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OCTOBER 25, 2016

SENSATA THIRD QUARTER 2016 EARNINGS PRESENTATION

The World Depends on Sensors and Controls

Forward–looking Statements

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In addition to historical facts, this earnings presentation, including any documents incorporated by reference herein, includes “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These forward–looking statements relate to analyses and other information that are based on forecasts of future results and estimates of amounts not yet determinable. These forward-looking statements also relate to our future prospects, developments, and business strategies. These forward-looking statements may be identified by terminology such as “may,” “will,” “could,” “should,” “expect,” “anticipate,” “believe,” “estimate,” “predict,” “project,” “forecast,” “continue,” “intend,” “plan,” and similar terms or phrases, or the negative of such terminology, including references to assumptions. However, these terms are not the exclusive means of identifying such statements. Forward–looking statements contained herein, or in other statements made by us, are made based on management’s expectations and beliefs concerning future events impacting us, and are subject to uncertainties and other important factors relating to our operations and business environment, all of which are difficult to predict, and many of which are beyond our control, that could cause our actual results to differ materially from those matters expressed or implied by forward–looking statements. These forward–looking statements relate to analyses and other information that are based on forecasts of future results and estimates of amounts not yet determinable. Although we believe that our plans, intentions, and expectations reflected in, or suggested by, such forward–looking statements are reasonable, we can give no assurances that any of the events anticipated by these forward–looking statements will occur or, if any of them do, what impact they will have on our results of operations and financial condition.

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Q3 2016 GAAP Results

	Q3 2016	Q3 2015	Δ
Revenue	$789.8M	$727.4M	8.6%
Gross Profit (% of revenue)	$280.9M 35.6%	$250.7M 34.5%	12.0%
R&D (% of revenue)	$31.6M 4.0%	$30.8M 4.2%	2.5%
SG&A (% of revenue)	$75.0M 9.5%	$66.2M 9.1%	13.3%
Profit from Operations (% of revenue)	$122.8M 15.5%	$106.9M 14.7%	14.9%
Net Income (% of revenue)	$69.8M 8.8%	$53.2M 7.3%	31.3%
Diluted EPS	$0.41	$0.31	32.3%
Diluted Shares Outstanding	171.5M	171.6M	(0.1M)

Solid Profitability Despite Challenging Markets

STRONG SEQUENTIAL MARGIN EXPANSION AND EPS GROWTH IN Q3 2016

- ✓ **Strong sequential margin expansion and EPS growth –** adjusted net income margin increases by 100 basis points sequentially; adjusted EPS grows by 11.1% organically year-over-year

- ✓ **Deleveraging remains on track –** net leverage ratio reduced to 4.0x in Q3-16, on-track to achieve full year target

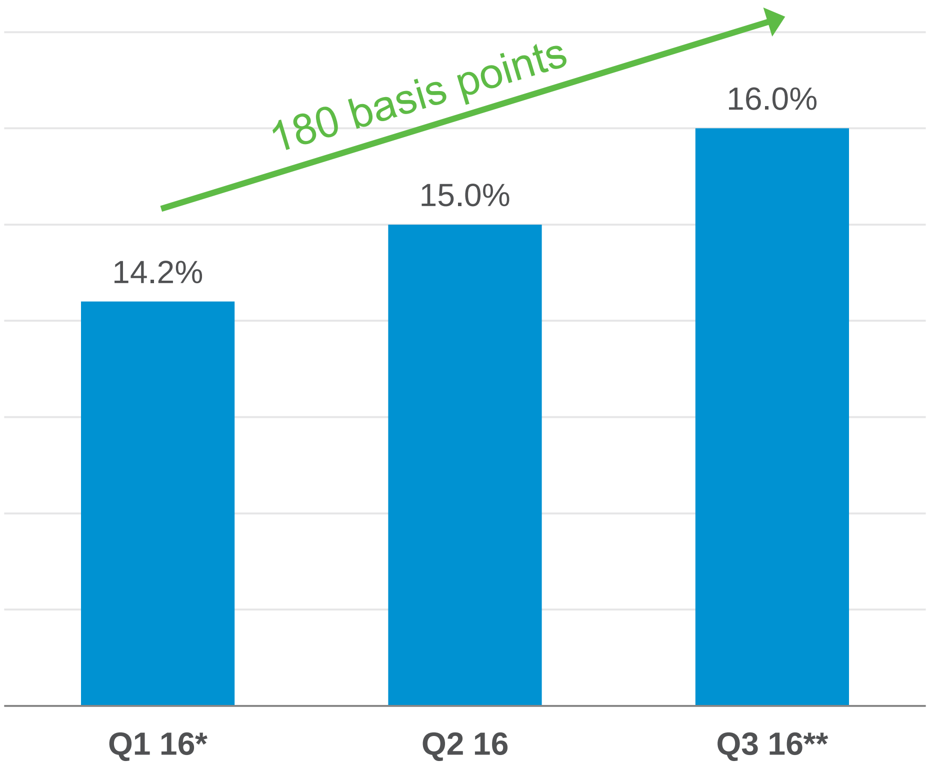
- ✓ **Consistent execution –** delivering on targets and meeting earnings expectations

- ✓ **Significant runway for future margin expansion –** growing M&A synergies and operational improvements

