



First Quarter 2017 Earnings Presentation  
February 7, 2017

# Cautionary statements

This presentation contains forward-looking statements that are subject to known and unknown risks and uncertainties, many of which are beyond our control. All statements other than statements of historical fact included in this presentation are forward-looking statements. Forward-looking statements appearing throughout this presentation include, without limitation, statements regarding our intentions, beliefs, assumptions or current expectations concerning, among other things, financial position; results of operations; cash flows; prospects; growth strategies or expectations; customer retention; the outcome (by judgment or settlement) and costs of legal, administrative or regulatory proceedings, investigations or inspections, including, without limitation, collective, representative or any other litigation; and the impact of prevailing economic conditions. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as “believes,” “expects,” “may,” “will,” “shall,” “should,” “would,” “could,” “seeks,” “aims,” “projects,” “is optimistic,” “intends,” “plans,” “estimates,” “anticipates” and other comparable terms. We caution you that forward-looking statements are not guarantees of future performance or outcomes and that actual performance and outcomes, including, without limitation, our actual results of operations, financial condition and liquidity, and the development of the market in which we operate, may differ materially from those made in or suggested by the forward-looking statements contained in this presentation. In addition, even if our results of operations, financial condition and cash flows, and the development of the market in which we operate, are consistent with the forward-looking statements contained in this presentation, those results or developments may not be indicative of results or developments in subsequent periods. A number of important factors, including, without limitation, the risks and uncertainties discussed under the captions “Risk Factors” in the Annual Report on Form 10-K for the fiscal year ended September 30, 2016, filed with the U.S. Securities and Exchange Commission on November 29, 2016 (File No. 001-37793) and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Quarterly Report on Form 10-Q for the fiscal quarter ended December 30, 2016, filed with the U.S. Securities and Exchange Commission on February 7, 2017 (File No. 001-37793), could cause actual results and outcomes to differ materially from those reflected in the forward-looking statements.

Because of these risks, we caution that you should not place undue reliance on any of our forward-looking statements. New risks and uncertainties arise from time to time, and it is impossible for us to predict those events or how they may affect us. Further, any forward-looking statement speaks only as of the date on which it is made. We undertake no obligation to revise the forward-looking statements in this presentation after the date of this presentation.

Market data and industry information used throughout this presentation are based on management’s knowledge of the industry and the good faith estimates of management. We also relied, to the extent available, upon management’s review of independent industry surveys, forecasts and publications and other publicly available information prepared by a number of third party sources. All of the market data and industry information used in this presentation involves a number of assumptions and limitations which we believe to be reasonable, and you are cautioned not to give undue weight to such estimates. Although we believe that these sources are reliable, we cannot guarantee the accuracy or completeness of this information, and we have not independently verified this information. While we believe the estimated market position, market opportunity and market size information included in this presentation are generally reliable, such information, which is derived in part from management’s estimates and beliefs, is inherently uncertain and imprecise. Projections, assumptions and estimates of our future performance and the future performance of the industry in which we operate are subject to a high degree of uncertainty and risk due to a variety of factors, including those described above. These and other factors could cause results to differ materially from those expressed in our estimates and beliefs and in the estimates prepared by independent parties.

We present Adjusted net sales, Adjusted EBITDA, Adjusted EBITDA margin, Adjusted net income, Adjusted earnings per share, Net debt (total debt less cash and cash equivalents), and Leverage ratio (net debt or total debt less cash and cash equivalents over Adjusted EBITDA on trailing twelve month basis) to help us describe our operating and financial performance. Adjusted net sales, Adjusted EBITDA, Adjusted EBITDA margin, Adjusted net income, Adjusted earnings per share, and Leverage ratio are non-GAAP financial measures commonly used in our industry and have certain limitations and should not be construed as alternatives to net income, net sales and other income data measures (as determined in accordance with generally accepted accounting principles in the United States, or GAAP), or as better indicators of operating performance. Adjusted net sales, Adjusted EBITDA, Adjusted EBITDA margin, Adjusted net income, Adjusted earnings per share, Net debt (total debt less cash and cash equivalents), and Leverage ratio (net debt or total debt less cash and cash equivalents over Adjusted EBITDA on a trailing twelve month basis), as defined by us may not be comparable to similar non-GAAP measures presented by other issuers. Our presentation of such measures should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. See the appendix to this presentation for a reconciliation of Adjusted net sales to net sales, Adjusted EBITDA to net income, Adjusted net income to net earnings per share to earnings per share, and net debt over Adjusted EBITDA on a trailing twelve month basis.

