



GOODYEAR



YEAR

Second Quarter 2017 Conference Call

July 28, 2017

Forward-Looking Statements



Certain information contained in this presentation constitutes forward-looking statements for purposes of the safe harbor provisions of The Private Securities Litigation Reform Act of 1995. There are a variety of factors, many of which are beyond our control, that affect our operations, performance, business strategy and results and could cause our actual results and experience to differ materially from the assumptions, expectations and objectives expressed in any forward-looking statements. These factors include, but are not limited to: our ability to implement successfully our strategic initiatives; actions and initiatives taken by both current and potential competitors; increases in the prices paid for raw materials and energy; a labor strike, work stoppage or other similar event; foreign currency translation and transaction risks; deteriorating economic conditions or an inability to access capital markets; work stoppages, financial difficulties or supply disruptions at our suppliers or customers; the adequacy of our capital expenditures; our failure to comply with a material covenant in our debt obligations; potential adverse consequences of litigation involving the company; as well as the effects of more general factors such as changes in general market, economic or political conditions or in legislation, regulation or public policy. Additional factors are discussed in our filings with the Securities and Exchange Commission, including our annual report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K. In addition, any forward-looking statements represent our estimates only as of today and should not be relied upon as representing our estimates as of any subsequent date. While we may elect to update forward-looking statements at some point in the future, we specifically disclaim any obligation to do so, even if our estimates change.

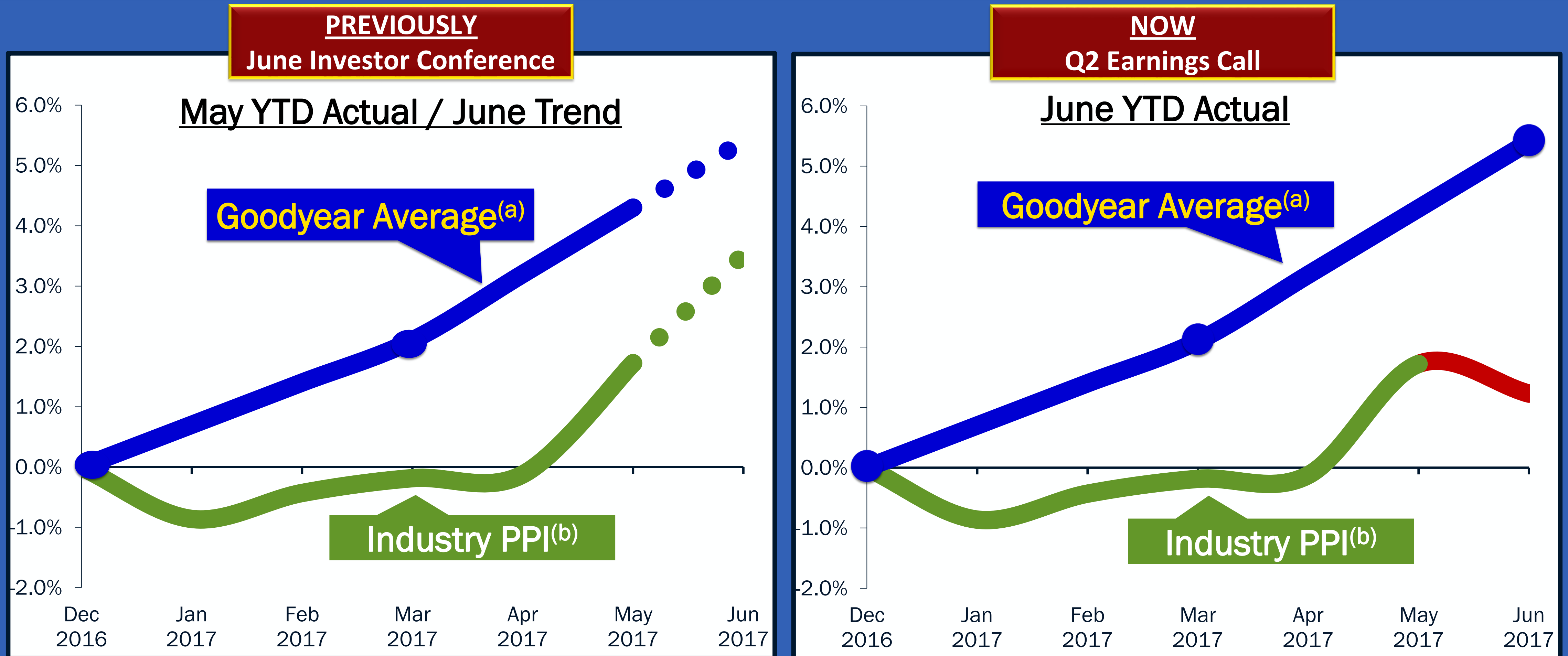
- **Segment operating income (SOI) of \$361 million ^(a)**
- **Adjusted earnings per share of \$0.70 ^(b)**
- **Americas earnings of \$213 million, 10.5% operating margin**
- **Europe, Middle East and Africa earnings of \$77 million, 6.9% operating margin**
- **Asia Pacific earnings of \$71 million, 13.1% operating margin**
- **Revenue per tire up ~4% due to price / mix ^(c)**

(a) See Segment Operating Income and Margin reconciliation in Appendix on page 29.

(b) See Adjusted Diluted Earnings Per Share reconciliation in Appendix on page 27.

(c) Revenue per tire change excludes the impact of currency.

2017 First Half U.S. Average Tire Pricing Trend **GOODYEAR**



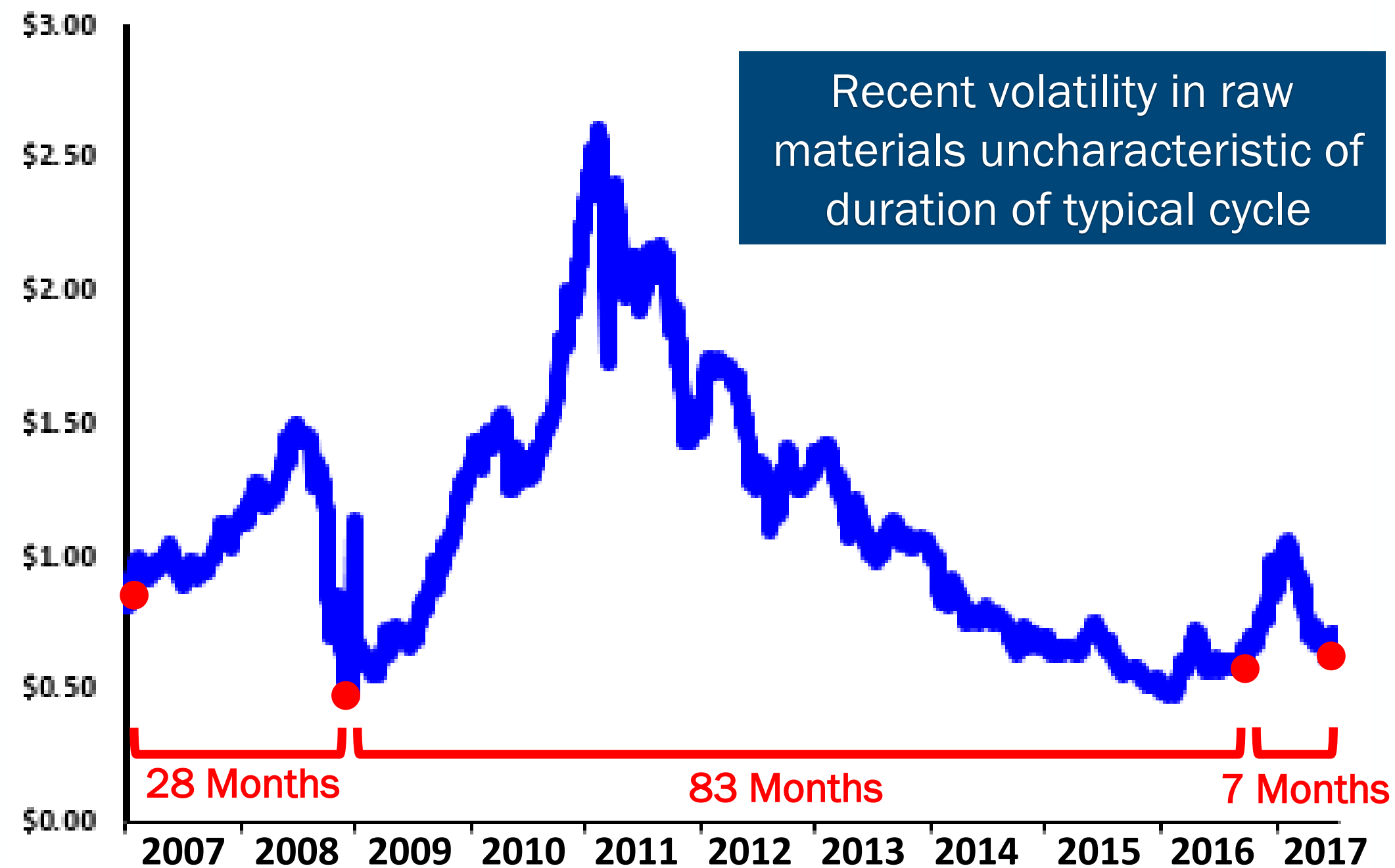
Goodyear pricing as planned, however industry pricing lower

(a) Change in average Goodyear U.S. revenue per tire versus December 2016 (at constant mix).

