

# 2017 JP Morgan Automotive Conference

August 8, 2017



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# Forward Looking Statements



This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, without limitation, statements about the anticipated consequences and benefits of our recent acquisition of MPG, our financial and business outlook, and other information relating to matters that are not historical facts. These forward-looking statements involve certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these statements. These risks and uncertainties include the ability to successfully operate and integrate MPG operations and realize estimated synergies, and the other factors detailed in the reports we file with the SEC, including those described under “Risk Factors” in our most recent Annual Report on Form 10-K and our Quarterly Reports on Form 10-Q. These forward-looking statements speak only as of the date of this communication. We expressly disclaim any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

It should also be noted that this presentation contains certain financial measures, including Adjusted EBITDA, Adjusted Earnings per share, Adjusted free cash flow, and Net Leverage Ratio that are not required by, or presented in accordance with, accounting principles generally accepted in the United States, or GAAP. These measures are presented here to provide additional useful measurements to review our operations, provide transparency to investors and enable period-to-period comparability of financial performance. A description of non-GAAP financial measures that we use to evaluate our operations and financial performance, and reconciliation of these non-GAAP financial measures to the most directly comparable financial measures calculated and reported in accordance with GAAP, can be found in the appendix under “Reconciliation of Non-GAAP Measures”.

# Agenda



- AAM's 2Q 2017 Highlights and 2017 Full Year Financial Outlook
- Industry Trends and Technology Leadership
- Diversification and Value Creation



AAM

## AAM HIGHLIGHTS AND TARGETS

# 2Q 2017 AAM Highlights



## 2Q FINANCIAL PERFORMANCE

**\$1.76B**

Record  
Quarterly  
Sales

**\$326M**

18.5% of sales

Record  
Quarterly  
Adj. EBITDA\*

**\$142M**

Strong Adj.  
Free Cash  
Flow\*



**Completion of MPG  
Acquisition  
on April 6, 2017**



**Non-GM Sales  
exceed 50% of Revenue –  
the First Time  
in AAM History**



# Synergy Achievement Progress from MPG Acquisition



## Sources of Cost Savings

## Targeted Annual Profit Impact

### Overhead

- Optimize operating structure
- Elimination of redundant public company costs

≈ \$45 - \$50 million

### Purchasing

- Combine global purchasing to leverage larger scale
- Direct and indirect material opportunities
- Insourcing initiatives

≈ \$45 - \$50 million

### Other Cost Savings

- Manufacturing initiatives
- Plant loading optimization / facility rationalization

≈ \$10 - \$20 million

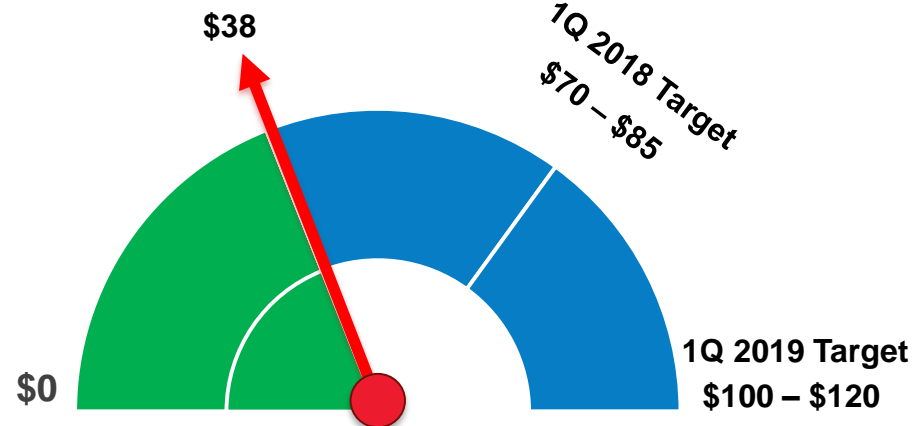
**Total Targeted Annual Improvement**

≈ \$100-\$120 million

## Synergy Achievement Gauge

(Annual Run Rate in millions)

Run Rate – July 2017



**AAM is on track to achieve synergy targets**

# AAM's 2017 Financial Outlook

As disclosed on July 28, 2017



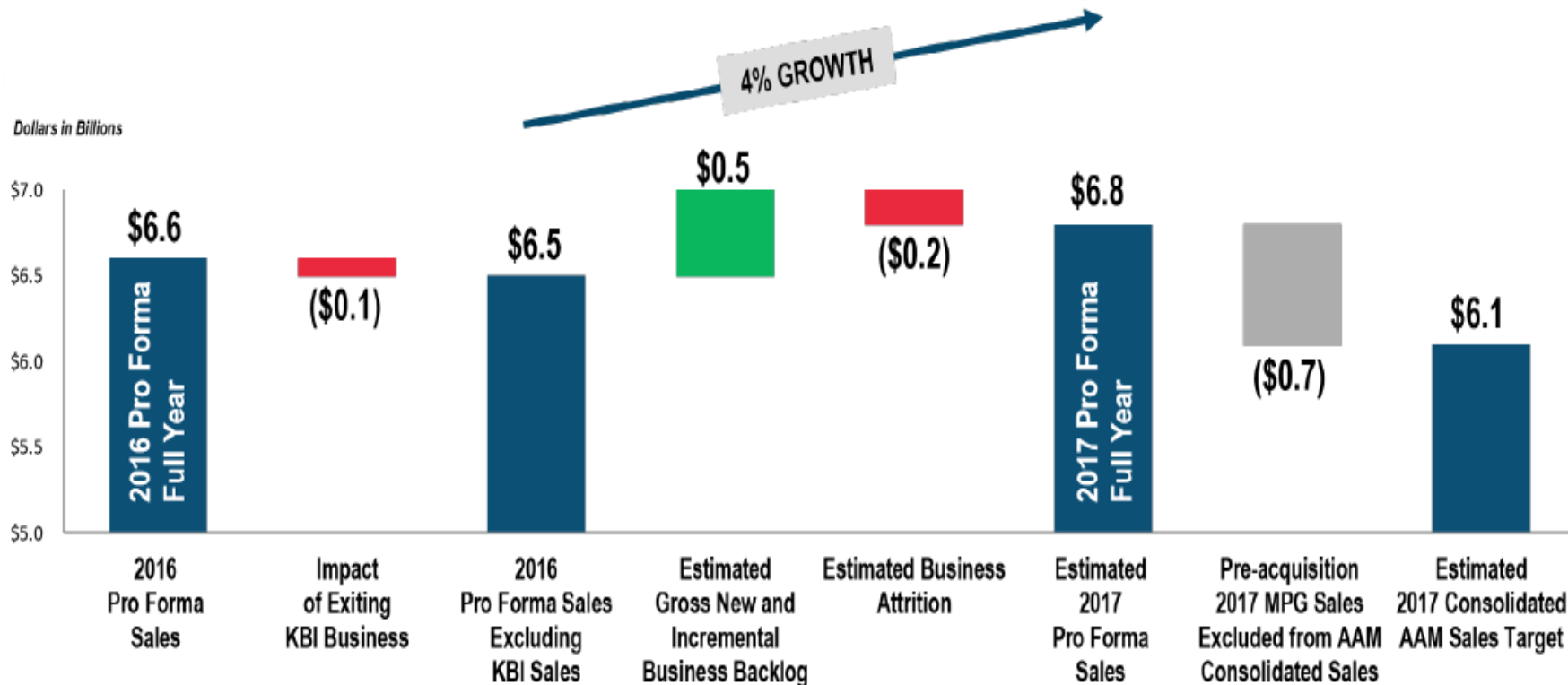
	2017 Full Year Targets
<b>AAM's Consolidated Sales</b>	<b>≈ \$6.1 Billion</b>
<b>Adjusted EBITDA* Margin</b>	<b>In the range of 17% to 18%</b>
<b>Adjusted Free Cash Flow*</b>	<b>≈ 5% of AAM's consolidated sales</b>

