



# CooperStandard

*Driving Value Through Culture, Innovation and Results*

**THIRD QUARTER 2017  
EARNINGS PRESENTATION**

November 1, 2017

# Agenda

## Introduction

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Roger Hendriksen  
Director, Investor Relations

## Business Overview

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Jeff Edwards  
Chairman and Chief Executive Officer

## Financial Overview

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Jon Banas  
Executive VP and Chief Financial Officer

## Summary and Outlook

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Jeff Edwards

## Q & A

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# 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*

# Third Quarter 2017 Highlights

**\$869m**  
**Record Q3 Sales**

+1.6% vs Q3 2016

**\$96m**  
**Adjusted EBITDA<sup>1</sup>**

**\$20m**  
**Cost Reductions**

Operating Efficiency

**40%**  
**Improved Safety TIR**

Best Quarter in Company History

**47**  
**New Program Launches**

28 on Global Platforms

**\$108m**  
**Net New Business<sup>2</sup> Awards**

Significant Wins in all Key Regions

<sup>1</sup> See Appendix for definitions and reconciliation to U.S. GAAP

<sup>2</sup> Defined as annualized new sales awards net of replacement and runout business at currently forecasted vehicle production rates.

# Delivering Breakthrough Innovations to the Market



Q3 2017  
Annual Booked  
Business

**\$32m**

Innovation Products<sup>1</sup>

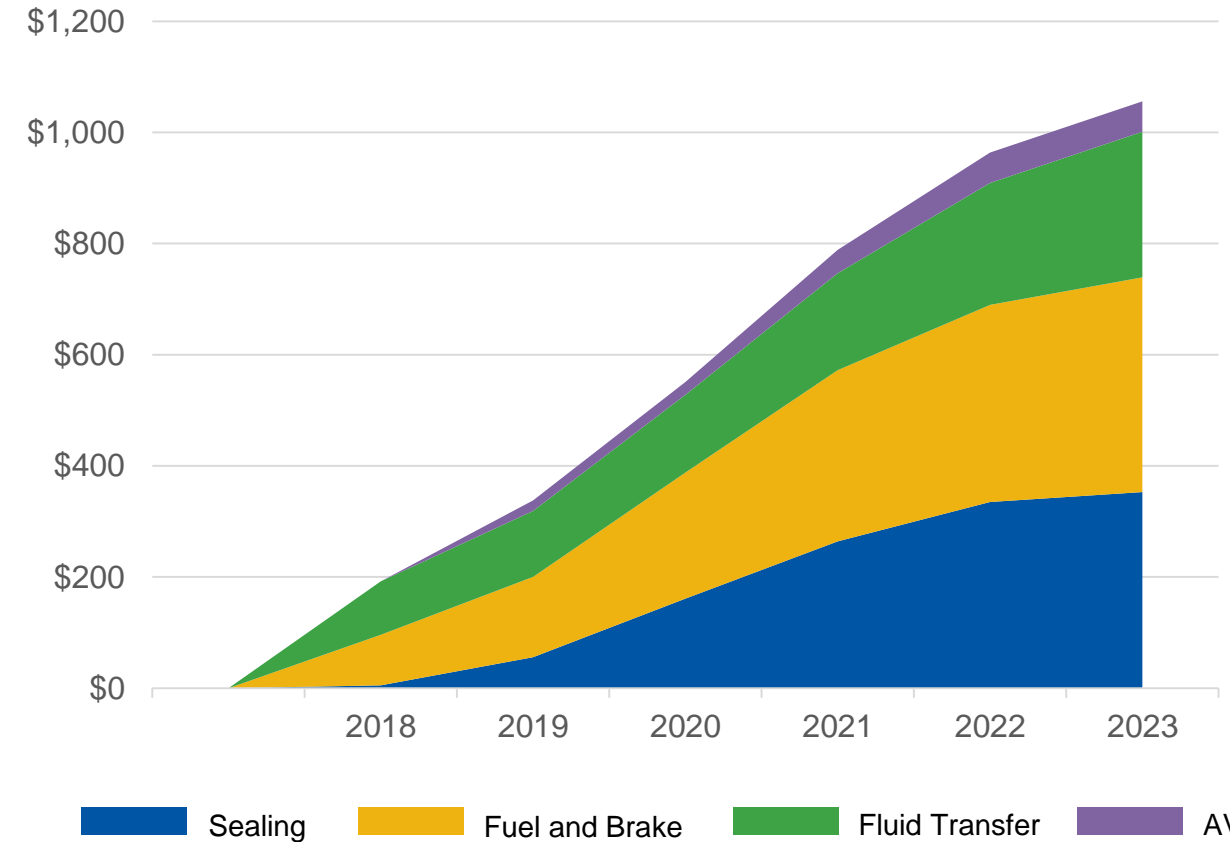
Since  
Q1 2016  
Annual Booked  
Business

