

Eagle Ottawa Foreign Holdings ApS

Amerika Plads 37, 2100 København Ø, Denmark

CVR no. 10 14 37 13



Annual report 2016

Approved at the annual general meeting of shareholders on ~~30~~³¹ May 2017

Chairman:

Michael Hur Bentsen



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Statement by the Executive Board

Today, the Executive Board has discussed and approved the annual report of Eagle Ottawa Foreign Holdings ApS for the financial year 1 January - 31 December 2016.

The annual report is prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2016 and of the results of the Company's operations for the financial year 1 January - 31 December 2016.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the annual general meeting.

Copenhagen, 30 May 2017
Executive Board:


Robert Chalders Hooper


Terrence Bernard Larkin


William Patrick McLaughlin
JR


Jeffrey Henry Vanneste



Independent auditor's report

To the shareholders of Eagle Ottawa Foreign Holdings ApS

Opinion

We have audited the financial statements of Eagle Ottawa Foreign Holdings ApS for the financial year 1 January - 31 December 2016, which comprise an income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2016 and of the results of the Company's operations for the financial year 1 January - 31 December 2016 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.



Independent auditor's report

- ▶ Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusion is based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and contents of the financial statements, including the note disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the Management's review and, in doing so, consider whether the Management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

Based on our procedures, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 30 May 2017
ERNST & YOUNG
Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Peter Jensen
State Authorised Public Accountant



Management's review

Company details

Name	Eagle Ottawa Foreign Holdings ApS
Address, Postal code, City	Amerika Plads 37, 2100 København Ø, Denmark
CVR no.	10 14 37 13
Established	1 July 2003
Registered office	Copenhagen
Financial year	1 January - 31 December

Executive Board

Robert Chalders Hooper
Terrence Bernard Larkin
William Patrick McLaughlin JR
Jeffrey Henry Vanneste

Auditors

Ernst & Young Godkendt Revisionspartnerselskab
Osvald Helmuths Vej 4, P.O. Box 250, 2000 Frederiksberg,
Denmark



Management's review

Management commentary

Business review

Eagle Ottawa Foreign Holdings ApS represents the holding company for operations in Europe, Thailand, Mexico and South America.

Financial review

The income statement for 2016 shows a profit of USD 8,547 thousand against USD 36,667 thousand last year, and the balance sheet at 31 December 2016 shows equity of USD 60,427 thousand.

Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year end.



Financial statements for the period 1 January - 31 December

Income statement

Note	USD'000	2016 12 months	2014/15 13 months
	Gross margin	-55	-70
	Income from investments in group enterprises	8,879	36,744
3	Financial income	0	521
4	Financial expenses	-125	-528
	Profit before tax	8,699	36,667
5	Tax for the year	-152	0
	Profit for the year	8,547	36,667
	Recommended appropriation of profit		
	Proposed dividend recognised under equity	55,000	0
	Retained earnings/accumulated loss	-46,453	36,667
		8,547	36,667



Financial statements for the period 1 January - 31 December

Balance sheet

Note	USD'000	2016	2014/15
	ASSETS		
	Fixed assets		
6	Investments	63,166	68,677
	Investments in group enterprises	63,166	68,677
	Total fixed assets	63,166	68,677
	Non-fixed assets		
	Receivables	34	83
	Corporation tax receivable	0	1
	Other receivables	34	84
	Cash	102	98
	Total non-fixed assets	136	182
	TOTAL ASSETS	63,302	68,859
	EQUITY AND LIABILITIES		
	Equity		
7	Share capital	4,908	4,908
	Retained earnings	519	46,972
	Dividend proposed	55,000	0
	Total equity	60,427	51,880
	Liabilities		
	Current liabilities		
	Payables to group enterprises	2,859	16,448
	Corporation tax payable	0	503
	Other payables	16	28
		2,875	16,979
	Total liabilities other than provisions	2,875	16,979
	TOTAL EQUITY AND LIABILITIES	63,302	68,859

- 1 Accounting policies
- 2 Capital resources
- 8 Collateral
- 9 Related parties



Financial statements for the period 1 January - 31 December

Statement of changes in equity

USD'000	Share capital	Retained earnings	Dividend proposed	Total
Equity at 1 January 2016	4,908	46,972	0	51,880
Profit for the year	0	-46,453	55,000	8,547
Equity at 31 December 2016	4,908	519	55,000	60,427



Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Eagle Ottawa Foreign Holdings ApS for 2016 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

In accordance with section 112(1) of the Danish Financial Statements Act, the Company has not prepared consolidated financial statements. The financial statements of Eagle Ottawa Foreign Holdings ApS and subsidiaries are included in the consolidated financial statements of Eagle Ottawa North America, LLC.

Changes to presentation and disclosures only

Effective 1 January 2016, the Company has implemented act no. 738 of 1 June 2015 with amendments to the Danish Financial Statements Act. As the implementation of the amendment act has no impact in terms of value on the income statement or the balance sheet in the financial year, nor on the comparative figures, the financial statements have been prepared based on the same accounting policies as last year.

The amendment act has solely implied new or changed presentation and disclosure requirements, which have been incorporated in the financial statements.

