

# Third Quarter 2016 Investor Presentation



connecting  
THE WORLD

November 3, 2016

# Safe Harbor

## Safe Harbor

Some slides and comments included herein, particularly related to estimates, comments or expectations about future performance or business conditions, may contain forward-looking statements. Important factors that may cause actual results to differ materially from the content of the forward-looking statements are described in our safe harbor caution. Please review our safe harbor caution in our Form 10-K filed with the SEC on February 29, 2016 and subsequent filings with the SEC.

## Non-GAAP Financial Measures

Adjusted operating income from continuing operations (defined as operating income from continuing operations before extraordinary, nonrecurring or unusual charges and other certain items), adjusted earnings per share from continuing operations (defined as diluted earnings per share from continuing operations before extraordinary, nonrecurring or unusual charges and other certain items), adjusted other income (expense) from continuing operations (defined as other income (expense) before extraordinary, nonrecurring or unusual charges and other certain items), adjusted EBITDA (defined as adjusted operating income from continuing operations plus depreciation and amortization for North America, Europe and Latin America, excluding Venezuela), net debt (defined as long-term debt plus current portion of long-term debt less cash and cash equivalents), net leverage (defined as net debt divided by adjusted EBITDA) adjusted operating margin (defined as adjusted operating income divided by revenues), return on invested capital (defined as adjusted operating income after other income (expense) and tax divided by working capital) and free cash flow (defined as operating cash flow minus capital expenditures) are “non-GAAP financial measures” as defined under the rules of the Securities and Exchange Commission. Metal-adjusted net sales, a non-GAAP financial measure, is also provided herein in order to eliminate an estimate of metal price volatility from the comparison of revenues from one period to another for our core operations.

These Company-defined non-GAAP financial measures exclude from reported results those items that management believes are not indicative of our ongoing performance and are being provided herein because management believes they are useful in analyzing the operating performance of the business and are consistent with how management evaluates our operating results and the underlying business trends. Use of these non-GAAP measures may be inconsistent with similar measures presented by other companies and should only be used in conjunction with the Company’s results reported according to GAAP. Reconciliations of historical and fourth quarter 2016 guidance of non-GAAP financial measures to the most directly comparable GAAP financial measures are included in this presentation. With respect to other forward-looking non-GAAP information, the Company is not able to provide a reconciliation of the non-GAAP financial measures to GAAP because it does not provide specific guidance for the various extraordinary, nonrecurring or unusual charges and other certain items. These items have not yet occurred, are out of the Company’s control and/or cannot be reasonably predicted. As a result, reconciliation of these forward-looking non-GAAP measures to GAAP is not available without unreasonable effort and the Company is unable to address the probable significance of the unavailable information.

# Agenda

- **Overview**
- **Update on Strategic Roadmap**
- **Other Matters**
- **Third Quarter 2016 Financial Results**
- **Capital Structure**
- **Fourth Quarter 2016 Outlook**

# Overview

# Overview

- **Reported operating income of \$5 million and adjusted operating income of \$32 million were down year over year \$20 million and \$15 million, respectively, primarily due to lower subsea turnkey project activity compared to last year, further weakening for industrial and specialty products tied to oil and gas end markets in North America and the continued pressure in Latin America**
- **Generated operating cash flow of \$50 million driven by continued tight management of working capital**
- **Maintained significant liquidity with \$393 million of availability on the Company's asset based credit facility and applied cash proceeds from divestitures to reduce outstanding borrowings**
- **Completed the sale of the Company's Zambia business bringing the total cash proceeds generated from the divestiture program to \$203 million while also completing the sale of the company's Venezuela business**

# Update on Strategic Roadmap

# Strategic Roadmap



## Focus and Optimize Portfolio

- Focused on electric utility, industrial and communications and investing in these business to drive to full potential
- Divested the North American automotive ignition wire business and operations in Venezuela
- Divesting operations in Africa and Asia Pacific, generated \$203 million of cash proceeds program to date



## Develop Leading Cost and Efficiency Position

- Approx. 50% of plants are undergoing project-driven change
- Global procurement initiatives well advanced
- Implementing a comprehensive North American logistics system to reduce handling and freight costs



## Drive Growth through Innovation

- Capitalize on the scale and channels we serve
- Upgrade service model to make customers more successful
- Leverage technology and innovation



## Cultivate a High-Performance Culture

- Implemented a world class compliance program
- Clear vision and sense of purpose
- Organization aligned on values and behaviors
- Seeing early improvement in our engagement and net promoter metrics which we measure through pulse surveys

**Implementation  
of all strategic  
initiatives in  
progress**

***Re-energized organization driving operating efficiency and performance improvement***

# Other Matters

# Other Matters

- **Chief Financial Officer Transition**
  - The Company's board of directors have named Matti Masanovich as Chief Financial Officer and Senior Vice President, effective November 11, 2016
- **Foreign Corrupt Practices Act Update**
  - Ongoing discussions with SEC and DOJ regarding the terms of a potential resolution
  - Amount (range) of reasonably possible resolution, including disgorgement of profits, pre-judgment interest and potential DOJ penalty, estimated to be between \$33 and \$120 million
  - The existing accrual as of September 30, 2016 remains at \$33 million (the low end of the range)
    - The accrual does not include any possible fines, civil penalties or other relief that may be sought with respect to the SEC's FCPA investigation or the SEC's previously-disclosed investigation into accounting issues
- **Procables Put Option**
  - Minority shareholders in the Company's Colombia business (Procables) exercised the put option to sell their 40% interest to the Company
  - The price to be paid, pursuant to the contract is \$18 million and is expected to be paid in the fourth quarter of 2016