(b) Source: Change in U.S. Bureau of Labor Statistics Producer Price Index (PPI) versus December 2016 - Tire manufacturing (except retreading) as of July 13, 2017.

Raw Material Spot Prices

(using Natural Rubber TSR20 \$/lb as example)



Goodyear P/L Impact of Raws in 2017

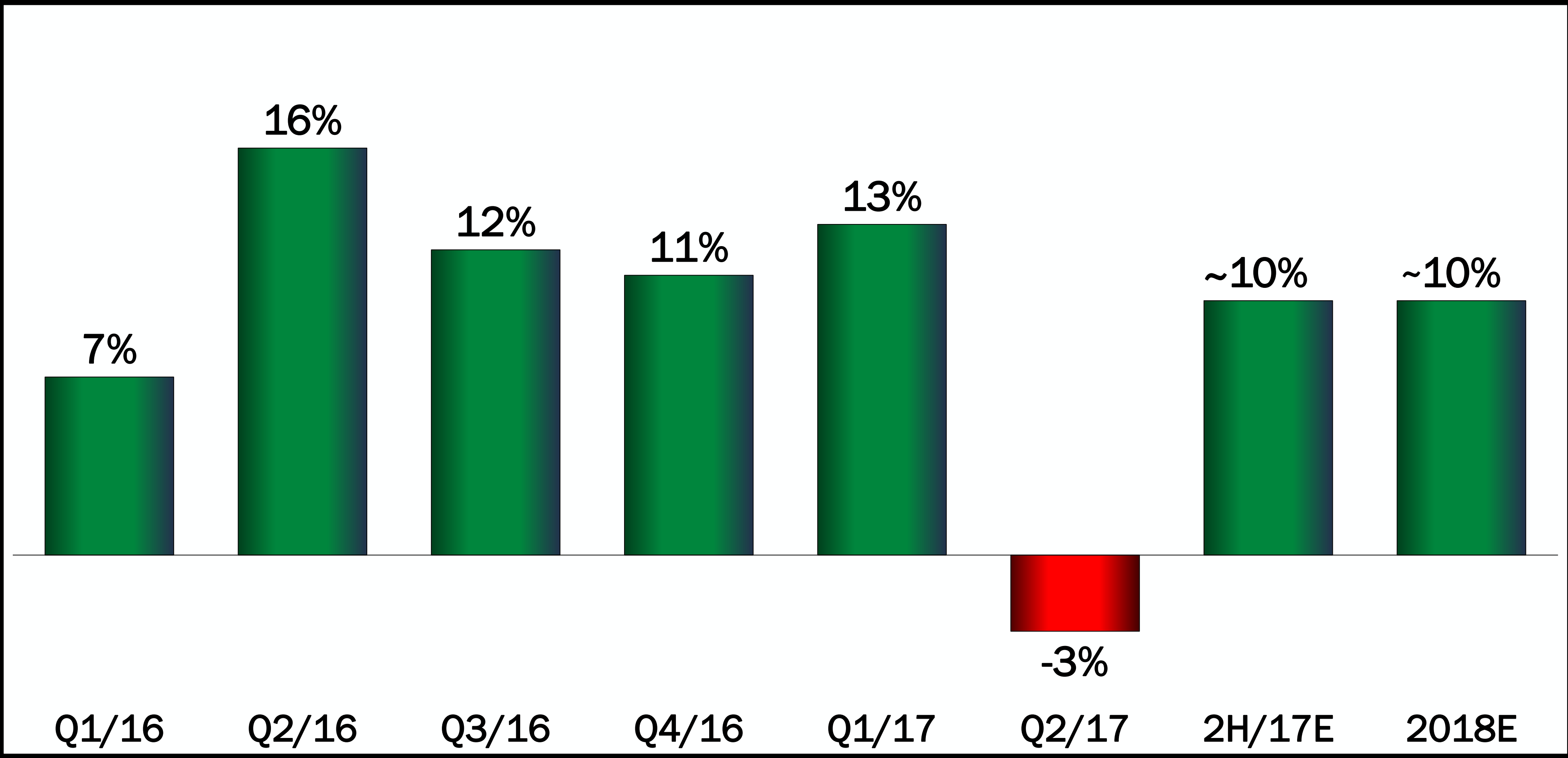


Other Factors

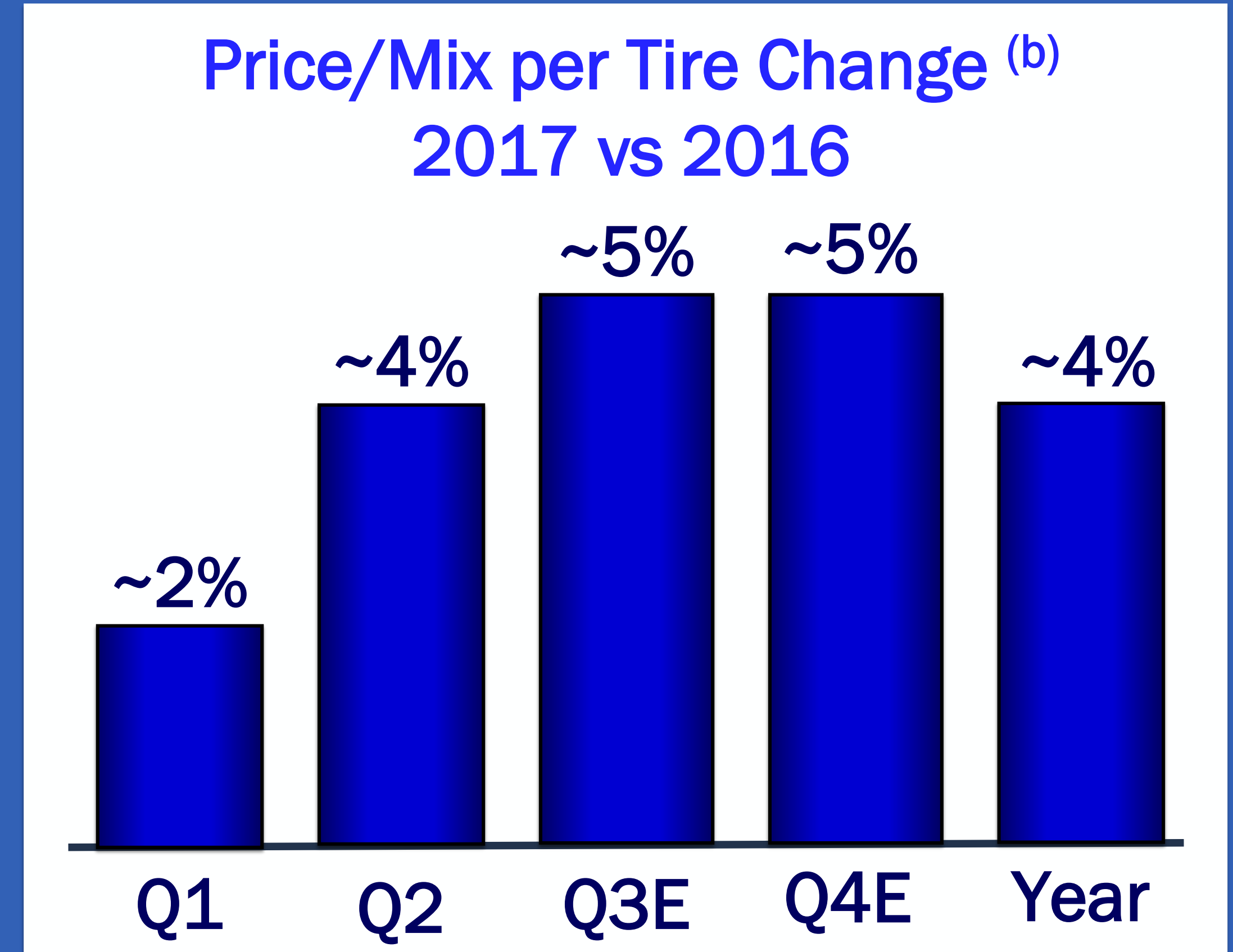
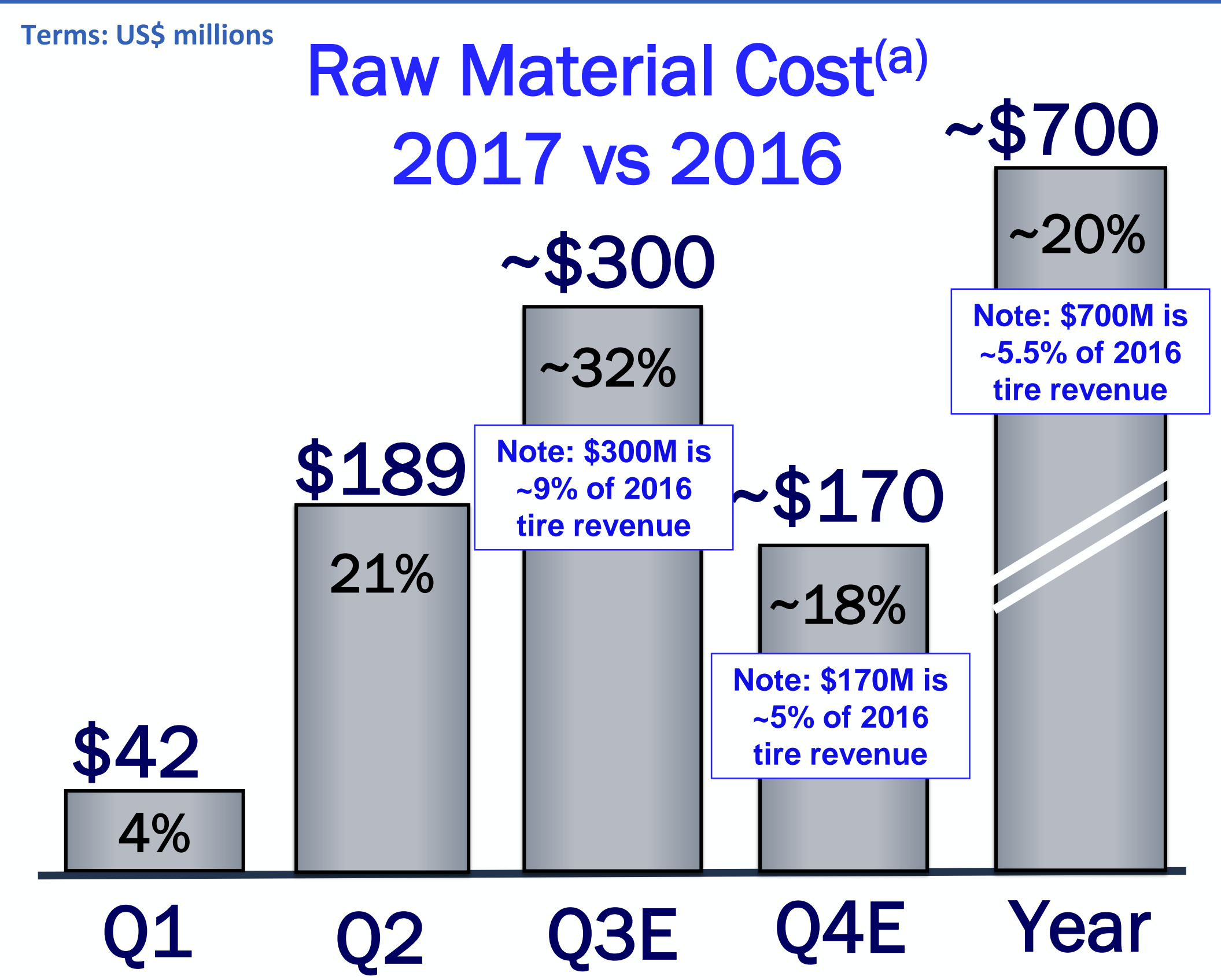
- U.S. consumer replacement industry in 1H ~flat; sellout down ~2%
 - Higher level of inventory in the channels during Q2 following Q1 pre-buy
- U.S. OE industry down 4% through June

Complex environment in first half driven by combination of factors

Global Goodyear ≥ 17 " Consumer Replacement Sales vs Prior Year



While our ≥ 17 " segment was temporarily impacted in the complex environment, we remain confident going forward

