

### **INVESTOR PRESENTATION**



## Safe Harbor

Certain statements in this document regarding anticipated financial outcomes including earnings guidance, if any, business and market conditions, outlook and other similar statements relating to future events, developments or financial or operational performance or results of Rayonier Advanced Materials Inc. ("RYAM"), are "forward-looking statements" made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. These forward-looking statements are identified by the use of words such as "may," "will," "should," "expect," "estimate," "believe," "intend," "project," "anticipate" and other similar language. However, the absence of these or similar words or expressions does not mean that a statement is not forward-looking. While management believes that these forward-looking statements are reasonable when made, forward-looking statements are not guarantees of future performance or events and undue reliance should not be placed on these statements.

The following important factors, among others, could cause actual results or events to differ materially from those expressed in forward-looking statements that may have been made in this document: competitive pressures in the markets in which RYAM operates; risks associated with customer concentration, raw material and energy prices; risks associated with international operations; changes in global economic conditions; the Chinese dumping duties imposed on commodity viscose; litigation with the Altahama Riverkeeper; the effect of current and future environmental laws and regulations; potential impact of future tobacco-related restrictions; potential for additional pension contributions; labor relations; the effect of weather and other natural conditions; transportation cost and availability; the failure to attract and retain key personnel; the failure to develop new ideas and protect RYAM's intellectual property; uncertainties related to the availability of additional financing to RYAM in the future and the terms of such financing; risks associated with product liability claims; the inability to make or effectively integrate future acquisitions; RYAM's inability to engage in certain corporate transactions following its separation from Rayonier Inc. ("Rayonier"); any failure to realize expected benefits from such separation; risks associated with RYAM's debt obligations following such separation; and uncertainties relating to general economic, political, business, industry, regulatory and market conditions.

In addition, specifically with respect to the separation of RYAM from Rayonier, the following important factors, among others, could cause actual results to differ materially from those expressed in forward-looking statements that may have been made in this document: uncertainties as to the timing of the separation and whether it will be completed, the possibility that various closing conditions for the separation may not be satisfied or waived, the expected tax treatment of the separation, the impact of the separation on the businesses of Rayonier and RYAM, the ability of both companies to meet debt service requirements, the availability and terms of additional financing required by RYAM, and expectations of credit rating.

Additional factors are described in Rayonier's most recent Form 10-K and 10-Q, RYAM's Form 10, and other reports of Rayonier and RYAM on file with the Securities and Exchange Commission. Neither RYAM nor Rayonier assumes any obligation to update these statements except as is required by law.



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# **The Separation**

# **Strategic Rationale for the Separation**

#### Different Markets, Drivers and Value Creation Strategies

- Positions each best-in-class entity to continue to grow and deliver unique value creation strategies
  - Rayonier Improving housing market and economy, and strong export markets fuel growth
  - Advanced Materials Complete the ramp-up of high-value specialty product sales volumes

Separation will create two independent, industry-leading public companies

#### **Distinct Investment Identities**

- Two unique investment theses:
  - Leading pure-play timberland REITs with best-in-class assets, premium land portfolio and attractive dividend
  - High-value, pure-play specialty cellulose producer with leading margins and significant free cash flow generation

#### More Efficient Allocation of Capital

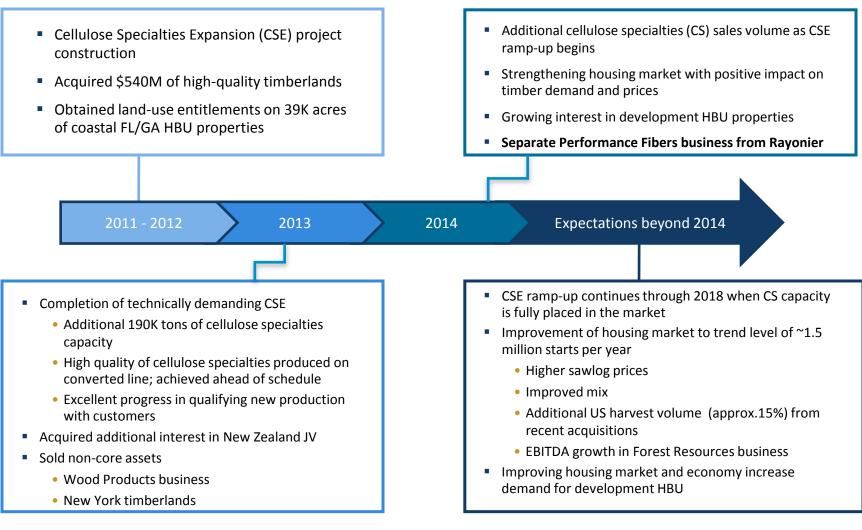
- Concentration of each company's financial resources solely on its operations
- Capital structure allows each company financial flexibility
- Each company can allocate capital in a more efficient manner best suited to its distinct priorities and strategies