Win In Sensing

Delivering on our Commitment to Improve Margins

Adjusted Net Income Margin

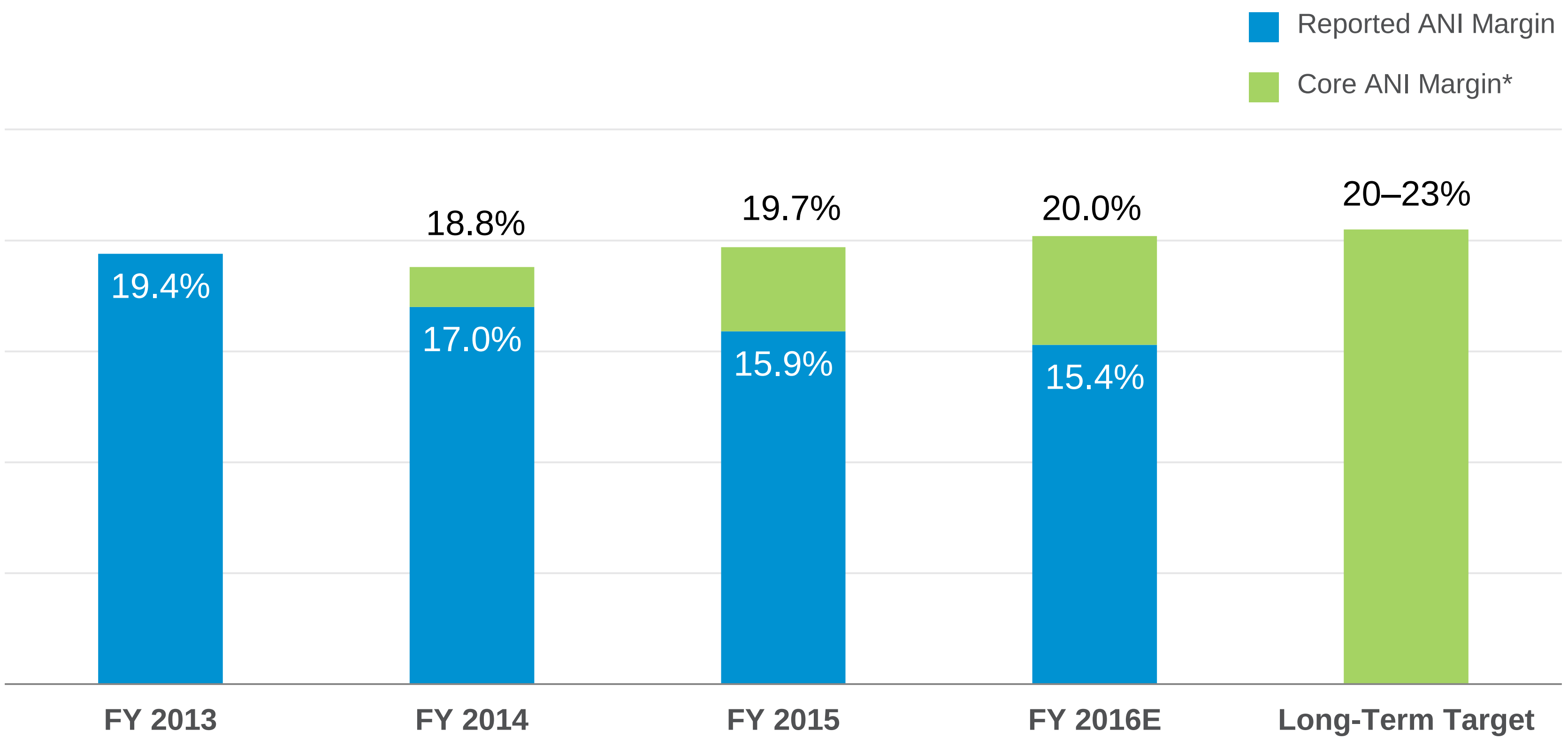


*First full quarter of CST
**Reduced by 80 basis points due to FX

Drivers of Margin Expansion

- M&A cost and revenue synergies
- Net productivity improvements
- Plant footprint rationalization
- Raw material sourcing strategy
- Lean manufacturing initiatives
- Back office synergies
- Reduction of interest expense

Significant Runway for Sustainable, Long-Term Margin Expansion

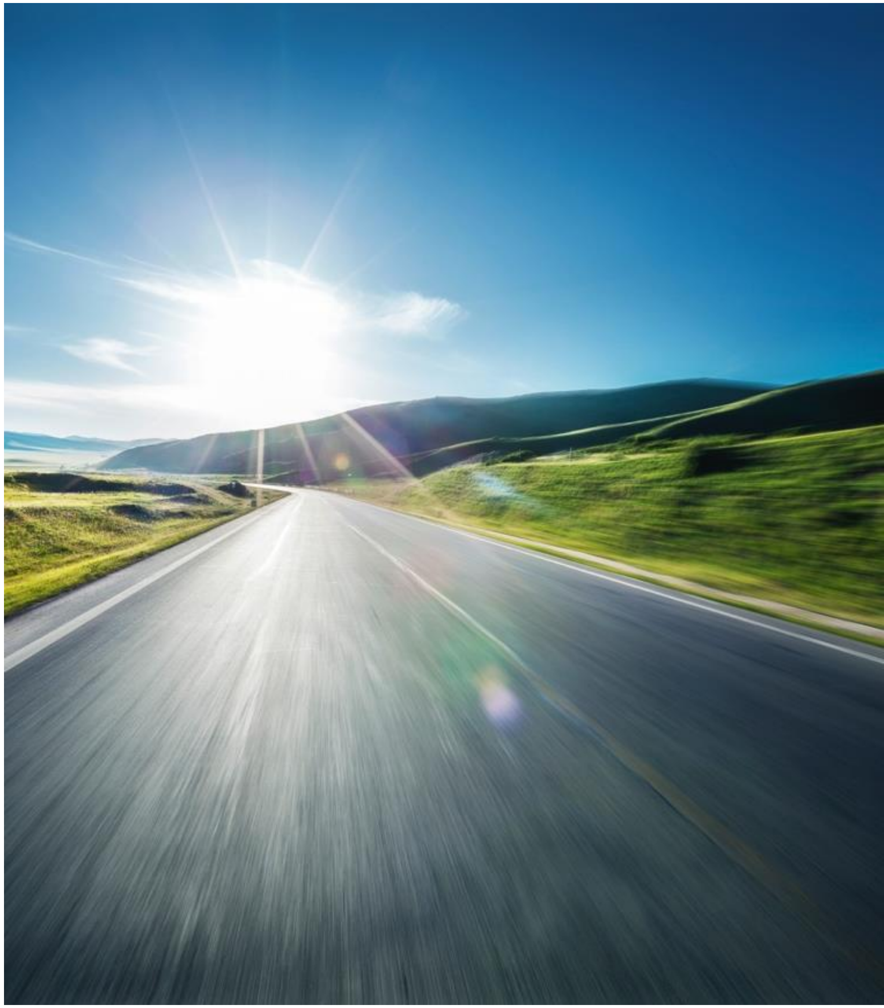


ACQUISITIONS NOT REFLECTED IN CORE:	**Q3:** DeltaTech **Q4:** Schrader	DeltaTech Schrader **Q4:** CST	DeltaTech Schrader CST	

* excludes DeltaTech, Schrader, and CST acquisitions during integration period

Continue to Invest in Long-Term Growth Opportunities

- Securing new wins to address the need for energy efficiency and a clean environment
- Increasing sensor content in electrification
- Extending TPMS leadership into China – important mandate passed in Q3-16
- Expanded portfolio and closing new orders in aerospace business
- Collaborating with Quanergy to develop LiDAR sensors for ADAS market



