

# GARDNER DENVER HOLDINGS, INC.

## FORM 425

(Filing of certain prospectuses and communications in connection with business combination transactions)

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Sector	Industrials
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### **Supplier Q&A**

**1. Can you describe the transaction?**

- Ingersoll Rand and Gardner Denver have reached a definitive agreement pursuant to which Ingersoll Rand will separate its Industrial segment (“Ingersoll Rand Industrial”) by way of a spin-off to Ingersoll Rand’s shareholders and then combine it with Gardner Denver, creating a compelling opportunity to unlock significant value through the formation of two global leaders in their respective sectors:
  - o The combined Industrials company will be a global leader in mission-critical flow creation and industrial technologies (“IndustrialCo”).
  - o Ingersoll Rand’s Climate segment (HVAC and transport refrigeration businesses) will be a pure-play global leader in climate control solutions for buildings, homes and transportation (“ClimateCo”).

**2. What will the IndustrialCo consist of? What will the IndustrialCo be called?**

- The new Industrial company will have pro-forma revenue of approximately \$6.6 billion and will include the entirety of Gardner Denver, Ingersoll Rand’s Industrial segment, including, subject to closing, Ingersoll Rand’s pending acquisition of Precision Flow Systems (“PFS”), which is expected to close by mid-2019.
- IndustrialCo is expected to take the Ingersoll Rand name, and trade under Ingersoll Rand’s existing ticker (NYSE: IR). IndustrialCo will operate a diverse portfolio of iconic brands, including Gardner Denver.

**3. When do you expect the transaction to close?**

- The transaction is expected to close by early 2020, subject to regulatory approvals, Gardner Denver stockholder approval and other customary closing conditions.

**4. How will this affect me? How do I benefit from this transaction?**

- We continue to be focused on serving our customers with quality products and solutions and maintaining strong relationships with our suppliers is important to meeting that goal.
- Until the transaction closes, we will operate as two separate and independent companies and nothing changes to our current contracts or relationship.

**5. Will there be any changes to our existing contracts?**

- No. All existing contracts remain in place.
- Until the deal closes, both companies will continue to operate independently, and it is business as usual.

**6. Will my point of contact change?**

- No. You will continue to have the same contact at Gardner Denver.
- Until the deal closes, both companies will continue to operate independently, and it is business as usual.

**7. What happens between now and closing?**

- Until the deal closes, both companies will continue to operate independently, and it is business as usual.
- Your existing agreements with Gardner Denver and contacts at our company will remain the same.

## FORWARD-LOOKING STATEMENTS

This communication contains “forward-looking statements” as that term is defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended by the Private Securities Litigation Reform Act of 1995, including statements regarding the proposed transaction between Ingersoll-Rand plc (“Ingersoll-Rand”) and Gardner Denver Holdings, Inc. (“Gardner Denver”). These forward-looking statements generally are identified by the words “believe,” “project,” “expect,” “anticipate,” “estimate,” “forecast,” “outlook,” “target,” “endeavor,” “seek,” “predict,” “intend,” “strategy,” “plan,” “may,” “could,” “should,” “will,” “would,” “will be,” “will continue,” “will likely result,” or the negative thereof or variations thereon or similar terminology generally intended to identify forward-looking statements. All statements, other than historical facts, including, but not limited to, statements regarding the expected timing and structure of the proposed transaction, the ability of the parties to complete the proposed transaction, the expected benefits of the proposed transaction, including future financial and operating results and strategic benefits, the tax consequences of the proposed transaction, and the combined company’s plans, objectives, expectations and intentions, legal, economic and regulatory conditions, and any assumptions underlying any of the foregoing, are forward looking statements.

These forward-looking statements are based on Gardner Denver’s and Ingersoll Rand’s current expectations and are subject to risks and uncertainties, which may cause actual results to differ materially from the Gardner Denver’s and Ingersoll Rand’s current expectations. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated or anticipated by such forward-looking statements. The inclusion of such statements should not be regarded as a representation that such plans, estimates or expectations will be achieved. Important factors that could cause actual results to differ materially from such plans, estimates or expectations include, among others, (1) that one or more closing conditions to the transaction, including certain regulatory approvals, may not be satisfied or waived, on a timely basis or otherwise, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the proposed transaction, may require conditions, limitations or restrictions in connection with such approvals or that the required approval by the stockholders of Gardner Denver may not be obtained; (2) the risk that the proposed transaction may not be completed on the terms or in the time frame expected by Ingersoll-Rand or Gardner Denver, or at all, (3) unexpected costs, charges or expenses resulting from the proposed transaction, (4) uncertainty of the expected financial performance of the combined company following completion of the proposed transaction; (5) failure to realize the anticipated benefits of the proposed transaction, including as a result of delay in completing the proposed transaction or integrating the businesses of Gardner Denver and Ingersoll-Rand U.S. Holco Inc. (“Ingersoll Rand Industrial”), or at all, (6) the ability of the combined company to implement its business strategy; (7) difficulties and delays in the combined company and Ingersoll Rand achieving revenue and cost synergies; (8) inability of the combined company and Ingersoll-Rand to retain and hire key personnel; (9) the occurrence of any event that could give rise to termination of the proposed transaction; (10) the risk that stockholder litigation in connection with the proposed transaction or other settlements or investigations may affect the timing or occurrence of the proposed transaction or result in significant costs of defense, indemnification and liability, (11) evolving legal, regulatory and tax regimes; (12) changes in general economic and/or industry specific conditions; (13) actions by third parties, including government agencies; and (14) other risk factors detailed from time to time in Ingersoll-Rand’s and Gardner Denver’s reports filed with the SEC, including Ingersoll-Rand’s and Gardner Denver’s annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and other documents filed with the SEC. The foregoing list of important factors is not exclusive.

