UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
SOUTHEASTERN DIVISION

In re: BRIGGS & STRATTON CORPORATION, *et al.*,[1] Debtors.	Chapter 11 Case No. 20-43597-399 (Jointly Administered) **Ref. Dkt. Nos. 35, 123** **Response Deadline: August 13, 2020 at 4:00 pm (CT)**[2] **Hearing Date: August 18, 2020 at 10:00 am (CT)**

OBJECTION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO MOTION OF DEBTORS FOR INTERIM AND FINAL ORDERS (I) AUTHORIZING DEBTORS TO OBTAIN POSTPETITION FINANCING, (II) AUTHORIZING DEBTORS TO USE CASH COLLATERAL, (III) GRANTING LIENS AND SUPERPRIORITY CLAIMS, (IV) GRANTING ADEQUATE PROTECTION TO PREPETITION SECURED PARTIES, (V) MODIFYING AUTOMATIC STAY, (VI) SCHEDULING FINAL HEARING AND (VII) GRANTING RELATED RELIEF

The Official Committee of Unsecured Creditors (the "Committee") appointed in the above-captioned Chapter 11 cases of Briggs & Stratton Corporation (with its affiliated debtors and debtors-in-possession, collectively, the "Debtors") hereby files this objection (the "Objection") to the *Motion Of Debtors For Interim And Final Orders (I) Authorizing Debtors To Obtain Postpetition Financing, (II) Authorizing Debtors To Use Cash Collateral, (III) Granting Liens And Superpriority Claims, (IV) Granting Adequate Protection To Prepetition Secured Parties, (V) Modifying Automatic Stay, (VI) Scheduling Final Hearing And (VII) Granting*

[1] The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number are: Briggs & Stratton Corporation (2330), Billy Goat Industries, Inc. (4442), Allmand Bros., Inc. (4710), Briggs & Stratton International, Inc. (9957), and Briggs & Stratton Tech, LLC (2102). The address of the Debtors' corporate headquarters is 12301 West Wirth Street, Wauwatosa, Wisconsin 53222.

[2] As extended by agreement between the Committee and the Debtors.

Related Relief [Dkt. No. 35] (the "DIP Motion").[3] In support hereof, the Committee respectfully states as follows:

PRELIMINARY STATEMENT

1. The Committee was appointed only one week ago and, as a result, continues to diligence the proposed DIP financing package and the relief requested by the Debtors under the DIP Motion. Preliminarily, the Committee recognizes the Debtors' likely need to obtain limited financing and use of cash collateral in connection with their Chapter 11 cases and would not object to reasonable DIP facilities that provided a value-maximizing path forward in these cases and did not otherwise dictate the terms of the Debtors' restructuring. But, that is not what is currently before the Court. The proposed DIP financing, coupled with the proposed expedited all-asset sale to KPS Capital Partners, LP ("KPS") for the seemingly low-ball bid of $550 million, appears to go well beyond the Debtors' financing needs.

2. Before considering the DIP Motion, it is critical to understand the context of the financing proposal and overall case strategy of the Debtors, ABL Lenders, and KPS. The Debtors' capital structure is fairly straightforward. At the top of the capital stack is the prepetition ABL Facility, which, as of the Petition Date, had an outstanding principal amount of approximately $326 million (plus interest and other obligations). The ABL Lenders want out of this investment and have used their unique position as senior secured lenders, with purported senior liens on substantially all of the Debtors' assets, to advance a case agenda that would accomplish that goal, no matter the cost to the estates and creditors further down the capital structure. That case strategy would see the Debtors rush through a sale of their entire business to

[3] Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the DIP Motion and Bidding Procedures Motion.

KPS, the proposed DIP term loan lender, at what appears to be an artificially low purchase price that would likely yield little or no recovery for unsecured creditors, including pensioners, retirees, trade creditors, and bond holders.

3. Through the DIP Motion, the Debtors seek approval of two DIP loans totaling $677.5 million: (i) one DIP loan is the proposed $412.5 million DIP ABL Facility, which includes a complete "roll-up" of the prepetition ABL debt; (ii) the other is a $265 million DIP Term Loan Facility (junior to the ABL loan) being provided by the Debtors' proposed stalking horse bidder, KPS. If approved, the proceeds of the DIP Term Loan would be used—not to benefit the business post-petition or pay administrative expenses—but to "pay-off" the full amount of pre-petition ABL debt. This affords the ABL Lenders, among other benefits, an administrative expense claim (for pre-petition debt) that must be repaid on a plan's effective date under Bankruptcy Code Section 1129(a). It, thus, would disable any form of secured lender "cram down" and, coincidentally, necessitate a dollar-for-dollar increase in exit funding in order to confirm a value-accretive plan of reorganization. This is how the ABL Lenders are using (abusing) their lien position to force the KPS sale. And, since the Debtors endorse the sale strategy, they will not come forward with the evidence showing enormous collateral cushion, which obviously exists, given, among other things, that the $265 million KPS DIP Term Loan is junior in lien priority.

4. The very idea of two DIP loans—with a junior one provided by the proposed stalking horse bidder—is remarkably unusual. Under these facts, the law requires the Court to scrutinize (i) each DIP loan, individually, and (ii) both DIP loans, collectively, to discern whether what is proposed here complies with the Bankruptcy Code. It is, in fact, such an unusual structure and has such a "heavy touch" on the Debtors' bankruptcy exit that the analysis

must begin with a fair amount of skepticism. The facts already in the public domain only build on that original sense of doubt.

5. First, the Debtors seek approval of an all-asset sale on an exceptionally aggressive timeframe (*e.g.*, bids due August 28th; auction September 1st; sale approval by September 11th), and attempt to justify this timeline, in part, by pointing to so-called prepetition marketing efforts. But, those efforts raise serious questions. The Debtors appear to have focused their prepetition marketing efforts on a capital raise designed to provide additional liquidity and address the looming maturity of the Debtors' senior notes. At some point fairly late in this process (precisely when remains unclear), the Debtors claim that they shifted their focus to marketing their assets for sale. There are strong indications that whatever prepetition asset sale marketing efforts the Debtors may have engaged in, they were seriously flawed. One potential bidder—a publicly-traded strategic bidder that does substantial business with the Debtors, and, one would assume, would have been a natural party to contact—reports that it was ***never contacted*** during the prepetition efforts.[4] Based on its initial review of the marketing efforts, the Committee has serious questions regarding the process for identifying potential bidders and what factors were considered by the Debtors; when the Debtors contacted bidders in the context of the asset sale process as compared to the capital raise; and what information the Debtors provided to potential bidders (and what did they not provide) and when.

6. The Committee also has concerns regarding how the Debtors marketed and valued their assets—*i.e.*, were business lines marketed separately (and if so, were these efforts

[4] *See Objection of Generac Power Systems, Inc. to Debtors' Motion for Entry of an Order (I) Approving (A) Bidding Procedures, (B) Designation of Stalking Horse Bidder and Stalking Horse Bid Protections, (C) Scheduling Auction and Sale Hearing, (D) Form and Manner of Notice of Sale, Auction, and Sale Hearing, and (E) Assumption and Assignment Procedures; (II) Authorizing (A) Sale of Debtors' Assets and Equity Interests Free and Clear of Liens, Claims, Interests, and Encumbrances and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief* [Dkt. No. 367].

sufficient); did the Debtors value their IP, joint venture interests, foreign subsidiary interests, and if so, how, and what did those valuations yield; did (as appears to be the case) the Debtors focus exclusively on a "holistic" sale of the company, rather than a potentially value-accretive sale of discrete segments in separate transactions. Given the nature of the Debtors' business, separate asset sales of discrete business lines could yield the most value. In short, the sum-of-the-parts may be greater than the whole. For example, in a March 6, 2020 investor presentation, the Debtors indicated that a planned "strategic repositioning" would include divestitures of the majority of the businesses within the "Products Segment" (which generated net sales of over $900 million in FY 2019), with priority placed on divesting the turf products business (a discrete business within the Products Segment).[5] The Debtors retained JP Morgan to assist on the turf business divestiture and indicated that they expected divestitures "to generate proceeds that exceed the $195 million senior notes."[6] On a May 7, 2020 earnings call, Todd Teske (the Debtors' Chairman, President and Chief Executive Officer), responding to an analyst question regarding "prospective asset sales, turf products or otherwise," confirmed that the Debtors still expected over $195 million in proceeds from discrete asset sales (and noted that the turf segment had "tremendous value to it").[7] The Debtors ultimately did *not* sell these segments (including the turf products business), which are now included as part of the KPS transaction.

7. The second issue that should give the Court pause is that the proposed KPS bid appears, on its face, to be seriously deficient. The $550 million purchase price (funded through a

[5] *See* Briggs & Stratton Corporation, Strategic Repositioning Plan, dated March 6, 2020, a copy of which is annexed hereto as Exhibit A and also available at: https://investors.basco.com/events-and-presentations/presentations.

[6] *See id.* at 31.

[7] *See* Briggs & Stratton Corporation, Earning Call Transcript, dated May 7, 2020, at 11-12. A copy of this earnings call transcript is attached hereto as Exhibit B.

credit bid of KPS' proposed DIP loan and cash) does not appear to reflect the intrinsic value of the Debtors or their constituent parts; rather, it appears to be a contrived valuation, arrived at by (i) calculating the amount needed to repay the ABL Lenders in full, (ii) purportedly fund operations over the next several weeks, and (iii) pay the administrative costs of accessing the Bankruptcy Court and obtaining the benefits and protections of a Section 363 sale order.

8. There are several indications that the $550 million purchase price appears to significantly undervalue the business. First, in the Debtors' June 2020 business plan, the Debtors project aggregate inventory and accounts receivable amounts of $645 million at FYE 2020 (as well as $569 million at FYE 2021; $598 million at FYE 2022; and $601 million at FYE 2023).[8] The KPS bid would, therefore, appear to represent a discount to just these projected current assets. Second, that same business plan projects that the Debtors' business will rebound significantly in the near term, generating $1.9 billion and $190 million in net sales and EBITDA, respectively.[9] A standard discounted cash flow methodology applied to these projections would show a valuation that substantially exceeds the stalking horse bid. Third, the KPS bid implies that the DIP lenders have loaned money at 100% loan-to-value with almost no collateral cushion, which would be highly unusual.

9. The Committee must also investigate the relationship between KPS and the Debtors' management team. Although, in their bid procedures motion, the Debtors state that there are "no agreements with management" under the KPS stalking horse bid, the Debtors previously disclosed the following through their securities filings:

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[8] *See* Briggs & Stratton Corporation, Current Report on Form 8-K, dated July 13, 2020, Ex. 99-1 (the "June 2020 Business Plan"), at 30. A copy of the foregoing Form 8-K with the attached June 2020 Business Plan is annexed hereto at Exhibit C and is also available at: https://investors.basco.com/static-files/1852d5f0-ebef-459c-8272-0a7fd2b66d3a.

[9] *See id.* at 28.

> "The Briggs & Stratton senior management team will continue leading the Company as it moves through bankruptcy and beyond. The stability and retention of our dedicated team is important to KPS Capital."[10]

10. The Debtors, of course, will contend that they need the DIP Facilities approved immediately and in full because of near-term liquidity constraints. [redacted]

11. The Committee is disappointed that the Debtors have positioned these Chapter 11 cases on a trajectory that appears highly likely to result in significant value erosion and, unless swiftly corrected, wasteful litigation. The Committee understands that an ad hoc group of holders (the "Ad Hoc Group") of 6.875% senior notes due December 2020 (the "Senior Notes") attempted to engage constructively with the Debtors, both on the terms of a DIP financing facility and on a restructuring transaction that would right-size the Debtors' balance sheet,

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[10] *See* Briggs & Stratton Corporation, Current Report on Form 8-K, dated July 20, 2020, Ex. 99-1, at 3. A copy of the foregoing Form 8-K is annexed hereto at Exhibit D, and is also available at: https://investors.basco.com/static-files/65293a3b-23f3-4cf3-99f4-963f74a0ff72.

[11] [redacted]

position the Debtors for future success, and provide a materially greater outcome for the Debtors, their estates, and unsecured creditors than the one presently on the table. The Committee hopes that it can work constructively with the Debtors, the Ad Hoc Group, and other key case constituents to reorient these cases down a more constructive path—one that benefits all creditor constituencies, and not just the ABL Lenders and KPS. Indeed, stripping away assets from unsecured creditors at the outset of these cases offends the basic principles of chapter 11 by "convert[ing] the bankruptcy process from one designed to benefit all creditors to one designed for the unwarranted benefit of the postpetition lender." *In re Laffite's Harbor Dev. I, LP,* 2018 WL 272781, at * 3 (Bankr. S.D. Tex. Jan. 2, 2018).

12. The Committee's professionals (retained earlier this week) have been granted access to diligence the Debtors' true near-term liquidity needs (which may be substantially less than what the Debtors claim) and other information only a few days prior to filing this Objection. The Committee is engaging with other case constituents in an effort to forge a better path forward. The Committee understands that the Ad Hoc Group may be willing to provide alternative DIP financing on better (possibly much better) terms than KPS. The Ad Hoc Group should be given adequate time and opportunity to mature this proposal in due course, as it could position these cases on much better footing. Accordingly, final consideration of the proposed DIP Facilities should, at a minimum, be postponed for a brief period of time to determine if this (or another) potentially better option materializes.

13. The Committee hopes and expects that the Debtors, as fiduciaries for all creditors, will quickly change course and constructively engage with the Committee on the terms of a consensual restructuring that appropriately reflects creditors' rights, priorities, and legal entitlements and thereby avoids the costs, uncertainty and potential value-degradation that will

arise from a contested, and ultimately indefensible, sale process advocated by the Debtors today. Based upon the foregoing, the Committee submits that the Final DIP Order (and the related Bid Procedures) should not be approved unless significant modifications are made to provide for a fair, transparent process that maximizes value for the Debtors' estates and all of their creditors.

14. In addition to the structural issues described above, the proposed DIP Facilities contain numerous other onerous and objectionable provisions described below:

(a) Roll-Up: The Roll-Up is excessive and serves no purpose other than to preclude exit alternatives and ensure administrative insolvency if the current case strategy is not consummated. To the extent that the Roll-Up is approved, language should be added to the Final DIP Order reserving the Court's ability to fashion any appropriate remedy, including unwinding the Roll-Up, in the context of a successful Challenge.

(b) Challenge Deadline/Investigation Budget/Professional Fees: The Challenge Period is unreasonably short and should be extended; the Investigation Budget Cap is unreasonably small and should be increased. Language should also be added to the Final DIP Order that neither the Investigation Budget Cap nor any other budget shall act as a cap or limitation in any respects on the amount of Committee fees or expenses that may be incurred or allowed in the cases, including, without limitation, in respect of any investigation or Challenge. Additionally, the amounts reserved for Committee professionals under the DIP budget are unreasonably small, particularly when compared to the Debtors' professionals, and must be increased. Further, the Final DIP Order should make clear that estate professional fees will not be included for purposes of any variance testing under the DIP Facilities.

(c) Post-Carve-Out Trigger Notice Cap: The allocation of only $200,000 to Committee professionals under the Post-Carve-Out Trigger Notice Cap is unreasonably small, particularly in comparison to amounts reserved for the Debtors' professionals.

(d) Collateral Diminution: Language should be added to the Final DIP Order reserving all parties' rights with respect to whether any Diminution in Value has occurred.

(e) Adequate Protection: The payment of interest and fees as adequate protection should be subject to potential recharacterization in the event of a successful Challenge.

(f) DIP Collateral: Avoidance actions and their proceeds, commercial tort claims and their proceeds, and non-Debtor foreign subsidiary guarantees should be excluded from the DIP Collateral.

(g) DIP Event of Default: The Debtors should be permitted to use cash collateral prior to any Default Hearing; the Committee and other parties should not be limited to only being able to argue whether a DIP Event of Default has occurred at any Default Hearing.

(h) Credit Bidding: The Committee's rights to challenge any credit bid pursuant to Bankruptcy Code Section 363(k) should be expressly reserved.

(i) Estate Waivers: The waivers of the estates' rights under Bankruptcy Code Sections 506(c), 552(b), and the equitable doctrine of marshaling should be deleted, particularly where, as here, there is no guarantee of administrative solvency.

RELEVANT FACTUAL BACKGROUND

A. The Debtors' Chapter 11 Proceedings.

15. On July 20, 2020 (the "Petition Date"), each of the Debtors commenced voluntary cases under Chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

16. On August 5, 2020, the Officer of the United States Trustee appointed the Committee. Dkt. No. 304. The Committee members currently consist of: (i) AR North America, (ii) James E. Brenn, (iii) Hoffer Plastics Corporation, (iv) Jiangsu Jianghuai Engine Co. Ltd., (v) Pension Benefit Guaranty Corporation, (vi) Thomas R. Savage, and (vii) Wilmington Trust N.A.

17. The Debtors have substantial unsecured liabilities. According to the Debtors, as of the Petition Date, there was approximately $195.46 million of principal amount outstanding in respect of the Senior Notes, plus accrued but unpaid interest (including at least $6.7 million of unpaid interest due on June 15, 2020), fees, and expenses. The Debtors also claim to have substantial liabilities related to retiree plans, underfunded pension obligations, and prepetition trade claims. *See Declaration of Jeffrey Ficks, Financial Advisor of Briggs & Stratton Corporation, in Support of the Debtors' Chapter 11 Petitions and First Day Relief* [Dkt. No. 51], ¶¶ 67-73.

B. The Proposed DIP Motion.

18. The Debtors' proposed DIP financing package totals $677.5 million, consisting of (a) a first-out $412.5 million to be provided by the prepetition ABL Lenders, including a rollup of $326 million under the prepetition ABL facility (the "DIP ABL Facility"), and (b) a last out $265 million DIP term loan to be provided by KPS (the "DIP Term Loan Facility").

19. Key terms of the proposed DIP Facilities include the following:

- Interest Rate: LIBOR + 3.5% (with 1.0% floor) on the DIP ABL Facility; LIBOR + 7% on the DIP Term Loan Facility.
- ABL Facility Fees: Unused Line Fees: 0.25%; Letter of Credit Fee: 0.125%; Fronting Fee: 0.125%; Upfront Fee: 0.75%; additional agency fees pursuant to fee letters filed under seal.
- DIP Term Loan Facility Fees: Closing Fee: 2.0%; Prepayment Premium: 1%, unless prepaid with the proceeds of a qualified sale to the stalking horse bidder.
- Maturity: The earliest to occur of: (a) 9 months from Petition Date; and (b) consummation of a sale.
- Prepayment Premium: 1% if prepaid other than through KPS sale transaction.
- DIP Collateral: Priority liens on all of the Company's unencumbered property, and first priority priming liens on all of the Company's encumbered property.
- Right to Credit Bid: Prepetition ABL Lenders and DIP Lenders shall have the right to credit bid up to the full amount of the outstanding prepetition ABL obligations or DIP Obligations, as applicable.
- Challenge Period and Investigation Budget: For an adversary proceeding or contested matter filed by the Committee, 60 days after formation of Committee; for an adversary proceeding or contested matter filed by any party other than the Committee, 75 days from petition date; investigation budget of $150,000.
- Post-Carve-Out Trigger Notice Cap: Debtor Professionals: $4,000,000; Additional Debtor Professional (inclusive of "success fees"): $15,000,000; Committee Professionals: $200,000.

20. On July 21, 2020, the Court granted the DIP Motion on an interim basis through entry of the *Interim Order (I) Authorizing Debtors To Obtain Postpetition Financing, (II) Authorizing Debtors To Use Cash Collateral, (III) Granting Liens And Superpriority Claims, (IV) Granting Adequate Protection To Prepetition Secured Parties, (V) Modifying Automatic Stay, And (VI) Scheduling A Final Hearing* [D.I. 148] (the "Interim DIP Order").

21. The Interim DIP Order authorized the interim availability of $158 million under the DIP ABL Facility as well as the "creeping" rollup of the prepetition ABL obligations with respect to the interim draw and an interim draw of $20 million under the DIP Term Loan Facility provided by KPS.

22. The DIP Facilities contain the following case milestones:

- August 25: Entry of order approving bidding procedures;
- August 30: Entry of final order approving DIP financing;
- September 15: Commencement of auction (if necessary);
- September 25: Entry of the qualified sale order; and
- November 19: Consummation of the qualified sale (or December 31, 2020 if the closing of certain conditions had not occurred).

23. Contemporaneously with the filing of the DIP Motion, the Debtors filed the *Motion Of Debtors For Entry Of An Order (I) Approving (A) Bidding Procedures, (B) Designation Of Stalking Horse Bidder And Stalking Horse Bid Protections, (C) Scheduling Auction And Sale Hearing, (D) Form And Manner Of Notice Of Sale, Auction, And Sale Hearing, And (E) Assumption And Assignment Procedures; (II) Authorizing (A) Sale Of Debtors' Assets And Equity Interests Free And Clear Of Liens, Claims, Interests, And Encumbrances And (B) Assumption And Assignment Of Executory Contracts And Unexpired Leases; And (III) Granting Related Relief* [Dkt. No. 53] (the "Bidding Procedures Motion").

24. The Bidding Procedures Motion seeks approval of KPS as the Stalking Horse Bidder pursuant to the Stalking Horse Agreement. The Stalking Horse Agreement contemplates a sale of substantially all of the Debtors' assets to KPS for a purchase price of $550 million (subject to potential adjustments).

OBJECTION

I. The DIP Facilities Impermissibly Dictate The Terms of the Debtors' Restructuring.

25. The Debtors cannot sustain their burden to obtain approval of the DIP Facilities. Under Bankruptcy Code Section 364, a court may not approve debtor-in-possession financing unless the debtor first establishes that it is otherwise unable to reasonably obtain credit on better terms and the credit is necessary for the debtor's continued operation. *See* 11 U.S.C. § 364(d)(1); *In re Ames Dep't Stores, Inc.*, 115 B.R. 34, 37 (Bankr. S.D.N.Y. 1990); *In re Aqua Assocs.*, 123 B.R. 192, 196 (Bankr. E.D. Pa. 1991). Once these two elements are established, a court must then consider whether the terms of the proposed financing are fair, reasonable and adequate. *In re Los Angeles Dodgers LLC*, 457 B.R. 308, 312 (Bankr. D. Del. 2011).

26. The debtor bears the burden of proving that (i) the proposed postpetition financing is an exercise of the debtor's business judgment; (ii) the financing is in the best interests of both the estate and its creditors; (iii) the transaction is both (a) necessary to preserve estate assets and (b) necessary and essential for the continued operation of the debtor's business; (iv) the terms of the proposed transaction are fair and reasonable given the circumstances; and (v) the proposed facility was negotiated in good faith and at arm's length. *In re Farmland Indus., Inc.*, 294 B.R. 855, 881 (Bankr. W.D. Mo. 2003), appeal dismissed, No. 03-00472 (W.D. Mo. Jan. 9, 2004); *In re Mid-State Raceways, Inc.*, 323 B.R. 40, 60 (Bankr. N.D.N.Y. 2005).

27. Because debtors have limited bargaining power when negotiating for postpetition financing, courts have rejected postpetition financing that unfairly favors postpetition lenders at the expense of other creditors. *See In re Ames Dep't Stores, Inc.*, 115 B.R. 34, 38 (Bankr. S.D.N.Y. 1990) ("[D]ebtors-in-possession generally enjoy little negotiating power with a proposed lender, particularly where the lender has a pre-petition lien on cash collateral."). A court will not approve proposed financing "where it is apparent that the purpose of the financing is to benefit a creditor rather than the estate." *Id.* (*citing In re Crouse Grp., Inc.*, 71 B.R. 544, 549 (Bankr. E.d. Pa. 1987); *In Re General Growth Properties, Inc.*, 423 B.R. 716, 725 (S.D.N.Y. 2010) (same); *In re Defender Drug Stores, Inc.*, 145 B.R. 312, 317 (B.A.P. 9th Cir. 1992) ("courtst look to whether the proposed terms would prejudice the powers and rights that the code confers for the benefit of all creditors and leverage the Chapter 11 process by granting the lender excessive control over the debtor or its assets as to unduly prejudice the rights of other parties in interest."); *In re Tenney Village Co.*, 104 B.R. 562, 567-70 (Bankr. D.N.H. 1989).

28. Of particular note here, one Court of Appeals has held that, where the terms of a proposed financing compel an immediate Section 363 sale process, the proposal "must be considered in conjunction with the actual sale of the company," and with due consideration of the fairness and appropriateness of the sale process. *See In re Abbotts Dairies of Pennsylvania, Inc.*, 788 F.2d 143, 148 (3d Cir. 1986)

> "[T]here is no indication in the district court's opinion that it reviewed the record of the August 10 'emergency' hearing in the bankruptcy court; we believe, however, that the court should have done so before it dismissed the appeals from the bankruptcy court. That hearing, and the circumstances surrounding approval of the Interim Agreement, was an integral part of the 'sale' of Abbotts; as such, it must be considered in conjunction with the actual sale of the company at the September 12 hearing. The record from that hearing, moreover, indicates that counsel for a prospective bidder and three unsecured creditors filed a number of written objections going to ADC's 'good faith.' They included, for

> example, the claim that Interim Agreement so greatly diminished Abbotts' value as to 'create a situation where all competitive bidding for [Abbotts'] business would be eliminated, leaving [ADC] to purchase [Abbotts] at an inadequate price, to the detriment of all interested parties."

29. The Committee was only recently appointed and received access to diligence only shortly before filing this Objection. Accordingly, the Committee and its professionals continue to diligence the Debtors' budget, the Debtors' anticipated financing and cash needs over the course of the Chapter 11 cases, the estimated value of the DIP Collateral, the value of any assets not included in the DIP Collateral, and related information and intends to present its case at the final DIP hearing. On its face, however, the DIP Facilities appear to be anything but a fair and reasonable deal.

30. The DIP Facilities contain aggressive DIP milestones to consummate a sale of the Debtors' assets and provide that an Event of Default will occur if any of the milestones are not met. *See* DIP Credit Agreement § 11.01. By including these sale milestones in the DIP Facilities, the Debtors, ABL Lenders, and KPS have set the course for these cases that, unless altered, would result in a quick sale of the Debtors' assets to KPS regardless of whether the sale will maximize the value of the assets. The proposed sale milestones require the Debtors to market and sell their assets as quickly as possible and could force the Debtors to accept bids, including the KPS stalking horse bid or an ABL Lender credit bid, that appears to undervalue the assets. In essence, the DIP Facilities inappropriately pre-ordain a sale without any findings concerning value or whether a sale is necessary or appropriate. This should not be approved.

31. The Committee and other case constituents need more time to determine whether a sale of the Debtors' assets in the manner proposed by the Debtors is in the best interests of the Debtors' estates and their creditors. A plan of reorganization or a combination of a partial sale of certain non-core assets accompanied by reorganization around a core business may be far more

value accretive. Entry into the DIP Facilities requiring the Debtors to consummate a sale of all of their assets while key questions remain unanswered is inappropriate and should not be approved. *See, e.g., In re Mid-State Raceway*, 323 B.R. 40, 59 (Bankr. N.D.N.Y. 2005) (*citing In re Defender Drug Stores, Inc.*, 145 B.R. 312, 317 (B.A.P. 9th Cir. 1992) ("The bankruptcy court cannot, under the guise of section 364, approve financing arrangements that amount to a plan of reorganization but evade confirmation requirements.")).

