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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) May 8, 2017

**AXALTA COATING SYSTEMS LTD.**

(Exact name of registrant as specified in its charter)

Bermuda  
(State or other jurisdiction  
of incorporation)

001-36733  
(Commission  
File Number)

98-1073028  
(IRS Employer  
Identification No.)

Two Commerce Square, 2001 Market Street, Suite 3600, Philadelphia, Pennsylvania 19103  
(Address of principal executive offices) (Zip Code)  
(855) 547-1461

Registrant's telephone number, including area code

Not Applicable  
(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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**Item 7.01 Regulation FD Disclosure.**

On May 8, 2017, Axalta Coating Systems Ltd. (“Axalta”) posted presentation slides to Axalta’s Investor Relations website (<http://ir.axaltacs.com>), which will be presented at several upcoming investor presentations. A copy of the presentation materials is furnished hereto as Exhibit 99.1.

The information contained herein and in the accompanying exhibits shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

In the presentation slides and prepared remarks during the upcoming investor presentations, Axalta presents, and will present, certain non-GAAP financial measures. Axalta management believes that presenting these non-GAAP financial measures provides meaningful information to investors in understanding operating results and may enhance investors’ ability to analyze financial and business trends. In addition, Axalta management believes that these non-GAAP financial measures allow investors to compare period to period more easily by excluding items that could have a disproportionately negative or positive impact on results in any particular period. Non-GAAP measures are not a substitute for GAAP measures and should be considered together with the GAAP financial measures. As calculated, our non-GAAP financial measures may not be comparable to other similarly titled measures of other companies.

**Item 9.01. Exhibits.**

(d) Exhibits

Exhibit No.	Description
99.1	Second Quarter 2017 Investor Presentation

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AXALTA COATING SYSTEMS LTD.

Date: May 8, 2017

By: /s/ Robert W. Bryant

Robert W. Bryant

Executive Vice President & Chief Financial Officer

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Second Quarter 2017 Investor Presentation





## **Axalta Coating Systems Ltd.**

Investor Presentation  
Second Quarter 2017

## Legal Notices

### Forward-Looking Statements

This presentation and the oral remarks made in connection herewith may contain "forward-looking statements" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, including those relating to 2017 financial projections, including execution on our 2017 goals as well as 2017 net sales, net sales excluding FX, Adjusted EBITDA, interest expense, tax rate, as adjusted, free cash flow, capital expenditures, depreciation and amortization, diluted shares outstanding, cost savings, contributions from acquisitions, raw material cost increases, and related assumptions. Any forward-looking statements involve risks, uncertainties and assumptions. These statements often include words such as "believe," "expect," "anticipate," "intend," "plan," "estimate," "target," "project," "forecast," "seek," "will," "may," "should," "could," "would," or similar expressions. These statements are based on certain assumptions that we have made in light of our experience in the industry and our perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate under the circumstances as of the date hereof. Although we believe that the assumptions and analysis underlying these statements are reasonable as of the date hereof, investors are cautioned not to place undue reliance on these statements. We do not have any obligation to and do not intend to update any forward-looking statements included herein, which speak only as of the date hereof. You should understand that these statements are not guarantees of future performance or results. Actual results could differ materially from those described in any forward-looking statements contained herein or the oral remarks made in connection herewith as a result of a variety of factors, including known and unknown risks and uncertainties, many of which are beyond our control including, but not limited to, the risks and uncertainties described in "Non-GAAP Financial Measures," and "Forward-Looking Statements" as well as "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2016 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2017.

### Non-GAAP Financial Measures

The historical financial information included in this presentation includes financial information that is not presented in accordance with generally accepted accounting principles in the United States ("GAAP"), including net sales excluding FX, EBITDA, Adjusted EBITDA, Free Cash Flow, tax rate, as adjusted, and Net Debt. Management uses these non-GAAP financial measures in the analysis of our financial and operating performance because they assist in the evaluation of underlying trends in our business. Adjusted EBITDA consists of EBITDA adjusted for (i) non-operating income or expense, (ii) the impact of certain non-cash, nonrecurring or other items that are included in net income and EBITDA that we do not consider indicative of our ongoing performance and (iii) certain unusual or nonrecurring items impacting results in a particular period. We believe that making such adjustments provides investors meaningful information to understand our operating results and ability to analyze financial and business trends on a period-to-period basis. Our use of the terms net sales excluding FX, EBITDA, Adjusted EBITDA, Free Cash Flow, tax rate, as adjusted, and Net Debt may differ from that of others in our industry. Net sales excluding FX, EBITDA, Adjusted EBITDA and Free Cash Flow should not be considered as alternatives to net income, operating income or any other performance measures derived in accordance with GAAP as measures of operating performance or operating cash flows or as measures of liquidity. Net sales excluding FX, EBITDA, Adjusted EBITDA, Free Cash Flow, tax rate, as adjusted, and Net Debt have important limitations as analytical tools and should be considered in conjunction with, and not as substitutes for, our results as reported under GAAP. This presentation includes a reconciliation of certain non-GAAP financial measures with the most directly comparable financial measures calculated in accordance with GAAP. Axalta does not provide a reconciliation for non-GAAP estimates for net sales excluding FX, EBITDA, Adjusted EBITDA, Free Cash Flow or tax rate, as adjusted, as reported on a forward-looking basis because the information necessary to calculate a meaningful or accurate estimation of reconciling items is not available without unreasonable effort. For example, such reconciling items include the impact of foreign currency exchange gains or losses, gains or losses that are unusual or nonrecurring in nature, as well as discrete taxable events. We cannot estimate or project those items and they may have a substantial and unpredictable impact on our US GAAP results.

### Segment Financial Measures

The primary measure of segment operating performance is Adjusted EBITDA, which is a key metric that is used by management to evaluate business performance in comparison to budgets, forecasts and prior year financial results, providing a measure that management believes reflects Axalta's core operating performance. As we do not measure segment operating performance based on Net Income, a reconciliation of this non-GAAP financial measure with the most directly comparable financial measure calculated in accordance with GAAP is not available.

### Defined Terms

All capitalized terms contained within this presentation have been previously defined in our filings with the United States Securities and Exchange Commission.

# Axalta: Celebrating 150+ Years Of Coatings Excellence



## 1900-1970s

**1900s:** Begin nitrocellulose lacquer manufacture; permanent colors® - first breakthrough enamel technology

**1920s:** Duco® paints (U.S.) and Permaloid® paints manufactured by Spies Hecker® (Germany) introduced as sprayables

**1950s:** Standox® paints launch premium line; First to develop L,a,b color equations: The foundation of modern color science



## 1866

Herberts founded - the original producer of Standox® paints

## 1980-1990s

- Imron® enamel introduced
- Alesta® powder coatings launched
- Introduced 1st spectrophotometer
- First waterborne OEM coatings in U.S.
- Cromax® waterborne refinish basecoat introduced
- Acquires Herberts coatings businesses (EMEA)

## 2000-2012

- Formulate super-high solids coatings for OEMs
- Introduce Imron® Elite finishes
- Launch ChromaPremier® Pro system for high-volume customers
- Acquire Plus™ EFX spectrophotometer to enhance accuracy in color matching

