ELECTRONIC TRANSMISSION DISCLAIMER

IMPORTANT NOTICE: You must read the following disclaimer before continuing. This electronic transmission applies to the attached prospectus, (the "**Prospectus**") which has been prepared solely in connection with the application to the Financial Conduct Authority (the "**FCA**") for all of the ordinary shares (the "**Ordinary Shares**") of TI Fluid Systems plc (the "**Company**") to be admitted to the premium listing segment of the Official List of the FCA and to trading on the London Stock Exchange's main market for listed securities ("**Admission**") and the proposed offer of Ordinary Shares to certain institutional and professional investors (the "**Global Offer**") and you are therefore advised to read this disclaimer carefully before reading, accessing or making any other use of the attached Prospectus. In accessing the attached Prospectus, you agree to be bound by the following terms and conditions (including any modifications made to them from time to time) each time you receive any information as a result of such access.

THIS ELECTRONIC TRANSMISSION AND THE ATTACHED PROSPECTUS MAY ONLY BE DISTRIBUTED IN CONNECTION WITH THE GLOBAL OFFER AND SALE OF ORDINARY SHARES (1) OUTSIDE THE UNITED STATES IN COMPLIANCE WITH REGULATION S ("**REGULATION S**") UNDER THE US SECURITIES ACT OF 1933, AS AMENDED (THE "**US SECURITIES ACT**"), AND IN COMPLIANCE WITH APPLICABLE SECURITIES LAWS IN EACH JURISDICTION WHERE THE ORDINARY SHARES ARE OFFERED OR (2) WITHIN THE UNITED STATES TO QUALIFIED INSTITUTIONAL BUYERS ("**QIBs**") AS DEFINED IN, AND IN RELIANCE ON, RULE 144A UNDER THE US SECURITIES ACT OR PURSUANT TO ANOTHER EXEMPTION FROM, OR A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE US SECURITIES ACT. IN THE UNITED STATES, THE ORDINARY SHARES ARE NOT TRANSFERABLE EXCEPT IN COMPLIANCE WITH THE RESTRICTIONS DESCRIBED IN THE ATTACHED PROSPECTUS.

NOTHING IN THIS ELECTRONIC TRANSMISSION AND THE ATTACHED PROSPECTUS CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES REFERRED TO HEREIN HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE US SECURITIES ACT OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OF THE UNITED STATES OR UNDER THE APPLICABLE SECURITIES LAWS OF AUSTRALIA, CANADA, DUBAI, HONG KONG, JAPAN, SINGAPORE, SOUTH AFRICA OR SWITZERLAND. THE ORDINARY SHARES MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES, AUSTRALIA, CANADA, DUBAI, HONG KONG, JAPAN, SINGAPORE, SOUTH AFRICA OR SWITZERLAND EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE APPLICABLE SECURITIES LAWS OF SUCH JURISDICTIONS. FAILURE TO COMPLY WITH THIS NOTICE MAY RESULT IN A VIOLATION OF THE US SECURITIES ACT AND/OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

IN CANADA, THE OFFERING OF THE SECURITIES DESCRIBED HEREIN IS BEING MADE ON A PRIVATE PLACEMENT BASIS IN THE CANADIAN PROVINCES OF ALBERTA, BRITISH COLUMBIA, ONTARIO AND QUÉBEC ONLY TO INVESTORS WHICH ARE PERMITTED TO PURCHASE THE SECURITIES DESCRIBED HEREIN UNDER APPLICABLE CANADIAN SECURITIES LAWS. THIS ELECTRONIC TRANSMISSION AND THE PROSPECTUS ATTACHED HERETO IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, A PROSPECTUS WITHIN THE MEANING OF CANADIAN SECURITIES LAWS, AN ADVERTISEMENT OR A PUBLIC OFFERING OF THE SECURITIES DESCRIBED HEREIN IN CANADA. NO PROSPECTUS HAS BEEN FILED WITH ANY SECURITIES COMMISSION OR SIMILAR AUTHORITY IN CANADA IN CONNECTION WITH THE OFFERING OF THE SECURITIES DESCRIBED HEREIN. IN ADDITION, NO SECURITIES COMMISSION OR SIMILAR AUTHORITY IN CANADA HAS REVIEWED OR IN ANY WAY PASSED UPON THE PROSPECTUS ATTACHED HERETO OR THE MERITS OF THE SECURITIES DESCRIBED HEREIN AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE.

THIS ELECTRONIC TRANSMISSION AND THE ATTACHED PROSPECTUS ARE ONLY BEING MADE AVAILABLE TO INVESTORS WHO ARE (1) QIBs, (2) LOCATED IN THE EUROPEAN ECONOMIC AREA (THE "**EEA**") AND ARE (A) "**QUALIFIED INVESTORS**" (AS DEFINED IN THE EU PROSPECTUS DIRECTIVE 2003/71/EC AS AMENDED, INCLUDING BY EU DIRECTIVE 2010/73/EU TO THE EXTENT IMPLEMENTED IN THE RELEVANT MEMBER STATE) OR (B) IF IN THE UNITED KINGDOM, QUALIFIED INVESTORS WHO ARE (I) PERSONS WHO HAVE PROFESSIONAL EXPERIENCE IN MATTERS RELATING TO INVESTMENTS FALLING WITHIN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005 (AS AMENDED) (THE "**ORDER**"), (II) HIGH NET WORTH ENTITIES FALLING WITHIN ARTICLE 49 OF THE ORDER OR (III) OTHER PERSONS TO WHOM IT CAN OTHERWISE LAWFULLY BE DISTRIBUTED (TOGETHER, "**RELEVANT PERSONS**"), OR (3) LOCATED OUTSIDE THE EEA

PROVIDED THE AVAILABILITY OF THE ATTACHED PROSPECTUS IS PERMITTED UNDER APPLICABLE SECURITIES LAWS. THIS ELECTRONIC TRANSMISSION AND THE ATTACHED PROSPECTUS MUST NOT BE ACTED ON OR RELIED ON (I) IN ANY MEMBER STATE, OTHER THAN THE UNITED KINGDOM, BY PERSONS WHO ARE NOT QUALIFIED INVESTORS OR (II) IN THE UNITED KINGDOM, BY PERSONS WHO ARE NOT RELEVANT PERSONS. ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS ELECTRONIC TRANSMISSION AND THE ATTACHED PROSPECTUS RELATES IS AVAILABLE ONLY TO QUALIFIED INVESTORS IN ANY MEMBER STATE, OTHER THAN THE UNITED KINGDOM, AND RELEVANT PERSONS IN THE UNITED KINGDOM AND WILL BE ENGAGED IN ONLY WITH SUCH PERSONS. IF YOU ARE IN A MEMBER STATE AND HAVE RECEIVED THIS ELECTRONIC TRANSMISSION AND THE ATTACHED PROSPECTUS AND YOU ARE NOT A QUALIFIED INVESTOR OR (IF YOU ARE IN THE UNITED KINGDOM) A RELEVANT PERSON, YOU MUST RETURN THEM IMMEDIATELY TO THE COMPANY AND TAKE NO OTHER ACTION.

Confirmation of your representation: You have been sent this electronic transmission and the attached Prospectus on the basis that you are deemed to have represented to the Company and Deutsche Bank AG, London Branch, Goldman Sachs International, J.P. Morgan Securities plc (which conducts its UK investment banking activities as J.P. Morgan Cazenove), Citigroup Global Markets Limited, HSBC Bank plc and Lazard & Co., Ltd (together, the "**Banks**") that you are a person into whose possession the attached Prospectus may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and that:

(a) you are a person located:

   (i) in a member state of the EEA (other than the United Kingdom) who is a Qualified Investor and/or a Qualified Investor acting on behalf of Qualified Investors or Relevant Persons, to the extent you are acting on behalf of persons or entities in the EEA or the United Kingdom;

   (ii) in the United Kingdom who is a Relevant Person and/or a Relevant Person who is acting on behalf of Relevant Persons in the UK and/or Qualified Investors to the extent you are acting on behalf of persons or entities in the United Kingdom or the EEA; or

   (iii) outside the EEA and the United States into whose possession this transmission and the attached Prospectus may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located; or

(b) you are a QIB seeking to acquire Ordinary Shares for your own account or for the account of another QIB.

You acknowledge that this electronic transmission and the delivery of the attached Prospectus and its contents are confidential and intended for you only and you agree that you may not, nor are you authorised to, copy or reproduce the attached Prospectus in whole or in part in any manner whatsoever or deliver, distribute or forward this transmission or the attached Prospectus or publish or otherwise disclose any of its contents to any other person (either electronically or otherwise).

If you are not the intended recipient of this transmission, you are hereby notified that any dissemination, distribution or copying of the attached Prospectus is strictly prohibited. If you have gained access to this transmission contrary to the foregoing restrictions, you will be unable to purchase any of the securities described in the attached Prospectus.

The attached Prospectus has been made available to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission. None of the Company, the Selling Shareholder (as defined in the attached Prospectus), the Institutional Shareholders (as defined in the attached Prospectus), or the Banks nor any person who controls any of them nor any of their respective affiliates, directors, officers, employees or agents accepts any liability or responsibility whatsoever in respect of any difference between the attached Prospectus distributed to you in electronic format and the hard copy version. Each of the Banks and each of their respective affiliates accordingly disclaims all and any liability whether arising in tort, contract or otherwise which they might otherwise have in respect of such Prospectus or any such statement. No representation or warranty, express or implied, is made by any of the Banks or any of their respective affiliates as to the accuracy, completeness, verification or sufficiency of the information set out in the attached Prospectus. By accessing the attached Prospectus, you consent to receiving it in electronic form. A hard copy of the attached Prospectus will be made available to you only upon request to the Company or the Banks.

The Banks are acting solely for the Company and no one else in connection with the Global Offer (whether or not a recipient of the attached Prospectus) as their client in relation to the Global Offer and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients

nor for giving advice in relation to the Global Offer or any transaction or arrangement referred to in the attached Prospectus.

You are responsible for protecting against viruses and other destructive items. Your receipt of the attached Prospectus via electronic transmission is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

Prospectus October 2017

This document comprises a prospectus (the "**Prospectus**") relating to TI Fluid Systems plc (the "**Company**") and has been prepared in accordance with the prospectus rules (the "**Prospectus Rules**") of the Financial Conduct Authority (the "**FCA**") made under section 73A of the Financial Services and Markets Act 2000 (as amended) ("**FSMA**"). This Prospectus has been approved by the FCA in accordance with section 87A of FSMA and has been made available to the public as required by Prospectus Rule 3.2.1.

The Company and its directors (whose names appear on page 73 of this Prospectus) (the "**Directors**") accept responsibility for the information contained in this Prospectus. To the best of the knowledge and belief of the Company and the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Prospectus is in accordance with the facts and contains no omission likely to affect the import of such information.

Application has been made to the FCA for all of the issued and to be issued ordinary shares of the Company (the "**Ordinary Shares**") to be admitted to the premium listing segment of the Official List of the FCA (the "**Official List**") and to the London Stock Exchange plc (the "**LSE**") for such Ordinary Shares to be admitted to trading on the LSE's main market for listed securities (together "**Admission**"). Admission to trading on the LSE's main market for listed securities constitutes admission to trading on a regulated market. In the global offer (the "**Global Offer**"), 148,333,333 new Ordinary Shares are being offered by the Company (the "**New Ordinary Shares**") and 11,148,243 existing Ordinary Shares (the "**Sale Shares**" and, together with the New Ordinary Shares, the "**Offer Shares**") are being offered by Equiniti Financial Services Limited (as nominee for William L. Kozyra (President and Chief Executive Officer), Timothy Knutson (Chief Financial Officer) and certain other members of management of the Company who have elected to sell Sale Shares in the Global Offer) (the "**Selling Shareholder**"). Conditional dealings in the Ordinary Shares are expected to commence on the LSE at 8.00 a.m. (London time) on 25 October 2017. It is expected that Admission will become effective, and that unconditional dealings in the Ordinary Shares on the LSE will commence, at 8.00 a.m. (London time) on 30 October 2017. **All dealings in the Ordinary Shares prior to the commencement of unconditional dealings will be on a "when issued basis" and of no effect if Admission does not take place and such dealings will be at the sole risk of the parties concerned. The New Ordinary Shares will rank in full for all dividends hereafter declared, made or paid and otherwise *pari passu* in all respects with the Existing Ordinary Shares (as defined herein). No application has been made or is currently intended to be made for the Offer Shares to be admitted to listing or dealt with on any other exchange**.

Prospective investors should read this entire Prospectus and, in particular, the discussion of the risks and other factors that should be considered in connection with an investment in the Ordinary Shares discussed in the Section entitled "*Risk Factors*". Prior to making any decision as to whether to subscribe for or purchase Offer Shares, prospective investors should read this Prospectus in its entirety.

TI FLUID SYSTEMS PLC

(incorporated and registered in England with registered number 09402231)

Global Offer of 159,481,576 Ordinary Shares at an Offer Price of 255 pence per Ordinary Share and admission to the premium listing segment of the Official List and to trading on the main market for listed securities of the London Stock Exchange

Joint Sponsors

Goldman Sachs International **J.P. Morgan Cazenove**

Joint Global Co-ordinators and Joint Bookrunners

Deutsche Bank **Goldman Sachs International** **J.P. Morgan Cazenove**

Joint Bookrunner

Citigroup

Lead Manager

HSBC

Financial Advisor

Lazard

Ordinary share capital immediately following Admission

Number	Issued and fully paid	Nominal value
519,412,226	Ordinary Shares of £0.01 each	£5,194,122.26

The contents of this Prospectus are not to be construed as legal, business or tax advice. Each prospective investor should consult his or her own lawyer, independent financial adviser or tax adviser for legal, financial or tax advice in relation to any subscription, purchase or proposed subscription or purchase of Ordinary Shares. Prospective investors should be aware that an investment in the Company involves a degree of risk and that, if certain of the risks described in the Prospectus occur, investors may find their investment materially adversely affected. Accordingly, an investment in the Ordinary Shares is only suitable for investors who are particularly knowledgeable in investment matters and who are able to bear the loss of the whole or part of their investment.

Goldman Sachs International ("**Goldman Sachs**") and J.P. Morgan Securities plc (which conducts its UK investment banking activities as J.P. Morgan Cazenove) ("**J.P. Morgan Cazenove**") have been appointed as joint sponsors (the "**Joint Sponsors**"), Deutsche Bank AG, London Branch ("**Deutsche Bank**"), Goldman Sachs and J.P. Morgan Cazenove have been appointed as joint global co-ordinators and joint bookrunners (together, the "**Joint Global Co-ordinators**"), Citigroup Global Markets Limited ("**Citigroup**") has been appointed as joint bookrunner (together with the Joint Global Co-ordinators, the "**Joint Bookrunners**"), HSBC Bank plc ("**HSBC**") has been appointed as lead manager (the "**Lead Manager**") and Lazard & Co., Ltd has been appointed as financial adviser ("**Lazard**" or the "**Financial Adviser**") (the Joint Bookrunners and the Lead Manager together, the "**Underwriters**" and the Joint Bookrunners, the Lead Manager and the Financial Adviser together, the "**Banks**"). Deutsche Bank is authorised under German Banking Law (competent authority: European Central Bank) and, in the United Kingdom, by the Prudential Regulation Authority (the "**PRA**"). It is subject to supervision by the European Central Bank and by BaFin, Germany's Federal Financial Supervisory Authority, and is subject to limited regulation in the United Kingdom by the PRA and the FCA. Deutsche Bank is a corporation domiciled in Frankfurt am Main, Germany, operating in the United Kingdom under branch registration number BR000005, acting through its London branch. Each of Goldman Sachs, J.P. Morgan Cazenove, Citigroup and HSBC is authorised by the PRA and regulated by the FCA and the PRA. Lazard is authorised and regulated by the FCA. The Banks are acting exclusively for the Company and no one else in connection with the Global Offer, will not regard any other person (whether or not a recipient of this Prospectus) as a client in relation to the Global Offer and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients nor for giving advice in relation to the Global Offer, Admission or any transaction or arrangement referred to in this Prospectus.

The Banks and any of their respective affiliates may have engaged in transactions with, and provided various investment banking, financial advisory and other services for, the Company, the Selling Shareholder and the lnstitutional Shareholders (as defined below) for which they would have received customary fees. The Banks and any of their respective affiliates may provide such services to the Company, the Selling Shareholder and the lnstitutional Shareholders (as defined below) and any of their respective affiliates in the future. In particular, certain of the Banks and/or their respective affiliates are lenders under the Group's financing arrangements. Apart from the responsibilities and liabilities, if any, which may be imposed on the Banks by FSMA or the regulatory regime established thereunder or any other applicable regulatory regime, the Banks accept no responsibility whatsoever for the contents of this Prospectus or for any other statement made or purported to be made in it by them, or on their behalf, in connection with the Company, the Ordinary Shares or the Global Offer. The Banks and their respective affiliates accordingly disclaim all and any liability whether arising in tort, contract or otherwise (save as referred to above) which they might otherwise have in respect of the Prospectus or any such statement.

In connection with the Global Offer, the Banks or any of their respective affiliates or agents, may subscribe for and/or purchase Offer Shares and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such Offer Shares and other securities of the Company or related investments in connection with the Global Offer or otherwise. Accordingly, references in this Prospectus to the Offer Shares being issued, offered, subscribed for, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, the Banks and any of their affiliates acting as an investor for its or their own accounts. In addition, certain of the Banks or their affiliates may enter into financing arrangements (including swaps) with investors in connection with which such Banks (or their affiliates) may from time to time acquire, hold or dispose of Ordinary Shares. The Banks do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so. In particular, certain of the Banks and/or their respective affiliates hold for their own account certain of the Group's Notes, and the Group intends to use a portion of the net proceeds it will receive from the Global Offer to redeem 51% (through a tender offer) of the Notes. In addition to J.P. Morgan Cazenove and Goldman Sachs acting as Joint Sponsors, Joint Global Co-ordinators and Joint Bookrunners in connection with the Global Offer, J.P. Morgan Securities LLC (an affiliate of J.P. Morgan Cazenove) and Goldman Sachs & Co. LLC (an affiliate of Goldman Sachs) are also acting as dealer managers and solicitation

agents under the dealer management agreement in connection with the Group's tender offer to holders of the Notes.

In addition, the Bain Funds (as defined below) have retained the right to enter into margin loan facilities following Admission. Any such margin loan facility shall be made available to BC Omega Holdco, Ltd (a company wholly owned and controlled by the Bain Funds (as defined below) (the "**BCOH Shareholder**" and, together with the Bain Funds (as defined below), the "**Institutional Shareholders**"), which would grant security over the Ordinary Shares that it then holds in the Company in connection with any such margin loan facility. Should the Bain Funds and BCOH Shareholder enter into a margin loan facility as described above, the security granted by the BCOH Shareholder in favour of the relevant margin loan lender (which may be one or more of the Banks and/or their respective affiliates) could represent all, or substantially all, of the Ordinary Shares that the BCOH Shareholder will hold in the Company following Admission.

Investors should rely only on the information contained in this Prospectus. No representation or warranty, express or implied, is made by any Bank or selling agent or any of its or their affiliates as to the accuracy or completeness of such information, and nothing contained in this Prospectus is, or shall be relied upon as, a promise or representation by any Bank or selling agent or any of its or their affiliates as to the past, present or future. None of the Company, the Directors or the Banks or any of its or their respective affiliates are making any representation to any subscriber for or purchaser of the Ordinary Shares regarding the legality of an investment by such subscriber or purchaser. This Prospectus is not intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by the Company, the Directors, the Selling Shareholder, the Institutional Shareholders or any of the Banks or any of their representatives or affiliates that any recipient of this Prospectus should subscribe for or purchase Offer Shares.

Investors who subscribe for or purchase Offer Shares in the Global Offer will be deemed to have acknowledged that: (a) they have not relied on any of the Banks or any person affiliated with any of them in connection with any investigation of the accuracy of any information contained in this Prospectus or their investment decision; (b) they have relied solely on the information contained in this Prospectus; and (c) no person has been authorised to give any information or to make any representation concerning the Group or the Ordinary Shares (other than as contained in this Prospectus) and, if given or made, any such other information or representation should not be relied upon as having been authorised by the Company, the Directors, the Selling Shareholder, the Institutional Shareholders or any of the Banks.

Over-allotment and stabilisation

In connection with the Global Offer, Goldman Sachs, as stabilising manager (the "**Stabilising Manager**"), or any of its agents, may (but will be under no obligation to), to the extent permitted by applicable law, over-allot Ordinary Shares or effect other stabilisation transactions with a view to supporting the market price of the Ordinary Shares at a level higher than that which might otherwise prevail in the open market. The Stabilising Manager is not required to enter into such transactions and such transactions may be effected on any securities market, over-the-counter market, stock exchange or otherwise and may be undertaken at any time during the period commencing on the date of the commencement of conditional dealings in the Ordinary Shares on the LSE and ending no later than 30 calendar days thereafter. There will be no obligation on the Stabilising Manager or any of its agents to effect stabilising transactions and there is no assurance that stabilising transactions will be undertaken. Such stabilisation, if commenced, may be discontinued at any time without prior notice. In no event will measures be taken to stabilise the market price of the Ordinary Shares above 255 pence per Offer Share (the "**Offer Price**"). Except as required by law or regulation, neither the Stabilising Manager nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilisation transactions conducted in relation to the Global Offer.

In connection with the Global Offer, the Stabilising Manager may, for stabilisation purposes, over-allot Ordinary Shares up to a maximum of 15% of the total number of Ordinary Shares comprised in the Global Offer. For the purposes of allowing the Stabilising Manager to cover short positions resulting from any such over-allotments and/or from sales of Ordinary Shares effected by it during the stabilising period, Bain Capital Fund XI, L.P., BCIP Associates IV. L.P., BCIP Trust Associates IV-B, L.P., BCIP Trust Associates IV, L.P., BCIP Trust Associates IV-B, L.P. and RGIP, LP (together, the "**Bain Funds**" and the "**Over-allotment Shareholders**") have granted the over-allotment option to the Stabilising Manager (the "**Over-allotment Option**") under the underwriting and sponsors' agreement dated 25 October 2017 between, amongst others, the Company, the Bain Funds, the BCOH Shareholder and the Underwriters described in Section 8 (*Underwriting Agreement*) of Part IX: "*Details of the Global Offer*" of this Prospectus (the "**Underwriting Agreement**"), pursuant to which the Stabilising Manager may require the Over-allotment Shareholders to sell in aggregate up to 23,922,236 additional Ordinary Shares (the "**Over-allotment Shares**") at the Offer Price. The

Over-allotment Option is exercisable in whole or in part, upon notice by the Stabilising Manager, at any time on or before the 30th calendar day after the commencement of conditional dealings in the Ordinary Shares on the LSE. Any Over-allotment Shares made available pursuant to the Over-allotment Option will rank *pari passu* in all respects with all other Ordinary Shares, including for all dividends and other distributions declared, made or paid on the Ordinary Shares, will be purchased on the same terms and conditions as the Ordinary Shares being issued or sold in the Global Offer and will form a single class for all purposes with the other Ordinary Shares.

Notice to certain investors

This Prospectus does not constitute or form part of any offer or invitation to sell, or any solicitation of any offer to purchase or subscribe for, the Offer Shares to any person in any jurisdiction to whom or in any jurisdiction in which such offer or solicitation is unlawful or would result in the Company becoming subject to public company reporting obligations outside the United Kingdom.

The distribution of this Prospectus and the offer, sale, acceptance, deliver, transfer, exercise, purchase of, subscription for, or trade in the Offer Shares in certain jurisdictions, including, but not limited to, the United States, Australia, Canada, Dubai, Hong Kong, Japan, Singapore, South Africa and Switzerland, may be restricted by law. No action has been or will be taken by the Company, the Selling Shareholder, the Institutional Shareholders or the Banks to permit a public offering of the Offer Shares under the applicable laws of any jurisdiction or to permit the possession or distribution of this Prospectus (or any other offering or publicity materials relating to the Offer Shares) in any jurisdiction where action for that purpose may be required or doing so may be restricted by law or would give rise to an obligation to obtain any consent, approval or permission or to make any application, filing or registration. Accordingly, neither this Prospectus not any advertisement, nor any other offering material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Prospectus comes are required to inform themselves about and observe any such restrictions, including those in the preceding paragraphs. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction. In particular, no actions have been or will be taken to permit a public offering of the Offer Shares under the applicable securities laws of any jurisdiction, including the United States, Australia, Canada, Dubai, Hong Kong, Japan, Singapore, South Africa and Switzerland. Accordingly, subject to certain exceptions, the Offer Shares may not be offered, sold or delivered within the United States, Australia, Canada, Dubai, Hong Kong, Japan, Singapore, South Africa and Switzerland.

For a description of these and certain further restrictions on the offer, subscription, sale and transfer of the Offer Shares and distribution of this Prospectus, please see Section 12 (*Selling restrictions*) of Part IX: "*Details of the Global Offer*" of this Prospectus. Please note that by receiving this Prospectus, subscribers and purchasers shall be deemed to have made certain representations, acknowledgements and agreements set out herein including, without limitation, those set out in Part IX: "*Details of the Global Offer*" of this Prospectus.

Notice to US investors

The Offer Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (the "**US Securities Act**"), or with any securities regulatory authority of any state of the United States and may not be offered or sold in the United States, except to "qualified institutional buyers" ("**QIBs**") as defined in, and in reliance on, Rule 144A under the US Securities Act ("**Rule 144A**") or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. All offers and sales of the Offer Shares outside the United States will be made in offshore transactions in compliance with Regulation S under the US Securities Act ("**Regulation S**") and in accordance with applicable law. There will be no public offering of Offer Shares in the United States. Prospective investors in the United States are hereby notified that the sellers of the Offer Shares may be relying on the exemption from the registration requirements under the US Securities Act provided by Rule 144A. The Offer Shares have not been recommended by any US federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Prospectus. Any representation to the contrary is a criminal offence in the United States.

In the United States, this Prospectus is being furnished on a confidential basis solely for the purpose of enabling a prospective investor to consider purchasing the particular securities described herein. The information contained in this Prospectus has been provided by the Company and other sources identified herein. Distribution of this Prospectus to any person other than the offeree specified by the Banks or their representatives, and those persons, if any, retained to advise such offeree with respect thereto, is unauthorised, and any disclosure of its contents, without the Company's prior written consent, is prohibited. Any reproduction

of distribution of this Prospectus in the United States, in whole or in part, and any disclosure of its contents to any other person is prohibited.

Notice for Canadian investors

This Prospectus is not, and under no circumstances is to be construed as, a prospectus within the meaning of Canadian securities laws, an advertisement or a public offering of the securities described herein in Canada. No prospectus has been filed with any securities commission or similar authority in Canada in connection with the offering of the Offer Shares. In addition, no securities commission or similar authority in Canada has reviewed or in any way passed upon this Prospectus or the merits of the Offer Shares and any representation to the contrary is an offence.

In Canada, the offering of the Offer Shares is being made on a private placement basis to "accredited investors" that are also "permitted clients" (as such terms are defined under applicable Canadian securities laws) in the Canadian provinces of Alberta, British Columbia, Ontario and Québec (the "**Canadian Jurisdictions**") only and not in, or to the residents of, any other province or territory of Canada. Each Canadian investor that purchases the Offer Shares will be deemed to have made certain representations, warranties, acknowledgements and agreements.

This Prospectus is for the use of only those persons to whom it is delivered by the applicable Underwriters in connection with the offering of the Offer Shares in the Canadian Jurisdictions.

Available information

For so long as any of the Offer Shares are in issue and are "restricted securities" within the meaning of Rule 144(a)(3) under the US Securities Act, the Company will, during any period in which it is neither subject to section 13 or 15(d) under the US Securities Exchange Act of 1934, as amended (the "**US Exchange Act**"), nor exempt from reporting under the US Exchange Act pursuant to Rule 12g3-2(b) thereunder, make available to any holder or beneficial owner of an Offer Share, or to any prospective purchaser of an Offer Share designated by such holder or beneficial owner, upon the request of such holder, beneficial owner or prospective purchaser the information specified in, and meeting the requirements of, Rule 144A(d)(4) under the US Securities Act.

Enforcement of judgments

The Company is a public company incorporated under the laws of England. Certain of the Company's Directors and Senior Managers reside outside of the United States, and a significant portion of the Company's assets are located outside the United States. As a result, any judgment obtained in the United States against it or them may not be collectible within the United States. There is doubt as to the enforceability of certain civil liabilities under US federal securities laws in original actions in English courts, and, subject to certain exceptions and time limitations, English courts will treat a final and conclusive judgment of a US court for a liquidated amount as a debt enforceable by fresh proceedings in the English courts.

No incorporation of website information

Information contained on the Company's website or the contents of any website accessible from hyperlinks on the Company's website are not incorporated into and do not form part of this Prospectus.

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SUMMARY

Summaries are made up of disclosure requirements known as "Elements". The Elements are numbered in Sections A–E (A.1–E.7).

This summary contains all the Elements required to be included in a summary for this type of security and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case, a short description of the Element is included in the summary with the mention of "not applicable".

Section A—Introduction and warnings		
A.1	**Introduction**	This summary should be read as an introduction to this Prospectus. Any decision to invest in the securities should be based on consideration of this Prospectus as a whole by the investor. Where a claim relating to the information contained in this Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the relevant member state of the European Economic Area (the "**EEA**"), have to bear the costs of translating this Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of this Prospectus or if it does not provide, when read together with the other parts of this Prospectus, key information in order to aid investors when considering whether to invest in such securities.
A.2	**Consent for intermediaries**	Not applicable; no consent is given by the Company or any person responsible for this Prospectus to the use of this Prospectus for the subsequent resale or final placement of securities by financial intermediaries.

Section B—Issuer		
B.1	**Legal and commercial name**	TI Fluid Systems plc (the "**Company**" and, together with its subsidiary undertakings, "**TIFS**" or the "**Group**").
B.2	**Domicile and legal form, applicable legislation and country of incorporation**	The Company is a public limited company incorporated in England with registered number 09402231 and with its registered office situated at 4650 Kingsgate, Oxford Business Park South, Cascade Way, Oxford OX4 2SU, United Kingdom. The principal legislation under which the Company operates, and under which its securities have been created (and under which the New Ordinary Shares will be created), is the Companies Act 2006 (as amended) and subordinate legislation thereunder (the "**Companies Act**").
B.3	**Current operations/ principal activities and markets**	The Group is a leading global manufacturer of highly engineered fluid storage, carrying and delivery systems, primarily providing products and services for passenger cars, crossover vehicles, SUVs, vans and light trucks with a gross vehicle weight of six US tonnes or less ("**light vehicles**"). The Group operates with two divisions: the Fluid Carrying Systems ("**FCS**") division, which manufactures brake and fuel lines and chassis bundles, thermal management fluid systems, including HEV and EV thermal management products, and powertrain products, and the Fuel Tank and

Section B—Issuer		
		Delivery Systems ("**FTDS**") division, which produces fuel tank systems and pumps and module fuel delivery systems. The Group has strong market positions with respect to all of its key products globally. Based on production volume, the Directors believe that the Group is the leading supplier of brake and fuel lines and bundles, with 35% of the brake and fuel line market in 2016, and that the Group is also a leading supplier of plastic fuel tanks, with 15% of the plastic fuel tank market in 2016. With a rich heritage that represents almost 100 years of automotive fluid systems experience, the Group has developed long-term engineering, development and purchasing relationships with its original equipment manufacturer ("**OEM**") customers and enjoys a reputation as a valued global supplier of high quality, performance-critical components and systems. The Group's revenue is diversified across a broad customer base and multiple geographic regions which enabled it to supply all the major global OEMs in FY 2016. The Group has manufacturing facilities near (or, in some cases, within) OEM assembly plants in 123 locations across 29 countries on six continents. In addition, the Group has an extensive and long-established presence serving global and local OEMs in emerging markets, including wholly-owned operations in 18 locations in China.
B.4a	**Significant recent trends affecting the Company and the automotive industry**	**Expansion of global light vehicle production, including strong growth in emerging markets** According to IHS Markit Ltd. ("**IHS Markit**"), global light vehicle production grew at a compound annual growth rate ("**CAGR**") of 3.2% from 2000 to 2016, notwithstanding the volume decline during the 2008–2009 global economic downturn, and is forecast to grow at a CAGR of 2.2% from 2016 to 2021. Prior to 2000, the more developed markets of North America, Western Europe, South Korea and Japan accounted for a substantial majority of global production. However, since 2000, global light vehicle production growth has been largely driven by emerging markets and, in particular, China, where production volume grew at a CAGR of 18.3% between 2000 and 2016. According to IHS Markit, more than half of global vehicle production growth between 2011 and 2016 was generated in China, with growth expected to continue through 2021. The more developed markets of North America, Western Europe, South Korea and Japan are expected to grow at a CAGR of 0.1% with an increase of approximately 0.2 million units from 2016 to 2021, while emerging markets are forecast to grow at a CAGR of 4.1% with an increase of approximately 10.6 million units during the same period. **Increasing use by OEMs of highly reliable suppliers with strong technical capabilities** OEMs increasingly require global suppliers with a long-term track record of providing high quality products, particularly for performance-critical components, such as fluid storage, carrying and delivery systems. As a result of more stringent regulatory requirements and rapidly changing consumer preferences, OEMs must continue to innovate and are therefore becoming more reliant on suppliers who can introduce new products and technologies which meet design and validation requirements in a short period of time.

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		Regulatory requirements to reduce emissions and increase fuel economy OEMs are required to reduce exhaust and evaporative emissions and improve fuel economy in order to meet increasingly stringent regulatory requirements in various markets. The relevant authorities in the United States, the European Union, China, India, Japan, South Korea and Brazil, amongst others, have all instituted regulations requiring significant emissions reductions and more stringent fuel economy targets over time. *Exhaust emissions* In an effort to protect the environment, governments have adopted requirements focused on reducing exhaust emissions from automobiles, such as CO_2, NO_x and particulate matter, and certain developed markets have mandated CO_2 emissions reductions, with emerging markets increasingly following a similar trend. OEMs have sought to introduce higher pressure fuel systems and turbochargers in order to improve the efficiency of the combustion reaction in an engine to achieve lower exhaust emissions. In some cases, OEMs utilise additional components to further reduce exhaust emissions, including selective catalytic reduction ("**SCR**") systems that inject urea into the exhaust system to chemically convert NO_x diesel emissions into nitrogen, water and small amounts of CO_2. *Evaporative emissions* Evaporation of fuel while it is stored in the fuel tank has historically been a source of hydrocarbon emissions resulting from permeation through the walls and various other components on the tank. Regulations have been imposed that seek to reduce these evaporative emissions from automotive fuel systems. For example, in California, USA, low emission vehicle ("**LEV**") standards dictate the evaporative emissions thresholds that OEMs are required to achieve. LEV II standards, which came into effect in 2004, lowered emission thresholds by approximately 75% and new LEV III standards, which are expected to be gradually phased in over the next decade through the 2025 model year, are expected to require a reduction of 30% in emissions thresholds from 2010 levels. Similarly, the European Union has established an emissions reduction target for 2021 that will require an emissions reduction of 27% from 2015 levels. In addition, China has introduced its Beijing-6 evaporative emissions targets which are similar to California's LEV II standards. *Fuel economy* Governments globally have increased requirements on OEMs to increase fuel economy across their fleet of vehicles. To address fuel economy requirements, OEMs are using higher pressure fuel systems to optimise internal combustion engines and are increasingly adopting alternative powertrain and propulsion technologies, including hybrid electric vehicles ("**HEVs**") and electric vehicles ("**EVs**"). IHS Markit projects CAGRs of 31.8% and 26.8% in global HEV and EV production, respectively, between 2016 and 2025, and that HEVs and EVs will constitute approximately 29.6% and 4.1%, respectively, of global vehicle production volume by 2025. IHS Markit projects that production of "mild HEVs" will increase from 0.4 million vehicles in 2016 to 21.9 million vehicles in 2025, representing a CAGR of 54.2% for the period, with the strongest growth projected by German, Chinese, Japanese and North American OEMs.

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		Traditional vehicles with internal combustion engines ("**ICEs**") typically have two main thermal management loops. HEVs generally contain traditional ICE fluid systems, and can also have additional fluid handling systems to manage electrification-related component temperatures, including advanced thermal management systems (cooling) for the chassis, power electronics, electric motor drive and battery systems (heating and cooling). As a result, HEVs may have up to six thermal management loops. As these additional systems may be located in the rear of the vehicle and thus may not be exposed to the high temperatures in the engine compartment, the systems may utilise longer lines and different materials, such as nylon, to help optimise system weight, temperature and pressure. Additionally, HEV thermal management systems typically include pumps, quick connectors, sensors and valves. In addition to increased thermal management requirements, HEVs can require fuel tank systems that accommodate increased fuel vapour pressure. EVs are expected to have additional thermal management loops. Based on recent EV platform launches, the Directors expect significantly higher line and tubing content than traditional ICEs, depending on vehicle class size and system design. As thermal components and systems in EVs may not be exposed to the same heat generated by ICEs, and because nylon lines have an approximate 30% to 60% weight advantage as compared to rubber and aluminium lines, which could help to extend the battery life (required for extended driving range) of EVs, the Directors believe that nylon material for thermal management systems will be increasingly utilised by OEMs. In addition, EV thermal management systems typically include pumps, quick connectors, sensors and valves. **Global platform standardisation** Many OEMs are standardising vehicle platforms globally in an effort to reduce costs and become more competitive. By maximising the number of nameplates that can be produced on each platform and minimising differences in platforms between regions, OEMs can reduce design and development costs. IHS Markit projects that vehicle platforms that are produced in three or more regions will increase from 54% of global production in 2014 to 67% in 2021, while platforms manufactured in one or two regions will reduce from 46% of global production to 33% in the same period. The Group is already benefiting from this platform globalisation trend. In FY 2016, the Group tracked approximately 84% of its total revenue by individual platform, of which approximately 77% was from global platforms produced in three or more regions, approximately 11% was from regional platforms produced in two regions and approximately 12% was from regional platforms produced in one region.
B.5	**Description of the Group and the Company's position therein**	The Company is the principal holding company of the Group. The principal activity of the Group is the manufacturing of fluid storage, carrying and delivery systems. Each of the Company's subsidiaries is, directly or indirectly, wholly or substantially owned by the Company.

Section B—Issuer		
B.6	**Interests in the Company and voting rights**	As at the date of this Prospectus, insofar as is known to the Company, the following persons are interested in 3% or more of the Company's share capital:

Name	Date of this Prospectus: Number of Ordinary Shares	Date of this Prospectus: Percentage of voting Ordinary Share capital	Immediately following Admission(1): Number of Ordinary Shares	Immediately following Admission(1): Percentage of voting Ordinary Share capital
Bain Funds(2)	342,309,630	92.3%	47,844,472	9.2%
BCOH Shareholder(3)	—	—	294,465,158	56.7%
Henderson Global Investors Limited . .	—	—	26,500,000	5.1%
Pelham Capital Management LLP . .	—	—	18,500,000	3.6%
DWS Investment GmbH	—	—	16,500,000	3.2%

Notes:

(1) Assuming no exercise of the Over-allotment Option.

(2) The Bain Funds (together with the number of Ordinary Shares held on the date of this Prospectus) comprise: Bain Capital Fund XI, L.P. (305,489,976 Ordinary Shares), BCIP Associates IV, L.P. (34,170,871 Ordinary Shares), BCIP Associates IV-B, L.P. (497,175 Ordinary Shares), BCIP Trust Associates IV, L.P. (1,496,624 Ordinary Shares), BCIP Trust Associates IV-B, L.P. (178,733 Ordinary Shares) and RGIP, LP (476,251 Ordinary Shares).

(3) Condition upon Admission, the Bain Funds will transfer 294,465,158 Ordinary Shares held by them to the BCOH Shareholder in connection with the Bain Funds' right to enter into margin loan facilities following Admission. Should the Institutional Shareholders (as defined below) enter into a margin loan facility, the BCOH Shareholder will grant security over all, or substantially all, of the Ordinary Shares that it then holds in the Company.

Certain investors are expected to acquire interests of more than 5% of the Ordinary Shares available in the Global Offer through one or more funds.

Pursuant to the relationship agreement between the Bain Funds and the BCOH Shareholder (together, the "**Institutional Shareholders**") and the Company dated 25 October 2017 (the "**Relationship Agreement**"), the Institutional Shareholders have a right to nominate for appointment to the board of directors of the Company (the "**Board**"): (a) two non-executive directors (each a "**Bain Director**") for so long as the Institutional Shareholders and their associates' shareholding in the Company is equal to or more than 25% and (b) one Bain Director for so long as the Institutional Shareholders and their associates' shareholding in the Company is equal to or more than 10% but is less than 25%.

All Ordinary Shares have the same voting rights.

B.7	**Selected historical key financial information and significant change to the issuer's financial condition and operating results**	The Group's combined and consolidated selected financial information set out below has been prepared in accordance with International Financial Reporting Standards, as adopted for use in the European Union ("**IFRS**").

Combined and Consolidated Income Statement

	Year ended 31 December			Six months ended 30 June	
	2014 (€m)	2015 (€m)	2016 (€m)	(unaudited) 2016 (€m)	2017 (€m)
Revenue	2,696.3	3,095.2	3,348.6	1,632.8	1,777.0
Cost of sales	(2,215.8)	(2,580.2)	(2,801.1)	(1,355.4)	(1,484.6)
Gross profit	**480.5**	**515.0**	**547.5**	**277.4**	**292.4**
Distribution costs	(93.1)	(96.0)	(103.6)	(50.5)	(51.6)
Administrative expenses before exceptional items	**(139.1)**	**(171.1)**	**(188.6)**	**(94.3)**	**(92.0)**
Exceptional items	**(23.7)**	**(27.7)**	**(23.2)**	**(7.1)**	**(9.5)**
Administrative expenses after exceptional items	**(162.8)**	**(198.8)**	**(211.8)**	**(101.4)**	**(101.5)**
Other income	6.8	7.7	6.5	3.3	3.3
Other (losses)/gains	(99.4)	(72.1)	(2.0)	9.7	24.3
Operating profit	**132.0**	**155.8**	**236.6**	**138.5**	**166.9**
Finance income before exceptional items	**1.5**	**8.3**	**10.1**	**10.2**	**7.1**
Finance expense before exceptional items	**(50.4)**	**(87.1)**	**(115.2)**	**(59.3)**	**(55.5)**
Exceptional items	**(20.9)**	**(23.8)**	**—**	**—**	**—**
Net finance expense after exceptional items	**(69.8)**	**(102.6)**	**(105.1)**	**(49.1)**	**(48.4)**
Share of profit of associates	1.2	1.3	1.3	0.4	—
Profit before income tax	**63.4**	**54.5**	**132.8**	**89.8**	**118.5**
Income tax expense before exceptional items	**(68.1)**	**(124.0)**	**(88.9)**	**(49.8)**	**(47.3)**
Exceptional items	**20.5**	**28.9**	**—**	**—**	**—**
Income tax expense after exceptional items	**(47.6)**	**(95.1)**	**(88.9)**	**(49.8)**	**(47.3)**
Profit/(loss) for the period	**15.8**	**(40.6)**	**43.9**	**40.0**	**71.2**
Profit/(loss) for the period attributable to:					
Owners of the parent company	13.4	(43.7)	42.2	39.0	69.5
Non-controlling interests	2.4	3.1	1.7	1.0	1.7
Profit/(loss) for the period	**15.8**	**(40.6)**	**43.9**	**40.0**	**71.2**

Section B—Issuer

Combined and Consolidated Balance Sheet

	As at 31 December			As at 30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
Non-current assets				
Intangible assets	217.8	1,345.8	1,412.8	1,322.0
Property, plant and equipment	458.7	675.9	699.7	669.8
Investments in associates	23.1	18.2	19.4	18.6
Derivative financial instruments	—	24.2	28.4	10.4
Deferred income tax assets	107.9	130.0	69.9	50.3
Trade and other receivables	8.1	7.3	12.9	11.9
	815.6	2,201.4	2,243.1	2,083.0
Current assets				
Inventories	257.0	263.3	298.5	315.9
Trade and other receivables	500.3	527.9	613.1	612.2
Current income tax assets	7.7	4.4	9.6	11.4
Derivative financial instruments	—	4.5	6.1	4.9
Financial assets at fair value through profit or loss	2.8	2.8	2.9	2.9
Cash and cash equivalents	173.0	268.4	196.2	194.5
Non-current assets held for sale	0.4	—	—	—
	941.2	1,071.3	1,126.4	1,141.8
Total assets	**1,756.8**	**3,272.7**	**3,369.5**	**3,224.8**
Equity				
Ordinary shares	—	493.7	493.7	493.7
Invested capital	(102.6)	—	—	—
Other reserves	—	(41.8)	(64.5)	(108.6)
Accumulated (losses)/profits	—	(10.8)	36.2	111.5
Equity attributable to owners of the parent company	**(102.6)**	**441.1**	**465.4**	**496.6**
Non-controlling interests	11.1	20.2	19.0	18.9
Total equity	**(91.5)**	**461.3**	**484.4**	**515.5**
Non-current liabilities				
Trade and other payables	6.1	7.1	12.1	15.3
Borrowings	1,012.0	1,657.3	1,695.8	1,581.1
Derivative financial instruments	—	26.0	19.2	38.4
Deferred income tax liabilities	26.1	230.5	221.5	196.1
Retirement benefit obligations	192.6	187.6	193.0	182.2
Provisions	8.7	6.9	7.2	6.6
	1,245.5	2,115.4	2,148.8	2,019.7
Current liabilities				
Trade and other payables	516.4	577.0	635.2	587.8
Current income tax liabilities	52.7	82.1	71.3	68.3
Borrowings	9.5	4.3	2.9	5.3
Derivative financial instruments	0.7	4.8	4.6	2.3
Provisions	23.5	27.8	22.3	25.9
	602.8	696.0	736.3	689.6
Total liabilities	**1,848.3**	**2,811.4**	**2,885.1**	**2,709.3**
Total equity and liabilities	**1,756.8**	**3,272.7**	**3,369.5**	**3,224.8**

Combined and Consolidated Statement of Cash Flows

	Year ended 31 December			Six months ended 30 June	
				(unaudited)	
	2014 (€m)	2015 (€m)	2016 (€m)	2016 (€m)	2017 (€m)
Cash flows from operating activities					
Cash generated from operations	257.3	396.5	386.0	157.7	178.1
Interest and other finance expense paid	(40.7)	(60.4)	(97.8)	(48.8)	(44.1)
Income tax paid	(49.7)	(57.8)	(84.2)	(43.2)	(51.6)
Net cash generated from operating activities	**166.9**	**278.3**	**204.0**	**65.7**	**82.4**
Cash flows used by investing activities					
Payment to TIFSHL shareholders for the acquisition	—	(1,110.5)	—	—	—
Payment for acquisition of subsidiary net of cash received	—	—	(125.0)	(125.0)	—
Payment for property, plant and equipment	(96.4)	(110.5)	(109.5)	(52.3)	(55.7)
Proceeds from the sale of property, plant and equipment	1.6	1.1	0.8	0.2	1.0
Payment for intangible assets	(38.7)	(31.5)	(26.5)	(12.9)	(11.1)
Interest received	1.4	0.7	1.8	0.7	1.0
Net cash used by investing activities	**(132.1)**	**(1,250.7)**	**(258.4)**	**(189.3)**	**(64.8)**
Cash flows from financing activities					
Proceeds from issue of share capital	—	493.7	—	—	—
Net transactions with shareholders of TIFSHL	—	58.1	—	—	—
Net proceeds from borrowings (including fees paid)	251.9	1,643.6	—	—	(1.7)
Repayments of borrowings	(10.6)	(1,141.7)	(13.6)	(6.8)	(6.9)
Dividends paid to TIFSHL shareholders	(313.7)	—	—	—	—
Dividends paid to non-controlling interests	(2.2)	(2.7)	(2.9)	(1.0)	(1.1)
Net cash (used by) / generated from financing activities	**(74.6)**	**1,051.0**	**(16.5)**	**(7.8)**	**(9.7)**
(Decrease)/Increase in cash and cash equivalents	(39.8)	78.6	(70.9)	(131.4)	7.9
Cash and cash equivalents at beginning of the period	201.6	173.0	268.4	268.4	196.2
Currency translation on cash and cash equivalents	11.2	16.8	(1.3)	(5.2)	(9.6)
Cash and cash equivalents at end of the period	**173.0**	**268.4**	**196.2**	**131.8**	**194.5**

Non-IFRS Information

In this Prospectus, certain financial measures are presented that are not recognised measurements of financial performance or liquidity under IFRS. Management uses these measures to monitor and analyse the underlying performance of the Group's operations. The table below sets out these financial measures for the Group during the periods under review. These

non-IFRS financial measures should not be used as and are not substitutes for any IFRS measures.

	Year ended 31 December			Six months ended 30 June	
				(unaudited)	
	2014 (€m)	2015 (€m)	2016 (€m)	2016 (€m)	2017 (€m)
Adjusted EBIT[(1)]	**259.7**	**316.9**	**362.1**	**185.6**	**201.8**
FCS Adjusted EBIT	**207.9**	**245.5**	**262.4**	**133.3**	**144.9**
FTDS Adjusted EBIT	**51.8**	**71.4**	**99.7**	**52.3**	**56.9**
Free Cash Flow[(2)]	**201.4**	**270.6**	**328.7**	**169.9**	**189.0**
Cash Flow Conversion[(3)]	**59.9%**	**65.6%**	**70.7%**	**72.3%**	**73.9%**
Adjusted Effective Tax Rate[(4)]	**32.6%**	**38.0%**	**34.0%**	**35.0%**	**30.6%**

Notes:

(1) The reconciliation of Adjusted EBIT and Adjusted EBITDA for the financial year ended 31 December 2014 (**"FY 2014"**), for the financial year ended 31 December 2015 (**"FY 2015"**), for the financial year ended 31 December 2016 (**"FY 2016"**) for the half year ended 30 June 2016 (**"H1 2016"**) and for the half year ended 30 June 2017 (**"H1 2017"**) to profit for the Group is as follows:

	Year ended 31 December			Six months ended 30 June	
				(unaudited)	
	2014 (€m)	2015 (€m)	2016 (€m)	2016 (€m)	2017 (€m)
Profit/(loss) for the period	**15.8**	**(40.6)**	**43.9**	**40.0**	**71.2**
Income tax expense after exceptional items	47.6	95.1	88.9	49.8	47.3
Net finance expense after exceptional items	69.8	102.6	105.1	49.1	48.4
Depreciation and impairment of PP&E	64.8	82.3	102.0	48.0	50.2
Amortisation and impairment of intangible assets	12.0	54.7	92.9	47.1	48.9
EBITDA	**210.0**	**294.1**	**432.8**	**234.0**	**266.0**
Exceptional items[(a)]	23.7	27.7	23.2	7.1	9.5
Other (gains) and losses	99.4	72.1	2.0	(9.7)	(24.3)
Other reconciling items					
Bain management fee[(b)]	—	2.3	4.8	2.4	2.4
Inventory uplift[(c)]	—	15.1	0.4	0.4	—
Share of profit of associates[(d)]	(1.2)	(1.3)	(1.3)	(0.4)	—
Dividend received from associates[(e)]	0.2	0.2	0.2	0.2	0.5
Restructuring costs[(f)]	4.3	2.4	2.6	1.1	1.7
Adjusted EBITDA	**336.5**	**412.6**	**464.7**	**235.1**	**255.8**
Depreciation and impairment of PP&E	(64.8)	(82.3)	(102.0)	(48.0)	(50.2)
Amortisation and impairment of intangible assets	(12.0)	(54.7)	(92.9)	(47.1)	(48.9)
Other depreciation and amortisation adjustments					
Depreciation uplift[(g)]	—	7.8	21.1	9.2	8.1
Amortisation uplift[(g)]	—	33.5	71.2	36.4	37.0
Adjusted EBIT	**259.7**	**316.9**	**362.1**	**185.6**	**201.8**

Notes:

(a) Exceptional items related to administrative expenses for the period.

(b) Management charges in the second half of FY 2015 paid to the Bain Funds following the Bain Acquisition (as defined below).

(c) In FY 2015, increase in inventory costs in the second half of FY 2015 due to the fair value exercise and purchase price allocation in connection with the Bain Acquisition. In H1 2016 and FY 2016, increase in inventory costs due to the fair value exercise and purchase price allocation in connection with the acquisition of Millennium Industries.

(d) Share of profits of associated entity, SeAH FS Co., Ltd., a private company registered in South Korea and of which the Group holds 20% of the issued

ordinary shares. SeAH FS Co., Ltd. is engaged in the manufacturing and engineering of products.

(e) Dividends received from the Group's only associated undertaking, SeAH FS Co., Ltd.

(f) In each of H1 2017, H1 2016, FY 2014, FY 2015 and FY 2016, restructuring costs related to headcount reductions.

(g) In FY 2015, increase in depreciation, amortisation and impairment charges in the second half of FY 2015 due to the fair value exercise and purchase price allocation in connection with the Bain Acquisition. In FY 2016 and H1 2017, increase in depreciation, amortisation and impairment charges due to the fair value exercise and purchase price allocation in connection with the Bain Acquisition and the acquisition of Millennium Industries.

(2) The Company defines Free Cash Flow as Adjusted EBITDA less capital expenditures related to the purchase of PP&E and investments in intangible assets.

(3) The Company defines Cash Flow Conversion as Free Cash Flow as a percentage of Adjusted EBITDA.

(4) The Company defines Adjusted Effective Tax Rate as Adjusted Income Tax Expense Before Exceptional Items as a percentage of Adjusted Profit Before Income Tax. Adjusted Income Tax Expense Before Exceptional Items is adjusted for the tax impact of material one-off items and prior year tax provisions and adjustments. Adjusted Profit Before Income Tax is adjusted for non-tax effected UK expenses, non-tax deductible US transaction costs and costs related to the Global Offer. The reconciliation of Adjusted Income Tax Before Exceptional Items for FY 2014, FY 2015, FY 2016, H1 2016 and H1 2017 to Income Tax Before Exceptional Items and Adjusted Profit Before Income Tax for FY 2014, FY 2015, FY 2016, H1 2016 and H1 2017 to Profit Before Income Tax is as follows:

	Year ended 31 December			Six months ended 30 June	
				(unaudited)	
	2014 (€m)	2015 (€m)	2016 (€m)	2016 (€m)	2017 (€m)
Profit Before Income Tax	**63.4**	**54.5**	**132.8**	**89.8**	**118.5**
Adjustments to Profit Before Income Tax					
Foreign exchange (gains) and losses	99.2	79.1	15.9	(4.0)	(32.2)
Loan refinancing and other exceptional costs	23.4	8.4	13.8	1.8	1.4
Net interest and financing costs	12.3	33.7	56.6	31.3	30.8
Other operating costs	19.5	45.0	45.6	30.6	29.4
Expenses incurred in the UK not tax effected	**154.4**	**166.2**	**131.9**	**59.7**	**29.4**
US transaction costs non-deductible for tax	—	32.9	—	—	—
Adjusted Profit Before Income Tax	**217.8**	**253.6**	**264.7**	**149.5**	**147.9**
Income Tax Expense Before Exceptional Items	**(68.1)**	**(124.0)**	**(88.9)**	**(49.8)**	**(47.3)**
Adjustments to Income Tax Expense Before Exceptional Items Release of deferred tax charge relating to TIFSHL Share Option Plan	—	5.8	—	—	—
Prior year tax provision/adjustment					
China withholding tax—specific tax provision	—	15.6	1.7	0.9	0.9
(Decrease)/Increase in unremitted earnings provision	(2.3)	5.5	1.8	—	(1.1)
Release of India transfer pricing amounts	—	—	(9.2)	(3.3)	—
Release of deferred tax related to tax credits in Czech Republic	—	—	1.3	—	—
Other prior year tax adjustments	(0.5)	0.7	3.4	(0.1)	2.2
Adjusted Income Tax Before Exceptional Items	**(70.9)**	**(96.4)**	**(89.9)**	**(52.3)**	**(45.3)**
Adjusted Effective Tax Rate	**32.6%**	**38.0%**	**34.0%**	**35.0%**	**30.6%**

		The following significant changes to the financial condition and operating results of the Group occurred during these periods: Revenue has grown consistently across the periods presented, and increased from €2,696.3 million in FY 2014 to €3,348.6 million in the financial year ended 31 December 2016, representing a CAGR of 11.4% (7.6% at constant currency), and from €1,632.8 million from H1 2016 to €1,777.0 in H1 2017, representing an increase of 8.8% (7.1% on a constant currency basis). Strong revenue growth was supported by higher sales volumes, new business wins, global platform consolidation and favourable sales and platform mix. Gross profit increased from €480.5 million in FY 2014 to €547.5 million in FY 2016, representing a CAGR of 6.7%, due to strong sales growth, increased operational efficiencies and other expense improvements, which was offset in part by raw materials cost and wage inflation. In FY 2016, gross profit included a full year of depreciation and amortisation charges resulting from the purchase price allocation in connection with the acquisition of TIFS Holdings Limited (previously known as Omega Holdco II Limited and prior to that TI Fluid Systems Limited) ("**TIFSHL**") by the Bain Funds on 30 June 2015 (the "**Bain Acquisition**") and the acquisition of Millennium Industries Corporation ("**Millennium Industries**") on 16 February 2016. Following the Bain Acquisition, a fair value exercise was performed to allocate the purchase price, resulting in increases to tangible fixed assets and inventory and the recognition of certain intangible assets, partly offset by an increase in deferred tax liabilities. Gross profit increased by €15.0 million, or 5.4%, from €277.4 million in H1 2016 to €292.4 million in H1 2017, primarily due to strong revenue growth, offset by higher direct materials costs and other variable overhead costs. Adjusted EBIT increased from €259.7 million in FY 2014 to €362.1 million in FY 2016, representing a CAGR of 18.1% and from €185.6 million in H1 2016, to €201.8 in H1 2017, representing an increase of 8.7%. This increase was primarily due to the growth in revenue. Non-current indebtedness has increased over the periods presented, primarily due to the increase in lending to pay dividends to TIFSHL shareholders in FY 2014 of €313.7 million, an increase to fund the Bain Acquisition in 2015 and the impact of the depreciation of the Euro over the periods. Non-current borrowings were €1,012.0 million, €1,657.3 million, €1,695.8 million and €1,581.1 million as at FY 2014, FY 2015, FY 2016 and H1 2017, respectively. There has been no significant change in the financial condition or operating results of the Group since 30 June 2017, the date to which the last audited combined and consolidated financial information of the Group, as set out in Part VII: "*Historical Financial Information*", was prepared.
B.8	**Key pro forma financial information**	The unaudited pro forma statement of net assets set out below has been prepared to illustrate the impact on the Group's net assets of the use of proceeds from the Global Offer to repay certain borrowings as if the Global Offer had occurred on 30 June 2017. The unaudited pro forma information is based on historical financial information of the Group as at 30 June 2017 and has been prepared for illustrative purposes only, and because of its nature, addresses a hypothetical situation and, therefore, does not represent the Group's actual financial position or results following the matters referred to above.

Section B—Issuer

The unaudited pro forma statement of net assets has been prepared in accordance with the basis set out below and on a basis consistent with the IFRS accounting policies of the Group and in accordance with Annex II to the Prospectus Directive Regulation (No 2004/809/EC) (the "**PD Regulation**"). It should be read in conjunction with the notes to the pro forma financial information set out below.

		Adjustments		
	Group as at 30 June 2017 (Note 1) (€m)	**Net proceeds of the Global Offer receivable by the Company (Note 2) (€m)**	**Repayment of borrowings (Note 3) (€m)**	**Unaudited Pro Forma Total (Note 4) (€m)**
Non-current assets				
Intangible assets	1,322.0	—	—	1,322.0
Property, plant and equipment	669.8	—	—	669.8
Investments in associates	18.6	—	—	18.6
Derivative financial instruments	10.4	—	—	10.4
Deferred income tax assets	50.3	—	—	50.3
Trade and other receivables	11.9	—	—	11.9
	2,083.0	—	—	**2,083.0**
Current assets				
Inventories	315.9	—	—	315.9
Trade and other receivables	612.2	—	—	612.2
Current income tax assets	11.4	—	—	11.4
Derivative financial instruments	4.9	—	—	4.9
Financial assets at fair value through profit and loss	2.9	—	—	2.9
Cash and cash equivalents	194.5	360.0	(360.0)	194.5
	1,141.8	**360.0**	**(360.0)**	**1,141.8**
Total assets	**3,224.8**	**360.0**	**(360.0)**	**3,224.8**
Non-current liabilities				
Trade and other payables	15.3	—	—	15.3
Borrowings	1,581.1	—	(348.7)	1,232.4
Derivative financial instruments	38.4	—	—	38.4
Deferred income tax liabilities	196.1	—	—	196.1
Retirement benefit obligations	182.2	—	—	182.2
Provisions	6.6	—	—	6.6
	2,019.7	—	**(348.7)**	**1,671.0**
Current liabilities				
Trade and other payables	587.8	(1.0)	—	586.8
Current income tax liabilities	68.3	—	—	68.3
Borrowings	5.3	—	(2.1)	3.2
Derivative financial instruments	2.3	—	—	2.3
Provisions	25.9	—	—	25.9
	689.6	**(1.0)**	**(2.1)**	**686.5**
Total liabilities	**2,709.3**	**(1.0)**	**(350.8)**	**2,357.5**
Net assets	**515.5**	**361.0**	**(9.2)**	**867.3**

Notes:

(1) The financial information has been extracted without material adjustment from the combined and consolidated financial information set out in Section B (*Historical financial information relating to the Group*) of Part VII: "*Historical Financial Information*" of this Prospectus.

Section B—Issuer		
		(2) This column reflects the net proceeds of the Global Offer receivable by the Company, being gross proceeds of £378.3 million (€425.0 million, translated at an exchange rate of €1.124 per £1.00), less estimated fees and expenses of approximately €65 million payable by the Company. As at 30 June 2017, the Group had accrued €1.0 million of the €65 million within current trade and other payables. As well as expenses relating to the Global Offer, such as underwriting and adviser fees, the fees and expenses of €65 million includes €17.1 million relating to the 8.75% redemption price payable in respect of the Notes, $7.5 million (€6.4 million) in respect of the fee payable to Bain Capital Partners, LLC under the Management Agreement, and one-time bonuses. (3) The adjustment to borrowings as at 30 June 2017 assumes that €200.7 million ($229.5 million, at an exchange rate of $1.144 per €1.00) of the net proceeds received from the Global Offer is used to redeem 51% of the Notes and the balance of the proceeds (approximately €159.3 million) is used to repay part of the Group's indebtedness under the Term Loan. The €2.1 million adjustment to current borrowings comprises: **(€m)** Repayment of the current portion of the Term Loan .... (9.3) Unamortised debt issue costs relating to the Term Loan that will be written off to the consolidated income statement on repayment of this balance .... 4.5 Reclassification to non-current borrowings of unamortised debt issue costs relating to the Term Loan .... 2.7 **Adjustment to current borrowings** .... **(2.1)** The €348.7 million adjustment to non-current borrowings comprises: **(€m)** Repayment of the non-current portion of the Term Loan .... (150.0) Repayment of the Notes .... (200.7) Unamortised debt issue costs relating to the Notes that will be written off to the consolidated income statement on repayment of this balance .... 4.7 Reclassification from current borrowings of unamortised debt issue costs relating to the Term Loan .... (2.7) **Adjustment to non-current borrowings** .... **(348.7)** The figures in this footnote and the associated adjustment do not take account of movements in the balances subsequent to 30 June 2017. (4) No adjustment has been made to take account of the trading results or other transactions undertaken by the Group since 30 June 2017.
B.9	**Profit forecast**	Not applicable; there is no profit forecast or estimate included in this Prospectus.
B.10	**Description of the nature of any qualifications in the audit report on the historical financial information**	Not applicable; there are no qualifications in the audit reports of the Company's historical financial information included in this Prospectus.
B.11	**Explanation in respect of insufficient working capital**	Not applicable; the Company is of the opinion that, taking into account its existing financing arrangements and the net proceeds of the Global Offer receivable by the Company, the Group has sufficient working capital for the Group's present requirements, that is, for at least the next twelve months following the date of this Prospectus.

Section C—Securities		
C.1	**Type and class of the securities being offered and admitted to trading, including the security identification number**	148,333,333 New Ordinary Shares in the capital of the Company are to be issued in connection with the Global Offer and 11,148,243 Sale Shares to be sold by the Selling Shareholder (as nominee for William L. Kozyra, Timothy Knutson, Hans Dieltjens, Steve Taylor and certain other employee shareholders (together, the "**Individual Shareholders**") who have elected to sell Sale Shares in the Global Offer) in the capital of the Company are to be sold in connection with the Global Offer. When admitted to trading, the Ordinary Shares will be registered with International Securities Identification Number GB00BYQB9V88 ("**ISIN**"), Stock Exchange Daily Official List number BYQB9V8 ("**SEDOL**"). The Ordinary Shares will, on Admission, comprise the entire issued and to be issued ordinary share capital of the Company.
C.2	**Currency of the securities issue**	The Ordinary Shares are denominated in British pounds sterling.
C.3	**Shares issued/ Value per share**	Upon Admission, the issued share capital of the Company will be £5,194,122.26, comprising 519,412,226 fully paid Ordinary Shares of £0.01 each. The Company has no partly paid Ordinary Shares in issue.
C.4	**Rights attached to the securities**	Holders of the Ordinary Shares will have the following rights: • subject to any rights or restrictions as to voting attached to any Ordinary Shares, on a show of hands each holder of Ordinary Shares (a "**Shareholder**") present in person shall have one vote, and on a poll every Shareholder present in person or by proxy shall have one vote for every Ordinary Share of which he or she is the holder; • subject to the provisions of the Companies Act, any equity securities issued by the Company for cash must first be offered to Shareholders in proportion to their holdings of Ordinary Shares. The Companies Act and the listing rules made by the FCA under Part VI of FSMA (the "**Listing Rules**") allow for the disapplication of pre-emption rights which may be waived by a special resolution of the Shareholders, whether generally or specifically, for a maximum period not exceeding five years; • the right to receive dividends and other distributions on a *pari passu* basis; • on a winding-up, the liquidator may divide among the members *in specie* the whole or any part of the assets of the Company; and • the Ordinary Shares are not redeemable. However, the Company may purchase or contract to purchase any of the Ordinary Shares on or off market, subject to the Companies Act and the requirements of the Listing Rules.
C.5	**Restrictions on free transferability of the securities**	The Ordinary Shares are freely transferable and there are no restrictions on transfer, save as described below. *Transfer restrictions under the Companies Act* The Company may, under the Companies Act, send out statutory notices to those it knows or has reasonable cause to believe have an interest in its shares, asking for details of those who have an interest and the extent of their interest in a particular holding of shares. When a person receives a statutory notice and fails to provide any information required by the notice within the time specified in it, the Company can apply to the court for an

Section C—Securities		
		order directing, among other things, that any transfer of shares which are the subject of the statutory notice is void. *Transfer restrictions under the articles of association of the Company (the "**Articles**")* The Board may, in its absolute discretion, refuse to register any instrument of transfer of any certificated share which is not fully paid up (but not so as to prevent dealings in listed shares from taking place on an open and proper basis) or on which the Company has a lien. The Board may also refuse to register any instrument of transfer of a certificated share unless it is left at the registered office, or such other place as the Board may decide, for registration, accompanied by the certificate for the shares to be transferred and such other evidence (if any) as the Board may reasonably require to prove title of the intending transferor or their right to transfer shares; and it is in respect of only one class of shares. Unless otherwise agreed by the Board in any particular case, the maximum number of persons who may be entered on the register as joint holders of a share is four. *Selling restrictions* The Shares are subject to selling and transfer restrictions under the relevant laws in certain jurisdictions applicable to the transferor or transferee, including the United States and the EEA.
C.6	**Admission/ Regulated markets where the securities are traded**	Applications have been made for the Ordinary Shares to be admitted to the premium listing segment of the Official List of the FCA and to trading on the LSE's main market for listed securities. The LSE's main market is a regulated market. No application has been made, or is currently intended to be made, for the Ordinary Shares to be admitted to listing or traded on any other exchange.
C.7	**Dividend policy**	From Admission, the Directors intend to adopt a dividend policy based on a payout ratio of approximately 30% of the Group's consolidated Reported Net Income (being profit for the period) (with certain adjustments for costs of the Global Offer and one-time expenses). This dividend policy will reflect the underlying earnings and growth of the business and the cash conversion of the Group. Assuming that there are sufficient distributable reserves available at the time, the Directors intend that the Company will pay an interim dividend and a final dividend in respect of each financial year in the approximate proportions of one-third and two-thirds, respectively, of the total annual dividend. The current intention of the Board is that the first dividend to be declared by the Company following Admission will be the final dividend in respect of the financial year ending 31 December 2017 ("**FY 2017**"), which is expected to be paid in the second quarter of the financial year ending 31 December 2018 ("**FY 2018**") on a pro rata basis in respect of the period post-Admission only. The Company may revise its dividend policy from time to time. There can be no assurance that the Company will pay dividends or as to the level of any such dividends.

Section D—Risks		
D.1	**Key information on the key risks specific to the issuer or the automotive industry**	• Automobile sales and production are directly impacted by macroeconomic factors and an economic downturn or economic uncertainty could adversely affect the Group's business. • The results of the United Kingdom's referendum on withdrawal from the European Union may have a negative effect on global economic conditions, financial markets and the Group's business. • The Group's business is susceptible to changes in consumer demand and preferences. • Most of the Group's OEM customers do not commit to minimum purchase orders for the life of a platform, and a decline in the production requirements of any of the Group's OEM customers could adversely impact the Group's revenue and profitability. • Competition in the Group's markets could reduce its profitability or market share. • Continued pricing pressures, OEM cost reduction initiatives, the ability of OEMs to re-source or cancel vehicle programmes and customer consolidation may result in lower than anticipated revenue and profit margins or losses. • The Group may incur material losses and costs as a result of warranty claims, product liability and product recalls. • Increases in the costs of the raw materials and other supplies that the Group uses in its products may have a negative impact on the Group's profitability. • A significant loss of or disruption at a key manufacturing facility or of a critical piece of equipment at a manufacturing facility of the Group could have a material adverse effect on the Group's business, financial condition, results of operations and prospects. • Disruptions in the supply of materials and components that the Group, its suppliers or its customers use in their products or in their supply chains may adversely affect the Group's business. • The Group's production requirements may not develop in accordance with forecasts and OEM demand for the Group's products may be difficult to anticipate. • The Group may not be able to continue to successfully develop new products and technologies or respond quickly enough or at all to changes in legislative, regulatory or industry requirements to launch new commercially viable products and technologies. • The Group is exposed to foreign currency exchange rate fluctuations as a result of its substantial global operations, which may adversely affect its financial results. • The Group is or may be exposed to a number of different uncertainties relating to taxes, which could have a material adverse effect on its business, financial condition, results of operations and prospects.
D.3	**Risks relating to the Ordinary Shares**	• The Institutional Shareholders may exercise significant influence over the Group following the Global Offer and their interests may differ from the majority of other Shareholders. • There has been no prior public trading market for the Ordinary Shares and an active trading market may not develop or be sustained in the future.

Section D—Risks		
		• The share prices of publicly traded companies can be highly volatile. • Future sales of Ordinary Shares could depress the market price of the Ordinary Shares. • Future issues of Ordinary Shares or other share capital may dilute the holdings of Shareholders. • The Company may not be able to, or may choose not to, pay dividends and it cannot assure investors that it will make dividend payments in the future. • The Company is a holding company with substantially all of its operations conducted through its subsidiaries. Its ability to pay dividends on the Ordinary Shares depends on its ability to obtain cash dividends and other cash payments or obtain loans from the Group's subsidiaries. • Shareholders outside the United Kingdom may not be able to participate in future equity offerings. • Overseas shareholders may be subject to exchange rate risk.

Section E—Offer		
E.1	**Total net proceeds and estimate of total expenses of the issue/offer, including estimated expenses charged to investors**	The Company estimates that the net proceeds received by it from the Global Offer (after deduction of commissions payable to the Underwriters and the estimated expenses related to the Global Offer payable by the Company and VAT of approximately £58 million (€65 million)) will be approximately £320 million (€360 million). The proceeds from the Global Offer receivable by the Selling Shareholder will be approximately £28 million (€32 million), before deduction of commissions payable to the Banks and the estimated expenses related to the Global Offer (assuming no exercise of the Over-allotment Option). The aggregate underwriting commissions, other fees and expenses and amounts in respect of stamp duty or stamp duty reserve tax ("**SDRT**") payable by the Selling Shareholder in connection with the Global Offer are expected to be approximately £1 million (€1 million) (assuming no exercise of the Over-allotment Option). No expenses will be charged by the Company or the Selling Shareholder to subscribers for or purchasers of the Offer Shares.
E.2a	**Reasons for the offer, use of proceeds and estimated net amount of proceeds**	The Company estimates that the net proceeds received by it from the Global Offer (after deduction of commissions payable to the Underwriters and the estimated expenses related to the Global Offer payable by the Company and VAT of approximately £58 million (€65 million)) will be approximately £320 million (€360 million). The Directors believe that the Global Offer will improve the public profile of the Company, support the Company's growth plans, give the Company access to a wider range of capital-raising options, further improve the ability of the Company to recruit, retain and incentivise its key management and employees and create a liquid market in the Ordinary Shares. In order to reduce the Company's cost of financing, the Company intends to use approximately £173 million (€194 million) of the net proceeds it will receive from the Global Offer to redeem 51% (through a tender offer) of the Group's $450 million 8.75% senior notes due 2023 (the "**Notes**") and the

Section E—Offer		
		balance of the proceeds of approximately £147 million (€166 million) is intended to be used to repay part of the Group's US Dollar and Euro tranches under its term loan facility consisting of a US Dollar tranche of an aggregate principal amount of $1,065 million and a Euro tranche of an aggregate principal amount of €325 million (the "**Term Loan**"). The sale of the Sale Shares will provide the Individual Shareholders with an opportunity for a partial realisation of their respective investments in the Company.
E.3	**Terms and conditions of the offer**	The Offer Shares will consist of 148,333,333 New Ordinary Shares and 11,148,243 Sale Shares. In addition, up to a further 23,922,236 Ordinary Shares (representing 15% of the total number of Offer Shares), in aggregate, are being made available by the Over-allotment Shareholders pursuant to the Over-allotment Option. Under the Global Offer, all Offer Shares will be sold at the Offer Price. Offer Shares will be (a) offered and sold to certain institutional and qualified professional investors in the United Kingdom and elsewhere outside the United States in compliance with Regulation S and (b) sold in the United States only to persons reasonably believed to be QIBs in reliance on Rule 144A or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. In connection with the Global Offer, the Stabilising Manager or its agents may over-allot Ordinary Shares (up to a maximum of 15% of the total number of Ordinary Shares comprised in the Global Offer) and effect other stabilisation transactions with a view to supporting the market price of the Ordinary Shares at a level higher than that which might otherwise prevail in the open market. It is expected that Admission will take place and unconditional dealings in the Ordinary Shares on the LSE will commence at 8.00 a.m. (London time) on 30 October 2017. Prior to Admission, it is expected that dealings in the Ordinary Shares will commence on a conditional basis on the LSE at 8.00 a.m. (London time) on 25 October 2017. The earliest date for settlement of such dealings will be 30 October 2017. All dealings in Ordinary Shares prior to the commencement of unconditional dealings will be on a "when issued basis" and will be of no effect if Admission does not take place. All such dealings will be at the sole risk of the parties concerned. The Global Offer is subject to the satisfaction of certain conditions contained in the Underwriting Agreement, which are typical for agreements of this nature. Certain conditions are related to events which are outside the control of the Company, the Directors, the Selling Shareholder, the Institutional Shareholders and the Underwriters. None of the Offer Shares may be offered for subscription, sale or purchase or be delivered, or be subscribed, sold or delivered, and this Prospectus and any other offering material in relation to the Offer Shares may not be circulated, in any jurisdiction where to do so would breach any securities laws or regulations of any such jurisdiction or give rise to an obligation to obtain any consent, approval or permission, or to make any application, filing or registration. Under the terms and conditions of the Global Offer, each investor makes certain representations, warranties and acknowledgements to the Company, the Selling Shareholder and the Underwriters customary for an offer of this

Section E—Offer		
		type, including but not limited to: (a) in relation to certain characteristics of the investor; (b) the investor's compliance with restrictions contained in the terms and conditions of the Global Offer and with specified laws and regulations; (c) reliance, responsibility and liability in respect of this Prospectus, the Global Offer and information outside of this Prospectus; (d) compliance with laws; (e) jurisdiction and (f) liability for duties or taxes.
E.4	**Interests material to the issue/offer, including conflicting interests**	Other than as disclosed in Element B.6 above, there are no other interests, including the Selling Shareholder's and the Institutional Shareholders' interests, that are material to the Global Offer.
E.5	**Name of the offeror/Lock-up agreements**	The Company and the Shareholders (other than the Directors) who hold Ordinary Shares at Admission, are subject to a 180 day lock-up period post-Admission during which they have agreed not, without the prior written consent of the Joint Global Co-ordinators (acting on behalf of themselves and the other Underwriters), to, *inter alia*, issue, in the case of the Company only, or to dispose of any Ordinary Shares (or any interest in or rights to any Ordinary Shares). The Directors are subject to a 365 day lock-up period post-Admission during which they have agreed not, without the prior written consent of the Joint Global Co-ordinators (acting on behalf of themselves and the other Underwriters), to, *inter alia*, dispose of any Ordinary Shares (or any interests in or rights to Ordinary Shares). The Executive Directors have agreed that if, at the end of the 365 day lock-up period post Admission, the Institutional Shareholders continue to hold Ordinary Shares, then the Executive Directors will not, without the prior written consent of the Company and the Institutional Shareholders *inter alia*, dispose of any Ordinary Shares (or any interests in or rights to Ordinary Shares) for an additional 180 day period, except that during this period the Executive Directors will be permitted to participate in any sale of Ordinary Share by the Institutional Shareholders on a pro rata basis. The Individual Shareholders (other than the Executive Directors) have also agreed to lock-up restrictions for a further period of 185 days in addition to the 180 day lock-up period from Admission. All lock-up arrangements are subject to certain customary exceptions. In addition, the Institutional Shareholders' lock-up undertaking includes exceptions for (a) security interests granted to margin loan lenders in respect of any margin loan facilities made available to the Institutional Shareholders, and (b) any transfers of Ordinary Shares to margin loan lenders, their nominees or affiliates or a third party pursuant to enforcement of any security entered into in accordance with (a), provided, in each case, that such transferee(s) agrees to be bound by the same lock-up undertaking (save that such transferee(s) shall not have the benefit of the foregoing exceptions). Such margin loans could encompass the entire shareholdings of the Institutional Shareholders.
E.6	**Dilution**	Up to 148,333,333 New Ordinary Shares will be issued by the Company pursuant to the Global Offer. The existing ordinary shares in issue as at 24 October 2017 (being the latest practicable date prior to publication of this Prospectus) (the "**Existing Ordinary Shares**") will represent 71.4% of the total issued Ordinary Shares immediately following Admission.

Section E—Offer		
E.7	**Estimated expenses charged to the investor by the Company**	Not applicable; there are no commissions, fees or expenses to be charged to investors by the Company or the Selling Shareholder under the Global Offer.

RISK FACTORS

Any investment in the Ordinary Shares is subject to a number of risks. Prior to investing in the Ordinary Shares, prospective investors should carefully consider the factors and risks associated with any investment in the Ordinary Shares, the Group's business and the industry in which it operates, together with all other information contained in this Prospectus, including the risks described below, and consult with their professional advisers.

Prospective investors should note that the risks relating to the Group, its industry and the Offer Shares summarised in the section of this Prospectus entitled "Summary" are the risks that the Directors and the Group believe to be the most essential to an assessment by a prospective investor of whether to consider an investment in the Offer Shares. However, as the risks that the Group faces relate to events and depend on circumstances that may or may not occur in the future, prospective investors should consider not only the information on the key risks summarised in the section of this Prospectus entitled "Summary" but also, among other things, the risks and uncertainties described below.

The following is not an exhaustive list or explanation of all risks that investors may face when making an investment in the Ordinary Shares and should be used as guidance only. Additional risks and uncertainties relating to the Group that are not currently known to the Directors, or that the Directors currently deem to be immaterial, could also adversely affect the Group and/or the value of the Ordinary Shares. The order in which the following risk factors are presented does not necessarily reflect the likelihood of their occurrence or the relative magnitude of their potential material adverse effect on the business, financial condition, results of operations and prospects of the Group.

Various statements in this Prospectus, including the following risk factors, may constitute forward-looking statements as further described in the section of this Prospectus entitled "Presentation of Information".

RISKS RELATING TO THE GROUP'S BUSINESS AND INDUSTRY

Automobile sales and production are directly impacted by macroeconomic factors and an economic downturn or economic uncertainty could adversely affect the Group's business.

The Group's customers are primarily OEMs in the automotive industry. The Group's business is therefore directly related to vehicle production and automobile sales by the Group's OEM customers, both of which are highly sensitive to the performance of the global economy and other macroeconomic factors outside the Group's control. Consumer demand for automobiles is subject to considerable volatility as a result of general economic conditions, levels of employment, inflation, prevailing wages, levels of disposable income, tax increases, population growth, demographic trends, fuel prices, availability and cost of consumer credit and industrialisation in developing countries. Declines in the availability of consumer credit and attractive leasing arrangements and increases in consumer borrowing costs have negatively impacted global automobile sales and resulted in lower vehicle production volume in the past and may do so in the future. Although the global economy has recovered to a certain extent from the severe downturn which began in late 2007, there can be no assurance that this recovery is sustainable or that there will be no recurrence of similar adverse financial and economic conditions in the future. Automobile sales and production are highly cyclical. The purchase of an automobile is a significant expense and during economic downturns or periods of economic uncertainty consumers tend to refrain from making large purchases and existing automobile owners tend to retain their existing automobiles for longer especially if consumer credit is unavailable or costly. Lower global automobile sales could therefore result in the Group's OEM customers significantly reducing vehicle production schedules and reducing, delaying or cancelling plans to purchase the Group's products.

The Group may be negatively impacted by adverse economic conditions in the geographic regions in which it or its customers operate, or in which automobiles that incorporate the Group's products are sold. Europe, from which the Group generated 39% of its revenue in FY 2016, may undergo a renewed economic downturn following the United Kingdom's June 2016 vote to withdraw from the European Union or a worsening of the recent sovereign debt crisis in the Eurozone, which included the collapse of financial institutions, high government debt and rapidly rising bond yield spreads in government securities in several European countries. The United States, which accounted for 23% of the Group's revenue in FY 2016, may also undergo a renewed economic downturn or there may be a significant change in United States trade policies and in the trade relations and agreements between the United States and countries in which the Group operates, such as Mexico and China. For example, the withdrawal or renegotiation of multilateral trade agreements, such as the North American Free Trade Agreement and Trans-Pacific Partnership, or the imposition of new, or changes to existing, taxes, customs and/or duties, could have an adverse impact on economic and trade conditions and increase economic and market uncertainty in the geographic regions in which the Group operates. The

economies of emerging markets are susceptible to the prevailing economic conditions in more developed economies and regions, such as North America and Europe. These developments or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and could significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Should any of the above risks materialise there could be a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group's sales of products in the regions in which its customers operate ultimately depend on the success of its customers in those regions. If customers are unsuccessful in a particular region or market, this is likely to affect OEM production requirements and therefore OEM demand for the Group's products, which could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The results of the United Kingdom's referendum on withdrawal from the European Union may have a negative effect on global economic conditions, financial markets and the Group's business.

On 23 June 2016, a majority of voters in the United Kingdom elected to withdraw from the European Union in a national referendum. The referendum was advisory and the terms of any withdrawal are subject to a negotiation period that could last at least two years following the formal initiation of the withdrawal process by the government of the United Kingdom, which occurred on 29 March 2017. Nevertheless, the referendum has created significant uncertainty about the future relationship between the United Kingdom and the European Union, including with respect to the laws and regulations that will apply as the United Kingdom determines which European Union-derived laws to replace or replicate in the event of a withdrawal. The referendum has also given rise to calls for the governments of other European Union member states to consider withdrawal. These developments or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict the Group's access to capital, which could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group's business is susceptible to changes in consumer demand and preferences.

In addition to general economic conditions and macroeconomic trends, automobile sales are impacted by consumer demand and preferences, including, among others, general changes in consumers' use of modes of transportation and the popularity of a particular automotive vehicle model, platform or technology, such as HEVs and EVs. In the future, private and commercial users of transportation may make increased use of modes of transportation other than automobiles. This could be driven by, among other things, rising costs for automotive transport of people and goods (e.g., rising fuel prices, toll fees or vehicle or other taxes), increasing traffic density in major cities and factors relating to environmental protection and growing ecological awareness. Moreover, the number of automobiles sold could decline due to changes in consumers' long-term behaviour, such as increased use of collective transportation (e.g., buses, carpooling, car sharing concepts, rail transport, etc.) and cars losing their appeal as status symbols. In addition, the introduction by OEMs of new models every few years can impact the popularity of a specific model and competing models. Changes in demand trends for automobiles, including HEVs and EVs, and the corresponding fluctuations in OEM customer demand for the relevant products of the Group could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Most of the Group's OEM customers do not commit to minimum purchase orders for the life of a platform, and a decline in the production requirements of any of the Group's OEM customers could adversely impact the Group's revenue and profitability.

Most OEMs do not commit to minimum purchase quantities for the life of a vehicle model or platform. Although the Group receives contracts (in the form of purchase orders) from its OEM customers, these contracts generally provide for the supply of an OEM customer's requirements for a particular vehicle model or platform and generally do not provide for the purchase of a specific quantity of the Group's products. Moreover, many OEM customer contracts contain provisions that permit the Group's OEM customers to unilaterally cancel their contracts with the Group with limited or no notice. The contracts the Group has entered into with most of its OEM customers have terms ranging from one year to the life of the vehicle model or platform (usually five to six years), although OEM customers generally reserve the right to terminate the contract at will. As a result, the revenue to be generated by the Group from contracts entered into with its OEM

customers are inherently subject to a number of risks and uncertainties relating to OEM demand and underlying consumer demand for a particular vehicle model or platform that could affect the actual purchase volumes and, correspondingly, the revenue and profitability of the Group's contractual arrangement with an OEM for a specific vehicle model or platform. A significant decrease in consumer demand for key vehicle models or platforms sold by any of the Group's major OEM customers or the ability of an OEM customer to re-source and discontinue purchasing products from the Group for a particular vehicle model or platform could have a material adverse effect on the Group. The reduction or loss of business with respect to, or the lack of commercial success of, a vehicle model or platform for which the Group is a significant supplier could reduce its revenue and thereby adversely affect the Group's business, financial condition, results of operations and prospects.

To the extent that the Group does not maintain its existing level of business with its key OEM customers because of a decline in their production requirements or because their contracts expire or are terminated for convenience, the Group will need to attract new customers or win new business with existing customers. Should the Group fail to do so, this could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Competition in the Group's markets could reduce its profitability or market share.

The global automotive component supply industry is highly competitive. Competition amongst automotive system and component suppliers is based primarily on product quality, price, product reliability, timeliness of delivery, product design capability, technical expertise, development capability, new product innovation, financial viability, operational flexibility, customer service, reputation and overall management. Should the Group be unable to continue to supply high quality products within reliable delivery timeframes to OEM customers in the future, such OEM customers could purchase products from the Group's competitors.

The Group's primary competitors include a broad range of international, regional and local companies some of whom are focused on particular products or product groups and/or geographical regions. Some of the Group's competitors may have greater financial, technical and/or marketing resources than the Group which could enhance their ability to finance acquisitions, fund internal growth and/or respond more quickly to technological changes. The Group's competitors may also foresee and react to the course of market development more effectively than the Group, develop products that are superior to the Group's products, produce similar products at a lower cost or adapt more quickly than the Group to evolving customer requirements. Competitors of the Group may also have facilities located near an OEM customer where the Group is not currently present, which would reduce the transportation costs associated with the delivery of products from those facilities to the OEM customer. In addition, competitors of the Group may have stronger relationships with existing or new OEMs than the Group, particularly in respect of OEMs that are active in the developing HEV and EV markets.

Increased consolidation among the Group's competitors could allow competitors to further benefit from additional economies of scale, being able to offer more comprehensive product portfolios and increasing the size of the markets they serve. In addition, the Group faces the risk of the entry of new competitors in the markets where it operates, particularly in emerging markets such as China, where new entrants may be state-funded and/or where the Group anticipates that existing market participants will act aggressively to preserve and increase their market share. The entry of new competitors could result in increasing price pressure, reduced margins, higher employee turnover and labour costs and a reduction in the Group's existing market share.

Any of these factors, alone or in combination, could result in a reduction in the Group's current market share and competitive position and could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Continued pricing pressures, OEM cost reduction initiatives, the ability of OEMs to re-source or cancel vehicle programmes and customer consolidation may result in lower than anticipated revenue and profit margins or losses.

The Group's OEM customers face constant pressure to lower their selling and production costs to be competitive against their peers. Most OEMs, for example, have annual price reduction initiatives and cost savings objectives with their suppliers. In this regard, the Group's OEM customer supply agreements generally require reductions in the selling prices of the Group's systems and components over the term of a vehicle platform or model.

OEMs have leverage over their suppliers, including the Group, because the automotive component supply industry is highly competitive, serves a limited number of OEM customers, has a fixed cost base and at times

has had periods of excess capacity. As OEMs may award the Group significant future business and have a contractual right to terminate their existing supply contracts at will, they have significant leverage in pricing negotiations. Based on these factors, and the fact that the Group's customers' vehicle programmes typically last a number of years and are anticipated to encompass large volumes, the Group's OEM customers are able to negotiate favourable pricing. These pricing pressures are impacted by the market power and scale of the Group's customers and may increase in the event of consolidation among the Group's OEM customers as combined OEMs may have greater production volumes and therefore greater purchasing power, in which case corresponding negotiating leverage could increase. In addition, the acquisition of one of the Group's customers by an entity that is not a customer of the Group may have an adverse impact on demand for the Group's products from the acquired entity and lead to the loss of the acquired customer. Accordingly, the Group is subject to continuing pressure from OEMs to reduce the price of its products and expects such pricing pressure to continue in the future as OEMs continue to pursue cost-cutting initiatives.

No assurance can be given that such pricing pressures can be fully offset by reductions in the Group's operating costs or improved operating efficiencies in order to maintain current margins or that the Group's competitors will not be in a better position to react to such pricing pressures. If the Group is unable to maintain competitive prices for its products, it may not be able to retain existing business or win new business. These pricing pressures from the Group's OEM customers could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group may incur material losses and costs as a result of warranty claims, product liability and product recalls.

The Group is constantly exposed to the risk of selling and delivering products that do not meet customer requirements or specifications. Although the Group engages in extensive product quality programmes and processes, the Group's products may not meet customer specifications. This can be compounded by the strategy employed by many OEMs to increasingly use standardised parts in different vehicle models and platforms in order to achieve synergies and cost savings, which may increase the risks of such non-compliance occurring across a larger number of vehicles. This could cause the Group to lose revenue, incur increased warranty and recall costs associated with product testing, repairs and replacement, experience delays, cancellations or rescheduling of orders for its products until the cause of the warranty claim has been identified and remedied, experience increased product returns or discounts or even a product recall and suffer damage to its reputation, each of which could negatively affect its business, financial condition, results of operations and prospects. If a product does not meet customer requirements or specifications, an OEM may decide to continue production and replace parts that do not meet its specifications at a later date (at the Group's cost). In addition, the Group's customers could potentially claim damages on the basis of breach of contract even if the relevant product is later replaced. These claims can be expensive to defend and can divert the attention of management and other personnel for significant periods of time. In addition, even if the Group is successful in defending such a claim, claims of this nature could negatively affect OEM customer confidence in the Group and its products.

The causes of warranty issues are sometimes beyond the Group's control. In addition to errors in the design, development, production or handling of the Group's products, components or materials delivered by the Group's suppliers and integrated in the Group's products or manufacturing process may be non-conforming.

Whilst the Directors believe that the Group's established reserves are adequate to cover potential warranty claims with respect to significant potential warranty matters of which it is currently aware, the Group's warranty reserves are based on its best estimates of amounts necessary to resolve such known potential claims and the final amounts determined to be due from the Group related to these matters could differ materially from the Group's current estimates and established reserves.

If any of the Group's products do not, or are alleged to not, meet customer specifications and are determined to present an unreasonable vehicle safety risk, such products may be subject to recall by the OEM customer. Each of the Group's OEM customers has its own practices regarding product recalls and other product liability actions relating to its suppliers. The Group's customers frequently seek contribution from their suppliers in connection with product recalls and product liability claims. Liability for such claims is generally uncapped and the Group may face fines and/or other measures imposed by government and regulatory agencies that could have a material adverse effect on the Group's business, financial condition, results of operations and prospects

Increases in the costs of the raw materials and other supplies that the Group uses in its products may have a negative impact on the Group's profitability.

The Group uses a broad range of materials and supplies in its products, including petroleum-based resins, steel, aluminium and other metals, chemicals, electronic components and semiconductors. Significant changes in the markets in which the Group purchases materials, components and supplies for the manufacture of its products may adversely affect its profitability, particularly in the event of significant increases in demand for its products where there is no corresponding increase in supply of the raw materials that it uses, or in the event of inflation or other pricing increases. The prices of the raw materials used by the Group, and the raw materials used by its suppliers, have fluctuated significantly in the past and may continue to be volatile in the future. For example, prices for certain metals such as aluminium reached all-time highs in 2008, then declined significantly that year during the global economic crisis, rose again sharply in the period from 2009 to 2010 and have continued to be volatile in recent years. Furthermore, during periods of declining raw material prices, customers may demand price reductions for the Group's products despite the fact that the Group may be using existing inventories that were produced with higher raw material and supply costs. This could, in turn, have a negative impact on the Group's profit margins.

The Group does not generally have a contractual right to pass supply and raw material cost increases onto its customers, and although it has had some success in doing so in the past, there can be no assurance that it will be able to do so in the future. Even where the Group is able to pass on such price increases to the customer, it may not be able to do so on a timely basis. In addition, the Group may not always be able to substitute any raw materials or other supplies with lower cost alternatives that still meet customer requirements. Any long-term increase in the cost of the Group's raw materials or other supplies, and resultant increase in the price of the Group's products may ultimately negatively impact demand for its products.

The Group's inability to pass on price increases to its customers, in part or in full, or find suitable substitutes for its raw materials could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

A significant loss of or disruption at a key manufacturing facility or of a critical piece of equipment at a manufacturing facility of the Group could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Damage and loss caused by a fire, explosion, accident, natural disaster, terrorist attack, severe weather condition, labour issue or other disruption of the Group's production process at its manufacturing facilities or within its supply chain may be severe. For example, a mechanical failure or disruption affecting any operating line, including any disruption or production capacity constraints resulting from the Group's failure or inability to accurately or effectively manage its manufacturing facilities or changes in its production levels, may result in a disruption in the Group's ability to supply its customers. If any of the Group's manufacturing facilities were to be shut down unexpectedly, if certain of the Group's manufacturing operations or equipment and machinery within an otherwise operational facility were to cease production unexpectedly or if the Group were to fail to accurately or effectively manage its manufacturing facilities or changes in its production levels, there can be no assurance that alternative production capacity would be available or that, if it were available, it could be obtained quickly enough or at the same cost or could be easily transferred. Operational disruptions and interruptions and process problems, including problems related to start-up issues at facilities or resulting from the Group's failure or inability to accurately or effectively manage changes in its production levels, may lead to significant production downtimes and interruptions to deliveries to OEM customers, which can in turn trigger claims by OEM customers for losses related to assembly shut-down and lost production.

While the Group manufactures its products in numerous facilities and maintains insurance in respect of its facilities, including business interruption insurance, a significant loss of the use of all or a portion of one of its key manufacturing facilities, whether short-term or long-term, could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Disruptions in the supply of materials and components that the Group, its suppliers or its customers use in their products or in their supply chains may adversely affect the Group's business.

Given the "just-in-time" delivery method employed by the Group and its suppliers, any reduction in the availability of, or periodic delays in, the delivery of certain raw materials and components could significantly disrupt the Group's production. Such disruptions could be caused by, for example, closures of one or more of the Group's supplier's plants or manufacturing lines due to strikes, mechanical failures or breakdowns, electrical outages, fires, explosions, political upheaval, severe weather, natural or nuclear disasters and delayed

customs processing, among other things. Financial difficulties of major suppliers to the Group may also lead to delays in the delivery of raw materials and components. The unavailability, for whatever reason, of any raw material or component required to manufacture one or more of the Group's products could force the Group to cease production, potentially for a prolonged period.

In the event that the Group has to source raw materials or components from another supplier, a failure of a product to achieve the required quality could force the Group to halt deliveries while it validates the quality of alternative raw materials or components. In addition, many of the Group's OEM customers have approval rights with respect to the suppliers used by the Group, thereby limiting the Group's ability to source raw materials or components from other suppliers at short notice if the relevant OEM customer has not already approved such other supplier. Failure to replace any of its suppliers on commercially reasonable terms, or at all, could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Even where products are ready to be shipped by the Group, delays may arise before they reach the Group's customers. The Group's customers may halt or delay their production if one of their other suppliers fails to deliver necessary components. This may cause the Group's OEM customers, in turn, to suspend their orders or instruct the Group to suspend delivery of its products. Where an OEM customer halts production because of another supplier failing to deliver on time, it is unlikely the Group will be fully compensated, if at all, for its losses and expenses.

If the Group fails to make timely deliveries in accordance with its contractual obligations, it generally has to absorb its own costs for identifying and solving the problem as well as expeditiously producing replacement components or products. Generally, the Group must also carry the costs associated with "catching up", such as overtime and premium freight. Additionally, if the Group is the cause for an OEM customer being forced to halt production, the OEM customer may seek to recoup all of its losses and expenses from the Group. Any supply-chain disruption, however small, could potentially cause the partial or complete shutdown of an assembly line of one of the Group's OEM customers, and any such shutdown that is due to causes that are within the Group's control could expose the Group to material claims for compensation, which may include claims for direct and consequential losses such as lost profits and have a negative impact on the Group's relationship with such OEM customer and the Group's reputation more generally.

As the Group has extensive operations in emerging markets, the risk of disruptions in the supply of materials and components that the Group and its customers use in their products is heightened due to the potential for greater political, economic and social instability, limited transportation infrastructure and difficulties in finding alternative reliable, cost-efficient and qualified suppliers in these regions.

Any of these risks or any other disruption in the Group's supply chain or the delivery of its products could have a material adverse effect on its business, financial condition, results of operations and prospects.

The Group's production requirements may not develop in accordance with forecasts and OEM demand for the Group's products may be difficult to anticipate.

The volume and timing of production requirements of the Group's OEM customers may vary due to management of their inventory, design changes, changes in their manufacturing strategy, acquisitions of, or consolidation among, customers and underlying consumer demand for OEMs' automobiles. The Group has underutilised its manufacturing lines in the past and may continue do so from time to time in the future.

The Group also faces challenges estimating production volume and managing production capacity across all of its manufacturing facilities. If the Group overestimates the volume of products it expects to sell, it will have excess production capacity which would likely reduce the efficiency of production and the margins on the products sold. The Group's production is bespoke to a particular automotive platform and therefore the Group's products cannot easily be transferred to another production order. In such instances, the Group may be left with inventory that cannot be sold in the near-term. If the Group underestimates the volume of products it needs to produce at any of its facilities, or if the Group fails to accurately or effectively manage its manufacturing facilities or changes in its production levels, it may be unable to meet customer orders within agreed timeframes. This may occur because existing facilities do not have sufficient capacity, the Group has insufficient inventory or the costs of transporting goods from one site to another would be uneconomical. As a consequence, the Group may be required to incur additional costs and pay financial penalties for the late delivery of products to customers.

The Group's OEM customers do not commit to production schedules for the lifetime of the platform or even part of the life of the platform. The Group's inability to forecast the level of OEM customer orders with

certainty makes it difficult to schedule production and maximise utilisation of manufacturing capacity even when a supply contract is in place with an OEM. Inability to improve utilisation levels for its manufacturing lines or efficiently manage its production capacity will likely lead to the Group incurring increased fixed costs.

