

Second Quarter 2016 Investor Presentation



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THE WORLD

August 4, 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 third 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**
- **Update on Divestiture & Restructuring Actions and Other Matters**
- **Second Quarter 2016 Financial Results**
- **Capital Structure**
- **Third Quarter 2016 Outlook**

Overview

Overview

- **Second quarter reported operating income from continuing operations was \$58 million, up \$43 million sequentially and \$34 million year over year principally due to the gain on the sale of the North American automotive ignition wire business and restructuring savings**
- **Second quarter adjusted operating income from continuing operations was \$49 million, up \$7 million sequentially and \$2 million above guidance mid-point, driven principally by continued performance improvement and restructuring savings**
- **As compared to guidance, metal prices represent a negative impact of approximately \$4 million for the second quarter of 2016. Metal prices for the second quarter of 2016 were neutral as compared to the first quarter of 2016 and second quarter of 2015.**
- **Completed the sale of the North American automotive ignition wire business generating proceeds of \$71 million**
- **Sale of Egypt operations completed; divestiture program has generated \$193 million program to date with more to come**
- **Sale of Venezuela business completed for \$6 million – subsequent to the second quarter**
- **Company remains on track to meet restructuring savings target of \$80 to \$100 million; generated additional restructuring savings of \$9 million in the second quarter**
- **Making strong progress implementing strategic roadmap initiatives**

The Company continues to make substantial progress on all fronts while delivering strong results in the second quarter

Update on Strategic Roadmap

Strategic Roadmap



Focus and Optimize Portfolio

- Criteria includes market leadership, operating scale, ability to attain leading cost structure and long term growth potential
- Focused on electric utility, industrial and communications and investing in these businesses to drive to full potential



Develop Leading Cost and Efficiency Position

- Consolidating and streamlining manufacturing operations
- Area of tremendous activity now and over the next 18 months
- Close to 50% of our plants are undergoing project-driven change



Drive Growth through Innovation

- Building capabilities needed to outpace market growth
- Utilizing technology and innovation
- Customers are already starting to see improvement from our early work in this area



Cultivate a High-Performance Culture

- Clear vision and sense of purpose
- Organization aligned on values and behaviors (that all participated in creating)
- Culture is a long journey but we are starting to see improvements in our engagement and net promoter metrics which we measure regularly through pulse surveys

**Implementation
of all strategic
initiatives in
progress**

Re-energized organization driving operating efficiency and performance improvement

Update on Divestiture & Restructuring Actions and Other Matters

Update on Divestiture & Restructuring Actions

- **Divestiture Program – Asia Pacific and Africa**
 - Completed the sale of our operations in Egypt for \$6 million
 - Previously announced definitive agreement to sell operations in Zambia
 - Process ongoing, closing expected in second half of 2016
 - 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 \$193 million of cash proceeds from divestitures, with more to come
 - Targeting total cash proceeds from the divestiture program of \$250 - \$300 million
- **Other divestitures**
 - Completed the sale of our North America automotive ignition wire business for \$71 million
 - Completed the sale of our operations in Venezuela for \$6 million (in July 2016)
- **Restructuring**
 - **July 2014 Program: On track with targeted savings of \$80-\$100 million in 2016**
 - Generated \$9 million of savings in Q2 2016
 - \$10 million of savings realized in the second half of 2014
 - \$36 million of savings realized in 2015
 - \$36 million of incremental savings expected to be realized in 2016
 - **November 2015 Program – Strategic Roadmap**
 - On track with targeted cost savings of \$100 million to be realized in 2017 and 2018

Other Matters

- **Chief Financial Officer Transition**
 - The Company's board of directors have named Chris Kreidler to serve as Interim Chief Financial Officer, effective August 12, 2016
 - The search for a permanent replacement CFO is advancing
- **Foreign Corrupt Practices Act Update**
 - In the early stages of discussions with SEC and DOJ regarding the terms of a potential resolution
 - Amount (range) of total probable disgorgement of profits, including pre-judgment interest, estimated to resolve the investigation is \$33 - \$59 million
 - Increased the existing accrual as of July 1, 2016 by \$5 million bringing the cumulative accrual to \$33 million (the low end of the range)
 - The accrual does not include any possible fines, civil or criminal penalties or other relief, any or all of which could be substantial

