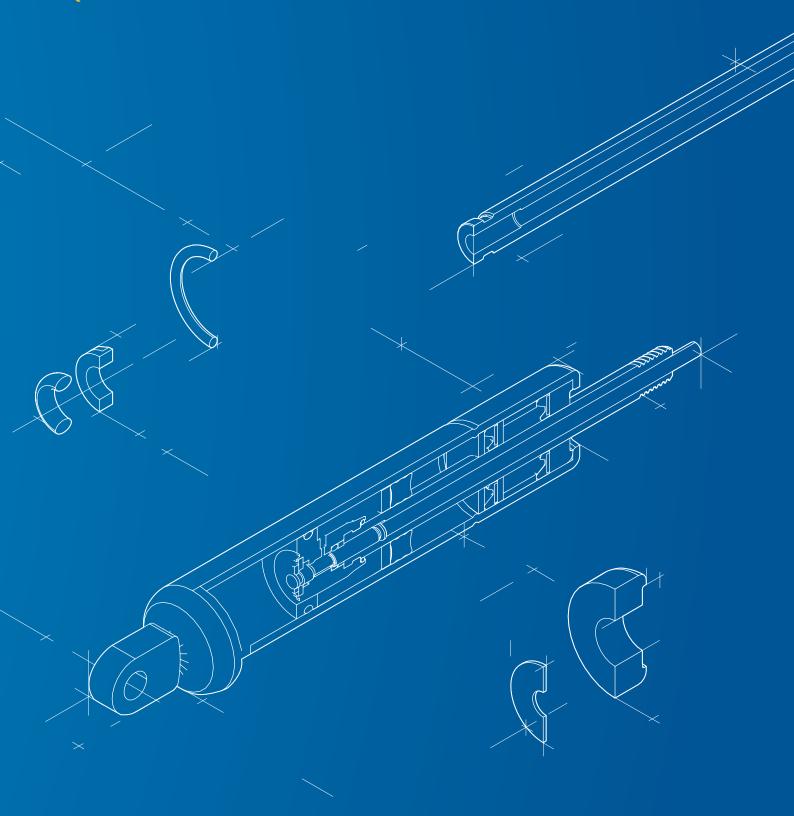
# STABILUS

# INTERIM REPORT

Q2 —— FY2016



# **KEY FIGURES**

|                                     |                   |             |        | T_001     |
|-------------------------------------|-------------------|-------------|--------|-----------|
|                                     | Three months ende | d March 31, |        |           |
| in € millions                       | 2016              | 2015        | CHANGE | % CHANGE  |
| Revenue                             | 180.9             | 157.5       | 23.4   | 14.9%     |
| EBITDA                              | 33.7              | 28.7        | 5.0    | 17.4%     |
| Adjusted EBITDA                     | 34.0              | 29.3        | 4.7    | 16.0%     |
| EBIT                                | 21.8              | 18.1        | 3.7    | 20.4%     |
| Adjusted EBIT                       | 25.2              | 21.8        | 3.4    | 15.6%     |
| Capital expenditure                 | (14.1)            | (11.7)      | (2.4)  | 20.5%     |
| Free cash flow (FCF)                | 15.4              | 3.7         | 11.7   | > 100.0%  |
| EBITDA as % of revenue              |                   | <br>18.2%   |        |           |
| Adjusted EBITDA as % of revenue     | 18.8%             | 18.6%       |        |           |
| EBIT as % of revenue                | 12.1%             | 11.5%       |        |           |
| Adjusted EBIT as % of revenue       | 13.9%             | 13.8%       |        |           |
| Capital expenditure as % of revenue | 7.8%              | 7.4%        |        |           |
| FCF as % of adjusted EBITDA         | 45.3%             | 12.6%       |        |           |
|                                     | Six months ended  | March 31,   |        |           |
| in € millions                       | 2016              | 2015        | CHANGE | % CHANGE  |
| Revenue                             | 348.2             | 292.6       | 55.6   | 19.0%     |
| EBITDA                              | 62.1              | 48.7        | 13.4   | 27.5%     |
| Adjusted EBITDA                     | 62.7              | 51.9        | 10.8   | 20.8%     |
| EBIT                                | 39.3              | 27.5        | 11.8   | 42.9%     |
| Adjusted EBIT                       | 46.2              | 37.1        | 9.1    | 24.5%     |
| Capital expenditure                 | (27.6)            | (21.7)      | (5.9)  | 27.2%     |
| Free cash flow (FCF)                | 9.4               | (6.7)       | 16.1   | <(100.0)% |
| EBITDA as % of revenue              |                   | 16.6%       |        |           |
| Adjusted EBITDA as % of revenue     | 18.0%             | 17.7%       |        |           |
| EBIT as % of revenue                | 11.3%             | 9.4%        |        |           |
| Adjusted EBIT as % of revenue       | 13.3%             | 12.7%       |        |           |
| Capital expenditure as % of revenue | 7.9%              | 7.4%        |        |           |
| FCF as % of adjusted EBITDA         | 15.0%             | (12.9%)     |        |           |

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# HIGHLIGHTS

of the second quarter of fiscal 2016 and subsequent events

# + 14.9% REVENUE

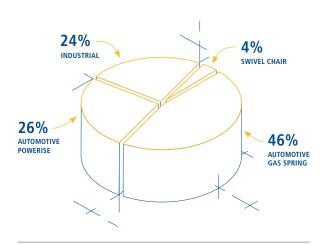
# STRONG SECOND QUARTER THANKS TO CONTINUING GROWTH IN ALL REGIONS AND MARKETS

- Revenue up by 14.9% to €180.9 million (+€23.4 million versus Q2 FY2015)
- Revenue growth in all regions with NAFTA (+19.1%),
   Europe (+13.7%) as well as Asia / Pacific and RoW (+7.1%)
- Revenue growth in all markets with Powerise (+42.2%),
   Industrial (+9.2%), Swivel Chair (+6.8%) and Gas Spring (+6.4%)

# ACQUISITION OF SKF ENTITIES TO EXPAND INDUSTRIAL BUSINESS

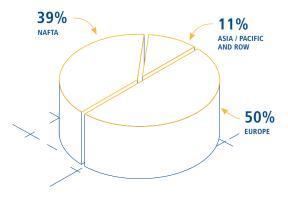
On April 26, 2016, Stabilus signed an agreement to acquire ACE, Hahn Gasfedern und Fabreeka / Tech Products from the SKF Group in an all-cash transaction for a total consideration of USD 330 million, plus USD 9 million for sharing expected US tax benefits. The companies are established industrial suppliers in the fields of motion control, damping and vibration control for a broad spectrum of clients and industry segments. With the acquisition, Stabilus aims to expand its product portfolio in the industrial sector and tap new customer groups. The closing is subject to approval by antitrust authorities and is expected during the summer of 2016.

# Revenue by markets in H1 FY2016



# Revenue by region in H1 FY2016

(location of Stabilus company)



# INTERIM GROUP MANAGEMENT REPORT

for the three and six months ended March 31, 2016

# **RESULTS OF OPERATIONS**

# **SECOND QUARTER OF FISCAL 2016**

The table below sets out Stabilus Group's consolidated income statement for the second quarter of fiscal 2016 in comparison to the second quarter of fiscal 2015:

Income statement T\_002

|   | Three months e | nded March 31, |        |          |
|---|----------------|----------------|--------|----------|
| IN € MILLIONS                           | 2016           | 2015           | Change | % change |
| Revenue                                 | 180.9          | 157.5          | 23.4   | 14.9%    |
| Cost of sales                           | (133.9)        | (117.7)        | (16.2) | 13.8%    |
| Gross profit                            | 47.0           | 39.8           | 7.2    | 18.1%    |
| Research and development expenses       | (7.2)          | (6.1)          | (1.1)  | 18.0%    |
| Selling expenses                        | (11.7)         | (10.9)         | (0.8)  | 7.3%     |
| Administrative expenses                 | (7.2)          | (6.1)          | (1.1)  | 18.0%    |
| Other income                            | 3.6            | 2.9            | 0.7    | 24.1%    |
| Other expenses                          | (2.8)          | (1.5)          | (1.3)  | 86.7%    |
| Profit from operating activities (EBIT) | 21.8           | 18.1           | 3.7    | 20.4%    |
| Finance income                          | 0.1            | 18.3           | (18.2) | (99.5)%  |
| Finance costs                           | (5.6)          | (5.2)          | (0.4)  | 7.7%     |
| Profit/(loss) before income tax         | 16.3           | 31.1           | (14.8) | (47.6)%  |
| Income tax income / (expense)           | (5.5)          | (11.3)         | 5.8    | (51.3)%  |
| Profit / (loss) for the period          | 10.8           | 19.8           | (9.0)  | (45.5)%  |
|   |                |                |        |          |

STABILUS INTERIM REPORT Q2 FY2016

### Revenue

Group's total revenue developed as follows:

## Revenue by region (location of Stabilus company)

T 003

| N € MILLIONS           | Three months ended | l March 31, |        |          |
|------------------------|--------------------|-------------|--------|----------|
|                        | 2016               | 2015        | Change | % change |
| Europe                 | 93.1               | 81.9        | 11.2   | 13.7%    |
| NAFTA                  | 68.1               | 57.2        | 10.9   | 19.1%    |
| Asia / Pacific and RoW | 19.7               | 18.4        | 1.3    | 7.1%     |
| Revenue                | 180.9              | 157.5       | 23.4   | 14.9%    |

# Revenue by markets

|               | Three mon | Three months ended March 31, |       |        |          |
|---------------|-----------|------------------------------|-------|--------|----------|
| IN € MILLIONS | 20        | 16                           | 2015  | Change | % change |
| Automotive    | 129       | 9.1                          | 109.9 | 19.2   | 17.5%    |
| Gas Spring    | 80        | 0.9                          | 76.0  | 4.9    | 6.4%     |
| Powerise      | 48        | 3.2                          | 33.9  | 14.3   | 42.2%    |
| Industrial    | 44        | 1.0                          | 40.3  | 3.7    | 9.2%     |
| Swivel Chair  |           | 7.8                          | 7.3   | 0.5    | 6.8%     |
| Revenue       | 180       | ).9                          | 157.5 | 23.4   | 14.9%    |
|               |           |                              |       |        |          |

Total revenue of €180.9 million in the second quarter of fiscal 2016 increased by 14.9% compared to the second quarter of fiscal 2015.

The revenue generated by our US and Mexican entities increased by 19.1% from €57.2 million to €68.1 million and the revenue of our European entities grew by 13.7% from €81.9 million in the second quarter of fiscal 2015 to €93.1 million in the second quarter of fiscal 2016. The revenue of both our European and NAFTA operating units continues to benefit primarily from the strong growth in the Powerise business. In addition, the revenue of our NAFTA unit benefits from the stronger US dollar: Approximately €2.0 million of NAFTA's revenue increase was due to the stronger US dollar (average rate per €1: \$1.10 in Q2 FY2016 versus \$1.13 in Q2 FY2015). The revenue of Stabilus plants located in Asia / Pacific and Rest of World (RoW) region increased by 7.1% from €18.4 million in the second quarter of fiscal 2015 to €19.7 million in the second quarter of fiscal 2016, essentially due to new customer wins and increased output of our Chinese production facility following the recent capacity expansion.

