

Second Quarter 2017 Investor Presentation



connecting
THE WORLD

August 2, 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 24, 2017 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 (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), 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 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.

Overview

Overview

- **Board of Directors initiated review of strategic alternatives to maximize shareholder value, including a potential sale of the Company**
- **Reported operating loss of \$23 million due to a non-cash charge of \$36 million related to the sale of the Company's investment in Algeria in the second quarter of 2017, compared to a gain of \$53 million on the sale of the Company's North American automotive ignition wire business in the second quarter of 2016**
- **Adjusted operating income of \$32 million declined by \$17 million period over period as restructuring savings and the continued performance improvement in Latin America were more than offset by the impact of lower subsea project activity and industry dynamics including pricing pressure in certain end markets in North America and Europe**
- **Maintained significant liquidity with \$378 million of availability on the Company's \$700 million asset-based revolving credit facility; completed the amendment of its asset-based revolving credit facility extending maturity date to 2022**
- **Impact of metal prices was a \$2 million benefit compared to a negative \$3 million impact in the prior year period**

Update on Strategic Roadmap

Executing our previously announced strategic roadmap



Focus and Optimize Portfolio

- Focused on electric utility, industrial and communications and investing in these businesses to drive to full potential
- Divesting operations in Africa and Asia Pacific substantially complete, generated \$212 million of cash proceeds program to date including the sale of the Company's investment in Algeria in Q2 2017
- #1, #2 or strong #3 positions in approximately 80% of our revenue



Develop Leading Cost and Efficiency Position

- Consolidating and streamlining our manufacturing operations (majority in North America)
- Approx. 50% of plants are undergoing project-driven change
- Optimizing supply chain efficiencies – including global procurement and a new logistics management system in North America – that leverage our substantial operating scale



Drive Growth through Innovation

- Growth through targeted share recovery
- Position business to grow in faster growing markets, such as renewables, data communications and grid connectivity
- Capitalize on product and service innovation



Cultivate a High-Performance Culture

- Implemented a world class compliance program
- Clear vision and sense of purpose
- Organization aligned on values and behaviors

Despite challenging industry dynamics, we maintain a positive outlook as the favorable impact of the above actions and activity in our European land and subsea turnkey project businesses accelerates over the second half of the year

Second Quarter Financial Results

Q2 2017 Key Financial Results

(In Millions)	Q2 2017	Q2 2016	Comments
Net sales (as reported) ⁽¹⁾	\$923	\$929	Net sales were broadly flat as the impact of higher metal prices and improved unit volume in North America helped to partially offset lower subsea project activity in Europe, the impact of restructuring actions and uneven spending on electrical infrastructure and construction projects in Latin America and the sale of the ignition wire business in North America (in Q2 2016)
Metal pounds sold ⁽²⁾	238	242	Metal pounds sold were unfavorable 2% as improved demand for aerial transmission cables in North America and Latin America and industrial, construction and specialty (ICS) products in North America were more than offset by the impact of restructuring initiatives in Latin America and continued weak spending on electrical infrastructure and construction related products in Europe and Latin America
Reported operating income (loss)	(\$23)	\$53	Reported operating loss of \$23 million due to a non-cash charge of \$36 million related to the sale of the Company's investment in Algeria in the second quarter of 2017, compared to a gain of \$53 million on the sale of the Company's North American automotive ignition wire business in the second quarter of 2016
Adjusted operating income	\$32	\$49	Adjusted operating income was unfavorable \$17 million year over year as restructuring savings and the continued performance improvement in Latin America were more than offset by the impact of lower subsea project activity and industry dynamics in certain end markets in North America and Europe
Copper – COMEX	\$2.58	\$2.13	
Aluminum – LME	\$0.87	\$0.71	

