



**O-I Fourth Quarter and Full Year  
2015 Earnings Presentation**

February 9, 2016



# Safe harbor comments

## Regulation G

The information presented here regarding adjusted EPS relates to net earnings from continuing operations attributable to the Company (exclusive of items management considers not representative of ongoing operations) divided by weighted average shares outstanding (diluted) and does not conform to U.S. generally accepted accounting principles (GAAP). In addition, the information presented here regarding EBITDA is not a defined term under GAAP. Non-GAAP measures should not be construed as an alternative to the reported results determined in accordance with GAAP. Management has included these non-GAAP measures to assist in understanding the comparability of results of ongoing operations. Further, the information presented here regarding free cash flow does not conform to GAAP. Management defines free cash flow as cash provided by continuing operating activities less capital spending (both as determined in accordance with GAAP) and has included this non-GAAP information to assist in understanding the comparability of cash flows. Management uses non-GAAP information principally for internal reporting, forecasting, budgeting and calculating compensation payments. Management believes that the non-GAAP presentation allows the board of directors, management, investors and analysts to better understand the Company's financial performance in relationship to core operating results and the business outlook. These non-GAAP financial measures are presented on a forward-looking basis and certain factors that could affect GAAP financial measures are not accessible or estimable on a forward-looking basis. These factors include items that may be material, such as future asbestos-related charges and restructuring and asset impairment and other related charges.

## Forward Looking Statements

This document contains "forward-looking" statements within the meaning of Section 21E of the Securities Exchange Act of 1934 and Section 27A of the Securities Act of 1933. Forward-looking statements reflect the Company's current expectations and projections about future events at the time, and thus involve uncertainty and risk. The words "believe," "expect," "anticipate," "will," "could," "would," "should," "may," "plan," "estimate," "intend," "predict," "potential," "continue," and the negatives of these words and other similar expressions generally identify forward looking statements. It is possible the Company's future financial performance may differ from expectations due to a variety of factors including, but not limited to the following: (1) the Company's ability to integrate the Vitro Business in a timely and cost effective manner, to maintain on existing terms the permits, licenses and other approvals required for the Vitro Business to operate as currently operated, and to realize the expected synergies from the Vitro Acquisition, (2) risks related to the impact of integration of the Vitro Acquisition on earnings and cash flow, (3) risks associated with the significant transaction costs and additional indebtedness that the Company incurred in financing the Vitro Acquisition, (4) the Company's ability to realize expected growth opportunities and cost savings from the Vitro Acquisition, (5) foreign currency fluctuations relative to the U.S. dollar, specifically the Euro, Brazilian real, Mexican peso, Colombian peso and Australian dollar, (6) changes in capital availability or cost, including interest rate fluctuations and the ability of the Company to refinance debt at favorable terms, (7) the general political, economic and competitive conditions in markets and countries where the Company has operations, including uncertainties related to economic and social conditions, disruptions in capital markets, disruptions in the supply chain, competitive pricing pressures, inflation or deflation, and changes in tax rates and laws, (8) consumer preferences for alternative forms of packaging, (9) cost and availability of raw materials, labor, energy and transportation, (10) the Company's ability to manage its cost structure, including its success in implementing restructuring plans and achieving cost savings, (11) consolidation among competitors and customers, (12) the ability of the Company to acquire businesses and expand plants, integrate operations of acquired businesses and achieve expected synergies, (13) unanticipated expenditures with respect to environmental, safety and health laws, (14) the Company's ability to further develop its sales, marketing and product development capabilities, and (15) the timing and occurrence of events which are beyond the control of the Company, including any expropriation of the Company's operations, floods and other natural disasters, events related to asbestos-related claims, and the other risk factors discussed in the Company's Annual Report on Form 10-K for the year ended December 31, 2014, any subsequently filed Quarterly Report on Form 10-Q and the Company's other filings with the SEC. It is not possible to foresee or identify all such factors. Any forward-looking statements in this document are based on certain assumptions and analyses made by the Company in light of its experience and perception of historical trends, current conditions, expected future developments, and other factors it believes are appropriate in the circumstances. Forward-looking statements are not a guarantee of future performance and actual results or developments may differ materially from expectations. While the Company continually reviews trends and uncertainties affecting the Company's results of operations and financial condition, the Company does not assume any obligation to update or supplement any particular forward-looking statements contained in this document.

## Presentation Note

Unless otherwise noted, the information presented in this presentation reflects continuing operations only.

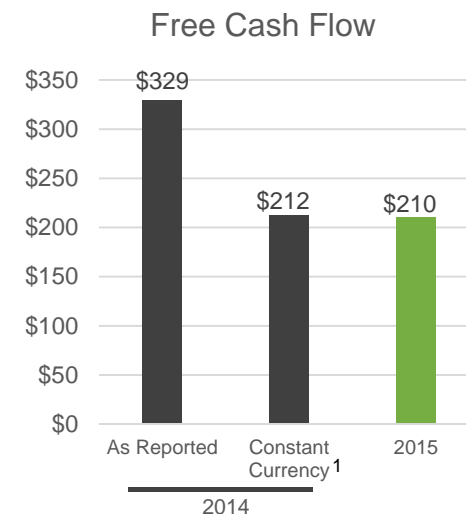
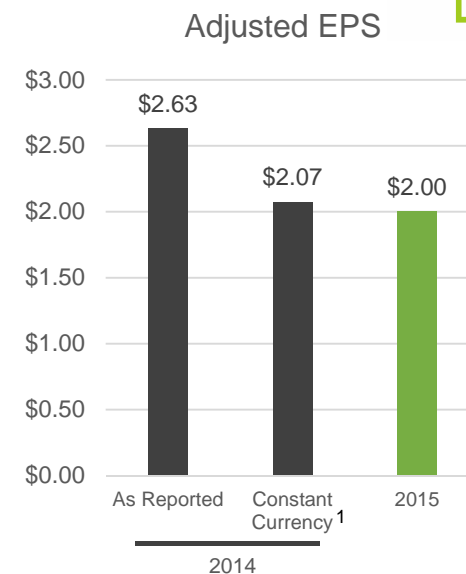
# Headlines

2015

- Adjusted EPS of \$2.00, in line with guidance
- Free cash flow of \$210 million
  - Comparable to 2014 in constant currency
- Launching strategic initiatives; impacting now
- Successfully integrating acquired business
  - Strong 4Q operations drive robust EBITDA margin
  - Accretive to free cash flow in 4Q15
- New global leadership team in place – the right capabilities to drive significant change, right now

2016

- Deliver higher earnings and free cash flow
  - Global focus on operational efficiencies and supply chain
  - Achieve planned synergies from acquired business
  - Invest selectively in organizational capabilities
- Use strong free cash flow to delever



<sup>1</sup> Prior year translated at 2015 exchange rates. See appendix for a reconciliation to adjusted earnings and constant currency for EPS and a reconciliation to free cash flow.