#### Enhanced Strategic and Management Focus

- Enables management of both companies to focus on unique opportunities for longterm growth and profitability
  - Improves alignment of management and employee incentives with profitability and growth objectives



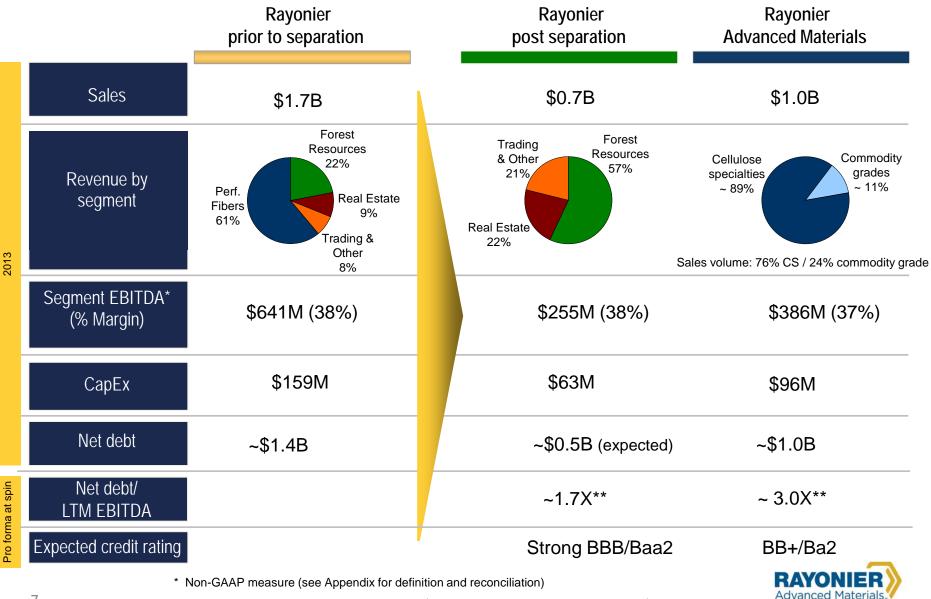
# **Optimal Timing for the Separation**





Optimal timing as both companies have strong growth prospects in years ahead

### **Two Companies with Strong Financial Profiles**



\*\* Assumes corporate expense for Rayonier of \$20M and Rayonier Advanced Materials, \$25M