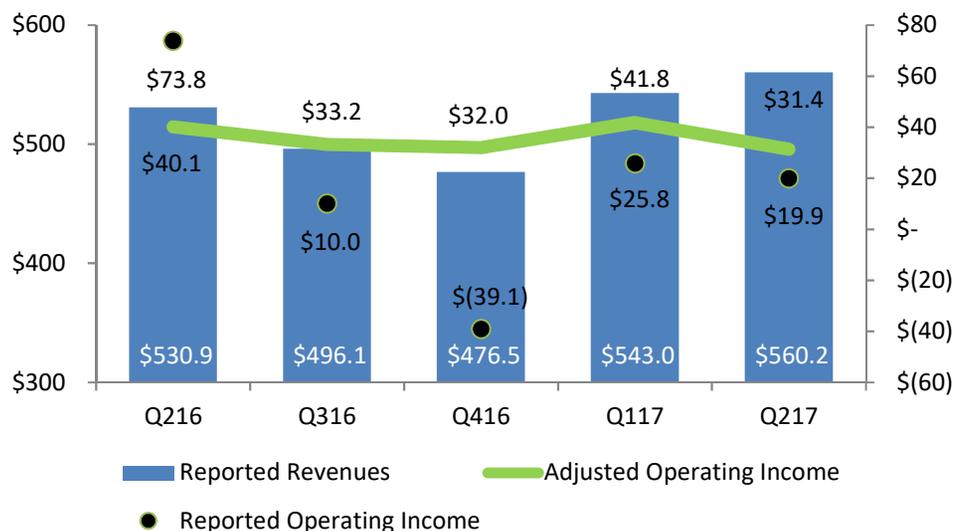
Note: Reconciliations of Non-GAAP financial measures are included in the Appendix

(1) Excludes Asia Pacific and Africa reported revenues of \$21 million and \$93 million in Q2 2017 and Q2 2016, respectively

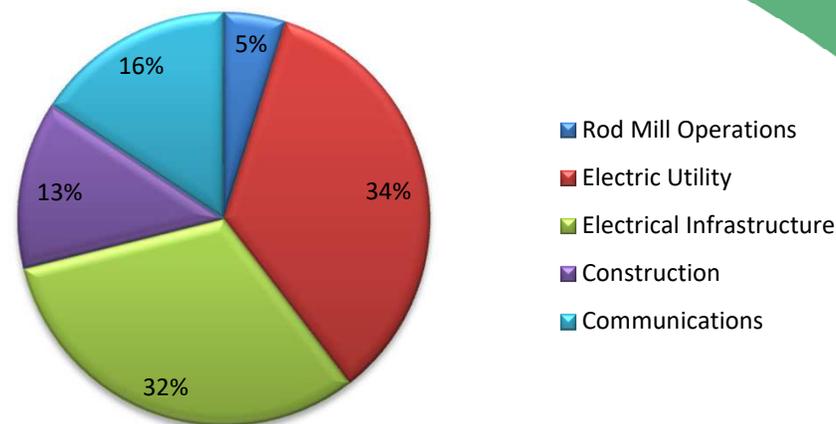
(2) Excludes Asia Pacific and Africa metal pounds sold of 5 million and 30 million in Q2 2017 and Q2 2016, respectively

