

Fourth-Quarter Fiscal 2016 Earnings

November 8, 2016



Forward-Looking Statements

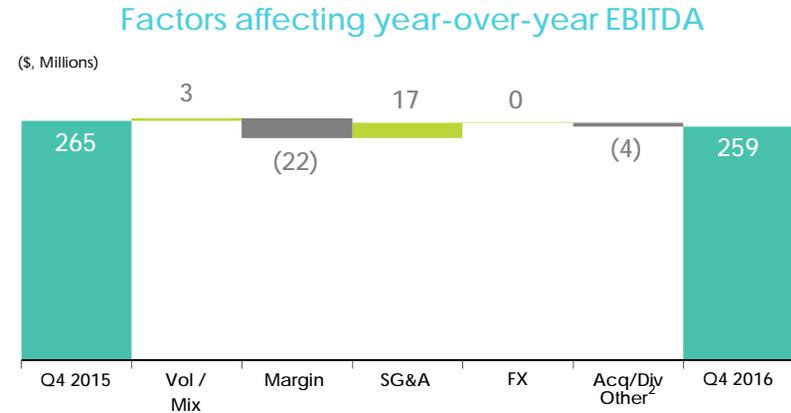
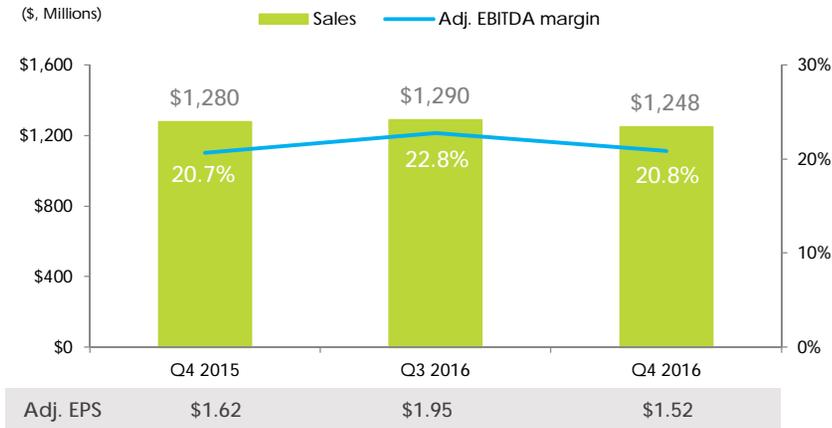
This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. Ashland has identified some of these forward-looking statements with words such as “anticipates,” “believes,” “expects,” “estimates,” “is likely,” “predicts,” “projects,” “forecasts,” “objectives,” “may,” “will,” “should,” “plans” and “intends” and the negative of these words or other comparable terminology. These forward-looking statements include statements relating to the status of the separation process and the expected completion of the separation through the subsequent distribution of Valvoline common stock. In addition, Ashland may from time to time make forward-looking statements in its annual reports, quarterly reports and other filings with the SEC, news releases and other written and oral communications. These forward-looking statements are based on Ashland’s expectations and assumptions, as of the date such statements are made, regarding Ashland’s future operating performance and financial condition, the separation of Ashland’s specialty chemicals business and Valvoline Inc. (“Valvoline”), the initial public offering of 34,500,000 shares of Valvoline common stock (the “IPO”), the expected timetable for completing the separation, the strategic and competitive advantages of each company, and future opportunities for each company, as well as the economy and other future events or circumstances. Ashland’s expectations and assumptions include, without limitation, internal forecasts and analyses of current and future market conditions and trends, management plans and strategies, operating efficiencies and economic conditions (such as prices, supply and demand, cost of raw materials, and the ability to recover raw-material cost increases through price increases), and risks and uncertainties associated with the following: the possibility that the separation will not be consummated within the anticipated time period or at all, including as the result of regulatory, market or other factors; regulatory, market or other factors and conditions affecting the distribution of Ashland’s remaining interests in Valvoline; the potential for disruption to Ashland’s business in connection with the IPO, Ashland’s reorganization under a new holding company or separation; the potential that Ashland does not realize all of the expected benefits of the IPO, new holding company reorganization or separation or obtain the expected credit ratings following the IPO, new holding company reorganization or separation; Ashland’s substantial indebtedness (including the possibility that such indebtedness and related restrictive covenants may adversely affect Ashland’s future cash flows, results of operations, financial condition and its ability to repay debt); the impact of acquisitions and/or divestitures Ashland has made or may make (including the possibility that Ashland may not realize the anticipated benefits from such transactions); and severe weather, natural disasters, and legal proceedings and claims (including environmental and asbestos matters). Various risks and uncertainties may cause actual results to differ materially from those stated, projected or implied by any forward-looking statements, including, without limitation, risks and uncertainties affecting Ashland that are described in Ashland’s most recent Form 10-K and its Form 10-Q for the quarterly period ended March 31, 2016 (including Item 1A Risk Factors) filed with the SEC, which is available on Ashland’s website at <http://investor.ashland.com> or on the SEC’s website at <http://www.sec.gov>, as well as risks related to the separation that are described in the Form S-4 filed with the SEC, which is available on Ashland’s website or on the SEC’s website, and Valvoline’s Form S-1 filed with the SEC, available on the SEC’s website. Ashland believes its expectations and assumptions are reasonable, but there can be no assurance that the expectations reflected herein will be achieved. Unless legally required, Ashland undertakes no obligation to update any forward-looking statements made in this presentation whether as a result of new information, future event or otherwise.

Regulation G: Adjusted Results

The information presented herein regarding certain unaudited adjusted results does not conform to generally accepted accounting principles in the United States (U.S. GAAP) and should not be construed as an alternative to the reported results determined in accordance with U.S. GAAP. Ashland has included this non-GAAP information to assist in understanding the operating performance of the company and its reportable segments. The non-GAAP information provided may not be consistent with the methodologies used by other companies. All non-GAAP information related to previous Ashland filings with the SEC has been reconciled with reported U.S. GAAP results.



