
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10

**GENERAL FORM FOR REGISTRATION OF SECURITIES
Pursuant to Section 12(b) or (g) of The Securities Exchange Act of 1934**

Adient Ltd

(Exact Name of Registrant as Specified in Its Charter)

England and Wales
(State or Other Jurisdiction of
Incorporation or Organization)

98-1287606
(I.R.S. Employer
Identification No.)

1 Fetter Lane
London, United Kingdom, EC4A 1BR
(Address of Principal Executive Offices)

414-524-1200
(Registrant's telephone number, including area code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
Ordinary Shares, par value £0.01	New York Stock Exchange

**Securities to be registered pursuant to Section 12(g) of the Act:
None**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

**INFORMATION REQUIRED IN REGISTRATION STATEMENT
CROSS-REFERENCE SHEET BETWEEN INFORMATION STATEMENT
AND ITEMS OF FORM 10**

Certain information required to be included herein is incorporated by reference to specifically identified portions of the body of the information statement filed herewith as Exhibit 99.1. None of the information contained in the information statement shall be incorporated by reference herein or deemed to be a part hereof unless such information is specifically incorporated by reference.

Item 1. *Business.*

The information required by this item is contained under the sections of the information statement entitled “Information Statement Summary,” “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” “Business,” “Certain Relationships and Related Person Transactions,” and “Where You Can Find More Information.” Those sections are incorporated herein by reference.

Item 1A. *Risk Factors.*

The information required by this item is contained under the section of the information statement entitled “Risk Factors.” That section is incorporated herein by reference.

Item 2. *Financial Information.*

The information required by this item is contained under the sections of the information statement entitled “Selected Historical Combined Financial Data of Adient,” “Unaudited Pro Forma Condensed Combined Financial Statements,” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Those sections are incorporated herein by reference.

Item 3. *Properties.*

The information required by this item is contained under the section of the information statement entitled “Business.” That section is incorporated herein by reference.

Item 4. *Security Ownership of Certain Beneficial Owners and Management.*

The information required by this item is contained under the section of the information statement entitled “Security Ownership of Certain Beneficial Owners and Management.” That section is incorporated herein by reference.

Item 5. *Directors and Executive Officers.*

The information required by this item is contained under the sections of the information statement entitled “Management” and “Directors.” Those sections are incorporated herein by reference.

Item 6. *Executive Compensation.*

The information required by this item is contained under the sections of the information statement entitled “Compensation Discussion and Analysis” and “Executive Compensation.” Those sections are incorporated herein by reference.

Item 7. *Certain Relationships and Related Transactions.*

The information required by this item is contained under the sections of the information statement entitled “Management” and “Certain Relationships and Related Person Transactions.” Those sections are incorporated herein by reference.

Item 8. *Legal Proceedings.*

The information required by this item is contained under the section of the information statement entitled “Business—Legal Proceedings.” That section is incorporated herein by reference.

Item 9. *Market Price of, and Dividends on, the Registrant’s Common Equity and Related Stockholder Matters.*

The information required by this item is contained under the sections of the information statement entitled “The Separation and Distribution,” “Dividend Policy,” “Capitalization,” and “Description of Adient’s Capital Stock.” Those sections are incorporated herein by reference.

Item 10. *Recent Sales of Unregistered Securities.*

The information required by this item is contained under the sections of the information statement entitled “Description of Material Indebtedness” and “Description of Adient’s Capital Stock—Sale of Unregistered Securities.” Those sections are incorporated herein by reference.

Item 11. *Description of Registrant’s Securities to be Registered.*

The information required by this item is contained under the sections of the information statement entitled “The Separation and Distribution,” “Dividend Policy,” and “Description of Adient’s Capital Stock.” Those sections are incorporated herein by reference.

Item 12. *Indemnification of Directors and Officers.*

The information required by this item is contained under the section of the information statement entitled “Description of Adient’s Capital Stock—Indemnification of Officers and Directors and Insurance.” That section is incorporated herein by reference.

Item 13. *Financial Statements and Supplementary Data.*

The information required by this item is contained under the section of the information statement entitled “Index to Financial Statements” and the financial statements referenced therein. That section is incorporated herein by reference.

