





Certain information contained in this presentation looks forward in time and deals with other than historical or current facts for AutoCanada Inc. ("AutoCanada" or the "Company"). The use of any of the words "could", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the Company's current belief or assumptions as to the outcome and timing of such future events. In particular, forward-looking statements in this presentation include, but are not limited to, references to: the Company's general strategic plans and growth strategies; future sales and revenue; future dealership acquisitions and open point dealerships; the Company's targets relating to return on investment and financial ratios; dividend payout policies; future intentions relating to financial leverage; and the retail automotive industry. Although the Company believes that the expectations reflected by the forward-looking statements presented in this presentation are reasonable, these statements have been based on assumptions and factors concerning future events that may prove to be inaccurate. Actual future results may differ materially. The Company's annual information form for the year ended December 31, 2015 and other documents filed with securities regulatory authorities (accessible through the SEDAR website www.sedar.com) describe the risks, material assumptions and other factors that could influence actual results and which are incorporated herein by reference. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise.



## Steven Landry Chief Executive Officer

CHIEF EXECUTIVE OFFICE

## Tom Orysiuk President

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## Steve Rose Chief Operating Officer

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## Chris Burrows Chief Financial Officer

CHICLE HIGHCIGE OFFICE

### Erin Oor

Vice-President, Corporate Development & Administration

### **OVERVIEW OF THE COMPANY**



- AutoCanada (TSX:ACQ) is a publiclylisted automotive dealership group in Canada
- In 2015, sold 42,457 new vehicles and 20,242 used vehicles
- Operates 53 dealerships, eight provinces, 3,700 employees
- Eight OEM's, 19 brands
- Four main complementary departments:
  - New vehicle sales
  - II. Used vehicle sales
  - III. Parts, service & collision repair
  - IV. Finance & insurance
- Employees
  - I. Central office: 125
  - II. Dealerships: 3,600

### **CURRENT BRAND REPRESENTATION**









































# OF DEALERSHIPS = 53 REPRESENTING 19

**2015** 

NEW VEHICLE SALES (UNITS) 42,457
USED VEHICLE SALES (UNITS) 20,342
SERVICE & PARTS REVENUE \$388M
F&I REVENUE \$143M
ABSORPTION 91%

### RECENT EVENTS



# Financing Agreement with PPH for the acquisition of Southview Acura

- April 25, 2016: Announced a financing agreement with PPH Holdings Inc. ("PPH"), a corporation wholly owned and controlled by Mr. Patrick Priestner.
  - AutoCanada provided a participatory loan to PPH to be used by PPH to fund the purchase of 60% of Southview Acura.
  - AutoCanada's anticipated return will be approximately equal to 60% of the net income of Southview Acura.

# Executive Appointment and Management Succession Plan

- March 17, 2016: Announced senior management changes as part of its senior management succession plan
  - Effective April 1, 2016, Steven Landry was appointed Chief Executive Officer, and Tom Orysiuk continues as President. Effective May 6, 2016, Pat Priestner assumed the role of non-executive Chair of the Board of Directors, which he shall hold with a target retirement date at the Annual General Meeting in May 2017. Steve Rose, Chief Operating Officer, shall retire from his position effective October 1, 2016

### Sale of Newmarket Infiniti Nissan

- **February 23, 2016**: Announced agreement to sell the operating assets of Newmarket Infiniti Nissan in Newmarket, Ontario along with the real estate on which the Dealership is located.
  - The net proceeds were used to reduce indebtedness under the revolving credit facility by approximately \$11,500,000. Additionally, will proceed to sell excess lands previously acquired to facilitate construction of a separate facility for Newmarket Infiniti

### **Equity Financing**

- **November 25, 2015**: Announced the sale on a "bought deal" basis of 2,950,000 common shares at a price of \$25.50 per share for gross proceeds of \$75 million
  - Net proceeds were used to reduce indebtedness under its revolving facility
  - Closed on December 14, 2015

