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Altra Industrial Motion Corp.

Form 425

May 14, 2018

May 2018 Altra Industrial Motion Filed by Altra Industrial Motion Corp. Pursuant to Rule 425 under the Securities Act of 1933 and deemed filed pursuant to Rule 14a-12 under the Securities Exchange Act of 1934 Subject Company: Altra Industrial Motion Corp (Commission File No. 001-33209) Altra Industrial Motion The power of Experience Power Transmission and Motion Control Products

SEC Disclosure Rules ADDITIONAL INFORMATION This communication does not constitute an offer to buy, or a solicitation of an offer to sell, any securities of Fortive Corporation (“Fortive”), Stevens Holding Company, Inc. (“Newco”) or Altra Industrial Motion Corp. (“Altra”). In connection with the proposed transaction, Newco filed a registration statement on Form S-4/S-1 containing a prospectus and Altra filed a registration statement on Form S-4 containing a prospectus (together, the “registration statements”) and a preliminary proxy statement on Schedule 14A with the Securities and Exchange Commission (“SEC”), in each case on May 8, 2018. Each of Altra and Newco expect to file amendments to these filings before they become effective. Investors and security holders are urged to read the registration statements and Altra’s preliminary proxy statement and any further amendments to these filings when they become available as well as any other relevant documents to be filed with the SEC when they become available because such documents contain or will contain important information about Altra, Fortive, Newco and the proposed transaction. Altra’s preliminary proxy statement, the registration statements and any further amendments to these filings as well as any other relevant documents relating to the proposed transaction can be obtained free of charge from the SEC’s website at [www.sec.gov](http://www.sec.gov). Such documents can also be obtained free of charge from Fortive upon written request to Fortive Corporation, Investor Relations, 6920 Seaway Blvd., Everett, WA 98203, or by calling (425) 446-5000 or upon written request to Altra Industrial Motion Corp., Investor Relations, 300 Granite St., Suite 201, Braintree, MA 02184 or by calling (781) 917 0527. PARTICIPANTS IN THE SOLICITATION This communication is not a solicitation of a proxy from any security holder of Altra. However, Fortive, Altra and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from shareholders of Altra in connection with the proposed transaction under the rules of the SEC. Information about the directors and executive officers of Fortive may be found in its Annual Report on Form 10-K filed with the SEC on February 28, 2018 and its definitive proxy statement relating to its 2018 Annual Meeting filed with the SEC on April 16, 2018. Information about the directors and executive officers of Altra may be found in its Annual Report on Form 10-K filed with the SEC on February 23, 2018, its definitive proxy statement relating to its 2018 Annual Meeting filed with the SEC on March 23, 2018 and its preliminary proxy statement relating to the proposed transaction filed with the SEC on May 8, 2018. These documents can be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, is or will be contained in the registration statements, Altra’s preliminary proxy statement and any further amendments to these filings when they become available as well as any other relevant documents to be filed with the SEC when they become available.

