

Bank of America Merrill Lynch Auto Summit 2016

KAR AUCTION SERVICES

March 23, 2016



Forward-Looking Statements

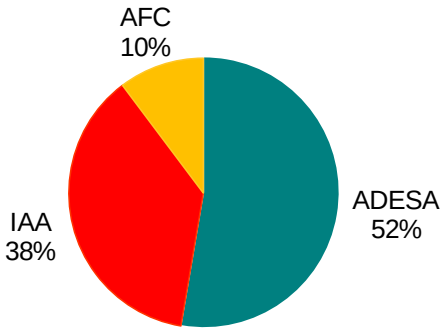
This presentation includes forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Such forward looking statements are subject to certain risks, trends, and uncertainties that could cause actual results to differ materially from those projected, expressed or implied by such forward-looking statements. Many of these risk factors are outside of the company's control, and as such, they involve risks which are not currently known to the company that could cause actual results to differ materially from forecasted results. Factors that could cause or contribute to such differences include those matters disclosed in the company's Securities and Exchange Commission filings. The forward-looking statements in this document are made as of the date hereof and the company does not undertake to update its forward-looking statements.

Key Investment Highlights

- Experienced Management Team with Proven Track Record
- Attractive Financial Model Generating Significant Free Cash
- Poised to Benefit from Positive Cyclical Trends – Expected Increases in Forward Volumes
- Established Market Leader Across Core Businesses
- Multiple Avenues for Continued Organic and Acquisition Expansion
- Proven and Resilient Growth through a Diversified Business Mix

Leading Provider of Vehicle Auction Services in North America

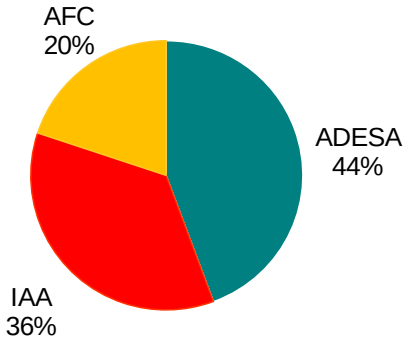
2015 Revenue by Segment



4.4mm vehicles sold in 2015

Revenue	$2,640mm
Adj. EBITDA	$650mm
% margin	*24.6%*

2015 Adj. EBITDA by Segment(1)



Whole Car Auctions

- 2015 Revenue: $1,377mm
- 2015 Adj. EBITDA: $329mm
- Adj. EBITDA margin: 23.9%

Salvage Vehicle Auctions

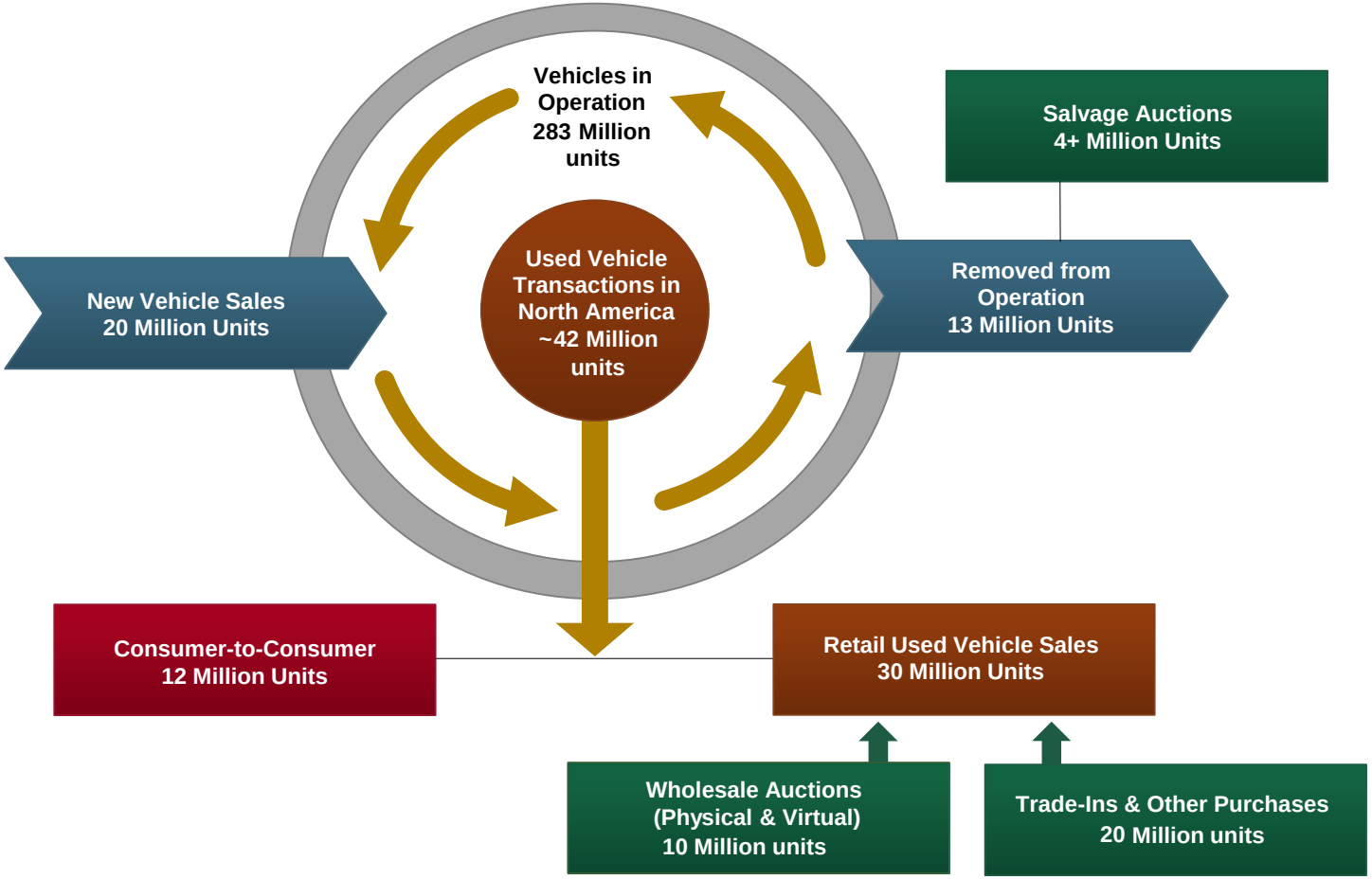
- 2015 Revenue: $995mm
- 2015 Adj. EBITDA: $265mm
- Adj. EBITDA margin: 26.7%

