



JASON

Third Quarter 2014

Earnings Slides

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Disclaimer / Safe Harbor

Disclaimer

This presentation may include "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 include projected financial information. Such forward-looking statements with respect to revenues, earnings, performance, strategies, prospects and other aspects of the businesses of Jason Industries, Inc. ("JASN") 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.

All forward-looking statements 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. As you review and consider this presentation, you should understand that these statements are not guarantees of performance or results. 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, you should be aware that 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 the "Risk Factors" section of the Company's Proxy Statement dated June 16, 2014 and in the "Management's Discussion and Analysis of Financial Condition and Results of Operations" for the period ended June 27, 2014 included in the Company's Form 8-K/A filed on August 11, 2014. Any forward-looking statement made by us 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.

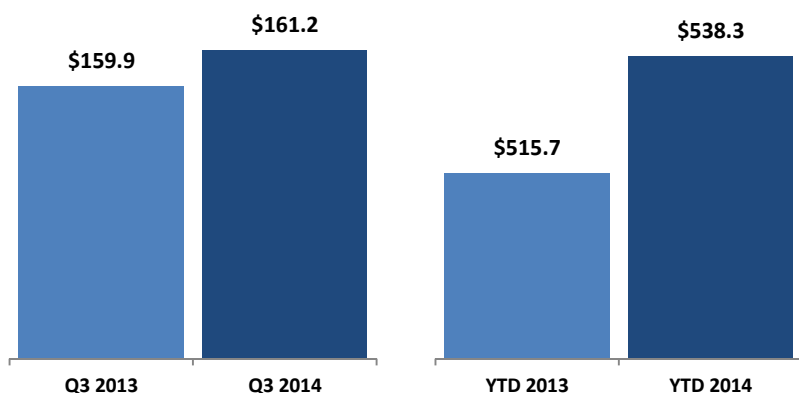
Non-GAAP and Other Company Information

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.

