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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 2, 2014**

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**KOPPERS HOLDINGS INC.**

(Exact name of registrant as specified in its charter)

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**Pennsylvania**  
(State or other jurisdiction  
of incorporation)

**1-32737**  
(Commission  
File Number)

**20-1878963**  
(IRS Employer  
Identification No.)

**436 Seventh Avenue**  
**Pittsburgh, Pennsylvania**  
(Address of principal executive offices)

**15219**  
(Zip Code)

**Registrant's telephone number, including area code: (412) 227-2001**

**Not Applicable**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## Item 2.02 Results of Operations and Financial Condition.

On May 5, 2014 we issued a press release announcing first quarter 2014 results. A copy of the press release is included in this Current Report on Form 8-K as Exhibit 99.1 and is furnished herewith.

## Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(c) On May 2, 2014, the board of directors of Koppers Holdings Inc. (“Koppers”) elected Leroy M. Ball as Chief Operating Officer, Koppers Inc., effective May 5, 2014. In addition to his new role, Mr. Ball will continue to serve as Chief Financial Officer of Koppers and Koppers Inc. until a new Chief Financial Officer is elected for Koppers and Koppers Inc. The press release announcing Mr. Ball’s election is furnished as Exhibit 99.2 to this Current Report on Form 8-K.

Mr. Ball, age 45, has served as Vice President and Chief Financial Officer of Koppers and Koppers Inc. since August 2010. Prior to joining Koppers, Mr. Ball was Senior Vice President and Chief Financial Officer of Calgon Carbon Inc., a provider of services, products and solutions for purifying water and air, since 2002.

(e) On February 28, 2014 our board of directors approved our amended and restated 2005 Long Term Incentive Plan (the “Plan”) and on May 2, 2014 our shareholders approved the Plan at our annual meeting of shareholders. The Plan governs the award and payment of cash and equity awards to our employees (including executive officers), independent consultants and non-employee directors. The Plan is filed as Exhibit 10.1 hereto (incorporated by reference to Appendix B to our Definitive Proxy Statement filed with the Securities and Exchange Commission on March 27, 2014 (the “Proxy Statement”). The terms and description of the Plan included in our Proxy Statement are incorporated herein by reference.

## Item 5.07 Submission of Matters to a Vote of Security Holders.

The Koppers Annual Meeting of Shareholders (the “Annual Meeting”) was held on May 2, 2014. Six matters were considered and voted upon at the Annual Meeting: (1) the election of three persons to serve on our board of directors; (2) an amendment to our Amended and Restated Articles of Incorporation (the “Articles”) to declassify our board of directors; (3) an advisory vote to approve executive compensation; (4) the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2014; (5) approval of our amended and restated 2005 Long Term Incentive Plan; and (6) an amendment to our Amended and Restated Bylaws (the “Bylaws”) to implement a majority vote standard for the election of directors in uncontested elections.

**Election of Directors:** Nominations of Cynthia A. Baldwin, Albert J. Neupaver and Walter W. Turner to serve as directors for a one-year term expiring in 2015 were considered and all nominees were elected. All nominees for election as director received a plurality of votes cast. The final voting results are as follows:

<u>Director Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Cynthia A. Baldwin	18,049,511	118,092	1,424,765
Albert J. Neupaver	18,057,742	109,860	1,424,765
Walter W. Turner	18,056,403	111,199	1,424,765

The terms of office of Sharon Feng, Ph.D., David M. Hillenbrand, Ph.D., Louis L. Testoni, Stephen R. Tritch and T. Michael Young continued after the Annual Meeting. They will serve as directors until their terms expire and their successors have been duly elected and qualify.

**Amendment to the Articles to Declassify the Board of Directors:** The proposal to amend our Articles to declassify the board of directors was approved. The final voting results are as follows:

For: 16,147,468

Against: 1,997,785

Abstain: 22,349

Broker Non-Votes: 1,424,765

**Advisory Vote to Approve Executive Compensation:** The advisory (non-binding) vote approving the compensation of the named executive officers of Koppers as disclosed in the Notice of Annual Meeting and Proxy Statement for the 2014 Annual Meeting was approved. The final voting results are as follows:

For: 18,079,788  
Against: 75,515  
Abstain: 12,299  
Broker Non-Votes: 1,424,765

**Ratification of Appointment of Ernst & Young LLP:** The Audit Committee of the Board of Directors of Koppers appointed Ernst & Young LLP as our independent registered public accounting firm for the year 2014. The final voting results to ratify the appointment of Ernst & Young LLP are as follows:

For: 18,884,999  
Against: 700,613  
Abstain: 6,756

There were no broker non-votes with respect to this matter.

