

First Quarter 2016 Investor Presentation



connecting
THE WORLD

April 28, 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 from continuing operations (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), and net leverage (defined as net debt divided by adjusted EBITDA) 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.

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.

Adjusted results, for periods prior to the fourth quarter of 2015, reflect the removal of the impact of our Venezuelan operations on a standalone basis. Effective as of the end of the third quarter 2015, we deconsolidated our Venezuelan subsidiary and began accounting for our investment in our Venezuelan subsidiary using the cost method of accounting. Certain historical results of our Venezuelan operations on a standalone basis have been provided in this presentation. Adjusted results reported herein and the second quarter 2016 guidance reflects the removal of operating results from continuing operations in Asia Pacific and Africa as we are in the process of divesting these operations and therefore cannot predict the amounts of any future operating income or expenses we may incur.

Reconciliations of historical non-GAAP financial measures to the most directly comparable GAAP financial measures are included in this presentation. With respect to the Company’s second quarter 2016 guidance, 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 the non-GAAP guidance 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**
- **First Quarter 2016 Financial Results**
- **Update on Divestiture & Restructuring Actions**
- **Capital Structure**
- **Second Quarter 2016 Outlook**

Overview

Overview

Implementing our Strategic Roadmap



Focus and Optimize Portfolio

- Focus and investment in businesses where we have leadership, scale and profitability including electric utility, communications and industrial



Develop Leading Cost and Efficiency Position

- Bring all plants to highest performance efficiency
- Optimize manufacturing network and distribution structure
- Implement transportation management system
- Capture global supply chain efficiencies and leverage scale and spend



Drive Growth through Innovation

- Capitalize on breadth of product offering and long standing customer relationships
- Upgrade service model
- Utilize technology and innovation



Cultivate a High-Performance Culture

- Align on vision, roadmap, annual goals and metrics
- Upgrade incentive structures
- World-class compliance program



**Mobilizing
on all
strategic
initiatives**

Phased implementation plan – cost initiatives now in execution phase and growth initiatives now launching

Overview

First Quarter Summary

- ***Overall, the business rebounded globally in the first quarter following the sluggish finish to 2015***
- ***First quarter adjusted operating income was \$42 million, up \$14 million sequentially and \$16 million above guidance mid-point, reflecting improvement in demand for electric utility cables in North America, strong performance of the subsea turnkey project business in Europe and savings from restructuring initiatives***
- ***Metal prices negatively impacted results for the first quarter of 2016 by \$4 million (which was \$4 million less than guidance estimate) as compared to the \$8 million negative impact experienced in the fourth quarter of 2015. Metal cost impact is calculated as the difference between the price at which we buy metals and the price at which we sell the metals as a pass through component of our products***
- ***Definitive agreement signed to sell operations in Egypt; sale of India operations completed; divestiture program has generated \$187 million of proceeds from sales with more to come***
- ***Company remains on track to meet restructuring savings target of \$80 to \$100 million; generated restructuring savings of \$9 million in the first quarter***

First quarter results demonstrate that our business is heading in the right direction as we position the Company for substantial value creation

First Quarter Financial Results

Q1 2016 Key Financial Results

North America, Europe and Latin America
(Ex-Venezuela, Asia Pacific and Africa)

