



The Chemours Company

Fourth Quarter Earnings Presentation

February 16, 2017

Safe Harbor Statement and Other Matters

This presentation contains forward-looking statements, within the meaning of the federal securities laws, that involve risks and uncertainties. Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. The words “believe,” “expect,” “anticipate,” “plan,” “estimate,” “target,” “project” and similar expressions, among others, generally identify “forward-looking statements,” which speak only as of the date the statements were made. These forward-looking statements address, among other things, our agreement with DuPont relating to the Settlement, resolution of environmental liabilities, litigation and other contingencies, anticipated future operating and financial performance, business plans and prospects, transformation plans, cost savings targets, plans to increase profitability and our outlook for Adjusted EBITDA, free cash flow and target net leverage that are subject to substantial risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. Forward-looking statements are based on certain assumptions and expectations of future events which may not be accurate or realized. Forward-looking statements also involve risks and uncertainties, many of which are beyond Chemours’ control. Additionally, there may be other risks and uncertainties that Chemours is unable to identify at this time or that Chemours does not currently expect to have a material impact on its business. Factors that could cause or contribute to these differences include: whether the Settlement becomes effective; the outcome of any pending or future litigation related to PFOA; the performance by DuPont of its obligations under the Settlement; the terms of any final agreement between Chemours and DuPont relating to the Settlement; and other risks, uncertainties and other factors discussed in our filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the year ended December 31, 2015. Chemours assumes no obligation to revise or update any forward-looking statement for any reason, except as required by law.

This presentation contains certain supplemental measures of performance that are not required by, or presented in accordance with, generally accepted accounting principles in the United States (“GAAP”). These Non-GAAP measures include Adjusted Net Income (Loss), Adjusted EPS, Adjusted EBITDA and Free Cash Flow, which should not be considered as replacements of GAAP. Free Cash Flow is defined as Cash from Operations minus cash used for PP&E purchases. Further information with respect to and reconciliations of such measures to the nearest GAAP measure can be found in the appendix hereto.

Management uses Adjusted Net Income (Loss), Adjusted EPS, Adjusted EBITDA and Free Cash Flow to evaluate the Company’s performance excluding the impact of certain non-cash charges and other special items in order to have comparable financial results to analyze changes in our underlying business from quarter to quarter.

Historical results prior to July 1, 2015 are presented on a stand-alone basis from DuPont historical results and are subject to certain adjustments and assumptions as indicated in this presentation, and may not be an indicator of future performance.

Additional information for investors is available on the company’s website at investors.chemours.com.

Highlights

Delivered \$100M+ in Adjusted EBITDA year-over-year improvement in the fourth quarter

Achieved full-year controllable fixed cost reductions of ~\$200M

Realized meaningful improvement in TiO₂ pricing and Opteon™ growth in 2016

Increased full-year Free Cash Flow by \$593M through improved working capital performance and retired ~\$385M in debt

Reached agreement with DuPont on key terms of PFOA indemnification

4Q16 Overview

(\$ in millions unless otherwise noted)

Fourth Quarter Financial Summary

	4Q16	4Q15	Δ Yr/Yr	3Q16	Δ Seq.
Net Sales	\$1,322	\$1,360	(\$38)	\$1,398	(\$76)
Net Income (loss)	(230)	(86)	(144)	204	(434)
Adj. Net Income ³	15	2	13	112	(97)
Adj. EBITDA	239	132	107	268	(29)
Adj. EBITDA Margin (%)	18.1	9.7	8.4	19.2	(1.1)
EPS ¹	(\$1.26)	(\$0.48)	(\$0.78)	\$1.11	(\$2.37)
Adj. EPS ¹	\$0.08	\$0.01	\$0.07	\$0.61	(\$0.53)
Free Cash Flow ²	166	175	(9)	132	34

Year-over-year

- Strong business performance ex-impact from divestitures
- ~850 basis point Adjusted EBITDA margin improvement primarily from transformation plan initiatives and lower raw material pricing
- Seasonal working capital unwind achieved in spite of previous working capital improvements

Sequentially

- Declines driven by seasonal TiO₂ and refrigerant volumes, somewhat offset by higher TiO₂ pricing, Opteon™ growth, and cost reductions

