



**CREATING A LEADING
MULTI-PLATFORM
GLOBAL ENTERPRISE**

SAFE HARBOR STATEMENTS

This presentation may contain certain statements about Colfax Corporation (“Colfax”) and Charter International plc (“Charter”) that are or may be “forward-looking statements”— that is, statements related to future, not past, events, including forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. These statements are based on the current expectations of the management of Colfax and Charter (as the case may be) and are naturally subject to uncertainty and changes in circumstances and involve risks and uncertainties that could cause actual results to differ materially from those expressed or implied in such forward-looking statements. In addition, these statements are based on a number of assumptions that are subject to change. The forward-looking statements contained in this presentation may include statements about the expected effects on Charter and Colfax of an offer for the entire issued and to be issued share capital of Charter International plc (the “Offer”), the expected timing and scope of the Offer, strategic options and all other statements in this document other than historical facts. Without limitation, any statements preceded or followed by or that include the words “targets”, “plans”, “believes”, “expects”, “aims”, “intends”, “will”, “may”, “anticipates”, “estimates”, “projects”, “seeks”, “sees”, “should”, “would”, “expect,” “positioned,” “strategy,” or words or terms of similar substance or the negative thereof, are forward-looking statements. Forward-looking statements include statements relating to the following: (i) the satisfaction of the conditions to the Offer and other risks related to the Offer and actions related thereto; (ii) Colfax’s ability to complete the acquisition of Charter as planned, and risks relating to any unforeseen liabilities of Charter; (iii) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, losses and future prospects; (iv) business and management strategies and the expansion and growth of Colfax’s or Charter’s operations and potential synergies resulting from the Offer; (v) the effects of government regulation on Colfax’s or Charter’s business, and (vi) Colfax’s plans, objectives, expectations and intentions generally. 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 as well as its Annual Report on Form 10-K under the caption “Risk Factors”, as well as Colfax’s ability to complete the acquisition of Charter as planned, Colfax’s ability to achieve expected synergies in connection with the acquisition and risks relating to any unforeseen liabilities of Charter. Due to such uncertainties and risks, investors are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date hereof. None of Colfax or Charter undertakes any obligation to update publicly or revise forward-looking statements, whether as a result of new information, future events or otherwise, except to the extent legally required. Nothing contained herein shall be deemed to be a forecast, projection or estimate of the future financial performance of Colfax or any of its subsidiaries, the Charter group or the combined business following completion of the Offer, unless otherwise stated. Except for information relating to Charter, the directors of Colfax accept responsibility for the information contained in this presentation. To the best of the knowledge and believe of the directors of Colfax (who have taken all reasonable care to ensure that such is the case), the information contained in this presentation is in accordance with the facts and contains no omission likely to affect its import. The directors of Charter accept responsibility for the correctness and fairness of the reproduction in this presentation of information relating to Charter, which has been compiled from published sources.



SAFE HARBOR STATEMENTS (Continued)

CERTAIN CONSIDERATIONS UNDER THE SECURITIES ACT OF 1933

- The securities of Colfax referred to in this document have not been registered under the Securities Act of 1933 (the "Act"), and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Act.
- The issuance of Colfax shares to Charter shareholders will not be registered under the Act, and will be issued pursuant to the exemption provided by Section 3(a)(10) under the Act. In the event that Colfax determines to conduct the acquisition pursuant to an offer other otherwise in a manner that is not exempt from the registration requirements of the Act, it will file a registration statement with the Securities and Exchange Commission ("SEC") that will contain a prospectus. In this event, investors are urged to read these documents and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they will contain important information, and such documents will be available free of charge at the SEC's website at www.sec.gov.



UK TAKEOVER CODE CONSIDERATIONS

- Offer for Charter governed by City Code on Takeovers and Mergers (“UK Takeover Code”)
- Certain provisions of UK Takeover Code impact investor communications, in particular
 - Rule 20 – Equality of information
 - Rule 28 – Profit forecasts
 - Rule 29 – Asset valuations

INTRODUCTORY REMARKS



COMBINATION RATIONALE

STRONG INDUSTRIAL LOGIC

1. Accelerates Growth Strategy
2. Enhances Business Profile
3. Provides Long-Term Value Creation Opportunities
4. Financially Compelling

KEY TRANSACTION TERMS

- Total consideration: £1,528mm (approximately \$2,426mm)¹
 - 910p per share consideration
- Form of consideration: certainty of cash plus upside from value creation
 - 730p in cash and 0.1241 shares Colfax stock per Charter share
 - “Mix & match” alternative available
- Financing: designed to retain flexibility to continue existing and new initiatives without undue risk
 - \$2,100mm fully-underwritten credit facility (including \$300mm undrawn revolver)
 - \$805mm new equity from BDT Capital Partners and certain Colfax Directors
 - \$480mm¹ issuance of shares to Charter shareholders
- Timeline: Expected to close Q1 2012

1. Based on Colfax share price as at September 9, 2011. Assumes foreign exchange rate of US\$1.5881/£



COLFAX & TRANSACTION OVERVIEW



1. Colfax Overview
2. Charter Snapshot
3. Combined Strength

COLFAX OVERVIEW

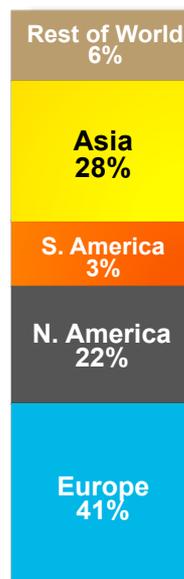
GLOBAL MANUFACTURER OF SPECIALTY FLUID HANDLING SOLUTIONS

Revenues by End Market & Geography 1H 2011 YTD

End Market



Geography



Leading player in served markets

- Engine room pumps for Commercial Marine
- Positive displacement pumps for challenging applications

Strong brands and technology

- 100+ year old brands; history of innovation
- Extensive installed base

Attractive end-market profile

- Strong secular growth drivers (oil & gas, power)
- Significant backlog; good visibility

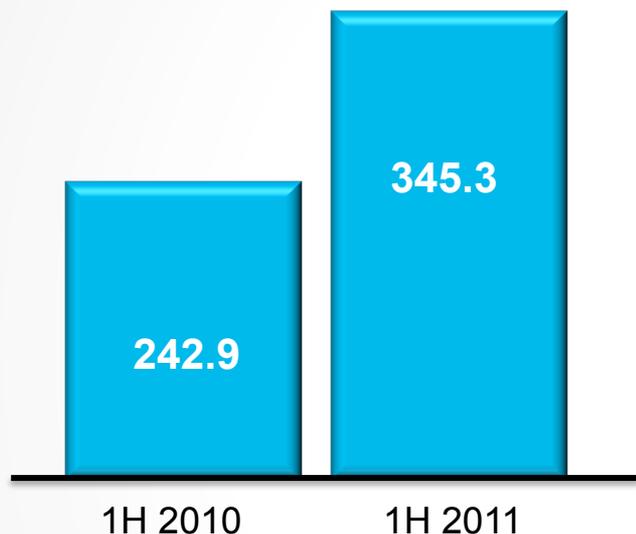
Proven business model: Colfax Business System