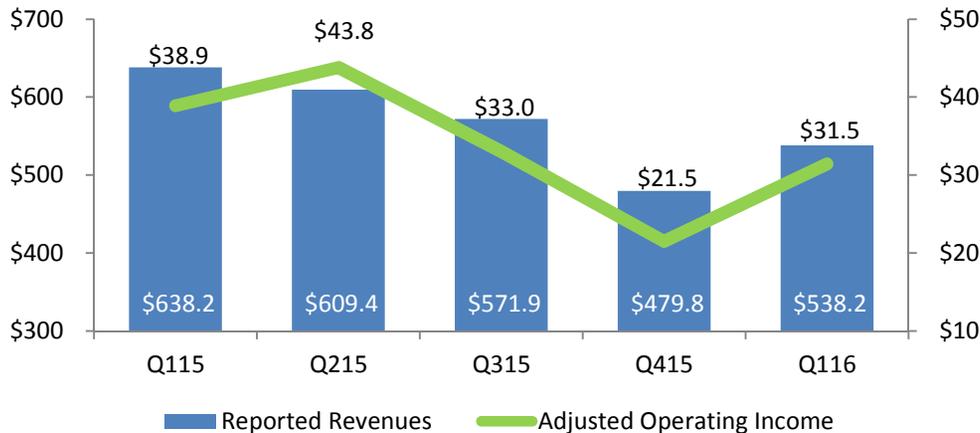
(In Millions)	Q1 2016	Q4 2015	Q1 2015	Comments
Metal pounds sold ⁽¹⁾	235	213	255	<p>Sequentially, metal pounds sold increased 10% principally due to:</p> <ul style="list-style-type: none"> • Improved demand in North America, specifically for electric utility products following the sluggish finish in Q4 2015 • Increased unit volume in Europe due to improved demand across the region, led by shipments of cables for land turnkey projects • Excluding aerial transmission cables in Brazil, unit volume in Latin America increased 2% as demand stabilized throughout the region <p>Year over year, metal pounds sold decreased 8% principally due to:</p> <ul style="list-style-type: none"> • Continued pressure on end market demand and reduced government spending throughout Latin America • Lower demand for specialty (oil & gas) and electric utility products in North America • The exit from certain low value add end markets in Europe as part of restructuring
Adjusted operating income	\$42	\$28	\$48	<p>Sequentially, adjusted operating income increased \$14 million principally due to:</p> <ul style="list-style-type: none"> • Sharp rebound of demand for electric utility cables in North America • Strong performance of the Company's submarine turnkey business in Europe <p>Year over year, adjusted operating income decreased \$6 million principally due to:</p> <ul style="list-style-type: none"> • The impact of demand weakness for specialty products tied to oil and gas applications and lower demand for electric utility cables in North America • Lower project activity in the European subsea power business • Continued weak end market demand throughout Latin America

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

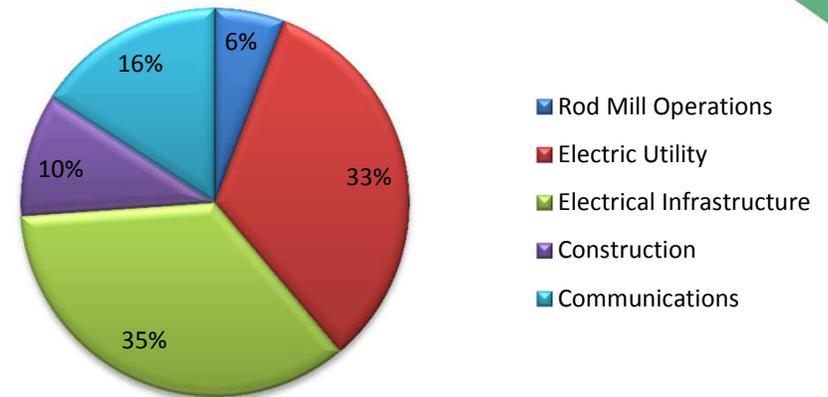
(1) Excludes Venezuelan metal pounds sold of 1 million in Q1 2015; excludes Asia Pacific and Africa metal pounds sold from continuing operations of 19 million, 15 million and 17 million pounds in Q1 2016, Q4 2015 and Q1 2015, respectively