32. While the proposed milestones would warrant scrutiny in all cases, they demand particular attention here where KPS, in addition to being the stalking horse bidder, is also the sole DIP Lender under the DIP Term Loan Facility. If the DIP financing is approved, KPS's $265 million superprirotiy administrative expense DIP claim (plus approximately $23 million in proposed bid protections and prepayment penalties) would present a serious impediment to any case outcome, other than a sale to KPS. Combined with the ABL Lenders' possible right to credit bid all of their secured debt, the potential for chilled bidding is significant. Given the inextricably linked nature of the DIP Facilities, the KPS bid, and the proposed sale process, it is appropriate to consider the chilling implication on the sale process when considering the Debtors' request for approval of the DIP Facilities. *See Abbotts Dairies*, 788 F.2d at 148 (finding that, because proposed financing was integral part of sale, it was appropriate to consider financing in conjunction with proposed sale); *In re President Casinos, Inc.*, 314 B.R. 784, 786 (Bankr. E.D. Mo. 2004) ("Structured bid procedures should provide a vehicle to enhance the bid process and should not be a mechanism to chill prospective bidders' interests. In the matter being considered here, the Court has denied a portion of the otherwise agreed upon break-up fee, possibly disturbing the carefully constructed Purchase Agreement; at least one other competing bid is known to exist, and the offer was apparently enhanced at the hearing on this motion; and

as noted earlier, the sale of estate assets here may be at least influenced by, if not directed by, events and decisions outside the Chapter 11 case. For these reasons, Court approval of the bid procedures would not enhance the bid process and may in fact chill bidder interest.").

33. Notably, the Committee understands that the Ad Hoc Group is working towards formulating a competing DIP facility on substantially similar terms as the KPS DIP loan, but without the case constraints and a locked-in sale path dictated by the current ABL and DIP Lenders, and, therefore, enabling a more comprehensive restructuring of the Debtors' business that could provide materially better value for the estates. *See In re FCX, Inc.*, 54 B.R. 833, 838 (Bankr. E.D.N .C. 1985) ("[T]he court should not ignore the basic injustice of an agreement in which the debtor, acting out of desperation, has compromised the rights of unsecured creditors."). Given the potential for a materially better outcome for nearly all creditor constituents (and no worse treatment for others), the Ad Hoc Group should be afforded a reasonable opportunity to mature its competing offer in due course.

II. The DIP Facilities Improperly Grant Liens on Potentially Valuable Unencumbered Estate Property.

34. The DIP Collateral, as currently proposed, includes all previously unencumbered assets of the Debtors, which assets would otherwise be available for unsecured creditor recoveries in these Chapter 11 cases. These assets include, among others, proceeds of Chapter 5 avoidance actions, commercial tort claims, and non-Debtor foreign subsidiary guarantees. Moreover, these unencumbered assets would secure the entire rolled up prepetition ABL obligations, not just a diminution claim relating to the prepetition collateral. Given that these unencumbered assets may form the only potential source of recovery for the Debtors' unsecured creditors, the Court should not approve or authorize liens on such unencumbered assets, which should be preserved for the benefit of the Debtors' unsecured creditors.

35. With respect to the proposed liens and claims on avoidance action proceeds, such relief is fundamentally at odds with the unique purposes served by avoidance actions. Avoidance actions are distinct creatures of bankruptcy law designed to benefit, and ensure equality of distribution among, general unsecured creditors. The avoidance actions are not the Debtors' property, but rather rights that may be exercised to benefit the Debtors' creditors. *See In re Cybergenics Corp.*, 226 F. 3d 237, 243-45 (3d Cir. 2000), *rev'd en banc* 330 F. 3d 548 (3d Cir. 2003) (state law fraudulent transfer claim is not an asset of the debtor); *In re Tribune Co.*, 464 B.R. 126, 171 (Bankr. D. Del. 2011) (noting "that case law permits all unsecured creditors to benefit from avoidance action recoveries"); *In re Crawford*, 274 B.R. 798, 806 (B.A.P. 8th Cir. 2002) ("courts have universally limited… avoidance powers to situations in which there will be a benefit for the estate's creditors… [and not allowed] the action [where it] will only benefit the debtor"); *Harstad v. First Am. Bank*, 39 F.3d 898, 905 (8th Cir. 1994) (it is not necessary to show a direct benefit to creditors, but simply "arguing that the recovery of a preference may make it easier for the debtors to fulfill their obligations under the already confirmed Plan… is inadequate to show a benefit to the estate"). As such, there is no legal basis for this Court to grant the prepetition ABL Lenders and KPS a lien on avoidance action proceeds, which should be preserved for the benefit of the Debtors' unsecured creditors.

36. With respect to all other unencumbered assets, they should only secure new money (*i.e.*, money that exceeds the amount by which the existing ABL obligations would be paid down) and should also not secure liens granted as "adequate protection" to the prepetition ABL Lenders. The grant of liens in favor of the entire DIP Facilities would be unduly punitive to the Debtors' unsecured creditors and contrary to the equitable principles of the Bankruptcy Code under the facts and circumstances in these cases. *See, e.g., In re Four Seasons Marine &*

Cycle, Inc., 263 B.R. 764, 771 (Bankr. E.D. Tex. 2001) (describing the fundamental unfairness that could be imposed on unsecured creditors by the granting of a replacement lien on unencumbered assets of the estate). The Committee was only appointed a short while ago and has not yet had the opportunity to diligence what assets are held at the additional foreign subsidiary guarantors. It is impossible to determine at this stage the impact of these additional pledges on the Debtors' estates. The proposed protections afforded the prepetition ABL Lenders must be curtailed to preserve the few unencumbered assets remaining in the Debtors' estates for the benefit of all creditors, not just the ABL Lenders.

III. The Roll-Up Should Not Be Approved.

37. Rollups are a disfavored form of post-petition financing because they improve the priority of a pre-petition creditor without providing any additional post-petition value to the debtor's estate. *See, e.g., Official Comm. of Unsecured Creditors of New World Pasta Co. v. New World Pasta Co.*, 322 B.R. 560, 569 n.4 (M.D. Pa. 2005) (roll up provisions "have the effect of improving the priority of a prepetition creditor"); *Tenney Vill.*, 104 B.R. at 570 (holding that Bankruptcy Code section 364 does not authorize the granting of administrative expense priority for prepetition debt).

38. Roll up financings "shift the dynamics of chapter 11 reorganization dramatically," by, among other things, creating structural impediments to plan alternatives. See 3 COLLIER ON BANKRUPTCY 364.06[2] (Alan N. Resnick & Henry J. Sommer eds., 16th ed.) ("The[] protections [available to post-petition lenders] can sometimes shift the dynamics of a chapter 11 reorganization dramatically, because of the increased rights that the holder of an administrative claim may have as compared to the holder of a prepetition secured claim. For example, the holder of a prepetition claim risks cram-down treatment under a chapter 11 plan.... By contrast,

administrative claims must be paid in cash in full upon confirmation, giving the postpetition lender greater leverage and control over the case.").

39. Accordingly, and for good reason, courts evaluate roll-up financing structures with extreme skepticism. *See, e.g., In re Saybrook Mfg. Co., Inc.*, 963 F.2d 1490, 1494–96 (11th Cir. 1992) (noting that cross-collateralization is inconsistent with bankruptcy law because it (a) is not authorized as a means of postpetition financing pursuant to Section 364 and (b) is directly contrary to the fundamental priority scheme of the Bankruptcy Code); *New World Pasta Co.*, 322 B.R. at 569 n.4 (noting that roll up provisions "have the effect of improving the priority of a prepetition creditor"); *Tenney Vill.*, 104 B.R. at 570 (holding that "Section 364(d) speaks only of the granting of liens as security for new credit authorized by the Court"); *In re Monach Circuit Indus., Inc.*, 41 B.R. 859, 862 (Bankr. E.D. Pa. 1984) (stating that cross-collateralization constitutes an unauthorized preference); *In re Vanguard Diversified, Inc.*, 31 B.R. 364, 366 (Bankr. E.D.N.Y. 1983) (noting that cross-collateralization is "a disfavored means of financing").

40. Here, the Roll-Up will: (i) all but ensure consummation of the orchestrated sale to KPS; (ii) hinder the Debtors' ability to propose any alternative Chapter 11 plan structure; (iii) ensure an administratively insolvent estate if the Debtors deviate from the case strategy articulated by the ABL Lenders (and KPS); and (iv) at the same time, enhance the ABL Lenders' collateral position and eliminate defects in their prepetition collateral package. The proposed Roll-Up would immediately repay the prepetition ABL obligations, largely with the proceeds of the DIP Term Loan Facility, thereby allowing the prepetition ABL Lenders to convert their prepetition debt into a postpetition claim that enjoys superpriority administrative expense status, and that is secured with estate assets (such as avoidance actions proceeds) that are not currently

encumbered. This is the precise reason roll-ups of this nature are not favored by courts. The Roll-Up also severely limits the Debtors' other potential restructuring options because the DIP Facilities require that the amount of the Roll-Up be paid in full in cash prior to any other distributions to administrative or unsecured creditors.

41. If the Court nevertheless approves the Roll-Up, certain modifications should be made to the Final DIP Order in order to protect the rights and interests of the Committee and other parties-in-interest. The purported claims, liens and security interests of the prepetition ABL Agent and prepetition ABL Lenders are subject in all respects to the challenge provisions and rights contained in the Final DIP Order. In the event any such liens are invalid or avoided, the Court should be free to fashion appropriate relief (such as unwinding the Roll-Up to the extent of the invalid liens). Further, any credit bid submitted by the ABL Lenders must, likewise, be subject in all respects to the challenge rights and provisions of the Final DIP Order.

IV. The Proposed Adequate Protection Is Excessive And Unwarranted.

42. The DIP Facilities propose a generous adequate protection package to the prepetition ABL Lenders, including (a) valid and automatically perfected replacement liens and security interests in the DIP Collateral; (b) allowed superpriority administrative expense claims against the Debtors' estates; and (c) the payment of uncapped professional fees and expenses, including payment of all outstanding interest and accrued and unpaid fees and disbursements incurred prior to the Petition Date.

43. The purpose of adequate protection is to ensure that prepetition lenders receive the security they bargained for prior to the petition date, or in other words, to preserve the secured creditor's position following the commencement of a bankruptcy case. The purpose of adequate protection is not to allow a secured lender to *enhance* its collateral. *In re WorldCom,*

Inc., 304 B.R. 611, 618-19 (Bankr. S.D.N.Y. 2004); *In re Townley*, 256 B.R. 697, 700 (Bankr. D.N.J. 2000).

44. If this Court approves the Roll-Up, 100% of the prepetition ABL obligations will be denominated as postpetition obligations. Against that backdrop, it is questionable whether there is a need for any adequate protection for the prepetition ABL Lenders at all. In addition, the prepetition ABL Lenders are priming their own liens and in a prime position to acquire the assets securing their claims with a credit bid. The artificial distinction the prepetition ABL Lenders seek to create as prepetition lenders and DIP lenders in requesting adequate protection is unjustified when the ABL Lenders are choosing their own treatment. They should not be entitled to additional, unnecessary security that will come at the direct expense of unsecured creditors.

45. If this Court determines that the prepetition ABL Lenders are entitled to some form of adequate protection, the proposed adequate protection should be limited as follows: (i) if the prepetition ABL Lenders are determined to be undersecured, then any adequate protection payments and reimbursement of professional fees shall be recharacterized and applied as repayment of principal; (ii) the proposed adequate protection liens and superpriority claims should not encumber or be satisfied from the proceeds of avoidance actions; and (iii) any and all adequate protection liens should be limited to the diminution in value of prepetition collateral resulting from the "use, sale or lease" of such collateral, which is consistent with section 363(e) of the Bankruptcy Code, with the rights of all parties in interest reserved regarding whether any collateral diminution has occurred.

46. Furthermore, the payment of the prepetition ABL Lenders' prepetition fees and expenses would negatively impact the Debtors' liquidity when they require it most (especially to support a more robust and extended sale process or a plan of reorganization), and likely require

the Debtors to use liquidity from the DIP Facilities to pay these prepetition amounts. Given the Debtors' purported dire need for additional cash infusions from the DIP Facilities, it is difficult to see how the gratuitous payment of prepetition fees and expenses of prepetition ABL Lenders is a necessary or appropriate use of the Debtors' limited funds.

V. **The DIP Facilities May Require Additional Key Modifications.**

47. As set forth above, the DIP Facilities contains numerous other provisions that should not be approved, including, among others, (a) inappropriate constraints on the ability of the Committee to investigate and, if appropriate, challenge the liens and claims of the prepetition ABL Lenders, (b) various estate waivers, and (c) the prepetition ABL Lenders' credit bid rights.

RESERVATION OF RIGHTS

48. As of this date of the filing of this Objection, the Committee and its professionals are still performing diligence relevant to the proposed DIP Facilities. Accordingly, the Committee reserves all rights to amend or supplement this Objection, to raise additional objections and to introduce evidence at any hearing relating to this Objection and the DIP Motion, and without in any way limiting any other rights of the Committee to further object to the DIP Motion, on any grounds, as may be appropriate.

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CONCLUSION

WHEREFORE, the Committee requests that the Court (i) sustain this Objection, (ii) deny the relief requested in the DIP Motion, and (iii) grant the Committee such other or further relief as it deems appropriate.

Dated: August 13, 2020

Respectfully submitted,

Official Committee of Unsecured Creditors

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Proposed Counsel to the
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Exhibit A

BRIGGS & STRATTON CORPORATION

Strategic Repositioning Plan

March 06, 2020

Who You Will Hear From Today

TODD TESKE
Chairman,
President and CEO

JEFF ZEILER
VP - Innovation

MARK SCHWERTFEGER
SVP - CFO

Safe Harbor Disclosure

Safe Harbor Statement:

This presentation contains certain forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from those projected in the forward-looking statements. The words "anticipate," "believe," "estimate," "expect," "forecast," "intend," "plan," "project," and similar expressions are intended to identify forward-looking statements. The forward-looking statements are based on the company's current views and assumptions and involve risks and uncertainties that include, among other things, the ability to successfully forecast demand for our products; changes in interest rates and foreign exchange rates; the effects of weather on the purchasing patterns of consumers and original equipment manufacturers (OEMs); actions of engine manufacturers and OEMs with whom the company competes; changes in laws and regulations, including U.S. tax reform, changes in tax rates, laws and regulations as well as related guidance; imposition of new, or changes in existing, duties, tariffs and trade agreements; changes in customer and OEM demand; changes in prices of raw materials and parts that the company purchases; changes in domestic and foreign economic conditions (including effects from the U.K.'s decision to exit the European Union); the ability to bring new productive capacity on line efficiently and with good quality; outcomes of legal proceedings and claims; the ability to realize anticipated savings from the business optimization program and restructuring actions; the ability to maintain or obtain adequate sources of liquidity and access to the debt markets; and other factors disclosed from time to time in our SEC filings or otherwise, including the factors discussed in Item 1A, Risk Factors, of the company's Annual Report on Form 10-K and in its periodic reports on Form 10-Q. We undertake no obligation to update forward-looking statements made in this presentation to reflect events or circumstances after the date of this presentation.

Non-GAAP Financial Measures:

This presentation refers to non-GAAP financial measures including "adjusted gross margin," "adjusted operating margin," "adjusted segment income (loss)," "adjusted net income (loss)," and "adjusted diluted earnings (loss) per share." Refer to the accompanying financial schedules for supplemental financial data and corresponding reconciliations of these non-GAAP financial measures to certain GAAP financial measures.

What We Want You to Take Away Today

Clear Strategy
Briggs & Stratton has a clear strategy to reposition the business for long-term growth and improving capital returns

Strong Right to Play
Deep domain expertise in applying power to work gives us a strong right to play in our target markets

Roadmap to Value Creation
The roadmap forward will lead to attractive value creation for our shareholders, in a more focused simplified business

Improving Financial Flexibility
We are steadfastly focused on improving our financial flexibility and reducing risk by restoring balance sheet strength

We will create attractive value for our shareholders

Our Competitive Advantage and Recent Strategic Actions

Competitive Advantages

- **Domain expertise in power application to get work done**
  - Maximize efficiency
  - Minimize noise, vibration & harshness
- **Trusted, well-known brands**
- **After-sales support**
- **Innovative products that solve user problems**
- **Operational excellence & quality**

Strategic Actions

- **Growth of Commercial Offerings**
  - Vanguard engines
  - Ferris & Billy Goat turf products
  - Allmand job site products
- **Business Optimization Program**
- **Small engine manufacturing consolidation**
- **Foundation laid to grow standby power**
- **Commercialization of our proprietary Vanguard battery system**

We Evaluated our Business Portfolio Against Major Trends

Briggs & Stratton Portfolio

- Products
- Brands
- SKUs
- Channels
- Regions

End Markets

- U.S. housing market
- Do-It-For-Me growth
- Geographic reach

Channels

- OEM dislocation
- Channel partner consolidation
- Brand transitions at retail

Macro

- Technology shifts
- Trade practices
- Increased power outages

Key Conclusions

Strong core competencies

- Applicable to markets and technologies outside of the historical core
- Solid businesses especially in commercial products and engines
- Significant opportunities in standby power

Increased complexity

- Channel conflict
- Limits ability to pursue attractive long-term growth opportunities

Greater capital and management requirements

- Multiple growth opportunities, each requiring focus and investment

Action Plan to Reposition the Business

Driven by strategy, our core competencies and general growth opportunities

- Actions taken after careful analysis of market forces and opportunities
- Move toward simplification, growth and high investment returns

Sharp Focus

- Position portfolio on foundational expertise in power application
- Compete where we have the right to win

A stronger, more resilient company

- Restore financial flexibility, key investments
- Optimize cost structure

We will be positioned for a brighter future

Simplify, Focus and Grow

Retain and Grow

Residential Power - Engines	Optimize for improved returns
Standby Power	Favorable market trends and new technology
Commercial Power - Engines	Long runway for sales and margin growth
Commercial Power - Batteries	$12B market opportunity in power application
Global Support	An important competitive advantage

What We Will Achieve

Simpler and More Focused

- Build on core competency of power application expertise
- Highly efficient manufacturing
- Streamlined organization
- Eliminated channel conflict

Improved Financial Flexibility

- Significantly de-levered balance sheet
- Strong cash flow profile
- Adjusted cost infrastructure

BRIGGS & STRATTON
BRIGGS & STRATTON CORPORATION

Clear Path to Growth & Returns

- Growth businesses where we have a right to play and ability to win
- Low incremental capital investment
- Greater customer intimacy

Wide Competitive Moat

- Deep domain expertise
- Proprietary technology
- Customer relationships
- Leading global support

Focused on Power Application

Focus to Grow Sales, Profitability and Capital Returns

Strategic Framework

1. Maximize returns in residential engines
2. Accelerate growth in standby power and commercial engines
3. Invest and aggressively grow commercial battery systems
4. Drive operational excellence – align cost structure to more focused portfolio

Residential Power - Briggs & Stratton Engines

Right to Play

- Recognized global leadership
- History of innovation
- Service, support and application expertise

Ability to Win

- Efficient domestic manufacturing
- Deep relationships with global OEMs
- Recognized leading power brand
- Best aftermarket support
- Focused and efficient product development
- Enabling technologies
  – electronic fuel injection

Market Dynamics

- U.S. housing market
- Battery adoption
- Do It For Me
- Channel dynamics

Strategy for Value Creation

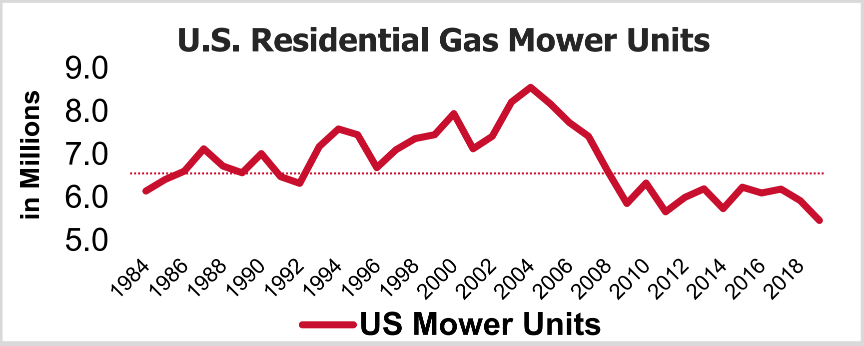
- Drive operational excellence through lean principles
- Small engine manufacturing consolidation creates a more variable cost base
- Pricing optimization to get paid for value we deliver
- Targeted innovation

Optimize for Improved Returns

Optimize Residential Power for Improved Returns

Market View

- **Assume flat to down market moving forward**
- **Headwinds**
  - Continued growth of professional turf care – "Do It For Me"
  - Battery mower growth
- **Tailwinds**
  - U.S. housing market improvement
  - Sears market exit impact abates
  - Fair trade



Actions for Improved Returns

- **Complete the small engine manufacturing consolidation**
- **Execute business optimization to enable commercial / residential leverage of footprint**
- **Size investment and spending to market size growth**
- **Pricing optimization as appropriate**
- **Lean principles to manage cost**

Standby Power – Briggs & Stratton Generators

Right to Play

- #2 player in the industry with growing distribution network
- Leverages power application expertise (gasoline and battery)
- Fully integrated provider of power (battery, gas and IoT)
- No channel conflict

Ability to Win

- Quality product and brand recognition
- Battery, power management and energy storage solutions actively in development
- IoT-based InfoHub solution
- Easy to do business with – best in class support

Focus & Grow

Market Dynamics

- Growing market – household penetration
- Large California market developing – similar footing with competition for leadership in that market
- Less certain power reliability / natural disasters increasing
- Longer-term move to peak shaving / energy storage – increases addressable market

Strategy for Value Creation

- Continue aggressive customer acquisition program
- New products and innovation to take share and expand our addressable market
- Drive accelerated growth through lead generation for new and established dealers

Competitive Suite for the Residential Customer

Residential Generators (Air Cooled)

10 - 12 kW

17kW - 20 kW

Large Residential & Light Commercial (Liquid Cooled)

25 - 30 kW

35-60 kW

80 - 200 kW

Transfer Switches

50 - 200A
Residential

DirectPower
INSTALLATION TECHNOLOGY
BY BRIGGS & STRATTON

100 - 1,000A
Commercial

Power Management

SYMPHONY® II
POWER MANAGEMENT TECHNOLOGY

AMPLIFY™
POWER MANAGEMENT SYSTEM

Connectivity

infohub™
STANDBY POWER

Accelerate Growth in Standby Power

› Catalysts for >10% Annual Growth

Market growth

Channel development – dealers and wholesale

› Goal to add 200 dealers per year to our base of 2,000 dealers

Lead generation focus

› Enhanced use of technology for targeted marketing and close

California opportunity

› Increase dealer count by 4x

Battery system development

Commercial Power - Vanguard Engines

Right to Play

- Demonstrated superior products – productivity and up-time
- Service, support and application expertise
- 9% five-year net sales CAGR
- Domestic production to serve turf market

Ability to Win

- Products designed for superior performance
- Greater opportunities through reduced channel conflict
- Strong customer relationships (OEMs and rental channel)
- Market-leading enabling technologies – Electronic Fuel Injection and integrated IoT-based InfoHub solution

Market Dynamics

- 2x GDP growth
- Lawn service growth continues as consumers move to Do-It-For-Me
- Fragmented OEM base across multiple market segments creates multiple opportunities
- OEMs interest in alternatives to the traditional market players

Strategy for Value Creation

- New products to expand range of applications and customers served
- Extensive training courses for dealers and end users
- Rental channel pull through
- Application expertise
- Best aftermarket support

Focus & Grow

Commercial Engine Overview

Brand

VANGUARD®

Products

V-Twin Engines 13 to 40 Gross HP

Single Cylinder Engines 5 to 13 Gross HP

Market

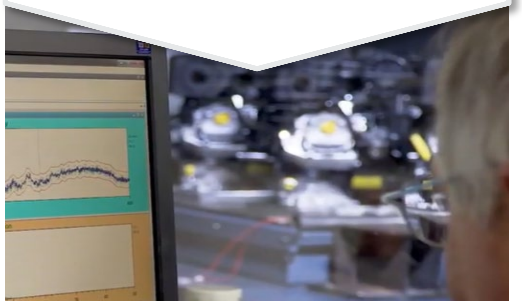
MARKET SIZE

~ $1.2 billion

Commercial Turf | Recreation | Construction | Chore | Industrial

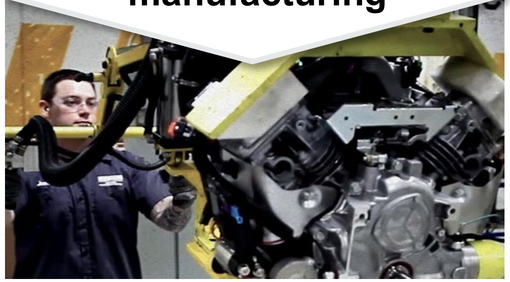
Commercial Engine Focus: Our Success in Turf

- Application expertise for stronger customer engagement



- Industry- leading training and support for dealers and commercial cutters

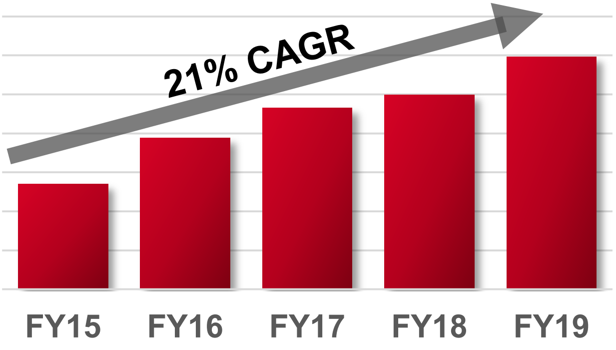
- World class quality and performance from recent investments in manufacturing



- Industry-leading innovations

Engine Sales Growth

Commercial Turf Engine Sales



Recent Product Innovations

VANGUARD OILGUARD SYSTEM

Up to 60% oil maintenance costs

VANGUARD EFI ELECTRONIC FUEL INJECTION

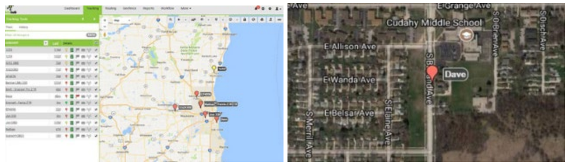
Up to 25% fuel savings

VANGUARD 40 GROSS HORSEPOWER

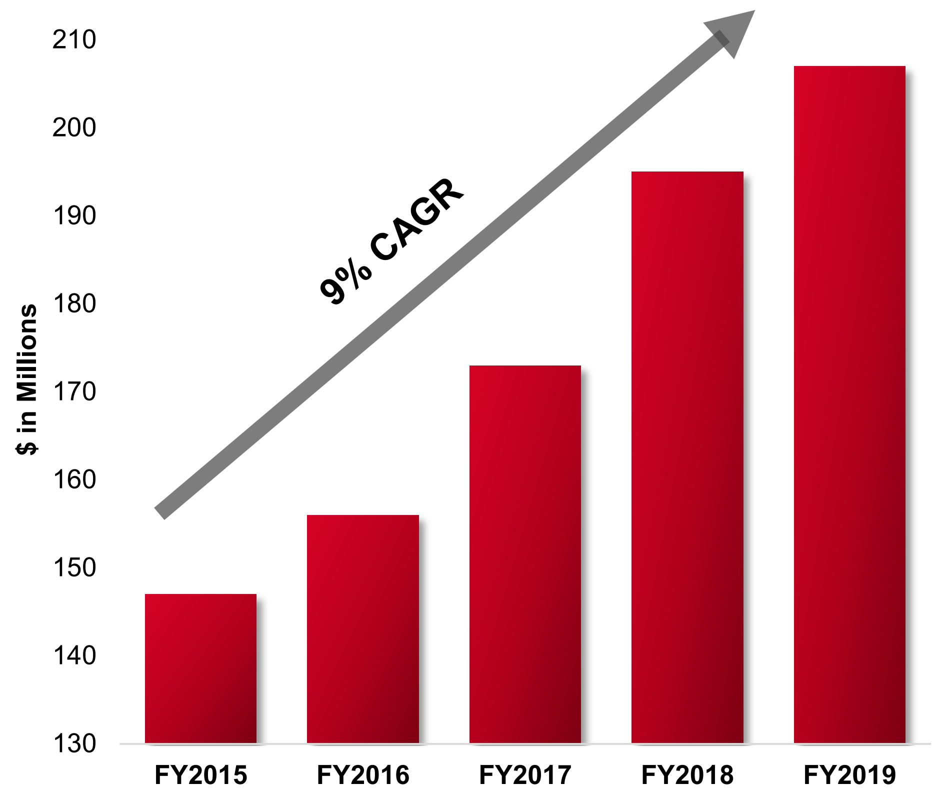
Most HP in this engine class

Value Added IOT Solutions

infohub™ COMMERCIAL TURF



Accelerate Growth in Vanguard Engines Power



Catalysts to Grow 10% Annually

Market growth ~ 5%

Gain share

- New single cylinder engine series
  - Best in Class
  - Introducing most popular size in 2H20
  - Full suite by 1H21
- Enabling technologies – EFI, IoT
- Absence of channel conflict