Source: Company filings

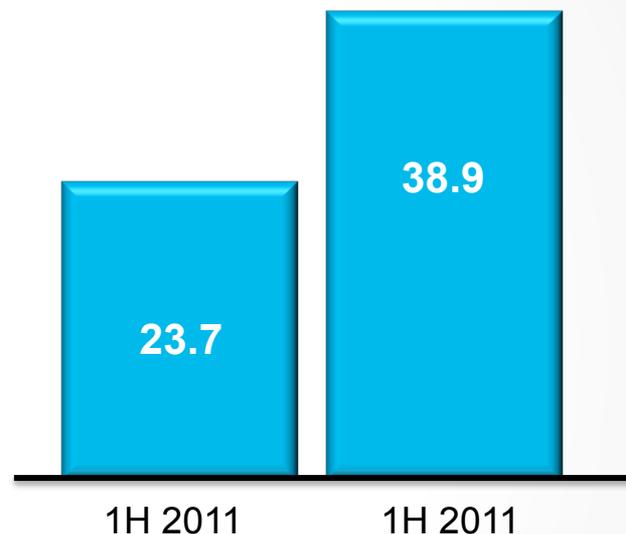


RECENT COLFAX PERFORMANCE

Revenue
1H YTD



Adjusted Operating Income¹
1H YTD



Existing Businesses	16.0%
Acquisitions	20.9%
Fx Translation	5.3 %

Total Growth	42.2%
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	<u>%Margin</u>
1H 2010	9.8 %
1H 2011	11.3 %

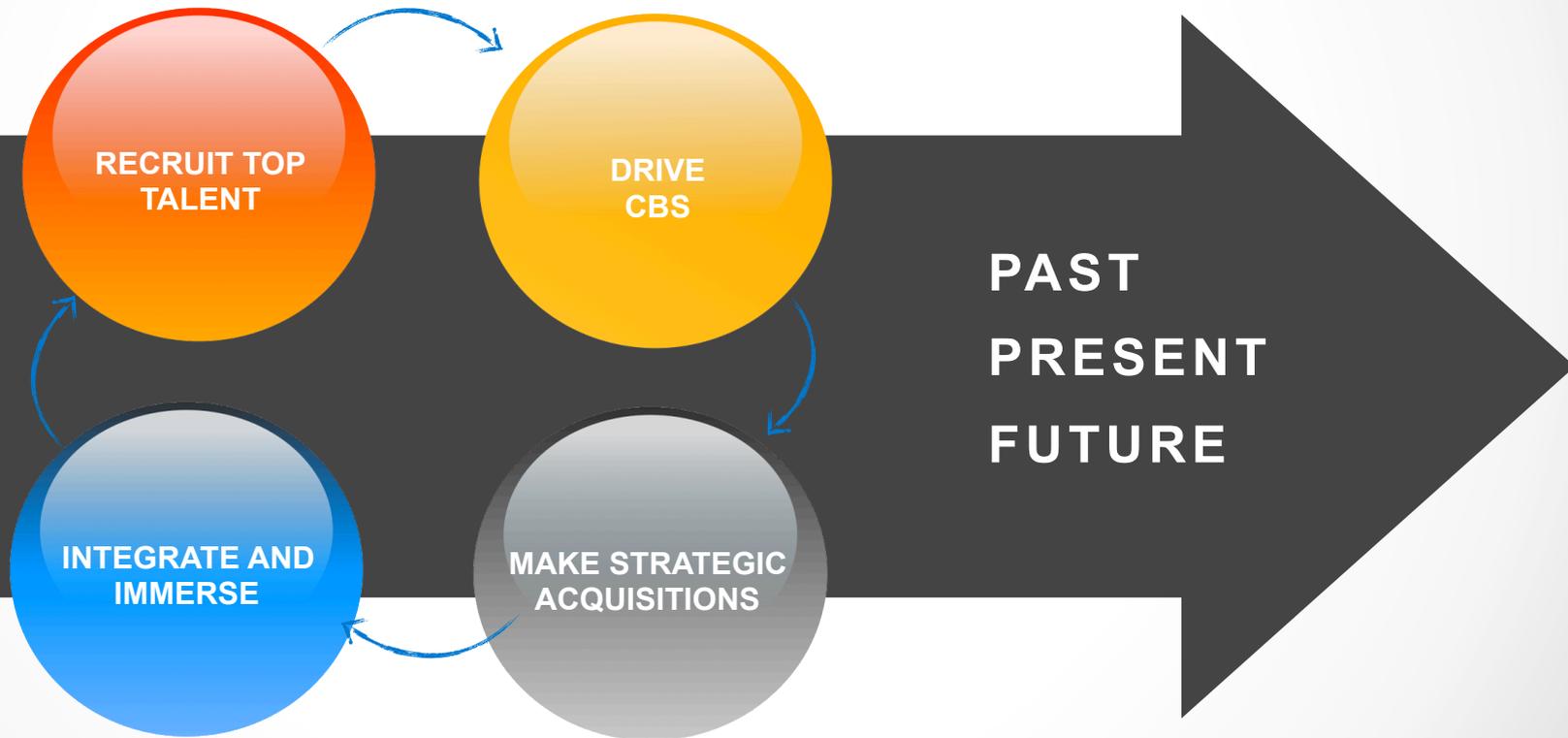
1. Refer to Appendix for Non-GAAP reconciliation and footnote.

