

TIMKEN CO
Form DEFA14A
April 01, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14A

(RULE 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

The Timken Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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(3) Filing Party:

(4) Date Filed:

April 1, 2013

THE **B**EST
PATH TO
SHAREHOLDER **v**ALUE
cREATION

2
FORWARD-LOOKING
STATEMENTS
SAFE
HARBOR AND

NON-GAAP FINANCIAL INFORMATION

Certain statements in this presentation (including statements regarding the company's forecasts, beliefs, estimates and expectations) that are not historical in nature are "forward-looking" statements within the meaning of the Private Securities Litigation Reform Act of 1995. In particular, the statements related to the Timken Company's plans, outlook, future financial performance, targets, projected sales, cash flows, and liquidity, including the information under the headings, Strong Synergistic Relationship Across Timken Businesses, Relational's Valuation Analysis is Flawed, Relational's Proposal Based on Unrealistic Bearings Trading Multiple, Steel Standalone Business Would be Smallest Compared to Other Steel Companies, Significant Synergies Would be Lost in Steel Spin-off, Analysts' Median SOTP Analysis Does Not Support Relational's Claim of Break-up Value, Comprehensive Plan to Drive Shareholder Value, Three-Year Targets Reflect Strength of Strategic Plan, and Our Strategy is Working and We Are Committed to Building Shareholder Value are forward-looking. The company cautions that actual results may differ materially from those projected or implied in forward-looking statements due to a variety of important factors, including: the company's ability to respond to the changes in its end markets that could affect demand for the company's products; unanticipated changes in business relationships with customers or their purchases from the company; changes in the financial health of the company's customers, which may have an impact on the company's revenues, earnings and impairment charges; fluctuations in raw-material and energy costs and their impact on the operation of the company's surcharge mechanisms; the impact of the company's last-in, first-out accounting; weakness in global or regional economic conditions and financial markets; changes in the expected costs associated with product warranty claims; the ability to integrate acquired companies to achieve satisfactory operating results; the impact on operations of general economic conditions; higher or lower raw-material and energy costs; fluctuations in customer demand; the company's ability to achieve the benefits of its ongoing programs, initiatives & capital investments; the timing and amount of common share repurchases; and retention of CDSOA distributions. Additional factors are discussed in the company's filings with the Securities and Exchange Commission, including the company's annual report on Form 10-K for the year ended Dec. 31, 2012, quarterly reports on Form 10-Q and current reports on Form 8-K. The company undertakes no obligation to update or revise any forward-looking statement.

This presentation includes certain non-GAAP financial measures as defined by the rules and regulations of the Securities and Exchange Commission. A reconciliation of those measures to the most directly comparable GAAP equivalent is provided in the Appendix to this presentation.

The California State Teachers
Retirement System (CalSTRS) and Relational Investors
(Relational)
have
put
forth
a
proposal
(1)
to
separate
the
Steel
Business
(Steel)
and
Bearings
and
Power Transmission Business (Bearings)

The Timken Company's Board of Directors has carefully reviewed a separation of the businesses, with input from outside advisors, in the past and again in response to Relational's proposal and determined it is not in the best interests of shareholders at this time

A Record of Delivering Value

Operational
integration
and
technology
sharing
between
Steel
and
Bearings
create
meaningful
benefits for customers and shareholders

Relational s Flawed Analysis

The Timken Company s Comprehensive Plan to Drive Value

(1)

For simplicity, further references in this presentation regarding proposals, assertions, analysis, assumptions, claims and filings be attributed to CalSTRS as appropriate.

3

Timken has a strong track record of delivering shareholder value with its existing strategy

Timken Steel is one of the Company s highest ROIC businesses; Timken has invested to even further improve Steel s cost structure and profitability

We believe Relational s break-up valuation analysis has serious flaws

Contrary to Relational s assertion, Timken has strong corporate governance standards, as recognized by independent proxy advisors

We believe continued execution of our proven strategy is the best path to value creation

OVERVIEW

4
A RECORD
OF
DELIVERING
VALUE

5
T
IMKEN
S
TRATEGY
TO
D
ELIVER
S
HAREHOLDER
V
ALUE

TIMKEN HAS
DELIVERED
TOP
QUARTILE
FINANCIAL
PERFORMANCE

Timken has delivered
top quartile margin
and ROIC performance
versus comparable
companies

