HUNTSMAN

Enriching lives through innovation

$2.1 Billion Sale of Chemical Intermediates and Surfactants to Indorama Ventures

Conference Call

Thursday, August 8, 2019
9:00 a.m. ET

Webcast link:
https://78449.themediaframe.com/dataconf/productusers/hun/mediaframe/31912/indexl.html

Participant dial-in numbers:
Domestic callers: (877) 402-8037
International callers: (201) 378-4913

General Disclosure

This presentation includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements include statements concerning our plans, objectives, goals, strategies, future events, future revenue or performance, capital expenditures, financing needs, plans or intentions relating to acquisitions, business trends and other information that is not historical information. When used in this presentation, the words “estimates,” “expects,” “anticipates,” “projects,” “plans,” “intends,” “believes,” “forecasts,” or future or conditional verbs, such as “will,” “should,” “could” or “may,” and variations of such words or similar expressions are intended to identify forward-looking statements. All forward-looking statements, including, without limitation, management’s examination of historical operating trends and data, are based upon our current expectations and various assumptions. Our expectations, beliefs and projections are expressed in good faith, and we believe there is a reasonable basis for them. However, there can be no assurance that management’s expectations, beliefs and projections will be achieved.

The forward-looking statements in this release are subject to uncertainty and changes in circumstances and involve risks and uncertainties that may affect the company's operations, markets, products, services, prices and other factors as discussed in the Huntsman companies' filings with the U.S. Securities and Exchange Commission. Significant risks and uncertainties may relate to, but are not limited to, volatile global economic conditions, cyclical and volatile product markets, disruptions in production at manufacturing facilities, reorganization or restructuring of Huntsman’s operations, including any delay of, or other negative developments affecting the ability to implement cost reductions and manufacturing optimization improvements in Huntsman businesses and realize anticipated cost savings, and other financial, economic, competitive, environmental, political, legal, regulatory and technological factors. Any forward-looking statement should be considered in light of the risks set forth under the caption “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2018.

All forward-looking statements attributable to us or persons acting on our behalf apply only as of the date made. We undertake no obligation to update or revise forward-looking statements which may be made to reflect events or circumstances that arise after the date made or to reflect the occurrence of unanticipated events.

This presentation contains financial measures that are not in accordance with generally accepted accounting principles in the U.S. ("GAAP"), including adjusted EBITDA, adjusted EBITDA from discontinued operations, adjusted net income (loss), adjusted diluted income (loss) per share, free cash flow and net debt. Reconciliations of non-GAAP measures to GAAP are provided in the financial schedules attached to the accompanying news release and available on the Company's website at http://ir.huntsman.com/.

The Company does not provide reconciliations of forward-looking non-GAAP financial measures to the most comparable GAAP financial measures on a forward-looking basis because the Company is unable to provide a meaningful or accurate calculation or estimation of reconciling items and the information is not available without unreasonable effort. This is due to the inherent difficulty of forecasting the timing and amount of certain items, such as, but not limited to, (a) business acquisition and integration expenses, (b) merger costs, and (c) certain legal and other settlements and related costs. Each of such adjustments has not yet occurred, are out of the Company's control and/or cannot be reasonably predicted. For the same reasons, the Company is unable to address the probable significance of the unavailable information.

Sale of Chemical Intermediates and Surfactants

Transaction Summary

- On August 7, 2019, Huntsman announced an agreement to sell its chemical intermediates and surfactants businesses to Indorama Ventures for ~$2.1 billion (including transferred pension and other post-employment benefit liabilities)
  - Implied transaction multiple of ~8.0x LTM Q2 2019 adjusted EBITDA (incl. ~$30 million of retained SG&A costs)
- **A transformative milestone:** the divestiture reduces Huntsman's capital-intensive upstream footprint and enables greater focus on its more stable, differentiated downstream strategy and complementary businesses

