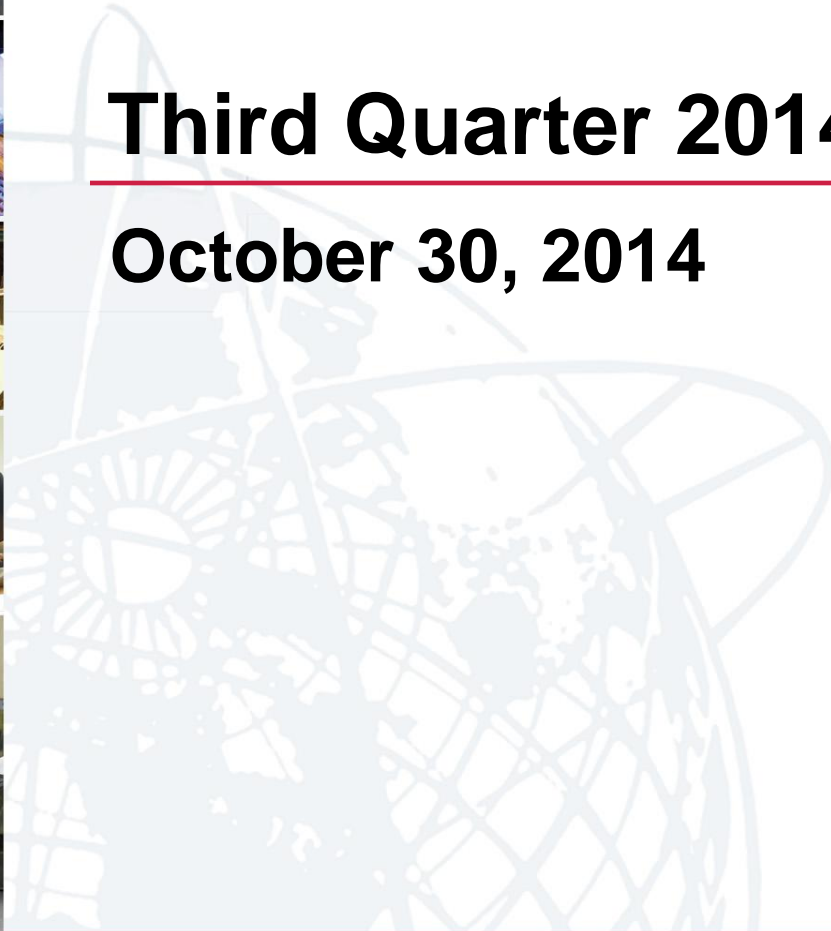




Third Quarter 2014 Results

October 30, 2014



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 near-term and longer-term prospects and the outlook for revenue, Adjusted EBITDA, Adjusted EPS, and Adjusted Free Cash Flow. 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 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. The following important factors, as well as risk factors described in our reports filed with the SEC, could cause our actual results to differ materially from estimates or expectations reflected in such forward-looking statements:

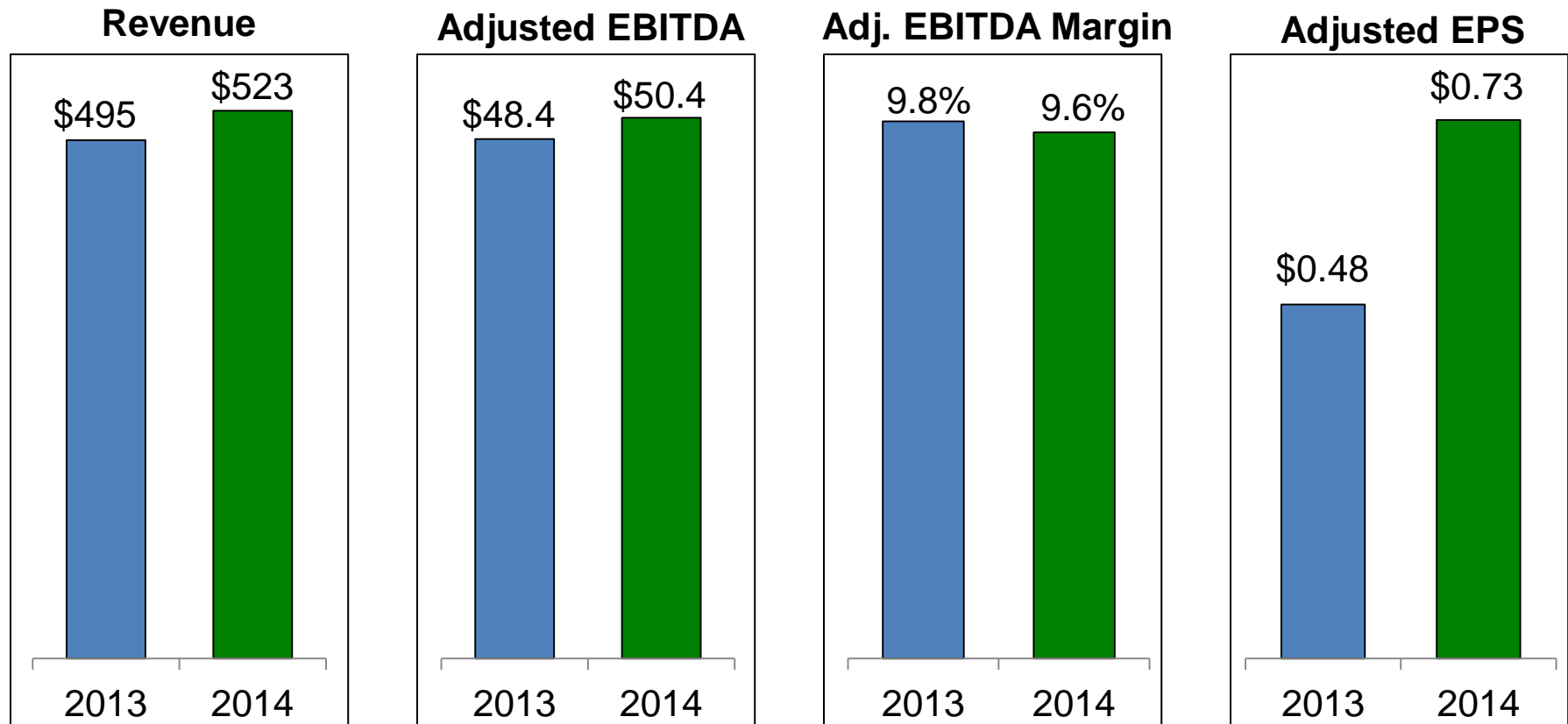
- global automobile production volumes;
- the financial condition of our customers and suppliers;
- our ability to make scheduled payments of principal or interest on our indebtedness and comply with the covenants and restrictions contained in the instruments governing our indebtedness;
- our ability to refinance our indebtedness;
- risks associated with our non-U.S. operations, including foreign exchange risks and economic uncertainty in some regions;
- any increase in the expense and funding requirements of our pension and other postretirement benefits;
- our customers’ ability to obtain equity and debt financing for their businesses;
- our dependence on our largest customers;
- pricing pressure from our customers;
- work stoppages or other labor issues affecting us or our customers or suppliers;
- our ability to integrate acquired businesses;
- risks associated with business divestitures; and
- costs or liabilities relating to environmental and safety regulations