6

(1)

Source: Most recent company filings. Represents average of 2008 through 2012. Tax rate assumed at 35% for U.S. companies. Results exclude U.S. Continued Dumping Subsidy Offset Act (CDSOA) receipts and impairment and other non-recurring items. See Appendix for reconciliation of EBITDA and ROIC to the most directly comparable GAAP equivalents. EBITDA and ROIC are non-GAAP measures and should not be considered in isolation or as a substitute for measures of our performance prepared in accordance with U.S. GAAP and should not be considered in isolation or as a substitute for measures of our performance prepared in accordance with U.S. GAAP. Because not all companies use identical calculations, the presentation of EBITDA and ROIC may not be comparable to other companies' measures of other companies.

(2)

Comparable companies include: AK Steel, Allegheny Technologies, Altra, Carpenter Technology, JTEKT, Kennametal, NSK, Dynamics, and US Steel.

9.7%

6.8%

14.9%

13.3%

4%

6%

8%

10%

12%

14%

16%

EBITDA Margin

ROIC

Comparable Company Average

Timken

5-Year Average

(1)

(2)

(88%)
(78%)
(71%)
(61%)
(56%)
(48%)
(43%)
(27%)
(14%)
(3%)
12%

34%
56%
77%
(120%)
(80%)
(40%)
0%
40%
80%
(76%)
(56%)
(39%)
(28%)
(27%)
(16%)
(6%)
2%
28%
43%
60%
80%
100%
111%
(120%)
(80%)
(40%)
0%
40%
80%
120%
160%

Source:

Factset as of December 31, 2012.

(1)
Bearings
comparable
companies
include:
Altra,
JTEKT,
Kennametal,
NSK,
NTN,
and
SKF.

(2)
Steel comparable companies include: AK Steel, Allegheny Technologies, Carpenter Technology, Nucor, Steel Dynamics, and

DELIVERING
sTRONG

TOTAL SHAREHOLDER RETURNS

Bearings

(1)

Steel

(2)

Timken

S&P 500

Timken

Kennametal

Carpenter

Altra

Nucor

SKF

Allegheny

NSK

Steel Dynamics

JTEKT

NTN

US Steel

AK Steel

S&P 500

SKF

Altra

Timken

Kennametal

NSK

Carpenter

Nucor

Steel Dynamics

JTEKT

Allegheny

NTN

US Steel

AK Steel

S&P 500

7

Last 3 Years

Total Shareholder Return

Last 5 Years

Total Shareholder Return

T
R
A
N
S
F
O
R
M
I
N
G

T
H
E

B
U
S
I
N
E
S
S

T
O

D
R
I
V
E

V
A
L
U
E

Divestitures

Plant Closings
Clinton, SC and
Wolverhampton
Machine Tool
Bearing
Latrobe Steel;
Global Steering
Business;
Precision
Components EU
Killian
LMS;
NRB India;
Bearing
Services
Needle
Roller
Bearings
Automotive
restructuring
/ closure of
facilities in
Brazil
Canton Bearings
(announced)
St. Thomas
Acquisitions
8
TNBS
NTC JV
2006
2010
2008
2005
2007
2011
2009
2004
2012
2013
2003
Alcor
Bearing Inspections
Purdy
Boring Specialties; Extex
QM Bearings
Philadelphia Gear; Drives
Wazee
Interlube
Systems

Torrington

Divestitures / Plant Closings

Shed under-performing / non-core
businesses

Redeploy capital to drive returns

Sharpen strategic focus

Acquisition Strategy

Diversify and expand product portfolio in
attractive adjacencies

Increase aftermarket sales

Create new growth platforms

TIMKEN

STEEL

IS

A

STRONG

PERFORMER

3-Year Average EBIT Margins

3-Year Average ROIC

9

Note: The above data represents an average of 2010 through 2012. Segment returns have been adjusted to reflect a proportion

corporate expenses. Tax rate assumed at 35% for ROIC calculations. Results exclude CDSOA receipts and impairment and re
Appendix for reconciliation of ROIC and consolidated EBIT to the most directly comparable GAAP equivalents.

