



# Midwest IDEAS Conference

## August 31, 2011

This presentation contains statements which constitute forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, including but not limited to statements regarding expected 2011 full year revenues, Adjusted EBITDA and Adjusted EBITDA margin, the existence of a multi-year recovery cycle in the automotive sector and future goals relating to the satisfaction of customers, the delivery of solid and predictable results, profitable growth and the strength of our balance sheet. The forward-looking statements can be identified by the words such as “anticipate,” “believe,” “plan,” “estimate,” “expect,” “intend,” “project,” “target,” and other similar expressions. Forward-looking statements are made as of the date of this presentation and are based upon management’s current expectations and beliefs concerning future developments and their potential effects on us. Such forward-looking statements are not guarantees of future performance. Please refer to our risk factors described in our reports filed with the SEC.

We do not assume any obligation to update or revise the forward-looking statements contained in this presentation.

# Snapshot View of Tower

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## Top Line:

**Growing in line with industry recovery.**

- 18% of revenue in Brazil and China
- Potential upside from non-auto in 2012+

## Adjusted EBITDA Margin:

**Good, with more upside.**

- Bottomed at 7.6% in 2009, 9.5% in 2010

## Balance Sheet:

**Acceptable, priority to improve further.**

- B+/B1, net debt leverage 2.3X (6/30/11)

## Other:

**Excellent revenue diversification** (customer and geographic)

**Competitive cost** (restructuring plus major process improvements)

**Legacy liabilities frozen** (modest unfunded status)

**Steel/commodity risk mitigated** (e.g., customer resale)

**Experienced management and strong Board**

- In Oct. 2010, Tower completed first auto supplier IPO in U.S. since 2005.
- Well positioned for solid performance in recovering global market.

# Brief Chronology

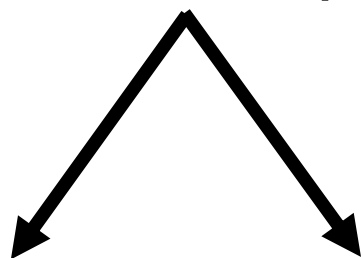
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- **1990's - 2005** Numerous premium-multiple acquisitions, not well integrated, focused heavily on trucks and SUVs
- **February 2005** U.S. Operations enter Chapter 11  
- Note: International Ops consistently earned 10%+ margins
- **Feb. 2005 - Aug. 2007** North American Operations closed 11 plants (48% reduction); U.S. hourly all-in cost reduced 15%; pension frozen; retiree health care capped; \$500M loss/low-return contracts returned to customers
- **August 2007** Exit Chapter 11; acquired by Cerberus; new senior management
- **Since August 2007** Global best-practice standardization; major further improvements in cost and operational competitiveness
- **October 15, 2010** IPO (100% primary)  
- Ownership: public 32%, Cerberus 60%, management 8% (RSUs)

# The Sector and Our Competitors

## Our Industry Sector

Auto Stamping



OEMs  
(est. 60%)

Suppliers  
(est. 40%)

**Significant potential long-term growth from increased outsourcing.**

## Our Supplier Competitors

Magna

Gestamp (& Thyssen Krupp Stmp. Unit)

**Tower**

Benteler (Private, German)

Magnetto (Private, Italian)

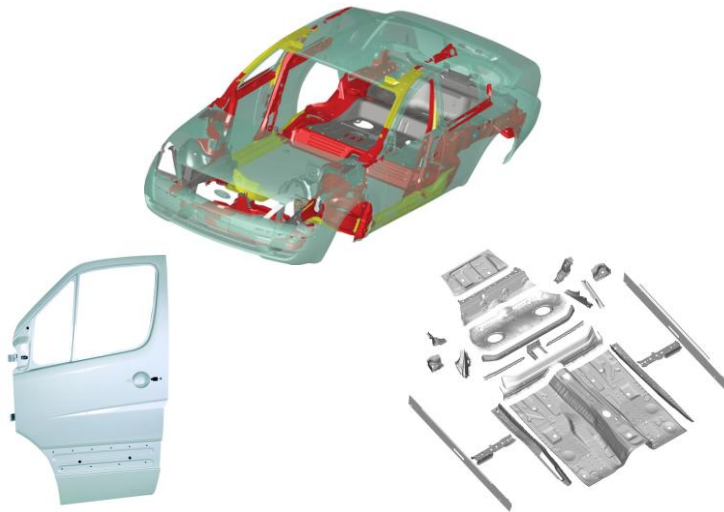
Martinrea

Hundreds of medium and smaller regional competitors

**Significant potential growth from increased global vehicle programs and supplier rationalization.**

## Body Structure and Assemblies

- Basic upper large body structures of the vehicle such as body pillars, roof rails, side sills and IP Beams.
- Class A surfaces - exposed sheet metal components such as body sides, pick-up box sides, door and roof panels.



## Chassis

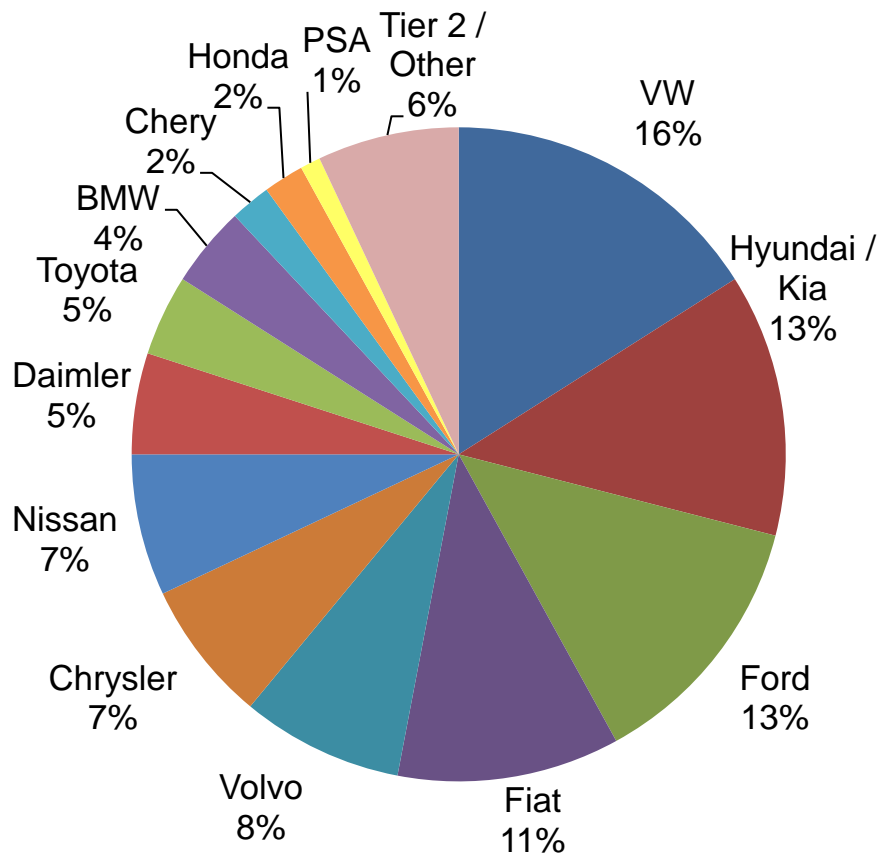
- Lower structure of vehicle including full frames (pick-up and SUV).
- Sub frames, cradles, cross members and trailing axles.