Fiscal Periods - The Company has a fiscal year that ends on September 30th. It is the Company's practice to establish quarterly closings using a 4-5-4 calendar. The Company's fiscal quarters end on the last Friday in December, March and June.

# Key Takeaways

- Increasing 2017 adjusted earnings per share guidance range by \$0.15 to \$1.55 - \$1.70; Driven primarily by favorable debt refinancing outcome and Q1 tax rate
- Q1 activity in Electrical Raceway Segment markets consistent with Q4 2016 levels; Mechanical Products and Solutions segment volume up 4% excluding solar impact
- Leading indicators and feedback from channel partners point to a strengthening non-residential market and a strong second half to 2017
- The Atkore team continues to outperform market inputs; Our ability to generate productivity savings, improve our margins through innovation, and pass through material cost increases is driving improved earnings results

# Financial Highlights – Q1 2017

## Productivity Savings, Portfolio Management, and Pricing Initiatives Drive Earnings

- Improvement in average selling prices successfully offsetting input cost increases
- Construction demand remained sluggish and tough solar comparisons in quarter
- Atkore Business System driving productivity momentum in conversion cost, freight, and warehousing
- Year-over-year margin and per share improvement continues

(\$'s in millions)	Q1 2017	Q1 2016	Y/Y Change
Net Sales	\$337.6	\$358.4	(5.8%)
Adjusted Net Sales <sup>(1)</sup>	\$337.6	\$350.6	(3.7%)
Net Income	\$17.4	\$8.6	102.8%
Adjusted EBITDA <sup>(1)</sup>	\$49.9	\$48.1	3.8%
Net Income Margin	5.1%	2.4%	+270 bps
Adjusted EBITDA Margin <sup>(1)</sup>	14.8%	13.7%	+110 bps
Net Income per Share	\$0.26	\$0.14	185.7%
Adjusted Net Income per Share <sup>(1)</sup>	\$0.28	\$0.23	21.7%

(1) See non-GAAP reconciliation in appendix

# Electrical Raceway Segment - Q1 Highlights

## Earnings Momentum Continues in Soft Non-Residential Market

- Average selling prices up 7% from pass through of input costs, and favorable impact from innovative products
- Volume down 8% driven by sluggish Non-Res markets and 1 less billing day
- Year-over-year market activity in line with Q4 2016 excluding 53rd week; Forward indicators are positive
- Adjusted EBITDA of \$40 million, up 17%; Adjusted EBITDA margin of 18%, up 270 basis points

(\$'s in millions)	Q1 2017	Q1 2016	Y/Y Change
Net Sales	\$223.0	\$223.6	(0.3%)
Adjusted EBITDA	\$40.3	\$34.4	17.1%
Adjusted EBITDA Margin	18.1%	15.4%	+270bps



Steel Conduit



PVC Conduit



Armored Cable



Flexible and Liquidtight Conduit



Cable Tray, Cable Ladder & Fittings

# Mechanical Products & Solutions Segment Highlights

## Solar Headwinds Partially Offset by Growth Initiatives and Savings

- Average selling prices up 4% from mix management, pass through of input costs, and favorable impact from innovative products
- Volume down 9% due to extension of solar federal tax credit and 1 less billing day
- Volume up 4% excluding solar impact
- Productivity initiatives helping in conversion cost, freight, and warehousing
- Q1 Adjusted EBITDA margins up 10 bps

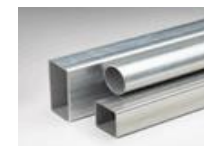
(\$'s in millions)	Q1 2017	Q1 2016	Y/Y Change
Net Sales	\$115.2	\$135.1	(14.7%)
Adjusted Net Sales <sup>(1)</sup>	\$115.2	\$127.3	(9.5%)
Adjusted EBITDA <sup>(1)</sup>	\$17.6	\$19.4	(9.3%)
Adjusted EBITDA Margin <sup>(1)</sup>	15.3%	15.2%	+10bps