North America

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



Revenue Product Mix Q2 2017

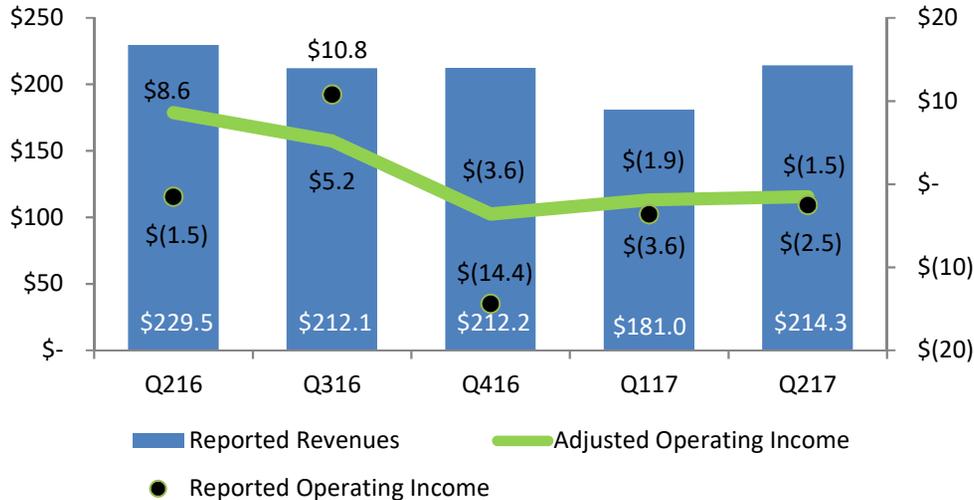


(1) A reconciliation of North America's reported operating income (loss) to adjusted operating income (loss) is provided in the Appendix

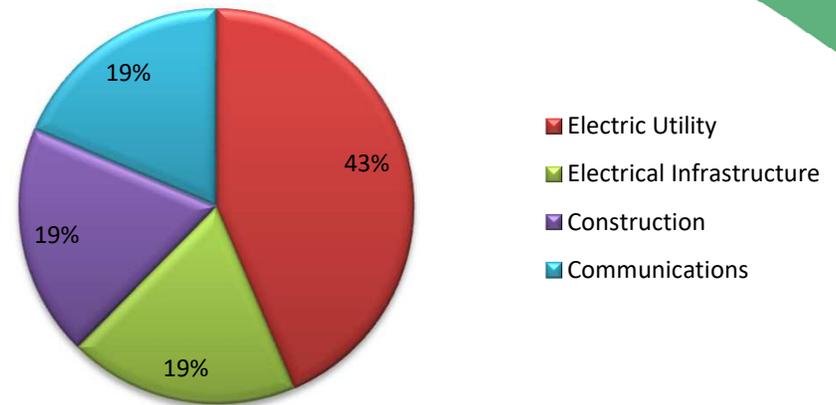
- **Revenue for the second quarter increased year over year principally due to higher metal prices and unit volume. Volume was up 7% as stronger demand for aerial transmission cables and industrial, construction and specialty (ICS) products more than offset lower demand for rod and electric utility distribution products**
- **Adjusted operating income declined \$9 million year over year as restructuring savings were more than offset by weak pricing and unfavorable mix, including the impact of the sale of the ignition wire business**
- **Sequentially, revenue increased due to higher unit volume driven by seasonal demand and stronger shipments of aerial transmission cables. Adjusted operating income declined \$10 million as operational improvement and improved seasonal demand were more than offset by weaker pricing and mix as well as lower benefit from metal prices movements**

Europe

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



Revenue Product Mix Q2 2017

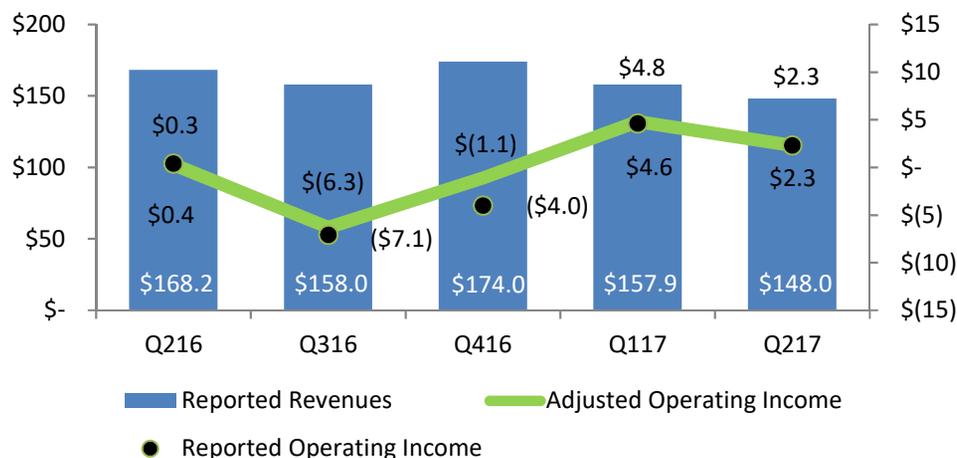


(1) A reconciliation of Europe's reported operating income (loss) to adjusted operating income (loss) is provided in the Appendix