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

Total Company

Third Quarter Financials - - 2014 vs. 2013

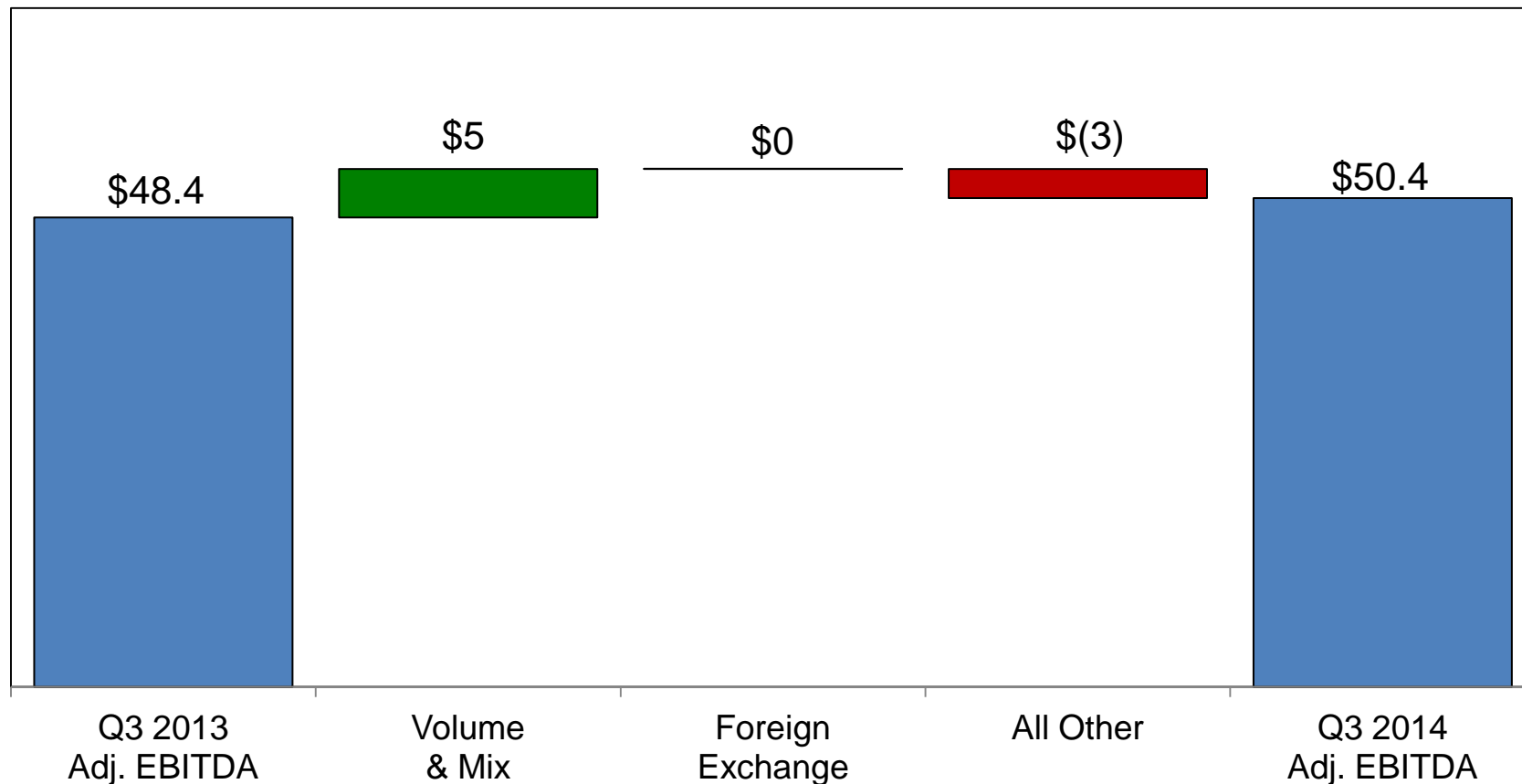
(in \$ millions, except EPS)



Total Company

Q3 2014 Adjusted EBITDA Compared With 2013

(in \$ millions)



- **Volume and mix was favorable vs. a year ago in North America and Europe, and unfavorable in Brazil.**
- **Unfavorable net cost performance was fully explained by higher launch cost to support customer new-model programs.**

Third Quarter 2014 Adjusted Free Cash Flow

(in \$ millions)

	Q3 2014
Adjusted EBITDA	\$ 50
Capital Expenditures	(34)
Cash Interest	(8)
Cash Taxes	(2)
Working Capital & Other (ex-tooling)	<u>(13)</u>
Adjusted Free Cash Flow	\$ (7)
Customer Tooling*	<u>(10)</u>
Total Free Cash Flow	<u>\$ (17)</u>

* Customer tooling is excluded from adjusted free cash flow because it nets to zero for each program, but fluctuates during quarters and years based on timing of company outlays and customer reimbursements.

