

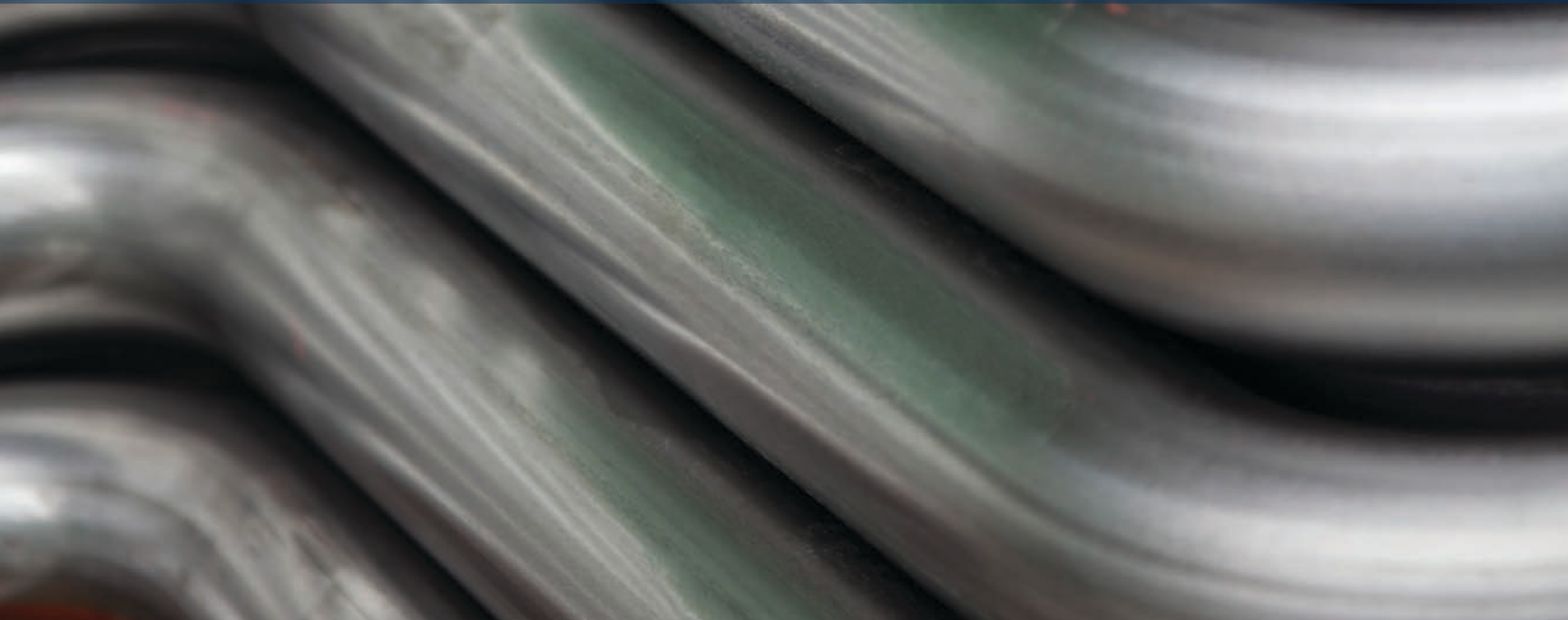
The logo for TENNECO, featuring the word "TENNECO" in a bold, white, sans-serif font with a white swoosh above it.

2014 Summary Annual Report



**Delivering Through  
Our Commitments**

**Tenneco, an \$8.4 billion global manufacturing company, is pioneering global ideas for cleaner air, and smoother, quieter and safer transportation.**



**Each day, our 29,000 employees demonstrate Tenneco's commitment to shareholder value, our customers' success, employee engagement and sustainability.**



A professional portrait of Gregg Sherrill, Chairman and Chief Executive Officer. He is a middle-aged man with glasses, wearing a dark pinstriped suit, a white shirt, and a blue patterned tie. He is standing in a modern office environment with a grey wall and a staircase with orange accents in the background. The lighting is soft and professional.

**Gregg Sherrill**  
Chairman and  
Chief Executive Officer

**To Our Shareholders:** I am pleased to report that we delivered excellent results in 2014 and made strong progress toward achieving our vision for Tenneco as the world's leading Clean Air and Ride Performance company.

**Tenneco supplies the full exhaust system for the Ford Focus, a global platform that includes weight-saving innovations.**



Our 2014 results—record high revenue, adjusted earnings\* and improved margins—reflect the alignment of our employees around our vision. Both our Clean Air and Ride Performance businesses demonstrated good execution and the strength of our strategic approach. Together, they are driving profitable growth by allowing us to focus strategically on opportunities unique to each, while serving global original equipment and aftermarket customers with both product lines and the seamless global support they expect. Across our businesses and in every Tenneco location worldwide, our commitment to customers' success, employee engagement and sustainability guide us in everything we do and together drive shareholder value. I'm proud of the way we lived up to these commitments as we advanced our strategic initiatives, delivered growth and improved profitability for the year, while further strengthening our foundation for continued success in the years ahead.

Tenneco's revenues were \$8.4 billion in 2014. This highest-ever revenue

reflects one of Tenneco's fundamental strengths, which is our outstanding balance across products, regions, customers, end-markets and vehicle platforms. Revenue increased in both product divisions, driven by higher global light vehicle production, the launch of new programs and new content on commercial truck and off-highway vehicles, and a solid performance from the global aftermarket due to our market-leading Ride Performance positions in North and South America.

