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Curtiss-Wright Corporation





Defense

Comm. Aerospace



General Industrial



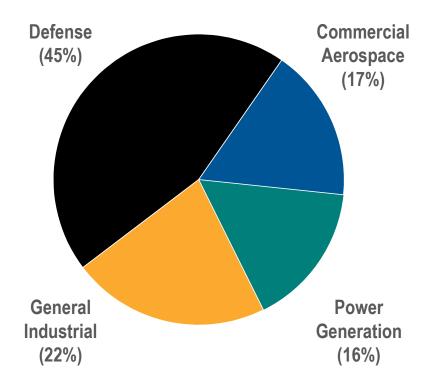
Power Generation

- ~\$2.6 billion in 2020E sales
- Leadership positions in growing markets
- Severe-service applications
- Enhancing safety, reliability and performance
- One Curtiss-Wright

Global Diversified Industrial Company



Broad End Market Diversification



Note: Percentages in chart relate to 2020E sales as of February 26, 2020

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Defense:

- Naval (25%): Nuclear submarine and aircraft carrier programs
- Aerospace (16%): Fighter jet, helicopter and UAV programs
- Ground (4%): Domestic and international armored vehicles
- Commercial Aerospace: Critical content on all major OEM platforms (>90% OEM)
- Power Generation: Current and future generation (AP1000) nuclear operating reactors
- General Industrial: Industrial vehicle, controls and valve products, and surface treatment services





Strong Balance Sheet Provides Stability

- Cash: \$391M
- Total Debt: \$750M
 - Next tranche due end of 2021 (\$100M)
- Total Debt / Total Cap: 33% (adequate capacity before reaching 60% debt covenants)
- **Revolver:** \$500M capacity (minimally drawn) w/ \$200M accordion feature
- Comfortable leverage:
 - Total Debt / EBITDA: 1.7x
 - Net Debt / EBITDA: 0.8x

Note: All balance sheet and capital structure figures as of Dec. 31, 2019



2020E End Market Sales Growth (Guidance as of February 26, 2020)

	2019	2020E	2020E % Total Sales	Key Drivers
Aero Defense	11%	4% - 6%	16%	 Favorable growth on key platforms (esp. F-35)
Ground Defense	(4%)	5% - 7%	4%	 Modernization of U.S. ground platforms
Naval Defense	17%	12% - 14%	25%	 Strong DoD support for submarines and aircraft carriers Contribution from 901D acquisition
Total Defense	12%	8% - 10%	45%	Organic growth up 4% - 6%
Commercial Aero	4%	0% - 2%	17%	Higher sales on Airbus platformsBoeing ~Flat (impact of MAX)
Power Generation	(9%)	3% - 5%	16%	 Higher CAP1000 program revenues (timing) Part. offset by lower Int'l aftermarket (U.S. market flat)
General Industrial	(4%)	Flat	22%	In-line with global GDP growth rate (flat)
Total Commercial	(3%)	0% - 2%	55%	
Total Curtiss-Wright	3%	4% - 6%	100%	Organic growth up 2% - 4%



2020E Financial Outlook (Guidance as of February 26, 2020)

(\$ in millions)	2019 Adjusted ⁽¹⁾ (New Structure)	2020E Adjusted ⁽²⁾	2020E Change vs 2019 Adjusted ⁽¹⁾⁽²⁾	2020 Key Drivers
Commercial / Industrial	\$1,138	\$1,140 - 1,160	0% - 2%	Modest growth in commercial & industrial markets
Defense	\$628	\$690 - 700	10% - 12%	 Solid growth in all defense markets Contribution from 901D
Power	\$724	\$760 - 770	5% - 6%	Solid growth in naval defense and CAP1000
Total Sales	\$2,490	\$2,590 - 2,630	4% - 6%	
Commercial / Industrial Margin	\$180 15.8%	\$180 - 184 15.8% - 15.9%	0% - 3% +0 - 10 bps	 Benefit of PY cost reduction Excludes restructuring costs (\$13M)
Defense Margin	\$140 22.3%	\$152 - 155 22.0% - 22.1%	9% - 11% (20 - 30 bps)	 Higher defense sales and favorable overhead absorption Increased R&D (\$5M) Excl. restructuring (\$4M) and 901D PA costs (\$7M)
Power Margin	\$126 17.4%	\$130 - 132 17.1% - 17.2%	3% - 5% (20 - 30 bps)	 Higher sales and favorable overhead absorption Increased R&D (\$5M) Excl. restructuring (\$11M) and DRG relocation costs (\$3M)
Corporate and Other	(\$35)	(\$34 - 35)	0% - 4%	
Total Op. Income CW Margin	\$411 16.5%	\$428 - 437 16.5% - 16.6%	4% - 6% +0 - 10 bps	Up 40-50 bps excl. \$10M increase in R&D

Note: Amounts may not add down due to rounding.

