(Société à responsabilité limitée)

## **Annual Accounts**

For the year ended December 31, 2018

412F, route d'Esch L-2086 Luxembourg

R.C.S.: B 145.990 Share capital: EUR 12,500

#### **Annual Accounts Helpdesk:**

Tel. : (+352) 247 88 494

Email : centralebilans@statec.etat.lu

RCSL Nr.: **B145990** Matricule: **2009 2410 774** 

#### **ABRIDGED BALANCE SHEET**

Financial year from  $_{01}$  01/01/2018 to  $_{02}$  31/12/2018 (in  $_{03}$  EUR )

Project Del Holding S.à r.l.

412F route d'Esch

L-2086 Luxembourg

#### **ASSETS**

			Reference(s)		Current year		Previous year
Α.	Sul	bscribed capital unpaid	1101	101	0.00	102	0.00
	l.	Subscribed capital not called	1103	-5)	0.00	000000	0.00
	II.	Subscribed capital called but unpaid	1105		0.00	0000000000	0.00
В. І	For	mation expenses	1107	107	0.00	108	0.00
<b>C.</b> 1	Fix	ed assets	1109	109	47 102 000.00	110	47 102 000.00
1	l.	Intangible assets	1111	111	0.00	112	0.00
1	II.	Tangible assets	1125	125	0.00	126	0.00
I	III.	Financial assets	1135 Note 3	135	47 102 000.00	136	47 102 000.00
D. (	Cui	rent assets	1151	151	1 225 069.00	152	1 253 457.00
1	l.	Stocks	1153		0.00		0.00
1	II.	Debtors	1163		1 091 910.00		1 091 910.00
		<ul> <li>becoming due and payable within one year</li> </ul>	1203	203	0.00	204	0.00
		<ul> <li>b) becoming due and payable after more than one year</li> </ul>	1205 Note 4	205	1 091 910.00	206	1 091 910.00
I	11.	Investments	1189	189	0.00	190	0.00
ľ	V.	Cash at bank and in hand	1197	197	133 159.00	198	161 547.00
E. F	Pre	payments	1199	199	0.00	200	0.00
		TOTAL	(ASSETS)	201	48 327 069.00	202	48 355 457.00

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**CAPITAL, RESERVES AND LIABILITIES** 

		Reference(s)		Current year		Previous year
A.	. Capital and reserves	1301	301	48 327 069.00	302	48 329 673.00
	I. Subscribed capital	1303 Note 5	2000	12 500.00		12 500.00
	II. Share premium account	1305 Note 6		5 105 551.00		5 105 551.00
	III. Revaluation reserve	1307		0.00		0.00
	IV. Reserves	1309 Note 7		1 250.00		1 250.00
	V. Profit or loss brought forward	1319 Note 7		2-51-13-15 (2-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1		-3 862 908.00
	VI. Profit or loss for the financial year	1321 Note 7	321		-	47 073 280.00
	VII. Interim dividends	1323				0.00
	VIII. Capital investment subsidies	1325	325	0.00		0.00
В.	Provisions	1331	331	0.00	332	2 550.00
C.	Creditors	1435	435	0.00	436	23 234.00
	a) becoming due and payable				430	
	within one year	1453	453	0.00	454	23 234.00
	b) becoming due and payable					
	after more than one year	1455	455	0.00	456	0.00
D.	Deferred income	1403	403	0.00	404	0.00
	TOTAL (CAPITAL, RESERVES AND LIA	BILITIES)	405	48 327 069.00	406	48 355 457.00

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RCSL Nr.: **B145990** Matricule: **2009 2410 774** 

#### ABRIDGED PROFIT AND LOSS ACCOUNT

Financial year from  $_{01}$   $\underline{01/01/2018}$  to  $_{02}$   $\underline{31/12/2018}$   $\underline{(in }_{03}$   $\underline{EUR}$   $\underline{)}$ 

Project Del Holding S.à r.l.

412F route d'Esch

L-2086 Luxembourg

#### **ABRIDGED PROFIT AND LOSS ACCOUNT**

		Reference(s)		Current year		Previous year
1.	to 5. Gross profit or loss	1651 Note 10	651	-10 211.00	652	-26 367.00
6.	Staff costs	1605	605	0.00	606	0.00
	a) Wages and salaries	1607	607	0.00	608	0.00
	b) Social security costs	1609		0.00		0.00
	i) relating to pensions	1653	653	0.00		0.00
	ii) other social security costs	1655		0.00	656	0.00
	c) Other staff costs	1613	613	0.00	614	0.00
7.	Value adjustments	1657	657	0.00	658	0.00
	<ul> <li>a) in respect of formation expenses and of tangible and intangible</li> </ul>					
	fixed assets	1659	659	0.00	660	0.00
	b) in respect of current assets	1661	661	0.00	662	0.00
8.	Other operating expenses	1621	621	0.00	622	0.00