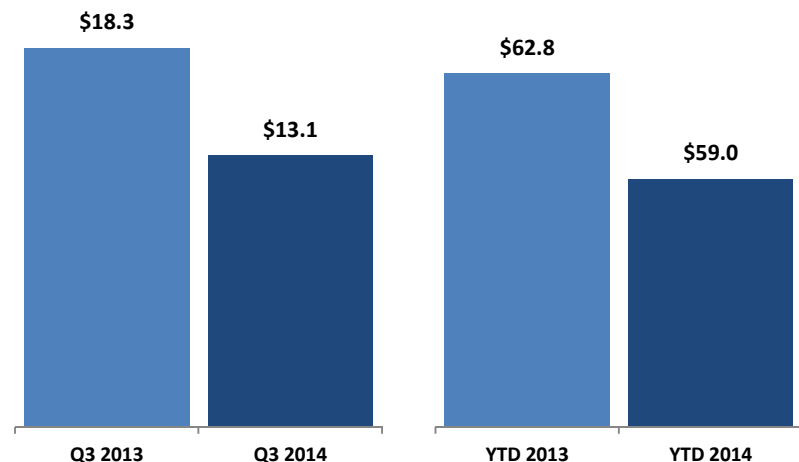


Third Quarter Results

Revenue

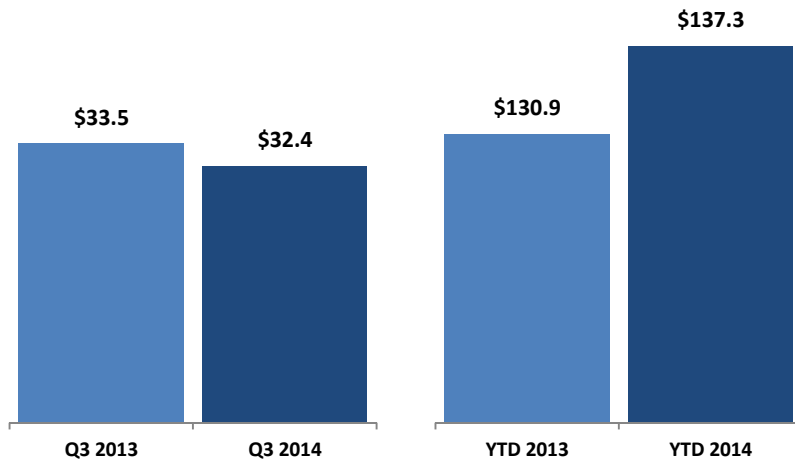


Adjusted EBITDA

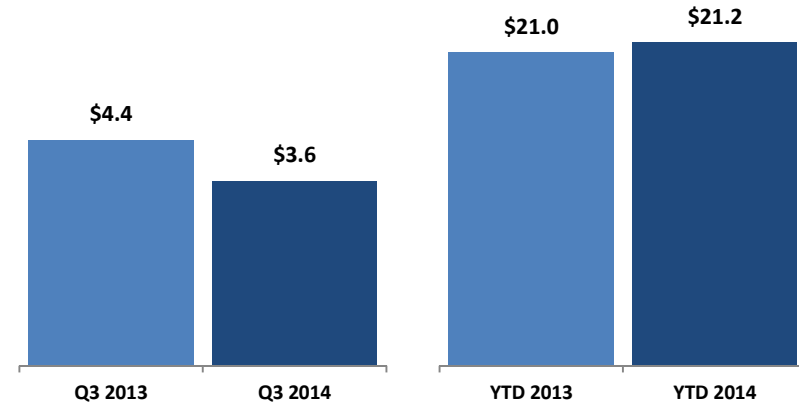


- 3Q'14 revenue of \$161.2 million, up 0.8% year over year; YTD growth of 4.4% compared to same period in 2013
 - Acoustics segment net sales grew 10.8% compared to the prior year period
 - Finishing segment net sales grew 2.3% compared to the prior year period
- 3Q'14 Adjusted EBITDA of \$13.1 million declined 28.5% compared to 3Q'13
 - Battle Creek startup operating inefficiencies and challenging operating environment impacted 3Q'14 Adj. EBITDA results
 - Finishing segment Adjusted EBITDA grew 23.8% and Adjusted EBITDA as a percentage of net sales grew to 12.6% compared to 10.4% in third quarter of 2013
- Adjusted EBITDA margin for 3Q'14 and YTD are 8.1% and 11.0% compared to 11.4% and 12.2% in the prior year periods, respectively
- Awarded new underbody platform awards in Acoustics segment
- Reiterated full year net sales and Adjusted EBITDA outlook of \$690 - \$705 million of \$76 - \$80 million, respectively

Revenue



Adjusted EBITDA



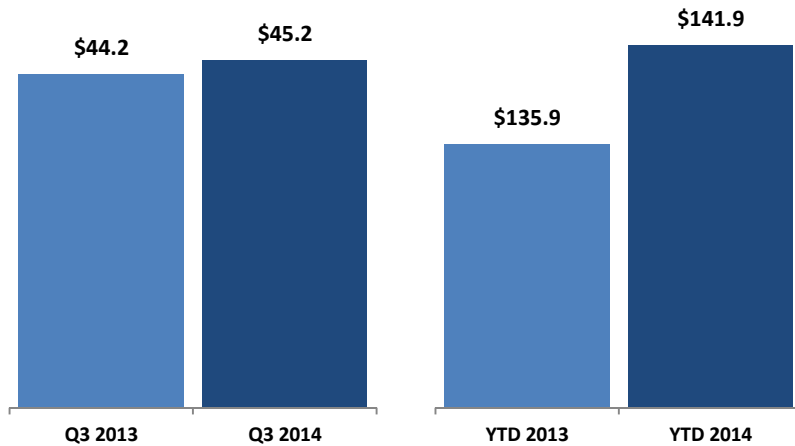
- Revenue and EBITDA declines are due to normal variation in volumes and mix in our industries, and not indicative of any underlying fundamentals.
- Most seasonal business, with considerable margin variation due to seasonal volume and mix shifts
- Adj. EBITDA margin for the quarter was 11.0% compared to 13.0% in Q3 last year, and 15.5% on a year to date basis, compared to 16.1% in 2013.
- Launched our next generation turf care seat with a major customer, and are currently in production