# Market trends unchanged

## **Mature markets: Stable demand trends, with pockets of growth**

- Consumer tastes drive increased demand for craft and premium products
  - Imports, particularly from Mexico, are the fastest growing segment of U.S. beer

## **Emerging geographies: Modest growth expected, with some uncertainty**

- Latin America still favorable
  - Brazil macros limit growth prospects in near term
  - Mexico and Andean region markets still growing
- Asia Pacific growth driven by China and Southeast Asia

## **Impact on O-I**

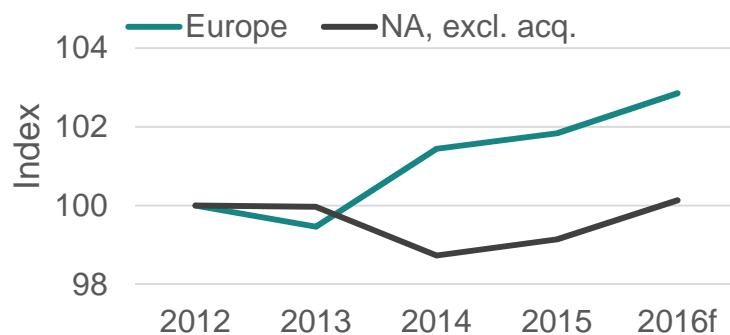
- Most O-I markets are solid, with no fundamental change in dynamics
  - O-I investing in serving leading brands of U.S. beer imports
- Taking balanced approach to price-volume dynamics in Europe
- Uncertain demand in Brazil
  - Continued growth in one-way premium glass for beer and non-beer categories

# Progress on key initiatives

## Stabilize, then selectively grow volumes

- Long-term contracts
  - Europe
  - North America
- Integrate sales and operations decision-making and execution

Improving sales volumes



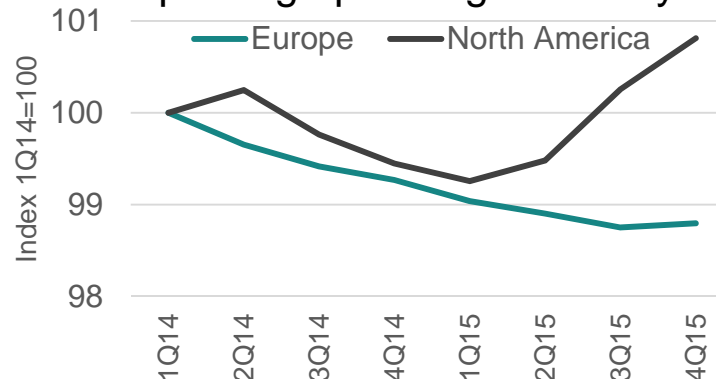
## Elevate plant performance

- Concrete targets at all plants
  - Plant Improvement Teams
  - Focused engineering initiatives

## Improve global supply chain

- Procurement
- Planning and logistics

Improving operating efficiency<sup>1</sup>



<sup>1</sup> Based on internal measurement of operating efficiency

More details coming at investor day on March 1, 2016



# 4Q15 segment sales and operating profit

Segment Sales	
(\$ Millions)	
4Q14 as reported	\$1,591
Currency	(200)
4Q14 at constant currency <sup>1</sup>	1,391
Price	5
Sales volume	21
Acquired business	197
4Q15	\$1,614

- Price on par with prior year 4Q
- Shipments up 14%; up 2% excluding acquisition
- Strengthening USD decreased sales by ~13%

Segment Operating Profit	
(\$ Millions)	
4Q14 as reported	\$180
Currency	(34)
4Q14 at constant currency <sup>1</sup>	146
Price	5
Sales volume	8
Operating costs	(5)
Acquired business	32
4Q15	\$186

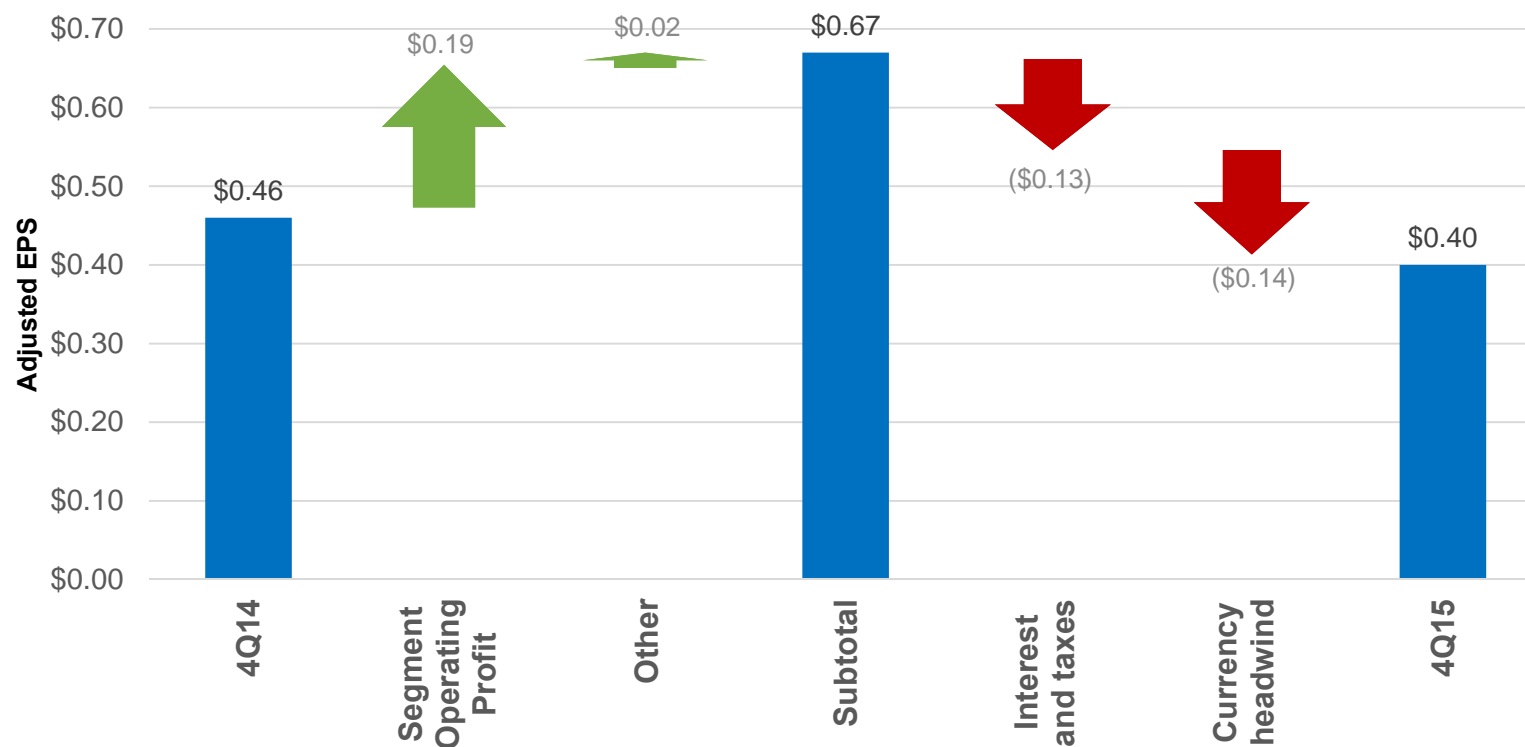
- Strong contribution from acquisition
- Currency headwinds
- Operating costs: Higher production volume mostly compensated for FX-induced inflation in LA and AP