RCSL Nr.: **B145990** 

Matricule:

2009 2410 774

	Reference(s)		Current year		Previous year
9. Income from participating interests	1715	715	6 928 885.00	716	1 091 910.00
a) derived from affiliated undertakings	Note 11		6 928 885.00		1 091 910.00
<ul> <li>b) other income from participating interests</li> </ul>	1719		0.00		0.00
10. Income from other investments and loans forming part of the fixed assets	1721	721	0.00	722	0.00
a) derived from affiliated undertakings	1723		0.00		0.00
b) other income not included under a)	1725	725	0.00	1800.00	0.00
11. Other interest receivable and similar income	1727	727	9 036.00	728	78.00
<ul> <li>a) derived from affiliated undertakings</li> </ul>	1729		0.00	730	0.00
b) other interest and similar income	1731 Note 12	731	9 036.00	732	78.00
12. Share of profit or loss of undertakings accounted for under the equity method	1663	663	0.00	664	0.00
13. Value adjustments in respect of financial assets and of investments held as current assets	1665	665	0.00	666	47 102 000.00
14. Interest payable and similar expenses	1627 Note 14	627	-3 979.00	628	-1 093 806.00
a) concerning affiliated undertakings	1629	629	0.00	630	-1 093 403.00
b) other interest and similar expenses	1631	631	-3 979.00	632	-403.00
15. Tax on profit or loss	1635	635	2 550.00	636	0.00
16. Profit or loss after taxation	1667	667	6 926 281.00	668	47 073 815.00
17. Other taxes not shown under items 1 to 16	1637 Note 15	637	0.00	638	-535.00
18. Profit or loss for the financial year	1669	669	6 926 281.00	670	47 073 280.00

## Notes to the annual accounts as at December 31, 2018

#### 1. General

Project Del Holding S.à r.l. (the "Company"), was incorporated in Luxembourg on April 7, 2009 as a "Société à responsabilité limitée".

The Company has its registered address at 33, Rue du Puits Romain, L-8070 Bertrange, Grand-Duchy Luxembourg and is registered at the Luxembourg trade and company register under number B 145.990. As per 24 April 2019 the registered address changed, as per notary deed dated 24 April 2019, the Company has its registered office to the municipality of Luxembourg City, 412F, route d'Esch, L-2086 Luxembourg.

The object of the Company is the taking of participating interests, in any form whatsoever, in other companies either Luxembourg or foreign, as well as the ownership, management and development of such participating interests. The purpose of the Company is, in particular, the acquisition of any type of securities, whether negotiable or not, stock, bonds, debentures, notes and other securities, including those issued by any Government or any other international, national or local authority, and of any rights attached thereto, either by way of purchase, contribution, subscription, option or in any other manner, as well as the transfer by sale, exchange or in any other manner. Moreover, the Company may proceed to the acquisition and development of connected patents and licences. The Company may borrow in any form and proceed to the issuance of bonds, convertible or non-convertible instruments of whatever kind and debentures, within the limits of law. The Company may grant any assistance, loan, advance, or guarantee to the companies in which it has a direct or indirect participating interest, or to companies being part of the same group of companies as the Company. The Company may further carry out all transactions pertaining directly or indirectly to the taking of participating interests in any form whatsoever in any enterprise or any private corporation as well as to the administration, management, control and development of these participating interests.

The Company's financial year starts from January 1 and ends on December 31.

The Company is exempted from preparing consolidated accounts based on the exemptions provided by article 313 modified by Article 71 of the law of December 19, 2002 of the Luxembourg company law.

#### 2. Summary of significant accounting policies

#### 2.1 Basis of presentation

The annual accounts have been prepared in accordance with the Luxembourg legal and regulatory requirements under the historical cost convention.

## Notes to the annual accounts as at December 31, 2018

Accounting policies and valuation rules are, besides the ones laid down by the Law of 19 December 2002, determined and applied by the Board of Managers.

The preparation of annual accounts requires the use of certain critical accounting estimates. It also requires the Board of Managers to exercise their judgment in the process of applying the accounting policies. Changes in assumptions may have a significant impact on the annual accounts in the period in which the assumptions changed.

Management believes that the underlying assumptions are appropriate and that the annual accounts therefore present the financial position and results fairly.

The Company makes estimates and assumptions that affect the reported amounts of assets and liabilities in the next financial year. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### 2.2 Significant accounting policies

The main valuation rules applied by the Company are the following:

#### 2.2.1. Assets and liabilities

Unless stated otherwise, assets and liabilities have been stated at their historical cost, expressed in EUR.

