ABC TECHNOLOGIES

INNOVATION IN PLASTICS & LIGHTWEIGHTING

FEBRUARY 11, 2022

Q2 FISCAL 2022 EARNINGS PRESENTATION

Disclaimer

This presentation is being provided for the sole purposes of providing the recipients with background information about ABC Technologies Holdings Inc. (the "**Company**") This presentation does not provide full disclosure of all material facts relating to the Company and prospective investors should review the Company's continuous disclosure documents filed under the Company's issuer profile on the System for Electronic Document Analysis and Retrieval at www.sedar.com, which include, but are not limited to, the consolidated financial statements of the Company for the years ended June 30, 2021 and 2020 and the accompanying management's discussion and analysis of the Company for the same periods, both dated September 2, 2021 and the Company's annual information form for the year ended June 30, 2021, dated September 24, 2021 (the "**AIF**") and to the Interim Condensed Consolidated Financial Statements for the three and six months ended December 31, 2021 and the accompanying management's discussion and analysis of the Company for the same periods both dated February 4, 2022. The Company has made reasonable efforts to ensure that the information contained in this presentation is accurate as of the date hereof; however, there may be inadvertent or unintentional errors. The Company is not liable to any recipient or third party for the use of or reliance on the information contained in this presentation. The information provided in this presentation is provided for reference only and does not constitute an offer to sell or the solicitation of an offer to buy any securities of the Company.

Unless otherwise indicated or the context otherwise requires, all references in this presentation to "ABC", the "Company," "we," "our," "ours," "us" or similar terms refer to ABC Technologies Holdings Inc. (d/b/a ABC Technologies) together with its subsidiaries and its joint ventures. All references to "$" and "US$" are to United States dollars and all references to "C$" are to Canadian dollars. All Capitalized terms not otherwise defined in this presentation have the meaning ascribed to them in the AIF.

This presentation makes reference to certain non-International Financial Reporting Standards ("**IFRS**") measures, namely Net Debt, EBITDA, Adjusted EBITDA, Adjusted EBITDA Margin and Adjusted Free Cash Flow. This presentation also makes reference to "content per vehicle", or "CPV", and "seasonally adjusted annual rate of sales" or "SAAR", which are operating metrics used in our industry, including by original equipment manufacturers ("**OEMs**") customers, suppliers and our competitors. These measures are not recognized under IFRS as issued by the International Accounting Standards Board and do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Accordingly, these measures should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS. These non-IFRS measures are used to provide readers with supplemental measures of our operating performance and thus highlight trends in our business that may not otherwise be apparent when relying solely on IFRS measures.

Forward-Looking Information

This presentation contains "forward-looking information" and "forward-looking statements" within the meaning of applicable Canadian securities legislation (collectively, "forward-looking statements"), which reflect management's expectations regarding the Company's industry or the Company's future growth, results from operations, performance and business prospects, future business plans and opportunities. Wherever possible, words such as "plans", "expects", "projected", "estimated", "forecasts", "anticipates", "outlook", "potential", "strategy", "targets" or "believes", or variations of such words and phrases or statements that certain future conditions, actions, events or results "will", "may", or "could", or negative or grammatical versions thereof, have been used to identify forward-looking statements.

By their nature, forward-looking statements are subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct, and that objectives, strategic goals and priorities will not be achieved. Known risk factors, including but not limited to, these set out in the Public Documents as well as unknown risk factors, many of which are beyond the control of the Company, could cause actual results to differ materially from the forward-looking statements in this presentation.

Forward-looking statements are based on management's beliefs and assumptions and on information currently available to management. Although the forward-looking statements contained in this presentation are based upon what we believe are reasonable assumptions, you are cautioned against placing undue reliance on this information since actual results may vary from the forward-looking statements. Consequently, all of the forward-looking statements contained in this presentation are qualified by the foregoing cautionary statements, and there can be no guarantee that the results or performance that we anticipate will be realized or, even if substantially realized, that they will have the expected consequences or effects on our business, financial condition or results of operation. The Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, or to explain any material difference between subsequent actual events and such forward-looking statements, except to the extent required by applicable law.

