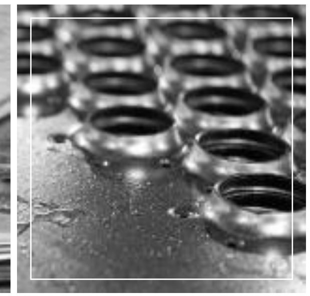
JASON

SEATING

FINISHING

ACOUSTICS



COMPONENTS

FOURTH QUARTER 2015 EARNINGS CALL //// **MARCH 1, 2016**

Jeffry Quinn, Chairman & Chief Executive Officer
Sarah Sutton, Chief Financial Officer
Craig Ivey, Chief Operating Officer
Chad Paris, Vice President, Investor Relations

DISCLAIMER

FORWARD LOOKING STATEMENTS

This presentation includes “forward looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as “anticipate,” “believe,” “expect,” “estimate,” “plan,” “outlook,” and “project” and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Such forward looking statements with respect to revenues, earnings, financial information, performance, strategies, prospects and other aspects of the businesses of Jason Industries, Inc. (the “Company”) are based on current expectations that are subject to risks and uncertainties. A number of factors could cause actual results or outcomes to differ materially from those indicated by such forward looking statements.

The forward-looking statements contained in this presentation are based on assumptions that we have made in light of our industry experience and our perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate under the circumstances. The forward-looking statements are not guarantees of performance or results, as they involve risks, uncertainties (some of which are beyond our control) and assumptions. Although we believe that these forward-looking statements are based on reasonable assumptions, many factors could affect our actual results and cause them to differ materially from those anticipated in the forward-looking statements.

More information on potential factors that could affect the Company’s financial condition and operating results is included in “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Company’s Annual Report on Form 10-K filed on March 11, 2015, and in the Company’s other filings with the Securities and Exchange Commission. Any forward-looking statement made by the Company in this presentation speaks only as of the date on which we make it. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.

NON-GAAP AND OTHER COMPANY INFORMATION

Included in this presentation are certain non-GAAP financial measures designed to complement the financial information presented in accordance with generally accepted accounting principles in the United States of America because management believes such measures are useful to investors. Because the Company’s calculations of these measures may differ from similar measures used by other companies, you should be careful when comparing the Company’s non-GAAP financial measures to those of other companies. A reconciliation of non-GAAP financial measures to GAAP financial measures is included in an appendix to this presentation.

AGENDA

OPENING COMMENTS	JEFFRY QUINN
FOURTH QUARTER RESULTS	SARAH SUTTON
ORGANIZATIONAL PRIORITIES	JEFFRY QUINN
MARGIN EXPANSION PLAN	CRAIG IVEY
FINANCIAL OUTLOOK	SARAH SUTTON
Q&A	

OPENING COMMENTS

SINCE THE JASON ACQUISITION

- Our Investment Thesis
  - *Market Leading Businesses*
  - *Growth Opportunities*
  - *Operational and Manufacturing Excellence*
  - *Management Team Development*
  - *Success Would Beget Momentum*
- The Reality
  - *Acquisition Pipeline Not Properly Primed*
  - *Significant Financial Misses In Two Of The First Five Quarters Due to Manufacturing Issues*
  - *Management Team Development*
  - *Difficult Equity Story*
- Response
  - *Board Realignment*
  - *New CEO, COO, CFO, CHRO, VP-Business Development and GC*
  - *In-depth 90 Day Strategic Assessment*
  - *Action and Clear Path to Value Creation*

SIGNIFICANT OPPORTUNITY TO IMPROVE PERFORMANCE AND INCREASE SHAREHOLDER VALUE

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FOURTH QUARTER AND FULL YEAR 2015 FINANCIAL RESULTS

FULL YEAR 2015 RESULTS

FINANCIAL RESULTS SUMMARY

(in millions)	**FY 2015**	**FY 2014**	**YoY**	***2015 Guidance***
Net sales	$708.4	$702.5	0.8%	*$702 - $712*
Adjusted EBITDA	$81.2	$77.8	$3.4	*$81 - $84*
Adj EBITDA Margin	11.5%	11.1%	+ 40 bps	
Cap Ex As % of Sales	4.6%	3.8%	+80 bps	*4.5% - 5.0%*

NET SALES OF $708.4 MILLION, INCREASED 0.8%

- Organic Sales Growth of 1.0%
- Acquisition Growth From DRONCO of $24.1 Million or 3.4%
- Foreign Currency Translation Negatively Impacted Sales 3.6%