<sup>1</sup> Prior year translated at 4Q15 exchange rates

Note: Reportable segment data excludes the Company's global equipment business

# 4Q15 adjusted EPS bridge

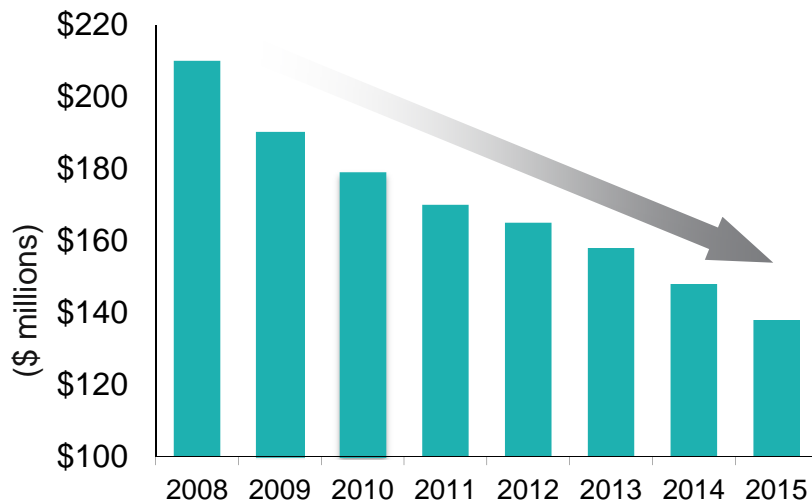
- Improved segment operating profit more than offsets higher interest expense and taxes
- 4Q15 is a record 4<sup>th</sup> quarter adjusted EPS in recent history on a constant currency basis



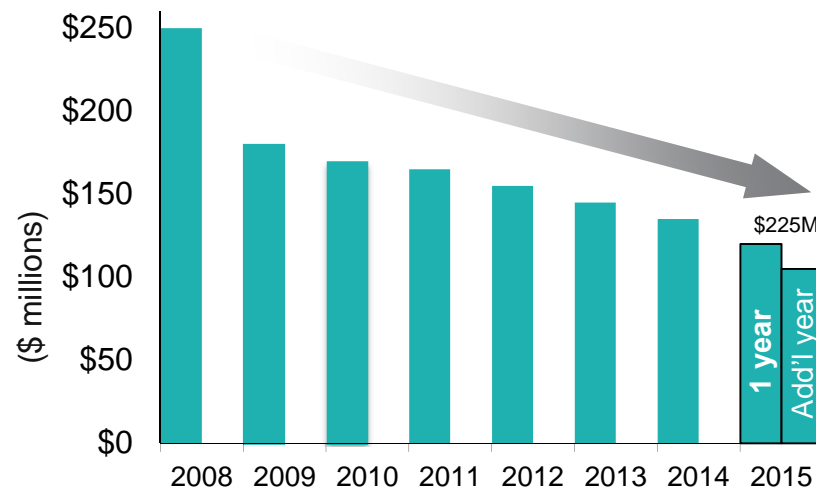
Currency headwind assumes 4Q15 exchange rates. See appendix for a reconciliation to adjusted earnings and constant currency for EPS.

# Continued favorable trends in asbestos

## Asbestos Payments



## Asbestos Expense



- Payments in 2015 were one-third lower than 2008
- Average age of claimant is >80 years old
- Asbestos liability on balance sheet now represents a 4 year view<sup>1</sup>
  - In past years, balance sheet liability reflected a 3 year view<sup>1</sup>
  - 4Q15 charge of \$225 million is effectively for two years
  - Average annual charge of \$112.5 million for 2015 continues downward trend of annual charges

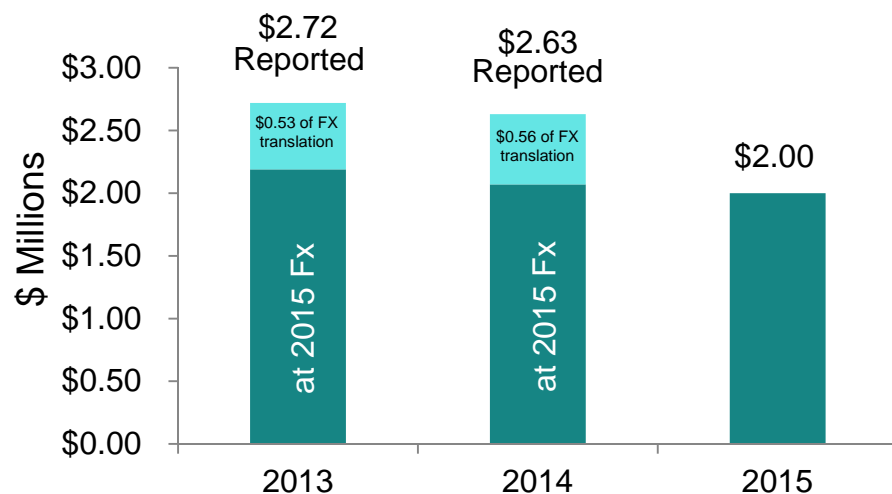
• 2008 – 2014 annual charge represent 1 year of expense  
 • 2015 charge reflects 2 years of expense

<sup>1</sup> Based on the Company's ability to reasonably estimate probable losses for asbestos claims not yet asserted against the Company.

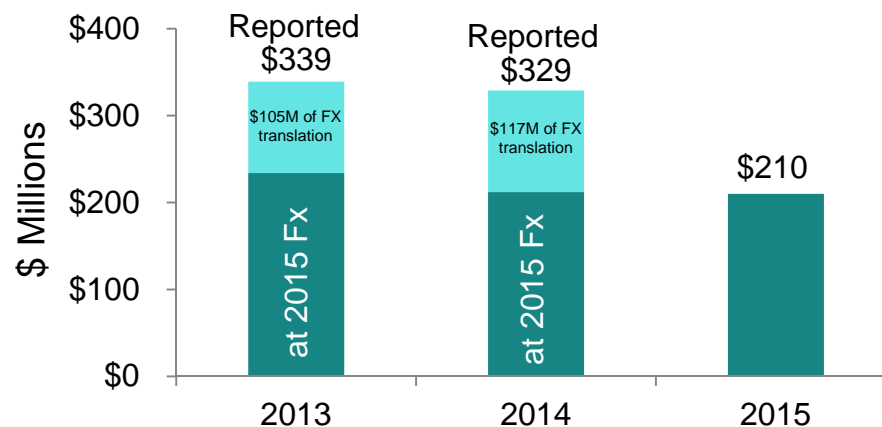


# 2015 financial summary

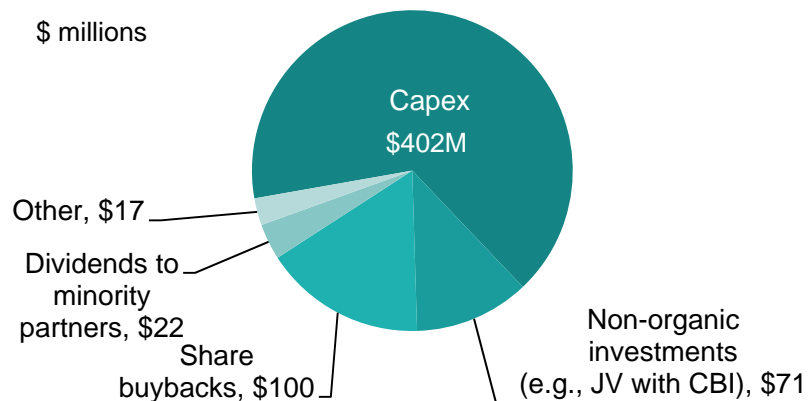
## Adjusted EPS<sup>1</sup>



## Free Cash Flow<sup>2</sup>



## Allocation of Cash from Continuing Operations



## Capital Allocation Priorities

- Prudent investment in business
- Focus on deleveraging the balance sheet
- Target ~3 times net debt to EBITDA<sup>3</sup> by 2018

<sup>1</sup> See appendix for a reconciliation to adjusted earnings and constant currency for EPS.

