

REVENUE

**+23.2%** <sup>YOY</sup>

[TO €160.4 M  
IN Q3 FY15]

## INTERIM REPORT Q3 FY2015

ADJUSTED EBIT

**+10.6%** <sup>YOY</sup>

[TO €19.8 M  
IN Q3 FY15]

ADJUSTED PROFIT

**€9.5 M**

[Q3 FY14: €11.3 M]

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# KEY FIGURES

## Key figures

T\_001

IN € MILLIONS	Three months ended June 30,			
	2015	2014	change	% change
Revenue	160.4	130.2	30.2	23.2%
EBITDA	26.5	9.4	17.1	>100.0%
Adjusted EBITDA	27.5	24.5	3.0	12.2%
EBIT	15.6	(0.4)	16.0	<(100.0)%
Adjusted EBIT	19.8	17.9	1.9	10.6%
Capital expenditure	(11.7)	(8.8)	(2.9)	33.0%
Adjusted operating cash flow before tax (AoCF)	14.8	20.3	(5.5)	(27.1)%
Free cash flow (FCF)	(10.7)	(11.5)	0.8	(7.0)%
EBITDA as % of revenue	16.5%	7.2%		
Adjusted EBITDA as % of revenue	17.1%	18.8%		
EBIT as % of revenue	9.7%	(0.3)%		
Adjusted EBIT as % of revenue	12.3%	13.7%		
Capital expenditure as % of revenue	7.3%	6.8%		
AoCF as % of adjusted EBITDA	53.8%	82.9%		
FCF as % of adjusted EBITDA	(38.9%)	(46.9%)		

IN € MILLIONS	Nine months ended June 30,			
	2015	2014	change	% change
Revenue	453.0	376.1	76.9	20.4%
EBITDA	75.2	50.2	25.0	49.8%
Adjusted EBITDA	79.4	68.0	11.4	16.8%
EBIT	43.1	20.8	22.3	>100.0%
Adjusted EBIT	56.9	48.1	8.8	18.3%
Capital expenditure	(33.4)	(25.7)	(7.7)	30.0%
Adjusted operating cash flow before tax (AoCF)	29.9	54.4	(24.5)	(45.0)%
Free cash flow (FCF)	(17.4)	2.5	(19.9)	<(100.0)%
EBITDA as % of revenue	16.6%	13.3%		
Adjusted EBITDA as % of revenue	17.5%	18.1%		
EBIT as % of revenue	9.5%	5.5%		
Adjusted EBIT as % of revenue	12.6%	12.8%		
Capital expenditure as % of revenue	7.4%	6.8%		
AoCF as % of adjusted EBITDA	37.7%	80.0%		
FCF as % of adjusted EBITDA	(21.9%)	3.7%		

# HIGHLIGHTS

of the third quarter of fiscal 2015

## + 23.2%<sup>REVENUE</sup>

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

- Revenue up by 23.2% to €160.4 million (+€30.2 million versus Q3 FY2014)
- Revenue growth in all regions with NAFTA (+35.1%), Asia / Pacific and RoW (+21.5%) as well as Europe (+16.2%)
- Revenue growth in all markets with Powerise (+58.9%), Swivel Chair (+22.6%), Gas Spring (+17.6%) and Industrial (+11.7%)

## REFINANCING

### ON JUNE 16, 2015, STABILUS CONCLUDED EARLY REDEMPTION OF SENIOR SECURED NOTES

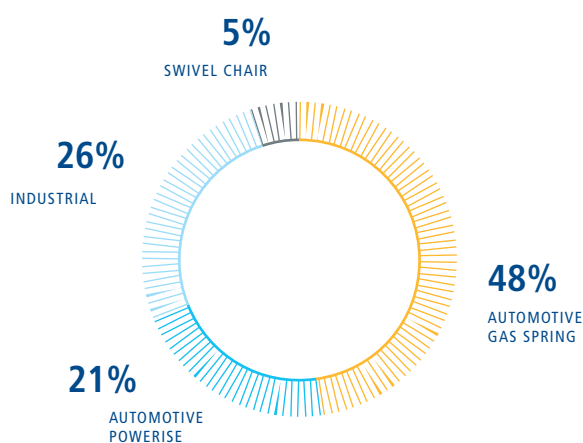
- Premature and full redemption of all outstanding senior secured notes with an interest rate of 7.75%
- New financing: €270 million term loan facility and €50 million revolving credit facility with an interest rate of currently 2% over Euribor

## €600M<sup>REVENUE GUIDANCE</sup>

### REVENUE GUIDANCE FOR FY2015 INCREASED TO €600 MILLION

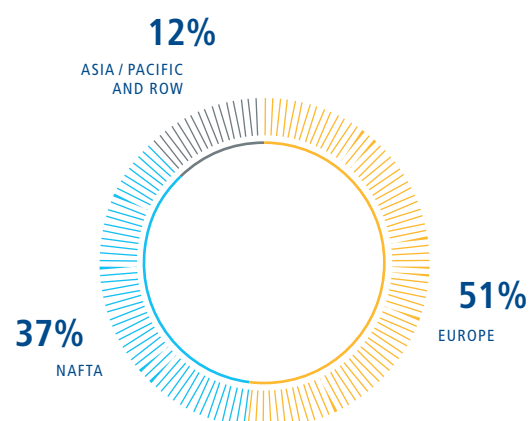
- Revenue guidance increased from €575–€585 million to €600 million
- Adjusted EBIT margin guidance unchanged and in line with historic results at 12–13%

### Revenue by markets in Q3 FY2015



### Revenue by region in Q3 FY2015

(location of Stabilus company)



# INTERIM GROUP MANAGEMENT REPORT

for the three and nine months ended June 30, 2015

## RESULTS OF OPERATIONS

### THIRD QUARTER OF FISCAL 2015

The table below sets out Stabilus Group's consolidated income statement for the third quarter of fiscal 2015 in comparison to the third quarter of fiscal 2014:

#### Income statement

T\_002

IN € MILLIONS	Three months ended June 30,			
	2015	2014	change	% change
Revenue	160.4	130.2	30.2	23.2%
Cost of sales	(122.6)	(97.9)	(24.7)	25.2%
<b>Gross profit</b>	<b>37.8</b>	<b>32.2</b>	<b>5.6</b>	<b>17.4%</b>
Research and development expenses	(5.3)	(4.9)	(0.4)	8.2%
Selling expenses	(11.4)	(9.9)	(1.5)	15.2%
Administrative expenses	(6.0)	(18.2)	12.2	(67.0)%
Other income	1.8	0.9	0.9	100.0%
Other expenses	(1.3)	(0.6)	(0.7)	>100.0%
<b>Profit / (loss) from operating activities (EBIT)</b>	<b>15.6</b>	<b>(0.4)</b>	<b>16.0</b>	<b>&lt;(100.0)%</b>
Finance income	0.4	2.2	(1.8)	(81.8)%
Finance costs	(37.4)	(14.2)	(23.2)	>100.0%
<b>Profit / (loss) before income tax</b>	<b>(21.4)</b>	<b>(12.4)</b>	<b>(9.0)</b>	<b>72.6%</b>
Tax income / (expense)	(4.1)	5.4	(9.5)	<(100.0)%
<b>Profit / (loss) for the period</b>	<b>(25.5)</b>	<b>(7.0)</b>	<b>(18.5)</b>	<b>&gt;100.0%</b>

## Revenue

Group's total revenue in the third quarter of fiscal 2015 developed as follows:

### Revenue by region (location of Stabilus company)

T\_003

IN € MILLIONS	Three months ended June 30,			
	2015	2014	change	% change
Europe	81.2	69.9	11.3	16.2%
NAFTA	60.0	44.4	15.6	35.1%
Asia / Pacific and rest of world	19.2	15.8	3.4	21.5%
<b>Revenue</b>	<b>160.4</b>	<b>130.2</b>	<b>30.2</b>	<b>23.2%</b>

### Revenue by markets

T\_004

IN € MILLIONS	Three months ended June 30,			
	2015	2014	change	% change
Automotive	111.5	87.1	24.4	28.0%
Gas Spring	76.7	65.2	11.5	17.6%
Powerise	34.8	21.9	12.9	58.9%
Industrial	41.2	36.9	4.3	11.7%
Swivel Chair	7.6	6.2	1.4	22.6%
<b>Revenue</b>	<b>160.4</b>	<b>130.2</b>	<b>30.2</b>	<b>23.2%</b>

Total revenue of €160.4 million in the third quarter of fiscal 2015 increased by 23.2% compared to the third quarter of fiscal 2014.

The revenues of our European entities increased by 16.2% from €69.9 million in the third quarter of fiscal 2014 to €81.2 million in the third quarter of fiscal 2015. The revenues 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 35.1% from €44.4 million to €60.0 million. Approximately €11.3 million of this revenue increase was due to the stronger US dollar (average rate €1: \$1.11 in Q3 FY2015 versus \$1.37 in Q3 FY2014). The revenues of Stabilus plants located in Asia / Pacific and rest of world region increased by 21.5% from €15.8 million in the third quarter of fiscal 2014 to €19.2 million in the third quarter of fiscal 2015, essentially due to new customer wins and increased production capacity in China.

In the market view, the increase of total revenue can be explained by our Automotive market segment, particularly by our growing Powerise business. The increase in the Powerise business by 58.9% 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, which drives up the take rate of our Powerise product line.

Revenue in the industrial business increased by 11.7% from €36.9 million in the third quarter of fiscal 2014 to €41.2 million in the third quarter of fiscal 2015, primarily due to higher revenues in the NAFTA region (+€3.0 million vs. Q3 FY2014).

Swivel Chair revenue increased by 22.6% from €6.2 million in the third quarter of fiscal 2014 to €7.6 million in the third quarter of fiscal 2015, essentially due to stronger revenues in Europe.