### **Business Overview**

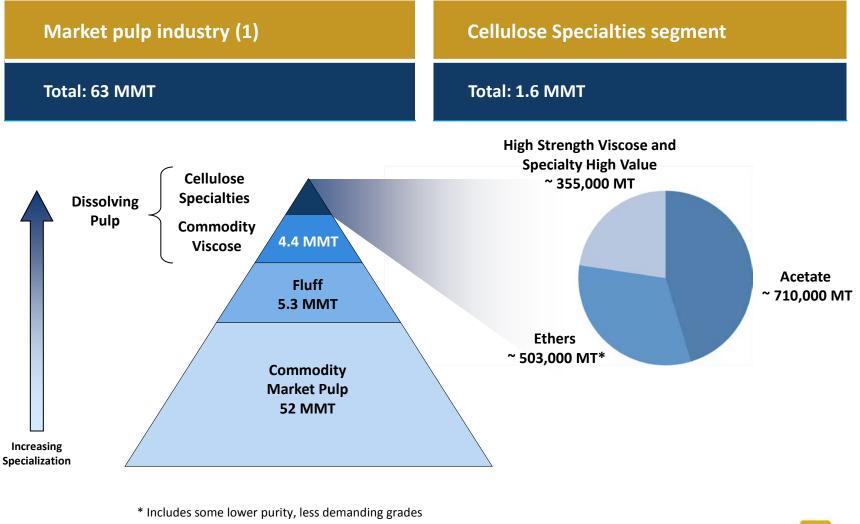
## **A Leader in Specialty Chemicals**

- Global leader across cellulose specialties ("CS") product portfolio
  - Greater than 2x sales volume versus competition: #1 in acetate / strong position in ethers and high-strength viscose/specialty
  - High purity product for technically demanding end uses
  - Extensive R&D capability, process knowledge and customer support
  - Customized products with demanding, lengthy customer qualification processes
- Intermediate specialty chemical producer primarily serving global chemical companies
  - Long-term customer relationships
  - Consistent and secure supply of RYAM cellulose specialties is critical to customers
- Operate two flexible, advanced manufacturing facilities in Southeast US
  - Facilities in Jesup, GA (520K tons) and Fernandina Beach, FL (155K tons)
  - Recent CSE expansion continues industry leadership
- Industry leading margins and cash flows
  - Over \$1 billion revenue business
  - Attractive ~ 30% EBITDA\* margins
  - Cash Flow From Operations in excess of \$255 million annually over the past three years



<sup>\*</sup> Represents Management Adjusted EBITDA, a non-GAAP measure, see Appendix for definition and reconciliation

