

Fourth Quarter 2016 Investor Presentation



connecting
THE WORLD

February 9, 2017

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 (defined as operating income before extraordinary, nonrecurring or unusual charges and other certain items), adjusted earnings per share from continuing operations (defined as diluted earnings per share before extraordinary, nonrecurring or unusual charges and other certain items), adjusted other income (expense) (defined as other income (expense) before extraordinary, nonrecurring or unusual charges and other certain items), adjusted EBITDA (defined as adjusted operating income 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 first quarter 2017 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**
- **Fourth Quarter 2016 Financial Results**
- **Capital Structure**
- **Other Matters**
- **First Quarter 2017 Outlook**

Overview

Overview

- **Reported fourth quarter operating loss of \$97 million largely due to settlement of FCPA-related investigation and the reclassification of accumulated other comprehensive non-cash currency translation expense of \$28 million related to the closure of our South African facilities**
- **Adjusted operating income of \$27 million reflects the strong performance in North America and favorable metal prices which offset lower subsea turnkey project activity and continued weak economic conditions in Latin America**
- **Generated operating cash flow of \$89 million driven by continued tight management of working capital**
- **Maintained significant liquidity with \$399 million of availability on the Company's asset based credit facility and applied cash proceeds from divestitures to reduce outstanding borrowings**
- **Impact of metal prices for the fourth quarter was a \$5 million benefit compared to a negative \$8 million impact in the prior year**

Update on Strategic Roadmap

Strategic Roadmap

Significant progress made in 2016



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

Re-energized organization driving operating efficiency and performance improvement

Fourth Quarter Financial Results

Q4 2016 Key Financial Results

(In Millions)	Q4 2016	Q3 2016	Q4 2015	Comments
Net sales (as reported) ⁽¹⁾	\$863	\$866	\$860	<p>Sequentially, net sales were flat as rising metal prices and unit volume improvement in Latin America were partially offset by seasonal demand patterns in North America</p> <p>Year over year, net sales were flat as rising metal prices and higher unit volume offset the impact of the sale of the North American automotive ignition wire business (in the second quarter of 2016) and lower submarine turn-key project activity in Europe</p>
Metal pounds sold ⁽²⁾	233	231	213	<p>Sequentially, metal pounds sold were flat principally as seasonal demand patterns in North America were offset by increased shipments of rod products in Chile</p> <p>Year over year, metal pounds sold increased 9% principally due to improved demand for electric utility cables and construction products in North America, increased shipments of rod products in Chile as well as an increase in demand for electric utility products, including land-based turn-key projects, and energy cables in Europe</p>
Reported operating income (loss)	(\$97)	\$5	(\$37)	<p>Sequentially, reported operating income was down principally due to the FCPA settlement, a non-cash expense related to the reclassification out of accumulated other comprehensive income resulting from the closure of South African facilities and lower submarine turn-key projects in Europe</p> <p>Year over year, reported operating income was down primarily due to the settlement of the FCPA investigation and lower subsea turnkey project activity in Europe</p>
Adjusted operating income	\$27	\$32	\$28	<p>Sequentially, adjusted operating income declined \$5 million principally due to lower project activity in the European subsea power business which was partially offset by favorable metal cost impacts</p> <p>Year over year, adjusted operating income declined \$1 million as the improved demand for electric utility products in North America and favorable metal cost impacts were more than offset by lower subsea turnkey project activity in Europe and continued difficult economic conditions in Latin America</p>
Copper – COMEX	\$2.39	\$2.17	\$2.20	
Aluminum - LME	\$0.78	\$0.74	\$0.68	