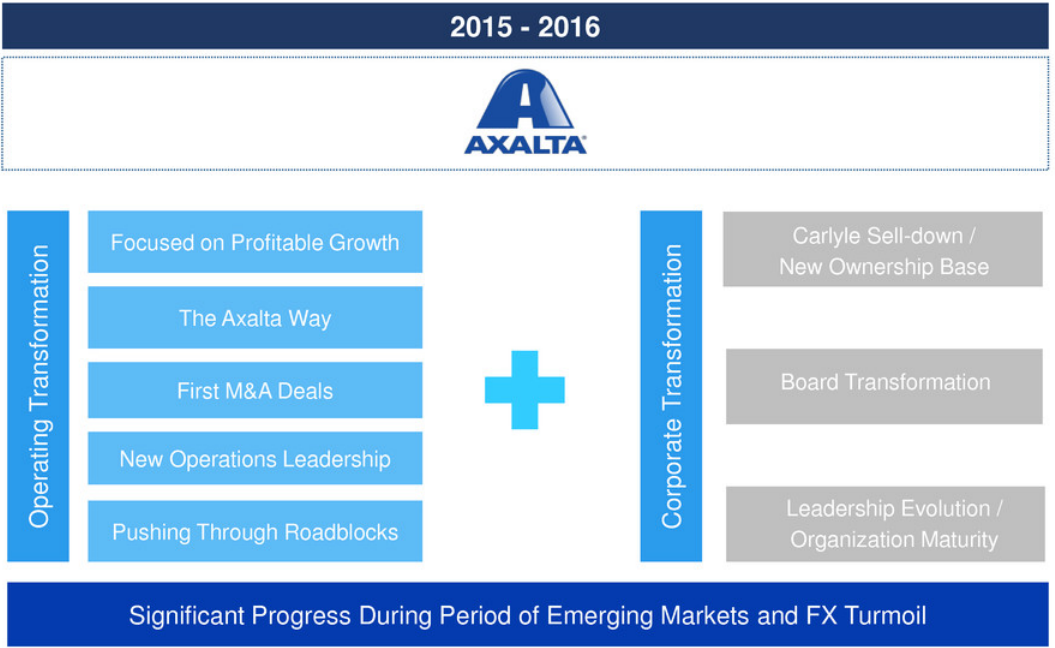
## 2013

- Axalta Coating Systems becomes an independent company
- New global headquarters in Philadelphia, PA
- Replacement of key executive leadership positions
- Introduction of end-market focus and leadership

## 2014-2017

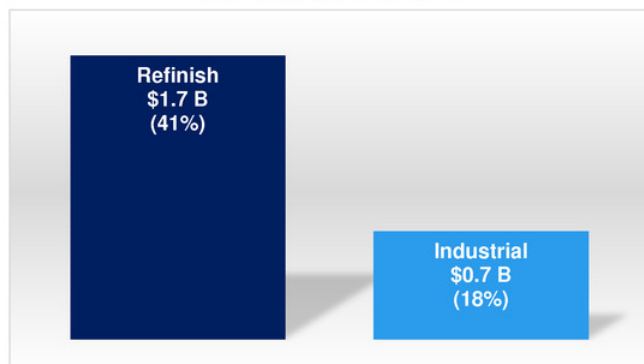
- November 2014 IPO (NYSE: AXTA)
- Expand capacity in China, Germany, Mexico and Brazil
- Build Asia-Pacific Technology Center in Shanghai
- Acquire Metalak (Netherlands), ChemSpec, Dura Coat & United Paints interior plastics division (U.S.), HIPIC (Malaysia) & other smaller transactions
- Announce Global Innovation Center in Philadelphia, PA
- Announce investment in India to double capacity
- Introduce Ganicin™ corrosion-resistant coating system for industrial applications
- Launch AquaEC 6100
- Enhance powder coating facility in Montbrison, France
- Introduce Syrox™ mainstream waterborne coatings solution





## Performance Coatings

\$2.4 Billion, 59% of Sales



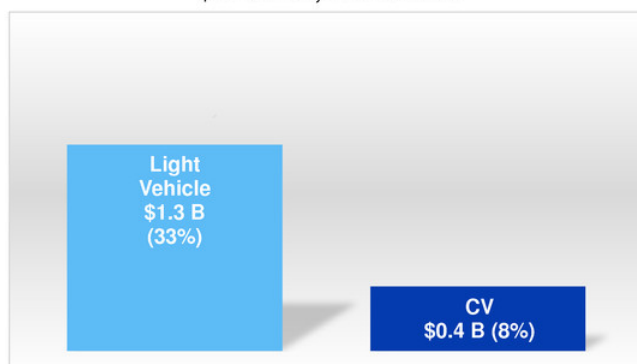
Body Shops

General Industrial,  
Electrical Insulation, Architectural

Adjusted EBITDA<sup>1,2</sup> - \$554 M (23% Margin)

## Transportation Coatings

\$1.7 Billion, 41% of Sales



Light Vehicle / Automotive OEMs

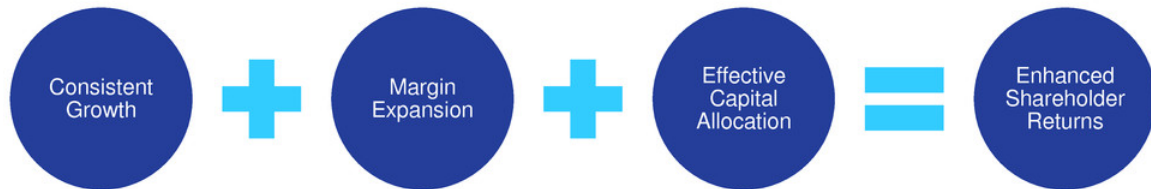
Truck, Bus, Rail, Off-road OEMs

Adjusted EBITDA<sup>1,2</sup> - \$353 M (21% Margin)

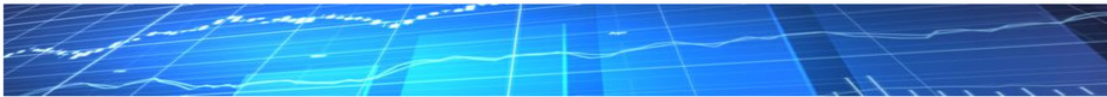
1. Financials for FY 2016, all sales data refers to Net Sales 2. Consolidated Adjusted EBITDA reconciliation can be found in the Appendix

### Axalta's Vision

To maximize our customers' productivity and product functionality by offering them innovative coatings solutions and best-of-class service







### Set a Cadence of Growth

- Growth Supported by Clear Strategies, Greater Resources
- Market Share Gains in Core Markets From Innovation, Service Execution
- Emerging Markets Focus for Long Term Opportunity
- Globalizing Existing Products to Reach Underserved Markets

### Enhance Productivity

- Optimizing Procurement
- Streamlining Organization
- Refining Operating Model
- Global Fit-For-Purpose Cost Structure

**Profitable Growth Underpinned by Both Top and Bottom Line Initiatives**



# Cost Initiatives To Enhance Productivity & Efficiency



2013  2017

Initial carve-out actions:

- Restructure EMEA
- Globalize Procurement
- Eliminate Stranded Costs

Fit-For-Growth (Europe): \$100 million targeted savings

- Right-size staffing levels + wage & benefit restructuring
- Rationalize manufacturing and logistics
- Invest in automation

The Axalta Way: \$100 million targeted savings

- Axalta's permanent business process for continuous improvement
- Implement Lean tools to enhance productivity and improve ROIC
- Opportunities in commercial excellence, procurement, SG&A



~\$50 million incremental savings

Completing Axalta Way Phase I in 2017 with Remaining ~\$50 million in Productivity Savings

## Key Goals For 2017



Stated Objective	Expected Results
<b>Outgrow our End-markets</b>	<ul style="list-style-type: none"><li>▪ New product introductions, broader global market penetration, benefit from consolidation in key end-markets</li></ul>
<b>Execute on Structural Savings</b>	<ul style="list-style-type: none"><li>▪ Continue to execute on structural cost savings through productivity initiatives</li></ul>
<b>Maintain Active Operating Cost Discipline</b>	<ul style="list-style-type: none"><li>▪ Begin rollout of global operating model, complexity reduction, active cyclical cost discipline, and footprint optimization</li></ul>
<b>Drive Excellent Customer Service &amp; Innovation</b>	<ul style="list-style-type: none"><li>▪ Maintain focus on customer productivity and offering a broad and deep product choice</li></ul>
<b>Disciplined Capital Allocation</b>	<ul style="list-style-type: none"><li>▪ Target more bolt-on M&amp;A deals for \$100+ million in cumulative spend</li></ul>
<b>Continue FCF and Financial Discipline</b>	<ul style="list-style-type: none"><li>▪ Focus on FCF and maintain leverage goals; begin to accelerate alternative capital allocation beyond debt reduction</li></ul>

## Axalta Operates Fundamentally Strong Businesses



Global Market Leadership Positions

Significant Competitive Advantages

A Service-Led Business Model

Structurally Attractive Global End Markets

Highly Variable Cost Structure & Low Capital Intensity



# Global Market Leadership Positions



## Axalta's Global Scale Enables Market Leadership



Information as of FY 2016, all sales data refers to Net Sales  
1. Mexico is included in Latin America  
2. Includes 12 JV facilities.

