Adient

J.P. Morgan 2016 Auto Conference

August 9, 2016

Forward Looking Statements

Adient has made statements in this document that are forward-looking and, therefore, are subject to risks and uncertainties. All statements in this document other than statements of historical fact are statements that are, or could be, deemed "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. In this document, statements regarding Adient's future financial position, sales, costs, earnings, cash flows, other measures of results of operations, capital expenditures or debt levels and plans, objectives, outlook, targets, guidance or goals are forward-looking statements. Words such as "may," "will," "expect," "intend," "estimate," "anticipate," "believe," "should," "forecast," "project" or "plan" or terms of similar meaning are also generally intended to identify forward-looking statements. Adient cautions that these statements are subject to numerous important risks, uncertainties, assumptions and other factors, some of which are beyond Adient's control, that could cause Adient's actual results to differ materially from those expressed or implied by such forward-looking statements, including, among others, risks related to: the capital markets generally and whether Adient and Adient Global Holdings Ltd will consummate the offering of notes, the anticipated terms of the notes and the anticipated use of proceeds, uncertainties as to the timing of the spin-off and whether it will be completed, the possibility that various closing conditions for the spin-off may not be satisfied or waived, the expected tax treatment of the spin-off, the impact of the spin-off on the businesses of Adient, the ability of Adient to meet debt service requirements, the availability and terms of financing and expectations of credit rating, the risk that disruptions from the spin-off will harm Adient's business, competitive responses to the spin-off, general economic and business conditions that affect Adient following the spin-off, the strength of the U.S. or other economies, automotive vehicle production levels, mix and schedules, energy and commodity prices, the availability of raw materials and component products, currency exchange rates, and cancellation of or changes to commercial arrangements. A detailed discussion of risks related to Adient's business is included in the section entitled "Risk Factors" in Adient's Registration Statement on Form 10 filed with the U.S. Securities and Exchange Commission on April 27, 2016, as amended most recently on July 28, 2016, and available at www.sec.gov. Potential investors and others should consider these factors in evaluating the forward-looking statements and should not place undue reliance on such statements. The forward-looking statements included in this document are made only as of the date of this document, unless otherwise specified, and, except as required by law, Adient assumes no obligation, and disclaims any obligation, to update such statements to reflect events or circumstances occurring after the date of this document.

In addition, this document includes certain projections provided by Adient with respect to the anticipated future performance of Adient's businesses. Such projections reflect various assumptions of Adient's management concerning the future performance of Adient's businesses, which may or may not prove to be correct. The actual results may vary from the anticipated results and such variations may be material. Adient does not undertake any obligation to update the projections to reflect events or circumstances or changes in expectations after the date of this document or to reflect the occurrence of subsequent events. No representations or warranties are made as to the accuracy or reasonableness of such assumptions or the projections based thereon.

Today’s Presenters

Bruce McDonald
Chairman &
Chief Executive Officer

Jeff Stafeil
Executive Vice President
& Chief Financial Officer

Bruce McDonald, Chairman & Chief Executive Officer, Adient

Overview

- As announced on July 24, 2015, Johnson Controls will spin off its automotive seating and interiors businesses into a standalone public company, named Adient plc
- Adient to be incorporated in Ireland
- Expected first day of trading as a public company of October 31, 2016
- Transaction is taxable to JCI shareholders
- Pro-rata distribution of 100% of outstanding Adient ordinary shares to holders of JCI shares
- No vote of JCI shareholders is required for the distribution

ADIENT	
Global Automotive Seating and Interiors Leader	
	LTM March 31, 2016[1]
Consolidated Net Sales	$18.1B[1]
Segment Income[2]	$1.2B
Return on Sales	6.4%
PF Adjusted EBITDA[2]	$1.5B

1. On July 2, 2015, Adient completed its global automotive interiors joint venture with Yangfeng Automotive Trim Systems and deconsolidated the contributed interiors business since that date. The automotive interiors business generated Net Sales of $1,147mm in the three months ended June 30, 2015.
2. Refer to appendix for management's rationale for using these metrics and reconciliation to US GAAP.

Adient's Key Investment Thesis

✓ Market Position

> Broadest and most complete range of seating products

> Unparalleled customer diversity– market leadership in North America, Europe and China (unique and longstanding position in China through JV structure); support all major automakers (190+ active platforms)

✓ Earnings Growth

> Lean and improving cost structure (targeting restructuring actions in process)

> Upward trend in profitability expected to continue; ~200 bps margin improvement expected over the mid-term

✓ Cash Generation

> Consistent ability to generate substantial cash flow

> Cash generation will enable Adient to transition from a levered company to an investment grade company while enhancing shareholder value through a competitive dividend

> Continued cash generation will support Adient's profitable growth strategy (organic & inorganic)

Key Changes Going Forward

Today	Future
> Part of a global multi-industry company	> Focus on automotive seating – **Leaner cost structure / metals integration & recovery**
> Improving business performance	> Expect **200 bps of margin improvement** with **double-digit EPS growth** over the mid-term
> Capital allocated to support multi-industry transformation	> **Strong cash flow** provides flexibility and ability to de-lever > **Targeted capital allocation strategy** > **Smart reinvestment** – Growth capex, capital return and opportunistic M&A

Focus on Increasing Value for Shareholders and Customers

Adient today

The largest global automotive seating supplier, supporting all major automakers in the differentiation of their vehicles through superior quality, technology and performance.

FY 2016 estimate

~$17 billion
Consolidated revenue

~$7 billion
Unconsolidated seating revenue

~$8 billion
Unconsolidated interiors revenue

230+
locations globally

25+ million
seat systems a year

75,000
highly engaged employees

Adient's Vision and Mission Bring Focus to Our Success

Vision

Improving the Experience of a World in Motion

Mission

We will be the world-class automotive seating supplier through leadership in cost, quality, launch execution, and customer satisfaction. We will leverage our capabilities to drive growth, both within and beyond the automotive industry.

Adient Competitive Strengths

> **Global market leadership** in North America, Europe and China

> **Unique and longstanding position in China** through JV structures with leading Chinese manufacturers (e.g. SAIC, Faway, etc.)