Second Quarter Financial Results

Q2 2016 Key Financial Results

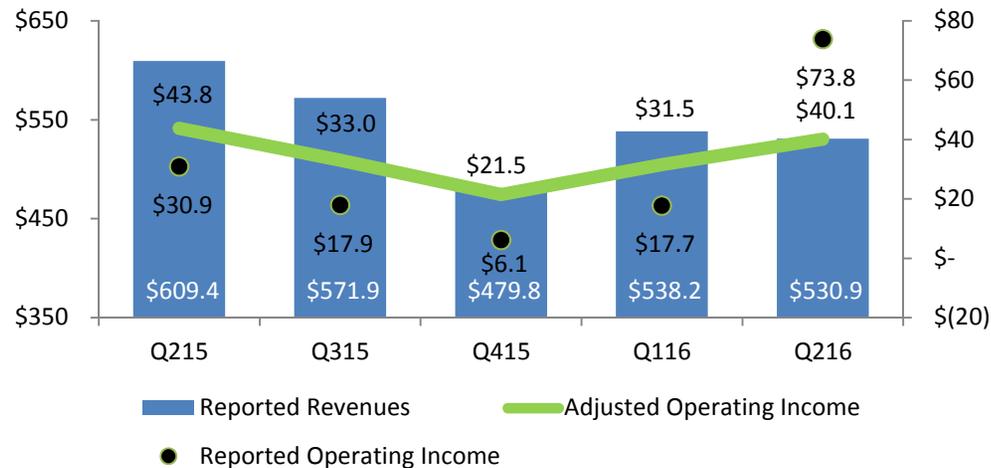
(In Millions)	Q2 2016	Q1 2016	Q2 2015	Comments
Metal pounds sold ⁽¹⁾	242	235	235	<p>Sequentially, excluding aerial transmission cable shipments in North America and Brazil, metal pounds sold increased 3% reflecting seasonal demand patterns in Latin America, demand for electric utility cables in Europe (including land-based turnkey projects) and demand for electric utility distribution and construction cables in North America. These trends more than offset lower demand for industrial and specialty products in North America</p> <p>Year over year, excluding aerial transmission cable shipments in North America and Brazil, metal pounds sold increased 2% as demand for construction and electric distribution utility products in North America more than offset the continued pressure on end market demand throughout Latin America and the impact of the exit from certain low value-add end markets in Europe as part of restructuring</p>
Reported operating income from continuing operations	\$58	\$15	\$24	Reported operating income from continuing operations was up \$43 million sequentially and \$34 million year over year principally due to the gain on the sale of the North American automotive ignition wire business and restructuring savings
Adjusted operating income from continuing operations	\$49	\$42	\$55	<p>Sequentially, adjusted operating income increased \$7 million driven by continued performance improvement and restructuring initiatives and the stronger performance of the land-based turnkey project business in Europe</p> <p>Year over year, adjusted operating income decreased \$6 million principally due to lower project activity in the European subsea power business and the impact of weaker demand for industrial and specialty cables (oil & gas)</p>

