COLFAX

Third Quarter 2012 Earnings Conference Call

October 25, 2012

Forward-Looking Statements

The following information contains forward-looking statements, including forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements include, but are not limited to, statements concerning Colfax's plans, objectives, expectations and intentions and other statements that are not historical or current facts. Forward-looking statements are based on Colfax's current expectations and involve risks and uncertainties that could cause actual results to differ materially from those expressed or implied in such forward-looking statements. Factors that could cause Colfax's results to differ materially from current expectations include, but are not limited to, factors detailed in Colfax's reports filed with the U.S. Securities and Exchange Commission including its 2011 Annual Report on Form 10-K under the caption "Risk Factors". In addition, these statements are based on a number of assumptions that are subject to change. This presentation speaks only as of this date. Colfax disclaims any duty to update the information herein.



Q3 2012 Results



Q3 2012 Highlights

- Adjusted net income of \$40.7 million (\$0.33 per share) compared to \$13.2 million (\$0.30 per share) in Q3 2011, which includes a non-cash 3 cents per share gain related to adjustments to deferred tax balances
- Net sales of \$954.4 million, a decrease of 1.8% from Q3 2011 proforma net sales of \$971.7 million; an organic increase of 5.1%
- Adjusted operating income of \$85.3 million compared to \$19.6 million in Q3 2011
- Third quarter gas- and fluid-handling orders of \$443.8 million compared to proforma orders of \$451.2 million in Q3 2011, a decrease of 1.6%; an organic increase of 4.0%
- Gas- and fluid-handling backlog of \$1.4 billion at period end



Year to Date 2012 Highlights

- Adjusted net income of \$109.3 million (\$0.92 per share) compared to \$35.2 million (\$0.79 per share) in Q3 2011
- Net sales of \$2.9 billion, an increase of 3.5% from the nine months ended September 30, 2011 proforma net sales of \$2.8 billion
- Adjusted operating income of \$245.9 million compared to \$55.2 million in Q3 2011
- Gas- and fluid-handling orders of \$1.5 billion compared to proforma orders of \$1.4 billion in the nine months ended September 30, 2011, an increase of 3.5%; organic increase of 3.1%



Gas- and Fluid-Handling



Gas- and Fluid-Handling Q3 2012 Highlights

- Net sales of \$464.9 million compared to proforma net sales of \$423.0 million in Q3 2011, an increase of 9.9%; an organic increase of 14.6%
- Adjusted segment operating income of \$51.7 million and adjusted segment operating income margin of 11.1%
- Q3 2012 orders of \$443.8 million compared to proforma orders of \$451.2 million in Q3 2011, a decrease of 1.6%; an organic increase of 4.0%
- Backlog of \$1.4 billion at period end