# Third Quarter Financial Results

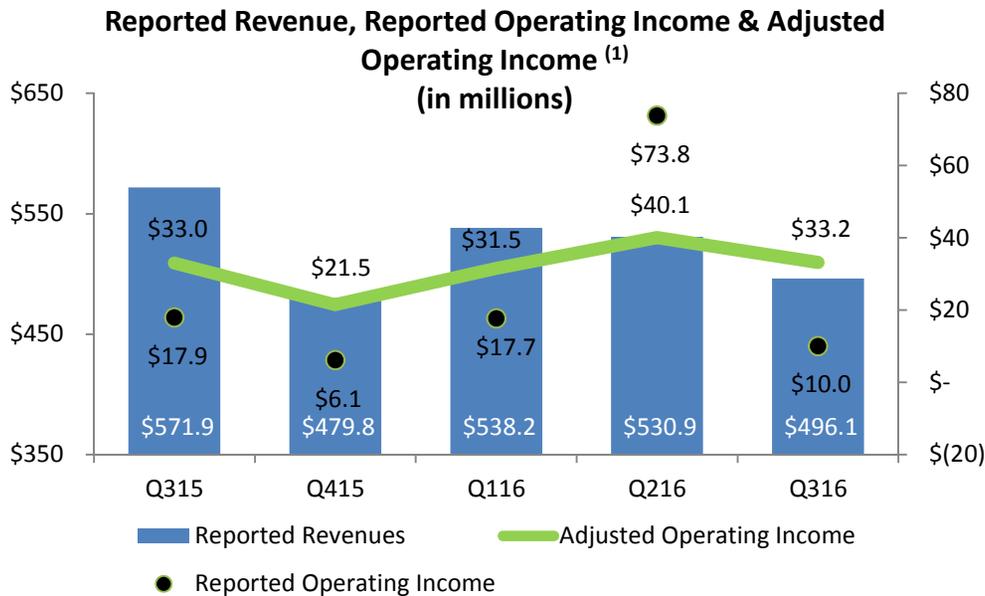
# Q3 2016 Key Financial Results

(In Millions)	Q3 2016	Q2 2016	Q3 2015	Comments
				Sequentially, metal pounds sold decreased 5% principally due to seasonal demand patterns in Europe and lower shipments of aerial transmission projects in Latin America. Metal pounds sold was flat in North America
Metal pounds sold <sup>(1)</sup>	231	242	231	Year over year, metal pounds sold was flat as improved demand for construction and electric utility distribution cables in North America and electric utility products, including land-based turnkey projects and energy cables in Europe were offset by continued pressure on construction and electrical infrastructure spending in Latin America and further weakening of demand for industrial and specialty products tied to oil and gas markets in North America
Reported operating income	\$5	\$54	\$25	Sequentially, reported operating income was down \$49 million due to the gain on the sale of the North American automotive ignition wire business recorded in the second quarter  Year over year, reported operating income was down \$20 million primarily due to lower subsea turnkey project activity compared to last year, further weakening demand for industrial and specialty products tied to oil and gas end markets in North America and the continued pressure in Latin America
Adjusted operating income	\$32	\$49	\$47	Sequentially, adjusted operating income decreased \$17 million due to the impact of lower unit volume and further weakening for industrial and specialty products tied to oil and gas end markets in North America and the write-off of a customer account in Latin America  Year over year, adjusted operating income decreased \$15 million primarily due to lower subsea turnkey project activity compared to last year, further weakening demand for industrial and specialty products tied to oil and gas end markets in North America and the continued pressure in Latin America (and the write-off of a customer account in Latin America)

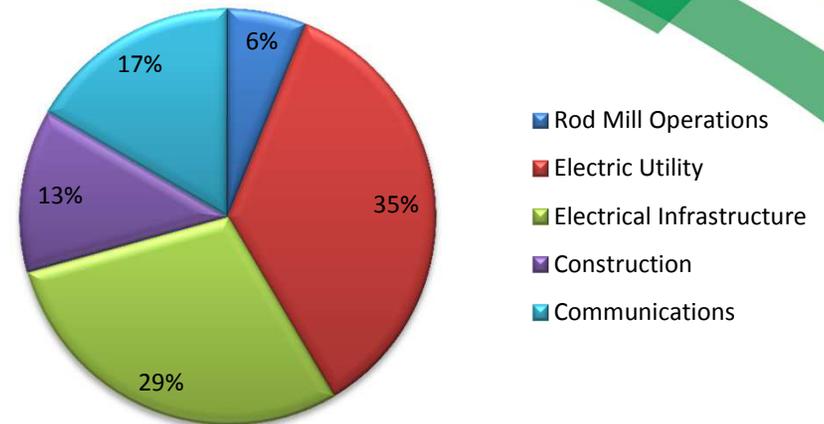
Note: Reconciliations of Non-GAAP financial measures are included in the Appendix