Commercial Power – Vanguard Battery Systems – New Opportunity

Right to Play

- Leverages our core power application expertise
- Key base customers foundation for growth
- 2 battery production facilities & technology development center established
- Strategic alliances with lithium-Ion cell providers
- Process flow expertise

Ability to Win

- Unique design for easy customization
- Ability to scale rapidly
- First mover
- Customer trust
- Intellectual property protection
- Scale production for OEMs

Market Dynamics

- Large developing market opportunity beyond traditional lawn and garden
- Environmental / society awareness
- New technology
- Higher acquisition cost than traditional power sources (gas, diesel, lead acid battery)
- Increasingly compelling TCO for commercial applications

Strategy for Value Creation

- Integrated system solution: battery, charger, controller
- Ability to address many applications with varying power needs through unique product design and application expertise
- Diversify beyond turf market

Invest & Grow

Why Vanguard Battery Solutions

Channel Access	Serviceability	Localized Manufacturing	Expansive Technical Expertise	Intellectual Property / Scale Advantage	Intellectual Property / Protected Value
New & Existing Customer Base	At Individual CMA Level	Replicable Manufacturing Process	Collaborative Development Process	Modular Product Design	Patent-Based IP Around Functionality & Physical Design
Brand Trust	Established Global Service Network	Supply Chain Efficiencies for Customer Base	Extensive Application Knowledge & Resources	Cell Count	High Volume, Low Cost, Repetitive Mfg. (Trade Secret)
					Unique Software Design

A Unique "Where to Play" Area with Clear Target Markets

Market Opportunity

POWER TOOL	WALK / HANDHELD	B&S Vanguard Battery Opportunity	PHEV	EV
25 - 150 Wh	250 - 500 Wh	3 – 40 kWh	20 - 40 kWh	50 - 100 kWh
3 - 12 cells	20 - 60 cells	250 - 3250 cells	1600 - 3250 cells	4100 – 8250 cells

Wattage / # Cells

A $12B Addressable Market for Power

GOVERNMENT & MUNICIPAL VEHICLES

CONSTRUCTION

COMMERCIAL TURF & GOLF

COMMERCIAL OPE

Majority of the addressable market is outside of lawn & garden

Goal of >10% of Sales by Fiscal 2023

Catalysts for Growth

$12B addressable market
- We are ready to move

Expect Fiscal 2021 sales >$30M based on our order book

High level of customer interest

2 manufacturing facilities will be in place to serve the market – relatively modest capital investment

Adoption rate can drive our consolidated sales growth higher than estimates

Battery margins are expected to be accretive to overall engine gross margins

BRIGGS & STRATTON
CORPORATION

BATTERY SYSTEM TECHNOLOGY

Jeff Zeiler

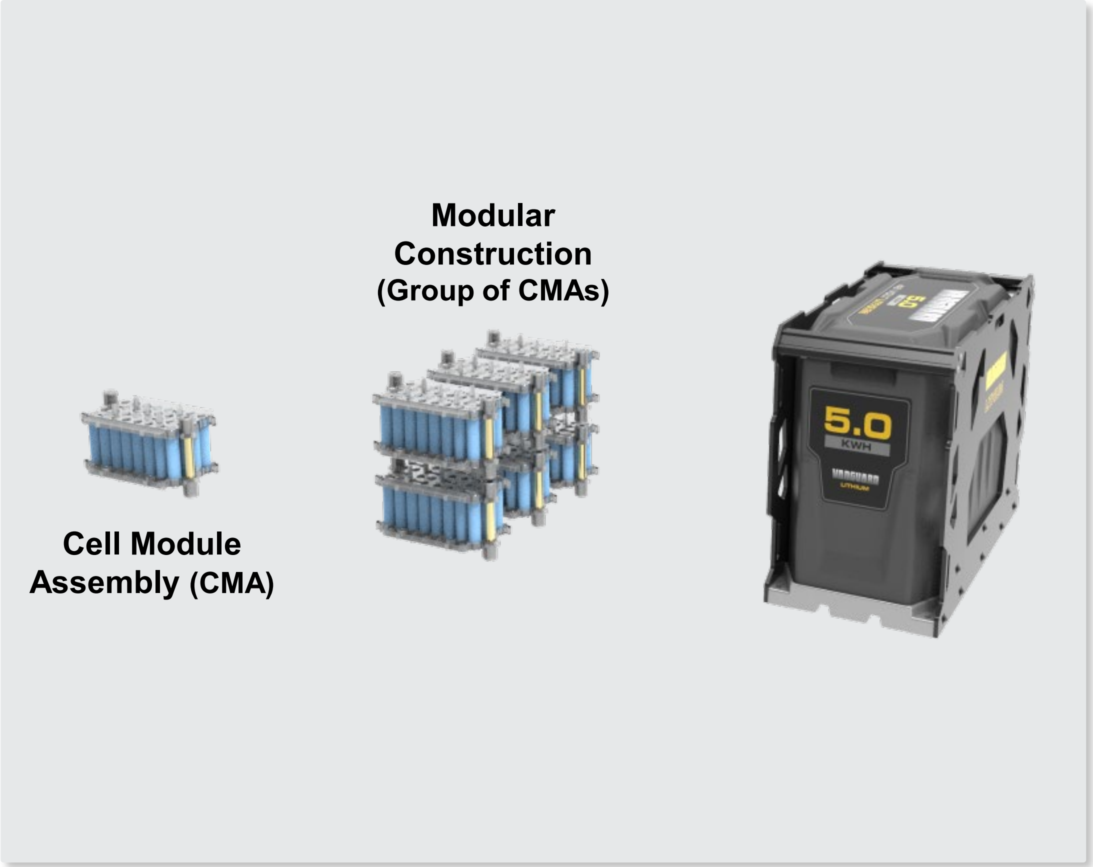
Positioned to Win

Adoption Simplicity	Proprietary Modular Design	True Commercial Platform	Customer Trust	Strong IP & Battery Experience	First Mover Advantage
Innovation has made it simple to adopt battery electrification	Proprietary modular design reduces cost and complexity	A truly commercial battery platform to serve multiple industries and applications	The trust of customers to assist them with their power application needs	Strong IP and proprietary battery pack know-how	Little or no competition with large lithium ion, non-automotive style packs

Following in the footsteps of Vanguard Engines!

Simple to Adopt

- **Standard configurations that span 1KWh-40KWh power requirements**
- **Proprietary modular construction for easy customization and cost-effective production**
- **Advanced battery management to fine tune to equipment and performance needs**
  - Power
  - Capacity
  - Charge
  - Voltage
  - Peak Power
  - Communication



A Commercially Focused Solution

Designed for long life and ROI

Durability demanded by professionals for use on the job

Fast charging capability

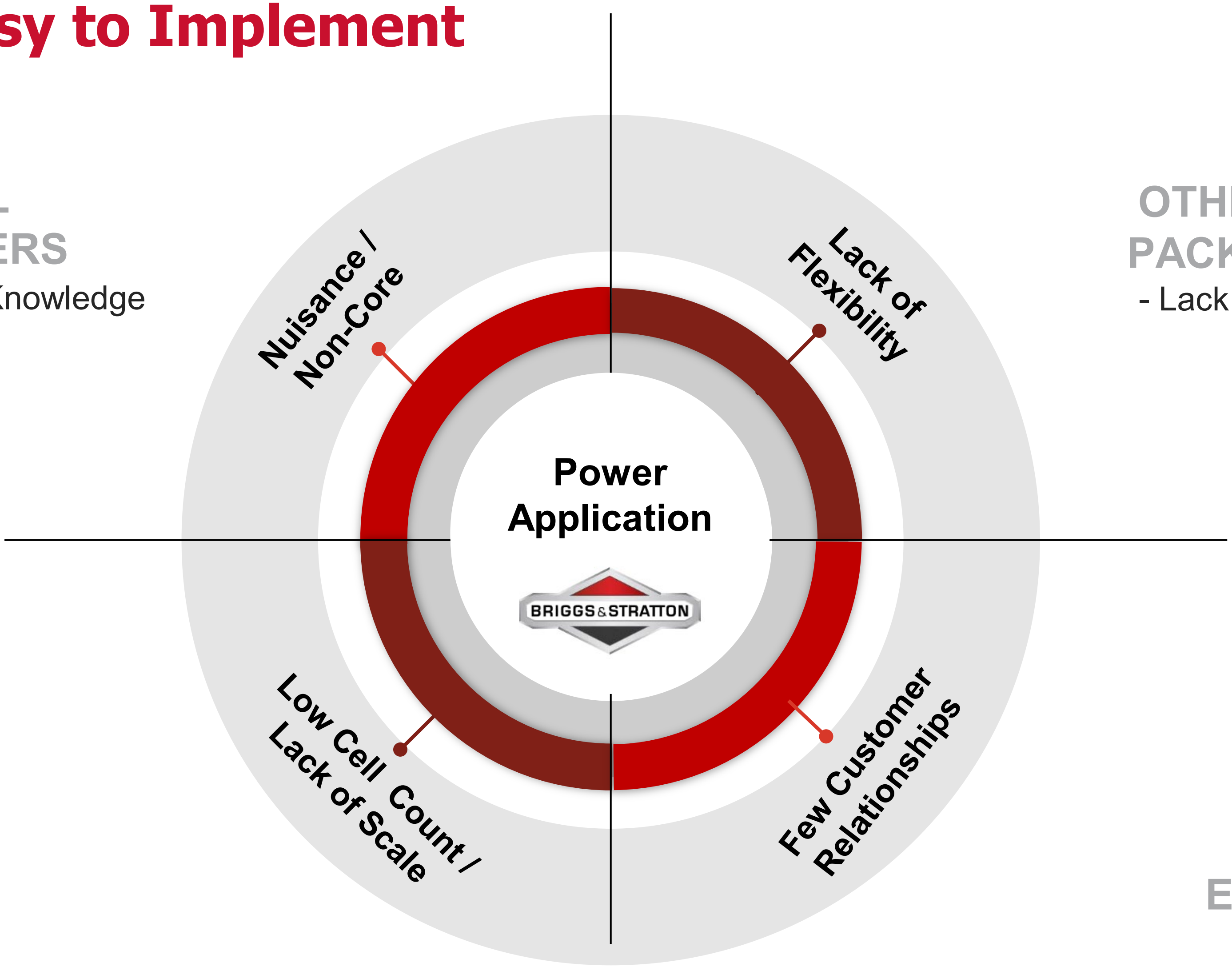
Serviceable to maximize uptime and lower repair costs and TCO

Performance that goes well beyond residential and hand tool battery power

We Make it Easy to Implement

LARGE CELL MANUFACTURERS
- Lack of Application Knowledge

OTHER BATTERY PACK PROVIDERS
- Lack of Application Knowledge



OEM INTERNAL

NEW ENTRANTS

BRIGGS & STRATTON CORPORATION

FINANCIAL OVERVIEW AND TARGETS

Mark Schwertfeger

Restoring Financial Flexibility Through Parallel Paths

- **Refinance $195M Sr. Notes Due December 2020**
  - Plan to raise $150M-$200M of debt before the end of fiscal 2020
  - Desire the ability to pre-pay a substantial portion of this new debt and pay down the ABL revolver with proceeds from asset sales
- **De-lever**
  - Expect divestitures to generate proceeds that well exceed the $195M Sr. Notes
  - Expect to end fiscal 2021 with zero net debt (seasonally), but will not rush the divestitures
  - Working capital management focus
- **J.P. Morgan retained to advise on the turf business divestiture and the debt refinancing**

Our first financial priority

Our Long-Term Financial Goals

Organic Revenue Growth:
2 - 4%
Over 10% for Focused Growth Areas

Capital Structure:
Debt to EBITDA(2) of
<3
Times

Profitability Growth:
Adjusted Operating Margin (1)
>8%

Capital Allocation:
Balanced,
yet prioritized

Free Cash Flow (1):
2 - 4%
of Net Sales

(1) Adjusted operating margin and free cash flow are non-GAAP measures.
(2) EBITDA is Earnings before interest, taxes, depreciation and amortization.

Focus to Grow Sales and Profitability

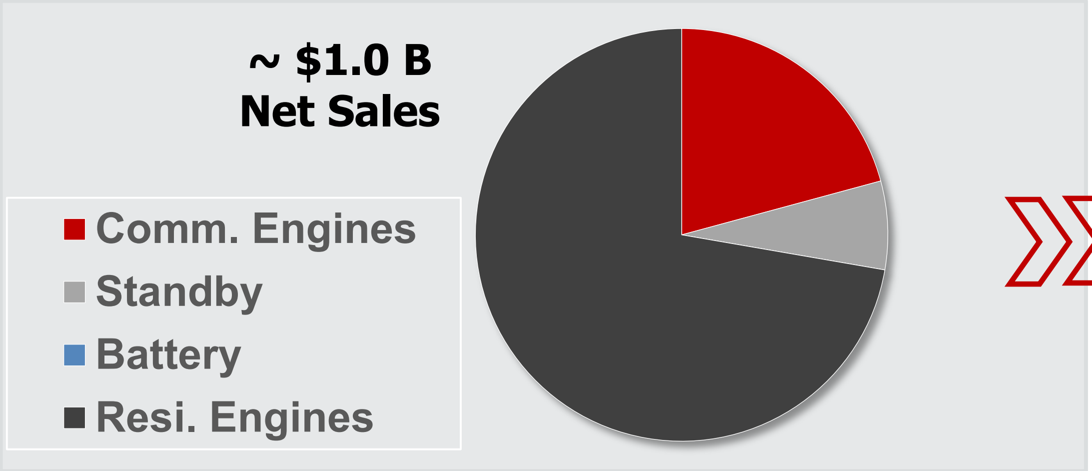
Strategic Framework

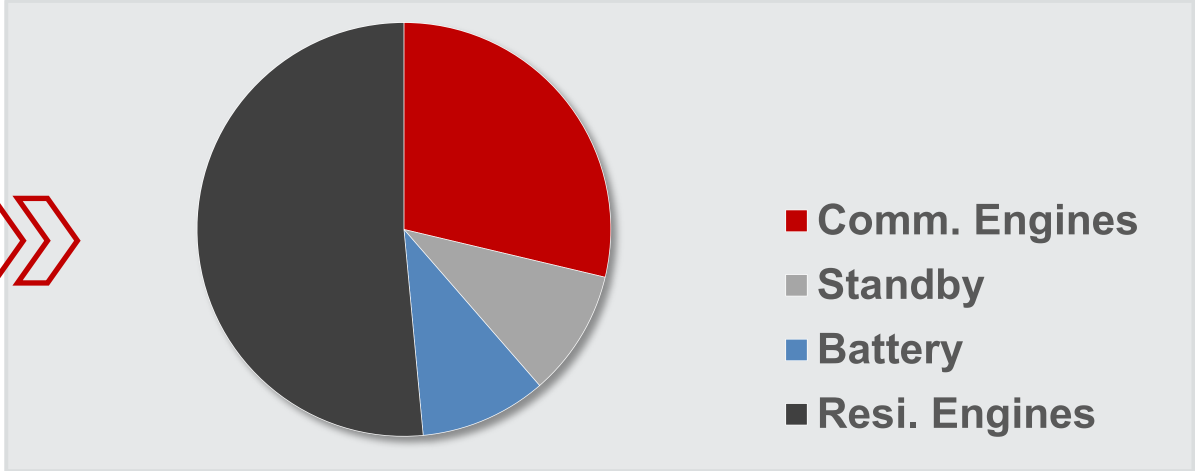
1. Maximize returns in residential engines
2. Accelerate growth in standby power and commercial engines
3. Begin monetizing and aggressively grow commercial battery systems
4. Drive operational excellence – align cost structure to more focused portfolio

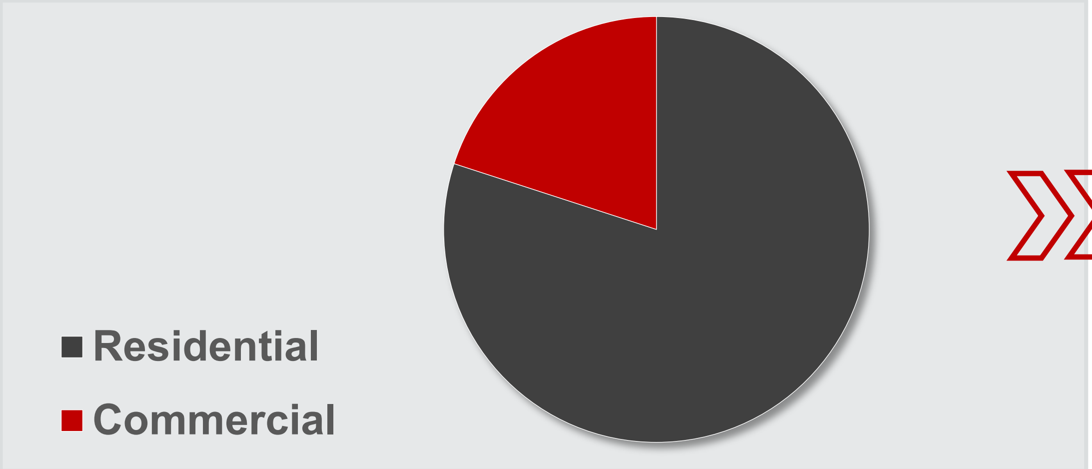
Sales Evolution

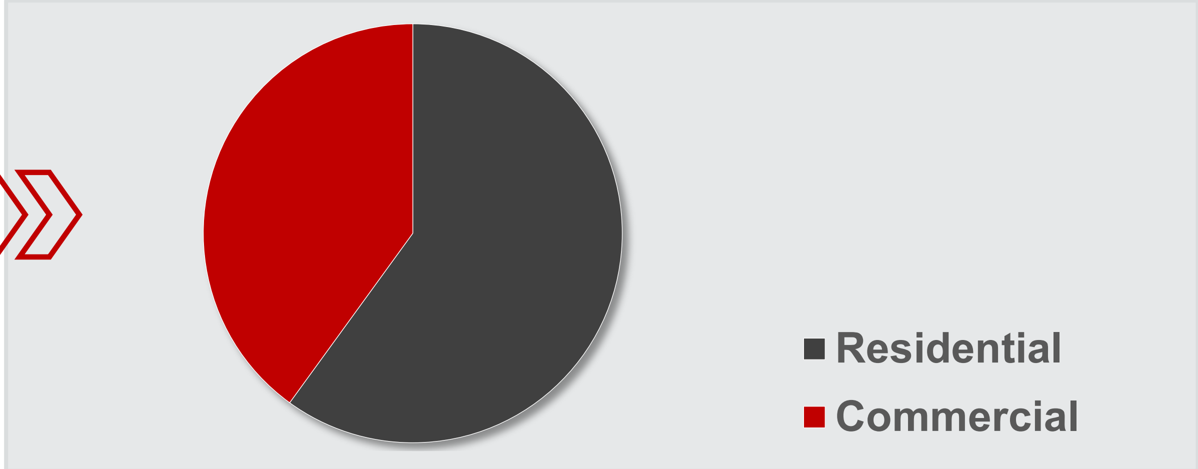
Proforma FY19*

Future State Goal
(3-5 years)





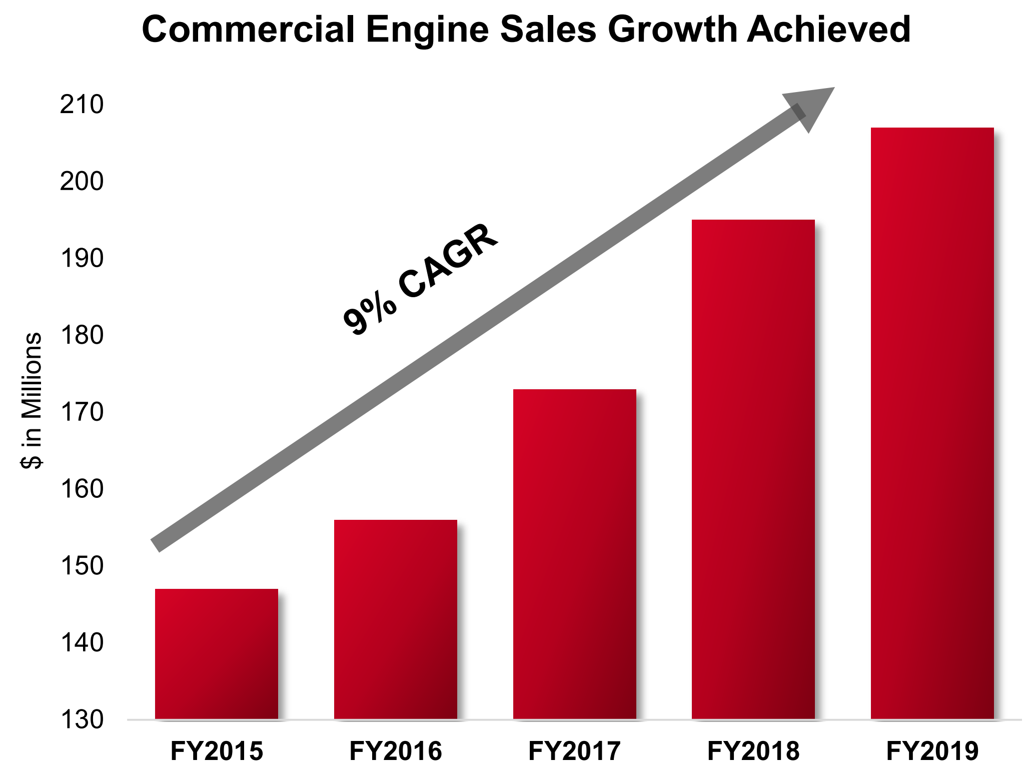




*Excludes businesses expected to be divested. Represents reported Engine Segment sales for fiscal 2019 less $40M of intercompany pressure washer engine sales plus $70M of standby generator sales. Proforma intercompany eliminations are expected to be approximately $10M.

Organic Sales Growth 2-4%

- Commercial Engines Power 10% annual growth
- Standby Power over 10% annual growth
- Commercial Battery Power to be 10% of total company sales in 3-4 years
- Residential Engine Power
  - Expect market conditions - flat to down mid single digits
  - ~ $40M reduction expected on pressure washer exit



Growth of more than 10% in Focused Growth Areas

Achieve Adjusted Operating Margins of >8%

Margin lift from	• Commercial sales growth • Vanguard commercial battery • Standby power with scale • Pricing optimization
Optimize profitability through operational efficiency	• Small engine manufacturing consolidation to deliver up to $14M of savings • Product rationalization • Efficiency improvements from fiscal 2019 go-live • Business Optimization Program projected to deliver $10-15M of savings, net of divestitures
Align cost structure – >30% decrease in consolidated ESG&A by fiscal 2022	• Divestitures spending goes with the sales • Streamline organization and expense reduction

Achieve Operational Excellence

Balanced Capital Allocation Strategy

INVEST IN THOSE AREAS THAT DELIVER THE HIGHEST RISK-ADJUSTED RETURNS

1

Reduce Debt

Proceeds from divestitures expected to reduce leverage and interest expense

2

Investments Supporting Organic Growth ~ $40M CapEx

Up to $40M annual capital spending

Manufacturing efficiency improvements

Vanguard Battery System Growth

3

Acquisitions, Cash Dividends & Stock Buybacks

Re-evaluate when financial flexibility is restored

Our investments have us well-positioned to drive growth

Complete Strategic Repositioning by the End of Fiscal 2021

Fiscal 2020

- Complete debt refinancing of Sr. Notes
- Begin marketing divestitures for sale
- Begin cost structure alignment actions
- Focus on achieving Fiscal 2020 results
- Focus on achieving inventory reduction goal

Fiscal 2021

- Expect to close on many of the divestitures in first half
- On target to complete small engine manufacturing consolidation in first half
- Complete cost structure alignment – pacing is dependent on divestitures

Program Charges

	Fiscal 2020	Fiscal 2021	Total
Cash	\$10M to \$12M	\$10M to \$13M	\$20M to \$25M
Non-cash	\$10M to \$12M	\$5M to \$8M	\$15M to \$20M
Total	\$20M to \$24M	\$15M to \$21M	\$35M to \$45M

Note: charges exclude gain or loss on sale of divestitures

Briggs & Stratton Will Be
A Focused, Stronger, More Profitable Power Application Company

Our simplified portfolio allows the right focus on our core markets

- Residential engines provide a strong core around which to continue building as we look to optimize returns
- Much runway ahead on commercial engines and standby power
- Power application expertise gives us the right to play in the developing electrification market; our unique battery system design and trusted brand will enable us to win
- Customer support is a competitive advantage

Reduced cost structure through operational excellence and more focused portfolio

Divestiture proceeds and refinancing to rapidly restore financial flexibility

Our Mission Remains Consistent. Our Strategy is Focused.

Mission	We will provide power to people to make work easier and improve lives.
Strategy	We will leverage our unique power application expertise to provide innovative and diverse power solutions to help people get work done.

Strategic Pillars	Optimize the Profitability of Residential Power	Grow Standby Power	Grow Commercial Power


BRIGGS & STRATTON
CORPORATION
Q & A

Exhibit B

Briggs & Stratton (BGG) Q3 2020 Earnings Call Transcript

BGG earnings call for the period ending March 31, 2020.

Motley Fool Transcribing (MFTranscribing)
May 9, 2020 at 11:01PM

Briggs & Stratton (NYSE:BGG)
Q3 2020 Earnings Call
May 07, 2020, *10:00 a.m. ET*

IMAGE SOURCE: THE MOTLEY FOOL.

Contents:

Prepared Remarks:

Operator

Ladies and gentlemen, thank you for standing by, and welcome to the analyst earnings call. [Operator instructions] I would now like to turn the call over to your speaker today, Mr. Mark Schwertfeger, chief financial officer. Thank you.

Sir, please go ahead.

Mark Schwertfeger -- *Chief Financial Officer*

Good morning, and welcome to the Briggs & Stratton fiscal 2020 third-quarter earnings conference call. I'm Mark Schwertfeger, chief financial officer. And joining me today is Todd Teske, our chairman, president, and chief executive officer. Today's presentation and our answers to your questions include forward-looking statements.

These statements are based on our current assessment of the markets in which we operate. Actual results could differ materially from any stated or implied projections from changes in one or more of the factors described in the safe harbor section of today's earnings release, as well as our filings with the SEC. We also refer to certain non-

GAAP financial measures during today's call. Additional information regarding these measures, including reconciliations to comparable U.S.

GAAP amounts, is available in earnings release issued today and in our SEC filings. This conference call will be made available on our website or by phone replay approximately two hours after the end of this call. Now here's Todd.

Todd Teske -- *Chairman, President, and Chief Executive Officer*

Good morning, everyone, and thank you very much for joining us today. On behalf of everyone at Briggs & Stratton, we hope you and your families remain safe during this challenging time. Today, we're going to cover several items, including the long-term underpinnings of our business, the near-term impact of the COVID-19 pandemic, our actions in response to the crisis and the current business environment. We'll also provide an update on the actions we're taking to enhance our short-term financial liquidity and flexibility and on our long-term strategic repositioning to become a more focused provider of power.

Let me begin by addressing our employees, many of whom are listening to this call today and all of whom have been living and working under challenging conditions for the last several weeks. Keeping all of our employees safe remains our No. 1 priority, whether working remotely wherever possible or within our plants and operations. We are following CDC and local government guidelines, as well as our existing health and safety protocols, including

the deep cleaning of facilities, adhering the social distancing rules and providing quick attention to those who have symptom.