### **Cellulose Specialties is a High-Value Product**



(1) Represents chemical (Kraft and Sulfite) pulp market

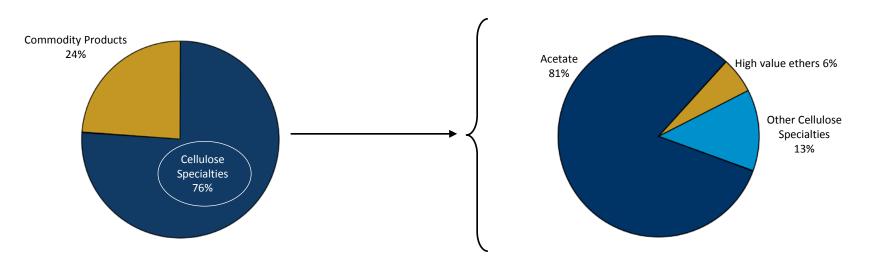


### **Production Focus on High End Cellulose Specialties**

**2013 Production Volumes** 

Advanced Materials: 643,000 MTs

Cellulose Specialties: 486,000 MTs





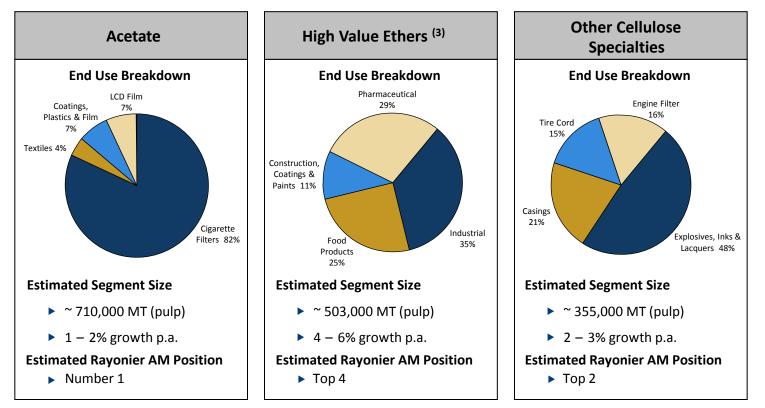




## **Global Leader Across Cellulose Specialties**

#### Global Cellulose Specialties End Use Breakdown <sup>(1)(2)</sup>

#### Global Market Demand Growing 3%, 45K-50K MT/Year

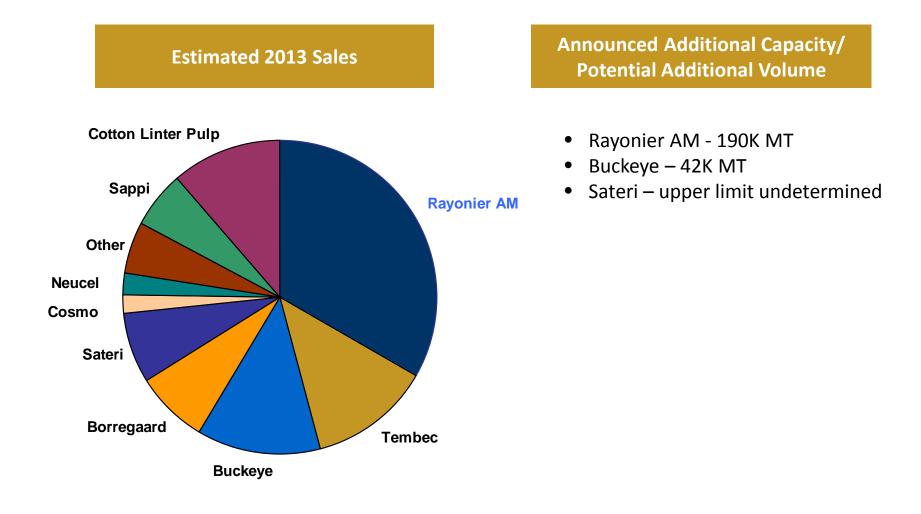


Source: Hawkins Wright, PCI Fibres, Markets and Markets, and company estimates

- (1) Data from 2012
- (2) Segment sizes include approximately 130,000 to 160,000 MT of Cotton Linter Pulps
- (3) Segment size includes 100,000 MT of microcrystalline cellulose



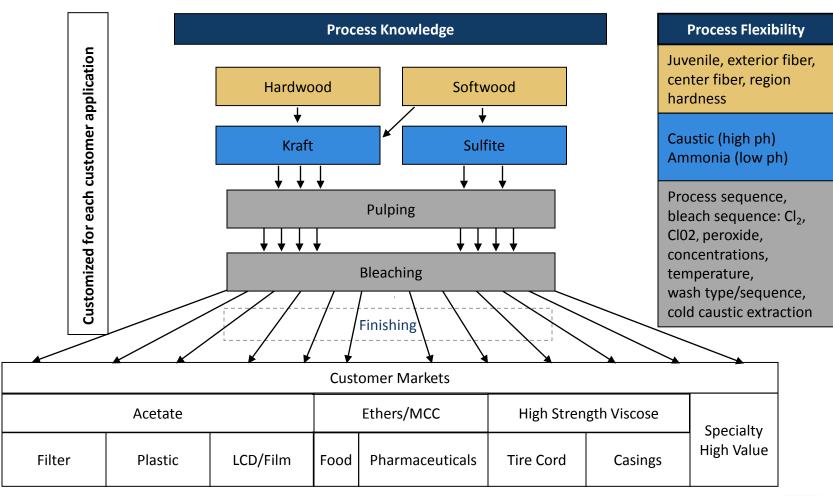
### **Rayonier Advanced Materials:** The Cellulose Specialties Standard Bearer





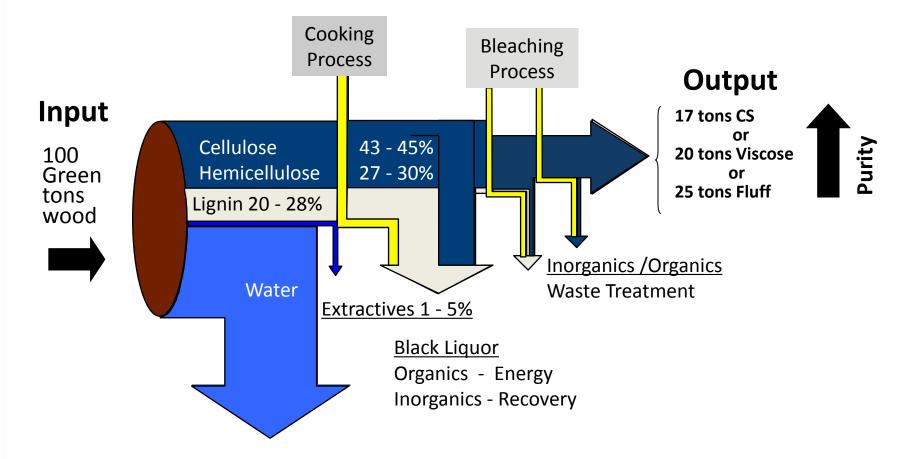
## **Technical Leadership in Cellulose Specialties**

