RAIL TIES & BEARERS

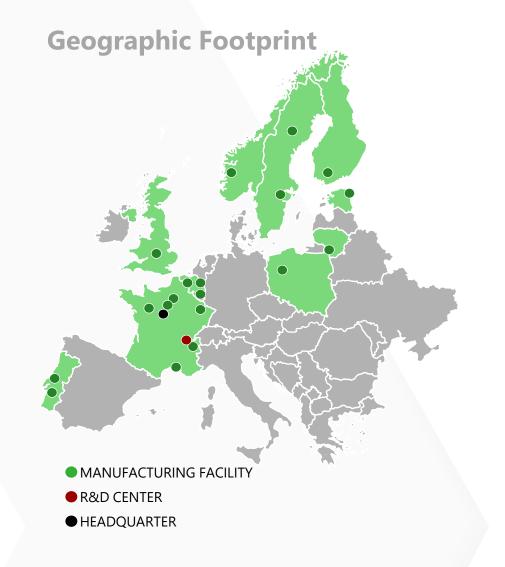
- Monoblock ties
- > Twinblock ties
- Bearers
- Specific products
 (e.g., high attenuation ties)

RAIL ADJACENT PRODUCTS

- Catenary poles foundations
- Level crossings
- > Fastening systems (France)
- Platforms Connected objects
- Infra Projects: Arches & tunnel segments

Key Statistics





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SATEBA ACQUISITION: TRANSACTION CORNERSTONES

KEY FINANCIAL INFORMATION

- > Enterprise value at €450 million¹ to be paid in cash
- > Implied EBITDA 2025 multiple between 7 and 8 expected
- Transaction supports long-term target to generate double-digit EBIT-margin in the Vossloh Group
 Noticeably positive impact on EPS

FINANCING ARRANGEMENTS

- Transaction financed with a bridge loan along with a long-term loan from a consortium of Vossloh's existing lenders
- Vossloh intends to refinance the bridge loan predominantly with long-term debt; subject to suitable market conditions, Vossloh also considers an equity increase without subscription rights (ABB). The majority shareholder supports the transaction and intends to participate in the potential capital increase at least in proportion to its current shareholding
- > Vossloh targets net leverage significantly below 2.75x

TIMING/ NEXT STEPS

Closing is subject to merger control approvals in several countries
FDI approval to be obtained in France
Closing expected in spring 2025

¹ The purchase price includes the completion of an ongoing acquisition by Sateba in the order of €25 million.

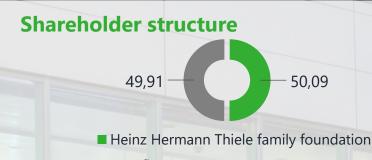
THE VOSSLOH GROUP 2023



Technologically leading group in the rail infrastructure sector with headquarters in Werdohl. We offer our customers around the globe integrated solutions for the rail track.

Market position

Vossloh is a world leader in rail fastener and switch systems, a leading manufacturer of concrete ties in North America and Australia, and the world's sole supplier of the innovative High Speed Grinding process.





COMPANY STRUCTURE

FOCUS ON THE RAIL INFRASTRUCTURE



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Core Components

Industrially manufactured series products, in Project-sp large quantities for railway infrastructure projects solutions

Business Units:

Vossloh Fastening Systems (Rail fastening systems)

Vossloh Tie Technologies (Concrete sleepers)



Customized Modules

Project-specific adapted modular solutions

Business Unit:

Vossloh Switch Systems

(Switch systems, signalling products and systems)

* average number of employees in 2023



Lifecycle Solutions

Specialised services around the life cycle of rails and switches

Business Unit:

Vossloh Rail Services

(Maintenance, machining, preventive and corrective care and welding services/rail logistics)

CORE COMPONENTS DIVISION VOSSLOH FASTENING SYSTEMS





Leading global supplier of rail fastening systems

€349.4 million Sales revenues in 2023, of which over 90 percent outside Germany



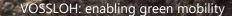
€69.8 million
EBIT 2023 of the Core
Components division



260,000+ km track equipped with fastening systems of Vossloh

- State-of-the-art production for rail fastening systems at Werdohl location
- Over 50 million tension clamps per year at the main production sites in Germany, China, Poland and the USA
- Significant increase in vertical integration (plastics, screws)

- 85+ countries with Vossloh system, 70 percent of lines in Europe equipped with Vossloh system
- Highly elastic, maintenance-free, for ballasted and slab tracks
- Products protected with more than 70 patents



CORE COMPONENTS DIVISION VOSSLOH TIE TECHNOLOGIES





Market leader in Australia and North America

€224.1 million Sales revenues in 2023 €69.8 million EBIT 2023 of the Core Components division



40+ million Produced concrete ties

Market share

19

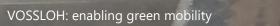
70%



> 10 plants in North America and Australia for concrete ties (track and switches) and level crossing systems

Rocla Concrete Tie, Inc. has formed the Tie Technologies business unit since 2017; 2018 acquisition of Austrak Pty Ltd.

