Deere Agrees to Acquire Wirtgen Group

1 June 2017

JOHN DEERE

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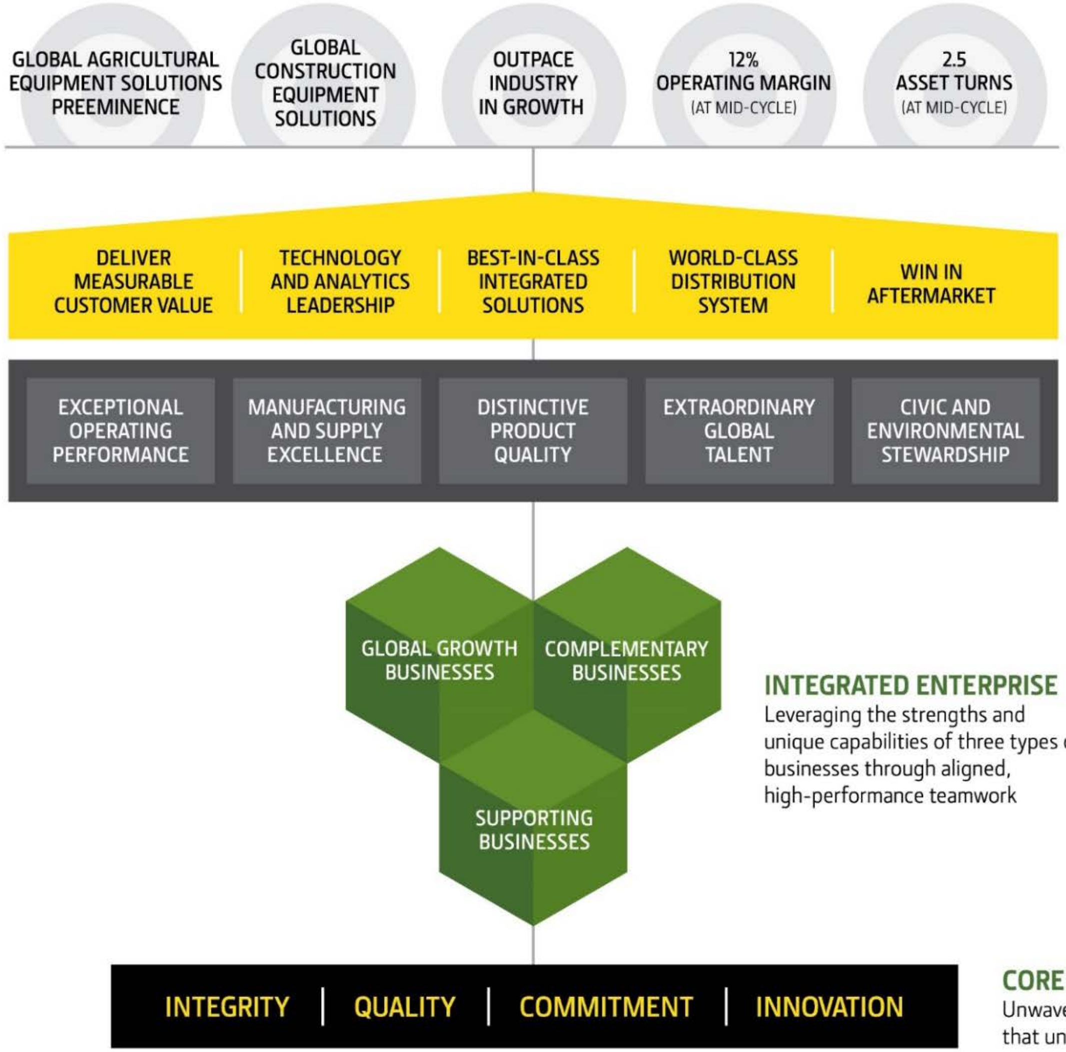
This presentation contains forward-looking information related to Deere, Wirtgen, and the Acquisition that is based on current expectations and involves substantial risks and uncertainties that could cause actual results, performance, events, or transactions to differ materially from those expressed or implied by such statements.