22%

16%

3%

21%

17%

13%

13%

6%

19%

14%

25%

20%

15%

10%

5%

0%

0%

5%

10%

15%

20%

25%

Mobile

Mobile

Process

Process

Aerospace

Aerospace

Steel

Steel

Timken

Timken

S
YNERGIES
B
ETWEEN
S
TEEL
AND
B
EARINGS

cREATE
M EANINGFUL
B ENEFITS
F OR
cUSTOMERS
AND
sHAREHOLDERS
10

sTRONG
TIES
BETWEEN
BUSINESSES
DRIVE
VALUE

Best-in-class provider of high-performance products for demanding conditions

Technical knowledge

Research synergies

Production capabilities

Application engineering

Supply-chain efficiencies

Manufacturing efficiencies

Value-based pricing

Ability to leverage investments across platform

Customer service and delivery
Process Industries | Mobile Industries |
Steel | Aerospace & Defense

Automotive
Common End-
Market Sectors

Construction

Energy
Shared
Customers
Shared
Expertise
Operating
Efficiencies
Combined platform drives performance and value

Aerospace & Defense

Mining

Agriculture

Industrial Machinery

Rail

Heavy Truck
11

sTRONG
sYNERGISTIC
RELATIONSHIP
ACROSS

TIMKEN BUSINESSES

12

PROCESS INDUSTRIES | MOBILE INDUSTRIES | STEEL | AEROSPACE & DEFENSE

SUPPLY CHAIN SYNERGIES

KNOWLEDGE-BASED SYNERGIES

SIGNIFICANT

CUSTOMER BENEFITS

SIGNIFICANT

SHAREHOLDER BENEFITS

Steel provides enhanced product quality across

Process, Mobile and Aerospace & Defense

Shorter lead times based on steel availability

Enhanced customer service and on-time product
delivery

Lower costs

Faster customization of specialty products

End-market focus facilitates engineering know-how
and insights

Product solutions leverage 100+ years of application
and engineering expertise, driving product quality and
demand

Technical knowledge of materials drives optimization
of power transmission solutions

Steel benefits from sale of value-added products that
leverage bearings knowledge

Steel production capabilities increase Process, Mobile
and Aerospace & Defense competitiveness, given
significant customer benefits

Savings on application engineering and R&D

Value-based pricing drives higher margins, as
integration across businesses contributes to customer
value proposition

Timken gains greater insight into shared customers
and common end-markets

Supply Chain Synergies

Knowledge-Based Synergies

Best-in-Class Products and Reliability

Increased Demand, Higher Margins

Ability to internally source steel
reduces impact of volatile end
markets

Control of raw materials supply
improves product quality

Reliable steel availability drives shorter lead times enhancing on-time product delivery, especially in peak demand periods

Customers value the Company's reliability yielding increased customer demand and higher margins

Process, Mobile and Aerospace & Defense have Sourced 58% of Steel Needs from Timken Steel over the Past Five Years

13

5-Year Average Steel

Consumption by Source

58%

42%

Timken Steel

Other Steel Sources

Note: Five year average consumption based on metric tons for years 2008 through 2012. Includes steel sourced directly from Timken and steel sourced indirectly, i.e. produced by Timken and shipped to forge and machining suppliers who convert raw materials into forged steel, wire rod, which are purchased by Process, Mobile and Aerospace & Defense business segments.

TIMKEN

STEEL

PROVIDES

CRITICAL

SOURCING

BENEFITS

TIMKEN
VALUE
BEGINS
IN
THE

MARKET

Core Knowledge

Mechanical Power Transmission Applications

Metallurgy

Tribology

Load & Stress Analysis

Gears

Bearings

Shafts

Seals

Bearings

Lubricants

Gear Drives

Condition

Services

We Improve the Reliability and Efficiency of Machinery

is

in

mechanical

systems

containing

other

Timken

®

products

of our steel

(1) Approximate estimate based on 2012 sales.

14

Steel

in

Bearings &

Power

Transmission

Monitoring

60%

(1)

(1)

RELATIONAL S
FLAWED
ANALYSIS
15

Reality Check

RELATIONAL'S
VALUATION
ANALYSIS
IS
FLAWED

Relational's Claim

Source: FactSet as of February 26, 2013.

(1) As of February 26, 2013.