See reconciliation of non-GAAP measures in the Appendix

¹ Calculation based on diluted share count

² Defined as Cash from Operations minus cash used for PP&E purchases

³ Certain adjustments to prior year amount was made to conform with current year presentation



Chemours™

2016 Overview

(\$ in millions unless otherwise noted)

Full Year Financial Summary

	2016	2015	Δ Yr/Yr
Net Sales	\$5,400	\$5,717	(\$317)
Net Income (loss)	7	(90)	97
Adj. Net Income	187	143	44
Adj. EBITDA	822	573	249
<i>Adj. EBITDA Margin (%)</i>	15.2	10.0	5.2
EPS ¹	\$0.04	(\$0.50)	\$0.54
Adj. EPS ¹	\$1.02	\$0.79	\$0.23
Free Cash Flow ²	256	(337)	593

- Transformation plan initiatives contributed to significant improvements in Net Income, Adjusted EBITDA and margins across all segments
- Achieved ~\$200M target in reducing controllable fixed costs in 2016
- Drove improved results through TiO₂ price, Opteon™ growth, and lower variable costs
- Improved working capital performance and lower capital expenditures increased Free Cash Flow by \$593M

See reconciliation of Non-GAAP measures in the Appendix

¹Periods prior to 3Q15 are represented by pro forma basic and diluted EPS

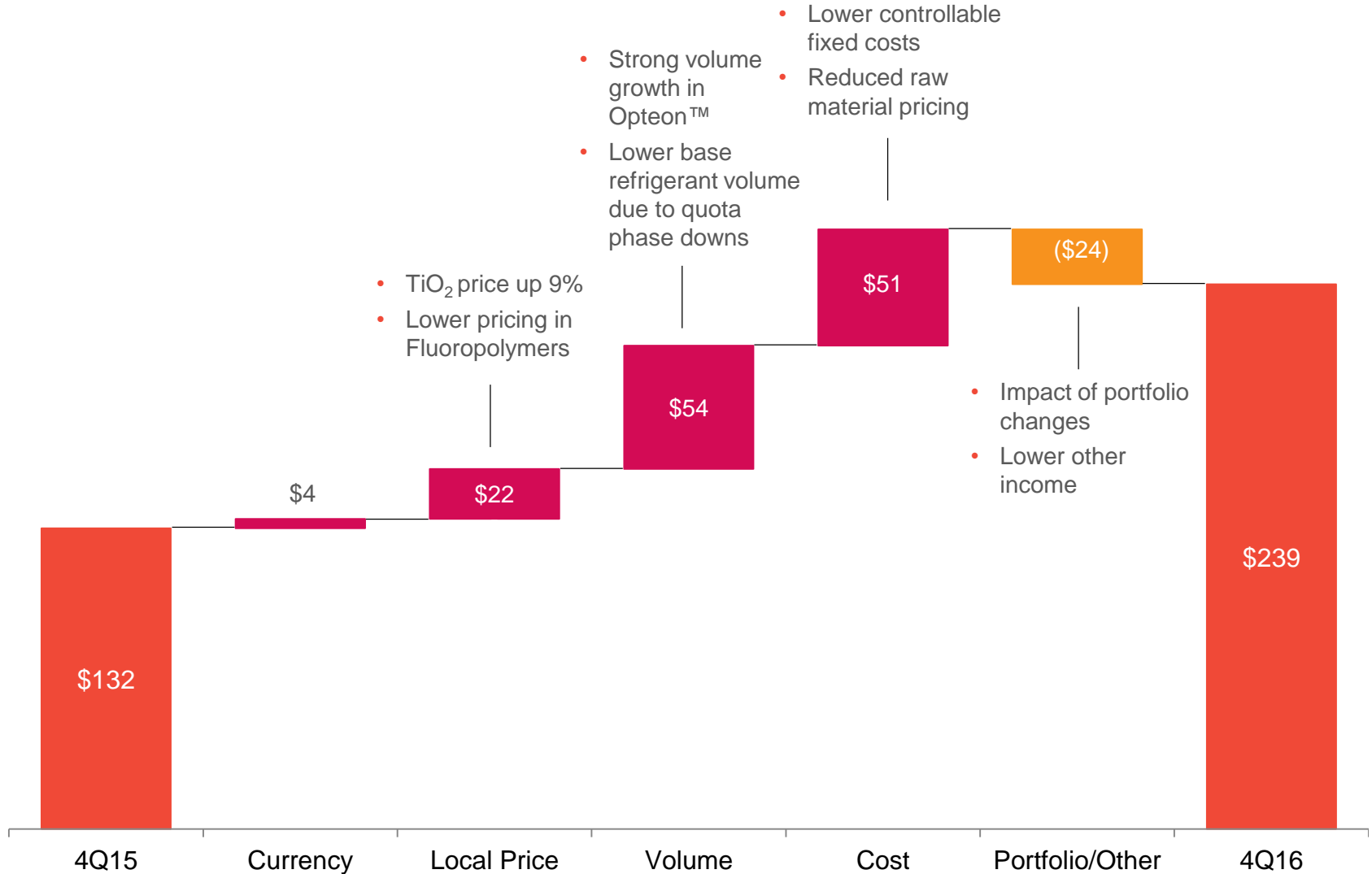
²Defined as Cash from Operations minus cash used for PP&E purchases

