

AEES MANUFACTURERA, S. DE R.L. DE C.V.

Financial statements

31 December 2019 and 2018
with independent auditor's report

AEES MANUFACTURERA, S. DE R.L. DE C.V.

Financial statements

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INDEPENDENT AUDITOR'S REPORT

To the Board of Director and Shareholders of
AEES Manufacturera, S. de R.L. de C.V.

Adverse opinion

We have audited the accompanying financial statements of AEES Manufacturera, S. de R.L. de C.V. ("the Company"), which comprise the statement of financial position as at December 31, 2019, and the statement of income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, because of the significance of the matter discussed in the section "Basis for adverse opinion" of our report, the accompanying financial statements does not present fairly, in all material respects, the financial position of AEES Manufacturera, S. de R.L. de C.V. as at December 31, 2019, and its financial performance and its cash flows for the year then ended in accordance with Mexican Financial Reporting Standards ("MFRS").

Basis for adverse opinion

As mentioned in Note 1j) of the attached financial statements, the Company has not incorporated in its financial information as of December 31, 2019 the effects of MFRD D-5 "Leases", which requires recognition on both January 1 and December 31, 2019, lease liabilities to reflect lease payments and right-of-use assets that represent the right to use the underlying assets under those current contracts, such effects are considered material based on the amount and aging of the leases.

We conducted our audit in accordance with International Standards on Auditing ("ISA"). Our responsibilities under those standards are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We are independent of the Company in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Mexico according with the "Código de Ética Profesional del Instituto Mexicano de Contadores Públicos" ("IMCP Code"), and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

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

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation and fair presentation of the accompanying financial statements in accordance with MFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the [consolidated] [unconsolidated] financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The partner in charge of the audit resulting in this independent auditor's report, is who signs it.

Mancera, S.C.
A Member Practice of
Ernst & Young Global Limited



Aldo Villarreal Robledo

San Pedro Garza García, N.L., México.
June 25, 2020.

AEES MANUFACTURERA, S. DE R.L. DE C.V.

Statements of financial position

(Amounts in Mexican pesos)

	As at December 31,	
	2019	2018
Assets		
Current assets:		
Cash	\$ 16,724,102	\$ 1,663,284
Accounts receivable	4,437,413	1,948,764
Related parties (Note 2)	93,398,851	145,404,122
Accounts receivable and other current assets (Note 3)	31,840,226	16,385,159
Total current assets	<u>146,400,592</u>	<u>165,401,329</u>
Non-current assets:		
Leasehold improvements, machinery and equipment, net (Note 4)	116,854,187	89,886,222
Deferred income tax (Note 9)	28,274,409	29,115,836
Other assets	6,159,216	5,643,794
Total non-current assets	<u>151,287,812</u>	<u>124,645,852</u>
Total assets	<u>\$ 297,688,404</u>	<u>\$ 290,047,181</u>
Liabilities and equity		
Current liabilities:		
Suppliers	\$ 54,553,242	\$ 67,223,217
Related parties (Note 2)	2,752,080	3,041,865
Provisions and accrued liabilities (Note 6)	35,255,055	21,565,215
Total current liabilities	<u>92,560,377</u>	<u>91,830,297</u>
Equity (Note 7):		
Share capital	16,649,465	16,649,465
Legal reserve	1,690,209	1,690,209
Retained earnings	186,788,353	179,877,210
Total equity	<u>205,128,027</u>	<u>198,216,884</u>
Total liabilities and equity	<u>\$ 297,688,404</u>	<u>\$ 290,047,181</u>

The accompanying notes are part of these financial statements.

AEES MANUFACTURERA, S. DE R.L. DE C.V.

Statements of income

(Amounts in Mexican pesos)

	For the year ended as at December 31,	
	2019	2018
Revenues:		
Maquila revenues (Note 3)	\$ 682,085,101	\$ 638,713,340
Other income	5,224,159	2,950,336
	<u>687,309,260</u>	<u>641,663,676</u>
Operating expenses:		
Maquila expenses (Note 8)	659,886,281	609,474,825
Operating profit	<u>27,422,979</u>	<u>32,188,851</u>
Net financing cost:		
Interest income (Note 3)	4,953,334	7,249,736
Foreign exchange (loss) gain, net	1,605,945	(1,550,828)
	<u>6,559,279</u>	<u>5,698,908</u>
Income before income tax	33,982,258	37,887,759
Income tax (Note 9)	27,071,115	13,569,891
Net income of the year	<u>\$ 6,911,143</u>	<u>\$ 24,317,868</u>

The accompanying notes are part of these financial statements.

AEES MANUFACTURERA, S. DE R.L. DE C.V.

Statements of changes in equity

For the years ended December 31, 2019 and 2018

(Amounts in Mexican pesos)

	Share capital	Legal reserve	Retained earnings	Total
Balance as at December 31, 2017	\$ 16,649,465	\$ 1,690,209	\$ 210,195,342	\$ 228,535,016
Dividends paid (Note 7d)			(54,636,000)	(54,636,000)
Net income of the year			24,317,868	24,317,868
Balance as at December 31, 2018	16,649,465	1,690,209	179,877,210	198,216,884
Net income of the year			6,911,143	6,911,143
Balance as at December 31, 2019	<u>\$ 16,649,465</u>	<u>\$ 1,690,209</u>	<u>\$ 186,788,353</u>	<u>\$ 205,128,027</u>

The accompanying notes are part of these financial statements.