**\$417m**

Innovation Products<sup>1</sup>

Projected Innovation Revenue<sup>2</sup>

USD Millions



<sup>1</sup> Commercialized innovation products include: MagAlloy™, ArmorHose™, ArmorHose™ TPV, Gen III Posi-Lock, TP Microdense, Fortrex™ and Dynafib. Includes new and replacement business.

<sup>2</sup> Estimates based on current management projections, IHS production estimates

# Advancing Adjacent Markets Strategy

Building / Construction (1.75B lbs.\*)



Wire & Cable (1.5B lbs.\*)



Footwear  
(1.5B lbs.\*)



- NDAs / engagement with 17 potential partners
- Potential partners engaged in all key selected markets / segments
- Term-sheet negotiations/proposals underway with 8 potential partners

# Adjacent Markets - Industrial & Specialty Group



- Leverage core technologies in immediate adjacencies
- \$2.2 billion addressable market
- ~\$160 million current annual revenue
- New dedicated facility to meet specialized demands and accelerate growth



# Continuing Investment in Global Technical Capabilities

*Global Technical Center – Livonia, MI*



# FINANCIAL OVERVIEW

*Jon Banas, Executive VP and CFO*

# Financial Results

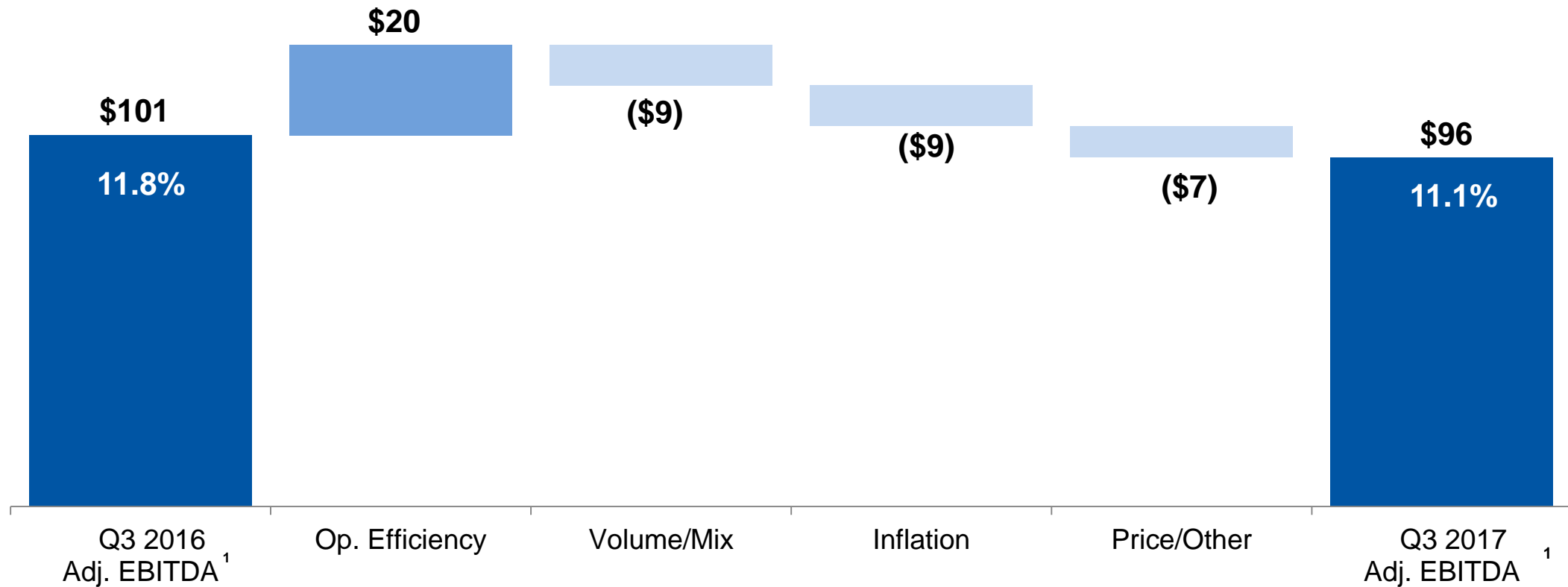
(USD millions, except per share amounts)