³Reflects exclusions to Adjusted EBITDA

Adjusted EBITDA Bridge: 4Q16 versus 4Q15

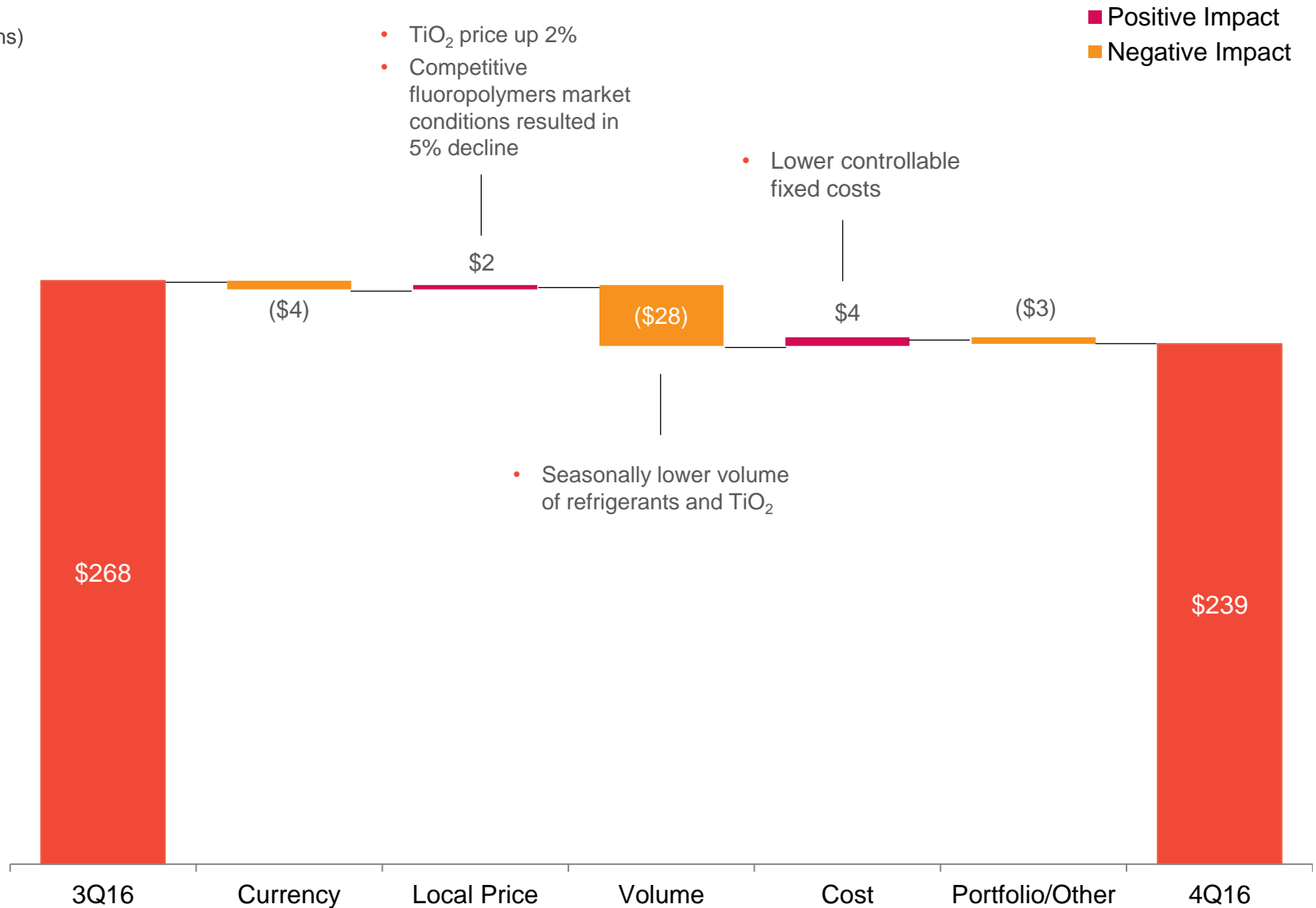
(\$ in millions)