The increase in total revenue is mainly due to our automotive, particularly to our growing Powerise business. The increase in the Powerise business by 42.2% is mainly the result of new OEM platform wins and the subsequent launch of new Powerise programs for a number of key vehicle OEMs in Europe and NAFTA. In addition, the share of end customers (buyers of new vehicles) opting for this extra equipment continues to rise as well, compared to the previous periods.

Revenue in the industrial business increased by 9.2% from €40.3 million in the three months ended March 31, 2015 to €44.0 million in the three months ended March 31, 2016. In the second quarter of fiscal 2016, Stabilus continued to benefit from its broad coverage of industries in the industrial business - increasing demand from sectors such as renewables, medical and aftermarket more than offset temporary slumps in sectors like construction machinery.

4

Swivel Chair revenue increased by 6.8% from €7.3 million in the second quarter of fiscal 2015 to €7.8 million in the second quarter of fiscal 2016.

# Cost of sales and overhead expenses

### **COST OF SALES**

Cost of sales in the second quarter of fiscal 2016 increased by 13.8%, compared to the second quarter of the previous fiscal year. As a percentage of revenue, the cost of sales decreased to 74.0% (Q2 FY2015: 74.7%) reflecting a better utilization of plants and thus better fixed cost absorption. As a consequence, the profit margin improved to 26.0% (Q2 FY2015: 25.3%).

#### **R&D EXPENSES**

R&D expenses in the second quarter of fiscal 2016 increased by 18.0%, compared to the second quarter of fiscal 2015. As a percentage of revenue, R&D expenses slightly increased to 4.0% (Q2 FY2015: 3.9%).

# SELLING EXPENSES

Selling expenses increased by 7.3% from €(10.9) million in the second quarter of fiscal 2015 to €(11.7) million in the second quarter of fiscal 2016, mainly due to higher distribution and personnel expenses. As a percentage of revenue, selling expenses decreased to 6.5% (Q2 FY2015: 6.9%).

# ADMINISTRATIVE EXPENSES

Administrative expenses increased by 18.0% from  $\in$  (6.1) million in the second quarter of fiscal 2015 to  $\in$  (7.2) million in the second quarter of fiscal 2016. As percentage of revenue, administrative expenses slightly increased to 4.0% of total revenue (Q2 FY2015: 3.9%).

### OTHER INCOME AND EXPENSE

Other income increased from €2.9 million in the second quarter of fiscal 2015 to €3.6 million in the second quarter of the fiscal 2016. This increase by €0.7 million is primarily the result of foreign currency fluctuations, i.e. higher foreign currency translation gains.

Other expense increased from €(1.5) million in the second quarter of fiscal 2015 to €(2.8) million in the second quarter of the fiscal year under review. This income statement line item comprises mainly the foreign currency translation losses.

#### FINANCE INCOME AND COSTS

Finance income decreased from  $\in$ 18.3 million in the second quarter of fiscal 2015 to  $\in$ 0.1 million in the second quarter of fiscal 2016. The finance income in the second quarter of the previous year comprised  $\in$ 13.8 million of net foreign exchange gains and  $\in$ 4.2 million gains from changes in fair value of derivative instruments. Following the refinancing of the Group in June 2015, which comprised the replacement of the high-yield bond contract with a new senior facilities agreement, the derivative instruments which were embedded in the replaced high-yield bond contract were derecognized.

Finance costs increased from  $\in$  (5.2) million in the second quarter of fiscal 2015 to  $\in$  (5.6) million in the second quarter of fiscal 2016 primarily due to a higher net foreign exchange loss of  $\in$  (3.7) million partially offset by substantially lower interest expenses following the Group's refinancing in June 2015 ( $\in$  (5.0) million in Q2 FY15 vs.  $\in$  (1.7) million in Q2 FY16).

# INCOME TAX EXPENSE

The lower tax expense of €(5.5) million in the reporting period (Q2 FY2015: €(11.3) million) followed from the lower pre-tax result of €16.3 million in the same period (Q2 FY2015: €31.1 million).

STABILUS INTERIM REPORT Q2 FY2016

# FIRST HALF OF FISCAL 2016

The table below sets out Stabilus Group's consolidated income statement for the first half of fiscal 2016 in comparison to the first half of fiscal 2015:

Income statement T\_005

|   | Six months end | ded March 31, |        |          |
|---|----------------|---------------|--------|----------|
| IN € MILLIONS                           | 2016           | 2015          | Change | % change |
| Revenue                                 | 348.2          | 292.6         | 55.6   | 19.0%    |
| Cost of sales                           | (260.8)        | (222.1)       | (38.7) | 17.4%    |
| Gross profit                            | 87.4           | 70.5          | 16.9   | 24.0%    |
| Research and development expenses       | (13.0)         | (11.5)        | (1.5)  | 13.0%    |
| Selling expenses                        | (22.9)         | (21.3)        | (1.6)  | 7.5%     |
| Administrative expenses                 | (13.8)         | (13.4)        | (0.4)  | 3.0%     |
| Other income                            | 6.1            | 6.5           | (0.4)  | (6.2)%   |
| Other expenses                          | (4.5)          | (3.3)         | (1.2)  | 36.4%    |
| Profit from operating activities (EBIT) | 39.3           | 27.5          | 11.8   | 42.9%    |
| Finance income                          | 0.5            | 24.2          | (23.7) | (97.9)%  |
| Finance costs                           | (3.7)          | (10.3)        | 6.6    | (64.1)%  |
| Profit before income tax                | 36.1           | 41.4          | (5.3)  | (12.8)%  |
| Tax income / (expense)                  | (11.8)         | (13.9)        | 2.1    | (15.1)%  |
| Profit for the period                   | 24.4           | 27.5          | (3.1)  | (11.3)%  |
|   |                |               |        |          |

INTERIM REPORT Q2 FY2016 - STABILUS

## Revenue

Group's total revenue developed as follows:

# Revenue by region (location of Stabilus company)

T\_00

|                                  | Six months ended | March 31, |        |          |
|----------------------------------|------------------|-----------|--------|----------|
| IN € MILLIONS                    | 2016             | 2015      | Change | % change |
| Europe                           | 173.6            | 149.9     | 23.7   | 15.8%    |
| NAFTA                            | 135.3            | 106.7     | 28.6   | 26.8%    |
| Asia / Pacific and Rest of World | 39.3             | 36.0      | 3.3    | 9.2%     |
| Revenue                          | 348.2            | 292.6     | 55.6   | 19.0%    |

# Revenue by markets

T\_007

| Six months end |  |   |  |
|----------------|--|---|--|
| 2016           | 2015   | Change  | % change   |
| 249.7          | 206.2  | 43.5  | 21.1%  |
| 159.0          | 142.9  | 16.1  | 11.3%  |
| 90.7           | 63.3   | 27.4  | 43.3%  |
| 83.7           | 72.7   | 11.0  | 15.1%  |
| 14.8           | 13.7   | 1.1   | 8.0%   |
| 348.2          | 292.6  | 55.6  | 19.0%  |
|                | 2016<br>249.7<br>159.0<br>90.7<br>83.7<br>14.8 | 249.7     206.2       159.0     142.9       90.7     63.3       83.7     72.7       14.8     13.7 | 2016         2015         Change           249.7         206.2         43.5           159.0         142.9         16.1           90.7         63.3         27.4           83.7         72.7         11.0           14.8         13.7         1.1 |

Total revenue of €348.2 million in the first half of fiscal 2016 increased by 19.0% compared to the first half of fiscal 2015.

The sales of our European entities grew by 15.8% from €149.9 million in the first half of fiscal 2015 to €173.6 million in the first half of fiscal 2016. The sales of our NAFTA operating unit continue to benefit primarily from the strong growth in the Powerise business. The revenue generated by our US and Mexican entities increased by 26.8% from €106.7 million to €135.3 million. Approximately €10.3 million of this revenue increase was due to the stronger US dollar (average rate per €1: \$1.10 in H1 FY2016 versus \$1.19 in H1 FY2015). The sales of Stabilus plants located in Asia / Pacific and RoW region increased by 9.2% from €36.0 million in the first half of fiscal 2015 to €39.3 million in the first half of fiscal 2016, essentially due to new customer wins and increased production capacity in China and in spite of some weakness in Brazil.

The increase in total revenue is mainly due to our automotive market segment, particularly to our growing Powerise business. The increase in the Powerise business by 43.3% is mainly the result of new OEM platform wins and the subsequent launch of new Powerise programs for a number of key vehicle OEMs. In addition, the share of end customers (buyers of new vehicles) opting for this extra equipment continues to rise as well, compared to the previous periods.

Revenue in the industrial business increased by 15.1% from €72.7 million in the six months ended March 31, 2015 to €83.7 million in the six months ended March 31, 2016.

Swivel chair revenue increased by 8.0% from €13.7 million in the first half of fiscal 2015 to €14.8 million in the first half of fiscal 2016.

# Cost of sales and overhead expenses

### **COST OF SALES**

In line with revenue growth, cost of sales in the first half of fiscal 2016 increased by 17.4% compared to the first half of the previous fiscal year. As a percentage of revenue, the cost of sales decreased to 74.9% (H1 FY2015: 75.9%). The decrease of the cost of sales as a percentage of revenue is essentially due to the strong growth of our Powerise business and the resulting economies of scale effects in the previously only partly utilized Powerise plants.

#### **R&D EXPENSES**

R&D expenses in the first half of fiscal 2016 increased by 13.0%, compared to the first half of fiscal 2015. As a percentage of revenue, R&D expenses slightly decreased to 3.7% (H1 FY2015: 3.9%).

### **SELLING EXPENSES**

Selling expenses increased by 7.5% from €(21.3) million in the first half of fiscal 2015 to €(22.9) million in the first half of fiscal 2016, mainly due to higher distribution and personnel expenses following enhancement of our aftermarket distribution. As a percentage of revenue, selling expenses decreased to 6.6% (H1 FY2015: 7.3%).

### ADMINISTRATIVE EXPENSES

Administrative expenses increased by 3.0% from €(13.4) million in the first half of fiscal 2015 to €(13.8) million in the first half of fiscal 2016. As percentage of revenue, administrative expenses in the first half of fiscal 2016 decreased to 4.0% of total revenue (H1 FY2015: 4.6%).

### OTHER INCOME AND EXPENSE

Other income decreased from €6.5 million in the first half of fiscal 2015 to €6.1 million in the first half of fiscal 2016. This decrease by €(0.4) million is primarily the result of foreign currency fluctuations, i.e. lower foreign currency translation gains driven by the US dollar.

Other expenses increased from  $\in$  (3.3) million in the first half of fiscal 2015 to  $\in$  (4.5) million in the first half of fiscal year under review. This income statement line item comprises mainly foreign currency translation losses.

#### FINANCE INCOME AND COSTS

Finance income decreased from €24.2 million in the first half of fiscal 2015 to €0.5 million in the first half of fiscal 2016 primarily due to lower net foreign exchange gains on intercompany loans (€0.3 million in H1 FY16 vs. €18.3 million in H1 FY15).

Finance costs decreased from €(10.3) million in the first half of fiscal 2015 to €(3.7) million in the first half of fiscal 2016 as a consequence of Group's refinancing in June 2015, in particular the reduction of the interest rate of the Company's financial liabilities from 7.75% (high yield bond) to 2.0% over Euribor (new senior facilities implemented in June 2015).