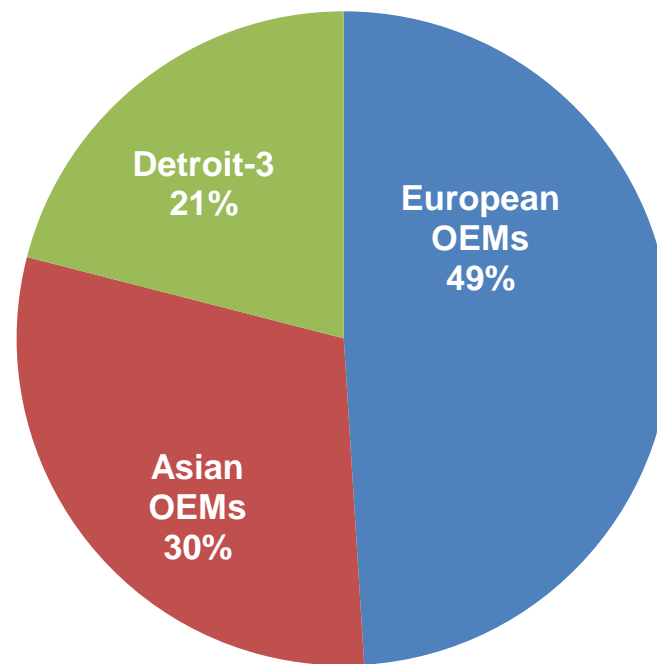
# Excellent Customer Diversification

(2010 percent of revenue)