	Third Quarter		First Nine Months	
	2017	2016	2017	2016
Sales	\$869.0	\$855.7	\$2,680.2	\$2,597.5
Gross Profit	\$150.8	\$164.7	\$493.2	\$496.5
<i>% Margin</i>	<i>17.4%</i>	<i>19.2%</i>	<i>18.4%</i>	<i>19.1%</i>
Adjusted EBITDA <sup>1</sup>	\$96.0	\$100.8	\$320.8	\$312.9
<i>% Margin</i>	<i>11.1%</i>	<i>11.8%</i>	<i>12.0%</i>	<i>12.0%</i>
Net Income	\$24.6	\$36.4	\$106.8	\$107.9
<i>EPS (Fully diluted)</i>	<i>\$1.32</i>	<i>\$1.94</i>	<i>\$5.67</i>	<i>\$5.77</i>
Adjusted Net Income <sup>1</sup>	\$39.5	\$46.5	\$144.4	\$146.9
<i>Adjusted EPS (Fully diluted)<sup>1</sup></i>	<i>\$2.11</i>	<i>\$2.48</i>	<i>\$7.66</i>	<i>\$7.85</i>
CAPEX	\$39.3	\$35.4	\$137.4	\$116.8
<i>% of Sales</i>	<i>4.5%</i>	<i>4.1%</i>	<i>5.1%</i>	<i>4.5%</i>

<sup>1</sup> See Appendix for definitions and reconciliation to U.S. GAAP.

