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## **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", "may", "will", "should" and "intends" and the negatives of these words or other comparable terminology. In addition, Ashland may from time to time make forward-looking statements in its filings with the Securities and Exchange Commission (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 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: 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), 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 its most recent Form 10-K (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 www.sec.gov. Ashland believes its expectations and assumptions are reasonable, but there can be no assurance that the expectations reflected herein will be achieved. Ashland undertakes no obligation to subsequently update any forward-looking statements made in this presentation or otherwise except as required by securities or other applicable law.

## **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. Management has included this non-GAAP information to assist in understanding the operating performance of the company and its reporting 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 Second Quarter 2013 Highlights<sup>1</sup>

- Reported EPS from continuing operations of \$0.68
   Adjusted EPS of \$1.78 versus \$1.52 in Q2 2012
- Sales of \$2.0 billion, down 5% versus Q2 2012
- Adjusted EBITDA of \$339 million, 3% increase from Q2 2012
- Successfully completed debt refinancing
  - Book interest expense for the year remains unchanged
- Generated free cash flow of \$144 million



### Fiscal Second Quarter – Continuing Operations Key Items Affecting Income

(\$ in millions, except EPS)			Ор	erating Inco	me			Total							
Preliminary	Ashland	A	shland	Ashand	Ashand	Unall	ocated								
	Specialty	Wa	ter Tech-	Performance	Consumer	а	nd					Ea	rnings		
2013	Ingredients	n	ologies	Materials	Markets	0	ther	P	retax	Af	tertax	per	r Share		
In process R&D	\$ (4)							\$	(4)	\$	(2)	\$	(0.03)		
Restructuring and integration		\$	(11)			\$	(6)		(17)	\$	(11)	\$	(0.13)		
Interest rate swaps termination									(52)	\$	(34)	\$	(0.43)		
Accelerated debt issuance and other									(47)	\$	(32)	\$	(0.39)		
Tax adjustments and assessments							(2)		(2)	\$	(9)	\$	(0.12)		
Total	\$ (4)	\$	(11)	\$-	\$-	\$	(8)	\$	(122)	\$	(88)	\$	(1.10)		
2012															
ISP inventory step-up	\$ (4)							\$	(4)	\$	(3)	\$	(0.03)		
Integration and cost restructuring		\$	2			\$	(24)		(22)		(12)		(0.16)		
Discontinued planned facility							(16)		(16)		(16)		(0.20)		
Total	\$ (4)	\$	2			\$	(40)	\$	(42)	\$	(31)	\$	(0.39)		

- Intangible amortization expense in March 2013 quarter of \$29 million
  - Excluding intangible amortization, adjusted EPS would have been 25 cents higher, or \$2.03



# **Adjusted Results Summary<sup>1</sup>**

(\$ in millions) Preliminary	Fiscal Second Quarter Three months ended Mar. 31,							Tł		nths ended . 31,			
	2	2013		2	2012		Chan	ge	2	2012		Chang	
Sales	\$	1,974		\$2	2,079		(5)	%	\$	1,869		6	%
Gross profit as a percent of sales		28.8	%		27.9	%	90	bp		27.6	%	120	bp
Selling, general and admin./R&D costs	\$	358		\$	374		(4)	%	\$	368		(3)	%
Operating income	\$	228		\$	221		3	%	\$	163		40	%
Operating income as a percent of sales		11.6	%		10.6	%	100	bp		8.7	%	290	bp
Depreciation and amortization	\$	104		\$	107		(3)	%	\$	105		(1)	%
Earnings before interest, taxes, depreciatio	n												
and amortization (EBITDA) <sup>2</sup>	\$	339		\$	329		3	%	\$	268		26	%
EBITDA as a percent of sales		17.2	%		15.8	%	140	bp		14.3	%	290	bp

- Sales increased 6% sequentially
- Operating income up 3% vs. prior year quarter

