

UNIPARTS EUROPE BV
VARSEVELD

**Report and financial statements for
the year ended March 31, 2017**

CONTENTS

Report and financial statements for the year ended March 31, 2017

	Page
- Report	2
- Financial statements	3
1. Company balance sheet as at March 31, 2017	4
2. Company profit and loss account for the financial year ended March 31, 2017	6
3. Notes	7
3.1. Statement of accounting policies	7
3.2. Explanatory notes to the company balance sheet as at March 31, 2017	8
3.3. Explanatory notes to the company profit and loss account for the financial year ended March 31, 2017	9
- Additional information	
4.1. Statutory provisions regarding the distribution of results	11
4.2. Independent auditor's report	12

All amounts presented in Euro.

Directors and Shareholders of
Uniparts Europe BV
Herikerbergweg 238, Luna Arena
1101 CM Amsterdam Zuidoost

Enschede, June 13, 2017

To Managing Directors, Supervisory Directors and Shareholders:

Please find enclosed the report regarding the annual accounts of Uniparts Europe BV for the reporting period ending March 31, 2017

GENERAL INFORMATION

* Objects

The main objects of the company are:

1. production, manufacture, sales, marketing and export of heavy and light engineering products and allied engineering products, hydraulic components, tractor linkage parts systems and solutions, agriculture implement parts and construction equipment parts;

* Incorporation

Uniparts Europe BV has been incorporated under the Companies Act on January 22, 2007.

* Approval annual accountants previous year

The General Meeting of Shareholders approved the financial statements for the period April 1, 2015 till March 31, 2016. The financial loss of € 502 was abstracted from the other reserves.

FINANCIAL STATEMENTS



Audit
For identification purpose only
Auditors report dated

June 13, 2017

A handwritten signature in blue ink, consisting of a large, stylized loop.



1. COMPANY BALANCE SHEET AS AT MARCH 31, 2017

(before appropriation of result)

ASSETS

	<u>March 31, 2017</u>		<u>March 31, 2016</u>
Fixed assets			
<u>FINANCIAL FIXED ASSETS (1)</u>			
Associated companies	0		0
Loan receivable	<u>600.000</u>		<u>600.000</u>
		600.000	600.000
Current assets			
<u>DEBTORS</u>			
Amounts to be received	5.000		5.000
Prepaid expenses	3.328		3.411
Interest receivable	<u>13.992</u>		<u>14.030</u>
		22.319	22.441
<u>CASH AT BANK AND IN HAND</u>		23.835	21.785
		<u><u>646.154</u></u>	<u><u>644.226</u></u>



Audit
 For identification purpose only
 Auditors report dated
June 13, 2017

LIABILITIES

	<u>March 31, 2017</u>	<u>March 31, 2016</u>
<u>CAPITAL AND RESERVES (2)</u>		
Issued share capital	1.100.000	1.100.000
Other reserves	-460.274	-459.772
Result for the year	<u>1.929</u>	<u>-502</u>
	641.655	639.726
<u>CREDITORS (AMOUNTS FALLING DUE WITHIN ONE YEAR)</u>		
Trade creditors	0	0
Other creditors	<u>4.500</u>	<u>4.500</u>
	4.500	4.500
	<u><u>646.154</u></u>	<u><u>644.226</u></u>



Audit
 For identification purpose only
 Auditors report dated
June 13, 2017

2. COMPANY PROFIT AND LOSS ACCOUNT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

	<u>04.01.2016 / 03.31.2017</u>	<u>04.01.2015 / 03.31.2016</u>
General costs	<u>12.063</u>	<u>14.532</u>
<u>ADMINISTRATIVE EXPENSES (3)</u>	<u>12.063</u>	<u>14.532</u>
<u>PROFIT BEFORE INTEREST AND TAXATION</u>	<u>12.063-</u>	<u>14.532-</u>
Interest receivable and similar income	<u>13.992</u>	<u>14.030</u>
Interest payable and similar charges	<u>-</u>	<u>-</u>
<u>FINANCIAL RESULTS (4)</u>	<u>13.992</u>	<u>14.030</u>
<u>LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION</u>	<u>1.929</u>	<u>502-</u>
Results from sales associated companies	<u>-</u>	<u>-</u>
<u>RESULT FOR THE FINANCIAL YEAR</u>	<u><u>1.929</u></u>	<u><u>502-</u></u>