Any of these events, alone or in combination, could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group may not be able to continue to successfully develop new products and technologies or respond quickly enough or at all to changes in legislative, regulatory or industry requirements to launch new commercially viable products and technologies.

Changes in legislative, regulatory or industry requirements or in competitive technologies may render certain of the Group's existing products obsolete or less attractive. There can be no assurance that the Group will be able to develop sufficient new products or other sources of revenue if certain products become obsolete or if competitors introduce technological advantages that the Group does not possess.

To compete effectively in the automotive supply industry, the Group must be able to successfully develop and introduce high quality and innovative products and technologies, such as the Group's products for HEVs and EVs, to meet its customers' needs in a timely and cost-effective manner.

The Group is subject to the risks generally associated with new product introductions and applications, including lack of market acceptance, delays in product development or production and failure of new products to operate properly. Loss of reputation and customers may also arise if the Group is not able to develop, produce and deliver products at the high quality standards its customers expect.

The Group's development and introduction of new and improved products depends on its ability to successfully implement technological innovations in design, engineering and manufacturing, which requires extensive investment. Any reduction in investment could reduce its ability to develop and implement technological innovations, which may materially reduce demand for its products. Equally, any investment devoted to the development of new technologies and products that fail to be accepted in the marketplace or that fail to be commercially viable may result in the partial or total loss of such investment.

There can be no assurance that the Group will be able to install and certify the equipment needed to manufacture products for new vehicle or platform programmes in time for the start of production or that the Group's customers will execute the launch of their new vehicle or platform programmes on schedule for the Group to supply products.

The Group's failure to respond to changes in legislative, regulatory or industry requirements or to successfully design and launch new profitable products quickly enough or at all could adversely affect its business, financial condition, results of operations and prospects.

The Group is exposed to foreign currency exchange rate fluctuations as a result of its substantial global operations, which may adversely affect its financial results.

As a result of its global operations, the Group generates a significant portion of its revenue and incurs a significant portion of its expenses in various currencies. The Group's primary currency exposures are to the US Dollar, the Euro, the Korean Won and the Chinese Renminbi. Net currency exposure from sales or expenses denominated in a foreign currency arises to the extent that the Group does not incur corresponding or offsetting expenses or sales in the same foreign currency. As a result, the Group is exposed to fluctuations in these currencies. The Group generally seeks to mitigate its external transactional currency risk by negotiating revenue and supplier contracts in each operating unit's functional currency, and also hedges certain residual exposures that are considered highly probable for a period of up to twelve months. In certain jurisdictions, the Group is restricted in its ability to enter into hedges in excess of specified amounts or time periods, which limits its ability to mitigate transactional currency risk in such jurisdictions.

In addition, because the results of operations of some of the Group's operating entities are reported in currencies other than Euros, the Group faces currency translation risk when such financial results are translated into Euros at the applicable exchange rate for inclusion in the Group's consolidated financial statements. Currency translation risks also arise in connection with the Group's intercompany financing activities, such as its intercompany loans between the Group's subsidiaries in the United States (for which the functional currency is the US Dollar) and the United Kingdom (for which the functional currency is the Euro). Furthermore, because a significant portion of its indebtedness is denominated in US Dollars, the Group faces potential currency risk when its cash from operations in other currencies (including Euros) is converted into US Dollars in connection with the servicing of its indebtedness.

The Group historically has not hedged against specific entity translation effects of currency fluctuations and does not currently hedge against such effects across all global entities, which have impacted and will continue to impact the Group's results of operations. The Group's current hedging arrangements were put in place in October 2015 and are primarily related to reducing the Group's foreign currency exposure on its US Dollar based financing facilities. These hedging arrangements may not be effective or may be insufficient with respect to the level of coverage regarding the Group's financing exposures, and the Group may fail to successfully implement and manage these hedging arrangements. There can be no assurances that fluctuations in currency rates and exposures will not have a material adverse effect on the Group's business, financial condition, results of operations or prospects.

Employee strikes and labour-related disruptions involving the Group or one or more of its customers or suppliers may adversely affect its operations and agreements with unions or work councils could reduce the Group's ability to manage its cost base.

The Group's business is labour-intensive and the Group participates in a number of works councils and other represented employee forums, particularly in Europe. Since a significant portion of the Group's workforce is unionised or otherwise party to collective bargaining agreements, a strike or other form of significant work disruption by the Group's employees would be likely to have an adverse effect on its ability to operate its business. Although the Group believes that it has established good relationships with its employees and their unions, such relationships could deteriorate in the future and the Group could experience demand for significant wage increases, strikes or other types of disputes with labour unions or its employees. For example, work stoppages at the Group's manufacturing facilities in Brazil are common during wage negotiations and there may be further work stoppages at this location or the Group's other locations in the future. Furthermore, labour unrest or work stoppages could affect operations regardless of whether the workforce is unionised or subject to a collective bargaining arrangement. If a strike or other action by labour were to cause a work stoppage or other slowdown at one or more of the Group's production facilities, the Group could experience significant disruption to its operations. Labour unrest or strikes associated with the Group's operations could also damage its reputation with customers or in the market generally.

The Group may experience significant increases in labour costs as a result of the renegotiation of collective bargaining agreements or if a greater percentage of the Group's workforce becomes unionised or otherwise party to a collective bargaining agreement. Any limit in such collective bargaining agreements or other arrangements on the Group's ability to adjust workforce headcounts or salaries or to restructure its business in response to difficult economic conditions could also adversely affect the Group's business, financial condition, results of operations and prospects. The Group seeks to negotiate wages and salaries on terms that allow it to offer its products at competitive prices and the Group may face strikes or other industrial action in the course of such negotiations.

Moreover, many of the Group's customers and suppliers also have unionised workforces. A labour dispute involving the Group's customers or suppliers or another supplier to the Group's customers that results in a slowdown or a closure of an assembly plant where the Group's products are manufactured or are needed for assembly could also adversely affect the Group's business, financial condition, results of operations and prospects.

The Group is exposed to risks in connection with the funding of certain of its pension and other post-retirement benefit obligations.

The Group has pension and other post-retirement benefit obligations to certain of its current employees and retirees. The Group operates defined benefit and defined contribution pension plans in the United States, the United Kingdom and Canada. All of the defined benefit plans are final salary plans which provide benefits to members in the form of a guaranteed level of pension payable for life. As at 30 June 2017 the Group's US and UK defined benefit pension plans recorded deficits of $77.4 million and £1.7 million respectively and the Group's defined benefit pension plan in Canada recorded no deficit.

Employer funding contributions to the funded defined benefit pension plans are agreed at each formal valuation and for H1 2017 and FY 2016 were €1.3 million and €2.7 million, respectively. The Group's defined benefit pension plan contributions for the twelve months ended 30 June 2018 are expected to amount to approximately €5.7 million.

Key assumptions used to value the Group's pension and other post-retirement benefit obligations and the cost of providing such benefits, funding requirements and expense recognition include the discount rate, the expected long-term rate of return on pension assets, the health care cost trend rate and assumptions underlying

actuarial methods. If the actual trends in these factors are less favourable than the trustees' assumptions, the Group may have to contribute additional cash to fund its obligations under these plans. The Group's ability to satisfy the funding requirements associated with its pension and other post-retirement benefit obligations to its current employees and retirees will depend on its cash flow from operations and its ability to access credit and the capital markets. The funding requirements of these benefit plans and the related expense reflected in its financial statements are affected by several factors that are subject to an inherent degree of uncertainty and volatility, including government regulation. The values attributable to the externally invested pension plan assets are subject to fluctuations in the capital markets that are beyond the Group's influence. Unfavourable developments in the capital markets could result in a substantial coverage shortfall for these pension obligations, resulting in a significant increase in the Group's net pension and post-retirement benefit obligations. Any such increase could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Under the US Employee Retirement Income Security Act of 1974 (as amended), the US Pension Benefit Guaranty Corporation ("**PBGC**") has the authority to petition a court to terminate an underfunded defined benefit pension plan under certain limited circumstances. In the event the Group's pension plans are terminated by the PBGC, it could be liable to the PBGC for the entire amount of the underfunding, as calculated by the PBGC based on its own assumptions (which would likely result in a larger obligation than that based on assumptions the Group has used to fund such plans). Alternatively, the PBGC could require the Group to make additional contributions to the plans, thereby reducing the funds available to fund the Group's operations, which could have a material adverse effect on its business, financial condition, results of operations and prospects.

Under the Pensions Act 2004, the UK Pensions Regulator may issue a contribution notice requiring contributions to be paid into the relevant plan by an employer in a UK defined benefit plan or any person who is "connected with" or is an "associate of" an employer in a UK defined benefit plan. A contribution notice may be issued if the Pensions Regulator is of the opinion that (i) the relevant person has been a party to an act, or a deliberate failure to act, which had as its main purpose (or one of its main purposes) the avoidance of pension liabilities or (ii) the relevant person has been a party to an act, or a deliberate failure to act, which has a materially detrimental effect on a pension plan without sufficient mitigation having been provided. Directors of the participating employer are also potentially subject to the Pensions Regulator's power to issue a contribution notice. The Group's risks related to the funding of its pension and other post-retirement obligations mentioned above could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group may not realise the anticipated benefits of any acquisitions it makes or joint ventures it enters into, and may incur unforeseen liabilities.

The Group intends to grow organically and may also grow through acquisitions of strategic businesses, products or technologies or by entering into joint ventures in the fluid handling sector. Successful growth through future acquisitions and/or joint ventures is dependent upon the Group's ability to identify suitable acquisition or joint venture targets, conduct appropriate due diligence, secure financing, negotiate transactions on favourable terms and ultimately complete such transactions and integrate the related business into the Group. Acquisitions or joint ventures involve numerous risks, including:

- difficulties in the integration of the acquired businesses or incorporating joint ventures including challenges with the integration of internal controls;
- the incurrence of significant integration or restructuring costs in excess of estimates;
- the diversion of the Group's management team's attention from other business concerns;
- uncertainties in assessing the value, strengths and potential profitability of, and identifying the extent of all weaknesses of, acquisition or joint venture candidates;
- the incurrence or assumption of unknown liabilities or contingencies, including environmental, tax, pension and litigation liabilities, and undisclosed or unanticipated risks with respect to customers, suppliers, employees, government authorities or other parties;
- adverse effects on existing customer and supplier relationships;
- disruption of the Group's existing operations;
- incurrence of substantial indebtedness;

- potentially dilutive issues of equity securities;
- difficulties associated with the entry into markets in which the Group has little or no direct prior experience;
- the potential loss of key customers, management and employees of an acquired business;
- failure to achieve operating and financial synergies; and
- unanticipated changes in business, industry or general economic conditions that affect the assumptions underlying the Group's rationale for pursuing the acquisition or joint venture.

The Group cannot ensure that it will be able to successfully integrate acquisitions or incorporate joint ventures that it undertakes or that such acquisitions or joint ventures will perform as planned or prove to be beneficial to its business, financial condition, results of operations and prospects. If the Group experiences the negative effects of any one or more of the risks identified above, it may not realise the benefits anticipated to result from an acquisition or a joint venture, which could have a material adverse effect on its business, financial condition, results of operations and prospects.

The Group may lose or fail to attract and retain key employees and management personnel.

An important aspect of the Group's competitiveness is its ability to attract and retain key employees and management personnel particularly during periods when the Group is expanding its production and operations. Its ability to do so is influenced by a variety of factors, including the compensation it awards in line with compensation practices for London-listed companies and the competitive market position of its overall compensation package. It may not be as successful as competitors at recruiting, assimilating and retaining highly skilled personnel in key areas of its business including product development, engineering, operations and management. The Group faces competition for suitably qualified employees and management personnel and there is no assurance that it will successfully attract such personnel. Such competition may be particularly strong in certain of the geographies in which the Group operates, including China, where turnover of personnel is high and a deep understanding of local markets and the ability to speak the local language are key to developing close relationships with customers. The loss of the services of any member of senior management or a key salaried employee and the inability to replace such personnel could have an adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group faces risks associated with doing business globally.

A significant number of the Group's manufacturing facilities are in countries outside of Europe and the United States, including China, South Korea, India and Mexico. In FY 2016, approximately 37% of the Group's revenue was from sales to customers in emerging markets (including China). The Group's global operations are subject to certain risks inherent in doing business globally, including:

- exposure to local economic, political and labour conditions;
- changes in laws and regulations or trade, monetary or fiscal policy, including interest rates, foreign currency exchange rates and the rate of inflation;
- tariffs, quotas, customs and other import or export restrictions and other trade barriers;
- expropriation and nationalisation;
- difficulty of enforcing agreements, collecting receivables and protecting assets through non-US or non-European legal systems;
- reduced intellectual property protection;
- limitations on repatriation of earnings;
- investment restrictions or requirements;
- violence and civil unrest;
- domestic or international terrorist events and hostilities;
- complications due to natural or nuclear disasters;
- compliance (historical and future) with the requirements of applicable anti-bribery laws, including the UK Bribery Act 2010 (the "**Bribery Act**") and the US Foreign Corrupt Practices Act of 1977 ("**FCPA**");

- compliance (historical and future) with sanctions and export control provisions (including the US Export Administration Regulations) in several jurisdictions, including the United Kingdom, the European Union, the United States and China;
- changes in tax laws, regulations or policies;
- social laws that prohibit or make certain restructuring actions costly or cost-prohibitive; and
- controls on the repatriation of cash, including the imposition or increase of withholding and other taxes on remittances and other payments by its subsidiaries.

Specifically, the Group may be negatively impacted by the United Kingdom's June 2016 vote to withdraw from the European Union and/or any significant change in United States trade policies and in the trade relations and agreements between the United States and countries in which the Group operates, such as the withdrawal or renegotiation of multilateral trade agreements, including the North American Free Trade Agreement and Trans-Pacific Partnership, or the imposition of new, or changes to existing, taxes, customs and/or duties. Such changes could increase taxes and other costs to the Group, require changes to the Group's manufacturing locations in order to maintain a competitive footprint with certain customers or otherwise have an adverse impact on the Group's business, financial condition, results of operations and prospects.

In addition, increasing its manufacturing footprint in Asian markets, including China, and its business relationships with Asian OEMs are important elements of the Group's strategy as is expanding its manufacturing footprint in other emerging markets. As a result, the Group's exposure to the risks described above may be greater in the future as it expands its business in these regions. The likelihood of the occurrence of the risks described above and their potential impact on the Group vary from country to country and are unpredictable.

The Group is susceptible to a failure of, or disruptions in, the Group's information technology networks and systems.

The Group's information technology networks and systems are at risk of damage from computer viruses, unauthorised access, cyber-attack, power outages and other similar disruptions. The Group relies upon information technology networks and systems to process, transmit and store electronic information, and to manage or support a variety of business processes and activities. The operation of these information technology networks and systems and the proper processing and maintenance of this information are critical to the Group's business operations. Any malfunction or other interruption in the Group's information technology networks and systems which interfaces with its customers could adversely affect the Group's ability to keep its operations running efficiently and could affect product availability particularly in the country, region or business in which the malfunction occurs and a wider or sustained disruption to the Group's business cannot be excluded. Any disruption to the Group's operations may result in the delay in or suspension of the manufacture or delivery of the Group's products to customers.

Additionally, the Group and certain of its third-party vendors collect and store personal information in connection with human resources operations and other aspects of the Group's business. Damage of, disruption to or unauthorised access to the Group's information technology networks and systems could compromise the Group's networks and the information the Group stores could be accessed, publicly disclosed or lost. Any such access, disclosure or other loss of information could result in legal claims or proceedings, liability or regulatory penalties under laws protecting the privacy of personal information, unauthorised access to sensitive business data (including information relating to the Group's intellectual property or business strategy or those of its customers) or damage to its reputation. The Group may also incur significant costs in the future to protect against damage caused by these disruptions or security breaches. Any of these issues could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group's insurance coverage could prove inadequate.

The Group has taken out insurance policies in relation to a number of risks associated with its business activities and there can be no assurance that it will not incur losses or that no claims will be brought that exceed the type and scope of its existing insurance coverage. The Group has not purchased insurance for consequential damages, product recalls, environmental damages, terrorist acts and war-related events. If any such uninsured risk materialises, the Group may be exposed to significant liabilities which could have a material adverse effect on it.

Following a number of claims or after one major claim, the insurance premiums payable by the Group may be increased or the terms and conditions of the insurance coverage may become less favourable. This may also

occur following a general change in the insurance markets. There can be no assurance that the Group will continue to be able to obtain sufficient levels of insurance for the respective risks it incurs in connection with its business operations on terms and conditions that are economically justifiable. The Group's policies are subject to standard limitations and, in the case of business interruption insurance, amongst other things, limitations apply with respect to the length of the interruption covered and the maximum amount that may be recovered.

If the Group incurs losses for which there is no, or only insufficient, insurance coverage, or if, particularly due to the aforementioned reasons, higher insurance premiums and/or restrictions on insurance coverage are required, this may have a material adverse effect on its business, financial position, results of operations and prospects.

LEGAL AND REGULATORY RISKS

The Group is subject to extensive laws and regulations which could increase its costs and could have an adverse impact on its business, financial condition, results of operations and prospects.

The Group and the automotive industry are subject to a variety of laws and regulations which may have a direct or indirect effect on the Group's business, including those relating to the reporting of certain claims, taxes and levies, data privacy, healthcare costs, safety, international trade and immigration, among other things, each of which vary significantly from jurisdiction to jurisdiction and are sometimes conflicting.

In addition, changes in laws and regulations, more stringent enforcement or alternative interpretation of existing laws and regulations in jurisdictions in which the Group currently operates can change the legal and regulatory environment, making compliance with all applicable laws and regulations more challenging and expensive given the Group's global footprint. Violations of such laws and regulations by the Group, its employees, its agents or its suppliers could result in civil and criminal fines, penalties and sanctions against the Group, its officers or its employees, as well as prohibitions on the conduct of its business and on its ability to offer its products in one or more countries, which could have a material adverse effect on its business, financial condition, results of operations and prospects.

Specifically, the Group may be negatively impacted by the United Kingdom's June 2016 vote to withdraw from the European Union and/or any significant change in United States trade policies and in the trade relations and agreements between the United States and countries in which the Group operates, such as the withdrawal or renegotiation of multilateral trade agreements, including the North American Free Trade Agreement and Trans-Pacific Partnership, or the imposition of new, or changes to existing, taxes, customs and/or duties. The likelihood of the occurrence of such changes and their potential impact on the Group vary from country to country and are unpredictable. Such changes could increase taxes and other costs to the Group, require changes to the Group's manufacturing locations in order to maintain a competitive footprint with certain customers or otherwise have an adverse impact on the Group's business, financial condition, results of operations and prospects.

Developments or assertions made by the Group or against it relating to intellectual property rights could materially adversely impact its business.

The Group owns significant intellectual property, including patents, trade secrets, proprietary processes and know-how. It relies on patents and contractual restrictions to protect its intellectual property rights. Given that monitoring unauthorised use of intellectual property rights can be difficult and expensive and remedies may not be available where contractual restrictions are breached, the Group may lose a competitive advantage and incur significant expenses. There can be no assurance that the Group's rights will be sufficiently protected and as a result the Group could suffer infringements of its intellectual property rights.

The Group is also subject to the risk that competitors will engage in unauthorised copying of its production and process know-how, resulting in it potentially losing technology leadership and advantages. The risks of such unauthorised copying are especially high in certain markets outside Western Europe and the United States, including China and India. Such infringements and copying of know-how, if they relate to a sufficiently critical, or a sufficient number of, rights, products or processes, could lead to significant losses of revenue or goodwill that could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

In addition, the Group faces an inherent risk of exposure to the claims of others that the Group has allegedly violated their intellectual property rights. The Group cannot assure that it will not experience any material intellectual property claim losses in the future or that it will not incur significant costs to defend such claims.

In addition, the Group's existing intellectual property rights are not indefinite and will expire. There can be no assurance that the Group will develop sufficient revenue streams protected by equivalent rights in the future to replace revenue streams as the relevant intellectual property rights lapse. The Group could also be blocked or "locked out" of potential future revenue streams if its competitors are able to patent certain innovations before it can do so. The Group may have to procure a licence for the relevant technology, which may not be available on commercially reasonable terms, if at all, and may significantly increase the Group's operating expenses or may require it to restrict its business activities in one or more respects. As a result, the Group may also be required to develop alternative non-infringing technology, which could require significant effort and expense. If the Group fails to develop sufficient revenue streams covered by adequately robust intellectual property rights, it could lose market share and revenue to competitors.

Any of these developments, alone or in combination, could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group may be adversely affected by environmental regulations, litigation or other liabilities.

The Group and its customers are subject to a wide range of environmental laws and regulations governing, among other things:

- the generation, storage, handling, use, transportation, presence of or exposure to hazardous materials;
- the emission and discharge of hazardous materials into the ground, air or water; and
- the incorporation of certain chemical substances into products, including electronic equipment.

The Group is required to obtain permits from governmental authorities for certain operations, including environmental permits and licences relating to its manufacturing and assembly facilities. If the Group violates or fails to comply, or is deemed to have previously violated or failed to comply, with these laws, regulations or permits, it could be fined or otherwise sanctioned by regulators.

Certain environmental laws impose liability, sometimes regardless of fault, for investigating or cleaning up contamination on or emanating from the Group's currently or formerly owned, leased or operated property, as well as for damages to property or natural resources and for personal injury arising out of such contamination. These environmental laws also assess liability on persons who arrange for hazardous substances to be sent to third party disposal or treatment facilities when such facilities are found to be contaminated.

Environmental laws are complex, change frequently and have tended to become more stringent over time. For example, the adoption of emission control regulations in jurisdictions in which the Group operates manufacturing facilities could require the implementation of further health and safety and other measures that could be costly, and could also impact utilisation rates and increase the amount the Group spends annually on energy. While the Group has budgeted for future capital and operating expenditures to maintain compliance with environmental laws, there can be no assurance that environmental laws will not change or become more stringent in the future and the Group's costs of complying with current and future environmental laws, and its liabilities arising from past or future practices or facilities, will not adversely affect its business, financial condition, results of operations and prospects.

The Group's production, manufacturing and distribution activities are subject to health and safety risks.

The Group's production, manufacturing and distribution operations are carried out under potentially hazardous conditions. Although the Group operates in accordance with relevant health and safety regulations and requirements, liabilities may arise as a result of accidents or other workforce related incidents, some of which may be beyond the Group's control. Accidents, events or conditions that are detrimental to the health and safety of the Group's employees could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

RISKS RELATING TO TAX

The Group is or may be exposed to a number of different uncertainties relating to taxes, which could have a material adverse effect on its business, financial condition, results of operations and prospects.

The Group is required to pay taxes in multiple jurisdictions. It determines the tax liability it is required to pay based on its interpretation of applicable tax laws and regulations in the jurisdictions in which it operates. It is subject to tax audits by governmental authorities in the United States and various non-US jurisdictions, which are inherently uncertain. Negative or unexpected results from one or more such tax audits could adversely affect the Group's business, financial condition, results of operations and prospects. Tax controls and changes

in tax laws or regulations (including retrospective changes) or the interpretation given to them may expose the Group to negative tax consequences, including interest payments and potential penalties, which could have a material adverse effect on its business, financial condition, results of operations and prospects.

In addition, the Company or one or more of its subsidiaries may become treated as a resident or as otherwise being engaged in a trade or business or having a permanent establishment in one or more jurisdictions in which the Group currently believes the Company or the relevant subsidiary is not so treated. If that were to happen, the Company or the relevant subsidiary would be subject to net income taxation in that jurisdiction on some or all of its or the relevant subsidiary's income (depending on the jurisdiction and the circumstances). No assurance can be given that the Group will not be subject to such taxes retrospectively or prospectively or that such taxes will not be substantial. The imposition of such taxes could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Although the Group cannot assure that any prospective or retroactive tax adjustment caused by a change in tax law or interpretation thereof, an unfavourable tax audit outcome or by any other matter not previously considered will not be material, the Directors believe the Group's established tax reserves are adequate to cover the potential tax claims and settlements of which they are currently aware. The Group's tax reserves are based on its best estimates of amounts necessary to settle such known potential claims, including with respect to matters relating to withholding tax issues in China and the availability of certain deductions and claimed incentives in certain other jurisdictions including Spain and India, among others. The Group regularly evaluates the level of these reserves and adjusts them when appropriate. However, the final amounts determined to be due related to these matters could differ materially from the Group's recorded estimates.

If the Company were deemed to be a passive foreign investment company for US federal income tax purposes for any taxable year, US holders of the Offer Shares could be subject to certain adverse US federal income tax consequences.

Based on the composition of the Company's income and assets, the manner in which the Company operates and the expected market value of the Company's assets (as may be indicated by the expected market price of the Ordinary Shares following the Global Offer), the Company does not expect to be a passive foreign investment company ("**PFIC**") for US federal income tax purposes for the prior taxable year, the current taxable year or in the foreseeable future. However, the application of the PFIC rules is subject to uncertainty in several respects, and the Company cannot assure investors that the US Internal Revenue Service (the "**IRS**") will not take a contrary position. Furthermore, this is a factual determination that must be made annually after the close of each taxable year. If the Company is a PFIC for any taxable year during which a US Holder (as defined in Section 3.1 (*Introduction*) of Part X: "*Taxation*" of this Prospectus) owns Offer Shares, certain adverse US federal income tax consequences could apply to such US Holder. See Section 3.4 (*Passive foreign investment company*) of Part X: "*Taxation*" of this Prospectus.

RISKS RELATING TO THE ORDINARY SHARES

The Institutional Shareholders may exercise significant influence over the Group following the Global Offer and their interests may differ from the majority of other Shareholders.

Immediately following Admission, the Institutional Shareholders will hold 65.9% in aggregate of the voting rights in the Company, decreasing to 61.3% in aggregate if the Over-allotment Option is exercised in full. As a result, the Institutional Shareholders will have the ability to exercise significant influence over the Company's management and operations and certain of the Company's corporate decisions, including the election or removal of Directors, the declaration of dividends, whether to accept the terms of a takeover offer and other matters to be determined by the Company's shareholders. Furthermore, the Institutional Shareholders will be able to influence the outcome of certain matters by blocking special resolutions of the Company, including resolutions amending the Company's Articles, disapplying pre-emption rights and requesting court approved capital reductions. In exercising their voting rights, the Institutional Shareholders may be motivated by interests that are different from the majority of other Shareholders.

The Company and the Institutional Shareholders have entered into the Relationship Agreement, details of which are set out in Section 12 (*Material contracts*) of Part XI: "*Additional Information*" of this Prospectus to regulate their relationship following Admission and, in particular, to ensure that the Company is capable of operating and making decisions for the benefit of Shareholders as a whole and independently of the Institutional Shareholders at all times. The Bain Funds may invest in businesses that compete with the Group. There can be no assurance that the interests of the Institutional Shareholders will coincide with the interests of

purchasers of the Ordinary Shares or that the Institutional Shareholders will act in a manner that is in the best interests of the Group.

In addition, pursuant to the terms of the Relationship Agreement, the Institutional Shareholders have a right to nominate for appointment to the Board: (a) two Bain Directors for so long as the Institutional Shareholders and their associates' shareholding in the Company is equal to or more than 25% and (b) one Bain Director for so long as the Institutional Shareholders and their associates' shareholding in the Company is equal to or more than 10% but is less than 25%.

In addition, the Bain Funds have retained the right to enter into margin loan facilities following Admission. Should the Institutional Shareholders enter into a margin loan facility, the security granted in favour of the relevant margin loan lenders (which may be one or more of the Banks and/or their respective affiliates) could represent all or a significant majority of the Ordinary Shares that the BCOH Shareholder will hold in the Company following Admission. The enforcement of this security by margin loan lenders could have a significant impact on the Company's ordinary shareholding structure. The enforcement of this security, in whole or in part, by margin loan lenders will reduce the Institutional Shareholders' ordinary shareholding in the Company's share capital and may result in them ceasing to be a significant shareholder. In certain circumstances the enforcement of the security may also trigger an obligation on the relevant margin loan lender to make a mandatory offer pursuant to Rule 9 of the UK City Code on Takeovers and Mergers (the "**Takeover Code**"). Rule 9.1 of the Takeover Code states that, except with the consent of the Panel on Takeovers and Mergers (the "**Takeover Panel**"), when any person, together with any concert parties, is interested in shares which carry not less than 30% of the voting rights of a company but does not hold shares carrying more than 50% of such voting rights and such person, or any concert party, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which he is interested, such person shall make a mandatory cash offer for such company. However, the Takeover Code also provides that, where shares are charged as security for a loan and, as a result of enforcement, the lender would otherwise incur an obligation to make a mandatory cash offer, the Takeover Panel will not normally require such an offer if sufficient interests in shares are disposed of within a limited period to persons unconnected with the lender, so that the percentage of shares carrying voting rights in which the lender, together with any persons acting in concert with it, is interested is reduced to the percentage held by those persons prior to the triggering acquisition being made. Any such disposal, or the perception that such disposal may occur, may depress the market price of the Ordinary Shares and could impair the Group's ability to raise capital through the sale of additional equity securities. In addition, in giving its consent, the Takeover Panel will require that, until such time as the interests in shares are disposed of, appropriate restrictions are imposed on the exercise of voting rights attaching to the shares in which the lender or persons acting in concert with the lender are interested.

There has been no prior public trading market for the Ordinary Shares and an active trading market may not develop or be sustained in the future.

Prior to Admission, there has been no public trading market for the Ordinary Shares. Although the Company has applied to the FCA for admission to the premium listing segment of the Official List and has applied to the LSE for admission to trading on its main market for listed securities, the Company can give no assurance that an active trading market for the Ordinary Shares will develop or, if developed, will be sustained following the Global Offer. If an active trading market is not developed or maintained, the liquidity and trading price of the Ordinary Shares could be adversely affected, including by volatility. The Offer Price for the Ordinary Shares has been determined by the Company and the Bain Funds (in consultation with the Joint Global Co-ordinators) and may not be indicative of prices that will prevail in the open market following the Global Offer. Consequently, investors may not be able to sell the Ordinary Shares at prices equal to or greater than the price they paid in the Global Offer.

The share prices of publicly traded companies can be highly volatile.

Publicly traded securities experience from time to time significant price and volume fluctuations that may be unrelated to the operating performance of the companies that have issued them. Following Admission, the market price of the Ordinary Shares may prove to be highly volatile. The market price of the Ordinary Shares may fluctuate significantly in response to a number of factors, many of which are beyond the Group's control, including:

- fuel price fluctuations;
- variations in financial or operating results in the Group's reporting periods, including differences between expected and actual performance;

- changes in market valuation or operating or financial results of similar companies;
- announcements by the Group of significant contracts, acquisitions, strategic alliances, joint ventures or capital commitments or speculation, whether or not founded, regarding the same;
- speculation, whether or not founded, regarding additions or departures of key personnel;
- failure by securities analysts to publish research reports about the Company or the publication by securities analysts of unfavourable commentary about the Company;
- differences in financial or operating performance of the Group compared to the expectations of securities analysts or industry participants;
- speculation, whether or not founded, regarding future issues or sales of Ordinary Shares;
- cyclical fluctuations in the performance of the Group's business;
- strategic actions by competitors (including acquisitions and restructurings);
- speculation, whether or not well-founded, regarding the intentions of the Group's major shareholders or significant sales of shares by any such shareholders or short-selling of the Ordinary Shares;
- adverse resolution of new or pending litigation, regulatory or other proceedings against any member of the Group;
- stock market price and volume fluctuations;
- competitor and/or sector news flow;
- changes in foreign exchange rates; and
- general economic, industry, political and regulatory conditions.

Any or all of these events could result in material fluctuations in the price of the Ordinary Shares which could lead to investors being unable to recover their original investment.

Future sales of Ordinary Shares could depress the market price of the Ordinary Shares.

Immediately following Admission, the Institutional Shareholders will own 65.9% of the issued and outstanding Ordinary Shares (decreasing to 61.3% if the Over-allotment Option is exercised in full). Following the expiry of the applicable lock-up period, or the waiver of the lock-up restrictions, by the Joint Global Coordinators, the Company's Shareholders who were subject to lock-ups may sell Ordinary Shares in the open market. Further details of the lock-up restrictions are contained in Section 10 (*Lock-up arrangements*) of Part IX: "*Details of the Global Offer*" of this Prospectus. There can be no assurance that such parties will not sell Ordinary Shares or effect other transactions upon the expiry of the applicable lock-up period or the waiver of the lock-up restrictions and the Company cannot predict the effect, if any, that future sales of Ordinary Shares, or the availability of the Ordinary Shares for future sale, will have on the market price of the Ordinary Shares. During the periods immediately prior to and following the end of the periods of sales restriction provided for by these lock-up arrangements, the market price of the Ordinary Shares may fall in anticipation of a sale of Ordinary Shares. Any sales of substantial amounts of Ordinary Shares in the public market, or the perception or any announcement that such sales might occur, could result in a material adverse effect on the market price of the Ordinary Shares and could impair the Group's ability to raise capital through the sale of additional equity securities. In addition, certain of the Ordinary Shares could be granted as security by the BCOH Shareholder in connection with margin loan facilities, the enforcement of which would reduce the Institutional Shareholders' ordinary shareholding, may have a significant impact on the Company's ordinary shareholding structure and corporate governance and may also depress the market price of the Ordinary Shares and could impair the Group's ability to raise capital through the sale of additional equity securities.

Future issues of Ordinary Shares or other share capital may dilute the holdings of Shareholders.

Other than the Global Offer, the Company has no current plans for an offering of Ordinary Shares or other share capital and will, pursuant to the terms of the lock-up granted by it in favour of the Joint Global Co-ordinators under the Underwriting Agreement, be unable to do so for a period of 180 days after Admission (subject to certain limited exceptions). Further details of these lock-up restrictions are contained in Section 10 (*Lock-up arrangements*) of Part IX: "*Details of the Global Offer*" of this Prospectus. However, it is possible that the Company may decide to offer additional Ordinary Shares or other share capital in the future, either to raise capital, in connection with future acquisitions or for other purposes. Subject to the pre-emption rights in

the Articles, an additional offering may have a dilutive effect on the holdings of Shareholders and could have an adverse effect on the market price of the Ordinary Shares. Awards made following Admission under TIFS Long-term Incentive Plan (the "**LTIP**") will also dilute Shareholders.

The Company may not be able to, or may choose not to, pay dividends and it cannot assure investors that it will make dividend payments in the future.

The Company may not be able to, or may chose not to, pay dividends in the future. The payment of future dividends will depend on, *inter alia*, the Group's future profit, financial position, distributable reserves, working capital requirements, general economic conditions and other factors that the Directors deem significant from time to time. The Company may choose not to pay dividends if the Directors believe that this could cause any Group member to be less than adequately capitalised or if for any other reason the Directors conclude it will not be in the best interests of the Company. There can be no assurance that the Company will pay dividends or, if it does choose to pay dividends, as to the amount of such dividends.

The Company is a holding company with substantially all of its operations conducted through its subsidiaries. Its ability to pay dividends on the Ordinary Shares depends on its ability to obtain cash dividends and other cash payments or obtain loans from the Group's subsidiaries.

The Company conducts substantially all of its operations through subsidiaries that generate substantially all of the Group's operating income and cash flow. Because the Company has no direct operations or significant assets other than the share capital of its subsidiaries, it relies on those entities for cash flows to pay dividends, if any, on the Ordinary Shares and, in the long-term, to pay other obligations at the holding company level that may arise from time to time. The ability of the Company's subsidiaries to make payments to the Company depends largely on their financial condition and ability to generate profits. In addition, because the Company's subsidiaries are separate and distinct legal entities, they will have no obligation to pay dividends or to lend or advance the Company funds and may be restricted from doing so by contract (including financing arrangements), other shareholders or the applicable laws and regulations of the countries in which they operate. There can be no assurances that the Group's subsidiaries will generate sufficient profits and cash flows to pay dividends or lend or advance to the Company sufficient funds to enable it to meet its obligations, including obligations to pay interest and other expenses, and to pay dividends, if any, on the Ordinary Shares. Consequently, holders of the Ordinary Shares may not receive any return on their investment unless they sell their Ordinary Shares for a price greater than that which they paid for them, which may not be possible. These risks could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Shareholders outside the United Kingdom may not be able to participate in future equity offerings.

The Articles provide for pre-emption rights to be granted to Shareholders, unless such rights are disapplied by a shareholder resolution. However, securities laws of certain jurisdictions may restrict the Group's ability to allow participation by Shareholders in future offerings. In particular, Shareholders in the United States may not be entitled to exercise their pre-emption rights unless such an offering is registered under the US Securities Act or made pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

Overseas shareholders may be subject to exchange rate risk.

The Ordinary Shares are, and any dividends to be paid in respect of them will be, denominated in pounds sterling. An investment in Ordinary Shares by an investor whose principal currency is not pounds sterling exposes the investor to foreign currency exchange rate risk. Any depreciation of pounds sterling in relation to such foreign currency will reduce the value of the investment in the Ordinary Shares or any dividends in foreign currency terms.

PRESENTATION OF INFORMATION

Presentation of financial information

Historical financial information

The historical financial information presented in this Prospectus consists of audited combined and consolidated financial information for each of FY 2014, FY 2015, FY 2016 and H1 2017. Unless otherwise stated, no other financial information presented in this Prospectus has been audited.

The historical financial information in Section B (*Historical financial information relating to the Group*) of Part VII: "*Historical Financial Information*" of this Prospectus has been prepared in accordance with the requirements of the Listing Rules and IFRS. On 30 June 2015, a subsidiary of the Company acquired the share capital of TIFS Holdings Limited (previously known as Omega Holdco II Limited and prior to that TI Fluid Systems Limited) ("**TIFSHL**"), which prior to that date was the ultimate parent company of the Group. The historical financial information presents a combined and consolidated financial track record of those businesses that were part of the Group for FY 2014, FY 2015, FY 2016 and H1 2017. The basis of preparation and the significant accounting policies applied are further explained in Section B (*Historical financial information relating to the Group*) of Part VII: "*Historical Financial Information*" of this Prospectus.

Non-IFRS measures

In this Prospectus, certain financial measures are presented that are not recognised or defined by IFRS, including "**EBIT**", "**Adjusted EBIT**", "**EBITDA**", "**Adjusted EBITDA**", "**Free Cash Flow**", "**Cash Flow Conversion**", and "**Adjusted Effective Tax Rate**" (the "**Company's Non-IFRS measures**").

The Company defines EBIT as earnings before interest and taxation, which is calculated as profit for the period adjusted for income tax expense (including exceptional items) and net finance expense (including exceptional items).

The Company defines EBITDA as profit for the period before income tax expense (including exceptional items), net finance expense (including exceptional items), depreciation (including property, plant & equipment ("**PP&E**") impairment) and amortisation (including intangible impairment).

The Company defines Adjusted EBITDA as EBITDA further adjusted for exceptional administrative expenses, other losses and (gains) and other reconciling adjustments. Included within other reconciling adjustments are restructuring charges, the Bain management fee, adjustment for associate income not received in cash and the reversal of purchase price adjustments arising on acquisitions.

The Company defines Adjusted EBIT as Adjusted EBITDA less depreciation (including PP&E impairment) and amortisation (including intangible impairment) arising on tangible and intangible assets before adjusting for any purchase price adjustments to fair values arising on acquisitions.

The Company defines Free Cash Flow as Adjusted EBITDA less capital expenditures related to the purchase of PP&E and investments in intangible assets. See Section 6 (*Liquidity and capital resources*) of Part V: "*Operating and Financial Review*" of this Prospectus.

The Company defines Cash Flow Conversion as Free Cash Flow as a percentage of Adjusted EBITDA.

The Company defines Adjusted Effective Tax Rate as Adjusted Income Tax Expense Before Exceptional Items as a percentage of Adjusted Profit Before Income Tax.

The Company defines Adjusted Profit Before Income Tax as profit before income tax adjusted for non-tax effected UK expenses, non-tax deductible US transaction costs and costs related to the Global Offer.

The Company defines Adjusted Income Tax Expense Before Exceptional Items as income tax expense before exceptional items adjusted for the tax impact of material one-off items and prior year tax provisions and adjustments.

In this Prospectus, the Company's Non-IFRS measures and related ratios are presented for the Company and its consolidated subsidiaries. The Company's Non-IFRS measures and related ratios should not be considered in isolation and are not measures of the Group's financial performance or liquidity under IFRS and should not be considered as alternatives to profit or loss for the period or any other performance measures derived in accordance with IFRS or as an alternative to cash flow from operating, investing or financing activities or any other measure of the Group's liquidity derived in accordance with IFRS.

The Company's Non-IFRS measures do not necessarily indicate whether cash flow will be sufficient or available for cash requirements and may not be indicative of the Group's results of operations. In addition, the Company's Non-IFRS measures, as the Group defines them, may not be comparable to other similarly titled measures used by other companies in the Group's industry. The Company's Non-IFRS measures have limitations as analytical tools and an investor should not consider these measures in isolation from, or as a substitute for, analysis of the Group's results of operations. Some limitations of these measures are that:

- EBIT, Adjusted EBIT, EBITDA, Adjusted EBITDA, and Adjusted Effective Tax Rate do not reflect the Group's capital expenditures or capitalised product development costs, its future requirements for capital expenditures or its contractual commitments;
- EBIT, Adjusted EBIT, EBITDA, Adjusted EBITDA, and Adjusted Effective Tax Rate do not reflect changes in, or cash requirements for, the Group's working capital needs;
- EBIT, Adjusted EBIT, EBITDA, Adjusted EBITDA, and Adjusted Effective Tax Rate do not reflect the interest expense, or the cash requirements, necessary to service interest or principal payments on the Group's debt;
- although depreciation and amortisation are non-cash charges, the assets being depreciated and amortised will often need to be replaced in the future and EBIT, Adjusted EBIT, EBITDA, Adjusted EBITDA, and Adjusted Effective Tax Rate do not reflect any cash requirements that would be required for such replacements; and
- some of the items that the Group eliminates in calculating Adjusted EBIT, Adjusted EBITDA, and Adjusted Effective Tax Rate reflect cash payments that were made, or will be made in the future.

Similarly, Free Cash Flow and Cash Flow Conversion have limitations as analytical tools and investors should not consider either of these metrics in isolation. For example, Free Cash Flow and Cash Flow Conversion do not represent the total increase or decrease in the Group's cash balance for the period. In addition, other companies, including companies in the Group's industry, may not use Free Cash Flow and Cash Flow Conversion, may calculate either of these metrics in a different manner than the Group does, or may use other financial measures to evaluate their performance, all of which could reduce the usefulness of Free Cash Flow and Cash Flow Conversion as comparative measures.

The Company's Non-IFRS measures may not be indicative of the Group's historical operating results, nor are they meant to be a projection or forecast of future results. The Directors believe that non-IFRS measures provide useful information to investors, securities analysts and other interested parties as supplemental measures of performance and liquidity. They also present these measures because they eliminate the effect of certain non-cash and cash items that are not directly related to the Group's underlying operational performance and, in the Directors' view, provide a useful basis for assessing trends in the Group's operational performance over time. The Company's Non-IFRS measures and similar measures are used by different companies for differing purposes and are often calculated in ways that reflect the circumstances of those companies. Investors should exercise caution in comparing the Company's Non-IFRS measures as reported by the Group to EBIT, Adjusted EBIT, EBITDA, Adjusted EBITDA, Free Cash Flow, Cash Flow Conversion and Adjusted Effective Tax Rate or similarly titled measures of other companies. Adjusted Effective Tax Rate does not reflect the Group's current or future tax position. The information presented in the reconciliation of the Company's Non-IFRS measures is unaudited and has not been prepared in accordance with IFRS or any other accounting standards.

Unaudited pro forma financial information

The unaudited pro forma statement of net assets contained in Section B (*Unaudited pro forma statement of net assets of the Group*) of Part VIII: "*Pro Forma Financial Information*" of this Prospectus illustrates the effect of the Global Offer and the redemption of 51% (through a tender offer) of the Company's Notes and repayment of part of the Company's indebtedness under the Term Loan as if they had occurred on 30 June 2017. The unaudited pro forma financial information is for illustrative purposes only. Because of its nature, the unaudited pro forma financial information addresses a hypothetical situation and, therefore, does not represent the Company's or the Group's actual financial position. Future results of operations may differ materially from those presented in the unaudited pro forma information due to various factors. Further, the unaudited pro forma financial information is based on available information and certain assumptions and estimates, including with respect to currency exchange rates, that the Directors believe are reasonable and may differ materially from the actual adjusted amounts.

The unaudited pro forma financial information has been prepared in a manner which is consistent with the accounting policies adopted by the Company in the preparation of the audited historical information set out in Section B (*Historical financial information relating to the Group*) of Part VII: "*Historical Financial Information*" of this Prospectus. The Prospectus Rules regarding the preparation and presentation of the unaudited pro forma financial information vary in certain respects from Article 11 of Regulation S-X promulgated under the US Securities Act and, accordingly, the unaudited pro forma financial information included herein should not be relied upon as if it had been prepared in accordance with such requirements.

Prospective investors should refer to the basis of preparation of the unaudited pro forma financial information set forth in Section B (*Unaudited pro forma statement of net assets of the Group*) of Part VIII: "*Pro Forma Financial Information*" of this Prospectus.

Other

All references in this Prospectus to revenue relating to customers and nameplates exclude tooling, prototype and development revenue.

Presentation of other information

Market, industry and other statistical data

This Prospectus contains historical market data and forecasts which have been obtained from industry publications, market research and other publicly available information. Certain information regarding market size, market share, market position, growth rate and other industry data pertaining to the Group and its business contained in this Prospectus consists of Directors' estimates and conclusions based on their review of internal Company data, external third-party data, reports compiled by professional organisations and other sources, including IHS Markit and the Boston Consulting Group.

The Company confirms that third party information contained in this Prospectus has been accurately reproduced, and so far as the Company is aware and is able to ascertain from information published by that third party, no facts have been omitted that would render the reproduced information inaccurate or misleading. Where third party information is contained in this Prospectus, the source of such information has been identified.

Rounding

Percentages and certain amounts included in this Prospectus have been rounded for ease of preparation. Accordingly, numerical figures shown as totals in certain tables may not be the exact arithmetic aggregations of the figures that precede them. In addition, certain percentages and amounts contained in this Prospectus reflect calculations based on the underlying information prior to rounding and, accordingly, may not conform exactly to the percentages or amounts that would be derived if the relevant calculations were based upon the rounded numbers.

Currencies

In this Prospectus:

- references to "€" or "Euro" are to the currency introduced at the start of the third stage of the European economic and monetary union pursuant to the Treaty Establishing the European Community;
- references to "$", "US$" or "US Dollars" are to the lawful currency of the United States of America;
- references to "pounds sterling", "£" or "pence" are to the lawful currency of the United Kingdom;
- references to "Chinese Renminbi" are to the lawful currency of the People's Republic of China; and
- references to "Korean Won" or "KRW" are to the lawful currency of the Republic of Korea.

Unless otherwise indicated, the financial information contained in this Prospectus has been expressed in Euro. The Group prepares its financial information in Euro. Unless otherwise indicated, this Prospectus contains certain translations of amounts in British pounds sterling, US Dollars and Euros for the convenience of the reader based on the following exchange dates as at 2.00 p.m. on 24 October 2017 (being the latest practicable date prior to publication of this Prospectus):

- €1 to $1.18;

- €1 to £0.89; and
- £1 to $1.33.

Constant currency adjustments

The Group has presented certain line items from its income statement using constant currency translation rates in order to help investors compare the Group's period-to-period performance excluding the impact of fluctuating exchange rates on the translation results of subsidiaries. The foreign exchange rates used in calculating these constant currency amounts were set based on the most recent financial period in the comparison and then applied to the previous or, in the case of CAGR, the earliest financial period being compared. The measures presented on a constant currency basis should not be considered in isolation or as an alternative to the measures reported on the Group's income statement or the notes thereto, and should not be construed as a representation that the relevant currency could be or was converted into Euro at that rate or at any other rate.

Times

All times referred to in this Prospectus are, unless otherwise stated, references to the time in London, United Kingdom.

Information not contained in this Prospectus

Without prejudice to any obligation of the Company to publish a supplementary prospectus pursuant to section 87G of FSMA and Prospectus Rule 3.4.1, neither the delivery of this Prospectus nor any subscription or sale made pursuant to this Prospectus shall, under any circumstances, create any implication that there has been no change in the business or affairs of the Company or the Group since the date hereof or that the information contained herein is correct as of any time subsequent to the date of this Prospectus.

The Company will update the information provided in this Prospectus by means of a supplementary prospectus if a significant new factor that may affect the evaluation by prospective investors of the Global Offer occurs prior to Admission or if this Prospectus contains any material mistake or inaccuracy. Any supplementary prospectus will be subject to approval by the UK Listing Authority and will be made public in accordance with the Prospectus Rules. If a supplement to the Prospectus is published prior to Admission, investors shall have the right to withdraw their subscriptions made prior to the publication of the supplement. Such withdrawal must be done within the time limits set out in the supplement (if any) (which shall not be shorter than two days after publication of the supplement).

Forward-looking statements

Certain information contained in this Prospectus, including any information as to the Group's strategy, plans or future financial or operating performance constitutes "forward-looking statements". These forward-looking statements can be identified by the use of terminology such as, "aims", "anticipates", "assumes", "believes", "budgets", "could", "contemplates", "continues", "estimates", "expects", "intends", "may", "plans", "predicts", "projects", "schedules", "seeks", "shall", "should", "targets", "would", "will" or, in each case, their negative or other variations or comparable terminology. Forward-looking statements appear in a number of places throughout this Prospectus and include, but are not limited to, express or implied statements relating to:

- the Group's business strategy and outlook;
- the Group's future results of operations;
- the Group's future financial and market positions;
- the Group's margins, profitability, cash, borrowings and prospects;
- expectations as to the Group's future growth;
- the Group's plans with respect to capital expenditure;
- general economic trends and other trends in the industry in which the Group operates;
- the impact of laws and regulations on the Group and its operations; and
- the competitive environment in which the Group operates.

By their nature, forward-looking statements are based upon a number of estimates and assumptions that, whilst considered reasonable by the Company are inherently subject to significant business, economic and competitive uncertainties and contingencies. Known and unknown factors could cause actual results to differ materially from those indicated, expressed or implied in such forward-looking statements.

Investors are cautioned that forward-looking statements are not guarantees of future performance. Any forward-looking statements in this Prospectus reflect the Company's current view with respect to future events and are subject to certain risks relating to future events and other risks, uncertainties and assumptions including, but not limited to:

- the cyclical nature of automotive sales and production;
- the potential for decreased demand for the Group's products due to global and regional market and economic conditions;
- changes in consumer demand, spending on automobiles and the availability and cost of credit;
- changes in the trends underlying the automotive industry;
- changes in the product requirements of the Group's customers and customer demand for the Group's products;
- pricing pressures;
- uncertain success of significant vehicle platforms;
- economic sensitivity of the automotive markets of China and other emerging markets;
- lack of successful new product introductions;
- disruptions or constraints in the supply of direct materials, including raw materials and components;
- increased competition in the automotive industry;
- increases in the cost of direct materials and other supplies;
- failure to effectively manage fixed and variable costs;
- failure to meet the needs of the rapidly changing market or the requirements imposed by government mandates and regulations;
- the loss or disruption of one or more of the Group's manufacturing facilities;
- reliability and consistent performance of the Group's information systems;
- failure to realise the benefits of future acquisitions and/or joint ventures;
- labour-related disruptions;
- pension and other post-retirement benefit obligations;
- the Group's ability to attract and retain qualified personnel to successfully execute the Group's operating plans;
- currency fluctuations;
- risks related to worldwide operations and doing business in emerging markets including tax uncertainties;
- quality problems related to any of the Group's products;
- the cost of compliance with environmental, health and safety laws and regulations;
- failure to protect the Group's proprietary rights;
- litigation costs and expenses;
- the Group's indebtedness and the restrictions in the Group's debt agreements that limit the Group's flexibility in operating the Group's business;
- expectations and financial objectives regarding the development of the Group's revenue, Adjusted EBIT, capital expenditures and investments in research and development, interest expenses, Adjusted Effective Tax Rate and leverage over the medium term; and
- other factors as set forth in this Prospectus, particularly in the Section entitled "*Risk Factors*".

The forward-looking statements contained in this Prospectus speak only as at the date of this Prospectus and do not seek to qualify the working capital statement in Section 13 (*Working capital*) in Part XI: "*Additional Information*" of this Prospectus. Subject to the requirements of the Prospectus Rules, the disclosure guidance and transparency rules made by the FCA under Part VI of FSMA (the "**Disclosure Guidance and Transparency Rules**") and the Listing Rules, Regulation (EU) No 596/2014 on market abuse (the "**Market Abuse Regulation**") or applicable law, the Directors, the Company and the Group explicitly disclaim any intention or obligation or undertaking to publicly release the result of any revisions to any forward-looking statements made in this Prospectus that may occur due to any change in the Directors', the Company's or the Group's expectations or to reflect events or circumstances after the date of this Prospectus.

DIRECTORS, SECRETARY, REGISTERED AND HEAD OFFICE AND ADVISERS

Directors	Manfred Wennemer (Chairman) William L. Kozyra (Chief Executive Officer and President) Timothy Knutson (Chief Financial Officer) Neil Carson (Deputy Chairman and Senior Independent Director) Paul Edgerley (Non-Executive Director) John Smith (Independent Non-Executive Director) Stephen Thomas (Non-Executive Director) Jeffrey Vanneste (Independent Non-Executive Director)
Company secretary	Matthew Paroly
Registered office	4650 Kingsgate Oxford Business Park South Cascade Way Oxford OX4 2SU United Kingdom
Financial Adviser	Lazard & Co., Limited 50 Stratton Street London W1J 8LL United Kingdom
Joint Sponsors	Goldman Sachs International Peterborough Court 133 Fleet Street London EC4A 2BB United Kingdom
	J.P. Morgan Securities plc (which conducts its UK investment banking activities as J.P. Morgan Cazenove) 25 Bank Street Canary Wharf London E14 5JP United Kingdom
Joint Global Co-ordinators and Joint Bookrunners	Deutsche Bank AG, London Branch Winchester House 1 Great Winchester Street London EC2N 2DB United Kingdom
	Goldman Sachs International Peterborough Court 133 Fleet Street London EC4A 2BB United Kingdom
	J.P. Morgan Securities plc (which conducts its UK investment banking activities as J.P. Morgan Cazenove) 25 Bank Street Canary Wharf London E14 5JP United Kingdom
Joint Bookrunner	Citigroup Global Markets Limited Citigroup Centre 33 Canada Square London E14 5LB United Kingdom

Lead Manager	HSBC Bank plc 8 Canada Square London E14 5HQ United Kingdom
Legal adviser to the Company as to English and US law . . .	Latham & Watkins (London) LLP 99 Bishopsgate London EC2M 3XF United Kingdom
Legal adviser to the Banks as to English and US law	Clifford Chance LLP 10 Upper Bank Street London E14 5JJ United Kingdom
Auditors to the Company . . .	PricewaterhouseCoopers LLP Cornwall Court 19 Cornwall St Birmingham B3 2DT United Kingdom
Reporting Accountants to the Company	PricewaterhouseCoopers LLP 1 Embankment Place London WC2N 6RH United Kingdom
Registrar	Equiniti Limited Aspect House Spencer Road Lancing West Sussex BN99 6DA United Kingdom

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Event	Date
Publication of Prospectus/Announcement of Offer Price and notification of allocations	25 October 2017
Commencement of conditional dealings on the London Stock Exchange	8.00 a.m. on 25 October 2017
Admission and commencement of unconditional dealings on the London Stock Exchange	8.00 a.m. on 30 October 2017
Crediting of Ordinary Shares to CREST accounts	8.00 a.m. on 30 October 2017
Despatch of definitive share certificates (where applicable)	Week commencing 6 November 2017

Each of the times and dates in the above timetable is subject to change without further notice. References to times are to London time unless otherwise stated.

It should be noted that if Admission does not occur, all conditional dealings will be of no effect and any such dealings will be at the sole risk of the parties concerned. Temporary documents of title will not be issued.

GLOBAL OFFER STATISTICS

Offer Price (per Offer Share)	255 pence
Total number of Offer Shares	159,481,576
—New Ordinary Shares to be issued by the Company	148,333,333
—Sale Shares to be sold by the Selling Shareholder[(1)]	11,148,243
Percentage of the enlarged issued share capital being offered in the Global Offer	30.7%
Number of Ordinary Shares subject to the Over-allotment Option[(2)]	23,922,236
Number of Ordinary Shares in issue immediately following the Global Offer	519,412,226
Expected market capitalisation of the Company on Admission[(3)]	£1,325 million
Estimated net proceeds of the Global Offer receivable by the Company[(4)]	£320 million
Estimated net proceeds of the Global Offer receivable by the Selling Shareholder[(5)]	£27 million

Notes:

(1) As nominee for the Individual Shareholders who have elected to sell Sale Shares in the Global Offer.

(2) The maximum number of Ordinary Shares subject to the Over-allotment Option is 15% of the total number of Offer Shares.

(3) The market capitalisation of the Company at any given time will depend on the market price of the Ordinary Shares at that time. There can be no assurance that the market price of an Ordinary Share will equal or exceed the Offer Price.

(4) The estimated net proceeds receivable by the Company are stated after deduction of commissions payable to Underwriters and the estimated expenses related to the Global Offer payable by the Company and VAT, which are currently expected to be approximately £58 million (€65 million). The Company will not receive any proceeds from any sale of Sale Shares by the Selling Shareholder in the Global Offer.

(5) The estimated net proceeds receivable by the Selling Shareholder are stated after deduction of the underwriting commissions and expenses (including VAT).

PART I

INDUSTRY OVERVIEW

The statements regarding industry outlook and trends, the future development of certain automotive products and technologies and other non-historical statements contained in this section are forward-looking statements. These forward-looking statements are subject to numerous risks and uncertainties, all of which are outside the Directors' control and certain of which are described in the Section of this Prospectus entitled "Presentation of Information".

1. OVERVIEW

Automotive fluid systems comprise a diverse group of components and sub-systems required for the storage, delivery and carrying of different automotive fluids throughout a vehicle, including brake fluid, fuel, oil, refrigerants, glycol, steering fluid, transmission fluid and other fluids. The Group develops advanced fluid storage, carrying and delivery systems, primarily for fuel, brake fluid, refrigerants and glycol to enable OEMs to differentiate their vehicles and more effectively meet regulatory requirements for performance, fuel economy and reduced emissions.

OEM demand for automotive fluid systems generally corresponds to overall global vehicle production volumes that, in turn, are largely driven by macroeconomic conditions. The macroeconomic factors that impact consumer demand for vehicles include general economic conditions, levels of employment, interest rates, inflation, prevailing wages, levels of disposable income, population growth, demographic trends, fuel prices, availability of, and cost of, consumer credit and industrialisation in developing countries. The demand for specific types of fluid systems, including more technologically-advanced components, is influenced by a variety of market-specific factors. These market-specific factors include consumer preferences for vehicles with optimal cost, size, performance, reliability, fuel economy and comfort as well as country-specific regulations that require OEMs to meet increasingly stringent emissions and fuel economy standards over time. Notwithstanding the 2008–2009 global economic downturn, the automotive fluid systems market has seen relatively sustained growth over the past 15 years, especially with respect to fluid storage, carrying and delivery systems with advanced technological features to more efficiently meet increasingly stringent standards.

The Directors believe that due to the performance-critical nature of brake and fuel products and the increasing standardisation of global automotive platform production, OEMs prefer to establish long-term relationships with reliable and proven global suppliers of these fluid systems. Additionally, OEMs tend to source these systems from a single supplier for the entire production cycle of a vehicle platform (approximately seven years), and OEMs typically do not switch to another supplier mid-production cycle. The Directors believe the Group's long-term relationships with OEMs have supported the Group's strong market positions and revenue growth.

2. THE AUTOMOTIVE INDUSTRY

The automotive industry is classified into several end markets, including light-duty (or light) vehicles, medium-duty (or medium) vehicles and heavy-duty (or heavy) vehicles. The Group primarily serves the global light vehicle segment of the automotive industry, consisting of passenger cars, crossover vehicles, SUVs, vans and light trucks with a gross vehicle weight of six US tonnes or less and a payload capacity of less than 4,000 lbs (1,815 kg). According to IHS Markit, 93.1 million light vehicles were produced globally in 2016.

Automotive industry participants include global OEMs, such as BMW AG ("**BMW**"), Daimler AG ("**Daimler**"), Fiat Chrysler Automobiles ("**Fiat Chrysler**"), Ford Motor Company ("**Ford**"), General Motors Company ("**General Motors**"), Honda Motor Co., Ltd. ("**Honda**"), Hyundai Motor Company ("**Hyundai**"), PSA Peugeot Citroën ("**Peugeot Citroën**"), Renault-Nissan Alliance ("**Renault-Nissan**"), Toyota Motor Corporation ("**Toyota**") and Volkswagen AG ("**Volkswagen**"), local OEMs, such as Great Wall Motors Company Limited ("**Great Wall**") and Shanghai Automotive Industry Corporation ("**SAIC**"), and a number of major automotive component and systems suppliers such as Autoliv Inc., Bosch GmbH ("**Bosch**"), Continental AG ("**Continental**"), Delphi Automotive PLC, Denso Corporation and the Group.

Automotive suppliers primarily develop components and systems for a particular vehicle platform or model on the basis of supply agreements with an OEM. Automotive suppliers are generally categorised into three tiers based on their position in the automotive value chain:

- "Tier 1" suppliers sell their products directly to OEMs. They generally produce larger modules and systems that integrate components from Tier 2 suppliers or produce individual high-value components.

- "Tier 2" suppliers typically produce smaller components, often integrating products from Tier 3 suppliers. These components typically are more commoditised and have fewer technical requirements.
- "Tier 3" suppliers generally produce small and commoditised components.

The Group is primarily a Tier 1 supplier with a substantial majority of its products sold directly to global and local OEMs. A small portion of the Group's products are sold to distributors for the aftermarket or other Tier 1 suppliers.

OEMs typically manufacture and offer a range of vehicle nameplates (also referred to as "brands" or "models") which represent various vehicle types and styles demanded by consumers. A vehicle platform will often comprise several nameplates. OEMs generally source fluid system components from a single Tier 1 supplier for a complete platform or for groups of nameplates based on a common platform.

The market for automotive components, particularly for highly engineered modules and systems provided by Tier 1 suppliers, is generally characterised by high barriers to entry. These barriers to entry include the requirement for advanced technical capability, significant start-up costs, stringent design and validation requirements, continuous pricing pressures, and OEM preferences for suppliers with a history of meeting high quality standards and a strong positive reputation within the industry. OEMs evaluate automotive component suppliers, and make sourcing decisions, based on a number of factors, including price, quality, design and engineering capabilities, manufacturing locations, technology innovations, delivery track record, financial stability and management knowledge of the local market and reputation. The Directors believe the most successful automotive suppliers are, and will continue to be, those that offer technical solutions that address industry trends and regulatory requirements, have a competitive cost structure, provide reliable just-in-time production, maintain close customer relationships, have a diversified customer base and have an established global manufacturing footprint, all of which the Directors believe are important attributes of the Group.

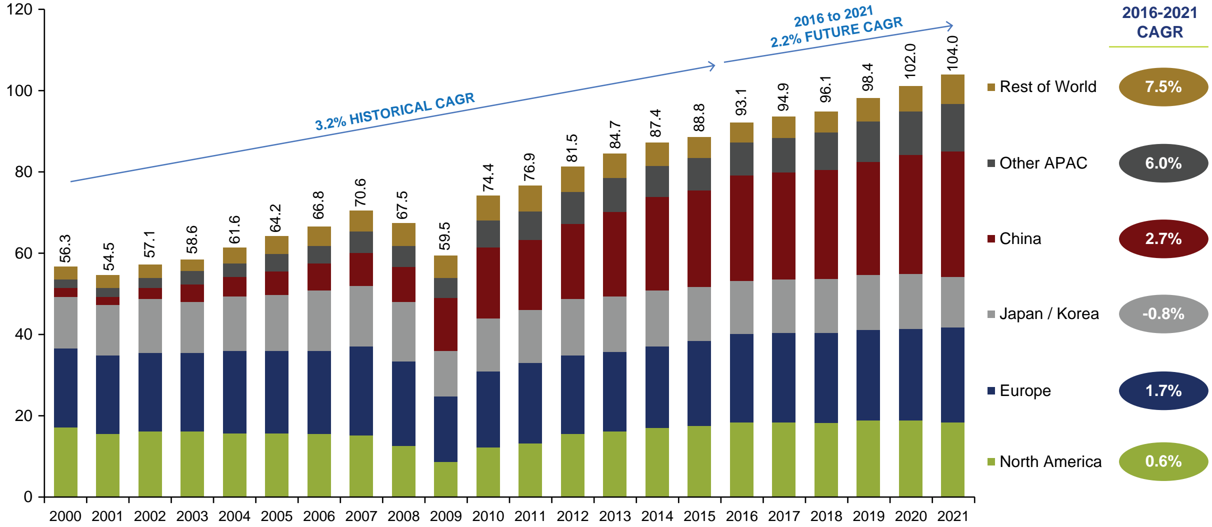
3. KEY AUTOMOTIVE INDUSTRY TRENDS

In the opinion of the Directors, the following are the key trends for fluid system suppliers to the light vehicle segment of the automotive industry:

Expansion of global light vehicle production, including strong growth in emerging markets

According to IHS Markit, global light vehicle production grew at a CAGR of 3.2% from 2000 to 2016, notwithstanding the volume decline during the 2008–2009 global economic downturn, and is forecast to grow at a CAGR of 2.2% from 2016 to 2021. Prior to 2000, the more developed markets of North America, Western Europe, South Korea and Japan accounted for a substantial majority of global production. However, since 2000, global light vehicle production growth has been largely driven by emerging markets and, in particular, China, where production volume grew at a CAGR of 18.3% between 2000 and 2016. According to IHS Markit, more than half of global vehicle production growth between 2011 and 2016 was generated in China, with growth expected to continue through 2021. The more developed markets of North America, Western Europe, South Korea and Japan are expected to grow at a CAGR of 0.1% with an increase of approximately 0.2 million units from 2016 to 2021, while emerging markets are forecast to grow at a CAGR of 4.1% with an increase of approximately 10.6 million units during the same period.

The chart below illustrates historical and projected production volumes for light vehicles by region as reported by IHS Markit.



Note: The production volumes for 2017 to 2021 are estimates.

Source: IHS Markit, July 2017

IHS Markit indicates that factors leading to increasing demand for light vehicles in emerging markets include increasing disposable incomes, a growing middle class, greater individual mobility, limited existing car ownership and continued development of road infrastructure. Global OEMs have sought to serve this growing consumer demand in emerging markets, as well as to benefit from lower labour and logistics costs for their operations, by establishing production facilities in emerging markets. The Directors believe that larger-scale suppliers, such as the Group, who have strong management teams with deep knowledge of local markets, established relationships with global OEMs in emerging markets and manufacturing operations located in these markets are best-positioned to realise growth opportunities in emerging markets.

Increasing use by OEMs of highly reliable suppliers with strong technical capabilities

OEMs increasingly require global suppliers with a long-term track record of providing high quality products, particularly for performance-critical components, such as fluid storage, carrying and delivery systems. As a result of more stringent regulatory requirements and rapidly changing consumer preferences, OEMs must continue to innovate and are therefore becoming more reliant on suppliers who can introduce new products and technologies which meet design and validation requirements in a short period of time. The Directors believe that those suppliers that can cost-effectively provide fully-engineered solutions, systems and pre-assembled combinations of components on a global basis that address OEM specifications and industry requirements are well-positioned to benefit from these trends. Consequently, the Directors also believe that these trends foster stronger and more collaborative relationships between OEMs and capable suppliers.

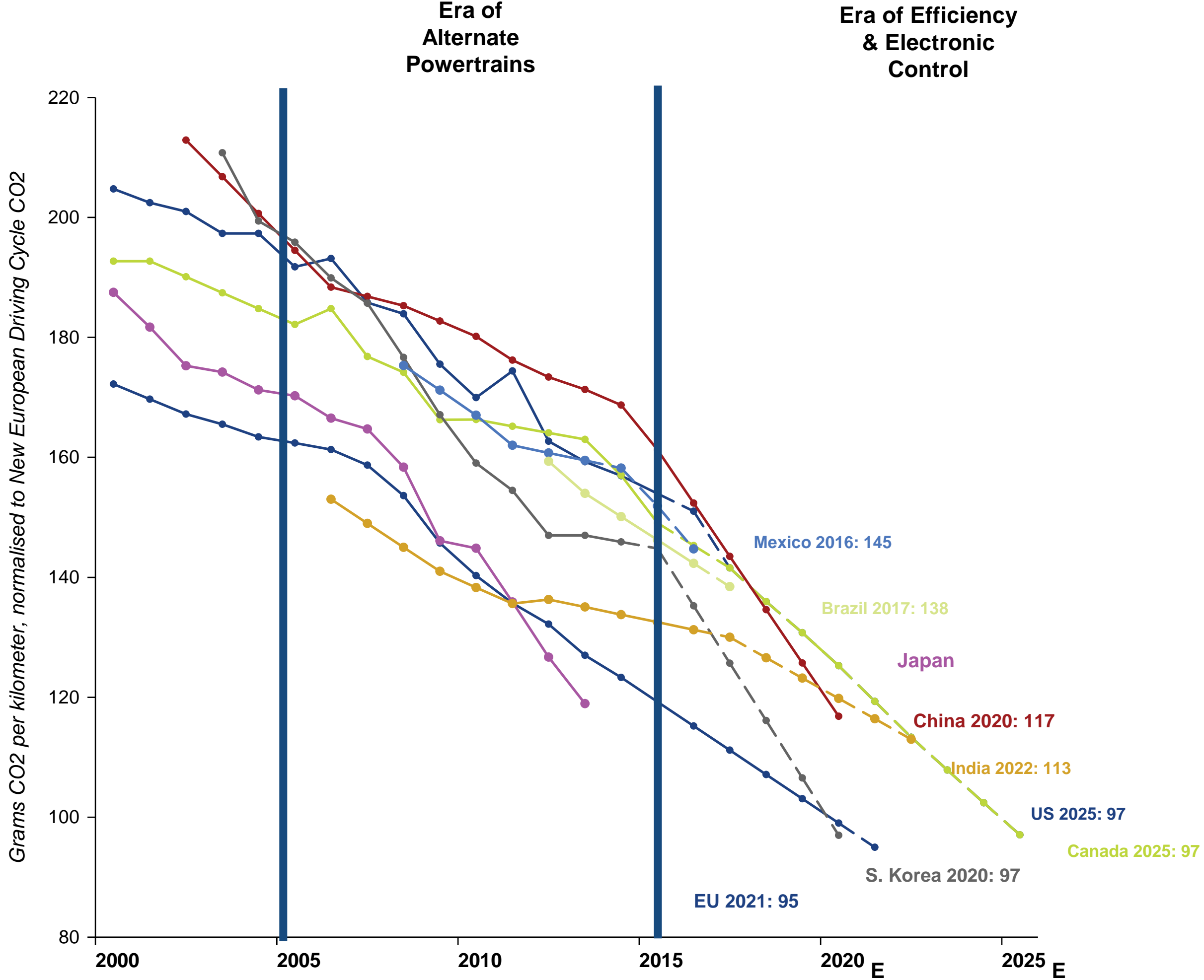
Regulatory requirements to reduce emissions and increase fuel economy

OEMs are required to reduce exhaust and evaporative emissions and improve fuel economy in order to meet increasingly stringent regulatory requirements in various markets. The relevant authorities in the United States, the European Union, China, India, Japan, South Korea and Brazil, amongst others, have all instituted regulations requiring significant emissions reductions and more stringent fuel economy targets over time. In some countries, OEMs may be subject to a fine if the average annual fuel economy across their vehicle offering exceeds the mandated threshold. To improve fuel economy, OEMs are utilising advanced fuel systems and, to improve the average annual fuel economy across their vehicle offering, OEMs are producing vehicles with alternative propulsion systems, including HEVs and EVs.

Exhaust emissions

In an effort to protect the environment, governments have adopted requirements focused on reducing exhaust emissions from automobiles, such as CO_2, NO_x and particulate matter, and certain developed markets have mandated CO_2 emissions reductions, with emerging markets increasingly following a similar trend. The chart

below shows a comparison of the European Union's New European Driving Cycle CO_2 passenger car standards with similar regulations around the world.



OEMs have sought to introduce higher pressure fuel systems and turbochargers in order to improve the efficiency of the combustion reaction in an engine to achieve lower exhaust emissions. In some cases, OEMs utilise additional components to further reduce exhaust emissions, including SCR systems that inject urea into the exhaust system to chemically convert NO_x diesel emissions into nitrogen, water and small amounts of CO_2. The Group's product portfolio features a number of products that assist with the reduction of exhaust emissions, including brushless fuel pumps, fuel rails and lines for gasoline direct injection systems ("**GDI**"), high pressure diesel ("**HPD**") engine lines, turbocharger lines and heated SCR lines. The Directors estimate that the global market based on units for GDI systems, turbocharger systems and SCR systems will grow at a CAGR of 15%, 10% and 9%, respectively, between 2016 and 2021. Consequently, the Directors believe that the Group will benefit from this industry trend through increased OEM demand for these products. In addition, OEMs are advancing the sales of HEVs and EVs to assist in reducing exhaust emissions.

Evaporative emissions

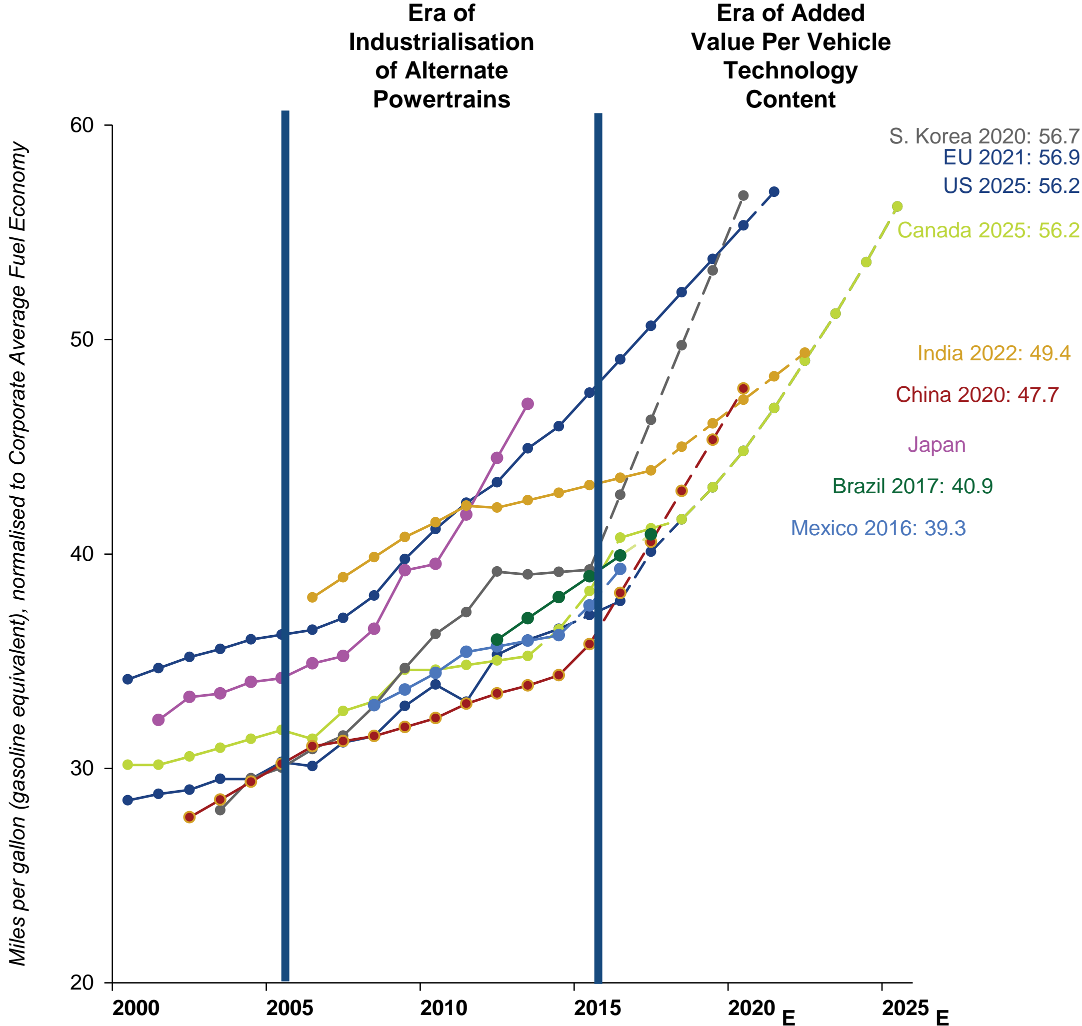
Evaporation of fuel while it is stored in the fuel tank has historically been a source of hydrocarbon emissions resulting from permeation through the walls and various other components on the tank. Regulations have been imposed that seek to reduce these evaporative emissions from automotive fuel systems. For example, in California, USA, LEV standards dictate the evaporative emissions thresholds that OEMs are required to achieve. LEV II standards, which came into effect in 2004, lowered emission thresholds by approximately 75% and new LEV III standards, which are expected to be gradually phased in over the next decade through the 2025 model year, are expected to require a reduction of 30% in emissions thresholds from 2010 levels. Similarly, the European Union has established an emissions reduction target for 2021 that will require an emissions reduction of 27% from 2015 levels. In addition, China has introduced its Beijing-6 evaporative emissions targets which are similar to California's LEV II standards.

Evaporative emissions from plastic fuel tanks can be reduced by using a multilayer wall construction with a barrier layer of specific permeation preventing resin and by minimizing permeation resulting from welding or assembling components onto the tank during the manufacturing process. The Group utilises its patented "Ship-in-a-Bottle" and Tank Advanced Process Technology manufacturing processes to insert internal components into a multiple layer extruded plastic tank while it is still in a molten state. The "Ship-in-a-Bottle" and Tank Advanced Process Technology manufacturing processes minimise evaporative emissions by reducing the need to cut and reseal the tank. As a result, these "Ship-in-a-Bottle" and Tank Advanced Process Technology tanks are essentially one-piece shell tank designs.

As a result of these regulatory changes, the Directors believe that fuel tank manufacturers such as the Group who have a track record of introducing advanced technologies to address evaporative emissions requirements are well-positioned to benefit from this industry trend to reduce evaporative emissions.

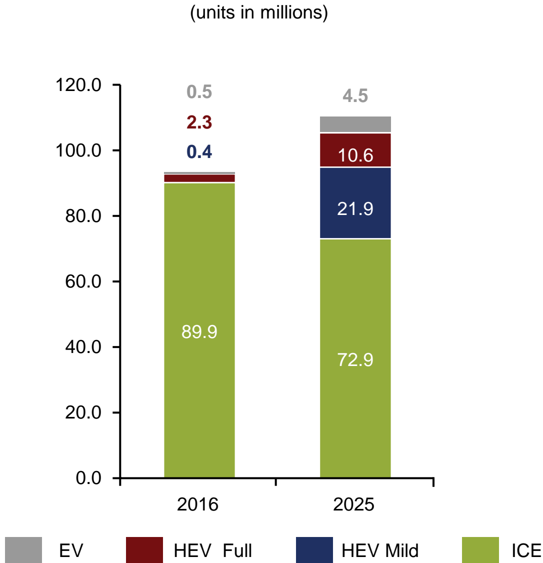
Fuel economy

Governments globally have increased requirements on OEMs to increase fuel economy across their fleet of vehicles. For example, OEMs in the United States are required to meet a corporate average fuel economy standard of 56.2 miles per gallon by 2025, which represents a significant improvement compared to current standards which are 37.8 miles per gallon. The chart below shows a comparison of the US corporate average fuel economy passenger car standards with similar regulations around the world.



To address fuel economy requirements, OEMs are using higher pressure fuel systems to optimise internal combustion engines and are increasingly adopting alternative powertrain and propulsion technologies including HEVs and EVs. IHS Markit projects CAGRs of 31.8% and 26.8% in global HEV and EV production, respectively, between 2016 and 2025, and that HEVs and EVs will constitute approximately 29.6% and 4.1%, respectively, of global vehicle production volume by 2025. IHS Markit projects that production of "mild HEVs" will increase from 0.4 million vehicles in 2016 to 21.9 million vehicles in 2025, representing a CAGR

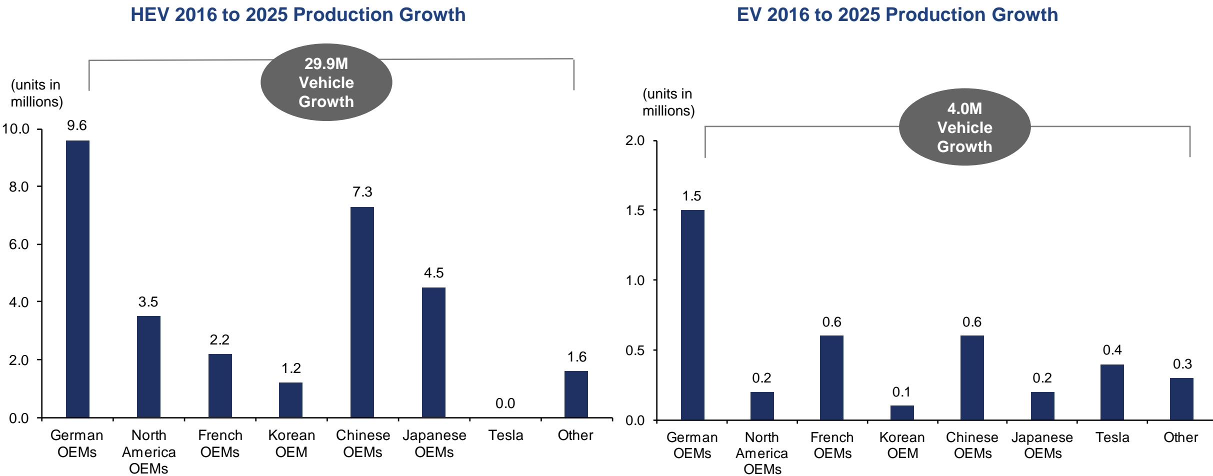
of 54.2% for the period. Mild HEVs use an ICE and have an electric motor to facilitate a start/stop function where a vehicle's ICE engine is idled when the vehicle is stopped, for example, at a traffic intersection. IHS Markit projects that production of "full HEVs" will increase from 2.3 million vehicles in 2016 to 10.6 million vehicles in 2025, representing a CAGR of 18.8% for the period. Full HEVs have an ICE for an extended driving range and also have an electric motor and battery for propulsion. IHS Market projects that production of EVs will increase from 0.5 million vehicles in 2016 to 4.5 million vehicles in 2025. EVs do not have an ICE engine or ICE related fuel components, but they have an electric motor and battery, among other components. The chart below shows the 2016 and projected 2025 production volumes for ICEs, mild HEVs, full HEVs and EVs, as reported by IHS Markit.



Note: The production volumes for 2025 are estimates.

Source: IHS Markit

IHS Markit projects that HEV and EV production growth from 2016 to 2025 will be driven by, amongst others, OEMs in Germany, China, Japan, North America, France and Korea. For example, during this period, IHS Markit projects that the strongest HEV production growth will be by German, Chinese, Japanese and North American OEMs, and that the strongest EV production growth will be by German, Chinese and French OEMs. The chart below shows the growth in projected production volumes by OEM region, as reported by IHS Markit.



Note: Chinese OEMs include SAIC and Japanese OEMs exclude Nissan. Nissan (Renault) is included in French OEMs.

Source: IHS Markit

Traditional vehicles with ICEs typically have two main thermal management loops, one glycol loop to cool engine friction and heat the passenger cabin and one refrigerant loop to cool the passenger cabin. Due to the high temperatures and pressures in the engine compartments and thermal output of ICEs, these thermal management loops typically require reinforced rubber and aluminium lines.

HEVs generally contain traditional ICE fluid systems, including rubber and aluminium thermal lines found in the engine compartment, and HEVs can also have additional fluid handling systems to manage electrification-related component temperatures, including advanced thermal management systems (cooling) for the chassis, power electronics, electric motor drive and battery systems (heating and cooling). As a result, HEVs may have up to six thermal management loops. As these additional systems may be located in the rear of the vehicle and thus may not be exposed to the high temperatures in the engine compartment, the systems may utilise longer lines and different materials, such as nylon, to help optimise system weight, temperature and pressure. Additionally, HEV thermal management systems typically include pumps, quick connectors, sensors and valves.

In addition to increased thermal management requirements, HEVs can require fuel tank systems that accommodate increased fuel vapour pressure. When HEVs utilise their battery and electric motors for propulsion, pressure builds in the fuel tank. To withstand this pressure, HEVs can require a steel tank, a plastic tank with reinforcements or a double-moulded plastic tank. While some OEMs are utilising steel fuel tanks to manage higher pressures, the Directors believe that plastic fuel tanks will become increasingly preferred due to their light weight and anti-corrosive properties. To serve this market, the Group has developed double-moulded tank technology processes, including its patented Tank Advanced Process Technology, as well as various other pressurised plastic fuel tanks, which are currently in production.

EVs are expected to have additional thermal management loops compared to traditional vehicles with ICEs, as engine heat is not available for the passenger compartment warming and EVs typically have large battery systems with demanding thermal management requirements. These requirements could further increase with autonomous EVs due to increased electronics' thermal management. Based on recent EV platform launches, the Directors expect significantly higher line and tubing content than traditional ICEs, depending on vehicle class size and system design. As thermal components and systems in EVs may not be exposed to the same heat generated by ICEs, and because nylon lines have an approximate 30% to 60% weight advantage as compared to rubber and aluminium lines, which could help to extend the battery life (required for extended driving range) of EVs, the Directors believe that nylon material for thermal management systems will be increasingly utilised by OEMs. In addition, EV thermal management systems typically include pumps, quick connectors, sensors and valves.

The Directors believe the Group is well-positioned to benefit from both HEV and EV production growth in coming years due to its ability to offer nylon, rubber and aluminium thermal management fluid systems and advanced plastic fuel tanks, and believe that the Group's portfolio, including its current global manufacturing of nylon fuel lines, nylon vapour lines and quick connectors, could provide a strong weight-savings advantage in thermal management system supply for HEVs and EVs.

Global platform standardisation

Many OEMs are standardising vehicle platforms globally in an effort to reduce costs and become more competitive. By maximising the number of nameplates that can be produced on each platform and minimising differences in platforms between regions, OEMs can reduce design and development costs. IHS Markit projects that vehicle platforms that are produced in three or more regions will increase from 54% of global production in 2014 to 67% in 2021, while platforms manufactured in one or two regions will reduce from 46% of global production to 33% in the same period. The Group is already benefiting from this platform globalisation trend. In FY 2016, the Group tracked approximately 84% of its total revenue by individual platform, of which approximately 77% was from global platforms produced in three or more regions, approximately 11% was from regional platforms produced in two regions and approximately 12% was from regional platforms produced in one region.

OEMs are also increasingly seeking suppliers that have a global manufacturing footprint and the flexibility to adapt to regional variations as OEMs increase the number of single-source components globally. Many fluid system components are expensive to package and transport, such as brake and fuel line bundles, which can span the length of a vehicle, and plastic fuel tanks which are bulky in nature. Generally, OEMs pay for the cost of transporting products from the Tier 1 supplier to their production facilities. These transportation costs are typically lower if the supplier has production facilities that are close to the OEM's production facilities. By having manufacturing facilities close to an OEM's production facilities in every region, a supplier can provide stronger service capabilities and reduced costs compared to competitors that have to establish new facilities and a local supply base or manufacture products from more distant manufacturing facilities. Furthermore, the Directors believe that global and local OEM engineering and purchasing teams in emerging markets, such as China, tend to source from suppliers such as the Group that have a long-standing presence in these markets rather than from competitors that have entered these markets more recently.

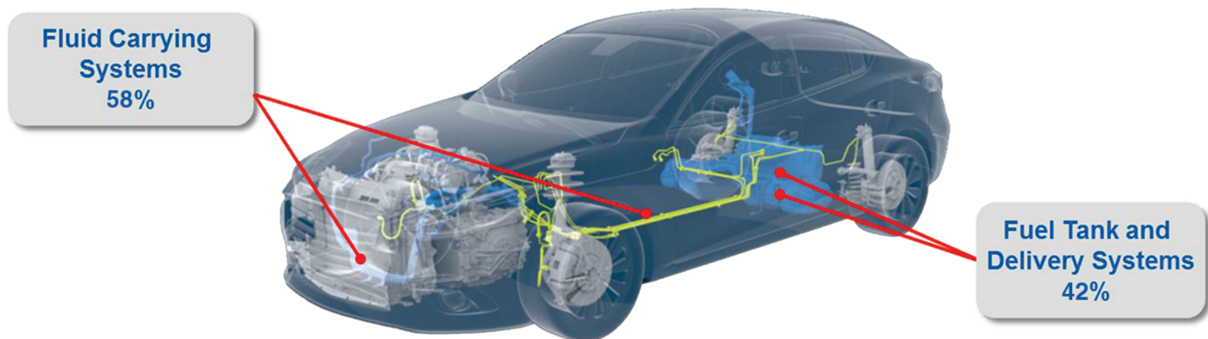
PART II

DESCRIPTION OF THE BUSINESS

Investors should read this Part II: "Description of the Business" in conjunction with the more detailed information contained in this Prospectus, including the financial and other information appearing in Part VII: "Historical Financial Information". Where stated, financial information in this Section has been extracted without material adjustment from Part VII: "Historical Financial Information" of this Prospectus.

1. OVERVIEW

The Group is a leading global manufacturer of highly engineered fluid storage, carrying and delivery systems, primarily providing products and services for light vehicles. The Group operates with two divisions: the Fluid Carrying Systems (FCS) division, which manufactures brake and fuel lines and chassis bundles, thermal management fluid systems, including HEV and EV thermal management products, and powertrain products, and the Fuel Tank and Delivery Systems (FTDS) division, which produces fuel tank systems and pumps and module fuel delivery systems. The image below illustrates the location and use of these products and systems within a vehicle and sets out the percentage of the Group's revenue that was generated by each of the FCS and FTDS division for FY 2016:



The Group has strong market positions with respect to all of its key products globally. Based on production volume, the Directors believe that the Group is the leading supplier of brake and fuel lines and bundles, with 35% of the brake and fuel line market in 2016, and that the Group is also a leading supplier of plastic fuel tanks, with 15% of the plastic fuel tank market in 2016.

With a rich heritage that represents almost 100 years of automotive fluid systems experience, the Group has developed long-term engineering, development and purchasing relationships with its OEM customers and enjoys a reputation as a valued global supplier of high quality, performance-critical components and systems. The Group's revenue is diversified across a broad customer base and multiple geographic regions which enabled it to supply all the major global OEMs in FY 2016.

The Group has manufacturing facilities near (or, in some cases, within) OEM assembly plants in 123 locations across 29 countries on six continents. This global and flexible manufacturing footprint not only allows the Group to efficiently serve its customers in multiple geographic regions but also positions the Group as a supplier of choice for global OEMs that are increasingly moving towards using and sourcing common vehicle platforms and engine variants on a global basis. In addition, the Group has an extensive and long-established presence serving global and local OEMs in emerging markets, including wholly-owned operations in 18 locations in China.

The Group's advanced products and technologies align closely with automotive industry megatrends and government regulations that are driving OEMs steadily towards the production of vehicles that have advanced powertrains to reduce emissions and improve fuel economy. Many FCS products are key components for vehicles with reduced emissions and/or enhanced fuel economy specifications, such as GDI fuel rails and lines, high pressure fuel, SCR and turbocharger lines and integrated heat exchanger lines. Similarly, the FTDS division has introduced a number of advanced tank designs and process technologies, including pressurised tanks and double-moulded tanks, which reduce evaporative emissions.

The Group's advanced products and technologies also align with the transition to alternative propulsion systems, such as HEVs and EVs. For example, the Group currently has extensive expertise and industrialised global capacity of nylon tube materials. Many of the FCS division's thermal management products are key components for HEVs and EVs, such as battery cell thermal lines, vehicle chassis thermal lines and power

electronics thermal lines. Similarly, the FTDS division's pressurised fuel tanks meet the requirements for use in HEVs.

The Group's experienced management team has a proven track record of consistently delivering strong revenue growth, profitability and cash flow generation. In the period from 2014 to 2016, the Group's revenue grew at a CAGR of 7.6% on a constant currency basis (11.4% on an actual basis), which is 4.4 percentage points higher than the IHS Markit-quoted CAGR of 3.2% for global light vehicle production over the same period. From FY 2014 to FY 2016, the Group delivered consistent improvement in Adjusted EBIT with a CAGR of 18.1% for this period and in FY 2016 generated strong Free Cash Flow and had Cash Flow Conversion of 70.7%. As a result of the Group's competitive strengths, the Directors believe that the Group is well-positioned for continued strong growth and financial returns.

For FY 2014, FY 2015 and FY 2016, the Group's revenue was €2.7 billion, €3.1 billion and €3.3 billion, respectively and for H1 2017 was €1.8 billion. For FY 2014, FY 2015 and FY 2016, the Group's Adjusted EBIT and Adjusted EBIT margin were €259.7 million (9.6%), €316.9 million (10.2%) and €362.1 million (10.8%), respectively and for H1 2017 was €201.8 million (11.4%).

2. KEY STRENGTHS

The Directors believe the Group benefits from the following competitive strengths:

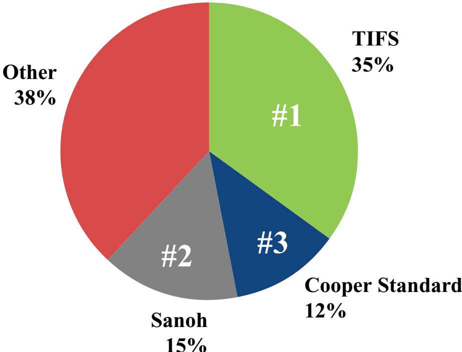
Demonstrated above-market growth with leading technologies, market positions and exceptional diversification

The Group has a proven track record of consistently delivering strong revenue growth. In the period from FY 2014 to FY 2016, the Group's revenue grew at a CAGR of 7.6% on a constant currency basis (11.4% on an actual basis), which is 4.4 percentage points higher than the IHS Markit-quoted CAGR of 3.2% for global light vehicle production over the same period. In the period from H1 2016 to H1 2017, the Group's revenue grew by 7.1% on a constant currency basis (8.8% on an actual basis), which is 4.3 percentage points higher than the IHS Markit-quoted growth of 2.8% for global light vehicle production over the same period. This growth has been supported by the Group's position as a global market and technology leader in highly engineered automotive fluid systems, strong customer relationships globally, optimised global manufacturing footprint and long established presence in the Chinese growth market.

Global market and technology leader in highly engineered automotive fluid systems

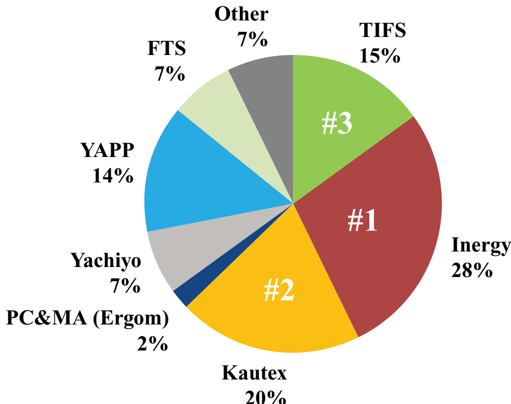
Based on production volume, the Directors believe that the Group is the leading supplier of brake and fuel lines and bundles, with 35% of the brake and fuel line market in 2016, and that the Group is also a leading supplier of plastic fuel tanks, with 15% of the plastic fuel tank market in 2016. The charts below illustrate the Group's estimated 2016 market shares compared to its competitors in the brake and fuel lines and plastic fuel tank markets.

Global Brake and Fuel Line Market



Source: Company estimates.

Global Plastic Fuel Tank Market



Source: Company estimates.

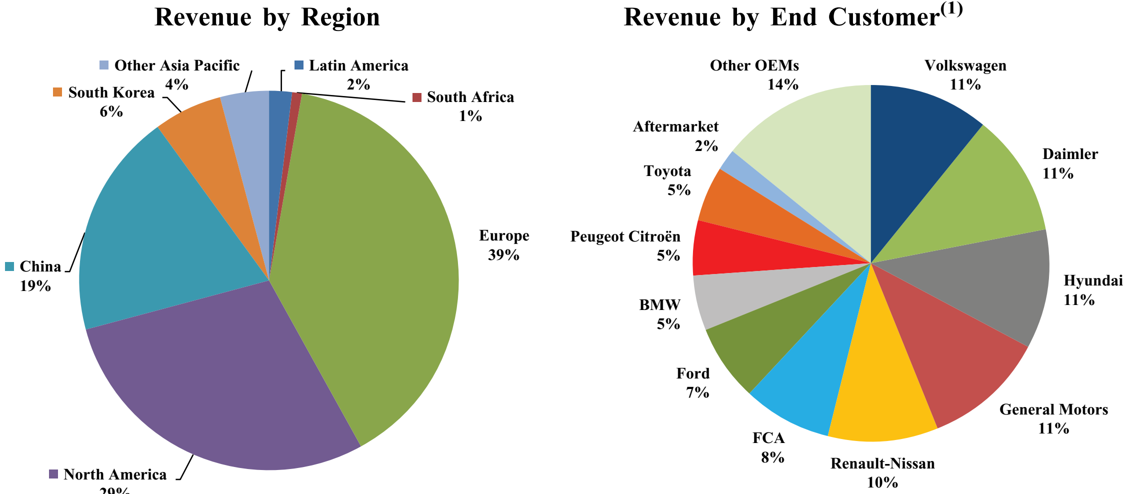
Following the acquisition of Millennium Industries in February 2016, the Directors estimate that based on 2016 production volumes, the Group's GDI fuel rail business has a number two global market position and a number one position in North America.

Strong customer relationships globally

The Group also has a diversified base of platforms and nameplates to which it supplies its products. In FY 2016, the Group's products were found in 13, 19 and 13 of the 20 highest volume vehicle nameplates in North America, Europe and China, respectively. In addition, in FY 2016, the Group's top 20 nameplates by revenue accounted for only 27% of the Group's revenue and no single customer accounted for more than 11% of the Group's revenue.

The Group has established trusted relationships over many decades with major OEMs by leveraging its strong technical capabilities, global manufacturing footprint, local management teams and long history as a leading provider of automotive fluid systems. These relationships extend globally as the Group's OEM customers have expanded into emerging markets. The Directors believe that the Group's reputation for engineering and manufacturing reliable, performance-critical products for top global OEMs has also benefited it in developing strong local relationships with OEMs in numerous locations around the globe. The Directors believe that OEM customers generally prefer to use trusted and proven global suppliers such as the Group, which limits the number of companies that can effectively compete with the Group worldwide. As a result, the Group has a highly diversified customer base of global and local OEMs and supplied all of the major global OEMs in FY 2016. In FY 2016, revenue generated by the Group's top five OEM customers represented 55% of the Group's revenue by end customer.

The charts below show the diversification of the Group's revenue in FY 2016 across regions and customers.



Note:

(1) Revenue by end customer excludes tooling, prototype and development revenue.

Source: Company estimates.

Through its experience and long history, the Group has gained familiarity with each of its OEM customer's unique engineering, design and development processes. The Directors believe this knowledge further supports potential revenue growth. The Directors believe that suppliers such as the Group, which have long-standing and collaborative engineering and co-development relationships with OEMs and a reputation for developing new high-quality products and innovative technologies that meet OEM specifications and industry requirements, are well-positioned to be awarded new and replacement business as the demand for performance-critical products with advanced technologies expands to meet future automotive requirements.

Optimised competitive global manufacturing footprint

The Directors believe the Group's extensive low-cost global manufacturing presence also provides a competitive advantage in winning replacement and new business with a competitive manufacturing model. The Group has manufacturing facilities near (or, in some cases, co-located within) OEM assembly plants in 123 locations across 29 countries on six continents. This global manufacturing footprint allows the Group to

provide customers with efficient just-in-time delivery and significant savings in transportation costs. The Group is also able to realise cost savings through economies of scale with respect to its manufacturing facilities and employees in each region. In many cases, the Group is also able to leverage its existing manufacturing locations to win new business by being in a position to reduce launch timing and complexities, achieve strict programme timing, avoid significant incremental infrastructure costs and utilise an existing local supply base.