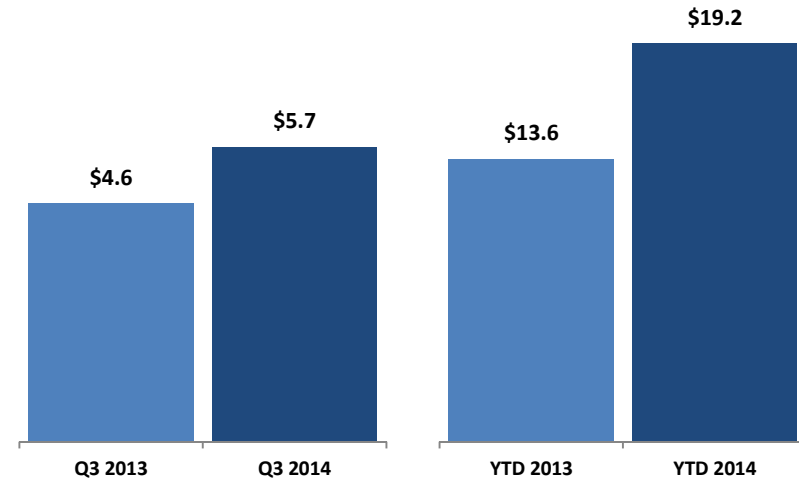
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Finishing

Revenue

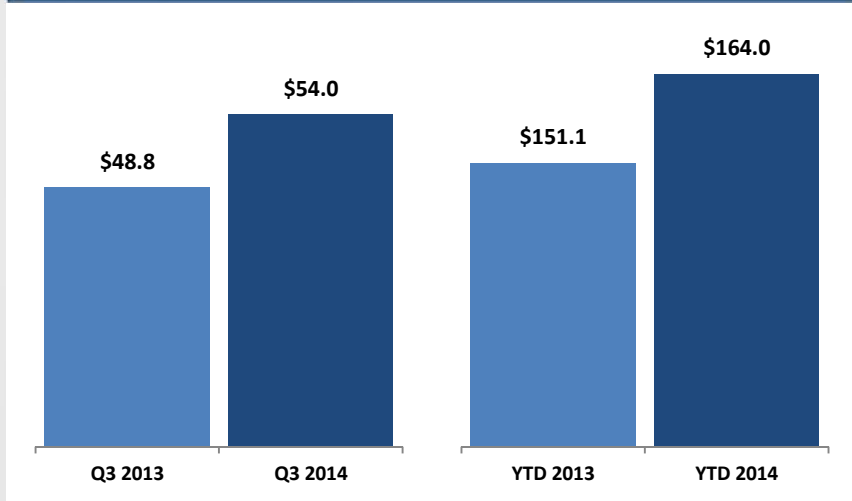


Adjusted EBITDA

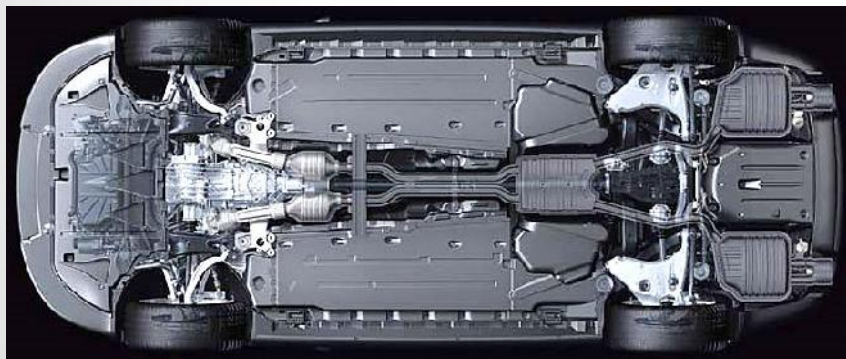
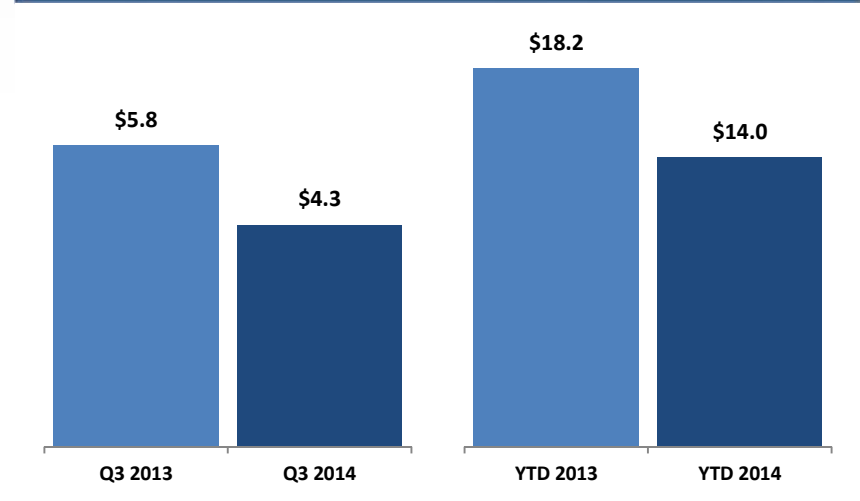