## Cost of sales and overhead expenses

### COST OF SALES

In line with the revenue growth, cost of sales in the third quarter of fiscal 2015 increased by 25.2%, compared to the third quarter of the previous fiscal year. As a percentage of revenue, the cost of sales increased to 76.4% (Q3 FY2014: 75.2%) mainly due to additions to the warranty provision as Stabilus continues to sell more complex product systems.

### R&D EXPENSES

R&D expenses in the third quarter of fiscal 2015 increased by 8.2% compared to the third quarter of fiscal 2014. As a percentage of revenue, R&D expenses decreased from 3.8% in the third quarter of fiscal 2014 to 3.3% in the third quarter of fiscal 2015.

### SELLING EXPENSES

Selling expenses increased by 15.2% from €(9.9) million in the third quarter of fiscal 2014 to €(11.4) million in the third quarter of fiscal 2015, mainly due to higher personnel expenses, in particular general pay increases as well as increased staffing in China. As a percentage of revenue, selling expenses decreased to 7.1% (Q3 FY2014: 7.6%).

### ADMINISTRATIVE EXPENSES

Administrative expenses decreased by 12.2 million from €(18.2) million in the third quarter of fiscal 2014 to €(6.0) million in the third quarter of fiscal 2015. The higher administrative expenses in the three months ended June 30, 2014 were primarily due to IPO-related costs. As percentage of revenue, administrative expenses decreased to 3.7% of total revenue (Q3 FY2014: 14.0%).

## OTHER INCOME AND EXPENSE

Other income increased from €0.9 million in third quarter of fiscal 2014 to €1.8 million in the third quarter of fiscal 2015. This increase by €0.9 million is primarily the result of foreign currency fluctuations, i. e. higher foreign currency translation gains driven by the strong US dollar.

Other expenses increased from €(0.6) million in the third quarter of the fiscal 2014 to €(1.3) million in the third quarter of the fiscal year under review. This income statement line item mainly comprises foreign currency translation losses, primarily due to the strong US dollar.

## FINANCE INCOME AND COSTS

Finance income decreased from €2.2 million in the third quarter of fiscal 2014 to €0.4 million in the third quarter of fiscal 2015. The higher amount in the third quarter of the previous fiscal year contained €1.3 million gains from the changes in the carrying amount of the upstream shareholder loan and €0.6 million net foreign exchange gains.

Finance costs increased from €(14.2) million in the third quarter of fiscal 2014 to €(37.4) million in the third quarter of fiscal 2015 primarily due to the derecognition of embedded derivatives (non-cash item of €20.9 million in Q3 FY2015) and €9.9 million early redemption charges, following Group's refinancing in June 2015.

## INCOME TAX EXPENSE

The increase of income tax expense from €5.4 million in the third quarter of fiscal 2014 to €(4.1) million in the third quarter of fiscal 2015 was essentially caused by the development of the Group's pre-tax result and significantly impacted by the Group's refinancing charges which are only partially tax-deductible.

## FIRST NINE MONTHS OF FISCAL 2015

The table below sets out Stabilus Group's consolidated income statement for the first nine months of fiscal 2015 in comparison to the first nine months of fiscal 2014:

### Income statement

T\_005

IN € MILLIONS	Nine months ended June 30,			
	2015	2014	change	% change
Revenue	453.0	376.1	76.9	20.4%
Cost of sales	(344.7)	(285.1)	(59.6)	20.9%
<b>Gross profit</b>	<b>108.3</b>	<b>91.0</b>	<b>17.3</b>	<b>19.0%</b>
Research and development expenses	(16.8)	(14.8)	(2.0)	13.5%
Selling expenses	(32.7)	(29.1)	(3.6)	12.4%
Administrative expenses	(19.4)	(27.7)	8.3	(30.0)%
Other income	8.4	3.5	4.9	>100.0%
Other expenses	(4.6)	(2.1)	(2.5)	>100.0%
<b>Profit from operating activities (EBIT)</b>	<b>43.1</b>	<b>20.8</b>	<b>22.3</b>	<b>&gt;100.0%</b>
Finance income	16.8	10.4	6.4	61.5%
Finance costs	(39.9)	(33.0)	(6.9)	20.9%
<b>Profit / (loss) before income tax</b>	<b>20.0</b>	<b>(1.8)</b>	<b>21.8</b>	<b>&lt;(100.0)%</b>
Tax income / (expense)	(18.0)	1.3	(19.3)	<(100.0)%
<b>Profit / (loss) for the period</b>	<b>2.0</b>	<b>(0.5)</b>	<b>2.5</b>	<b>&lt;(100.0)%</b>



## Revenue

Group's total revenue in the first nine months of fiscal 2015 developed as follows:

### Revenue by region (location of Stabilus company)

T\_006

IN € MILLIONS	Nine months ended June 30,			
	2015	2014	change	% change
Europe	231.1	199.8	31.3	15.7%
NAFTA	166.7	129.2	37.5	29.0%
Asia / Pacific and rest of world	55.2	47.1	8.1	17.2%
<b>Revenue</b>	<b>453.0</b>	<b>376.1</b>	<b>76.9</b>	<b>20.4%</b>

### Revenue by markets

T\_007

IN € MILLIONS	Nine months ended June 30,			
	2015	2014	change	% change
Automotive	317.8	251.4	66.4	26.4%
Gas spring	219.7	191.5	28.2	14.7%
Powerise	98.1	59.9	38.2	63.8%
Industrial	113.9	106.2	7.7	7.3%
Swivel chair	21.3	18.5	2.8	15.1%
<b>Revenue</b>	<b>453.0</b>	<b>376.1</b>	<b>76.9</b>	<b>20.4%</b>

Total revenue of €453.0 million in the first nine months of fiscal 2015 increased by 20.4% compared to the first nine months of fiscal 2014.

The revenues of our European entities grew by 15.7% from €199.8 million in the first nine months of fiscal 2014 to €231.1 million in the first nine months of fiscal 2015. The revenues 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 29.0% from €129.2 million to €166.7 million. Approximately €25.1 million of this revenue increase was due to the stronger US dollar (average rate per €1: \$1.16 in 9M FY2015 versus \$1.37 in 9M FY2014). The revenues of Stabilus plants located in Asia / Pacific and rest of world region increased by 17.2% from €47.1 million in the first nine months of fiscal 2014 to €55.2 million in the first nine months of fiscal 2015, essentially due to new customer wins and increased production capacity in China.

In the market view, 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 63.8% 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, which drives up the take rate of our Powerise product line.

Revenue in the industrial business increased by 7.3% from €106.2 million in the nine months ended June 30, 2014 to €113.9 million in the nine months ended June 30, 2015.

Swivel Chair revenue increased by 15.1% from €18.5 million in the first nine months of fiscal 2014 to €21.3 million in the first nine months of fiscal 2015.

## Cost of sales and overhead expenses

### COST OF SALES

Driven by the revenue growth, cost of sales in the first nine months of fiscal 2015 increased by 20.9%, compared to the first nine months of the previous fiscal year. As a percentage of revenue, the cost of sales increased to 76.1% (9M FY2014: 75.8%).

### R&D EXPENSES

R&D expenses in the first nine months of fiscal 2015 increased by 13.5% compared to the first nine months of fiscal 2014. As a percentage of revenue, R&D expenses decreased by 20 bps to 3.7% (9M FY2014: 3.9%).

### SELLING EXPENSES

Selling expenses increased by 12.4% from €(29.1) million in the first nine months of fiscal 2014 to €(32.7) million in the first nine months of fiscal 2015. Enhancement of our aftermarket distribution, general pay increases as well as increased staffing in China explain this development. As a percentage of revenue, selling expenses decreased to 7.2% (9M FY2014: 7.7%).

### ADMINISTRATIVE EXPENSES

Administrative expenses decreased by 30.0% from €(27.7) million in the first nine months of fiscal 2014 to €(19.4) million in the first nine months of fiscal 2015. The higher administrative expenses in the first nine months of the previous fiscal year were primarily due to IPO related costs. As percentage of revenue, administrative expenses in the first nine months of fiscal 2015 decreased to 4.3% of total revenue (9M FY2014: 7.4%).

## OTHER INCOME AND EXPENSE

Other income increased from €3.5 million in the first nine months of fiscal 2014 to €8.4 million in the first nine months of fiscal 2015. This increase by €4.9 million is primarily the result of foreign currency fluctuations, i. e. higher foreign currency translation gains driven by the strong US dollar.

Other expenses increased from €(2.1) million in the first nine months of fiscal 2014 to €(4.6) million in the first nine months of the fiscal year under review. This income statement line item comprises mainly the foreign currency translation losses, primarily due to the strong US dollar.

## FINANCE INCOME AND COSTS

Finance income increased from €10.4 million in the first nine months of fiscal 2014 to €16.8 million in the first nine months of fiscal 2015, primarily due to net foreign exchange gains on intercompany loans.

Finance costs increased from €(33.0) million in the first nine months of fiscal 2014 to €(39.9) million in the first nine months of fiscal 2015 essentially due to the derecognition of embedded derivatives (non-cash item of €15.4 million in 9M FY2015) and €9.9 million early redemption charges, following Group's refinancing in June 2015.

## INCOME TAX EXPENSE

The increase of income tax expense from €1.3 million in the first nine months of fiscal 2014 to €(18.0) million in the first nine months of fiscal 2015 was essentially caused by the development of the Group's pre-tax result and significantly impacted by the Group's refinancing charges which are only partially tax-deductible.