Market and Industry Data

Market and industry data presented throughout this presentation was obtained from third-party sources, industry publications and reports, websites and other publicly available information, as well as industry and other data prepared by us or on our behalf, on the basis of our knowledge of, and experience in, the markets in which we operate. The information presented in the third-party sources is reported as at the date of such third-party sources and not necessarily as at the date of this presentation. Such-third party sourced information is also subject to change without notice. Such-third party sourced information, as well as trademarks owned by or associated with the providers of such third-party information, may be the copyrighted property of such providers. We believe that the market and economic data presented throughout this presentation is accurate and, with respect to data prepared by us or on our behalf, that our estimates and assumptions are currently appropriate and reasonable, but we cannot offer any assurance as to the accuracy or completeness thereof. The accuracy and completeness of the market and economic data presented throughout this presentation are not guaranteed and we make no representation as to the accuracy of such data. Actual outcomes may vary materially from those forecast in such reports or publications, and the prospect for material variation can be expected to increase as the length of the forecast period increases. Although we believe it to be reliable, we have not independently verified any of the data from third-party sources referred to in this presentation, or analyzed or verified the underlying market, economic and other assumptions relied upon by such sources.

The IHS Markit reports, data and information referenced herein (the "**IHS Markit Materials**") are the copyrighted property of IHS Markit Ltd. and its subsidiaries ("**IHS Markit**") and represent data, research, opinions or viewpoints published by IHS Markit, and are not representations of fact. The IHS Markit Materials are subject to change without notice and IHS Markit has no duty or responsibility to update the IHS Markit Materials. Moreover, while the IHS Markit Materials reproduced herein are from sources considered reliable, the accuracy and completeness thereof are not warranted, nor are the opinions and analyses which are based upon it. IHS Markit and other trademarks appearing in the IHS Markit Materials are the property of IHS Markit or their respective owners.

Trademarks

We own or have the rights to use various trademarks, service marks and trade names referred to in this presentation. Solely for convenience, we may refer to trademarks, service marks and trade names in this presentation without the ™ and ® symbols. Such references are not intended to indicate, in any way, that we will not assert, to the fullest extent permitted by law, our rights to our trademarks, service marks and trade names. Other trademarks, trade names or service marks appearing in this presentation are the property of their respective owners.

Business Overview

ABC TECHNOLOGIES

Q2 Fiscal 2022 Highlights

Sequential Improvement Driven by Burgeoning Volume Stability

- Q2 profitability and free cash flow up significantly on increasing stability of industry volumes. Production still below normal due to chip shortages
- Some OEM customer plants that had been shut down since early in calendar 2021 began to reopen, offering relief to certain ABC plants
- Greater consistency in customer release schedules allowed ABC to better flex its own production and better manage labor costs
- Semiconductor shortage expected to continue through calendar 2022 and moderate during the course of the year, but industry inventory rebuild not expected until 2H CY 2023
- ABC recently announced the signing of two major acquisitions - dlhBOWLES and Karl Etzel - which will diversify ABC's product portfolio, geographic footprint and customer exposures while adding approximately $220 million in sales
- Private placement closed and rights offering[3], launched in early January and to be completed by February 15th, will fund the acquisition of dlhBOWLES

(All figures $USD)

Quarterly Sales

$203 Million

Up ~25% QoQ

Adjusted EBITDA[1][2]

$11 Million

Up $23 million QoQ

Adjusted Free Cash Flow[1][2]

$5 Million

Up $65 million QoQ

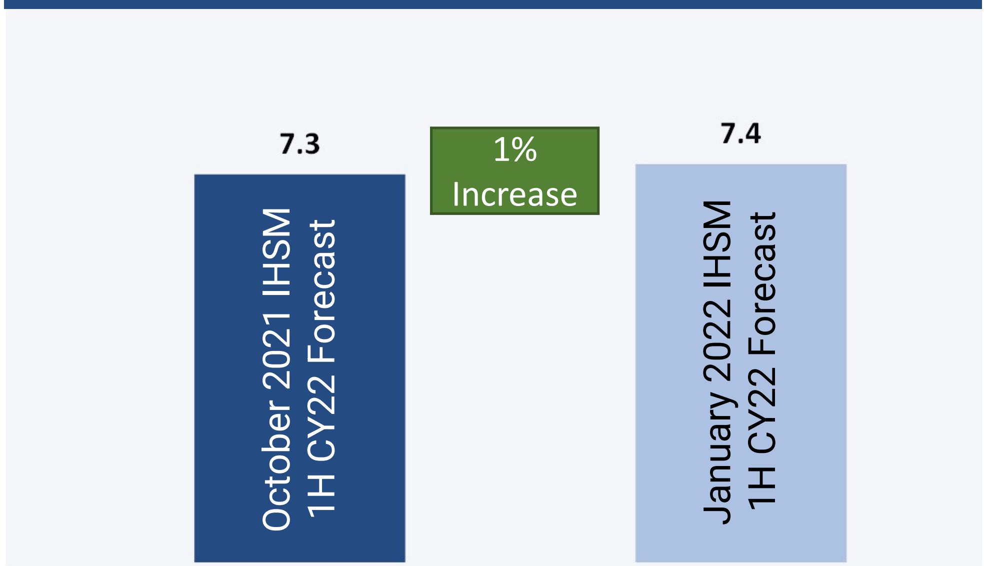
1) See Adjusted EBITDA and Adjusted Free Cash Flow reconciliations in Supplemental Data
2) See "Definition of Non-IFRS Measures" in Supplemental Data
3) For details on the rights offering, please see the Company's January 5, 2022 news release