Accompanying this strong revenue performance, our earnings also reached new highs in 2014. On an adjusted basis\*, full year EBIT of \$577 million, net income of \$288 million, and diluted earnings per share of \$4.65 all represent new records for Tenneco. In addition to higher light vehicle production and the benefit of incremental content on new commercial truck and off-highway programs, strong operational performance, higher aftermarket sales and our Ride Performance global product cost leadership initiative helped contribute to our earnings improvement during the year.

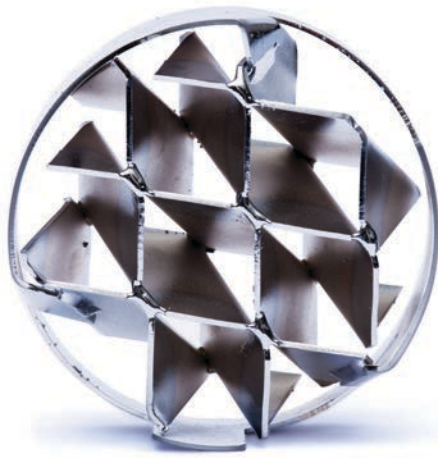
We had good cash performance in 2014, with cash generated from operations of \$341 million. We continued to take actions to improve the company's financial strength, including the refinancing of our senior credit facility and senior notes which will reduce annual interest expense by approximately \$9 million. We also completed the repurchase of 400,000 shares in 2014, and announced an enhanced share repurchase program, which authorized the repurchase of up to \$350 million of the company's outstanding common stock over the next three years.

The performance of our two divisions is founded on the commitment of our global team to work tirelessly for our customers' success with distinct strategies for our Clean Air and Ride Performance businesses.

For our Clean Air business, the global regulatory environment continues to create outstanding opportunity with increasingly stringent requirements for reducing regulated pollutants from vehicles, marine vessels, locomotives and stationary sources. We continue to

\*Adjusted for restructuring activities, bad debt charge, pension and postretirement medical charges, costs related to refinancing and tax adjustments. See reconciliation on page 29.

**Custom-engineered mixing components ensure the consistent performance of liquid urea SCR aftertreatment in diesel engine exhaust systems. Tenneco develops proprietary mixing designs for light vehicle, commercial truck and off-highway applications.**



develop cost-effective, global market solutions that enable our light vehicle, commercial truck, off-highway and large engine customers to meet these requirements throughout the world.

During the year, we developed a suite of emission control solutions designed to meet U.S. EPA Tier 3 regulations for light vehicles that will begin to take effect in 2017. We also launched advanced technologies that meet and exceed the Euro VI regulations for heavy-duty vehicles. In addition, we continued our expansion into large, high horsepower engine applications with the development of our first complete selective catalytic reduction (SCR) aftertreatment system for marine customers.

We are building on this technology leadership by investing in core sciences, engineering expertise and global manufacturing capabilities. The most recent example is our new Clean Air research and development facility, which opened in 2014 in Kunshan, China.

In our Ride Performance business, Tenneco manufactured more than 94 million conventional shocks and

struts in 2014, and we continued to see the benefits from our product cost leadership strategy in helping improve our Ride Performance profitability. These efforts continue as we look at ways to take costs out of conventional products through design standardization, global supply chain savings and leveraging operational improvements across our global manufacturing network.

Our advanced technology strategic imperatives are focused on providing our customers with high-value products and systems that result in smoother, quieter vehicles and an overall superior driving experience. Our Monroe® Intelligent Suspension (MIS) portfolio of products delivers performance that meets the expectations of both consumers and our OE customers. Customers see how these technologies can differentiate their vehicles and as a result, the demand for these products is increasing. This is evident by our growing customer base for Tenneco's computerized electronic suspension technology, which is now in production on 37 vehicle models with an additional nine in development.

I also want to highlight the performance of our global aftermarket business. Tenneco's powerful brands, strong distribution network and the outstanding marketing support we provide our customers help us maintain our market-leading position in key regions. In North America, new aftermarket customers contributed to growth, including the addition of CarQuest to our already strong list of customers. We are also continuing to expand our presence in China and India, where we are well-positioned to capitalize on the expansion of the aftermarket in these large and growing countries.

Underpinning both of our product divisions is a common foundation of operational excellence focused on safety, quality, efficiency and continuous improvement. Over the last six years, we reduced our global injury rate (as measured by the OSHA recordable rate) by more than 60 percent from 2.7 to 0.93, which is about 80% below the average for our industry. While pleased with our progress, working to further promote the health of our employees and the safety of our workplaces will always remain a top priority.

**The latest generation Multi-Tuned Valve enhances noise and comfort performance, and is available for mono and double tube damper applications.**



**Clevite® Elastomers products include a wide range of heavy-duty bushings used in commercial vehicle suspensions. Parts are more durable due to design and manufacturing improvements including molding efficiency and metal complexity reduction.**



Sustainable business practices are central to how Tenneco operates, and our commitment to sustainability can be seen in our products and processes. In addition to developing technologies that help engines run cleaner, quieter and more efficiently, minimizing the environmental impact of our global manufacturing operations is also a priority for Tenneco. Over the past six years, we have reduced the greenhouse gas emissions of our global operations by more than 29%, and continue to find ways to make our operations more productive while consuming fewer resources. The most recent example is our Hosur, India plant, which reduced its greenhouse gas emissions by 90% and overall energy costs by 62% using wind power.

The successful execution of our strategies depends on the dedication and relentless efforts of highly engaged and effective employees. We are committed to deploying the most talented and capable team in our industry, and our shared values are a critical part of our common foundation. Our values reflect who

we are, set high expectations for our behavior and form a powerful common bond for our global workforce.

