

Ashland to Create Two Independent, Publicly Traded Companies

Investor Presentation | September 22, 2015

ASHLAND[®]

With good chemistry great things happen.[™]

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,” “may,” “will,” “should” and “intends” and the negative of these words or other comparable terminology. In addition, Ashland may from time to time make forward-looking statements in its annual report, quarterly reports and other 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, including the proposed separation of its specialty chemicals and Valvoline businesses, the expected timetable for completing the separation, the future financial and operating performance of each company, strategic and competitive advantages of each company, the leadership 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 proposed separation will not be consummated within the anticipated time period or at all, including as the result of regulatory, market or other factors, the potential for disruption to Ashland’s business in connection with the proposed separation, the potential that the new Ashland and Valvoline do not realize all of the expected benefits of the separation, including, among other things, increased shareholder value, an investment proposition more tailored to each business, more efficient allocation of capital, and enhanced strategic and management focus, 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 achieve the anticipated benefits from such transactions), the global restructuring program (including the possibility that Ashland may not realize the anticipated revenue and earnings growth, cost reductions and other expected benefits from the program), Ashland’s ability to generate sufficient cash to finance its stock repurchase plans, 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 <http://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. 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 events 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.

Ashland to Create Two Industry Leading Public Companies



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new Ashland

- Focused specialty chemicals and ingredients provider with leading position in high margin, fast-growing consumer and industrial markets
- Platform for growth in complementary chemicals businesses
- Exposure to fast-growing end markets and geographies

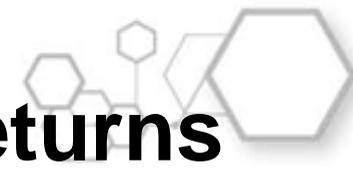
Valvoline



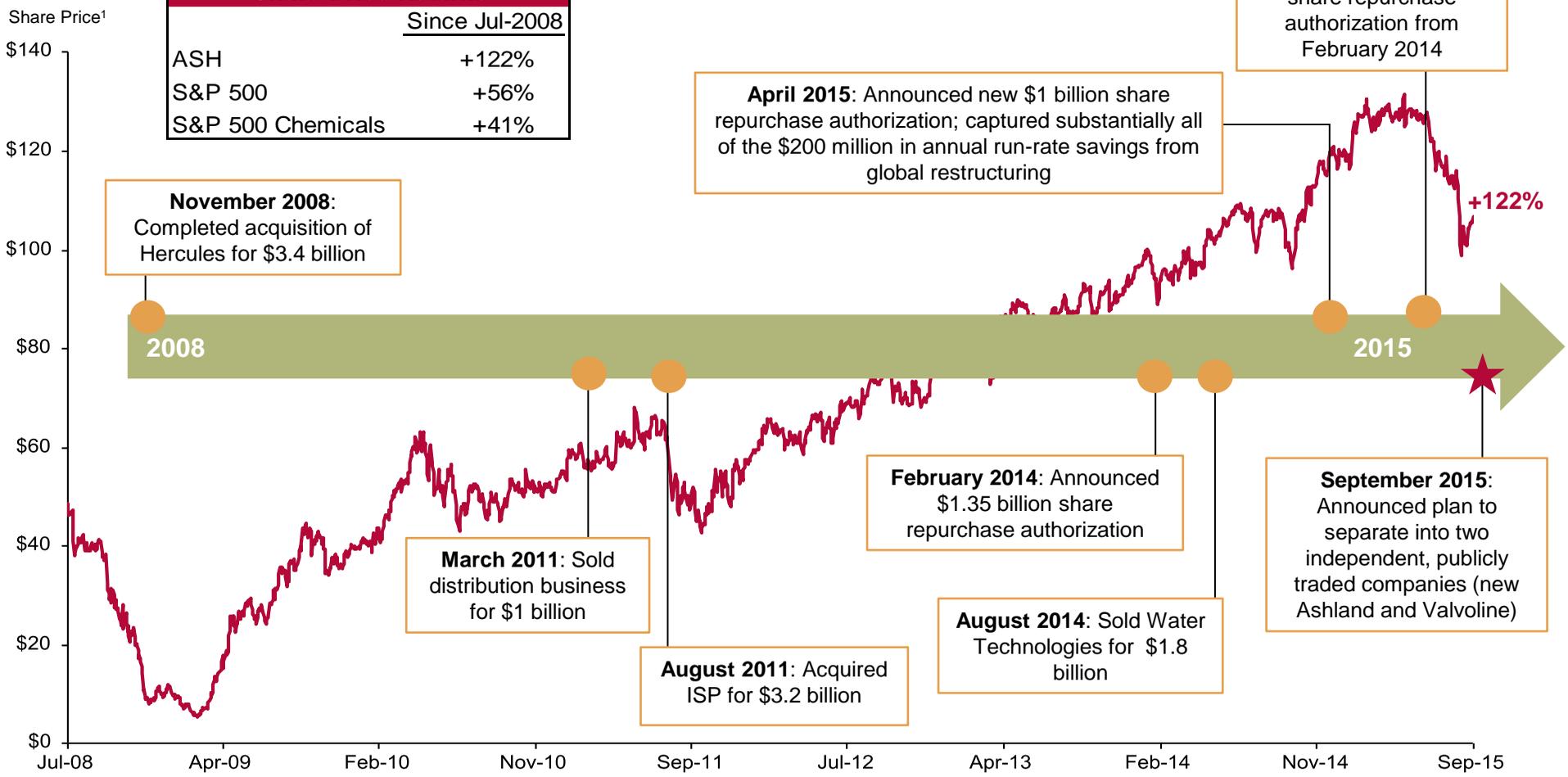
- Premier consumer brand with leading multi-channel engine and automotive maintenance business
- High margin, low capital intensity business
- Attractive top-line and earnings growth opportunities driven by increases to Valvoline Instant Oil Change store count and international expansion