Forward-looking statements include, among other things, statements about Deere and Wirtgen's plans, objectives, expectations and intentions; the financial condition, results of operations and business of Wirtgen; the anticipated timing of closing of the Acquisition; the potential benefits of the proposed Acquisition; and the anticipated operating synergies. Risks and uncertainties include, among other things, risks related to the satisfaction of the conditions to closing the acquisition (including the failure to obtain necessary regulatory approvals) in the anticipated timeframe or at all, risks that the expected benefits from the proposed acquisition will not be realized or will not be realized within the expected time period; the risk that the businesses will not be integrated successfully; significant transaction costs; unknown or understated liabilities; other business risks, including the effects of industry, market, general economic, political or regulatory conditions; future currency exchange and interest rates; changes in tax and other laws, regulations, rates and policies; and future business combinations or disposals. In addition, actual results, performance, events and transactions, are subject to other risks and uncertainties that relate more broadly to Deere's overall business, including those more fully described in Deere's filings with the U.S. Securities and Exchange Commission ("SEC") (including, but not limited to, the factors discussed in Item 1A. Risk Factors of Deere's most recent annual report on Form 10-K and quarterly reports on Form 10-Q). In light of these risks, uncertainties, and other factors, you are cautioned not to place undue reliance on the forward-looking information. Deere, except as required by law, undertakes no obligation to update or revise the forward-looking statements, whether as a result of new developments or otherwise.

THE JOHN DEERE STRATEGY

OUR PURPOSE Committed to those linked to the land



OUR ASPIRATIONS
Realizing sustainable SVA growth through innovation and disciplined expansion

CRITICAL SUCCESS FACTORS
Further developing the capabilities essential to reaching our goals

FOUNDATIONAL SUCCESS FACTORS
Investing in the core strengths that have guided our success

INTEGRATED ENTERPRISE
Leveraging the strengths and unique capabilities of three types of businesses through aligned, high-performance teamwork

CORE VALUES
Unwavering adherence to the values that unite and differentiate us

Transaction Overview

Transaction Description	– Deere to acquire substantially all of the Wirtgen business from Wirtgen family
	  – Global leader in road construction equipment
	  – EUR 2.6 billion in total sales for 2016*
	– Significantly enhances Deere's C&F division financial position

Transaction Consideration	– Estimated transaction value of ~$5.2 billion** – 9.5 EV / 2017 EBITDA***
Financing	– Plan to use combination of cash and new debt
Expected Financial Impact	– Estimated annual run-rate synergies of EUR ~100 million by 2022 – EPS accretive
Closing	– Expected 1Q FY 2018 close

** Source: Wirtgen internal data; German GAAP*
*** At current exchange rates (25 May 2017)*
**** Source: Wirtgen internal data – forecast as of March 2017; German GAAP*

Strategic Rationale

1. Transaction provides greater exposure to transportation infrastructure, a ***faster growing, less cyclical*** sector than broader construction

2. Wirtgen is the ***global leader*** in road construction equipment, enhancing Deere's positioning with key customers

3. Delivers ***complementary product line*** and ***enhances global presence*** for Deere Construction, improving strategic position of C&F to a global top-3 player

