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THE GREENBRIER COMPANIES

NYSE: GBX

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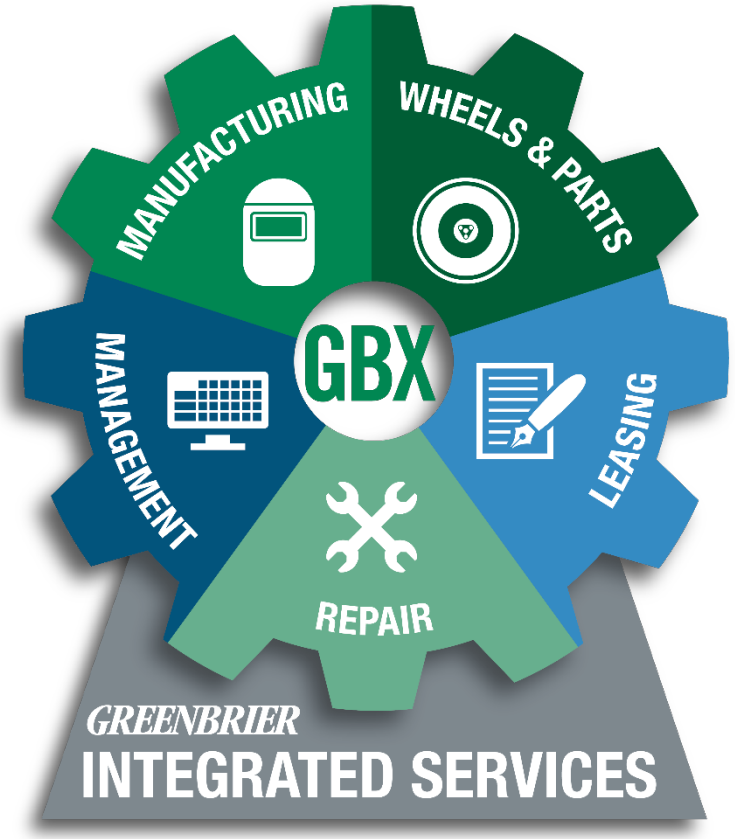
Safe Harbor Statement

UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995: This presentation may contain forward-looking statements, including any statements that are not purely statements of historical fact. Greenbrier uses words such as “affirms,” “anticipates,” “believes,” “forecast,” “potential,” “goal,” “contemplates,” “expects,” “intends,” “plans,” “projects,” “hopes,” “seeks,” “estimates,” “strategy,” “could,” “would,” “should,” “likely,” “will,” “may,” “can,” “designed to,” “future,” “foreseeable future” and similar expressions to identify forward-looking statements. These forward-looking statements are not guarantees of future performance and are subject to certain risks and uncertainties that could cause actual results to differ materially from the results contemplated by the forward-looking statements. Factors that might cause such a difference include, but are not limited to, reported backlog and awards that are not indicative of Greenbrier’s financial results; uncertainty or changes in the credit markets and financial services industry; high levels of indebtedness and compliance with the terms of Greenbrier’s indebtedness; write-downs of goodwill, intangibles and other assets in future periods; sufficient availability of borrowing capacity; fluctuations in demand for newly manufactured railcars or failure to obtain orders as anticipated in developing forecasts; loss of one or more significant customers; customer payment defaults or related issues; policies and priorities of the federal government regarding international trade, taxation and infrastructure; sovereign risk to contracts, exchange rates or property rights; actual future costs and the availability of materials and a trained workforce; failure to design or manufacture new products or technologies or to achieve certification or market acceptance of new products or technologies; steel or specialty component price fluctuations and availability and scrap surcharges; changes in product mix and the mix between segments; labor disputes, energy shortages or operating difficulties that might disrupt manufacturing operations or the flow of cargo; production difficulties and product delivery delays as a result of, among other matters, costs or inefficiencies associated with expansion, start-up, or changing of production lines or changes in production rates, changing technologies, transfer of production between facilities or non-performance of alliance partners, subcontractors or suppliers; ability to obtain suitable contracts for the sale of leased equipment and risks related to car hire and residual values; integration of current or future acquisitions and establishment of joint ventures; succession planning; discovery of defects in railcars or services resulting in increased warranty costs or litigation; physical damage or product or service liability claims that exceed Greenbrier’s insurance coverage; train derailments or other accidents or claims that could subject Greenbrier to legal claims; actions or inactions by various regulatory agencies including potential environmental remediation obligations or changing tank car or other railcar or railroad regulation; and issues arising from investigations of whistleblower complaints; all as may be discussed in more detail under the headings “Risk Factors” and “Forward Looking Statements” in Greenbrier’s Annual Report on Form 10-K for the fiscal year ended August 31, 2018, Greenbrier’s Quarterly Report on Form 10-Q for the fiscal quarter ended February 28, 2019, and Greenbrier’s other reports on file with the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management’s opinions only as of the date hereof. Except as otherwise required by law, Greenbrier does not assume any obligation to update any forward-looking statements.

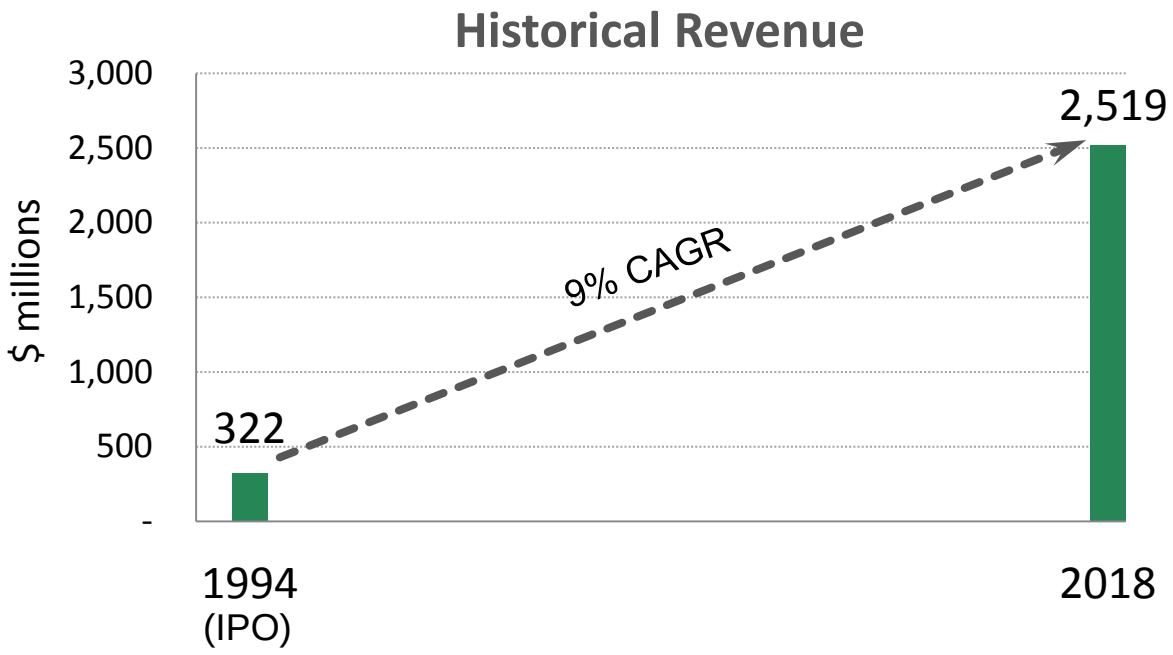
Integrated Business Model

Greenbrier's integrated business model delivers superior value to customers by creating customized freight car solutions over the entire life of a railcar.

Our diversified portfolio of quality products and services enhances our financial performance across the business cycle.



Leading Integrated Transportation Equipment & Service Provider



Manufacturing[1]

- Leading manufacturer of railcars in North America, Europe and South America
- Leading domestic manufacturer of ocean-going barges
- New railcar backlog valued at $2.7 billion
- Marine backlog of ~$95 million provides production visibility into 2020
- New railcar orders of 3,800 units, valued at nearly $450 million
- Announced agreement to acquire the manufacturing business of ARI in a transaction valued at $400 million

Aftermarkets[1]

- Wheels, Repair & Parts include eight wheel service locations, four railcar part reconditioning locations, 11 repair locations

Leasing & Services[1]

- Fleet Information
  - 7,700 long-term owned units
  - 2,900 short-term owned units
  - 372,000 managed units

[1]Data as of 2/28/2019

Investment Highlights

Industry Dynamics

- North American Drivers
  - Rail cycle driven by current business and industry trends
- International Drivers
  - Developing European, South American, GCC and Eurasia markets

Unique Strategic Position

- Provides customized solutions
- Transformational initiatives create growth platform
  - Enhanced Leasing model
  - Product & service diversification
  - Extensive North American aftermarket repair network
  - Scalable and flexible across diversified product mix

Strong Financial Profile

- Diverse revenue and earnings stream
- Strong railcar backlog and track record over multiple cycles
- Strong financial performance
- Continued focus on cash flow, investing in high return projects and shareholder return
- Seasoned management team

Strategy Leverages Core Skills

Core North American Market

International Diversification

Increase Scale

Talent Pipeline

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ARI Manufacturing Acquisition Announcement

ARI Transaction: Delivering on Our Strategic Commitments

GBX Communicated Strategy	Acquisition of ARI Manufacturing Assets
Grow core North American market	✓
Expand international operations	
Grow at scale in new and existing markets	✓
Extend talent base through a deeper talent pipeline	✓

The acquisition of ARI's Manufacturing assets clearly aligns with our communicated strategy and positions us for success in the near-term as well as into the future

Strategic Rationale

1. Achieves Growth at Scale in Core North American Market through Expanded Product Offering
2. Improves Production Footprint and Manufacturing Efficiency through Midwest Locations
3. Expands and Deepens Customer Base in Shipper Community
4. Reduces Manufacturing Costs; Improves Efficiency; Diversifies Operations Across America

1 Achieves Growth at Scale in Core North American Market through Expanded Product Offering

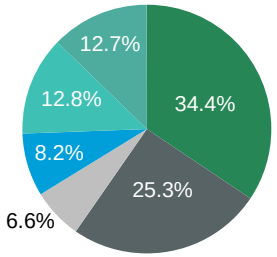
North American Industry Overview

Freight Railcar Builders

GBX
ARI
TRINITY INDUSTRIES
UTLX
FREIGHTCAR AMERICA
QCF INDUSTRIES LLC
VERTEX RAILCAR CORPORATION
中国中车 CRRC
JK-CO SPECIALTY RAILCAR
KASGRO RAIL CORPORATION
TEXANA TANK CAR & MANUFACTURING, LTD

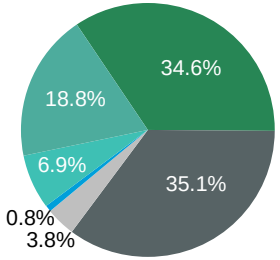
2018 N.A. Fleet

Total Fleet: 1.65M



2019E-2021E N.A. Deliveries

Total Projected Deliveries: ~180,000



- Covered Hoppers
- Open-Top Hoppers
- Tank Cars
- Gondolas
- Box Cars
- Flat Cars

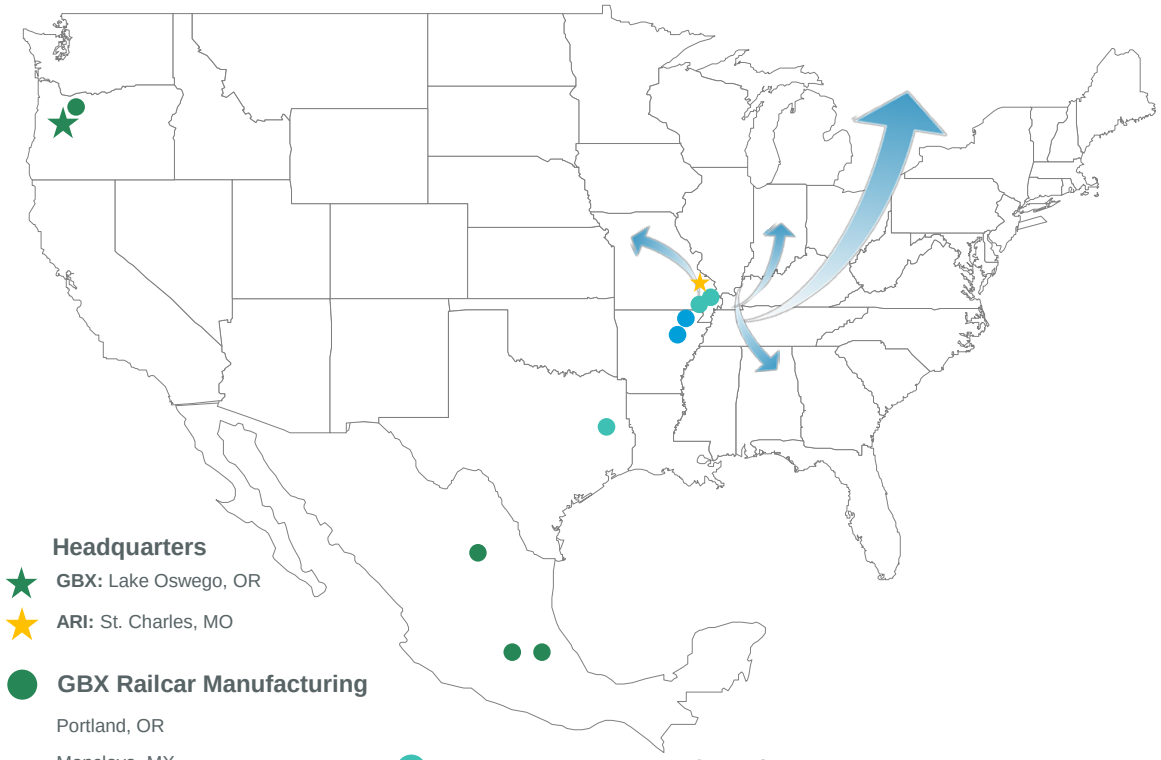
2017 & 2018 North American Market Deliveries to Third Parties

	2017	2018
GBX	14,100	15,900
ARI	2,400	2,200

Source: Company filings and presentations, FTR

2 Improves Production Footprint and Manufacturing Efficiency through Midwest Locations

Complementary North American Manufacturing Footprint



Headquarters

GBX: Lake Oswego, OR

ARI: St. Charles, MO

GBX Railcar Manufacturing

Portland, OR

Monclova, MX

Ciudad Sahagun, MX

Tlaxcala, MX

ARI Railcar Manufacturing

Marmaduke, AR

Paragould, AR

ARI Component Manufacturing

Jackson, MO

Kennet, MO

Longview, TX

JV Locations[1]

Axis LLC, Paragould, AK

Ohio Castings LLC, Alliance, OH

- Enhances footprint better serving geographically diverse customer base throughout:
  - Canada
  - Central U.S.
  - Southeast/East U.S. (including strong petrochemical markets)
- Unlocks new cost-saving opportunities through use of best practices, increased vertical integration, maximizing production runs, including smaller production run capabilities, enhanced purchasing power and lower transportation costs
- Castings and axle production provide increased vertical integration benefits
- Strong, highly-skilled workforce with more American jobs
- Opportunity to extend R&D leadership across new product categories
- Benefits including broader product portfolio and enhanced lease syndication opportunities

[1] Not pictured in the map.

