

Icahn Enterprises L.P.

Q1 2021 Earnings Presentation

May 7, 2021

Safe Harbor Statement

Forward-Looking Statements and Non-GAAP Financial Measures

The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for forward-looking statements we make in this presentation, including statements regarding our future performance and plans for our businesses and potential acquisitions. Forward-looking statements may be identified by words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," "will" or words of similar meaning and include, but are not limited to, statements about the expected future business and financial performance of Icahn Enterprises L.P. and its subsidiaries. Actual events, results and outcomes may differ materially from our expectations due to a variety of known and unknown risks, uncertainties and other factors that are discussed in our filings with the Securities and Exchange Commission, including economic, competitive, legal and other factors, including the severity, magnitude and duration of the COVID-19 pandemic. Accordingly, there is no assurance that our expectations will be realized. We assume no obligation to update or revise any forward-looking statements should circumstances change, except as otherwise required by law. This presentation also includes certain non-GAAP financial measures. A reconciliation of such non-GAAP financial measures to the most directly comparable GAAP financial measures can be found in the back of this presentation.

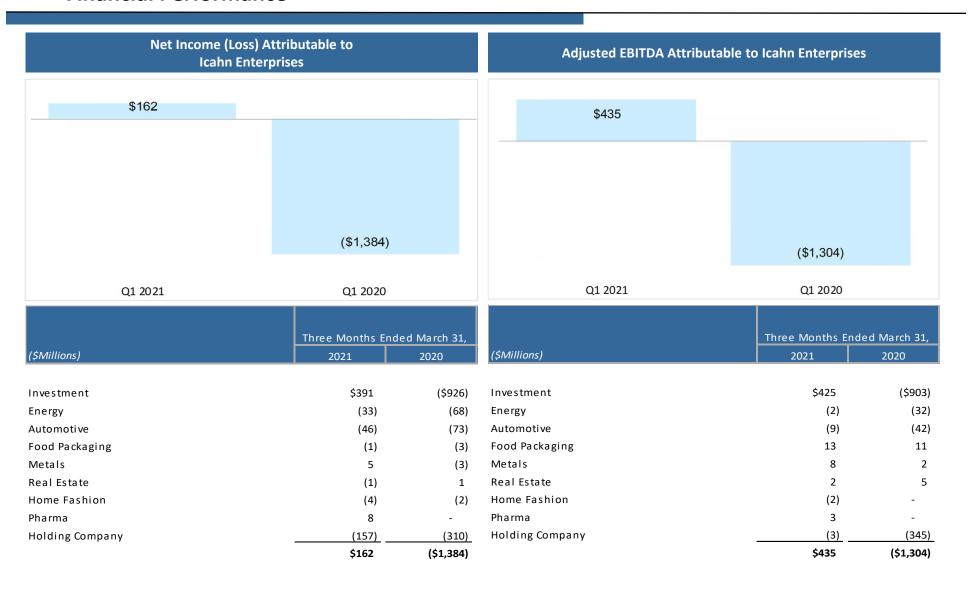
Q1 2021 Highlights and Recent Developments

- Net Income attributable to Icahn Enterprises for Q1 2021 was \$162 million, or \$0.65 per depositary unit
- On May 5, 2021, the Board declared a \$2.00 quarterly distribution payable in either cash or additional units. The default election (for holders that do not make a timely election) for this distribution will be a distribution paid in additional depository units
- In January 2021, IEP issued \$750 million in aggregate principal amount of 4.375% senior unsecured notes due 2029 and in April 2021, IEP issued \$455 million in aggregate principal amount of additional 5.250% senior unsecured notes due 2027. The proceeds were used to repay all \$1.2 billion principal amount of 6.250% senior unsecured notes due 2022
- Aris Kekedjian announced as President and Chief Executive Officer of Icahn Enterprises

Consolidated Results

	Three Months Ended	
Selected Income Statement Data	March 31,	
(\$Millions)	2021 2020	
Revenues	\$3,384	(\$60)
Expenses	2,768	2,426
Net income (loss) before income tax (expense) benefit	616	(2,486)
Income tax (expense) benefit	(17)	180
Net income (loss)	599	(2,306)
Less: net income (loss) attributable to non-controlling interests	437	(922)
Net income (loss) attributable to Icahn Enterprises	\$162	(\$1,384)