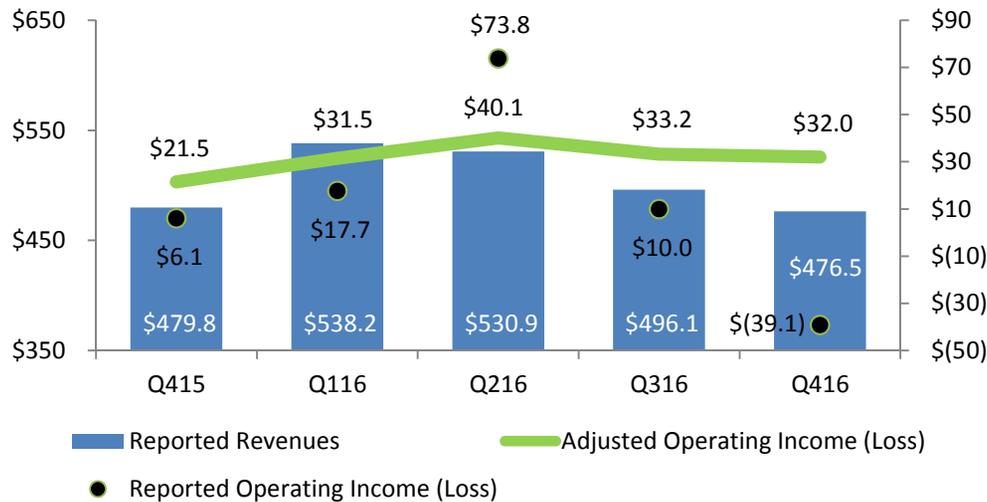
Note: Reconciliations of Non-GAAP financial measures are included in the Appendix

(1) Excludes Asia Pacific and Africa reported revenues of \$47 million, \$58 million and \$93 million in Q4 2016, Q3 2016 and Q4 2015, respectively

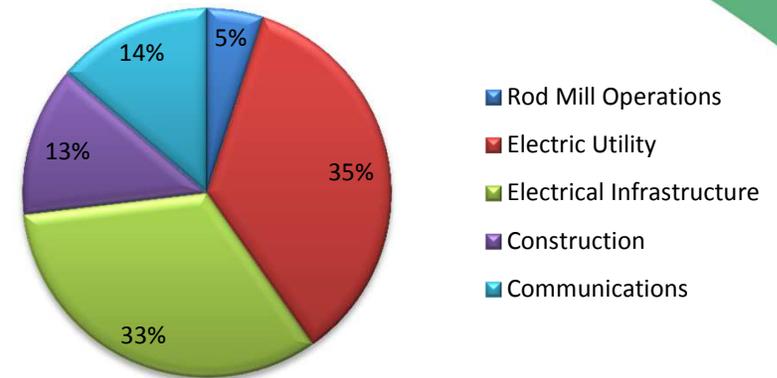
(2) Excludes Asia Pacific and Africa metal pounds sold of 13 million, 17 million and 24 million in Q4 2016, Q3 2016 and Q4 2015, respectively

North America

Reported Revenue, Reported Operating Income & Adjusted Operating Income ⁽¹⁾
(in millions)



Revenue Product Mix Q4 2016

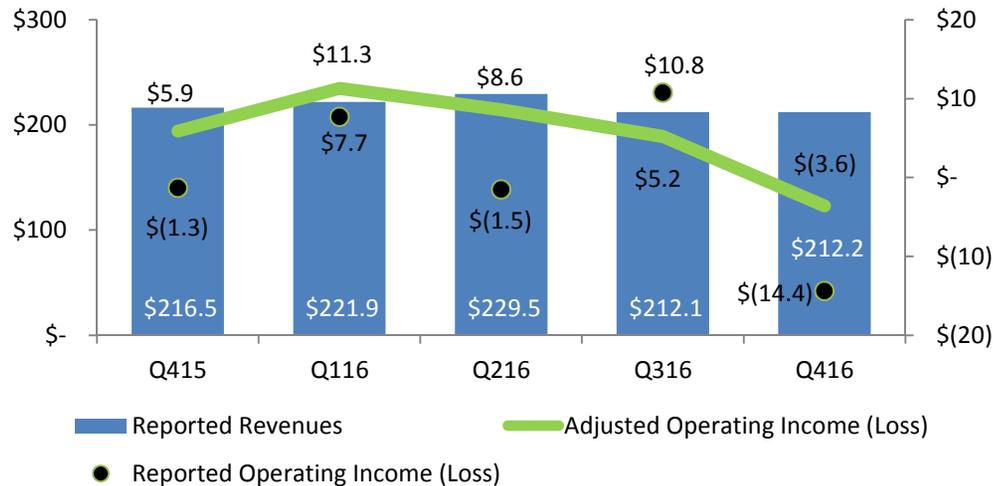


(1) A reconciliation of North America's reported operating income (loss) to adjusted operating income (loss) is provided in the Appendix