Quarter-End Net Debt, Leverage, & Liquidity

(in \$ millions)

	<u>Sept. 30, 2014</u>
<u>Net Debt</u>	
Cash	\$ 126
Gross Debt	<u>(515)</u>
Net Debt	<u><u>\$ (389)</u></u>
<u>Debt-to-LTM Adj. EBITDA</u>	
Gross	2.4X
Net	1.8X
<u>Liquidity</u>	\$ 354

Recent Financing Enhancements

	<u>Prior</u>	<u>Present</u>
<u>Credit Line Increase (Sept.)</u>		
- Size	\$150M	\$200M
- Revolver type	Asset Backed	Cash Flow
<u>Long-Term Debt Swap (Oct.)</u>		
- Principal amount swapped	-----\$200M-----	
- Term maturity	-----2020-----	
- Interest rate	Variable*	Fixed 4%
- Effective currency	U.S. Dollar	Euro

Benefits From Changes

- Increase liquidity (and more resilient during periods of volume decline)
- Lock in attractive fixed interest rate (reduce exposure to future variable rate increases)
- Provide enterprise-value hedge against changes in Euro dollar value

 * Libor (1% floor) plus 300bps; present (and lowest possible) variable rate is 4%

Updated Guidance

(in \$ millions, except EPS)

	Full Year 2014				Memo:
	Revenue	Adjusted EBITDA	Adjusted EPS	Adjusted Free Cash Flow	2015 Revenue
Prior Guidance	\$2,200-\$2,225	\$217-\$220	\$2.95-\$3.05	\$ 25	\$ 2,300
- Mid-point	2,213	218.5	3.00		
<u>Summary Changes</u>					
Dollar translation	(15)	(1)	(0.03)	(1)	(65)*
Lower Europe/Brazil volume	(20)	(5)	(0.15)	(4)	(TBD)
Pending sale of plant in Italy	-	-	-	-	(20)
Other (net)	<u>0</u>	<u>4</u>	<u>0.28</u>	<u>5-10</u>	<u>TBD</u>
Present Guidance	<u>\$2,175</u>	<u>\$ 217</u>	<u>\$ 3.10</u>	<u>\$25-\$30</u>	<u>\$ TBD</u>

* With 2015 Euro at \$1.25, Real 2.45/\$

Change in Tower's Outlook vs. Change in TOWR Stock Price

(in \$ millions, except EPS)

	<u>Prior to Q2 Release</u>	<u>Today</u>	<u>B/(W) Than Prior</u>
<u>2014 Guidance</u>			
Revenue	\$2,175	\$ 2,175	\$ 0
Adjusted EBITDA	215	217	2
Adjusted EPS	2.90	3.10	0.20
Adjusted Free Cash Flow	20	25-30	5-10
<u>TOWR Stock Price</u>			
	\$35.02 *	\$ 23.54 **	(33)%
S&P 500	1,970 *	1,982 **	1 %
Russell 2000	1,147 *	1,146 **	0 %

* Closing price on July 30 (day prior to Q2 earnings release)

** Closing price on October 29 (day prior to Q3 earnings release)

Summary

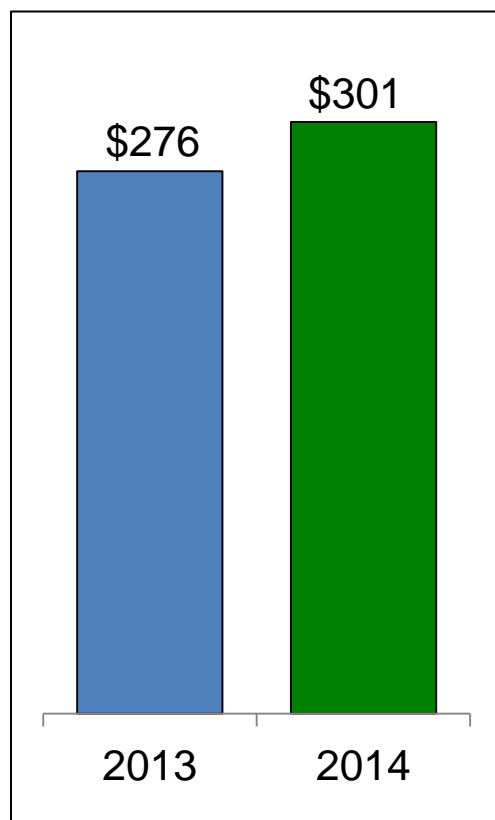
- Third Quarter financial results were largely in line with guidance.
 - Tower has met or beat the earnings consensus in all 17 quarters since our IPO.
- Tower's financial position is stronger than ever following recent financing actions that further bolster liquidity and reduce long-term balance sheet risk.
- Providing full year earnings and cash-flow guidance within and above the range of prior guidance conveys Tower's view that the adverse macro developments in Europe and Brazil should be kept in context relative to what we believe is continuing strong total Company performance and a positive future outlook.