**Approval of our Amended and Restated 2005 Long Term Incentive Plan:** The proposal to approve our amended and restated 2005 Long Term Incentive Plan was approved. The final voting results are as follows:

For: 16,611,492  
Against: 1,524,829  
Abstain: 31,282  
Broker Non-Votes: 1,424,765

**Amendment to the Bylaws to Implement Majority Voting:** The proposal to amend our Bylaws to implement a majority vote standard for the election of directors in uncontested elections was approved. The final voting results are as follows:

For: 18,150,022  
Against: 8,766  
Abstain: 8,814  
Broker Non-Votes: 1,424,765

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are filed or furnished, as applicable, herewith:

- 10.1 Koppers Holdings Inc. 2005 Long Term Incentive Plan, as Amended and Restated effective February 28, 2014 (incorporated by reference to Appendix B to the Koppers Definitive Proxy Statement, filed with the Securities and Exchange Commission on March 27, 2014 and incorporated herein by reference)
- 99.1 Press Release dated May 5, 2014
- 99.2 Press Release dated May 5, 2014

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Dated: May 5, 2014**

KOPPERS HOLDINGS INC.

By: /s/ Leroy M. Ball

Leroy M. Ball

Chief Operating Officer and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>	<u>Method of Filing</u>
10.1	Koppers Holdings Inc. 2005 Long Term Incentive Plan, as Amended and Restated effective February 28, 2014	Incorporated by reference to Appendix B to the Koppers Definitive Proxy Statement filed with the Securities and Exchange Commission on March 27, 2014
99.1	Press Release dated May 5, 2014	Furnished herewith
99.2	Press Release dated May 5, 2014	Furnished herewith



**Koppers Holdings Inc.**  
**436 Seventh Avenue**  
**Pittsburgh, PA 15219-1800**  
**Tel 412 227 2001**  
**[www.koppers.com](http://www.koppers.com)**

News Release

**FOR IMMEDIATE RELEASE**

For Information: Leroy M. Ball, Vice President and Chief Financial Officer  
 412-227-2118  
[BallLM@koppers.com](mailto:BallLM@koppers.com)

**Koppers Holdings Inc. Reports First Quarter 2014 Results**

***Sales decrease 11% as difficult winter weather conditions and crosstie availability impact quarter***

***Diluted EPS \$0.11 compared to \$0.53 in prior year quarter impacted by impairment and plant closure charges of \$17.2 million for facilities in The Netherlands and China***

**PITTSBURGH, May 5, 2014** – Koppers Holdings Inc. (NYSE: KOP) today announced results for its fiscal 2014 first quarter.

Consolidated sales of \$331.4 million for the first quarter of 2014 were 11 percent, or \$39 million lower than sales of \$370.4 million in the prior year quarter. Sales for Carbon Materials and Chemicals (CMC) totaling \$202.6 million decreased by 12 percent, or \$27.9 million compared to the prior year quarter while sales for Railroad and Utility Products and Services (RUPS) of \$128.8 million decreased by eight percent or \$11.1 million compared to \$139.9 million in the prior year quarter. Sales for CMC decreased due mainly to lower sales volumes and prices for carbon pitch and distillates and lower sales prices for phthalic anhydride, which more than offset higher sales prices for naphthalene. The decrease in sales for RUPS was driven by lower sales volumes for untreated railroad crossties as a result of competition for hardwood lumber from other markets combined with unfavorable weather conditions for logging operations.

