CooperStandard

FIRST QUARTER 2017
EARNINGS PRESENTATION

May 3, 2017

Agenda

Introduction	Roger Hendriksen Director, Investor Relations
Business Overview	Jeff Edwards Chairman and Chief Executive Officer
Financial Overview	Matt Hardt Executive VP and Chief Financial Officer
Summary and Outlook	Jeff Edwards
Q & A	

Forward-Looking Statements

This presentation includes “forward-looking statements” within the meaning of U.S. federal securities laws, and we intend that such forward-looking statements be subject to the safe harbor created thereby. Our use of words “estimate,” “expect,” “anticipate,” “project,” “plan,” “intend,” “believe,” “forecast,” or future or conditional verbs, such as “will,” “should,” “could,” “would,” or “may,” and variations of such words or similar expressions are intended to identify forward-looking statements. All forward-looking statements are based upon our current expectations and various assumptions. Our expectations, beliefs, and projections are expressed in good faith and we believe there is a reasonable basis for them. However, we cannot assure you that these expectations, beliefs, and projections will be achieved. Forward-looking statements are not guarantees of future performance and are subject to significant risks and uncertainties that may cause actual results or achievements to be materially different from the future results or achievements expressed or implied by the forward-looking statements. Among other items, such factors may include: prolonged or material contractions in automotive sales and production volumes; our inability to realize sales represented by awarded business; escalating pricing pressures; loss of large customers or significant platforms; our ability to successfully compete in the automotive parts industry; availability and increasing volatility in costs of manufactured components and raw materials; disruption in our supply base; possible variability of our working capital requirements; risks associated with our international operations; foreign currency exchange rate fluctuations; our ability to control the operations of our joint ventures for our sole benefit; our substantial amount of indebtedness; our ability to obtain adequate financing sources in the future; operating and financial restrictions imposed on us under our debt instruments; the underfunding of our pension plans; significant changes in discount rates and the actual return on pension assets; effectiveness of continuous improvement programs and other cost savings plans; manufacturing facility closings or consolidation; our ability to execute new program launches; our ability to meet customers' needs for new and improved products; the possibility that our acquisitions and divestitures may not be successful; product liability, warranty and recall claims brought against us; laws and regulations, including environmental, health and safety laws and regulations; legal proceedings, claims or investigations against us; work stoppages or other labor disruptions; the ability of our intellectual property to withstand legal challenges; cyber-attacks or other disruptions in our information technology systems; the possible volatility of our annual effective tax rate; the possibility of future impairment charges to our goodwill and long-lived assets; and our dependence on our subsidiaries for cash to satisfy our obligations.

You should not place undue reliance on these forward-looking statements. We undertake no obligation to publicly update or otherwise revise any forward-looking statement, whether as a result of new information, future events or otherwise, except where we are expressly required to do so by law.

This presentation also contains estimates and other information that is based on industry publications, surveys, and forecasts. This information involves a number of assumptions and limitations, and we have not independently verified the accuracy or completeness of the information.

BUSINESS OVERVIEW

Jeff Edwards, Chairman and CEO

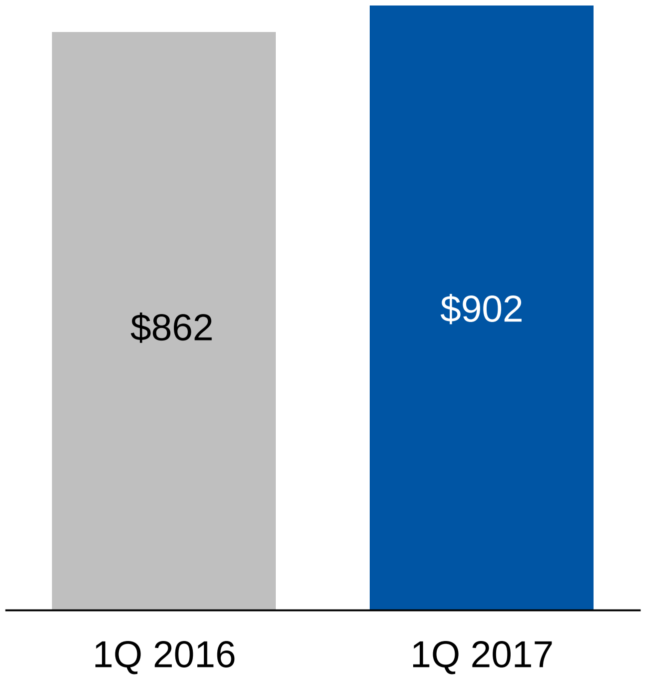
First Quarter 2017 – Continued Delivery of Record Results