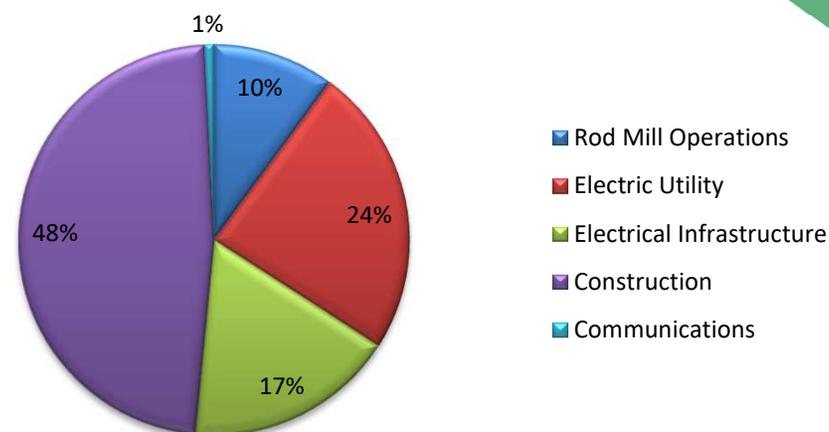
- **Revenue for the second quarter declined year over year as the impact of higher metal prices was more than offset by lower subsea project activity and lower unit volume. Volume was down 7% year over year as stronger demand for electric utility products (land-based turn-key projects) was more than offset by the impact of lower subsea project activity and continued weak demand for industrial and construction products**
- **Adjusted operating income declined \$10 million year over year as restructuring savings were more than offset by lower project activity in the higher margin subsea power business and pricing pressure throughout the region**
- **Sequentially, revenue was up 18% principally due to demand for fiber and electric utility products (land-based turn-key projects). Adjusted operating income was broadly flat as compared to the first quarter as restructuring savings helped to mitigate a lower benefit from metal price movements**