<sup>2</sup> Free cash flow is defined as cash provided by continuing operating activities less additions to property, plant and equipment. See appendix for free cash flow reconciliations.

<sup>3</sup> As defined in the Company's bank credit agreement.

# 2016 business outlook

Acquisition accretive and operations improve in largely stable macro environment



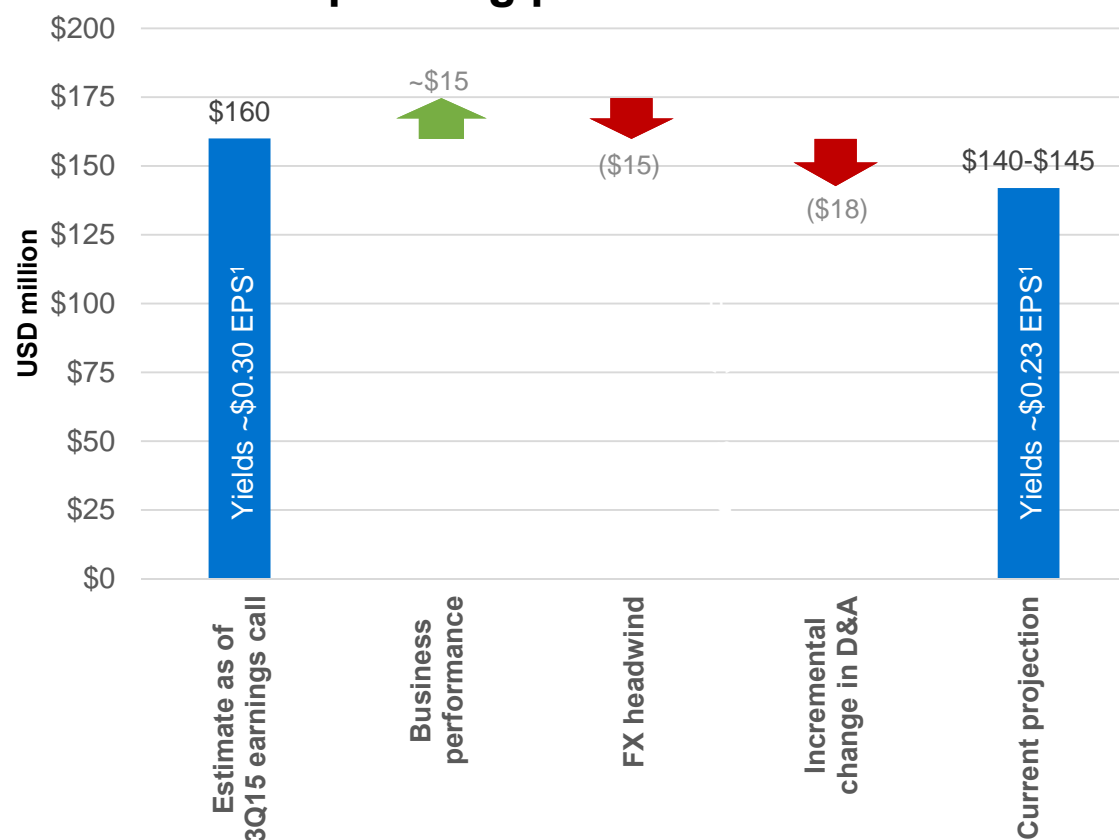
## 2016 YoY change in segment operating profit on a constant currency basis\*

Europe		<ul style="list-style-type: none"> <li>Improving operational performance on largely stable sales volumes</li> <li>Price likely to cover cost inflation, after carryover headwind in 1Q16</li> </ul>
North America		<ul style="list-style-type: none"> <li>Legacy: higher volume driven by long-term beer contract with CBI; improving operational performance</li> <li>Acquisition: full year (additional 8 months) of distribution business</li> </ul>
Latin America		<ul style="list-style-type: none"> <li>FX headwinds on translation and USD-priced raw materials</li> <li>Legacy: modestly lower volume mostly offset by cost containment</li> <li>Acquisition: full year results, plus uptick from new furnace in Mexico</li> </ul>
Asia Pacific		<ul style="list-style-type: none"> <li>Volume uptick from beer contract and Australian wine exports</li> <li>Headwinds from inflation and non-repeat of insurance benefit</li> </ul>
<b>Segment Operating Profit</b>		<ul style="list-style-type: none"> <li>Projecting 100+ bps margin expansion</li> </ul>

\* 2015 translated at Dec. 31, 2015 exchange rates

# Acquisition update: Strong underlying operations

## Anticipated impact on segment operating profit in 2016



- Strong business performance
- New Monterrey furnace to supply the fastest growing beer segment in the US
- Mexican peso devaluation
  - Impacts translation
  - Impacts USD-based costs
- D&A higher than initially expected
  - Valuation studies yield high value to strong and long customer relationships
- ~\$0.23 EPS accretion in 2016

<sup>1</sup> Assumes 4.2% interest rate on purchase price and 30% tax rate.

## Acquisition expected to generate strong cash flow

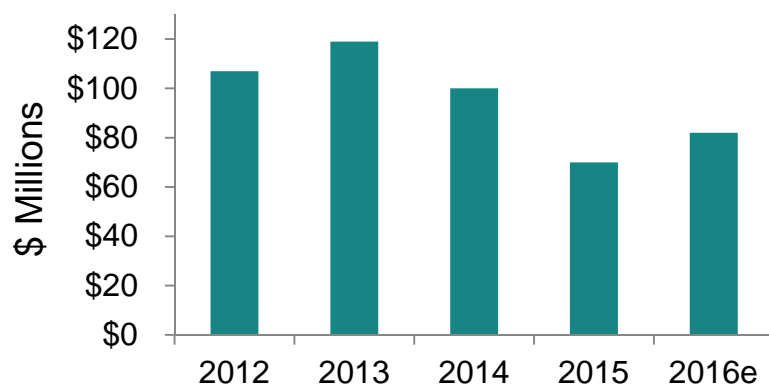
- Acquisition contributed positive free cash flow generation in 4Q15
- Expected cash flow<sup>1</sup> generation of ~\$85M in 2016, in line with expectations
- Capex reverts to a more normalized level of ~\$65M
  - Capex in 2015 was unusually high, driven by the construction of a new furnace in Monterrey
- Potential synergy opportunities in management of accounts receivable and accounts payable
- On track to deliver cash flow of \$100M in 2018

Note: assumes 4.2% interest rate on purchase price, a 30% tax rate and an MXN rate of 17.25.

<sup>1</sup> Cash flow excludes VAT refund expected during 2016.