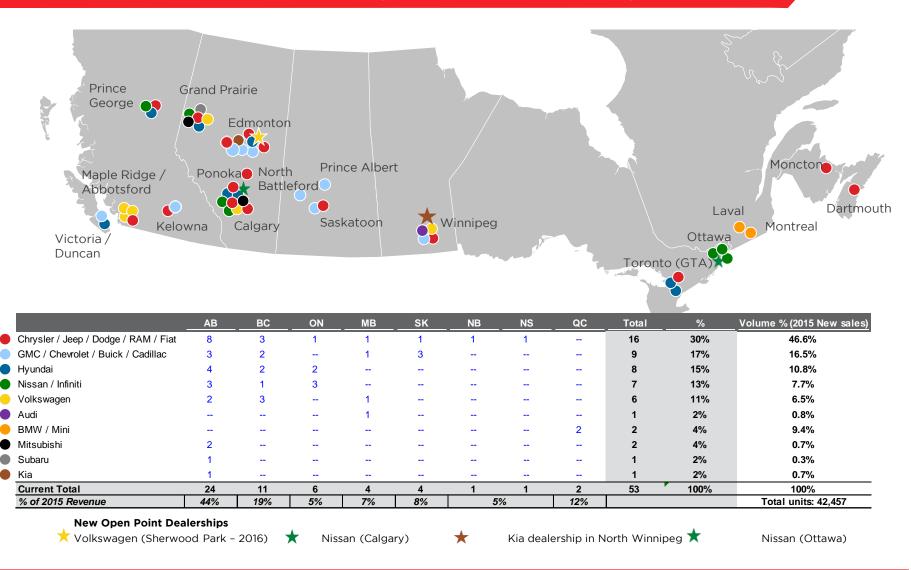
### Increase to Credit Facility

- November 18, 2015: Announced agreement to increase the size of the revolving credit facility from \$200 million to \$250 million
  - In addition to the increased facility certain debt covenants were amended to bring the facility in line with industry standards. Senior leverage ratio from 2.0x to 2.75x and a change of the total leverage ratio from 4.5x to 5.0x

### **DEALERSHIP LOCATIONS & BRANDS**



### AutoCanada owns some of the best performing dealerships in Canada

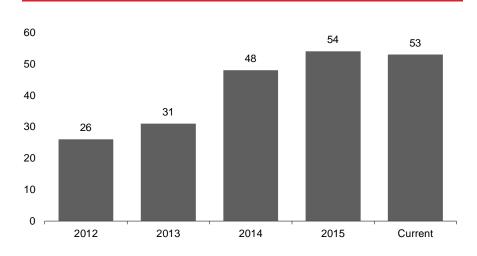


### FINANCIAL & OPERATIONAL PERFORMANCE

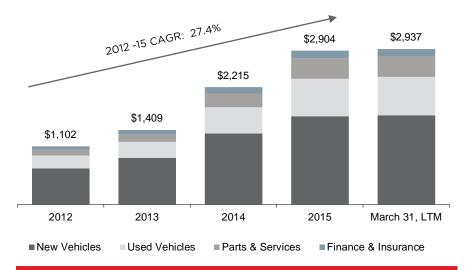


### AutoCanada has a proven track record of strong financial performance

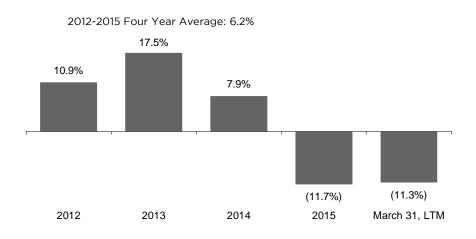
#### **NUMBER OF DEALERSHIPS AT YEAR END**



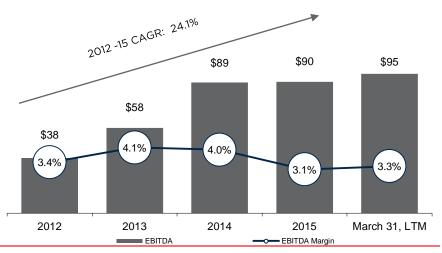
### **TOTAL REVENUE** (C\$M)



### SAME STORE GROSS PROFIT GROWTH(1)



### EBITDA & EBITDA MARGIN<sup>(2)</sup>



<sup>7 (1)</sup> Same store gross profit growth based on dealerships owned by AutoCanada for at least two full years
(2) Consistent with AutoCanada's EBITDA reporting method; interest expense on floorplan financing and other interest are considered operating business expenses and are not added back to EBITDA

## KEY THEMES IN THE CANADIAN AUTO DEALER MARKET



### Improving Vehicle Sales in Canada

- Auto retail sector performed well in 2015; new vehicle sales increased by 2.5%, surpassing the all-time record
- In March 2016, Canadian light vehicle sales grew 9.3% Y/Y to 175,142 units:
  - Internal growth was led by Audi (+42.9% Y/Y), Mitsubishi (+23.8% Y/Y), General Motors (+16.5% Y/Y), BMW (+15.2% Y/Y), and Nissan (+12.9% Y/Y)
- Advances in technology, styling and safety expected to drive long-term new vehicle sales gains

### Auto Retail Sector is Key Part of the Economy

- Annual spending of \$128 billion in 2015 up 7.2% compared to 2014
  - Greater than any other Canadian retail segment

### Market Highly Fragmented but Continuing to Consolidate

- Canadian dealer market is fragmented with approximately 3,500 dealerships with approximately 2,000 owners
- Industry shifting from "mom & pop" dealerships to larger dealer groups
- AutoCanada is well positioned to capitalize on this industry consolidation

### Succession Planning Crisis Leading to Significant Ownership Turnover

- A significant proportion of dealers will be retiring in the next five years creating a "succession planning crisis"
  - Over 70% of dealers want to be semi-retired or completely out of the business in five years and fully retired within 10 years<sup>(1)</sup>
- Dealership owners are facing increasing facility capital requirements for OEM branding programs