### **INCOME TAX EXPENSE**

The decrease of income tax expense from €(13.9) million in the first half of fiscal 2015 to €(11.8) million in first half of fiscal 2016 was essentially caused by the decrease of the pre-tax result from €41.4 million to €36.1 million in the corresponding period.

INTERIM REPORT Q2 FY2016 — STABILUS

## EBITDA AND ADJUSTED EBITDA

The table below sets out a reconciliation of EBIT to EBITDA and adjusted EBITDA for the second quarter and the first half of fiscal 2016 and 2015:

# Reconciliation of EBIT to adjusted EBITDA

T\_008

|   | Three months | ended March 31, |        |          |
|---|--------------|-----------------|--------|----------|
| IN € MILLIONS                           | 2016         | 2015            | Change | % change |
| Profit from operating activities (EBIT) | 21.8         | 18.1            | 3.7    | 20.4%    |
| Depreciation                            | 6.6          | 5.5             | 1.1    | 20.0%    |
| Amortization                            | 5.3          | 5.2             | 0.1    | 1.9%     |
| EBITDA                                  | 33.7         | 28.7            | 5.0    | 17.4%    |
| Advisory*                               | _            | 0.1             | (0.1)  | (100.0)% |
| Restructuring / ramp-up                 | -            | 0.1             | (0.1)  | (100.0)% |
| Pension interest add back               | 0.3          | 0.3             |        | 0.0%     |
| Total adjustments                       | 0.3          | 0.5             | (0.2)  | (40.0)%  |
| Adjusted EBITDA                         | 34.0         | 29.3            | 4.7    | 16.0%    |

# Six months ended March 31,

| IN € MILLIONS                           | 2016 | 2015 | Change | % change |
|---|------|------|--------|----------|
| Profit from operating activities (EBIT) | 39.3 | 27.5 | 11.8   | 42.9%    |
| Depreciation                            | 12.4 | 10.9 | 1.5    | 13.8%    |
| Amortization                            | 10.4 | 10.3 | 0.1    | 1.0%     |
| EBITDA                                  | 62.1 | 48.7 | 13.4   | 27.5%    |
| Advisory*                               | _    | 0.8  | (0.8)  | (100.0)% |
| Restructuring / ramp-up                 | -    | 1.8  | (1.8)  | (100.0)% |
| Pension interest add back               | 0.6  | 0.6  | _      | 0.0%     |
| Total adjustments                       | 0.6  | 3.2  | (2.6)  | (81.3%)  |
| Adjusted EBITDA                         | 62.7 | 51.9 | 10.8   | 20.8%    |

 $<sup>^{\</sup>star}$  Legal, refinancing and reorganization-related advisory expenses.

Adjusted EBITDA represents EBITDA, as adjusted by management primarily in relation to severance, consulting, restructuring, one-time legal disputes and other non-recurring costs, as well as interest on pension charges. Adjusted EBITDA is presented because we believe it is a relevant measure for assessing performance as it is adjusted for certain one-time or non-recurring items that are not expected to impact our Group going forward, and thus aids in an understanding of EBITDA in a given period.

STABILUS | INTERIM REPORT Q2 FY2016

## EBIT AND ADJUSTED EBIT

The table below shows reconciliations of profit from operating activities (EBIT) to adjusted EBIT for the second quarter and the first half of fiscal 2016 and 2015:

# Reconciliation of EBIT to adjusted EBIT

T 009

| Reconciliation of EBIT to adjusted EBIT         |                    |           |        | 1_009    |
|---|--------------------|-----------|--------|----------|
|   | Three months ended | March 31, |        |          |
| IN € MILLIONS                                   | 2016               | 2015      | Change | % change |
| Profit from operating activities (EBIT)         | 21.8               | 18.1      | 3.7    | 20.4%    |
| Advisory*                                       | -                  | 0.1       | (0.1)  | (100.0)% |
| Restructuring / ramp-up                         | -                  | 0.1       | (0.1)  | (100.0)% |
| Pension interest add back                       | 0.3                | 0.3       | _      | 0.0%     |
| PPA adjustments — depreciation and amortization | 3.1                | 3.1       | _      | 0.0%     |
| Total adjustments                               | 3.4                | 3.6       | (0.2)  | (5.6%)   |
| Adjusted EBIT                                   | 25.2               | 21.8      | 3.4    | 15.6%    |
|   | Six months ended   | March 31, |        |          |
| IN € MILLIONS                                   | 2016               | 2015      | Change | % change |
| Profit from operating activities (EBIT)         | 39.3               | 27.5      | 11.8   | 42.9%    |
| Advisory*                                       | -                  | 0.8       | (0.8)  | (100.0)% |
| Restructuring / ramp-up                         | _                  | 1.8       | (1.8)  | (100.0)% |
| Pension interest add back                       | 0.6                | 0.6       | _      | 0.0%     |
| PPA adjustments — depreciation and amortization | 6.3                | 6.3       |        | 0.0%     |
| Total adjustments                               | 6.9                | 9.5       | (2.6)  | (27.4)%  |
| Adjusted EBIT                                   | 46.2               | 37.1      | 9.1    | 24.5%    |

 $<sup>\</sup>ensuremath{^{\star}}$  Legal, refinancing and reorganization-related advisory expenses.

Adjusted EBIT represents EBIT, as adjusted by management primarily in relation to severance, consulting, restructuring, one-time legal disputes and other non-recurring costs, as well as interest on pension charges and the depreciation and amortization of adjustments of Group's assets to fair value resulting from the April 2010 purchase price allocation.

# DEVELOPMENT OF OPERATING SEGMENTS

Stabilus Group is organized and managed primarily on a regional level. The three reportable operating segments of the Group are Europe, NAFTA as well as Asia / Pacific and RoW.

The tables below set out the development of our operating segments in the second quarter and first half of fiscal 2016 compared to the corresponding period of the previous fiscal year.

Operating segments T\_010

|                                    | Three months e | nded March 31, |        | % change |
|------------------------------------|----------------|----------------|--------|----------|
| IN € MILLIONS                      | 2016           | 2015           | Change |          |
| Europe                             |                |                |        |          |
| External revenue <sup>1)</sup>     | 93.1           | 81.9           | 11.2   | 13.7%    |
| Intersegment revenue <sup>1)</sup> | 6.5            | 7.3            | (0.8)  | (11.0)%  |
| Total revenue <sup>1)</sup>        | 99.6           | 89.2           | 10.4   | 11.7%    |
| Adjusted EBITDA                    | 19.6           | 17.2           | 2.4    | 14.0%    |
| as % of total revenue              | 19.7%          | 19.3%          |        |          |
| Adjusted EBIT                      | 13.4           | 12.1           | 1.3    | 10.7%    |
| as % of total revenue              | 13.5%          | 13.6%          |        |          |
| as % of external revenue           | 14.4%          | 14.8%          |        |          |
| NAFTA                              |                |                |        |          |
| External revenue <sup>1)</sup>     | 68.1           | 57.2           | 10.9   | 19.1%    |
| Intersegment revenue <sup>1)</sup> | 1.2            | 1.2            |        | 0.0%     |
| Total revenue <sup>1)</sup>        | 69.2           | 58.4           | 10.8   | 18.5%    |
| Adjusted EBITDA                    | 10.7           | 8.9            | 1.8    | 20.2%    |
| as % of total revenue              | 15.5%          | 15.2%          |        |          |
| Adjusted EBIT                      | 9.1            | 7.2            | 1.9    | 26.4%    |
| as % of total revenue              | 13.2%          | 12.3%          |        |          |
| as % of external revenue           | 13.4%          | 12.6%          |        |          |
| Asia / Pacific and RoW             |                |                |        |          |
| External revenue <sup>1)</sup>     | 19.7           | 18.4           | 1.3    | 7.1%     |
| Intersegment revenue <sup>1)</sup> | 0.2            | _              | 0.2    | n/a      |
| Total revenue <sup>1)</sup>        | 19.9           | 18.4           | 1.5    | 8.2%     |
| Adjusted EBITDA                    | 3.7            | 3.2            | 0.5    | 15.6%    |
| as % of total revenue              | 18.6%          | 17.4%          |        |          |
| Adjusted EBIT                      | 2.6            | 2.5            | 0.1    | 4.0%     |
| as % of total revenue              | 13.1%          | 13.6%          |        |          |
| as % of external revenue           | 13.2%          | 13.6%          |        |          |
|                                    |                |                |        |          |

 $<sup>^{1)}</sup>$  Revenue breakdown by location of Stabilus company (i.e. "billed-from view").

|                                    | Six months end | ded March 31, | Change | % change |
|------------------------------------|----------------|---------------|--------|----------|
| IN € MILLIONS                      | 2016           | 2015          |        |          |
| Europe                             |                |               |        |          |
| External revenue <sup>1)</sup>     | 173.6          | 149.9         | 23.7   | 15.8%    |
| Intersegment revenue <sup>1)</sup> | 12.9           | 16.0          | (3.1)  | (19.4)%  |
| Total revenue <sup>1)</sup>        | 186.5          | 165.8         | 20.7   | 12.5%    |
| Adjusted EBITDA                    | 35.1           | 29.0          | 6.1    | 21.0%    |
| as % of total revenue              | 18.8%          | 17.5%         |        |          |
| Adjusted EBIT                      | 23.9           | 18.8          | 5.1    | 27.1%    |
| as % of total revenue              | 12.8%          | 11.3%         |        |          |
| as % of external revenue           | 13.8%          | 12.5%         |        |          |
| NAFTA                              |                |               |        |          |
| External revenue <sup>1)</sup>     | 135.3          | 106.7         | 28.6   | 26.8%    |
| Intersegment revenue <sup>1)</sup> | 2.5            | 1.7           | 0.8    | 47.1%    |
| Total revenue <sup>1)</sup>        | 137.8          | 108.4         | 29.4   | 27.1%    |
| Adjusted EBITDA                    | 20.3           | 16.0          | 4.3    | 26.9%    |
| as % of total revenue              | 14.7%          | 14.8%         |        |          |
| Adjusted EBIT                      | 17.1           | 12.6          | 4.5    | 35.7%    |
| as % of total revenue              | 12.4%          | 11.6%         |        |          |
| as % of external revenue           | 12.6%          | 11.8%         |        |          |
| Asia / Pacific and RoW             |                |               |        |          |
| External revenue <sup>1)</sup>     | 39.3           | 36.0          | 3.3    | 9.2%     |
| Intersegment revenue <sup>1)</sup> | 0.3            | 0.1           | 0.2    | >100.0%  |
| Total revenue <sup>1)</sup>        | 39.6           | 36.1          | 3.5    | 9.7%     |
| Adjusted EBITDA                    | 7.3            | 6.9           | 0.4    | 5.8%     |
| as % of total revenue              | 18.4%          | 19.1%         |        |          |
| Adjusted EBIT                      | 5.3            | 5.4           | (0.1)  | (1.9)%   |
| as % of total revenue              | 13.4%          | 15.0%         |        |          |
| as % of external revenue           | 13.5%          | 15.0%         |        |          |

<sup>1)</sup> Revenue breakdown by location of Stabilus company (i.e. "billed-from view").