In summary, Tenneco delivered another year of profitable growth and we are well-positioned for future success. From our full suite of Clean Air and Ride Performance technologies, to our extensive global engineering and manufacturing capabilities, to our leading global aftermarket brands, Tenneco has all the pieces in place to take full advantage of dynamic growth opportunities in the years ahead. Societal demand for clean air will continue to create regulatory-driven growth opportunities for our Clean Air technologies as more stringent emissions regulations are enacted and enforced. In our Ride Performance business, we will continue to capitalize on our global scale in conventional products as our advanced intelligent suspension technologies drive growth through new program wins and by increasing the penetration of existing models. And in the global aftermarket, the strength of our brands, products and distribution channel positions Tenneco to take advantage of steady, long term

growth as the size and age of the global car parc continues to increase.

I thank our 29,000 employees around the world for their efforts in delivering a successful year. We are committed to driving shareholder value with an unwavering focus on serving our customers, capturing the tremendous opportunities before us and building on our foundation of financial strength, operational excellence and a Tenneco culture grounded in our values. I am proud to lead our global team in delivering on these commitments. I am also proud to lead Tenneco into a very bright future, a future we look forward to achieving for our shareholders.

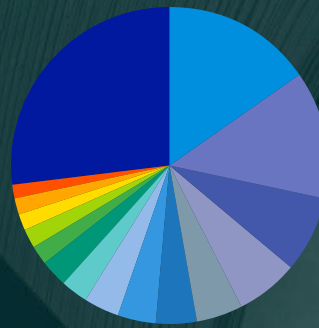
Thank you for your confidence and continued support.

Gregg Sherrill  
Chairman and Chief Executive Officer  
Tenneco Inc.



**Ken Trammell**  
Executive Vice President  
and Chief Financial Officer

### Customers



General Motors	15%
Ford	13%
Volkswagen	8%
Daimler AG	6%
Fiat-Chrysler	5%
Toyota	4%
SAIC Motor	4%
FAW	4%
Caterpillar	3%
TATA Motors	3%
BMW	2%
John Deere	2%
NAPA	2%
Advance Auto Parts	2%
Chang'an	1%
Remaining	26%

### Product Applications



OE Light Vehicle	72%
Aftermarket	15%
OE Commercial Truck, Off-Highway and Other	13%

**Delivering Shareholder Value**  
Tenneco's performance in 2014 drove continued profitable growth while expanding opportunities for future success.



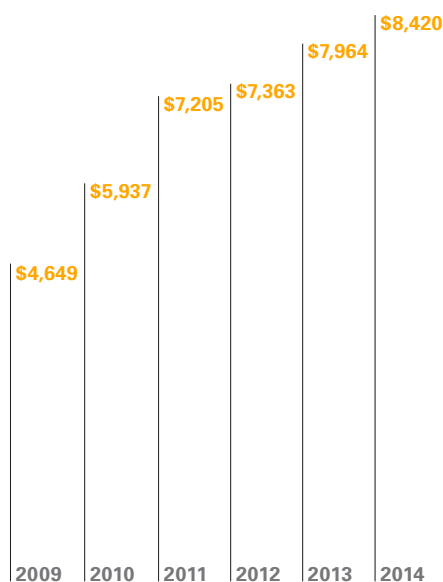
**We are well-positioned to increase shareholder value with disciplined execution on our growth strategies, and our strong balance in terms of end-markets served, customers, geographic regions, platforms, and products.**

### Financial Highlights

(\$ in millions except share and per share data)	2014	2013	2012	2011	2010	2009
Net sales and operating revenues	\$8,420	\$7,964	\$7,363	\$7,205	\$5,937	\$4,649
Earnings before interest expense, taxes and noncontrolling interests (EBIT)	\$ 492	\$ 424	\$ 428	\$ 379	\$ 281	\$ 92
Depreciation and amortization	\$ 208	\$ 205	\$ 205	\$ 207	\$ 216	\$ 221
Net income (loss) attributed to Tenneco Inc.	\$ 226	\$ 183	\$ 275	\$ 157	\$ 39	\$ (73)
Earnings (Loss) per diluted share	\$ 3.66	\$ 2.97	\$ 4.50	\$ 2.55	\$ 0.63	\$ (1.50)
Cash flow from operations	\$ 341	\$ 503	\$ 365	\$ 245	\$ 244	\$ 241
Capital expenditures	\$ 317	\$ 254	\$ 263	\$ 218	\$ 154	\$ 118
Average diluted shares outstanding	61,782,508	61,594,062	61,083,510	61,520,160	60,998,694	48,572,463
Total debt	\$ 1,129	\$ 1,102	\$ 1,180	\$ 1,224	\$ 1,223	\$ 1,220
Total cash	\$ 285	\$ 280	\$ 223	\$ 214	\$ 233	\$ 167
Debt net of cash balances <sup>1</sup>	\$ 844	\$ 822	\$ 957	\$ 1,010	\$ 990	\$ 1,053

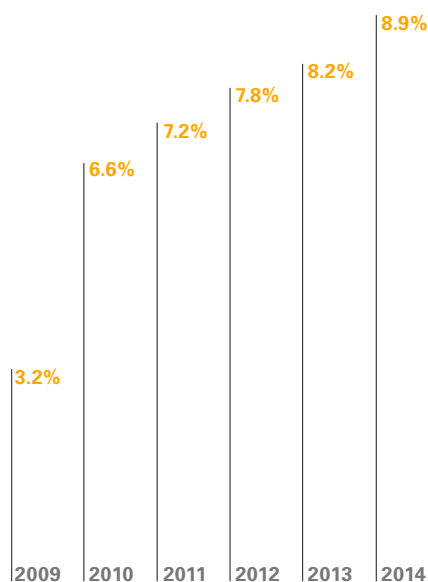
### Annual Revenue

(\$ in millions)