The Group has an extensive manufacturing presence in emerging markets and has increased the flexible nature of its employee base. As at 30 June 2017, approximately 67% of the Group's employees were located in low cost countries, which the Company considers to be countries that have an hourly employee rate of approximately €5 or less (not including fringe benefit costs) ("**low cost countries**"), and approximately 16% of its direct labour was composed of temporary workers, which provides the Group with flexibility to adjust more quickly to OEM demand fluctuations.

Also, the Group's level of vertical integration in many product areas contributes to its competitive cost structure. For example, the Group produces most of its own specialised rigid and flexible tubes from raw materials at process plants in various geographic regions that are then further manufactured into brake and fuel lines at fabrication and assembly plants close to the Group's OEM customers. The Group also manufactures pumps and modules for its fuel tank products. The Directors believe that the Group is the industry's only major fuel tank producer that also produces fuel pumps and modules. The Directors believe that this allows the Group to derive value from these steps and is a competitive advantage for the Group. In addition, this vertical integration provides the Group with the advantage of extensive product knowledge of key components while being an advantage compared to competitors who purchase these components from third parties.

Long established presence in Chinese market

In FY 2016, approximately 37% of the Group's revenue was from sales to customers in emerging markets (including China). In the same period, 19% of the Group's revenue came from its operations in China where the Directors believe the Group has the number one market position in brake and fuel lines. From FY 2014 to FY 2016 the Group's revenue in China has grown at a CAGR of 11.4% on a constant currency basis, which is 1.2 times the IHS Markit-quoted CAGR of 9.4% for Chinese vehicle production over that period. Moreover, the FCS division's strong position in China generated growth opportunities for the FTDS division's products which also contributed to outperformance during this period.

The Group has operated in China for over 30 years, supplying both global and local OEMs. Over the past three financial years, the Group has continued to grow its business with global OEMs in China as well as win additional business with local Chinese OEMs, all of which has supported strong revenue growth in excess of Chinese vehicle production growth. In FY 2016, approximately 80% to 85% of the Group's revenue generated in China was from global OEMs, with the remainder being from local Chinese OEMs. The majority of the Group's Chinese operations are led by a local management team of predominantly Chinese nationals that has been with the Group for many years and has developed deep OEM customer relationships in China. This has led to significant replacement business for platforms where the Group is already the incumbent supplier as well as new business wins. In addition, the Group has been able to capitalise on growing OEM demand in China to meet increasingly stringent emissions and fuel economy regulations introduced by Chinese authorities. According to IHS Markit and Company estimates, only 53% of the vehicles produced in China in 2016 had plastic fuel tanks compared to 97% in North America and 90% in Europe. The Directors believe the Group is well-positioned to capitalise on the future growth of the plastic fuel tank market in China.

The Group's considerable manufacturing footprint in China with wholly-owned operations in 18 locations has also been the cornerstone of several significant global business wins. On a number of occasions the Group's OEM customer base, including Daimler, Ford, General Motors, Renault-Nissan and Toyota, has cited one or more of the Group's Chinese manufacturing facilities as one reason for a global platform award from such OEM. The Directors believe that the benefits of the Group having wholly-owned operations in China include having increased flexibility in relation to investment decisions that can lead to higher returns, not needing to rely on a joint venture partner for support, having a lower threat of an infringement of the Group's intellectual property rights and/or leakage of trade secrets and other intellectual property and having more opportunities to promote the Group's products.

Existing product portfolio aligned with automotive megatrends of fuel efficiency and emissions regulations

The Group has specialised in fluid systems for almost a century and now has twelve advanced technology development centres and regional application engineering centres to focus its research, development and

application engineering. As the requirements of OEMs have continued to advance, the Group has capitalised on its deep knowledge of fluid components and systems to provide its OEM customers with more advanced designs and innovative products to help them meet consumer expectations and regulatory requirements for reduced emissions and improved fuel economy. The Group has introduced a number of first-to-market technologies and received various customer and industry awards, including Automotive News Premier Automotive Suppliers Contribution in Excellence ("**PACE**") Innovation Awards for its port fuel direct injection system (in 2017 collaboration with Ford and Bosch), Tank Advanced Process Technology (in 2014), its advanced Dual Channel Single Stage Fuel Pump technology (in 2010) and its "Ship-In-A-Bottle" plastic fuel tank technology (in 2009). The Directors believe that the Group's award-winning innovations have supported its strong market positions.

The Group has expanded its fluid management portfolio to include more advanced products that are needed to reduce emissions and/or improve fuel economy in vehicles. For example, the Group's product portfolio includes GDI fuel rails and lines, high pressure, turbocharger and SCR lines and "Ship in a Bottle" fuel tanks to support ICE efficiency.

Leveraging customer relationships and global footprint to capitalise on trend of globalising OEM platforms

According to IHS Markit, global platforms produced in three or more regions made up 60% of total light vehicle production in 2016. In FY 2016, the Group tracked approximately 84% of its total revenue by individual platform, of which approximately 77% was from global platforms produced in three or more regions, approximately 11% was from regional platforms produced in two regions and approximately 12% was from regional platforms produced in one region. The remaining 16% of the Group's FY 2016 total revenue was derived from sales of products that are not tracked by the Group on a platform basis, such as products sold for use in the aftermarket, powertrain systems and commercial vehicles. The Directors believe the Group is well-positioned through its global manufacturing footprint to continue to win a large share of these global platform opportunities.

Significant growth opportunities aligned with the Group's strengths in thermal management systems as electrification content substantially increases addressable market

The Directors expect vehicle fluid system content per vehicle in HEVs and EVs to expand with HEV and EV growth and as system requirements for these vehicles increase in complexity. The Group is well positioned to supply thermal management systems that are required for vehicle chassis, engine, battery and electronics systems. These systems typically include components, such as thermal lines, connectors, pumps, valves and sensors. The Group currently supplies pressurised fuel tanks for hybrid vehicles, and the Directors expect OEMs to increasingly transition from steel tanks to plastic fuel tanks, such as stiff pressurised tanks, which are plastic tanks with an outer layer of steel reinforcement and tanks manufactured with the Group's Tank Advanced Process Technology, to take advantage of the anticorrosive and lighter weight properties of plastic tanks.

The Directors believe that increasing electrification of vehicles could expand the Group's potential addressable market as global production of HEVs and EVs increases over the longer term. The Directors estimate that the value of the Group's content per HEV ranges from between approximately €325 for mild HEVs and approximately €700 for full HEVs, and is approximately €400 per EV, compared to approximately €200 per traditional ICE, representing an increase in content per vehicle of approximately one and a half times per mild HEV, three and a half times per full HEV and two times per EV, compared to the content for more traditional ICE vehicles. IHS Markit projects that global production of mild HEVs, full HEVs, EVs and ICEs will increase from 0.4 million, 2.3 million, 0.5 million and 89.9 million, respectively, in 2016 to 21.9 million, 10.6 million, 4.5 million and 72.9 million, respectively, in 2025, representing a CAGR of 54.2%, 18.8% and 26.8% in global production of mild HEVs, full HEVs and EVs, respectively, over the period. Based on the Director's estimated content per vehicle, the Group's potential addressable market could increase from approximately €19.9 billion in 2016 (mild HEVs: €0.1 billion; full HEVs: €1.6 billion; EVs: €0.2 billion; and ICEs: €18.0 billion) to approximately €30.9 billion in 2025 (mild HEVs: €7.1 billion; full HEVs: €7.4 billion; EVs: €1.8 billion; and ICEs: €14.6 billion), representing a CAGR of 5.0% for the period. The Group's potential addressable market could be significantly impacted by developments in global production volumes of HEVs, EVs and ICEs. The foregoing statements are forward-looking statements. Please refer to the paragraph entitled "*Forward-looking statements*" in the Section of this Prospectus entitled "*Presentation of Information*".

The Group is well positioned for growth in thermal management systems for HEVs and EVs due to its technological capabilities, strong OEM relationships and competitive global footprint. The Directors believe

that nylon thermal management systems will be increasingly utilised by OEMs because nylon lines have an approximate 30% to 60% weight advantage as compared to rubber and aluminium lines. The Group has global multi-layer nylon line capabilities and intends to leverage its materials and process capabilities to meet varying HEV and EV thermal management system requirements. The Directors believe that the Group's engineering and purchasing relationships, efficient global manufacturing and distribution capabilities, reputation as a leading fluid systems provider and ability to establish market share positions across products and systems has contributed to securing new HEV and EV thermal management development agreements and production contracts and will support continued growth in this expanding market segment.

Strong revenue growth, profitability and cash flow generation

Since 2009, the Group's business has demonstrated strong and consistent financial performance with strong revenue growth, profitability and cash flow generation. In the period from FY 2014 to FY 2016, the Group experienced a CAGR of 11.4% in revenue (7.6% on a constant currency basis), a CAGR of 18.1% in Adjusted EBIT and a CAGR of 27.8% in Free Cash Flow generation. In FY 2016, the Group generated revenue of €3.3 billion; Adjusted EBIT of €362.1 million (10.8% margin), Free Cash Flow of €328.7 million and had Cash Flow Conversion of 70.7%. In the period from H1 2016 to H1 2017, the Group experienced revenue growth of 8.8% (7.1% on a constant currency basis), Adjusted EBIT growth of 8.7% and Free Cash Flow growth of 11.2%. In H1 2017, the Group generated revenue of €1.7 billion; Adjusted EBIT of €201.8 million (11.4% margin), Free Cash Flow of €189.0 million and had Cash Flow Conversion of 73.9%.

The Group's attractive financial performance and strong cash flow generation is partially due to its:

- strong industry reputation for technology innovation and product quality, which the Directors believe supports business awards at attractive margins;
- focus on managing return thresholds and financial metrics;
- focus on managing contribution margins and fixed costs;
- working capital, capital expenditure and research and development discipline;
- disciplined approach to quoting on new contracts and capital allocation; and
- continuous focus on improvement.

Experienced senior management team with a proven track record of strong growth and financial success

The Directors believe the Group's management team is well-respected in the industry for their significant automotive component-related experience, successful implementation of operational productivity improvement plans and delivery of stakeholder value through profitable growth and cash flow generation. The Group's Chief Executive Officer and President, William L. Kozyra, and Chief Financial Officer, Timothy Knutson, each joined the Group in 2008 and together have over 65 years of automotive industry experience. Both have worked in the Tier 1 global automotive supplier industry for nearly all of their respective careers. In addition, they have strengthened the overall executive team by hiring and internally promoting a number of experienced senior executives to lead the Group in key functional disciplines, business areas, markets and regions.

3. STRATEGY

The Directors intend to enhance the Group's position as a leading global manufacturer of highly engineered fluid storage, carrying and delivery systems with a view to continuing to deliver revenue growth in excess of vehicle production together with strong profitability and cash flow generation. The key elements of the Group's strategy are:

Strengthening the Group's position as a leading manufacturer and advanced technology leader in automotive fluid systems

The Group plans to continue to invest in research and development to sustain its position as an innovator of advanced technologies for automotive fluid systems and components. The Group's OEM customers are subject to increasingly stringent regulatory requirements relating to emissions and fuel economy. As a result, OEMs must continue to adopt new designs and incorporate more advanced and complex fluid systems into vehicles to address these requirements. The Directors expect this megatrend to provide significant and sustained growth opportunities for those suppliers, such as the Group, that are able to design, develop and supply these types of advanced systems and components on a global basis. The Group plans to focus its research and development efforts on continuing to develop products that help OEMs to meet emissions and fuel economy requirements,

such as GDI fuel rails, turbocharger lines, zero emission vehicle fuel tanks, pressurised and double-moulded fuel tanks, lithium battery thermal cooling lines, partial zero emissions vehicle lines, SCR heated lines, advanced quick connectors and advanced thermal lines. In addition, the Group intends to leverage its capabilities with steel, aluminium, rubber and nylon lines to offer thermal management systems for chassis, battery and electronics systems in HEVs and EVs. The Directors believe that leveraging the Group's technological capabilities and strong OEM customer relationships may further increase growth. For FY 2014, FY 2015 and FY 2016, the Group's investment in research and development, including capitalised development projects, was €69.5 million, €71.8 million and €73.0 million, respectively. Over the medium term, the Directors believe that the Group's capital expenditures and investments in research and development as a percentage of revenue will remain in line with recent levels and will help to support organic growth. The foregoing is a forward-looking statement. Please refer to the paragraph entitled "*Forward-looking statements*" in the Section of this Prospectus entitled "*Presentation of Information*".

Gasoline direct injection systems

Based on production volume, the Directors believe that the Group is a leading global manufacturer of GDI rails and lines, which have grown significantly in excess of the Group's overall revenue as the adoption of GDI engines has become more prevalent. To expand its product offering and strengthen its market position, the Group completed the acquisition of Millennium Industries, a leading North American supplier of GDI rails, in February 2016. With this acquisition, the Directors estimate that based on 2016 production volumes, the Group has a number two global market position in GDI fuel rails and a number one position in North America. Importantly, the Group also obtained, and plans to leverage, the significant engineering resources and technology from Millennium Industries, all of which complements the Group's existing capabilities and supports future global expansion in GDI rails.

HEV and EV systems

The Directors believe that fluid system manufacturers such as the Group will have considerable content expansion opportunities on account of the expected rapid growth of HEVs and EVs, for which the Group is well positioned. In particular, HEVs typically contain all of the standard brake and fuel line components found on a traditional vehicle with an internal combustion powertrain and also require more advanced low emission pressurised plastic fuel tanks together with a thermal management system for the engine. In addition, both HEVs and EVs also require additional thermal fluid systems to heat and cool the battery, chassis and electronic components. The Group has developed products to address these new requirements including its double-moulded and pressurised fuel tank technology, thermal heating/cooling tubes and loops and light weight nylon materials. The Directors believe that these advanced components and systems have the potential to increase the fluid handling content per mild HEV by approximately one and a half times, per full HEV by approximately three and a half times and per EV by approximately two times, compared to the content for more traditional ICE vehicles. The Directors estimate that the value of the Group's content per HEV ranges from between approximately €325 for mild HEVs and approximately €700 for full HEVs, and is approximately €400 per EV, compared to approximately €200 per traditional ICE. While the HEV and EV markets are in their infancy, they represent a growing proportion of the Group's revenue, and the Group already supplies both brake and fuel components and newer product technologies to HEV and EV platforms across a number of OEMs. The Directors believe the combination of the Group's longstanding relationships with OEM customers, global platform capability and leadership in technology and design will position the Group to be a leading supplier of fluid systems to both HEV and EV platforms in the future.

Capitalising on the Group's scale, global manufacturing footprint and established position in China and other emerging markets to be the provider of choice on OEMs' global platforms

The Group has a significant presence in all of the major geographies for OEM vehicle production. The Directors believe that the Group has the leading market position for brake and fuel lines in North America, Europe, China, Asia Pacific and Latin America based on production volume. The Group's well-established global manufacturing footprint provides it with proximity to the current and, in many cases, proposed assembly facilities of its OEM customers which enables the Group to efficiently serve these OEMs locally in every region in which they operate. The Group's business management philosophy is based on having leadership teams in these regions and countries which include, in large part, locally-based nationals that typically have long-established relationships with their local OEM customers. In many regions and countries, including China, the Group is viewed as a "local" supplier which the Directors believe further supports new business opportunities as OEMs expand production in emerging markets.

The Group is well-positioned to capitalise on the industry trend of increasing standardisation of OEM platform production on a global basis through the breadth and scale of its global operations. According to IHS Markit, global platforms produced in three or more regions made up 60% of total light vehicle production in 2016. In FY 2016, the Group tracked approximately 84% of its total revenue by individual platform, of which approximately 77% was from global platforms produced in three or more regions, approximately 11% was from regional platforms produced in two regions and approximately 12% was from regional platforms produced in one region. The remaining 12% of the Group's FY 2016 total revenue was derived from sales of products that are not tracked by the Group on a platform basis, such as products sold for use in the aftermarket, powertrain systems and commercial vehicles. As OEM platforms produced in three or more regions are expected to further expand to 67% of total light vehicle production by 2021 according to IHS Markit, the Directors believe that the Group will continue to generate revenue expansion in excess of vehicle production growth.

Continuing to deliver strong growth, profitability and cash flow generation

The Group has an established track record of achieving revenue growth with attractive profitability, consistent margin expansion and strong cash flow generation due to its focus on product categories where it can provide critical differentiation to OEMs in meeting their fuel economy, emissions reductions and other performance targets. The Directors believe that over the medium term the Group's leadership in technological innovation, global manufacturing footprint and competitive cost structure mean that it is well-positioned to continue to be a preferred supplier to its OEM customers of many of the Group's key products, thereby supporting continued growth in revenue and Adjusted EBIT and contributing to cash flow generation and increased market share. Over the medium term, the Directors intend to target overall Adjusted EBIT margin growth, and will aim to maintain a consistent Adjusted EBIT margin within the FCS division whilst targeting Adjusted EBIT margin improvement in the FTDS division in line with recent performance. The foregoing are forward-looking statements. Please refer to the paragraph entitled "*Forward-looking statements*" in the Section of this Prospectus entitled "*Presentation of Information*".

The Group will also continue to prioritise variable and fixed cost management and capital allocation. The Group has a cost structure that allows it to adjust certain of its costs in line with OEM production volume fluctuations. The Directors intend to continue to operate the Group's manufacturing facilities efficiently and rigorously manage fixed costs with a high degree of capital efficiency and resource utilisation. In addition, the Directors intend to continue the Group's internal culture of financial discipline by continuing to focus on revenue growth, margins and cash flow generation and selectively investing capital in projects that offer attractive rates of return. For example, the Group intends to use the net proceeds from the Global Offer to repay part of its indebtedness and reduce its leverage, which the Directors believe will reduce the Group's interest expenses. The Directors intend to target a reduction in the Group's net debt to Adjusted EBITDA ratio to approximately 2.0 times by the end of FY 2017. Consequently, the Directors believe this could reduce the Group's annual interest expenses by €20 million to €30 million. The foregoing is a forward-looking statement. Please refer to the paragraph entitled "*Forward-looking statements*" in the Section of this Prospectus entitled "*Presentation of Information*".

4. HISTORY AND CORPORATE STRUCTURE OF THE GROUP

The Group traces its heritage back to the Bundy Corporation ("**Bundy**"), which was founded as Harry Bundy & Company in Detroit, Michigan in 1922 by Harry Warren Bundy. Bundy supplied innovative fuel lines for the Ford Model T which were crafted out of a single strip of steel rolled around twice to create a double-walled tube. In 1929, Bundy's engineers invented the "Bundyweld" tube, a double-walled steel tube that used brazed copper rather than solder to join the seams of the tubing. The result was enhanced torsion and bending qualities, increased resistance to corrosion and improved fatigue strength. At about the same time, hydraulic brakes were introduced by the automotive industry, creating a new application for Bundyweld tubing. Bundy's brake and fuel tubing business grew with the automotive industry. In 1936, Bundy entered into its first international venture through a licence agreement with Armco International Corporation to produce Bundyweld tubes in France and England. Over the course of the next 50 years Bundy continued to grow its business and expand its product line.

In 1987, TI Group Plc ("**TIGP**") acquired Armco International Corporation's European tubing business and then acquired Bundy the following year. TIGP continued to expand its automotive business through a series of acquisitions and mergers, including the following significant businesses:

Year	Business	Automotive Products
1991	Huron Products Industries Inc.	Fuel lines and quick connectors
1996	Technoflow Tube Systems GmbH	Plastic extruded multi-layer fuel lines
1998	S&H Fabricating & Engineering Inc.	Air conditioning tube and hose assemblies
1999	Walbro Engine Management LLC	Plastic fuel tanks, fuel pumps and modules
1999	Marwal Systems S.A.S	Fuel pumps and modules

In 2000, TIGP and Smiths Industries Plc merged to form Smiths Group Plc. TI Automotive Limited ("**TIAL**") was incorporated in England and Wales in October 2000 and began operating as an independent company in July 2001 when it acquired the automotive business of Smiths Group Plc in a demerger transaction.

In 2002, a subsidiary of TIAL acquired the fuel pump operations of Pierburg GmbH and in 2003 purchased a 73% interest in Hanil Tube Co., Ltd., a Korean manufacturer of brake and fuel line products. In 2007, TIAL sold its refrigeration, engine management and hydroformed rail and frame businesses. In 2007, TIAL was acquired by Oaktree Capital Management and Duquesne Capital Management.

In 2009, as a result of the global economic downturn, TIAL was restructured and recapitalised through a scheme of arrangement whereby most of its existing debt was converted to equity and TIFSHL was established as its parent company. In June 2015, TIFSHL was acquired by Omega Acquisition Bidco Limited, a wholly-owned subsidiary of the Company controlled by the Bain Funds.

Today, the Group designs, develops, manufactures and supplies automotive fluid storage, carrying and delivery systems to the world's leading OEMs.

5. BUSINESS DIVISIONS

The Group is organised into two divisions: Fluid Carrying Systems and Fuel Tank and Delivery Systems. The Directors believe this structure facilitates continued coordination between product lines while leveraging technology and manufacturing synergies.

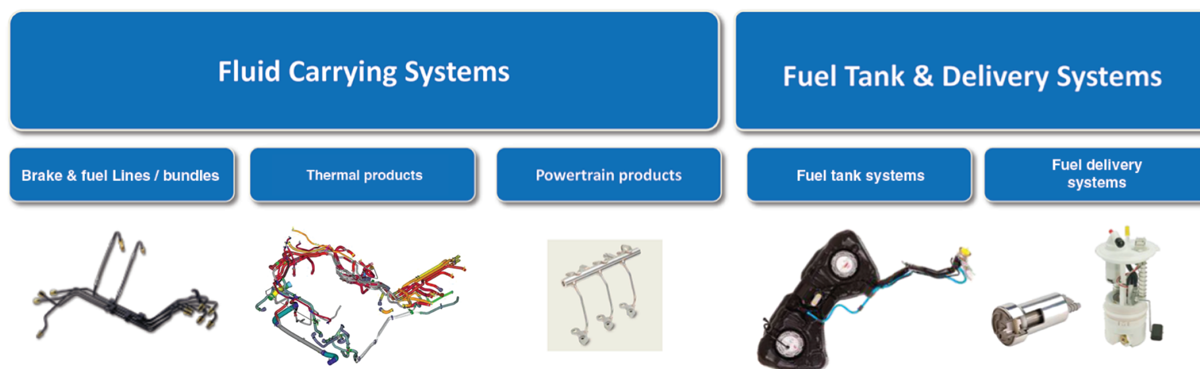
Fluid Carrying Systems: The FCS division manufactures brake and fuel lines and bundles, powertrain products and thermal systems that transport fluid throughout an automobile. The FCS division's products are generally characterised by a high degree of vertical integration with tubes being manufactured in key regional facilities and finished products being assembled close to OEM customer production locations. Based on production volume, the Directors believe that the Group is the leading brake and fuel line manufacturer in all of the major geographic regions in which it operates. The division accounted for 58% of the Group's total revenue in FY 2016.

Fuel Tank and Delivery Systems: The FTDS division manufactures plastic fuel tanks, plastic filler pipes and electric fuel pumps and modules. Its products are sold to OEMs and in the independent aftermarket. The Group is one of the top three global manufacturers of plastic fuel tank systems. The division accounted for 42% of the Group's total revenue in FY 2016.

6. PRODUCTS

The Group's product offering is focused on automotive fluid storage, carrying and delivery components and systems primarily for light vehicles. In FY 2016, 89% of the Group's revenue was generated by products sold to the light vehicle market, and 8%, 2% and 1% of the Group's revenue was generated by sales to the powertrain, aftermarket and heavy trucks end markets, respectively. Many of the Group's operations benefit from vertical integration, which the Directors believe provides cost advantages over the Group's competitors who have to purchase some of these components from third parties. The Group seeks to leverage its capital expenditures across its product portfolio by taking advantage of integrated manufacturing processes across the range of products of both divisions that can use available equipment capacity and research and development resources. The Group's product portfolio has also expanded with the introduction of next generation products such as HEV and EV thermal system solutions, SCR lines, GDI rails and lines, zero emissions and hybrid fuel tanks and brushless electric fuel pumps which aim to meet specific emissions control and fuel economy requirements.

The following diagram shows the Group's principal product lines within the FCS and FTDS divisions.



Note: Images not to scale. For example, brake and fuel lines extend the length of a vehicle whereas pumps and modules are much smaller and fit inside a fuel tank.

FCS division

The principal product lines within the FCS division are described below.

Brake and fuel lines / bundles

The Group designs and manufactures fluid carrying systems composed of high pressure steel double-wall and single-wall tubes using a variety of coatings and multi-layer low-permeation nylon tubes. The Group also manufactures quick connectors which provide a connection for tubes allowing easy assembly by the Group and its OEM customers. The Group has also developed insulated tubes for use in SCR systems to achieve NO_x emissions reductions and steel tube coatings which are designed to withstand corrosion, abrasion and other environmental hazards on its brake and fuel lines.

Thermal products and systems

The Group's thermal products are designed for lightweight, cost-effective, durable and efficient performance to reduce noise, increase efficiency and provide innovative solutions to meet the latest refrigerant regulations and provide thermal systems for HEVs and EVs. The Group manufactures air conditioning lines and hose assemblies which are designed to transport refrigerants within an air conditioning system together with accumulators and receiver dryers.

The Group is further leveraging its capabilities with aluminium, nylon and rubber lines to offer thermal management systems for chassis, battery and electronics systems in HEVs and EVs. These heating and cooling systems offer a flexible solution that enhances vehicle performance and battery life. The Directors expect these new products and systems, especially nylon, to be key to the Group's ability to grow content in EVs and HEVs.

Powertrain products

The Group manufactures powertrain fluid components to meet global automotive industry megatrends of reduced emissions and improved fuel economy. The Group's product portfolio includes innovative product offerings for the rapidly growing GDI, HPD segments and turbocharger markets. Powertrain products offered by the Group include GDI rails and lines, engine lines and transmission lines that are able to withstand higher system pressures and fit challenging engine packaging requirements. The Group also manufactures and sells high pressure diesel lines which are designed to handle the extreme pressures of modern common rail diesel fuel systems.

FTDS division

The principal product lines within the FTDS division are described below.

Fuel tank systems

The Group develops and manufactures award-winning plastic fuel tank products for diesel, gasoline, alternative fuel consisting of a blend of gasoline and alcohols ("**flex-fuel**") and HEV applications. The Group produces plastic fuel tanks using its patented "Ship-in-a-Bottle" and Tank Advanced Process Technology manufacturing methods to insert internal components into a multiple layer extruded plastic fuel tank while it is still in a

molten state. Evaporative emissions from plastic fuel tanks can be reduced by using a multilayer wall construction with a barrier layer of specific permeation preventing resin and by minimizing permeation resulting from welding or assembling components onto the tank during the manufacturing process. The "Ship-in-a-Bottle" and Tank Advanced Process Technology manufacturing processes prevent evaporative emissions by reducing the need to cut and reseal the tank. HEVs can use the Group's Tank Advanced Process Technology which uses double-moulding to reinforce the tank so it can withstand higher vapour pressures in HEV tank systems, while the combustion engine idles during the vehicle electric mode. The Group also produces pressurised fuel tanks with baffles, which help to manage increased pressures and reduce slosh related noise that is apparent during battery propulsion in HEVs.

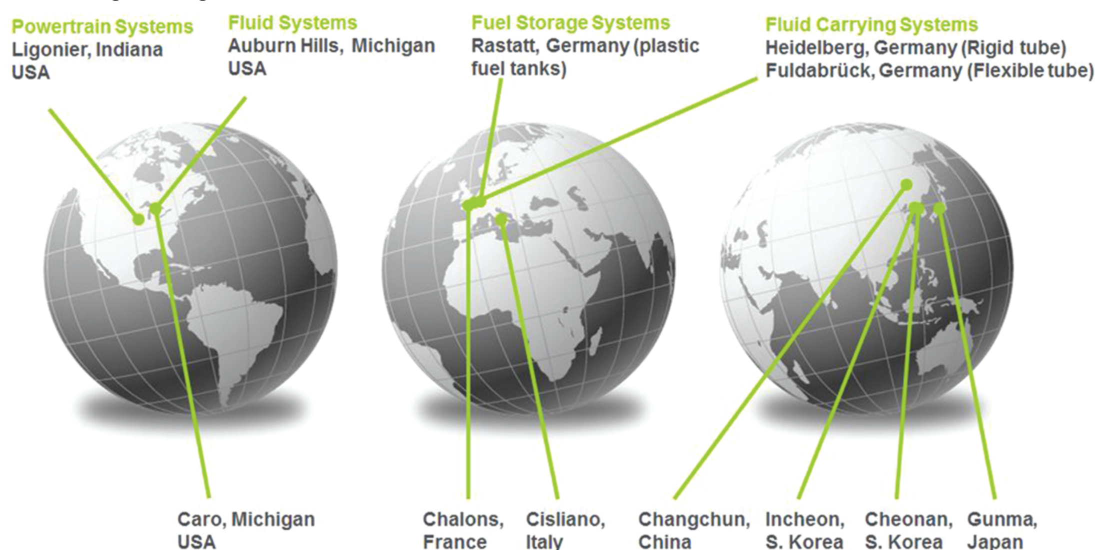
The Group also manufactures plastic filler pipes, which have the benefit of being lighter and less prone to corrosion than steel filler pipes. They also reduce hydrocarbon emissions through extrusion of multi-layered plastics in a process similar to the Group's tank manufacturing process. In addition, the Group manufactures valves and venting for fuel tank systems.

Fuel delivery systems

The Group's fuel delivery products, which comprise fuel pump modules for gasoline, diesel and flex-fuel vehicles, are inserted into the fuel tank during final tank assembly. The pump, which is housed within a pump module unit, delivers fuel to the engine. The pump module unit also regulates system pressure, filters contaminants and monitors fuel levels and temperature. The Group's award-winning Dual Channel Single Stage Pump splits the flow of fuel between an inner and outer path within the pump. This revolutionary design maintains velocity in the pump channel with the pumping sections working in parallel as opposed to in series, as is common in two-stage series pumps. The Group also manufactures fuel level sensors which include contact-resistant sensors, non-contact piezo sensors, sealed level sensors and magnetically coupled sealed fuel sensors to gauge fuel levels in the fuel tank. Since pump module components are continuously immersed in fuel, they are designed to withstand the corrosive nature of various fuel types.

7. TECHNOLOGY AND PRODUCT INNOVATION

The Group continually seeks to improve the quality of its existing products and processes, as well as introduce new products through innovation and investments in new technology while leveraging its engineering, design and development activities with its OEM customers. The Group has established a network of five technical centres which focus on research and development and seven regional application centres which focus on applications engineering worldwide.



These technical centres have been integral to the Group's co-development relationships with its OEM customers as they enable the Group to work closely with both global and regional OEM-based engineering teams to ensure that the Group's products meet customer specifications including achieving emissions reductions and fuel economy regulatory requirements.

The Group was awarded an Automotive News PACE Award in 2009 for its partial zero emissions "Ship-in-a-Bottle" manufacturing method for plastic fuel tanks by which components are inserted into a tank during the moulding process whilst the plastic is still in a molten state; an Automotive News PACE Award in

2010 for its Dual Channel Single Stage Pump technology, which is applied to achieve gas and flex-fuel efficiency; an Automotive News PACE Award in 2014 for its Tank Advanced Process Technology for double-moulded plastic fuel tanks, which, amongst other benefits, can be used in partial zero emissions vehicles and pressurised tanks in HEVs and EVs; and an Automotive News PACE Award in 2017 for its innovative port fuel direct injection system (in collaboration with Ford and Bosch), which can operate in a higher pressure GDI environment and switch to a lower pressure port injection system, thus promoting fuel economy and helping to reduce emissions.

Through technological innovation, the Group has expanded its product portfolio by leveraging its fluid system competencies to introduce products that support emissions and fuel economy automotive industry megatrends. Examples of these include GDI rails and lines, HPD, turbocharger and SCR lines, zero emission vehicle fuel tanks and hybrid fuel tanks and thermal system solutions for HEVs and EVs.

8. RAW MATERIALS AND SUPPLIES

The Group's direct material costs are comprised primarily of raw materials including resin, steel and aluminium and sub-component parts used in the production of the Group's products. The Group procures raw materials from a variety of suppliers for use in its manufacturing processes and, depending on available quality and supply, seeks to obtain materials in the region in which the Group's products are manufactured in order to minimise transportation and other costs. In some instances component suppliers are chosen by an OEM customer, in which case the Group is required to purchase from these directed or mandated suppliers. The terms of these directed or mandated suppliers are negotiated directly by the OEM customer with the supplier.

9. CUSTOMERS

The Group's products are currently sold primarily to all of the top global OEMs, including BMW, Daimler, Fiat Chrysler, Ford, General Motors, Honda, Hyundai, Peugeot Citroën, Renault-Nissan, Toyota and Volkswagen and also to regional OEMs such as Great Wall and SAIC. The Directors believe that the Group has established itself as a supplier of choice for many OEMs, including numerous nameplates that are single-sourced (where the Group is the only supplier of a particular component to that nameplate). The Group's top five customers represented approximately 55% of the Group's revenue in FY 2016 and no customer represented more than 11% of revenue in that year.

The Directors believe that the Group is among a limited number of global Tier 1 suppliers that have such a high level of customer diversification. Sales to the Group's top 20 nameplates by revenue accounted for approximately 27% of the Group's revenue in FY 2016 and no specific nameplate accounted for more than 4.2% of the Group's revenue in FY 2016. This diversification limits the Group's exposure if any specific model or nameplate is not successful, whilst enabling the Group to benefit from the growth of successful platforms. The Directors believe that the Group's extensive customer and platform coverage reflect the value placed by OEM customers on its leading technology, strong reputation for quality and manufacturing capabilities.

The Group's relationships with OEM customers are not limited only to OEM purchasing teams but also include well-developed engineering relationships as well as relationships with OEM senior management around the globe. The Directors believe that the Group's track record and strong and long-lasting customer relationships have enabled it to achieve strong retention rates for existing business, while also supporting growth as its OEM customers expand their businesses. The Group is familiar with its OEM customers' development, design and validation processes, which enables the Group to work efficiently with OEMs to make changes to products even in the later stages of the design process.

The Directors believe that the Group's geographic diversification is aligned with the on-going expansion by OEMs into emerging markets. The Group's extensive, wholly-owned Chinese operations, associated local supplier base and engineering expertise provide it with an opportunity to grow with both global and local OEMs in China where the Group has operated for over 30 years and has 18 manufacturing facilities. In addition, the Group has received numerous customer excellence awards in previous years reflecting the Group's continuing excellence in supply, quality and customer service.

The Group has supply contracts with most of its OEM customers that stipulate the general terms and conditions for sales to such customers. For specific nameplates or platforms, the Group's OEM customers typically award business in the form of supply agreements for the life of the specific nameplate or platform, which generally averages approximately seven years. OEM customers typically issue a request for a quotation and then source a fuel tank supplier one to three years prior to the start of production and a brake and fuel supplier one to two years before the start of production. The OEM customer will, in most instances, appoint the Group as a single source on an awarded platform or nameplate and typically does not re-source during the lifetime of the vehicle

platform. Nevertheless, OEM customers do not commit to production schedules or volumes for the lifetime of a platform and have the ability to terminate contracts at will. For further information see the risk factor entitled "*Most of the Group's OEM customers do not commit to minimum purchase orders for the life of a platform, and a decline in the production requirements of any of the Group's OEM customers could adversely impact the Group's revenue and profitability*" in the Section in this Prospectus entitled "*Risk Factors*".

10. COMPETITION

OEMs rigorously evaluate suppliers on the basis of product quality, price competitiveness, product reliability, timeliness of delivery, product design capability, technical expertise, development capability, new product innovation, financial viability, operational flexibility, customer service, reputation and overall management. The Group has close customer relationships that the Directors believe have been fostered as a result of the Group meeting these criteria on a consistent basis.

As there are a limited number of global suppliers with the fluid storage, carrying and delivery system product breadth that the Group offers, the Directors believe that there are generally only two to three main suppliers that the Group competes against globally in each of its key product areas. The Group's global competitors include Cooper Standard, Sanoh, Continental, Hutchinson and Winkelman Automotive for FCS and Kautex, Inergy, Continental and Bosch for FTDS. Each of these competitors may not compete as strongly in every region against the Group and its fluid system product offerings are different than the Group's offerings.

The Group's principal regional competitors for the brake and fuel line market and their respective market shares for 2016, as estimated by the Directors, are set out below.

Region	Market Participant	Market Share[(1)]	Region	Market Participant	Market Share[(1)]
Asia Pacific	TIFS	31%	Latin America	TIFS	47%
	Sanoh	18%		Dytech Automotive	16%
	Maruyasu	9%		MGI Coutier	10%
	Usui	8%		Sanoh	10%
	Cooper Standard	7%		Cooper Standard	9%
	Boogook	4%		Other	8%
	Other	23%			
Europe	TIFS	50%	North America	TIFS	25%
	Cooper Standard	16%		Sanoh	23%
	Hutchinson	5%		Cooper Standard	21%
	Orhan (Nobel Plastic)	4%		Martinrea	21%
	Sanoh	4%		Maruyasu	7%
	Other	21%		Other	3%

Note:

(1) Please see the paragraph entitled "*Market, industry and other statistical data*" in the Section of this Prospectus entitled "*Presentation of Information*".

Source: Company estimates.

The Group's principal regional competitors for the plastic fuel tank market and their respective market shares for 2016, as estimated by the Directors, are set out below.

Region	Market Participant	Market Share[(1)]	Region	Market Participant	Market Share[(1)]
Asia Pacific	YAPP	29%	Latin America	Kautex	53%
	Inergy/Plastic Omnium	20%		Inergy/Plastic Omnium	24%
	FTS	14%		Soplast	11%
	TIFS	11%		TIFS	6%
	Yachiyo	11%		Yachiyo	4%
	Kautex	6%		Other	2%
	Other	9%			
Europe	Inergy/Plastic Omnium	32%	North America	Inergy/Plastic Omnium	34%
	Kautex	27%		Kautex	29%
	TIFS	24%		TIFS	13%
	PC&MA (Ergom)	7%		Yachiyo	9%
	YAPP	2%		YAPP	7%
	Other	8%		FTS	6%
				Other	2%

Note:

(1) Please see the paragraph entitled "*Market, industry and other statistical data*" in the Section of this Prospectus entitled "*Presentation of Information*".

Source: Company estimates.

11. EMPLOYEES

As at 30 June 2017, the Group had approximately 28,000 employees in total, of whom approximately 67% were located in low cost countries. Approximately 41% of the Group's employees are located in Europe and South Africa, with the remainder located in Asia Pacific (30%), North America (25%) and Latin America (4%). The Group employs temporary workers in its business to meet increased OEM demand and to provide flexibility during periods of lower production. As at 30 June 2017, approximately 16% of the Group's direct labour force was composed of temporary workers primarily located in Europe, Asia and North America. As at 30 June 2017, the FCS division and FTDS division employed approximately 78% and 21% of the Group's employees, respectively.

The majority of the Group's workforce is not represented by active unions or works councils. The most active areas of labour representation are in Latin America, Asia Pacific, North America and Europe where 99%, 62%, 41% and 36% of the Group's employees are represented, respectively as of 30 June 2017. There have been no major work stoppages in recent years other than in Brazil and labour relations between the Group and its employees are positive. For further information see the risk factor entitled "*Employee strikes and labour-related disruptions involving the Group or one or more of its customers or suppliers may adversely affect its operations and agreements with unions or work councils could reduce the Group's ability to manage its cost base*" in the Section in this Prospectus entitled "*Risk Factors*".

12. MANUFACTURING FACILITIES

The Group has a competitive global footprint with manufacturing facilities in 123 locations across 29 countries on six continents (23 locations in North America, 57 locations in Europe and Africa, 36 locations in Asia Pacific and seven locations in Latin America). Regional manufacturing and smaller assembly facilities have been established to deliver efficient supply by seeking to optimise capital investment, manufacturing and freight costs, the procurement of raw materials and the availability of local staff to meet customer needs. While the Group has focused on opening final assembly facilities in recent years, the Group's manufacturing facilities include regional manufacturing and machining centres and final assembly facilities that are typically located close to or within OEM assembly plants.

The Group's FCS facilities comprise process plants and system plants. The process plants include strip metal plants, quick connector plants and various tube manufacturing plants located around the world. The system plants undertake the final manufacturing steps and assembly of the brake and fuel line bundles located close to the OEM customer. The Group's FTDS facilities comprise blow-moulding and electric fuel pump and module

manufacturing facilities, together with satellite plants close to the OEM customer where final assembly and just-in-time sequencing takes place.

The following chart identifies the principal locations in which the Group has manufacturing facilities across the globe as well as its OEM in-house production sites.

See Section 7 (*Manufacturing facilities*) in Part XI: "*Additional Information*" for further information regarding some of these facilities.

13. SALES

The Group has sales employees in almost all regions in which it operates. These employees typically work with regional sales managers who report to regional managing directors. Given the importance of ensuring alignment between obligations to customers and product readiness, the Group's sales organisation generally has responsibility for sales bookings, programme management and applications engineering worldwide.

The Group's sales employees are often located in close proximity to major OEM customer technical centres or headquarter locations. Due to the extended lead time and the requirement for collaborative technical development involved in the Group's products, the Group's sales employees work closely with the purchasing and engineering organisations of the Group's OEM customers.

14. INTELLECTUAL PROPERTY

The Group has made and continues to make significant investment in developing and protecting its intellectual property. It seeks to protect certain of its technologies and designs by filing patent applications for significant products and process developments in the major markets where the relevant products are manufactured or sold.

The Group also relies on trade secrets and confidentiality procedures to protect its proprietary marketing, engineering, manufacturing and business know-how and information to maintain its competitive position. The Group's patents may cover products, processes, intermediate products and product uses. For example, the Group has patents relating to its "Ship-in-a-Bottle" and Tank Advanced Process Technology manufacturing processes. Patents extend for varying periods in accordance with the date of the patent application filing and the legal life of patents in the various countries in which patent protection is sought. The Group's patents relating to its "Ship-in-a-Bottle" and Tank Advanced Process Technology manufacturing methods expire between 2021 and 2024 and between 2029 and 2031, respectively. The protection afforded, which may also vary from country to country, depends upon the type of subject matter covered by the patent and the scope of the claims of the patent. As at 30 June 2017, the Group maintained a portfolio of approximately 1,100 issued and pending patents (approximately 600 and 500 patents for FCS and FTDS, respectively) filed globally which are concentrated in key automotive production jurisdictions.

The primary purpose of the Group's patent portfolio is to protect and preserve the Group's product and process innovations and designs from challenges by competitors rather than to generate licensing and royalty income. This "defensive" patent maintenance policy seeks to minimise the Group's exposure to patent infringement claims by competitors and others. No single patent is considered material to the Group, and the Group is not currently the subject of any material claims of patent infringement by third parties that it would reasonably expect to have a material adverse effect on the Group as a whole. For further details, see the risk factor entitled "*Developments or assertions made by the Group or against it relating to intellectual property rights could materially adversely impact its business*" in the section in this Prospectus entitled "*Risk Factors*".

The proprietary names and logos associated with the Group's brand are trademarks of the Group. The Group values its trademarks because they define the heritage and identity of the Group and certain of its products. The Group's principal trademarks are "Bundy", "Bundy Tubing", "Bundyweld" and "TI", as well as the stylised "b" (representing Bundy) and the TI group logo. The Group protects its trademarks against infringement where it deems appropriate.

15. GOVERNMENTAL, LEGAL AND REGULATORY MATTERS

The Group is subject to a variety of laws, rules and regulations regarding product liability, the protection of the environment and occupational health and safety, among others. Compliance with these and other legal and regulatory regimes in connection with the Group's global operations is a significant factor in its business, and the Group incurs capital and operating expenditures to achieve and maintain compliance with such legal and regulatory requirements. The Directors believe that the Group is in compliance in all material respects with all laws, rules and regulations applicable to its business and has all material permits and licences required for its operations.

15.1 Product liability and warranty matters

The quality and performance of the Group's products is of critical importance to its OEM customers and their end customers. All of the Group's products undergo rigorous internal quality control processes designed to ensure a high quality standard. The Group collaborates with key OEM customers to evaluate and improve existing arrangements and confirm the compliance of its manufacturing processes with OEM customer quality standards. If any products do not, or are alleged to not, conform with client or other specifications, the Group may be requested or required by its OEM customers or governmental authorities to participate in a recall or other corrective action involving such products (including materials or sub-components). In certain instances, allegedly non-conforming products may have been provided by the Group's suppliers, in which case the Group will endeavour to seek recovery from such suppliers through contractual claims.

The Group must comply with domestic and international requirements of product safety and product liability. In the event that the use of the Group's products results in, or is alleged to result in, bodily injury and/or property damage or other losses, the Group may be subject to product liability lawsuits and other claims. For further details, see the risk factor entitled "*The Group may incur material losses and costs as a result of warranty claims, product liability and product recalls*" in the Section in this Prospectus entitled "*Risk Factors*".

15.2 Environment

The Group is subject to a wide range of environmental laws and regulations in each of the jurisdictions in which it operates, including those governing the discharge of pollutants into the air or water, the storage, handling and disposal of hazardous substances or waste and the clean-up of contaminated sites. Certain of the Group's operations include manufacturing processes that use hazardous substances which require environmental permits or other approvals from governmental authorities, and certain of these permits and approvals are subject to expiration, denial, revocation or modification under various circumstances. All of the Group's principal manufacturing facilities are certified to relevant industry standards.

A number of these environmental laws impose liability, sometimes regardless of fault, for costs arising out of contamination at any of the Group's current or former facilities, or at third party disposal sites to which the Group may have sent waste. The Directors believe that the Group is in compliance in all material respects with environmental laws. For further details, see the risk factor entitled "*The Group may be adversely affected by environmental regulations, litigation or other liabilities*" in the Section in this Prospectus entitled "*Risk Factors*".

15.3 Health and safety

The Group has a global health and safety policy which is implemented, monitored and overseen by local health and safety committees located at each manufacturing facility. Members of these committees meet regularly with plant managers to discuss health and safety matters including any reports and investigations into lost time injuries and to conduct, on an annual basis, a health and safety analysis for each facility. The Group maintains a global database for the entry and tracking of injuries occurring at all of its manufacturing facilities. All accidents are reviewed by the Environmental Health and Safety & Risk Management Team which conducts on-site visits in the case of serious accidents.

The Group has a comprehensive Risk Management Safety Audit process and, in the first half of 2017, commenced implementing it on a global basis.

16. INSURANCE

The Company and/or its subsidiaries maintains insurance policies and practices for its manufacturing facilities, buildings, machinery and inventories covering property damage and business interruption (for losses that flow from the loss of otherwise insured property) and damage due to fire, earthquake, floods and other natural disasters, as well as primary and excess combined liability, personal accident coverage and product liability coverage. The Group also maintains insurance policies covering travel, director's and officer's liability, employer liability/workers' compensation, general liability and policies that provide coverage for risks during the shipment of products. The Group is not insured against consequential damages, environmental damages, terrorist acts, war-related events and liability for product recalls.

The Directors believe that the Group's insurance coverage, including the terms of and the coverage provided by its policies, is appropriate and in accordance with industry custom. The Group's policies are subject to standard limitations and retentions and, in the case of business interruption insurance, amongst other things, limitations apply with respect to the length of the interruption covered and the maximum amount that may be recovered. For further details, see the risk factor entitled "*The Group's insurance coverage could prove inadequate"* in the Section in this Prospectus entitled "*Risk Factors*".

PART III

DIRECTORS, SENIOR MANAGERS AND CORPORATE GOVERNANCE

1. DIRECTORS AND SENIOR MANAGERS

1.1 Directors

The Directors of the Company as at the date of this Prospectus are as follows:

Name	Age	Position
Manfred Wennemer	70	Chairman
William L. Kozyra	60	Chief Executive Officer and President
Timothy Knutson	50	Chief Financial Officer, Executive Director
Neil Carson	60	Deputy Chairman and Senior Independent Director
Paul Edgerley	61	Non-Executive Director
John Smith	66	Independent Non-Executive Director
Stephen Thomas	42	Non-Executive Director
Jeffrey Vanneste	58	Independent Non-Executive Director

The business address of each of the Directors is 4650 Kingsgate, Oxford Business Park South, Cascade Way, Oxford OX4 2SU, United Kingdom.

The management experience and expertise of each of the Directors is set out below.

Manfred Wennemer

Manfred Wennemer joined the Company in September 2016 as an Independent Non-Executive Director, and has been appointed Chairman of the Group. As part of his executive career, Mr Wennemer held a variety of positions at Continental, including as Chief Executive Officer and Chairman, Board Member and Managing Director of ContiTech. He started his career as a Project Manager and System Analyst at Proctor & Gamble in 1976. Mr Wennemer holds a Master of Science degree in Mathematics from the University of Münster in Germany and a Master of Business Administration degree from INSEAD Business School.

William L. Kozyra

William (Bill) L. Kozyra has been the Chief Executive Officer and President of the Group since June 2008. Prior to joining the Group, Mr Kozyra spent 10 years as President and Chief Executive Officer of Continental AG North America. Mr Kozyra was also a member of the Executive Board of, Continental AG (DAX), Hanover, Germany with responsibility for Continental AG's NAFTA businesses. Prior to his service with Continental, Mr Kozyra was with ITT Automotive where he served as Vice President and General Manager Brake and Chassis Systems North America. Prior to his tenure at ITT Automotive, he was Vice President and General Manager of Bosch Braking Systems' Brake Products division. Mr Kozyra began his career with the Budd Company as a Project Engineer, advanced to a Chief Engineer position, and later became President of its Wheel and Brake division. Mr Kozyra holds a Bachelor of Mechanical Engineering from the University of Detroit and a Master of Business Administration degree from Michigan State University.

Timothy Knutson

Timothy Knutson joined the Group in November 2008 and has served as the Group's Chief Financial Officer. Prior to joining the Group, Mr Knutson spent three years at Meridian Automotive Systems, Inc., an automotive supplier of metals, thermoplastics and composite products, as Executive Vice President and Chief Financial Officer. Prior to this position, Mr Knutson was at Delphi Corporation for six years where he served in numerous senior financial positions in both the United States and Europe including Business Unit Finance Director in France and Corporate Assistant Treasurer. He began his career at General Motors in 1989 serving in various finance areas including roles in General Motor's New York Treasurers' Office. Mr Knutson holds a Bachelor of Arts in Business Administration from Michigan State University and a Master of Business Administration degree from the University of Chicago.

Neil Carson

Neil Carson joined the Company in September 2016 as an Independent Non-Executive Director, and has been appointed Deputy Chairman and Senior Independent Director. Mr Carson started his career with Johnson Matthey as a graduate trainee, advancing to become the Sales and Marketing Director of the Environment

Catalysts and Technologies division in 1993, and later serving as the Group Chief Executive Officer from 2004 to 2014. He currently serves as Honorary President of the Society for the Chemical Industry and was recently Co-Chair of the Chemistry Growth Partnership. He was awarded an OBE for services to the Chemical Industry in June 2016. Mr Carson holds a Bachelor of Science degree in Combined Engineering Studies from Coventry University and was awarded an Honorary PhD of Business Administration in 2010.

Paul Edgerley

Paul Edgerley joined the Company in July 2015 as a director and was formally appointed a Non-Executive Director in October 2017. Mr Edgerley joined Bain Capital in 1988 and was a Managing Director from 1990 to 2016 and is currently a Senior Advisor to Bain Capital. Prior to joining Bain Capital, he spent five years at Bain & Company, where he served as a Consultant and a Manager in the healthcare, information services, retail, and automobile industries. Mr Edgerley received a Master of Business Administration degree with Distinction from Harvard Business School in 1983 and a Bachelor of Science degree from Kansas State University in 1978, with emphasis on Accounting.

John Smith

John F. Smith joined the Company in October 2017 as an Independent Non-Executive Director. Mr Smith has over 48 years of experience in the automotive industry. He spent over 42 years working with General Motors in developing new technologies, in particular GM's first hybrid driveline while serving as President of Allison Transmission, and advanced to the position of Group Vice President for Global Product Planning and, ultimately, Corporate Planning and Alliances. During his career, Mr Smith spent four and a half years in GM's European operations, and also worked closely with GM's Japanese, Korean and Chinese partners. Mr Smith holds a Bachelor of Science degree in Industrial Engineering from Kettering University and a Master of Business Administration degree from Harvard Business School.

Stephen Thomas

Stephen Thomas joined the Company in July 2015 as a director and was formally appointed a Non-Executive Director in October 2017. Mr Thomas joined Bain Capital in 2007 and has been a Managing Director since 2015. Previously, Mr Thomas was a Manager at Bain & Company, where he consulted for the media, telecom, consumer, financial services and private equity industries. He received a Master of Business Administration degree from Harvard Business School and graduated, cum laude, with a Bachelor of Arts degree in Economics from Princeton University.

Jeffrey Vanneste

Jeffrey H. Vanneste joined the Company in October 2017 as an Independent Non-Executive Director. Mr Vanneste is currently Senior Vice President, Chief Financial Officer and a member of the Executive Council of Lear Corporation ("**Lear**"). Prior to joining Lear, Mr. Vanneste served as Executive Vice President and Chief Financial Officer for International Automotive Components Group ("**IAC**"). Prior to joining IAC, he spent over 15 years working with Lear in various positions including as Vice President of Finance, European Operations, Vice President of Corporate Business Planning and Analysis, Vice President of Finance, Seating and Vice President of Finance for the Ford and GM Divisions. Before working at Lear Corporation, he served as Assistant Controller for Champagne-Webber, Inc. and, prior to that, was an audit senior at Coopers & Lybrand (currently, PricewaterhouseCoopers). Mr Vanneste holds a Bachelor of Arts degree in Accounting from Wayne State University and Master of Business Administration degree from Michigan State University.

1.2 Senior Managers

In addition to the Directors listed above, the following senior managers (the "**Senior Managers**") are considered relevant to establishing that the Company has the appropriate experience and expertise for the management of its business:

Name	Age	Position
Hans Dieltjens	49	Executive Vice President—FTDS
Steve Taylor	58	Executive Vice President—FCS

The business address of each of the Senior Managers is 4650 Kingsgate, Oxford Business Park South, Cascade Way, Oxford OX4 2SU, United Kingdom.

The management experience and expertise of each of the Senior Managers is set out below.

Hans Dieltjens

Hans Dieltjens has been the Group's Executive Vice President of Fuel Tank and Delivery Systems since 2014 and has more than 26 years of experience, including his most recent position as Executive Vice President of Fuel Tanks from 2009 to 2014. Previously Mr Dieltjens held various senior level operational, technical and sales positions with the Group and Hoogovens Aluminium Duffel. Mr Dieltjens holds a Master's degree in Industrial Engineering Electro Mechanics from HIK University in Geel, Belgium and a Master of Business Economics from IPO Antwerp in Belgium.

Steve Taylor

Steve Taylor has been the Group's acting Executive Vice President of Fluid Carrying Systems since 2014 and has been with the Group for over 18 years. He has more than 34 years of experience, including his most recent position with the Group as Vice President, HVAC Fluid Systems from 2013 to 2014 and Managing Director, HVAC North America from 2009 to 2012. Previously, Mr Taylor held various senior level operational positions with the Group and Thomas & Betts.

2. CORPORATE GOVERNANCE

2.1 Compliance with applicable corporate governance rules and regulations

The Directors support high standards of corporate governance and it is the policy of the Company to comply with current best practice in UK corporate governance to the extent appropriate for a company of its size. Except as described below, as at the date of this Prospectus, the Company complies with the UK Corporate Governance Code published in April 2016 by the Financial Reporting Council (as amended from time to time) (the "**Corporate Governance Code**").

The Corporate Governance Code recommends that, in the case of a FTSE 250 company, at least half the board of directors of a premium listed company, excluding the chairman, should comprise non-executive directors determined by the board to be independent in character and judgement and free from relationships or circumstances which may affect, or could appear to affect, the directors' judgement. On Admission, the Board will comprise eight directors, including the Independent Non-Executive Chairman, the Senior Independent Director, two Independent Non-Executive Directors, two Executive Directors and two Non-Executive Directors. The Company regards this as an appropriate Board structure. Paul Edgerley and Stephen Thomas, both Non-Executive Directors, are not considered to be independent for the purposes of the Corporate Governance Code as a result of being Bain Directors. Accordingly, the Company will not comply with the requirements of the Corporate Governance Code in respect of composition of the Board at Admission. However the Company intends to appoint additional independent Non-Executive Directors within a reasonable period of time following Admission to comply with the requirements of the Corporate Governance Code.

As set out in Section 17 (*Takeover Code*) of Part XI: "*Additional Information*" of this Prospectus, by virtue of their nomination by the Institutional Shareholders, each of Paul Edgerley and Stephen Thomas are considered by the Company to be acting in concert with the Institutional Shareholders, for the purposes of the Takeover Code.

Except as set out above, the Board intends to continue to comply fully with the requirements of the Corporate Governance Code and will report to Shareholders on compliance with the Corporate Governance Code in accordance with the Listing Rules.

The Corporate Governance Code also recommends that: (i) the chairman of the board of directors should meet the independence criteria set out in the Corporate Governance Code on appointment; and (ii) the Board appoint one of the independent non-executive directors to be the senior independent director. On Admission, the Chairman of the Company will be Manfred Wennemer and the Senior Independent Director will be Neil Carson. The Board considers that Mr Wennemer and Mr Carson meet the independence criteria set out in the Corporate Governance Code.

The Company has adopted a code of securities dealings in relation to the Ordinary Shares which complies with the Market Abuse Regulation and which will apply to the Directors, Senior Managers and other relevant employees of the Group.

The Company has implemented internal procedures and measures designed to ensure compliance by it and other members of the Group with the Bribery Act.

2.2 Board committees

The Directors have established an Audit & Risk Committee, a Remuneration Committee and a Nomination Committee. The members of these committees are appointed principally from among the independent directors and all appointments to these committees shall be for a period of one year. The terms of reference of the committees have been drawn up in accordance with the provisions of the Corporate Governance Code. A summary of the terms of reference of the committees is set out below.

Each committee and each Director has the authority to seek independent professional advice where necessary to discharge their respective duties, in each case at the Company's expense.

Audit & Risk Committee

The Audit & Risk Committee assists the Board in discharging its responsibilities with regard to (a) financial reporting; (b) external and internal auditors and controls, including reviewing the Company's annual financial statements and, where requested by the Board, advising whether, taken as a whole, the annual report and accounts are fair, balanced and understandable; (c) reviewing and monitoring the extent of the non-audit work undertaken by external auditors; (d) advising on the appointment of external auditors; and (e) reviewing the effectiveness of the Company's internal audit activities, internal control and risk management systems. Where the Audit & Risk Committee is not satisfied with any aspect of the proposed financial reporting by the Company, it shall report its views to the Board, however, the ultimate responsibility for reviewing and approving the annual report and accounts and the half yearly reports remains with the Board.

The Corporate Governance Code recommends that the Audit & Risk Committee should comprise at least three members, who should all be independent non-executive directors, and that at least one member should have recent and relevant financial experience. The membership of the Company's Audit & Risk Committee comprises three members, namely Neil Carson, John Smith and Jeffrey Vanneste, all of whom are Independent Non-Executive Directors. The chairman of the Audit & Risk Committee is Jeffrey Vanneste. No members of the Audit & Risk Committee have links with the Company's external auditors. The Company therefore considers that it complies with the Corporate Governance Code recommendation regarding the composition of the Audit & Risk Committee.

The Audit & Risk Committee will formally meet at least three times per year and otherwise as required. The Chief Executive Officer, other Directors and representatives from the finance function may attend and speak at meetings of the Audit & Risk Committee. The Company's external auditor and Chief Financial Officer will be invited to attend meetings of the committee on a regular basis.

Remuneration Committee

The Remuneration Committee is responsible for setting the remuneration policy for all executive directors and the Chairman, including pension rights and any compensation payments, and recommending and monitoring the remuneration of the Senior Managers. Non-Executive Directors' fees will be determined by the full Board.

The objective of the Company's remuneration policy is to attract, retain and motivate executive management of the quality required to run the Company successfully, having regard to the views of Shareholders and other stakeholders.

The Remuneration Committee is also responsible for making recommendations for the grants of awards under the Company's share option schemes. In accordance with the Remuneration Committee's terms of reference, no Director may participate in discussions relating to his own terms and conditions of remuneration.

The Corporate Governance Code provides that the Remuneration Committee should comprise at least three members, all of whom should be independent non-executive directors. The membership of the Company's Remuneration Committee comprises three members, namely Neil Carson, John Smith and Jeffrey Vanneste, all of whom are independent Non-Executive Directors. The chairman of the Remuneration Committee is Neil Carson. The Company therefore considers that it complies with the Corporate Governance Code recommendations regarding the composition of the Remuneration Committee.

The Remuneration Committee meets formally at least twice each year and otherwise as required.

Nomination Committee

The Nomination Committee assists the Board in discharging its responsibilities relating to the composition of the Board. The Nomination Committee is responsible for evaluating the balance of skills, knowledge and experience on the Board, the size, structure and composition of the Board, retirements and appointments of additional and replacement directors and will make appropriate recommendations to the Board on such matters.

The Corporate Governance Code provides that a majority of the members of the Nomination Committee should be independent non-executive directors. The Company's Nomination Committee is comprised of three members, namely Neil Carson, Paul Edgerley and Manfred Wennemer. Neil Carson and Manfred Wennemerare independent Non-Executive Directors. The chairman of the Nomination Committee is Manfred Wennemer. The Company therefore considers that it complies with the Corporate Governance Code's recommendations regarding the composition of the Nomination Committee.

The Nomination Committee meets formally at least twice a year and otherwise as required.

3. RELATIONSHIP WITH THE INSTITUTIONAL SHAREHOLDERS

Following Admission, the Institutional Shareholders will hold approximately 65.9% of the voting rights attached to the issued share capital of the Company, assuming the Over-allotment Option is not exercised, and approximately 61.3% of the voting rights assuming the Over-allotment Option is exercised in full.

3.1 Listing Rules—controlling shareholder regime

The Company entered into the Relationship Agreement with the Institutional Shareholders on 25 October 2017. The Relationship Agreement has been entered into to ensure that the Company is capable of carrying on its business independently of its controlling shareholder (as defined in the Listing Rules) and its associates. See Section 12 (*Material contracts*) of Part XI: "*Additional Information*" for a more detailed description of the Relationship Agreement.

3.2 Takeover Code

Any person who (together with any persons with whom they are acting in concert) acquires interests in shares carrying 30% or more of the Company may, pursuant to Rule 9.1 of the Takeover Code, be required by the Takeover Panel to make an offer for the shares in the Company not owned or controlled by them at that time. Except with the consent of the Takeover Panel, an offer is also required to be made if any person (or persons acting in concert) are interested in shares which in aggregate carry not less than 30% of the voting rights in the Company but does not hold shares carrying more than 50% of the voting rights of the Company, and any further interests in shares are acquired. See Section 17 (*Takeover Code*) of Part XI: "*Additional Information*" of this Prospectus for further details of how the Takeover Code affects the Company.

PART IV

SELECTED FINANCIAL INFORMATION

The selected financial information set out below has been extracted without material adjustment from Section B (*Historical financial information relating to the Group*) of Part VII: "*Historical Financial Information*" of this Prospectus, where it is shown with important notes describing some of the line items. The selected non-IFRS financial information relating to the Group set out below has been calculated on the basis set out in the Section of this Prospectus entitled "*Presentation of Information*".

COMBINED AND CONSOLIDATED INCOME STATEMENT

	Year ended 31 December			Six months ended 30 June	
	2014 (€m)	2015 (€m)	2016 (€m)	(unaudited) 2016 (€m)	2017 (€m)
Revenue	2,696.3	3,095.2	3,348.6	1,632.8	1,777.0
Cost of sales	(2,215.8)	(2,580.2)	(2,801.1)	(1,355.4)	(1,484.6)
Gross profit	**480.5**	**515.0**	**547.5**	**277.4**	**292.4**
Distribution costs	(93.1)	(96.0)	(103.6)	(50.5)	(51.6)
Administrative expenses before exceptional items	**(139.1)**	**(171.1)**	**(188.6)**	**(94.3)**	**(92.0)**
Exceptional items	**(23.7)**	**(27.7)**	**(23.2)**	**(7.1)**	**(9.5)**
Administrative expenses after exceptional items	**(162.8)**	**(198.8)**	**(211.8)**	**(101.4)**	**(101.5)**
Other income	6.8	7.7	6.5	3.3	3.3
Other (losses)/gains	(99.4)	(72.1)	(2.0)	9.7	24.3
Operating profit	**132.0**	**155.8**	**236.6**	**138.5**	**166.9**
Finance income before exceptional items	**1.5**	**8.3**	**10.1**	**10.2**	**7.1**
Finance expense before exceptional items	**(50.4)**	**(87.1)**	**(115.2)**	**(59.3)**	**(55.5)**
Exceptional items	**(20.9)**	**(23.8)**	**—**	**—**	**—**
Net finance expense after exceptional items	**(69.8)**	**(102.6)**	**(105.1)**	**(49.1)**	**(48.4)**
Share of profit of associates	1.2	1.3	1.3	0.4	—
Profit before income tax	**63.4**	**54.5**	**132.8**	**89.8**	**118.5**
Income tax expense before exceptional items	**(68.1)**	**(124.0)**	**(88.9)**	**(49.8)**	**(47.3)**
Exceptional items	**20.5**	**28.9**	**—**	**—**	**—**
Income tax expense after exceptional items	**(47.6)**	**(95.1)**	**(88.9)**	**(49.8)**	**(47.3)**
Profit/(loss) for the period	**15.8**	**(40.6)**	**43.9**	**40.0**	**71.2**
Profit/(loss) for the period attributable to:					
Owners of the parent company	13.4	(43.7)	42.2	39.0	69.5
Non-controlling interests	2.4	3.1	1.7	1.0	1.7
Profit/(loss) for the period	**15.8**	**(40.6)**	**43.9**	**40.0**	**71.2**

COMBINED AND CONSOLIDATED BALANCE SHEET

	As at 31 December			As at 30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
Non-current assets				
Intangible assets	217.8	1,345.8	1,412.8	1,322.0
Property, plant and equipment	458.7	675.9	699.7	669.8
Investments in associates	23.1	18.2	19.4	18.6
Derivative financial instruments	—	24.2	28.4	10.4
Deferred income tax assets	107.9	130.0	69.9	50.3
Trade and other receivables	8.1	7.3	12.9	11.9
	815.6	2,201.4	2,243.1	2,083.0
Current assets				
Inventories	257.0	263.3	298.5	315.9
Trade and other receivables	500.3	527.9	613.1	612.2
Current income tax assets	7.7	4.4	9.6	11.4
Derivative financial instruments	—	4.5	6.1	4.9
Financial assets at fair value through profit & loss	2.8	2.8	2.9	2.9
Cash and cash equivalents	173.0	268.4	196.2	194.5
Non-current assets held for sale	0.4	—	—	—
	941.2	1,071.3	1,126.4	1,141.8
Total assets	**1,756.8**	**3,272.7**	**3,369.5**	**3,224.8**
Equity				
Ordinary shares	—	493.7	493.7	493.7
Invested capital	(102.6)	—	—	—
Other reserves	—	(41.8)	(64.5)	(108.6)
Accumulated (losses)/profits	—	(10.8)	36.2	111.5
Equity attributable to owners of the parent company	**(102.6)**	**441.1**	**465.4**	**496.6**
Non-controlling interests	11.1	20.2	19.0	18.9
Total equity	**(91.5)**	**461.3**	**484.4**	**515.0**
Non-current liabilities				
Trade and other payables	6.1	7.1	12.1	15.3
Borrowings	1,012.0	1,657.3	1,695.8	1,581.1
Derivative financial instruments	—	26.0	19.2	38.4
Deferred income tax liabilities	26.1	230.5	221.5	196.1
Retirement benefit obligations	192.6	187.6	193.0	182.2
Provisions	8.7	6.9	7.2	6.6
	1,245.5	2,115.4	2,148.8	2,019.7
Current liabilities				
Trade and other payables	516.4	577.0	635.2	587.8
Current income tax liabilities	52.7	82.1	71.3	68.3
Borrowings	9.5	4.3	2.9	5.3
Derivative financial instruments	0.7	4.8	4.6	2.3
Provisions	23.5	27.8	22.3	25.9
	602.8	696.0	736.3	689.6
Total liabilities	**1,848.3**	**2,811.4**	**2,885.1**	**2,709.3**
Total equity and liabilities	**1,756.8**	**3,272.7**	**3,369.5**	**3,224.8**

COMBINED AND CONSOLIDATED STATEMENT OF CASH FLOWS

	Year ended 31 December			Six months ended 30 June	
	2014 (€m)	2015 (€m)	2016 (€m)	(unaudited) 2016 (€m)	2017 (€m)
Cash flows from operating activities					
Cash generated from operations	257.3	396.5	386.0	157.7	178.1
Interest and other finance expense paid	(40.7)	(60.4)	(97.8)	(48.8)	(44.1)
Income tax paid	(49.7)	(57.8)	(84.2)	(43.2)	(51.6)
Net cash generated from operating activities	**166.9**	**278.3**	**204.0**	**65.7**	**82.4**
Cash flows used by investing activities					
Payment to TIFSHL shareholders for the acquisition	—	(1,110.5)	—	—	—
Payment for acquisition of subsidiary net of cash received	—	—	(125.0)	(125.0)	—
Payment for property, plant and equipment	(96.4)	(110.5)	(109.5)	(52.3)	(55.7)
Proceeds from the sale of property, plant and equipment	1.6	1.1	0.8	0.2	1.0
Payment for intangible assets	(38.7)	(31.5)	(26.5)	(12.9)	(11.1)
Interest received	1.4	0.7	1.8	0.7	1.0
Net cash used by investing activities	**(132.1)**	**(1,250.7)**	**(258.4)**	**(189.3)**	**(64.8)**
Cash flows from financing activities					
Proceeds from issue of share capital	—	493.7	—	—	—
Net transactions with shareholders of TIFSHL	—	58.1	—	—	—
Net proceeds from borrowings (including fees paid)	251.9	1,643.6	—	—	(1.7)
Repayments of borrowings	(10.6)	(1,141.7)	(13.6)	(6.8)	(6.9)
Dividends paid to TIFSHL shareholders	(313.7)	—	—	—	—
Dividends paid to non-controlling interests	(2.2)	(2.7)	(2.9)	(1.0)	(1.1)
Net cash (used by) / generated from financing activities	**(74.6)**	**1,051.0**	**(16.5)**	**(7.8)**	**(9.7)**
(Decrease)/Increase in cash and cash equivalents	(39.8)	78.6	**(70.9)**	**(131.4)**	**7.9**
Cash and cash equivalents at beginning of the period	201.6	173.0	268.4	268.4	196.2
Currency translation on cash and cash equivalents	11.2	16.8	(1.3)	(5.2)	(9.6)
Cash and cash equivalents at end of the period	**173.0**	**268.4**	**196.2**	**131.8**	**194.5**

NON-IFRS FINANCIAL INFORMATION

In this Prospectus, certain financial measures are presented that are not recognised measurements of financial performance or liquidity under IFRS. Management uses these measures to monitor and analyse the underlying performance of the Group's operations. The table below sets out these financial measures for the Group during the periods under review. These non-IFRS financial measures should not be used as and are not substitutes for any IFRS measures.

	Year ended 31 December			Six months ended 30 June	
	2014 (€m)	2015 (€m)	2016 (€m)	(unaudited) 2016 (€m)	2017 (€m)
Adjusted EBIT(1)	**259.7**	**316.9**	**362.1**	**185.6**	**201.8**
FCS Adjusted EBIT	**207.9**	**245.5**	**262.4**	**133.3**	**144.9**
FTDS Adjusted EBIT	**51.8**	**71.4**	**99.7**	**52.3**	**56.9**
Free Cash Flow(2)	**201.4**	**270.6**	**328.7**	**169.9**	**189.0**
Cash Flow Conversion(3)	**59.9%**	**65.6%**	**70.7%**	**72.3%**	**73.9%**
Adjusted Effective Tax Rate(4)	**32.6%**	**38.0%**	**34.0%**	**35.0%**	**30.6%**

Notes:

(1) The reconciliation of Adjusted EBIT and Adjusted EBITDA for FY 2014, FY 2015, FY 2016, H1 2016 and H1 2017 to profit for the Group is as follows:

	Year ended 31 December			Six months ended 30 June	
	2014 (€m)	2015 (€m)	2016 (€m)	(unaudited) 2016 (€m)	2017 (€m)
Profit/(loss) for the period	**15.8**	**(40.6)**	**43.9**	**40.0**	**71.2**
Income tax expense after exceptional items	47.6	95.1	88.9	49.8	47.3
Net finance expense after exceptional items	69.8	102.6	105.1	49.1	48.4
Depreciation and impairment of PP&E	64.8	82.3	102.0	48.0	50.2
Amortisation and impairment of intangible assets	12.0	54.7	92.9	47.1	48.9
EBITDA	**210.0**	**294.1**	**432.8**	**234.0**	**266.0**
Exceptional items(a)	23.7	27.7	23.2	7.1	9.5
Other (gains) and losses	99.4	72.1	2.0	(9.7)	(24.3)
Other reconciling items					
Bain management fee(b)	—	2.3	4.8	2.4	2.4
Inventory uplift(c)	—	15.1	0.4	0.4	—
Share of profit of associates(d)	(1.2)	(1.3)	(1.3)	(0.4)	—
Dividend received from associates(e)	0.2	0.2	0.2	0.2	0.5
Restructuring costs(f)	4.3	2.4	2.6	1.1	1.7
Adjusted EBITDA	**336.5**	**412.6**	**464.7**	**235.1**	**255.8**
Depreciation and impairment of PP&E	(64.8)	(82.3)	(102.0)	(48.0)	(50.2)
Amortisation and impairment of intangible assets	(12.0)	(54.7)	(92.9)	(47.1)	(48.9)
Other depreciation and amortisation adjustments					
Depreciation uplift(g)	—	7.8	21.1	9.2	8.1
Amortisation uplift(g)	—	33.5	71.2	36.4	37.0
Adjusted EBIT	**259.7**	**316.9**	**362.1**	**185.6**	**201.8**

Notes:

(a) Exceptional items related to administrative expenses for the period.

(b) Management charges in the second half of FY 2015 paid to the Bain Funds following the Bain Acquisition.

(c) In FY 2015, increase in inventory costs in the second half of FY 2015 due to the fair value exercise and purchase price allocation in connection with the Bain Acquisition. In H1 2016 and FY 2016, increase in inventory costs due to the fair value exercise and purchase price allocation in connection with the acquisition of Millennium Industries.

(d) Share of profits of associated entity, SeAH FS Co., Ltd., a private company registered in South Korea and of which the Group holds 20% of the issued ordinary shares. SeAH FS Co., Ltd. is engaged in the manufacturing and engineering of products.

(e) Dividends received from the Group's only associated undertaking, SeAH FS Co., Ltd. See Note 19 in Section B (*Historical financial information relating to the Group*) of Part VII: "*Historical Financial Information*" of this Prospectus.

(f) In each of H1 2017, H1 2016, FY 2014, FY 2015 and FY 2016, restructuring costs related to headcount reductions.

(g) In FY 2015, increase in depreciation, amortisation and impairment charges in the second half of FY 2015 due to the fair value exercise and purchase price allocation in connection with the Bain Acquisition. ln FY 2016 and H1 2017, increase in depreciation, amortisation and impairment charges due to the fair value exercise and purchase price allocation in connection with the Bain Acquisition and the acquisition of Millennium lndustries.

(2) The Company defines Free Cash Flow as Adjusted EBITDA less capital expenditures related to the purchase of PP&E and investments in intangible assets. See Section 6 (*Liquidity and capital resources*) of Part V: "*Operating and Financial Review*" of this Prospectus.

(3) The Company defines Cash Flow Conversion as Free Cash Flow as a percentage of Adjusted EBITDA.

(4) The Company defines Adjusted Effective Tax Rate as Adjusted Income Tax Expense Before Exceptional Items as a percentage of Adjusted Profit Before Income Tax. Adjusted Income Tax Expense Before Exceptional Items is adjusted for the tax impact of material one-off items and prior year tax provisions and adjustments. Adjusted Profit Before Income Tax is adjusted for non-tax effected UK expenses, non-tax deductible US transaction costs and costs related to the Global Offer. The reconciliation of Adjusted Income Tax Before Exceptional Items for FY 2014, FY 2015, FY 2016, H1 2016 and H1 2017 to Income Tax Before Exceptional Items and Adjusted Profit Before Income Tax for FY 2014, FY 2015, FY 2016, H1 2016 and H1 2017 to Profit Before Income Tax is as follows:

	Year ended 31 December			Six months ended 30 June	
	2014 (€m)	**2015 (€m)**	**2016 (€m)**	**(unaudited) 2016 (€m)**	**2017 (€m)**
Profit Before Income Tax	**63.4**	**54.5**	**132.8**	**89.8**	**118.5**
Adjustments to Profit Before Income Tax					
Foreign exchange (gains) and losses	99.2	79.1	15.9	(4.0)	(32.2)
Loan refinancing and other exceptional costs	23.4	8.4	13.8	1.8	1.4
Net interest and financing costs	12.3	33.7	56.6	31.3	30.8
Other operating costs	19.5	45.0	45.6	30.6	29.4
Expenses incurred in the UK not tax effected	**154.4**	**166.2**	**131.9**	**59.7**	**29.4**
US transaction costs non-deductible for tax	—	32.9	—	—	—
Adjusted Profit Before Income Tax	**217.8**	**253.6**	**264.7**	**149.5**	**147.9**
Income Tax Expense Before Exceptional Items	**(68.1)**	**(124.0)**	**(88.9)**	**(49.8)**	**(47.3)**
Adjustments to Income Tax Expense Before Exceptional Items					
Release of deferred tax charge relating to TIFSHL Share Option Plan	—	5.8	—	—	—
Prior year tax provision/adjustment					
China withholding tax—specific tax provision	—	15.6	1.7	0.9	0.9
(Decrease)/Increase in unremitted earnings provision	(2.3)	5.5	1.8	—	(1.1)
Release of India transfer pricing amounts	—	—	(9.2)	(3.3)	—
Release of deferred tax related to tax credits in Czech Republic	—	—	1.3	—	—
Other prior year tax adjustments	(0.5)	0.7	3.4	(0.1)	2.2
Adjusted Income Tax Before Exceptional Items	**(70.9)**	**(96.4)**	**(89.9)**	**(52.3)**	**(45.3)**
Adjusted Effective Tax Rate	**32.6%**	**38.0%**	**34.0%**	**35.0%**	**30.6%**

PART V

OPERATING AND FINANCIAL REVIEW

The following discussion of the Company's financial condition and results of operations should be read in conjunction with the Section entitled "Presentation of Information" and Part VII: "Historical Financial Information" of this Prospectus and with the information relating to the Company's business included elsewhere in this Prospectus. This discussion involves forward-looking statements that reflect the current view of the Directors and involve risks and uncertainties. The Company's actual results could differ materially from those contained in any forward-looking statements as a result of factors discussed below and elsewhere in this Prospectus, particularly the risk factors discussed in the Section entitled "Risk Factors" of this Prospectus. Certain regulatory and industry issues also affect the Company's results of operations and are described in Part I: "Industry Overview" and Part II: "Description of the Business" of this Prospectus.

The financial information in this Part V has been extracted or derived without adjustment from the audited historical financial information contained in Part VII: "Historical Financial Information" of this Prospectus, save where otherwise stated. Investors should read the whole of this Prospectus and not just rely on summarised information.

1. OVERVIEW

The Group is a leading global supplier of highly engineered fluid storage, carrying and delivery components and systems primarily serving the light duty segment of the automotive industry. The Group has strong revenue diversification across customers, platforms and regions which has resulted in market leading positions in products that represent the majority of the Group's revenue. The Group has expanded globally with its OEM customers and successfully operated in many emerging and developing markets for decades. The Group has long-standing relationships across OEM leadership, purchasing and engineering teams and has also developed strong relationships at a regional level through its local management teams. The Group has manufacturing operations in 123 locations across 29 countries on six continents, which the Directors believe gives the Group a competitive advantage as OEMs increasingly move towards platform globalisation.

The Group operates through two divisions, which are equivalent to the Group's operating segments and segment reporting under IFRS: Fluid Carrying Systems (FCS) and Fuel Tank and Delivery Systems (FTDS). The FCS division manufactures brake and fuel lines and chassis bundles, thermal management fluid systems, including HEV and EV thermal management products, and powertrain products. The FTDS division's products include multi-layer plastic fuel tank systems and pumps and module fuel delivery systems. The Group's advanced products and technologies are aligned with automotive industry megatrends including government-mandated emissions reductions and improvements in fuel economy, for which the Group has introduced a number of award-winning technologies. As OEMs move towards the production of vehicles that reduce emissions and improve fuel economy, such as enhanced ICEs, HEVs and EVs, the Directors believe that the Group's content growth opportunity is substantial.

For additional information on the Group's segment reporting, see Note 14 in Section B (*Historical financial information relating to the Group*) of Part VII: "*Historical Financial Information*" of this Prospectus.

2. CURRENT TRADING AND PROSPECTS

The information below is based on the Group's internal management accounts and represents the Group's preliminary expectations with respect to the Group's results for the two months ended 31 August 2017. These estimates have been prepared by and are the responsibility of the Directors and have not been reviewed or audited by an auditor and investors should not place undue reliance on them. While the Directors believe that these estimates are reasonable, the Group's actual results could vary from these estimates and these differences could be material. Please refer to the paragraph entitled "*Forward-looking statements*" in the Sections of this Prospectus entitled "*Presentation of Information*" and "*Risk Factors*".

Overall, the development of the Group's revenue for the two months ended 31 August 2017 was consistent with the Directors' expectations for the period and the business is continuing to perform in line with the Directors' expectations.

Industry trends

In the two months ended 31 August 2017, global light vehicle production volume increased as expected, driven by growth in all markets except North America. According to IHS Markit, global light vehicle production

volume for the two months ended 31 August 2017 was 14.1 million vehicles, representing an increase of 2.5% compared to the same period last year.

Asia Pacific light vehicle production volume for the two months ended 31 August 2017 increased by 3.7% compared to the same period last year, with China light vehicle production volume for the period increasing by 1.0% compared to the same period last year. North American light vehicle production volume for the two months ended 31 August 2017 decreased by 9.4% compared to the same period last year, while Europe, Middle East and Africa light vehicle production volume for the period increased by an aggregate of 7.0% compared to the same period last year.

Group performance

The Group's revenue for the two months ended 31 August 2017 was in line with revenue in the same period last year and was favourably impacted by increases in vehicle production volumes and new business wins. This was offset by the unfavourable impact of currency movements, a decrease in revenue from the Group's tooling, prototype and product development activities and the timing of some new programmes ramping up as old programmes ramped down. Consistent with the development of vehicle production volumes, the Group's Asia Pacific, European and Latin American revenue increased, and the Group's North American revenue decreased, for the two months ended 31 August 2017 compared to the same period last year. The Group's Adjusted EBIT margin for the two months ended 31 August 2017 was also consistent with the Directors' expectations for the period.

3. KEY FACTORS AFFECTING THE GROUP'S RESULTS OF OPERATIONS

The Group's business and results of operations have been, and may continue to be, affected by the factors discussed below.

Global light vehicle production volumes, automotive trends and revenue mix

Because of the Group's extensive global diversification, its overall revenue is impacted by global light vehicle production volumes. Light vehicle production can be cyclical over a multi-year period and within a year, with varying cyclicality across customers, regions and platforms. Light vehicle production is also influenced by economic conditions and a range of demographic and macroeconomic factors, including inflation, population growth, industrialisation in developing countries and consumer preferences. In addition, vehicle sales and production can be affected by labour relations issues, regulatory requirements, trade agreements and other factors. See the paragraph entitled "*Regulatory requirements to reduce emissions and increase fuel economy*" in Section 3 (*Key automotive industry trends*) of Part I: "*Industry Overview*".

Since 2000, light vehicle production growth has been higher in emerging markets than in developed economies, such as the US, Europe, Japan and South Korea. China, in particular, represents the largest light vehicle market with 27.1 million units of production in 2016 and a light vehicle production CAGR of 18.3% for the period from 2000 to 2016. The Group has operated in China for over 30 years and has established long-standing relationships with both global and local OEMs. The Group's operations in China consist of wholly-owned Chinese entities with 18 manufacturing locations. In FY 2016 and H1 2017, revenue generated in China represented 19% and 18%, respectively, of the Group's total revenue. As is the case with its focus on operations in China, the Group has manufacturing operations across a number of high growth developing countries and continues to expand with OEMs globally. See the paragraph entitled "*Expansion of global light vehicle production, including strong growth in emerging markets*" in Section 3 (*Key automotive industry trends*) of Part I: "*Industry Overview*" of this Prospectus for further details.

The table below sets out global and regional OEM light vehicle production volumes during the periods under review.

(units in millions)	Year ended 31 December			Six months ended 30 June	
	2014	2015	2016	2016	2017
Europe, Middle East and Africa	22.1	22.9	23.8	12.5	12.8
Asia Pacific	44.5	45.3	48.7	23.2	24.0
North America	17.0	17.5	17.8	9.1	9.0
Latin America	3.8	3.1	2.7	1.3	1.5
Volumes	**87.4**	**88.8**	**93.1**	**46.1**	**47.3**

Source: IHS Markit, July 2017

The Group typically operates with facilities that are located in close proximity to OEM final assembly locations. This is driven by the bulky size of some of the Group's products, including its brake and fuel line bundles and plastic fuel tanks. The Group's global footprint, together with its established local suppliers, serves as a competitive advantage as OEM customers increasingly source vehicle platforms on a global basis. The Group's revenue and results of operations are impacted by its ability to secure global platform business awards over its competitors that do not have the same geographic footprint or global operations as the Group.

The table below sets out the Group's revenue by region during the periods under review:

	Year ended 31 December						Six months ended 30 June			
	2014 (€m)	% of revenue	2015 (€m)	% of revenue	2016 (€m)	% of revenue	(unaudited) 2016 (€m)	(unaudited) % of revenue	2017 (€m)	% of revenue
Europe (including South Africa)	1,133.5	42.0%	1,242.6	40.1%	1,365.8	40.8%	697.0	42.7%	723.2	40.7%
Asia Pacific	780.1	28.9%	906.5	29.3%	959.6	28.7%	440.0	26.9%	499.4	28.1%
North America	701.1	26.0%	879.3	28.4%	952.7	28.4%	465.0	28.5%	513.5	28.9%
Latin America	81.6	3.1%	66.8	2.2%	70.5	2.1%	30.8	1.9%	40.9	2.3%
Revenue	**2,696.3**	**100.0%**	**3,095.2**	**100.0%**	**3,348.6**	**100.0%**	**1,632.8**	**100.0%**	**1,777.0**	**100.0%**

From FY 2014 to FY 2016, and from H1 2016 to H1 2017, the Group's revenue CAGR, on a constant currency basis, exceeded the light vehicle production CAGR in all of its major regions.

In Europe, the Group's FY 2014 to FY 2016 revenue CAGR was 10.1% on a constant currency basis as compared to a light vehicle production CAGR of 3.8%. From H1 2016 to H1 2017, the Group's revenue growth was 3.3% on a constant currency basis as compared to a light vehicle production growth of 2.3%.

In North America, the Group's FY 2014 to FY 2016 revenue CAGR was 6.5% on a constant currency basis as compared to a light vehicle production CAGR of 2.3%. From H1 2016 to H1 2017, the Group's revenue growth was 7.1% on a constant currency basis as compared to a light vehicle production decline of 0.7%.

In Asia Pacific, the Group's FY 2014 to FY 2016 revenue CAGR was 5.5% on a constant currency basis as compared to a light vehicle production CAGR of 4.7%. During the same period, the Group's China revenue CAGR was 11.4% on a constant currency basis, which exceeded China's light vehicle production CAGR of 9.4%. From H1 2016 to H1 2017, the Group's revenue growth was 12.5% on a constant currency basis as compared to a light vehicle production growth of 3.6%. During the same period, the Group's China revenue growth was 16.9% on a constant currency basis as compared to a light vehicle production growth of 3.1%.

Overall, from FY 2014 to FY 2016, the Group's revenue grew at a CAGR of 7.6% on a constant currency basis, which is more than two times the global light vehicle production CAGR for the same period based on production figures from IHS Markit. Similarly, from H1 2016 to H1 2017, the Group's revenue grew by 7.1% on a constant currency basis (6.3% on a constant currency basis excluding the impact of the acquisition of Millennium Industries), which is more than two times the global light vehicle production growth for the same period.

The Group's revenue is also impacted by its ability to introduce components and systems that allow OEM customers to meet increasingly stringent emissions and fuel economy standards. To achieve reduced emissions and enhanced fuel economy, OEMs have introduced higher pressure gasoline and diesel fuel systems and have added supplemental components and fuel system components that mitigate evaporative emissions and enhance

fuel economy. The Group's product portfolio includes innovations across both divisions that support these automotive megatrends, and the Group also generates a small amount of revenue from the supply of tooling, prototypes and product development. The Group has introduced patented fuel tank technologies to meet evaporative emissions requirements and efficient fuel system designs to support fuel economy standards. To meet the unique requirements of enhanced ICEs, HEVs and EVs, the Group has developed, and plans to continue to develop, thermal management and battery cooling systems, pressurised plastic fuel tanks with baffles, and double-moulded tanks. The Directors believe that the Group's content per vehicle in these enhanced ICEs, HEVs and EVs has the potential to increase and be significantly higher than the content per vehicle in traditional ICEs, with enhanced ICEs at approximately two times the content, HEVs at approximately three and a half times the content and EVs estimated at approximately two times the content of traditional ICEs.

Customer, regional and product mix impact the Group's revenue and results of operations. Customer mix is impacted by the levels of new and replacement business wins with various customers and the success of specific vehicle platforms relative to overall market demand. Regional mix is generally attributable to production growth differences between regions, and product mix occurs when certain of the Group's products are in higher demand than others based on differences in the Group content between nameplates. The Group's revenue mix generally has a corresponding impact on product cost, as pricing for the Group's various components is typically based on specific component costs. Selling prices are also influenced by product content and complexity changes and by pricing agreements that are generally established as new models are introduced. Accordingly, the Group's customer, regional and product mix impact the Group's margins. It is typical in the industry for customers to require annual selling price reductions as part of the business award and over the life of the programme. The overall impact of these price reductions can be mitigated as new product designs are introduced, for example, to support OEM fuel economy, emissions control, safety and vehicle noise and handling requirements. The Group seeks to mitigate the impact of these price reductions on its results of operations by negotiating the same or similar price reductions across its base of suppliers and implementing other cost reductions and efficiency improvements in manufacturing processes. For further information see the risk factor entitled "*Continued pricing pressures, OEM cost reduction initiatives, the ability of OEMs to re-source or cancel vehicle programmes and customer consolidation may result in lower than anticipated revenue and profit margins or losses*" in the Section in this Prospectus entitled "*Risk Factors*".

Cost of sales

The Group's cost of sales relates to the development, production, manufacture and sale of the Group's products, including costs associated with components, raw materials, personnel expenses, utilities, the repair and maintenance of plants, equipment, tools and other facilities and other operating costs. In general, changes in the Group's cost of sales correspond to changes in the Group's revenue, with fixed costs (excluding depreciation and amortisation) within cost of sales representing approximately 9% of the Group's revenue in FY 2016 and approximately 8% of the Group's revenue in H1 2017. The Group's cost of sales are also impacted by the Group's general research and development activities and technology innovation initiatives, as new products are introduced to enable OEM customers to meet regulatory requirements for emissions reductions and fuel economy, and as the market transition to HEV and EV occurs. The Group has achieved cost of sales improvements through performance initiatives, which primarily include direct material cost reductions and manufacturing initiatives. The Group has a disciplined contract quoting process, and global commodity sourcing teams leverage purchases across the Group's fluid systems portfolio. The Group manages and monitors each of its facilities using performance measurements and indicators, and rigorously institutes lessons learned and best practices across regions to improve overall efficiency.

In addition to these drivers, in FY 2015, the Group's cost of sales was negatively impacted by an increase of €41.3 million in depreciation and amortisation and an increase of €15.1 million in inventory costs resulting from the purchase price allocation in connection with the Bain Acquisition. For FY 2016, depreciation and amortisation associated with the Bain Acquisition and the acquisition of Millennium Industries was €92.3 million. For H1 2016 and H1 2017, this depreciation and amortisation amounted to €45.6 million and €45.1 million, respectively.

Direct materials represent the largest portion of the Group's cost of sales and include purchased sub-components and raw materials. FY 2014, FY 2015, FY 2016, H1 2016 and H1 2017, the Group's direct materials costs were 48.4%, 47.5%, 48.8%, 46.2% and 48.8%, respectively, of the Group's revenue. A portion of the Group's sub-component purchases includes OEM "directed buy" components, where the OEM sources the component directly from a component supplier, who in turn ships to the Group for inclusion in an assembled system. Raw material purchases primarily include resins, steel and aluminium. Typically, the

Group's total direct materials cost is primarily impacted by volume, price changes, customer and product mix, commodity costs and foreign exchange rate changes.

Other significant elements included within cost of sales include direct and indirect labour costs and overhead costs, such as depreciation. During the periods under review, the Group's cost of sales have increased primarily due to the Group's revenue growth, new product introductions, OEM requested content increases and foreign exchange movements. The Group's total personnel expenses, the majority of which are classified under cost of sales, have increased principally due to the Group's growth and the impact of inflation related to wages and salaries. For example, the Group's absolute number of employees has increased from approximately 25,000 as at 31 December 2014 to approximately 27,000 as at 31 December 2016, with approximately 67% of the workforce located in low cost countries as at 31 December 2016. As at 31 December 2016, approximately 14% of the Group's direct labour was made up of temporary employees across a variety of countries, which allows the Group flexibility to manage labour costs in line with volume fluctuations. As at 30 June 2017, the Group employed approximately 28,000 employees.

Exchange rate fluctuations

As is common for companies with international operations, the Group's revenue and results of operations are affected by foreign currency transaction and translation impacts. The Group primarily strives to mitigate transactional exposure by matching the currency of its revenues with that of its expenses, and seeks to hedge certain residual exposures that are considered highly probable for a period of up to twelve months. Translation exposures of the Group's subsidiaries are generally not hedged and thus have an impact on the Group's results of operations. For further information see the risk factor entitled "*The Group is exposed to foreign currency exchange rate fluctuations as a result of its substantial global operations, which may adversely affect its financial results*" in the Section in this Prospectus entitled "*Risk Factors*".

The Group records revenue through product sales in a variety of currencies, including Euros, US Dollars, Chinese Renminbi and Korean Won. For FY 2016, 40% of the Group's revenue was recorded in subsidiaries with a Euro functional currency, 28% in subsidiaries with a US Dollar functional currency, 19% in subsidiaries with a Chinese Renminbi functional currency and 6% in subsidiaries with a Korean Won functional currency. For H1 2017, 40% of the Group's revenue was recorded in subsidiaries with a Euro functional currency, 29% in US Dollars, 18% in Chinese Renminbi and 6% in Korean Won. These currencies are also the most significant currencies for the Group's cost of sales. Fluctuations in the value of the various currencies in which the Group operates, and the US Dollar and Chinese Renminbi in particular, against the Euro have affected the Group's results of operations.

Overall, exchange rate fluctuations have had a mixed effect on the revenue generated by the Group. For example, in H1 2017, the Euro depreciated against the US Dollar and Korean Won as compared to in H1 2016, which had a positive impact on the Group's reported revenue in H1 2017 in comparison to H1 2016. The Group's reported revenue for H1 2017 increased by 8.8% compared to H1 2016 (7.1% on a constant currency basis). Conversely, the Group's reported revenue for FY 2016 increased by 8.2% compared to FY 2015 (9.7% on a constant currency basis), when the Euro appreciated against the Chinese Renminbi and Korean Won. In FY 2015, the Euro depreciated against a number of currencies, which had a positive impact on the Group's reported revenue in FY 2015. The Group's reported revenue for FY 2015 increased by 14.8% compared to FY 2014 (5.5% on a constant currency basis). In FY 2014, the Euro appreciated against a number of currencies, which had a negative impact on the Group's reported revenue in FY 2014, which increased 7.2% (8.0% on a constant currency basis).

The Group generally seeks to mitigate its external transaction risk by negotiating revenue and supplier contracts in each operating unit's functional currency. Certain residual exposures that are considered highly probable are typically hedged for a period of up to twelve months.

The Group also seeks to mitigate its currency risk that results from, among other things, external borrowings and intercompany loans between the Group's subsidiaries. In October 2015, the Group launched a hedging programme designed to manage the Group's US Dollar debt related currency risk, particularly with respect to exchange rate fluctuations between the Euro and US Dollar, and reduce the volatility in the Group's results of operations resulting from foreign currency gains and losses arising from loans. As part of this hedging programme, the Group effectively converted $400 million of the drawings under its main borrowing facilities, which had floating interest rates, into €355 million at a fixed interest rate of 4.2%, thereby reducing foreign currency exposure on the Group's balance sheet, locking in long-term Euro fixed interest rates and reducing exposure to foreign exchange gains and losses in the Group's income statement. For further information, see the paragraph below entitled "*Borrowings*" in Section 6 (*Liquidity and capital resources*) of this Part V and the

risk factor entitled "*The Group is exposed to foreign currency exchange rate fluctuations as a result of its substantial global operations, which may adversely affect its financial results*" in the section of this Prospectus entitled "*Risk Factors*".

Seasonality

The Group's revenue and results of operations have historically fluctuated throughout the year in response to vehicle sales and OEM vehicle production schedules, each of which are impacted by a variety of factors, including the timing of new model introductions, various OEM incentive programmes, consumer spending patterns, holidays and other macroeconomic factors. Due to regional and market-specific holiday periods and OEM production shutdowns for model change-overs, the Group tends to generate more revenue in the first half of the year than in the second half. While the Group may experience seasonality of inventory and working capital on a regional basis due to regional and market-specific factors, the impact of any such seasonality is mitigated by the Group's customer and geographic diversification.

Acquisitions

Impact of the Bain Acquisition

The Group was acquired by a subsidiary of the Bain Funds on 30 June 2015 for a total consideration of €2.2 billion. Under IFRS 3, Business Combinations, the Group conducted a purchase price allocation and assessed the fair value of its assets and liabilities at the acquisition date. This required the Group to recognise fair value adjustments to the Group's assets and liabilities rather than account for assets and liabilities on a historic cost basis (with values that have been depreciated or amortised). As a result of the purchase price allocation and related fair value adjustments, intangible assets for trade names, customer platforms and customer relationships were recognised, and the values and useful economic lives of the Group's PP&E were reviewed and revised as appropriate. Other accounting items, such as depreciation, amortisation and impairment and cost of sales connected to inventory, which impact and relate to the Group's assets or liabilities, were also impacted by the fair value exercise. As a result of the fair value adjustments implemented as at 30 June 2015, the Group's assets and liabilities and the related items for subsequent periods are not directly comparable with the Group's assets and liabilities and related items that were disclosed prior to this date.

As a result of the purchase price allocation and related fair value adjustments, the Group recognised additional costs beginning in the second half of FY 2015. These fair value adjustments increased total identifiable net assets acquired to €374.8 million, leading to goodwill of €711.1 million as at 30 June 2015. This was principally related to the fair value increase in the carrying values of tangible fixed assets and inventory and the recognition of certain intangible assets, partly offset by the associated deferred tax liabilities. For example, the fair value adjustments resulted in higher depreciation and amortisation of €41.2 million, €42.6 million, €85.6 million and €41.3 million in depreciation and amortisation in H1 2017, H1 2016, FY 2016 and FY 2015, respectively, and an increase of €15.1 million in inventory costs in FY 2015. These non-cash charges related to the fair value adjustments did not impact the Group's cash paid for taxes in FY 2016 or FY 2015 but did impact the tax provision due to recording the tax impact of the incremental depreciation and amortisation. In FY 2015, the Group also incurred exceptional cash costs of €49.3 million consisting of transaction costs, share option costs and management incentives as a result of the Bain Acquisition, which were partially offset by a gain on acquisition-related hedge contracts. See Note 34 in Section B (*Historical financial information relating to the Group*) of Part VII: "*Historical Financial Information*" of this Prospectus.

