



Investor Presentation

January 2014

Cautionary Statement

Please note that in this presentation, we may discuss events or results that have not yet occurred or been realized, commonly referred to as forward-looking statements. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements made by or on behalf of the Company. Such discussion and statements will often contain words as expect, anticipate, believe, intend, plan and estimate. Such forward-looking statements include statements regarding the Company's adjusted basic and diluted earnings per share, expected or estimated revenue, the outlook for the Company's markets and the demand for its products, estimated sales, segment earnings, net interest expense, income tax provision, earnings per share, reorganization and other charges, cash flows from operations, consistent profitable growth, free cash flow, future revenues and gross operating and EBITDA margin improvement requirement and expansion, organic net sales growth, performance trends, bank leverage ratio, the success of new product introductions, growth in costs and expenses, the impact of commodities, currencies, and transportation costs and the Company's ability to manage its risk in these areas, repurchase of shares of common stock from time to time under the Company's stock repurchase program or otherwise, and the impact of acquisitions, divestitures, restructurings and other unusual items, including the Company's ability to successfully integrate and obtain the anticipated results and synergies from its consummated acquisitions. These projections and statements are based on management's estimates and assumptions with respect to future events and financial performance, and are believed to be reasonable, though are inherently difficult to predict. Actual results could differ materially from those projected as a result of various factors. A discussion of factors that could cause results to vary is included in the Company's periodic and other reports filed with the Securities and Exchange Commission. The Company undertakes no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

This presentation also contains non-GAAP financial measures. For purposes of Regulation G, a non-GAAP financial measure is a numerical measure of a company's historical or future financial performance, financial position or cash flows that excludes amounts, or is subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measure calculated and presented in accordance with GAAP in the statements of operations, balance sheets, or statements of cash flows of the Company; or includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measure so calculated and presented. Pursuant to the requirements of Regulation G, the Company has provided reconciliations of the non-GAAP financial measures to the most directly comparable GAAP financial measures. These non-GAAP measures are provided because management of the Company uses these financial measures in monitoring and evaluating the Company's ongoing financial results and trends. Management uses this non-GAAP information as an indicator of business performance, and evaluates overall management with respect to such indicators. Additionally, the Company uses non-GAAP financial measures because the Company's credit agreement provides for certain adjustments in calculations used for determining whether the Company is in compliance with certain credit agreement covenants, including, but not limited to, adjustments relating to non-cash purchase accounting adjustments, non-cash impairment charges of goodwill, intangibles and other assets, certain net reorganization costs and acquisition-related and other charges, transaction and integration costs, the elimination of manufacturer's profit in inventory, non-cash Venezuela hyperinflationary and devaluation-related charges, gains and losses as a result of currency fluctuations, gain on the sale of a domestic business, non-cash stock-based compensation costs, loss on early extinguishment of debt, non-cash original issue discount amortization and other items. Adjusted gross margin is calculated by dividing adjusted gross profit by net sales. Segment earnings (as adjusted EBITDA) margin is calculated by dividing segment earnings (as adjusted EBITDA) by net sales. These non-GAAP measures should be considered in addition to, not a substitute for, measures of financial performance prepared in accordance with GAAP.



Jarden Overview and Performance



Investment Highlights


- **Global diversified** consumer products company
- Over 120 **powerful brands** that **consumers trust**
- Proven **track record** of **strong financial** performance
 - Evidence of innovation and execution capability
 - Confirmed through product and industry awards
 - Experienced management teams who know how to manage through growth and recessionary times
- **Organic growth drivers** (supplemented by acquisition growth)
 - Geographic expansion
 - Brand expansion to adjacent categories
 - Cross BU and segment leverage in selling and infrastructure
- Strong balance sheet and **cash flow** generation capabilities

OUR LARGEST BRANDS



Strong portfolio of seasonal staples and leading consumer brands

Jarden's DNA

- 
- Strive to be better
 - Retain and develop the best talent
 - Listen, learn, innovate
 - Deliver exceptional financial results
 - Support the individual, but encourage teamwork
 - Think lean; act large
 - Have fun, work hard, execute
 - Enhance the communities in which we operate

Jarden's DNA is the foundation for strategic, operational and financial initiatives and ultimately is the key to our success

Our Evolution Into A Leading Global Consumer Products Company



2007–Today: Preparing Jarden for Future Generations

- Continue to leverage proven brand-building approach
 - Ongoing investments in brand equity
 - Focus on product innovation and development
- Cross-brand collaboration on a regular basis, including
 - Cross-selling
 - Partnerships
 - Shared technologies
 - Idea generation and knowledge exchange
- Focus on product innovation led growth

2005–2007: Strengthening the Platform

- Enhanced network infrastructure to support integration and cross-brand collaboration
 - IT systems
 - Business management processes
 - Internal controls
 - Talent development
- Disciplined process, planning and forecasting
- Ongoing strategic acquisitions

2001–2005: Setting the Foundation

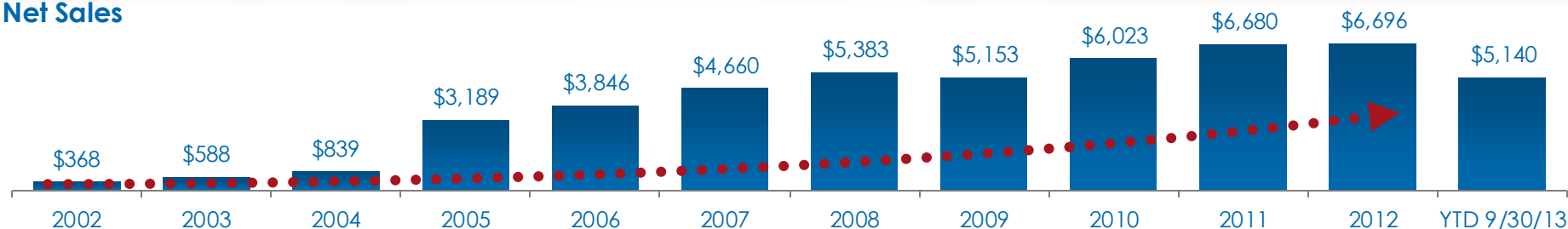
- Established a platform of growth through a series of acquisitions

Jarden's Proven Track Record of Growth

(\$'s in millions)