3 Expands and Deepens Customer Base in Shipper Community

The strengths of GBX and ARI buyer relationships are complementary across buyer segments including relationships based in GBX's integrated lease syndication and asset management model

Class I Railroads

- Greenbrier has strong relationships with Class I Buyers who typically order large volumes of conventional railcars
- ARI sells mainly to shippers and has historically leased much of its production to operating lessors

Operating Lessors

- Greenbrier's business relies more on large-volume orders of general-service cars, whereas ARI focuses on smaller runs of specialty cars
- Greenbrier and ARI consequently have different historical relationships among operating lessors
- Historically, ARI has purchased railcars for its own leasing fleet and/or for its former affiliate, ARL

Shippers

- ARI has strong relationships with shippers, especially in the Midwestern and Southeastern U.S.
- ARI is proficient in smaller order production runs & Greenbrier offers larger order sizes for both general freight and tank cars

GBX Relatively Stronger Relationship ⟷ **ARI Relatively Stronger Relationship**

4 Reduces Manufacturing Costs; Improves Efficiency; Diversifies Operations Across America

- ✓ Immediately accretive to adjusted EPS
- ✓ Strong cash flow generation supported by:
  - Operating cash flow
  - Synergies
  - Tax attributes
- ✓ GBX to maintain attractive capital structure with ample liquidity at transaction close through existing revolver and cash on hand
- ✓ Manufacturing cost savings resulting from geographic advantages of operating locations and expansion of U.S.-based workforce

At least **$30 Million** of identified, run-rate annual cost synergies expected to be achieved within the first 24 months after closing

- + Savings from Increased Efficiency
- + Supply Chain Savings
- + Cost Savings from Vertical Integration
- + SG&A Savings
- + Lower Transportation Costs
- + Enhanced Tank Car Lining Capability

Integration team identified and coordinated to develop seamless execution of business combination and synergy attainment

Transaction Summary

Consideration and Structure	• GBX to acquire American Railcar's manufacturing business ("ARI Manufacturing") from ITE Management • The transaction is valued at $400 million, when adjusted for the net tax benefits accruing to GBX • The gross purchase price is $430 million, including $30 million for capital expenditures on railcar lining operations and other facility improvements • Transaction consideration includes $50 million of privately placed convertible notes issued to ARI on terms and conditions equivalent to existing senior convertible notes due 2024
Benefits	• Expected adjusted earnings per share accretion of more than 20% during the first twelve months • Free cash flow accretion within the first twelve months • Creates at least $30 million in annual run-rate synergy opportunities • Strengthens GBX's operations within the core North American market and enhances its core product portfolio
Financing	• Total Pro Forma Net Debt[1] to EBITDA[2] expected to be <2.0x with debt to total capitalization less than 40% • Ample liquidity will remain through existing revolver and cash on hand • GBX intends to finance the transaction using cash on hand and convertible notes referenced above
Timeline and Terms	• Expected to close during calendar 2019 • Completion subject to customary closing conditions and regulatory approvals

1 Net debt is defined as Gross funded debt less Cash 2 Based on adjusted EBITDA and includes $30mm run rate cost synergies.

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North American Market

North America Market Indicators

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Decreased rail traffic

- 4-week average rail traffic down 1.1%

Increased velocity

- 4-week average velocity up 2.7%; primarily driven by three out of seven railroads

Increased cars in storage

- Year-over-year cars in storage up 10.2K units (3.4%)

Decreased new railcar orders

- Quarter-over-quarter down 52%

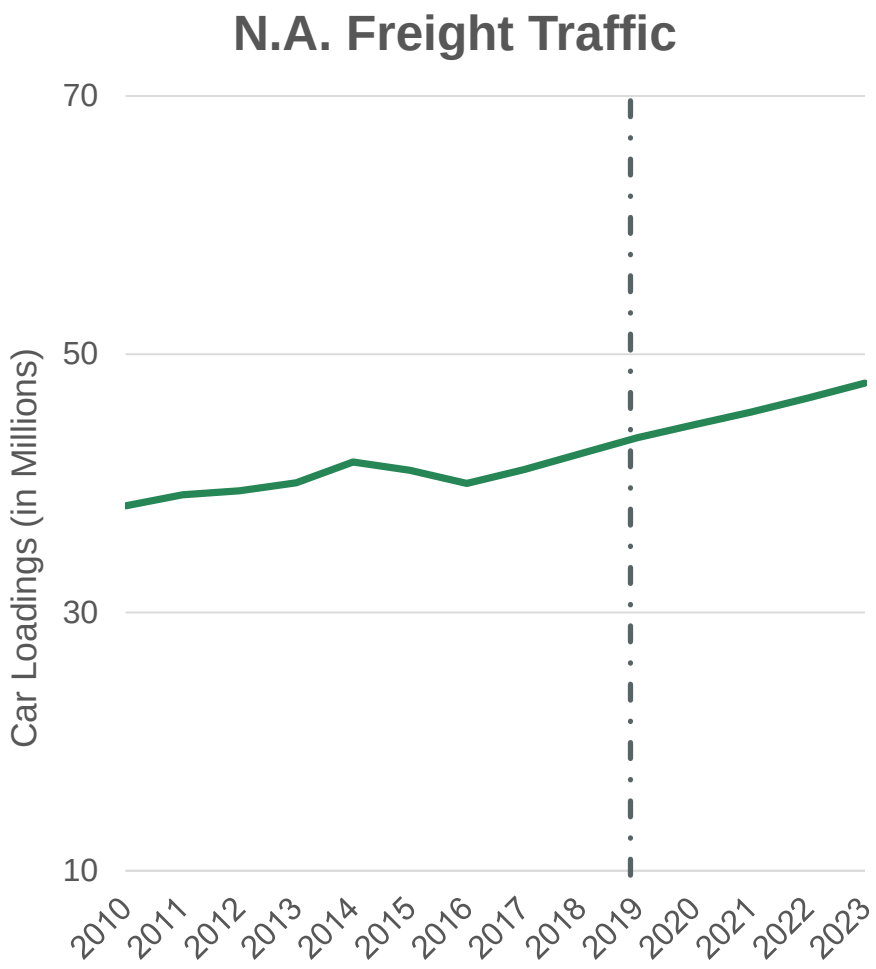
Increased GDP

- U.S. GDP of 3.2% in Q1 2019

Source: AAR (Weekly – 4/27/19), Rail time indicator (April), RSI ARCI (January), Bureau of Economic Analysis

Transportation Industry Dynamics Favor Rail

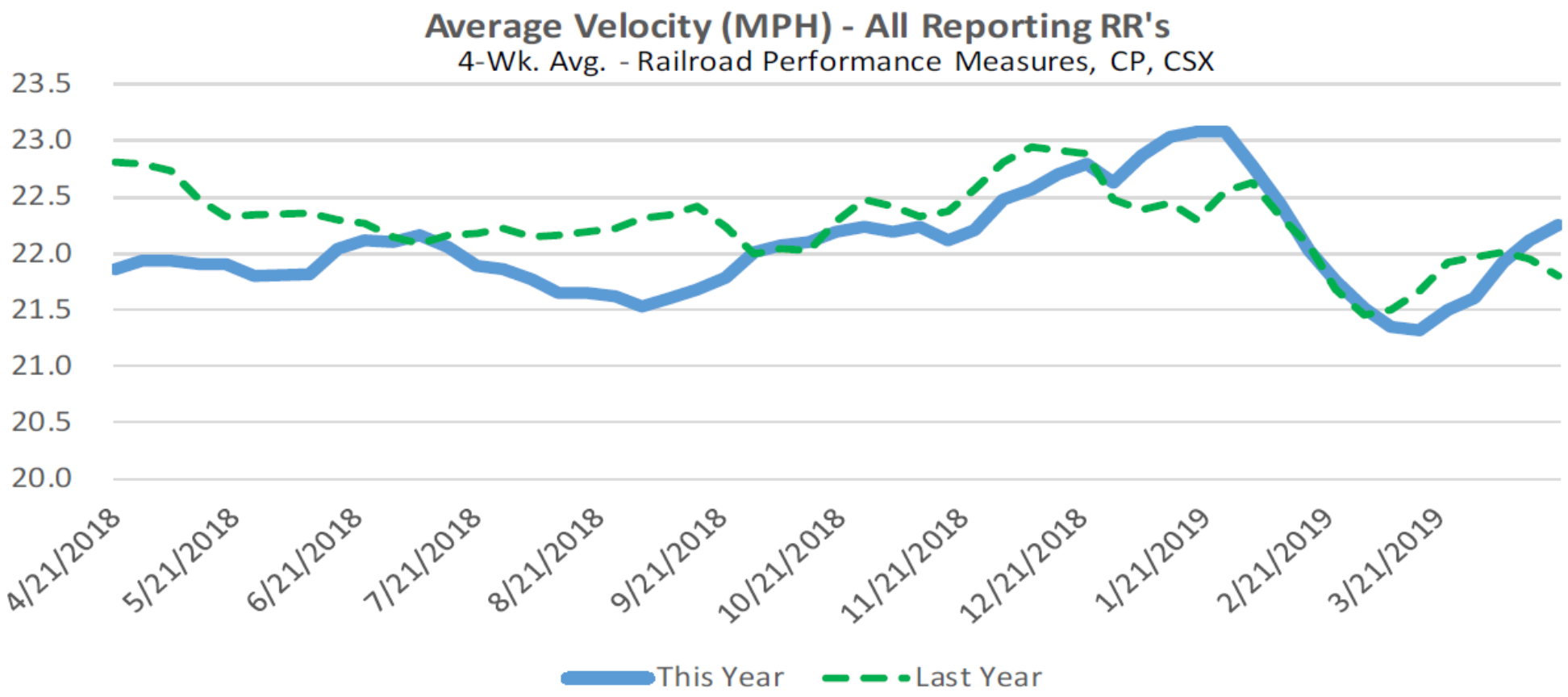
- Rail significantly more fuel efficient than trucks
- Environmental concerns favor rail
- Highway congestion, driver shortage, regulation and aging highway infrastructure constrain trucking



Source: FTR Associates – Rail Equipment Outlook (March 2019)