Purchase Price	• $2.0 billion plus transfer of up to $76 million of net underfunded pension and other post-employment benefit liabilities – Net after-tax proceeds of ~$1.6 billion (estimated effective tax rate of ~20%) – Typical closing adjustment for net working capital
Transaction Scope	• Divested product lines include ethylene, ethylene oxide, ethylene glycol, ethanolamines, propylene, propylene oxide, propylene glycol, MTBE, surfactants, LAB and alkylates • Divested facilities include Port Neches (Texas), Dayton (Texas), Chocolate Bayou (Texas), Botany (Australia), and Ankleshwar (India)
Key Financial Metrics	• Divested LTM Q2 2019 revenues of $1.7 billion and adjusted EBITDA of $260 million including retained SG&A costs – Huntsman retains SG&A costs of ~$30 million, a portion of which will be reduced over time
Key Arrangements	• Long-term supply agreements of propylene oxide and other intermediates, as well as tolling of and operating arrangements for certain products for Huntsman • Customary transition service agreements for a limited period of time • No financing condition to close; committed financing
Timing	• Expected to close near year-end, subject to regulatory approvals and customary closing conditions • Divested businesses will be treated as held for sale and reported in discontinued operations starting in Q3 2019
Buyer	• Indorama Ventures is a leading petrochemical producer with global operations headquartered in Bangkok, Thailand • $11.4 billion LTM Q1 2019 revenue

Note: Huntsman will retain minority ownership in its China PO/MTBE joint venture.

Sale of Chemical Intermediates and Surfactants

Divested Manufacturing Facilities

Chocolate Bayou, TX

Products	Capacity
LAB & Alkylates	400

Port Neches, TX

Products	Capacity
Ethylene	480
Propylene	40
Ethylene Oxide	1,300
Ethylene Glycol	964
Surfactants	580
EOA (MEA, DEA, TEA)	400
Propylene Oxide	525
MTBE	260 mg/yr
Propylene Glycol	145

Ankleshwar, India

Products	Capacity
Surfactants & Amines	35

Dayton, TX

Products	Capacity
Surfactants	80

Botany, NSW, Australia

Products	Capacity
Ethylene Oxide	100
Surfactants	100
Glycol Ethers	16
Glycols	35

Divesting of >5.4 billion pounds per year of upstream capacity, as well as surfactants and LAB (~1.5 billion pounds)

Note: Capacities in millions of pounds per year, unless otherwise noted; represents current approximate capacities, which are dependent on feedstock and product slate.

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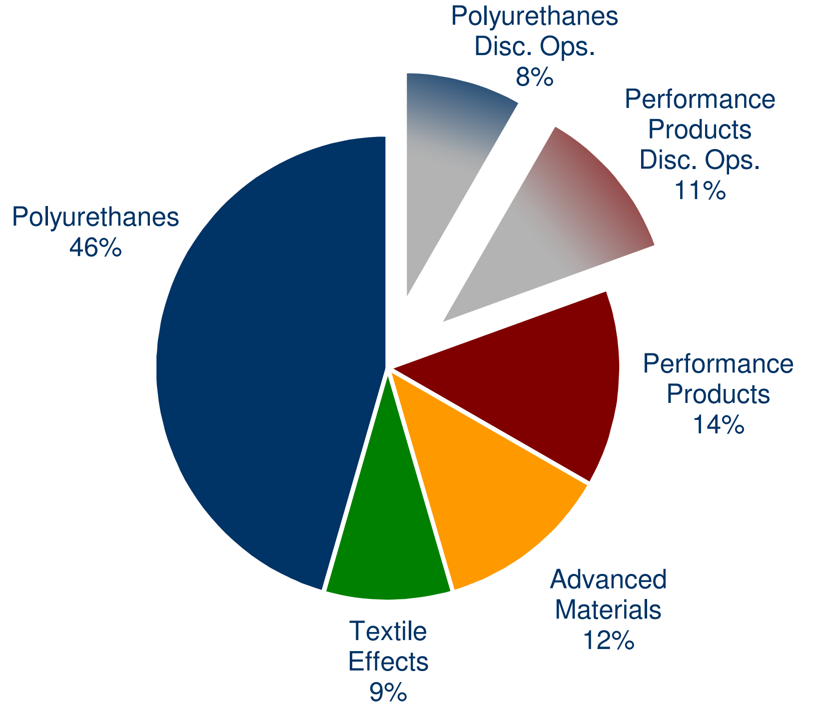
Sale of Chemical Intermediates and Surfactants