Fiscal Fourth Quarter 2016 Highlights¹



- Reported GAAP loss from continuing operations of \$4.40 per diluted share
- Adjusted earnings of \$1.52 vs. \$1.62 per diluted share in prior year
 - Consistent operating income and lower share count more than offset by higher interest expense and effective tax rate
- Adjusted EBITDA of \$259 million and adjusted EBITDA margin of 20.8 percent
- Successfully completed the Valvoline IPO
- Ashland, excluding Valvoline, reduced gross debt by \$1.6 billion

¹ Ashland's earnings releases dated November 8, 2016, and July 26, 2016, available on Ashland's website at <http://investor.ashland.com>, reconcile adjusted amounts to amounts reported under GAAP.

² Acquisitions include OCH International, Inc. Divestitures includes biocides and redispersible powders (RDP) product lines exited.

Consolidated Income Statement

Ashland Income Statement	
Sales	
Gross profit as a percent of sales	
Selling, general and admin./R&D costs	
Operating income	
Operating income as a percent of sales	
Depreciation and amortization	
Earnings before interest, taxes, depreciation and amortization (EBITDA)	
EBITDA as a percent of sales	

Line items include Valvoline segment amounts consistent with Ashland's historical reporting practice

EBITDA and net income exclude the 17% of Valvoline net income attributable to Ashland's non-controlling interest

- Ashland will report consolidated results for each quarter that Ashland maintains a controlling interest in Valvoline as of the last day of the quarter
- For more information on Valvoline results, refer to the Valvoline Inc. fourth-quarter earnings release dated November 8, 2016 and earnings conference call

Fiscal Fourth Quarter – Continuing Operations

Key Items Affecting Income

2016	Operating Income				Total		
	Ashland Specialty Ingredients	Ashland Performance Materials	Valvoline	Unallocated and Other	Pre-tax	After-tax	Earnings per Share
Separation costs				\$ (42)	\$ (42)	\$ (30)	\$ (0.47)
Impairment of I&S		\$ (181)			(181)	(173)	(2.80)
Loss on pension and OPEB				(101)	(101)	(63)	(1.02)
Loss on joint venture					(12)	(12)	(0.19)
Debt refinancing costs					(10)	(6)	(0.10)
Tax adjustments					-	(83)	(1.34)
Total		\$ (181)		\$ (143)	\$ (346)	\$ (367)	\$ (5.92)
2015							
In process R&D	\$ (11)				\$ (11)	\$ (7)	\$ (0.10)
Restructuring	(3)			\$ (3)	(6)	(5)	(0.07)
Environmental reserve	(3)				(3)	(2)	(0.03)
Customer claim	(13)				(13)	(12)	(0.18)
Loss on pension and OPEB				(246)	(246)	(149)	(2.21)
Tax adjustments					-	6	0.09
Total	\$ (30)			\$ (249)	\$ (279)	\$ (169)	\$ (2.50)

- Excluding intangible amortization, adjusted EPS would have been 22 cents higher, or \$1.74 per diluted share

Adjusted Results Summary¹

(\$ in millions) Preliminary	Fiscal Fourth Quarter			Three months ended	
	Three months ended Sept. 30,			June 30,	
	2016	2015	Change	2016	Change
Sales	\$1,248	\$1,280	(3) %	\$1,290	(3) %
Gross profit as a percent of sales	32.9 %	33.0 %	(10) bp	33.7 %	(80) bp
Selling, general and admin./R&D costs	\$ 237	\$ 253	(6) %	\$ 236	- %
Operating income	\$ 178	\$ 178	- %	\$ 206	(14) %
Operating income as a percent of sales	14.3 %	13.9 %	40 bp	16.0 %	(170) bp
Depreciation and amortization	\$ 82	\$ 84	(2) %	\$ 85	(4) %
Earnings before interest, taxes, depreciation and amortization (EBITDA) ²	\$ 259	\$ 265	(2) %	\$ 294	(12) %
EBITDA as a percent of sales	20.8 %	20.7 %	10 bp	22.8 %	(200) bp

- Volume / mix equal to prior year; raw material pass through primary driver to lower pricing except at I&S where prices remained well below prior year
- Adjusted EBITDA of \$259 million and adjusted EBITDA margin of 20.8%

¹ Ashland's earnings releases dated November 8, 2016, and July 26, 2016, available on Ashland's website at <http://investor.ashland.com>, reconcile adjusted amounts to amounts reported under GAAP.

² The three months ended September 30, 2016 excludes net income attributable to non-controlling interest of Valvoline Inc. of \$1 million.

Ashland Specialty Ingredients Adjusted Results Summary¹

(\$ in millions) Preliminary	Fiscal Fourth Quarter Three months ended Sept. 30,			Three months ended June 30,	
	2016	2015	Change	2016	Change
Metric tons sold (in thous.) - Actives basis	79.6	78.1	2 %	81.8	(3) %
Sales	\$ 532	\$ 540	(1) %	\$ 552	(4) %
Gross profit as a percent of sales	34.6 %	35.2 %	(60) bp	33.0 %	160 bp
Selling, general and admin./R&D costs	\$ 117	\$ 121	(3) %	\$ 115	2 %
Operating income	\$ 67	\$ 69	(3) %	\$ 67	- %
Operating income as a percent of sales	12.6 %	12.8 %	(20) bp	12.1 %	50 bp
Depreciation and amortization	\$ 59	\$ 60	(2) %	\$ 61	(3) %
Earnings before interest, taxes, depreciation and amortization (EBITDA)	\$ 126	\$ 129	(2) %	\$ 128	(2) %
EBITDA as a percent of sales	23.7 %	23.9 %	(20) bp	23.2 %	50 bp

- Volume growth across numerous end markets for both consumer and industrial specialties
- Adjusted EBITDA nearly in-line with prior year

¹ Ashland's earnings releases dated November 8, 2016, and July 26, 2016, available on Ashland's website at <http://investor.ashland.com>, reconcile adjusted amounts to amounts reported under GAAP.