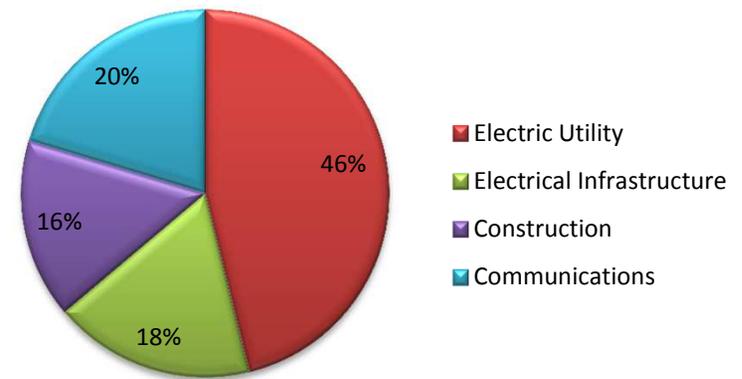
- **Revenue for the fourth quarter was flat year over year as improved unit volume (up 10%), principally due to electric utility and construction product demand, was partially offset by the sale of the Company's North American automotive ignition wire business**
- **Adjusted operating income increased \$11 million year over year driven by stronger demand and performance improvement as well as favorable metal cost impacts**
- **Sequentially, revenue was down on lower unit volume (down 3%) principally due to seasonal demand patterns. Adjusted operating income was down \$1 million as the benefit of rising metal prices helped to offset lower seasonal demand**

Europe

Reported Revenue, Reported Operating Income & Adjusted Operating Income ⁽¹⁾
(in millions)



Revenue Product Mix Q4 2016

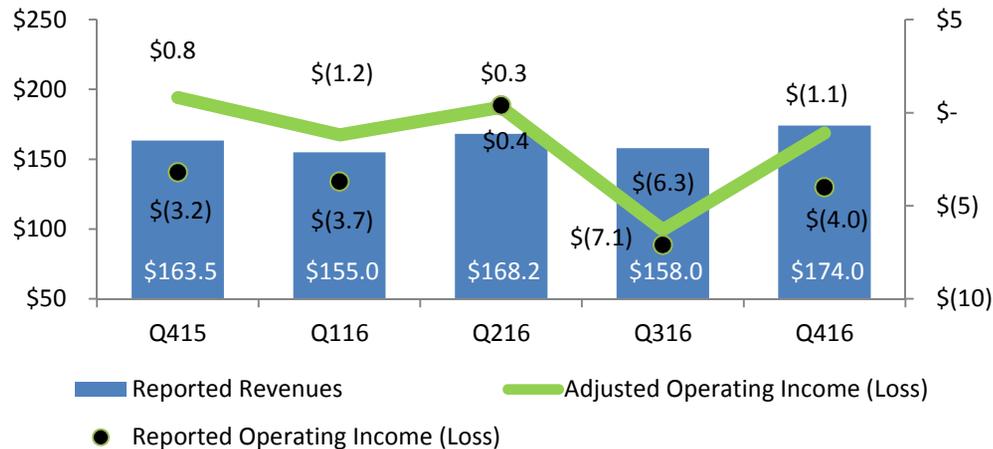


(1) A reconciliation of Europe's reported operating income (loss) to adjusted operating income (loss) is provided in the Appendix