Company acquisitions

The Group completed its acquisition of Millennium Industries in February 2016 and is introducing Millennium's formerly North America-focused products globally. The acquisition strengthened the Group's market position in fuel rails in North America, and based on 2016 production volumes, the Directors believe that the Group has a number two global market position in GDI rails as a result of the acquisition. In FY 2016 and FY 2015 (the year prior to the acquisition), Millennium Industries recorded revenue of approximately €118 million and €120 million, respectively.

The Group may consider and evaluate acquisition targets and conduct additional acquisitions in the future. See the risk factor entitled "*The Group may not realise the anticipated benefits of any acquisitions it makes or joint ventures it enters into, and may incur unforeseen liabilities*" in the Section in this Prospectus entitled "*Risk Factors*".

Tax rate

The Group's tax rate is affected by the tax rates in the jurisdictions in which the Group operates, the relative amount of income earned in a jurisdiction and the relative amount of losses or income for which no tax benefit or expense was recognised.

The Group's effective tax rate has fluctuated and was 75.1%, 174.5%, 66.9%, 55.5% and 39.9% for FY 2014, FY 2015, FY 2016, H1 2016 and H1 2017, respectively. In FY 2014, FY 2015, FY 2016, H1 2016 and H1 2017, the Group incurred expenses in the United Kingdom in the amount of €154.4 million, €166.2 million €131.9 million, €59.7 million and €29.4 million, respectively, which were not utilised due to insufficient profits to offset such losses because of the Group's historical and projected tax losses in the United Kingdom. These expenses included foreign exchange losses of €99.2 million, €79.1 million and €15.9 million in FY 2014, FY 2015 and FY 2016, respectively, and foreign exchange gains of €4.0 million and €32.2 million in H1 2016 and H1 2017, respectively, resulting from fluctuations in the value of the Euro against the US Dollar, as a result of the impact from intercompany loans and bank accounts denominated in US Dollars. In addition, in FY 2014, FY 2015, FY 2016, H1 2016 and H1 2017, these expenses included loan refinancing costs and exceptional transaction costs totalling €23.4 million, €8.4 million, €13.8 million, €1.8 million and €1.4 million, respectively, net interest and financing costs totalling €12.3 million, €33.7 million, €56.6 million, €31.3 million and €30.8 million, respectively, and other operating costs of €19.5 million, €45.0 million, €45.6 million, €30.6 million and €29.4 million, respectively. The structure of the Group's operations in the United Kingdom typically generates losses due to the retention of stewardship costs and management expenses that are not offset against local operating profits. In addition, prior to the launch of the Group's new hedging programme in October 2015, this structure generated losses as a result of significant foreign exchange losses resulting from intercompany loans between the Group's subsidiaries in the United States, which are the primary holders of external US Dollar denominated debt and the United Kingdom (for which the functional currency is the Euro). No deferred tax asset has been provided on these losses as such losses are not expected to be utilised. In addition to the impact of these expenses in the United Kingdom in H1 2017, the effective tax rate for H1 2017 was impacted by reversals of previously recorded liabilities due to a change in withholding tax in one jurisdiction and a tax credit in another jurisdiction.

The Group's Adjusted Effective Tax Rate for FY 2014, FY 2015, FY 2016, H1 2016 and H1 2017 was 32.6%, 38.0%, 34.0%, 35.0% and 30.6%, respectively. For a reconciliation of Adjusted Effective Tax Rate to Profit Before Income Tax and Income Tax Before Exceptional Items, see Part IV: "*Selected Financial Information*" of this Prospectus. Over the medium term, the Directors believe that the Group's Adjusted Effective Tax Rate will remain in line with recent levels, taking into account the continued but reduced level of non-tax effected UK expenses and, in FY 2017 only, the portion of costs related to the Global Offer that are not capitalised and are non-tax effected and the write-off of previously capitalised and non-tax effected fees that will be expensed following the utilisation of the net proceeds received from the Global Offer to reduce the Company's borrowings. The foregoing is a forward-looking statement. Please refer to the paragraph entitled "*Forward-looking statements*" in the section of this Prospectus entitled "*Presentation of Information*".

4. PRINCIPAL COMPONENTS OF RESULTS OF OPERATIONS

Revenue

Revenue is generated from the sale of products and is recognised when adequate evidence exists, usually in the form of an executed supply agreement, that the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of products can be estimated reliably, there is no continuing management involvement with the products and the amount of revenue can be measured reliably.

A proportion of revenue is generated from sales in regions with currencies other than the Euro and is impacted by foreign exchange rate changes. Accordingly, the Group assesses revenue both on a constant currency and actual exchange rate basis. This enables the Group to analyse the underlying volume impacts as well as the extent to which exchange rate fluctuations have contributed to year-on-year or reporting period revenue variances.

Cost of sales

Cost of sales comprise the direct and indirect costs attributable to the production of products sold and include the cost of materials, labour and overhead used to manufacture the products.

Distribution costs

Distribution costs comprise the expenses of shipping products to customers, and include warehousing and outbound freight expenses.

Administrative expenses after exceptional items

Administrative expenses are presented after exceptional items and include the cost of the administrative, commercial and finance functions, and all other corporate operating costs. Exceptional items vary by year but have previously included contractual management incentives including equity, such as dividend equivalent payments, transaction costs related to the Bain Acquisition, share option costs and facility closure costs. The Group assesses administrative expenses after exceptional items both on a constant currency and actual exchange rate basis.

Other income

Other income includes rental income from sublet properties, gains and losses on disposals of PP&E, proceeds from insurance claims, government grants and other miscellaneous items.

Other gains and losses

Other gains and losses include non-cash items related to foreign currency translation, fair value movement in foreign exchange forward contracts, and indexation gains and losses in hyperinflationary economies. The largest component of other gains and losses relates to foreign currency gains and losses arising from intercompany loans between the Group's subsidiaries in the United States and the United Kingdom. The functional currency of the subsidiaries in the United States is the US Dollar and the functional currency of the subsidiaries in the United Kingdom is the Euro. The net foreign exchange movement represents the impact of currency movements on intercompany loans after the effect of hedging arrangements.

Net finance expense after exceptional items

Net finance expense is presented after exceptional items and includes interest on borrowings, amortisation of related debt issuance fees, changes in the fair value of interest rate hedges and exceptional items arising from refinancing, primarily transactional expenses. Exceptional items are defined as those items that, by virtue of their nature, size and expected frequency, warrant separate additional disclosure in the Group's financial statements in order to fully understand the Group's underlying performance.

Taxation

The income tax expense for the period comprises current and deferred tax. Income tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income.

The current income tax charge is calculated on the basis of the income tax laws enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable profits. On a quarterly basis, management evaluates positions taken in income tax returns with respect to situations in which the applicable tax regulation is subject to interpretation. The Group establishes provisions where appropriate on the basis of amounts expected to be paid to the income tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the balance sheet. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax liabilities are recognised for all taxable temporary differences.

Deferred income tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except for deferred income tax liabilities where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Non-IFRS measures

In addition to the results reported under IFRS, the Group uses certain non-IFRS financial measures to monitor and measure the performance of the Group's business and operations and the profitability of its segments. In particular, the Group uses Adjusted Effective Tax Rate, Adjusted EBIT and, in some cases, Adjusted EBITDA. These non-IFRS financial measures are not recognised measurements of financial performance or liquidity under IFRS, and should not be viewed as substitutes for any IFRS measures. The Directors have presented these non-IFRS financial measures herein because they believe that they are important supplemental measures of the core operating performance of the Group and its segments. For further information, see the paragraph entitled "*Presentation of financial information*" in the Section of this Prospectus entitled "*Presentation of Information*". For a reconciliation of Adjusted Effective Tax Rate, Adjusted EBIT and Adjusted EBITDA to profit for the period, see Part IV: "*Selected Financial Information*" of this Prospectus.

5. RESULTS OF OPERATIONS

Results of operations—consolidated

	Year ended 31 December			Six months ended 30 June	
	2014 (€m)	2015 (€m)	2016 (€m)	(unaudited) 2016 (€m)	2017 (€m)
Revenue	2,696.3	3,095.2	3,348.6	1,632.8	1,777.0
Adjusted EBIT	259.7	316.9	362.1	185.6	201.8
Adjusted EBIT margin	9.6%	10.2%	10.8%	11.4%	11.4%
Adjusted EBITDA	336.5	412.6	464.7	235.1	255.8
Adjusted EBITDA margin	12.5%	13.3%	13.9%	14.4%	14.4%

Consolidated income statement for H1 2017 compared to H1 2016

The table below sets forth the Group's results of operations and results as a percentage of revenue for the periods indicated.

	Six months ended 30 June			
	(unaudited) 2016 (€m)	(unaudited) % of revenue	2017 (€m)	% of revenue
Revenue	1,632.8	100.0%	1,777.0	100.0%
Cost of sales	(1,355.4)	(83.0)%	(1,484.6)	(83.5)%
Gross profit	**277.4**	**17.0%**	**292.4**	**16.5%**
Distribution costs	(50.5)	(3.1)%	(51.6)	(2.9)%
Administrative expenses before exceptional items	**(94.3)**	**(5.8)%**	**(92.0)**	**(5.2)%**
Exceptional items	**(7.1)**	**(0.4)%**	**(9.5)**	**(0.5)%**
Administrative expenses after exceptional items	**(101.4)**	**(6.2)%**	**(101.5)**	**(5.7)%**
Other income	3.3	0.2%	3.3	0.2%
Other gains and (losses)	9.7	0.6%	24.3	1.4%
Operating profit	**138.5**	**8.5%**	**166.9**	**9.4%**
Finance income before exceptional items	**10.2**	**0.6%**	**7.1**	**0.4%**
Finance expense before exceptional items	**(59.3)**	**(3.6)%**	**(55.5)**	**(3.1)%**
Exceptional items	**—**	**—**	**—**	**—**
Net finance expense after exceptional items	**(49.1)**	**(3.0)%**	**(48.4)**	**(2.7)%**
Share of profit of associates	0.4	0.0%	—	0.0%
Profit before income tax	89.8	5.5%	118.5	6.7%
Income tax expense before exceptional items	**(49.8)**	**(3.0)%**	**(47.3)**	**(2.7)%**
Exceptional items	**—**	**—**	**—**	**—**
Income tax expense after exceptional items	**(49.8)**	**(3.0)%**	**(47.3)**	**(2.7)%**
Profit/(loss) for the period	**40.0**	**2.4%**	**71.2**	**4.0%**

	Six months ended 30 June			
	(unaudited) 2016 (€m)	2017 (€m)	Change (€m)	% change
Revenue	1,632.8	1,777.0	144.2	8.8%
Adjusted EBIT	185.6	201.8	16.2	8.7%
Adjusted EBIT margin	11.4%	11.4%	—	—
Adjusted EBITDA	235.1	255.8	20.7	8.8%
Adjusted EBITDA margin	14.4%	14.4%	—	—

Revenue

Revenue for H1 2017 increased by €144.2 million, or 8.8%, compared to H1 2016. Revenue was positively impacted by the acquisition of Millennium Industries in February 2016 and the impact of currency movements, in particular the strength of the US Dollar and Chinese Renminbi against the Euro. On a constant currency basis, revenue grew by 7.1% for H1 2017 (6.3% on a constant currency basis excluding the impact of the acquisition of Millennium lndustries) due to organic volume growth resulting from a favourable product mix and higher production volumes, and an increase in revenue generated in each of the Group's regions compared to H1 2016.

Gross profit

Gross profit for H1 2017 increased by €15.0 million, or 5.4%, compared to H1 2016. Gross profit margin for H1 2017 decreased and was 16.5%, compared to 17.0% for H1 2016. The decrease in gross profit margin was primarily due to an increase in direct material costs and other variable overhead costs.

Cost of sales increased, in part, due to the increase in revenue and the impact of the Millennium Industries acquisition. As a percentage of revenue, cost of sales increased from 83.0% for H1 2016 to 83.5% for H1 2017.

Distribution costs

Distribution costs for H1 2017 increased by €1.1 million, or 2.2%, compared to H1 2016. However, as a percentage of revenue, distribution costs decreased from 3.1% for H1 2016 to 2.9% H1 2017. The increase in costs was primarily driven by the increase in the Group's sales, and was offset in part by the positive impact of a reduction in freight costs due primarily to changes in the product mix, particularly in Europe.

Administrative expenses after exceptional items

The table below sets forth the Group's administrative expenses after exceptional items for the periods indicated.

	Six months ended 30 June	
	(unaudited) 2016 (€m)	**2017 (€m)**
Administrative expenses before exceptional items	(94.3)	(92.0)
Percentage of revenue	(5.8)%	(5.2)%
Exceptional items	(7.1)	(9.5)
Administrative expenses after exceptional items	**(101.4)**	**(101.5)**

Administrative expenses before exceptional items for H1 2017 decreased by €2.3 million compared to H1 2016. This decrease was primarily due to a reduction in external consultancy costs as well as lower wages and benefits incurred during the period.

Exceptional items in H1 2017 were €2.4 million higher than in H1 2016. In H1 2017, exceptional items primarily related to share option costs, which decreased in H1 2017 as compared to H1 2016, restructuring costs associated with the planned exit of operations in Australia and strategic initiative costs. In H1 2016, exceptional items primarily related to share option costs, restructuring costs associated with the closure of operations in Venezuela and costs associated with the acquisition of Millennium Industries.

Other gains and losses

Other gains for H1 2017 increased by €14.6 million compared to H1 2016. This increase was primarily due to the impact of the movement of the Euro against the US Dollar and the impact of volatility in currency movements on the unhedged portion of the Group's external borrowings denominated in US Dollars, which are lent to subsidiaries in the United Kingdom (for which the functional currency is the Euro). The Euro strengthened against the US Dollar by 8.5% in H1 2017, compared to 2.2% in H1 2016.

Net finance expense after exceptional items

The table below sets forth the Group's net finance expense after exceptional items for the periods indicated.

	Six months ended 30 June	
	(unaudited) 2016 (€m)	**2017 (€m)**
Finance income before exceptional gains	10.2	7.1
Finance expenses before exceptional expenses	(59.3)	(55.5)
Net finance expense before exceptional items	(49.1)	(48.4)
Percentage of revenue	(3.0)%	(2.7)%
Exceptional items	—	—
Net finance expense after exceptional items	**(49.1)**	**(48.4)**

Net finance expense after exceptional items for H1 2017 decreased by €0.7 million, or 1.4%, compared to H1 2016. This decrease was primarily due to a decrease in finance expenses due to a reduction of €3.8 million in interest paid on term loans. This decrease resulted from the repricing of the Group's borrowings under the Term Loan on 27 January 2017. See the paragraph below entitled "*Borrowings*" in Section 6 (*Liquidity and capital resources*) of this Part V for further details. The decrease was also due to a decrease in finance income due to a decrease in gains from foreign exchange contracts.

Income tax expense after exceptional items

The table below sets forth the Group's income tax expense after exceptional items for the periods indicated.

	Six months ended 30 June	
	(unaudited) 2016 (€m)	2017 (€m)
Income tax expense after exceptional items	**(49.8)**	**(47.3)**

Income tax expense after exceptional items for H1 2017 decreased by €2.5 million, or 5.0%, compared to H1 2016. This decrease was primarily due to a new tax credit in H1 2017, the release of withholding tax on dividends paid by subsidiaries in China and a reduction in certain tax provisions. The Group incurred expenses in the United Kingdom in the amount of €29.4 million in H1 2017, as compared to €59.7 in H1 2016, which were not utilised due to insufficient profits to offset such losses because of the Group's historical and projected tax losses in the United Kingdom. These amounts included a foreign exchange gain of €32.2 million in H1 2017, as compared to a gain of €4.0 million in H1 2016, resulting from the fluctuations in the value of the Euro versus the US Dollar, which impacted intercompany loans and bank accounts denominated in US Dollar. In addition, these expenses included loan refinancing and other exceptional costs totalling €1.4 million in H1 2017, as compared to €1.8 million in H1 2016, net interest and financing costs of €30.8 million in H1 2017, as compared to €31.3 million in H1 2016, and other operating costs of €29.4 million in H1 2017, as compared to €30.6 million in H1 2016. Excluding (a) the incurred amounts in the United Kingdom referred to above, (b) a specific tax provision related to withholding tax issues in China of €0.9 million in each of H1 2017 and H1 2016, (c) in H1 2017 only, a decrease in tax on unremitted earnings, primarily in China of €1.1 million, (d) in H1 2016 only, the release of India transfer pricing amounts of €3.3 million, and (e) other prior year tax adjustments of €(0.1) million and €2.2 million in H1 2016 and H1 2017, respectively, the Group's Adjusted Effective Tax Rate for H1 2017 was 30.6%, as compared to 35.0% for H1 2016.

Adjusted EBIT and Adjusted EBITDA

Adjusted EBIT for H1 2017 increased by €16.2 million, or 8.7%, compared to the H1 2016. This increase was primarily due to the increase in revenue. Adjusted EBIT margin for H1 2016 and H1 2017 remained stable at 11.4%, and was impacted by higher material costs, offset in part by a decrease in distribution costs and administrative expenses before exceptional items. Adjusted EBITDA for H1 2017 increased by €20.7 million, or 8.8%, compared to H1 2016. This increase was driven by the same factors as those impacting Adjusted EBIT. Adjusted EBITDA margin remained consistent at 14.4% for H1 2017. Customer price reductions and additional programme launch costs were offset by lower administrative costs and other efficiencies.

Consolidated income statement for FY 2016 compared to FY 2015

The table below sets forth the Group's results of operations and results as a percentage of revenue for the periods indicated.

	Year ended 31 December			
	2015 (€m)	% of revenue	2016 (€m)	% of revenue
Revenue	3,095.2	100.0%	3,348.6	100.0%
Cost of sales	(2,580.2)	(83.4)%	(2,801.1)	(83.6)%
Gross profit	515.0	16.6%	547.5	16.4%
Distribution costs	(96.0)	(3.1)%	(103.6)	(3.1)%
Administrative expenses before exceptional items	**(171.1)**	**(5.5)%**	**(188.6)**	**(5.6)%**
Exceptional items	**(27.7)**	**(0.9)%**	**(23.2)**	**(0.7)%**
Administrative expenses after exceptional items	**(198.8)**	**(6.4)%**	**(211.8)**	**(6.3)%**
Other income	7.7	0.2%	6.5	0.2%
Other gains and (losses)	(72.1)	(2.3)%	(2.0)	(0.1)%
Operating profit	155.8	5.0%	236.6	7.1%
Finance income before exceptional items	**8.3**	**0.3%**	**10.1**	**0.3%**
Finance expense before exceptional items	**(87.1)**	**(2.8)%**	**(115.2)**	**(3.4)%**
Exceptional items	**(23.8)**	**(0.8)%**	**—**	**—**
Net finance expense after exceptional items	**(102.6)**	**(3.3)%**	**(105.1)**	**(3.1)%**
Share of profit of associates	1.3	0.0%	1.3	0.0%
Profit before income tax	54.5	1.8%	132.8	4.0%
Income tax expense before exceptional items	**(124.0)**	**(4.0)%**	**(88.9)**	**(2.7)%**
Exceptional items	**28.9**	**(0.9)%**	**—**	**—**
Income tax expense after exceptional items	**(95.1)**	**(3.0)%**	**(88.9)**	**(2.7)%**
Profit/(loss) for the period	(40.6)	(1.3)%	43.9	1.3%

	Year ended 31 December			
	2015 (€m)	2016 (€m)	Change (€m)	% change
Revenue	3,095.2	3,348.6	253.4	8.2%
Adjusted EBIT	316.9	362.1	45.2	14.3%
Adjusted EBIT margin	10.2%	10.8%	—	—
Adjusted EBITDA	412.6	464.7	52.1	12.6%
Adjusted EBITDA margin	13.3%	13.9%	—	—

Revenue

Revenue for FY 2016 increased by €253.4 million, or 8.2%, compared to FY 2015. Revenue was positively impacted by the acquisition of Millennium Industries and production volumes. The depreciation of the Chinese Renminbi against the Euro had an unfavourable impact which slightly offset these increases. On a constant currency basis, revenue grew by 9.7% for FY 2016 and increased in each of the Group's regions compared to FY 2015.

Gross profit

Gross profit for FY 2016 increased by €32.5 million, or 6.3%, compared to FY 2015. Gross profit margin for FY 2016 decreased and was 16.4%, compared to 16.6% for FY 2015. The decrease in gross profit margin was primarily due to an increase in costs of €36.3 million, due to €92.3 million in depreciation and amortisation and €0.4 million of inventory costs in FY 2016, compared to €41.3 million in depreciation and amortisation and €15.1 million of inventory costs in FY 2015, resulting from the purchase price allocation from the Bain Acquisition on 30 June 2015 and the acquisition of Millennium Industries on 16 February 2016. Excluding these items from cost of sales, gross profit would have been €640.2 million for FY 2016, representing an increase of €68.8 million, or 12.0%, compared to FY 2015 (excluding equivalent items), and gross profit margin would have been 19.1% for FY 2016, compared to 18.5% for FY 2015.

Cost of sales increased, in part, due to the increase in revenue and the Millennium Industries acquisition. In addition, due to the above-mentioned purchase price allocation, cost of sales in FY 2016 increased by €36.3 million compared to FY 2015 due to depreciation, amortisation and inventory costs resulting from the

Bain Acquisition and the acquisition of Millennium Industries. As a percentage of revenue, cost of sales increased from 83.4% for FY 2015 to 83.6% for FY 2016. Excluding the purchase price allocation, cost of sales as a percentage of revenue decreased from 81.5% in FY 2015 to 80.9% in FY 2016.

Distribution costs

Distribution costs for FY 2016 increased by €7.6 million, or 7.9%, compared to FY 2015. This increase was primarily driven by the increase in the Group's sales and production volumes. Distribution costs as a percentage of revenue remained constant at 3.1% for FY 2016.

Administrative expenses after exceptional items

The table below sets forth the Group's administrative expenses after exceptional items for the periods indicated.

	Year ended 31 December	
	2015 (€m)	**2016 (€m)**
Administrative expenses before exceptional items	(171.1)	(188.6)
Percentage of revenue	(5.5)%	(5.6)%
Exceptional items	(27.7)	(23.2)
Administrative expenses after exceptional items	**(198.8)**	**(211.8)**

Administrative expenses after exceptional items for FY 2016 increased by €13.0 million, or 6.5%, compared to FY 2015. This increase was primarily due to increased headcount to support growth, increased costs to implement compliance activities and a management fee paid to the Bain Funds following the acquisition.

Exceptional items in FY 2016 were €4.5 million lower than in FY 2015. In FY 2016, exceptional items primarily related to share options costs, which increased in FY 2016 as compared to FY 2015, transaction costs related to the acquisition of Millennium Industries and strategic initiative costs. In FY 2016, the Group did not incur significant transaction costs or costs related to contractual management incentives, which comprised the primary exceptional items in FY 2015 as a result of the Bain Acquisition.

Other gains and losses

Other losses improved by €70.1 million, from €72.1 million in FY 2015 to €2.0 million in FY 2016. This improvement was primarily due to the introduction of a new hedging programme in October 2015, which impacted results for the entirety of FY 2016 but only impacted FY 2015 results for two full months. The hedging programme reduced the impact of the volatility in currency movements between the US Dollar and the Euro and resulted in lower net foreign exchange losses resulting from the impact of the volatility in currency movements on intercompany loans between subsidiaries in the United States (for which the functional currency is the US Dollar) and the United Kingdom (for which the functional currency is the Euro).

Net finance expense after exceptional items

The table below sets forth the Group's net finance expense after exceptional items for the periods indicated.

	Year ended 31 December	
	2015 (€m)	**2016 (€m)**
Finance income before exceptional gains	8.3	10.1
Finance expenses before exceptional expenses	(87.1)	(115.2)
Net finance expense before exceptional items	(78.8)	(105.1)
Percentage of revenue	(2.5)%	(3.1)%
Exceptional items	(23.8)	—
Net finance expense after exceptional items	**(102.6)**	**(105.1)**

Net finance expense after exceptional items for FY 2016 increased by €2.5 million compared to FY 2015. Increases in interest expenses resulting from an increase in borrowings in connection with the Bain Acquisition were substantially offset by the non-recurrence in FY 2016 of exceptional items incurred in FY 2015, which resulted from writing off unamortised fees associated with the Group's previous debt arrangements. See the

paragraph below entitled "*Borrowings*" in Section 6 (*Liquidity and capital resources*) of this Part V for further details.

Income tax expense after exceptional items

The table below sets forth the Group's income tax expense after exceptional items for the periods indicated.

	Year ended 31 December	
	2015 (€m)	**2016 (€m)**
Income tax expense before exceptional items	(124.0)	(88.9)
Exceptional items	28.9	—
Income tax expense after exceptional items	**(95.1)**	**(88.9)**

Income tax expense after exceptional items for FY 2016 decreased by €6.2 million, or 6.5%, compared to FY 2015. The decrease was primarily due to a tax charge in FY 2015 relating to tax on unremitted earnings and a specific tax provision for withholding tax issues in China that related to audits of a beneficial withholding tax rate which was previously granted to the Group's Chinese subsidiaries when making dividend distributions.

The Group incurred expenses in the United Kingdom in the amount of €131.9 million in FY 2016, as compared to €166.2 million in FY 2015, which were not utilised due to insufficient profits to offset such losses because of the Group's historical and projected tax losses in the United Kingdom. These expenses included a foreign exchange loss of €15.9 million in FY 2016, as compared to €79.1 million in FY 2015, resulting from the fluctuations in the value of the Euro versus the US Dollar, which impacted intercompany loans and bank accounts denominated in US Dollar. In addition, these expenses included loan refinancing and other exceptional costs totalling €13.8 million in FY 2016, as compared to €8.4 million in FY 2015, net interest and financing costs of €56.6 million in FY 2016, as compared to €33.7 million in FY 2015, and other operating costs of €45.6 million in FY 2016, as compared to €45.0 million in FY 2015. Excluding (a) the incurred expenses in the United Kingdom referred to above, (b) in FY 2015 only, certain prior year tax adjustments of €5.8 million on the release of the deferred tax assets related to the Group's share option plan prior to the Bain Acquisition and €32.9 million in transaction costs resulting from the Bain Acquisition, which were non-deductible in the United States, (c) an increase in tax on unremitted earnings, primarily in China, of €1.8 million and €5.5 million in FY 2016 and FY 2015, respectively, (d) a specific tax provision related to withholding tax issues in China of €1.7 million and €15.6 million in FY 2016 and FY 2015, respectively, (e) in FY 2016 only, the release of India transfer pricing amounts of €9.2 million and the release deferred tax related to tax credits in the Czech Republic of €1.3 million, and (f) other prior year tax adjustments of €3.4 million and €0.7 million in FY 2016 and FY 2015, respectively, the Group's Adjusted Effective Tax Rate for FY 2016 was 34.0%, as compared to 38.0% for FY 2015.

Adjusted EBIT and Adjusted EBITDA

Adjusted EBIT for FY 2016 increased by €45.2 million, or 14.3%, compared to FY 2015. This increase was primarily due to the increase in revenue and favourable mix and management of fixed costs, which more than offset the increase in administrative expenses. Adjusted EBIT margin for FY 2016 increased by 0.6 percentage points, from 10.2% for FY 2015 to 10.8% for FY 2016. Adjusted EBITDA for FY 2016 increased by €52.1 million, or 12.6%, compared to FY 2015, and Adjusted EBITDA margin for FY 2016 increased by 0.6 percentage points, from 13.3% for FY 2015 to 13.9% for FY 2016. The increase was driven by the same factors as those impacting Adjusted EBIT.

Consolidated income statement for FY 2015 compared to FY 2014

The table below sets forth the Group's results of operations and results as a percentage of revenue for the periods indicated.

	Year ended 31 December			
	2014 (€m)	**% of revenue**	**2015 (€m)**	**% of revenue**
Revenue	2,696.3	100.0%	3,095.2	100.0%
Cost of sales	(2,215.8)	(82.2)%	(2,580.2)	(83.4)%
Gross profit	**480.5**	**17.8%**	**515.0**	**16.6%**
Distribution costs	(93.1)	(3.5)%	(96.0)	(3.1)%
Administrative expenses before exceptional items	**(139.1)**	**(5.2)%**	**(171.1)**	**(5.5)%**
Exceptional items	**(23.7)**	**(0.9)%**	**(27.7)**	**(0.9)%**
Administrative expenses after exceptional items	**(162.8)**	**(6.0)%**	**(198.8)**	**(6.4)%**
Other income	6.8	0.3%	7.7	0.2%
Other gains and (losses)	(99.4)	(3.7)%	(72.1)	(2.3)%
Operating profit	**132.0**	**4.9%**	**155.8**	**5.0%**
Finance income before exceptional items	**1.5**	**0.1%**	**8.3**	**0.3%**
Finance expense before exceptional items	**(50.4)**	**(1.9)%**	**(87.1)**	**(2.8)%**
Exceptional items	**(20.9)**	**(0.8)%**	**(23.8)**	**(0.8)%**
Net finance expense after exceptional items	**(69.8)**	**(2.6)%**	**(102.6)**	**(3.3)%**
Share of profit of associates	1.2	0.0%	1.3	0.0%
Profit before income tax	63.4	2.4%	54.5	1.8%
Income tax expense before exceptional items	**(68.1)**	**(2.5)%**	**(124.0)**	**(4.0)%**
Exceptional items	**20.5**	**0.8%**	**28.9**	**(0.9)%**
Income tax expense after exceptional items	**(47.6)**	**(1.8)%**	**(95.1)**	**(3.0)%**
Profit/(loss) for the period	**15.8**	**0.6%**	**(40.6)**	**(1.3)%**

	Year ended 31 December			
	2014 (€m)	**2015 (€m)**	**Change (€m)**	**% change**
Revenue	2,696.3	3,095.2	398.9	14.8%
Adjusted EBIT	259.7	316.9	57.2	22.0%
Adjusted EBIT margin	9.6%	10.2%	—	—
Adjusted EBITDA	336.5	412.6	76.1	22.6%
Adjusted EBITDA margin	12.5%	13.3%	—	—

Revenue

Revenue for FY 2015 increased by €398.9 million, or 14.8%, compared to FY 2014, and was positively impacted by currency movements and the strength of the US Dollar and Chinese Renminbi against the Euro. On a constant currency basis, revenue grew by 5.5% for FY 2015 with increases generated in Europe, South Africa, Asia Pacific and North America, offset in part by a decrease in Latin America. Revenue was also positively impacted by continued platform globalisation, which increased demand for the Group's products, and an increase in demand for the Group's advanced technology and product introductions required to meet fuel economy and emissions reduction requirements. See the paragraph entitled "*Regulatory requirements to reduce emissions and increase fuel economy*" in Section 3 (*Key automotive industry trends*) of Part I: "*Industry Overview*" of this Prospectus.

Gross profit

Gross profit for FY 2015 increased by €34.5 million, or 7.2%, compared to FY 2014. Gross profit margin for FY 2015 decreased to 16.6%, compared to 17.8% for FY 2014. The decrease in gross profit margin was primarily due to an increase in cost of sales due to the increase of €41.3 million in depreciation and amortisation and increase of €15.1 million in inventory costs in the second half of FY 2015, in each case resulting from the purchase price allocation in connection with the Bain Acquisition on 30 June 2015. Excluding these items from cost of sales, underlying gross profit would have been €571.4 million for FY 2015, representing an increase of €90.9 million, or 18.9%, compared to FY 2014, and gross profit margin would have been 18.5% for FY 2015.

Cost of sales increased primarily due to the above-mentioned purchase price allocation which resulted in an increase of €41.3 million in depreciation and amortisation and an increase of €15.1 million in inventory costs resulting from the Bain Acquisition and due to the increase in revenue. As a percentage of revenue, cost of sales increased from 82.2% for FY 2014 to 83.4% for FY 2015. The increase in gross profit was also due to favourable currency movements resulting primarily from the depreciation of the Euro against the US Dollar and Chinese Renminbi.

Distribution costs

Distribution costs for FY 2015 increased by €2.9 million, or 3.1%, compared to FY 2014. However, as a percentage of revenue, distribution costs decreased from 3.5% for FY 2014 to 3.1% for FY 2015. The increase in costs was primarily driven by the increase in the Group's sales and production volumes, and was offset in part by the positive impact of lower global oil prices in FY 2015. The non-recurrence in FY 2015 of premium freight costs incurred in FY 2014 associated with higher than expected production volume at certain facilities resulted in the overall decrease in distribution costs as a percentage of revenue from FY 2014 to FY 2015.

Administrative expenses after exceptional items

The table below sets forth the Group's administrative expenses after exceptional items for the periods indicated.

	Year ended 31 December	
	2014 (€m)	**2015 (€m)**
Administrative expenses before exceptional items	(139.1)	(171.1)
Percentage of revenue	(5.2)%	(5.5)%
Exceptional items	(23.7)	(27.7)
Administrative expenses after exceptional items	**(162.8)**	**(198.8)**

Administrative expenses after exceptional items for FY 2015 increased by €36.0 million, or 22.1%, compared to FY 2014. This increase was primarily due to currency movements and the strengthening of the US Dollar and Chinese Renminbi against the Euro. Administrative expenses after exceptional items also increased due to the Group's operational and geographic expansion, including higher costs related to increased salaries and costs resulting from the Group's efforts to strengthen compliance and internal controls. A portion of this increase was due to increased headcount to support the opening of new facilities in Mexico and China that opened in 2016. In addition, new management charges of €2.3 million in FY 2015 from the Bain Funds following the Bain Acquisition increased administrative expenses.

Exceptional items in FY 2015 were €4.0 million higher than in FY 2014. In FY 2015, transaction costs of €29.0 million were partially offset by a gain of €22.8 million on hedging contracts, all related to the Bain Acquisition. In addition, the Group incurred €1.2 million in charges related to the closure of its facility in Venezuela in FY 2015. These increases were offset in part by lower combined contractual management incentives and share option costs in FY 2015 as compared to FY 2014.

Other gains and losses

Other losses for FY 2015 decreased by €27.3 million, or 27.5%, compared to FY 2014. This decrease was primarily due to lower net foreign exchange losses resulting from currency movements and the strength of the US Dollar against the Euro, which primarily impacted the intercompany loans between the Group's subsidiaries in the United States and the United Kingdom. The decrease was also due to the movement in the fair value of the Group's foreign exchange forward contracts.

Net finance expense after exceptional items

The table below sets forth the Group's net finance expense after exceptional items for the periods indicated.

	Year ended 31 December	
	2014 (€m)	**2015 (€m)**
Finance income before exceptional gains	1.5	8.3
Finance expenses before exceptional expenses	(50.4)	(87.1)
Net finance expense before exceptional items	(48.9)	(78.8)
Percentage of revenue	(1.8)%	(2.5)%
Exceptional items	(20.9)	(23.8)
Net finance expense after exceptional items	**(69.8)**	**(102.6)**

Net finance expense after exceptional items for FY 2015 increased by €32.8 million, or 47.0%, compared to FY 2014. This increase was primarily due to an increase in finance expenses before exceptional items due to an increase in interest resulting from an increase in borrowings in connection with the Bain Acquisition, offset in part by an increase in finance income before exceptional gains due to fair value net gains resulting from the Group's conversion of $400 million of the drawings under its main borrowing facilities, which had floating interest rates, into €355 million at a fixed interest rate of 4.2%, pursuant to its hedging programme.

The exceptional items in FY 2015 increased compared to FY 2014 and were primarily driven by the replacement of the Group's existing borrowings with new borrowings as part of the Bain Acquisition on 30 June 2015, which resulted in a write-off of unamortised financing and transaction fees and non-capitalised costs under the replaced borrowings. See the paragraph below entitled "*Borrowings*" in Section 6 (*Liquidity and capital resources*) of this Part V.

Income tax expense after exceptional items

The table below sets forth the Group's income tax expense after exceptional items for the periods indicated.

	Year ended 31 December	
	2014 (€m)	**2015 (€m)**
Income tax expense before exceptional items	(68.1)	(124.0)
Exceptional items	20.5	28.9
Income tax expense after exceptional items	**(47.6)**	**(95.1)**

Income tax expense after exceptional items for FY 2015 increased by €47.5 million, or 99.8%, compared to FY 2014. This increase was primarily due to an increase in taxable profits, an increase in tax on unremitted earnings and a specific tax provision related to withholding tax issues in China, which related to audits of a beneficial withholding tax rate that was previously granted to the Group's subsidiaries in China when making dividend distributions. These increases in expense were partially offset by the recognition of previously unrecognised deferred tax assets of €28.9 million in FY 2015, as compared to €20.5 million in FY 2014.

The Group incurred expenses in the United Kingdom in the amount of €166.2 million in FY 2015, as compared to €154.4 million in FY 2014, which were not utilised due to insufficient profits to offset such losses because of the Group's historical and projected tax losses in the United Kingdom. These expenses included foreign exchange losses, loan refinancing costs, exceptional transaction costs and (in FY 2015 only) share option costs. Excluding (a) the incurred expenses in the United Kingdom referred to above, (b) in FY 2015 only, certain prior year tax adjustments of €5.8 million on the release of deferred tax assets related to the Group's share option plan prior to the Bain Acquisition, a specific tax provision related to withholding tax issues in China of €15.6 million and €32.9 million in transaction costs resulting from the Bain Acquisition, which were non-deductible in the United States, (c) an increase in tax on unremitted earnings, primarily in China of €5.5 million in FY 2015 and a decrease in tax on unremitted earnings, primarily in China, of €2.3 million in FY 2014, and (d) other prior year tax adjustments of €(0.5) million and €0.7 million in FY 2014 and FY 2015, respectively, the Group's Adjusted Effective Tax Rate for FY 2015 was 38.0%, as compared to 32.6% for FY 2014.

Adjusted EBIT and Adjusted EBITDA

Adjusted EBIT for FY 2015 increased by €57.2 million, or 22.0%, compared to FY 2014. This increase was primarily due to the increase in revenue and cost focused initiatives, such as continuous improvement and operational excellence initiatives, which more than offset the increase in administrative expenses resulting from an increase in headcount and wage inflation. Adjusted EBIT margin for FY 2015 increased by 0.6 percentage points, from 9.6% for FY 2014 to 10.2% for FY 2015. This increase was primarily driven by strong growth in customer sales and the resolution of the Group's production capacity issues that impacted FY 2014, and was offset in part by cost increases resulting from higher costs related to salaries, direct materials and compliance initiatives. Adjusted EBITDA for FY 2015 increased by €76.1 million, or 22.6%, compared to FY 2014, and Adjusted EBITDA margin for FY 2015 increased by 0.8 percentage points, from 12.5% for FY 2014 to 13.3% for FY 2015. The increases were driven by the same factors as those impacting Adjusted EBIT.

Results of operations—segments

H1 2017 compared to H1 2016

Revenue

The table below sets forth the Group's revenue for each of its divisions for the periods indicated.

	Six months ended 30 June			
	(unaudited) 2016 (€m)	2017 (€m)	Change (€m)	% change
FCS	959.9	1,043.7	83.8	8.7%
FTDS	672.9	733.3	60.4	9.0%

An analysis of the Group's revenue by division is set forth below:

- FCS division: Revenue for the FCS division for H1 2017 increased by €83.8 million, or 8.7%, compared to H1 2016. On a constant currency basis, FCS revenue grew by 6.6%. The increase was due to volume increases, particularly in the Asia Pacific region, and the favourable impact of the Millennium Industries acquisition in February 2016. Excluding the impact of the Millennium Industries acquisition, FCS revenue increased by 7.2%, or 5.2% on a constant currency basis.
- FTDS division: Revenue for the FTDS division in H1 2017 increased by €60.4 million, or 9.0%, compared to H1 2016. On a constant currency basis, FTDS revenue grew by 7.8%. The increase was due primarily to volume increases resulting from the introduction of new platform launches.

For additional information on the Group's revenue by geography, see the paragraph above entitled "*Global light vehicle production volumes, automotive trends and revenue mix*" in Section 3 (*Key factors affecting the Group's results of operations*) of this Part V.

The tables below set forth Adjusted EBIT, Adjusted EBITDA and related margins for the Group's divisions for the periods indicated.

Adjusted EBIT

	Six months ended 30 June			
	(unaudited) 2016 (€m)	2017 (€m)	Change (€m)	% change
FCS	133.3	144.9	11.6	8.7%
Adjusted EBIT margin	13.9%	13.9%	—	—
FTDS	52.3	56.9	4.6	8.8%
Adjusted EBIT margin	7.8%	7.8%	—	—

Adjusted EBITDA

	Six months ended 30 June			
	(unaudited) 2016 (€m)	**2017 (€m)**	**Change (€m)**	**% change**
FCS	156.0	169.3	13.3	8.5%
Adjusted EBITDA margin	16.3%	16.2%	—	—
FTDS	79.1	86.5	7.4	9.4%
Adjusted EBITDA margin	11.7%	11.8%	—	—

Adjusted EBIT for the FCS division for H1 2017 increased by €11.6 million, or 8.7%, compared to H1 2016. This increase was primarily due to an increase in revenue. Adjusted EBIT margin has remained stable at 13.9%. Adjusted EBITDA for the FCS division for H1 2017 increased by €13.3 million, or 8.5%, compared to H1 2016, and Adjusted EBITDA margin decreased by 0.1 percentage points, from 16.3% for H1 2016 to 16.2% for H1 2017. These results were driven by the same factors as those impacting Adjusted EBIT.

Adjusted EBIT for the FTDS division for H1 2017 increased by €4.6 million, or 8.8%, compared to H1 2016. This increase was primarily due to an increase in revenue. Adjusted EBIT margin has remained stable at 7.8%. Adjusted EBITDA for the FTDS division for H1 2017 increased by €7.4 million, or 9.4%, compared to H1 2016, and Adjusted EBITDA margin increased by 0.1 percentage points, from 11.7% in H1 2016 to 11.8% in H1 2017. These results were driven by the same factors as those impacting Adjusted EBIT.

FY 2016 compared to FY 2015

Revenue

The table below sets forth the Group's revenue for each of its divisions for the periods indicated.

	Year ended 31 December			
	2015 (€m)	**2016 (€m)**	**Change (€m)**	**% change**
FCS	1,824.7	1,945.2	120.5	6.6%
FTDS	1,270.5	1,403.4	132.9	10.5%

An analysis of the Group's revenue by division is set forth below.

- FCS division: Revenue for the FCS division in FY 2016 increased by €120.5 million, or 6.6%, compared to FY 2015. On a constant currency basis, FCS revenue grew by 8.5% primarily due to volume increases and the favourable impact of the Millennium Industries acquisition.
- FTDS division: Revenue for the FTDS division in FY 2016 increased by €132.9 million, or 10.5%, compared to FY 2015. On a constant currency basis, FTDS revenue grew by 11.4% due primarily to volume growth in all regions.

For additional information on the Group's revenue by geography, see the paragraph above entitled "*Global light vehicle production volumes, automotive trends and revenue mix*" in Section 3 (*Key factors affecting the Group's results of operations*) of this Part V.

The tables below set forth Adjusted EBIT, Adjusted EBITDA and related margins for the Group's divisions for the periods indicated.

Adjusted EBIT

	Year ended 31 December			
	2015 (€m)	**2016 (€m)**	**Change (€m)**	**% change**
FCS	245.5	262.4	16.9	6.9%
Adjusted EBIT margin	13.5%	13.5%	—	—
FTDS	71.4	99.7	28.3	39.6%
Adjusted EBIT margin	5.6%	7.1%	—	—

Adjusted EBITDA

	Year ended 31 December			
	2015 (€m)	**2016 (€m)**	**Change (€m)**	**% change**
FCS	289.8	310.1	20.3	7.0%
Adjusted EBITDA margin	15.9%	15.9%	—	—
FTDS	122.8	154.6	31.8	25.9%
Adjusted EBITDA margin	9.7%	11.0%	—	—

Adjusted EBIT for the FCS division for FY 2016 increased by €16.9 million, or 6.9%, compared to FY 2015. This increase was primarily due to the impact of the Millennium Industries acquisition, favourable mix and management of fixed costs. The increases were partially offset by increased administrative expenses. Adjusted EBIT margin for the FCS division was consistent at 13.5% for FY 2015 and FY 2016. Adjusted EBITDA for FY 2016 increased by €20.3 million, or 7.0%, compared to FY 2015, and Adjusted EBITDA margin for FY 2016 was consistent at 15.9% for FY 2015 and FY 2016. Adjusted EBITDA and Adjusted EBITDA margin were driven by the same factors as those impacting Adjusted EBIT.

Adjusted EBIT for the FTDS division for FY 2016 increased by €28.3 million, or 39.6%, compared to FY 2015. This increase was primarily due to revenue growth and the ability to leverage certain fixed costs, and was offset in part by an increase in administrative expenses. Adjusted EBIT margin for the FTDS division increased by 1.5 percentage points, from 5.6% for FY 2015 to 7.1% for FY 2016, primarily due to revenue growth and management of fixed costs. Adjusted EBITDA for FY 2016 increased by €31.8 million, or 25.9%, compared to FY 2015, and Adjusted EBITDA margin for FY 2016 increased by 1.3 percentage points, from 9.7% for FY 2015 to 11.0% for FY 2016. These increases were driven by the same factors as those impacting Adjusted EBIT.

FY 2015 compared to FY 2014

Revenue

The table below sets forth the Group's revenue for each of its divisions for the periods indicated.

	Year ended 31 December			
	2014 (€m)	**2015 (€m)**	**Change (€m)**	**% change**
FCS	1,621.6	1,824.7	203.1	12.5%
FTDS	1,074.7	1,270.5	195.8	18.2%

An analysis of the Group's revenue by division is set forth below:

- FCS division: Revenue for the FCS division in FY 2015 increased by €203.1 million, or 12.5%, compared to FY 2014. On a constant currency basis, FCS revenue grew by 2.9% due primarily to a general increase in OEM production volume and related demand for the division's products, particularly in North America and Europe. The increase in demand for the division's products was due in part to Hyundai as it continues to expand its overseas production and from Fiat Chrysler. The increase in revenue was also due to the positive impact of new platform launches, new business wins, content increases and product mix. The increase was offset in part by a decrease in FCS revenue generated in Latin America.
- FTDS division: Revenue for the FTDS division in FY 2015 increased by €195.8 million, or 18.2%, compared to FY 2014. On a constant currency basis, FTDS revenue grew by 9.5% due primarily to a general increase in OEM production volume and demand for the division's products, particularly in North America and Asia Pacific. The increase in demand for the division's products was partially due to success with Daimler and Toyota programmes. Revenue also increased due to favourable developments in the division's product mix, the sale of advanced technology products and the positive impact of new business wins.

For additional information on the Group's revenue by geography, see the paragraph above entitled "*Global light vehicle production volumes, automotive trends and revenue mix*" in Section 3 (*Key factors affecting the Group's results of operations*) of this Part V.

The tables below set forth Adjusted EBIT, Adjusted EBITDA and related margin for the Group's divisions for the periods indicated.

Adjusted EBIT

	Year ended 31 December			
	2014 (€m)	**2015 (€m)**	**Change (€m)**	**% change**
FCS	207.9	245.5	37.6	18.1%
Adjusted EBIT margin	12.8%	13.5%	—	—
FTDS	51.8	71.4	19.6	37.8%
Adjusted EBIT margin	4.8%	5.6%	—	—

Adjusted EBITDA

	Year ended 31 December			
	2014 (€m)	**2015 (€m)**	**Change (€m)**	**% change**
FCS	246.4	289.8	43.4	17.6%
Adjusted EBITDA margin	15.2%	15.9%	—	—
FTDS	90.1	122.8	32.7	36.3%
Adjusted EBITDA margin	8.4%	9.7%	—	—

Adjusted EBIT for the FCS division for FY 2015 increased by €37.6 million, or 18.1%, compared to FY 2014. This increase was primarily due to favourable currency movements resulting primarily from the depreciation of the Euro against the US Dollar and Chinese Renminbi, a favourable volume and product mix within the division and direct materials savings, and was offset in part by contractual price adjustments and higher costs related to salaries. Adjusted EBIT margin for the FCS division increased by 0.7 percentage points, from 12.8% for FY 2014 to 13.5% for FY 2015, primarily due to increased revenue. Adjusted EBITDA for FY 2015 increased by €43.4 million, or 17.6%, compared to FY 2014, and Adjusted EBITDA margin for FY 2015 increased by 0.7 percentage points, from 15.2% for FY 2014 to 15.9% for FY 2015. The increases were driven by the same factors as those impacting Adjusted EBIT.

Adjusted EBIT for the FTDS division for FY 2015 increased by €19.6 million, or 37.8%, compared to FY 2014. This increase was primarily due to favourable currency movements resulting primarily from the depreciation of the Euro against the US Dollar and Chinese Renminbi, strong growth in customer sales related to Daimler and Toyota programmes and the resolution of the Group's production capacity issues due to higher than expected customer production volumes that negatively impacted FY 2014 performance. The increase was offset in part by higher costs related to salaries and an increase in headcount to support growth including new facilities in Mexico and China that opened in 2016. Adjusted EBIT margin for the FTDS division increased by 0.8 percentage points, from 4.8% for FY 2014 to 5.6% for FY 2015, primarily due to an increase in revenue and cost efficiencies. Adjusted EBITDA for FY 2015 increased by €32.7 million, or 36.3%, compared to FY 2014, and Adjusted EBITDA margin for FY 2015 increased by 1.3 percentage points, from 8.4% for FY 2014 to 9.7% for FY 2015. The increases were driven by the same factors as those impacting Adjusted EBIT.

6. LIQUIDITY AND CAPITAL RESOURCES

Overview

The Group's principal sources of liquidity have historically been cash generated from operating activities and, to the extent necessary, commitments available under its credit facilities. The Group's principal funding arrangements are described below under the paragraph entitled "*Borrowings*" in this Section 6.

The Group monitors its working capital to ensure that the levels remain adequate to operate the business. In addition to working capital management, the Group has a disciplined approach to quoting new contracts and allocating capital resources by focusing on flexible assets, capital modification and re-use when and where appropriate and managing its fixed costs, all of which support overall cash flow generation in its business operations.

Cash flows

The table below sets forth the Group's consolidated cash flow for the periods indicated.

	Year ended 31 December			Six months ended 30 June	
	2014 (€m)	2015 (€m)	2016 (€m)	(unaudited) 2016 (€m)	2017 (€m)
Net cash generated from operating activities	166.9	278.3	204.0	65.7	82.4
Net cash used in investing activities	(132.1)	(1,250.7)	(258.4)	(189.3)	(64.8)
Net cash generated from/(used in) financing activities . . .	(74.6)	1,051.0	(16.5)	(7.8)	(9.7)
Cash and cash equivalents at end of period	173.0	268.4	196.2	131.8	194.5

Net cash flows generated from operating activities

Net cash flows generated from operating activities increased to €82.4 million for H1 2017 from €65.7 million for H1 2016. This increase was primarily due to an increase of €20.3 million in cash generated from operations due to higher earnings and a reduction in interest paid due to the repricing of the Group's borrowings under the Term Loan on 27 January 2017. These movements were offset in part by an €8.4 million increase in income tax paid during the period.

Net cash flows generated from operating activities decreased to €204.0 million for FY 2016 from €278.3 million for FY 2015. This decrease was primarily a result of a decrease in cash generated from operations due to working capital outflows in FY 2016 compared to inflows in FY 2015. Increases in interest paid, primarily due to an increase in outstanding loan amounts as a result of the replacement of existing borrowings with new borrowings in FY 2015 in connection with the Bain Acquisition and the acquisition of Millennium Industries, and an increase in income tax paid also reduced cash flows.

Net cash flows generated from operating activities increased to €278.3 million for FY 2015 from €166.9 million for FY 2014. This increase was primarily due to an increase in cash generated from operations, and was offset in part by an increase in interest paid, primarily due to an increase in outstanding loan amounts as a result of the replacement of existing borrowings with new borrowings in FY 2015 in connection with the Bain Acquisition, and an increase in income tax paid. The improvement in working capital was primarily driven by an increase in trade and other payables offset in part by an increase in trade and other receivables due to the increase in revenue.

Net cash flows used by investing activities

Net cash flows used by investing activities decreased to €64.8 million for H1 2017 from €189.3 million for H1 2016. The decrease was primarily driven by the payment for acquisition of Millennium Industries in February 2016, net of cash acquired, of €125.0 million.

Net cash flows used by investing activities decreased to €258.4 million for FY 2016 from €1,250.7 million for FY 2015. The decrease was primarily driven by payment to the former parent entity of the Group for the Bain Acquisition in FY 2015, and was offset in part by payments related to the Millennium Industries acquisition in FY 2016. Purchases of PP&E and intangible assets were €6.0 million lower in FY 2016 compared to FY 2015.

Net cash flows used by investing activities increased to €1,250.7 million for FY 2015 from €132.1 million for FY 2014. This increase was primarily driven by payment to the former parent entity of the Group for the Bain Acquisition and an increase of €14.1 million in the purchase of PP&E in FY 2015, compared to FY 2014, due primarily to the Group's continued operational and geographic expansion. This increase was offset in part by a decrease of €7.2 million in the purchase of intangible assets in FY 2015 compared to FY 2014.

Net cash flows generated from/(used by) financing activities

Net cash flows used by financing activities increased by €1.9 million, to €9.7 million for H1 2017 compared to net cash flows used by financing activities of €7.8 million for H1 2016. This increase in cash flows used was primarily due to fees of €1.7 million that were paid in connection with the repricing of the Group's borrowings under the Term Loan.

Net cash flows used by financing activities were €16.5 million for FY 2016 compared to cash generated of €1,051.0 million for FY 2015. This decrease was primarily due to the cash generated in FY 2015 associated with the new debt arrangements and proceeds from the issuance of share capital related to the Bain Acquisition.

Net cash flows generated from financing activities increased to €1,051.0 million for FY 2015 from negative €74.6 million for FY 2014. This increase was primarily driven by payment to the former parent entity of the Group for the Bain Acquisition, which resulted in the repayment of the existing borrowings, new borrowings, issuance of share capital, exercise of share options and contributions from shareholders to fund the transaction costs.

Borrowings

As at 30 June 2017, the Group had cash and cash equivalents of €194.5 million, financial assets at fair value through profit and loss of €2.9 million and borrowings (defined as outstanding term loan principal plus senior notes, finance leases, other loans and secured overdrafts, less unamortised fees,) of €1,586.4 million. The table below sets forth the Group's total borrowings as at 30 June 2017.

	As at 30 June 2017 (€m)
Term Loan	1,234.3
Senior Notes	393.5
Finance lease, other loans and secured overdrafts	4.2
Unamortised fees	(45.6)
Total	**1,586.4**

On 25 June 2015, Omega Acquisition Bidco Limited, as parent and Omega US Sub, LLC, as borrower, entered into a credit agreement with JP Morgan Chase Bank, N.A., J.P. Morgan Securities LLC, Citigroup Global Markets Inc., Barclays Banks Plc, Mizuho Bank, Ltd., Goldman Sachs Bank USA, Nomura Securities International, Inc., RBC Capital Markets and UBS Securities LLC for the Term Loan and the new Revolving Credit Facility. See Section 12 (*Material contracts*) of Part XI: "*Additional Information*" of this Prospectus for a more detailed description of the Term Loan and the Revolving Credit Facility. On 27 January 2017, the Group repriced its borrowings under the Term Loan and, as a result, the interest rate on the US Dollar tranche of the Term Loan was reduced to a minimum US Dollar LIBOR rate of 0.75% plus 2.75% per annum (from minimum US Dollar LIBOR rate of 1.0% plus 3.5% per annum) and the interest rate on the Euro tranche of the Term Loan was reduced to a minimum EURIBOR rate of 0.75% plus 3.0% per annum (from minimum Euro LIBOR rate of 1.0% plus 3.5% per annum). The Revolving Credit Facility provides for up to $125 million and has a maturity date of 30 June 2020. As at 30 June 2017, there were no amounts drawn under the Revolving Credit Facility.

On 25 June 2015, Omega Acquisition Bidco Limited, as parent and Omega US Sub, LLC, as borrower, entered into an asset-backed loan agreement with Citibank, N.A., J.P. Morgan Securities LLC, Citigroup Global Markets Inc., Barclays Bank Plc, Mizuho Bank, Ltd., Goldman Sachs Bank USA, Nomura Securities International, Inc., RBC Capital Markets and UBS Securities LLC for a new asset-backed loan facility of up to $100 million. See Section 12 (*Material contracts*) of Part XI: "*Additional Information*" of this Prospectus for a more detailed description of the ABL Facility. As at 30 June 2017, $96.5 million was available under the ABL Facility after taking into account $2.9 million in letters of credit.

On 30 June 2015, concurrent with the Bain Acquisition, the Group issued unsecured senior notes in an aggregate principal amount of $450 million. The Notes accrue interest at the rate of 8.75% per annum with interest paid bi-annually on 15 January and 15 July each year. The Notes will mature on 15 July 2023. As at 31 December 2016, the amount outstanding under the Notes was $450 million. See Section 12 (*Material contracts*) of Part XI: "*Additional Information*" of this Prospectus for a more detailed description of the Notes.

In October 2015, the Group entered into hedging transactions with financial institutions, which effectively converted $400 million of the drawings under its main borrowing facilities, which had floating interest rates, into €355 million at a fixed interest rate of 4.2%, thereby reducing foreign currency exposure on the Group's balance sheet, locking in long-term Euro fixed interest rates and reducing exposure to foreign exchange gains and losses in the Group's income statement.

Capital expenditures—tangible and intangible assets

Tangible assets—PP&E

The Group incurs capital expenditures related to the purchase of PP&E to support new customer contracts, maintenance of existing manufacturing equipment, investment in new infrastructure and capital on projects to

improve efficiency and ensure compliance with regulations. The Group's capital expenditures related to the purchase of PP&E in each of H1 2017, H1 2016, FY 2016, FY 2015 and FY 2014 amounted to €55.7 million, €52.3 million, €109.5 million, €110.5 million and €96.4 million, respectively, and were primarily attributable to investments to support new customer contracts.

In addition, the Group's customers generally source business to suppliers several years prior to the start of production. To be prepared for the start of production, capital expenditure commitments related to PP&E are authorised and contracted for but may not have been incurred, at the end of the respective period. For example, commitments related to tooling may be entered into several years in advance and, in certain circumstances, the Group has entered into arrangements whereby its customers pay for such expenditures. Generally, expenditures related to product development and tooling are capitalised until the date that production starts and are then amortised over future periods. However, to the extent that such commitments are customer funded, amounts related to these expenditures are not capitalised as assets of the Group. As at 30 June 2017, the Group had capital expenditure commitments related to PP&E of €53.2 million contracted for, but not yet incurred. As at 31 December 2016, the Group had capital expenditure commitments related to PP&E of €28.1 million contracted for, but not yet incurred. As at 31 December 2015, the Group had capital expenditure commitments related to PP&E of €25.1 million contracted for, but not yet incurred. As at 31 December 2014, the Group had capital expenditure commitments related to PP&E of €30.3 million contracted for, but not yet incurred.

Intangible assets—development costs, computer software and licences

The Group incurs expenditures on development activities that involve the plan or design for the production of new or substantially improved products and processes, and on computer software and licences. The Group's investments in intangible assets in each of H1 2017, H1 2016, FY 2016, FY 2015 and FY 2014 amounted to €11.1 million, €12.9 million, €26.5 million, €31.5 million and €38.7 million, respectively, and were mainly attributable to development costs on products for new customer contracts.

In addition, the Group's customers generally source business to suppliers several years prior to the start of production. To be prepared, commitments related to development costs are incurred in the period up to the start of production. As at 30 June 2017, the Group had commitments of €4.5 million related to intangible assets contracted for, but not yet incurred. As at 31 December 2016, the Group had commitments of €2.3 million related to intangible assets contracted for, but not yet incurred. As at 31 December 2015, the Group had commitments of €1.3 million related to intangible assets contracted for, but not yet incurred. As at 31 December 2014, the Group had commitments of €4.6 million related to intangible assets contracted for, but not yet incurred.

7. OFF-BALANCE SHEET ARRANGEMENTS

Purchase commitments

In the ordinary course of its business, the Group enters into contracts with suppliers of raw materials, components and services to facilitate adequate supply of these products and services. These arrangements are not recorded in the balance sheet but may contain fixed or minimum quantity purchase requirements. As at 31 December 2014, 2015 and 2016, and 30 June 2017, the Group's contractual purchase commitments of this type amounted to €94.9 million, €80.9 million and €61.5 million, and €65.8 million, respectively.

Operating leases

The Group is both a lessor and lessee under operating leases. For example, the Group may sub-let property that is surplus to the Group's requirements. The following table sets forth the total future aggregate minimum rentals receivable under non-cancellable operating leases as of the dates indicated.

	As at 31 December			As at 30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
Total	**0.6**	**0.4**	**0.4**	**0.9**

During the periods under review, the Group's recognition of rental income from these operating leases has remained stable. For FY 2014, FY 2015, FY 2016 and H1 2017 the Group recognised rental income in the amount of €0.9 million, €1.0 million, €0.9 million and €0.5 million, respectively, in its income statement.

In addition, the Group rents buildings, machinery and equipment under operating leases. The following table sets forth the future aggregate minimum rents payable under non-cancellable operating leases as of the dates indicated.

	As at 31 December			As at 30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
Agreements expiring not later than one year	29.2	34.8	35.5	37.0
Agreements expiring between one and five years	68.6	78.6	92.8	103.6
Agreements expiring after five years	44.5	41.4	40.9	41.7
Total	**142.3**	**154.8**	**169.2**	**182.3**

For FY 2014, FY 2015, FY 2016 and H1 2017, the Group recognised expenses in respect of operating leases in the amount of €37.6 million, €42.2 million, €45.7 million and €24.4 million, respectively, in its income statement. The Group's expenses related to its operating leases increased by €3.5 million in FY 2016, compared to FY 2015, primarily related to new rental facilities. The Group's expenses related to its operating leases increased by €4.6 million in FY 2015, compared to FY 2014, primarily related to new rental facilities.

The following table sets forth the Group's commitment provisions recognised in respect of non-cancellable operating leases as of the dates indicated.

	As at 31 December			As at 30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
Non-current	0.5	—	—	—
Current	0.2	0.4	0.1	—
Total	**0.7**	**0.4**	**0.1**	**—**

Other than in respect of the above purchase commitments and operating leases, the Group does not have any material off-balance sheet arrangements. In addition, the Group does not have any interest in special purpose entities or other structured finance entities.

8. PENSION AND POST-EMPLOYMENT BENEFIT OBLIGATIONS

The Group operates funded defined benefit pension plans in the United States, Canada and the United Kingdom under broadly similar regulatory frameworks. All of these plans provide benefits to members in the form of a guaranteed level of pension payable for life. The level of a respective member's pension is determined by the member's length of service and, for most of these plans, pensionable remuneration. Plan assets are held in trusts from which all benefit payments are made. The plans are governed by local regulations and practice, including the nature of the relationship between their trustees and the Group. Responsibility for governance of the plans, including the investment strategy and schedules of contributions, rests primarily with the trustees, some of whom are appointed by the Group and the remainder of whom are appointed by the members in accordance with the rules of each plan.

Independent accounting valuations of all major defined scheme assets and liabilities were carried out at 30 June 2017. There are five plans in the United States, three of which are closed to both new entrants and future accrual, and two of which are closed to new entrants but permit future accrual. The active members are not required to make contributions to the plans. With respect to these plans in the United States, pension payments are not subject to inflationary increase. These plans are subject to annual actuarial valuation and were most recently valued by independent qualified actuaries as at 1 January 2017.

There is a single plan in Canada, which remains open to new entrants and is contributory. With respect to this plan, pension payments are subject to discretionary inflationary increases. This plan is subject to actuarial valuation at least triennially and was most recently formally valued as at 1 July 2014.

There is a single plan in the United Kingdom, which is closed to new entrants but remains open to future accrual. With respect to this plan, pension payments are subject to annual increases based on the United Kingdom Retail Price Index. This plan is subject to triennial actuarial valuation and was most recently formally valued as at 6 April 2015.

Employer funding contributions to the funded defined benefit pension plans are agreed at each formal valuation and for H1 2017 were €1.3 million (FY 2016: €2.7 million; FY 2015: €3.4 million; FY 2014: €10.6 million). Contributions in the twelve months ended 30 June 2018 are expected to amount to €5.7 million.

The Group also operates post-employment medical benefit schemes in a small number of countries, principally in the United States, where the scheme was closed to new entrants in 1992. These schemes are unfunded. In addition, the Group operates certain other pension and retirement plans in Germany, France, Italy, Korea, Poland and Belgium, where obligations are either partially funded or unfunded.

For additional information and details regarding the Group's pension and post-employment benefit obligations, see Note 30 in Section B (*Historical financial information relating to the Group*) of Part VII: "*Historical Financial Information*" of this Prospectus.

9. PROVISIONS

The Group recognises provisions if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation.

The following table provides a breakdown of the Group's provisions for other liabilities (other than pension and post-retirement benefits) as of the dates indicated.

	As at 31 December			As at 30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
Product warranty	19.9	25.1	21.0	20.3
Restructuring	0.7	1.3	0.3	4.6
Other provisions	11.6	8.3	8.2	7.6
Total	**32.2**	**34.7**	**29.5**	**32.5**

The Group recognises a product warranty provision when specific events occur regarding a particular product. The amount of a product warranty provision is calculated based on the Group's analysis of contractual considerations, historical warranty data and expected outcomes together with the related probabilities. The Group makes provisions for specific product warranty claims based on management's best estimates of the Group's potential exposure. The Group's product warranty provisions have fluctuated from FY 2014 to H1 2017 and, during these periods, were primarily related to specific customer issues, which drove the movements in the Group's product warranty provisions from FY 2014 to FY 2016 and H1 2017. The amount of these provisions was calculated based on open negotiations with customers and the Group's experience with previous customer claims.

The Group recognises a restructuring provision when the Group has approved a detailed and formal restructuring plan and such restructuring has either commenced or has been announced publicly. The Group's restructuring provisions have fluctuated from FY 2014 to H1 2017 and were primarily related to planned reductions in headcount and similar costs related to balancing production capacity with market demand.

The Group also recognises other provisions in a variety of circumstances, including for certain disputed claims, asset retirement obligations and onerous contracts where unavoidable costs of fulfilling the related contractual obligations exceed the economic benefits that the Group expects to receive pursuant to the contract. The amount of a provision related to an asset retirement obligation is calculated as the estimated cost of dismantling and removing PP&E at the end of its operational life, with provisions related to site restoration (e.g., contaminations and lease dilapidations) calculated in accordance with applicable legal requirements. The amount of a provision related to an onerous contract is calculated as the lower of the expected cost of terminating the contract and the expected net cost of fulfilling the related contractual obligations. In calculating a provision for an onerous contract, the Group recognises any impairment losses on the assets associated with the contract. The Group's other provisions have decreased from FY 2014 to H1 2017 and were primarily related to disputed claims for indirect taxes in Brazil and Turkey, onerous contracts related to property leases in the United Kingdom, asset retirement obligations and certain other claims. The Group's other provisions for H1 2017 reduced compared to FY 2016 and primarily related to disputed claims for indirect taxes in Brazil and Turkey and provisions for leasehold property dilapidations in the Group's German and other European operations.

10. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT FINANCIAL RISK

The principal categories of financial risk to which the Group is exposed are credit risk, liquidity risk and market risk (including foreign currency and interest rate risk).

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The following categories comprise the main credit exposures of the Group: trade and other receivables; cash and cash equivalent balances; and financial instruments, including derivatives and guarantees.

The credit risk for trade and other receivables is normally managed by the Group's operating subsidiaries by reference to credit rating agencies and historic trading experience with customers (see Note 3.1 in Section B (*Historical financial information relating to the Group*) of Part VII: "*Historical Financial Information*" of this Prospectus).

Cash which is surplus to normal working capital needs and any approved capital investments in the Group's operating subsidiaries is managed by Group Treasury.

The use of derivative financial instruments is governed by Group policies and managed by Group Treasury. In most cases, the counterparties are investment grade rated banks. The portfolio of derivatives as at 30 June 2017 was spread across six counterparties with no one dominant financial institution. The credit ratings of the financial institutions used are Baa1 or better.

Guarantees issued by third parties in favour of the Group comprise letters of credit and other bank guarantees, nearly all of which are of a stand-by nature. Most of the issuing banks are rated investment grade. If any of these banks became unable to meet their obligations under a guarantee, it is expected that a similar guarantee could be issued by another bank or alternative security provided to the beneficiary.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due. The Group has access to various forms of funding, which the Directors believe are sufficient to meet the Group's anticipated liquidity requirements. The Directors believe that there is currently no significant risk that the Group will be unable to fund its planned capital commitments.

Cash flow forecasts of the Group's liquidity requirements are monitored regularly to seek to ensure that there is sufficient cash and undrawn committed borrowing facilities to meet the operational needs of the Group over the medium term. Surplus cash generated by the Group's operating subsidiaries over and above balances required for normal working capital and any approved investment is managed by Group Treasury.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Group's income, expenditure or the value of its holdings of financial instruments. The Group enters into derivative contracts, and also incurs financial liabilities, in order to manage market risks.

Foreign exchange risk

The Group is exposed to currency risk on revenue, purchases, investments and borrowings that are denominated in a currency other than the functional currencies of individual Group entities, which are primarily Chinese Renminbi, Euros, US Dollars, and Korean Won. Where possible, business entities sell in prices denominated in the same currency as the majority of their costs, to produce a natural hedge. At 30 June 2017, the majority of the Group's cash and cash equivalents was denominated in Chinese Renminbi, US Dollars, Euros and Korean Won.

The Group uses forward foreign exchange contracts to manage much of the residual transactional currency risk.

Derivative instruments used by the Group to manage foreign currency exposure fall under the following main categories:

(a) *Forward foreign exchange contracts—not designated in hedge relationships*

The nominal value of these derivatives as at 30 June 2017 was €145.6 million (31 December 2016: €186.9 million; 31 December 2015: €266.3 million) and the aggregate fair value was €0.1 million payable (31 December 2016: €7.6 million payable; 31 December 2015: €2.7 million payable).

(b) *Forward foreign exchange contracts—designated in cash flow hedge relationships*

In October 2015, the Group entered into a series of forward foreign exchange contracts and US Dollar interest rate swaps with a number of financial institutions. In aggregate, these instruments converted a portion of the drawings under the main borrowing facilities of $400 million at floating interest rates, into the equivalent of €355 million at a fixed interest rate of 4.2% per annum. As at 30 June 2017, the nominal value of the forward foreign exchange contracts in this arrangement was €624.2 million (FY 2016: €642.3 million; FY 2015: €663.5 million) and their aggregate fair value was €20.3 million payable (FY 2016: €20.0 million receivable; FY 2015: €5.9 million receivable). For H1 2017, a fair value loss of €34.7 million (FY 2016: €18.4 million gain; FY 2015: €4.0 million gain) was recorded in other comprehensive income, and a €50.5 million loss (FY 2016: €30.7 million gain; FY 2015: €26.6 million gain) has been subsequently recycled to the income statement. For H1 2017, an ineffectiveness loss of €3.0 million (FY 2016: €1.9 million loss; FY 2015: €4.1 million gain) was recorded in the income statement.

(c) *Forward foreign exchange contracts—designated in net investment hedges*

In October 2015, the Group entered into a series of forward foreign exchange contracts to hedge the net investment in the Group's Korean Won subsidiary. As at 30 June 2017, the nominal value of these derivatives was Korean Won 265,893 million (€186.2 million) (FY 2016: Korean Won 265,893 million (€186.2 million); FY 2015: Korean Won 265,893 million (€186.2 million)) and their aggregate fair value was €5.6 million payable (FY 2016: €6.9 million payable; FY 2015: €6.8 million payable). For H1 2017, a fair value gain of €1.3 million (FY 2016: loss of €0.1 million; FY 2015: €6.8 million loss) was recorded in other comprehensive income for these contracts. For H1 2017 and FY 2016, no amounts were recycled and there was no ineffectiveness.

Sensitivity analysis

The Group is primarily exposed to changes in Euro/US Dollar exchange rates on its borrowings and associated hedging instruments and Euro/Korean Won exchange rates on its hedging derivatives and associated net investments.

The sensitivity of profit or loss to changes in the Euro/US Dollar exchange rates arises from US Dollar denominated intercompany financial instruments, which are partially offset by forward foreign exchange contracts designated as cash flow hedges held at the balance sheet date. The profit and loss impact associated with these hedges and the related financial instrument exposure is not material due to the application of hedge accounting.

The net unhedged intercompany loans subject to Euro/US Dollar risk directly impact profit and loss for each period. The hypothetical effect of a 1% change in the Euro/US Dollar exchange rate on those intercompany loans/contracts, with all other variables held constant, would be as shown in the table below, in each case for the respective periods.

Group	**As at 31 December 2016 (€m)**	**As at 30 June 2017 (€m)**
Net unhedged intercompany loans subject to Euro/US Dollar risk	3.0/(3.0)	3.6/(3.6)

Similarly, those Euro/Korean Won contracts that do not qualify for investment hedge accounting would directly impact profit and loss for the period. As at 30 June 2017, the Group's exposure to a hypothetical +/− 1% change in the Euro/Korean Won exchange rate with all other variables held constant, would be a €0.3 million profit / €0.3 million loss (31 December 2016: €0.4 million profit / €0.4 million loss; 31 December 2015: €0.5 million profit / €0.5 million loss). Those Euro/Korean Won contracts that qualified for hedge accounting impact equity; however, that movement would be offset by a substantially equal and opposite movement arising from the Group's exposure to the net investment in Korean Won subsidiaries.

The Directors believe that the Group's exposure to other foreign exchange movements is not material.

Interest rate risk

Most of the Group's interest rate risk arises on its main external borrowing facilities. The interest expense arising from the borrowings under the Term Loan, denominated in US Dollars and Euro, were, as at 31 December 2016, based on floating rates of, respectively, one month US Dollar LIBOR and three month Euro LIBOR (in each case with a minimum LIBOR rate of 1.0%) plus 3.5% per annum. On 27 January 2017, the Group repriced its borrowings under the Term Loan and, as a result, the interest rate on the US Dollar tranche was reduced to a minimum US Dollar LIBOR rate of 0.75% plus 2.75% per annum and the interest rate on the Euro tranche was reduced to a minimum EURIBOR rate of 0.75% plus 3.0% per annum. The interest expense arising from the unsecured US Dollar Notes is based on a fixed coupon of 8.75% per annum. As noted above, the Group has used interest rate swaps to manage the risk and used such contracts, together with the forward foreign exchange contracts to fix €355 million of floating rate debt to a fixed rate of 4.2% per annum. As at 30 June 2017, the notional value of the interest rate swaps was $400 million and their fair value was €4.9 million receivable (FY 2016: €5.2 million receivable; FY 2015: €4.1 million receivable). For H1 2017, in aggregate, a fair value loss of €0.6 million (FY 2016: €1.9 million loss; FY 2015: €3.4 million gain) has been recorded in other comprehensive income and a €0.7 million loss (FY 2016: €2.9 million loss; FY 2015: €0.7 million loss) has been subsequently reclassified to profit and loss. For FY 2016, no ineffectiveness was recorded in the income statement.

Sensitivity analysis

If interest rates had been 100 basis points higher or lower with all other variables held constant, after taking account of hedging arrangements, the pre-tax profit or loss on an annual basis would be, respectively, €5.7 million lower, or €2.7 million higher. There would have been no material impact on equity.

11. CRITICAL ACCOUNTING POLICIES AND ESTIMATES

For a summary of, and additional information regarding, the Group's significant accounting policies, please see the Notes in Section B (*Historical financial information relating to the Group*) of Part VII: "*Historical Financial Information*" of this Prospectus.

PART VI

CAPITALISATION AND INDEBTEDNESS

The table below sets out the capitalisation of the Group as at 30 June 2017 and the indebtedness of the Group as at 31 August 2017. The information for capitalisation has been extracted without material adjustment from the Group's financial information included in Part VII: "*Historical Financial Information*".

	As at 31 August 2017 (unaudited) (€m)
Current debt	
Guaranteed	—
Secured[(1)]	4.9
Unguaranteed/Unsecured	0.2
Total current debt	**5.1**
Non-current debt	
Guaranteed	—
Secured[(2)]	1,162.4
Unguaranteed/Unsecured[(3)]	369.6
Total non-current debt	**1,532.0**
Total indebtedness	**1,537.1**

	As at 30 June 2017 (€m)
Shareholders' equity	
Share capital	**493.7**
Share premium	—
Other reserves[(4)]	—
Total capitalisation	**493.7**

Notes:

(1) Current secured debt consists of finance leases of €1.5 million and term loans of €3.4 million. Term loans are stated net of unamortised fees of €8.8 million, representing the current portion of unamortised fees relating to the Term Loan and ABL Facility. The finance leases are secured on the assets financed under the lease agreements.

(2) Non-current secured debt consists of finance leases of €2.1 million and term loans of €1,160.3 million. Term loans are stated net of unamortised fees of €25.4 million. The finance leases are secured on the assets financed under the lease agreements.

(3) Comprises unsecured US Dollar Notes (€369.3 million) plus other unguaranteed and unsecured debt (€0.3 million).

The unsecured US Dollar Notes are stated net of unamortised issuance fees of €8.6 million.

(4) Excludes accumulated profit, currency translation reserve and hedging reserve.

There has been no material change in the Group's capitalisation since 30 June 2017 other than the capital reduction described in Section 3.3(b)(iv) (*Changes to the Company's share capital*) of Part XI: "*Additional Information*" of this Prospectus.

The following table sets out the net indebtedness of the Group as at 31 August 2017.

	As at 31 August 2017 (unaudited) (€m)
Cash	184.9
Cash equivalents	2.0
Liquidity	**186.9**
Current financial receivable[1]	**2.9**
Current portion of non-current debt	—
Other current financial debt[2]	(5.1)
Current financial debt	(5.1)
Net current financial (indebtedness)/cash	**186.7**
Non-current bank loans	—
Bonds issued[3]	(369.3)
Other non-current loans[4]	(1,162.7)
Non-current financial indebtedness	**(1,532.0)**
Net financial indebtedness	**(1,347.3)**

Notes:

(1) Represents amounts deposited to provide a bank guarantee to the Spanish tax authorities in respect of disputed assessments raised following the tax audits of the period 2006-2011.

(2) Consists of finance leases of €1.5 million, term loans of €3.4 million and other current loans of €0.2 million. Term loans are stated net of unamortised fees of €8.8 million, representing the current portion of unamortised fees relating to the Term Loan and ABL Facility.

(3) Comprises unsecured US Dollar Notes (€377.9 million), stated net of unamortised issuance fees of €8.6 million.

(4) Non-current secured debt consists of finance leases of €2.1 million, term loans of €1,160.3 million and other unguaranteed and unsecured debt of €0.3 million. Term loans are stated net of unamortised fees of €25.4 million.

The information as at 31 August 2017 is unaudited. The statement of indebtedness has been extracted without material adjustment from the management accounts of the Group, which have been prepared using policies that are consistent with those used in preparing the historical financial information as disclosed in Part VII: "*Historical Financial Information*" of this Prospectus.

PART VII

HISTORICAL FINANCIAL INFORMATION

SECTION A: ACCOUNTANT'S REPORT ON THE HISTORICAL FINANCIAL INFORMATION RELATING TO THE GROUP

The Directors
TI Fluid Systems plc
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25 October 2017

Dear Sirs

TI Fluid Systems plc

We report on the combined and consolidated financial information of the Group (being TIFS Holdings Limited (formerly Omega Holdco II Limited and, prior to that, TI Fluid Systems Limited), its subsidiaries and associate prior to 22 January 2015 and TI Fluid Systems plc (formerly Omega Holdco II Limited) and its subsidiaries, together with TIFS Holdings Limited, its subsidiaries and associate, thereafter) for the years ended 31 December 2014, 31 December 2015 and 31 December 2016 and the six months ended 30 June 2017 set out in section B of Part VII below (the "**Historical Financial Information**"). The Historical Financial Information has been prepared for inclusion in the prospectus dated 25 October 2017 (the "**Prospectus**") of TI Fluid Systems plc (the "**Company**") on the basis of the accounting policies set out in Note 2 to the Historical Financial Information. This report is required by item 20.1 of Annex I to the PD Regulation and is given for the purpose of complying with that item and for no other purpose. We have not audited or reviewed the financial information for the six months ended 30 June 2016 which has been included for comparative purposes only, and accordingly do not express an opinion thereon.

Responsibilities

The Directors of the Company are responsible for preparing the Historical Financial Information in accordance with the basis of preparation set out in Note 2 to the Historical Financial Information.

PricewaterhouseCoopers LLP, 1 Embankment Place, London, WC2N 6RH
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PricewaterhouseCoopers LLP is a limited liability partnership registered in England with registered number OC303525. The registered office of PricewaterhouseCoopers LLP is 1 Embankment Place, London WC2N 6RH. PricewaterhouseCoopers LLP is authorised and regulated by the Financial Conduct Authority for designated investment business

It is our responsibility to form an opinion as to whether the Historical Financial Information gives a true and fair view, for the purposes of the Prospectus and to report our opinion to you.

Save for any responsibility which we may have to those persons to whom this report is expressly addressed and for any responsibility arising under item 5.5.3R(2)(f) of the Prospectus Rules to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with item 23.1 of Annex I to the PD Regulation, consenting to its inclusion in the Prospectus.

Basis of opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the Group's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in the United States of America and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Opinion

In our opinion, the Historical Financial Information gives, for the purposes of the Prospectus dated 25 October 2017, a true and fair view of the state of affairs of the Group as at the dates stated and of its profits/losses, cash flows and changes in equity for the periods then ended in accordance with the basis of preparation set out in Note 1 to the Historical Financial Information.

Declaration

For the purposes of Prospectus Rule 5.5.3R(2)(f) we are responsible for this report as part of the Prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Prospectus in compliance with item 1.2 of Annex I to the PD Regulation.

Yours faithfully

PricewaterhouseCoopers LLP
Chartered Accountants

SECTION B: HISTORICAL FINANCIAL INFORMATION RELATING TO THE GROUP

Combined and Consolidated Income Statement

	Notes	Year ended 31 December			Six months ended 30 June	
		2014 (€m)	2015 (€m)	2016 (€m)	(unaudited) 2016 (€m)	2017 (€m)
Revenue	5	2,696.3	3,095.2	3,348.6	1,632.8	1,777.0
Cost of sales	6	(2,215.8)	(2,580.2)	(2,801.1)	(1,355.4)	(1,484.6)
Gross profit		480.5	515.0	547.5	277.4	292.4
Distribution costs	6	(93.1)	(96.0)	(103.6)	(50.5)	(51.6)
Administrative expenses before exceptional items		**(139.1)**	**(171.1)**	**(188.6)**	**(94.3)**	**(92.0)**
Exceptional items	**10**	**(23.7)**	**(27.7)**	**(23.2)**	**(7.1)**	**(9.5)**
Administrative expenses after exceptional items	**6**	**(162.8)**	**(198.8)**	**(211.8)**	**(101.4)**	**(101.5)**
Other income	11	6.8	7.7	6.5	3.3	3.3
Other (losses)/gains	12	(99.4)	(72.1)	(2.0)	9.7	24.3
Operating profit		132.0	155.8	236.6	138.5	166.9
Finance income before exceptional items	**13**	**1.5**	**8.3**	**10.1**	**10.2**	**7.1**
Finance expense before exceptional items	**13**	**(50.4)**	**(87.1)**	**(115.2)**	**(59.3)**	**(55.5)**
Exceptional items	**10**	**(20.9)**	**(23.8)**	**—**	**—**	**—**
Net finance expense after exceptional items	**13**	**(69.8)**	**(102.6)**	**(105.1)**	**(49.1)**	**(48.4)**
Share of profit of associates	19	1.2	1.3	1.3	0.4	—
Profit before income tax		63.4	54.5	132.8	89.8	118.5
Income tax expense before exceptional items	**14**	**(68.1)**	**(124.0)**	**(88.9)**	**(49.8)**	**(47.3)**
Exceptional items	**10**	**20.5**	**28.9**	**—**	**—**	**—**
Income tax expense after exceptional items	**14**	**(47.6)**	**(95.1)**	**(88.9)**	**(49.8)**	**(47.3)**
Profit/(loss) for the period		15.8	(40.6)	43.9	40.0	71.2
Profit/(loss) for the period attributable to:						
Owners of the parent company	25	13.4	(43.7)	42.2	39.0	69.5
Non-controlling interests	26	2.4	3.1	1.7	1.0	1.7
Profit/(loss) for the period		15.8	(40.6)	43.9	40.0	71.2

The notes on pages 122 to 194 are an integral part of the combined and consolidated historical financial information.

Combined and Consolidated Statement of Comprehensive Income

	Notes	Year ended 31 December			Six months ended 30 June	
		2014 (€m)	2015 (€m)	2016 (€m)	(unaudited) 2016 (€m)	2017 (€m)
Profit/(loss) for the period		15.8	(40.6)	**43.9**	**40.0**	**71.2**
Other comprehensive (expense)/income						
Items that will not be reclassified to profit or loss						
Re-measurements of retirement benefit obligations	30	(58.8)	18.1	(0.6)	(33.1)	2.7
Income tax credit/(expense) on retirement benefit obligations before exceptional items	14	2.3	(7.1)	(2.0)	12.3	(0.4)
Exceptional items	10, 14	0.5	30.5	—	—	—
Income tax credit/(expense) on retirement benefit obligations after exceptional items	14	2.8	23.4	(2.0)	12.3	(0.4)
		(56.0)	41.5	**(2.6)**	**(20.8)**	**2.3**
Items that may be subsequently reclassified to profit or loss						
Currency translation differences		31.8	13.3	(11.3)	(28.5)	(62.0)
Cash flow hedges	25.2	—	(18.5)	(11.3)	(1.6)	15.9
Net investment hedge	25.2	—	(6.8)	(0.1)	(0.5)	1.3
		31.8	(12.0)	**(22.7)**	**(30.6)**	**(44.8)**
Other comprehensive (loss)/income for the period, net of tax		(24.2)	29.5	**(25.3)**	**(51.4)**	**(42.5)**
Total comprehensive (loss)/income for the period		(8.4)	(11.1)	**18.6**	**(11.4)**	**28.7**
Attributable to:						
Owners of the parent company		(11.8)	(14.6)	16.9	(12.4)	27.7
Non-controlling interests	26	3.4	3.5	1.7	1.0	1.0
Total comprehensive (loss)/income for the period		(8.4)	(11.1)	**18.6**	**(11.4)**	**28.7**

The notes on pages 122 to 194 are an integral part of the combined and consolidated historical financial information.

Combined and Consolidated Balance Sheet

	Notes	As at 31 December			As at 30 June
		2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
Non-current assets					
Intangible assets	17	217.8	1,345.8	1,412.8	1,322.0
Property, plant and equipment	18	458.7	675.9	699.7	669.8
Investments in associates	19	23.1	18.2	19.4	18.6
Derivative financial instruments	29	—	24.2	28.4	10.4
Deferred income tax assets	32	107.9	130.0	69.9	50.3
Trade and other receivables	22	8.1	7.3	12.9	11.9
		815.6	2,201.4	2,243.1	2,083.0
Current assets					
Inventories	21	257.0	263.3	298.5	315.9
Trade and other receivables	22	500.3	527.9	613.1	612.2
Current income tax assets	32	7.7	4.4	9.6	11.4
Derivative financial instruments	29	—	4.5	6.1	4.9
Financial assets at fair value through profit & loss	23	2.8	2.8	2.9	2.9
Cash and cash equivalents	23	173.0	268.4	196.2	194.5
Non-current assets held for sale		0.4	—	—	—
		941.2	1,071.3	1,126.4	1,141.8
Total assets		**1,756.8**	**3,272.7**	**3,369.5**	**3,224.8**
Equity					
Ordinary shares	24	—	493.7	493.7	493.7
Invested capital	25.1	(102.6)	—	—	—
Other reserves	25.2	—	(41.8)	(64.5)	(108.6)
Accumulated (losses)/profits	25.3	—	(10.8)	36.2	111.5
Equity attributable to owners of the parent company		**(102.6)**	**441.1**	**465.4**	**496.6**
Non-controlling interests	26	11.1	20.2	19.0	18.9
Total equity		**(91.5)**	**461.3**	**484.4**	**515.5**
Non-current liabilities					
Trade and other payables	27	6.1	7.1	12.1	15.3
Borrowings	28	1,012.0	1,657.3	1,695.8	1,581.1
Derivative financial instruments	29	—	26.0	19.2	38.4
Deferred income tax liabilities	32	26.1	230.5	221.5	196.1
Retirement benefit obligations	30	192.6	187.6	193.0	182.2
Provisions	31	8.7	6.9	7.2	6.6
		1,245.5	2,115.4	2,148.8	2,019.7
Current liabilities					
Trade and other payables	27	516.4	577.0	635.2	587.8
Current income tax liabilities	32	52.7	82.1	71.3	68.3
Borrowings	28	9.5	4.3	2.9	5.3
Derivative financial instruments	29	0.7	4.8	4.6	2.3
Provisions	31	23.5	27.8	22.3	25.9
		602.8	696.0	736.3	689.6
Total liabilities		**1,848.3**	**2,811.4**	**2,885.1**	**2,709.3**
Total equity and liabilities		**1,756.8**	**3,272.7**	**3,369.5**	**3,224.8**

The notes on pages 122 to 194 are an integral part of the combined and consolidated historical financial information.

Combined and Consolidated Statement of Changes in Equity

	Notes	Ordinary Shares 24 (€m)	Invested capital 25.1 (€m)	Other Reserves 25.2 (€m)	(Accumulated Losses)/ Profits 25.3 (€m)	Total (€m)	Non-Controlling Interests 26 (€m)	Total Equity (€m)
Balance at 1 January 2014		**—**	**222.6**	**—**	**—**	**222.6**	**9.9**	**232.5**
Profit for the year		—	13.4	—	—	13.4	2.4	15.8
Other comprehensive loss		—	(25.2)	—	—	(25.2)	1.0	(24.2)
Total comprehensive loss		**—**	**(11.8)**	**—**	**—**	**(11.8)**	**3.4**	**(8.4)**
Share option cost		—	0.3	—	—	0.3	—	0.3
Dividends		—	(313.7)	—	—	(313.7)	(2.2)	(315.9)
Balance at 31 December 2014		**—**	**(102.6)**	**—**	**—**	**(102.6)**	**11.1**	**(91.5)**
(Loss)/profit for the six month period		—	(30.9)	—	5.4	(25.5)	1.5	(24.0)
Other comprehensive income		—	73.8	—	—	73.8	0.7	74.5
Total comprehensive income		**—**	**42.9**	**—**	**5.4**	**48.3**	**2.2**	**50.5**
Increase in share capital to former parent		—	33.5	—	—	33.5	—	33.5
Capital contribution from former parent		—	24.6	—	—	24.6	—	24.6
Share option costs		—	1.6	—	—	1.6	—	1.6
Dividends		—	—	—	—	—	(1.2)	(1.2)
Fair value adjustment on acquisition		—	—	—	—	—	8.3	8.3
Issue of shares		493.7	—	—	—	493.7	—	493.7
At acquisition 30 June 2015		**493.7**	**—**	**—**	**5.4**	**499.1**	**20.4**	**519.5**
(Loss)/profit for the six month period		—	—	—	(18.2)	(18.2)	1.6	(16.6)
Other comprehensive loss		—	—	(41.8)	(2.9)	(44.7)	(0.3)	(45.0)
Total comprehensive loss		**—**	**—**	**(41.8)**	**(21.1)**	**(62.9)**	**1.3**	**(61.6)**
Share option costs		—	—	—	4.9	4.9	—	4.9
Dividends		—	—	—	—	—	(1.5)	(1.5)
Balance at 31 December 2015		**493.7**	**—**	**(41.8)**	**(10.8)**	**441.1**	**20.2**	**461.3**
Profit for the year		—	—	—	42.2	42.2	1.7	43.9
Other comprehensive loss		—	—	(22.7)	(2.6)	(25.3)	—	(25.3)
Total comprehensive (loss)/income		**—**	**—**	**(22.7)**	**39.6**	**16.9**	**1.7**	**18.6**
Share option costs		—	—	—	7.4	7.4	—	7.4
Dividends		—	—	—	—	—	(2.9)	(2.9)
Balance at 31 December 2016		**493.7**	**—**	**(64.5)**	**36.2**	**465.4**	**19.0**	**484.4**
Profit for the six month period		—	—	—	69.5	69.5	1.7	71.2
Other comprehensive (loss)/income		—	—	(44.1)	2.3	(41.8)	(0.7)	(42.5)
Total comprehensive (loss)/income		**—**	**—**	**(44.1)**	**71.8**	**27.7**	**1.0**	**28.7**
Share option costs		—	—	—	3.5	3.5	—	3.5
Dividends		—	—	—	—	—	(1.1)	(1.1)
Balance at 30 June 2017		**493.7**	**—**	**(108.6)**	**111.5**	**496.6**	**18.9**	**515.5**

The notes on pages 122 to 194 are an integral part of the combined and consolidated historical financial information.

Combined and Consolidated Statement of Cash Flows

	Notes	Year ended 31 December			Six months ended 30 June	
		2014 (€m)	2015 (€m)	2016 (€m)	(unaudited) 2016 (€m)	2017 (€m)
Cash flows from operating activities						
Cash generated from operations	33	257.3	396.5	386.0	157.7	178.1
Interest and other finance expense paid		(40.7)	(60.4)	(97.8)	(48.8)	(44.1)
Income tax paid		(49.7)	(57.8)	(84.2)	(43.2)	(51.6)
Net cash generated from operating activities		**166.9**	**278.3**	**204.0**	**65.7**	**82.4**
Cash flows used by investing activities						
Payment to TIFSHL shareholders for the acquisition		—	(1,110.5)	—	—	—
Payment for acquisition of subsidiary net of cash received		—	—	(125.0)	(125.0)	—
Payment for property, plant and equipment		(96.4)	(110.5)	(109.5)	(52.3)	(55.7)
Proceeds from the sale of property, plant and equipment		1.6	1.1	0.8	0.2	1.0
Payment for intangible assets		(38.7)	(31.5)	(26.5)	(12.9)	(11.1)
Interest received		1.4	0.7	1.8	0.7	1.0
Net cash used by investing activities		**(132.1)**	**(1,250.7)**	**(258.4)**	**(189.3)**	**(64.8)**
Cash flows from financing activities						
Proceeds from issue of share capital		—	493.7	—	—	—
Net transactions with shareholders of TIFSHL		—	58.1	—	—	—
Net proceeds from borrowings (including fees paid)		251.9	1,643.6	—	—	(1.7)
Repayments of borrowings		(10.6)	(1,141.7)	(13.6)	(6.8)	(6.9)
Dividends paid to TIFSHL shareholders		(313.7)	—	—	—	—
Dividends paid to non-controlling interests		(2.2)	(2.7)	(2.9)	(1.0)	(1.1)
Net cash (used by)/generated from financing activities		**(74.6)**	**1,051.0**	**(16.5)**	**(7.8)**	**(9.7)**
(Decrease)/Increase in cash and cash equivalents		(39.8)	78.6	(70.9)	(131.4)	7.9
Cash and cash equivalents at beginning of the period	23	201.6	173.0	268.4	268.4	196.2
Currency translation on cash and cash equivalents		11.2	16.8	(1.3)	(5.2)	(9.6)
Cash and cash equivalents at end of the period	**23**	**173.0**	**268.4**	**196.2**	**131.8**	**194.5**

The notes on pages 122 to 194 are an integral part of the combined and consolidated historical financial information.

Notes to the Historical Financial Information

1. General Information

TI Fluid Systems Limited (the "**Company**") is a private limited company which is incorporated and domiciled in England and Wales with registered number 09402231. The Company is the holding company for the Group (as defined below). The Company was incorporated on 22 January 2015. On 27 September 2016, the Company, which was previously known as Omega Holdco II Ltd, changed its name to TI Fluid Systems Limited, and on 18 October 2017 re-registered as a public limited company. The address of its registered office is 4650 Kingsgate, Cascade Way, Oxford Business Park South, Oxford, OX4 2SU, United Kingdom.

The primary business of the Group (as defined below) is the design, manufacture and sale of advanced fluid storage, carrying and delivery systems for light passenger vehicles worldwide.

On 30 June 2015, the Company, through its subsidiary Omega Acquisition Bidco Limited, acquired TIFS Holdings Limited ("**TIFSHL**") (previously known as Omega Holdco II Limited between 27 September 2016 and 31 October 2016, and prior to 27 September 2016 as TI Fluid Systems Limited) and its consolidated subsidiaries and undertakings (the "**TIFSHL Group**"). TIFSHL was previously the parent company of the Group, and is a company incorporated and domiciled in England and Wales.

A list of subsidiaries and their countries of incorporation is presented in Note 20.

For the purposes of this historical financial information, the term "Group" means prior to 22 January 2015 (the date of incorporation of the Company and its subsidiaries Omega Acquisition Bidco Limited, Omega Newco Sub I Limited and Omega Newco Sub II Limited), TIFSHL and its consolidated subsidiaries and undertakings, from 23 January 2015 to 30 June 2015, the Company and its subsidiaries combined with the TIFSHL Group and thereafter, the Company and its consolidated subsidiaries and undertakings.

2. Summary of Significant Accounting Policies

The principal accounting policies applied in the preparation of this combined and consolidated historical financial information are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

2.1 Basis of Preparation

The constituent parts of the Group for the periods presented are explained in the General Information above (Note 1). This combined and consolidated historical financial information presents the financial results for those businesses that were part of the Group for the years ended 31 December 2014, 31 December 2015 and 31 December 2016 and the six month periods ended 30 June 2016 and 30 June 2017.

The historical financial information is prepared for inclusion in the Prospectus of the Company for the purposes of admission to the premium listing segment of the Official List maintained by the Financial Conduct Authority and to trading on the London Stock Exchange's main market for listed securities ("**Admission**"). This financial information has been prepared in accordance with the requirements of the Prospectus Directive regulation, the Listing Rules, those parts of the Companies Act 2006 applicable to companies reporting under International Financial Reporting Standards as adopted by the European Union (the "**EU**") ("**IFRS**") and in accordance with the basis of preparation set out below. The basis of preparation describes how the historical financial information has been prepared in accordance with IFRS except as described below.

IFRS does not provide for the preparation of combined and consolidated financial information and, accordingly, in preparing the combined and consolidated historical financial information certain accounting conventions commonly used for the preparation of historical financial information for inclusion in investment circulars, as described in the Annexure to SIR 2000 (Investment Reporting Standards applicable to public reporting engagements on historical financial information) issued by the UK Auditing Practices Board, have been applied. The application of these conventions results in the following material departures from IFRS. Other than these departures, IFRS has been applied.

- Due to a change in the capital structure of the Group on 30 June 2015, when the TIFSHL Group was purchased by Omega Acquisition Bidco Limited, the historical financial information is prepared on a combined and consolidated basis for the year ended 31 December 2015 and represents a departure from IFRS.

- Earnings per share is not disclosed as required by IAS 33 'Earnings Per Share' as the historical financial information has not been prepared on a consolidated basis throughout the periods presented (as further explained in Note 16).

The combined and consolidated historical financial information reflects the following:

For the year ended 31 December 2014

The historical financial information has been prepared based on the consolidated results, assets and liabilities of the TIFSHL Group.

For the year ended 31 December 2015

During the six months to 30 June 2015, the entities combined did not constitute a separate legal group, therefore the historical financial information has been prepared on a basis that combines the results, assets and liabilities for this period of the following:

1. the consolidated financial information of the TIFSHL Group for the period from 1 January 2015 to 30 June 2015; and
2. the consolidated financial information of the Company and its subsidiaries for the period from incorporation to 30 June 2015.

The assets and liabilities of the TIFSHL Group were adjusted to fair value as part of the business combination as at 30 June 2015, which impacts the Group's earnings after this date. From 1 July 2015 to 31 December 2015, the historical financial information reflects the consolidated results, assets and liabilities of the Company, its subsidiaries and associated undertakings.

For the year ended 31 December 2016 and for the six month periods ended 30 June 2016 and 30 June 2017

The financial information for these periods have been prepared on the consolidated results, assets and liabilities of the Company and its subsidiaries.