(2) As of February 26, 2013. Bearings comparables include Kennametal, Altra Holdings, SKF, NSK and JTEKT.
16
"Our (Relational's) selection of peers
is appropriate, fair and balanced"
"Separating Timken's Bearings
and Steel Businesses will allow the
market to value
at multiples
similar to peers"
"Synergies of Integration
are minimal"
Sum-of-the-Parts (SOTP) value per
share of \$68.36 upon separation
On average, analysts use six comparables for our
Bearings business, compared to Relational s one
(SKF)
Relational's valuation of Bearings implies a 33%
premium
to
SKF s
P/E
(1)
and
to
Bearings
peers
(2)
median P/E
Annual incremental costs, lost integration benefits
and synergies would be expected to total an
estimated \$60 -
\$80 million
Additional anticipated competitive and operational
benefits are sourced from Timken produced steel
Analyst's median SOTP valuation at \$61.75,
prior
to
deduction
of
\$6
-
\$8
per
share
for
expected lost synergies and transaction costs

Source: Wall Street Research. Note: Refer to Appendix page for date of research report used.

(1) SOTP comparables sorted by frequency. Frequency of comparable companies mentioned shown in parentheses. Includes co

of Comparables Used by Sell Side

Analysts

17

Sell Side Analysts

Bearings

Steel

KeyBanc

15

3

Longbow

8

7

William Blair

7

7

Jefferies

5

3

BofAML

2

2

SunTrust

1

3

Median Number of Comparables Used

6

3

Average Number of Comparables Used

6

4

Comparable

Universe

Used

in

SOTP

Valuation

Analysis

(1)

Used by

Relational

SKF

Allegheny

Carpenter

Nucor

Steel Dynamics

Used by Sell Side Analysts

SKF (6)

JTEKT (4)

Kaydon (4)

NSK (4)

NTN (4)

Altra (3)

RBC Bearings (3)

Kaman (2)

Kennametal (2)

Nucor (5)

Steel Dynamics (5)

AK Steel (2)

US Steel (2)

one sell side analyst.

1) **RELATIONAL S**
SELECTION
OF
PEERS
IS
NOT
FAIR
AND
BALANCED
SOTP Analysis

(1)

(2)

Source: Company filings, Relational Schedule 13D filing on February 28, 2013 and FactSet as of February 26, 2013.

(1)

Bearings comparables include Altra Holdings, Kennametal, SKF, NSK and JTEKT as of February 26, 2013.

(2)

Please see Appendix for calculation.

(3)

As of February 26, 2013.

2013 P/E Multiple

18

13.1x

14.0x

14.0x

18.6x

Timken Current P/E

SKF

Overall Bearings
Median
Relational Implied P/E
for Bearings

Relational s analysis implies an
18.6x Bearings P/E
representing a 33% premium
to SKF P/E
(3)
and the median
P/E for Bearings peers
(1)

**2A) RELATIONAL S PROPOSAL BASED ON UNREALISTIC
BEARINGS TRADING MULTIPLE**

Due to size, standalone Steel would likely have non-investment grade rating and higher cost of capital

Given its small market cap, standalone Steel would likely have limited liquidity

Standalone Steel would likely have limited financial flexibility to undertake large, high-ROI projects, such as the Faircrest expansion

(1)

Enterprise Value

19

Steel Plants

27

35
6
11
13
9
3
(2)
\$16,781
\$6,372
\$5,137
\$4,509
\$2,829
\$2,010
\$1,023
NUE
X
STLD
ATI
CRS
AKS
TKR Steel

**2B) sTEEL sTANDALONE BUSINESS WOULD BE
sMALLEST cOMPARED TO oTHER sTEEL cOMPANIES**

Source: Company filings and FactSet as of February 26, 2013.

- (1) Please see Appendix for calculation.
- (2) Represents primary steel manufacturing facilities located in Faircrest, Harrison and Gambrinus in Canton, OH.

Source: Timken Management expectations.

Note: Dollars in millions.