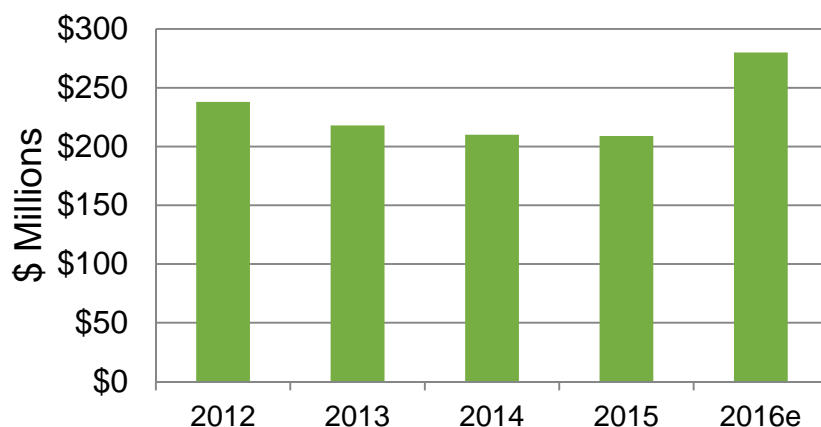
# 2016 non-operational outlook

**Corporate Expense**



- Corporate expense expected to be substantially lower than average of prior years
  - However, 2015 benefited from currency hedges, sales of machine parts and reduced management incentive compensation

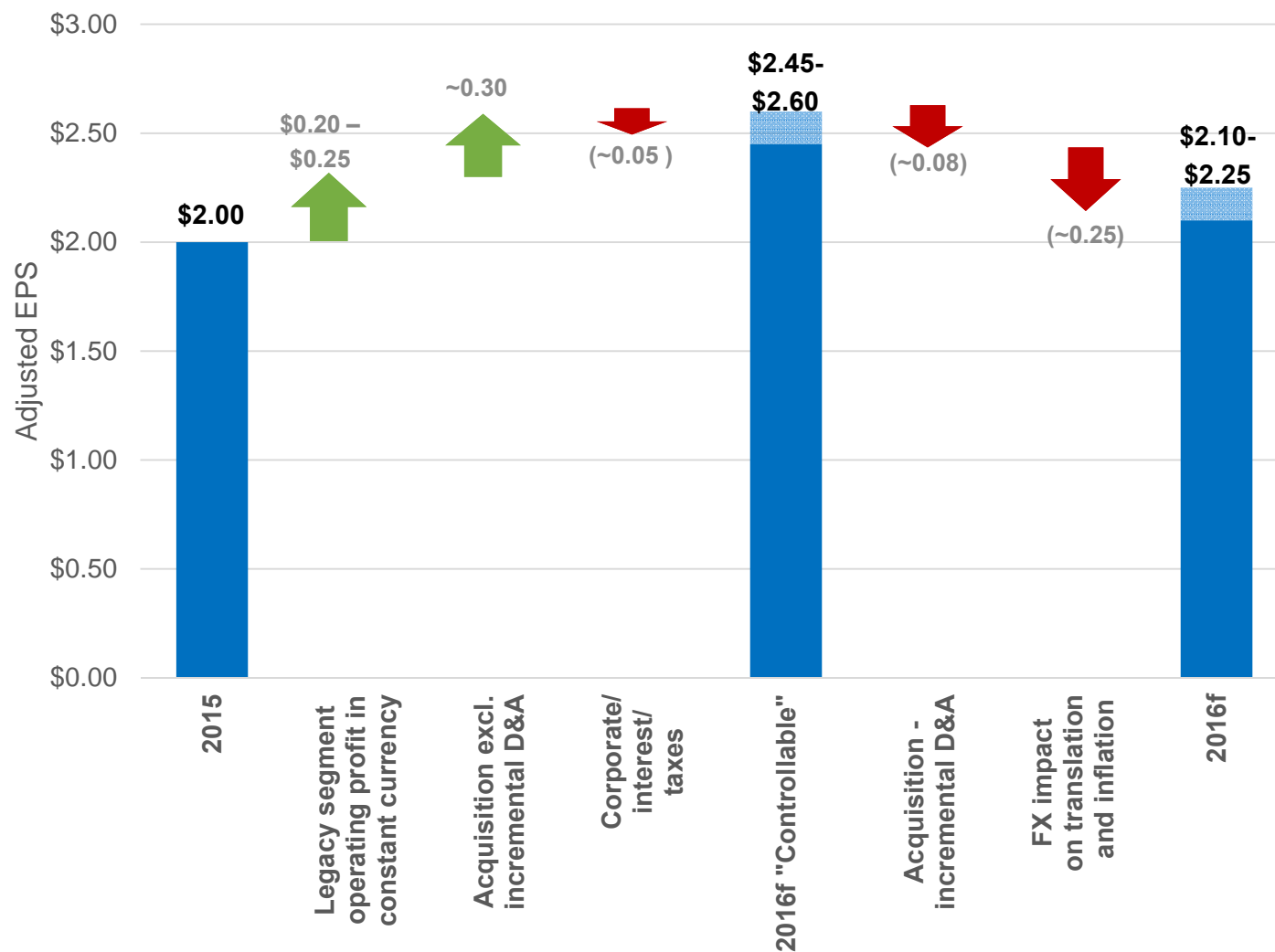
**Net Interest Expense<sup>1</sup>**



- Higher expected interest expense driven by acquisition debt
- Tax rate<sup>1</sup> expected to be in the range of 26-28%
  - Mexican statutory tax rate 30%
  - Geographic mix of earnings

<sup>1</sup> Exclusive of items management considers not representative of ongoing operations