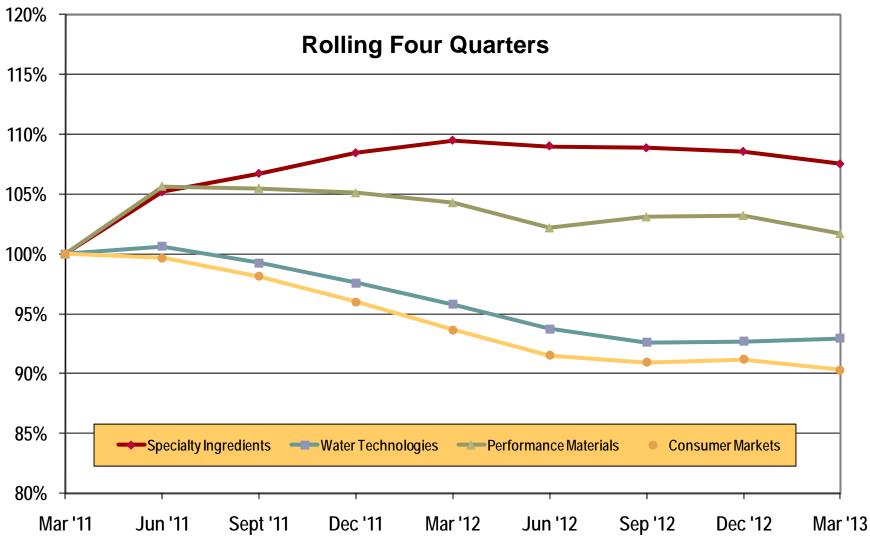
<sup>2</sup> Includes a \$7 million dollar gain on acquisitions and divestitures in the March 2013 quarter.



<sup>&</sup>lt;sup>1</sup> Ashland's earnings releases dated Apr. 24, 2013, and Jan. 29, 2013, available on Ashland's website at

http://investor.ashland.com, reconcile adjusted amounts to amounts reported under GAAP.

# **Normalized Volume Trends<sup>1</sup>**

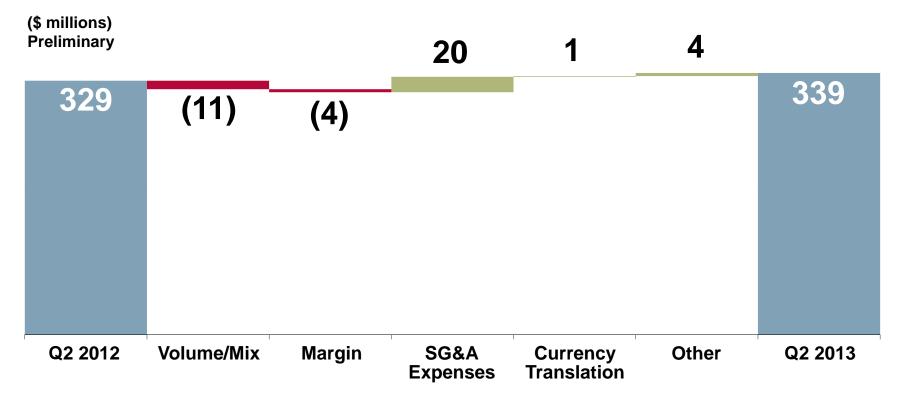


### **Period Ended**

<sup>1</sup> Excludes volumes associated with Casting Solutions and divested Pinova, Synlubes, and PVAc businesses for all periods. Includes volumes associated with ISP and Ara Quimica for all periods.



## Q2 FY 2012 vs. Q2 FY 2013 Adjusted EBITDA Bridge



- Reduced SG&A had \$19 million positive effect on EBITDA
- Lower volumes in commodity lines was largest headwind



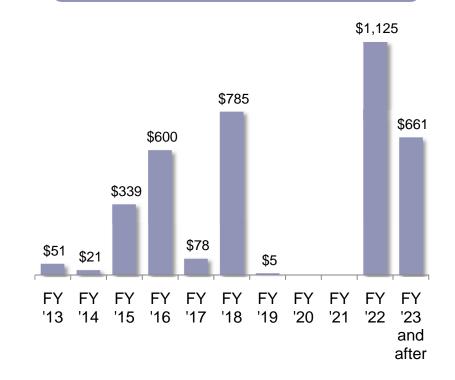
# Liquidity and Net Debt

### (\$ in millions)

Liquidity	larch 31, 2013
Cash	\$ 468
Available revolver and A/R facility capacity	1,024
Liquidity	\$ 1,492