20

35%

30%

20%

15%

Components of Expected

Synergies

SG&A

Supply Chain

Value Pricing

Other

Lost

Significant negative financial

impacts of spin-off:
Additional anticipated
competitive and operational
disadvantages

3) **SIGNIFICANT**

SYNERGIES

WOULD

BE

LOST

IN

STEEL

SPIN-OFF

~\$200 million in expected one-time

transaction costs

~\$60 to \$80 million in expected

lost annual synergies

Longer lead times

Slower deliveries

Slower customization of
specialty products

Less insight into shared
customers and markets

Median SOTP = \$61.75

Relationals

\$68.36

Estimate

Far

Exceeds

Median

of

Analyst

SOTP

Analysis

of

\$61.75

(2)

Analyst
Estimates
Do
Not
Reflect
\$6

\$8
Per
Share

(4)
in Anticipated One-time Transaction Costs and Lost Synergies

(1)
(3)
21

\$66.03
\$69.34
\$62.00
\$56.00
\$54.00
\$61.50
\$69.00
\$55.00

Jefferies &
Company
(03/13/13)
Stifel Nicolaus
(02/19/13)
Bank of America
Merrill Lynch
(01/11/13)
KeyBanc Capital
Markets (12/06/12)
Longbow
Research
(12/04/12)
BB&T Capital
Markets (11/29/12)
SunTrust
Robinson
Humphrey
(11/14/12)
William Blair &
Company
(11/28/12)
4)

ANALYSTS

MEDIAN

SOTP

ANALYSIS
DOES
NOT
SUPPORT
RELATIONL S
CLAIM
OF
BREAK-UP
VALUE

Source: Wall Street Research and FactSet as of February 26, 2013. Consensus price target based on analysts' median price target.

Note: Research analysts ordered by date.

(1) Timken believes that Stifel's SOTP analysis inadvertently assigned a 1.0x multiple to corporate overhead deduction. Applying a multiple of 1.0x to the overhead deduction (Bearing and Steel) weighted average multiple of 7.6x, Stifel's analysis would result in SOTP of \$63.94 per share, assuming a 1.0x multiple to the overhead deduction.

(2) Sum of the parts bear case: \$37; bull case: \$65; base case: \$54.

(3) Timken believes that SunTrust's SOTP analysis inadvertently did not include corporate expenses in its EV calculation. Applying a multiple of 1.0x to the corporate expenses (Bearing and Steel) weighted average multiple of 6.9x, SunTrust's analysis would result in SOTP of \$62.61 per share, assuming its other assumptions are correct.

(4) Please see Appendix for calculation. Assumes synergies of \$60 - \$80 million capitalized at 2013 EV / EBITDA multiple of 8.2x and one-time transaction costs of \$200 million. Relational's value per share of \$4.22 based on a multiple of 8.2x to EBITDA and one-time transaction costs of \$200 million capitalized at Relational's assumed 2013 EV / EBITDA multiple of 8.2x and one-time transaction costs of \$200 million.

9 of 12 directors are independent; Joseph W. Ralston serves as lead independent director

Directors have diverse backgrounds and perspectives related to various aspects of the Company's business

Approved declassification of Board in 2010

fully implemented in
2013

Rated Low Concern
by ISS in 2012 in terms of Board Structure
and Compensation

ISS and Glass Lewis recommended FOR
vote on the Company's
2012 say-on-pay resolution

Resolution received the approval of 94% of the votes cast
22

TIMKEN
PRACTICES
STRONG
CORPORATE
GOVERNANCE

23

THE

TIMKEN

COMPANY S

COMPREHENSIVE

P
L
A
N

T
O

D
R
I
V
E

V
A
L
U
E

Investment program at Faircrest Plant to drive further efficiencies

Leaner, more variable cost structure

Ability to tightly control supply chain and react to market variability

Expanded Steel and Bearings portfolio, as well as complementary products and services

Defined
benefit

pensions
are
projected
to
be
substantially
fully
funded
in 2013

Improved working capital management and projected lower capital
spend beyond 2013

Organic growth supported by new product introductions and
geographic expansion

Targeted, accretive acquisitions

Up to 10 million share buyback authorized in February 2012

Dividends paid in each quarter since Company became public in 1922
24

Strengthen
Margins

Improve Cash Flow
Conversion and Fund

Pension

Drive Growth

Return Capital

COMPREHENSIVE **P**LAN **T**O **D**RIVE **S**HAREHOLDER **V**ALUE

Metric
2015 Target
Sales

\$5.9 to \$6.1 billion (3-year CAGR of
+6 to 11%)

Global GDP growth of 2.5% in 2013 &
3.5% to 4% in 2014
2015
expected
(1)

