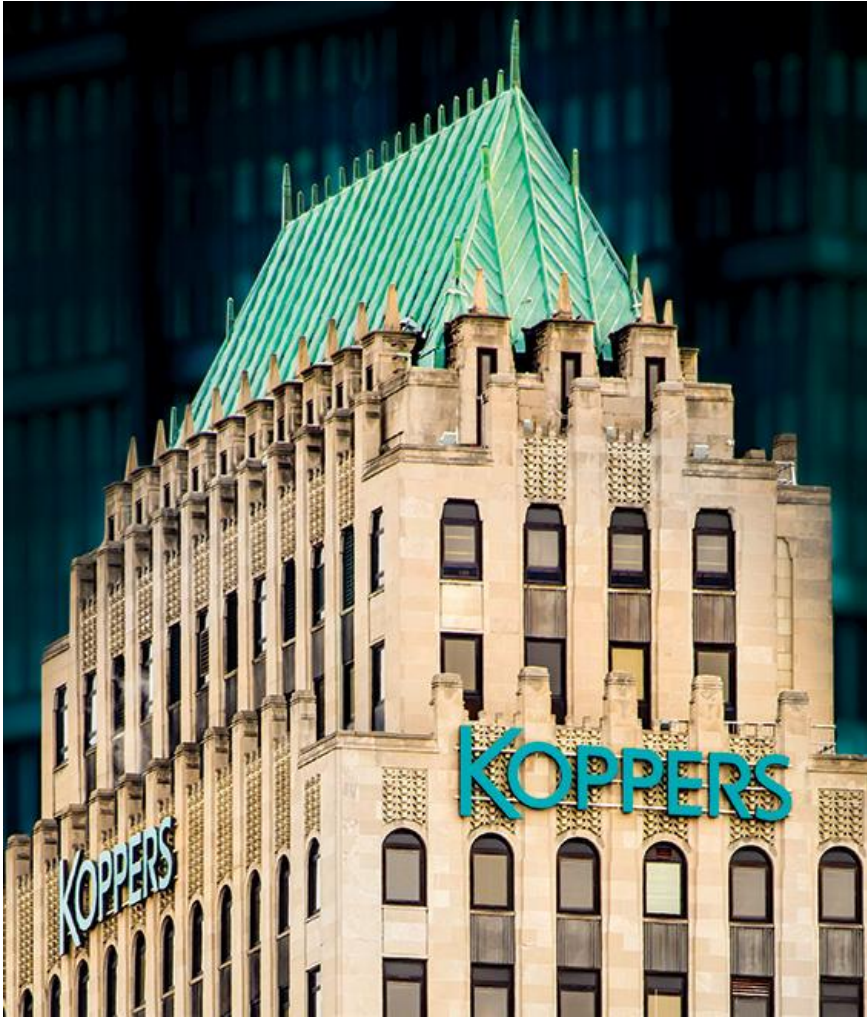


Acquisition of Osмосe Wood Preservation Group & Railroad Services



RESPONSIBLE CARE®
OUR COMMITMENT TO SUSTAINABILITY

April 15, 2014

Cautionary Statement

Certain statements in this presentation are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and may include, but are not limited to, statements about sales levels, restructuring, profitability and anticipated synergies, expenses and cash outflows. All forward-looking statements involve risks and uncertainties. All statements contained herein that are not clearly historical in nature are forward-looking, and words such as "believe," "anticipate," "expect," "estimate," "may," "will," "should," "continue," "plans," "intends," "likely," or other similar words or phrases are generally intended to identify forward-looking statements. Any forward-looking statement contained herein, in press releases, written statements or documents filed with the Securities and Exchange Commission, or in Koppers communications with and discussions with investors and analysts in the normal course of business through meetings, phone calls and conference calls, regarding expectations with respect to sales, earnings, cash flows, operating efficiencies, product introduction or expansion, the benefits of acquisitions and divestitures or other matters as well as financings and repurchases of debt or equity securities, are subject to known and unknown risks, uncertainties and contingencies. Many of these risks, uncertainties and contingencies are beyond our control, and may cause actual results, performance or achievements to differ materially from anticipated results, performance or achievements. Factors that might affect such forward-looking statements, include, among other things, Koppers may not be able to successfully integrate the wood preservatives business and/or the railroad services business of Osmoose or such integration may take longer to accomplish than expected; the expected cost savings and any synergies from the acquisition may not be fully realized within the expected timeframes; disruption from the acquisition may make it more difficult to maintain relationships with clients, associates or suppliers; the required governmental approvals of the acquisition may not be obtained on the proposed terms and schedule; the required financing for the acquisition may not be obtained on the proposed terms and schedule; general economic and business conditions; demand for Koppers goods and services; competitive conditions; interest rate and foreign currency rate fluctuations; availability of key raw materials and unfavorable resolution of claims against us, as well as those discussed more fully elsewhere in this release and in documents filed with the Securities and Exchange Commission by Koppers, particularly our latest annual report on Form 10-K and subsequent filings. Any forward-looking statements in this presentation speak only as of the date of this presentation, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after that date or to reflect the occurrence of unanticipated events.