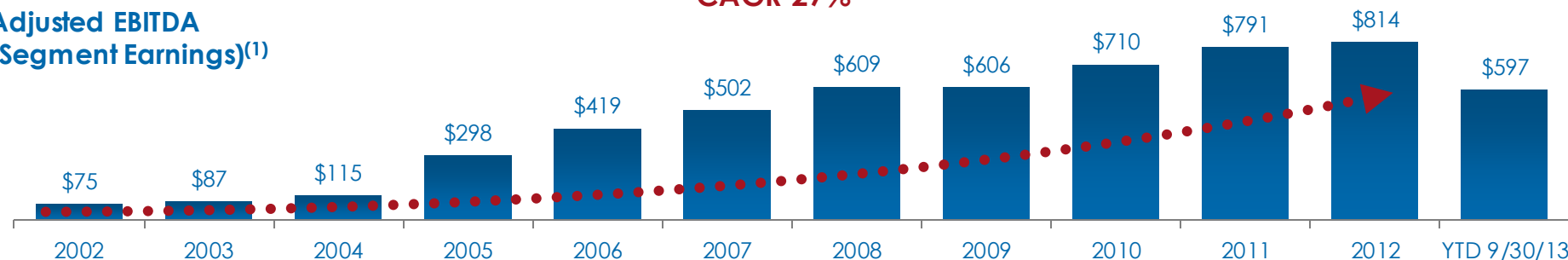
Net Sales

CAGR 34%



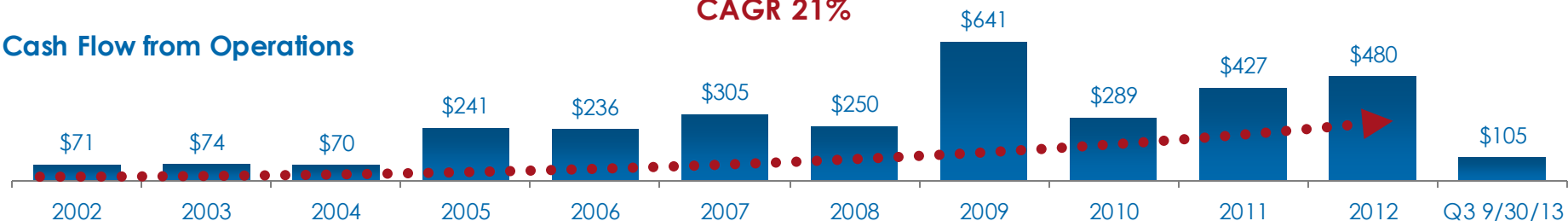
Adjusted EBITDA (Segment Earnings)⁽¹⁾

CAGR 27%



Cash Flow from Operations

CAGR 21%



Note: For a reconciliation of Non-GAAP numbers please refer to the Appendix of this presentation.

1. Non-GAAP – excluding restructuring, non-operational and non-cash charges and credits.

Jarden's Track Record of Disciplined Acquisitions Has Contributed to Significant Long-Term Growth

Selected M&A History⁽¹⁾

Growth

Date	Target	Approx. Transaction Value
Oct 2013	YANKEE CANDLE [®] <small>America's best <i>Loved</i> candle[®]</small>	\$1.75B
April 2010	MAPA [®] PROFESSIONNEL 	\$450M
Aug 2007	  Marmot [®]	\$1,200M
April 2007	PURE FISHING [®] 	\$400M
July 2005	Holmes [®]	\$625M
Jan 2005	Sunbeam  Coleman [®]	\$845M
June 2004		\$240M
Sept 2003	LEHIGH [®]	\$155M
Feb 2003		\$110M
April 2002		\$160M

Jarden **consistently has the highest stock return** among its peers in the S&P Consumer Staples index, across multiple time periods

Return ⁽²⁾ Rank ⁽³⁾

CY 2012 +73% #1

5-Year +181% #1

10-Year +360% #1

Since 2001 (inception) +2,150% #1

1. Selection determined by whether the acquisition contributed more than 10% of revenue at the time of the transaction.
2. Performance reflects stock appreciation over the listed periods as of 8/22/2013.
3. Ranking based on performance compared to the household and personal care peer group in the S&P Consumer Staples Index.

Jarden has Supported Organic Growth through Significant Brand Equity Investment



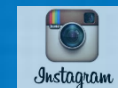
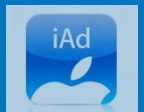
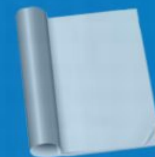
Note: Excludes Yankee Candle. Figures above include marketing and R&D expenses.

Brand Equity and Product Innovation =
Higher Prices (i.e. greater value) and Higher GM

Each year ~30% of sales come from products launched
within past three years

Creative Go-To-Market Initiatives

Relevant consumer outreach utilizing multi-media approach
& Point of Purchase programs



Jarden is Well Diversified Across Segments

Outdoor Solutions

- LTM 6/13 Net Sales of \$2.7 billion
- LTM 6/13 Segment Earnings Margin of 11.7%
- World's largest sports equipment company
- Offers innovative recreational and high-performance products

Consumer Solutions

- LTM 6/13 Net Sales of \$2.0 billion
- LTM 6/13 Segment Earnings Margin of 14.8%
- Strong portfolio of brands with leading positions across core categories
- Products designed to simplify consumers' daily lives

Branded Consumables

- LTM 6/13 PF Net Sales of \$2.7 billion⁽¹⁾
- LTM 6/13 Segment Earnings Margin of 14.8%⁽²⁾
- LTM 6/13 YCC Segment Earnings Margin of 23.8%
- Strong, stable cash flow generation with leading brands
- Niche household products regularly depended upon in and around the home



Diversification Creates Natural Hedges and Supports Organic Growth

Note: Jarden (Pro Forma for Yankee Candle) LTM 6/13 Segment Margin of 13.2%. For a reconciliation of Non-GAAP numbers please refer to the Appendix of this presentation.

1. Pro forma for Yankee Candle acquisition.

2. Represents Jarden on a standalone basis only.



Investment Highlights



Yankee Candle Company Overview

Summary

- Yankee Candle is a market-leading consumer brand with strong brand awareness and expanding market share
 - LTM 6/13 Net Sales of \$863mm and LTM 6/13 Adjusted EBITDA of \$205mm
- 43-year history of category leadership and growth by marketing Yankee Candle products as affordable luxuries, consumable products, valued gifts and home décor accessories
- Yankee Candle distributes its products through a diversified, multi-channel platform
- Vertically integrated business model
- Seasonal staples characteristics
- Headquartered in South Deerfield, Massachusetts
- ~2,500 full-time employees and ~2,700 part-time employees⁽¹⁾

Ownership History:

1969: Founded

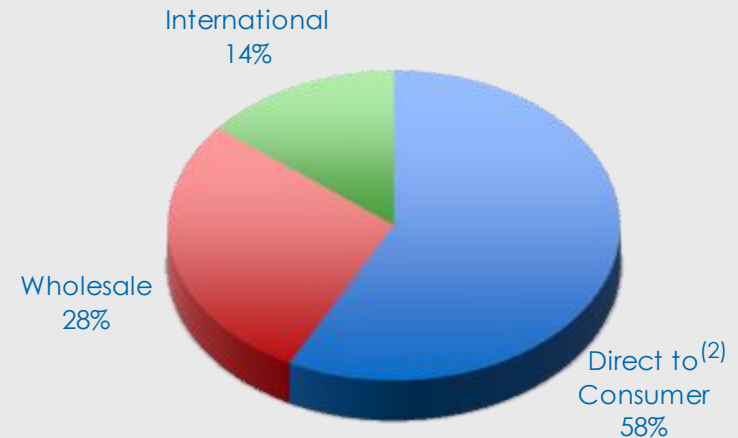
1998: Sold to
Forstmann Little

1999: Initial
public offering

2007: Purchased by
Madison Dearborn Partners

2013: Purchased by
Jarden

2012 Net Sales by Segment



Note: For a reconciliation of Non-GAAP numbers please refer to the Appendix of this presentation.