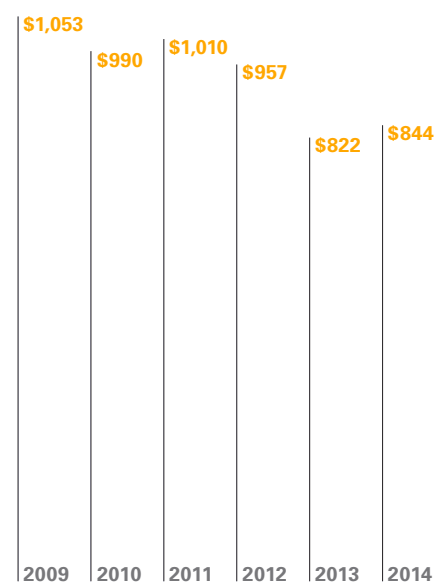
### Margin Expansion

Adjusted EBIT<sup>2</sup> as % of value-add revenue



### Net Debt

Debt net of cash balances<sup>1</sup>  
(\$ in millions)



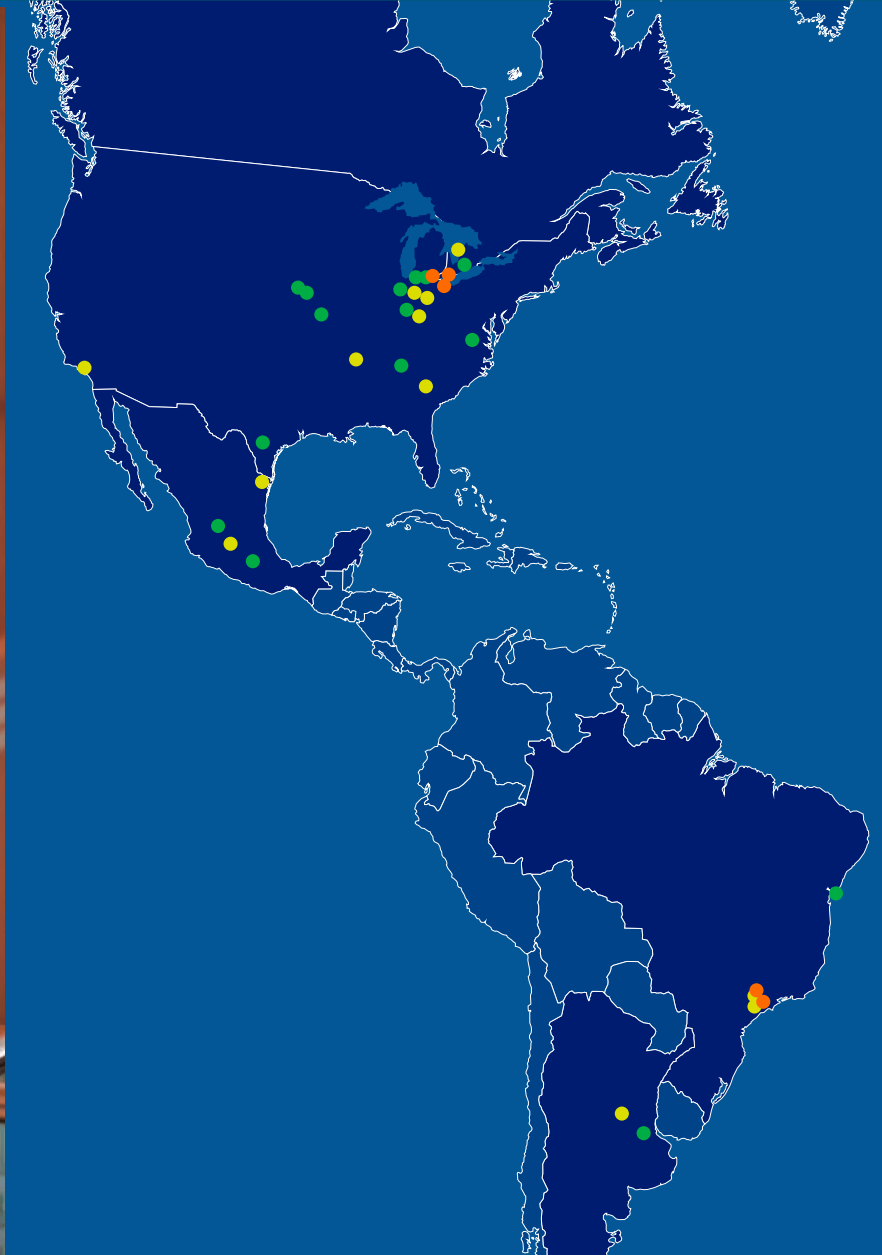
<sup>1</sup> We present debt net of cash balances because management believes it is a useful measure of our credit position and progress toward reducing leverage. The calculation is limited in that we may not always be able to use cash to repay debt on a dollar-per-dollar basis.

<sup>2</sup> See page 29 for reconciliations of Generally Accepted Accounting Principles (GAAP) to non-GAAP financial measures.

**Customer Success** We demonstrate commitment to customer success through our advanced technologies, quality products, powerful brands and outstanding engineering and manufacturing capabilities.



Brian Kessler  
Chief Operating Officer



Every team in our 90 locations worldwide is focused on a set of strategic imperatives designed to capture the unique growth opportunities in the Clean Air and Ride Performance businesses. The following highlights represent the significant progress made in each product division during 2014.