(1) Excludes Venezuelan metal pounds sold of 1 million in Q3 2015; excludes Asia Pacific and Africa metal pounds sold of 17 million, 30 million and 31 million pounds in Q3 2016, Q2 2016 and Q3 2015, respectively

# North America



## Revenue Product Mix Q3 2016



(1) A reconciliation of North America's reported operating income to adjusted operating income is provided in the Appendix

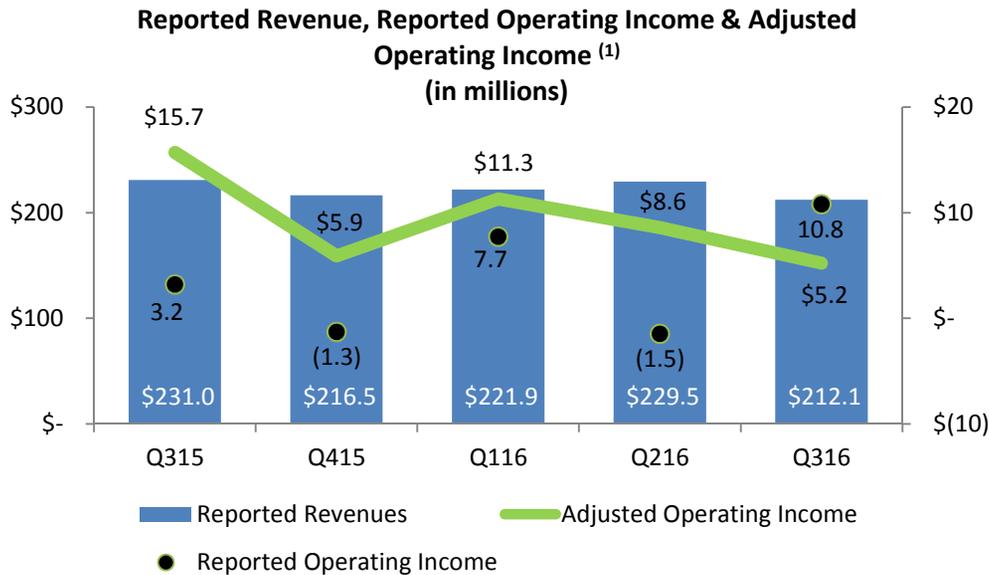
### Year Over Year

- **Revenue for the third quarter was down principally due to lower metal prices. Unit volume was down 2% as stronger demand for construction and electric utility distribution cables was more than offset by lower shipments of aerial transmission cables and further weakening of demand for industrial and specialty products tied to oil and gas markets**
- **Adjusted operating income was flat as restructuring savings and the performance of the electric utility distribution and construction businesses were offset by weak demand for industrial and specialty product tied to oil and gas markets**

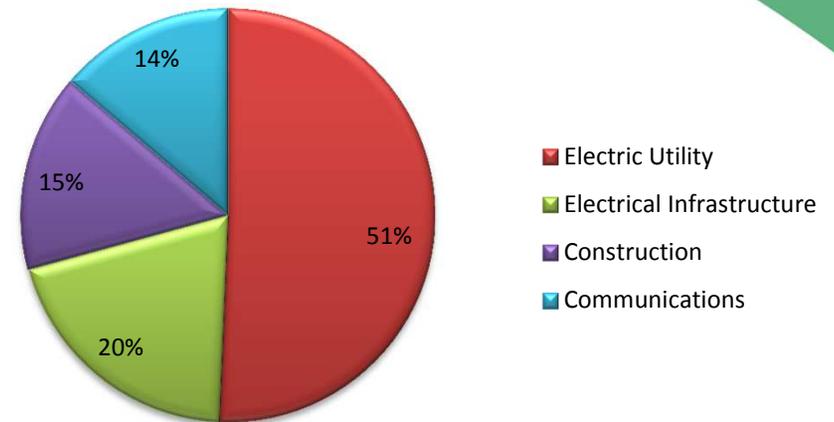
### Sequential

- **Revenue for the third quarter was down, despite flat unit volume, principally due to the impact of the sale of the automotive ignition wire business in the second quarter**
- **Adjusted operating income decreased \$7 million, principally due to further weakening of demand for industrial and specialty products, particularly those tied to oil and gas applications, and the sale of the North American automotive ignition wire business**

# Europe



## Revenue Product Mix Q3 2016



(1) A reconciliation of Europe's reported operating income to adjusted operating income is provided in the Appendix