ADJUSTED EBITDA MARGINS OF 11.5%, INCREASED 40 BPS

FOURTH QUARTER RESULTS

FINANCIAL RESULTS SUMMARY

(in millions)	4Q 2015	4Q 2014	4Q YoY
Net sales	$173.8	$164.2	5.9%
Adjusted EBITDA	$16.7	$18.9	$(2.2)
Margin	9.6%	11.5%	(190) bps

NET SALES OF $173.8 MILLION, INCREASED 5.9%

- Foreign Currency Translation Negatively Impacted Sales 2.9%
- Acquisition Growth From DRONCO of $9.4 Million or 5.7%
- Organic Sales Growth of 3.1%

ADJUSTED EBITDA MARGINS OF 9.6%, DECREASED 190 BPS

- Operational Inefficiencies Driving Lower Margins In Seating

FOURTH QUARTER SALES RESULTS

SALES

(in millions)

	4th Quarter 2015	4th Quarter 2014	Y-O-Y Change	FX Impact
Seating	$36.7	$34.6	$2.1	$(0.2)
Finishing	49.6	45.7	3.8	$(3.7)
Acoustics	59.3	54.8	4.5	$(0.9)
Components	28.2	29.0	(0.9)	-
Total	$173.8	$164.2	$9.6	$(4.8)

- **Seating Organic Sales Growth of 6.5%**
  - Strength in Heavy Weight Motorcycles P&A
  - New Business Awards In Heavy Industry and Powersports
- **DRONCO Acquisition Growth of 20.5% Within Finishing**
  - Finishing Organic Sales Decreased 3.9%
  - 8.2% Negative Impact Due to Foreign Currency Translation
  - Softer Global Industrial Demand
- **Acoustics Organic Sales Growth of 10.0%**
  - New Platform Launches Drove Growth
  - 1.7% Decline Due To Foreign Currency Translation
- **Components Sales Decline of 2.9%**
  - Softening Industrial Demand
  - Smart Utility Meter Declines

FOURTH QUARTER
ADJUSTED EBITDA RESULTS

ADJUSTED EBITDA

(in millions)

	4th Quarter					
	2015	**% of Sales**	**2014**	**% of Sales**	**Y-O-Y Change**	**Bps Change**
Seating	$(0.4)	(1.1)%	$4.8	13.8%	$(5.2)	-1,490
Finishing	5.5	11.2	7.0	15.4	(1.5)	-420
Acoustics	8.3	14.0	4.6	8.4	3.7	+560
Components	5.0	17.9	5.2	17.9	(0.2)	-
Corporate	(1.8)		(2.8)		1.0	-
Total	$16.7	9.6%	$18.9	11.5%	$(2.2)	-190

- **Seating Adjusted EBITDA Margin of (1.1)%***
  - Operational Inefficiencies Continued
  - $1.0M E&O Reserve
- **Finishing Adjusted EBITDA Margin of 11.2%**
  - Dronco Dilutive As We Continue To Execute On Cost Synergies
  - Negative Mix Versus Prior Year
- **Acoustics Adjusted EBITDA Margin of 14.0%**
  - Operational Efficiencies Deliver Improved Results Compared With Prior Year Battle Creek Launch Issues
  - Favorable Raw Material Pricing
- **Components Adjusted EBITDA Margin of 17.9%**
  - Lower Input Costs in Metals
  - Unfavorable Bad Debt Charge

*Goodwill impairment charges are excluded from Adjusted EBITDA

FINANCIAL POSITION

LIQUIDITY & DEBT

(in millions)	1Q15	2Q15	3Q15	4Q15
Cash	$ 54.9	$ 33.0	$ 44.4	$ 35.9
Revolver Availability	45.0	45.6	47.2	46.3
Total Liquidity	$ 99.9	$ 78.6	$ 91.6	$ 82.2

	1Q15	2Q15	3Q15	4Q15	Maturity
First Lien	$ 309.2	$ 308.4	$ 307.7	$ 306.1	2021
Second Lien	110.0	110.0	110.0	110.0	2022
Other	7.2	22.8	33.5	31.3	
	$ 426.4	$ 441.2	$ 451.2	$ 447.4	
Net Debt To Adjusted EBITDA	4.8X	5.0X	4.8X	5.0X	