Construction Design & Services



Metal Framing & Related Fittings



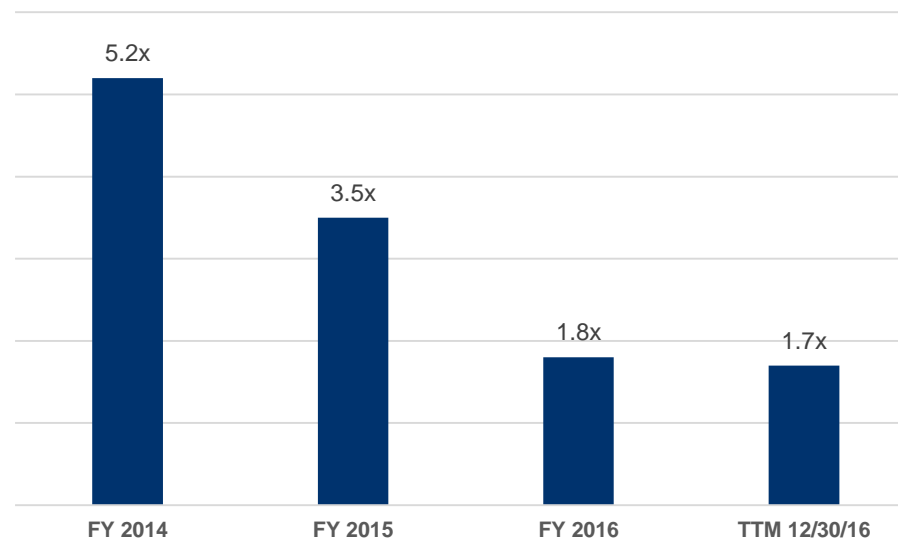
In-Line Galvanized Mechanical Tube

# Key Balance Sheet and Cash Flow Metrics

## Metrics

(\$mm)	12/30/2016
Cash and cash equivalents	\$88.0
Total Debt	\$493.7
CapEx	\$4.0
Net cash from operating activities	\$32.2
TTM Adjusted EBITDA	\$236.8
Adjusted EBITDA less Capital Expenditures	\$232.8
<u>Leverage Ratio <sup>(1)</sup></u>	
Total debt / TTM Adjusted EBITDA <sup>(1)</sup>	2.1x
Net debt / TTM Adjusted EBITDA <sup>(1)</sup>	1.7x

## Net debt / Adjusted EBITDA



**Strong Cash Flow and Leverage Ratio Support M&A Strategy**

# 2017 Financial Outlook Summary

		Prior Outlook	Updated Outlook
Electrical Raceway Segment	Volume	1 to 5%	1 to 5%
	Adjusted EBITDA	\$175 - \$190mm	\$182 - \$192mm
Mechanical Products & Solutions Segment	Volume	(2) to 2%	(2) to 2%
	Adjusted EBITDA	\$85 - \$90mm	\$83 - \$88mm
Consolidated Atkore	Adjusted EBITDA	\$235 - \$250	\$235 - \$250*
	Adjusted EPS	\$1.40 - \$1.55	\$1.55 - \$1.70
	Capital Expenditures	\$32mm	\$32mm
	Interest Expense	\$39mm	\$27mm
	Tax Rate	36%	33%
	Diluted Shares**	-	66



# Key Takeaways

- Increasing 2017 adjusted earnings per share guidance range by \$0.15 to \$1.55 - \$1.70; Driven primarily by favorable debt refinancing outcome and Q1 tax rate
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- Leading indicators and feedback from channel partners point to a strengthening non-residential market and a strong second half to 2017
- The Atkore team continues to outperform market inputs; Our ability to generate productivity savings, improve our margins through innovation, and pass through material cost increases is driving improved earnings results



## Appendix

# Adjusted net sales reconciliation

## Consolidated Atkore International Group Inc.

(\$ in thousands)	Three months ended		Change	% Change
	December 30, 2016	December 25, 2015		
Net sales	\$ 337,591	\$ 358,375	\$ (20,784)	(5.8)%
Impact of Fence and Sprinkler exit	—	(7,816)	7,816	(100.0)%
Adjusted net sales	\$ 337,591	\$ 350,559	\$ (12,968)	(2.3)%
Adjusted EBITDA	\$ 49,891	\$ 48,053	\$ 1,838	3.8 %
Adjusted EBITDA Margin	14.8%	13.7%		

# Segment Information

<u>(in thousands)</u>	Three months ended							
	December 30, 2016			December 25, 2015				
	External Net Sales	Adjusted EBITDA	Adjusted EBITDA Margin	External Net Sales	Impact of Fence and Sprinkler exit	Adjusted net sales	Adjusted EBITDA	Adjusted EBITDA Margin
Electrical Raceway	\$ 222,963	\$ 40,318	18.1%	\$ 223,605	\$ —	\$ 223,605	\$ 34,433	15.4 %
Mechanical Products & Solutions	115,178	\$ 17,577	15.3%	135,102	(7,816)	127,286	\$ 19,377	15.2 %
Eliminations	(550)			(332)	—	(332)		
Consolidated operations	<u>\$ 337,591</u>			<u>\$ 358,375</u>	<u>\$ (7,816)</u>	<u>\$ 350,559</u>		