# Higher adjusted EPS expected in 2016



# 1Q16 adjusted EPS guidance

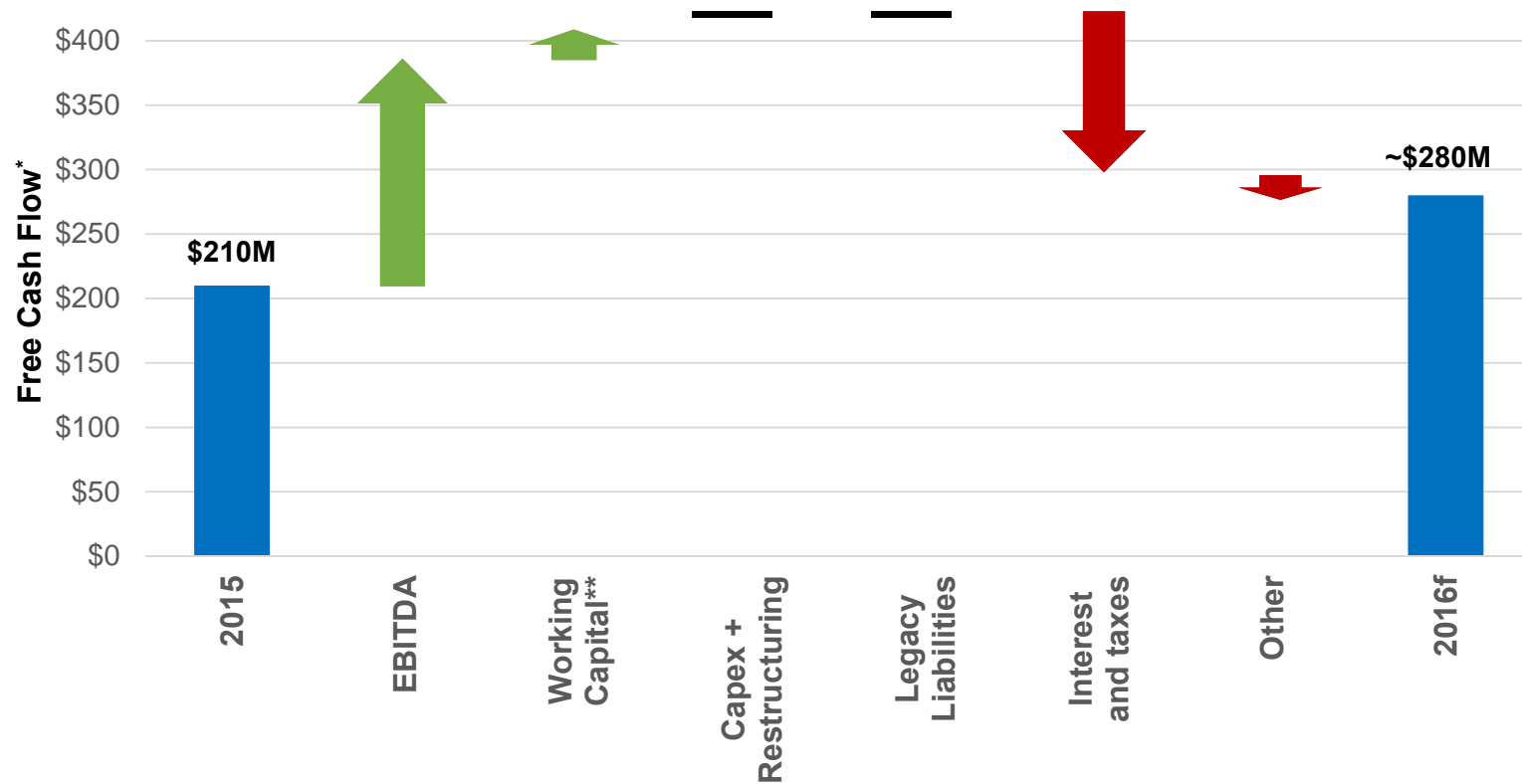
Guidance modestly up since December



	<b>1Q15 Adjusted EPS</b>	<b>\$0.44</b>	
	Currency Impact	(\$0.08)	Assumptions: <sup>1</sup> EUR = 1.10; BRL = 4.00; COP = 3,200; AUD= 0.73; MXN = 17.25
	<b>1Q15 Adjusted EPS – Constant Currency</b>	<b>\$0.36</b>	
On a constant currency basis <sup>1</sup>	Europe		<ul style="list-style-type: none"> <li>Carryover pricing pressure; improving operations</li> </ul>
	North America		<ul style="list-style-type: none"> <li>Legacy: positive momentum in operations</li> <li>Acquisition: uptick from distribution business</li> </ul>
	Latin America		<ul style="list-style-type: none"> <li>Legacy: low single-digit decline in demand, plus FX inflation</li> <li>Acquisition: continued strong financial contribution</li> </ul>
	Asia Pacific		<ul style="list-style-type: none"> <li>Higher sales volume offset by FX cost inflation and temporary production downtime</li> </ul>
	<b>Segment Operating Profit</b>		
	Corporate and Other Costs		<ul style="list-style-type: none"> <li>Corporate of ~\$24M</li> <li>Acquisition increases interest expense and tax rate</li> </ul>
	<b>1Q16 Adjusted EPS</b>	<b>\$0.37- \$0.42</b>	<ul style="list-style-type: none"> <li>Higher adjusted EPS on a constant currency basis</li> </ul>

<sup>1</sup> Prior year translated at 2016 budget exchange rates, which approximate year-end 2015 exchange rates.

# 2016 free cash flow expected to be ~\$280M



\* Free cash flow is defined as cash provided by continuing operating activities less additions to property, plant and equipment. See appendix for free cash flow reconciliations.

\*\* Working capital includes an approximate \$135M expected VAT refund from the acquired business

Note: Based on year-end 2015 exchange rates.



# Capital structure review

Deleveraging remains the key priority for use of FCF

- Total debt \$5.6B at year-end 2015
  - Acquisition funding of \$2.25B at ~4.2% blended interest rate
  - Repaid remaining 7.375% senior notes due in 2016
  - Leverage ratio of 4.0 times at 12/31/15
- Negotiated more flexible leverage ratio covenant in light of volatile FX environment
  - 5 times net debt to EBITDA through 3Q16
  - Then 4.5 times through 3Q17
- Clear capital allocation priorities
  - Focus on deleveraging
  - Target ~3 times leverage ratio by 2018

Expected allocation of cash flow in 2016	
<b>Cash flow from Operations</b>	<b>~\$730M</b>
Capex	~(\$450M)
<b>Free Cash Flow</b>	<b>~\$280M</b>
Investment in JV with CBI	~(\$80M)
Non-controlling interests	~(\$20M)
<b>Net debt reduction</b>	<b>~\$180M</b>

# Q&A



# Appendix

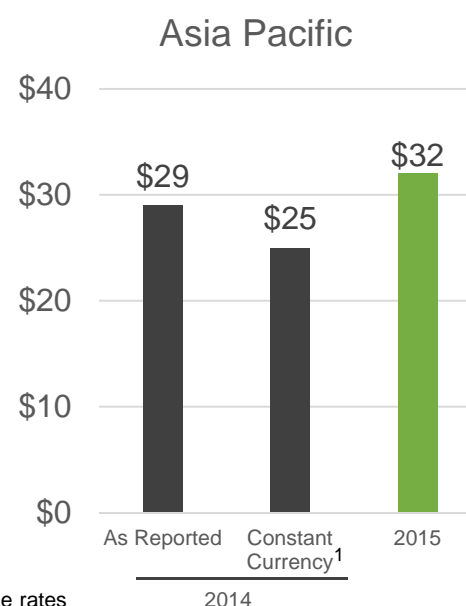
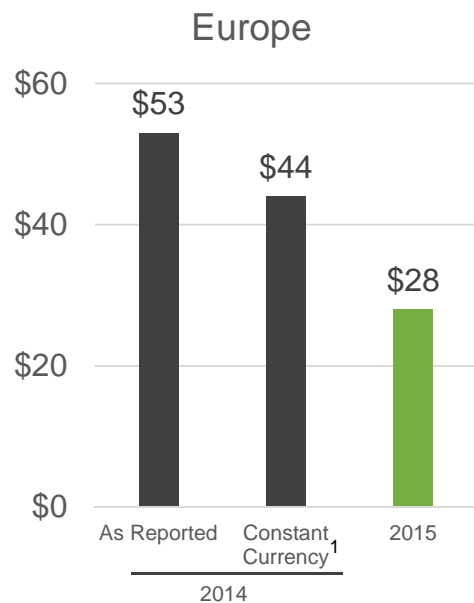


# Full year Adjusted EPS bridge

Full Year Adjusted EPS	
2014 Adjusted EPS	\$2.63
Currency	(0.56)
2014 Adjusted EPS at constant currency <sup>1</sup>	2.07
Segment operating profit	(0.11)
Retained corporate costs	0.13
Net interest expense	(0.06)
Effective tax rate	(0.06)
Noncontrolling interests	(0.02)
Share count reduction	0.05
Total reconciling items	(0.07)
2015 Adjusted EPS	\$2.00