- Reduced U.S. SAAR assumption from 17.5 million to 17 million light vehicle units – Full Year Sales target remains unchanged.
- Adjusted Free Cash Flow target includes estimated capital expenditures of approximately 8% of sales
- MPG's pre-acquisition financial results from January 1, 2017 to April 5, 2017 will be excluded from AAM's 2017 financial results and are excluded from our 2017 full year outlook.
- We have incurred and expect to further incur significant costs and payments related to restructuring, integration and acquisition-related activities as well as significant purchase accounting adjustments and related effects on the income statement during 2017. The impact of these has been excluded from our Adjusted EBITDA margin and Adjusted free cash flow targets.

**AAM expects continued strong margin performance and cash flow generation**

\* For definitions of terms, please see the attached appendix

# 2017 Sales Walkdown



Note: Pro forma sales for 2016 includes AAM sales of \$3.9 billion and MPG sales of \$2.8 billion, adjusted for the elimination of the MPG sales to AAM of \$0.1 billion

**Excluding the KBI impact, AAM expects  $\approx 4\%$  sales growth on a pro forma basis**



# Vehicle Mix Sensitivity



## Revenue segment

## % of Pro Forma 2017 Estimated Sales

## Market Commentary

North America full-size trucks and SUVs

≈50%

North America crossovers

≈15%

Global light vehicles

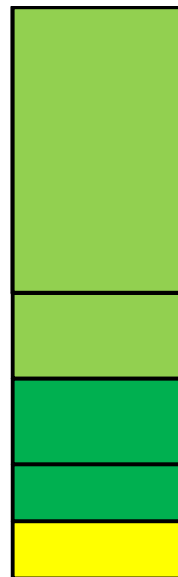
≈15%

Commercial vehicles and other

≈10%

North America passenger cars

≈10%



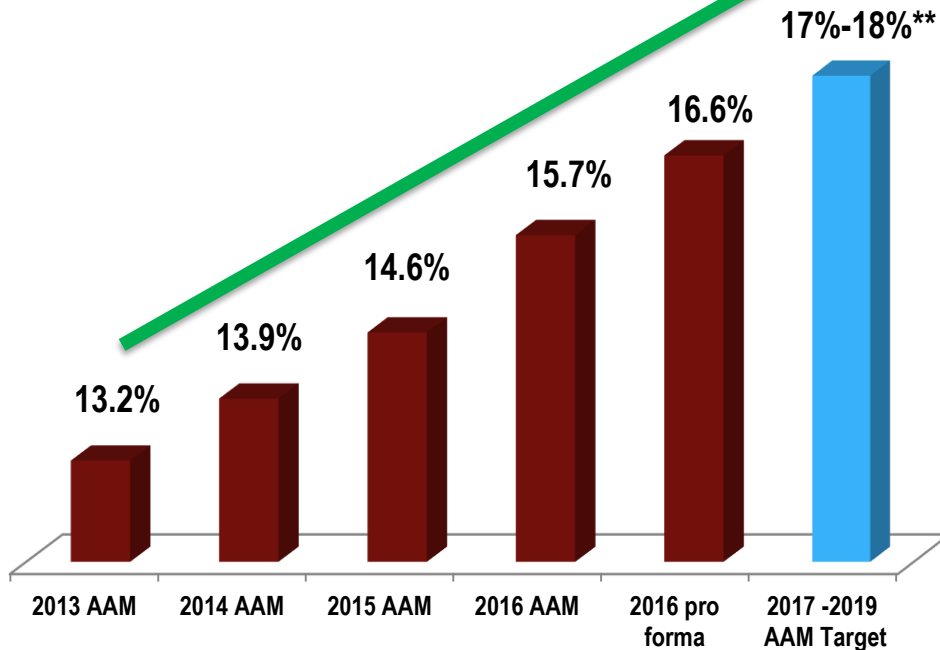
- Year-over-year, full-size truck and SUV mix increased in the first half of 2017
- Consumer demand for crossovers continues to increase in North America, Europe, and Asia
- Approximately 25% of AAM's revenue base relates to light vehicle markets outside of North America or non-automotive industries

**AAM's product mix is well positioned against reductions in passenger car sales in the US**

# Superior Margin Performance



## Adjusted EBITDA\* Margin



## Continued margin growth opportunities

- Advanced process technologies:
  - 3D printing
  - Laser welding
  - State-of-the-art tooling
- Global operations committed to continuous improvement, productivity initiatives, and operational excellence
- Benefits from global restructuring actions
- Synergy attainment from acquisitions
- Strong product mix and new business backlog

