

Second Quarter 2019 Earnings Presentation

May 7, 2019

Cautionary statements

This presentation contains forward-looking statements that are subject to known and unknown risks and uncertainties, many of which are beyond our control. All statements other than statements of historical fact included in this presentation are forward-looking statements. Forward-looking statements appearing throughout this presentation include, without limitation, statements regarding our intentions, beliefs, assumptions or current expectations concerning, among other things, financial position; results of operations; cash flows; prospects; growth strategies or expectations; customer retention; the outcome (by judgment or settlement) and costs of legal, administrative or regulatory proceedings, investigations or inspections, including, without limitation, collective, representative or any other litigation; and the impact of prevailing economic conditions. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "believes," "expects," "may," "will," "shall," "should," "would," "could," "seeks," "aims," "projects," "is optimistic," "intends," "plans," "estimates," "anticipates" and other comparable terms. We caution you that forward-looking statements are not guarantees of future performance or outcomes and that actual performance and outcomes, including, without limitation, our actual results of operations, financial condition and liquidity, and the development of the market in which we operate, may differ materially from those made in or suggested by the forward-looking statements contained in this presentation. In addition, even if our results of operations, financial condition and cash flows, and the development of the market in which we operate, are consistent with the forward-looking statements contained in this presentation, those results or developments may not be indicative of results or developments in subsequent periods. A number of important factors, including, without limitation, the risks and uncertainties discussed under the captions "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K and the Quarterly Report on Form 10-Q filed with the U.S. Securities and Exchange Commission, could cause actual results and outcomes to differ materially from those reflected in the forward-looking statements. Because of these risks, we caution that you should not place undue reliance on any of our forward-looking statements. New risks and uncertainties arise from time to time, and it is impossible for us to predict those events or how they may affect us. Further, any forward-looking statement speaks only as of the date on which it is made. We undertake no obligation to revise the forward-looking statements in this presentation after the date of this presentation.

Market data and industry information used throughout this presentation are based on management's knowledge of the industry and the good faith estimates of management. We also relied, to the extent available, upon management's review of independent industry surveys, forecasts and publications and other publicly available information prepared by a number of third party sources. All of the market data and industry information used in this presentation involves a number of assumptions and limitations which we believe to be reasonable, and you are cautioned not to give undue weight to such estimates. Although we believe that these sources are reliable, we cannot guarantee the accuracy or completeness of this information, and we have not independently verified this information. While we believe the estimated market position, market opportunity and market size information included in this presentation are generally reliable, such information, which is derived in part from management's estimates and beliefs, is inherently uncertain and imprecise. Projections, assumptions and estimates of our future performance and the future performance of the industry in which we operate are subject to a high degree of uncertainty and risk due to a variety of factors, including those described above. These and other factors could cause results to differ materially from those expressed in our estimates and beliefs and in the estimates prepared by independent parties.

We present Adjusted EBITDA, Adjusted EBITDA margin (Adjusted EBITDA over Net Sales), Net debt (total debt less cash and cash equivalents), Adjusted Net Income Per Share, and Leverage ratio (net debt or total debt less cash and cash equivalents, over Adjusted EBITDA on trailing twelve month ("TTM") basis) to help us describe our operating and financial performance. Adjusted EBITDA, Adjusted EBITDA margin, Net debt (total debt less cash and cash equivalents), Adjusted Net Income Per Share, and Leverage ratio are non-GAAP financial measures commonly used in our industry and have certain limitations and should not be construed as alternatives to net income, net sales and other income data measures (as determined in accordance with generally accepted accounting principles in the United States, or GAAP), or as better indicators of operating performance. Adjusted EBITDA, Adjusted EBITDA margin, Net debt, Adjusted Net Income Per Share, and Leverage ratio, as defined by us may not be comparable to similar non-GAAP measures presented by other issuers. Our presentation of such measures should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. See the appendix to this presentation for a reconciliation of Adjusted EBITDA to net income, Adjusted EBITDA Margin, Adjusted Net Income Per Share to Net Income Per Share, net debt to total debt, and Leverage Ratio.

Fiscal Periods - The Company has a fiscal year that ends on September 30th. It is the Company's practice to establish quarterly closings using a 4-5-4 calendar. The Company's fiscal quarters end on the last Friday in December, March and June.