Net income attributable to Koppers for the quarter ended March 31, 2014, was \$2.2 million, or \$0.11 per diluted share as compared to net income attributable to Koppers of \$11.0 million, or \$0.53 per diluted share in the first quarter of 2013. The decreases in net income attributable to Koppers and diluted earnings per share for the first quarter of 2014 were due to lower profitability for CMC that included pre-tax impairment and plant closure charges of \$17.2 million for CMC facilities in Europe and China, and lower sales prices for phthalic anhydride, combined with lower profitability for RUPS due mainly to competitive conditions for obtaining raw material. Additionally, difficult weather conditions negatively impacted pre-tax profit by approximately \$3 million due to incremental operating costs and reduced revenues, and selling, general, and administrative expenses were higher than the prior year quarter due mainly to \$3.5 million of pre-tax charges related to consulting costs for acquisitions, operations improvement projects, and startup costs related to our joint venture in China, Koppers (Jiangsu) Carbon Chemical Company limited (KJCC). Adjusted net income and adjusted earnings per share for the quarter ended March 31, 2014, were \$6.6 million and \$0.32 per share compared to \$11.2 million and \$0.54 per share in the prior year quarter after excluding \$4.4 million and \$0.3 million of after-tax charges for the quarters ended March 31, 2014 and 2013, respectively, and after excluding the impact of discontinued operations. The after-tax charges excluded from the first quarter of 2014 are comprised of impairment and plant closure charges related to the company's tar distillation facilities in Uithoorn, The Netherlands and Tangshan, China, and the after-tax charges excluded from the first quarter of 2013 are related to the 2012 closure of the company's wood treating facility in Grenada, Mississippi.

Adjusted EBITDA for the quarter ended March 31, 2014, was \$25.4 million compared to \$33.1 million in the first quarter of 2013 with the decrease due to reduced profitability for CMC driven by lower sales prices for phthalic anhydride, higher operating costs due to difficult weather conditions, lower profitability for RUPS due mainly to difficulties in obtaining adequate supplies of untreated railroad crossties, and \$3.5 million of incremental consulting expenses and plant startup costs.

Commenting on the results, Walt Turner, president and CEO of Koppers, said, "Our first quarter was challenging for both core businesses as they were impacted by weather-related issues that caused higher operating and logistics costs for the company. In addition to these uncontrollable costs, lower sales prices for phthalic anhydride and lower sales volumes of carbon pitch resulted in reduced profitability for our North American Carbon Materials and Chemicals business. For the railroad business, the headwind we anticipated for raw material availability as a result of competition from other markets increased as difficult weather conditions limited the availability of lumber for sawmills. Excluding the impacts of weather and \$3.5 million of due diligence costs, consulting services to achieve operational excellence, and KJCC startup costs, our results were in line with our expectations for the quarter. I do, however, expect the top line and profitability for both businesses to improve beginning in the second quarter and anticipate an even stronger second half of the year as we continue to execute on our cost-saving initiatives and productivity improvement projects."

The following reconciliations are attached to this press release: Unaudited Reconciliation of Net Income Attributable to Koppers and Adjusted Net Income; Unaudited Reconciliation of Diluted Earnings Per Share and Adjusted Earnings Per Share; and Unaudited Reconciliation of Net Income to EBITDA and Adjusted EBITDA.

### **Investor Conference Call and Web Simulcast**

Koppers management will conduct a conference call this morning, May 5, 2014, beginning at 11:00 a.m. EDT to discuss the company's performance. Interested parties may access the live audio broadcast by dialing 877 941 0844 in the US/Canada or +1 480 629 9835 for International, Conference ID number 4678183. Investors are requested to access the call at least five minutes before the scheduled start time in order to complete a brief registration. An audio replay will be available approximately two hours after the call's completion at (800) 406 7325 or +1 (303) 590 3030, Conference ID number 4678183. The recording will be available for replay through May 19, 2014.

The live broadcast of Koppers conference call will be available online:

<http://investors.koppers.com/phoenix.zhtml?c=194019&p=irol-eventDetails&EventId=5128452>. (Due to the length of this URL, it may be necessary to copy and paste this hyperlink into your Internet browser's URL address field.)

If you are unable to participate during the live webcast, the call will be archived on [www.koppers.com](http://www.koppers.com) and [www.streetevents.com](http://www.streetevents.com) shortly after the live call and continuing through May 19, 2014.