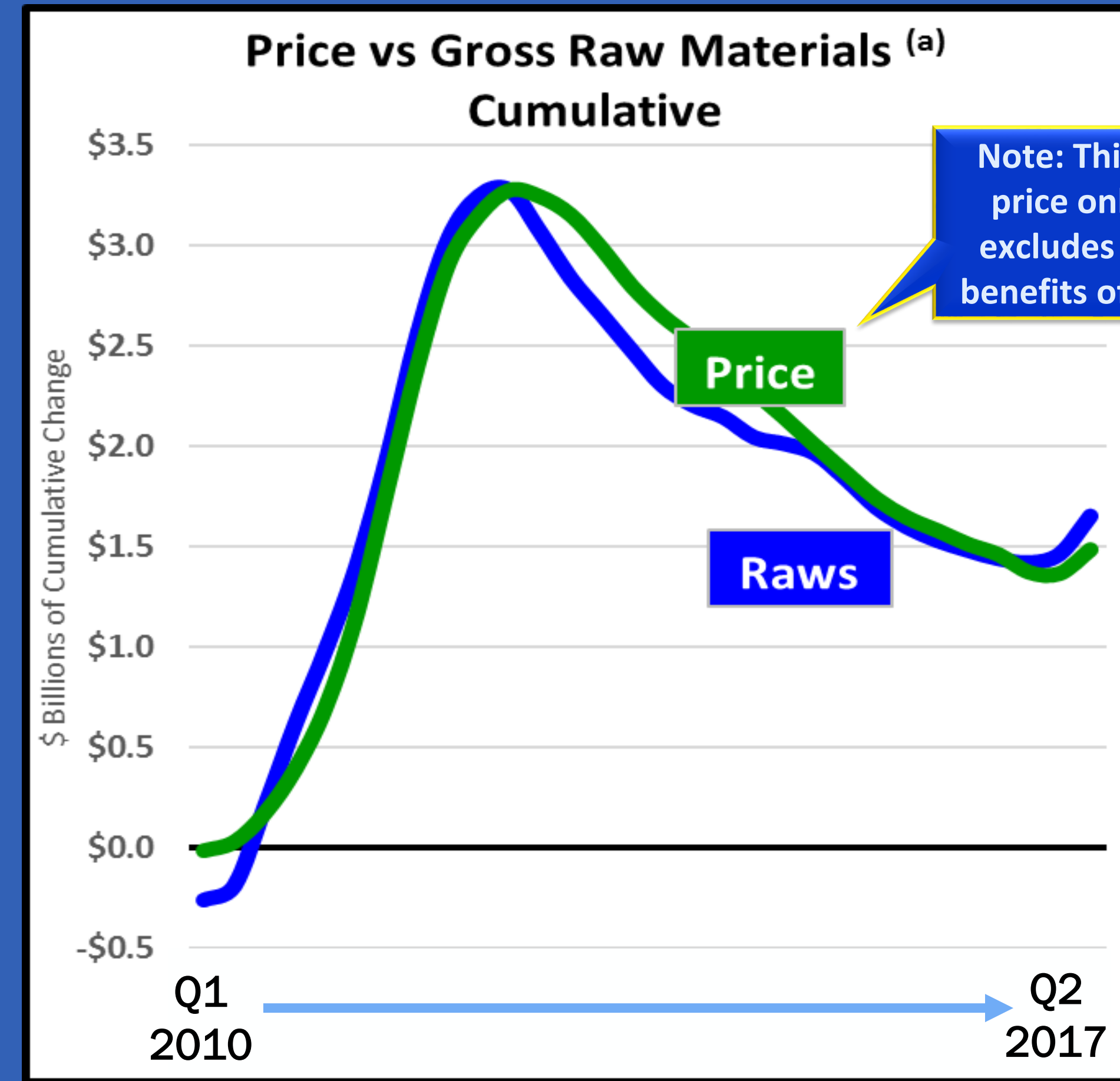
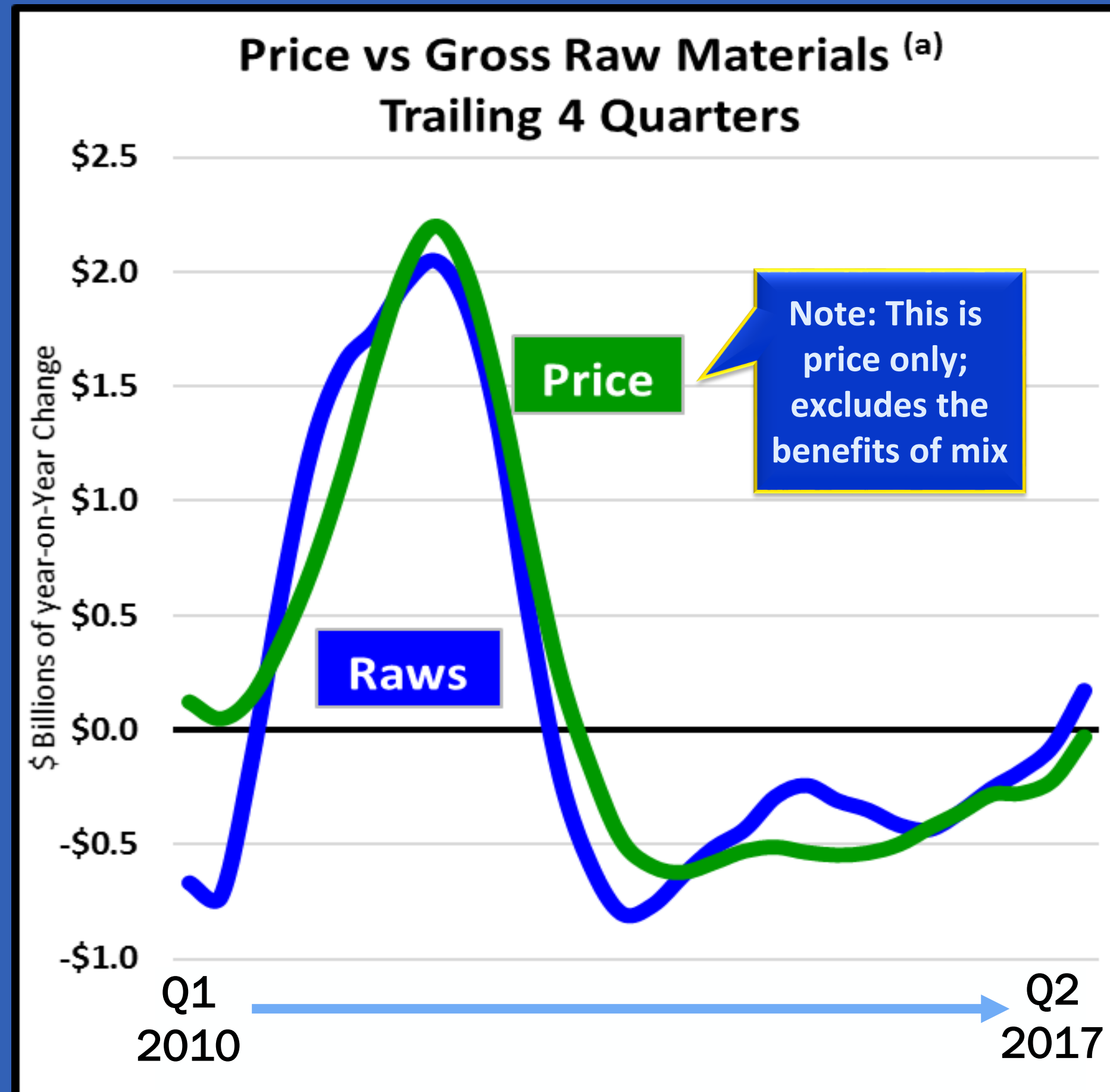


Continue to improve Price/Mix to address higher raw material costs

(a) Impact to cost of goods sold before raw material cost saving measures

(b) Full year 2016 tire revenue was ~87% of total revenue. Revenue was adjusted to 2017 volumes and to exclude the impact of currency.

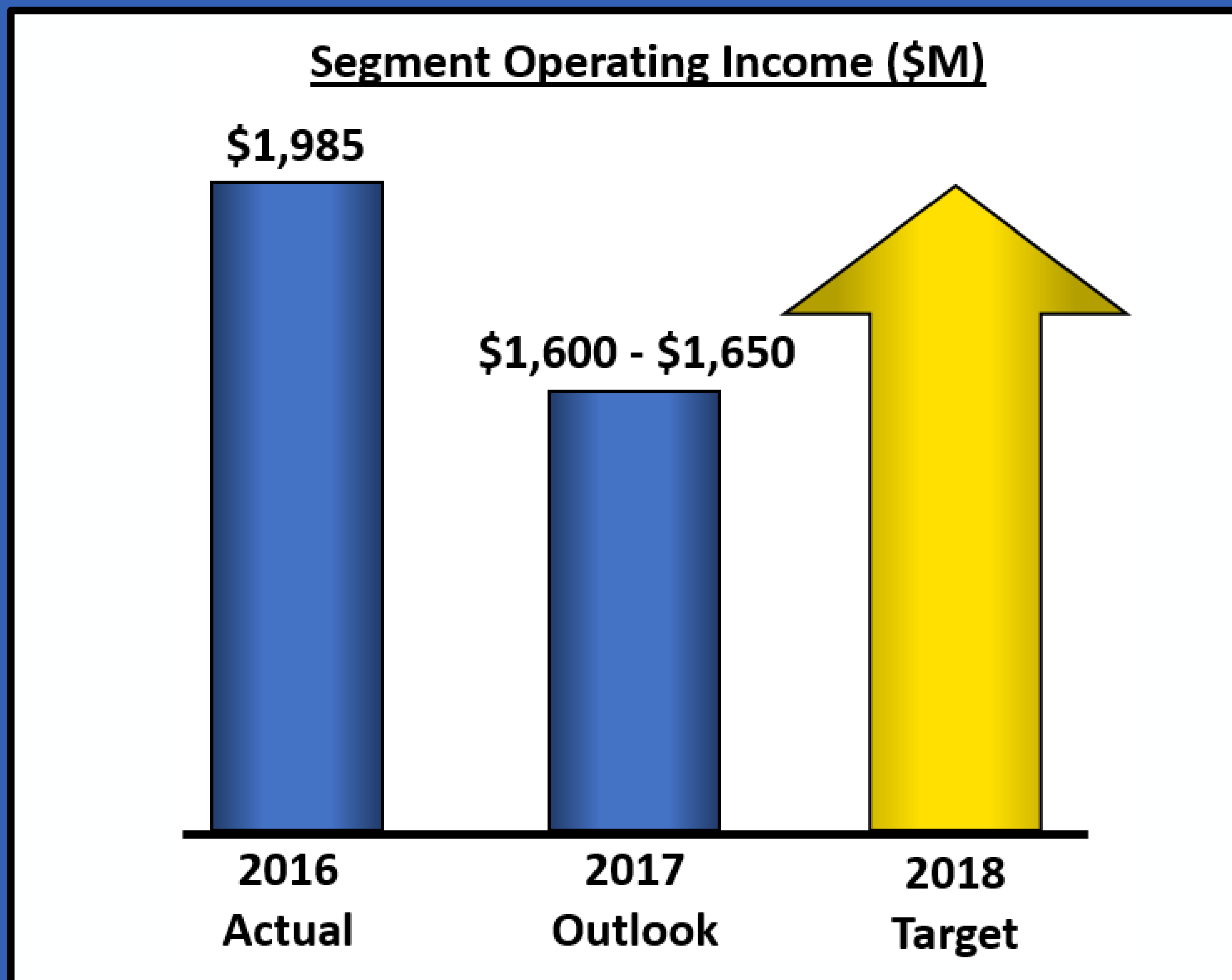
Margins: Our Confidence



While not always in a calendar year, history has shown that we are able to protect absolute margin dollars during periods of rising & falling raw material costs

(a) Raw Materials are changes versus prior year and excludes raw material cost savings; all data excludes Venezuela.

Segment Operating Income Trend (a)



2018 Positive SOI Drivers

• Continued Volume Growth Primarily in Consumer ≥ 17-inch	\$125M - \$175M
• Improved Unabsorbed Overhead	\$45M - \$65M
• Price / Mix vs Raws	\$175M - \$225M
• Net Cost Savings	\$115M - \$140M
• EMEA Cost Savings	~\$45M

Positive SOI drivers in 2018 leading to strong recovery

(a) For additional drivers and risk factors see Appendix on page 22. For information on our use of non-GAAP financial measures, including forward-looking non-GAAP financial measures, see Appendix on page 26.

Second Quarter 2017 Income Statement



Terms: US\$ millions
(except EPS)

	Three Months Ended		
	June 30, 2017	June 30, 2016	Change
Units	37.4	41.5	(10)%
Net Sales	\$ 3,686	\$ 3,879	(5)%
<i>Gross Margin</i>	24.3%	27.5%	(3.2) pts
SAG	\$ 583	\$ 593	(2)%
Segment Operating Income ^(a)	\$ 361	\$ 531	(32)%
<i>Segment Operating Margin^(a)</i>	9.8%	13.7%	(3.9) pts
Goodyear Net Income	\$ 147	\$ 202	
Goodyear Net Income Per Share			
<i>Weighted Average Shares Outstanding</i>	252	264	
Basic	\$ 0.58	\$ 0.76	
<i>Weighted Average Shares Outstanding - Diluted</i>	256	268	
Diluted	\$ 0.58	\$ 0.75	
Cash Dividends Declared Per Common Share	\$ 0.10	\$ 0.07	
Adjusted Diluted Earnings Per Share ^(b)	\$ 0.70	\$ 1.16	

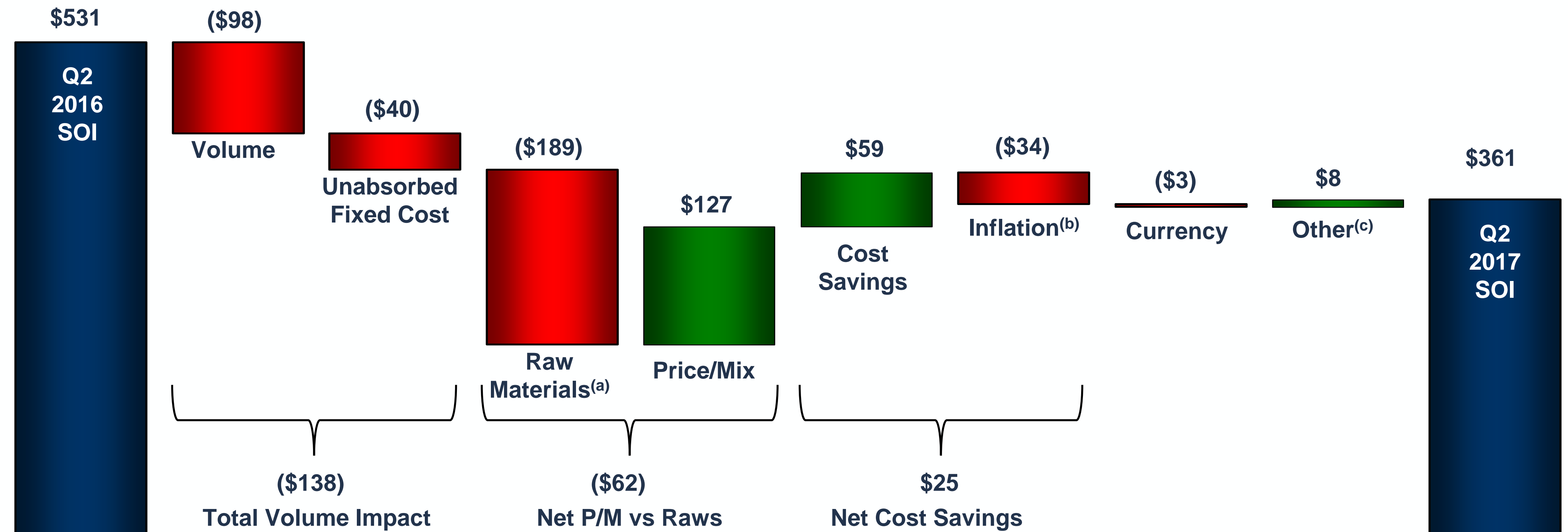
(a) See Segment Operating Income and Margin reconciliation in Appendix on page 29.

(b) See Adjusted Diluted Earnings Per Share reconciliation in Appendix on pages 27 and 28.

Second Quarter 2017 Segment Operating Results



Terms: US\$ millions



(a) Raw material variance of (\$189) million excludes raw material cost saving measures of \$23 million, which are included in Cost Savings.

(b) Estimated impact of inflation (wages, utilities, energy, transportation and other).

(c) Includes the favorable impact from the non-recurrence of the \$24 million 2Q 2016 intracompany profit elimination adjustment, partially offset by the unfavorable impact of other tire related businesses.

Second Quarter 2017 Balance Sheet



Terms: US\$ millions

	June 30, 2017	March 31, 2017	December 31, 2016	June 30, 2016
Cash and Cash equivalents	\$ 903	\$ 961	\$ 1,132	\$ 1,138
Accounts receivable	2,309	2,270	1,769	2,475
Inventories	3,184	2,845	2,627	2,686
Accounts payable - trade	(2,774)	(2,631)	(2,589)	(2,643)
Working capital ^(a)	<u>\$ 2,719</u>	<u>\$ 2,484</u>	<u>\$ 1,807</u>	<u>\$ 2,518</u>
Total debt ^(b)	\$ 6,076	\$ 5,933	\$ 5,479	\$ 6,236
Net debt ^(b)	\$ 5,173	\$ 4,972	\$ 4,347	\$ 5,098

(a) Working capital represents accounts receivable and inventories, less accounts payable – trade.

(b) See Total Debt and Net Debt reconciliation in Appendix on page 30.

Second Quarter 2017 Free Cash Flow



Terms: US\$ millions

	Three Months Ended June 30,		Trailing Twelve Months Ended June 30, 2017
	2017	2016 ^(b)	
Net Income	\$ 154	\$ 208	\$ 1,210
Depreciation and Amortization	202	181	759
Change in Working Capital	(166)	(75)	(193)
Pension Expense	23	17	81
Pension Contributions and Direct Payments	(20)	(23)	(86)
Provision for Deferred Income Taxes	5	41	(271)
Rationalization Payments	(36)	(28)	(88)
Other ^(a)	(61)	(16)	27
Cash Flow from Operating Activities (GAAP)	\$ 101	\$ 305	\$ 1,439
Capital Expenditures	(226)	(213)	(1,027)
Free Cash Flow (non-GAAP)	\$ (125)	\$ 92	\$ 412

(a) Other includes amortization and write-off of debt issuance costs, net pension curtailments and settlements, net rationalization charges, net (gains) losses on asset sales, compensation and benefits less pension expense, other current liabilities, and other assets and liabilities.

(b) Recasted for the new guidance on the classification of debt premiums and restricted cash.

Second Quarter 2017 - Segment Results Americas



Terms: US\$ millions
Units in millions

Second Quarter

	<u>2017</u>	<u>2016</u>	<u>Change</u>
Units	17.1	18.8	(9.2%)
Net Sales	\$2,029	\$2,090	(2.9%)
Operating Income	\$213	\$291	(26.8%)
Margin	10.5%	13.9%	

- Volume decline driven by U.S. consumer replacement, OE
- Sequential improvement in U.S. commercial truck volume
- Brazil volume stable
- Operating income decline driven by lower volume and under-absorbed overhead

Second Quarter 2017 - Segment Results Europe, Middle East & Africa



Terms: US\$ millions
Units in millions

Second Quarter

	<u>2017</u>	<u>2016</u>	<u>Change</u>
Units	13.0	15.4	(15.8%)
Net Sales	\$1,114	\$1,261	(11.7%)
Operating Income	\$77	\$148	(48.0%)
Margin	6.9%	11.7%	

- Volume decline driven by summer consumer replacement, OE
- Operating income decline driven by volume and OE RMI lag
- Philippsburg, Germany plant closure complete

Second Quarter 2017 - Segment Results Asia Pacific



Terms: US\$ millions
Units in millions

Second Quarter

	<u>2017</u>	<u>2016</u>	<u>Change</u>
Units	7.3	7.3	(0.7%)
Net Sales	\$543	\$528	2.8%
Operating Income	\$71	\$92	(22.8%)
Margin	13.1%	17.4%	

- Volume ~flat vs prior year
- Total OE +2%
- Consumer replacement +1%
- Operating income decline driven by OE RMI lag

2017 Key Segment Operating Income Drivers ^(a)



Driver	April Outlook 2017 vs 2016	Current Outlook 2017 vs 2016	Comments
Global Volume	~Flat	~(3.5%)	Disciplined volume execution; Expecting positive volume trends in Q4
Net Price/Mix vs Raw Materials	~\$25 million	~(\$175) million	Negative P/M vs raws continues into Q3, improving to neutral in Q4
Overhead Absorption	~(\$85) million	~(\$155) million	Impact of lower volume in 1 st half; Q3 similar to Q2
Cost Savings vs Inflation	~\$140 million	~\$140 million	No change
Foreign Exchange	~(\$30) million	~Flat	Based on current spot rates
Other	~(\$50) million	~(\$30) million	Lower incentive compensation

Expecting 2017 SOI of \$1.60 to \$1.65 billion

(a) For information on our use of non-GAAP financial measures, including forward-looking non-GAAP financial measures, see Appendix on page 26.

2017 Outlook – Other Financial Assumptions



	Current 2017 FY Assumption
Interest Expense	\$340 - \$365 million
Financing Fees	~\$35 million
Income Tax	Expense: ~30% of global pre-tax operating income; Cash: ~15% of global pre-tax operating income
Depreciation & Amortization	~\$750 million
Global Pension Expense	\$75 - \$100 million
Global Pension Cash Contributions	\$50 - \$75 million
Working Capital	Use of ~\$150 million
Capital Expenditures	~\$800 - \$900 million; Driving ≥ 17 " growth in volume & mix
Restructuring Payments	~\$225 million
Corporate Other	~\$140 million

OUR GOAL

DELIVER SUSTAINABLE REVENUE AND PROFIT GROWTH WHILE INCREASING THE VALUE OF OUR BRAND

HOW WE'LL WIN

INNOVATION EXCELLENCE

Develop great products and services that anticipate and respond to the needs of consumers



SALES & MARKETING EXCELLENCE

Build the value of our brand, help our customers win in their markets, and become consumers' preferred choice

OPERATIONAL EXCELLENCE

Relentlessly improve our quality and efficiency to deliver the right tire, to the right place, at the right time for the right cost

Winning at the intersection is the key to success

HOW WE'LL WORK

ACT WITH INTEGRITY

Build trust and earn the confidence of others through honesty and respect – Protect Our Good Name

ENERGIZE THE TEAM

Create an environment where associates are inspired by work, wellness and serving their communities

PROMOTE COLLABORATION

Connect associates globally and encourage open discussion to meet objectives

BE AGILE

Embrace change and act with speed and purpose

DELIVER RESULTS

Anticipate challenges, seize opportunities and make courageous decisions

Engage and enable associates to realize their full potential

WHERE WE'LL FOCUS

CONSUMER EXPERIENCE

Make Goodyear easy to buy, own, and recommend

CUSTOMER SERVICE

Collaborate with customers to be a great supplier

QUALITY

Deliver industry best products, processes, and programs

HIGH-VALUE SEGMENTS

Compete where we capture the full value of our brand

MASTERING COMPLEXITY

Manage the necessary; eliminate the unneeded

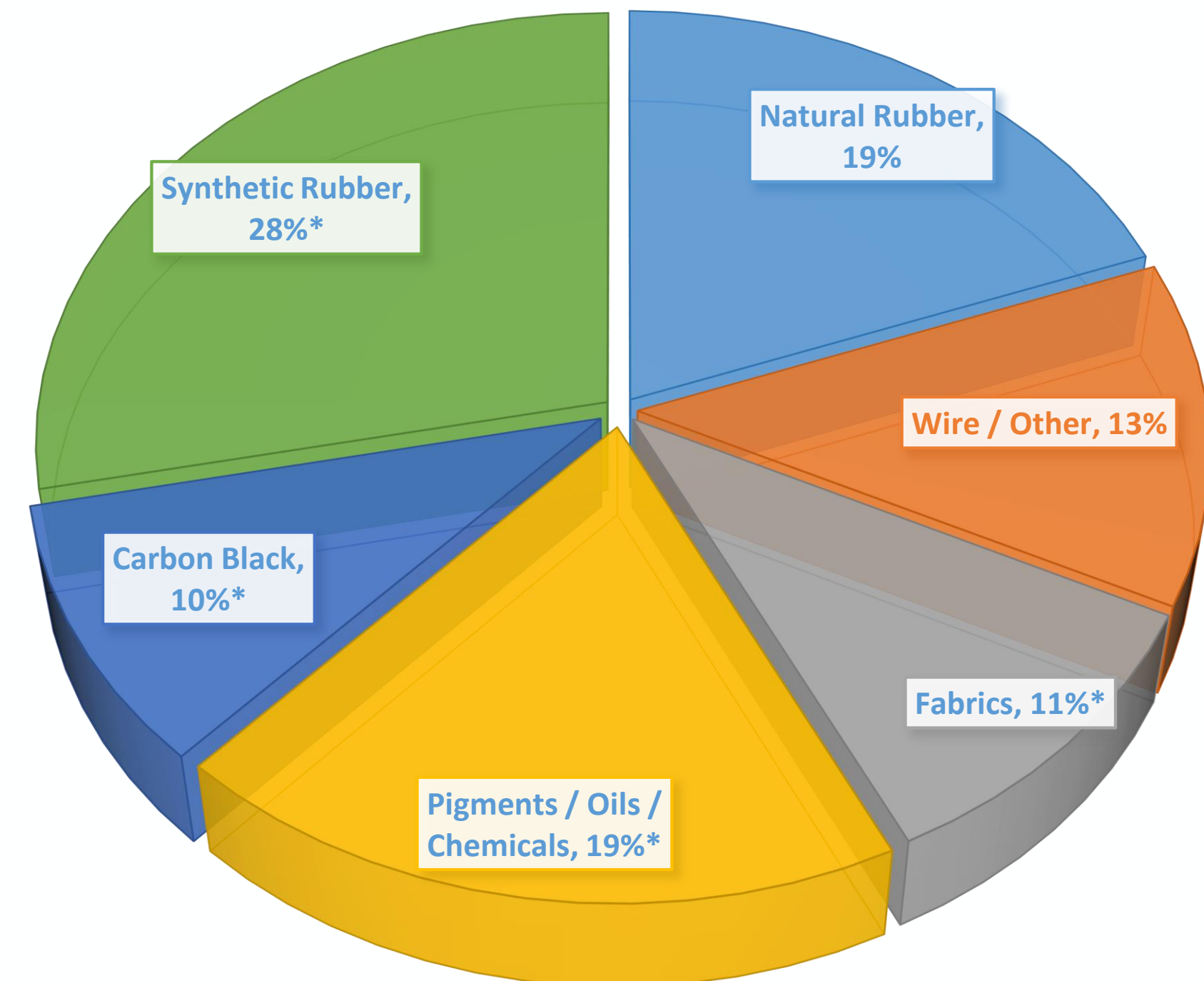
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Appendix

- ✓ Raw materials are ~40% of tire COGS
- ✓ ~65% of raw materials are influenced by oil prices
 - P&L impact lags spot rates by 1-2 quarters depending on commodity
- ✓ ~60% of raw materials are purchased in USD
- ✓ Customer agreements indexed to raw materials
 - OE customers
 - Certain large Commercial fleets
 - OTR customers

Global Raw Material Spend

FY 2016



*Petrochemical based

Recent increases in commodity prices will be an ~20% headwind to 2017 raw material costs

Key drivers

- ✓ Moderate global industry growth, including:
 - Above market growth in ≥ 17 "
 - Emerging markets growth
- ✓ Goodyear volume growth of 20 million units, primarily in ≥ 17 "
- ✓ Price/mix supported by innovation
- ✓ Achieve cost savings and unabsorbed fixed cost recovery
- ✓ Deliver on high-return investments