Financial Performance



Segment: Investment

Segment Description

- IEP invests its proprietary capital through various private investment funds (the "Funds") managed by the Investment segment
- Fair value of IEP's interest in the Funds was approximately \$4.7 billion as of March 31, 2021

Highlights and Recent Developments

- Return of 9.2% for Q1 2021
- From inception in November 2004, the Funds' gross return is approximately 88.7%, representing an annualized rate of return of approximately 3.9% through March 31, 2021

Summary Segment Financial Results

Investment Segment	Three Months Ended March 31,		
(\$Millions)	2021 2020		
Selected Income Statement Data:			
Total revenue	\$943	(\$1,765)	
Adjusted EBITDA	938	(1,759)	
Net income (loss)	862	(1,802)	
Adjusted EBITDA attributable to IEP	\$425	(\$903)	
Net income (loss) attributable to IEP	\$391	(\$926)	
Returns	9.2%	-17.6%	

Significant Holdings			
As of March 31, 2021			
Company	Mkt. Value (\$mm) ⁽¹⁾	% Ownership ⁽²⁾	
DXY	\$2,290	9.2%	
newell	\$1,170	10.3%	
CHENIERE	\$1,164	6.4%	
BAUSCH Health	\$1,083	9.6%	
xerox	\$756	15.7%	

⁽¹⁾ Based on closing share price as of specified date.

⁽²⁾ Total economic ownership as a percentage of common shares issued and outstanding.

Segment: Energy

Segment Description

- CVR Energy, Inc. (NYSE:CVI) is a diversified holding company primarily engaged in the petroleum refining and nitrogen fertilizer manufacturing businesses through its interests in CVR Refining, LP and CVR Partners, LP (NYSE:UAN)
 - CVR Refining is an independent petroleum refiner and marketer of high-value transportation fuels in the midcontinent of the United States
 - CVR Partners is a manufacturer of ammonia and urea ammonium nitrate solution fertilizer products

Summary Segment Financial Results

Energy Segment	Three Months Ended March 31,		
(\$Millions)	2021 2020		
Selected Income Statement Data:			
Net sales	\$1,463	\$1,130	
Adjusted EBITDA	-	(38)	
Net income (loss)	(67)	(113)	
Adjusted EBITDA attributable to IEP	(\$2)	(\$32)	
Net income (loss) attributable to IEP	(33)	(68)	
Capital Expenditures	\$34	\$35	

Highlights and Recent Developments

• CVR Energy Q1 2021 Highlights

 Recognized \$62 million of investment income and dividend income from marketable securities during the quarter

• Petroleum Q1 2021 Results

- Q1 2021 total throughput was approximately 186k bpd
- Adjusted EBITDA of \$(61) million compared to \$(77) million in Q1 2020(1)
- Negatively impacted by increased RIN prices

• Nitrogen Fertilizer Q1 2021 Results

- ∘ Adjusted EBITDA of \$5 million compared to \$11 million in Q1 2020(2)
- $^{\circ}$ Consolidated average realized plant gate prices for UAN in Q1 2021 was \$159 per ton, compared to \$166 per ton in Q1 2020
- On May 6,2020, CVR Partners announced a unit repurchase program for up to \$10 million of its common units. On February 22, 2021, the UAN GP Board authorized an additional \$10 million for the Unit Repurchase Program
 - \circ During Q1 2021, CVR Partners repurchased 24,378 common units at a cost of \$1 million
 - As of March 31,2021, CVR Partners has \$12 million in authority remaining under the program

Segment: Automotive

Segment Description

- We conduct our Automotive segment through our wholly owned subsidiary Icahn Automotive Group LLC ("Icahn Automotive")
- Icahn Automotive is engaged in the retail and wholesale distribution of automotive parts in the aftermarket as well as providing automotive repair and maintenance services to its customers
- Our Automotive segment also includes our investment in 767 Auto Leasing LLC

Summary Segment Financial Results

Automotive Segment	Three Months Ended March 31,		
(\$Millions)	2021 2020		
Selected Income Statement Data:			
Net sales and other revenue from operations	\$598	\$635	
Adjusted EBITDA	(9)	(42)	
Net income (loss)	(46)	(73)	
Capital Expenditures	\$8	\$9	