### Public Ownership Evolving in Canada

- OEM acceptance of publicly-listed companies is lower in Canada than in the U.S.
- Views of some OEMs may be changing, as evidenced by AutoCanada's acquisition of BMW / MINI, GM, Kia, VW, and Audi dealerships since April 2012
- Financing agreement with PPH to purchase Whitby Oshawa Honda



### **OPERATIONAL EXCELLENCE**

- Same Store Metrics
   Improved Margins
   New technologies

### **REDUCE OPERATING COSTS**

- Variable Expenses as % of Gross Profit
   Interest Expense
  - Central purchasing/shared services

### **ACQUISITION STRATEGY**

- Diversification across Canada
   Accretion
  - Large Stores in Metropolitan Markets

### **GROWTH STRATEGY**



New brands added in the last four years include:

















May 2012

June 2012

June 2012

March 2013

March 2014

May 2014

May 2014

August 2014

- Management team understands criteria for successful acquisitions:
  - Right brands in the right markets
  - Dedicated teams for both pre-acquisition assessment and post-acquisition integration
  - Focus on acquisitions that are immediately accretive
  - Target 15% to 20% pretax annual return on investment
- Flagship stores in metropolitan markets
- Dealership 'clusters' to enhance scale opportunities





- Sales Operations
- Fixed Operations
- Marketing & Advertising
- Digital Tools
- Legal Counsel
- Human Resources
- IT Support
- Finance & Accounting
- Regulatory Compliance



### **INVESTMENT HIGHLIGHTS**



- DIVERSIFIED REVENUE SUPPORTS STRONG BUSINESS MODEL WITH SIGNIFICANT GROWTH POTENTIAL
- MULTI-LOCATION DEALERSHIP MODEL ENABLES ECONOMIES OF SCALE AND FACILITATES BEST PRACTICES
- CENTRALIZED SALES & MARKETING STRATEGY WITH SIGNIFICANT ONLINE PRESENCE
- 4 PORTFOLIO OF BRANDS SUITED TO OUR MARKETS
- MARKET DEMOGRAPHICS AND INDUSTRY PRESENCE SUPPORT GROWTH STRATEGY

## DIVERSIFIED REVENUE SUPPORTS STRONG BUSINESS MODEL



### **Dealerships provide Manufacturers:**

- Sales support
- Service support
- Brand protection

### **Manufacturers provide Dealerships:**

- Exclusive sales territories
- No-cost consumer sales incentives
- Low-cost inventory financing
- Consumer financing

Dealership profitability is resilient in adverse market conditions.

Significant unrealized growth

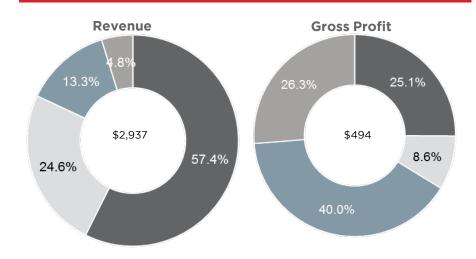


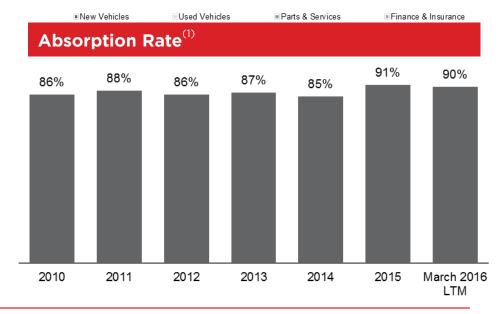
## DIVERSIFIED REVENUE SUPPORTS STRONG BUSINESS MODEL



- The auto dealer business model has historically been strong and profitable throughout the business cycle
- Well-established and accepted dealership model has existed for 50+ years in the Canadian marketplace
  - OEMs committed to dealership success and profitability
- Four business segments provide diversified and stable revenue
- Dealerships have a variable cost structure, with the parts & service business covering most of the fixed costs of the entire dealership (measured by absorption rate)
  - Parts & service business is a counter-cyclical and stable recurring revenue stream

### March 2016 LTM Revenue & Gross Profit Split (C\$M)





## MULTI-LOCATION DEALERSHIP MODEL HAS KEY ADVANTAGES



UNIFORM APPLICATION
OF BEST PRACTICES

- Innovative ideas
- Benchmarking
- Data analytics

**ECONOMIES OF SCALE** 

- Purchasing power
- Retail service & warranty contracts

DECENTRALIZED
OPERATIONS WITH
CENTRALIZED
ADMINISTRATION AND
STRATEGY

 Niche market responses to sales, service, marketing and inventory requirements

INVENTORY MANAGEMENT

- Market information
- Consumer buying patters

### 3

### **CENTRALIZED SALES & MARKETING STRATEGY**



- Highly developed, centralized sales and marketing strategy across dealer group offers significant competitive advantage
  - Significant cost savings on bulk advertising, including digital ads, flyers, radio, point of sale and newspapers
  - Implementation of best practices
- The Internet represents a substantial opportunity to build the brand and geographic borders of AutoCanada's dealerships
  - Each dealership has a professional website with a virtual showroom that reinforces the unique branding of the dealership and is frequently updated
  - Internet used to communicate with customers prior to vehicle purchase and after purchase to coordinate and market maintenance and repair services
  - Manufacturer website links provide dealerships with key sources of referrals
  - Ongoing centralized marketing initiatives to increase traffic to websites and improve user friendliness
- Improvements in online private sale technologies have inherently increased the competition in the used vehicle market
  - Dealerships maintain a competitive advantage due to:
    - Ability to provide multiple sources of financing
    - Ability to offer extended warranty
    - Direct access to dealer auctions which offer competitive pricing