## By Company

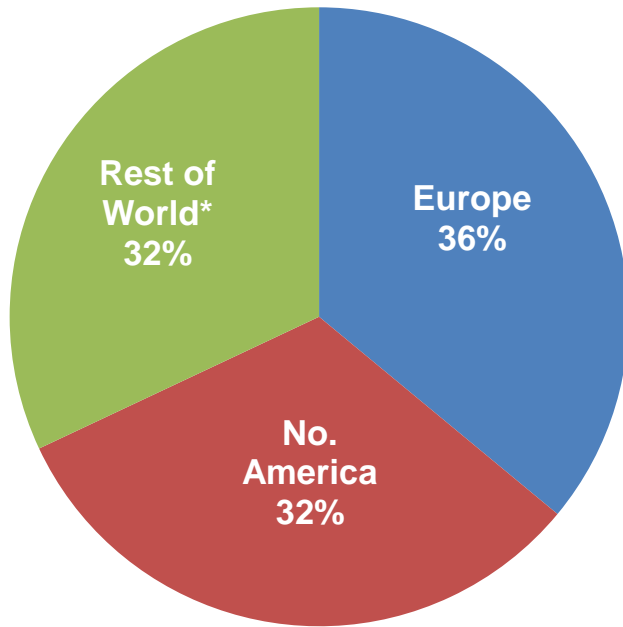


## By Customer Group



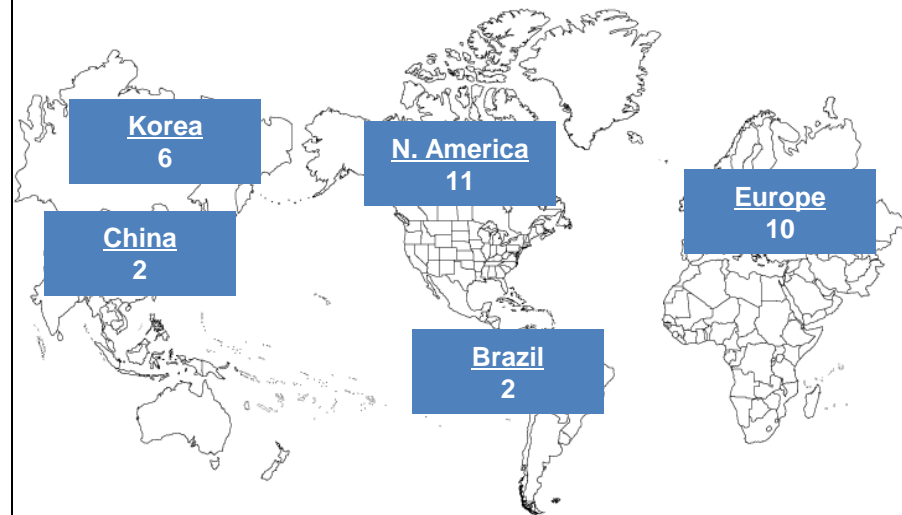
# Excellent Geographic Diversification

**Regional Sales Mix**  
(2010 Percent of Vehicle Revenue)



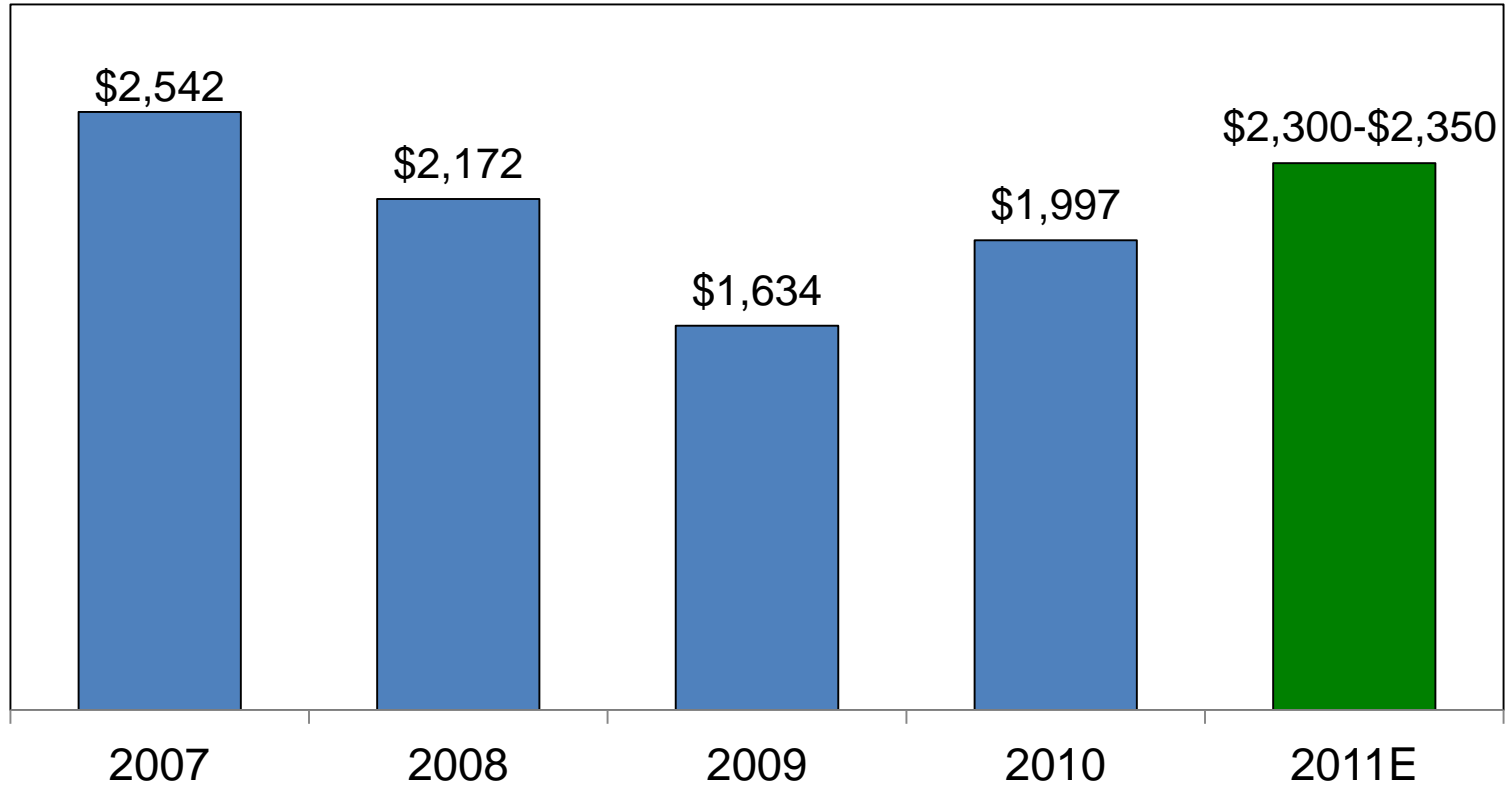
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\*Korea 14%, **Brazil 10%, China 8%**

**Tower's Footprint**  
(Manufacturing Locations – Year End 2010)



# Deliver Results: Revenue

(in \$ millions)



Europe & No. America  
Industry Production  
(Unit Millions)