> High synergy with rail fastening systems in sales & development



CUSTOMIZED MODULES DIVISION VOSSLOH SWITCH DISTEMS



World leading manufacturer around the system switches **€537.4 million** Sales revenues in 2023



€42.7 million EBIT 2023



+4.000 switches & +9.500 crossings manufactured per year

- Vossloh has been producing switches for >100 years and is among the market & technology leaders
- Single product for the site of use for maximum safety, durability and comfort
- Product portfolio includes, among others, signaling technology, point machines, closure devices, and track monitoring systems

- Production of complete turnouts and components at +20 locations in +15 countries
- Supply of switches for all applications (incl. high-speed and heavy-haul) in 80+ countries
- Vossloh holds the speed record of 560 km/h on a switch

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LIFECYCLE SOLUTIONS DIVISION

VOSSLOH RAIL SERVICES





Leading service provider for rail tracks in Europe

€163.5 million Sales revenues in 2023

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€11.6 million EBIT 2023



The world's only supplier of the innovative High Speed Grinding process

- Stationary welding plants for long rail preparation & logistics (complete lifecycle)
- Broad portfolio of products and services for preventive and corrective rail and switch maintenance (including high-speed grinding)
- Own machine park (largest milling fleet), own machine production

- > Services currently offered in 20 countries on 3 continents
- VRS operates largest rail transport fleet in Europe with 500+ special wagons
- > Provider of intelligent, condition-based maintenance
- > Greatest growth potential within the Vossloh Group

High Speed Grinding HSG

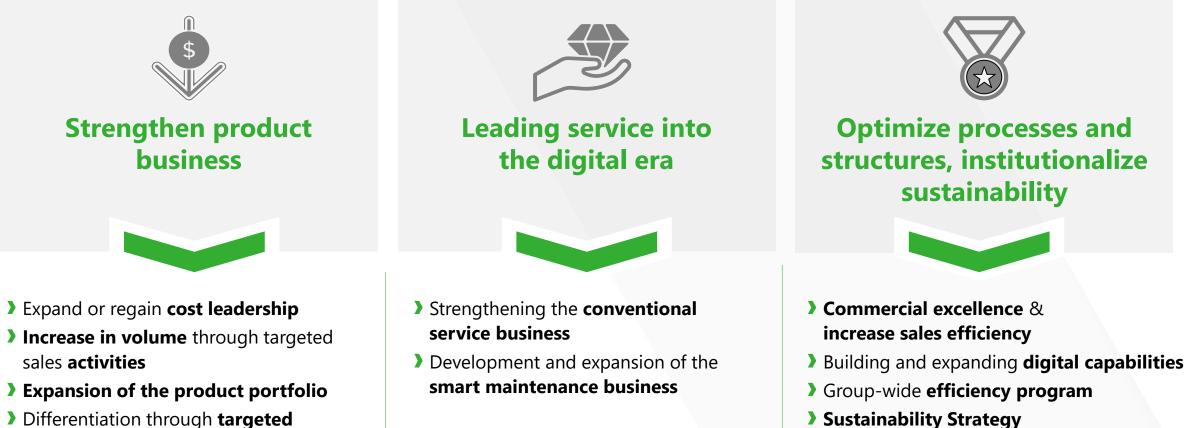
VOSSLOH IS TRUSTED BY CUSTOMERS WORLDWIDE

WE ARE PARTNERS OF ALL MAJOR NETWORK OPERATORS ON FIVE CONTINENTS



> Expand leadership competence

OUR STRATEGIC DIRECTIONS



 Differentiation through targeted innovations

VOSSLOH: enabling green mobility

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VOSSLOH IS BENEFITTING TREMENDOUSLY FROM THE IMPLEMENTATION OF THE STRATEGY SINCE 2020

SIGNIFICANT SALES AND EBIT GROWTH SINCE 2020



2020 as a starting point for a new era: performance program implemented, divestment rolling stock finalized, strategy redefined

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- At CMD December 2020, mid-term targets of 4 5 % revenue growth for the Group and a double-digit EBIT margin at the division level were communicated
- In total Group sales increased by ~40 %
 (CAGR²: 9 %) from 2020 until 2024E and EBIT growth in total at more than 70%
- This has been achieved in a complex market environment of the past years (Covid pandemic, war in Ukraine, energy crisis, etc.) that also led to significant energy and material price increases