Risk Factors

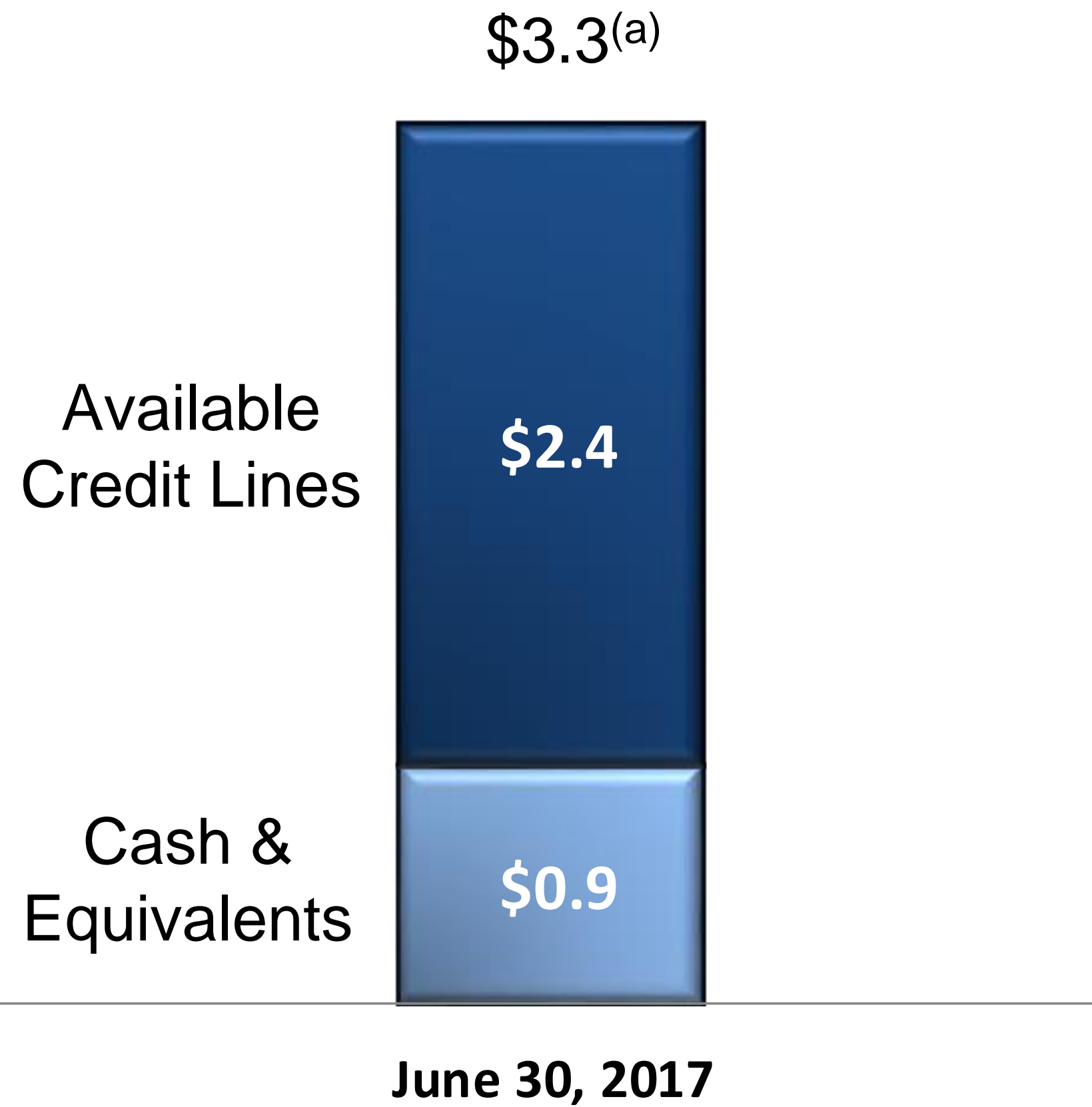
- ✓ Economic environment
 - Significant weakness in key markets
- ✓ Raw materials
 - Timing of cost increases
 - Availability of select materials
- ✓ Higher wages and general inflation
 - Further cost savings may be required

Execution required, risks need to be managed

Second Quarter 2017 – Liquidity Profile



Terms: US\$ billions

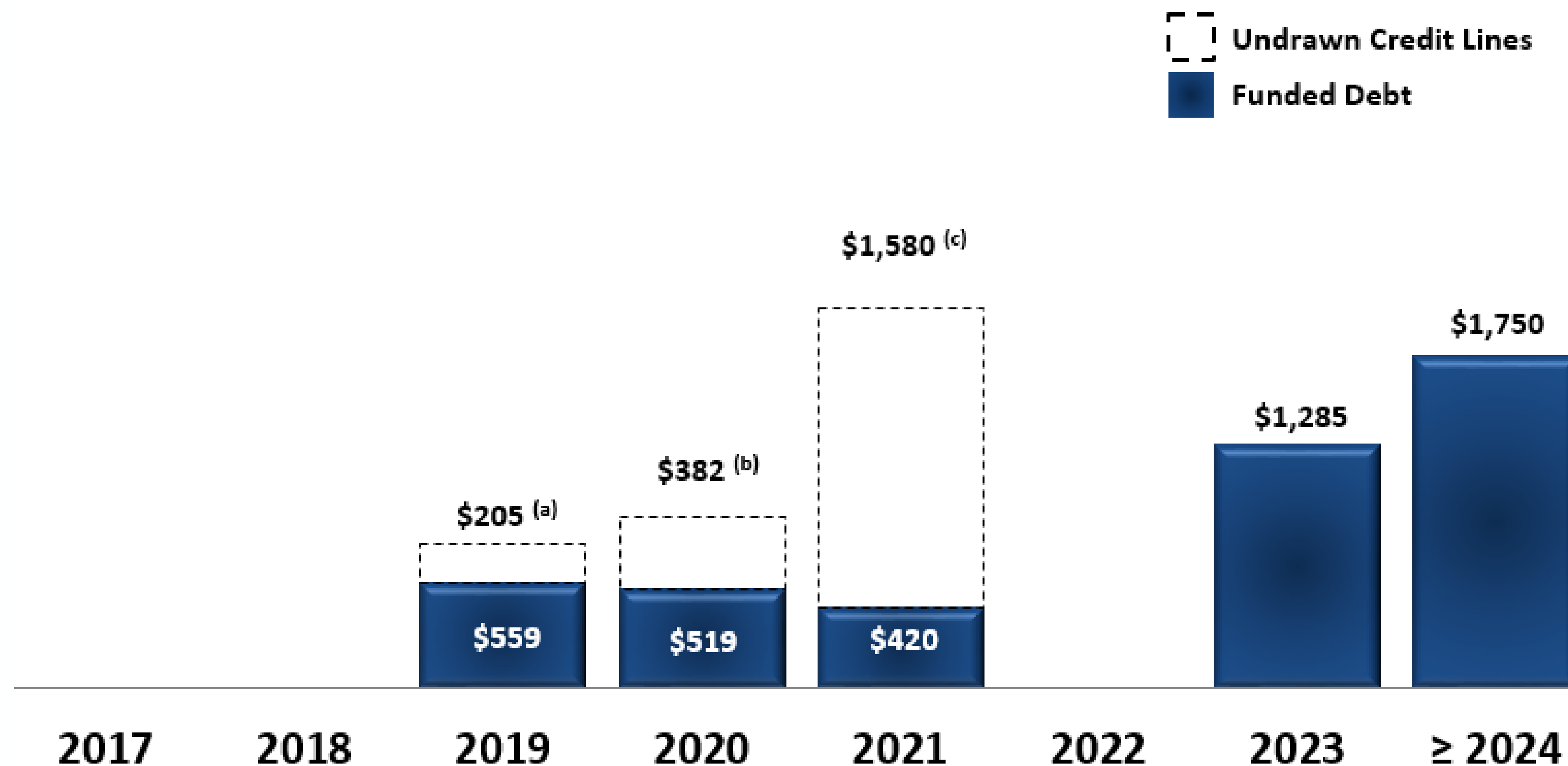


(a) Total liquidity comprised of \$903 million of cash and cash equivalents, as well as \$2,440 million of unused availability under various credit agreements.

Second Quarter 2017 – Maturity Schedule



Terms: US\$ million:



Note: Based on June 30, 2017 balance sheet values and excludes notes payable, capital leases and other domestic and foreign debt.

(a) At June 30, 2017 the amounts available and utilized under the Pan-European securitization program totaled \$160 million (€140 million).

(b) At June 30, 2017 there were \$245 million (€215 million) of borrowings outstanding under the €550 million European revolving credit facility and no letters of credit were issued.