Q2 Fiscal 2022 Still Heavily Impacted by Chips, but Improving

IHS production forecasts showing stability:
- Semiconductor-related OEM production shutdowns less frequent and less severe in Q2 than prior two quarters
  - Volume revisions continue to moderate, all customer plants open for at least one shift/day for most of Q2
  - Resin prices remain elevated but have declined 10-15% since the beginning of the quarter
  - Sequential improvements in ABC financial results demonstrate success in flexing production costs when customer volumes are less erratic

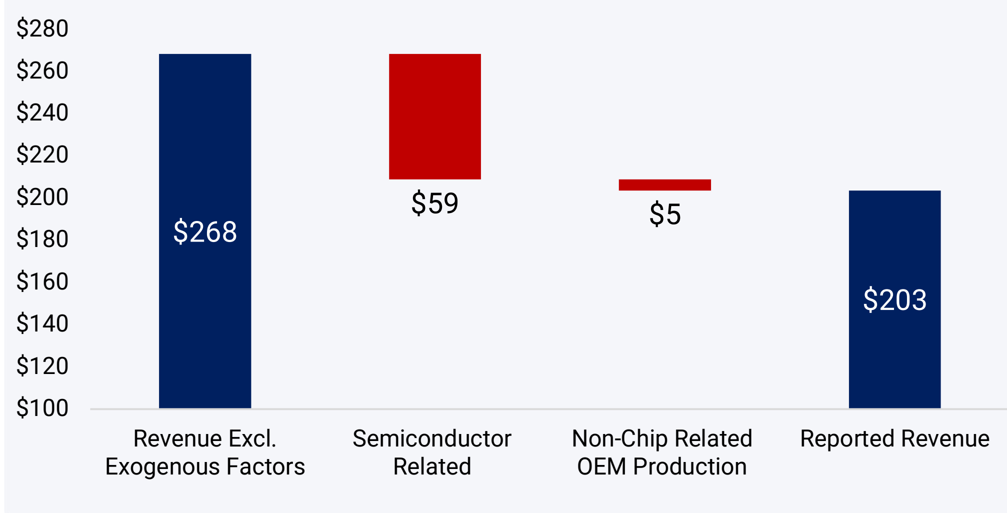
North America Light Vehicle Production (mm)[1]

ABC 2H Fiscal 2022



(Millions $USD)

Q2 FY22 Revenue Bridge [2]



(Millions $USD)