■ Positive Impact
■ Negative Impact



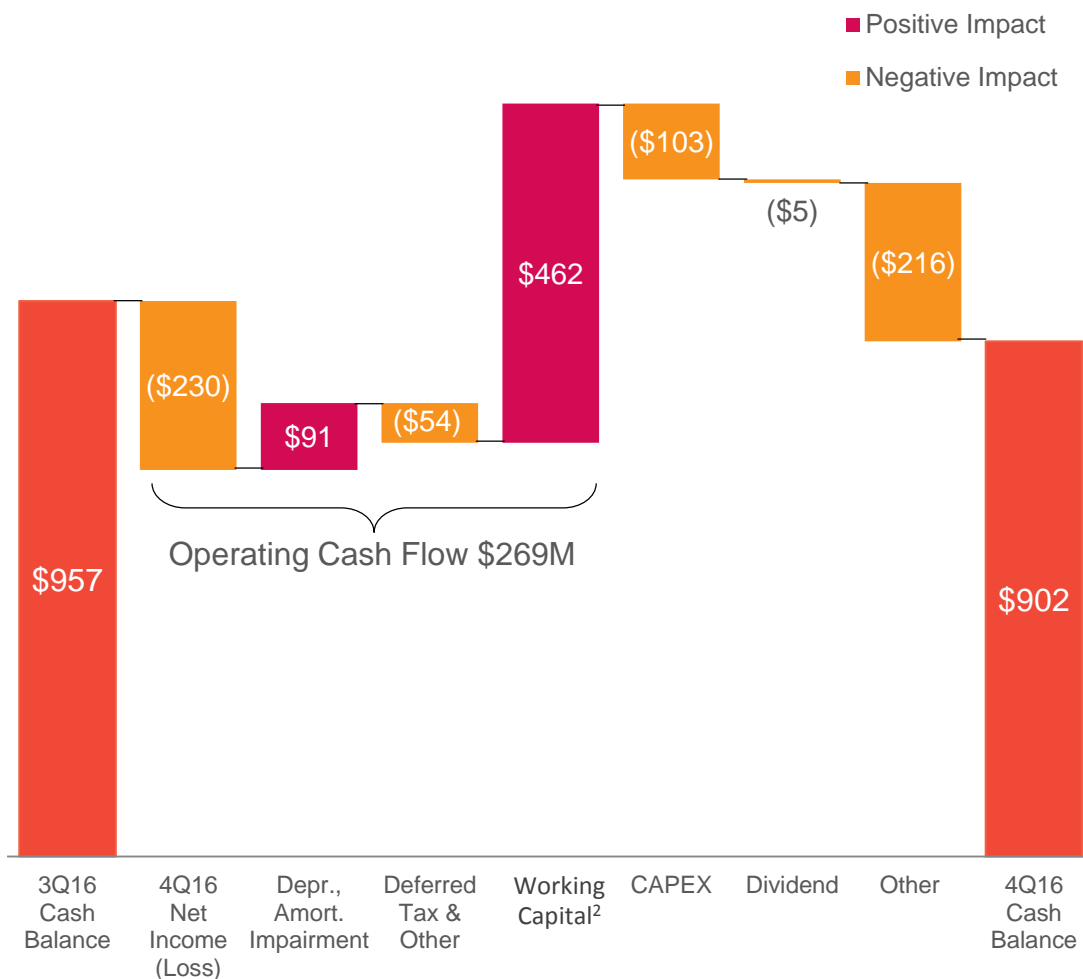
Adjusted EBITDA Bridge: 4Q16 versus 3Q16