APPENDIX

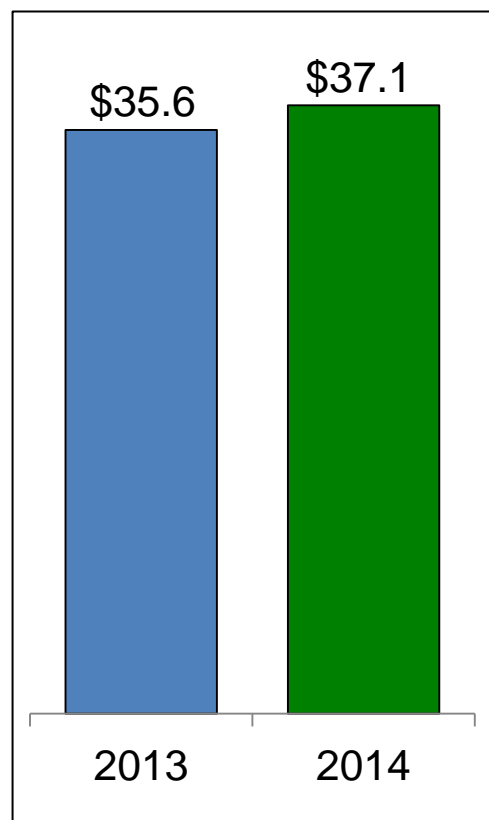
Americas Segment - - Q3 2014 vs. Q3 2013

(in \$ millions)