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

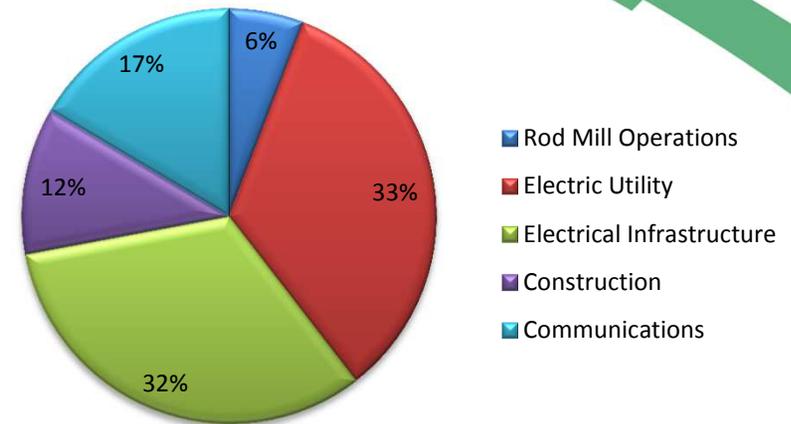
(1) Excludes Venezuelan metal pounds sold of 2 million in Q2 2015; excludes Asia Pacific and Africa metal pounds sold from continuing operations of 23 million, 19 million and 16 million pounds in Q2 2016, Q1 2016 and Q2 2015, respectively

North America

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



Revenue Product Mix Q2 2016



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

Year Over Year

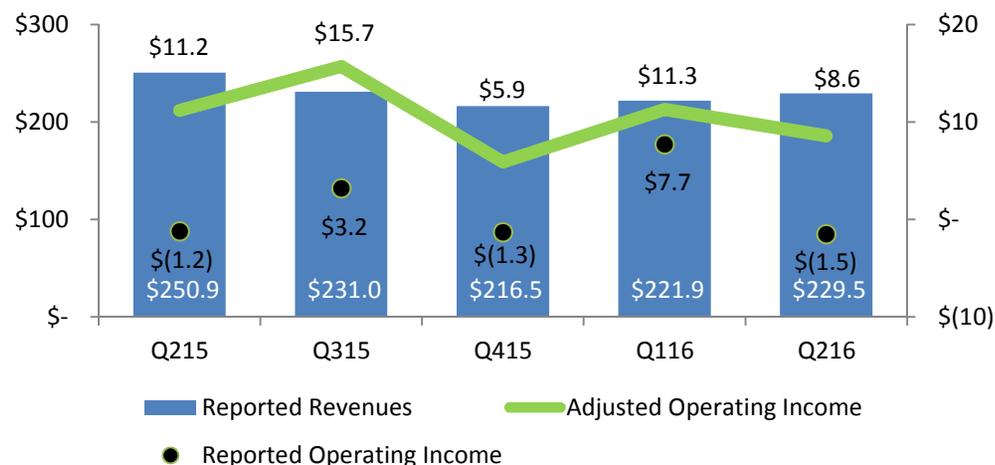
- Revenue for the second quarter was down principally due to lower metal prices. Excluding aerial transmission cables, unit volume was up 4% as demand for construction and electric utility distribution products more than offset lower demand for industrial and specialty products, particularly for those tied to oil and gas
- Adjusted operating income decreased \$4 million, principally due to the impact of lower demand for industrial and specialty products (oil and gas)

Sequential

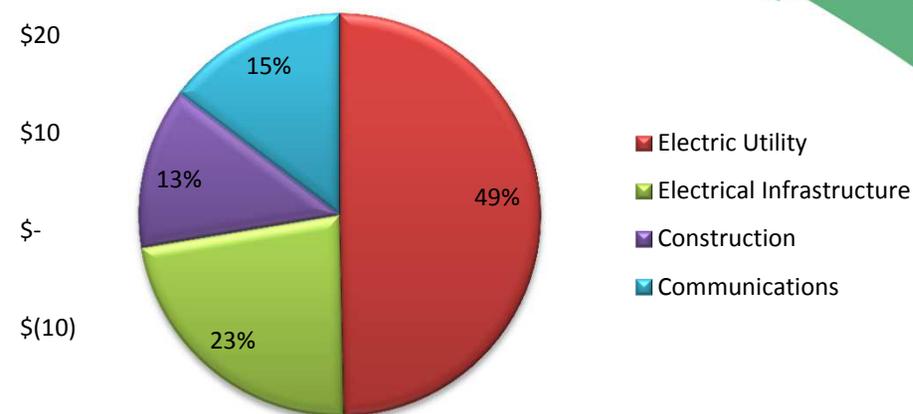
- Revenue for the second quarter was generally flat. Excluding aerial transmission cables, unit volume was flat as stronger demand for electric utility distribution and construction cables were offset by lower demand for industrial and specialty cables (oil & gas)
- Adjusted operating income increased \$8 million, principally due to restructuring savings and the performance of the electric utility distribution and construction businesses