¹ Excluding a positive one-time effect of the transitional consolidation of a company in the Fastening Systems business unit of approx. €16 million ² CAGR 2024 vs. 2020 based on the mid-term of the sales guidance for 2024

24 VOSSLOH: enabling green mobility



SIGNIFICANT IMPROVEMENTS REALIZED IN THE DIVISIONS

MID-TERM EBIT MARGIN TARGET OF 10 PERCENT FOR ALL DIVISIONS ALMOST ACHIEVED



¹ CAGR 2024 vs. 2020 based on the mid-term of the sales corridor for 2024

² Excluding a positive one-time effect of the transitional consolidation of a company in the Fastening Systems business unit of approx. €16 million

25 VOSSLOH: enabling green mobility

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VOSSLOH WILL HAVE A NEW FACE AFTER SATEBA ACQUISITION

SATEBA ACQUISITION CREATING ADVANTAGES FOR CUSTOMERS AND OTHER STAKEHOLDERS

	Vossloh 2024 standalone	Vossloh 2024 incl. Sateba	
Sales	€1.16 – 1.26 billion	€1.5-1.6 billion	 Sateba is expected to generate €340 million in sales revenues in FY2024 Expansion of Tie Technologies business unit with annual sales revenues of more than €500 million
EBIT margin	8.3 – 9.5 percent ¹		 > EBIT guidance of €100 million - €115 million confirmed despite transaction costs > Vossloh now focuses on achieving long-term profitability of at least 10 percent, Sateba acquisition supports long-term profitability target > The first years after closing will be affected by Purchase Price Allocation (PPA) and integration costs
Working Capital intensity	17 - 19 percent		 The previously set target of <20% working capital intensity has been successfully reached for the first time in FY2023 The integration of Sateba should have a positive impact on working capital intensity

¹ EBIT margin based on the mid-point of the sales guidance and above 8.3 percent expected for FY2024 despite transaction costs relating the acquisition of Sateba in the range of €10 million

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VOSSLOH'S FINANCIAL AMBITION FOR THE FUTURE

NEW GROUP SALES TARGET OF MORE THAN €2 BILLION TO BE REACHED LATEST BY 2030

	Vossloh 2024	Vossloh 2030	
Sales	€1.16 – 1.26 billion	>€2 billion	 UNIFE forecasts increasing market demand for Vossloh, with an inflation-adjusted growth rate of 1.7 % while SCI anticipates a growth rate of 4.0% Sustainable average organic sales growth of 5 %+ expected Growth supported by active role in a consolidating market
EBIT margin	8.3 – 9.5 percent ¹	≥10 percent	 > The long-term profitability goal of achieving a double-digit EBIT margin should be reached by 2030 at the latest > This trajectory leads to an annual EBIT exceeding €200 million, highlighting Vossloh's robust growth potential > Along with EBIT development, significant increase in Value Added expected
Working Capital intensity	17 - 19 percent	<15 percent	 The Cash4Growth working capital program is set to support higher free cashflow generation going forward The acquisition of Sateba will actively support reaching our working capital goals

¹ EBIT margin based on the mid-point of the sales guidance of above 8.3 percent expected for FY2024 despite transaction costs relating the acquisition of Sateba in the range of €10 million



HIGHLIGHTS 2023

SIGNIFICANT IMPROVEMENTS REALIZED IN THE DIVISIONS

MID-TERM EBIT MARGIN TARGET OF 10 PERCENT FOR ALL DIVISIONS ALMOST ACHIEVED

Sales revenues (in € million) Free cash flow (in € million) EBIT (in € million) / EBIT margin 1,214.3 98.5 70.9 (8.1%) 2022 2022 2022 2023 2023 2023 > Sales revenues rise by 16.1% to new **EBIT** increases significantly by 26.2% Free cash flow increases significantly all-time high in rail infrastructure by €43.0 million > Well above the original guidance range > All divisions with significant sales growth (€79 million to €88 million) and at the upper > Higher earnings key driver for sustainably end of the most recently raised corridor higher free cash flows > Well above the original guidance range (€94 million to €100 million) (€1.05 billion to €1.15 billion) and at the In addition, first successes of the **group-wide** upper end of the most recently raised **Return on capital employed** (ROCE) in the **Cash4Growth initiative**, which aims to achieve corridor (€1.175 billion to €1.225 billion) double-digit range at 10.5% a sustainable reduction in working capital

Dividend proposal increased to €1.05 per share (prior year: €1.00) due to positive business performance