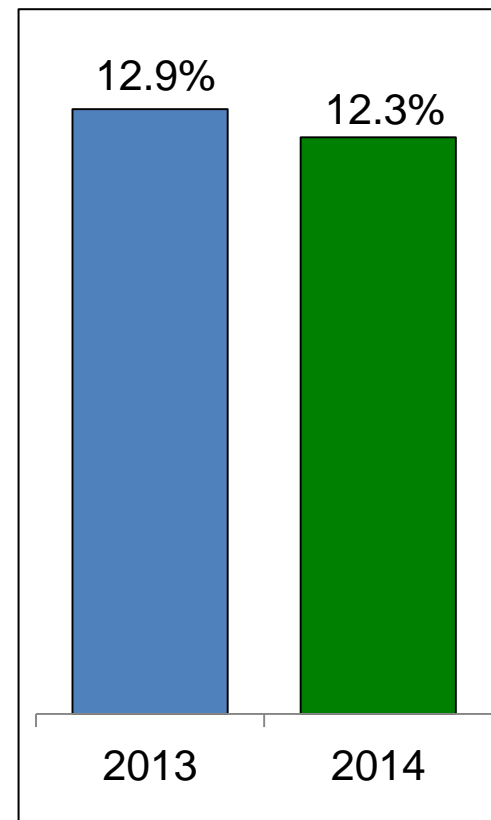
Revenue



Adjusted EBITDA

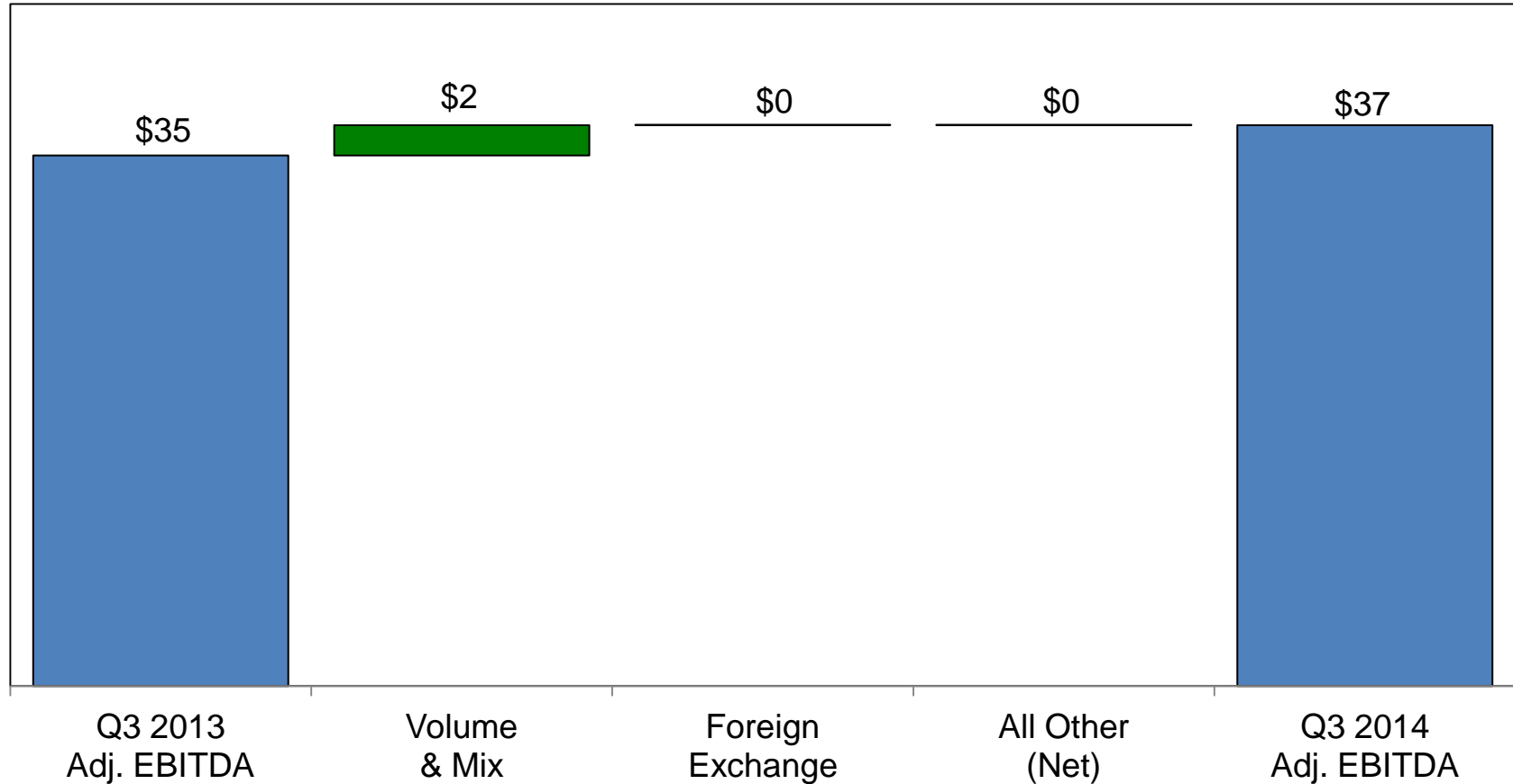


Adjusted EBITDA Margin



Q3 2014 Adjusted EBITDA Compared With Q3 2013

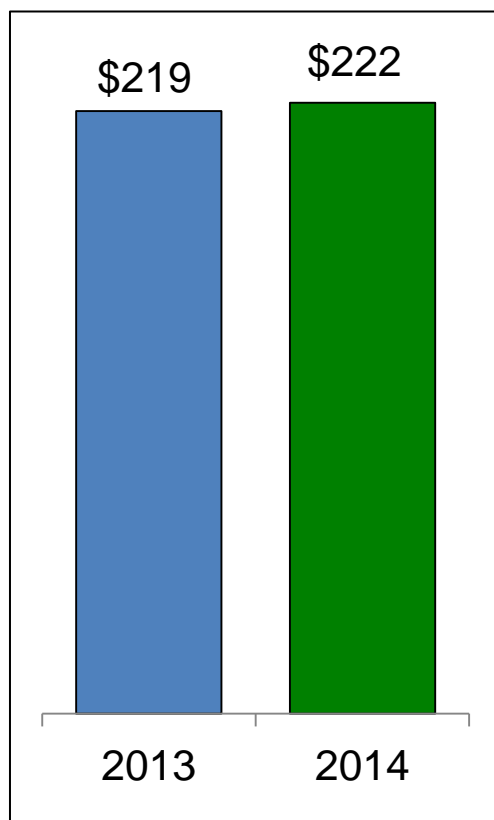
(in \$ millions)



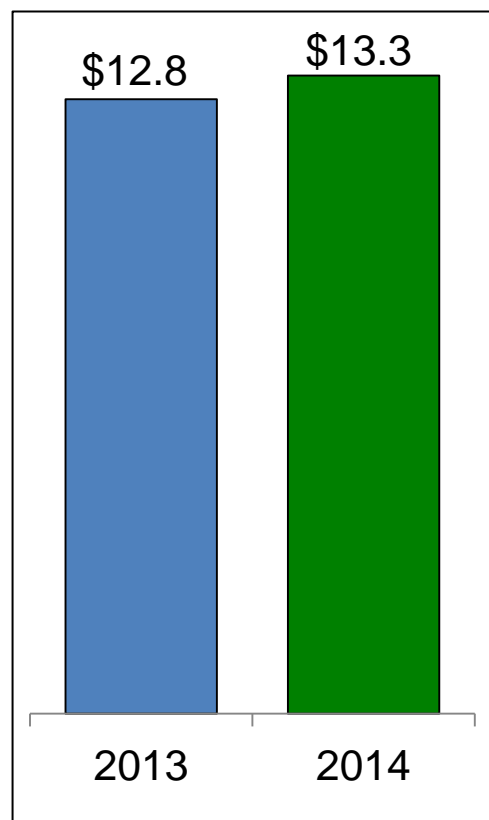
International Segment - - Q3 2014 vs. Q3 2013

(in \$ millions)