North America

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



Revenue Product Mix Q1 2016



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

Year Over Year

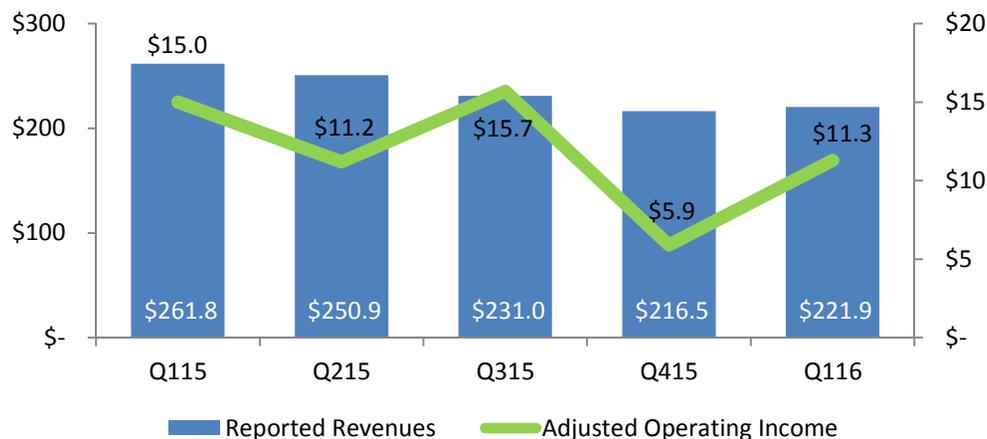
- **Revenue for the first quarter was down year over year principally due to lower metal prices and volume. Unit volume was down 3% year over year driven by lower demand for specialty products, particularly for those tied to oil and gas, and electric utility products which benefited from a strong Q1 2015**
- **Adjusted operating income decreased \$7 million year over year, principally due to the impact of lower demand for specialty (oil and gas) and electric utility products, partially offset by restructuring savings**

Sequential

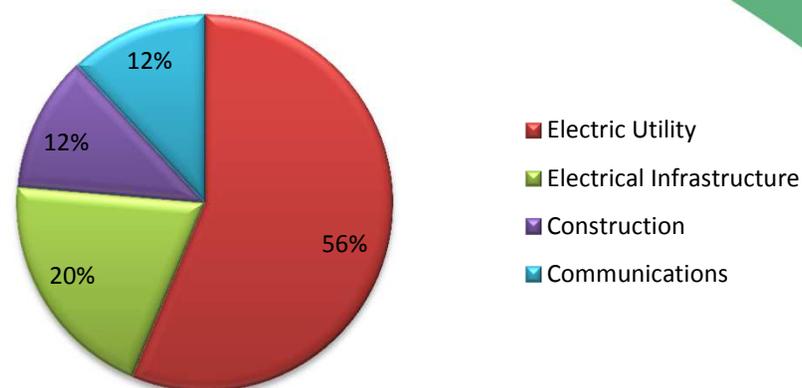
- **Revenue for the first quarter improved sequentially on increased demand, specifically for electrical utility products, following the sluggish finish to 2015**
- **Adjusted operating income increased \$10 million sequentially, principally due to improved demand for electrical utility products and the benefit of restructuring savings**

Europe

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



Revenue Product Mix Q1 2016



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

Year Over Year

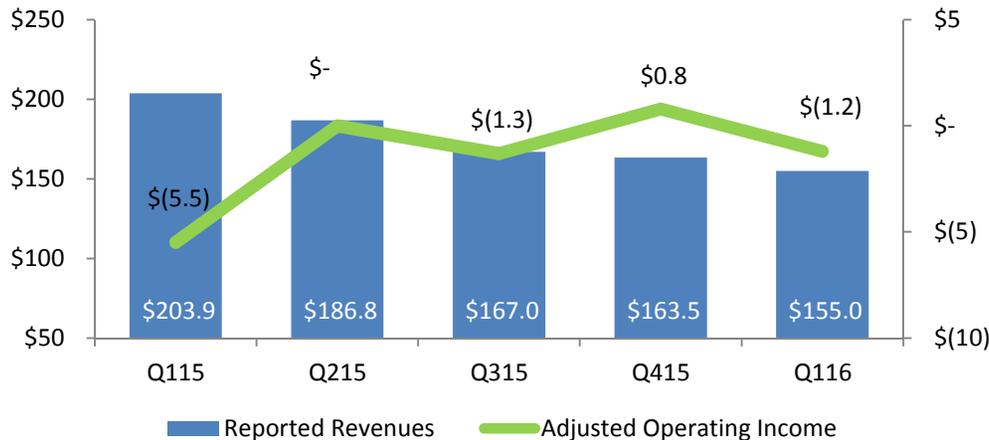
- **Revenue for the first quarter was down year over year principally due to lower metal prices and volume. Excluding the impact of restructuring activity including the exit from certain low value add end markets, unit volume year over year was flat**
- **Adjusted operating income decreased \$4 million year over year principally due to lower project activity in the European subsea power business**