### 4 BRANDS SUITED TO OUR MARKETS



- AutoCanada has the right brands in the right locations
- Majority of AutoCanada's manufacturers are in the top 10 by unit sales growth
- Geographically concentrated in Alberta and B.C.
  - 35 of 53 dealerships are in Alberta and B.C.
  - Market in Western Canada is heavily skewed to light trucks, which are more profitable than cars<sup>(1)</sup>
    - Higher repair orders, more accessories, and higher finance & insurance commissions

### **TOP 10 OEMS BY INCREASE IN UNIT SALES**

Rank	Manufacturer	2015 Volume Increase	YoY Change in Unit Sales	2015 Market Share		AutoCanada Dealerships	
1	General Motors	13,535	5.4%	13.9%	9	[Auto Canada	
2	Mercedes-Benz	5,805	15.3%	2.3%			
3	Lexus	4,460	25.4%	1.2%			
4	Honda	3,610	2.4%	8.2%			
5	Chrysler / Fiat	3,057	1.1%	15.4%	16	AutoCanada	
6	Audi	2,240	9.1%	1.4%	1	[Auto Canada	
7	BMW	2,197	6.7%	1.8%	2	AutoCanada	
8	Mini	1,667	31.0%	0.4%	2	AutoCanada	
9	Acura	1,470	7.5%	1.1%			
10	Land Rover	1,437	22.9%	0.4%			

Canadian Market Average: 2.5%

#### **PROVINCES BY INCREASE IN UNIT SALES**

		2015 Volume		YoY Change in Unit		2015 Market		
Rank	Province	Increase		Sales		Share	Dea	alerships
1	Ontario		41,998		5.8%	40.1%	6	AutoCanada
2	Quebec		23,800		5.7%	23.4%	2	AutoCanada
3	B.C.		13,365		6.9%	10.9%	11	[Auto Canada
4	New Brunswick		1,871		4.5%	2.3%	1	AutoCanada
5	Nova Scotia		911		1.7%	2.9%	1	[Auto Canada
6	P.E.I.		488		6.6%	0.4%		
7	Manitoba	(96)		(0.2%)	-	2.9%		
8	Newfoundland		(340)		(1.0%)	1.8%	4	[AutoCanada
9	Saskatchewan		(2,674)		(4.7%)	2.8%	4	[AutoCanada
10	Alberta		(32,211)		(12.0%)	12.4%	24	AutoCanada