Source: Company filings



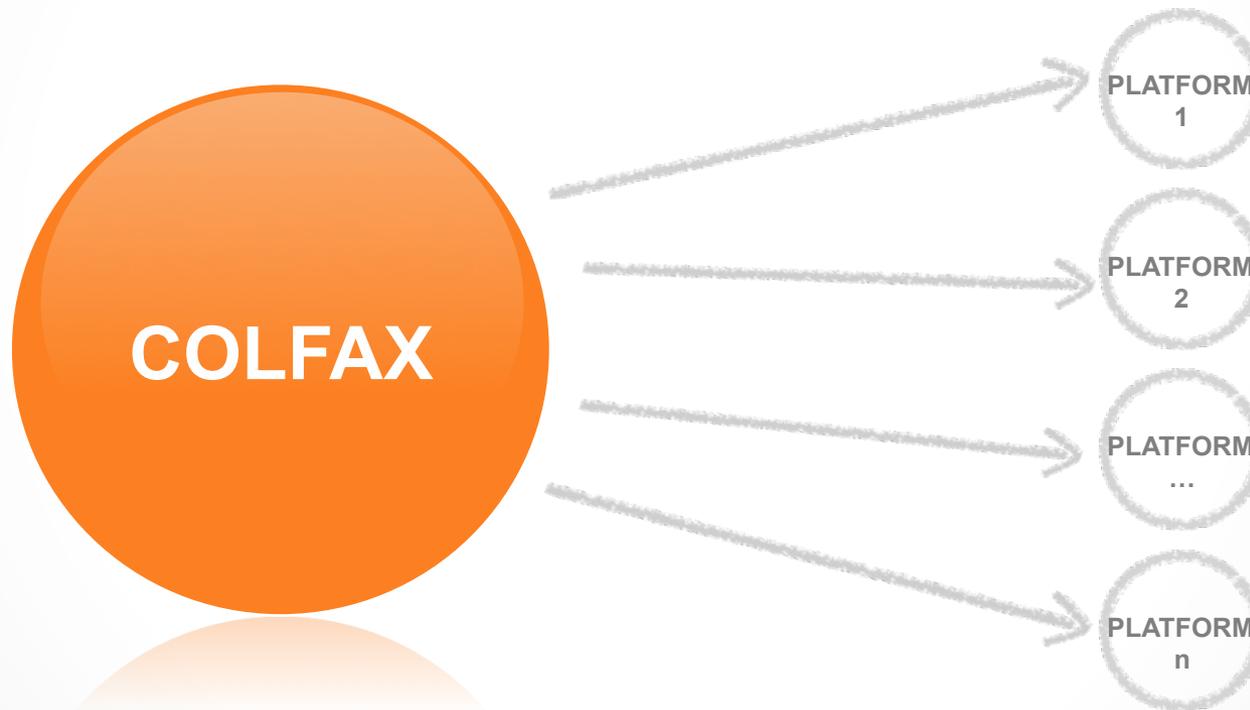
OUR MODEL

Long-term growth driven by Colfax Business System (CBS) and world class team



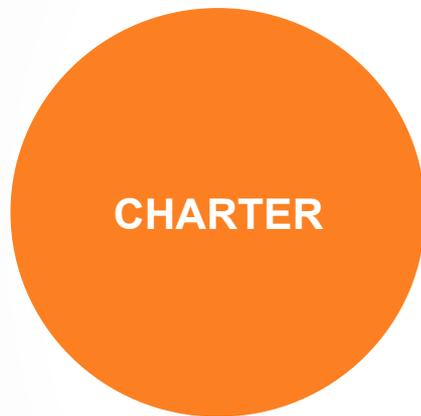
OUR VISION

Multi-platform business linked to strong secular trends



CHARTER SNAPSHOT

Leading global manufacturer of welding & cutting and air & gas handling solutions



WELDING & CUTTING



AIR & GAS HANDLING

- Publicly-traded; listed on London Stock Exchange
- Approximately 12,000 associates worldwide
- 2010 revenue: £1,720mm (approximately \$2,732mm)¹
- 2010 adjusted operating margin: 8.5%²

1. Assumes foreign exchange rate of US\$1.5881/£

Source: Company filings

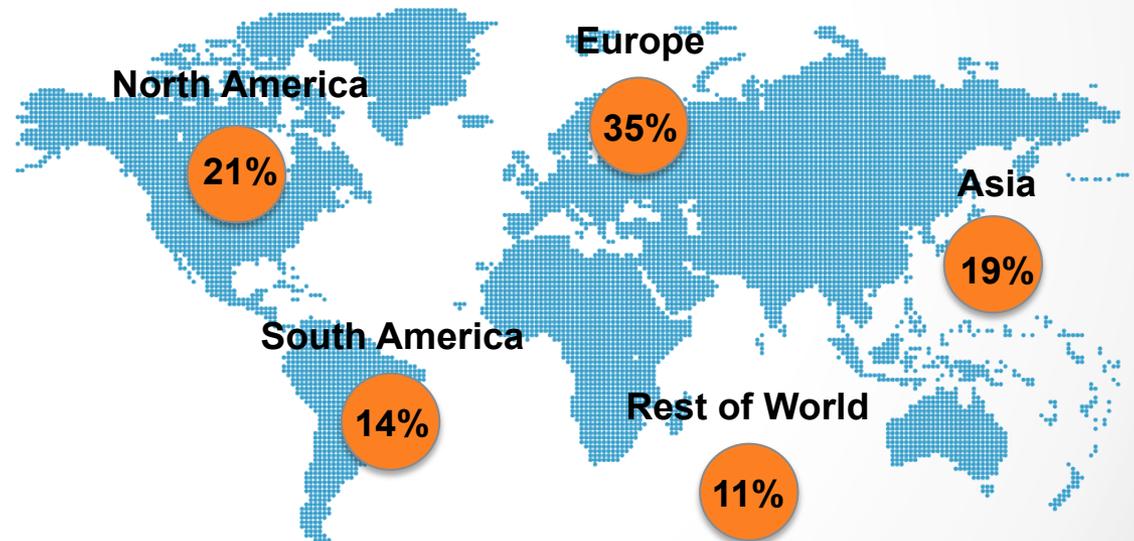
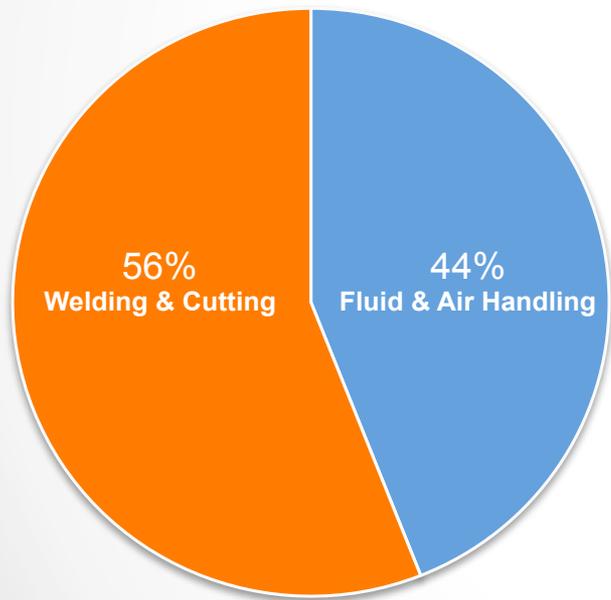
2. Before amortization and impairment of acquired intangibles and goodwill, acquisition costs and exceptional items. Please refer to Charter's public reported financial results for the reconciliation of Adjusted Operating Profit