Sequential

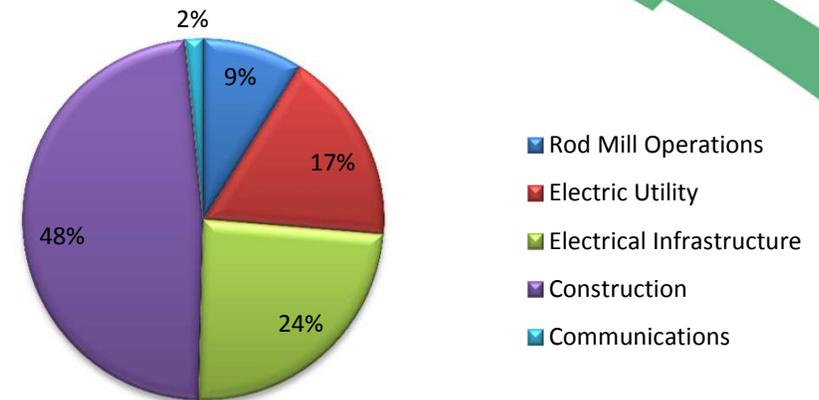
- **Revenue for the first quarter improved sequentially as demand improved across the region, led by shipments of cables for land turnkey projects**
- **Adjusted operating income increased \$5 million principally due to the performance of the European subsea turnkey project business and the benefit of restructuring savings**

Latin America

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



Revenue Product Mix Q1 2016



(1) Financial data excludes Venezuela
A reconciliation of Latin America reported operating income to adjusted operating income is provided in the Appendix
Reported revenues exclude Venezuelan sales of \$1.4M, \$2.0M and \$2.2M in Q1 2015, Q2 2015, and Q3 2015, respectively

Year Over Year

- Revenue for the first quarter was down year over year principally due to lower metal prices and unfavorable foreign currency translation impact of approximately \$25 million as well as lower volumes. Unit volume was down year over year as end market demand remains under pressure throughout Latin America due to the ongoing difficult economic conditions and reduced government spending
- Adjusted operating income improved \$4 million as the Company continues to drive restructuring savings and improve operational execution to help mitigate the impact of the weak demand environment

Sequential

- Revenue for the first quarter was down sequentially principally due to lower shipments of aerial transmission cables in Brazil. Overall, excluding aerial transmission product shipments, volume was up 2% sequentially as demand stabilized throughout the region in a seasonally slower period. Historically, demand in Q1 is lower due to extended holidays and plant shutdowns
- Adjusted operating income decreased \$2 million principally due to a challenging economic environment