(\$ in millions)



Liquidity Position

(\$ in millions)



- Free Cash Flow of \$166M, including \$35M of DuPont prepay unwind, versus \$175M in 4Q15
- Quarter-end cash balance of \$902M reflecting \$181M notes/debt retired and \$103M of capital expenditures
- Retired \$385M of long-term debt during 2016
- Net debt of \$2.6B, down ~\$1.2B since spin, net leverage ratio to ~3.3x
- Total Liquidity of ~\$1.7B, including revolver availability of \$750M¹
- Cash restructuring payments of \$22M in Q4, totaling ~\$105M in 2016

¹ Based on Credit Agreement defined LTM Adjusted EBITDA, as amended February 2016, including pro forma adjustments, Senior Secured Net Debt/EBITDA of 1.05x

² Includes \$335 million non-cash accrual regarding PFOA litigation

MDL Docket Settlement

- Covers 3,500 existing plaintiffs in PFOA Ohio MDL matters
- Provides \$670.7 million settlement, split evenly between DuPont and Chemours
- Contemplates five year sharing of potential future PFOA costs
 - Chemours to pay first \$25 million per year
 - DuPont to pay next \$25 million per year
 - Chemours bares any additional expenses via Master Separation Agreement terms
- Master Separation Agreement terms will remain in place beyond year five

Titanium Technologies Business Summary

Fourth Quarter Highlights

- Improved profitability in the quarter driven by increased selling price, improved manufacturing efficiency and the ramp up of Altamira
- Pricing actions implemented throughout the year resulted in favorable year-over-year price in the quarter
- Overall TiPure™ volume steady versus strong prior year with mixed regional demand changes

Outlook Commentary

- Continuing to work closely with our customers to implement pricing announcements
- Altamira on track and making progress on all key operational metrics
- Volume expected to be in line with regional GDP growth rates

Financial Summary (\$ millions)

	4Q16	3Q16	4Q15
Sales	\$623	\$625	\$589
Adjusted EBITDA	\$157	\$144	\$62
Adjusted EBITDA Margin (%)	25.2	23.0	10.5

Sales Drivers

	Yr/Yr % Δ
Price	8
Currency	(0)
Volume ¹	(2)

¹ TiPure™ volume was flat excluding other minor product revenue

Fluoroproducts Business Summary

Fourth Quarter Highlights

- Strong Opteon™ demand continues to outpace expectations
- Base Fluorochemicals quotas resulted in lower volume in the quarter and was impacted by timing of sales throughout the year
- Increased volume in Fluoropolymers offset by unfavorable pricing and mix

Outlook Commentary

- Demand for Opteon™ expected to remain a strong source of growth
- Phase down quotas will continue to reduce volume of base refrigerants
- Continued competitive fluoropolymer environment

Financial Summary (\$ millions)

	4Q16	3Q16	4Q15
Sales	\$569	\$591	\$515
Adjusted EBITDA	\$111	\$143	\$80
<i>Adjusted EBITDA Margin (%)</i>	19.5	24.2	15.5

Sales Drivers

	Yr/Yr % Δ
Price	(4)
Currency	1
Volume	14
Portfolio	(1)

Chemical Solutions Business Summary

Fourth Quarter Highlights

- Decline in sales driven by portfolio changes
- Lower volume primarily due to loss of business through RMS shutdown
- Raw material pass through negatively impacted price in the quarter
- Renamed Cyanides business as “Mining Solutions”

Outlook Commentary

- Market leading position in Mining Solutions expected to drive growth
- North American gold production outlook supports continued strong demand growth in Mining Solutions
- Performance Chemicals product lines at Belle, WV to remain at breakeven