4. ***Leverages enterprise capabilities*** and enhances enterprise strategy

5. Transaction financially attractive with ***healthy synergy opportunities*** and ***EPS accretion***

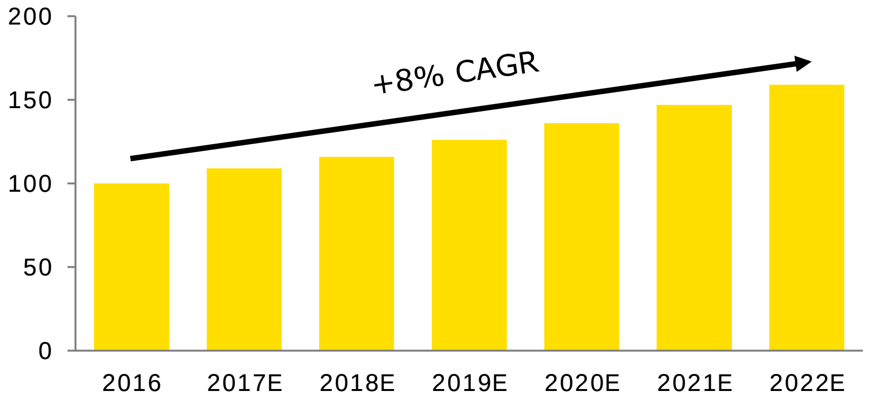
Attractive Industry Fundamentals

1

Transaction provides greater exposure to transportation infrastructure, a *faster growing, less cyclical* sector than broader construction

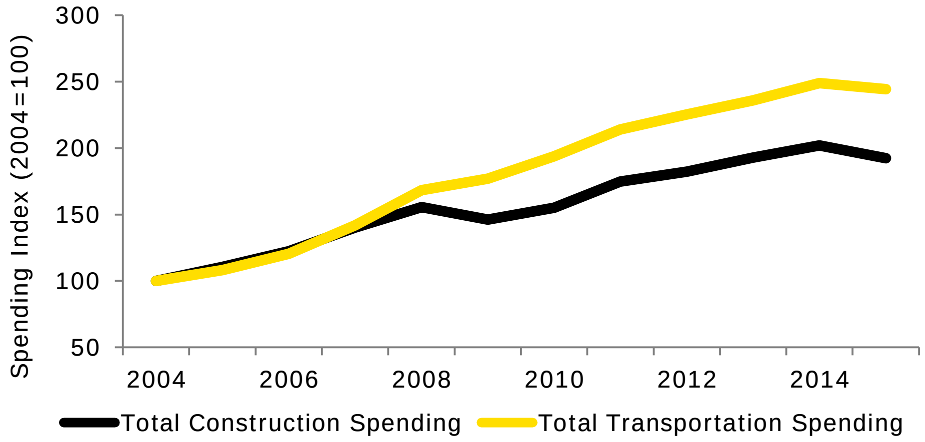
- Attractive margin opportunity with significant growth tailwinds
- Road construction AND repair emphasized in many countries, resulting in a large installed base of equipment

Road Construction Equipment Spend



Source: BCG; indexed using 2016 figures

Construction vs. Transportation Spend



Source: IHS Global Insight

Compelling Acquisition

2

Wirtgen is the *global leader* in road construction equipment, enhancing Deere's positioning with key customers

- Outstanding strategic asset in growing geographies and sectors of construction equipment industry
- Superior brand reputation combined with deep customer relationships and engineering excellence
- Market positions for key products significantly above next largest competitor
- Global distribution network

The Wirtgen Group – 5 Premium Brands

Road Technologies

WIRTGEN

Milling Machines

Concrete Paving

HAMM

Compactors

VÖGELE

Asphalt Paving

Mineral Technologies

KLEEMANN

Crushers

BENNINGHOVEN

Asphalt Plants

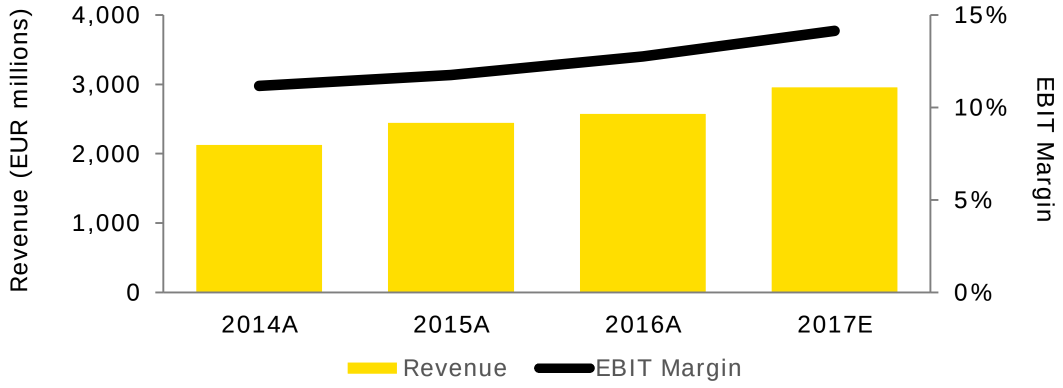
The Wirtgen Group – Global Leader in Road Construction