1) 2019 Adjusted results exclude first year purchase accounting costs, specifically one-time inventory step-up, backlog amortization and transaction costs for acquisition of TCG (Defense segment), and one-time transition and IT security costs associated with the relocation of our DRG business (Power segment), 2) 2020 Adjusted guidance excludes restructuring costs (impacting all three segments), one-time transition and IT security costs related to the relocation of the DRG business (Power Segment), and one-time backlog amortization and transaction costs associated with the acquisition of 901D (Defense segment).



2020E Financial Outlook (Guidance as of February 26, 2020)

(\$ in millions, except EPS)	2019 Adjusted ⁽²⁾	2020E Adjusted ⁽³⁾	2020E Change vs 2019 Adjusted ⁽²⁾⁽³⁾	2020 Key Drivers
Total Operating Income	\$411	\$428 - 437	4% - 6%	 Higher profitability on strong defense revenues
Other Income/(Expense)	\$24	\$24 - 25		
Interest Expense	(\$31)	(\$32 - 33)		
Effective Tax Rate	22.4%	~23.0%		
Diluted EPS	\$7.27	\$7.50 - 7.70	3% - 6%	Includes increased R&D (\$10M or \$0.18)
Diluted Shares Outstanding	43.0	43.0		Reflects \$50 million 10b5-1 share repurchase program
Free Cash Flow ⁽¹⁾	\$371	\$370 - 390	0% - 5%	 Excludes \$150M voluntary pension contribution and \$14M cash impact from restructuring
Free Cash Flow Conversion ⁽¹⁾	121%	115% - 118%		
Capital Expenditures	\$50	\$50 - 60		 Excludes \$13M capital investment related to relocation of DRG business
Depreciation & Amortization	\$102	\$115 - 125		

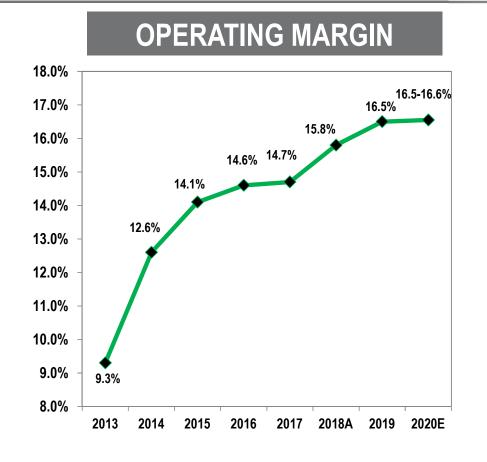
1) Free Cash Flow is defined as cash flow from operations less capital expenditures. FCF Conversion is calculated as free cash flow divided by net earnings from continuing operations. Adjusted FCF Conversion is calculated as adjusted free cash flow divided by net earnings from continuing operations.

2) 2019 Adjusted results exclude first year purchase accounting costs, specifically one-time inventory step-up, backlog amortization and transaction costs for acquisition of TCG (Defense segment), and one-time transition and IT security costs associated with the relocation of our DRG business (Power segment).
 2019 Adjusted Free Cash Flow excludes a \$19 million capital investment related to construction of a new, state-of-the-art naval facility for the DRG business (Power segment).

3) 2020 Adjusted guidance excludes restructuring costs (impacting all three segments), one-time transition and IT security costs related to the relocation of the DRG business (Power Segment), and one-time backlog amortization and transaction costs associated with the acquisition of 901D (Defense segment).
2020 Adjusted Free Cash Flow guidance excludes a voluntary contribution to the Company's corporate defined benefit pension plan of \$150 million, a \$14 million cash impact from restructuring, and a \$13 million capital investment related to construction of a new, state-of-the-art naval facility for the DRG business (Power segment).