## EBITDA AND ADJUSTED EBITDA

The table below sets out a reconciliation of EBIT to EBITDA and adjusted EBITDA for the third quarter and the first nine months of fiscal 2015 and 2014:

### Reconciliation of EBIT to adjusted EBITDA

T\_008

IN € MILLIONS	Three months ended June 30,			
	2015	2014	change	% change
<b>Profit from operating activities (EBIT)</b>	<b>15.6</b>	<b>(0.4)</b>	<b>16.0</b>	<b>&lt;(100.0)%</b>
Depreciation	5.7	5.0	0.7	14.0%
Amortization	5.2	4.8	0.4	8.3%
<b>EBITDA</b>	<b>26.5</b>	<b>9.4</b>	<b>17.1</b>	<b>&gt;100.0%</b>
Advisory*	0.5	14.1	(13.6)	(96.5)%
Restructuring / ramp-up	0.3	0.6	(0.3)	(50.0)%
Pension interest add back	0.2	0.4	(0.2)	(50.0)%
Total adjustments	1.0	15.1	(14.1)	(93.4)%
<b>Adjusted EBITDA</b>	<b>27.5</b>	<b>24.5</b>	<b>3.0</b>	<b>12.2%</b>

IN € MILLIONS	Nine months ended June 30,			
	2015	2014	change	% change
<b>Profit from operating activities (EBIT)</b>	<b>43.1</b>	<b>20.8</b>	<b>22.3</b>	<b>&gt;100.0%</b>
Depreciation	16.6	14.8	1.8	12.2%
Amortization	15.5	14.6	0.9	6.2%
<b>EBITDA</b>	<b>75.2</b>	<b>50.2</b>	<b>25.0</b>	<b>49.8%</b>
Advisory*	1.3	15.7	(14.4)	(91.7)%
Restructuring / ramp-up	2.1	1.0	1.1	>100.0%
Pension interest add back	0.8	1.1	(0.3)	(27.3)%
Total adjustments	4.2	17.8	(13.6)	(76.4)%
<b>Adjusted EBITDA</b>	<b>79.4</b>	<b>68.0</b>	<b>11.4</b>	<b>16.8%</b>

\* Legal, refinancing and reorganization-related advisory expenses.

Adjusted EBITDA represents EBITDA, as adjusted by management primarily in relation to severance, consulting, restructuring and other non-recurring costs, expenses for one-time legal disputes as well as interest on pension changes. 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.

The €1.3 million adjustment of advisory expenses in the first nine months of fiscal 2015 comprised €0.3 million transaction costs for the new financing agreement signed on December 19, 2014. The €2.1 million restructuring and ramp-up expenses adjusted in the first nine months of fiscal 2015 contained €1.5 million restructuring costs related to the adjustment of the Koblenz site's management structure and the shifting of production capacity between European Stabilus plants as well as certain one-time ramp-up expenses incurred at several production facilities.

## EBIT AND ADJUSTED EBIT

The table below shows reconciliations of profit from operating activities (EBIT) to adjusted EBIT for the third quarter and the first nine months of fiscal 2015 and 2014:

### Reconciliation of EBIT to adjusted EBIT

T\_009

IN € MILLIONS	Three months ended June 30,			
	2015	2014	change	% change
<b>Profit from operating activities (EBIT)</b>	<b>15.6</b>	<b>(0.4)</b>	<b>16.0</b>	<b>&lt;(100.0)%</b>
Advisory*	0.5	14.1	(13.6)	(96.5)%
Restructuring / ramp-up	0.3	0.6	(0.3)	(50.0)%
Pension interest add back	0.2	0.4	(0.2)	(50.0)%
PPA adjustments – depreciation and amortization	3.2	3.2	–	0.0%
Total adjustments	4.2	18.3	(14.1)	(77.0)%
<b>Adjusted EBIT</b>	<b>19.8</b>	<b>17.9</b>	<b>1.9</b>	<b>10.6%</b>

IN € MILLIONS	Nine months ended June 30,			
	2015	2014	change	% change
<b>Profit from operating activities (EBIT)</b>	<b>43.1</b>	<b>20.8</b>	<b>22.3</b>	<b>&gt;100.0%</b>
Advisory*	1.3	15.7	(14.4)	(91.7)%
Restructuring / ramp-up	2.1	1.0	1.1	>100.0%
Pension interest add back	0.8	1.1	(0.3)	(27.3)%
PPA adjustments - depreciation and amortization	9.5	9.5	–	0.0%
Total adjustments	13.7	27.3	(13.6)	(49.8)%
<b>Adjusted EBIT</b>	<b>56.9</b>	<b>48.1</b>	<b>8.8</b>	<b>18.3%</b>

\* Legal, refinancing and reorganization-related advisory expenses.

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

The €1.3 million adjustment of advisory expenses in the first nine months of fiscal 2015 comprised €0.3 million transaction costs for the new loan agreement signed on December 19, 2014. The €2.1 million restructuring and ramp-up expenses in the first nine months of fiscal 2015 contained €1.5 million restructuring costs related to the adjustment of the Koblenz site's management structure and the shifting of production capacity between European Stabilus plants as well as certain one-time ramp-up expenses incurred at several production facilities.

## ADJUSTED PROFIT

The table below shows reconciliations of profit / (loss) for the period to adjusted profit for the third quarter and the first nine months of fiscal 2015 and 2014:

### Reconciliation of profit / (loss) for the period to adjusted profit

T\_010

IN € MILLIONS	Three months ended June 30,			
	2015	2014	change	% change
<b>Profit / (loss) for the period</b>	<b>(25.5)</b>	<b>(7.0)</b>	<b>(18.5)</b>	<b>&gt;100.0%</b>
Advisory*	0.5	14.1	(13.6)	(96.5)%
Restructuring / ramp-up	0.3	0.6	(0.3)	(50.0)%
Pension interest add back	0.2	0.4	(0.2)	(50.0)%
PPA adjustments – depreciation and amortization	3.2	3.2	–	0.0%
Loss from derecognition of derivative instruments	20.9	–	20.9	n/a
Early redemption fee	9.9	–	9.9	n/a
Total adjustments	35.0	18.3	16.7	91.3%
<b>Adjusted profit</b>	<b>9.5</b>	<b>11.3</b>	<b>(1.8)</b>	<b>(15.9)%</b>

IN € MILLIONS	Nine months ended June 30,			
	2015	2014	change	% change
<b>Profit / (loss) for the period</b>	<b>2.0</b>	<b>(0.5)</b>	<b>2.5</b>	<b>&lt;(100.0)%</b>
Advisory*	1.3	15.7	(14.4)	(91.7)%
Restructuring / ramp-up	2.1	1.0	1.1	>100.0%
Pension interest add back	0.8	1.1	(0.3)	(27.3)%
PPA adjustments - depreciation and amortization	9.5	9.5	–	0.0%
Loss from derecognition of derivative instruments	15.4	–	15.4	n/a
Early redemption fee	9.9	–	9.9	n/a
Total adjustments	39.0	27.3	11.7	42.9%
<b>Adjusted profit</b>	<b>41.0</b>	<b>26.8</b>	<b>14.2</b>	<b>53.0%</b>

\* Legal, refinancing and reorganization-related advisory expenses.

Adjusted profit represents profit for the period, as adjusted by management primarily in relation to refinancing, severance, consulting, restructuring and other non-recurring costs, expenses for one-time legal disputes, IPO-related expenses, launch costs for new products as well as interest on pension changes 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 rest of world (RoW).

The table below sets out the development of our operating segments in the third quarter and in the first nine months of fiscal 2015 compared to the corresponding periods of the previous fiscal year.

### Operating segments

T\_011

IN € MILLIONS	Three months ended June 30,			
	2015	2014	change	% change
<b>Europe</b>				
External revenue <sup>1)</sup>	81.2	69.9	11.3	16.2%
Intersegment revenue <sup>1)</sup>	5.5	5.3	0.2	3.8%
Total revenue <sup>1)</sup>	86.7	75.2	11.5	15.3%
Adjusted EBITDA	17.4	14.9	2.5	16.8%
as % of revenue	20.1%	19.8%		
<b>NAFTA</b>				
External revenue <sup>1)</sup>	60.0	44.4	15.6	35.1%
Intersegment revenue <sup>1)</sup>	1.5	0.6	0.9	>100.0%
Total revenue <sup>1)</sup>	61.5	45.0	16.5	36.7%
Adjusted EBITDA	6.4	6.4	–	0.0%
as % of revenue	10.4%	14.2%		
<b>Asia / Pacific and RoW</b>				
External revenue <sup>1)</sup>	19.2	15.8	3.4	21.5%
Intersegment revenue <sup>1)</sup>	0.2	–	0.2	n/a
Total revenue <sup>1)</sup>	19.4	15.8	3.6	22.8%
Adjusted EBITDA	3.8	3.3	0.5	15.2%
as % of revenue	19.6%	20.9%		

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

IN € MILLIONS	Nine months ended June 30,			
	2015	2014	change	% change
<b>Europe</b>				
External revenue <sup>1)</sup>	231.1	199.8	31.3	15.7%
Intersegment revenue <sup>1)</sup>	21.5	17.2	4.3	25.0%
Total revenue <sup>1)</sup>	252.5	217.0	35.5	16.4%
Adjusted EBITDA	46.4	41.1	5.3	12.9%
as % of revenue	18.4%	18.9%		
<b>NAFTA</b>				
External revenue <sup>1)</sup>	166.7	129.2	37.5	29.0%
Intersegment revenue <sup>1)</sup>	3.2	1.6	1.6	100.0%
Total revenue <sup>1)</sup>	169.9	130.8	39.1	29.9%
Adjusted EBITDA	22.4	18.1	4.3	23.8%
as % of revenue	13.2%	13.8%		
<b>Asia/ Pacific and RoW</b>				
External revenue <sup>1)</sup>	55.2	47.1	8.1	17.2%
Intersegment revenue <sup>1)</sup>	0.3	0.1	0.2	>100.0%
Total revenue <sup>1)</sup>	55.5	47.2	8.3	17.6%
Adjusted EBITDA	10.7	8.8	1.9	21.6%
as % of revenue	19.3%	18.6%		

<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 15.7% from €199.8 million in the first nine months of fiscal 2014 to €231.1 million in the first nine months of fiscal 2015. Adjusted EBITDA increased by €5.3 million from €41.1 million in the first nine months of fiscal 2014 to €46.4 million in the first nine months of fiscal 2015.