Company Overview & Highlights

- The global leader in road construction equipment
- Private company headquartered in Germany
- 50+ years of operating experience
- EUR 2.6 billion in total sales for 2016
- Global production footprint across:
  - Germany
  - China
  - India
  - Brazil
- 150 global authorized dealers with ~70% of sales through company owned retail
- ~8,000 employees

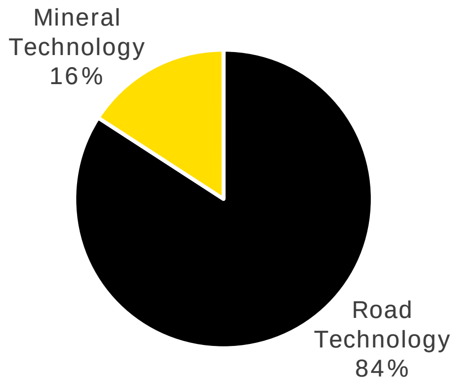
Source: Wirtgen internal data – forecast as of March 2017; German GAAP

Financial Summary

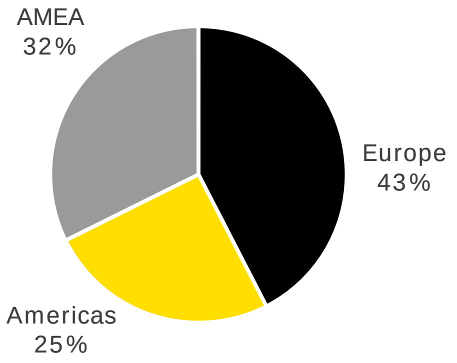


Revenue Breakdown

By Category



By Geography



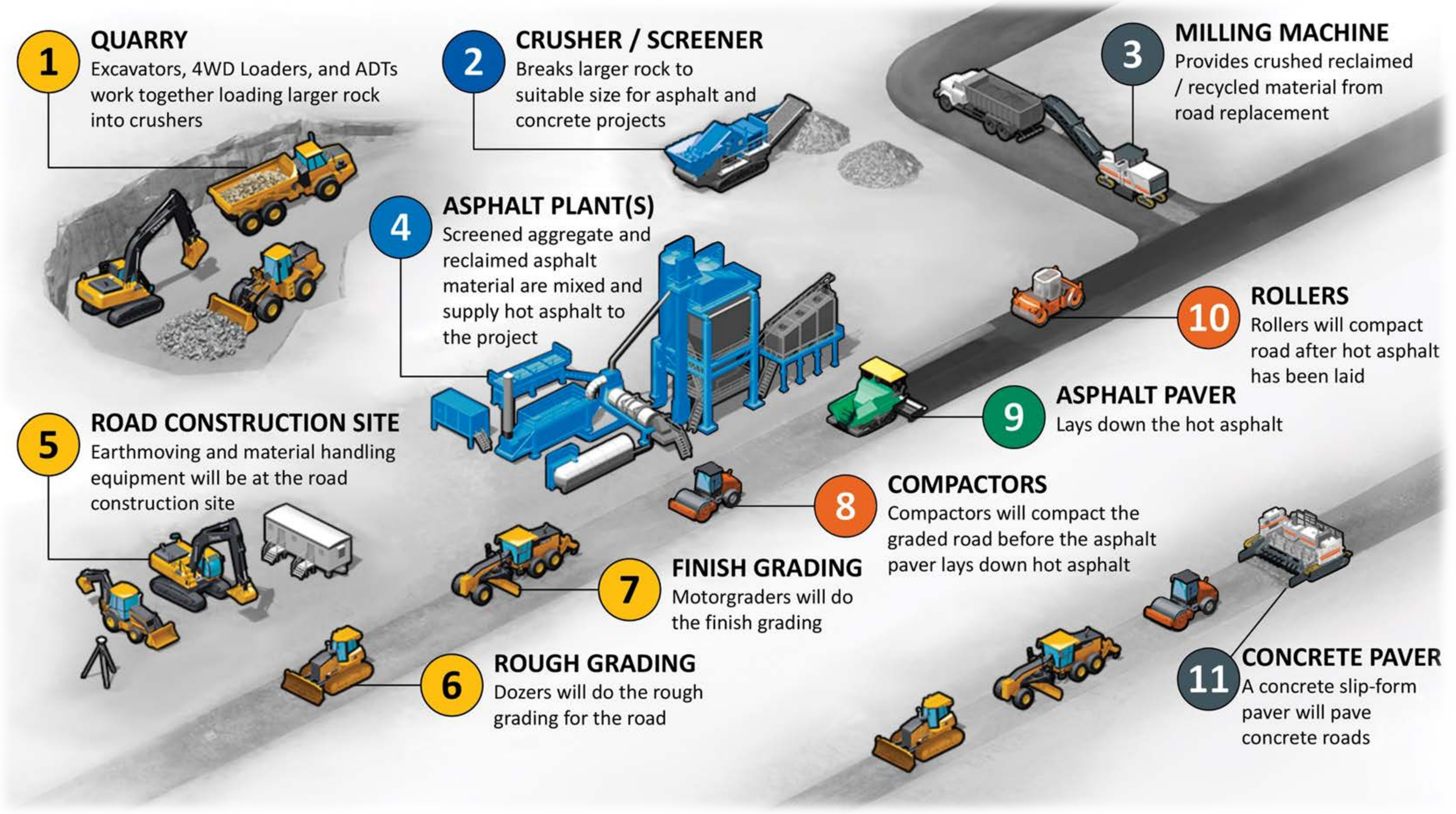
Complementary Fit with C&F

3

Delivers *complementary product line* and *enhances global presence* for Deere Construction

- Improves C&F's strategic position to be global top-3 player
- Enables Deere to serve the entire road construction process
- Provides construction division global distribution options and enhances emerging markets capabilities
- Offers further global scale improving longer-term overall C&F margin potential
- Enhances ability to serve key construction equipment customers

End to End Road Construction Portfolio



Integration Framework

Preserve Customer Relationships	– Retain all brands – Utilize existing channel structure – Customer facing functions to remain intact