(USD millions)

Record Sales

+4.6%

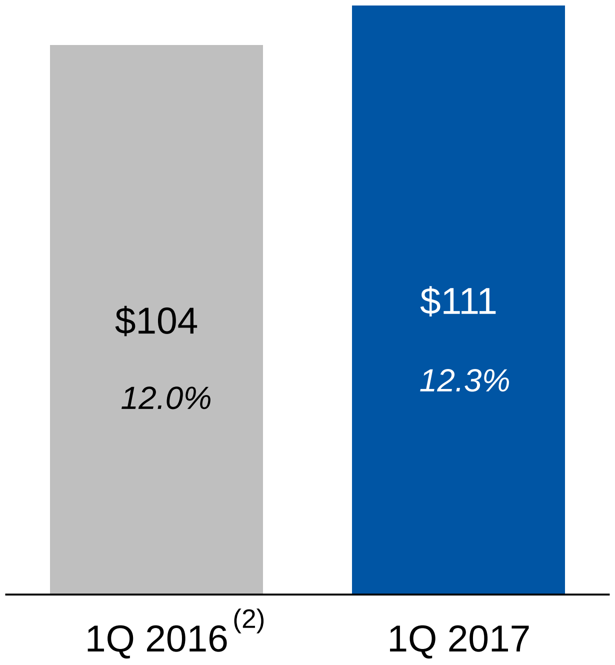
+5.6% excl. FX



Record Adj. EBITDA[1]

+7.2%

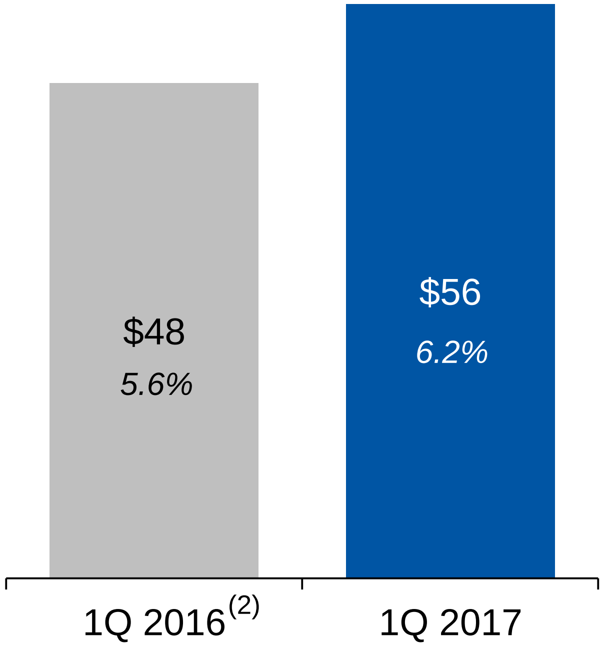
+30 bps



Adjusted Net Income[1]

+16.0%

+60 bps



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1 See Appendix for definitions and reconciliation to U.S. GAAP.

2 Recast due to the adoption of ASU 2016-09.

First Quarter 2017 Operations Highlights

$141m
Net New Business[1] Awards
Significant Wins in all Key Regions

29
New Product Launches
23 on Global Platforms

$22m
Cost Reductions
Operating Efficiency

66
Plants
Perfect Safety Performance

48%
Improved Safety TIR
vs. 2016 FY rate

8
Customer Awards
Excellence in Service, Quality & Launch

[1] Defined as annualized new sales awards net of replacement and runout business at currently forecasted vehicle production rates.