Separation enables the new Ashland and Valvoline to focus on distinct set of strategic objectives and go-to-market priorities

Ashland's Successful Transformation and History of Driving Shareholder Returns



Share Price Returns	
Since Jul-2008	
ASH	+122%
S&P 500	+56%
S&P 500 Chemicals	+41%



1 Ashland share price from July 1, 2008 to September 16, 2015.

Compelling Rationale for Separation



Creating Two Strong Companies Each Positioned to Win



new Ashland

World-class specialty chemicals company, differentiated based on ability to innovate solutions to customer needs

- ✓ Leader in core technologies
- ✓ Strong innovation culture
- ✓ World-class scientific talent
- ✓ Flexible, reliable global supply chains
- ✓ Nimble, responsive customer support

Common heritage Distinct advantages

- ✓ Powerful brand with strong customer relationships
- ✓ Unrelenting safety focus
- ✓ Competitive cost positions
- ✓ Financial flexibility and firepower
- ✓ Commitment to diversity and inclusion

Valvoline



Leading auto maintenance business, differentiated based on brand recognition and ability to provide hands-on expertise

- ✓ Multi-channel product management serving diverse customer base
- ✓ Driven by delivering outstanding customer experience
- ✓ New product leadership
- ✓ Extraordinary partner network

Focused Execution of Unique Operating Imperatives Drives Stronger Returns

Shareholder Value Proposition and Investment Highlights



new Ashland

Valvoline



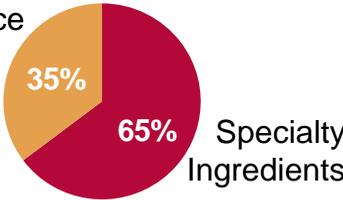
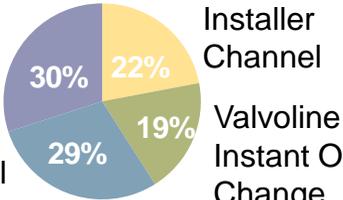
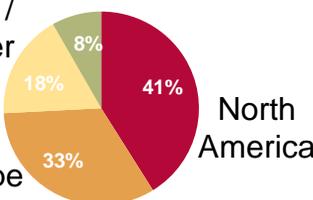
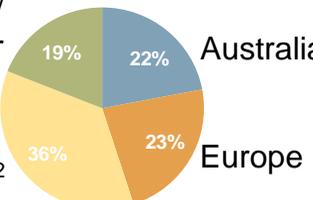
<p>Attractive Business Profiles</p>	<ul style="list-style-type: none"> • Growth driven specialty chemicals and ingredients company with exposure to fast growing end markets and geographies supported by strong macro themes 	<ul style="list-style-type: none"> • High margin, low capital intensity branded products business positioned for growth in auto retail maintenance (Valvoline Instant Oil Change) and international markets
<p>Strong Growth and Earnings Expansion Opportunities</p>	<ul style="list-style-type: none"> • High and predictable revenue and earnings growth, leading to strong FCF generation 	<ul style="list-style-type: none"> • Attractive top-line and earnings growth opportunities with high free cash flow conversion
<p>Sound Capital Management Strategies</p>	<p>Both companies expected to employ the same level of rigor and discipline to capital management that has been exhibited in the past and prioritize</p> <ol style="list-style-type: none"> 1. High return/low risk organic growth opportunities 2. Targeted inorganic growth that yields strong cost synergies 3. Consistent return of capital to shareholders through dividends and share repurchases when market environment is appropriate 4. Conservative balance sheet management 	