36.8

33.2

24.9

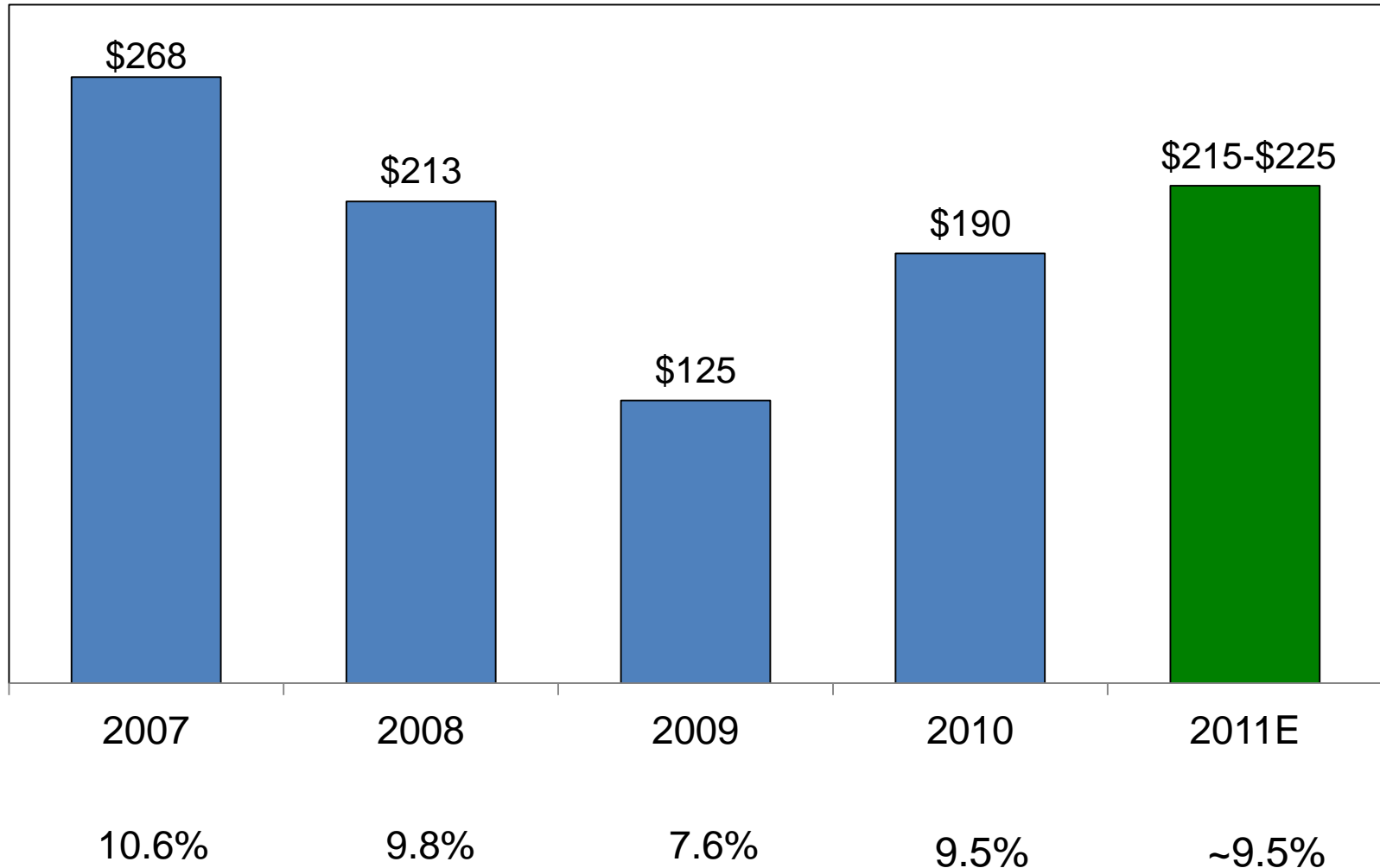
30.7

32.9



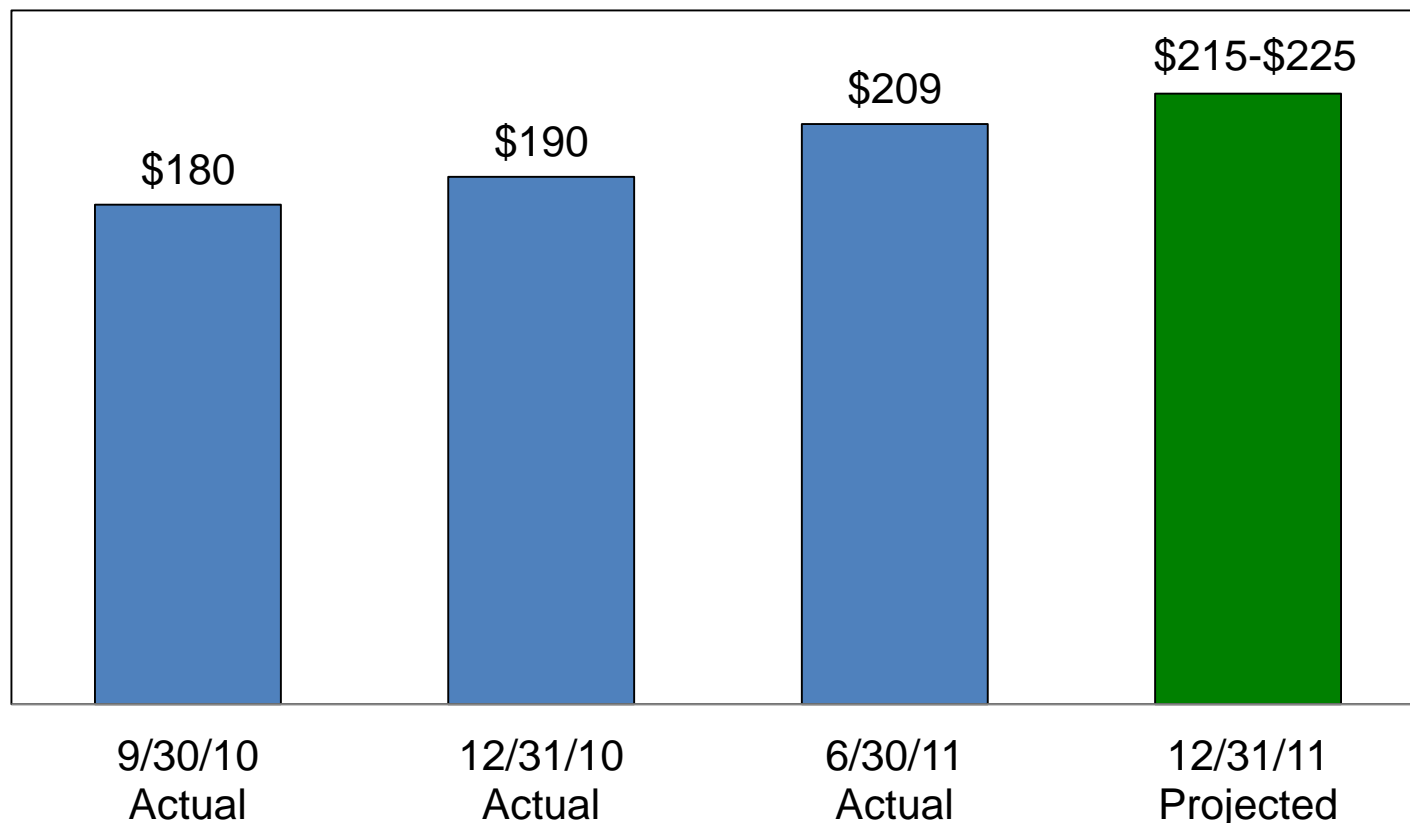
# Deliver Results: Adjusted EBITDA and Margins

(in \$ millions)



# Continuing Momentum in Adjusted EBITDA

(Last 12 months in \$ millions)



**Our increased guidance for full year 2011 Adjusted EBITDA includes projected further year-over-year improvement in the Second Half, continuing the meaningful positive trend since Tower's IPO last fall.**

# June 30, 2011 Net Debt and Leverage

(in \$ millions)

	<u>June 30</u>	<u>Memo: Mar. 31</u>
<b><u>Net Debt</u></b>		
Cash	\$ 128	\$ 135
Gross Debt	<u>(613)</u>	<u>(597)</u>
Net Debt	<u><u>\$ (485)</u></u>	<u><u>\$(462)</u></u>
<b><u>Debt-to-LTM Adj. EBITDA</u></b>		
Gross	2.9X	2.9X
Net	2.3	2.3
Memo: LTM Adj. EBITDA	\$ 209	\$ 205

**Leverage metrics at June 30 were largely unchanged from March 31.**

## 1. Organic auto growth

- Industry growth (multi-year recovery from depressed 2009)
- Business wins
- JVs and/or new plants to further increase presence in higher-growth markets (e.g., China and Brazil)

## 2. Opportunistic acquisitions

- Acquisition philosophy: “Cheap and patient”, quickly accretive

## 3. Potential new revenue from expanding our core skills into adjacent markets

- Begin with solar
- Patiently and methodically explore other industries (e.g., defense)