Freight Car Metrics - Rail Velocity

- Velocity has recently increased

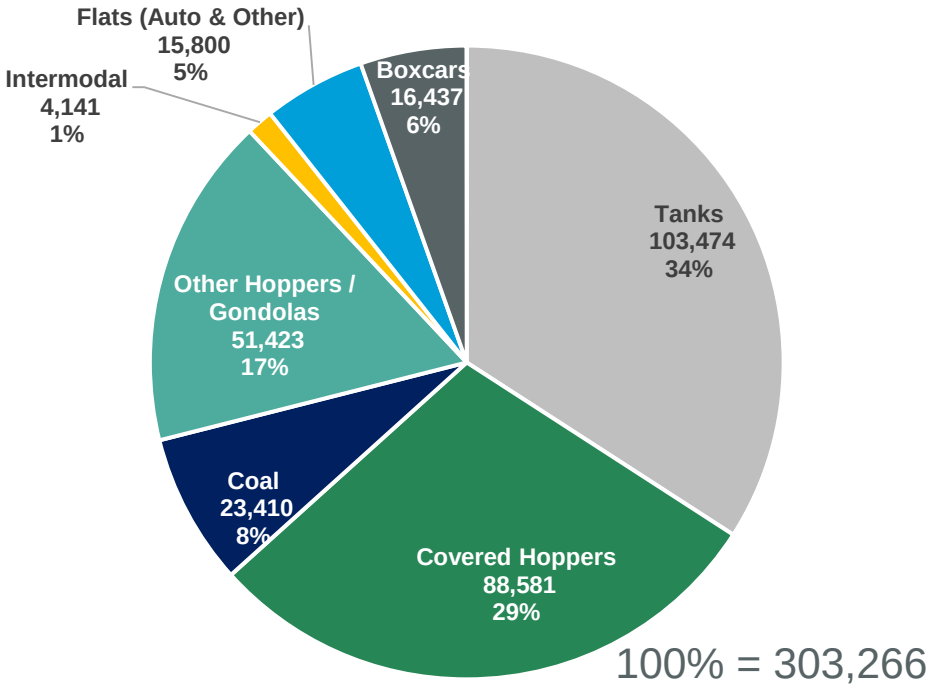


Source: AAR, RPM, CSX, CP

Freight Car Metrics - Cars In Storage

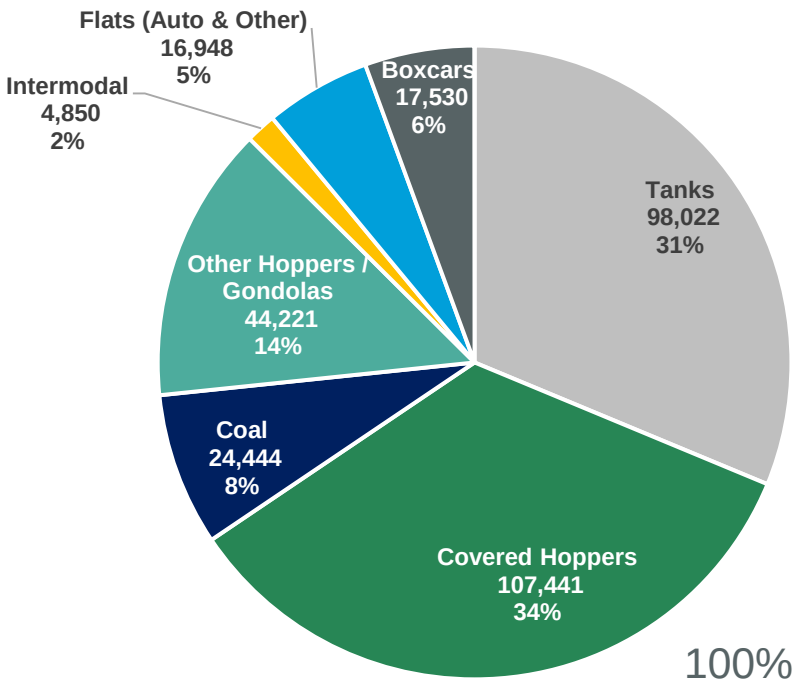
- April 2019 saw 313k railcars (19.0% of total fleet) in storage, up from 303k cars (18.4%) last year.

April 2018



100% = 303,266

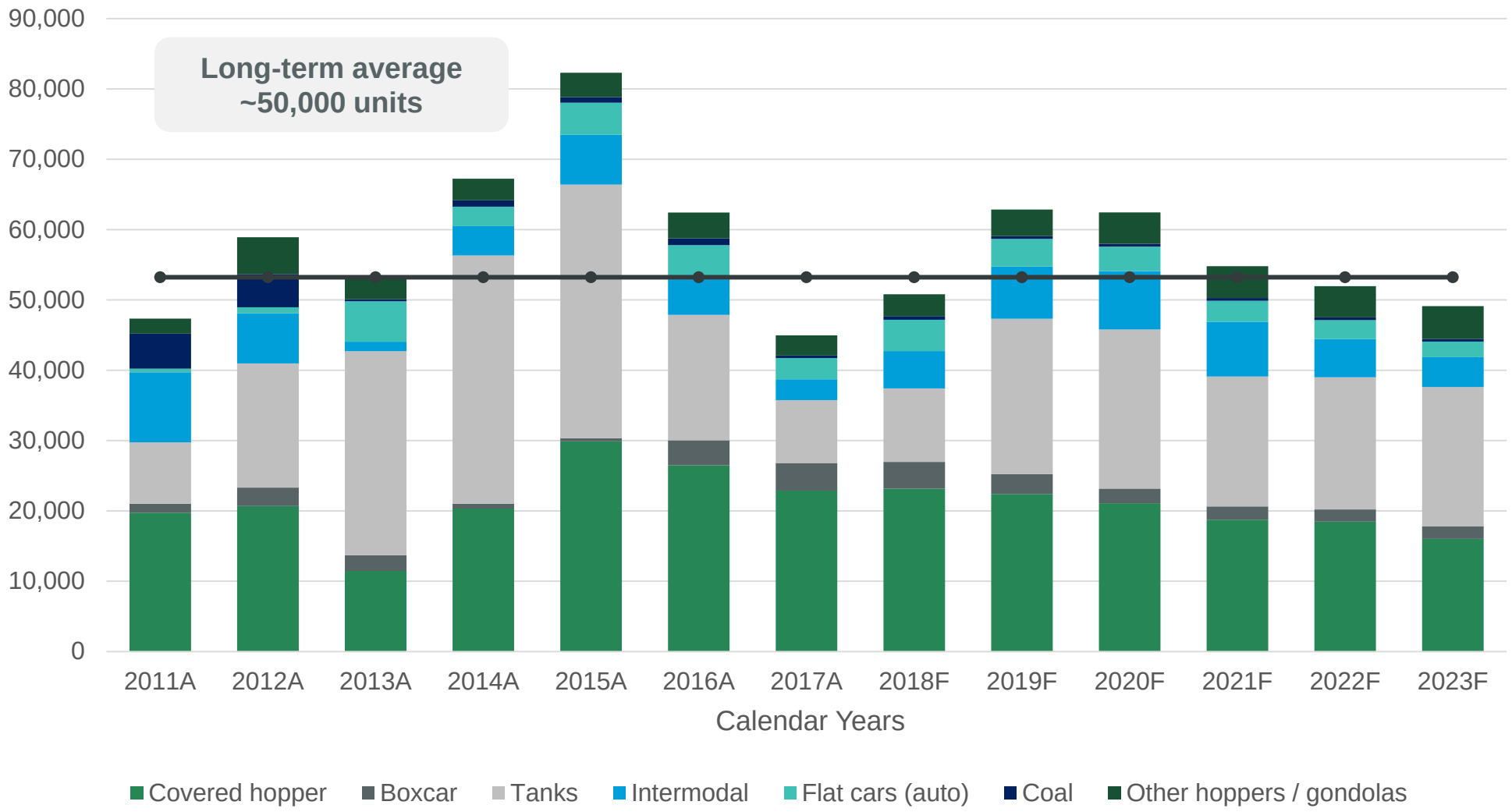
April 2019



100% = 313,456

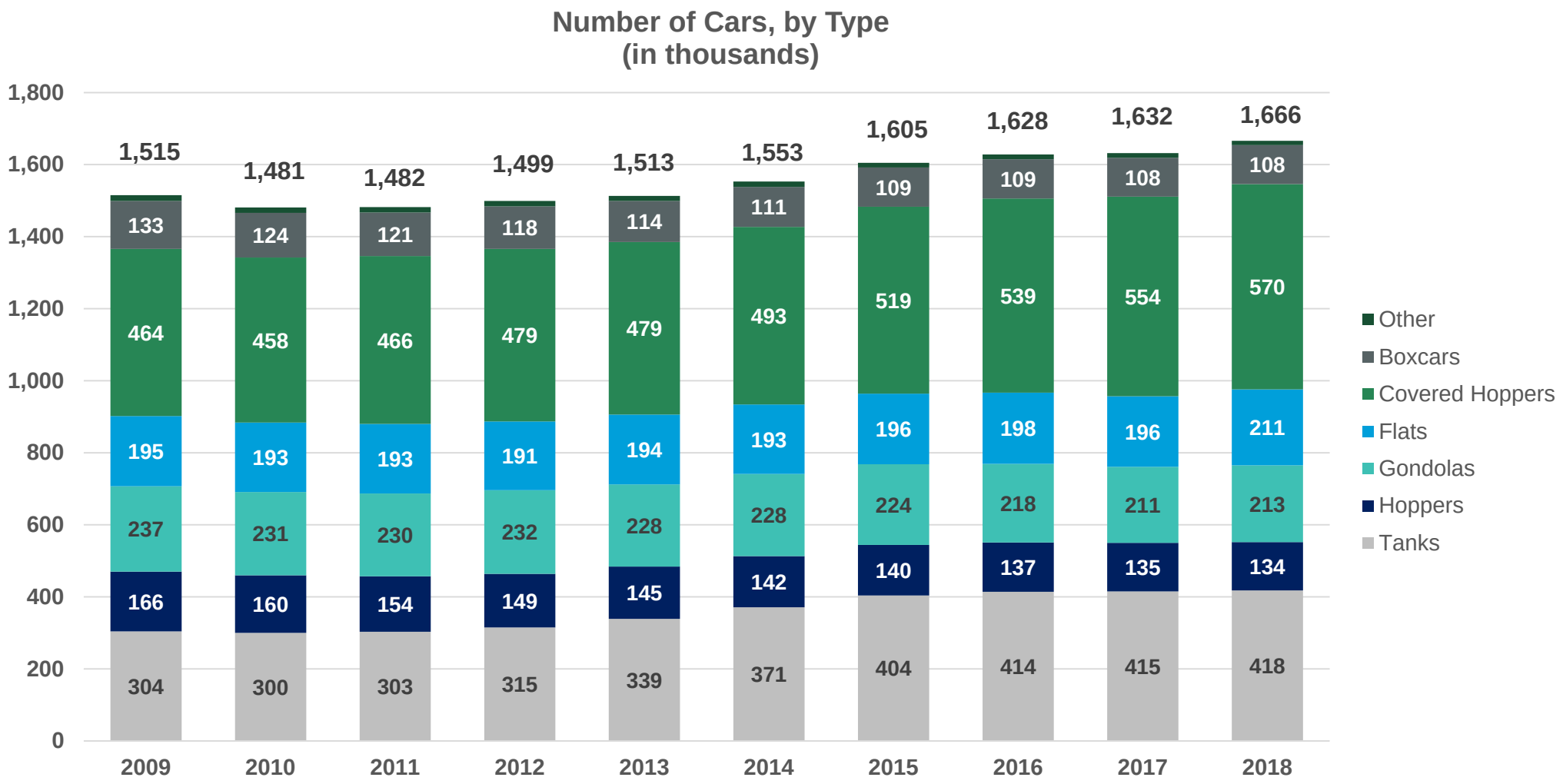
Source: Association of American Railroads, April 2019 Cars in Storage

Manufacturing Flexibility Vital as Demand Changes



Source: FTR Associates – Rail Equipment Outlook (March 2019)

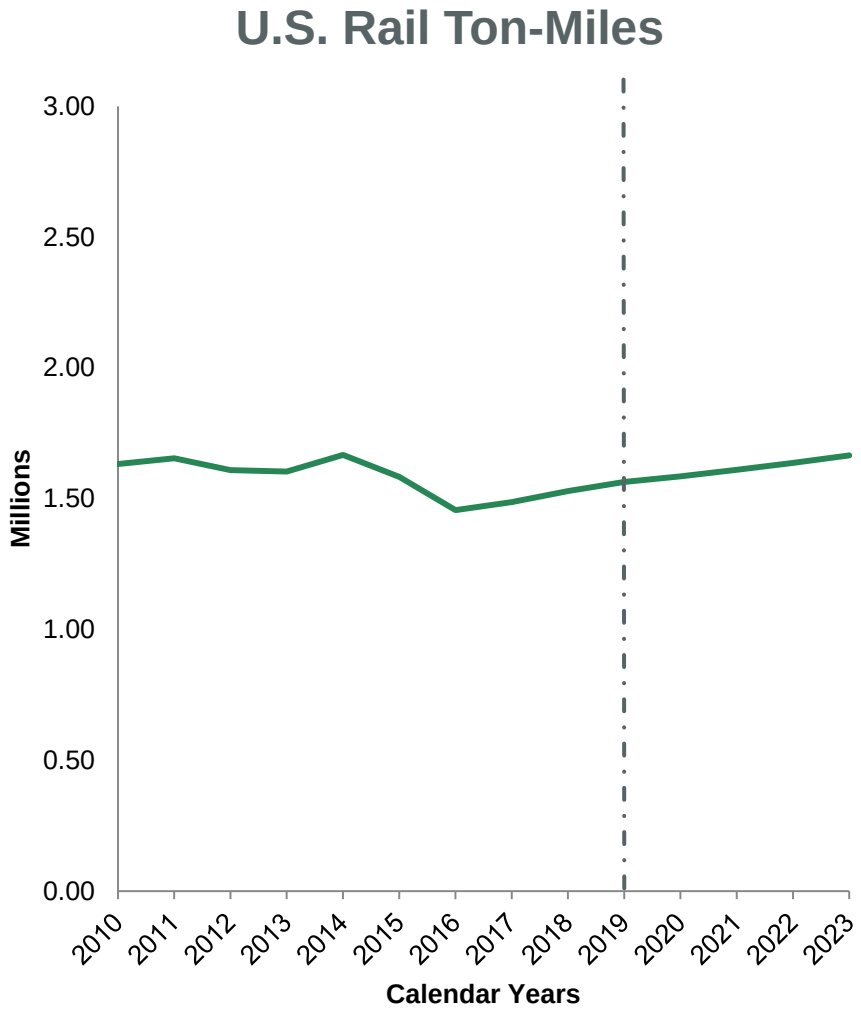
North American Freight Car Fleet



Source: Association of American Railroads, counts at year end

Aftermarket Demand Drivers

- Wheel demand driven by rail ton-miles, which has been impacted by significant decline in coal
- Ton-miles and equipment upgrades drive repair spending
- Changing tank car regulatory environment



Source: FTR Associates – Rail Equipment Outlook (March 2019)