I'm extremely proud of the effort and dedication that all of our employees have shown during these challenging times to ensure ongoing manufacturing and distribution continuity as we work to serve our customers' needs for products that help them get work done. We will continue to monitor emerging best practices and have dedicated teams ready to implement new protocols when they are needed. Throughout the quarter, we were well-positioned to serve our customers as we had adequate supply of most inventory needed to meet demand. The notable exception was for Ferris mowers produced in upstate New York.

We temporarily closed that plant in late March, pending clarification of state rules related to operating during the pandemic. This clarification allowed us to resume production in early April. Overall, with the outbreak of COVID-19, the majority of our products have been designated as essential in the U.S. and we've been able to continue shipping and producing.

Still, the quarter became challenged as we entered the latter half of March as the actions of OEMs, dealers and other customers in response to the pandemic affected our business. For example, during the latter half of March, several OEMs announced the closure of manufacturing operations or a significant reduction in production volumes. Rental channel customers canceled or delayed orders to conserve capital expenditures pending better visibility into their own business condition. Mass retailers in the U.S.

have remained open. However, all have reduced hours and tempered marketing activities to encourage social distancing. Lawn and garden dealers in the U.S., while largely remaining open, deferred some order. In Europe, several OEMs, distributors, dealers and retailers closed in mid March.

Finally, countries around the world remain in various stages of lockdown in social distancing. Where restrictions have begun to ease, including China and Germany, we have seen a resumption in order flow, albeit at lower volumes than typical for this time of the year. Overall, we estimate the impact of this reduced business on third-quarter sales was approximately $40 million. And obviously, these varied restrictions continued and amplified into the month of April.

In fact, our fiscal April sales were down nearly 30% from last year. In response to lower customer demand and prioritizing cash flows, we significantly curtailed or ceased production at most of our manufacturing facilities

beginning in late March and extending through most of April. We ramped production up in most plants toward the end of April. However, nearly all plants are operating at temporarily reduced rates to help prioritize our focus on managing cash flows.

We will continue to monitor demand signals in the market and are well-positioned to flex production up or down depending on demand. In addition to curtailing production, we implemented several other initiatives to control costs and prioritize cash flows. They include temporary reductions in base pay for salaried employees, suspension of the company's retirement plan matching contributions, nonemployee directors foregoing the next quarterly cash retainer fees, aggressive management of working capital, implementation of the federal payroll tax deferral and reducing discretionary costs, including certain marketing activities and travel. Taken together, excluding the benefit of reduced production, we calculate these actions will reduce cash outlays by approximately $9 million in the fourth fiscal quarter.

In addition, we made encouraging progress on our strategic priorities to generate additional savings. In the third quarter, we concluded our implementation of the business optimization program and realized savings of $5 million in the quarter. We are on track with the small engine consolidation project, which is expected to begin generating savings as we turn the corner to fiscal 2021. Lastly, continued work on our strategic repositioning initiative, which we announced in early March.

While the onset of COVID-19 certainly has had an impact on our actions, the work we completed on this initiative to date enabled us to proactively implement a salaried headcount reduction in mid-April, which is expected to result in over $10 million in annual cost savings. As we discussed on our March 6 call when we announced the details of our planned strategic repositioning, our first financial priority remains to restore financial flexibility through refinancing and deleveraging, which is expected to be led by divestitures. Subsequent to our strategic repositioning announcement, we had strong levels of initial interest in the assets we plan to divest. The M&A market significantly slowed with the onset of COVID-19, and we responded in kind to ensure that proper focus is dedicated to managing the enterprise through this unprecedented period.

Nevertheless, we expect to continue to make progress. We also continue to make progress on the very important work of our financing plan. Mark will provide further detail on our efforts in his comments. Overall, the uncertainties caused by the pandemic have caused us to adjust our strategic repositioning activities.

But we continue to make progress. Throughout this period of uncertainty, we have been working closely with our bank group and are pleased to have announced an amendment to our ABL agreement last Friday. The amendment demonstrates the quality of our banking relationships and provides us with added short-term liquidity as we work toward addressing our capital structure needs. Turning to the third-quarter results.

Sales and earnings largely reflect our engine customers shifting production closer to the peak season and the pandemic-related conditions that developed in March. In fact, through mid-March, we were encouraged by the business results relative to our projections. This change for the worst as COVID-19 and somewhat related foreign exchange pressures negatively impacted our quarterly results. As I mentioned previously, we continued to drive operational excellence.

During the quarter, we recognized $5 million in cost savings from our business optimization program and delivered over $5 million of improved operating efficiencies, building on investments we made during the first half of fiscal 2020. Ensuring efficient, safe and responsive operation remains an important focus, and the current environment does provide us with some flexibility to drive the pace of change across our business. Now here is Mark to walk through our financial results for the third quarter of fiscal 2020.

Mark Schwertfeger -- *Chief Financial Officer*

Thanks, Todd. For the third quarter, consolidated net sales were $474 million, down 18% from last year's third quarter. The cause for the year-over-year decline was concentrated in three areas. First, we anticipated a sizable decrease in quarterly sales of engines for residential mowers, largely due to timing of shipments.

Last year's third-quarter sales benefited from the brand transitions at retail, which accelerated sales sequentially earlier than usual. We also experienced higher than usual orders last year as one of our customers was completing their final production run before exiting the category. This year, we are on track to achieve our forecasted engine sales for the third quarter until mid-March when COVID-19 caused several of our customers in the U.S. and Europe to shutdown or reduce production, which caused a drop-off in our sales.

Secondly, we incurred lower storm-related portable generator shipments, also largely expected compared with a year ago when storm activity was higher. Third, as Todd noted, the COVID-19 pandemic reduced third-quarter sales by an estimated $40 million with $10 million attributed to the lower engine sales and $30 million to reduce shipments of turf and job site products. Other items affecting sales included the positive impact of standby generator sales, which were up from a year ago and the negative impact of changes in foreign exchange as the U.S. dollar significantly strengthened against many of the currencies in which we transact business.

The third-quarter consolidated adjusted net loss was $10.8 million, compared with the adjusted net income of $14.6 million we reported a year ago. This year's adjusted results exclude $134 million in charges, of which approximately $10 million consisted of cash outlay. The largest charges, both of which were entirely noncash, consisted of $67 million for goodwill impairment and $70 million for a valuation reserve on deferred income tax assets. The goodwill impairment resulted from a review of our operations in the context of the current environment, which includes unfavorable impact due to COVID-19.

Of the $67 million noncash charge, $55 million is associated with the engines segment and $12 million with the products segment, specifically related to our job site business. Regarding the tax valuation allowance, accounting rules required that we take the reserve against the asset due to the cumulative operating losses the business has incurred over the most recent years. Similar to the goodwill impairment, the negative impact of COVID-19 impacted the reserve. Conversely, we recorded a nonrecurring tax benefit of $7.3 million in the third quarter related to the recently adopted CARES Act, which enabled us to apply recent operating losses against historic income.

Similar to the valuation allowance, this benefit was excluded from the adjusted tax rate given its nonrecurring nature. Unlike the noncash valuation allowance, we do expect to collect a tax refund worth approximately $3 million due to the CARES Act. Engine unit shipment in the third quarter were approximately 1.5 million engines, a decrease of 540,000 or about 26% from last year. Commercial engine sales increased by nearly 3%, largely on higher intercompany sales to power Ferris mowers.

Engines' adjusted gross profit margins declined 260 basis points, largely on the lower production volumes and unfavorable foreign exchange. While we anticipated lower year-over-year engine production to generate working capital improvements, actual engine production of 1.1 million units was 37% lower than a year ago. This level of production was 15% or nearly 200,000 units short of our forecasted production as we significantly reduced engine production in the last week of March due to lower demand related to COVID-19, which Todd detailed earlier. Encouraging, however, was that despite the significant decrease in production, we generated nearly $5 million in business optimization savings and about $1 million of efficiency improvements in the quarter.

Total engine inventories at the end of the quarter were approximately 1.4 million units, down 298,000 units or 18% from 1.7 million units at the end of the third quarter of fiscal 2019. Total engine inventory dollars were also down from last year, but not as much as units because of higher component parts due to the small engine production consolidation project. Products segment net sales for the third quarter were $229 million, which was down $42 million or 15% from last year. The decline was primarily attributable to the impact of COVID-19, as well as lower sales of job site products and lower storm-related sales of portable generators as expected.

The products segment adjusted gross profit margin was 8.7%, compared with 10.2% a year ago. The decline was related to lower production volumes in addition to unfavorable foreign exchange and product costs, partially offset by improved pricing and more efficient manufacturing. As previously mentioned, our New York factory unexpectedly closed during the last week of the fiscal quarter due to the onset of COVID-19. It has since reopened.

In addition, pressure washer production was lower this year due to timing as last year production was accelerated sequentially to support the launch of the Craftsman branded units. We are pleased to deliver manufacturing efficiency improvements of over $4 million and business optimization savings of nearly $1 million in our products segment. Notwithstanding the recent production interruption, our new upstate New York plant has made significant improvements in throughput and efficiency, and our logistics efficiencies are much improved as well. Throughout this challenging period, as well as through implementation of our repositioning plan, we continue to drive operational excellence across all our manufacturing and distribution facilities.

I'd also like to comment on our aftermarket service business, which has achieved sustained efficiency improvements as we've entered the busy shipping month. The fill rate of parts from our distributors to dealers has improved to levels that we historically delivered in markets around the world. The investments we made in the first half of the year have yielded the desired outcomes for this operation. Turning to the balance sheet.

Inventories totaled $527 million at the end of the third quarter, which was essentially unchanged from the year-ago period. Importantly, inventories declined by $85 million from the end of the second quarter as we made progress on this key working capital priority. Our original goal was to end the fiscal year at approximately $400 million. While we expect to make further progress toward this goal, we now believe it's probable that year-end inventories will be modestly higher than our previous goal given current business conditions.

To be sure, we are proactively taking actions to drive important improvements in working capital. In fact, we plan to operate the plant such that fourth-quarter engine production will be almost 50% lower than it was last year to continue driving working capital reductions despite our anticipation of lower end market demand. As Todd previously mentioned, we've also reduced discretionary spending, temporarily lowered salaries and benefits and reduced salaried headcount to also help mitigate our expectation of the pandemic impacting fourth-quarter sales. Net debt at the end of the third quarter was $553 million, down from $581 million at the end of the second quarter and up from $384 million last year.

At the end of the quarter, we had $402 million of borrowings and $45 million of letters of credit outstanding on our ABL revolver. Together, this balance represented approximately 79% utilization of the total amount available. As a result, there was approximately $116 million of unused capacity on the ABL as of the end of the third quarter. To help ensure the company had access to adequate near-term liquidity as we navigate the uncertainty caused by COVID-19, we sought out and successfully obtained an amendment to our ABL revolver effective April 27.

The amendment is designed to provide enhanced liquidity for a 90-day period by replacing the fixed charge covenant with a minimum aggregate availability covenant. This change essentially enables us to borrow against 100% of our available asset plus a $12.5 million reserve. Upon implementation, the amendment caused us to effectively increase our overall liquidity by $60 million. Our current modeling, which factors in an impact of COVID-19 on our sales and operations, shows that the amended ABL will provide adequate liquidity for the period ahead as we work with our advisor on raising additional capital to address the longer-term need.

Given the current economic uncertainty, we will continue to prioritize the focus on cash flow generation and liquidity until more normal global economic conditions resume. In the scenarios we have modeled, we project borrowings on the ABL to be lower at the end of the fiscal year, which ends in June than what we had drawn as of the end of the third quarter. This brings me to the work we are doing to address our capital structure needs. This work began in February with the primary focus on addressing the December 2020 maturity of the $195 million senior notes.

This process got off to an encouraging start, which we commented on during our March 6 strategic repositioning conference call. Shortly thereafter, COVID-19 rapidly developed from a China supply chain risk to a global pandemic. Similar to the M&A markets, many of the debt and capital markets temporarily locked up. More recently, the capital markets have reopened, and there appears to be healthy levels of funds to put to work.

We are encouraged by this development, but it's only realistic to assume that any capital raising process will be challenged by the current pandemic-impacted economic environment. In light of these anticipated challenges, we've added to our team to position us solidly to help address our capital raise need. In addition to raising capital, we continue to have the opportunity and goal to sell assets. This can include both the previously announced business divestitures and other transactions, including the sale-leaseback of owned real estate.

We are taking a thoughtful and proactive approach to addressing our near-term and longer-term capital needs. The markets have been very fluid. And so too, we adapted the best position the company has got. We expect to make meaningful progress executing against the capital raise during the fourth fiscal quarter.

Now let me turn the call back over to Todd for some closing remarks.

Todd Teske -- *Chairman, President, and Chief Executive Officer*

Thanks, Mark. I want to conclude by commenting on current market conditions and to summarize our progress on our five key priorities for fiscal 2020. We suspended our guidance for fiscal 2020, given the market uncertainty caused by the pandemic. As we commented previously, our April sales and production volumes were well below historical levels.

In addition to the impact of COVID-19, April this year was quite a bit cooler than last year for most of the U.S., which further impacted April sales. Nevertheless, as we look forward, more states and countries are moving toward reopening their economies, which is encouraging. In addition, the grass growing conditions in the U.S. and Europe are well-positioned with good ground moisture.

Last year, after a nice April, temperatures fell off in May and June in much of the U.S., which impacted last year's fourth-quarter sales. This year, we expect that elevated unemployment and disruption in housing sales due to social distancing will present challenges to many of our markets. Somewhat complicating projections, however, is that social distancing has caused many people around the world curb travel and entertainment spending and to spend significantly more time in and around their houses than usual. This change in behavior could lead to more home improvement projects this spring, including lawn and garden projects that could positively impact many of our categories.

As spring broke across the southeastern portion of the U.S., we saw some encouraging retail activity, particularly on walk-behind mowers. In addition, early indicators point to strong service and repair activity, which has benefited our service parts business. We will continue to monitor the markets very closely as the spring breaks across the U.S. and Europe and adjust accordingly.

As I said at the outset, we remain poised, ready to serve our customers with the products they need. At the same time, we'll be managing our business closely to preserve cash flows as we work to bring down inventory levels well below where we finished last year, so as to pay down debt. This brings me to our five focus areas for fiscal 2020. I'd like to provide a recap on how we're doing against these key objectives.

The first objective was to achieve operating efficiencies and realize the benefits of the business optimization program. As I commented earlier, we are pleased with what we're seeing here. The facilities are running significantly better than last year. Our service parts throughput and backlog are back to historic levels, and logistics activities are much improved.

We are also achieving expected benefits against our business optimization program. So the processes are working and the right fixes have been made. The base we have built is important as the challenges to running an efficient operation due to macro global economic conditions are not likely to abate in the near term. Our second focus area for fiscal 2020 was to successfully execute the small engine plant consolidation project.

This project remains on track from a schedule and cost standpoint. We are well-positioned to begin realizing savings in fiscal 2021, as expected. Third was our important goal of strengthening the balance sheet through working capital reduction. Despite the challenges of COVID-19, we have made the difficult yet necessary reductions to production levels, driving working capital reductions and pay down debt.

Accordingly, we are confident we'll make progress in reducing inventory levels by the end of fiscal 2020. Fourth, we set out at the beginning of the year to solidify our capital structure. We began by putting the ABL in place in September to offer more financial flexibility. And this has indeed proved critical, particularly as we work through the current environment.

We next turn to our focus to addressing long-term capital needs through refinancing of the senior notes. We began aggressively executing against our parallel path plan to achieve this goal as detailed on the strategic repositioning call this past March. The global pandemic has since caused us to make adjustments to that plan. We have engaged a very strong team to help advise us as we prioritize the time-sensitive work needed to address the senior note maturity and help ensure the company's capital structure is appropriate to fund our needs.

Lastly, we devoted substantial time in fiscal 2020 to our market dynamic project, which helped us forge the strategic repositioning plan. We will continue to monitor market conditions and move forward with the strategic goals set forth by the repositioning plan. So in summary, despite the unexpected challenges posed by COVID-19, we have continued to make progress against the focus areas, and we'll continue to do so while also focusing on managing the business in the near-term to protect cash flow. Finally, I want to comment on our Vanguard commercial battery solution, which contributes to our confidence in the future of our company as a provider of power to get work done.

As we discussed on our conference call on March 6, we are well-positioned in a unique area of electrification to power a broad range of commercial equipment that goes well beyond lawn and garden. In early March, we announced a new opportunity with a key customer of our Vanguard battery system. Today, we are proud to name Club Car as this customer with whom we will be working extensively as their provider of power. Club Car is an industry leader in light electric vehicles and a pioneer in adopting lithium-ion solution.

It emboldens us that Club Car selected the Vanguard lithium-ion battery system, given their deep knowledge and experience with the technology. We look forward to partnering with Club Car and staying ready to begin powering their products this summer. Looking ahead, we believe in our brands, our people and our legacy. We're attacking some short-term challenges and created optionality to give us near-term financial flexibility.

We are working with urgency to navigate the pandemic and make sure our people remain healthy and safe. At the same time, we remain committed to serving our customers to enable them to get work done better. And lastly, we have a clear path forward supported by our strategic repositioning plan, which we plan to execute against as soon as possible. This concludes our comments.

Thank you for listening.

Questions & Answers:

Questions & Answers:

Operator

Thank you. Your first question comes from the line of Sam Darkatsh. Your line is now open.

Sam Darkatsh -- *Analyst*

Good morning, Todd. Good morning, Mark. I hope you both are well, and I wish both you, your families and your entire organization good health.

Todd Teske -- *Chairman, President, and Chief Executive Officer*

Same to you as well. This is clearly unprecedented. But we appreciate you taking the time today.

Sam Darkatsh -- *Analyst*

No worries. A few questions, if I might. There's a fair amount to unpack here, obviously. First, as it relates to the upcoming refinancing, are the lenders you're working with, are they either insisting upon or are you discussing some sort of either equity issuance or a potential equity raise? And if so, how material might that be?

Mark Schwertfeger -- *Chief Financial Officer*

Yeah. Sam, we're not at the point to be able to get into any sort of specifics related to the refinancing or refinancing strategy other than to say that after a period of time where the markets were clearly rattled by the onset of COVID base since we opened and so we think that creates opportunities and it's encouraging. We've got a good team that's working on assessing the liquidity needs with us and then raising debt. And from that, we can't get into any more specifics on how other than we're continuing down largely the private lending path that we discussed during our strategic repositioning call, and we expect to know more as the quarter goes on.

Sam Darkatsh -- *Analyst*

Gotcha. Regarding the prospective asset sales, **turf** products and otherwise, you mentioned, Todd, you're making progress, although there still is challenges, obviously, related to either indirect or indirect COVID effects. Has the timing been pushed out? I think you're originally looking for calendar year-end for some sort of either announcement or monetization of that. And do you still anticipate over $195 million in proceeds?

Todd Teske -- *Chairman, President, and Chief Executive Officer*

Yeah. Sam, as we mentioned on the repositioning call on March 6, I mean, we're going to do the right thing by the business. We're going to get paid for the value. And clearly, with the M&A markets the way they are and obviously, our results are being impacted by COVID-19, we continually reevaluate whether we're getting paid fair value for those assets.

So we'll continue to monitor the M&A markets. We'll continue to, obviously, improve the business -- work to improve the business. But we're certainly wanting to get paid for the value because -- especially the **turf** business

and the other businesses, especially the **turf** business, has tremendous value to it. And so we're not just going to take any price.

We're going to make sure we're very thoughtful about how we progress with the divestiture.

Sam Darkatsh -- *Analyst*

So in the conversations you're having with the prospective bidders, you're still looking in excess of $200 million in proceeds as it stands?

Todd Teske -- *Chairman, President, and Chief Executive Officer*

That's what we expect, yes. Whether the market allows for that in the timing that we talked about is a different situation. So again, there's things we can do that will continue to improve that business. And we continue to make sure that we're going to get paid for the value that we've created through that business.

Sam Darkatsh -- *Analyst*

Gotcha. And then, my last question and then I'll defer to others. You mentioned April sales being down 30%. Could you unpack that with respect to what that looks like engines versus products? And then, Mark, there's, obviously, a lot of moving parts around margin performance, decremental margins.

If you could help us from a modeling perspective how to think about decrementals within the fourth quarter by segment, that would be terrific.

Todd Teske -- *Chairman, President, and Chief Executive Officer*

Thank you, Sam. Let me start off, and then Mark can come back in. Essentially, when you look at kind of the 30% down, it was heavily weighted toward engine. And the reason for that is, as the shelter-in-place or safer-at-home or whatever we're calling, going to call it, came into play, some of the OEMs actually shut down their facilities to comply because there was a lot of question as to whether some of these businesses were essential.

Because remember, the way these orders came out, they were very localized, mostly from the state, but sometimes even from local government. And so there was just a lot of confusion. There's also a situation down in Mexico where the Mexican government has taken either more dramatic impacts than even some places here in the U.S.

And so as you work your way -- worked our way through it, obviously, we curtailed our production because we saw demand signals that were quickly changing.

On the products side, interestingly enough, I would tell you that that held up better. And we were encouraged as the mass retailers continued down the path. Obviously, they took a lot of actions to make sure that they kept their customers and their employees safe. Now what Mark said during the call I think is important, and that is people -- anecdotally, as I had a chance to talk to people about local visits to stores and things like that, there was a lot of activity that was going on.

And so on the products side and specifically on the mass retail side, we saw some strong demand relative to what we maybe thought it was going to be. We also saw more online orders happening as you -- not surprisingly, for products such as pressure washers and other things. So it appears to us that people are wanting to take care of their homes now that they are at home that much more, obviously. The dealer side was a little bit more of a mixed bag because, ultimately, again, this essential versus nonessential business created some really interesting situations where dealers by and large were open for service, some had showrooms open, some had showrooms closed.

Some opened their showrooms by a point and only, so it was a bit more of a mixed bag. And so now as we get into May, and it's interesting, we've been working at home now for several weeks. There's a lot of activity that you can see is going out even just in my neighborhood here, where people are spending more time outside. And to us, that's certainly encouraging that we'll see what it translates to in terms of orders because I can tell you the customer base is keeping a very close eye on demand signals as we're keeping a very close eye on what their needs are at that point.

But we're poised to serve our customer base. Let me turn over to Mark and let him talk a little bit more about the second half of your question.

Mark Schwertfeger -- *Chief Financial Officer*

Yeah. Sam, internally, you might want to think about the engine decremental margin somewhere around the 30% to 35%. We made the comment that we expect engine production in the fourth quarter to be down significantly, about half, 50%, from where it was a year ago in order to really manage the working capital. And then, the product margin -- decremental margins can be a little bit lower -- closer to that, 20% to 25%.

And then, you would generally expect to see SG&A offset benefits as we hope to spend less discretionary dollars and some of the reductions that Todd talked about previously. Because of those changes to production, we did comment that we expect to bring down the borrowings against the revolver by the end of the year, which would imply the fourth quarter being free cash flow positive as it typically would be in the seasonal nature of this.

Sam Darkatsh -- *Analyst*

Very helpful. Thank you, both. And again stay well.

Mark Schwertfeger -- *Chief Financial Officer*

Thanks, Sam.

Operator

Thank you. And your next question comes from the line of Tim Wojs. Sir, your line is open.

Tim Wojs -- *Analyst*

Hey, guys. Good morning. Glad to hear you guys. Maybe just on the supply chain.

How do you -- it did sound like you're OK on the supply chain in March. I mean, how do you feel about your supply chain today with just, I guess, kind of various closures in various countries?

Todd Teske -- *Chairman, President, and Chief Executive Officer*

Yeah, Tim. So clearly, when it started happening in China, we started closely monitoring process of the Chinese supplier. And so as the quarter progressed, we made our way through with Chinese supplier well. And now when you look at China reopening, clearly, that part of the supply chain is robust.

In terms of the things here, I think our suppliers are in pretty good shape. We've been very close contact with them because we want to make sure that we're working very closely with them. And I got to give our suppliers a ton of credit because they've been working hard to make sure that they know they are an essential business -- that we're an essential business. And we've been working very closely with them.

And so we really appreciate all of the work they've been doing and trying to keep their teams safe as well. So ultimately, in the supply chain, we stay in contact. We haven't seen significant disruptions at this point as it relates to shutdowns or anything like that. And what's interesting now is we kind of move into the second half of the quarter.

Obviously, as we roll our production back, as Mark talked about, it's going to be down substantially, we've got components in-house that we are working to utilize. And so therefore, we want to make sure that we've got the right demand signals going to the suppliers. So all in all, I would tell you that it's been a challenge, no doubt, but we think we're in a fairly good shape.

Tim Wojs -- *Analyst*

OK, OK. And then, in April, you said things were down 30%. Any kind of greater detail on what you're seeing in Europe?

Todd Teske -- *Chairman, President, and Chief Executive Officer*

Europe has been slow, obviously. Now what's happening is some of our customers had shut down as the quarter went on. I mean, there was some major lockdowns in Europe as we went through the latter part of March, into early April. We are seeing now customers come back up, but again, very cautious along the way because they're trying to understand demand signals that they're getting from their customer base.

And so we're working very closely with our customer base over in Europe. But clearly, it's reflecting a lot of the same things as here in the U.S. in terms of the shutdowns and that sort of thing. They are a little bit further ahead though, I think, than perhaps we are.

On the other hand, we have the essential business classification throughout much of the industry, and that allowed many of our customers to remain open here in the U.S.

Tim Wojs -- *Analyst*

OK, OK. And then, just on the expenses in the fourth quarter, the SG&A pieces. Should we think of -- it sounds like there was about a $9 million benefit, I think, and I think there was a cash benefit, but it's probably also an expense benefit? And then, it sounded like there was $10 million annually that you're taking out of the SG&A. Are those the two numbers? Or are there other pieces there as well?

Mark Schwertfeger -- *Chief Financial Officer*

Yeah. Tim, those are the big pieces that you captured.

Tim Wojs -- *Analyst*

OK, thanks. That's all I have. I appreciate the time, and good luck with this collection. Appreciate it.

Mark Schwertfeger -- *Chief Financial Officer*

Thank you, Tim.

Operator

We don't have any further question at this time. I would now like to turn the call over to Mr. Mark Schwertfeger for any closing remarks.

Mark Schwertfeger -- *Chief Financial Officer*

Thanks for joining us on today's conference call. We appreciate your interest in the company and look forward to talking with you again and updating you on our progress. Our next quarterly earnings conference call for the fiscal 2020 fourth quarter and full year will be held in August. Have a great day.

Operator

[Operator signoff]

Duration: 52 minutes

Call participants:

Mark Schwertfeger -- *Chief Financial Officer*

Todd Teske -- *Chairman, President, and Chief Executive Officer*

Sam Darkatsh -- *Analyst*

Tim Wojs -- *Analyst*

More BGG analysis

All earnings call transcripts

Exhibit C

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 13, 2020

BRIGGS & STRATTON CORPORATION
(Exact name of registrant as specified in its charter)

Wisconsin	**1-1370**	**39-0182330**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

12301 West Wirth Street, Wauwatosa, Wisconsin 53222
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code (414) 259-5333

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock (par value $0.01 per share)	**BGG**	**New York Stock Exchange**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On July 14, 2020, Briggs & Stratton Corporation (the "Company"), Briggs & Stratton AG ("B&S AG") and certain other subsidiaries of the Company entered into an Amendment No. 6 to Revolving Credit Agreement (the "Amendment") among the Company, B&S AG, the other loan parties party thereto, the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent (the "Agent"). The Amendment amends the Revolving Credit Agreement, dated as of September 27, 2019, among the Company, B&S AG, the other subsidiary borrowers from time to time party thereto, the lenders and issuing banks from time to time party thereto and the Agent (such agreement, as previously amended, the "Existing Credit Agreement", and the Existing Credit Agreement as amended by the Amendment, the "Credit Agreement"). The Amendment amends the Existing Credit Agreement to, among other things:

- revise the event of default respecting approval of a permitted junior debt financing, equity issuance and/or real property sale-leaseback transaction to require such a transaction to have its proposed terms and conditions approved by the required lenders and the Agent, and to be closed, effective and fully funded on such approved terms, in each case on or before July 19, 2020;
- provide for all borrowings by the Company to bear interest based on the base rate instead of LIBOR; and
- waive the occurrence of any cross-default that would otherwise arise due to the Company's non-payment of interest on its 6.875% senior notes due 2020 on July 15, 2020, unless the note holders take certain enforcement actions as a result of such non-payment.

