

A global industrial technology company focused on environmental, energy, fluid handling and filtration industries



1Q16 Earnings Conference Call

May 10, 2016



Notes to Investors

Forward-Looking Statements and Non-GAAP Information

Any statements contained in this presentation other than statements of historical fact, including statements about management's beliefs and expectations, are forward-looking statements and should be evaluated as such. These statements are made on the basis of management's views and assumptions regarding future events and business performance. Words such as "estimate," "believe," "anticipate," "expect," "intend," "plan," "target," "project," "should," "may," "will" and similar expressions are intended to identify forward-looking statements. Forward-looking statements (including oral representations) involve risks and uncertainties that may cause actual results to differ materially from any future results, performance or achievements expressed or implied by such statements. These risks and uncertainties include, but are not limited to: our ability to successfully integrate acquired businesses and realize the synergies from acquisitions, including PMFG, as well as a number of factors related to our business including economic and financial market conditions generally and economic conditions in CECO's service areas; dependence on fixed price contracts and the risks associated therewith, including actual costs exceeding estimates and method of accounting for contract revenue; fluctuations in operating results from period to period due to seasonality of the business; the effect of growth on CECO's infrastructure, resources, and existing sales; the ability to expand operations in both new and existing markets; the potential for contract delay or cancellation; changes in or developments with respect to any litigation or investigation; the potential for fluctuations in prices for manufactured components and raw materials; the substantial amount of debt incurred in connection with our recent acquisitions and our ability to repay or refinance it or incur additional debt in the future; the impact of federal, state or local government regulations; economic and political conditions generally; and the effect of competition in the product recovery, air pollution control and fluid handling and filtration industries. These and other risks and uncertainties are discussed in more detail in CECO's filings with the Securities and Exchange Commission, including our reports on Form 10-K and Form 10-Q. Many of these risks are beyond management's ability to control or predict. Should one or more of these risks or uncertainties materialize, or should the assumptions prove incorrect, actual results may vary in material aspects from those currently anticipated. Investors are cautioned not to place undue reliance on such forward-looking statements as they speak only to our views as of the date the statement is made. All forward-looking statements attributable to CECO or persons acting on behalf of CECO are expressly qualified in their entirety by the cautionary statements and risk factors contained in this presentation and CECO's respective filings with the Securities and Exchange Commission. Furthermore, forward-looking statements speak only as of the date they are made. Except as required under the federal securities laws or the rules and regulations of the Securities and Exchange Commission, CECO undertakes no obligation to update or review any forward-looking statements, whether as a result of new information, future events or otherwise.

While CECO reports its results in accordance with generally accepted accounting principles in the U.S. (GAAP), comments made during this conference call and these materials will include the following "non-GAAP" measures: Non-GAAP gross margin, non-GAAP operating income, non-GAAP net income, non-GAAP adjusted EBITDA, non-GAAP gross profit margin, non-GAAP operating margin, non-GAAP earnings per basic and diluted share, and selected measures expressed on a constant currency basis. These measures are included to provide additional useful information regarding CECO's financial results and are not a substitute for their comparable GAAP measures. Explanations of these non-GAAP measures and reconciliations of these non-GAAP measures to their directly comparable GAAP measures are included in the accompanying "Supplementary Non-GAAP Materials." Descriptions of many of these non-GAAP measures are also included in CECO's SEC reports.



1Q16 Highlights... Tracking toward Stated Goals

- Bookings of \$120M, despite macroeconomic challenges
- Record revenue, bookings and backlog
- Improved gross margin, operating income and EBITDA
- Peerless performance exceeding expectations
- Recurring revenue growth
- Debt repayment of \$7M
- Strong free cash flow generation and sequential working capital improvement

Remain confident in long-term growth of end markets and ability to generate sustainable profitable growth



CECO Strategies - Strong Long-Term Growth Potential



Energy Technologies Segment

- Provide integrated emission management systems (OneCECO) downstream of natural gas turbines as preferred supplier of world's largest turbine manufacturers & end-users
- Provide quality compression & separation solutions as preferred supplier to midstream gas pipelines