- Increased volumes and improved pricing helped drive sales 2.3% higher compared to the third quarter of 2013.
- Adjusted EBITDA margin at 12.6% compared to 10.4% in the prior year period, driven by improvements in pricing, footprint reduction, material productivity, and cost to serve improvements.
- Year to date basis, net sales increased 4.4% and Adjusted EBITDA increased 41.0%.
- 5 • Adjusted EBITDA as a percent of net sales are 13.6% YTD 2014 compared to 10.0% in YTD 2013.

Revenue



Adjusted EBITDA

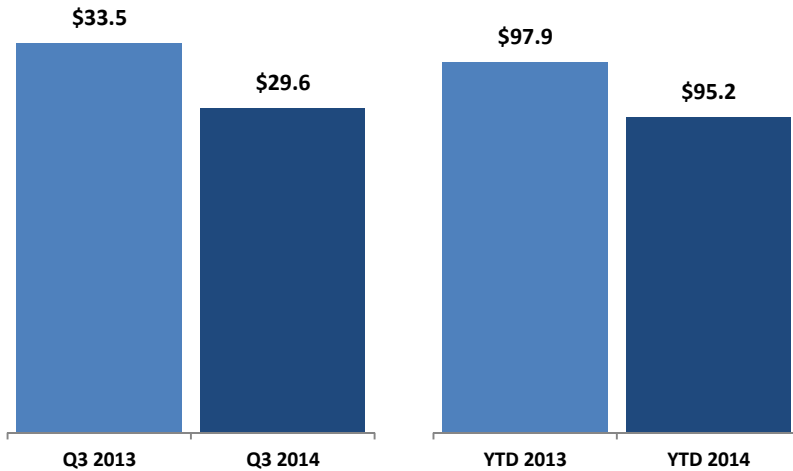


- Strong top line growth of 10.8% compared to the same period in 2013 - continue to see share gains in this business
- Accelerated the planned closure of the Acoustics segment manufacturing facility in Norwalk, Ohio
- Battle Creek/Norwalk transition / operating inefficiencies impacted quarterly Adj EBITDA by over \$2.1M, expect to be normalized in 2015
- Received two new platform awards for our lightweight fiber underbody panels— annual revenue impact of \$2.3M beginning in 1Q15 and \$16M beginning in 1Q16