The external revenue generated by our European companies increased by 15.8% from €149.9 million in the first half of fiscal 2015 to €173.6 million in the first half of fiscal 2016. The adjusted EBIT margin as percent of external revenue increased from 12.5% to 13.8% mainly due to the footprint optimization, i.e. production shifts between German and Romanian plants, as well as the better loading of the Romanian production plant. As a consequence, the adjusted EBIT increased more strongly than revenue from €18.8 million in the first half of fiscal 2015 to €23.9 million in the first half of fiscal 2016 (+27.1% yoy).

The external revenue of our companies located in the NAFTA region increased by 26.8% from €106.7 million in the first half of fiscal 2015

to €135.3 million in the first half of fiscal 2016, primarily due to the strong growth in the Automotive business. Approximately €10.3 million of the total revenue increase was due to the stronger US dollar (average rate per €1: \$1.10 in H1 FY2016 versus \$1.19 in H1 FY2015). The adjusted EBIT margin as a percentage of external revenue improved from 11.8% to 12.6% in the same period, leading to an adjusted EBIT of €17.1 million which is 35.7% higher than €12.6 million in H1 FY2015.

In the first half of fiscal 2016, the external revenue of our companies in the Asia / Pacific and RoW segment increased by 9.2%. The adjusted EBIT decreased by €(0.1) million or (1.9)% essentially due to launching costs of the new powder paint equipment at our Korean plant.

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# FINANCIAL POSITION

Balance sheet T\_011

| IN € MILLIONS                | March 31, 2016 | Sept 30, 2015 | Change | % change |
|------------------------------|----------------|---------------|--------|----------|
| Assets                       |                |               |        |          |
| Total non-current assets     | 363.0          | 358.7         | 4.3    | 1.2%     |
| Total current assets         | 197.9          | 183.6         | 14.3   | 7.8%     |
| Total assets                 | 560.9          | 542.2         | 18.7   | 3.4%     |
| Equity and liabilities       |                |               |        |          |
| Total equity                 | 96.7           | 76.7          | 20.0   | 26.1%    |
| Non-current liabilities      | 349.1          | 349.4         | (0.3)  | (0.1)%   |
| Current liabilities          | 115.1          | 116.2         | (1.1)  | (0.9%)   |
| Total liabilities            | 464.2          | 465.5         | (1.3)  | (0.3)%   |
| Total equity and liabilities | 560.9          | 542.2         | 18.7   | 3.4%     |
|                              |                |               |        |          |

## **BALANCE SHEET TOTAL**

The Group's balance sheet total increased by 3.4% to €560.9 million (Sept 30, 2015: 542.2 million).

## **NON-CURRENT ASSETS**

Our non-current assets increased by 1.2% or €4.3 million, mainly caused by higher assets under construction which result from our various capacity expansion projects (Gas Spring production in Germany, USA and China, as well as Powerise production in Mexico, Romania and China).

### **CURRENT ASSETS**

Current assets as of March 31, 2016 increased by 7.8% or  $\le$ 14.3 million, compared to September 30, 2015, primarily due to the higher trade receivables ( $+ \le$ 13.5 million) and cash balance ( $+ \le$ 6.6 million), partially offset by lower other financial assets ( $- \le$ 3.9 million) and current tax assets ( $- \le$ 3.2 million). Trade accounts receivable increased in line with higher revenue.

## **EQUITY**

The Group's equity as of March 31, 2016 increased by €20.0 million as a consequence of generated and retained earnings of €24.4 million in the first half of fiscal 2016, partially offset by other comprehensive expense of €(4.3) million. Other comprehensive expense essentially comprised unrealized losses from foreign currency translation.

### **NON-CURRENT LIABILITIES**

Non-current liabilities decreased from €349.4 million as of September 30, 2105 by (0.3)% to €349.1 million as of March 31, 2016 mainly due to lower financial liabilities (-€2.0 million) and lower deferred tax liabilities (-€2.4 million), partially offset by higher non-current liability for pension plans and similar obligations (+€3.2 million) and higher non-current provisions (+€1.0 million). The pension obligation increased as a consequence of the lower discount rate used for the calculation of this obligation: 2.02% as of March 31, 2016 versus 2.38% as of September 30, 2015.

STABILUS | INTERIM REPORT Q2 FY2016

### **CURRENT LIABILITIES**

Our current liabilities decreased by €(1.1) million from €116.2 million as of September 30, 2015 to €115.1 million as of March 31, 2016. This decrease of (0.9)% was driven by lower trade accounts

payable (-  $\in$  3.2 million) and lower other liabilities (-  $\in$  1.3 million), partially offset by higher current tax liabilities (+  $\in$  3.5 million). The reduction of trade accounts payable was strongly impacted by payments for machinery and equipment.

# LIQUIDITY

Cash flow

|  | Six months ended March 31, |        |        |           |
|--|----------------------------|--------|--------|-----------|
| N € MILLIONS                                       | 2016                       | 2015   | Change | % change  |
| Cash flow from operating activities                | 39.9                       | 24.9   | 15.0   | 60.2%     |
| Cash flow from investing activities                | (27.5)                     | (21.6) | (5.9)  | 27.3%     |
| Cash flow from financing activities                | (5.7)                      | (10.3) | 4.6    | (44.7)%   |
| Net increase / (decrease) in cash                  | 6.7                        | (6.9)  | 13.6   | <(100.0)% |
| Effect of movements in exchange rates on cash held | (0.1)                      | 1.8    | (1.9)  | <(100.0)% |
| Cash as of beginning of the period                 | 39.5                       | 33.5   | 6.0    | 17.9%     |
| Cash as of end of the period                       | 46.1                       | 28.4   | 17.7   | 62.3%     |

### CASH FLOW FROM OPERATING ACTIVITIES

Cash flow from operating activities increased by €15.0 million from €24.9 million in the first half of fiscal 2015 to €39.9 million in the first half of fiscal 2016 primarily due to increased revenue and increased earnings (EBITDA improvement by €13.4 million: H1 FY2016 EBITDA of €62.1 million vs. H1 FY2015 of €48.7 million).

# CASH FLOW FROM INVESTING ACTIVITIES

Cash outflow for investing activities increased from €(21.6) million in the first half of fiscal 2015 to €(27.5) million in the first half of fiscal 2016 mainly due to higher capital expenditure primarily related to our various capacity expansion projects (Gas Spring production in Germany, USA and China, as well as Powerise production in Mexico, Romania and China).

### CASH FLOW FROM FINANCING ACTIVITIES

Cash outflow for financing activities decreased by €4.6 million or (44.7)% from €(10.3) million in the first half of fiscal 2015 to €(5.7) million in the first half of fiscal 2016. The significant decrease is primarily due to lower interest payments (+ €7.1 million) which are a consequence of the Group's refinancing in June 2015, in particular the reduced interest rate on financial liabilities – from 7.75% (high-yield bond) to 2.0% over Euribor (new senior facilities implemented in June 2015). Cash outflow for financing activities in the first half of fiscal 2016 amounting to €(5.7) million comprised a €2.5 million redemption for the facility A commitment (senior facilities agreement).

# FREE CASH FLOW (FCF)

As a result of the aforementioned changes of cash flows from operating and investing activities as well as changes in interest payments, the free cash flow (FCF) improved by  $\leq$ 16.2 million in the first half of fiscal 2016. The following table sets out the composition of the non-IFRS free cash flow figure.

Free cash flow (FCF) comprises the IFRS cash flow statement items "cash flow from operating activities", "cash flow from investing activities" and "payments for interest" (net interest payments). It does not include other items of the "cash flow from financing activities" like payments for redemption of financial liabilities, payments for finance leases or dividends. Please refer to the Consolidated Statement of Cash Flows for the composition of the item "cash flow from financing activities".

Free cash flow  $T_013$ 

| Free cash flow                      | 9.5              | (6.7)     | 16.2   | <(100.0)% |
|-------------------------------------|------------------|-----------|--------|-----------|
| Payments for interest               | (2.9)            | (10.0)    | 7.1    | (71.0)%   |
| Cash flow from investing activities | (27.5)           | (21.6)    | (5.9)  | 27.3%     |
| Cash flow from operating activities | 39.9             | 24.9      | 15.0   | 60.2%     |
| IN € MILLIONS                       | 2016             | 2015      | Change | % change  |
|                                     | Six months ended | March 31, |        |           |

# RISKS AND OPPORTUNITIES

We refer to the risk-related disclosures in the Group Management Report and in the audited Consolidated Financial Statements as of and for the fiscal year ended September 30, 2015.

SUBSEQUENT EVENTS

On April 26, 2016, Stabilus signed an agreement to acquire ACE, Hahn Gasfedern and Fabreeka / Tech Products from SKF Group in an all-cash transaction for a total consideration of USD 339 million. The consummation of the transaction (closing) is subject to approval by the relevant antitrust authorities. The closing is expected to take place during summer 2016.

The acquisition is in line with Stabilus' strategy to strengthen its industrial business. The entities to be acquired are technologically leading manufacturers of industrial custom motion control solutions comprising the product segments motion, automation and vibration/safety control solutions and four established standalone brands (ACE, Hahn Gasfedern, Fabreeka and Tech Products). In 2015, the entities recorded sales of approximately USD 120 million and EBIT of approximately USD 30 million. As a result of the transaction, Stabilus expects a positive effect on its EBIT margin and earnings per share (pre-PPA).

After the closing of the transaction, Stabilus intends to set up a new credit facility of up to €570 million to finance the transaction and at the same time to replace the existing €265 million term loan facility as well as to implement a new €70 million revolving credit facility to replace the currently unutilized €50 million revolving credit facility. The new credit facility will have more favorable terms over the duration of the loan than the one installed in 2015.

Stabilus further intends to partially refinance the debt through a capital increase of around €150 million.

The signing of the agreement to acquire ACE, Hahn Gasfedern and Fabreeka/Tech Products has been communicated on April 26, 2016 via an ad-hoc announcement followed by a corporate news and an analysts and investors conference call on the same day. The presentation for this conference call as well as the ad-hoc announcement and corporate news can be found on the Stabilus Investor Relations website (www.ir.stabilus.com).

As of May 12, 2016, there were no further events or developments that could have materially affected the measurement and presentation of Group's assets and liabilities as of March 31, 2016.

# **OUTLOOK**

As a result of the pending acquisition of ACE, Hahn Gasfedern and Fabreeka / Tech Products the previously communicated revenue and EBIT margin guidance is no longer applicable.