The external revenue of our companies located in the NAFTA region increased by 29.0% from €129.2 million in the first nine months of fiscal 2014 to €166.7 million in the first nine months of fiscal 2015, primarily due to the strong growth in the Powerise business. Approximately €25.1 million of this revenue increase was due to the stronger US dollar (average rate per €1: \$1.16 in 9M FY2015 versus \$1.37 in 9M FY2014). Owing to

additions to the warranty provision in the third quarter of fiscal 2015, the adjusted EBITDA margin decreased from 13.8% to 13.2% in the first nine months of fiscal 2015, leading to an adjusted EBITDA of €22.4 million which is 23.8% higher than in the first nine months of fiscal 2014.

In the first nine months of fiscal 2015, the external revenue of our companies in the Asia / Pacific and RoW segment increased by 17.2%, compared to the first nine months of the previous fiscal year. The improved sales of gas springs to an increasing customer base in China are the main driver for this increase. The adjusted EBITDA margin improved from 18.6% to 19.3%, leading to a 21.6% higher operating result of this segment.

## FINANCIAL POSITION

### Balance sheet

T\_012

IN € MILLIONS	June 30, 2015	Sept 30, 2014	change	% change
<b>Assets</b>				
Non-current assets	355.9	351.1	4.8	1.4%
Current assets	177.1	169.2	7.9	4.7%
<b>Total assets</b>	<b>532.9</b>	<b>520.3</b>	<b>12.6</b>	<b>2.4%</b>
<b>Equity and liabilities</b>				
Equity	69.1	76.1	(7.0)	(9.2%)
Non-current liabilities	360.2	353.7	6.5	1.8%
Current liabilities	103.6	90.5	13.1	14.5%
Total liabilities	463.8	444.2	19.6	4.4%
<b>Total equity and liabilities</b>	<b>532.9</b>	<b>520.3</b>	<b>12.6</b>	<b>2.4%</b>

### BALANCE SHEET TOTAL

The Group's balance sheet total increased from €520.3 million as of September 30, 2014 by 2.4% to €532.9 million as of June 30, 2015 mainly due to higher current assets (+€7.9 million) and – on the equity and liabilities side of the balance sheet – due to higher current liabilities (+€13.1 million).

### NON-CURRENT ASSETS

Our non-current assets increased by €4.8 million or 1.4% mainly caused by higher assets under construction which result from the capacity expansion of our Chinese plant, the powder paint equipment at our Korean production facility, gas spring capacity expansion projects at the German and US facilities and from the Powerise expansion.

### CURRENT ASSETS

Current assets as of June 30, 2015 increased by 4.7% or €7.9 million, compared to September 30, 2014, primarily due to higher trade receivables (+€18.7 million) and higher inventories (+€8.9 million), partially offset by lower other financial assets (–€11.6 million) and a lower cash balance (–€7.4 million). Trade accounts receivable increased by 33.1% primarily due to the increased revenue and stronger US dollar. Following the increasing demand for our products and increased revenue the amount of inventories, in particular raw materials and supplies on hand, increased by €8.9 million. Other financial assets decreased by €11.6 million essentially due to the derecognition of derivative instruments which were embedded in the senior secured notes contract (indenture dates June 7, 2013). On June 16, 2015, the senior secured notes were fully and prematurely redeemed which led to the derecognition of the embedded derivatives.



**EQUITY**

The Group's equity as of June 30, 2015 decreased by €(7.0) million mainly due to the higher other comprehensive expense of €(9.0) million, partially offset by generated and retained earnings of €2.0 million. Other comprehensive expense in the first nine months of fiscal 2015 essentially comprised unrealized losses from foreign currency translation of €(8.7) million and unrealized actuarial losses of €(0.2) million due to the softening of the interest rate used for the calculation of pension obligations (June 30, 2015: 2.36% versus September 30, 2014: 2.4%).

**NON-CURRENT LIABILITIES**

Non-current liabilities increased from €353.7 million as of September 30, 2014 by 1.8% to €360.2 million as of June 30, 2015 mainly due to the Group's refinancing in June 2015. The senior secured notes with the remaining principal amount of €256.1 million (and an interest rate of 7.75% p.a.) were replaced with a new €270.0 million senior term loan facility (with an interest rate of currently 2% over Euribor p.a.).

**CURRENT LIABILITIES**

Our current liabilities increased by €13.1 million from €90.5 million as of September 30, 2014 to €103.6 million as of June 30, 2015 primarily due to higher trade accounts payable (+€7.4 million) and current provisions (+€6.3 million), partially offset by lower current financial liabilities (–€5.6 million). Trade payables increased by 13.8% mainly due to the increased revenue and stronger US dollar. Current provisions increased primarily due to higher provisions for employee related costs (bonus and profit sharing at Mexican entity) and potential warranty expenses. As a consequence of the Group's refinancing in June 2015, in particular due to the lower interest rate and monthly interest payments, current financial liabilities decreased by €5.6 million or 96.6%.

# LIQUIDITY

## Cash flow

T\_013

IN € MILLIONS	Nine months ended June 30,			
	2015	2014	change	% change
Cash flow from operating activities	46.6	58.1	(11.5)	(19.8)%
Cash flow from investing activities	(33.4)	(25.7)	(7.7)	30.0%
Cash flow from financing activities	(21.9)	(32.2)	10.3	(32.0)%
<b>Net increase / (decrease) in cash</b>	<b>(8.6)</b>	<b>0.2</b>	<b>(8.8)</b>	<b>&lt;(100.0)%</b>
Effect of movements in exchange rates on cash held	1.2	(0.1)	1.3	<(100.0)%
Cash as of beginning of the period	33.5	21.8	11.7	53.7%
<b>Cash as of end of the period</b>	<b>26.1</b>	<b>22.0</b>	<b>4.1</b>	<b>18.6%</b>

### CASH FLOW FROM OPERATING ACTIVITIES

Cash flow from operating activities decreased from €58.1 million in the first nine months of fiscal 2014 to €46.6 million in the first nine months of fiscal 2015 mainly due to changes in trade accounts receivable (9M FY2015: €(18.7) million vs. 9M FY2014: €17.0 million). In the first nine months of the previous fiscal year we started a sale of receivables program (factoring); trade receivables amounting to €20.2 million were sold to a factor resulting in a cash-in of €19.1 million.

### CASH FLOW FROM INVESTING ACTIVITIES

Cash outflow for investing activities increased from €(25.7) million in the first nine months of fiscal 2014 to €(33.4) million in first nine months of fiscal 2015 mainly due to higher capital expenditures primarily related to the capacity expansion of our Chinese production facility.

### CASH FLOW FROM FINANCING ACTIVITIES

Cash outflow for financing activities decreased from €(32.2) million in the first nine months of fiscal 2014 to €(21.9) million in the first nine months of fiscal 2015 mainly due to Group's refinancing in June 2015, i.e. payments for redemption of senior secured notes (–€256.1 million) and receipts under new senior facility (+€270 million).

### ADJUSTED OPERATING CASH FLOW BEFORE TAX (AOCF)

As a result of the aforementioned changes of cash flows from operating, investing and financing activities and with adjustments to EBITDA amounting to €4.2 million (9M FY2014: €17.8 million), adjusted operating cash flow before tax (AOCF) decreased from €54.4 million in the first nine months of fiscal 2014 to €29.9 million in the first nine months of fiscal 2015. The following table sets out the composition and development of the non-IFRS key figure adjusted operating cash flow before tax in the reporting period.

Adjusted operating cash flow before tax (AOCF) represents operating cash flow before tax and before extraordinary and exceptional items. Operating cash flow before tax, in turn, comprises IFRS cash flow statement line items "cash flow from operating activities" and "cash flow from investing activities" according to IAS 7, excluding "changes in restricted cash" and "income tax payments".

**Adjusted operating cash flow before tax (AoCF)**

T\_014

IN € MILLIONS	Nine months ended June 30,		change	% change
	2015	2014		
Cash flow from operating activities	46.6	58.1	(11.5)	(19.8)%
Cash flow from investing activities	(33.4)	(25.7)	(7.7)	30.0%
Excl. income tax payments	12.5	4.2	8.3	>100.0%
<b>Operating cash flow before tax</b>	<b>25.7</b>	<b>36.6</b>	<b>(10.9)</b>	<b>(29.8)%</b>
Adjustments to EBITDA	4.2	17.8	(13.6)	(76.4)%
<b>Adjusted operating cash flow before tax</b>	<b>29.9</b>	<b>54.4</b>	<b>(24.5)</b>	<b>(45.0)%</b>

**FREE CASH FLOW (FCF)**

Free cash flow (FCF) decreased from €2.5 million in first nine months of fiscal 2014 to €(17.4) million in the first nine months of fiscal 2015. 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).

**Free cash flow**

T\_015

IN € MILLIONS	Nine months ended June 30,		change	% change
	2015	2014		
Cash flow from operating activities	46.6	58.1	(11.5)	(19.8)%
Cash flow from investing activities	(33.4)	(25.7)	(7.7)	30.0%
Payments for interest	(30.6)	(29.9)	(0.7)	2.3%
<b>Free cash flow</b>	<b>(17.4)</b>	<b>2.5</b>	<b>(19.9)</b>	<b>&lt;(100.0)%</b>

## **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, 2014.

## **OUTLOOK**

For fiscal 2015 Stabilus has increased the revenue guidance from €575-585 million to approx. €600 million due to the expected performance of the Group in the fourth quarter of fiscal 2015 and the continuing strength of the US dollar. The guidance regarding the adjusted EBIT margin remains unchanged at 12-13%.