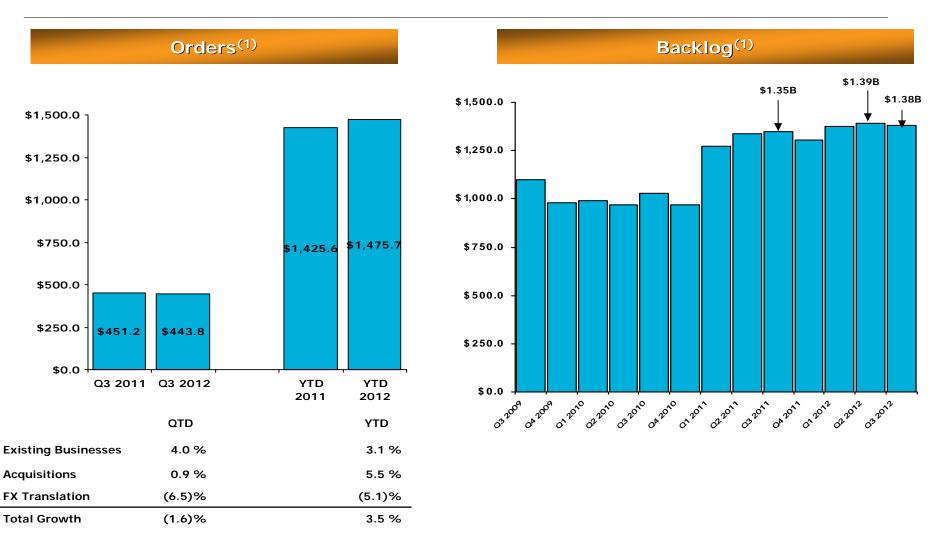


Gas- and Fluid-Handling YTD 2012 Highlights

- Net sales of \$1.4 billion compared to proforma net sales of \$1.2 billion in the nine months ended September 30, 2011, an increase of 13.0%; an organic increase of 14.4%
- Adjusted segment operating income of \$153.3 million and adjusted segment operating income margin of 11.1%
- Orders of \$1.5 billion compared to proforma orders of \$1.4 billion the nine months ended September 30, 2011, an increase of 3.5%; an organic increase of 3.1%



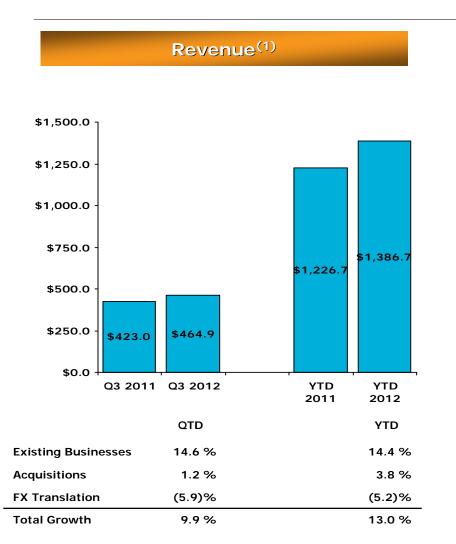
Orders and Backlog



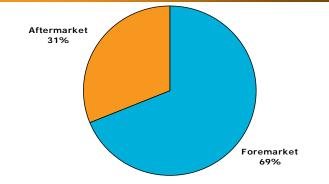
(1) Order and backlog data for the periods prior to Q2 2012 are presented on a proforma basis.

COLFAX

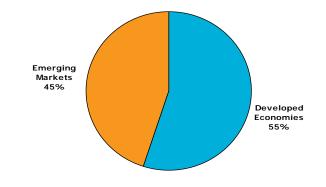
Revenue



Aftermarket Revenue – YTD 2012



Geographic Exposure – YTD 2012

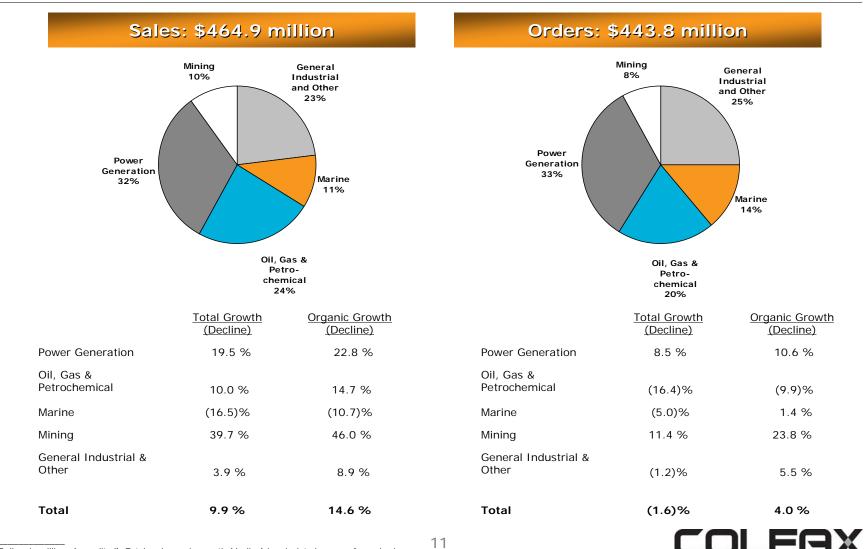


COLFAX

(1) Q3 2011 and YTD 2011 sales are presented on a proforma basis.