One Curtiss-Wright Vision Driving Strong Returns (1)



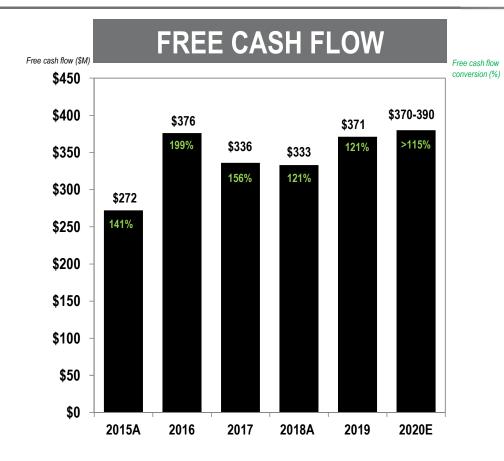
- Ongoing benefits of Operating Margin improvement initiatives:
 - Consolidations (segment structure and overhead; facilities)
 - Portfolio rationalization (including divesting majority of oil & gas assets during 2014-2015)
 - Operational excellence (lean and supply chain)
 - Shared services (finance, IT and HR)
 - Low cost economies (shifting direct labor hours to Mexico, China and India)
 - Segment focus (improving profitability of lowest performing business units)

Notes:

Adjusted operating margin excludes first year purchase accounting costs, specifically one-time inventory step-up, backlog amortization and transaction costs, for current and prior year acquisitions. Prior year results on a reported basis, not adjusted for accounting changes. 2020 Adjusted guidance excludes restructuring costs (impacting all three segments), one-time transition and IT security costs related to the relocation of the DRG business (Power Segment), and one-time backlog amortization and transaction costs associated with the acquisition of 901D (Defense segment).



One Curtiss-Wright Vision Driving Strong Returns (2)



- Generated more than \$1.6B in FCF over the past 5 years, driven by:
 - Strong operational performance
 - Rigorous working capital management
 - ~1,300 bps improvement since 2013
 - Benefit of 2015 China Direct AP1000 order
 - Focus on efficient capital spending

• Avg. FCF Conversion ~150%

Notes:

Free cash flow is defined as cash flow from operations less capital expenditures. Free cash flow for 2015, 2018 and 2020 adjusted to remove contributions of \$145 million, \$50 million, and \$150 million, respectively, to the Company's corporate defined benefit pension plan. 2019 results and 2020E guidance exclude capital investments related to construction of a new, state-of-the-art naval facility for the DRG business (Power segment).

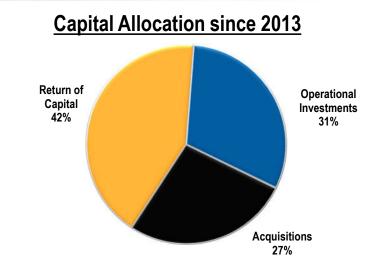
Adjusted Free Cash Flow Conversion is calculated as adjusted free cash flow divided by net earnings from continuing operations.



Capital Allocation Strategy

Major accomplishments since 2013:

- Returned >\$925 million to shareholders
 - ~\$765M via share repurchase (>9M shares)
 - ~\$160M via dividends
- Spent approximately \$700 million in acquisitions
- Spent nearly \$600 million on operational investments
 - Capital expenditures, voluntary pension contributions and debt prepayments



Accelerate Top-Line via Growth Investments and Acquisitions

- Increase capital allocation weighting to high quality, profitable acquisitions
 - Continuing more stringent and prudent approach (not serial acquirer)
- Efficiently utilize strong balance sheet and low leverage position
- Deliver improved organic growth through increased R&D and capital investments
- Continue to return capital to shareholders through share repurchases and dividends



Three Year Targets (2019 - 2021)

- **5 7%** Total Sales CAGR
- 17% Adjusted Operating Margin⁽¹⁾
 - Maintain top-quartile status vs. peer group
 - Continue to invest in CW's future growth
- 10% Adjusted diluted EPS CAGR⁽¹⁾
 - Expect to deliver \$8.50 in diluted EPS

\$1B Cumulative Free Cash Flow Generation

- Raising min. FCF target >\$300 Million annually
- Average FCF conversion 110%

Disciplined Capital Allocation Strategy

Increased focus on larger strategic acquisitions and internal growth investments

(1) Adjusted operating margin and diluted EPS targets exclude first year purchase accounting costs, specifically one-time inventory step-up, backlog amortization and transaction costs.