The combined and consolidated historical financial information is prepared on a going concern basis and under the historical cost convention, except for the fair valuation of assets and liabilities of subsidiary companies acquired and financial assets and liabilities at fair value through profit or loss ("**FVTPL**") (including derivative instruments not in hedging relationships). The historical financial information is presented in millions of Euros ("**€**") except when otherwise indicated.

The preparation of historical financial information in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and the reported amounts of revenue and expenses during the reporting period. Although these estimates are based on management's reasonable knowledge of the amount, event or actions, actual results may differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the historical financial information are disclosed in Note 4.

The principal accounting policies adopted in the preparation of the historical financial information are set out below. The policies have been consistently applied to all the periods presented, unless otherwise stated.

2.1.1 Going Concern

After making enquiries, the Directors are of the opinion that the Group has adequate resources to continue in operational existence for at least 12 months from the date of approval of the combined and consolidated historical financial information. The Group therefore continues to adopt the going concern basis in preparing its combined and consolidated historical financial information. Further information on the Group's borrowings is given in Note 28.

2.1.2 Functional and Presentation Currency

Items included in the historical financial information of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). This combined and consolidated historical financial information is presented in Euro, which is the Group's presentation currency. All financial information presented in Euro has been rounded to the nearest 100,000 except where stated otherwise.

2.1.3 Changes in Accounting Policy and Disclosures

2.1.3.1 New and revised IFRS affecting amounts reported in the current period (and/or prior periods)

There are no amendments to standards or new standards where adoption by the Group for the first time has had an impact on the Group's combined and consolidated historical financial information for the financial reporting period beginning 1 January 2017.

2.1.3.2 New interpretation

During 2016, the IFRS Interpretation Committee issued an agenda decision providing that companies are no longer required to account for interest rate floors in loan agreements as separate embedded derivatives. This has been appropriately reflected within the combined and consolidated historical financial information.

2.1.3.3 New and revised IFRS in issue but not yet effective

A number of new standards, amendments to standards, and interpretations are effective for annual periods beginning on or after 1 January 2018, or are not yet effective because they have not yet been endorsed by the EU. These have not been applied in preparing this combined and consolidated historical financial information.

The Group has not applied the following new and revised standards that have been issued but are not yet effective or not yet endorsed by the EU:

Amendments to IAS 7 'Statement of Cash Flows'	Clarification that entities shall provide disclosures that enable users to evaluate changes in liabilities arising from financing activities.[(1)]
Amendments to IAS 12 'Income Taxes'	Various clarifications including the measurement of unrealised losses on debt instruments, the estimation of probable future taxable profits and restrictions on the utilisation of tax losses.[(1)]
Annual improvements 2014-2016 cycle: IFRS 12	Clarifications for IFRS 12 'Disclosure of interests in other entities.'[(1)]
Amendments to IFRS 2 'Share-based Payments'	Various clarification amendments in relation to the accounting for share-based compensation transactions.[(2)]
Amendments to IFRS 4 'Insurance Contracts'	Provides optional overlay and deferral options for entities that issue insurance contracts regarding IFRS 9 implementation[(2)]
Amendments to IAS 40 'Investment Property'	These amendments clarify that to transfer to, or from, investment properties, there must be evidence of a change in use.[(2)]
Annual improvements 2014-2016 cycle: IFRS 1 and IAS 28	Clarifications for IFRS 1, 'First time adoption of IFRS' and IAS 28 'Investment in associates and joint ventures.'[(2)]
IFRIC 22 'Foreign Currency Transactions and Advance Consideration'	Addresses foreign currency transactions where consideration is denominated or priced in a foreign currency.[(2)]
IFRS 9 'Financial Instruments'	Introduces new requirements for recognising, classifying, measuring and impairing financial assets and liabilities and provides a new hedge accounting model.[(2)]
IFRS 15 'Revenue from Contracts with Customers'	Provides a single, principles based, five-step model to be applied to all contracts with customers.[(2)]
IFRS 16 'Leases'	Provides a single lessee accounting model, requiring lessees to recognise assets and liabilities for most leases.[(3)]
IFRIC 23 'Uncertainty over Income Tax Treatments'	Addresses the determination of tax-related items when there is uncertainty over income tax treatments under IAS 12.[(3)]
IFRS 17 'Insurance Contracts'	Requires insurance liabilities to be measured at a current fulfilment value and provides a more uniform measurement and presentation approach for all insurance contracts. Supersedes IFRS 4.[(4)]

(1) Effective for the Group's 2017 financial statements, but not yet endorsed by the EU.

(2) Effective for the Group's 2018 financial statements.

(3) Effective for the Group's 2019 financial statements.

(4) Effective for the Group's 2021 financial statements.

None of these are expected to have a significant impact on the consolidated financial statements of the Group except for IFRS 9, IFRS 15 and IFRS 16 as detailed below.

IFRS 9 'Financial Instruments'

IFRS 9 issued in November 2009 was revised in July 2014 and finalised the reform of financial instruments accounting. It will supersede IAS39 'Financial Instruments: Recognition and Measurement' in its entirety.

Key requirements of IFRS 9 are:

- All recognised financial assets that are within the scope of IAS 39 are to be subsequently measured at amortised cost or fair value.
- The impairment model reflects expected credit losses as opposed to incurred credit losses.
- The types of instruments that qualify as hedging instruments are broader, and the effectiveness test has been revised and is now subject to the principle of an economic relationship.

IFRS 9 'Financial Instruments', which becomes mandatory for the Group's 2018 consolidated financial statements is not expected to have a material impact on the Group's financial statements.

IFRS 15 'Revenue from Contracts with Customers'

IFRS 15 'Revenue from Contracts with Customers' establishes a single comprehensive model to account for revenue arising from contracts with customers, and supersedes IAS 18 'Revenue', IAS 11 'Construction Contracts' and related interpretations. The new standard has a single model to account for revenue. The main implications are:

- A customer is a party that has contracted with the entity to obtain goods or services that are an output of the entity's ordinary activities, in exchange for consideration.
- Unlike IAS 18 the recognition and measurement of interest income and dividend income from debt and equity investments are not within the scope of IFRS 15 and are instead within the scope of IAS 39 (or IFRS 9 if early adopted).
- There is a new 5 step approach to revenue recognition and measurement:
  - Identify the contract with the customer
  - Identify the performance obligations in the contract
  - Determine the transaction price
  - Allocate the transaction price to the performance obligations in the contract
  - Recognise revenue when the entity satisfies the performance obligations
- IFRS 15 has more prescriptive guidance as to how and when revenue should be recognised. Revenue is recognised either at a point in time or over time depending on when control transfers.
- Variable consideration, such as a transaction price affected by discounts, rebates, refunds, credits, price concessions, incentives, performance bonuses, penalties and contingency arrangements, is required to satisfy specific criteria to be recognised as revenue.
- Costs incurred to obtain a contract and costs to fulfil a contract may only be capitalised in certain situations.
- Extensive disclosures are required to provide greater insight into both revenue that has been recognised and revenue that is expected to be recognised in the future from existing contracts.

IFRS 15 becomes mandatory for the Group's 2018 consolidated financial statements. It is expected that application of the standard will not have a material impact on the timing of recognition or measurement of revenues. As a result of the adoption of the standard, the Company expects to make additional disclosures as required by the new standard.

IFRS 16 'Leases'

IFRS 16 'Leases' replaces the existing guidance in IAS 17 'Leases'. IFRS 16 was issued in January 2016, and eliminates the dual accounting model for lessees.

The standard removes the distinction between finance and operating leases and requires that right-of-use assets and liabilities be created for all leases on the balance sheet, unless the lease term is 12 months or less, or the underlying asset has a low value. Under the new standard, operating lease charges will be replaced with interest payable and depreciation charges. On an individual lease basis this will result in higher expenses in the Income Statement earlier in the lease term, and correspondingly lower expenses later in the lease term. It is expected that application of the standard will have a significant impact on the Group. The full impact of future adoption is still being assessed.

IFRS 16 becomes mandatory for the Group's 2019 consolidated financial statements with early adoption permitted if IFRS 15 is also adopted, subject to endorsement by the EU.

There are no other standards or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Group.

2.2 Consolidation

2.2.1 Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations, except that in order to present this historical financial information, the Company has presented "combined and consolidated" financial information for the periods prior to 30 June 2015, when the Company did not control TIFSHL. This is explained in more detail in the basis of preparation (Note 2.1).

The consideration transferred to the former owners of the acquiree for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred, and any equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

Acquisition-related costs are expensed as incurred in accordance with IFRS 3 'Business Combinations'.

Intercompany transactions and balances between Group companies are eliminated. Profits and losses resulting from intercompany transactions that are recognised in assets are eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

2.2.2 Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, under which the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes goodwill identified on acquisition.

The Group's share of post-acquisition profit or loss is recognised in the Income Statement, and its share of post-acquisition movements in Other Comprehensive Income is recognised in the Statement of Other Comprehensive Income both with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that an investment in an associate is impaired. If this is the case, the Group calculates the amount of impairment, which is recognised in the Income Statement, as the difference between the recoverable amount of the associate and its carrying value.

2.3 Foreign Currencies

2.3.1 Foreign currency transactions

Transactions in foreign currencies are converted to the respective functional currencies of Group entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are converted to the functional currency at the exchange rate at that date. Non-monetary items that are measured at historical cost in a foreign currency are converted using the exchange rate at the date of the transaction.

All transactional foreign currency differences are included in the Income Statement.

2.3.2 Foreign operations

Foreign operations are those subsidiaries whose functional currency is not Euro. For the purposes of consolidation, income and expenses of foreign operations are translated to Euro at average exchange rates for the period, and assets and liabilities of foreign operations are translated to Euro at exchange rates at the reporting date. Foreign currency translation differences are recognised in the Statement of Comprehensive Income.

The average and period end exchange rates for the Group's principal currencies were:

	Year ended 31 December			Six months ended 30 June	
Key Euro exchange rates	**2014 Average**	**2015 Average**	**2016 Average**	**2016 Average**	**2017 Average**
US Dollar	1.326	1.110	1.106	1.117	1.083
Chinese Renminbi	8.169	6.973	7.355	7.300	7.446
Korean Won	1,397	1,255	1,281	1,319	1,236

	Year ended 31 December			Six months ended 30 June	
Key Euro exchange rates	**2014**	**2015**	**2016**	**2016**	**2017**
US Dollar	1.210	1.086	1.054	1.110	1.144
Chinese Renminbi	7.507	7.054	7.318	7.382	7.754
Korean Won	1,330	1,277	1,272	1,280	1,310

The income and expenses of foreign operations in hyperinflationary economies are translated to Euro at the exchange rate at the reporting date. Prior to translating the financial information of foreign operations in hyperinflationary economies, their financial information for the period are restated to account for changes in the general purchasing power of the hyperinflationary functional currency.

2.4 Goodwill

Initial measurement

Goodwill is initially measured as the excess of the aggregate of the consideration transferred and the amount of non-controlling interests over the fair value of net identifiable assets acquired and liabilities assumed. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured at fair value is less than the fair value of the net assets of the subsidiary acquired, in the case of a bargain purchase, the difference is recognised directly in the Income Statement.

Subsequent measurement

Goodwill is measured at cost less accumulated impairment losses. In respect of equity accounted investees, the carrying amount of goodwill is included in the carrying amount of the investment, and an impairment loss on such an investment is not allocated to any asset, including goodwill, that forms part of the carrying amount of the equity accounted investee.

Goodwill is not amortised, but is subject to impairment testing which is performed annually or when an impairment trigger event occurs. The carrying value of goodwill is compared to the recoverable amount which is the higher of value in use and fair value less costs to sell.

For the purposes of impairment testing, goodwill is allocated to each of the Group's Cash Generating Units ("CGUs") that are expected to benefit from the synergies of the combination which generated the goodwill. If the recoverable amount of the CGU is less than its carrying amount, the impairment loss is allocated first to

reduce the carrying amount of any goodwill allocated to the CGU and then to the other assets of the CGU pro rata based on the carrying amount of each asset in the CGU. CGUs comprise the two operating segments (Note 17), each sub-divided into four geographic territories.

Any impairment loss for goodwill is recognised as an expense in the Income Statement. Impairment losses recognised for goodwill are not reversed in subsequent periods.

2.5 Intangible Assets

Research and development

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditure is capitalised where the costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete the project and to use or sell the development asset. Expenditure capitalised includes the cost of materials, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use, and any directly attributable borrowing costs. Capitalised development expenditure is measured at cost less accumulated amortisation and impairment charges. Development expenditure which does not meet the criteria for recognition as an intangible asset is recognised in the Income Statement as incurred.

Computer software and licences

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring into use the specific software. Costs associated with maintaining computer software programs are recognised as an expense as incurred.

Land use rights

Licences for the long-term use of land are capitalised on the basis of the costs incurred to acquire.

Amortisation

Amortisation is recognised in the Income Statement on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are available for use. The estimated useful lives for the current period are as follows:

- Capitalised development costs . . . . 5–10 years (over the life of the production cycle)
- Computer software . . . . 3–5 years
- Technology . . . . 4–8 years
- Customer platforms . . . . 11–25 years

Intangible assets that are under development are not amortised until they are brought into use. They are reviewed for indications of impairment to ensure that expectations of future economic benefits remain valid. Where there is any indication to the contrary capitalisation ceases and costs are expensed.

2.6 Property, Plant and Equipment (PP&E)

PP&E is stated at historical cost, which includes expenses directly attributable to bringing assets into productive use including finance charges, less accumulated depreciation. Assets acquired as part of the acquisition of the Group are valued at fair value as part of the acquisition accounting. Assets held under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. Land is not depreciated. When major components of an item of PP&E have different useful lives, they are accounted for as separate items.

Depreciation of PP&E is calculated using the straight-line method reflecting expected patterns of consumption of the future economic benefits embodied in the assets to allocate their cost to their residual values over their estimated useful lives, as follows:

- freehold buildings . . . . 30–50 years
- leased buildings improvements . . . . 30–50 years or the period of the lease if shorter
- plant, machinery and equipment . . . . 3–12 years

Depreciation is not charged on assets in the course of construction. Once completed these are transferred to the relevant category above and depreciated accordingly. Spare parts are not depreciated until they are brought into use but are subject to annual impairment testing.

Enhancement expenditure of PP&E items are capitalised only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of replaced parts is de-recognised. All other repairs and maintenance are charged to the Income Statement as incurred.

Gains and losses on disposals of PP&E are determined by comparing the proceeds from disposal with the carrying amount, and are recognised net within other income in the Income Statement.

Investment grants received against the cost of acquired PP&E assets are included in payables as deferred income and credited to the Income Statement on a straight line basis over the useful lives of the relevant assets.

2.7 Impairment of Non-Financial Assets

Assets that are subject to amortisation or depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at CGU level, the lowest level for which there are separately identifiable cash flows. Non-financial assets other than goodwill that have previously been impaired are reviewed for possible reversal of the impairment at each reporting date.

2.8 Leased Assets

Assets held under leases where the Group assumes substantially all the risks and rewards of ownership are classified as finance leases. Upon initial recognition the leased asset is measured at an amount equal to the lower of its fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to purchased assets of that asset type and depreciated accordingly.

Each finance lease payment is allocated between the liability and finance charges. The future rental obligations, net of finance charges, are included in borrowings. The interest element of the finance cost is charged to the Income Statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the Income Statement on a straight line basis over the lease term.

2.9 Financial Instruments

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at 'fair value through profit or loss' ("FVTPL")), are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are expensed as incurred.

2.9.1 Financial Assets

Financial assets are classified into financial assets at FVTPL, 'available-for-sale', and 'loans and receivables'. The classification is determined at the time of initial recognition and depends on the nature and purpose of the financial assets.

Financial assets at fair value through profit or loss

A financial asset is classified in this category if acquired principally for the purpose of selling in the short-term. Derivatives are also categorised as held for trading unless they are designated as hedges. Contracts are marked to market by re-measuring to fair value at the end of each reporting period. The resulting gain or loss is recognised in the Income Statement.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The Group's loans and receivables comprise 'trade and other receivables' and 'cash and cash equivalents'.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that any financial asset is impaired as a result of one or more loss events that occurred after the initial recognition of the asset which has an impact on the estimated future cash flows of the asset that can be reliably estimated.

Evidence of impairment may include indications that any debtor is experiencing significant financial difficulty, default or delinquency in payments, the probability that any debtor will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

A financial asset is impaired and an impairment loss incurred if there is objective evidence that loss events since initial recognition of the asset have adversely affected the amount or timing of future cash flows from the asset.

2.9.2 Financial Liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

Financial liabilities at fair value

Financial liabilities are classified at FVTPL when they are so designated or held for trading, including derivatives that are not designated as hedging instruments. The Group enters into conventional derivative financial instruments to manage its exposure to foreign exchange rate risks, mostly foreign exchange forward contracts. Further details of derivative financial instruments are disclosed in Note 29. Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently marked to market by re-measuring to their fair value at the end of each reporting period.

Derivatives designated as hedging instruments are accounted for in accordance with IAS 39 hedging requirements.

All financial liabilities are recognised initially on the date at which the Group becomes party to the contractual provisions of the instrument. Financial liabilities not classified at FVTPL, including borrowings, and trade and other payables, are subsequently measured at amortised cost using the effective interest method, which calculates the amortised cost of a financial liability and allocates interest expense over its term. The effective interest rate discounts estimated cash payments (including all issuance discounts and transactions costs) through the expected life of the financial liability, to the net carrying amount on initial recognition.

Borrowings

Borrowings, including extensions to existing agreements, are recognised initially at fair value, net of discounts and transaction costs incurred. Borrowings are subsequently carried at amortised cost. Any difference between the net proceeds and the redemption value is recognised in the Income Statement over the term of the borrowings using the effective interest method. Interest arising on financial instruments is recognised on an accruals basis.

In assessing whether a debt alteration is to be treated as a modification or an extinguishment and new arrangement an evaluation is made of the qualitative factors such as underlying parties to the transaction and quantitative factors such as the impact on net present value of remaining cash flows.

2.9.3 Hedge Accounting

The Group enters into derivatives to manage its exposure to foreign currency risk and interest rate risk. Derivatives are initially recognised at their fair value on the date the derivative contract is entered into and are subsequently re-measured at their fair value at each balance sheet date.

The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as either:

a) Hedges of a particular risk associated with a recognised asset or liability or a highly probable forecasted transaction (cash flow hedge);

b) Hedges of a net investment in a foreign operation (net investment hedge).

At the inception of a hedging transaction, the Group documents the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking the hedging transaction. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are effective in offsetting changes in fair values or cash flows of hedged items.

Cash flow hedges

The Group uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations and variability in cash flows relating to US Dollar borrowings. The Group uses interest rate swaps to hedge the interest rate risk arising from its borrowings, which fix the interest rate for a portion of the borrowings.

The effective portion of changes in the fair value of derivatives that are designated and qualify for hedge accounting are recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised immediately in the Income Statement, within finance income or expense.

When a forecasted transaction is no longer expected to occur, or when a hedge no longer meets the criteria for hedge accounting, the cumulative gain or loss that was reported in equity is immediately transferred to the Income Statement within finance income or expense.

Net investment hedges

Hedges of net investments in foreign operations are accounted for similarly to cash flow hedges. Any gain or loss on the hedging instrument, relating to the effective portion of the hedge, is recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised in the Income Statement. Gains and losses accumulated in equity are included in the Income Statement when the foreign operation is partially disposed of or sold.

The fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months, and as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. The fair values of derivatives which are not designated as part of a hedging relationship are classified as current assets or liabilities.

2.10 Inventories

Inventories are valued at the lower of cost, including an appropriate proportion of overheads, and net realisable value, on the first in first out principle. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Tooling that is being manufactured for an external customer or supplier is reported as an item of inventory until invoiced, and represents the gross amount recoverable from the customer in respect of costs incurred, less progress payments received.

For productive material cost is standard cost, and for non-productive material (including consumables) cost is actual cost. The standard cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads all at standard, based on normal operating conditions. Cash discounts, trade discounts and rebates are deducted from the costs of purchase. Other costs are included only to the extent that they are incurred in bringing inventories to their present location and condition. Provision is made for slow moving and obsolete inventory.

2.11 Trade and Other Receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. Impairment is recognised when there is evidence that the Group will not be able to collect all amounts due under the original contractual terms.

2.12 Cash and Cash Equivalents

Cash and cash equivalents comprise cash balances and call deposits with original maturities of three months or less.

2.13 Share Capital

Ordinary shares of the Company are classified as equity. Costs directly attributable to the issue of ordinary shares and share options are recognised in equity as a deduction, net of any tax effects from the proceeds.

2.14 Invested Capital

Invested capital represents the total equity of the Group at the date of acquisition of TIFSHL on 30 June 2015, see Note 2.1 basis of preparation.

2.15 Trade and Other Payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accrued expenses are recognised when ownership of goods or services has been transferred but not invoiced. Trade and other payables are recognised at amortised cost.

2.16 Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as a finance expense. Provisions are not recognised for future operating losses.

Warranties

A warranty provision is recognised when specific events occur with the underlying product. The provision is based on contractual considerations, historical warranty data and expected outcomes against their associated probabilities. Specific claims are provided for reflecting management's best estimates of potential exposure.

Restructuring

A provision for restructuring is recognised when the Group has approved a detailed and formal restructuring plan, and the restructuring either has commenced or has been announced publicly.

Asset retirement obligations

Provisions are recognised for the estimated costs of dismantling and removing PP&E at the end of its operational life. Provisions for site restoration in respect of contamination and lease dilapidations are made in accordance with applicable legal requirements.

Onerous contracts

Present obligations arising under onerous contracts are measured and recognised as provisions. An onerous contract exists where the unavoidable costs of meeting the contractual obligations exceed the economic benefits expected to be received. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing. Before a provision is established, the Group recognises any impairment loss on the assets associated with the contract.

2.17 Revenue

Revenue from the sale of goods in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of returns, discounts, sales taxes and volume rebates. Revenue is recognised when adequate evidence exists, usually in the form of an executed sales agreement, that the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably.

The majority of the Group's revenues are derived from the supply of automotive components where the point of sale is generally ex-works from the Group. Where consignment arrangements apply, title to the goods passes depending upon which party is exposed to the principal risks and rewards associated with ownership.

Revenue from the supply of tooling, prototypes and product development is recognised at the points of sale as specified in each contract. Income from these activities is recognised no later than at completion of contract, except where it is evident that a loss will arise in which case the estimated loss on the contract is recognised immediately.

2.18 Other Income and Other Gains and Losses

Other income includes rental income from sublet property, gains and losses on disposals of PP&E, proceeds from insurance claims, government grants and other miscellaneous items. Other gains and losses includes net foreign exchange movements and movements in fair value on foreign exchange forward contracts. The Group's reporting currency is the Euro. A significant portion of the Group's external borrowings are denominated in US Dollars, and are largely on-lent to subsidiaries in the UK, whose functional currency is the Euro. The net foreign exchange movement represents the impact of currency movements on intercompany loans after the effect of hedging arrangements.

2.19 Employee Benefits

Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. Accrued paid absence such as holiday pay entitlement is charged to the Income Statement as earned. A liability is recognised for the amount expected to be paid under bonus plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

Defined contribution plans

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions. A defined contribution plan is a post-employment benefit plan under which the Group pays fixed contributions to a separate entity and has no legal or constructive obligation to pay further amounts in respect of past service.

Defined benefit plans

A defined benefit plan provides an amount of benefit that an employee will receive at a later date, usually dependent on one or more factors such as age, periods of service and compensation. Defined benefit arrangements in the Group include funded and unfunded pension plans, post-employment healthcare, statutory termination indemnities and long service awards.

The liability recognised in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation ("DBO") at the end of the reporting period less the fair value of plan assets. Where the fair value of plan assets exceeds the present value of the DBO, an asset is recognised only to the extent of future economic benefits accruing to the Group either as cash refunds or as a reduction in contributions.

The service cost of providing benefits for funded plans accruing during the period and any past service costs are charged as an operating expense. The interest cost or credit arising from the unwinding of the discount on the net actuarial liability or asset is recognised in the Income Statement as finance expense or income. Actuarial gains and losses are recognised in other comprehensive income in the period in which they arise.

The DBO is calculated annually by independent actuaries using the projected unit credit method. The present value of the DBO is determined by discounting the estimated future cash outflows using interest rates of

high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related benefit obligation.

Defined benefit plans—funded

The Group operates funded pension plans in the US, Canada and UK. The US plans are subject to annual actuarial review, whilst the others are formally valued at least triennially. Assets are held in trusts and are separately administered from the Group's activities. Assets include qualifying insurance policies and readily marketable equities, bonds and funds, and are valued at fair value. The Group makes contributions based on actuarial advice sufficient to meet the liabilities of the plans.

Defined benefit plans—unfunded including healthcare

The Group operates unfunded employment benefit plans in certain countries of which the most significant are post-employment healthcare in the US, a closed arrangement, and pension plans in Germany. Other liabilities include statutory termination indemnities and long service awards.

Share-based compensation

The fair value of equity settled payments to employees is determined at the date of grant using the Black-Scholes option pricing model and the expense is recognised in the Income Statement on the straight-line basis over the period that the employees become entitled to the awards. The credit entry relating to the awards is recorded in equity (Note 25).

The Group reviews the estimate of the number of shares expected to vest at each balance sheet date. The total amount expensed is determined by reference to the fair value of the options granted including any market performance and any non-vesting conditions and excluding the impact of any service and non-market performance vesting conditions. Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest.

2.20 Income Tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income and equity.

Current tax

Current tax is the expected tax payable or receivable on the taxable profit or loss for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous periods.

Uncertain tax positions

The Group operates in many jurisdictions and is subject to tax audits which are often complex and can take several years to conclude. Therefore, the accrual for current tax includes provisions for uncertain tax positions which require estimates for each matter and the exercise of judgement in respect of the interpretation of tax laws and the likelihood of challenge to historic positions. Management uses in-house tax experts, professional advisers and previous experience when assessing tax risks. Where appropriate, estimates of interest and penalties are included in these provisions. As amounts provided for in any year could differ from eventual tax liabilities, subsequent adjustments which have a material impact on the Group's tax rate and/or cash tax payments may arise.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable profits. Management periodically evaluates positions taken in tax returns with respect to situations in which the applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred income tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except for deferred income tax liabilities where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.21 Exceptional Items

Exceptional items are defined as those items that, by virtue of their nature, size and expected frequency, warrant separate additional disclosure in the financial information in order to fully understand the underlying performance of the Group. These may include the costs of closure of locations or significant headcount reduction, costs arising from the acquisition or disposal of businesses, including related contractual management incentive charges, transaction costs of a significant and non-recurring nature, debt refinancing costs, impairment charges, share option costs and the recognition of previously derecognised deferred tax assets.

2.22 Dividends

Receivable

Dividends from associates and other investments of the Group and dividends receivable by the Company are recognised when the right to receive payment is established.

Payable

Dividends payable to the Company's shareholders are recognised in the Statement of Changes in Equity in the period in which they are approved.

2.23 Deferred Income

Deferred income is recorded when consideration for goods or services provided by the Group is received before the revenue is recognised.

3. Financial Risk Management

The Board of Directors and key management have overall responsibility for the establishment and oversight of the Group's risk management policies, which are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Group's capital structure (comprising of debt (Note 28) and equity (Note 25)) is regularly monitored to safeguard its ability to continue as a going concern and to provide returns for shareholders and value added benefits for other stakeholders. The overall debt structure of the Group is designed to meet the strategic objectives of the Company and its shareholders. The level of debt is monitored on an actual and projected basis to ensure compliance with the covenants in the Group's main borrowings facilities.

The Group has exposure to the following risks from its activities:

3.1 Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The following categories comprise the main credit exposures of the Group:

- Trade and other receivables
- Cash and cash equivalent balances
- Financial instruments

The credit risk for trade and other receivables is normally managed by the operating subsidiaries by reference to credit rating agencies and historic trading experience with customers (further details are available in Note 22).

Cash which is surplus to normal working capital needs and any approved capital investments in the operating subsidiaries is managed by Group Treasury.

The use of derivative financial instruments is governed by Group policies and managed by Group Treasury. In most cases, the counterparties are investment grade banks. The portfolio of derivatives is spread across six counterparties with no one dominant financial institution. The credit ratings of the financial institutions used are Baa1 or better.

Guarantees issued by third parties comprise letters of credit and other bank guarantees, nearly all of which are of a stand-by nature. Most of the issuing banks are rated investment grade and these ratings are monitored. If any of these banks became unable to meet their obligations under a guarantee, it is expected that a similar guarantee could be issued by another bank or alternative security provided to the beneficiary.

3.2 Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due. The Group has access to various forms of funding and these are considered sufficient to meet anticipated liquidity requirements. The Directors believe that there is currently no significant risk that the Group will be unable to fund its planned capital commitments.

Cash flow forecasts of the Group's liquidity requirements are monitored regularly to ensure there is sufficient cash and undrawn committed borrowing facilities to meet operational needs of the Group over the medium term. Surplus cash generated by the operating entities over and above balances required for normal working capital and any approved investment is managed by Group Treasury.

3.3 Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Group's income, expenditure or the value of its holdings of financial instruments. The Group enters into derivative contracts, and also incurs financial liabilities, in order to manage market risks.

3.3.1 Foreign Currency Risk

The Group is exposed to currency risk on revenue, purchases, investments and borrowings that are denominated in a currency other than the functional currencies of individual Group entities, which are primarily Chinese Renminbi, Euro, US Dollar, and Korean Won. Where possible, business entities sell in prices denominated in the same currency as the majority of their costs, to produce a natural hedge. At the reporting date, the majority of cash and cash equivalents in the Group were denominated in Chinese Renminbi, Euro and US Dollars.

The Group uses forward foreign exchange contracts to manage much of the residual transactional currency risk.

Derivative instruments used by the Group to manage foreign currency exposure fall under the following main categories:

(1) *Forward foreign exchange contracts—not designated in hedge relationships*

The nominal value of these derivatives as at 30 June 2017 was €145.6 million (31 December 2016: €186.9 million; 31 December 2015: €266.3 million and 31 December 2014: €193.6 million) and the aggregate fair value was €0.1 million payable (31 December 2016: €7.6 million payable; 31 December 2015: €2.7 million payable and 31 December 2014: €0.7 million payable).

(2) *Forward foreign exchange contracts—designated in cash flow hedge relationships*

In October 2015 the Group entered into a series of forward foreign exchange contracts and US Dollar interest rate swaps with a number of financial institutions. In aggregate these instruments converted a portion of the drawings under the main borrowing facilities of $400.0 million at floating interest rates into €355.0 million at a fixed interest rate of 4.2%. The nominal value of the forward foreign exchange contracts in this arrangement was €624.2 million at 30 June 2017 (31 December 2016: €642.3 million and 31 December 2015: €663.5 million) and their aggregate fair value was €20.3 million payable (31 December 2016: €20.0 million receivable and 31 December 2015: €5.9 million receivable). A fair value loss of

€34.7 million (31 December 2016: €18.4 million gain and 31 December 2015: €4.0 million gain) was recorded in other comprehensive income in the period, and a €50.5 million loss (31 December 2016: €30.7 million gain and 31 December 2015: €26.6 million gain) was subsequently recycled to the Income Statement. An ineffectiveness loss of €3.0 million (six month period ended 30 June 2016: €3.5 million loss; 31 December 2016: €1.9 million loss and 31 December 2015: €4.1 million gain) was recorded in the Income Statement (Note 13).

(3) *Forward foreign exchange contracts—designated in net investment hedges*

In October 2015, the Group entered into a series of forward foreign exchange contracts to hedge the net investment in the Group's Korean Won subsidiary. The nominal value of these derivatives as at 30 June 2017 was KRW 265,893 million (€186.2 million) (31 December 2016: KRW 265,893 million (€186.2 million) 31 December 2015: KRW 265,893 million (€186.2 million)) and their aggregate fair value was €5.6 million payable (31 December 2016: €6.9 million payable and 31 December 2015: €6.8 million payable). A fair value gain of €1.3 million (31 December 2016: loss of €0.1 million and 31 December 2015: loss of €6.8 million) was recorded in other comprehensive income in the period for these contracts. No amounts were recycled during the period and there was no ineffectiveness.

Sensitivity analysis

The Group is primarily exposed to changes in Euro/US Dollar exchange rates on its borrowings and associated hedging instruments and Euro/KRW exchange rates on its hedging derivatives and associated net investments.

The sensitivity of profit or loss to changes in the Euro/US Dollar exchange rates arises from US Dollar denominated intercompany financial instruments, which are partially offset by forward foreign exchange contracts designated as cash flow hedges held at the Balance Sheet date. The profit and loss impact associated with these hedges and the related financial instrument exposure is not material due to the application of hedge accounting.

Those Euro/US Dollar contracts that do not qualify for hedge accounting and the net unhedged intercompany loans subject to Euro/US Dollar risk would directly impact profit and loss for the period and the effect of a 1% change in the Euro/US Dollar exchange rate on those intercompany loans/contracts would be as shown in the table below:

	2017 Profit/(loss) (€m)
Net unhedged intercompany loans subject to Euro/US Dollar risk	3.6/(3.6)

The Group's exposure to a +/− 1% change in Euro/KRW exchange rate would be a €0.3 million profit/ €0.3 million loss arising from those Euro/KRW contracts that do not qualify for investment hedge accounting. Those Euro/KRW contracts that qualified for hedge accounting impact equity; however that movement would be offset by a substantially equal and opposite movement arising from the Group's exposure to the net investment in KRW subsidiaries.

The Income Statement exposure to other foreign exchange movements is insignificant.

3.3.2 Interest Rate Risk

Most of the Group's interest rate risk arises on its main external borrowing facilities. The interest expense arising from the secured term loans, denominated in US Dollars and Euro, are based on floating rates of, respectively, 1 month US Dollar LIBOR (minimum 1.0%) + 3.5% pa and 3 month Euro LIBOR (minimum 1.0%) +3.5% pa until 27 January 2017 and 1 month US Dollar LIBOR (minimum 0.75%) + 2.75% pa and 3 month EURIBOR (minimum 0.75%) + 3.0% pa from 27 January 2017, following a repricing of the term loans. The interest expense arising from unsecured US Dollar Notes has a fixed coupon of 8.75%. As noted above, the Group has used interest rate swaps to manage the risk and used such contracts, together with the forward foreign exchange contracts to fix in €355.0 million of debt at 4.2%. The notional value of the interest rate swaps as at 30 June 2017 was $400.0 million (31 December 2016: $400.0 million and 31 December 2015: $400.0 million) and their fair value was €4.9 million receivable (31 December 2016: €5.2 million receivable and 31 December 2015: €4.1 million receivable). In aggregate, a fair value loss of €0.6 million (31 December 2016: €1.9 million loss and 31 December 2015: €3.4 million gain) has been recorded in other comprehensive income during the period and a €0.7 million loss (31 December 2016: €2.9 million loss and

31 December 2015: €0.7 million loss) was subsequently recycled to the Income Statement. No ineffectiveness was recorded in the Income Statement.

Sensitivity analysis

If interest rates had been 100bps higher or lower with all other variables held constant, after taking account of hedging arrangements, the pre-tax profit or loss on an annual basis would be respectively, €5.7 million lower, or €2.7 million higher. There would be no significant impact on equity.

4. Determination of Fair Values, Accounting Estimates and Judgements

The preparation of financial information requires the use of critical accounting estimates and for management to exercise judgement in applying the Group's accounting policies. The areas involving greater judgement or higher complexity, or areas where assumptions or estimates are significant to the financial information are disclosed below. These are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period.

4.1 Accounting Estimates and Judgements

The preparation of financial information to comply with IFRS requires the use of certain critical accounting estimates and management judgement in applying the Group's accounting policies.

4.1.1 Determination of Fair Values

The fair value of forward exchange contracts and interest rate swaps is based on their fair value as calculated by discounting the future cash flows to net present values using appropriate market rates prevailing at the reporting date, which is a proxy for market price. The fair values of other financial assets and financial liabilities are determined in accordance with generally accepted valuation techniques based on discounted cash flow analysis.

The fair values of financial assets and liabilities of the Group, together with the carrying amounts recorded in the Balance Sheet, are disclosed in Note 29. The fair values of financial instruments have been determined by reference to a hierarchy defined as follows:

- Level 1—unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2—inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3—inputs for the asset or liability that are not based on observable market data.

4.1.2 Other Accounting estimates and judgements

Where a higher degree of judgement or complexity has been applied, or where assumptions or estimates are significant to the financial information, the following is relevant.

- Assumptions and accounting estimates are subject to regular review, governed by Group wide policies and controls. Any revisions required to accounting estimates are recognised in the period in which the revisions are made including all future periods affected.
- Impairment review requires judgement with respect to the discount rate, long-term growth rate, EBITDA multiple and components of forecast cash flows. See Notes 17 and 18.
- The functional currency of each Group company has been assessed against the underlying transactions and economic conditions in which each company operates.
- When determining the useful economic life of intangible assets (particularly development intangibles and software) and PP&E, judgement needs to be exercised in estimating the length of time that the assets will be operational. See Notes 2.5 and 2.6.
- Costs of project engineering are capitalised as development intangible assets when there is an indication from a customer or market that costs will be recoverable from future business. In recognising intangible development assets, estimates or judgements are used in apportioning costs that are directly attributable to each development project. Estimates and underlying assumptions are reviewed at least annually to ensure

that the recoverability of costs is reasonably certain. Revisions to accounting estimates are recognised in the period in which the estimates are revised. See Note 17.

- The Group is required to estimate income tax due in each of the jurisdictions in which it operates. This requires an estimation of the current tax liability together with an assessment of the temporary differences which arise as a consequence of differing accounting and tax treatments. These temporary differences result in deferred tax assets or liabilities which are measured using substantively enacted tax rates expected to apply when the temporary differences reverse. Recognition of deferred tax assets is based on forecast future taxable income and therefore involves the exercise of management's judgement regarding the future financial performance of particular legal entities or tax groups in which the deferred tax assets are recognised. See Notes 14 and 32.
- The Group is subject to many different tax jurisdictions and tax rules as a consequence of its geographic spread. It is also subject to tax audits which are often complex and can require several years to conclude. The total accrual for income tax in any period requires the exercise of management judgement in respect of the interpretation of country specific tax law and the likelihood of challenge of uncertain tax positions and their subsequent settlement. Where appropriate, estimates of interest and penalties are included in these provisions for uncertain tax positions. Tax benefits are not recognised unless it is probable that the tax positions are sustainable. As amounts set aside in any period could differ from actual tax liabilities, adjustments may be required in subsequent periods which may have a material impact on the Group's Income Statement and/or cash tax payments. Payments in respect of tax liabilities for an accounting period comprise payments on account and payments on the final resolution of open items with tax authorities and, as a result, there can be substantial differences between the charge in the Income Statement and cash tax payments. Where companies utilise brought forward tax losses such that little or no tax is paid this also results in differences between the tax charge and cash tax payments. See Notes 14 and 32.
- Costs and obligations of the Group's defined benefit plans are calculated on the basis of a range of assumptions, including discount rates, inflation rates, salary growth and mortality. Management judgement is required regarding the potential to recover an actuarial accounting surplus. Further details are included in Note 30.
- Judgement and estimation techniques are employed in the calculation of the best estimate of the amount required to settle product warranty claims, restructuring and other provisions, including determining how likely it is that expenditure will be incurred. This can be complex, especially when there is a wide range of possible outcomes. Reference is made to contractual considerations, historical data and other relevant factors such as specific events with an underlying product. Further information is provided in Note 31.
- In assessing whether a lease is an operating lease or a finance lease, judgement is needed to determine whether or not substantially all the risks and rewards of ownership of the leased asset are held by the Group. Given that finance lease obligations are recognised as liabilities and operating lease obligations are not, this may have an effect on the reported financial position of the Group. See Notes 28.4 and 35.
- The Group is required to make judgements when assessing whether it has significant influence but not control over associated companies, generally accompanying a shareholding of between 20% and 50% of the voting rights. See Note 19.

5. Revenue

Geographic analysis: Revenue by origin

	Year ended 31 December			Six months ended 30 June	
	2014 (€m)	**2015 (€m)**	**2016 (€m)**	**(unaudited) 2016 (€m)**	**2017 (€m)**
North America	701.1	879.3	952.7	465.0	513.5
Latin America	81.6	66.8	70.5	30.8	40.9
Europe and Africa	1,133.5	1,242.6	1,365.8	697.0	723.2
Asia Pacific	780.1	906.5	959.6	440.0	499.4
	2,696.3	**3,095.2**	**3,348.6**	**1,632.8**	**1,777.0**

Geographic analysis: Revenue by destination

	Year ended 31 December			Six months ended 30 June	
				(unaudited)	
	2014 (€m)	2015 (€m)	2016 (€m)	2016 (€m)	2017 (€m)
North America	707.5	882.4	953.0	468.9	514.0
Latin America	82.5	64.4	74.8	27.7	43.3
Europe and Africa	1,123.6	1,234.8	1,356.2	692.7	718.2
Asia Pacific	782.7	913.6	964.6	443.5	501.5
	2,696.3	**3,095.2**	**3,348.6**	**1,632.8**	**1,777.0**

Divisional analysis

	Year ended 31 December			Six months ended 30 June	
				(unaudited)	
	2014 (€m)	2015 (€m)	2016 (€m)	2016 (€m)	2017 (€m)
Fluid Carrying Systems	1,621.6	1,824.7	1,945.2	959.9	1,043.7
Fuel Tank & Delivery Systems	1,074.7	1,270.5	1,403.4	672.9	733.3
	2,696.3	**3,095.2**	**3,348.6**	**1,632.8**	**1,777.0**

6. Cost of sales, distribution costs and administrative expenses

Total cost of sales, distribution costs and administrative expenses are as follows:

	Year ended 31 December			Six months ended 30 June	
				(unaudited)	
	2014 (€m)	2015 (€m)	2016 (€m)	2016 (€m)	2017 (€m)
Cost of sales	2,215.8	2,580.2	2,801.1	1,355.4	1,484.6
Distribution costs	93.1	96.0	103.6	50.5	51.6
Administrative expenses	162.8	198.8	211.8	101.4	101.5
Total cost of sales, distribution costs and administrative expenses including exceptional items	**2,471.7**	**2,875.0**	**3,116.5**	**1,507.3**	**1,637.7**

The nature of costs included in cost of sales, distribution costs and administrative expenses is as follows:

	Year ended 31 December			Six months ended 30 June	
				(unaudited)	
	2014 (€m)	2015 (€m)	2016 (€m)	2016 (€m)	2017 (€m)
Materials and other operating costs	1,549.9	1,785.1	1,880.7	900.9	989.0
Personnel costs (Note 7)	651.1	735.7	806.5	403.6	430.6
Depreciation, amortisation and impairment charges	76.8	137.0	194.9	95.1	99.1
Operating lease payments	37.6	42.2	45.7	22.5	24.4
Utilities	53.4	56.7	57.7	28.5	30.6
Repairs and maintenance	47.1	56.6	56.0	26.0	24.3
Freight inward, including customs duties	55.8	55.5	59.2	27.8	33.7
Gain on acquisition-related hedge contracts (Note 10)	—	(22.8)	—	—	—
Net transaction costs (Note 10)	—	29.0	0.7	2.9	—
Acquisition and other exceptional costs (Note 10)	—	—	15.1	—	6.0
Total cost of sales, distribution costs and administrative expenses including exceptional items	**2,471.7**	**2,875.0**	**3,116.5**	**1,507.3**	**1,637.7**

Personnel costs include share option costs which are recorded in exceptional administrative expenses (Note 8).

Administrative expenses comprise the costs of the Group's administration, commercial and finance functions, along with all other corporate operating costs.

Research and development expenditure, before third party income, comprised:

	Year ended 31 December			Six months ended 30 June	
	2014 (€m)	2015 (€m)	2016 (€m)	(unaudited) 2016 (€m)	2017 (€m)
Research and development expenses	32.8	41.4	46.9	22.6	20.3
Capitalised development costs	36.7	30.4	26.1	14.2	15.6
Total research and development expenditure	**69.5**	**71.8**	**73.0**	**36.8**	**35.9**

7. Personnel costs

	Year ended 31 December			Six months ended 30 June	
	2014 (€m)	2015 (€m)	2016 (€m)	(unaudited) 2016 (€m)	2017 (€m)
Wages and salaries (including termination benefits)	531.6	593.9	661.2	329.3	349.1
Share option costs (Note 8)	0.3	6.5	7.4	4.2	3.5
Social security costs	108.8	121.8	124.4	63.1	70.5
Pension and other post-employment costs: defined benefit (Note 30)	5.4	7.3	7.0	3.6	3.9
Pension and other post-employment costs: defined contribution	5.0	6.2	6.5	3.4	3.6
Total personnel costs	**651.1**	**735.7**	**806.5**	**403.6**	**430.6**

Wages and salaries costs in the six months ended 30 June 2017 include employee severance amounts totalling €1.7 million (six months ended 30 June 2016: €1.1 million, 31 December 2016: €2.6 million, 31 December 2015: €2.4 million and 31 December 2014: €4.3 million).

Staff numbers

	Year ended 31 December			Six months ended 30 June	
Average monthly number of people employed by function	2014	2015	2016	(unaudited) 2016	2017
Direct production	13,595	14,150	14,739	14,560	15,277
Indirect operational	6,425	6,850	7,438	7,362	7,652
Commercial and administration	1,430	1,450	1,525	1,517	1,546
Total	**21,450**	**22,450**	**23,702**	**23,439**	**24,475**

In addition to the above, the Group employed an average of 3,359 agency and other temporary workers during the six months ended 30 June 2017 (six months ended 30 June 2016: 3,264; 31 December 2016: 3,330; 31 December 2015: 3,240 and 31 December 2014: 3,375) whose costs were included in other operating costs.

8. Share-based compensation

Share options

TIFSHL—Share options and restricted stock units

The TIFSHL share option plan was adopted on 24 June 2010 under which TIFSHL granted options over its shares to selected key executives of the Group. Options were granted with a fixed exercise price equal to the fair value of the shares under option at the date of grant. The contractual life of an option was ten years. Options were vested as to one third of the total on each anniversary of 7 December 2009. Options were valued using the Black-Scholes option pricing model.

On 14 November 2014 an award of restricted stock units (RSUs) was made to non-executive Directors of TIFSHL in five equal tranches with vesting dates ranging between 1 January 2015 and 1 January 2018.

1,920 Class C ordinary shares of £0.0001 were subscribed for and issued fully paid on 27 January 2015 on the conversion of restricted stock units previously granted to a non-executive Director.

All share options and RSUs over shares in TIFSHL, were exercised during 2015 prior to the change of control of 'TIFSHL' on 30 June 2015, in which all of the shares in TIFSHL were acquired by Omega Acquisition Bidco Limited.

Omega Holdco II Limited—Share options

The Omega Holdco II Limited 2015 Equity Incentive Plan (the "**Plan**") was adopted on 30 June 2015 under which the Company granted options over its shares to selected key executives of the Group. The contractual life of an option is ten years. The options are split equally between those with time- based vesting features and those with both time-based and performance-based vesting features. Time-based options have a five year vesting period with 20% of the options vesting on the first anniversary of a grant made under the Plan and 1.6667% monthly thereafter. Performance-based options have the same vesting period as time-based options, subject to certain performance conditions occurring such that the sponsor, the 'Bain Funds' (affiliates of and funds advised by Bain Capital, LP), achieves two times cash proceeds relative to its equity investment, provided that such return is measurable in cash or marketable securities.

Exercise of an option is subject to certain employment and other related conditions. Options were valued using the Black-Scholes option pricing model. The shares are unlisted.

Share options outstanding	No.	Weighted average exercise price
At 1 January 2015	—	—
Granted	35,103,715	£1.00
Forfeited	(392,220)	£1.00
At 31 December 2015	**34,711,495**	**£1.00**
Granted	1,490,436	£1.00
Forfeited	(705,996)	£1.00
At 31 December 2016	**35,495,935**	**£1.00**
Granted	2,667,097	£1.85
Forfeited	(392,220)	£1.00
At 30 June 2017	**37,770,812**	**£1.06**

The exercise price of options outstanding at the end of the period were:

	Year ended 31 December		Six months ended 30 June
	2015	2016	2017
£1.00	34,711,495	35,495,935	35,103,715
£1.85	—	—	2,667,097
Total share options outstanding	**34,711,495**	**35,495,935**	**37,770,812**

The assumptions used in the calculation for the options granted in the six month period ended 30 June 2017 and years ended 31 December 2016 and 2015 were:

	Years ended 31 December, 2015 and 2016		Six months ended 30 June 2017	
	Performance-based options	Time-based options	Performance-based options	Time-based options
Exercise price	£1.00	£1.00	£1.85	£1.85
Expected volatility	61%	61%	61%	61%
Option life	10 years	10 years	10 years	10 years
Expected life	6.5 years	6.5 years	5.5 years	5.5 years
Dividend yield	0%	0%	0%	0%
Risk free rate of return	1.71%	1.71%	0.43%	0.43%

The fair value of options granted in the six month period ended 30 June 2017 was £0.95 for performance-based options and £0.96 for time-based options (31 December 2016: £0.42 and 31 December 2015: £0.46).

The expected volatility was based on the historical volatility of the share price of comparable, publicly traded companies and the Company's risk profile and leverage relative to comparable companies. The risk free rate of

return was based on UK government bond yields corresponding to the expected term. The options have a contractual expiry date which is ten years from the date of grant.

The total charge for the period ended 30 June 2017 for share option awards was €3.5 million (six month period ended 30 June 2016: €4.2 million, 31 December 2016: €7.4 million, 31 December 2015: €6.5 million; and 31 December 2014: €0.3 million). Share option costs are included in exceptional administrative expenses in all periods (Note 10).

9. Directors' Remuneration

	Year ended 31 December			Six months ended 30 June	
	2014 (€m)	2015 (€m)	2016 (€m)	(unaudited) 2016 (€m)	2017 (€m)
Highest paid Director	11.3	7.7	5.0	2.5	1.9
Other Directors	1.2	1.6	3.2	1.6	1.3
Total	**12.5**	**9.3**	**8.2**	**4.1**	**3.2**

	Year ended 31 December			Six months ended 30 June	
	2014	2015	2016	(unaudited) 2016	2017
Number of directors who have exercised share options	—	3	—	—	—
Number of directors accruing shares under long term incentive schemes	1	2	2	2	2
Number of directors accruing pension benefits under DB/DC schemes	1	2	2	2	2

Remuneration comprises emoluments, fees, payments for service, accrued shares under long term incentive schemes and pension benefits.

No sums were paid to third parties in respect of directors' services, and no excess retirement benefits were paid to either current or past Directors in the current or prior periods.

Defined contribution payments in relation to the highest paid director were €11,216 (30 June 2016: €10,676; 31 December 2016: €10,782; 31 December 2015: €10,745 and 31 December 2014: €8,994).

10. Exceptional Items

	Year ended 31 December			Six months ended 30 June	
Gains/(expenses)	2014 (€m)	2015 (€m)	2016 (€m)	(unaudited) 2016 (€m)	2017 (€m)
Share option costs (Note 8)	(0.3)	(6.5)	(7.4)	(4.2)	(3.5)
Contractual management incentives	(23.4)	(13.8)	—	—	—
Transaction costs	—	(29.0)	(0.7)	—	—
Gain on acquisition-related hedge contracts	—	22.8	—	—	—
Restructuring costs	—	(1.2)	—	—	(3.8)
Acquisition costs	—	—	(1.7)	(1.1)	—
IPO expenses	—	—	(13.4)	(1.8)	(2.2)
Administrative expenses	**(23.7)**	**(27.7)**	**(23.2)**	**(7.1)**	**(9.5)**
Net finance expense: debt refinancing (Note 13)	(20.9)	(23.8)	—	—	—
Income tax credit:					
Recognition of previously de-recognised deferred tax assets (Note 14)	20.5	28.9	—	—	—
Total exceptional expense recognised in Income Statement	**(24.1)**	**(22.6)**	**(23.2)**	**(7.1)**	**(9.5)**
Income tax credit:					
Recognition of previously de-recognised deferred tax assets (Note 14)	0.5	30.5	—	—	—
Total exceptional income recognised in Statement of Comprehensive Income	**0.5**	**30.5**	**—**	**—**	**—**
Total exceptional (expense)/income	**(23.6)**	**7.9**	**(23.2)**	**(7.1)**	**(9.5)**

Share option costs are considered to be exceptional as they represent compensation arrangements made to incentivise staff in relation to transactions undertaken by the Group and its shareholders.

Contractual management incentives in 2015 and certain transaction costs in 2015 and 2016 arose on the acquisition of the Company by the Bain Funds on 30 June 2015 (Note 34.1). The outgoing shareholders of the Company made equity contributions totalling €24.6 million towards these costs (Note 25).

Restructuring costs of €3.8 million in the period ended 30 June 2017 relate to the planned exit of operations in Australia. Restructuring costs of €1.2 million in the year ended 31 December 2015 relate to the planned exit of operations in Venezuela.

Acquisition costs for the period ended 30 June 2016 comprise €1.1 million in relation to the acquisition of Millennium Industries Corporation (31 December 2016: €1.7 million).

IPO expenses of €2.2 million for the period ended 30 June 2017 comprise costs incurred preparing for IPO (period ended 30 June 2016: €1.8 million; year ended 31 December 2016: €13.4 million; 2015: €nil; 2014: €nil).

Net exceptional finance expense on refinancing in 2015 and 2014 amounted to €23.8 million and €20.9 million, respectively, comprising the extinguishment of unamortised issuance fees of €12.8 million (2014: €25.9 million), derivative financial instruments of €3.4 million (2014: €0.5 million income), and facility fees of €7.6 million (2014: nil).

Exceptional income tax credits arose in 2014 and 2015 from the recognition of previously de-recognised deferred tax assets principally in the US, France and Italy after a review showed there were consistent forecasted profits which would allow the use of historical tax losses to offset future tax charges.

11. Other Income

	Year ended 31 December			Six months ended 30 June	
	2014 (€m)	2015 (€m)	2016 (€m)	(unaudited) 2016 (€m)	2017 (€m)
Government grants	1.9	1.6	1.5	1.0	0.7
Insurance claims	1.6	0.1	1.7	0.7	—
Other miscellaneous items	2.8	4.7	3.6	1.8	2.1
Profit/(loss) on disposal of non-current assets	0.5	1.3	(0.3)	(0.2)	0.5
Total	**6.8**	**7.7**	**6.5**	**3.3**	**3.3**

12. Other (Losses)/Gains

	Year ended 31 December			Six months ended 30 June	
	2014 (€m)	2015 (€m)	2016 (€m)	(unaudited) 2016 (€m)	2017 (€m)
Net foreign exchange (losses)/gains	(97.7)	(75.1)	(2.0)	11.0	24.3
Foreign exchange forward contracts—movement in fair value	(1.2)	3.0	—	(1.3)	—
Hyperinflationary indexation	(0.5)	—	—	—	—
Total	**(99.4)**	**(72.1)**	**(2.0)**	**9.7**	**24.3**

13. Finance Income and Expense

	Year ended 31 December			Six months ended 30 June	
	2014 (€m)	2015 (€m)	2016 (€m)	(unaudited) 2016 (€m)	2017 (€m)
Finance income					
Interest on short-term deposits, other financial assets and other interest income	1.4	0.9	1.6	0.7	1.0
Fair value net gains on financial instruments: ineffectiveness	—	4.1	—	—	—
Fair value gain on derivatives and foreign exchange contracts not in hedged relationships	0.1	3.3	8.5	9.5	6.1
Finance income excluding exceptional items	**1.5**	**8.3**	**10.1**	**10.2**	**7.1**
Exceptional finance income: gain on debt extinguishment (Note 10)	5.0	—	—	—	—
Total finance income	**6.5**	**8.3**	**10.1**	**10.2**	**7.1**
Finance expense					
Interest payable on term loans including expensed fees	(44.7)	(57.1)	(69.3)	(34.1)	(30.1)
Interest payable on unsecured senior notes including expensed fees	—	(18.5)	(37.2)	(18.4)	(19.0)
Net interest expense of retirement benefit obligations (Note 30)	(4.4)	(6.0)	(5.8)	(2.9)	(3.0)
Foreign exchange contracts not in hedged relationships	—	(4.4)	—	—	—
Fair value net losses on financial instruments: ineffectiveness	—	—	(1.9)	(3.5)	(3.0)
Utilisation of discount on provisions and other finance expense	(1.3)	(1.1)	(1.0)	(0.4)	(0.4)
Finance expense excluding exceptional items	**(50.4)**	**(87.1)**	**(115.2)**	**(59.3)**	**(55.5)**
Exceptional finance expense on debt refinancing (Note 10)	(25.9)	(23.8)	—	—	—
Total finance expense	**(76.3)**	**(110.9)**	**(115.2)**	**(59.3)**	**(55.5)**
Total net finance expense after exceptional items	**(69.8)**	**(102.6)**	**(105.1)**	**(49.1)**	**(48.4)**

	Year ended 31 December			Six months ended 30 June	
	2014 (€m)	2015 (€m)	2016 (€m)	(unaudited) 2016 (€m)	2017 (€m)
Fees included in interest payable under the effective interest method					
Fees included in interest payable on term loans	(3.8)	(4.8)	(7.5)	(3.5)	(3.9)
Fees included in interest payable on unsecured senior notes	—	(0.8)	(1.6)	(0.8)	(0.8)

14. Income Tax Expense

	Year ended 31 December			Six months ended 30 June	
				(unaudited)	
	2014 (€m)	2015 (€m)	2016 (€m)	2016 (€m)	2017 (€m)
Current tax on profit for the period	(60.5)	(74.2)	(76.2)	(39.9)	(43.7)
Adjustments in respect of prior periods	0.4	(14.8)	6.2	1.7	(4.4)
Total current tax expense	**(60.1)**	**(89.0)**	**(70.0)**	**(38.2)**	**(48.1)**
Exceptional—recognition of previously de-recognised deferred tax assets	20.5	28.9	—	—	—
Origination and reversal of temporary deferred tax differences	(8.0)	(35.0)	(18.9)	(11.6)	0.8
Total deferred tax credit/(expense)	**12.5**	**(6.1)**	**(18.9)**	**(11.6)**	**0.8**
Income tax expense—Income Statement	**(47.6)**	**(95.1)**	**(88.9)**	**(49.8)**	**(47.3)**
Origination and reversal of temporary deferred tax differences	2.3	(7.1)	(2.0)	12.3	(0.4)
Exceptional—recognition of previously de-recognised deferred tax assets	0.5	30.5	—	—	—
Income tax credit/(expense)—Statement of Comprehensive Income	**2.8**	**23.4**	**(2.0)**	**12.3**	**(0.4)**
Total income tax expense	**(44.8)**	**(71.7)**	**(90.9)**	**(37.5)**	**(47.7)**

	Year ended 31 December			Six months ended 30 June	
				(unaudited)	
	2014 (€m)	2015 (€m)	2016 (€m)	2016 (€m)	2017 (€m)
Income Statement—exceptional credit	20.5	28.9	—	—	—
Statement of Comprehensive income—exceptional credit	0.5	30.5	—	—	—
Income Statement	—	—	0.5	0.6	1.0
Statement of Comprehensive income	—	—	(0.5)	0.2	—
Previously de-recognised deferred tax assets in the period	**21.0**	**59.4**	**—**	**0.8**	**1.0**

Deferred tax assets originating from tax losses carried forward mainly relate to Canada and France as at 30 June 2017. Forecasts for Canada and France demonstrate adequate future profitability to support utilisation of the current tax losses.

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the UK statutory tax rate applicable to profits of the consolidated entities as follows:

	Year ended 31 December			Six months ended 30 June	
	2014 (€m)	2015 (€m)	2016 (€m)	(unaudited) 2016 (€m)	2017 (€m)
Profit before income tax	**63.4**	**54.5**	**132.8**	**89.8**	**118.5**
Income tax calculated at UK statutory tax rate of 19.25% (six months ended 30 June 2016: 20%; 31 December 2016: 20%; 31 December 2015: 20.25% and 31 December 2014: 21.5%) applicable to profits in respective countries	(13.6)	(11.0)	(26.6)	(18.0)	(22.8)
Tax effects of:					
Overseas tax rates (excluding associates)	(10.2)	(12.5)	(19.3)	(13.6)	(13.4)
Income not subject to tax	4.6	13.9	7.1	5.6	10.6
Expenses not deductible for tax purposes—other and UK foreign exchange loss	(17.6)	(23.3)	(14.2)	(6.3)	(9.9)
Expenses not deductible for tax purposes—transaction costs	—	(11.3)	(2.9)	(0.8)	—
Temporary differences on unremitted earnings	(0.9)	(7.1)	(10.9)	(4.3)	4.9
Specific tax provisions	(8.7)	(5.8)	(3.3)	(3.9)	(0.6)
Unrecognised deferred tax assets	(21.2)	(31.2)	(16.3)	(7.5)	(7.7)
Other taxes	(8.4)	(9.3)	(6.8)	(3.3)	(7.4)
Adjustment in respect of prior years—current tax adjustments	0.4	(14.8)	6.2	1.7	(4.4)
Adjustment in respect of prior years—exceptional recognition of deferred tax assets	20.5	28.9	—	—	—
Adjustment in respect of prior years—deferred tax adjustments	3.0	(12.2)	(5.2)	0.1	1.4
Other	4.5	0.6	3.3	0.5	2.0
Income tax expense—Income Statement	**(47.6)**	**(95.1)**	**(88.9)**	**(49.8)**	**(47.3)**
Adjustment in respect of prior years—exceptional recognition of deferred tax assets	0.5	30.5	—	0.2	—
Deferred tax credit on re-measurement of retirement benefit obligations	2.3	(7.1)	(2.0)	12.1	(0.4)
Income tax credit—Statement of Comprehensive Income	**2.8**	**23.4**	**(2.0)**	**12.3**	**(0.4)**
Total tax expense	**(44.8)**	**(71.7)**	**(90.9)**	**(37.5)**	**(47.7)**

Other taxes comprised various local taxes of €2.0 million for the six month period ended 30 June 2017 (six month period ended 30 June 2016: €1.2 million; 31 December 2016: €3.0 million; 31 December 2015: €2.9 million and 31 December 2014: €1.7 million), together with taxes withheld on dividend, interest and royalty remittances totalling €5.4 million (for the six month period ended 30 June 2016: €2.1 million; 31 December 2016: €3.8 million; 31 December 2015: €6.4 million and 31 December 2014: €6.7 million).

Factors that may affect future tax charges include the continued non-recognition of deferred tax assets in certain territories as well as the existence of tax losses in certain territories which could be available to offset future taxable income in certain territories and for which no deferred tax asset is currently recognised.

15. Segment Reporting

Notes to segment reporting

In accordance with the provisions of IFRS 8 Operating Segments, the Group's segment reporting is based on the management approach with regard to segment identification; under which information regularly provided to the chief operating decision maker ("**CODM**") for decision making purposes is considered decisive. The Company's CODM is the Chief Executive Officer and the Chief Financial Officer. The CODM evaluates the performance of the Company's segments primarily on the basis of sales and adjusted EBIT, a non-IFRS measure.

Two operating segments have been identified by the Company: Fluid Carrying Systems ("**FCS**") and Fuel Tank and Delivery Systems ("**FTDS**").

Fluid Carrying Systems ("FCS")

FCS products include brake and fuel lines and bundles, tank top lines, vacuum booster lines, quick connectors, air-conditioning tube and hose assemblies, accumulators and receiver dryers, coaxial or tube-in-tube assemblies, thermal products and powertrain components. There is a high degree of vertical integration from the creation of steel strip from rolled steel, through tube manufacturing to the assembly of finished products.

Fuel Tank and Delivery Systems ("FTDS")

FTDS products include plastic fuel tanks, fuel filler pipes, fuel pumps and modules, level sensors and additive dosing systems. These products are sold as original equipment and in the aftermarket.

Allocation of corporate costs

Corporate costs comprise costs of stewardship of the Group. Costs incurred in administrative services performed at the corporate level are allocated to divisions in line with utilisation of the services. Where direct allocation is not possible, costs are allocated based on revenue for the period.

15.1 Revenue, adjusted EBIT and depreciation, amortisation and impairments by segment:

	Year ended 31 December			Six months ended 30 June	
	2014 (€m)	2015 (€m)	2016 (€m)	(unaudited) 2016 (€m)	2017 (€m)
Revenue	**2,696.3**	**3,095.2**	**3,348.6**	**1,632.8**	**1,777.0**
Profit/(loss) for the period	**15.8**	**(40.6)**	**43.9**	**40.0**	**71.2**
Add back					
Income tax expense—after exceptional items	47.6	95.1	88.9	49.8	47.3
Net finance expense—after exceptional items	69.8	102.6	105.1	49.1	48.4
Depreciation and impairment of PP&E	64.8	82.3	102.0	48.0	50.2
Amortisation and impairment of intangible assets	12.0	54.7	92.9	47.1	48.9
Exceptional items—administrative expenses	23.7	27.7	23.2	7.1	9.5
Other (gains) / losses	99.4	72.1	2.0	(9.7)	(24.3)
Inventory uplift unwind	—	15.1	0.4	0.4	—
Other reconciling adjustments	3.4	3.6	6.3	3.3	4.6
Adjusted EBITDA	**336.5**	**412.6**	**464.7**	**235.1**	**255.8**
Less					
Depreciation and impairment of PP&E	(64.8)	(82.3)	(102.0)	(48.0)	(50.2)
Amortisation and impairment of intangible assets	(12.0)	(54.7)	(92.9)	(47.1)	(48.9)
Add back					
Depreciation uplift arising on purchase accounting	—	7.8	21.1	9.2	8.1
Amortisation uplift arising on purchase accounting	—	33.5	71.2	36.4	37.0
Adjusted EBIT	**259.7**	**316.9**	**362.1**	**185.6**	**201.8**

	Year ended 31 December			Six months ended 30 June	
	2014 (€m)	2015 (€m)	2016 (€m)	(unaudited) 2016 (€m)	2017 (€m)
Revenue					
—FCS	1,621.6	1,824.7	1,945.2	959.9	1,043.7
—FTDS	1,074.7	1,270.5	1,403.4	672.9	733.3
	2,696.3	**3,095.2**	**3,348.6**	**1,632.8**	**1,777.0**
Adjusted EBITDA					
—FCS	246.4	289.8	310.1	156.0	169.3
—FTDS	90.1	122.8	154.6	79.1	86.5
	336.5	**412.6**	**464.7**	**235.1**	**255.8**
Adjusted EBITDA % of Sales					
—FCS	15.2%	15.9%	15.9%	16.3%	16.2%
—FTDS	8.4%	9.7%	11.0%	11.7%	11.8%
—Total	**12.5%**	**13.3%**	**13.9%**	**14.4%**	**14.4%**
Adjusted EBIT					
—FCS	207.9	245.5	262.4	133.3	144.9
—FTDS	51.8	71.4	99.7	52.3	56.9
	259.7	**316.9**	**362.1**	**185.6**	**201.8**
Adjusted EBIT % of Sales					
—FCS	12.8%	13.5%	13.5%	13.9%	13.9%
—FTDS	4.8%	5.6%	7.1%	7.8%	7.8%
—Total	**9.6%**	**10.2%**	**10.8%**	**11.4%**	**11.4%**

15.2 Revenue by geography & customer concentrations:

	Year ended 31 December			Six months ended 30 June	
	2014 (€m)	2015 (€m)	2016 (€m)	(unaudited) 2016 (€m)	2017 (€m)
Germany	328.1	340.3	382.7	191.4	183.8
Spain	143.2	167.0	176.4	97.6	89.0
Poland	132.2	155.7	159.3	82.1	81.1
Czech Republic	118.1	110.6	107.4	59.2	63.1
France	84.5	98.0	108.2	56.4	61.9
United Kingdom	64.8	74.5	100.5	47.1	43.5
Belgium	82.2	82.1	75.6	39.6	49.1
Turkey	51.9	58.3	84.2	34.9	58.1
Other	128.5	156.1	171.5	88.7	93.6
Total Europe & Africa	**1,133.5**	**1,242.6**	**1,365.8**	**697.0**	**723.2**
China	451.5	551.3	621.9	277.3	317.9
South Korea	205.2	226.4	203.0	99.6	106.3
Other	123.4	128.8	134.7	63.1	75.2
Total Asia-Pacific	**780.1**	**906.5**	**959.6**	**440.0**	**499.4**
U.S.	559.0	677.0	773.8	381.6	406.8
Mexico	128.2	185.0	161.6	74.6	98.2
Canada	13.9	17.3	17.3	8.8	8.5
Total North America	**701.1**	**879.3**	**952.7**	**465.0**	**513.5**
Total Latin America	**81.6**	**66.8**	**70.5**	**30.8**	**40.9**
Total	**2,696.3**	**3,095.2**	**3,348.6**	**1,632.8**	**1,777.0**

For the six month period ended 30 June 2017, one customer contributed 11.4% of total revenue, across both reporting segments (six months ended 30 June 2016: three customers contributed 10.2%, 10.3% and 10.8%; 31 December 2016: two customers contributed 10.5% and 11.1%; 31 December 2015: two customers contributed 10.5% and 11.9% and 31 December 2014: three customers contributed 10.0%, 10.4% and 12.3%).

15.3 Non-current assets and inventories

31 December 2014	FCS €m	FTDS €m	Total €m
Intangible assets excluding goodwill	15.1	81.7	96.8
Property, plant and equipment	237.4	221.3	458.7
Inventories	157.7	99.3	257.0

31 December 2015	FCS €m	FTDS €m	Total €m
Intangible assets excluding goodwill	426.0	212.3	638.3
Property, plant and equipment	375.5	300.4	675.9
Inventories	154.9	108.4	263.3

31 December 2016	FCS €m	FTDS €m	Total €m
Intangible assets excluding goodwill	439.2	206.4	645.6
Property, plant and equipment	391.0	308.7	699.7
Inventories	176.1	122.4	298.5

30 June 2017	FCS €m	FTDS €m	Total €m
Intangible assets excluding goodwill	388.4	198.4	586.8
Property, plant and equipment	371.1	298.7	669.8
Inventories	185.4	130.5	315.9

16. Earnings Per Share

Earnings per share is not presented in this historical financial information as the ultimate capital structure of the Group will change on initial public offering, therefore earnings per share on a historical basis would not be representative of the Groups' intended structure.

17. Intangible Assets

	Year ended 31 December			30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
Goodwill	121.0	707.5	767.2	735.2
Capitalised development expenses, computer software and licences, technology and customer platforms	96.8	638.3	645.6	586.8
Total intangible assets	**217.8**	**1,345.8**	**1,412.8**	**1,322.0**

17.1 Goodwill

	(€m)
Cost at 1 January 2014	**118.9**
Currency translation	8.1
Cost at 31 December 2014	**127.0**
Accumulated impairment at 1 January 2014	(6.0)
Accumulated impairment at 31 December 2014	**(6.0)**
Net book value at 31 December 2014	**121.0**

	(€m)
Cost at 1 January 2015	**127.0**
Currency translation pre-acquisition	5.9
Eliminated on acquisition of business	(132.9)
Arising on acquisition (Note 34.1)	711.1
Currency translation post-acquisition	(3.6)
Cost at 31 December 2015	**707.5**
Accumulated impairment at 1 January 2015	6.0
Eliminated on acquisition of business	(6.0)
Accumulated impairment at 31 December 2015	**—**
Net book value at 31 December 2015	**707.5**

	(€m)
Cost at 1 January 2016	**707.5**
Arising on acquisition (Note 34.2)	57.1
Currency translation	2.6
Cost at 31 December 2016	**767.2**
Accumulated impairment at 1 January 2016	—
Impairment charge in the year	—
Accumulated impairment at 31 December 2016	**—**
Net book value at 31 December 2016	**767.2**

	(€m)
Cost at 1 January 2017	**767.2**
Currency translation	(32.0)
Cost at 30 June 2017	**735.2**
Accumulated impairment at 1 January 2017	—
Impairment charge in the period	—
Accumulated impairment at 30 June 2017	**—**
Net book value at 30 June 2017	**735.2**

17.2 Capitalised development expenses, computer software and licences, technology and customer platforms

	Capitalised development expenses (€m)	Computer software and licences (€m)	Total (€m)
Cost at 1 January 2014	95.5	15.8	111.3
Accumulated amortisation	(32.7)	(12.3)	(45.0)
Net book value at 1 January 2014	**62.8**	**3.5**	**66.3**
Additions	36.7	2.0	38.7
Amortisation charge	(11.1)	(0.9)	(12.0)
Terminated projects	(0.1)	—	(0.1)
Currency translation	3.6	0.3	3.9
Net book value at 31 December 2014	**91.9**	**4.9**	**96.8**
Cost at 31 December 2014	135.0	18.1	153.1
Accumulated amortisation	(43.1)	(13.2)	(56.3)
Net book value at 31 December 2014	**91.9**	**4.9**	**96.8**

	Capitalised development expenses (€m)	Computer software and licences (€m)	Technology (€m)	Customer Platforms (€m)	Total (€m)
Cost at 1 January 2015	135.0	18.1	—	—	153.1
Accumulated amortisation	(43.1)	(13.2)	—	—	(56.3)
Net book value at 1 January 2015	**91.9**	**4.9**	**—**	**—**	**96.8**
Additions	14.1	1.0	—	—	15.1
Amortisation charge	(8.1)	(0.7)	—	—	(8.8)
Impairments	(2.8)	—	—	—	(2.8)
Currency translation	3.1	—	—	—	3.1
Fair value adjustment on acquisition	—	—	126.4	433.4	559.8
Net book value at acquisition, 30 June 2015	**98.2**	**5.2**	**126.4**	**433.4**	**663.2**
Additions	16.3	1.7	—	—	18.0
Amortisation charge	(8.3)	(0.8)	(15.2)	(18.3)	(42.6)
Impairments	(0.5)	—	—	—	(0.5)
Currency translation	0.2	(1.5)	1.5	—	0.2
Net book value at 31 December 2015	**105.9**	**4.6**	**112.7**	**415.1**	**638.3**
Cost at 31 December 2015	114.2	5.4	127.9	433.4	680.9
Accumulated amortisation	(8.3)	(0.8)	(15.2)	(18.3)	(42.6)
Net book value at 31 December 2015	**105.9**	**4.6**	**112.7**	**415.1**	**638.3**

	Capitalised development expenses (€m)	Computer software and licences (€m)	Technology (€m)	Customer Platforms (€m)	Total (€m)
Cost at 1 January 2016	114.2	5.4	127.9	433.4	680.9
Accumulated amortisation	(8.3)	(0.8)	(15.2)	(18.3)	(42.6)
Net book value at 1 January 2016	**105.9**	**4.6**	**112.7**	**415.1**	**638.3**
Acquisition of Millennium	—	—	10.8	61.8	72.6
Additions	26.1	1.5	—	—	27.6
Amortisation charge	(18.6)	(2.6)	(30.8)	(40.4)	(92.4)
Impairments	(0.5)	—	—	—	(0.5)
Currency translation	0.9	1.6	(1.9)	(0.6)	—
Net book value at 31 December 2016	**113.8**	**5.1**	**90.8**	**435.9**	**645.6**
Cost at 31 December 2016	141.4	10.1	137.2	496.8	785.5
Accumulated amortisation	(27.6)	(5.0)	(46.4)	(60.9)	(139.9)
Net book value at 31 December 2016	**113.8**	**5.1**	**90.8**	**435.9**	**645.6**

	Capitalised development expenses €m	Computer software, and licences €m	Technology €m	Customer Platforms €m	Total €m
Cost at 1 January 2017	141.4	10.1	137.2	496.8	785.5
Accumulated amortisation	(27.6)	(5.0)	(46.4)	(60.9)	(139.9)
Net book value at 1 January 2017	**113.8**	**5.1**	**90.8**	**435.9**	**645.6**
Additions	15.6	1.7	—	—	17.3
Disposals	(0.2)	—	—	—	(0.2)
Amortisation charge	(10.0)	(1.1)	(15.6)	(21.4)	(48.1)
Impairments	(0.8)	—	—	—	(0.8)
Currency translation	(3.3)	0.4	(3.2)	(20.9)	(27.0)
Net book value at 30 June 2017	**115.1**	**6.1**	**72.0**	**393.6**	**586.8**
Cost at 30 June 2017	152.4	12.6	131.4	471.8	768.2
Accumulated amortisation	(37.3)	(6.5)	(59.4)	(78.2)	(181.4)
Net book value at 30 June 2017	**115.1**	**6.1**	**72.0**	**393.6**	**586.8**

The above amortisation charges are included within cost of sales.

17.3 Impairment tests for goodwill and intangibles

The purchase of TIFSHL on 30 June 2015 and fair valuation of assets and liabilities resulted in total goodwill recognition of €711.1 million and intangibles of €663.2 million (see Note 34). On 16 February 2016, the Group completed a transaction to acquire 100% of the ordinary share capital of Millennium Industries Corporation resulting in total goodwill recognition of €57.1 million and intangibles of €72.6 million (see Note 34).

Goodwill and intangibles are monitored by management at the operating division level and then the geographic sub-division level. Goodwill and intangibles amount to €675.7 million and €388.4 million respectively for FCS (31 December 2016: €706.4 million and €439.2 million and 31 December 2015: €646.7 million and €426.0 million), and €59.5 million and €198.4 million respectively for FTDS (31 December 2016: €60.8 million and €206.4 million and 31 December 2015: €60.8 million and €212.3 million).

The geographic split by cash-generating unit ("**CGU**") of goodwill within FCS is: Asia Pacific €237.6 million (31 December 2016: €249.5 million and 31 December 2015: €251.1 million), North America €219.7 million (31 December 2016: €238.5 million and 31 December 2015: €177.2 million) and Europe €218.4 million (31 December 2016: €218.4 million and 31 December 2015: €218.4 million).

Goodwill is deemed to have an indefinite useful life. It is currently carried at cost and reviewed annually for impairment. Intangibles assets are amortised over their useful economic life, which range from 3 to 25 years.

The annual impairment test is a comparison of the carrying value of the non-financial assets of a business or CGU to their recoverable amount. Where the recoverable amount is less than the carrying value, an impairment results.

During the period, the non-financial assets of the Group were tested for impairment, with all CGUs demonstrating a recoverable amount in excess of their carrying value and therefore no impairment charge has been recorded.

The Group determined that FTDS North America and FCS Latin America should be assessed for impairment using an estimation of fair value less cost to sell based on a multiple of EBITDA. The assessment used an average forecast EBITDA and a market based multiplier from companies within a peer group.

The recoverable amount for the remaining CGUs has been determined based on a value in use calculation. These calculations use post tax cash flow projections from financial plans approved by the Group, covering a five year period, plus a terminal value.

The range of discount and growth rates used were as follows:

	Year ended 31 December			Six months ended 30 June
	2014	**2015**	**2016**	**2017**
	Range of rates %			
Discount rates				
—FCS	12.0%	11.0–21.0%	11.0–21.0%	11.0–21.0%
—FTDS	12.0%	11.5–18.0%	11.5–18.0%	11.5–18.0%
Long-term growth rates				
—FCS	2.0%	2.5–8.0%	2.5–8.0%	2.5–8.0%
—FTDS	2.0%	2.5–6.0%	2.5–6.0%	2.5–6.0%

The Group believes that any reasonably probable change in the assumptions would not cause the carrying value of non-financial assets within the respective CGUs to exceed their recoverable amount.

18. Property, Plant and Equipment

	Land and buildings (€m)	Plant, machinery and equipment (€m)	Assets in the course of construction (€m)	Total (€m)
Cost at 1 January 2014	172.3	1,047.7	52.7	1,272.7
Accumulated depreciation	(79.4)	(790.0)	—	(869.4)
Net book value at 1 January 2014	**92.9**	**257.7**	**52.7**	**403.3**
Additions	2.3	65.0	28.7	96.0
Disposals	—	—	(0.5)	(0.5)
Transfers between categories	1.5	23.5	(25.0)	—
Depreciation charge	(5.2)	(59.6)	—	(64.8)
Currency translation	5.0	15.9	3.8	24.7
Net book value at 31 December 2014	**96.5**	**302.5**	**59.7**	**458.7**
Cost at 31 December 2014	184.7	1,159.4	59.7	1,403.8
Accumulated depreciation	(88.2)	(856.9)	—	(945.1)
Net book value at 31 December 2014	**96.5**	**302.5**	**59.7**	**458.7**

	Land and buildings (€m)	Plant, machinery and equipment (€m)	Assets in the course of construction (€m)	Total (€m)
Cost at 1 January 2015	184.7	1,159.4	59.7	1,403.8
Accumulated depreciation	(88.2)	(856.9)	—	(945.1)
Net book value at 1 January 2015	**96.5**	**302.5**	**59.7**	**458.7**
Additions	0.2	38.1	2.7	41.0
Disposals	—	0.9	(1.9)	(1.0)
Transfers between categories	70.1	(61.9)	(8.2)	—
Depreciation charge	(2.3)	(34.0)	—	(36.3)
Impairments	(0.3)	0.3	(0.3)	(0.3)
Currency translation	3.7	14.9	3.0	21.6
Fair value adjustment on acquisition	—	175.9	—	175.9
Net book value at acquisition, 30 June 2015	**167.9**	**436.7**	**55.0**	**659.6**
Additions	2.1	44.2	20.6	66.9
Disposals	(0.2)	(1.8)	1.7	(0.3)
Transfers between categories	0.2	9.0	(9.2)	—
Depreciation charge	(4.1)	(41.5)	—	(45.6)
Impairments	—	(0.2)	0.1	(0.1)
Currency translation	(0.5)	(3.8)	(0.3)	(4.6)
Net book value at 31 December 2015	**165.4**	**442.6**	**67.9**	**675.9**
Cost	168.7	484.9	67.9	721.5
Accumulated Depreciation	(3.3)	(42.3)	—	(45.6)
Net book value at 31 December 2015	**165.4**	**442.6**	**67.9**	**675.9**

	Land and buildings (€m)	Plant, machinery and equipment (€m)	Assets in the course of construction (€m)	Total (€m)
Cost at 1 January 2016	168.7	484.9	67.9	721.5
Accumulated depreciation	(3.3)	(42.3)	—	(45.6)
Net book value at 1 January 2016	**165.4**	**442.6**	**67.9**	**675.9**
Acquisition of Millennium	1.4	9.8	—	11.2
Additions	3.0	82.6	23.7	109.3
Disposals	(0.1)	(0.7)	(0.4)	(1.2)
Impairments	—	(0.2)	—	(0.2)
Transfers between categories	2.9	20.1	(23.0)	—
Depreciation charge	(8.2)	(93.6)	—	(101.8)
Currency translation	1.4	3.7	1.4	6.5
Net book value at 31 December 2016	**165.8**	**464.3**	**69.6**	**699.7**
Cost	174.8	595.0	69.6	839.4
Accumulated Depreciation	(9.0)	(130.7)	—	(139.7)
Net book value at 31 December 2016	**165.8**	**464.3**	**69.6**	**699.7**

	Land and buildings (€m)	Plant, machinery and equipment (€m)	Assets in the course of construction (€m)	Total (€m)
Cost at 1 January 2017	174.8	595.0	69.6	839.4
Accumulated depreciation	(9.0)	(130.7)	—	(139.7)
Net book value at 1 January 2017	**165.8**	**464.3**	**69.6**	**699.7**
Additions	1.6	28.5	16.2	46.3
Disposals	(0.3)	(0.7)	—	(1.0)
Impairments	—	(0.4)	—	(0.4)
Transfers between categories	0.3	21.0	(21.3)	—
Depreciation charge	(4.2)	(45.6)	—	(49.8)
Currency translation	(5.0)	(16.5)	(3.5)	(25.0)
Net book value at 30 June 2017	**158.2**	**450.6**	**61.0**	**669.8**
Cost	170.7	621.1	61.0	852.8
Accumulated Depreciation	(12.5)	(170.5)	—	(183.0)
Net book value at 30 June 2017	**158.2**	**450.6**	**61.0**	**669.8**

Depreciation charge allocation

	Year ended 31 December			Six months ended 30 June	
	2014 (€m)	2015 (€m)	2016 (€m)	(unaudited) 2016 (€m)	2017 (€m)
Cost of sales	61.6	78.8	98.3	46.2	48.3
Distribution costs	0.7	0.7	1.2	0.6	0.7
Administrative expenses	2.5	2.4	2.3	1.2	1.2
Total depreciation charge	**64.8**	**81.9**	**101.8**	**48.0**	**50.2**

Leased assets included above are comprised of:

	Land and buildings (€m)	Plant, machinery and equipment (€m)	Total (€m)
Cost at 31 December 2014	24.1	8.8	32.9
Accumulated depreciation	(16.9)	(8.7)	(25.6)
Net book value at 31 December 2014	**7.2**	**0.1**	**7.3**
Cost at 31 December 2015	22.8	—	22.8
Accumulated depreciation	(1.3)	—	(1.3)
Net book value at 31 December 2015	**21.5**	**—**	**21.5**
Cost at 31 December 2016	25.1	—	25.1
Accumulated depreciation	(4.1)	—	(4.1)
Net book value at 31 December 2016	**21.0**	**—**	**21.0**
Cost at 30 June 2017	24.8	—	24.8
Accumulated Depreciation	(5.1)	—	(5.1)
Net book value at 30 June 2017	**19.7**	**—**	**19.7**

The depreciation charge for leased assets in the six month period was €2.2 million (six month period ended 30 June 2016: €1.4 million; 31 December 2016: €4.2 million; 31 December 2015: €2.5 million; and 31 December 2014: €1.2 million). The Group's obligations under finance leases (Note 28) are secured by the lessors' title to the leased assets.

19. Investments in Associates

The Group's only associated undertaking is SeAH FS Co., Ltd ("SeAH FS"). The Group holds 20% of the issued ordinary shares. SeAH FS is registered in South Korea and is engaged in manufacturing and engineering. Its financial year end is 31 December and its registered address is 180-15 Kebong-Dong Young, Deoungpo-Gu, Seoul. SeAH FS is a private company, and there is no quoted price available for its shares. There are no contingent liabilities relating to the Group's investment.

The Group did not earn any revenue from SeAH FS in any of the periods above. Purchases of goods by the Group from SeAH FS in the six month period ended 30 June 2017 totalled €9.4 million (six month period ended 30 June 2016: €10.6 million; 31 December 2016: €21.6 million; 31 December 2015: €15.2 million; and 31 December 2014: €14.5 million).

	Year ended 31 December			Six months ended 30 June	
Movements in investment in associate	**2014 (€m)**	**2015 (€m)**	**2016 (€m)**	**(unaudited) 2016 (€m)**	**2017 (€m)**
Balance at the beginning of the period	**20.1**	**23.1**	**18.2**	**18.2**	**19.4**
Share of profit for the period	1.2	1.3	1.3	0.4	—
Dividends paid	(0.2)	(0.2)	(0.2)	(0.2)	(0.5)
Currency translation	2.0	0.9	0.1	—	(0.3)
Fair value adjustment on acquisition	—	(6.9)	—	—	—
Balance at the end of the period	**23.1**	**18.2**	**19.4**	**18.4**	**18.6**

Group total carrying amount of 20% share in associate of:	Year ended 31 December			Six months ended 30 June	
	2014 (€m)	2015 (€m)	2016 (€m)	(unaudited) 2016 (€m)	2017 (€m)
Revenue	**25.9**	**26.3**	**25.9**	**12.1**	**13.5**
Earnings before interest and income taxes (EBIT)	0.7	1.8	1.5	0.4	—
Share of associate net profit for the period	1.3	1.4	1.2	0.4	—
Other net loss for the period	(0.1)	(0.1)	0.1	—	—
Comprehensive income for the period recognised in the Group Income Statement	**1.2**	**1.3**	**1.3**	**0.4**	**—**

Group proportional share of associate's net assets (20%)	Year ended 31 December			30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
Current assets	10.4	11.4	14.1	13.3
Non-current assets	18.3	18.9	17.9	17.1
Total assets	28.7	30.3	32.0	30.4
Current liabilities	(4.1)	(3.7)	(4.4)	(3.9)
Non-current liabilities	(1.5)	(1.3)	(1.0)	(1.1)
Total liabilities	(5.6)	(5.0)	(5.4)	(5.0)
Shareholders' funds (before fair value adjustment on acquisition)	**23.1**	**25.3**	**26.6**	**25.4**

The summarised financial information is based on the audited financial statements of SeAH FS for 2016 and the unaudited financial statements of SeAH FS for the six months ended 30 June 2017. The functional currency of SeAH FS is Korean Won, which has been converted to Euro at prevailing exchange rates.

20. Group subsidiaries

The Group's subsidiary companies, including its operating and non-operating subsidiaries, are as follows:

Name	Country	Ownership interest & voting rights held	Address of registered office
Americas			
*TI Group Automotive Systems LLC	US	100%	2020 Taylor Road, Auburn Hills, MI 48326
*TI Automotive LLC	US	100%	2020 Taylor Road, Auburn Hills, MI 48326
*Hanil USA LLC	US	100%	1 Twin Creeks, Drive Tallassee, Alabama, 36078
Hutchings International Enterprises Inc. (Dormant)	US	100%	2020 Taylor Road, Auburn Hills, MI 48326
*Omega Newco Sub Inc.	US	100%	1209 Orange Street, City of Wilmington, New Castle 19801
*Millennium Industries Corporation	US	100%	925 North Main Street, Ligonier, IN 46767
*TI Automotive Canada Inc.	Canada	100%	316 Orenda Road, Bramalea, Ontario, Canada L6T 1G3
TI Group Automotive Systems S de RL de CV	Mexico	100%	Mike Allen Sin Numero, Parque Industrial Reynosa Seccion Norte, Reynosa, Tamaulipas, Mexico 88788
TI Automotive Reynosa S de RL de CV	Mexico	100%	Mike Allen s/n, Parque Industrial Reynosa Seccion Norte, Reynosa, Tamaulipas, Mexico 88788
TI-Hanil Mexico S de RL de CV	Mexico	100%	Mike Allen Sin Numero, Parque Industrial Reynosa, Seccion Norte, Reynosa, Tamaulipas, Mexico 88788

Name	Country	Ownership interest & voting rights held	Address of registered office
Fabricaciones Electromecanicas SA de CV (Dormant)	Mexico	100%	Via Jose Lopez Portillo 8-A, Tultitlan, Estado de Mexico, Mexico 54940
Marwal de Mexico SA de CV	Mexico	100%	Via Jose Lopez Portillo 8-A, Tultitlan, Estado de Mexico, Mexico 54940
TI Brasil Industria e Comercio Ltda	Brazil	100%	Rodovia Presidente Dutra, Km 145, 7 Sao Jose dos Campos, SP-Brasil CEP 12220-611
Bundy Colombia SA	Colombia	100%	Carrera 13A No 6-98 Parque Industrial Montana, Mosquero, Cundinamarca, 34225
TI Automotive Argentina SA	Argentina	100%	Uruguay 4351, Victoria, San Fernando, Buenos Aires, Argentina, B1644 HKO
Metalunion CA (Dormant)	Venezuela	100%	La Zona Industrial San Vicente II Maracay, Estado Aragua
TI Group Automotive Systems de Venezuela CA	Venezuela	100%	Zona Ind. Municipal Norte Av. Avenida Este—Oeste #6 Valencia, Venezuela
TI Automotive Fuel System Venezuela CA	Venezuela	100%	Avenida Este—Oeste #6 Zona Industrial la Quizanda, Valencia, Estado, Carabobo
Europe and Africa			
*Omega Acquisition Bidco Limited	UK	100%	4650 Kingsgate Cascade Way, Oxford Business Park South, Oxford, OX4 2SU
*TI Automotive Korean Won Hedgco Ltd	UK	100%	4650 Kingsgate Cascade Way, Oxford Business Park South, Oxford, OX4 2SU
*TI Automotive Korean Won Hedgco II Ltd	UK	100%	4650 Kingsgate Cascade Way, Oxford Business Park South, Oxford, OX4 2SU
Omega Newco Sub I Ltd	UK	100%	4650 Kingsgate Cascade Way, Oxford Business Park South, Oxford, OX4 2SU
Omega Newco Sub II Ltd	UK	100%	4650 Kingsgate Cascade Way, Oxford Business Park South, Oxford, OX4 2SU
*TIFS Holdings Ltd (formerly TI Fluid Systems Limited)	UK	100%	4650 Kingsgate Cascade Way, Oxford Business Park South, Oxford, OX4 2SU
*TI Automotive Ltd	UK	100%	4650 Kingsgate Cascade Way, Oxford Business Park South, Oxford, OX4 2SU
*TI Automotive Holdings Limited	UK	100%	4650 Kingsgate Cascade Way, Oxford Business Park South, Oxford, OX4 2SU
*TI Automotive Euro Holdings Ltd	UK	100%	4650 Kingsgate Cascade Way, Oxford Business Park South, Oxford, OX4 2SU
*TI Automotive USA Holdings Limited	UK	100%	4650 Kingsgate Cascade Way, Oxford Business Park South, Oxford, OX4 2SU
*TI Group Automotive Systems Ltd	UK	100%	4650 Kingsgate Cascade Way, Oxford Business Park South, Oxford, OX4 2SU
*TI Group Automotive Systems (Deeside) Ltd	UK	100%	4650 Kingsgate Cascade Way, Oxford

Name	Country	Ownership interest & voting rights held	Address of registered office
			Business Park South, Oxford, OX4 2SU
*TI Group Automotive Systems (UK) Ltd	UK	100%	4650 Kingsgate Cascade Way, Oxford Business Park South, Oxford, OX4 2SU
*TI Automotive Canada Holdings Ltd	UK	100%	4650 Kingsgate Cascade Way, Oxford Business Park South, Oxford, OX4 2SU
*TI Automotive (China) Ltd	UK	100%	4650 Kingsgate Cascade Way, Oxford Business Park South, Oxford, OX4 2SU
TI Automotive Czech Holdings (UK) Limited	UK	100%	4650 Kingsgate Cascade Way, Oxford Business Park South, Oxford, OX4 2SU
*TI Automotive German Holdings (UK) Limited	UK	100%	4650 Kingsgate Cascade Way, Oxford Business Park South, Oxford, OX4 2SU
Hanil Tube Holdings Limited	UK	100%	4650 Kingsgate Cascade Way, Oxford Business Park South, Oxford, OX4 2SU
**TI Automotive Finance plc (Dormant)	UK	100%	4650 Kingsgate Cascade Way, Oxford Business Park South, Oxford, OX4 2SU
**TI Automotive Nominees Limited (Dormant)	UK	100%	4650 Kingsgate Cascade Way, Oxford Business Park South, Oxford, OX4 2SU
**TI Automotive Pension Plan Trustee Limited (Dormant)	UK	100%	4650 Kingsgate Cascade Way, Oxford Business Park South, Oxford, OX4 2SU
*TI Group Automotive Systems (Belgium) SA	Belgium	100%	Rue Wérihet 61, B-4020 Wandre (Liège)
TI Automotive AC sro	Czech Republic	100%	Belgická 4727/17, Rýnovice, 466 05 Jablonec nad Nisou
TI Group Automotive Systems sro . .	Czech Republic	100%	Belgická 4727/17, Rýnovice, 466 05 Jablonec nad Nisou
TI Automotive France Holdings SA .	France	100%	1, avenue Ampère, Zone Industrielle, 51000 Châlons-en Champagne, France
TI Automotive Fuel Systems SAS . .	France	100%	1, avenue Ampère, Zone Industrielle, 51000 Châlons-en Champagne, France
TI Group Automotive Systems SAS .	France	100%	Z.I. Bld de l'industrie 37530 Nazelles-Negron, France
*TI Automotive Holdings GmbH . .	Germany	100%	Dischingerstr. 11, 69123 Heidelberg
*TI Automotive (Ettlingen) GmbH .	Germany	100%	Hertzstrasse 24-30, 76275 Ettlingen
*TI Automotive (Fuldabrück) GmbH	Germany	100%	Industriestrasse 3, 34277 Fuldabrück
*TI Automotive (Heidelberg) GmbH	Germany	100%	Dischingerstr. 11, 69123 Heidelberg
*TI Automotive Systems Germany GmbH	Germany	100%	Dischingerstr. 11, 69123 Heidelberg
*TI Automotive Engineering Centre (Heidelberg) GmbH	Germany	100%	Dischingerstr. 11, 69123 Heidelberg
*TI Automotive Technology Center GmbH	Germany	100%	Lochfeldstraße 31, 76437 Rastatt
TI Automotive (Hungary) Kft	Hungary	100%	H-1114 Budapest, Ulászló utca 27. Fszt.1.

Name	Country	Ownership interest & voting rights held	Address of registered office
TI Automotive Italia Holdings Srl . .	Italy	100%	Via Mosè Bianchi, 71 - 20149 MILANO
TI Automotive Cisliano Srl	Italy	100%	Via Abbiategrasso, 20080 Cisliano (MI)
TI Automotive Brindisi Srl	Italy	100%	Via Pinan, 2- 16012 Busalla (GE)
TI Group Automotive Systems SpA .	Italy	100%	Via Pinan, 2- 16012 Busalla (GE)
*TI Poland sp.zo.o	Poland	100%	Bestwińska 143 a, Bielsko-Biala, 43-346, Poland
LLC TI Automotive	Russia	100%	Russian Federation, 188640, Leningradskaya region, Vsevolozhsk, Vsevolozhskiy prospect, 113
Hanil RUS LLC	Russia	100%	Russian Federation, 188640, Leningradskaya region, Vsevolozhsk, Vsevolozhskiy prospect, 113
TI-Hanil Slovakia s.r.o.	Slovakia	100%	Podzavoz 995, 02201 Cadca
TI Automotive Slovakia s.r.o	Slovakia	100%	Prilohy 46, Zavar, Slovakia, 91926
TI Automotive proizvodnja avtomobilskih delov, d.o.o.	Slovenia	100%	Dunajska cesta 159, 1000 Ljubljana
TI Automotive Morocco Sarl	Morocco	100%	Zone Franche D'Exportation, Ilot 62, lot 2, PL1, 90090, Tanger, Morocco
TI Group Automotive Systems (South Africa) (Pty) Ltd	South Africa	100%	62 Palmgate Crescent, Southgate Business Park, Umbogintwini, 4026, South Africa
TI Automotive Fuel Systems (South Africa) (Pty) Ltd	South Africa	100%	Unit AW8, Automotive Supplier Park, East London IDZ, West Bank, East London
TI Automotive Pamplona SL	Spain	100%	Polígono Industrial Comarca 1, calle E, s/n. 31195 Berrioplano (Navarra), Spain
TI Group Automotive Systems SA .	Spain	100%	Carretera. San Adrián-La Roca, Km. 15,9, 08170 Montornés del Valles, Barcelona, Spain
TI Group Automotive Spain Holdings S.L.	Spain	100%	Carretera. San Adrián-La Roca, Km. 15,9, 08170 Montornés del Valles, Barcelona, Spain
TI Group Automotive Systems AB .	Sweden	100%	PO Box 904, 531 19 Lidkoping Sweden
TI Otomotiv Sanayi ve Ticaret Ltd. .	Turkey	100%	Nosab Sedir Cad. 203. Sok. No: 6 16140 Nilüfer Bursa
Asia Pacific			
Bundy Tubing Co. (Australia) Pty Ltd.	Australia	100%	492 Churchill Rd., Kilburn SA 5084
Bundy Fluid Systems Co Ltd	China	100%	No. 57 Longhai Road ETDZ, Qinhuangdao City
Bundy Fluid Systems (Chongqing) Co Ltd	China	100%	Building C1, Zone C, Number 5 Workshop, Standard Workshop Project Phase 1, Huachao Industrial Park, Cuiyun Road, Northern New District, Chongqing
Bundy Fluid Systems (Shanghai) Co Ltd	China	100%	Tower A, No 589 Taibo Road, Shanghai International Auto City, Auto Parts Industrial Park, Anting Town, Jiading District, Shanghai
TI Automotive (Tianjin) Co Ltd . . .	China	100%	No.6 Xiang'an Road, TEDA Tianjin
TI Automotive Systems (Changchun) Co Ltd	China	100%	2599 Zi Bo Rd., Economic Technological Development Zone, Changchun

Name	Country	Ownership interest & voting rights held	Address of registered office
TI Automotive Systems (Hainan) Co Ltd	China	100%	No 3 Workshop, American Industry Park, No 100 Nanhai Avenue, Haikou City
TI Automotive Systems (Shanghai) Co Ltd	China	100%	34 Bundy Workshop, 409 Hua Jing Road, Waigaoqiao FTZ, Shanghai
Wuhan Bundy Fluid Systems Co Ltd	China	100%	Wuhan Economic & Technological Development Zone
TI Automotive (Hong Kong) Holdings Ltd	Hong Kong	100%	Suite 1B, 8/F., Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong
Bundy India Ltd	India	97%	Plot 2 GIDC Industrial Estate, Makarpura, Baroda, 390010, India
Hanil Tube India Private Limited	India	100%	B-75, SIPCOT Industrial Area, Chennai 600-058, Tamu Nadu
PT TI Automotive Limited	Indonesia	100%	Regency (Kabupaten), Purwakarta, west Java, Indonesia
TI Automotive Japan Gunma K. K.	Japan	100%	1-23-1 Kunisada-Cho, Isezaki-shi, Gunma Pref, Japan 379-2221
TI Automotive Japan Ltd	Japan	100%	3-29-1-1 Tsuruya-Cho, Kanagawa-ku Yokohama-city Kanagawa Pref, Japan 221-0835
Hanil Tube Corporation	South Korea	73%	17, Wonjeon-ro, Seo-gu, Incheon, Korea 22744
TI Automotive Ltd (Korea)	South Korea	100%	708- Backsuk-Dong, Cheonan City, Chungnam, 330220
TI Automotive (Thailand) Ltd	Thailand	100%	700/652 Moo 1, Amata Nakorn Industrial Estate, Tambon PanThong, Amphur PhanThong, Chonburi, Thailand 20160
TI Automotive ROH (Thailand) Ltd	Thailand	100%	700/652 Moo 1, Amata Nakorn Industrial Estate, Tambon PanThong, Amphur PhanThong, Chonburi, Thailand 20160

* Companies identified by an asterisk, together with certain other smaller subsidiaries, are guarantors to the 2015 term loan agreements and unsecured senior notes of TI Group Automotive Systems LLC.