COMBINED STRENGTH: ACCELERATES GROWTH STRATEGY

Global footprint; balanced portfolio

PRO-FORMA REVENUES BY PLATFORM & GEOGRAPHY

1H 2011 LTM Pro-Forma = \$3.5b



Note: Assumes foreign exchange rate of US\$1.5881/£

Note: Numbers may not add to 100% due to rounding

Source: Company filings

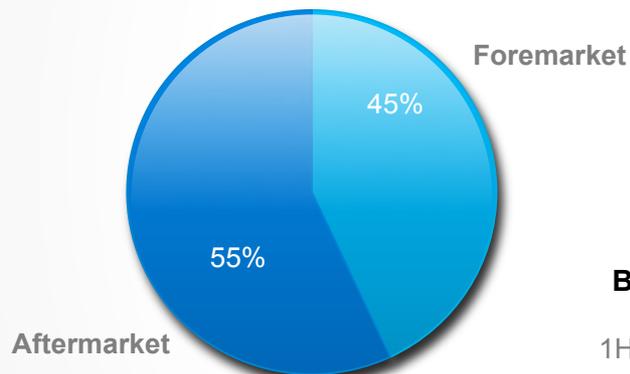


COMBINED STRENGTH: ENHANCES BUSINESS PROFILE

Attractive business mix; strong secular growth drivers

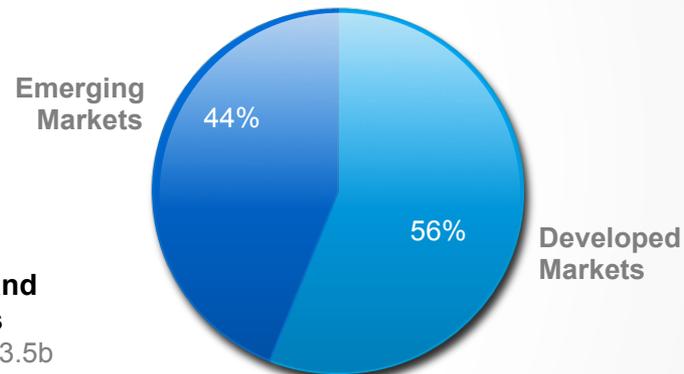
Meaningful recurring revenue stream

1H 2011 LTM Pro-Forma = \$3.5b



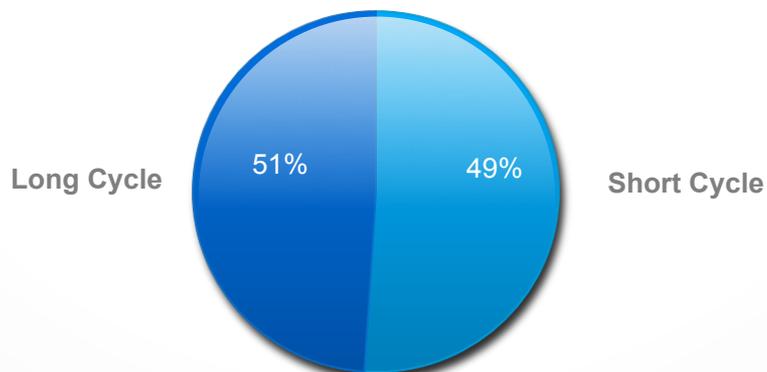
Considerable exposure to emerging markets

1H 2011 LTM Pro-Forma = \$3.5b



Balance between short and long cycle businesses

1H 2011 LTM Pro-Forma = \$3.5b

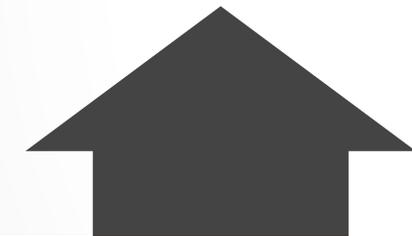


Source: Company filings

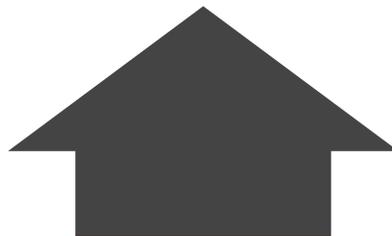


COMBINED STRENGTH: PROVIDES VALUE CREATION OPPORTUNITIES

Numerous opportunities to strengthen both businesses



COLFAX BUSINESS
SYSTEM OPPORTUNITY



EXPANDED ACQUISITION
RUNWAY



GO-TO-MARKET
LEVERAGE



COMBINED STRENGTH: FINANCIALLY COMPELLING

Significant accretion and strong return on capital*

<i>Sources</i>		<i>Uses</i>	
\$1,800	Term loan	\$2,426	Acquire Charter equity
340	Preferred shares	389	Refinance Charter debt
465	Common stock (BDT, directors)	81	Refinance CFX debt
480	Common stock (to Charter) ¹	189	Other uses (net)
\$3,085 Total Sources		\$3,085 Total Uses	

- Expect BB-/Ba3 credit rating or better
- Expect rapid deleveraging
- Retain flexibility to continue new and existing initiatives
 - Credit facility includes \$300mm undrawn revolving line of credit

1. Based on Colfax share price as at September 9, 2011; Assumes foreign exchange rate of US\$1.5881/£

* NOTE: This should not be taken as a statement regarding the Company's expectations for its earnings per share during the remainder of 2011, for 2012 or subsequent periods.



CHARTER INTERNATIONAL



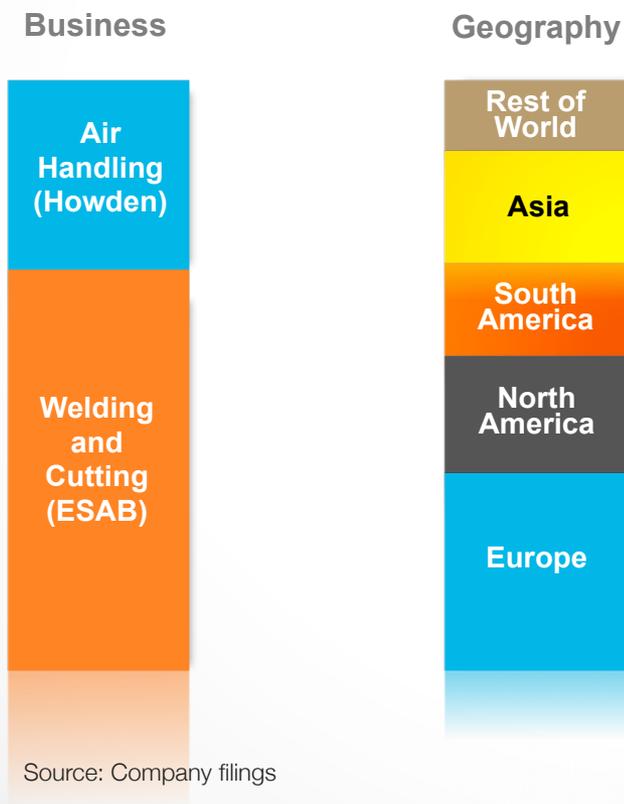
1. Overview
2. Products & Applications
3. Financials/Trends

CHARTER OVERVIEW

Strong player in served markets; attractive business mix

Revenues by Product Line & Geography

1H 2011 LTM = £1.8b



Source: Company filings

- **Leading player in served markets**
 - Welding & cutting equipment and consumables
 - Heavy-duty fans and heat exchangers; screw and piston compressors
- **Robust secular growth drivers**
 - Nearly 50% of revenues from emerging markets
 - Significant exposure to energy, infrastructure and mining sectors
- **Strong brands and technology**
 - 100+ year old brands
 - Strong patent portfolio
- **Meaningful aftermarket revenue stream**
 - >70% of Welding & Cutting revenues
 - ~35-40% of Air Handling revenues