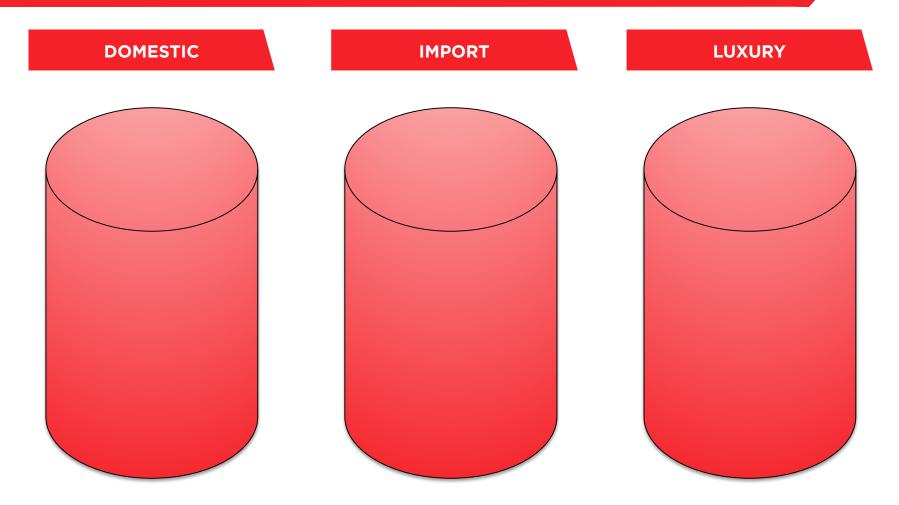
Canadian Market Average: 2.5%



### **BRANDS SUITED TO OUR MARKETS**



### **CURRENT BRAND OWNERSHIP**



AutoCanada continues to see diversification by brand type

### **DEMOGRAPHICS & INDUSTRY PRESENCE** SUPPORT GROWTH



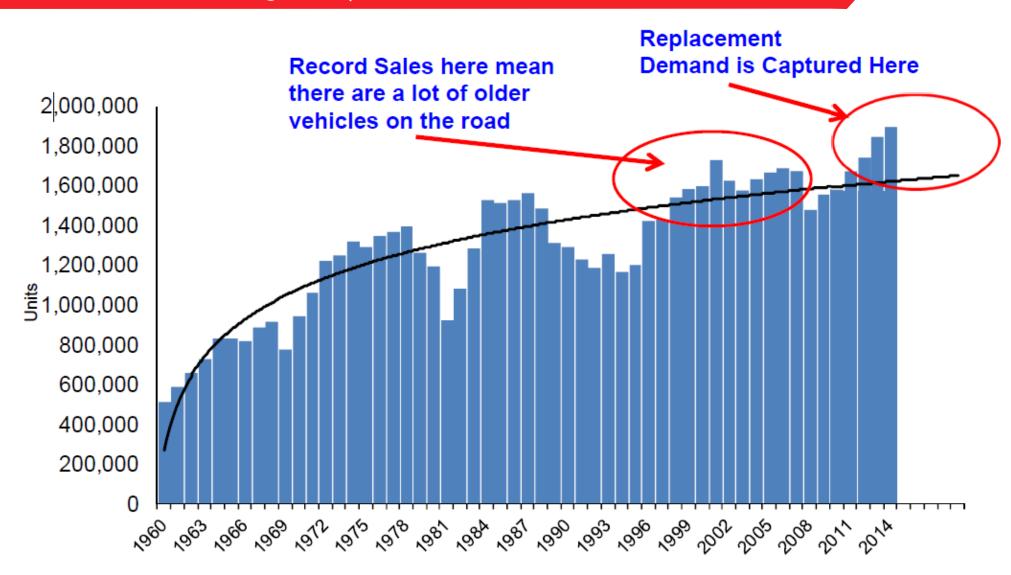
- The auto dealer market in Canada has ample room for consolidation
  - Market is highly fragmented, 3,500 dealerships in Canada with 2,000 owners
  - Many dealers are nearing retirement and seeking exit strategies
- **OEM expectations** for higher facility capital investments act as a barrier for new entrants and present an opportunity for well capitalized dealer groups
- AutoCanada's successful acquisition track record
  - Reputation for treating dealers fairly
  - Well-capitalized



## DEMOGRAPHICS & INDUSTRY PRESENCE SUPPORT GROWTH



### The market is thriving on replacement demand





### **DEMOGRAPHICS & INDUSTRY PRESENCE SUPPORT GROWTH**



### Average age of vehicles on the road is at an all-time high

### CANADIAN VEHICLES ON THE ROAD ALL VEHICLES ON THE ROAD - AS OF JULY 1

	•	1990	2000	2010	2015
MODEL YEAR		ACTUAL	ACTUAL	ACTUAL	ACTUAL
ONE TO FIVE YEAR OLD SIX TO TEN YEAR OLD TEN PLUS YEAR OLD TOTAL	•	6,408,185 4,824,317 3,896,409 15,128,911	5,533,617 5,271,895 6,295,387 17,100,899	7,219,643 7,026,723 7,754,912 22,001,278	7,746,616 7,721,587 10,092,573 25,560,776
ONE TO FIVE YEAR OLD SIX TO TEN YEAR OLD TEN PLUS YEAR OLD TOTAL		42.4% 31.9% 25.8% 100.0%	32.4% 30.8% 36.8% 100.0%	32.8% 31.9% 35.2% 100.0%	30.3% 30.2% 39.5% 100.0%
AVERAGE AGE		7.25	8.74	9.23	9.62

### **SUMMARY**



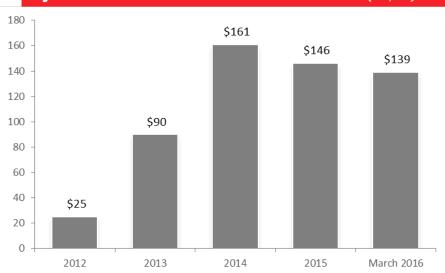
- Proven business model with a long history of profitability
- Adapting business practices to reflect a new level of business at impacted dealerships
- Significant earnings power and ability to generate cash-flow from our core assets
- Industry consolidation is accelerating



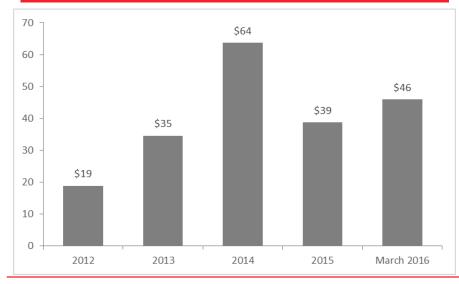
### LIQUIDITY

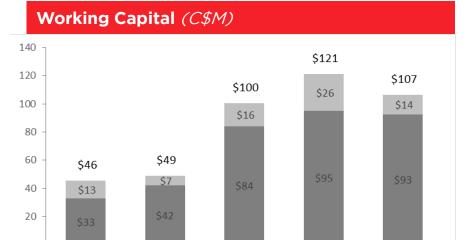


### **Syndicated Revolver - Available Funds** (C\$M)



### Free Cash Flow (12 month trailing) (C\$M)





2014

■ Required Working Capital ■ Excess Working Capital

2015

March 2016

 \$250 million Syndicated Revolver may be used for general corporate purposes, including repayment of existing indebtedness, funding working capital requirements, capital expenditures and financing acquisitions