** Companies that are dormant in the UK and are exempt from preparing individual financial statements by virtue of s394A of Companies Act 2006.

All companies above are incorporated and unless dormant, operate principally in the country indicated. All companies operate in the global automotive component supply sector.

21. Inventories

	Year ended 31 December			30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
Raw materials	111.4	118.1	135.0	143.3
Work-in-progress	27.3	29.2	32.9	38.1
Finished goods	36.4	36.4	39.0	38.8
Tooling under development	60.4	53.3	61.8	65.5
Consumables	21.5	26.3	29.8	30.2
Total inventories	**257.0**	**263.3**	**298.5**	**315.9**

Consignment inventories from external suppliers held on the Group's premises at 30 June 2017 amounted to €20.2 million (31 December 2016: €19.7 million; 31 December 2015: €21.3 million and 31 December 2014: €21.0 million) and are excluded from the balances above.

The value of inventories has been assessed on the basis of fair value, in determining that the carrying value is the lower of cost less any related selling costs and net realisable value.

The cost of inventories recognised as an expense in cost of sales during the six month period ended 30 June 2017 was €863.3 million (six month period ended 30 June 2016: €745.6 million; 31 December 2016: €1,534.1 million; 31 December 2015: €1,383.4 million and 31 December 2014: €1,343.2 million), including €1.5 million relating to write-downs of inventory to net realisable value (six month period ended 30 June 2016: €2.3 million; 31 December 2016: €4.7 million; 31 December 2015: €3.5 million; 2014 and 31 December €3.0 million).

22. Trade and Other Receivables

	Year ended 31 December			30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
Trade receivables	453.1	472.5	552.6	557.7
Allowance for doubtful debts	(4.0)	(2.5)	(2.1)	(2.5)
Net trade receivables	**449.1**	**470.0**	**550.5**	**555.2**
Prepayments	52.1	58.7	71.7	65.6
Other receivables	7.2	6.5	3.8	3.3
Total trade and other receivables	**508.4**	**535.2**	**626.0**	**624.1**
Non-current	**8.1**	**7.3**	**12.9**	**11.9**
Current	**500.3**	**527.9**	**613.1**	**612.2**

Trade receivables disclosed above include amounts that are overdue at the end of the period for which the Group has not recognised an allowance for doubtful debts because there has not been a significant change in credit quality and the amounts are still considered recoverable.

Aged analysis of net trade receivables

	Year ended 31 December			30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
Not overdue	414.3	440.9	515.9	521.0
Up to 3 months overdue	31.5	26.7	31.0	30.9
3 to 6 months overdue	2.0	1.6	3.3	2.8
Over 6 months overdue	1.3	0.8	0.3	0.5
Net trade receivables	**449.1**	**470.0**	**550.5**	**555.2**

Movement in allowance for doubtful debts

	Year ended 31 December			30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
Balance at the beginning of the period	(4.1)	(4.0)	(2.5)	(2.1)
Receivables provided for as uncollectible	(0.3)	(0.1)	(0.4)	(1.0)
Amounts written off during the period as uncollectible	0.3	0.7	0.5	0.5
Amounts recovered during the period	0.1	0.9	0.3	0.1
Balance at the end of the period	**(4.0)**	**(2.5)**	**(2.1)**	**(2.5)**

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. Receivables provided for as uncollectible and charged to the Income Statement are included in administrative expenses.

Credit quality of receivables

The Group has a large number of customers and considers credit ratings only in respect of major customers from either Standard and Poor's or Moody's. Those customers that have no credit rating are monitored as part of normal credit control procedures.

Net trade receivables credit rating

	Year ended 31 December			30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
A−AAA	121.6	134.4	148.5	148.9
B−BBB	215.6	229.2	259.0	266.8
Counterparties without external credit rating	111.9	106.4	143.0	139.5
Net trade receivables	**449.1**	**470.0**	**550.5**	**555.2**

Currency risk of receivables

	Year ended 31 December			30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
Euro	167.3	174.4	180.7	209.9
Chinese Renminbi	119.8	138.1	185.7	152.8
US Dollar	91.8	87.0	112.0	121.6
Other currencies	77.4	77.0	75.9	74.2
Total net trade receivables and other receivables	**456.3**	**476.5**	**554.3**	**558.5**

23. Cash and liquid assets

	Year ended 31 December			30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
Cash at bank and in hand	173.0	268.4	196.2	194.5
Cash and cash equivalents in the Balance Sheet	**173.0**	**268.4**	**196.2**	**194.5**
Other deposits	2.8	2.8	2.9	2.9
Financial assets at FVTPL	2.8	2.8	2.9	2.9
Total cash and liquid assets	**175.8**	**271.2**	**199.1**	**197.4**

Other deposits of €2.9 million (31 December 2016: €2.9 million; 31 December 2015: €2.8 million and 31 December; 2014: €2.8 million) include €2.8 million (31 December 2016: €2.8 million; 31 December 2015: €2.8 million and 31 December 2014: €2.8 million) pledged to provide a bank guarantee, as part of a total guarantee of €5.4 million, to the Spanish tax authorities in respect of disputed assessments raised following tax audits for the period 2006-11.

Financial institution credit rating

	Year ended 31 December			30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
A−AAA	150.2	237.3	154.6	166.6
B−BBB	22.8	31.1	41.6	27.9
Cash and cash equivalents in the Balance Sheet	**173.0**	**268.4**	**196.2**	**194.5**

Cash and cash equivalent balances included €1.1 million (31 December 2016: €1.6 million; 31 December 2015: €2.1 million and 31 December 2014: €2.8 million) held by subsidiaries which operate in countries where exchange control restrictions prevent the funds being available for general use by the Group, and also €0.8 million (31 December 2016: €0.8 million; 31 December 2015: €0.8 million and 31 December 2014: €0.2 million) held by subsidiaries as collateral primarily for letters of credit and foreign exchange facilities.

24. Issued Share Capital

	Number of shares	Ordinary shares (€m)	Total (€m)
At 22 January 2015, incorporation date	1	—	—
At 31 December 2015	350,056,644	493.7	493.7
At 31 December 2016	350,056,644	493.7	493.7
At 30 June 2017	350,056,644	493.7	493.7

The Company's issued share capital on incorporation at 22 January 2015 comprised 1 £1.00 ordinary share, with a further 350,056,643 £1.00 ordinary shares issued on 30 June 2015 at a nil premium.

25. Reserves

25.1 Invested Capital

	(€m)
Balance at 1 January 2014	**222.6**
Profit for the year	13.4
Other comprehensive loss	(25.2)
Total comprehensive loss	**(11.8)**
Share option costs (Note 8)	0.3
Dividends	(313.7)
Balance at 31 December 2014	**(102.6)**
Loss for the six month period	(25.5)
Transfer to retained earnings	(5.4)
Other comprehensive income	73.8
Total comprehensive income	**42.9**
Increase in share capital to former parent	33.5
Capital contribution from former parent	24.6
Share option costs (Note 8)	1.6
At 30 June 2015	**—**

Invested capital represents the total equity of the Group at the date of acquisition of TIFSHL on 30 June 2015.

On 30 June 2015, when the TIFSHL Group was acquired, invested capital was converted into share capital and accumulated profits in the Company. Accumulated profit represents the pre-acquisition profit of the Company and its subsidiary Omega Acquisition Bidco Limited for the period since incorporation.

25.2 Other Reserves

Other reserves

Items that may be subsequently reclassified to profit or loss	Hedging Reserve (€m)	Currency Translation Reserve (€m)	Total (€m)
At acquisition 30 June 2015	**—**	**—**	**—**
Amount recognised in OCI during the period—fair value gains: effective hedges	7.4	—	7.4
Amounts recycled from OCI-foreign exchange re-measurement	(26.6)	—	(26.6)
Amounts recycled from OCI-interest	0.7	—	0.7
Movement in fair value of effective cash flow hedges	(18.5)	—	(18.5)
Net investment hedge	(6.8)	—	(6.8)
Currency translation attributable to owners of the Parent Company	—	(16.5)	(16.5)
Items that may be subsequently reclassified to profit or loss	**(25.3)**	**(16.5)**	**(41.8)**
At 31 December 2015	**(18.5)**	**(23.3)**	**(41.8)**
Amount recognised in OCI during the year—fair value gains: effective hedges	16.5	—	16.5
Amounts recycled from OCI-foreign exchange re-measurement	(30.7)	—	(30.7)
Amounts recycled from OCI-interest	2.9	—	2.9
Movement in fair value of effective cash flow hedges	(11.3)	—	(11.3)
Net investment hedge	(0.1)	—	(0.1)
Currency translation attributable to owners of the Parent Company	—	(11.3)	(11.3)
Items that may be subsequently reclassified to profit or loss	**(11.4)**	**(11.3)**	**(22.7)**
At 31 December 2016	**(36.7)**	**(27.8)**	**(64.5)**
Amount recognised in OCI during the period—fair value losses: effective hedges	(35.3)	—	(35.3)
Amounts recycled from OCI-foreign exchange re-measurement	50.5	—	50.5
Amounts recycled from OCI-interest	0.7	—	0.7
Movement in fair value of effective cash flow hedges	15.9	—	15.9
Net investment hedge	1.3	—	1.3
Currency translation attributable to owners of the Parent Company	—	(61.3)	(61.3)
Items that may be subsequently reclassified to profit or loss	**17.2**	**(61.3)**	**(44.1)**
At 30 June 2017	**(19.5)**	**(89.1)**	**(108.6)**

25.3 Accumulated (Losses)/Profits

	(€m)
At incorporation, 22 January 2015	**—**
Pre-acquisition profit for the period for the Company	5.4
At acquisition of TIFSHL on 30 June 2015	**5.4**
Loss for the period	(18.2)
Other comprehensive loss	(2.9)
Share option costs (Note 8)	4.9
At 31 December 2015	**(10.8)**
Profit for the year	42.2
Other comprehensive loss for the year	(2.6)
Share option costs (Note 8)	7.4
At 31 December 2016	**36.2**
Profit for the period attributable to owners of the Parent Company	69.5
Other comprehensive loss for the period that will not be reclassified to profit or loss	2.3
Share option costs (Note 8)	3.5
At 30 June 2017	**111.5**

26. Non-Controlling Interests

	(€m)
At 1 January 2014	**9.9**
Share of profit for the year	2.4
Currency translation	1.0
Total comprehensive profit for the year	**3.4**
Dividends paid	(2.2)
At 31 December 2014	**11.1**
Share of profit for the period	1.5
Currency translation	0.7
Total comprehensive profit for the period	**2.2**
Dividends paid	(1.2)
Fair value adjustment on acquisition	8.3
At acquisition 30 June 2015	**20.4**
Share of profit for the period	1.6
Currency translation	(0.3)
Total comprehensive profit for the period	**1.3**
Dividends paid	(1.5)
At 31 December 2015	**20.2**
Share of profit for the year	1.7
Total comprehensive profit for the year	**1.7**
Dividends paid	(2.9)
At 31 December 2016	**19.0**
Share of profit for the period	1.7
Currency translation	(0.7)
Total comprehensive profit for the period	**1.0**
Dividends paid	(1.1)
At 30 June 2017	**18.9**

The Group holds a 97% interest in Bundy India Ltd and a 73% interest in Hanil Tube Co Ltd which is located in South Korea. Non-controlling interests represent the remaining 3% and 27% respectively.

27. Trade and Other Payables

	Year ended 31 December			30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
Trade payables	228.9	247.6	288.6	263.6
Accrued expenses and deferred income	251.4	265.0	277.2	255.4
Social security and other taxes	35.7	46.1	51.9	46.7
Other payables	3.6	22.7	26.8	35.1
Amounts due to associates	2.9	2.7	2.8	2.3
Total trade and other payables	**522.5**	**584.1**	**647.3**	**603.1**
Non-current	**6.1**	**7.1**	**12.1**	**15.3**
Current	**516.4**	**577.0**	**635.2**	**587.8**

Accrued expenses and deferred income include net capital investment grant balances totalling €2.0 million (31 December 2016: €2.3 million; 31 December 2015: €2.7 million and 31 December 2014: €2.3 million).

28. Borrowings

	Year ended 31 December			30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
Non-current:				
Secured loans:				
Main borrowing facilities	1,006.7	1,250.5	1,275.6	1,194.4
Other loans (Note 28.3)	0.7	0.5	0.4	0.3
Unsecured notes	—	402.2	416.3	384.3
Finance leases (Note 28.4)	4.6	4.1	3.5	2.1
Total non-current borrowings	**1,012.0**	**1,657.3**	**1,695.8**	**1,581.1**
Current:				
Secured loans:				
Secured overdrafts	0.4	—	—	—
Main borrowing facilities	8.2	3.6	2.2	3.5
Other loans (Note 28.3)	0.4	0.2	0.2	0.2
Finance leases (Note 28.4)	0.5	0.5	0.5	1.6
Total current borrowings	**9.5**	**4.3**	**2.9**	**5.3**
Total borrowings	**1,021.5**	**1,661.6**	**1,698.7**	**1,586.4**
Main borrowing facilities and unsecured notes	1,014.9	1,656.3	1,694.1	1,582.2
Finance leases, secured overdrafts and other loans	6.6	5.3	4.6	4.2
Total borrowings	**1,021.5**	**1,661.6**	**1,698.7**	**1,586.4**

The main borrowing facilities and unsecured notes above are shown net of issuance discounts and fees of €45.6 million (31 December 2016: €51.9 million; 31 December 2015: €60.1 million and 31 December 2014: €12.8 million).

Currency denomination of Group borrowings

	Year ended 31 December			30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
US Dollar	1,014.8	1,333.6	1,382.9	1,272.0
Euro	6.1	328.0	315.8	314.4
Other	0.6	—	—	—
Total borrowings	**1,021.5**	**1,661.6**	**1,698.7**	**1,586.4**

Maturity of Group borrowings

	Year ended 31 December			30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
Less than one year	9.5	4.3	2.9	5.3
Between one and five years	38.6	47.2	13.4	1,189.1
After five years	973.4	1,610.1	1,682.4	392.0
Total borrowings	**1,021.5**	**1,661.6**	**1,698.7**	**1,586.4**

28.1 Movement in Total Borrowings

	Term loan €m	Unsecured notes €m	Main borrowing facilities and unsecured notes €m	Finance leases, secured overdrafts and other loans €m	Total borrowings €m
At 1 January 2014	**624.8**	**—**	**624.8**	**9.2**	**634.0**
Term loan under 2013 agreements repaid, derivative extinguished	(650.7)	—	(650.7)	—	(650.7)
Unexpensed fees from 2013 agreements written off	25.9	—	25.9	—	25.9
Term loan drawn under 2014 agreements	915.0	—	915.0	—	915.0
Fees arising on 2014 agreements	(12.3)	—	(12.3)	—	(12.3)
Accrued interest	40.9	—	40.9	0.6	41.5
Scheduled repayments	(49.0)	—	(49.0)	(3.2)	(52.2)
Fees expensed	3.8	—	3.8	—	3.8
Movement in financial liability	(5.1)	—	(5.1)	—	(5.1)
Currency translation	121.6	—	121.6	—	121.6
At 31 December 2014	**1,014.9**	**—**	**1,014.9**	**6.6**	**1,021.5**
New borrowings	1,291.5	415.4	1,706.9	—	1,706.9
Fees arising on new borrowings	(50.7)	(12.6)	(63.3)	—	(63.3)
Accrued interest	52.3	17.7	70.0	0.9	70.9
Scheduled repayments	(1,191.8)	(17.7)	(1,209.5)	(2.2)	(1,211.7)
Extinguishments	16.2	—	16.2	—	16.2
Fees expensed	5.6	—	5.6	—	5.6
Movement in financial liability	(3.3)	—	(3.3)	—	(3.3)
Currency translation	119.4	(0.6)	118.8	—	118.8
At 31 December 2015	**1,254.1**	**402.2**	**1,656.3**	**5.3**	**1,661.6**

	Term loan €m	Unsecured notes €m	Main borrowing facilities and unsecured notes €m	Finance leases, secured overdrafts and other loans €m	Total borrowings €m
At 1 January 2016	**1,254.1**	**402.2**	**1,656.3**	**5.3**	**1,661.6**
Accrued interest	61.8	35.6	97.4	0.7	98.1
Scheduled repayments	(74.7)	(35.6)	(110.3)	(1.4)	(111.7)
Fees expensed	7.5	1.6	9.1	—	9.1
Currency translation	29.1	12.5	41.6	—	41.6
At 31 December 2016	**1,277.8**	**416.3**	**1,694.1**	**4.6**	**1,698.7**
Accrued interest	26.2	18.2	44.4	0.4	44.8
Scheduled repayments	(32.7)	(18.2)	(50.9)	(0.8)	(51.7)
Fees on repricing of loans	(1.7)	—	(1.7)	—	(1.7)
Fees expensed	3.9	0.8	4.7	—	4.7
Currency translation	(75.6)	(32.8)	(108.4)	—	(108.4)
At 30 June 2017	**1,197.9**	**384.3**	**1,582.2**	**4.2**	**1,586.4**

28.2 Main Borrowing Facilities and Unsecured Notes

Secured borrowings

The Group's main borrowing facilities were refinanced in both 2014 and 2015 as described below.

2013 agreements

The Group's main borrowing facilities at 1 January 2014 were governed by a term loan and guarantee agreement and a revolving credit and guarantee agreement (the "**2013 agreements**"). The 2013 agreements contained a leverage ratio financial covenant.

The term loan and guarantee agreement provided a loan of $900 million, of which $893.25 million (€648.4 million) was outstanding at 1 January 2014, drawn by TI Group Automotive Systems LLC

(TIGAS LLC). The loan bore interest at US Dollar LIBOR (minimum 1.25% p.a.) +4.25% p.a., and was repayable in amounts of US$2.25 million per quarter with the balance falling due on 28 March 2019.

The revolving credit and guarantee agreement provided up to $100 million, depending upon the level of inventories and trade receivables in the Group's US and Canadian businesses. The facility was available to be used also to issue letters of credit on behalf of TIGAS LLC. Drawings under the facility bore interest at US Dollar LIBOR +1.75% p.a., and the facility had an expiry date of 28 March 2018.

Issuance discounts and fees of €25.9 million at 2 July 2014, arising from the extended 2013 and previous agreements were written off on extinguishment of the facilities as an exceptional finance expense.

2014 agreements

The 2014 agreements, which extinguished the 2013 agreements with effect from 2 July 2014, also comprised a term loan and guarantee agreement and a revolving credit and guarantee agreement. The 2014 agreements contained no maintenance financial covenants.

The term loan and guarantee agreement provided a loan of $1,250 million, of which $1,243.75 million (€1,027.8 million) was outstanding at 31 December 2014, drawn by TIGAS LLC. The loan bore interest at US Dollar LIBOR (minimum 1.0% p.a.) +3.25% p.a., and was repayable in amounts of $3.125 million per quarter with the balance falling due on 2 July 2021.

The revolving credit and guarantee agreement provided up to $125 million, depending upon the level of inventories and trade receivables in the Group's US and Canadian businesses. The facility was available to be used also to issue letters of credit on behalf of TIGAS LLC. Drawings under the facility bore interest at US Dollar LIBOR +1.75% p.a. (unless the drawings were below $50 million when the rate was US Dollar LIBOR +1.5% p.a.), and the facility was due to expire on 2 July 2019. Availability at 31 December 2014 amounted to $70.4 million (€58.2 million).

Issuance discounts and fees of €12.8 million arising from the 2014 agreements were written off on extinguishment of the facilities in 2015 as an exceptional finance expense.

2015 agreements

The 2015 agreements were effective from 30 June 2015, which was concurrent with the acquisition of the TIFSHL Group. The agreements comprise a package of secured loans (consisting of a term loan, an asset backed loan, and a revolving credit facility) and unsecured senior notes.

The amounts outstanding under the agreements are:

€m	31 December 2015 (€m)	31 December 2016 (€m)	30 June 2017 (€m)
Principal outstanding:			
US term loan	978.0	998.0	915.0
Euro term loan	324.1	320.9	319.3
Main borrowing facilities	1,302.1	1,318.9	1,234.3
Unsecured senior notes	414.3	427.1	393.5
Total principal outstanding	**1,716.4**	**1,746.0**	**1,627.8**
Issuance discounts & fees	(60.1)	(51.9)	(45.6)
Main borrowing facilities and unsecured notes	**1,656.3**	**1,694.1**	**1,582.2**

The term loan initially comprised tranches of $1,065.0 million and €325.0 million. The principal outstanding of the US term loan in US Dollars at 30 June 2017 is $1,046.4 million (31 December 2016: $1,051.7 million and 31 December 2015: $1,062.3 million).

The US Dollar tranche bore interest at US Dollar LIBOR (minimum 1.0% p.a.) +3.5% p.a., and the Euro tranche bore interest at Euro LIBOR (minimum 1.0% p.a.) +3.5% p.a. until 27 January 2017. On 27 January 2017, the Group concluded a repricing of its term loans. As a result of the repricing, the interest payable on the US Dollar term loan was reduced to US$ LIBOR (minimum 0.75% p.a.) +2.75% p.a., and the interest payable on the Euro term loan was reduced to EURIBOR (minimum 0.75% p.a.) +3.0% p.a. The US Dollar tranche is repayable in amounts of $2.7 million per quarter and the Euro tranche is repayable in amounts of €0.8 million per quarter, with the balances falling due on 30 June 2022.

The aggregate principal amount of the unsecured senior notes is $450.0 million. These carry an 8.75% coupon payable bi-annually (on a 360-day year basis) commencing on 15 January 2016, and are redeemable in full on 15 July 2023.

On 6 October 2015 the Group entered into hedging transactions with a number of financial institutions which effectively converted borrowings of $400.0 million at floating interest rates into €355.0 million at a fixed interest rate of 4.2%, thereby reducing foreign currency exposure for future cash flows and locking in lower long-term Euro fixed interest rates (Note 3.3.2).

Initial issuance discounts and fees of €63.3 million arising from the 2015 agreements were capitalised in the year ended 31 December 2015. Following the repricing of its terms loans on 27 January 2017 (accounted for as a modification to existing agreements), new fees capitalised in the period ended 30 June 2017 were €1.7 million; bringing the total fees capitalised under the 2015 agreements to €65.0 million. All capitalised fees are expensed using the effective interest rate method over the remaining terms of the facilities.

The asset backed loan ("**ABL**") provides up to $100.0 million depending upon the level of inventories and trade receivables in the Group's US and Canadian businesses. The facility is also available to be used to issue letters of credit on behalf of TIGAS LLC. Drawings under the facility bear interest at US Dollar LIBOR +1.75% p.a. unless the drawings are below $50.0 million when the rate is US Dollar LIBOR +1.5% p.a. The revolving credit agreement provides a facility of up to $125.0 million. Drawings under this facility bear interest in a range of US Dollar LIBOR + 3.0% to US Dollar LIBOR + 3.5% p.a. depending on the group's leverage ratios. Both facilities are due to expire on 30 June 2020.

The net undrawn facilities under the agreements are shown below:

	31 December 2015		31 December 2016		30 June 2017	
Main borrowings: net Undrawn facilities	**$m**	**€m**	**$m**	**€m**	**$m**	**€m**
Asset backed loan:						
—*Availability*	69.8	64.2	85.3	81.0	99.4	86.9
—*Utilisation for letters of credit*	(2.5)	(2.3)	(2.9)	(2.8)	(2.9)	(2.6)
Net undrawn asset backed loan facility	67.3	61.9	82.4	78.2	96.5	84.3
Revolving credit agreement	125.0	115.1	125.0	118.6	125.0	109.3
Main borrowings: net undrawn facilities	**192.3**	**177.0**	**207.4**	**196.8**	**221.5**	**193.6**

28.3. Other secured loans

Subsidiaries in Italy and Spain have granted security over certain of their assets in return for credit facilities from their banks. The loans have total amortisation repayments of €0.2 million per annum payable quarterly (31 December 2016: €0.2 million; 31 December 2015: €0.2 million and 31 December 2014: €0.2 million).

28.4 Finance Leases

Maturity of finance lease liabilities

	Total minimum lease payments (€m)	Interest (€m)	Principal (€m)
Less than one year	0.8	0.3	0.5
Between one and two years	0.8	0.2	0.6
Between two and five years	4.4	0.4	4.0
Total at 31 December 2014	**6.0**	**0.9**	**5.1**

	Total minimum lease payments (€m)	Interest (€m)	Principal (€m)
Less than one year	0.7	0.2	0.5
Between one and two years	0.7	0.1	0.6
Between two and five years	3.7	0.2	3.5
Total at 31 December 2015	**5.1**	**0.5**	**4.6**

	Total minimum lease payments (€m)	Interest (€m)	Principal (€m)
Less than one year	0.7	0.2	0.5
Between one and two years	1.6	0.1	1.5
Between two and five years	2.1	0.1	2.0
Total at 31 December 2016	**4.4**	**0.4**	**4.0**

	Total minimum lease payments (€m)	Interest (€m)	Principal (€m)
Less than one year	1.7	0.1	1.6
Between one and two years	0.3	0.1	0.2
Between two and five years	2.0	0.1	1.9
Total at 30 June 2017	**4.0**	**0.3**	**3.7**

28.5 Total Undrawn Borrowing Facilities

	31 December 2014 (€m)	31 December 2015 (€m)	31 December 2016 (€m)	30 June 2017 (€m)
Floating rate:				
Expiring within one year	2.1	2.3	10.3	9.9
Expiring after more than one year	58.2	177.0	196.8	193.6
Total at the end of the period	**60.3**	**179.3**	**207.1**	**203.5**

28.6 Movements in Net Borrowings

	At 1 January 2014 (€m)	Funds movement (€m)	Currency translation (€m)	At 31 December 2014 (€m)
Cash and cash equivalents (Note 23)	201.6	(39.8)	11.2	173.0
Financial assets at FVTPL	2.8	—	—	2.8
Borrowings	(634.0)	(265.9)	(121.6)	(1,021.5)
Total net borrowings	**(429.6)**	**(305.7)**	**(110.4)**	**(845.7)**

	At 1 January 2015 (€m)	Funds movement (€m)	Currency translation (€m)	At 31 December 2015 (€m)
Cash and cash equivalents (Note 23)	173.0	78.6	16.8	268.4
Financial assets at FVTPL	2.8	—	—	2.8
Borrowings	(1,021.5)	(521.3)	(118.8)	(1,661.6)
Total net borrowings	**(845.7)**	**(442.7)**	**(102.0)**	**(1,390.4)**

	At 1 January 2016 (€m)	Funds movement (€m)	Currency translation (€m)	At 31 December 2016 (€m)
Cash and cash equivalents (Note 23)	268.4	(70.9)	(1.3)	196.2
Financial assets at FVTPL	2.8	0.1	—	2.9
Borrowings	(1,661.6)	4.5	(41.6)	(1,698.7)
Total net borrowings	**(1,390.4)**	**(66.3)**	**(42.9)**	**(1,499.6)**

	At 1 January 2017 (€m)	Funds movement (€m)	Currency translation (€m)	At 30 June 2017 (€m)
Cash and cash equivalents (Note 23)	196.2	7.9	(9.6)	194.5
Financial assets at FVTPL	2.9	—	—	2.9
Borrowings	(1,698.7)	3.9	108.4	(1,586.4)
Total net borrowings	**(1,499.6)**	**11.8**	**98.8**	**(1,389.0)**

29. Fair Values of Financial Assets and Liabilities

29.1 Financial instruments by category

As of 31 December 2014: Financial assets	Loans and receivables (€m)	Assets at FVTPL (€m)	Total (€m)
Cash and cash equivalents	173.0	—	173.0
Trade and other receivables less prepayments	456.3	—	456.3
Financial assets at FVTPL	—	2.8	2.8
Total at 31 December 2014	**629.3**	**2.8**	**632.1**

Financial liabilities	Liabilities at amortised cost (€m)	Liabilities at FVTPL (€m)	Total (€m)
Trade and other payables	(235.4)	—	(235.4)
Borrowings	(1,021.5)	—	(1,021.5)
Derivative financial instruments—forward exchange contracts	—	(0.7)	(0.7)
Total at 31 December 2014	**(1,256.9)**	**(0.7)**	**(1,257.6)**

As of 31 December 2015: Financial assets	Loans and receivables (€m)	Assets in hedged relationships (€m)	Assets at FVTPL (€m)	Total (€m)
Cash and cash equivalents	268.4	—	—	268.4
Trade and other receivables less prepayments	476.5	—	—	476.5
Derivative financial instruments:				
—forward foreign exchange contracts (cash flow hedges)	—	21.1	1.5	22.6
—interest rate swaps (cash flow hedges)	—	6.2	—	6.2
Financial assets at FVTPL	—	—	2.8	2.8
Total at 31 December 2015	**744.9**	**27.3**	**4.3**	**776.5**

Financial liabilities	Liabilities at amortised cost (€m)	Liabilities in hedged relationships (€m)	Liabilities at FVTPL (€m)	Total (€m)
Trade and other payables	(533.0)	—	—	(533.0)
Borrowings	(1,661.6)	—	—	(1,661.6)
Derivative financial instruments:				
—forward foreign exchange contracts (cash flow hedges)	—	(15.1)	(4.3)	(19.4)
—interest rate swaps (cash flow hedges)	—	(2.1)	—	(2.1)
—forward exchange contracts (net investment hedges)	—	(6.8)	—	(6.8)
—interest rate floor	—	—	(2.5)	(2.5)
Total at 31 December 2015	**(2,194.6)**	**(24.0)**	**(6.8)**	**(2,225.4)**

As of 31 December 2016: Financial assets	Loans and receivables (€m)	Assets in hedged relationships (€m)	Assets at FVTPL (€m)	Total (€m)
Cash and cash equivalents	**196.2**	**—**	**—**	**196.2**
Trade and other receivables excluding prepayments	**554.3**	**—**	**—**	**554.3**
Derivative financial instruments:				
—forward foreign exchange contracts (cash flow hedges)	**—**	**27.5**	**0.7**	**28.2**
—interest rate swaps (cash flow hedges)	**—**	**6.3**	**—**	**6.3**
Financial assets at FVTPL	**—**	**—**	**2.9**	**2.9**
Total at 31 December 2016	**750.5**	**33.8**	**3.6**	**787.9**

Financial liabilities	Liabilities at amortised cost (€m)	Liabilities in hedged relationships (€m)	Liabilities at FVTPL (€m)	Total (€m)
Trade and other payables excluding deferred income	**(597.9)**	**—**	**—**	**(597.9)**
Borrowings	**(1,698.7)**	**—**	**—**	**(1,698.7)**
Derivative financial instruments:				
—forward foreign exchange contracts (cash flow hedges)	**—**	**(7.5)**	**(3.8)**	**(11.3)**
—forward foreign exchange contracts (net investment hedges)	**—**	**(6.9)**	**—**	**(6.9)**
—interest rate swaps (cash flow hedges)	**—**	**(1.1)**	**—**	**(1.1)**
—interest rate floor	**—**	**—**	**(4.5)**	**(4.5)**
Total at 31 December 2016	**(2,296.6)**	**(15.5)**	**(8.3)**	**(2,320.4)**

As of 30 June 2017: Financial assets	Loans and receivables (€m)	Assets in hedged relationships (€m)	Assets at FVTPL (€m)	Total (€m)
Cash and cash equivalents	194.5	—	—	**194.5**
Trade and other receivables excluding prepayments	558.5	—	—	**558.5**
Derivative financial instruments:				
—forward foreign exchange contracts (cash flow hedges)	—	9.0	1.4	**10.4**
—interest rate swaps (cash flow hedges)	—	4.9	—	**4.9**
Financial assets at FVTPL	—	—	2.9	**2.9**
Total at 30 June 2017	**753.0**	**13.9**	**4.3**	**771.2**

Financial liabilities	Liabilities at amortised cost (€m)	Liabilities in hedged relationships (€m)	Liabilities at FVTPL (€m)	Total (€m)
Trade and other payables excluding deferred income	(574.2)	—	—	(574.2)
Borrowings	(1,586.4)	—	—	(1,586.4)
Derivative financial instruments:				
—forward foreign exchange contracts (cash flow hedges)	—	(29.3)	(1.5)	(30.8)
—forward foreign exchange contracts (net investment hedges)	—	(5.6)	—	(5.6)
—interest rate floor	—	—	(4.3)	(4.3)
Total at 30 June 2017	**(2,160.6)**	**(34.9)**	**(5.8)**	**(2,201.3)**

Fair value estimates of derivatives are based on relevant market information and information about the financial instruments which are subjective in nature. The fair value of these financial instruments is estimated by discounting the future cash flows to net present values using appropriate market rates prevailing at the reporting date. All derivative items reported are within Level 2 of the fair value hierarchy specified in IFRS 13 'Fair Value Measurement'; their measurement includes inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly.

For non-derivative amounts reported above, it is assumed that by their nature their carrying value approximates their fair value, with the exception of unsecured notes included within borrowings. At 30 June 2017, the borrowings figures above include unsecured notes carried at a book value of €393.5 million before deduction of

issuance discounts and fees. The fair value of these notes at 30 June 2017 is €415.6 million (31 December 2016: book value of €427.1 million and fair value of €448.5 million; 31 December 2015: book value of €414.3 million and fair value of €382.2 million). These fair values are within Level 2 of the fair value hierarchy specified in IFRS 13 'Fair Value Measurement".

29.2 Contracted maturities of financial liabilities

As of 31 December 2014: Non-Derivatives	Less than one year (€m)	Between one and two years (€m)	Between two and five years (€m)	Over five years (€m)	Total (€m)
Borrowings	9.5	8.9	29.7	973.4	1,021.5
Interest	41.8	40.1	110.5	97.5	289.9
Total Borrowings	51.3	49.0	140.2	1,070.9	1,311.4
Trade and other payables	235.4	—	—	—	235.4
Total at 31 December 2014	**286.7**	**49.0**	**140.2**	**1,070.9**	**1,546.8**

As of 31 December 2015: Non-Derivatives	Less than one year (€m)	Between one and two years (€m)	Between two and five years (€m)	Over five years (€m)	Total (€m)
Borrowings	19.9	26.8	83.1	1,603.4	1,733.2
Interest	95.6	94.8	281.2	192.6	664.2
Total Borrowings	115.5	121.6	364.3	1,796.0	2,397.4
Trade and other payables	525.9	7.1	—	—	533.0
Total non-derivatives at 31 December 2015	**641.4**	**128.7**	**364.3**	**1,796.0**	**2,930.4**
Derivatives					
Cash flow hedging instrument:					
—Outflow	0.6	0.5	366.0	—	367.1
—Inflow	—	—	(346.9)	—	(346.9)
Interest rate swaps	0.4	1.6	4.6	—	6.6
Total derivatives at 31 December 2015	**1.0**	**2.1**	**23.7**	**—**	**26.8**

As of 31 December 2016: Non-derivatives	Less than one year (€m)	Between one and two years (€m)	Between two and five years (€m)	Over five years (€m)	Total (€m)
Borrowings	13.3	13.1	38.8	1,680.8	1,746.0
Interest	97.3	96.7	286.7	103.1	583.8
Total Borrowings	110.6	109.8	325.5	1,783.9	2,329.8
Trade and other payables excluding deferred income	587.7	10.2	—	—	597.9
Total Non-derivatives at 31 December 2016	**698.3**	**120.0**	**325.5**	**1,783.9**	**2,927.7**
Derivatives					
Cash flow hedging instrument:					
—Outflow	0.7	0.6	378.9	—	380.2
—Inflow	—	—	(346.2)	—	(346.2)
Interest rate swaps	1.3	1.7	3.1	—	6.1
Total derivatives at 31 December 2016	**2.0**	**2.3**	**35.8**	**—**	**40.1**

As of 30 June 2017: Non-derivatives	Less than one year (€m)	Between one and two years (€m)	Between two and five years (€m)	Over five years (€m)	Total (€m)
Borrowings	12.4	12.4	1,209.5	393.5	1,627.8
Interest	83.3	82.8	245.5	51.6	463.2
Total Borrowings	95.7	95.2	1,455.0	445.1	2,091.0
Trade and other payables excluding deferred income	559.2	15.0	—	—	574.2
Total non-derivatives at 30 June 2017	**654.9**	**110.2**	**1,455.0**	**445.1**	**2,665.2**
Derivatives					
Cash flow hedging instrument:					
—Outflow	11.3	11.2	564.4	—	586.9
—Inflow	(10.8)	(10.6)	(520.0)	—	(541.4)
Interest rate swaps	1.5	1.5	2.1	—	5.1
Total derivatives at 30 June 2017	**2.0**	**2.1**	**46.5**	**—**	**50.6**

The cash flow hedging instruments are expected to mature over a period of 5 years from inception concluding in 2020. These contracts are designed to partially match the interest and principal repayments of US Dollar based debt reported in Note 3.3.2.

30. Retirement Benefit Obligations

30.1 Defined benefit arrangements

Pension plans

The Group operates funded defined benefit pension plans in the US, Canada and the UK under broadly similar regulatory frameworks. All of the plans provide benefits to members in the form of a guaranteed level of pension payable for life. The level of pensions provided is determined by members' length of service and, for most of these plans, pensionable remuneration. Plan assets are held in trusts from which all benefit payments are made. The plans are governed by local regulations and practice, including the nature of the relationship between their trustees and the Group. Responsibility for governance of the plans, including investment strategy and schedules of contributions, rests primarily with the trustees, some of whom who are appointed by the Group and the remainder by the members in accordance with the rules of each plan.

There are five plans in the US, three of which are closed to both new entrants and future accrual, and two of which are closed to new entrants but permit future accrual. The active members are not required to make contributions to the plans. Pensions in payment are not subject to inflationary increase. The plan in Canada remains open to new entrants, and is contributory. Pensions in payment are subject to discretionary inflationary increase. The UK plan is closed to new entrants but remains open to future accrual. Pensions in payment are subject to annual increase based on the UK Retail Price Index.

Independent accounting valuations of all major defined benefit scheme assets and liabilities were carried out at 31 December 2016. The US pension plans are subject to annual actuarial valuation, and were most recently valued by independent qualified actuaries as at 1 January 2017. The Canadian plan is subject to actuarial valuation at least triennially, and was most recently formally valued as at 1 July 2014. The UK plan is subject to triennial actuarial valuation, and was most recently formally valued as at 6 April 2015. Employer funding contributions to the US and other pension plans are agreed at each formal valuation, and for the six month period ended 30 June 2017 totalled €1.3 million (31 December 2016: €2.7 million; 31 December 2015: €3.4 million and 31 December 2014: €10.6 million). Contributions for the twelve months ended 30 June 2018 are expected to amount to €5.7 million.

In this note the US plans are shown separately as 'US pensions', and the Canadian and UK plans are aggregated as 'other pensions'.

Post-employment healthcare

The Group operates post-employment medical benefit schemes in a small number of territories, principally the US where the scheme was closed to new entrants in 1992. These schemes are unfunded. The US scheme is subject to annual actuarial valuation, and was most recently valued by independent qualified actuaries as at 1 January 2017. In this note the US scheme is shown separately as 'US healthcare', and the other healthcare liabilities are aggregated within 'other post-employment liabilities'.

Other post-employment arrangements

The Group operates certain other pension and retirement plans primarily in Germany, France, Italy, Korea, Poland and Belgium, where obligations are either partially funded or unfunded. In this note these plans are aggregated within 'other post employment liabilities'.

30.2 Defined benefit arrangements in the primary financial statements

The net liability for defined benefit arrangements is as follows:

a. Balance Sheet

Net liability	US pensions (€m)	Other pensions (€m)	US healthcare (€m)	Other post-employment liabilities (€m)	Total (€m)
Present value of retirement benefit obligations	(244.5)	(84.6)	(63.9)	(72.7)	(465.7)
Fair value of plan assets	174.1	95.5	—	14.4	284.0
Asset ceiling	—	(10.9)	—	—	(10.9)
Net liability at 31 December 2014	**(70.4)**	**—**	**(63.9)**	**(58.3)**	**(192.6)**

Net liability	US pensions (€m)	Other pensions (€m)	US healthcare (€m)	Other post-employment liabilities (€m)	Total (€m)
Present value of retirement benefit obligations	(253.6)	(84.3)	(62.8)	(74.0)	(474.7)
Fair value of plan assets	184.6	99.5	—	18.2	302.3
Asset ceiling	—	(15.2)	—	—	(15.2)
Net liability at 31 December 2015	**(69.0)**	**—**	**(62.8)**	**(55.8)**	**(187.6)**

Net liability	US pensions (€m)	Other pensions (€m)	US healthcare (€m)	Other post-employment liabilities (€m)	Total (€m)
Present value of retirement benefit obligations	(263.1)	(96.1)	(58.7)	(80.8)	(498.7)
Fair value of plan assets	191.1	98.2	—	20.5	309.8
Asset ceiling	—	(4.1)	—	—	(4.1)
Net liability at 31 December 2016	**(72.0)**	**(2.0)**	**(58.7)**	**(60.3)**	**(193.0)**

Net liability	US pensions €m	Other pensions €m	US healthcare €m	Other post employment liabilities €m	Total €m
Present value of retirement benefit obligations	(251.5)	(91.8)	(54.9)	(80.6)	(478.8)
Fair value of plan assets	184.0	97.3	—	21.1	302.4
Asset ceiling	—	(5.8)	—	—	(5.8)
Net liability at 30 June 2017	**(67.5)**	**(0.3)**	**(54.9)**	**(59.5)**	**(182.2)**

The present value of retirement benefit obligations by member type is as follows:

	31 December 2014 (€m)	31 December 2015 (€m)	31 December 2016 (€m)	30 June 2017 (€m)
Active members	131.7	131.7	141.9	134.2
Deferred members	120.4	117.0	127.4	122.1
Retirees	213.6	226.0	229.4	222.5
Total	**465.7**	**474.7**	**498.7**	**478.8**

b. Income Statement

Net expense recognised in the Income Statement is as follows:

Net expense	US pensions (€m)	Other pensions (€m)	US healthcare (€m)	Other post-employment liabilities (€m)	Total (€m)
Current service cost	(0.3)	(1.0)	(0.2)	(4.0)	(5.5)
Curtailment gain	—	—	—	0.1	0.1
Net interest (expense)/income	(1.4)	0.7	(2.0)	(1.7)	(4.4)
Total expense year ended 31 December 2014	**(1.7)**	**(0.3)**	**(2.2)**	**(5.6)**	**(9.8)**

Net expense	US pensions (€m)	Other pensions (€m)	US healthcare (€m)	Other post-employment liabilities (€m)	Total (€m)
Current service cost	(0.3)	(1.3)	(0.3)	(5.4)	(7.3)
Net interest (expense)/income	(2.8)	0.4	(2.5)	(1.1)	(6.0)
Total expense year ended 31 December 2015	**(3.1)**	**(0.9)**	**(2.8)**	**(6.5)**	**(13.3)**

Net expense	US pensions (€m)	Other pensions (€m)	US healthcare (€m)	Other post-employment liabilities (€m)	Total (€m)
Current service cost	(0.3)	(1.1)	(0.2)	(5.4)	(7.0)
Net interest (expense)/income	(2.8)	0.6	(2.4)	(1.2)	(5.8)
Total expense year ended 31 December 2016	**(3.1)**	**(0.5)**	**(2.6)**	**(6.6)**	**(12.8)**

Net expense (unaudited)	US pensions (€m)	Other pensions (€m)	US healthcare (€m)	Other post-employment liabilities (€m)	Total (€m)
Current service cost	(0.1)	(0.6)	(0.1)	(2.8)	(3.6)
Net interest (expense)/income	(1.4)	0.2	(1.2)	(0.5)	(2.9)
Total expense six month period ended 30 June 2016	**(1.5)**	**(0.4)**	**(1.3)**	**(3.3)**	**(6.5)**

Net expense	US pensions (€m)	Other pensions (€m)	US healthcare (€m)	Other post-employment liabilities (€m)	Total (€m)
Current service cost	(0.1)	(0.7)	(0.1)	(3.0)	(3.9)
Net interest expense	(1.4)	—	(1.1)	(0.6)	(3.1)
Total expense six month period ended 30 June 2017	**(1.5)**	**(0.7)**	**(1.2)**	**(3.6)**	**(7.0)**

c. Statement of Comprehensive Income

Re-measurements of retirement benefit obligations included in the Statement of Comprehensive Income are as follows:

Income/(expense)	US pensions (€m)	Other pensions (€m)	US healthcare (€m)	Other post-employment liabilities (€m)	Total (€m)
Return on assets excluding amounts recognised in the Income Statement	0.1	5.8	—	—	5.9
Changes in demographic assumptions	(11.7)	(0.3)	(5.3)	(0.1)	(17.4)
Changes in financial assumptions	(26.4)	(10.8)	(5.2)	(7.2)	(49.6)
Experience (losses)/gains	—	(0.2)	0.7	(0.2)	0.3
Belgium retirement plans	—	—	—	(1.8)	(1.8)
Change in asset ceiling	—	3.8	—	—	3.8
Total net expense year ended 31 December 2014	**(38.0)**	**(1.7)**	**(9.8)**	**(9.3)**	**(58.8)**

Income/(expense)	US pensions (€m)	Other pensions (€m)	US healthcare (€m)	Other post-employment liabilities (€m)	Total (€m)
Return on assets excluding amounts recognised in the Income Statement	(8.0)	(2.3)	—	—	(10.3)
Changes in demographic assumptions	6.6	0.7	2.7	(0.1)	9.9
Changes in financial assumptions	11.8	3.7	2.6	2.7	20.8
Experience gains/(losses)	0.2	1.2	0.5	(0.1)	1.8
Change in asset ceiling	—	(4.1)	—	—	(4.1)
Total net income year ended 31 December 2015	**10.6**	**(0.8)**	**5.8**	**2.5**	**18.1**

Income/(expense)	US pensions (€m)	Other pensions (€m)	US healthcare (€m)	Other post-employment liabilities (€m)	Total (€m)
Return on assets excluding amounts recognised in the Income Statement	4.9	7.2	—	—	12.1
Change in demographic assumptions	4.1	—	1.6	—	5.7
Changes in financial assumptions	(8.0)	(20.2)	1.3	(2.6)	(29.5)
Experience gains / (losses)	1.7	0.5	1.3	(2.3)	1.2
Change in asset ceiling	—	9.9	—	—	9.9
Total net expense year ended 31 December 2016	**2.7**	**(2.6)**	**4.2**	**(4.9)**	**(0.6)**

Income/(expense) (unaudited)	US pensions €m	Other pensions €m	US healthcare €m	Other post-employment liabilities €m	Total €m
Return on assets excluding amounts recognised in the Income Statement	1.9	4.2	—	—	6.1
Changes in financial assumptions	(26.8)	(12.6)	(5.6)	(2.6)	(47.6)
Experience gains/(losses)	1.8	—	0.7	(2.3)	0.2
Change in asset ceiling	—	8.2	—	—	8.2
Total net expense six month period ended 30 June 2016	**(23.1)**	**(0.2)**	**(4.9)**	**(4.9)**	**(33.1)**

Income/(expense)	US pensions €m	Other pensions €m	US healthcare €m	Other post-employment liabilities €m	Total €m
Return on assets excluding amounts recognised in the Income Statement	11.0	2.2	—	(0.1)	13.1
Changes in financial assumptions	(9.8)	1.5	(2.0)	(1.0)	(11.3)
Experience gains / (losses)	(0.2)	—	0.4	2.5	2.7
Change in asset ceiling	—	(1.8)	—	—	(1.8)
Total net expense six month period ended 30 June 2017	**1.0**	**1.9**	**(1.6)**	**1.4**	**2.7**

30.3 Composition of plan assets

Plan assets are comprised as follows:

	US pensions (€m)	Other pensions (€m)	Other post-employment liabilities (€m)	Total (€m)
Equity securities	104.2	14.4	—	118.6
Multi-asset funds	—	34.0	—	34.0
Debt instruments	68.2	38.7	8.1	115.0
Qualifying insurance policies	—	7.9	5.9	13.8
Cash and cash equivalents	1.7	0.5	0.4	2.6
Fair value at 31 December 2014	**174.1**	**95.5**	**14.4**	**284.0**

	US pensions (€m)	Other pensions (€m)	Other post-employment liabilities (€m)	Total (€m)
Equity securities	113.0	9.6	—	122.6
Multi-asset funds	—	37.3	—	37.3
Debt instruments	69.7	44.8	10.3	124.8
Qualifying insurance policies	—	7.6	7.7	15.3
Cash and cash equivalents	1.9	0.2	0.2	2.3
Fair value at 31 December 2015	**184.6**	**99.5**	**18.2**	**302.3**

	US pensions (€m)	Other pensions (€m)	Other post-employment liabilities (€m)	Total (€m)
Equity securities	116.9	7.3	—	124.2
Multi-asset funds	—	34.9	—	34.9
Debt instruments	72.9	48.2	11.8	132.9
Qualifying insurance policies	—	7.6	8.7	16.3
Cash and cash equivalents	1.3	0.2	—	1.5
Fair value at 31 December 2016	**191.1**	**98.2**	**20.5**	**309.8**

	US pensions €m	Other pensions €m	Other post-employment liabilities €m	Total €m
Equity securities	114.0	7.5	—	121.5
Multi-asset funds	—	35.0	—	35.0
Debt instruments	68.8	47.1	11.9	127.8
Qualifying insurance policies	—	7.4	9.2	16.6
Cash and cash equivalents	1.2	0.3	—	1.5
Fair value at 30 June 2017	**184.0**	**97.3**	**21.1**	**302.4**

Debt instruments include corporate bonds, government and public sector bonds, and liability driven investments.

30.4 Net defined benefit obligation

a. US pensions

Movements in net defined benefit obligations

	Present value of obligation (€m)	Fair value of plan assets (€m)	Total (€m)
At 1 January 2014	**(178.3)**	**146.3**	**(32.0)**
Current service cost	(0.3)	—	(0.3)
Net interest (expense)/income	(8.6)	7.2	(1.4)
Re-measurements (Note 30.2c)	(38.1)	0.1	(38.0)
Employer contributions	—	8.6	8.6
Benefits paid	9.1	(9.1)	—
Currency translation	(28.3)	21.0	(7.3)
At 31 December 2014	**(244.5)**	**174.1**	**(70.4)**
Current service cost	(0.3)	—	(0.3)
Net interest (expense)/income	(10.6)	7.8	(2.8)
Re-measurements (Note 30.2c)	18.6	(8.0)	10.6
Employer contributions	—	1.7	1.7
Benefits paid	10.7	(10.7)	—
Currency translation	(27.5)	19.7	(7.8)
At 31 December 2015	**(253.6)**	**184.6**	**(69.0)**
Current service cost	(0.3)	—	(0.3)
Net interest (expense)/income	(10.3)	7.5	(2.8)
Re-measurements (Note 30.2c)	(2.2)	4.9	2.7
Employer contributions	—	1.5	1.5
Benefits paid	11.3	(11.3)	—
Currency translation	(8.0)	3.9	(4.1)
At 31 December 2016	**(263.1)**	**191.1**	**(72.0)**
Current service cost	(0.1)	—	(0.1)
Net interest (expense)/income	(5.0)	3.6	(1.4)
Re-measurements (Note 30.2c)	(10.0)	11.0	1.0
Employer contributions	—	0.9	0.9
Benefits paid	5.6	(5.6)	—
Currency translation	21.1	(17.0)	4.1
At 30 June 2017	**(251.5)**	**184.0**	**(67.5)**

b. Other pensions

Movements in net defined benefit obligations

	Present value of obligation (€m)	Fair value of plan assets (€m)	Accounting surplus (€m)	Asset ceiling (€m)	Total (€m)
At 1 January 2014	**(66.5)**	**80.5**	**14.0**	**(14.0)**	**—**
Current service cost	(1.0)	—	(1.0)	—	(1.0)
Net interest (expense)/income	(3.1)	3.8	0.7	—	0.7
Re-measurements (Note 30.2c)	(11.4)	5.9	(5.5)	3.8	(1.7)
Employer contributions	—	2.0	2.0	—	2.0
Employee contributions	(0.3)	0.3	—	—	—
Benefits paid	2.4	(2.4)	—	—	—
Currency translation	(4.7)	5.4	0.7	(0.7)	—
At 31 December 2014	**(84.6)**	**95.5**	**10.9**	**(10.9)**	**—**
Current service cost	(1.3)	—	(1.3)	—	(1.3)
Net interest (expense)/income	(3.3)	3.7	0.4	—	0.4
Re-measurements (Note 30.2c)	5.6	(2.3)	3.3	(4.1)	(0.8)
Employer contributions	—	1.7	1.7	—	1.7
Employee contributions	(0.4)	0.4	—	—	—
Benefits paid	3.1	(3.1)	—	—	—
Currency translation	(3.4)	3.6	0.2	(0.2)	—
At 31 December 2015	**(84.3)**	**99.5**	**15.2**	**(15.2)**	**—**
Current service cost	(1.1)	—	(1.1)	—	(1.1)
Net interest (expense)/income	(3.0)	3.6	0.6	—	0.6
Re-measurements (Note 30.2c)	(19.7)	7.2	(12.5)	9.9	(2.6)
Employer contributions	—	1.2	1.2	—	1.2
Employee contributions	(0.3)	0.3	—	—	—
Benefits paid	3.0	(3.0)	—	—	—
Currency translation	9.3	(10.6)	(1.3)	1.2	(0.1)
At 31 December 2016	**(96.1)**	**98.2**	**2.1**	**(4.1)**	**(2.0)**
Current service cost	(0.7)	—	(0.7)	—	(0.7)
Net interest (expense)/income	(1.5)	1.5	—	—	—
Re-measurements (Note 30.2c)	1.5	2.2	3.7	(1.8)	1.9
Employer contributions	—	0.5	0.5	—	0.5
Employee contributions	(0.2)	0.2	—	—	—
Benefits paid	2.1	(2.1)	—	—	—
Currency translation	3.1	(3.2)	(0.1)	0.1	—
At 30 June 2017	**(91.8)**	**97.3**	**5.5**	**(5.8)**	**(0.3)**

The Canadian and UK pension plans have accounting surpluses that are not recognised since future economic benefits are not available to the Group either as a cash refund or as a reduction in contributions. The Company has agreed a schedule of additional contributions amounting to €0.7 million to eliminate the funding deficit on one of the UK pension plans by 31 July 2020 including €0.1 million payable by the Company in the next twelve months ended 30 June 2018.

c. US healthcare and other post-employment liabilities

Movements in net defined benefit obligations

	Other post-employment liabilities				
	Present value of obligation (€m)	Fair value of plan assets (€m)	Total (€m)	US healthcare (€m)	Total (€m)
At 1 January 2014	**(55.7)**	**5.8**	**(49.9)**	**(48.5)**	**(98.4)**
Current service cost	(4.0)	—	(4.0)	(0.2)	(4.2)
Curtailment gain	0.1	—	0.1	—	0.1
Net interest (expense)/income	(1.9)	0.2	(1.7)	(2.0)	(3.7)
Re-measurements (Note 30.2c)	(7.5)	—	(7.5)	(9.8)	(17.3)
Belgium retirement plans	(7.5)	5.7	(1.8)	—	(1.8)
Employer contributions	—	3.1	3.1	—	3.1
Benefits paid	4.7	(1.0)	3.7	4.1	7.8
Currency translation	(0.9)	0.6	(0.3)	(7.5)	(7.8)
At 31 December 2014	**(72.7)**	**14.4**	**(58.3)**	**(63.9)**	**(122.2)**
Current service cost	(5.4)	—	(5.4)	(0.3)	(5.7)
Net interest (expense)/income	(1.5)	0.4	(1.1)	(2.5)	(3.6)
Re-measurements (Note 30.2c)	2.5	—	2.5	5.8	8.3
Employer contributions	—	3.3	3.3	—	3.3
Benefits paid	4.7	(1.0)	3.7	5.2	8.9
Currency translation	(1.6)	1.1	(0.5)	(7.1)	(7.6)
At 31 December 2015	**(74.0)**	**18.2**	**(55.8)**	**(62.8)**	**(118.6)**
Current service cost	(5.4)	—	(5.4)	(0.2)	(5.6)
Net interest (expense)/income	(1.6)	0.4	(1.2)	(2.4)	(3.6)
Re-measurements (Note 30.2c)	(4.9)	—	(4.9)	4.2	(0.7)
Employer contributions	—	3.0	3.0	—	3.0
Benefits paid	4.5	(0.8)	3.7	4.2	7.9
Currency translation	0.6	(0.3)	0.3	(1.7)	(1.4)
At 31 December 2016	**(80.8)**	**20.5**	**(60.3)**	**(58.7)**	**(119.0)**
Current service cost	(3.0)	—	(3.0)	(0.1)	(3.1)
Net interest (expense)/income	(0.8)	0.2	(0.6)	(1.1)	(1.7)
Re-measurements (Note 30.2c)	1.4	—	1.4	(1.6)	(0.2)
Employer contributions	—	1.2	1.2	—	1.2
Benefits paid	2.0	(0.4)	1.6	1.9	3.5
Currency translation	0.6	(0.4)	0.2	4.7	4.9
At 30 June 2017	**(80.6)**	**21.1**	**(59.5)**	**(54.9)**	**(114.4)**

Other post-employment liabilities

	31 December 2014 (€m)	31 December 2015 (€m)	31 December 2016 (€m)	30 June 2017 (€m)
Unfunded German pension plans	26.4	24.0	25.8	24.4
Statutory retiring indemnities in France, Italy and Korea	16.3	15.9	17.6	17.7
Long service awards in Germany and Poland	7.3	8.0	7.9	8.7
Retirement plans in Belgium	1.7	1.3	1.7	1.7
Unfunded arrangements under the US and UK pension plans	1.7	1.7	1.8	1.7
Other liabilities	4.9	4.9	5.5	5.3
Total other post-employment liabilities	**58.3**	**55.8**	**60.3**	**59.5**

30.5 Principal assumptions

The principal assumptions in measuring plan liabilities are as follows:

US Pensions	31 December 2014	31 December 2015	31 December 2016	30 June 2016	30 June 2017
Discount rate	3.95%	4.26%	4.02%	3.52%	3.77%
Mortality assumptions: life expectancy from age 65					
Retiring at the end of the current reporting period:					
Males	23	22	21	22	22
Females	25	24	23	24	24
Retiring 20 years after the end of the current reporting period:					
Males	25	23	23	23	23
Females	26	25	24	25	25

Inflation rate, salary and benefit increases were nil for all years presented.

Other pensions	31 December 2014	31 December 2015	31 December 2016	30 June 2016	30 June 2017
Discount rate	3.73%	4.00%	3.08%	3.64%	2.85%
Inflation rate	2.94%	3.00%	3.16%	2.75%	2.97%
Salary increases	3.00%	3.08%	3.34%	2.94%	3.03%
Benefit increases	3.20%	2.37%	2.62%	2.24%	2.39%
Mortality assumptions for other pensions and unfunded German pensions: life expectancy from age 65					
Retiring at the end of the current reporting period:					
Males	22	21	22	21	22
Females	24	24	24	24	24
Retiring 20 years after the end of the current reporting period:					
Males	23	22	23	23	22
Females	26	25	25	25	25

US healthcare	31 December 2014	31 December 2015	31 December 2016	30 June 2016	30 June 2017
Discount rate	3.80%	4.15%	3.95%	3.40%	3.70%
Healthcare cost trend: Initial rate	7.0%	6.75%	6.50%	6.75%	6.50%

Inflation rate, salary and benefit increases were nil for all periods presented.

Other post-employment liabilities	31 December 2014	31 December 2015	31 December 2016	30 June 2016	30 June 2017
Discount rate	2.35%	2.33%	2.03%	1.95%	2.10%
Inflation rate	1.99%	2.44%	1.56%	1.59%	1.42%
Salary increases	2.91%	2.71%	2.50%	2.41%	2.64%
Benefit increases	1.79%	2.51%	1.90%	1.96%	1.84%

Assumptions with regard to life expectancies from retirement at age 65 to mortality for US data is based on RP2014 male and female generational mortality tables with collar adjustment using respective MP scales as follows: Scale MP2016 for the period ended 30 June 2017 and 31 December 2016 (31 December 2015: Scale MP2015 and 31 December 2014: Scale MP2014).

Changes in the principal assumptions would decrease/(increase) the total defined benefit obligation (DBO) as follows:

Decrease/(increase) in DBO	Change in assumption	31 December 2014 Increase €m	31 December 2014 Decrease €m	31 December 2015 Increase €m	31 December 2015 Decrease €m
Discount rate	0.5%	29.4	(33.7)	28.2	(31.2)
Inflation rate	0.5%	(5.6)	4.9	(6.0)	6.0
Salary growth rate	0.5%	(1.6)	1.5	(1.8)	1.7
Life expectancy	1 year	(15.9)	15.8	(13.3)	13.2
Healthcare cost trend: Initial rate	0.5%	(3.3)	3.0	(2.9)	2.7

Decrease/(increase) in DBO	Change in assumption	31 December 2016 Increase €m	31 December 2016 Decrease €m	30 June 2017 Increase €m	30 June 2017 Decrease €m
Discount rate	0.5%	30.1	(34.5)	28.9	(32.5)
Inflation rate	0.5%	(7.4)	7.4	(7.6)	6.9
Salary growth rate	0.5%	(2.1)	1.9	(2.2)	2.0
Life expectancy	1 year	(15.6)	15.5	(16.6)	16.5
Healthcare cost trend: Initial rate	0.5%	(4.2)	3.7	(4.3)	3.8

The sensitivity analysis above illustrates the change in each major assumption whilst holding all others constant. The methods of calculating the defined benefit obligation for this purpose are the same as used for calculating the end of period position.

30.6 Pension plans—risk analysis

Asset volatility	Plan liabilities are calculated using a discount rate set with reference to corporate bond yields. If plan assets were to underperform this yield, this would create a deficit. All the funded plans hold a proportion of equities, which are expected to outperform bonds in the long-term, but which are also likely to experience greater price volatility and therefore risk in the short-term. As plans mature, the Group's strategy is to reduce the level of investment risk by investing more in assets whose risk profile is a better match for the liabilities.
Changes in bond yields	A decrease in bond yields has the effect of increasing plan liabilities, although this is partially offset by an increase in the value of the plans' bond holdings.
Inflation risk	The Group's pension obligations in Canada, the UK and Germany are inflation linked. Caps on the level of inflationary increases are in place to protect the plans against above normal inflation. The US pension obligations are not inflation indexed. The majority of the plan assets are not directly inflation indexed, meaning that an increase in inflation will tend to increase the deficit.
Life expectancy	The majority of the plans' obligations are to provide benefits for the life of each retired member and his/her spouse, so increases in life expectancy result in an increase in the plans' liabilities.

The investments of the funded plans are managed within an asset-liability matching framework that has been developed to achieve long-term investments that align with the obligations of the plans. One objective is to match assets to the pension obligations by investing in annuities and long-term fixed interest securities with maturities that match the benefit payments as they fall due in the appropriate currency. The plans actively monitor how the duration and the expected yield of the investments match the expected cash outflows arising from the pension obligations. The processes used to manage the risks have not changed from previous periods.

Investments are diversified, such that the failure of any single investment would not have a material impact on the overall level of assets. A large portion of assets consist of bonds and equities, although the plans also hold investment funds and liability driven investments. Equities have been shown to offer the best returns over the long term with an acceptable level of risk.

31. Provisions

Movements in provisions are as follows:

	Product warranty (€m)	Restructuring (€m)	Other (€m)	Total (€m)
At 1 January 2014	**23.8**	**1.5**	**20.8**	**46.1**
Provisions made during the year	6.0	1.0	3.4	10.4
Provisions used during the year	(8.5)	(1.7)	(12.9)	(23.1)
Provisions reversed during the year	(3.0)	(0.1)	(0.7)	(3.8)
Utilisation of discount	0.1	—	0.6	0.7
Currency translation	1.5	—	0.4	1.9
At 31 December 2014	**19.9**	**0.7**	**11.6**	**32.2**
Provisions made during the year	16.2	1.2	—	17.4
Provisions used during the year	(10.7)	(0.4)	(1.6)	(12.7)
Provisions reversed during the year	(1.5)	(0.1)	(1.4)	(3.0)
Utilisation of discount	—	—	0.3	0.3
Currency translation	1.2	(0.1)	(0.6)	0.5
At 31 December 2015	**25.1**	**1.3**	**8.3**	**34.7**
Provisions made during the year	11.6	—	0.3	11.9
Provisions used during the year	(13.6)	(0.9)	(0.5)	(15.0)
Provisions reversed during the year	(2.3)	—	(0.5)	(2.8)
Utilisation of discount	—	—	0.2	0.2
Currency translation	0.2	(0.1)	0.4	0.5
At 31 December 2016	**21.0**	**0.3**	**8.2**	**29.5**
Provisions made during the period	6.4	5.0	0.2	11.6
Provisions used during the period	(4.3)	(0.6)	(0.3)	(5.2)
Provisions reversed during the period	(2.3)	—	(0.1)	(2.4)
Utilisation of discount	—	—	0.1	0.1
Currency translation	(0.5)	(0.1)	(0.5)	(1.1)
At 30 June 2017	**20.3**	**4.6**	**7.6**	**32.5**

Total provisions

	31 December 2014 (€m)	31 December 2015 (€m)	31 December 2016 (€m)	30 June 2017 (€m)
Non-current	8.7	6.9	7.2	6.6
Current	23.5	27.8	22.3	25.9
Total provisions	**32.2**	**34.7**	**29.5**	**32.5**

Significant judgements and estimates

While estimating provisions requires judgement, the range of reasonably possible outcomes is narrow. The amounts stated represent management's best estimate of the likely outcome.

Product warranty

The majority of product warranty provisions relate to specific customer issues, and are based upon open negotiations and past customer claims experience. Utilisation of the warranty provision due in more than one year is estimated as €0.1 million per year for years 2018 to 2023.

Restructuring

Restructuring provisions comprise planned headcount reductions and similar costs of balancing production capacity with market requirements. The provision at the end of June 2017 relates to certain of the Group's facilities in Australia, Germany and Italy, and is expected to be utilised in 2018.

Other Provisions

Other provisions at 30 June 2017 comprise provisions for disputed claims for indirect taxes totalling €3.1 million (31 December 2016: €3.4 million; 31 December 2015: €3.0 million and 31 December 2014: €4.8 million) and asset retirement obligations and other claims totalling €4.5 million (31 December 2016: €4.8 million; 31 December 2015: €5.3 million and 31 December 2014: €6.8 million).

32. Taxation

32.1 Current Tax Assets and Liabilities

	Year ended 31 December			30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
Current income tax assets	7.7	4.4	9.6	11.4
Current income tax liabilities	(52.7)	(82.1)	(71.3)	(68.3)
Net current income tax	**(45.0)**	**(77.7)**	**(61.7)**	**(56.9)**

32.2 Deferred Taxation

	Year ended 31 December			30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
Deferred tax assets	107.9	130.0	69.9	50.3
Deferred tax liabilities	(26.1)	(230.5)	(221.5)	(196.1)
Net deferred tax assets/(liabilities)	**81.8**	**(100.5)**	**(151.6)**	**(145.8)**

Movement on net deferred tax account

	Year ended 31 December			30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
At the beginning of the period	**58.2**	**81.8**	**(100.5)**	**(151.6)**
Deferred tax liability on acquisition uplifts	—	(208.0)	(30.0)	—
Income Statement expense before exceptional items	(8.0)	(35.0)	(18.9)	0.8
Income Statement exceptional credit	20.5	28.9	—	—
Statement of Comprehensive Income exceptional credit	0.5	30.5	—	—
Tax on re-measurement of retirement benefit obligations	2.3	(7.1)	(2.0)	(0.4)
Currency translation	8.3	8.4	(0.2)	5.4
At the end of the period	**81.8**	**(100.5)**	**(151.6)**	**(145.8)**

Previously de-recognised deferred tax assets in the period

	Year Ended 31 December			Six months ended 30 June
	2014 €m	2015 €m	2016 €m	2017 €m
Income statement—exceptional credit	20.5	28.9	—	—
Statement of Comprehensive income—exceptional credit	0.5	30.5	—	—
Income statement	—	—	0.5	1.0
Statement of Comprehensive income	—	—	(0.5)	—
Previously de-recognised deferred tax assets in the period	**21.0**	**59.4**	**—**	**1.0**

Prior period exceptional income tax credits arise from the recognition of previously de-recognised deferred tax assets principally in the US, France and Italy after a review showed there were consistent forecasted profits which allowed for the use of historical tax losses to offset future tax charges.

32.3 Deferred Tax Assets and Liabilities

	Assets				Liabilities					
	Provision for pensions and employee benefits (€m)	Deferred interest deductions (€m)	Tax losses (€m)	Other specific provisions (€m)	Excess depreciation on fixed assets and goodwill (€m)	Development intangibles (€m)	Acquisition related intangible assets (€m)	Loan fees (€m)	Unremitted earnings (€m)	Total (€m)
At 1 January 2014	**25.5**	**40.3**	**27.8**	**18.7**	**(12.4)**	**(16.2)**	**—**	**(10.8)**	**(14.7)**	**58.2**
Included in the Income Statement	(1.3)	0.6	6.2	4.8	(5.1)	(5.3)	—	11.2	1.4	12.5
Included in other comprehensive income	2.8	—	—	—	—	—	—	—	—	2.8
Reclassification	6.1	—	—	0.7	(6.8)	—	—	—	—	—
Currency translation	3.0	5.3	2.5	0.9	(2.1)	(0.9)	—	(0.4)	—	8.3
At 31 December 2014	**36.1**	**46.2**	**36.5**	**25.1**	**(26.4)**	**(22.4)**	**—**	**—**	**(13.3)**	**81.8**
Deferred tax on acquisition uplifts	—	—	—	(4.1)	(51.1)	—	(152.8)	—	—	(208.0)
Included in the Income Statement	6.8	(4.2)	(6.5)	7.3	(3.7)	(2.3)	9.1	—	(12.6)	(6.1)
Included in other comprehensive income	23.4	—	—	—	—	—	—	—	—	23.4
Reclassification	—	—	—	0.1	—	—	—	—	(0.1)	—
Currency translation	3.9	5.0	1.5	0.6	(1.8)	(0.8)	—	—	—	8.4
At 31 December 2015	**70.2**	**47.0**	**31.5**	**29.0**	**(83.0)**	**(25.5)**	**(143.7)**	**—**	**(26.0)**	**(100.5)**
Deferred tax on Millennium acquisition uplifts	—	—	—	(0.2)	(2.3)	—	(27.5)	—	—	(30.0)
Included in the Income Statement	0.4	(11.7)	(11.0)	(6.0)	0.6	0.1	21.3	—	(12.6)	(18.9)
Included in other comprehensive income	(2.0)	—	—	—	—	—	—	—	—	(2.0)
Currency translation	1.7	0.9	0.5	(0.4)	(1.7)	(0.2)	(1.0)	—	—	(0.2)
At 31 December 2016	**70.3**	**36.2**	**21.0**	**22.4**	**(86.4)**	**(25.6)**	**(150.9)**	**—**	**(38.6)**	**(151.6)**
Included in the Income Statement	(4.8)	(1.4)	(1.8)	2.7	1.8	(1.1)	10.3	(10.9)	6.0	0.8
Included in other comprehensive income	(0.4)	—	—	—	—	—	—	—	—	(0.4)
Currency translation	(4.5)	(2.8)	(0.7)	(1.3)	4.0	0.7	7.7	0.6	1.7	5.4
At 30 June 2017	**60.6**	**32.0**	**18.5**	**23.8**	**(80.6)**	**(26.0)**	**(132.9)**	**(10.3)**	**(30.9)**	**(145.8)**

The analysis represents gross amounts before netting of deferred tax assets and liabilities in certain tax jurisdictions as reflected in Note 32.2 above.

32.4 Unrecognised Deferred Tax Assets

Deferred income tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefit through future taxable profits is probable. At 30 June 2017 the Group did not recognise deferred income tax assets (net of specific tax provisions) of €119.1 million (31 December 2016: €115.8 million; 31 December 2015: €97.2 million and 31 December 2014: €131.7 million). This is principally represented by gross tax losses in respect of which no deferred income tax asset was recognised (before the netting of specific provisions) amounting to €597.4 million, (31 December 2016: €560.3 million; 31 December 2015: €460.0 million and 31 December 2014: €353.1 million) that can be carried forward against future taxable income. All material tax losses referred to above can be carried forward without time limitation (UK, France and Brazil).

33. Cash Generated From Operations

	Year Ended 31 December			Six months ended 30 June	
	2014 (€m)	2015 (€m)	2016 (€m)	(unaudited) 2016 (€m)	2017 (€m)
Profit/(loss) for the period	**15.8**	**(40.6)**	**43.9**	**40.0**	**71.2**
Income tax expense before exceptional items	68.1	124.0	88.9	49.8	47.3
Exceptional income tax	(20.5)	(28.9)	—	—	—
Profit before income tax	**63.4**	**54.5**	**132.8**	**89.8**	**118.5**
Adjustments for:					
Depreciation, amortisation and impairment charges (Note 6)	76.8	137.0	194.9	95.1	99.1
(Gain)/loss on disposal of property, plant & equipment (Note 11)	(0.5)	(1.3)	0.3	0.2	(0.5)
Share option costs (Note 8)	0.3	6.5	7.4	4.2	3.5
Net finance expense (Note 13)	69.8	102.6	105.1	49.1	48.4
Unremitted share of profit from associates (Note 19)	(1.0)	(1.1)	(1.1)	(0.2)	0.5
Net foreign exchange losses/(gains)	98.8	72.1	2.0	(9.7)	(24.3)
Inventory uplift unwind	—	15.1	0.4	0.4	—
Changes in working capital:					
—Inventories	(12.9)	3.6	(17.1)	(28.9)	(32.0)
—Trade and other receivables	(39.2)	3.1	(81.9)	(72.6)	(47.3)
—Trade and other payables	34.4	11.0	53.5	33.2	8.6
Change in provisions	(16.5)	1.7	(5.9)	(0.9)	4.0
Change in retirement benefit obligations	(16.1)	(8.3)	(4.4)	(2.0)	(0.4)
Total	**257.3**	**396.5**	**386.0**	**157.7**	**178.1**

34. Acquisitions

34.1 Acquisition of TIFSHL

On 30 June 2015 the Company, via its wholly owned intermediate holding company Omega Acquisition Bidco Limited, acquired 100% of the issued ordinary shares of TIFSHL, parent company to the TIFSHL Group. The transaction forms part of the strategy of the ultimate controlling party, the Bain Funds, as part of their portfolio of strategic investments.

The following tables summarise the consideration transferred to acquire TIFSHL and the fair value amounts of identified assets acquired and liabilities assumed at the acquisition date. The goodwill is attributable to the workforce and the profitability of the acquired business.

€m	30 June 2015
Gross consideration	1,110.5
Capital contribution from the former owners of TIFSHL	(24.6)
Net consideration	**1,085.9**
Intangible assets	663.2
Property, plant and equipment (including non-current assets held for sale)	659.6
Investments in associates	17.9
Deferred income tax assets	133.7
Trade and other receivables	574.2
Inventories	294.1
Other assets including current tax, derivatives and financial assets at FVTPL	14.4
Cash and cash equivalents	131.6
Trade and other payables	(582.3)
Borrowings, net of debt funding of consideration	(982.2)
Deferred income tax liabilities	(229.6)
Employment benefit obligations	(182.9)
Provisions	(29.3)
Current tax liabilities	(87.2)
Non-controlling interests	(20.4)
Net assets acquired	**374.8**
Total goodwill	**711.1**

The fair value of consideration was settled by cash. There was no contingent consideration.

The goodwill on the acquisition is not expected to be deductible for tax purposes.

34.2 Acquisition of Millennium Industries Corporation

On 16 February 2016, the Group completed a transaction to acquire 100% of the ordinary share capital of Millennium Industries Corporation, a US-based provider of powertrain fuel rails and engine compartment components.

The revenue included in the combined and consolidated Statement of Comprehensive Income since 16 February 2016 contributed by Millennium Industries Corporation totalled €102.9 million for the year ended 31 December 2016 and €43.5 million for the six month period ended 30 June 2016.

The following unaudited summary presents the consolidated information of the Group for the year ended 31 December 2016 and six month period ended 30 June 2016 as if the business combination had occurred on 1 January 2016:

	Year ended 31 December 2016	Six months ended 30 June 2016
	€m	€m
	(unaudited)	
Group		
Revenue	3,362.4	1,646.6
Profit on ordinary activities after taxation	44.1	40.2

These amounts have been calculated after applying the Group's accounting policies. This included adjusting the results of Millennium Industries Corporation to reflect the additional depreciation and amortisation that would have been charged assuming the fair value adjustments to tangible fixed assets had been applied from 1 January 2016, together with the consequential tax effects. This information is not necessarily indicative of the results of the combined operations, if the acquisition had actually occurred on 1 January 2016 and neither is it indicative of the future results of the combined operations.

The acquisition is reported with fair values as below:

€m	16 February 2016
Consideration	**126.2**
Intangible assets	72.6
Property, plant and equipment	11.2
Trade and other receivables	11.2
Inventories	14.5
Cash and cash equivalents	1.2
Trade and other payables	(11.6)
Deferred income tax liabilities	(30.0)
Net assets acquired	**69.1**
Total goodwill (Note 17)	**57.1**

The fair value of consideration was $139.0 million (€126.2 million) of cash paid or €125.0 million net of cash acquired. There is no contingent consideration applicable to the transaction.

The goodwill is attributable to the workforce and the profitability of the acquired business.

The Company has applied purchase accounting to the acquisition and consolidated the activities of Millennium from the date of acquisition. Acquisition-related costs recognised as an expense in the year ended 31 December 2016 total €1.7 million (six month period ended 30 June 2016: €1.1 million) and are included in exceptional administrative expenses (Note 10). There are no unexpensed costs borne by the Group. None of the goodwill is expected to be deductible for tax purposes.

34.3 Accounting for acquisitions

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. The Group applies the acquisition method to account for business combinations, except that in order to present this historical financial information, the Company has presented “combined and consolidated” financial information for the periods prior to 30 June 2015, when the Company did not control TIFSHL. This is explained in more detail in the basis of preparation (Note 2.1).

The consideration transferred to the former owners of the acquiree for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred, and any equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest’s proportionate share of the recognised amounts of acquiree’s identifiable net assets.

Acquisition-related costs are expensed as incurred in accordance with IFRS 3 ‘Business Combinations’. Intercompany transactions and balances between Group companies are eliminated. Profits and losses resulting from intercompany transactions that are recognised in assets are eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Fair Values on acquisition

The fair values of intangible assets were estimated using various income approaches including the multi-period excess earnings method (customer platforms and aftermarket customer relationships) and the relief from royalty method (trade names, trademarks and technology).

Under the multi-period excess earnings method, an intangible asset’s fair value is equal to the present value of the incremental after-tax cash flows attributable solely to the intangible asset over its remaining useful life. Under the relief from royalty method, fair value is measured by estimating future revenue associated with the intangible asset over its useful life and applying a royalty rate to the revenue estimate. These intangible assets enable the Company to develop new products to meet the evolving business needs as well as competitively produce its existing products.

The fair value of rental properties and property, plant and equipment acquired was based on the consideration of their highest and best use in the market. A combination of sales comparison and cost approaches were used in determining the fair value of rental property. The fair values of property, plant, and equipment, other than rental properties, were based on the consideration that unless otherwise identified, they will continue to be used

"as is" and as part of the ongoing business. A combination of cost and market approaches was used to determine the fair values of property, plant and equipment.

The fair value of the non-controlling interests, were estimated by applying the Guideline Public Company method subject to certain enterprise value adjustments. Discounts for lack of control and lack of control that market participants would consider when measuring the fair value of the non-controlling interests were also included in the determination of fair value.

35. Commitments and Contingencies

35.1 Capital commitments

Expenditure on non-current assets authorised and contracted for at the end of the reporting period but not yet incurred are shown below:

	Year Ended 31 December			30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
Intangible assets	4.6	1.3	2.3	4.5
Property, plant and equipment	30.3	25.1	28.1	53.2
Total	**34.9**	**26.4**	**30.4**	**57.7**

35.2 Operating lease commitments

a) The Group as Lessor

Property that is surplus to the Group's requirements may be sub-let to third parties. The future aggregate minimum rentals receivable under non-cancellable operating leases at 30 June 2017 was €0.9 million (31 December 2016: €0.4 million; 31 December 2015: €0.4 million and 31 December 2014: €0.6 million). During the period ended 30 June 2017 a total of €0.5 million of rental income was recognised in the Income Statement (six month period ended 30 June 2016: €0.4 million; 31 December 2016: €0.9 million; 31 December 2015: €1.0 million and 31 December 2014: €0.9 million).

b) The Group as Lessee

The Group rents buildings, machinery and equipment under operating leases. The future aggregate minimum rentals payable under non-cancellable operating leases were as follows:

	Year Ended 31 December			30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
Within one year	29.2	34.8	35.5	37.0
Between one year and five years	68.6	78.6	92.8	103.6
After five years	44.5	41.4	40.9	41.7
Total	**142.3**	**154.8**	**169.2**	**182.3**

Total operating lease payments recognised as an expense in the six month period ended 30 June 2017 were €24.4 million (six month period ended 30 June 2016: €22.5 million; 31 December 2016: €45.7 million; 31 December 2015: €42.2 million and 31 December 2014: €37.6 million).

Onerous lease provisions recognised in respect of non-cancellable operating leases:

	Year Ended 31 December			30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
Non-current	0.5	—	—	—
Current	0.2	0.4	0.1	—
Onerous property leases	**0.7**	**0.4**	**0.1**	**—**

35.3 Purchase commitments

As part of its normal business practices, the Group enters into contracts with suppliers for purchases of raw materials, components and services to facilitate adequate supply of these materials and services. These arrangements may contain fixed or minimum quantity purchase requirements. These purchase commitments are off-balance sheet agreements to purchase goods or services that are enforceable and legally binding on the Group.

The table below summarises the contractual purchase commitments:

	Year Ended 31 December			Six Months ended 30 June
	2014 (€m)	2015 (€m)	2016 (€m)	2017 (€m)
Less than one year	61.2	53.2	44.9	50.0
Between one and two years	16.2	11.5	9.3	9.1
Between two and five years	14.1	14.8	6.6	5.7
After five years	3.4	1.4	0.7	1.0
Total	**94.9**	**80.9**	**61.5**	**65.8**

Contingencies

The Group has contingent liabilities relating to legal and tax proceedings arising in the normal course of business. Known claims and litigation involving the Company and its subsidiaries were reviewed at the end of the period. Based on the advice of legal counsel, appropriate provisions have been made to cover the related risks. While the outcome of any proceedings in progress cannot be predicted, the Company does not believe they will have a material impact on the Group's financial position.

36. Auditors' Remuneration

Services provided by the Company's auditor and its associates

During the period the Group obtained the following services from PricewaterhouseCoopers LLP, the Company's auditor:

	Year Ended 31 December			Six Months ended 30 June	
	2014 €m	2015 €m	2016 €m	(unaudited) 2016 €m	2017 €m
Fees payable to the Company's Auditor and its associates for the audit of the Parent Company and the Group financial statements	1.6	1.9	1.6	0.8	0.9
Fees payable to the Company's Auditor and its associates for the audit of the Company's subsidiaries	0.6	0.5	0.4	0.2	0.3
Tax compliance and advisory services	0.6	0.4	0.6	0.6	0.3
All other services	2.3	6.7	4.8	0.6	2.0
Total	**5.1**	**9.5**	**7.4**	**2.2**	**3.5**

The "all other services" remuneration of €2.0 million (six month period ended 30 June 2016: €0.6 million; 31 December 2016: €4.8 million; 31 December 2015: €6.7 million and 31 December 2014: €2.3 million) includes efforts to enhance compliance and internal control, professional services transaction costs, accounting advice and other assurance services.

37. Related Party Transactions and Controlling Parties

37.1 Transactions with affiliates of the Bain Funds

The Bain Funds represent affiliates of and funds advised by Bain Capital, LP.

During the period, the Group procured products and materials totalling €0.5 million (six month period ended 30 June 2016: €0.3 million; 31 December 2016: €0.7 million and 31 December 2015: €0.5 million) from companies in which the Bain Funds the Group's ultimate controlling party since 30 June 2015, had investment interests. These transactions were completed on the basis of normal commercial terms.

During the period, the Group incurred Bain management charges totalling €2.4 million (six month period ended 30 June 2016: €2.4 million; 31 December 2016: €4.8 million and 31 December 2015: €2.3 million).

37.2 Transactions with Group companies

Balances and transactions between Group companies have been eliminated on consolidation, and are not disclosed in this note except for subsidiaries that are not wholly owned. Transactions with those companies are made on the Group's standard terms of trade.

The Group holds 73% of the shares in Hanil Tube Co Ltd **("Hanil")** which is located in South Korea. At 30 June 2017 Hanil had trade and loan receivables net of payables from other Group undertakings amounting to €14.2 million (31 December 2016: €16.0 million; 31 December 2015: €15.2 million and 31 December 2014: €14.7 million) and made sales within the Group during the six month period ended 30 June 2017 of €4.5 million (six month period ended 30 June 2016: €5.3 million; 31 December 2016: €10.8 million; 31 December 2015: €10.9 million and 31 December 2014: €8.8 million).

The Group holds 97% of the shares in Bundy India Ltd. At 30 June 2017 Bundy India Ltd had trade and loan payables net of receivables to other Group undertakings amounting to €7.5 million (31 December 2016: €8.6 million; 31 December 2015: €8.4 million; 31 December 2014: €7.2 million) and made sales within the Group during the six month period ended 30 June 2017 of €4.0 million (six months ended 30 June 2016: €3.1 million; 31 December 2016: €6.3 million; 31 December 2015: €6.2 million and 31 December 2014: €5.3 million).

Ultimate Controlling Party

The Bain Funds have been the Company's ultimate controlling party since its incorporation.

37.3 Transactions with Associates

	Year Ended 31 December			Six Months Ended 30 June	
	2014 (€m)	**2015 (€m)**	**2016 (€m)**	**2016 (€m)**	**2017 (€m)**
Amounts owed to associates	2.9	2.7	2.8	—	2.3
Purchases from associates in the period	14.5	15.2	21.6	10.6	9.4

Transactions with related parties other than subsidiaries are attributable solely to the ordinary business activities of the respective company and were conducted on an arm's length basis.

37.4 Transactions with Key Management Personnel

Key management personnel comprise the Board of Directors and key officers who report directly to the Chief Executive Officer. The total number of key management personnel was 13 (31 December 2016: 13; 31 December 2015: 12 and 31 December 2014: 9).

At no time during 2017, 2016, 2015 or 2014 were any loans to key management personnel made by the Group.

Compensation of key management personnel

	Year Ended 31 December			Six Months Ended 30 June	
	2014 (€m)	**2015 (€m)**	**2016 (€m)**	**(unaudited) 2016 (€m)**	**2017 (€m)**
Short-term employee benefits	30.5	18.9	12.9	6.3	5.2
Post-employment benefits	0.1	0.1	0.1	0.1	0.1
Share option cost	0.3	4.9	6.0	3.3	2.5
Total	**30.9**	**23.9**	**19.0**	**9.7**	**7.8**

There was €3.1 million of compensation outstanding at 30 June 2017 (31 December 2016: €9.0 million; 31 December 2015: €9.2 million and 31 December 2014: €7.9 million). In addition to salaries the Group also provides non-cash benefits to key management personnel and contributes to post-employment pension plans on their behalf.

In the event of a change of control of the Group, share options would become exercisable.

38. Events after the Balance Sheet Date

Since the balance sheet date, the following events have taken place:

- On 18 October 2017 the Company was re-registered as a public company limited by shares with the name TI Fluid Systems plc.
- On 10 October 2017 the Company announced a tender offer to redeem between 40% and 51% of the Group's unsecured senior notes. As at 23 October 2017, the Company had received acceptances under such tender offer in respect of more than 51% of the unsecured senior notes such that the Company may implement the tender offer in full.
- On 9 October 2017 the Company announced its intention to proceed with an initial public offering and to apply for admission to the premium listing segment of the Official List and to trading on the main market for listed securities of the London Stock Exchange.
- On 9 October 2017 the Company reduced its share capital by means of the solvency statement procedure from each Ordinary Share having a nominal value of £1 to each having a nominal value of £0.01.

Other than set out above, there have been no events after the balance sheet date which require disclosure in, or adjustment to, the Group's period-end financial position.

PART VIII

PRO FORMA FINANCIAL INFORMATION

SECTION A: REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION ON THE GROUP

The Directors
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25 October 2017

Dear Sirs

TI Fluid Systems plc (the "Company")

We report on the pro forma statement of net assets (the "**Pro Forma Financial Information**") set out in Section B of Part VIII of the Company's prospectus dated 25 October 2017 (the "**Prospectus**") which has been prepared on the basis described in the notes to the Pro Forma Financial Information, for illustrative purposes only, to provide information about how the proposed Global Offer might have affected the financial information presented on the basis of the accounting policies to be adopted by the Company in preparing the financial statements for the period ending 31 December 2017. This report is required by item 7 of Annex II to the PD Regulation and is given for the purpose of complying with that PD Regulation and for no other purpose.

Responsibilities

It is the responsibility of the directors of the Company to prepare the Pro Forma Financial Information in accordance with Annex II of the PD Regulation.

It is our responsibility to form an opinion, as required by item 7 of Annex II to the PD Regulation as to the proper compilation of the Pro Forma Financial Information and to report our opinion to you.

In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the Pro Forma Financial Information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

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PricewaterhouseCoopers LLP is a limited liability partnership registered in England with registered number OC303525. The registered office of PricewaterhouseCoopers LLP is 1 Embankment Place, London WC2N 6RH. PricewaterhouseCoopers LLP is authorised and regulated by the Financial Conduct Authority for designated investment business

Save for any responsibility which we may have to those persons to whom this report is expressly addressed and for any responsibility arising under item 5.5.3R(2)(f) of the Prospectus Rules to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with item 23.1 of Annex I to the PD Regulation, consenting to its inclusion in the Prospectus.

Basis of opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Pro Forma Financial Information with the directors of the Company.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Pro Forma Financial Information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Our work has not been carried out in accordance with auditing standards or other standards and practices generally accepted in the United States of America and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Opinion

In our opinion:

(a) the Pro Forma Financial Information has been properly compiled on the basis stated; and

(b) such basis is consistent with the accounting policies of the Company.

Declaration

For the purposes of Prospectus Rule 5.5.3 R(2)(f), we are responsible for this report as part of the Prospectus and we declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Prospectus in compliance with item 1.2 of Annex I to the PD Regulation.

Yours faithfully

PricewaterhouseCoopers LLP
Chartered Accountants

SECTION B: UNAUDITED PRO FORMA STATEMENT OF NET ASSETS OF THE GROUP

The unaudited pro forma statement of net assets set out below has been prepared to illustrate the impact on the Group's net assets of the use of proceeds from the Global Offer to repay certain borrowings as if the Global Offer had occurred on 30 June 2017. The unaudited pro forma information is based on historical financial information of the Group as at 30 June 2017 as contained in Section B (*Historical financial information relating to the Group*) of Part VII: "*Historical Financial Information*" of this Prospectus and has been prepared for illustrative purposes only, and because of its nature, addresses a hypothetical situation and, therefore, does not represent the Group's actual financial position or results following the matters referred to above.

The unaudited pro forma information does not constitute financial statements within the meaning of Section 434 of the Companies Act.

The unaudited pro forma statement of net assets has been prepared in accordance with the basis set out below and on a basis consistent with the IFRS accounting policies of the Group set out in Note 2 to the Historical Financial Information in Section B (*Historical financial information relating to the Group*) of Part VII: "*Historical Financial Information*" of this Prospectus, and in accordance with Annex II to the PD Regulation. It should be read in conjunction with the notes below.

PwC's report on the unaudited pro forma statement of net assets is set out in Section A of this Part VIII: "*Pro Forma Financial Information*".

Shareholders should read the whole of this Prospectus and not rely solely on the summarised financial information contained in this Part VIII.

		Adjustments		
	Group as at 30 June 2017 (Note 1) (€m)	Net proceeds of the Global Offer receivable by the Company (Note 2) (€m)	Repayment of borrowings (Note 3) (€m)	Unaudited pro forma total (Note 4) (€m)
Non-current assets				
Intangible assets	1,322.0	—	—	1,322.0
Property, plant and equipment	669.8	—	—	669.8
Investments in associates	18.6	—	—	18.6
Derivative financial instruments	10.4	—	—	10.4
Deferred income tax assets	50.3	—	—	50.3
Trade and other receivables	11.9	—	—	11.9
	2,083.0	—	—	**2,083.0**
Current assets				
Inventories	315.9	—	—	315.9
Trade and other receivables	612.2	—	—	612.2
Current income tax assets	11.4	—	—	11.4
Derivative financial instruments	4.9	—	—	4.9
Financial assets at fair value through profit and loss	2.9	—	—	2.9
Cash and cash equivalents	194.5	360.0	(360.0)	194.5
	1,141.8	**360.0**	**(360.0)**	**1,141.8**
Total assets	**3,224.8**	**360.0**	**(360.0)**	**3,224.8**
Non-current liabilities				
Trade and other payables	15.3	—	—	15.3
Borrowings	1,581.1	—	(348.7)	1,232.4
Derivative financial instruments	38.4	—	—	38.4
Deferred income tax liabilities	196.1	—	—	196.1
Retirement benefit obligations	182.2	—	—	182.2
Provisions	6.6	—	—	6.6
	2,019.7	—	**(348.7)**	**1,671.0**
Current liabilities				
Trade and other payables	587.8	(1.0)	—	586.8
Current income tax liabilities	68.3	—	—	68.3
Borrowings	5.3	—	(2.1)	3.2
Derivative financial instruments	2.3	—	—	2.3
Provisions	25.9	—	—	25.9
	689.6	**(1.0)**	**(2.1)**	**686.5**
Total liabilities	**2,709.3**	**(1.0)**	**(350.8)**	**2,357.5**
Net assets	**515.5**	**361.0**	**(9.2)**	**867.3**

Notes:

(1) The financial information has been extracted without material adjustment from the combined and consolidated financial information set out in Section B (*Historical financial information relating to the Group*) of Part VII: "*Historical Financial Information*" of this Prospectus.

(2) This column reflects the net proceeds of the Global Offer receivable by the Company, being gross proceeds of £378.3 million (€425.0 million, translated at an exchange rate of €1.124 per £1.00), less estimated fees and expenses of approximately €65 million payable by the Company. As at 30 June 2017, the Group had accrued €1.0 million of the €65 million within current trade and other payables. As well as expenses relating to the Global Offer, such as underwriting and adviser fees, the fees and expenses of €65 million includes €17.1 million relating to the 8.75% redemption price payable in respect of the Notes (see paragraph (c) of Section 12.4 (*The Group's financing arrangements*) of Part XI: "*Additional Information*" of this Prospectus), $7.5 million (€6.4 million) in respect of the fee payable to Bain Capital Partners, LLC under the Management Agreement (see Section 16 (*Related Party Transactions*) of Part XI: "*Additional Information*" of this Prospectus), and the one-time bonuses set out in Section 6.2 (*Director service agreements and letters of appointment*) of Part XI: "*Additional Information*" of this Prospectus.

(3) The adjustment to borrowings as at 30 June 2017 assumes that €200.7 million ($229.5 million, at an exchange rate of $1.144 per €1.00) of the net proceeds received from the Global Offer is used to redeem 51% of the Notes and the balance of the proceeds (approximately €159.3 million) is used to repay part of the Group's indebtedness under the Term Loan.

The €2.1 million adjustment to current borrowings comprises:

	(€m)
Repayment of the current portion of the Term Loan	(9.3)
Unamortised debt issue costs relating to the Term Loan that will be written off to the consolidated income statement on repayment of this balance	4.5
Reclassification to non-current borrowings of unamortised debt issue costs relating to the Term Loan	2.7
Adjustment to current borrowings	**(2.1)**

The €348.7 million adjustment to non-current borrowings comprises:

	(€m)
Repayment of the non-current portion of the Term Loan	(150.0)
Repayment of the Notes	(200.7)
Unamortised debt issue costs relating to the Notes that will be written off to the consolidated income statement on repayment of this balance	4.7
Reclassification from current borrowings of unamortised debt issue costs relating to the Term Loan	(2.7)
Adjustment to non-current borrowings	**(348.7)**

The figures in this footnote and the associated adjustment do not take account of movements in the balances subsequent to 30 June 2017.

See also Section 4 (*Use of Proceeds*) in Part IX: "*Details of the Global Offer*" of this Prospectus.

(4) No adjustment has been made to take account of the trading results or other transactions undertaken by the Group since 30 June 2017.

PART IX

DETAILS OF THE GLOBAL OFFER

1. SUMMARY OF THE GLOBAL OFFER

The Global Offer comprises (i) the issue by the Company of 148,333,333 New Ordinary Shares (representing approximately 28.6% of the issued share capital of the Company immediately following Admission) and (ii) the sale of 11,148,243 Sale Shares by the Selling Shareholder (as nominee for the Individual Shareholders who have elected to sell Sale Shares in the Global Offer (representing approximately 2.1% of the issued share capital of the Company immediately following Admission)). In addition, up to 23,922,236 Over-allotment Shares are being made available by the Over-allotment Shareholders pursuant to the Over-allotment Option described below.

The Company estimates that the net proceeds received by it from the Global Offer (after deduction of commissions payable to the Underwriters and the estimated expenses related to the Global Offer payable by the Company and VAT of approximately £58 million (€65 million)) will be approximately £320 million (€360 million). The Company will not receive any portion of the proceeds from the sale of the Sale Shares by the Selling Shareholder or the Over-allotment Shares by the Over-allotment Shareholders.

The Global Offer is being made by way of an offering of Offer Shares to qualified investors in certain member states of the European Economic Area ("**EEA Member States**"), including to institutional investors in the United Kingdom, and to certain other institutional investors outside the United States in compliance with Regulation S and to QIBs in the United States in reliance on Rule 144A or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. Certain restrictions apply to the distribution of this Prospectus and the Offer Shares being issued and sold under the Global Offer in jurisdictions outside the United Kingdom.

The Global Offer is fully underwritten by the Underwriters subject to, and in accordance with the terms of, the Underwriting Agreement and is conditional on the satisfaction of the conditions set out therein, including Admission becoming effective by no later than 8.00 a.m. (London time) on 30 October 2017 or such later time and/or date as the Company and the Joint Global Co-ordinators (for themselves and on behalf of the other Underwriters) may agree.

When admitted to trading on the LSE, the Ordinary Shares will be registered with ISIN GB00BYQB9V88 and SEDOL number BYQB9V8.

The Offer Shares will, following Admission, rank *pari passu* in all respects with the Ordinary Shares and will carry the right to receive all dividends and other distributions declared, made or paid on or in respect of the Ordinary Shares after Admission. The Offer Shares will, immediately following Admission, be freely transferable under the Articles.

Immediately following Admission, it is expected that approximately 30.7% of the Company's issued share capital will be held in public hands (within the meaning of Listing Rule 6.1.19R) assuming that no Over-allotment Shares are acquired pursuant to the Over-allotment Option (increasing to 35.3% if the maximum number of Over-allotment Shares are acquired pursuant to the Over-allotment Option).

The Existing Ordinary Shares will represent 71.4% of the total issued Ordinary Shares immediately following Admission.

2. ALLOCATION AND PRICING

Allocations of Offer Shares under the Global Offer will be determined by the Company and the Bain Funds following consultation with the Joint Global Co-ordinators (on behalf of themselves and the other Underwriters). All Offer Shares will be issued or sold, payable in full, at the Offer Price. A number of factors will be considered in determining the Offer Price and basis of allocation, including the level and nature of demand for Offer Shares and the objective of establishing an orderly after market in the Offer Shares.

There is no minimum or maximum number of Offer Shares which can be applied for.

Upon accepting any allocation, prospective investors will be contractually committed to acquiring the number of Offer Shares allocated to them at the Offer Price and, to the fullest extent permitted by law, will be deemed to have agreed not to exercise any rights to rescind or terminate, or withdraw from, such commitment. Dealing may not begin before notification is made.

3. DEALING ARRANGEMENTS AND SETTLEMENT

Application has been made to the FCA for the Ordinary Shares to be admitted to the premium listing segment of the Official List and to the LSE for such Ordinary Shares to be admitted to trading on the LSE's main market for listed securities.

It is expected that dealings in the Ordinary Shares will commence trading on the LSE on a conditional basis at 8.00 a.m. (London time) on 25 October 2017. All dealings between the commencement of conditional dealings and the commencement of unconditional dealings will be on a "when issued basis" and at the risk of the parties concerned. If the Global Offer does not become unconditional, these dealings will be of no effect.

Admission is expected to take place and unconditional dealings in the Ordinary Shares on the LSE are expected to commence at 8.00 a.m. (London time) on 30 October 2017.

It is expected that Ordinary Shares allocated to investors in the Global Offer will be delivered in uncertificated form and settlement will take place through CREST on Admission. CREST is a paperless settlement system enabling securities to be evidenced otherwise than by a certificate and to be transferred otherwise than by a written instrument. With effect from Admission, the Articles will permit the holding of Ordinary Shares under the CREST System. The Company has applied for the Ordinary Shares to be admitted to CREST with effect from Admission. Accordingly, settlement of transactions in the Ordinary Shares following Admission may take place within the CREST System if any investor so wishes. CREST is a voluntary system and holders of Offer Shares who wish to receive and retain share certificates will be able to do so. An investor applying for Offer Shares in the Global Offer may, however, elect to receive Offer Shares in uncertificated form if that investor is a member (as defined in the Uncertificated Securities Regulations 2001 (SI 2001/3755)) (the "**CREST Regulations**") in relation to CREST.

It is intended that, if applicable, definitive share certificates in respect of the Global Offer will be distributed from 6 November 2017 or as soon thereafter as is practicable. No temporary documents of title will be issued. Dealings in advance of the crediting of the relevant CREST account shall be at the risk of the investor concerned.

Each investor will be required to undertake to pay the Offer Price for the Offer Shares issued or sold to such investor in such manner as shall be directed by the Joint Global Co-ordinators.

4. USE OF PROCEEDS

The Company estimates that the net proceeds received by it from the Global Offer (after deduction of commissions payable to the Underwriters and the estimated expenses related to the Global Offer payable by the Company and VAT of approximately £58 million (€65 million)) will be approximately £320 million (€360 million).

The Directors believe that the Global Offer will improve the public profile of the Company, support the Company's growth plans, give the Company access to a wider range of capital-raising options, further improve the ability of the Company to recruit, retain and incentivise its key management and employees and create a liquid market in the Ordinary Shares.

In order to reduce the Company's cost of financing, the Company intends to use approximately £173 million (€194 million) of the net proceeds it will receive from the Global Offer to redeem 51% (through a tender offer) of the Notes and the balance of the proceeds of approximately £147 million (€166 million) is intended to be used to repay part of the Group's indebtedness under the Term Loan.

The sale of the Sale Shares will provide the Individual Shareholders with an opportunity for a partial realisation of their respective investment in the Company.

5. STABILISATION AND OVER-ALLOTMENT

In connection with the Global Offer, the Stabilising Manager, or any of its agents, may (but will be under no obligation to), to the extent permitted by applicable law, over-allot Ordinary Shares up to a maximum of 15% of the total number of Ordinary Shares comprised in the Global Offer or effect other stabilisation transactions with a view to supporting the market price of the Ordinary Shares at a higher level than that which might otherwise prevail in the open market. Such stabilisation transactions may be effected on any securities market, over-the-counter market, stock exchange or otherwise and may be undertaken at any time during the period commencing on the date of the commencement of conditional dealings in the Ordinary Shares on the LSE and ending no later than 30 calendar days thereafter. However, there will be no obligation on the Stabilising

Manager or any of its agents to effect stabilising transactions and there is no assurance that stabilising transactions will be undertaken. Such stabilising measures, if commenced, may be discontinued at any time without prior notice. In no event will measures be taken to stabilise the market price of the Ordinary Shares above the Offer Price. Except as required by law or regulation, neither the Stabilising Manager nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilisation transactions conducted in relation to the Global Offer.

For the purposes of allowing the Stabilising Manager to cover short positions resulting from any such over-allotments and/or from sales of Ordinary Shares effected by it during the stabilising period, the Over-allotment Shareholders have granted to the Stabilising Manager the Over-allotment Option, pursuant to which the Stabilising Manager may require the Over-allotment Shareholders to sell in aggregate up to 23,922,236 Over-allotment Shares (being up to a maximum of 15% of the total number of Ordinary Shares comprised in the Global Offer) at the Offer Price. The Over-allotment Option is exercisable in whole or in part, upon notice by the Stabilising Manager, at any time on or before the 30th calendar day after the commencement of conditional dealings in the Ordinary Shares on the LSE. Any Over-allotment Shares made available pursuant to the Over-allotment Option will rank *pari passu* in all respects with the Ordinary Shares, including for all dividends and other distributions declared, made or paid on the Ordinary Shares, will be purchased on the same terms and conditions as the Ordinary Shares being issued or sold in the Global Offer and will form a single class for all purposes with the other Ordinary Shares.

Securities Lending Agreement

On 25 October 2017, the Stabilising Manager and Bain Capital Fund XI, L.P. entered into a securities lending agreement in connection with settlement and stabilisation (the "**Securities Lending Agreement**"). Pursuant to the Securities Lending Agreement, the Stabilising Manager will be able to borrow up to a maximum of 15% of the total number of Offer Shares on Admission for the purposes, *inter alia*, of allowing the Stabilising Manager to settle, on Admission, over-allotments, if any, made in connection with the Global Offer. If the Stabilising Manager borrows any Ordinary Shares pursuant to the Securities Lending Agreement, it will be required to return equivalent securities to Bain Capital Fund XI, L.P. in accordance with the terms of the Securities Lending Agreement.

6. SHAREHOLDERS

The following table sets forth the number of Ordinary Shares held by the Individual Shareholders (through the Selling Shareholder) and the Bain Funds and the number of Ordinary Shares being sold by the Individual Shareholders (through the Selling Shareholder) and the Over-allotment Shareholders, as applicable.

Shareholder	Ordinary Shares owned prior to the Global Offer	Ordinary Shares to be sold in the Global Offer	Ordinary Shares owned after the Global Offer assuming no exercise of the Over-allotment Option	Ordinary Shares to be sold if the Over-allotment Option is exercised in full	Ordinary Shares owned after the Global Offer if the Over-allotment Option is exercised in full
Bain Capital Fund XI, L.P.(1)(3)	305,489,976	—	45,271,341	21,349,105	23,922,236
BCIP Associates IV, L.P.(1)(3)	34,170,871	—	2,388,024	2,388,024	—
BCIP Associates IV-B, L.P.(1)(3)	497,175	—	34,744	34,744	—
BCIP Trust Associates IV, L.P.(1)(3) . . .	1,496,624	—	104,591	104,591	—
BCIP Trust Associates IV-B, L.P.(1)(3) .	178,733	—	12,490	12,490	—
RGIP, L.P.(2)(3)	476,251	—	33,282	33,282	—
William L. Kozyra(4)	12,471,803	5,038,181	7,433,622	—	7,433,622
Timothy Knutson(4)	6,235,901	2,666,980	3,568,921	—	3,568,921
Hans Dieltjens(4)	2,113,359	570,606	1,542,753	—	1,542,753
Steve Taylor(4)	626,782	213,105	413,677	—	413,677
Other employee Shareholders(4)	6,956,402	2,659,371	4,297,031	—	4,297,031

Notes:

(1) The business address of Bain Capital Fund XI, L.P., BCIP Associates IV, L.P., BCIP Associates IV-B, L.P., BCIP Trust Associates IV, L.P. and BCIP Trust Associates IV-B, L.P. is Devonshire House, Mayfair Place, London W1J 8AJ, United Kingdom.

(2) The business address of RGIP, L.P is 60 Ludgate Hill, London EC4M 7AW, United Kingdom.

(3) Conditional upon Admission, the Bain Funds will transfer 294,465,158 Ordinary Shares held by them to the BCOH Shareholder in connection with the Bain Funds' right to enter into margin loan facilities following Admission. See Section 5 (*Major Interests in Shares*) of Part XI: "*Additional Information*" of this Prospectus.

(4) Equiniti Financial Services Limited will sell as nominee for William L. Kozyra, Timothy Knutson, Hans Dieltjens, Steve Taylor and other employee Shareholders, being the beneficial holders of such Ordinary Shares. The business address of Equiniti Financial Services Limited is Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

7. CONDITIONS

The Global Offer is conditional upon Admission becoming effective and the satisfaction of certain conditions contained in the Underwriting Agreement. See the summary of the Underwriting Agreement in Section 12.1 (*Underwriting Agreement*) of Part XI: "*Additional Information*" of this Prospectus for further details regarding these conditions.

8. UNDERWRITING AGREEMENT

On 25 October 2017, the Company, the Directors, the Institutional Shareholders and the Selling Shareholder entered into the Underwriting Agreement with the Underwriters. Pursuant to the Underwriting Agreement, each Underwriter has severally agreed, subject to certain conditions, to use its reasonable endeavours to procure subscribers or purchasers for the Offer Shares and, to the extent that the Underwriters fail to procure subscribers or purchasers for all or some of the Offer Shares, to subscribe for or purchase, as the case may be, the Offer Shares. All such subscriptions or purchases will be at the Offer Price.

The Underwriting Agreement contains provisions entitling the Joint Global Co-ordinators (on behalf of themselves and the other Underwriters) to terminate the Underwriting Agreement (and consequently the Global Offer (and the arrangements associated with it)) at any time prior to Admission in certain circumstances. If this right is exercised, the Global Offer and these arrangements will lapse, Admission will not occur and any monies received in respect of the Global Offer will be returned to applicants without interest. The Underwriting Agreement provides for the Underwriters to be paid commissions in respect of the Offer Shares issued and/or sold and any Over-allotment Shares sold following exercise of the Over-allotment Option. Any commissions and fees received by the Underwriters may be retained, and any Offer Shares acquired by them may be retained or dealt in by them, for their own benefit.

Further details of the terms of the Underwriting Agreement are set out in Section 12.1 (*Underwriting Agreement*) of Part XI: "*Additional Information*" of this Prospectus.

9. SHARE SALE ELECTION DEEDS

Each of the existing Shareholders (other than the Institutional Shareholders) has entered into a share sale election deed (the "**Share Sale Election Deed**") pursuant to which:

(a) in the case of the Individual Shareholders, who have elected to sell Sale Shares in the Global Offer, each such Individual Shareholder has:

  (i) irrevocably instructed the Selling Shareholder to arrange for the sale of Sale Shares as nominee of such Individual Shareholder;

  (ii) agreed that the Underwriters will deduct from the proceeds of the Global Offer to such Individual Shareholder a discretionary commission of up to 1.25% and a commission of 2% of an amount equal to the Offer Price multiplied by the aggregate number of Sale Shares sold in the Global Offer on behalf of such Individual Shareholder (noting that it shall be at the Company's sole discretion as to whether to pay the discretionary commission and, to the extent some or all of the discretionary commission is not paid, a balancing payment will be made to the Individual Shareholders);

  (iii) agreed to pay any stamp duty and/or stamp duty reserve tax arising on the sale of their Sale Shares in the Global Offer;

  (iv) given certain representations, warranties and undertakings, subject to certain limits, to the Underwriters;

  (v) given certain covenants to the Underwriters regarding compliance with laws and regulations affecting the making of the Global Offer in relevant jurisdictions; and

(b) in the case of all existing Individual Shareholders, regardless of whether they have elected to sell Sale Shares in the Global Offer, each such Individual Shareholder has agreed to certain lock-up arrangements as detailed in Section 10 (*Lock-up arrangements*) of this Part IX below.

10. LOCK-UP ARRANGEMENTS

10.1 Underwriting Agreement

Company

Pursuant to the Underwriting Agreement, the Company has undertaken to the Joint Global Co-ordinators (for themselves and on behalf of the other Underwriters) that, from the date of the Underwriting Agreement until the date falling 180 days after the date of Admission, neither it nor any member of the Group will, without the prior written consent of the Joint Global Co-ordinators (such consent not to be unreasonably withheld or delayed), directly or indirectly, offer, issue, allot, lend, mortgage, assign, charge, pledge, sell or contract to sell or issue, issue options in respect of, or otherwise dispose of, directly or indirectly, or announce an offering or issue of, any Ordinary Shares (or any interest therein or in respect thereof) or any other securities exchangeable for, or convertible into, or substantially similar to, the Ordinary Shares or enter into any transaction with the same economic effect as, or agree to do, any of the foregoing, save that the above restriction shall not apply in respect of:

(a) the issue of Ordinary Shares pursuant to the Global Offer;

(b) the grant by the Company of any options or awards in respect of Ordinary Shares pursuant to any share schemes described in this Prospectus; or

(c) the issue of Ordinary Shares pursuant to the grant, vesting or exercise of options or awards under share option schemes in existence on the date of Admission and described in Section 9 (*Employee Share Plans)* of Part XI: "*Additional Information*" of this Prospectus.

Directors

Pursuant to the Underwriting Agreement, the Directors have undertaken to the Joint Global Co-ordinators (for themselves and on behalf of the other Underwriters) that, from the date of the Underwriting Agreement until the date falling 365 days after the date of Admission, they will not, without the prior written consent of the Joint Global Co-ordinators (such consent not to be unreasonably withheld or delayed), directly or indirectly, offer, issue, lend, mortgage, assign, charge, pledge, sell or contract to sell, issue options in respect of, or

otherwise dispose of, directly or indirectly, or announce an offering or issue of, any Ordinary Shares (or any interest therein or in respect thereof) or any other securities exchangeable for, or convertible into, or substantially similar to, the Ordinary Shares or enter into any transaction with the same economic effect as, or agree to do, any of the foregoing, save that the above restriction shall not apply in respect of Ordinary Shares issued pursuant to the grant or exercise of options under share option schemes in existence on the date of Admission and described in Section 9 (*Employee Share Plans*) of Part XI: "*Additional Information*" of this Prospectus, or prohibit a Director from:

(a) selling Sale Shares pursuant to the Global Offer on the terms and conditions set out herein and in the Share Sale Election Deeds;

(b) (i) accepting a general offer made to all holders of issued and allotted Ordinary Shares for the time being (other than Ordinary Shares held or contracted to be acquired by the offeror or its associates within the meaning of the Companies Act) made in accordance with the Takeover Code on terms which treat all such holders alike;

(ii) executing and delivering an irrevocable commitment or undertaking to accept such an offer; or

(iii) selling Ordinary Shares to an offeror or potential offeror during an offer period (within the meaning of the Takeover Code);

(c) selling or otherwise disposing of Ordinary Shares pursuant to any offer by the Company to purchase its own Ordinary Shares which is made on identical terms to all holders of Ordinary Shares in the Company;

(d) transferring or disposing of Ordinary Shares pursuant to a compromise or arrangement between the Company and its creditors or any class of them or between the Company and its members or any class of them which is agreed to by the creditors or members and (where required) sanctioned by the court under the Companies Acts;

(e) taking up any rights granted in respect of a rights issue or other pre-emptive share offering by the Company;

(f) transfers to, or by personal representatives of, an individual who dies during the period referred to above;

(g) transfers of the legal interest in Ordinary Shares provided that the beneficial owner shall not change;

(h) transferring Ordinary Shares to any connected person (as defined in the Companies Act) or any family trust (and upon change of trustees of a trust, to the new trustees of such family trusts) and by the trustees to such family trusts to the beneficiaries thereof;

(i) transferring or disposing of an indirect interest in Ordinary Shares as a result of any transaction by the Individual Shareholders; or

(j) the disposal of Ordinary Shares pursuant to a scheme of reconstruction under section 110 of the Insolvency Act 1986.

The Bain Funds

Pursuant to the Underwriting Agreement, the Bain Funds have undertaken to the Joint Global Co-ordinators (for themselves and on behalf of the Underwriters) that, from the date of the Underwriting Agreement until the date falling 180 days after the date of Admission, they will not, without the prior written consent of the Joint Global Co-ordinators (such consent not to be unreasonably withheld or delayed), directly or indirectly, offer, issue, lend, mortgage, assign, charge, pledge, sell or contract to sell, issue options in respect of, or otherwise dispose of, directly or indirectly, or announce an offering or issue of, any Ordinary Shares (or any interest therein or in respect thereof) or any other securities exchangeable for, or convertible into, or substantially similar to, the Ordinary Shares or enter into any transaction with the same economic effect as, or agree to do, any of the foregoing, other than pursuant to the Global Offer, in the manner described in this Prospectus, and save that the above restrictions shall not prohibit the Bain Funds from:

(a) accepting a general offer made to all holders of issued and allotted Ordinary Shares for the time being (other than Ordinary Shares held or contracted to be acquired by the offeror or its associates within the meaning of the Companies Act) made in accordance with the Takeover Code on terms which treat all such holders alike;

(b) executing and delivering an irrevocable commitment or undertaking to accept a general offer (without any further agreement to transfer or dispose of any Ordinary Shares or any interest therein) as is referred to in sub paragraph (a) above;

(c) selling or otherwise disposing of Ordinary Shares pursuant to any offer by the Company to purchase its own Ordinary Shares which is made on identical terms to all holders of Ordinary Shares in the Company;

(d) transferring or disposing of Ordinary Shares pursuant to a compromise or arrangement between the Company and its creditors or any class of them or between the Company and its members or any class of them which is agreed to by the creditors or members and (where required) sanctioned by the court under the Companies Acts;

(e) taking up any Ordinary Shares or other rights granted in respect of a rights issue or other pre-emptive share offering by the Company;

(f) transferring any title to, or interest in, any Ordinary Shares to an ultimate holding company or to any subsidiaries or subsidiary undertakings, or to any subsidiary or subsidiary undertaking of an ultimate holding company of the Bain Funds;

(g) entering into, and transferring Ordinary Shares in accordance with the terms of, the Securities Lending Agreement and the Over-allotment Option;

(h) granting pledges or charges (a "**Security Interest**") over Ordinary Shares to or for the benefit of a margin loan lender in connection with any margin loan facility;

(i) transferring any Ordinary Shares pursuant to any enforcement of any Security Interest over Ordinary Shares granted to or for the benefit of a margin loan lender in connection with any margin loan facility;

(j) any transfer of Ordinary Shares to a third party by a margin loan lender following the enforcement of any Security Interest over the Ordinary Shares granted to or for the benefit of the relevant margin loan lender;

(k) transfers of Ordinary Shares to the BCOH Shareholder in connection with the entry into by it, or any affiliate of any of the Bain Funds, of any margin loan facility; or

(l) any transfer of Ordinary Shares in accordance with any order made by a court of competent jurisdiction or required by law or regulation.

The Bain Funds have retained the right to enter into margin loan facilities following Admission. Any such margin loan facility shall be made available to BCOH Shareholder, which would grant security over the Ordinary Shares that it then holds in the Company in connection with any such margin loan facility. Should the Institutional Shareholders enter into a margin loan facility as described above, the security granted by the BCOH Shareholder in favour of the relevant margin loan lender (which may be one or more of the Banks and/ or their respective affiliates) could represent all, or substantially all, of the Ordinary Shares that the BCOH Shareholder will hold in the Company following Admission. Ordinarily under such arrangements, the Institutional Shareholders will continue to be able to vote with respect to the Ordinary Shares over which security has been granted unless and until a default occurs under a margin loan facility. In the event that an event of default occurs under a margin loan facility, the security agent under the margin loan facility agreement may enforce the security granted by the BCOH Shareholder over the Ordinary Shares that it holds and sell those Ordinary Shares. Any transferee of such Ordinary Shares during the lock-up period applicable to the Bain Funds would be required to be bound by the lock-up arrangements described above.

The BCOH Shareholder

Pursuant to the Underwriting Agreement, the BCOH Shareholder has undertaken to the Joint Global Co-ordinators (for themselves and on behalf of the Underwriters) that, from the date of the Underwriting Agreement until the date falling 180 days after the date of Admission, it will not, without the prior written consent of the Joint Global Co-ordinators (such consent not to be unreasonably withheld or delayed), directly or indirectly, offer, issue, lend, mortgage, assign, charge, pledge, sell or contract to sell, issue options in respect of, or otherwise dispose of, directly or indirectly, or announce an offering or issue of, any Ordinary Shares (or any interest therein or in respect thereof) or any other securities exchangeable for, or convertible into, or substantially similar to, the Ordinary Shares or enter into any transaction with the same economic effect as, or agree to do, any of the foregoing, save that the above restrictions shall not prohibit the BCOH Shareholder from:

(a) accepting a general offer made to all holders of issued and allotted Ordinary Shares for the time being (other than Ordinary Shares held or contracted to be acquired by the offeror or its associates within the meaning of the Companies Act) made in accordance with the Takeover Code on terms which treat all such holders alike;

(b) executing and delivering an irrevocable commitment or undertaking to accept a general offer (without any further agreement to transfer or dispose of any Ordinary Shares or any interest therein) as is referred to in sub paragraph (a) above;

(c) selling or otherwise disposing of Ordinary Shares pursuant to any offer by the Company to purchase its own Ordinary Shares which is made on identical terms to all holders of Ordinary Shares in the Company;

(d) transferring or disposing of Ordinary Shares pursuant to a compromise or arrangement between the Company and its creditors or any class of them or between the Company and its members or any class of them which is agreed to by the creditors or members and (where required) sanctioned by the court under the Companies Acts;

(e) taking up any Ordinary Shares or other rights granted in respect of a rights issue or other pre-emptive share offering by the Company;

(f) transferring any title to, or interest in, any Ordinary Shares to an ultimate holding company or to any subsidiaries or subsidiary undertakings, or to any subsidiary or subsidiary undertaking of an ultimate holding company of the BCOH Shareholder;

(g) granting any Security Interest over Ordinary Shares to or for the benefit of a margin loan lender in connection with any margin loan facility;

(h) transferring any Ordinary Shares pursuant to any enforcement of any Security Interest over Ordinary Shares granted to or for the benefit of a margin loan lender in connection with any margin loan facility;

(i) any transfer of Ordinary Shares to a third party by a margin loan lender following the enforcement of any Security Interest over the Ordinary Shares granted to or for the benefit of the relevant margin loan lender; or

(j) any transfer of Ordinary Shares in accordance with any order made by a court of competent jurisdiction or required by law or regulation.

The Selling Shareholder

Pursuant to the Underwriting Agreement, the Selling Shareholder has undertaken to the Joint Global Co-ordinators (for themselves and on behalf of the Underwriters) that, from the date of the Underwriting Agreement until the date falling 180 days after the date of Admission, it will not, without the prior written consent of the Joint Global Co-ordinators (such consent not to be unreasonably withheld or delayed), directly or indirectly, offer, issue, lend, mortgage, assign, charge, pledge, sell or contract to sell, issue options in respect of, or otherwise dispose of, directly or indirectly, or announce an offering or issue of, any Ordinary Shares (or any interest therein or in respect thereof) or any other securities exchangeable for, or convertible into, or substantially similar to, the Ordinary Shares or enter into any transaction with the same economic effect as, or agree to do, any of the foregoing, other than pursuant to the Global Offer, in them manner described in this Prospectus, and save that the above restrictions shall not prohibit the Selling Shareholder from:

(a) accepting a general offer made to all holders of issued and allotted Ordinary Shares for the time being (other than Ordinary Shares held or contracted to be acquired by the offeror or its associates within the meaning of the Companies Act) made in accordance with the Takeover Code on terms which treat all such holders alike;

(b) executing and delivering an irrevocable commitment or undertaking to accept a general offer (without any further agreement to transfer or dispose of any Ordinary Shares or any interest therein) as is referred to in sub paragraph (a) above;

(c) selling or otherwise disposing of Ordinary Shares pursuant to any offer by the Company to purchase its own Ordinary Shares which is made on identical terms to all holders of Ordinary Shares in the Company;

(d) transferring or disposing of Ordinary Shares pursuant to a compromise or arrangement between the Company and its creditors or any class of them or between the Company and its members or any class of them which is agreed to by the creditors or members and (where required) sanctioned by the court under the Companies Acts;

(e) taking up any Ordinary Shares or other rights granted in respect of a rights issue or other pre-emptive share offering by the Company;

(f) transferring any title to, or interest in, any Ordinary Shares to an ultimate holding company or to any subsidiaries or subsidiary undertakings, or to any subsidiary or subsidiary undertaking of an ultimate holding company of the Selling Shareholder; or

(g) any transfer of Shares in accordance with any order made by a court of competent jurisdiction or required by law or regulation.

Further details of these arrangements are set out in Section 12.1 (*Underwriting Agreement*) of Part XI: "*Additional Information*" of this Prospectus.

10.2 Share Sale Election Deeds

Pursuant to the Share Sale Election Deeds, the Individual Shareholders (other than the Executive Directors) have undertaken to the Company and the Joint Global Co-ordinators (for themselves and on behalf of the Underwriters) that, from the date of the Share Sale Election Deed until the date falling 180 days after the date of Admission, they will not, without the prior written consent of the Joint Global Co-ordinators (such consent not to be unreasonably withheld or delayed), directly or indirectly, offer, issue, lend, mortgage, assign, charge, pledge, sell or contract to sell, issue options in respect of, or otherwise dispose of, directly or indirectly, or announce an offering or issue of any Ordinary Shares (or any interest therein or in respect thereof) or any other securities exchangeable for, or convertible into, or substantially similar to, the Ordinary Shares or enter into any transaction with the same economic effect as, or agree to do, any of the foregoing, save that the above restrictions shall not prohibit the Individual Shareholders and the Shareholders who hold Ordinary Shares at Admission from:

(a) any disposal of Sale Shares pursuant to the Share Sale Election Deeds;

(b) (i) accepting a general offer made to all holders of issued and allotted Ordinary Shares for the time being (other than Ordinary Shares) held or contracted to be acquired by the offeror or its associates within the meaning of the Companies Act) made in accordance with the Takeover Code on terms which treat all such holders alike;

(ii) executing and delivering an irrevocable commitment or undertaking to accept such an offer;

(iii) selling Ordinary Shares to an offeror or potential offeror during an offer period (within the meaning of the Takeover Code);

(c) selling or otherwise disposing of Ordinary Shares pursuant to any offer by the Company to purchase its own Ordinary Shares which is made on identical terms to all holders of Ordinary Shares in the Company;

(d) transferring or disposing of Ordinary Shares pursuant to a compromise or arrangement between the Company and its creditors or any class of them or between the Company and its members or any class of them which is agreed to by the creditors or members and (where required) sanctioned by the court under the Companies Acts;

(e) taking up any rights granted in respect of a rights issue or other pre-emptive share offering by the Company;

(f) transfers to, or by personal representatives of, an individual who dies during the period referred to above;

(g) transfers of the legal interest in Ordinary Shares provided that the beneficial owner shall not change;

(h) transferring Ordinary Shares to any connected person (as defined in the Companies Act) or any family trust (and upon change of trustees of a trust, to the new trustees of such family trusts) and by the trustees to such family trusts to the beneficiaries thereof; or

(i) the disposal of Ordinary Shares pursuant to a scheme of reconstruction under section 110 of the Insolvency Act 1986.

10.3 Co-ordination Agreement

Executive Directors

Pursuant to a Co-ordination agreement dated 25 October 2017 between the Company, the Institutional Shareholders, the Individual Shareholders and certain of the Non-Executive Directors (the "**Co-ordination Agreement**"), the Executive Directors have agreed, that if, at the end of the 365 day lock-up to which they are subject under the Underwriting Agreement, the Institutional Shareholders continue to hold Ordinary Shares then the Executive Directors will not, without the prior written consent of the Company and the Institutional

Shareholders (not to be unreasonably withheld), offer, issue, allot, lend, mortgage, assign, charge, pledge, sell or contract to sell or issue options in respect of or otherwise dispose of, directly or indirectly, any Ordinary Shares (or any interest therein or in respect thereof) or enter into any transaction with the same economic effect as any of the foregoing, for an additional 180 day period, except that during this period the Executive Directors will be permitted to participate in any sale of Ordinary Shares by the Institutional Shareholders on a pro rata basis.

Individual Shareholders

The Individual Shareholders (other than the Executive Directors) have also agreed to these lock-up restrictions for a further period of 185 days in addition to the 180 day lock-up period to which they are subject pursuant to the Share Sale Election Deeds.

These lock-up restrictions under the Co-ordination Agreement in respect of the Executive Directors and such Individual Shareholders will terminate upon the Institutional Shareholders ceasing to hold, directly or indirectly, any Ordinary Shares.

In addition, under the Co-ordination Agreement, the Individual Shareholders and certain of the Non-Executive Directors have agreed to a 90 day lock-up period following any subsequent public offerings by the Company. This lock-up restriction shall continue to apply in favour of the Company even if the Institutional Shareholders cease to hold, directly or indirectly, Ordinary Shares.

All lock-up arrangements described in this Section 10.3 are subject to the same customary exceptions as set out in Section 10.1 (*Directors*) and Section 10.2 of this Part IX.

Further details of these arrangements are set out in Section 12.5 (*Co-ordination Agreement*) of Part XI: "*Additional Information*" of this Prospectus.

11. WITHDRAWAL RIGHTS

In the event that the Company is required to publish any supplementary prospectus at any time before Admission, investors who have applied for Offer Shares shall have at least two clear business days following publication of the relevant supplementary prospectus within which to withdraw their offer to subscribe for or purchase Offer Shares in its entirety. The right to withdraw an application to subscribe for or purchase Offer Shares in these circumstances will be available to all investors in the Global Offer and may be effected by instantaneous electronic communication to the Company. If the application is not withdrawn within the time limits set out in the relevant supplementary prospectus, any offer to subscribe for or purchase Offer Shares will remain valid and binding.

12. SELLING RESTRICTIONS

The distribution of this Prospectus and the offer of the Offer Shares in certain jurisdictions may be restricted by law and therefore persons into whose possession this Prospectus comes should inform themselves about and observe any restrictions, including those set out in the paragraphs that follow. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This Prospectus does not constitute an offer to subscribe for or purchase any of the Offer Shares to any person in any jurisdiction to whom it is unlawful to make such offer of solicitation in such jurisdiction.

No action has been or will be taken in any jurisdiction that would permit a public offering of the Offer Shares, or possession or distribution of this Prospectus (or any other offering or publicity material relating to the Offer Shares) in any country or jurisdiction where action for that purpose is required. Accordingly, the Offer Shares may not be offered or sold, directly or indirectly, and neither this Prospectus nor any other offering material or advertisement in connection with the Offer Shares may be distributed or published in or from any country or jurisdiction except in circumstances that will result in compliance with any and all applicable rules and regulations of any such country or jurisdiction.

12.1 Australia

This Prospectus has not been and will not be lodged with the Australian Securities and Investments Commission as a disclosure document under Chapter 6D of the Australian Corporations Act 2001 (the "**Australian Corporations Act**") or the Australian Stock Exchange and is not a disclosure document for the purposes of Australian law. This Prospectus (whether in preliminary or definitive form) may not be issued or distributed directly or indirectly into Australia and no offer or invitation may be made in relation to the issue, sale or purchase of any Offer Shares in Australia (including an offer or invitation received by a person in

Australia) and no Offer Shares may be sold in Australia, unless the offer or invitation may be made to investors without a disclosure document under Part 6D 2 and part 7.9 of the Australian Corporations Act.

Any person to whom Offer Shares are issued or sold pursuant to this Prospectus must not, within twelve months after the issue, offer (or transfer, assign or otherwise alienate) those Offer Shares to persons in Australia except in circumstances where disclosure is not required under the Australian Corporations Act.

This Prospectus is not, and under no circumstances is to be construed as, an advertisement or a public offering of the Offer Shares in Australia. This Prospectus has not been prepared for an Australian audience. Australian investors should therefore note that this Prospectus:

(a) contains general information only and does not take account of the investment objectives, financial situation or particular needs of any particular person;

(b) does not contain any securities recommendations or financial product advice, and before making an investment decision, investors need to consider whether the information in this Prospectus is appropriate to their needs, objectives and circumstances, and, if necessary, seek expert advice on those matters;

(c) may contain references to dollar amounts which are not Australian dollars;

(d) may contain financial information which is not prepared in accordance with Australian law or practices;

(e) may not address risks associated with investment in foreign currency denominated investments; and

(f) does not address Australian tax issues.

12.2 Canada

The Offer Shares are not being offered and may not be sold to any purchaser in a province or territory of Canada other than the provinces of Alberta, British Columbia, Ontario and Quebec.

The Offer Shares may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 Prospectus Exemptions or subsection 73.3(1) of the Securities Act (Ontario), and are permitted clients, as defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations. Any resale of the Offer Shares must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this Prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal advisor.

Pursuant to section 3A.3 (or, in the case of securities issued or guaranteed by the government of a non-Canadian Jurisdiction, section 3A.4) of National Instrument 33-105 Underwriting Conflicts (for the purposes of this paragraph, "NI 33-105"), the Underwriters are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with the Offering.

12.3 Dubai International Financial Centre

This Prospectus relates to an Exempt Offer in accordance with (and as defined in) the Offered Securities Rules of the Dubai Financial Services Authority ("**DFSA**"). This Prospectus is intended for distribution only to persons of a type specified in the Offered Securities Rules of the DFSA. It must not be delivered to, or relied on by, any other person. The DFSA has no responsibility for reviewing or verifying any documents in connection with Exempt Offers. The DFSA has not approved this Prospectus nor taken steps to verify the information set forth herein and has no responsibility for the Prospectus. The Offer Shares to which this Prospectus relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the Offer Shares offered should conduct their own due diligence on the shares. If you do not understand the contents of this Prospectus you should consult an authorised financial advisor.

12.4 European Economic Area

In relation to each Member State of the EEA Area which has implemented the Directive 2003/71/EC (and any amendment thereto, including Directive 2010/73/EU 2010, to the extent implemented in each relevant EEA

Member State) and any relevant implementing measure in each relevant EEA Member State (the "**Prospectus Directive**") (each a "**Relevant Member State**"), an offer to the public of any Offer Shares may not be made in that Relevant Member State, except if the Offer Shares are offered to the public in that Relevant Member State at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

(a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;

(b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the Joint Global Co-ordinators for any such offer; or

(c) in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Offer Shares shall result in a requirement for the publication by the Company or any of the Underwriters of a prospectus pursuant to Article 3 of the Prospectus Directive and each person who initially acquires Offer Shares or to whom any offer is made will be deemed to have represented, warranted and agreed to and with the Underwriters and the Company that it is a "qualified investor" within the meaning of the law in that relevant EEA Member State which has implemented Article 2(1)(e) of the Prospectus Directive.

For the purposes of this section, the expression an "offer of Offer Shares to the public" in relation to any Offer Shares in any Relevant Member State means the communication in any form and by any means of sufficient information of the terms of the offer and the Offer Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Offer Shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State.

In the case of any Offer Shares being offered to a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive, such financial intermediary will also be deemed to have represented, acknowledged and agreed that the Offer Shares subscribed for or acquired by it in the Global Offer have not been subscribed for or acquired on a non-discretionary basis on behalf of, nor have they been subscribed for or acquired with a view to their offer or resale to persons in circumstances which may give rise to an offer of any Offer Shares to the public other than their offer or resale in a Relevant Member State to qualified investors (as so defined) or in circumstances in which the prior consent of the Joint Global Co-ordinators has been obtained to each such proposed offer or resale. The Company, the Directors, the Selling Shareholder, the Underwriters and their affiliates, and others will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement. Notwithstanding the above, a person who is not a qualified investor and who has notified the Joint Global Co-ordinators of such fact in writing may, with the consent of the Joint Global Co-ordinators, be permitted to subscribe for or purchase Offer Shares in the Global Offer.

12.5 Hong Kong

No Offer Shares have been offered or sold, or will be offered or sold in Hong Kong, by means of any document, other than (a) to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance; or (b) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance. In addition, no advertisement, invitation or document relating to the Offer Shares, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Offer Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the Securities and Futures Ordinance and any rules made under that Ordinance.

12.6 Japan

The Offer Shares have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended). This Prospectus is not an offer of securities for sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organised under the laws of Japan), or to others for reoffer or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident in Japan except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Japanese Financial Instruments and Exchange Act and any other applicable laws, regulations and ministerial guidelines of Japan.

12.7 Singapore

This Prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this Prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of any Offer Shares may not be circulated or distributed, nor may any Offer Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the "**SFA**"), (ii) to a relevant person pursuant to section 275(1), or any person pursuant to section 275(1A), and in accordance with the conditions specified in section 275, of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where Offer Shares are subscribed or purchased under section 275 of the SFA by a relevant person which is:

(a) a corporation (which is not an accredited investor (as defined in section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

(b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities (as defined in section 239(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Shares pursuant to an offer made under section 275 of the SFA except:

(i) to an institutional investor or to a relevant person defined in section 275(2) of the SFA, or to any person arising from an offer referred to in section 275(1A) or section 276(4)(i)(B) of the SFA;

(ii) where no consideration is or will be given for the transfer;

(iii) where the transfer is by operation of law;

(iv) as specified in section 276(7) of the SFA; or

(v) as specified in Regulation 32 of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 of Singapore.

12.8 South Africa

This Prospectus will not be registered as a prospectus in terms of the Companies Act 1973 in South Africa and as such, any offer of Offer Shares in South Africa may only be made if it shall not be capable of being construed as an offer to the public as envisaged by section 144 of such Act. Furthermore, any offer or sale of the Offer Shares shall be subject to compliance with South African exchange control regulations.

12.9 Switzerland

The Offer Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange or on any other stock exchange or regulated trading facility in Switzerland. This Prospectus has been prepared without regard to the disclosure standards for issuance prospectuses under article 652a or article 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under article 27 (ff) of the Swiss Exchange Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this Prospectus nor any other offering or marketing material relating to the Offer Shares or the offering may be publicly distributed or otherwise made publicly available in Switzerland. Neither this Prospectus nor any other offering or marketing material relating to the offering, the Company or the Offer Shares have been or will be filed with or approved by any Swiss regulatory authority. In particular, this Prospectus will not be filed with, and the offer of the Offer Shares will not be supervised by, the Swiss Financial Market Supervisory Authority, and the offer of Offer Shares has not been and will not be authorised under the Swiss Federal Act on Collective Investment Schemes. The investor protection afforded to acquirers of interests in collective investment schemes under the Swiss Federal Act on Collective Investment Schemes does not extend to acquirers of the Offer Shares.

12.10 United States

The Offer Shares have not been, and will not be, registered under the US Securities Act or with any securities regulatory authority of any state of the United States, and may not be offered or sold within the United States except to QIBs as defined in, and in reliance on, Rule 144A under the US Securities Act or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. The

Offer Shares are being offered and sold outside the United States in offshore transactions in compliance with Regulation S under the US Securities Act and in accordance with applicable law. Prospective investors are hereby notified that the sellers of the Offer Shares may be relying on the exemption from the registration requirements under the US Securities Act provided by Rule 144A.

Due to the foregoing restrictions, purchasers and subscribers of Offer Shares in the United States are advised to consult legal counsel prior to making any offer for the resale, pledge or other transfer of the Offer Shares.

13. TRANSFER RESTRICTIONS

The Offer Shares have not been, and will not be, registered under the US Securities Act or with any securities regulatory authority of any state of the United States and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

Each purchaser of the Offer Shares outside the United States in compliance with Regulation S will be deemed to have represented, agreed and acknowledged that it has received a copy of this Prospectus and such other information as it deems necessary to make an investment decision and that:

(a) the purchaser is authorised to consummate the purchase of the Offer Shares in compliance with all applicable laws and regulations;

(b) the purchaser acknowledges that the Offer Shares have not been, and will not be, registered under the US Securities Act or with any securities regulatory authority of any state, territory or other jurisdiction of the United States, and, subject to certain exceptions, may not be offered or sold within the United States;

(c) the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Offer Shares, was located outside the United States at the time the buy order for such Offer Shares was originated and continues to be located outside the United States and has not purchased such Offer Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of such Offer Shares or any economic interest therein to any person in the United States;

(d) the purchaser is not an affiliate of the Company or a person acting on behalf of an affiliate;

(e) the Offer Shares have not been offered to the purchaser by means of any "directed selling efforts" as defined in Regulation S;

(f) if the purchaser is acquiring any Offer Shares as a fiduciary or agent for one or more accounts, the purchaser represents that the purchaser has sole investment discretion with respect to each such account and that the purchaser has full power to make, and does make, the foregoing acknowledgements, representations and agreements on behalf of each such account;

(g) the purchaser understands that any offer, sale, pledge or other transfer of the Offer Shares made other than in compliance with the above-stated restrictions may not be recognised by the Company or the Selling Shareholder; and

(h) the purchaser acknowledges that the Company, the Directors, the Selling Shareholder, the Underwriters and their respective affiliates will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

Each purchaser of the Offer Shares in the United States will be deemed to have represented and agreed that it has received a copy of this Prospectus and such other information as it deems necessary to make an informed investment decision and that:

(a) the purchaser is authorised to consummate the purchase of the Offer Shares in compliance with all applicable laws and regulations;

(b) the purchaser understands and agrees that the Offer Shares have not been and will not be registered under the US Securities Act or with any securities regulatory authority of any state, territory or other jurisdiction of the United States and are subject to restrictions on transfer;

(c) the purchaser is (i) a QIB, (ii) aware that the sale to the purchaser is being made in reliance on Rule 144A pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act, and (iii) acquiring such Offer Shares for the purchaser's own account or for the account of a QIB;

(d) the purchaser acknowledges that the Offer Shares are being offered in the United States in a transaction not involving any public offering in the United States within the meaning of the US Securities Act;

(e) if in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Offer Shares, or any economic interest therein, such Offer Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a QIB in a transaction meeting the requirements of Rule 144A, (ii) in an offshore transaction in compliance with Regulation S under the US Securities Act, or (iii) in accordance with Rule 144 under the US Securities Act (if available), in each case in accordance with any applicable securities laws of any state of the United States or any other jurisdiction;

(f) the purchaser acknowledges that the Offer Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the US Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 for resales of any Offer Shares;

(g) the purchaser will not deposit or cause to be deposited such Offer Shares into any depository receipt facility established or maintained by a depository bank other than a Rule 144A restricted depositary receipt facility, so long as such Offer Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the US Securities Act;

(h) if the purchaser is acquiring any Offer Shares as a fiduciary or agent for one or more accounts, the purchaser represents that the purchaser has sole investment discretion with respect to each such account and that the purchaser has full power to make, and does make, the foregoing acknowledgements, representations and agreements on behalf of each such account;

(i) the purchaser understands that any offer, sale, pledge or other transfer of the Offer Shares made other than in compliance with the above-stated restrictions may not be recognised by the Company or the Selling Shareholder; and

(j) the purchaser acknowledges that the Company, the Directors, the Selling Shareholder, the Underwriters and their respective affiliates will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

14. FTSE ELIGIBILITY

Subject to satisfying the appropriate criteria, the Company may be eligible following completion of the Global Offer for inclusion in the FTSE UK Index Series at the quarterly review in December 2017.

PART X

TAXATION

1. GENERAL

The comments below are intended only as a general guide to certain UK and US federal income tax considerations and apply only to certain categories of person and only to certain aspects of holding Offer Shares. The summary does not purport to be a complete analysis or listing of all potential tax consequences of acquiring, holding or disposing of the Offer Shares. It is based on current UK and US tax law and published practice, which law or practice is subject to change (potentially with retrospective effect). The tax consequences for each Shareholder of investing in the Company may depend upon the Shareholder's own tax position and upon the relevant laws of any jurisdiction to which the Shareholder is subject. Prospective subscribers or purchasers of Offer Shares are advised to consult their own tax advisers concerning the consequences under UK law and US federal, state and local and other laws of acquisition, ownership and disposition of the Offer Shares.

2. CERTAIN UNITED KINGDOM TAX CONSIDERATIONS

The following statements are of a general nature and do not purport to be a complete analysis of all potential UK tax consequences of acquiring, holding and disposing of the Offer Shares. They are based on current UK tax law and on the current published practice of Her Majesty's Revenue and Customs ("**HMRC**") (which may not be binding on HMRC), as of the date of this Prospectus, all of which are subject to change, possibly with retrospective effect. They are intended to address only certain United Kingdom tax consequences for Shareholders who are tax resident in (and only in) the United Kingdom, and in the case of individuals, domiciled in (and only in) the United Kingdom (except where expressly stated otherwise) who are the absolute beneficial owners of the Offer Shares and any dividends paid on them and who hold the Offer Shares as investments (other than in an individual savings account or a self-invested personal pension). They do not address the UK tax consequences which may be relevant to certain classes of Shareholders such as traders, brokers, dealers, banks, financial institutions, insurance companies, investment companies, collective investment schemes, tax-exempt organisations, trustees, persons connected with the Company or the Group, persons holding their Offer Shares as part of hedging or conversion transactions, Shareholders who have (or are deemed to have) acquired their Offer Shares by virtue of an office or employment, and Shareholders who are or have been officers or employees of the Company or a company forming part of the Group. The statements do not apply to any Shareholder who either directly or indirectly holds or controls 10% or more of the Company's share capital (or class thereof), voting power or profits.

The following is intended only as a general guide and is not intended to be, nor should it be considered to be, legal or tax advice to any particular prospective subscriber for, or purchaser of, the Offer Shares. Accordingly, prospective subscribers for, or purchasers of, the Offer Shares who are in any doubt as to their tax position regarding the acquisition, ownership and disposition of the Offer Shares or who are subject to tax in a jurisdiction other than the United Kingdom should consult their own tax advisers.

2.1 Taxation of dividends

The Company will not be required to withhold UK tax at source when paying dividends. The amount of any liability to UK tax on dividends paid by the Company will depend on the individual circumstances of a Shareholder.

Income tax

An individual Shareholder who is resident for tax purposes in the UK may, depending on his or her particular circumstances, be subject to UK tax on dividends received from the Company. Dividend income is treated as the top slice of the total income chargeable to UK income tax. An individual Shareholder who is not resident for tax purposes in the UK should not be chargeable to UK income tax on dividends received from the Company unless he or she carries on (whether solely or in partnership) any trade, profession or vocation in the UK through a branch or agency to which the Offer Shares are attributable. There are certain exceptions for trading in the UK through independent agents, such as some brokers and investment managers.

All dividends received by a UK resident individual Shareholder from the Company or from other sources will form part of the Shareholder's total income for income tax purposes and will constitute the top slice of that income. A nil rate of income tax will apply to the first £5,000 of taxable dividend income received by the Shareholder in a tax year. Income within the nil rate band will be taken into account in determining whether

income in excess of the nil rate band falls within the basic rate, higher rate or additional rate tax bands. Where the dividend income is above the £5,000 dividend allowance, the first £5,000 of the dividend income will be charged at the nil rate and any excess amount will be taxed at 7.5 per cent. to the extent that the excess amount falls within the basic rate tax band, 32.5 per cent. to the extent that the excess amount falls within the higher rate tax band and 38.1 per cent. to the extent that the excess amount falls within the additional rate tax band. Under the Finance (No. 2) Bill 2017, it is proposed that the annual dividend allowance will be reduced from £5,000 to £2,000 from 6 April 2018.

Corporation tax

Corporate Shareholders which are resident for tax purposes in the UK should not be subject to UK corporation tax on any dividend received from the Company so long as the dividends qualify for exemption (as is likely) and certain conditions are met (including anti-avoidance conditions). Corporate Shareholders who are not resident in the United Kingdom will not generally be subject to UK corporation tax on dividends unless they are carrying on a trade, profession or vocation in the United Kingdom through a permanent establishment in connection with which the Offer Shares are used, held, or acquired.

A Shareholder who is resident outside the United Kingdom may be subject to non-UK taxation on dividend income under local law.

2.2 Taxation of capital gains

UK resident Shareholders

A disposal or deemed disposal of Offer Shares by an individual or corporate Shareholder who is tax resident in the United Kingdom may, depending on the Shareholder's circumstances and subject to any available exemptions or reliefs, give rise to a chargeable gain or allowable loss for the purposes of UK taxation of chargeable gains.

Any chargeable gain (or allowable loss) will generally be calculated by reference to the consideration received for the disposal of the Offer Shares less the allowable cost to the Shareholder of acquiring such Offer Shares.

The applicable tax rates for individual Shareholders realising a gain on the disposal of Ordinary Shares is, broadly, 10% for basic rate taxpayers and 20% for higher and additional rate taxpayers.

For corporate Shareholders within the charge to UK corporation tax, indexation allowance on the acquisition cost may be available to reduce the amount of chargeable gain realised on a disposal of Offer Shares but will not create or increase an allowable loss.

Non-UK Shareholders

Shareholders who are not resident in the United Kingdom and, in the case of an individual Shareholder, not temporarily non-resident, should not be liable for UK tax on capital gains realised on a sale or other disposal of Shares unless such Shares are used, held or acquired for the purposes of a trade, profession or vocation carried on in the United Kingdom through a branch or agency or, in the case of a corporate Shareholder, through a permanent establishment. Shareholders who are not resident in the United Kingdom may be subject to non-UK taxation on any gain under local law.

Generally, an individual Shareholder who has ceased to be resident in the United Kingdom for tax purposes for a period of five years or less and who disposes of Ordinary Shares during that period may be liable on their return to the United Kingdom to UK taxation on any capital gain realised (subject to any available exemption or relief).

2.3 UK stamp duty and UK stamp duty reserve tax

The statements in this paragraph 2.3 are intended as a general guide to the current position relating to UK stamp duty ("**stamp duty**") and SDRT and apply to any holders of Ordinary Shares irrespective of their place of tax residence. Certain categories of person, including intermediaries, brokers, dealers and persons connected with depositary receipt arrangements and clearance services, may not be liable to stamp duty or SDRT or may be liable at a higher rate or may, although not primarily liable for the tax, be required to notify and account for it under the Stamp Duty Reserve Tax Regulations 1986.

General

Except in relation to depositary receipt systems and clearance services (as to which see below) there is generally no liability to stamp duty or SDRT on the issue of new Ordinary Shares in registered form by the Company.

The sale of Sale Shares by the Selling Shareholder and the sale of any Over-allotment Shares pursuant to any stabilisation arrangements will generally give rise to a liability to stamp duty and/or SDRT at a rate of 0.5% of the Offer Price (in the case of stamp duty, rounded up to the nearest multiple of £5). Under the terms of the Underwriting Agreement, the Selling Shareholder (as nominee of each of the Individual Shareholders, who have elected to sell Sale Shares in the Global Offer, pursuant to the Share Sale Election Deeds) has agreed to meet such liability in connection with the sale of the Sale Shares. This includes any liability to SDRT of the original purchasers arising in respect of the initial transfer of the Sale Shares by the Selling Shareholder within the CREST system. The Company and/or the Over-allotment Shareholders have agreed to meet any stamp duty or SDRT liability in respect of the sale of over-allotted Ordinary Shares.

The above arrangements to meet liabilities will not apply to any charge to stamp duty or SDRT under any of sections 67, 70, 93 or 96 of the Finance Act 1986 (which broadly apply where the transferee is, or is a nominee or agent for, either a person whose business is or includes the issuing of depositary receipts or a person whose business is or includes the provision of clearance services for the purchase and sale of chargeable securities, and are described in the paragraph entitled "Clearance services and depository receipt arrangements" below).

Subsequent transfers

An unconditional agreement to transfer Ordinary Shares will normally give rise to a charge to SDRT at the rate of 0.5% of the amount or value of the consideration payable for the transfer.

Instruments transferring Ordinary Shares will generally be subject to stamp duty at the rate of 0.5% of the consideration given for the transfer (the amount of duty to be rounded up to the next £5, if necessary). An exemption from stamp duty is available on an instrument transferring Ordinary Shares where the amount or value of the consideration is £1,000 or less, and it is certified on the instrument that the transaction effected does not form part of a larger transaction or series of transactions in respect of which the aggregate amount or value of the consideration exceeds £1,000.

If a duly stamped or exempt transfer completing an agreement to transfer Ordinary Shares is produced within six years of the date on which the agreement is made (or, if the agreement is conditional, the date on which the agreement becomes unconditional), any SDRT paid is generally repayable, normally with interest, and otherwise is cancelled.

The purchaser or transferee of the Ordinary Shares will generally be responsible for paying such stamp duty or SDRT.

Ordinary Shares held through CREST

Under the CREST system for paperless share transfers, deposits of Ordinary Shares into CREST will generally not be subject to stamp duty or SDRT unless such a transfer is made for a consideration in money or money's worth, in which case a liability to SDRT will arise usually at the rate of 0.5% of the amount of value of the consideration. Paperless transfers of Ordinary Shares within CREST are generally liable to SDRT, rather than stamp duty, at the rate of 0.5% of the amount or value of the consideration. CREST is obliged to collect SDRT on relevant transactions settled within the system.

Clearance services and depository receipt arrangements

Subject to the comments in the following paragraphs, where Ordinary Shares are issued or transferred (in the case of SDRT) or transferred (in the case of stamp duty): (a) to, or to a nominee for, a person whose business is or includes the provision of clearance services; or (b) to, or to a nominee or agent for, a person whose business is or includes issuing depositary receipts, stamp duty or SDRT may be payable at a rate of 1.5% of the amount or value of the consideration payable or, in certain circumstances, the value of the Ordinary Shares.

Transfers of Ordinary Shares within a clearance service or depositary receipt system will generally be exempt from SDRT, and provided no instrument of transfer is entered into, will not be subject to stamp duty.

Clearance service providers may opt, in certain circumstances, for the normal rates of stamp duty and SDRT to apply to an issue or transfer of Ordinary Shares into, and to transactions within, the service instead of the

higher rate applying to an issue or transfer of the Ordinary Shares into the clearance system and the exemption for dealings in the Ordinary Shares whilst in the system.

Any liability for stamp duty or SDRT in respect of a transfer into a clearance service or depositary receipt system, or in respect of a transfer within such service or system, which does arise, will strictly be accountable for by the clearance service or depositary receipt system operator or their nominee, as the case may be, but will in practice be payable by the participants in the clearance service or depositary receipt system.

Following litigation, HMRC has confirmed that it will no longer seek to impose the 1.5% SDRT charge on issues of UK shares to depositary receipt issuers and clearance services anywhere in the world on the basis that the charge is not compatible with EU law. HMRC considers, though, that the 1.5% SDRT charge will still apply to transfers of shares to depositary receipt issuers or clearance services that are not an integral part of an issue of share capital. It is noted that on 23 June 2016 the United Kingdom voted in a referendum to leave the European Union. Accordingly, the extent to which HMRC's position remains as set out in this paragraph is uncertain. Specific professional advice should be sought before paying the 1.5% SDRT or stamp duty charge in any circumstances.

3. CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

3.1 Introduction

The following summary describes certain US federal income tax consequences relating to the purchase, ownership and disposition of Offer Shares. Except where noted, this discussion deals only with US Holders (as defined below) that acquire Offer Shares as capital assets for US federal income tax purposes (generally, property held for investment) pursuant to this offering. This summary does not represent a detailed description of the tax consequences applicable to a holder that is subject to special treatment under the US federal income tax laws, including, without limitation:

(a) a dealer in securities or currencies;

(b) a bank or other financial institution;

(c) a regulated investment company;

(d) a real estate investment trust;

(e) an insurance company;

(f) a tax-exempt organisation;

(g) a person holding Offer Shares as part of a hedging, integrated or conversion transaction, a constructive sale or a straddle;

(h) a trader in securities that has elected the mark-to-market method of accounting for its Offer Shares;

(i) a person who (directly or indirectly) owns 10% or more of the Company's voting stock;

(j) a partnership (or partner therein) or other pass-through entity for US federal income tax purposes; or

(k) a person whose "functional currency" is not the US Dollar.

As used herein, a "**US Holder**" means a beneficial owner of Offer Shares that is for US federal income tax purposes (i) a citizen or individual resident of the United States, (ii) a corporation or other business entity treated as a corporation created or organised under the laws of the United States, any state thereof or the District of Columbia, (iii) a trust that (A) is subject to the control of one or more US persons and the primary supervision of a US court or (B) has a valid election in effect under applicable US Treasury regulations to be treated as a US person and (iv) an estate the income of which is subject to US federal income tax without regard to its source.

The discussion below is based upon the provisions of the US Internal Revenue Code of 1986, as amended, and regulations, rulings and judicial decisions thereunder as of the date hereof, and treaties as of the date hereof, and such authorities may be replaced, revoked or modified, possibly with retroactive effect, so as to result in US federal income tax consequences different from those discussed below. In addition, this discussion does not address the effects of any state, local, non-US or other tax laws (including the alternative minimum tax and the Medicare contribution tax) other than US federal income tax laws.

THIS DISCUSSION IS FOR INFORMATIONAL PURPOSES ONLY AND IS NOT TAX ADVICE. PROSPECTIVE PURCHASERS ARE URGED TO CONSULT THEIR TAX ADVISERS REGARDING THE

APPLICATION OF THE US FEDERAL INCOME TAX RULES TO THEIR PARTICULAR CIRCUMSTANCES AS WELL AS THE STATE, LOCAL, AND NON-US TAX CONSEQUENCES TO THEM OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF OFFER SHARES.

3.2 Dividends and other distributions on Offer Shares

Subject to the PFIC rules discussed below, distributions on Offer Shares, other than certain pro rata distributions of Offer Shares to all shareholders, received by a US Holder on Offer Shares, including amounts withheld in respect of any withholding tax thereon, will be taxable as dividends to the extent paid out of the Company's current or accumulated earnings and profits as determined under US federal income tax principles. The Company does not expect to maintain calculations of earnings and profits for US federal income tax purposes. Therefore, a US Holder should expect that any distribution on Offer Shares will generally be treated as a dividend. Dividends (including withheld taxes) will be includable in gross income as foreign source ordinary income on the day actually or constructively received and will not be eligible for the dividends received deduction generally available to corporate US Holders.

The US Dollar value of any distribution on Offer Shares made in a currency other than US Dollars should be calculated by reference to the exchange rate between the US Dollar and the currency in effect on the date such distribution is included in income by the US Holder, regardless of whether the non-US currency amount so received is in fact converted into US Dollars. If it is not converted into US Dollars on the date of receipt, such US Holder will have a basis in such currency equal to the US Dollar value on the date of receipt.

Distributions treated as dividends that are received by certain non-corporate US Holders (including individuals) from "qualified foreign corporations" generally qualify for reduced tax rates so long as certain holding periods and other requirements are met. A non-US corporation (other than a corporation that was treated as a PFIC with respect to a US Holder in the year in which the dividends are paid, or in the year prior to the year in which the dividends are paid) generally will be considered to be a qualified foreign corporation if it is eligible for the benefits of a comprehensive income tax treaty with the United States that the Secretary of the Treasury determines is satisfactory for purposes of this provision and which includes an exchange of information program.

Subject to certain conditions and limitations, non-US taxes withheld from dividends on Offer Shares at a rate not exceeding the rate provided in the tax treaty between the United States and the United Kingdom (if applicable) may be treated as foreign taxes eligible for a credit against the US federal income tax liability of a US Holder. For purposes of calculating the foreign tax credit, dividends paid on Offer Shares will be treated as income from sources outside the United States and will generally constitute passive category income. Further, in certain circumstances, if a US Holder that holds its Offer Shares for less than a specified minimum period, the US Holder will not be allowed a foreign tax credit for foreign taxes imposed on dividends paid on its Offer Shares. The rules governing the foreign tax credit are complex. US Holders should consult their own tax advisers regarding the availability of the foreign tax credit under their particular circumstances.

3.3 Sale, exchange or other taxable dispositions of Offer Shares

Subject to the PFIC rules discussed below, a US Holder will generally recognise capital gain or loss on the taxable sale or exchange of Offer Shares in an amount equal to the difference between the US Dollar amount realised on such sale or exchange (determined, in the case of Offer Shares sold or exchanged for currencies other than the US Dollar, by reference to the spot exchange rate in effect on the date of the sale or exchange or, if the Offer Shares are traded on an established securities market and the US Holder is a cash basis taxpayer or an electing accrual basis taxpayer, the spot exchange rate in effect on the settlement date) and the US Holder's adjusted tax basis in such shares determined in US Dollars. The initial tax basis of Offer Shares to a US Holder will be the US Holder's US Dollar cost for its Offer Shares (determined by reference to the spot exchange rate in effect on the date of the purchase or, if the Offer Shares are traded on an established securities market and the US Holder is a cash basis taxpayer or an electing accrual basis taxpayer, the spot exchange rate in effect on the settlement date). If any accrual basis US Holder makes the election described above, it must be applied consistently from year to year and cannot be revoked without the consent of the IRS.

Capital gain from the sale, exchange or other disposition of Offer Shares held for more than one year generally will be treated as long-term capital gain and is eligible for reduced rates of taxation for non-corporate US Holders (including individuals). Gain or loss recognised by a US Holder on a sale or exchange of Offer Shares generally will be treated as US source income or loss for US foreign tax credit purposes. The deductibility of a capital loss recognised on the sale or exchange of Offer Shares is subject to significant limitations.

A US Holder that is an accrual basis taxpayer (or a cash method taxpayer, if the Ordinary Shares are not traded on an established securities market) may have foreign exchange gain or loss based on the difference between the spot exchange rate in effect on the date of the sale or exchange and the spot exchange rate in effect on the date of settlement.

3.4 Passive foreign investment company

A non-US corporation will be classified as a PFIC for US federal income tax purposes in any taxable year in which, the corporation satisfies either of the following requirements:

(a) at least 75% of its gross income is "passive income"; or

(b) at least 50% of the average gross fair market value of its assets is attributable to assets that produce "passive income" or are held for the production of "passive income".

Passive income for this purpose generally includes dividends, interest, royalties, rents and gains from commodities and securities transactions. In addition, there is a look through rule for investments in subsidiary corporations. Under this rule, if a non-US corporation owns (directly or indirectly) at least 25 percent by value of the stock of another corporation, the non-US corporation is treated as owning its proportionate share of the assets of the other corporation and earning its proportionate share of the income of the other corporation for purposes of determining if the non-US corporation is a PFIC.

Based on the Company's historic and expected operations, composition of assets and expected market capitalisation (which will fluctuate from time to time), the Company believes that it did not qualify as a PFIC for the tax year ending 31 December 2016, and expects that it will not be classified as a PFIC for its current taxable year or the foreseeable future. There can be no assurance, however, that the Company will not be considered to be a PFIC for any particular year because PFIC status is factual in nature, depends upon factors not wholly within the Company's control, generally cannot be determined until the close of the taxable year in question, and is determined annually. If the Company were a PFIC in any taxable year, materially adverse US federal income tax consequences could result for US Holders. If the Company were a PFIC for any taxable year during which a US Holder owned Offer Shares, gains recognised by such US Holder on a sale or other disposition of Offer Shares would be allocated rateably over the US Holder's holding period for such Offer Shares. The amount allocated to the taxable year of the sale or other disposition and to any year before the Company became a PFIC would be taxed as ordinary income. The amount allocated to each other taxable year would be subject to tax at the highest rate in effect for individuals or corporations, as appropriate, and an interest charge would be imposed with respect to such tax. Further, any distribution on Offer Shares in excess of 125% of the average of the annual distributions on such Offer Shares received by a US Holder during the preceding three years or the US Holder's holding period, whichever is shorter, would be subject to taxation in the same manner as gain, as described immediately above. If the Company is classified as a PFIC in any year that a US Holder is a shareholder, the Company generally will continue to be treated as a PFIC for that US Holder in all succeeding years, even if the Company ceases to be a PFIC.

If the Company is considered a PFIC, a US Holder will also be subject to information reporting requirements on an annual basis. If the Company becomes a PFIC, US Holders should consult their tax advisers regarding any reporting requirements that may apply.

To mitigate the application of the PFIC rules discussed above, a US Holder may make an election to include gain or loss on the Offer Shares as ordinary income or loss under a mark-to-market method, provided that the Offer Shares are regularly traded on a qualified exchange. If a US Holder makes an effective mark-to-market election, the US Holder will include in each year as ordinary income the excess of the fair market value of its Offer Shares at the end of the year over its adjusted tax basis in the Offer Shares. The US Holder will be entitled to deduct as an ordinary loss each year the excess of its adjusted tax basis in the Offer Shares over their fair market value at the end of the year, but only to the extent of the net amount previously included in income as a result of the mark-to-market election. A US Holder's adjusted tax basis in the Offer Shares will be increased by the amount of any income inclusion and decreased by the amount of any deductions under the mark-to-market rules. In addition, gains from an actual sale or other disposition of Offer Shares will be treated as ordinary income, and any losses will be treated as ordinary losses to the extent of any mark-to-market gains for prior years.

If a US Holder makes a mark-to-market election, it will be effective for the taxable year for which the election is made and all subsequent taxable years unless the Offer Shares are no longer regularly traded on a qualified exchange or the IRS consents to the revocation of the election. Because a mark-to-market election cannot be made for any lower-tier PFICs that the Company may own, a US Holder may continue to be subject to the

PFIC rules with respect to its indirect interest in any investments held by the Company that are treated as an equity interest in a PFIC for United States federal income tax purposes, including shares in any of the Company's subsidiaries that are treated as PFICs.

The Company currently does not intend to compile the information that would need to be provided to US Holders in order to allow US Holders to make an election to treat the Company as a qualified electing fund for US federal income tax purposes, and therefore it is expected that this election will be unavailable.

US Holders should consult their tax advisers regarding the application of the PFIC rules to their investment in Offer Shares.

3.5 US information reporting and backup withholding

In general, information reporting will apply to dividends in respect of Offer Shares and the proceeds from the sale, exchange, redemption, or other taxable disposition of the Offer Shares that are paid within the United States (and in certain cases, outside the United States), unless a US Holder establishes that it is a corporation or other exempt recipient. Backup withholding may apply to such payments if a holder fails to provide a taxpayer identification number or certification of other exempt status or fails to report in full dividend and interest income. Any amounts withheld under the backup withholding rules will be allowed as a credit or a refund against the US Holder's US federal income tax liability provided the required information is timely furnished to the IRS.

3.6 Information with respect to foreign financial assets

Individuals (and, under proposed US Treasury Regulations, certain entities) that own "specified foreign financial assets" with an aggregate value in excess of certain thresholds on the last day of the taxable year (or with an aggregate value in excess of certain thresholds at any time during the taxable year) are generally required to file an information report on IRS Form 8938 with respect to such assets with their US federal income tax returns. "Specified foreign financial assets" include any financial accounts maintained by foreign financial institutions, as well as stock and securities issued by non-US persons (such as the Offer Shares), but only if they are not held in accounts maintained by certain financial institutions. US Holders are urged to consult their tax advisers regarding the application of these rules to their ownership of Offer Shares. Failure to comply with these rules could result in the imposition of substantial penalties.

THE DISCUSSION ABOVE IS A GENERAL SUMMARY. IT DOES NOT COVER ALL TAX MATTERS THAT MAY BE IMPORTANT TO YOU. EACH PROSPECTIVE PURCHASER SHOULD CONSULT ITS OWN TAX ADVISER ABOUT THE TAX CONSEQUENCES OF AN INVESTMENT IN THE OFFER SHARES UNDER THE INVESTOR'S OWN CIRCUMSTANCES.

PART XI

ADDITIONAL INFORMATION

1. PERSONS RESPONSIBLE

The Company and its Directors (whose names and functions appear on page 73 of this Prospectus) accept responsibility for the information contained in this Prospectus. To the best of the knowledge and belief of the Company and the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Prospectus is in accordance with the facts and contains no omission likely to affect the import of such information.

2. INCORPORATION

The Company was incorporated and registered in England on 22 January 2015 as a limited company with the name Omega Holdco II Limited and with registered number 09402231. On 27 September 2016, the Company changed its name to TI Fluid Systems Limited and on 18 October 2017 the Company was re-registered as a public company limited by shares with the name TI Fluid Systems plc. The Company's registered office is situated at 4650 Kingsgate, Oxford Business Park South, Cascade Way, Oxford OX4 2SU, United Kingdom. The telephone number of the Company's principal place of business is +44 (0) 1865 871 820. The Company is tax resident solely in the United Kingdom.

The principal legislation under which the Company operates and the Ordinary Shares have been created is the Companies Act and regulations made thereunder.

3. SHARE CAPITAL OF THE COMPANY

3.1 Overview

The Ordinary Shares are in registered form. Subject to the provisions of the CREST Order, the Directors may permit the holding of any class of shares in uncertificated form and title to such shares may be transferred by means of a relevant system (as defined in the CREST Order). Where Ordinary Shares are held in certificated form, share certificates will be sent to the registered members by first class post. Where Ordinary Shares are held in CREST, the relevant CREST stock account of the registered members will be credited.

The Company was incorporated with a share capital of £1 divided into one share of £1 each.

3.2 Issued share capital

Prior to Admission

All of the share capital of the Company has been issued and fully paid.

The issued and fully paid share capital of the Company as at 24 October 2017 (being the latest practicable date prior to publication of this Prospectus), was as follows:

Class of shares	Number	Amount (£)
Ordinary Shares	350,056,644	3,500,566.44

Post-Admission

The issued and fully paid share capital of the Company immediately after Admission will be as follows:

Class of shares	Number	Amount (£)
Ordinary Shares	519,412,226	5,194,122.26

3.3 Changes to the Company's share capital

(a) Since incorporation of the Company the following changes have been made to the share capital of the Company:

(i) on incorporation the authorised share capital of the Company was £1 divided into 1 share of £1 held by Bain Capital Fund XI, L.P.

(ii) on 30 June 2015, the Company issued and allotted 350,056,643 Ordinary Shares to shareholders of the Company.

(iii) on 9 October 2017, the Company reduced its share capital by means of the solvency statement procedure from each Ordinary Share having a nominal value of £1.00 to £0.01.

(b) By a general meeting of the Shareholders held on 24 October 2017, it was resolved that:

(i) the Board be generally and unconditionally authorised to exercise all powers of the Company to allot Ordinary Shares up to an aggregate nominal amount of £1,483,333.33 in connection with the Global Offer;

(ii) the Board be generally and unconditionally authorised to exercise all powers of the Company to allot Ordinary Shares up to a maximum aggregate nominal value of £217,120.71 as consideration for the cancellation, upon Admission, of certain outstanding option awards granted to certain members of the Group's management team under historic share plans;

(iii) the Board be generally and unconditionally authorised to exercise all powers of the Company to allot Ordinary Shares up to an aggregate nominal amount of £3,650.16 to certain Non-Executive Directors on Admission,

such authority to expire on Admission, but so that the Board may make offers or agreements before the authorities expire and to that the Board may allot shares or grant rights to subscribe for or convert any security into shares ("Rights");

(iv) with effect from and conditional upon Admission, the Board be generally and unconditionally authorised, to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into Ordinary Shares of the Company:

(a) up to a maximum aggregate nominal value of £1,731,374.09, representing one-third of the aggregate issued share capital of the Company at Admission;

(b) comprising equity securities (as defined in section 560 of the Companies Act) up to a maximum aggregate nominal value of £3,462,748.18, representing two-thirds of the aggregate issued share capital of the Company at Admission (such amount to be reduced by any shares allotted or rights granted under sub-paragraph (A) above) in connection with an offer by way of a rights issue:

(i) to holders of Ordinary Shares in proportion (as close as may be practicable) to their existing holdings; and

(ii) to holders of other equity securities as required by the rights of those securities or subject to such rights, as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical matters in, or under the laws of, any territory or any other matter,

such authorities to apply until the end of the next annual general meeting of the Company (or, if earlier, at the close of business on a date which is 15 months after the date this resolution was passed) but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted or rights to be granted after the authority expires, so that the Board may allot equity securities or grant rights in pursuance of any such offer and agreement as if the authority had not expired;

(v) the Board be authorised to allot equity securities (as defined in section 560 of the Companies Act) wholly for cash pursuant to the authority referred to in resolutions at sections 3.3(b)(i), (ii) and (iii), as if section 561 of the Companies Act did not apply to such allotment, such authority to expire at Admission, but so that the Company may make offers or agreements or enter into agreements before the authority expires which would, or otherwise might, require equity securities to be allotted or rights granted after the authority expires, so that the Board may allot equity securities in pursuance of any such offer or agreement as if the authority had not expired;

(vi) the Board be authorised to allot equity securities (as defined in section 560 of the Companies Act) wholly for cash:

(a) pursuant to the authority given by the resolution at section 3.3(b)(iv)(A) above, or where the allotment constitutes an allotment of equity securities by virtue of section 560 of the Companies Act, in each case:

(i) in connection with a pre-emptive offer, and

(ii) otherwise that in connection with a pre-emptive offer, up to an aggregate nominal amount of £259,706.12 (representing 5% of the nominal issued share capital of the Company (excluding treasury shares)) at Admission;

(b) pursuant to the authority referred to in resolution at section 3.3(b)(iv)(B) above in connection with a rights issue,

as if section 561 of the Companies Act did not apply to any such allotment, such authority to expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on a date which is 15 months after the date on which this resolution is passed, but so that the Company may make offers and enter into agreements during this period which would, or might require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the Board may allot equity securities and sell treasury shares under such offer and agreement as if the authority had not expired;

(vii) in addition to any authority referred to in section 3.3(b)(vi) above, the Board be authorised to allot equity securities (as defined in section 560 of the Companies Act) wholly for cash pursuant to the authority referred to in the resolutions in sections 3.3(b)(iv) above, or where the allotment constitutes an allotment of equity securities by virtue of section 560 of the Companies Act as if section 561 of the Companies Act did not apply to any such allotment, such authority to be:

(a) limited to allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £259,706.12 (representing 5% of the nominal issued share capital of the Company (excluding treasury shares)) at Admission; and

(b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the notice of general meeting at which these resolutions were passed,

such authority to expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on a date which is 15 months after the date on which this resolution is passed, but so that the Company may make offers and enter into agreements during this period which would, or might require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the Board may allot equity securities and sell treasury shares under such offer and agreement as if the authority had not expired;

(viii) conditional upon Admission, the Company be authorised to undertake a reduction of the share premium account by way of a court-approved capital reduction in accordance with the Companies Act in order to provide it with certain distributable reserves in order to support payment of possible future dividends or future share repurchases.

(ix) subject to and conditional upon Admission, the Company be authorised for the purpose of section 701 of the Companies Act to make one or more market purchases (as defined in section 693(4) of the Companies Act) of its Ordinary Shares, such powers to be limited:

(a) to a maximum aggregate number of Ordinary Shares representing 10% of the Company's issued share capital at Admission;

(b) by the condition that the minimum price which may be paid for an Ordinary Share is one penny (being the nominal value of the Ordinary Shares);

(c) by the condition that the maximum price which may be paid for an Ordinary Share is the higher of:

(i) 105% of the middle market quotations for the Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is to be purchased; and

(ii) the amount stipulated by the Regulatory Technical Standards adopted by the European Commission pursuant to Article 5(6) of the Market Abuse Regulation,

in each case, exclusive of expenses,

such power to apply until the end of the next annual general meeting of the Company (or, if earlier, until the close of business on a date which is 15 months after the date this resolution was passed) but in each case so that the Company may enter into a contract to purchase Ordinary Shares which will or may be completed or executed wholly or partly after the power ends and the Company may purchase Ordinary Shares pursuant to any such contract as if the power had not ended.

Rights attaching to the Ordinary Shares are summarised in Section 4 (*Articles of Association of the Company*) of this Part XI (*Additional Information*) below.

Save as disclosed in this Part XI and Part III: "*Directors, Senior Managers and Corporate Governance*" of this Prospectus:

- there has been no change in the amount of the share or loan capital of the Company and no material change in the amount of the share or loan capital of any of its subsidiaries (other than intercompany issues by wholly-owned subsidiaries) since incorporation;
- no commissions, discounts, brokerages or other special terms have been granted by the Company or any of its subsidiaries in connection with the allotment of any share or loan capital of the Company or any of its subsidiaries since incorporation;
- no share or loan capital of the Company or any of its subsidiaries is under option or is agreed, conditionally or unconditionally, to be put under option;
- there are no acquisition rights or obligations in relation to the issue of Ordinary Shares in the capital of the Company or an undertaking to increase the capital of the Company; and
- there are no convertible securities, exchangeable securities or securities with warrants in the Company.

4. ARTICLES OF ASSOCIATION OF THE COMPANY

The Articles of the Company adopted on 18 October 2017, conditional upon Admission being effective, include provisions to the following effect:

4.1 Objects

The objects of the Company, in accordance with section 31(1) of the Companies Act, are unrestricted.

4.2 Limited liability

The liability of the members is limited to the amount, if any, unpaid on the shares in the Company respectively held by them.

4.3 Rights attaching to shares

Voting rights of members

Subject to the Articles and to any special rights or restrictions as to voting for the time being attached to any shares (as to which there are none at present) the provisions of the Companies Act shall apply in relation to voting rights. On a show of hands, every member or authorised corporate representative present has one vote and every proxy present has one vote except if the proxy has been duly appointed by more than one member and has been instructed by (or exercises his discretion given by) one or more of those members to vote for the resolution and has been instructed by (or exercises his discretion given by) one or more other of those members to vote against it, in which case a proxy has one vote for and one vote against the resolution. On a poll, every member present in person or by proxy has one vote for every share of which he is a holder. In the case of joint holders, the vote of the person whose name stands first in the register of members and who tenders a vote is accepted to the exclusion of any votes tendered by any other joint holders.

Dividends

Subject to the rights attached to any shares issued on any special terms and conditions (as to which there are none at present), dividends shall be declared and paid according to the amounts paid up on the shares in respect of which the dividend is paid, but no amount paid up on a share in advance of calls should be treated for these purposes as paid up on the share.

Return of capital

If the Company is in liquidation, the liquidator may, with the authority of a special resolution of the Company and any other authority required by any applicable statutory provision (A) divide among the members in specie the whole or any part of the assets of the Company, and for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members; or (B) vest the whole or any part of the assets in trustees on such trusts for the benefit of members as the liquidator, with the necessary authority, shall think fit, but no member shall be compelled to accept any assets upon which there is any liability.

Capitalisation of reserves

The Board may, with the authority of an ordinary resolution of the Company: (A) resolve to capitalise any sum standing to the credit of any reserve account of the Company (including the share premium account and capital redemption reserve) or any sum standing to the credit of the profit and loss account not required for the payment of any preferential dividend (whether or not it is available for distribution); and (B) appropriate that sum as capital to the holders of shares in proportion to the nominal amount of the share capital held by them respectively and apply that sum on their behalf in paying up in full any shares or debentures of the Company of a nominal amount equal to that sum and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions or in paying up the whole or part of any amounts which are unpaid in respect of any issued shares in the Company held by them respectively, or otherwise deal with such sum as directed by the resolution provided that the share premium account, the capital redemption reserve, any redenomination reserve and any sum not available for distribution in accordance with the applicable statutory provisions may only be applied in paying up shares to be allotted credited as fully paid up.

4.4 Issue of shares

The Company may from time to time pass an ordinary resolution authorising, in accordance with section 551 of the Companies Act, the Board to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to the maximum nominal amount specified in the resolution. The authority shall expire on the day specified in the resolution (not being more than five years from the date on which the resolution is passed) but any authority given under this article shall allow the Company, before the authority expires, to make an offer or agreement which would or might require shares to be allotted or rights to be granted after it expires.

Subject (other than in relation to the sale of treasury shares) to the Board being generally authorised to allot shares and grant rights to subscribe for or to convert any security into shares in the Company in accordance with section 551 of the Companies Act, the Company may from time to time resolve, by special resolution, that the Board be given power to allot equity securities for cash as if section 561 of the Companies Act did not apply to the allotment but that power shall be limited: (i) to the allotment of equity securities in connection with a rights issue; and (ii) to the allotment (other than in connection with a rights issue) of equity securities having a nominal amount not exceeding in aggregate the sum specified in the special resolution. Unless previously revoked, that power shall (if so provided in the special resolution) expire on the date specified in the special resolution of the Company but the Company may before the power expires make an offer or agreement which would or might require equity securities to be allotted after it expires.

4.5 Alteration of share capital

The Company may exercise the powers conferred by the applicable statutory provisions to increase its share capital by allotting new shares; reduce its share capital; sub-divide or consolidate and divide all or any of its share capital; redenominate all or any of its shares and reduce its share capital in connection with such redenomination; issue redeemable shares and purchase all or any of its shares of any class including any redeemable shares.

4.6 Variation of class rights

Whenever the share capital of the Company is divided into different classes of shares, all or any of the rights for the time being attached to any class of shares in issue may from time to time (whether or not the Company is being wound up) be varied in such manner as those rights may provide or (if no such provision is made) either with the consent in writing of the holders of three-fourths in nominal value of the issued shares of that class or with the authority of a special resolution passed at a separate general meeting of the holders of those shares.

4.7 Transfer of Ordinary Shares

Save as described below, the Ordinary Shares will be freely transferable upon Admission.

A member may transfer all or any of his shares in any manner which is permitted by any applicable statutory provision and is from time to time approved by the Board. The Company shall maintain a record of uncertified shares in accordance with the relevant statutory provisions.

A member may transfer all or any of his certificated shares by an instrument of transfer in any usual form, or in such other form as the Board may approve. The instrument of transfer shall be signed by or on behalf of the transferor and, except in the case of a fully paid share, by or on behalf of the transferee. The Board may, in its absolute discretion, refuse to register any instrument of transfer of any certificated share which is not fully paid up but, in the case of a class of shares which has been admitted to the Official List of the FCA, not so as to prevent dealings in those shares from taking place on an open and proper basis or on which the Company has a lien. The Board may also refuse to register any instrument of transfer of a certificated share unless it is left at the registered office, or such other place as the Board may decide, for registration, accompanied by the certificate for the shares to be transferred and such other evidence (if any) as the Board may reasonably require to prove title of the intending transferor or his right to transfer the shares; and it is in respect of only one class of shares. If the Board refuses to register a transfer of a certificated share it shall, as soon as practicable and in any event within two months after the date on which the instrument was lodged, give to the transferee notice of the refusal together with its reasons for refusal. The Board shall provide the transferee with such further information about the reasons for the refusal as the transferee may reasonably request. Unless otherwise agreed by the Board in any particular case, the maximum number of persons who may be entered on the register as joint holders of a share is four.

4.8 Disclosure of interests in Ordinary Shares

If the holder of, or any person appearing to be interested in, any share has been given a notice requiring any of the information mentioned in section 793 of the Companies Act (the "**Section 793 Notice**") and, in respect of that share (a "**Default Share**"), has been in default for a period of 14 days after the Section 793 Notice has been given in supplying to the Company the information required by the Section 793 Notice, the following restrictions shall apply: (a) if the Default Shares in which any one person is interested or appears to the Company to be interested represent less than 0.25% of the issued shares of the class, the holders of the Default Shares shall not be entitled, in respect of those shares, to attend or to vote, either personally or by proxy, at any general meeting of the Company; or (b) if the Default Shares in which any one person is interested or appears to the Company to be interested represent at least 0.25% of the issued shares of the class, the holders of the Default Shares shall not be entitled, in respect of those shares (i) to attend or to vote, either personally or by proxy, at any general meeting of the Company or (ii) to receive any dividend or other distribution or (iii) to transfer or agree to transfer any of those shares or any rights in them.

The above restrictions shall continue for the period specified by the Board, being not more than seven days after the earlier of (i) the Company being notified that the Default Shares have been sold pursuant to an exempt transfer; and (ii) due compliance, to the satisfaction of the Board, with the Section 793 Notice. The Board may waive these restrictions, in whole or in part, at any time. The restrictions shall not prejudice the right of either the member holding the Default Shares or, if different, any person having a power of sale over those shares to sell or agree to sell those shares under an exempt transfer.

4.9 Forfeiture of shares

If the whole or any part of any call or instalment remains unpaid on any share after the due date for payment, the Board may give a notice to the holder requiring him to pay so much of the call or instalment as remains unpaid, together with any accrued interest.

If the requirements of a notice are not complied with, any share in respect of which it was given may (before the payment required by the notice is made) be forfeited by a resolution of the Board. The forfeiture shall include all dividends declared and other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.

Every share which is forfeited or surrendered shall become the property of the Company and (subject to the applicable statutory provisions) may be sold, re-allotted or otherwise disposed of, upon such terms and in such manner as the Board shall decide either to the person who was before the forfeiture the holder of the share or to any other person and whether with or without all or any part of the amount previously paid up on the share being credited as so paid up.

4.10 Uncertificated shares—general powers

In relation to any uncertificated share, the Company may utilise the relevant system in which it is held to the fullest extent available from time to time in the exercise of any of its powers or functions under any applicable statutory provision or the Articles or otherwise in effecting any action. Any provision in the Articles in relation to uncertificated shares which is inconsistent with (i) any applicable statutory provision or (ii) the exercise of any powers or functions by the Company or the effecting by the Company of any actions by means of a relevant system, shall not apply. The Company may, by notice to the holder of an uncertificated share, require the holder to change the form of that share to certificated form within such period as may be specified in the notice. For the purpose of effecting any action by the Company, the Board may determine that shares held by a person in uncertificated form shall be treated as a separate holding from shares held by that person in certificated form but shares of a class held by a person in uncertificated form shall not be treated as a separate class from shares of that class held by that person in certificated form.

4.11 Communications by the Company

Subject to the applicable statutory provisions and other rules applicable to the Company, a document or information may be sent or supplied by the Company to any member in electronic form to such address as may from time to time be authorised by the member concerned or by making it available on a website and notifying the member concerned (in accordance with the applicable statutory provisions and other rules applicable to the Company) that it has been made available. A member shall be deemed to have agreed that the Company may send or supply a document or information by means of a website if the applicable statutory provisions have been satisfied.

4.12 General meetings

An annual general meeting shall be held in accordance with the statutory provisions. Other general meetings shall be held whenever the Board thinks fit or on the requisition of shareholders in accordance with the applicable statutory provisions.

Subject to the applicable statutory provisions, an annual general meeting shall be called by at least 21 clear days' notice and all other general meetings shall be called by not less than 14 clear days' notice or by not less than such minimum notice period as is permitted by the applicable statutory provisions.

The requisite quorum for general meetings of the Company shall be two qualifying persons, representing different members and entitled to vote on the business to be transacted at the meeting. A qualifying person is an individual who is a member of the Company, a corporate representative or a proxy.

4.13 Directors

Election, retirement and removal of directors

The Directors (other than alternate directors) shall not, unless otherwise determined by an ordinary resolution of the Company, be less than two nor more than 15 in number.

A Director need not be a member of the Company.

Subject to the Articles, the Company may by ordinary resolution elect any person who is willing to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not exceed any maximum number fixed by or in accordance with the Articles.

Every resolution of a general meeting for the election of a director shall relate to one named person and a single resolution for the election of two or more persons shall be void, unless a resolution that it shall be so proposed has been first agreed to by the meeting without any vote being cast against it. The Board may appoint any person who is willing to act to be a director, either to fill a vacancy or by way of addition to their number, but so that the total number of directors shall not exceed any maximum number fixed by or in accordance with the Articles.

No person (other than a director retiring in accordance with the Articles) shall be elected or re-elected a director at any general meeting unless (i) he is recommended by the Board or (ii) not less than 14 nor more than 42 days before the date appointed for the meeting there has been given to the Company, by a member (other than the person to be proposed) entitled to vote at the meeting, notice of his intention to propose a resolution for the election of that person, stating the particulars which would, if he were so elected, be required to be included in the Company's register of directors and a notice executed by that person of his willingness to be elected.

At each annual general meeting every director shall retire from office. A retiring director shall be eligible for re-election, and a director who is re-elected will be treated as continuing in office without a break. A retiring director who is not re-elected shall retain office until the close of the meeting at which he retires. If the Company, at any meeting at which a director retires in accordance with the Articles, does not fill the office vacated by such director, the retiring director, if willing to act, shall be deemed to be re-elected, unless at the meeting a resolution is passed not to fill the vacancy or to elect another person in his place or unless the resolution to re-elect him is put to the meeting and lost.

The Company may by special resolution, or by ordinary resolution of which special notice has been given in accordance with the applicable statutory provisions, remove any director before his period of office has expired notwithstanding anything in the Articles or in any agreement between him and the Company. A director may also be removed from office by giving him notice to that effect signed by or on behalf of not less than three quarters of the other directors (or their alternates). Any such removal of a director shall be without prejudice to any claim which such director may have for damages for breach of any agreement between him and the Company.

Conflicts of interest

If a situation (a "**Relevant Situation**") arises in which a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the Company could take advantage of it but excluding any situation which cannot reasonably be regarded as likely to give rise to a conflict of interest) the following provisions shall apply if the conflict of interest does not arise in relation to a transaction or arrangement with the Company: (i) if the Relevant Situation arises from the appointment or proposed appointment of a person as a director of the Company, the Directors (other than the director, and any other director with a similar interest, who shall not be counted in the quorum at the meeting and shall not vote on the resolution) may resolve to authorise the appointment of the director and the Relevant Situation on such terms as they may determine; (ii) if the Relevant Situation arises in circumstances other than in paragraph (i) above, the Directors (other than the director and any other director with a similar interest who shall not be counted in the quorum at the meeting and shall not vote on the resolution) may resolve to authorise the Relevant Situation and the continuing performance by the director of his duties on such terms as they may determine. Any terms of such authorisation may be imposed at the time of the authorisation or may be imposed or varied subsequently and may include (without limitation):

(a) whether the interested directors may vote (or be counted in the quorum at a meeting) in relation to any resolution relating to the Relevant Situation;

(b) the exclusion of the interested directors from all information and discussion by the Company of the Relevant Situation; and

(c) (without prejudice to the general obligations of confidentiality) the application to the interested directors of a strict duty of confidentiality to the Company for any confidential information of the Company in relation to the Relevant Situation.

Any authorisation of a Relevant Situation may provide that, where the interested director obtains (other than through his position as a director of the Company) information that is confidential to a third party, he will not be obliged to disclose it to the Company or to use it in relation to the Company's affairs in circumstances where to do so would amount to a breach of that confidence.

If a director is in any way, directly or indirectly, interested in a proposed or an existing transaction or arrangement with the Company, he must declare the nature and extent of that interest to the other directors.

Subject to any applicable statutory provisions and to having declared his interest to the other directors, a director may:

(a) enter into or be interested in any transaction or arrangement with the Company, either with regard to his tenure of any office or position in the management, administration or conduct of the business of the Company, or as vendor, purchaser or otherwise;

(b) hold any other office or place of profit with the Company (except that of auditor) in conjunction with his office of director for such period (subject to applicable statutory provisions) and upon such terms as the Board may decide and be paid such extra remuneration for so doing (whether by way of salary, commission, participation in profits or otherwise) as the Board may decide, either in addition to or in lieu of any remuneration under any other provision of the Articles;

(c) act by himself or his firm in a professional capacity for the Company (except as auditor) and be entitled to remuneration for professional services as if he were not a director;

(d) be or become a member or director of, or hold any other office or place of profit under, or otherwise be interested in, any holding company or subsidiary undertaking of that holding company or any other company in which the Company may be interested. The Board may cause the voting rights conferred by the shares in any other company held or owned by the Company or exercisable by them as directors of that other company to be exercised in such manner in all respects as it thinks fit (including the exercise of voting rights in favour of any resolution appointing the Directors or any of them as directors or officers of the other company or voting or providing for the payment of any benefit to the Directors or officers of the other company); and

(e) be or become a director of any other company in which the Company does not have an interest if that cannot reasonably be regarded as likely to give rise to a conflict of interest at the time of his appointment as a director of that other company.

Remuneration

The Directors shall be paid such fees not exceeding in aggregate £3.0 million per annum (or such larger sum as the Company may, by ordinary resolution, determine) as the Board may decide to be divided among them in such proportion and manner as they may agree or, failing agreement, equally. Any such fee shall be distinct from any remuneration or other amounts payable to a director under other provisions of the Articles and shall accrue from day to day.

The Board may grant special remuneration to any director who performs any special or extra services to or at the request of the Company. Such special remuneration may be paid by way of lump sum, salary, commission, participation in profits or otherwise as the Board may decide in addition to any remuneration payable under or pursuant to any other of the Articles.

A director shall be paid out of the funds of the Company all travelling, hotel and other expenses properly incurred by him in and about the discharge of his duties, including his expenses of travelling to and from Board meetings, committee meetings and general meetings. Subject to any guidelines and procedures established from time to time by the Board, a director may also be paid out of the funds of the Company all expenses incurred by him in obtaining professional advice in connection with the affairs of the Company or the discharge of his duties as a director.

The Board may exercise all the powers of the Company to:

(a) pay, provide, arrange or procure the grant of pensions or other retirement benefits, death, disability or sickness benefits, health, accident and other insurances or other such benefits, allowances, gratuities or insurances, including in relation to the termination of employment, to or for the benefit of any person who is or has been at any time a director of the Company or in the employment or service of the Company or of any body corporate which is or was associated with the Company or of the predecessors in business of the Company or any such associated body corporate, or the relatives or dependants of any such person. For that purpose the Board may procure the establishment and maintenance of, or participation in, or contribution to, any pension fund, scheme or arrangement and the payment of any insurance premiums;

(b) establish, maintain, adopt and enable participation in any profit sharing or incentive scheme including shares, share options or cash or any similar schemes for the benefit of any director or employee of the Company or of any associated body corporate, and to lend money to any such director or employee or to trustees on their behalf to enable any such schemes to be established, maintained or adopted; and

(c) support and subscribe to any institution or association which may be for the benefit of the Company or of any associated body corporate or any directors or employees of the Company or associated body corporate or their relatives or dependants or connected with any town or place where the Company or an associated body corporate carries on business, and to support and subscribe to any charitable or public object whatsoever.

Indemnity

As far as the applicable statutory provisions allow, the Company may:

(a) indemnify any director of the Company (or of an associated body corporate) against any liability;

(b) indemnify a director of a company that is a trustee of an occupational pension scheme for employees (or former employees) of the Company (or of an associated body corporate) against liability incurred in connection with the company's activities as trustee of the scheme;

(c) purchase and maintain insurance against any liability for any director referred to in paragraphs (a) or (b) above; and

(d) provide any director referred to in paragraphs (a) or (b) above with funds (whether by loan or otherwise) to meet expenditure incurred or to be incurred by him in defending any criminal, regulatory or civil proceedings or in connection with an application for relief (or to enable any such director to avoid incurring such expenditure).

Proceedings of the Board

A director may at any time, and the secretary may at the request of a director, call a meeting of the Board. The Board may meet for the dispatch of business, adjourn and otherwise regulate its meeting as it thinks fit. This includes at a meeting which consists of a conference between directors some or all of whom are in different places provided that each director may participate in the business of the meeting by any means which allows him both to hear each of the other participating directors (or receive real time communications made by them), and, if he so wishes, to address all of the other participating directors simultaneously (or otherwise communicate in real time with them).

The quorum for Board meetings, unless fixed by the Board at any other number, shall be two. A Board meeting at which a quorum is present shall be competent to exercise all the powers, authorities and discretions vested in or exercisable by the Board.

The Board may appoint a chairman and one or more deputy chairmen and may at any time revoke such an appointment. The chairman, or failing him any deputy chairman (the longest in office taking precedence, if more than one is present), shall, if present and willing, preside at all Board meetings but, if no chairman or deputy chairman has been appointed, or if he is not present within five minutes after the time fixed for holding the meeting or is unwilling to act as chairman of the meeting, the Directors present shall choose one of their number to act as chairman of the meeting.

Questions arising at a Board meeting shall be determined by a majority of votes and, in the case of equality of votes, the chairman of the meeting shall have a second or casting vote. A resolution which is signed or approved by all the Directors entitled to vote on that resolution shall be valid and effectual as if it had been passed at a Board meeting duly called and constituted.

All acts bona fide done by a meeting of the Board, or of a committee, or by any person acting as a director or committee member, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the Board or committee or of the person so acting, or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and qualified to be a director and had continued to be a director or member of the committee and had been entitled to vote.

4.14 Borrowing powers

There is no requirement on the Directors to restrict the borrowing of the Company or any of its subsidiary undertakings.

4.15 Dividends

Declaration of dividends

The Company may, by ordinary resolution, declare a dividend to be paid to the members, according to their respective rights and interests in the profits, and may fix the time for payment of such dividend, but no dividend shall exceed the amount recommended by the Board.

Fixed and interim dividends

The Board may pay such interim dividends as appear to the Board to be justified by the financial position of the Company and may also pay any dividend payable at a fixed rate at intervals settled by the Board whenever the financial position of the Company, in the opinion of the Board, justifies its payment. If the Board acts in good faith, none of the Directors shall incur any liability to the holders of shares conferring preferred rights for

any loss such holders may suffer in consequence of the payment of an interim dividend on any shares having non-preferred or deferred rights.

Calculation and currency of dividends

Except insofar as the rights attaching to, or the terms of issue of, any share otherwise provide: (a) all dividends shall be declared and paid according to the amounts paid up on the shares in respect of which the dividend is paid, but no amount paid up on a share in advance of calls shall be treated as paid up on the share; (b) all dividends shall be apportioned and paid pro rata according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; and (c) dividends may be declared or paid in any currency and the Board may agree with any member that dividends which may at any time or from time to time be declared or become due on his shares in one currency shall be paid or satisfied in another, and may agree the basis of conversion to be applied and how and when the amount to be paid in the other currency shall be calculated and paid and for the Company or any other person to bear any costs involved.

Dividends not to bear interest

No dividend or other moneys payable by the Company on or in respect of any share shall bear interest as against the Company unless otherwise provided by the rights attached to the share.

Calls or debts may be deducted from dividends

The Board may deduct from any dividend or other moneys payable to any person (either alone or jointly with another) on or in respect of a share all such sums as may be due from him (either alone or jointly with another) to the Company on account of calls or otherwise in relation to shares of the Company.

Dividends in specie

With the authority of an ordinary resolution of the Company and on the recommendation of the Board, payment of any dividend may be satisfied wholly or in part by the distribution of specific assets and in particular of paid up shares or debentures of any other company.

Scrip dividends

The Board may, with the authority of an ordinary resolution of the Company, offer any holders of shares the right to elect to receive further shares, credited as fully paid, instead of cash in respect of all (or some part) of any dividend specified by the ordinary resolution (a scrip dividend) in accordance with the provisions of the relevant provisions of the Articles.

Unclaimed dividends

Any dividend unclaimed for a period of twelve years after having been declared shall be forfeited and cease to remain owing by the Company.

5. MAJOR INTERESTS IN SHARES

Other than the interests that may arise under the Underwriting Agreement (and assuming no exercise of the Over-allotment Option), in so far as the Directors are aware, as at the date of this Prospectus the following persons hold, and will following Admission hold, directly or indirectly, 3% or more of the Company's voting

rights, being the level at which notification is required to be made to the Company pursuant to the Disclosure Guidance and Transparency Rules:

Name	Date of this Prospectus		Immediately following Admission[1]	
	Number of Ordinary Shares	Percentage of voting Ordinary Share capital	Number of Ordinary Shares	Percentage of voting Ordinary Share capital
Bain Funds[2]	342,309,630	92.3%	47,844,472	9.2%
BCOH Shareholder[3]	—	—	294,465,158	56.7%
Henderson Global Investors Limited	—	—	26,500,000	5.1%
Pelham Capital Management LLP	—	—	18,500,000	3.6%
DWS Investment GmbH	—	—	16,500,000	3.2%

Notes:

(1) Assuming no exercise of the Over-allotment Option.

(2) The Bain Funds (together with the number of Ordinary Shares held on the date of this Prospectus) comprise: Bain Capital Fund XI, L.P. (305,489,976 Ordinary Shares), BCIP Associates IV, L.P. (34,170,871 Ordinary Shares), BCIP Associates IV-B, L.P. (497,175 Ordinary Shares), BCIP Trust Associates IV, L.P. (1,496,624 Ordinary Shares), BCIP Trust Associates IV-B, L.P. (178,733 Ordinary Shares) and RGIP, LP (476,251 Ordinary Shares).

(3) Conditional upon Admission, the Bain Funds will transfer 294,465,158 Ordinary Shares held by them to the BCOH Shareholder in connection with the Bain Funds' right to enter into margin loan facilities following Admission. Should the Institutional Shareholders enter into a margin loan facility, the BCOH Shareholder will grant security over all, or substantially all, of the Ordinary Shares that it then holds in the Company.

Certain investors are expected to acquire interests of more than 5% of the Ordinary Shares available in the Global Offer through one or more funds.

The Company's significant Shareholders do not have and will not have voting rights attached to the Ordinary Shares they hold that are different to those held by the other Shareholders.

Save as set out in this Part XI and Part III: "*Directors, Senior Managers and Corporate Governance*" of this Prospectus, the Company is not aware of any person who immediately following Admission, directly or indirectly, jointly or severally, will or could exercise control over the Company.

6. DIRECTORS AND SENIOR MANAGERS

6.1 Interests of the Directors and Senior Managers

As at 24 October 2017 (being the latest practicable date prior to the publication of this Prospectus), the interests (all of which are beneficial) of the Directors and Senior Managers, their respective families and (so far as is known to them or could with reasonable diligence be ascertained by them) persons connected (within the meaning of section 96B of FSMA) with each of them in the issued share capital of the Company, including: (a) those arising pursuant to transactions notified to the Company pursuant to Article 19 of the Market Abuse Regulation or (b) those of connected persons of the Directors or Senior Managers which would,

if such connected person were a Director or Senior Manager, be required to be disclosed under (a) above are set out in the following table.

Name	Immediately prior to Admission		Immediately following Admission	
	Number of Ordinary Shares	Percentage of voting Ordinary Share capital[1]	Number of Ordinary Shares[2]	Percentage of voting Ordinary Share capital[3]
Directors				
Manfred Wennemer[1]	—	—	185,364	0.04%
William L. Kozyra	12,471,803	3.4%	7,433,622	1.43%
Timothy Knutson	6,235,901	1.7%	3,568,921	0.69%
Neil Carson[1]	—	—	62,686	0.01%
Paul Edgerley	—	—	—	—
John Smith[1]	—	—	58,483	0.01%
Stephen Thomas	—	—	—	—
Jeffrey Vanneste[1]	—	—	58,483	0.01%
Senior Managers				
Hans Dieltjens	2,113,359	0.6%	1,542,753	0.30%
Steve Taylor	626,782	0.2%	413,677	0.08%

Notes:

(1) The Chairman and the Independent Non-Executive Directors have each been paid a one-off fee and the Chairman and each Independent Non-Executive Director have used the full net amount of such fee (after tax) to subscribe for new Ordinary Shares at the Offer Price. Such new Ordinary Shares will be allotted by the Company to the Chairman and the Independent Non-Executive Directors outside of the Global Offer and will not constitute Offer Shares. For more information, see Section 6.2 (*Director service agreements and letters of appointment*) of this Part XI.

(2) After vesting of options under the 2015 Incentive Plan (as defined below)—for more information please see Section 9.6 (*Overview of 2015 Incentive Plan*) of this Part XI.

(3) Also includes beneficial interests in Ordinary Shares (excluding Ordinary Shares under option).

Save as set out in Section 5 (*Major interests in shares*) and Section 12 (*Material contracts*) of this Part XI, the Company is not aware of any person who holds as shareholder (within the meaning of the Disclosure Guidance and Transparency Rules), directly or indirectly, 3% or more of the voting rights of the Company.

At the date of this Prospectus, there are no restrictions agreed by any Director or Senior Manager on the disposal within a certain time of their holdings in the Company's securities other than as disclosed in this Prospectus.

None of the Shareholders referred to in this Section 6 has different voting rights from any other Shareholder in respect of any Ordinary Shares held by them.

6.2 Director service agreements and letters of appointment

Save as disclosed in this Part XI, there are no existing or proposed service agreements or letters of appointment between the Directors and any members of the Group. Certain terms of the Directors' service agreements and letters of appointment are summarised below.

Service agreements

Effective at Admission, each of William L. Kozyra and Timothy Knutson has entered into a second amended and restated service agreement with TI Group Automotive Systems L.L.C. ("**TIGAS**") as employer. The principal terms of these service agreements are set out below:

(a) Each of William L. Kozyra and Timothy Knutson in addition to his annual basic salary (of not less than $1,050,000 and $650,000, respectively) and car allowance:

(i) will receive a benefit allowance of not less than $33,050 and $20,000, respectively;

(ii) is entitled to reimbursement of reasonable business expenses incurred by him in connection with carrying out his responsibilities and duties to the Group;

(iii) is entitled to reimbursement of reasonable costs incurred in preparing annual federal, state and any UK personal income tax returns in respect of his taxable years occurring during the term of employment;

(iv) is eligible for an annual bonus with a target amount of 150% and a maximum amount of 300%, in each case, of his annual basic salary;

(v) is eligible for an annual performance share grant with a maximum award value of 300% of annual basic salary, provided that he may vest in an amount equal to 133% of the maximum award value for achievement of extraordinary performance metrics established by the Compensation Committee; and

(vi) is entitled to a one-time bonus of $3,000,000 and $2,000,000, respectively, in connection with the Global Offer.

(b) The Executive Directors have access to health insurance, retirement, car allowance, and aircraft usage programmes and the other benefits provided to the Group's other senior executives, except to the extent such plans are duplicative of benefits otherwise provided under the service agreements.

(c) The employment of each Executive Director is terminable for cause on ten business days' notice, without payment of any severance or additional benefits.

(d) The employment of each Executive Director is terminable by TIGAS without cause with immediate effect on receipt by an Executive Director of a notice of such termination, upon which such Executive Director is entitled to (i) payments of salary up to the termination date, (ii) any unpaid annual bonus for the prior fiscal year, (iii) a pro-rata bonus for the current fiscal year, (iv) a pro-rata portion of any outstanding and unvested annual performance share grants (provided that, in the case of Mr Kozyra, his annual performance share grants will fully time vest upon a termination without cause on or after the second anniversary of Admission and remain eligible to vest based on the achievement of the applicable performance metrics), (v) continuation of health benefits for a period of 18 months (in the case of Mr Kozyra) and twelve months (in the case of Mr Knutson) and (vi) (A) in the case of Mr Kozyra, an amount equal to 1.5 times the sum of (x) his annual basic salary, plus (y) an amount equal to 75% of his annual basic salary for the year in which termination occurs, payable in equal instalments over an 18 month period, and (B) in the case of Mr Knutson, an amount equal to the sum of (x) his annual basic salary and (y) his target annual bonus, payable in equal instalments over a twelve month period.

(e) Each Executive Director may terminate his employment on 30 days' written notice in certain circumstances constituting "good reason" (including (i) a material diminution in his title, duties, or responsibilities (including reporting responsibilities) or removal from the Board, (ii) a material reduction in his annual basic salary or target annual bonus opportunity (in each case, other than a reduction of not more than 10% pursuant to an across-the-board reduction applicable to all similarly situated executives), (iii) a significant relocation of his principal place of employment, or (iv) TIGAS' failure to fulfil certain obligations under the service agreement), subject to TIGAS' right to cure such circumstances within the 30-day period, or without "good reason" on provision of 180 days' written notice (in the case of Mr Kozyra) and six months' written notice (in the case of Mr Knutson). Upon a resignation for "good reason," each Executive Director generally is entitled to the same payments and benefits as upon a termination without cause; provided that, (A) in the case of Mr Kozyra, his outstanding and unvested annual performance share grants will fully time vest, if he resigns due to not being re-nominated to the Board, and (B) in the case of Mr Knutson, his cash severance will be increased to an amount equal to two times the sum of (x) his annual basic salary and (y) his target annual bonus, payable in equal instalments over an 18 month period, if the Board's first appointment of a Chief Executive Officer following the termination of Mr Kozyra's service as Chief Executive Officer is unacceptable to him. If Mr Kozyra resigns from his position as Chief Executive Officer after 30 June 2019 and before 1 July 2021, without "good reason," he will be entitled to (w) payment of salary up to the termination date (x) any unpaid annual bonus for the prior fiscal year, (y) a pro-rata bonus for the current fiscal year, and (z) a pro-rata portion of any outstanding and unvested annual performance share grants (provided that, if he continues to serve as a Board member following his resignation, all of his outstanding and unvested annual performance share grants will remain outstanding, and he will continue to time vest during such Board service; provided, further, if his resignation occurs on or after the third anniversary of Admission and his cessation of Board service occurs simultaneously therewith or at some point thereafter as a result of (A) the Group's request for him not to serve on the Board or to resign from the Board; or (B) any action (or inaction) by the Board to remove him from the Board or not re-nominate him to the Board, his outstanding and unvested annual performance share grants will fully time vest). In all cases, vesting of the annual performance share grants remains subject to achievement of the applicable performance metrics.

(f) In the event of a termination of employment due to an Executive Director's death or disability, such Executive Director, or his estate or beneficiaries, as applicable, will be entitled to (i) any unpaid annual bonus for the prior fiscal year, (ii) a pro-rata bonus for the current fiscal year, (iii) a pro-rata portion of

any outstanding and unvested annual performance share grants, and (iv) continuation of health benefits for such Executive Director and/or his dependents for a period of up to 18 months (in the case of Mr Kozyra) and twelve months (in the case of Mr Knutson).

(g) Each Executive Director is entitled to the same number of holidays as are generally allowed to senior executives of the Group in accordance with the Group's policy in effect from time to time, provided that each Executive Director is entitled to six weeks' paid holiday per annum.

(h) Each Executive Director is subject to a confidentiality undertaking without limitation in time and to non-compete, non-solicit and non-interference restrictive covenants during the term of his employment and for a post-employment period of 18 months, in the case of Mr Kozyra, and twelve months, in the case of Mr Knutson.

Letters of appointment

The Company has appointed Manfred Wennemer, Neil Carson, Paul Edgerley, John Smith, Stephen Thomas and Jeffrey Vanneste as Non-Executive Directors. All of the Non-Executive Directors are appointed by letters of appointment and do not have service agreements. The principal terms of these letters of appointment are set out below.

(a) Chairman: Manfred Wennemer was appointed as an Independent Non-Executive Director pursuant to an appointment letter dated 18 September 2016 and was subsequently appointed chairman of the Company. The appointment will initially be for three years however, this is not a fixed contractual period. Continuation of the appointment is dependent upon satisfactory performance and annual re-election at forthcoming annual general meetings of the Company. Mr Wennemer's appointment is terminable by one month's prior written notice from either party or with immediate effect if, *inter alia*, there has been a material breach of the obligations under the letter of appointment. Mr Wennemer will be paid an annual fee of £300,000, payable quarterly in arrears. In addition, Mr Wennemer has been paid a one-off fee of £900,000 and has used the full net amount of such fee (after tax) to subscribe for new Ordinary Shares at the Offer Price. Such new Ordinary Shares will be allotted by the Company to Mr Wennemer outside of the Global Offer and will not constitute Offer Shares.

(b) Deputy Chairman and Senior Independent Director: Neil Carson was appointed as an Independent Non-Executive Director pursuant to an appointment letter dated 16 September 2016 and was subsequently appointed Deputy Chairman and Senior Independent Director. The appointment will initially be for three years, however, this is not a fixed contractual period. Continuation of the appointment is dependent upon satisfactory performance and annual re-election at forthcoming annual general meetings of the Company. Mr Carson's appointment is terminable by one month's prior written notice from either party or with immediate effect if, *inter alia*, there has been a material breach of the obligations under the letter of appointment. Mr Carson will be paid an annual fee of £117,000, payable quarterly in arrears. In addition, Mr Carson has been paid a one-off fee of £300,000 and has used the full net amount of such fee (after tax) to subscribe for new Ordinary Shares at the Offer Price. Such new Ordinary Shares will be allotted by the Company to Mr Carson outside of the Global Offer and will not constitute Offer Shares.

(c) Independent Non-Executive Directors: John Smith and Jeffrey Vanneste were appointed pursuant to appointment letters dated 5 October 2017 and 5 October 2017, respectively. The appointments will initially be for three years each, however, these are not fixed contractual periods. Continuation of the appointments is dependent upon satisfactory performance and annual re-election at forthcoming annual general meetings of the Company. Mr Smith's and Mr Vanneste's appointments are each terminable by one month's prior written notice from either party or with immediate effect if, *inter alia*, there has been a material breach of the obligations under their respective letters of appointment. Mr Smith and Mr Vanneste will be paid an annual fee of £94,000 each, payable quarterly in arrears. In addition, Mr Smith and Mr Vanneste have been paid a one-off fee of £300,000 each. Mr Smith and Mr Vanneste have used the full net amounts of such fees (after tax) to subscribe for new Ordinary Shares at the Offer Price. Such new Ordinary Shares will be allotted by the Company to Mr Smith and Mr Vanneste outside of the Global Offer and will not constitute Offer Shares.

(d) Other Non-Executive Directors: The Company has appointed Paul Edgerley and Stephen Thomas as Non-Executive Directors. Their appointment will terminate in accordance with the Relationship Agreement (as described in Section 12 (*Material contracts*) of this Part XI). They will not receive any fees for the provision of these services. The Relationship Agreement contains obligations of confidentiality which have effect during the appointment and after their termination.

(e) Common provisions: The Company shall reimburse any reasonable travelling and subsistence expenses incurred in connection with the carrying out of the duties pursuant to the relevant appointment(s). Each letter of appointment contains obligations of confidentiality and restrictions on conflicts. Each Non-Executive Director is required to allocate sufficient time to discharge his or her responsibilities effectively.

The Company has entered into letters of appointment dated 25 October 2017 with each of the Executive Directors pursuant to which they were appointed as directors of the Company.

6.3 Other directorships and partnerships

In addition to their directorships of the Company and members of the Group, the Directors and Senior Managers hold, or have held within the past five years, the following directorships and partnerships outside the Group.

Name	Current or former directorships/partnerships	Position still held (Y/N)
Directors		
Manfred Wennemer	Board Advisors GmbH	Y
	Allianz Deutschland AG	Y
	Hella KGaA Hueck & Co	Y
	Jost AG	Y
	EuroChem Group AG	Y
	Piab International AB	Y
	Apleona GmbH	Y
	Brückner Technology Holding GmbH	Y
	Hochtief AG	N
	Knorr-Bremse AG	N
	Knorr-Bremse Systeme für Nutzfahrzeuge GmbH	N
	NV Bekaert SA (Belgien)	N
	Sulzer AG (Schweiz)	N
	Springer Science+Business Media S.A.	N
	R.C.S. Luxembourg B.89.452	N
	SAG AG	N
William L. Kozyra	American Axle & Manufacturing Holdings, Inc.	Y
	Lowrys Cooking Solutions LLC	Y
	Notre Dame Preparatory Marist Academy	Y
	University of Detroit Mercy	Y
	Motor & Equipment Manufacturers Association	Y
Timothy Knutson	Notre Dame Preparatory Marist Academy	Y
Neil Carson	TT Electronics plc	Y
	PayPoint plc	N
	Amec Foster Wheeler plc	N
	Johnson Matthey plc	N
Paul Edgerley	HD Supply, Inc.	N
	Steel Dynamics Inc.	N
	MEI Conlux Holdings, Inc.	N
	FTE Automotive GmbH	Y
	The Boston Celtics	Y
	Hero MotoCorp Ltd.	Y
	APEX Tool Group, LLC	Y
	MYOB Group Ltd	N
	Sensata Technologies Holding N.V.	Y
	Bain Capital Private Equity, LP	N
John F. Smith	CEVA Group plc	Y
	Enginetics, LLC	N
	Smith Electric Vehicles Corp.	N

Name	Current or former directorships/partnerships	Position still held (Y/N)
	Arnold Magnetics Technologies Corporation	N
	American Axle & Manufacturing Holdings, Inc.	Y
	Covisint Corp.	N
	Plasan Carbon Composites, Inc.	N
	Eagle Advisors LLC	Y
Stephen Thomas	BCD Parent, Inc.	Y
	Bain Capital Private Equity, LP	Y
	BCPE INCR Holdings, Inc.	Y
	Constellation (BC) S.à.r.l.	Y
	Trinseo S.A.	N
Jeffrey Vanneste	Integrated Manufacturing & Assembly, LLC	Y
	The Music Hall Center for the Performing Arts	Y
	Wayne State University Board of Visitors	Y
Senior Managers		
Hans Dieltjens	—	—
Steve Taylor	—	—

Save as set out above and elsewhere in this Part XI, none of the Directors or Senior Managers has any business interests, or performs any activities, outside the Group which are significant to the Group.

6.4 Directors' confirmations

Confirmations

At the date of this Prospectus, none of the Directors or Senior Managers has at any time within the last five years:

(a) had any convictions in relation to fraudulent offences;

(b) been declared bankrupt or been the subject of any individual voluntary arrangement, or been associated with any bankruptcy, receivership or liquidation in their capacity as director or senior manager;

(c) been the subject of any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies);

(d) been disqualified by a court from acting as a director or member of the administrative, management or supervisory bodies of any company or from acting in the management or conduct of the affairs of any company;

(e) been a partner or senior manager in a partnership which, while he was a partner or within twelve months of his ceasing to be a partner, was put into compulsory liquidation or administration or which entered into any partnership voluntary arrangement;

(f) owned any assets which have been subject to a receivership or been a partner in a partnership subject to a receivership where he was a partner at a time or within the twelve months preceding such event; or

(g) been an executive director or senior manager of a company which has been placed in receivership, compulsory liquidation, creditors' voluntary liquidation or administration or which entered into any company voluntary arrangement or any composition or arrangement with its creditors generally or any class of creditors, at any time during which he was an executive director or senior manager of that company or within twelve months after his ceasing to be an executive director or senior manager.

6.5 Conflicts of interest

Disclosure of conflicts of interest

The Board has established a policy for the disclosure of interests in line with published guidance and the Companies Act.

There are:

(a) no potential conflicts of interest between any duties to the Company of the Directors and Senior Managers and their private interests and/or other duties; and

(b) no arrangements or understandings with the Institutional Shareholders, customers, suppliers or others pursuant to which any Director or Senior Manager was selected to be a Director or Senior Manager other than the nomination of Paul Edgerley and Stephen Thomas pursuant to the terms of the Relationship Agreement (see Section 12.2 (*Relationship Agreement*) of this Part XI).

There are no family relationships between any Directors or Senior Managers.

6.6 Remuneration

Executive Directors

The following table sets out the pre-tax remuneration[(1)] for the Executive Directors for FY 2016.

Name	Salary[(2)] €	Pensions €	Annual bonus €	Value of Equity Compensation[(3)] €	Total €
William L. Kozyra	960,096	10,370	4,126,087	1,988,321	7,084,874
Timothy Knutson	599,043	10,370	2,556,522	994,161	4,160,096

Notes:

(1) All US Dollar amounts have been converted to Euro using the exchange rate of €1 = $1.15. All UK Sterling amounts have been converted to Euro using the exchange rate of €1 = £0.88.

(2) Includes vehicle, medical and other allowances.

(3) Reflects share option awards that vested and became exercisable during FY 2016.

Non-Executive Directors

The following table sets out the remuneration[(1)] for the Non-Executive Directors for FY 2016.

Name	Fee €	Pensions €	Annual bonus €	Total €
Manfred Wennemer	26,705	—	—	26,705
Neil Carson	26,705	—	—	26,705
Paul Edgerley	—	—	—	—
John Smith	43,478	—	—	43,478
Stephen Thomas	—	—	—	—
Jeffrey Vanneste	43,478	—	—	43,478

Senior Managers

The aggregate remuneration paid (including salary and other benefits) to the Senior Managers of the Group in FY 2016 was €1,583,174[(1)], all of which comprised salaries and short term benefits. In addition, share option awards of approximately €489,193 vested and became exercisable for these individuals during FY 2016.

In addition to other contractual payments or bonuses described in this Prospectus, the Company may pay discretionary bonuses following the Global Offer to certain of its employees including the Executive Directors and Senior Managers. The total amount of all such bonuses will not exceed €2.3 million in aggregate.

Note:

(1) All US Dollar amounts have been converted to Euro using the exchange rate of €1 = $1.15. All UK Sterling amounts have been converted to Euro using the exchange rate of €1 = £0.88.

7. MANUFACTURING FACILITIES

The following table provides additional information about the Group's principal manufacturing facilities:

Facility	Location	Owned/Leased
FCS division		
Fuel lines plant	Fuldabrück, Germany	Leased
HVAC plant	Jablonec, Czech Republic	Owned
HVAC plant	Reynosa, Mexico	Leased
HVAC plant	Waigaoqiao, China	Leased
Process plant	Heidelberg, Germany	Owned
Process plant	Busalla, Italy	Owned
Process plant	Nazelles, France	Owned
Process plant	Qinhuangdao, China	Owned[1]
Process plant	Bramalea, Canada	Owned
Process plant	New Haven, United States	Owned
Process and systems plant	Sao Jose de Campos, Brazil	Owned
Strip mill	Liege, Belgium	Owned
Systems plant	Cartersville, United States	Owned
Systems plant	Marysville, United States	Leased
Systems plant	Neunkirchen, Germany	Leased
Systems plant	Bielsko-Biala, Poland	Leased
Systems plant	Incheon, South Korea	Owned
Systems plant	Tianjin, China	Leased
Systems plant	Changchun, China	Leased
Systems plant	Wuhan, China	Leased
Systems plant	Anting, China	Leased
Systems plant	Chongqing, China	Leased
FTDS division		
Blow-moulding	Ettlingen, Germany	Leased
Blow-moulding	Rastatt, Germany	Leased
Blow-moulding	Lokeren, Belgium	Owned
Blow-moulding	Gebze, Turkey	Owned
Blow-moulding	Cheonan, South Korea	Leased
Blow-moulding	San Luis Potosi, Mexico	Leased
Blow-moulding	Tianjin, China	Leased
Blow-moulding	Hartwell, United States	Leased
Blow-moulding	Guangzhou, China	Leased
Blow-moulding	Baoding, China	Leased
Pump and module assembly	Greenville, United States	Leased
Pump and module assembly	Wapienica, Poland	Leased
Pump and module assembly	Chalons, France	Leased
Pump and module assembly	Tianjin, China	Leased

Note:

(1) Owned via a land use right.

8. SUBSIDIARIES

The Company is the holding company of the Group.

The following table shows details of the Company's significant subsidiaries. The issued share capital of each of these companies is fully paid and each is included in the consolidated accounts of the Group.

Name of subsidiary	Country of incorporation	Principal activity	Percentage directly or indirectly held by the Company	Percentage of voting power
TIFS Holdings Limited	England and Wales	Holding	100%	100%
TI Automotive Ltd	England and Wales	Holding	100%	100%
TI Automotive Systems (Changchun) Co. Ltd	China	Manufacturing	100%	100%
Bundy Fluid Systems (Tianjin) Co. Ltd	China	Manufacturing	100%	100%
Bundy Fluid Systems Co Ltd (North China)	China	Manufacturing	100%	100%
Wuhan Bundy Fluid Systems Co Ltd	China	Manufacturing	100%	100%
Bundy Fluid Systems (Chongqing) Co Ltd	China	Manufacturing	100%	100%
TI Automotive Systems (Shanghai) Co. Ltd	China	Manufacturing	100%	100%
Bundy Fluid Systems (Shanghai) Co Ltd	China	Manufacturing	100%	100%
TI Automotive Ltd (Korea)	South Korea	Manufacturing	100%	100%
Hanil Tube Co Ltd	South Korea	Manufacturing	78.4%	78.4%
TI Poland Sp z o.o.	Poland	Manufacturing	100%	100%
TI Otomotiv Sanayi ve Ticaret Ltd Sirketi	Turkey	Manufacturing	100%	100%
TI Group Automotive Systems (Belgium) SA	Belgium	Manufacturing	100%	100%
TI Automotive Pamplona S.L	Spain	Manufacturing	100%	100%
TI Group Automotive Systems SA	Spain	Manufacturing	100%	100%
TI Automotive (Ettlingen) GmbH	Germany	Manufacturing	100%	100%
TI Automotive Systems Germany GmbH	Germany	Manufacturing	100%	100%
TI Automotive (Heidelberg) GmbH	Germany	Manufacturing	100%	100%
TI Automotive (Fuldabrück) GmbH	Germany	Manufacturing	100%	100%
TI Group Automotive Systems SAS	France	Manufacturing	100%	100%
TI Automotive Fuel Systems SAS	France	Manufacturing	100%	100%
TI Group Automotive Systems LLC	United States	Manufacturing	100%	100%
TI Group Automotive Systems S de RL de CV	Mexico	Manufacturing	100%	100%

Save as described above, there are no undertakings in which the Company holds a proportion of the share capital which are likely to have a significant effect on the assessment of the Group's assets and liabilities, financial position or profits and losses.

9. EMPLOYEE SHARE PLANS

9.1 Overview of the new Discretionary Plans

Following Admission, the Company intends to operate two discretionary executive share plans: the LTIP and the TIFS Annual and Deferred Bonus Plan (the "**ABP**"). The LTIP and the ABP are, together, the "**Discretionary Plans**". A reference to the Board in this Section 9 includes any designated committee of the Board.

9.2 The LTIP

The LTIP was adopted by the Board on 25 October 2017 and approved by the Company's shareholders on 25 October 2017.

Status

The LTIP is a discretionary executive share plan. Under the LTIP, the Board may, within certain limits and subject to any applicable performance conditions, grant to eligible employees (i) options over Ordinary Shares ("**LTIP Options**") and/or (ii) conditional awards (i.e. a conditional right to acquire Ordinary Shares) ("**LTIP Conditional Awards**") and/or (iii) Ordinary Shares which are subject to restrictions and the risk of forfeiture ("**LTIP Restricted Shares**", and together with LTIP Options and LTIP Conditional Awards, "**LTIP Awards**").

Eligibility

All employees (including Executive Directors) of the Group are eligible for selection to participate in the LTIP at the discretion of the Board (with respect to Executive Directors) and at the discretion of the CEO (with respect to other employees).

Grant of LTIP Awards

The Board may grant LTIP Awards over Ordinary Shares to eligible employees with a maximum total market value in any financial year of up to 400% of the relevant individual's annual base salary or up to 450% of the relevant individual's annual base salary in circumstances the Board considers to be exceptional. It is anticipated that the LTIP Awards for the Executive Directors will be over Ordinary Shares equal to 300% of annual base salary, but for outstanding performance the LTIP Award will be capable of vesting over Ordinary Shares equal to 400% of base salary.

It is anticipated that the first grant of LTIP Awards shall be made to the Executive Directors and up to approximately 85 further senior employees of the Group. For the first grant of LTIP Awards, the Board reserves the right to calculate market value by reference to the Offer Price.

LTIP Awards may be granted during the 42 days beginning on: (i) Admission; (ii) the day after the announcement of the Company's results for any period; (iii) any day on which the Board determines that circumstances are sufficiently exceptional to justify the making of the LTIP Award at that time; or (iv) the day after the lifting of any dealing restrictions. No LTIP Awards may be granted more than 10 years from the date when the LTIP was adopted.

Performance and other conditions

The Board may impose performance conditions on the vesting of LTIP Awards. Where performance conditions are specified for LTIP Awards, the performance measurement period for such conditions will ordinarily be three years. The proposed performance conditions for the first grant of LTIP Awards will be specified at the time of the grant of those LTIP Awards.

Any performance conditions applying to LTIP Awards may be supplemented, varied, substituted or waived if the Board considers it appropriate, provided the Board considers that the new performance conditions are reasonable and are not materially less difficult to satisfy than the original conditions (except in the case of waiver). LTIP Awards will normally vest after the end of the performance measurement period and LTIP Options will normally remain exercisable following vesting for a period not exceeding 10 years from grant.

Holding period post vesting

At its discretion, the Board may grant LTIP Awards subject to a holding period of a maximum of two years following vesting. It is currently anticipated that the holding period will only apply to LTIP Awards made to Executive Directors.

Malus

The Board may decide, at the vesting of LTIP Awards or at any time before, that the number of Ordinary Shares subject to a participant's LTIP Award shall be reduced (including to nil) on such basis that the Board in its discretion considers to be fair and reasonable in the following circumstances:

(a) discovery of a material misstatement resulting in an adjustment in the historical audited accounts of the Group or any Group company;

(b) the assessment of any performance target or condition in respect of an LTIP Award was based on error, or inaccurate or misleading information;

(c) the discovery that any information used to determine the number of Ordinary Shares subject to an LTIP Award was based on error, or inaccurate or misleading information;

(d) action or conduct of a participant which amounts to fraud or gross misconduct; or

(e) events or the behaviour of a participant have led to the censure of a Group company by a regulatory authority or have had a significant detrimental impact on the reputation of any Group company provided that the Board is satisfied that the relevant participant was responsible for the censure or reputational damage and that the censure or reputational damage is attributable to him.

Clawback

The Board may apply clawback to all or part of a participant's LTIP Award in substantially the same circumstances as apply to malus (as described above) during the period of two years following the vesting of an LTIP Award. Clawback may be effected, among other means, by requiring the transfer of Ordinary Shares, payment of cash or reduction of awards.

Cessation of employment

Except in certain circumstances, set out below, an LTIP Award will lapse immediately upon a participant ceasing to be employed by or holding office with the Group.

However, if a participant so ceases because of his ill-health, death, injury, disability, redundancy, retirement with the agreement of his employer, the participant being employed by a company which ceases to be a Group company or being employed in an undertaking which is transferred to a person who is not a Group company or in other circumstances set forth in the LTIP Award or other circumstances determined at the discretion of the Board (each a "**Good Leaver Reason**"), his LTIP Award will ordinarily vest on the date when it would have vested if he had not so ceased to be a Group employee or director, subject to the satisfaction of any applicable performance conditions measured over the original performance period and the operation of malus or clawback. In addition, unless the Board decides otherwise, vesting will be pro-rated to reflect the reduced period of time between grant and the participant's cessation of employment as a proportion of the normal vesting period.

If a participant ceases to be a Group employee or director for a Good Leaver Reason, the Board can alternatively decide that his LTIP Award will vest early when he leaves. If a participant dies, a proportion of his LTIP Award will normally vest on the date of his death. The extent to which an LTIP Award will vest in these situations will be determined by the Board at its absolute discretion taking into account, among other factors, the period of time the LTIP Award has been held and the extent to which any applicable performance conditions have been satisfied at the date of cessation of employment and the operation of malus or clawback. In addition, unless the Board decides otherwise, vesting will be pro-rated to reflect the reduced period of time between grant and the participant's cessation of employment as a proportion of the normal vesting period.

Corporate events

In the event of a takeover, scheme of arrangement, or winding-up of the Company, the LTIP Awards may, at the discretion of the Board, vest early. The proportion of the LTIP Awards which vest shall be determined by the Board taking into account, among other factors, the period of time the LTIP Award has been held by the participant and the extent to which any applicable performance conditions have been satisfied at that time.

To the extent that LTIP Options vest in the event of a takeover, scheme of arrangement, or winding-up of the Company they may usually be exercised for a period of six months measured from the relevant event (or in the case of takeover such longer period as the Board determines) and will otherwise lapse at the end of that period.

In the event of a demerger, distribution or any other corporate event, the Board may determine that LTIP Awards shall vest, to the extent determined by the Board taking into account the same factors as set out above.

The Board may, in its discretion, allow the LTIP Awards to vest prior to and conditional upon the occurrence of any of the events set out above. The Board may, in its discretion, determine that an LTIP Award will then lapse in connection with the event on a date specified by the Board.

If there is a corporate event resulting in a new person or company acquiring control of the Company, the Board may (with the consent of the acquiring company) alternatively decide that LTIP Awards will not vest in full or

lapse but the unvested portion of the LTIP Awards will be replaced by equivalent new awards over shares in the new acquiring company.

9.3 The ABP

The ABP was adopted by the Board on 25 October 2017 and approved by the Company's shareholders on 25 October 2017. The ABP incorporates the Company's executive bonus scheme as well as a mechanism for the deferral of bonus into awards over Ordinary Shares. It is currently anticipated that only awards made to Executive Directors will be subject to a portion being deferred into an award over Ordinary Shares. It is anticipated that all executives will be entitled to participate in the ABP starting in respect of an annual bonus for the 2018 financial year and the awards made to Executive Directors, will have a portion deferred into an award over Ordinary Shares.

Types of deferred award under the ABP

The deferred awards over Ordinary Shares that may be granted under the ABP may take the form of (i) options over Ordinary Shares ("**ABP Options**") and/or (ii) conditional awards (i.e. a conditional right to acquire Ordinary Shares) ("**ABP Conditional Awards**") and/or (iii) Ordinary Shares which are subject to restrictions and the risk of forfeiture ("**ABP Restricted Shares**" and, together with ABP Options and ABP Conditional Awards, "**ABP Awards**"). No payment is required for the grant of an ABP Award.

Eligibility

All employees (including Executive Directors) of the Group are eligible for selection to participate in the ABP at the discretion of the Board.

Bonus opportunity

Participants selected to participate in the ABP for a financial year of the Company will be eligible to receive an annual bonus subject to satisfying performance conditions and targets set for that financial year. The maximum bonus (including any part of the bonus deferred into an ABP Award) deliverable under the ABP for participants will be up to a maximum of 300% of annual base salary. The Board will determine the bonus to be awarded following the end of the relevant financial year. It is currently anticipated that for the Executive Directors, the target bonus will be 150% of annual base salary with a maximum bonus opportunity of up to 300% of annual base salary and other participants will be granted lower awards.

Except in certain circumstances, an ABP participant who ceases to be employed by or hold office with the Group before the bonus determination is made will cease to be eligible to receive a bonus. However, if a participant ceases to be employed or hold office for a Good Leaver Reason, he will remain eligible for a bonus. The performance conditions and targets will be considered and the bonus will be deliverable in the same way and at the same time as if the individual had not ceased to be employed or hold office with the Group, unless the Board otherwise decides, although the value of the bonus could be pro-rated to reflect the reduced period of time between the start of the financial year and the participant's cessation of employment as a proportion of that financial year.

In addition, in the event that a corporate event occurs as described below, a participant will be eligible to receive a bonus as soon as practicable after the relevant event, the amount of which shall be determined by the Board taking into account the performance conditions and targets. The value of the bonus could be pro-rated to reflect the reduced period of time between the start of the financial year and the relevant corporate event as a proportion of the relevant financial year unless the Board otherwise decides.

Malus and clawback provisions apply to a bonus awarded under the ABP in substantially same way as they apply to the LTIP.

Grant of ABP Awards

Where the Board determines that a proportion of an Executive Director's annual bonus will be deferred into an ABP Award a minimum amount of the annual bonus for that individual must be paid in cash, the cash amount being equal to the greater of (i) 100% of the individual's annual base salary or (ii) one third of the total annual bonus amount.

The maximum market value of Ordinary Shares granted to any participant under an ABP Award will, therefore, be equal to the amount of total annual bonus for that individual in excess of the minimum amount of the annual bonus to be paid in cash.

ABP Awards may be granted during the 42 days beginning on: (i) Admission; (ii) the day after the announcement of the Company's results for any period; (iii) any day on which the Board determines that circumstances are sufficiently exceptional to justify the making of the ABP Award at that time; or (iv) the day after the lifting of any dealing restrictions.

However, no ABP Awards may be granted more than 10 years from the date when the ABP was adopted.

Holding period

ABP Awards will usually be subject to a holding period of up to two years following the date of their award.

Malus and clawback

Malus and clawback provisions apply to ABP Awards in substantially the same way as they apply to the LTIP.

Cessation of employment

If during the holding period, a participant ceases to be employed or hold office for a "Good Leaver Reason", then his ABP Award will be released from the holding period, subject to the operation of malus or clawback.

If during the holding period, a participant is terminated for cause, he will forfeit his ABP Award.

Corporate events

In the event of a takeover, scheme of arrangement or winding-up of the Company, the ABP Awards will be released from the holding period.

9.4 Provisions applying to each of the Discretionary Plans

Awards not transferable

Awards granted under the Discretionary Plans are not transferable other than to a participant's personal representatives in the event of his death provided that awards and Ordinary Shares may be held by the trustees of an employee benefit trust as nominee for the participants.

Limits

The Discretionary Plans may operate over newly issued Ordinary Shares, treasury Ordinary Shares or Ordinary Shares purchased in the market. The rules of each of the Discretionary Plans provide that, in any period of 10 calendar years, not more than 10% of the Company's issued ordinary share capital may be issued under the relevant plan and under any other employees' share scheme operated by the Company. In addition, the rules of each of the Discretionary Plans provide that, in any period of 10 calendar years, not more than 5% of the Company's issued ordinary share capital may be issued under the relevant plan and under any other discretionary executive share scheme adopted by the Company. Ordinary Shares issued out of treasury under the relevant Discretionary Plan will count towards these limits for so long as this is required under institutional shareholder guidelines. Ordinary Shares issued or to be issued pursuant to awards granted before Admission or within 42 days beginning on Admission and Ordinary Shares which have been purchased in the market by trustees of an employee benefit trust to satisfy awards will not count towards these limits. In addition, awards which are renounced or lapse shall be disregarded for the purposes of these limits.

Variation of capital

If there is a variation of share capital of the Company or in the event of a demerger or other distribution, special dividend or distribution, the Board may make such adjustments to awards granted under each of the Discretionary Plans, including the number of Ordinary Shares subject to awards and the option exercise price (if any), as it considers to be fair and reasonable.

Dividend equivalents

In respect of any award granted under any of the LTIP and the ABP, the Board may decide that participants will receive a payment (in cash and/or additional Ordinary Shares) equal in value to any dividends that would have been paid on the Ordinary Shares which vest under that award by reference to the period between the time when the relevant award was granted and the time when the relevant award vested. This amount may assume the reinvestment of dividends and exclude or include special dividends or dividends in specie.

Alternative settlement

At its discretion, the Board may decide to satisfy awards granted under the Discretionary Plans with a payment in cash or Ordinary Shares equal to any gain that a participant would have made had the relevant award been satisfied with Ordinary Shares.

Rights attaching to Shares

Generally, awards made under the Discretionary Plans will not confer any rights on any participant until the relevant award has vested or the relevant option has been exercised and the participant in question has received the underlying Ordinary Shares. Any Ordinary Shares allotted when an option is exercised or an award vests will rank equally with Ordinary Shares then in issue (except for rights arising by reference to a record date prior to their issue). A participant awarded Ordinary Shares subject to restrictions shall have the same rights as a holder of Ordinary Shares in issue at the time that the participant acquires the Ordinary Shares, save to the extent set out in the agreement with the participant relating to those Ordinary Shares.

Amendments

The Board may, at any time, amend the provisions of any of the Discretionary Plans in any respect. The prior approval of the Company in general meeting must be obtained in the case of any amendment to the advantage of participants which is made to the provisions relating to eligibility, individual or overall limits, the persons to whom an award can be made under the relevant Discretionary Plan, the adjustments that may be made in the event of any variation to the share capital of the Company and/or the rule relating to such prior approval, save that there are exceptions for any minor amendment to benefit the administration of the relevant Discretionary Plan, to take account of the provisions of any proposed or existing legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants, the Company and/or its other Group companies. Amendments may not normally adversely affect the rights of participants except where participants are notified of such amendment and the majority of participants approve such amendment.

Overseas plans

The Board may, at any time, establish further plans based on the LTIP and the ABP for overseas territories. Any such plan shall be similar to the LTIP and the ABP, as relevant, but modified to take account of local tax, exchange control or securities laws. Any Ordinary Shares made available under such further overseas plans must be treated as counting against the limits on individual and overall participation under the relevant plan.

Benefits not pensionable

The benefits received under the Discretionary Plans are not pensionable.

9.5 The Company's employee trust

After Admission, the Company will establish an employee benefit trust (the "**TIFS Employee Benefit Trust**" or "**EBT**") which will be constituted by a trust deed which will be entered into between the Company and a trustee. The Company will have the power to appoint and remove the trustee.

The EBT can be used to benefit employees and former employees of the Company and its subsidiaries and certain members of their families. The trustee of the EBT will have the power to acquire Ordinary Shares. Any Ordinary Shares acquired may be used for the purposes of the new Discretionary Plans or other employee share plans established by the Group from time to time.

The Group may fund the EBT by loan or gift to acquire Ordinary Shares either by market purchase or by subscription. Any awards to subscribe for Ordinary Shares granted to the EBT or Ordinary Shares issued to the EBT will be treated as counting against the dilution limits that apply to the relevant plan.

The EBT will not make an acquisition of Ordinary Shares if that acquisition would mean that (after deducting any Ordinary Shares held as nominee for beneficiaries under the EBT) it held more than 5% of the Company's ordinary share capital, without prior shareholder approval.

9.6 Overview of 2015 Incentive Plans

Prior to Admission, the Company operated the amended Omega Holdco II Limited 2015 Equity Incentive Plan (the "**2015 Incentive Plan**") under which certain members of the Group's management had been awarded options over Ordinary Shares.

Prior to but conditional upon Admission: (a) all of the options held by the Executive Directors and 60% of the options held by other participants will be deemed vested and cancelled in exchange for Ordinary Shares which are not subject to forfeiture; and (b) the remainder of the options held by other participants will be deemed unvested and cancelled in exchange for the award of either (i) Ordinary Shares subject to restrictions and the risk of forfeiture or (ii) the award of Restricted Share Units ("**RSUs**"), each award reflecting the economic rights under the cancelled options (the "**Replacement Awards**"). The maximum number of additional Ordinary Shares that may be issued in respect of the RSUs following Admission will be 1,054,838 Ordinary Shares. The Replacement Awards will vest over time and continue to be subject to the terms of the 2015 Incentive Plan. 50% of the Replacement Awards will become vested on 1 December 2018 and the remaining 50% of the Replacement Awards will become vested on 1 December 2019, subject to the participant's continued employment with the Company through the applicable vesting date.

The Replacement Awards will entitle the holder to payment of any dividends previously issued with respect to the Ordinary Shares which are the subject of those Replacement Awards once those Ordinary Shares have vested or been issued to the participant.

10. PENSIONS

The Group has various pension and other post-retirement benefit obligations to certain of its current employees and retirees. See Section 8 (*Pension and post-employment benefit obligations*) of Part V: "*Operating and Financial Review*" of this Prospectus for further details.

11. DIVIDEND POLICY

From Admission, the Directors intend to adopt a dividend policy based on a payout ratio of approximately 30% of the Group's consolidated Reported Net Income (with certain adjustments for costs of the Global Offer and one-time expenses). This dividend policy will reflect the underlying earnings and growth of the business and the cash conversion of the Group. Assuming that there are sufficient distributable reserves available at the time, the Directors intend that the Company will pay an interim dividend and a final dividend in respect of each financial year in the approximate proportions of one-third and two-thirds, respectively, of the total annual dividend.

The current intention of the Board is that the first dividend to be declared by the Company following Admission will be the final dividend in respect of FY 2017, which is expected to be paid in the second quarter of FY 2018 on a pro rata basis for the post-Admission period only.

The Company may revise its dividend policy from time to time. There can be no assurance that the Company will pay dividends or as to the level of any such dividends.

12. MATERIAL CONTRACTS

The following are the only contracts (not being contracts entered into in the ordinary course of business) which have been entered into by members of the Group within the two years immediately preceding the date of this Prospectus or which are expected to be entered into prior to Admission and which are, or may be, material or which have been entered into at any time by members of the Group and which contain any provision under which any member of the Group has any obligation or entitlement which is, or may be, material to the Group as at the date of this Prospectus:

12.1 Underwriting Agreement

Pursuant to the Underwriting Agreement dated 25 October 2017 between the Company, the Directors, the Institutional Shareholders, the Selling Shareholder and the Underwriters:

(a) The Company has appointed Goldman Sachs and J.P. Morgan Cazenove as Joint Sponsors, each of Deutsche Bank, Goldman Sachs and J.P. Morgan Cazenove as Joint Global Co-ordinators, each of Deutsche Bank, Goldman Sachs, J.P. Morgan Cazenove and Citigroup as Joint Bookrunners and HSBC as Lead Manager in connection with the Global Offer.

(b) The Company has agreed, subject to certain conditions that are customary for an agreement of this nature, to issue the New Ordinary Shares under the Global Offer at the Offer Price.

(c) The Selling Shareholder (acting as nominee of each of the Individual Shareholders pursuant to the Share Sale Election Deeds) has agreed, subject to certain conditions that are customary for an agreement of this

nature, to sell the Sale Shares beneficially owned by the Individual Shareholders who have elected to sell Sale Shares in the Global Offer at the Offer Price.

(d) The Underwriters have severally agreed, subject to certain conditions that are customary for an agreement of this nature, to use their reasonable endeavours to procure subscribers or purchasers for or, failing which, to subscribe for or purchase themselves the Offer Shares to be issued or sold under the Global Offer at the Offer Price. The Underwriting Agreement will become unconditional on Admission.

(e) The Over-allotment Shareholders have granted the Over-allotment Option to the Stabilising Manager, pursuant to which the Stabilising Manager may, subject to certain conditions, procure purchasers for or purchase itself up to such number of Over-allotment Shares representing 15% of the total number of Ordinary Shares comprising the Global Offer at the Offer Price, for the purposes, amongst other things, of allowing the Stabilising Manager to meet over-allotments, if any, in connection with the Global Offer and to cover short positions resulting from stabilising transactions. The number of Ordinary Shares to be transferred pursuant to the Over-allotment Option, if any, will be determined not later than 30 days from the date of publication of the Offer Price. Settlement of the Over-allotment Option will take place shortly after the exercise of the Over-allotment Option.

(f) Each of the Company, the Selling Shareholder (acting as nominee of each of the Individual Shareholders, who have elected to sell Sale Shares in the Global Offer, pursuant to the Share Sale Election Deeds) and the Bain Funds have agreed to pay the Underwriters a commission of 2% of the amount equal to the Offer Price multiplied by the aggregate number of New Ordinary Shares or Sale Shares (as applicable) which the Underwriters have agreed to procure subscribers or purchasers for, or failing which to themselves subscribe for or purchase themselves, pursuant to the terms of the Underwriting Agreement (including, for the avoidance of doubt, with the number of Over-allotment Shares in respect of which the Stabilising Manager exercises the Over-allotment Option).

(g) Each of the Company, the Selling Shareholder (acting as nominee of each of the Individual Shareholders, who have elected to sell Sale Shares in the Global Offer, pursuant to the Share Sale Election Deeds) and the Bain Funds have also agreed, in their absolute discretion, to pay the Underwriters a discretionary commission of up to 1.25% of an amount equal to the Offer Price multiplied by the aggregate number of New Ordinary Shares or Sale Shares (as applicable) which the Underwriters have agreed to procure subscribers or purchasers for, or failing which to themselves subscribe for or purchase themselves, pursuant to the terms of the Underwriting Agreement (including, for the avoidance of doubt, with the number of Over-allotment Shares in respect of which the Stabilising Manager exercises the Over-allotment Option).

(h) The several obligations of the Underwriters to use their reasonable endeavours to procure subscribers and purchasers for, or failing which to themselves subscribe for or purchase Offer Shares at the Offer Price, are subject to certain conditions that are customary for an agreement of this nature, including, among others, (i) there having occurred no material adverse change relating to the Group between the date of the Underwriting Agreement and Admission and (ii) Admission occurring by not later than 8:00 a.m. on 30 October 2017 (or such later time and/or date as the Joint Global Co-ordinators (for themselves and on behalf of the other Underwriters) may agree with the Company). The Joint Global Co-ordinators may terminate the Underwriting Agreement prior to Admission in certain circumstances that are customary for an agreement of this nature, including, among others, a material adverse change relating to the Group occurring between the date of the Underwriting Agreement and Admission or certain changes in financial, political or economic conditions (as more fully set out in the Underwriting Agreement). If this termination right is exercised, the Global Offer and these arrangements will lapse and Admission will not occur.

(i) The Company has agreed to pay by way of reimbursement to the Underwriters or as otherwise set out in the Underwriting Agreement, any stamp duty or stamp duty reserve tax arising on the offer, allotment, issue and delivery of New Ordinary Shares by it under the Global Offer and each of the Selling Shareholder (acting as nominee of each of the Individual Shareholders, who have elected to sell Sale Shares in the Global Offer, pursuant to the Share Sale Election Deeds) and the Over-allotment Shareholders has agreed to pay by way of reimbursement to the Underwriters or as otherwise set out in the Underwriting Agreement, any stamp duty or stamp duty reserve tax arising on their transfer of Sale Shares and Over-allotment Shares, respectively, under the Global Offer.

(j) The Company has agreed to pay or cause to be paid (together with any related value added tax) certain costs, charges, fees and expenses of, or in connection with, or incidental to, amongst others, the preparation and management of the Global Offer, Admission or the other arrangements contemplated by the Underwriting Agreement.

(k) The Company, the Selling Shareholder (acting as nominee of each of the Individual Shareholders, who have elected to sell Sale Shares in the Global Offer, pursuant to their respective Share Sale Election Deeds), the Institutional Shareholders and the Directors have given certain representations, warranties and undertakings to the Underwriters that are customary for an agreement of this nature. The Company has also given an indemnity to the Underwriters that is customary for an agreement of this nature. The liabilities of the Company under the Underwriting Agreement are not limited as to amount or time. The liabilities of the Institutional Shareholders and the Directors under the Underwriting Agreement are limited as to time and amount.

(l) The Company has agreed that, subject to certain customary exceptions set out in Section 10 (*Lock-up arrangements*) of Part IX: "*Details of the Global Offer*" of this Prospectus, from the date of the Underwriting Agreement until the date falling 180 days after the date of Admission, neither it nor any member of its Group will, without the prior written consent of the Joint Global Co-ordinators (such consent not to be unreasonably withheld or delayed), directly or indirectly, offer, issue, allot, lend, mortgage, assign, charge, pledge, sell or contract to sell or issue, or issue options in respect of, or otherwise dispose of, directly or indirectly, or announce an offering or issue of, any Ordinary Shares (or any interest therein or in respect thereof) or any other securities exchangeable for, or convertible into, or substantially similar to, Ordinary Shares or enter into any transaction with the same economic effect as, or agree to do, any of the foregoing.

(m) Each of the Institutional Shareholders has agreed that, subject to certain customary exceptions set out in Section 10 (*Lock-up arrangements*) of Part IX: "*Details of the Global Offer*" of this Prospectus, from the date of the Underwriting Agreement until the date falling 180 days after the date of Admission, it will not, without the prior written consent of the Joint Global Coordinators (such consent not to be unreasonably withheld or delayed), directly or indirectly, offer, issue, lend, mortgage, assign, charge, pledge, sell or contract to sell, issue options in respect of, or otherwise dispose of, directly or indirectly, or announce an offering or issue of, any Ordinary Shares (or any interest therein or in respect thereof) or any other securities exchangeable for, or convertible into, or substantially similar to, Ordinary Shares or enter into any transaction with the same economic effect as, or agree to do, any of the foregoing. In addition, the Institutional Shareholders' lock-up undertaking includes exceptions for (i) security interests granted to the a margin loan lender in respect of any margin loan facility, and (ii) any transfers of Ordinary Shares to or for the benefit of a margin loan lender pursuant to enforcement of any security entered into in accordance with (i), provided, in each case, that such transferee(s) agrees to be bound by the same lock-up undertaking (save that any such transferee(s) shall not have the benefit of the foregoing exceptions).

(n) The Selling Shareholder has agreed that, subject to certain customary exceptions set out in Section 10 (*Lock-up arrangements*) of Part IX: "*Details of the Global Offer*" of this Prospectus, from the date of the Underwriting Agreement until the date falling 180 days after the date of Admission, it will not, without the prior written consent of the Joint Global Coordinators (such consent not to be unreasonably withheld or delayed), directly or indirectly, offer, issue, lend, mortgage, assign, charge, pledge, sell or contract to sell, issue options in respect of, or otherwise dispose of, directly or indirectly, or announce an offering or issue of, any Ordinary Shares (or any interest therein or in respect thereof) or any other securities exchangeable for, or convertible into, or substantially similar to, Ordinary Shares or enter into any transaction with the same economic effect as, or agree to do, any of the foregoing.

(o) Each of the Directors has agreed that, subject to certain customary exceptions set out in Section 10 (*Lock-up arrangements*) of Part IX: "*Details of the Global Offer*" of this Prospectus, from the date of the Underwriting Agreement until the date falling 365 days after the date of Admission, he or she will not, without the prior written consent of the Joint Global Co-ordinators (not to be unreasonably withheld or delayed), directly or indirectly, offer, issue, lend, mortgage, assign, charge, pledge, sell or contract to sell, issue options in respect of, or otherwise dispose of, directly or indirectly, or announce an offering or issue of, any Ordinary Shares (or any interest therein or in respect thereof) or any other securities exchangeable for, or convertible into, or substantially similar to, Ordinary Shares held by him or her on Admission or any Ordinary Shares which accrue to him or her as a result of such holding or enter into any transaction with the same economic effect as, or agree to do, any of the foregoing.

12.2 Relationship Agreement

On 25 October 2017, the Company entered into the Relationship Agreement with the Institutional Shareholders which will, conditional on Admission, regulate the on-going relationship between the Company and the Institutional Shareholders following Admission. Any material change to the Relationship Agreement must be approved by an independent shareholder vote.

Independence

The principal purpose of the Relationship Agreement is to ensure that, following Admission, the Company is capable of carrying on its business independently of the Institutional Shareholders and that transactions and relationships between the Company (or any member of the Group) and the Institutional Shareholders are conducted at arm's length and on normal commercial terms.

The provisions of the Relationship Agreement imposing obligations on the Institutional Shareholders will remain in full force and effect, for so long as the Institutional Shareholders, together with their associates, hold Ordinary Shares representing at least 10% of the Ordinary Shares in issue by the Company from time to time (save that the Institutional Shareholders may terminate the Relationship Agreement if the Company ceases to be admitted to a premium listing on the Official List).

Under the Relationship Agreement, the Institutional Shareholders have agreed that:

(a) none of the Institutional Shareholders or any of their associates shall take any action that would have the effect of preventing the Company from complying with its obligations under the Listing Rules;

(b) none of the Institutional Shareholders or any of their associates shall propose or procure the proposal of a shareholder resolution which is intended or appears to be intended to circumvent the proper application of the Listing Rules;

(c) none of the Institutional Shareholders or any of their associates shall exercise any of their voting rights in a way that would be inconsistent with, or breach any of the provisions of, the Relationship Agreement;

(d) each of the Institutional Shareholders and their associates will allow the Company to operate on an independent basis;

(e) the Institutional Shareholders must not, and must procure that their associates do not, take any action that would prevent the Company from complying with the principles of good governance set out in the Corporate Governance Code (save as disclosed in this Prospectus or as previously agreed in writing by a majority of the independent Directors);

(f) none of the Institutional Shareholders or any of their associates shall take any action that would have the effect of preventing the Company and its subsidiaries from complying with applicable provisions of the Listing Rules, the Disclosure Guidance and Transparency Rules, FSMA, the Corporate Governance Code and the Market Abuse Regulation (save as disclosed in this Prospectus or as previously agreed in writing by a majority of the independent Directors);

(g) any transactions and arrangements between the Company or any of its associates and the Institutional Shareholders or any of their associates shall be at arm's length on normal commercial terms and in accordance with the related party rules set out in Chapter 11 of the Listing Rules; and

(h) each of the Institutional Shareholders shall, and shall take all reasonable steps to ensure that their associates shall, abstain from voting on any resolution required by paragraph 11.1.7R(3) of the Listing Rules to approve a "related party transaction" involving the Institutional Shareholders or any of their associates.

Composition of the Board

The Institutional Shareholders have a right to nominate for appointment to the Board: (a) two Bain Directors for so long as the Institutional Shareholders and their associates' shareholding in the Company is equal to or more than 25% and (b) one Bain Director for so long as the Institutional Shareholders and their associates' shareholding in the Company is equal to or more than 10% but is less than 25%.

In addition, for as long as the Institutional Shareholders and their associates' shareholding in the Company is equal to or more than 10%, the Bain Funds shall also be entitled to appoint one Bain Director as a member of the Nomination Committee and, only if invited by the chairman of the relevant committee, to send one Bain Director to attend as an observer to meetings of the Remuneration Committee and the Audit & Risk Committee.

Provision of information and confidentiality

The Company has agreed, to the extent permitted by applicable law and regulation (including the Listing Rules, the Prospectus Rules, the Disclosure Guidance and Transparency Rules and the Market Abuse Regulation), to supply the Institutional Shareholders with all such information reasonably requested by the Institutional

Shareholders to complete any tax return or other filing which may be required by law or regulation, for any audit or regulatory reason or to meet its financial reporting requirements.

Save as may be required to be disclosed by law or regulation, each of the Institutional Shareholders have agreed that any information provided shall be kept confidential and shall be disclosed on the basis that the Company accepts no responsibility for or liability in respect of such information.

Share disposals

Subject to the Company's compliance with the requirements of the Listing Rules (including, without limitation, the related party rules in Chapter 11), the Prospectus Rules, the Disclosure Guidance and Transparency Rules and the Market Abuse Regulation (such compliance to be determined by the Company in good faith), the Company shall procure that the Group's senior management shall provide reasonable assistance to the Institutional Shareholders in relation to any proposed sale of shares by the Institutional Shareholders or their associates at any time following Admission including reasonable attendance at bank diligence meetings and investor meetings in connection with any such sale (provided that reasonable expenses of the Company and the management team are reimbursed by the Institutional Shareholders).

Takeover Code

For so long as the Institutional Shareholders or their concert parties holds in aggregate an interest in 30% or more of the aggregate voting rights in the Company and subject (where necessary) to the prior consent of the Takeover Panel, the Company has undertaken to procure that at the first annual general meeting of the Company and thereafter once in every calendar year, to propose to its independent shareholders a resolution to waive, in accordance with Appendix 1 to the Takeover Code, all obligations of the Institutional Shareholders (and/or their concert parties) to make a general offer for the Ordinary Shares in accordance with Rule 9 of the Takeover Code that may otherwise arise as a result of the Company purchasing or effecting any other transaction in relation to the Ordinary Shares or related securities.

The Company has also agreed not to undertake any transaction that may reasonably be expected to give rise to an obligation for the Institutional Shareholders to make an offer under Rule 9 of the Takeover Code, unless the Company has first obtained a waiver of Rule 9 from the independent shareholder (as per above) in accordance with Appendix 1 to the Takeover Code or has otherwise obtained the necessary waivers or consents from the Takeover Panel to prevent such obligation from applying.

The Directors believe that the terms of the Relationship Agreement as described above will enable the Group to carry on its business independently of the Institutional Shareholders, and/or their associates, and ensure that all transactions and relationships between the Company and/or the members of the Group, on the one hand, and the Institutional Shareholders and/or their associates, on the other hand, are, and will be, conducted at arm's length and on normal commercial terms.

Margin loan

If the Institutional Shareholders enter into a margin loan facility, the Company intends to enter into a relationship agreement with the relevant margin loan lender should the security granted by the BCOH Shareholder in favour of the margin loan lender be enforced and the margin loan lender becomes a controlling shareholder of the Company.

12.3 Acquisition of Millennium Industries

On 16 February 2016, TIGAS (the "**Buyer**") acquired the entire issued share capital of Millennium Industries from a number of individual shareholders (the "**Sellers**") pursuant to a share purchase agreement dated 19 January 2016 (the "**SPA**"). The acquisition was funded partly through cash flow from operations and partly through debt.

Millennium Industries and the Sellers provided customary warranties to the Buyer. Under the SPA, the Sellers agreed to indemnify the Buyer for any breach or inaccuracy in any representation, warranty or statement made by Millennium Industries and/or the Sellers in the SPA, subject to customary limitations on liability, such as *de minimis* thresholds and a cap on liability for certain claims. Each Seller's aggregate liability in respect of claims for indemnification under this indemnity, other than claims for fraud, is capped at the aggregate cash consideration received by such Seller.

Claims for breach of or inaccuracy in certain fundamental representations and compliance representations made by the Sellers, and claims relating to tax or fraud may be brought at any time prior to the 30th day following

the expiration of the applicable statute of limitations. Certain escrow amounts are available to satisfy claims under the indemnification provisions.

For a period of five years after 16 February 2016, the Sellers have undertaken that neither they nor their affiliates will (a) solicit any of Millennium Industries' employees, independent contractors, customers, vendors or suppliers (b) compete with the business of Millennium Industries in any geographic area in which Millennium Industries conducts or was actively planning to conduct business as at 16 February 2016 or (c) publically disparage or criticise Millennium Industries, the Buyer or their affiliates.

12.4 The Group's financing arrangements

(a) Credit Agreement

On 25 June 2015 (as amended and restated on 30 December 2015 and 10 October 2016), Omega Acquisition Bidco Limited, as parent and Omega US Sub, LLC, as borrower, entered into a credit agreement with JP Morgan Chase Bank, N.A., J.P. Morgan Securities LLC, Citigroup Global Markets Inc., Barclays Banks Plc, Mizuho Bank, Ltd., Goldman Sachs Bank USA, Nomura Securities International, Inc., RBC Capital Markets and UBS Securities LLC (the "**Credit Agreement**") for the Term Loan and a new revolving credit facility (the "**Revolving Credit Facility**").

The Term Loan was initially drawn down by Omega US Sub, LLC, in connection with the Bain Acquisition.

The Term Loan provides term loans in tranches of $1,065 million and €325 million, each of which is repayable in June 2022. As at 30 June 2017, the interest rate on the US Dollar tranche was US Dollar LIBOR rate of 0.75% plus 2.75% per annum and the interest rate on the Euro tranche was EURIBOR rate of 0.75% plus 3.0% per annum. As at 30 June 2017, the total amount outstanding under the Term Loan was €1,234.3 million.

The Revolving Credit Facility provides for up to $125 million and has a maturity date of 30 June 2020. The interest rate on the borrowings under the Revolving Credit Facility is based on a floating rate range of US Dollar LIBOR plus 3.0% to US Dollar LIBOR plus 3.5% per annum depending on the Group's leverage ratios. As at 30 June 2017, there were no amounts drawn under the Revolving Credit Facility.

The Credit Agreement contains various covenants, which include limitations on incurrence of other debt and liens, assets sales and restricted payments. The borrowings under the agreement are secured by collateral including the equity of TIFSHL and each of its material restricted subsidiaries, 65% of the voting securities and all of the nonvoting securities of foreign subsidiaries directly owned by TIGAS, substantially all material owned real property valued in excess of $15 million book value, and the tangible and intangible assets of each party to the loan, subject to certain exceptions as required by certain jurisdictions.

(b) ABL Credit Agreement

On 25 June 2015 (as amended and restated on 10 October 2016), the Group entered into an asset-backed loan agreement with Citibank, N.A., J.P. Morgan Securities LLC, Citigroup Global Markets Inc., Barclays Bank Plc, Mizuho Bank, Ltd., Goldman Sachs Bank USA, Nomura Securities International, Inc., RBC Capital Markets and UBS Securities LLC (the "**ABL Credit Agreement**") for a new asset-backed loan facility of up to $100 million (the "**ABL Facility**"). The maturity date of the ABL Facility is 30 June 2020. The interest rate on the borrowings under the ABL Facility is based on a floating rate of US Dollar LIBOR plus 1.75% per annum, unless the drawings under the ABL Facility are less than $50 million, in which case the rate under the ABL Facility is US Dollar LIBOR plus 1.50% per annum. As at 30 June 2017, $96.5 million was available under the ABL Facility after taking into account $2.9 million in letters of credit. The ABL Credit Agreement contains various covenants, which include limitations on incurrence of other debt and liens, assets sales and restricted payments.

(c) The Notes

On 30 June 2015, the Company's subsidiaries Omega US Sub, LLC and Omega NewCo Sub, Inc. (together with their successors in interest, the "**Note Issuers**") issued $450 million aggregate principal amount of 8.75% Senior Notes due 2023. The Notes were issued to finance the Bain Acquisition by Omega Acquisition Bidco Limited (the "**Parent**").

The Notes are not listed on any exchange and rank *pari passu* with any existing and future senior indebtedness of the Note Issuers. The Notes are subordinated to all secured indebtedness of the Note Issuers to the extent of the value of the assets securing such indebtedness.

The terms of the Notes include the following provisions:

(i) The Notes bear interest from 30 June 2015 at a rate of 8.75%, payable semi-annually in arrears on 15 January and 15 July of each year, beginning on 15 January 2016.

(ii) Up to 40% of the Notes will be redeemable with proceeds of certain equity offerings completed before 15 July 2018 at a redemption price of 108.75% plus accrued and unpaid interest. At any time prior to 15 July 2018, the Notes are redeemable, in whole or in part, at a redemption price equal to the principal amount of the Notes plus a "make-whole" premium. At any time on and after 15 July 2018 but prior to 15 July 2019, the Notes are redeemable, in whole or in part, at a redemption price of 104.375% plus accrued and unpaid interest. At any time on and after 15 July 2019 but prior to 15 July 2020, the Notes are redeemable, in whole or in part, at a redemption price of 102.188% plus accrued and unpaid interest. At any time on and after 15 July 2020, the Notes are redeemable at par, plus accrued and unpaid interest. TIFSHL and its consolidated subsidiaries must also offer to purchase the Notes at 101% of principal amount plus accrued and unpaid interest if it experiences certain kinds of change of control or at 100% following certain asset sales. The Global Offer will not constitute a change of control under the indenture governing the Notes.

(iii) The Notes are jointly and severally guaranteed by the Parent, each subsidiary of the Parent that is a direct or indirect parent of TIGAS, TI Automotive Canada Inc., and each existing and subsequently acquired or organised direct or indirect wholly-owned restricted subsidiary of TIGAS or TI Automotive Canada Inc. organised under the laws of the United States or Canada or any state or province thereof, in each case subject to certain exclusions and each existing and subsequently acquired or organised direct or indirect wholly-owned restricted subsidiary of the Parent organised under the laws of Belgium, England and Wales, Germany or Poland, in each case subject to certain exclusions (collectively, the "**Guarantors**"). These guarantees and the Notes rank as senior unsecured obligations of the Note Issuers and the Guarantors and rank equal in right of payment with the Note Issuers' and the Guarantors' existing and future senior indebtedness.

(iv) The indenture governing the Notes contains covenants that limit the ability of the Parent and its restricted subsidiaries (which includes the Company and its subsidiaries) to, among other things: incur additional indebtedness and issue preferred stock or certain redeemable stock; declare or pay dividends on capital stock, repurchase capital stock or make other distributions to equity holders; make certain investments; prepay, redeem or repurchase subordinated indebtedness; incur liens; enter into agreements restricting the Parent's non-guarantor subsidiaries' ability to pay dividends; sell or transfer assets, including capital stock of restricted subsidiaries; enter into transactions with affiliates; and merge, consolidate or sell substantially all of the Parent's, the Note Issuers' or a Guarantor's assets.

(v) The Notes mature on 15 July 2023.

(vi) In connection with the Global Offer, as described in Section 4 (*Use of Proceeds*) of Part IX: "*Details of the Global Offer*", the Company intends to use approximately £173 million (€194 million) of the net proceeds to redeem $229.5 million of the Notes currently outstanding, paying a redemption price of 108.875% plus accrued and unpaid interest.

12.5 Co-ordination Agreement

On 25 October 2017, the Company, the Institutional Shareholders, the Individual Shareholders and certain of the Non-Executive Directors entered into the Co-ordination Agreement.

Pursuant to the Co-ordination Agreement, the Individual Shareholders and the Non-Executive Directors have entered into additional lock-up arrangements. Further details of these arrangements are set out in Section 10.3 (*Co-ordination Agreement*) of Part IX: "*Details of the Global Offer*" of this Prospectus.

12.6 Consulting Services Agreement

The Company and Bain Capital Private Equity, L.P. (the "**Advisor**"), which is an affiliate of the Bain Funds, have entered into a consulting services agreement dated 25 October 2017 (the "**Consulting Services Agreement**"), which is effective as of the date it was entered into and shall terminate upon: (a) a material breach of the Consulting Services Agreement by a party which is not cured within thirty days of receipt of a written notice from the non-breaching party requiring cure; (b) written consent of the parties; or (c) the date on which the Bain Funds collectively no longer holds, directly or indirectly, any interest including, without limitation, any share, asset or debt of or involving the Company.

Pursuant to the terms of the Consulting Services Agreement, the Advisor has agreed to perform or cause to be performed certain advisory services in support of members of management and the Board of the Company or of its subsidiaries and affiliates and subject to the Advisor agreeing to provide such services, including (without limitation) support on certain strategic initiatives to be agreed between the Company and the Advisor. The Advisor has agreed to be bound by certain provisions under the Consulting Services Agreement that are designed to protect the Company's confidential information and intellectual property rights.

The Company has agreed to pay to the Advisor all reasonable costs incurred in rendering services performed under the Consulting Services Agreement, such as travel, accommodation and other similar expenses that can be verified by receipt. The Company has also agreed to indemnify, exonerate and hold harmless the Advisor and its affiliates and its or their respective partners, members, managers, affiliates, officers, controlling persons, fiduciaries, employees and agents from and against any losses, liabilities, damages, costs and/or expenses resulting from any action, claim, cause of action, suit or similar incurred by any of them in any way relating to the execution, delivery, performance, enforcement or existence of the Consulting Services Agreement or the services performed thereunder, subject to exceptions for gross negligence or wilful misconduct. Each party's liability under the Consulting Services Agreement is unlimited.

13. WORKING CAPITAL

In the opinion of the Company, taking into account the existing financing arrangements and the net proceeds of the Global Offer receivable by the Company, the working capital available to the Group is sufficient for its present requirements, that is, for at least the next twelve months following the date of this Prospectus.

14. SIGNIFICANT CHANGE

There has been no significant change in the financial or trading position of the Group since 30 June 2017, the date to which the financial information for the Group set out in Section B (*Historical financial information relating to the Group*) of Part VII: "*Historical Financial Information*" of this Prospectus was prepared.

15. LITIGATION

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) during the twelve months preceding the date of this Prospectus, which may have or have had in the recent past a significant effect on the Company's and/or Group's financial position or profitability.

16. RELATED PARTY TRANSACTIONS

For each of FY 2014, FY 2015 and FY 2016, the Company has not entered into any transactions with related parties save as disclosed in Note 34 of the financial information set out in Section B (*Historical financial information relating to the Group*) of Part VII: "*Historical Financial Information*" of this Prospectus. The Company has not entered into any related party transactions since the end of the period to which the financial information relates up until 25 October 2017 other than as set out below:

On 30 June 2015, the Company entered into a management agreement with Bain Capital Partners, LLC (the "**Manager**"), an affiliate of the Institutional Shareholders, pursuant to which the Manager agreed to provide management, consulting, financial and other advisory services to the Group (the "**Management Agreement**"). The parties have agreed to terminate the Management Agreement conditional upon and with effect from Admission. In accordance with the terms of the Management Agreement, the Manager shall be paid a fee of $7.5 million by the Company on Admission.

On 25 October 2017, the Company entered into the Consulting Services Agreement with Bain Capital Private Equity, L.P. details of which are set out above in Section 12.6 (*Consulting Services Agreement*) of this Part XI.

17. TAKEOVER CODE

The Takeover Code is issued and administered by the Takeover Panel and applies to the Company.

17.1 Mandatory bids

Rule 9 of the Takeover Code provides that, except with the consent of the Takeover Panel, when:

(a) any person acquires, whether by a series of transactions over a period of time or not, an interest in shares which (taken together with shares in which persons acting in concert with him are interested) carry 30% or more of the voting rights of a company; or

(b) any person, together with persons acting in concert with him, is interested in shares which in the aggregate carry not less than 30% of the voting rights of a company but does not hold shares carrying more than 50% of such voting rights and such person, or any person acting in concert with him, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which he or she is interested,

then, in either case, that person, together with the person acting in concert with him, is normally required to extend offers in cash, at the highest price paid by him (or any persons acting in concert with him) for shares in the company within the preceding twelve months, to the holder of any class of equity share capital, whether voting or non-voting, and also to the holders of any other class of transferable securities carrying voting rights.

Following Admission, the Institutional Shareholders will hold approximately 65.9% of the Company's share capital, assuming the Over-allotment Option is not exercised, and 61.3%, assuming the Over-allotment Option is exercised in full. No members of the Bain Group other than the Institutional Shareholders currently own, or will own immediately following Admission, any Ordinary Shares.

17.2 Authority of the Company to redeem or purchase its own shares

When a company redeems or purchases its own voting shares, under Rule 37 of the Takeover Code any resulting increase in the percentage of shares carrying voting rights in which a person or group of persons acting in concert is interested will be treated as an acquisition for the purpose of Rule 9 of the Takeover Code. Rule 37 of the Takeover Code provides that, subject to prior consultation, the Takeover Panel will normally waive any resulting obligation to make a general offer if there is a vote of independent shareholders and a procedure to obtain the consent of independent shareholders of the Company along the lines of that set out in Appendix 1 to the Takeover Code is followed. Under Note 1 to Rule 37 of the Takeover Code, a person who exceeds the limits in Rule 9.1 as a result of a company's purchase of its own shares will not normally incur an obligation to make a mandatory offer unless that person is a director, or the relationship of the person with any one or more of the directors is such that the person is, or is presumed to be, concert parties with any of the directors. However, there is no presumption that all the directors (or any two or more directors) are concert parties solely by reason of a proposed purchase by a company of its own shares, or the decision to seek shareholders' authority for any such purchase.

The Institutional Shareholders will not fall within the exception in Note 1 to Rule 37 in that they have the right to appoint nominee directors to the Board of the Company pursuant to the Relationship Agreement (as described in Section 12.2 (*Relationship Agreement*) of this Part XI).

Under Note 2 to Rule 37 of the Takeover Code, the exception in Note 1 to Rule 37 described above will not apply, and an obligation to make a mandatory offer may therefore be imposed, if a person (or any relevant member of a group of persons acting in concert) has acquired an interest in shares at a time when they had reason to believe that such a purchase of their own shares by the company would take place. Note 2 will not normally be relevant unless the relevant person knows that a purchase for which requisite shareholder authority exists is being, or is likely to be, implemented (whether in whole or in part).

The Takeover Panel must be consulted in advance in any case where Rule 9 of the Takeover Code might be relevant.

Subject to certain limits, the Company has authority to purchase Ordinary Shares under the terms of the shareholder resolution summarised in Section 3.3 (*Changes to the Company's share capital*) of this Part XI (the "**Buyback Authority**"). The maximum aggregate number of Ordinary Shares authorised to be purchased under the Buyback Authority is 10% of the Company's issued share capital immediately following Admission. The Buyback Authority is due to expire at the conclusion of the next annual general meeting of the Company but so that the Company may, before the expiry of the Buyback Authority, enter into a contract to purchase Ordinary Shares which will or may be executed wholly or partly after the expiry of such Buyback Authority.

If, prior to such expiry:

- the Company were to exercise the Buyback Authority in full (at 10% of the Company's issued share capital immediately following Admission);
- the aggregate beneficial shareholding of the Institutional Shareholders immediately following Admission is approximately 65.9% of the issued share capital of the Company (on the basis of the shareholdings set out in Section 6 (*Shareholders*) of Part IX: "*Details of the Global Offer*" and assuming no exercise of the Over-allotment Option) and 61.3% if the Over-allotment Option is exercised in full (assuming that the

Institutional Shareholders do not sell any of their Ordinary Shares following expiry of their lock-up arrangements); and

- none of the Ordinary Shares which the Institutional Shareholders hold are purchased by the Company under the Buyback Authority and no Ordinary Shares are issued by the Company between the date of Admission and the date that the Buyback Authority is exercised,

then the shareholding of the Institutional Shareholders in the Company would increase to approximately 73.2% (assuming no exercise of the Over-allotment Option) and approximately 68.1% (if the Over-allotment Option is exercised in full and assuming that the Institutional Shareholders do not sell any of their Ordinary Shares following expiry of the lock-up arrangements). This increase would be less to the extent that:

- any of the Ordinary Shares of the Institutional Shareholders are purchased by the Company; and
- as noted below, the Stabilising Manager had exercised the Over-allotment Option by acquiring further Ordinary Shares from the Institutional Shareholders.

An announcement will be made by the Company or by the Stabilising Manager on its behalf following exercise of the Over-allotment Option, not later than one week after the end of the stabilisation period, and a further announcement will be made to record the movements that have taken place in the Institutional Shareholders' shareholdings in the Company as a result of the stabilisation arrangements referred to below.

In respect of the period from Admission up to the conclusion of the next annual general meeting of the Company, the Takeover Panel has confirmed, on an ex parte basis, that notwithstanding Rule 37.1 of the Takeover Code, this potential increase in the aggregate shareholding of the Institutional Shareholders and any person deemed to be acting in concert with the Institutional Shareholders in the Company due to the above Buyback Authority will not require such persons to make a mandatory offer pursuant to Rule 9 of the Takeover Code as a result only of the purchase by the Company of its own shares pursuant to the Buyback Authority summarised in Section 3.3 (*Changes to the Company's share capital*) of this Part XI. This confirmation has been given by the Takeover Panel on the basis that the consequences of such a buyback have been fully disclosed in this Prospectus.

However, following the close of the annual general meeting of the Company to be held in 2017, to the extent that authority for share buybacks may be sought in the future, approval for a whitewash resolution will be sought from the Takeover Panel and from the independent shareholders of the Company at such time.

17.3 Stabilisation arrangements in connection with the Global Offer

Under the over-allotment and stabilisation arrangements described in Section 5 (*Stabilisation and over-allotment*) of Part IX: "*Details of the Global Offer*" of this Prospectus, the Stabilising Manager may borrow Ordinary Shares (representing in aggregate up to 15% of the total number of Offer Shares) from Bain Capital Fund XI, L.P. under the terms of the Securities Lending Agreement for the purposes, amongst other things, of allowing the Stabilising Manager to settle, on Admission, over-allotments, if any, made in connection with the Global Offer.

The Stabilising Manager will, within 30 calendar days of the date of the commencement of conditional dealings in the Ordinary Shares on the LSE, re-deliver to Bain Capital Fund XI, L.P. equivalent securities in respect of any borrowing it makes under the terms of the Securities Lending Agreement by transferring the same number of Ordinary Shares to Bain Capital Fund XI, L.P. as the Stabilising Manager has borrowed from Bain Capital Fund XI, L.P. Please refer to the summary of the Securities Lending Agreement in Section 5 (*Stabilisation and Over-allotment*) of Part IX: "*Details of the Global Offer*" of this Prospectus for further details.

The Stabilising Manager may also utilise the Over-allotment Option to acquire Ordinary Shares representing in aggregate up to 15% of the total number of Offer Shares (prior to the exercise of the Over-allotment Option) from the Over-allotment Shareholders in pro rata proportions whereupon the Over-allotment Shareholders will be obliged to transfer such Ordinary Shares to the Stabilising Manager.

17.4 Squeeze-out

Under the Companies Act, if a takeover offer (as defined in section 974 of the Companies Act) is made for the Ordinary Shares and the offeror were to acquire, or unconditionally contract to acquire, not less than 90% in value of the shares to which the takeover offer relates (the "**Takeover Offer Shares**") and not less than 90% of the voting rights attached to the Takeover Offer Shares within three months of the last day on which its offer can be accepted, it could acquire compulsorily the remaining 10%. It would do so by sending a notice to outstanding shareholders telling them that it will acquire compulsorily their Takeover Offer Shares and then, six

weeks later, it would execute a transfer of the outstanding Takeover Offer Shares in its favour and pay the consideration to the Company, which would hold the consideration on trust for outstanding shareholders. The consideration offered to the shareholders whose Takeover Offer Shares are acquired compulsorily under the Companies Act must, in general, be the same as the consideration that was available under the takeover offer.

17.5 Sell-out

The Companies Act also gives minority shareholders a right to be bought out in certain circumstances by an offeror who has made a takeover offer. If a takeover offer relates to all the Ordinary Shares and, at any time before the end of the period within which the offer could be accepted, the offeror held or had agreed to acquire not less than 90% of the Ordinary Shares to which the offer relates, any holder of Ordinary Shares to which the offer related who had not accepted the offer could by a written communication to the offeror require it to acquire those Ordinary Shares. The offeror is required to give any shareholder notice of his or her right to be bought out within one month of that right arising. The offeror may impose a time limit on the rights of the minority shareholders to be bought out, but that period cannot end less than three months after the end of the acceptance period. If a shareholder exercises his or her rights, the offeror is bound to acquire those Ordinary Shares on the terms of the offer or on such other terms as may be agreed.

18. CONSENTS

PwC (a member of the Institute of Chartered Accountants in England and Wales) has given and has not withdrawn its written consent to the inclusion in this Prospectus of its report which is set out in Section A (*Accountant's report on the historical financial information relating to the Group*) of Part VII: "*Historical Financial Information*" and its report which is set out in Section A (*Report on unaudited pro forma financial information on the Group*) of Part VIII: "*Pro Forma Financial Information*" in the form and context in which they appear and has authorised the contents of those parts of those reports for the purposes of item 5.5.3R(2)(f) of the Prospectus Rules. A written consent under the Prospectus Rules is different from a consent filed with the SEC under section 7 of the US Securities Act. As the Offer Shares have not been and will not be registered under the US Securities Act, PwC has not filed a consent under section 7 of the US Securities Act.

19. MISCELLANEOUS

The expenses of, and incidental to, the Global Offer and Admission payable by the Company, including professional fees and commissions and the costs of preparation, printing and distribution of documents, the LSE fee and the FCA's listing fee, are estimated to amount to approximately £58 million (€65 million) (including VAT).

20. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) up to and including Admission at the offices of Latham & Watkins (London) LLP at 99 Bishopsgate, London EC2M 3XF, United Kingdom:

(a) the Articles of the Company;

(b) the reports from PwC which are set out in Section A (*Accountant's report on the historical financial information relating to the Group*) of Part VII: "*Historical Financial Information*" and Section A (*Report on unaudited pro forma financial information on the Group*) of Part VIII: "*Pro Forma Financial Information*" this Prospectus;

(c) the letter of consent referred to above in Section 18 (*Consents*) of this Part XI; and

(d) this Prospectus.

Dated: 25 October 2017

PART XII

DEFINITIONS

The following definitions apply throughout this Prospectus unless the context requires otherwise:

"**2015 Incentive Plan**"	the amended Omega Holdco II Limited 2015 Equity Incentive Plan;
"**ABP**"	the TIFS Annual and Deferred Bonus Plan;
"**Admission**"	the admission of all of the issued and to be issued Ordinary Shares to the premium listing segment of the Official List and to trading on the LSE's main market for listed securities becoming effective in accordance with, respectively, the Listing Rules and the LSE's standards for admission and disclosure for securities (as amended from time to time);
"**Articles**"	the articles of association of the Company in force conditional upon and with effect from Admission;
"**Australian Corporations Act**"	Australian Corporations Act 2001;
"**Bain Acquisition**"	the acquisition of TIFSHL by a subsidiary of the Bain Funds on 30 June 2015;
"**Bain Directors**"	non-executive directors nominated to the Board by the Institutional Shareholders pursuant to the Relationship Agreement;
"**Bain Funds**"	Bain Capital Fund XI, L.P., BCIP Associates IV, L.P., BCIP Associates IV-B, L.P., BCIP Trust Associates IV, L.P., BCIP Trust Associates IV-B, L.P. and RGIP, LP;
"**Bain Group**"	the Institutional Shareholders and members of their group;
"**Banks**"	Lazard, Deutsche Bank, Goldman Sachs, J.P. Morgan Cazenove, Citigroup and HSBC;
"**BCOH Shareholder**"	BC Omega Holdco, Ltd, a company incorporated under the laws of the Cayman Islands with registered number MC-315528 and wholly-owned and controlled by the Bain Funds;
"**BMW**"	BMW AG;
"**Board**"	the board of directors of the Company from time to time including a duly constituted committee thereof;
"**Bribery Act**"	the UK Bribery Act 2010;
"**Bundy**"	the Bundy Corporation;
"**CAGR**"	compound annual growth rate;
"**Citigroup**"	Citigroup Global Markets Limited;
"**Companies Act**"	the Companies Act 2006 (as amended);
"**Companies Acts**"	has the meaning given in Section 2 of the Companies Act;
"**Company**"	TI Fluid Systems plc, a company incorporated under the Companies Act and registered in England with registered number 09402231;
"**Co-ordination Agreement**"	the co-ordination agreement dated 25 October 2017 between the Company, Institutional Shareholders, each of the Individual Shareholders and certain of the Non-Executive Directors details of which are set out in Section 12.5 (*Co-ordination Agreement*) of Part XII: "*Additional Information*" of this Prospectus;
"**Consulting Services Agreement**"	the consulting services agreement dated 25 October 2017 between the Company and Bain Capital Private Equity, L.P., details of which are

	set out in Section 12.6 (*Consulting Services Agreement*) of Part XI: "*Additional Information*" of this Prospectus;
"**Credit Agreement**"	an agreement entered into on 25 June 2015 between Omega Acquisition Bidco Limited, as parent, Omega US Sub, LLC, as borrower and JP Morgan Chase Bank, N.A., J.P. Morgan Securities LLC, Citigroup Global Markets Inc., Barclays Banks Plc, Mizuho Bank, Ltd., Goldman Sachs Bank USA, Nomura Securities International, Inc., RBC Capital Markets and UBS Securities LLC for the Term Loan and the Revolving Credit Facility;
"**Corporate Governance Code**"	the UK Corporate Governance Code published in April 2016 by the Financial Reporting Council (as amended from time to time);
"**CREST**" or "**CREST System**"	the paperless settlement system operated by Euroclear UK & Ireland Limited enabling securities to be evidenced other than by certificates and transferred other than by written instrument;
"**CREST Regulations**"	Uncertificated Securities Regulations 2001 (SI 2001/3755);
"**Daimler**"	Daimler AG;
"**Deutsche Bank**"	Deutsche Bank AG, London Branch;
"**Directors**"	the directors of the Company (whose names appear on page 73 of this Prospectus);
"**Disclosure Guidance and Transparency Rules**"	the disclosure guidance and transparency rules made by the FCA under Part VI of FSMA;
"**DFSA**"	Dubai Financial Services Authority;
"**EBT**"	TIFS Employee Benefit Trust;
"**EEA**"	the European Union, Iceland, Norway and Liechtenstein;
"**EEA Member State**"	member states of the EEA;
"**emerging markets**"	considered by the Company to be all markets except North America, Western Europe, South Korea and Japan;
"**Eurozone**"	the member states of the European Union that have adopted the Euro as their common currency and sole legal tender;
"**Executive Directors**"	William L. Kozyra and Timothy Knutson;
"**Existing Ordinary Shares**"	the existing ordinary shares in issue as at 24 October 2017 (being the latest practicable date prior to publication of this Prospectus);
"**FCA**"	the Financial Conduct Authority of the United Kingdom in its capacity as the competent authority for the purposes of Part VI of FSMA and the Financial Services Act 2012 and in the exercise of its functions in respect of the admission to the Official List otherwise than in accordance with Part VI of FSMA;
"**FCPA**"	the US Foreign Corrupt Practices Act of 1977, as amended;
"**FCS**"	the fluid carrying system division of the Group;
"**Fiat Chrysler**"	Fiat Chrysler Automobiles;
"**Ford**"	Ford Motor Company;
"**FSMA**"	the Financial Services and Markets Act 2000 (as amended);
"**FTDS**"	the fuel tank and delivery systems division of the Group;
"**FY 2014**"	the financial year ended 31 December 2014;
"**FY 2015**"	the financial year ended 31 December 2015;
"**FY 2016**"	the financial year ended 31 December 2016;

"**FY 2017**"	the financial year ending 31 December 2017;
"**FY 2018**"	the financial year ending 31 December 2018;
"**General Motors**"	General Motors Company;
"**Global Offer**"	the issue of 148,333,333 New Ordinary Shares by the Company and the sale of 11,148,243 Sale Shares by the Selling Shareholder to institutional investors in the United Kingdom and elsewhere as described in Part IX: "*Details of the Global Offer*" of this Prospectus;
"**Goldman Sachs**"	Goldman Sachs International;
"**Great Wall**"	Great Wall Motors Company Limited;
"**H1 2016**"	the six month financial period ended 30 June 2016;
"**H1 2017**"	the six month financial period ended 30 June 2017;
"**Honda**"	Honda Motor Co. Ltd.;
"**HMRC**"	Her Majesty's Revenue and Customs;
"**HSBC**"	HSBC Bank plc;
"**Hyundai**"	Hyundai Motor Company;
"**IFRS**"	International Financial Reporting Standards, as adopted for use in the European Union;
"**IHS Markit**"	IHS Markit Ltd;
"**Individual Shareholders**"	William L. Kozyra, Timothy Knutson, Hans Dieltjens, Steve Taylor and certain other employee Shareholders;
"**Institutional Shareholders**"	the Bain Funds and the BCOH Shareholder;
"**IRS**"	the US Internal Revenue Service;
"**ISIN**"	International Securities Identification Number;
"**J.P. Morgan Cazenove**"	J.P. Morgan Securities plc (which conducts its UK investment banking activities as J.P. Morgan Cazenove);
"**Lazard**"	Lazard & Co., Limited;
"**Joint Bookrunners**"	Deutsche Bank, Goldman Sachs, J.P. Morgan Cazenove, and Citigroup, in their capacities as joint bookrunners of the Global Offer;
"**Joint Global Co-ordinators**"	Deutsche Bank, Goldman Sachs and J.P. Morgan Cazenove, in their capacities as joint global co-ordinators of the Global Offer;
"**Joint Sponsors**"	Goldman Sachs and J.P. Morgan Cazenove;
"**Lead Manager**"	HSBC;
"**Listing Rules**"	the listing rules made by the FCA under Part VI of FSMA;
"**LSE**"	London Stock Exchange plc;
"**LTIP**"	TIFS Long-term Incentive Plan;
"**Market Abuse Regulation**"	Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse;
"**Millennium Industries**"	Millennium Industries Corporation;
"**New Ordinary Shares**"	the 148,333,333 new Ordinary Shares to be offered by the Company pursuant to the Global Offer;
"**Non-Executive Directors**"	Manfred Wennemer, Neil Carson, Paul Edgerley, John Smith, Stephen Thomas and Jeffrey Vanneste;
"**Notes**"	the $450,000,000 8.75% Senior Notes due 2023;

"**Offer Price**"	255 pence per Offer Share;
"**Offer Shares**"	the New Ordinary Shares and the Sale Shares (excluding, for the avoidance of doubt, any Over-allotment Shares);
"**Official List**"	the official list maintained by the FCA for the purposes of Part VI of FSMA;
"**Ordinary Shares**"	ordinary shares of £0.01 each in the share capital of the Company;
"**Over-allotment Option**"	the over-allotment option granted by the Over-allotment Shareholders to the Stabilising Manager under the Underwriting Agreement to purchase, or procure purchasers for, up to 23,922,236 additional Ordinary Shares as more particularly described in Section 5 (*Stabilisation and over-allotment*) of Part IX: "*Details of the Global Offer*" of this Prospectus;
"**Over-allotment Shareholders**"	the Bain Funds;
"**Over-allotment Shares**"	the up to 23,922,236 Ordinary Shares which are the subject of the Over-allotment Option;
"**PACE Award**"	Premier Automotive Suppliers Contribution in Excellence, an annual award from *Automotive News* in collaboration with Ernst & Young and Transportation Research Center Inc. to celebrate innovation technological advancement and business performance among automotive suppliers;
"**PBGC**"	the US Pension Benefit Guaranty Corporation;
"**PD Regulation**"	the Prospectus Directive Regulation (No 2004/809/EC);
"**Peugeot Citroën**"	PSA Peugeot Citroën;
"**PFIC**"	passive foreign investment company for US federal income tax purposes;
"**PP&E**"	property, plant and equipment;
"**Prospectus**"	this document relating to the Company, the Global Offer and Admission, prepared by the Company in accordance with the Listing Rules and the Prospectus Rules;
"**Prospectus Directive**"	European Union Directive 2003/71/EC (and any amendment thereto, including Directive 2010/73/EU 2010, to the extent implemented in each relevant EEA Member State) and includes any relevant implementing measure in each relevant EU Member State;
"**Prospectus Rules**"	the prospectus rules made by the FCA under Part VI of FSMA;
"**PRA**"	the Prudential Regulatory Authority;
"**PwC**"	PricewaterhouseCoopers LLP;
"**QIB**"	means qualified institutional buyer as defined in Rule 144A;
"**Registrar**"	Equiniti Limited;
"**Regulation S**"	Regulation S under the US Securities Act;
"**Relationship Agreement**"	the relationship agreement dated 25 October 2017 between the Company and the Institutional Shareholders, details of which are set out in Section 12.2 (*Relationship Agreement*) of Part XI: "*Additional Information*" of this Prospectus;
"**Relevant Member State**"	each member state of the EEA which has implemented the Prospectus Directive;
"**Reported Net Income**"	means profit for the period;
"**Revolving Credit Facility**"	the revolving credit facility of up to $125 million;

"**Renault-Nissan**"	Renault-Nissan Alliance;
"**Rule 144A**"	Rule 144A under the US Securities Act;
"**Sale Shares**"	11,148,243 Ordinary Shares to be sold by the Selling Shareholder in connection with the Global Offer;
"**SDRT**"	stamp duty reserve tax;
"**Securities Lending Agreement**"	the securities lending agreement entered into between Bain Capital Fund XI, L.P. and the Stabilising Manager and dated 25 October 2017;
"**SEDOL**"	Stock Exchange Daily Official List number;
"**Selling Shareholder**"	Equiniti Financial Services Limited, as nominee for the Individual Shareholders who have elected to sell Sale Shares in the Global Offer;
"**Senior Managers**"	the persons named as Senior Managers in Section 1.2 (*Senior Managers*) of Part III: "*Directors, Senior Managers and Corporate Governance*" of this Prospectus;
"**Share Sale Election Deeds**"	means each of the share sale election deeds entered into by the Individual Shareholders pursuant to which the Individual Shareholders, who have elected to sell Sale Shares in the Global Offer, have irrevocably instructed the Selling Shareholder to arrange for the sale of such Sale Shares as nominee of such Individual Shareholders;
"**Shareholders**"	holders of Ordinary Shares;
"**Stabilising Manager**"	Goldman Sachs;
"**stamp duty**"	UK stamp duty;
"**Takeover Code**"	the UK City Code on Takeover and Mergers (as amended from time to time);
"**Takeover Panel**"	the Panel on Takeovers and Mergers in the United Kingdom;
"**Term Loan**"	the term loan facility consisting of a US Dollar tranche of an aggregate principal amount of $1,065 million and a Euro tranche of an aggregate principal amount of €325 million;
"**TIFS**" or the "**Group**"	the Company and its subsidiary undertakings (as defined by section 1162 of the Companies Act) from time to time;
"**TIFSHL**"	TIFS Holdings Limited (previously known as Omega Holdco II Limited between 26 September 2016 and 31 October 2016, and as TI Fluid Systems Limited prior to 26 September 2016);
"**TIGAS**"	TI Group Automotive Systems L.L.C.;
"**Toyota**"	Toyota Motor Corporation;
"**United Kingdom**" or "**UK**"	the United Kingdom of Great Britain and Northern Ireland;
"**Underwriters**"	Deutsche Bank, Goldman Sachs, J.P. Morgan Cazenove, Citigroup and HSBC;
"**Underwriting Agreement**"	the underwriting and sponsors' agreement entered into between the Company, the Directors, the Institutional Shareholders, the Selling Shareholder and the Underwriters described in Section 8 (*Underwriting Agreement*) of Part IX: "*Details of the Global Offer*" and 12.1 (*Underwriting Agreement*) of Part XI: "*Additional Information*" of this Prospectus;
"**United States**" or "**US**"	the United States of America, its territories and possessions, any State of the United States of America and the District of Columbia;
"**US Exchange Act**"	the US Securities Exchange Act of 1934, as amended;

"**US Securities Act**"	the US Securities Act of 1933, as amended;
"**Volkswagen**"	Volkswagen AG; and
"**Western Europe**"	defined by the Company as the United Kingdom, France, Germany, Spain, Belgium, Italy, Sweden, Norway and Luxembourg.

PART XIII

GLOSSARY

The following terms have the meanings provided below unless the context requires otherwise:

Term	Meaning
"**blow-moulding**"	process for producing hollow plastic parts, which involves heating and blowing plastic to fit the form of a mould that is then cooled and removed;
"**corporate average fuel economy**"	the standard used by US regulators to determine if OEMs are meeting fuel economy standards;
"**EVs**"	electric vehicle; refers to vehicles that do not have an ICE engine or ICE related fuel components, but have an electric motor and battery, among other components;
"**flex-fuel**"	an alternative fuel consisting of a blend of gasoline and alcohols;
"**fuel rail**"	part of the fuel supply system that distributes fuel to injectors for engines;
"**full HEVs**"	generally includes vehicles that have an ICE for an extended driving range and also have an electric motor and battery for propulsion;
"**GDI**"	gasoline direct injection, a fuel injection technique that involves pressurising gasoline, which is then injected directly into the engine cylinders, instead of fuel injection into an intake tract as with a typical multi-point fuel injection;
"**heavy duty vehicles**"	vehicles with a gross vehicle weight of greater than 13 US tonnes;
"**HEVs**"	hybrid electric vehicles; refers to vehicles that combine an electric propulsion system with a more traditional ICE;
"**HPD**"	high pressure diesel fuel injection systems for diesel engines, which allow engines to meet specific performance, reliability and durability requirements;
"**ICE**"	internal combustion engine. The conventional propulsion system for vehicles today, powered by the reaction of fuel with air;
"**HVAC**"	heating, ventilation and air conditioning;
"**LEV**"	low emission vehicle;
"**LEV III**"	Low-Emission Vehicle III programme by California's Air Resources Board, being phased in for model years 2015–25 and mandatory for all vehicles from model year 2020 and onwards;
"**level sensor**"	a sensor designed to detect the level of liquids/fluids in tanks;
"**low cost countries**"	defined by the Company to be countries that have an hourly employee rate of approximately £5 or less (not including fringe benefit costs);
"**light duty (or light) vehicles**"	passenger cars, crossover vehicles, SUVs, vans and light trucks with a gross vehicle weight of six US tonnes or less;
"**medium duty (or medium) vehicles**"	vehicles with a gross vehicle weight of greater than six US tonnes or less and a payload capacity of less than 4,000 lbs (1,815 kgs);
"**mild HEVs**"	generally includes vehicles that have an ICE and have an electric motor to facilitate a start/stop function where a vehicle's ICE engine is idled when the vehicle is stopped, for example, at a traffic intersection;
"**nameplate**"	also referred to as "brands" or "models", a range of vehicle types and styles manufactured by an OEM;
"**NO_x**"	nitrogen oxide;

"**OEM**"	original equipment manufacturer;
"**optimised ICE**"	similar to traditional ICEs, but with extra content in the powertrain (e.g. GDI, turbocharging) designed to increase fuel efficiency;
"**piezo sensor**"	a sensor that uses the piezoelectric effect, which generates electricity when pressure is applied;
"**platform**"	shared set of common design, engineering and production efforts over a number of distinct regional or global automotive models;
"**powertrain**"	the components in an automobile that generate power and deliver it to the axle (and hence rotate the wheels);
"**quick connector**"	designed to connect separate tubes/pipes (e.g. for water or air systems);
"**SCR**"	selective catalytic reduction, a technology designed to reduce emissions from ICEs; and
"**turbocharging**"	a turbocharger is a device that forces extra air and fuel into the combustion chamber of an ICE. This is done by using a turbine driven by the exhaust gases from an engine.

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