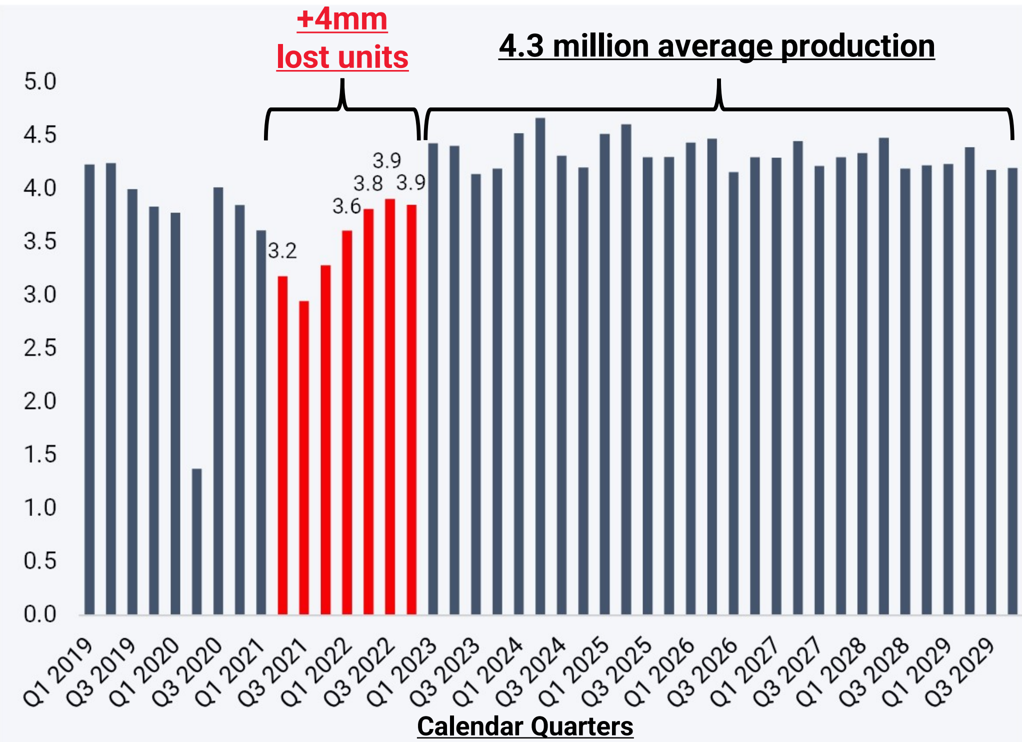
Q2 FY22 Adj. EBIDTA Bridge [2][3]

1) Light Vehicle Production estimates according to IHS Markit ("IHSM") as of October 15th, 2021 and January 14th, 2022
2) Represents management estimates of impacts of semiconductor shortage and non-chip related lost production calculated based on lost volume at specific plants multiplied by CPV/profitability per vehicle; resin impacts determined based on impact vs. the 10-year average rate for polypropylene and high density polyethylene according to IHS; results may not add due to rounding
3) See Adjusted EBITDA and Adjusted EBITDA margin reconciliation in Supplemental Data

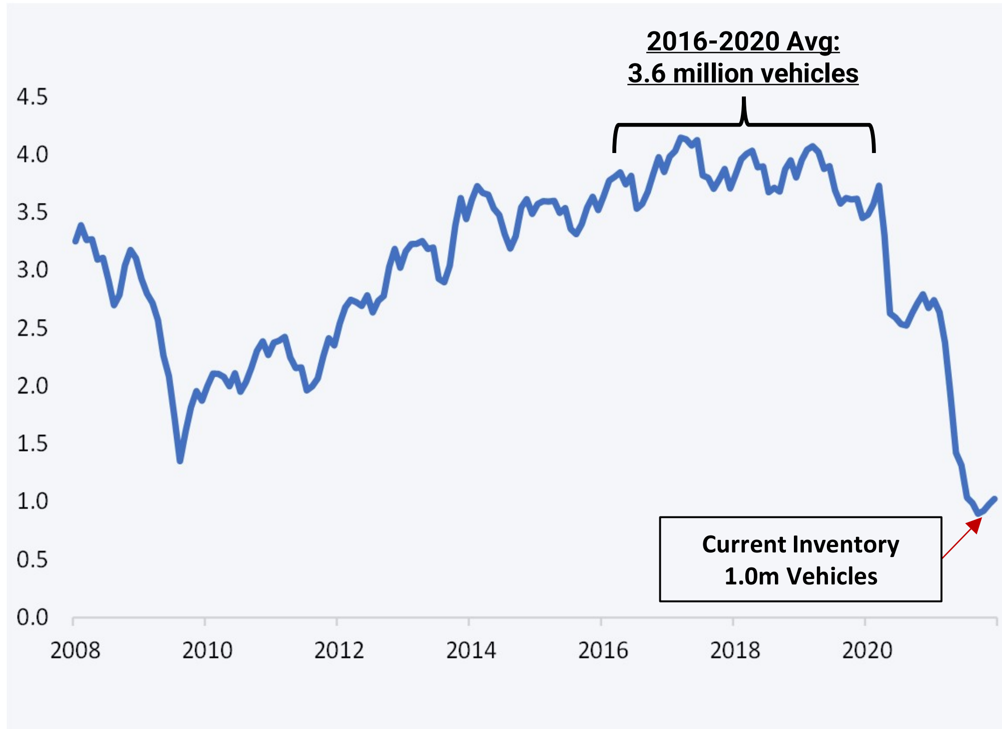
Inventory Declines Moderating, Lost Production Volumes Ongoing

