



PLATFORM SPECIALTY
PRODUCTS CORPORATION

First Quarter 2018



MacDermid
PERFORMANCE SOLUTIONS



Arysta
LifeScience

May 3, 2018

Safe Harbor

Please note that in this presentation, we may discuss events or results that have not yet occurred or been realized, commonly referred to as forward-looking statements. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements made by or on behalf of the Company. Such discussion and statements will often contain words such as “expect,” “anticipate,” “project,” “will,” “should,” “believe,” “intend,” “plan,” “estimate,” “predict,” “seek,” “continue,” “outlook,” “may,” “might,” “should,” “can have,” “likely,” “potential,” “target,” and variation of such words and similar expressions, and relate in this presentation, without limitation, to statements, beliefs, projections and expectations regarding the Company’s proposed separation of its businesses; the expected form, structure and timing of the proposed separation and its anticipated benefits as well as the Company’s 2018 outlook, including 2018 cash flow outlook, organic sales growth expectations, anticipated translational foreign exchange impacts and the Company’s 2018 adjusted EBITDA guidance; full year cash interest, taxes and capital expenditures; reduced leverage; restructuring costs and other noncash charges; outlook for the Company’s markets and the demand for its products; bank leverage ratios; and the anticipated impact of the U.S. Tax Cuts and Jobs Act of 2017 (the “Tax Reform”).

These projections and statements are based on management's estimates and assumptions with respect to future events and financial performance and are believed to be reasonable, though are inherently uncertain and difficult to predict. Actual results could differ materially from those projected as a result of certain factors, which include, among others, the Company’s ability to successfully complete the proposed separation and realize the anticipated benefits from it; the final form, structure and timing for completion of the proposed separation; adverse effects on the two companies’ business operations or financial results and the market price of the Company’s shares as a result of the completion of the proposed separation and/or announcement and completion of related transactions; market volatility; legal, tax and regulatory requirements; the impact of the Tax Reform on the proposed separation and the Company’s businesses; unanticipated delays and transaction expenses; the impact of the proposed separation on the Company’s employees, customers, suppliers and lenders; the ability of the two companies to operate independently following the proposed separation; the diverting of management’s attention from the Company’s ongoing business operations; overall global economic and business conditions impacting the businesses of the two companies, as well as capital markets and liquidity; the possibility of more attractive strategic options arising in the future; and the impact of any future acquisitions or additional divestitures, restructurings, refinancings, and other unusual items, including Platform’s ability to raise new debt and equity and to integrate and obtain the anticipated benefits, results and synergies from these items or other related strategic initiatives. Forward-looking statements regarding the anticipated impact of the Tax Reform on the Company’s businesses consist of preliminary estimates, which are based on currently available information as well as management’s current interpretations, assumptions and expectations relating to the Tax Reform, and subject to change, possibly materially, as the Company completes its analysis. Additional information concerning these and other factors that could cause Platform’s actual results to vary is, or will be, included in Platform’s periodic and other reports filed with the Securities and Exchange Commission. Platform undertakes no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

Non-GAAP Information



To supplement the financial measures prepared in accordance with generally accepted accounting principles in the United States (“GAAP”), the Company uses the following non-GAAP financial measures: EBITDA, adjusted EBITDA, adjusted EBITDA margin, adjusted EBITDA guidance, adjusted earnings (loss) per share (EPS) and organic sales growth. The Company also evaluates and presents its results of operations on a constant currency basis.

The reconciliations of these non-GAAP measures to the most directly comparable financial measures calculated and presented in accordance with GAAP can be found in the appendices of this presentation and the tables included in the Company’s earnings release dated May 3, 2018 (the “earnings release”), a copy of which can be found on the Company’s website at www.platformspecialtyproducts.com. This presentation should be read in conjunction with the earnings release. The Company only provides adjusted EBITDA guidance and organic sales growth expectations on a non-GAAP basis and does not provide reconciliations of such forward-looking non-GAAP measures to GAAP due to the inherent difficulty in forecasting and quantifying certain amounts that are necessary for such reconciliations, including adjustments that could be made for restructurings, refinancings, divestitures, integration and acquisition-related expenses, share-based compensation amounts, non-recurring, unusual or unanticipated charges, expenses or gains, adjustments to inventory and other charges reflected in the reconciliation of historic numbers, the amount of which, based on historical experience, could be significant.

Management internally reviews each of these non-GAAP measures to evaluate performance on a comparative period-to-period basis in terms of absolute performance, trends and expected future performance with respect to the Company’s business, and believes that these non-GAAP measures provide investors with an additional perspective on trends and underlying operating results on a period-to-period comparable basis. Platform also believes that investors find this information helpful in understanding the ongoing performance of its operations separate from items that may have a disproportionate positive or negative impact on Platform's financial results in any particular period. These non-GAAP financial measures, however, have limitations as analytical tools, and should not be considered in isolation from, or a substitute for, or superior to, the related financial information that Platform reports in accordance with GAAP. The principal limitations of these non-GAAP financial measures is that they exclude significant expenses and income that are required by GAAP to be recorded in the Company’s financial statements, and may not be completely comparable to similarly titled measures of other companies due to potential differences in the method of calculation between companies. In addition, these measures are subject to inherent limitations as they reflect the exercise of judgment by management about which items are excluded or included in determining these non-GAAP financial measures. Investors are encouraged to review the reconciliations of these non-GAAP financial measures to their most comparable GAAP financial measures included herein and in the earnings release, and not to rely on any single financial measure to evaluate Platform’s businesses.

Please see the appendices to this presentation for a more detailed description of each non-GAAP financial measure used by the Company, including the adjustments reflected in each of them and the reason why we believe such non-GAAP measures are useful to investors.

Platform Q1 Results

(\$ in millions)	Q1 2018	Q1 2017	YoY%	Constant Currency*	Organic*
				YoY%	YoY%
Net Sales	\$964	\$862	12%	5%	5%
Performance Solutions	492	447	10%	3%	4%
Agricultural Solutions	472	415	14%	6%	6%
GAAP Diluted EPS	\$0.13	\$(0.09)			
<hr/>					
Adj. EBITDA*	207	193	7%	(3)%	
% margin	21.5%	22.4%	(90) bps	(160) bps	
<hr/>					
Performance Solutions	112	102	9%	2%	
% margin	22.7%	22.9%	(20) bps	(30) bps	
<hr/>					
Agricultural Solutions	95	91	5%	(8)%	
% margin	20.2%	21.9%	(170) bps	(290) bps	
<hr/>					
Adj. EPS*	\$0.21	\$0.16	31%		

- Net sales grew 12% driven by organic growth in both Agricultural Solutions and Performance Solutions
 - Strong contribution from LatAm, particularly Brazil, and positive start to the North American Ag season
 - Healthy end-markets in Performance Solutions drove growth in Electronics, Industrial and Assembly businesses
 - ~\$60 million FX translation benefit driven primarily by the Euro
- GAAP diluted EPS of \$0.13 increased year-over-year driven primarily by non-operating foreign exchange gains and lower interest expense in the quarter
 - Adjusted EPS* grew 31% year over year
- Constant currency adj. EBITDA* declined 3% due to gross margin pressure from product mix in both segments and pressure from increased pricing from Chinese suppliers, the impact of which is expected to moderate through the remainder of the year