AEES MANUFACTURERA, S. DE R.L. DE C.V.

Statements of cash flows

(Amounts in Mexican pesos)

	For the year ended as at December 31	
	2019	2018
Operating activities		
Profit before income tax	\$ 33,982,258	\$ 37,887,759
Items not affecting cash flows:		
Depreciation	26,816,850	22,388,078
Gain on sale of machinery and equipment		-
Items related to financing activities:		
Interest income	(4,953,334)	(7,249,736)
Unrealized exchange rate fluctuation	350,537	(611,008)
	<u>56,196,311</u>	<u>52,415,093</u>
Changes in operating assets and liabilities:		
Accounts receivable	(2,488,649)	309,486
Other accounts receivable and other current assets	(425,498)	1,429,183
Related parties	51,715,486	87,839,583
Suppliers	(12,669,975)	(30,192,293)
Income tax paid	(26,229,688)	(14,325,639)
Recoverable taxes	(15,029,569)	7,406,106
Provisions and accrued liabilities	13,339,303	(167,440)
Net cash flows provided by operating activities	<u>64,407,721</u>	<u>104,714,079</u>
Investing activities		
Purchase of machinery and equipment	(53,784,815)	(58,467,876)
Other assets	(515,422)	239,825
Net cash flows used in investing activities	<u>(54,300,237)</u>	<u>(58,228,051)</u>
Financing activities		
Dividends paid	-	(54,636,000)
Interest received	4,953,334	7,249,736
Net cash flows provided by (used in) financing activities	<u>4,953,334</u>	<u>(47,386,264)</u>
Increase (decrease) in cash	15,060,818	(900,236)
Cash at beginning of year	1,663,284	2,563,520
Cash at end of year	<u>\$ 16,724,102</u>	<u>\$ 1,663,284</u>

The accompanying notes are part of these financial statements.

AEES MANUFACTURERA, S. DE R.L. DE C.V.

Notes to the financial statements

At December 2019 and 2018

(Amounts in Mexican pesos, unless otherwise indicated)

1. Nature of operations and summary of significant accounting policies

AEES Manufacturera, S. de R.L. de C.V., (The "Company") was founded in January 2nd, 2001 in accordance with Mexican law under the protection of the maquila program established by the Mexican Government. The Company have plants to perform its activity in Torreón, Piedras Negras and Cd. Acuña, Coahuila and Cd. Juárez, Chihuahua. The company is a subsidiary of Project del Holding, S.A.R.L. and its main activity is to provide a maquila services to AEES Inc. in the fabrication and assembly of electric harnesses and other components to the automotive industry.

The company does not have employees and therefore is not subject to labor obligations.

On October 27, 2015 the Ministry of Economy authorized AEES Manufacturera, S. de R.L. de C.V. to change the modality of its IMMEX Program from Industrial to a Holding Maquiladora Program.; this program includes the companies which provide personal services to AEES. With this authorization, AEES Manufacturera, S. de R.L. de C.V. acquired the quality of a controlling company with a singles IMMEX program in accordance with the Decree of the promotion of the manufacturing industry. Each of the personnel services companies entered into an individual manufacturing contract with its related party to carry out the maquila services.

The Company's operating period and fiscal year is from January 1st, through December 31.

On June 25, 2020, the financial statements and these notes were authorized by the Shared-Service Manager, Fernando Parada, for their issue and subsequent approval by the Company's Board of Directors and Shareholders, who have the authority to modify the financial statements. Information on subsequent events covers the period from 1 January 2019 through the above-mentioned issue date of the financial statements.

Summary of significant accounting policies

a) Compliance with Mexican Financial Reporting Standards ("MFRS")

Except for the mentioned in paragraph 1j), the financial statements as of 31 December 2019 and 2018 have been prepared in accordance with Mexican Financial Reporting Standards ("MFRS" or "Mexican FRS").

b) Basis of preparation

The financial statements as of 31 December 2019 and 2018 have been prepared on a historical cost basis, except for the non-monetary items that were acquired or recognized in the financial statements before 31 December 2007, as such items reflect the cumulative effects of inflation from their initial recognition date through 31 December 2007.

2.

From 1 January 2008 Mexico is considered to have a non-inflationary economic environment, as defined under Mexican FRS B-10 "Effects of inflation". As at 31 December 2019 and 2018, Mexico's cumulative inflation rate for the three prior years was 26% (annual average of 8%), which represents the necessary condition for considering Mexico as having a non-inflationary economic environment. Accordingly, the Company ceased restating its financial statements for inflation as of 1 January 2008.