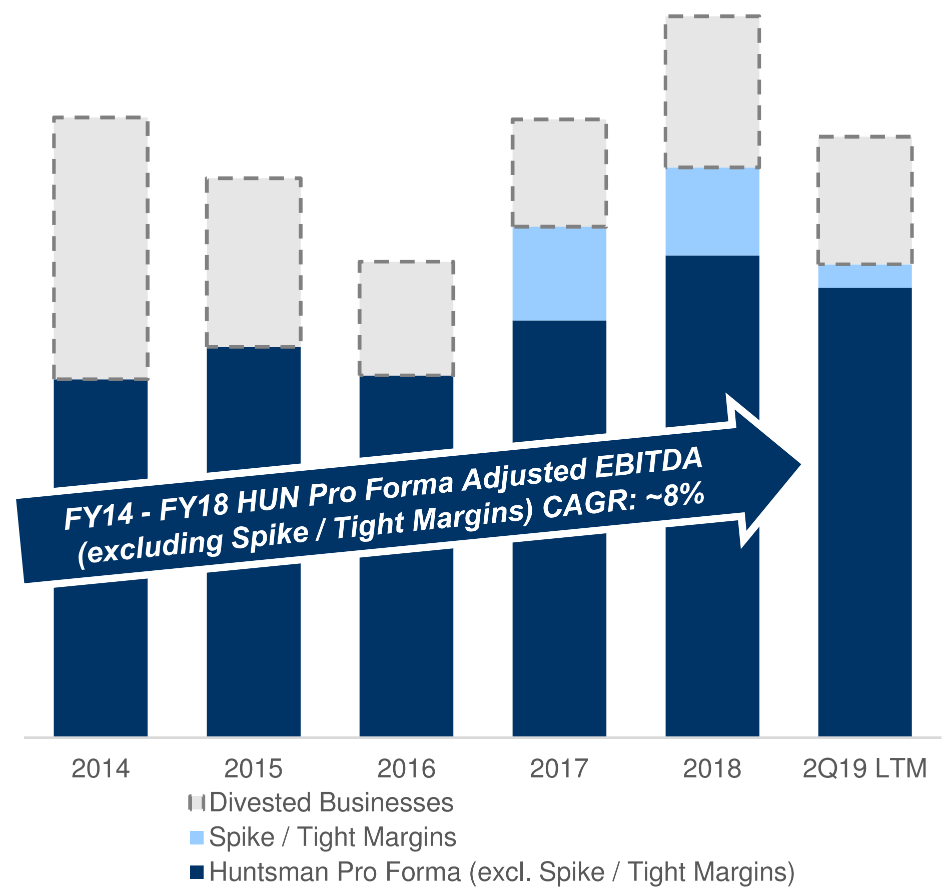
Huntsman Transformation: Focus on More Stable, Greater Downstream Business

HUN LTM Q2 2019 Revenue Breakdown (1)



Huntsman LTM Q2 2019	Status Quo	Pro Forma (1)
Revenue	$8,908mm	$7,242mm
Adjusted EBITDA	$1,224mm	$964mm
Capital Expenditures	$327mm	$260mm

HUN Pro Forma Adjusted EBITDA (1)



Sale will eliminate ~$50 million of average annual scheduled turnaround maintenance spend

(1) Huntsman pro forma financials reflect estimated discontinued operations treatment for the sale of the chemical intermediates and surfactants businesses. The pro forma financials do not reflect the impact of certain supply and service agreements with the acquirer of the chemical intermediates and surfactants businesses.

