

## **NOTICE OF GUARANTEED DELIVERY**

**Watco Companies, L.L.C.  
Watco Finance Corp.**

**RELATING TO THE OFFER TO PURCHASE DATED JULY 8, 2024  
(THE “OFFER TO PURCHASE”) ANY AND ALL OF THEIR  
OUTSTANDING 6.500% SENIOR NOTES DUE 2027**

This Notice of Guaranteed Delivery is being provided in connection with the Offer (as defined in the Offer to Purchase) by Watco Companies, L.L.C. and Watco Finance Corp. (collectively, the “Company”). The Offer will expire at 5:00 p.m., New York City time, on July 17, 2024, unless extended or terminated (such time and date, as the same may be extended or terminated by us in our sole discretion subject to applicable law, the “Expiration Date”). Tendered Notes may be validly withdrawn at any time (i) at or prior to the earlier of (x) the Expiration Date and (y) in the event that the Offer is extended, the tenth business day after commencement of the Offer, and (ii) after the 60th business day after commencement of the Offer if for any reason the Offer has not been consummated within 60 business days after commencement (such time and date, as the same may be extended by us in our sole discretion, the “Withdrawal Deadline”), but may not thereafter be validly withdrawn, unless otherwise required by applicable law. The Offer is being made upon the terms and subject to the conditions set forth in the offer to purchase (as it may be amended or supplemented from time to time, the “Offer to Purchase”) relating to the Notes and this accompanying notice of guaranteed delivery (as it may be amended or supplemented from time to time, the “Notice of Guaranteed Delivery”). There is no letter of transmittal for the Offer. Capitalized terms used by not defined herein shall have the meaning given to them in the Offer to Purchase.

*The Tender and Information Agent for the Offer is:*

**D.F. King & Co., Inc.**

48 Wall Street, 22nd Floor  
New York, NY 10005

Facsimile for Eligible Guarantor Institutions: (212) 709-3328

Banks and Brokers Call Collect: (212) 269-5550

All Others, Please Call Toll-Free: (800) 283-9185

Email: watco@dfking.com

**Delivery of this Notice of Guaranteed Delivery to an address other than the one set forth above or transmission of instructions via facsimile to a number other than the facsimile number set forth above will not constitute a valid delivery to the Tender and Information Agent. The method of delivery of this Notice of Guaranteed Delivery and all other required documents to the Tender and Information Agent, including delivery through DTC, and any acceptance or Agent’s Message transmitted through ATOP electronic acceptance procedures, is at the election and risk of holders.**

The Notes are:

<b>Series of Notes</b>	<b>CUSIP Numbers<sup>(1)</sup></b>	<b>Aggregate Principal Amount Outstanding</b>
6.500% Senior Notes due 2027	941130AB2/ U94127AB0	\$600,000,000

(1) No representation is made as to the correctness or accuracy of the CUSIP numbers listed in this Notice of Guaranteed Delivery or printed on the Notes. They are provided solely for the convenience of Holders of the Notes.

If you desire to tender Notes in the Offer and the procedures for book-entry transfer cannot be completed on a timely basis before the Expiration Date, your tender may still be effected if (1) the tender is made by or through an Eligible Guarantor Institution (as defined below); (2) guaranteed deliveries are submitted only in the authorized minimum denominations and integral multiples of \$1,000 in excess thereof; (3) either (a) the Tender and Information Agent receives by mail, overnight courier or facsimile transmission, before the Expiration Date, a properly completed and duly executed Notice of Guaranteed Delivery in the form we have provided, including (where required) a signature guarantee by an Eligible Guarantor Institution in the form set forth herein or (b) in the case of Notes held in book-entry form, such Eligible Guarantor Institution has complied with ATOP's procedures applicable to guaranteed delivery for the Notes; and in either case representing that the Holder(s) own such Notes; and (4) the Tender and Information Agent receives the Notes, in proper form for transfer, or confirmation of book- entry transfer of the Notes into the Tender and Information Agent's account at the book-entry transfer facility, including any required signature guarantees, or an Agent's Message, and any other required documents, no later than 5:00 p.m., New York City time, on the second business day after the date of receipt by the Tender and Information Agent of this Notice of Guaranteed Delivery.

If a Holder is tendering Notes through ATOP pursuant to the Guaranteed Delivery Procedures set forth in the Offer to Purchase, the Eligible Guarantor Institution should not complete and deliver this Notice of Guaranteed Delivery, but such eligible guarantor institution will be bound by the terms of the Offer, including this Notice of Guaranteed Delivery, as if it was executed and delivered by such Eligible Guarantor Institution. Holders who hold Notes in book-entry form and tender pursuant to the Guaranteed Delivery Procedures set forth in the Offer to Purchase should, at or prior to the Guaranteed Delivery Date (as defined below), only comply with ATOP's procedures applicable to guaranteed delivery.

The Eligible Guarantor Institution that completes this form must communicate the guarantee to the Tender and Information Agent within the time period shown herein. Failure to do so could result in a financial loss to such participant.

Foreign holders that want to tender using a guaranteed delivery process should contact their brokers, the Company or the Tender and Information Agent.

Ladies and Gentlemen:

The undersigned represents that the undersigned owns and hereby tenders to Watco Companies, L.L.C. and Watco Finance Corp. (collectively, the “*Company*”), upon the terms and subject to the conditions set forth in the Offer to Purchase, dated July 8, 2024 (the “*Offer to Purchase*”), and this Notice of Guaranteed Delivery and instructions thereto (which, as they may be amended or supplemented from time to time, together constitute the “*Offer*”), receipt of which is hereby acknowledged, the principal amount of Notes, set forth below, all pursuant to the Guaranteed Delivery Procedures set forth in the Offer to Purchase.