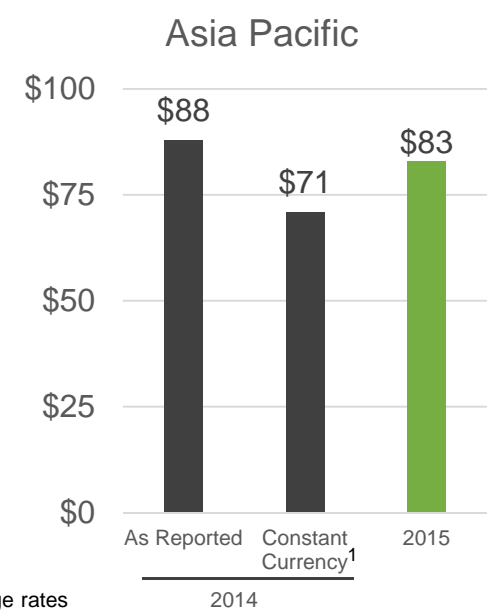
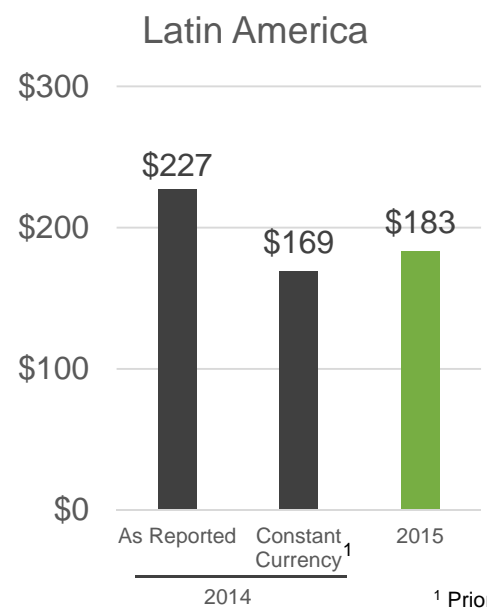
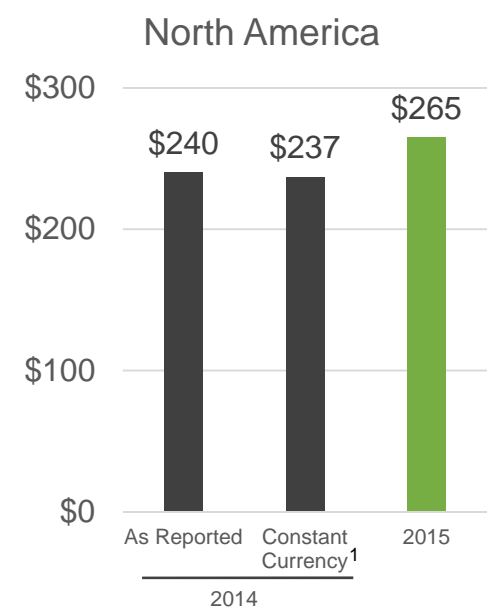
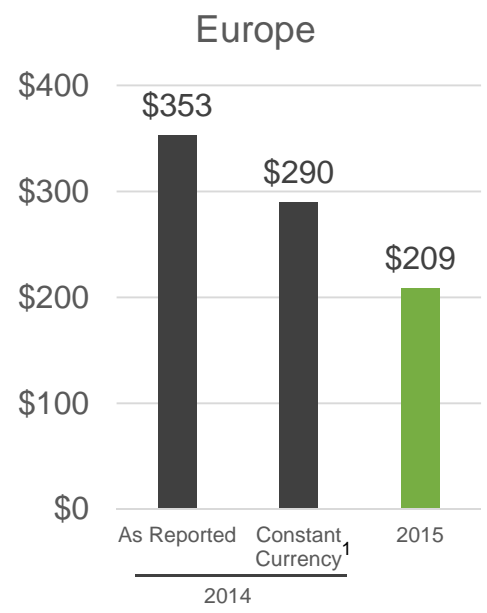
<sup>1</sup> Prior year translated at 2015 exchange rates. See appendix for a reconciliation to adjusted earnings and constant currency for EPS.

# 4Q regional segment operating profit



<sup>1</sup> Prior year translated at 4Q15 exchange rates

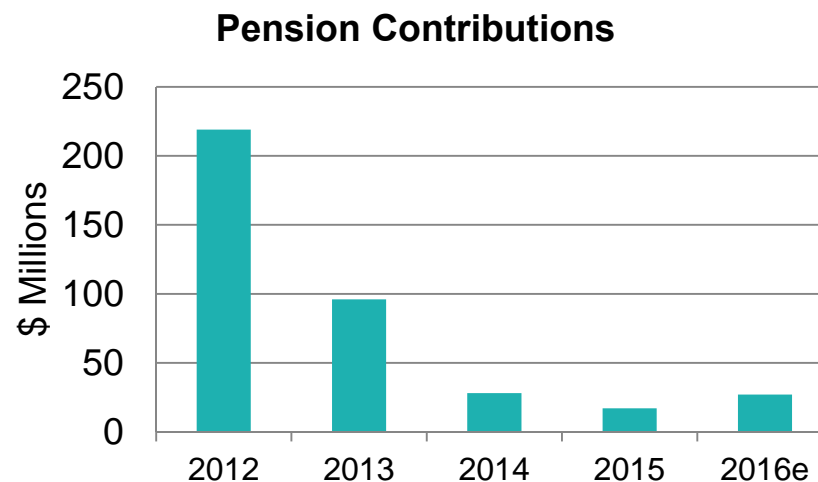
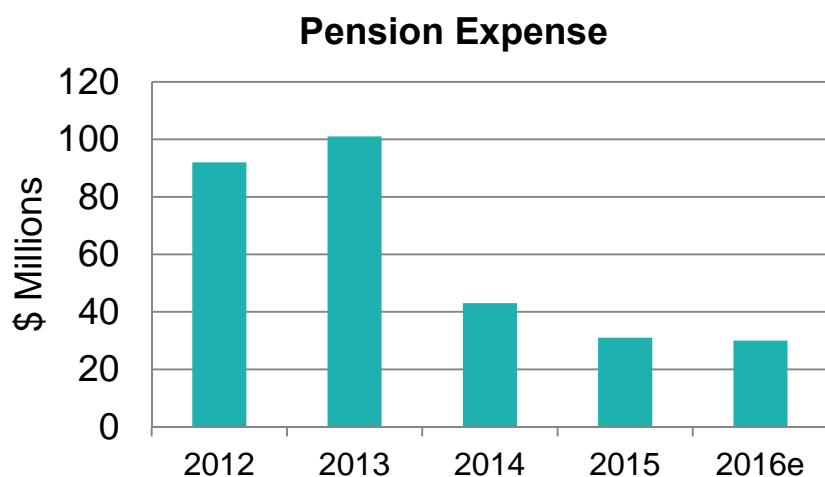
# Full year regional segment operating profit



<sup>1</sup> Prior year translated at 2015 exchange rates

# Pension

- In 2015, pension contributions were ~\$10M lower than prior year
- Modest uptick in pension contributions in 2016 due to waning benefit from prior discretionary payments (e.g., in 2012)
- Management endeavors to reduce risk profile of pension liabilities over time



- Sustained non cash pension expense<sup>1</sup> reduces EPS by ~\$0.50

<sup>1</sup> Related to the "amortization of actuarial loss" component of pension expense, which may be excluded in certain non-GAAP pension accounting methods



# 4Q price, volume and currency impact on reportable segment sales



\$ Millions

	Europe	North America	Latin America	Asia Pacific	Total <sup>1</sup>
4Q14 Segment Sales	\$589	\$460	\$333	\$209	\$1,591
Currency	(71)	(7)	(93)	(29)	(200)
4Q14 at constant currency	518	453	240	180	1,391
Price	(7)	(2)	15	(1)	5
Volume (excl. acquisition)	4	7	(4)	14	21
Acquisition	-	61	136	-	197
Total reconciling	(3)	66	147	13	223
4Q15 Segment Sales	\$515	\$519	\$387	\$193	\$1,614

<sup>1</sup> Reportable segment sales exclude the Company's global equipment business



# Full year price, volume and currency impact on reportable segment sales



\$ Millions

	Europe	North America	Latin America	Asia Pacific	Total <sup>1</sup>
FY14 Segment Sales	\$2,794	\$2,003	\$1,159	\$793	\$6,749
Currency	(445)	(26)	(293)	(117)	(881)
FY14 at constant currency	2,349	1,977	866	676	5,868
Price	(34)	(14)	65	2	19
Volume (excl. acquisition)	9	(4)	(45)	(7)	(47)
Acquisition	-	80	178	-	258
Total reconciling	(25)	62	198	(5)	230
FY15 Segment Sales	\$2,324	\$2,039	\$1,064	\$671	\$6,098

<sup>1</sup> Reportable segment sales exclude the Company's global equipment business

# Reconciliation to adjusted earnings and constant currency



The reconciliation below describes the items that management considers not representative of ongoing operations.