Agenda

- Transaction Overview
- Osmose Overview
- Strategic Rationale
- Summary

Transaction Overview

Transaction Overview

- Koppers is acquiring Osmose’s Wood Preservation Group (“WPG”) and Osmose Railroad Services (“ORS”) businesses to form a global leading supplier of products and services to infrastructure / construction markets
- Osmose Holdings’ owners will receive base consideration of \$460 million in cash
 - The combined WPG and ORS businesses had revenue of approximately \$390 million in 2013
- Transaction is structured as an acquisition of stock with a mutual 338(h)(10) election resulting in tax benefits to Koppers
- The transaction is expected to be accretive to EPS in the first full year of ownership
- Subject to regulatory approvals/clearances and customary closing conditions
 - Expected to close third quarter of 2014

Osmose Overview

Osmose Overview

The acquired Osmose entities are comprised of (i) a global market leader in wood preservative chemicals (the Wood Preservation Group) and (ii) a service provider to the rail industry (Osmose Railroad Services)



1. Management estimates.

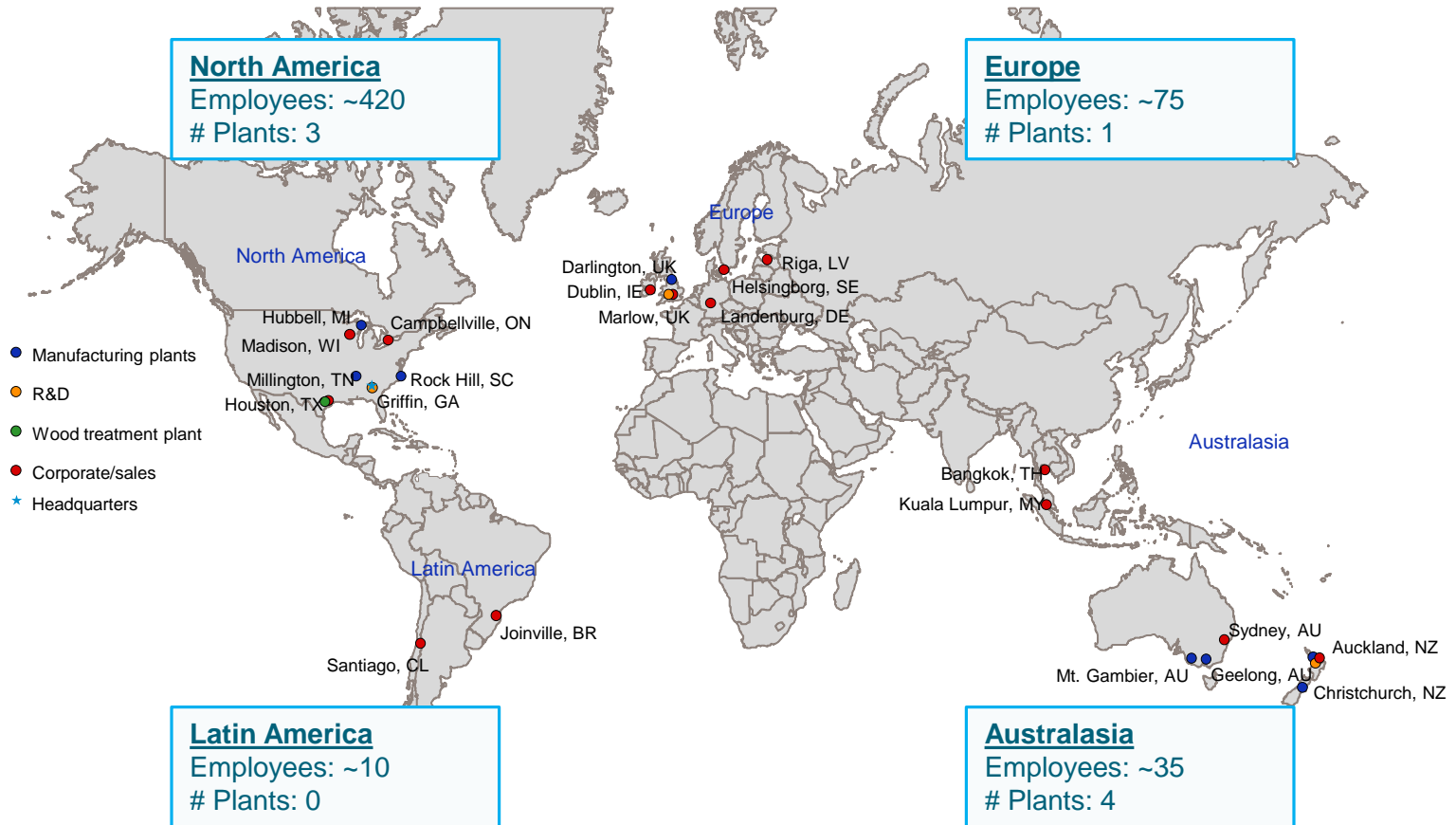
Osmose Products and Services Overview

WPG Overview		
Product Line	Product Features and Properties	Key Uses
	<ul style="list-style-type: none"> Patented MicroPro® technology Reduced copper release, energy use and greenhouse gas emissions 	Outdoor residential applications (decking, fencing and landscaping)
	<ul style="list-style-type: none"> U.S. residential market leader for comparable products 	
	<ul style="list-style-type: none"> Protects against termite and fungal decay 	
	<ul style="list-style-type: none"> Colorant for MicroPro® treated wood 	Indoor residential applications
	<ul style="list-style-type: none"> Protects against termites, carpenter ants and fungal decay 	
	<ul style="list-style-type: none"> Patented fire retardant technology 	
	<ul style="list-style-type: none"> Protects against termite and fungal decay CLAW® pole softening additive 	Industrial applications (utility poles and marine pilings)
	<ul style="list-style-type: none"> CLAW® pole softening additive 	
	<ul style="list-style-type: none"> CLAW® pole softening additive 	

ORS Overview	
Design, Repair and Engineering Services	<ul style="list-style-type: none"> Planned and emergency repair services Bridge preservation Services timber, concrete and steel structures Services class I and short line railroads
Construction Services	<ul style="list-style-type: none"> Design and construction services Turn key service Capacity upgrade services
Timber Bridge Inspection & Treatment	<ul style="list-style-type: none"> Inspection of existing timber bridges Maintenance services
Inspection and Load Rating	<ul style="list-style-type: none"> Detailed inspection and load rating of structures