Vehicle Floorplan Financing

- 2015 Revenue: $268mm
- 2015 Adj. EBITDA: $147mm
- Adj. EBITDA margin: 54.9%

(1) Excludes $91 million of holding company costs.

The North American Car Parc:
Vehicle Remarketing is a Large and Growing Market



TRADEREV

* Instant valuation
* Dealer-to-dealer transactions
* Fresh Trades

Source: National Auto Auction Association, R.L. Polk & Co., National Automobile Dealer's Association, DesRosiers Automotive Consultants and Management estimates

Vehicle Flow – Whole Car and Salvage Markets

Whole Car Consignors

- Dealers
- OEMs and their Captive Finance Arms
- Commercial Fleet Customers
- Financial Institutions
- Rental Car Companies

ADESA

Revenue:
~$560 / vehicle*

AA

Revenue:
~$445 / vehicle**

Whole Car Buyers

- Franchised Dealers
- Independent Dealers
- Wholesale Dealers

Seller → **Auction Fee**



Auction Fee → **Buyer**

Salvage Vehicle Consignors

- Insurance Companies
- Charities
- Used Vehicle Dealers
- Financial Institutions

AFC Automotive Finance Corporation

Revenue:
~$150 / LTU***

Salvage Vehicle Buyers

- Dismantlers
- Rebuilders & Resellers
- Recyclers
- International Buyers

Value-Added Ancillary Services

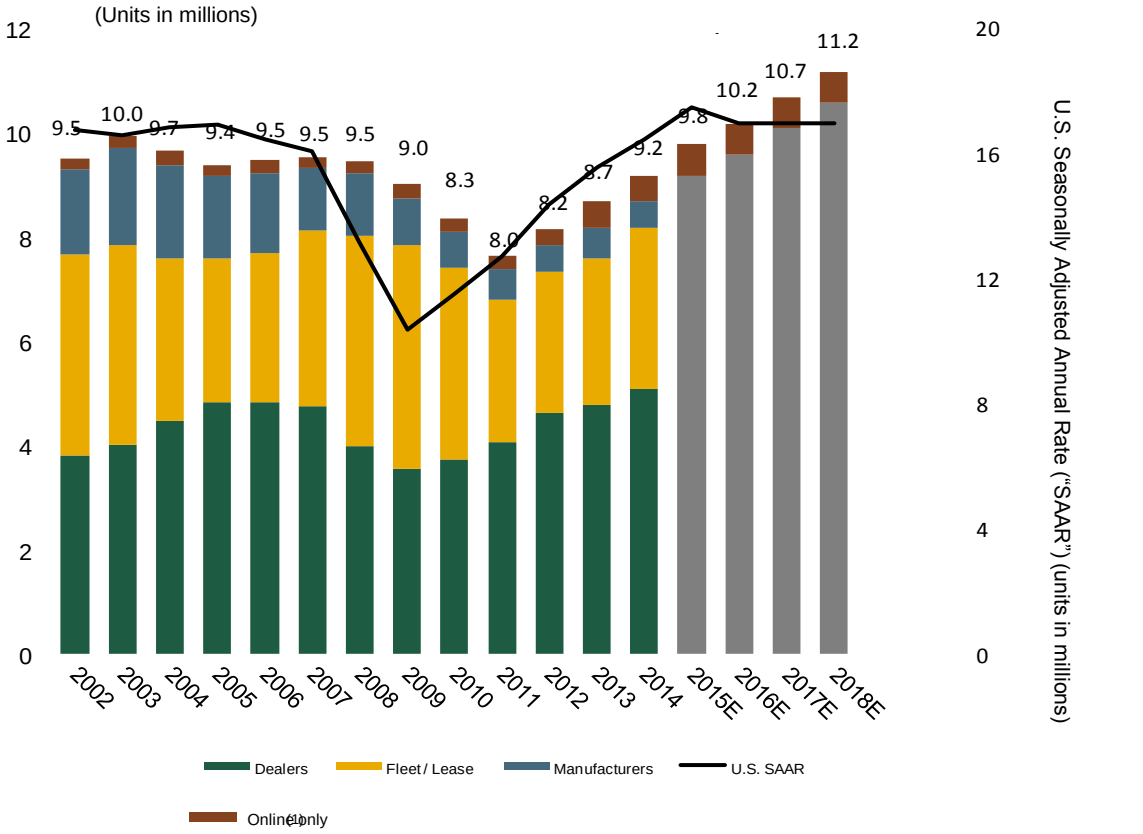
RPU as of 12/31/15
* Includes online only
** Excludes HBC Vehicle Services
*** Excludes Other service revenue

Poised to Benefit from Volume Recovery in Whole Car

Positive Demand Drivers

- 2013 was inflection point for whole car auction volumes
  - Average 2-4 year lag between whole car volumes and new car sales
- New vehicle sales continue to grow
- Significant increase in lease penetration since the 2008-2009 financial crisis
  - With higher retail sales overall, off-lease volumes expected to show continued growth in 2016 - 2018

North American Whole Car Auction Volume & New Vehicle Sales



Source:BEA, IHS Automotive, Kontos Total Market Estimates, NAAA 2014 Annual Review and Management estimates.