Delivering long-term profitable growth

CURTIS

Appendix

Non-GAAP Financial Results

The company reports its financial performance in accordance with accounting principles generally accepted in the United States of America ("GAAP"). This press release refers to "Adjusted" amounts, which are Non-GAAP financial measures described below.

We utilize a number of different financial measures in analyzing and assessing the overall performance of our business, and in making operating decisions, forecasting and planning for future periods. We consider the use of the non-GAAP measures to be helpful in assessing the performance of the ongoing operation of our business. We believe that disclosing non-GAAP financial measures provides useful supplemental data that, while not a substitute for financial measures prepared in accordance with GAAP, allows for greater transparency in the review of our financial and operational performance.

The Company's presentation of its financials and guidance includes an Adjusted (non-GAAP) view that excludes first year purchase accounting costs associated with its acquisitions, as well as one-time transition and IT security costs, and capital investments, specifically associated with the relocation of the DRG business in the Power segment. Transition costs include relocation of employees and equipment as well as overlapping facility and labor costs associated with the relocation. The Company is also excluding significant restructuring costs in 2020 associated with its operations. We believe this Adjusted view will provide improved transparency to the investment community in order to better measure Curtiss-Wright's ongoing operating and financial performance and better comparisons of our key financial metrics to our peers.

Reconciliations of "Reported" GAAP amounts to "Adjusted" non-GAAP amounts are furnished with this presentation. All per share amounts are reported on a diluted basis.

The following definitions are provided:

Adjusted Operating Income, Operating Margin, Net Income and Diluted EPS

These Adjusted financials are defined as Reported Operating Income, Operating Margin, Net Income and Diluted EPS under GAAP excluding the impact of first year purchase accounting costs associated with acquisitions for current and prior year periods, specifically one-time inventory step-up, backlog amortization and transaction costs; one-time transition and IT security costs associated with the relocation of a business; and significant restructuring costs in 2020 associated with its operations.

Organic Sales and Organic Operating Income

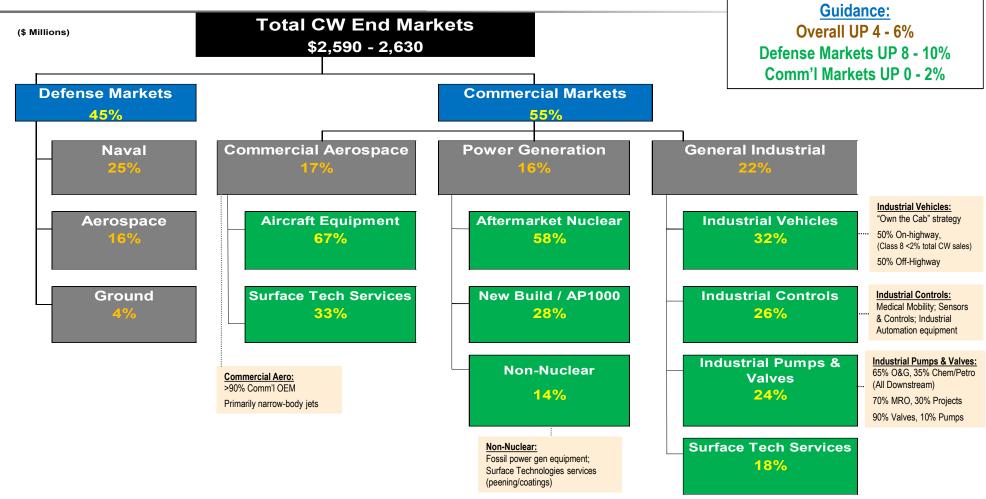
The Corporation discloses organic sales and organic operating income because the Corporation believes it provides investors with insight as to the Company's ongoing business performance. Organic sales and organic operating income are defined as revenue and operating income excluding the impact of foreign currency fluctuations and contributions from acquisitions made during the last twelve months.