Leasing & Services Demand Drivers

- Users seek flexibility
- Financial institutions seek yield
- Trend of increasing private (“leasing/shipping companies”) railcar ownership expected to continue
- Creates opportunity for partnering, service contracts and enhanced margins

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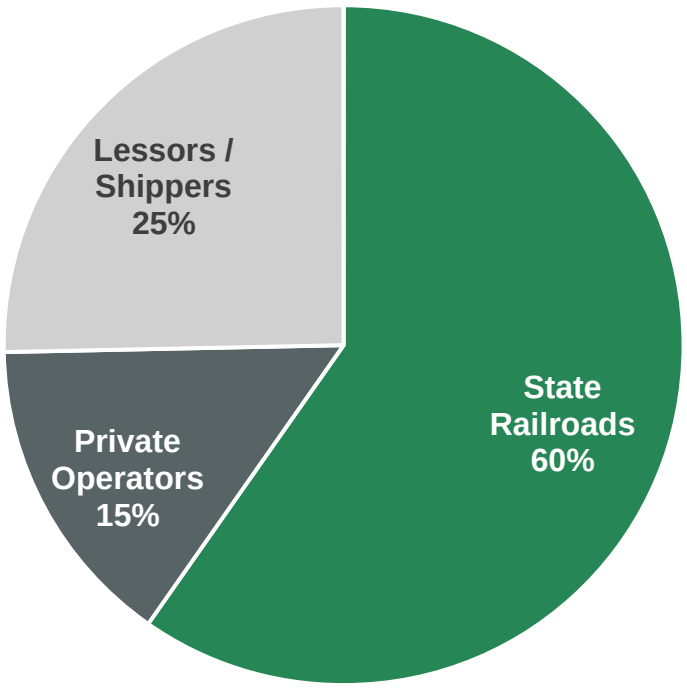
International Markets

Estimated European Freight Wagon Ownership

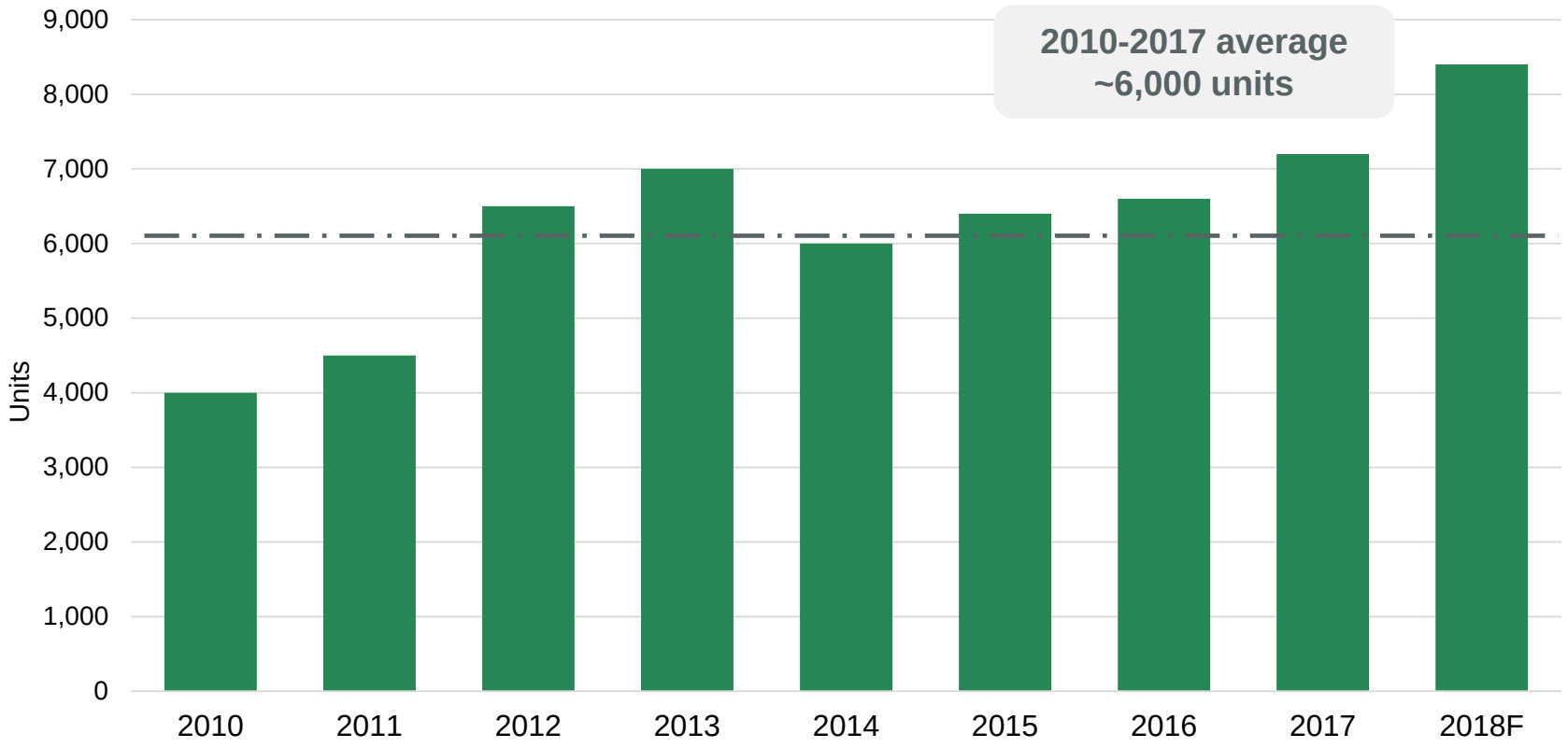


100% = 700,000 units

- State railroads own approximately 50-60% of the Western European freight fleet but this is expected to decrease
- State railroads under intense pressure due to increased competition from deregulation, stagnant economy, and the influence of low oil prices which favor transport on roads
  - Largely absent from the new wagon market since 2008
  - Expected to increase reliance on lessors
- Private rail operators playing an increasingly important role in the new wagon market
  - Taking share from inefficient state railroads
  - Adding new and more efficient equipment to their fleets, which further improves value proposition

Source: SCI 2017

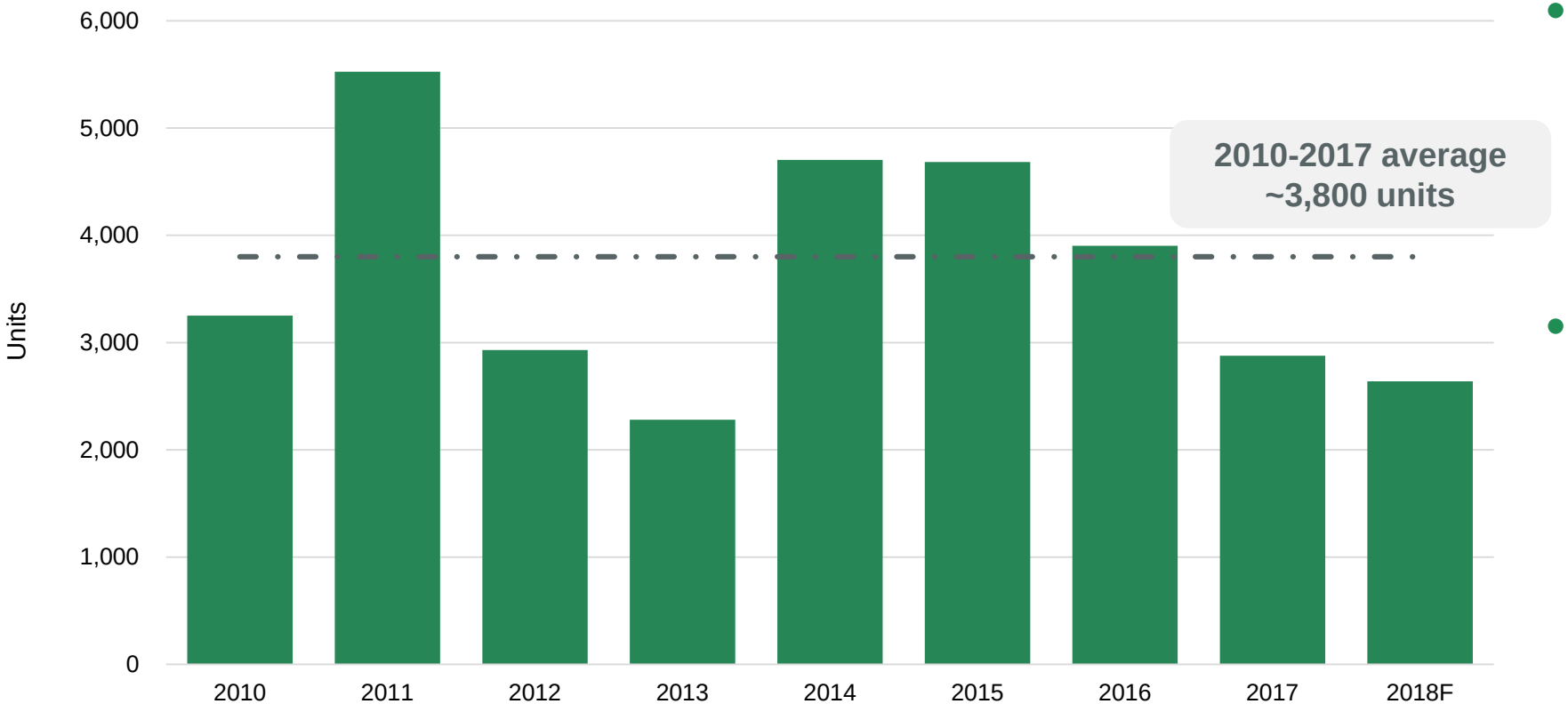
European Deliveries Around Recent Long-term Average



- Demand for freight wagons in Europe has slowly recovered to pre-recession levels of ~7,000-8,000 units
- Replacement demand for ~700,000 railcar fleet with life of 40 years is estimated to be ~17,500 wagons annually implying significant pent-up demand.
- Additional demand increase is currently driven by availability of EU funds designed to take container traffic off the roads to help the continent meet its ambitious carbon reduction goals.
- Ultimately, demand is expected to increase and stay above pre-recession levels

Source: SCI 2017

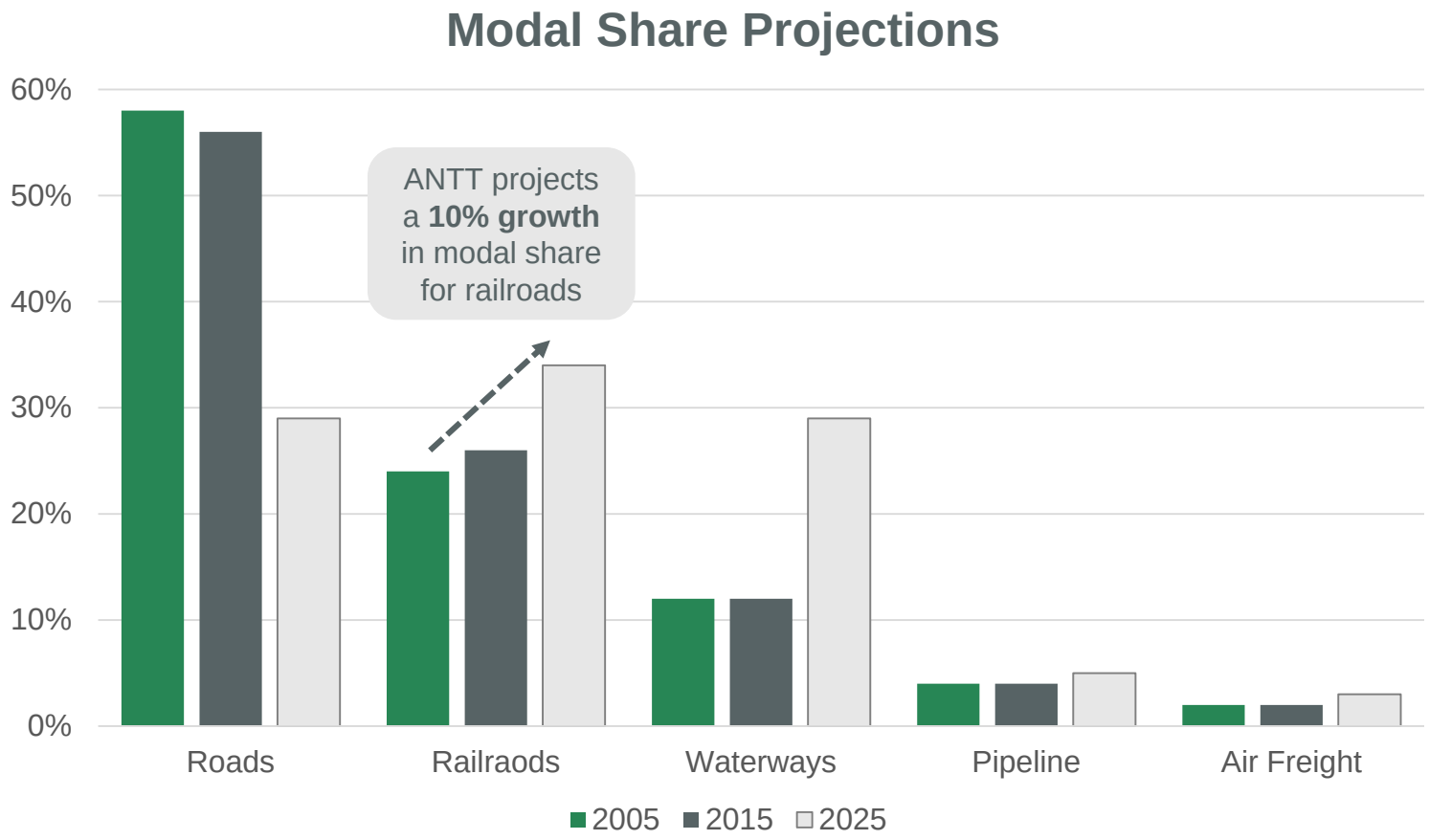
Brazilian Industry Deliveries



- Greenbrier-Maxion has achieved an average market share of ~60-70%
- Market demand expectations are nearly average although large infrastructure investments will likely result in significant delivery increases.