Consolidated Atkore Q2 2019 Highlights

Delivered Adjusted EBITDA above prior guidance range

Volume strength in key electrical products was more than offset by project delays in mechanical business

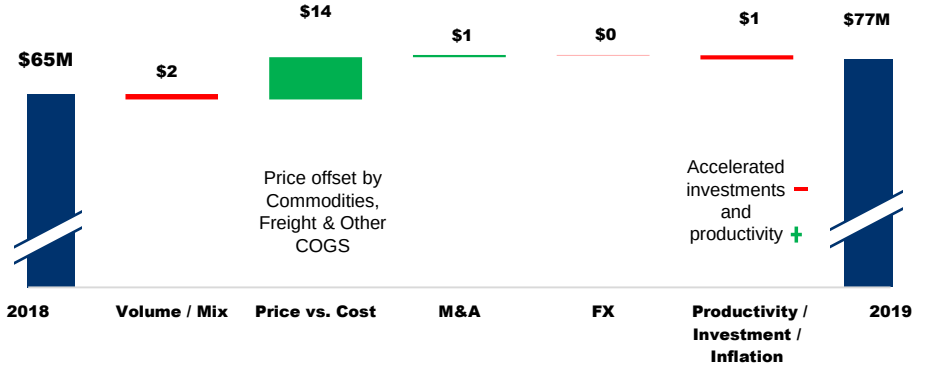
Mechanical Products & Solutions pricing and mix management drove sequential margin improvement

Increasing full year Adjusted EBITDA guidance

Q2 Net Sales Bridge



Q2 Adjusted EBITDA Bridge



Consolidated Atkore Q2 2019 Financial Summary

($'s in millions)	Q2 2019	Q2 2018	Y/Y Change
Net Sales	$469.3	$445.0	+5.5%
Operating Income	$52.5	$41.3	+27.3%
Net Income	$29.6	$42.6	(30.6%)
Adjusted EBITDA(1)	$77.1	$65.3	+18.0%
Net Income Margin	6.3%	9.6%	(330 bps)
Adjusted EBITDA Margin(2)	16.4%	14.7%	+170 bps
Net Income per Share (Diluted)	$0.61	$0.79	(22.8%)
Adjusted Net Income per Share(1) (Diluted)	$0.83	$0.63	+31.7%

Net Sales Growth	
Organic Growth	+4.9%
Acquisitions/Divestitures	+1.4%
FX	(0.8%)
Total	+5.5%

Prior year Net Income includes $26.7M gain on sale of Flexhead

(1) See non-GAAP reconciliation in appendix
(2) Adjusted EBITDA Margin is Adjusted EBITDA as a percentage of Net sales

Electrical Raceway Q2 Highlights

Two innovative products were named EC&M Magazine 2019 Product of the Year category winners

Double digit growth in focused products favorably impacted volume

Market activity continues to support 2 to 4% growth expectations

($'s in millions)	Q2 2019	Q2 2018	Y/Y Change
Net Sales	$353.5	$324.8	8.8%
Adjusted EBITDA	$67.4	$56.4	19.5%
Adjusted EBITDA Margin	19.1%	17.4%	+170 bps

Q2 Net Sales Bridge



Mechanical Products & Solutions Q2 Highlights

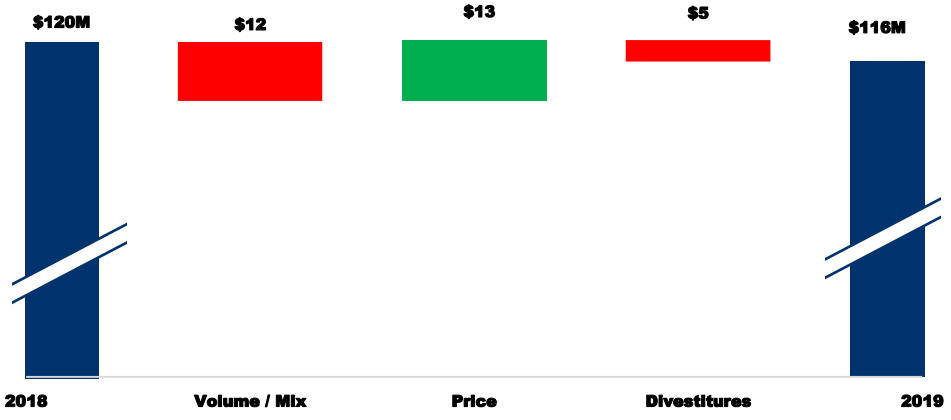
Adjusted EBITDA margin up more than 500 basis points from fourth quarter 2018

Timing of large security and renewable energy projects created a difficult prior year volume comparison

Adjusted EBITDA ($0.9M) lower vs last year due to impact of Flexhead divestiture

($'s in millions)	Q2 2019	Q2 2018	Y/Y Change
Net Sales	$116.2	$120.3	(3.4%)
Adjusted EBITDA	$17.4	$16.7	+4.2%
Adjusted EBITDA Margin	15.0%	13.9%	+110 bps