# Positive Industry Outlook: Early Stages of Significant Multi-Year Growth

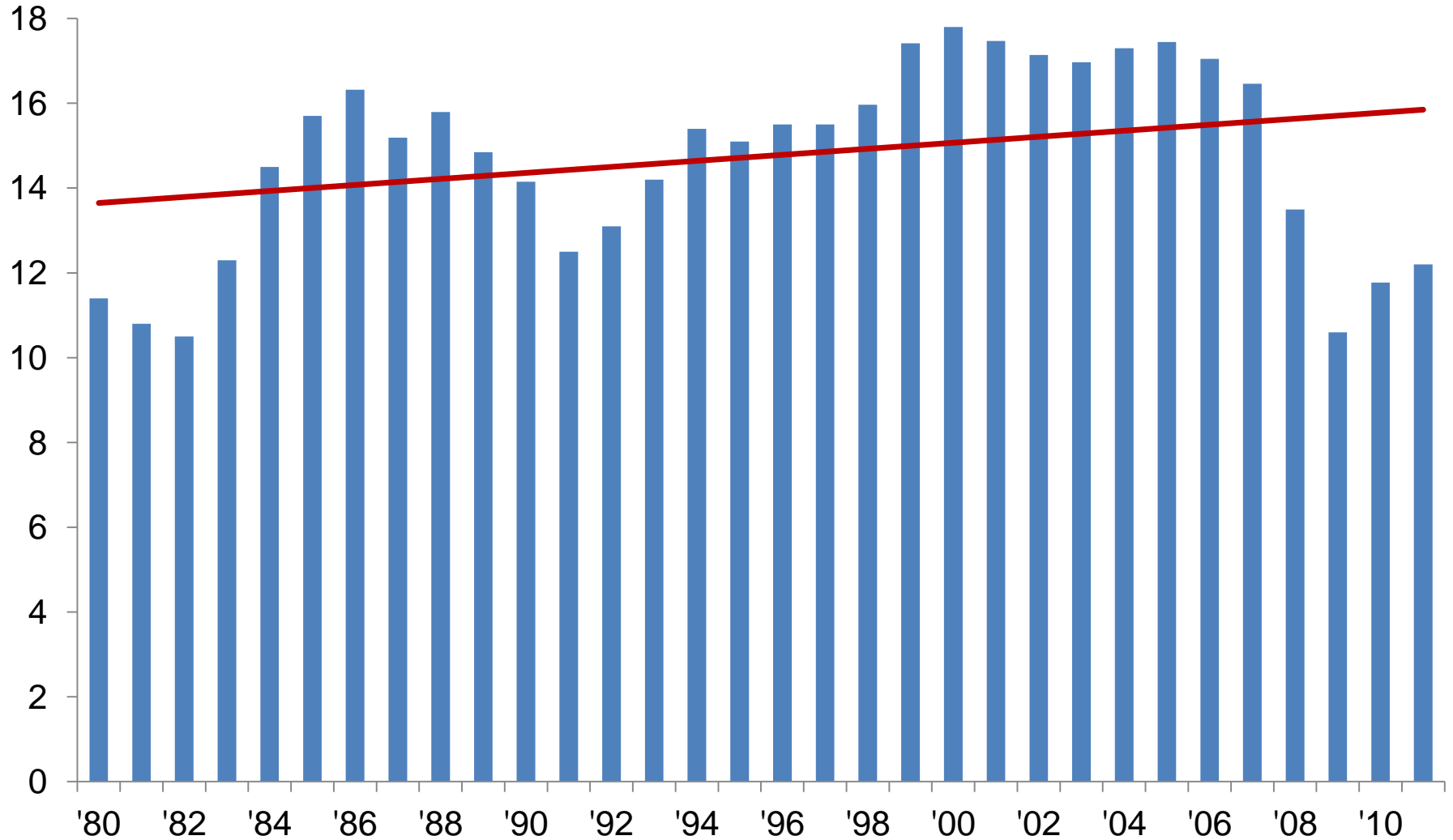
(Car and light truck production in millions)

	Forecast by IHS® (8/11)					2011 O/(U) 2007
	2007	2009	2010	2011	2012	
Europe	21.7	16.3	18.8	20.0	20.3	(8)%
North America	15.1	8.6	11.9	12.9	14.0	(15)%
Subtotal	36.8	24.9	30.7	32.9	34.3	(11)%
Korea	4.0	3.4	4.2	4.5	4.6	13%
China	6.9	11.1	14.7	15.6	18.1	126%
Brazil	2.6	2.9	3.2	3.3	3.5	27%
Present Tower Markets	50.3	42.3	52.8	56.3	60.6	12%
Other Countries	18.3	15.2	19.1	19.0	22.7	4%
Total	68.6	57.5	71.9	75.3	83.3	10%

**Europe and North America still below 2007 production levels.**

# U.S. Vehicle Sales: How Far Are We Below Trend?

(Car and light vehicle sales in millions)



# Opportunities Beyond “Industry Recovery”

As of 2010:

Additions:

## China:

Facilities:	Changchun Wuhu	Dalian Chengdu Changchun (Expansion) Changsha DIT JV
Customers:	FAW/VW Chery	Fiat / Chrysler Geely

## Brazil:

Facilities:	Arujá Betim	Contagem
Customers:	Fiat VW, Honda	Fiat

# Opportunities Beyond “Industry Recovery”

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- **Further reductions in leverage:**
  - Repurchased \$43 Million of 2017 notes
  - Debt reduction over time should accrete to equity
  - Long-term goal achieve investment grade
- **Opportunistic, accretive acquisitions:**
  - Artern (March 2010)
  - W-Industries (April 2011)
  - “Cheap and patient.”
- **Opportunities in adjacent businesses**
  - Tower Aerospace & Defense
  - Solar



## 1. **Consistently deliver solid and predictable results.**

- Adjusted EBITDA and free cash flow that are appropriate for whatever volume scenario unfolds.
  - - Growing Adjusted EBITDA as volume recovers.

## 2. **Capitalize over time on opportunities beyond “industry recovery”.**

- Above-average secular growth in China and Brazil;
- Further reductions in leverage;
- Opportunistic, accretive acquisitions; and
- Opportunities in adjacent markets (e.g., defense and aero, solar).

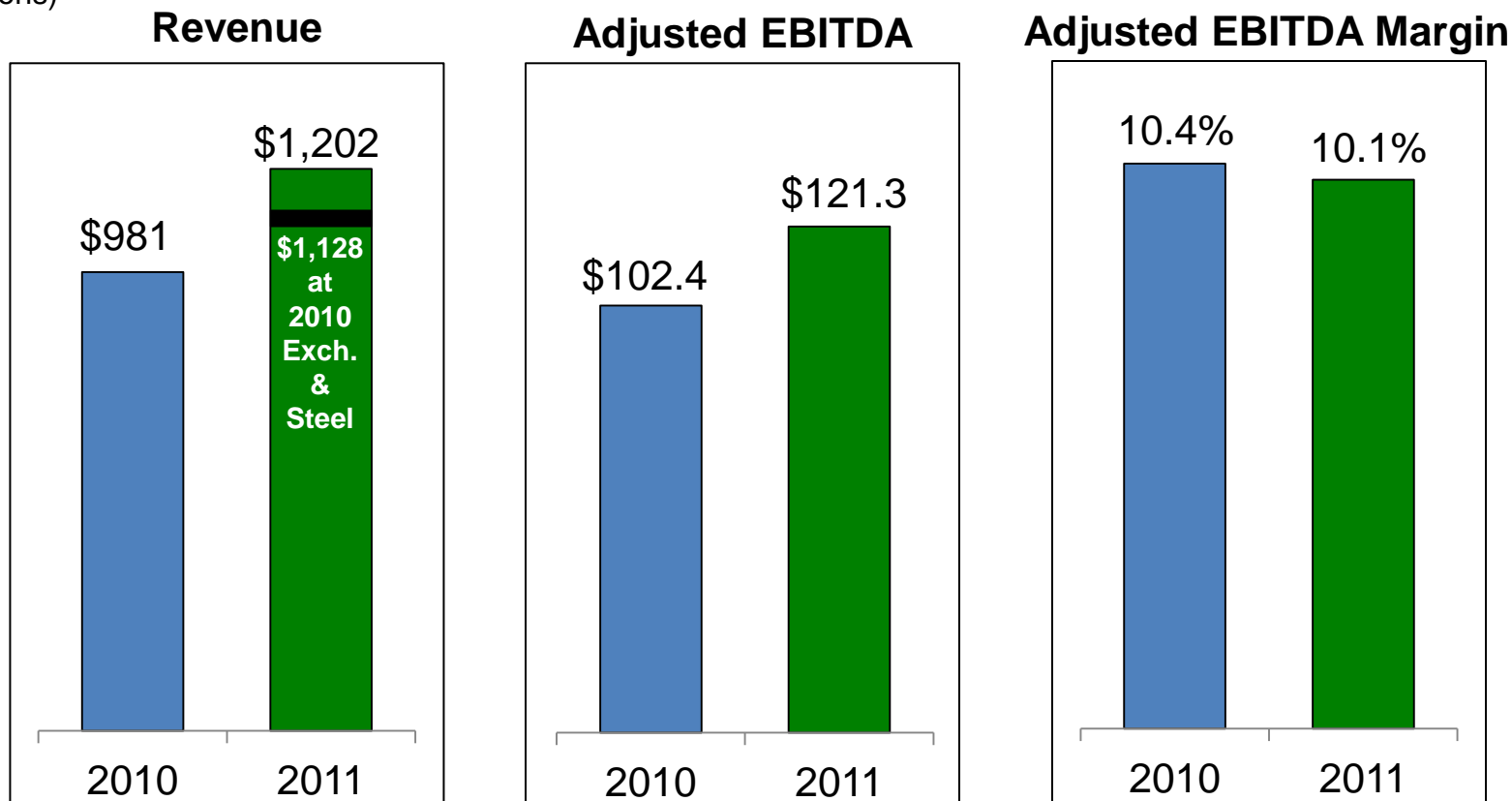
**Game plan is unchanged. Progress continues.**