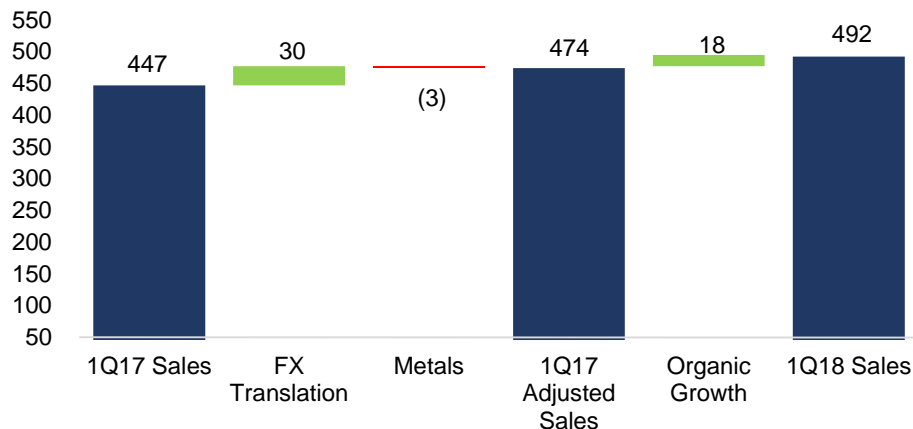
1. Constant currency, on this chart and subsequent charts, refers to the financial results of the current period translated at the prior period exchange rates

2. Organic sales growth, on this chart and subsequent charts, excludes the impact of currency, metal prices, acquisitions and/or divestitures, as applicable

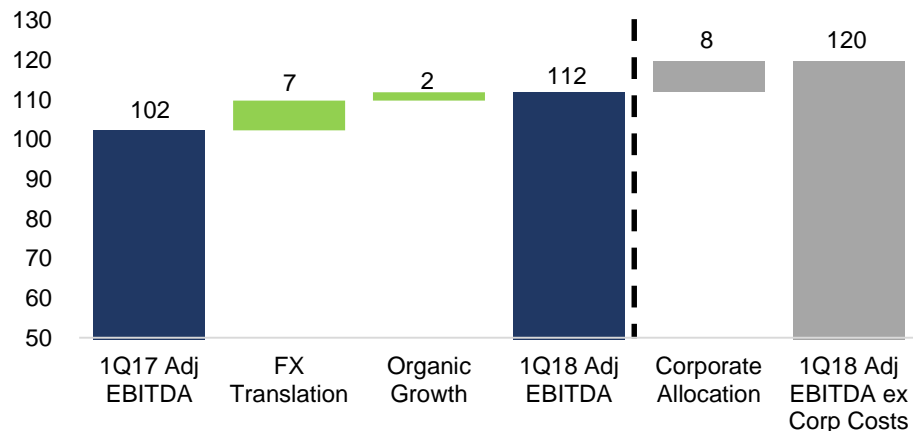
* The financial measures, on this chart and on subsequent charts, are not in accordance with GAAP. For definitions of these non-GAAP measures, discussions of adjustments and reconciliations, please refer to the appendices of this presentation

Performance Solutions Q1 Results

Net Sales (\$mm)



Adj. EBITDA* (\$mm)



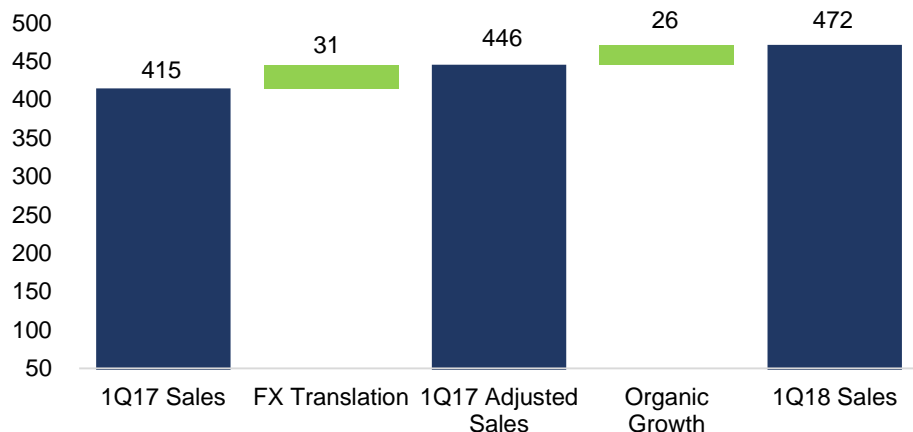
- Net sales increased by \$45 million or 10% in 1Q18 due primarily to FX tailwinds and organic growth in all major verticals
- Organic sales* increased 4% in the quarter
 - Industrial and Alpha growth continued in line with expectations due to relatively healthy end-markets
 - Electronics growth driven both by Asia demand improvement and process equipment sales
 - Offshore and Graphics sales were roughly flat, but an improving demand environment driving a positive full year outlook
- Adj. EBITDA* increased 9% year-over-year, and increased 2% on a constant currency basis
 - Customer and product mix impacts in Electronics - expected to improve as demand ramps throughout the year
 - Increased metals prices drove lower margin sales growth, muting incremental margins primarily in Industrial
 - Cost pressures from facility rationalization expected to be transitory with mitigation actions already underway across the supply chain