Any forward-looking statements speak only as of the date of this communication. Neither Ingersoll-Rand nor Gardner Denver undertakes any obligation to update any forward-looking statements, whether as a result of new information or development, future events or otherwise, except as required by law. Readers are cautioned not to place undue reliance on any of these forward-looking statements.

#### IMPORTANT ADDITIONAL INFORMATION AND WHERE TO FIND IT

In connection with the proposed transaction, Gardner Denver and Ingersoll Rand Industrial will file registration statements with the SEC registering shares of Gardner Denver common stock and Ingersoll Rand Industrial common stock in connection with the proposed transaction. Gardner Denver will also file a proxy statement, which will be sent to the Gardner Denver shareholders in connection with their vote required in connection with the proposed transaction. If the transaction is effected in whole or in part via an exchange offer, Ingersoll-Rand will also file with the SEC a Schedule TO with respect thereto. Ingersoll-Rand shareholders are urged to read the prospectus and/or information statement that will be included in the registration statements and any other relevant documents when they become available, and Gardner Denver stockholders are urged to read the proxy statement and any other relevant documents when they become available, because they will contain important information about Gardner Denver, Ingersoll Rand Industrial and the proposed transaction. The proxy statement, prospectus and/or information statement, and other documents relating to the proposed transactions (when they become available) can be obtained free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov). The proxy statement, prospectus and/or information statement and other documents (when they are available) will also be available free of charge on Ingersoll Rand's website at <http://ir.ingersollrand.com> or on Gardner Denver's website at <https://investors.gardnerdenver.com>. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of the stockholders of Gardner Denver in connection with the proposed transaction will be set forth in the proxy statement/prospectus when it is filed with the SEC.

#### NO OFFER OR SOLICITATION

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

This document is not a solicitation of a proxy from any security holder of Gardner Denver. However, Ingersoll-Rand, Gardner Denver and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from shareholders of Gardner Denver in connection with the proposed transaction under the rules of the SEC. Information about the directors and executive officers of Ingersoll-Rand may be found in its Annual Report on Form 10-K filed with the SEC on February 12, 2019 and its definitive proxy statement relating to its 2019 Annual Meeting of Shareholders filed with the SEC on April 23, 2019. Information about the directors and executive officers of Gardner Denver may be found in its Annual Report on Form 10-K filed with the SEC on February 27, 2019, and its definitive proxy statement relating to its 2019 Annual Meeting of Stockholders filed with the SEC on March 26, 2019.

### Supplier Talking Points

- [Good morning/good afternoon].
- As you've likely heard, we recently announced that we are combining our business with Ingersoll Rand's Industrial segment, creating a global leader in mission-critical flow creation and industrial technologies.
- This transaction will transform Gardner Denver, making us a much larger, stronger company that will allow us to better serve our customers with more comprehensive solutions and a broader industry-leading product, service and aftermarket portfolio.
- Gardner Denver and Ingersoll Rand's Industrial segment are a natural fit. We are two highly complementary, premium companies with strong operating platforms and a combined 300+ year history of operational excellence, innovation and quality.
- Like us, Ingersoll Rand's Industrial segment is a leader in supplying and servicing diverse and innovative industrials products. You may be familiar with many of their products, such as complete air compressor systems, power tools, ARO pumps, material handling systems and more, including the well-known Club Car brand of electric vehicles. They also recently announced the acquisition of fluid management systems provider Precision Flow Systems, expanding their industrial platform further.
- Together we will have greater scale and reach with a strong global footprint across North America, Europe, Asia Pacific, and Latin America.
- We expect the newly combined Industrials company to be called Ingersoll Rand, and Gardner Denver will remain one of the many iconic brands in our diverse portfolio.
- This is a very exciting development for us, but it's just the first step.
- The transaction is expected to close by early 2020, subject to stockholder and regulatory approvals and the satisfaction of certain other customary closing conditions.
- Until then, it is business as usual and nothing will change about the way we work with you.
- We remain focused on continuing to deliver the critical products, service and technologies on which our customers depend, and maintaining close relationships with our suppliers is important to meeting that goal.
- We will keep you updated throughout the process as appropriate. In the meantime, please don't hesitate to reach out to me or any of your usual Gardner Denver contacts with questions.
- Thank you for your continued loyalty and support of Gardner Denver.

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