		Interest			At	March 31,
Debt	Expiration	Rate	Moody's	S&P		2013
4.750% senior notes, par \$1,125 million	08/2022	4.75%	Ba1	BB	\$	1,119
3.875% senior notes, par \$700 million	04/2018	3.875%	Ba1	BB		700
3.000% senior notes, par \$600 million	03/2016	3.000%	Ba1	BB		600
6.875% senior notes, par \$375 million	05/2043	6.875%	Ba1	BB		376
A/R facility drawn <sup>1</sup>	08/2015	L+75				331
6.5% debentures, par \$282 million	06/2029	6.500%	Ba2	B+		130
Revolver drawn <sup>2</sup>	03/2018	L+175	Ba1	BB		85
9.125% senior notes <sup>3</sup> , par \$78 million	06/2017	9.125%	Ba1	BB		76
Other debt		Various				92
Total debt			Ba1/ Stable	BB/ Stable	\$	3,509
Cash					\$	468
Net debt (cash)					\$	3,041
<sup>1</sup> AR securitization facility million; Mar. 31 capacity		-	capacity of \$	350		
<ul> <li><sup>2</sup> \$1.2 billion facility, used</li> <li><sup>3</sup> Callable June 2013</li> </ul>	d ~\$91 million	for letters of	credit			

### Scheduled Debt Repayments by Fiscal Year





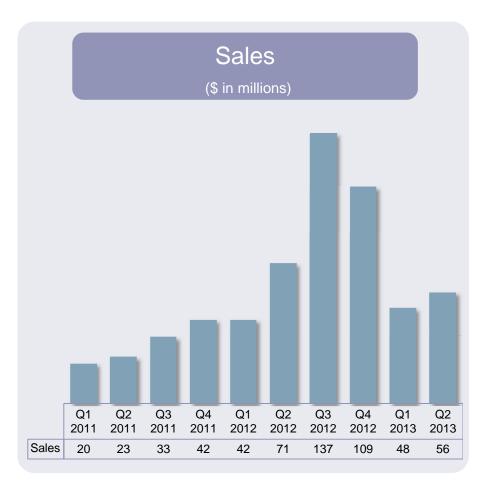
## Ashland Specialty Ingredients Guar

- Straight-guar
  - Sold all inventory related to Q1 write-down at no margin
  - Weak volumes during quarter due to slow hydraulic fracturing market
  - Energy market expected to pick up in 2<sup>nd</sup> half, but selectively participating
- Derivatized Guar
  - Volume and sales declined during the quarter, related to energy market
  - Expect demand to remain soft in near-term, returning to normal levels in latter part of the year



### Ashland Specialty Ingredients Guar Sales

- Guar contributed significantly to 2012 performance
  - Sales up more than 200% versus 2011
- Going forward, guar sales should reflect Q3 – Q4 2011



Excluding guar, Specialty Ingredients grew sales by 4% and gross profit by 8% in 2012 versus 2011



### Ashland Specialty Ingredients Adjusted Results Summary<sup>1</sup>

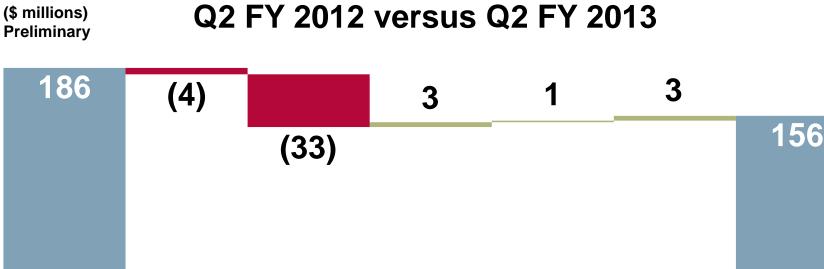
(\$ in millions) Preliminary		Fiscal Second Quarter Three months ended Mar. 31,							Three months ende Dec. 31,					
	1	2013 2012 Change					2012	Chang		ge				
Metric tons sold (in thousands) - Actives basis		100.7		•	104.6		(4) %		88.9		13	%		
Sales	\$	682		\$	723		(6) %	\$	622		10	%		
Gross profit as a percent of sales		30.5	%		33.5	%	(300) bp		27.5	%	300	bp		
Selling, general and admin./R&D costs	\$	119		\$	123		(3) %	\$	121		(2)	%		
Operating income	\$	91		\$	119		(24) %	\$	50		82	%		
Operating income as a percent of sales		13.3	%		16.5	%	(320) bp		8.0	%	530	bp		
Depreciation and amortization	\$	65		\$	67		(3) %	\$	66		(2)	%		
Earnings before interest, taxes, depreciation	n													
and amortization (EBITDA)	\$	156		\$	186		(16) %	\$	116		34	%		
EBITDA as a percent of sales		22.9	%		25.7	%	(280) bp		18.6	%	430	bp		

- Volumes up 1% when excluding guar and Intermediates and Solvents
- Gross profit percent roughly flat with prior year, excluding effects of guar

<sup>1</sup> Ashland's earnings releases dated April 24, 2013, and Jan. 29, 2013, available on Ashland's website at http://investor.ashland.com, reconcile adjusted amounts to amounts reported under GAAP.