* See Non-GAAP footnotes on p. 4

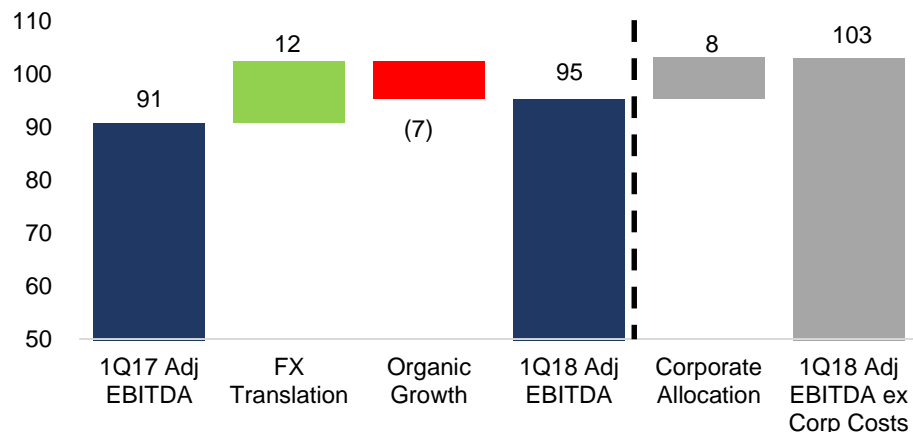
Note: Totals may not sum due to rounding

Agricultural Solutions Q1 Results

Net Sales (\$mm)



Adj. EBITDA* (\$mm)



- Net sales increased by \$57 million or 14% in 1Q18 driven by FX tailwinds primarily in the Euro and organic growth across geographies
- Organic sales* increased 6% in the quarter
 - Strong finish to the selling season in Brazil and strong sales in the Americas driven by row crops in the US
 - European growth was muted by cold weather that delayed planting in Central & Eastern Europe
 - Continued contributions from new market expansion initiatives
- Adj. EBITDA* grew 5% year-over-year and declined 8% on a constant currency* basis
 - Delayed cereal herbicide sales in North America vs prior year, impacting margin mix – expected to be recaptured in the balance of the year
 - Pricing actions and anticipated volume benefits throughout 2018 expected to moderate impact of inflation on certain raw materials sourced from China
 - Investment in “boots on the ground” to drive growth in new, high-value markets funded by continuous cost improvement initiatives
- Compelling strategic investments:
 - Agreement to acquire New Zealand crop protection business
 - Licensed compelling active ingredient for the large and growing Indian rice market

* See Non-GAAP footnotes on p. 4

Note: Totals may not sum due to rounding

Balance Sheet & Cash Flow Considerations

Key Cash Flow Items

- Q1 working capital driven by Ag's normal seasonal patterns
 - Phasing and geographic mix of Q1 sales (stronger growth in LatAm vs. Europe) drove investment of ~\$210 million
 - Inventory build driven in part by facility rationalization initiatives in both segments
- Cash interest savings of \$7 million year-over-year in the quarter
- Cash taxes increased modestly as a result of higher operating earnings