> **Diverse customer mix** with longstanding relationships across all major, global OEMs

> **Global manufacturing footprint and expertise –** approximately 230 manufacturing plants in 33 countries

> **Global development network –** worldwide engineering network, including 10 core development centers

> **Experienced leadership with proven track-record** and global perspective

Adient's Global Automotive Business

Adient Automotive Seating

- Complete Seat / Just-In-Time Manufacturing
- Front & Rear Seat Structures
- Track, Recliner, Manual Height Adjuster and Lock Mechanisms
- Foam Cushions & Backs
- Head Restraints & Armrests
- Trim Covers & Fabrics
- RECARO High Performance Seating
- Commercial Vehicle Seating

Yanfeng Global Automotive Interiors

- Instrument Panels
- Floor Consoles
- Door Panels
- Overhead Consoles
- Decorative Trim

Yanfeng
Global Automotive Interiors

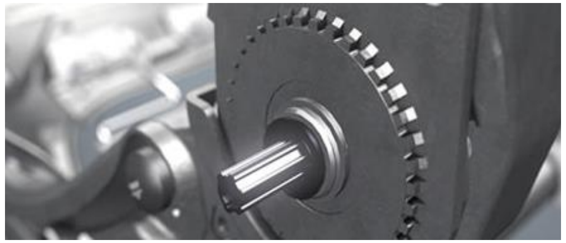
Broadest and Most Complete Line of Seating Products

Complete Seat / JIT

- Complete seat systems
  - Complex logistics and supply chain management
  - Just-In-Time in sequence delivery
  - Emphasis on quality
  - Craftsmanship and change management
- 80 Manufacturing plants

Metals & Mechanisms

- Offers modular solutions, resulting in fewer parts and standardized global technologies
- Unique value proposition in the complex rear seat structures segment by using simple mechanisms to achieve “wow” functionality
- 48 Manufacturing plants



Foam: Cushions & Backs, Head Restraints

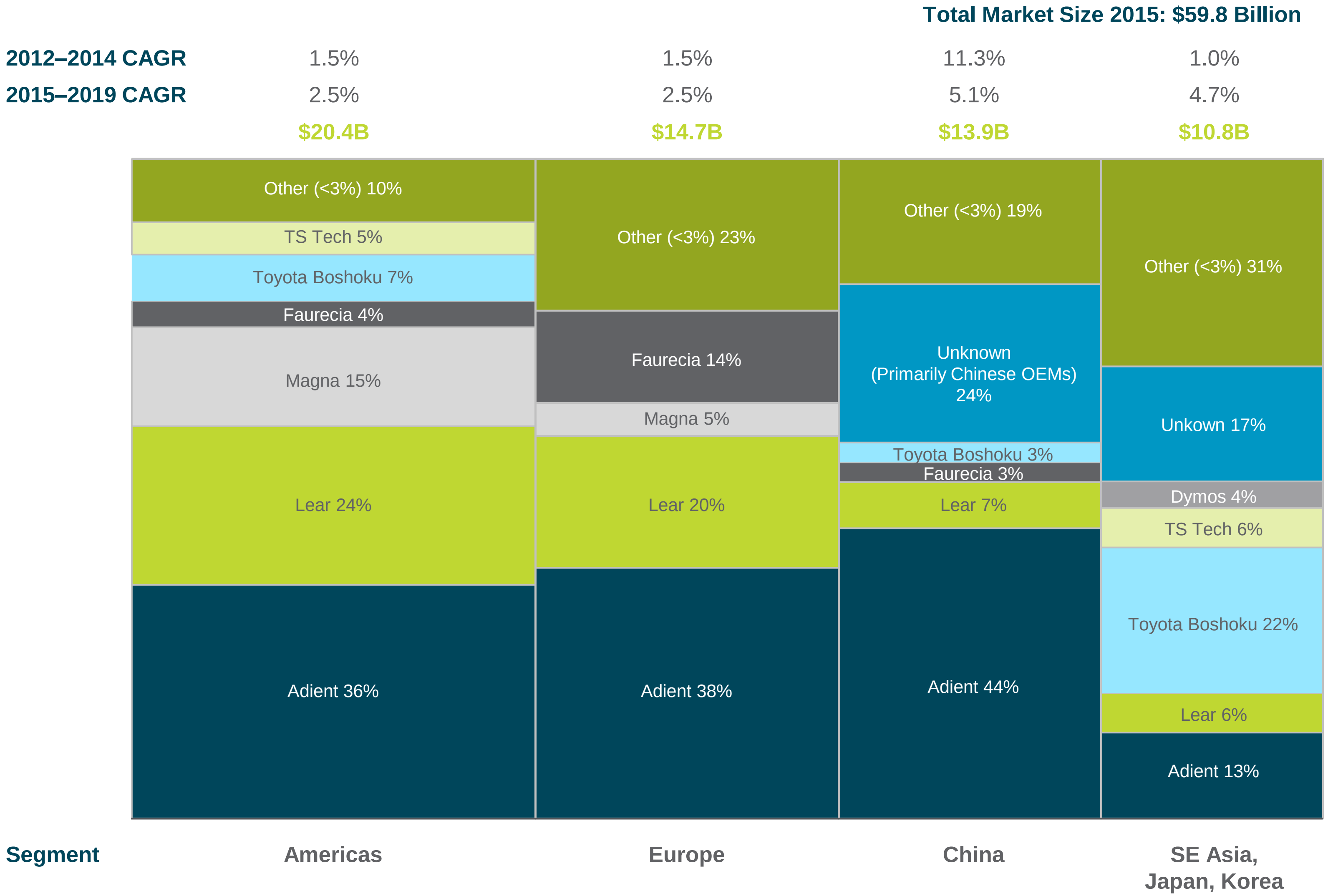
- World leader in manufacturing seating foam, head restraints, armrests and other foam products
- Innovator with pour-in-place foam, resulting in design freedom, reduced cost and mass, and high comfort levels
- 45 Manufacturing plants

Trim: Cut & Sew and Fabric

- Market leader in integrated trim through global vertical integration of fabrics and cut & sew
- Best-in-class design capabilities bringing differentiation to customer vehicle platforms
- Full fabric processing expertise
- 48 Manufacturing plants