Industry Outlook

North America Light Vehicle Production (mm)[1]



Estimated US Light Vehicle Inventory (mm)[2]



- Total LV inventory has ticked up slightly for three months straight after falling year-over-year for 26 months
- Estimated 23 days' supply on hand still well below normal levels of 70-80 days' supply (~90 days normal for pickups)
- Compared to a normal NA production year, IHS Markit now estimates that 2021 and 2022 will be short over 4mm units of production volume that will need to be made up in the coming years
- Normal production will not return until calendar 2023, inventory building not until 2H CY 2023

CHIP SHORTAGE EXPECTED TO CONTINUE THROUGH CALENDAR 2022, IMPACT SHOULD MODERATE GOING FORWARD

1) Light Vehicle Production according to IHS Markit as of January 14th, 2022
2) Motor Intelligence December 2021

Q2 Fiscal 2022 Launches and Wins

Major Q2 Fiscal 2022 Launches

Rivian Amazon Prime Van
- Fluid Systems

Acura RDX
- HVAC Systems

Renault Duster
- HVAC Systems

Mazda CX-30
- Exterior Systems

Key Q2 Fiscal 2022 Program Wins[1]

(All figures $USD)

Q2 Business Wins of +$350m Estimated LoP Revenue[2]

US-based OEM BEV
- +$70 million LoP Revenue
- Interior Systems

EU-based OEM
- +$30 million LoP Revenue
- HVAC Systems

ELECTRIC VEHICLE WINS
12 Programs Awarded
$125+ Million LoP Revenue[1]
Total ABC EV Backlog +$500 Million LoP Revenue

1) ABC lifetime revenue estimates based on IHS Markit volume projections for each platform in their respective month of award
2) Represents both ABC wins and proportionate share of JV wins; “LoP” = Life of Program

Recent Acquisition Announcements

dlhBOWLES

ANNOUNCED THE ACQUISITION OF dlhBOWLES ON JANUARY 5TH, 2022

- ***Tier-1 and Tier-2 supplier*** of fluidics and washer systems products such as nozzles and hoses
- ***~$120m of revenue***
- Strong business backlog focused on ***P/Us and SUVs***
- Locations in Mexico, Maryland, Ohio and Texas
- Serving the D3 as well as ***new EV-focused OEMs***
- Opportunity for ***expansion into Europe***
- Brings significant engineering and automation ***expertise in-house***
- ***Strong IP*** with leading market share in key products
- Allows ABC to become a ***one-stop Washer Systems solutions provider*** to its customers
- Expected closing Q3 FY 2022

Karl Etzel

ANNOUNCED THE ACQUISITION OF KARL ETZEL ON JANUARY 21ST, 2022

- ***Tier-1 and Tier-2 supplier*** of interior and exterior injection molded plastics parts in Europe
- ***~$100m of revenue***
- Location in Southern Germany, near OEM customers
- ***Long-term relationships*** with Daimler and other German luxury OEMs
- Opportunity for ***expansion into North America*** as well as cross-sell of ABC products to existing customers
- Provides ABC the necessary scale to ***expand into interior and exterior projects*** in Europe
- Expected closing Q3 FY 2022

Continued Q-o-Q Positives

Customer Production Cadence Stabilizing
OEM production has continued to steadily improve, though many ABC plants continue to run at suboptimal levels

New Business Wins Ahead of Plan Through Q2
Second largest quarter for BEV wins in ABC history with significant quote opportunities in our pipeline

Consumer Demand Remains Strong
15 million US SAAR print in January showing early signs of pent-up demand coming through

Inventories Have Stabilized, Long Road to Build Back
Multiple years of elevated production needed to meet demand and replace lost volumes – strong opportunity for ABC

M&A Focus Bearing Fruit, More in the Pipeline
Taking advantage of volatile market with two acquisitions signed just after the quarter end; ABC pipeline still full of opportunities