Ashland Performance Materials Adjusted Results Summary¹

(\$ in millions) Preliminary	Fiscal Fourth Quarter			Three months ended	
	Three months ended Sept. 30,			June 30,	
	2016	2015	Change	2016	Change
Metric tons sold (in thousands)	108.7	110.6	(2) %	114.6	(5) %
Sales	\$ 222	\$ 256	(13) %	\$ 238	(7) %
Gross profit as a percent of sales	15.2 %	19.3 %	(410) bp	19.4 %	(420) bp
Selling, general and admin./R&D costs	\$ 30	\$ 33	(9) %	\$ 32	(6) %
Operating income	\$ 4	\$ 19	(79) %	\$ 16	(75) %
Operating income as a percent of sales	1.8 %	7.4 %	(560) bp	6.7 %	(490) bp
Depreciation and amortization	\$ 13	\$ 14	(7) %	\$ 14	(7) %
Earnings before interest, taxes, depreciation and amortization (EBITDA)	\$ 17	\$ 33	(48) %	\$ 30	(43) %
EBITDA as a percent of sales	7.7 %	12.9 %	(520) bp	12.6 %	(490) bp

- Composites operating results consistent with prior year
- EBITDA decline due almost entirely to I&S pricing and the unplanned facility outage

¹ Ashland's earnings releases dated November 8, 2016, and July 26, 2016, available on Ashland's website at <http://investor.ashland.com>, reconcile adjusted amounts to amounts reported under GAAP.

Fiscal Fourth Quarter 2016

Corporate Items

- Adjusted corporate operating income of \$11 million
 - Excluding Valvoline, Ashland FY 2017 expectation of \$30-\$35 million expense
- Net interest expense, excluding accelerated debt issuance cost amortization, of \$47 million
 - Excluding Valvoline, Ashland FY 2017 expectation of \$125-\$135 million due to lower debt balances
- Effective tax rate of 27 percent
 - Excluding Valvoline, Ashland FY 2017 expectation 10%-15%
- Trade Working Capital¹ for the quarter was 19% of sales
- Capital expenditures totaled \$119 million
 - Excluding Valvoline, Ashland FY 2017 expectation of \$205-\$215 million
- Operating cash flow of \$268 million; free cash flow² of \$149 million
 - Excluding Valvoline, Ashland FY 2017 expectation for free cash flow² of \$110-\$120 million which includes \$60-\$70 million of one-time separation and severance-related payments

¹Trade Working Capital defined as trade accounts receivables plus inventories minus trade accounts payables; calculated on a 13-month rolling basis.

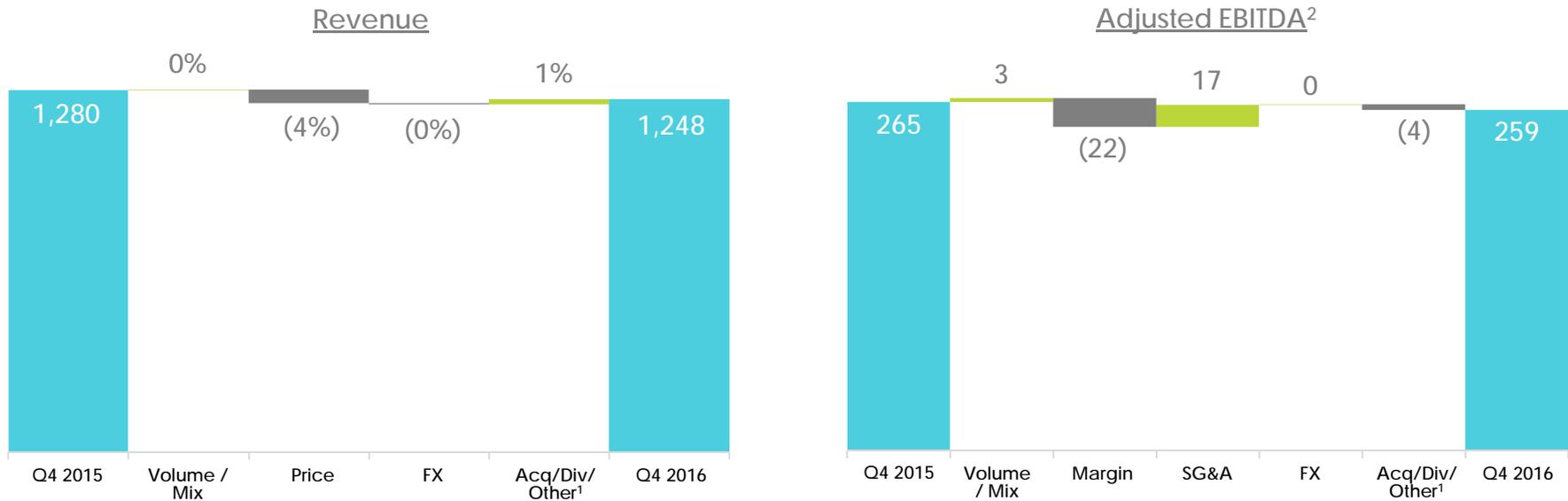
²Definition of free cash flow: operating cash less capital expenditures and other items Ashland has deemed non-operational.