On July 14, 2020, after the effectiveness of the Amendment, the Company and its subsidiaries had $271.3 million of borrowings and $50.1 million of letters of credit outstanding under the Credit Agreement. As a result, availability under the Credit Agreement was $65.6 million as of July 14, 2020.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, a copy of which is filed as Exhibit 10.1 and incorporated herein by reference.

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On July 13, 2020, the Board of Directors of the Company approved changes to the titles of certain of its executive officers to more closely align with their respective roles and responsibilities in connection with the Company's previously-announced strategic repositioning. Among the changes approved:

- David J. Rodgers has been named Senior Vice President Corporate Development & President - Job Site.
- William H. Reitman has been named Senior Vice President Sales - Americas Turf & Consumer Products.

No changes were made to any compensatory arrangements with Messrs. Rodgers and Reitman in connection with the changes to their titles.

ITEM 7.01. REGULATION FD DISCLOSURE.

Interest Payment Default

As previously reported, the Company, with the approval of the Board of Directors of the Company, chose not to make an interest payment of $6.7 million due on June 15, 2020 with respect to the Company's outstanding 6.875% senior notes due 2020 (the "Notes") and, as provided for in the indenture governing the Notes (the "Indenture"), entered into the 30-day grace period (the "Grace Period") to make such payment. The Company did not make such interest payment prior to the expiration of the Grace Period, which resulted in an event of default under the Indenture. While the event of default is continuing under the Indenture, the Trustee or holders of at least 25% in aggregate principal amount of the Notes may, among other things, accelerate 100% of the principal of, and accrued and unpaid interest on, the Notes to be due and payable immediately upon such acceleration and seek immediate repayment in full of such amounts.

The Company is continuing to engage in negotiations and discussions with respect to the Company's indebtedness. There can be no assurance, however, that the Company will be able to negotiate acceptable terms or to reach any agreement with respect to its indebtedness, which could result in the Company seeking relief in bankruptcy proceedings.

Cleansing Material

The Company has engaged in confidential discussions and negotiations under separate confidentiality agreements (the "Confidentiality Agreements") with certain holders of the Notes (the "Ad Hoc Group") issued by the Company regarding potential transactions to enhance the capital structure of the Company.

As of July 15, 2020, the Confidentiality Agreements have expired and the Company has not reached an agreement with respect to any strategic transaction with the Ad Hoc Group. Although the Company is actively pursuing opportunities to improve its capital structure, some or all of the foregoing potential transactions or other alternatives may not be pursued by the Company, may not be available to it or may not be announced in the foreseeable future or at all. If the Company is unable to complete such a transaction or other alternative, on favorable terms or at all, due to market conditions or otherwise, its financial condition would be materially and adversely affected, and the Company would likely need to seek relief in bankruptcy proceedings.

Pursuant to the Confidentiality Agreements, the Company agreed to publicly disclose certain Confidential Information (the "Confidential Information") upon the occurrence of certain events set forth in the Confidentiality Agreements. A copy of the Confidential Information is attached to this current report on Form 8-K as Exhibit 99.1. The Confidential Information was prepared by the Company to facilitate a discussion regarding potential transactions between the Company and the Ad Hoc Group. The Confidential Information was not prepared with a view toward public disclosure and should not be relied upon to make an investment decision with respect to the Company. The inclusion of the Confidential Information should not be regarded as an indication that the Company or any third party considers the Confidential Information to be a reliable prediction of future events, and the Confidential Information should not be relied upon as such. The Confidential Information includes certain potential values for illustrative purposes only and such values are not the result of, and do not represent, actual valuations, estimates, forecasts or projections of the Company or any third party and should not be relied upon as such. Neither the Company nor any third party has made or makes any representation to any person regarding the accuracy of any Confidential Information or the ultimate outcome of any potential restructuring transaction, and none of them undertakes any obligation to publicly update the Confidential Information to reflect circumstances existing after the date when the Confidential Information was prepared or conveyed or to reflect the occurrence of future events, even in the event that any or all of the assumptions underlying the Confidential Information are shown to be in error. No assurance can be given that any transactions with the Ad Hoc Group will occur at all, and the Company would likely need to seek relief in bankruptcy proceedings.

The information disclosed in this Item 7.01 is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such a filing.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits. The exhibits listed in the Exhibit Index below are filed as part of this report.

Exhibit No.	Description
10.1	Amendment No. 6 to Revolving Credit Agreement
99.1	Confidential Information

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BRIGGS & STRATTON CORPORATION
(Registrant)

Date: July 15, 2020

/s/ Mark A. Schwertfeger
Mark A. Schwertfeger
Senior Vice President and Chief Financial Officer
Duly Authorized Officer

EXECUTION VERSION

AMENDMENT NO. 6 TO REVOLVING CREDIT AGREEMENT

This Amendment No. 6 to Revolving Credit Agreement, dated as of July 14, 2020 (this "Amendment"), is among BRIGGS & STRATTON CORPORATION, a Wisconsin corporation (the "Lead Borrower"), each other Loan Party, JPMORGAN CHASE BANK, N.A., as Administrative Agent (the "Administrative Agent") and the lenders party hereto (the "Lenders"). Capitalized terms used and not otherwise defined herein have the definitions provided therefor in the Credit Agreement referenced below.

W I T N E S S E T H:

WHEREAS, the Lead Borrower, the other Borrowers from time to time party thereto, the Lenders (as defined therein) from time to time party thereto and the Administrative Agent are parties to that certain Revolving Credit Agreement, dated as of September 27, 2019 (as amended, restated, supplemented or otherwise modified from time to time prior to the date hereof, the "Credit Agreement"; the Credit Agreement, as amended by this Amendment, the "Amended Credit Agreement");

WHEREAS, pursuant to Section 13.12 of the Credit Agreement, the Loan Parties party to the Credit Agreement, the Administrative Agent and the Required Lenders may amend the Credit Agreement; and

WHEREAS, the Lead Borrower has requested that the Administrative Agent and the Required Lenders amend, and the Administrative Agent and the Required Lenders have agreed to amend, the Credit Agreement as set forth herein.

NOW, THEREFORE, in consideration of the mutual agreements, provisions and covenants contained herein, the receipt and sufficiency of which are hereby acknowledged, and subject to the conditions set forth herein, the parties hereto agree as follows:

1. Amendments to the Credit Agreement. Effective as of the date of satisfaction of the conditions precedent set forth in Section 3 below, the parties hereto agree that:

(a) Section 2.03 is hereby amended to add the following sentence at the end of such Section:

> Notwithstanding anything contained in this Agreement, from and after July 13, 2020, any Borrowing by a U.S. Borrower shall be in U.S. Dollars only and shall be comprised entirely of Base Rate Loans and no U.S. Borrower shall be permitted to request LIBO Rate Loans hereunder.

(b) The last sentence of Section 2.08(e) of the Credit Agreement is hereby amended by deleting the words "and the Administrative Agent, at the request of the Required Lenders, so notifies the Lead Borrower".

(c) Section 2.08 of the Credit Agreement is hereby amended to add a new clause (f) which shall read as follows:

> (f) Notwithstanding anything contained in this Agreement, from and after July 13, 2020, no Borrowing by a U.S. Borrower in U.S. Dollars may be converted or continued as Borrowings of LIBO Rate Loans and all such Borrowings shall be comprised entirely of Base Rate Loans.

(d) Section 11.01(o) of the Credit Agreement is hereby amended by replacing the words "July 15, 2020" therein with the words "July 19, 2020".

2. Conditional Limited Waiver. The Lead Borrower has requested the Administrative Agent and the Required Lenders to waive the occurrence of any Default or Event of Default occurring under Section 11.01(f) of the Credit Agreement as a result of the Borrower's failure to pay interest in respect of the Senior Notes on July 15, 2020 (the "Specified Default"). In reliance on the representations and warranties of the Lead Borrower set forth in Section 4 below, and subject to the satisfaction of the conditions precedent set forth in Section 3 below, the Lenders party hereto and the Administrative Agent hereby waive the Specified Default but, for the avoidance of doubt, not any other Default or Event of Default; provided that the foregoing waiver shall be null, void and of no further force and effect, and the Administrative Agent and Lenders shall have all the rights and remedies afforded by the Credit Agreement and the other Loan Documents as if such waiver had never been granted immediately upon the occurrence of a Noteholder Enforcement Action. This specific limited conditional waiver applies only to the Specified Default and only for the express circumstances described above. This specific waiver shall not be construed to constitute (i) a waiver of any other event, circumstance or condition or of any other right or remedy available to the Administrative Agent or any Lender pursuant to the Credit Agreement or any other Loan Document or other applicable law or (ii) a custom or course of dealing or a consent to any departure by the Lead Borrower or any other Loan Party from any other term or requirement of the Credit Agreement or any other Loan Document. This Section 2 is a limited conditional waiver and shall not be deemed to constitute a waiver of any other term, provision or condition of the Credit Agreement or any other Loan Document, as applicable, or to prejudice any right, power or remedy that Administrative Agent and the Lenders may now have or may have in the future under or in connection with the Credit Agreement or any other Loan Document or other applicable law.

For purposes of this Section 2, "Noteholder Enforcement Action" shall mean, for any holder of the Senior Notes and/or any indenture trustee, agent or other representative thereof, (a) to take from or for the account of the Lead Borrower or any of its Subsidiaries ("Briggs Party") by set-off or in any other manner, the whole or any part of any moneys which may now or hereafter be owing by such Briggs Party with respect to any Indebtedness under the Senior Notes (such Indebtedness, the "Specified Debt"), (b) to sue for payment of, or to initiate or participate with others in any suit, action or proceeding against any Briggs Party to (i) enforce payment of or to collect the whole or any part of the Specified Debt, (ii) commence or join with other Persons to commence any voluntary or involuntary insolvency, bankruptcy, receivership, interim-receivership, custodianship, liquidation, dissolution, reorganization, assignment for the benefit of creditors, appointment of a custodian, receiver, trustee or other officer with similar powers or any other proceeding for the liquidation, dissolution or other winding up of any Briggs Party, initiated under any Debtor Relief Laws, or (iii) commence judicial or private enforcement of any of the rights and remedies under the documents evidencing or otherwise relating to the Specified Debt or applicable law with respect to the Specified Debt, (c) to accelerate all or any portion of the Specified Debt, (d) to take any action to enforce any rights or remedies with respect to the Specified Debt, (e) to exercise any conversion option to convert the Specified Debt into equity or put option or to cause any Briggs Party to honor any redemption or mandatory prepayment obligation under any document evidencing or otherwise relating to the Specified Debt or (f) directly or indirectly support any action described in (a) to (e) above taken by any other Person.

3. Conditions Precedent. The effectiveness of this Amendment is subject to the conditions precedent that:

(a) the Administrative Agent shall have received counterparts to this Amendment, duly executed by each Loan Party, the Administrative Agent and Lenders constituting the Required Lenders; and

(b) the Administrative Agent and its Affiliates shall have received all fees and other amounts due and payable on or prior to the date hereof, including, to the extent invoiced, reimbursement or payment of all reasonable and documented out-of-pocket expenses (including reasonable and documented fees and expenses of counsel for the Administrative Agent) required to be reimbursed or paid by the Borrowers in connection with this Amendment and the other Loan Documents.

4. Representations and Warranties. To induce the Administrative Agent to enter into this Amendment, each Loan Party hereby represents and warrants to the Administrative Agent and the Lenders that:

(a) This Amendment and the Amended Credit Agreement constitute its legal, valid and binding obligations, enforceable in accordance with their terms, subject to (i) the effects of bankruptcy, insolvency, moratorium, reorganization, administration, examinership, fraudulent conveyance or other similar laws affecting creditors' rights generally, (ii) general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law) and (iii) implied covenants of good faith and fair dealing; and

(b) As of the date hereof and immediately after giving effect to the terms of this Amendment, (i) no Default or Event of Default (other than the Specified Default) has occurred and is continuing and (ii) the representations and warranties of the Loan Parties set forth in the Credit Agreement are true and correct in all material respects (without duplication of any materiality standard set forth in any such representation or warranty), except to the extent such representations and warranties expressly relate to an earlier date, in which case such representations and warranties are true and correct in all material respects as of such date (without duplication of any materiality standard set forth in any such representation or warranty).

5. Reaffirmation. Without in any way establishing a course of dealing by the Administrative Agent or any Lender, each Loan Party consents to this Amendment and reaffirms the terms and conditions of the Guarantee Agreement and any other Loan Document executed by it and acknowledges and agrees that such agreements and each and every such Loan Document executed by the undersigned in connection with the Amended Credit Agreement remains in full force and effect and is hereby reaffirmed, ratified and confirmed. All references to the Credit Agreement contained in the above referenced documents shall be a reference to the Amended Credit Agreement and as the same may from time to time hereafter be amended, modified or restated.

6. Reference to and Effect on the Credit Agreement.

(a) Upon the effectiveness hereof, each reference in the Credit Agreement to "this Agreement," "hereunder," "hereof," "herein," or words of like import, and each reference in any other Loan Document to the Credit Agreement (including, without limitation, by means of words like "thereunder," "thereof," and words of like import), shall mean and be a reference to the Amended Credit Agreement and this Amendment and the Credit Agreement shall be read together and construed as a single instrument referred to herein as the Amended Credit Agreement.

(b) Except as expressly amended hereby, the Credit Agreement and all other documents, instruments and agreements executed and/or delivered in connection therewith shall remain in full force and effect and are hereby reaffirmed, ratified and confirmed.

(c) The Liens and security interests in favor of the Collateral Agent for the benefit of the Secured Parties securing payment of the Obligations (and all filings with any Governmental

Authority in connection therewith) are in all respects continuing and in full force and effect with respect to all Obligations, in each case in accordance with and to the extent contemplated by the terms of the respective Loan Documents.

(d) Except with respect to the subject matter hereof, the execution, delivery and effectiveness of this Amendment shall not operate as a waiver of any right, power or remedy of the Administrative Agent or the Lenders, nor constitute a waiver of any provision of the Credit Agreement or any other documents, instruments and agreements executed and/or delivered in connection therewith.

(e) This Amendment is a Loan Document under (and as defined in) the Credit Agreement.

7. Miscellaneous.

(a) Governing Law. This Amendment shall be construed in accordance with and governed by the law of the State of New York.

(b) Headings. The headings of the several Sections and subsections of this Amendment are inserted for convenience only and shall not in any way affect the meaning or construction of any provision of this Amendment.

(c) Counterparts. This Amendment may be executed in any number of counterparts and by the different parties hereto on separate counterparts, each of which when so executed and delivered shall be an original, but all of which shall together constitute one and the same instrument. Delivery of an executed counterpart of a signature page of this Amendment by telecopy, e-mailed .pdf or any other electronic means that reproduces an image of the actual executed signature page shall be effective as delivery of a manually executed counterpart of this Amendment.

8. Release; Loan Party Acknowledgment.

(a) In consideration of, among other things, the Administrative Agent's and the Lenders' execution and delivery of this Amendment, each of the Lead Borrower and the other Loan Parties, on behalf of itself and its agents, representatives, officers, directors, advisors, employees, subsidiaries, affiliates, successors, and assigns (collectively, the "Releasors"), hereby absolutely, unconditionally, irrevocably, and forever agrees and covenants not to sue or prosecute (at law, in equity, in any regulatory proceeding, or otherwise) against any Releasee (as hereinafter defined) and hereby forever waives, releases, and discharges, to the fullest extent permitted by law, each Releasee from any and all claims (including, without limitation, crossclaims, counterclaims, rights of set-off, and recoupment), defenses, affirmative defenses, actions, causes of action, suits, debts, accounts, interests, liens, promises, warranties, damages and consequential damages, demands, agreements, bonds, bills, specialties, covenants, controversies, agreements, provisions, liabilities, demands, variances, trespasses, judgments, executions, costs, expenses or claims whatsoever (collectively, the "Claims") that such Releasor now has or hereafter may have, of whatsoever nature and kind, whether known or unknown, whether now existing or hereafter arising, whether arising at law or in equity, against the Administrative Agent, the Collateral Agent, the Australian Security Trustee, the Issuing Banks, the Swingline Lender and/or any or all of the Lenders and their respective affiliates, subsidiaries, shareholders and "controlling persons" (within the meaning of the federal securities laws), and their respective successors and assigns and each and all of the officers, directors, partners, employees, agents, attorneys, insurers, and other representatives of each of the foregoing (collectively, the "Releasees"), in each case based

in whole or in part on facts, whether or not now known, existing on or before the date of this Amendment, in each case that relate to, arise out of, or otherwise are in connection with: (i) any or all of the Loan Documents or financing transactions contemplated thereby or any actions or omissions in connection therewith; or (ii) any aspect of the dealings or relationships between or among the Lead Borrower and the other Loan Parties, on the one hand, and any or all of the Administrative Agent, the Collateral Agent, the Australian Security Trustee, the Issuing Banks, the Swingline Lender and/or any or all of the Lenders, on the other hand, relating to any or all of the documents, transactions, actions, or omissions referenced in clause (i) hereof. The receipt by the Lead Borrower or any other Loan Party of any Loans or other financial accommodations made by any Lender after the date hereof shall constitute a ratification, adoption, and confirmation by such party of the foregoing general release of all Claims against the Releasees which are based in whole or in part on facts, whether or not now known or unknown, existing on or prior to the date of receipt of any such Loans or other financial accommodations. In entering into this Amendment, the Lead Borrower and each other Loan Party consulted with, and has been represented by, legal counsel and expressly disclaims any reliance on any representations, acts, or omissions by any of the Releasees and hereby agrees and acknowledges that the validity and effectiveness of the releases set forth above do not depend in any way on any such representations, acts, and/or omissions or the accuracy, completeness, or validity hereof. If the Lead Borrower, any other Loan Party, any other Releasor or any of their successors, assigns, or other legal representatives violates the covenant in this Section 8(a), the Lead Borrower and the other Loan Parties, each for itself and its successors, assigns, other Releasors and legal representatives, agrees to pay, in addition to such other damages as any Releasee may sustain as a result of such violation, all reasonable and documented attorneys' fees and costs incurred by any Releasee as a result of such violation. The provisions of this Section 8(a) (the "Release Provisions") shall survive the termination of this Amendment, the Amended Credit Agreement, and the other Loan Documents and payment in full of the Obligations.

(b) The Lead Borrower and the other Loan Parties acknowledge and agree that the Administrative Agent and the Lenders are entering into this Amendment in reliance upon, and is consideration for, among other things, the general releases and indemnities contained in the Release Provisions and the other covenants, agreements, representations, and warranties of the Lead Borrower and the other Loan Parties hereunder.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed by their respective authorized officers as of the day and year first above written.

BRIGGS & STRATTON CORPORATION, as Lead Borrower

By: /s/ Andrea L. Golvach
Name: Andrea L. Golvach
Title: Vice President and Treasurer

BRIGGS & STRATTON AG, as a Loan Party

By: /s/ Mark A. Schwertfeger
Name: Mark A. Schwertfeger
Title: Member of the Board of Directors

BRIGGS & STRATTON INTERNATIONAL AG, as a Loan Party

By: /s/ Mark A. Schwertfeger
Name: Mark A. Schwertfeger
Title: Member of the Board of Directors

BILLY GOAT INDUSTRIES, INC., as a Loan Party

By: /s/ Andrea L. Golvach
Name: Andrea L. Golvach
Title: Treasurer

ALLMAND BROS., INC., as a Loan Party

By: /s/ Andrea L. Golvach
Name: Andrea L. Golvach
Title: Treasurer

Signed, sealed and delivered by **BRIGGS & STRATTON AUSTRALIA PTY. LIMITED** ACN 006 576 656 in accordance with section 127 of the *Corporations Act 2001* (Cth) by:

/s/ Mark A. Schwertfeger	/s/ Andrea L. Golvach
Signature of director	Signature of director/secretary
Mark A. Schwertfeger	Andrea L. Golvach
Name of director (print)	Name of director/secretary (print)

Signed, sealed and delivered by **VICTA LTD ACN 000 341 640** in accordance with section 127 of the *Corporations Act 2001* (Cth) by:

/s/ Mark A. Schwertfeger	/s/ Andrea L. Golvach
Signature of director	Signature of director/secretary
Mark A. Schwertfeger	Andrea L. Golvach
Name of director (print)	Name of director/secretary (print)

JPMORGAN CHASE BANK, N.A., individually as a
Lender and as Administrative Agent

By: /s/ John Morrone
Name: John Morrone
Title: Authorized Signer

JPMORGAN CHASE BANK, N.A., LONDON
BRANCH, as a Swiss Lender

By: /s/ Kennedy A. Capin
Name: Kennedy A. Capin
Title: Authorized Officer

BANK OF AMERICA, N.A., as a Lender

By: /s/ Brian Conole
Name: Brian Conole
Title: Senior Vice President

BANK OF MONTREAL, as a Lender

By: /s/ Sarah E. Fyffe
Name: Sarah E. Fyffe
Title: Vice President

BANK OF MONTREAL, LONDON BRANCH, as a Lender

By: /s/ Tom Woolgar
Name: Tom Woolgar
Title: MD

By: /s/ Sylvain Martinez
Name: Sylvain Martinez
Title: MD, CRO EMEA

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as a Lender

By: /s/ Nykole Hanna
Name: Nykole Hanna
Title: Authorized Signatory

WELLS FARGO BANK, NATIONAL ASSOCIATION,
LONDON BRANCH, as a Lender

By: /s/ Alison Powell
Name: Alison Powell
Title: Authorized Signatory

U.S. BANK NATIONAL ASSOCIATION, as a Lender

By: /s/ Andrew Stredde__________
Name: Andrew Stredde
Title: Vice President

CIBC BANK USA, as a Lender

By: /s/ Venkat Ravichandran_________
Name: Venkat Ravichandran
Title: Officer

KEYBANK NATIONAL ASSOCIATION, as a Lender

By: /s/ John P. Hecker_______
Name: John P. Hecker
Title: Senior Vice President

FIRST MIDWEST BANK, as a Lender

By: /s/ Thomas Brennan__________
Name: Thomas Brennan
Title: Vice President

Project Badger: Senior Noteholder Discussion Materials

June 2020 | Strictly Confidential

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Table of Contents

BRIGGS & STRATTON
CORPORATION

Executive Summary

Transaction Overview

- Briggs & Stratton Corporation ("Briggs & Stratton," "BGG" or the "Company") is the world's largest producer of gasoline engines for outdoor power equipment—with ~50-70%[1] residential engine market share in the United States —and a leading manufacturer of power generation, lawn and garden, turf care and job site products. The Company is also among the market leaders in offerings for commercial applications
- The Company has faced several discrete headwinds in recent years, notably:
  - Consumer preference shifting to "Do-It-For-Me" which has led to reductions in residential consumer engine demand, but offset by growth in commercial, larger engines and products
  - Disruption in the retail channel given Sears bankruptcy and the focus on e-commerce impacting pricing growth and inventory planning
  - Operational inefficiencies related to footprint investment and ERP upgrade
- Briggs & Stratton has been actively managing through these headwinds with a comprehensive plan that includes plant consolidations, identifying select assets for sale and continuing investment in its rapidly expanding commercial offerings
- However, recent developments related to the COVID-19 pandemic have further negatively impacted the business, causing reduced sales, heightened inventory levels, and a strain on the Company's current liquidity levels
- In light of the aforementioned challenges, BGG has undertaken the following actions to mitigate the headwinds facing the business, including:
  - Completion of the Company's business optimization program and continued implementation of its engineering manufacturing consolidation project, collectively aimed at driving efficiencies to generate substantial savings
  - Salary reductions, plant/line closures and tighter working capital management
  - Suspension of quarterly dividends and FQ4'20[2] Board cash retainer fees
  - The postponement of discretionary capital expenditures (the Company will continue to make maintenance and certain committed capital expenditures)
  - Entered into Amendment No. 4 to the ABL Facility Credit Agreement and currently engaged in discussions with the ABL Lenders to provide incremental flexibility

(1) Market share based on TraQline and OPEI
(2) FY2020 ends on June 28, 2020

Transaction Overview (cont.)