# Adjusted earnings per share reconciliation

## Consolidated Atkore International Group Inc.

<b>(in thousands, except per share data)</b>	<b>Three months ended</b>	
	<b>December 30, 2016</b>	<b>December 25, 2015</b>
<b>Net income</b>	\$ 17,382	\$ 8,572
Stock-based compensation	2,720	2,045
Consulting fee	—	875
Loss on extinguishment of debt	9,805	—
Other (a)	(10,930)	5,507
Impact of Fence and Sprinkler exit	—	811
Pre-tax adjustments to net income	1,595	9,238
Tax effect @ 35.8%	(571)	(3,307)
<b>Adjusted net income</b>	\$ 18,406	\$ 14,503
<b>Weighted-Average Common Shares Outstanding</b>		
Basic	62,642	62,466
Diluted	65,920	62,466
<b>Net income (loss) per share</b>		
Basic	\$ 0.28	\$ 0.14
Diluted	\$ 0.26	\$ 0.14
<b>Adjusted Net income (loss) per share</b>		
Basic	\$ 0.29	\$ 0.23
Diluted	\$ 0.28	\$ 0.23

(a) Represents other items, such as lower-of-cost-or-market inventory adjustments and release of indemnified uncertain tax positions.

# Net Income to Adjusted EBITDA reconciliation

## Consolidated Atkore International Group Inc.

(in thousands)	Three months ended	
	December 30, 2016	December 25, 2015
Net income	\$ 17,382	\$ 8,572
Interest expense, net	9,830	9,881
Income tax expense	5,507	4,598
Depreciation and amortization	13,628	13,493
Loss on extinguishment of debt	9,805	—
Restructuring & impairments	389	1,294
Net periodic pension benefit cost	—	110
Stock-based compensation	2,720	2,045
ABF product liability impact	—	212
Consulting fee	—	875
Transaction costs	1,560	655
Other (a)	(10,930)	5,507
Impact of Fence and Sprinkler exit	—	811
Adjusted EBITDA	\$ 49,891	\$ 48,053

(a) Represents other items, such as lower-of-cost-or-market inventory adjustments and release of indemnified uncertain tax positions.

# Net debt / Adjusted EBITDA reconciliation

## Consolidated Atkore International Group Inc.

<b>(\$ in thousands)</b>	<b>December 30, 2016</b>	<b>September 30, 2016</b>	<b>September 25, 2015</b>	<b>September 26, 2014</b>
Short-term debt and current maturities of long-term debt	\$ 4,228	\$ 1,267	\$ 2,864	\$ 42,887
Long-term debt	489,519	629,046	649,344	649,980
Total debt	493,747	630,313	652,208	692,867
Less cash and cash equivalents	87,973	200,279	80,598	33,360
Net debt	\$ 405,774	\$ 430,034	\$ 571,610	\$ 659,507
TTM Adjusted EBITDA	\$ 236,840	\$ 235,002	\$ 163,949	\$ 126,597
Total debt/TTM Adjusted EBITDA	2.1 x	2.7 x	4.0 x	5.5 x
Net debt/TTM Adjusted EBITDA	1.7 x	1.8 x	3.5 x	5.2 x

# Net Income to Adjusted EBITDA reconciliation

## Consolidated Atkore International Group Inc.

<u>(in thousands)</u>	TTM		Three months ended		
	December 30, 2016	December 30, 2016	September 30, 2016	June 24, 2016	March 25, 2016
Net income	\$ 67,606	\$ 17,382	\$ 15,572	\$ 20,645	\$ 14,007
Interest expense, net	41,747	9,830	11,181	10,169	10,567
Income tax expense	28,894	5,507	3,892	10,749	8,746
Depreciation and amortization	55,152	13,628	14,953	13,322	13,249
Loss (gain) on extinguishment of debt	8,144	9,805	—	—	(1,661)
Restructuring & impairments	3,191	389	1,701	326	775
Net periodic pension benefit cost	330	—	110	110	110
Stock-based compensation	21,802	2,720	4,230	4,854	9,998
ABF product liability impact	637	—	212	212	213
Consulting fee	14,550	—	—	13,675	875
Legal settlements	1,382	—	82	1,300	—
Transaction costs	8,737	1,560	2,484	1,917	2,776
Other	(15,332)	(10,930)	6,947	(10,055)	(1,294)
Adjusted EBITDA	\$ 236,840	\$ 49,891	\$ 61,364	\$ 67,224	\$ 58,361