### **About Koppers**

Koppers, with corporate headquarters and a research center in Pittsburgh, Pennsylvania, is a global integrated producer of carbon compounds and treated wood products. Including its joint ventures, Koppers operates facilities in the United States, Canada, United Kingdom, Denmark, The Netherlands, Australia and China. The stock of Koppers Holdings Inc. is publicly traded on the New York Stock Exchange under the symbol "KOP." For more information, visit us on the Web: [www.koppers.com](http://www.koppers.com). Questions concerning investor relations should be directed to Leroy M. Ball at 412 227 2118 or Michael W. Snyder at 412 227 2131.

### **Safe Harbor Statement**

Certain statements in this press release 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, declines in the value of Koppers assets and the effect of any resulting impairment charges, profitability and anticipated 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," "potential," "intends," "likely," or other similar words or phrases are generally intended to identify forward-looking statements. Any forward-looking statement contained herein, in other press releases, written statements or other 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, divestitures, joint ventures 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 Osmose 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, including continuing uncertain economic conditions in Europe, demand for Koppers goods and services, competitive conditions, interest rate and foreign currency rate fluctuations, availability and costs of key raw materials, 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 quarterly report on Form 10-Q. Any forward-looking statements in this release speak only as of the date of this release, 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.



**Koppers Holdings Inc.**

**Unaudited Consolidated Statement of Income**

(Dollars in millions, except per share amounts)

	<b>Three Months Ended March 31,</b>	
	<b>2014</b>	<b>2013</b>
Net sales	\$ 331.4	\$ 370.4
Cost of sales (excluding items below)	285.1	320.5
Depreciation and amortization	8.9	7.3
Impairment and restructuring charges	15.5	—
Selling, general and administrative expenses	21.4	17.7
Operating profit	0.5	24.9
Other income	0.2	0.5
Interest expense	6.8	6.9
(Loss) income before income taxes	(6.1)	18.5
Income tax (benefit) expense	(6.0)	7.1
(Loss) income from continuing operations	(0.1)	11.4
Income from discontinued operations	—	0.1
Net (loss) income	(0.1)	11.5
Net (loss) income attributable to noncontrolling interests	(2.3)	0.5
Net income attributable to Koppers	<u>\$ 2.2</u>	<u>\$ 11.0</u>
Earnings per common share:		
Basic-		
Continuing operations	\$ 0.11	\$ 0.53
Discontinued operations	—	0.00
Earnings per basic common share	<u>\$ 0.11</u>	<u>\$ 0.53</u>
Diluted-		
Continuing operations	\$ 0.11	\$ 0.53
Discontinued operations	—	0.00
Earnings per diluted common share	<u>\$ 0.11</u>	<u>\$ 0.53</u>
Weighted average shares outstanding ( <i>in thousands</i> ):		
Basic	20,384	20,667
Diluted	20,588	20,925
Dividends declared per common share	<u>\$ 0.25</u>	<u>\$ 0.25</u>

**Koppers Holdings Inc.**

**Unaudited Condensed Consolidated Balance Sheet**

*(Dollars in millions, except per share amounts)*

	<u>March 31, 2014</u>	<u>December 31, 2013</u>
<b>Assets</b>		
Cash and cash equivalents	\$ 54.7	\$ 82.2
Accounts receivable, net of allowance of \$3.6 and \$3.6	157.3	157.9
Income tax receivable	11.1	9.0
Inventories, net	193.2	168.8
Deferred tax assets	12.4	10.0
Loan to related party	9.5	9.5
Other current assets	31.4	35.7
Total current assets	<u>469.6</u>	<u>473.1</u>
Equity in non-consolidated investments	6.7	6.6
Property, plant and equipment, net	202.5	197.0
Goodwill	75.0	72.7
Deferred tax assets	14.7	9.3
Other assets	32.7	26.2
Total assets	<u><u>801.2</u></u>	<u><u>784.9</u></u>
<b>Liabilities</b>		
Accounts payable	91.8	107.6
Accrued liabilities	83.4	82.4
Dividends payable	5.1	5.1
Total current liabilities	<u>180.3</u>	<u>195.1</u>
Long-term debt	340.0	303.1
Accrued postretirement benefits	37.2	41.6
Deferred tax liabilities	15.2	14.7
Other long-term liabilities	42.1	40.6
Total liabilities	<u>614.8</u>	<u>595.1</u>
Commitments and contingent liabilities		
<b>Equity</b>		
Senior Convertible Preferred Stock, \$0.01 par value per share; 10,000,000 shares authorized; no shares issued	—	—
Common Stock, \$0.01 par value per share; 40,000,000 shares authorized; 21,897,190 and 21,722,492 shares issued	0.2	0.2
Additional paid-in capital	160.1	158.9
Retained earnings	68.3	71.3
Accumulated other comprehensive loss	(7.0)	(10.2)
Treasury stock, at cost; 1,443,248 and 1,390,494 shares	(52.4)	(50.4)
Total Koppers shareholders' equity	<u>169.2</u>	<u>169.8</u>
Noncontrolling interests	17.2	20.0
Total equity	<u>186.4</u>	<u>189.8</u>
Total liabilities and equity	<u><u>\$ 801.2</u></u>	<u><u>\$ 784.9</u></u>