Global Competitive Market Position

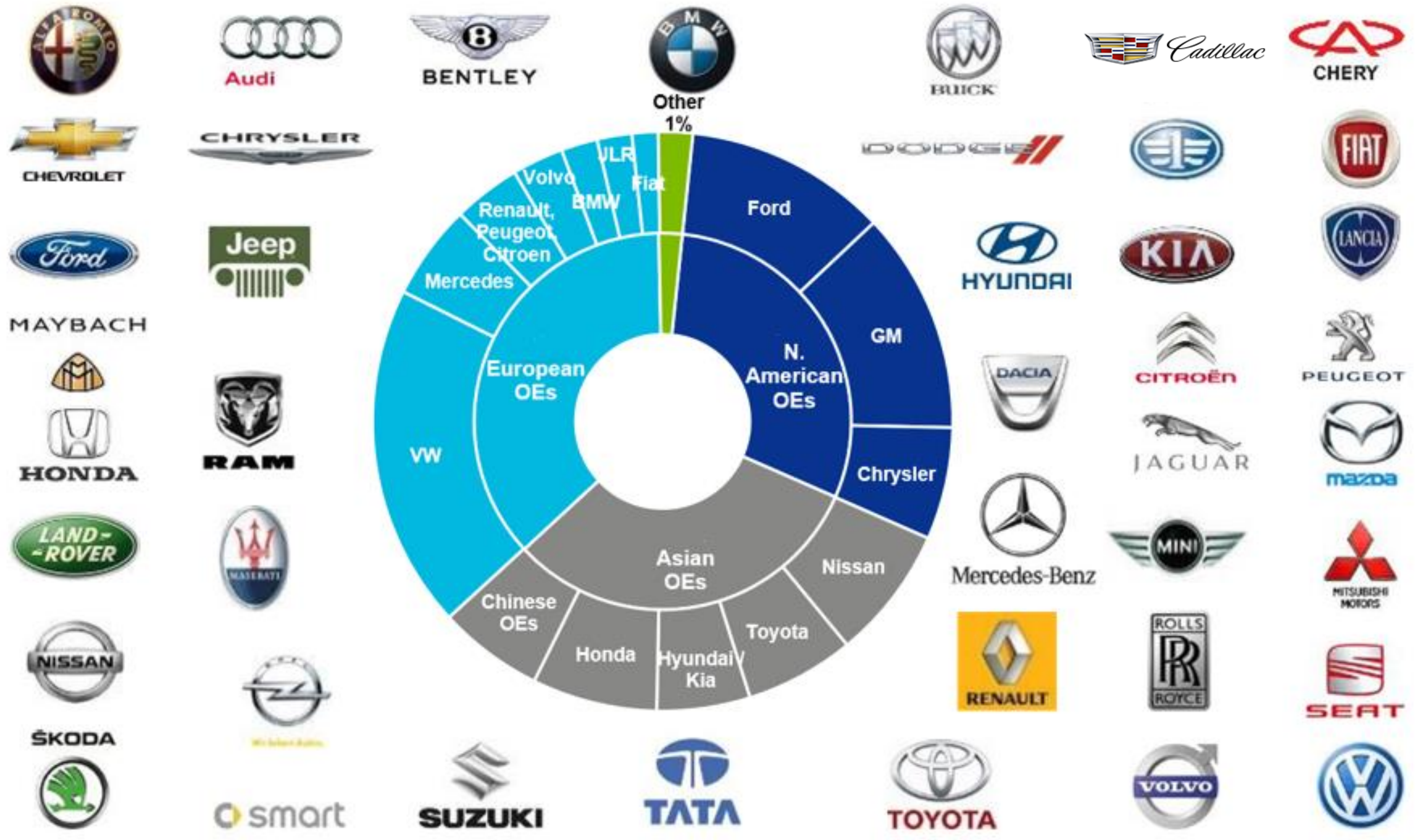
- > Adient is the leading player globally and in every major region worldwide
  - – Leading automotive seating market share in North America and Europe
  - – Leadership position in China, the world's largest and one of the fastest growing automotive markets
- > Management intends to invest >$1.0bn in the Asia region
  - – Primarily to drive continued growth in China



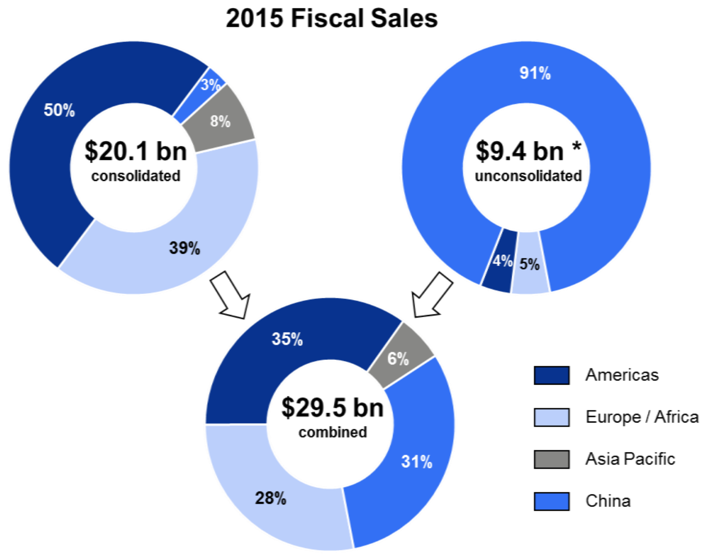
Source: IHS Automotive with management adjustments. Adjustments are based on management's knowledge of customer schedule details and participation in the global automotive seating market, and include identification of the seating provider for certain vehicle models unidentified by IHS Automotive, among others.

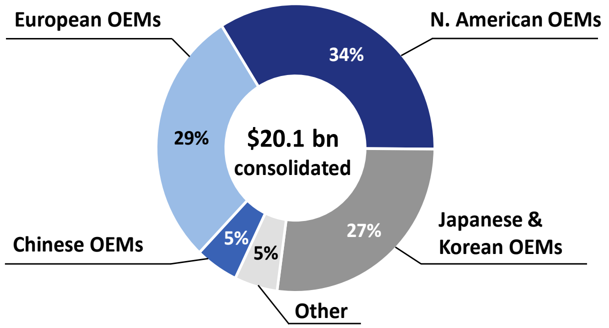
Well Diversified OEM Customer Mix

Customer Mix



2015A Revenue by Geography





Source: Company filings

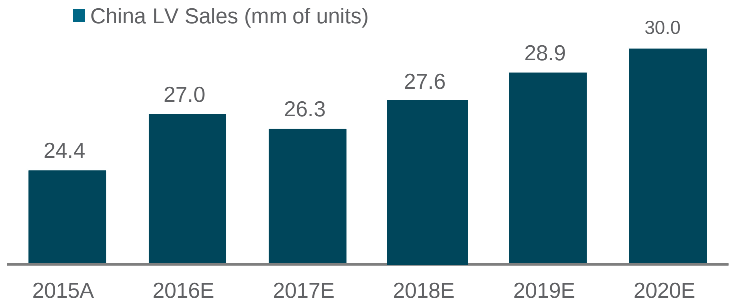
**Includes YFAI sales only for the period from 02-Jul-2015 to 30-Sep-2015*

Key Macro Growth Drivers

1 Industry Growth[1]

> **Global light vehicle production remains robust** and is expected to reach production levels **of 94 million vehicles by 2020**

> **China continues to grow more rapidly than other major markets (4.2% CAGR),** albeit at a lower but **more sustainable rate than in past years**



2 Mix

> Mix of Foam/Trim/JIT sourcing and component sourcing

> Continued shift towards SUV's / MPV's globally

> Increase in luxury / comfort features

Growth Drivers

Content Growth 3

> Increase in **passenger-focused technologies**:

– Occupant sensing

– Seat heating / cooling

– Massage features

– Passenger health and wellness

– Advanced seat adjustability

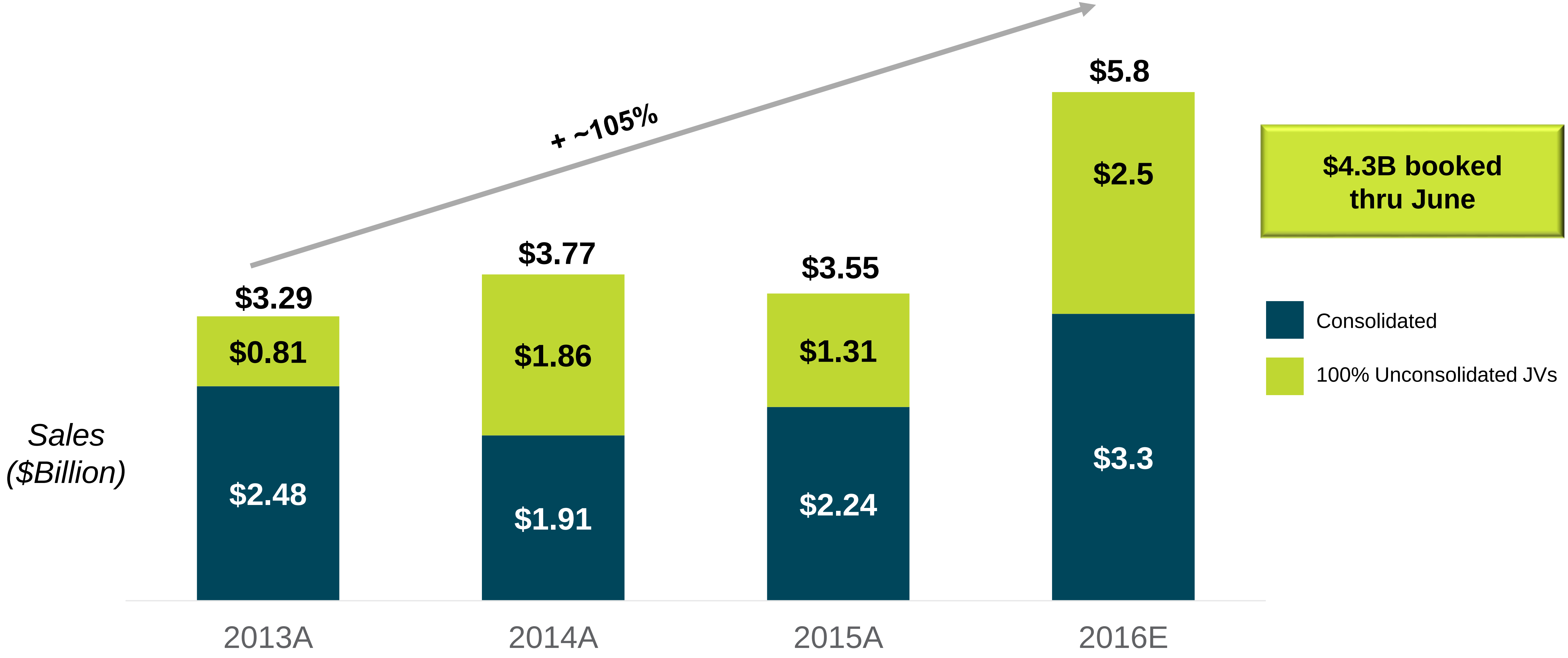
> **Connected car / autonomous driving** provide large potential for content growth

– Adient offers complete interior solution to potential new entrants

– Autonomous trend likely to have a significant impact on interior content

1. Source: IHS Automotive.

FY2016E Sales Booking



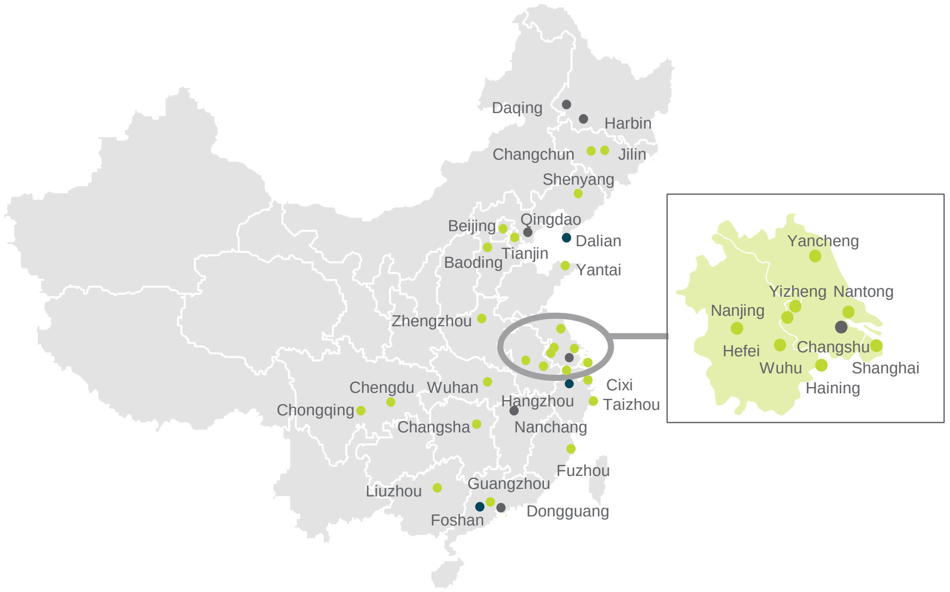
$4.3B booked thru June

Source: Management estimates

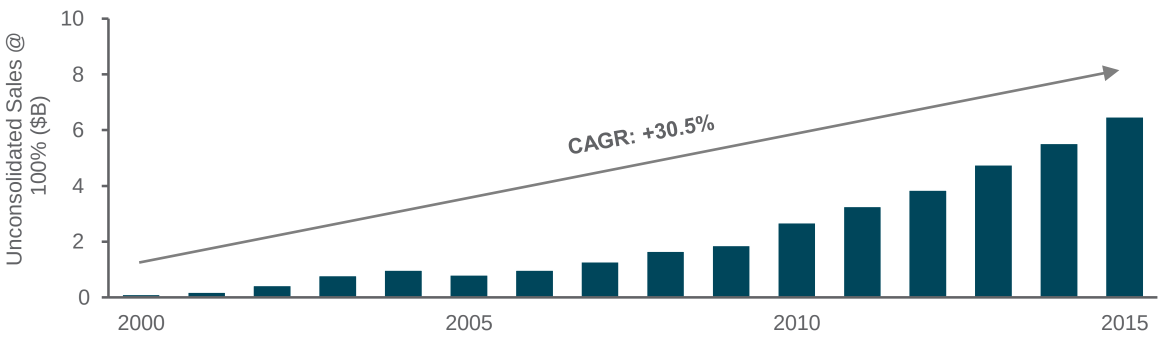
Jeffrey Stafeil, Executive Vice President & Chief Financial Officer, Adient