(1) Includes OPENLANE.

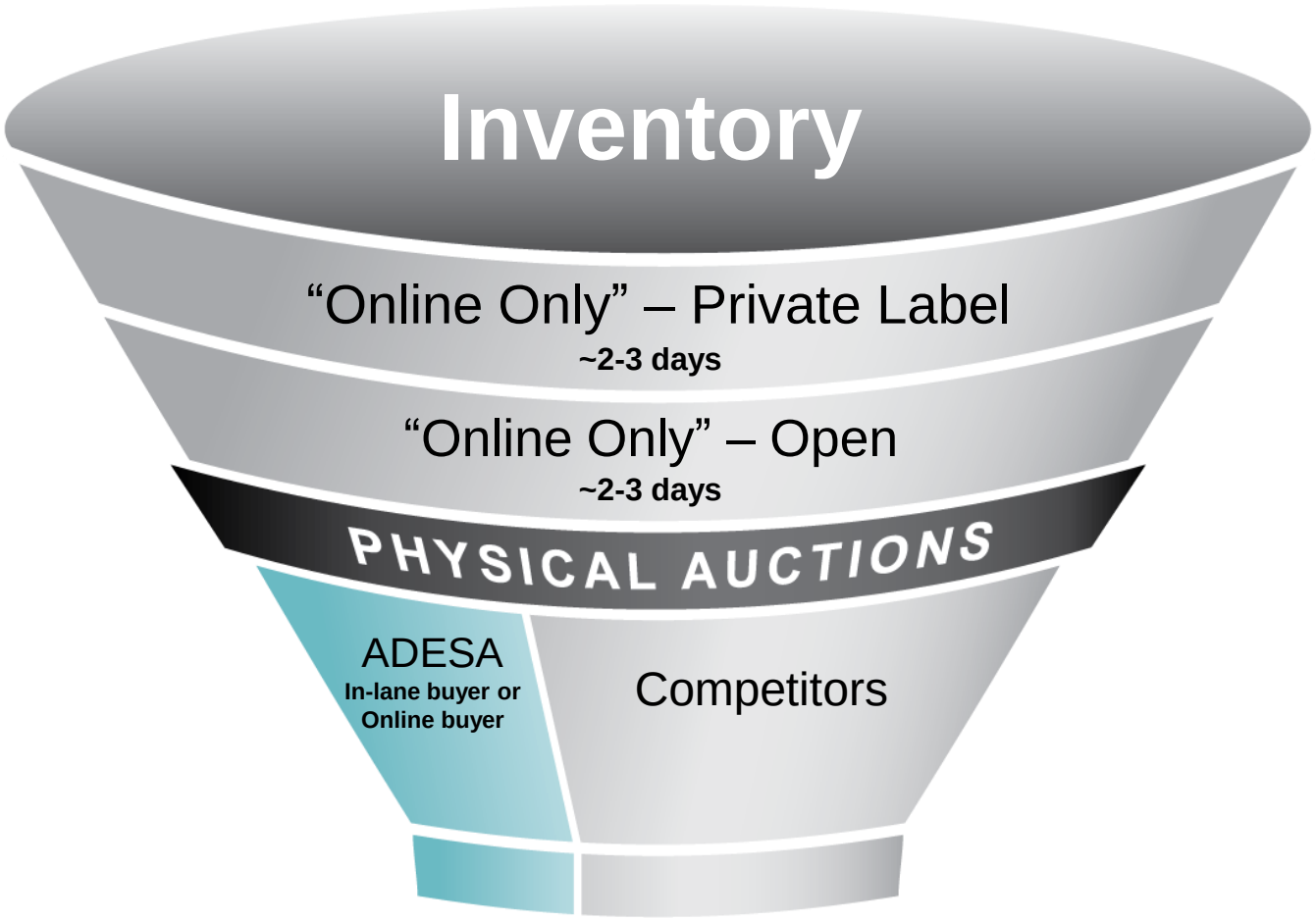
Off-lease “Auction Funnel”

Revenue Per Unit

~$100



~$700



Gross Margin %

Higher



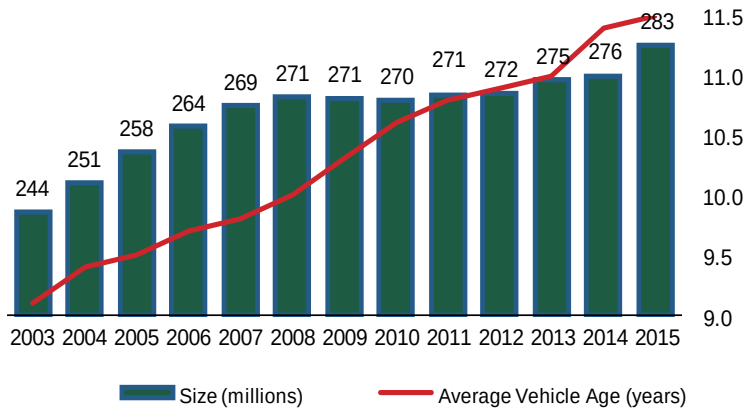
Lower

Continued Positive Salvage Market Fundamentals

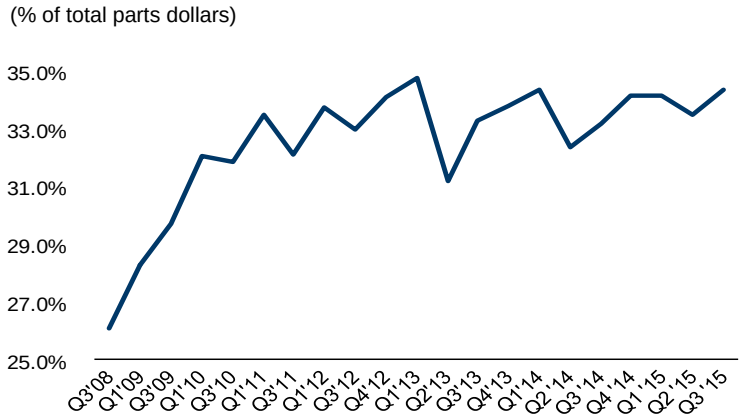
Positive Demand Drivers

- Increased use of alternative parts in collision repair
- Increasing vehicle complexity and technology content
- Increase in non-insurance supply, including charity, direct-to-consumer and dealer sales
- International demand