Q4-16 End Market And Business Trends

Market	Highlights
Automotive	• Stronger Sensata growth in China • Low expectations for NA Auto market – high year-end inventories • European TPMS aftermarket soft
HVOR	• ST performance better than expected YTD • North America Class 8 production still declining
Sensing Solutions	• Stronger sequential performance throughout FY-16, as expected • China: high inventory levels of compressors and motors
FX	• Stronger Euro in first half beneficial vs expectations • Y-o-Y revenue headwind in Q4-16 as expected, no change to expected EPS impact in Q4

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Delivering on Earnings and Margin Guidance for full year 2016

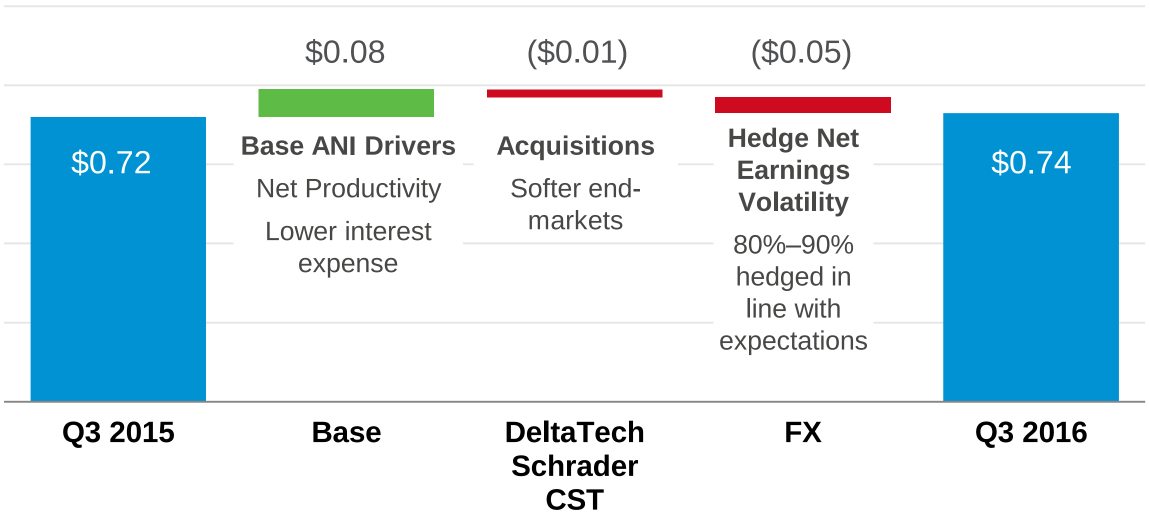
- ✓ On track to deliver our full year 2016 earnings guidance
- ✓ Strong organic EPS growth
- ✓ Good progress on margin expansion and integration of acquisitions
- ✓ Strengthening our balance sheet and paying down our debt

Win In Sensing

Q3 2016 Financial Summary

ADJUSTED NET INCOME GREW 11% ORGANICALLY

	Q3 2016	Q3 2015	Growth
Net Revenue	$789.8M	$727.4M	8.6%
Net Income	$69.8M	$53.2M	31.3%
Adjusted Net Income	$126.3M	$123.3M	2.4%
ANI Margin	16.0%	17.0%	(1.0%)
Adjusted EPS	$0.74	$0.72	2.8%



**Base excludes the following acquisitions: DeltaTech, Schrader, and CST*

Acquisitions, net of exited businesses, add 8.6% revenue growth

- Organic revenue growth: 1.7%
- Foreign exchange lowers revenue by (1.7%)

Organic ANI margin (excluding FX, CST and exited businesses) was 18.6%, an increase of 150 bps y/y

Base business adding $0.08 of incremental EPS y/y primarily from net productivity gains

Acquisitions weaker on softer CST end markets

Q3 2016 Review: Performance Sensing

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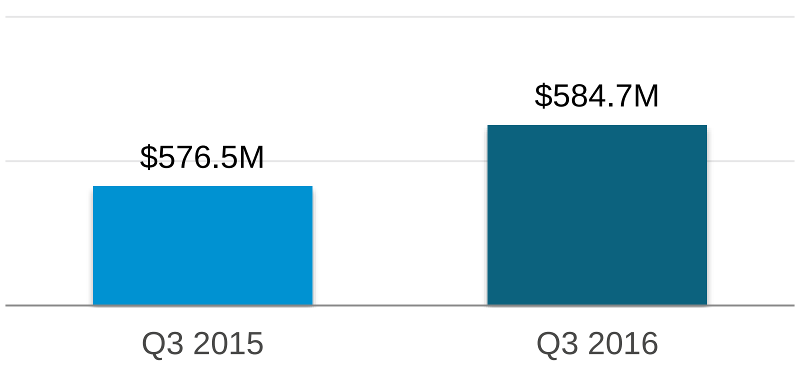
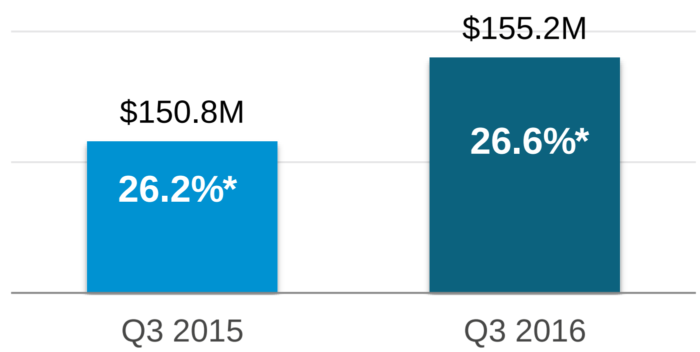
NET REVENUE



PROFIT FROM OPERATIONS (PFO)

27.6% PFO EXCLUDING FX AND CST



Q3-16 Growth y/y	Reported	Organic
Automotive (inc.TPMS)	(0.8%)	2.5%
HVOR	13.7%	(3.5%)
Performance Sensing	**1.4%**	**1.5%**

- Acquisitions less exited businesses added 1.8%
- Foreign exchange (1.9)% negative impact

- Solid organic revenue growth in Auto (ex-TPMS) business outpaces market growth
- HVOR business outperforming market
  - North American Class 8 truck market declining ~27%
- Strong Performance Sensing margin expansion of 140 bps, ex-currency and CST acquisition
  - Net productivity gains, increasing synergies