Q2 STABILIZATION EXPECTED TO CONTINUE AND GROW THROUGH 2ND HALF FISCAL '22

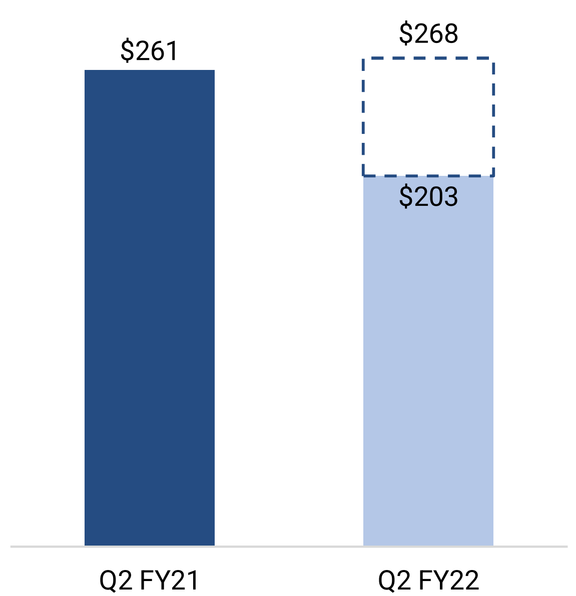
Q2 Fiscal 2022 Financial Details

Q2 Fiscal 2022 Key Financials

Production Volatility Still Impacting Financial Results

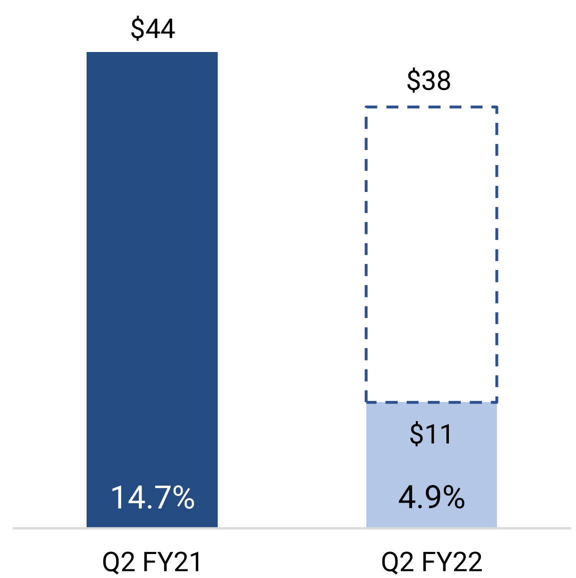
(Millions $USD)

Reported Revenue[1]



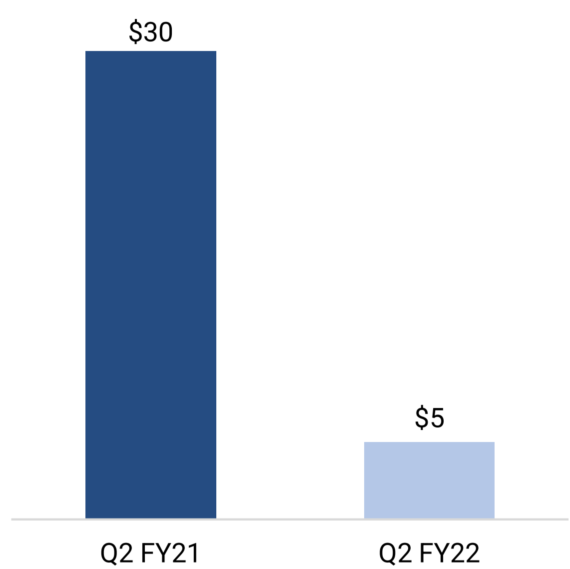
Impacts of Exogenous Factors Reduced in Q2 – Excluding These Factors, Revenue Up YoY

Adjusted EBITDA and Margin % [2]



Production Call-Offs Continued to Impact Operating Efficiency, While COVID Impacts and Elevated Resin Costs Remain

Adjusted Free Cash Flow[2]



Working Capital Improvements Help Drive Cash Flow as Production Levels Strengthen and Normalize

Estimated impact of exogenous factors

RESULTS SHOW MEANINGFUL SEQUENTIAL IMPROVEMENT, STRONG FLOW THROUGH OF PROFITABILITY

1) Does not include JV revenue
2) See Adjusted EBITDA, Adjusted EBITDA Margin and Adjusted Free Cash Flow reconciliation in Supplemental Data

Major Sequential Cash Flow and Conversion Improvement

Q2 Fiscal 2022 Adjusted Free Cash Flow Summary

(Millions $USD)