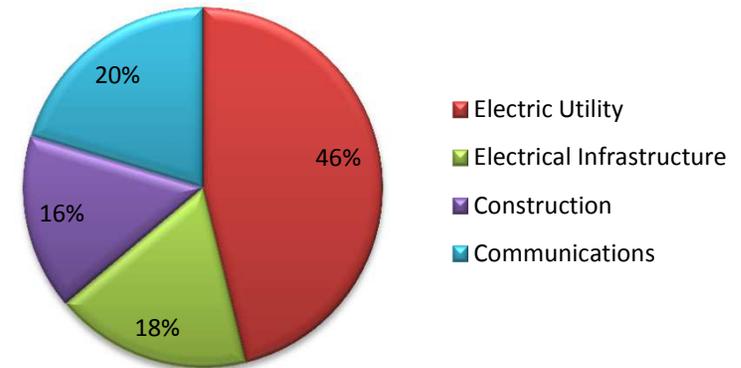
- **Revenue for the fourth quarter was flat year over year as improved unit volume (up 6%) for electric utility (land-based turn-key projects) and energy products offset the impact of lower subsea project activity**
- **Adjusted operating income declined \$10 million year over year principally due to lower project activity in the higher margin subsea power business**
- **Sequentially, revenue and volume were flat. Adjusted operating income declined \$9 million due to lower project activity in the subsea power business**

Latin America

Reported Revenue, Reported Operating Income & Adjusted Operating Income ⁽¹⁾
(in millions)



Revenue Product Mix Q4 2016



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

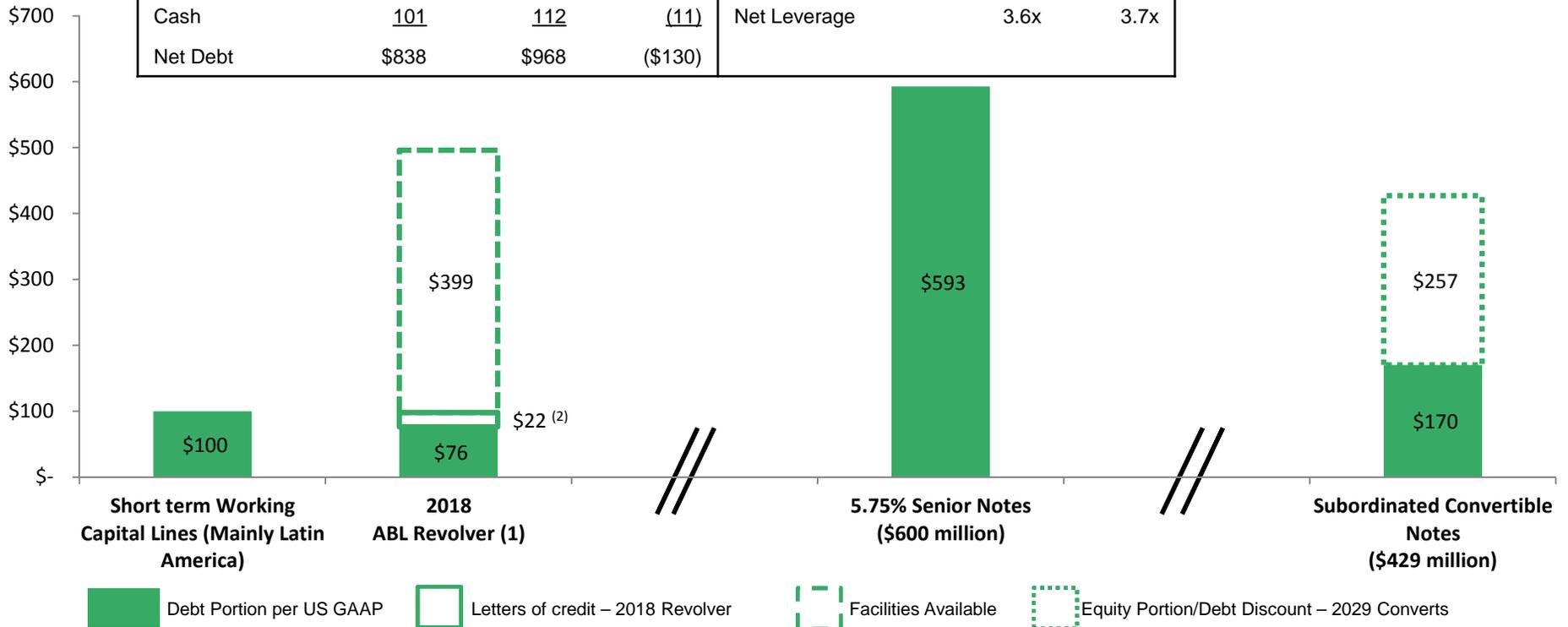
- **Year over year, revenue for the fourth quarter was up principally due to increased unit volume. Unit volume was up 9% driven by demand for rod products in Chile**
- **Sequentially, revenues for the fourth quarter were up as unit volume increased 8%, principally due to the improved demand for rod products in Chile**
- **Adjusted operating income reflects the continued uneven government spending and difficult economic conditions throughout the region**