2012

2013

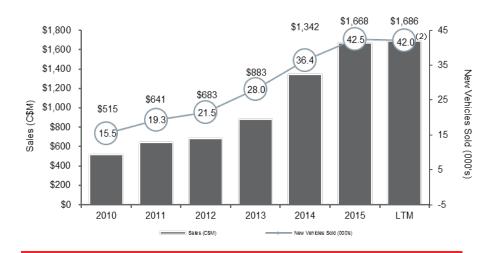
- Manufacturers require each dealership to maintain a certain level of working capital
- Free Cash Flow is cash provided by operating activities less capital expenditures

### **NEW VEHICLE SALES**

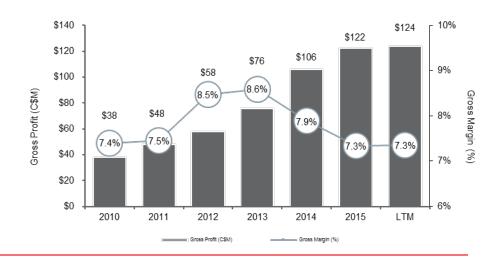


- New vehicle sales are a focus for AutoCanada representing 57.5% of 2015 sales at a gross profit margin of 7.3%
- New vehicle sales drive high-margin related transactions, including resale of trade-ins, sale of third-party financing, service or insurance products and recurring service and repair business
- AutoCanada sold 42,457 new vehicles in 2015 (including GM)<sup>(1)</sup>

#### **Revenue & Units Sold**



### **Gross Profit & Gross Margin**



**<sup>25</sup>** *Note:* 

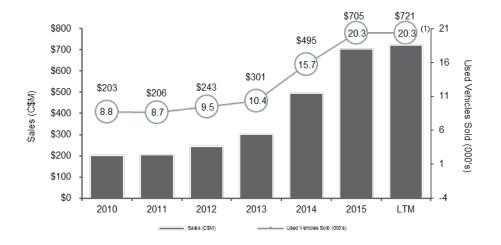
<sup>(1) 83%</sup> of new vehicle sales were made to retail customers, and the balance to lower margin fleet business

### **USED VEHICLE SALES**

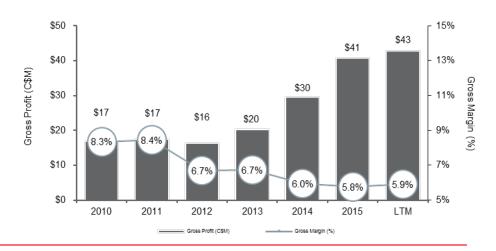


- Used vehicle sales represented 24.3% of 2015 sales at a gross profit margin of 5.8%
- Used vehicle sales also drive related higher-margin transactions, including service contracts, reconditioning opportunities for parts and service, recurring parts and service business and financing commissions
- Trade-ins also help support new vehicle sales by reducing the consumers net cash cost of the new vehicle
- The sale of used vehicles are not tightly controlled by the OEM's, allowing AutoCanada to take trade-ins and resell any vehicle brand

#### **REVENUE & UNITS SOLD**



### **GROSS PROFIT & GROSS MARGIN**

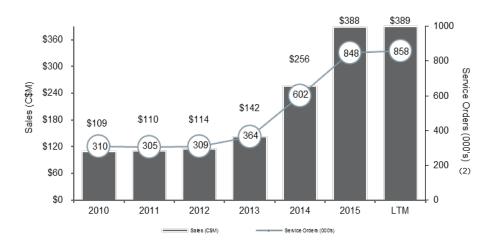


### PARTS, SERVICE & COLLISION REPAIR

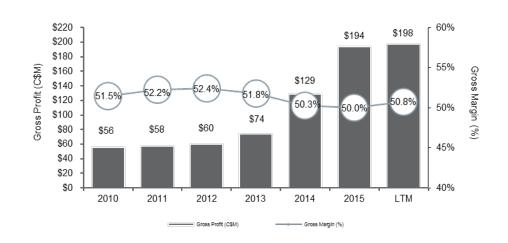


- Parts and service is a high margin and stable business unit for AutoCanada representing only 13.3% of 2015 sales. but responsible for 39.8% of the Company's total gross profit
  - Absorption rate of 91% in 2015<sup>(1)</sup>
- In 2015, AutoCanada completed 847,702 service orders on 912 service bays (year end)
- Parts & service activity is generally considered counter-cyclical
  - In a downturn, consumers buy fewer new vehicles, but their older vehicles require more service
- Vehicle service under the manufacturer warranty must be completed at a franchised dealer providing a large captive market
- Independent repair shops are closing as highly specialized, capital intensive equipment and skilled labour is required to service increasingly complex vehicles