Large Aging North American Car Parc



Alternative Parts Utilization



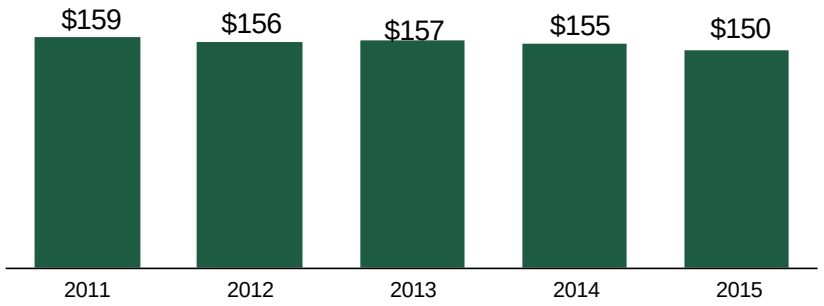
Source: Polk and Mitchell International.

AFC Presents a Significant Competitive Advantage for KAR

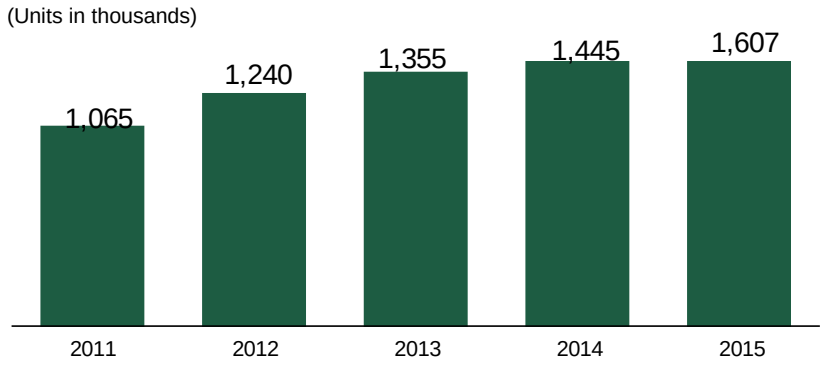
AFC Highlights

- Portfolio managed to short duration with strong underwriting and control environment
  - Short-term secured financing
- Grow portfolio
- Consistent credit standards
- Sufficient liquidity
  - Low cost debt, unfunded revolver and strong cash balance
  - AFC funding in place through June 2018
  - US$1,250 million and C$125 million committed liquidity(1)
    ($1,201 million drawn as of 12/31/15)
- Ability to expand service offerings
  - Preferred Warranties, Inc.
- Experienced management team

Revenue Per Loan Transaction(2)



Loan Transaction Units



(1) USD & CAD facility commitments through June 2018.
(2) 2013 - 2015 excludes “Other service revenue.”

Long-term Outlook

Opportunities

- Volume increases
  - Cyclical recovery at ADESA
  - Salvage volumes
  - LTU growth
- Capital deployment
- Increase RPU at physical auctions
- Used vehicle prices
- Selective fee increases

Challenges

- Scrap values
- Foreign currency trends
- Competition
- Acquisition integration
- Used vehicle prices
- International expansion