## Ashland Specialty Ingredients Adjusted EBITDA Bridge



Q2 2012	Volume/ Mix	Margin	SG&A Expenses	Currency Translation	Other	Q2 2013

- Margin decline primarily due to straight guar
- Volume/mix negatively affected by guar and Intermediates and Solvents



# Ashland Specialty Ingredients Business Overview and Outlook

- Demand growth in North America offset by weakness elsewhere
- Sales growth in Pharmaceutical and non-guar Energy
- Personal Care affected by Western Europe
  - Excluding Western Europe, sales up 6%
- Coatings and Construction affected by weakness in Western Europe and Latin America
- Near-term challenges & opportunities
  - Continued demand weakness from Western Europe
  - Reduced profitability in Intermediates and Solvents
  - Expect seasonal improvement in demand and rebound in Emerging Markets



### Ashland Water Technologies Adjusted Results Summary<sup>1</sup>

(\$ in millions) Preliminary	Fiscal Second Quarter Three months ended Mar. 31,							Th		nths ended . 31,			
	2	2013		2	2012		Chan	ge	2	.012		Change	
Sales	\$	424		\$	428		(1)	%	\$	421		1	%
Gross profit as a percent of sales		33.3	%		32.1	%	120	bp		33.3	%	-	bp
Selling, general and admin./R&D costs	\$	122		\$	120		2	%	\$	125		(2)	%
Operating income	\$	21		\$	21		-	%	\$	17		24	%
Operating income as a percent of sales		5.0	%		4.9	%	10	bp		4.0	%	100	bp
Depreciation and amortization	\$	18		\$	18		-	%	\$	17		6	%
Earnings before interest, taxes, depreciatio	n												
and amortization (EBITDA)	\$	39		\$	39		-	%	\$	34		15	%
EBITDA as a percent of sales		9.2	%		9.1	%	10	bp		8.1	%	110	bp

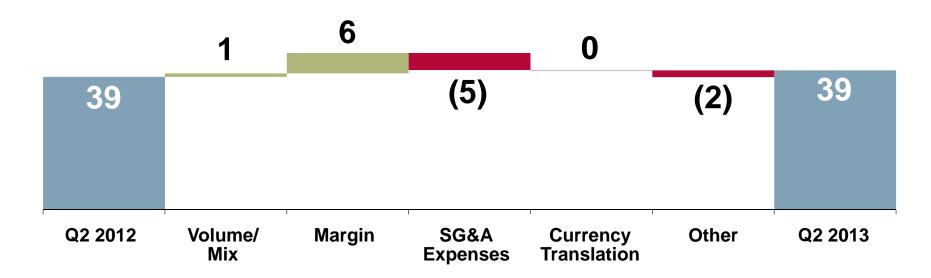
- Gross profit improved 120 basis points versus prior year
- Performance generally consistent with prior-year quarter

<sup>1</sup> Ashland's earnings releases dated April 24, 2013, and Jan. 29, 2013, available on Ashland's website at http://investor.ashland.com, reconcile adjusted amounts to amounts reported under GAAP.



# Ashland Water Technologies Adjusted EBITDA Bridge

(\$ millions) Preliminary Q2 FY 2012 versus Q2 FY 2013



- Volumes up slightly, excluding divestitures
- Margin improvement offset by SG&A



# Ashland Water Technologies Strategic Actions

### Simplify the Organization

### Pulp and Paper - \$1.2B

Leadership position in process and functional chemicals

- Tissue and Towel
- Packaging
- Printing and Writing
- Pulp
  - Two distinct global commercial organizations
    - Reduces complexity and leads to focused strategies
    - Aligns organizations with customers and market opportunity
    - Enables reduction of \$20 million in SG&A expenses
  - Focused on sales growth and improving market penetration
  - Bringing in new talent for marketing expertise, geographic growth and execution

### **ASHLAND**

### Industrial Water - \$0.6B

Improving our position in a growing industry

- Utility Water
- Municipal waste-water

### Ashland Water Technologies Strategic Actions (continued)

### **Improve Execution**

### Consistent Process

- Multi regional marketing
- Selling process
- Pricing management
- Contract administration
- Channel management
- Corporate customer focus
- Sales and operations planning
  - Improved customer retention
  - Better execution at the customer level
  - Faster market penetration of new products