(c) At June 30, 2017 our borrowing base, and therefore our availability, under the U.S. revolving credit facility was \$348 million below the facility's stated amount of \$2.0 billion.

At June 30, 2017 we had \$420 million of borrowings and \$37 million of letters of credit were issued.

2017 Full-Year Industry Outlook



	Full-Year 2017 Guidance	
	United States	Western Europe ^(a)
Consumer Replacement	~(1) – 1%	~Flat – 1%
Consumer OE	~(4) – (5)%	~Flat
Commercial Replacement	~Flat – 1%	~2%
Commercial OE	~3 – 4%	~2%

(a) For replacement, Western Europe is Europol and Turkey. For OE, Western Europe is total EMEA.

Use of Historical and Forward-Looking Non-GAAP Financial Measures



This presentation contains historical and forward-looking non-GAAP financial measures, including Total Segment Operating Income and Margin, Free Cash Flow, Adjusted Net Income and Adjusted Diluted Earnings Per Share (EPS), which are important financial measures for the company but are not financial measures defined by U.S. GAAP, and should not be construed as alternatives to corresponding financial measures presented in accordance with U.S. GAAP.

Total Segment Operating Income is the sum of the individual strategic business units' (SBUs') Segment Operating Income as determined in accordance with U.S. GAAP. Total Segment Operating Margin is Total Segment Operating Income divided by Net Sales as determined in accordance with U.S. GAAP. Management believes that Total Segment Operating Income and Margin are useful because they represent the aggregate value of income created by the company's SBUs and exclude items not directly related to the SBUs for performance evaluation purposes. The most directly comparable U.S. GAAP financial measures to Total Segment Operating Income and Margin are Goodyear Net Income and Return on Sales (which is calculated by dividing Goodyear Net Income by Net Sales).

Free Cash Flow is the company's Cash Flows from Operating Activities as determined in accordance with U.S. GAAP, less capital expenditures. Management believes that Free Cash Flow is useful because it represents the cash generating capability of the company's ongoing operations, after taking into consideration capital expenditures necessary to maintain its business and pursue growth opportunities. The most directly comparable U.S. GAAP financial measure is Cash Flows from Operating Activities.

Adjusted Net Income is Goodyear Net Income as determined in accordance with U.S. GAAP adjusted for certain significant items. Adjusted Diluted EPS is the company's Adjusted Net Income divided by Weighted Average Shares Outstanding-Diluted as determined in accordance with U.S. GAAP. Management believes that Adjusted Net Income and Adjusted Diluted EPS are useful because they represent how management reviews the operating results of the company excluding the impacts of rationalizations, asset write-offs, accelerated depreciation, asset sales and certain other significant items.

It should be noted that other companies may calculate similarly-titled non-GAAP financial measures differently and, as a result, the measures presented herein may not be comparable to such similarly-titled measures reported by other companies.

We are unable to present a quantitative reconciliation of our forward-looking non-GAAP financial measures, other than Free Cash Flow, to the most directly comparable U.S. GAAP financial measures because management cannot reliably predict all of the necessary components of those U.S. GAAP financial measures without unreasonable effort. Those forward-looking non-GAAP financial measures, or components thereof, would be reconciled to Goodyear Net Income, which includes several significant items that are not included in the comparable non-GAAP financial measures, such as rationalization charges, other (income) expense, pension curtailments and settlements, and income taxes. The decisions and events that typically lead to the recognition of these and other similar non-GAAP adjustments, such as a decision to exit part of our business, acquisitions and dispositions, foreign currency exchange gains and losses, financing fees, actions taken to manage our pension liabilities, and the recording or release of tax valuation allowances, are inherently unpredictable as to if or when they may occur. The inability to provide a reconciliation is due to that unpredictability and the related difficulty in assessing the potential financial impact of the non-GAAP adjustments. For the same reasons, we are unable to address the probable significance of the unavailable information, which could be material to our future financial results.

Second Quarter 2017 Significant Items



(After Tax and Minority Interest)

Terms: US\$ millions,
(except EPS)

	As Reported	Rationalizations, Asset Write-offs, and Accelerated Depreciation	Debt Redemption Charges	Asset Sales	Discrete Tax Items	As Adjusted
Net Sales	\$ 3,686	\$ -	\$ -	\$ -	\$ -	\$ 3,686
Cost of Goods Sold	2,792	(21)	-	-	2	2,773
Gross Margin	894	21	-	-	(2)	913
SAG	583	-	-	-	-	583
Rationalizations	27	(27)	-	-	-	-
Interest Expense	89	-	(6)	-	-	83
Other (Income) Expense	5	-	(25)	12	3	(5)
Pre-tax Income	190	48	31	(12)	(5)	252
Taxes	36	12	12	-	8	68
Minority Interest	7	-	-	-	-	7
Goodyear Net Income	\$ 147	\$ 36	\$ 19	\$ (12)	\$ (13)	\$ 177
EPS	\$ 0.58	\$ 0.14	\$ 0.07	\$ (0.04)	\$ (0.05)	\$ 0.70

Second Quarter 2016 Significant Items



(After Tax and Minority Interest)

Terms: US\$ millions,
(except EPS)

	As Reported	Rationalizations, Asset Write-offs, and Accelerated Depreciation	Debt Repayments	Americas Intracompany Profit Elimination Adjustment	Pension Settlement	Discrete Tax Items	Insurance Recovery - Discontinued Products	As Adjusted
Net Sales	\$ 3,879	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 3,879
Cost of Goods Sold	2,813	(5)	-	(24)	(14)	-	-	2,770
Gross Margin	1,066	5	-	24	14	-	-	1,109
SAG	593	-	-	-	-	-	-	593
Rationalizations	48	(48)	-	-	-	-	-	-
Interest Expense	104	-	(9)	-	-	-	-	95
Other (Income) Expense	20	-	(44)	-	-	-	4	(20)
Pre-tax Income	301	53	53	24	14	-	(4)	441
Taxes	93	4	19	9	-	(3)	(1)	121
Minority Interest	6	-	-	-	-	-	-	6
Goodyear Net Income	\$ 202	\$ 49	\$ 34	\$ 15	\$ 14	\$ 3	\$ (3)	\$ 314
EPS	\$ 0.75	\$ 0.18	\$ 0.12	\$ 0.06	\$ 0.05	\$ 0.01	\$ (0.01)	\$ 1.16

Reconciliation for Segment Operating Income/Margin



Terms: US\$ millions

	Three Months Ended		Twelve Months Ended
	June 30,		December 31,
	2017	2016	2016
Total Segment Operating Income	\$ 361	\$ 531	\$ 1,985
Rationalizations	(27)	(48)	(210)
Interest expense	(89)	(104)	(372)
Other income (expense)	(5)	(20)	10
Asset write-offs and accelerated depreciation	(21)	(5)	(20)
Corporate incentive compensation plans	(12)	(14)	(76)
Pension curtailments/settlements	-	(14)	(16)
Intercompany profit elimination	2	(3)	(2)
Retained expenses of divested operations	(3)	(5)	(18)
Other	(16)	(17)	(74)
Income before Income Taxes	\$ 190	\$ 301	\$ 1,207
United States and Foreign Tax Expense	36	93	(77)
Less: Minority Shareholders Net Income	7	6	20
Goodyear Net Income	\$ 147	\$ 202	\$ 1,264
Net Sales (as reported)	\$3,686	\$3,879	\$15,158
Return on Sales (as reported)	4.0%	5.2%	8.3%
Total Segment Operating Margin	9.8%	13.7%	13.1%

Reconciliation for Total Debt and Net Debt



Terms: US\$ millions

	June 30, 2017	March 31, 2017	December 31, 2016	June 30, 2016
Long-Term Debt and Capital Leases	\$ 5,403	\$ 5,257	\$ 4,798	\$ 5,745
Notes Payable and Overdrafts	238	217	245	145
Long-Term Debt and Capital Leases Due Within One Year	435	459	436	346
Total Debt	<u>\$ 6,076</u>	<u>\$ 5,933</u>	<u>\$ 5,479</u>	<u>\$ 6,236</u>
Less: Cash and Cash Equivalents	<u>903</u>	<u>961</u>	<u>1,132</u>	<u>1,138</u>
Net Debt	<u>\$ 5,173</u>	<u>\$ 4,972</u>	<u>\$ 4,347</u>	<u>\$ 5,098</u>

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