Appendix A: Bridges

Ashland Q4 FY 2015 vs. Q4 FY 2016

Revenue and Adjusted EBITDA Bridges

(\$ millions)
Preliminary



- Volume / mix equal to prior year; raw material pass through primary driver to lower pricing except I&S where prices remained well below prior year
- Adjusted EBITDA of \$259 million

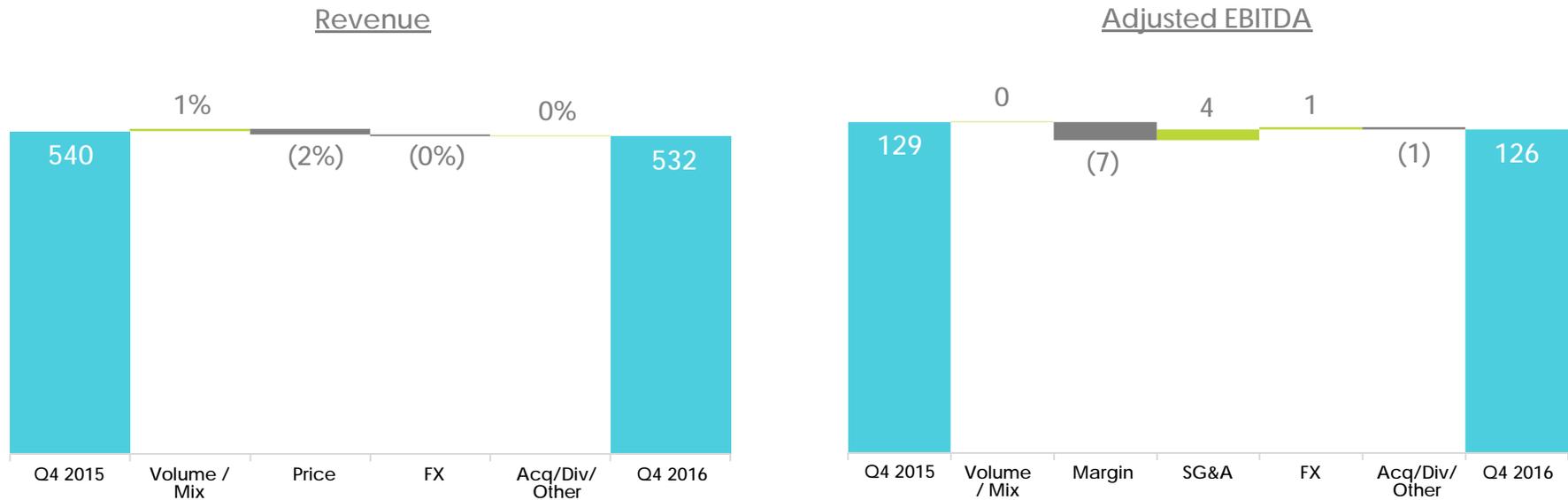
1 Acquisitions include OCH International, Inc. Divestitures includes biocides and redispersible powders (RDP) exited during prior four quarters.

2 The three months ended September 30, 2016 excludes net income attributable to non-controlling interest of Valvoline Inc. of \$1 million.

Ashland Specialty Ingredients

Revenue and Adjusted EBITDA Bridges

(\$ millions)
Preliminary

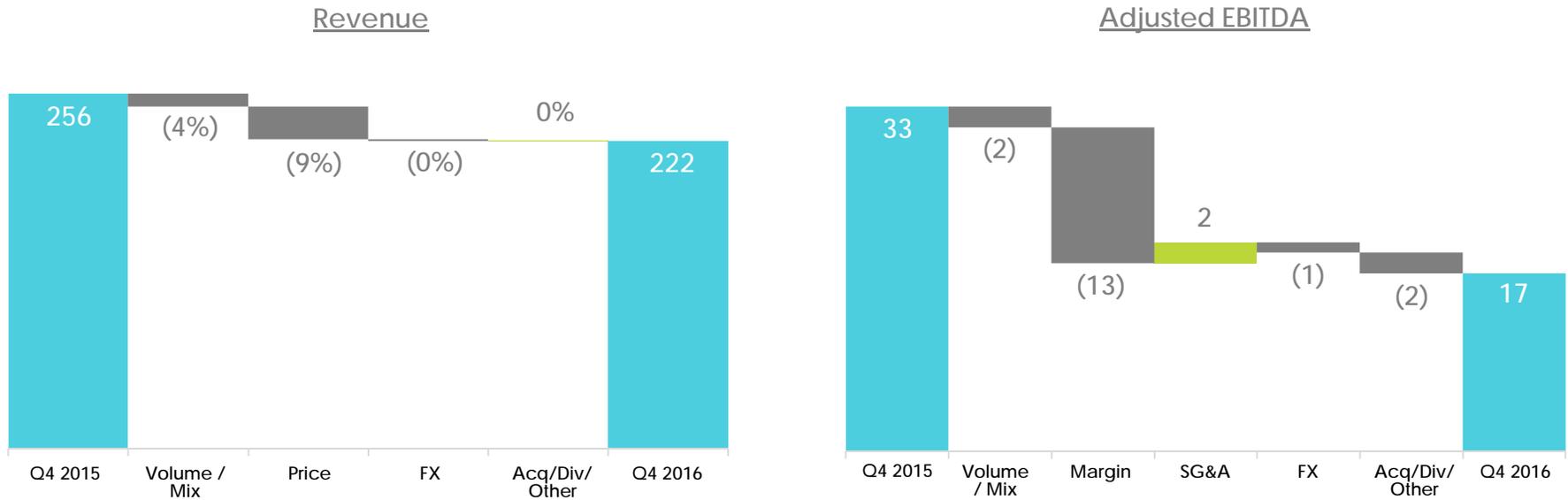


- Volume growth across numerous end markets for both consumer and industrial specialties
- Volumes offset by slightly lower mix of some higher-margin products
- Adjusted EBITDA nearly equal to prior year
- Raw material pass through was primary driver to lower overall pricing