## **SUBSEQUENT EVENTS**

As of August 14, 2015, there were no further events or developments that could have materially affected the measurement and presentation of Group's assets and liabilities as of June 30, 2015.

# CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

as of and for the three and nine months ended June 30, 2015

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the three and nine months ended June 30, 2015 (unaudited)

### Consolidated statement of comprehensive income

T\_016

IN € THOUSANDS	NOTE	Three months ended June 30,		Nine months ended June 30,	
		2015	2014	2015	2014
Revenue	2	160,357	130,160	452,990	376,099
Cost of sales		(122,579)	(97,913)	(344,675)	(285,103)
<b>Gross profit</b>		<b>37,778</b>	<b>32,247</b>	<b>108,315</b>	<b>90,996</b>
Research and development expenses		(5,306)	(4,891)	(16,799)	(14,810)
Selling expenses		(11,445)	(9,928)	(32,731)	(29,145)
Administrative expenses		(5,981)	(18,151)	(19,420)	(27,655)
Other income		1,829	913	8,369	3,511
Other expenses		(1,289)	(580)	(4,625)	(2,063)
<b>Profit from operating activities</b>		<b>15,586</b>	<b>(390)</b>	<b>43,109</b>	<b>20,834</b>
Finance income	3	361	2,152	16,802	10,370
Finance costs	4	(37,361)	(14,187)	(39,904)	(32,954)
<b>Profit / (loss) before income tax</b>		<b>(21,414)</b>	<b>(12,425)</b>	<b>20,007</b>	<b>(1,750)</b>
Income tax income / (expense)		(4,116)	5,433	(17,995)	1,255
<b>Profit / (loss) for the period</b>		<b>(25,530)</b>	<b>(6,992)</b>	<b>2,012</b>	<b>(495)</b>
thereof attributable to non-controlling interests		16	12	52	26
thereof attributable to shareholders of Stabilus		(25,546)	(7,003)	1,960	(520)
<b>Other comprehensive income / (expense)</b>					
Foreign currency translation difference <sup>1)</sup>	11	(2,411)	1,408	(8,730)	675
Unrealized actuarial gains / (losses), net of taxes <sup>2)</sup>	11	4,069	–	(224)	(1,990)
<b>Other comprehensive income / (expense), net of taxes</b>		<b>1,658</b>	<b>1,408</b>	<b>(8,954)</b>	<b>(1,315)</b>
<b>Total comprehensive income / (expense) for the period</b>		<b>(23,872)</b>	<b>(5,584)</b>	<b>(6,942)</b>	<b>(1,810)</b>
thereof attributable to non-controlling interests		16	12	52	26
thereof attributable to shareholders of Stabilus		(23,888)	(5,596)	(6,994)	(1,836)
<b>Earnings per share (in €):</b>					
basic	5	(1.23)	(0.37)	0.09	(0.03)
diluted	5	(1.23)	(0.37)	0.09	(0.03)

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

<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 June 30, 2015 (unaudited)

## Consolidated statement of financial position

T\_017

IN € THOUSANDS	NOTE	June 30, 2015	Sept 30, 2014
<b>Assets</b>			
Property, plant and equipment	6	127,957	119,642
Goodwill		51,458	51,458
Other intangible assets	7	168,686	170,971
Other assets	9	1,086	1,102
Deferred tax assets		6,673	7,919
<b>Total non-current assets</b>		<b>355,860</b>	<b>351,092</b>
Inventories	10	58,353	49,540
Trade accounts receivable		75,195	56,497
Current tax assets		171	2,403
Other financial assets	8	6,698	18,304
Other assets	9	10,540	8,972
Cash and cash equivalents		26,102	33,494
<b>Total current assets</b>		<b>177,059</b>	<b>169,210</b>
<b>Total assets</b>		<b>532,919</b>	<b>520,302</b>

## Consolidated statement of financial position

T\_017

IN € THOUSANDS	NOTE	June 30, 2015	Sept 30, 2014
<b>Equity and liabilities</b>			
Issued capital		207	207
Capital reserves		73,091	73,091
Retained earnings		9,880	7,920
Other reserves	11	(14,081)	(5,128)
<b>Equity attributable to shareholders of Stabilus</b>		<b>69,097</b>	<b>76,090</b>
Non-controlling interests		29	33
<b>Total equity</b>		<b>69,126</b>	<b>76,123</b>
Financial liabilities	12	265,816	256,556
Other financial liabilities	13	866	960
Provisions	14	2,421	4,060
Pension plans and similar obligations		48,364	48,353
Deferred tax liabilities		42,721	43,765
<b>Total non-current liabilities</b>		<b>360,188</b>	<b>353,694</b>
Trade accounts payable		61,090	53,724
Financial liabilities	12	225	5,789
Other financial liabilities	13	7,875	6,360
Current tax liabilities		7,035	5,082
Provisions	14	14,938	8,551
Other liabilities	16	12,442	10,979
<b>Total current liabilities</b>		<b>103,605</b>	<b>90,485</b>
<b>Total liabilities</b>		<b>463,793</b>	<b>444,179</b>
<b>Total equity and liabilities</b>		<b>532,919</b>	<b>520,302</b>

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

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the nine months ended June 30, 2015 (unaudited)

### Consolidated statement of changes in equity

T\_018

IN € THOUSANDS	NOTE	Issued capital	Capital reserves	Retained earnings	Other reserves	Equity attributable to shareholders of Stabilus	Non-controlling interests	Total equity
<b>Balance as of Sept 30, 2013 adjusted<sup>1)</sup></b>		<b>5,013</b>	<b>74,403</b>	<b>(991)</b>	<b>1,737</b>	<b>80,162</b>	<b>169</b>	<b>80,331</b>
Profit / (loss) for the period		–	–	(520)	–	(520)	26	(494)
Other comprehensive income / (expense)	11	–	–	–	(1,315)	(1,315)	–	(1,315)
Total comprehensive income / (expense) for the period		–	–	(520)	(1,315)	(1,835)	26	(1,809)
Reduction of issued capital		(4,836)	4,836	–	–	–	–	–
Proceeds from capital increase		30	64,970	–	–	65,000	–	65,000
Contributions by owners		–	10,020	–	–	10,020	–	10,020
IPO costs directly recognized in equity, net of tax		–	–	(1,121)	–	(1,121)	–	(1,121)
Dividends		–	(81,137)	–	–	(81,137)	–	(81,137)
<b>Balance as of June 30, 2014</b>		<b>207</b>	<b>73,091</b>	<b>(2,632)</b>	<b>422</b>	<b>71,088</b>	<b>195</b>	<b>71,283</b>
<b>Balance as of Sept 30, 2014</b>		<b>207</b>	<b>73,091</b>	<b>7,920</b>	<b>(5,128)</b>	<b>76,090</b>	<b>33</b>	<b>76,123</b>
Profit / (loss) for the period		–	–	1,960	–	1,960	52	2,012
Other comprehensive income / (expense)	11	–	–	–	(8,953)	(8,953)	–	(8,953)
Total comprehensive income / (expense) for the period		–	–	1,960	(8,953)	(6,993)	52	(6,941)
Dividends		–	–	–	–	–	(56)	(56)
<b>Balance as of June 30, 2015</b>		<b>207</b>	<b>73,091</b>	<b>9,880</b>	<b>(14,081)</b>	<b>69,097</b>	<b>29</b>	<b>69,126</b>

<sup>1)</sup> adjusted according to IAS 19 (revised)

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



# CONSOLIDATED STATEMENT OF CASH FLOWS

for the nine months ended June 30, 2015 (unaudited)

## Consolidated statement of cash flows

T\_019

IN € THOUSANDS	NOTE	Nine months ended June 30,	
		2015	2014
Profit/ (loss) for the period		2,012	(495)
Current income tax		18,199	6,253
Deferred income tax		(204)	(7,509)
Net finance result	3/4	23,102	22,584
Depreciation and amortization		32,085	29,401
Other non-cash income and expenses		(11,316)	(11,449)
Changes in inventories		(8,813)	(3,090)
Changes in trade accounts receivable		(18,698)	16,993
Changes in trade accounts payable		7,366	(336)
Changes in other assets and liabilities		10,730	5,965
Changes in provisions		4,440	(3,472)
Changes in deferred tax assets and liabilities		204	7,509
Income tax payments		(12,463)	(4,228)
<b>Cash flow from operating activities</b>		<b>46,644</b>	<b>58,126</b>
Proceeds from disposal of property, plant and equipment		81	16
Purchase of intangible assets	7	(11,744)	(9,602)
Purchase of property, plant and equipment	6	(21,729)	(16,078)
<b>Cash flow from investing activities</b>		<b>(33,392)</b>	<b>(25,664)</b>
Receipts from contributions of equity		–	65,000
Receipts from issuance of senior secured notes		270,000	–
Receipts under revolving credit facility		–	8,000
Payments under revolving credit facility		–	(8,000)
Payments for redemption of financial liabilities		(256,123)	(58,877)
Payments for redemption of other financial liabilities		–	(1,661)
Payments for finance leases		(406)	(893)
Payments of transaction costs		(4,731)	(5,881)
Dividends paid to non-controlling interests	11	(56)	–
Payments for interest		(30,567)	(29,935)
<b>Cash flow from financing activities</b>		<b>(21,883)</b>	<b>(32,247)</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>		<b>(8,631)</b>	<b>215</b>
Effect of movements in exchange rates on cash held		1,239	(84)
Cash and cash equivalents as of beginning of the period		33,494	21,819
<b>Cash and cash equivalents as of end of the period</b>		<b>26,102</b>	<b>21,950</b>

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

# NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

as of and for the three and nine months ended June 30, 2015

## **1** General Information

### **Company information**

Stabilus S.A., Luxembourg, hereinafter also referred to as “Stabilus” or “Company” (former Servus HoldCo S.à r.l.) 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. B151589 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. Following the shareholder resolution dated May 5, 2014, the corporate form and the name of the Company were changed from “Servus HoldCo S.à r.l.”, private limited liability company (société à responsabilité limitée), to “Stabilus S.A.”, a public limited liability company (société anonyme).