Safe Harbor & Non-GAAP Financial Metrics Forward Looking Statements: This communication contains forward-looking statements, within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, which reflect Altra's current estimates, expectations and projections about Altra's and the Fortive A&S business's ("Fortive A&S") future results, performance, prospects and opportunities. Such forward-looking statements may include, among other things, statements about the proposed acquisition of Fortive A&S, the benefits and synergies of the proposed transaction, future opportunities for Altra, Fortive A&S and the combined company, and any other statements regarding Altra's, Fortive A&S's or the combined company's future operations, anticipated business levels, future earnings, planned activities, anticipated growth, market opportunities, strategies, competition and other expectations and estimates for future periods. Forward-looking statements include statements that are not historical facts and can be identified by forward-looking words such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "should," "will," "would," "project," "forecast," and similar expressions. These forward-looking statements are based on information currently available to Altra and are subject to a number of risks, uncertainties, and other factors that could cause Altra's, Fortive A&S's or the combined company's actual results, performance, prospects, or opportunities to differ materially from those expressed in, or implied by, these forward-looking statements. Important factors that could cause Altra's, Fortive A&S's or the combined company's actual results to differ materially from the results referred to in the forward-looking statements Altra makes in this communication include: the possibility that the conditions to the consummation of the transaction will not be satisfied; failure to obtain, delays in obtaining or adverse conditions related to obtaining shareholder or regulatory approvals; the ability to obtain the anticipated tax treatment of the transaction and related transactions; risks relating to any unforeseen changes to or the effects on liabilities, future capital expenditures, revenue, expenses, synergies, indebtedness, financial condition, losses and future prospects; the possibility that Altra may be unable to achieve expected synergies and operating efficiencies in connection with the transaction within the expected time-frames or at all and to successfully integrate Fortive A&S; expected or targeted future financial and operating performance and results; operating costs, customer loss and business disruption (including, without limitation, difficulties in maintain relationships with employees, customers, clients or suppliers) being greater than expected following the transaction; failure to consummate or delay in consummating the transaction for other reasons; Altra's ability to retain key executives and employees; slowdowns or downturns in economic conditions generally and in the market for advanced network and service assurance solutions specifically, Altra's relationships with strategic partners, dependence upon broad-based acceptance of Altra's network performance management solutions, the presence of competitors with greater financial resources than Altra and their strategic response to our products; the ability of Altra to successfully integrate the merged assets and the associated technology and achieve operational efficiencies; and the integration of Fortive A&S being more difficult, time-consuming or costly than expected. For a more detailed description of the risk factors associated with Altra, please refer to Altra's Annual Report on Form 10-K for the fiscal year ended December, 31 2017 on file with the SEC. These risks, as well as other risks associated with Altra, Fortive A&S and the proposed transaction, are also more fully discussed in the prospectus included in the registration statement on Form S-4 filed with the SEC by Altra on May 8, 2018. Altra assumes no obligation to update any forward-looking information contained in this communication or with respect to the announcements described herein.

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A leader in power transmission and motion control 23 industry-leading brands built through successful acquisitions that drive topline growth Leveraging Operational Excellence to generate superior growth and margins Business simplification initiatives drive further margin expansion Long-term opportunities to achieve above-average organic sales growth Fortive A&S merger expands product portfolio into higher growth, higher margin end markets Investment Highlights Transforming a global leader in electromechanical power transmission into a premier industrial company

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Altra Today: A Leader in PT Products With Tremendous Brand Names Industry leading brands, highly engineered products CCB: Couplings, Clutches & Brakes ECB: Electromagnetic Clutches and Brakes Gearing YTD Division sales as of March 31, 2018 excluding eliminations Ccb 50% ECB 29% Gearing 21%

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Balanced Diverse Global Markets Geographic segmentation based upon shipment destination  
Renew. Energy 10%  
Conven. Energy 6%  
Mat. Hand. 9%  
Metals 6%  
Mining 6%  
PTMC 7%  
Spl. Mch. 6%  
Trans. 7%  
T&G, Ag 10%  
Other 33%  
2017 Revenues By Market OEM Direct 62%  
User Direct 12%  
Distributor 26%  
2017 Revenues By Channel New Build 62%  
Aftermarket 38%  
2017 Aftermarket Revenues N. America 50%  
Europe 35%  
AP & ROW 15%  
2017 Revenues By Geography Geographic segmentation based upon shipment destination

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Proven Track Record of Delivering Superior Profitability Sales Growth EPS Growth Free Cash Flow Growth 2017  
ROIC: 9% 7.8% CAGR 10.5% CAGR 9.4% CAGR 2010 to 2017 CAGR 2010: \$520 2017: \$877 2010: \$1.02 2017:  
\$2.05 2010: \$25.5 2017: \$47.8 Refer to the Appendix for a reconciliation of Non-GAAP free cash flow Balanced  
Diverse Global Markets Proven Track Record of Delivering Superior Profitability Sales Growth EPS Growth Free  
Cash Flow Growth 2017 ROIC: 9% 7.8% CAGR 10.5% CAGR 9.4% CAGR 2010 to 2017 CAGR 2010: \$520 2017:  
\$877 2010: \$1.02 2017: \$2.05 2010: \$25.5 2017: \$47.8 Refer to the Appendix for a reconciliation of Non-GAAP free  
cash flow 7