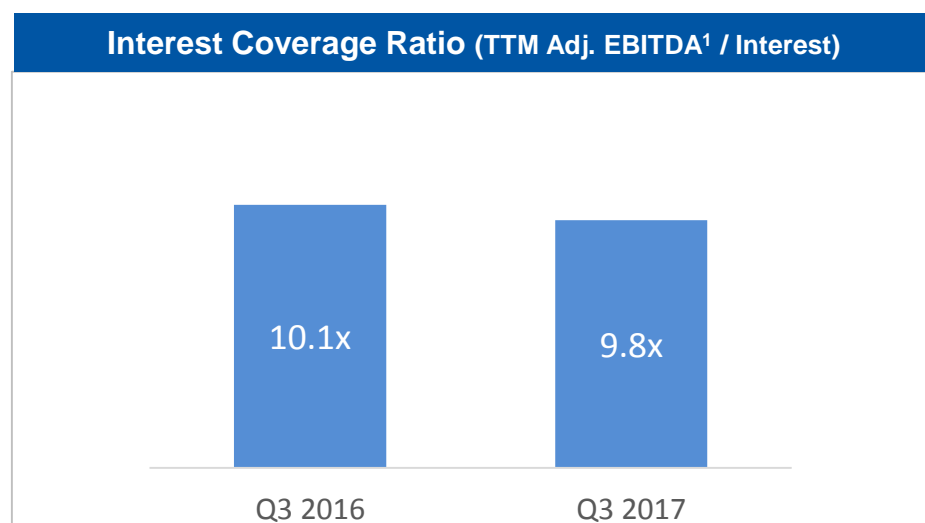
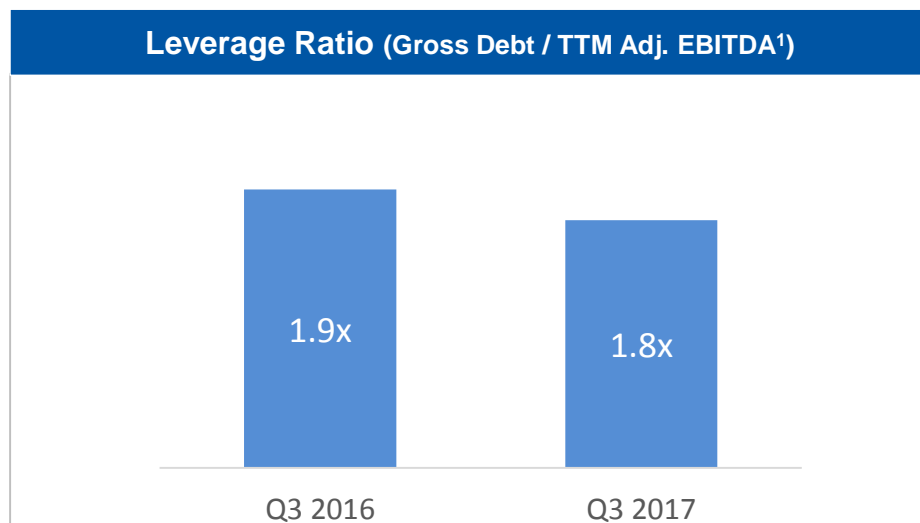
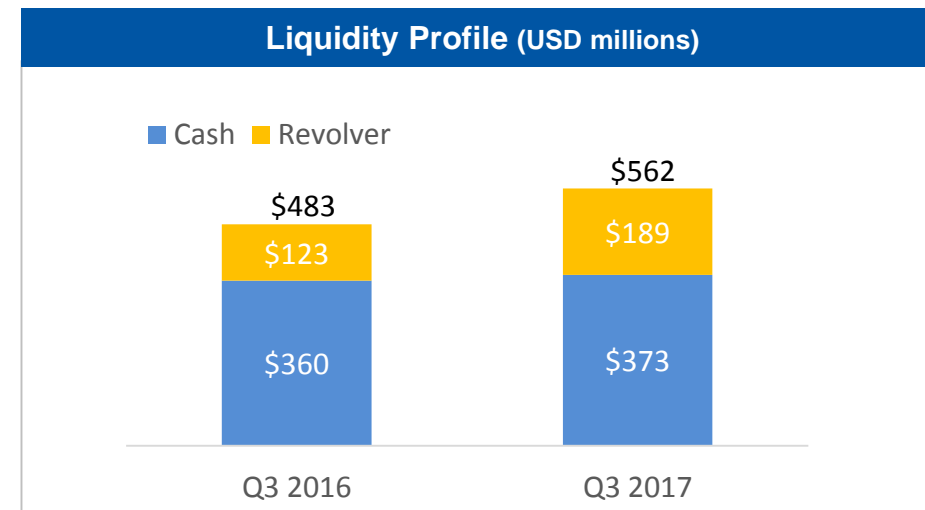
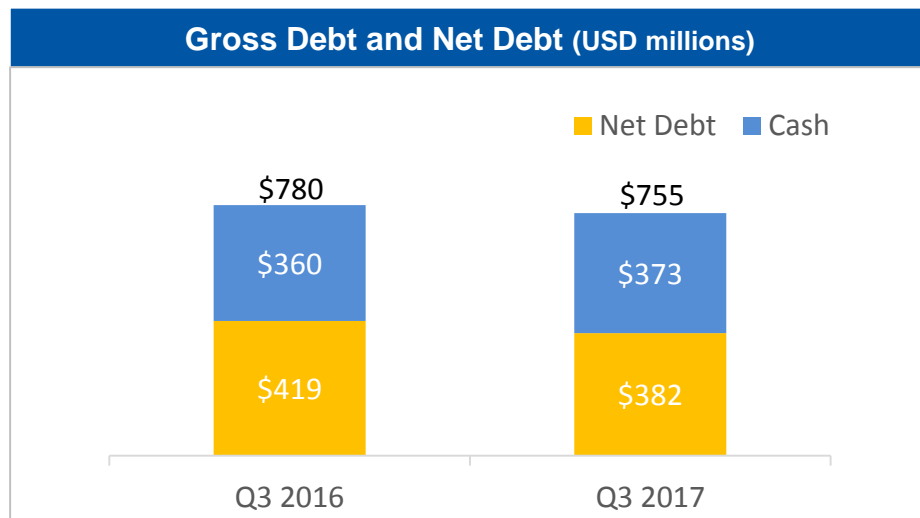
# Year-Over-Year Adjusted EBITDA Bridge

(USD millions)



<sup>1</sup> See Appendix for definitions and reconciliation to U.S. GAAP.

# Strong Balance Sheet and Credit Profile



<sup>1</sup> See Appendix for definitions and reconciliation to U.S. GAAP.