Source: ABIFER (Brazilian Association of the Railroad Industry)

Brazilian Market Outlook - Key Drivers



- Market Poised for Growth
- Shift in modal transportation
  - Freight rail volumes are expected to increase substantially requiring significant infrastructure and railcar investment over the next several years
- Aging Fleet (market of ~130,000 railcars)
  - Over 50% of the freight cars in 2016 had an age profile of 30 years and older
- Other market dynamics
  - Increase of innovation, growing exportation of agriculture, and growth in other Latin American markets

Source: ANTT (Brazil's Department of Transportation)

Turkey

- Rayvag facility located in strategic port region of Adana
  - Combination wagon manufacturing and repair facility
- Freight rail privatized in 2014
- Current demand of ~1,000 units per year, expected to grow to 2,000 units
  - Driven by >USD$20 billion investment in freight rail industry
- Growing domestic market and gateway between Europe & Asia
- European rail standards are being adopted
  - Greenbrier AstraRail to provide technical and engineering support
- Extends geographic coverage and supply chain

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Unique Strategic Position

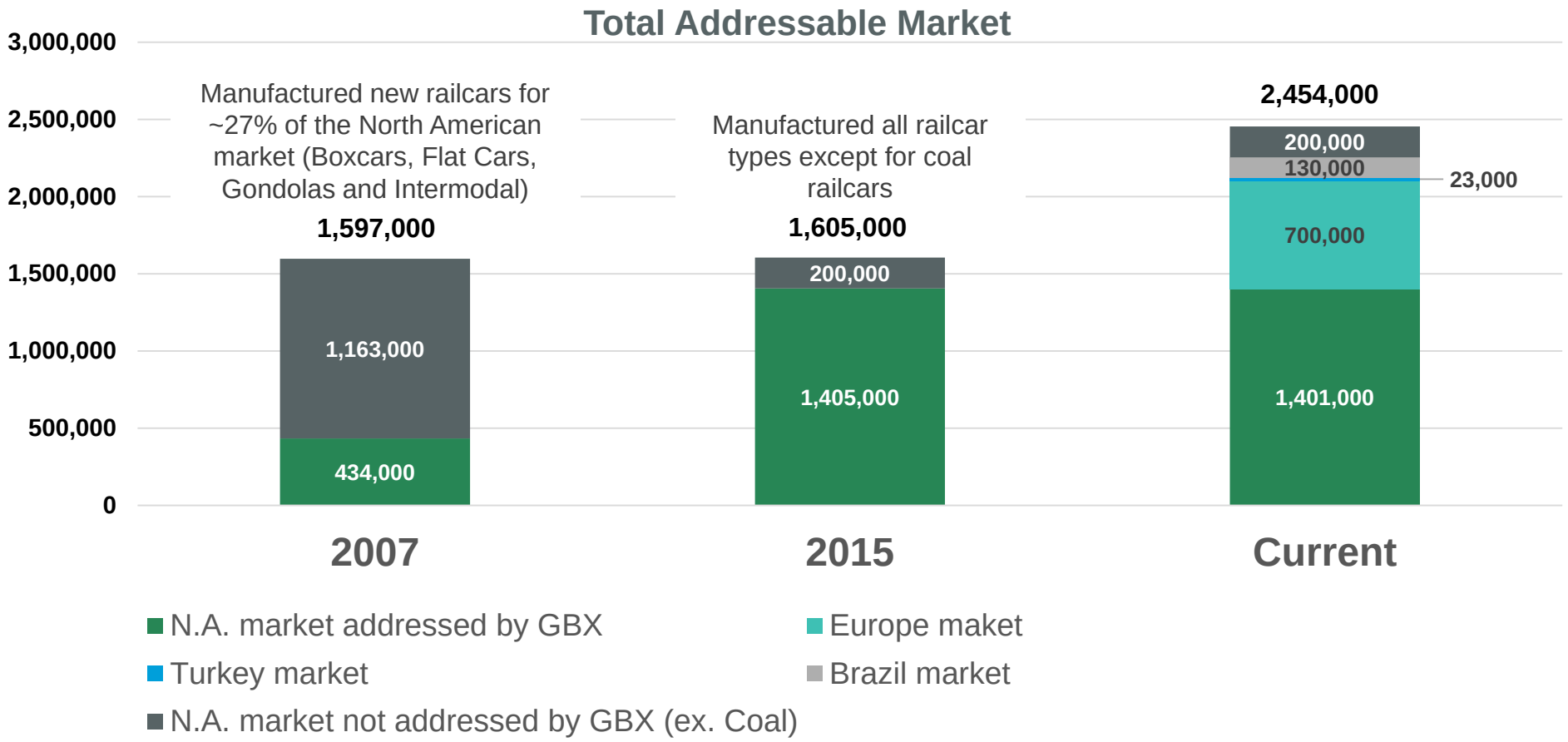
Transformational Initiatives Create Diversified Growth Platform

- **Improves customer offerings** due to diverse product mix at lower-cost, flexible manufacturing facilities
- **Diversifies business mix** by expanding repair and wheel maintenance business; large aftermarket business provides stability and strategic benefits throughout business cycles
- **Enhances leasing activities,** capturing more value throughout the railcar life cycle
- **Expands available market** by increasing throughput and diversifying product portfolio while maintaining the quality customers demand
- **Expands geographic reach** into new international markets with entries into Romania, Brazil, Turkey and Saudi Arabia

Greenbrier is stronger today—both operationally and financially—than in previous cycles due to these initiatives.

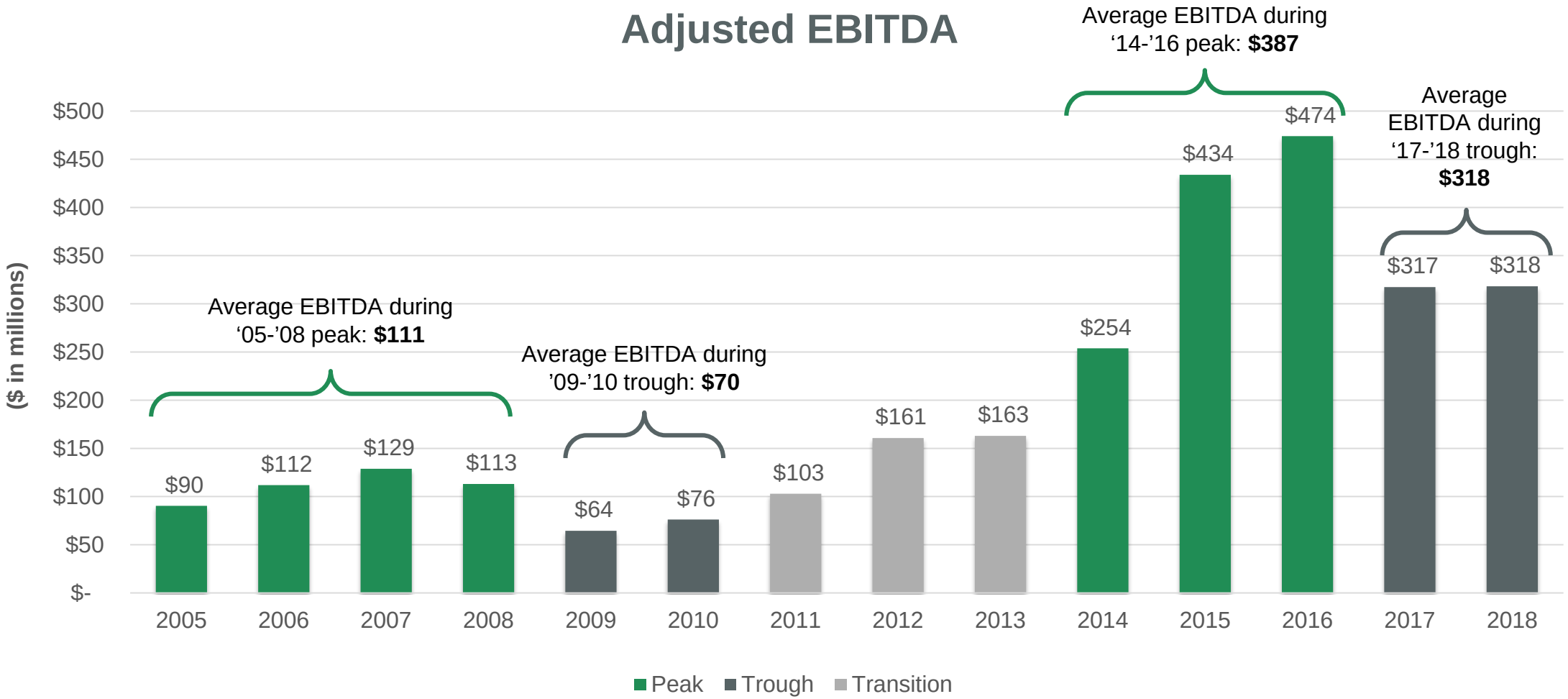
Growing Our Addressable Market

Since 2007, product diversification and geographic expansion grew the GBX new railcar manufacturing market by ~420%



Source: SCI Multiclient Studies, Global Market Trends, 2017

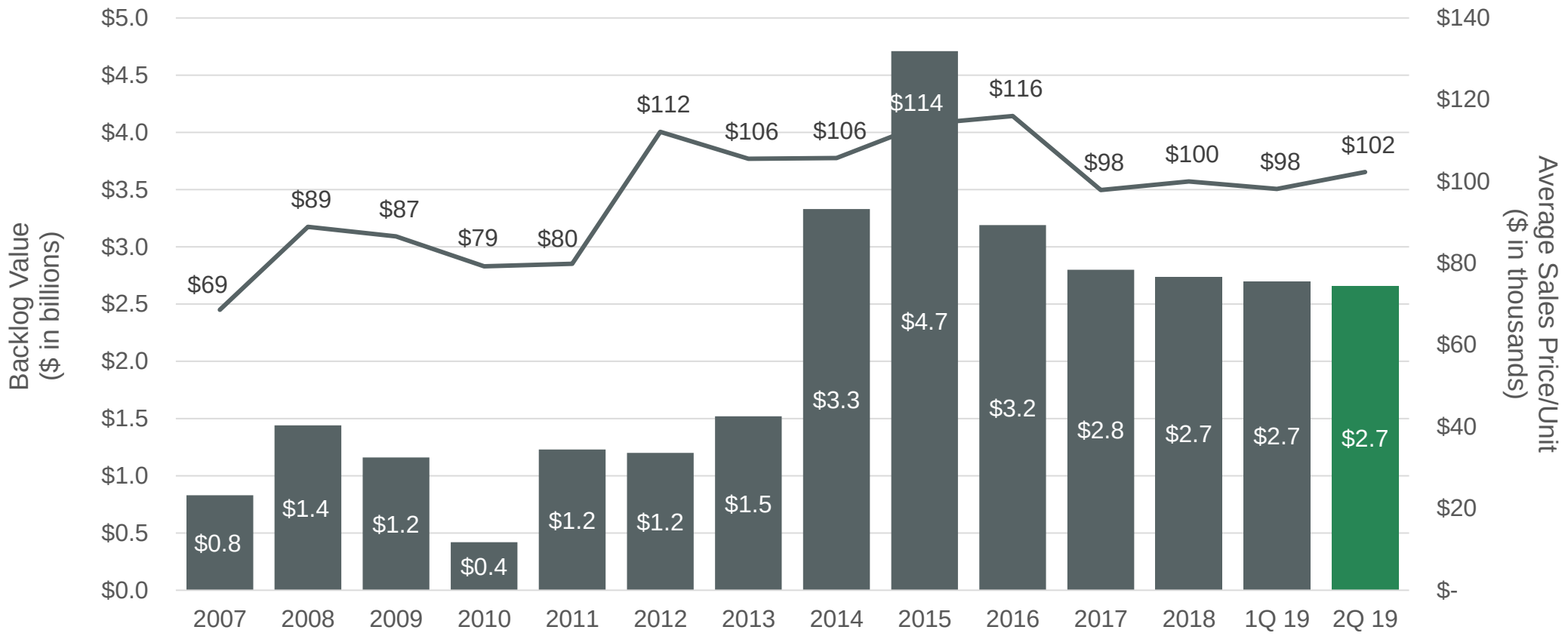
Higher Peak and Trough Profitability Over The Cycle



Greenbrier has shown a consistent ability to grow earnings so that peaks and troughs are steadily improving

Greenbrier's Railcar Backlog

Provides Earnings Visibility



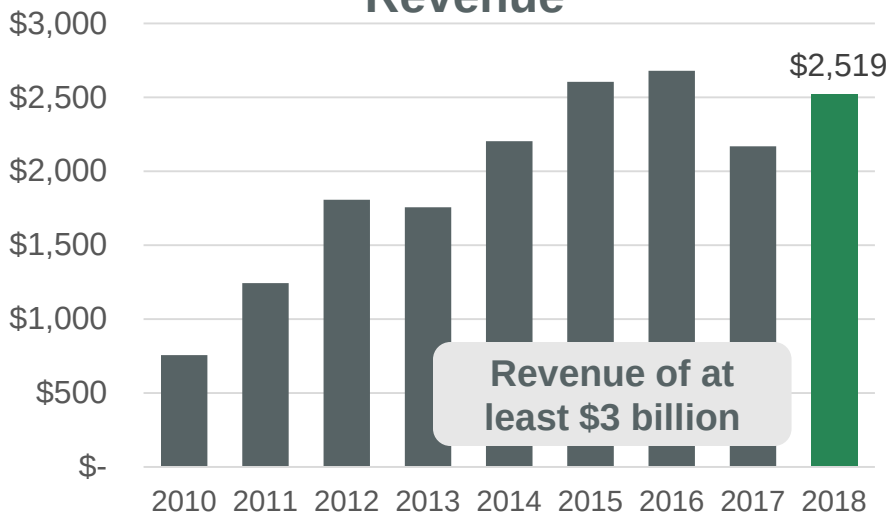
Backlog Units	12,100	16,200	13,400	5,300	15,400	10,700	14,400	31,500	41,300	27,500	28,600	27,400	27,500	26,000

In 2Q FY 2019, Greenbrier received orders for 3,800 units valued at nearly $450 million.