Assumes roughly half of growth from
inorganic investments
EPS

\$6.75 to \$7.25 per diluted share

Assumes redeployment of capital,
including inorganic growth
Free Cash Flow

\$425 to \$475 million
Return on Invested Capital

17
19%
(1) Source: IHS Global Insight.
25

Mid-point assumes 90% earnings
conversion

Capex declining to targeted range by
2015

Increased dividends and moderate
pension contributions

THREE-**Y**EAR
TARGETS
REFLECT
STRENGTH
OF
STRATEGIC
PLAN

26

Continued Execution of Our Proven Strategy is the Best Path to Value Creation

Timken Steel is one of the Company's highest ROIC businesses; Timken has invested to even further improve Steel's cost structure and profitability

Timken has strong track record of delivering shareholder value as a result of its existing strategy

Operational

integration

and

technology

sharing

between

Steel

and

Bearings

creates

meaningful benefits for customers and shareholders

We believe Relational's break-up valuation analysis has serious flaws

Contrary to Relational's assertion, Timken has strong corporate governance standards, as recognized by independent proxy advisors

OUR

STRATEGY

IS

WORKING

AND

WE

ARE

COMMITTED

TO

BUILDING

SHAREHOLDER

VALUE

APPENDIX

27

GAAP
RECONCILIATION
OF
EBIT
AND
EBITDA

Source: Company filings.

Note: Dollars in millions.

This reconciliation is provided as additional relevant information about the Company's performance. Management believes consolidated earnings before interest and taxes (EBIT), as adjusted

to
exclude
impairment
and
restructuring
charges and the receipts of US continued dumping subsidy and offset act distributions (CDSOA), are representative of
the Company's performance and therefore useful to investors. Consolidated earnings before interest, taxes, depreciation
and
amortization
(EBITDA),
as
adjusted
to
exclude
impairment
and
restructuring
charges
and
the
receipts
of
CDSOA
distributions, are another important measure of financial performance and cash generation of the business and therefore
useful to investors. Management also believes that it is appropriate to compare GAAP net income to consolidated EBIT
and EBITDA.

28

12-Months Ended

12/31/2012

12/31/2011

12/31/2010

12/31/2009

12/31/2008

Net Income

\$495.9

\$456.6

\$276.9

(\$138.6)

\$271.3

Income from discontinued operations, net of tax

0.0

0.0

(7.4)

72.6

11.3

Provision for income taxes

270.1

240.2

136.0

(28.2)

157.0
 Interest Expense
 31.1
 36.8
 38.2
 41.9
 44.4
 Interest Income
 (2.9)
 (5.6)
 (3.7)
 (1.9)
 (5.8)
 Impairment and Restructuring
 29.5
 14.4
 21.7
 164.1
 32.8
 Receipt of CDSOA Distribution
 (108.0)
 1.1
 (2.0)
 (3.6)
 (9.1)
 EBIT
 \$715.7
 \$743.5
 \$459.7
 \$106.3
 \$501.9
 Revenue
 \$4,987.0
 \$5,170.2
 \$4,055.5
 \$3,141.6
 \$5,663.7
 % EBIT Margin
 14.4%
 14.4%
 11.3%
 3.4%
 8.9%
 Depreciation and Amortization
 198.0
 192.5
 189.7
 201.5
 200.8
 EBITDA

\$913.7

\$936.0

\$649.4

\$307.8

\$702.7

% EBITDA Margin

18.3%

18.1%

16.0%

9.8%

12.4%

5-Year Average EBITDA Margin

14.9%

Source: Company filings.

Note: Dollars in millions.

(1)

Return
on
Invested
Capital
is
calculated
as
Net
Operating
Profit
After
Taxes
/

(Average
Total
Debt
+
Average
Shareholders
Equity).
Tax
rate
assumed
at
35%.

29
Reconciliation of ROIC to GAAP Operating Income
Management believes ROIC is representative of the company's performance and therefore useful to investors.