*% of revenue

Q3 2016 Review: Sensing Solutions

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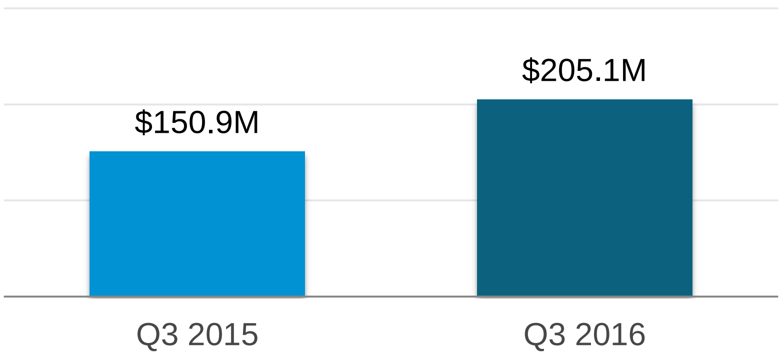
NET REVENUE

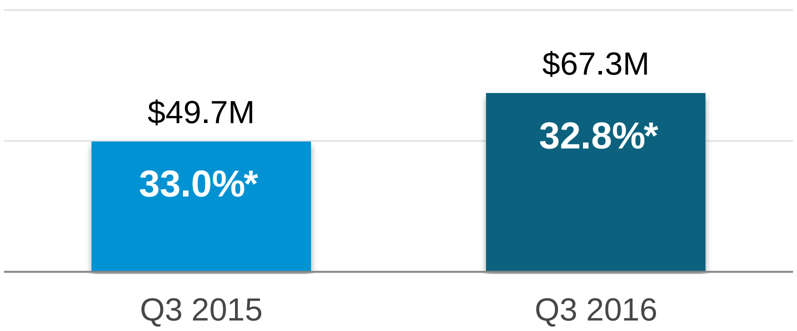


Q3-16 Growth y/y	Reported	Organic
Sensing Solutions	36.0%	2.4%

- CST adds 34.3% revenue growth
- Foreign exchange (0.7%) negative impact

PROFIT FROM OPERATIONS (PFO)

33.8% PFO EXCLUDING FX AND CST



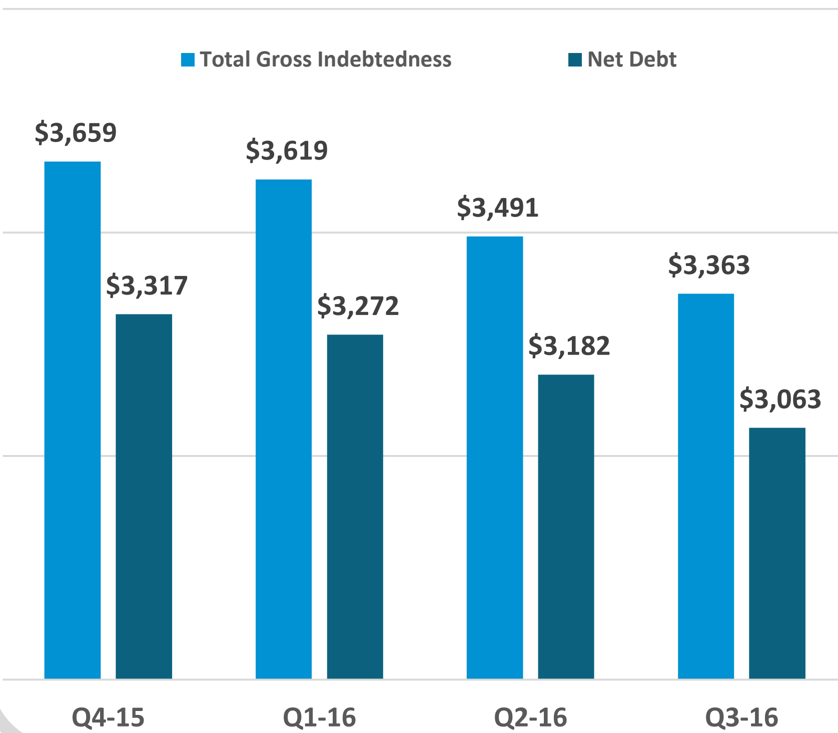
- Sensing Solutions resumes organic revenue growth after (4.8%) organic decline in H1-16
  - Stabilization in China and better growth from electrical protection products
  - End markets remain broadly weak
- Productivity improvements drive higher profitability
  - Business restructuring & optimization driving significant gains

*% of revenue

Delivering on Promise to De-Lever

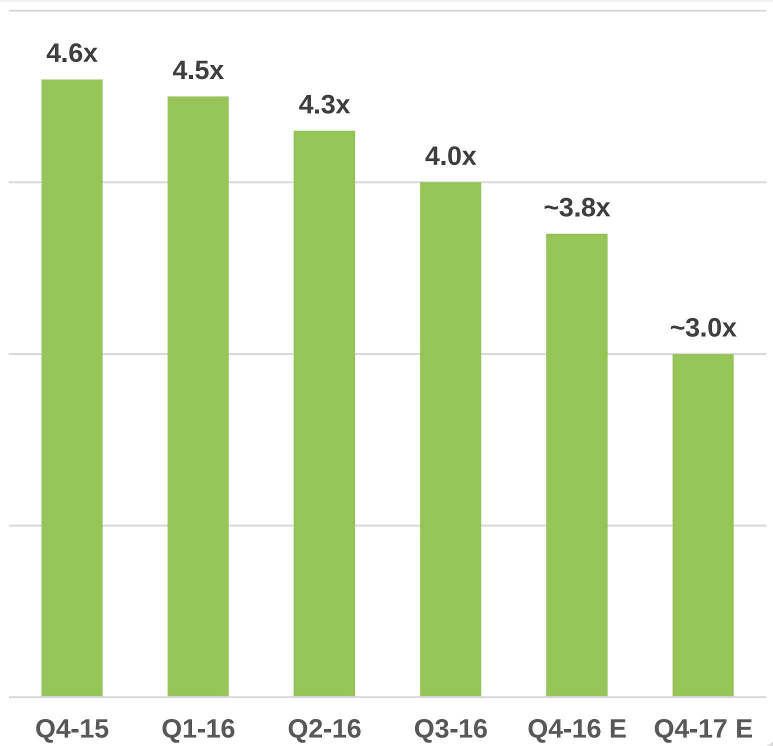
DEBT ($M)

~$300M OF DEBT REDUCTION SINCE Q4-15



NET LEVERAGE RATIO

LEVERAGE RATIO OF ~3.0X BY END OF 2017*



* Assumes no additional M&A

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Q4 2016 Financial Guidance

	Q4 2015	Q4 2016 Guide	Reported	Organic*
Net Revenue	$726.5M	$765 – $805M	5% – 11%	2% - 6%* 1% - 5%**
Adj. Net Income	$113.3M	$123 – $133M	8% – 17%	19% – 23%* 9%-14%**
Adj. EPS	$0.66	$0.71 – $0.77	8% – 17%	18% – 23%* 10% -15%**
Diluted Shares Outstanding	171.5M	171.6M		