Latin America

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



Revenue Product Mix Q2 2017



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

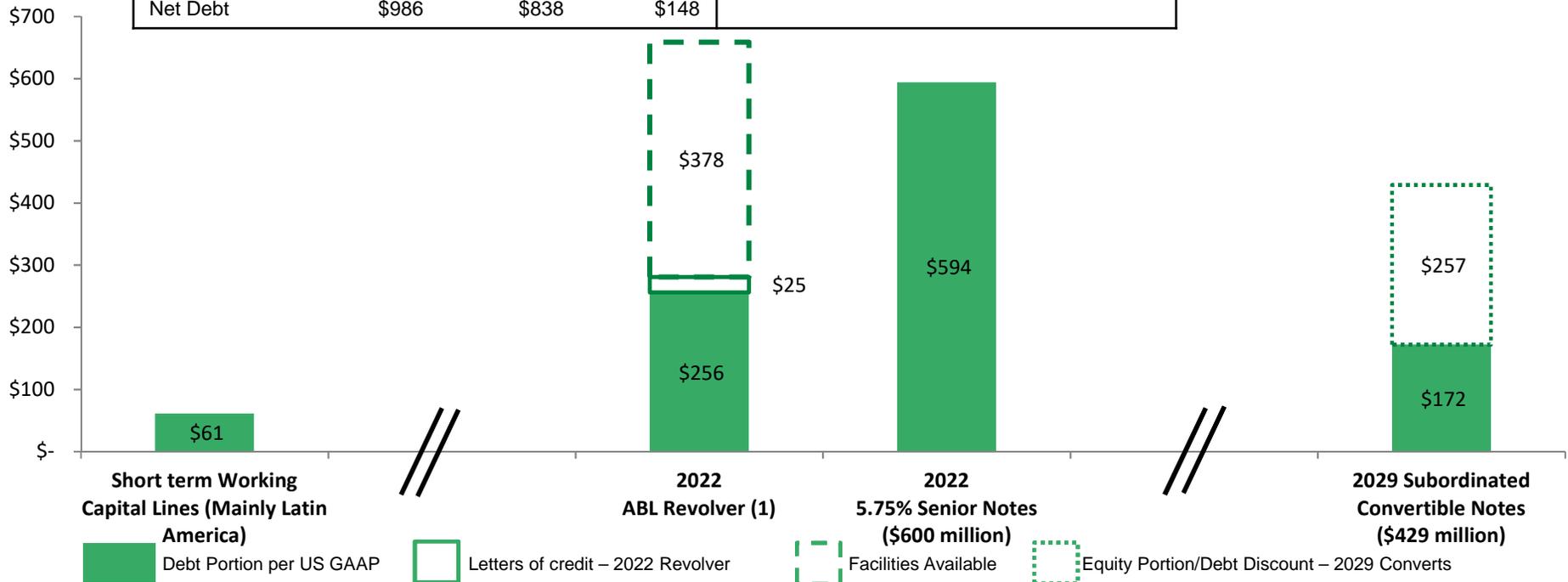
- **Revenue in the second quarter declined year over year as higher metal prices were more than offset by lower unit volume. Unit volume was down 18% as stronger shipments of aerial transmission cables in Brazil were more than offset by the impact of restructuring actions and the continued pressure across the portfolio driven by uneven spending on electric infrastructure and construction products**
- **Adjusted operating income improved \$2 million year over year principally due to improved operational execution**
- **Sequentially, revenues for the second quarter were down on lower unit volume. Stable shipments of aerial transmission cables were more than offset by continued pressure across the portfolio. Adjusted operating income declined \$2 million principally due to lower unit volume as well as lower benefit from metal prices movements**

Capital Structure

Debt Maturity Profile

As of June 30, 2017

	Net Debt			Net Leverage		
	Q2 2017	Q4 2016	Diff		Q2 2017	Q4 2016
Debt	\$1,083	\$939	\$144	Adjusted EBITDA ⁽³⁾	\$213	\$231
Cash	<u>97</u>	<u>101</u>	<u>(4)</u>	Net Leverage	4.6x	3.6x
Net Debt	\$986	\$838	\$148			



- (1) The Company's asset base supports approximately \$660 million of borrowings under its \$700 million credit facility as of June 30, 2017
- (2) Includes standby letters of credit
- (3) A reconciliation of LTM adjusted EBITDA is provided in the Appendix

Completed the amendment of the asset-based revolving credit facility extending maturity date to 2022; well positioned to fund the needs of the business



Summary

- **Executing strategic initiatives and driving operational excellence:**
 - **Focus and optimize our portfolio 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**
 - **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 a world class compliance program**

Momentum from our restructuring initiatives in North America and Latin America and project activity in our European land and subsea turn-key businesses expected to accelerate over the second half of 2017

Appendix

Consolidated Adjusted Operating Income

	2nd Quarter			
	2017		2016	
	Operating Income	EPS	Operating Income	EPS
<i>In millions, except per share amounts</i>				
Reported	\$ (22.8)	\$(1.42)	\$ 53.3	\$ 0.57
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⁾	-	0.08	-	(0.05)
Restructuring and divestiture costs ⁽³⁾	12.2	0.21	16.7	0.25
Legal and investigative costs ⁽⁴⁾	0.3	-	1.1	0.02
(Gain) loss on sale of assets ⁽⁵⁾	-	-	(46.5)	(0.86)
Foreign Corrupt Practices Act (FCPA) ⁽⁶⁾	-	0.20	5.0	0.09
Asia-Pacific and Africa (income) loss ⁽⁷⁾	42.5	1.03	19.4	0.27
Total Adjustments	55.0	1.53	(4.3)	(0.27)
Adjusted	\$ 32.2	\$ 0.11	\$ 49.0	\$ 0.30