### The "Rayonier Advanced Material Recipe"





## Turning Wood into a High-End Specialty Polymer A Natural Plastic





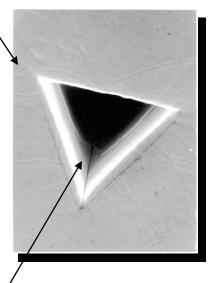
## **Purity is Critical to Customers**

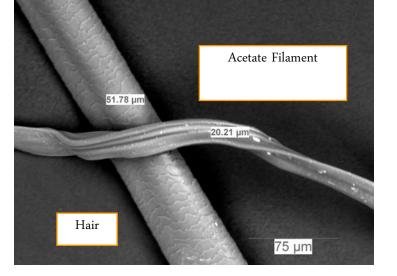
### Acetate Tow (Filter) Manufacturing Process



**Cigarette Filter Spinerette** 

Spinerette Hole (smaller than a human hair)





/ Potential for molecular buildup of impurities



# Low Cost, Flexible Manufacturing Facilities

#### Jesup, GA

- Kraft mill
- Three production lines
- 520,000 MT of capacity
- Ability to be dedicated CS producer; produces acetate, ethers and highstrength viscose
- Purchases 1.8 million tons of hardwood chips and 1.4 million tons of softwood chips annually
- Produces greater than 90 percent of energy required by mill

### Fernandina Beach, FL

- Sulfite mill
- One production line
- 155,000 MT of capacity
- Dedicated CS producer; acetate, ethers and high-strength viscose
- Purchases 900,000 tons of softwood chips annually
- Produces 100 percent of energy required by mill and sells excess power into the grid

Combined, these facilities produce more than 25 different grades of cellulose specialties



## World Class, Customer Focused R&D Effort

- Strong technical partnerships with our customers and their customers
  - Customer-driven research
  - Experienced scientists and engineers with leading expertise in cellulose chemistry
  - Comprehensive understanding of our customers' processes
    - Majority of relationships span several decades
  - Superior analytical capability and end-use testing capability
  - Trust in our confidentiality
- Ability to customize each product grade to meet the exacting requirements of a specific end use
- Pilot plant lines that simulate Jesup and Fernandina mill pulping and bleaching processes



## Leadership

#### Management

- Paul G. Boynton Chairman, President & CEO
- Jack Kriesel SVP, Performance Fibers
- Benson Woo SVP, Chief Financial Officer
- Frank Ruperto SVP, Corporate Development & Strategy
- Beth Johnson VP, Investor Relations & Planning

### **Board of Directors**

- Paul G. Boynton\* Chairman
- C. David Brown, II\* Lead Director
- De Lyle W. Bloomquist
- Mark E. Gaumond\*
- James F. Kirsch
- Lisa Palumbo
- James H. Miller\*
- Thomas I. Morgan\*
- Ronald Townsend\*



\* Current Rayonier Board members



## **Rayonier Advanced Materials Strategy**

- Strengthen global leadership position in cellulose specialties
  - Currently possess 2x the capacity and sales of next largest competitor
  - Differentiate through purity, consistency and technical expertise

#### Enhance strong relationships with key customer base

- Focus on meeting customer demand needs
- Deliver products customized precisely for demanding chemical applications

#### Drive growth and diversification

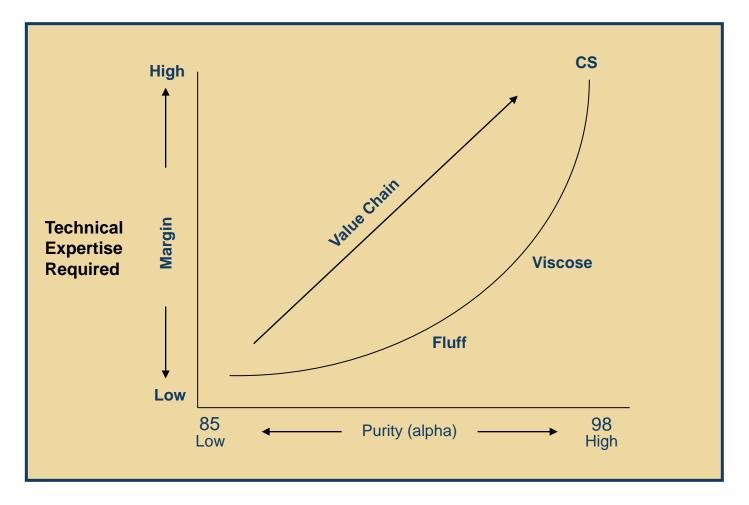
- Expand reach into adjacent markets
- Diversify portfolio through value-enhancing acquisitions