Separation drives value creation through

- 1) Increased focus leading to enhanced growth
- 2) Appropriate capital structure and capital allocation strategies
- 3) Investment propositions tailored to natural investor base of each

Two Companies with Strong Financial Profiles



		new Ashland	Valvoline 
Twelve Months Ended June 30, 2015	Revenue	\$3.6BN	\$2.0BN
	Business Mix	<p>Performance Materials 35%</p> <p>Specialty Ingredients 65%</p> 	<p>Do-It-Yourself 30%</p> <p>International 29%</p> <p>Installer Channel 22%</p> <p>Valvoline Instant Oil Change 19%</p> 
	Geographic Mix ¹	<p>Latin America / Other 8%</p> <p>Asia Pacific 18%</p> <p>Europe 33%</p> <p>North America 41%</p> 	<p>Latin America / Other 19%</p> <p>Asia Pacific² 36%</p> <p>Europe 23%</p> <p>Australia 22%</p> 
	Adj. EBITDA (% Margin)	\$0.7B (18.9%)	\$0.4B (20.0%)
	Targeted Rating	Mid to High BB ≤ 3x Gross Debt/EBITDA	Mid to High BB ~2x Gross Debt/EBITDA

¹ Represents international sales for Valvoline. Valvoline includes nonconsolidated joint ventures.

² Asia Pacific ex Australia.



Transaction Details

Transaction Structure	<ul style="list-style-type: none">• Tax-free distribution of Valvoline shares to Ashland shareholders• Expect to incur one-time charges related to the transaction during the periods preceding the separation
Financial Implications	<ul style="list-style-type: none">• Both companies expected to be well capitalized and positioned for growth• Targeting mid to high BB credit rating at both companies• Expect to maintain a consistent dividend policy targeting appropriate and attractive returns for investors• Expect to offset incremental public company costs
Timing	<ul style="list-style-type: none">• The completed separation will occur as soon as practicable• Expect transaction to take at least a year to complete
Approvals	<ul style="list-style-type: none">• Subject to final Ashland Board and customary approvals

New Ashland

Global Leader of Cellulose Ethers, Vinyl Pyrrolidones and Resins



Key Business Highlights

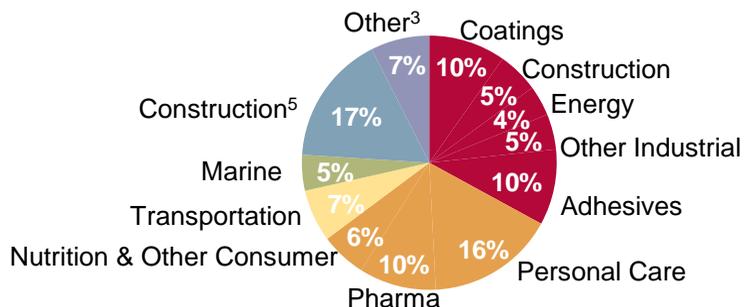
- Pure-play specialty chemicals company with leading positions in cellulose ethers, vinyl pyrrolidones, unsaturated polyester resins and vinyl ester resins
- Composed of the Ashland Specialty Ingredients and Ashland Performance Materials business units
- Key customers: pharma companies; makers of personal-care products, food/beverages; paint and coatings manufacturers; oilfield service companies; building products, wind blade and pipe manufacturers; auto, truck and tire makers; boat builders; adhesives, engineered plastics, and electronic producers
- **Leadership: Chairman and CEO – Bill Wulfsohn; COO – Luis Fernandez-Moreno**