	2Q FY22	6 Mo FY22
Cash From (Used In) Operating Activities	$ 27	$ (15)
Purchases of PP&E	(8)	(20)
Additions to Intangible Assets[(1)]	(5)	(10)
Dividends from JVs	1	1
Principal Payments of Lease Liabilities	(3)	(5)
One-time advisory, bonus and other costs	3	4
Net impact of hedge monetization	(10)	(10)
Adjusted Free Cash Flow	**$ 5**	**$ (55)**

- Adjusted Free Cash Flow improved significantly over last quarter as customer operations gained traction and working capital outflows reversed
- Continued working capital tailwind is expected as OEM production ramps back up
- Ability to flex capital spending while continuing to address new program needs and maintenance continues to be a strength for ABC
- Cash proceeds in Q2 FY22 from hedge monetization of $9.5m resulting from the realization of significant favorable movement in FX hedges

1) Represents capitalized development costs

Liquidity Improved QoQ, Ample Availability

Q2 Fiscal 2022 Net Debt and Liquidity Summary

(Millions $USD)

Capitalization as of December 31, 2021		
Revolver ($450m Facility)	$	345
Total Debt		345
Cash		27
Proportionate share of cash at JVs		7
Total Cash		34
Net Debt	**$**	**311**

Liquidity as of December 31, 2021		
Cash	$	27
Undrawn Revolver		105
Letters of Credit		(2)
Total Liquidity	**$**	**130**

- As discussed in Q1, ABC has received covenant relief from its bank group until Q2 FY 2023; ABC is fully compliant with its amended credit agreement
- Net leverage is currently above target levels and ABC will use available operating free cash flow to pay down debt
- Liquidity of $130 million provides ongoing operating flexibility

Supplemental Data

ABC TECHNOLOGIES

Definition of Non-IFRS Measures

"Net Debt" means (i) long-term debt less cash plus (ii) proportionate long-term debt held at joint ventures less proportionate cash held at joint ventures.

"EBITDA" means net earnings (loss) before interest expense, income tax expense (recovery), depreciation of property, plant and equipment, depreciation of right-of-use assets, and amortization of intangible assets.

"Adjusted EBITDA" means EBITDA plus: loss on disposal and write-down of assets, unrealized loss (gain) on derivative financial instruments, transactional, recruitment, and other bonuses, business transformation and related costs (which may include severance and restructuring expenses), less: our share of income of joint ventures, plus the Company's proportionate share of the EBITDA generated by our joint ventures, and share-based compensation expense. We also present Adjusted EBITDA excluding the impact of IFRS 16 by charging the lease payments applicable to those periods to expense as was the case prior to IFRS 16 – Leases ("IFRS 16"). The purpose of this is to allow direct comparability of these periods to Adjusted EBITDA performance in prior periods, which have been calculated under the previous accounting standards.

"Adjusted EBITDA Margin" means Adjusted EBITDA divided by sales adjusted to include the proportional share of joint venture sales attributable to ABC.

"Adjusted Free Cash Flow" means Net Cash Flows from Operating Activities less: purchases of property, plant and equipment, additions to intangible assets, lease payments, plus: proceeds from disposal of property, plant, and equipment, cash dividends received from joint ventures, and one time advisory, bonus and other costs.

Reconciliation of net income (loss) to Adjusted EBITDA

(USD '000)	For the three months ended December 31, 2021	For the three months ended December 31, 2020	For the six months ended December 31, 2021	For the six months ended December 31, 2020
Reconciliation of net income (loss) to Adjusted EBITDA				
Net income (loss)	**$ (16,426)**	$ 11,461	**$ (44,612)**	$ 20,782
Adjustments:				
Income tax expense (recovery)	**(4,130)**	1,626	**(12,597)**	5,327
Interest expense	**7,856**	9,769	**15,222**	19,609
Depreciation of property, plant and equipment	**11,991**	11,356	**23,958**	22,751
Depreciation of right-of-use assets	**3,690**	3,412	**7,316**	6,890
Amortization of intangible assets	**5,457**	4,736	**10,643**	9,191
EBITDA	**$ 8,438**	$ 42,360	**$ (70)**	$ 84,550
Loss (gain) on disposal and write-down of assets	**129**	(129)	**105**	464
Unrealized loss (gain) on derivative financial instruments	**(200)**	(256)	**217**	(682)
Transactional, recruitment and other bonuses[1]	**2,363**	2,875	**2,374**	3,958
Business transformation related costs[2]	**5,720**	2,562	**6,884**	4,545
Share of loss (income) of joint ventures	**(1,168)**	(3,004)	**406**	(5,716)
EBITDA from joint ventures[3]	**1,472**	4,616	**794**	8,835
Share-based compensation expense	**768**	-	**1,481**	-
Lease payments	**(6,026)**	(5,507)	**(12,010)**	(11,197)
Adjusted EBITDA	**$ 11,496**	$ 43,517	**$ 181**	$ 84,757