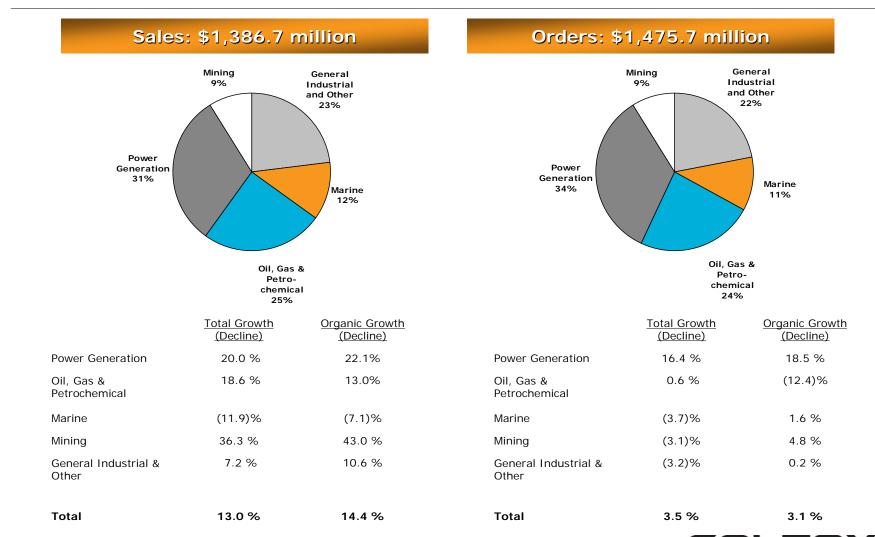
Note: Dollars in millions (unaudited).

Q3 2012 Sales and Orders by End **Market**



11

YTD 2012 Sales and Orders by End Market



Note: Dollars in millions (unaudited). Total and organic growth (decline) is calculated on a proforma basis.

12

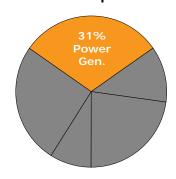
TOLFAX

Power Generation Market Perspective

Sales & Orders Growth

	Q3 2012 v	rs. Q3 2011	YTD 2012 vs. YTD 2011				
	Total	Organic	Total	Organic			
Sales	19.5%	22.8%	20.0%	22.1%			
Orders	8.5%	10.6%	16.4%	18.5%			

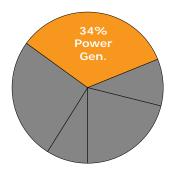
Colfax YTD 2012 Sales Split



Highlights

- Served by both Howden and Colfax Fluid Handling
- Driven by global fundamental undersupply of electricity
- Growth is strong in China, South Africa and South East Asia

Colfax YTD 2012 Orders Split



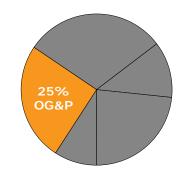


Note: Total and organic growth (decline) is calculated on a proforma basis.

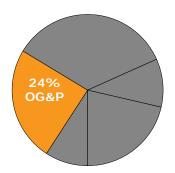
Oil, Gas & Petrochemical Market Perspective

Q3 2012 vs. Q3 2011 YTD 2012 vs. YTD 2011 Organic Total Organic Total 10.0% 14.7% 13.0% Sales 18.6% Orders (16.4)% (9.9)% 0.6% (12.4)%

Colfax YTD 2012 Sales Split



Colfax YTD 2012 Orders Split



COLFAX

Sales & Orders Growth (Decline)

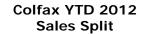
Highlights

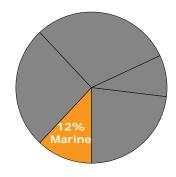
- Served by both Howden and Colfax Fluid Handling
- National oil companies in Latin America and Russia expanding production and refinery capacity
- Thomassen compressor acquisition increases presence in this market

Marine Market Perspective

Sales & Orders (Decline) Growth

	Q3 2012 v	rs. Q3 2011	YTD 2012 vs. YTD 2011				
	Total	Organic	Total	Organic			
Sales	(16.5)%	(10.7)%	(11.9)%	(7.1)%			
Orders	(5.0)%	1.4%	(3.7)%	1.6 %			

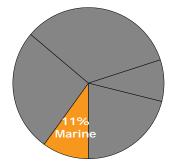




Highlights

- Comprised of commercial marine and government, or defense, customers
- Primarily served by Colfax Fluid Handling
- New ship build is down from 2011 peak
- •Q3 orders strong for supply vessels