Item 14. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.*

None.

Item 15. *Financial Statements and Exhibits.*

(a) *Financial Statements*

The information required by this item is contained under the section of the information statement entitled “Index to Financial Statements” and the financial statements referenced therein. That section is incorporated herein by reference.

(b) Exhibits

See below.

The following documents are filed as exhibits hereto:

Exhibit Number	Exhibit Description
2.1	Form of Separation and Distribution Agreement by and between Johnson Controls and Adient.*
3.1	Form of Memorandum of Association and Amended and Restated Articles of Association of Adient.*
10.1	Form of Transition Services Agreement by and between Johnson Controls and Adient.*
10.2	Form of Tax Matters Agreement by and between Johnson Controls and Adient.*
10.3	Form of Employee Matters Agreement by and between Johnson Controls and Adient.*
10.4	Form of Transitional Trademark License Agreement between Johnson Controls and Adient.*
10.5	Form of Indemnification Agreement (UK) with individual directors and officers.*
10.6	Form of Indemnification Agreement (US) with individual directors and officers.*
10.7	Joint Venture Contract, dated October 22, 1997, between Shanghai Yanfeng Automotive Trim Company, Ltd. and Johnson Controls International, Inc., as amended.**
21.1	List of Subsidiaries.*
99.1	Information Statement of Adient Ltd, preliminary and subject to completion, dated April 26, 2016.**

* To be filed by amendment.

** Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Adient Ltd

By: /s/ R. Bruce McDonald

Name: R. Bruce McDonald

Title: Chairman and Chief Executive Officer

Date: April 26, 2016



, 2016

Dear Johnson Controls Shareholder:

On July 24, 2015, we announced plans to separate our Automotive Seating and Interiors businesses from the rest of Johnson Controls by means of a spin-off of a newly formed company named Adient plc, which will contain our automotive seating and interiors businesses. Johnson Controls, the existing publicly traded company, will continue to manage our building efficiency and power solutions businesses. As two distinct publicly traded companies, Johnson Controls and Adient will be better positioned to capitalize on significant growth opportunities and focus resources on their respective businesses and strategic priorities.

To implement the separation, Johnson Controls will transfer its automotive seating and interiors businesses to Adient, and in return, Adient will issue ordinary shares to Johnson Controls shareholders, pro rata to their respective holdings. Subject to the approval of the Johnson Controls board of directors, each Johnson Controls shareholder will receive one Adient ordinary share for every ten shares of Johnson Controls held as of the close of business on _____, 2016, the record date for the distribution. The distribution will generally be taxable to Johnson Controls shareholders for U.S. federal income tax purposes.

No vote of Johnson Controls shareholders is required for the distribution. You do not need to take any action to receive Adient ordinary shares to which you are entitled as a Johnson Controls shareholder, and you do not need to pay any consideration or surrender or exchange your Johnson Controls shares.

I encourage you to read the attached information statement, which is being provided to all Johnson Controls shareholders who held shares of Johnson Controls on the record date for the distribution. The information statement describes the separation in detail and contains important business and financial information about Adient.

I believe the separation provides tremendous opportunities for our businesses and our shareholders, as we work to continue building long-term shareholder value. We appreciate your continuing support of Johnson Controls, and look forward to your future support of both companies.

Sincerely,

Alex A. Molinaroli
Chairman and Chief Executive Officer
Johnson Controls

, 2016

Dear Future Adient Shareholder:

I am pleased to welcome you as a future shareholder of Adient, whose ordinary shares we intend to list on the New York Stock Exchange under the symbol “ADNT.”

Adient is the global leader in automotive seating and interiors. We are an established and trusted partner for all of the world’s major automakers, helping them differentiate their vehicles to consumers. We are the largest supplier of seats in the growing China market, with 17 joint ventures and 60 manufacturing locations. With approximately 230 locations in 33 countries and approximately 75,000 employees, Adient will deliver 25 million seating systems used on more than 360 nameplates around the globe.