• Est. TAMS: \$2.8 B

• Est. 5-year Market CAGR: 5%

• CECO Est. Market Share: 7%

Significant upside potential



Environmental Technologies Segment

 Help customers meet or exceed <u>total</u> air pollution control plant process requirements by offering & integrating the most efficient technology solutions (OneCECO) that operate reliably throughout an asset's lifecycle • Est. TAMS: \$3.7 B

• Est. 5-year Market CAGR: 4.5%

CECO Est. Market Share: 5%

Significant upside potential



Fluid Handling & Filtration Technologies Segment

- Offer unique mix of premium, mission critical fluid handling & filtration technologies to diverse industrial markets, including chemical, commercial & process industries
- Solutions include centrifugal pumps for corrosive, abrasive & high-temperature liquids; industrial filtration; & laboratory fume exhaust systems

• Est. TAMS: \$1.6 B

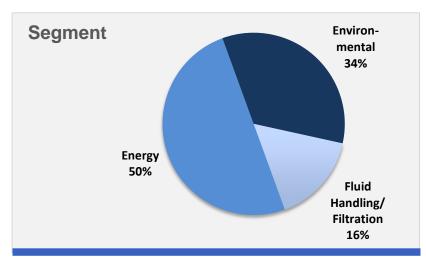
• Est. 5-year Market CAGR: 3.5%

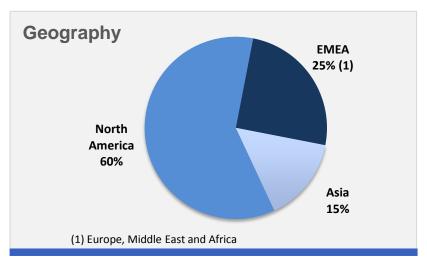
• CECO Est. Market Share: 4.5%

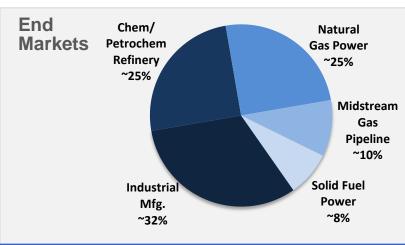
Significant upside potential

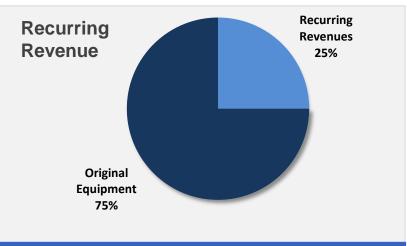


Revenue Diversification







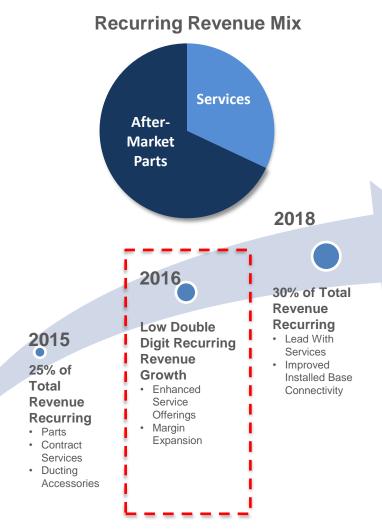


Strategic foundation to drive profitable growth through various cycles



Recurring Revenue

- Q1 Bookings on track for double digit year-over-year growth target
- Q1 Aftermarket quotation pipeline grew ~15% over Q4
- Low connectivity (~12%) on large installed base (300,000 units/\$5B) provides significant upside growth
- Continued investment in dedicated aftermarket employees
 - Represents ~10% of total employees
- Strategic target of gross margin expansion
- On track to meet recurring revenue goals



Grow Recurring Revenues 2 to 2.5x Engineered Equipment Growth



Peerless Exceeding Expectations

- Delivered strong 1Q16 performance, exceeding expectations & CECO metrics
 - Revenue \$25M
 - o Bookings \$30.7M
 - Adjusted EBITDA \$5M
 - Non GAAP OI \$4.7M
- Achieved \$18 million in operational efficiencies, coupled with improved margins
- Margin expansion while completing the streamlining of operations
- Peerless positioned as a large division within our Energy Segment
- On track to deliver goal of \$20 million of EBITDA in 2017, ahead of previous timing