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Track Record of Increasing Payout Ratio \$0.00 \$0.05 \$0.10 \$0.15 \$0.20 Q12012 Q2 Q3 Q4 Q12013 Q2 Q3 Q4 Q12014 Q2 Q3 Q4 Q12015 Q2 Q3 Q4 Q12016 Q2 Q3 Q4 Q12017 Q2 Q3 Q4 Q12018 Q2 Dividend Track Record of Increasing Payout Ratio Post-transaction closing, Alt rain tends to maintain its current dividend policy 2012 18% 2013 25% 2014 30% 2015 42% 2016 61% Dividend Payout Ratio More than Tripled Dividend Since Initiation in 2012 2017 36% 8 Post-transaction closing, Altra intends to maintain its current dividend policy 2012 18% 2013 25% 2014 30% 2015 42% 2016 61% Dividend Payout Ratio 2012-2017 CAGR: +28% More than Tripled Dividend Since Initiation in 2012 2017 36%



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OCTOBER 2016 Acquired Stromag DECEMBER 2013 Acquired Svendborg Brakes FEBRUARY 2011 Acquired Bauer Geared Motors MAY 2006 Acquired Bear Linear APRIL 2004 Genstar purchased Colfax Power Transmission and Kilian Manufacturing to form Altra Altra Was Built on Key Acquisitions... FEBRUARY 2007 Acquired TB Wood's SEPTEMBER 2012 Acquired Lamiflex Hay Hall Group JULY 2014 Acquired Guardian Couplings ALTRA HAS A LONG TRACK RECORD OF SUCCESSFULLY INTEGRATING STRATEGIC ACQUISITIONS MARCH 2018 Merger With Fortive A&S Announced OCTOBER 2016 Acquired Stromag DECEMBER 2013 Acquired SvendborgBrakes FEBRUARY 2011 Acquired Bauer Geared Motors MAY 2006 Acquired Bear Linear APRIL 2004 Genstarpurchased Colfax Power Transmission and Kilian Manufacturing to form Altra AltraWas Built on Key Acquisitions... FEBRUARY 2007 Acquired TB Wood's SEPTEMBER 2012 Acquired Lamiflex Hay Hall Group JULY 2014 Acquired Guardian Couplings ALTRA HAS A LONG TRACK RECORD OF SUCCESSFULLY INTEGRATING STRATEGIC ACQUISITIONS MARCH 2018 Merger With Fortive A&S Announced OCTOBER 2005 Acquired Hay Hall Group DECEMBER 2006 AltraIPO Hay Hall Group OCTOBER 2005 Acquired Hay Hall Group DECEMBER 2006 Altra IPO Hay Hall Group

Fortive A&S at a Glance 2017 Actual Results A World Leader in Rotary Precision Motion Solutions 2017 Revenue Breakdown A World Leader in Linear Motion Solutions A World Leader in High-Efficiency Miniature Motors and Motion Control A World Leader in Heavy-Duty Diesel Engine Brake Systems and Valve Actuation Mechanisms 1 Non-GAAP measure. Adjusted EBITDA excludes standalone costs, corporate charges and certain other non-cash items. Refer to the Appendix for a reconciliation of Audited Net Income to Non-GAAP Adjusted EBITDA. Note: Hengstler and Dynapar, Fortive's encoder brands within the A&S portfolio, are not part of the transaction and will remain a part of Fortive Revenue \$907mm Adj. EBITDA ~\$231mm 1 Adj. EBITDA Margin ~25% 1 Fortive A&S at a Glance 2017 Actual Results A World Leader in Rotary Precision Motion Solutions 2017 Revenue Breakdown A World Leader in Linear Motion Solutions A World Leader in High-Efficiency Miniature Motors and Motion Control A World Leader in Heavy-Duty Diesel Engine Brake Systems and Valve Actuation Mechanisms Thomson JVS Portescap Kollmorgen 1 Non-GAAP measure. Adjusted EBITDA excludes standalone costs, corporate charges and certain other non-cash items. Refer to the Appendix for a reconciliation of Audited Net Income to Non-GAAP Adjusted EBITDA. Note: Hengstler and Dynapar, Fortive's encoder brands within the A&S portfolio, are not part of the transaction and will remain a part of Fortive Revenue \$907mm Adj. EBITDA ~\$231mm 1 Adj. EBITDA Margin ~25% 1