Osmose WPG & ORS – Global Presence

Global Footprint with Regional Strength

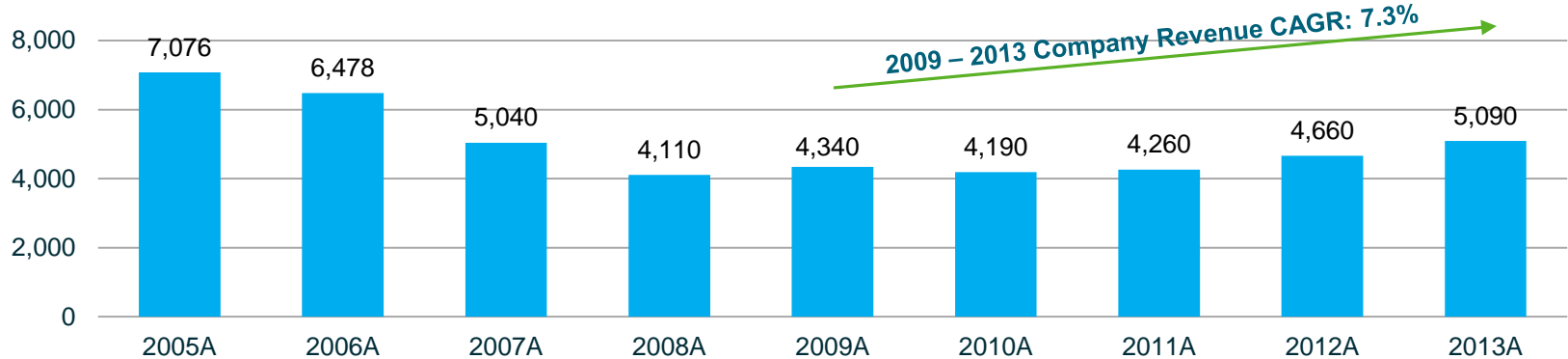


Market Drivers

More than 60% of Company sales are associated with residential markets

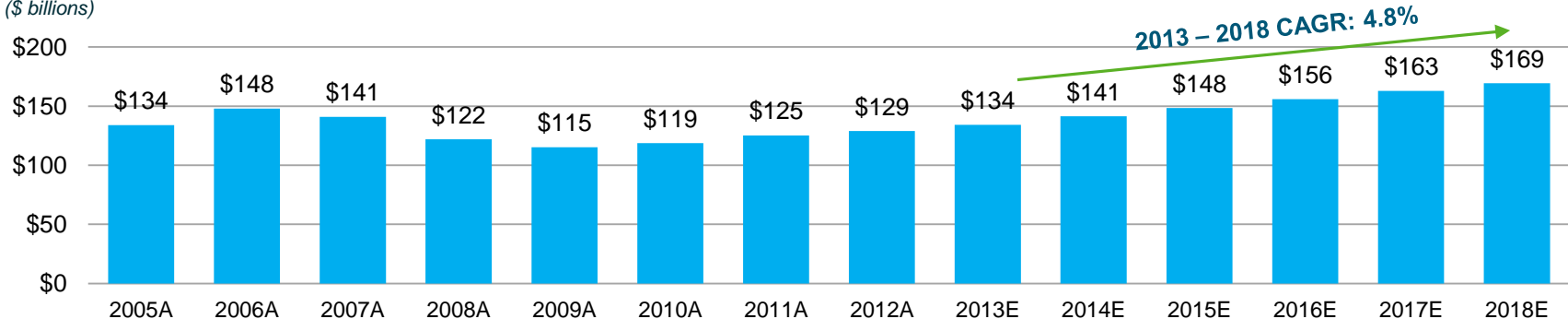
U.S. Existing Home Sales

(Home Sales, '000s of units)



U.S. Repair and Remodeling Spending

(\$ billions)



Source: U.S. Department of Housing and Urban Development, FMI Construction Outlook (1Q14), Management estimates.

Osmose WPG – Global Market Position

Leading positions in key markets

Market	Position	Key Competitors
United States	#1	} Lonza (Arch) Viance ⁽¹⁾
Canada	#1	
Central America	#1	} Lonza (Arch) Montana Timber Products
South America	#1	
Australia / New Zealand	#1	TimTech Kop-Coat Lonza (Arch)
Europe	#2	Lonza (Arch) Wolman (BASF)

Source: Management estimates.

1. Joint venture between Dow and Huntsman (purchased from Rockwood, announced in September 2013).

Strategic Rationale

Acquisition of Osmose Fits Koppers Strategy



Koppers Objectives	Commentary
<p align="center"><u>Growth</u> Achieve above-market sales growth</p>	<ul style="list-style-type: none"> • 2010 – 2013 Sales CAGR of 8.1% exceeds Koppers Sales CAGR of 7.5% over that same period • Ability to leverage Osmose geographic footprint to enhance Koppers sales opportunities
<p align="center"><u>Profitability</u> Improve margins by at least 200 basis points</p>	<ul style="list-style-type: none"> • Acquisition is expected to be accretive to consolidated EBITDA margins, and consistent with the company’s goals of achieving at least a 12% EBITDA margin by the end of 2015 ⁽¹⁾
<p align="center"><u>Capital Deployment</u> Maintain ROCE higher than WACC</p>	<ul style="list-style-type: none"> • IRR exceeds Weighted Average Cost of Capital (WACC) • Lower cost financing will reduce WACC
<p align="center"><u>Target Market</u> Selective, complementary core and near-adjacent acquisitions in infrastructure space</p>	<ul style="list-style-type: none"> • WPG business complements Koppers traditional creosote wood treating chemical business • ORS maintenance-of-way business serves same customer base as Koppers Railroad and Utility Products and Services (“RUPS”) business
<p align="center"><u>Earnings Impact</u> Must be accretive in near term</p>	<ul style="list-style-type: none"> • Acquisition is expected to be accretive to earnings in 2015 without synergies

Source: Management estimates.