($ in billions except per unit values)

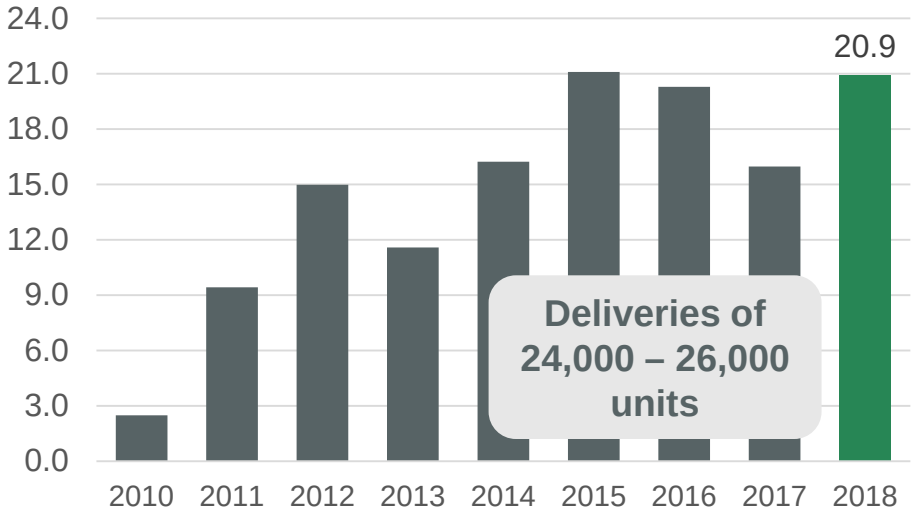
Consolidated Financial Trends

Revenue

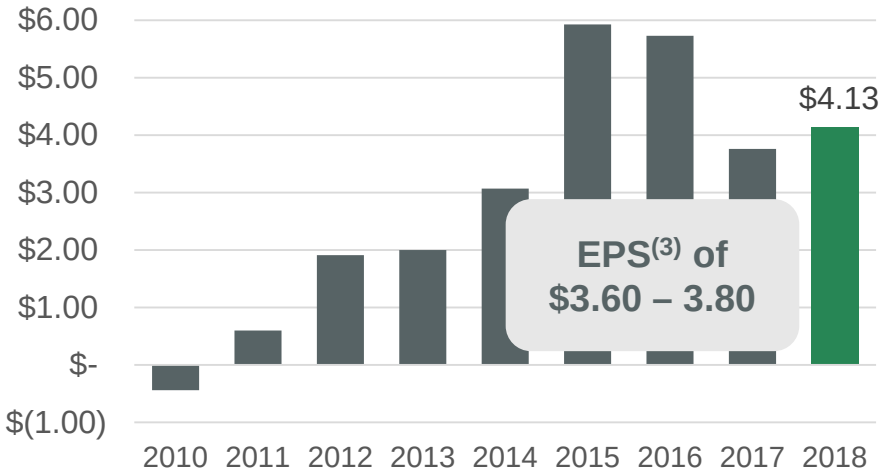


FY 2019 Guidance:

Deliveries (000s of units)[1]



Adjusted EPS[2]

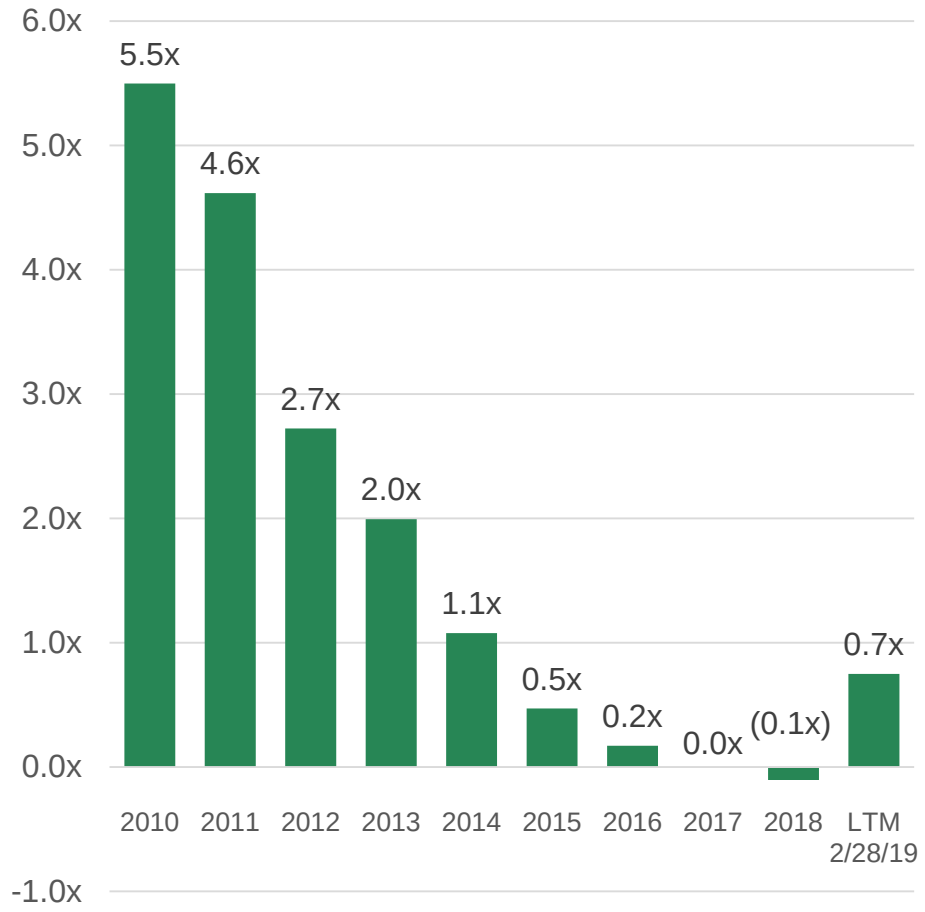


[1] 2017 includes Greenbrier-Maxion, our Brazilian railcar manufacturer, which is accounted for under the equity method
[2] Adjusted EPS & Adjusted EBITDA exclude Goodwill impairment, Restructuring charges and other Special Items
[3] Excludes $0.14 per share related to railcar contract loss accruals and closure costs in fiscal second quarter

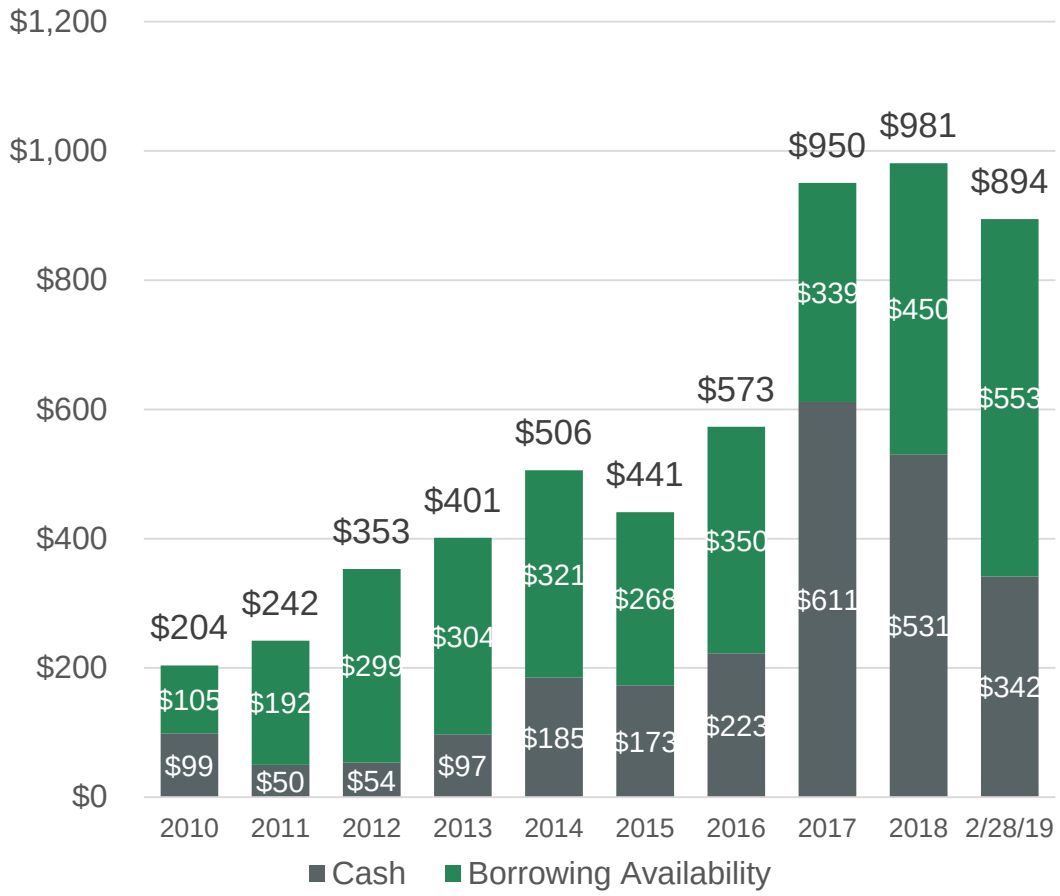
($ in millions, except per share amounts)

Strong Balance Sheet and Liquidity Provide Flexibility

Net Funded Debt[1] / Adjusted EBITDA[2]



Liquidity Summary ($ in millions)



[1] Net debt is defined as gross debt plus debt discount less cash
[2] Adjusted EBITDA exclude gain on contribution to GBW, restructuring charges, goodwill impairment and other special items

Balanced Approach to Capital Deployment

- Organically in high ROIC projects
- Strategically in core competencies
- Shareholder focused actions
  - Over $250 million of capital returned to shareholders through dividends and share repurchase since October 2013
  - Board declared quarterly dividend of $0.25 per share or an annualized rate of $1.00 in April 2019.
    - Since initiating a dividend in July 2014, Greenbrier has established a history of steady increases

Clear Path to Growth and Shareholder Value

Solid Railcar Backlog

Product and customer diversity provides visibility

Diversified Revenue Streams

Unique model that enhances financial performance across the cycle, with powerful cross selling opportunities

Strong Balance Sheet & Liquidity

Flexible balance sheet supports strategy

Focus During Current Market

Grow our core North American market and diversify internationally into growing rail markets