\* For definitions of terms, please see the attached appendix

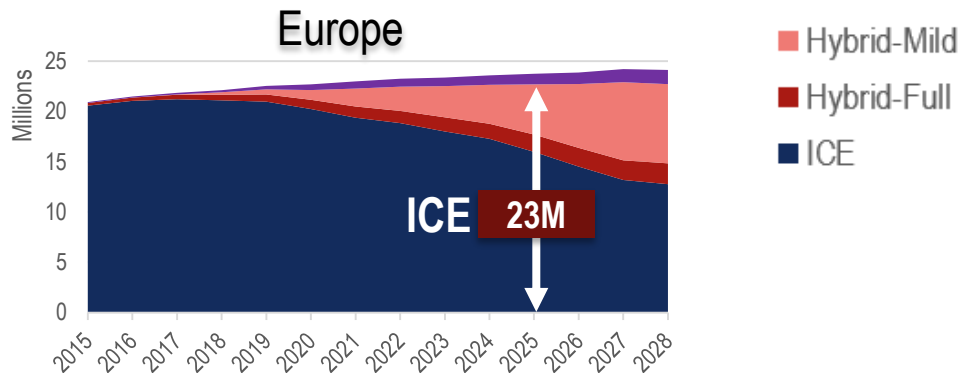
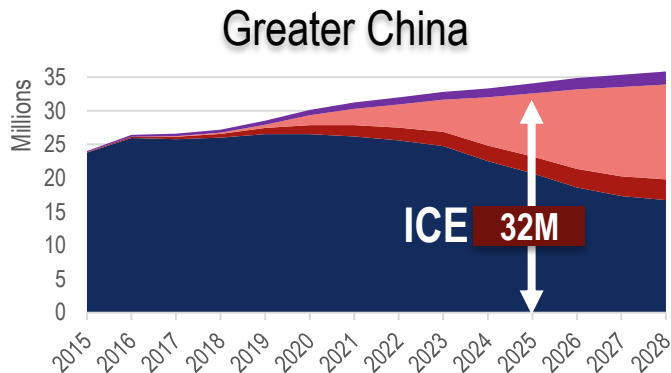
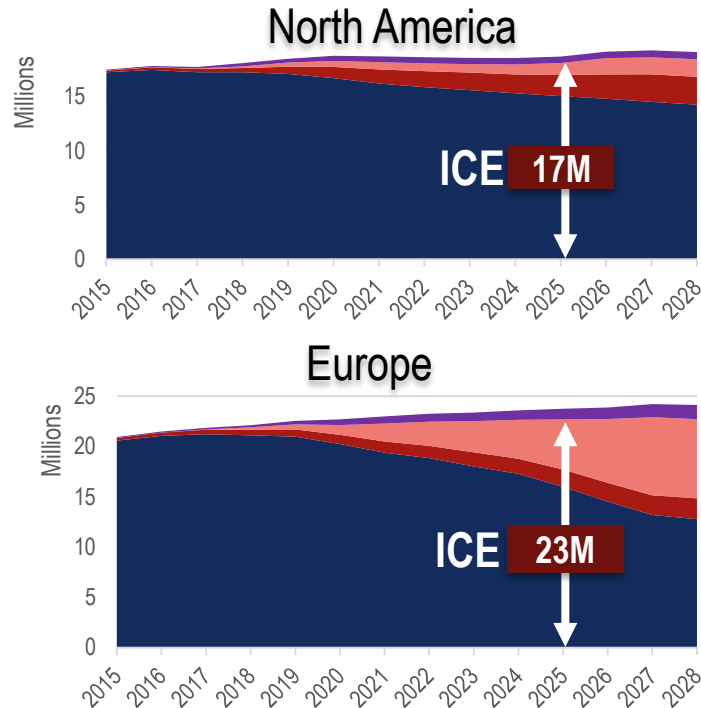
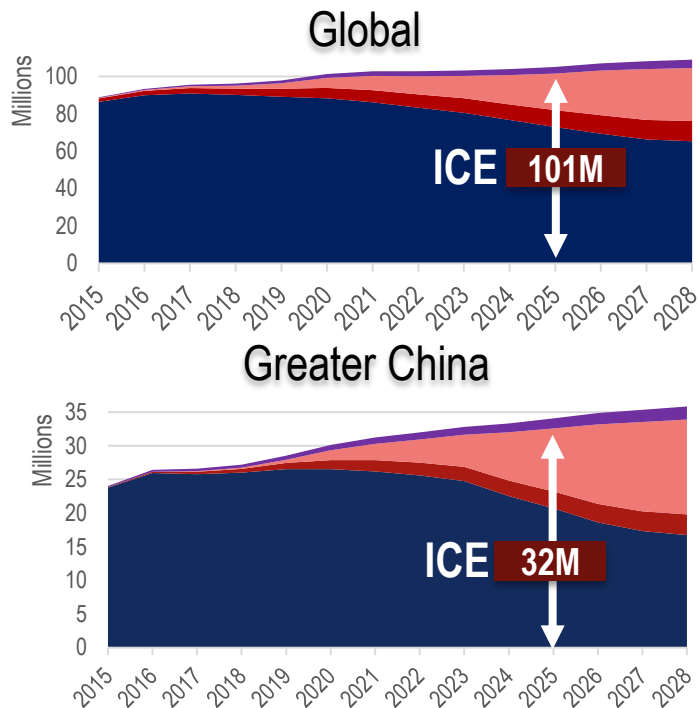
\*\*Mid point of the Adjusted EBITDA target used for charting purposes



## INDUSTRY TRENDS AND TECHNOLOGY LEADERSHIP



# Powertrain Projections

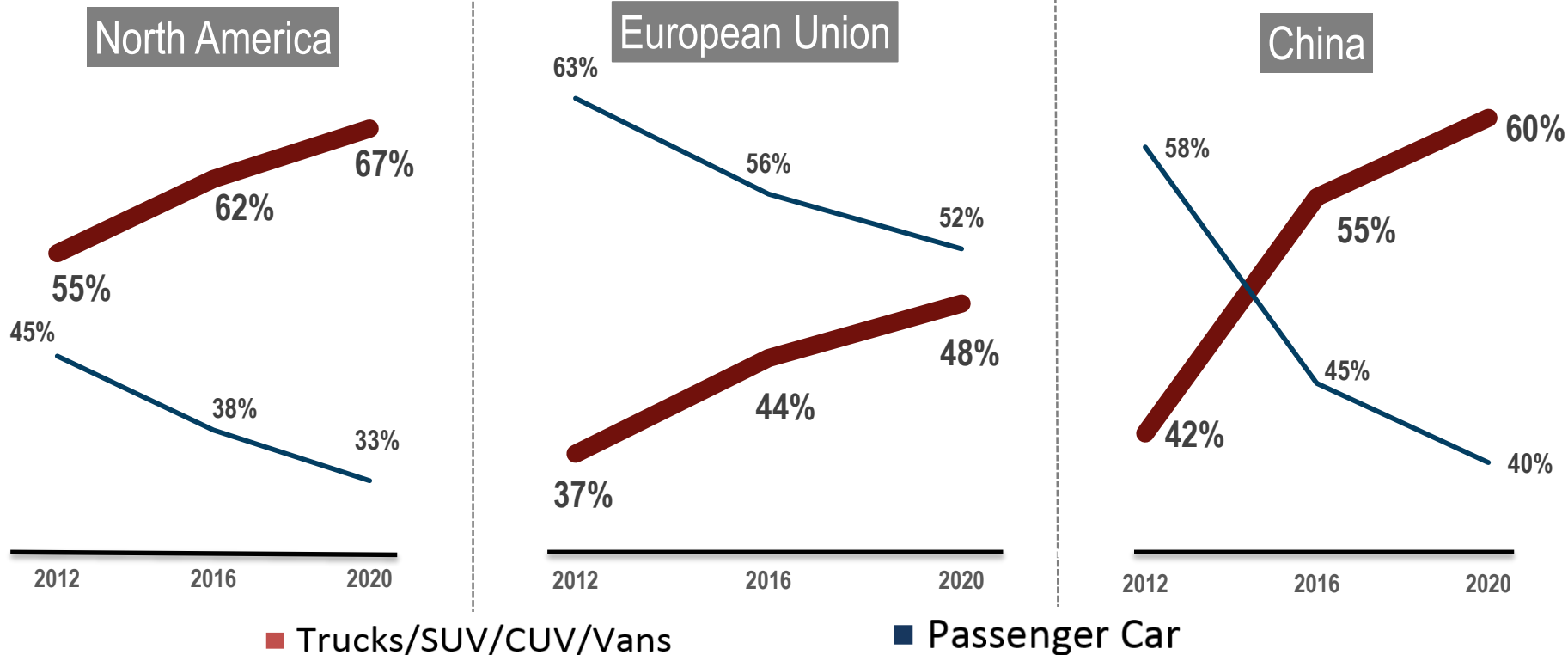


**For at least the next decade, the internal combustion engine (ICE) is expected to be the main source of power for vehicles**