Capital Structure

Debt Maturity Profile

As of December 31, 2016

	Net Debt			Net Leverage		
	Q4 2016	Q4 2015	Diff		2016	2015
Debt	\$939	\$1,080	(\$141)	Adjusted EBITDA ⁽³⁾	\$231	\$264
Cash	<u>101</u>	<u>112</u>	<u>(11)</u>	Net Leverage	3.6x	3.7x
Net Debt	\$838	\$968	(\$130)			



- (1) The Company's asset base supports approximately \$500 million of borrowings under its \$700 million credit facility as of December 31, 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



Other Matters

Other Matters

- **Foreign Corrupt Practices Act Update**
 - Reached agreement with the SEC and DOJ bringing investigations to a conclusion
 - Recorded a charge of approximately \$49 million in the fourth quarter of 2016
 - Total fines, disgorgement and pre-judgment interest of \$82 million will be paid to the SEC and DOJ in 2017
 - Paid \$20 million and \$12 million to the DOJ and SEC, respectively, in January 2017
 - Remaining payments to the SEC of \$19 million and \$31 million due in June 2017 and December 2017, respectively
- **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 paid in the fourth quarter of 2016, pursuant to the contract was \$18 million

First Quarter 2017 Outlook

Q1 2017 Outlook

- Revenue expected to be in the range of \$850 to \$900 million
 - Unit volume expected to be up low-single digits year over year
- Reported operating income expected to be in the range of \$15 - \$30 million and adjusted operating income expected to be in the range of \$25 - \$40 million
- Outlook assumes copper (COMEX) and aluminum (LME) of \$2.60 and \$0.81, respectively
- Reported diluted EPS expected to be in the range of (\$0.05) - \$0.10 and adjusted EPS expected in the range of \$0.05 - \$0.20 per share ⁽¹⁾
- 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 40% for the first quarter

Summary

- **Executing strategic initiatives and driving operational excellence:**
 - **Focus and optimize our portfolio in order to leverage our competitive strengths**
 - **Focused on electric utility, industrial and communications 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**

Maintain a positive outlook for 2017 and are encouraged by our performance and continued execution as we head into the year