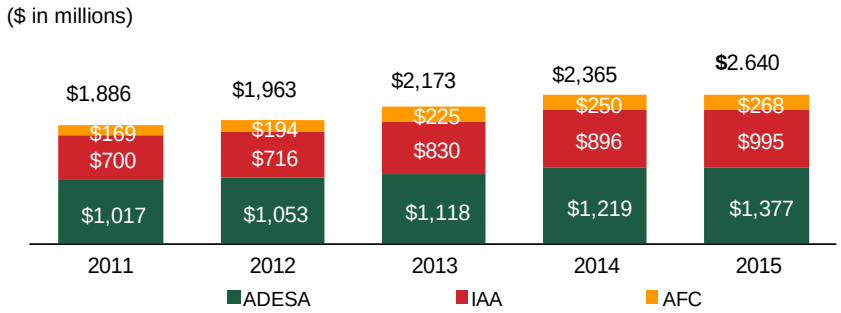
Financial Overview

KAR AUCTION SERVICES



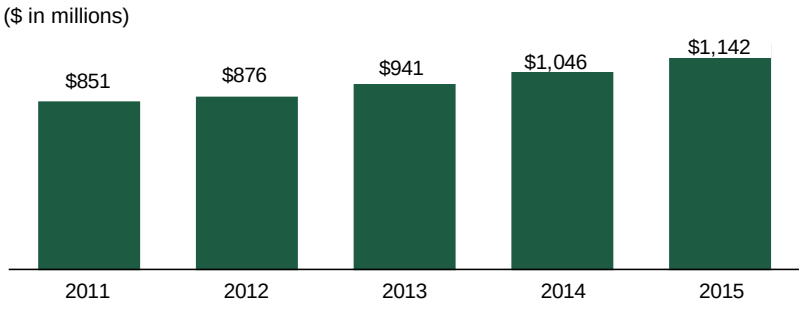
Historical Financial Performance

Revenue



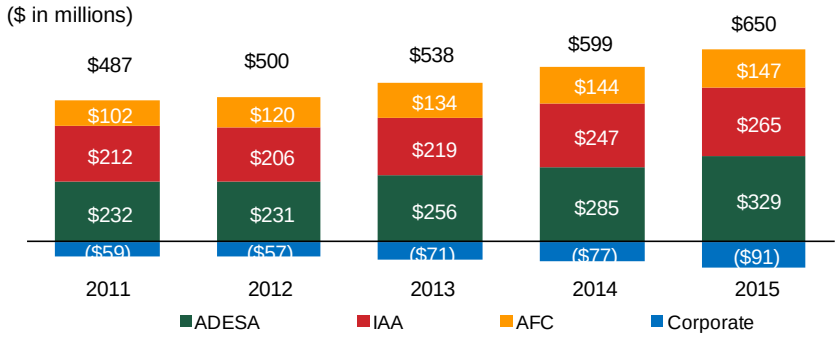
Visible and predictable top line growth

Gross Profit



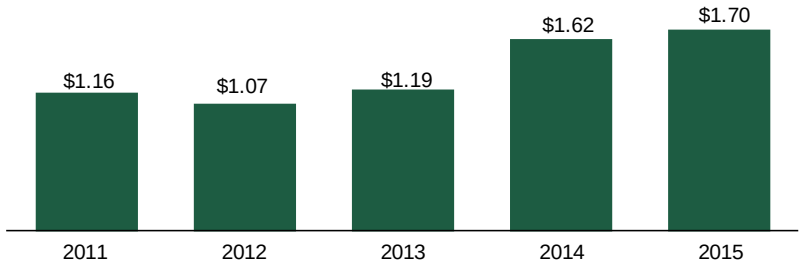
History of growing profitability

Adjusted EBITDA



Diversified segment mix

Adjusted Net Income Per Share

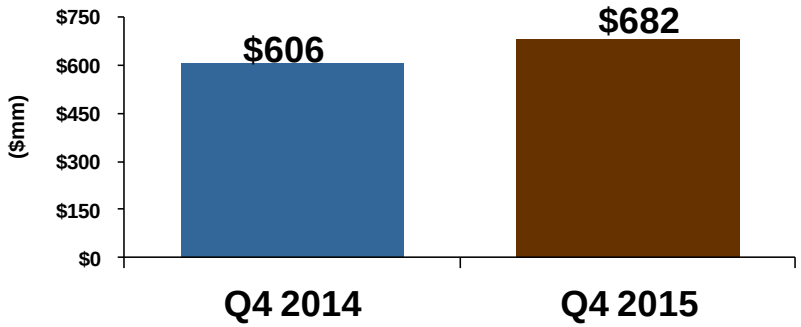


History of bottom line growth

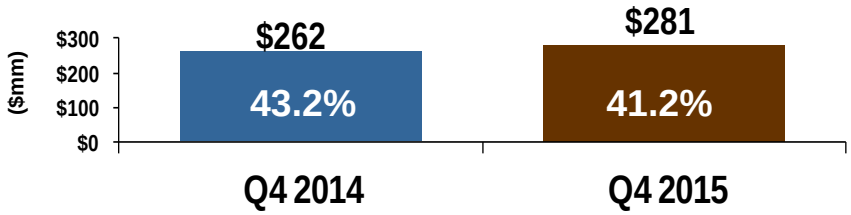
Note: Please see appendix for EBITDA adjustments.

Fourth Quarter 2015 Performance

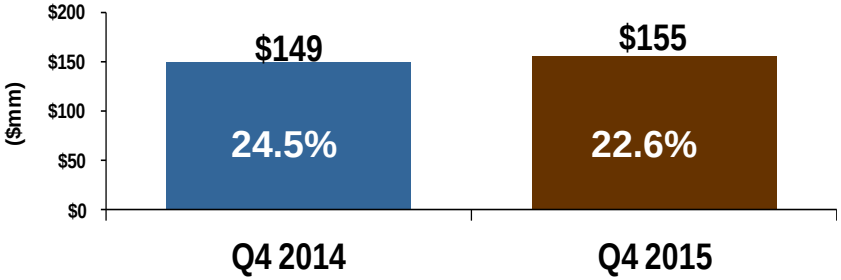
Revenue



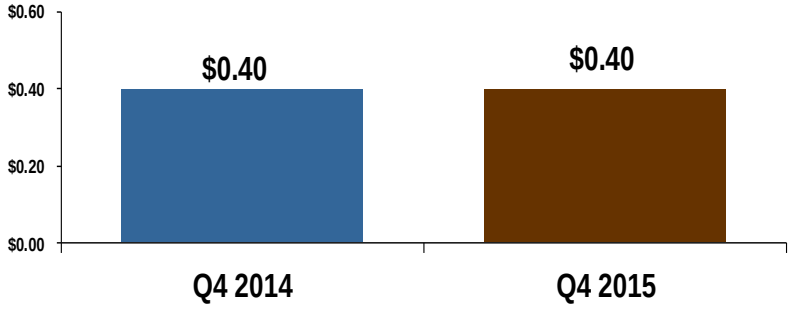
Gross Profit*



Adjusted EBITDA



Adjusted Net Income Per Share



* *Excludes depreciation and amortization expense*

December 31, 2015 Leverage (US$ in millions)

	12/31/2015	Maturity
Term Loan B-1	$637.2	2017
Term Loan B-2*	1,096.0	2021
Revolving Credit Facility[1]	140.0	2019
Capital Leases	47.2	**
Total	1,920.4	
Less: Available Cash	(113.2)	
Net Debt	$1,807.2	
Net Debt /Adjusted EBITDA	**2.78X**	

* Includes unamortized debt discount
** Various maturities

1 On February 17, 2016, KAR announced the exercise of the $300M accordion feature of its $250M revolving credit facility

Capital Allocation Framework

Dividends	Strategic Investments	Share Repurchase Program
■ Qtrly dividend of $0.27 per share ■ 45% - 50% of free cash flow ■ Highlights strength of free cash flow	■ Priority for free cash flow ■ Acquisitions that leverage the cyclical recovery ■ New geographies / technologies ■ Increases enterprise value	■ $300M ■ Two year authorization ■ Tool for managing cash / leverage