Value Drivers

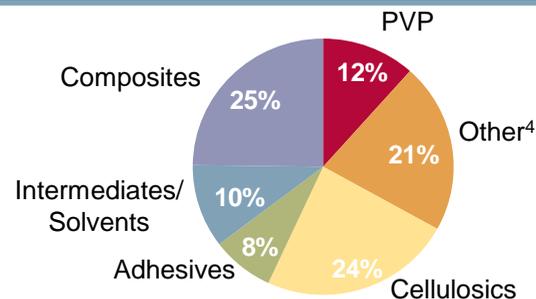
- Improved focus and greater degree of customer intimacy
- Enhanced supply chain systems tailored for new Ashland
- Improved talent acquisition and development programs
- Drive innovation and leverage leadership positions in core technologies.

Business Mix¹

Sales By Market²



Sales By Product



Revenue: \$3.6BN, Adjusted EBITDA: \$0.7BN, 18.9% Margin

¹ For 12 months ended June 30, 2015.

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

³ Other includes Polyurethane and Thermoplastic Polyurethane, Other Process Industries and Electronics.

⁴ Other includes Actives, Vinyl Ethers, Guar, Preservatives and Other.

⁵ Includes Residential, Industrial and Infrastructure Construction in Ashland Performance Materials.

Valvoline

Premier Consumer Brand with Leading Engine and Automotive Maintenance Business



Key Business Highlights

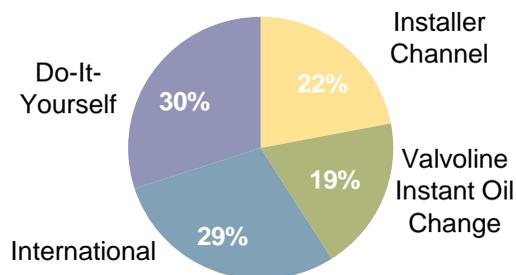
- Leading, worldwide producer and distributor of premium-branded automotive, commercial and industrial lubricants, automotive chemicals and car-care products
- Ranks as the #2 quick-lube chain and #3 passenger car motor oil brand in the U.S.
- Operates and franchises ~940 Valvoline Instant Oil Change™ centers in the U.S.
- Key customers: retail auto parts stores and mass merchandisers who sell to consumers; installers, such as car dealers, repair shops and quick lubes; commercial fleets; and distributors
- **Leadership: Non-Executive Chairman – Bill Wulfsohn; CEO – Sam Mitchell**

Value Drivers

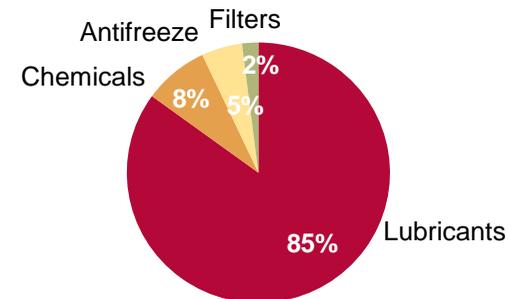
- Consistent outstanding customer service at all company and franchise stores
- Strong brand name backed by effective marketing programs
- Lubricant formulation expertise to meet OEM specific requirements
- Strong relationships with customers and channel partners built on “Hands On Expertise”

Business Mix¹

Sales By Market



Sales By Product



Revenue: \$2.0BN, Adjusted EBITDA: \$0.4BN, 20.0% Margin

¹ For 12 months ended June 30, 2015.



Summary

Today marks an important and exciting milestone as we take the final step in Ashland's long transformation

Over the coming months, our teams will be working hard to position these two world-class companies for success

We will be providing regular updates and hope you can join us November 11th in New York City for Ashland's Investor Day as we share more details about the future of these two great businesses

Creating Two Great Companies

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