Mining Market Perspective

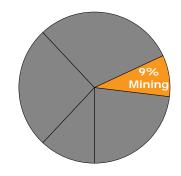
Q3 2012 vs. Q3 2011 YTD 2012 vs. YTD 2011 Organic Organic Total Total Sales 39.7% 46.0% 36.3% 43.0% Orders 11.4% 23.8% (3.1)% 4.8%

Sales & Orders Growth (Decline)

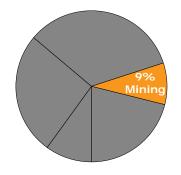
Highlights

- Primarily served by Howden
- Includes centrifugal and axial fans, providing mine ventilation
- Driven by demand of mined resources, including: coal, iron ore, copper, gold, nickel and potash
- Orders strong due to large North American orders in Q3





Colfax YTD 2012 Orders Split





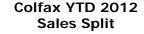
General Industrial & Other Market Perspective

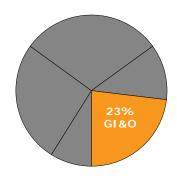
	Q3 2012 v	rs. Q3 2011	YTD 2012 vs. YTD 2011				
	Total	Organic	Total	Organic			
Sales	3.9%	8.9%	7.2%	10.6%			
Orders	(1.2)%	5.5%	(3.2)%	0.2%			

Sales & Orders Growth (Decline)

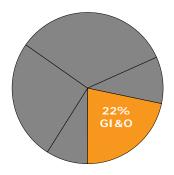


- Includes both Howden and Colfax Fluid Handling
- Represents a variety of industrial fans and compressors, tunnel ventilation and pumps serving various industrial needs
- Sales and order growth was driven by industrial fans and compressors, particularly fans serving the steel industry





Colfax YTD 2012 Orders Split





Fabrication Technology



Fabrication Technology Q3 2012 Highlights

- Net sales of \$489.6 million compared to proforma net sales of \$548.8 million in Q3 2011, a decrease of 10.8%; an organic decline of 2.2%
- Adjusted segment operating income of \$43.9 million and adjusted operating income margin of 9.0%
- Tight cost control and improved pricing drove margin improvement
- Continued sequential margin improvement in India despite challenging economic environment
- Revenue and operating income negatively impacted by the start up of a new consumables facility in the U.S.

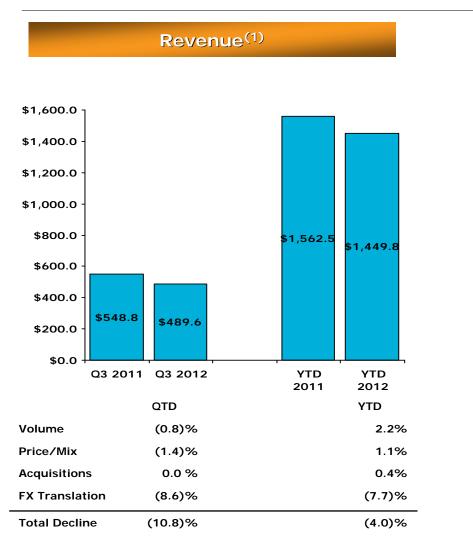


Fabrication Technology YTD 2012 Highlights

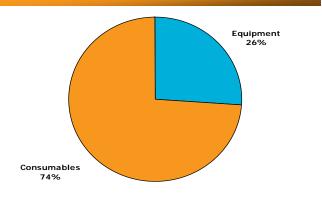
- Net sales of \$1.5 billion, a decrease of 4.0% compared to proforma YTD Q3 2011 sales; an organic increase of 3.3%
- Adjusted segment operating income of \$123.2 million and adjusted operating income margin of 8.2%
- Higher consumable volumes in North America, the Middle East and South America



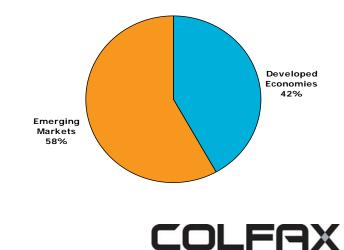
Revenue



Revenue – YTD 2012



Geographic Exposure – YTD 2012



(1) Q3 2011 and YTD 2011 sales are presented on a proforma basis.