# Global Market Leadership Positions



## Performance Coatings: Refinish



## Transportation Coatings: Light Vehicle



## Performance Coatings: Industrial

- #2 in powder coatings globally
- #2 in energy solutions coatings globally
- #2 in industrial e-coat globally

## Transportation Coatings: Commercial Vehicle


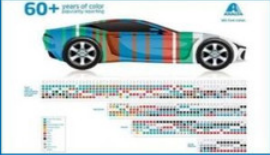



- #1 supplier to North America heavy duty truck market
- Leading supplier to other offroad vehicle niches

~90% of Sales from Markets Where Axalta Has #1 or #2 Global Share

Source: Orr & Boss, Axalta estimates (2016)

## Significant Competitive Advantages








Product		Process	Distribution & Technical Services	
Technology Innovation	Extensive Formulation Database	Deep Process Technology Knowledge	Go-To-Market With Strong Brands	Differentiated Technical Support
 <ul style="list-style-type: none"> <li>1,300+ technology employees</li> <li>600+ patents, 350+ trademarks</li> <li>\$165+ million annual spend</li> </ul>	 <ul style="list-style-type: none"> <li>4+ million color variations</li> <li>Hundreds of formulations in automotive &amp; industrial</li> </ul>	 <ul style="list-style-type: none"> <li>44 plants on 5 continents</li> <li>Significant legacy capital investment</li> <li>Process technology is hard to replicate</li> </ul>	 <ul style="list-style-type: none"> <li>Deep coatings heritage since 1866</li> <li>Broad global brand portfolio</li> </ul>	 <ul style="list-style-type: none"> <li>Dedicated employees in OEM plants</li> <li>Technical support to body shops</li> </ul>

**Differentiated Franchise with Global Scale and Strong Competitive Advantages**

# Significant Competitive Advantages



Industry Trends	Axalta Technologies	
Government Regulation: VOC Limits	<ul style="list-style-type: none"> <li>Complete VOC compliant portfolio for both Refinish and OEM</li> </ul>	
OEMs Seek Continuous Productivity Improvement	<ul style="list-style-type: none"> <li>Our technology enables OEMs to reduce capital intensity, footprint, and energy use</li> </ul>	
OEM Vehicle Light-Weighting	<ul style="list-style-type: none"> <li>Broad substrate coating applicability for next generation materials</li> </ul>	
Growth in Multi-Shop Operators (MSO)	<ul style="list-style-type: none"> <li>Axalta's waterborne technology improves MSO shop productivity and our national coverage enables high service levels</li> </ul>	
More Complex Colors	<ul style="list-style-type: none"> <li>Integration with OEMs grows color library</li> <li>Advanced color matching technologies critical to body shop supplier selection</li> </ul>	
Broad Technology Portfolio Well-Positioned to Benefit From Industry Trends		

# A Service-Led Business Model

## Service is Key in Both Refinish and OEM End-Markets

### Body Shop



Painter Training  
Shop Productivity  
Shop Layout

### OEM Plant



Paint Mixing  
Line Service  
Technical Services

## Critical Functionality at a Relatively Low Cost



**Refinish:** 5%-10% of total repair cost



**Light & Commercial Vehicle:** <1% of a new vehicle's cost



**Industrial:** Critical to function, durability, safety & compliance

Compelling Value Proposition Where Product Cost is Not the Main Driver



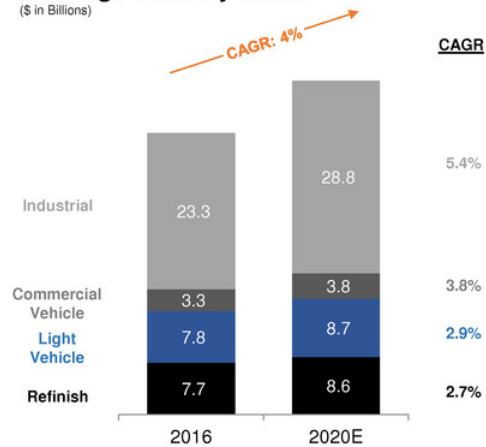
## Structurally Attractive Global End-Markets



### Strong Coatings Growth Outlook

#### Coatings Industry Sales

(\$ in Billions)



Source: Orr & Boss (2016), Axalta estimates

### Diverse Industry Growth Drivers

- **Refinish:** Car parc, miles driven, and collision rates
- **Light Vehicle:** Emerging economies and middle classes; ongoing consumer strength in developed markets
- **Commercial Vehicle:** Global consumer markets expanding; infrastructure growth; professionalized logistics management
- **Industrial:** Global GDP and industrial production; application sophistication with enhanced functionality and durability

### Long Term Alignment With Global Growth

## Highly Variable Cost Structure & Low Capital Intensity



### Variable Cost Structure

- ~45-55% of COGS come from variable raw material inputs
- Utilize temporary labor to enable wage structure flexibility
- Toggle other costs as needed in a downturn, including both variable and semi-fixed

### Low Capital Intensity

- Capex at \$136 million is 3.3% of sales, but only 1.2% for maintenance capex
- Batch production process is inherently flexible
- Capacity additions are very modular to minimize stranded cost impacts

**Well Positioned to React to Cyclical Downturns**

### Axalta's Strategy

Grow in existing markets with our industry-leading products and services

Move into attractive adjacencies by leveraging our global technology and service capabilities

Grow in targeted industrial coatings segments via organic growth and selective acquisitions

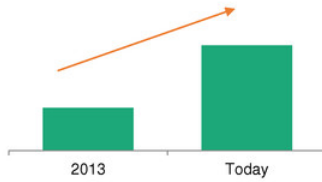
Focus on operational excellence and foster a culture of accountability

# Axalta's Strategy: Grow Core Products & Markets



## Refinish

### Axalta MSO Market Share



Source: Axalta estimates

- Axalta is gaining share by partnering with market winners
- Our value proposition remains strong with all refinish market channels

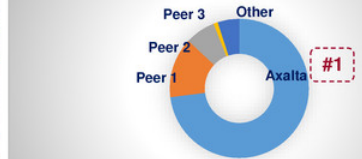
## Light Vehicle



- Axalta has demonstrated growth with key business wins

## Heavy Duty Truck

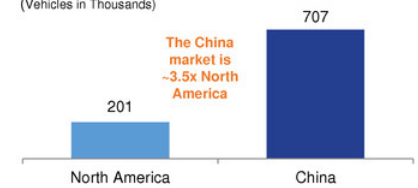
### North America Heavy Duty Truck Market



Source: Orr & Boss, Axalta estimates

### Heavy Duty Truck Production

(Vehicles in Thousands)



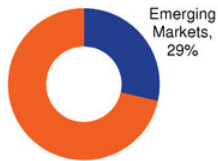
Source: LMC Automotive (2017E)

**Strong Momentum Driven by Customer-Centric Approach**

## Axalta's Strategy: Accelerate Growth In Emerging Markets



### Axalta 2016 Net Sales



### Emerging Market Growth

#### Coatings Market (\$ Billions)



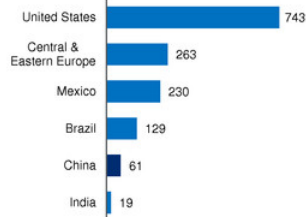
Source: Orr & Boss (2016)

### Significant Opportunity

- Rapid growth of middle-classes in emerging economies
- Increased vehicle penetration per capita
- Expansion of car parc
- Elevated collision rates vs. developed markets

### China Example

#### Light Vehicles, Per 1,000 People



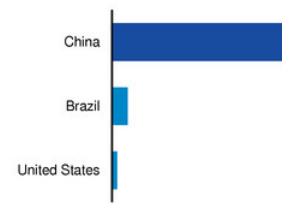
Source: LMC Automotive (2013), World Bank (2013)

#### China Car Parc (thousands)



Source: LMC Automotive (2016)

#### Damaged Vehicles Per 1M km Driven (2011)



Source: Axalta estimates

### Significant Emerging Markets Growth Opportunity

## Axalta's Strategy: Targeted Industrial Coatings Expansion



### A Broad Industrial Portfolio



Electrical Insulation



Architectural



Agricultural,  
Construction, &  
Earthmoving Equip (ACE)



Oil & Gas



Coil

- Strong product portfolio in powder, liquid, and e-coat
- Implemented global end-market business structure to capitalize on opportunities
- Leveraging existing technology and enhanced sales organization to grow