INTERIM REPORT Q2 FY2016 — STABILUS

# CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

as of and for the three and six months ended March 31, 2016

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the three and six months ended March 31, 2016 (unaudited)

# Consolidated statement of comprehensive income

T 014

| Three months ended Mar |           |  | arch 31, Six months ended March 31,   |  |  |
|------------------------|-----------|--|---|--|--|
| NOTE                   | 2016      | 2015   | 2016  | 2015   |  |
| 2                      | 180,872   | 157,495  | 348,161   | 292,633  |  |
|                        | (133,852) | (117,711)  | (260,771)   | (222,096)  |  |
|                        | 47,020    | 39,784   | 87,390  | 70,537   |  |
|                        | (7,183)   | (6,081)  | (12,976)  | (11,493)   |  |
|                        | (11,682)  | (10,868)   | (22,924)  | (21,286)   |  |
|                        | (7,203)   | (6,106)  | (13,766)  | (13,439)   |  |
|                        | 3,636     | 2,897  | 6,051   | 6,540  |  |
|                        | (2,818)   | (1,544)  | (4,460)   | (3,336)  |  |
|                        | 21,770    | 18,082   | 39,315  | 27,523   |  |
| 3                      | 92        | 18,255   | 485   | 24,241   |  |
| 4                      | (5,565)   | (5,223)  | (3,681)   | (10,343)   |  |
|                        | 16,297    | 31,114   | 36,119  | 41,421   |  |
|                        | (5,475)   | (11,276)   | (11,750)  | (13,879)   |  |
|                        | 10,822    | 19,838   | 24,369  | 27,542   |  |
|                        | 9         | 21   | 12  | 36   |  |
|                        | 10,813    | 19,817   | 24,357  | 27,506   |  |
|                        |           |  |   |  |  |
| 11                     | 20        | (1,463)  | (1,940)   | (6,319)  |  |
| 11                     | (2,324)   | (1,900)  | (2,324)   | (4,293)  |  |
|                        | (2,304)   | (3,363)  | (4,264)   | (10,612)   |  |
|                        | 8,518     | 16,475   | 20,105  | 16,930   |  |
|                        | 9         | 21   | 12  | 36   |  |
|                        | 8,509     | 16,454   | 20,093  | 16,894   |  |
|                        | _         |  |   |  |  |
| 5                      | 0.52      | 0.96   | 1.18  | 1.33   |  |
| 5                      | 0.52      | 0.06   | 1 10  | 1.33   |  |
|                        | 2         | NOTE 2016 2 180,872 (133,852) 47,020 (7,183) (11,682) (7,203) 3,636 (2,818) 21,770 3 92 4 (5,565) 16,297 (5,475) 10,822 9 10,813  11 20 11 (2,324) (2,304) 8,518 9 8,509 | 2 180,872 157,495 (133,852) (117,711) 47,020 39,784 (7,183) (6,081) (11,682) (10,868) (7,203) (6,106) 3,636 2,897 (2,818) (1,544) 21,770 18,082 3 92 18,255 4 (5,565) (5,223) 16,297 31,114 (5,475) (11,276) 10,822 19,838 9 21 10,813 19,817  11 20 (1,463) 11 (2,324) (1,900) (2,304) (3,363)  8,518 16,475 9 21 8,509 16,454 | NOTE         2016         2015         2016           2         180,872         157,495         348,161           (133,852)         (117,711)         (260,771)           47,020         39,784         87,390           (7,183)         (6,081)         (12,976)           (11,682)         (10,868)         (22,924)           (7,203)         (6,106)         (13,766)           3,636         2,897         6,051           (2,818)         (1,544)         (4,460)           21,770         18,082         39,315           3         92         18,255         485           4         (5,565)         (5,223)         (3,681)           16,297         31,114         36,119           (5,475)         (11,276)         (11,750)           10,822         19,838         24,369           9         21         12           10,813         19,817         24,357           11         20         (1,463)         (1,940)           (1         (2,304)         (3,363)         (4,264)           8,518         16,475         20,105           9         21         12 <t< td=""></t<> |  |

<sup>1)</sup> Item that may be reclassified ('recycled') to profit and loss at a future point in time when specific conditions are met.

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<sup>2)</sup> Item that will not be reclassified to profit and loss.

The accompanying Notes form an integral part of these Consolidated Financial Statements.

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as of March 31, 2016 (unaudited)

# Consolidated statement of financial position

T\_015

| IN € THOUSANDS                | NOTE | March 31, 2016 | Sept 30, 2015 |
|-------------------------------|------|----------------|---------------|
| Assets                        |      |                |               |
| Property, plant and equipment | 6    | 141,974        | 133,952       |
| Goodwill                      |      | 51,458         | 51,458        |
| Other intangible assets       | 7    | 162,417        | 166,475       |
| Other assets                  | 9    | 1,254          | 1,864         |
| Deferred tax assets           |      | 5,879          | 4,929         |
| Total non-current assets      |      | 362,982        | 358,678       |
| Inventories                   | 10   | 60,461         | 59,783        |
| Trade accounts receivable     |      | 76,390         | 62,848        |
| Current tax assets            |      | 262            | 3,465         |
| Other financial assets        | 8    | 3,983          | 7,899         |
| Other assets                  | 9    | 10,734         | 10,093        |
| Cash and cash equivalents     |      | 46,101         | 39,473        |
| Total current assets          |      | 197,931        | 183,561       |
| Total assets                  |      | 560,913        | 542,239       |
|                               |      |                |               |

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# Consolidated statement of financial position

T\_015

| IN € THOUSANDS                                  | NOTE | March 31, 2016 | Sept 30, 2015 |
|---|------|----------------|---------------|
| Equity and liabilities                          |      |                |               |
| Issued capital                                  |      | 207            | 207           |
| Capital reserves                                |      | 73,091         | 73,091        |
| Retained earnings                               |      | 49,228         | 24,871        |
| Other reserves                                  |      | (25,748)       | (21,484)      |
| Equity attributable to shareholders of Stabilus |      | 96,778         | 76,685        |
| Non-controlling interests                       |      | (42)           | 24            |
| Total equity                                    |      | 96,736         | 76,709        |
| Financial liabilities                           | 12   | 256,625        | 258,644       |
| Other financial liabilities                     | 13   | 1,915          | 2,139         |
| Provisions                                      | 14   | 2,017          | 1,032         |
| Pension plans and similar obligations           | 15   | 51,145         | 47,989        |
| Deferred tax liabilities                        |      | 36,536         | 38,976        |
| Other liabilities                               | 16   | 822            | 576           |
| Total non-current liabilities                   |      | 349,060        | 349,356       |
| Trade accounts payable                          |      | 65,766         | 68,929        |
| Financial liabilities                           | 12   | 5,000          | 5,000         |
| Other financial liabilities                     | 13   | 7,763          | 7,978         |
| Current tax liabilities                         |      | 6,566          | 3,040         |
| Provisions                                      | 14   | 20,241         | 20,128        |
| Other liabilities                               | 16   | 9,781          | 11,099        |
| Total current liabilities                       |      | 115,117        | 116,174       |
| Total liabilities                               |      | 464,177        | 465,530       |
| Total equity and liabilities                    |      | 560,913        | 542,239       |
|   |      |                |               |

The accompanying Notes form an integral part of these Consolidated Financial Statements.

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# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the six months ended March 31, 2016 (unaudited)

# Consolidated statement of changes in equity

T 016

| Total equity |                                  |  |                   |                      |                       |                   |      |   |
|--------------|----------------------------------|--|-------------------|----------------------|-----------------------|-------------------|------|---|
|              | Non-<br>controlling<br>interests | Equity<br>attributable to<br>shareholders<br>of Stabilus | Other<br>reserves | Retained<br>earnings | Capital<br>reserves   | Issued<br>capital | NOTE | IN € THOUSANDS  |
| 76,123       | 33                               | 76,090   | (5,128)           | 7,920                | 73,091                | 207               |      | Balance as of Sept 30, 2014   |
| 27,542       | 36                               | 27,506   |                   | 27,506               | _                     |                   |      | Profit / (loss) for the period  |
| (10,612)     | _                                | (10,612)   | (10,612)          | _                    |                       | _                 |      | Other comprehensive income / (expense)                                      |
| 16,930       | 36                               | 16,894   | (10,612)          | 27,506               | _                     | _                 |      | Total comprehensive income / (expense) for the period                       |
| (56)         | (56)                             | _  | _                 | _                    | _                     |                   |      | Dividends   |
| 92,998       | 13                               | 92,985   | (15,740)          | 35,427               | 73,091                | 207               |      | Balance as of March 31, 2015  |
| 76,709       | 24                               | 76,685   | (21,484)          | 24,871               | 73,091                | 207               |      | Balance as of Sept 30, 2015   |
| 24,369       | 12                               | 24,357   | -                 | 24,357               | _                     | _                 |      | Profit / (loss) for the period  |
| (4,264)      | _                                | (4,264)  | (4,264)           | _                    | _                     | _                 | 11   | Other comprehensive income / (expense)                                      |
| 20,105       | 12                               | 20,093   | (4,264)           | 24,357               | _                     | _                 |      | Total comprehensive income / (expense) for the period                       |
| (78)         | (78)                             | _  | -                 | _                    | _                     | _                 |      | Dividends   |
| 96,736       | (42)                             | 96,778   | (25,748)          | 49,228               | 73,091                | 207               |      | Balance as of March 31, 2016  |
|              | (78)                             | 20,093   | (4,264)           | _                    | -<br>-<br>-<br>73,091 |                   | 11   | (expense)  Total comprehensive income / (expense) for the period  Dividends |

The accompanying Notes form an integral part of these Consolidated Financial Statements.

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# CONSOLIDATED STATEMENT OF CASH FLOWS

for the six months ended March 31, 2016 (unaudited)

# Consolidated statement of cash flows

|   | =    |               |               |
|---|------|---------------|---------------|
|   | _    | Six months en | ded March 31, |
| IN € THOUSANDS  | NOTE | 2016          | 2015          |
| Profit/ (loss) for the period                           |      | 24,369        | 27,542        |
| Current income tax expense                              |      | 14,203        | 11,874        |
| Deferred income tax expense                             |      | (2,453)       | 2,005         |
| Net finance result                                      | 3/4  | 3,196         | (13,898)      |
| Depreciation and amortization (incl. impairment losses) |      | 22,776        | 21,213        |
| Other non-cash income and expenses                      |      | (10,312)      | 955           |
| Changes in inventories                                  |      | (678)         | (7,554)       |
| Changes in trade accounts receivable                    |      | (13,542)      | (18,976)      |
| Changes in trade accounts payable                       |      | (3,163)       | 12,253        |
| Changes in other assets and liabilities                 |      | 6,966         | (344)         |
| Changes in provisions                                   |      | 932           | 479           |
| Changes in deferred tax assets and liabilities          |      | 2,453         | (2,005)       |
| Income tax payments                                     | 20   | (4,842)       | (8,598)       |
| Cash flow from operating activities                     |      | 39,905        | 24,946        |
| Proceeds from disposal of property, plant and equipment |      | 123           | 81            |
| Purchase of intangible assets                           | 7    | (6,498)       | (7,670)       |
| Purchase of property, plant and equipment               | 6    | (21,093)      | (13,981)      |
| Cash flow from investing activities                     |      | (27,468)      | (21,570)      |
| Payments for redemption of senior facilities            |      | (2,500)       |               |
| Payments for finance leases                             |      | (271)         | (271)         |
| Dividends paid to non-controlling interests             |      | (78)          | (56)          |
| Payments for interest                                   | 20   | (2,870)       | (9,998)       |
| Cash flow from financing activities                     |      | (5,719)       | (10,325)      |
| Net increase / (decrease) in cash and cash equivalents  |      | 6,718         | (6,949)       |
| Effect of movements in exchange rates on cash held      |      | (90)          | 1,843         |
| Cash and cash equivalents as of beginning of the period |      | 39,473        | 33,494        |
| Cash and cash equivalents as of end of the period       |      | 46,101        | 28,388        |
|   |      |               |               |

 $\label{thm:companying Notes form an integral part of these Consolidated Financial Statements.$ 

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# NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

as of and for the three and six months ended March 31, 2016

# 1 General information

## **Company information**

Stabilus S.A., Luxembourg, hereinafter also referred to as "Stabilus" or the "Company" is a public limited liability company (société anonyme) incorporated in Luxembourg and governed by Luxembourg law. The Company is registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés Luxembourg) under No. B0151589 and its registered office is located at 2, rue Albert Borschette, L-1246 Luxembourg, Grand Duchy of Luxembourg. The Company was founded under the name Servus HoldCo S.à r.l. on February 26, 2010.