Q1 2018 Cash Flow Uses and Updated Outlook

\$ millions	Q1'18 YTD	2018E
Cash Interest	\$86	~\$300
Cash Taxes	\$48	~\$145-\$165
Net Capex ¹	\$23	~\$100

Balance Sheet Management

- Net debt increased modestly primarily due to seasonal working capital investments and Euro FX translation
 - Increase from FX of ~ \$50 million
- Revolver draw of \$52 million, \$33 million lower than the same period last year

Q1 2018 Debt Summary

Instrument	\$ millions
Corporate Revolver	\$52
Term Loans and Other	3,243
Total First Lien Debt	\$3,295
Total Unsecured Debt	\$2,382
Total Debt	\$5,677
Cash Balance at 3/31/18	413
Net Debt	\$5,264
Adjusted Shares Outstanding ²	302
Market Capitalization ³	2,908
Total Capitalization	\$8,172

1. Net Capex includes capital expenditures and investments in registrations of products less proceeds from disposal of property, plant and equipment

2. See Appendix on p13 for reconciliation to Adjusted Share Counts

3. Based on Platform's closing price of \$9.63 at March 29, 2018, the last trading day of Q1 2018

Separation Update

- Continued progress against 2018 separation objectives
- Operational separation complete
 - Arysta has begun hiring to fill necessary organizational roles
- Transaction-related workstreams executing against action plan to establish separate capital structures for Arysta and Platform businesses
 - Platform secured 1 year extension of corporate revolver to bridge the separation of its two businesses

Full Year 2018 Guidance – Q1 Update

Performance Solutions

Agricultural Solutions

Market Commentary

- Generally healthy end-markets driven by overall economic growth and secular trends supporting high-performance electronics markets
- Strong energy prices have not yet translated to meaningful capital investment behind offshore oil

- Expect modest growth in overall market in 2018
- Tighter supply of active ingredients from China driving pricing higher and creating opportunity for share gain as well as creating margin pressure in certain products

Q2 Considerations

- Continued expectation for organic growth* in all businesses
- Margin pressure from product mix and raw material inflation to moderate as more normalized mix returns and specific pricing actions take effect

- Peak season in Europe
- Currency tailwinds should persist into the quarter
- Cold start to the season in Eastern Europe should push sales of high margin products from Q1 into Q2
- Opportunity to drive pricing in certain markets should support organic growth* and margin recovery

FY Organic Sales Growth* Expectations

~3 – 4%

~3 – 4%

Anticipated FY Translational FX Impacts^{1,2}

~Low single-digit % adjusted EBITDA tailwind

~Low single-digit % adjusted EBITDA tailwind

Reaffirming 2018 Adj. EBITDA Guidance* of \$870 million to \$900 Million²

1. Does not include transactional FX headwinds/tailwinds or FX related price movements

2. 2018 Guidance based on foreign exchange rates at March 31, 2018

* See Non-GAAP footnotes on p. 4

Execution: Build on Operating Momentum and Continue to Drive Above Market Revenue Growth

Manage Cost and Drive Margin Expansion through Synergies and Continuous Improvement

Generate Free Cash Flow and Reduce Leverage

Ensure a Successful Separation to Maximize Shareholder Value

Appendix

Capital Structure

<i>\$ millions</i>			
Instrument	Maturity	Coupon	3/31/2018
Corporate Revolver	6/7/2020		\$52
Term Loan B6 - USD ^{1,2}	6/7/2023	L + 300	1,135
Term Loan B7 - USD ¹	6/7/2020	L + 250	630
Term Loan C5 - EUR ^{1,2}	6/7/2023	E + 275	739
Term Loan C6 - EUR ¹	6/7/2020	E + 250	719
Other Secured Debt			19
Total First Lien Debt			\$3,295
6.5% Senior Notes due 2022	2/1/2022	6.50%	1,100
6.0% Senior Notes due 2023 (Euro)	2/1/2023	6.00%	431
5.875% Senior Notes due 2025	12/1/2025	5.875%	800
Other Unsecured Debt			51
Total Unsecured Debt			\$2,382
Total Debt			\$5,677
Cash Balance at 3/31/18			413
Net Debt			\$5,264
Adjusted Shares Outstanding ³			302
Market Capitalization ⁴			\$2,908
Total Capitalization			\$8,172