Adient – Seating in China

- We have nearly **45 percent market share** of the seating business in China, making us the industry leader
- By leveraging our market position, we will outpace the market, further expanding our share and **strengthening our leadership**
- Seating in China (incl. joint ventures) **highlights:**
  - **$6.6 billion** revenue in FY2015
  - **17** joint ventures
  - **3** tech centers
  - **1,252** engineers
  - **60** Manufacturing plants in 32 cities
  - **~31,000** employees



Adient Seating Sales in China



Market Trends Strengthening Our Leading Position

- **Shift to SUV / MPV segment**
  - New business wins with JV SUV programs (VW, GM, Nissan, Hyundai) will grow our share in segment
  - Increased content on SUV / MPV vehicles vs. sedans / wagons
- **Geographic shifts from Tier 1 & 2 cities to inner cities**
  - Well positioned to grow through our JV structure with top local OEMs (SAIC-Wuling and Changan) and smaller players (JAC, Brilliance Auto, GAMC)
  - Foreign OEMs adding competitive products in Tier 3, 4, & 5 cities
- **Premium segment remains robust**
  - Strong and growing position with Daimler, BMW, and Volvo
- **Ability to offset "price downs"**
  - Cost efficiency and value add programs
  - Leveraging Adient's customer relationships

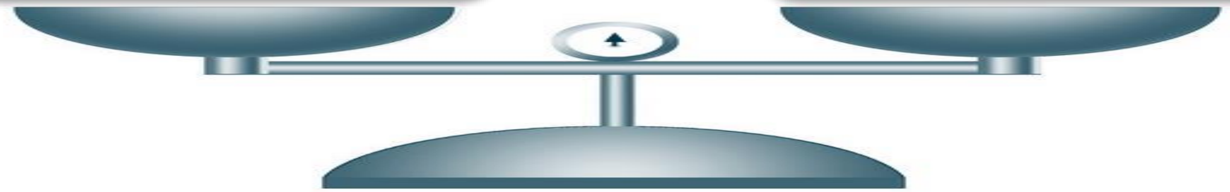
Mutually Beneficial China JV Partnerships

One Partner Brings:

- Technology
- Products
- System, process, global exposure

Other Partner Brings:

- Market access
- Local knowledge
- Local connection



Past China JV Relationship

- **JCI:** Provided technology and products as well as management and manufacturing system
- **Our partners:** (e.g., FAW, SAIC/YF) opened its markets and persuaded its' OEMs to choose JCI JVs as the main seating supplier

New China JV relationship

- **Adient:** Bring strong value through Global Sourcing or open up selected markets (which are typically un-served or under-served by JCI in the past)
- **Our partners:** (e.g. FAW, SAIC/YF) Contribute by providing low-cost product/solution; local relationships

China JV Growth Strategy

Growth

- **Exposure to Chinese OEMs** is being advanced as their influence in the global market increases
- Initiatives are being developed in China and other Asia Pacific regions to **improve the business' position with Japanese OEMs**
- **Expanding** the current Complete Seat and components portfolio with Japanese and Chinese OEMs
- **Explore new markets** or channels (high speed rail seating, motorcycle seating, etc)

Product & Process Leadership

- **Continued expansion** of Adient's product and process technologies in the China market
- Extended through the business' operations and those of Adient's JVs

Operationally Capable

- **Integrate the Adient Operating System to our joint ventures to optimize efficiencies** throughout the end-to-end value chain
- **Expanded use of automation to offset rising labor cost.** Ensure a quality and safety mindset in the region

Partnership Management

- Since entering the China market in 1996, **Adient has built partnerships with almost every major Chinese automaker and supplies components to almost every OEM in the country**
- Strong partnerships differentiate Adient from the competition
- Partnerships with SAIC Group (YFJC, YFAI), FAW Group (FJC) are **two key pillars of the company's Chinese operations; with a few smaller but solid JVs**

Joint Venture Structure

	Tailored Strategy for Each JV				Equity Share	
	Strategic Plan	**Joint Venture**	**Chinese Group Partner**	**OEM partnered with Chinese Auto Group**	**JCI**	**Partner**
Seating	> Components for China & Asia Pacific > Regional growth > Low cost engineering and innovation	**YFJC**	SAIC Sub-partners Chang'An / Dongfeng		**49.99%**	**50.01%**
Seating	> Operational Efficiency > Leverage current relationship	**FJC**	FAW		**50.0%**	**50.0%**
Seating	> Separate seating & interior business > Growth focus on luxury segment	**BJC**	BAIC		**51.0%**	**49.0%**
Seating		**GAJC CGJC**	GAC		**52.0%**	**48.0%**
Seating		**SJJ**	Brilliance		**50.0%**	**50.0%**
Components	> Grow Mechanisms share of market	**JCYM**	HASCO	Supply all non-FAW customers	**50.0%**	**50.0%**
Components		**FFJC**	FAW	Supply all FAW customers	**50.0%**	**50.0%**
Components	> Fabrics capabilities	**WFJC**	Wanfang	Focus on global OEMs	**100.0%**	**-**
Components		**NNGJC**	NNG	Focus on local OEMs	**30.0%**	**70.0%**
Interiors	**Yanfeng Automotive Interiors (YFAI)**				**30.0%**	**70.0%**

2015A Equity Income: $295mm & Cash Dividends: $193mm

Financial Overview

Adient Financial Overview

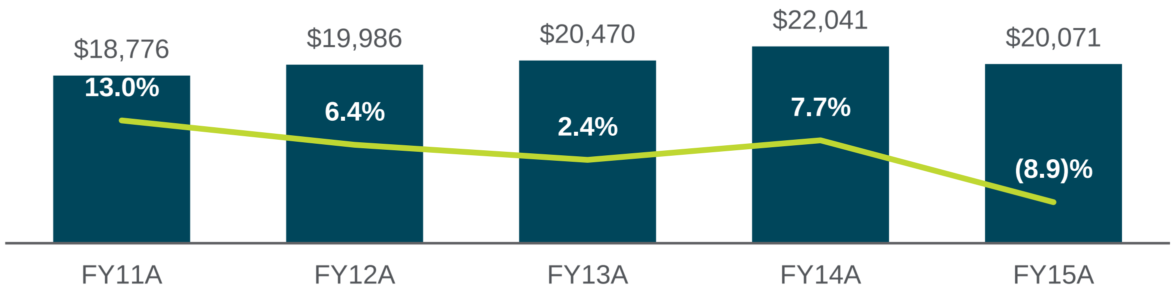
- **Financial profile**
  - ~$18bn LTM consolidated net sales (includes $1.1bn interior revenue) [1]
- **Consolidated seating**
  - ~200 bps margin improvement expected in mid-term
    - Lower SG&A
    - Improved performance in metals business
    - Wind down of remaining interiors business
  - Strong cash generation
- **China**
  - Continued unconsolidated top-line growth
  - Increasing equity income
  - Increasing cash dividends

Key Metrics	Expected Range
Net Leverage[2]	~2.0x
Cash on Balance Sheet	~$700mm
Tax Rate	Irish Domicile ~10–12%
Capital Expenditures	Higher to Support Growth Initiatives
Dividends	In-line with Auto Supplier Peers

1. On July 2, 2015, Adient completed its global automotive interiors joint venture with Yangfeng Automotive Trim Systems and deconsolidated the contributed interiors business since that date. The automotive interiors business generated Net Sales of $1,147mm in the three months ended June 30, 2015.
2. Refer to appendix for management's rationale for using these metrics and reconciliation to US GAAP.

