

CNH GLOBAL N V
Form 425
December 06, 2012

20 Novembre, 2010
Fiat Industrial
European/UK Capital Goods and Aerospace and Defence
Conference
December 5, 2012
Filing under Rule 425 under the U.S. Securities Act of 1933
Filer: Fiat Industrial S.p.A.
Subject Company: CNH Global N.V.
CNH Global N.V.'s Exchange Act File No.: 333-05752

20 Novembre, 2010
Fiat Industrial
2012 Outlook
Q3 & Sep YTD Results

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Fiat
Industrial

European/UK
Capital
Goods
and
Aerospace

and
Defence
Conference
Fiat Industrial
Combination
of
FI
and
CNH

recent
steps
November 26,
2012

Fiat Industrial and CNH Global announce definitive agreement to combine businesses
November 22,
2012

Fiat Industrial acknowledges CNH Special Committee announcement that it views favorably Fiat Industrial's
strategic
combination
proposal
in
the
form
delivered
on
November
19,
2012
November 19,
2012

Fiat
Industrial
submits
best
and
final
offer
to
combine
with
CNH
Global
November 12,
2012

Fiat Industrial Announces Key Appointments, with objective of enhancing operational integration of Fiat Industrial

and CNH, and the formation of a Group Executive Council (GEC), creation of 4 Regional COO positions and a CFO, all reporting to a Group COO

October 15,
2012

Fiat Industrial S.p.A. is advised that the special committee of the Board of CNH Global N.V. has determined not to recommend the strategic combination of Fiat Industrial and CNH on the terms proposed by Fiat Industrial on

May 30, 2012
May 30,
2012

Fiat Industrial proposes a combination with CNH Global

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Fiat
Industrial

European/UK
Capital
Goods
and

Aerospace
and
Defence
Conference
Fiat Industrial
Group Executive Council (GEC)
The
Group
Executive
Council
(GEC)
is
the
highest
executive
decision
making
body
within

Fiat Industrial outside of its Board of Directors¹. It is responsible for reviewing the operating performance of the businesses, setting performance targets, making key strategic decisions and investments for the Group, making capital allocations and sharing best practices, including the development and deployment of key human resources

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Fiat
Industrial

European/UK
Capital
Goods
and
Aerospace

and
Defence
Conference

The Merger Agreement provide that FI and CNH will each merge into a newly-formed company organized under the laws of the Netherlands (NewCo). FI shareholders will receive one NewCo share for each FI share and CNH shareholders will receive 3.828 NewCo shares for each CNH share in the merger

CNH would pay a cash dividend of US\$10 per CNH share to the CNH minority shareholders prior to completion of the merger

CNH will use its reasonable best efforts for the dividend to be paid prior to December 31, 2012 or as promptly thereafter as practicable

The NewCo shares will be listed on the New York Stock Exchange. NewCo will also use its reasonable best efforts to cause the NewCo shares to be admitted to listing on the Mercato Telematico Azionario managed by Borsa Italiana shortly following the closing of the mergers

NewCo
will
implement
a
loyalty
voting
structure;
shareholders
of
each
company
that
are
present
or
represented
by
proxy
at
the
respective
shareholders
meetings
to
consider
the
merger
transaction
and
that
continue
to
hold
their
shares
until

completion of the merger may elect to receive common shares registered in a special segment of NewCo's share register and be entitled to two votes per share. NewCo shareholders will be entitled to retain double-vote shares indefinitely. If a NewCo shareholder transfers shares entitled to double votes, the shares will revert to the regular segment of the register and will be entitled to a single vote per share. Following completion of the merger, new shareholders may earn a double vote through a loyalty mechanism by holding the shares continuously for at least three years

Fiat Industrial
FI and CNH announce definitive Agreement to combine businesses

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The existence of two distinct equity securities for FI and CNH listed on separate markets is the result of

a
series
of
transactions
pursued
in
the
past
by
FIAT
Group

The current structure is cumbersome and inefficient in several respects
Small public float and liquidity of CNH
Constrains the Group's valuation
Limits ability by top US capital goods investors to build meaningful positions in CNH
Creates holding company discount at FI group level
Limits the Group's ability to capture strategic opportunities using equity
Multiple jurisdictions and layers of governance complicate intra-group dealings

These issues have been magnified following the demerger because of the greater
prominence of CNH within FI Group

Fiat Industrial
Assessment of the current situation
Fiat
Industrial

European/UK
Capital
Goods
and
Aerospace
and
Defence
Conference

7
Iveco
CNH Global
N.V.
CNH Global
N.V.
~88%

Listed on the Milan
Stock Exchange

FPT

Industrial

100%

100%

NewCo

Iveco

FPT

Industrial

100%

100%

CNH

100%

Current Group Structure

Group Structure Post Transaction Completion

Former FI
shareholders

Former CNH
shareholders

Incorporated in
the Netherlands

Listed on the
NYSE as a FPI

Incorporated in the
Netherlands

Incorporated in
Italy

Listed on the NYSE and
Milan Stock Exchange

Loyalty voting structure

FI shareholders

CNH minorities

~12%

X %

(1)

Less than current ~12% in CNH

Fiat Industrial

Group structure pre and post completion

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Fiat
Industrial

European/UK
Capital
Goods
and
Aerospace
and
Defence
Conference

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Capital
Markets and
Valuation