#### **REVENUE & SERVICE ORDERS**



### **GROSS PROFIT & GROSS MARGIN**



<sup>(1)</sup> Absorption rate is the extent to which the gross profit of the parts & service segment covers its own operations plus the fixed costs of operating the dealerships (fixed salaries and benefits, administration costs, occupancy costs, insurance expense, utilities expense and non-floorplan interest expense; excludes all costs pertaining to head office)

<sup>(2)</sup> The results presented for 2013 and 2012 do not include the GM stores and their repair orders

### **FINANCE & INSURANCE**



- Every vehicle sale presents AutoCanada with an opportunity to increase profits through the sale of additional products such as third party financing or lease arrangements, extended warranties, service contracts and insurance products
- AutoCanada is paid a commission on the transaction and retains no financing risk
  - High margin and excellent growth
- While this division was only responsible for 4.9% of 2015 sales, it produced 26.8% of the Company's gross profit with a 91.2% gross margin

#### **REVENUE & TOTAL VEHICLES SOLD**



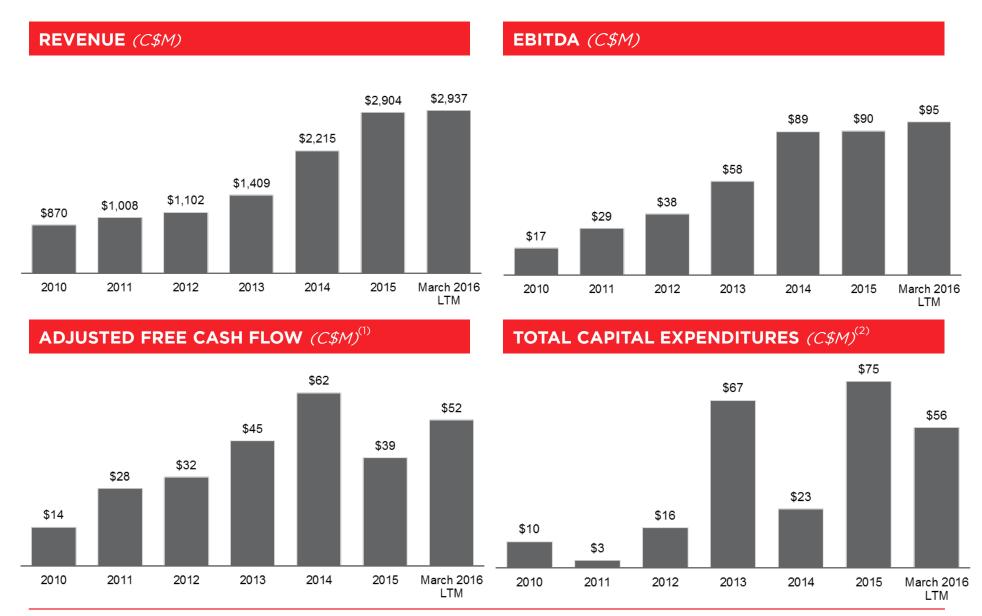
### **GROSS PROFIT & GROSS MARGIN**



<sup>28</sup> Note (1): Until July 10, 2014, the Company had investments in General Motors dealerships that were not consolidated. In Q3 2014, these GM dealerships were consolidated. This number includes 100% of vehicles sold by these dealerships in which we have less than 100% investment.

### HISTORICAL FINANCIAL PERFORMANCE

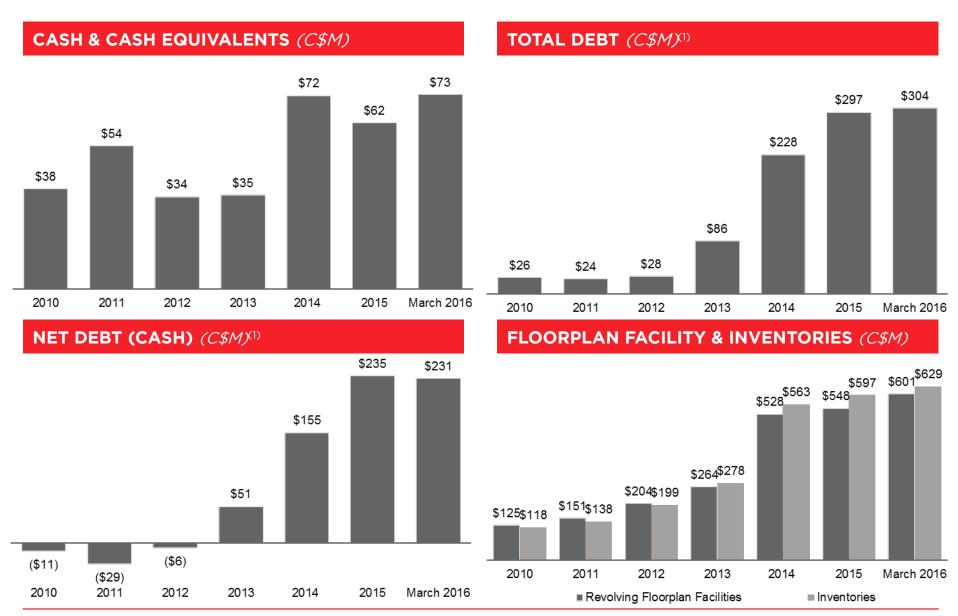




<sup>29 (1)</sup> Adjusted free cash flow is operating cash flow (before changes in non-cash working capital) less non-growth capital expenditures (2) Includes growth capital expenditures (on land and real estate). In 2013 \$57.8 million was spent on purchasing real estate previously leased by AutoCanada