Ashland Performance Materials

Revenue and Adjusted EBITDA Bridges

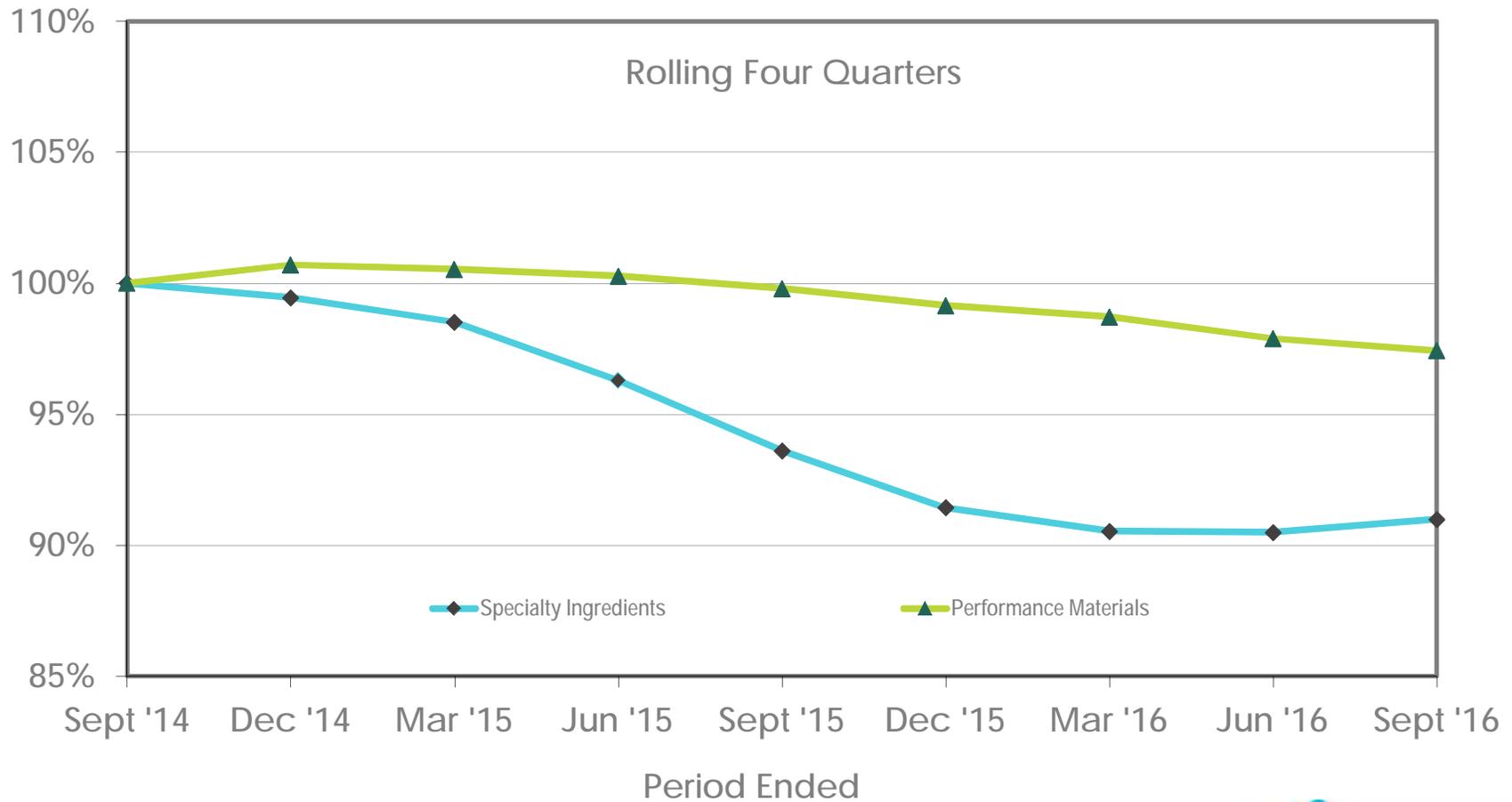
(\$ millions)
Preliminary



- Composites operating results consistent with prior year
- EBITDA decline due almost entirely to I&S pricing and the unplanned facility outage

Appendix B: Volume Trends and Liquidity and Net Debt

Normalized Volume Trends¹



¹ Excludes volumes associated with divestitures of elastomers and biocides and exited redispersible powders (RDP) product line for all periods.

Liquidity and Net Debt

(\$ in millions)

Liquidity	At September 30, 2016		
	Ashland	Valvoline	Cons.
Cash	\$ 1,016	172	1,188
Available revolver and A/R facility capacity	822	435	1,257
Liquidity	\$ 1,838	607	2,445

Debt	Expiration	Interest Rate	Moody's	S&P	At September 30, 2016		
					Ashland	Valvoline	Cons.
4.750% senior notes, par \$1,125 million	08/2022	4.750%	Ba1	BB	\$ 1,121		1,121
3.875% senior notes, par \$700 million	04/2018	3.875%	Ba1	BB	700		700
6.875% senior notes, par \$375 million	05/2043	6.875%	Ba1	BB	376		376
Short Term Foreign Loan					150		150
6.5% debentures, par \$282 million	06/2029	6.50%	Ba2	BB	140		140
Valvoline 5.5% Notes, par \$375 million	07/2024	5.50%	Ba3	BB		375	375
Term Loan A ¹	09/2021			BBB-		375	375
Revolver drawn ²							-
A/R facility drawn ³	03/2017	L+65					-
Other debt					8	(1)	7
Total debt					\$ 2,495	749	3,244
Cash					\$ 1,016	172	1,188
Net debt (cash)					\$ 1,479	577	2,056

¹ The Valvoline Term Loan has an amortizing principal, with complete repayment in 2021.

² Ashland's \$800 million revolving facility capacity, including \$58 million used for letters of credit.

Valvoline's \$450 million revolving facility capacity, including \$15 million used for letters of credit.

³ Ashland's AR securitization facility with maximum borrowing capacity of \$100 million; September 30 capacity of \$80 million.