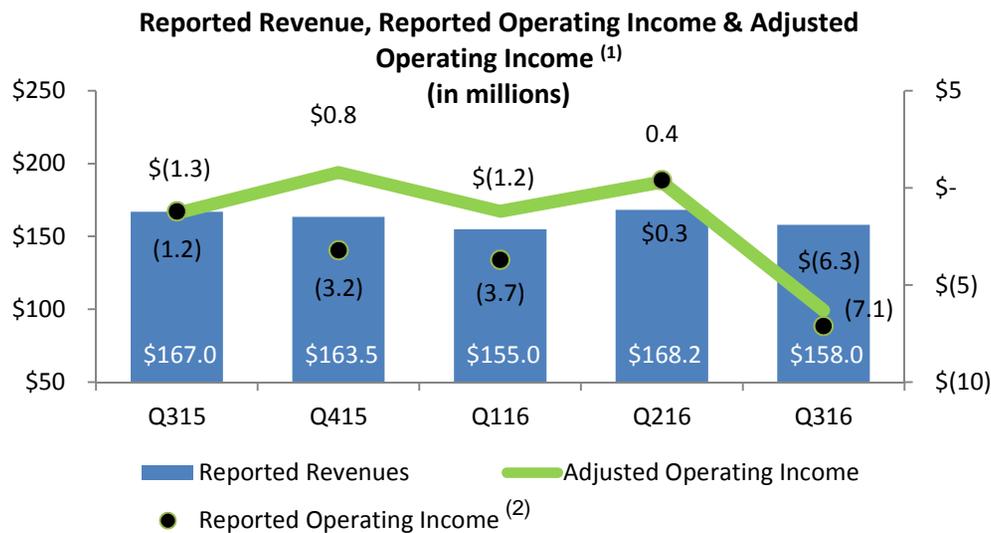
### Year Over Year

- Revenue for the third quarter was down principally due to lower metal prices and the strong performance of the subsea turnkey project business in Q315. Unit volume was up 3% principally due to demand for electric utility products including land-based turnkey projects as well as energy cables
- Adjusted operating income decreased \$11 million principally due to lower project activity in the subsea power business

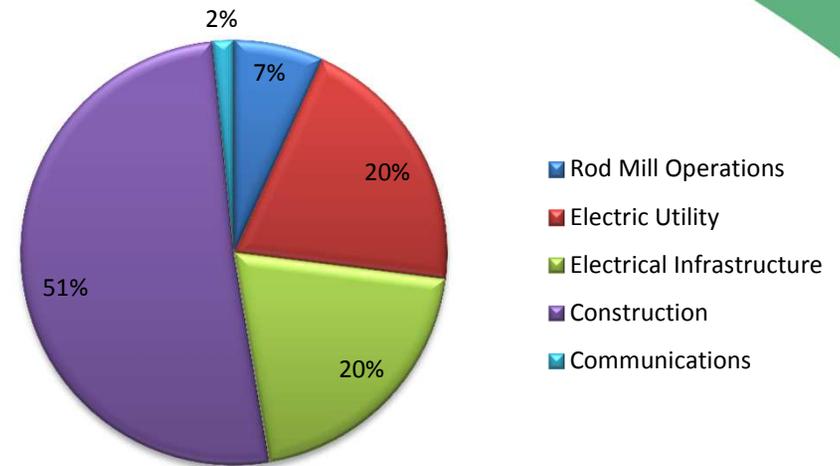
### Sequential

- Revenue for the third quarter was down as unit volume decreased 9% principally due to seasonal demand patterns
- Adjusted operating income decreased \$3 million principally driven by lower seasonal demand

# Latin America



## Revenue Product Mix Q3 2016



Financial data excludes Venezuela (except Reported Operating Income)

(1) A reconciliation of Latin America reported operating income to adjusted operating income is provided in the Appendix

(2) Reported revenues exclude Venezuelan sales of \$2.2 million in Q3 2015

### Year Over Year

- **Revenue for the third quarter was down principally due to lower metal prices. Unit volume was up 3% year over year driven by aerial transmission in Brazil (excluding volume in Venezuela in Q3 2015)**
- **Adjusted operating income was down \$5 million principally due the continued uneven government spending and difficult economic conditions throughout the region and the write-off of a customer account**

### Sequential

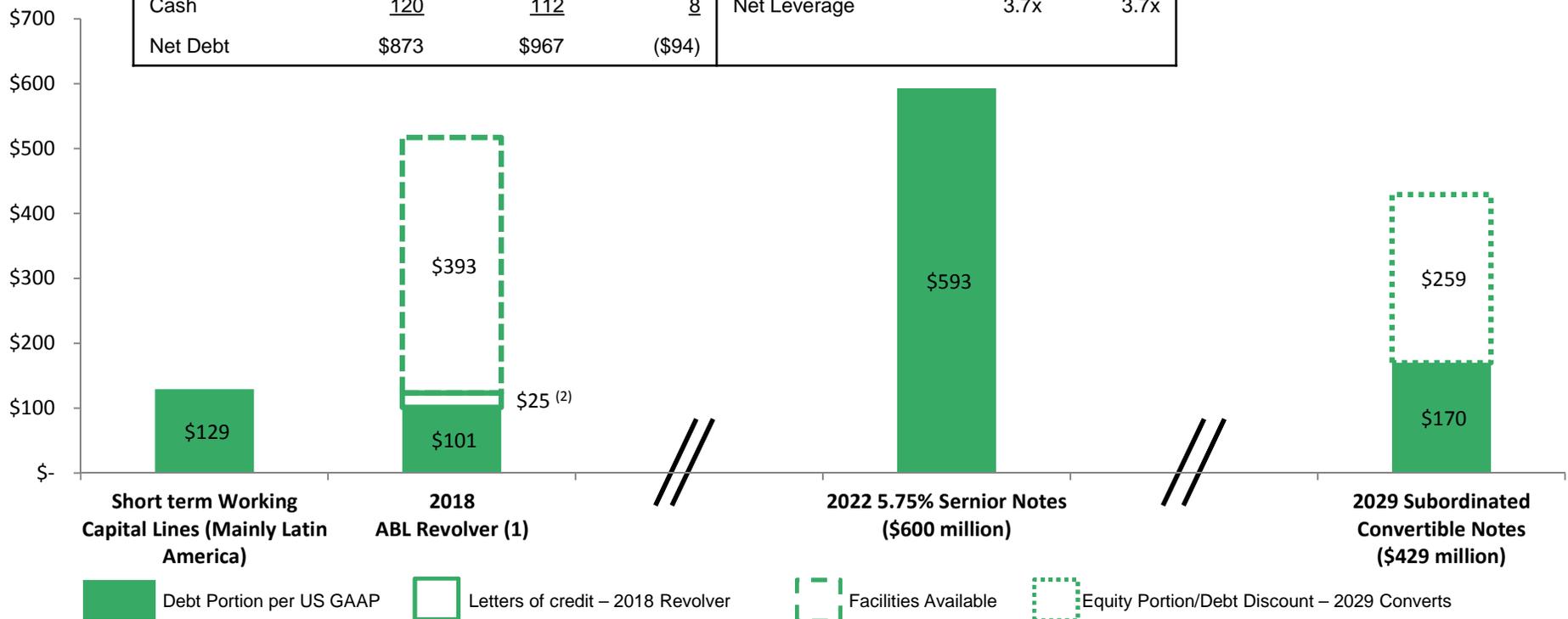
- **Revenue for the third quarter was down principally due to lower shipments of aerial transmission cables in Brazil**
- **Adjusted operating income decreased \$7 million principally due to the challenging economic environment and the write-off of a customer account**