Europe

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



Revenue Product Mix Q2 2016



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

Year Over Year

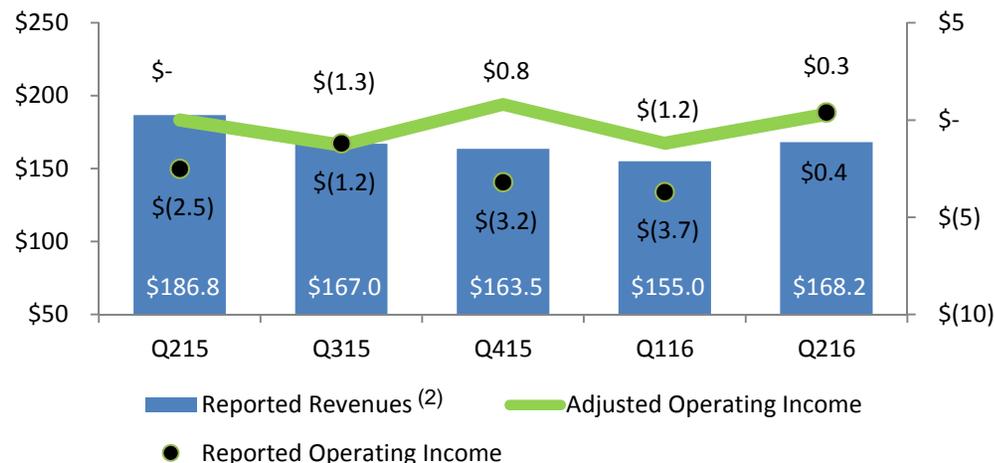
- **Revenue for the second quarter was down principally due to lower metal prices. Excluding the impact of restructuring activity including the exit from certain low value-add end markets, unit volume year over year was flat**
- **Adjusted operating income decreased \$2 million principally due to lower project activity in the subsea power business**

Sequential

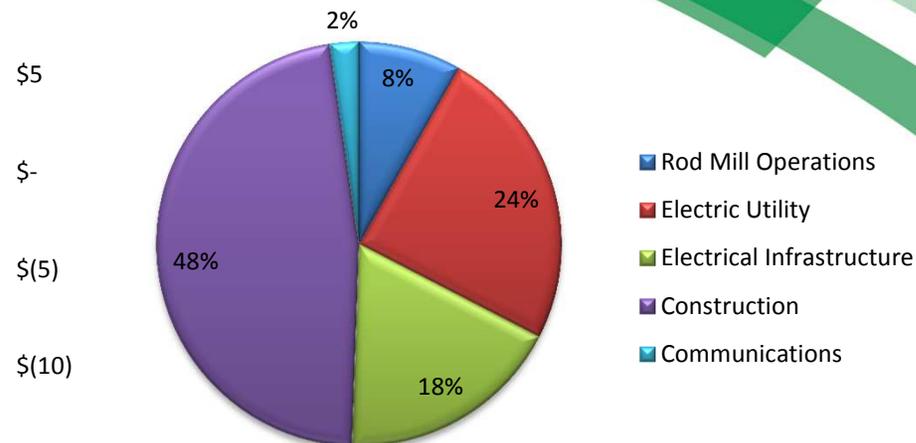
- **Revenue for the second quarter was up slightly as demand improved across the region, led by shipments of cables for land turnkey projects and energy products**
- **Adjusted operating income decreased \$2 million principally due to lower project activity in the subsea power business**

Latin America

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



Revenue Product Mix Q2 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 \$2.0 million and \$2.2 million in Q2 2015 and Q3 2015, respectively