1) Fully integrated, 2) 100% streamlined, 3) improved margins



Focused on Increasing Shareholder Value

- Grow market share & recurring revenue
- Pay down debt and reduce leverage ratio
- Margin expansion
- Improve free cash flow & working capital
- Monetize non-core assets
- Expand external strategic fabrication

Drive shareholder value through top-line growth, margin expansion, free cash flow generation and debt pay down



- Revenue of \$103.2M, up 27% y/y and 2% sequentially
- Bookings of \$120.1M, up 28% y/y and 20% sequentially
- Backlog of \$228.1M, up 49% y/y and 7.4% sequentially
- Non-GAAP operating income of \$10.9M, up sequentially from \$10.0M
- Adjusted EBITDA of \$12.7M, up 48% sequentially from \$12.2M
- Non-GAAP EPS of \$0.18 per diluted share; GAAP EPS of \$0.09 per diluted share
- Debt pay down of \$7.1M

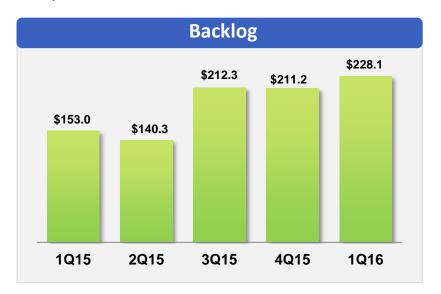
Delivering margin expansion through sales and operating excellence, debt repayment and commitment to long-term growth





- Revenue of \$103.2M, up 27% Y/Y and 2% sequentially
- Organic revenue down 3.5% Y/Y, in constant currency, due to project timing, softness in Asia, and weaker demand for some North America industrial markets

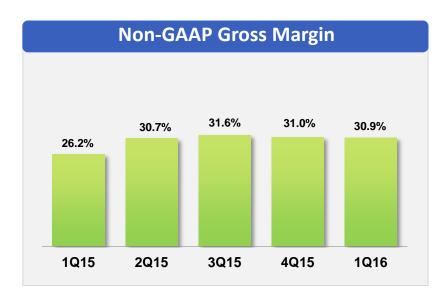


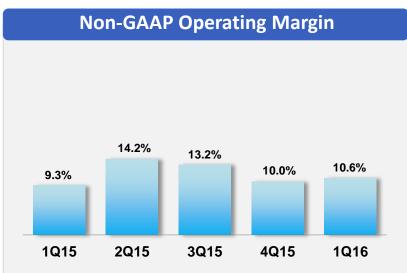




- Backlog of \$228.1M, up 49% Y/Y and 8% sequentially
- Bookings of \$120.1M, up 28% Y/Y and up 20% sequentially
 - Organic bookings down 5% Y/Y due to weaker market conditions, primarily in the Environmental Segment and Asia



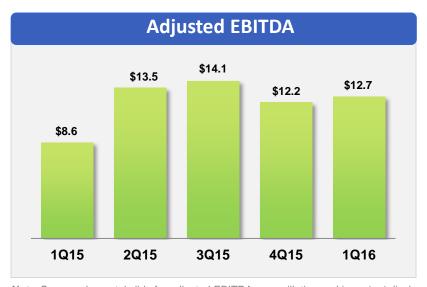


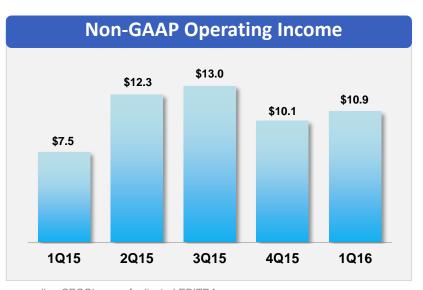


- Non-GAAP gross margin of 30.9%, consistent with Q4 2015 of 31.%, although up significantly over prior year period driven by price management, project management and increased aftermarket sales
- Non-GAAP operating margin of 10.6%, up 60bps sequentially, due to favorable mix of greater aftermarket and Peerless revenue



(\$ in millions)





Note: See supplemental slide for adjusted EBITDA reconciliation and important disclosures regarding CECO's use of adjusted EBITDA.