Corporate Credit Ratings

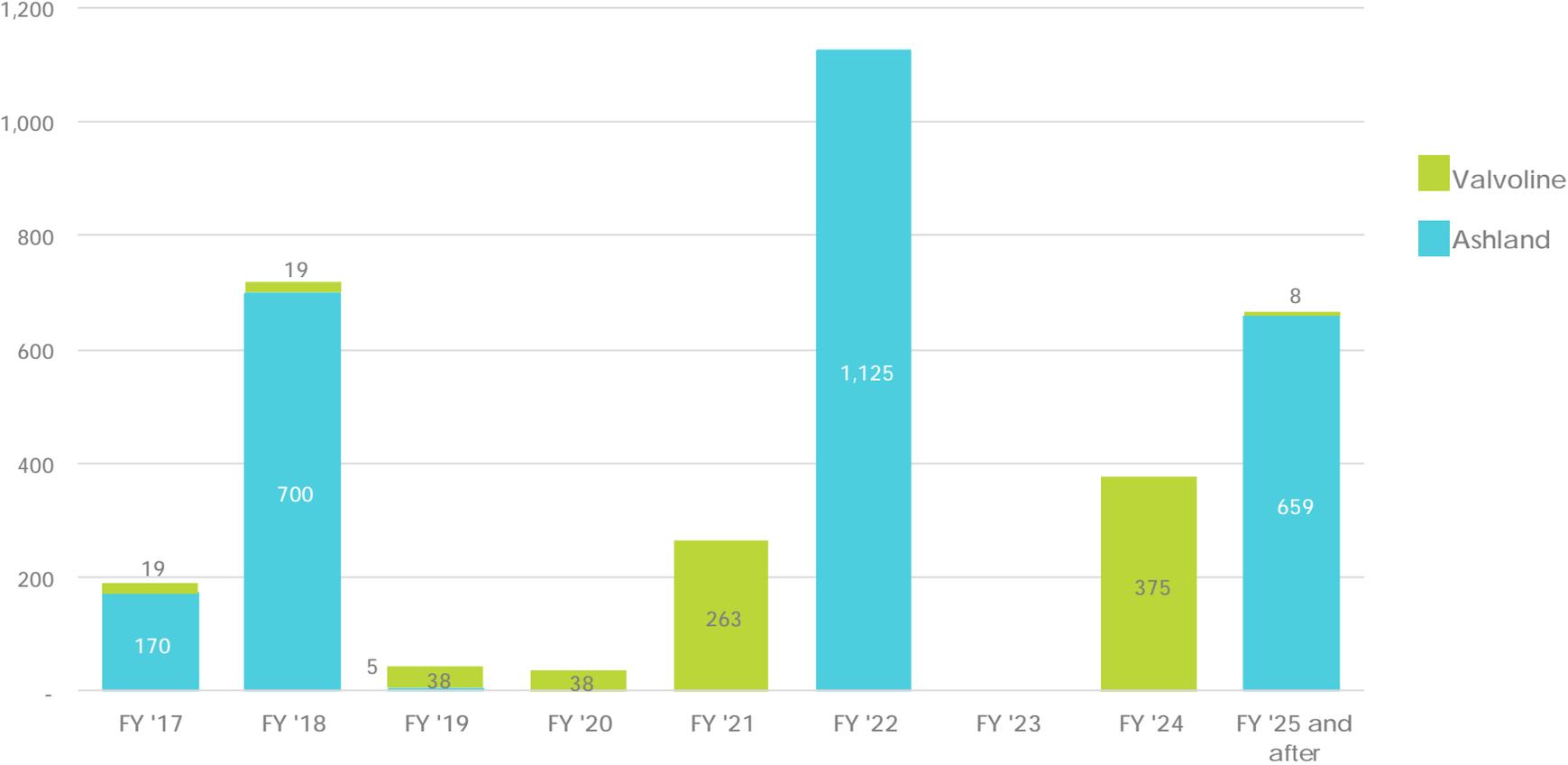
	Moody's	S&P
Ashland	Ba1 Stable	BB Stable
Valvoline	Ba2 Stable	BB Stable

Key Developments:

- The remaining \$1,045 million Ashland Term Loan was paid down completely and retired during Q4'16
- Ashland's Revolving facility was reduced from \$1,200 million to \$800 million

Scheduled Debt Payments

(\$ in millions)