Year Over Year

- **Revenue for the second quarter was down principally due to lower metal prices and unfavorable foreign currency translation impact of ~\$14 million. Excluding aerial transmission product shipments in Brazil, unit volume was down 1% as demand remains tepid across the region**
- **Adjusted operating income was flat as the Company continues to drive restructuring savings and improve operational execution to help mitigate the impact of the weak demand environment**

Sequential

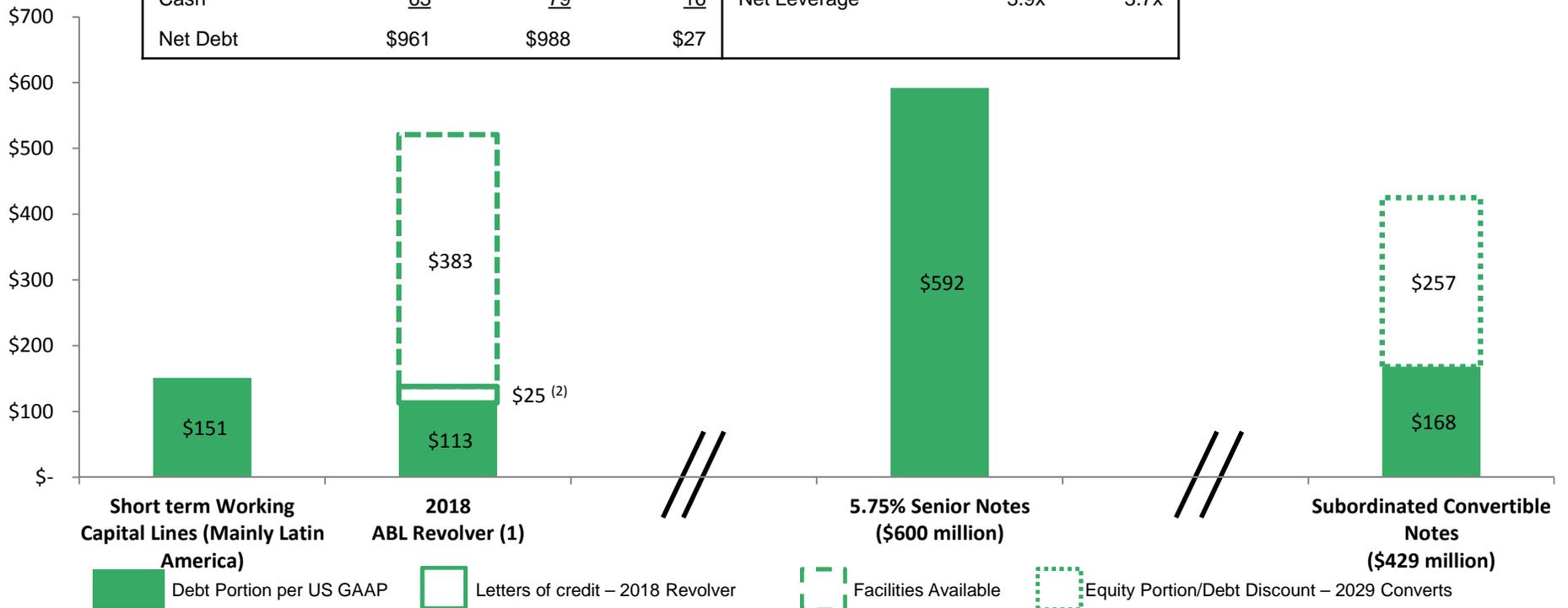
- **Revenue for the second quarter was up principally due to stronger shipments of aerial transmission cables in Brazil. Overall, excluding aerial transmission product shipments, volume was up 8% due to seasonal demand patterns across the region (Q1 demand reflects the impact of extended holidays and plant shutdowns)**
- **As a result, adjusted operating income was up \$1 million in the second quarter**

Capital Structure

Debt Maturity Profile

As of July 1, 2016

	Net Debt			Net Leverage		
	Q2 2016	Q4 2015	Diff		LTM Q2 2016	2015
Debt	\$1,024	\$1,067	\$43	Adjusted EBITDA ⁽³⁾	\$248	\$264
Cash	63	79	16	Net Leverage	3.9x	3.7x
Net Debt	\$961	\$988	\$27			



- (1) The Company's asset base supports ~\$520 million of borrowings under its \$1 billion credit facility as of July 1, 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



Third Quarter 2016 Outlook

Q3 2016 Outlook

- **Revenue expected to be in the range of \$900 to \$950 million**
 - Unit volume expected to be up low-single digits sequentially driven principally by aerial transmission product shipments
- **Reported operating income from continuing operations expected to be in the range of \$32 - \$47 million and adjusted operating income from continuing operations expected to be in the range of \$35 - \$50 million**
 - Restructuring and business improvement initiatives are expected to be offset by the easing performance of the turnkey project business in Europe, further weakening of industrial and specialty businesses and lower seasonal activity in Europe
- **Outlook assumes copper (COMEX) and aluminum (LME) of \$2.20 and \$0.73, respectively**
- **Reported diluted EPS expected to be in the range of \$0.06 - \$0.26 and adjusted EPS expected in the range of \$0.10 - \$0.30 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 50% for the third quarter

Summary

- **Implementing strategic initiatives and driving 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
- **Q2 2016 Performance Summary**
 - Adjusted operating income from continuing operations for Q2 of \$49 million improved \$7 million sequentially
 - Demand environment: Experienced strong seasonal demand across Latin America, increased demand in Europe for electric utility cables (including land-based turnkey projects) and solid demand in electric utility distribution and construction end-markets in North America
 - Delivering savings from restructuring initiatives and executing divestiture program

Appendix

Consolidated Adjusted Operating Income

	2nd Quarter				1st Quarter	
	2016		2015		2016	
	Operating Income	EPS	Operating Income	EPS	Operating Income	EPS
<i>In millions, except per share amounts</i>						
From continuing operations	\$ 58.1	\$ 0.68	\$ 23.7	\$(0.03)	\$ 15.3	\$ (0.17)
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⁾	-	(0.05)	-	0.04	-	(0.04)
Restructuring and divestiture costs ⁽³⁾	16.7	0.25	9.3	0.10	14.1	0.19
Legal and investigative costs ⁽⁴⁾	1.1	0.02	2.9	0.02	5.8	0.08
(Gain) loss on sale of assets ⁽⁵⁾	(46.5)	(0.86)	11.6	0.13	-	-
New customer incentive ⁽⁶⁾	-	-	4.6	0.06	-	-
Foreign Corrupt Practices Act (FCPA) accrual ⁽⁷⁾	5.0	0.09	-	-	-	-
Venezuela (income)/loss ⁽⁸⁾	-	-	(0.6)	(0.01)	-	-
Asia-Pacific and Africa (income) loss ⁽⁹⁾	14.6	0.16	3.5	0.04	6.4	0.12
Total Adjustments	(9.1)	(0.38)	31.3	0.39	26.3	0.36
Adjusted	\$ 49.0	\$ 0.30	\$ 55.0	\$ 0.36	\$ 41.6	\$ 0.19