#### 2.2.2. Debtors

Debtors are valued at their nominal value. They are subject to value adjustments where their recovery is compromised. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

#### 2.2.3. Foreign currency translation

Monetary assets and liabilities are translated at the exchange rates effective at the balance sheet date whereas non-monetary items are converted at the exchange rate effective at the date of the transaction. The realized and unrealized exchange losses are recorded in the profit and loss account. The unrealized exchange gains are recorded in a regularization account, whereas the realized exchange gains are recorded in the profit and loss account at the moment of their realization.

When there is an economic link between an asset and a liability, these are valued in total according to the method described above and the net unrealized losses are recorded in the profit and loss account and the net unrealized gains are booked in a regularization account until the moment of their realization.

## Notes to the annual accounts as at December 31, 2018

#### 2.2.4. Debts

Debts are recorded at their nominal value.

#### 3. Financial fixed assets

As per balance sheet date the Company has invested in the following affiliated undertakings:

	Shareholding %	Net book value (000 EUR)	Country of origin	Net Equity as of 12/31/2018 (000 EUR)	Net result 2018 (000 EUR)
AEES Manufacturera S de RL de CV	100	17,229	Mexico	9,714	957
PK Cables do Brasil Industria e Comercio Ltda	56%	-	Brazil	14,348	(451)
Arneses Y Accesorios de Mexico S de D se RL de CV	100	18,612	Mexico	3,024	2,227
Arneses de Ciudad de Juarez II S de RL de CV	100	1,332	Mexico	345	144
Asesoria Mexicana Empresarial S de RL de CV	100	1,679	Mexico	1,025	169
Cableodos Del Norte II S de RL de CV	100	5,902	Mexico	1,728	614
Manufacturas de Componenios Electricos de Mexico S de R L de C V	100	=	Mexico	37	0
PKC Group de Piedras Negras, S. de R.L. de C.V.	100	2,348	Mexico	326	237
PKC Group Commercial, S. de R.L. de C.V.	100	-	Mexico	226	103
Total		47,102		30,773	4,000

On December 20, 2017 the Board proposed to proceed with a re-evaluation of the shares held by the Company in its subsidiaries. The Managers noted that the net book value of the Subsidiaries shall increase from nil to EUR 47,102,000 at financial year end.

#### 4. Debtors

On September 29, 2017 the Company entered in an Interest free Loan with the Sole Shareholder for the amount of EUR 1,091,910 (equivalent loan amount in USD 1,289,190).

## Notes to the annual accounts as at December 31, 2018

#### 5. Subscribed capital

The subscribed share capital is set at EUR 12,500 (twelve thousand five hundreds euros) consisting of 12,500 (twelve thousand five hundreds) ordinary shares in registered form with a par value of EUR 1.- (one euro) each. During the period under review, the subscribed capital has not changed in amount nor has been there any changes in the shareholders' structure.

#### 6. Share premium and similar premiums

In order to support the holding and financing activity of the Company, the Sole Shareholder, has made with effect on 5 November 2014 a contribution of an amount in cash of EUR 750,000 (seven hundred fifty thousand euros) to the share premium and similar premium account of the Company and more precisely as a capital contribution (apport en capitaux propres non rémunérés par des titres) in the meaning of the Luxembourg standard chart of accounts laid down by the Luxembourg Grand-Ducal Decree of 10 June 2009.

The Sole Shareholder is the holder and sole legal and beneficial owner of 1,227,600 Convertible Preferred Equity Certificates, with par value of EUR 1 each, issued by the Company (the "CPECs"), representing a principal amount of EUR 1,227,600 and accrued yield as at the date hereof of EUR 3,128,950.92, in total amounting to EUR 4,355,551.27 (the "CPECs Aggregate Amount"), which CPECs are governed by the applicable terms and conditions dated 11 June 2009 (the "Terms and Conditions") and which were recorded in the accounting books of the Company under account 19221 (Convertible debenture loans due and payable after more than one year, principal amount) in the meaning of the Luxembourg standard chart of accounts laid down by the Luxembourg Grand-Ducal Decree of 10 June 2009;

It is herewith contemplated to increase the Company's equity by contributing to the Company the aforementioned CPECs in the CPECs Aggregate Amount (the "Capital Contribution") so that, following the execution of the Capital Contribution, the capitalization of the Company shall be increased by the CPECs Aggregate Amount and the total capitalization of the Company shall amount to EUR 5,118,051.27.