FREE CASH FLOW

	1Q15	2Q15	3Q15	4Q15	FY15
Adjusted EBITDA	$ 21.0	$ 24.9	$ 18.6	$ 16.7	$ 81.2
Cash Interest/Taxes	(1.0)	(7.9)	(8.1)	$ (16.3)	(33.3)
Cash Restructuring	(1.7)	(2.3)	(2.2)	$ (3.4)	(9.6)
Changes In Working Capital	(15.1)	3.4	2.7	$ 8.6	(0.4)
Operating Cash Flow	$ 3.2	$ 18.1	$ 11.0	$ 5.6	$ 37.9
Less: Capital Expenditures	$ (7.2)	$ (8.1)	$ (8.5)	$ (9.0)	$ (32.8)
Less: Preferred Stock Dividends	(0.9)	(0.9)	(0.9)	$ (0.9)	(3.6)
Free Cash Flow* After Dividends	$ (4.9)	$ 9.1	$ 1.6	$ (4.3)	$ 1.5

*See Appendix for Calculation of Net Debt to Adjusted EBITDA

- Interest Rate Hedge In Place to Swap 50% of Variable Rate Debt To Fixed
- Q4 Free Cash Flow Impacted By Lower Cash From Operations And Costs Associated With Recent Leadership Changes

LIQUIDITY REMAINS STRONG

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ORGANIZATIONAL PRIORITIES

THOROUGH REVIEW OF JASON

90 DAY IN-DEPTH ASSESSMENT

Businesses

- Market Positions
- Capital Required
- Operational Performance
- Supply Chain
- Business Unit Strategy
- Products
- SG&A

People/Structure

- Corporate Structure
- Business Unit Structure
- Functional Review
- Management Layers
- Talent Development
- Turnover/Retention

Financial

- Revenue Growth
- Margin Expectations
- Free Cash Flow
- Leverage
- Peer Comparison

OUR GAME PLAN

WHAT WE MUST DO

- ACHIEVE OPERATIONAL CONSISTENCY AND RELIABILITY
  - Appointed New COO
  - Investments In Manufacturing
- INVEST IN OUR PEOPLE
  - Appointed New CHRO
  - Launch Talent Management Initiative
- OPERATE AS ONE JASON
  - Implemented New Organizational Structure
  - Focused Business Leaders
  - Manufacturing
  - EH&S
  - Supply Chain
  - Product Development and Technology

WHAT WE CAN DO

- REDUCE COST STRUCTURE AND EXPAND MARGINS

  SG&A Optimization

  Manufacturing Footprint Rationalization

  Supply Chain Optimization

  Product and Portfolio Optimization
  - Drives Adjusted EBITDA Margins To 15% In 2018
  - Target $30M Of Savings From Self Help Programs
  - Target 40 – 60 bps Margin Expansion From Portfolio Rationalization
- OPTIMIZE OUR PORTFOLIO OF BUSINESSES
  - Empowered VP- Business Development
  - Realistically assess potential
  - Capital efficiency
  - Tax efficiency

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COST REDUCTION AND MARGIN EXPANSION PROGRAM

COST REDUCTION AND MARGIN EXPANSION PROGRAM

SELF HELP PROGRAMS

- **SG&A RESTRUCTURING**
  - — Targeting $10 Million Annual Savings Over 3 Years
    - Continuation Of Restructuring Efforts Announced In January
    - Focus On One Jason Efficiencies And Simplification

- **OPERATIONS OPTIMIZATION**
  - — Targeting $20 Million Annual Savings Over 3 Years
  - — Supply Chain Project Kicked Off In Q1
    - Phase I - Focused On North American Operations
  - — Footprint Rationalization
    - Evaluation Of Global Footprint
    - Announced Closure Of Buffalo Grove Facility In Q1

COST REDUCTION AND MARGIN EXPANSION PROGRAM

PORTFOLIO OPTIMIZATION

- **OPTIMIZE PRODUCT LINES, CUSTOMERS & LOCATIONS**
  - Drives Margin Expansion, Strategic Focus & Simplification Of Product Lines
  - Targeting $50 - $75M Of Annual Revenue
    - Non-Strategic To Growth Plans
    - Dilutive To Margins
  - Expect To Exit $17M Of Annual Revenue With Low-Single Digit Margins Within Components