Audit
 For identification purpose only
 Auditors report dated

June 13, 2017

3. NOTES

3.1. STATEMENT OF ACCOUNTING POLICIES

GENERAL ACCOUNTING PRINCIPLES FOR THE PREPARATION OF THE FINANCIAL STATEMENTS

The financial statements have been prepared in accordance with Title 9, Book 2 of the Dutch Civil Code. Valuation of assets and liabilities and determination of the result takes place under the historical cost convention. Unless presented otherwise, the relevant principle for the specific balance sheet item, assets and liabilities are presented at face value. Income and expenses are accounted for on accrual basis. Profit is only included when realized on balance sheet date. Losses originating before the end of the financial year are taken into account if they have become known before preparation of the financial statements.

The registered address of Uniparts Europe BV is in Varsseveld The actual adress of the company is Herikerbergweg 238, Luna Arena, Amsterdam. The company is recorded in the traderegister with the Chamber of Commerce under the number 09167618.

FINANCIAL FIXED ASSETS

The receivables on and loans to participations and other receivables are valued at face value after deduction of any provisions.

DEBTORS

Debtors are stated at nominal value, bad debts are provided.

EXPENSES

Costs are based on the aforementioned principles of valuation and are stated in the financial year in which the corresponding goods were delivered or the service was rendered.

Losses are accounted for in the year in which they are foreseen.

TAXES

The corporation tax comprises both taxes payable in the short-term and deferred tax liabilities (if applicable). No taxes are deducted from the net profit before taxation if and insofar the net profit before taxation can be offset against losses from previous years. Taxes are deducted from losses if and insofar it is certain that these can be used to offset net profit before taxation in previous years and that a tax rebate will be received in this respect. The taxes are calculated over the results, taking all tax credit facilities into account. A deferred tax asset is accounted for if deemed applicable.

The position of the losses to be settled by March 31, 2017 amount to € 135 991.



Audit
For identification purpose only
Auditors report dated
June 13, 2017

3.2. EXPLANATORY NOTES TO THE COMPANY BALANCE SHEET AS AT MARCH 31, 2017

FINANCIAL FIXED ASSETS (1)

		March, 31 2017	March, 31 2016
<u>Loan receivable</u>	<u>Outstanding</u>		
Uniparts India GmbH	600.000	600.000	600.000
Book value as March 31	<u>600.000</u>	<u>600.000</u>	<u>600.000</u>

CAPITAL AND RESERVES (2)

<u>Issued share capital</u>			
Authorised capital		300.000	300.000
Issued on June 2, 2009		800.000	800.000
Allotted, called up and fully paid capital		<u>1.100.000</u>	<u>1.100.000</u>

The authorised capital concerns 1.100.000 shares with a par value of € 1.

The shares are divided as follows:

Uniparts India Limited	1.100.000	1.100.000
	<u>1.100.000</u>	<u>1.100.000</u>

Other reserves

Book value as April 1	459.772-	455.311-
Result for the prior financial year	502-	4.461-
Book value as March 31	<u>460.274-</u>	<u>459.772-</u>

Result for the year

Profit/ (Loss) for the financial year ended March 31	<u>1.929</u>	<u>502-</u>
--	--------------	-------------

PROPOSED ABSORPTION OF PROFIT

It is proposed to add the profit of € 1 929 for the financial year, ended March 31, 2017, to the other reserves.

POST BALANCE SHEET EVENTS

There are no post balance sheet events to report.