- The Company has developed a detailed business plan that reflects the current impacts of the COVID-19 pandemic, the longer term outlook for the business based on a conservative view of the likely recovery as well as the immediate, near-term cost savings actions that the Company can implement without incremental capital need
  - The Company has not included the full extent of its March 6 announcement in the plan, including the potential sale of assets, in light of the current COVID-19 market backdrop
  - Furthermore, the plan does not include certain other potential cost savings and repositioning actions
- Briggs & Stratton is seeking to raise incremental liquidity to support the Company as it executes its business plan during the COVID-19 downturn
- The Company is seeking proposals from potential investors and is open to various alternatives and structures that provide solutions for:
  - $100-150 million of additional liquidity in FY2021; and
  - The maturity of $195 million of Senior Unsecured Notes due in December 2020 (ABL Facility has springing maturity of September 2020 if the Senior Unsecured Notes are not refinanced)

Briggs & Stratton Overview

Company Overview

- Briggs & Stratton is the world's largest producer of gasoline engines for outdoor power equipment - **~50-70%(1) residential engine market share in the United States**
- Leading manufacturer of power generation, lawn and garden, turf care, and job site products; **the Company is among the market leaders in offerings for commercial applications**
- **Global footprint**: Offerings marketed and serviced in over 100 countries
- **Strong portfolio of global and most preferred brands,** including Briggs & Stratton®, Ferris®, Vanguard®
- Products serviced through **40,000 dealers globally**
- **Strength in residential** complemented by **fast growth commercial** business
- **Highly profitable** aftermarket business with 50,000 genuine parts in inventory generating above average contribution margins and further room for growth
- Unmatched customer relationships driven by significant after sale support
- Headquartered in Milwaukee, WI with **10 manufacturing facilities(2)** located in the United States, Australia, and China

Market-Leading Brands and Diverse Product Portfolio

Market-Leading Brands

#1 Global Power Brand
125 million delivered engines powering top walk brands

Allmand · Billy Goat · Ferris · Vanguard
High Growth Commercial Brands

Murray · Simplicity · Snapper
Leading Residential Brands

Branco · Victa
Differentiated International Brands

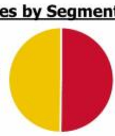
Differentiated Product Portfolio

Professional Series™ Engines	**V-Twin Engine (13-37 HP)**	**Commercial Battery Pack**
Standby Generators	**Walk Behind Mowers**	**Stand-On Blowers**
Snow Blowers	**Pressure Washers**	**Zero Turn Mowers**

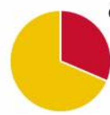
Aftermarket Parts and Services

Well-Diversified Business

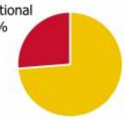
Sales by Segment(3)



Sales by Channel(3)



Sales by Geography(3)



(1) Market share based on TraQline and OPEI; ~70% for walks and ~50% for rides
(2) Excludes Murray facility (shutdown will be complete by June 2020)
(3) Sales based on LTM as per March 2020; Geography as per December 2019

Engines Segment Overview

Segment Overview

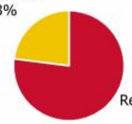
- Leading manufacturer of small gasoline engines with gross horsepower ranging from 2.5hp up to 40hp and aftermarket parts and services
- Over 125 million engines delivered to date
- Offers a superior after-sales support network across 40,000 servicing dealers globally and 50,000 parts
- High-growth commercial offerings through the Vanguard brand with a large, untapped market potential
- BGG has a growing suite of battery and Internet of Things products
- ~30% derived from international markets, primarily in Europe
- Expanding range of commercial engines serving a broader range of applications
- Globally regarded for user-driven innovation
- Vast majority made in USA for close proximity to customer base
- Domestic manufacturing with facilities in Auburn, AL, Statesboro, GA, Poplar Bluff, MO, and Wauwatosa, WI

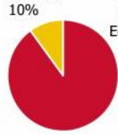
Deep Relationships With Global OEMs and Distributors

AL-KO | Husqvarna Group | John Deere | MTD | PowerDistributors | STIGA | TORO

25,000 Service Dealers Globally

End Market Overview





(1) Other includes industrial, construction, agricultural, and other consumer applications
(2) Market share based on TraQline and OPEI; ~70% for walks and ~50% for rides

Strong Brands and Product Portfolio

Brand	Select Products	Value Proposition
Briggs & Stratton	• Wide range of horizontal and vertical shaft engines from 2.5-27hp	• #1 provider of gasoline engines with 50-70%(2) market share in the United States • Commercial and Residential focus • Power 8 of top 10 mower brands
Vanguard	• Commercial battery packs • Engines from 5-40hp	• Commercial Focus • Innovative features including lowest consumption and highest performance in class
infohub	• Mobile monitoring for standby and portable generators • Fleet tracking and maintenance scheduling	• Mobile monitoring solution for generators and commercial products

Differentiated Platform

The Clear #1 Residential Power Provider With ~50-70%(2) Share in Residential Engines Market in the United States

Deeply Entrenched Customer Relationships

Rapidly Growing Commercial Product Line: ~9% Annual Growth Achieved 2015-2019

Products Segment Overview

Segment Overview

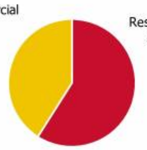
- BGG has leading market positions across a wide range of principal product lines, including:
  - Lawn and garden powered equipment
  - Portable and standby generators
  - Pressure washers
  - Snow throwers
  - Towable light towers, generators, air compressors, and heaters
- Products sold through multiple channels, including home centers, online, rental channel and independent dealers
- Leading aftermarket offering, including parts and services
- Domestic manufacturing with facilities in Lee's Summit, MO, Holdrege, NE, Munnsville, NY, Sherrill, NY, and Wauwatosa, WI(1)

Representative Customers

Lowe's | Pace | The Home Depot | Walmart | Bunnings Warehouse | United Rentals

>2,500 Independent U.S. Lawn and Garden Dealers

Sales Breakdown(2)



(1) Murray facility will be shut down by June
(2) As of LTM March 2020

Strong Brands and Product Portfolio

	Brand	Select Products	Value Proposition
Commercial	Billy Goat	• Blowers • Leaf vacuums	• Niche-focused outdoor property cleanup products
Commercial	Ferris	• Mowers • Sprayers	• Premium commercial turf equipment • #2 or #3 market positions by end market
Residential	Briggs & Stratton	• Portable Generators • Standby Generators	• #2 market position • Significant penetration opportunity
Residential	Murray	• Mowers	• Residential mowing equipment
Residential	Simplicity	• Lawn tractors • Snow throwers	• Premium residential equipment
Residential	Snapper	• Mowers • Lawn tractors	• Well-known mid-market residential and commercial equipment
Residential	Branco	• Mowers • Generators	• Light power equipment for Brazilian market
Residential	Victa	• Trimmers • Chainsaws	• Residential lawn and garden equipment for Australian market
Jobsite	Allmand	• Light towers • Mobile generators	• #2 market position in light towers • Jobsite equipment (rental and selling)

Differentiated Platform

#2 and #3 Market Position in Commercial End Markets

Large and Growing U.S. Dealer Network

Significant White Space Opportunity

Factors Impacting the Company

Shifting consumer trends driving stagnating residential consumer mower volumes

- An aging and urbanizing population, rising incomes as well as general shift in consumer preference are leading to an outgrowth in "Do-It-For-Me" in lieu of "Do-It-Yourself" for residential consumers
- The result is driving a shift in residential lawn and garden mower sales towards larger, professional equipment vs. smaller equipment, coupled with an elongated replacement cycle for consumer products
- Professional equipment generally commands higher prices and the resulting growth has modestly offset declines in smaller vertical engines and provides a growth opportunity for BGG
- Briggs & Stratton Engine and Product offerings span both small vertical engines for homeowners and large vertical engines for professional equipment

Mass retailers facing pressures which impacts BGG's ability to drive price

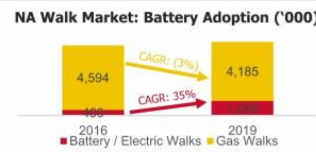
- Sears liquidation increasing market leverage for remaining large retailers; retailers increasingly demanding OEMs and suppliers bear a portion of the margin pressure or offer greater value, which has forced some suppliers to rethink channel strategies to protect margins
- In addition, traditional retailers have faced pressures to adapt as e-commerce continues to grow which increases price transparency and reduces brick and mortar advantage
- Pressures driving retailers to implement more stringent initiatives to control inventories and reduce costs, thereby creating disruptions in the planning cycle for OEMs and suppliers

Sears (Bankruptcy)

Husqvarna (Exiting Select Stand-Behind Products)

BGG still early in capturing benefits of electrification trend which is current priority growth area

- Technological advances are increasingly making battery-powered products competitive with engine-driven equipment in terms of performance, principally on the residential side, as well as the commercial side, to a lesser degree
- Consumer preference for lightweight, eco-friendly and quiet alternatives to gas-powered solutions
- Continued innovation (e.g., robotic lawn mowers) will put further pressure on gas-powered devices
  - Some market participants are shifting focus to battery in select categories
- Despite the growth in battery, 40% of U.S. households currently own a gas walk mower and consumers continue to balance premium price relative to convenience

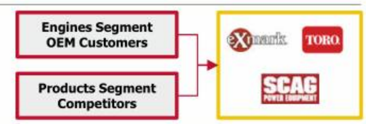


ERP rollout and plant start-ups drive inefficiencies

- Experienced inefficiencies related to the ERP system rollout, which led to long reaction times in FY2019
- Briggs & Stratton has actively pursued plant consolidations in times of disruption, including from the threat of low-cost importers
  - Closed or exited six facilities since 2006, but added additional facilities through M&A
  - Onshoring of engine production
  - Consolidation of small engine production into Poplar Bluff, MO and closure of the Murray, KY plant
- Current plant utilization provides significant upside potential for further consolidation

BGG managing perceived channel conflict which impacts commercial turf upside

- Products segment offerings compete with certain customers within the Engines segment
- BGG has managed this conflict by focusing Product segment offerings on discrete dealer channels to avoid direct competition with existing and potential engine OEM customers
- However, this limits ability to pursue attractive commercial growth opportunities given need to pursue commercial turf care product sales through independent channels relative to OEM engine customers



(1) BGG closed/exited six facilities, but gained new ones through acquisitions and expansion; pro forma for planned exit of Murray

Sources: OPEI, Global Insight & Analysis, Freedonia Global Power Lawn & Garden Equipment (September 2019)

Steps Taken to Manage Through the Pandemic

COVID-19 Impact

- Actual revenue in FQ3'20 was estimated to be lower by ~$40 million compared to the Company's forecast
- Briggs' customers and sales channels have been materially impacted by developments related to COVID-19
  - MTD Products closed manufacturing operations March 23 (operations have since reopened)
  - John Deere withdrew its previously-provided earnings guidance on March 23 and announced reduced production
  - Other OEMs, including Husqvarna, Toro and Excel, announced plant closures beginning in early April
  - Lawn and Garden dealers in the U.S. have largely remained open; however, they reduced orders in the last two weeks of FQ3'20
  - Rental customers slowed orders as they began to conserve capital expenditure dollars pending further visibility into market conditions
  - Several European OEM customers, dealers, distributors, and retailers closed in mid-March, unlike in the U.S., where these channels remain open
- Four- to five-week plant/select line shutdowns in April at the Milwaukee, Sherrill, Holdrege, Auburn, Poplar Bluff, and Statesboro facilities

Actions Taken

Employee Costs

- Base salary reductions of 35% to 40% for executives and 25% to 30% for other salaried employees, generally effective FQ4'20
- Suspension of 401(k) matching and KESIP contributions
- Labor savings from plant shut downs

Working Capital

- Active reduction in purchasing in tandem with plant shutdowns, resulting in inventory reductions
- Active management of accounts payable to maintain liquidity headroom

CARES Act

- Payroll tax deferral until December 2021 has been elected
- Assessing refund of taxes under carryback of losses from prior years

Other

- Negotiated amendment of ABL Facility with lenders to provide near-term liquidity headroom
- All capex has been deferred with the exception of maintenance capex and certain committed capex (primarily related to an investment in battery products for a new FY21 customer)
- Travel suspended and all marketing events deferred
- Board cash retainer fees have been eliminated for FQ4'20

BGG Has Reassessed the Business From the Bottom Up Due to These Headwinds

BGG Has Faced Challenges…	…And Continues to Evolve to the Everchanging Environment
Underutilized Production Footprint	Plant Closures and Integration into Existing Operations Coupled With Operational Improvement Initiatives
Shift in Consumer Trends and Stagnating Residential Market	Investment in Commercial Growth through Vanguard and Ferris Brands Coupled with Battery Offering Launch
COVID-19 Impacting Peak Season	Proactive Working Capital Management Including Improved Production Management
Perceived Channel Conflict Between Products and Engines Segment	Increased Focus on Dealer Relationships and Shifting Go-To-Market Strategy

Significant Efforts Underway

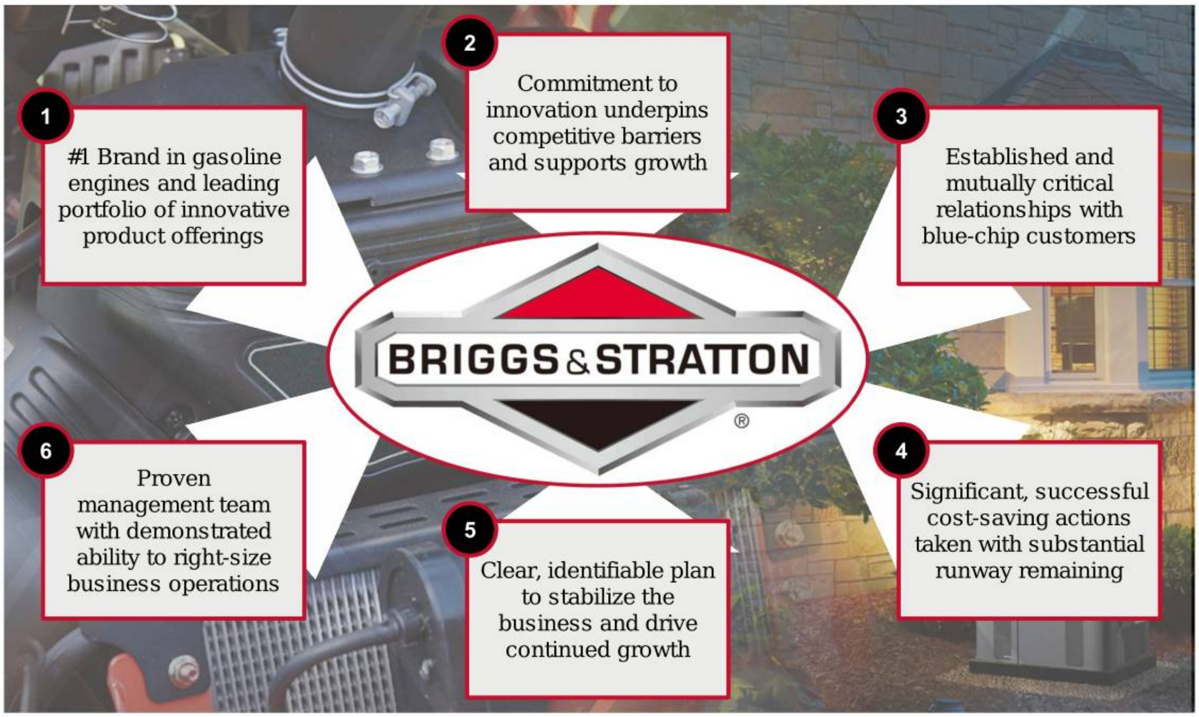
	Initiatives	Cost Saving p.a.
Inventory Reduction	• Shutting down Engine and Product plants for a month in mid-summer and not rebuilding inventory • Inventory build more in line with demand from customers with commitments within 60 days of delivery	**Cash Management**
ESG&A	• ESG&A and other cost reductions	**~$85m+**
Engines	• Murray plant consolidation • Statesboro single cylinder engine line extension • Supplier cost savings • Auburn plant configuration changes	
Products	• Cost reductions related to labor efficiency and material savings for residential rides and commercials rides • Material cost savings related to reduction in steel prices for Sherrill plant • Cost reductions related to right-sizing of manufacturing and distribution footprint • Other identified cost savings initiatives	

Significant upside potential not included in the plan including incremental footprint rationalization, pricing improvement, SKU rationalization and non-core divestitures

BRIGGS & STRATTON
CORPORATION

Why BGG Is Positioned to Win Over the Long Term

Why BGG Is Positioned to Win Over the Long Term



1 #1 Brand in Gasoline Engines and Leading Portfolio of Innovative Product Offerings

Briggs & Stratton is the most preferred engine brand and offers a wide range of power equipment with a growing suite of differentiated commercial applications

Established Leader Today

#1
Small and Large Vertical and Residential Engines
50%+ Market Share
100+ Years of Brand Excellence

#2 or #3
Commercial Engines
25%+ Market Share
40+ Year History / Recently Enhanced Focus

#2 or #3
Commercial Turf Care
Strong Growth Opportunity
20+ Years of Brand Excellence

#2
Stand-By Power
Significant Penetration Opportunity
10+ Years of Exceptional Performance

Highest Engine Brand Awareness and Preference

Award-Winning and Critically Acclaimed Products

Competitive Advantages

Leading Domain Expertise in Power Applications	Products Maximize Efficiency and Reduce Cost
Trusted, Well-Known Brands	Drives Customer Stickiness and Demand
Robust R&D Commitment	Drives Innovation and Defends Market Position
Extensive Installed Base and After-Sales Support	Significant Aftermarket Opportunity
Trusted Partner of OEMs Globally	High Switching Costs
Deeply Entrenched Across Channels	Second-to-None Market Feedback

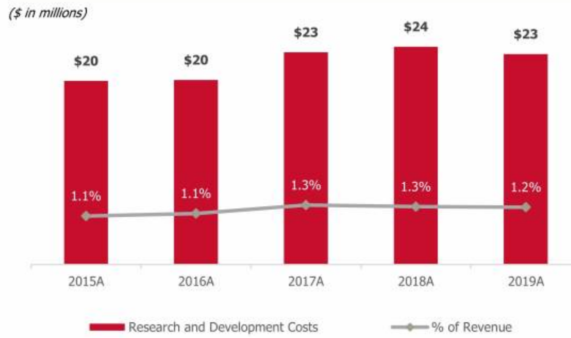
2 Commitment to Innovation Underpins Competitive Barriers and Supports Growth

Briggs & Stratton is deeply committed to R&D and recognized as an innovation leader in the market

Significant R&D Capabilities

- Stage-gate process that includes problem discovery, concept analysis and business case definition for new developments
- Innovation & Technology team consists of four groups (Product Planning & Management, R&D, Product Development, Product Support) working in unison to produce products and support the end user
- Deep domain expertise paired with strong Intellectual Property and proprietary battery pack know-how to fuel the next leg of growth
- Four global power application centers in the U.S., Germany, China, and Australia
  - All application centers are equipped with state-of-the-art, automotive style noise, vibration, and harshness (NVH) labs and significant testing capabilities, including power source and application evaluation, extreme temperature testing, fuel system testing, vibration testing, and noise/sound testing
  - Work on new product development and troubleshooting an issue from the field to achieve globally certified quality standards, enhance product performance, reduce warranty claim, and increase homeowner satisfaction
  - User-driven innovation focused on the voice of the customer

Significant Investments in R&D



Track Record of Successful Launches

Infohub (IoT)

- Suite of connected power technologies that enable the monitoring of equipment

Decrease Downtime

Electronic Fuel Injection

- Engine sensors to make cycle-by-cycle decisions on how much fuel and spark to provide the engine and when

25% Fuel Savings

Oilguard System

- Five-quart oil reservoir that stores two and a half times more oil than the classical system

60% Cost Savings

Mow N' Stow

- Vertical storing solution
- Reduces storage footprint by up to 70%

Space Saving

Quiet Power Technology®

- 163 - 190cc displacement gas engines

Up to 60% quieter

CO Guard™

- Shuts down generator when harmful levels of carbon monoxide accumulate in the generator's operating area

Increased Safety

2 Demonstrated Ability to Introduce New Offerings to Support Growth – Commercial Engines

Over the past years, Briggs & Stratton has successfully driven its growth in commercial offerings through its Vanguard brand

Case Study: Vanguard Commercial Engine Growth

Product Offering

V-Twin Engines 13 to 40 Gross HP | **Single Cylinder Engines 5 to 13 Gross HP**

Market Dynamics

- $1.2 billion market growing at 5% annually
- Lawn service growth continues as consumers move to Do-It-For Me
- Fragmented OEM base across multiple market segments creates multiple opportunities

BGG Actions

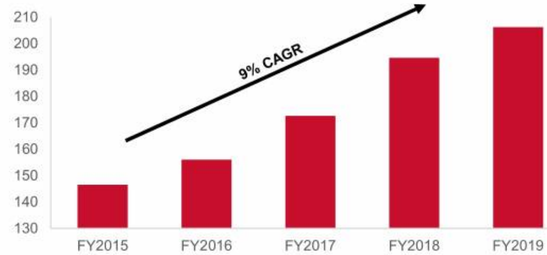
- Launched leading portfolio of 5 – 40 HP engines
- Demonstrated superior product capabilities in terms of productivity and up-time:
  - Optimized starting – the easiest engine to start
  - Best-in-class sound, power, performance and vibrating
- Application expertise for stronger customer engagement

Positioned to Gain Market Share

- Market-leading enabling technologies – Electronic Fuel Injection and integrated IoT-based InfoHub solution
- Industry-leading training and support for dealers and commercial cutters
- World-class quality and performance from recent investments in manufacturing
- New products to expand range of applications and customers served
- Strong customer relationships across OEM and rental channel

Commercial Engines Sales Growth Achieved

($ in millions)



Targeted Market

Commercial Turf | **Recreation** | **Construction** | **Chore** | **Industrial**

$1.2 Billion Market

2 Demonstrated Ability to Introduce New Offerings to Support Growth – Commercial Turf Products

Over the past years, Briggs & Stratton has successfully driven its growth in commercial offerings through its Ferris brand

Case Study: Commercial Turf Products Growth

Product Offering FERRIS

Market Dynamics

- Strong market growth resulting from shift to do it for me instead of do it yourself
- Brand loyalty is one of the main drivers to gain market share

BGG Actions

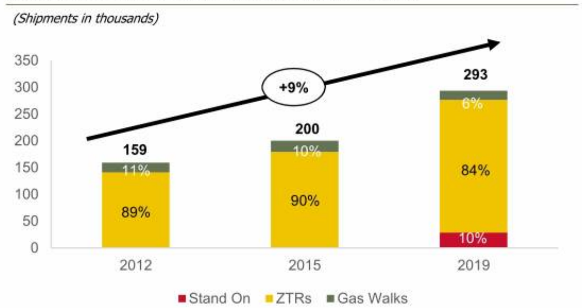
- Repositioned the brand to further target the commercial cutter market
- Initiated dealer excellence program to establish best practice across dealer network
- Increased efforts on expanding the dealer network – only one quarter of all Briggs & Stratton dealers currently carry Ferris products

Positioned to Gain Market Share

- Ferris is the #2 or #3 (depending on market) producer for commercial mowers with significant opportunity to gain market share from smaller competitors
- Preferred brand of prosumers with further opportunity to grow in commercial market
- Significant placement gaps in the West and South that can be targeted
- Strong market position in densely populated areas with ample room for growth

Commercial Sales Growth Achieved(1)

Targeted Market (Commercial Lawn Mower)(2)



(1) Including commercial engines
(2) Per OPEI

2 Established Pipeline of Innovative New Offerings

Leveraging its significant power know-how and strong market position in commercial, Briggs & Stratton has developed a unique battery pack product offering

Case Study: Battery Pack Introduction

VANGUARD

Product Offering

Market Dynamics

- Large developing $12bn market opportunity beyond traditional lawn and garden
- Environmental/society awareness drives demand
- Higher acquisition cost than traditional power sources (gas, diesel, lead acid battery) but increasingly compelling total cost of ownership for commercial applications

BGG Actions

- Leverages core power application expertise and existing customer base
- High level of customer interest and strong order book with expected >$30 million sales in FY2021
- Two battery production facilities and technology development centers established
- Battery margins are expected to be accretive to overall engine gross margins
- Strategic alliances with lithium-ion cell providers

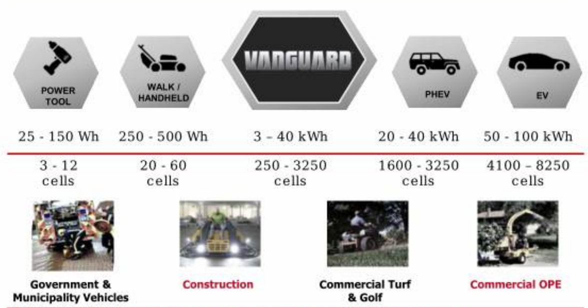
Positioned to Win

- Proprietary modular construction for easy customization and cost-effective production at scale
- Integrated system solution: battery, charger, controller
- Strong IP and proprietary battery pack know-how, including unique software design
- Ability to address many applications with varying power needs (3 – 40 kWh) through unique product design and application expertise
- Little or no competition with large lithium-ion, nonautomotive style packs
- Blue-chip customers including Club Car as an identified and signed-on partner

Commercially Focused Solution

- Designed for long life and ROI
- Durability demanded by professionals for use on the job
- Fast charging capability
- Serviceable to maximize uptime, lower repair costs and total cost of ownership

Market Opportunity



$12 Billion Battery Pack Opportunity

3 Established and Mutually-Critical Relationships with Blue-Chip Customers

Briggs & Stratton is the brand of choice for global OEMs, professionals and household consumers

Briggs & Stratton Customer Offering

- Significant and unmatched suite of after sales services, including:
  - 40,000 dealers service BGG products around the globe
  - Power Application Centers for testing and certification
  - Next-day parts delivery and availability for ~20,000 U.S. dealers
  - Dedicated technical support and resources
  - Over 50,000 genuine parts in inventory, competitively priced and guaranteed to fit
  - Broadest re-power line-up of application-specific engines for higher residual equipment value
  - Unmatched service education, online and in-person technician training
- Significant brand support driving the ultimate buyer decision:
  - Marketing support, including the support of brand launches and events
  - In-store merchandising support, including storage displays and beam cards, among others
  - Briggs & Stratton has the highest engine brand awareness in the U.S.[(1)]

Blue-Chip Customers

Customer	Products
MTD	• Residential Turf Engines
Lowe's	• Home maintenance products, such as pressure washers
Husqvarna Group	• Residential Turf Engines
John Deere	• Residential Turf Engines • Commercial Turf Engines
PACE	• Commercial and residential turf care (e.g. mowers)
TORO	• Residential Turf Engines
Bunnings warehouse	• Home maintenance products, such as pressure washers
STIGA	• Residential Turf Engines
Costco Wholesale	• Home maintenance products, such as pressure washers

Highly entrenched customer relationships with Briggs & Stratton representing 50%+ wallet share in some cases[(2)]

(1) Based on TraQline and OPEI
(2) Management estimate

4 Significant, Successful Cost-Saving Actions Taken With Substantial Runway Remaining

Over the past years, BGG has taken various actions to improve the operational setup and adjust the strategy to reflect a changing market environment

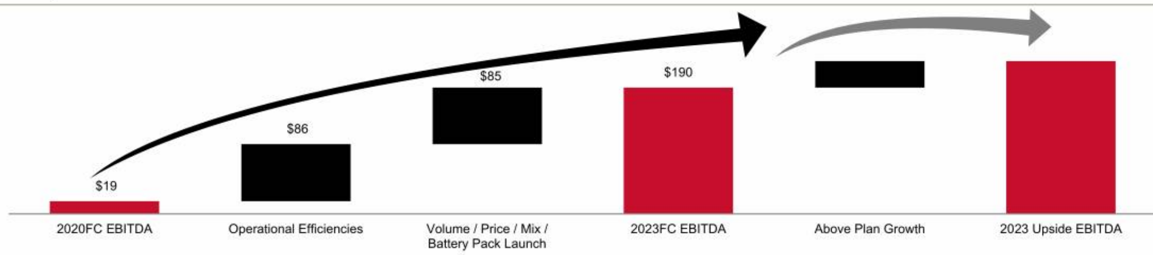
	Description	Status	Run-Rate Savings / Improvement
ERP Upgrade	• Single, company-wide instance with improved data integrity • Streamlined processes and improved global logistics	Completed	Delivery Time
Commercial Turf Expansion	• Expansion of Ferris production into larger, more efficient facility in Sherrill, NY • Double production capacity with ~30% more space utilizing same, experienced workforce	Completed	Growth Support
Commercial Engine Onshoring	• Vanguard moved from being produced by offshore JV into existing large engine plants • Capture full margin and improve plant utilization while maintaining high quality	Completed	$11m
ESG&A and Other Cost Savings	• Cost reductions	Ongoing	~$85m+
Manufacturing Consolidation and Other Identified Cost Savings Initiatives	• Consolidation of small engine production and closure of the Murray, KY plant • Statesboro line extension • Auburn plant configuration changes	Ongoing	
Supplier and Material Cost Savings	• Supplier cost savings • Material cost savings and increased labor efficiency	Ongoing	
Facility Footprint	• Right-sizing of manufacturing and distribution facility footprint	Ongoing	

Initiatives Completed and Underway will Contribute to more Than $100 Million in Run-Rate Savings

5 Clear, Identifiable Plan to Stabilize the Business and Drive Continued Growth

Briggs & Stratton has a defined plan to increase margin and grow EBITDA from $19 million in FY2020 to $190 million in FY2023

Clearly Defined Growth Plan



Identified and Underway Plan to Drive Profitable Growth

Plant Consolidation	• Consolidation of small engine production and closure of the Murray, KY plant • Improve plant utilization to ~90% • Several efficiency improvement measures, including Statesboro line extension and Auburn plant configuration changes
Operational Efficiencies	• Takeout of ESG&A and other costs • Recently established ERP system to streamline processes and improve global logistics • Rationalization of distribution facility footprint
Volume / Price / Mix	• Increased commercial engines sales driven by launch of new Vanguard product line • Growth in standby generator sales as a result of dealer growth • Growth in jobsite products
Battery Pack Launch	• Little or no competition with large lithium-ion, nonautomotive style battery packs • Significant customer interest for new, proprietary modular battery product offering • $150m in revenue growth from battery pack systems between 2020 and 2023

6 Proven Management Team With Demonstrated Ability to Right-Size Business Operations

Briggs & Stratton is led by an highly experienced and long-tenured management team that has implemented several growth and cost saving initiatives

Superior Senior Leadership

Executive		Years at BGG	Background
	**Todd Teske** Chairman, President, and CEO	24	• MBA from the Kellogg School of Management • Served in current role since 2010
	**Mark Schwertfeger** SVP and CFO	12	• Graduated from the University of Wisconsin • Served in current role since 2015
	**Harold Redman** SVP & President - Global Turf & Consumer Products Group	16	• Graduated from Northern Illinois University • Oversees Global Turf & Consumer Products group
	**William Reitman** SVP & President – Support	27	• Graduated from the University of Wisconsin • Oversees Global Support business
	**David Rodgers** SVP & President - Engines & Power	14	• BS in Accounting from Marquette University • Oversees Engines and Power

Ongoing Operational Improvements | **Launched Commercial Offering** | **Navigating Global Pandemic**