1. As of December 29, 2012 per form 10-K, filed March 29, 2013.

2. Includes Retail Stores, YankeeCandle.com, Catalog and Fundraising.

Overview of the Yankee Candle Acquisition

Jarden Acquired Yankee Candle for approximately \$1.75 billion on October 3rd

Overview

- Cash purchase price of \$1,750 million, subject to working capital and other adjustments
 - Expected to be accretive to adjusted EPS on a pro forma basis by approximately 10%, pre-synergies

PF Impact

- Combined Pro forma 6/30/13 LTM Net Sales and Adjusted EBITDA of \$7.7bn and \$1.0bn respectively
- Immediately accretive to cash flow and earnings per share
- Balances Jarden's portfolio and extends Branded Consumables segment

Sources of Funding

- Transaction financed with cash on hand, an equity offering of 16.5 million common shares, and \$750 million of bank debt

Timing

- Transaction was announced on September 3rd and closed on October 3rd

Strategic Highlights

- Iconic brand with high customer loyalty
- Consistent organic growth, solid margins, and strong cash flow
- Market leader; brand is synonymous with the category
- Experienced management team
- Seasonal staple characteristics; proven resilience in economic cycles

For a reconciliation of Non-GAAP numbers please refer to the Appendix of this presentation.



Yankee Candle Transaction Meets Jarden's Disciplined Acquisition Criteria



Jarden

Yankee Candle

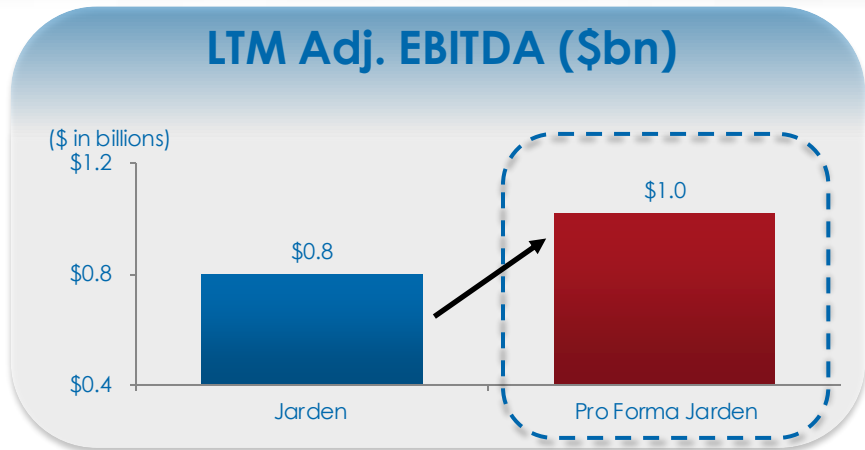
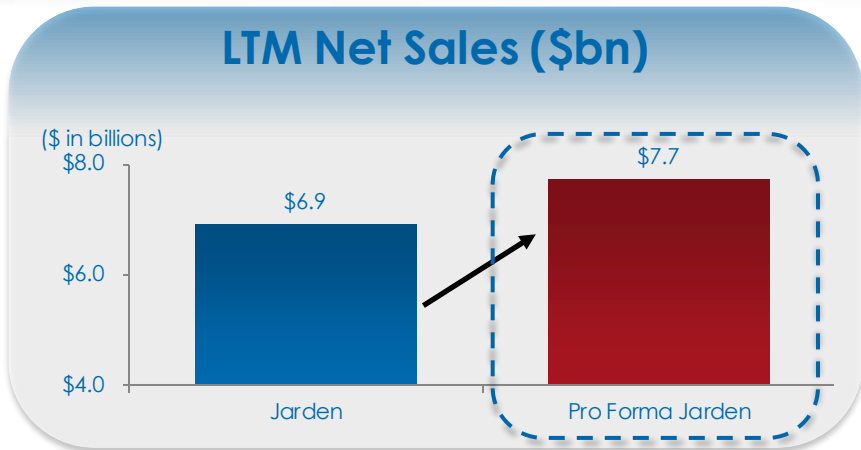
- | | | | |
|---|---|-----|--|
| 1 | Category-leading positions in niche markets | ➔ ✓ | Market-leading , premium scented candles ⁽¹⁾ |
| 2 | Products that generate recurring revenue | ➔ ✓ | Leading brand awareness drives " annuity-like " repeat purchases |
| 3 | Defensible moats around the business | ➔ ✓ | Strong financial performance in recessionary as well as growth markets |
| 4 | Strong cash flow characteristics | ➔ ✓ | Generates strong and growing free cash flow |
| 5 | Accretive to earnings | ➔ ✓ | Accretive to pro forma Adjusted EPS (pre-synergies) by approximately 10% |
| 6 | Attractive transaction valuation | ➔ ✓ | Acquired outside of an auction process <ul style="list-style-type: none">• In attractive, low cost financing market |

Note: For a reconciliation of Non-GAAP numbers please refer to the Appendix of this presentation.

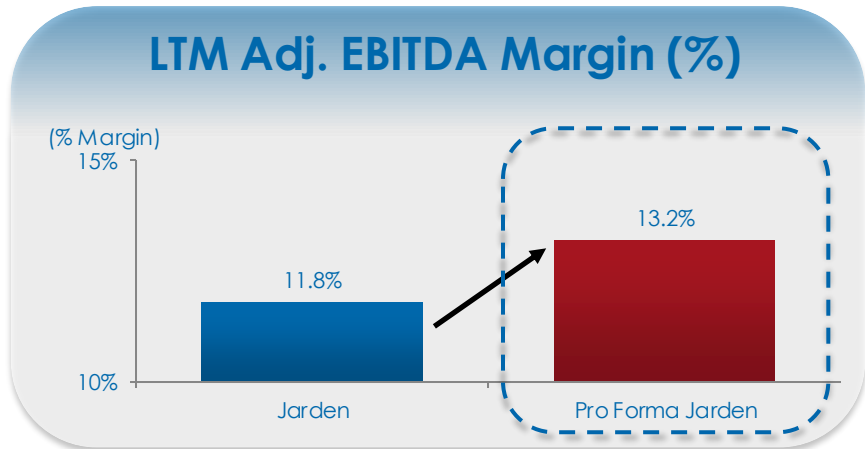
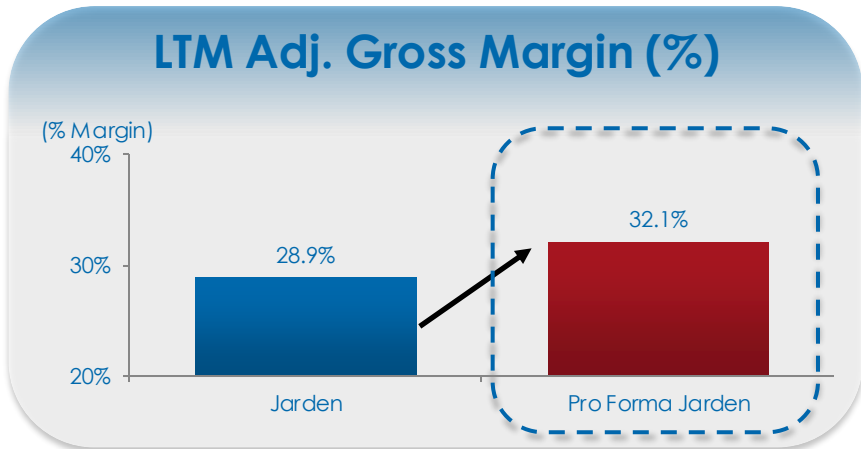
1. 2012 Kline Report (US, UK, GER).