Appendix

Consolidated Adjusted Operating Income

	4th Quarter				3rd Quarter	
	2016		2015		2016	
	Operating Income	EPS	Operating Income	EPS	Operating Income	EPS
<i>In millions, except per share amounts</i>						
Reported	\$ (96.8)	\$(2.10)	\$ (37.1)	\$(0.98)	\$ 4.7	\$ (0.29)
Adjustments to Reconcile Operating Income/EPS						
Non-cash convertible debt interest expense ⁽¹⁾	-	0.01	-	0.01	-	0.01
Mark to market (gain) loss on derivative instruments ⁽²⁾	-	(0.08)	-	0.08	-	(0.01)
Restructuring and divestiture costs ⁽³⁾	27.8	0.44	15.3	0.23	24.1	0.29
Legal and investigative costs ⁽⁴⁾	(0.7)	(0.01)	7.3	0.11	0.8	0.01
(Gain) loss on sale of assets ⁽⁵⁾	1.0	0.02	-	-	(6.4)	(0.08)
Foreign Corrupt Practices Act (FCPA) accrual ⁽⁹⁾	49.3	0.99	4.0	0.08	-	-
US Pension Settlement ⁽¹²⁾	7.4	0.12	-	-	-	-
Asia Pacific and Africa (income) loss ⁽⁸⁾	39.3	0.66	38.7	0.52	8.9	0.14
Total Adjustments	124.1	2.15	65.3	1.03	27.4	0.36
Adjusted	\$ 27.3	\$ 0.05	\$ 28.2	\$ 0.05	\$ 32.1	\$ 0.07

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

North America	Operating Income				
	Q4 2015	Q1 2016	Q2 2016	Q3 2016	Q4 2016
<i>In millions</i>					
As reported	\$ 6.1	\$ 17.7	\$ 73.8	\$ 10.0	\$ (39.1)
Adjustments to Reconcile Operating Income					
Restructuring and divestiture costs ⁽³⁾	5.4	8.0	13.4	22.9	14.1
Legal and investigative costs ⁽⁴⁾	6.0	5.8	1.1	0.8	(0.7)
Foreign Corrupt Practices Act (FCPA) accrual ⁽⁹⁾	4.0	-	5.0	-	49.3
(Gain) loss on the sale of assets ⁽⁵⁾	-	-	(53.2)	(0.5)	1.0
US Pension Settlement ⁽¹²⁾	-	-	-	-	7.4
Total Adjustments	15.4	13.8	(33.7)	23.2	71.1
Adjusted	\$ 21.5	\$ 31.5	\$ 40.1	\$ 33.2	\$ 32.0
Europe	Operating Income				
	Q4 2015	Q1 2016	Q2 2016	Q3 2016	Q4 2016
<i>In millions</i>					
As reported	\$ (1.3)	\$ 7.7	\$ (1.5)	\$ 10.8	\$ (14.4)
Adjustments to Reconcile Operating Income					
Restructuring and divestiture costs ⁽³⁾	7.2	3.6	1.7	0.3	10.8
(Gain) loss on the sale of assets ⁽⁵⁾	-	-	8.4	(5.9)	-
Total Adjustments	7.2	3.6	10.1	(5.6)	10.8
Adjusted	\$ 5.9	\$ 11.3	\$ 8.6	\$ 5.2	\$ (3.6)
Latin America	Operating Income				
	Q4 2015	Q1 2016	Q2 2016	Q3 2016	Q4 2016
<i>In millions</i>					
As reported	\$ (3.2)	\$ (3.7)	\$ 0.4	\$ (7.1)	\$ (4.0)
Adjustments to Reconcile Operating Income					
Restructuring and divestiture costs ⁽³⁾	2.7	2.5	1.6	0.8	2.9
Legal and investigative costs ⁽⁴⁾	1.3	-	-	-	-
(Gain) loss on the sale of assets ⁽⁵⁾	-	-	(1.7)	-	-
Total Adjustments	4.0	2.5	(0.1)	0.8	2.9
Adjusted	\$ 0.8	\$ (1.2)	\$ 0.3	\$ (6.3)	\$ (1.1)
Core Operations - Total Adjusted Operating Income	\$ 28.2	\$ 41.6	\$ 49.0	\$ 32.1	\$ 27.3