- Icahn Automotive is implementing a multi-year plan to separate its aftermarket parts and automotive service businesses into two separate operating companies. Our Automotive segment's priorities include:
 - Positioning the service business to take advantage of opportunities in the do-itfor-me market and vehicle fleets;
 - Optimizing the value of the commercial parts distribution business in certain high-volume core markets;
 - Exiting the automotive parts distribution business in certain low volume, non-core markets;
 - Improving inventory management across Icahn Automotive's parts and tire distribution network:
 - Investment in customer experience initiatives such as selective upgrades in facilities;
 - Investment in employees with focus on training and career development investments; and
 - Business process improvements, including investments in our supply chain and information technology capabilities
- Q1 2021 Adjusted EBITDA was \$(9) million compared to \$(42) million in Q1 2020

Segment: Food Packaging

Segment Description

- Viskase Companies, Inc (OTCPK:VKSC) is a worldwide leader in the production and sale of cellulosic, fibrous and plastic casings for the processed meat and poultry industry
 - Leading worldwide manufacturer of non-edible cellulosic casings for small-diameter meats (hot dogs and sausages)
 - Leading manufacturer of non-edible fibrous casings for large-diameter meats (sausages, salami, hams and deli meats)

Summary Segment Financial Results

	Three Months Ended		
Food Packaging Segment	March 31,		
(\$Millions)	2021 2020		
Selected Income Statement Data:			
Net sales	\$101	\$98	
Adjusted EBITDA	15	14	
Net income (loss)	(1)	(4)	
Adjusted EBITDA attributable to IEP	\$13	\$11	
Net income (loss) attributable to IEP	(1)	(3)	
Capital Expenditures	\$2	\$2	

- Q1 2021 net sales increased \$3 million compared to the comparable prior year period
- Consolidated adjusted EBITDA of \$15 million for Q1 2021 and \$14 million for Q1 2020
- Consistent demand for food products as people around the world shelter in place
- Viskase's cash balance as of March 31,2021 was \$13 million

Segment: Metals

Segment Description

- We conduct our Metals segment through our wholly owned subsidiary PSC Metals LLC
- PSC Metals LLC is one of the largest independent metal recycling companies in the U.S
- Collects industrial and obsolete scrap metal, processes it into reusable forms and supplies the recycled metals to its customers
- Strong regional footprint (Upper Midwest, St. Louis Region and the South)

Summary Segment Financial Results

	Three Months Ended		
Metals Segment	March 31,		
(\$Millions)	2021 2020		
Selected Income Statement Data:			
Net sales	\$120	\$86	
Adjusted EBITDA	8	2	
Net income (loss)	5	(3)	
Capital Expenditures	\$1 \$		

- Q1 2021 net sales increased by \$34 million compared to the comparable prior year period
- Adjusted EBITDA was \$8 million Q1 2021 compared to \$2 million in Q1 2020

Segment: Real Estate

Segment Description

- Our Real Estate segment consists primarily of investment properties, the development and sale of single-family homes, and the management of a country club. We also own a hotel and timeshare resort in Aruba and a property in Atlantic City, New Jersey
- Investment properties consist of retail, office and industrial properties leased to corporate tenants
- Property development focuses on the construction and sale of single-family homes
- Club operations focus on operating golf and other country club activities

Summary Segment Financial Results

Real Estate Segment	Three Months Ended March 31,		
(\$Millions)	2021 2020		
Selected Income Statement Data:			
Net sales and other revenue from operations	\$17	\$22	
Adjusted EBITDA	2	5	
Net income (loss)	(1)	1	
Capital Expenditures	\$1	\$4	

Highlights and Recent Developments

• Business strategy is based on long-term investment outlook and operational expertise

Investment Property Operations

- Maximize value of commercial lease portfolio through effective management of existing properties
 - Seek to sell assets on opportunistic basis

Property Development & Club Operations

• New Seabury in Cape Cod, Massachusetts and Grand Harbor in Vero Beach, Florida include land for future residential development of 138 and 1,098 units, respectively

Country Club Operations

• Club operations focuses on operating golf and other country club activities in New Seabury

Hotel and Timeshare Operations

• Hotel and timeshare operations focuses on operating a resort in Oranjestad, Aruba

Segment: Home Fashion

Segment Description

- We conduct our Home Fashion segment through our wholly owned subsidiary WestPoint Home LLC
- WestPoint Home LLC is engaged in manufacturing, sourcing, marketing, distributing and selling home fashion consumer products
- WestPoint Home owns many of the most well-known brands in home textiles including Martex, Grand Patrician, Luxor and Vellux