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FINANCIAL OUTLOOK

3 YEAR FINANCIAL VIEW

DELIVERING IMPROVEMENT TO 15% EBITDA MARGIN			
	2015 Performance	**2016 Guidance**	**2018 Expectation**
Adjusted EBITDA %	11.5%	→	15.0%
Organic Revenue Growth	1%	4%	GDP
Cost Reduction Run Rate (Millions)	N/A	$10	$30
Capital Expenditures (% of Sales)	4.6%	~3.5%	~3.5%
Free Cash Flow (Millions)	$1.5	$15 - $25	~$30
Leverage Ratio*	5.0X	4.7 - 4.2X	3.5 - 3.0X

**Defined as Net Debt to Adjusted EBITDA*

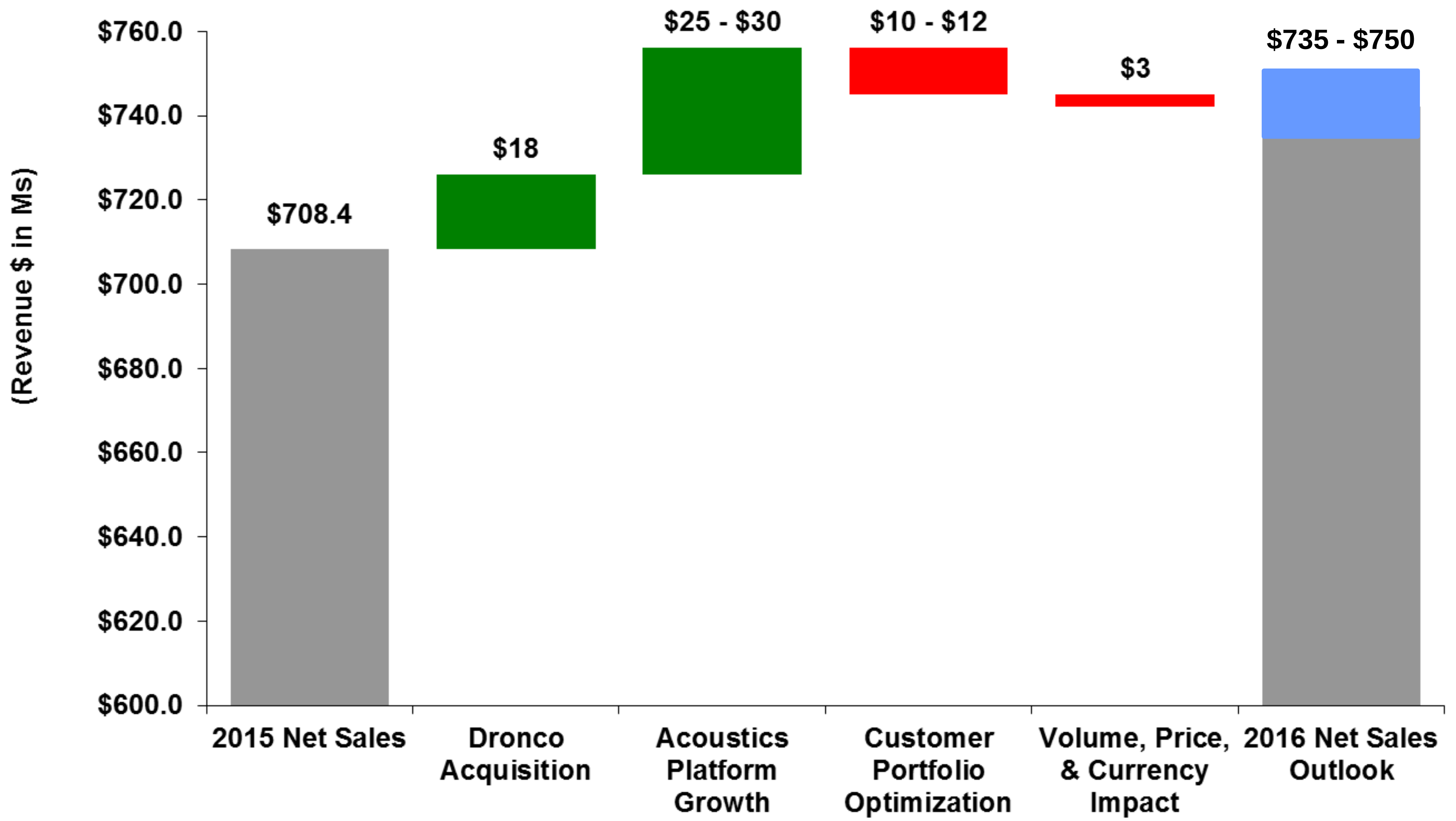
- Organic Revenue Growth In 2016 Guidance Includes $25 - $30 Million Of Acoustics Platform Growth