# Projected Light Vehicle Production Mix



IHS Forecasts as of August 2, 2017



**Vehicle mix is trending favorably for AAM in all of our key markets**

# Evolution of the Propulsion System

Example: AAM Content Opportunity on an AWD Crossover



	Internal Combustion Engine (ICE)	Hybrid with ICE	Battery Electric (BEV)
<b>Driveline</b>	<ul style="list-style-type: none"> <li>Power transfer units and rear drive modules featuring our EcoTrac® Disconnecting AWD system</li> <li>Actuators</li> </ul>	<ul style="list-style-type: none"> <li>Power transfer units and rear drive modules featuring our EcoTrac® Disconnecting AWD system or eAAM hybrid drive unit</li> <li>Actuators</li> </ul>	<ul style="list-style-type: none"> <li>eAAM electric front and rear drive units</li> <li>E-torque vectoring and vehicle level control applications</li> <li>Actuators</li> </ul>
<b>Powertrain</b>	<ul style="list-style-type: none"> <li>Powdered metal connecting rods and gears</li> <li>Clutch modules</li> <li>Differential assemblies</li> <li>Planetary gear systems</li> <li>Valve bodies</li> <li>Vibration controls systems</li> <li>Balance shaft assemblies</li> <li>Shift actuators</li> </ul>	<ul style="list-style-type: none"> <li>Powdered metal connecting rods, gears and stators</li> <li>Clutch modules</li> <li>Differential assemblies</li> <li>Planetary gear systems</li> <li>Valve bodies</li> <li>Vibration control systems</li> <li>Balance shaft assemblies</li> <li>Shift actuators</li> </ul>	<ul style="list-style-type: none"> <li>Powdered metal gears and stators</li> <li>Clutch modules</li> <li>Differential assemblies</li> <li>Planetary gear systems</li> <li>Valve bodies</li> <li>Shift actuators</li> <li>eParking components</li> <li>Pump assemblies and e-auxiliary systems</li> </ul>
<b>Metal Forming</b>	<ul style="list-style-type: none"> <li>Power dense gears</li> <li>Shafts</li> <li>CVJ components</li> <li>Wheel spindles</li> <li>Clutch components</li> <li>CVT pulleys</li> <li>Chassis, steering and structural components</li> </ul>	<ul style="list-style-type: none"> <li>Power dense gears</li> <li>Shafts</li> <li>CVJ components</li> <li>Wheel spindles</li> <li>Clutch components</li> <li>CVT pulleys</li> <li>Chassis, steering and structural components</li> </ul>	<ul style="list-style-type: none"> <li>Power dense gears for edrive units</li> <li>Shafts</li> <li>CVJ components</li> <li>Wheel spindles</li> <li>Clutch components</li> <li>Chassis, steering and structural components</li> </ul>
<b>Castings</b>	<ul style="list-style-type: none"> <li>Ductile-ITE™ steering knuckles and control arms</li> <li>Powertrain and turbocharger housings</li> <li>Brake caliper housings</li> </ul>	<ul style="list-style-type: none"> <li>Ductile-ITE™ steering knuckles and control arms</li> <li>Powertrain and turbocharger housings</li> <li>Brake caliper housings for electric braking</li> </ul>	<ul style="list-style-type: none"> <li>Ductile-ITE™ steering knuckles and control arm</li> <li>Electric powertrain housings</li> <li>Brake caliper housings for electric braking</li> </ul>
<b>AAM Strength:</b>			



# e-AAM™ Hybrid and Electric Driveline Systems



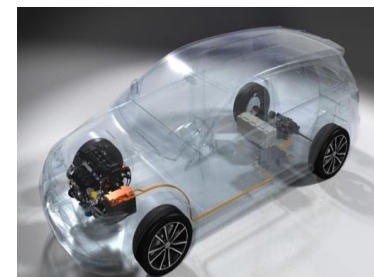
Our **e-AAM driveline systems** position AAM to benefit from the global trend of electrification

## KEY ATTRIBUTES

- Power dense design allows for easy integration for multiple vehicle platforms
- Modular solutions for passenger cars / crossovers
- Torque vectoring options provides maximum traction and ride control
- Improved fuel efficiency up to 30% and reduces CO<sub>2</sub> emissions while enhancing vehicle performance and drive quality



Electric Rear Drive Unit



**An e-AAM program included in our new business backlog will launch in 2018**

# EcoTrac® Disconnecting AWD Systems



AAM's **EcoTrac AWD systems** utilize electronics and connectivity to improve Fuel Economy, Safety, and Performance

## KEY ATTRIBUTES

- Advanced mechatronics (motors, actuators and sensors) integrated within mechanical technology
- Disconnects at the power transfer unit (PTU), causing the driveshaft to stop spinning
- Can automatically engage when it senses AWD traction requirement
- Benefits:
  - Improved vehicle fuel economy without sacrifice in AWD functionality
  - Improved vehicle handling and safety
  - Our Gen II design, which begins production in 2018, will reduce the parasitic loss associated with traditional AWD system by 90%

**ECO TRAC**  
DISCONNECTING AWD SYSTEM BY 



EcoTrac® Disconnecting PTU

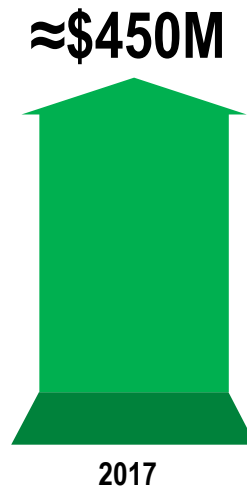
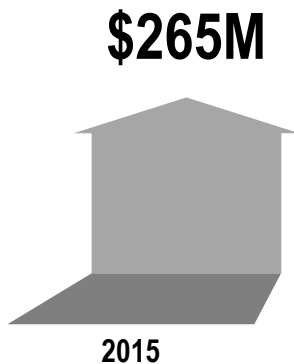
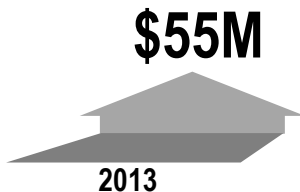


2018 GMC Terrain AWD

# EcoTrac Sales Growth



**54% CAGR  
from 2013  
to 2019!**



**Results of Innovation!**

AAM's **QUANTUM technology** features all-new, completely redesigned family of lightweight axles and drive units

## KEY ATTRIBUTES

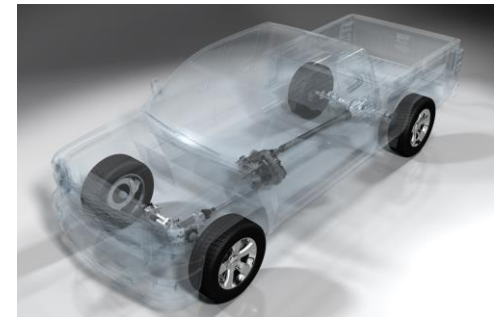
- Industry first technology along with a revolutionary design
- Significant mass reduction (up to 35%)
- In combination, additional efficiency and weight reduction can deliver 1% to 1.5% improved vehicle fuel economy
- Scalable across multiple applications— without loss of performance or power
- Streamlined manufacturing process for key driveline components.