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

The Stabilus Group is a leading manufacturer of gas springs and dampers, as well as electric tailgate lifting equipment. The products are used in a wide range of applications in automotive and industrial applications, as well as in the furniture industry. Typically the products are used to aid the lifting and lowering or dampening of movements. As a 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 large technical 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.

The Condensed Interim Consolidated Financial Statements as of and for the three and nine months ended June 30, 2015 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, 2014. 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 Stand-

ards and therefore should be read in connection with the Consolidated Financial Statements as of September 30, 2014.

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, 2014, except for the new standards and interpretations, which are applied for the first time in these Condensed Interim Consolidated Financial Statements, noted below:

### New standards and interpretations

T\_020

STANDARD / INTERPRETATION		Effective date stipulated by IASB	Effective date stipulated by EU
IFRS 10	Consolidated Financial Statements	January 1, 2013	January 1, 2014
IFRS 11	Joint Arrangements	January 1, 2013	January 1, 2014
IFRS 12	Disclosure of Interest in Other Entities	January 1, 2013	January 1, 2014
Amendments to IFRS 10, 11, 12	Transition Guidance	January 1, 2013	January 1, 2014
IAS 27 (2011)	Separate Financial Statements	January 1, 2013	January 1, 2014
IAS 28 (2011)	Investments in Associates and in Joint Ventures	January 1, 2013	January 1, 2014
Amendments to IFRS 10, IFRS 12 and IAS 27	Investment Entities	January 1, 2014	January 1, 2014
Amendment to IAS 32	Offsetting Financial Assets and Liabilities	January 1, 2014	January 1, 2014
Amendment to IAS 36	Recoverable Amount Disclosures for Non-Financial Assets	January 1, 2014	January 1, 2014
Amendment to IAS 39	Novation of Derivatives and Continuation of Hedge Accounting	January 1, 2014	January 1, 2014
IFRIC 21	Levies	January 1, 2014	June 17, 2014
Amendments to IAS 19	Defined Benefit Plans: Employee Contributions	July 1, 2014	February 1, 2015
Annual Improvements	Annual Improvements to IFRSs 2010–2012 Cycle (issued on 12 December 2013)	July 1, 2014	February 1, 2015
Annual Improvements	Annual Improvements to IFRSs 2011–2013 Cycle (issued on 12 December 2013)	July 1, 2014	February 1, 2015

The effective date presented above is the date of mandatory application in annual periods beginning on or after that date.

A detailed description of these new regulations can be found in the 2014 Annual Report. The IFRS amendments and new regulations effective as of June 30, 2015 had no material effect on the Condensed Interim Consolidated Financial Statements.

### Presentation

These Condensed Interim Consolidated Financial Statements as of and for the three and nine months ended June 30, 2015 comprise the Consolidated Statement of Comprehensive Income for the three and nine months ended June 30, 2015, the Consolidated Statement of Financial Position as of June 30, 2015, the Consolidated Statement of Changes in Equity for the nine months ended June 30, 2015, the Consolidated Statement Cash Flows for the nine months ended June 30, 2015 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 totals provided.

The Condensed Interim Consolidated Financial Statements were authorized for issue by the Management Board on August 14, 2015.

### Significant events and transactions

On December 19, 2014, Stabilus signed loan contracts comprising a total of €320 million with a term until June 2020 containing an option to prolong the term by one year. The contract comprises a term loan facility of €270 million and a revolving credit facility of €50 million which are available to the Company since June 15, 2015. The loans carry variable interest rates depending on the leverage of the company. Based on the company's current leverage level, the interest rate is 2.0% above Euribor. On May 11, 2015, the management board of Stabilus S.A. resolved that Stabilus will exercise its contractual right to prematurely redeem all its outstanding senior secured notes with the principal amount of €256.1 million on June 16, 2015. Subsequently, on June 16, 2015, the senior secured notes were fully redeemed. See Notes 8 and 12 below for further details.

## 2 Revenue

The Group's revenue developed as follows:

### Revenue by region (location of Stabilus company)

T\_021

IN € THOUSANDS	Three months ended June 30,		Nine months ended June 30,	
	2015	2014	2015	2014
Europe	81,194	69,922	231,068	199,776
NAFTA	59,988	44,447	166,715	129,196
Asia / Pacific and rest of world	19,175	15,791	55,207	47,127
<b>Revenue</b>	<b>160,357</b>	<b>130,160</b>	<b>452,990</b>	<b>376,099</b>

Group revenue results from sales of goods.

### Revenue by markets

T\_022

IN € THOUSANDS	Three months ended June 30,		Nine months ended June 30,	
	2015	2014	2015	2014
Automotive	111,503	87,123	317,759	251,413
Gas Spring	76,748	65,186	219,670	191,535
Powerise	34,755	21,937	98,089	59,878
Industrial	41,214	36,873	113,930	106,163
Swivel Chair	7,640	6,164	21,301	18,523
<b>Revenue</b>	<b>160,357</b>	<b>130,160</b>	<b>452,990</b>	<b>376,099</b>

### 3 Finance income

#### Finance income

T\_023

IN € THOUSANDS	Three months ended June 30,		Nine months ended June 30,	
	2015	2014	2015	2014
Interest income on loans and financial receivables	33	6	65	25
Net foreign exchange gain	–	634	15,999	–
Gains from changes in carrying amount of financial assets	–	1,270	–	5,714
Gains from changes in fair value of derivative instruments	–	–	–	3,870
Other interest income	328	242	738	761
<b>Finance income</b>	<b>361</b>	<b>2,152</b>	<b>16,802</b>	<b>10,370</b>

### 4 Finance costs

#### Finance costs

T\_024

IN € THOUSANDS	Three months ended June 30,		Nine months ended June 30,	
	2015	2014	2015	2014
Interest expense on financial liabilities	(14,048)	(12,757)	(24,064)	(25,530)
Net foreign exchange loss	(2,311)	–	–	(416)
Loss from changes in fair value of derivative instruments	(20,911)	(1,367)	(15,422)	–
Loss from changes in carrying amount of EUSIs	–	–	–	(6,720)
Interest expenses finance lease	(16)	(14)	(55)	(56)
Other interest expenses	(75)	(49)	(363)	(232)
<b>Finance costs</b>	<b>(37,361)</b>	<b>(14,187)</b>	<b>(39,904)</b>	<b>(32,954)</b>

### 5 Earnings per share

The weighted average number of shares used for the calculation of earnings per share in the nine months ended June 30, 2015 and 2014 is set out in the following table. For the comparative period the number of shares was adjusted retrospectively according to IAS 33.64, i.e. the number of shares of the new corporate S.A. (société anonyme) was used.

#### Weighted average number of shares

T\_025

DATE	Number of days	Transaction	Change	Total shares	Total shares (time-weighted)
October 1, 2013	238			17,700,000	15,430,769
May 27, 2014	35	Capital increase	3,023,256	20,723,256	2,656,828
<b>June 30, 2014</b>				<b>20,723,256</b>	<b>18,087,597</b>
October 1, 2014	273			20,723,256	20,723,256
<b>June 30, 2015</b>				<b>20,723,256</b>	<b>20,723,256</b>

The earnings per share for the nine months ended June 30, 2015 and 2014 were as follows:

### Earnings per share

T\_026

	Nine months ended June 30,	
	2015	2014
Profit / (loss) attributable to shareholders of the parent (in € thousands)	1,960	(520)
Weighted average number of shares	20,723,256	18,087,597
<b>Earnings per share (in €)</b>	<b>0.09</b>	<b>(0.03)</b>

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 June 30, 2015 amounted to €127,957 thousand (Sept 30, 2014: 119,642 thousand). Additions to property, plant and equipment in the first nine months of fiscal 2015 amounted to €21,689 thousand (9M FY2014: €15,790 thousand). The increase against the comparative period is mainly due to increased assets under construction. The total assets under construction as of June 30, 2015 amounted to €24,004 thousand (Sept 30, 2014: €12,903 thousand). The significantly higher assets under construction are the result of the capacity expansion of our Chinese plant, the powder paint equipment at our Korean plant and gas spring capacity expansion projects.

Disposals occurred only in the ordinary course of business. The net value of disposed property, plant and equipment in the first nine months of fiscal 2015 amounted to €203 thousand (9M FY2014: €2 thousand).

The Group did not recognize any impairment losses or reversals of impairment losses in the reporting period.

## 7 Other intangible assets

Other intangible assets as of June 30, 2015 amounted to €168,686 thousand (Sept 30, 2014: €170,971 thousand). Additions to intangible assets in the first nine months of fiscal 2015 amounted to €11,744 thousand (9M FY2014: €9,602 thousand) and comprised mainly internally generated developments. Significant disposals have not been recognized.

In the first nine months of fiscal 2015, costs of €10,979 thousand (9M FY2014: €9,371 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 €(275) thousand (9M FY2014: €(514) thousand) due to withdrawal of customers from the respective projects. The impairment loss is included in the research and development expenses.

The borrowing costs capitalized in the first nine months of fiscal 2015 amounted to €685 thousand (9M FY2014: €730 thousand).

## 8 Other financial assets

### Other financial assets

T\_027

IN € THOUSANDS	June 30, 2015			Sept 30, 2014		
	Current	Non-current	Total	Current	Non-current	Total
Derivative instruments	–	–	–	15,422	–	15,422
Other miscellaneous	6,698	–	6,698	2,882	–	2,882
<b>Other financial assets</b>	<b>6,698</b>	<b>–</b>	<b>6,698</b>	<b>18,304</b>	<b>–</b>	<b>18,304</b>

### Derivative instruments

Derivative financial instruments as of September 30, 2014 comprised fair values of early redemption options embedded in the indenture which was concluded on June 7, 2013. Due to the premature and full redemption of senior secured notes on June 16, 2015, the embedded derivatives were derecognized. The decrease in fair value of these embedded derivatives in the first nine months of fiscal 2015 amounting to €(15,422) thousand is included in the Group's income statement as finance cost. See also Note 4.