Q2 Net Sales Bridge

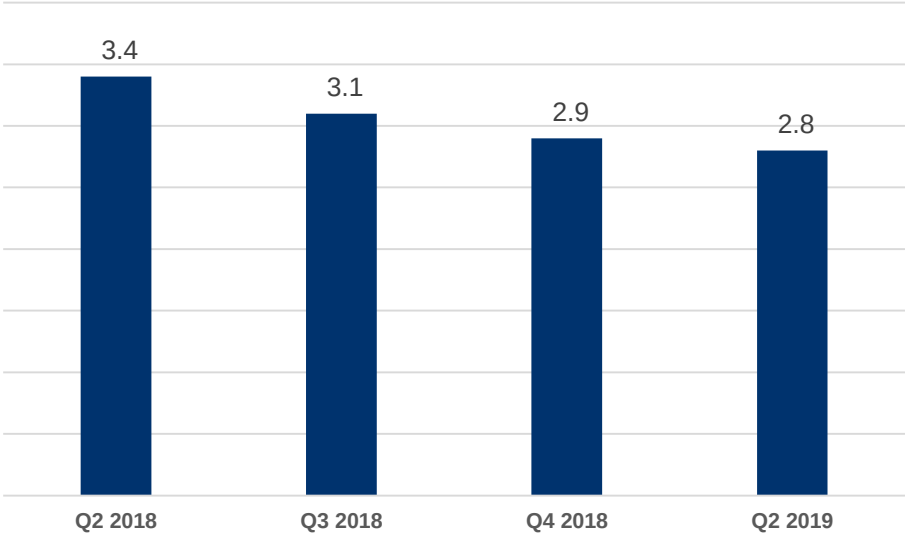


Key Balance Sheet and Cash Flow Metrics

Metrics

($mm)	3/29/2019
Cash and cash equivalents	$51.5
Total Debt	$884.1
Net Debt	$832.6
YTD Net cash from operating activities	$42.8
TTM Adjusted EBITDA(1)	$294.8
Leverage Ratio(1)	
Total debt / TTM Adjusted EBITDA(1)	3.0
Net debt / TTM Adjusted EBITDA(1)	2.8

Leverage Ratio(1)



Leverage ratio is moving back toward long-term target of ~2x after share repurchase

(1) Leverage ratio and TTM Adjusted EBITDA reconciliations for all periods above can be found either in the appendix, Exhibit 99.1 to form 8-K filed November 28, 2018, or Exhibit 99.1 to form 8-K filed February 6, 2019

2019 Financial Outlook Summary

		Q3 2019	Updated FY19	Changes to FY19
Electrical Raceway Segment	Volume		+2 to 4%	n/a
	Adjusted EBITDA*	$70 - $75M	$280 - $290M	+$10M / n/a
Mechanical Products & Solutions Segment	Volume		flat to +2%	-2%
	Adjusted EBITDA*	$15 - $19M	$57 - $62M	+$2M / +$2M
Consolidated Atkore	Adjusted EBITDA*	$79 - $84M	$300 - $310M	+$10M / n/a
	Adjusted EPS*	$0.88 - $0.95	$3.25 - $3.40	+$0.20 / +$0.05
	Interest Expense	$13M	$52M	n/a
	Tax Rate	25%	25%	n/a
	Capital Expenditures	$12M	$35-40M	n/a
	Diluted Shares**	47	48	n/a

* Reconciliation of the forward-looking full-year 2019 outlook for Adjusted EBITDA and Adjusted EPS is not being provided as the Company does not currently have sufficient data to accurately estimate the variables and individual adjustments for such reconciliation.
** Represents weighted-average shares outstanding in millions used in calculation of Adjusted EPS guidance.

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Appendix

Segment Information

	Three months ended					
	March 29, 2019			March 30, 2018		
(in thousands)	Net sales	Adjusted EBITDA	Adjusted EBITDA Margin	Net sales	Adjusted EBITDA	Adjusted EBITDA Margin
Electrical Raceway	$ 353,514	$ 67,375	19.1 %	$ 324,787	$ 56,404	17.4 %
Mechanical Products & Solutions	116,190	17,421	15.0 %	120,310	16,722	13.9 %
Eliminations	(395)			(97)		
Consolidated operations	$ 469,309			$ 445,000		

	Six months ended					
	March 29, 2019			March 30, 2018		
(in thousands)	Net sales	Adjusted EBITDA	Adjusted EBITDA Margin	Net sales	Adjusted EBITDA	Adjusted EBITDA Margin
Electrical Raceway	$ 696,920	$ 135,864	19.5 %	$ 641,310	$ 112,564	17.6 %
Mechanical Products & Solutions	225,003	28,308	12.6 %	218,884	27,531	12.6 %
Eliminations	(586)			(636)		
Consolidated operations	$ 921,337			$ 859,558		

Adjusted earnings per share reconciliation

Consolidated Atkore International Group Inc.