Summary Segment Financial Results

	Three Months Ended		
Home Fashion Segment	March 31,		
(\$Millions)	2021 2020		
Selected Income Statement Data:			
Net sales	\$41	\$50	
Adjusted EBITDA	(2)	-	
Net income (loss)	(4)	(2)	
Capital Expenditures	\$1 \$		

- Q1 2021 net sales decreased by \$9 million compared to the comparable prior year period primarily due to a decrease in sales from existing businesses as a result of the current economic conditions
- Adjusted EBITDA was \$(2) million for Q1 2021 compared to \$0 million for Q1 2020
- Streamlined merchandising, sales and customer service divisions
- Focus on core profitable customers and product lines

Segment: Pharma

Segment Description

- We conduct our Pharma segment through our wholly owned subsidiary, Vivus, Inc.
- Vivus is a specialty pharmaceutical company with two approved therapies and one product candidate in active clinical development

Highlights and Recent Developments

- In December 2020, we acquired all of the outstanding common stock of Vivus upon its emergence from bankruptcy. Prior to Vivus' emergence from bankruptcy, we held an investment in all of Vivus' convertible corporate debt securities, as well as all of its other outstanding debt. As a result of this transaction, we consolidate the results of Vivus beginning December 2020
- Adjusted EBITDA was \$3 million for Q1 2021

Summary Segment Financial Results

	Three Months Ended
Pharma Segment	March 31,
(\$Millions)	2021
Selected Income Statement Data:	
Net sales and other revenue from operations	\$30
Adjusted EBITDA	3
Net income (loss)	8
Capital Expenditures	-

Financial Performance

Liquidity Serves as a Competitive Advantage

 Our operating subsidiaries and the Holding Company maintain ample liquidity to take advantage of attractive opportunities for their respective businesses

(\$Millions)	As of 3/31/2021
Liquid Assets:	
Holding Company Cash & Cash Equivalents	\$1,134
Holding Company Investment in Investment Funds	4,660
Subsidiaries Cash & Cash Equivalents	808
Total	\$6,602
Subsidiary Revolver Availability:	
Energy	\$389
Automotive	99
Food Packaging	19
Metals	65
Home Fashion	14
Total	\$586
Total Liquidity	\$7,188

IEP Summary Financial Information

 Significant Valuation demonstrated by market value of IEP's public subsidiaries and Holding Company interest in Funds and book value or market comparable of other assets

	As of				
(\$Millions)	3/31/2020	6/30/2020	9/30/2020	12/31/2020	3/31/2021
Market-valued Subsidiaries and Investments:					
Holding Company interest in Investment Funds(1)	\$4,370	\$4,599	\$4,058	\$4,283	\$4,675
CVR Energy(2)	1,177	1,432	881	1,061	1,366
Tenneco(2)	106	223	204	292	136
Total market-valued subsidiaries and investments	\$5,653	\$6,254	\$5,143	\$5,636	\$6,177
Other Subsidiaries:					
Viskase(3)	\$102	\$105	\$240	\$285	\$293
Real Estate Holdings(1)	479	458	433	440	443
PSC Metals(1)	151	142	144	128	133
WestPoint Home(1)	144	143	145	141	137
Vivus(1)	-	-	-	262	270
Icahn Automotive Group(1)	1,730	1,737	1,654	1,554	1,558
Total other subsidiaries	\$2,606	\$2,585	\$2,616	\$2,810	\$2,834
Add: Other Holding Company net assets(4)	(186)	115	185	(12)	(124)
Indicative Gross Asset Value	\$8,073	\$8,954	\$7,944	\$8,434	\$8,887
Add: Holding Company cash and cash equivalents(5)	1,440	1,128	987	925	1,134
Less: Holding Company debt(5)	(5,814)	(5,813)	(5,812)	(5,811)	(5,805)
Indicative Net Asset Value	\$3,699	\$4,269	\$3,119	\$3,548	\$4,216

Note: Indicative net asset value does not purport to reflect a valuation of IEP. The calculated Indicative net asset value does not include any value for our Investment Segment other than the fair market value of our investment in the Investment Funds. A valuation is a subjective exercise and Indicative net asset value does not necessarily consider all elements or consider in the adequate proportion the elements that could affect the valuation of IEP. Investors may reasonably differ on what such elements are and their impact on IEP. No representation or assurance, express or implied is made as to the accuracy and correctness of indicative net asset value as of these dates or with respect to any future indicative or prospective results which may vary.

⁽¹⁾ Represents equity attributable to us as of each respective date.