Results of Operations



Income Statement Summary (unaudited)

		Three Mon	ths Ende	d		
	Septem	nber 28, 2012	September 30, 2011			
Net sales	\$	954.4	\$	170.3		
Gross profit % of sales	\$	288.0 30.2%	\$	60.7 35.6%		
SG&A expense % of sales	\$	217.1 22.7%	\$	41.1 24.1%		
Adjusted operating income % of sales	\$	85.3 8.9%	\$	19.6 11.5%		
Adjusted net income % of sales	\$	40.7 4.3%	\$	13.2 7.8%		
Adjusted net income per share	\$	0.33	\$	0.30		

Refer to Appendix for Non-GAAP reconciliation and footnotes.

Note: Dollars in millions, except per share amounts

Income Statement Summary (unaudited)

		Nine Mont	ths Endeo	k		
	Septer	mber 28, 2012	September 30, 2011			
Net sales	\$	2,886.5	\$	515.6		
Gross profit % of sales	\$	844.6 29.3%	\$	178.6 34.6%		
SG&A expense % of sales	\$	661.2 22.9%	\$	123.4 23.9%		
Adjusted operating income % of sales	\$	245.9 8.5%	\$	55.2 10.7%		
Adjusted net income % of sales	\$	109.3 3.8%	\$	35.2 6.8%		
Adjusted net income per share	\$	0.92	\$	0.79		

Refer to Appendix for Non-GAAP reconciliation and footnotes.



Appendix



Disclaimer

Colfax has provided financial information that has not been prepared in accordance with GAAP. These non-GAAP financial measures are adjusted net income, adjusted net income per share, projected adjusted net income per share, adjusted operating income, organic sales growth (decline) and organic order growth (decline). Adjusted net income, adjusted net income per share, projected adjusted net income per share and adjusted operating income exclude asbestos coverage litigation expense, expenses related to major restructuring programs or any additional structural changes announced in the future, expenses related to the Charter acquisition and significant year-one fair value adjustment amortization expense. The effective tax rates used to calculate adjusted net income and adjusted net income per share are 25.3% and 29.0% for the third guarter and nine months ended September 28, 2012, respectively, and 31% for both the third guarter and nine months ended September 30, 2011. Projected adjusted earnings per share was calculated using a 30% effective tax rate for the fourth quarter of 2012. Organic sales growth (decline) and organic order growth (decline) exclude the impact of bolt-on acquisitions and foreign exchange rate fluctuations and are presented on a proforma basis (the proforma comparison includes the 2011 sales and orders for Howden and ESAB, excluding the first 12 days of the year to date reporting period). These non-GAAP financial measures assist Colfax in comparing its operating performance on a consistent basis because, among other things, they remove the impact of asbestos insurance coverage issues, costs related to the Charter acquisition, major restructuring programs and items outside the control of its operating management.

Sales and order information by end market are estimates. We periodically update our customer groupings order to refine these estimates.



		Three Mon	ths End	ed	Nine Months Ended					
	Septem	ber 28, 2012	Septe	mber 30, 2011	Septe	mber 28, 2012	Sept	ember 30, 2011		
Adjusted Net Income and Adjusted Earnings Per Share										
Net income (loss) attributable to Colfax Corporation	\$	9,094	\$	3,690	\$	(84,138)	\$	20,635		
Restructuring and other related charges		15,865		5,299		43,066		7,518		
Charter acquisition-related expense		-		5,728		43,617		5,728		
Fair value adjustments - ESAB/Howden backlog and inventory amortization										
expense		14,455		-		62,582		-		
Asbestos coverage litigation expense		3,313		3,086		8,840		8,454		
Tax adjustment ⁽¹⁾		(2,025)		(4,575)		35,320		(7,118)		
Adjusted net income		40,702		13,228		109,287		35,217		
Adjusted net income margin		4.3%		7.8%		3.8%		6.8%		
Dividends on preferred stock		5,072				13,879				
Adjusted net income available to Colfax Corporation common shareholders		35,630	_	13,228		95,408	_	35,217		
Less: net income attributable to participating securities ⁽²⁾		4,582				12,256				
	¢	31,048	¢	13,228	¢	83,152	¢	35,217		
	φ	51,040	φ	13,220	φ	05,152	Φ	55,217		
Weighted-average shares outstanding - diluted		94,791,928		44,411,970		90,829,160		44,299,157		
Adjusted net income per share	\$	0.33	\$	0.30	\$	0.92	\$	0.79		
Net income (loss) per share— basic and diluted (in accordance with GAAP)	\$	0.04	<u>\$</u>	0.08	<u>\$</u>	(1.09)	\$	0.47		