Yankee Candle Enhances Jarden's Scale and Profitability, Creating a Business with Over \$1bn in Adjusted EBITDA and...

Scale



Profitability

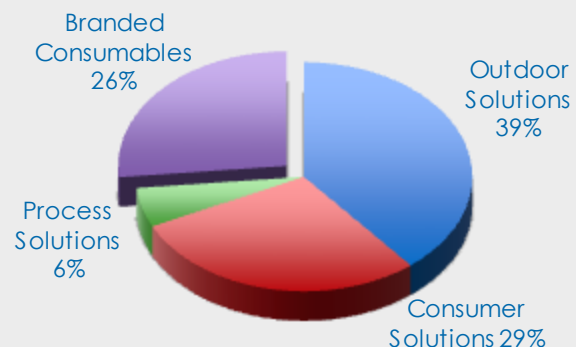


Note: For a reconciliation of Non-GAAP numbers please refer to the Appendix of this presentation.

...More Portfolio Balance and Diversification...

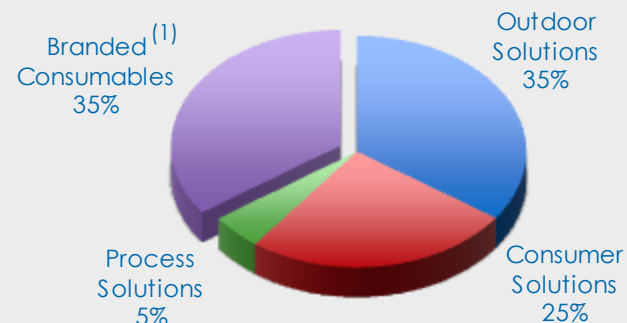
Standalone Segment Breakdown

LTM Net Sales: \$6.9 billion

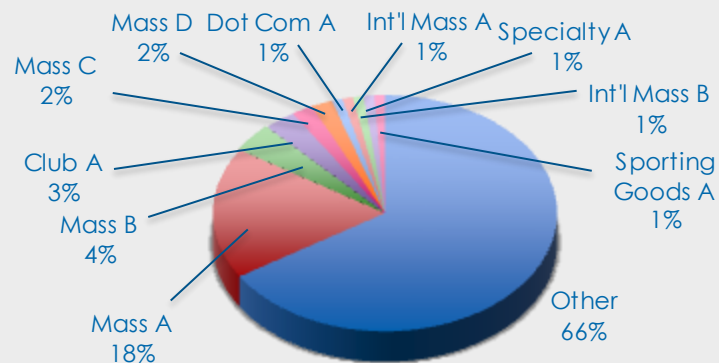


Pro Forma Segment Breakdown

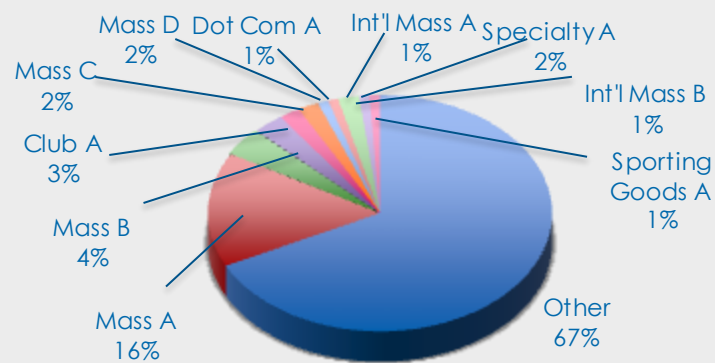
LTM Net Sales: \$7.7 billion



Standalone Net Sales by Customer⁽²⁾



Pro Forma Net Sales by Customer⁽²⁾



Note: For a reconciliation of Non-GAAP numbers please refer to the Appendix of this presentation.

1. Assumes Yankee Candle Net Sales reported on a pro forma basis is part of Branded Consumables segment.

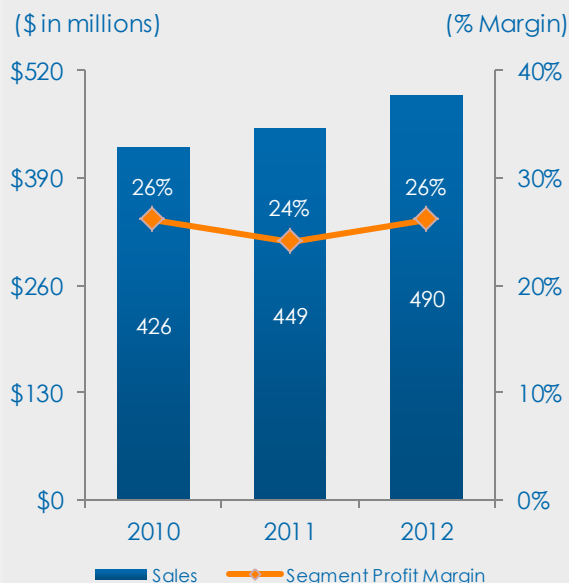
2. Percentage breakdown based on Fiscal Year 2012 Net Sales.