# Clean Air

Global emissions regulations are creating demand for technology-driven Clean Air solutions for light vehicle, commercial truck and off-highway, marine, locomotive and stationary power applications.

Our global regulatory expertise and worldwide engineering, development and manufacturing capabilities enable us to anticipate and respond quickly and effectively to the needs of our customers.



## Lighter and Faster

Compared with traditional cast iron manifolds, Tenneco's fabricated manifolds are up to 50% lighter and can provide faster light-off and improved overall catalyst efficiency.



### Healthier Lives

Tenneco provides Clean Air solutions to support high-volume, global light vehicle programs produced in multiple locations worldwide. Jeri Ojeda, the program manager for the complete exhaust system supplied for a global GM platform, is proud that her work helps people breathe a little easier around the world.

### Science Heroes

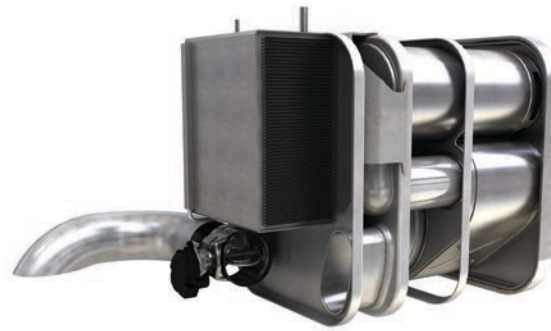
In our Clean Air technology center in Grass Lake, Michigan, Adam Kotrba leads an all-star team of researchers focused on the basic science critical to emission control. Our commitment to a strong foundation in core science keeps Tenneco a step ahead in the technology race to meet future emissions regulations.



# Clean Air

## Innovation at Work

Tenneco operates a network of globally-integrated Clean Air technical centers where engineers work together to develop advanced systems to meet increasingly stringent emissions regulations, reduce vehicle weight and recycle wasted engine heat into useful energy.



**Recycling is Hot**  
Heat recovery technologies integrated into Rankine Cycle systems have the potential to reduce vehicle operating expenses by helping improve fuel economy.

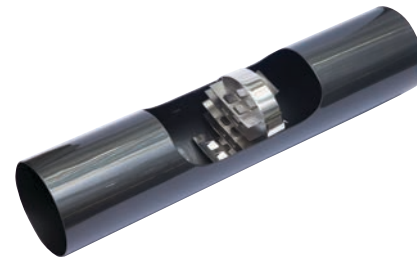


Members of the advanced engineering team, Edenkoben, Germany, left to right: Dirk Wiemeler, Frank Terres, Manual Kluck, Michael Miersch, Roland Moschel, Michael Flockert, Philipp Kreutziger and Nicolas Driot



### Versatile Valves

Electronically controlled exhaust valves provide precise sound design and noise control in tailpipe applications, as well as adaptive exhaust control in vehicles featuring cylinder deactivation.



### Compact Solution

Our compact mixing device is designed for applications where our customers combine the SCR catalyst and particulate filtration into one component in order to reduce the overall size and packaging of the aftertreatment system.



Members of the computational flow dynamics team, Grass Lake, Michigan, left to right: Asela Benthara, Sandeep Gande, Manoj Sampath, Figen Lacin, Bob Rebandt and Pradeep Girmallanavar

# Clean Air

## Growing in China

Developing China-specific Clean Air product solutions is critical to meeting the unique needs of this important and fast-growing market. David Fan leads China commercial vehicle systems and Clean Air engineering including managing our new engineering and manufacturing facility in Kunshan, China.

This new facility supports commercial truck and off-highway vehicle manufacturers in China and the Asia Pacific region, and develops complete SCR aftertreatment systems for large engines used in marine, locomotive and stationary power applications.



China Clean Air manufacturing, Shanghai, China





## Large Engine Solution

In 2014, Tenneco introduced its first complete SCR system designed specifically for large engines used in marine, locomotive and stationary power applications. Tenneco has products and technologies ready today to meet the new emissions regulations for large engines that begin in 2016.



## Smarter Systems

Greg Weber leads Tenneco's global electronic controls team. Custom-designed hardware and software controls are the brains behind our advanced aftertreatment systems and are examples of high-value products that help Tenneco stand out in the marketplace.

# Clean Air

## Building Excellence Every Day

At manufacturing sites around the world, the Tenneco Manufacturing System supports operational excellence while helping employees continuously improve the quality of our products and processes.