### Combined actions will lead to profitable growth

### **ASHLAND**

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### Innovation

- Rich pipeline of innovative platforms New products in Launch mode:
  - Bioguard Packaging
  - Optifilm Printing and Writing
  - Microbial control Ashland Water Technologies
  - Monitoring and diagnosis Industrial Water
- Strong R&D portfolio

### Ashland Performance Materials Adjusted Results Summary<sup>1</sup>

(\$ in millions) Preliminary	Fiscal Second Quarter Three months ended Mar. 31,								Three months ender Dec. 31,					
	2	2013		2	2012		Change	ý	2	.012		Chan	ge	
Metric tons sold (in thousands)		131.5			140.5		(6) %	6		124.6		6	%	
Sales	\$	374		\$	408		(8) %	6	\$	345		8	%	
Gross profit as a percent of sales		14.6	%		14.6	%	- b	р		15.7	%	(110)	bp	
Selling, general and admin./R&D costs	\$	41		\$	43		(5) %	6	\$	44		(7)	%	
Operating income	\$	21		\$	22		(5) %	6	\$	15		40	%	
Operating income as a percent of sales		5.6	%		5.4	%	20 b	р		4.3	%	130	bp	
Depreciation and amortization	\$	12		\$	13		(8) %	6	\$	13		(8)	%	
Earnings before interest, taxes, depreciatio	n													
and amortization (EBITDA)	\$	33		\$	35		(6) %	6	\$	28		18	%	
EBITDA as a percent of sales		8.8	%		8.6	%	20 b	p		8.1	%	70	bp	

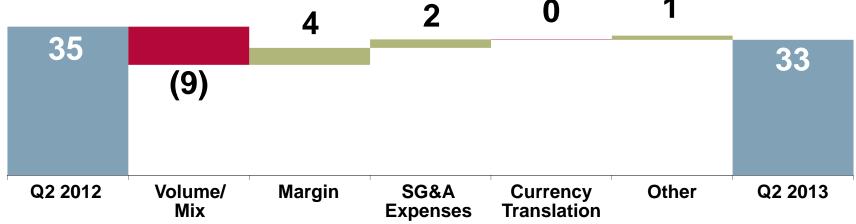
- Volume declined 6% vs. prior year due to elastomers volumes
- Sequential GP% decline primarily due to lower elastomers margins

<sup>1</sup> Ashland's earnings releases dated April 24, 2013 and Jan. 29, 2013, available on Ashland's website at http://investor.ashland.com, reconcile adjusted amounts to amounts reported under GAAP.



### Ashland Performance Materials Adjusted EBITDA Bridge

(\$ millions) Preliminary Q2 FY 2012 versus Q2 FY 2013



- Elastomers accounts for nearly all of the volume decrease
- Effects of ASK Chemicals joint venture and divested PVAc business captured in Other



### Ashland Consumer Markets Adjusted Results Summary<sup>1</sup>

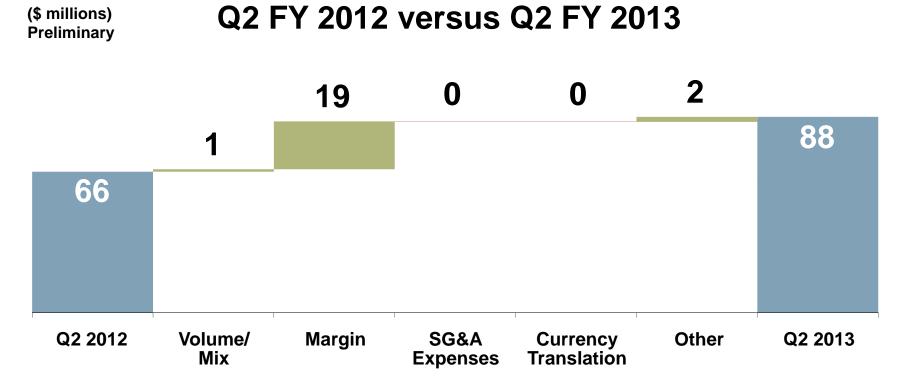
(\$ in millions) Preliminary	Fiscal Second Quarter Three months ended Mar. 31,						Tł		ths ended 31,				
	2013 2012 Change				ge	2012			Chang				
Lubricant gallons (in millions)		39.2			40.7		(4)	%		37.1		6	%
Sales	\$	494		\$	520		(5)	%	\$	481		3	%
Gross profit as a percent of sales		31.9	%		26.4	%	550	bp		30.1	%	180	bp
Selling, general and admin./R&D costs	\$	85		\$	85		-	%	\$	85		-	%
Operating income	\$	79		\$	57		39	%	\$	66		20	%
Operating income as a percent of sales		16.0	%		11.0	%	500	bp		13.7	%	230	bp
Depreciation and amortization	\$	9		\$	9		-	%	\$	9		-	%
Earnings before interest, taxes, depreciatio	n												
and amortization (EBITDA)	\$	88		\$	66		33	%	\$	75		17	%
EBITDA as a percent of sales		17.8	%		12.7	%	510	bp		15.6	%	220	bp