Moves Altra Up the Technology Spectrum Bearings Chain Drives Belted Drives Adjustable Speed Drives & Motors Sensors Hydraulics Pneumatics Ind. Chemicals Plant Automation Material Handling Adjacent Products Power Transmission & Motion Control Industry Basic Electronics Couplings Clutches & Brakes Gearing Machine Automation Precision Motors / Controls Linear Motion Motion Control Industry Size Transaction significantly expands Power Transmission and Motion Control product coverage, moves Altra into several higher growth and higher margin categories Fortive A&S Focus Source: Industrial Market Information Inc., Channel Marketing Group, PTDA 2016 PTMC Market Size Report, management estimates Std. PT Std. & Eng. PT \$40 billion \$20 billion Altra Focus Moves Altra Up the Technology Spectrum \$0 \$5,000 \$10,000 \$15,000 \$20,000 \$25,000 \$30,000 \$35,000 \$40,000 Couplings Clutches & Brakes Adjustable Speed Drives Accessories Belts & Chain Linear Motion Hydraulics & Pneumatics Material Handling Comp Controls Gearing Motors Bearings United States Rest of World Bearings Chain Drives Belted Drives Adjustable Speed Drives & Motors Sensors Hydraulics Pneumatics Ind. Chemicals Plant Automation Material Handling Adjacent Products Power Transmission & Motion Control Industry Basic Electronics Couplings Clutches & Brakes Gearing Machine Automation Precision Motors / Controls Linear Motion Motion Control Industry Size Transaction significantly expands Power Transmission and Motion Control product coverage, moves Altra into several higher growth and higher margin categories Fortive A&S Focus Source:Industrial Market Information Inc., Channel Marketing Group, PTDA 2016 PTMC Market Size Report, management estimates Std. PT Std. & Eng. PT \$40 billion \$20 billion Altra Focus11

Diversifies End-Market Exposure, Increases Exposure to Attractive Markets Robotic / Precision surgery Hygienic standards Operator-robot collaboration Autonomous mobile robotics Industry 4.0 Precision control & safety requirements Factory Automation Robotics Medical Health & safety requirements Rising global middle class Precision guidance High power density Miniaturization Electronics / sensors proliferation Electronics Aerospace Food & Bev Combined Company Serves Diverse End Markets Increased Exposure to Attractive Secular Trends Combined Entity Revenue Breakdown by End-Market <sup>1</sup> <sup>1</sup> 2016 end-market sales based upon internal estimates; pro forma for Altra's Dec-2016 acquisition of Stroma. Broad market coverage Increases position in higher-growth verticals (medical, robotics) Reduces exposure to more cyclical end-markets (mining, oil & gas) Diversifies End-Market Exposure, Increases Exposure to Attractive Markets •Robotic/ Precision surgery •Hygienic standards •Operator-robot collaboration •Autonomous mobile robotics •Industry 4.0 •Precision control & safety requirements Factory Automation Robotics Medical •Health & safety requirements •Rising global middle class •Precision guidance •High power density •Miniaturization •Electronics / sensors proliferation Electronics Aerospace Food & Bev Combined Company Serves Diverse End Markets Increased Exposure to Attractive Secular Trends Combined Entity Revenue Breakdown by End-Market <sup>1</sup> Other 25% Transport / Commercial Vehicles 15% Specialty Industrial 11% Mobile Off-Highway, T&G 9% Energy 9% Medical 7% Material Handling 6% Robotics & Factory Automation, Electronics 6% Metals & Mining 5% Aerospace 4% Food & Beverage / Packaging 3% <sup>1</sup> 2016 end-market sales based upon internal estimates; pro forma for Altra's Dec-2016 acquisition of Stroma. •Broad market coverage •Increases position in higher-growth verticals (medical, robotics) •Reduces exposure to more cyclical end-markets (mining, oil & gas) 12