As determined based on the National Consumer Price Index (NCPI) published by the National Statistical and Geographical Information Agency (INEGI), Mexico's annual inflation rate for 2019 and 2018 is as follows:

	Cumulative inflation for 2018	Cumulative inflation for 2019	Inflation for the year
	(sum of inflation rates for 2016, 2017 and 2018)	(sum of inflation rates for 2017, 2018 and 2019)	(inflation for 2019)
Inflation rates	15.25%	13.17%	2.83%

In accordance with FRS, it corresponds to a non-inflationary economic environment, and require that the financial statements continue been preparing under a historical cost basis.

Current versus non-current classification

The Company presents assets and liabilities in the statement of financial position based on current/non-current classification.

An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle;
- expected to be realized within twelve months after the reporting period;
- held primarily for the purpose of trading, or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle;
- it is held primarily for the purpose of trading;
- it is due to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Company classifies all other liabilities as non-current.

c) Revenue from contracts with customers

The Company is primarily engaged to render maquila services based on a contract with its related party AEES, Inc.

Maquila revenues are recognized at the moment in which the maquila service is rendered in accordance with the contract with their related party AEES, Inc. For the determination of revenues, the company uses a factor of 4.75% profit on the costs and expenses incurred in the maquila process. This factor may be modified at the end of the fiscal year to comply with the transfer pricing requirements in accordance with Articles 179, 180, 181 and 182 of the current Mexican Income Tax Law (MITL).

d) Use of estimates

The preparation of the Company's financial statements in accordance with Mexican FRS requires management to make judgements, estimates and significant assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. The Company based its estimates on the available information at the time the financial statements were prepared. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements:

Impairment in the value of non-financial assets

Impairment exists when the carrying amount of an asset or Cash Generating Unit (CGU) exceeds its recoverable amount, which is the higher of its fair value less costs of disposal or its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a Discounted Cash Flow (DCF) model. The cash flows are derived from the budget for the next five years or more, taking into account that growth rates must not be further than five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

Additional disclosures related to impairment in the value of the Company's non-financial assets are included in:

- Leasehold improvements, machinery and equipment in Note 4.

4.

e) Cash

Cash principally consist of bank deposits.

f) Trade receivables and other accounts receivable

Accounts receivable represent the consideration to which an entity is entitled in exchange for satisfaction of a performance obligation through the transfer of a promised good or service to a customer.

Trade receivables are considered to be financial assets (IFC as are known in Spanish), as they arise from a contract that establishes the contractual obligations of the parties.

Accounts receivable are recognized upon accrual of the transaction giving rise to them, which occurs when control over the promised good or service is transferred to the customer in execution of the terms of the related contract. Accounts receivable are only recognized when they meet the conditions for recognition of the corresponding revenue in accordance with Mexican FRS D-1 Revenue from contracts with customers.

The amount of a receivable can vary because of rebates, discounts or refunds, and the corresponding changes to the consideration amount are recognized at the time the customer becomes entitled to such rebate, discount or refund.

Accounts receivable are initially recognized at the transaction price determined in accordance with Mexican FRS D-1 and subsequently adjusted to the amount of the transaction price that has not been collected from the customer.

Receivables denominated in foreign currency or in another medium of exchange are translated to the Company's functional currency using the rate of exchange prevailing at the reporting date. Changes in the amount of trade receivables arising from exchange rate fluctuations are recognized as part of net financing cost.

Accounts receivable are classified as either short-term or long-term depending on the length of their terms. Accounts receivable that are due within one year of the reporting date (or within the entity's normal business cycle if it exceeds one year) are classified as short-term. All other accounts receivable are classified as long-term.

The Company records an allowance for expected credit losses in profit or loss upon initial recognition of its trade receivables, based on an assessment of their recoverability, and then recognizes the changes to the allowance that arise in each subsequent period.

Related party receivables arising from the sale of goods or services are presented and disclosed separately, since these receivables have special characteristics with respect to their collectability.

Other accounts receivable are initially recognized as they accrue and represent amounts owed to an entity arising from transactions that are unrelated to its normal operations (loans to shareholders, officers and employees, insurance claims, recoverable taxes when the Company is entitled in accordance with the corresponding tax law), and which the entity expects to receive within one year of the reporting date (or within the entity's normal business cycle if it exceeds one year). Other accounts receivable are presented as part of current assets.

Other accounts receivable are measured at the amount of the consideration to which the Company is entitled, which is generally the nominal amount of the receivable at initial recognition, and the uncollected nominal amount upon subsequent recognition.

g) Allowance for expected credit losses

The Company recognizes an allowance for expected credit losses and exercises its judgement to determine the expected credit losses of its trade receivables, taking into consideration its historical credit loss experience, current circumstances, and reasonable and sustainable forecasts of different future quantifiable events that could reduce the future cash flows earned from the Company's receivables.

The Company recognizes the allowance for expected credit losses related to accounts receivable in accordance with Mexican FRS C-16 Impairment of financial assets.

h) Prepaid expenses

Prepaid expenses are recognized for the amount paid at the time this is always done and when it is estimated that the future economic benefit associated flow to the Company. Once the good or service is received, the Company recognizes the amount on prepayments as an asset or expense, depending on whether or not you have the certainty that the purchased goods will generate a future economic benefit.

The Company periodically evaluates the ability of prepaid expenses lose their ability to generate future economic benefits and the recoverability thereof, the amount deemed as unrecoverable is recognized as an impairment loss in income for the period.

i) Leasehold improvements, machinery and equipment

Leasehold improvements, machinery and equipment are initially recognized at their acquisition value. In the case of assets that require a substantial period for use, comprehensive financing cost incurred during the construction and installation of the same is capitalized.

The acquisition value of leasehold improvements, machinery and equipment, net includes costs that have been incurred initially to be acquired or constructed and subsequently incurred to replace or increase its service potential. If an item of machinery and equipment consist of several components with different estimated useful lives, important individual components are depreciated over their individual useful lives.

6.

The depreciation of leasehold improvements, machinery and equipment is determined based on the carrying value, using the straight-line method (since management considers that this method best reflects the use of these assets), based on the estimated useful life, as follow:

	<u>Rate</u>
Machinery and equipment	8%
Leasehold improvements	3%-18%

Leasehold improvements are amortized over their individual useful lives or during the periods covered by the contract, whichever is less.

An item of leasehold improvements, machinery and equipment is derecognized upon disposal or when no future economic benefits are expected from their use or sale. Any gain or loss arising from derecognition of the asset (calculated as the difference between the net revenue from disposal and the carrying amount of the asset) it is included in the statement of comprehensive income when the asset derecognized.

The carrying amount of machinery, equipment and improvements is reviewed whenever there are indicators of impairment in the value of such assets. When the recoverable amount of an asset, which is the higher of the asset's expected net selling price and its value in use (the present value of future cash flows), is less than its net carrying amount, the difference is recognized as an impairment loss.

For the years ended December 31, 2019 and 2018, there were no indicators of impairment.

j) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company should have applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets (based on its materiality).

As of December 31, 2019, the Company did not recognized lease liabilities with the lease payments to be made over the lease term and right of use assets that represents its right to use the underlying assets in accordance with Mexican Financial Reporting Standards ("MFRS" or "Mexican FRS") for the year then ended, those effects are considered significant as per its amount and the length of the leases.

k) Provisions, contingent and commitments

Liabilities are recognized whenever (i) the Company has current obligations (legal or constructive) resulting from a past event, (ii) when it is probable the obligation will give rise to a future cash disbursement for its settlement, and (iii) the amount of the obligation can be reasonably estimated.

When the effect of the value of money over time is significant, the amount of the provision is the present value of the expenditures expected to be required to settle the obligation. The discount rate applied in these cases is pretax and reflects market conditions at the date of statement of financial position and, where appropriate, the risks specific to the liability. In these cases, the increase in the provision is recognized as an interest expense.

Contingent liabilities are recognized only when it is probable they will give rise to a future cash disbursement for their settlement.

Contingent assets are recognized when the realization of income is virtually certain.

l) Exchange differences

Transactions in foreign currency (currencies) are initially translated using the exchange rate(s) prevailing on the day of the initial transactions. Foreign currency denominated assets and liabilities are translated using the exchange rate ruling at the reporting date.

Exchange differences from the transaction date to the time foreign currency denominated assets and liabilities are settled, as well as those arising from the translation of foreign currency denominated balances at the reporting date, are recognized in the statement of income, except for those arising on foreign currency denominated loans obtained for the construction of fixed assets, as such costs are capitalized as borrowing costs during the construction period of the assets.

See Note 5 for the Company's foreign currency consolidated position at the end of each period and the exchange rates used to translate foreign currency denominated balances.

m) Comprehensive income

The comprehensive income is the sum of the net profit or loss, Other Comprehensive Income (OCI) and participation in the OCI of other entities. For the years ended December 31, 2019 and 2018, comprehensive income equals net income for the year.

n) Income tax

Current income tax

Current income tax is recognized as a current liability, net of prepayments made during the year. Current income tax is recognized as an expense in profit or loss, except to the extent that it arises from transactions or other events recognized outside profit or loss, either in comprehensive income or directly in equity.

8.

Deferred income tax

Deferred income tax is calculated using the asset and liability method. Under this method, deferred taxes are recognized on all temporary differences between financial reporting and tax values of assets and liabilities, applying the income tax rate as of the date of the statement of financial position, or the enacted rate at the date of the statement of financial position that will be in effect when the temporary differences giving rise to deferred tax assets and liabilities are expected to be recovered or settled.

The Company periodically evaluates the possibility of recovering deferred tax assets and if necessary, creates a valuation allowance for those assets that do not have a high probability of being realized.

o) Statement of comprehensive income presentation

Costs and expenses shown in the statement of comprehensive income are analyzed by their function, since such classification allows for a more accurate evaluation of the Company's operating and gross profit margins. Although not required to do so under Mexican FRS, the Company includes operating income in the income statement, since this item is an important indicator for evaluating the Company's operating results.

p) Concentration of risk

As at December 31, 2019 and 2018, the Company provides its maquila services exclusively to its related party AEES, Inc. under a maquila program. Accordingly, in the event that the related party no longer requires these services, the Company's operating results could be adversely affected.

q) New accounting pronouncements

1) Standards and Improvements to Mexican FRS issued but not yet effective

The standards that are issued but not yet effective up to the date of issue of the Company's financial statements are disclosed below.

The Company intends to adopt these standards, if applicable, when they become effective.

Mexican FRS B-11 Disposal of Long-lived Assets and Discontinued Operations (effective for annual periods beginning on or after 1 January 2020)

In November 2018, the CINIF issued Mexican FRS B-11 Disposal of long-lived assets and discontinued operations, the purpose of which is to separate the requirements for presentation and disclosure of disposals of long-lived assets (or disposal groups) classified as held for sale, as well as discontinued operations, from the requirements for measurement of long-lived assets established in Bulletin C-15 Accounting for the impairment or disposal of long-lived assets.

The new standard establishes that long-lived assets and certain assets that an entity would normally regard as non-current that are acquired exclusively with the view to resale shall not be classified as current unless they meet the criteria to be classified as held for sale in accordance with Mexican FRS B-11. In addition, for assets classified according to a liquidity presentation of the statement of financial position, under Mexican FRS B-11, non-current assets are those assets expected to be recovered more than twelve months after the reporting date (or within the entity's normal business cycle if it exceeds twelve months).

Mexican FRS B-11 is effective for annual periods beginning on or after 1 January 2020. Early adoption is not permitted.

It is important to note that first-time adoption of Mexican FRS B-11 does not give rise to accounting changes in the financial statements.

Guidance on Mexican FRS 5 Alternatives for Transitioning to Mexican FRS D-5 Leases (effective as of 1 January 2020)

Guidance on Mexican FRS 5 Alternatives for Transitioning to Mexican FRS D-5 Leases contains guidance on accounting for the transition to Mexican FRS D-5 upon initial adoption and provides a number of illustrative examples.

The adoption of Guidance on Mexican FRS 5 had no effect on the Company's financial statements.

Improvements to Mexican FRS for 2020

The improvements with accounting changes related to valuation, disclosures or presentation in the financial statements are as follows:

(i) Mexican FRS D-4 Income taxes and Mexican FRS D-3 Employee benefits

Entities are now required to account for the effects of uncertain tax treatments on their income tax and employee profit sharing. The improvements address matters such as: whether an entity should consider uncertain tax treatments separate or combined basis, the assumptions an entity must make when determining whether the tax treatment will be reviewed by the tax authorities, how an entity should determine its taxable profit, tax base, unused tax losses, unused tax credits and tax rates, methods for estimating the uncertainty, and how an entity should evaluate changes in facts and circumstances.

Since employee profit sharing is determined based on the same tax laws and using practically the same tax base as income tax, the abovementioned considerations related to the effects of uncertainty are also applicable to current and deferred employee profit sharing.

These improvements are effective for annual periods beginning on or after 1 January 2020, with early adoption permitted for annual periods beginning on or after 1 January 2019.

The adoption of these improvements are being analyzed by the Company.

10.

(ii) Mexican FRS D-4 Income taxes

Entities are now required to recognize the tax effects of distributions of dividends in equity, so when an entity recognizes a liability for distribution of dividends, it must also recognize the corresponding income tax liability, if applicable.

This improvement is effective for annual periods beginning on or after 1 January 2020, with early adoption recommended for annual periods beginning on or after 1 January 2019.

(iii) Mexican FRS D-5 Leases

a) Use of a risk free rate to discount future lease payments

Mexican FRS D-5 now includes an option for lessees to measure the lease liability at the commencement date of the lease, at the present value of the lease payments that are not paid at that date using a risk free rate. Lessees must elect whether to apply this option to each lease agreement and, if this option is elected, it must be applied until the end of the lease term.

Mexican FRS D-5 establishes that a risk free rate is the rate that reflects the time value of money under prevailing market conditions established for government bonds with specific maturities; a risk free rate does not take any other risks into account.

b) Separating components of a lease

Limitations were imposed on the use of the practical expedient set forth in Mexican FRS D-5 related to the separation of non-lease components or relatively insignificant components when determining the right of use asset and the lease liability.

The practical expedient establishes that, when it is difficult to separate the components, a lessee may elect, by class of underlying asset, not to separate non-lease components from lease components, and instead account for each lease component and any associated non-lease components as a single lease component. Lessees still may not apply this practical expedient to embedded derivatives that meet the separation criteria in Mexican FRS C-10.

These improvements are effective for annual periods beginning on or after 1 January 2020, with early adoption permitted for annual periods beginning on or after 1 January 2019.

The adoption of these improvements had no effect on the Company's financial statements.

2) New standards, interpretations and Improvements to Mexican FRS effective as at 1 January 2019

The Company did not apply Mexican FRS D-5 Leases (MFRS D-5) and Guidance on Mexican FRS 4 Considerations related to the application of Mexican FRS D-5 Leases for the first time. The nature and effect of the changes arising from the adoption of these new accounting standards are considered important regarding the amount and the length of the leases.

A description of the most relevant effects of the standards effective for annual periods beginning on or after 1 January 2019 is, as follows:

Leases

Mexican FRS D-5 supersedes Bulletin D-5 "Leases" ("Bulletin D-5") and the supplementary application of IFRIC 4 "Determining whether an Arrangement contains a Lease" ("IFRIC 4"). MFRS D-5 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Bulletin D-5.