Audit
 For identification purpose only
 Auditors report dated
June 13, 2017

3.3. Explanatory notes to the company profit and loss account for the financial year ended March 31, 2017

The average number of persons employed by the company during the year, in fulltime equivalents, was 0 (2015/2016: 0).

ADMINISTRATIVE EXPENSES (3)

The administrative expenses consists of € 6 409 Legal & Professional Charges and € 5 445 of Audit Fees (2015/2016 € 5 457 and € 9 075))

FINANCIAL RESULTS (4)

The interest received consists of € 13 991 arising from financial income from transactions with group companies (2015/2016: € 14 030).



Audit
For identification purpose only
Auditors report dated

June 13, 2017

ADDITIONAL INFORMATION



For Identification purpose only
Auditors report dated

June 13 2017

Audit

A handwritten signature in blue ink, consisting of a large, stylized loop.

4.1. Statutory provisions regarding the distribution of results

Article 18.

- 1 . The income is at the disposal of the general meeting of shareholders. They can appropriate the income whole or partly into formation of - or contribution to - one or more general or special reserve funds.
2. a. The company can only distribute the distributed income to the shareholders and other authorities if the shareholders' equity exceed the issued and paid-in capital increased with legal reserves.
 - b. The income will be distributed after adoption of the annual accounts from which allowance appears.
 - c. There will be no distribution of income to shares hold by the company.
3. In the calculation of the appropriation of income, the companies own shares do not count. They only count if they are loaded with usufruct or if there are issued share certificates with cooperation of the company.
4. The company can make interim contributions to the reserve fund, only if the shareholders' equity exceed the issued and paid-in capital increased with legal reserves as meant in paragraph 2a.



Audit
For Identification purpose only
Auditors report dated
June 13, 2017

A large, stylized handwritten signature in blue ink, written over the date "June 13, 2017".

To the shareholders of
Uniparts Europe BV
Herikerbergweg 238 Luna ArenA
1101 CM Amsterdam Zuidoost
The Netherlands

Audit

Enschede, Colosseum 1
Postbus 142, NL-7500 AC
Tel +31 (0)53 850 49 00
kroesewevers.nl

KroeseWevers Audit BV
Handelsregister 08150987

INDEPENDENT AUDITOR'S REPORT

A. Report on the audit of the financial statements for the period April 1st 2016 until March 31st 2017 included in the report

Our opinion

We have audited the financial statements for the year ending March 31, 2017 of Uniparts Europe BV, based in Varsseveld.

In our opinion the accompanying financial statements give a true and fair view of the financial position of Uniparts Europe BV as at 31 March 2017, and of its result for the period April 1st 2016 until March 31st 2017 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The financial statements comprise:

- 1 the company balance sheet as at 31 March 2017;
- 2 the company profit and loss account for the period April 1st 2016 until March 31st 2017; and
- 3 the notes comprising a summary of the accounting policies and other explanatory information.

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the 'Our responsibilities for the audit of the financial statements' section of our report.

We are independent of Uniparts Europe BV in accordance with the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics).

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

B. Report on the other information included in the annual report

In addition to the financial statements and our auditor's report thereon, the annual report contains other information that consists of:

- Other information as required by Part 9 of Book 2 of the Dutch Civil Code.

Based on the following procedures performed, we conclude that the other information:

- is consistent with the financial statements and does not contain material misstatements;
- contains the information as required by Part 9 of Book 2 of the Dutch Civil Code.

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements.

By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

C. Description of responsibilities regarding the financial statements

Responsibilities of management for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Part 9 of Book 2 of the Dutch Civil Code. Furthermore, management is responsible for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, management is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting framework mentioned, management should prepare the financial statements using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit assignment in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgement and have maintained professional scepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included e.g.:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control;

- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Concluding on the appropriateness of management's use of the going concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern;
- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures; and
- Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Enschede, June 13 2017
KroeseWevers Audit BV



E.H.A. Hutten RA

For identification purpose only:

