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MENETA DANMARK APS KIRKEGYDEN 52, 5270 ODENSE N ANNUAL REPORT 1. JANUAR - 31. DECEMBER 2016

The Annual Report has been presented and adopted at the Company's Annual General Meeting on 16 May 2017

Johnny Haakonsson



CONTENTS

	Page
Company Details	
Company Details	3
Statement and Report	
Statement by Board of Directors and Board of Executives	4
Independent Auditor's Report	5-6
Management's Review	
Financial Highlights	7
Management's Review	8
Financial Statements 1 January - 31 December	
Income Statement	9
Balance Sheet	10-11
Equity	12
Noter	13-17
Accounting Policies	18-20



COMPANY DETAILS

Meneta Danmark ApS Company

Kirkegyden 52 5270 Odense N

36 05 75 05 CVR no.: Established: 23 July 2014 Registered Office: Odense

Financial Year: 1 January - 31 December

Board of Directors

Johnny Haakonsson, Chairman Ole Thanning Roholdt Christopher Watson

Board of Executives Jens Fredskov

Auditor BDO Statsautoriseret revisionsaktieselskab

> Havneholmen 29 1561 Copenhagen V

Bank Nordea Bank A/S

Vester Stationsvej 7 5000 Odense C



Chairman

STATEMENT BY BOARD OF DIRECTORS AND BOARD OF EXECUTIVES

Today the Board of Directors and Board of Executives have discussed and approved the Annual Report of Meneta Danmark ApS for the year 1 January - 31 December 2016.

The Annual Report is presented in accordance with the Danish Financial Statements Act.

We recommend the Annual Report be approved at the Annual General Meeting.

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

The Management's Review includes in our opinion a fair presentation of the matters dealt with in the review.

Odense, den 27. april 2017

Board of Executives

Jens Fredskov

Board of Directors

Ole Thanning Roholdt

Christopher Watson



INDEPENDENT AUDITOR'S REPORT

To the Shareholder of Meneta Danmark ApS

Opinion

We have audited the Financial Statements of Meneta Danmark ApS for the financial year 1 January - 31 December 2016, which comprise income statement, balance sheet, notes and 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 assets, liabilities and 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 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 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 these Financial Statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment 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 conclusions are 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 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 Management's Review.

Our opinion on the Financial Statements does not cover 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 Management's Review and, in doing so, consider whether 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 Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that Management's Review is in accordance with the Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of Management's Review.

Copenhagen, 27 April 2017

BDO Statsautoriseret revisionsaktieselskab CVR-nr. 20 22 26 70

Ole C. K. Nielsen Søren Søndergaard Jensen State Authorised Public Accountant State Authorised Public Accountant



FINANCIAL HIGHLIGHTS

	2016 DKK '000	2015 DKK '000	2014 DKK '000
Income statement			
Net revenue	143.162	159.151	162.793
Gross profit/loss	59.838	60.006	53.172
Operating profit/loss	17.215	14.516	4.199
Financial income and expenses, net	20	-258	-877
Profit/loss for the year	13.479	11.174	2.545
Balance sheet			
Balance sheet total	111.371	92.520	104.919
Equity	72.173	58.694	47.520
Invested capital	77.942	61.548	75.762
Ratios			
Profit margin	12,0	9,1	2,6
Rate of return	24,7	21,1	5,5
Colores	((2.4	45.3
Solvency ratio	64,8	63,4	45,3
Return on equity	20,6	21,0	5,4
Index for net revenue	88	98	100

The ratios stated in the list of key figures and ratios have been calculated as follows:

Profit margin:

 $\frac{Operating\ profit\ /\ loss\times 100}{Net\ revenue}$

Rate of return:

 $\frac{Profit / loss \ on \ ordinary \ activities \times 100}{Average \ invested \ capital}$

Invested capital:

Intangible fixed assets (ex goodwill) + tan gible assets + inventories + receivables + other working current assets - trade payables - other provisions - other long and short term working liabilities

Solvency ratio:

Equity, at year end ×100

Total equity and liabilities, at year end

Return on equity:

 $\frac{Profit/loss\ after\ tax \times 100}{Average\ equity}$

The ratios follow in all material respects the recommendations of the Danish Finance Society.



MANAGEMENT'S REVIEW

Principal activities

Meneta Danmark ApS manufactures and sells mainly back plates for brake pads for use in the automotive industry.

Primary market is Europe.

Development in activities and financial position

Turnover made up 143.2 mil. DKK being 10 % below turnover for financial year 2015, due to delayed start-up of new business, and decline in demand of part of the existing business. Result of the year shows a profit of 13.5 mil. DKK being 2.3 mil. DKK above the result of the financial year 2015.

Total balance sheet shows 111.3 mil. DKK with an equity share of 64.8 %.

Equity increased by 13.5 mil. DKK for financial year 2016.

Profit/loss for the year compared to future expectations

Result of the year shows a profit of 13.5 mil. DKK being 2.3 mil. DKK above the result of the financial year 2015. The result was realized better than expected.

Significant events after the end of the financial year

No events have occurred after the end of the financial year that may have a significant impact on the financial position of the company.

Special risks

The most important part of the product price relates to raw material. Significant fluctuations of steel prices may have a short-term impact on the company's ability to make a profit. Key competitors are located in Italy and Spain why the company's competitiveness depends much on the steel price development in Northern Europe.

The currency exposure is constantly evaluated and we do not consider currency a problem as all sale and purchase is made in the currencies EUR or DKK.

Environmental situation

The company is aware of the potential environmental impact of the products and of the production process. Efforts are being made on a regular basis to reduce the impact - among other things substitution.

Knowledge resources

The company is capable of attracting qualified knowledge resources.

The Company is ISO/TS 16949 certified. Recertification takes place Mid-2017 according to latest standards.

During the financial year 2017 we shall prepare written instructions to ensure that the company complies with the 10 principles for Human Rights, Labor, Environment, and Anti-Corruption. Already today, the company complies with these rules - instructions need, however, to be described in more details.

Future expectations

We expect a level of activity for 2017 equal to realized for year 2016. We expect a result for 2017 a little lower than realized for 2016.



INCOME STATEMENT 1 JANUARY - 31 DECEMBER

	Note	2016 DKK '000	2015 DKK '000
NET REVENUE		143.162	159.151
Cost of sales Other external expenses		-65.557 -17.767	-79.819 -19.326
GROSS PROFIT		59.838	60.006
Staff costs Depreciation, amortisation and impairment	1	-36.313 -6.310	-38.015 -7.475
OPERATING PROFIT		17.215	14.516
Other financial income Other financial expenses	2 3	418 -398	335 -593
PROFIT BEFORE TAX		17.235	14.258
Tax on profit/loss for the year	4	-3.756	-3.084
PROFIT FOR THE YEAR	5	13.479	11.174



BALANCE SHEET AT 31 DECEMBER

ASSETS	Note	2016 DKK '000	2015 DKK '000
Production plants and machinery Other plants, machinery, tools and equipment Tangible fixed assets in progress and prepayment Tangible fixed assets	6	12.897 657 838 1 4.392	17.581 466 0 18.047
FIXED ASSETS		14.392	18.047
Raw materials and consumables Work in progress Finished goods and goods for resale Inventories.		4.109 2.062 22.339 28.510	4.922 1.214 21.061 27.197
Trade receivables Receivables from group enterprises. Other receivables Receivables corporation tax. Prepayments and accrued income. Receivables	7	37.435 26.518 2.390 2.021 54 68.418	38.770 1.092 3.488 0 24 43.374
Cash and cash equivalents		51	3.902
CURRENT ASSETS		96.979	74.473
ASSETS		111.371	92.520



BALANCE SHEET AT 31 DECEMBER

EQUITY AND LIABILITIES	Note	2016 DKK '000	2015 DKK '000
Share capitalRetained profit	8	50 72.123	50 58.644
EQUITY		72.173	58.694
Provision for deferred tax	9	744	506
PROVISION FOR LIABILITIES.		744	506
Lease liabilities Long-term liabilities	10	815 815	1.063 1.063
Short-term portion of long-term liabilities. Bank debt Trade payables. Payables to group enterprises. Corporation tax. Other liabilities. Current liabilities.	10	248 6.034 19.241 388 0 11.728 37.639	3.159 744 15.620 610 1.285 10.839 32.257
EQUITY AND LIABILITIES.		111.371	92.520
Contingencies etc.	11		
Charges and securities	12		
Related parties	13		



EQUITY

	Share capital	Retained profit	Total
Equity at 1 January 2016		58.644 13.479	58.694 13.479
Equity at 31 December 2016	50	72.123	72.173

The share capital arises as a result of tax-free demerger of 1 January 2014.



	2016 DKK '000	2015 DKK '000	Note
Staff costs Average number of employees 90 (2015: 91)			1
Wages and salaries Pensions Social security costs	32.393 2.766 1.154	34.187 2.721 1.107	
	36.313	38.015	
Der udbetales ikke vederlag til bestyrelsen. Vederlag til direktione kun består af én person.	n oplyses ikl	ke, da denne	
Other financial income Group enterprises	418	335	2
	418	335	
Other financial expenses Group enterprises	0 398	16 577	3
	398	593	
Tax on profit/loss for the year Calculated tax on taxable income of the year Adjustment of deferred tax	3.518 238	3.785 -701	4
	3.756	3.084	
PROPOSED DISTRIBUTION OF PROFIT Accumulated profit	13.479	11.174	5
	13.479	11.174	



				Note
Tangible fixed assets				6
	Production plants and machinery		Tangible fixed assets in progress and prepayment	
Cost at 1 January 2016 Additions Disposals Cost at 31 December 2016	1.273 -2.414	1.088 546 0 1.634	0 838 0 838	
Depreciation and write-down at 1 January 2016.		624		
Reversal of depreciation of assets disposed of Depreciation for the year Depreciation and write-down at 31 December 2016	5.956 18.122	0 353 977		
Carrying amount at 31 December 2016	12.897	657	838	
Finance lease assets	4.778			
		2016 DKK '000	2015 DKK '000	
Prepayments and accrued income Costs		54	24	7
		54	24	
Share capital				8
Specification of the share capital: Share, 1 in the denomination of 50.000 DKK		50	50	
		50	50	



					Note
Provision for deferred tax					9
Provision for deferred tax compris	ses deferred tax	c on assets and l	iabilities.		
			2016 DKK '000	2015 DKK '000	
The amount breaks down as follow Production plant and machinery Inventory		•••••	763 215 0 -234 744	1.291 152 -8 -929 506	
Balance at 1 January 2016 Adjustment for the year Provision for deferred tax 31 De			506 238 744	1.208 -702 506	
Long-term liabilities	1/1 2016 total liabilities	31/12 2016 total liabilities	Repayment next year	Debt outstanding after 5 years	10
Lease liabilities	4.222	1.063	248	0	
	4.222	1.063	248	0	



Note

11

Contingencies etc.

The company has for the benefit of group enterprises issued guarantees of maximum DKK ('000) 65,945, secured on a business charge of DKK(000) 3,425, corresponding to the companies' credit facilities, plus bank overdraft facilities, if any.

Lease agreement

The company has an annual lease agreement with Meneta Holding A/S. The annual lease is DKK ('000) 1,800 for 2017.

Operating leases

The company has in addition to finance lease contracts entered into operating rent and lease agreements with an average annual lease payment of DKK ('000) 167.

The lease contracts have a residual term of 15 months, on average, and a total residual lease payment of DKK ('000) 230.

Joint liabilities

The company is jointly and severally liable together with the parent company and the other group companies in the joint taxable group for tax on the group's joint taxable income and for certain possible withholding taxes such as dividend tax and royalty tax, and for the joint registration of VAT.

Tax payable of the group's joint taxable income is stated in the annual report of Meneta Holding A/S, which serves as management company for the joint taxation.

Charges and securities

Production plant and machinery, of a carrying amount of DKK ('000) 1,046 at 31 December 2016, is financed by a finance lease. The lease liabilities are stated at DKK ('000) 1,063 at 31 December 2016.

As security for bank debt of DKK ('000) 6,034, the company has issued a business charge of a nominal amount of DKK ('000) 25,000 on inventory and trade receivables of a total carrying amount of DKK ('000) 65,945 at 31 December 2016.

12



Note

Related parties

13 Meneta Danmark ApS´related parties include:

Meneta Holding A/S Meneta Advanced Shims Technology A/S Meneta Automotive Component Pvt. Ltd. Meneta (Shanghai) Co. Ltd.

The Controlling interest

Meneta Dalian Co.Ltd.

Meneta Holding A/S.

Other related parties having performed transactions with the company

The company's related parties having a significant influence comprise subsidiaries and associates as well as the companies' Board of Directors, Board of Executives and executive officers and their relatives. Related parties include also companies in which the above mentioned group of persons has material interests.

Transactions with related parties

The company did not carry out any substantial transactions that were not concluded on market conditions.



ACCOUNTING POLICIES

The annual report of Meneta Danmark ApS for 2016 has been presented in accordance with the provisions of the Danish Financial Statements Act for enterprises in reporting class C, medium enterprise.

The Annual Report is prepared consistently with the accounting principles used last year.

Consolidated financial statements

Consolidated financial statements have not been prepared because the group fulfils the exemption provisions of section 112 of the Danish Financial Statements Act on sub-groups. The company is included in the consolidated financial statements of Meneta Holding A/S, Kirkegyden 52, CVR number 25673948.

INCOME STATEMENT

Net revenue

Net revenue from sale of merchandise and finished goods is recognised in the Income Statement if supply and risk transfer to purchaser has taken place before the end of the year and if the income can be measured reliably and is expected to be received. Net revenue is recognised exclusive of VAT, duties and less discounts related to the sale.

Cost of sales

Cost of sales comprise costs incurred to achieve the net revenue for the year, including direct and indirect costs of raw materials and consumables.

Other external expenses

Other external expenses include cost of sales, advertising, administration, buildings, bad debts, operational lease expenses, etc.

Payments related to operating lease expenses and other lease agreements are recognised in the Income Statement during the continuance of the contract. The Company's total liability concerning operating and other lease agreements are stated under contingencies, etc.

Staff costs

Staff costs comprise wages and salaries, including holiday pay and pensions and other costs for social security etc. for the company's employees. Repayments from public authorities are deducted from staff costs.

Financial income and expenses in general

Financial income and expenses include interest income and expenses, financial expenses of finance leases, realised and unrealised gains and losses arising from investments in financial assets, debt and transactions in foreign currencies, amortisation of financial assets and liabilities as well as charges and allowances under the tax-on-account scheme etc. Financial income and expenses are recognised in the income statement by the amounts that relate to the financial year.

Tax on profit for the year

The tax for the year, which consists of the current tax for the year and changes in deferred tax, is recognised in the income statement by the portion that may be attributed to the profit for the year, and is recognised directly in the equity by the portion that may be attributed to entries directly to the equity.

BALANCE SHEET

Tangible fixed assets

Production plant and machinery, other plants, fixtures and equipment are measured at cost less accumulated depreciation and write-down.

The depreciation base is cost less estimated residual value after end of useful life.

Useful life Residual value



ACCOUNTING POLICIES

The cost includes the acquisition price and costs incurred directly in connection with the acquisition until the time when the asset is ready to be used. As regards self-manufactured assets, the cost price includes cost of materials, components, subcontractors, direct payroll and indirect production costs.

Straight-line depreciation is provided on the basis of an assessment of the expected useful lives of the assets and their residual value:

Production plant and machinery	5-10 years	0 %
Other plants, fixtures and equipment	3-8 years	0-30 %

Profit or loss on disposal of tangible fixed assets is stated as the difference between the sales price less selling costs and the carrying amount at the time of sale. Profit or loss is recognised in the income statement as other operating income or other operating expenses.