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Case Stackers Thomson Linear Units Micron Gearheads Thomson Linear Bearings & Guides Kollmorgen Servo & Drives Palletizer Bauer Inline Gearmotors Boston Gear Bevel Gear Drives Thomson Linear Actuators Micron Gearheads Filling & Capping Warner Capping Clutch Kollmorgen Washdown Servos & Drives Micron Gearheads Case Forming Kollmorgen Servos Thomson Linear Units Micron Gearheads Thomson Linear Bearings & Guides Packing (Shrink Wrap) Bauer Gearmotors Kollmorgen Servos & Drives Micron Gearheads Thomson Linear Bearings & Guides Packing (Heat Shrink Tunnel) Bauer High Heat Gearmotors Inspection Kollmorgen Servos / Drives Thomson Motorized Lead Screw Actuators Micron Gearheads Huco Precision Couplings Labelling Kollmorgen Steppers Micron Gearheads Bottle Washer (Glass Bottles) Boston Gear Stainless Reducers Bauer Aseptic Gearmotors Kollmorgen Stainless Servos & Drives Conveyor Bauer Shaft Mount Gear Motors Boston Gear Worm Gear Drives Warner Clutch Brakes Formsprag Backstops TB Wood's Belted Drives and Elastomeric Couplings Thomson Linear Actuators Sample Beverage Processing Line Loading Thomson Linear Actuators Expands Portfolio of Customer Solutions Representative Altra Products Representative A&S Products

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World-Class Business System With Strong Policy Deployment Capabilities LEADERSHIP GROWTH LEAN  
Combined company will benefit from application of best-in-class business systems Significant engagement with customers to understand their requirements and improvement objectives Engineering teams strive to solve problems and assist in developing new products Continuous improvement culture engrained in both companies On-time delivery Lead time reduction Quality products and services Developing people to excel, grow, and drive continuous improvement

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Transaction Improves Financial Profile <sup>1</sup> Non-GAAP measure. Refer to the Appendix for a reconciliation of Audited Net Income to Non-GAAP Adjusted EBITDA <sup>2</sup> Non-GAAP measure. Reflects the sum of the Adj. EBITDA of Altra and the Adj. EBITDA of Fortive A&S. Does not include synergies. Excludes stand-alone costs, corporate charges and certain other non-cash items. <sup>3</sup> Non-GAAP measure. Represents cash flow from operations less capital expenditures. Refer to the Appendix for a reconciliation of audited cash flow from operations to non-GAAP free cash flow. <sup>4</sup> Non-GAAP measure. Reflects the sum of the free cash flow of Altra and the free cash flow of Fortive A&S Altra 2017 Combined Company Pro Forma Increased Scale Balanced Power Transmission & Motion Control Portfolio ~\$0.9bn Net Sales Power Transmission: 100% ~\$1.8bn Net Sales ~2x Standalone Power Transmission: ~60% Motion Control: ~40% Structurally Higher Gross Margins ~32% ~36%<sup>2</sup> + ~400bps<sup>2</sup> Improved Adj. EBITDA<sup>1</sup> and % Margin ~\$133mm Adj. EBITDA ~15% Margins ~\$364mm Adj. EBITDA<sup>2</sup> ~20% Margins<sup>2</sup> + ~ 500bps<sup>2</sup> Improved Free Cash Flow Generation<sup>3</sup> ~\$48mm ~\$200mm+<sup>4</sup> \$1bn+ cumulative next 5 years Transaction doubles Altra's revenues and enables ~500 bps EBITDA margin expansion excluding run-rate synergies 2017