Note: See footnote definitions on slide 27 of the Appendix

Metal Adjusted Net Sales

North America	4th Quarter		Full Year	
	2016	2015	2016	2015
<i>In millions</i>				
As reported	<u>\$ 476.5</u>	<u>\$ 479.8</u>	<u>\$ 2,041.7</u>	<u>\$ 2,299.3</u>
Adjustments to Reconcile Net Sales				
Metal adjustment ⁽¹⁰⁾	<u>-</u>	<u>16.2</u>	<u>-</u>	<u>(102.4)</u>
Total Adjustments	<u>-</u>	<u>16.2</u>	<u>-</u>	<u>(102.4)</u>
Adjusted	<u><u>\$ 476.5</u></u>	<u><u>\$ 496.0</u></u>	<u><u>\$ 2,041.7</u></u>	<u><u>\$ 2,196.9</u></u>
Europe	4th Quarter		Full Year	
	2016	2015	2016	2015
<i>In millions</i>				
As reported	<u>\$ 212.2</u>	<u>\$ 216.5</u>	<u>\$ 875.7</u>	<u>\$ 960.2</u>
Adjustments to Reconcile Net Sales				
Metal adjustment ⁽¹⁰⁾	<u>-</u>	<u>5.1</u>	<u>-</u>	<u>(32.6)</u>
Total Adjustments	<u>-</u>	<u>5.1</u>	<u>-</u>	<u>(32.6)</u>
Adjusted	<u><u>\$ 212.2</u></u>	<u><u>\$ 221.6</u></u>	<u><u>\$ 875.7</u></u>	<u><u>\$ 927.6</u></u>
Latin America	4th Quarter		Full Year	
	2016	2015	2016	2015
<i>In millions</i>				
As reported	<u>\$ 174.0</u>	<u>\$ 163.5</u>	<u>\$ 655.2</u>	<u>\$ 726.8</u>
Adjustments to Reconcile Net Sales				
Metal adjustment ⁽¹⁰⁾	<u>-</u>	<u>8.2</u>	<u>-</u>	<u>(54.5)</u>
Total Adjustments	<u>-</u>	<u>8.2</u>	<u>-</u>	<u>(54.5)</u>
Adjusted	<u><u>\$ 174.0</u></u>	<u><u>\$ 171.7</u></u>	<u><u>\$ 655.2</u></u>	<u><u>\$ 672.3</u></u>
Asia Pacific and Africa	4th Quarter		Full Year	
	2016	2015	2016	2015
<i>In millions</i>				
As reported	<u>\$ 47.3</u>	<u>\$ 93.1</u>	<u>\$ 285.8</u>	<u>\$ 528.2</u>
Adjustments to Reconcile Net Sales				
Metal adjustment ⁽¹⁰⁾	<u>-</u>	<u>3.6</u>	<u>-</u>	<u>(36.9)</u>
Total Adjustments	<u>-</u>	<u>3.6</u>	<u>-</u>	<u>(36.9)</u>
Adjusted	<u><u>\$ 47.3</u></u>	<u><u>\$ 96.7</u></u>	<u><u>\$ 285.8</u></u>	<u><u>\$ 491.3</u></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 ⁽²⁾

Asia-Pacific and Africa other (income) expense ⁽⁸⁾

Total Adjustments

Adjusted

	4th Quarter		3rd Quarter
	2016	2015	2016
	Other Income (Expense)	Other Income (Expense)	Other Income (Expense)
	\$ 2.5	\$ (9.4)	\$ (2.1)
Mark to market (gain) loss on derivative instruments ⁽²⁾	(4.7)	5.5	(0.8)
Asia-Pacific and Africa other (income) expense ⁽⁸⁾	1.3	0.9	1.4
Total Adjustments	(3.4)	6.4	0.6
Adjusted	\$ (0.9)	\$ (3.0)	\$ (1.5)