* Includes CST results from 12/1/16 onwards

** Excludes CST for entire quarter

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2016 Financial Guidance

ON TRACK FOR FULL YEAR

	FY 2015	FY 2016 Guide	Reported	Organic*
Net Revenue	$2,975M	$3,179 – $3,219M	7% – 8%	1% – 2%* 1% – 2%**
Adj. Net Income	$472.0M	$487 – $497M	3% – 5%	11% – 12%* 9% – 10%**
Adj. EPS	$2.75	$2.84 – $2.90	3% – 5%	11% – 12%* 9% – 10%**
Diluted Shares Outstanding	171.5M	171.4M		

* Includes CST results from 12/1/16 onwards

** Excludes CST for entire fiscal year

Sensata is Committed to Shareholder Value Creation

- ✓ **Sensata Wins In Sensing**, serving secular growth markets with leading margins
- ✓ **Acquisitions** diversify end–market exposure and provide earnings expansion
- ✓ Attractive long-term **revenue and earnings** CAGRs
- ✓ Strong **cash generation** and disciplined **capital allocation**

Win In Sensing

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APPENDIX

SENSATA THIRD QUARTER 2016 EARNINGS SUMMARY

Sensata Financial Metrics Dashboard

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TSR from IPO*

107%

(S&P: 111%)

2015 TSR

(12)%

2016 YTD: (19)%*

2015 ROIC

13.0%

LTM Q3 2016: 11.9%

Cash Returned
2012–2016

$500M 7.5% OF SHARES REPURCHASED

Acquired Revenue
(DeltaTech, Schrader, CST)

$1.05B

*as of October 21, 2016

Q3 2016 Non-GAAP Results

	Q3 2016	Q3 2015	Δ
Revenue	$789.8M	$727.4M	8.6%
Adj. Gross Profit (% of revenue)	$286.8M 36.3%	$259.4M 35.7%	10.6%
R&D (% of revenue)	$31.6M 4.0%	$30.8M 4.2%	2.5%
Adj. SG&A (% of revenue)	$73.9M 9.4%	$60.8M 8.4%	21.5%
Adj. EBIT (% of revenue)	$176.3M 22.3%	$160.2M 22.0%	10.1%
Adj. Tax Rate*	6.1%	5.4%	0.7%
Adj. Net Income	$126.3M 16.0%	$123.3M 17.0%	2.4%
Adj. EPS	$0.74	$0.72	2.8%
Diluted Shares Outstanding	171.5M	171.6M	(0.1M)

*shown as a % of Adj. EBIT

Changes recalculated based on unrounded numbers

YTD 2016 GAAP Results

	YTD 2016	YTD 2015	Δ
Revenue	$2,413.9M	$2,248.5M	7.4%
Gross Profit (% of revenue)	$839.1M 34.8%	$747.3M 33.2%	12.3%
R&D (% of revenue)	$95.2M 3.9%	$92.8M 4.1%	2.6%
SG&A (% of revenue)	$224.6M 9.3%	$203.6M 9.1%	10.3%
Profit from Operations (% of revenue)	$364.5M 15.1%	$302.4M 13.5%	20.5%
Net Income (% of revenue)	$195.9M 8.1%	$129.4M 5.8%	51.4%
Diluted EPS	$1.14	$0.75	52.0%
Diluted Shares Outstanding	171.4M	171.5M	(0.2M)

Changes recalculated based on unrounded numbers

YTD 2016 Non-GAAP Results

	YTD 2016	YTD 2015	Δ
Revenue	$2,413.9M	$2,248.5M	7.4%
Adj. Gross Profit (% of revenue)	$852.0M 35.3%	$779.3M 34.7%	9.3%
R&D (% of revenue)	$95.2M 3.9%	$92.8M 4.1%	2.6%
Adj. SG&A (% of revenue)	$220.8M 9.1%	$192.3M 8.6%	14.8%
Adj. EBIT (% of revenue)	$515.7M 21.4%	$476.0M 21.2%	8.3%
Adj. Tax Rate*	6.2%	5.5%	0.7%
Adj. Net Income (% of revenue)	$363.9M 15.1%	$358.7M 16.0%	1.4%
Adj. EPS	$2.12	$2.09	1.4%
Diluted Shares Outstanding	171.4M	171.5M	(0.2M)

*shown as a % of Adj. EBIT

Changes recalculated based on unrounded numbers

Q3 2016 Cash Flow Statement

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	Q3 2016	Q3 2015	Δ
Net Income	$69.8M	$53.2M	31.3%
Depreciation & Amortization	$76.9M	$67.5M	13.8%
Changes in Working Capital	($6.3M)	$11.6M	(154.4%)
Other	$9.4M	$19.2M	(51.1%)
Operating Cash Flow	$149.7M	$151.5M	(1.2%)
Capital Expenditures	($30.1M)	($43.4M)	30.7%
Free Cash Flow	$119.6M	$108.1M	10.7%

Changes recalculated based on unrounded numbers

YTD 2016 Cash Flow Statement

	YTD 2016	YTD 2015	Δ
Net Income	$195.9M	$129.4M	51.4%
Depreciation & Amortization	$229.2M	$207.2M	10.6%
Changes in Working Capital	($66.2M)	($37.0M)	(79.0%)
Other	$37.5M	$64.1M	(41.5%)
Operating Cash Flow	$396.4M	$363.7M	9.0%
Capital Expenditures	($94.6M)	($130.2M)	27.4%
Free Cash Flow	$301.8M	$233.5M	29.3%

Changes recalculated based on unrounded numbers

Balance Sheet

	Sep 30, 2016	Sep 30, 2015 [1]	Dec 31, 2015
Total Assets	$6,251.0M	$5,109.6M	$6,298.9M
Working Capital	$674.4M	$554.3M	$412.7M
Intangibles, Net & Other Long-Term Assets	$4,954.7M	$3,916.2M	$5,021.0M

	Sep 30, 2016	Sep 30, 2015 [1]	Dec 31, 2015
Cash, Cash Equivalents & Short-term Investments	$299.9M	$258.2M	$342.3M
Current Debt	$14.5M	$69.6M	$300.4M
Net Cash	$285.4M	$188.7M	$41.8M

[1] Retrospectively adjusted to (a) present Deferred Financing Costs as contra-debt and (b) present all deferred tax assets/(liabilities) as non-current