# APPENDIX

# Total Company

## First Half Financials - - 2011 vs. 2010

(in \$ millions)



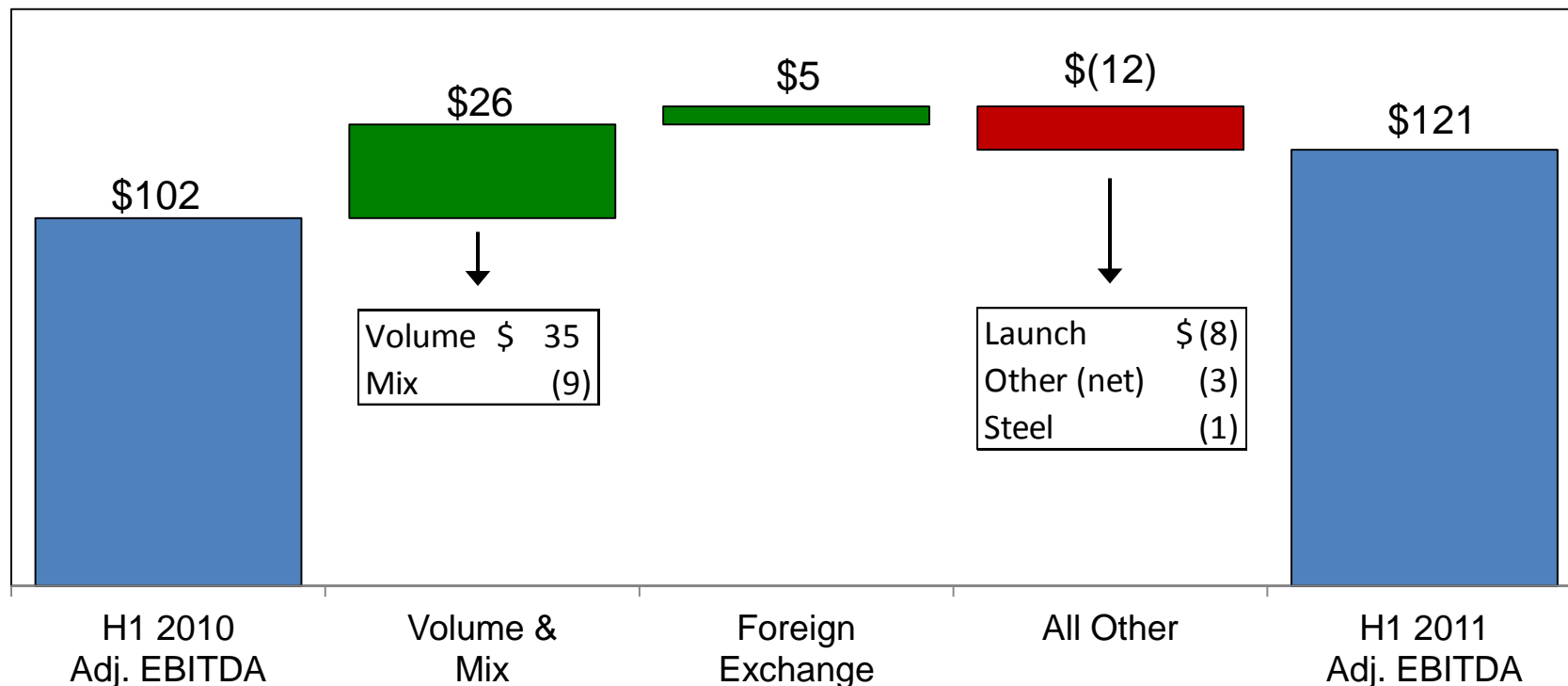
- H1 2011 revenue was \$1,202M. Excluding changes in exchange rates and steel pricing, revenue was up 15% from H1 2010.
- Adjusted EBITDA was \$121.3M, up about \$19M, for an Adjusted EBITDA margin of 10.1%.
  - The decline in margin reflected in large part the quarterly timing of cost factors, as explained on the next slide.

See comments regarding non-GAAP financial measures.