- Adjusted EBITDA of \$12.7M, up 48% Y/Y and 4% sequentially
- Non-GAAP operating income of \$10.9M, up 45% Y/Y and 8% sequentially
- Sequential EBITDA and margin improvement



Energy Segment

1st Quarter Results



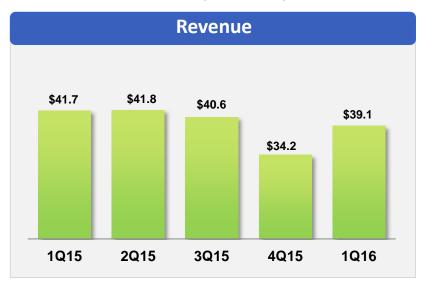


- Revenue of \$47.9M, up 97% Y/Y, primarily due to Peerless acquisition
 - Organic revenue down 6% Y/Y on a constant currency basis, due to project timing of revenue recognition
- Bookings of \$63.9M, up 141% Y/Y, primarily due to Peerless acquisition
 - Pro-forma bookings are up 7% Y/Y
 - Sequentially bookings are up 15% Q/Q



Environmental Segment

1st Quarter Results





- Revenue of \$39.1M, down 6% Y/Y, but up sequentially 14%
- Bookings of \$40.5M, down 21% Y/Y, but up 34% sequentially



Fluid Handling & Filtration Segment

1st Quarter Results





- Revenue of \$16.6M, up 9% Y/Y and down 5% sequentially
- Bookings of \$15.7M, down 3% Y/Y and up 6% sequentially
- Margin expansion and recurring revenue growth
- Expect to expand globally into EMEA in second half of 2016



Sharp Focus on Debt Reduction

(\$ in millions)

	2014	1Q15	2015	1Q16
Debt	\$ 111.9	\$ 112.9	\$ 177.3	\$ 170.6
Cash	\$ 18.2	\$ 19.0	\$ 34.2	\$ 33.4
Net Debt	\$ 93.7	\$ 93.9	\$143.1	\$ 137.2
TTM Adjusted EBITDA	\$ 38.7	\$ 37.9	\$ 48.4	\$ 52.5
Net Debt/Adjusted EBITDA	2.4x	2.5x	3.0x	2.6x

Note: See supplemental slide for adjusted EBITDA reconciliation and important disclosures regarding CECO's use of adjusted EBITDA

- Debt pay down of \$7.1M (2x required principal) in 1Q16
- 2.6x Net Leverage Ratio, down from 3.0x at 4Q15
- Goal to pay down at least \$7 million per quarter in 2016
- On track to achieve 2.0x Leverage Ratio before the end of 2017, as committed



Strong Free Cash Flow Generation

	2014	2015	1Q15	1Q16
Gross free cash flow	\$ 29.2	\$ 22.4	\$ 2.3	\$12.1
Interest expense & income taxes	<u>\$(11.5)</u>	\$ (9.8)	<u>\$ (0.8)</u>	\$ (2.7)
Cash provided by operating activities	\$ 17.7	\$ 12.6	\$ 1.5	\$ 9.4
Capital expenditures	\$ (1.2)	\$ (0.8)	\$ (0.1)	\$ (0.2)
Proceeds from sale of property & equipment	\$ 7.7	\$ 3.2	\$ 0.1	\$ 0.3
Dividends	\$ (5.9)	\$ (8.0)	\$ (1.7)	\$ (2.2)
Earn-out payments	\$ (1.4)	\$ (2.5)	\$ (0.6)	\$ (1.1)
Net free cash flow	\$ 16.9	\$ 4.5	\$ (0.8)	\$ 6.1



Balance Sheet

(\$ in millions)

Selected Balance Sheet Information	12/31/11	12/31/12	12/31/13	12/31/14	12/31/15	3/31/16
Cash & Equivalents	\$ 12.7	\$ 23.0	\$ 22.7	\$ 18.2	\$ 34.2	\$ 33.4
Total Assets	\$ 79.3	\$ 94.1	\$ 348.5	\$ 412.1	\$ 598.8	\$ 581.9
Total Bank Debt	\$ 0.0	\$ 0.0	\$ 89.1	\$ 111.9	\$ 177.3	\$ 170.6
Shareholders' Equity	\$ 43.0	\$ 62.0	\$ 170.4	\$ 181.2	\$ 245.0	\$ 246.6