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 28 of the Appendix

Segment Adjusted Operating Income

North America, Europe and Latin America

North America	Operating Income				
	Q2 2015	Q3 2015	Q4 2015	Q1 2016	Q2 2016
<i>In millions</i>					
As reported	\$ 30.9	\$ 17.9	\$ 6.1	\$ 17.7	\$ 73.8
Adjustments to Reconcile Operating Income					
Restructuring and divestiture costs ⁽³⁾	5.4	11.1	5.4	8.0	13.4
Legal and investigative costs ⁽⁴⁾	2.9	4.0	6.0	5.8	1.1
New customer incentive ⁽⁶⁾	4.6	-	-	-	-
Foreign Corrupt Practices Act (FCPA) accrual ⁽⁷⁾	-	-	4.0	-	5.0
(Gain) loss on the sale of assets ⁽⁵⁾	-	-	-	-	(53.2)
Total Adjustments	12.9	15.1	15.4	13.8	(33.7)
Adjusted	<u>\$ 43.8</u>	<u>\$ 33.0</u>	<u>\$ 21.5</u>	<u>\$ 31.5</u>	<u>\$ 40.1</u>
Europe	Operating Income				
	Q2 2015	Q3 2015	Q4 2015	Q1 2016	Q2 2016
<i>In millions</i>					
As reported	\$ (1.2)	\$ 3.2	\$ (1.3)	\$ 7.7	\$ (1.5)
Adjustments to Reconcile Operating Income					
Restructuring and divestiture costs ⁽³⁾	0.8	-	7.2	3.6	1.7
(Gain) loss on the sale of assets ⁽⁵⁾	11.6	-	-	-	8.4
(Gain) loss on deconsolidation of Venezuela ⁽⁸⁾	-	12.5	-	-	-
Total Adjustments	12.4	12.5	7.2	3.6	10.1
Adjusted	<u>\$ 11.2</u>	<u>\$ 15.7</u>	<u>\$ 5.9</u>	<u>\$ 11.3</u>	<u>\$ 8.6</u>
Latin America	Operating Income				
	Q2 2015	Q3 2015	Q4 2015	Q1 2016	Q2 2016
<i>In millions</i>					
As reported	\$ (2.5)	\$ (1.2)	\$ (3.2)	\$ (3.7)	\$ 0.4
Adjustments to Reconcile Operating Income					
Restructuring and divestiture costs ⁽³⁾	3.1	3.1	2.7	2.5	1.6
Legal and investigative costs ⁽⁴⁾	-	(1.9)	1.3	-	-
(Gain) loss on the sale of assets ⁽⁵⁾	-	-	-	-	(1.7)
(Gain) loss on deconsolidation of Venezuela ⁽⁸⁾	-	(0.5)	-	-	-
Venezuela (income)/loss ⁽⁸⁾	(0.6)	(0.8)	-	-	-
Total Adjustments	2.5	(0.1)	4.0	2.5	(0.1)
Adjusted	<u>\$ -</u>	<u>\$ (1.3)</u>	<u>\$ 0.8</u>	<u>\$ (1.2)</u>	<u>\$ 0.3</u>
Core Operations - Total Adjusted Operating Income	<u>\$ 55.0</u>	<u>\$ 47.4</u>	<u>\$ 28.2</u>	<u>\$ 41.6</u>	<u>\$ 49.0</u>

Note: See footnote definitions on slide 28 of the Appendix

Metal Adjusted Net Sales

	2nd Quarter		1st Quarter
	2016	2015	2016
<i>In millions</i>	Net Sales	Net Sales	Net Sales
As reported	\$ 990.0	\$ 1,113.4	\$ 974.0
Adjustments to Reconcile Net Sales			
Venezuela net sales ⁽⁸⁾	-	(2.0)	-
Asia-Pacific and Africa net sales ⁽⁹⁾	(61.4)	(64.3)	(58.9)
Metal adjustment ⁽¹⁰⁾	-	(89.5)	5.1
Total Adjustments	(61.4)	(155.8)	(53.8)
Adjusted	\$ 928.6	\$ 957.6	\$ 920.2

Note: See footnote definitions on slide 28 of the Appendix

Adjusted Other Income (Expense)

	2nd Quarter		1st Quarter
	2016	2015	2016
	Other Income (Expense)	Other Income (Expense)	Other Income (Expense)
<i>In millions</i>			
As reported	\$ 9.1	\$ (6.0)	\$ (1.4)
Adjustments to Reconcile Other Income (Expense)			
Mark to market (gain) loss on derivative instruments ⁽²⁾	(3.6)	3.6	(2.7)
Venezuela other (income) expense ⁽⁸⁾	-	0.2	-
Asia-Pacific and Africa other (income) expense ⁽⁹⁾	(3.0)	0.2	1.8
Total Adjustments	(6.6)	4.0	(0.9)
Adjusted	<u>\$ 2.5</u>	<u>\$ (2.0)</u>	<u>\$ (2.3)</u>