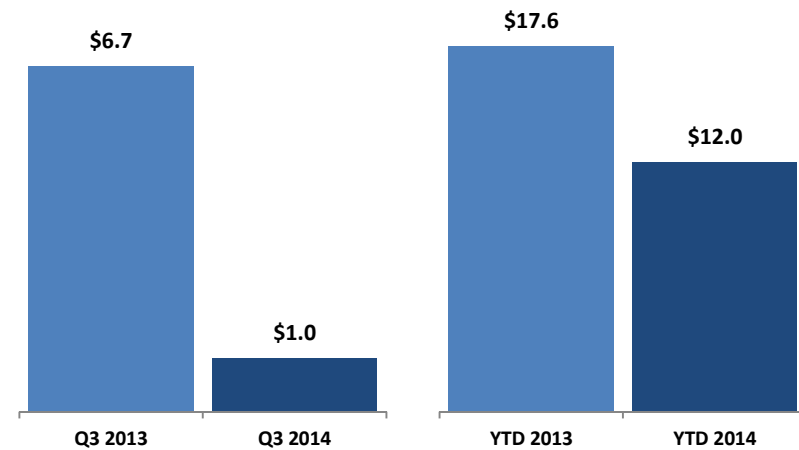


Components

Revenue



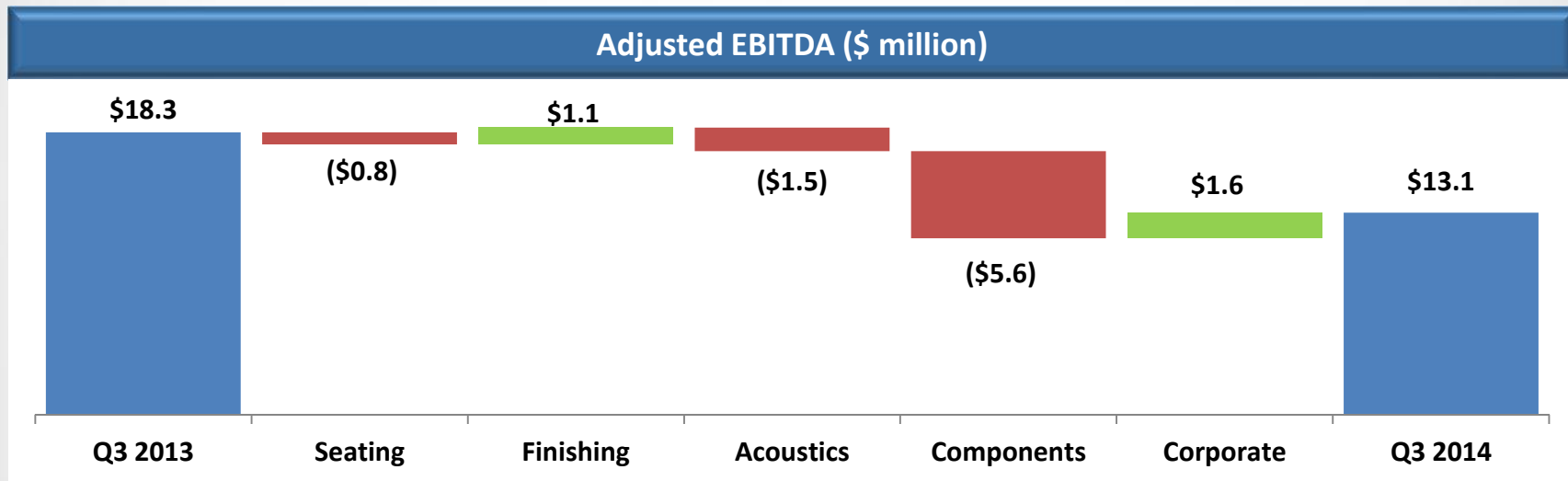
Adjusted EBITDA



- Sales decreased 11.7% to \$29.6 million as a result of a decline in volumes of smart utility meter components, as a significant customer continues to in-source component production in line with our forecasts.
- Growth in sales volumes of rail car metal walkways and perforated metal products helped to offset some of the revenue decline during the quarter.
- Adjusted EBITDA was negatively impacted by increased steel costs with delays in pricing increases to customers.



3Q'14 Adjusted EBITDA Y/Y Bridge



- 3Q'14 Adjusted EBITDA of \$13.1 million declined 28.5% compared to 3Q'13
 - Finishing segment Adjusted EBITDA increased \$1.1 million or 23.8% as a result of structural customer pricing improvements and initiatives to drive lower costs
 - Acoustics segment Adjusted EBITDA was negatively impacted (\$2.1) million as a result of operational inefficiencies related to accelerated Norwalk shutdown and Battle Creek startup
 - Components segment Adjusted EBITDA was impacted by (\$3.6) million by volume declines of smart utility meters, (\$1.1) million by higher labor and overhead costs, (\$0.7) million by higher steel prices with delayed customer pricing recovery, and (\$0.5) million due to increased selling and administrative related to expansion in new market opportunities, offset by \$1.1 million attributable to increased railcar volumes