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 ⁽³⁾

Legal and investigative costs ⁽⁴⁾

Foreign Corrupt Practices Act (FCPA) accrual ⁽⁹⁾

New customer incentive ⁽⁶⁾

(Gain) loss on sale of assets ⁽⁵⁾

Loss on deconsolidation of Venezuela ⁽⁷⁾

Venezuela (income) loss ⁽⁷⁾

US Pension Settlement ⁽¹²⁾

Asia Pacific and Africa (income) loss ⁽⁸⁾

Total Adjustments

Adjusted operating income

Depreciation and amortization ⁽¹¹⁾

Adjusted EBITDA

	12 Months Ended 2016	12 Months Ended 2015
	\$ (93.8)	\$ (121.9)
	0.3	(13.9)
	(0.9)	(0.5)
	(3.7)	(14.8)
	87.0	94.3
	(7.2)	71.3
	\$ (18.3)	\$ 14.5
	82.6	56.0
	7.0	19.7
	54.3	4.0
	-	4.6
	(51.9)	10.7
	-	12.0
	-	3.7
	7.4	-
	68.9	53.8
	168.3	164.5
	150.0	179.0
	80.9	84.9
	\$ 230.9	\$ 263.9

Note: See footnote definitions on slide 27 of the Appendix

Q1 2017 Outlook

In millions, except per share amounts

Reported

Adjustments to Reconcile Operating Income/EPS

Non-cash convertible debt interest expense ⁽¹⁾	-	0.01	-	0.01
Mark to market (gain) loss on derivative instruments ⁽²⁾	-	-	-	(0.04)
Restructuring and divestiture costs ⁽³⁾	8.0	0.07	14.1	0.19
Legal and investigative costs ⁽⁴⁾	-	-	5.8	0.08
Asia-Pacific and Africa (income) loss ⁽⁸⁾	2.0	0.02	1.2	0.05

Total Adjustments

Adjusted

Note: See footnote definitions on slide 27 of the Appendix

Q1 2017 Outlook		Q1 2016 Actual	
Operating Income	EPS	Operating Income	EPS
\$15 - \$30	(\$0.05) - \$0.10	\$ 20.5	\$(0.10)
-	0.01	-	0.01
-	-	-	(0.04)
8.0	0.07	14.1	0.19
-	-	5.8	0.08
2.0	0.02	1.2	0.05
10.0	0.10	21.1	0.29
\$25 - \$40	\$0.05 - \$0.20	\$ 41.6	\$ 0.19

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 contract 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 represent 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 after 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.
- (7) - The Venezuela (income) loss and net sales adjustments reflect the removal of the impact of Venezuelan operations on a standalone basis due to the ongoing economic and political uncertainty in that country, principally driven by the foreign currency exchange system, government imposed profit caps/limitations and limited access to U.S. dollars for the import of raw materials. The Company removed the impact of Venezuelan operations because we believed we could not predict the amounts of any future income or expenses we could incur relating to the Venezuelan operations. Note 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.
- (8) - 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 continuing operations in Asia Pacific and Africa (which consists primarily of business located in China, New Zealand, Australia and Africa) do not meet the requirements to be presented as discontinued operations. Fourth quarter 2016 reflects the non-cash impacts of a \$28 million currency translation reclassification out of accumulated other comprehensive income related to the closure of our South African facilities and an \$11 million asset impairment charge for the Company's business in China; fourth quarter 2015 reflects the impact of a non-cash asset impairment charge of \$31 million for the Company's business in Algeria.
- (9) - Foreign Corrupt Practices Act (FCPA) accrual is the Company's additional accruals recorded in 2015 and 2016 to settle the investigation with the SEC and DOJ. The Company announced on December 29, 2016, it had entered into agreements with the SEC and the DOJ that bring to a conclusion those agencies' respective investigations relating to the FCPA and the SEC's separate accounting investigation related to our financial statements from fiscal years 2012 and prior. As a result, total fines, disgorgement, and pre-judgment interest will be paid to the SEC and DOJ in the amount of \$82.3 million in 2017.
- (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 2016 and 2015 of \$5.1 million and \$11.5 million, respectively.
- (12) - The US pension settlement charge is a one-time cost related to the lump sum payment to term-vested participants of the US Master Pension Plan. This charge represents the payments made to those participants who elected to take the lump sum payment and for which the Company no longer has obligations to pay in the future. The Company has adjusted for this US pension settlement charge as management does not expect it to occur in the future, nor is it part of the ongoing operations.

General Cable Corporation