Capital Allocation - 2015

■ $152M returned to shareholders ■ 45% of free cash flow	■ Invested $118M ■ Acquired annual revenue and Adjusted EBITDA of approx. $110M and $15M, respectively	■ $228M returned to shareholders in 2015 ■ $200M ASR announced August 4

2016 Capital Allocation Actions

- Completed ASR; Retired an Additional 800K Shares in January 2016
- Increased Annual Dividend 7% to $1.16 Per Share
- Announced Agreement to Acquire Brasher's Auto Auctions
- Increased Revolving Credit Facility $300M to $550M
- Announced Intent to Refinance Credit Agreement
- Increased U.S. Securitization Facility $100M to $1.25B

Brasher's Acquisition

- 8 locations in Western U.S. – Sacramento, Salt Lake City, Portland, Boise, Eugene, Fresno, San Jose, Reno
- Purchase price; ~$283M
- ~190,000 vehicles sold
- Revenue ~$140M; Adjusted EBITDA ~$34M
- Subject to regulatory approvals and other customary closing conditions

Key Investment Highlights

- Experienced Management Team with Proven Track Record
- Attractive Financial Model Generating Significant Free Cash
- Poised to Benefit from Positive Cyclical Trends – Expected Increases in Forward Volumes
- Established Market Leader Across Core Businesses
- Multiple Avenues for Continued Organic and Acquisition Expansion
- Proven and Resilient Growth through a Diversified Business Mix



Appendix

KAR AUCTION SERVICES



Non-GAAP Financial Measures

EBITDA is defined as net income (loss), plus interest expense net of interest income, income tax provision (benefit), depreciation and amortization. Adjusted EBITDA is EBITDA adjusted for the items of income and expense and expected incremental revenue and cost savings as described in the company's senior secured credit agreement covenant calculations. Management believes that the inclusion of supplementary adjustments to EBITDA applied in presenting Adjusted EBITDA is appropriate to provide additional information to investors about one of the principal measures of performance used by the company's creditors. In addition, management uses EBITDA and Adjusted EBITDA to evaluate the company's performance.

Free cash flow is defined as Adjusted EBITDA minus cash paid for capital expenditures, taxes (net) and interest on corporate debt. Management believes that free cash flow is useful to investors and other users of our financial information because management regularly reviews free cash flow as an indicator of how much cash is generated by normal business operations.

The revaluation of certain assets of the company, and resultant increase in depreciation and amortization expense which resulted from the 2007 merger, as well as stock-based compensation expense incurred in connection with service and exit options tied to the 2007 merger, have had a continuing effect on the company's reported results. Non-GAAP measures of adjusted net income and adjusted net income per share, in the opinion of the company, provide comparability to other companies that may have not incurred these types of noncash expenses. In addition, net income and net income per share have been adjusted for certain other charges, as seen in the reconciliations that follow.

EBITDA, Adjusted EBITDA, free cash flow, adjusted net income and adjusted net income per share have limitations as analytical tools, and should not be considered in isolation, or as a substitute for analysis of the results as reported under GAAP. These measures may not be comparable to similarly titled measures reported by other companies.

2011 Adjusted EBITDA Reconciliation

($ in millions)

	Year ended December 31, 2011				
	ADESA	IAA	AFC	Corporate	Consolidated
Net income (loss)	**$55.8**	**$65.5**	**$57.2**	**($106.3)**	**$72.2**
Add back:					
Income taxes	17.9	36.1	29.6	(65.8)	17.8
Interest expense, net of interest income	0.7	2.1	12.0	128.0	142.8
Depreciation and amortization	88.1	65.8	24.7	1.2	179.8
Intercompany interest	46.9	37.8	(14.4)	(70.3)	–
EBITDA	**$209.4**	**$207.3**	**$109.1**	**($113.2)**	**$412.6**
Adjustments per the Credit Agreement	22.8	4.4	(7.2)	54.6	74.6
Adjusted EBITDA	**$232.2**	**$211.7**	**$101.9**	**($58.6)**	**$487.2**
Cash paid for capital expenditures					(85.8)
Cash paid for taxes, net of refunds					(36.5)
Cash paid for interest, as adjusted[(1)]					(111.6)
Free Cash Flow					**$253.3**
Revenue	$1,017.4	$700.1	$168.8	–	$1,886.3
Adjusted EBITDA % margin	22.8%	30.2%	60.4%		25.8%
Free cash flow as a % of revenue					13.4%

(1) Cash paid for interest excludes interest paid for standby letters of credit and securitization interest paid on obligations for securitization receivables of $0.6 million and $10.1 million, respectively, for the year ended December 31, 2011. Cash paid for interest in 2011 also excludes $14.5 million related to the early termination and settlement of an interest rate swap agreement.

2012 Adjusted EBITDA Reconciliation

($ in millions)

	Year ended December 31, 2012				
	ADESA	IAA	AFC	Corporate	Consolidated
Net income (loss)	**$38.4**	**$56.5**	**$64.1**	**($67.0)**	**$92.0**
Add back:					
Income taxes	14.5	33.7	46.0	(34.6)	59.6
Interest expense, net of interest income	0.8	1.4	15.0	101.9	119.1
Depreciation and amortization	96.9	68.1	23.3	1.9	190.2
Intercompany interest	54.3	37.8	(17.8)	(74.3)	–
EBITDA	**$204.9**	**$197.5**	**$130.6**	**($72.1)**	**$460.9**
Adjustments per the Credit Agreement	26.2	(0.2)	(10.4)	14.6	30.2
Superstorm Sandy	–	9.1	–	–	9.1
Adjusted EBITDA	**$231.1**	**$206.4**	**$120.2**	**($57.5)**	**$500.2**
Cash paid for capital expenditures					(102.0)
Cash paid for taxes, net of refunds					(65.3)
Cash paid for interest, as adjusted[(1)]					(94.8)
Free Cash Flow					**$238.1**
Revenue	$1,053.5	$716.1	$193.8	–	$1,963.4
Adjusted EBITDA % margin	21.9%	28.8%	62.0%		25.5%
Free cash flow as a % of revenue					12.1%

(1) Cash paid for interest excludes interest paid for standby letters of credit and securitization interest paid on obligations for securitization receivables of $1.0 million and $12.8 million, respectively, for the year ended December 31, 2012. Cash paid for interest in 2012 also excludes $0.4 million related to interest on a tax audit and reassessment in Canada.