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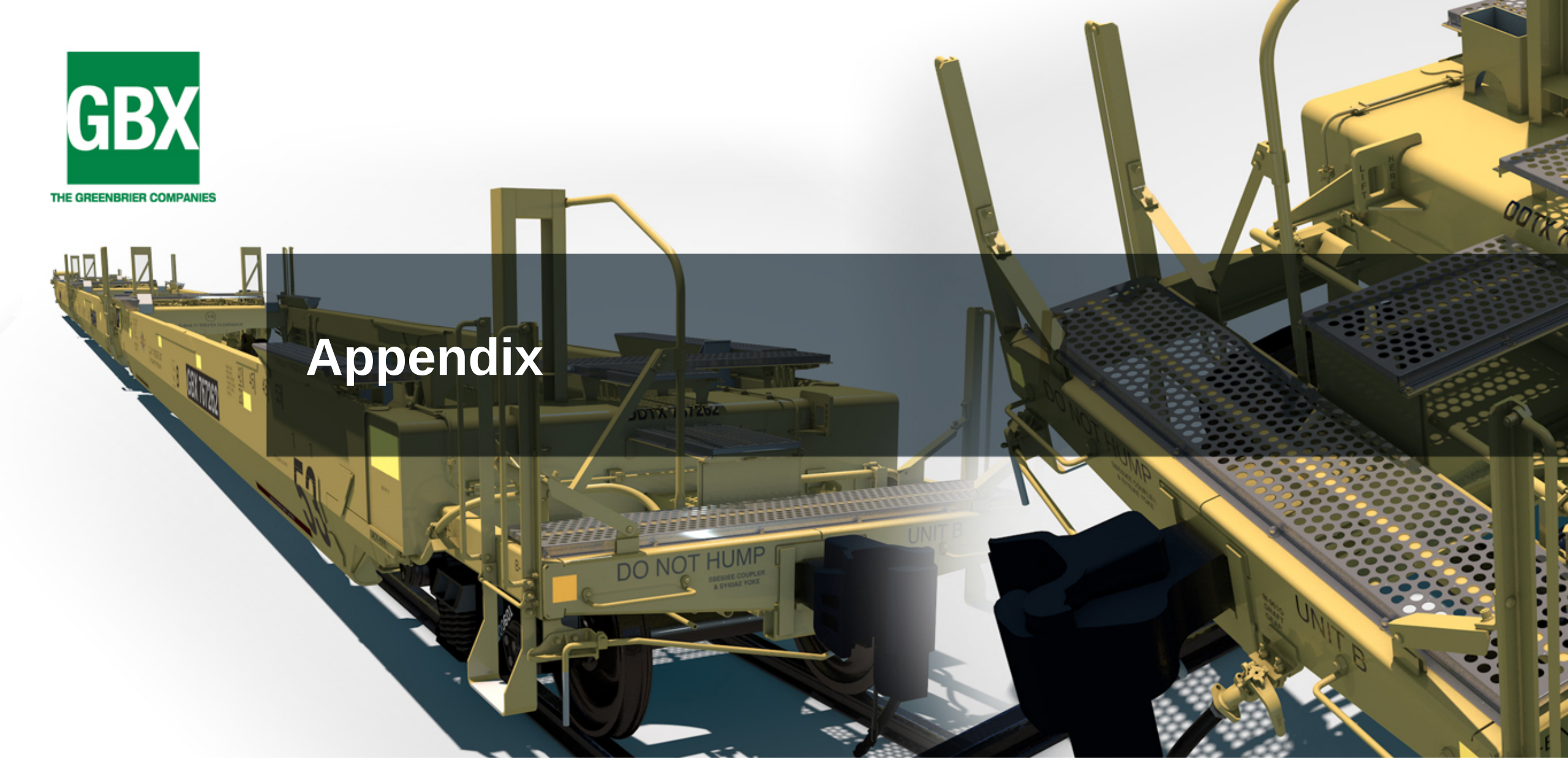
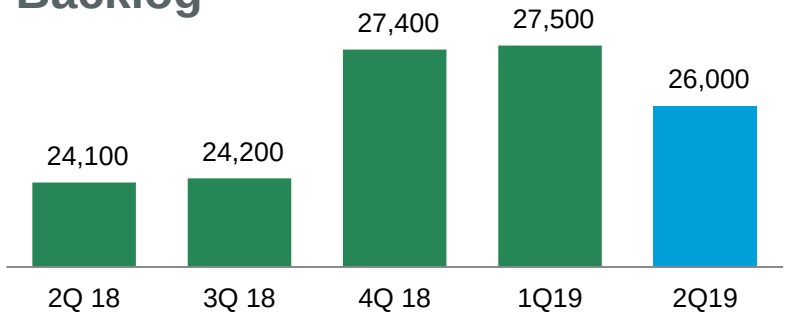


Appendix

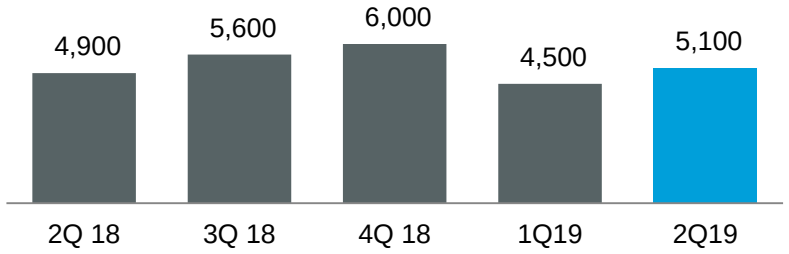
2Q FY 2019 Key Metric Highlights

- Backlog 26,000 units valued at $2.7 billion
  - Diverse backlog reflects a broad range of car types including tank cars, covered hoppers, intermodal units, boxcars, automotive carrying railcars and gondola cars
- Deliveries of 5,100 units including syndication activity of 1,200 units
- Orders for 3,800 diversified railcars were received during the quarter, valued at nearly $450 million

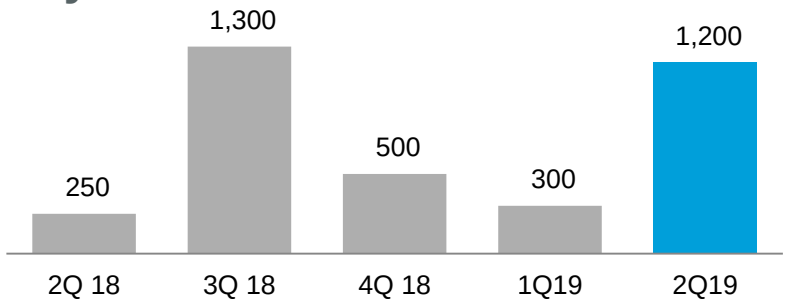
Backlog



Total Deliveries



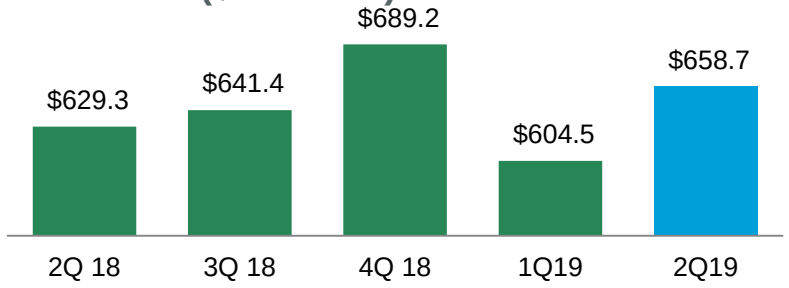
Syndicated Deliveries



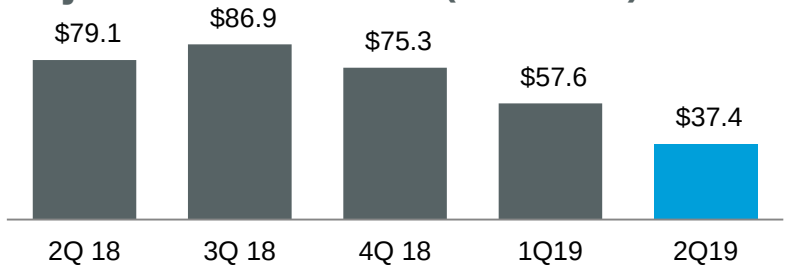
2Q FY 2019 Income Statement Highlights

- Revenue of $658.7 million
- Gross margin of 8.2%
- Adjusted EBITDA of $37.4 million
  - Adjusted EBITDA margin of 5.7%
  - Included $7.6 million related to loss accruals on certain railcar contracts and facility closure costs in the railcar repair operations
- Adjusted Diluted EPS of $0.08
  - Included $0.14 per diluted share related to railcar contract loss accruals and facility closure costs

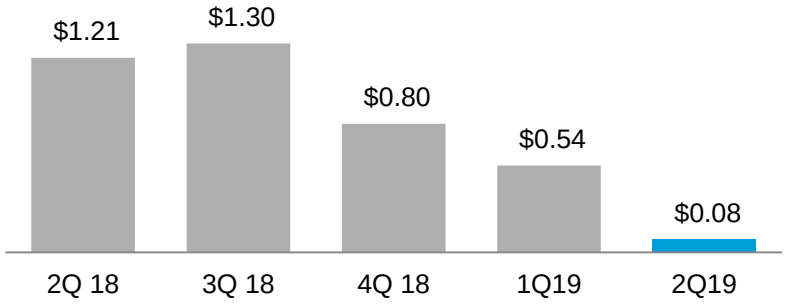
Revenue ($ millions)



Adjusted[1] EBITDA ($ millions)



Adjusted[1] Diluted EPS

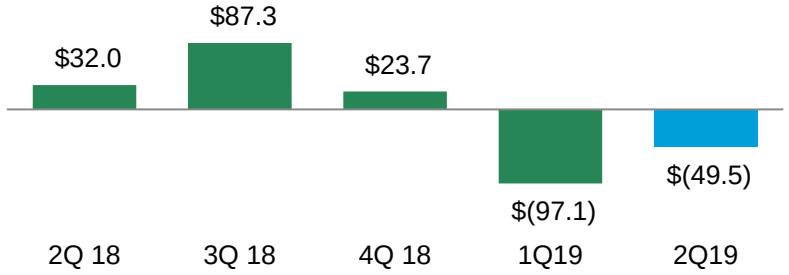


(1) See Slides 39 and 41 for Reconciliation

2Q FY 2019 Balance Sheet & Cash Flow Highlights

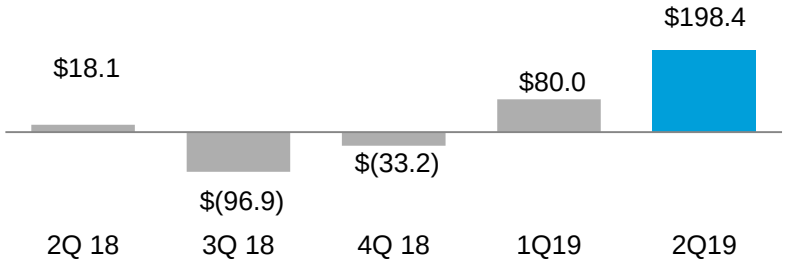
- Operating Cash outflow due to increased inventories reflecting higher production rates in the second half of fiscal 2019 and the outsourcing of lining work on a few cartypes
- Quarterly dividend of $0.25 per share or an annualized rate of $1.00
- Nearly $900 million of available liquidity

Operating Cash Flow ($ millions)



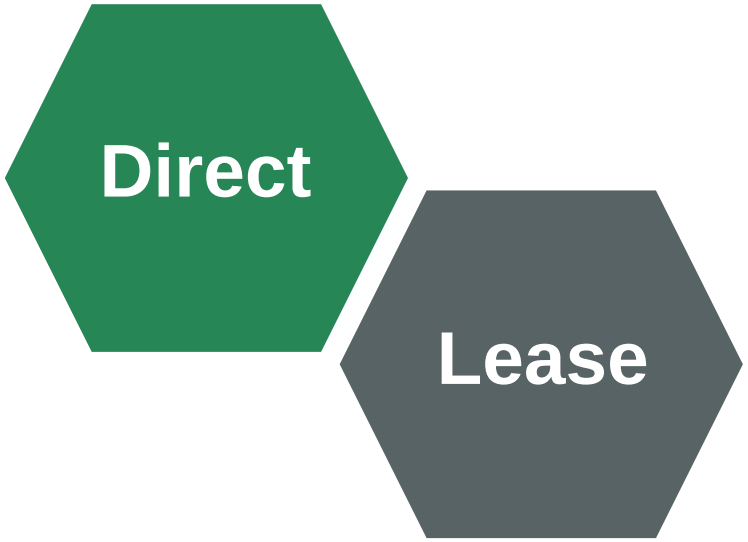
Net Capital Expenditure & Invest. in Unconsol. Affiliates[1] ($ millions)

Net Funded Debt[2] ($ millions)



[1] Investment in Unconsolidated Affiliates included to reflect investments in unconsolidated joint ventures
[2] Excludes debt discounts and issuance costs

Two Ways to Sell New Railcars



Direct Sales

- Customer orders railcar to buy and use
- We build railcar and deliver it to customer
- Revenue recognized in Manufacturing segment

Lease Syndication

- Customer orders railcar to lease
- We build railcar and lease it
- Railcars held temporarily on balance sheet generating interim lease income for GBX
  - Called “Leased railcars for syndication” on Balance Sheet
  - “Interim” lease income recognized in Leasing & Services segment
- Railcars aggregated and sold (“syndicated”) to multiple third party investors (non-recourse to GBX)
  - Sales price premium over direct sale from attached lease
  - Revenue from sale recognized in Manufacturing segment
- Long term Management fees earned from investors on railcars after syndication
  - Revenue recognized in Leasing & Services segment

Leasing & Services Supplemental Information

Lease Syndication Model

- Over $1.2 billion of Syndication volume during the last two years (reported in Manufacturing segment)
- One of two channels to market, expanding customer universe beyond traditional base
- Dwell time of rent producing railcars on balance sheet ("Leased railcars for syndication") averages 3 months, as railcar leases are aggregated and sold in bundles to investors
- In addition to premium pricing above direct sales, creates stream of multi-year management fee income
- Able to source externally produced railcars to diversify offerings

Owned & Managed Fleet

- **Owned** Equipment on operating lease 'right-sized' over last few years
  - Additional monetization without new additions would be tax inefficient with significant Deferred Taxes related to the Lease fleet
  - Asset sales to MUL will be largely reinvested and will refresh tax profile of the fleet
  - Secures Leasing term loan with a current balance of $221.1 million
- **Managed fleet** services include railcar remarketing, maintenance management, car hire accounting and various other services
  - Accounts for ~23% of North American railcar fleet

Fleet Information

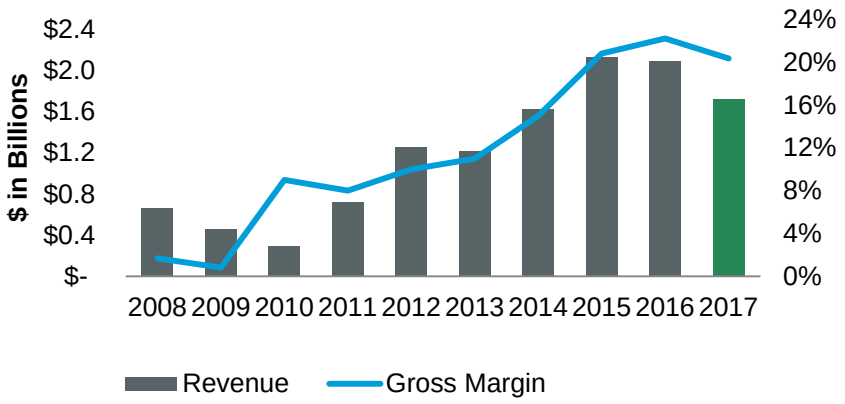
Units	Feb. 28, 2018	May 31, 2018	Aug. 31, 2018	Nov. 30, 2018	Feb. 28, 2019
Long term owned units ("Equipment on operating lease")	5,800	6,100	6,300	5,900	7,700
Short term owned units ("Leased railcars for syndication")	2,600	1,800	1,800	3,700	2,900
Total owned fleet	8,400	7,900	8,100	9,600	10,600
Managed fleet (units)	359,000	356,000	357,000	358,000	372,000