Koppers Holdings Inc.

Unaudited Condensed Consolidated Statement of Cash Flows

(Dollars in millions)

	Three Months Ended March 31, 2014	Three Months Ended March 31, 2013
Cash provided by (used in) operating activities:		
Net (loss) income	\$ (0.1)	\$ 11.5
Adjustments to reconcile net cash provided by operating activities:		
Depreciation and amortization	8.9	7.3
Impairment charges	4.7	—
Deferred income taxes	(7.2)	0.7
Equity income, net of dividends received	—	(0.2)
Change in other liabilities	(2.8)	(3.6)
Non-cash interest expense	0.4	0.4
Stock-based compensation	1.2	1.4
Other	0.2	0.1
(Increase) decrease in working capital:		
Accounts receivable	2.1	(12.7)
Inventories	(6.6)	1.9
Accounts payable	(16.8)	(2.5)
Accrued liabilities and other working capital	2.3	1.4
Net cash provided by (used in) operating activities	<u>(13.7)</u>	<u>5.7</u>
Cash provided by (used in) investing activities:		
Capital expenditures	(14.8)	(6.4)
Acquisitions	(29.6)	—
Net cash proceeds from divestitures and asset sales	—	0.2
Net cash used in investing activities	<u>(44.4)</u>	<u>(6.2)</u>
Cash provided by (used in) financing activities:		
Borrowings of revolving credit	67.5	36.5
Repayments of revolving credit	(52.5)	(36.5)
Borrowings of long-term debt	22.2	—
Issuances of Common Stock	—	0.2
Repurchases of Common Stock	(2.0)	(1.6)
Payment of deferred financing costs	—	(1.1)
Dividends paid	(5.0)	(5.0)
Net cash provided by (used in) financing activities	<u>\$ 30.2</u>	<u>\$ (7.5)</u>
Effect of exchange rate changes on cash	0.4	(2.0)
Net decrease in cash and cash equivalents	<u>\$ (27.5)</u>	<u>\$ (10.0)</u>
Cash and cash equivalents at beginning of year	82.2	66.7
Cash and cash equivalents at end of period	<u>\$ 54.7</u>	<u>\$ 56.7</u>

## Unaudited Segment Information

The following tables set forth certain sales and operating data, net of all intersegment transactions, for the company's businesses for the periods indicated.

	Three Months Ended	
	March 31,	
	2014	2013
<b>Net sales:</b>		
Carbon Materials & Chemicals	\$202.6	\$230.5
Railroad & Utility Products	128.8	139.9
Total	\$331.4	\$370.4
<b>Operating profit:</b>		
Carbon Materials & Chemicals	\$ (8.8)	\$ 13.1
Railroad & Utility Products	11.1	12.3
Corporate	(1.8)	(0.5)
Total	\$ 0.5	\$ 24.9
<b>Operating margin:</b>		
Carbon Materials & Chemicals	(4.3)%	5.7%
Railroad & Utility Products	8.6%	8.8%
Total	0.2%	6.7%
<b>Adjusted operating profit (1):</b>		
Carbon Materials & Chemicals	\$ 8.4	\$ 13.1
Railroad & Utility Products	11.1	12.7
All Other	(1.8)	(0.5)
Total	\$ 17.7	\$ 25.3
<b>Adjusted operating margin:</b>		
Carbon Materials & Chemicals	4.1%	5.7%
Railroad & Utility Products	8.6%	9.1%
Total	5.3%	6.8%