# Capital Structure

# Debt Maturity Profile

As of September 30, 2016

	Net Debt			Net Leverage		
	Q3 2016	Q4 2015	Diff		LTM Q3 2016	2015
Debt	\$993	\$1,079	(\$86)	Adjusted EBITDA <sup>(3)</sup>	\$233	\$264
Cash	<u>120</u>	<u>112</u>	<u>8</u>	Net Leverage	3.7x	3.7x
Net Debt	\$873	\$967	(\$94)			



- (1) The Company's asset base supports over \$500 million of borrowings under its \$1 billion credit facility as of September 30, 2016
- (2) Includes standby letters of credit
- (3) A reconciliation of adjusted EBITDA is provided in the Appendix

**Well positioned to fund the business including working capital requirements, restructuring actions and quarterly dividends**



# Fourth Quarter 2016 Outlook

# Q4 2016 Outlook

- **Revenue expected to be in the range of \$850 to \$900 million**
  - Unit volume expected to be up mid-single digits year over year
- **Reported operating income from continuing operations expected to be in the range of \$17 - \$32 million and adjusted operating income from continuing operations expected to be in the range of \$25 - \$40 million**
  - Volume improvement is expected to more than offset the continued easing of the subsea turnkey project business
- **Outlook assumes copper (COMEX) and aluminum (LME) of \$2.20 and \$0.75, respectively**
- **Reported diluted EPS expected to be in the range of (\$0.03) - \$0.12 and adjusted EPS expected in the range of \$0.05 - \$0.20 per share <sup>(1)</sup>**
- **Currency exchange rates are assumed to remain constant**
- **Outlook for adjusted operating results does not include results from Asia Pacific and Africa**

(1) – Assumes an effective tax rate of 50% for the fourth quarter

# Summary

- **Executing strategic initiatives and driving operational excellence while navigating an uneven and choppy end market demand environment:**
  - **Focus and optimize our portfolio in order to leverage our competitive strengths**
    - **Focused on electric utility, industrial and communication business and investing in these businesses to drive to full potential – enhancing capabilities and capacity in fiber, premise and high and extra-high voltage**
    - **Divesting businesses that do not meet our criteria for success**
  - **Optimizing our asset base and cost structure**
    - **Optimize manufacturing network in North American electric utility and communications**
    - **Progressing with a global center-led procurement organizational redesign**
    - **Implementing logistics system to reduce handling and freight costs**
  - **Drive growth as a focused, efficient, innovative leader**
    - **Leveraging our five technology platforms – Performance Materials, Surface Sciences, Cable Design, Process Technology and Metals**
  - **Cultivating a culture of performance, including world class compliance program**

# Appendix

# Consolidated Adjusted Operating Income

	3rd Quarter				2nd Quarter	
	2016		2015		2016	
	Operating Income	EPS	Operating Income	EPS	Operating Income	EPS
<i>In millions, except per share amounts</i>						
<b>Reported</b>	<b>\$ 4.7</b>	<b>\$(0.29)</b>	<b>\$ 24.8</b>	<b>\$(0.59)</b>	<b>\$ 53.3</b>	<b>\$ 0.57</b>
Adjustments to Reconcile Operating Income/EPS						
Non-cash convertible debt interest expense <sup>(1)</sup>	-	0.01	-	0.01	-	0.01
Mark to market (gain) loss on derivative instruments <sup>(2)</sup>	-	(0.01)	-	0.15	-	(0.05)
Restructuring and divestiture costs <sup>(3)</sup>	24.1	0.29	14.2	0.27	16.7	0.25
Legal and investigative costs <sup>(4)</sup>	0.8	0.01	2.1	0.04	1.1	0.02
(Gain) loss on sale of assets <sup>(5)</sup>	(6.4)	(0.08)	-	-	(46.5)	(0.86)
FCPA Accrual <sup>(7)</sup>	-	-	-	-	5.0	0.09
Loss on deconsolidation of Venezuela <sup>(8)</sup>	-	-	12.0	0.25	-	-
Venezuela (income)/loss <sup>(8)</sup>	-	-	(0.8)	(0.02)	-	-
Asia-Pacific and Africa (income) loss <sup>(9)</sup>	8.9	0.14	(4.9)	0.15	19.4	0.27
Total Adjustments	27.4	0.36	22.6	0.85	(4.3)	(0.27)
<b>Adjusted</b>	<b>\$ 32.1</b>	<b>\$ 0.07</b>	<b>\$ 47.4</b>	<b>\$ 0.26</b>	<b>\$ 49.0</b>	<b>\$ 0.30</b>