2016 OUTLOOK: BUSINESS UPDATE

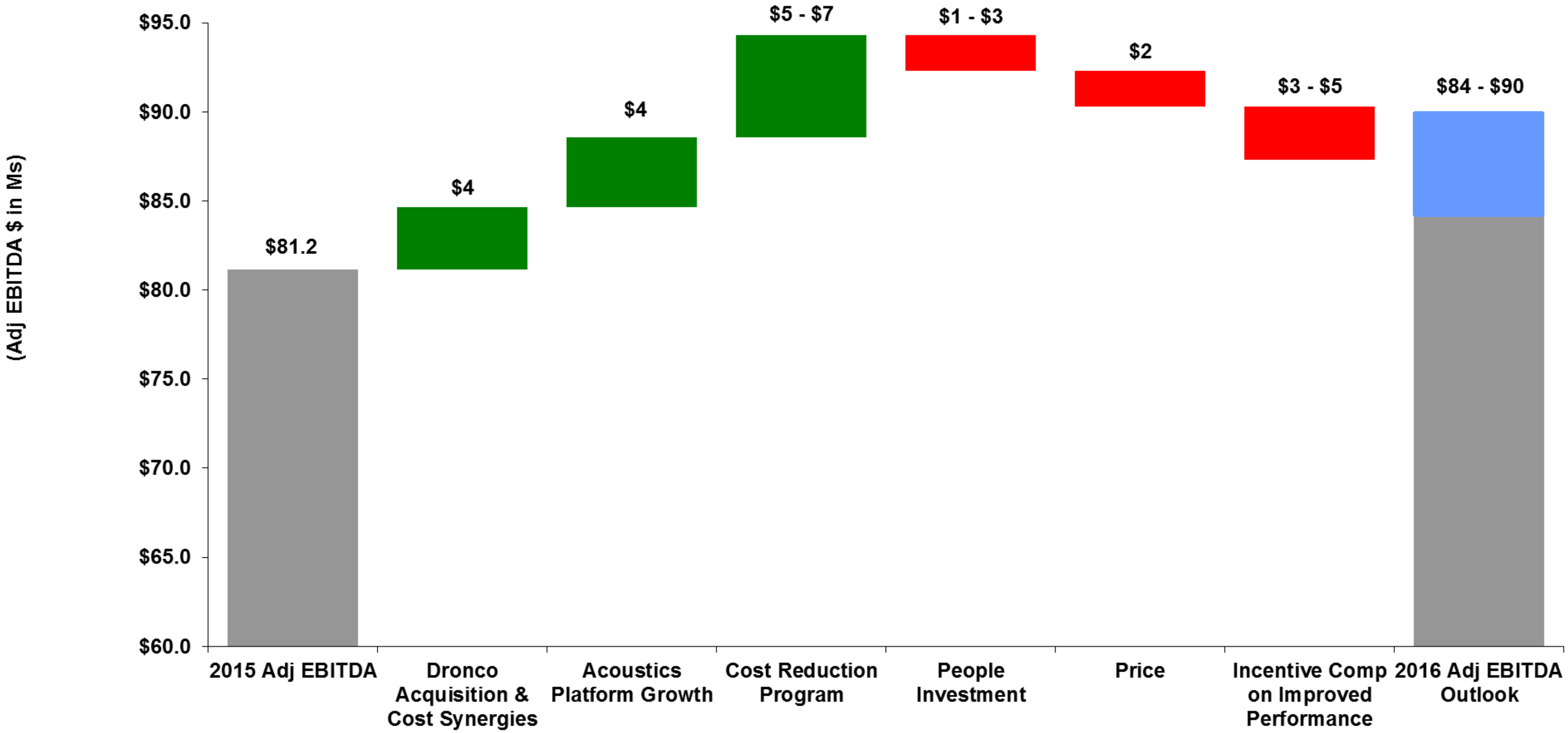
WHAT WE SEE

- Acoustics
  - *Oil Prices Driving Volume Softening in Small Car Platforms*
  - *Strong Truck Platform Sales*
  - *Focus on New Program Launches*
- Seating
  - *Softening in Heavy Weight Motorcycles*
  - *Market Share Gains in Heavy Industry*
  - *Focus on Operational Efficiency Improvements*
- Components
  - *Covered Hopper Segment Remains Strong in Rail*
  - *Signed Two-Year Contract With Smart Utility Meter Customer*
  - *Exiting Buffalo Grove, Transition Smart Utility Meter Production To Mexico*
- Finishing
  - *Slowing Global Industrial Production Driving Volume Softness*
  - *Finalize DRONCO Integration*
  - *Introduction of Abrasive Product Line in U.S.*