The Company's fiscal year is from October 1 to September 30 of the following year (twelve-month period). The consolidated financial statements of Stabilus S.A. include Stabilus and its subsidiaries (hereafter also referred to as "Stabilus Group" or the "Group").

The Stabilus Group is a leading manufacturer of gas springs and dampers, as well as electric tailgate opening and closing equipment. The products are used in a wide range in automotive and industrial applications, as well as in the furniture industry. Typically the products are used to support the lifting and lowering or dampening of movements. As world market leader for gas springs, the Group ships to all key vehicle manufacturers. Various Tier 1 suppliers of the global car industry as well as large technically focused distributors further diversify the Group's customer base.

### **Basis for preparation**

The accompanying Condensed Interim Consolidated Financial Statements present the operations of Stabilus, Luxembourg, and its subsidiaries. The Company has prepared these statements under the going concern assumption.

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The Condensed Interim Consolidated Financial Statements as of and for the three and six months ended March 31, 2016 have been prepared in accordance with IAS 34 "Interim Financial Reporting"; they comply with the International Financial Reporting Standards (IFRS) as adopted by the European Union. Selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the financial position and performance of Stabilus Group since the last annual Consolidated Financial Statements as of and for the fiscal year ended September 30, 2015. These Interim Consolidated Financial Statements are condensed and do not include all information for full annual financial statements prepared in accordance with International Financial Reporting Standards and therefore should be read in connection with the Consolidated Financial Statements as of September 30, 2015.

The accounting policies adopted in the preparation of the Condensed Interim Consolidated Financial Statements are consistent with those followed in the preparation of the Group's annual financial statements for the fiscal year ended September 30, 2015.

### Presentation

These Condensed Interim Consolidated Financial Statements as of and for the three and six months ended March 31, 2016 comprise the Consolidated Statement of Comprehensive Income for the three and six months ended March 31, 2016, the Consolidated Statement of Financial Position as of March 31, 2016, the Consolidated Statement of Changes in Equity for the six months ended March 31, 2016, the Consolidated Statement of Cash Flows for the six months ended March 31, 2016 and explanatory Notes to the Condensed Interim Consolidated Financial Statements. The Condensed Interim Consolidated Financial Statements are prepared in euros (€) rounded to the nearest thousand. Due to rounding, numbers presented may not add up precisely to the totals provided.

The Condensed Interim Consolidated Financial Statements were authorized for issue by the Management Board on May 12, 2016.

# 2 Revenue

The Group's revenue developed as follows:

# Revenue by region (location of Stabilus company)

T\_018

|                                  | Three months | Six months ended March 31, |         |         |
|----------------------------------|--------------|----------------------------|---------|---------|
| IN € THOUSANDS                   | 2016         | 2015                       | 2016    | 2015    |
| Europe                           | 93,111       | 81,891                     | 173,564 | 149,874 |
| NAFTA                            | 68,056       | 57,198                     | 135,337 | 106,727 |
| Asia / Pacific and Rest of World | 19,705       | 18,406                     | 39,260  | 36,032  |
| Revenue                          | 180,872      | 157,495                    | 348,161 | 292,633 |
|                                  |              |                            |         |         |

# Revenue by markets

T\_019

| IN € THOUSANDS | Three months e | Six months ended March 31, |         |         |
|----------------|----------------|----------------------------|---------|---------|
|                | 2016           | 2015                       | 2016    | 2015    |
| Automotive     | 129,085        | 109,903                    | 249,694 | 206,256 |
| Gas Spring     | 80,860         | 76,040                     | 159,003 | 142,922 |
| Powerise       | 48,225         | 33,863                     | 90,691  | 63,334  |
| Industrial     | 43,990         | 40,320                     | 83,696  | 72,716  |
| Swivel Chair   | 7,797          | 7,272                      | 14,771  | 13,661  |
| Revenue        | 180,872        | 157,495                    | 348,161 | 292,633 |

Group revenue results from sales of goods.

# 3 Finance income

Finance income

|  | Three months e | ended March 31, | Six months ended March 31, |        |
|--|----------------|-----------------|----------------------------|--------|
| IN € THOUSANDS   | 2016           | 2015            | 2016                       | 2015   |
| Interest income on loans and financial receivables         | 11             | 19              | 19                         | 32     |
| Net foreign exchange gain                                  | _              | 13,819          | 336                        | 18,310 |
| Gains from changes in fair value of derivative instruments | _              | 4,164           | _                          | 5,489  |
| Other interest income                                      | 81             | 253             | 130                        | 410    |
| Finance income   | 92             | 18,255          | 485                        | 24,241 |

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# 4 Finance costs

Finance costs T\_021

|   | Three months | Six months ended March 31, |         |          |
|---|--------------|----------------------------|---------|----------|
| IN € THOUSANDS                            | 2016         | 2015                       | 2016    | 2015     |
| Interest expense on financial liabilities | (1,726)      | (5,008)                    | (3,431) | (10,016) |
| Net foreign exchange loss                 | (3,687)      | _                          | -       | _        |
| Interest expenses finance lease           | (25)         | (34)                       | (50)    | (39)     |
| Other interest expenses                   | (127)        | (181)                      | (200)   | (288)    |
| Finance costs                             | (5,565)      | (5,223)                    | (3,681) | (10,343) |
|   |              |                            |         |          |

# 5 Earnings per share

The weighted average number of shares used for the calculation of earnings per share in the six months ended March 31, 2016 and 2015 is set out in the following table.

# Weighted average number of shares

T\_022

| DATE            | Number of days | Transaction | Change | Total shares | Total shares (time-weighted) |
|-----------------|----------------|-------------|--------|--------------|------------------------------|
| October 1, 2014 | 182            |             |        | 20,723,256   | 20,723,256                   |
| March 31, 2015  |                |             |        | 20,723,256   | 20,723,256                   |
| October 1, 2015 | 182            | _           | _      | 20,723,256   | 20,723,256                   |
| March 31, 2016  |                | _           | -      | 20,723,256   | 20,723,256                   |
|                 |                |             |        |              |                              |

The earnings per share for the six months ended March 31, 2016 and 2015 were as follows:

Earnings per share T\_023

|   | Six months | ended March 31, |
|---|------------|-----------------|
|   | 2016       | 2015            |
| Profit / (loss) attributable to shareholders of the parent (in € thousands) | 24,357     | 27,506          |
| Weighted average number of shares   | 20,723,256 | 20,723,256      |
| Earnings per share (in €)   | 1.18       | 1.33            |
|   |            |                 |

Basic and diluted earnings per share are calculated by dividing the profit attributable to the shareholders of the Company by the weighted average number of shares outstanding.

# 6 Property, plant and equipment

Property, plant and equipment as of March 31, 2016 amounted to €141,974 thousand (Sept 30, 2015: €133,952 thousand). Additions to property, plant and equipment in the first half of fiscal 2016 amounted to €21,632 thousand (H1 FY2015: €13,997 thousand). The increase against the comparative period is mainly due to increased assets under construction. The total assets under construction as of March 31, 2016 amounted to €36,171 thousand (Sept 30, 2015: €25,515 thousand). The significantly higher assets under construction are the result of our various capacity expansion projects (Gas Spring production in Germany, USA, China, as well as Powerise production in Mexico, Romania and China).

Disposals occurred only in the ordinary course of business. The net value of disposed property, plant and equipment in the first half of fiscal 2016 amounted to €66 thousand (H1 FY2015: €119 thousand).

In the second quarter of fiscal 2016, the Group recognized an impairment loss of €(894) thousand on the unused Spanish production facility.

# 7 Other intangible assets

Other intangible assets as of March 31, 2016 amounted to €162,417 thousand (Sept 30, 2015: €166,475 thousand). Additions to intangible assets in the first half of fiscal 2016 amount to €6,498 thousand (H1 FY2015: €7,670 thousand) and comprise mainly internally generated developments. Significant disposals have not been recognized.

In the first half of fiscal 2016 costs of €(5,859) thousand (H1 FY2015: €(7,178) thousand) were capitalized for development projects that were incurred in the product and material development areas. Amortization expenses on development costs include impairment losses of €(468) thousand (H1 FY2015: €(140) thousand) due to withdrawal of customers from the respective projects. The impairment loss is included in the research and development expenses. In the first half of fiscal 2016, total amortization expenses (including impairment losses) on intangible assets amounted to €10,418 thousand (H1 FY2015: €10,266 thousand).

The borrowing costs capitalized in the first half of fiscal 2016 amounted to €126 thousand (H1 FY2015: €403 thousand).

# 8 Other financial assets

Other financial assets T\_024

|                        | March 31, 2016 |             |       | Sept 30, 2015 |             |       |
|------------------------|----------------|-------------|-------|---------------|-------------|-------|
| IN € THOUSANDS         | Current        | Non-current | Total | Current       | Non-current | Total |
| Other miscellaneous    | 3,983          | _           | 3,983 | 7,899         | _           | 7,899 |
| Other financial assets | 3,983          | -           | 3,983 | 7,899         |             | 7,899 |

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Other miscellaneous financial assets as of March 31, 2016 mainly comprise assets related to the sale of receivables program amounting to €3,332 thousand (Sept 30, 2015: €3,404 thousand).

# 9 Other assets

Other assets T\_025

|                     |         | March 24, 2016 |        |         | Cant 20, 2015 |        |
|---------------------|---------|----------------|--------|---------|---------------|--------|
|                     |         | March 31, 2016 |        |         | Sept 30, 2015 |        |
| IN € THOUSANDS      | Current | Non-current    | Total  | Current | Non-current   | Total  |
| VAT                 | 3,446   | _              | 3,446  | 4,239   | _             | 4,239  |
| Prepayments         | 1,034   | 541            | 1,575  | 1,005   | 1,080         | 2,085  |
| Deferred charges    | 4,027   | _              | 4,027  | 2,881   |               | 2,881  |
| Other miscellaneous | 2,227   | 713            | 2,940  | 1,968   | 784           | 2,752  |
| Other assets        | 10,734  | 1,254          | 11,988 | 10,093  | 1,864         | 11,957 |
|                     |         |                |        |         |               |        |

Non-current prepayments comprise prepayments on property, plant and equipment.

# 10 Inventories

Inventories T\_026

| IN € THOUSANDS             | March 31, 2016 | Sept 30, 2015 |
|----------------------------|----------------|---------------|
| Raw materials and supplies | 32,409         | 30,969        |
| Finished products          | 11,368         | 12,151        |
| Work in progress           | 10,411         | 10,121        |
| Merchandise                | 6,273          | 6,542         |
| Inventories                | 60,461         | 59,783        |
|                            |                |               |

# 11 Equity

The development of the Group's equity is presented in the Statement of Changes in Equity.