⁽²⁾ Based on closing share price on each date (or if such date was not a trading day, the immediately preceding trading day) and the number of shares owned by the Holding Company as of each respective date.

⁽³⁾ Amounts based on market comparable due to lack of material trading volume, valued at 9.0x Adjusted EBITDA for the twelve months ended as of each respective date.

⁽⁴⁾ Holding Company's balance as of each respective date. For March 31, 2020, the distribution payable was adjusted to \$431 million, which represents the actual distribution paid subsequent to March 31, 2020. For March 31, 2021, the distribution payable was adjusted to \$27 million, which represents the actual distribution paid subsequent to March 31, 2021.

⁽⁵⁾ Holding Company's balance as of each respective date.

Adjusted EBITDA Reconciliation

Non-GAAP Financial Measures

The Company uses certain non-GAAP financial measures in evaluating its performance. These include non-GAAP EBITDA and Adjusted EBITDA. EBITDA represents earnings from continuing operations before interest expense, income tax (benefit) expense and depreciation and amortization. We define Adjusted EBITDA as EBITDA excluding certain effects of impairment, restructuring costs, certain pension plan expenses, gains/losses on disposition of assets, gains/losses on extinguishment of debt, major scheduled turnaround expenses, certain tax settlements and certain other non-operational charges. We present EBITDA and Adjusted EBITDA on a consolidated basis and on a basis attributable to Icahn Enterprises net of the effects of non-controlling interests. We conduct substantially all of our operations through subsidiaries. The operating results of our subsidiaries may not be sufficient to make distributions to us. In addition, our subsidiaries are not obligated to make funds available to us for payment of our indebtedness, payment of distributions on our depositary units or otherwise, and distributions and intercompany transfers from our subsidiaries to us may be restricted by applicable law or covenants contained in debt agreements and other agreements to which these subsidiaries currently may be subject or into which they may enter into in the future. The terms of any borrowings of our subsidiaries or other entities in which we own equity may restrict dividends, distributions or loans to us.

We believe that providing EBITDA and Adjusted EBITDA to investors has economic substance as these measures provide important supplemental information of our performance to investors and permits investors and management to evaluate the core operating performance of our business without regard to interest, taxes and depreciation and amortization and certain effects of impairment, restructuring costs, certain pension plan expenses, gains/losses on disposition of assets, gains/losses on extinguishment of debt, major scheduled turnaround expenses, certain tax settlements and certain other non-operational charges. Additionally, we believe this information is frequently used by securities analysts, investors and other interested parties in the evaluation of companies that have issued debt. Management uses and believes that investors benefit from referring to these non-GAAP financial measures in assessing our operating results, as well as in planning, forecasting and analyzing future periods. Adjusting earnings for these charges allows investors to evaluate our performance from period to period, as well as our peers, without the effects of certain items that may vary depending on accounting methods and the book value of assets. Additionally, EBITDA and Adjusted EBITDA present meaningful measures of performance exclusive of our capital structure and the method by which assets were acquired and financed.

EBITDA and Adjusted EBITDA have limitations as analytical tools, and you should not consider them in isolation, or as substitutes for analysis of our results as reported under generally accepted accounting principles in the United States, or U.S. GAAP. For example, EBITDA and Adjusted EBITDA:

- do not reflect our cash expenditures, or future requirements for capital expenditures, or contractual commitments;
- do not reflect changes in, or cash requirements for, our working capital needs; and
- do not reflect the significant interest expense, or the cash requirements necessary to service interest or principal payments on our debt.

Although depreciation and amortization are non-cash charges, the assets being depreciated or amortized often will have to be replaced in the future, and EBITDA and Adjusted EBITDA do not reflect any cash requirements for such replacements. Other companies in the industries in which we operate may calculate EBITDA and Adjusted EBITDA differently than we do, limiting their usefulness as comparative measures. In addition, EBITDA and Adjusted EBITDA do not reflect the impact of earnings or charges resulting from matters we consider not to be indicative of our ongoing operations.

EBITDA and Adjusted EBITDA are not measurements of our financial performance under U.S. GAAP and should not be considered as alternatives to net income or any other performance measures derived in accordance with U.S. GAAP or as alternatives to cash flow from operating activities as a measure of our liquidity. Given these limitations, we rely primarily on our U.S. GAAP results and use EBITDA and Adjusted EBITDA only as a supplemental measure of our financial performance.