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Attractive Synergies of More Than \$50mm Expected Clearly identified estimated run-rate synergies of more than \$50mm Upside from estimated revenue synergies (\$20mm revenue, \$6mm Operating Income drop through) Strong culture of continuous improvement at each organization to support synergy realization Cost Synergies Revenue Synergies (Operating Income Impact) <sup>1</sup> Based on synergies amount flowing to Operating Income; excludes costs to achieve synergies. Costs to Achieve Synergies ~\$15 ~\$3 ~\$6 - Expected Annual Gross Synergies<sup>1</sup> (\$mm) Enhanced stockholder value through participation in upside from synergies \$28 \$2 \$16 \$31 \$3 \$28 \$43 \$5 \$38 \$52 \$6 \$56  
FY2019 FY2020 FY 2021 FY2022



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Significant Free Cash Flow Enabling Altra to De-lever Quickly Altra to prioritize debt pay down until leverage metrics return to 2.0-3.0x Net Debt/EBITDA Free cash flow generation: >\$1 billion in five years 1 Combined company FY17 pro forma Adj. EBITDA margins of 20% (excluding synergies)<sup>3</sup> 2 Significant cash flow generation enables quick de-levering 3 1 Non-GAAP measure. Estimated Altra Net Debt/LTM EBITDA at close, including 50% credit for estimated run-rate cost synergies of \$46mm. Refer to the Appendix for a reconciliation of Audited Net Income to Non-GAAP Adjusted EBITDA 2As of December 31, 2017, Altra had \$276 million of indebtedness outstanding and as of December 31, 2017 on a pro forma basis after giving effect to the Transactions, Altra would have had \$1,722.4 million of indebtedness outstanding. 3Non-GAAP measure. Reflects the sum of the Adj. EBITDA of Altra and the Adj. EBITDA of Fortive A&S. ~4.6x Combined Company Net Debt / LTM Adj. EBITDA1 Target 2017 Pro Forma 2 <3.0x FY2020

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Confidence in Ability to Integrate And Execute on Transaction Benefits Risk Mitigation Benefits Under Altra Ownership Combined business is stable and growing Lower cost structure will improve win rates Increased customer diversification and end-market exposure Cover customers across a broader technology spectrum Enhanced and complementary capabilities to better meet customer needs Altra to build on its significant operational expertise through Fortive Business System knowledge Similar cultures between both companies Strengthen customer relationships due to greater product offering Significant expertise successfully integrating acquisitions Fortive A&S employees now aligned in a pure play structure Altra end-markets continue to recover from trough (mining, oil & gas, farm, metals) Expanded professional growth and development opportunities

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Roadmap to Completion Approval by Altra shareholders Customary closing conditions, including IRS tax ruling and applicable tax opinions, and regulatory approvals Minimal overlap of existing products Registration Statements and Preliminary Proxy Statement filed with the SEC May 8th Transaction financing Estimated transaction close by the end of the year Transaction Timeline

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Q1 2018 Financial Highlights \* Non-GAAP measure Q1 2018 Financial Highlights Q1 2018 Q1 2017 Sales \$240.40  
\$215.40 Total 11.6% Core Growth 5.4% FX 6.2% GAAP Diluted EPS \$0.31 \$0.36 Non-GAAP Diluted EPS\* \$0.66  
\$0.53 Non-GAAP OPI Margin\* 10.8% 10.6% \* Non-GAAP measure 22

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Balance Sheet Highlights Paying down debt remains a priority No share re-purchases in Q1 Balance Sheet Highlights  
(amounts in millions) Q1 2018 Q1 2017 Cash \$46.4 \$52.9 Total Debt \$279.7 \$318.0 Total Debt less Cash \$233.3  
36.1% \$265.1 43.3% Equity \$413.0 63.9% \$347.4 56.7% Equity plus Debt, less Cash \$646.3 100.0% \$612.5 100.0%  
Shares Outstanding 29.1 29.3 Net Debt 36.1% Equity 63.9% •Paying down debt remains a priority •No share  
re-purchases in Q1 23