BRIGGS & STRATTON
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Historical and Projected Financials

Summary Historical Financials

($ in millions)	FYE June 30, 2015A	2016A	2017A	2018A	2019A
Engines Revenue	*1,209*	*1,143*	*1,099*	*1,066*	*989*
Products Revenue	*789*	*772*	*778*	*904*	*932*
Inter-Segment Eliminations	*(103)*	*(106)*	*(91)*	*(89)*	*(84)*
Revenue	**$1,895**	**$1,809**	**$1,786**	**$1,881**	**$1,837**
Adj. Gross Profit	**$385**	**$382**	**$384**	**$405**	**$313**
Adj. ESG&A	**(289)**	**(294)**	**(298)**	**(323)**	**(312)**
Other Income / Expenses	-	2	11	12	12
Engines Adj. Operating Income	*94*	*85*	*84*	*64*	*14*
Products Adj. Operating Income	*7*	*10*	*13*	*30*	*(0)*
Inter-Segment Eliminations	*(5)*	*(5)*	*1*	*1*	*(1)*
Adj. Operating Income incl. Other Income	**$96**	**$90**	**$97**	**$94**	**$13**
Depreciation and Amortization	52	54	56	58	62
Adj. EBITDA	**$148**	**$145**	**$154**	**$152**	**$75**
Capital Expenditures	**$72**	**$64**	**$83**	**$103**	**$52**
Free Cash Flow(1)	**$76**	**$80**	**$70**	**$49**	**$22**
Operating Metrics					
% Revenue Growth	*1.9%*	*(4.5%)*	*(1.3%)*	*5.3%*	*(2.4%)*
% Engines Revenue Growth	*(0.9%)*	*(5.5%)*	*(3.9%)*	*(3.0%)*	*(7.3%)*
% Products Revenue Growth	*7.1%*	*(2.1%)*	*0.8%*	*16.1%*	*3.1%*
% Adj. Gross Margin	*20.3%*	*21.1%*	*21.5%*	*21.5%*	*17.0%*
Adj. ESG&A as % of Sales	*15.3%*	*16.2%*	*16.7%*	*17.2%*	*17.0%*
% Adj. Operating Income incl. Other Income Margin	*5.0%*	*5.0%*	*5.5%*	*5.0%*	*0.7%*
% Engines Adj. Operating Income Margin	*7.8%*	*7.4%*	*7.7%*	*6.0%*	*1.4%*
% Products Adj. Operating Income Margin	*0.9%*	*1.3%*	*1.6%*	*3.3%*	*(0.0%)*
% Adj. EBITDA Margin	*7.8%*	*8.0%*	*8.6%*	*8.1%*	*4.1%*
Capital Expenditures as % of Sales	*3.8%*	*3.5%*	*4.7%*	*5.5%*	*2.9%*

Note: Adj. EBITDA includes Other Income / Expenses
(1) Adjusted EBITDA less Capital Expenditures

Management Commentary

FY2019

- **Engines Sales:** Sales decline due to unusually dry weather conditions in Australia and Europe; near-term disruption caused by channel partner transitions, including the bankruptcy of Sears, partially offset by double-digit growth in commercial engines
- **Products Sales:** Growth in commercial products and pressure washers modestly offset by lower shipments related to less hurricane activity
- **Profitability:** Lower EBITDA Margin primarily driven by higher-than-expected operational inefficiencies encountered during ramp-up of business optimization initiatives as well as lower sales volumes and unfavorable sales mix which were modestly offset by reduced ESG&A

FY2018

- **Engines Sales:** Decline in residential engine sales due to slower channel inventory build driven by delayed start to spring and brand transitions, partially offset by Vanguard engine sales and higher pricing.
- **Products Sales:** Higher sales of commercial lawn and garden equipment, job site equipment, as well as generators related to hurricane activity
- **Profitability:** Manufacturing efficiency improvements, balanced price/inflation and Products mix offset by lower production volumes and increased ESG&A spend, including ERP upgrade and growth initiatives

FY2017

- **Engines:** Decline driven by lower shipments in North America as channel partners focused on controlling inventory at low levels, partially offset by growth in Vanguard commercial engines
- **Products:** Growth driven by commercial lawn and garden equipment, job site equipment and generators, partially offset by pressure washers
- **Profitability:** Margin expansion driven by manufacturing efficiency improvements, favorable mix including commercial product growth, but partially offset by lower production volumes and increased spending in to support ERP upgrade

Assumptions Overview – Improvement Measures

Go-to-Market Strategy	• Briggs & Stratton will continue to focus its go-to-market strategy on managing each brand into their respective channels, including: ◦ Operate and manage the core Briggs & Stratton engine brand for sustained market leadership ◦ Increased investment in the Vanguard commercial brand to support commercial expansion and BGG's electrification strategy ◦ Continue to leverage the established Ferris brand as the cornerstone for commercial turf products ◦ Further leverage the Allmand high-end, commercial equipment product into the rental channel
Electrification	• Briggs & Stratton will continue to deploy a comprehensive electrification strategy • BGG is currently in the early stages of the electrification growth process ◦ The Company has developed a flexible core product offering, which is protected by IP and has Club Car as a blue-chip partner ◦ Ability to adapt the core product to required applications through pack sizing (cell module assemblies) and features within the battery management system ◦ Invested in a new facility outside of Atlanta that will open in June, coupled with a facility in Milwaukee that can produce packs • Model assumes growth supported by: ◦ Focus on commercial applications with two customers already identified and primed for launch ◦ Expected shift from lead acid to lithium-ion, which is a higher price point but provides better power characteristic and longevity ◦ Expansion into new markets for products used inside and outside during their duty cycle
Cost-Saving / Reorg. Measures	• Briggs & Stratton is on track to execute the reorganization measures against its plan • Major restructuring initiatives include: ◦ Plant consolidation ◦ Supplier/material related cost savings ◦ Auburn plant configuration changes ◦ Cost reductions related to labor efficiency and material savings for residential rides and commercials in FY21 ◦ Material cost savings related to reduction in steel prices for Sherrill plant ◦ Cost reductions related to distribution facility footprint reduction

Assumptions Overview – Methodology

COVID-19	• The Company is impacted by the shift in consumer behavior resulting from COVID-19; the related downturn will continue in FY2021 with recovery beginning in Q4'FY2021 and ramp slowly to steady state in FY23
Gross Sales	• Sales are forecasted by product hierarchy using the last twelve months of actuals ending March 2020 • Management provided an estimated monthly year-over-year percentage growth/decline which was applied to each respective historical month's sales based on its best estimate • New product initiatives (such as batteries) were forecasted separately based on management's best estimates of volume and price
COGS	• Based on last 12 months actuals • Direct Labor and Direct Materials are forecasted separately by product hierarchy based on management's best estimate of the actual proportion of labor and materials per product hierarchy • Burden was forecasted based on last 12 months actuals by facility and split between fixed and variable costs by facility • Variable costs are forecasted as a percentage of sales based on historical actuals • New product initiatives were forecasted based on management's best estimate of cost – Direct Labor and Direct Materials whereby burden was forecasted separately by plant
ESG&A	• ESG&A based upon run rate less cost savings initiatives slated to begin in FY21
Other	• No change in capital structure or interest rates • 28% tax rate; does not assume use of NOLs to offset cash tax liability • JV income is calculated at consolidated level • Inflationary cost pressure can be managed through price increases or cost-saving initiatives (no inflation)

Segment Level Sales

($ in millions)	Pro Forma Actuals FY 19	Pro Forma Fcst + Act FY 20	Forecast FY21	Forecast FY 22	Forecast FY 23
Net Sales					
Engines	989	760	720	849	967
Products	932	917	866	925	991
Corp Elims.	(84)	(84)	(78)	(79)	(82)
Total Net Sales	**$1,837**	**$1,593**	**$1,508**	**$1,695**	**$1,876**
Net sales % incr (decr)					
Engines	*(7.2%)*	*(23.1%)*	*(5.2%)*	*17.9%*	*13.8%*
Products	*3.3%*	*(1.6%)*	*(5.6%)*	*6.8%*	*7.1%*
Net Sales Concentration (Excl. Corp. Elims)					
Engines	*51.5%*	*45.3%*	*45.4%*	*47.9%*	*49.4%*
Products	*48.5%*	*54.7%*	*54.6%*	*52.1%*	*50.6%*

Note: All data subject to change upon completion of additional analysis
Some totals may not add due to rounding

Annual Consolidated Statement of Profit and Loss

($ in millions)	Pro Forma Actuals FY 19	Pro Forma Fcst + Act FY 20	Forecast FY21	Forecast FY 22	Forecast FY 23
Net Sales	**$1,837**	**$1,593**	**$1,508**	**$1,695**	**$1,876**
Net sales % incr (decr)	*(2.4%)*	*(13.2%)*	*(5.3%)*	*12.3%*	*10.7%*
Cost of Goods Sold	**1,524**	**1,344**	**1,257**	**1,376**	**1,500**
Gross Profit	**313**	**249**	**252**	**319**	**375**
Gross margin %	*17.0%*	*15.6%*	*16.7%*	*18.8%*	*20.0%*
ESG&A	**312**	**302**	**275**	**252**	**252**
ESG&A % net sales	*17.0%*	*19.0%*	*18.2%*	*14.9%*	*13.4%*
Operating Income	**0**	**(53)**	**(23)**	**66**	**123**
Operating income %	*0.0%*	*(3.3%)*	*(1.6%)*	*3.9%*	*6.6%*
Other (Income) Expense	13	18	14	40	55
Net Income	**(13)**	**(71)**	**(37)**	**26**	**68**
Net income %	*(0.7%)*	*(4.5%)*	*(2.5%)*	*1.6%*	*3.6%*
EBITDA	**$75**	**$19**	**$42**	**$131**	**$190**
EBITDA margin %	*4.1%*	*1.2%*	*2.8%*	*7.8%*	*10.1%*

Note: All data subject to change upon completion of additional analysis
EBITDA includes Other Income / Expenses
Some totals may not add due to rounding

Annual Consolidated Balance Sheet

($ in millions)	Forecast FY 20	Forecast FY 21	Forecast FY 22	Forecast FY 23
Current Assets				
Cash and equivalents	$31	$31	$31	$31
Accounts Receivable	192	185	199	215
Inventory	453	384	399	386
Other current assets	21	19	19	19
Total current assets	**697**	**619**	**647**	**650**
Fixed assets	483	470	456	441
Other non-current assets	250	264	264	264
Total assets	**$1,429**	**$1,353**	**$1,367**	**$1,355**
Current Liabilities				
Accounts Payable	98	125	133	142
Line of credit	331	268	250	171
Senior Notes	195	195	195	195
Other current liabilities	191	188	188	188
Total current liabilities	**815**	**776**	**766**	**697**
Pension and post-retirement	252	252	250	238
Other non-current liabilities	163	163	163	163
Total liabilities	**$1,231**	**$1,192**	**$1,180**	**$1,099**
Total shareholder's equity	**$198**	**$161**	**$187**	**$256**
Total liabilities and shareholder's equity	**$1,429**	**$1,353**	**$1,367**	**$1,355**
Working Capital Days (Avg.)				
DSO	44	45	43	42
DIO	123	112	106	94
DPO	27	36	35	35

Memo: Historical Working Capital Days (Avg.)	FY 2016	FY 2017	FY 2018	FY 2019
DSO	39	47	35	39
DIO	99	97	100	128
DPO	46	50	50	73

Note: All data subject to change upon completion of additional analysis; working capital days projected on a monthly basis
Some totals may not add due to rounding

Annual Consolidated Statement of Cash Flows

($ in millions)	Forecast Q4 FY 20	Forecast Yearly FY 21	Forecast Yearly FY 22	Forecast Yearly FY 23
Cash flow from operations				
Net income	(32)	(37)	26	68
Depreciation & amortization	16	59	60	61
(Increase) decrease in working capital	89	102	(21)	7
Cash provided (used) by operations	**$74**	**$124**	**$66**	**$137**
Cash flow from investing				
Capital spending	(15)	(46)	(46)	(46)
Other	0	(15)	0	0
Cash provided (used) by investing	**($15)**	**($61)**	**($46)**	**($46)**
Cash flow from financing				
Pension funding	0	0	(2)	(12)
Debt issuance / (repayment)	0	0	0	0
Borrowing (repayment) of ABL	(71)	(64)	(18)	(79)
Cash provided (used) by financing	**($71)**	**($64)**	**($20)**	**($91)**
Net cash flow (before borrowing / repayment of ABL)	**$59**	**$64**	**$18**	**$79**
Memo:				
Cash and cash equivalents, ending	**31**	**31**	**31**	**30**
Line of credit, ending	**331**	**268**	**250**	**171**
Unlevered Free Cash Flow		**95**	**51**	**121**
Minimum Intra-Year Available Liquidity (Shortfall)		**(47)**	**(85)**	**(57)**
Maximum Intra-Year Available Liquidity (Shortfall)		**89**	**94**	**151**

Note: All data subject to change upon completion of additional analysis
Some totals may not add due to rounding

Profit and Loss Bridge

($ in millions)	Net Sales	EBITDA	% of Net Sales
FY20 Net Sales / EBITDA	**$1,593**	**$19**	**1.2%**
Volume / COVID / Battery Growth	(78)	(26)	
Pricing / Mix	(7)	(6)	
Small Engine Manufacturing Consolidation Project	0	13	
Facility Consolidation	0	15	
Spending Reduction (ESG&A and Other)	0	27	
FY21 Net Sales / EBITDA	**$1,508**	**$42**	**2.8%**
Volume / COVID / Battery Growth	186	60	
Spending Reduction (ESG&A and Other)	0	23	
Facility Consolidation	0	7	
FY22 Net Sales / EBITDA	**$1,695**	**$131**	**7.8%**
Volume / COVID / Battery Growth	181	58	
FY23 Net Sales / EBITDA	**$1,876**	**$190**	**10.1%**

Note: All data subject to change upon completion of additional analysis
FY21 includes ~$12.5m of restructuring charges related to expected actions
EBITDA includes Other Income / Expenses
Some totals may not add due to rounding

Above Plan Growth Potential

Further Operational Initiatives	• Additional analysis of plant utilization to right-size manufacturing footprint
	  • Right-size organization across functions, business units and corporate
	• Increase implementation of company-wide operational improvement initiatives to further eliminate inefficiencies
	  • Develop a new operating model and a restructuring mindset
	  • Further indirect spend rationalization
	• Explore additional warehouse optimization options

Improvement in Go-To-Market	• Optimized pricing, discount and terms across all product categories to focus on value in the channel and earning Briggs & Stratton's fair share • Identify and optimize contract terms across customer accounts • SKU rationalization opportunities across brands to eliminate complexity and focus on high performing and profitable SKUs • Improve pricing discipline to focus on holding or expanding price while maintaining volume – value mindset • Product-by-product review to identify product cost reduction opportunities to drive gross margins
Address Perceived Channel Conflict	• Identify and explore channel relationships to confirm profitable route to market and the net cost of lost sales • Eliminate offerings that pose a hindrance to further growth
Potential Non-core Divestitures	• When markets appropriate, explore potential non-core divestitures of assets

Growth Opportunities	• Accelerate investments in Vanguard engine offering
	• Accelerate investments in battery pack offering
	• Accelerate penetration of standby generator business to take national share
	• Further invest in dealer relationships and go-to-market strategy
	  • Leverage existing channel strength
	  • Continued parts shipment execution
	  • Deliver value through the channel
	• Accelerate focus on the aftermarket and mining the installed base

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Weekly Cash Flow Projections

Cash Flow Projections
Assumptions

The Company, with the assistance of its advisors, has recently updated its 13-week cash flow forecast. Significant assumptions[1] are set forth below.

Receipts	• Forecasted receipts are based on: – Existing accounts receivable unwind based on historical customer payment patterns – Conversion of sales into receipts based on customer payment terms – Sales are based on management's forecast per the FY21 Business Plan and assumes COVID downturn will continue from Q4 FY20 into FY21
Operating Disbursements	• Near-term payments assume the unwind of existing accounts payable and future purchases based on management's forecast, with existing payment terms • Payroll and payroll-related reflects current payroll levels with cost reduction initiatives reflected. Plants are closed for the month of July. • 401(k) is based on February run-rate employee and employer contributions (match is suspended in April-June) • As permitted under the CARES Act, a portion of employer payroll taxes is deferred to FY21 • No cash retainer fees to the Board of Directors in FQ4'20 • Committed and maintenance capex of $10 million are included in disbursements. All remaining capex has been deferred.
Financing Costs	• ABL Facility interest and charges estimated are based on existing terms in the Revolving Credit Agreement • Interest on the U.S. portion of the ABL Facility and the letters of credit is calculated weekly and assumed to be paid at the end of each month. Actual timing will vary based on the maturity of existing tranches. • Interest includes the semi-annual coupon on the Senior Notes
ABL Facility / Borrowing Base	• ABL Facility and Borrowing Base include the U.S., Swiss and Australian facilities • All receipts and cash balances from U.S. operations throughout the forecast period are applied to the ABL Facility • Availability is forecast assuming a weekly update of AR and a monthly update of inventory • Collateral eligibility is estimated based on the U.S. operations' historical level of ineligible collateral relative to total collateral

(1) Assumptions refer to U.S. operations only, unless otherwise noted

13-Week Cash Flow Forecast

$ thousands

	13 Week Cash Flow - Weekly BBC (weekly A/R, monthly Inventory)							
	Forecast	**Forecast**	**Forecast**	**Forecast**	**Forecast**	**Forecast**	**Forecast**	**Total**
	5-Jun-20	**12-Jun-20**	**19-Jun-20**	**26-Jun-20**	**3-Jul-20**	**10-Jul-20**	**17-Jul-20**	**7-Week**
Total Receipts	**$ 22,617.8**	**$ 18,870.2**	**$ 25,738.1**	**$ 35,872.5**	**$ 25,188.0**	**$ 18,817.3**	**$ 15,725.9**	**$ 162,829.9**
Disbursements								
Accounts Payable	$ (18,621.8)	$ (16,693.6)	$ (15,760.2)	$ (17,045.1)	$ (16,518.3)	$ (16,451.6)	$ (15,311.8)	$ (116,402.5)
Payroll & payroll related	(908.9)	(2,487.8)	(5,555.4)	(1,545.6)	(5,551.2)	(2,134.9)	(5,561.1)	(23,744.9)
401k	(146.6)	(368.7)	(765.3)	(368.7)	(765.3)	(407.8)	(965.5)	(3,787.9)
Other	(190.2)	(3,000.0)	-	-	-	-	-	(3,190.2)
Interest / Fees	(1,382.8)	-	(6,719.0)	-	(1,493.0)	-	-	(9,594.8)
Total Disbursements	**$ (21,250.3)**	**$ (22,550.2)**	**$ (28,799.9)**	**$ (18,959.4)**	**$ (24,327.7)**	**$ (18,994.3)**	**$ (21,838.4)**	**$ (156,720.3)**
Net Cash Flows	**$ 1,367.5**	**$ (3,680.0)**	**$ (3,061.8)**	**$ 16,913.0**	**$ 860.3**	**$ (177.0)**	**$ (6,112.5)**	**$ 6,109.5**
Net Borrowing activity	(12,493.0)	3,680.0	3,061.8	(16,913.0)	(860.3)	177.0	6,112.5	(17,235.0)
Net Cash Flow after borrowing activi	**$ (11,125.5)**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ (11,125.5)**
Beginning cash balance	$ 12,518.1	$ 8,650.6	$ -	$ -	$ -	$ -	$ -	$ 12,518.1
US - Adjusted net cash flow	(11,125.5)	-	-	-	-	-	-	(11,125.5)
Swiss - Adjusted net cash flow	7,258.0	(8,650.6)	-	-	-	-	-	(1,392.6)
Ending Cash Balance	**$ 8,650.6**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**
Availability (cap $600mm)	$ 423,906.7	$ 421,890.1	$ 418,403.6	$ 422,128.5	$ 415,710.3	$ 399,745.1	$ 393,169.5	$ 393,169.5
ABL facility balance	376,297.1	379,977.1	383,038.9	366,125.9	365,265.6	365,442.6	371,555.0	371,555.0
Unutilized	$ 47,609.6	$ 41,913.0	$ 35,364.7	$ 56,002.6	$ 50,444.7	$ 34,302.6	$ 21,614.4	$ 21,614.4
Utilization	*88.8%*	*90.1%*	*91.5%*	*86.7%*	*87.9%*	*91.4%*	*94.5%*	*94.5%*
Headroom vs. $12.5m minimum	$ 35,109.6	$ 29,413.0	$ 22,864.7	$ 43,502.6	$ 37,944.7	$ 21,802.6	$ 9,114.4	$ 9,114.4

Borrowing Base Availability

($ in millions)	Forecast Q4 FY20	Forecast Q1 FY21	Forecast Q2 FY21	Forecast Q3 FY21	Forecast Q4 FY21
Accounts Receivable	$126	$95	$133	$180	$124
Inventory	228	207	213	210	190
Real Property	32	32	31	30	30
Equipment	42	41	39	38	36
Trademarks	59	56	53	50	47
Reserves	(36)	(34)	(33)	(37)	(36)
Total Borrowing Base Availability(1)	**$451**	**$396**	**$437**	**$470**	**$392**

(1) Calculated as the product of the eligible collateral and the advance rate by asset type based on the terms of the Company's ABL Facility

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Appendix

Annual Consolidated Statement of Profit and Loss

($ in millions)	Actual Pro Forma FY19	Act + Fcst Pro Forma FY20	Forecast FY21	Forecast FY22	Forecast FY23	Growth and margins FY19	FY20	FY21	FY22	FY23
Gross Sales	**2,076**	**1,828**	**1,735**	**1,929**	**2,120**	**0.2%**	**(12.0%)**	**(5.1%)**	**11.2%**	**9.9%**
Elims Gross Sales	(240)	(235)	(226)	(235)	(244)	NM	NM	NM	NM	NM
Net Sales	**1,837**	**1,593**	**1,508**	**1,695**	**1,876**	**(2.4%)**	**(13.2%)**	**(5.3%)**	**12.3%**	**10.7%**
						% Gross Sales:				
Direct Material	(1,191)	(1,072)	(1,017)	(1,128)	(1,240)	57.4%	58.7%	58.6%	58.5%	58.5%
Direct Labor	(133)	(85)	(80)	(88)	(97)	6.4%	4.7%	4.6%	4.6%	4.6%
Variable Overhead	(133)	(124)	(119)	(131)	(142)	6.4%	6.8%	6.9%	6.8%	6.7%
Fixed Overhead	(306)	(298)	(267)	(263)	(265)	14.7%	16.3%	15.4%	13.6%	12.5%
Eliminations	238	235	226	235	244	11.5%	12.8%	13.0%	12.2%	11.5%
Total COGS	**(1,524)**	**(1,344)**	**(1,257)**	**(1,376)**	**(1,500)**	**73.4%**	**73.5%**	**72.5%**	**71.3%**	**70.8%**
						% Net Sales:				
Gross Margin	**313**	**249**	**252**	**319**	**375**	**17.0%**	**15.6%**	**16.7%**	**18.8%**	**20.0%**
ESG&A	(312)	(302)	(275)	(252)	(252)	17.0%	19.0%	18.2%	14.9%	13.4%
Operating Income	**0**	**(53)**	**(23)**	**66**	**123**	**0.0%**	**NM**	**NM**	**3.9%**	**6.6%**
JV Income	12	7	6	5	5	0.7%	0.4%	0.4%	0.3%	0.3%
Interest Expense	(29)	(33)	(31)	(32)	(30)	(1.6%)	(2.1%)	(2.1%)	(1.9%)	(1.6%)
Other Income / Expense	1	(3)	(3)	(3)	(3)	0.0%	(0.2%)	(0.2%)	(0.2%)	(0.2%)
Tax	3	11	15	(10)	(27)	0.1%	0.7%	1.0%	(0.6%)	(1.4%)
Net Income	**($13)**	**($71)**	**($37)**	**$26**	**$68**	**NM**	**NM**	**NM**	**1.6%**	**3.6%**
EBITDA	**$75**	**$19**	**$42**	**$131**	**$190**	**4.1%**	**1.2%**	**2.8%**	**7.8%**	**10.1%**

Note: All data subject to change upon completion of additional analysis
EBITDA includes Other Income / Expenses
Some totals may not add due to rounding

Cash Flow – Monthly FY 2021

($ in millions)	Forecast FY20 Q4	Forecast FY21 Jul-20	Forecast FY21 Aug-20	Forecast FY21 Sep-20	Forecast FY21 Oct-20	Forecast FY21 Nov-20	Forecast FY21 Dec-20	Forecast FY21 Jan-21	Forecast FY21 Feb-21	Forecast FY21 Mar-21	Forecast FY21 Apr-21	Forecast FY21 May-21	Forecast FY21 Jun-21	Forecast FY21
Cash Flow from Operations														
Net income (loss)	($32)	($35)	($27)	($18)	($10)	($6)	$4	$3	$16	$27	($12)	$0	$21	($37)
Depreciation and amortization	16	5	5	5	5	5	5	5	5	5	5	5	5	59
(Increase) decrease in accounts receivable	45	37	9	(14)	(27)	(10)	11	(21)	(43)	(2)	43	22	3	7
(Increase) decrease in inventory	74	(20)	7	(3)	(12)	0	9	(5)	29	66	(39)	(9)	45	68
(Increase) decrease in prepaids & other current assets	16	(0)	1	(2)	3	1	(0)	(0)	(0)	(0)	(2)	1	1	2
Increase (decrease) in accounts payable	(22)	35	(10)	21	(6)	3	(12)	5	(17)	8	14	(5)	(9)	27
Increase (decrease) in other payables	(3)	1	1	1	1	1	(6)	1	1	1	1	1	(6)	0
Increase (decrease) in accrued liabilities	(19)	(1)	(0)	(0)	(2)	(0)	0	(0)	0	1	3	(0)	(2)	(3)
Increase (decrease) in Other current liabilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Total cash provided (used) from operations	**74**	**22**	**(14)**	**(10)**	**(48)**	**(7)**	**12**	**(13)**	**(9)**	**104**	**13**	**16**	**59**	**124**
Cash Flow from Investing														
Property (additions) / disposals	(15)	(4)	(4)	(4)	(4)	(4)	(4)	(4)	(4)	(4)	(4)	(4)	(4)	(46)
Change in other non-current assets	0	0	0	0	0	0	0	0	0	0	0	0	(15)	(15)
Total cash provided (used) from investing activities	**(15)**	**(4)**	**(4)**	**(4)**	**(4)**	**(4)**	**(4)**	**(4)**	**(4)**	**(4)**	**(4)**	**(4)**	**(18)**	**(61)**
Cash Flow from Financing														
Term Debt / repayment & other financing	0	0	0	0	0	0	0	0	0	0	0	0	0	0
ABL Borrowing Debt / Repayment	(71)	(18)	18	14	52	11	(8)	17	13	(101)	(9)	(12)	(40)	(64)
Total cash provided (used) from financing activities	**(71)**	**(18)**	**18**	**14**	**52**	**11**	**(8)**	**17**	**13**	**(101)**	**(9)**	**(12)**	**(40)**	**(64)**
Cash And Cash Equivalents, Beginning	43	31	31	31	31	31	31	31	31	31	31	31	31	31
Net Cash flow	(13)	0	0	0	0	(0)	0	(0)	0	0	0	(0)	0	0
Cash And Cash Equivalents, Ending	**$31**	**$31**	**$31**	**$31**	**$31**	**$31**	**$31**	**$31**	**$31**	**$31**	**$31**	**$31**	**$31**	**$31**
Availability	**$67**	**$57**	**$18**	**($2)**	**($47)**	**($30)**	**($16)**	**($31)**	**($27)**	**$89**	**$49**	**$44**	**$71**	**$71**

Note: All data subject to change upon completion of additional analysis
Some totals may not add due to rounding