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Advancing Material Science and Innovation

imagine
initiate
Innovate

- Obtained significant production contract for Fortrex™ static sealing system on major SUV platform
- Fortrex™ technology now validated static sealing systems and being quoted broadly with OEMs
- Using artificial intelligence modeling to adapt and expand technology into additional applications
- Supporting global customers through expansion of technical / innovation centers

Delivering Breakthrough Innovations to the Market

imagine
initiate
Innovate

$61m
1Q Annual Booked Business[1]

$70m
Pending Open Quotes

$415m
Additional Targeted Quotes

2
Fortrex™ Production Contracts

5
Fortrex™ Development Contracts

49
Additional Active Innovation Projects

[1] Commercialized innovation products include: MagAlloy™, ArmorHose™, ArmorHose™ TPV, Gen III Posi-Lock, TP Microdense, and Fortrex™
Includes new and replacement business.

FINANCIAL OVERVIEW

Matt Hardt, Executive VP and CFO

Financial Results

(USD millions, except per share amounts)

	First Quarter		
	2017	2016 (2)	
Sales	$902.1	$862.5	
Gross Profit	$170.1	$159.8	
% Margin	*18.9%*	*18.5%*	*+ 40 Bps*
Adjusted EBITDA[1]	$111.0	$103.5	
% Margin	*12.3%*	*12.0%*	*+ 30 Bps*
Net Income	$41.7	$31.3	*+ 33%*
EPS (Fully diluted)	*$2.20*	*$1.67*	
Adjusted Net Income[1]	$55.9	$48.2	
Adjusted EPS (Fully diluted)	*$2.95*	*$2.57*	*+ 15%*
CAPEX	$58.3	$55.1	
% of Sales	*6.5%*	*6.4%*	

1 See Appendix for definitions and reconciliation to U.S. GAAP.
2 Certain amounts have been recast due to the adoption of ASU 2016-09.

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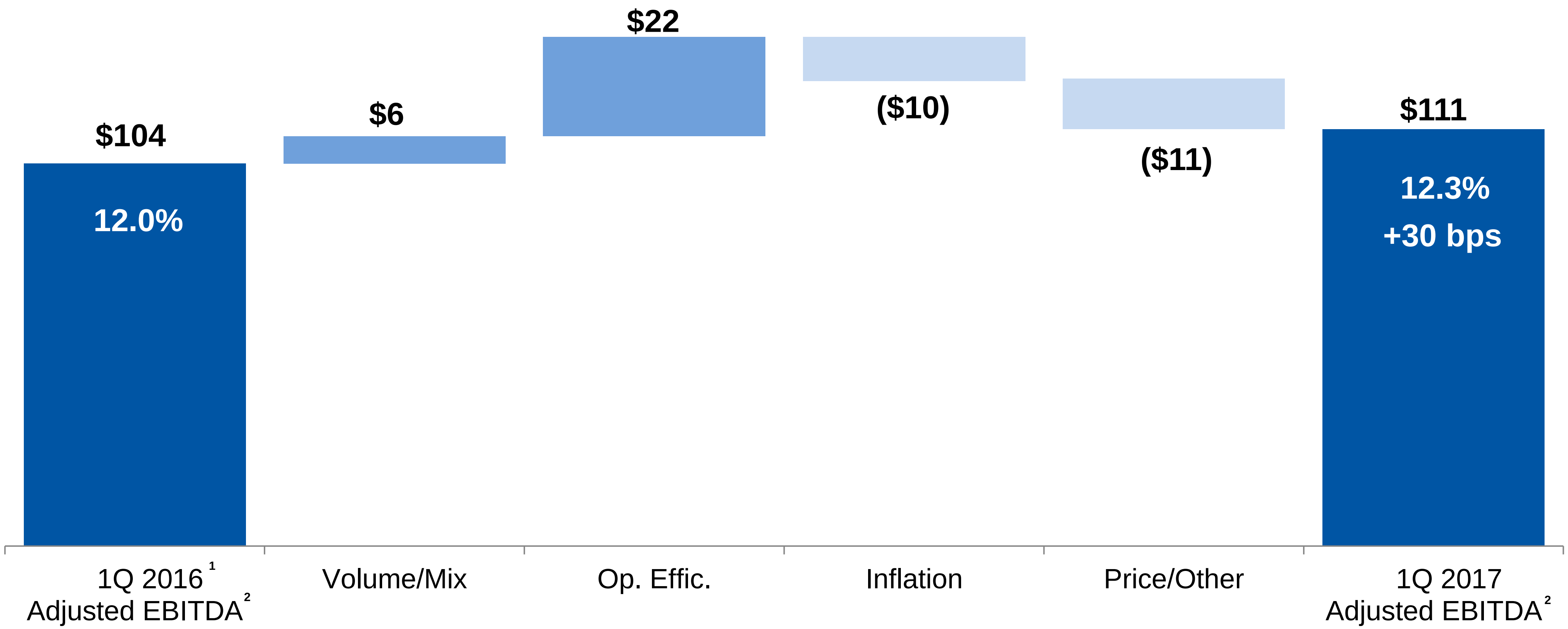
Quarter-Over-Quarter Adjusted EBITDA Bridge