- Year-over-year volume decline concentrated in Do-It-Yourself
- Sequential margin improvement due to lower raw-material costs

<sup>1</sup> Ashland's earnings releases dated April 24, 2013 and Jan. 29, 2013, available on Ashland's website at http://investor.ashland.com, reconcile adjusted amounts to amounts reported under GAAP.



# Ashland Consumer Markets Adjusted EBITDA Bridge



- Margin expansion driven by lower raw-material costs
- Strong international volumes offset by Do-It-Yourself



### Fiscal Second Quarter 2013 Corporate Items

- Capital expenditures of \$66 million
  - 2013 forecast adjusted to \$340 million
- Adjusted net interest expense of \$46 million
- Effective tax rate of 24%
  - Now expect effective tax rate of 25% 27% for FY 2013
- Trade working capital<sup>1</sup> of 17.7% of annualized sales
- Free cash flow<sup>2</sup> generation of \$144 million

<sup>&</sup>lt;sup>2</sup> Definition of free cash flow is operating cash less capital expenditures, adjusted for interest rate swap terminations.



<sup>&</sup>lt;sup>1</sup> Represents working capital associated with our commercial units.

# Fiscal Second Quarter 2013 Performance Summary

- Mixed results in the second quarter
- Sequential improvement in Specialty Ingredients
- Consumer Markets had record second quarter for operating income
- As compared with March 2012 quarter
  - Sales of \$2.0 billion, down 5%
  - EBITDA of \$339 million, up 3%
- Strong free cash flow generation, now expect to exceed \$400 million for fiscal 2013



# Outlook

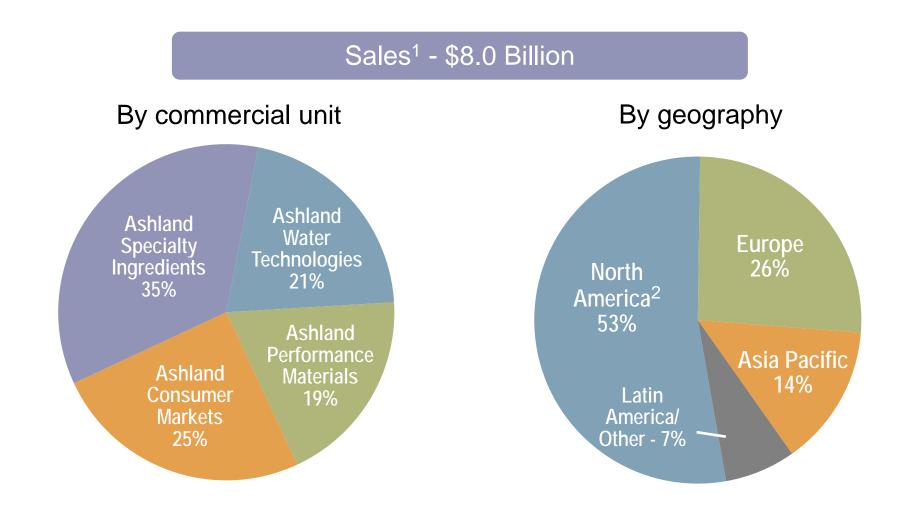
- Near term
  - Sequential improvement expected in seasonally strongest June quarter
  - Continue focus on free cash flow generation, progressing toward capital structure target
- Longer term
  - Significant hurdles to achieving 2014 targets
    - Regional economic challenges
  - Now unlikely we'll reach 2014 targets of \$9.50 \$10.50 EPS or EBITDA of \$1.7 billion





# Appendix A: Business Profiles 12 Months Ended March 31, 2013

## **Corporate Profile**



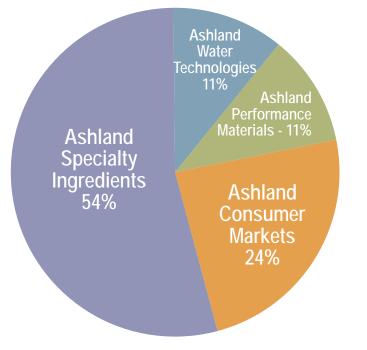
<sup>1</sup> For 12 months ended March 31, 2013.