Business Segment Overview

Description

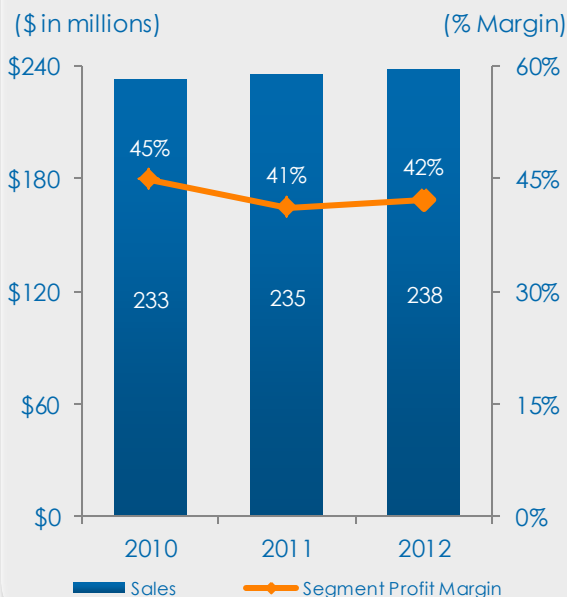
Direct to Consumer

- >500 stores in North America
- Direct to Consumer includes:
 - Retail Stores
 - YankeeCandle.com and catalog
 - Fundraising business



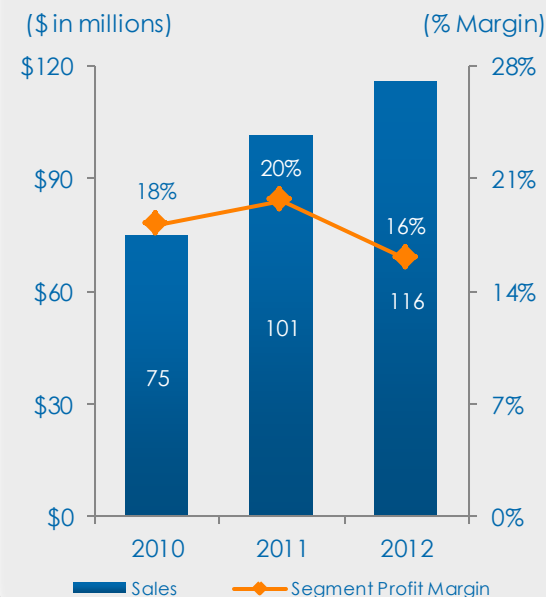
Wholesale

- >35,000 wholesale doors
- Diversified customer base which includes specialty stores, department stores, gift stores, food / drug / mass channel and off-price retailers



International

- >6,000 wholesale doors primarily in Europe



Financials

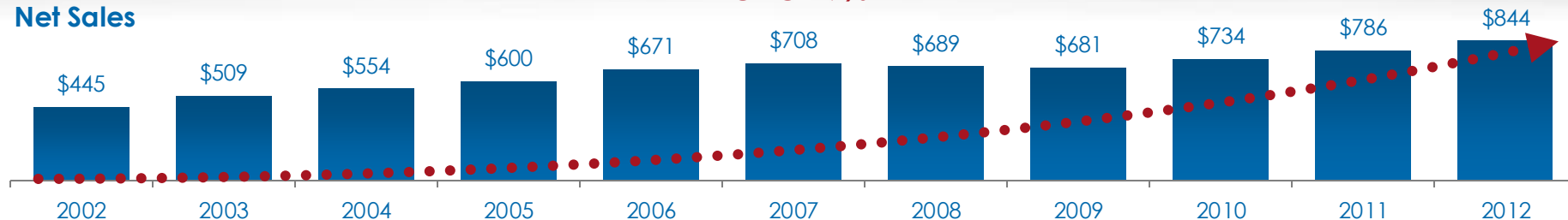
Source: Yankee Candle financials. Number of stores and doors as of June 29, 2013 per Form 10-Q, filed August 12, 2013.

Yankee Candle's Proven Track Record of Growth

(\$'s in millions)

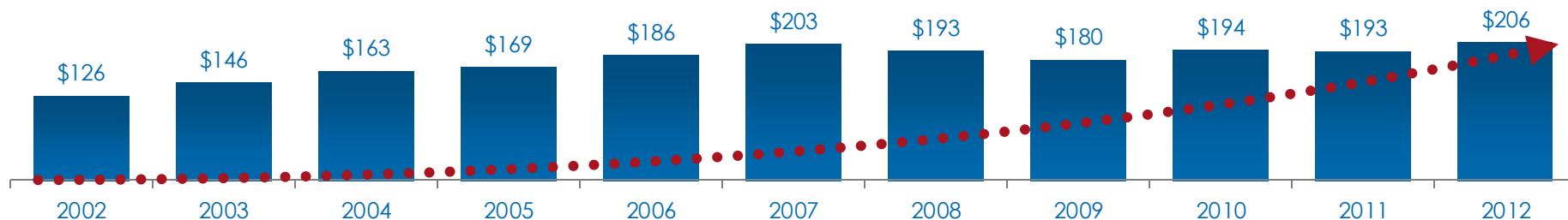
Net Sales

CAGR 7%



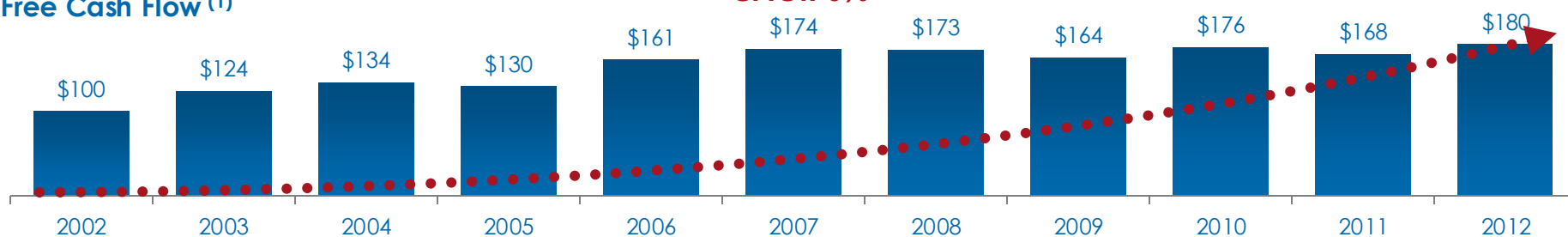
Adjusted EBITDA

CAGR 5%



Free Cash Flow ⁽¹⁾

CAGR 6%



Note: For a reconciliation of Non-GAAP numbers please refer to the Appendix of this presentation.

1. Free cash flow calculated as adjusted EBITDA less capital expenditures.

Cross Selling Opportunities Drive Value Across the Jarden Platform

Cross-Selling Opportunities

- Yankee Candle stores create new sales platform for Jarden (e.g. lighters, matches and firelogs)
- Yankee Candle's wholesale network can be grown by leveraging Jarden
- YankeeCandle.com can be used to cross-sell products
- Jarden can leverage Yankee Candle's fundraising channels

Cross-Channel Opportunities

- Streamlining distribution costs
- Expanding Yankee Candle's distribution network
- Leveraging Jarden's footprint to facilitate Yankee Candle's expansion into new markets and geographies
- Less than 15% of Yankee Candle's revenues are currently non-US

Cross-Brand Collaboration Opportunities

- Will help drive new product innovation
- Integration costs and production synergies
- Yankee Candle's retail expertise will further promote cross-brand support and knowledge exchange
- Jarden's disciplined processes and planning will further develop opportunities

New Revenue Drivers, Enhanced Scale and Increased Synergies

Combined Distribution Platform Is A Catalyst For Growth



- 

Yankee Candle's Strategic Fit Within Jarden

- Extends Jarden's portfolio of market-leading, consumer brands in niche, seasonal staple categories
- Drives cross-selling and cross-channel opportunities
- Fosters cross-brand collaboration and partnerships
- Distribution and cost synergies
- Deepens Jarden's bench of talent
- Immediately accretive to Jarden's earnings, enhancing top and bottom line, as well as margin profile

Targeted Growth Initiatives

In addition to Yankee Candle, ongoing investment and resources directed to drive growth in multiple brands and geographies will continue

- Marmot clothing, equipment and retail stores
- Exofficio clothing brand
- Rawlings brand expansion to football helmets
- Rawlings Japan re-establishes operations for growth in second largest baseball market
- Tailgating leverages multiple Jarden brands
- Zoot triathlon gear
- Pet Supply products
- NUK branded baby products in US
- K2 ski boots and helmets
- China sales focus with incremental resources

Long-Term Financial Goals

3% to 5% Organic Sales Growth

Leverage SG&A

Expand Segment Earnings Margins

Drive Profitability Growth⁽¹⁾

Improve Working Capital to Increase Operating Cash Flow

Year End Bank Leverage Ratio at or Below 3.0x

1. Defined as adjusted EPS growth.



Financial Summary



Jarden Q3 2013 Results

Strong organic sales growth was delivered across each business segment; core business momentum continued from 1H13

- Record 3rd Quarter Net Sales of \$1.8 Billion, with Organic Growth of 5.6%
- Record Adj. Operating Earnings of \$217 Million, and Adj. EPS growth of 16% YoY

(\$ in millions)

	Three months ended		
	9/30/2013	9/30/2012	Inc/(Dec) %
Net Sales	\$1,801	\$1,706	5.6%
Adjusted Gross Profit	\$532	\$512	3.8%
% Margin	29.5%	30.0%	
Adjusted EBITDA (Segment Earnings)	\$250	\$235	6.1%
% Margin	13.9%	13.8%	
Cash Flow from Operations	\$105	\$78	3.5%

Note: Results exclude Yankee Candle. For a reconciliation of Non-GAAP numbers please refer to the Supplemental slides posted on Jarden's website.

Pro Forma Financials

Supplemental Pro Forma Financial Information (unaudited)

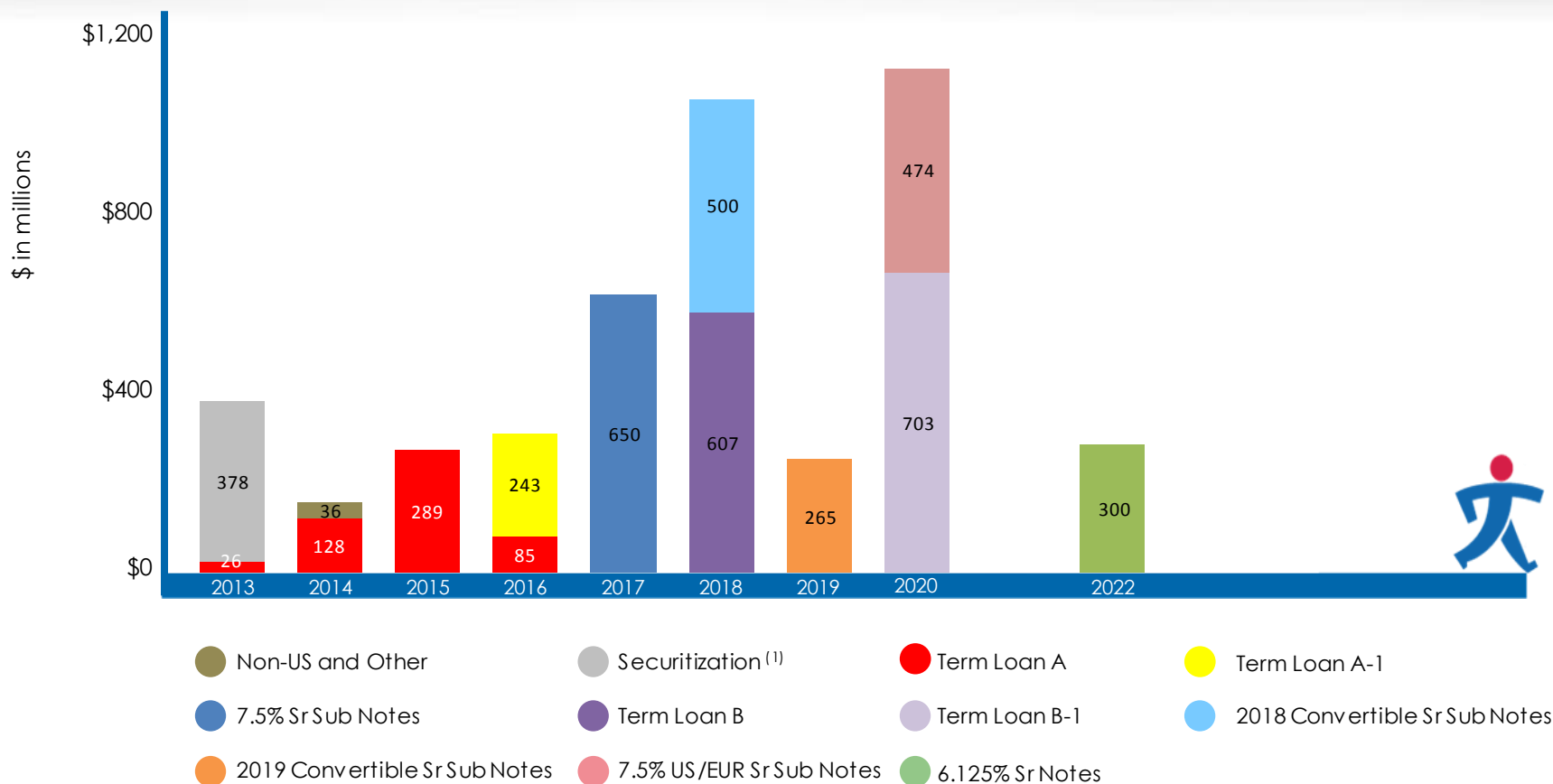
(\$ in millions)	Jarden 12 Months Ended 6/30/2013	Yankee Candle 52 Weeks Ended 6/29/2013	Pro Forma 12 Months Ended 6/30/2013
Net Sales	\$6,865	\$863	\$7,728
Adjusted Gross Profit	\$1,985	\$494	\$2,479
% Margin	28.9%	57.2%	32.1%
Adjusted EBITDA (Segment Earnings)	\$813	\$205	\$1,018
% Margin	11.8%	23.8%	13.2%

Supplemental Combined Financial Information (unaudited)

(\$ in millions)	Jarden 12 Months Ended 6/30/2013	Yankee Candle 52 Weeks Ended 6/29/2013	Combined 12 Months Ended 6/30/2013
Cash Flow from Operations	\$436	\$82	\$518

Note: For a reconciliation of Non-GAAP numbers please refer to the Appendix of this presentation.