Appendix C: Business Profiles

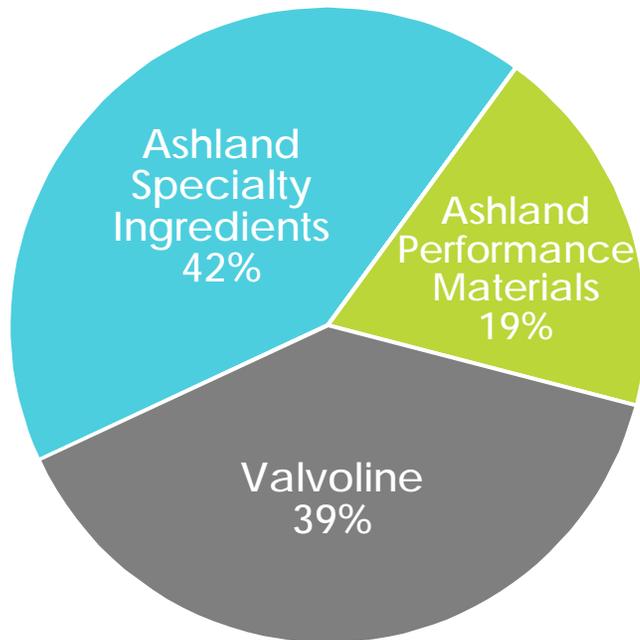
12 Months Ended September 30, 2016



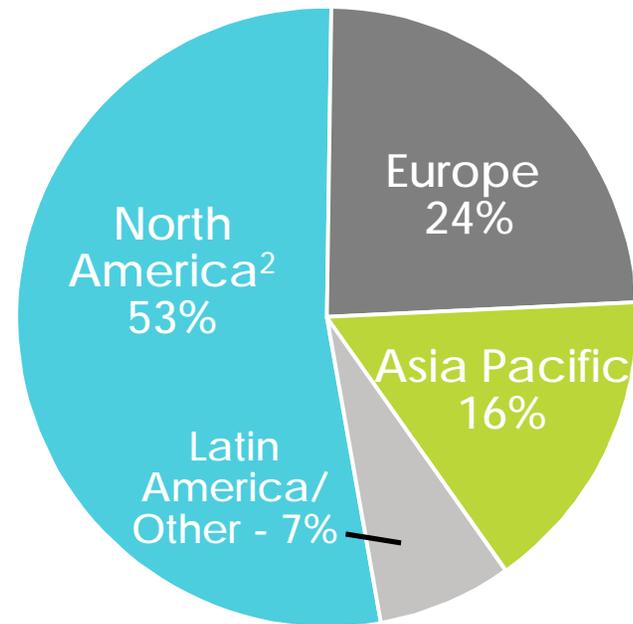
Corporate Profile

Sales¹ - \$4.9 Billion

By business unit



By geography

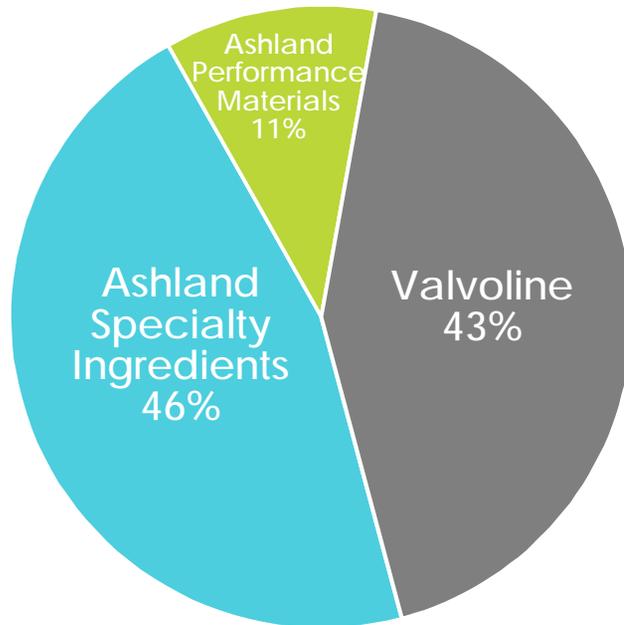


¹ For 12 months ended September 30, 2016.

² Ashland includes only U.S. and Canada in its North America designation.

Corporate Profile

Adjusted EBITDA¹ - \$1.1 Billion



NYSE Ticker Symbol: ASH

Total Employees²: ~6,000

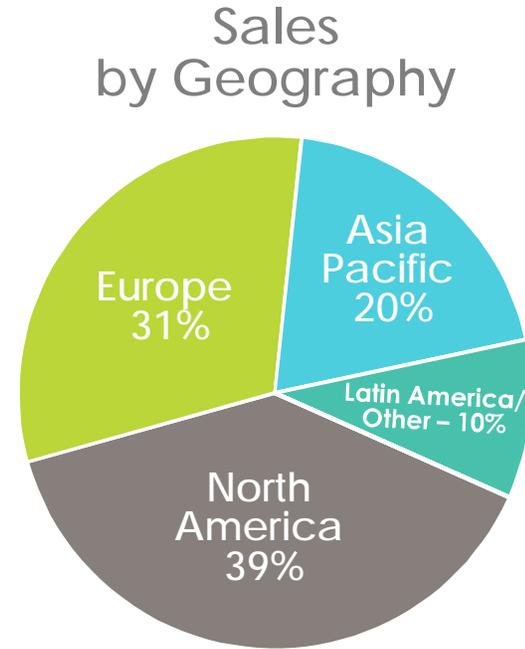
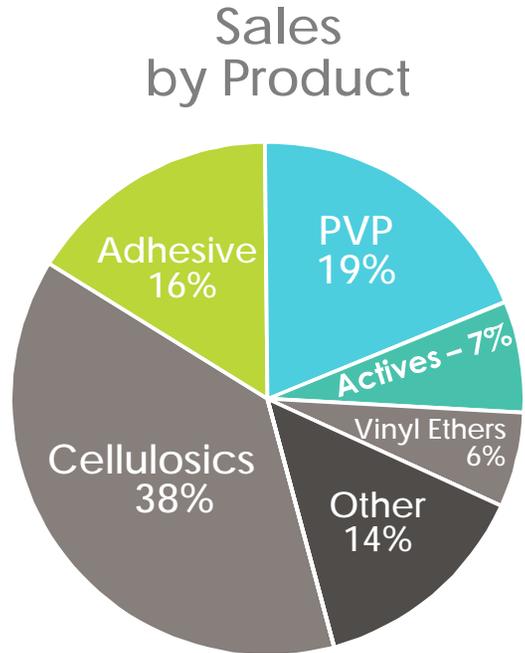
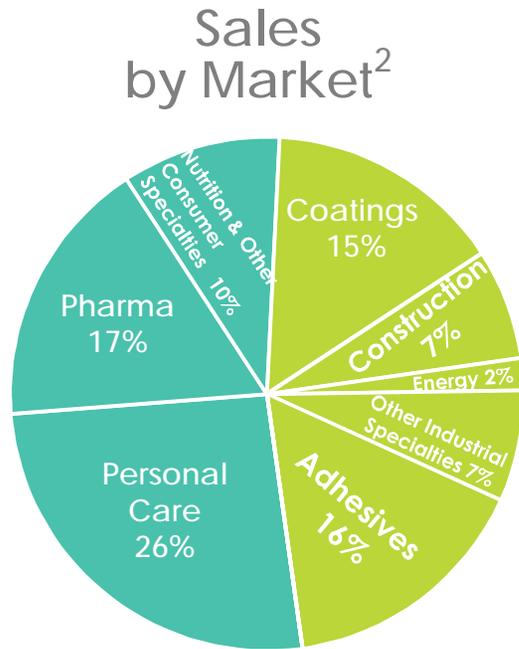
Outside North America ~50%

Number of Countries in Which Ashland Has Sales: More than 100

1 For 12 months ended September 30, 2016 including Valvoline. See Appendix D for reconciliation to amounts reported under GAAP.