# Total Company

## H1 2011 Adjusted EBITDA Compared With 2010

(in \$ millions)



- **Compared with H1 2010, volume, mix, and exchange improved H1 2011 Adjusted EBITDA by \$31M.**
  - Higher volume was partially offset by less-favorable mix, directionally consistent with prior guidance.
- **The change in other factors was unfavorable by \$12M, mainly explained by launch costs to support the timing of customers' new products.**

# Income Statement

(in \$ millions)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Revenues	\$ 602.7	\$ 501.7	\$ 1,202.4	\$ 980.8
Cost of sales	544.0	446.1	1,074.1	872.0
Gross profit	58.7	55.5	128.3	108.8
Selling, general and administrative expenses	39.4	31.9	77.1	65.0
Amortization expense	1.3	0.8	2.2	1.5
Restructuring and asset impairment charges, net	1.2	0.6	1.7	4.7
Operating income	16.9	22.2	47.4	37.6
Interest expense	16.1	14.0	28.6	27.8
Interest income	0.2	0.4	0.4	0.6
Other expense	-	-	0.9	-
Income before provision for income taxes	1.0	8.5	18.4	10.3
Provision for income taxes	2.6	4.2	9.2	8.4
Net income / (loss)	(1.6)	4.3	9.2	2.0
Less: Net income attributable to the noncontrolling interests	1.2	2.4	3.0	4.5
Net income / (loss) attributable to Tower International, Inc.	\$ (2.8)	\$ 1.9	\$ 6.2	\$ (2.6)
Less: Preferred unit dividends	\$ -	\$ (4.4)	\$ -	\$ (8.6)
Income / (loss) available to common shareholders	\$ (2.8)	\$ (2.5)	\$ 6.2	\$ (11.2)

# Balance Sheet

(in \$ millions)

	<u>June 30,</u> <u>2011</u>	<u>Dec. 31,</u> <u>2010</u>
<b>ASSETS</b>		
Cash and cash equivalents	\$ 128.0	\$ 150.3
Accounts receivable, net of allowance of \$3.9 and \$1.7	372.7	297.1
Inventories	90.7	73.2
Deferred tax asset - current	12.4	12.4
Assets held for sale	8.7	8.2
Prepaid tooling and other	70.6	57.8
Total current assets	<u>683.1</u>	<u>599.0</u>
Property, plant and equipment, net	670.7	627.5
Goodwill	71.8	66.3
Deferred tax asset - non-current	15.9	17.4
Other assets, net	32.5	30.0
Total assets	<u>\$1,473.9</u>	<u>\$1,340.2</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current maturities of long-term debt and capital lease obligations	\$ 170.3	\$ 109.8
Accounts payable	407.1	366.8
Accrued liabilities	131.8	132.6
Total current liabilities	<u>709.2</u>	<u>609.2</u>
Long-term debt, net of current maturities	426.9	432.7
Obligations under capital leases, net of current maturities	15.3	15.6
Deferred tax liability - non-current	10.3	12.7
Pension liability	71.8	76.4
Other non-current liabilities	82.8	81.9
Total non-current liabilities	<u>607.0</u>	<u>619.3</u>
Total liabilities	<u>1,316.2</u>	<u>1,228.6</u>
Stockholders' equity:		
Tower International, Inc.'s stockholders' equity		
Common stock, \$0.01 par value, 350,000,000 authorized, 19,101,588 issued and outstanding	0.2	0.2
Additional paid in capital	303.8	296.3
Accumulated deficit	(186.3)	(192.6)
Accumulated other comprehensive loss	(8.1)	(36.5)
Total Tower International, Inc.'s stockholders' equity	<u>109.6</u>	<u>67.4</u>
Noncontrolling interests in subsidiaries	48.1	44.3
Total stockholders' equity	<u>157.7</u>	<u>111.6</u>
Total liabilities and stockholders' equity	<u>\$1,473.9</u>	<u>\$1,340.2</u>

# Consolidated Statement of Cash Flows

(in \$ millions)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
<b>Cash flows - operating activities</b>				
Net income / (loss)	\$ (1.6)	\$ 4.3	\$ 9.2	\$ 2.0
Non-cash restructuring and asset impairment charges	-	-	-	2.7
Deferred income tax provision	(2.2)	-	(0.9)	-
Depreciation and amortization	31.6	28.4	61.7	58.7
Non-cash share-based compensation	3.8	-	7.5	-
Pension expense, net of contributions	(2.4)	(1.0)	(3.8)	(1.8)
Change in working capital and other operating items	(8.4)	(10.3)	(66.9)	(34.4)
<b>Net cash provided by operating activities</b>	<b>\$ 20.8</b>	<b>\$ 21.4</b>	<b>\$ 6.9</b>	<b>\$ 27.1</b>
<b>Cash flows - investing activities</b>				
Cash disbursed for purchases of property, plant and equipment, net	\$ (25.9)	\$ (21.4)	\$ (52.6)	\$ (40.1)
Net assets acquired, net of cash acquired	(11.0)	-	(22.3)	(16.7)
<b>Net cash used in investing activities</b>	<b>\$ (36.9)</b>	<b>\$ (21.4)</b>	<b>\$ (74.9)</b>	<b>\$ (56.8)</b>
<b>Cash flows - financing activities</b>				
Repayments of term debt	\$ -	\$ (1.2)	\$ -	\$ (2.3)
Partial redemption of senior secured notes	-	-	(17.0)	-
Preferred unit dividends	-	-	-	(0.1)
Proceeds from borrowings	175.9	142.7	315.2	276.4
Repayments of borrowings	(168.8)	(123.5)	(257.6)	(237.6)
<b>Net cash provided by financing activities</b>	<b>\$ 7.1</b>	<b>\$ 18.1</b>	<b>\$ 40.6</b>	<b>\$ 36.3</b>
<b>Net change in cash and cash equivalents</b>	<b>\$ (9.0)</b>	<b>\$ 18.1</b>	<b>\$ (27.4)</b>	<b>\$ 6.6</b>
Cash and cash equivalents - beginning of period	134.5	135.8	150.3	149.8
Effect of exchange rate changes on cash and cash equivalents	2.5	(4.3)	5.0	(6.8)
<b>Cash and cash equivalents - end of period</b>	<b>\$ 128.0</b>	<b>\$ 149.6</b>	<b>\$ 128.0</b>	<b>\$ 149.6</b>

# Non-GAAP Financial Measures

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This presentation includes the following non-GAAP financial measures: “Adjusted EBITDA”, “Adjusted EBITDA margin”, “free cash flow” and “net debt.” We define Adjusted EBITDA as net income / (loss) before interest, taxes, depreciation, amortization, restructuring items and other adjustments described in the reconciliations provided in this presentation. Adjusted EBITDA margin represents Adjusted EBITDA divided by revenues. Free cash flow is defined as net cash provided by or used in operating activities less cash disbursed for purchases of property, plant and equipment. Net debt represents total debt less cash and cash equivalents. We use Adjusted EBITDA, Adjusted EBITDA margin, free cash flow and net debt as supplements to information provided in accordance with generally accepted accounting principles (“GAAP”) in evaluating our business and they are included in this presentation because they are four of the principal factors upon which our management assesses performance. Reconciliations of these non-GAAP financial measures to the most directly comparable financial measures calculated in accordance with GAAP are set forth below. The non-GAAP measures presented above are not measures of performance under GAAP. These measures should not be considered as alternatives for the most directly comparable financial measures calculated in accordance with GAAP. Other companies in our industry may define these non-GAAP measures differently than we do and, as a result, these non-GAAP measures may not be comparable to similarly titled measures used by other companies in our industry. In addition, certain of our non-GAAP financial measures exclude financial information that some may consider important in evaluating our performance.