**QUANTUM™**  
LIGHTWEIGHT AXLE TECHNOLOGY BY 



QUANTUM™ RFU w/ eLSD

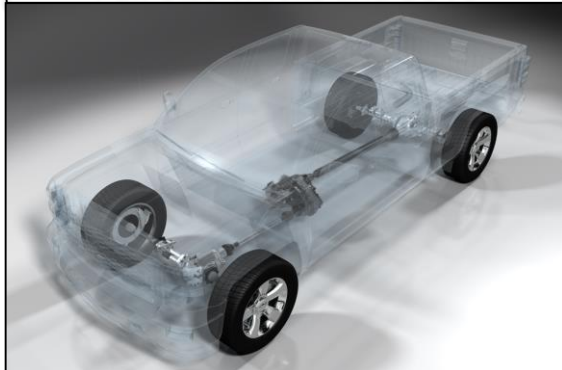
QUANTUM™ Rear Axle



# Content Per Vehicle

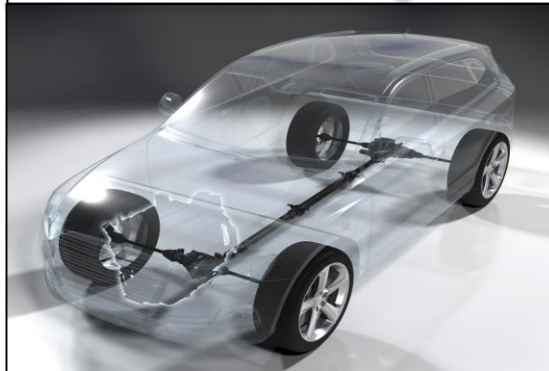
## Driveline Business Unit

**Full Size Trucks and SUVs**



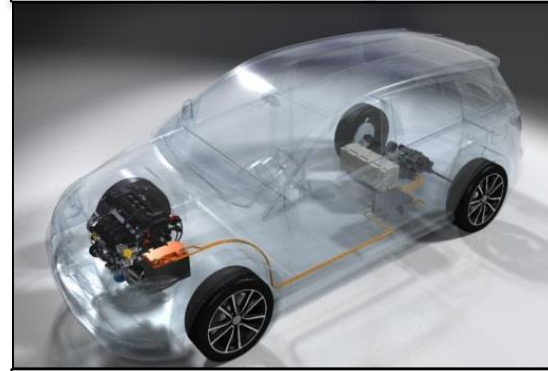
**\$700 - \$2,400**

**Crossovers and Passenger Cars**



**\$300 - \$1,200**

**e-AAM Driveline Systems**



**\$500 - >\$2,500**



**Content from other AAM business units offers up to an additional \$400 per vehicle**



**Significant market and CPV growth opportunities**



## DIVERSIFICATION AND VALUE CREATION



# Comprehensive Solutions from Engine to Driveline



## DRIVELINE

- Rear and front axles
- Rear drive modules
- Power transfer units
- Driveshafts
- Transfer cases
- Electric drive units

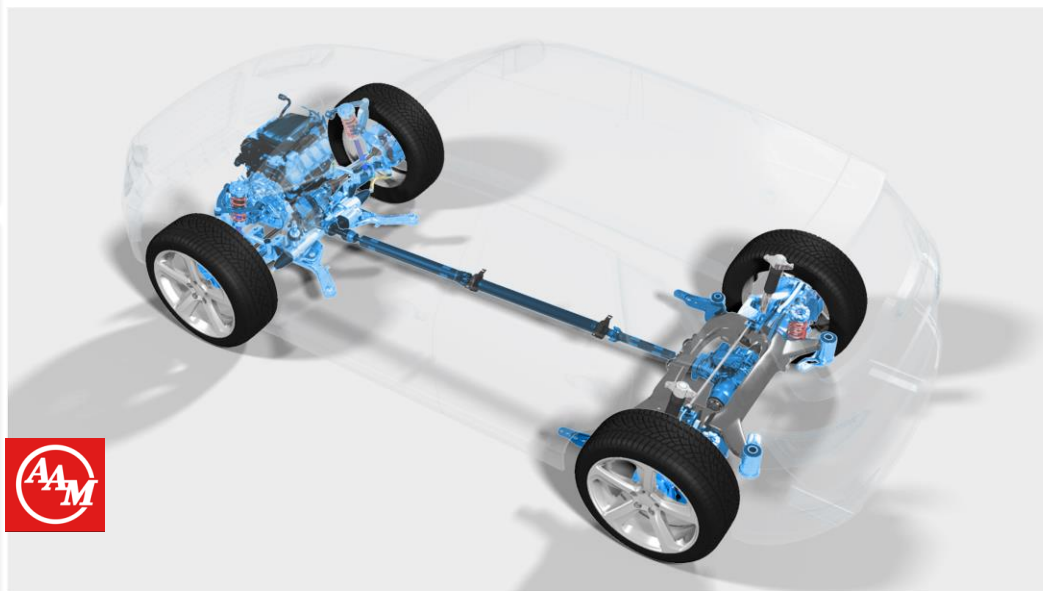
≈ \$3.7 billion

## METAL FORMING

- Ring / pinion gears
- Axle / transmission shafts
- Differential gears
- Transmission gears
- CVT components
- Suspension components

≈ \$1.5 billion

Our diverse product portfolio and technologies provide continued growth and exciting cross-selling opportunities



## POWERTRAIN

- Transmission module and differential assemblies
- Aluminum valve bodies
- Vibration control systems
- Connecting rods
- VVT products

≈ \$1.1 billion

## CASTING

- Axle carriers
- Differential cases
- Steering knuckles
- Control arms
- Turbo charger housings
- Brackets

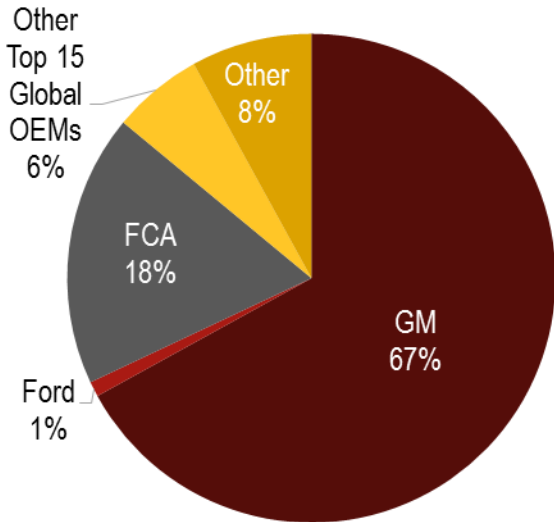
≈ \$800 million

\*Based on 2016 actual pro forma amounts before eliminations of intercompany sales of approximately \$0.5 billion