Fabricated manifold testing and inspection, Rybnik, Poland

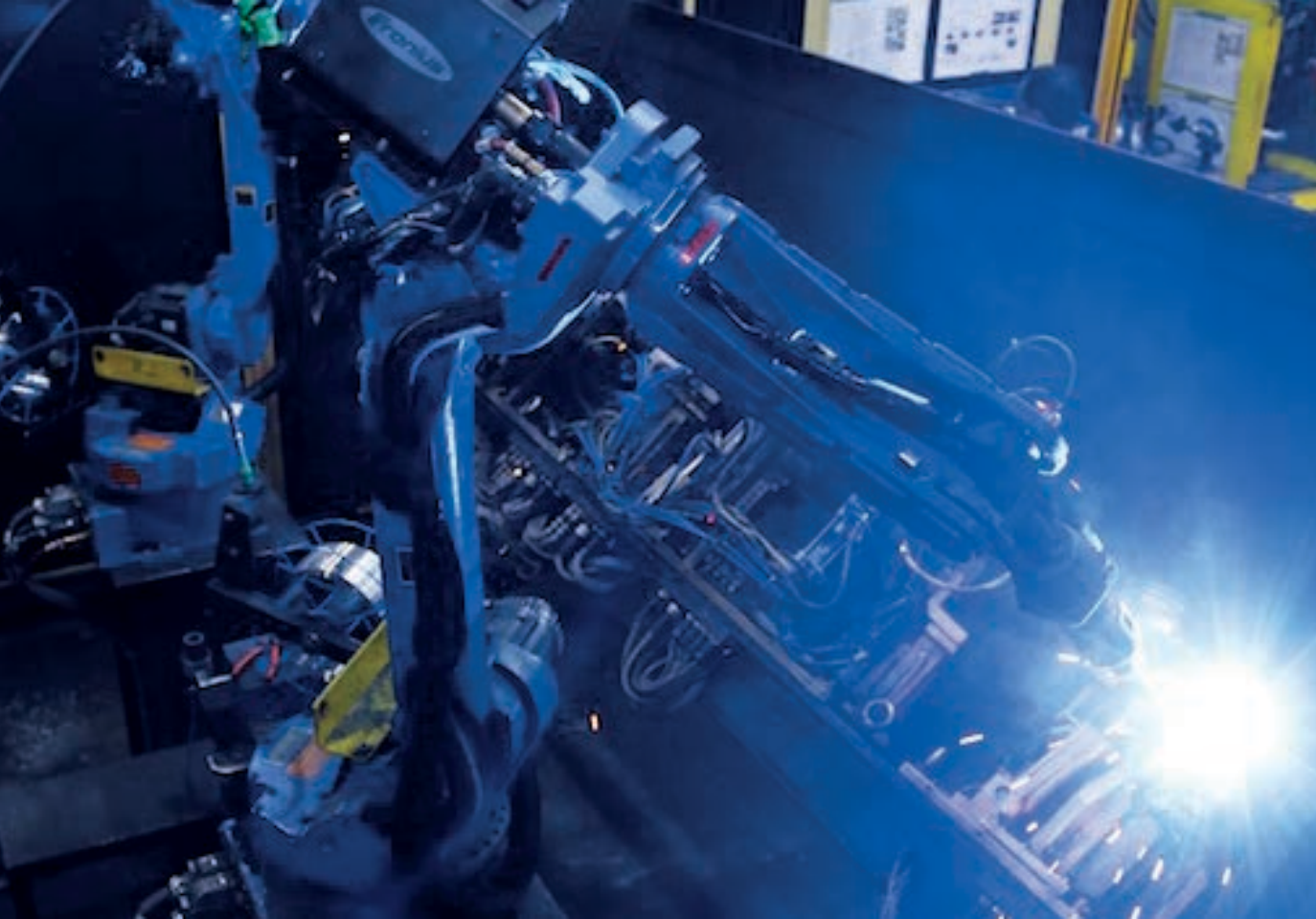


Large format SCR system production for off-highway equipment, Zwickau, Germany



Commercial vehicle aftertreatment system manufacturing, Edenkoben, Germany





Clean Air  
automated  
welding line,  
Mogi Mirim,  
Brazil



Diesel  
aftertreatment  
system  
production,  
Osaka, Japan

# Ride Performance

As a global leader in Ride Performance, customers look to Tenneco to provide advanced suspension technologies that deliver performance, comfort and the power to differentiate vehicles in an increasingly competitive marketplace.

## Superior Driving Experience

Monroe® Intelligent Suspension is a portfolio of advanced electronic suspension technologies that offers a wide range of suspension systems that can be tailored to very specific customer requirements for ride, handling and comfort.





### Art and Science

Our Ride Performance experts — Ben Wright, Rudi Schurmans (above), Jiri Radous, Hans Gijrath and Maarten Maes (at right) — use consumer research, voice of the customer, advanced engineering and testing to design and develop advanced electronic damper technologies. The result is suspension systems that deliver the driving experience that precisely reflects the specific brand characteristics of the world's leading vehicle manufacturers.



# Ride Performance

## World-Class Mixing Capabilities

Tenneco's state-of-the-art elastomer facility in Suzhou, China, produces custom engineered solutions to reduce noise, vibration and harshness (NVH) in light and commercial vehicles. Our uniquely formulated rubber compounds and metal components distinguish the Tenneco Clevite® Elastomers brand worldwide.





### **The Shock Whisperer**

It takes special expertise to create a suspension system tuned to meet the exact customer requirements for each make and model. That's where Garl Gordon comes in. Working from a mobile development lab, Garl rides with customers in test vehicles to get the input he needs to create the perfect shock absorber, and the perfect ride.

# Ride Performance



## Product Cost Leadership

In 2014, Tenneco manufactured more than 94 million conventional shocks and struts for our global customers. We are working to improve our Ride Performance profitability by creating product and operational efficiencies that can be leveraged across multiple products and vehicle models.

Tenneco team members Cindy Boesmans (left) and Nathalie Hombroeks work in a final assembly cell in Sint Truiden, Belgium, inspecting and packing shock absorbers. Their goal: deliver customer satisfaction by getting it right the first time, every time.





Shock manufacturing,  
Mogi Mirim, Brazil



Shock and global  
valve manufacturing,  
Sint Truiden, Belgium



Mogi Mirim, Brazil



Sint Truiden, Belgium

# Ride Performance

## Customers for Life

Susan Ulrey helped define a challenge that she takes very seriously—making it inconceivable for aftermarket distributors, retailers and service providers not to do business with Tenneco. As executive director of aftermarket sales operations and e-commerce, Susan oversees the development and delivery of training programs, promotions, customer services and sales tools designed to foster unparalleled customer satisfaction and loyalty.

We continue to expand our aftermarket presence in fast-growing markets including China and India.