Pro Forma Debt Maturity Profile (9/30/13)



Note: Term Loan A-1 maturity schedule is as follows (\$ in millions): 2013 = \$1, 2014 = \$3, 2015 = \$3, 2016 = \$243. Term Loan B maturity schedule is as follows (\$ in millions): 2013 = \$2, 2014 – 2017 = \$7 annually, 2018 = \$607. Term Loan B-1 maturity schedule is as follows (\$ in millions): 2013 = \$2, 2014 – 2019 = \$8 annually, 2020 = \$703. Non-US and Other includes \$5 in 2013. Full liability portion of existing and new convertible notes is shown (rather than OID accreted balance sheet amount).

1. Management anticipates that Securitization Facility will get renewed in the normal course of business for a subsequent 3-year period.

Pro Forma Capitalization Table (9/30/13)

	Next Call	12/31/12	9/30/13	% Cap
\$250mm Revolving credit facility		--	--	
\$675mm Term loan A		596	528	
\$250mm Term loan A-1		--	248	
\$650mm Term loan B		640	635	
\$750mm Term loan B-1		--	750	
Securitization facility (2016)		384	378	
Total senior secured debt		\$1,620	\$2,539	21.4%
8.00% Senior Uns. Notes (5/1/16)	Repaid	296	--	
6.125% Senior Uns. Notes (11/15/22)	11/15/15	300	300	
Total senior debt		\$2,216	\$2,839	23.9%
7.5% Senior Sub. Notes (5/1/17)	NCL	655	654	
7.5% USD Senior Sub. Notes (1/15/20)	1/15/15	275	275	
7.5% EUR Senior Sub. Notes (1/15/20)	1/15/15	193	199	
1.875% Conv. Sr. Sub. Notes (9/15/18) ¹	NCL	421	430	
1.500% Conv. Sr. Sub. Notes (9/15/19) ²	NCL	--	217	
Other		38	41	
Total debt		\$3,798	\$4,655	39.2%
Market value of equity ³		\$7,213	\$7,213	60.8%
Total capitalization		\$11,011	\$11,868	100.0%

¹ Liability portion of the existing converts, total debt is \$500 million; ² Liability portion of the existing converts, total debt is \$265 million;

³ Based on December 4, 2013 closing stock price of \$56.08 per share.



Appendix



Outdoor Solutions

LTM 6/13 Net Sales of \$2.7 billion

LTM 6/13 Segment Earnings Margin of 11.7%

World's largest sports equipment company

Leadership positions in US, Europe and Japan

Extensive distribution network spanning mass, sporting goods, specialty, internet and team channels



OUTDOOR SOLUTIONS

CONSUMER SOLUTIONS

BRANDED CONSUMABLES

Market Position in Core Categories



Baseball Gloves & Balls



Camp Stoves

Fishing



Skis & Bindings



Sleeping Bags & Inflatable Beds

Tents



Lanterns



Global provider of innovative, recreational and high-performance products designed to maximize consumers' enjoyment of the outdoors

Note: Positions noted above refer to the U.S. market unless indicated otherwise.

Consumer Solutions

LTM 6/13 Net Sales of \$2.0 billion

LTM 6/13 Segment Earnings Margin of 14.8%

Strong portfolio of brands with leading positions across core categories

Most broadly distributed brand portfolio in core categories throughout the Americas

Distribution channels include mass merchants, warehouse clubs, specialty retailers, direct-to-consumer and international

Sunbeam

Oster

MR. COFFEE®

RIVAL

FoodSaver

VillaWare

CROCK-POT
THE ORIGINAL SLOW COOKER

skybär

OUTDOOR SOLUTIONS

CONSUMER SOLUTIONS

BRANDED CONSUMABLES

Market Position in Core Categories



Blenders



Coffee Makers



Slow Cookers



Vacuum Packaging



Air Purifiers/Humidifiers



Warming Blankets



Global provider of products designed to simplify the daily lives of consumers in and around the home; making everyday experiences, more satisfying

Note: Positions noted above refer to the U.S. market unless indicated otherwise.

Branded Consumables

LTM 6/13 PF Net Sales of \$2.7 billion⁽¹⁾

LTM 6/13 Segment Earnings Margin of 14.8%⁽²⁾

LTM 6/13 YCC Segment Earnings Margin of 23.8%

High gross margin product mix

Strong, stable cash flow generation

Diversified product mix with leadership positions in most categories

1. Pro forma for Yankee Candle acquisition.
2. Represents Jarden on a standalone basis only.



OUTDOOR SOLUTIONS

CONSUMER SOLUTIONS

BRANDED CONSUMABLES

Market Position in Core Categories



Baby Care*



Boxed Plastic Cutlery



Firelogs



Fresh Preserving



Gloves & Sponges **



Matches & Toothpicks



Playing Cards



Rope & Cordage



Scented Candles



Smoke & Co Alarms



Cleaning Supplies ***



Leading provider of primarily niche, affordable, consumable household staples used in and around the home

Note: Positions noted above refer to the U.S. market unless indicated otherwise.

* Category includes aggregate sales of pacifiers, sippy cups, bottles, and other oral development and feeding products.

** Home-use gloves and sponges in EU G5 market.

*** Household stick and smallware cleaning supplies in U.S. market.

Pro Forma Financials

Supplemental Pro Forma Financial Information (unaudited)

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% Margin	11.8%	23.8%	13.2%

Supplemental Combined Financial Information (unaudited)

(\$ in millions)	Jarden 12 Months Ended 6/30/2013	Yankee Candle 52 Weeks Ended 6/29/2013	Combined 12 Months Ended 6/30/2013
Cash Flow from Operations	\$436	\$82	\$518

Jarden LTM Segment Earnings Reconciliation (unaudited)

(\$ in millions)

	Year Ended 12/31/2012	Six Months Ended		LTM Ended 6/30/2013
		6/30/2013	6/30/2012	
Reconciliation of Non-GAAP measure:				
Net Income	\$244	\$72	\$118	\$198
Income tax provision	148	42	70	120
Interest expense, net	185	96	90	191
Loss on early extinguishment of debt	-	26	-	26
Operating Earnings	\$577	\$236	\$278	\$535
Adjustments to reconcile to Segment Earnings (Adjusted EBITDA)				
Depreciation and amortization	\$153	\$76	\$71	\$158
Fair market value adjustments to inventory	6	5	-	11
Reorganization costs, net	27	2	-	29
Acquisition-related and other costs, net	17	-	-	17
Venezuela devaluation-related charges	-	29	-	29
Cumulative adjustment of stock compensation	34	-	-	34
Segment Earnings (Adjusted EBITDA)	\$814	\$348	\$349	\$813

Jarden Historical Segment Earnings Reconciliation (unaudited)

(\$ in millions)