Manufacturing

Quarterly Trends

($ in millions)	2Q 18	3Q 18	4Q 18	1Q 19	2Q 19
Revenues	$ 511.8	$ 510.1	$ 571.2	$ 471.8	$ 476.0
Gross Margin	$82.7	$82.2	$81.7	$54.0	$33.0
Gross Margin %	16.2%	16.1%	14.3%	11.4%	6.9%
Operating Margin %	12.3%	12.2%	10.9%	7.8%	2.9%
Capital Expenditures	$10.6	$13.1	$25.6	$17.5	$23.0
New Railcar Backlog	$2,290	$2,350	$2,750	$2,690	$2,660
New Railcar Backlog (units)	24,100	24,200	27,400	27,500	26,000
Deliveries (units) [1]	4,300	5,100	5,600	4,200	4,500

Revenue and Gross Margin %



2Q Business Conditions

- Revenue increase primarily driven by mix shift
- Margin decrease driven by lower manufacturing efficiencies

FY 19 Outlook

- Deliveries of 24,000 to 26,000 units including Greenbrier-Maxion (Brazil) which will account for approximately 2,000 units
- Deliveries back half weighted due to timing of production ramping and syndication activity
- Capital expenditures are expected to be approximately $90 million, primarily related to enhancements of our existing manufacturing facilities

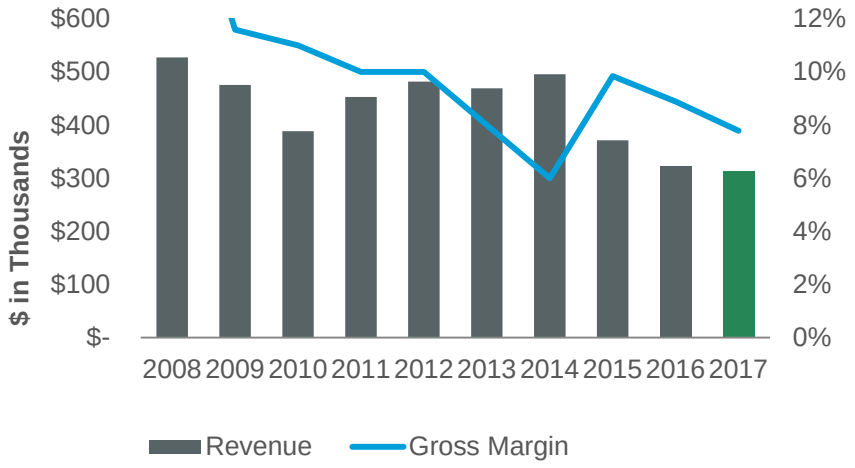
[1] Excludes Brazil deliveries since they do not impact Manufacturing Revenue and Margins.

Wheels, Repair & Parts

Quarterly Trends

($ in millions)	2Q 18	3Q 18	4Q 18	1Q 19	2Q 19
Revenues	$88.7	$94.5	$85.8	$108.5	$125.3
Gross Margin	$8.0	$8.7	$6.5	$7.6	$6.8
Gross Margin %	9.0%	9.2%	7.6%	7.0%	5.4%
Operating Margin %	5.8%	5.9%	4.3%	3.0%	2.3%
Capital Expenditures	$0.7	$0.5	$3.6	$2.1	$1.1

Revenue and Gross Margin % [1]



2Q Business Conditions

- Revenue increase primarily attributable to higher wheel and component volumes
- Margin decrease due to lower operating efficiencies and closure costs in Repair network

FY 19 Outlook

- Capital expenditures are expected to be approximately $15 million and reflect inclusion of the Repair division and enhancements to our existing facilities.

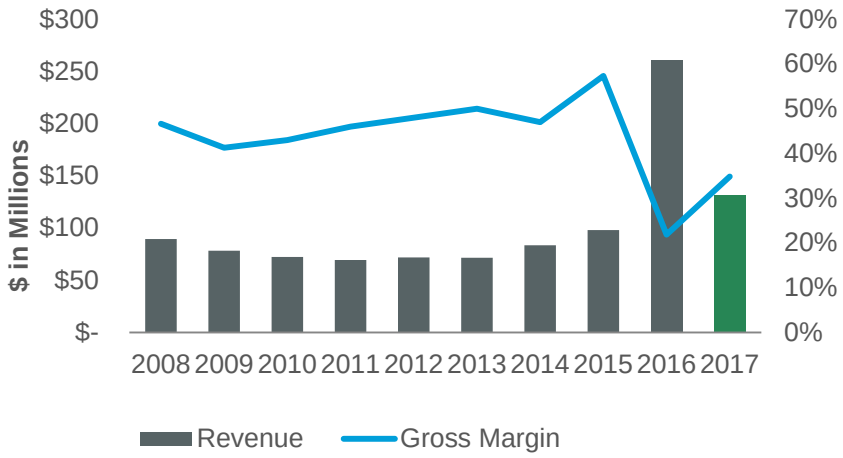
[1] Pre-2014 results include legacy Repair operations which were contributed to GBW Railcar JV in July 2014. In August 2018, the GBW Railcar Services joint venture was dissolved resulting in 12 repair locations returning to Greenbrier which are included in the Wheels, Repair & Parts segment.

Leasing & Services

Quarterly Trends

($ in millions)	2Q 18	3Q 18	4Q 18	1Q 19	2Q 19
Revenues	$28.8	$36.8	$32.2	$24.2	$57.4
Gross Margin	$14.7	$17.6	$17.7	$11.0	$14.0
Gross Margin %	51.0%	47.9%	54.9%	45.4%	24.4%
Operating Margin %	56.0%	72.6%	54.2%	72.4%	36.7%
Net Capital Expenditures	($17.7)	$26.9	$5.5	($25.4)	$16.0
Lease Fleet Utilization	92.2%	90.4%	94.4%	94.9%	97.4%

Revenue and Gross Margin %



2Q Business Conditions

- Revenue increase driven by higher volume of externally sourced railcar syndications
- Margin decrease reflects lower margins on externally sourced railcar syndications

FY 19 Outlook

- Capital expenditures (including corporate) expected to be ~$90 million, with $120 million of Proceeds from the sale of leased assets due to broadening of MUL relationship
- Continued growth in management services

Quarterly Adjusted EBITDA Reconciliation

Supplemental Disclosure
Reconciliation of Net Earnings to Adjusted EBITDA
(In millions, unaudited)

	Quarter Ending				
	Feb. 28, 2018	May 31, 2018	Aug. 31, 2018	Nov. 30, 2018	Feb. 28, 2019
Net earnings	$65.3	$36.2	$37.2	$23.4	$5.8
GBW goodwill impairment	-	9.5	-	-	-
Special items	-	-	-	-	-
Interest and foreign exchange	7.0	6.5	8.8	4.4	9.2
Income tax expense (benefit)	(11.3)	16.0	10.1	9.1	2.3
Depreciation and amortization	18.1	18.7	19.2	20.7	20.1
Adjusted EBITDA	**$79.1**	**$86.9**	**$75.3**	**$57.6**	**$37.4**

See slide 43 for definition of Adjusted EBITDA

Annual Adjusted EBITDA Reconciliation

Supplemental Disclosure

Reconciliation of Net Earnings (loss) to Adjusted EBITDA

(In millions, unaudited)

	Year Ending August 31,								
	2010	**2011**	**2012**	**2013**	**2014**	**2015**	**2016**	**2017**	**2018**
Net earnings (loss)	$8.3	$8.4	$61.2	($5.4)	$149.8	$265.3	$284.8	$160.5	$172.1
Interest and foreign exchange	45.2	37.0	24.8	22.2	18.7	11.2	13.5	24.2	29.3
Income tax expense (benefit)	(0.9)	3.5	32.4	25.1	72.4	112.2	112.3	64.0	32.9
Depreciation and amortization	37.5	38.3	42.4	41.4	40.4	45.1	63.4	65.1	74.4
Goodwill impairment[(1)]	-	-	-	76.9	-	-	-	3.5	9.5
Gain on contribution to GBW	-	-	-	-	(29.0)	-	-	-	-
Loss (gain) on debt extinguishment	(2.1)	15.7	-	-	-	-	-	-	-
Special items	(11.9)	-	-	2.7	1.5	-	-	-	-
Adjusted EBITDA	**$76.1**	**$102.9**	**$160.8**	**$162.9**	**$253.8**	**$433.8**	**$474.0**	**$317.3**	**$318.2**

(1) 2013 Goodwill impairment relates to our Wheels, Repair and Parts segment. 2017 and 2018 Goodwill impairment reflects our portion of a Goodwill impairment change recorded by GBW

See slide 44 for definition of Adjusted EBITDA

Quarterly Adjusted EPS Reconciliation

Supplemental Disclosure

Reconciliation of Net Earnings Attributable to Greenbrier to Adjusted Net Earnings

(In millions, except per share amounts, unaudited)

	Quarter Ending				
	Feb. 28, 2018	May 31, 2018	Aug. 31, 2018	Nov. 30, 2018	Feb. 28, 2019
Net earnings attributable to Greenbrier	$61.6	$32.9	$30.9	$18.0	$2.8
GBW goodwill impairment	-	9.5	-	-	-
Special items (after-tax)	-	-	-	-	-
Non-recurring Tax Act (benefit)	(22.9)	-	(4.5)	-	-
Adjusted net earnings	$38.7	$42.4	$26.4	$18.0	$2.8
Weighted average diluted shares outstanding	32.7	32.9	33.0	33.1	33.2
Adjusted EPS	**$1.21**	**$1.30**	**$0.80**	**$0.54**	**$0.08**

See slide 43 for definitions of Adjusted net earnings and Adjusted EPS

Annual Adjusted EPS Reconciliation

Supplemental Disclosure

Reconciliation of Net Earnings (loss) Attributable to Greenbrier to Adjusted Net Earnings (loss)

(In millions, except per share amounts, unaudited)

	Year Ending August 31,								
	2010	**2011**	**2012**	**2013**	**2014**	**2015**	**2016**	**2017**	**2018**
Net earnings (loss) attributable to Greenbrier	$4.3	$6.5	$58.7	($11.1)	$111.9	$192.8	$183.2	$116.1	$151.8
Goodwill impairment (after-tax)(1)	-	-	-	71.8	-	-	-	3.5	9.5
Gain on contribution to GBW (after-tax)	-	-	-	-	(13.6)	-	-	-	-
Loss (gain) on debt extinguishment (after-tax)	(1.3)	9.4	-	-	-	-	-	-	-
Non-recurring Tax Act (benefit)	(11.9)	-	-	-	-	-	-	-	(27.4)
Special items (after-tax)	-	-	-	1.8	1.0	-	-	-	-
Adjusted net earnings (loss)	($8.9)	$15.9	$58.7	$62.5	$99.3	$192.8	$183.2	$119.6	$133.9
Weighted average diluted shares outstanding	20.2	26.5	33.7	34.2	34.2	33.3	32.5	32.6	32.8
Adjusted EPS	**($0.44)**	**$0.60**	**$1.91**	**$2.00**	**$3.07**	**$5.93**	**$5.73**	**$3.76**	**$4.13**

(1) 2013 Goodwill impairment relates to our Wheels, Repair and Parts segment. 2017 and 2018 Goodwill impairment reflects our portion of a Goodwill impairment change recorded by GBW

See slide 44 for definitions of Adjusted net earnings (loss) and Adjusted EPS

Adjusted Financial Metric Definition

- Adjusted EBITDA, Adjusted net earnings (loss), Adjusted EPS and EPS range excluding railcar contract loss accruals and closure costs are not financial measures under generally accepted accounting principles (GAAP). These metrics are performance measurement tools commonly used by rail supply companies and Greenbrier. You should not consider these metrics in isolation or as a substitute for other financial statement data determined in accordance with GAAP. In addition, because these metrics are not measures of financial performance under GAAP and are susceptible to varying calculations, these measures presented may differ from and may not be comparable to similarly titled measures used by other companies.

- We define Adjusted EBITDA as Net earnings (loss) before Interest and foreign exchange, Income tax expense (benefit), Depreciation and amortization and excluding the impact associated with items we do not believe are indicative of our core business or which affect comparability. We believe the presentation of Adjusted EBITDA provides useful information as it excludes the impact of financing, foreign exchange, income taxes and the accounting effects of capital spending. These items may vary for different companies for reasons unrelated to the overall operating performance of a company's core business. We believe this assists in comparing our performance across reporting periods.

- Adjusted net earnings (loss) and Adjusted EPS excludes the impact associated with items we do not believe are indicative of our core business or which affect comparability. EPS range excluding railcar contract loss accruals and closure costs exclude railcar contract loss accruals and closure costs. We believe this assists in comparing our performance across reporting periods.

GBX

THE GREENBRIER COMPANIES

NYSE: GBX

May 2019

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