FINANCIAL OVERVIEW Q3/2024

VOSSLOH GROUP

VERY POSITIVE EARNINGS AND MARGIN DEVELOPMENT CONTINUES IN THE 3RD QUARTER

KEY GROUP INDICA	1-9/2023		1-9/2024		
Sales revenues	€ mill.		925.9		859.6
EBITDA / EBITDA margin	€ mill. / %	122.2 /	13.2	116.5 /	13.6
EBIT / EBIT margin	€ mill. / %	76.9 /	8.3	77.1 /	9.0
Net income	€ mill.		43.9		56.6
Earnings per share	€		1.68		2.70
Free cash flow	€ mill.		48.0		34.2
Capital expenditure	€ mill.		38.9		42.5
Value added	€ mill.		17.2		8.1
ROCE	%		10.9		10.6

NOTES

Sales revenues down by 7.2 percent compared to the previous year, with a sharp decline in Core Components as expected, Customized Modules still slightly down on the previous year, Lifecycle Solutions continues to grow strongly

EBIT at the previous year's level despite lower sales revenues and transaction costs incurred for the acquisition of Sateba; **EBIT margin** increased accordingly compared to the previous year

Net income increased significantly, mainly due to lower tax and interest expenses, tax rate favored by capitalization of tax loss carryforwards in the domestic tax group; **Earnings per share** by €1.02 above previous year

Free cash flow still below previous year, but with strong development in Q3/2024 of €38.9 million (Q3/2023: €10.5 million); clearly positive free cash flow also expected in Q4/2024

Capital expenditure above previous year's level as expected, increase mainly due to investments in new production sites and machines at Customized Modules

Value added below previous year, mainly due to higher weighted average cost of capital (9.5 percent vs. 8.5 percent in previous year); ROCE negatively influenced by higher average capital employed, but still roughly at previous year's level

VOSSLOH GROUP

POSITIVE FREE CASH FLOW DEVELOPMENT IN Q3 LEADS TO LOWER DEBT COMPARED TO THE PREVIOUS YEAR

KEY GROUP INDICAT	ORS	1-9/2023 9/30/23	2023 12/31/23	1-9/2024 9/30/24
Equity	€ mill.	636.3	638.5	665.2
Equity ratio	%	45.0	45.8	46.3
Average working capital	€ mill.	211.5	209.4	219.6
Average working capital intensity	%	17.1	17.2	19.2
Closing working capital	€ mill.	213.5	193.1	217.2
Average capital employed	€ mill.	936.3	937.2	968.8
Closing capital employed	€ mill.	940.4	939.2	978.1
Net financial debt (excl. lease liabilities)	€ mill.	202.8	182.9	191.0
Net financial debt	€ mill.	239.0	219.5	228.4

NOTES

Equity increased noticeably compared to the previous year due to the high net income; **Equity ratio** remains at a high level

Closing working capital roughly at the previous year's level as at 9/30; **Average working capital intensity** increased compared to the previous year due to lower sales revenues, but still below the previous target of less than 20 percent

Closing capital employed increased compared to year-end 2023 due to higher fixed assets and higher working capital

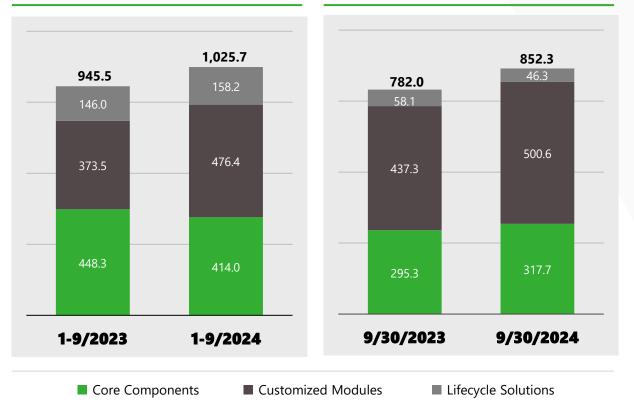
Net financial debt including lease liabilities down by €10.6 million compared to the end of Q3/2023 due to the positive free cash flow during the last 12 months

VOSSLOH GROUP

ORDER SITUATION REMAINS VERY SATISFACTORY

ORDERS RECEIVED (in € mill.)





NOTES

Orders received exceed the €1 billion mark for the first time after nine months of 2024 and are 8.5 percent higher than the already high prior-year figure; in the first nine months of 2024, Vossloh achieved higher orders received in Algeria (CM, VFS), Sweden (LS, CM), the Middle East, Canada and Italy (CM in each case) and the USA (VTT) in particular

Order backlog up by 9.0 percent on the previous year, reflecting continued high market demand; Customized Modules up significantly on the previous year despite the disposal of Signalling Systems; Core Components also up noticeably on the previous year due to a high order backlog in China; Lifecycle Solutions down on the previous year, particularly in Germany (DB framework agreements signed in September 2024 for well over €100 million are not included in the order backlog until they are called up)



Q&A THANK YOU FOR YOUR ATTENTION