Lessor accounting under MFRS D-5 is substantially unchanged from Bulletin D-5. Lessors will continue to classify leases using the same classification principle as in Bulletin D-5 and distinguish between two types of leases: operating and finance leases. Therefore, it is not expected impact of MFRS D-5 for leases where the Company is the lessor.

Improvements to Mexican FRS for 2019

(i) Mexican FRS B-9 Interim Financial Reporting

Mexican FRS B-9 Interim Financial Reporting introduces new disclosure requirements for condensed financial statements for an interim period related to the fair value of the Company's financial instruments and revenue from contracts with customers, such as changes in economic and business circumstances that affect the fair value of financial assets and liabilities, transfers between levels of the fair value hierarchy used in measuring the fair value of financial instruments, changes in the classification of financial assets as a result of a change in the purpose or use of those assets or changes in contingent liabilities or contingent assets, regardless of the date of the most recent annual financial report.

These improvements are effective for annual periods beginning on or after 1 January 2019. Any accounting changes arising from the adoption of these improvements are to be recognized prospectively.

The adoption of these new accounting standards had no effect on the Company's financial statements.

Improvements to Mexican FRS for 2018

The improvements with accounting changes related to valuation, disclosures or presentation in the financial statements are as follows:

(i) Mexican FRS B-2 Statement of cash flows

Mexican FRS B-2 introduces a new requirement that entities must now include in the notes to the financial statements, disclosures related to relevant changes in liabilities reported within financing activities that may or may not have required the use of cash or cash equivalents. In addition to the required disclosures, entities also need to include a reconciliation of beginning and ending balances for these items.

12.

These improvements are effective for annual periods beginning on or after 1 January 2018, with early adoption permitted for annual periods beginning on or after 1 January 2017.

(ii) Mexican FRS B-10 Effects of Inflation

Mexican FRS B-10 introduces a new requirement that the notes to the financial statements (whether restated for inflation or not) should, in addition to the cumulative inflation rate for the three prior years and the inflation rate used to determine whether the entity operates in an inflationary or not inflationary economic environment, state the following rates:

- The cumulative inflation rate for three years that includes the two prior years and the current year, which shall be the basis for determining whether the entity will operate in an inflationary economic environment in the following year.
- The inflation rate considered for purposes of preparing the financial statements.

These improvements are effective for annual periods beginning on or after 1 January 2018, with early adoption permitted for annual periods beginning on or after 1 January 2017. The adoption of this standard had no effects on the Company's financial statements.

(iii) Mexican FRS C-6 Property, plant and equipment and Mexican FRS C-8 Intangible assets

These accounting standards establish that the method used for the depreciation or amortization of an asset should reflect the pattern of consumption of the expected future economic benefits and not the pattern of generation of expected future economic benefits.

The standards also establish that the use of a depreciation or amortization method based on the amount of revenue earned from the use of the assets is no longer appropriate, since the amount of that revenue can be dependent on factors other than the pattern of consumption of the economic benefits of the asset. However, unlike Mexican FRS C-6, Mexican FRS-8 does allow entities to use a revenue-based depreciation or amortization method under certain circumstances.

These improvements are effective for annual periods beginning on or after 1 January 2018, however, the adoption of this standard had no effects on the Company's financial statements.

2. Related parties

a) An analysis of balances due from and to related parties as at 31 December 2019 and 2018 is as follows:

	2019	2018
Receivables:		
AEES, Inc. ^(a)	\$ 93,398,851	\$ 145,404,122
Payables:		
AEES, Inc.	\$ 2,752,080	\$ 3,041,865

(a) Accounts receivable from related parties is originated by the maquila services derived from the modality of the IMMEX program of its affiliate such as described in Note 1. As of November 1st, 2015, the company provides maquila services to AEES, Inc.

b) During the years ended 31 December 2019 and 2018, the Company had the following transactions with its related parties:

	2019	2018
Revenue:		
Revenue for maquila service	\$ 682,085,101	\$ 638,713,340
Interest income	4,953,334	7,249,736
Expenses:		
Purchases	59,143,166	31,861,188

3. Accounts receivable and other current assets

At December 31, 2019 and 2018, the accounts receivable and other current assets are as follows:

	2019	2018
Recoverable taxes	\$ 31,342,632	\$ 16,313,063
Prepaid insurance	497,594	72,096
	<u>\$ 31,840,226</u>	<u>\$ 16,385,159</u>

4. Leasehold improvements, machinery and equipment

At December 31, 2019 and 2018, this caption is integrated as follows:

	2019	2018
Machinery and equipment	\$ 214,341,205	\$ 164,392,454
Leasehold improvements	64,408,384	54,683,748
Investments in process	10,420,246	16,308,818
Total investments	<u>289,169,835</u>	<u>235,385,020</u>
Accumulated depreciation	<u>(172,315,648)</u>	<u>(145,498,798)</u>
Total leasehold improvements, machinery and equipment net.	<u>\$ 116,854,187</u>	<u>\$ 89,886,222</u>

Depreciation for the year 2019 and 2018 that was recognized in the income statement amounted to \$26,816,850 and \$22,388,078, respectively.

