

Vontier Commences Exchange Offer

12/13/2021

RALEIGH, N. C.--(BUSINESS WIRE)-- Vontier Corporation (NYSE: VNT) (the "Company") today announced that it has commenced an offer to exchange (the "Exchange Offer") all of the Company's outstanding unregistered 1.800% Senior Notes due 2026 (the "Original 2026 Notes") for an equal aggregate principal amount of the Company's registered 1.800% Senior Notes due 2026 (the "New 2026 Notes"), all of the Company's outstanding unregistered 2.400% Senior Notes due 2028 (the "Original 2028 Notes") for an equal aggregate principal amount of the Company's registered 2.400% Senior Notes due 2028 (the "New 2028 Notes") and all of the Company's outstanding unregistered 2.950% Senior Notes due 2031 (the "Original 2031 Notes" and, collectively with the Original 2026 Notes and the Original 2028 Notes, the "Original Notes") for an equal aggregate principal amount of the Company's registered 2.950% Senior Notes due 2031 (the "New 2031 Notes" and, collectively with the New 2026 Notes and the New 2028 Notes, the "New Notes").

The terms of each series of the New Notes are identical in all material respects to the terms of the respective series of the Original Notes and will represent the same debt as the Original Notes except that the New Notes are registered under the Securities Act of 1933, as amended (the "Securities Act"), will not contain restrictions on transfer or related provisions regarding additional interest, will bear different CUSIP numbers from the Original Notes and will not entitle their holders to registration rights.

The purpose of the Exchange Offer is to fulfill the Company's obligations under the applicable registration rights agreement entered into in connection with the issuance of the Original Notes. The Company will not receive any proceeds from the Exchange Offer.

The Exchange Offer will expire at 5:00 p.m. New York City time on January 11, 2022, unless extended (such date and time, as may be extended, the "Expiration Date"). The settlement date for the Exchange Offer will occur promptly following the Expiration Date. The Exchange offer has been registered under the Securities Act pursuant to an effective registration statement on Form S-4 filed with the Securities and Exchange Commission (the "SEC"). The terms of the Exchange Offer and the other information relating to the Company and the New Notes are set forth in a prospectus dated December 13, 2021, a copy of which has been filed with the SEC. The Company has not authorized any person to provide information other than as set forth in the prospectus.

This press release is for informational purposes only and is neither an offer to exchange, nor a solicitation of an offer to sell, the New Notes. The Exchange Offer is made solely pursuant to the prospectus dated December 13, 2021, including any supplements thereto, and the related letter of transmittal. The Exchange Offer is not being made to, nor will the Company accept surrenders of Original Notes for exchange from, holders in any jurisdiction in which the Exchange Offer or acceptance thereof would not be in compliance with the securities or blue sky of such jurisdiction.

ADDITIONAL INFORMATION

Copies of the prospectus and the letter of transmittal governing the Exchange Offer can be obtained from the exchange agent and depository, Wilmington Trust, National Association, by faxing a request to (302) 636-4139, Attention: Workflow Management – 5th Floor or by writing via mail to Wilmington Trust, National Association, Rodney Square North, 1100 North Market Street, Wilmington, DE 19890-1626, Attention: Workflow Management – 5th Floor.

ABOUT VONTIER

Vontier is a global industrial technology company focused on transportation and mobility solutions. The company's portfolio of trusted brands includes market-leading expertise in mobility technologies, retail and commercial fueling, fleet management, telematics, vehicle diagnostics and repair, and smart cities end-markets. Vontier's innovative products, services, and software advance efficiency, safety, security, and environmental compliance worldwide.

Guided by the proven Vontier Business System and an unwavering commitment to continuous improvement and customer success, Vontier keeps traffic flowing through more than 90,000 intersections, serves more than 260,000 customer fueling sites, monitors more than 480,000 commercial vehicles, and equips over 600,000 auto technicians worldwide. Vontier's history of innovation, margin profile, and cash flow characteristics are expected to support continued investment across a spectrum of compelling organic and capital deployment growth opportunities. Vontier is mobilizing the future to create a better world.

DISCLAIMER ON FORWARD-LOOKING STATEMENTS

Certain statements in this press release and from time to time in other filings with the Securities and Exchange Commission, news releases, reports, and other written and oral communications made by us and our representatives, constitute forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Some of these statements can be identified by use of forward-looking words such as "believes," "expects," "anticipates," "may," "will," "should," "seeks," "approximately," "intends," "plans" or "estimates," or the negative of these words, or other comparable terminology. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those projected, anticipated, or implied.

Although it is not possible to predict or identify all such risks and uncertainties, they may include, but are not limited to, the factors discussed under “Risk Factors” in our most recent Annual Report on Form 10-K, in our Quarterly Reports on Form 10-Q, in any prospectus supplement related hereto, and in other information contained in our publicly available SEC filings and press releases.

You are cautioned not to place undue reliance on any such forward-looking statements, which speak only as of the date such statements were first made. Except to the extent required by federal securities laws, we undertake no obligation to publicly release the result of any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

View source version on **businesswire.com**: <https://www.businesswire.com/news/home/20211213005074/en/>

Lisa Curran

Vice President, Investor Relations

Vontier Corporation

5438 Wade Park Boulevard, Suite 600

Raleigh, NC, 27607

Telephone: (984) 275-6000

Source: Vontier Corporation