- (1) Impairment and restructuring charges for CMC for the three months ended March 31, 2014 include \$10.8 million of pre-tax charges related to capacity rationalization at our tar distillation facility in Uithoorn, The Netherlands and \$4.7 million of pre-tax charges related to the impairment of our tar distillation facility in Tangshan, China (KCCC). Depreciation and amortization for CMC for the three months ended March 31, 2014 includes \$1.4 million of pre-tax charges related to accelerated depreciation at the Uithoorn and KCCC facilities. Selling, general and administrative expenses for CMC for the three months ended March 31, 2014 includes \$0.3 million of pre-tax charges related to capacity rationalization at the Uithoorn facility. Cost of sales for RUPS for the three months ended March 31, 2013 includes \$0.4 million of expense related to the June 2012 closing of our wood treating plant in Grenada, Mississippi.

Koppers believes that adjusted net income, adjusted earnings per share, adjusted operating profit and adjusted EBITDA provide information useful to investors in understanding the underlying operational performance of the company, its business and performance trends and facilitates comparisons between periods and with other corporations in similar industries. The exclusion of certain items permits evaluation and a comparison of results for ongoing business operations, and it is on this basis that Koppers management internally assesses the company's performance.

Although Koppers believes that these non-GAAP financial measures enhance investors' understanding of its business and performance, these non-GAAP financial measures should not be considered an alternative to GAAP basis financial measures.

**UNAUDITED RECONCILIATION OF NET INCOME ATTRIBUTABLE TO KOPPERS AND ADJUSTED NET INCOME**

*(In millions)*

	Three Months Ended March 31,	
	2014	2013
Net income attributable to Koppers	\$ 2.2	\$ 11.0
Charges impacting pre-tax income (1)		
Impairment and plant closure costs	17.2	0.4
Charges impacting net income, net of tax benefit and non-controlling interests	4.4	0.3
Adjusted net income including discontinued operations	6.6	11.3
Discontinued operations	—	(0.1)
Adjusted net income	<u>\$ 6.6</u>	<u>\$ 11.2</u>

- (1) Non-deductible impairment and restructuring charges for CMC for the three months ended March 31, 2014 include \$10.8 million of pre-tax charges related to capacity rationalization at the Uithoorn facility and \$4.7 million of pre-tax charges related to impairment charges for the KCCC facility. Depreciation and amortization for CMC for the three months ended March 31, 2014 includes \$1.4 million of pre-tax charges related to accelerated depreciation at the Uithoorn and KCCC facilities. Selling, general and administrative expenses for CMC for the three months ended March 31, 2014 includes \$0.3 million of pre-tax charges related to capacity rationalization at the Uithoorn facility. Cost of sales for RUPS for the three months ended March 31, 2013 includes \$0.4 million of expense related to the June 2012 closing of our wood treating plant in Grenada, Mississippi.

**UNAUDITED RECONCILIATION OF DILUTED EARNINGS PER SHARE AND  
ADJUSTED EARNINGS PER SHARE**

*(In millions except share amounts)*

	Three Months Ended March 31,	
	2014	2013
Net income attributable to Koppers	\$ 2.2	\$ 11.0
Adjusted net income including discontinued operations (from above)	\$ 6.6	\$ 11.3
Adjusted net income (from above)	<u>\$ 6.6</u>	<u>\$ 11.2</u>
Denominator for diluted earnings per share (000s)	20,588	20,925
Earnings per share:		
Diluted earnings per share	\$ 0.11	\$ 0.53
Adjusted earnings per share including discontinued operations	\$ 0.32	\$ 0.54
Adjusted earnings per share	\$ 0.32	\$ 0.54

**UNAUDITED RECONCILIATION OF NET INCOME TO EBITDA AND ADJUSTED EBITDA**

*(In millions except share amounts)*

	Three Months Ended March 31,	
	2014	2013
Net (loss) income	\$ (0.1)	\$ 11.5
Interest expense	6.8	6.9
Depreciation and amortization	8.9	7.3
Income tax provision	(6.0)	7.1
Discontinued operations	—	(0.1)
EBITDA with noncontrolling interests	9.6	32.7
Unusual items impacting net income (1)		
Impairment and plant closure costs	15.8	0.4
Adjusted EBITDA with noncontrolling interests	<u>\$25.4</u>	<u>\$33.1</u>