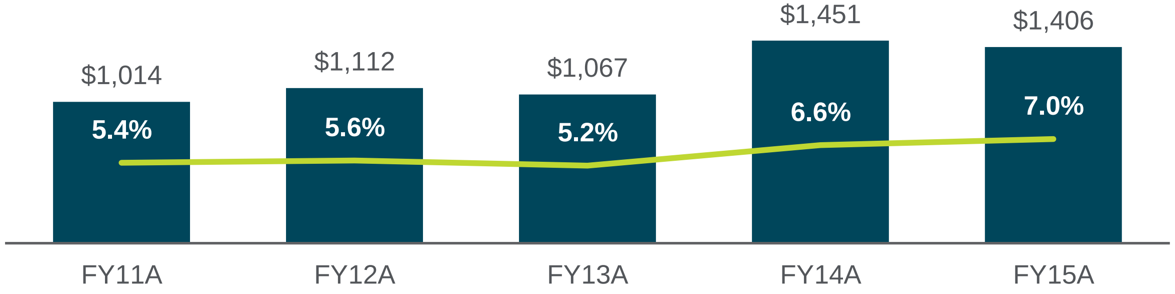
Historical Financial Performance

Consolidated Revenue & YoY % Growth



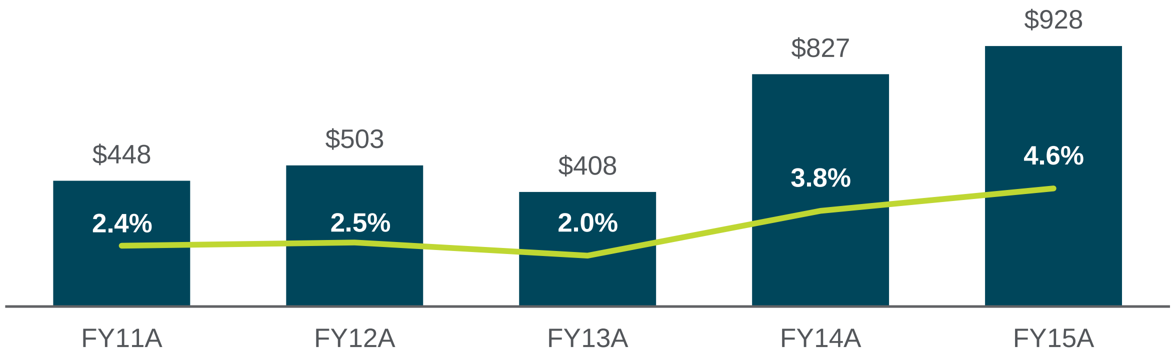
Decline in 2015 Sales Due to Deconsolidation of Consolidated Interiors Business and Subsequent Formation of YFAI Non-consolidated JV in July 2015[1]

Adj. EBITDA[3] & % Margin

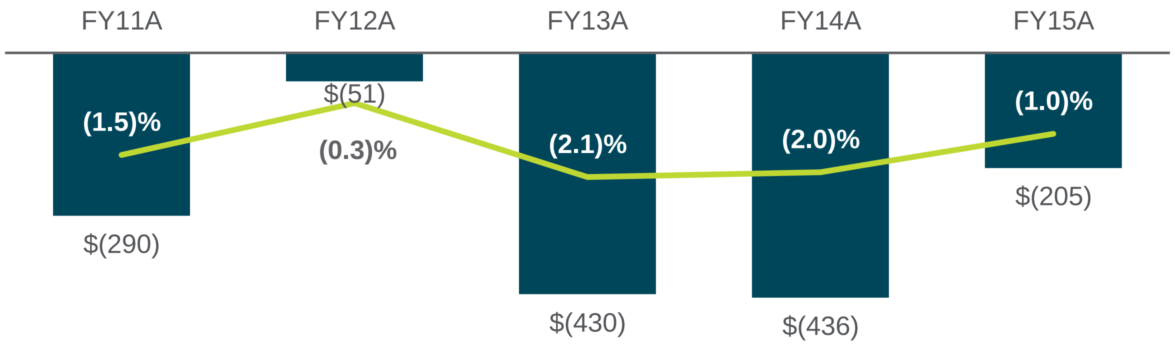


Restruct. Exp.	$ 0	$ 143	$ 280	$ 158	$ 182

(Adj. EBITDA – Capex)[3] & % Margin



Working Capital[2] & % of Sales

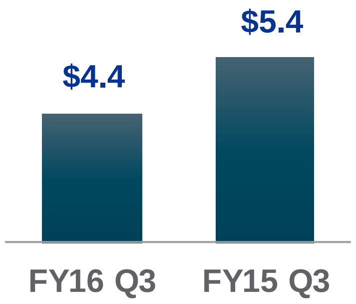


Note: Historical financials exclude expenses related to restructuring. Values shown in millions.
1. Net sales for the year ended Sept. 30, 2015 were unfavorably impacted by FX currency translation ($1.6 bn) and by the impact of the YFAI joint venture ($924 mm). Excluding such items, net sales increased by $563 mm, approximately 3%.
2. Working capital is defined as current assets less current liabilities.
3. Refer to appendix for management's rationale for using these metrics and reconciliation to US GAAP.

FY 2016 Performance Update

Q3 FY16

Net Revenues
($ in billions)



Unadjusted Δ

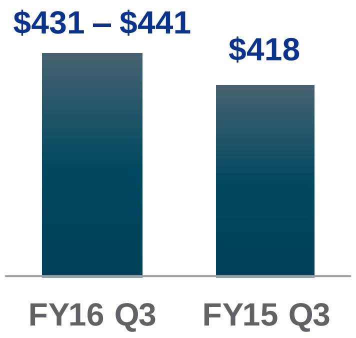
(19%)

Δ Adj. for Deconsolidation of Interiors and FX

(1%)

- Excluding the impact of the Interiors deconsolidation and foreign exchange, sales expected to be down 1% vs. Q3 FY15
  - Expiring programs in North America offset growth in Asian and European markets
- Chinese revenues (primarily unconsolidated) expected to increase 49% to $2.9 billion
  - Increased 11% excluding the impact of the deconsolidation of Interiors and foreign exchange

Pro Forma Adjusted EBITDA[1]
($ in millions)