**MONROE**  
**TENNECO**



## Brand Wagon

Powerful brands, broad distribution coverage and strong advertising support are keys to aftermarket leadership. To drive awareness with consumers and our dealer network in North America, the Monroe® Shockmobile toured 50 U.S. cities in 2014.



## Aftermarket Leadership

Our global aftermarket customers rely on Tenneco for advanced technology and quality in both Clean Air and Ride Performance product lines. We support their success with industry-leading brands including Monroe®, Walker®, Dynamax®, Rancho®, Clevite® Elastomers and Fonos®, along with training and channel support programs customized to the needs of our diverse global market.

Monroe® OESpectrum struts are tuned for exceptional control utilizing Twin Technology™, which allows a high level of handling precision and control while filtering out unwanted ride harshness.



Monroe® Original shock absorbers utilize the same technology as original equipment, while upgrading the original damping specifications, and are built to compensate for the wear of other suspension parts.



Walker® Quiet-Flow®SS mufflers, with 100% structural 409 stainless steel construction, resist rust-out up to three times longer than traditional aluminized mufflers, providing enhanced structural stability and longer service life.



## Clean Air

### 2014 Sales

\$5,811 million

### Top Five Original Equipment and Aftermarket Customers

- General Motors (OE)
- Ford Motor Co. (OE)
- Volkswagen Group (OE)
- Daimler AG (OE)
- Fiat Chrysler Automobile (OE)
- NAPA (AM)
- Advance Auto Parts (AM)
- Uni-Select (AM)
- AutoZone (AM)
- Aftermarket Auto Parts Alliance (AM)

### Models\* on 2014 Top Five Platforms

- Ford Super Duty Gas/Diesel
- Mercedes A/B Class
- VW Golf and Jetta, Skoda Octavia
- Chevy Silverado/GMC Sierra Heavy-Duty Gas/Diesel
- Ford F-Series

### Market Opportunities

- Additional content due to emissions regulations
- Commercial truck and off-highway diesel aftertreatment
- Large engine applications
- Emerging markets
- Customized sound attenuation
- Growing number of vehicles on the road (AM)
- Performance-product demand (AM)

### Products

- Complete emissions control systems
- Fabricated manifolds
- Manifold-converter modules
- Catalytic converters
- Mufflers and resonators
- Diesel particulate filter systems
- Diesel vaporizer
- Gasoline particulate filter systems
- Selective catalytic reduction
- Urea dosing and XNOx™ injection systems
- Exhaust heat exchangers
- Exhaust isolators and hanging systems
- Electronic exhaust valves
- Passive exhaust valves

### Applications

- Passenger car
- Light truck
- Commercial truck
- Off-highway equipment
- Locomotive, marine and stationary
- Motorbike
- Bus

### Brands



### Primary Competitors

- Faurecia (OE)
- Eberspacher (OE)
- Magneti Marelli (OE)
- Cummins Emissions Solutions (OE)
- Bosch (OE)
- Bosal (OE)
- Boysen (OE)
- AP Exhaust Products (AM)
- MagnaFlow Exhaust Systems (AM)
- Klarius Group (AM)
- Bosal (AM)

# Ride Performance

## 2014 Sales

\$2,609 million

## Top Five Original Equipment and Aftermarket Customers

- General Motors (OE)
- Ford Motor Co. (OE)
- Volkswagen Group (OE)
- Chang'an Automobile (OE)
- Renault (OE)
- O'Reilly Auto Parts (AM)
- NAPA (AM)
- Advance Auto Parts (AM)
- Aftermarket Auto Parts Alliance (AM)
- Uni-Select (AM)

## Models\* on 2014 Top Five Platforms

- Ford Escape, Focus, C-Max and Kuga
- Buick LaCrosse and Regal, Opel Insignia, Chevy Malibu
- Chevy Silverado, Tahoe and Suburban; GMC Sierra and Yukon
- Ford Fiesta, B-Max and Ecosport
- Audi Q5 and A4, VW Passat and Sharan

## Market Opportunities

- Vehicle stability and safety
- Electronic technologies
- New valve technologies
- Modular assemblies
- Emerging markets
- Commercial trucks
- Seat and cabin damping systems
- Growing number of vehicles on the road (AM)
- Unperformed maintenance (AM)
- Premium mix expansion (AM)

## Products

- Shocks and struts
- Suspension bushings
- Coil, air and leaf springs
- Torque rods
- Engine and body mounts
- Suspension modules and systems
- Control arms, bars and links
- Cabin and axle dampers
- Monroe® Intelligent Suspension Systems
- Anti-roll systems
- Seat dampers
- Performance shocks and struts (AM)
- Suspension lift kits (AM)
- Brake pads (AM)
- Steering and suspension parts (AM)

## Applications

- Passenger car
- Light truck
- Commercial truck
- Bus
- Passenger rail
- Golf car
- Motorbike
- Off-road recreational vehicle
- Trailer (AM)

## Brands



CLEVITE® Elastomers

AXIOS



## Primary Competitors

- ZF Sachs (OE)
- KYB (OE)
- Magneti Marelli (OE)
- Beijing West Industries (OE)
- Hitachi (OE)
- Mando (OE)
- KYB (AM)
- ZF Sachs (AM)
- Ride Control LLC (AM)
- Magneti Marelli (AM)

## Board of Directors



**Thomas C. Freyman<sup>1</sup>**  
Executive Vice President, Finance and  
Chief Financial Officer, Abbott



**Dennis J. Letham<sup>1</sup>**  
Retired Executive Vice President,  
Finance and Chief Financial Officer,  
Anixter International Inc.