<sup>2</sup> Ashland includes only U.S. and Canada in its North America designation.



## **Corporate Profile**

### Adjusted EBITDA<sup>1</sup> - \$1.3 Billion



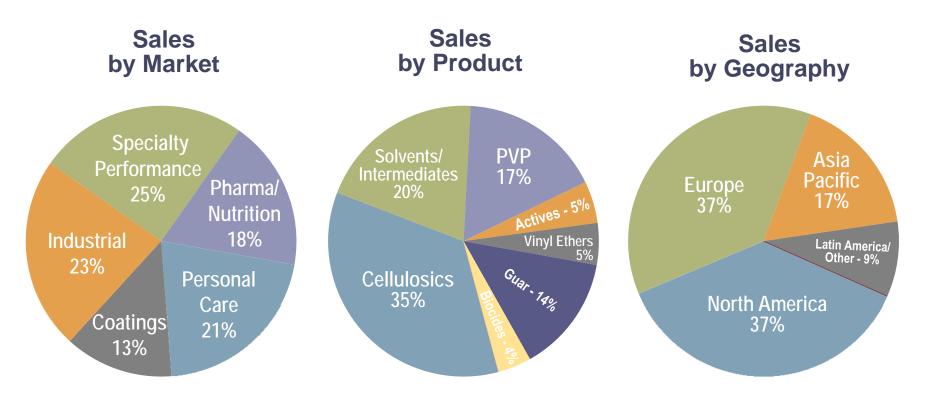
NYSE Ticker Symbol:	ASH
Total Employees:	~15,000
Outside North America	~40%
Number of Countries in Which Ashland Has Sales:	More than 100

<sup>1</sup> For 12 months ended March 31, 2013. See Appendix B for reconciliation to amounts reported under GAAP.



# **Ashland Specialty Ingredients**

A global leader in water-soluble and film-forming polymers



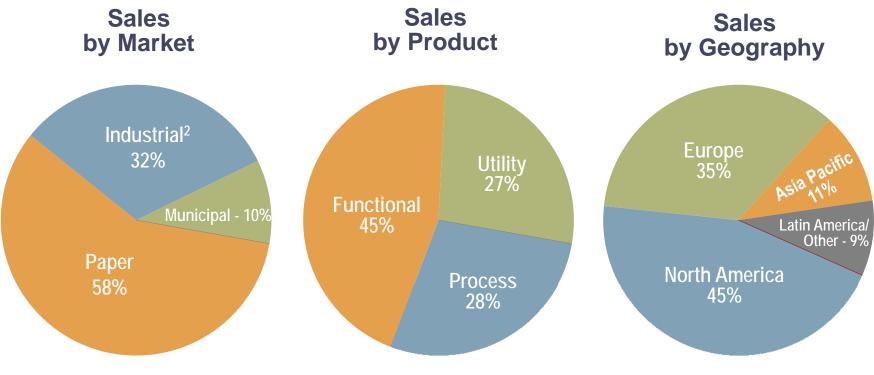
For 12 Months Ended March 31, 2013 Sales: \$2.8 billion Adjusted EBITDA: \$689 million<sup>1</sup> Adjusted EBITDA Margin: 24.3%<sup>1</sup>



<sup>1</sup> See Appendix B for reconciliation to amounts reported under GAAP.

# **Ashland Water Technologies**

Providing specialty chemicals and services to water-intensive industries



### For 12 Months Ended March 31, 2013 Sales: \$1.7 billion Adjusted EBITDA: \$143 million<sup>1</sup> Adjusted EBITDA Margin: 8.4%<sup>1</sup>