Reconciliation from Operating Income to Adjusted EBITDA

Operating income (\$ million)

	Q3 2014	Q3 2013
Operating Income	\$ (31.7)	\$ 20.7
Equity and other income	0.2	0.9
Depreciation and amortization	10.4	6.8
Loss (Gain) on disposals of property, plant and equipment - net	-	(0.1)
Restructuring	0.1	0.6
Transaction related expenses	24.4	-
Integration and other restructuring	7.6	-
Share based compensation	2.1	-
2013 Refinancing Transactions	-	0.1
Sponsor fees	-	0.3
Newcomerstown Fire costs (net) and related items	-	(11.0)
Total Adjustments	44.8	(2.4)
Adjusted EBITDA	\$ 13.1	\$ 18.3

- GAAP operating income in Q3 2014 compared to Q3 2013 was impacted by the following items:
 - \$3.6 million of incremental depreciation and amortization due to recognizing PP&E and intangibles at fair value
 - \$5.8 million of increased inventory costs due to recognizing inventory at fair value (included in integration and other restructuring)
 - \$24.4 million of transaction expenses related to the Business Combination
 - \$2.1 million of share-based compensation expense related awards upon completion of the Business Combination



Balance Sheet and Cash Flow

- Cash flow used in operating activities during Q3 was \$7.0 million
 - Includes payments of \$9.8 million related to transaction costs incurred in the Business Combination. Excluding these payments, cash provided by operations was \$2.8 million.
- Cash of \$77.4 million at September 26, 2014 available for acquisitions and strategic investments
- Total debt at September 26, 2014 was \$423.7 million
 - New Senior Secured Credit Facility in place following Business Combination
 - Available borrowing capacity on revolving credit facilities of \$43.8 million at September 26, 2014
- Net debt to Adjusted EBITDA of 4.57x
- Effective tax rate of 37.9% for Q3



Fiscal 2014 Outlook

- Reiterating our full year 2014 outlook ranges
- Utilize the JBS to drive organic growth
- Continue to identify efforts that yield margin expansion
- Actively pursuing / evaluating acquisitions and managing a growing pipeline

Outlook Range

Revenue (in millions):

\$690 - \$705

Adjusted EBITDA (in millions):

\$76 - \$80

Effective Tax Rate:

37.9%

Capital Expenditures:

3.5% of sales



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Appendix Slides



Adjusted EBITDA Reconciliation

	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>3Q14 YTD</u>
<i>(\$ in millions)</i>				
Net Income	\$9.3	\$14.7	\$24.1	(\$14.7)
Tax provision	4.1	4.8	18.2	(6.5)
Interest expense	17.0	18.6	20.7	15.1
Depreciation and amortization	20.2	24.2	27.0	23.2
Loss on disposals of fixed assets - net	0.1	0.5	-	0.3
EBITDA	50.7	62.8	90.0	17.4
Adjustments:				
Impairment of long-lived assets	1.3	0.5	-	-
Restructuring	0.7	1.6	3.0	2.7
Transaction-related expenses	-	-	1.3	29.2
Integration and other restructuring costs	0.9	1.0	1.0	10.5
2013 Refinancing Transactions - Advisory, legal, professional fees and special bonuses	-	-	4.7	-
Newcomerstown net fire costs (income) and related items	3.0	(1.3)	(18.8)	-
Adjustment for non-discrete fire costs	-	1.4	(1.4)	-
Multiemployer pension plan withdrawal expense (gain)	-	3.4	(0.7)	-
Purchase accounting impact of inventory write-up	0.4	-	-	-
Gain on claim settlement	-	-	(0.4)	-
Sponsor fees	1.0	1.1	1.1	0.6
Gain from sale of joint ventures	-	-	-	(3.5)
Share-based compensation	-	-	-	2.1
Total adjustments	7.3	7.7	(10.2)	41.6
Adjusted EBITDA	\$58.0	\$70.5	\$79.8	\$59.0