Balance Sheet Detail						
Current Assets	\$ 53.5	\$ 64.3	\$ 124.8	\$ 143.0	\$ 228.5	\$ 216.0
Current Liabilities	\$ (23.6)	\$ (27.5)	\$ (59.3)	\$ (77.8)	\$(148.2)	\$(142.7)
Working Capital	\$ 29.9	\$ 36.8	\$ 65.5	\$ 65.2	\$ 80.3	\$ 73.3

- Working capital improved 9%, even with revenue increase
- Working capital as percentage of revenue improved sequentially
- Debt pay down of \$7.1 million in Q1 2016

Note: Balance Sheet figures presented as reported in Company filings



Supplementary Non-GAAP Materials



NOTES TO INVESTORS

Non-GAAP Financial Information

CECO is providing non-GAAP historical financial measures as the Company believes these figures are helpful in allowing individuals to better assess the ongoing nature of CECO's core operations. A "non-GAAP financial measure" is a numerical measure of a company's historical financial performance that excludes amounts that are included in the most directly comparable measure calculated and presented in the GAAP statement of operations.

Non-GAAP gross margin, non-GAAP operating income, non-GAAP net income, non-GAAP adjusted EBITDA, non-GAAP gross profit margin, non-GAAP operating margin, non-GAAP earnings per basic and diluted share, as presented in this presentation, have been adjusted to exclude the effects of expenses related to property, plant, and equipment valuation adjustments, acquisition and integration expense activities including retention, legal, accounting, banking, amortization and earn out expenses, the impact of foreign currency re-measurement and the associated tax benefit of these charges. Management believes these items are not necessarily indicative of the Company's ongoing operations and their exclusion provides individuals with additional information to compare the Company's results over multiple periods. Additionally, management utilizes this information to evaluate its ongoing financial performance. CECO's financial statements may be affected by items similar to those excluded in the non-GAAP adjustments described above, and exclusion of these items from our non-GAAP financial measures should not be construed as an inference that all such costs are unusual or infrequent.

Non-GAAP gross margin, non-GAAP operating income, non-GAAP net income, non-GAAP adjusted EBITDA, non-GAAP gross profit margin, non-GAAP operating margin, and non-GAAP earnings per basic and diluted shares are not calculated in accordance with GAAP, and should be considered supplemental to, and not as a substitute for, or superior to, financial measures calculated in accordance with GAAP. Non-GAAP financial measures have limitations in that they do not reflect all of the costs associated with the operations of our business as determined in accordance with GAAP. As a result, you should not consider these measures in isolation or as a substitute for analysis of CECO's results as reported under GAAP.

In accordance with the requirements of Regulation G issued by the Securities and Exchange Commission, non-GAAP gross margin, non-GAAP operating income, non-GAAP adjusted EBITDA, non-GAAP gross profit margin, non-GAAP operating margin, and non-GAAP earnings per basic and diluted share stated in the tables above are reconciled to the most directly comparable GAAP financial measures. Free cash flow has limitations due to the fact that it does not represent the residual cash flow available for discretionary expenditures, since it does not take into account debt service requirements or other non-discretionary expenditures that are not deducted from the measure. Adjusted EBITDA and Free Cash Flow are not calculated in accordance with GAAP, and should be considered supplemental to, and not as a substitute for, or superior to, financial measures calculated in accordance with GAAP. Additionally, CECO cautions investors that non-GAAP financial measures used by the Company may not be comparable to similarly titled measures of other companies.

Additionally, CECO presents certain measures, such as period-over-period revenue growth, on a constant currency basis, which excludes the effects of foreign currency translation. Due to the continuing strengthening of the U.S. dollar against foreign currencies and the overall variability of foreign exchange rates from period to period, management uses these measures on a constant currency basis to evaluate period-over-period operating performance. Measures presented on a constant currency basis are calculated by translating current period results at prior period monthly average exchange rates.



