PolyOne Investor Presentation

KeyBanc Capital Markets

Basic Materials & Packaging Conference

September 2016





Forward-Looking Statements

- In this presentation, statements that are not reported financial results or other historical information are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements give current expectations or forecasts of future events and are not guarantees of future performance. They are based on management's expectations that involve a number of business risks and uncertainties, any of which could cause actual results to differ materially from those expressed in or implied by the forward-looking statements. They use words such as "will," "anticipate," "estimate," "expect," "project," "intend," "plan," "believe," and other words and terms of similar meaning in connection with any discussion of future operating or financial performance and/or sales.
- Factors that could cause actual results to differ materially from those implied by these forward-looking statements include, but are not limited to:
 - Our ability to realize anticipated savings and operational benefits from the realignment of assets, including the closure of manufacturing facilities;
 - The timing of closings and shifts of production to new facilities related to asset realignments and any unforeseen loss of customers and/or disruptions of service or quality caused by such closings and/or production shifts;
 - Separation and severance amounts that differ from original estimates;
 - Amounts for non-cash charges related to asset write-offs and accelerated depreciation realignments of property, plant and equipment, that differ from original estimates;
 - Our ability to identify and evaluate acquisition targets and consummate acquisitions;
 - The ability to successfully integrate acquired companies into our operations, such as Gordon Composites and Polystrand, retain the management teams of acquired companies, retain relationships with customers of acquired companies, and achieve the expected results of such acquisitions, including whether such businesses will be accretive to our earnings;
 - Disruptions, uncertainty or volatility in the credit markets that could adversely impact the availability of credit already arranged and the availability and cost of credit in the future;
 - The financial condition of our customers, including the ability of customers (especially those that may be highly leveraged and those with inadequate liquidity) to maintain their credit availability;
 - The speed and extent of an economic recovery, including the recovery of the housing market;
 - Our ability to achieve new business gains;
 - The effect on foreign operations of currency fluctuations, tariffs and other political, economic and regulatory risks;
 - Changes in polymer consumption growth rates and laws and regulations regarding the disposal of plastic in jurisdictions where we conduct business;
 - Changes in global industry capacity or in the rate at which anticipated changes in industry capacity come online;
 - Fluctuations in raw material prices, quality and supply and in energy prices and supply; production outages or material costs associated with scheduled or unscheduled maintenance programs;
 - Unanticipated developments that could occur with respect to contingencies such as litigation and environmental matters;
 - An inability to achieve or delays in achieving or achievement of less than the anticipated financial benefit from initiatives related to working capital reductions, cost reductions and employee productivity goals;
 - An inability to raise or sustain prices for products or services;
 - An inability to maintain appropriate relations with unions and employees;
 - Our ability to continue to pay cash dividends;
 - The amount and timing of repurchases of our common shares, if any; and
 - Other factors affecting our business beyond our control, including, without limitation, changes in the general economy, changes in interest rates and changes in the rate of inflation.
- The above list of factors is not exhaustive.
- We undertake no obligation to publicly update forward-looking statements, whether as a result of new information, future events or otherwise. You are advised to
 consult any further disclosures we make on related subjects in our reports on Form 10-Q, 8-K and 10-K that we provide to the Securities and Exchange
 Commission.

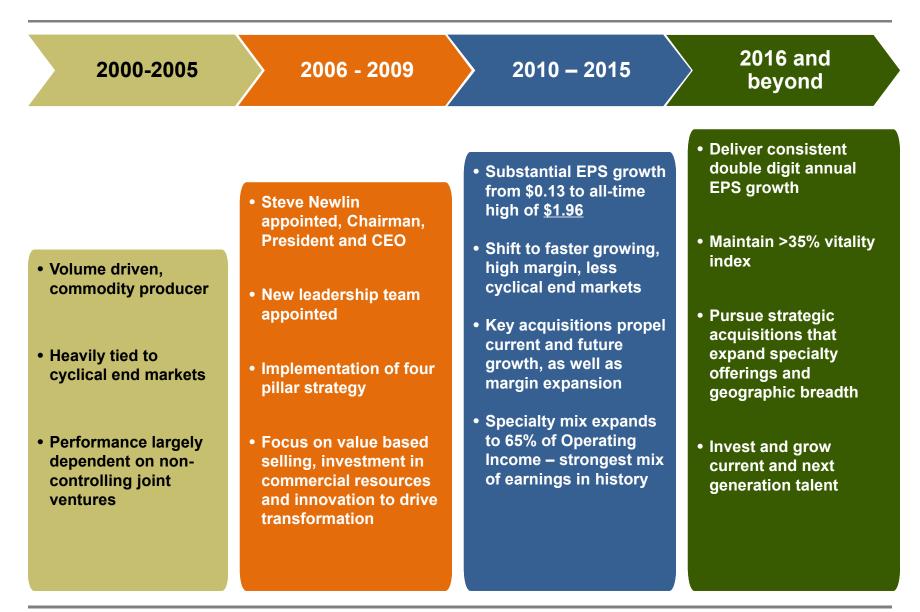


Use of Non-GAAP Measures

- This presentation includes the use of both GAAP (generally accepted accounting principles) and non-GAAP financial measures. The non-GAAP financial measures include: adjusted EPS, earnings before interest, tax, depreciation and amortization (EBITDA), adjusted EBITDA, net debt, Specialty platform operating income percentage, adjusted operating income, return on invested capital, net debt/ EBITDA and adjusted gross margin.
- PolyOne's chief operating decision maker uses these financial measures to monitor and evaluate the ongoing performance of the Company and each business segment and to allocate resources. In addition, operating income before special items and adjusted EPS are components of various PolyOne annual and long-term employee incentive plans.
- A reconciliation of each non-GAAP financial measure with the most directly comparable GAAP financial measure is attached to this presentation which is posted on our website at www.polyone.com.