### Other miscellaneous

Other miscellaneous financial assets as of June 30, 2015 mainly comprised assets related to the sale of receivables program that was started in March 2014 amounting to €3,838 thousand (Sept 30, 2014: 2,882 thousand), a receivable from a warranty insurance company amounting to €1,089 thousand (Sept 30, 2014: -) and a governmental grant to the Romanian entity amounting to €1,001 thousand (Sept 30, 2014: -).

## 9 Other assets

### Other assets

T\_028

IN € THOUSANDS	June 30, 2015			Sept 30, 2014		
	Current	Non-current	Total	Current	Non-current	Total
VAT	3,255	–	3,255	2,643	–	2,643
Prepayments	1,772	198	1,970	1,175	158	1,333
Deferred charges	3,943	–	3,943	2,679	–	2,679
Other miscellaneous	1,570	888	2,458	2,475	944	3,419
<b>Other assets</b>	<b>10,540</b>	<b>1,086</b>	<b>11,626</b>	<b>8,972</b>	<b>1,102</b>	<b>10,074</b>

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

## 10 Inventories

### Inventories

T\_029

IN € THOUSANDS	June 30, 2015	Sept 30, 2014
Raw materials and supplies	29,535	24,519
Finished products	12,647	10,455
Work in progress	9,669	8,639
Merchandise	6,502	5,927
<b>Inventories</b>	<b>58,353</b>	<b>49,540</b>

## 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 directly in equity as well as the income tax recognized directly in equity:

### Other comprehensive income / (expense)

T\_030

IN € THOUSANDS	Nine months ended June 30, 2015				
	Before tax	Tax (expense) benefit	Net of tax	Non-controlling interest	Total
Unrealized gains / (losses) from foreign currency translation	(8,730)	–	(8,730)	–	(8,730)
Unrealized actuarial gains / (losses)	(319)	95	(224)	–	(224)
<b>Other comprehensive income / (expense) for the period</b>	<b>(9,049)</b>	<b>95</b>	<b>(8,954)</b>	<b>–</b>	<b>(8,954)</b>

IN € THOUSANDS	Nine months ended June 30, 2014				
	Before tax	Tax (expense) benefit	Net of tax	Non-controlling interest	Total
Unrealized gains / (losses) from foreign currency translation	675	–	675	–	675
Unrealized actuarial gains / (losses)	(2,843)	853	(1,990)	–	(1,990)
<b>Other comprehensive income / (expense) for the period</b>	<b>(2,168)</b>	<b>853</b>	<b>(1,315)</b>	<b>–</b>	<b>(1,315)</b>

### Dividends

In the second quarter of fiscal 2015, a dividend amounting to €56 thousand was paid to a non-controlling shareholder of a Stabilus subsidiary.



## 12 Financial liabilities

As of June 30, 2014 and September 30, 2014, the financial liabilities comprised the following items:

### Financial liabilities

T\_031

IN € THOUSANDS	June 30, 2015			Sept 30, 2014		
	Current	Non-current	Total	Current	Non-current	Total
Notes	–	–	–	5,789	256,556	262,345
Senior facility	225	265,816	266,041	–	–	–
<b>Financial liabilities</b>	<b>225</b>	<b>265,816</b>	<b>266,041</b>	<b>5,789</b>	<b>256,556</b>	<b>262,345</b>

On June 16, 2015, the Group refinanced its financial liabilities, i.e. the senior secured notes due 2018 and a €25.0 million revolving credit facility dated June 7, 2013. The senior secured notes with the outstanding principal amount of €256,123 thousand were fully and prematurely redeemed on June 16, 2015. In accordance to the terms of the notes issued, the nominal redemption price per redeemed note amounted to €103,875, equaling 103.875% of the principal amount of each €100,000 note redeemed. The fair value of embedded derivatives was derecognized accordingly. See also Note 8 above.

### Senior facilities

On December 19, 2014, Stabilus entered into a €320 million senior facilities agreement with, among others, Commerzbank Aktiengesellschaft and Unicredit Bank AG as mandated lead arrangers, Unicredit Luxembourg S.A. as facility and security agent. The agreement comprises a term loan facility of €270 million and a revolving credit facility of €50 million, both maturing on June 16, 2020. The duration of the senior facilities can be extended by an additional year, upon Company's request until June 16, 2016 and lenders' agreement to that request. The senior facilities were available to the Company from June 15, 2015.

The loans carry variable interest rates depending on the net leverage ratio-related margin grid with a margin over Euribor range between 0.85% and 3.50% per annum. Based on the company's current leverage level, the interest rate is 2.0% above Euribor.

The term loan facility is to be repaid in semi-annual instalments (payable on March 31 and September 30) equal to €2.5 million in the first two years, €7.5 million thereafter and until the termination date (June 16, 2020) on which the facility has to be repaid in full.

During the availability period of the revolving facility, a commitment fee of 35% of the applicable margin is payable on the last day of each successive three-month period.

An ancillary facility can be made available under this senior facilities agreement, containing e.g. overdraft facilities, guarantees, bonding, documentary or stand-by letter of credit facilities, short term loan facilities, derivative or foreign exchange facilities subject to the satisfaction of certain conditions. A lender can provide all or part of its revolving facility commitment as an ancillary facility.

The senior facilities are guaranteed by Stabilus and other subsidiary guarantors defined in the agreement. The agreement contains certain financial covenants, including a requirement of a maximum net leverage ratio.

The Group's liability under the senior term loan facility with a principal amount of €270 million was measured at amortized cost under consideration of transaction costs.

As of June 30, 2015, the Group had no liability under the committed €50 million revolving credit facility.

### 13 Other financial liabilities

#### Other financial liabilities

T\_032

IN € THOUSANDS	June 30, 2015			Sept 30, 2014		
	Current	Non-current	Total	Current	Non-current	Total
Liabilities to employees	5,247	–	5,247	4,120	–	4,120
Social security contribution	2,437	–	2,437	1,701	–	1,701
Finance lease obligation	188	866	1,054	536	960	1,496
Liabilities to related parties	3	–	3	3	–	3
<b>Other financial liabilities</b>	<b>7,875</b>	<b>866</b>	<b>8,741</b>	<b>6,360</b>	<b>960</b>	<b>7,320</b>

### 14 Provisions

#### Provisions

T\_033

IN € THOUSANDS	June 30, 2015			Sept 30, 2014		
	Current	Non-current	Total	Current	Non-current	Total
Anniversary benefits	126	–	126	–	295	295
Early retirement contracts	–	1,971	1,971	–	3,372	3,372
Employee-related costs	4,781	–	4,781	3,575	–	3,575
Environmental protection	423	–	423	730	–	730
Other risks	682	–	682	578	–	578
Legal and litigation costs	119	–	119	135	–	135
Warranties	8,116	–	8,116	2,338	–	2,338
Other miscellaneous	691	450	1,141	1,195	393	1,588
<b>Provisions</b>	<b>14,938</b>	<b>2,421</b>	<b>17,359</b>	<b>8,551</b>	<b>4,060</b>	<b>12,611</b>

The provision for employee related costs increased in the first nine months of fiscal 2015 by €1,206 thousand to €4,781 thousand essentially due to a higher bonus provision and higher provision for profit sharing expenses at the Mexican entity. The warranty provision increased in the first nine months of fiscal 2015 by €5,778 thousand from €2,338 thousand as of September 30, 2014 to €8,116 thousand as of June 30, 2015 partially due to higher sales and partially due to potential warranty cases. The

Group's receivable from a warranty insurance company amounting to €1,089 thousand as of June 30, 2015 is disclosed under other financial assets. See Note 8 above.

## 15 Pension plans and similar obligations

The Group's liability for pension plans and similar obligations slightly increased from €48,353 thousand as of September 30, 2014 to €48,364 thousand as of June 30, 2015 as a consequence of the lower discount rate used for the calculation of this provision (June 30, 2015: 2.36% versus Sept 30, 2014: 2.4%).

## 16 Other liabilities

The Group's other liabilities mature within a year. Accordingly, they are disclosed as current liabilities. The following table sets out a breakdown of the Group's other liabilities:

### Other current liabilities

	T_034
IN € THOUSANDS	
	June 30, 2015
	Sept 30, 2014
Advanced payments received	456
Vacation expenses	2,169
Other personnel-related expenses	5,463
Outstanding costs	2,764
Miscellaneous	127
<b>Other current liabilities</b>	<b>10,979</b>

The liability for other personnel related expenses increased by €1,385 thousand from €5,463 thousand as of September 30, 2014 to €6,848 thousand as of June 30, 2015 essentially due to higher liability for restructuring costs related to the adjustment of the Koblenz site's management structure and the shifting of production capacity between Stabilus plants.

## 17 Contingent liabilities and other financial commitments

### Contingent liabilities

Contingent liabilities are possible obligations depending on whether some uncertain future event occurs. If the outcome is probable and estimable, the liability is shown in the statement of financial position.

### Guarantees

A detailed description of the guarantees the Group issued can be found in the 2014 Annual Report.