1. These costs include $2.4 million that was paid by the Company out of the Value Creation Plan ("VCP") in Q2 Fiscal 2022 in connection with the Oaktree transaction
2. These costs include $5.2 million of business transformation related costs incurred in connection with acquisitions, which mainly consisted of due diligence, legal and other professional costs. These costs also include services provided by Cerberus Operations and Advisory LLC and some of ABC's directors in the amount of $nil million for Q2 Fiscal 2022 (Q2 Fiscal 2021: 0.3 million), and $nil million for YTD Fiscal 2022 (YTD Fiscal 2021: 0.5 million)
3. Represents 50% of joint ventures' EBITDA, which corresponds to the Company's proportionate share of ownership in the joint ventures

Reconciliation of net income (loss) to net cash flows from operating activities

(USD '000)	For the three months ended December 31, 2021	2020	For the six months ended December 31, 2021	2020
Reconciliation of net income (loss) to net cash flows from operating activities				
Net income (loss)	**$ (16,426)**	$ 11,461	**$ (44,612)**	$ 20,782
Adjustments for:				
Depreciation of property, plant and equipment	**11,991**	11,356	**23,958**	22,751
Depreciation of right-of-use assets	**3,690**	3,412	**7,316**	6,890
Amortization of intangible assets	**5,457**	4,736	**10,643**	9,191
Loss (gain) on disposal and write-down of assets	**129**	(129)	**105**	464
Unrealized loss (gain) on derivative financial instruments	**(200)**	(256)	**217**	(682)
Interest expense	**7,856**	9,769	**15,222**	19,609
Share of loss (income) of joint ventures	**(1,168)**	(3,004)	**406**	(5,716)
Income tax expense (recovery)	**(4,130)**	1,626	**(12,597)**	5,327
Share-based compensation expense	**768**	-	**1,481**	-
Changes in:				
Trade and other receivables and prepaid expenses and other	**2,226**	20,751	**20,425**	(7,955)
Inventories	**5,990**	7,235	**(12,919)**	3,539
Trade payables, accrued liabilities and other payables, and provisions	**19,044**	(13,558)	**(7,636)**	50,610
Cash generated from operating activities	**35,227**	53,399	**2,009**	124,810
Interest received	**84**	77	**213**	124
Income taxes recovered (paid)	**(702)**	(3,310)	**(977)**	3,230
Interest paid on leases	**(3,425)**	(3,510)	**(6,812)**	(7,153)
Interest paid on long-term debt and other	**(4,366)**	(6,010)	**(9,262)**	(9,988)
Net cash flows from (used in) operating activities	**$ 26,818**	$ 40,646	**$ (14,829)**	$ 111,023

Reconciliation of net cash flows from (used in) operating activities to Adjusted Free Cash Flow

(USD '000)	For the three months ended December 31, 2021	For the three months ended December 31, 2020	For the six months ended December 31, 2021	For the six months ended December 31, 2020
Reconciliation of net cash flows from (used in) operating activities to Adjusted Free Cash Flow				
Net cash flows from (used in) operating activities	**$ 26,818**	$ 40,646	**$ (14,829)**	$ 111,023
Purchases of property, plant and equipment	**(8,490)**	(9,420)	**(19,505)**	(18,053)
Proceeds from disposals of property, plant and equipment	**-**	171	**-**	171
Additions to intangible assets[1]	**(4,948)**	(3,179)	**(10,323)**	(7,122)
Principal payments of lease liabilities	**(2,601)**	(1,997)	**(5,198)**	(4,044)
Dividends received from joint ventures	**553**	3,769	**553**	4,491
One-time advisory, bonus and other costs[2]	**3,174**	-	**4,298**	-
Net impact of hedge monetization	**(9,537)**	-	**(9,537)**	-
Adjusted Free Cash Flow	**$ 4,969**	$ 29,990	**$ (54,541)**	$ 86,466

1. Represents capitalized development costs under IAS 38 Intangible Assets
2. Includes $2.3 million paid from the VCP in connection with the Oaktree transaction, and $1.6 million incurred in connection with the acquisitions, which mainly consisted of professional fees