Note 1: The table above reflects EPS adjustments based on the Company's full year effective tax rate for 2017 and 2016 of 40% and 50%, respectively

Note 2: See footnote definitions on slide 21 of the Appendix

Segment Adjusted Operating Income

North America, Europe and Latin America

North America	Operating Income				
	Q2 2016	Q3 2016	Q4 2016	Q1 2017	Q2 2017
<i>In millions</i>					
As reported	\$ 73.8	\$ 10.0	\$ (39.1)	\$ 25.8	\$ 19.9
Adjustments to Reconcile Operating Income					
Restructuring and divestiture costs ⁽³⁾	13.4	22.9	14.1	12.2	11.2
Legal and investigative costs ⁽⁴⁾	1.1	0.8	(0.7)	0.3	0.3
(Gain) loss on the sale of assets ⁽⁵⁾	(53.2)	(0.5)	1.0	3.5	-
Foreign Corrupt Practices Act (FCPA) ⁽⁶⁾	5.0	-	49.3	-	-
US Pension Settlement ⁽⁹⁾	-	-	7.4	-	-
Total Adjustments	(33.7)	23.2	71.1	16.0	11.5
Adjusted	\$ 40.1	\$ 33.2	\$ 32.0	\$ 41.8	\$ 31.4
Europe					
	Q2 2016	Q3 2016	Q4 2016	Q1 2017	Q2 2017
<i>In millions</i>					
As reported	\$ (1.5)	\$ 10.8	\$ (14.4)	\$ (3.6)	\$ (2.5)
Adjustments to Reconcile Operating Income					
Restructuring and divestiture costs ⁽³⁾	1.7	0.3	10.8	1.7	1.0
(Gain) loss on the sale of assets ⁽⁵⁾	8.4	(5.9)	-	-	-
Total Adjustments	10.1	(5.6)	10.8	1.7	1.0
Adjusted	\$ 8.6	\$ 5.2	\$ (3.6)	\$ (1.9)	\$ (1.5)
Latin America					
	Q2 2016	Q3 2016	Q4 2016	Q1 2017	Q2 2017
<i>In millions</i>					
As reported	\$ 0.4	\$ (7.1)	\$ (4.0)	\$ 4.6	\$ 2.3
Adjustments to Reconcile Operating Income					
Restructuring and divestiture costs ⁽³⁾	1.6	0.8	2.9	0.2	-
(Gain) loss on the sale of assets ⁽⁵⁾	(1.7)	-	-	-	-
Total Adjustments	(0.1)	0.8	2.9	0.2	-
Adjusted	\$ 0.3	\$ (6.3)	\$ (1.1)	\$ 4.8	\$ 2.3
Core Operations - Total Adjusted Operating Income	\$ 49.0	\$ 32.1	\$ 27.3	\$ 44.7	\$ 32.2

Note: See footnote definitions on slide 21 of the Appendix

Metal Adjusted Net Sales

North America	2nd Quarter	
	2017	2016
<i>In millions</i>	<u>Net Sales</u>	<u>Net Sales</u>
As reported	\$ 560.2	\$ 530.9
Adjustments to Reconcile Net Sales		
Metal adjustment ⁽⁸⁾	-	38.4
Total Adjustments	-	38.4
Adjusted	<u>\$ 560.2</u>	<u>\$ 569.3</u>
Europe	2nd Quarter	
	2017	2016
<i>In millions</i>	<u>Net Sales</u>	<u>Net Sales</u>
As reported	\$ 214.3	\$ 229.5
Adjustments to Reconcile Net Sales		
Metal adjustment ⁽⁸⁾	-	12.0
Total Adjustments	-	12.0
Adjusted	<u>\$ 214.3</u>	<u>\$ 241.5</u>
Latin America	2nd Quarter	
	2017	2016
<i>In millions</i>	<u>Net Sales</u>	<u>Net Sales</u>
As reported	\$ 148.0	\$ 168.2
Adjustments to Reconcile Net Sales		
Metal adjustment ⁽⁸⁾	-	19.7
Total Adjustments	-	19.7
Adjusted	<u>\$ 148.0</u>	<u>\$ 187.9</u>
Asia and Africa	2nd Quarter	
	2017	2016
<i>In millions</i>	<u>Net Sales</u>	<u>Net Sales</u>
As reported	\$ 20.6	\$ 92.6
Adjustments to Reconcile Net Sales		
Metal adjustment ⁽⁸⁾	-	9.5
Total Adjustments	-	9.5
Adjusted	<u>\$ 20.6</u>	<u>\$ 102.1</u>