Create a single class liquid stock listed in New York and Milan

Build a true peer to the major North American-based capital goods companies

Increase liquidity and attract new capital goods-focused investor base and analyst coverage in the US

Capitalize on scarcity value deriving from being the only significant agricultural equipment player listed in Europe

Eliminate CNH illiquidity discount and achieve, over time, a valuation more in line with global capital goods peers

Improve credit profile and access a broader liquidity pool

Strategic

and

Operational

Create opportunities for regional consolidation of Financial Services platforms or common development of new infrastructures in developing markets

Acquire greater scale in key emerging markets, such as China, Brazil, Argentina, translating into more effective local execution

Simplify intra-group dealings

Secure powertrain know-how for CNH

Increase
flexibility

to

pursue
strategic
transactions

and

reward
long-term
shareholding

Fiat Industrial

Rationale for the transaction

Fiat

Industrial

European/UK

Capital

Goods

and

Aerospace

and

Defence

Conference

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Fiat
Industrial

European/UK
Capital
Goods
and
Aerospace

and
Defence
Conference
DJSI World
Industrial Engineering
Eligible companies:

95
Admitted companies:

12
FIAT INDUSTRIAL SPA (Leader)
ABB LTD
ALSTOM SA
ATLAS COPCO AB
CATERPILLAR INC
CUMMINS INC
INGERSOLL-RAND PLC
KOMATSU LTD
MAN
SKF AB
VOLVO AB
XYLEM INC

85
85
51
55
77
48
51
87
87
83
88
88

Fiat Industrial confirmed in DJSI World and Europe indexes, **ranking as**

Sector
Leader
in
the
Industrial
Engineering
sector,
for
the
second
consecutive year

DJSI World and Europe equity indexes only admit companies that are best-in-class in managing their businesses according to sustainability criteria

Fiat Industrial Sector Leader

DJSI: Results of the 2012 assessment

20 Novembre, 2010
2012 Outlook

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Fiat Industrial

Outlook

*

Revenues above 25bn

Trading profit in excess of 2bn

Net income of approximately 0.9bn

Net industrial debt between 1.2bn and 1.5bn

Cash and cash equivalents in excess of 4.0bn

Capital expenditures between 1.2bn and 1.4bn

*

As
per
Q3
&
Sep
YTD
Analysts
conference
call
On
the
back
of
the
Group's
performance
to
date
and
our
expectations
of
solid
trading
conditions
across
all
sectors,
especially
CNH,
Fiat
Industrial
is
firming
up
its
2012
guidance
as
follows:
Fiat
Industrial

European/UK
Capital
Goods
and
Aerospace

and
Defence
Conference

20 Novembre, 2010
Q3 & Sep YTD Results

13
204
297
2.0
2.2
4.9
5.7
Positive swing of 93mn, or
+45.6%

Up 0.2bn, with positive cash flow from operations offset by seasonal working capital absorption and sustained capital expenditure levels

Up 7.9%, as continued robust growth for AG Equipment more than compensated for weaker trading conditions in other businesses

Up 91mn over the prior year

Down 0.8bn, mainly attributable to cash utilization related to portfolio growth for financial services and capital expenditure (inclusive of

1.6bn in undrawn committed facilities)

7.9%

18.8%

5.9

6.3

0.8

p.p.

484

575

8.3%

9.1%

Up 0.8p.p. with CNH achieving strong margin gains and both Iveco and FPT Industrial maintaining margins substantially in line with prior year levels despite volume declines

Q3 11

Q3 12

Q3 11

Q3 12

Q3 11

Q3 12

Jun-end 12

Sep-end 12

Q3 11

Q3 12

Jun-end 12

Sep-end 12

Q3 12 highlights

Trading profit up 18.8% with continuing margin improvement y-o-y

Net result

(/mn)

Net industrial debt

(/bn)

Available Liquidity

(/bn)

Revenues

(/bn)

Trading margin

Fiat

Industrial

European/UK

Capital

Goods

and

Aerospace

and

Defence

Conference

Trading profit

(/mn)

Continued robust performance for AG Equipment business driving top-line growth
CNH
IVECO
FPT
Industrial
Eliminations
& Others
448

575
 110
 26
 (9)
 -13.3%
 1,300
 1,641
 301
 78
 (38)
 36.8%
 Q3 12
 CNH
 IVECO
 FPT
 Industrial
 Eliminations
 & Others
 Sep YTD 12
 CNH
 IVECO
 FPT
 Industrial
 Eliminations
 & Others
 4,088
 6,313
 2,054
 646
 (475)
 12,004
 18,771
 6,226
 2,106
 (1,565)
 Q3 12
 CNH
 IVECO
 FPT
 Industrial
 Eliminations
 & Others
 Sep YTD 12
 (mn)
 2012
 2012`
 Q3 & Sep YTD 12
 Revenues and trading profit by business
 Fiat
 Industrial

European/UK
Capital
Goods
and
Aerospace
and
Defence
Conference

33.3%

-10.6%

18.8%

39.8%

-8.5%

27.1%

17.4%

-7.3%

7.9%

-12.9%

18.5%

-8.1%

7.5%

-8.8%

14

(mn)
Unusual items, net :
Net
unusual