Continue Profitable Growth	– Utilize existing Wirtgen management structure – Retain existing manufacturing footprint – Continue Wirtgen's focus on innovation, quality and market share
Prioritize Delivery of Synergies	– Integration to be selective and driven by synergy opportunities – Focus initially on supply management, vertical integration and John Deere Financial – Assessment of channel, market and parts distribution opportunities will be longer-term

Leveraging Enterprise Capabilities

4

Leverages enterprise capabilities and enhances enterprise strategy

- Supply Base
  - Leverage combined direct and indirect materials spend to optimize cost
- Vertical Integration
  - Opportunities in engines, electronics, telematics and cylinders
- John Deere Financial
  - Enhanced sales prospects through use of captive financing and attractive opportunities to expand portfolio
- WorkSite Solutions
  - Connected machines across the road construction process will enhance productivity and customer value

Financially Attractive Transaction

5

Transaction financially attractive with *healthy synergy opportunities* and *EPS accretion*

- Synergy Realization
  - EUR ~100 million
  - Phased in over 5 years
- Transaction value estimated at ~$5.2 billion*
  - 9.5 EV / 2017 EBITDA**
  - 7.9 EV / 2017 EBITDA including run-rate synergies***
- EPS Accretive, excluding purchase accounting adjustments
  - Incremental operating cash flow