2015 TO 2016 NET SALES GUIDANCE



2015 TO 2016 ADJUSTED EBITDA GUIDANCE



FISCAL 2016 GUIDANCE

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	2015	2016 GUIDANCE
Revenue (in millions):	$708.4	$735 - $750
Adjusted EBITDA (in millions):	$81.2	$84 - $90
Cap Ex (% of Sales):	4.6%	~3.5%
Free Cash Flow (in millions):	$1.5	$15 - $25
Net Debt to Adjusted EBITDA:	5.0X	4.7X-4.2X

DELIVERING ON IMPROVEMENTS AND MEETING COMMITMENTS

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CLOSING COMMENTS & Q&A

CLOSING COMMENTS

OUR PATH FORWARD

- Organizational Viability
- Capital Priorities
- Portfolio Optimization
- Clear Path to Shareholder Value Creation

2016 KEYS TO SUCCESS

- Organizational Stability
- Operational Execution
- Key Acoustics Launches
- Dronco Integration
- Free Cash Flow Generation

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APPENDIX

ADJUSTED EBITDA RECONCILIATION

	4Q15	FY 2015	4Q14	FY 2014
(in millions)				
Net Income	**$(84.7)**	**$(89.6)**	**$(4.2)**	**$(18.9)**
Tax provision	(20.3)	(22.3)	(1.9)	(8.5)
Interest expense	8.4	31.8	8.4	23.5
Depreciation and amortization	11.7	45.2	10.0	33.2
Loss on disposals of fixed assets - net	0.1	0.1	0.1	0.4
EBITDA	**(84.8)**	**(34.7)**	**12.3**	**29.7**
Adjustments:				
Impairment charges	94.1	94.1	-	-
Restructuring	0.2	3.8	1.0	3.7
Transaction-related expenses	-	0.9	1.1	30.3
Integration and other restructuring costs	5.7	9.0	2.3	13.0
Sponsor fees	-	-	-	0.6
Gain from sale of joint ventures	-	-	-	(3.5)
Share-based compensation	1.5	8.0	2.1	4.1
Total adjustments	101.5	115.8	6.6	48.2
Adjusted EBITDA	**$16.7**	**$81.2**	**$18.9**	**$77.8**

ADJUSTED NET INCOME & ADJUSTED EARNINGS PER SHARE

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	4Q15	4Q14
(in millions, except per share amounts)		
GAAP Net Income	**$(84.7)**	**$(4.2)**
Adjustments:		
Impairment charges	94.1	-
Restructuring	0.1	1.0
Transaction-related expenses	-	1.1
Integration and other restructuring costs	5.7	2.3
Sponsor fees	-	-
Gain from sale of joint ventures	-	-
Share-based compensation	1.5	2.1
Tax effect on adjustments	(16.1)	(2.5)
Adjusted Net Income	**$0.7**	**$(0.1)**
Diluted weighted average number of common shares outstanding (non-GAAP)	**29.4**	**29.1**
GAAP Net (Loss) income per share available to Common shareholders of Jason Industries	**$(3.20**)	**$(0.20**)
Adjustments net of income taxes:		
Impairment charges, net of non-controlling interest	3.00	-
Restructuring	0.01	0.03
Transaction-related expenses	-	0.03
Integration and other restructuring costs	0.16	0.07
Share-based compensation	0.06	0.06
GAAP to non-GAAP impact per share	(0.01)	0.01
Adjusted earnings per share	**$0.02**	**$0.00**

NET DEBT TO ADJUSTED EBITDA

		December 31, 2015
Current and long-term debt	$	441,423
Add: Debt discounts		6,010
Less: Cash and cash equivalents		(35,944)
Net Debt	**$**	**411,489**
Adjusted EBITDA		
1Q15	$	21,003
2Q15		24,900
3Q15		18,590
4Q15		16,671
TTM Adjusted EBITDA	$	81,164
Acquisitions TTM Adjusted EBITDA*		1,411
Pro Forma TTM Adjusted EBITDA	**$**	**82,575**
Net Debt to Adjusted EBITDA		**5.0x**

*Acquisitions TTM Adjusted EBITDA includes Adjusted EBITDA prior to the date of the acquisition during the trailing twelve months.

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