#### Focus on operational excellence to improve cost position

- Identify and drive cost savings opportunities
- Increase production efficiencies to enhance supply reliability



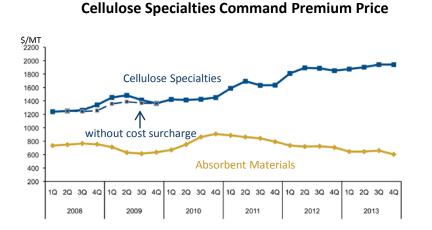
### Rayonier Advanced Materials CS Strategy Focused on Highest End of the Value Chain





## **CSE Expansion Focused on Strategic Growth**

- \$385 million to convert commodity capacity to CS in Jesup completed June 2013
  - Customer-driven project to support their growth
  - 260,000 MT absorbent materials converted to 190,000 MT CS
- Strategically attractive to Advanced Materials
  - Strengthens our industry leadership
  - Enables future CS growth
- Transition to CS as customer and market growth allows
  - Incremental 190,000 tons of CS production expected to increase EBITDA\*\* by \$150M based upon 2013 sales prices and costs, when fully sold (2018 target)



CSE completion June 2013 0% 2012 2013 2014 Est. 2018 Target\*



\* Does not include sales of off-grade product \*\* Non-GAAP measure (see Appendix for definition)

### **Financial Review**

# **Q1** Financial Highlights

(\$ in millions, except volumes)	Q1 2014	Q1 2013
CS price (\$ per MT)	\$1,823	\$1,874
CS sales volume (000s of MT)	113	132
Cellulose Specialties	206	247
Absorbent Materials	10	37
Commodity Viscose & Other	27	1
Total Sales	\$243	\$285
% Growth	(15%)	NA
Performance Fibers Segment EBITDA *	\$70	\$107
% Margin	29%	37%
Management Adjusted EBITDA *	\$64	\$101
% Margin	26%	35%

- Short term pricing softness due to transitional markets fueled by capacity additions, mostly from RYAM CSE
- Revenue Drivers
  - Pricing down 3% relative to the first quarter of 2013 or 6% relative to 2013 year end
  - New CS capacity outpacing consistently growing demand in short term
  - Planned extended maintenance for shutdown at the Jesup mill for boilers moved forward from 2015 had negative effects on shipments and volumes
- Cost Drivers
  - Wet weather affecting wood costs
  - Cold weather affecting fuel costs

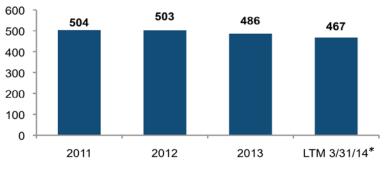


\* Non-GAAP measure (see Appendix for definition and reconciliation)

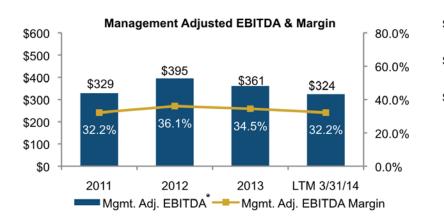
### **Financial Performance Highlights**

#### Revenues \$1,095 \$1,047 \$1,200 \$1,021 \$1,005 \$1,000 \$800 \$600 \$400 \$200 \$0 2011 2012 2013 LTM 3/31/14

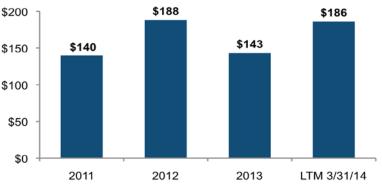
CS Sales Volume (000's of MT's)



\* LTM volume lower due to timing of extended shutdown in Q1'14







Note: Management Adjusted EBITDA and Adjusted Free Cash Flow are non-GAAP figures. See Appendix for reconciliations



(\$ in Millions)