# Other reserves

Other reserves comprise all foreign currency differences arising from the translation of the financial statements of foreign operations and unrealized actuarial gains and losses. The following table shows the changes in other reserves recognized in equity through other comprehensive income as well as the income tax recognized in equity through other comprehensive income:

## Other reserves and other comprehensive income / (expense)

T\_027

|                                       | Unrealized gains /  |  |
|---------------------------------------|---|--|
| Unrealized actuarial gains and losses | (losses)<br>from foreign<br>currency translation                  | Total  |
| (8,751)                               | 3,623   | (5,128)  |
| 50                                    | (16,390)  | (16,340)   |
| (16)                                  | _   | (16)   |
| 34                                    | (16,390)  | (16,356)   |
|                                       | _   | _  |
| (8,717)                               | (12,767)  | (21,484)   |
| (3,322)                               | (1,940)   | (5,262)  |
| 998                                   | -   | 998  |
| (2,324)                               | (1,940)   | (4,264)  |
| _                                     | -   | _  |
| (11,041)                              | (14,707)  | (25,748)   |
|                                       | gains and losses (8,751) 50 (16) 34 - (8,717) (3,322) 998 (2,324) | gains and losses currency translation (8,751) 3,623  50 (16,390) (16) - 34 (16,390) - (8,717) (12,767) (3,322) (1,940) 998 - (2,324) (1,940) |

# 12 Financial liabilities

The financial liabilities comprise the following item:

Financial liabilities T\_028

|                       | M       | March 31, 2016 |         |         | Sept 30, 2015 |         |  |
|-----------------------|---------|----------------|---------|---------|---------------|---------|--|
| IN € THOUSANDS        | Current | Non-current    | Total   | Current | Non-current   | Total   |  |
| Senior facilities     | 5,000   | 256,625        | 261,625 | 5,000   | 258,644       | 263,644 |  |
| Financial liabilities | 5,000   | 256,625        | 261,625 | 5,000   | 258,644       | 263,644 |  |

The Group's liability under the facility A commitment of the senior facilities agreement with an initial principal amount of €270 million was measured at amortized cost under consideration of transaction costs. As of March 31, 2016, €5.0 million of the €270 million initial principal amount were redeemed -€2.5 million on September 30, 2015 and another €2.5 million on March 31, 2016. The current portion of the financial liability reflects the next two semi-annual repayment installments of €2.5 million each (payable on September 30, 2016 and March 31, 2017).

As of March 31, 2016, the Group had no liability under the committed €50 million revolving credit facility.

# 13 Other financial liabilities

Other financial liabilities T\_029

| IN € THOUSANDS               | March 31, 2016 |             |       | Sept 30, 2015 |             |        |
|------------------------------|----------------|-------------|-------|---------------|-------------|--------|
|                              | Current        | Non-current | Total | Current       | Non-current | Total  |
| Liabilities to employees     | 5,353          | _           | 5,353 | 5,787         | _           | 5,787  |
| Social security contribution | 2,067          | _           | 2,067 | 1,844         |             | 1,844  |
| Finance lease obligation     | 343            | 1,915       | 2,258 | 347           | 2,139       | 2,486  |
| Other financial liabilities  | 7,763          | 1,915       | 9,678 | 7,978         | 2,139       | 10,117 |

# 14 Provisions

Provisions T\_030

|                            |         | 1              |        |         |               |        |
|----------------------------|---------|----------------|--------|---------|---------------|--------|
| IN € THOUSANDS             |         | March 31, 2016 |        |         | Sept 30, 2015 |        |
|                            | Current | Non-current    | Total  | Current | Non-current   | Total  |
| Anniversary benefits       | _       | _              | -      | 13      |               | 13     |
| Early retirement contracts | 285     | 860            | 1,145  | 659     | 860           | 1,519  |
| Employee-related costs     | 8,819   | _              | 8,819  | 9,082   |               | 9,082  |
| Environmental protection   | 251     | 986            | 1,237  | 376     |               | 376    |
| Other risks                | 642     | _              | 642    | 1,035   |               | 1,035  |
| Legal and litigation costs | 102     | _              | 102    | 90      |               | 90     |
| Warranties                 | 7,870   | _              | 7,870  | 7,938   |               | 7,938  |
| Other miscellaneous        | 2,272   | 171            | 2,443  | 935     | 172           | 1,107  |
| Provisions                 | 20,241  | 2,017          | 22,258 | 20,128  | 1,032         | 21,160 |

The provision for environmental protection, in particular long-term bioremediation of the former Colmar US site, increased in the first half of fiscal 2016 from €376 thousand to €1,237 thousand. This is to cover the contractor expense to finish the bioremediation program in the next years.

# 15 Pension plans and similar obligations

The Group's liability for pension plans and similar obligations increased from €47,989 thousand as of September 30, 2015 to €51,145 thousand as of March 31, 2016 as a consequence of the lower discount rate used for the calculation of this provision (March 31, 2016: 2.02% versus Sept 30, 2015: 2.38%).

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# 16 Other liabilities

The following table sets out the breakdown of Group's other current and non-current liabilities:

Other liabilities T\_031

|                                  | IV      | larch 31, 2016 |        |         | Sept 30, 2015 |        |
|----------------------------------|---------|----------------|--------|---------|---------------|--------|
| IN € THOUSANDS                   | Current | Non-current    | Total  | Current | Non-current   | Total  |
| Advanced payments received       | 630     | 822            | 1,452  | 1,267   | 576           | 1,843  |
| Vacation expenses                | 3,335   | _              | 3,335  | 2,269   | _             | 2,269  |
| Other personnel-related expenses | 4,032   | -              | 4,032  | 5,515   | _             | 5,515  |
| Outstanding costs                | 1,752   | _              | 1,752  | 1,891   | _             | 1,891  |
| Miscellaneous                    | 32      | _              | 32     | 157     | _             | 157    |
| Other liabilities                | 9,781   | 822            | 10,603 | 11,099  | 576           | 11,675 |

# 17 Contingent liabilities and other financial commitments

# **Contingent liabilities**

Contingent liabilities are uncertainties for which the outcome has not been determined. If the outcome is probable and estimable, the liability is shown in the statement of financial position.

In regards to the potential contingent obligation in the EPA Colmar case, please refer to Note 24 in the Annual Report 2015.

# Guarantees

A detailed description of the guarantees the Group has issued can be found in the 2015 Annual Report.

# Other financial commitments

The nominal values of the other financial commitments as of March 31, 2016 are as follows:

## Other financial commitments

T\_032

| IN € THOUSANDS  | March 31<br>2016 |        |
|---|------------------|--------|
| Capital commitments for fixed and other intangible assets | 9,797            | 11,449 |
| Obligations under rental and leasing agreements           | 25,160           | 22,646 |
| Total   | 34,957           | 34,095 |

#### Financial instruments 18

The following table shows the carrying amounts and fair values of the Group's financial instruments. The fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

| Financial instruments |                | T_033         |
|-----------------------|----------------|---------------|
|                       | March 31, 2016 | Sept 30, 2015 |

|                                     | March 31, 2016                               |  | Sept 30, 2015  |   |  |
|-------------------------------------|--|--|--|---|--|
| Measurement category acc. to IAS 39 | Carrying amount                              | Fair value   | Carrying amount  | Fair value  |  |
| LaR                                 | 76,390                                       | 76,390   | 62,848   | 62,848  |  |
| LaR                                 | 46,101                                       | 46,101   | 39,473   | 39,473  |  |
| LaR                                 | 3,983  | 3,983  | 7,899  | 7,899   |  |
|                                     | 126,474                                      | 126,474  | 110,220  | 110,220   |  |
| FLAC                                | 261,625                                      | 249,844  | 263,644  | 261,277   |  |
| FLAC                                | 65,766                                       | 65,766   | 68,929   | 68,929  |  |
| _                                   | 2,258  | 2,237  | 2,486  | 2,428   |  |
|                                     | 329,649                                      | 317,847  | 335,059  | 332,634   |  |
|                                     |  |  |  |   |  |
|                                     | 126,474                                      | 126,474  | 110,220  | 110,220   |  |
|                                     | 327,391                                      | 315,610  | 332,573  | 330,206   |  |
|                                     | category acc. to IAS 39  LaR  LaR  LaR  FLAC | Measurement category acc. to IAS 39 Carrying amount  LaR 76,390  LaR 46,101  LaR 3,983  126,474  FLAC 261,625  FLAC 65,766  - 2,258  329,649 | Measurement category acc. to IAS 39         Carrying amount Carrying amount Pair value           LaR         76,390         76,390           LaR         46,101         46,101           LaR         3,983         3,983           126,474         126,474           FLAC         261,625         249,844           FLAC         65,766         65,766           -         2,258         2,237           329,649         317,847           126,474         126,474 | Measurement category acc. to IAS 39         Carrying amount         Fair value Carrying amount           LaR         76,390         76,390         62,848           LaR         46,101         46,101         39,473           LaR         3,983         7,899           126,474         126,474         110,220           FLAC         261,625         249,844         263,644           FLAC         65,766         65,766         68,929           -         2,258         2,237         2,486           329,649         317,847         335,059           126,474         126,474         110,220 |  |

The following table provides an overview of the classification of financial instruments presented above in the fair value hierarchy, except for financial instruments with fair values corresponding to the carrying amounts (i.e. trade accounts receivable and payable, cash, other financial assets and finance lease liabilities).

**Financial instruments**  $T\_034$ 

|                           | March 31, 2016 |           |                       | Sept 30, 2015         |         |           |                       |                       |
|---------------------------|----------------|-----------|-----------------------|-----------------------|---------|-----------|-----------------------|-----------------------|
| IN € THOUSANDS            | Total          | Level 11) | Level 2 <sup>2)</sup> | Level 3 <sup>3)</sup> | Total   | Level 11) | Level 2 <sup>2)</sup> | Level 3 <sup>3)</sup> |
| Financial liabilities     |                |           |                       |                       |         |           |                       |                       |
| Senior facilities         | 249,844        | _         | 249,844               | -                     | 261,277 | _         | 261,277               | -                     |
| Finance lease liabilities | 2,237          | _         | _                     | 2,237                 | 2,428   | _         | _                     | 2,428                 |

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<sup>&</sup>lt;sup>1)</sup> Fair value measurement based on quoted prices (unadjusted) in active markets for these or identical instruments.
<sup>2)</sup> Fair value measurement based on inputs that are observable on active markets either directly (i.e. as prices) or indirectly (i.e. derived from prices).
<sup>3)</sup> Fair value measurement based on inputs that are not observable market data.

The fair value is the price that would be received to sell an asset or paid to transfer the liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values:

- The determination of the fair value of the senior facilities is based on the discounted cash flow
  model where the projected cash flows are discounted to the valuation date using independently
  sourced market data.
- The valuation technique used for the determination of the obligations under finance leases is the discounted cash flow method. The valuation model considers the present value of the expected payments, discounted using a risk-adjusted discount rate depending on the maturity of the payment. The expected payments are determined by considering contractual redemption payments and interest payments with the currently agreed interest rate. Significant unobservable inputs are the risk-adjusted discount rates, which range from 7.5% to 10.1%, and the forecast interest payments. Therefore, the fair value would change if the risk-adjusted discount rate or the interest rate changed.

# 19 Risk reporting

All aspects of the Group's financial risk management objectives and policies are consistent with those disclosed in the Consolidated Financial Statements as of and for the fiscal year ended September 30, 2015.

# 20 Notes to the consolidated statement of cash flows

The statement of cash flows is prepared in compliance with IAS 7. The statement of cash flows of the Stabilus Group shows the development of the cash flows from operating, investing and financing activities. Inflows and outflows from operating activities are presented in accordance with the indirect method and those from investing and financing activities by the direct method.