(USD millions)



[1] Recast due to the adoption of ASU 2016-09.

[2] See Appendix for definitions and reconciliation to U.S. GAAP.

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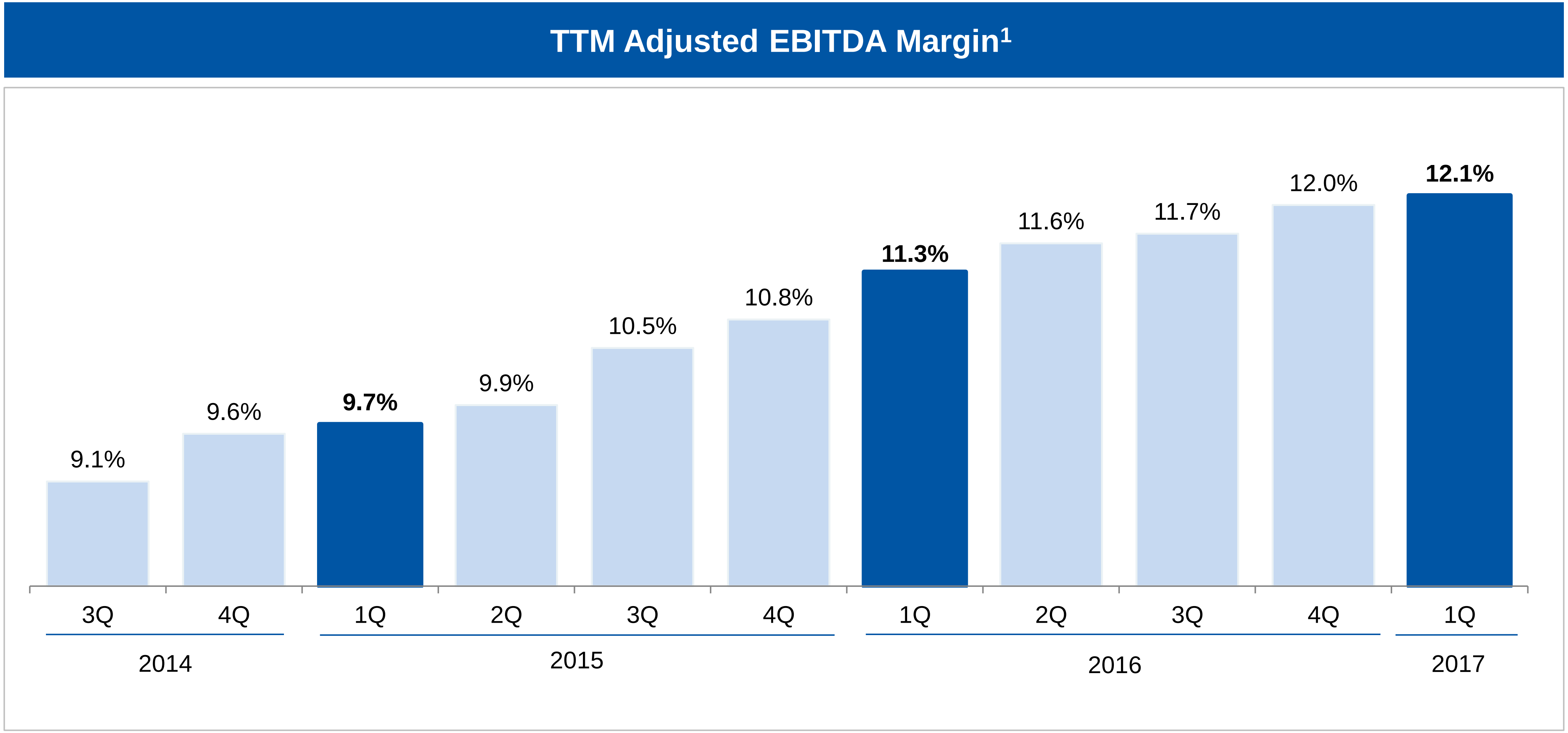
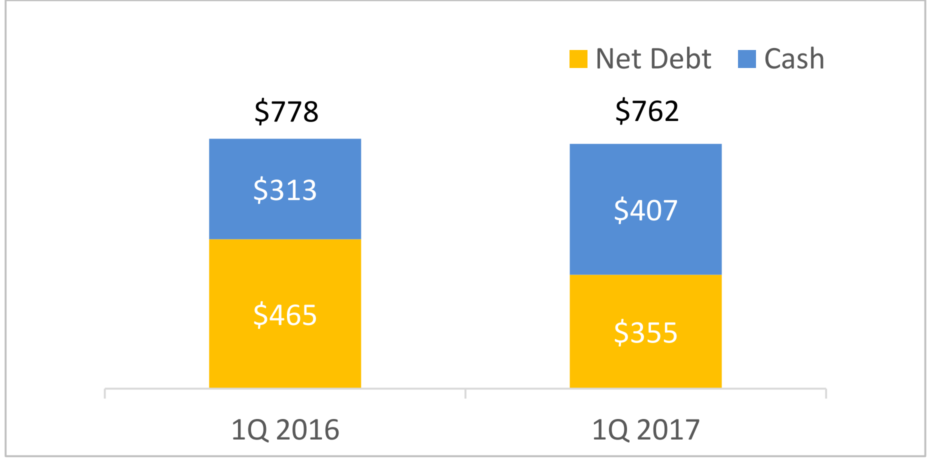
Consistent Margin Expansion