Investments in process are composed as follows:

	2019	2018
Leasehold improvements	<u>\$ 10,420,246</u>	<u>\$ 16,308,819</u>

14.

The investments in process is due to the optimization of the plant, which it is expected to be completed in a period no longer than one year.

5. Transaction in foreign currency

a) At December 31, 2019 and 2018, the Company has assets and liabilities denominated in US dollars as follows:

	2019	2018
Dollars:		
Monetary assets	US\$ 192,071	US\$ 57,164
Monetary liabilities	(730,322)	(944,183)
Net monetary liability position	US\$ (538,251)	US\$ (887,019)

b) The exchange rates used to convert amounts before national currency were \$18.87 and \$19.64 for the US dollar as of December 31, 2019 and 2018, respectively. At June 25, 2020, date of the financial statements, the exchange rate is \$ 22.66 per dollar.

6. Provisions and accrued liabilities

At December 31, 2019 and 2018, the provisions and accrued liabilities are as follows:

	2019	2018
Income tax	\$ 956,267	\$ 1,239,259
Taxes and contributions payable	34,298,788	20,325,956
	\$ 35,255,055	\$ 21,565,215

7. Equity

a) At December 31, 2019 and 2018, the share capital authorized is Ps. 16,649,465 which is fully subscribed and paid, share capital is unlimited. Both the fixed and the variable portion of capital are represented by shares of Series "B" with nominal value of one peso each and are fully subscribed by foreign investors.

b) In accordance with the Mexican Corporations Act, the Company is required to appropriate at least 5% of the net income of each year to increase the legal reserve. This practice must be continued each year until the legal reserve reaches 20% of the value of the Company's share capital. As at 31 December 2019 and 2018, the company legal reserve is \$1,690,209.

c) Earnings distributed in excess of the Net Reinvested Taxed Profits Account (CUFINRE by its acronym in Spanish) and Net Taxed Profits Account (CUFIN by its acronym in Spanish) balances will be subject to the payment of corporate income tax at the statutory rate at that time. The payment of this tax may be credited against the Company's current income tax.

Dividends paid to individuals and foreign corporations from earnings generated as of 1 January 2014 shall be subject to an additional 10% withholding tax.

d) Dividends paid

At Ordinary Board of Directors and Shareholders celebrated on September 24, 2018, the Shareholders declared dividends of \$54,636,000. Such dividends were paid in cash.

8. Maquila expenses

At December 31, 2019 and 2018, the maquila expenses are as follows:

	2019		2018
Other expenses	165,306,497		113,506,289
Electricity	\$ 108,242,385	\$	106,890,107
Freights	83,624,825		90,901,123
Tools	72,505,458		63,521,569
Maintenance	60,481,407		75,704,709
Contract services	56,757,176		50,697,196
Leases	55,864,904		55,063,935
Production materials	30,286,779		30,801,819
Depreciation	26,816,850		22,388,078
	<u>\$ 659,886,281</u>	<u>\$</u>	<u>609,474,825</u>

9. Impuestos a la utilidad

Income Tax (IT)

The Mexican Income Tax Law (MITL) establishes a corporate income tax rate of 30% for fiscal years 2019 and 2018.

For fiscal year 2019, it is important to mention that the company opted to apply the APA methodology (Fast Track) which is in process to obtain the final resolution from the Tax Authority.

The MITL establishes requirements and limits regarding certain deductions, including restrictions on the deductibility of payroll-related expenses that are considered tax-exempt for employees, contributions to create or increase pension fund reserves, and Mexican Social Security Institute dues that are paid by the Company but that should be paid by the employees. The MITL also establishes that certain payments made to related parties shall not be deductible if they do not meet certain requirements.

16.

On August 29 and October 14, 2019, the Company received a resolutions by the Mexican Tax Authorities (hereinafter "SHCP" as are known in Spanish) for the operation of maquila services carried out with its related party abroad AEES, Inc. for the year ended 2014 and 2015 through notifications with file number 900-06-01-00-00-2019-000617 and 900-06-00-00-00-2019-0000661, respectively, with regard to the inquiries made by the Company in the terms of Article 34-A of the Código Fiscal de la Federación within the Transfer Price Agreement Promotion (APA) submitted to the SHCP, in order to comply with the articles 179 and 180 of the Law on Income tax, pursuant to the third paragraph of article 182 of the statutory provision in comment, the SHCP considers that the Company develop the methodology proposed in that file so that they determine that the transactional margin method of operating income set out in the first paragraph of Article 180, fraction VI of the Law on Income tax is applied for the purpose of determining the price or amount of the operation subject to the APA. Based on the above, the Company has carried out the corresponding calculations for that year in accordance with the time limits granted in such resolution and recorded the corresponding provision in the amount of \$16,129,603. In addition, based on the above, considering the new factor (mark up) for the determination of revenue, the Company submitted additional statements for the years 2016 and 2017 and recorded the corresponding income tax paid for previous years of \$443,829.