# Attractive Capital Structure with Low-Cost, Long-Term Debt

(\$ in millions)

<u>Debt</u>	Interest Rate <sup>(1)</sup>	<u>Amount</u>	Cumulative Leverage	Term	
Revolving Credit Facility <sup>(2)</sup>	1.65%	\$	0.0x	5 years	
Term Loan A	1.65%	110	0.3x	5 years	
Farm Credit Term Loan	1.23% <sup>(3)</sup>	290	1.2x	7 years	
Senior Notes	5.5%	550	2.9x	10 years	
Total Debt		\$ 950	2.9x		
Q1 LTM Management Adj. EBITDA <sup>(4)</sup>		\$ 324			
Total Debt/EBITDA		2.9			

### Corporate Ratings of BB+ and Ba2

<sup>(1)</sup> 1 month LIBOR plus 1.08%

<sup>(2)</sup> \$250 million capacity (undrawn at closing)

<sup>(3)</sup> Net of 67 bps of patronage

<sup>(4)</sup> Non-GAAP measure (see Appendix for definition and reconciliations)



### **Key Financial Metrics**

	Year Ended December 31,			
(\$ in millions)	2011	2012	2013	
Tons sold (000s of MT)				
Cellulose specialties	504	503	486	
Commodity viscose / absorbent materials	227	214	157	
Sales				
Cellulose specialties	\$824	\$935	\$930	
Commodity viscose / absorbent materials / other	197	160	117	
Gross margin	\$323	\$379	\$333	
Gross margin percentage	32%	35%	32%	
Operating income	\$283	\$342	\$289	
Operating income margin	28%	31%	28%	
Management adjusted EBITDA *	\$329	\$395	\$361	
Management adjusted EBITDA margin	32%	36%	35%	
Capital expenditures	\$97	\$105	\$96	
Adjusted free cash flow *	140	188	143	

\* Non-GAAP measure (see Appendix for definition and reconciliation)



## **2014 Financial Guidance**

#### **RYN Performance Fibers Segment**

(\$ in millions)	<u>2013</u>	2014 Guidance
Sales	1,042	Comparable
CS Volumes (000s of MT) $^{(1)}$	486	↑ ~ 30
Operating Income <sup>(2)</sup>	311	↓ ~ 25%
Segment EBITDA (2)(3)	386	↓ ~ 15%
CapEx <sup>(4)</sup>	96	75 - 80
DD&A	75	85 - 90
Dividends <sup>(5)</sup>		\$.07 / Qtr, or \$.28 / annualized

<sup>(1)</sup> If targeted volumes are not realized, 2014 sales, operating income and EBITDA will be below guidance. Currently, incremental cellulose specialties volume is not under contract.

<sup>(2)</sup> Excludes corporate expenses. After the separation, normalized corporate expenses are expected to be \$25M for Rayonier Advanced Materials.

<sup>(3)</sup> Non-GAAP measure (see Appendix for definition and reconciliations)

<sup>(4)</sup> Additional capital spending in 2015 and 2016 for industrial boiler air emissions compliance

<sup>(5)</sup> Each Rayonier shareholder will receive one share of Rayonier Advanced Materials common stock for every three common shares of Rayonier.



# **Value Proposition**

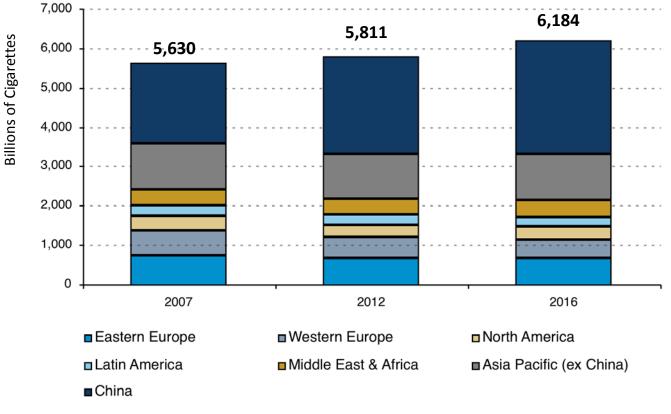
### **Attractive Shareholder Value Proposition**