Update on Divestiture & Restructuring Actions

Update on Divestiture & Restructuring Actions

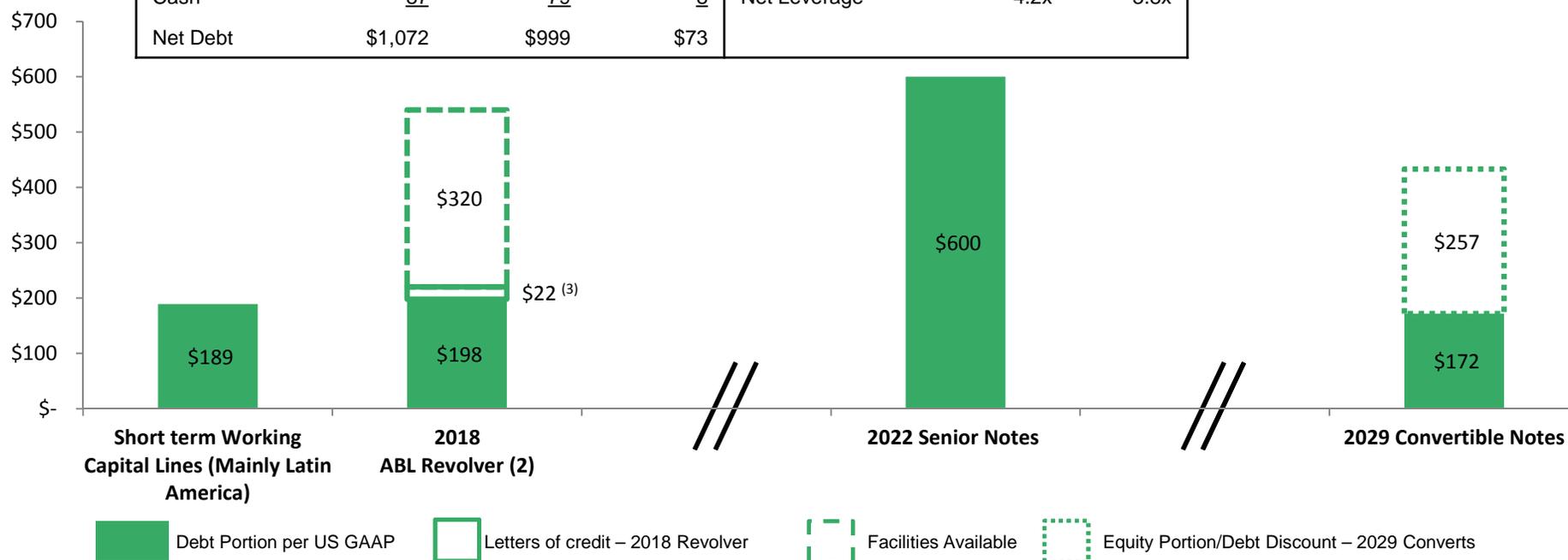
- **Divestitures**
 - Signed definitive agreement to sell our operations in Egypt
 - Previously announced definitive agreement to sell operations in Zambia
 - Process ongoing, closing expected second half 2016
 - Completed the sale of our India operations for \$11 million
 - Active sale process being managed with the assistance of financial advisors for the remaining assets throughout Asia Pacific and Africa
 - The Company has generated approximately \$187 million of cash proceeds from divestitures, with more to come
 - Targeting total cash proceeds from the divestiture program of \$250 - \$300 million
- **Restructuring**
 - **July 2014 Program**
 - Generated \$9 million of savings in Q1 2016
 - On track with targeted savings of \$80-\$100 million in 2016
 - \$10 million of savings realized in the second half of 2014
 - \$36 million of savings realized in 2015
 - \$35 to \$45 million of incremental savings expected to be realized in 2016
 - **November 2015 Program**
 - On track with targeted savings of \$10 to \$15 million in 2017

Capital Structure

Debt Maturity Profile

As of April 1, 2016

	Net Debt			Net Leverage		
	Q1 2016	Q4 2015	Diff		LTM Q1 2016	2015
Debt ⁽¹⁾	\$1,159	\$1,078	\$81	Adjusted EBITDA ⁽⁴⁾	\$254	\$264
Cash	87	79	8	Net Leverage	4.2x	3.8x
Net Debt	\$1,072	\$999	\$73			



- (1) Debt excludes issuance costs of \$12 million at the end of Q1 2016 and Q4 2015; \$8 million and \$4 million of issuance costs relate to the 2022 Senior Notes and the 2029 Convertible Notes, respectively
- (2) The Company's asset base supports approximately \$540 million of borrowings under its \$1 billion credit facility as of April 1, 2016
- (3) Includes standby letters of credit
- (4) 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



Second Quarter 2016 Outlook

Q2 2016 Outlook

North America, Europe and Latin America

- **Revenue expected to be in the range of \$950 to \$1,000 million**
 - **Unit volume expected to be up mid-single digits sequentially**
 - **Demand expected to improve due to seasonal demand trends for electric utility, non-residential construction and communication products**
- **Adjusted operating income expected to be in the range of \$40 - \$55 million**
 - **Restructuring savings and improved seasonal demand patterns are expected to partially offset the easing performance of the Company's turnkey project business in Europe**
- **Outlook assumes copper (COMEX) and aluminum (LME) of \$2.25 and \$0.70, respectively**
- **Adjusted EPS expected in the range of \$0.15 - \$0.35 per share ⁽¹⁾**
- **Currency exchange rates are assumed to remain constant**
- **Outlook does not include operating results from Asia Pacific and Africa**

(1) – Assumes an effective tax rate of 50% for the second quarter and the full year 2016