**James S. Metcalf<sup>1</sup>**  
Chairman, President and  
Chief Executive Officer,  
USG Corporation



**Roger B. Porter<sup>2</sup>**  
IBM Professor of Business  
and Government,  
Harvard University



**David B. Price, Jr.<sup>2</sup>**  
Chief Executive Officer and President,  
Birdet Price, LLC



**Gregg M. Sherrill**  
Chairman and Chief Executive Officer,  
Tenneco Inc.



**Paul T. Stecko<sup>2</sup>**  
Chairman of the Board,  
Packaging Corporation of America



**Jane L. Warner<sup>1</sup>**  
Retired Executive Vice President,  
Illinois Tool Works Inc.

<sup>1</sup> Audit Committee

<sup>2</sup> Compensation/Nominating/Governance  
Committee

**Highlighted numbers** indicate committee chair.

# Investor Relations

**Stockholder Inquiries** For stockholder services such as exchange of certificates, issuance of certificates, lost certificates, change of address, change in registered ownership or share balance, write, call or e-mail the company's transfer agent:

Wells Fargo Bank, N.A.  
Shareowner Services  
1110 Centre Point Curve  
Mendota Heights, MN 55120  
866.839.3259 (Toll Free)  
651.450.4064  
www.wellsfargo.com/  
shareownerservices

**Corporate Information** Information about Tenneco Inc. is available on the company's website [www.tenneco.com](http://www.tenneco.com), including the company's latest quarterly earnings press release and other company information.

**Stock Listing** Tenneco's common stock is listed under the NYSE ticker symbol TEN. TEN is traded primarily on the New York Stock Exchange and also on the Chicago Stock Exchange. As of February 20, 2015, there were approximately 16,241 stockholders of record of the company's common stock, par value \$0.01 per share, including brokers and other nominees.

**Investor Inquiries** Securities analysts, portfolio managers and representatives of financial institutions seeking information about the company should contact the Investor Relations department: 847.482.5162.

**Safe Harbor Statement** Please see the Safe Harbor Statement and Risk Factors in Item 1A in our Annual Report on Form 10-K for the year ended December 31, 2014 and in our quarterly reports on Form 10-Q, as filed with the Securities and Exchange Commission.

## Reconciliations of GAAP to Non-GAAP Financial Measures

Unaudited (\$ in millions except percents and per share amounts)

	2014	2013	2012	2011	2010	2009
Net sales and operating revenues	\$8,420	\$7,964	\$7,363	\$7,205	\$5,937	\$4,649
Less: Substrate sales	1,934	1,835	1,660	1,678	1,284	966
Value-add revenues <sup>1</sup>	\$6,486	\$6,129	\$5,703	\$5,527	\$4,653	\$3,683
EBIT	\$ 492	\$ 424	\$ 428	\$ 379	\$ 281	\$ 92
Adjustments (reflect non-GAAP measures):						
Restructuring and related expenses	49	78	13	8	19	21
Pullman recoveries	–	–	(5)	–	–	–
Asset impairment charge	–	–	7	–	–	–
Goodwill impairment	–	–	–	11	–	–
Bad debt charge	4	–	–	–	–	–
Pension/Postretirement charges	32	–	–	–	6	–
Environmental reserves	–	–	–	–	–	5
Adjusted EBIT (non-GAAP earnings measure) <sup>2</sup>	\$ 577	\$ 502	\$ 443	\$ 398	\$ 306	\$ 118
Adjusted EBIT as a % of value-add revenue <sup>3</sup>	8.9%	8.2%	7.8%	7.2%	6.6%	3.2%

	2014		
	EBIT	Net Income <sup>4</sup>	Per Share
Earnings measures	\$ 492	\$ 226	\$ 3.66
Adjustments (reflect non-GAAP measures):			
Restructuring and related expenses	49	42	0.67
Bad debt charge	4	3	0.05
Pension/Postretirement charges	32	20	0.32
Costs related to refinancing	–	8	0.13
Net tax adjustments	–	(11)	(0.18)
Non-GAAP earnings measures <sup>2</sup>	\$ 577	\$ 288	\$ 4.65

1 Tenneco presents the above reconciliation of revenues in order to reflect value-add revenues separately from substrate sales. Substrate sales include precious metals pricing, which may be volatile. Substrate sales occur when, at the direction of its OE customers, Tenneco purchases catalytic converters or components thereof from suppliers, uses them in its manufacturing processes and sells them as part of the completed system. While Tenneco original equipment customers assume the risk of this volatility, it impacts reported revenue. Excluding substrate sales removes this impact.

2 Tenneco presents the above reconciliations of non-GAAP results in order to reflect the results in a manner that allows a better understanding of the results of operational activities separate from the financial impact of decisions made for the long-term benefit of the company. Adjustments similar to the ones reflected above have been recorded in earlier periods, and similar types of adjustments can reasonably be expected to be recorded in future periods. Using only the non-GAAP earnings measure to analyze earnings would have material limitations because its calculation is based on the subjective determinations of management regarding the nature and classification of events and circumstances that investors may find material. Management compensates for these limitations by utilizing both GAAP and non-GAAP earnings measures reflected above to understand and analyze the results of the business. The company believes investors find the non-GAAP information helpful in understanding the ongoing performance of operations separate from items that may have a disproportionate positive or negative impact on the company's financial results in any particular period.

3 Tenneco presents adjusted EBIT as a percentage of value-add revenue to assist investors in evaluating the company's operational performance without the impact of substrate sales.

4 Net income attributable to Tenneco Inc.



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# One Team

## **A Winning Team**

Members of our Litchfield, Michigan Clean Air team were honored as finalists for the American Society for Quality International Team Excellence Award for significantly improving the plant's tube mill operations.