2013 Adjusted EBITDA Reconciliation

($ in millions)

	Year ended December 31, 2013				
	ADESA	IAA	AFC	Corporate	Consolidated
Net income (loss)	**$50.2**	**$56.6**	**$76.1**	**($115.2)**	**$67.7**
Add back:					
Income taxes	40.1	32.8	40.2	(31.6)	81.5
Interest expense, net of interest income	0.6	0.8	16.7	86.2	104.3
Depreciation and amortization	87.9	73.8	27.6	5.1	194.4
Intercompany interest	52.5	37.8	(19.9)	(70.4)	–
EBITDA	**$231.3**	**$201.8**	**$140.7**	**($125.9)**	**$447.9**
Adjustments per the Credit Agreement	24.7	3.9	(7.1)	55.3	76.8
Superstorm Sandy	–	13.5	–	–	13.5
Adjusted EBITDA	**$256.0**	**$219.2**	**$133.6**	**($70.6)**	**$538.2**
Revenue	$1,118.6	$830.0	$224.7	–	$2,173.3
Adjusted EBITDA % margin	22.9%	26.4%	59.5%		24.8%

2014 Adjusted EBITDA Reconciliation

($ in millions)

	Year ended December 31, 2014				
	ADESA	IAA	AFC	Corporate	Consolidated
Net income (loss)	**$86.4**	**$79.7**	**$76.6**	**($73.4)**	**$169.3**
Add back:					
Income taxes	43.2	48.4	48.6	(44.5)	95.7
Interest expense, net of interest income	0.6	0.2	18.7	66.4	85.9
Depreciation and amortization	80.2	76.2	30.4	9.8	196.6
Intercompany interest	50.6	37.7	(22.7)	(65.6)	–
EBITDA	**$261.0**	**$242.2**	**$151.6**	**($107.3)**	**$547.5**
Adjustments per the Credit Agreement	24.0	5.2	(8.1)	30.2	51.3
Adjusted EBITDA	**$285.0**	**$247.4**	**$143.5**	**($77.1)**	**$598.8**
Revenue	$1,218.5	$895.9	$250.1	–	$2,364.5
Adjusted EBITDA % margin	23.4%	27.6%	57.4%		25.3%

2015 Adjusted EBITDA Reconciliation

($ in millions)

	Year ended December 31, 2015				
	ADESA	IAA	AFC	Corporate	Consolidated
Net income (loss)	**$109.2**	**$92.8**	**$83.2**	**($70.6)**	**$214.6**
Add back:					
Income taxes	62.3	52.4	51.3	(40.1)	125.9
Interest expense, net of interest income	0.1	–	24.1	66.6	90.8
Depreciation and amortization	86.2	80.8	30.8	15.0	212.8
Intercompany interest	49.7	37.7	(25.3)	(62.1)	–
EBITDA	**$307.5**	**$263.7**	**$164.1**	**($91.2)**	**$644.1**
Adjustments per the Credit Agreement	21.1	1.4	(16.8)	–	5.7
Adjusted EBITDA	**$328.6**	**$265.1**	**$147.3**	**($91.2)**	**$649.8**
Revenue	$1,376.8	$994.4	$268.4	–	$2,639.6
Adjusted EBITDA % margin	23.9%	26.7%	54.9%		24.6%

Q4 2014 Adjusted EBITDA Reconciliation

($ in millions)

	Three Months ended December 31, 2014				
	ADESA	IAA	AFC	Corporate	Consolidated
Net income (loss)	**$23.9**	**$18.5**	**$19.9**	**($12.0)**	**$50.3**
Add back:					
Income taxes	7.5	12.4	13.9	(6.4)	27.4
Interest expense, net of interest income	0.1	–	4.9	15.8	20.8
Depreciation and amortization	21.2	19.6	7.7	2.8	51.3
Intercompany interest	13.0	9.4	(5.1)	(17.3)	–
EBITDA	**$65.7**	**$59.9**	**$41.3**	**($17.1)**	**$149.8**
Adjustments per the Credit Agreement	3.2	0.1	(2.7)	(1.9)	(1.3)
Adjusted EBITDA	**$68.9**	**$60.0**	**$38.6**	**($19.0)**	**$148.5**
Revenue	$310.5	$229.6	$65.9	–	$606.0
Adjusted EBITDA % margin	22.2%	26.1%	58.6%		24.5%

Q4 2015 Adjusted EBITDA Reconciliation

($ in millions)

	Three Months ended December 31, 2015				
	ADESA	IAA	AFC	Corporate	Consolidated
Net income (loss)	**$25.1**	**$23.3**	**$21.4**	**($21.5)**	**$48.3**
Add back:					
Income taxes	13.9	11.1	13.4	(11.5)	26.9
Interest expense, net of interest income	(0.3)	–	6.9	17.2	23.8
Depreciation and amortization	22.4	21.7	7.6	4.3	56.0
Intercompany interest	12.1	9.5	(7.9)	(13.7)	–
EBITDA	**$73.2**	**$65.6**	**$41.4**	**($25.2)**	**$155.0**
Adjustments per the Credit Agreement	4.4	–	(4.7)	(0.2)	(0.5)
Adjusted EBITDA	**$77.6**	**$65.6**	**$36.7**	**($25.4)**	**$154.5**
Revenue	$352.4	$261.6	$68.2	–	$682.2
Adjusted EBITDA % margin	22.0%	25.1%	53.8%		22.6%