Non-GAAP Gross Margin

	Annual	Q1	Q2	Q3	Q4	Annual	Q1	Q2	Q3	Q4	Annual	Q1	TTM
	2013	2014	2014	2014	2014	2014	2015	2015	2015	2015	2015	2016	2016
Gross profit as reported in accordance with GAAP	\$61.6	\$19.7	\$21.4	\$21.1	\$22.6	\$84.8	\$21.0	\$26.6	\$30.8	\$30.8	\$109.2	\$31.6	\$119.8
Gross profit margin in accordance with GAAP	31.2%	34.4%	32.1%	33.3%	29.7%	32.2%	25.9%	30.6%	31.4%	30.4%	29.7%	30.6%	30.7%
Inventory valuation adjustment	1.1	-	-	-	-	-	-	-	-	0.5	0.5	0.1	0.6
Plant, property and equipment valuation adjustment	0.2	0.2	0.1	0.2	0.1	\$0.6	0.2	0.1	0.2	0.1	0.6	0.2	0.6
Non-GAAP gross margin	\$62.9	\$19.9	\$21.5	\$21.3	\$22.7	\$85.4	\$21.2	\$26.7	\$31.0	\$31.4	\$110.3	\$31.9	\$121.0
Non- GAAP Gross profit margin	31.9%	34.8%	32.3%	33.6%	29.8%	32.4%	26.2%	30.7%	31.6%	31.0%	30.0%	30.9%	31.7%



Non-GAAP Operating Margin

	Annual	Q1	Q2	Q3	Q4	Annual	Q1	Q2	Q3	Q4	Annual	Q1	TTM
	2013	2014	2014	2014	2014	2014	2015	2015	2015	2015	2015	2016	2016
Operating income as reported in accordance with GAAP	\$7.0	\$5.5	\$7.2	\$5.2	\$3.8	\$21.7	\$3.0	\$4.5	\$(2.2)	\$(0.3)	\$4.9	\$5.8	\$7.7
Operating margin in accordance with GAAP	3.5%	9.6%	10.8%	8.2%	5.0%	8.2%	3.7%	5.2%	-2.2%	-0.3%	1.3%	5.6%	2.0%
Inventory valuation adjustment	1.1	-	-	-	-	-	-	-	-	0.5	0.5	0.1	0.6
Plant, property and equipment													
valuation adjustment	0.2	0.2	0.1	0.2	0.1	0.6	0.2	0.1	0.2	0.1	0.6	0.2	0.6
Acquisition and integration expenses	7.2	0.1	0.2	0.1	0.9	1.3	0.3	1.0	5.7	0.9	7.9	-	7.6
Amortization and earn-out expenses	6.8	2.5	2.4	2.4	2.8	10.1	4.0	6.7	9.3	5.6	25.6	4.8	26.4
Intangible asset impairment	-	-	-	-	-	-	-	-	-	3.3	3.3	-	3.3
Legal reserves	3.5	-	-	0.3	-	0.3	-	-	-	-	-	-	-
Non-GAAP operating income	\$25.8	\$8.3	\$9.9	\$8.2	\$7.6	\$34.0	\$7.5	\$12.3	\$13.0	\$10.1	\$42.8	\$10.9	\$46.2
Non-GAAP Operating margin	13.1%	14.5%	14.9%	12.9%	10.0%	12.9%	9.3%	14.2%	13.2%	10.0%	11.6%	10.6%	11.9%