The undersigned understands that tenders of Notes pursuant to the Offer may not be withdrawn after the Withdrawal Deadline. Tenders of Notes may be withdrawn prior to the Withdrawal Deadline, as provided in the Offer to Purchase.

All authority conferred or agreed to be conferred by this Notice of Guaranteed Delivery shall not be affected by, and shall survive, the death or incapacity of the undersigned, and every obligation of the undersigned under this Notice of Guaranteed Delivery shall be binding upon the heirs, executors, administrators, trustees in bankruptcy, personal and legal representatives, successors and assigns of the undersigned.

Guaranteed deliveries may be submitted only in principal amounts equal to \$2,000 and integral multiples of \$1,000 in excess thereof. Holders who do not tender all of their Notes must ensure that they retain a principal amount of Notes amounting to at least the minimum denomination for the Notes.

If a Holder is tendering Notes through ATOP pursuant to the Guaranteed Delivery Procedures set forth in the Offer to Purchase, the Eligible Guarantor Institution should not complete and deliver this Notice of Guaranteed Delivery, but such Eligible Guarantor Institution will be bound by the terms of the Offer, including this Notice of Guaranteed Delivery, as if it was executed and delivered by such Eligible Guarantor Institution. Holders who hold Notes in book-entry form and tender pursuant to the Guaranteed Delivery Procedures set forth in the Offer to Purchase should, at or prior to the Guaranteed Delivery Date, only comply with ATOP’s procedures applicable to guaranteed delivery.

As more fully described in the Offer to Purchase, guaranteed deliveries will be required to be provided no later than 5:00 p.m., New York City time, on July 19, 2024, which is two business days following the Expiration Date (the “*Guaranteed Delivery Date*”). The Settlement Date will take place promptly after the delivery of such accepted Notes, and is expected to be July 22, 2024. The Company will not pay accrued interest for any periods following the Settlement Date in respect of any Notes tendered in the Offer, including those tendered by the Guaranteed Delivery Procedures set forth herein and in the Offer to Purchase, and under no circumstances will additional interest be paid by the Company by reason of any delay in the Guaranteed Delivery Procedures.

Principal Amount of Notes Tendered: \_\_\_\_\_

Series of Notes that Principal Amount Tendered Relates To: \_\_\_\_\_

CUSIP of Notes that Principal Amount Tendered Related To: \_\_\_\_\_

Account Number: \_\_\_\_\_

Dated: \_\_\_\_\_, 2024

Name(s) of Registered Holder(s): \_\_\_\_\_

Address(es) (including Country and Zip Code): \_\_\_\_\_

Signature(s): \_\_\_\_\_

**THE GUARANTEE ON THE REVERSE SIDE MUST BE COMPLETED.**

## GUARANTEE

(Not to be used for signature guarantee)

The undersigned, a firm that is a participant in the Securities Transfer Agents Medallion Program, or an “*Eligible Guarantor Institution*” (as such term is defined in Rule 17Ad-15 under the Securities Exchange Act of 1934, as amended), hereby (i) represents that the above-named persons are deemed to own the Notes tendered hereby, (ii) represents that such tender of Notes is being made by guaranteed delivery and (iii) guarantees that the Notes tendered hereby in proper form for transfer or confirmation of book-entry transfer of such Notes into the tender agent’s account at the book-entry transfer facility, pursuant to the procedures set forth in “*The Offer—Procedures for Tendering Notes—Guaranteed Delivery Procedures*” in the Offer to Purchase, and the Notes to be tendered or an Agent’s Message in the case of a book-entry delivery, and any other required documents, will be received by the Tender and Information Agent at its address set forth above within two business days after the date of execution hereof.

**The Eligible Guarantor Institution that completes this form must communicate the guarantee to the Tender and Information Agent within the time period indicated herein. Failure to do so may result in financial loss to such Eligible Guarantor Institution.**

Name of Firm: \_\_\_\_\_

Authorized Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

(Please Type or Print)

Address: \_\_\_\_\_

Zip Code: \_\_\_\_\_

Country: \_\_\_\_\_

Area Code and Telephone Number(s): \_\_\_\_\_

Dated: \_\_\_\_\_, 2024

**DO NOT SEND THE NOTES WITH THIS FORM. ACTUAL SURRENDER OF THE NOTES MUST BE MADE PURSUANT TO, AND BE ACCOMPANIED BY ANY OTHER REQUIRED DOCUMENTS AS SET FORTH HEREIN.**

Any questions or requests for assistance may be directed to the Dealer Manager at its address and telephone numbers set forth below. Additional copies of this Notice of Guaranteed Delivery may be obtained from the Tender and Information Agent at the address, email address or telephone numbers set forth below. A Holder may also contact such Holder's broker, dealer, custodian bank, depository, trust company or other nominee for assistance concerning the Offer.

*The Tender and Information Agent for the Offer is:*

**D.F. King & Co., Inc.**

48 Wall Street, 22nd Floor  
New York, New York 10005

Banks and Brokers call: (212) 269-5550  
Toll free: (800) 283-9185  
Email: watco@dfking.com

*The Dealer Manager for the Offer is:*

**Wells Fargo Securities, LLC**

550 South Tryon Street, 5th Floor  
Charlotte, North Carolina 28202  
Attn: Liability Management Group  
Toll-Free: (866) 309-6316  
U.S Collect.: (704) 410-4759  
Email: liabilitymanagement@wellsfargo.com