PolyOne Commodity to Specialty Transformation





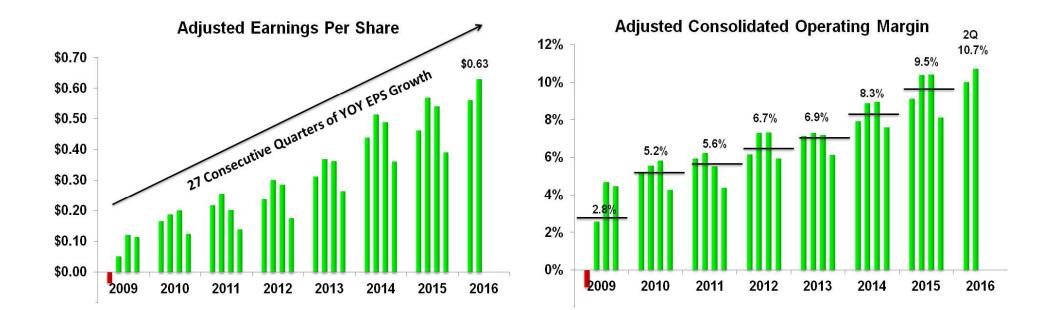
Confirmation of Our Strategy



The World's Premier Provider of Specialized Polymer Materials, Services and Solutions

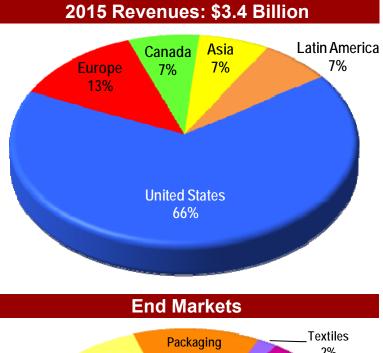


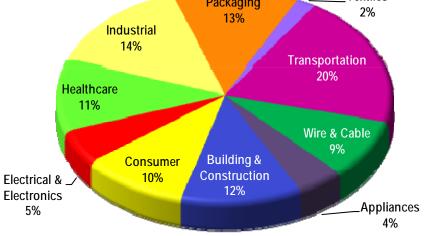
27 Consecutive Quarters of EPS Growth



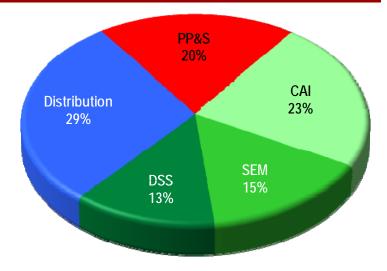


PolyOne At A Glance

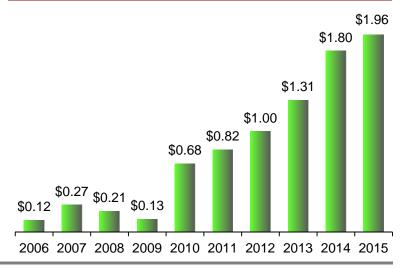




2015 Revenues: \$3.4 Billion



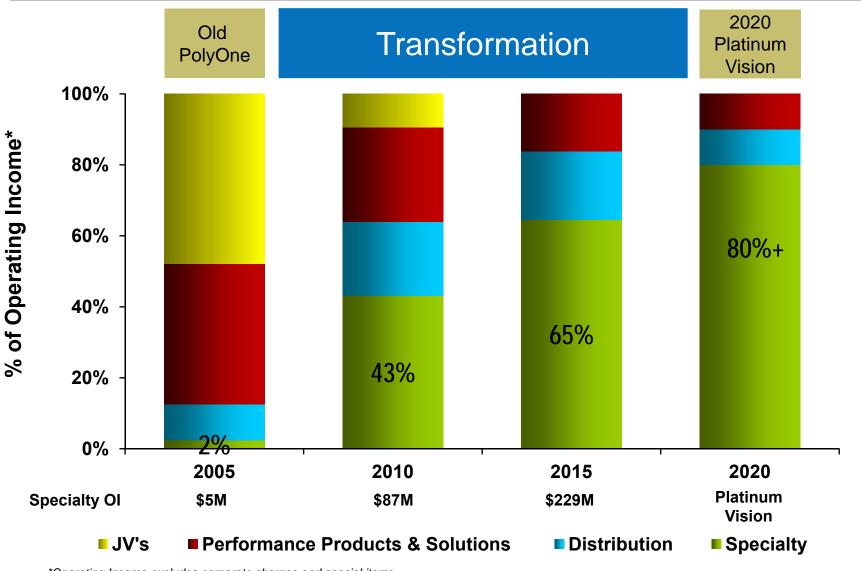
Adjusted EPS



PolyOne Corporation



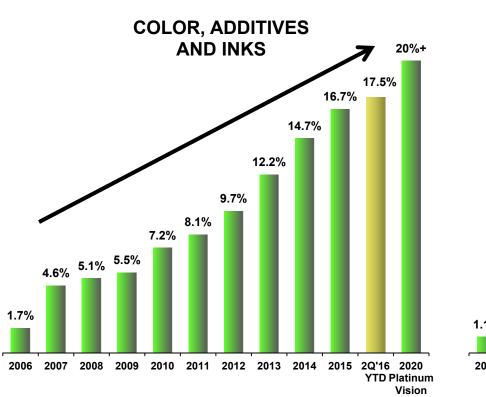
Mix Shift Highlights Specialty Transformation



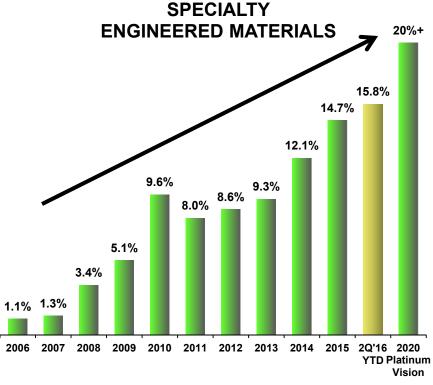
^{*}Operating Income excludes corporate charges and special items