Unadjusted Δ

3-6%

- Increase driven by cost savings generated from restructuring programs, other cost reduction initiatives and operational efficiencies
- Adj. EBITDA margin expected to increase to ~10% from 7.8% in Q3 FY 2015

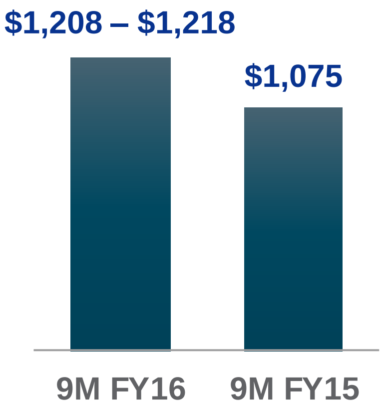
9 Months FY16

Net Revenues
($ in billions)

Unadjusted Δ

(19%)

Pro Forma Adjusted EBITDA[1]
($ in millions)



Unadjusted Δ

12-13%

1. Refer to appendix for management’s rationale for using these metrics and reconciliation to US GAAP.

Adient Cash Flow Profile

- Strong initial free cash flow [1]
  - Low tax rate (Irish domicile ~10-12%)
  - Minimal working capital needs
  - Smart reinvestment / capital expenditures (maintenance & growth)
- Growing opportunity
  - Margin / earnings growth
  - Increasing equity income and cash dividends
  - Lower cash restructuring over time
- Strong cash flow profile will enable rapid de-leveraging post-spin
  - Will allow Adient to transition towards investment grade credit metrics

1. Refer to appendix for management's rationale for using these metrics

Adient JV Equity Income and Cash Dividend Summary

YFJC represents ~57% of Adient Seating JV equity income and ~52% of total equity income

"Cash rich / low debt" balance sheets → maximum disbursement of earnings after reinvestment

Dividends paid in arrears based on prior year retained earnings → certainty of distribution in the current year

Sources	Equity Income	Cash Dividends Paid	% Conversion
2011A	$201	$156	77.6%
2012A	$211[1]	$143	67.8
2013A	$302[1]	$148	49.0
2014A	$284	$176	62.0
2015A	$295	$193	65.4
FY11A – FY15A CAGR	10.1%	5.5%	
FY11A – FY15A Median			65.4%

Note: Yanfeng Automotive Interiors (YFAI) JV formed on July 2, 2015, and did not generate a cash dividend to Adient in FY2015.

1. Includes $106 million and $3 million of non-cash gains related to fair value adjustments of Adient's existing cash equity investments in FY2013 and FY2012, respectively. No such gains existed in FY2015, FY2014 or FY2011.

Financial Policy Planning

> **Initial leverage**

- Net leverage [1] of ~2x at spin (expected to decline materially)
- $1.5bn of 5-year pre-payable bank debt
- $2.0bn in longer tenor bonds
- No near term maturities

> **Leverage target**

- Unadjusted Debt / EBITDA consistent with top performers in peer group

> **Cash balance / liquidity**

- Target minimum cash balance of ~$500mm / maintaining a committed credit facility ($1.5bn)

> **Capex funding**

- Invest in the business and return to normal/sustainable levels to support organic growth
- Low capex requirements (~3% of sales)

> **Dividend / share repo spend**

- Balanced capital allocation plan aims to support consistent return of capital to shareholders while maintaining flexibility
- Pay a competitive dividend in-line with auto supplier peers
- Modest share repurchase plan
- Opportunistic share repurchase

> **Debt service**

- Pay down drawn term loan debt opportunistically
- Strong cash flow profile will support debt service post-spin

> **Pension / OPEB**

- Relatively small, global unfunded liability (~$100m) versus key automotive peers
- Continue to manage and reduce balance sheet risk on a global basis with limited required cash funding

> **M&A**

- Opportunistic / bolt-on M&A
- Opportunities to capitalize on growth in emerging markets; leveraging China JV relationships with Asian OEMs

1. Refer to appendix for management's rationale for using these metrics

Framework for Valuing Adient

	P/E Multiple Methodology	Blended Multiple Methodology
Overview	Adient EPS → P/E Multiple	Base Business EBITDA → EBITDA Multiple + JV Equity Income → P/E Multiple
Considerations	✓ Provides full value for JV Equity Income (key contributor to value and cash flow) ✓ Captures benefit from lower corporate tax rate ✓ Captures earnings impact from increased leverage at spin (as well as benefit from de-levering over time)	✓ Common method currently used by Wall Street research analysts ✓ Provides easier comparison to core auto peers who are primarily valued on an EV / EBITDA basis ✗ Does not provide proper credit for tax rate decline, leverage at spin or JV Equity Income

Adient's Key Investment Thesis

✓ Market Position

> Broadest and most complete range of seating products

> Unparalleled customer diversity– market leadership in North America, Europe and China (unique and longstanding position in China through JV structure); support all major automakers (190+ active platforms)

✓ Earnings Growth

> Lean and improving cost structure (targeting restructuring actions in process)

> Upward trend in profitability expected to continue; ~200 bps margin improvement expected over the mid-term

✓ Cash Generation

> Consistent ability to generate substantial cash flow

> Cash generation will enable Adient to transition from a levered company to an investment grade company while enhancing shareholder value through a competitive dividend

> Continued cash generation will support Adient's profitable growth strategy (organic & inorganic)

Q&A

Appendix and
Financial Reconciliations

Non-GAAP Financial Measurements

- SINC, EBITDA, Adjusted EBITDA, Pro Forma Adjusted EBITDA, Free Cash Flow, EBITDA Less Capex, Net Debt and Net Leverage are not recognized terms under GAAP and do not purport to be alternatives to the most comparable GAAP amounts. Further, since all companies do not use identical calculations, our definition and presentation of these measures may not be comparable to similarly titled measures reported by other companies
- Segment income (“SINC”), earnings before income tax expense, interest expense and depreciation and amortization (“EBITDA”), free cash flow (“FCF”) and EBITDA less capital expenditures (“EBITDA Less Capex”), are measures used by management to evaluate the operating performance of the company and its business segments and to forecast future periods
  - Segment income is defined as income before income taxes and non-controlling interests excluding net financing charges, restructuring and impairment costs in accordance with U.S. GAAP, and net mark-to-market adjustments on pension and postretirement plans
  - Adjusted EBITDA is defined as EBITDA excluding restructuring charges, asset impairments, stock-based compensation, net mark-to-market adjustments on pension and postretirement plans, purchase accounting adjustments, transaction (gains) losses, and other significant special items
  - Pro Forma Adjusted EBITDA is defined as Adjusted EBITDA excluding expenses associated with the anticipated separation and multi-employer pension plan credits
  - Free cash flow is defined as cash from operating activities less capital expenditures
  - Management uses these measures to evaluate the performance of ongoing operations separate from items that may have a disproportionate impact on any particular period. These measures are also used by securities analysts, institutional investors and other interested parties in the evaluation of companies in our industry
- Net Debt is calculated as gross debt less cash and cash equivalents
- Net Leverage is calculated as Net Debt divided by Pro Forma Adjusted EBITDA