Adjusted EBITDA Reconciliation by Segment – Three Months Ended March 31, 2021

(\$Millions)	Investment	Energy	Automotive	Food Packaging	Metals	Real Estate	Home Fashion	Pharma	Holding Company	Consolidated
Adjusted EBITDA										
Net income (loss)	\$862	(\$67)	(\$46)	(\$1)	\$5	(\$1)	(\$4)	\$8	(\$157)	\$599
Interest expense, net	76	31	3	2	-	-	-	-	82	194
Income tax expense (benefit)	-	(46)	(12)	1	-	-	-	-	74	17
Depreciation, depletion and amortization		82	22	7	4	3	2	7	-	127
EBITDA before non-controlling interests	\$938	\$0	(\$33)	\$9	\$9	\$2	(\$2)	\$15	(\$1)	\$937
Restructuring costs	-	-	-	=	-	-	-	-	-	-
(Gain) loss on disposition of assets, net	-	-	-	-	-	-	-	-	-	-
Other		=	24	6	(1)	-	-	(12)	(2)	15
Adj. EBITDA before non-controlling interests	\$938	\$0	(\$9)	\$15	\$8	\$2	(\$2)	\$3	(\$3)	\$952
Adjusted EBITDA attributable to IEP										
Net income (loss)	\$391	(\$33)	(\$46)	(\$1)	\$5	(\$1)	(\$4)	\$8	(\$157)	\$162
Interest expense, net	34	15	3	2	-	-	-	-	82	136
Income tax expense (benefit)	-	(32)	(12)	-	-	-	-	-	74	30
Depreciation, depletion and amortization		48	22	7	4	3	2	7	-	93
EBITDA attributable to IEP	\$425	(\$2)	(\$33)	\$8	\$9	\$2	(\$2)	\$15	(\$1)	\$421
Restructuring costs	-	-	-	-	-	-	-	-	-	-
(Gain) loss on disposition of assets, net	-	-	-	-	-	-	-	-	-	-
Other	-	-	24	5	(1)	-	-	(12)	(2)	14
Adjusted EBITDA attributable to IEP	\$425	(\$2)	(\$9)	\$13	\$8	\$2	(\$2)	\$3	(\$3)	\$435

Adjusted EBITDA Reconciliation by Segment – Three Months Ended March 31, 2020

(\$Millions)	Investment	Energy	Automotive	Food Packaging	Metals	Real Estate	Home Fashion	Pharma	Holding Company	Consolidated
Adjusted EBITDA										
Net income (loss)	(\$1,802)	(\$113)	(\$73)	(\$4)	(\$3)	\$1	(\$2)	\$0	(\$310)	(\$2,306)
Interest expense, net	43	27	5	4	-	-	-	-	83	162
Income tax expense (benefit)	-	(40)	(19)	1	-	-	-	-	(122)	(180)
Depreciation, depletion and amortization		80	24	6	5	4	2	=	=	121
EBITDA before non-controlling interests	(\$1,759)	(\$46)	(\$63)	\$7	\$2	\$5	\$0	\$0	(\$349)	(\$2,203)
Restructuring costs	-	-	2	=	-	-	-	-	-	2
(Gain) loss on disposition of assets, net	-	-	(1)	=	-	-	-	-	-	(1)
Other	-	8	20	7	-	-	-	-	4	39
Adj. EBITDA before non-controlling interests	(\$1,759)	(\$38)	(\$42)	\$14	\$2	\$5	\$0	\$0	(\$345)	(\$2,163)
Adjusted EBITDA attributable to IEP										
Net income (loss)	(\$926)	(\$68)	(\$73)	(\$3)	(\$3)	\$1	(\$2)	\$0	(\$310)	(\$1,384)
Interest expense, net	23	12	5	3	-	-	-	-	83	126
Income tax expense (benefit)	-	(27)	(19)	1	-	-	-	-	(122)	(167)
Depreciation, depletion and amortization	-	45	24	5	5	4	2	-	-	85
EBITDA attributable to IEP	(\$903)	(\$38)	(\$63)	\$6	\$2	\$5	\$0	\$0	(\$349)	(\$1,340)
Restructuring costs	-	-	2	-	-	-	-	-	-	2
(Gain) loss on disposition of assets, net	-	-	(1)	-	-	-	-	-	-	(1)
Other	-	6	20	5	-	-	-	-	4	35
Adjusted EBITDA attributable to IEP	(\$903)	(\$32)	(\$42)	\$11	\$2	\$5	\$0	\$0	(\$345)	(\$1,304)