(\$ in millions)	Years Ended December 31,										
	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Reconciliation of Non-GAAP measure:											
Net Income (loss)	\$36	\$32	\$42	\$61	\$106	\$28	(\$59)	\$129	\$107	\$205	\$244
Income tax provision	16	21	26	35	82	39	26	111	123	126	148
Interest expense, net	13	19	28	84	113	150	179	147	177	179	185
Loss on early extinguishment of debt	-	-	-	6	-	16	-	-	-	13	-
Operating Earnings	\$65	\$72	\$96	\$186	\$301	\$232	\$146	\$387	\$407	\$523	\$577
Adjustments to reconcile to Segment Earnings (Adjusted EBITDA)											
Depreciation and amortization	\$10	\$15	\$19	\$58	\$66	\$96	\$120	\$130	\$143	\$164	\$153
Fair value of adjustment to inventory	-	-	-	22	10	119	-	-	27	7	6
Venezuela hyperinflationary and devaluation charges	-	-	-	-	-	-	-	-	71	-	-
Reorganization costs, net	-	-	-	29	37	50	60	49	-	23	27
Acquisition-related and other costs, net	-	-	-	-	5	5	-	-	42	21	17
Impairment of goodwill, intangibles and other assets	-	-	-	-	-	-	283	23	20	53	34
Other adjustments	-	-	-	3	-	-	-	17	-	-	-
Segment Earnings (Adjusted EBITDA)	\$75	\$87	\$115	\$298	\$419	\$502	\$609	\$606	\$710	\$791	\$814

Jarden LTM Gross Profit Reconciliation (unaudited)

(\$ in millions)

Reconciliation of Non-GAAP measure:

	Year Ended 12/31/2012	Six Months Ended		LTM Ended 6/30/2013
		6/30/2013	6/30/2012	
Net Sales	\$6,696	\$3,340	\$3,171	\$6,865
Cost of sales	4,772	2,383	2,255	4,900
Gross profit	\$1,924	\$957	\$916	\$1,965

Adjustments to reconcile to Adjusted Gross Profit

Fair market value adjustments to inventory	\$6	\$5	-	\$11
Accelerated depreciation related to international platform rationalization	9	-	-	9
Adjusted Gross Profit	\$1,939	\$962	\$916	\$1,985

Yankee Candle Adjusted EBITDA Reconciliation (unaudited)

(\$ in millions)

	52 Weeks Ended 12/29/2012	26 Weeks Ended		52 Weeks Ended 6/29/2013
		6/29/2013	6/30/2012	
Reconciliation of Non-GAAP measure:				
Net income (loss)	\$33	(\$18)	(\$28)	\$43
Provision of income taxes	22	(9)	(16)	29
Income (loss) from continuing operations before provision for income taxes	\$55	(\$27)	(\$44)	\$72
Adjustments to reconcile to Income from continuing operations before provision for income taxes				
Interest expense	\$107	\$49	\$53	\$103
Depreciation and amortization	35	17	18	34
Amortization included in interest expense	(7)	(4)	(3)	(8)
Realized gain on derivative contracts	(8)	(2)	(4)	(6)
EBITDA from Continuing Operations	\$182	\$33	\$20	\$195
Loss on early extinguishment of debt	\$13	-	\$13	-
Restructuring costs	2	1	1	2
Non-recurring advisory fee	1	1	1	1
Realized losses on foreign currency	1	-	1	-
Non-cash equity based compensation	1	-	-	1
Other one-time charges	1	1	1	1
Estimated impact of certain non-recurring events	5	1	1	5
Segment Earnings (Adjusted EBITDA)	\$206	\$37	\$38	\$205

Yankee Candle Historical Adjusted EBITDA Reconciliation (unaudited)

(\$ in millions)

(\$ in millions)	Fiscal Years Ended December										
	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Reconciliation of Non-GAAP measure:											
Net income (loss)	\$64	\$75	\$83	\$78	\$85	\$3	(\$409)	\$16	\$42	\$34	\$33
Loss from discontinued operations, net of income taxes	-	-	-	-	2	7	23	8	-	-	-
Provision for (benefit from) income taxes	41	49	54	50	50	3	(13)	17	24	20	22
Income (loss) from continuing operations before provision for (benefit from) income taxes	\$105	\$124	\$137	\$128	\$136	\$12	(\$399)	\$41	\$66	\$54	\$55
Adjustments to reconcile to Income from continuing operations before provision for income taxes											
Interest expense	\$3	\$2	\$3	\$7	\$15	\$89	\$91	\$86	\$80	\$89	\$92
Depreciation	16	18	20	23	25	28	27	27	38	25	26
Amortization	2	2	2	2	2	16	18	20	5	19	9
EBITDA from Continuing Operations	\$126	\$145	\$161	\$159	\$178	\$146	(\$263)	\$174	\$189	\$187	\$182
Loss (gain) on early extinguishment of debt	-	-	-	-	-	-	(\$2)	-	-	-	\$13
Restructuring costs	-	-	-	6	3	13	-	2	1	-	2
Non-recurring advisory fee	-	-	-	-	-	1	2	2	2	2	1
Realized losses on foreign currency	-	-	-	1	-	(1)	1	1	-	-	1
Non-cash equity based compensation	-	1	2	3	6	1	1	1	1	4	1
Other one-time charges	-	-	-	-	-	42	454	-	1	-	1
Estimated Impact of certain non-recurring events	-	-	-	-	-	-	-	-	-	-	5
Segment Earnings (Adjusted EBITDA)	\$126	\$146	\$163	\$169	\$186	\$203	\$193	\$180	\$194	\$193	\$206

Yankee Candle Gross Profit Reconciliation (unaudited)

(\$ in millions)

	52 Weeks Ended 12/29/2012	26 Weeks Ended		52 Weeks Ended 6/29/2013
		6/29/2013	6/30/2012	
Reconciliation of Non-GAAP measure:				
Net Sales	\$844	\$319	\$300	\$863
Cost of sales	364	145	135	374
Gross profit	\$480	\$174	\$165	\$489
Adjustments to reconcile to Adjusted Gross Profit				
Estimated impact of certain non-recurring events	5	1	1	5
Adjusted Gross Profit	\$485	\$175	\$166	\$494

Pro Forma Combined Segment Earnings Reconciliation (unaudited)

(\$ in millions)

LTM ended 6/30/2013
Pro Forma

Reconciliation of Non-GAAP measure:

Net income	\$273
Provision of income taxes	168
Income from continuing operations before provision for income taxes	\$441
Interest expense	\$227
Realized gain on derivative contracts	(6)
Loss on early extinguishment of debt	26
EBIT	\$688
Depreciation and amortization	\$208
Amortization included in interest expense	(8)
EBITDA from Continuing Operations	\$888
Fair market value adjustments to inventory	\$11
Reorganization costs, net	29
Acquisition-related and other costs, net	17
Venezuela devaluation-related charges	29
Cumulative adjustment of stock compensation	35
Restructuring costs, net	2
Non-recurring advisory fee	1
Other one-time charges	1
Estimated impact of certain non-recurring events	5
Segment Earnings (Adjusted EBITDA)	\$1,018