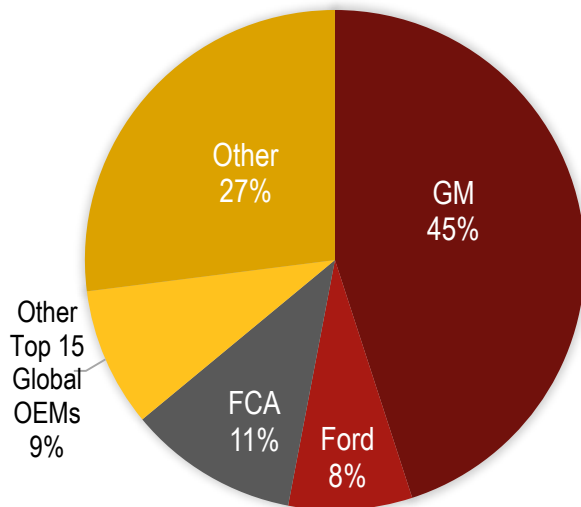
# Accelerated Customer Diversification



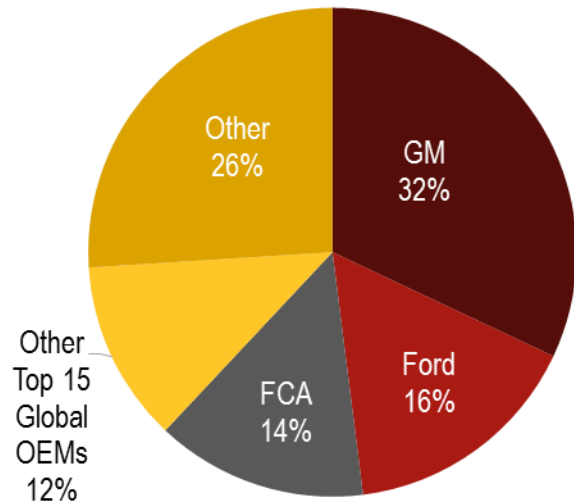
**AAM 2016 Sales by Customer**



**AAM 2Q 2017 Sales By Customer**



**AAM 2020E Sales by Customer**



**Rebalancing of customer concentrations benefitting AAM**

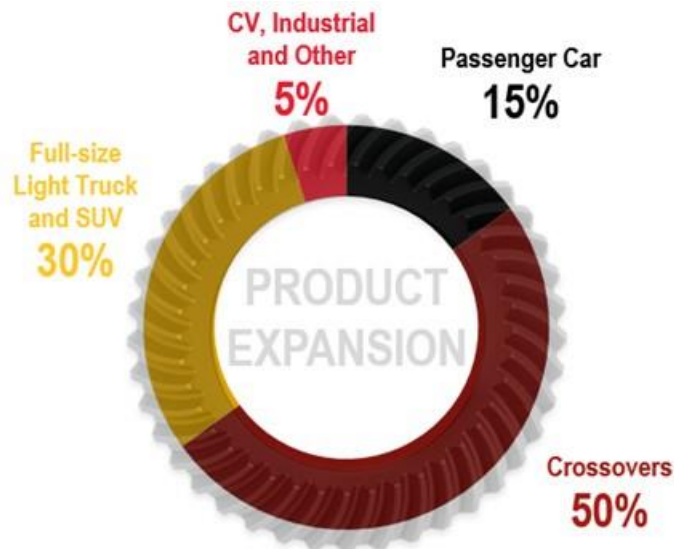
# AAM's Gross New and Incremental Business Backlog



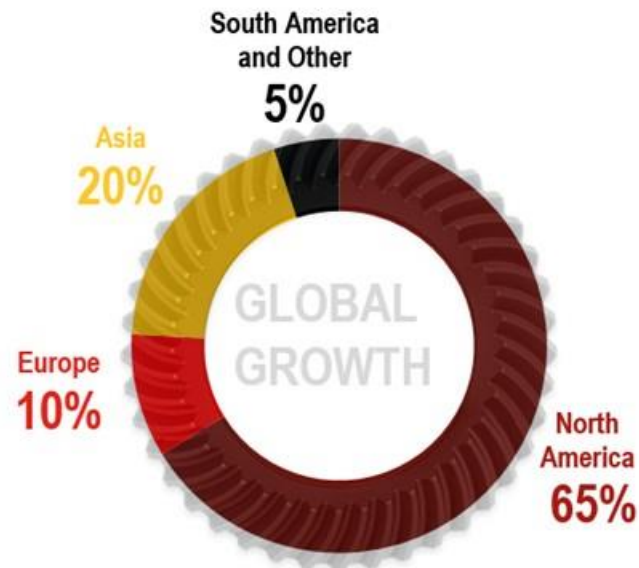
## \$1.5 BILLION: 2017-2019

As disclosed on May 5, 2017

### Backlog by Vehicle Segment



### Backlog by Global Market

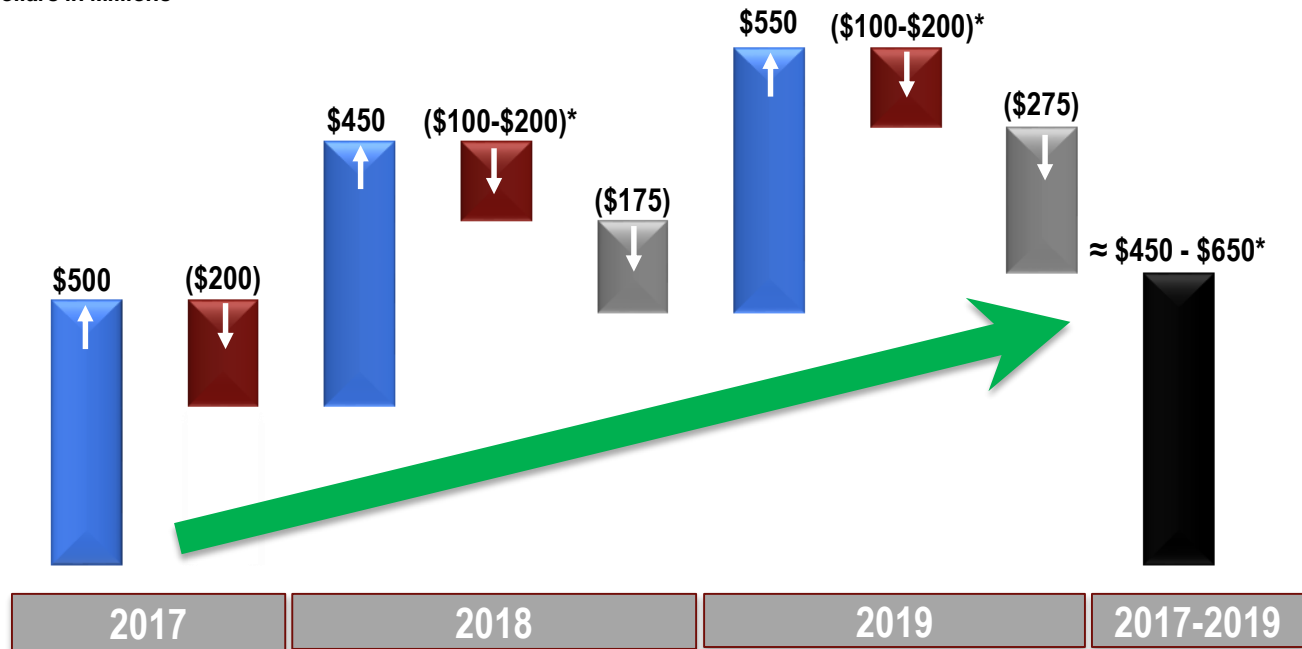


**Over 70% of new business backlog relates to Non-GM business**

# Backlog and Impact of GM's Sourcing Decision

As disclosed on May 5, 2017

Dollars in Millions



- AAM's gross new business backlog
- Normal business attrition
- Estimated sales impact to AAM of GM's Next-Gen full-size truck sourcing
- Net impact for the three year period of 2017 - 2019

**AAM's new business backlog more than offsets attrition and the sales impact of GM's next generation full-size truck program sourcing**

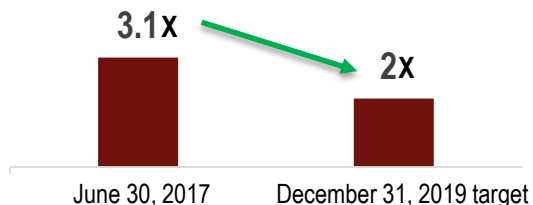
\* Utilized the mid point for the range for charting purposes.  
The chart above does not include an additional estimated sales impact of GM's sourcing decision in 2020.