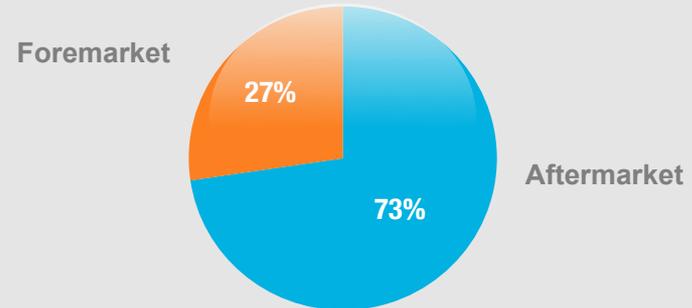
PRODUCTS & APPLICATIONS: ESAB

#2 global manufacturer of welding & cutting products; technology & innovation leader



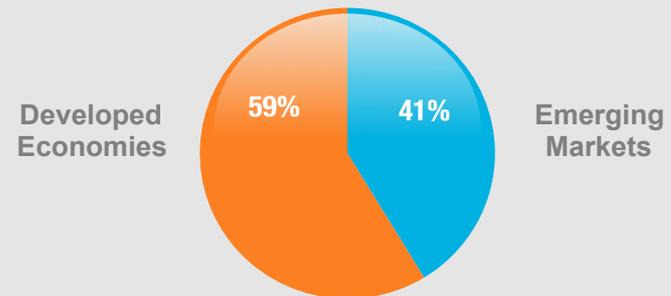
AFTERMARKET REVENUES

1H 2011 LTM = £1.3b



GEOGRAPHIC EXPOSURE

1H 2011 LTM = £1.3b

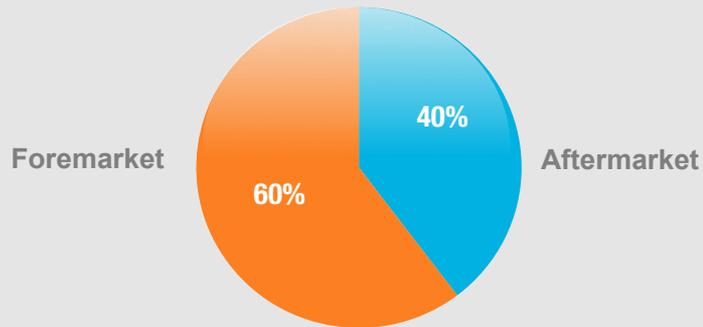


PRODUCTS & APPLICATIONS: HOWDEN

Leading global manufacturer of heavy-duty fans and compressors; energy, power and mining key drivers of revenue