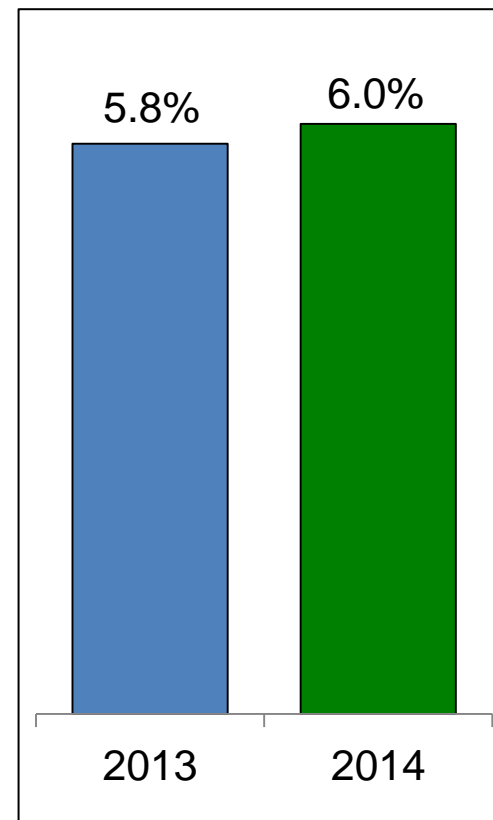
Revenue



Adjusted EBITDA

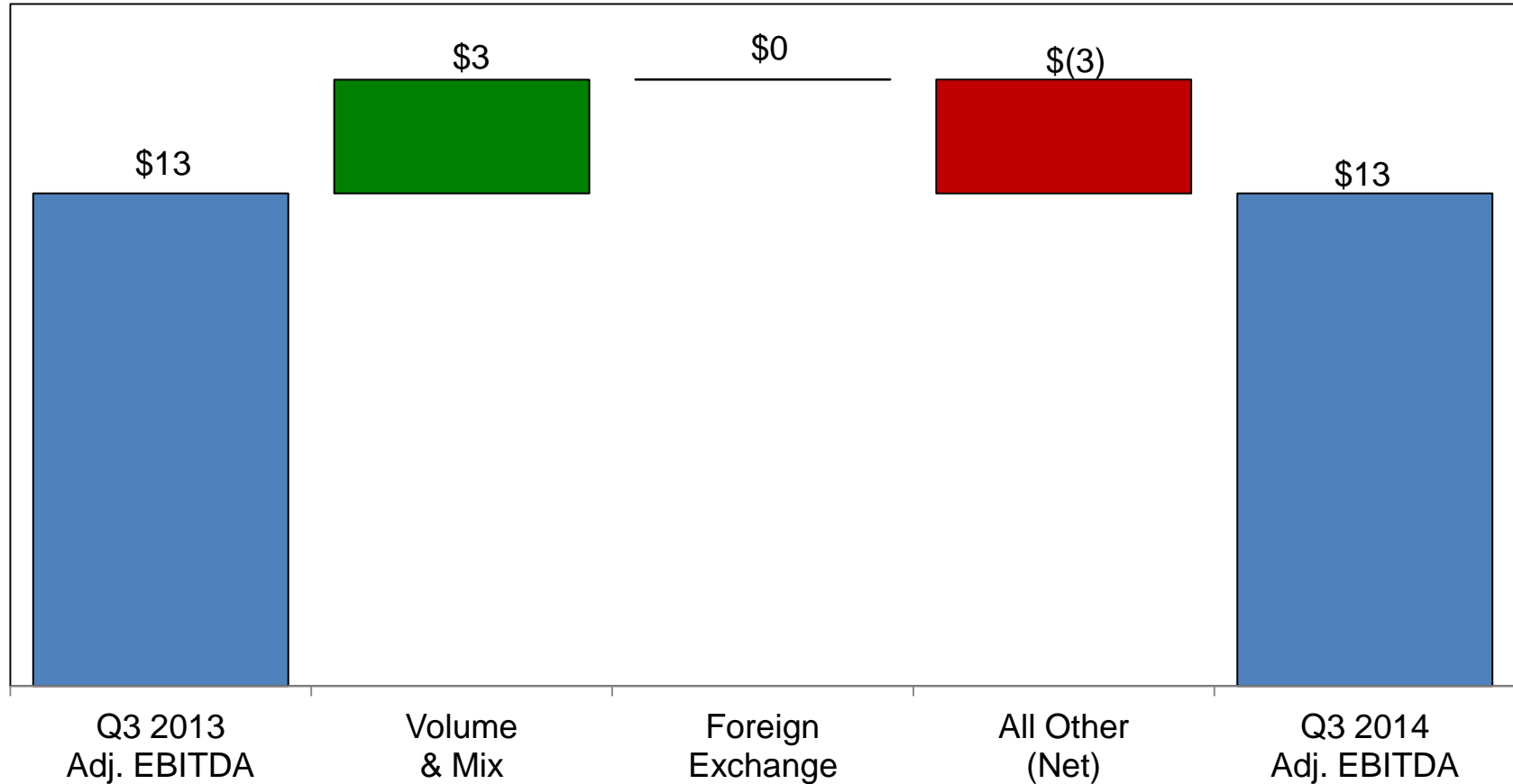


Adjusted EBITDA Margin



Q3 2014 Adjusted EBITDA Compared With Q3 2013

(in \$ millions)



Income Statement

(in \$ millions)

	Three Months Ended Sep. 30,		Nine Months Ended Sep. 30,	
	2014	2013	2014	2013
Revenues	\$ 522.6	\$ 495.2	\$ 1,647.6	\$ 1,585.2
Cost of sales	469.9	439.2	1,468.7	1,401.7
Gross profit	52.7	56.0	178.9	183.5
Selling, general, and administrative expenses	34.3	31.3	100.5	98.3
Amortization expense	0.2	0.7	1.5	2.1
Restructuring and asset impairment charges, net	1.4	1.6	7.5	18.9
Operating income	16.8	22.4	69.4	64.2
Interest expense	7.4	9.4	22.0	44.4
Interest income	0.4	0.3	0.9	0.9
Other expense	(5.5)	7.5	(5.5)	48.4
Income / (loss) before provision for income taxes and equity in loss of joint venture	15.3	5.8	53.8	(27.7)
Provision for income taxes	2.1	1.4	8.0	8.5
Equity in loss of joint venture, net of tax	(0.2)	(0.2)	(0.6)	(0.4)
Net income / (loss)	12.9	4.2	45.1	(36.6)
Less: Net income attributable to the noncontrolling interests	1.7	0.9	3.0	2.6
Net income / (loss) attributable to Tower International, Inc.	\$ 11.2	\$ 3.3	\$ 42.1	\$ (39.2)

Balance Sheet

(in \$ millions)	Sep. 30, 2014	Dec. 31, 2013
ASSETS		
Cash and cash equivalents	\$ 126.4	\$ 134.9
Accounts receivable, net of allowance of \$1.8 million and \$2.1 million	329.3	255.7
Inventories	92.0	81.3
Deferred tax asset - current	8.5	8.6
Prepaid tooling, notes receivable, and other	53.1	44.9
Total current assets	<u>609.3</u>	<u>525.4</u>
Property, plant, and equipment, net	536.0	549.6
Goodwill	61.7	67.0
Investment in joint venture	7.8	8.6
Deferred tax asset - non-current	3.4	3.7
Other assets, net	26.1	28.7
Total assets	<u>\$ 1,244.2</u>	<u>\$ 1,183.0</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Short-term debt and current maturities of capital lease obligations	\$ 42.7	\$ 39.7
Accounts payable	306.7	262.4
Accrued liabilities	129.1	129.2
Total current liabilities	<u>478.6</u>	<u>431.3</u>
Long-term debt, net of current maturities	463.7	454.1
Obligations under capital leases, net of current maturities	8.4	10.0
Deferred tax liability - non-current	14.0	14.4
Pension liability	42.0	54.9
Other non-current liabilities	79.3	81.4
Total non-current liabilities	<u>607.4</u>	<u>614.8</u>
Total liabilities	<u>1,085.9</u>	<u>1,046.1</u>
Commitments and contingencies		
Stockholders' Equity:		
Tower International, Inc.'s stockholders' equity		
Preferred stock, \$0.01 par value, 50,000,000 authorized and 0 issued and outstanding at September 30, 2014 and December 31, 2013	-	-
Common stock, \$0.01 par value, 350,000,000 authorized, 21,391,844 issued and 20,750,478 outstanding at September 30, 2014 and 21,079,027 issued and 20,472,637 outstanding at December 31, 2013	0.2	0.2
Additional paid in capital	334.2	328.0
Treasury stock, at cost, 641,366 shares at September 30, 2014 and 606,390 shares at December 31, 2013	(9.5)	(8.6)
Accumulated deficit	(215.4)	(257.5)
Accumulated other comprehensive income	(13.5)	12.2
Total Tower International, Inc.'s stockholders' equity	<u>96.0</u>	<u>74.4</u>
Noncontrolling interests in subsidiaries	62.2	62.5
Total stockholders' equity	<u>158.3</u>	<u>136.9</u>
Total liabilities and stockholders' equity	<u>\$ 1,244.2</u>	<u>\$ 1,183.0</u>