2 Excludes Valvoline.

Ashland Specialty Ingredients: A global leader of cellulose ethers, vinyl pyrrolidones and biofunctionals



For 12 Months Ended September 30, 2016

Sales: \$2.1 billion

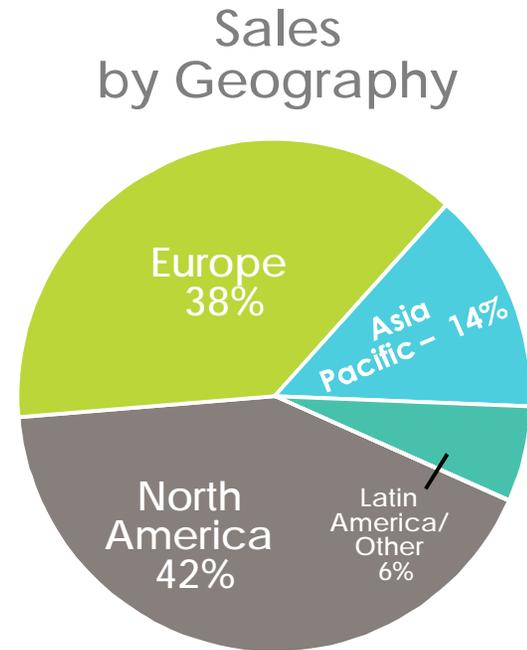
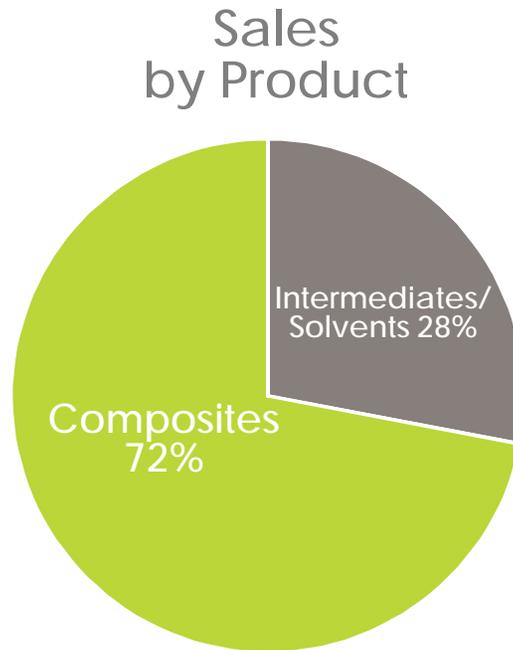
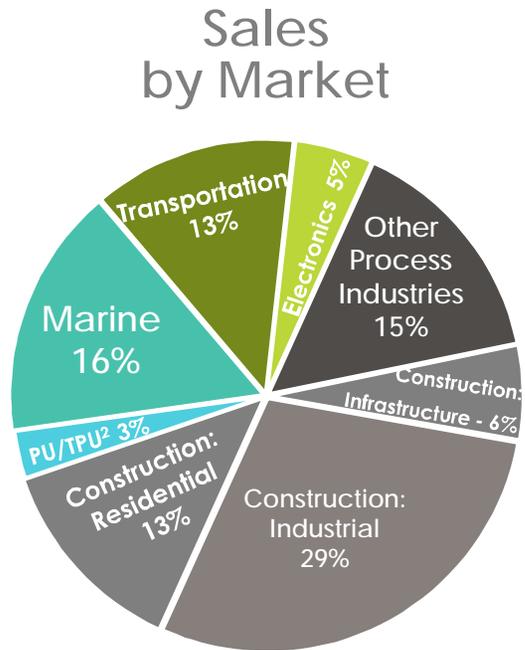
Adjusted EBITDA: \$476 million¹

Adjusted EBITDA Margin: 22.8%¹

¹ See Appendix D for reconciliation to amounts reported under GAAP.

² Within the Sales by Market chart above, Industrial Specialties are presented in green and Consumer Specialties are presented in blue.

Ashland Performance Materials: A global leader in unsaturated polyester resins and vinyl ester resins



For 12 Months Ended September 30, 2016

Sales: \$930 million

EBITDA: \$116 million¹

EBITDA Margin: 12.5%¹

¹ See Appendix D for reconciliation to amounts reported under GAAP.

² PU/TPU stands for Polyurethane and Thermoplastic Polyurethane.

Appendix D: Non-GAAP Reconciliation¹

- 1 Although Ashland provides forward looking guidance for adjusted EBITDA in this presentation, Ashland is not reaffirming or providing forward-looking guidance for U.S. GAAP reported financial measures or a reconciliation of forward-looking non-GAAP financial measures to the most directly comparable U.S. GAAP measure because it is unable to predict with reasonable certainty the ultimate outcome of certain significant items without unreasonable effort.



Ashland Global Holdings Inc. and Consolidated Subsidiaries

Reconciliation of Non-GAAP Data

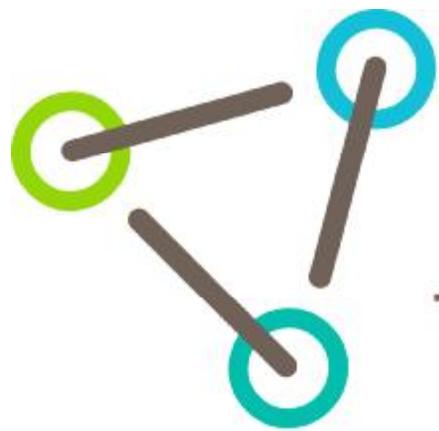
for 12 Months Ended September 30, 2016

(\$ millions, except percentages)

Sales ¹	Q4 16	Q3 16	Q2 16	Q1 16	Total	
Specialty Ingredients	532	552	529	476	2,089	
Performance Materials	222	238	239	231	930	
Valvoline	494	500	479	456	1,929	
Total	1,248	1,290	1,247	1,163	4,948	
						Adjusted EBITDA Margin
Adjusted EBITDA ¹	Q4 16	Q3 16	Q2 16	Q1 16	Total	
Specialty Ingredients	126	128	127	94	476	22.8%
Performance Materials	17	30	33	37	116	12.5%
Valvoline	106	119	115	101	441	22.9%
Unallocated	10	17	(1)	15	41	
Total	259	294	274	247	1,074	

¹ Quarterly totals may not sum to actual results due to quarterly rounding conventions. Calculation of adjusted EBITDA for each quarter has been reconciled within certain financial filings with the SEC and posted on Ashland's website for each reportable segment.





AshlandTM
always solving