Note: See footnote definitions on slide 28 of the Appendix

Adjusted EBITDA

In millions

Net income (loss) from continuing operations

Equity in net (earnings) losses of affiliated companies

Income tax provision (benefit)

Interest expense, net

Other (income) expense

Operating income (loss) from continuing operations

Adjustments to Reconcile Operating Income

Restructuring and divestiture costs ⁽³⁾

Legal and investigative costs ⁽⁴⁾

Foreign Corrupt Practices Act (FCPA) accrual ⁽⁷⁾

New customer incentive ⁽⁶⁾

(Gain) loss on sale of assets ⁽⁵⁾

Loss on deconsolidation of Venezuela ⁽⁸⁾

Venezuela (income) loss ⁽⁸⁾

Asia-Pacific and Africa (income) loss ⁽⁹⁾

Total Adjustments

Adjusted operating income

Depreciation and amortization ⁽¹¹⁾

Adjusted EBITDA

	LTM Q2	12 Months Ended
	2016	2015
	\$ (62.2)	\$ (124.2)
	(0.6)	(0.4)
	1.6	(14.7)
	87.8	92.9
	27.5	67.0
	\$ 54.1	\$ 20.6
	60.3	56.0
	16.3	19.7
	9.0	4.0
	-	4.6
	(46.5)	10.7
	12.0	12.0
	(0.8)	3.7
	61.8	47.7
	112.1	158.4
	166.2	179.0
	82.0	84.9
	\$ 248.2	\$ 263.9

Note: See footnote definitions on slide 28 of the Appendix

Q3 2016 Outlook

In millions, except per share amounts

From continuing operations

Adjustments to Reconcile Operating Income/EPS

Non-cash convertible debt interest expense⁽¹⁾

Mark to market (gain) loss on derivative instruments⁽²⁾

Restructuring and divestiture costs⁽³⁾

Legal and investigative costs⁽⁴⁾

(Gain) loss on sale of assets⁽⁵⁾

Loss on deconsolidation of Venezuela⁽⁸⁾

Venezuela (income)/loss⁽⁸⁾

Asia Pacific and Africa (income) loss⁽⁹⁾

Total Adjustments

Adjusted

	Q3 2016 Outlook		Q3 2015 Actual	
	Operating Income	EPS	Operating Income	EPS
	\$32 - \$47	\$0.06 - \$0.26	\$ 17.1	\$(0.69)
Non-cash convertible debt interest expense ⁽¹⁾	-	0.01	-	0.01
Mark to market (gain) loss on derivative instruments ⁽²⁾	-	-	-	0.15
Restructuring and divestiture costs ⁽³⁾	6.0	0.05	14.2	0.27
Legal and investigative costs ⁽⁴⁾	2.0	0.02	2.1	0.04
(Gain) loss on sale of assets ⁽⁵⁾	(6.0)	(0.05)	-	-
Loss on deconsolidation of Venezuela ⁽⁸⁾	-	-	12.0	0.25
Venezuela (income)/loss ⁽⁸⁾	-	-	(0.8)	(0.02)
Asia Pacific and Africa (income) loss ⁽⁹⁾	1.0	0.01	2.8	0.25
Total Adjustments	3.0	0.04	30.3	0.95
Adjusted	\$35 - \$50	\$0.10 - \$0.30	\$ 47.4	\$ 0.26

Note: See footnote definitions on slide 28 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 continuing operations in Asia Pacific and Africa (which consists primarily of business located in 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 from continuing operations in Asia Pacific and Africa for the twelve months ended 2015 and the last twelve months as of Q2 2016 of \$5.6 million and \$3.9 million, respectively.

General Cable Corporation