LTM Adjusted EBITDA Reconciliation

($ in millions) (unaudited)

	Three months ended				Twelve months ended
	March 31, 2015	June 30, 2015	September 30, 2015	December 31, 2015	December 31, 2015
Net income (loss)	**$54.5**	**$59.5**	**$52.3**	**$48.3**	**$214.6**
Add back:					
Income taxes	34.6	34.8	29.6	26.9	125.9
Interest expense, net of interest income	20.9	21.8	24.3	23.8	90.8
Depreciation and amortization	50.9	51.8	54.1	56.0	212.8
EBITDA	**$160.9**	**$167.9**	**$160.3**	**$155.0**	**$644.1**
Other adjustments per the Credit Agreement	0.9	2.0	2.4	2.7	8.0
Noncash charges	4.3	4.3	5.5	2.3	16.4
AFC interest expense	(3.9)	(4.2)	(5.1)	(5.5)	(18.7)
Adjusted EBITDA	**$162.2**	**$170.0**	**$163.1**	**$154.5**	**$649.8**

Adjusted Net Income Per Share Reconciliation

($ in millions, except per share amounts)

	Year ended December 31,				
	2015	**2014**	**2013**	**2012**	**2011**
Net income	$214.6	$169.3	$67.7	$92.0	$72.2
Loss on modification/extinguishment of debt, net of tax[1]	–	19.3	3.2	–	33.2
Swap termination, net of tax[2]	–	–	–	–	9.0
Stepped up depreciation and amortization expense, net of tax[3]	27.2	28.6	28.7	32.5	38.6
Stock-based compensation, net of tax[4]	–	13.2	60.2	18.2	10.4
Contingent consideration adjustment, net of tax[5]	–	–	–	0.7	(2.9)
Superstorm Sandy, net of tax[6]	–	–	8.0	5.4	–
Adjusted net income	**$241.8**	**$230.4**	**$167.8**	**$148.8**	**$160.5**
Net income per share – diluted	$1.51	$1.19	$0.48	$0.66	$0.52
Loss on modification/extinguishment of debt, net of tax	–	0.14	0.02	–	0.24
Swap termination, net of tax	–	–	–	–	0.07
Stepped up depreciation and amortization expense, net of tax	0.19	0.20	0.20	0.23	0.28
Stock-based compensation, net of tax	–	0.09	0.43	0.13	0.07
Contingent consideration adjustment, net of tax	–	–	–	0.01	(0.02)
Superstorm Sandy, net of tax	–	–	0.06	0.04	–
Adjusted net income per share – diluted	**$1.70**	**$1.62**	**$1.19**	**$1.07**	**$1.16**
Weighted average diluted shares	142.3	141.8	140.8	139.0	137.8

Adjusted Net Income Per Share Reconciliation (Q4 2015 & Q4 2014)

($ in millions, except per share amounts)

	Three Months ended December 31,	
	2015	**2014**
Net income	$48.3	$50.3
Stepped up depreciation and amortization expense, net of tax[3]	7.0	7.2
Stock-based compensation, net of tax[4]	–	(0.3)
Adjusted net income	**$55.3**	**$57.2**
Net income per share – diluted	$0.35	$0.35
Stepped up depreciation and amortization expense, net of tax	0.05	0.05
Stock-based compensation, net of tax	–	–
Adjusted net income per share – diluted	**$0.40**	**$0.40**
Weighted average diluted shares	139.6	142.8

Adjusted Net Income – Explanatory Footnotes

(1) In 2011 there were losses on extinguishments of debt totaling $53.5 million ($33.2 million net of tax). We incurred a loss on the extinguishment/modification of debt totaling $30.3 million ($19.3 million net of tax) and $5.4 million ($3.2 million net of tax) for the year ended December 31, 2014 and 2013, respectively.

(2) In connection with our debt refinancing, in the second quarter of 2011 we de-designated our interest rate swap and entered into a swap termination agreement. We paid $14.5 million ($9.0 million net of tax) to settle and terminate the swap agreement.

(3) Increased depreciation and amortization expense was $43.2 million ($27.2 million net of tax), $44.8 million ($28.6 million net of tax), $45.8 million ($28.7 million net of tax), $51.8 million ($32.5 million net of tax) and $61.4 million ($38.6 million net of tax) for the years ended December 31, 2015, 2014, 2013, 2012 and 2011, respectively. Increased depreciation and amortization expense was $10.9 million ($7.0 million net of tax) and $11.1 million ($7.2 million net of tax) for the three months ended December 31, 2015 and 2014, respectively.

(4) Stock-based compensation resulting from the 2007 merger was $20.6 million ($13.2 million net of tax), $64.5 million ($60.2 million net of tax), $20.9 million ($18.2 million net of tax) and $16.1 million ($10.4 million net of tax) for the years ended December 31, 2014, 2013, 2012 and 2011, respectively. For the three months ended December 31, 2014, there was a reduction in stock-based compensation resulting from the 2007 merger of $0.5 million ($0.3 million benefit net of tax).

(5) We recorded and reversed accrued contingent consideration of approximately $1.1 million ($0.7 million net of tax) and $4.6 million ($2.9 million benefit net of tax) for the years ended December 31, 2012 and 2011, respectively.

(6) In the fourth quarter of 2012, we incurred a loss resulting from Superstorm Sandy of $9.1 million ($5.4 million net of tax). We incurred a loss resulting from Superstorm Sandy of approximately $13.5 million ($8.0 million net of tax) for the year ended December 31, 2013.