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2018 Guidance Sales \$910 to \$930 Million GAAP Diluted EPS \$1.99 to \$2.08 Non-GAAP Diluted EPS\* \$2.36 to \$2.49 Capital Expenditures \$25 to \$27 Million Depreciation and Amortization \$38 to \$40 Million Tax Rate 25% to 27% \* Non-GAAP measure



Discussion of Non-GAAP Measures \* As used in these slides posted on the Company's website, non-GAAP diluted earnings per share, non-GAAP income from operations and non-GAAP net income are each calculated using either net income or income from operations that excludes acquisition related costs, restructuring costs, and other income or charges that management does not consider to be directly related to the Company's core operating performance. Non-GAAP gross profit calculated using gross profit that excludes income or charges that management does not consider to be directly related to the Company's core operating performance. Non-GAAP diluted earnings per share is calculated by dividing non-GAAP net income by GAAP weighted average shares outstanding (diluted). Non-GAAP free cash flow is calculated by deducting purchases of property, plant and equipment from net cash flows from operating activities. Non-GAAP operating working capital is calculated by deducting accounts payable from net trade receivables plus inventories. Altra believes that the presentation of non-GAAP net income, non-GAAP income from operations, non-GAAP gross profit, non-GAAP diluted earnings per share, non-GAAP free cash flow and non-GAAP operating working capital provides important supplemental information to management and investors regarding financial and business trends relating to the Company's financial condition and results of operations.

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Altra's Non-GAAP Measures Non-GAAP Net Income (amounts in millions) Q1 2018 Q1 2017 Reported Net Income \$9.0 \$10.3 Restructuring and consolidation costs 0.9 1.9 Loss on partial settlement of pension plan 5.1 - Loss on extinguishment of convertible debt - 1.8 Amortization of inventory fair value adjustment - 2.3 Acquisition related expenses 5.4 1.0 Tax impact of above adjustments (1.1) (1) (2.1) (2) Non-GAAP net income \$19.3 \$15.3 Non-GAAP diluted earnings per share \$0.66 \$0.53 (1) - Tax impact is calculated by multiplying the estimated effective tax rate for the period of 24.2% by restructuring and consolidation costs and the loss on settlement of pension plan. Acquisition related expenses in the quarter are not tax deductible, therefore tax impact has been eliminated. (2) - Tax impact is calculated by multiplying the estimated effective tax rate for the period of 29.7% by the above items. Non-GAAP Income from operations (amounts in millions) Q1 2018 Q1 2017 Reported Income from Operations \$19.7 \$17.7 Restructuring and consolidation costs 0.9 1.9 Amortization of inventory fair value adjustment - 2.3 Acquisition related expenses 5.4 1.0 Non-GAAP income from operations \$26.0 \$22.9 Free Cash Flow (amounts in millions) Q1 2018 Q1 2017 2017 Operating Cash Flow \$3.7 \$3.0 80.6 Less Capex (7.0) (7.3) (32.8) Free Cash Flow (\$3.3) (\$4.3) 47.8

\*Reconciliation of 2018 Non-GAAP Net Income and Diluted EPS Guidance (Amounts in millions except per share information) Net Income per Share Diluted Adjustments (1) Restructuring and consolidation costs 2.0 - 4.0 Acquisition related expenses (2) 5.4 Loss on settlement of pension plan 5.1 Tax impact of above adjustments (3) Non-GAAP Net Income (1) Adjustments are pre tax, with net tax impact listed separately Fiscal Year 2018 Fiscal Year 2018 Diluted earnings per share \$58.2 - \$60.6 \$1.99 - \$2.08 \$68.9 - \$72.7 \$2.36 - \$2.49 (1.8) - (2.4) (2) Due to the uncertainty as to when future acquisition related expenditures will be incurred, Altra has only included in its reconciliation those costs incurred year-to-date. Altra expects to incur between \$30- \$50 million in acquisition related expenditures in conjunction with the plan Fortive A&S Platform acquisition. (3) Tax impact is calculated by multiplying the estimated effective tax rate for the period of 25% - 27% before discrete items by the above items with the exception of acquisition related expenses. Due to the uncertainty of these expenses being tax deductible no tax benefit is assumed. Non-GAAP Operating Working Capital (amounts in millions) Q1 2018 Q1 2017 Accounts Receivable \$150.8 \$132.6 Inventories 148.7 139.4 Accounts Payable (62.4) (60.9) Operating Working Capital \$237.1 \$211.1