	Three months ended		Six months ended	
(in thousands, except per share data)	**March 29, 2019**	**March 30, 2018**	**March 29, 2019**	**March 30, 2018**
Net income	$ 29,555	$ 42,558	$ 56,504	$ 69,747
Stock-based compensation	1,834	2,770	4,816	6,334
Intangible asset amortization	8,196	7,765	16,410	16,452
Gain on sale of a business	—	(26,737)	—	(26,737)
Certain legal matters	—	2,286	—	2,286
Other [(a)]	2,636	2,094	2,842	2,601
Pre-tax adjustments to net income	12,666	(11,822)	24,068	936
Tax effect	(3,103)	3,074	(5,897)	(243)
Adjusted net income	$ 39,118	$ 33,810	$ 74,675	$ 70,440
Weighted-Average Diluted Common Shares Outstanding	47,369	54,003	47,817	59,945
Net income per diluted share	$ 0.61	$ 0.79	$ 1.15	$ 1.16
Adjusted net income per diluted share	$ 0.83	$ 0.63	$ 1.56	$ 1.18

(a) Represents other items, such as inventory reserves and adjustments, realized or unrealized gain (loss) on foreign currency transactions and release of certain indemnified uncertain tax positions.

Net Income to Adjusted EBITDA reconciliation

Consolidated Atkore International Group Inc.

(in thousands)	Three months ended		Six months ended	
	March 29, 2019	March 30, 2018	March 29, 2019	March 30, 2018
Net income	$ 29,555	$ 42,558	$ 56,504	$ 69,747
Interest expense, net	13,328	9,286	25,488	15,880
Income tax expense	10,253	15,392	18,407	17,908
Depreciation and amortization	18,280	15,853	36,301	33,063
Restructuring and impairments	1,085	576	2,472	838
Stock-based compensation	1,834	2,770	4,816	6,334
Certain legal matters	—	2,286	—	2,286
Transaction costs	123	1,263	287	1,908
Gain on sale of a business	—	(26,737)	—	(26,737)
Other [(a)]	2,636	2,094	2,842	2,601
Adjusted EBITDA	$ 77,094	$ 65,341	$ 147,117	$ 123,828

(a) Represents other items, such as inventory reserves and adjustments, realized or unrealized gain (loss) on foreign currency transactions and release of certain indemnified uncertain tax positions.

Net Income to Adjusted EBITDA reconciliation

Consolidated Atkore International Group Inc.

(in thousands)	TTM March 29, 2019	Three months ended March 29, 2019	December 28, 2018	September 30, 2018	June 29, 2018
Net income	$ 123,402	$ 29,555	$ 26,949	$ 32,699	$ 34,199
Interest expense, net	50,302	13,328	12,160	12,372	12,442
Income tax expense	30,206	10,253	8,154	1,447	10,352
Depreciation and amortization	70,130	18,280	18,021	17,637	16,192
Restructuring and impairments	3,483	1,085	1,387	604	407
Stock-based compensation	13,146	1,834	2,982	4,836	3,494
Certain legal matters	(7,119)	—	—	(7,119)	—
Transaction costs	7,693	123	164	6,638	768
Gain on sale of a business	(838)	—	—	—	(838)
Other[(a)]	4,434	2,636	206	1,944	(352)
Adjusted EBITDA	$ 294,839	$ 77,094	$ 70,023	$ 71,058	$ 76,664

(a) Represents other items, such as inventory reserves and adjustments, realized or unrealized gain (loss) on foreign currency transactions and release of certain indemnified uncertain tax positions.

Net Debt to Total Debt and Leverage Ratio

Consolidated Atkore International Group Inc.

($ in thousands)	March 29, 2019	December 28, 2018	September 30, 2018	September 30, 2017	September 30, 2016
Short-term debt and current maturities of long-term debt	$ —	$ 26,561	$ 26,561	$ 4,215	$ 1,267
Long-term debt	884,095	878,094	877,686	571,863	629,046
Total debt	884,095	904,655	904,247	576,078	630,313
Less cash and cash equivalents	51,498	75,919	126,662	45,718	200,279
Net debt	$ 832,597	$ 828,736	$ 777,585	$ 530,360	$ 430,034
TTM Adjusted EBITDA	$ 294,839	$ 283,086	$ 271,549	$ 227,608	$ 235,002
Total debt/TTM Adjusted EBITDA	3.0 x	3.2 x	3.3 x	2.5 x	2.7 x
Net debt/TTM Adjusted EBITDA	2.8 x	2.9 x	2.9 x	2.3 x	1.8 x