



Cummins To Acquire Hydrogenics

June 28, 2019

COLUMBUS, Ind.--(BUSINESS WIRE)--Jun. 28, 2019-- Cummins Inc. (NYSE: CMI) today announced that it has entered into a definitive agreement to acquire, through a wholly-owned subsidiary, all the issued and outstanding shares of fuel cell systems provider Hydrogenics Corporation (NASDAQ: HYGS; TSX: HYG) for US\$15.00 per share in cash, other than shares already owned by The Hydrogen Company, representing an enterprise value of approximately \$290 million. Following the unanimous recommendation of the special committee of Hydrogenics Board of Directors, all non-interested directors of Hydrogenics have unanimously approved the transaction and recommends that Hydrogenics shareholders vote in favor of the transaction.

"We are excited that Cummins has reached an agreement with Hydrogenics to welcome the employees and innovations of one of the world's leading fuel cell and hydrogen generation equipment providers to our company," said Tom Linebarger, Chairman and CEO, Cummins Inc. "We look forward to partnering closely with Hydrogenics' team in the coming weeks as we work toward closing the transaction. Upon closing, we will share more details about the acquisition and our strategy to offer a broad portfolio of power solutions to meet our customers' needs."

"It takes vision and an innovative spirit to take on next generation technologies and provide the environment for them to grow," said Daryl Wilson, President and CEO, Hydrogenics. "Hydrogenics has worked for 24 years to emerge as a global leader in fuel cell and hydrogen solutions in the power industry. We are deeply honored to now join with Cummins on the transformative journey of next generation clean power solutions."

As a part of the transaction, The Hydrogen Company, a wholly-owned subsidiary of L'Air Liquide, S.A., and Hydrogenics' current largest equity shareholder, will maintain its ownership in Hydrogenics.

The closing of the acquisition of Hydrogenics is subject to the satisfaction of customary closing conditions for a court approved Plan of Arrangement transaction in Canada, including, without limitation, receipt of court approval pursuant to the *Canada Business Corporation Act* and the approval of at least 66^{2/3}% of the votes cast by shareholders of Hydrogenics as well as the approval by at least 50% of the votes cast by disinterested shareholders, which excludes The Hydrogen Company. The transaction is expected to close in the third quarter of 2019.

Morgan Stanley & Co. LLC is serving as financial advisor, and Gowling WLG (Canada) LLP and Barnes & Thornburg LLP are serving as legal counsel to Cummins.

About Cummins

Cummins Inc., a global power leader, is a corporation of complementary business units that design, manufacture, distribute and service a broad portfolio of power solutions. The company's products range from diesel and natural gas engines to hybrid and electric platforms, as well as related technologies, including battery systems, fuel systems, controls, air handling, filtration, emission solutions and electrical power generation systems. Headquartered in Columbus, Indiana (U.S.A.), since its founding in 1919, Cummins employs approximately 62,600 people committed to powering a more prosperous world through three global corporate responsibility priorities critical to healthy communities: education, environment and equality of opportunity. Cummins serves customers in approximately 190 countries and territories through a network of approximately 600 company-owned and independent distributor locations and over 7,600 dealer locations and earned about \$2.1 billion on sales of \$23.8 billion in 2018. See how Cummins is powering a world that's Always On by accessing news releases and more information at <https://www.cummins.com/always-on>. Follow Cummins on Twitter at www.twitter.com/cummins and on YouTube at www.youtube.com/cumminsinc.

Forward-looking disclosure statement

Information provided in this release that is not purely historical are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding our forecasts, expectations, hopes, beliefs and intentions on strategies regarding the future and the acquisition. Our actual future results could differ materially from those projected in such forward-looking statements because of a number of factors, including, but not limited to: the possibility that expected benefits related to the proposed Hydrogenics transaction may not materialize as expected; the Hydrogenics transaction not being timely completed, if completed at all; prior to the completion of the transaction, Hydrogenics' business experiencing disruptions due to transaction-related uncertainty or other factors making it more difficult to maintain relationships with employees, customers, other business partners or governmental entities, difficulty retaining key employees, and the parties being unable to successfully implement integration strategies or to achieve expected synergies and operating efficiencies within the expected time-frames or at all; the adoption and implementation of global emission standards; the price and availability of energy; the pace of infrastructure development; increasing global competition among our customers; general economic, business and financing conditions; governmental action; changes in our customers' business strategies; competitor pricing activity; expense volatility; labor relations; and (i) any adverse results of our internal review into our emissions certification process and compliance with emissions standards; (ii) a sustained slowdown or significant downturn in our markets; (iii) our truck manufacturing and OEM customers discontinuing outsourcing their engine needs; (iv) the development of new technologies; (v) the discovery of any significant additional problems with our engine platforms or aftertreatment systems in North America; (vi) performance or safety-related recalls; (vii) policy changes impacting international trade; (viii) the United Kingdom's decision to end its membership in the European Union; (ix) lower than anticipated market acceptance of our new or existing products or services; (x) a slowdown in infrastructure development and/or depressed commodity prices; (xi) vulnerability to supply chain shortages from single-sourced suppliers; (xii) potential security breaches or other disruptions to our information technology systems and data security; (xiii) financial distress or a change-in-control of one of our large truck OEM customers; (xiv) our reliance on significant earnings from investees that we do not directly control; (xv) our pursuit of strategic acquisitions and divestitures; and (xvi) other risks detailed from time to time in our SEC filings, including particularly in the Risk Factors section of our 2018 Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Shareholders, potential investors and other readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements made herein are made only as of the date of this press release and we undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise. More detailed information about factors that may affect our performance may be found in our

filings with the SEC, which are available at <http://www.sec.gov> or at <http://www.cummins.com> in the Investor Relations section of our website.

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Source: Cummins Inc.

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