** At current exchange rates (25 May 2017)*
*** Source: Wirtgen internal data – forecast as of March 2017; German GAAP*
**** Source: Wirtgen internal data – forecast as of March 2017; German GAAP; assumes annual run-rate synergies of EUR ~100 million*

Transaction Detail and Funding

Transaction Detail

- Current estimate of transaction value ~$5.2 billion*
  - Purchase price of EUR 4.357 billion
  - Assumption of debt (net of cash)
  - Ticking fee
    - 5% per year of the purchase price
    - Pro rated for period between signing and closing

Transaction Funding

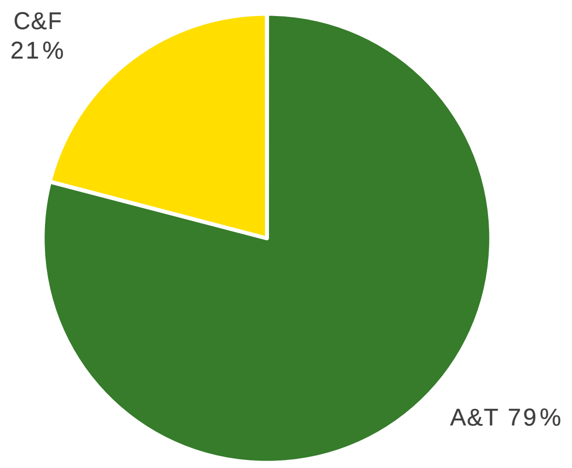
- Cash
  - FY 2017 cash generation
  - Repayment of intercompany loan from John Deere Financial
- New Debt
  - Up to $1 billion in equipment operations
- Deere expects to maintain a mid-single “A” rating with this financing structure

** At current exchange rates (25 May 2017)*

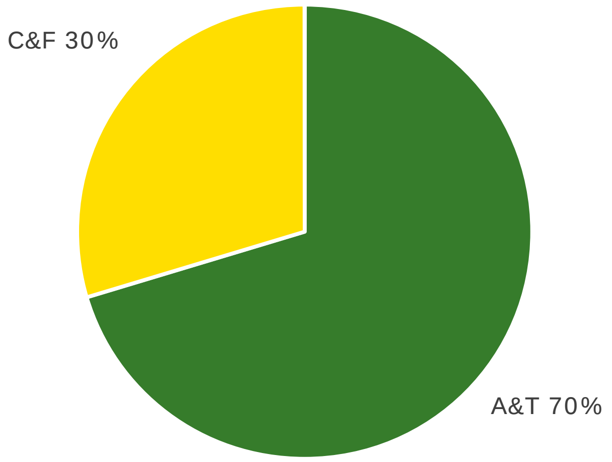
Pro Forma Equipment Operations Net Sales