Color and Engineered Materials at the Heart of Specialty Transformation



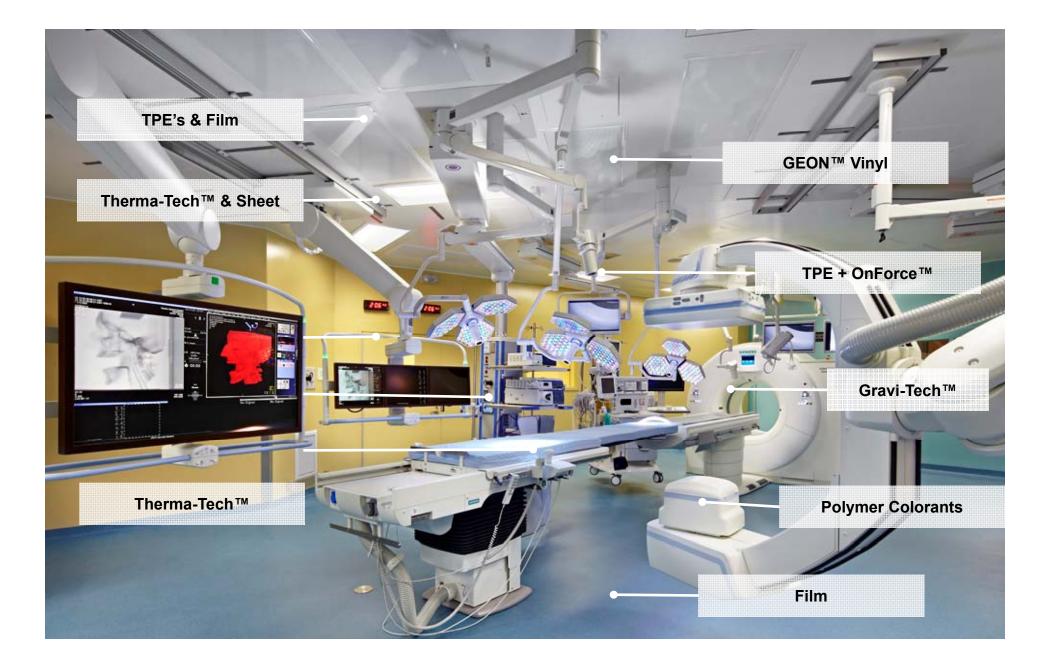
OPERATING MARGIN



Proof of Performance & 2020 Goals

(2006	2Q 2016	2020
	"Where we were"	"Where we are"	Platinum Vision
) Operating Income %			
Specialty:			
Color, Additives & Inks	1.7%	18.0%	20%+
Specialty Engineered Materials	1.1%	14.9%	20%+
Designed Structures & Solutions	N/A	1.7% (ттм)	8 – 10%
Performance Products & Solutions	5.5%	12.3%	12 – 14%
Distribution	2.6%	6.5%	6.5 – 7.5%
Participation in the second s Second second sec	6.0%	61%	80%+
) ROIC*	5.0%	12.0%	15%
)Adjusted EPS Growth	N/A	11%	Double Digit Expansion

*ROIC is defined as TTM adjusted OI divided by the sum of average debt and equity over a 5 quarter period



Target End Markets... Healthcare



Target End Markets... Outdoor High Performance



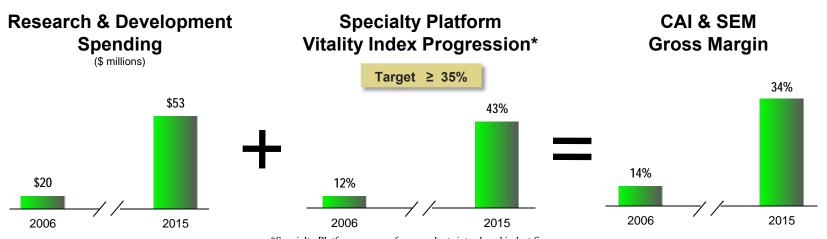
Target End Markets... Automotive



Target End Markets... Packaging

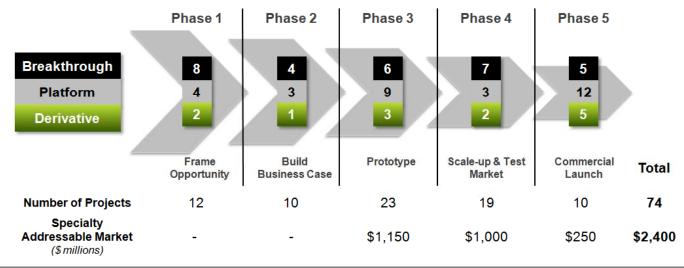


Innovation Drives Earnings Growth



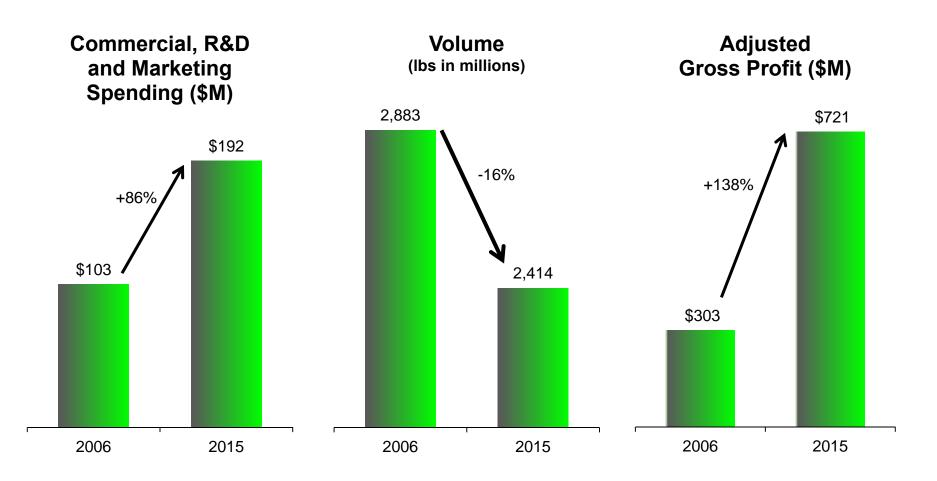
*Specialty Platform revenue from products introduced in last five years