The cash funds reported in the statement of cash flows comprise all liquid funds, cash balances and cash at banks reported in the statement of financial position.

Interest payments in the first half of fiscal 2016 amounting to  $\in$ (2,870) thousand (H1 FY2015:  $\in$ (9,998) thousand) are taken into account in the cash outflows from financing activities. Income tax payments in the same period of  $\in$ (4,842) thousand (H1 FY2015:  $\in$ (8,598) thousand) are allocated in full to the operating activities area, since allocation to individual business areas is impracticable.

# 21 Segment reporting

The Stabilus Group is organized and managed primarily on a regional level. The three reportable operating segments of the Group are Europe, NAFTA and Asia/Pacific including RoW. The product portfolio is largely similar in these three regional segments.

The Group measures the performance of its operating segments through a measure of segment profit or loss (key performance indicator) which is referred to as "adjusted EBIT" and in the previous periods "adjusted EBITDA". Adjusted EBIT represents EBIT (i.e. earnings before interest and taxes), as adjusted by management primarily in relation to severance, consulting, restructuring and other non-recurring

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costs, expenses for one-time legal disputes, interest on pension changes as well as depreciation and amortization of Group's assets to fair value resulting from the April 2010 purchase price allocation (PPA).

Segment information for the six months ended March 31, 2016 and 2015 is as follows:

| Segment reporting | T 035 |
|-------------------|-------|

|   |                                   |                            | -                     |                            |   |          |
|---|-----------------------------------|----------------------------|-----------------------|----------------------------|---|----------|
|   | Europe Six months ended March 31, |                            | N.A                   | \FTA                       | Asia / Pacific and RoW Six months ended March 31, |          |
|   |                                   |                            | Six months er         | nded March 31,             |   |          |
| IN € THOUSANDS  | 2016                              | 2015                       | <b>2016</b> 2015      |                            | 2016  | 2015     |
| External revenue <sup>1)</sup>                          | 173,564                           | 149,874                    | 135,337               | 106,727                    | 39,260  | 36,032   |
| Intersegment revenue <sup>1)</sup>                      | 12,900                            | 15,969                     | 2,508                 | 1,702                      | 331   | 105      |
| Total revenue <sup>1)</sup>                             | 186,464                           | 165,843                    | 137,845               | 108,429                    | 39,591  | 36,137   |
| EBITDA  | 34,520                            | 26,146                     | 20,321                | 15,697                     | 7,250   | 6,894    |
| Depreciation and amortization (incl. impairment losses) | (11,201)                          | (10,158)                   | (3,240)               | (3,368)                    | (1,996)   | (1,446)  |
| EBIT  | 23,319                            | 15,988                     | 17,081                | 12,329                     | 5,254   | 5,448    |
| Adjusted EBITDA   | 35,097                            | 29,000                     | 20,321                | 16,004                     | 7,250   | 6,895    |
| Adjusted EBIT   | 23,896                            | 18,842                     | 17,081                | 12,636                     | 5,254   | 5,448    |
|   | Total segments                    |                            | Other / Consolidation |                            | Stabilus Group  Six months ended March 31,        |          |
|   |                                   | Six months ended March 31, |                       | Six months ended March 31, |   | · ·      |
| IN € THOUSANDS  | 2016                              | 2015                       | 2016                  | 2015                       | 2016  | 2015     |
| External revenue <sup>1)</sup>                          | 348,161                           | 292,633                    |                       |                            | 348,161   | 292,633  |
| Intersegment revenue <sup>1)</sup>                      | 15,739                            | 17,776                     | (15,739)              | (17,776)                   |   |          |
| Total revenue <sup>1)</sup>                             | 363,900                           | 310,409                    | (15,739)              | (17,776)                   | 348,161   | 292,633  |
| EBITDA  | 62,091                            | 48,737                     | _                     |                            | 62,091  | 48,737   |
| Depreciation and amortization (incl. impairment losses) | (16,437)                          | (14,972)                   | (6,339)               | (6,242)                    | (22,776)  | (21,213) |
| EBIT  | 45,654                            | 33,765                     | (6,339)               | (6,242)                    | 39,315  | 27,523   |
| Adjusted EBITDA   | 62,668                            | 51,899                     | _                     |                            | 62,668  | 51,899   |
| Adjusted EBIT   | 46,232                            | 36,926                     | -                     | 97                         | 46,232  | 37,024   |
|   |                                   |                            |                       |                            |   |          |

<sup>1)</sup> Revenue breakdown by location of Stabilus company (i.e. "billed-from view").

The amounts presented in the column "Other / Consolidation" above include the elimination of transactions between the segments and certain other corporate items which are related to the Stabilus Group as a whole and are not allocated to the segments, e.g. depreciation from purchase price allocations.

The following table sets out the reconciliation of the total segments' profit (adjusted EBIT) to profit before income tax.

### Reconciliation of the total segments' profit to profit / (loss) before income tax

T\_036

|   | Six months er | Six months ended March 31, |  |  |
|---|---------------|----------------------------|--|--|
| IN € THOUSANDS                          | 2016          | 2015                       |  |  |
| Total segments' profit (adjusted EBIT)  | 46,232        | 36,927                     |  |  |
| Other / consolidation                   | -             | 97                         |  |  |
| Group adjusted EBIT                     | 46,232        | 37,024                     |  |  |
| Adjustments to EBIT                     | (6,917)       | (9,501)                    |  |  |
| Profit from operating activities (EBIT) | 39,315        | 27,523                     |  |  |
| Finance income                          | 485           | 24,241                     |  |  |
| Finance costs                           | (3,681)       | (10,343)                   |  |  |
| Profit / (loss) before income tax       | 36,119        | 41,421                     |  |  |
|   |               |                            |  |  |

The adjustments to EBIT primarily include the depreciation and amortization of Group's assets to fair value resulting from the April 2010 purchase price allocation (PPA) and pension interest add-back.

# 22 Related party relationships

In accordance with IAS 24, persons or entities that control or are controlled by the Stabilus Group shall be disclosed, unless they are included in the scope of consolidation as a consolidated entity.

The disclosure obligation under IAS 24 furthermore extends to transactions with persons who exercise a significant influence on the financial and business policies of the Stabilus Group, including close family members or interposed entrepreneurs. A significant influence on the financial and business policies of the Stabilus Group can hereby be based on a shareholding in Stabilus of 20% or more, a seat on the Stabilus Management Board or another key position.

Related parties of the Stabilus Group in accordance with IAS 24 primarily comprise the Stabilus Group management which holds an investment in the Company.

# 23 Subsequent events

On April 26, 2016, Stabilus signed an agreement to acquire ACE, Hahn Gasfedern and Fabreeka / Tech Products from SKF Group in an all-cash transaction for a total consideration of USD 339 million. The consummation of the transaction (closing) is subject to approval by the relevant antitrust authorities. The closing is expected to take place during summer 2016.

The acquisition is in line with Stabilus' strategy to strengthen its industrial business. The entities to be acquired are technologically leading manufacturers of industrial custom motion control solutions comprising the product segments motion, automation and vibration / safety control solutions and four established standalone brands (ACE, Hahn Gasfedern, Fabreeka and Tech Products). In 2015, the entities recorded sales of approximately USD 120 million and EBIT of approximately USD 30 million. As a result of the transaction, Stabilus expects a positive effect on its EBIT margin and earnings per share (pre-PPA).

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After the closing of the transaction, Stabilus intends to set up a new credit facility of up to €570 million to finance the transaction and at the same time to replace the existing €265 million term loan facility as well as to implement a new €70 million revolving credit facility to replace the currently unutilized €50 million revolving credit facility. The new credit facility will have more favorable terms over the duration of the loan than the one installed in 2015.

Stabilus further intends to partially refinance the debt through a capital increase of around €150 million.

The signing of the agreement to acquire ACE, Hahn Gasfedern and Fabreeka / Tech Products was communicated on April 26, 2016 via an ad-hoc announcement followed by a corporate news and an analysts and investors conference call on the same day. The presentation for this conference call as well as the ad-hoc announcement and corporate news can be found on the Stabilus Investor Relations website (www.ir.stabilus.com).

As of May 12, 2016, there were no further events or developments that could have materially affected the measurement and presentation of Group's assets and liabilities as of March 31, 2016.

# RESPONSIBILITY STATEMENT

To the best of our knowledge, and in accordance with the applicable accounting principles for interim financial reporting, the interim consolidated financial statements give a true and fair view of the assets, liabilities, financial position and profit or loss of the corporation, and the interim management report of the corporation includes a fair review of the development and performance of the business and the position of the corporation, together with a description of the principal opportunities and risks associated with the expected development of the corporation for the remaining months of the fiscal year.

Luxembourg, May 12, 2016

Dietmar Siemssen Management Board Mark Wilhelms

Andreas Schröder

# ADDITIONAL INFORMATION

# FINANCIAL CALENDAR

| 11 12 2016         | D. H                |
|--------------------|---------------------|
| DATE 1)2)          | PUBLICATION / EVENT |
| Financial calendar | T_037               |

May 13, 2016

Publication of the second-quarter results for fiscal year 2016 (Interim Report Q2 FY16)

August 12, 2016

Publication of the third-quarter results for fiscal year 2016 (Interim Report Q3 FY16)

December 15, 2016

Publication of full-year results for fiscal year 2016 (Annual Report 2016)

# DISCLAIMER

# Forward-looking statements

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This interim report contains forward-looking statements that relate to the current plans, objectives, forecasts and estimates of the management of Stabilus S.A. These statements take into account only information that was available up and including the date that this interim report was prepared. The management of Stabilus S.A. makes no guarantee that these forward-looking statements will prove to be right. The future development of Stabilus S.A. and its subsidiaries and the results that are actually achieved are subject to a variety of risks and uncertainties which could cause actual events or results to differ significantly from those reflected in the forward-looking statements. Many of these factors are beyond the control of Stabilus S.A. and its subsidiaries and therefore cannot be precisely predicted. Such factors include, but are not limited to, changes in economic conditions and the competitive situation, changes in the law, interest rate or exchange rate fluctuations, legal disputes and investigations, and the availability of

funds. These and other risks and uncertainties are set forth in the Group Management Report. However, other factors could also have an adverse effect on our business performance and results. Stabilus S.A. neither intends to nor assumes any separate obligation to update forward-looking statements or to change these to reflect events or developments that occur after the publication of this interim report.

### Rounding

Certain numbers in this interim report have been rounded up or down. There may therefore be discrepancies between the actual totals of the individual amounts in the tables and the totals shown as well as between the numbers in the tables and the numbers given in the corresponding analyses in the text of the interim report. All percentage changes and key figures in the Group Management Report were calculated using the underlying data in millions of euros with one decimal place (€ millions).

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<sup>1)</sup> We cannot rule out changes of dates. We recommend checking them on our website in the Investor Relations / Financial Calendar section (www.ir.stabilus.com).

<sup>&</sup>lt;sup>2)</sup> Please note that our fiscal year (FY) comprises a twelve-month period from October 1 until September 30 of the following calendar year, e.g. the fiscal year 2016 comprises a year ended September 30, 2016.

# INFORMATION RESOURCES

Further information including news, reports and publications can be found in the Investor Relations section of our website at www.ir.stabilus.com.

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