Consolidated Statement of Cash Flows

(in \$ millions)

	Three Months Ended Sep. 30,		Nine Months Ended Sep. 30,	
	2014	2013	2014	2013
Cash flows - operating activities				
Net income / (loss)	\$ 12.9	\$ 4.2	\$ 45.1	\$ (36.6)
Asset impairment charges	-	-	-	11.0
Gain on sale of Chinese facility	(5.5)	-	(5.5)	-
Term Loan re-pricing fees	-	-	0.1	-
Premium on notes redemption and other fees	-	7.5	-	48.4
Deferred income tax provision	(0.7)	-	0.2	0.4
Depreciation and amortization	23.1	22.3	72.6	70.9
Non-cash share-based compensation	1.2	1.2	3.6	3.7
Pension income, net of contributions	(4.9)	(5.9)	(12.9)	(13.3)
Change in working capital and other operating items	(7.0)	8.7	(61.3)	(34.7)
Net cash provided by continuing operating activities	\$ 19.0	\$ 38.0	\$ 41.7	\$ 49.8
Cash flows - investing activities				
Cash disbursed for purchases of property, plant, and equipment	\$ (35.9)	\$ (17.0)	\$ (70.2)	\$ (47.2)
Proceeds from the sale of Chinese facility	-	-	13.8	-
Investment in joint venture	-	-	(0.8)	(6.3)
Net proceeds from sale of property, plant, and equipment	-	2.9	-	12.0
Net cash used in continuing investing activities	\$ (35.9)	\$ (14.1)	\$ (57.1)	\$ (41.5)
Cash flows - financing activities				
Proceeds from borrowings	\$ 29.1	\$ 128.3	\$ 102.9	\$ 457.3
Repayments of borrowings	(51.2)	(159.1)	(122.3)	(484.9)
Proceeds from borrowings on Additional Term Loans	-	-	33.1	-
Debt financing costs	(1.6)	(1.0)	(2.6)	(9.4)
Secondary stock offering transaction costs	-	-	(0.1)	-
Proceeds from stock options exercised	0.4	0.6	2.6	2.1
Purchase of treasury stock	(0.0)	-	(0.9)	(0.3)
Noncontrolling interest dividends	-	(2.3)	(2.5)	(6.7)
Proceeds from borrowings on Term Loan Credit Facility	-	-	-	417.9
Redemption of notes	-	(43.0)	-	(362.0)
Premium paid on redemption of notes and other fees	-	(2.2)	-	(43.1)
Premium paid on re-pricing of Term Loan and other fees	-	(4.4)	-	(4.4)
Cash restricted for notes redemption	-	45.2	-	-
Net cash provided by / (used in) continuing financing activities	\$ (23.3)	\$ (37.9)	\$ 10.3	\$ (33.5)
Discontinued operations:				
Net cash from discontinued investing activities	\$ -	\$ -	\$ -	\$ 15.7
Net cash from discontinued operations	\$ -	\$ -	\$ -	\$ 15.7
Net change in cash and cash equivalents				
Cash and cash equivalents - beginning of period	\$ 169.2	\$ 118.2	\$ 134.9	\$ 113.9
Effect of exchange rate changes on cash and cash equivalents	(2.6)	2.1	(3.3)	1.9
Cash and cash equivalents - end of period	\$ 126.4	\$ 106.3	\$ 126.4	\$ 106.3

Non-GAAP Financial Measures

This presentation includes the following non-GAAP financial measures: “Adjusted EBITDA”, “Adjusted EBITDA margin”, “Adjusted Earnings Per Share (EPS)”, “free cash flow”, “adjusted 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. Adjusted Earnings Per Share exclude certain income and expense items described in the reconciliation provided in this presentation. Free cash flow is defined as cash provided by operating activities less cash disbursed for purchases of property, plant and equipment. Adjusted free cash flow is free cash flow excluding cash received or disbursed for customer tooling. Net debt represents total debt less cash and cash equivalents. We use Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Earnings Per Share, free cash flow, adjusted 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 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; and certain of our non-GAAP financial measures exclude financial information that some may consider important in evaluating our performance. Given the inherent uncertainty regarding special items and other expense in any future period, a reconciliation of forward-looking financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP is not feasible. The magnitude of these items, however, may be significant.