12-Months Ended
12/31/2012
12/31/2011
12/31/2010
12/31/2009
12/31/2008
GAAP Operating Income
\$692.9
\$729.1
\$436.2
(\$54.1)
\$462.0
GAAP Other Income / (Expenses)
101.3
(1.1)
3.8
(0.1)
16.2
Impairment and Restructuring
29.5
14.4
21.7
164.1
32.8
Receipt of CDSOA Distribution
(108.0)
1.1
(2.0)
(3.6)
(9.1)
EBIT
\$715.7
\$743.5
\$459.7
\$106.3

\$501.9
 Tax Rate
 35%
 35%
 35%
 35%
 35%
 Provision for Income taxes
 \$250.5
 \$260.2
 \$160.9
 \$37.2
 \$175.7
 NOPAT
 \$465.2
 \$483.3
 \$298.8
 \$69.1
 \$326.2
 Total Debt
 \$479.0
 \$515.1
 \$513.7
 \$512.7
 \$623.9
 Shareholders' Equity
 2,246.6
 2,042.5
 1,941.8
 1,595.6
 1,663.1
 Invested Capital
 2,725.6
 2,557.6
 2,455.5
 2,108.3
 2,287.0
 Average Invested Capital
 2,641.6
 2,506.6
 2,281.9
 2,197.7
 2,485.5
 ROIC
 (1)
 17.6%
 19.3%
 13.1%
 3.1%
 13.1%

5-Year Average ROIC

13.3%

3-Year Average ROIC

16.8%

GAAP

RECONCILIATION

OF

ROIC

GAAP RECONCILIATION
OF
SEGMENT

ROIC

Source: Company filings.

Note: Dollars in millions.

(1)

Return

on

Invested

Capital

is

calculated

as

Net

Operating

Profit
After
Taxes
/
(Average
Total
Debt
+
Average
Shareholders
Equity).
Segment
returns
have
been
adjusted
to
reflect
a
proportionate
amount
of
unallocated
corporate
expenses.
Tax
rate
assumed
at
35%.
30
Reconciliation
of
ROIC
(1)
to
GAAP
Operating
Income
Management believes ROIC is representative of the company's performance and therefore useful to investors. Segment
EBIT
results
have
been
adjusted
to
include
a
proportional
amount

of
unallocated
corporate
expenses
in
this
analysis
because
management
believes
it
provides
a
more
meaningful
representation
of
segment
ROIC.

2010

2011

2012

2010

2011

2012

2010

2011

2012

2010

2011

2012

Segment EBIT, as reported

208

\$

262

\$

208

\$

134

\$

274

\$

275

\$

17

\$

5

\$

36

\$

146
\$
267
\$
252
\$
Allocated Corporate Expenses
(31)

(33)

(35)

(15)

(18)

(19)

(5)

(5)

(6)

(19)

(24)

(25)

Impairment & Restructuring
13

13

28

3

1

2

5

1

(0)

(0)

-

-

Segment EBIT, as adjusted

190

\$

242

\$

201

\$

122

\$

257

\$

258

\$

16

\$

0

\$

31

\$

128

\$

243

\$

227

\$

Tax Rate

35%

35%

35%

35%

35%

35%

35%

35%

35%

35%

35%

35%

Provision for Taxes

66

85

70

43

90

90

6

0

11

45

85

79

NOPAT

123

\$

157

\$

131

\$

79

\$

167

\$

168

\$

11

\$

0

\$

20

\$

83

\$

158

\$

147

\$

Average Invested Capital

860

\$

860

\$

829

\$
511
\$
623
\$
756
\$
378
\$
377
\$
368
\$
533
\$
647
\$
689
\$
ROIC
14.4%
18.3%
15.7%
15.5%
26.8%
22.2%
2.8%
0.0%
5.4%
15.5%
24.4%
21.4%
3 year average ROIC
Mobile
Process
Aero
Steel
16.1%
21.5%
2.8%
20.5%

IMPLIED
P/E
MULTIPLE
AND
POST-PENSION
ENTERPRISE
VALUE
OF
STEEL

31
Relational SOTP Analysis
Segment Breakdown
Bearings

Steel
 Total
 EV Pre-Pension/OPEB
 \$5,946
 \$1,474
 \$7,420
 Memo:
 80%
 20%
 100%
 Pension
 (2)
 (319)
 (79)
 OPEB
 (3)
 0
 (372)
 EV Post-Pension/OPEB
 \$5,627
 \$1,023
 Net Debt
 (4)
 (543)
 Implied Bearings Equity Value
 \$5,085
 2013 Bearings Net Income
 (4)
 \$273
 Implied 2013 Bearings P/E
 18.6x
 (1)
 (1)
 (5)

Note: Dollar in millions.