Note: Totals may not sum due to rounding

1. Platform swapped certain of its floating term loans to fixed rate including \$1.13 billion of its USD tranches and €278 million of its Euro tranches. At March 31, 2018, approximately 33% of debt was floating and 67% was fixed
2. These term loans mature on June 7, 2023, provided that the Company prepays, redeems or otherwise retires and/or refinances in full its 6.50% USD Senior Notes due 2022, as permitted under its Amended and Restated Credit Agreement, on or prior to November 2, 2021, otherwise the maturity reverts to November 2, 2021
3. See Appendix on p13 for reconciliation to Adjusted Share Counts
4. Based on Platform's closing price of \$9.63 at March 29, 2018, the last trading day of Q1 2018

Reconciliation to Adjusted Share Counts

<i>(in millions)</i>	Q1 2018	Q1 2017
Basic outstanding shares	288	286
Number of shares issuable upon conversion of PDH Common Stock	4	6
Number of shares issuable upon conversion of Series A Preferred Stock	2	2
Number of shares issuable upon vesting and exercise of Stock Options	1	1
Number of shares issuable upon vesting of granted Equity Awards	7	6
Adjusted shares	302	300

Note: Totals may not sum due to rounding

Net Income (Loss) Attributable to Common Stockholders Reconciliation to Adjusted EBITDA



<i>(Amounts in millions)</i>	Q1 2018	Q1 2017
Net income (loss) attributable to common stockholders	\$37	\$(24)
Add (subtract):		
Net income attributable to the non-controlling interests	1	1
Income tax expense	65	19
Interest expense, net	78	89
Depreciation expense	20	17
Amortization expense	72	69
EBITDA	273	170
Adjustments to reconcile to Adjusted EBITDA:		
Restructuring expense	3	2
Acquisition and integration costs	1	4
Non-cash change in fair value of contingent consideration	1	1
Foreign exchange (gain) loss on foreign denominated external and internal long-term debt	(56)	12
Nonrecourse factoring costs	1	1
Debt refinancing costs	—	1
Costs related to Proposed Separation	3	0
Gain on sale of equity investment	(11)	—
Other, net	(7)	2
Adjusted EBITDA	\$207	\$193

Note: Totals may not sum due to rounding

GAAP Diluted Earnings (Loss) Per Share (EPS) Reconciliation to Adjusted Diluted EPS



<i>(amounts in millions, except per share amounts)</i>	Q1 2018	Q1 2017
GAAP diluted earnings (loss) per share	\$0.13	\$(0.09)
<i>Weighted average shares outstanding</i>	294	285
Net income (loss) attributable to common stockholders	\$37	\$(24)
Adjustments:		
Reversal of amortization expense	72	69
Adjustment for investment in registration of products	(13)	(13)
Restructuring expense	3	2
Acquisition and integration costs	1	4
Non-cash change in fair value of contingent consideration	1	1
Foreign exchange (gain) loss on foreign denominated external and internal long-term debt	(56)	12
Nonrecourse factoring costs	1	1
Debt refinancing costs	—	1
Costs related to Proposed Separation	3	0
Gain on sale of equity investment	(11)	—
Other, net	(7)	2
Tax effect of pre-tax non-GAAP adjustments	2	(27)
Adjustment to estimated effective tax rate	30	20
Adjustment to reverse income attributable to certain non-controlling interests	1	2
Adjusted net income attributable to common stockholders	\$64	\$49
Adjusted earnings per share	\$0.21	\$0.16
Adjusted shares outstanding	302	300