Free Cash Flow and Free Cash Flow Conversion

The Corporation discloses free cash flow because it measures cash flow available for investing and financing activities. Free cash flow represents cash available to repay outstanding debt, invest in the business, acquire businesses, return capital to shareholders and make other strategic investments. Free cash flow is defined as cash flow provided by operating activities less capital expenditures. Adjusted free cash flow excludes a capital investment in the Power segment related to the new, state-of-the-art naval facility principally for DRG, voluntary contributions to the Company's corporate defined benefit pension plan made in the first quarters of 2018 and 2020, and the cash impact from restructuring in 2020. The Corporation discloses free cash flow conversion because it measures the proportion of net earnings converted into free cash flow and is defined as free cash flow divided by net earnings from continuing operations.



FY2020E Guidance: Sales Waterfall (as of February 26, 2020)





Non-GAAP Reconciliation – 2020 Segment Reorganization

		202	20 Segi As of l	EIGHT COR nent Reorgan February 26, as, except per	nization 2020							
		Adjusted 1-GAAP)		iness Unit dignment		Adjusted 1-GAAP)	2020 Adjusted Guidance (Non-GAAP)					
	(Prior Structure)				(New	Structure)	(New Structure)					
								Low		High		
Sales:												
Commercial/Industrial	\$	1,240	\$	(102)	\$	1,138	\$	1,140	\$	1,160		
Defense		581		47		628		690		700		
Power		669		55		724		760		770		
Total sales	\$	2,490	\$	-	\$	2,490	\$	2,590	\$	2,630		
Operating income:												
Commercial/Industrial	\$	196	\$	(17)	\$	180	\$	180	\$	184		
Defense		132		8		140		152		155		
Power		117		9		126		130		132		
Total segments		446		-		446		462		472		
Corporate and other		(35)		-		(35)		(34)		(35)		
Total operating income	\$	411	\$	-	\$	411	\$	428	\$	437		
Interest expense	\$	(31)	\$	-	\$	(31)	\$	(32)	\$	(33)		
Other income, net		24		-		24		24		25		
Earnings before income taxes		403		-		403		419		429		
Provision for income taxes		(90)		-		(90)		(96)		(99)		
Net earnings	\$	313	\$	-	\$	313	\$	323	\$	331		
Diluted earnings per share	\$	7.27	\$	-	\$	7.27	\$	7.50	\$	7.70		
Diluted shares outstanding	-	43.0	*		-	43.0	-	43.0	+	43.0		
Effective tax rate		22.4%				22.4%		23.0%		23.0%		
Operating margins:												
Commercial/Industrial		15.8%		-		15.8%		15.8%		15.9%		
Defense		22.7%		(40 bps)		22.3%		22.0%		22.1%		
Power		17.5%		(10 bps)		17.4%		17.1%		17.2%		
Total operating margin		16.5%		-		16.5%		16.5%		16.6%		

Notes:

(1) Full year amounts may not add due to rounding

(2) The above supplemental financial information by reportable segment for the 2019 and 2020 reporting periods reflects the

Corporation's first quarter 2020 segment reorganization.



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Non-GAAP Reconciliation – 2020 vs. 2019 (Adjusted)

					202		(New Se February	gment St 26, 2020	ruct	ure)							
	20192019ReportedAdjustments (1)(GAAP)(Non-GAAP)		A	(\$'s in million 2019 djusted n-GAAP)		except per share data) 2020 Reported Guidance (GAAP)			2020 Adjustments ⁽²⁾ (Non-GAAP)		2020 Adjusted Guidan (Non-GAA)				nce ⁽³⁾⁽⁴⁾⁽⁵⁾		
								Low		High				Low		High	2020 Chg vs 2019 Adjusted
Sales:																	
Commercial/Industrial	\$	1,138	\$	-	\$	1,138	\$	1,140	\$	1,160	\$	-	\$	1,140	\$	1,160	
Defense		626		2		628		690		700		-		690		700	
Power		724		-		724		760		770		-		760		770	
Total sales	\$	2,488	\$	2	\$	2,490	\$	2,590	\$	2,630	\$	-	\$	2,590	\$	2,630	4 to 6%
Operating income:																	
Commercial/Industrial	\$	180	\$	-	\$	180	\$	167	\$	171	\$	13	\$	180	\$	184	
Defense		137		2		140		141		144		11		152		155	
Power		122		4		126		116		119		14		130		132	
Total segments		439		7		446		424		434		38		462		472	
Corporate and other		(35)		-		(35)		(34)		(35)		-		(34)		(35)	
Total operating income	\$	404	\$	7	\$	411	\$	390	\$	399	\$	38	\$	428	\$	437	4 to 6%
Interest expense	\$	(31)	\$	-	\$	(31)	\$	(32)	\$	(33)	\$	_	\$	(32)	\$	(33)	
Other income, net	-	24	-	-	-	24	-	24	-	25	-	-	-	24	-	25	
Earnings before income taxes		397		7		403		381		392		38		419		429	
Provision for income taxes		(89)		(2)		(90)		(88)		(90)		(9)		(96)		(99)	
Net earnings	\$	308	\$	5	\$	313	\$	294		302	\$	29	\$	323	\$	331	
Diluted earnings per share	\$	7.15	\$	0.12	\$	7.27	\$	6.82	\$	7.02	\$	0.68	\$	7.50	\$	7.70	3 to 6%
Diluted shares outstanding		43.0				43.0		43.0		43.0				43.0		43.0	
Effective tax rate		22.4%				22.4%		23.0%		23.0%				23.0%		23.0%	
Operating margins:																	
Commercial/Industrial		15.8%		-		15.8%		14.6%		14.8%		+110 bps		15.8%		15.9%	0 to 10 bps
Defense		21.9%		+40 bps		22.3%		20.4%		20.6%		+160 bps		22.0%		22.1%	(20 to 30 bps)
Power		16.9%		+50 bps		17.4%		15.3%		15.4%		+180 bps		17.1%		17.2%	(20 to 30 bps)
Total operating margin		16.2%		+30 bps		16.5%		15.1%		15.2%		+150 bps		16.5%		16.6%	0 to 10 bps
Free cash flow ⁽⁶⁾	\$	352	\$	19	\$	371	\$	193	\$	213	\$	177	\$	370	\$	390	

Notes: Full year amounts may not add due to rounding. All financial information by reportable segment for the 2019 and 2020 reporting periods reflects the Corporation's first quarter 2020 segment reorganization.

(1) 2019 Adjusted financials are defined as Reported Operating Income, Operating Margin, Net Income and Diluted EPS under GAAP excluding the impact of first year purchase accounting costs associated with acquisitions (Defense segment), specifically one-time backlog amortization and transaction costs, as well as one-time transition and IT security costs related to the relocation of the DRG business (Power Segment).

(2) 2020 Adjusted financials are defined as Reported Operating Income, Operating Margin, Net Income and Diluted EPS under GAAP excluding restructuring costs (impacting all three segments), the impact of first year purchase accounting costs, specifically one-time backlog amortization and transaction costs associated with the acquisition of 901D (Defense Segment), and one-time transition and IT security costs related to the relocation of the DRG business (Power Segment).

(3) Commercial/Industrial segment 2020 guidance reflects improved profitability due to higher sales and benefits of our ongoing margin improvement initiatives. Adjusted guidance excludes \$13 million in restructuring costs.

(4) Defense segment 2020 guidance reflects reduced profitability, despite higher sales, due to a \$5 million increase in R&D investments. Adjusted guidance excludes \$4 million in restructuring costs and \$7 million in one-time backlog amortization and transaction costs associated with the acquisition of 901D.

(5) Power segment 2020 guidance reflects reduced profitability, despite higher sales, due to a \$5 million increase in R&D investments. Adjusted guidance excludes \$11 million in restructuring costs and \$3 million in one-time transition and IT security cost detected to the relation of the DRG business.

16 (6) Free Cash Flow is defined as cash flow from operations less capital expenditures, 2019 Adjusted Free Cash Flow excludes a \$19 million capital investment in the Power segment related to construction of a new, state-of-the-art naval facility for the DRG business. 2020 Adjusted Free Cash Flow guidance excludes a voluntary contribution to the Company's corporate defined benefit pension plan of \$150 million, a \$14 million cash impact from restructuring, and a \$13 million capital investment in the Power segment related to construction of a new, state-of-the-art naval facility for the DRG business.