# Capital Allocation Priorities

## Debt Paydown

### Plan to Delever

Net Leverage Ratio\*



- Flexible Prepayment Options for both Senior Notes and Term Loan

### Maintain Appropriate Liquidity\*

- \$1.45 billion at June 30, 2017
- Target >\$1B going forward

### Favorable Debt Maturities

- Minimal through 2019
- \$400mm of Senior Notes due in 2019
- After 2019, minimal maturities until 2021

## Organic Growth

### Capital Investment

- Support \$1.5 billion in new and incremental business backlog
- Constant focus of quoting and emerging opportunities on profitable growth and diversification

### Research and Development

- Product, process and systems technology
- Leverage global engineering capabilities
- Focused on the global automotive megatrends of lightweighting, fuel efficiency and electrification

## Others

### Strategic Initiatives

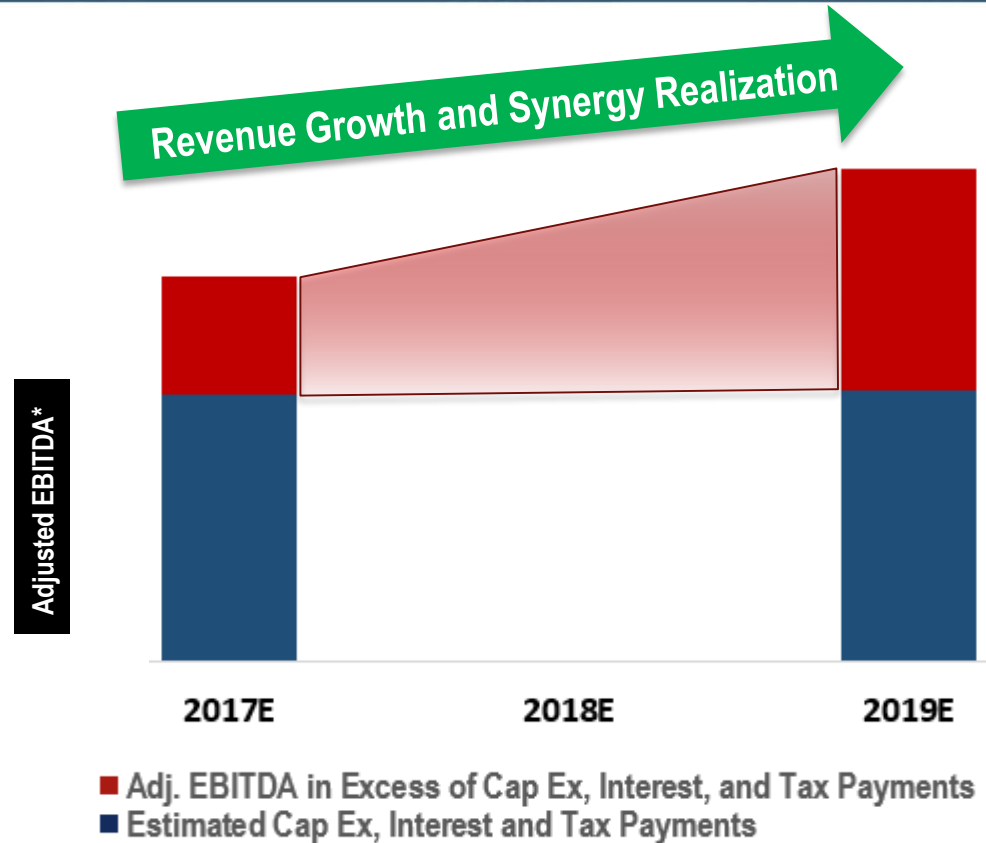
- Will analyze opportunities within our current capital structure to:
  - Diversify geographically
  - Expand technology leadership
  - Enhance profitability

### Shareholder Friendly Actions

- Will balance among other capital allocation priorities

# Well Positioned for Potential Downside Scenario

- Targeting Adjusted EBITDA well above projected cash requirements
- Variable cost structure allows for flexibility during periods of lower volumes
- Positioned to be cash breakeven in a 25% - 30% downturn scenario





# Why AAM?



- **EXPERIENCED & CREDIBLE** – A management team that consistently delivers results and has demonstrated the ability to manage through the cyclical nature of the industry
- **STRONG EXECUTION** – World-class global manufacturing capabilities, operational excellence, and synergy attainment activities leading to superior profit margins
- **FINANCIAL STRENGTH** – Consistently generating strong operating profits and free cash flow
- **PROFITABLE GROWTH** - Solid foundational business concentrated in the strongest vehicle segments, complemented by new technologies driving future profitable growth and diversification
- **DRIVING VALUE** – Generating a highly attractive free cash flow yield while diversifying our business on the strength of AAM's technology leadership and strategic growth

**Plus: Acquisition integration on track to maximize value**



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[www.aam.com](http://www.aam.com)





AAM

## SUPPLEMENTAL DATA

# Reconciliation of Non-GAAP Measures



In addition to the results reported in accordance with accounting principles generally accepted in the United States of America (GAAP) included within this presentation, we have provided certain information, which includes non-GAAP financial measures. Such information is reconciled to its closest GAAP measure in accordance with Securities and Exchange Commission rules and is included in the following slides.

Certain of the forward-looking financial measures included in this presentation are provided on a non-GAAP basis. A reconciliation of non-GAAP forward-looking financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP is not practical given the difficulty of projecting event driven transactional and other non-core operating items, as well as purchase price adjustments and their related effects in any future period. The magnitude of these items, however, may be significant.

# Supplemental Data



	2017
<b>Global Light Vehicle Production*</b>	<b>≈ 94.9M units</b>
<b>North American Light Vehicle Production*</b>	<b>≈ 17.4M units</b>
<b>Europe Light Vehicle Production*</b>	<b>≈ 22.1M units</b>
<b>China Light Vehicle Production*</b>	<b>≈ 27.6M units</b>
<b>Class 5-7 Commercial Vehicle Production**</b>	<b>≈ 244.5k units</b>
<b>Class 8 Commercial Vehicle Production**</b>	<b>≈ 245.5k units</b>

\* IHS data as of 8.2.17

\*\* ACT July 2017 N.A. Commercial Vehicle Outlook



# Supplemental Data



## EBITDA and Adjusted EBITDA Reconciliation

(\$ in millions)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2017	2016	2017	2016
Net income attributable to AAM	\$ 66.2	\$ 71.0	\$ 144.6	\$ 132.1
Interest expense	56.9	23.4	82.4	47.0
Income tax expense	2.4	20.7	9.9	36.0
Depreciation and amortization	124.6	50.7	180.8	100.5
EBITDA	\$ 250.1	\$ 165.8	\$ 417.7	\$ 315.6
Restructuring and acquisition-related costs	51.7	—	67.7	—
Debt refinancing and redemption costs	2.7	—	2.7	—
Non-recurring items:				
Acquisition-related fair value inventory adjustment	24.9	—	24.9	—
Other	(3.7)	(1.0)	(3.7)	(1.0)
Adjusted EBITDA	\$ 325.7	\$ 164.8	\$ 509.3	\$ 314.6
As % of net sales	18.5 %	16.1 %	18.1 %	15.8 %



# Supplemental Data



## American Axle & Manufacturing Holdings, Inc.

### Earnings before Interest, Income Taxes, Depreciation and Amortization (EBITDA) and Adjusted EBITDA

(\$ in millions)

	2016	2015	2014	2013
Net income attributable to shareholder	\$ 240.7	\$ 235.6	\$ 143.0	\$ 94.5
Interest expense	93.4	99.2	99.9	115.9
Income tax expense	58.3	37.1	33.7	(8.2)
Depreciation and amortization	201.8	198.4	199.9	177.0
EBITDA	<u>\$ 594.2</u>	<u>\$ 570.3</u>	<u>\$ 476.5</u>	<u>\$ 379.2</u>
Restructuring and acquisition-related costs, debt refinancing and redemption costs and non-recurring items	25.2	0.8	35.5	42.6
Adjusted EBITDA	<u>\$ 619.4</u>	<u>\$ 571.1</u>	<u>\$ 512.0</u>	<u>\$ 421.8</u>
as % of net sales	<u>15.7 %</u>	<u>14.6 %</u>	<u>13.9 %</u>	<u>13.2 %</u>