### HISTORICAL BALANCE SHEET











Individual	Position	Biography
Steven Landry	Chief Executive Officer, Director	<ul> <li>Joined AutoCanada as Chief Executive Officer in April 2016</li> <li>Previously Senior Vice-President &amp; Chief Development Officer of ATCO &amp; Canadian Utilities</li> <li>Previously Executive Vice-President, North America Sales &amp; Marketing, and Global Service &amp; Parts, Chrysler LLC</li> <li>Previously President and Chief Executive Officer of DaimlerChrysler Canada</li> </ul>
Tom Orysiuk	President, Director	<ul> <li>Joined AutoCanada as Executive Vice-President and CFO in November 2005, appointed as CEO effective January 2015, continued as President effective April 2016</li> <li>Previously CFO of Liquor Stores Inc. and CFO of Alberta Oats Milling</li> <li>Chartered Accountant</li> </ul>
Steve Rose	Chief Operating Officer	<ul> <li>Previously Executive Vice-President, Corporate Services since January 2011</li> <li>Joined AutoCanada as Vice-President, Corporate Development and General Counsel and Secretary in January 2007</li> <li>Previously Vice-President, General Counsel and Secretary of Chrysler Canada</li> </ul>
Chris Burrows	Chief Financial Officer	<ul> <li>Joined AutoCanada as VP &amp; CFO in September 2014</li> <li>Previously Vice-President and CFO of K-Bro Linen Systems, and Vice-President Finance, Administration &amp; Tax with Stuart Olson</li> <li>Chartered Accountant, US (Illinois) Certified Public Accountant, Certified Human Resource Professional, ICD.D Certified</li> </ul>
Erin Oor	Vice-President, Corporate Development and Administration	<ul> <li>Joined AutoCanada as VP &amp; General Counsel in July 2014</li> <li>Previously General Counsel &amp; General Manager of Unified Alloys and General Counsel of Voodoo Vox Inc.</li> <li>Member of Law Society of Alberta, Member of Law Society of Upper Canada</li> </ul>

## NON-MANAGEMENT MEMBERS OF THE BOARD OF DIRECTORS

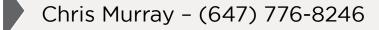


Individual	Position	Biography
Gordon Barefoot	Lead Independent Director  Member of Audit Committee	<ul> <li>President of Cabgor Management Inc.</li> <li>Previously CFO of Terasen Inc. and Partner at Ernst &amp; Young LLP</li> <li>Director of Corix Infrastructure Inc., Institute for Health System Transformation &amp; Sustainability and ISE Ltd.</li> </ul>
Michael Ross	Director  Member of Audit Committee and Chair of Governance and Compensation Committee	<ul> <li>President of M.H. Ross Management Ltd.</li> <li>Founding partner and former CEO of Conroy Ross Partners</li> <li>Lead Director of Camex Equipment Sales &amp; Rentals; Director of Fountain Tire, FYi Doctors, and Norseman Group</li> <li>ICD.D certified</li> </ul>
Dennis DesRosiers	Director  Member of Governance and  Compensation Committee	<ul> <li>President of DesRosiers Automotive Consultants</li> <li>Director of University of Windsor</li> </ul>
Maryann Keller	Director  Member of Audit Committee and Governance and Compensation Committee	<ul> <li>Principal of Maryann Keller &amp; Associates</li> <li>Director of DriveTime Automotive Group</li> <li>Previous Director of Dollar Thrifty Automotive Group</li> </ul>
Barry James	Director  Chair of Audit Committee	<ul> <li>President of Barry L. James Advisory Services Ltd.</li> <li>Previously Managing Partner of PwC LLP (Edmonton)</li> <li>Director of Corus Entertainment Inc. and ATB Financial</li> <li>ICD.D certified</li> </ul>
Pat Priestner	Chair Director	<ul> <li>Over 40 years experience in the auto retail industry including over 35 years as a dealership owner</li> <li>CEO of AutoCanada from May 2006 – December 2014</li> <li>Previously a director of Rocky Mountain Dealerships Inc.</li> </ul>

### **ANALYST COVERAGE**









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Mark Petrie - (416) 956-3278

Steve Kammermayer - (416) 343-2773

Steve Arthur - (416) 842-7844



Derek Dley - (416) 869-7270