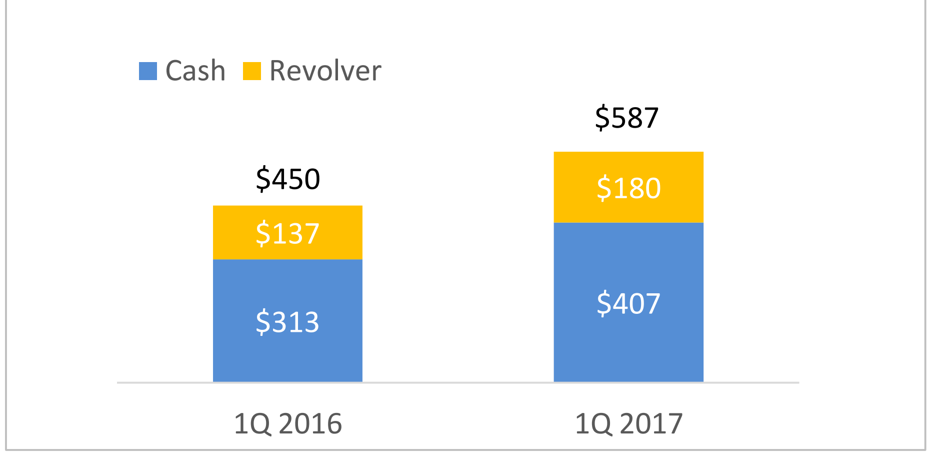
[1] See appendix for definitions and reconciliation to U.S. GAAP