1. Koppers and Osmose management estimates do not include synergies.

Synergies Have Been Identified

	Description
Corporate Expenses	<ul style="list-style-type: none">Consolidate back office functions (legal, IT, HR, accounting, etc.)
Manufacturing	<ul style="list-style-type: none">Optimize certain manufacturing facilities
Distribution	<ul style="list-style-type: none">Utilize existing distribution channels to reduce cost and open up markets
Procurement	<ul style="list-style-type: none">Leverage buying power of larger organization
R&D / Product Development	<ul style="list-style-type: none">Leverage Osmose's leading wood preservation R&D into Koppers existing R&D platform
Sales & Marketing	<ul style="list-style-type: none">Sales channel optimization
Geographic Expansion	<ul style="list-style-type: none">Enhanced commercial development opportunities in regions with no overlap

Comprehensive Integration Plan is in Development

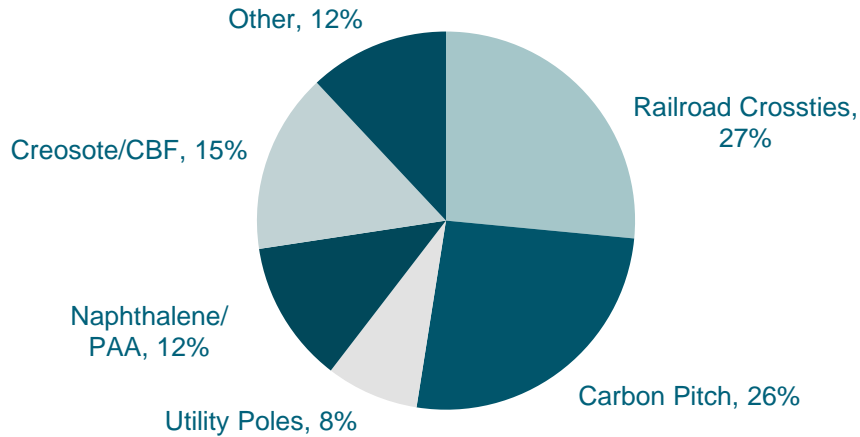


Integration Elements	Commentary
External Expertise	<ul style="list-style-type: none">• Consultants have been engaged to assist in the process• Will bring a systematic process and toolkit that are expected to accelerate realization of synergies
Internal Expertise	<ul style="list-style-type: none">• Functional team leaders have been appointed• Osmose employees will be closely involved throughout the process
Transition Services Agreement (TSA)	<ul style="list-style-type: none">• TSA is in place to provide nine months of services if needed• Workplan is in development targeting full integration by year end
Preparation for Day 1	<ul style="list-style-type: none">• Plan to utilize the time between SPA signing and transaction close to complete development of the integration plan
Preparation for Business	<ul style="list-style-type: none">• Focus will be on synergy realization, value maximization, and speed of execution

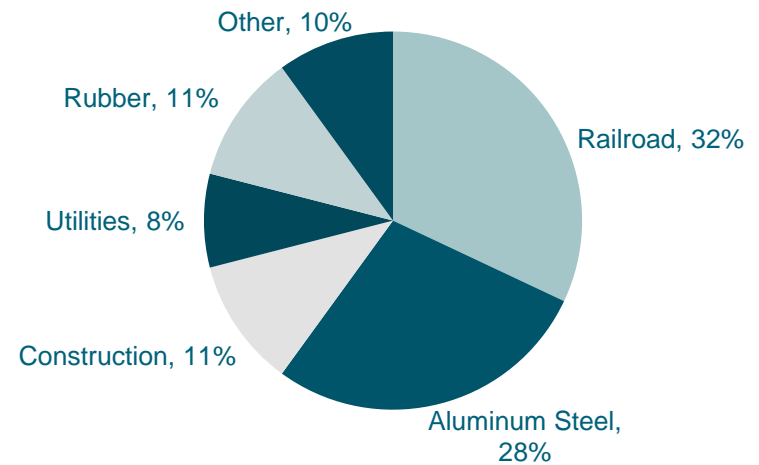
Acquisition of Osmose Businesses Increases Diversity and Stability