(1) The effective tax rates used to calculate adjusted net income and adjusted net income per share are 25.3% and 29% for the third quarter and nine months ended September 28, 2012, respectively, and 31% for both the third quarter and nine months ended September 30, 2011.

(2) Adjusted net income per share was calculated consistent with the two-class method in accordance with GAAP as the Series A preferred stock are considered participating securities. Losses are not allocated to the preferred stock.



		Q3 2012								Q3 2011						
	Gas and		Fabrica	ation	Corporate	Total Co	olfax			Corporate and		Total Colfax				
	Hand	lling	Techno	ology	and Other	Corpora	ation	Fluid Han	dling	Other		Corpora				
Net sales	\$	464,873	\$	489,567	\$ -	\$	954,440	\$	170,294	\$-	\$	1	170,294			
Operating income	32,361	7.0%	31,357	6.4%	(12,052)	51,666	5.4%	15,471	9.1%	(10,031)	\$	5,440	3.2%			
Charter acquisition-related expense	-		-		-	-		-		5,728		5,728				
Restructuring and other related charges	1,564		12,498		1,803	15,865		5,299		-		5,299				
Asbestos coverage litigation expense Fair value adjustments - ESAB/Howden backlog	3,313		-		-	3,313		3,086		-		3,086				
and inventory amortization expense	14,455		-		-	14,455		-		-		-				
Adjusted operating income	51,693	11.1%	43,855	9.0%	(10,249)	85,299	8.9%	\$ 23,856	14.0%	\$ (4,303)	\$	19,553	11.5%			



		YTD Q3 2012								YTD Q3 2011						
	Gas and	Fluid	Fabrica	tion	Corporate	Total Co	olfax			Cor	oorate and	Total Co	olfax			
	Hand	ling	Techno	logy	and Other	Corpora	ation	Fluid Har	ndling		Other	Corpora	ition			
Net sales	\$ 1	,386,699	\$ 1,4	499,760	\$ -	\$ 2,	886,459	\$	515,601	\$	-	\$	515,601			
Operating income	93,467	6.7%	74,642	5.0%	(80,268)	87,841	3.0%	\$ 54,861	10.6%	\$	(21,382)	\$ 33,479	6.5%			
Charter acquisition-related expense Restructuring and other related charges	- 5.379		- 31.620		43,617 6,067	43,617 43,066		- 6,469			5,728 1,049	5,728 7,518				
Asbestos coverage litigation expense Fair value adjustments - ESAB/Howden backlog	8,840		-		-	8,840		8,454			-	8,454				
and inventory amortization expense	45,597		16,985		-	62,582		-			-	-				
Adjusted operating income	153,283	11.1%	123,247	8.2%	(30,584)	245,946	8.5%	\$ 69,784	13.5%	\$	(14,605)	\$ 55,179	10.7%			



Sales & Order Growth (unaudited)

		Sales			Orders	
		\$	%		\$	%
Proforma for the three months ended September 30, 2011	\$	971.7		\$	451.2	
Components of Change:						
Existing Businesses		49.5	5.1 %		18.0	4.0 %
Acquisitions		5.3	0.5 %		4.2	0.9 %
Foreign Currency Translation		(72.1)	(7.4)%		(29.6)	(6.5)%
Total		(17.3)	(1.8)%		(7.4)	(1.6)%
For the three months ended September 28, 2012	<u>\$</u>	954.4		<u>\$</u>	443.8	