Strong Balance Sheet and Credit Profile

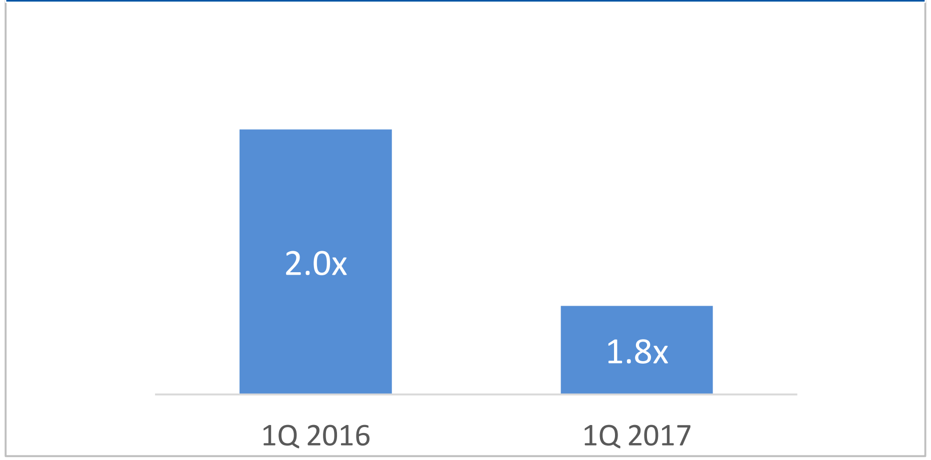
Gross Debt and Net Debt (USD millions)



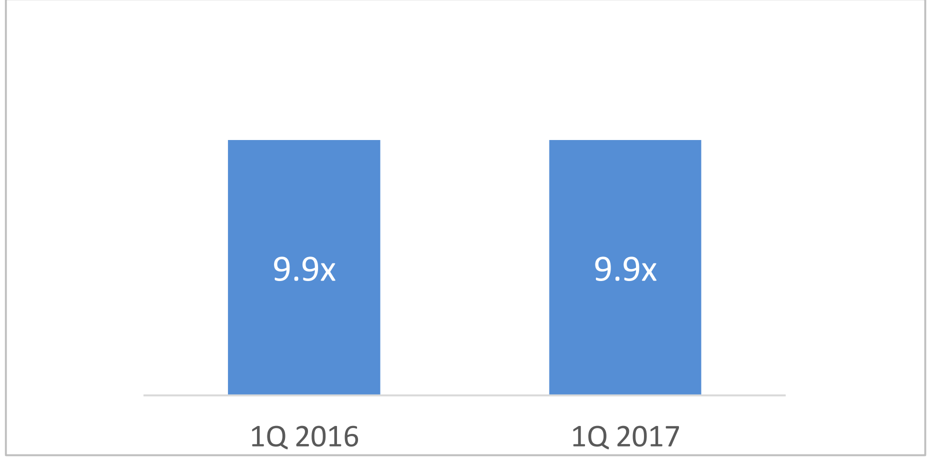
Liquidity Profile (USD millions)



Leverage Ratio (Gross Debt / TTM Adj. EBITDA[1])



Interest Coverage Ratio (TTM Adj. EBITDA[1] / Interest)



[1] See Appendix for definitions and reconciliation to GAAP.

Numbers are subject to rounding

Priorities for Capital Allocation

Profitable Growth	Win and Launch New Business	Organic growth
	Innovation	
	Complete European Restructuring	Defined program to enhance margins
	Strategic M&A	Plug-ins with immediate synergies
Return to Stakeholders	Share Repurchase	~ $100 million remaining authorization
	Pay Down Debt	Balance sheet flexibility