Numbers are subject to rounding

# Priorities for Capital Allocation

Profitable Growth	Organic growth	<p>Win and launch new business</p> <ul style="list-style-type: none"> <li>• On track for 171 program launches in FY 2017</li> </ul>
		<p>Innovation</p> <ul style="list-style-type: none"> <li>• Continued investments in new material science</li> </ul>
	Initiatives to enhance margins	<p>European restructuring</p> <ul style="list-style-type: none"> <li>• ~\$13m remaining spend; to be completed early 2018</li> </ul>
	Strategic M&A	<p>Plug-ins with immediate synergies</p> <ul style="list-style-type: none"> <li>• Continuous evaluation of value-add opportunities</li> </ul>
Return to Stakeholders	Share Repurchase	<p>Active repurchase program in place</p> <ul style="list-style-type: none"> <li>• \$70m remaining of \$125 million authorized</li> </ul>
	Pay Down Debt	<p>Balance sheet flexibility</p> <ul style="list-style-type: none"> <li>• Maintain/improve current credit ratings</li> </ul>

# OUTLOOK

*Jeff Edwards, Chairman and CEO*

# 2017 Guidance and Key Assumptions

		2017 Est. (Previous 8/4/2017)	2017 Est. (Current)
Key Company Measures	Sales	\$3.48 - \$3.53 Billion	\$3.58 - \$3.61 Billion
	Adj. EBITDA Margin	12.3% - 12.8% <sup>1</sup>	12.4% - 12.6% <sup>1</sup>
	Capital Expenditures	\$165 - \$175 Million	Unchanged
	Cash Restructuring	\$45 - \$55 Million	Unchanged
	Effective Tax Rate	26% - 29%	Unchanged
Light Vehicle Production <sup>2</sup> (Million Units)	North America	17.4	17.2
	Europe	22.1	22.3
	Greater China	27.6	Unchanged

<sup>1</sup> 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.

<sup>2</sup> Source: IHS



# 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, adjusted earnings per share and free cash flow follow.

# EBITDA and Adjusted EBITDA Reconciliation

(Unaudited, dollar amounts in thousands)

	Three Months Ended Sept. 30,		Nine Months Ended Sept. 30,	
	2017	2016	2017	2016
Net income attributable to Cooper-Standard Holdings Inc.	\$ 24,640	\$ 36,362	\$ 106,802	\$ 107,874
Income tax expense	7,838	12,525	40,258	43,312
Interest expense, net of interest income	10,256	10,114	31,788	29,861
Depreciation and amortization	34,368	31,325	99,413	91,699
EBITDA	\$ 77,102	\$ 90,326	\$ 278,261	\$ 272,746
Restructuring charges	9,909	10,430	28,220	33,468
Settlement charges <sup>(1)</sup>	5,902	—	5,902	—
Foreign tax amnesty program <sup>(2)</sup>	3,121	—	3,121	—
Impairment charges <sup>(3)</sup>	—	—	4,270	—
Loss on refinancing and extinguishment of debt <sup>(4)</sup>	—	—	1,020	—
Secondary offering underwriting fees and other expenses <sup>(5)</sup>	—	—	—	6,500
Other	—	—	—	155
Adjusted EBITDA	\$ 96,034	\$ 100,756	\$ 320,794	\$ 312,869

(1) Non-cash settlement charges of \$5.7 million and administrative fees of \$0.2 million relating to the U.K. pension plan.

(2) Relates to indirect taxes recorded in cost of products sold.

(3) Impairment charges related to fixed assets.

(4) Loss on refinancing and extinguishment of debt relating to the May 2017 amendment of the Term Loan Facility.

(5) Fees and other expenses associated with the March 2016 secondary offering.

# Adjusted EBITDA Margin, Financial Ratios

Twelve Months Ended Sept. 30, 2017

(Unaudited, dollar amounts in thousands)