Innovation Pipeline Potential



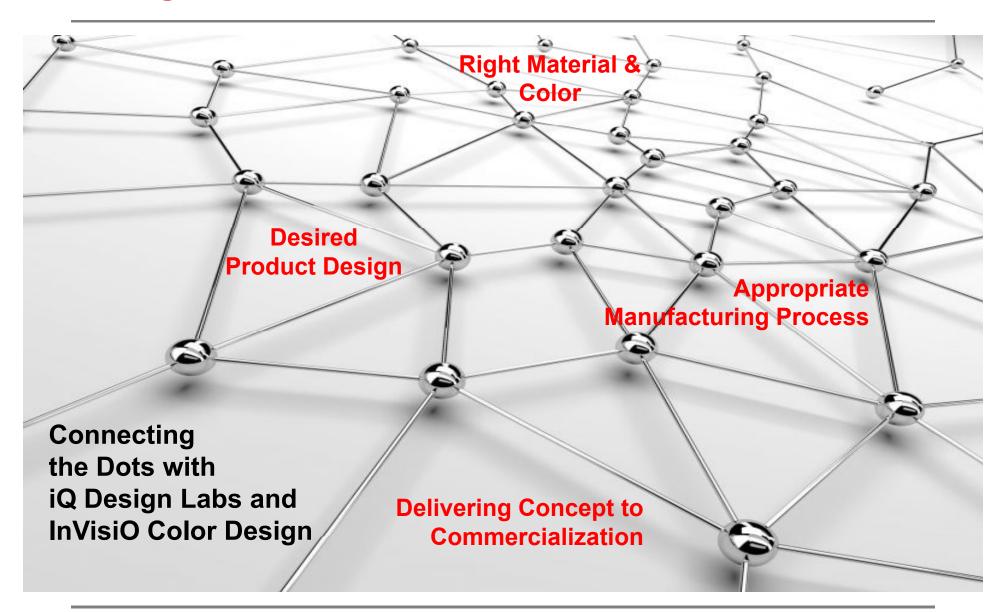


Ours is Not a Cost Cutting Story





Design and Service as a Differentiator



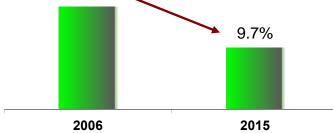


Customer First Through World-Class Service

Strengthening relationships through:

- Providing LSS services to small/medium sized customers
- Providing training in Customer Centric Selling Skills with customers







Commitment to Operational Excellence

World's Best Business

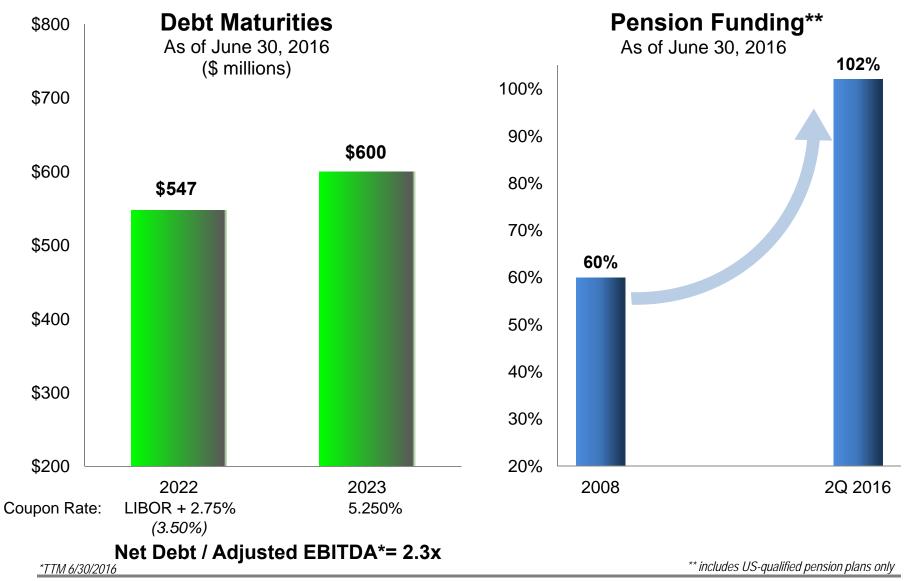


52% of associates trained in LSS

Five consecutive years - CFO Magazine Best Working Capital Management in the chemical industry

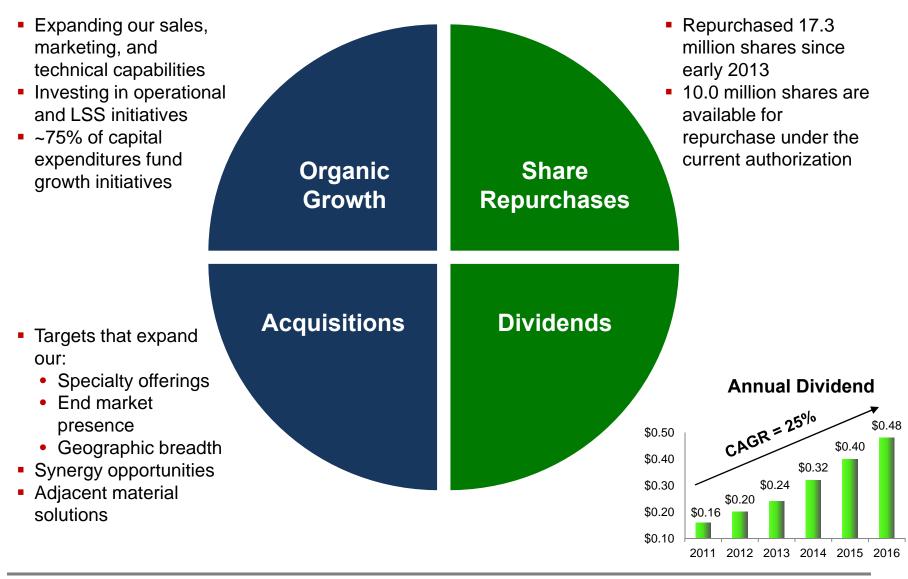


Debt Maturities & Pension Funding





Free Cash Flow and Strong Balance Sheet Fund Investment / Shareholder Return



PolyOne Corporation



Why Invest In PolyOne?