Financial Summary (\$ millions)

	4Q16	3Q16	4Q15
Sales	\$130	\$182	\$256
Adjusted EBITDA	\$9	\$9	\$16
<i>Adjusted EBITDA Margin (%)</i>	6.9	4.9	6.3

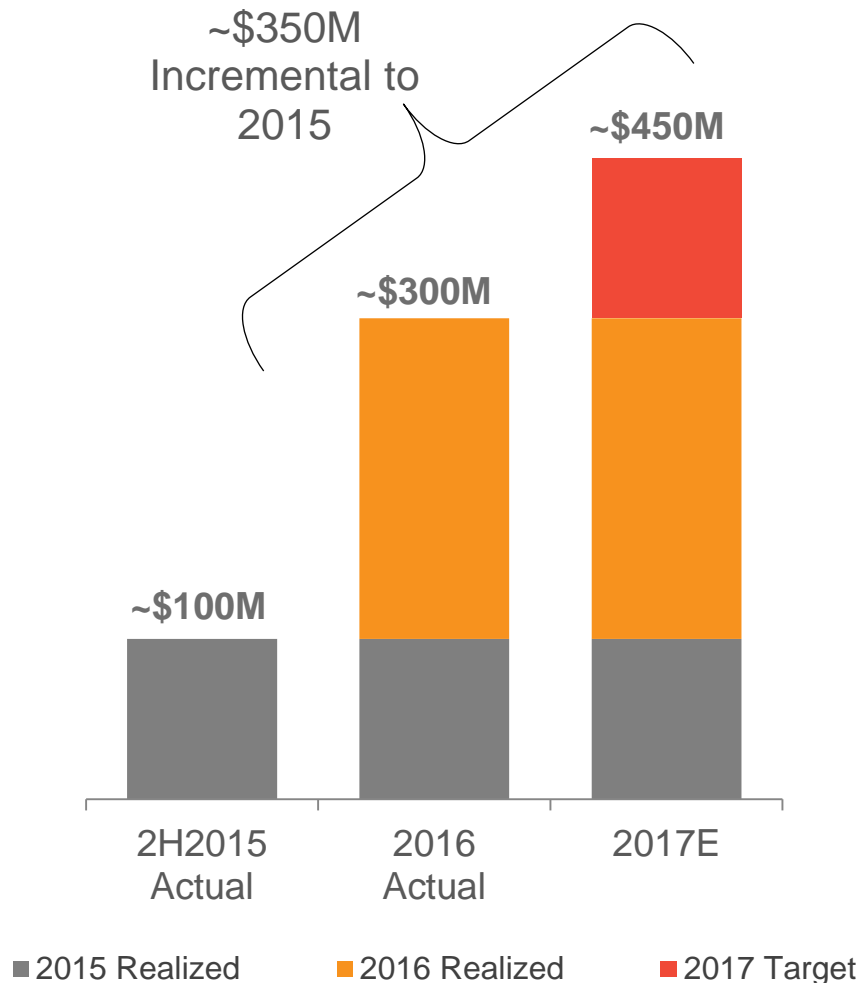
Sales Drivers

	Yr/Yr % Δ
Price	(2)
Currency	0
Volume	(5)
Portfolio	(42)

Progress on Transformation Plan

(\$ in millions)

Cost Reduction Progress



Other Transformation Activity

- Portfolio Optimization
 - Closed sale of 3 businesses
 - Ceased production at Niagara site
 - Implemented improvement plan for Belle, WV site
- Growing Market Positions
 - Opteon™ ramp up in progress
 - Altamira TiO₂ facility expansion coming on line
 - Mining Solutions expansion expected to commence in late 2018
- Refocusing Investments
 - Focusing on high return cost savings and productivity projects
 - Investing in world-class capacity expansion to serve growing demand for Opteon™
 - Increasing cyanide capacity with improved process technology

*2017 Adjusted EBITDA Expected To Be Greater Than \$1 Billion;
Generating Positive Free Cash Flow,
After Investing ~\$450 Million In Capex To Support Growth*

Key Factors Influencing Market Performance

Market Factors

- TiO₂ price
- Currency
- End-market demand
- Seasonality
- Timing of sales
- Change in regulations