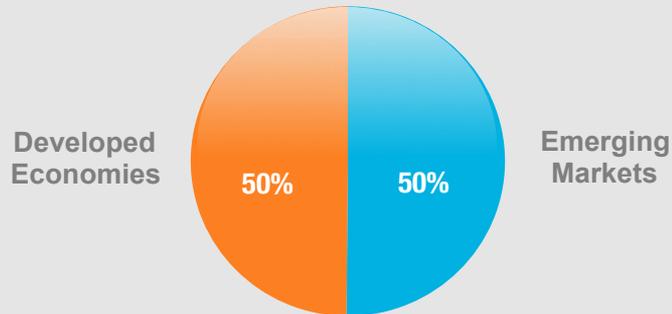
AFTERMARKET REVENUES

1H 2011 LTM = £0.6b



GEOGRAPHIC EXPOSURE

1H 2011 LTM = £0.6b



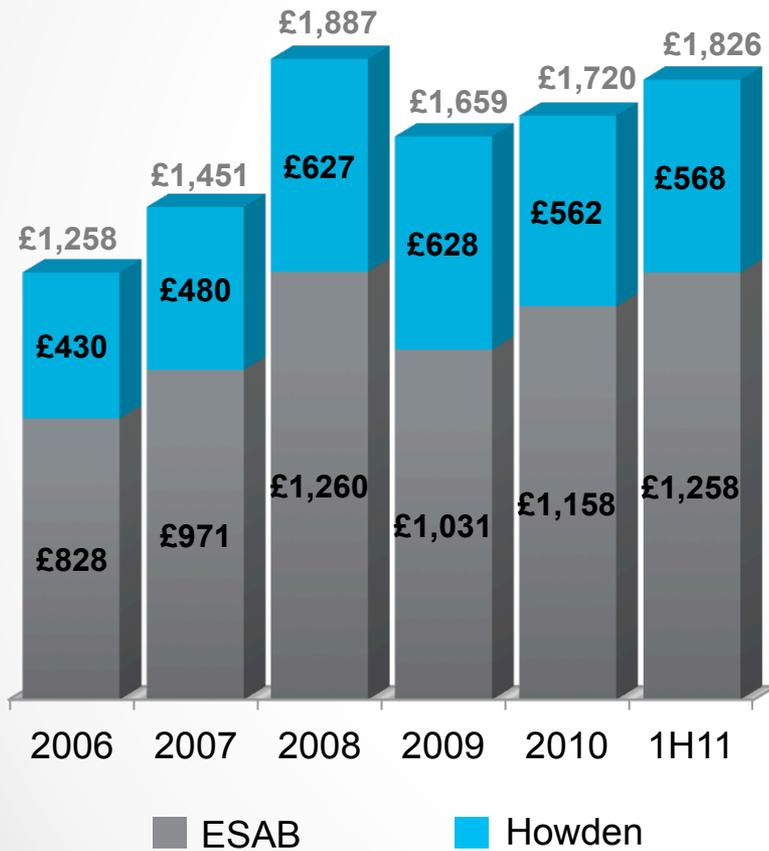
Source: Company filings



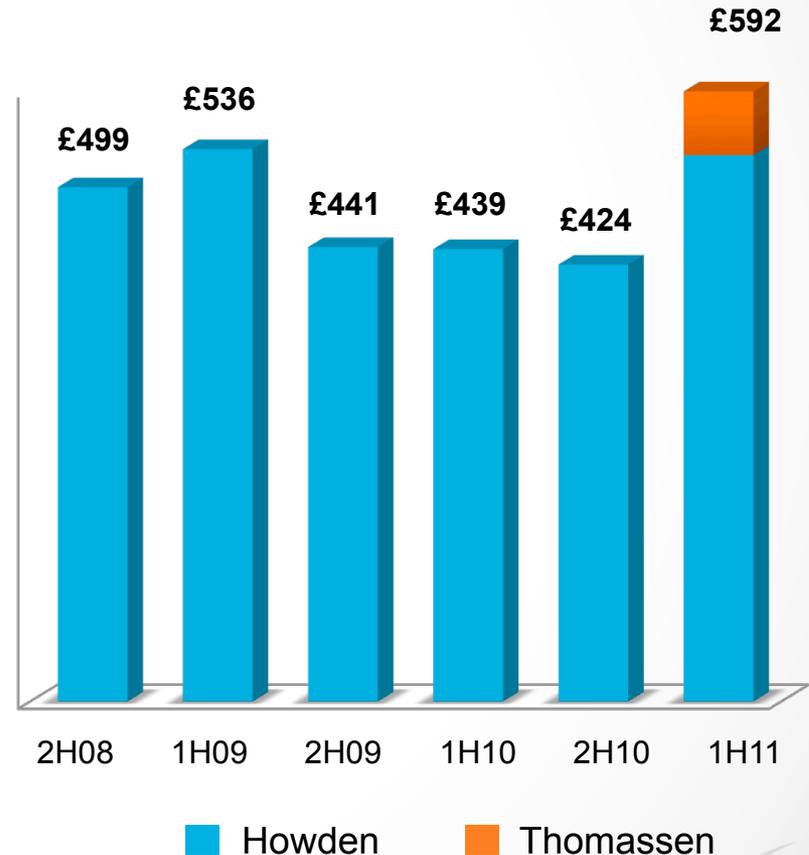
REVENUE & BACKLOG TRENDS

Strong revenue growth; healthy backlog

REVENUE



HOWDEN BACKLOG



All figures in GBP mm

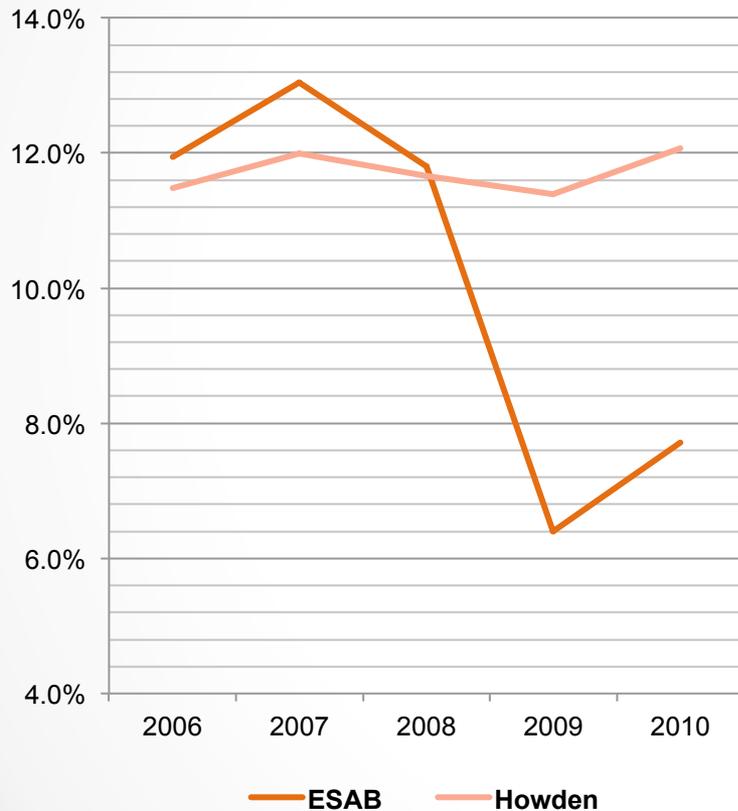
Source: Company filings



MARGIN & WORKING CAPITAL TRENDS

Opportunities for margin and working capital improvement

ADJUSTED OPERATING MARGIN¹



WORKING CAPITAL



All figures in GBP mm Source: Company filings

¹Before amortization and impairment of acquired intangible and goodwill, acquisition costs and exceptional items. Please refer to Charter's public reported financial results for the reconciliation of Adjusted Operating Profit



SUMMARY



Creating A Leading Multi-Platform
Global Enterprise

CREATING LEADING MULTI-PLATFORM GLOBAL ENTERPRISE

ACCELERATES GROWTH STRATEGY



ENHANCES BUSINESS PROFILE



PROVIDES LONG-TERM VALUE CREATION OPPORTUNITIES



FINANCIALLY COMPELLING



LAYS FOUNDATION FOR A LEADING MULTI-PLATFORM GLOBAL ENTERPRISE



QUESTIONS



APPENDIX



DISCLAIMER

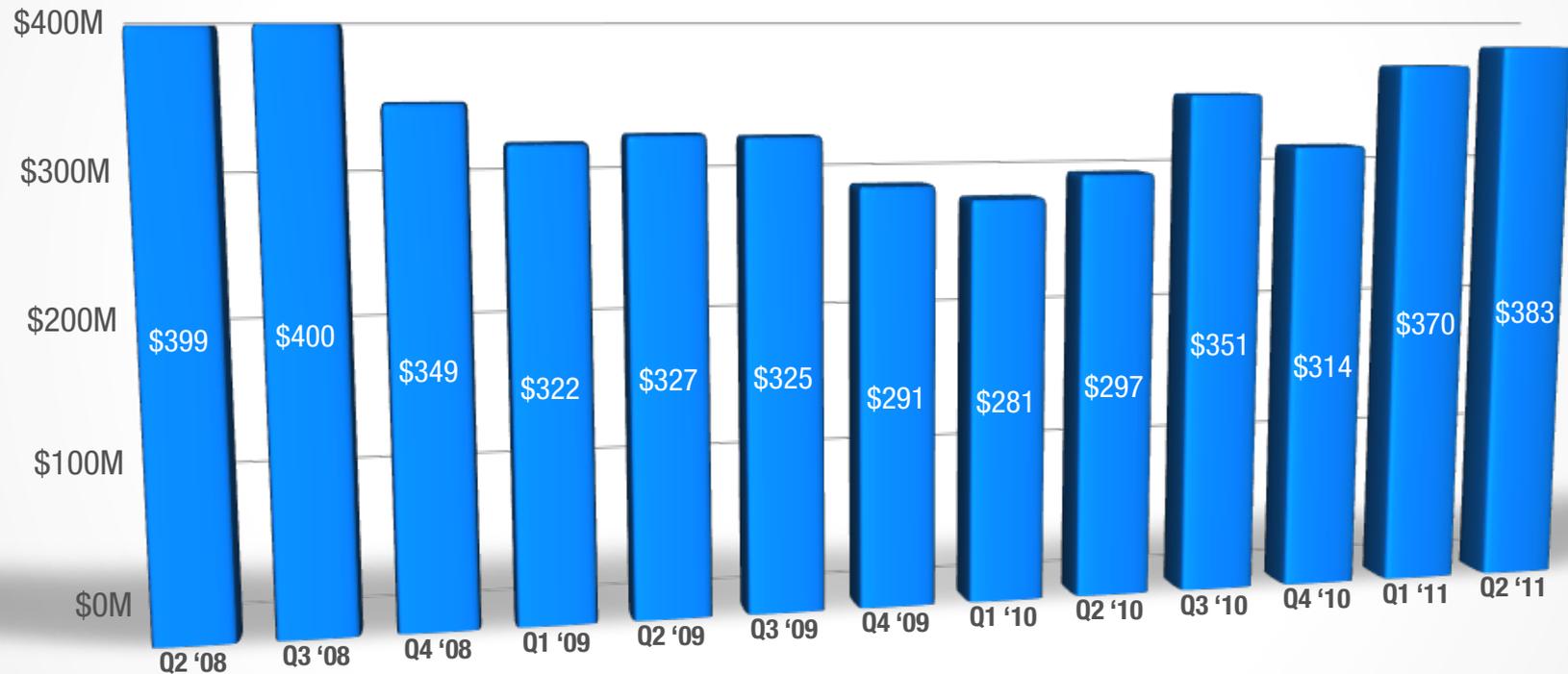
Colfax has provided financial information that has not been prepared in accordance with GAAP. These non-GAAP financial measures are adjusted operating income, organic sales growth (decline) and organic order growth (decline). Adjusted operating income excludes asbestos liability and defense costs (income) and asbestos coverage litigation expenses, certain legacy legal charges, restructuring and other related charges, certain due diligence costs and certain other post-employment benefit settlement, as well as one time initial public offering-related costs to the extent they impact the periods presented. Organic sales growth (decline) and organic order growth (decline) exclude the impact of foreign exchange rate fluctuations and acquisitions. 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 items such as IPO-related costs, legacy asbestos issues and items outside the control of its operating management team. Sales and order information by end market are estimates.