- Addressable market exceeds \$40 billion
- Strong performance demonstrates that our strategy and execution are working
- Megatrends and emerging opportunities align with our strengths
- Innovation and services provide differentiation, incremental pricing power, and competitive advantage
- Strong and proven management team driving growth and performance

The New PolyOne: A Specialty Growth Company

Appendix

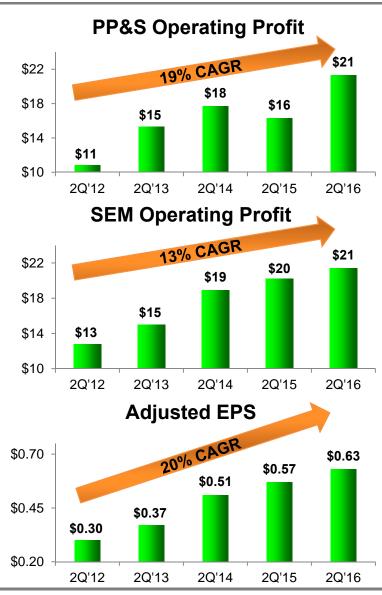




2Q 2016 Financial Highlights

 Performance Products & Solutions operating margin grew 370 basis points year-over-year to 12.3%

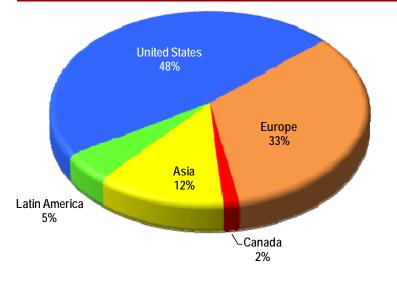
- SEM operating margin expanded 50 basis points to a record second quarter level of 14.9%
- Second quarter adjusted EPS has grown on average 20% per year since 2012





Color, Additives and Inks

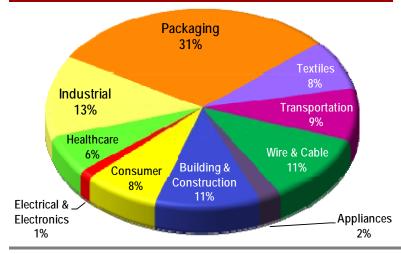
2015 Revenues: \$0.8 Billion



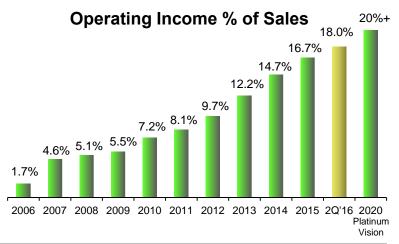
Solutions



2015 Revenue by Industry Segment



Expanding Profits

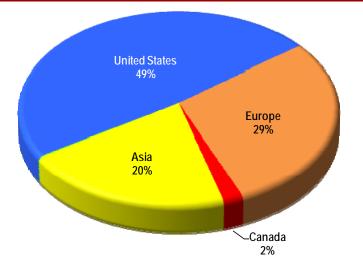


PolyOne Corporation

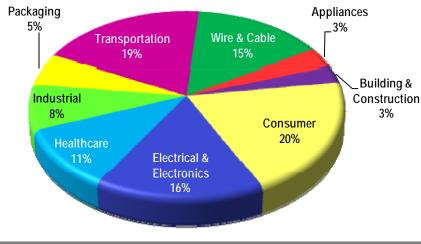


Specialty Engineered Materials

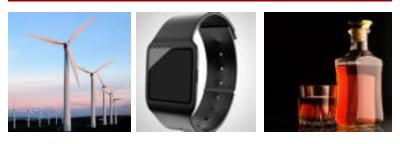
2015 Revenues: \$0.5 Billion



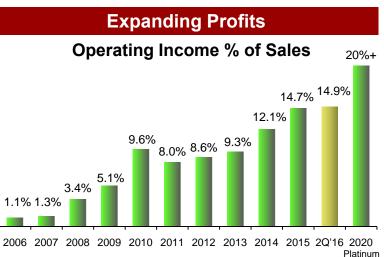
2015 Revenue by Industry Segment



Solutions







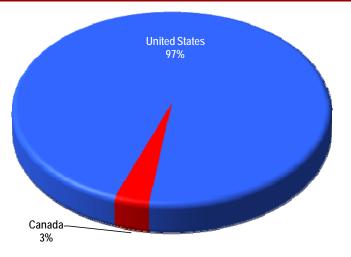
Vision

PolyOne Corporation



Designed Structures and Solutions

2015 Revenues: \$0.5 Billion



Solutions





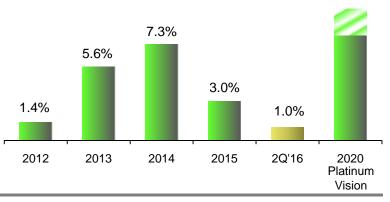
2015 Revenue by Industry Segment

3%

Expanding Profits

Operating Income % of Sales

8-10%



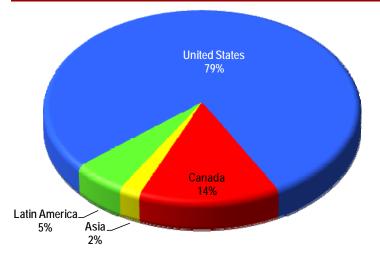
PolyOne Corporation

5%



Performance Products and Solutions

2015 Revenues: \$0.7 Billion

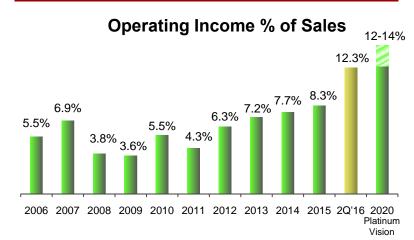


Solutions





Expanding Profits



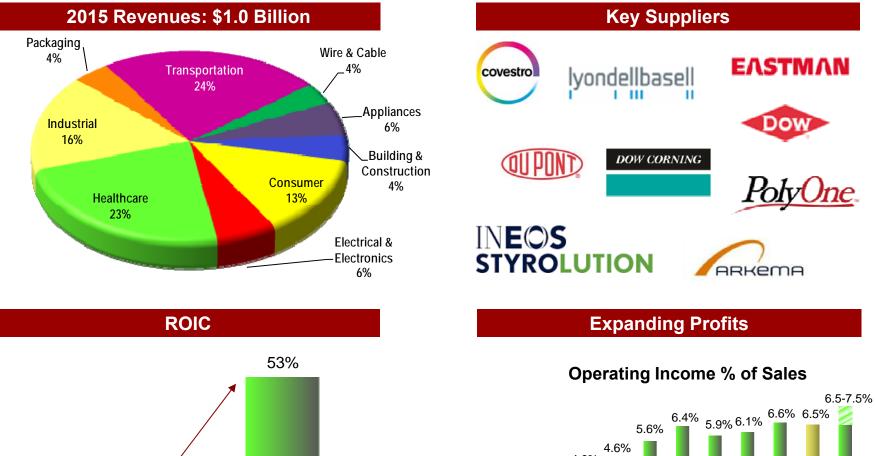
2015 Revenue by Industry Segment

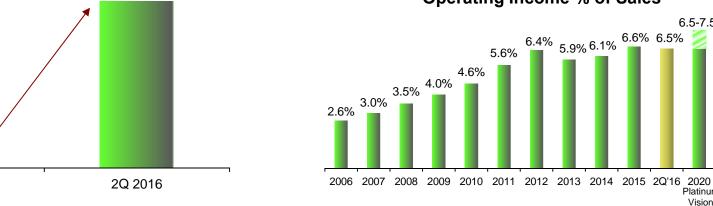


PolyOne Corporation



Distribution





PolyOne Corporation

15%

2006

Platinum Vision



Plastics: Key to Future Sustainable Development

2 lbs Plastic = 3 lbs aluminum or 8 lbs steel or 27 lbs glass

33% less material by weight than aluminum

- **75%** less material by weight than steel
- **93%** less material by weight than glass