It is herewith acknowledged that the Capital Contribution is intended to be made as capital contribution on the existing shares of the Company, for no additional consideration and without the issuance by the Company of new shares in exchange therefor, and to be allotted and recorded in the accounting books of the Company under the Company's special equity reserve account (account 115 – capital contribution without issue of shares) in the meaning of the Luxembourg standard chart of accounts laid down by the Luxembourg Grand-Ducal Decree of 10 June 2009 (the "Special Equity Reserve Account").

## Notes to the annual accounts as at December 31, 2018

#### 7. Legal reserve

Under Luxembourg law, the Company is required to annually appropriate at least 5% of its statutory net profit to a non-distributable legal reserve until the aggregate reserve reaches 10% of the subscribed capital. The appropriation of the legal reserve is effected after approval at the annual general meeting of shareholders.

The movements for the period are as follows:

	Subscribed capital	<u>Share</u> premium	<u>Dividend</u> <u>Paid</u>	<u>Legal</u> reserve	Result brought forward	Result for the year	<u>Total</u>
Opening balance	12,500	5,105,551	•	1,250	(3,862,908)	47,073,280	48,329,673
Allocation of prior year result					47,073,280	(47,073,280)	æ
Dividend Paid			(6,928,885)				(6,928,885)
Current year result						6,926,281	6,926,281
Balance as of 12/31/2018	12,500	5,105,551	(6,928,885)	1,250	43,210,372	47,073,280	48,327,069

#### 8. Provisions

<u>Provisions for Taxation</u>	December 31, 2018	December 31, 2017
Corporate income tax	-	1,965
Net Wealth Tax		585
	•	2,550

## Notes to the annual accounts as at December 31, 2018

#### 9. Creditors

becoming due and payable after more than one year	Principal	Maturity	Imbound wash	<u>December</u>	December
man one year	rincipal	<u>date</u>	<u>Interest rate</u> 1% Fixed	<u>31, 2018</u>	<u>31, 2017</u>
CPECs PKC Wiring			1 % rixed and		
Systems OYJ	1,227,600	11/06/2039	variable		
	.,,	11/00/2007	Valiable _	<del></del>	
				-	

On December 20, 2017 the Shareholder converted the CPECs into capital by contributing the principal representing a principal amount of EUR 1,227,600 and accrued yield as at the date hereof of EUR 3,128,950.92, in total amounting to EUR 4,355,551.27 (the "CPECs Aggregate Amount"),

#### 10. Other external charges

	January 1, 2018 to December 31, 2018	January 1, 2017 to December 31, 2017
Accounting and auditing fees	29,973	19,187
Bank account charges	2,236	1,831
Other fees	885	4,999
Chambre of Commerce fees	350	350
Reversal of operating provisions	(23,233)	-
	10,211	26,367

#### 11. Income from participating interest

On October 1, 2018 the Company received an Interim dividend for the amount of EUR 6,928,885.

## Notes to the annual accounts as at December 31, 2018

#### 12. Other interest receivable and similar income

	January 1, 2018 to December 31, 2018	January 1, 2017 to December 31, 2017
Foreign exchange gain	9,036	78
	9,036	244

#### 13. Value adjustment in respect of financial assets and of investments held as current assets

On December 20, 2017 the Board proposed to proceed with a re-evaluation of the shares held by the Company in its subsidiaries. No further value adjustments were recorded during the financial year ending December 31, 2018.

#### 14. Interest payable and similar expenses

	January 1, 2018 to December 31, 2018	January 1, 2017 to December 31, 2017
Concerning affiliated undertakings		
Interests on loans		1,093,403
Other interest payable and similar charges		
Foreign exchange losses	3,979	403
Bank fees	i <del>-</del>	- -
	3,979	1,093,806

#### 15. Taxation

The Company is subject to all taxes applicable to commercial companies in Luxembourg. During this financial period the company recorded a reversal of prior year provisions for taxes.

#### 16. Staff costs

During the period under review, the Company did not employ any personnel.

## Notes to the annual accounts as at December 31, 2018

#### 17. Subsequent events

There have been no events subsequent to the balance sheet date which would require adjustments of or disclosures in the annual accounts or Notes.

#### 18. Off-balance sheet commitments

There are no off-balance sheet commitments as of 12/31/2018.

## Notes to the annual accounts as at December 31, 2018

# Management Report of the Board of Directors to the Annual General Meeting

To the Shareholder,

In accordance with the law and the Articles of Association, we hereby submit to you for approval the annual accounts of your company as at December 31, 2018.

The company made a profit for the period amounting to EUR 6,926,281. We propose to you to allot it as follows:

Result brought forward

EUR 6,926,281

By special vote, we ask you to grant discharge to the Directors with respect to the period ended December 31, 2018.

Luxembourg, 4 July 2019

For the Board of Directors

Mr. Usama Ajan

Class A Manager

Mr. Matti Yli-O

Class B Manager