OUTLOOK

Jeff Edwards, Chairman and CEO

2017 Guidance and Key Assumptions

		2016 Act.	2017 Est. (Previous 2/16/2017)	2017 Est. (Current)
Key Company Measures	**Sales**	$3.47 Billion	$3.48 - $3.53 Billion	Unchanged
	Adj. EBITDA Margin	12.0%	12.3% - 12.8%[1]	Unchanged
	Capital Expenditures	$164.4 Million	$165 - $175 Million	Unchanged
	Cash Restructuring	$56.1 Million	$45 - $55 Million	Unchanged
	Effective Tax Rate	28%	26% - 29%	Unchanged
Light Vehicle Production (Million Units)	North America	17.8	17.6	17.6
	Europe	21.5	21.8	22.0
	Greater China	27.3	28.0	27.9

[1] Adjusted EBITDA Margin is a non-GAAP financial measure. We do not provide guidance on our net income margin. Full-year net income will include special items that have not yet occurred and are difficult to predict with reasonable certainty prior to year end.

Q & A

APPENDIX

Non-GAAP Financial Measures

EBITDA, adjusted EBITDA, adjusted EBITDA margin, adjusted net income, adjusted earnings per share and free cash flow are measures not recognized under U.S. GAAP and which exclude certain non-cash and special items that may obscure trends and operating performance not indicative of the Company's core financial activities. Management considers EBITDA, adjusted EBITDA, adjusted EBITDA margin, adjusted net income, adjusted earnings per share and free cash flow to be key indicators of the Company's operating performance and believes that these and similar measures are widely used by investors, securities analysts and other interested parties in evaluating the Company's performance. In addition, similar measures are utilized in the calculation of the financial covenants and ratios contained in the Company’s financing arrangements and management uses these measures for developing internal budgets and forecasting purposes. EBITDA is defined as net income adjusted to reflect income tax expense, interest expense net of interest income, depreciation and amortization, and adjusted EBITDA is defined as EBITDA further adjusted to reflect certain items that management does not consider to be reflective of the Company's core operating performance. Adjusted EBITDA margin is defined as adjusted EBITDA divided by sales. Adjusted net income is defined as net income adjusted to reflect certain items that management does not consider to be reflective of the Company's core operating performance. Adjusted basic and diluted earnings per share is defined as adjusted net income and adjusted diluted net income, respectively, divided by the weighted average number of basic and diluted shares, respectively, outstanding during the period. Free cash flow is defined as net cash provided by operating activities minus capital expenditures and is useful to both management and investors in evaluating the Company’s ability to service and repay its debt.

When analyzing the Company’s operating performance, investors should use EBITDA, adjusted EBITDA, adjusted EBITDA margin, adjusted net income, adjusted earnings per share and free cash flow as supplements to, and not as alternatives for, net income, operating income, or any other performance measure derived in accordance with U.S. GAAP, and not as an alternative to cash flow from operating activities as a measure of the Company’s liquidity. EBITDA, adjusted EBITDA, adjusted EBITDA margin, adjusted net income, adjusted earnings per share and free cash flow have limitations as analytical tools and should not be considered in isolation or as substitutes for analysis of the Company’s results of operations as reported under U.S. GAAP. Other companies may report EBITDA, adjusted EBITDA, adjusted EBITDA margin, adjusted net income, adjusted earnings per share and free cash flow differently and therefore the Company's results may not be comparable to other similarly titled measures of other companies. In addition, in evaluating adjusted EBITDA and adjusted net income, it should be noted that in the future the Company may incur expenses similar to or in excess of the adjustments in the below presentation. This presentation of adjusted EBITDA and adjusted net income should not be construed as an inference that the Company's future results will be unaffected by special items. Reconciliations of EBITDA, adjusted EBITDA, adjusted net income and free cash flow follow.

EBITDA and Adjusted EBITDA Reconciliation

(USD thousands)

	Three Months Ended March 31,	
	2017	2016 [1]
Net income attributable to Cooper-Standard Holdings Inc.	$ 41,706	$ 31,323
Income tax expense	11,890	14,766
Interest expense, net of interest income	11,239	9,752
Depreciation and amortization	31,857	30,205
EBITDA	$ 96,692	$ 86,046
Restructuring charges	9,988	10,832
Impairment charges [2]	4,270	—
Secondary offering underwriting fees and other expenses [3]	—	6,500
Other	—	155
Adjusted EBITDA	$ 110,950	$ 103,533

(1) Certain amounts have been recast due to the adoption of ASU 2016-09
(2) Impairment charges related to fixed assets.
(3) Fees and other expenses associated with the March 2016 secondary offering.