Non-GAAP Reconciliations

Segment income, EBITDA, Adjusted EBITDA, Pro-forma adjusted EBITDA

	As of the six months ended Mar. 31,		Twelve months ended Mar. 31,	As of the fiscal year ended Sep. 30,				
(in $ millions)	**2016**	**2015**	**2016**	**2015**	**2014**	**2013**	**2012**	**2011**
Net Income (loss) attributable to Adient	($642)	$383	($550)	$475	$307	$187	$267	$368
Income attributable to non-controlling interests	40	37	69	66	67	58	70	76
Income tax provision	891	36	1,273	418	296	168	131	172
Net financing charges	6	7	11	12	15	10	22	16
Restructuring and impairment costs	169	--	351	182	158	280	143	--
Pension mark-to-market[3]	--	--	6	6	50	13	37	1
Segment income	**$464**	**$463**	**$1,160**	**$1,159**	**$893**	**$716**	**$670**	**$633**
Net Income (loss) attributable to Adient	($642)	$383	($550)	$475	$307	$187	$267	$368
Income attributable to non-control interests	40	37	69	66	67	58	70	76
Income tax provision	891	36	1,273	418	296	168	131	172
Net financing charges	6	7	11	12	15	10	22	16
Depreciation and amortization	172	178	341	347	437	450	416	366
EBITDA	**$467**	**$641**	**$1,144**	**$1,318**	**$1,122**	**$873**	**$906**	**$998**
Restructuring and impairment costs[1]	177	8	$367	198	174	288	154	11
Stock-based compensation[2]	6	16	6	16	19	28	18	4
Pension mark-to-market[3]	--	--	6	6	50	13	37	1
Purchase accounting adjustments[4]	10	--	15	5	--	--	--	--
Transaction (gains) losses[5]	--	--	(137)	(137)	86	(135)	(3)	--
Adjusted EBITDA	**$660**	**$665**	**$1,401**	**$1,406**	**$1,451**	**$1,067**	**$1,112**	**$1,014**
Separation costs[6]	--	--	132	--	--	--	--	--
Multi-employer pension plan credits[7]	--	--	(26)	--	--	--	--	--
Pro Forma Adjusted EBITDA	--	--	**$1,507**	--	--	--	--	--

1. Restructuring and impairment costs includes $169 million, $182 million, $158 million, $280 million and $143 million of U.S. GAAP restructuring and impairment costs in the six months ended March 31, 2016 and fiscal year 2015, 2014, 2013 and 2012, respectively. It also includes $8 million and $8 million of other restructuring-related costs in the six months ended March 31, 2016 and 2015, respectively, and $16 million, $16 million, $8 million, $11 million and $11 million of restructuring-related costs in fiscal year 2015, 2014, 2013, 2012 and 2011, respectively. LTM restructuring and impairment costs includes $182 million and $169 million of U.S. GAAP restructuring and impairment costs in the fourth quarter of fiscal 2015 and in the second quarter of fiscal 2016, respectively. It also includes $8 million and $8 million of other restructuring-related costs in the fourth quarter of fiscal 2015 and in the second quarter of fiscal 2016, respectively.
2. Reflects non-cash stock based compensation charges.
3. Reflects net mark to market adjustments on pension and postretirement plans.
4. Reflects amortization of intangible assets related to the YFAI joint venture recorded within equity income.
5. Reflects transactional (gains) losses related to acquisitions and divestitures completed by Adient. Acquisitions result in gains when an existing interest is already had in the acquired company. During the fourth quarter of fiscal 2015, Adient completed its global automotive interiors joint venture with Yanfeng Automotive Trim Systems and recorded a gain of $127 million. Also during the fourth quarter of fiscal 2015, Adient completed a divestiture in the Seating segment and recorded a gain of $10 million.
6. Reflects expenses associated with the separation and distribution.
7. Reflects the removal of multi-employer pension plan credits incurred during the historical period (($15 million for the first and second quarters of fiscal 2016 and ($11) million for the third and fourth quarters of fiscal 2015) for pension plans that will remain with Johnson Controls as a direct result of Adient separating from Johnson Controls.

Non-GAAP Reconciliations

EBITDA, Adjusted EBITDA, Pro-forma adjusted EBITDA

	Three Months Ended June 30,			Nine Months Ended June 30,		
	2016		**2015**	**2016**		**2015**
	(preliminary)			**(preliminary)**		
(in millions)	High end	Low end		High end	Low end	
Income before income taxes	$ 153	$ 143	$ 322	$ 442	$ 432	$ 778
Net financing charges	2	2	4	8	8	11
Depreciation and amortization	81	81	88	253	253	266
EBITDA	236	226	414	703	693	1,055
Restructuring and impairment costs (a)	77	77	4	254	254	12
Stock-based compensation (b)	14	14	4	20	20	20
Purchase accounting adjustments (c)	5	5	—	15	15	—
Adjusted EBITDA	$ 332	$ 322	$ 422	$ 992	$ 982	$ 1,087
Separation costs (d)	117	117	—	249	249	—
Multi-Employer Pension plan credits (e)	(8)	(8)	(4)	(23)	(23)	(12)
Pro-forma adjusted EBITDA	$ 441	$ 431	$ 418	$ 1,218	$ 1,208	$ 1,075

(a) Restructuring and impairment costs includes $75 million and $244 million of U.S. GAAP restructuring and impairment costs in the three and nine months ended June 30, 2016, respectively. It also includes $2 million and $10 million of other restructuring-related costs in the three and nine months ended June 30, 2016, respectively. In the prior year, $4 million and $12 million of other restructuring-related costs are recorded in the three and nine months ended June 30, 2015, respectively.

(b) Reflects non-cash stock-based compensation charges.

(c) Reflects amortization of intangible assets related to the YFAI joint venture recorded within equity income.

(d) Reflects expenses associated with the separation and distribution.

(e) Reflects the removal of multi-employer pension plan credits incurred during the three and nine months ended June 30, 2016 of ($8) million and ($23) million, respectively. In the prior year, ($4) million and ($12) million of multi-employer pension plan credits recorded in the three and nine months ended June 30, 2015, respectively.

Non-GAAP Reconciliations
Total Leverage and Net Leverage Ratios

(in $ millions)			
	March 31, 2016		
Cash	$	708	
Total debt		3,671	
Net debt	$	2,963	
LTM pro forma adusted EBITDA	$	1,507	
Total Leverage:		2.4	x
Net Leverage:		2.0	x

Source: Capitalization table, Amendment #2 Form 10 and JCI Form 8-K filed July 29, 2016, for March 31 figures.