We periodically update our customer groupings in order to refine these estimates.



HISTORICAL PERFORMANCE

BACKLOG



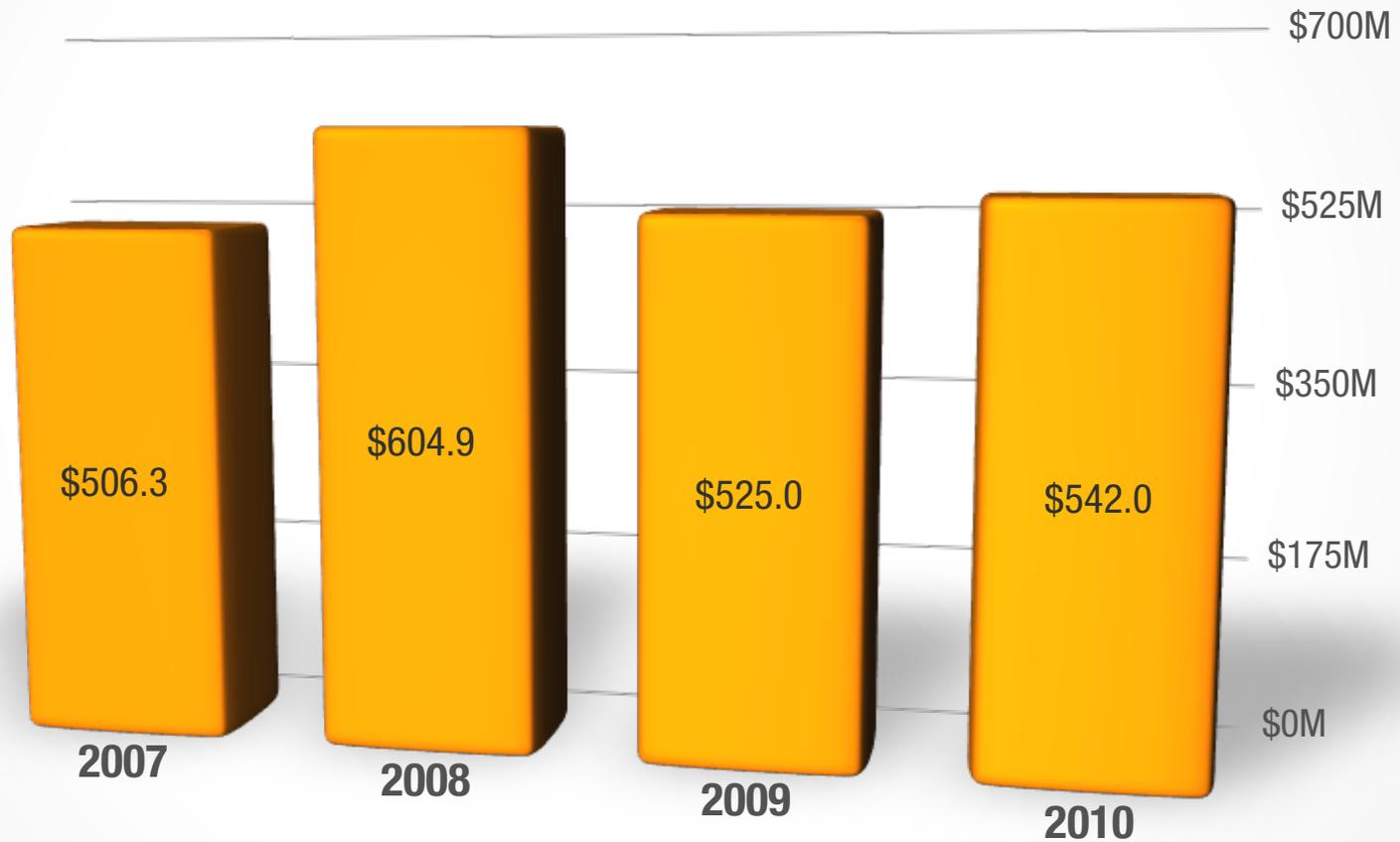
Note:
Dollars in millions

Source: Company filings



HISTORICAL PERFORMANCE

REVENUE



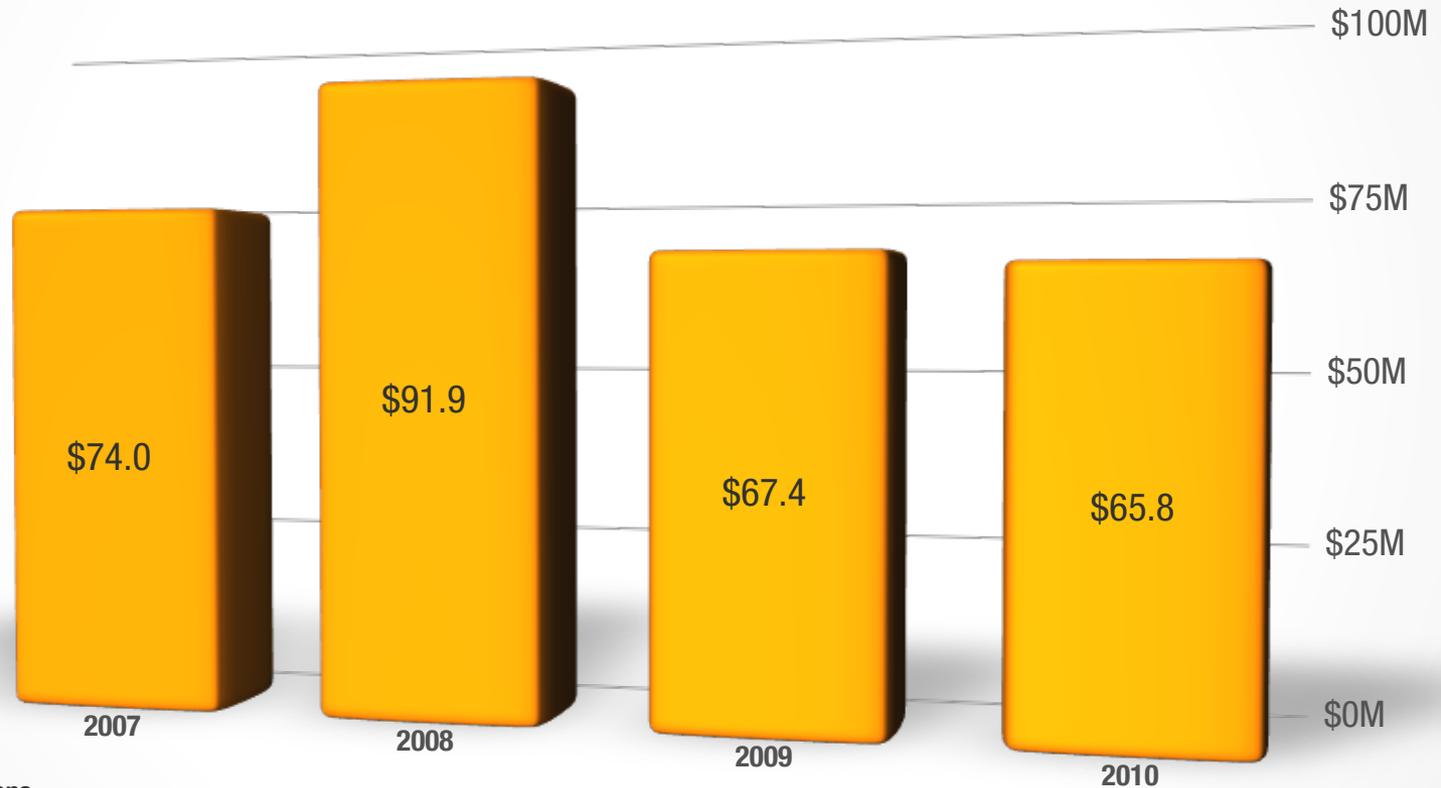
Note:
Dollars in millions

Source: Company filings



HISTORICAL PERFORMANCE

ADJUSTED OPERATING INCOME⁽¹⁾



Note:
Dollars in millions

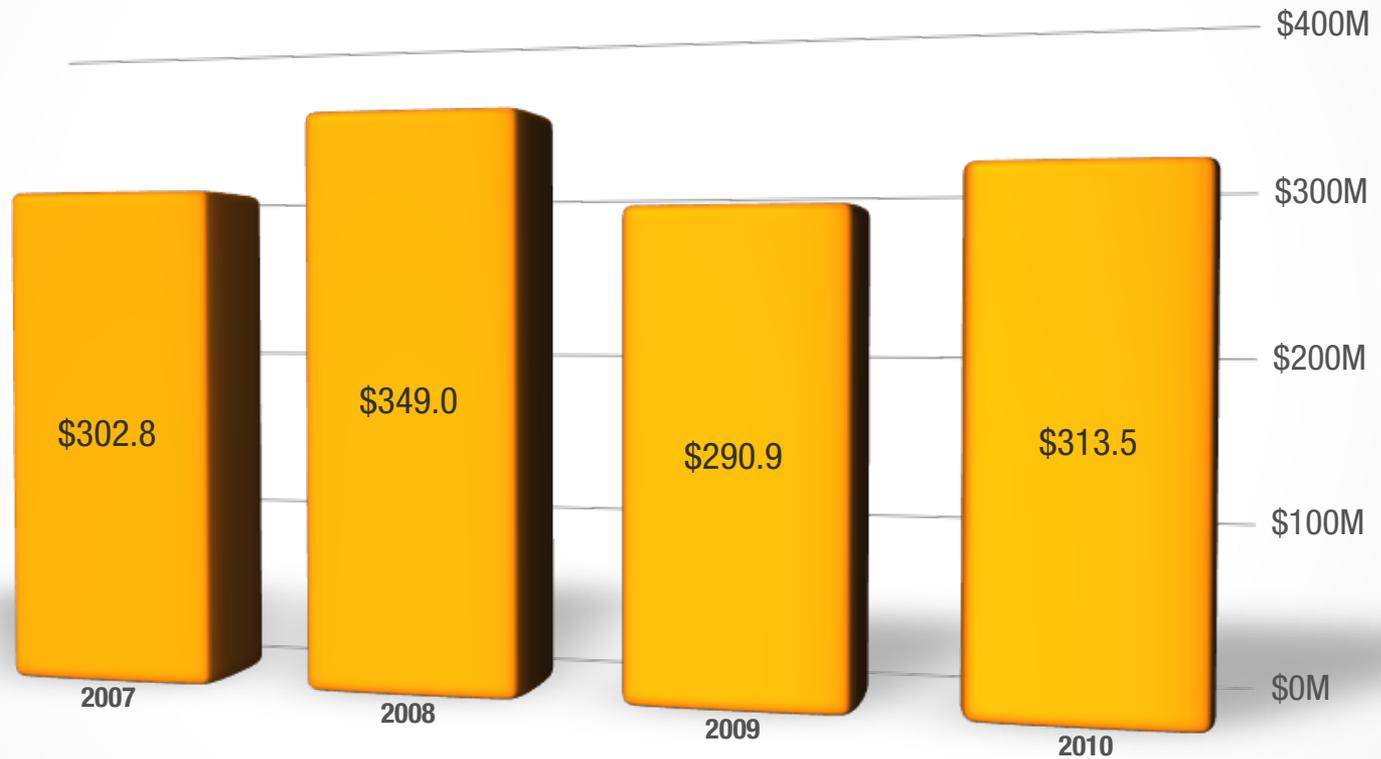
(1) Refer to Appendix for Non-GAAP reconciliation and footnote.

Source: Company filings



HISTORICAL PERFORMANCE

BACKLOG



Note:
Dollars in millions

Source: Company filings



NON-GAAP RECONCILIATION

	Three Months Ended		Six Months Ended	
	July 1, 2011	July 2, 2010	July 1, 2011	July 2, 2010
Adjusted Operating Income				
Operating income	\$ 16,707	\$ 4,928	\$ 28,039	\$ 6,212
Restructuring and other related charges	242	3,035	2,219	7,074