# Adjusted EBITDA Reconciliation to GAAP

(in \$ millions)

	2010				2011		LTM		
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	First Quarter	Second Quarter	Sept. 30, 2010	Dec. 31, 2010	June 30, 2011
<b>Adjusted EBITDA</b>	<b>\$ 50.7</b>	<b>\$ 51.7</b>	<b>\$ 39.1</b>	<b>\$ 48.7</b>	<b>\$ 65.7</b>	<b>\$ 55.6</b>	<b>\$ 179.6</b>	<b>\$ 190.2</b>	<b>\$ 209.1</b>
Restructuring and asset impairments	(4.1)	(0.6)	(0.3)	(9.3)	(0.5)	(1.2)	(17.5)	(14.3)	(11.3)
Depreciation & amortization	(30.3)	(28.4)	(27.5)	(28.5)	(30.1)	(31.6)	(118.2)	(114.7)	(117.7)
Receivable factoring charges and other	-	(0.2)	(0.1)	(0.1)	(0.1)	(0.1)	(0.5)	(0.4)	(0.4)
Acquisition costs	(0.7)	-	-	-	-	(1.1)	(0.7)	(0.7)	(1.1)
Incentive compensation related to funding events	(0.2)	(0.3)	(5.6)	(5.0)	(4.5)	(4.7)	(6.1)	(11.1)	(19.8)
Premium on redemption of senior secured notes	-	-	-	(1.3)	(0.9)	-	-	(1.3)	(2.2)
Gain on Letter of Credit Facility reduction	-	-	-	-	-	-	-	-	-
Interest expense, net	(13.6)	(13.7)	(20.3)	(18.3)	(12.3)	(15.9)	(64.0)	(65.9)	(66.8)
(Provision) / benefit for income taxes	(4.1)	(4.3)	3.7	(5.6)	(6.6)	(2.6)	1.8	(10.3)	(11.1)
Noncontrolling interest, net of tax	(2.2)	(2.3)	(2.0)	(1.9)	(1.7)	(1.2)	(8.9)	(8.4)	(6.8)
<b>Net income / (loss) attributable to Tower International, Inc.</b>	<b>\$ (4.5)</b>	<b>\$ 1.9</b>	<b>\$ (13.0)</b>	<b>\$ (21.3)</b>	<b>\$ 9.0</b>	<b>\$ (2.8)</b>	<b>\$ (34.5)</b>	<b>\$ (36.9)</b>	<b>\$ (28.1)</b>

# Adjusted EBITDA Reconciliation to GAAP

(in \$ millions)

	Year Ended December 31,			
	2007*	2008	2009	2010
<b>Adjusted EBITDA</b>	<b>\$ 268.2</b>	<b>\$ 212.9</b>	<b>\$ 125.0</b>	<b>\$ 190.2</b>
Restructuring and asset impairments	(24.2)	(4.8)	(13.4)	(14.3)
Depreciation & amortization	(151.8)	(170.3)	(147.7)	(114.7)
Receivable factoring charges and other	(3.3)	(0.7)	(0.8)	(0.4)
Acquisition costs	-	-	-	(0.7)
Incentive compensation related to funding events	-	-	-	(11.1)
Premium on redemption of senior secured notes	-	-	-	(1.3)
Gain on Letter of Credit Facility reduction	-	-	33.7	-
Chapter 11 and related reorganization items	(62.2)	-	-	-
Other adjustments	(3.7)	(3.1)	-	-
Interest expense, net	(99.5)	(60.2)	(56.9)	(65.9)
(Provision) / benefit for income taxes	(25.4)	(19.5)	1.1	(10.3)
Equity in joint ventures	19.5	-	-	-
Noncontrolling interest, net of tax	(8.4)	(6.6)	(8.9)	(8.4)
<b>Net income / (loss) attributable to Tower International, Inc.</b>	<b>\$ (90.8)</b>	<b>\$ (52.3)</b>	<b>\$ (67.9)</b>	<b>\$ (36.9)</b>

\* 2007 information for the Predecessor and Successor companies has been combined

# Free Cash Flow Reconciliation to GAAP

(in \$ millions)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Net cash provided by operating activities*	\$ 20.8	\$ 21.4	\$ 6.9	\$ 27.1
Cash disbursed for purchases of PP&E, net*	(25.9)	(21.4)	(52.6)	(40.1)
Free cash flow	<u>\$ (5.1)</u>	<u>\$ -</u>	<u>\$ (45.7)</u>	<u>\$ (13.0)</u>

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\*From GAAP Consolidated Statement of Cash Flow s

# Forward-Looking Statements and Risk Factors

This presentation contains statements which constitute forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, including but not limited to statements regarding expected 2011 full year revenues and Adjusted EBITDA, the existence of a recovery cycle in the automotive sector and future goals relating to the delivery of solid and predictable results, and opportunities beyond industry recovery, projected revenue, capital expenditures and future growth in China, expected closing and start of production dates and potential plant openings. The forward-looking statements can be identified by words such as “anticipate,” “believe,” “plan,” “estimate,” “expect,” “intend,” “project,” “target,” and other similar expressions. Forward-looking statements are made as of the date of this press release and are based upon management’s current expectations and beliefs concerning future developments and their potential effects on us. Such forward-looking statements are not guarantees of future performance. The following important factors, as well as risk factors described in our reports filed with the SEC, could affect (and in some cases have affected) our actual results and could cause such results to differ materially from estimates or expectations reflected in such forward-looking statements:

- automobile production volumes;
- the financial condition of our customers and suppliers;
- our ability to make scheduled payments on our indebtedness and comply with the covenants and restrictions contained in the instruments governing our indebtedness;
- our ability to refinance our indebtedness;
- our ability to generate non-automotive revenues;
- our ability to operate non-automotive businesses;
- our ability to integrate acquired businesses;
- our customers’ ability to obtain equity and debt financing for their businesses;
- our dependence on our largest customers;
- significant recalls experienced by our customers;
- pricing pressure from our customers;
- potential operating inefficiencies resulting from OEM production volatility;
- work stoppages or other labor issues affecting us or our customers or suppliers;
- risks associated with our non-U.S. operations, including foreign exchange risks and economic uncertainty;
- our ability to integrate acquired businesses;
- costs or liabilities relating to environmental and safety regulations; and
- any increase in the expense and funding requirements of our pension and other postretirement benefits.

We do not assume any obligation to update or revise the forward-looking statements contained in this presentation.