Reporting currency

The financial statements are presented in USD as the Company's most significant transactions are settled in USD.

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the most recent financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Gross margin

With reference to section 32 of the Danish Financial Statements Act, the items 'Revenue', 'Cost of sales', 'Other external expenses' and 'Other operating income' are consolidated into one item designated 'Gross profit/loss'.

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to administration, premises and bad debts.

Income from investments in group entities

The item includes dividend received from subsidiaries in so far as the dividend does not exceed the accumulated earnings in the subsidiary in the period of ownership.



Financial statements for the period 1 January - 31 December

Notes to the financial statements

Financial income and expenses

Financial income is recognised in the income statements at the amounts that concern the financial year. Net financials include interest income as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

Balance sheet

Investments in subsidiaries

Investments in subsidiaries are measured at cost. Dividends received that exceed the accumulated earnings in the subsidiary during the period of ownership are accounted for as a reduction in the cost of acquisition.

Gains or losses on disposal of subsidiaries are made up as the difference between the sales price and the carrying amount of net assets at the date of disposal including non-amortised goodwill and anticipated costs of disposal. Gains or losses are recognised in the income statement as financial income or financial expenses.

Impairment of non-current assets

The carrying amount of investments in subsidiaries is assessed for impairment on an annual basis.

Impairment tests are conducted on assets or groups of assets when there is evidence of impairment. The carrying amount of impaired assets is reduced to the higher of the net selling price and the value in use (recoverable amount).

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the group of assets and the expected net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Previously recognised impairment losses are reversed when the reason for recognition no longer exists. Impairment losses on goodwill are not reversed.

Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.



Financial statements for the period 1 January - 31 December

Notes to the financial statements

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Cash

Cash comprise cash and short term securities which are readily convertible into cash and subject only to minor risks of changes in value.

Equity

Proposed dividends

Dividend proposed for the year is recognised as a liability once adopted at the annual general meeting (declaration date). Dividends expected to be distributed for the financial year are presented as a separate item under "Equity".

Income taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Liabilities

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. On subsequent recognition, financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan. Financial liabilities also include the capitalised residual lease liability in respect of finance leases.

Other liabilities are measured at net realisable value.



Financial statements for the period 1 January - 31 December

Notes to the financial statements

2 Capital resources

The Company expects to receive dividends, which will be used to reduce debt to group entities and pay proposed dividend. Furthermore, it is Lear Corporation's policy to furnish its subsidiaries with adequate capital in order to settle their short-term liabilities when they fall due. Management therefore believes that the remaining loans from group entities will not be called, but will be repaid by future dividends from the Company's subsidiaries. Furthermore, it is expected, that proposed dividend will not be paid until sufficient cash is available through dividends from subsidiaries.

USD'000	2016 12 months	2014/15 13 months
3 Financial income		
Interest receivable, group entities	0	394
Exchange rate adjustments	0	127
	<u>0</u>	<u>521</u>
4 Financial expenses		
Interest expenses, group entities	122	513
Interest surcharges and tax recognised under net financials	0	15
Other financial expenses	3	0
	<u>125</u>	<u>528</u>
5 Tax for the year		
Tax adjustments, prior years	152	0
	<u>152</u>	<u>0</u>



Financial statements for the period 1 January - 31 December

Notes to the financial statements

6 Investments

USD'000	Investments in group enterprises
Cost at 1 January 2016	110,871
Disposals	-5,511
Cost at 31 December 2016	105,360
Value adjustments at 1 January 2016	-42,194
Value adjustments at 31 December 2016	-42,194
Carrying amount at 31 December 2016	63,166

Name	Legal form	Domicile	Interest	Equity USD'000	Profit/loss USD'000
Subsidiaries					
Eagle Ottawa Holdings, Ltd	Ltd.	Cayman Island	100.00 %	1,408	65
Eagle Ottawa Uk Ltd.	Ltd.	UK	100.00 %	28,495	111
Eagle Ottawa Hungary Kft.	Kft.	Hungary	100.00 %	102,887	18,835
Eagle Ottawa (Thailand) Co., Ltd.	Ltd.	Thailand	99.99 %	49,652	9,756

7 Share capital

The Company's share capital has remained USD 4,908 thousand over the past 5 years.

Analysis of changes in the share capital over the past 5 years:

USD'000	2016	2014/15	2014	2013	2012
Opening balance	4,908	4,908	4,908	4,908	4,908
	4,908	4,908	4,908	4,908	4,908

8 Collateral

The Company has not placed any assets or other items as security for loans at 31 December 2016.



Financial statements for the period 1 January - 31 December

Notes to the financial statements

9 Related parties

Eagle Ottawa Foreign Holdings ApS' related parties comprise the following:

Parties exercising control

<u>Related party</u>	<u>Domicile</u>	<u>Basis for control</u>
Lear Mexican Seating Corporation	USA	Shareholders' agreement

Information about consolidated financial statements

<u>Parent</u>	<u>Domicile</u>	<u>Requisitioning of the parent company's consolidated financial statements</u>
Lear Corporation	USA	http://ir.lear.com/financials.cfm