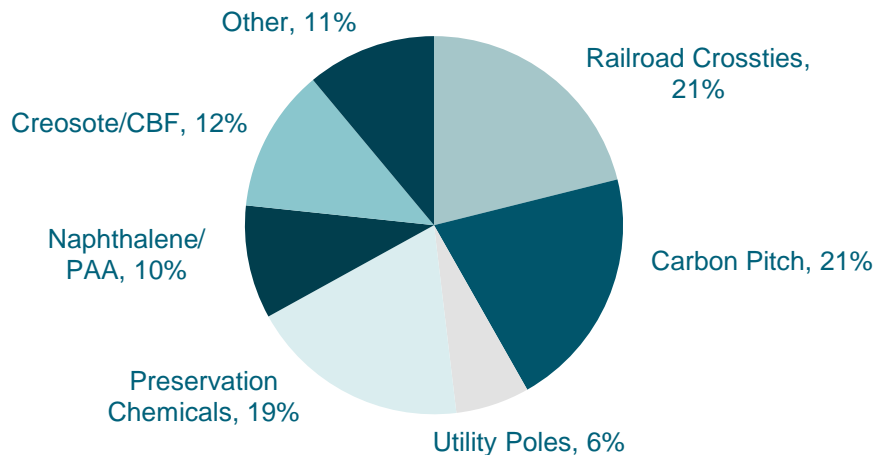
2013 Koppers Sales by Product



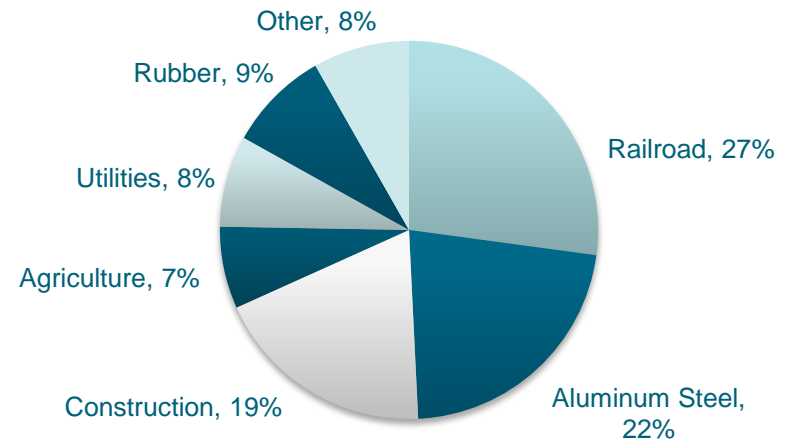
2013 Koppers Sales by End Market



2013 Pro Forma Sales by Product



2013 Pro Forma Sales by End Market



Financing Overview

The financing plan will satisfy Koppers long term capital needs, while minimizing transaction costs

Financing Structure at Close of Transaction

- New five year \$500 million revolver (\$230 million drawn) to replace current \$350 million revolver
- New five to seven year amortizing term loan (A or B) of \$300 million
- Leave the existing senior notes in place and ratably secure with the revolver/term loan
- Pro forma net leverage of ~4x⁽¹⁾ with near-term focus on reduction of net leverage to ~3x
- Will take advantage of market conditions to evaluate long term capital structure options

Advantages to Financing Approach

- Low debt service cost
- Mix of fixed and floating debt
- Pre-payment flexibility at no cost (term loan A)
- Bridge-free financing solution

Transaction Sources and Uses			
Sources of Funds		Uses of Funds	
New Revolver	\$500	Osmose Purchase	\$460
New Term Loan (A or B)	300	Existing RCF Repayment & Fees	70
		Liquidity	270
Total Sources	\$800	Total Uses	\$800