Changes recalculated based on unrounded numbers

Reconciliation of Organic Revenue Growth

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	Q3 2016	YTD 2016
SENSATA		
Net revenue growth	8.6%	7.4%
Less: Effects of foreign currency movements	(1.7%)	(1.6%)
Less: Acquisitions, net of exited businesses[1]	8.6%	8.7%
Organic revenue growth	**1.7%**	**0.3%**
PERFORMANCE SENSING		
Net revenue growth	1.4%	1.3%
Less: Effects of foreign currency movements	(1.9%)	(1.8%)
Less: Acquisitions, net of exited businesses[1]	1.8%	2.1%
Organic revenue growth	**1.5%**	**1.0%**
SENSING SOLUTIONS		
Net revenue growth	36.0%	30.0%
Less: Effects of foreign currency movements	(0.7%)	(1.0%)
Less: Acquisitions, net of exited businesses[1]	34.3%	33.4%
Organic revenue growth/(decline)	**2.4%**	**(2.4%)**

1 – On December 1, 2015, we completed the acquisition of all of the outstanding shares of certain subsidiaries of Custom Sensors & Technologies Ltd. as well as certain additional assets (collectively, "CST"). Portions of CST are being integrated into our Performance Sensing and Sensing Solutions segments. In the reconciliations above, the term "acquisitions" refers to CST and the term "exited businesses" represents the impact of the termination of unprofitable business activities in late 2015, primarily at our Schrader Brazil facility.

Sum of items may not foot due to rounding

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Reconciliation of Net Income to Adjusted Net Income – Q3

Amounts have been calculated based on unrounded numbers. Accordingly, sum of items may not foot due to rounding

	Q3 2016			Q3 2015		
[Amounts in thousands] *(except per share amounts)*	**$**	**EPS**	**Margin**	**$**	**EPS**	**Margin**
Net income	**$ 69,785**	**$ 0.41**	**8.8%**	**$ 53,152**	**$ 0.31**	**7.3%**
Non-GAAP adjustments:						
Restructuring and special charges	4,197	0.02	0.5%	8,502	0.05	1.2%
Financing and other transaction costs	452	0.00	0.1%	3,659	0.02	0.5%
Deferred (gain)/loss on other hedges	(2,930)	(0.02)	(0.4%)	5,576	0.03	0.8%
Depreciation and amortization expense related to the step-up in fair value of fixed and intangible assets and inventory	52,531	0.31	6.7%	46,403	0.27	6.4%
Deferred income tax and other tax expense/(benefit)	451	0.00	0.1%	4,485	0.03	0.6%
Amortization of deferred financing costs	1,823	0.01	0.2%	1,524	0.01	0.2%
Total adjustments	$ 56,524	$ 0.33	7.2%	$ 70,149	$ 0.41	9.6%
Adjusted net income	**$ 126,309**	**$ 0.74**	**16.0%**	**$ 123,301**	**$ 0.72**	**17.0%**
Weighted average diluted shares outstanding	171,478			171,608		
Net revenue	$ 789,798			$ 727,360		

Reconciliation of Net Income to Adjusted Net Income – YTD

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Amounts have been calculated based on unrounded numbers. Accordingly, sum of items may not foot due to rounding

	YTD 2016			YTD 2015		
[Amounts in thousands] *(except per share amounts)*	**$**	**EPS**	**Margin**	**$**	**EPS**	**Margin**
Net income	**$ 195,907**	**$ 1.14**	**8.1%**	**$ 129,407**	**$ 0.75**	**5.8%**
Non-GAAP adjustments:						
Restructuring and special charges	10,997	0.06	0.5%	31,681	0.18	1.4%
Financing and other transaction costs	1,508	0.01	0.1%	29,455	0.17	1.3%
Deferred (gain)/loss on other hedges	(24,497)	(0.14)	-1.0%	12,038	0.07	0.5%
Depreciation and amortization expense related to the step-up in fair value of fixed and intangible assets and inventory	158,288	0.92	6.6%	140,057	0.82	6.2%
Deferred income tax and other tax expense/(benefit)	16,150	0.09	0.7%	11,339	0.07	0.5%
Amortization of deferred financing costs	5,501	0.03	0.2%	4,755	0.03	0.2%
Total adjustments	$ 167,947	$ 0.98	7.0%	$ 229,325	$ 1.34	10.2%
Adjusted net income	**$ 363,854**	**$ 2.12**	**15.1%**	**$ 358,732**	**$ 2.09**	16.0%
Weighted average diluted shares outstanding	171,359			171,512		
Net revenue	$ 2,413,892			$ 2,248,490		

Reconciliation of Net Income as a Percentage of Net Revenue to Organic ANI Margin and Core ANI Margin

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	Q3 2016	Q3 2015	Change
Net income as % of net revenue	8.8%	7.3%	1.5%
Non-GAAP adjustments:			
Restructuring and special charges	0.5%	1.2%	(0.6%)
Financing and other transaction costs	0.1%	0.5%	(0.4%)
Deferred (gain)/loss on other hedges	(0.4%)	0.8%	(1.1%)
Depreciation and amortization expense related to the step-up in fair value of fixed and intangible assets and inventory	6.7%	6.4%	0.3%
Deferred income tax and other tax expense/(benefit)	0.1%	0.6%	(0.6%)
Amortization of deferred financing costs	0.2%	0.2%	0.0%
ANI margin	**16.0%**	**17.0%**	**(1.0%)**
Less: Acquisitions, net of exited businesses[1]	(1.8%)	(0.1%)	(1.7%)
Less: Effects of foreign currency movements[2]	(0.8%)	0.0%	(0.8%)
Organic ANI margin	**18.6%**	**17.1%**	**1.5%**
ANI margin	**16.0%**	**17.0%**	**(1.0%)**
Less: Acquisitions, net of exited businesses[1]	(1.8%)	(0.1%)	(1.7%)
Less: Schrader and Delta Tech acquisitions[3]	(3.0%)	(2.7%)	(0.3%)
Core ANI margin	**20.8%**	**19.8%**	**1.0%**

Amounts have been calculated based on unrounded numbers. Accordingly, sum of items may not foot due to rounding.

1 – On December 1, 2015, we completed the acquisition of all of the outstanding shares of certain subsidiaries of Custom Sensors & Technologies Ltd. as well as certain additional assets (collectively, "CST"). Portions of CST are being integrated into our Performance Sensing and Sensing Solutions segments. In the reconciliations above, the term "acquisitions" refers to CST and the term "exited businesses" represents the impact of the termination of unprofitable business activities in late 2015, primarily at our Schrader Brazil facility.

2 – Represents the effects of changes in foreign currency exchange rates, including the acquisitions of Schrader and DeltaTech, in Q3'16 versus Q3'15.

3 – On October 14, 2014, we completed the acquisition of all of the outstanding shares of August Cayman Company, Inc. ("Schrader"). On August 4, 2014, we completed the acquisition of all of the outstanding shares of CoActive US Holdings, Inc., the direct or indirect parent of companies comprising the DeltaTech Controls business ("DeltaTech). Due to the timing and size of these acquisitions as well as the scope of the related integration activities, Schrader and DeltaTech were not fully integrated as of September 30, 2016.

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Reconciliation of Net Cash Provided by Operating Activities to Free Cash Flow

	Q3		YTD	
[$ thousands]	2016	2015	2016	2015
Net cash provided by operating activities	$ 149,720	$ 151,514	$ 396,351	$ 363,713
Less: Additions to property, plant and equipment and capitalized software	30,118	43,442	94,584	130,243
Free cash flow	**$ 119,602**	**$ 108,072**	**$ 301,767**	**$ 233,470**
% Change	10.7%		29.3%	

Reconciliation of Net Income to Adjusted EBIT

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[$ thousands]	LTM	YTD	QUARTERLY Q3 16	Q2 16	Q1 16	Q4 15	Q3 15
Net income	**$ 414,196**	**$ 195,907**	**$ 69,785**	**$ 65,510**	**$ 60,612**	**$ 218,289**	**$ 53,152**
Interest expense, net	166,798	125,201	41,176	41,757	42,268	41,597	29,706
Provision for/(benefit from) income taxes	(126,112)	48,297	11,121	20,981	16,195	(174,409)	13,215
EBIT	$ 454,882	$ 369,405	$ 122,082	$ 128,248	$ 119,075	$ 85,477	$ 96,073
Non-GAAP adjustments:							
Restructuring and special charges	21,648	10,997	4,197	3,161	3,639	10,651	8,502
Financing and other transaction costs	7,106	1,508	452	275	781	5,598	3,659
Deferred (gains)/losses on other hedges	(24,671)	(24,497)	(2,930)	(8,294)	(13,273)	(174)	5,576
Depreciation and amortization expense related to the step-up in fair value of fixed and intangible assets and inventory	211,601	158,288	52,531	51,891	53,866	53,313	46,403
Adjusted EBIT	**$ 670,566**	**$ 515,701**	**$ 176,332**	**$ 175,281**	**$ 164,088**	**$ 154,865**	**$ 160,213**
% Net revenue	*21.4%*	*21.4%*	*22.3%*	*21.2%*	*20.6%*	*21.3%*	*22.0%*
Net revenue	$ 3,140,363	$ 2,413,892	$ 789,798	$ 827,545	$ 796,549	$ 726,471	$ 727,360

Reconciliation of Net Income to Adjusted EBITDA

			QUARTERLY				
[$ thousands]	**LTM**	**YTD**	**Q3 16**	**Q2 16**	**Q1 16**	**Q4 15**	**Q3 15**
Net income	**$ 414,196**	**$ 195,907**	**$ 69,785**	**$ 65,510**	**$ 60,612**	**$ 218,289**	**$ 53,152**
Interest expense, net	166,798	125,201	41,176	41,757	42,268	41,597	29,706
Provision for/(benefit from) income taxes	(126,112)	48,297	11,121	20,981	16,195	(174,409)	13,215
Depreciation expense	102,538	77,649	26,304	25,346	25,999	24,889	22,354
Amortization of intangible assets	202,136	151,572	50,562	50,563	50,447	50,564	45,184
EBITDA	$ 759,556	$ 598,626	$ 198,948	$ 204,157	$ 195,521	$ 160,930	$ 163,611
Non-GAAP adjustments:							
Restructuring and special charges	19,094	9,351	3,827	3,161	2,363	9,743	8,502
Financing and other transaction costs	7,106	1,508	452	275	781	5,598	3,659
Deferred (gains)/losses on other hedges	(24,671)	(24,497)	(2,930)	(8,294)	(13,273)	(174)	5,576
Amortization expense related to the step-up in fair value of inventory	4,139	2,319	-	-	2,319	1,820	-
Adjusted EBITDA	**$ 765,224**	**$ 587,307**	**$ 200,297**	**$ 199,299**	**$ 187,711**	**$ 177,917**	**$ 181,348**
% Net revenue	*24.4%*	*24.3%*	*25.4%*	*24.1%*	*23.6%*	*24.5%*	*24.9%*
Net revenue	$ 3,140,363	$ 2,413,892	$ 789,798	$ 827,545	$ 796,549	$ 726,471	$ 727,360

Reconciliation of Research, Development and Engineering (RD&E) Expenses as a Percentage of Net Revenue

[$ thousands]		Q3 2016
Research and development expense	$	31,601
Non-GAAP adjustments:		
Add: Engineering expenses		35,406
Total Research, development and engineering expenses	$	67,007
% Net revenue		**8.5%**
Net revenue	$	789,798

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Reconciliation of Provision for Income Taxes to Adjusted Taxes

	Q3		YTD	
[$ thousands]	**2016**	**2015**	**2016**	**2015**
Provision for income taxes	$ 11,121	$ 13,215	$ 48,297	$ 32,342
Non-GAAP adjustments:				
Less: Deferred income tax and other tax expense/(benefit)	451	4,485	16,150	6,339
Adjusted taxes	**$ 10,670**	**$ 8,730**	**$ 32,147**	**$ 26,003**
Adjusted EBIT	$ 176,332	$ 160,213	$ 515,701	$ 476,009
Adjusted tax rate	**6.1%**	**5.4%**	**6.2%**	**5.5%**

Reconciliation of Net Debt

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[$ thousands]		9/30/2016
Current portion of long-term debt, capital lease and other financing obligations	$	14,475
Capital lease and other financing obligations, less current portion		33,255
Long-term debt, net of discount and deferred financing costs, less current portion		3,262,409
Total Debt	**$**	**3,310,139**
Less: Discount		(18,270)
Less: Deferred financing costs		(34,690)
Total Gross Indebtedness		3,363,099
Less: Cash and cash equivalents		299,887
Net Debt	**$**	**3,063,212**
LTM Adjusted EBITDA	$	765,224
Net Leverage Ratio		**4.0**

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Return on Invested Capital (ROIC)

		QUARTERLY				
[$ thousands]	Average	9/30/16	6/30/16	3/31/16	12/31/15	9/30/15
Shareholders' equity	$ 1,694,692	$ 1,854,237	$ 1,787,959	$ 1,716,289	$ 1,668,576	$ 1,446,397
Long-term debt, gross of discount (or premium) and deferred financing costs, less current portion	3,170,319	3,315,369	3,317,844	3,320,319	3,322,794	2,575,268
Capital lease and other financing obligations, less current portion	36,582	33,255	34,341	35,282	36,219	43,814
Deferred income tax liabilities	397,654	410,019	405,344	395,935	390,490	386,482
Less: Deferred income tax assets	(32,312)	(34,102)	(32,034)	(31,840)	(26,417)	(37,168)
Total Invested Capital	**$ 5,266,935**	**$ 5,578,778**	**$ 5,513,454**	**$ 5,435,985**	**$ 5,391,662**	**$ 4,414,793**
LTM Adjusted EBIT	$ 670,566					
LTM Adjusted Taxes	42,627					
Adjusted EBIT less Adjusted Taxes	$ 627,939					
Return on Invested Capital	**11.9%**					

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Reconciliation from Net Income Per Diluted Share to Organic Earnings Growth

	Q3 2016	Q3 2015
Net income per diluted share	**$ 0.41**	**$ 0.31**
Non-GAAP adjustments:		
Restructuring and special charges	0.02	0.05
Financing and other transaction costs	0.00	0.02
Deferred (gain)/loss on other hedges	(0.02)	0.03
Depreciation and amortization expense related to the step-up in fair value of fixed and intangible assets and inventory	0.31	0.27
Deferred income tax expense and other tax expense/(benefit)	0.00	0.03
Amortization of deferred financing costs	0.01	0.01
Adjusted net income per diluted share	**0.74**	**0.72**
Percentage change in adjusted net income per diluted share	2.8%	
Non-GAAP adjustments:		
Effects of foreign currency exchange movements	(6.9)%	
Acquisitions, net of exited businesses that occurred within the previous 12 months	(1.4)%	
Organic earnings growth	**11.1%**	

Non-GAAP Measures

In discussing financial results and guidance, we refer to "Organic Revenue Growth," "Adjusted Net Income (ANI)," "ANI Margin," "Adjusted EPS," "Organic Earnings Growth," "Organic ANI Margin," "Core ANI Margin," "Free Cash Flow," "Adjusted EBIT," "Adjusted EBITDA," "Research, Development and Engineering expenses as a % of Net Revenue," "Adjusted Taxes," "Adjusted Tax Rate," "Net Debt," "Net Leverage Ratio," "Total Invested Capital," and "Return on Invested Capital" and all of which are financial measures not determined in accordance with U.S. Generally Accepted Accounting Principles (GAAP). We use these non-GAAP financial measures internally to make operating and strategic decisions, including the preparation of our annual operating plan, evaluation of our performance and as a factor in determining compensation for certain employees. We believe these non-GAAP measures provide additional information to facilitate comparisons of our historical operating results and trends in our underlying business.

Non-GAAP financial measures should be considered as supplemental in nature and are not meant to be considered in isolation or as a substitute for the related financial information prepared in accordance with U.S. GAAP. In addition, our non-GAAP financial measures may not be the same as or comparable to similar non-GAAP measures presented by other companies. We consider quantitative and qualitative factors in assessing whether to adjust for the impact of items that may be significant or that could affect an understanding of our ongoing financial and business performance or trends. The following provides additional information regarding these non-GAAP measures:

Organic revenue growth – represents the reported percentage change in Net revenue calculated in accordance with U.S. GAAP, excluding the effects of (1) foreign currency movements and (2) acquisitions, net of exited businesses that occurred within the previous 12 months.

Adjusted net income (ANI) – represents Net income excluding certain non-GAAP adjustments including (1) restructuring and special charges, (2) financing and other transaction costs, (3) deferred losses/(gains) on other hedges, (4) depreciation and amortization expense related to the step-up in fair value of fixed and intangible assets and inventory, (4) deferred income tax and other tax expense/(benefit) and (5) amortization of deferred financing costs and debt discounts (or premiums).

ANI margin – represents ANI as a percentage of Net revenue.

Adjusted EPS – represents ANI divided by the number of diluted weighted-average ordinary shares outstanding during the period.

Organic Earnings Growth -represents the percentage change in adjusted net income per share, excluding the impact of acquisitions, net of exited businesses that occurred within the previous 12 months, and the effects of changes in foreign currency exchange rates.

Organic ANI margin – represents ANI margin excluding the effects of (1) foreign currency movements and (2) acquisitions, net of exited businesses that occurred within the previous 12 months.

Core ANI margin – represents ANI margin excluding the effects of (1) acquisitions, net of exited businesses that occurred within the previous 12 months and (2) acquisitions that occurred outside of the previous 12 months that have not yet been fully integrated.

Free cash flow – represents Net cash provided by/(used in) operating activities less Additions to property, plant and equipment and capitalized software.

Non-GAAP Measures – continued

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Adjusted EBIT – represents Net income excluding Interest expense, net, Provision for/(benefit from) income taxes and certain non-GAAP adjustments including (1) restructuring and special charges, (2) financing and other transaction costs, (3) deferred losses/(gains) on other hedges, and (4) depreciation and amortization expense related to the step-up in fair value of fixed and intangible assets and inventory.

Adjusted EBITDA – represents Net income excluding Interest expense, net, Provision for/(benefit from) income taxes, Depreciation expense, Amortization of intangible assets and certain non-GAAP adjustments including (1) restructuring and special charges, (2) financing and other transaction costs, (3) deferred losses/(gains) on other hedges, and (4) amortization expense related to the step-up in fair value of inventory.

Research, development and engineering expenses (RD&E) as a percentage of net revenue – represents Research and development expense, as well as certain engineering expenses recorded to Cost of revenue in our U.S. GAAP financial statements, as a percentage of Net revenue.

Adjusted taxes – represents Provision for/(benefit from) income taxes excluding certain non-GAAP adjustments recorded to Provision for/(benefit from) income taxes in our U.S. GAAP financial statements, such as deferred income tax and other tax expense/(benefit).

Adjusted tax rate – represents Adjusted taxes divided by Adjusted EBIT.

Net debt – represents Total gross indebtedness less Cash and cash equivalents. Total gross indebtedness represents Total debt excluding discounts (or premiums) and deferred financing costs.

Net leverage ratio – represents Net debt divided by last twelve months (LTM) Adjusted EBITDA.

Total invested capital – represents Shareholders' equity plus (1) Long term debt, gross of discount (or premium) and deferred financing costs, less current portion, (2) Capital lease and other financing obligations, less current portion, and (3) Deferred income tax liabilities minus (4) Deferred income tax assets.

Return on invested capital (ROIC) – represents (LTM Adjusted EBIT less LTM Adjusted taxes) divided by Total invested capital.