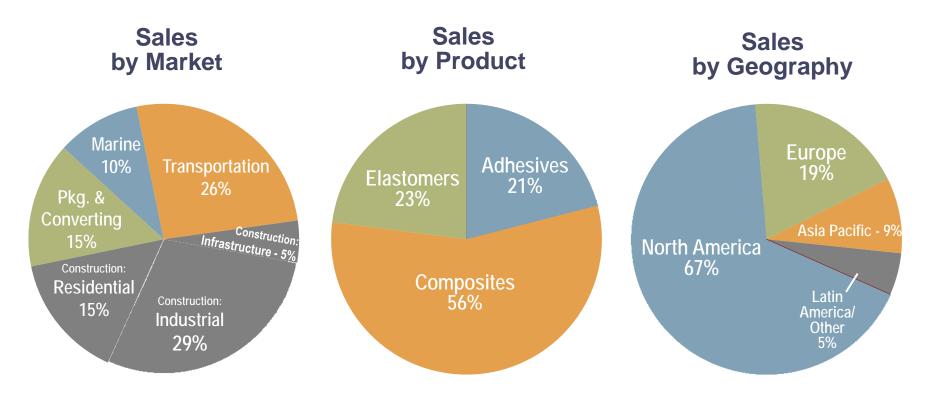
<sup>1</sup> See Appendix B for reconciliation to amounts reported under GAAP.

<sup>2</sup> Includes Pulp markets.



# **Ashland Performance Materials**

Global leader in composite resins, specialty adhesives and elastomers



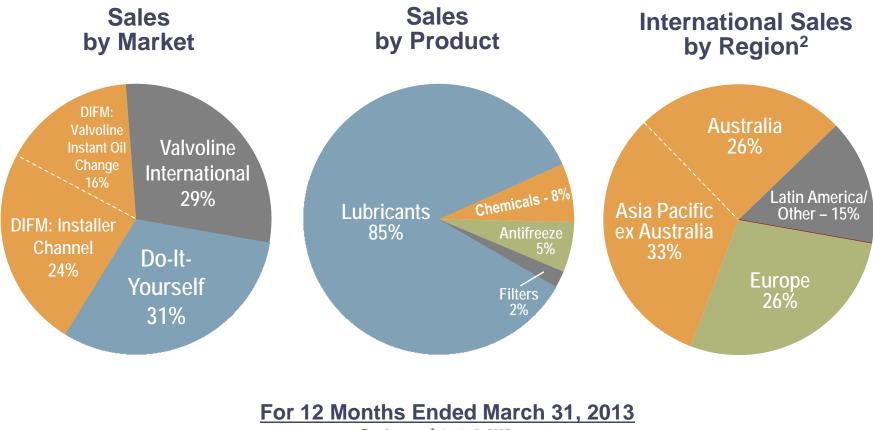
### For 12 Months Ended March 31, 2013 Sales: \$1.5 billion Adjusted EBITDA: \$141 million<sup>1</sup> Adjusted EBITDA Margin: 9.5%<sup>1</sup>

<sup>1</sup> See Appendix B for reconciliation to amounts reported under GAAP.



# Ashland Consumer Markets: A leading worldwide

marketer of premium-branded automotive lubricants and chemicals



Sales: \$2.0 billion EBITDA: \$314 million<sup>1</sup> EBITDA Margin: 15.6%<sup>1</sup>

<sup>1</sup> See Appendix B for reconciliation to amounts reported under GAAP.

<sup>2</sup> Includes nonconsolidated joint ventures.





# Appendix B: Reclassifications and Regulation G Reconciliations

### Ashland Inc. and Consolidated Subsidiaries Reconciliation of Non-GAAP Data for 12 Months Ended March 31, 2013

(\$ millions, except percentages)

Sales	Q2 13	Q1 13	Q4 12	Q3 12	Total	
Specialty Ingredients	682	622	734	793	2,831	
Water Technologies	424	421	431	427	1,703	
Performance Materials	374	345	369	404	1,492	
Consumer Markets	494	481	522	517	2,014	
Total	1,974	1,869	2,056	2,141	8,040	
						Adjusted
						EBITDA
Adjusted EBITDA	Q2 13	Q1 13	Q4 12	Q3 12	Total	Margin
Specialty Ingredients	156	116	193	224	689	24.3%
Water Technologies	39	34	33	37	143	8.4%
Performance Materials	33	28	31	49	141	9.5%
Consumer Markets	88	75	83	68	314	15.6%
Unallocated	23	15	9	3	50	
Total	339	268	349	381	1,337	

<sup>1</sup> Calculation of adjusted EBITDA for each quarter has been reconciled within each quarterly earnings release filed with the SEC and posted on Ashland's website. Total Adjusted EBITDA may not sum to actual results due to quarterly rounding conventions.





# With good chemistry great things happen.<sup>™</sup>