Requires **91% less energy** to recycle a pound of plastic versus a pound of paper



PolyOne Sustainable Solutions

Source: SPI: Sustainability and the Plastics Industry

Application Examples





Luxury Packaging with Gravitech Density Modified Polymers

- Impart weight, sound and metallic finish to caps and closures for cosmetics and spirits applications
- Elevate quality and prestige perceptions among high-end consumers
- Eliminate time and cost associated with secondary operations and assembly







Medical Device Housings

with Chemically Resistant Engineered Polymers

• Durable, long-lasting products stand up to the most aggressive disinfectants

- Minimize environmental stress cracking and discoloration
- One of the broadest medically approved polymer and colorant portfolios





Printed Circuit Boards

with Thermally Conductive Polymers

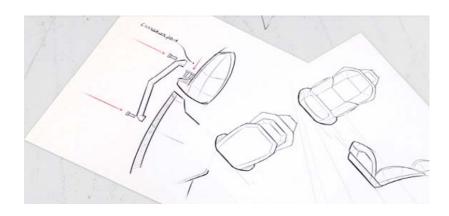
- Replaces metal by etching circuit designs into thermally conductive plastic
- Maintains heat transfer and cooling capabilities of metals
- Reduces both weight and cost
- Increases the lifetime and reliability of electronic systems





Color & Design Services

- Greater control of color development and supply chain
- Work across entire design process from concept to commercialization
- Inspire creativity in the use of polymer materials, colors and effects
- Innovative brand differentiation
- Faster development timelines







Outdoor Applications







- Leading provider of high performance specialty materials for the recreational and sports & leisure industry
- Well positioned across all segments to address market needs
 - ✓ Metal to Polymer Conversion
 - ✓ Lightweighting
 - Thermal Management
 - ✓ Impact Performance



Source: Outdoor Industry Association



Fiber Colorants

Solutions for clothing, apparel, footwear, automotive & sporting goods

- ColorMatrix Fiber Colorant Solutions
 - Proprietary advanced liquid color formulations and equipment enable greater efficiency and productivity
 - Eliminates aqueous dyeing and its associated wastewater treatment

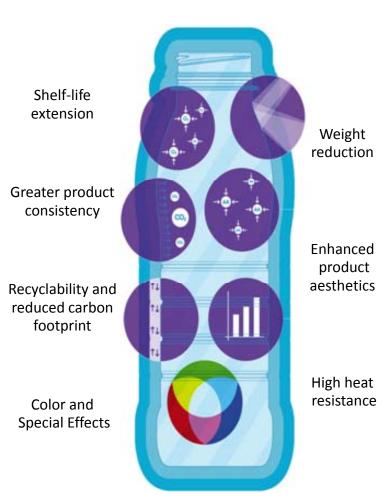


- Solid Color Concentrates
 - Extrusion-spun fibers colored via solid masterbatch



PET Bottling Technology

- \$1.5 billion attractive, growing market
- Improve performance and reduce cost through light-weighting, reduced waste, faster cycle times and extended shelf life
- Aligned with megatrend of facing climate and resource challenges:
 - Sustainability benefits include lower package weight and improved recyclability of package at end of use





Metal Replacement Solutions



- Replaces metal in LED lighting
- Extends LED durability and life span eliminating hot spots
- Greater design flexibility with fewer parts
- Weight reduction
- Simplifies manufacturing and lowers total production cost



High-Barrier Packaging Containers



- Capability to extrude up to 13 layers
- Strong oxygen and moisture vapor transmission protection



- Can be made symmetrical or asymmetrical to meet customized needs of broad variety of applications
- Barrier protection and superior sensory properties

Reconciliation of Non-GAAP Financial Measures (Unaudited)

(Dollars in millions, except per share data)

Below is a reconciliation of non-GAAP financial measures to the most directly comparable measures calculated and presented in accordance with U.S. GAAP. Senior management uses operating income excluding special items, adjusted EPS and working capital to assess performance and allocate resources because senior management believes that these measures are useful in understanding current profitability levels and that current levels may serve as a base for future performance.

Adjusted EPS is calculated as follows:

Adjusted EPS	20	06Y*	20	07Y*	200)8Y*	200)9Y*	2	2010Y	2	011Y	20	012Y	201	13Y	201	4Y	2	015Y
Net income (loss) attributable to PolyOne common shareholders	\$	130.9	\$	40.9	\$ ((417.0)	\$	106.7	\$	152.5	\$	153.4	\$	53.3	\$	94.0	\$	78.0	\$	144.6
Joint venture equity earnings, after tax		(68.5)		(26.1)		(20.8)		(19.0)		(14.7)		(3.7)		—		—				_
Special items, after tax ⁽¹⁾		(51.2)		10.7		457.2		(75.9)		(72.5)		(72.8)		36.2		32.6		90.5		28.9
Adjusted net income	\$	11.2	\$	25.5	\$	19.4	\$	11.8	\$	65.3	\$	76.9	\$	89.5	\$	126.6	\$	168.5	\$	173.5
Diluted shares		92.8		93.1		92.7		93.4		96.0		94.3		89.8		96.5		93.5		88.7
Adjusted EPS	\$	0.12	\$	0.27	\$	0.21	\$	0.13	\$	0.68	\$	0.82	\$	1.00	\$	1.31	\$	1.80	\$	1.96
Adjusted EPS	Q	1 2009*		Q2 200)9*	Q3	2009	*	Q4	2009*		Q1 2010		Q2 2	2010	Q	23 2010)	Q4	2010
Net income attributable to PolyOne common shareholders	\$	3.3	3	\$	1.3	\$	5	1.3 \$		50.8	\$	20.	1	\$	44.7	\$	C	.1 \$		87.6
Joint venture equity earnings, after tax		(8.2	2)		(5.8))	(3.0)		(2.0)		(0.	5)		(4.5))	(6	.2)		(3.5)
Special items, after tax ⁽¹⁾		(10.2	2)		9.2		(3	6.9)		(38.0)		(3.	8)		(22.1))	25	.4		(72.0)
Adjusted net (loss) income	\$	(15.1	l)	\$	4.7	\$	1	1.4 \$		10.8	\$	15.	8	\$	18.1	\$	19	.3 \$		12.1
Diluted shares		92.2	2		93.5		9	3.9		94.4		95.	3		96.3		96	.3		97.4
Adjusted EPS	\$	(0.16	5)	\$	0.05	\$	0	.12 \$;	0.11	\$	0.1	7	\$	0.19	\$	0.	20 \$		0.12
Adjusted EPS	(Q1 2011		Q2 2	011	Q	3 201	1	Q	4 2011		Q1 2012		Q2 2	2012	Q	23 2012	2	Q4	2012
Net income attributable to PolyOne common shareholders	\$	106.0)	\$	23.1	\$	1	6.0 \$	5	8.3	\$	15	.3	\$	18.4	\$	19	.4 \$		0.2
Joint venture equity earnings, after tax		(3.7	7)		-			-		-			-		-			-		-
Special items, after tax ⁽¹⁾		(81.3	3)		1.3			2.8		4.4		6	2		8.9		5	.4		15.7
Adjusted net income	\$	21.0)	\$	24.4	\$	1	8.8 \$)	12.7	\$	21	.5	\$	27.3	\$	24	.8 \$		15.9
Diluted shares		96.4	4		95.5		9	4.0		91.9		90	7		90.7		90	.2		90.5
Adjusted EPS	\$	0.22	2	\$	0.26	\$	0	.20 \$	6	0.14	\$	0.2	4	\$	0.30	\$	0.	28 \$		0.18

Adjusted EPS	Q	1 2013	Q2 2	013	Q	3 2013	Q4 2013	Q	1 2014	Q2	2014	Q3 2)14	Q	4 2014
Net income (loss) attributable to PolyOne common shareholders	\$	11.2	\$	38.6	\$	23.2	\$ 21.0	\$	29.4	\$	30.9	\$	32.3	\$	(14.6)
Special items, after tax ⁽¹⁾		17.7		(2.0)		12.3	4.6		12.5		17.4		13.1		47.5
Adjusted net income	\$	28.9	\$	36.6	\$	35.5	\$ 25.6	\$	41.9	\$	48.3	\$	45.4	\$	32.9
Diluted shares		92.8		99.1		98.1	97.2		95.7		94.3		93.1		91.3
Adjusted EPS	\$	0.31	\$	0.37	\$	0.36	\$ 0.26	\$	0.44	\$	0.51	\$	0.49	\$	0.36
Adjusted EPS		Q1	2015		Q2 2	015	Q3 2015		Q4 20	15	Q	1 2016		Q2	2016
Net income attributable to PolyOne common shareholders		\$	30.2	\$		66.8	\$ 44.5	\$		3.1	\$	39.	\$		50.0
Special items, after tax ⁽¹⁾			11.4			(15.9)	3.0)		30.4		9.			3.2
Adjusted net income		\$	41.6	\$		50.9	\$ 47.5	\$		33.5	\$	48.2	2 \$		53.2
Diluted shares			90.1			89.8	88.4	ļ		86.6		85.5	5		84.7
Adjusted EPS		\$	0.46			0.57	\$ 0.54	- \$		0.39	\$	0.50	5\$		0.63

Adjusted operating margin is calculated as follows:

Adjusted operating margin	Q	l 2009*	Q2	2009*	Q3	3 2009*	Q	24 2009*	Y	ГD 2009*	Q	21 2010	Q	2 2010	Q	23 2010	Ç	24 2010	Y	TD 2010
Operating Income	\$	9.9	\$	17.1	\$	57.9	\$	52.2	\$	137.1	\$	32.3	\$	58.6	\$	42.0	\$	26.3	\$	159.2
Special items ⁽¹⁾		(1.3)		4.6		(27.5)		(24.5)		(48.7)		-		(14.5)		5.5		4.2		(4.8)
Joint venture equity earnings		(12.8)		(9.0)		(4.8)		(3.1)		(29.7)		(0.8)		(7.1)		(9.7)		(5.5)		(23.1)
Adjusted operating (loss) income	\$	(4.2)	\$	12.7	\$	25.6	\$	24.6	\$	58.7	\$	31.5	\$	37.0	\$	37.8	\$	25.0	\$	131.3
Sales	\$	463.4	\$	496.5	\$	548.3	\$	552.5	\$	2,060.7	\$	604.0	\$	666.2	\$	650.7	\$	585.3	\$	2,506.2
Operating Margin	(0.9)%	2	2.6%	4	4.7%		4.5%		2.8%		5.2%		5.6%		5.8%		4.3%		5.2%
Adjusted operating margin	Q	1 2011	Q2	2 2011	Q	3 2011	<u>_</u>	24 2011	Y	TD 2011	Q	1 2012	Q	2 2012	Q	3 2012	Q	24 2012	Y	FD 2012
Adjusted operating margin Operating income (loss)	Q \$	1 2011 173.4	Q2 \$	2 2011 42.4	Q. \$	3 2011 33.4	\$	<u>24 2011</u> (46.2)		TD 2011 203.0	Q \$	21 2012 37.4	Q \$	2 2012 43.3	Q \$	3 2012 43.5	Q \$	24 2012 13.3	Y \$	FD 2012 137.5
			<u> </u>																	
Operating income (loss)		173.4	<u> </u>	42.4		33.4		(46.2)		203.0		37.4		43.3		43.5		13.3		137.5
Operating income (loss) Special items ⁽¹⁾		173.4 (127.2)	<u> </u>	42.4 2.7		33.4		(46.2) 72.9		203.0 (46.7)		37.4 8.5		43.3		43.5 8.3		13.3		137.5 53.9
Operating income (loss) Special items ⁽¹⁾ Joint venture equity earnings		173.4 (127.2) (5.7)	<u> </u>	42.4 2.7	\$	33.4 4.9 -		(46.2) 72.9		203.0 (46.7) (5.7)		37.4 8.5 -	\$	43.3 11.8 -		43.5 8.3 -		13.3 25.3		137.5 53.9 -
Operating income (loss) Special items ⁽¹⁾ Joint venture equity earnings		173.4 (127.2) (5.7)	<u> </u>	42.4 2.7	\$	33.4 4.9 -		(46.2) 72.9		203.0 (46.7) (5.7)		37.4 8.5 -	\$	43.3 11.8 -		43.5 8.3 -		13.3 25.3		137.5 53.9 -

Adjusted operating margin	Q	1 2013	Q	2 2013	Q	23 2013	Q	24 2013	Y	TD 201	3	Q1 2014		Q2 2014	Q	3 2014	Q	4 2014	Ŋ	TD 2014
Operating income (loss)	\$	40.5	\$	80.7	\$	61.6	\$	48.7	\$	231	.5	\$ 56.	4	\$ 49.4	\$	63.6	\$	(14.3) \$	155.1
Special items ⁽¹⁾		16.6		(5.2)		10.8		7.8		30	0.0	22.	9	39.8		22.0		80.2		164.9
Adjusted operating income	\$	57.1	\$	75.5	\$	72.4	\$	56.5	\$	261	5	\$ 79.	3	\$ 89.2	\$	85.6	\$	65.9	\$	320.0
											_									
Sales	\$	801.1	\$	1,037.6	\$	1,008.9	\$	923.6	\$	3,771	2	\$ 1,002	3	\$ 1,005.5	\$	958.4	\$	869.3	\$	3,835.5
Operating Margin	-	7.1%	,	7.3%		7.2%		6.1%		6.9%		7.9%		8.9%		8.9%	,	7.6%		8.3%
Adjusted operating margin			Q1 2	2015		Q2 2015		Q3 2	2015	5		Q4 2015		YTD 201	5	Q1	2016		Q	2 2016
Operating income		\$		70.1	\$	8	30.3	\$		69.2	\$	31.	3	5 2	50.9	\$	7	1.3 \$		81.5
Special items ⁽¹⁾				9.3		1	1.9			18.7		31.	4		71.3		1	3.8		10.4
Adjusted operating income		\$		79.4	\$	9	92.2	\$		87.9	\$	62.	7	5 3	22.2	\$	8	35.1 \$		91.9
Sales		\$		873.1	\$	88	37.1	\$	8	41.6	\$	775.	8	5 3,3	77.6	\$	84	7.0 \$		861.5
Operating Margin			9.1	%		10.4%		10.	4%			8.1%		9.5%		10	.0%		1	0.7%

Adjusted gross margin is calculated as follows:

(In millions)	Twelve Months Ended December 31, 2015
Gross margin - GAAP	\$ 681.5
Special items in gross margin ⁽¹⁾	39.7
Gross margin before special items	\$ 721.2

Specialty platform percentage of operating income is calculated as follows:

Platform operating income mix percentage	2006Y*	Q2 2016
Color, Additives and Inks	\$ 8.	\$ 38.2
Specialty Engineered Materials	3.	21.4
Designed Structures and Solutions	-	- 1.0
Specialty Platform	\$ 12.	3 \$ 60.6
Performance Products and Solutions	64.	2 21.3
Distribution	19.	2 17.8
Joint ventures	102.) —
Corporate and eliminations	34.	5 (18.2)
Operating income GAAP	\$ 233.	5 \$ 81.5
Less: Corporate and eliminations	(34.	5) 18.2
Operating income excluding Corporate	\$ 199.	1 \$ 99.7
Specialty platform percentage of operating income excluding corporate	6%	61%

Adjusted EBITDA and net debt to adjusted EBITDA is calculated as follows:

(In millions)	Months Ended June 30, 2015	Twelve Months Ended December 31, 2015	Six Months Ended June 30, 2016	Trailing Twelve Months Ended June 30, 2016
Income from continuing operations, before income taxes	\$ 116.7	\$ 167.7	\$ 123.6	\$ 174.6
Interest expense, net	32.3	64.1	29.2	61.0
Depreciation and amortization	50.1	104.3	52.4	106.6
Special items, impact on income (loss) from continuing operations before income taxes ⁽¹⁾	21.2	87.6	24.5	90.9
Accelerated depreciation included in special items	(0.3)	(6.2)	(3.2)	(9.1)
Adjusted EBITDA ⁽²⁾	\$ 220.0	\$ 417.5	\$ 226.5	\$ 424.0

Short-term and current portion of long-term debt	\$ 18.4
Long-term debt	1,126.2
Total Debt	1,144.6
Less: Cash and cash equivalents	 (161.4)
Net Debt	\$ 983.2

Net Debt / TTM Adjusted EBITDA

* Historical results are shown as presented in prior filings and have not been updated to reflect subsequent changes in accounting principal, discontinued operations or the related resegmentation.

(1) Special items are a non-GAAP financial measure and are used to determine adjusted earnings. Special items include charges related to specific strategic initiatives or financial restructuring such as: consolidation of operations; debt extinguishment costs; costs incurred directly in relation to acquisitions or divestitures; employee separation costs resulting from personnel reduction programs, plant phase-in costs, executive separation agreements; asset impairments; mark-to-market adjustments associated with actuarial gains and losses on pension and other post-retirement benefit plans; environmental remediation costs, fines, penalties and related insurance recoveries related to facilities no longer owned or closed in prior years; gains and losses on the divestiture of operating businesses, joint ventures and equity investments; gains and losses on facility or property sales or disposals; results of litigation, fines or penalties, where such litigation (or action relating to the fines or penalties) arose prior to the commencement of the performance period; one-time, non-recurring items; the effect of changes in accounting principles or other such laws or provisions affecting reported results; and tax adjustments. Tax adjustments include the net tax expense/benefit from one-time income tax items, the set-up or reversal of uncertain tax position reserves and deferred income tax valuation allowance adjustments.
(2) Adjusted EBITDA does not include the proforma impact of acquired businesses for the trailing twelve months ended June 30, 2016.

2.3