Summary

- **Mobilizing on our strategic roadmap and operational excellence:**
 - Focus and optimize our portfolio in order to leverage our competitive strengths
 - Consolidating manufacturing capacity in electric utility business in North America
 - Rationalizing low value add construction products in Europe
 - Consolidating manufacturing footprint in Latin America
 - Optimizing our asset base and cost structure
 - Progressing with global center-led procurement organizational redesign
 - 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 a world class compliance program
- **Q1 2016 Performance Summary**
 - Adjusted operating income for the first quarter of \$42 million improved \$14 million sequentially
 - Improved demand environment in certain businesses, particularly in North America, led by the electric utility business following the sluggish finish to 2015
 - Delivering savings from restructuring initiatives and executing on divestiture program

Appendix

Consolidated Adjusted Operating Income

	1st Quarter				4th Quarter	
	2016		2015 ⁽¹⁾		2015	
<i>In millions, except per share amounts</i>	Operating Income	EPS	Operating Income	EPS	Operating Income	EPS
From continuing operations	\$ 15.3	\$(0.17)	\$ 16.2	\$(0.69)	\$ (36.4)	\$ (0.91)
Adjustments to Reconcile Operating Income/EPS						
Non-cash convertible debt interest expense	-	0.01	-	0.01	-	0.01
Mark to market (gain) loss on derivative instruments	-	(0.04)	-	0.01	-	0.08
Restructuring and divestiture costs	14.1	0.19	17.2	0.23	15.3	0.23
Legal and investigative costs	5.8	0.08	7.4	0.10	7.3	0.11
(Gain) loss on sale of assets	-	-	(0.9)	(0.01)	-	-
Foreign Corrupt Practices Act (FCPA) accrual	-	-	-	-	4.0	0.08
Venezuela (income)/loss ⁽²⁾	-	-	5.1	0.59	-	-
Continuing operations (income) loss - Asia-Pacific and Africa ⁽³⁾	6.4	0.12	3.4	0.11	38.0	0.45
Total Adjustments	26.3	0.36	32.2	1.04	64.6	0.96
Adjusted	\$ 41.6	\$ 0.19	\$ 48.4	\$ 0.35	\$ 28.2	\$ 0.05

Note: Table above reflects an adjusted effective tax rate of 50% and 40% for 2016 and 2015, respectively. The Company's full year 2016 effective tax rate is expected to be around 50%

(1) - Reclassified to reflect discontinued operations presentation

(2) - First quarter 2015 EPS reflects a loss of \$22 million due to the adoption of the SIMADI currency exchange rate and the remeasurement of the local balance sheet at 193 Bolivars per US dollar

(3) - Fourth quarter 2015 reflects the impact of a non-cash asset impairment charge of \$30.6 million for the Company's business in Algeria

Segment Adjusted Operating Income

North America, Europe and Latin America

North America	Operating Income				
	Q1 2015	Q2 2015	Q3 2015	Q4 2015	Q1 2016
<i>In millions</i>					
As reported	\$ 29.6	\$ 30.9	\$ 17.9	\$ 6.1	\$ 17.7
Adjustments to Reconcile Operating Income					
Restructuring and divestiture costs	5.3	5.4	11.1	5.4	8.0
Legal and investigative costs	4.9	2.9	4.0	6.0	5.8
Customer incentive	-	4.6	-	-	-
Foreign Corrupt Practices Act (FCPA) accrual	-	-	-	4.0	-
(Gain) loss on sale of assets	(0.9)	-	-	-	-
Total Adjustments	9.3	12.9	15.1	15.4	13.8
Adjusted	<u>\$ 38.9</u>	<u>\$ 43.8</u>	<u>\$ 33.0</u>	<u>\$ 21.5</u>	<u>\$ 31.5</u>
Europe					
	Operating Income				
	Q1 2015	Q2 2015	Q3 2015	Q4 2015	Q1 2016
<i>In millions</i>					
As reported	\$ 5.9	\$ (1.2)	\$ 3.2	\$ (1.3)	\$ 7.7
Adjustments to Reconcile Operating Income					
Restructuring and divestiture costs	9.1	0.8	-	7.2	3.6
(Gain) loss on sale of assets	-	11.6	-	-	-
(Gain) loss on deconsolidation of Venezuela	-	-	12.5	-	-
Total Adjustments	9.1	12.4	12.5	7.2	3.6
Adjusted	<u>\$ 15.0</u>	<u>\$ 11.2</u>	<u>\$ 15.7</u>	<u>\$ 5.9</u>	<u>\$ 11.3</u>
Latin America					
	Operating Income				
	Q1 2015	Q2 2015	Q3 2015	Q4 2015	Q1 2016
<i>In millions</i>					
As reported	\$ (15.9)	\$ (2.5)	\$ (1.2)	\$ (3.2)	\$ (3.7)
Adjustments to Reconcile Operating Income					
Restructuring and divestiture costs	2.8	3.1	3.1	2.7	2.5
Brazil legal accrual	2.5	-	(1.9)	1.3	-
(Gain) loss on deconsolidation of Venezuela	-	-	(0.5)	-	-
Venezuela (income)/loss	5.1	(0.6)	(0.8)	-	-
Total Adjustments	10.4	2.5	(0.1)	4.0	2.5
Adjusted	<u>\$ (5.5)</u>	<u>\$ -</u>	<u>\$ (1.3)</u>	<u>\$ 0.8</u>	<u>\$ (1.2)</u>
Core Operations - Total Adjusted Operating Income	<u>\$ 48.4</u>	<u>\$ 55.0</u>	<u>\$ 47.4</u>	<u>\$ 28.2</u>	<u>\$ 41.6</u>