Note: Totals may not sum due to rounding

Quarterly Results Overview

<i>(Amount in millions)</i>	2017				2018
	Q1	Q2	Q3	Q4	Q1
<u>Net Sales</u>					
Performance Solutions	\$447	\$462	\$481	\$489	\$492
Agricultural Solutions	415	479	424	580	472
Total Net Sales	\$862	\$941	\$904	\$1,069	\$964
<u>Adjusted EBITDA</u>					
Performance Solutions	\$102	\$103	\$116	\$112	\$112
Agricultural Solutions	91	103	81	114	95
Total Adjusted EBITDA	\$193	\$205	\$197	\$226	\$207

Note: Totals may not sum due to rounding

Organic Sales Growth Reconciliation

	Q1 2018 Organic Sales Growth					
	Reported Net Sales Growth	Impact of Currency	Constant Currency	Metals	Acquisitions	Organic Sales Growth
Performance Solutions	10%	(7)%	3%	1%	—%	4%
Agricultural Solutions	14%	(7)%	6%	—%	—%	6%
Total	12%	(7)%	5%	—%	—%	5%

Note: Totals may not sum due to rounding

Non-GAAP Definitions

Adjusted Earnings Per Share (EPS):

Adjusted earnings per share is defined as net income (loss) attributable to common stockholders adjusted to reflect adjustments consistent with the Company's definition of adjusted EBITDA. Additionally, the Company eliminates the amortization associated with (i) intangible assets recognized in purchase accounting for acquisitions and (ii) costs capitalized in connection with obtaining regulatory approval of its products ("registration rights") as part of ongoing operations, and deducts capital expenditures associated with obtaining these registration rights. Further, it adjusts the effective tax rate to 34%. The resulting adjusted net income available to stockholders is divided by the number of shares of outstanding common stock as of the period end plus the number of shares that would be issued if all Platform's convertible stock were converted to common stock, vested stock options were exercised and awarded equity grants were vested as of the period end. Adjusted earnings per share is a key metric used by management to measure operating performance and trends. In particular, the exclusion of certain expenses in calculating adjusted earnings per share facilitates operating performance comparisons on a period-to-period basis.

Constant Currency:

Management discloses operating results from net sales through operating profit on a constant currency basis, by adjusting results to exclude the impact of changes due to the translation of foreign currencies of its international locations into U.S. dollar. Management believes this non-GAAP financial information facilitates period-to-period comparison in the analysis of trends in business performance, thereby providing valuable supplemental information regarding its results of operations, consistent with how the Company evaluates its financial results.

The impact of foreign currency is calculated by converting the Company's current-period local currency financial results into U.S. dollar using the prior period's exchange rates and comparing these adjusted amounts to its prior period reported results. The difference between actual growth rates and constant currency growth rates represents the impact of foreign currency.

EBITDA and Adjusted EBITDA:

EBITDA represents earnings before interest, provision for income taxes, depreciation and amortization. Adjusted EBITDA is defined as EBITDA, excluding the impact of additional items, which are not representative or indicative of the Company's ongoing business as described in the footnotes to the non-GAAP measures reconciliations. Adjusted EBITDA for each segment also includes an allocation of corporate costs, such as compensation expense and professional fees. Management believes adjusted EBITDA and adjusted EBITDA margin provide investors with a more complete understanding of the long-term profitability trends of Platform's business, and facilitate comparisons of its profitability to prior and future periods. However, these measures, which do not consider certain cash requirements, should not be construed as an alternative to net income or cash flow from operations as a measure of profitability or liquidity.

Organic Sales Growth:

Organic sales growth is defined as net sales excluding the impact of foreign currency translation, changes due to the price of certain metals, and acquisitions and/ or divestitures, as applicable. Management believes this non-GAAP financial measure provides investors with a more complete understanding of the underlying net sales trends by providing comparable sales over differing periods on a consistent basis.

For the three months ended March 31, 2018, metals pricing had a negative impact on Performance Solutions' and Platform's results of \$2.6 million.