Chemours Initiatives

- Cost reductions
- Altamira expansion ramp up
- Corpus Christi expansion
- Impacts from divestitures

Appendix

GAAP Net (Loss) Income to Adjusted EBITDA and Adjusted Net Income Reconciliations

GAAP Net Income (Loss) to Adjusted Net Income and Adjusted EBITDA Tabular Reconciliations (UNAUDITED)

(\$ in millions except per share unless otherwise noted)

	Three months ended December 31,				Three months ended September 30,		Year ended December 31,			
	2016		2015		2016		2016		2015	
	\$ amounts	\$ per share	\$ amounts	\$ per share	\$ amounts	\$ per share	\$ amounts	\$ per share	\$ amounts	\$ per share
Net (loss) income attributable Chemours	\$ (230)	\$ (1.26)	\$ (86)	\$ (0.48)	\$ 204	\$ 1.12	\$ 7	\$ 0.04	\$ (90)	\$ (0.50)
Non-operating pension and other postretirement employee benefit costs (income)	(1)	(0.01)	(8)	(0.04)	(5)	(0.03)	(20)	(0.11)	(3)	(0.02)
Exchange losses (gains)	20	0.11	28	0.15	17	0.09	57	0.31	(19)	(0.10)
Restructuring charges	11	0.06	85	0.47	14	0.08	51	0.28	285	1.57
Asset related charges ¹	14	0.08	3	0.02	46	0.25	124	0.68	73	0.40
Loss (gain) on sale of assets or business	3	0.02	9	0.05	(169)	(0.93)	(254)	(1.40)	9	0.05
Transaction costs ²	1	0.01	9	0.05	2	0.01	19	0.10	9	0.05
Legal and other charges ³	336	1.84	8	0.04	5	0.03	359	1.98	8	0.04
Benefit from income taxes relating to reconciling items ⁴	(139)	(0.76)	(46)	(0.25)	(2)	(0.01)	(156)	(0.86)	(129)	(0.71)
Adjusted Net Income	<u>\$ 15</u>	<u>\$ 0.08</u>	<u>\$ 2</u>	<u>\$ 0.01</u>	<u>\$ 112</u>	<u>\$ 0.62</u>	<u>\$ 187</u>	<u>\$ 1.03</u>	<u>\$ 143</u>	<u>\$ 0.79</u>
Net income attributable to noncontrolling interests	-	-	-	-	-	-	-	-	-	-
Interest expense	56		53		51		213		132	
Depreciation and amortization	72		66		73		284		267	
All remaining provision for income taxes ⁴	96		11		32		138		31	
Adjusted EBITDA	<u>\$ 239</u>		<u>\$ 132</u>		<u>\$ 268</u>		<u>\$ 822</u>		<u>\$ 573</u>	
Weighted average number of common shares outstanding - Basic ²	182,125,428		181,019,197		181,596,161		181,621,422		180,993,623	
Weighted average number of common shares outstanding - Diluted ^{2,3}	186,036,526		181,588,444		183,528,556		183,416,500		181,737,587	
Earnings per share, basic	\$ (1.26)		\$ (0.48)		\$ 1.12		\$ 0.04		\$ (0.50)	
Earnings per share, diluted	\$ (1.26)		\$ (0.48)		\$ 1.11		\$ 0.04		\$ (0.50)	
Adjusted earnings per share, basic ²	\$ 0.08		\$ 0.01		\$ 0.62		\$ 1.03		\$ 0.79	
Adjusted earnings per share, diluted ^{2,3}	\$ 0.08		\$ 0.01		\$ 0.61		\$ 1.02		\$ 0.79	

¹ The three and twelve months ended December 31, 2016 includes \$13 million pre-tax asset impairment of our corporate headquarters building in Wilmington, Delaware and other asset write-offs. The twelve months ended December 31, 2016 also included \$48 million pre-tax asset impairment of our Pascagoula Aniline facility, \$58 million pre-tax asset impairment in connection with the sale of the Sulfur business and other asset write-offs. The twelve months ended December 31, 2015 includes \$25 million of goodwill impairment and \$45 asset impairment of RMS facility. All charges, except for the corporate headquarters building (which is included in Corporate and Other), are recorded in the Chemical Solutions segment.