(1) Based on pre-pension enterprise value as disclosed on page 12 of Relational's 02/28/13 Schedule 13D filing (02/28/13 13D).

(2) Assumes \$398mm of unfunded pension balances on page 12 of 02/28/13 13D allocated 80% to Bearings and 20% to Steel per page 39 of 02/28/13 13D.

(3) Assumes \$372mm OPEB balance allocated to Steel per page 40 of 02/28/13 13D.

(4) Assumes 100% of total debt of \$479mm allocated to Bearings net of transaction costs of \$200mm and cash of \$136mm allocated to Steel per page 40 of 02/28/13 13D.

(5) Assumes 2013 pro forma net income of Bearings per page 40 of 02/28/13 13D.

Source: Wall Street research.

Note: Comparables used by Timken are identified in bold.

32

Bearings

SKF

6

JTEKT

4

NSK

4

NTN

4

Altra

3

Kennametal

2

Steel

Nucor

5

Steel Dynamics

5

AK Steel

2

US Steel

2

Allegheny

1

Carpenter

1

THE

TIMKEN

COMPARABLE

COMPANY

UNIVERSE

INCLUDES

A

WIDE

VARIETY

OF

INDUSTRIAL

PEERS

SOTP Analysis

SunTrust

William Blair

Jefferies

Longbow

KeyBanc

BofAML

James Kawai

Samuel H. Elsner

Stephen Volkmann

Eli Lustgarten

Steve Barger

Ross Gilardi

11/14/2012

11/28/2012

11/29/2012
12/4/2012
12/6/2012
1/11/2013
SKF
SKF
SKF
SKF
SKF
Kaydon
SKF
JTEKT
JTEKT
JTEKT
JTEKT
RBC Bearings
Kennametal
NSK
NSK
NSK
NSK
Kaman
NTN
NTN
NTN
NTN
Precision Castparts
Altra
Kaydon
Altra
Altra
Lincoln
Kaydon
Kaydon
Kennametal
TriMas
RBC Bearings
RBC Bearings
Eaton
NN
Kaman
Parker Hannifin
Sanyo Steel
Nucor
Nucor
Nucor
Nucor
Nucor
Tenaris
Steel Dynamics

Steel Dynamics
Steel Dynamics
Steel Dynamics
Steel Dynamics
Vallourec
AK Steel
ArcelorMittal
AK Steel
Gerdau
US Steel
US Steel
Applied Industrial
Allegheny
Cliffs
Carpenter
Schnitzer Steel
Commercial Metal
Comps
of Analysts
Selection
of Key
Comparables

Source: Wall Street research as of February 26, 2013 and Relational Schedule 13D filing on February 28, 2013.

(1) Represents

SOTP

corresponding

to

base

case

SOTP

price

of

\$54

per

share.

(2)

EV/EBITDA
and
share
count
per
research
analysts
estimates.

ANALYSTS

SOTP

ADJUSTMENT

FOR

LOST

SYNERGIES

AND

TRANSACTION

COSTS

33

SOTP Adjustments

Timken Case

(2)

Lost Synergies

\$60

--

\$80

2013 EV / EBITDA

Value of Lost Synergies

\$399

--

\$532

One Time Transaction Cost

Value Lost

\$599

--

\$732

Average Share Count

Value Lost per Share

\$6.18

--

\$7.56

Relational Case

Lost Synergies

2013 EV / EBITDA

Value of Lost Synergies

One-time Transaction Costs

Value Lost

Average Share Count

Value Lost per Share

\$4.22

6.7x

96.9

8.2x

95.9

\$25

\$205

\$200

\$405

\$200

Implied 2013 EV / EBITDA in SOTP Analysis

Date

SOTP EV

EBITDA

Implied

Multiple

BofAML

01/11/13

\$6,472

\$836

7.7x

Jefferies

03/13/13

6,244

787

7.9

KeyBanc

12/06/12

5,982

874

6.8

Longbow

(1)

12/04/12

5,163

897

5.8

William Blair

11/28/12

5,432

1,009

5.4

Weighted Average

\$5,900

\$887

6.7x