(Dollars in millions, except per share amounts)	Three months ended		Year ended		
	December 31		December 31		
	2015	2014	2015	2014	2013
Earnings(loss) from continuing operations attributable to the Company	\$ (201)	\$ (199)	\$ (70)	\$ 98	\$ 202
Items impacting cost of goods sold:					
Acquisition-related fair value inventory adjustments	12		22		
Pension settlement charges		50		50	
Restructuring, asset impairment and related charges				8	
Items impacting selling administrative expense					
Pension settlement charges		15		15	
Items impacting equity earnings			5	5	
Items impacting other expense, net:					
Charges for asbestos related costs	225	135	225	135	145
Restructuring, asset impairment and related charges	11	7	75	78	119
Acquisition-related fair value intangible adjustments	10		10		
Strategic transaction costs	4		23		
Non-income tax charge		69		69	
Items impacting interest expense:					
Charges for note repurchase premiums and write-off of finance fees		20	42	20	11
Items impacting income tax:					
Net benefit for income tax on items above	(5)	(14)	(15)	(34)	(14)
Net expense (benefit) for certain tax adjustments	8	(8)	8	(8)	
Items impacting net earnings (loss) attributable to noncontrolling interests:					
Net impact of noncontrolling interests on items above					(13)
Total adjusting items	<u>265</u>	<u>274</u>	<u>395</u>	<u>338</u>	<u>248</u>
Adjusted earnings	<u>\$ 64</u>	<u>\$ 75</u>	<u>\$ 325</u>	<u>\$ 436</u>	<u>\$ 450</u>
Currency effect on earnings (2013 and 2014 only) <sup>(1)</sup>		<u>\$ (22)</u>		<u>\$ (92)</u>	<u>\$ (87)</u>
Earnings on a constant currency basis (2013 and 2014 only)		<u>\$ 53</u>		<u>\$ 344</u>	<u>\$ 363</u>
Diluted average shares (thousands)	<u>160,827</u>	<u>164,422</u>	<u>161,169</u>	<u>166,047</u>	<u>165,828</u>
Earnings (loss) per share from continuing operations (diluted)	<u>\$ (1.25)</u>	<u>\$ (1.20)</u>	<u>\$ (0.44)</u>	<u>\$ 0.59</u>	<u>\$ 1.22</u>
Adjusted earnings per share <sup>(2)</sup>	<u>\$ 0.40</u>	<u>\$ 0.46</u>	<u>\$ 2.00</u>	<u>\$ 2.63</u>	<u>\$ 2.72</u>
Adjusted earnings per share on a constant currency basis		<u>\$ 0.32</u>		<u>\$ 2.07</u>	<u>\$ 2.19</u>

(1) Currency effect on earnings determined by using month-end foreign currency exchange rates in the three and twelve month periods ended December 31, 2015, to translate the local currency results for the same periods in 2013 and 2014.

(2) For adjusted earnings per share, the diluted average shares (in thousands) are 161,733 and 162,135 for the three months and year ended December 31, 2015, respectively.

# Reconciliation to free cash flow

	2015	2014	2013
Cash provided by continuing operating activities	\$ 612	\$ 698	\$ 700
Additions to property, plant and equipment	(402)	(369)	(361)
Free cash flow	\$ 210	\$ 329	\$ 339
Currency effect on free cash flow (2013 and 2014 only) <sup>(1)</sup>		(117)	(105)
Free cash flow on a constant currency basis		\$ 212	\$ 234

(1) Currency effect on free cash flow determined by using month-end foreign currency exchange rates in 2015 to translate the local currency results for the same periods in 2013 and 2014.



# Leverage ratio

## Reconciliations of adjusted EBITDA and net debt

\$ Millions	Year ended December 31			Twelve Months Ending 9/30/2015
	2015	2014	2013	
Earnings (loss) from continuing operations	\$ (47)	\$ 126	\$ 215	\$ (42)
Interest expense	258	235	239	263
Provision for income taxes	106	92	120	76
Depreciation	323	335	350	309
Amortization of intangibles	97	83	47	75
EBITDA	<u>737</u>	<u>871</u>	<u>971</u>	<u>681</u>
Adjustments to EBITDA:				
Charges for asbestos-related costs	225	135	145	135
Restructuring, asset impairment and other	80	91	119	75
Strategic transaction costs	23			19
Acquisition-related fair value inventory adjustments	22			10
Pro forma EBITDA for acquisitions <sup>1</sup>	205			281
Non-income tax charge		69		69
Pension settlement charges		65		65
Adjusted EBITDA	<u>\$ 1,292</u>	<u>\$ 1,231</u>	<u>\$ 1,235</u>	<u>\$ 1,335</u>
Total debt	\$ 5,573	\$ 3,460	\$ 3,567	\$ 5,859
Less cash	399	512	383	270
Net debt	<u>\$ 5,174</u>	<u>\$ 2,948</u>	<u>\$ 3,184</u>	<u>\$ 5,589</u>
Net debt divided by adjusted EBITDA	4.0	2.4	2.6	4.2

<sup>1</sup> Based on historical EBITDA of acquired entities and for those periods not already included in net earnings from continuing operations

# Reconciliation of segment operating profit



\$ Millions

	<b>4Q</b>		<b>Full Year</b>
4Q14 Segment Operating Profit	\$180	2014 Segment Operating Profit	\$908
Currency	<u>(34)</u>	Currency	<u>(141)</u>
4Q14 at constant currency <sup>1</sup>	146	2014 at constant currency <sup>1</sup>	767
Price	5	Price	19
Sales volume (excl. acquisition)	8	Sales volume (excl. acquisition)	(8)
Operating costs	(5)	Operating costs	(84)
Acquisition	<u>32</u>	Acquisition	<u>46</u>
Total reconciling	<u>40</u>	Total reconciling	<u>(27)</u>
4Q15 Segment Operating Profit	<u><u>\$186</u></u>	2015 Segment Operating Profit	<u><u>\$740</u></u>

<sup>1</sup> Prior year translated at 2015 exchange rates

Note: Reportable segment data excludes the Company's global equipment business

# Estimated impact from currency rate changes



Translation impact on EPS from a 10% change compared with the U.S. dollar

Currency	Approximate EPS impact
Euro	\$0.10
Mexican peso	\$0.07
Brazilian real	\$0.05
Colombian peso	\$0.03
Australian dollar + New Zealand dollar	\$0.05