Sale of Chemical Intermediates and Surfactants

Continued Balanced Approach to Capital Allocation

- Proceeds from the sale will be allocated in a balanced manner to drive shareholder value:
  - Fund strategic organic and inorganic growth initiatives in differentiated, downstream businesses and expand into complementary markets
  - Return capital to shareholders via share repurchases and maintaining a competitive dividend
    - Accelerate share repurchases under the current existing $1 billion multi-year authorization after the close of transaction
- Huntsman reiterates commitments to preserving its investment grade balance sheet and delivering strong, free cash flow
  - Huntsman pro forma net leverage post-closing of less than 1.0x provides significant financial flexibility and opportunity

Huntsman Pro Forma Financials

($ in millions)	1Q18	2Q18	2Q18 YTD	FY18	1Q19	2Q19	2Q19 YTD	2Q19 LTM
Segment Revenues:								
Polyurethanes	$ 1,025	$ 1,117	$ 2,142	$ 4,282	$ 924	$ 1,014	$ 1,938	$ 4,078
Performance Products	319	343	662	1,301	300	299	599	1,238
Advanced Materials	279	292	571	1,116	272	275	547	1,092
Textile Effects	200	227	427	824	189	215	404	801
Corporate and Eliminations	15	(2)	13	81	(16)	(19)	(35)	33
Total	$ 1,838	$ 1,977	$ 3,815	$ 7,604	$ 1,669	$ 1,784	$ 3,453	$ 7,242
Segment Adjusted EBITDA:								
Polyurethanes	$ 230	$ 220	$ 450	$ 809	$ 124	$ 156	$ 280	$ 639
Performance Products	45	59	104	197	45	42	87	180
Advanced Materials	59	62	121	225	53	55	108	212
Textile Effects	26	29	55	101	22	28	50	96
Corporate, LIFO and Other	(44)	(40)	(84)	(171)	(40)	(36)	(76)	(163)
Total	$ 316	$ 330	$ 646	$ 1,161	$ 204	$ 245	$ 449	$ 964
Adjusted EBITDA Reconciliation:								
Net income (loss)	$ 350	$ 623	$ 973	$ 650	$ 131	$ 118	$ 249	$ (74)
Net income attributable to noncontrolling interests	(76)	(209)	(285)	(313)	(12)	(8)	(20)	(48)
Net income (loss) attributable to Huntsman Corporation	$ 274	$ 414	$ 688	$ 337	$ 119	$ 110	$ 229	$ (122)
Interest expense from continuing operations, net	27	29	56	115	30	29	59	118
Income tax expense (benefit) from continuing operations	37	(12)	25	45	45	38	83	103
Depreciation and amortization from continuing operations	62	63	125	255	67	69	136	266
Interest, income taxes, depreciation and amortization from discontinued operations	65	131	196	210	28	37	65	79
Acquisition and integration expenses and purchase accounting adjustments	1	7	8	9	1	-	1	2
EBITDA from discontinued operations	(226)	(512)	(738)	(171)	(51)	(72)	(123)	444
Noncontrolling interest of discontinued operations	55	188	243	232	-	-	-	(11)
Fair value adjustments to Venator Investment	-	-	-	62	(76)	18	(58)	4
Loss on early extinguishment of debt	-	3	3	3	23	-	23	23
Expenses associated with merger	-	1	1	2	-	-	-	1
Certain legal and other settlements and related expenses (income)	2	1	3	1	-	-	-	(2)
Amortization of pension and postretirement actuarial losses	16	16	32	67	17	16	33	68
Restructuring, impairment, plant closing and transition costs (credits)	3	1	4	(6)	1	-	1	(9)
Adjusted EBITDA	$ 316	$ 330	$ 646	$ 1,161	$ 204	$ 245	$ 449	$ 964

Note: The pro forma financials do not reflect the impact of certain supply and service agreements with the acquirer of the chemical intermediates and surfactants businesses.