- Best-in-class margins and cash flows with material upside as new capacity is absorbed and operational efficiency improves
- Completed investment in cellulose specialties expansion provides runway for significant future growth
- Attractive cash flows allow for rapid de-leveraging and increased financial flexibility
- World-class assets and strong financial position provide ability to pursue new growth opportunities
- Modest dividend with focus to enhance long-term ability to prudently return capital



# Appendix

### **Global Consumption Growing 1% – 1.5% Per Year**



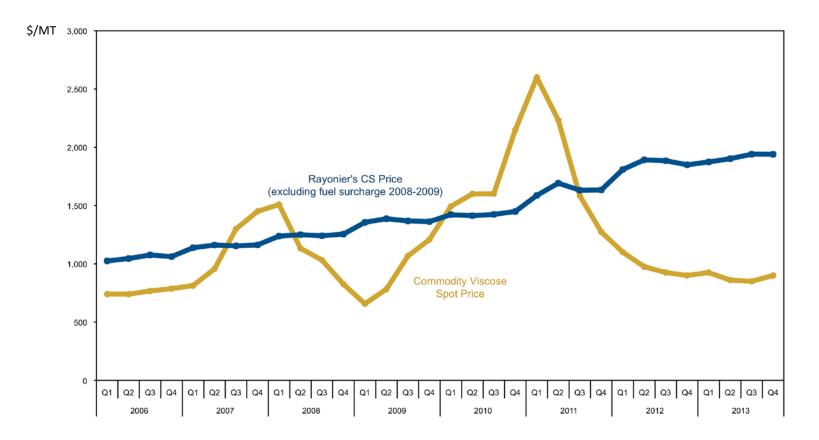
#### **Cigarette Volume by Region**

Source: Euromonitor 2013

 The Asia Pacific region (including China) contains seven of the world's largest markets and six of the fastest-growing



# CS Market / Pricing Largely Independent of Commodity Viscose Pricing



Note: CS prices were higher in Q2 2011, Q2 2012 and Q3 2012 due to sales mix.

Source: PCI Fibres, CCF Group and Rayonier Advanced Materials



## **Definitions of Non-GAAP Measures**

**EBITDA** is defined as earnings before interest, taxes, depreciation, depletion and amortization. EBITDA is a non-GAAP measure used by our Chief Operating Decision Maker, existing shareholders and potential shareholders to measure how the Company is performing relative to the assets under management.

**Segment EBITDA** is defined as EBITDA (as defined above) before allocated corporate overhead and one time transaction and legal costs. Segment EBITDA is a non-GAAP measure used by our Chief Operating Decision Maker, existing shareholders and potential shareholders to measure how the Company is performing relative to the assets under management.

**Management Adjusted EBITDA** is defined as Segment EBITDA (as defined above) less estimated stand alone costs. Management Adjusted EBITDA is a non-GAAP measure used by our Chief Operating Decision Maker, existing shareholders and potential shareholders to measure how the Company is performing relative to the assets under management.

**Adjusted Free Cash Flow** is defined as cash provided by operating activities adjusted for capital expenditures excluding strategic capital and tax benefits related to exchange the AFMC for the CBPC.



### **Reconciliation of Non-GAAP Measures**

	Three Months Ended		Last Twelve Months Ended	Year Ended December 31,		
	March 31, 2014	March 31, 2013	March 31, 2014	2013	2012	2011
Operating income	\$43	\$87	\$245	\$289	\$342	\$283
Depreciation, depletion and						
amortization	21	15	80	74	60	56
EBITDA	64	102	325	363	402	339
Corporate overhead allocation	3	5	15	17	18	15
Legal / Transaction costs	3	-	9	6	-	
Segment EBITDA	70	107	349	386	420	354
Estimated stand alone costs	(6)	(6)	(25)	(25)	(25)	(25)
Management Adjusted EBITDA	<u>\$64</u>	<u>\$101</u>	\$324	<u>\$361</u>	<u>\$395</u>	\$329
Cash flow from operations	\$55	\$30	\$283	\$258	\$305	\$258
Capital Expenditures	(22)	(21)	(97)	(96)	(105)	(97)
Tax benefit due to AFMC / CBPC		(19)		(19)	(12)	(21)
Adjusted Free Cash Flow	<u>\$33</u>	<u>\$(10)</u>	<u>\$186</u>	<u>\$143</u>	\$188	\$140