### Growth from Leveraging Our Product Portfolio in Underserved Markets



### Organization & Operations

- Ongoing productivity – The Axalta Way
- Operating system design and rollout
- R&D / Innovation enablers
- Salesforce refinement & investment
- Balanced manufacturing footprint
- Enhanced IT tools
- Complexity reduction



### Leadership & Culture

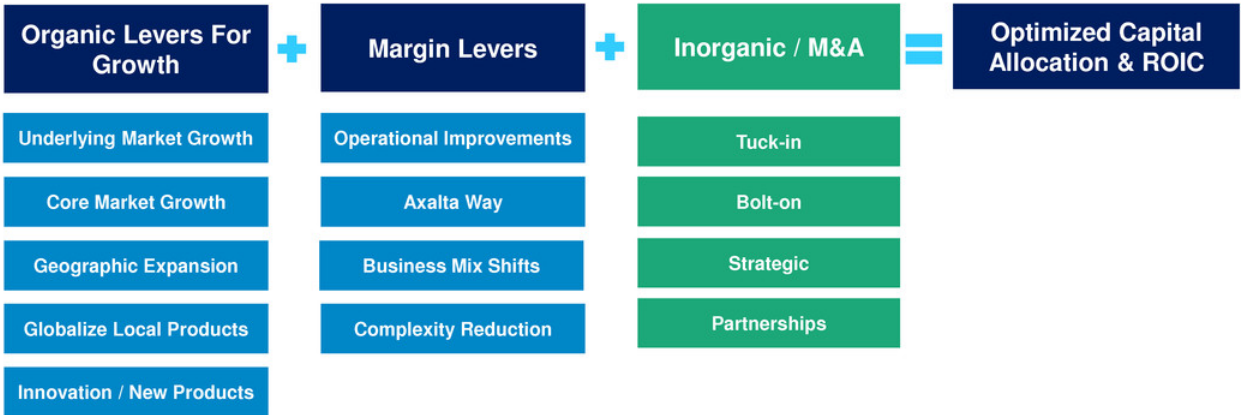
- Tone set by senior leaders
- Independence with accountability
- Leadership stabilized across the matrix
- Supporting and educating our people
- Talent roadmaps to sustain and grow
- Refining the culture deeper in the company

Employees Feel the Effect of Our Focus and Accountability



## Financial Overview





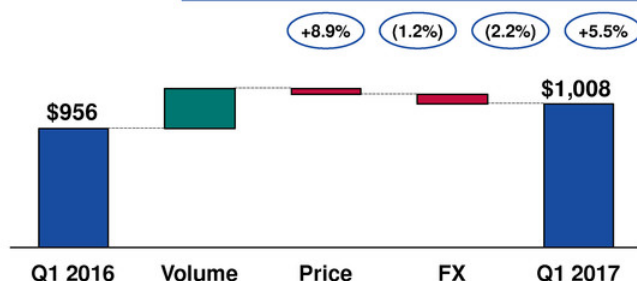
Growth + Margins + Allocation Focus = Best-in-class Shareholder Returns

## Q1 Consolidated Results

Financial Performance				
(\$ in millions)	Q1		% Change	
	2017	2016	Incl. F/X	Excl. F/X
Performance	586	543	8.0%	11.0%
Transportation	421	413	2.1%	3.2%
Net Sales	1,008	956	5.5%	7.7%
Net Income <sup>(1)</sup>	64	31		
Adjusted EBITDA	203	195	4.3%	

(1) Represents Net Income attributable to Axalta

### Net Sales Variance



### Commentary

#### Net sales led by volume growth

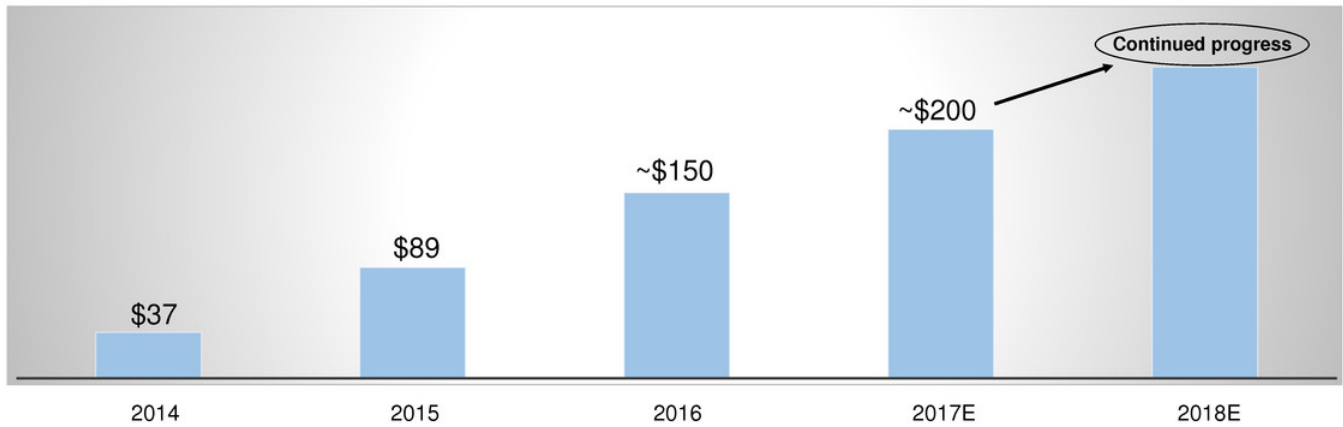
- Solid volume growth across both segments in all regions
- Acquisitions contributed 4.5% to overall volume growth
- Positive pricing contribution from Refinish offset by pricing concessions and product mix across other end-markets
- 2.2% unfavorable currency impact shows moderating impact versus prior two years

## The Axalta Way: Driving Towards World Class Productivity



### Cumulative Productivity Savings

(\$ millions)



The Axalta Way: "A focused approach to doing business that drives profitability by improving our efficiency, productivity, and growth opportunities every day, wherever we do business"

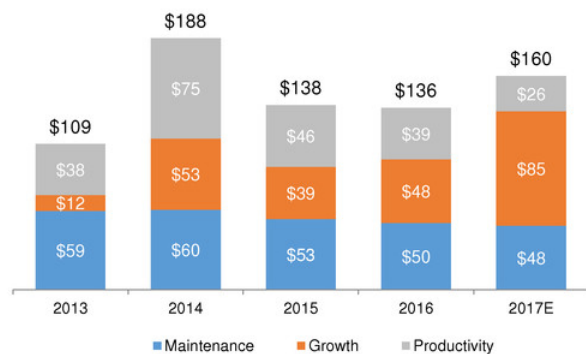
## Prioritization Of Capital Spending; Focus On High IRR Capex



### Capital Expenditures

#### Capex by Year and Category

(\$ in millions)



### Commentary

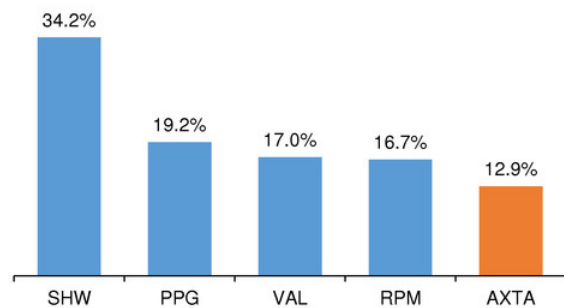
- Major Capex projects completed in 2016
  - ✓ Asia Pacific Technology Center
  - ✓ Argentina – New Manufacturing Site
- Major Capex projects planned for 2017
  - ✓ Global Innovation Center
  - ✓ Jiading – WB Expansion
  - ✓ Savli – OEM Manufacturing & Laboratory