² Includes accounting, legal and bankers transaction fees incurred related to the Company's strategic initiatives, which includes transaction costs incurred in connection with the sales of the C&D and Sulfur businesses.

³ Includes litigation settlements, water treatment and \$335 million settlement accruals related to PFOA, and lease termination charges.

⁴ Total of (benefit from) provision for income taxes reconciles to the amount reported in the Consolidated Statements of Operations for the three and twelve months ended December 31, 2016 and 2015, and for the three months ended September 30, 2016.

Free Cash Flow Reconciliation

GAAP Cash Flow to Free Cash Flow Tabular Reconciliations (UNAUDITED)

(\$ in millions unless otherwise noted)

	Three months ended			Year ended	
	December 31,		September 30,	December 31,	
	2016	2015	2016	2016	2015
Cash flows provided by (used for) operating activities ¹	\$ 269	\$ 302	\$ 199	\$ 594	\$ 182
Cash flows used for purchases of property, plant and equipment	(103)	(127)	(67)	(338)	(519)
Free cash flows	\$ 166	\$ 175	\$ 132	\$ 256	\$ (337)

¹ Cash flows from operating activities for the year ended December 31, 2016 include the DuPont prepayments outstanding balance of approximately \$58 million. Excluding the DuPont prepayment, free cash flows for the year ended December 31, 2016 would have been \$198 million.

Segment Net Sales and Adjusted EBITDA (unaudited)

SEGMENT NET SALES AND ADJUSTED EBITDA (UNAUDITED)

(\$ in millions unless otherwise noted)

	Three months ended December 31,		Three months ended September 30,		Year ended December 31,	
	2016	2015	2016	2015	2016	2015
SEGMENT NET SALES						
Titanium Technologies	\$ 623	\$ 589	\$ 625	\$ 625	\$ 2,364	\$ 2,392
Fluoroproducts	569	515	591	591	2,264	2,230
Chemical Solutions	130	256	182	182	772	1,095
Total Company	<u>\$ 1,322</u>	<u>\$ 1,360</u>	<u>\$ 1,398</u>	<u>\$ 1,398</u>	<u>\$ 5,400</u>	<u>\$ 5,717</u>
SEGMENT ADJUSTED EBITDA						
Titanium Technologies	\$ 157	\$ 62	\$ 144	\$ 144	\$ 466	\$ 326
Fluoroproducts	111	80	143	143	445	300
Chemical Solutions	9	16	9	9	39	29
Corporate & Other	(38)	(26)	(28)	(28)	(128)	(82)
Total Company	<u>\$ 239</u>	<u>\$ 132</u>	<u>\$ 268</u>	<u>\$ 268</u>	<u>\$ 822</u>	<u>\$ 573</u>
SEGMENT ADJUSTED EBITDA MARGIN						
Titanium Technologies	25.2%	10.5%	23.0%	23.0%	19.7%	13.6%
Fluoroproducts	19.5%	15.5%	24.2%	24.2%	19.7%	13.5%
Chemical Solutions	6.9%	6.3%	4.9%	4.9%	5.1%	2.6%
Corporate & Other	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
Total Company	<u>18.1%</u>	<u>9.7%</u>	<u>19.2%</u>	<u>19.2%</u>	<u>15.2%</u>	<u>10.0%</u>

Reconciliation of Outlook

Estimated GAAP Net Income to Adjusted EBITDA Tabular Reconciliations (UNAUDITED)

	<u>Year ending December 31, 2017</u>
<i>(Dollars in millions)</i>	
Income before income taxes ¹	> \$510
Interest expense, net	~200
Depreciation and amortization	~280
Other reconciling items ²	~10
Adjusted EBITDA ¹	<u>> \$1,000</u>

¹ Our estimates reflect our current visibility and expectations on market factors, such as but not limited to, current movements, TiO₂ price and end-market demand. Actual results could differ from the current estimates due to factors mentioned above and unknown or other market factors, which are not practical to estimate without unreasonable effort.

² Includes estimated non-operating pension benefit costs (income), restructuring and other charges expected to be incurred in 2017.



Chemours™