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Altra 2017 EBITDA Reconciliation Altra Quarterly 3/31/18 LTM EBITDA Reconciliation Altra's Non-GAAP Measures (amounts in millions) Q1 2017 Q2 2017 Q3 2017 Q4 2017 2017 Net Income \$10.3 \$15.4 \$13.3 \$12.4 \$51.4  
 Asset Impairment and Other, Net (0.1) - 0.1 1.0 1.0 Loss on write-off of deferred financing and extinguishment of convertible debt 1.8 - - 1.8 Taxes 4.4 5.9 5.5 3.9 19.7 Interest Expense, net 1.7 2.0 1.8 2.2 7.7 Depreciation Expense 6.5 6.4 6.9 6.7 26.5 Amortization Expense 2.3 2.4 2.4 2.4 9.5 Acquisition related expenses 1.0 0.6 0.1 0.5 2.2 Loss on partial settlement of pension plans - - - 1.7 1.7 Amortization of inventory fair value adjustment 2.3 - - 2.3 Stock Compensation Expense 1.8 1.4 1.3 0.8 5.3 Restructuring and consolidation expense 1.9 1.2 0.7 0.4 4.2 Adjusted EBITDA \$33.9 \$35.3 \$32.1 \$32.0 \$133.3 EBITDA Reconciliation (amounts in millions) Q2 2017 Q3 2017 Q4 2017 Q1 2018 LTM Net Income \$15.4 \$13.3 \$12.4 \$9.0 \$50.1 Asset Impairment and Other, Net - 0.1 1.0 - 1.1 Taxes 5.9 5.5 3.9 3.9 19.2 Interest Expense, net 2.0 1.8 2.2 1.8 7.8 Depreciation Expense 6.4 6.9 6.7 6.9 26.9 Amortization Expense 2.4 2.4 2.4 2.5 9.7 Acquisition related expenses 0.6 0.1 0.5 5.4 6.6 Loss on partial settlement of pension plans - - 1.7 5.1 6.8 Stock Compensation Expense 1.4 1.3 0.8 1.3 4.8 Restructuring and consolidation expense 1.2 0.7 0.4 0.9 3.2 Adjusted EBITDA \$35.3 \$32.1 \$32.0 \$36.8 \$136.2

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Fortive A&S Non-GAAP Measures Reconciliation of 2017 A&S Free Cash Flow 28 A&S Business of Fortive Corporation In Thousands of Dollars , except per share amounts December 31, 2017 Net sales 907,349 \$ Cost of sales 530,200 Gross profit 377,149 \$ Gross profit as a percent of net sales 41.6% Selling, general & administrative expenses 146,985 Research and development expenses 36,634 Intangible As set amortization 313 Restructuring Charges - Loss on the partial settlement of pension plan - Income from operations 193,217 \$ Income from operations as a percent of net sales 21.3% Interest expense , net 500 Loss on write - off of deferred financing and extinguishment of convertible debt - Other non- operating expense (income ) , net - Income before income taxes 192,717 \$ Provision/(Benefit) for income taxes 41,000 Income tax rate 21.3% Net income 151,717 Net Income 151,717 Provision/(Benefit) for income taxes 41,000 Interest expense , net 500 Intangible As set amortization 313 Depreciation Expense 15,510 EBITDA 209,040 Stock compensation 4,416 Corporate Allocations 17,401 Adjusted EBITDA 230,857