Metal Adjusted Net Sales

	1st Quarter		4th Quarter
	2016	2015	2015
<i>In millions</i>	<u>Net Sales</u>	<u>Net Sales ⁽¹⁾</u>	<u>Net Sales</u>
As reported	\$ 974.0	\$ 1,171.1	\$ 913.3
Adjustments to Reconcile Net Sales			
Venezuela net sales	-	(1.4)	-
Continuing operations net sales - Asia-Pacific and Africa	(58.9)	(65.8)	(53.5)
Metal adjustment	-	(106.5)	(8.7)
Total Adjustments	<u>(58.9)</u>	<u>(173.7)</u>	<u>(62.2)</u>
Adjusted	<u>\$ 915.1</u>	<u>\$ 997.4</u>	<u>\$ 851.1</u>

(1) - Reclassified to reflect discontinued operations presentation

Adjusted Other Income (Expense)

In millions

As reported

Adjustments to Reconcile Other Income (Expense)

Mark to market (gain) loss on derivative instruments

Venezuela other (income) expense

Continuing operations other (income) expense - Asia-Pacific and Africa

Total Adjustments

Adjusted

	1st Quarter		4th Quarter
	2016	2015	2015
	Other Income (Expense)	Other Income (Expense) ⁽¹⁾	Other Income (Expense)
	\$ (1.4)	\$ (25.8)	\$ (8.4)
	(2.7)	1.0	5.5
	-	22.2	-
	1.8	5.1	0.4
	(0.9)	28.3	5.9
	<u>\$ (2.3)</u>	<u>\$ 2.5</u>	<u>\$ (2.5)</u>

(1) - Reclassified to reflect discontinued operations presentation

Adjusted EBITDA

In millions, except per share amounts

Operating income from continuing operations

Adjustments to Reconcile Operating Income

Restructuring and divestiture costs

Legal and investigative costs

Foreign Corrupt Practices Act (FCPA) accrual

Customer incentive

(Gain) loss on sale of assets

Loss on deconsolidation of Venezuela

Venezuela (income)/loss

Continuing operations (income) loss - Asia-Pacific and Africa⁽¹⁾

Total Adjustments

Adjusted operating income

Depreciation and amortization⁽²⁾

Adjusted EBITDA

	LTM Q1	12 Months Ended
	2016	2015
	\$ 19.7	\$ 20.6
	52.9	56.0
	18.1	19.7
	4.0	4.0
	4.6	4.6
	11.6	10.7
	12.0	12.0
	(1.4)	3.7
	50.7	47.7
	152.5	158.4
	172.2	179.0
	82.0	84.9
	\$ 254.2	\$ 263.9

(1) 12 months ended 2015 operating income and last twelve months (LTM) operating income Q1 2016 reflects the impact of a non-cash asset impairment charge of \$30.6 million for the Company's business in Algeria in Q4 2015

(2) Excludes depreciation and amortization from continuing operations in Asia Pacific and Africa for the twelve months ended 2015 and the last twelve months as of Q1 2016 of \$5.6 million and \$4.9 million, respectively

General Cable Corporation