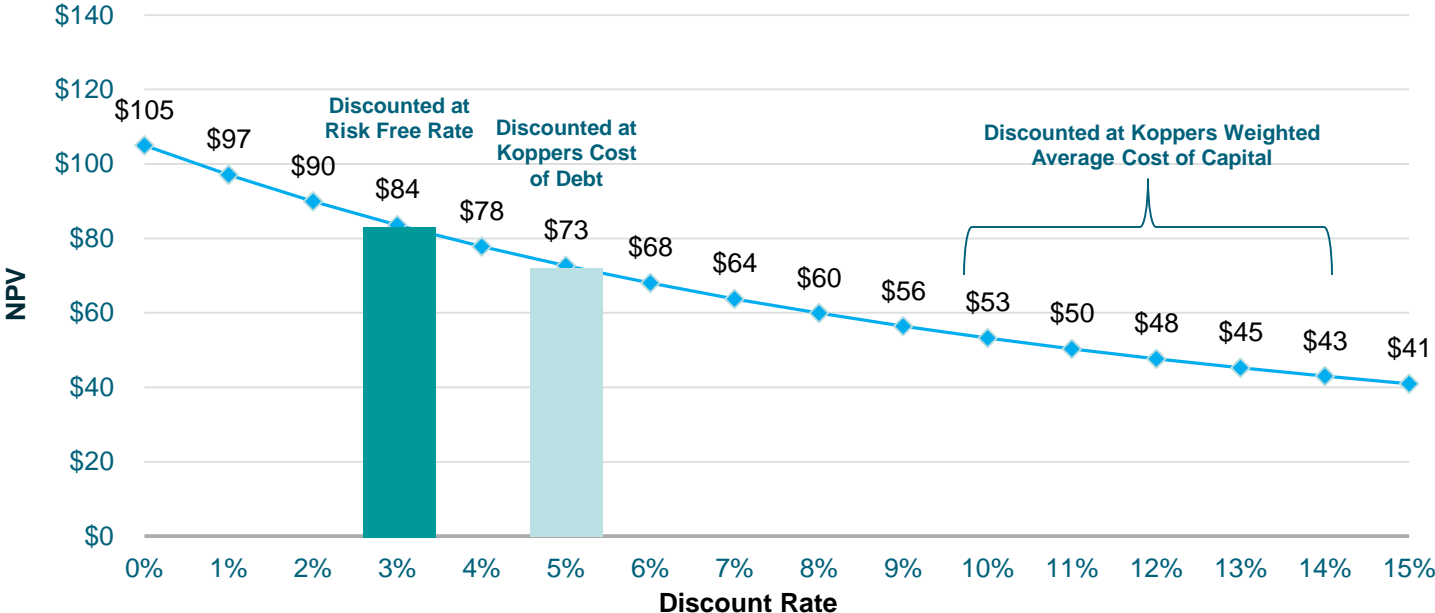
1. Net leverage defined as net debt (total debt less cash) divided by adjusted EBITDA

Elements of 338(h)(10) Tax Election

- Joint tax election between buyer and seller
- As a result, stock acquisition is treated as asset acquisition for tax purposes
- Tax basis of ~\$160 million is stepped up and amortized over 15 years
- Resulting amortization creates a tax shield by reducing future taxable income
- Results in cash tax savings of approximately \$7 million annually over the next 15 years

Estimated Net Present Value of Tax Savings

(\$ in millions)



Summary

Osmose – Strategic Rationale

Why Osmose?

- #1 market position in most geographies where Osmose operates
- Decades-long relationships with key customers
- Attractive IP protected product portfolio
- Low capital requirements; strong cash-flow generation

Strategic Fit

- The business fits into Koppers strategic growth plans:
 - **Grow** through complementary core or **near-adjacent acquisitions**
 - **Extend** from the core in other **Maintenance of Way (MOW)** products and services
- Overlaps existing Koppers geographies while providing platform for growth in other targeted areas

Operational Fit

- Organizational culture is closely aligned with Koppers
- Recognized as industry leader in development of innovative new products
- Provides an additional outlet for growth of MOW product & service line

Industry Considerations

- WPG is poised to benefit from continuing residential construction rebound
- Outsourcing of track services will grow as Class I workers retire and are not replaced
- Strong rail end markets are driving the need for more reliable rail infrastructure