FY 2016

Deere Equipment Operations



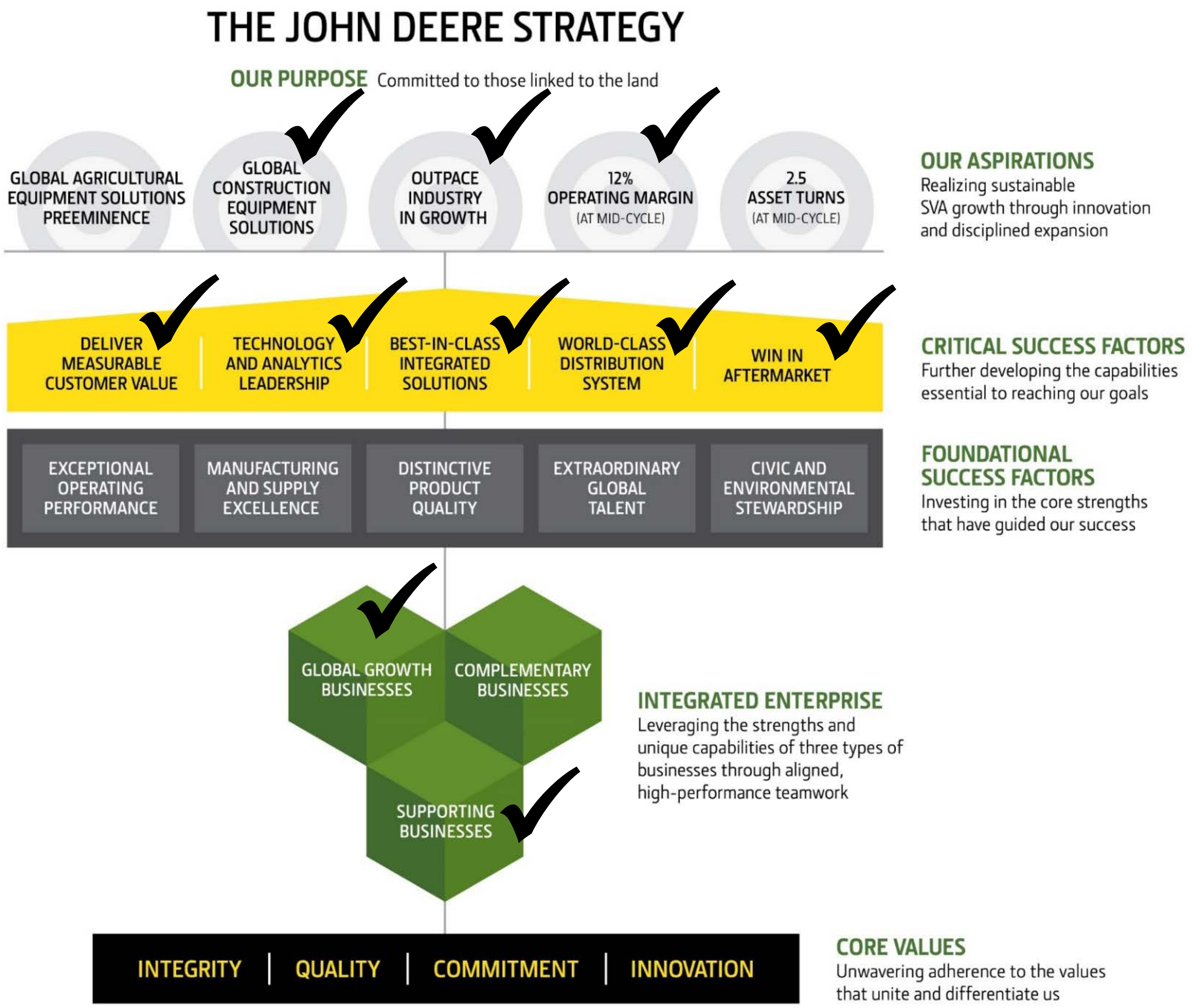
Pro Forma Deere Equipment Operations
(including Wirtgen)*



** Source: Wirtgen internal data; German GAAP*

Summary

Rationale	– Road construction is a highly attractive construction equipment sector (↑ growth, ↓ cyclical) – Wirtgen is the global leader in road construction equipment – Improves C&F with complementary fit – Leverages Deere enterprise capabilities – Financially attractive transaction
Impact	– Improves existing C&F business through complementary products, global distribution and larger installed base – Improves competitive position by creating global #3 construction equipment player and adding industry leading product lines
Value Creation	– EPS accretive – Provides healthy synergies for both mid- and long-term