Profit and Loss - Monthly FY 2021

($ in millions)	Forecast FY21 Jul-20	Forecast FY21 Aug-20	Forecast FY21 Sep-20	Forecast FY21 Oct-20	Forecast FY21 Nov-20	Forecast FY21 Dec-20	Forecast FY21 Jan-21	Forecast FY21 Feb-21	Forecast FY21 Mar-21	Forecast FY21 Apr-21	Forecast FY21 May-21	Forecast FY21 Jun-21
Gross Sales	**69**	**85**	**138**	**124**	**139**	**164**	**140**	**191**	**235**	**111**	**151**	**188**
Elims Gross Sales	(12)	(16)	(25)	(19)	(19)	(24)	(19)	(17)	(23)	(17)	(15)	(22)
Net Sales	**57**	**69**	**114**	**105**	**120**	**139**	**121**	**174**	**213**	**94**	**136**	**166**
Direct Material	(45)	(52)	(89)	(74)	(83)	(97)	(76)	(105)	(132)	(65)	(89)	(109)
Direct Labor	(3)	(4)	(6)	(5)	(6)	(7)	(8)	(9)	(12)	(5)	(6)	(8)
Variable Overhead	(4)	(5)	(9)	(9)	(10)	(11)	(10)	(14)	(17)	(8)	(10)	(13)
Fixed Overhead	(23)	(23)	(23)	(22)	(22)	(22)	(22)	(22)	(22)	(22)	(22)	(22)
Eliminations	12	16	25	19	19	24	19	17	23	17	15	22
Total COGS	**(63)**	**(68)**	**(103)**	**(91)**	**(102)**	**(114)**	**(97)**	**(133)**	**(160)**	**(83)**	**(113)**	**(130)**
Gross Margin	**(6)**	**1**	**11**	**14**	**18**	**26**	**24**	**41**	**52**	**12**	**24**	**36**
ESG&A	(26)	(26)	(27)	(22)	(21)	(22)	(22)	(22)	(22)	(22)	(22)	(22)
Operating Income	**(32)**	**(25)**	**(16)**	**(8)**	**(3)**	**4**	**2**	**19**	**30**	**(10)**	**2**	**14**
JV Income	(0)	1	1	0	0	0	0	0	0	1	1	1
Interest Expense	(3)	(2)	(3)	(3)	(3)	(3)	(3)	(3)	(3)	(3)	(2)	(2)
Other Income / Expense	(0)	(0)	(0)	(0)	(0)	3	3	(0)	(1)	(0)	(0)	(6)
Tax	0	0	0	0	0	0	0	0	0	0	0	15
Net Income	**($35)**	**($27)**	**($18)**	**($10)**	**($6)**	**$4**	**$3**	**$16**	**$27**	**($12)**	**$0**	**$21**
EBITDA	**($28)**	**($19)**	**($10)**	**($2)**	**$2**	**$9**	**$7**	**$24**	**$36**	**($5)**	**$8**	**$20**

Note: All data subject to change upon completion of additional analysis
EBITDA includes Other Income / Expenses
Some totals may not add due to rounding

2015A – LTM March 2020A EBITDA Bridge

($ in millions)	FYE June 30, 2015A	2016A	2017A	2018A	2019A	LTM Mar-20
GAAP Net Income (Loss)	**$46**	**$27**	**$57**	**($11)**	**($54)**	**($212)**
Plus: GAAP Interest Expense	*20*	*20*	*20*	*25*	*29*	*33*
Plus: Tax Expense (Credit)	*11*	*9*	*23*	*22*	*(14)*	*40*
Plus: GAAP Other Income / Expenses[(1)]	*(10)*	*(9)*	*(3)*	*(4)*	*(0)*	*3*
GAAP Operating Income (Loss)	**$66**	**$46**	**$97**	**$32**	**($39)**	**($137)**
① Plus: Restructuring Charges - Products	*27*	*10*	-	-	-	-
② Plus: Business Optimization Program Charges	-	-	-	*21*	*45*	*13*
③ Plus: Small Engine Manufacturing Consol Charges	-	-	-	-	-	*18*
④ Plus: Business Realignment Charges	-	-	-	-	-	*1*
⑤ Plus: Acquisition Charges	*2*	*0*	-	-	*1*	-
⑥ Plus: Non-cash Goodwill and Tradename Impairments	-	*10*	-	-	-	*68*
⑦ Plus: Non-cash Pension Settlement Charges	-	*20*	-	*41*	*1*	-
⑧ Plus: Bad Debt Charge	-	-	-	-	*4*	-
⑨ Plus: Litigation Settlements	-	*3*	-	-	*2*	*2*
Adjusted Operating Income	**$96**	**$90**	**$97**	**$94**	**$13**	**($35)**
Plus: Adjusted D&A	*52*	*54*	*56*	*58*	*62*	*62*
Adjusted EBITDA	**$148**	**$144**	**$153**	**$152**	**$75**	**$27**

Adjustments Overview

① Strategic actions to reduce Products production capacity

② Strategic actions to grow commercial business and implement ERP upgrade

③ Merging small engine plants to take out capacity

④ Strategic repositioning plan – power application focus

⑤ Allmand and Billy Goat in 2015 and Hurricane in 2019

⑥ Allmand trade name and goodwill in 2016; Allmand and engine goodwill in 2020

⑦ Strategic actions to de-risk the plan

⑧ Sears bankruptcy

⑨ One-time payouts related to litigation

(1) FY2015 and FY2016 includes $7 million and $3 million of JV income, respectively, which in subsequent years is included in operating income

Brand Specific Information

	Allmand	BILLY GOAT	Branco	[illegible]	FERRIS	MURRAY	Simplicity	SNAPPER	[illegible]	VICTA
Reporting Segment	Products	Products	Products Engines	Engines	Products	Products	Products	Products	Engines	Products
End Markets	• Construction • Industrial	• Turf care	• Lawn and Garden • Landscaping • Cutters • Construction • Industrial	• Lawn and Garden • Landscaping • Cutters • Construction • Industrial	• Lawn and Garden • Landscaping	• Lawn and Garden	• Lawn and Garden • Snow blowing	• Lawn and Garden	• Lawn and Garden • Landscaping • Cutters • Construction • Industrial	• Lawn and Garden
Channel	• Rental	• Dealer • Rental	• Dealer	• OEM • Dealer • Mass Retail	• Dealer	• Dealer	• Dealer	• Dealer	• OEM	• Dealer • Mass Retail
Scope	• North America • Asia • Latin America	• North America • Europe • Australia • New Zealand	• Brazil	• Global	• North America • Europe • Australia • New Zealand	• North America • Latin America • Europe	• North America • Europe	• North America • Europe	• North America • EMEA	• Australia • New Zealand
Select Products	• Light Towers • Portable Lights • Generators • Compressors • Heaters	• Leaf & Litter Vacuums • Debris Loaders • Overseeders & Power Rakes • Aerators • Sod Cutters • Brush Cutters • Augers • Blowers	• Engines • Generators • Cutters • Chainsaws • Blowers • Sprayers • Cultivators	• Engines • Generators • Pressure Washers • Snow Blowers • Lawn Mowers	• Zero Turn Mowers • Walk Behind Mowers • Front Mount Lawn Mowers • Stand-On Mowers • Ride-On Spreaders • Blowers	• Push Mowers • Ride Mowers • Zero Turn Mowers • Garden Tools	• Garden Tractors & Lawn Tractors • Zero Turn Mowers • Snow Blowers • Attachments for Tractors	• Push Mowers • Riding Mowers • Zero Turn Mowers • Pressure Washers • Gas Blowers & Trimmers	• Vertical Shaft Engines • Horizontal Shaft Engines • Lithium-Ion Battery Packs	• Lawn Mowers • Ride-On Mowers • Chainsaws • Leaf Blowers & Outdoor Vacuums • Line Trimmers

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DIP Budget

Cash Flow Projections
Assumptions

The Company, with the assistance of its advisors, has recently updated its debtor-in-possession "DIP" financing budget. Significant assumptions[1] are set forth below.

Receipts	• Forecasted receipts are based on the Company's FY21 business plan. Assumes a slow down in collections for the first 13 weeks, reversing thereafter.
Operating Disbursements	• **Wages:** Timing of payroll and benefit payments based on the eight U.S. payroll cycles and routine benefit payments timing and includes independent contractor payments • **Suppliers and Materials:** Includes the Company's forecast for purchase of materials based on open purchase orders, historical purchase levels and the Company's projections. Post-petition payment terms assumed to be COD for non-Critical Vendors and includes assumptions for payments regarding pre-petition obligations for certain critical vendors and 503(b)(9) totaling approximately $35 million. • **Insurance:** Represents monthly insurance payments. Prepayment of annual renewal and D&O tail insurance are not included and assumed to be paid prior to a filing date. • **Utilities:** Based on monthly average payments for utilities • **Other:** Includes all other expenses not captured in the above categories, including taxes, warranty payments, ordinary course professional fees, lease payments, capital expenditures and other expenses consistent with Company's latest projections.
Restructuring	• **Restructuring Professional Fees:** Includes amounts for professionals retained for the restructuring process. Restructuring professional fees are shown on an accrual basis for DIP sizing purposes. • **Adequate Assurance Deposits:** Deposits made in replacement of collateral to ensure continued security of specific interests (i.e. utilities) • **ABL Facility:** Assumes (i) hedges are terminated and added to the drawn balance at filing, (ii) Letters of Credit are drawn at filing and added to the balances of these facilities, (iii) seasonal bump in advance rates is available from petition date through Feb. 28, 2021 and (iv) existing collateral remains part of the borrowing base until the DIP FILO Term Loan is funded (week 5). • **DIP FILO Term Loan:** $265 million FILO term loan, funded $20 million in week 2 and $245 million in week 5 • **DIP Terms:** Assumes LIBOR plus 7.00% for the FILO Term Loan and LIBOR plus 3.50% for the DIP ABL

(1) Assumptions refer to U.S. operations only, unless otherwise noted

DIP Budget

$ thousands	DIP Budget														
	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast
	17-Jul-20	24-Jul-20	31-Jul-20	7-Aug-20	14-Aug-20	21-Aug-20	28-Aug-20	4-Sep-20	11-Sep-20	18-Sep-20	25-Sep-20	2-Oct-20	9-Oct-20	3 months	6 months
Operating Receipts	$ 18,733	$ 19,310	$ 20,126	$ 12,187	$ 14,481	$ 17,822	$ 18,452	$ 18,232	$ 12,385	$ 13,988	$ 18,141	$ 17,862	$ 10,895	$ 212,614	$ 318,904
Operating Disbursements															
Wages & Benefits	$ (7,323)	$ (3,561)	$ (7,915)	$ (3,388)	$ (7,899)	$ (6,262)	$ (2,438)	$ (9,023)	$ (2,814)	$ (8,220)	$ (2,771)	$ (8,189)	$ (2,754)	$ (72,556)	$ (60,191)
Supplies and Materials	(1,488)	(17,575)	(15,480)	(15,027)	(12,349)	(7,458)	(10,418)	(15,060)	(16,142)	(15,881)	(17,569)	(21,354)	(16,115)	(181,918)	(198,839)
Utilities	-	-	(1,273)	-	-	-	(1,273)	-	-	-	(1,273)	-	-	(3,819)	(3,819)
Insurance	-	-	(273)	-	-	-	-	(273)	-	-	-	(328)	-	(874)	(2,518)
Other	(82)	(4,761)	(4,638)	(4,147)	(4,928)	(12,961)	(4,237)	(3,509)	(2,769)	(3,799)	(6,367)	(5,431)	(2,468)	(60,098)	(47,694)
Restructuring Professionals	(1,838)	(1,838)	(1,838)	(1,838)	(1,900)	(1,900)	(1,900)	(1,900)	(1,900)	(1,900)	(2,650)	(1,900)	(16,613)	(39,913)	(21,075)
Adequate Protection Payments[1]	(945)	-	-	-	-	-	-	-	-	-	-	-	-	(945)	-
DIP Interest and Fees[2]	-	(10,263)	-	(2,333)	(2,650)	-	-	(2,271)	-	-	-	(2,359)	-	(19,876)	(8,484)
Total Disbursements	**$ (11,675)**	**$ (37,998)**	**$ (31,417)**	**$ (26,733)**	**$ (29,726)**	**$ (28,581)**	**$ (20,266)**	**$ (32,037)**	**$ (23,625)**	**$ (29,800)**	**$ (30,629)**	**$ (39,560)**	**$ (37,950)**	**$ (379,998)**	**$ (342,619)**
Net Cash Flows	**$ 7,059**	**$ (18,688)**	**$ (11,291)**	**$ (14,546)**	**$ (15,246)**	**$ (10,760)**	**$ (1,814)**	**$ (13,805)**	**$ (11,240)**	**$ (15,812)**	**$ (12,488)**	**$ (21,698)**	**$ (27,055)**	**$ (167,383)**	**$ (23,714)**
ABL Starting Balance[3]	$ 329,717	$ 310,984	$ 276,974	$ 256,848	$ 244,661	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ 329,717	$ -
ABL Draw (Repayment)[4]	(18,733)	(34,010)	(20,126)	(12,187)	(244,661)	-	-	-	-	-	-	-	-	(329,717)	-
Ending ABL Balance	**$ 310,984**	**$ 276,974**	**$ 256,848**	**$ 244,661**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**
FILO Balance	**$ -**	**$ 20,000**	**$ 20,000**	**$ 20,000**	**$ 265,000**	**$ 265,000**	**$ 265,000**	**$ 265,000**	**$ 265,000**	**$ 265,000**	**$ 265,000**	**$ 265,000**	**$ 265,000**	**$ 265,000**	**$ 265,000**
DIP ABL Starting Balance	$ -	$ 11,675	$ 49,672	$ 81,090	$ 107,823	$ 130,172	$ 140,931	$ 142,745	$ 156,550	$ 167,790	$ 183,602	$ 196,090	$ 217,788	$ -	$ 244,843
US DIP ABL Draw (Repayment)	11,675	37,998	31,417	26,733	22,349	10,760	1,814	13,805	11,240	15,812	12,488	21,698	27,055	244,843	23,714
Ending DIP ABL Balance	**$ 11,675**	**$ 49,672**	**$ 81,090**	**$ 107,823**	**$ 130,172**	**$ 140,931**	**$ 142,745**	**$ 156,550**	**$ 167,790**	**$ 183,602**	**$ 196,090**	**$ 217,788**	**$ 244,843**	**$ 244,843**	**$ 268,557**
Swiss ABL Starting Balance	$ 17,525	$ 15,481	$ 13,743	$ 8,798	$ 7,710	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ 17,525	$ -
Swiss Repayment	(2,043)	(1,738)	(4,945)	(1,088)	(7,710)	-	-	-	-	-	-	-	-	(17,525)	-
Ending Swiss ABL Balance	**$ 15,481**	**$ 13,743**	**$ 8,798**	**$ 7,710**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**
Swiss DIP Starting Balance	$ -	$ 2,676	$ 4,496	$ 6,873	$ 9,550	$ 11,959	$ 13,758	$ 13,162	$ 14,585	$ 16,303	$ 16,475	$ 14,638	$ 15,053	$ -	$ 15,804
Swiss DIP Draw	2,676	1,821	2,377	2,676	2,410	1,799	(596)	1,423	1,718	172	(1,837)	414	751	15,804	1,570
Ending Swiss DIP Balance	**$ 2,676**	**$ 4,496**	**$ 6,873**	**$ 9,550**	**$ 11,959**	**$ 13,758**	**$ 13,162**	**$ 14,585**	**$ 16,303**	**$ 16,475**	**$ 14,638**	**$ 15,053**	**$ 15,804**	**$ 15,804**	**$ 17,374**
Total FILO & ABL Debt	**$ 340,815**	**$ 364,886**	**$ 373,609**	**$ 389,744**	**$ 407,131**	**$ 419,689**	**$ 420,908**	**$ 436,135**	**$ 449,093**	**$ 465,077**	**$ 475,728**	**$ 497,841**	**$ 525,646**	**$ 525,646**	**$ 550,931**
Total Availability	**$ 85,027**	**$ 53,261**	**$ 33,627**	**$ 23,469**	**$ 131,800**	**$ 134,093**	**$ 126,674**	**$ 109,136**	**$ 102,315**	**$ 95,629**	**$ 87,621**	**$ 66,209**	**$ 45,523**	**$ 45,523**	**$ 30,504**

(1) Adequate protection payment made in respect of utilities.
(2) Accrued but unpaid DIP interest and fees for the period are not included in the DIP period above and would need to be added to end of estimated DIP period
(3) ABL beginning balance includes: LCs (~$53m), assumed fully drawn as cash as of the filing date, and $24mm of terminated hedges. Balance excludes Swiss ABL (shown separately). Pre-petition ABL balance paid down by FILO Term Loan in week 5.
(4) DIP FILO Term Loan of $265 million pays down ABL in week 5, net of original issue discount (98)

Proposed DIP Terms: July 7, 2020

DIP ABL Facility	
Size:	$450M Revolving Commitment
Interest:	LIBOR/EURIBOR + 3.50% per annum, payable quarterly in arrears, with a 1.00% floor
Unused Line Fee:	0.25% per annum on the daily average undrawn portion of the DIP ABL Revolving Commitments, payable quarterly in arrears
Call Protection:	None
Upfront Fee:	0.50% of DIP ABL Revolving Commitments payable in full in cash to the DIP Agent, for the ratable benefit of the DIP ABL Lenders, within one business day following entry of the Interim Order.
Maturity Date:	9 months from the Petition Date (the "DIP ABL Maturity Date").

DIP FILO Term Facility	
Size:	$265M FILO Term Commitment
Interest:	LIBOR/EURIBOR + 7.00% per annum, payable quarterly in arrears, with a 1.00% floor
OID	98%
Call Protection:	101 Soft Call
Maturity Date:	9 months from Petition Date (the "DIP Term Maturity Date")
Stalking Horse DIP Term Commitments:	The Stalking Horse Bidder shall execute the DIP Credit Agreement and hold 25 percent of the DIP Term Commitments
Milestones:	Bidding Procedures and Sale Motion on File: no later than 5 days after the Petition Date. Entry of Interim DIP Order: no later than 5 days after the Petition Date. Entry of Bidding Procedures Order: no later than 30 days after the Petition Date. Entry of Final DIP Order: no later than 40 days after the Petition Date (the "Final Order Deadline"). Commencement of Auction (if any): no later than September 17, 2020.

Proposed DIP Terms: July 7, 2020

	Entry of Sale Order: no later than October 1, 2020. Consummation of Sale: no later than October 15, 2020.

Exhibit D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 20, 2020

BRIGGS & STRATTON CORPORATION
(Exact name of registrant as specified in its charter)

Wisconsin	**1-1370**	**39-0182330**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

12301 West Wirth Street, Wauwatosa, Wisconsin 53222
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code (414) 259-5333

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock (par value $0.01 per share)	**BGG**	**New York Stock Exchange**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Item 7.01. Regulation FD Disclosure.

As previously disclosed, on July 20, 2020, Briggs & Stratton Corporation (the "Company") and certain of its subsidiaries filed voluntary petitions (the "Chapter 11 Cases") for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for Eastern District of Missouri.

In connection with the Chapter 11 Cases, on July 20, 2020, the Company posted to the Investors section of its website Frequently Asked Questions, and answers thereto (the "FAQ Document"), concerning the Chapter 11 Cases and matters related thereto. A copy of the FAQ Document is furnished hereto as Exhibit 99.1 and is incorporated by reference herein.

The Company cautions that trading in the Company's securities during the pendency of the Chapter 11 Cases is highly speculative and poses substantial risks. Trading prices for the Company's securities may bear little or no relationship to the actual recovery, if any, by holders of the Company's securities in the Chapter 11 Cases. The Company expects that its equity holders will experience a complete loss on their investment, depending on the outcome of the Chapter 11 process.

The information set forth in Item 7.01 of this Current Report on Form 8-K is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of such section. The information in Item 7.01 of this Form 8-K shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any incorporation by reference language in any such filing.

This Current Report on Form 8-K contains certain forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from those projected in the forward-looking statements. The words "anticipate", "believe", "estimate", "expect", "forecast", "intend", "plan", "project", and similar expressions are intended to identify forward-looking statements. The forward-looking statements are based on the Company's current views and assumptions and involve risks and uncertainties that include, among other things, the Company's expectation that equity holders will experience a complete loss on their investment and other factors disclosed from time to time in the Company's filings with the Securities and Exchange Commission or otherwise, including the factors discussed in Item 1A, Risk Factors, of the Company's Annual Report on Form 10-K and in the Company's other reports on Form 10-Q and Form 8-K. The Company therefore cautions readers against relying on these forward-looking statements. All forward-looking statements attributable to the Company or persons acting on the Company's behalf are expressly qualified in their entirety by the foregoing cautionary statements. All such statements speak only as of the date made, and, except as required by law, the Company undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits. The exhibits listed in the Exhibit Index below are filed as part of this report.

Exhibit No.	Description
99.1	Investor FAQ – July 2020

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BRIGGS & STRATTON CORPORATION
(Registrant)

Date: July 20, 2020

/s/ Mark A. Schwertfeger
Mark A. Schwertfeger
Senior Vice President and Chief Financial Officer
Duly Authorized Officer

BRIGGS & STRATTON
CORPORATION

INVESTOR FAQ - July 2020

1. **What did Briggs & Stratton announce?**
    - Briggs & Stratton has filed petitions for court-supervised voluntary reorganization under Chapter 11 of the U.S. Bankruptcy Code.
    - In connection with this filing we have entered into a sales agreement with KPS Capital Partners, which will acquire essentially all of the company's assets and assume certain customer, employee and vendor liabilities. Liabilities assumed include rebates and allowances, warranties, employee accrued vacation and post petition vendor accounts payable.
    - We are pursuing a "Section 363" sale process, in which a firm has agreed to acquire certain of the company's assets and liabilities at an agreed-upon price, and act as a stalking horse for other potential bidders for the business.
    - KPS Capital Partners will act as the stalking-horse bidder in this sale process pending court approval.

2. **Why take this action now?**
    - Over the past several months, we have explored multiple avenues with our advisors to strengthen our financial position and flexibility. The challenges faced during the COVID-19 pandemic have made reorganization the difficult but necessary and appropriate path forward to secure our business.
    - During the last two months, we temporarily closed our U.S. manufacturing plants, implemented layoffs, furloughs and pay reductions among associates, and eliminated all non-essential SG&A spending and capital expenditures. While the business has since improved from the depths of the crisis, it has not been enough to sufficiently enhance financial flexibility.
    - In addition, we have performed extensive forecasting and modeling of our fiscal year that ends June 30, 2021. The outcome of this exercise further supports our action to file for Chapter 11 reorganization.
    - We remain focused and well positioned to continue serving our customers and end users globally with innovative products and solutions that enable them to get work done easier.

3. **In March, the Company announced a repositioning, including the pursuit of the sale of certain assets, as it focuses its business. Why, then, does the company believe that bankruptcy and the sale of the entire company is now the preferred option to pursue?**
    - In March 2020, we presented a repositioning plan and pursued multiple avenues to enhance financial flexibility. These actions included the intended divestiture of certain assets including our turf products business, as well as a sale-leaseback of various owned properties.
    - At the same time, continuing market headwinds, intensified by the unprecedented COVID-19 environment, hit our business at the beginning of the company's peak selling season and its dramatic and prolonged impact on our business have proven particularly challenging.
    - In addition to negatively affecting sales in the important fourth fiscal quarter, the pandemic created additional challenges in the capital and M&A markets, which we were not able to overcome.
    - For these reasons, as well as the economic and market uncertainties going into fiscal 2021, reorganization became the necessary and appropriate direction for the company.

BRIGGS & STRATTON
CORPORATION

4. Will Briggs & Stratton continue to host investor conference calls during this process?
- We do not intend to issue earnings press releases or hold quarterly conference calls during this process.
- Investors will be able to obtain earnings information via http://www.bascoreorganization.com.

5. I am a Senior Note holder. What does this announcement mean for me?
- We are not in a position to speculate about what value, if any, Briggs & Stratton senior notes will have following the completion of the court-supervised process.
- Please consult your broker for additional information about the senior notes during the court-supervised process.

6. Will Briggs & Stratton be going out of business?
- No. Briggs & Stratton will continue normal business operations throughout the process. We will continue to produce, distribute, service and fully back our portfolio of innovative engines, robust turf, job site and standby products, and commercial battery systems.
- We are continuing to serve all of our customers and end users globally, and we will continue to evaluate the operating environment and make adjustments, as necessary. The DIP financing we have secured will support all of our businesses and customers throughout this process.
- In fact, the reorganization process gives us further opportunities to enhance our business to benefit our customers, channel partners and employees. We believe that Briggs & Stratton will become an even stronger, more influential partner to our customers, vendors and end users as we continue to innovate, develop, manufacture and support the power solutions to which our name has become synonymous.

7. Does Briggs & Stratton have enough liquidity to continue operating? Did Briggs & Stratton receive additional capital?
- Briggs & Stratton has received a commitment of approximately $677.5 million in Debtor-in-Possession ("DIP") financing, with $265 million committed by KPS and the remaining $412.5 from our existing group of ABL lenders.
- We intend to use the DIP financing for employee compensation and health benefits, payment of vendors for work performed during the period, as well as the continuation of all normal business operations throughout the sales process.

8. What will happen to the Company's common stock that I own?
- It is too early to definitively say what will ultimately happen to Briggs & Stratton's common stock.
- Briggs & Stratton cautions that trading in its securities during the pendency of the Chapter 11 process is highly speculative and poses substantial risks. Trading prices for the Company's securities may bear little or no relationship to the actual recovery, if any, by the holders of the Company's equity securities as a result of the Chapter 11 process. The Company expects that its equity holders will experience a complete loss on their investment, depending on the outcome of the Chapter 11 process.
- We are not in a position to speculate about what value, if any, Briggs & Stratton common stock will have following the completion of the court-supervised process.

BRIGGS & STRATTON
CORPORATION

- Please consult your broker for additional information about the stock and its status during the court-supervised process.

9. Can / should I sell my stock now?

- We are not in a position to offer investment advice.
- Briggs & Stratton cautions that trading in its securities during the pendency of the Chapter 11 process is highly speculative and poses substantial risks. Trading prices for the Company's securities may bear little or no relationship to the actual recovery, if any, by the holders of the Company's equity securities as a result of the Chapter 11 process. The Company expects that its equity holders will experience a complete loss on their investment, depending on the outcome of the Chapter 11 process.
- Please consult your broker, who can provide you sound advice and the options available to you.

10. Are the assets that were contemplated for sale earlier this year still for sale?

- We have been working diligently with our advisors to strengthen our financial position in these tough economic times and have identified reorganization with a Section 363 sale as the appropriate and necessary one to take to secure our business and financial success moving forward.
- We must focus our efforts on the restructuring and company sale process as the appropriate and necessary steps to take to secure our business and financial success moving forward. We will revisit the previously announced asset sales at a future date.

11. What were some of the key issues that made asset sales not a viable, or preferred, option?

- The COVID-19 market environment made it difficult to continue with the planned divestitures, as the market for mergers and acquisitions slowed down considerably.

12. Are the assets earmarked for sale still available? Is the company still pursuing its reorganization, as outlined in March?

- Currently, activities related to sales of individual business units are on hold as we prioritize the 363 sale of the company and related restructuring.
- Together, we will conclude on the appropriate next steps regarding the strategic repositioning we announced this past March with the ultimate acquirer of the Company.

13. Going forward, who will be leading the Company?

- The Brigg & Stratton senior management team will continue leading the Company as it moves through bankruptcy and then beyond.
- The stability and retention of our dedicated team is important to KPS Capital Partners.

14. Several related companies have noted strength in the lawn and garden space. What has Briggs & Stratton's experience been during this period?

- While it is our policy not to comment on current business, some parts of our business have experienced an improving trend while others have remained challenged.
- Overall, the current level of business, plus the outlook for the fiscal 2021 year, makes the current course of action through reorganization necessary and appropriate.

BRIGGS & STRATTON
CORPORATION

Exhibit E

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