Non-GAAP Net Income & EBITDA

	Annual	Annual	Annual	01	Q2	Q3	04	Annual	01	Q2	Q3	Q4	Annual	01	TTM
	2011	2012	2013	2014	2014	2014	2014	2014	2015	2015	2015	2015	2015	2016	2016
Net income as reported in accordance with GAAP	\$8.3						\$1.9	\$13.1	\$0.2		\$(4.8)	\$(3.1)	\$(5.6)	\$3.1	\$(2.7)
Inventory valuation adjustment	-	-	1.1	-	-	-	-	-	-	-	-	0.5	\$0.5	\$0.1	\$0.6
Plant, property and equipment valuation															
adjustment	-	-	0.2	0.2	0.1	0.2	0.1	0.6	0.2	0.1	0.2	0.1	\$0.6	\$0.2	\$0.6
Acquisition and integration expenses	-	-	7.2	0.1	0.2	0.1	0.9	1.3	0.3	1.0	5.7	0.9	\$7.9	-	\$7.6
Amortization and earn-out expenses	-	-	6.8	2.5	2.4	2.4	2.8	10.1	4.0	6.7	9.3	5.6	\$25.6	\$4.8	\$26.4
Intangible asset impairment	-	-	-	-	-	-	-	-	-	-	-	3.3	\$3.3	-	\$3.3
Legal reserves	-	-	3.5	-	-	0.3	-	0.3	-	-	-	-	\$-	-	-
Deferred financing fee adjustment	-	-	-	-	-	-	-	-	-	-	0.3	-	\$0.3	-	\$0.3
Foreign currency remeasurement	-	-	(1.1)	-	-	1.7	1.2	2.9	2.7	(0.6)	(0.3)	0.7	\$2.5	\$(0.9)	\$(1.1)
Tax benefit of expenses	-	-	(4.6)	(0.8)	(0.7)	(1.2)	(1.0)	(3.7)	(1.7)	(0.8)	(2.6)	(2.0)	\$(7.1)	\$(1.2)	\$(6.6)
Non-GAAP net income	\$8.3	\$10.9	\$19.7	\$5.0	\$6.5	\$7.2	\$5.9	\$24.6	\$5.7	\$8.5	\$7.8	\$6.0	\$28.0	\$6.1	\$28.4
Depreciation	1.4	1.2	1.6	0.8	0.7	0.8	0.8	3.1	0.7	0.6	0.7	1.5	\$3.5	\$1.2	\$4.0
Non-cash stock compensation	0.7	0.7	1.1	0.3	0.4	0.5	0.5	1.7	0.4	0.5	0.4	0.6	\$1.9	\$0.6	\$2.1
Other (income)/expense	(0.5)	0.1	0.1	0.1	0.1	(0.2)	(0.6)	(0.6)	(1.0)	0.1	0.6	(0.1)	\$(0.4)	\$0.1	\$0.7
Interest expense	1.1	1.2	1.5	0.7	0.8	0.7	0.9	3.1	1.0	1.2	1.4	2.1	\$5.7	\$2.1	\$6.8
Income tax expense	3.4	4.5	4.5	2.5	2.5	0.4	1.4	6.8	1.8	2.6	3.2	2.1	\$9.7	\$2.6	\$10.5
Non-GAAP EBITDA	\$14.4	\$18.6	\$28.5	\$9.4	\$11.0	\$9.4	\$8.9	\$38.7	\$8.6	\$13.5	\$14.1	\$12.2	\$48.4	\$12.7	\$52.5
Basic Shares Outstanding			20,116,991	25,606,352	25,643,508	25,691,884	26,057,831	25,750,972	26,271,316	26,283,529	28,617,589	33,912,163	28,791,662	34,056,000	34,056,000
Diluted Shares Outstanding			20,719,951	26,115,512	26,107,648	26,129,427	26,467,984	26,196,901	26,598,799	26,627,051	28,617,589	33,912,163	28,791,662	34,056,000	34,056,000
Earnings (loss) per share:			4	4	4	4	4	4		4	4/>	44>	44>	4	44
Basic			\$0.33	\$0.12	\$0.18	\$0.14	\$0.07	\$0.51	\$0.01	\$0.08	\$(0.17)	\$(0.09)	\$(0.19)	\$0.09	\$(0.17)
			4 -	4 -	4 -	4	4	4 -	4 -	4.5	41-	44-	44-	4	44-
Diluted			\$0.32	\$0.12	\$0.17	\$0.14	\$0.07	\$0.50	\$0.01	\$0.08	\$(0.17)	\$(0.09)	\$(0.19)	\$0.09	\$(0.17)
Non-GAAP earnings per share:			4 -	4 -	4 -	4 -	4	4 -	4 -	4.5		4 -	4 -	4	
Basic			\$0.98	\$0.20	\$0.25	\$0.28	\$0.22	\$0.95	\$0.22	\$0.32	\$0.27	\$0.18	\$0.97	\$0.18	\$0.99
Diluted			\$0.95	\$0.19	\$0.25	\$0.28	\$0.22	\$0.94	\$0.21	\$0.32	\$0.27	\$0.18	\$0.97	\$0.18	\$0.98