**Note 1:** The table above reflects EPS adjustments based on the Company's full year effective tax rate for 2016 and 2015 of 50% and 40%, respectively

**Note 2:** See footnote definitions on slide 27 of the Appendix

# Segment Adjusted Operating Income

## North America, Europe and Latin America

<b>North America</b>		<b>Operating Income</b>				
<i>In millions</i>		<b>Q3</b>	<b>Q4</b>	<b>Q1</b>	<b>Q2</b>	<b>Q3</b>
		<b>2015</b>	<b>2015</b>	<b>2016</b>	<b>2016</b>	<b>2016</b>
<b>As reported</b>		<b>\$ 17.9</b>	<b>\$ 6.1</b>	<b>\$ 17.7</b>	<b>\$ 73.8</b>	<b>\$ 10.0</b>
Adjustments to Reconcile Operating Income						
Restructuring and divestiture costs <sup>(3)</sup>		11.1	5.4	8.0	13.4	22.9
Legal and investigative costs <sup>(4)</sup>		4.0	6.0	5.8	1.1	0.8
Foreign Corrupt Practices Act (FCPA) accrual <sup>(7)</sup>		-	4.0	-	5.0	-
(Gain) loss on the sale of assets <sup>(5)</sup>		-	-	-	(53.2)	(0.5)
<b>Total Adjustments</b>		<b>15.1</b>	<b>15.4</b>	<b>13.8</b>	<b>(33.7)</b>	<b>23.2</b>
<b>Adjusted</b>		<b>\$ 33.0</b>	<b>\$ 21.5</b>	<b>\$ 31.5</b>	<b>\$ 40.1</b>	<b>\$ 33.2</b>

<b>Europe</b>		<b>Operating Income</b>				
<i>In millions</i>		<b>Q3</b>	<b>Q4</b>	<b>Q1</b>	<b>Q2</b>	<b>Q3</b>
		<b>2015</b>	<b>2015</b>	<b>2016</b>	<b>2016</b>	<b>2016</b>
<b>As reported</b>		<b>\$ 3.2</b>	<b>\$ (1.3)</b>	<b>\$ 7.7</b>	<b>\$ (1.5)</b>	<b>\$ 10.8</b>
Adjustments to Reconcile Operating Income						
Restructuring and divestiture costs <sup>(3)</sup>		-	7.2	3.6	1.7	0.3
(Gain) loss on the sale of assets <sup>(5)</sup>		-	-	-	8.4	(5.9)
(Gain) loss on deconsolidation of Venezuela <sup>(8)</sup>		12.5	-	-	-	-
<b>Total Adjustments</b>		<b>12.5</b>	<b>7.2</b>	<b>3.6</b>	<b>10.1</b>	<b>(5.6)</b>
<b>Adjusted</b>		<b>\$ 15.7</b>	<b>\$ 5.9</b>	<b>\$ 11.3</b>	<b>\$ 8.6</b>	<b>\$ 5.2</b>

<b>Latin America</b>		<b>Operating Income</b>				
<i>In millions</i>		<b>Q3</b>	<b>Q4</b>	<b>Q1</b>	<b>Q2</b>	<b>Q3</b>
		<b>2015</b>	<b>2015</b>	<b>2016</b>	<b>2016</b>	<b>2016</b>
<b>As reported</b>		<b>\$ (1.2)</b>	<b>\$ (3.2)</b>	<b>\$ (3.7)</b>	<b>\$ 0.4</b>	<b>\$ (7.1)</b>
Adjustments to Reconcile Operating Income						
Restructuring and divestiture costs <sup>(3)</sup>		3.1	2.7	2.5	1.6	0.8
Legal and investigative costs <sup>(4)</sup>		(1.9)	1.3	-	-	-
(Gain) loss on the sale of assets <sup>(5)</sup>		-	-	-	(1.7)	-
(Gain) loss on deconsolidation of Venezuela <sup>(8)</sup>		(0.5)	-	-	-	-
Venezuela (income)/loss <sup>(8)</sup>		(0.8)	-	-	-	-
<b>Total Adjustments</b>		<b>(0.1)</b>	<b>4.0</b>	<b>2.5</b>	<b>(0.1)</b>	<b>0.8</b>
<b>Adjusted</b>		<b>\$ (1.3)</b>	<b>\$ 0.8</b>	<b>\$ (1.2)</b>	<b>\$ 0.3</b>	<b>\$ (6.3)</b>

<b>Core Operations - Total Adjusted Operating Income</b>		<b>\$ 47.4</b>	<b>\$ 28.2</b>	<b>\$ 41.6</b>	<b>\$ 49.0</b>	<b>\$ 32.1</b>
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**Note:** See footnote definitions on slide 27 of the Appendix

# Metal Adjusted Net Sales

North America	3rd Quarter		Full Year	
	2016	2015	2016	2016
<i>In millions</i>				
<b>As reported</b>	<u>Net Sales</u>	<u>Net Sales</u>	<u>Net Sales</u>	<u>Net Sales</u>
	\$ 496.1	\$ 571.9	\$ 1,565.2	\$ 1,819.5
Adjustments to Reconcile Net Sales				
Metal adjustment <sup>(10)</sup>	-	(12.1)	-	(118.6)
Total Adjustments	-	(12.1)	-	(118.6)
<b>Adjusted</b>	<u>\$ 496.1</u>	<u>\$ 559.8</u>	<u>\$ 1,565.2</u>	<u>\$ 1,700.9</u>
Europe	3rd Quarter		Full Year	
	2016	2015	2016	2016
<i>In millions</i>				
<b>As reported</b>	<u>Net Sales</u>	<u>Net Sales</u>	<u>Net Sales</u>	<u>Net Sales</u>
	\$ 212.1	\$ 231.0	\$ 663.5	\$ 743.7
Adjustments to Reconcile Net Sales				
Metal adjustment <sup>(10)</sup>	-	(3.9)	-	(37.7)
Total Adjustments	-	(3.9)	-	(37.7)
<b>Adjusted</b>	<u>\$ 212.1</u>	<u>\$ 227.1</u>	<u>\$ 663.5</u>	<u>\$ 706.0</u>
Latin America	3rd Quarter		Full Year	
	2016	2015	2016	2016
<i>In millions</i>				
<b>As reported</b>	<u>Net Sales</u>	<u>Net Sales</u>	<u>Net Sales</u>	<u>Net Sales</u>
	\$ 158.0	\$ 169.2	\$ 481.2	\$ 563.3
Adjustments to Reconcile Net Sales				
Metal adjustment <sup>(10)</sup>	-	(7.0)	-	(62.7)
Total Adjustments	-	(7.0)	-	(62.7)
<b>Adjusted</b>	<u>\$ 158.0</u>	<u>\$ 162.2</u>	<u>\$ 481.2</u>	<u>\$ 500.6</u>
Asia and Africa	3rd Quarter		Full Year	
	2016	2015	2016	2016
<i>In millions</i>				
<b>As reported</b>	<u>Net Sales</u>	<u>Net Sales</u>	<u>Net Sales</u>	<u>Net Sales</u>
	\$ 58.3	\$ 124.3	\$ 238.5	\$ 435.1
Adjustments to Reconcile Net Sales				
Metal adjustment <sup>(10)</sup>	-	(4.2)	-	(40.5)
Total Adjustments	-	(4.2)	-	(40.5)
<b>Adjusted</b>	<u>\$ 58.3</u>	<u>\$ 120.1</u>	<u>\$ 238.5</u>	<u>\$ 394.6</u>

**Note:** See footnote definitions on slide 27 of the Appendix

# Adjusted Other Income (Expense)

*In millions*

**As reported**

Adjustments to Reconcile Other Income (Expense)

Mark to market (gain) loss on derivative instruments <sup>(2)</sup>

Venezuela other (income) expense <sup>(8)</sup>

Asia-Pacific and Africa other (income) loss <sup>(9)</sup>

Total Adjustments

**Adjusted**

	3rd Quarter		2nd Quarter
	2016	2015	2016
	Other Income (Expense)	Other Income (Expense)	Other Income (Expense)
	\$ (2.1)	\$ (28.9)	\$ 8.0
Mark to market (gain) loss on derivative instruments <sup>(2)</sup>	(0.8)	8.2	(3.6)
Venezuela other (income) expense <sup>(8)</sup>	-	0.1	-
Asia-Pacific and Africa other (income) loss <sup>(9)</sup>	1.4	14.7	(1.9)
Total Adjustments	0.6	23.0	(5.5)
<b>Adjusted</b>	<b>\$ (1.5)</b>	<b>\$ (5.9)</b>	<b>\$ 2.5</b>

**Note:** See footnote definitions on slide 27 of the Appendix

# Adjusted EBITDA

*In millions*

**Net income (loss) attributable to Company common shareholders**

Net income (loss) attributable to noncontrolling interest

Equity in net (earnings) losses of affiliated companies

Income tax provision (benefit)

Interest expense, net

Other (income) expense

**Operating income (loss)**

Adjustments to Reconcile Operating Income

Restructuring and divestiture costs <sup>(3)</sup>

Legal and investigative costs <sup>(4)</sup>

Foreign Corrupt Practices Act (FCPA) accrual <sup>(7)</sup>

New customer incentive <sup>(6)</sup>

(Gain) loss on sale of assets <sup>(5)</sup>

Loss on deconsolidation of Venezuela <sup>(8)</sup>

Venezuela (income) loss <sup>(8)</sup>

Asia-Pacific and Africa (income) loss <sup>(9)</sup>

Total Adjustments

**Adjusted operating income**

**Depreciation and amortization <sup>(11)</sup>**

**Adjusted EBITDA**

	<b>LTM</b>	<b>12 Months</b>
	<b>Q3</b>	<b>Ended</b>
	<b>2016</b>	<b>2015</b>
	<b>\$ (37.1)</b>	<b>\$ (121.9)</b>
	(7.4)	(13.9)
	(0.8)	(0.5)
	(6.3)	(14.9)
	88.3	94.5
	4.7	71.2
	<b>\$ 41.4</b>	<b>\$ 14.5</b>
	70.1	56.0
	15.0	19.7
	9.0	4.0
	-	4.6
	(52.9)	10.7
	-	12.0
	-	3.7
	68.3	53.8
	109.5	164.5
	<b>150.9</b>	<b>179.0</b>
	<b>82.1</b>	<b>84.9</b>
	<b>\$ 233.0</b>	<b>\$ 263.9</b>

**Note:** See footnote definitions on slide 27 of the Appendix

# Q4 2016 Outlook

*In millions, except per share amounts*

## Reported

Adjustments to Reconcile Operating Income/EPS

Non-cash convertible debt interest expense <sup>(1)</sup>	-	0.01	-	0.01
Mark to market (gain) loss on derivative instruments <sup>(2)</sup>	-	-	-	0.08
Restructuring and divestiture costs <sup>(3)</sup>	7.0	0.06	15.3	0.23
Legal and investigative costs <sup>(4)</sup>	2.0	0.02	7.3	0.11
Foreign Corrupt Practices Act (FCPA) accrual <sup>(7)</sup>	-	-	4.0	0.08
Asia-Pacific and Africa (income) loss <sup>(9)</sup>	(1.0)	(0.01)	38.6	0.52

Total Adjustments

## Adjusted

Q4 2016 Outlook		Q4 2015 Actual	
Operating Income	EPS	Operating Income	EPS
<b>\$17 - \$32</b>	<b>(\$0.03) - \$0.12</b>	<b>\$ (37.0)</b>	<b>\$(0.98)</b>
-	0.01	-	0.01
-	-	-	0.08
7.0	0.06	15.3	0.23
2.0	0.02	7.3	0.11
-	-	4.0	0.08
(1.0)	(0.01)	38.6	0.52
8.0	0.08	65.2	1.03
<b>\$25 - \$40</b>	<b>\$0.05 - \$0.20</b>	<b>\$ 28.2</b>	<b>\$ 0.05</b>

**Note:** See footnote definitions on slide 27 of the Appendix

# Footnotes

(1) - The Company's adjustment for the non-cash convertible debt interest expense reflects the accretion of the equity component of the 2029 convertible notes, which is reflected in the income statement as interest expense.

(2) - Mark to market (gains) and losses on derivative instruments represents the current period changes in the fair value of commodity instruments designated as economic hedges. The Company adjusts for the changes in fair values of these commodity instruments as the earnings associated with the underlying contracts have not been recorded in the same period.

(3) - Restructuring and divestiture costs represent costs associated with the Company's announced restructuring and divestiture programs. Examples consist of, but are not limited to, employee separation costs, asset write-downs, accelerated depreciation, working capital write-downs, equipment relocation, contract terminations, consulting fees and legal costs incurred as a result of the programs. The Company adjusts for these charges as management believes these costs will not continue at the conclusion of both the restructuring and divestiture programs.

(4) - Legal and investigative costs represents costs incurred for external legal counsel and forensic accounting firms in connection with the restatement of our financial statements and the Foreign Corrupt Practices Act investigation. The Company adjusts for these charges as management believes these costs will not continue at the conclusion of these investigations which are considered to be outside the normal course of business.

(5) - Gain and losses on the sale of assets are the result of divesting certain General Cable businesses. The Company adjusts for these gains and losses as management believes the gains and losses are one-time in nature and will not occur as part of the ongoing operations.

(6) - New customer incentive reflects a one-time charge related to an inventory exchange program the Company executed within its automotive ignition wire business. The Company adjusted operating income for this customer incentive as management believes this was a one-time charge that will not occur as part of the ongoing operations. Further, the Company sold this business in the second quarter of 2016.

(7) - Foreign Corrupt Practices Act (FCPA) accrual is the Company's estimate of the profits and pre-judgment interest that may be disgorged to resolve the ongoing investigation. The Company adjusts for this accrual as management believes this is a one-time charge and will not occur as part of ongoing operations.

(8) - The Venezuela (income) loss adjustment reflects the removal of the impact of Venezuelan operations prior to its deconsolidation effective at the end of Q3 2015. Effective as of the end of the third quarter 2015, the Venezuelan subsidiary was deconsolidated and accounted for using the cost method of accounting. The loss on the deconsolidation of Venezuela is the one-time charge associated with the deconsolidation. The Company adjusted for this loss as management believes the deconsolidation of Venezuela was one-time in nature and will not occur as part of the ongoing operations.

(9) - The adjustment excludes the impact of operations in the Asia Pacific and Africa segment which are not considered "core operations" under the Company's new strategic roadmap. The Company is in the process of divesting or closing these operations which are not expected to continue as part of the ongoing business. For accounting purposes, the operations in Asia Pacific and Africa do not meet the requirements to be presented as discontinued operations.

(10) - The metal adjustment to net sales is the Company's estimate of metal price volatility to revenues from one period to another.

(11) - Excludes depreciation and amortization in Asia Pacific and Africa for the twelve months ended 2015 and the last twelve months as of Q3 2016 of \$5.8 million and \$11.5 million, respectively.

# General Cable Corporation