Asbestos liability and defense costs	1,920	542	3,253	1,977
Asbestos coverage litigation expenses	3,302	4,543	5,368	8,424
Adjusted operating income	<u>\$ 22,171</u>	<u>\$ 13,048</u>	<u>\$ 38,879</u>	<u>\$ 23,687</u>
Adjusted operating income margin	11.9%	10.6%	11.3%	9.8%

Source: Company filings



NON-GAAP RECONCILIATION

	<u>2010</u>	<u>2009</u>	<u>2008</u>	<u>2007</u>
Adjusted Operating Income				
Operating income	\$ 34,372	\$ 39,630	\$ 17,818	\$ 124,349
Restructuring and other related charges	10,323	18,175	-	-
Asbestos liability and defense costs (income)	7,876	(2,193)	(4,771)	(63,978)
Asbestos coverage litigation expenses	13,206	11,742	17,162	13,632
IPO-related costs	-	-	57,017	-
Legacy legal adjustment	-	-	4,131	-
Due diligence costs	-	-	582	-
Adjusted operating income	<u>\$ 65,777</u>	<u>\$ 67,354</u>	<u>\$ 91,939</u>	<u>\$ 74,003</u>
Adjusted operating income margin	12.1%	12.8%	15.2%	14.6%

Source: Company filings