	Three Months Ended				Twelve Months Ended
	31-Dec-16	31-Mar-17	30-Jun-17	30-Sep-17	30-Sep-17
Net income attributable to Cooper-Standard Holdings Inc.	\$ 31,114	\$ 41,706	\$ 40,456	\$ 24,640	\$ 137,916
Income tax expense	11,009	11,890	20,530	7,838	51,267
Interest expense, net of interest income	11,528	11,239	10,293	10,256	43,316
Depreciation and amortization	30,961	31,857	33,188	34,368	130,374
<b>EBITDA</b>	<b>\$ 84,612</b>	<b>\$ 96,692</b>	<b>\$ 104,467</b>	<b>\$ 77,102</b>	<b>\$ 362,873</b>
Restructuring charges	12,563	9,988	8,323	9,909	40,783
Impairment charges <sup>(1)</sup>	1,273	4,270	-	-	5,543
Loss on refinancing and extinguishment of debt <sup>(2)</sup>	5,104	-	1,020	-	6,124
Foreign tax amnesty program <sup>(3)</sup>	-	-	-	3,121	3,121
Settlement charges <sup>(4)</sup>	281	-	-	5,902	6,183
<b>Adjusted EBITDA</b>	<b>\$ 103,833</b>	<b>\$ 110,950</b>	<b>\$ 113,810</b>	<b>\$ 96,034</b>	<b>\$ 424,627</b>
<b>Debt</b>					
Debt payable within one year					\$32,448
Long-term debt					722,557
<b>Total Debt</b>					755,005
Less: cash and cash equivalents					(372,984)
<b>Net Debt</b>					<b>\$ 382,021</b>
<b>Leverage ratio (Total debt/Adjusted EBITDA)</b>					1.8
<b>Net Leverage ratio (Net debt/Adjusted EBITDA)</b>					0.9
<b>Interest coverage ratio (Adjusted EBITDA/Interest expense)</b>					9.8
<b>Sales</b>	<b>\$ 875,434</b>	<b>\$ 902,051</b>	<b>\$ 909,145</b>	<b>\$ 869,016</b>	<b>\$ 3,555,646</b>
<b>Adjusted EBITDA Margin (Adj. EBITDA/Sales )</b>	<b>11.9%</b>	<b>12.3%</b>	<b>12.5%</b>	<b>11.1%</b>	<b>11.9%</b>

(1) Impairment charges related to fixed assets.

(2) Loss on refinancing and extinguishment of debt relating to the October 2016 bond issue and the May 2017 amendment of the Term Loan Facility.

(3) Relates to indirect taxes recorded in cost of products sold.

(4) Non-cash settlement charges of \$5.7 million and administrative fees of \$0.2 million relating to the U.K. pension plan.

# Adjusted Net Income and Adjusted EPS

(Unaudited, dollar amounts in thousands except share and per share amounts)

	Three Months Ended Sept. 30,		Nine Months Ended Sept. 30,	
	2017	2016	2017	2016
Net income attributable to Cooper-Standard Holdings Inc.	\$ 24,640	\$ 36,362	\$ 106,802	\$ 107,874
Restructuring charges	9,909	10,430	28,220	33,468
Settlement charges <sup>(1)</sup>	5,902	—	5,902	—
Foreign tax amnesty program <sup>(2)</sup>	3,121	—	3,121	—
Impairment charges <sup>(3)</sup>	—	—	4,270	—
Loss on refinancing and extinguishment of debt <sup>(4)</sup>	—	—	1,020	—
Secondary offering underwriting fees and other expenses <sup>(5)</sup>	—	—	—	6,500
Other	—	—	—	155
Tax impact of adjusting items <sup>(6)</sup>	(4,068)	(268)	(4,943)	(1,132)
Adjusted net income	\$ 39,504	\$ 46,524	\$ 144,392	\$ 146,865
Weighted average shares outstanding				
Basic	17,703,660	17,469,156	17,769,808	17,388,541
Diluted	18,680,518	18,760,663	18,838,287	18,703,578
Earnings per share				
Basic	\$ 1.39	\$ 2.08	\$ 6.01	\$ 6.20
Diluted	\$ 1.32	\$ 1.94	\$ 5.67	\$ 5.77
Adjusted earnings per share				
Basic	\$ 2.23	\$ 2.66	\$ 8.13	\$ 8.45
Diluted	\$ 2.11	\$ 2.48	\$ 7.66	\$ 7.85

(1) Non-cash settlement charges of \$5.7 million and administrative fees of \$0.2 million relating to the U.K. pension plan.

(2) Relates to indirect taxes recorded in cost of products sold.

(3) Impairment charges related to fixed assets.

(4) Loss on refinancing and extinguishment of debt relating to the May 2017 amendment of the Term Loan Facility.

(5) Fees and other expenses associated with the March 2016 secondary offering.

(6) 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

(Unaudited, dollar amounts in thousands)

	<u>Three Months Ended Sept. 30,</u>		<u>Nine Months Ended Sept. 30,</u>	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
Net cash provided by operating activities	\$ 40,372	\$ 66,804	\$ 104,550	\$ 182,045
Capital expenditures	(39,297)	(35,359)	(137,446)	(116,788)
Free cash flow	<u>\$ 1,075</u>	<u>\$ 31,445</u>	<u>\$ (32,896)</u>	<u>\$ 65,257</u>