# Supplemental Data



## 2016 Full Year Earnings before Interest, Income Taxes, Depreciation and Amortization (EBITDA) and Adjusted EBITDA Reconciliation Schedule

(\$ in millions)

	AAM	MPG	COMBINED
Net income attributable to shareholders	\$ 240.7	\$ 96.3	\$ 337.0
Interest expense	93.4	103.5	196.9
Income tax expense	58.3	38.4	96.7
Depreciation and amortization	201.8	221.3	423.1
EBITDA	<u>\$ 594.2</u>	<u>\$ 459.5</u>	<u>\$ 1,053.7</u>
Restructuring and acquisition-related costs, debt refinancing and redemption costs and non-recurring items	25.2	24.7	49.9
Adjusted EBITDA	<u>\$ 619.4</u>	<u>\$ 484.2</u>	<u>\$ 1,103.6</u>
as % of net sales	<u>15.7 %</u>	<u>17.4 %</u>	<u>16.6 %</u>

# Supplemental Data



## Free Cash Flow and Adjusted Free Cash Flow Reconciliation

(\$ in millions)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2017	2016	2017	2016
Net cash provided by operating activities	\$ 150.9	\$ 157.3	\$ 213.2	\$ 183.5
Purchases of property, plant and equipment, net of proceeds from sale of property, plant and equipment and government grants	(103.0)	(52.3)	(137.1)	(102.3)
Free cash flow	47.9	105.0	76.1	81.2
Cash payments for restructuring and acquisition-related costs	56.7	—	66.2	—
Acquisition-related settlement of pre-existing accounts payable balances with acquired entities	12.4	—	35.2	—
Interest payments upon the settlement of acquired company debt	24.6	—	24.6	—
Adjusted free cash flow	<u>\$ 141.6</u>	<u>\$ 105.0</u>	<u>\$ 202.1</u>	<u>\$ 81.2</u>

# Supplemental Data



## EBITDA and Adjusted EBITDA Reconciliation for the Trailing Twelve Months Ended June 30, 2017

(\$ in millions)

	Quarter Ended				Trailing Twelve Months Ended
	September 30, 2016	December 31, 2016	March 31, 2017	June 30, 2017	June 30, 2017
Net income attributable to AAM	\$ 61.7	\$ 46.9	\$ 78.4	\$ 66.2	\$ 253.2
Interest expense	23.2	23.2	25.5	56.9	128.8
Income tax expense	17.8	4.5	7.5	2.4	32.2
Depreciation and amortization	49.9	51.4	56.2	124.6	282.1
EBITDA	\$ 152.6	\$ 126.0	\$ 167.6	\$ 250.1	\$ 696.3
Restructuring and acquisition-related costs	4.1	22.2	16.0	51.7	94.0
Debt refinancing and redemption costs	—	—	—	2.7	2.7
Non-recurring items:					
Acquisition-related fair value inventory adjustment	—	—	—	24.9	24.9
Other	—	—	—	(3.7)	(3.7)
Adjusted EBITDA	\$ 156.7	\$ 148.2	\$ 183.6	\$ 325.7	\$ 814.2
Pre-acquisition Adjusted EBITDA from acquired entities					380.2
Pro forma Adjusted EBITDA					\$ 1,194.4

## Net Debt and Net Leverage Ratio

(\$ in millions)

**Trailing Twelve**

**Months Ended**

**June 30, 2017**

Current portion of long-term debt	\$ 5.2
Long-term debt, net	4,173.6
	4,178.8
Less: Cash and cash equivalents	490.6
Net debt at end of period	\$ 3,688.2
Pro forma Adjusted EBITDA	\$ 1,194.4
Net Leverage Ratio	3.1

# Definition of Non-GAAP Terms



## **EBITDA and Adjusted EBITDA**

We define EBITDA to be earnings before interest expense, income taxes, depreciation and amortization. Adjusted EBITDA is defined as EBITDA excluding the impact of restructuring and acquisition-related costs, debt refinancing and redemption costs, and non-recurring items. We believe that EBITDA and Adjusted EBITDA are meaningful measures of performance as they are commonly utilized by management and investors to analyze operating performance and entity valuation. Our management, the investment community and the banking institutions routinely use EBITDA and Adjusted EBITDA, together with other measures, to measure our operating performance relative to other Tier 1 automotive suppliers. We also use Segment Adjusted EBITDA as the measure of earnings to assess the performance of each segment and determine the resources to be allocated to the segments. EBITDA and Adjusted EBITDA should not be construed as income from operations, net income or cash flow from operating activities as determined under GAAP. Other companies may calculate EBITDA and Adjusted EBITDA differently.

## **Other Non-recurring Items**

For the three and six months ended on June 30, 2017, other non-recurring items reflect the impact of a gain related to the change of our method of accounting for indirect inventory and the interest expense for the debt drawdown period prior to acquisition funding requirement. For the three and six months ended on June 30, 2016, other non-recurring items reflect the impact of an investment gain related to the final distribution of the Reserve Yield Plus Fund.

## **Adjusted Earnings per Share**

We define Adjusted earnings per share to be diluted earnings per share excluding the impact of restructuring and acquisition-related costs, debt refinancing and redemption costs, and non-recurring items, including the tax effect thereon. We believe Adjusted earnings per share is a meaningful measure as it is commonly utilized by management and investors in assessing ongoing financial performance that provides improved comparability between periods through the exclusion of certain items that management believes are not indicative of core operating performance and which may obscure underlying business results and trends. Other companies may calculate Adjusted earnings per share differently.

## **Free Cash Flow and Adjusted Free Cash Flow**

We define free cash flow to be net cash provided by operating activities less capital expenditures net of proceeds from the sale of property, plant and equipment and government grants. Adjusted free cash flow is defined as free cash flow excluding the impact of cash payments for restructuring and acquisition-related costs, settlements of pre-existing accounts payable balances with acquired entities, and interest payments upon the settlement of acquired company debt. We believe free cash flow and Adjusted free cash flow are meaningful measures as they are commonly utilized by management and investors to assess our ability to generate cash flow from business operations to repay debt and return capital to our stockholders. Free cash flow and Adjusted free cash flow are also key metrics used in our calculation of incentive compensation. Other companies may calculate free cash flow and Adjusted free cash flow differently.

## **Net Debt and Net Leverage Ratio**

We define net debt to be the current portion of long-term debt plus long-term debt, net less cash and cash equivalents. We define Net Leverage Ratio to be net debt divided by the trailing 12 months of pro forma Adjusted EBITDA. Pro forma Adjusted EBITDA includes AAM's Adjusted EBITDA and the pre-acquisition EBITDA of acquired entities. We believe that Net Leverage Ratio is a meaningful measure of financial condition as it is commonly used by management, investors and creditors to assess capital structure risk. Other companies may calculate Net Leverage Ratio differently.

## **Liquidity**

We define Liquidity as cash on hand plus amounts available on our revolving credit facility and foreign credit facilities.

## **US SAAR**

We define US SAAR as the seasonally adjusted annual rate of light vehicle sales in the United States