	Sales	Orders		Backlo	g	
	\$	%	 \$	%	\$	%
Proforma as of and for the nine months ended September 30, 2011	\$ 2,789.3		\$ 1,425.6		\$ 1,348.2	
Components of Change:						
Existing Businesses	228.7	8.2 %	44.4	3.1 %	70.0	5.2 %
Acquisitions	52.3	1.9 %	78.3	5.5 %	12.2	0.9 %
Foreign Currency Translation	(183.8)	(6.6)%	 (72.6)	(5.1)%	(51.3)	(3.8)%
Total	97.2	3.5 %	 50.1	3.5 %	30.9	2.3 %
As of and for the nine months ended September 28, 2012	<u>\$ 2,886.5</u>		\$ 1,475.7		<u>\$ 1,379.1</u>	



Balance Sheet (unaudited)

	tember 28, 2012	De	cember 31, 2011
ASSETS			
CURRENT ASSETS:			==
Cash and cash equivalents	\$ 517,343	\$	75,108
Trade receivables, less allowance for doubtful accounts of \$8,920 and \$2,578	882,867		117,475
Inventories, net	519,358		56,136
Other current assets	 313,948		102,489
Total current assets	2,233,516		351,208
Property, plant and equipment, net	662,294		90,939
Goodwill	1,929,436		204,844
Intangible assets, net	745,583		41,029
Other assets	 484,895		400,523
Total assets	\$ 6,055,724	\$	1,088,543
LIABILITIES AND SHAREHOLDERS' EQUITY CURRENT LIABILITIES: Current portion of long-term debt Accounts payable Accrued liabilities Total current liabilities Long-term debt, less current portion Other liabilities Total liabilities Equity:	\$ 34,033 636,521 550,060 1,220,614 1,659,070 996,343 3,876,027		\$10,000 54,035 176,007 240,042 101,518 557,708 899,268
Preferred stock, \$0.001 par value; 20,000,000 and 10,000,000 shares authorized; 13,877,552 and none issued and outstanding	14		_
Common stock, \$0.001 par value; 400,000,000 and 200,000,000 shares authorized; 93,977,842 and 43,697,570 issued and outstanding	94		44
Additional paid-in capital	2,191,064		415,527
Accumulated deficit	(153,520)		(55,503)
Accumulated other comprehensive loss	(81,141)		(170,793)
Total Colfax Corporation equity	 1,956,511		189,275
Noncontrolling interest	223,186		_
Total equity	 2.179.697		189.275
Total liabilities and equity	\$ 6,055,724	\$	1,088,543



2012 Outlook Summary (October Update)

In thousands, except per share data	Q	4		2012					
Revenue- Base Business Acquired Entities Revenue	\$ 994,000 20,000 1,014,000	\$	1,040,000 <u>24,000</u> 1,064,000	\$ 3	3,900,000	\$ 3	3,950,000		
			<u>.</u>						
Adjusted Operating Profit	95,000		101,700		340,900		347,600		
Interest	(23,000)		(23,000)		(91,300)		(91,300)		
Taxes	(21,600)		(23,600)		(73,100)		(75,100)		
Noncontrolling interest	 (5,100)		(5,400)		(21,900)		(22,200)		
Adjusted Net Income-Colfax	45,300		49,700		154,600		159,000		
Preferred Dividends	(5,100)		(5,100)		(19,000)		(19,000)		
Adjusted Net Income Available to Colfax	 40,200		44,600		135,600		140,000		
Adjusted EPS	\$ 0.37	\$	0.41	\$	1.29	\$	1.33		



	Q4		2012	
Projected net loss per share - diluted	\$ 0.15	\$ 0.19	\$ (0.98)	\$ (0.94)
Participating shares adjustment	-	-	0.13	0.13
Fair value adjustments - Charter inventory and backlog	0.15	0.15	0.78	0.78
Restructuring costs	0.07	0.07	0.48	0.48
Asbestos coverage litigation	0.02	0.02	0.11	0.11
Charter transaction costs	-	-	0.44	0.44
Tax adjustment	(0.02)	(0.02)	0.33	0.33
Projected adjusted net income per share - diluted	\$ 0.37	\$ 0.41	\$ 1.29	\$ 1.33

EPS Range