Note: See footnote definitions on slide 21 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) loss ⁽⁷⁾

Total Adjustments

Adjusted

	2nd Quarter	
	2017	2016
	Other Income (Expense)	Other Income (Expense)
	\$ (7.8)	\$ 8.0
	4.6	(3.6)
	(0.7)	(1.9)
	3.9	(5.5)
	<u>\$ (3.9)</u>	<u>\$ 2.5</u>

Note: See footnote definitions on slide 21 of the Appendix

Adjusted EBITDA

<i>In millions</i>	12 Months Ended	12 Months Ended
	Q2 2017	2016
Net income (loss) attributable to Company common shareholders	\$ (177.3)	\$ (93.8)
Net income (loss) attributable to noncontrolling interest	3.6	0.3
Equity in net (earnings) losses of affiliated companies	(0.5)	(0.9)
Income tax provision (benefit)	8.4	(3.7)
Interest expense, net	82.3	87.0
Other (income) expense	(7.6)	(7.2)
Operating income (loss)	\$ (91.1)	\$ (18.3)
Adjustments to Reconcile Operating Income		
Restructuring and divestiture costs ⁽³⁾	78.2	82.6
Legal and investigative costs ⁽⁴⁾	0.7	7.0
(Gain) loss on sale of assets ⁽⁵⁾	(1.9)	(51.9)
Foreign Corrupt Practices Act (FCPA) ⁽⁶⁾	49.3	54.3
US Pension Settlement ⁽⁹⁾	7.4	7.4
Asia-Pacific and Africa (income) loss ⁽⁷⁾	93.7	68.9
Total Adjustments	227.4	168.3
Adjusted operating income	136.3	150.0
Depreciation and amortization ⁽¹⁰⁾	76.7	80.9
Adjusted EBITDA	\$ 213.0	\$ 230.9

Note: See footnote definitions on slide 21 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 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 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 believe these costs will not continue at the conclusion of these investigations, which are considered 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) - Foreign Corrupt Practices Act (FCPA) represents expense recorded in 2016 related to the FCPA settlement of the SEC and DOJ investigations. The Company adjusts for this activity as management believes this is a one-time charge and will not occur as part of ongoing operations. In 2017, the adjustment principally reflects additional tax expense associated with changes in judgment concerning uncertain tax positions related to the FCPA settlement stemming from a recent change in law.
- (7) - The adjustment excludes the impact of operations in the Africa and Asia Pacific 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 Africa and Asia Pacific do not meet the requirement to be presented as discontinued operations. Second quarter of 2017 principally reflects the non-cash impact for the release of cumulative foreign currency losses recognized on the sale of the Company's investment in Algeria of \$36 million and the closure of certain operations in Asia Pacific of \$4 million as well as the non-cash write-off of deferred tax assets of \$6 million related to the divestiture of certain operations in Asia Pacific. The second quarter of 2016 principally reflects the impact of non-cash charges related to the dispositions of Zambia and Egypt principally due to the release of cumulative foreign currency losses.
- (8) - The metal adjustment to net sales is the Company's estimate of metal price volatility to revenues from one period to another.
- (9) - 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.
- (10) - Excludes depreciation and amortization in Asia Pacific and Africa for the twelve months ended June 30, 2017 and 2016 of \$4.9 million and \$5.1 million, respectively.

General Cable Corporation