- (1) Impairment and restructuring charges for CMC for the three months ended March 31, 2014 include \$10.8 million of pre-tax charges related to capacity rationalization at the Uithoorn facility and \$4.7 million of pre-tax charges related to impairment charges for the KCCC facility. Selling, general and administrative expenses for CMC for the three months ended March 31, 2014 includes \$0.3 million of pre-tax charges related to capacity rationalization at the Uithoorn facility. Cost of sales for RUPS for the three months ended March 31, 2013 includes \$0.4 million of expense related to the June 2012 closing of our wood treating plant in Grenada, Mississippi.



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News Release

**FOR IMMEDIATE RELEASE**

For Information: Leroy M. Ball, Vice President and Chief Financial Officer  
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**Koppers Holdings Inc. Announces Promotion of Chief Financial Officer Leroy Ball  
to Chief Operating Officer**

**PITTSBURGH, May 5, 2014** – Koppers Holdings Inc. (NYSE:KOP) announced that effective today Leroy M. Ball, Vice President and Chief Financial Officer, has been elected to the newly created position of Chief Operating Officer by the Koppers Holdings Inc. Board of Directors. Mr. Ball will also retain his current responsibilities as Chief Financial Officer in the interim until a successor is named.

Mr. Ball, age 45, has served as Vice President and Chief Financial Officer of Koppers Holdings Inc. and Koppers Inc. since August 2010. Prior to joining Koppers, Mr. Ball was Senior Vice President and Chief Financial Officer of Calgon Carbon Inc., a provider of services, products and solutions for purifying water and air.

Walt Turner, President and CEO of Koppers, said, "I am pleased to announce that the Board of Directors has elected Leroy M. Ball to the position of Chief Operating Officer effective May 5, 2014. In his new position, Leroy will be responsible for the various global business operations and the financial reporting for the company. The Board is excited and pleased to support Leroy in his new role."

Mr. Turner continued, "Since joining Koppers, Leroy has been instrumental with our strategic growth activities, including the recent announcement of the acquisition of the Osmose Railroad Services and Wood Preservation businesses. I am confident that his global experience and financial acumen will continue to strengthen the company's future as he focuses on our goals of achieving operational and financial excellence throughout our global operations."

**About Koppers**

Koppers, with corporate headquarters and a research center in Pittsburgh, Pennsylvania, is a global integrated producer of carbon compounds and treated wood products. Including its joint ventures, Koppers operates facilities in the United States, Canada, United Kingdom, Denmark, The Netherlands, Australia and China. The stock of Koppers Holdings Inc. is publicly traded on the New York Stock Exchange under the symbol "KOP." For more information, visit us on the Web: [www.koppers.com](http://www.koppers.com). Questions concerning investor relations should be directed to Leroy M. Ball at 412 227 2118 or Michael W. Snyder at 412 227 2131.

**Safe Harbor Statement**

This news release may contain forward-looking statements based on management’s current expectations, estimates and projections. All statements that address expectations or projections about the future, including statements about the company’s strategy for growth, product development, market position, expected expenditures and financial results are forward-looking statements. Some of the forward-looking statements may be identified by words like “expects,” “anticipates,” “plans,” “intends,” “projects,” “indicates,” and similar expressions. These statements are not guarantees of future performance and involve a number of risks, uncertainties and assumptions. Many factors, including those discussed more fully elsewhere in this release and in documents filed with the Securities and Exchange Commission by Koppers, particularly its latest annual report on Form 10-K and quarterly report on Form 10-Q, as well as others, could cause results to differ materially from those stated. These factors include, but are not limited to, changes in the laws, regulations, policies and economic conditions, including inflation, interest and foreign currency exchange rates, of countries in which the Company does business; competitive pressures; the loss of one or more key customer or supplier relationships; customer insolvencies; successful integration of structural changes, including restructuring plans, acquisitions, divestitures and alliances; cost and availability of raw materials; and other economic, business, competitive, regulatory and/or operational factors affecting the business of Koppers generally.