Adjusted EBITDA Reconciliation to GAAP

(in \$ millions)

	2013				2014		
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	First Quarter	Second Quarter	Third Quarter
Adjusted EBITDA	\$ 52.1	\$ 62.2	\$ 48.4	\$ 49.6	\$ 54.2	\$ 59.1	\$ 50.4
Restructuring and asset impairment charges, net	(2.7)	(14.6)	(1.6)	(2.3)	(1.4)	(4.7)	(1.4)
Depreciation and amortization	(25.2)	(23.5)	(22.3)	(23.8)	(24.7)	(24.9)	(23.0)
Acquisition costs and other	-	(0.5)	(0.4)	(0.1)	(0.1)	(0.1)	(0.1)
Long-term compensation expense	(1.4)	(1.8)	(1.7)	(1.7)	(2.6)	(2.2)	(3.1)
Commercial settlement related to 2010-13 scrap	-	-	-	-	-	-	(6.0)
Interest expense, net	(13.2)	(21.2)	(9.1)	(7.4)	(7.0)	(7.0)	(7.1)
Other (expense) / income	-	(40.9)	(7.5)	-	(0.1)	-	5.5
Closure of Tower Defense & Aerospace (Provision) / benefit for income taxes	(1.6)	(1.2)	-	-	-	-	-
Equity in loss of joint venture	(3.5)	(3.6)	(1.4)	6.4	(2.9)	(3.0)	(2.1)
Noncontrolling interest, net of tax	-	(0.2)	(0.2)	(0.2)	(0.1)	(0.2)	(0.2)
	(2.0)	0.2	(0.9)	(1.5)	(0.4)	(0.9)	(1.7)
Net income / (loss) attributable to Tower International, Inc.	\$ 2.5	\$ (45.1)	\$ 3.3	\$ 19.0	\$ 14.9	\$ 16.1	\$ 11.2

Adjusted Free Cash Flow Reconciliation to GAAP

(in \$ millions)

	Three Months Ended Sep. 30,		Nine Months Ended Sep. 30,	
	2014	2013	2014	2013
Net cash provided by continuing operating activities*	\$ 19.0	\$ 38.0	\$ 41.7	\$ 49.8
Cash disbursed for purchases of PP&E*	(35.9)	(17.0)	(70.2)	(47.2)
Proceeds received from sale of Chinese facility*	-	-	13.8	-
Free cash flow	(16.9)	21.0	(14.6)	2.6
Net cash disbursed for customer-owned tooling	(9.9)	(1.5)	(26.1)	(9.9)
Adjusted free cash flow	\$ (7.0)	\$ 22.5	\$ 11.5	\$ 12.5

 *From U.S. GAAP Condensed Consolidated Statements of Cash Flows

Certain Items Included in Net Income

(in \$ millions)

	Three Months Ended Sep. 30,		Nine Months Ended Sep. 30,	
	2014	2013	2014	2013
Expense items included in net income / (loss), net of tax:				
<i>Cost of sales</i>				
Commercial settlement related to 2010-13 scrap	\$ (6.0)	\$ -	\$ (6.0)	\$ -
Closure of Tower Defense & Aerospace	-	-	-	(4.4)
<i>Selling, general, and administrative expenses</i>				
One-time CEO compensation awards	(0.9)	-	(0.9)	-
Acquisition costs and other	-	-	-	(0.3)
<i>Restructuring and asset impairment charges, net</i>				
One-time restructuring actions	(0.3)	(0.4)	(1.0)	(1.0)
Severance costs in Europe *	(0.1)	-	(0.3)	-
Lease buyout of previously closed facility	-	-	(3.4)	-
Asset impairment charges	-	-	-	(10.7)
Facility closure	-	-	-	(3.6)
<i>Interest expense</i>				
Acceleration of the amortization of debt issue costs and OID	-	(1.2)	-	(11.4)
<i>Other expense</i>				
Gain on sale of Chinese facility **	2.8	-	2.8	-
Secondary offering transaction costs	-	(0.8)	-	(0.8)
Premium on redemption of Senior Secured Notes	-	(2.2)	-	(42.5)
Premium and other fees for re-pricing of Term Loan	-	(4.5)	-	(4.5)
Breakage of Letter of Credit Facility	-	-	-	(0.6)
Term Loan re-pricing fees	-	-	(0.1)	-
<i>Provision for income taxes</i>				
Foreign subsidiary tax audit	-	2.3	-	2.3
Total items included in net income / (loss)	<u>\$ (4.5)</u>	<u>\$ (6.8)</u>	<u>\$ (8.9)</u>	<u>\$ (77.5)</u>
Net income attributable to Tower International, Inc.	\$ 11.2	\$ 3.3	\$ 42.1	\$ (39.2)
Memo: Average shares outstanding (Mils.)				
Basic	20.7	20.4	20.6	20.4
Diluted	21.5	21.1	21.4	20.4
Income per share (GAAP)				
Basic	\$ 0.54	\$ 0.16	\$ 2.04	\$ (1.93)
Diluted	0.52	0.16	1.97	(1.93)
Diluted adjusted earnings per share (non-GAAP) ***	0.73	0.48	2.39	1.83

* Amount is net of tax of less than \$0.1 million and \$0.1 million, respectively.

** Amount is net of tax of \$0.8 million and noncontrolling interest of \$1.9 million.

*** Excludes the certain items shown above. For the nine months ended September 30, 2013, diluted share count of 20.9 million was used to calculate diluted adjusted earnings per share.

Industry Production Volume (October IHS)

(Vehicles in millions)

	<u>Q1</u>	<u>Q2</u>	<u>Q3</u>	<u>Q4</u>	<u>Full Year</u>
<u>By Region</u>					
Europe	5.2	5.3	4.5	4.9	19.9
China	5.1	5.3	5.0	5.8	21.2
North America	4.2	4.4	4.2	4.2	17.0
Brazil	<u>0.7</u>	<u>0.7</u>	<u>0.8</u>	<u>0.8</u>	<u>3.0</u>
Total Tower Markets	<u>15.2</u>	<u>15.7</u>	<u>14.5</u>	<u>15.7</u>	<u>61.1</u>
<u>2014 Over/(Under) 2013</u>					
Europe	8 %	4 %	(1) %	(1) %	2 %
China	9	14	10	6	9
North America	5	4	8	4	5
Brazil	(4)	(24)	(17)	(6)	(13)
Total Tower Markets	7 %	5 %	4 %	3 %	5 %