Lease contracts

Lease contracts relating to tangible fixed assets where the company bears all material risks and benefits attached to the ownership (finance lease) are recognised as assets in the balance sheet. The assets are at the initial recognition measured at calculated cost equal to the lower of fair value and present value of the future lease payments. The internal interest rate of the lease contract is used as discounting factor or an approximate value when calculating the present value. Finance lease assets are depreciated similarly to the company's other tangible fixed assets.

The capitalised residual lease liability is recognised in the balance sheet as a liability and the interest portion of the lease payment is recognised in the income statement over the term of the contract.

Impairment of fixed assets

The carrying amount of intangible and tangible fixed assets together with investments, which are not measured at fair value, are valued on an annual basis for indications of impairment other than that reflected by amortisation and depreciation.

In the event of impairment indications, an impairment test is made for each asset or group of assets, respectively. If the net realisable value is lower than the carrying amount, this is written down to the lower value.

The recoverable amount is calculated at the higher of net selling price and capital value. The capital value is determined as the fair value of the expected net cash flows from the use of the asset or group of assets and the expected net cash flows from sale of the asset or group of assets after the end of its useful life.

Inventories

Inventories are measured at cost based on weighted average prices. If the net realisable value is lower than cost, write-down is provided to the lower value.

The cost of merchandise as well as raw materials and consumables is calculated at acquisition price with addition of transportation and similar costs.

The cost of finished goods and work in progress includes cost of raw materials, consumables, direct payroll cost and indirect production cost. Indirect production costs include indirect materials and payroll and maintenance and depreciation of the machines, factory buildings and equipment used in the production process, cost of factory administration and management.

The net realisable value of inventories is stated at sales price less completion costs and costs incurred to execute the sale and is determined with due regard to marketability, obsolescence and development in expected sales price.



ACCOUNTING POLICIES

Receivables

Receivables are measured at amortised cost which usually corresponds to nominal value. The value is reduced by impairment losses to meet expected losses.

Accruals, assets

Accruals recognised as assets include costs incurred relating to the subsequent financial year.

Tax payable and deferred tax

Current tax liabilities and receivable current tax are recognised in the balance sheet as the calculated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and taxes paid on account.

The Company is subject to joint taxation with Danish group companies. The current corporation tax is distributed among the joint taxable companies in proportion to their taxable income and with full allocation and refund related to tax losses. The joint taxable companies are included in the on account tax scheme. Joint taxation contributions receivable and payable are recognised in the Balance Sheet under current assets and liabilities, respectively.

Deferred tax is measured on the temporary differences between the carrying amount and the tax value of assets and liabilities.

Deferred tax assets, including the tax value of tax loss carry-forwards, are measured at the expected realisable value of the asset, either by set-off against tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that under the legislation in force on the balance sheet date will be applicable when the deferred tax is expected to crystallise as current tax. Any changes in the deferred tax resulting from changes in tax rates, are recognised in the income statement, except from items recognised directly in equity.

Liabilities

Other liabilities are measured at amortised cost equal to nominal value.

Foreign currency translation

Transactions in foreign currencies are translated at the rate of exchange on the transaction date. Exchange differences arising between the rate on the transaction date and the rate on the payment date are recognised in the income statement as a financial income or expense.

If the foreign exchange position is considered to hedge future cash flows, the unrealised exchange adjustments are recognised directly in the equity.

Receivables, payables and other monetary items in foreign currencies that are not settled on the balance sheet date are translated at the exchange rate on the balance sheet date. The difference between the exchange rate on the balance sheet date and the exchange rate at the time of occurrence of the receivables or payables is recognised in the income statement as financial income or expenses.

Fixed assets acquired in foreign currencies are translated at the rate of exchange on the transaction date.

CASH FLOW STATEMENT

In accordance with section 86(4) of the Danish Financial Statements Act, the company has omitted to prepare a cash flow statement because these cash flows are included in the cash flow statement of the group, see the consolidated financial statements of Meneta Holding A/S.