For the years ended at December 31, 2019 and 2018, the Company reported a taxable income of \$32,187,521 and \$47,752,129, respectively, on which correspond income tax of \$9,656,256 and \$14,325,639, respectively.

a) An analysis of income tax recognized in profit and loss for the years ended 31 December 2019 and 2018 is as follows:

	2019	2018
Current income tax	\$ 9,656,256	\$ 14,325,639
Prior year income tax	16,573,432	-
Deferred income tax	841,427	(755,748)
	<u>\$ 27,071,115</u>	<u>\$ 13,569,891</u>

b) An analysis of deferred taxes shown in the statement of financial position is as follows:

	2019	2018
Deferred tax assets:		
Provisions and accrued liabilities	\$ 6,496,226	\$ 9,374,953
Leasehold improvements, machinery and equipment, net	21,946,197	19,762,512
Total deferred tax assets	<u>28,442,423</u>	<u>29,137,465</u>
Deferred tax liabilities:		
Prepaid expenses	(168,014)	(21,629)
Total deferred tax liabilities	<u>(168,014)</u>	<u>(21,629)</u>
Deferred tax asset, net	<u>\$ 28,274,409</u>	<u>\$ 29,115,836</u>

A reconciliation of the statutory income tax rate to the effective income tax rate recognized by the Company for financial reporting purposes is as follows:

	2019	2018
Income before income tax	\$ 33,982,258	\$ 37,887,759
Plus (less):		
Annual inflation adjustment	(2,819,331)	(4,708,041)
Non-deductible expenses	3,298,949	225,729
APA adjustment	5,765,812	-
APA and Safe Harbor adjustment from previous years	55,244,772	14,707,534
Others	(5,235,411)	(2,880,011)
Income before income tax	90,237,049	45,232,970
Statutory income tax rate	30%	30%
Total income tax	\$ 27,071,115	\$ 13,569,891
Effective income tax rate	80%	36%

10. Commitments and contingencies

a) Temporary import of merchandise and machinery

According to the Law on Income tax, companies that conduct transactions with related parties are subject to certain limitations and requirements, as to the determination of the agreed prices, as these must be comparable to those that would be used with arm's-length transactions. In the event that the tax authorities will review prices and reject the certain amounts may require, in addition to the collection of the tax, accessories corresponding (updating and surcharges), and penalties on unpaid taxes, which could become even 100% of the amount of contributions updated. The Company's policy is to conduct a transfer pricing study to evaluate the operations carried out with related parties.

b) At December 31, 2019 and 2018, and the date of issuance of these financial statements, the Company as maquiladora industry has the following commitments inherent in the IMMEX program, which have been met:

- Conduct annual sales abroad for a value of USD\$500,000, or its equivalent in national or invoice exports of at least 10% of its total turnover currency.
- Allocate temporarily imported under IMMEX program authorized purposes goods.
- Foreign return the goods within the period determined under the provisions of the Customs Law or the maquila program. At December 31, 2019 and 2018, the Company had under custody temporarily imported inventory owned by his holding company with an approximate value of \$1,014,291,912 and \$1,288,933,551, respectively (unaudited amounts).

18.

- At December 31, 2018, the Company had under custody temporarily imported assets owned by his holding company with an approximate value of \$1,488,864,734 y and \$1,324,935,522 (unaudited amounts).
 - Maintain a control of automated inventory with certain minimum information.
- c) The company leases the building, parking lot and plant used in the operation in accordance with the lease contracts with validity until 2021. The total lease expense is \$55,864,904 in 2019 and \$55,063,935 in 2018. The amount of the annual lease is as follows:

Year	MXN
2020	\$ 79,007,147
2021	23,111,896
2022 - 2023	38,213,107
	<u>\$ 140,332,150</u>

- d) In accordance with current tax legislation, the authorities are entitled to examine the five fiscal years prior to the last statement filed income tax.
- e) According to the Law on Income tax, companies that conduct transactions with related parties are subject to certain limitations and requirements, as to the determination of the agreed prices, as these must be comparable to those that would be used with arm's-length transactions. In the event that the tax authorities will review prices and reject the certain amounts may require, in addition to the collection of the tax, accessories corresponding (updating and surcharges), and penalties on unpaid taxes, which could become even 100% of the amount of contributions updated. The Company's policy is to conduct a transfer pricing study to evaluate the operations carried out with related parties.

11. Subsequent events

On December 31, 2019, China alerted the World Health Organization (WHO) of a new virus (Covid-19 or Coronavirus). On January 30, 2020, the WHO International Health Regulations Emergency Committee declared the outbreak a "Public Health Emergency of International Concern". With the recent and rapid development of the coronavirus outbreak, many countries have required entities to limit or suspend commercial operations and have implemented travel restrictions and quarantine measures. These measures and policies have significantly disrupted (or are expected to disturb) the activities of many entities. As the outbreak continues to progress and evolve, it is challenging currently to predict the extent and duration of its commercial and economic impact. Consequently, these circumstances can present challenges to entities when preparing their financial information.

The administration of the company at the date of issuance of the financial statements is in the evaluation of the economic and operational impact with its business partners.