### Other financial commitments

The nominal values of the other financial commitments as of June 30, 2015 are as follows:

#### Other financial commitments

T\_035

IN € THOUSANDS	June 30, 2015	Sept 30, 2014
Capital commitments for fixed and other intangible assets	7,156	5,143
Obligations under rental and leasing agreements	17,143	15,827
<b>Total</b>	<b>24,299</b>	<b>20,970</b>

## 18 Financial instruments

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\_036

IN € THOUSANDS	Measurement category acc. to IAS 39	June 30, 2015		Sept 30, 2014	
		Carrying amount	Fair value	Carrying amount	Fair value
Trade accounts receivables	LaR	75,195	75,195	56,497	56,497
Cash and cash equivalents	LaR	26,102	26,102	33,494	33,494
Derivative instruments	FAFV	–	–	15,422	15,422
Other miscellaneous	LaR	6,698	6,698	2,882	2,882
Other financial assets	LaR / FAFV	6,698	6,698	18,304	18,304
<b>Total financial assets</b>		<b>107,995</b>	<b>107,995</b>	<b>108,295</b>	<b>108,295</b>
Financial liabilities	FLAC	265,816	270,000	262,345	273,437
Trade accounts payable	FLAC	61,090	61,090	53,724	53,724
Finance lease liabilities	–	1,054	1,064	1,496	1,521
Liabilities to related parties	FLAC	3	3	3	3
Other financial liabilities	FLAC / –	1,057	1,067	1,499	1,524
<b>Total financial liabilities</b>		<b>327,963</b>	<b>332,157</b>	<b>317,568</b>	<b>328,685</b>
<b>Aggregated according to categories in IAS 39:</b>					
Loans and receivables (LaR)		107,995	107,995	92,873	92,873
Financial assets at fair value through profit and loss (FAFV)		–	–	15,422	15,422
Financial liabilities measured at amortized cost (FLAC)		326,909	331,093	316,072	327,164

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 and other financial liabilities).

### Fair value hierarchy of financial instruments

T\_037

		June 30, 2015			
IN € THOUSANDS		Total	Level 1 <sup>1)</sup>	Level 2 <sup>2)</sup>	Level 3 <sup>3)</sup>
<b>Financial liabilities</b>					
	Finance lease liabilities	1,064	–	–	1,064
		Sept 30, 2014			
IN € THOUSANDS		Total	Level 1 <sup>1)</sup>	Level 2 <sup>2)</sup>	Level 3 <sup>3)</sup>
<b>Financial assets</b>					
	Derivative instruments	15,422	–	15,422	–
<b>Financial liabilities</b>					
	Senior secured notes	273,437	273,437	–	–
	Finance lease liabilities	1,521	–	–	1,521

<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 a 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 fair value of the quoted senior secured notes is based on price quotations at the reporting date.
- The valuation technique used for the determination of unquoted instruments, i.e. the obligations under finance leases, is the discounted cash flow method. The valuation model considers the present value of 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 7.8%, and the forecasted interest payments. Therefore, the fair value would change if the risk-adjusted discount rate or the interest rate changed.
- The fair value of embedded derivative instruments is calculated using a standard option pricing model. For the valuation, the credit spread used is calibrated such that the model reproduces the current market of the notes quoted on the Luxembourg Stock Exchange at the reporting date.

## **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, 2014.

## **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 nine months of fiscal 2015 amounting to €(30,567) thousand (9M FY2014: €(29,935) thousand) are taken into account in the cash outflows from financing activities. Income tax payments in the same period of €(12,463) thousand (9M FY2014: €(4,228) 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 the rest of world (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 EBITDA". Adjusted EBITDA represents EBITDA (i.e. earnings before interest, taxes, depreciation and amortization), as adjusted by management primarily in relation to severance, consulting, restructuring and other non-recurring costs, expenses for one-time legal disputes as well as interest on pension changes.

Segment information for the nine months ended June 30, 2015 and 2014 is as follows:

### Segment reporting

T\_038

	Europe		NAFTA		Asia / Pacific and RoW	
	Nine months ended June 30,		Nine months ended June 30,		Nine months ended June 30,	
IN € THOUSANDS	2015	2014	2015	2014	2015	2014
External revenue <sup>1)</sup>	231,069	199,776	166,715	129,196	55,207	47,127
Intersegment revenue <sup>1)</sup>	21,461	17,180	3,205	1,633	311	89
Total revenue <sup>1)</sup>	252,530	216,956	169,920	130,829	55,518	47,216
EBITDA	42,541	25,051	21,988	16,553	10,665	8,632
Depreciation and amortization	(15,394)	(14,289)	(4,996)	(4,544)	(2,332)	(1,262)
Adjusted EBITDA	46,378	41,097	22,388	18,112	10,665	8,801
	Total segments		Other / Consolidation		Stabilus Group	
	Nine months ended June 30,		Nine months ended June 30,		Nine months ended June 30,	
IN € THOUSANDS	2015	2014	2015	2014	2015	2014
External revenue <sup>1)</sup>	452,991	376,099	–	–	452,990	376,099
Intersegment revenue <sup>1)</sup>	24,977	18,902	(24,977)	(18,902)	–	–
Total revenue <sup>1)</sup>	477,968	395,001	(24,977)	(18,902)	452,990	376,099
EBITDA	75,194	50,236	–	–	75,194	50,236
Depreciation and amortization	(22,722)	(20,095)	(9,364)	(9,306)	(32,086)	(29,401)
Adjusted EBITDA	79,431	68,009	–	–	79,432	68,009

<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 EBITDA) to profit before income tax.

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

T\_039

IN € THOUSANDS	Nine months ended June 30,	
	2015	2014
<b>Total segments' profit (adjusted EBITDA)</b>	<b>79,432</b>	<b>68,009</b>
Other / consolidation	–	–
<b>Group adjusted EBITDA</b>	<b>79,432</b>	<b>68,009</b>
Adjustments to EBITDA	(4,238)	(17,773)
<b>EBITDA</b>	<b>75,194</b>	<b>50,236</b>
Depreciation and amortization	(32,086)	(29,401)
<b>Profit from operating activities (EBIT)</b>	<b>43,109</b>	<b>20,834</b>
Finance income	16,802	10,370
Finance costs	(39,904)	(32,954)
<b>Profit / (loss) before income tax</b>	<b>20,007</b>	<b>(1,750)</b>

The adjustments to EBITDA include launch / startup and reorganization-related advisory expenses and pension interest.

## 22 Share-based payment

The variable compensation for the members of the Management Board includes a matching stock program. The matching stock program provides for four annual tranches granted each year during the fiscal year ending September 30, 2014 until September 17, 2017. Participation in the matching stock program requires Management Board members to invest in shares of the Company. The investment has generally to be held for the lock-up period as specified below.

As part of the matching stock program A (the "MSP A") for each share the Management Board invests in the Company in the specific year (subject to general cap), the Management Board members receive a certain number of fictitious options to acquire shares in the Company for each tranche of the matching stock program. The amount of stock options received depends upon a factor to be set by the Supervisory Board annually which will be in a range between 1.0 time and 1.7 times for the outlined time-frame. Thus, if a Management Board member was buying 1,000 shares under the MSP in the Company, he would receive 1,000 to 1,700 fictitious options for a certain tranche. The fictitious options are subject to a lock-up period of four years and may be exercised during a subsequent two-year exercise period.

As part of matching stock program B (the "MSP B") for each share the Management Board holds in the Company in the specific year (subject to a general cap), the Management Board members receive a certain number of fictitious options to acquire shares in the Company for each tranche of the matching stock program. The amount of stock options received depends upon a factor to be set by the Supervisory Board annually which will be in a range between 0.0 times and 0.3 times for the outlined time-



frame. Thus, if a Management Board member was holding 10,000 shares under the MSP in the Company, he would receive 0 to 3,000 fictitious options for a certain tranche. The fictitious options are subject to a lock-up period of four years and may be exercised during a subsequent two-year exercise period. The options may only be exercised if the stock price of the Company exceeds a set threshold for the relevant tranche, which the Supervisory Board will determine, and which needs to be between 10% and 50% growth over the base price, which is the share price on the grant date. If exercised, the fictitious options are transformed into a gross amount equaling the difference between the option price and the relevant stock price multiplied by the number of exercised fictitious options. The generally limited net amount resulting from the calculated gross amount is paid out to the Management Board members.

Alternatively, the Company may decide to buy shares in an amount equaling the net amount in order to settle the exercised options. The maximum gross amounts resulting from the exercise of the fictitious options of one tranche in general is limited in amount. Reinvestment of IPO proceeds from previous equity programs are not taken into account for MSP A.

Share-based payments comprise cash-settled liability awards. Liability awards are measured at fair value at each balance sheet date until settlement and are classified as provisions. The expense of the period comprises the addition to and/or the reversal of the provision between two balance sheet dates and the dividend equivalent paid during the period, and is included in the functional costs.

In the reported period 20 thousand stock options have been granted according to this program. The options have a fair value of approximately €0.2 million as of June 30, 2015.

## **23 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.

The disclosure obligations under IAS 24 furthermore extend to transactions with persons who can exercise 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 of 20% or more in Stabilus, a seat on the Management Board of Stabilus or another key position.

Related parties of the Stabilus Group in accordance with IAS 24 primarily comprise Stabilus Group management.

## **24 Subsequent events**

As of August 14, 2015, there were no further events or developments that could have materially affected the measurement and presentation of Group's assets and liabilities as of June 30, 2015.

## 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, August 14, 2015



Dietmar Siemssen  
Management Board



Mark Wilhelms



Bernd-Dietrich Bockamp



Andreas Schröder

# ADDITIONAL INFORMATION

## FINANCIAL CALENDAR

### Financial calendar

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DATE <sup>1)2)</sup>	PUBLICATION / EVENT
August 17, 2015	Publication of the third-quarter results for fiscal year 2015 (Interim Report Q3 FY 2015)
November 27, 2015	Publication of preliminary financial results for fiscal year 2015
December 21, 2015	Publication of full year results for fiscal year 2015 (Annual Report 2015)

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

<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 2015 comprises a year ending September 30, 2015.

## DISCLAIMER

### Forward-looking statements

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 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).

# INFORMATION RESOURCES

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Further information including news, reports and publications can be found in the Investor Relations section of our website at [www.ir.stabilus.com](http://www.ir.stabilus.com).

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