## Effective Capital Allocation Should Drive Improved Returns



### Return on Invested Capital (ROIC)

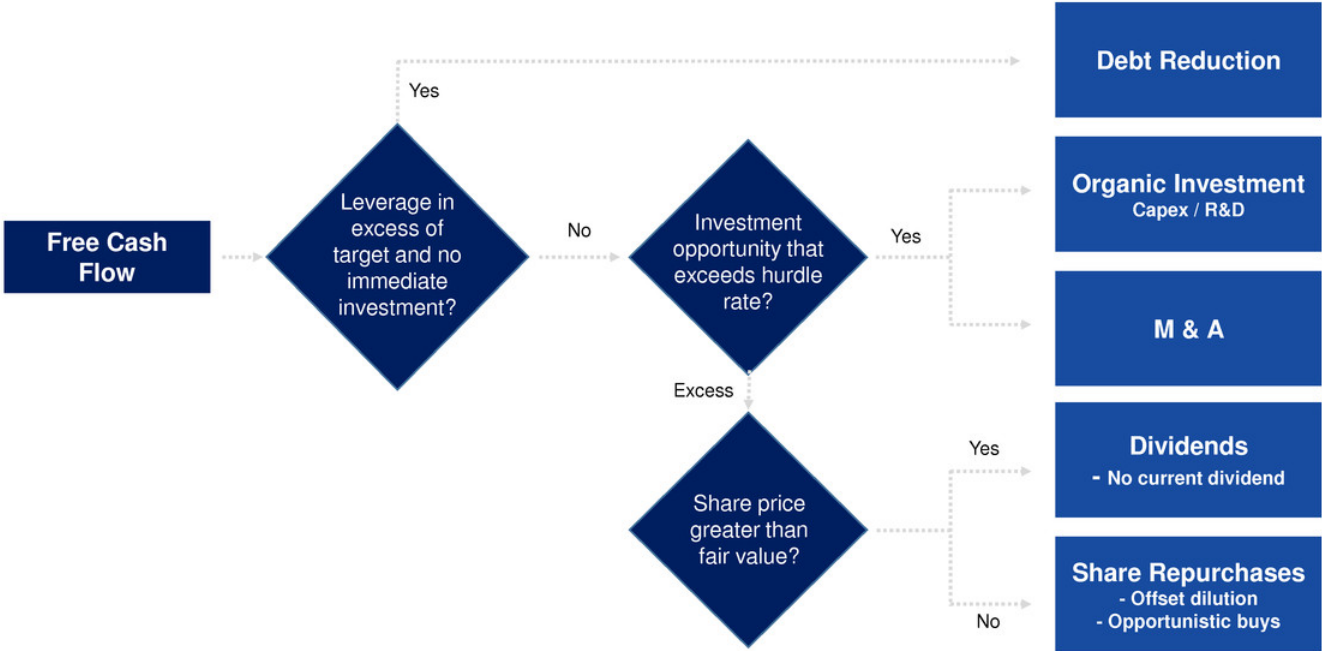
#### NOPAT ROIC (LTM)



Notes: 1) ROIC = Net Operating Profit After Tax (NOPAT) / (Total Debt + Preferred Stock + Minority Interest + Equity); 2) AXTA total capital excludes identified intangible assets; 3) Data as of LTM Q4 2016

### Commentary

- Axalta's ROIC is penalized by the February 2013 LBO and related asset step-up from purchase price accounting
- Drivers of ROIC upside:
  - ✓ Growth in NOPAT from ongoing business execution
  - ✓ Effective capital allocation: Organic investments, return accretive M&A, and focus on asset efficiency
- We believe that over time we can achieve returns in excess of the peer group averages



## Debt and Liquidity Summary

Capitalization		
(\$ in millions)	@ 3/31/2017	Maturity
Cash and Cash Equivalents	\$439	
<b>Debt:</b>		
Revolver (\$400 million capacity)	-	2021
First Lien Term Loan (USD)	1,514	2023
First Lien Term Loan (EUR) <sup>(1)</sup>	425	2023
<b>Total Senior Secured Debt</b>	<b>\$1,939</b>	
Senior Unsecured Notes (USD)	490	2024
Senior Unsecured Notes (EUR) <sup>(1)</sup>	353	2024
Senior Unsecured Notes (EUR) <sup>(1)</sup>	474	2025
Capital Leases	40	
Other Borrowings	11	
<b>Total Debt</b>	<b>\$3,307</b>	
<b>Total Net Debt <sup>(2)</sup></b>	<b>\$2,868</b>	
LTM Adjusted EBITDA	\$915	
<b>Credit Statistics:</b>		
<b>Total Net Leverage <sup>(3)</sup></b>	<b>3.1x</b>	

(1) Assumes exchange rate of \$1.073 USD/Euro




(2) Total Net Debt = Total Debt minus Cash and Cash Equivalents

(3) Total Net Leverage = Total Net Debt / LTM Adjusted EBITDA

Comments
<ul style="list-style-type: none"> <li>Debt principal levels consistent with December 31, 2016</li> <li>Interest rate hedges: New caps executed in March become effective when current swaps/caps mature at Q3 end – in place through December 2019</li> </ul>

## Completed Acquisitions To Date



	Target	End-Market	Geography	Company Overview
	DuWest Performance Coatings	Ref/Ind/CV	Latin America	Manufacturer/distributor of refinish and architectural coatings in Central American countries
	Metalak Benelux BV	Refinish	EMEA	Axalta's exclusive distributor for Spies Hecker in the Netherlands and Flanders
	ChemSpec North America	Refinish	North America	Ohio-based refinish manufacturer
	High Performance Coatings	Refinish	Asia Pacific	Leading local producer of refinish coatings in Malaysia and Indonesia
	United Paint (interior plastics division)	Light Vehicle	NA/LA/AP	Leading North America supplier of automotive interior coatings; strong position in North American OEM's
	Dura Coat Products	Industrial	North America	Leading independent supplier of coil coatings in North America
	Ellis Paint Company	Ind/Ref	North America	Leading niche California-based industrial and refinish coatings manufacturer
	Century Industrial Coatings	Industrial	North America	Texas-based storage tank, hardboard, structure steel, wood, and OEM coatings manufacturer



## Full Year 2017 Guidance

(\$ millions)	2016A	2017E
Net Sales	(0.3%)	1-3%
Net Sales, ex FX	4.3%	4-6%
Adjusted EBITDA	\$907	\$930-980
Interest Expense	\$178	~\$150
Tax Rate, As Adjusted	24%	22-24%
Free Cash Flow	\$423	\$440-480
<i>Cash flow from operations less capex</i>		
Capex	\$136	~\$160
D&A	\$322	\$335
Diluted Shares (millions) <sup>(1)</sup>	244	246-249

### Comments on Drivers

- Net sales growth includes incremental M&A contribution of 2-3% from completed transactions
- Margin expansion driven by volume, price, and ongoing cost reduction initiatives
- Headwinds to margins from moderate input cost inflation, modest sales mix changes, and foreign currency
- Tax rate, as adjusted, benefits from full year effect of actions completed in 2016
- Free cash flow expansion from Adjusted EBITDA growth and lower interest expense; slightly offset by employee separation payments

(1) Reflects adoption of ASU 2016-09, which contributed 1.7 million shares of dilution

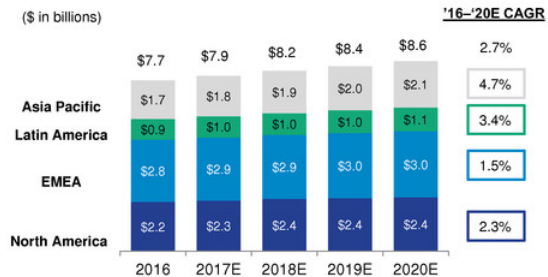


## Performance Coatings: Refinish

## The Global Refinish Market Is Growing



### Projected Industry Sales



Source: Orr & Boss; Axalta estimates

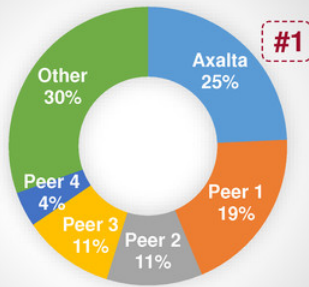
### Axalta Global Refinish Dynamics

<b>EMEA</b>	<ul style="list-style-type: none"> <li>Strong heritage through Herberts acquisition in 1999</li> <li>Diverse region with both mature and developing markets</li> <li>Environmental regulations drive waterborne coatings adoption</li> </ul>
<b>NA</b>	<ul style="list-style-type: none"> <li>MSOs gaining share and Axalta benefits directly</li> <li>Continued strong core products serve the entire collision market</li> <li>Leading VOC-compliant products meet environmental regulation shifts</li> </ul>
<b>APAC</b>	<ul style="list-style-type: none"> <li>Growth driven primarily by expansion of the Chinese car parc</li> <li>Significant OEM influence in collision repair industry</li> <li>Opportunity for growth in mainstream and economy product lines</li> </ul>
<b>Lat Am</b>	<ul style="list-style-type: none"> <li>Mexico and Brazil represent Axalta's largest markets</li> <li>Price increases help offset inflation and currency devaluation</li> <li>Under-representation in the economy segment represents opportunity</li> </ul>

## Axalta Has A Very Strong Position In Refinish Globally

### Global Share Position

Refinish Industry Sales: ~\$7.7 billion



Source: Orr & Boss (2016); Axalta estimates

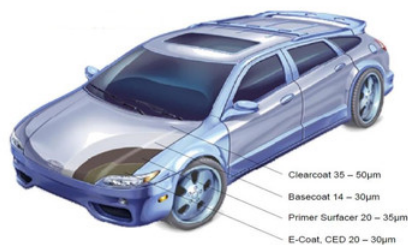
### Key Market Trends

- Drivers include size of car parc, miles driven, and accident rates
- Industry dynamics favor stable competition in most markets
- Focus on innovation and service to increase body shop productivity
- Increasing environmental regulation drives technically advanced high-productivity coatings adoption

### Axalta's Strategies For Growth

- Grow our leadership position in premium product segments
- Increase market share in under-represented countries and markets
- Expand mainstream and economy product penetration
- Leverage customer consolidation trends in key regions
- Focus on strengthening and expanding our distribution channel relationships

### The Refinish Paint Process



**Clearcoat:** Protects basecoat from the elements, gives automobile its lustrous look

**Basecoat:** Creates automobile's color and aesthetics

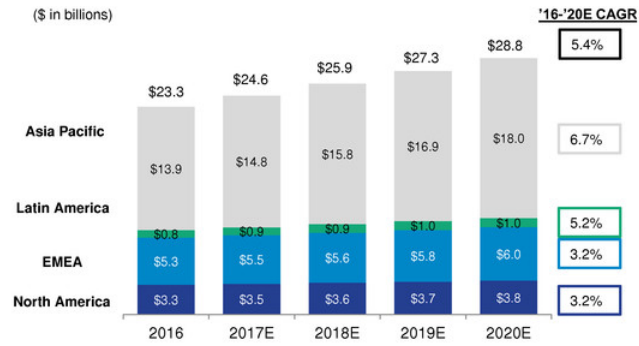
**Primer Surfacer:** Protects automobile from visible and UV light, improves surface smoothness, increases topcoat adhesion





## Performance Coatings: Industrial Coatings

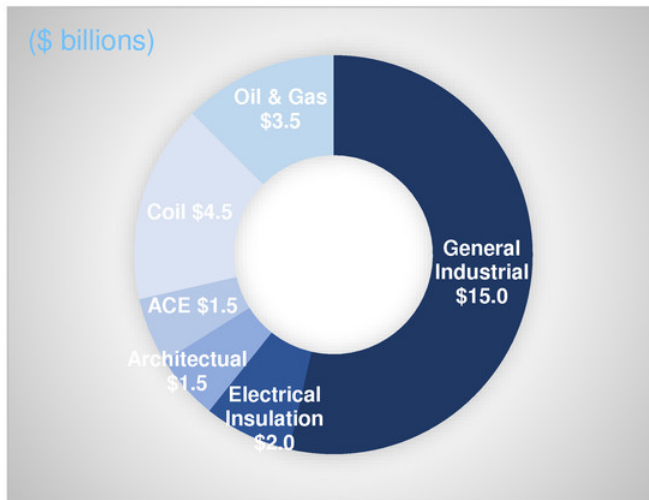
## The Overall Industrial Coatings Market is Expected to Grow



Source: Orr & Boss; Axalta estimates



## Industrial Coatings: A \$28 B Market Opportunity For Axalta

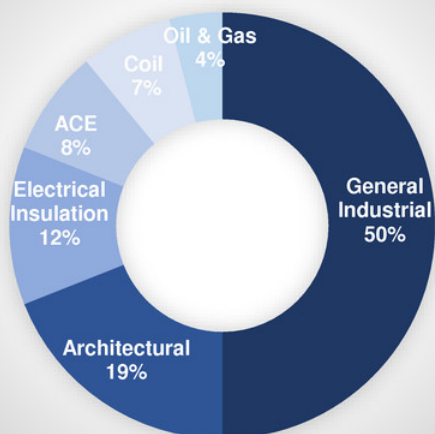


	Product Examples	Market Drivers
General Industrial	<ul style="list-style-type: none"> <li>▪ Metal furniture</li> <li>▪ Appliances</li> <li>▪ Shelving/ racking</li> <li>▪ Electrical boxes</li> </ul>	<ul style="list-style-type: none"> <li>▪ GDP</li> <li>▪ Industrial production</li> </ul>
Electrical Insulation	<ul style="list-style-type: none"> <li>▪ Electric motors</li> <li>▪ Transformers</li> </ul>	<ul style="list-style-type: none"> <li>▪ Electric motor production</li> <li>▪ Power transmission production</li> </ul>
Architectural	<ul style="list-style-type: none"> <li>▪ Commercial building windows and curtain walls</li> <li>▪ Residential windows and doors</li> </ul>	<ul style="list-style-type: none"> <li>▪ Commercial construction</li> <li>▪ Residential construction starts</li> </ul>
ACE	<ul style="list-style-type: none"> <li>▪ Construction equipment</li> <li>▪ Agricultural equipment</li> <li>▪ Mining equipment</li> </ul>	<ul style="list-style-type: none"> <li>▪ GDP</li> <li>▪ Industrial production</li> </ul>
Coil	<ul style="list-style-type: none"> <li>▪ Commercial / residential siding</li> <li>▪ Garage doors</li> <li>▪ Gutters, downspouts, lighting housings</li> <li>▪ Appliances</li> </ul>	<ul style="list-style-type: none"> <li>▪ GDP</li> <li>▪ Construction</li> </ul>
Oil & Gas	<ul style="list-style-type: none"> <li>▪ Deep sea pipelines</li> <li>▪ Oil well conveyance lines</li> </ul>	<ul style="list-style-type: none"> <li>▪ Infrastructure growth</li> <li>▪ Population growth</li> <li>▪ Pipeline projects</li> </ul>

Source: Coatings World, Axalta estimates



Net Sales by Segment



### Industrial Coatings Drivers

#### Volume growth driven by global GDP and Industrial Production

- China drives >40% of global industrial coatings consumption
- Commercial architectural market has seen ongoing recovery

#### Coatings suppliers are consolidating

- Consolidation driven by scale advantages and globalization of some end-markets; many niches remain regional and fragmented

#### Technology innovation is a catalyst for growth

- Drivers include demand for environmentally sustainable products, customer focus on productivity, improved corrosion and wear resistance and enhanced color choices

#### Customers are globalizing

- Local product must meet global specifications consistently across regions

#### Global infrastructure growth is driving demand

- High temperature resistance required for energy applications
- Demand for electrical insulation products linked to infrastructure

### Growth Priorities & Strategies



#### Agricultural, Construction & Earthmoving Equipment (ACE)

- Expand approval portfolio with multiple coatings technologies
- Utilize global footprint to target new business in all regions



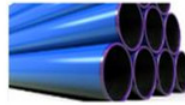
#### Architectural

- Market our powder coatings to architects (an environmentally friendly alternative)
- Expand color range to compete with liquid alternatives



#### Electrical Insulation Systems (EIS)

- Continue to build global capability
- Target sub-segments with above average growth rates



#### Oil & Gas

- Build on leading technology position for exterior pipe coatings
- Establish strong global network to service end users / specifiers



#### General Industrial

- Accelerate globalization of key GI sub-segments
- Develop industry leadership in high durability, corrosion – resistant coatings

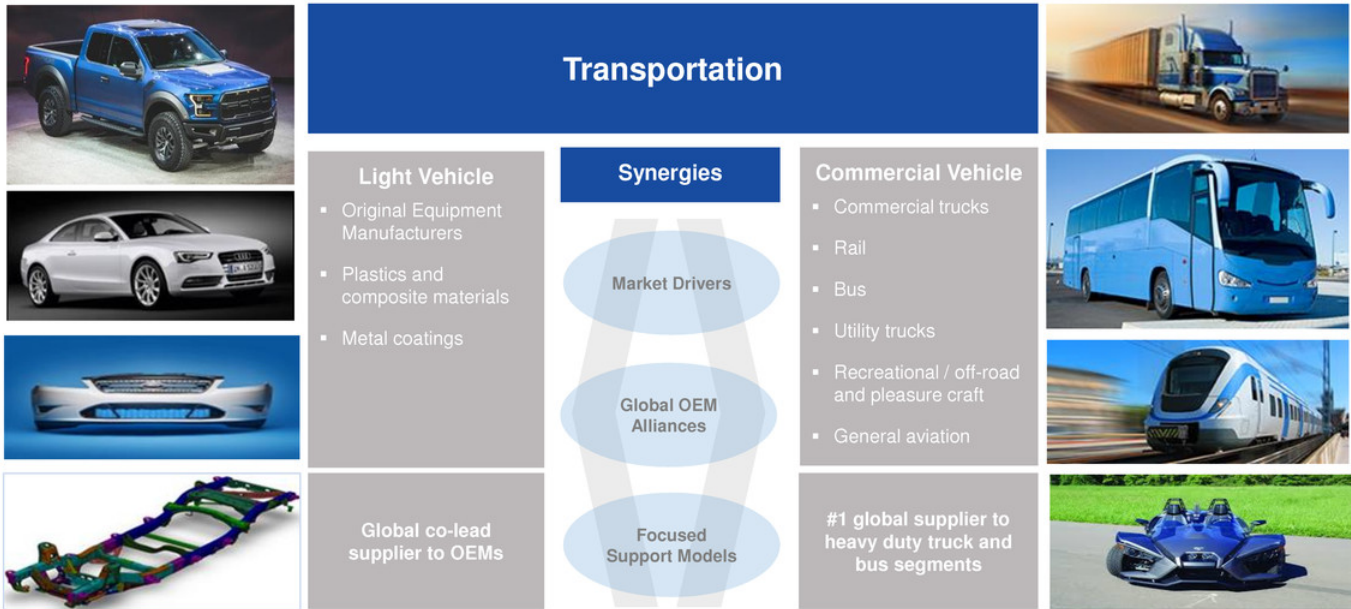


#### Coil

- A top 4 player in U.S. market
- Focus on value added premium segments where customers value durability and long product life



## Transportation Coatings Overview



## Transportation Summary



**The global transportation market is projected to grow ~3.4% CAGR through 2019**

- Demand drivers include
  - ✓ Global GDP
  - ✓ Vehicle replacement cycles
  - ✓ Growth in emerging markets
  - ✓ Infrastructure spending



**Axalta is a leading global OEM coatings provider**

- 17% global light vehicle market share with strong OEM relationships in all regions
- #1 player globally in heavy duty truck and bus
- Extensive portfolio of technologies fit for purpose in each market



**Axalta is actively transforming its business for profitable growth**

- Moved from regional structure to global leadership
- Improved alignment with strategic and underserved customers
- Building capability and footprint in high growth regions
- Expanding global brand strategy



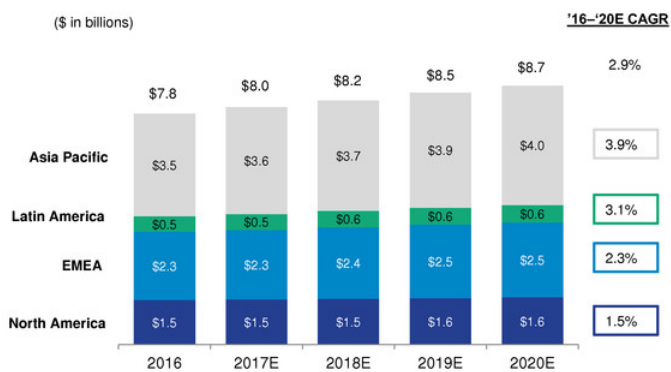
**Progress to date has been strong**

- Showing results to date through business wins and global launches
- Strong earnings contribution underscores focus on profitable growth
- Capacity investments to support growth in all regions

## Structurally Growing Markets

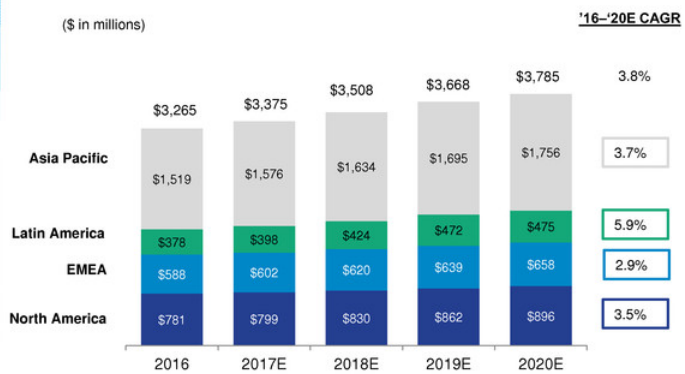


### Market Growth: Light Vehicle



Source: Orr & Boss; Axalta estimates

### Market Growth: Commercial Vehicle



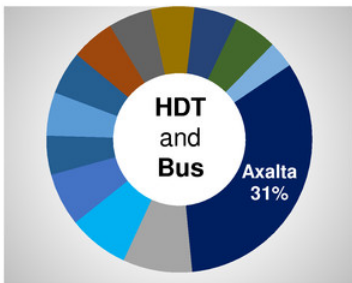
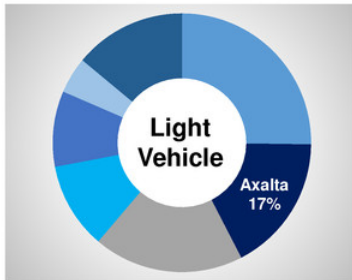
Source: Orr & Boss; Axalta estimates



## Key Market Trends

				
Government Regulations	Emerging Markets	Industry Globalization	Demand for Productivity	Color and Protection
<ul style="list-style-type: none"> <li>▪ Volatile organic compounds (VOCs)</li> <li>▪ Toxic substances</li> <li>▪ Coatings for new lightweight materials to improve fuel economy</li> </ul>	<ul style="list-style-type: none"> <li>▪ Near-term uncertainty (Brazil, Russia, China)</li> <li>▪ Long-term growth</li> </ul>	<ul style="list-style-type: none"> <li>▪ Global vehicle platforms</li> <li>▪ Global color palettes</li> <li>▪ Global (and local) coating approvals</li> </ul>	<ul style="list-style-type: none"> <li>▪ Improved first time quality</li> <li>▪ Energy, capital, labor, materials savings for customers</li> </ul>	<ul style="list-style-type: none"> <li>▪ Consumers demand aesthetics and style</li> <li>▪ Extended vehicle life / warranty</li> </ul>

### Global Share



- **Axalta is a global leader in transportation coatings**
  - ✓ Globalizing and harmonizing our coatings technology
  - ✓ Bringing brighter colors and more effects to color design
  - ✓ Aligning global R&D and product management around voice-of-customer
- **We are customer focused and growth oriented**
  - ✓ Strong global leadership team and local capability
  - ✓ Global customer account teams implemented with clear growth metrics
  - ✓ Building senior level customer relationships
  - ✓ Strong launch capability and execution
  - ✓ Robust business systems and competitive analysis implemented
- **Creating a culture and infrastructure to support growth**



## Vision Is Above-Market Growth

### Strategies

- Gain share with existing customers
- Grow underserved customers and regions
- Align product technology to evolving customer and market needs
- Increase content per vehicle
- Leverage “what good looks like” into new regions, customers, and markets



### Key Tactics / Programs

- Build capabilities in global and regional roles
- Expand decorative and functional coatings
- Best-in-class line service excellence
- Localize supply chain ensuring competitive cost structure
- Drive complexity management discipline
- The Axalta Way: “run it like we own it”



## Segmenting Our Markets



	Light Vehicle	HDT	Specialty OEM	Bus	Rail	General Aviation	Body Builders & Trailers
<b>Estimated Market Size</b>	\$7,800M	\$600M	\$550M	\$200M	\$600M	\$45M	\$400M
<b>Product Examples</b>	<ul style="list-style-type: none"> <li>Passenger cars</li> <li>Pick-ups / SUVs</li> <li>Light commercial vehicles</li> <li>Component parts</li> </ul>	<ul style="list-style-type: none"> <li>EM class 4-8 truck manufacturing</li> </ul>	<ul style="list-style-type: none"> <li>RV</li> <li>Truck caps</li> <li>Power sports</li> <li>2 &amp; 3 Wheelers</li> <li>Specialty LV</li> </ul>	<ul style="list-style-type: none"> <li>Bus – OEM</li> <li>Bus repair / refurbishment</li> </ul>	<ul style="list-style-type: none"> <li>Locomotive passenger rail</li> <li>Metros</li> <li>Streetcars</li> </ul>	<ul style="list-style-type: none"> <li>Fixed wing propeller</li> <li>Helicopters</li> <li>Business jets</li> </ul>	<ul style="list-style-type: none"> <li>Trailers</li> <li>Truck body builders</li> </ul>
<b>Global</b>							
<b>Leading</b> <b>Top 5</b> <b>Below top 5</b>							

Source: Orr & Boss (2016), IRFAB, and Axalta estimates

## We Are Growing With Segment Specific Strategies In Our Target Markets



<div data-bbox="415 243 558 275" data-label="Section-Header"> <h3>Light Vehicle</h3> </div> <div data-bbox="159 285 326 443" data-label="Image"> </div> <div data-bbox="350 296 751 432" data-label="List-Group"> <ul style="list-style-type: none"> <li>▪ Grow in automotive parts market</li> <li>▪ China expansion through domestic OEMs</li> <li>▪ AP expansion beyond China</li> <li>▪ Gain approvals with underserved customers</li> <li>▪ Strengthen service capability</li> </ul> </div>	<div data-bbox="1032 243 1292 275" data-label="Section-Header"> <h3>Heavy Duty Truck (HDT)</h3> </div> <div data-bbox="829 285 1013 443" data-label="Image"> </div> <div data-bbox="1037 296 1382 432" data-label="List-Group"> <ul style="list-style-type: none"> <li>▪ Leverage global accounts</li> <li>▪ Gain share in tier part suppliers</li> <li>▪ China growth via Kinlita JV</li> <li>▪ China HDT volume is three times NA</li> <li>▪ Leverage Imron® branded offering</li> </ul> </div>
<div data-bbox="407 453 566 485" data-label="Section-Header"> <h3>Specialty OEM</h3> </div> <div data-bbox="159 495 326 653" data-label="Image"> </div> <div data-bbox="350 537 813 621" data-label="List-Group"> <ul style="list-style-type: none"> <li>▪ Expand 2-wheeler success in Brazil to other regions</li> <li>▪ Leverage Imron® branded offering</li> <li>▪ Segment-focused color strategy</li> </ul> </div>	<div data-bbox="1089 453 1235 485" data-label="Section-Header"> <h3>Bus and Rail</h3> </div> <div data-bbox="829 495 1013 653" data-label="Image"> </div> <div data-bbox="1037 527 1458 632" data-label="List-Group"> <ul style="list-style-type: none"> <li>▪ China expansion to mainstream and economy segments</li> <li>▪ Leverage high speed rail success</li> <li>▪ SprayFlex FS™ interior floor coatings</li> </ul> </div>
<div data-bbox="399 674 574 705" data-label="Section-Header"> <h3>General Aviation</h3> </div> <div data-bbox="159 716 326 865" data-label="Image"> </div> <div data-bbox="350 737 797 852" data-label="List-Group"> <ul style="list-style-type: none"> <li>▪ Leverage approvals with Textron, Gulfstream, etc.</li> <li>▪ Expand color palette for high value applications</li> <li>▪ Align Imron® brands and offerings to segment</li> <li>▪ Strategic alignments and capabilities</li> </ul> </div>	<div data-bbox="1032 674 1289 705" data-label="Section-Header"> <h3>Body Builders / Trailers</h3> </div> <div data-bbox="829 716 1013 865" data-label="Image"> </div> <div data-bbox="1037 747 1484 831" data-label="List-Group"> <ul style="list-style-type: none"> <li>▪ Differentiation through strong HDT color leverage</li> <li>▪ Developing a segment-focused distribution strategy</li> </ul> </div>

## Light Vehicle

Coatings delivered to OEM



E-Coat applied after pre-treat



Primer, Basecoat & Clearcoat applied



Quality inspections between layers





## APPENDIX

## Adjusted EBITDA Reconciliation



(\$ in millions)	FY 2016	Q1 2016	Q1 2017	LTM 3/31/2017
Net Income	\$48	\$32	\$66	\$82
Interest Expense, net	178	50	36	164
Provision for Income Taxes	40	13	10	37
Depreciation & Amortization	322	76	82	328
<b>Reported EBITDA</b>	<b>\$588</b>	<b>\$171</b>	<b>\$194</b>	<b>\$611</b>
<b>A</b> Debt extinguishment and refinancing related costs	98	-	-	98
<b>B</b> Foreign exchange remeasurement (gains) losses	31	8	(1)	22
<b>C</b> Long-term employee benefit plan adjustments	2	1	-	1
<b>D</b> Termination benefits and other employee related costs	62	2	1	61
<b>E</b> Consulting and advisory fees	10	3	-	7
<b>F</b> Offering and transactional costs (gains)	6	-	(1)	5
<b>G</b> Stock-based compensation	41	10	10	41
<b>H</b> Other adjustments	5	2	-	3
<b>I</b> Dividends in respect of noncontrolling interest	(3)	(2)	-	(1)
<b>J</b> Asset impairment	68	-	-	68
Total Adjustments	\$319	\$24	\$9	\$304
<b>Adjusted EBITDA</b>	<b>\$907</b>	<b>\$195</b>	<b>\$203</b>	<b>\$915</b>

Note: Numbers might not foot due to rounding.





## Adjusted EBITDA Reconciliation (cont'd)

- A. During the year ended December 31, 2016 we prepaid principal on our term loans, resulting in non-cash extinguishment losses of \$10 million. Additionally, we amended our Credit Agreement and refinanced our indebtedness, resulting in additional losses of \$88 million. We do not consider these items to be indicative of our ongoing operating performance.
- B. Eliminates foreign exchange (gains) and losses resulting from the remeasurement of assets and liabilities denominated in foreign currencies, net of the impacts of our foreign currency instruments used to hedge our balance sheet exposures. Exchange effects attributable to the remeasurement of our Venezuelan subsidiary represented losses of \$2 million, \$7 million and \$24 million for 1Q 2017, 1Q 2016 and year ended December 31, 2016, respectively.
- C. Eliminates the non-cash, non-service cost components of long-term employee benefit costs.
- D. Represents expenses primarily related to employee termination benefits including our initiative to improve the overall cost structure within the European region as well as costs associated with our Axalta Way initiatives, which are not considered indicative of our ongoing operating performance.
- E. Represents fees paid to consultants for professional services primarily related to our Axalta Way initiatives, which are not considered indicative of our ongoing operating performance.
- F. Represents costs associated with the secondary offerings of our common shares by Carlyle, acquisition-related costs, including changes in the fair value of contingent consideration associated with our acquisitions, all of which are not considered indicative of our ongoing operating performance.
- G. Represents non-cash costs associated with stock-based compensation.
- H. Represents costs for certain non-operational or non-cash (gains) losses, unrelated to our core business and which we do not consider indicative of ongoing operations, including equity investee dividends, indemnity losses (gains) associated with the Acquisition, losses (gains) on sale and disposal of property, plant and equipment, losses (gains) on the remaining foreign currency derivative instruments and non-cash fair value inventory adjustments associated with our business combinations.
- I. Represents the payment of dividends to our joint venture partners by our consolidated entities that are not wholly owned, which are reflected to show cash operating performance of these entities on Axalta's financial statements.
- J. As a result of currency devaluations in Venezuela, we recorded non-cash impairment charges relating to a real estate investment of \$11 million during the year ended December 31, 2016. Additionally, during the year ended December 31, 2016, we recorded a \$58 million non-cash impairment on long-lived assets associated with our Venezuela operations. We do not consider these impairments to be indicative of our ongoing operating performance.



**Thank you!**

**Investor Contact:**

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**215-255-7970**