THE JOHN DEERE STRATEGY
OUR PURPOSE Committed to those linked to the land
GLOBAL AGRICULTURAL EQUIPMENT SOLUTIONS PREEMINENCE
GLOBAL CONSTRUCTION EQUIPMENT SOLUTIONS
OUTPACE INDUSTRY IN GROWTH
12% OPERATING MARGIN (AT MID-CYCLE)
2.5 ASSET TURNS (AT MID-CYCLE)
OUR ASPIRATIONS
Realizing sustainable SVA growth through innovation and disciplined expansion
DELIVER MEASURABLE CUSTOMER VALUE
TECHNOLOGY AND ANALYTICS LEADERSHIP
BEST-IN-CLASS INTEGRATED SOLUTIONS
WORLD-CLASS DISTRIBUTION SYSTEM
WIN IN AFTERMARKET
CRITICAL SUCCESS FACTORS
Further developing the capabilities essential to reaching our goals
EXCEPTIONAL OPERATING PERFORMANCE
MANUFACTURING AND SUPPLY EXCELLENCE
DISTINCTIVE PRODUCT QUALITY
EXTRAORDINARY GLOBAL TALENT
CIVIC AND ENVIRONMENTAL STEWARDSHIP
FOUNDATIONAL SUCCESS FACTORS
Investing in the core strengths that have guided our success
GLOBAL GROWTH BUSINESSES
COMPLEMENTARY BUSINESSES
SUPPORTING BUSINESSES
INTEGRATED ENTERPRISE
Leveraging the strengths and unique capabilities of three types of businesses through aligned, high-performance teamwork
INTEGRITY | QUALITY | COMMITMENT | INNOVATION
CORE VALUES
Unwavering adherence to the values that unite and differentiate us

Appendix

Transportation Spend Outpacing General Construction Spending

Transportation Includes:

- Roads & Bridges
- Railways
- Airports

Transportation Spending:

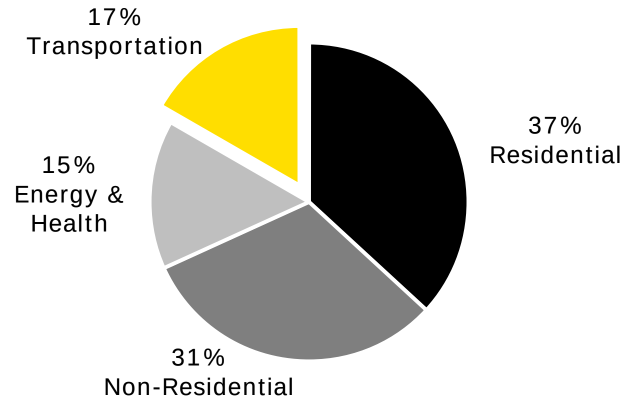
- $1.6 trillion worldwide in 2015

Megatrend Infrastructure Drivers:

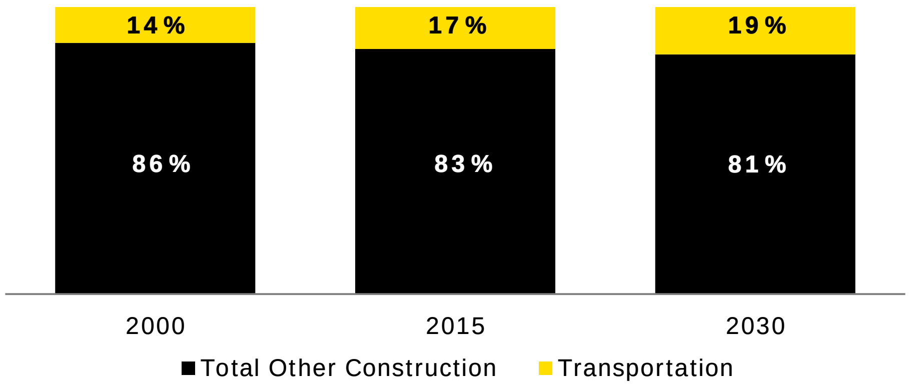
- Rapid Urbanization
- Rising Incomes
- Capital Investment in Asia

Source: IHS Global Insight

2015 Global Construction Spending ($9.5 trillion)



Global Construction Spending



Deere & Wirtgen Platforms are Complementary

	Road Construction Equipment										
	Earth Moving			Road Construction Technology					Mineral Technology		
	Dozers & Graders	Wheel Loaders	Excavators	Milling	Recyl / Soil Stabilizing	Concrete Paving	Asphalt Paving	Compacting	Surface Miners	Crusher	Asphalt Plants
Deere C&F	■	■	■								
Wirtgen Group				■	■	■	■	■	■	■	■

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