Adjusted EBITDA Margin, Financial Ratios

Twelve Months Ended March 31, 2017

(USD thousands)

	Three Months Ended				Twelve Months Ended
	30-Jun-16 (1)	30-Sep-16	31-Dec-16	31-Mar-17	31-Mar-17
Net income attibutable to Cooper Standard Holdings Inc.	$ 40,189	$ 36,362	$ 31,114	$ 41,706	$ 149,371
Income tax expense	16,021	12,525	11,009	11,890	51,445
Interest expense, net of interest income	9,995	10,114	11,528	11,239	42,876
Depreciation and amortization	30,169	31,325	30,961	31,857	124,312
EBITDA	**$ 96,374**	**$ 90,326**	**$ 84,612**	**$ 96,692**	**$ 368,004**
Restructuring charges	12,206	10,430	12,563	9,988	45,187
Impairment charges (2)	-	-	1,273	4,270	5,543
Loss on refinancing and extinguishment of debt (3)	-	-	5,104	-	5,104
Settlement charges (4)	-	-	281	-	281
Other	-	-	-	-	-
Adjusted EBITDA	**$ 108,580**	**$ 100,756**	**$ 103,833**	**$ 110,950**	**$ 424,119**
Net Debt					
Debt payable within one year					$33,470
Long-term debt					728,470
Less: cash and cash equivalents					(406,925)
Net Debt					**$ 355,015**
Net Leverage Ratio (Net debt/Adjusted EBITDA)					0.8
Interest coverage ratio (Adjusted EBITDA/Interest expense)					9.9
Sales	**$ 879,304**	**$ 855,656**	**$ 875,434**	**$ 902,051**	**$ 3,512,445**
Adjusted EBITDA Margin (Adj. EBITDA/Sales)	**12.3%**	**11.8%**	**11.9%**	**12.3%**	**12.1%**

(1) Certain amounts have been recast due to the adoption of ASU 2016-09
(2) Impairment charges related to fixed assets.
(3) Loss on refinancing and extinguishment of debt relating to the refinancing of our term loan facility.
(4) Settlement charges related to the initiative to de-risk the U.K pension plans.

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Adjusted Net Income and Adjusted EPS

(USD thousands except share and per share amounts)

	Three Months Ended March. 31,	
	2017	2016 [1]
Net income attributable to Cooper-Standard Holdings Inc.	$ 41,706	$ 31,323
Restructuring charges	9,988	10,832
Impairment charges [2]	4,270	—
Secondary offering underwriting fees and other expenses [3]	—	6,500
Other	—	155
Tax impact of adjusting items [4]	(95)	(658)
Adjusted net income	$ 55,869	$ 48,152
Weighted average shares outstanding		
Basic	17,742,994	17,442,364
Diluted	18,972,550	18,746,600
Earnings per share		
Basic	$ 2.35	$ 1.80
Diluted	$ 2.20	$ 1.67
Adjusted earnings per share:		
Basic	$ 3.15	$ 2.76
Diluted	$ 2.95	$ 2.57

(1) Certain amounts have been recast due to the adoption of ASU 2106-09.
(2) Impairment charges related to fixed assets.
(3) Fes and other expenses associated with the March 2016 secondary offering.
(4) Represents the elimination of the income tax impact of the above adjustments, by calculating the income tax impact of these adjusting items using the appropriate tax rate for the jurisdiction where the charges were incurred.

Free Cash Flow

(USD thousands)

	Three Months Ended March 31,	
	2017	2016
Net cash provided by operating activities	$ 3,551	$ 27,914
Capital expenditures	$ (58,270)	$ (55,090)
Free cash flow	$ (54,719)	$ (27,176)

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