We intend to outpace the growth of the overall automotive industry by leveraging our advantaged global manufacturing footprint, our unique customer mix and strong relationships, our increased focus on innovation and our experienced management team. Our capabilities will create new growth opportunities within and adjacent to the automotive industry.

At the same time, we will continue to increase profitability through a world-class operating system that is driving leadership in cost, quality, launch execution and customer satisfaction.

Our business is less capital intensive than other automotive companies, increasing our financial flexibility and returns on capital. The combination of operating and financial discipline will result in solid and improving cash flow, allowing us to reduce leverage, pay an attractive dividend and support growth investments.

We believe our strengths and discipline will translate into an attractive return for you, our shareholders. Our goal is to provide sustainable, top quartile returns versus the automotive peer group.

We invite you to learn more about Adient and our strategic initiatives by reading the attached information statement. We thank you in advance for your support as a future shareholder of Adient.

Sincerely,

R. Bruce McDonald
Chairman and Chief Executive Officer
Adient

INFORMATION STATEMENT

Adient Ltd

This information statement is being furnished in connection with the distribution to Johnson Controls shareholders of 100% of the ordinary shares of Adient, which will hold directly and/or indirectly the assets and liabilities associated with Johnson Controls' automotive seating and interiors businesses. To implement the distribution, Johnson Controls will transfer its automotive seating and interiors businesses to Adient, and in return, Adient will issue its ordinary shares to Johnson Controls shareholders, pro rata to their respective holdings. The distribution generally will be taxable to Johnson Controls shareholders for U.S. federal income tax purposes.

Subject to the approval of the Johnson Controls board of directors, for every ten shares of Johnson Controls held of record by you as of the close of business on _____, 2016, the record date for the distribution, you will receive one Adient ordinary share. You will receive cash in lieu of any fractional Adient ordinary shares that you would have received after application of the above ratio. As discussed under "The Separation and Distribution—Trading Before Distribution Date," if you sell your Johnson Controls shares in the "regular-way" market after the record date and before the distribution, you also will be selling your right to receive Adient ordinary shares in connection with the separation. We expect the Adient ordinary shares to be distributed to you on _____, 2016. We refer to the date of the distribution of the Adient ordinary shares as the distribution date.

No vote of Johnson Controls shareholders is required for the distribution. Therefore, you are not being asked for a proxy, and you are requested not to send Johnson Controls a proxy, in connection with the distribution. You do not need to pay any consideration, exchange or surrender your existing Johnson Controls shares or take any other action to receive your Adient ordinary shares.

On January 24, 2016, Johnson Controls, Inc. entered into an Agreement and Plan of Merger with Tyco International plc and certain other parties named therein. Pursuant to the merger agreement and subject to the terms and conditions set forth therein, an indirect wholly owned subsidiary of Tyco will merge with and into Johnson Controls, Inc., with Johnson Controls, Inc. surviving as an indirect wholly owned subsidiary of Tyco. At the effective time of the merger (or as soon as possible thereafter), Tyco will change its name to "Johnson Controls plc" and will trade under the ticker "JCI." It is currently expected that the distribution of Adient ordinary shares will occur after the consummation of this merger, and that the record date for the distribution and the distribution date will be set following the merger. As a result, former shareholders of both Johnson Controls, Inc. and Tyco who hold shares of the combined company as of the record date will receive Adient ordinary shares in the distribution. References to "Johnson Controls" in this information statement therefore refer to Johnson Controls, Inc. prior to the merger and refer to Johnson Controls plc after the merger.

There is no current trading market for Adient ordinary shares, although Adient expects that a limited market, commonly known as a "when-issued" trading market, will develop on or shortly before the record date for the distribution, and Adient expects "regular-way" trading of Adient ordinary shares to begin on the first trading day following the completion of the distribution. Adient intends to apply to have its ordinary shares authorized for listing on the New York Stock Exchange under the symbol "ADNT." Following the spin-off, Johnson Controls will continue to trade on the New York Stock Exchange under the symbol "JCI."

In reviewing this information statement, you should carefully consider the matters described under the caption "Risk Factors" beginning on page 19.

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or determined if this information statement is truthful or complete. Any representation to the contrary is a criminal offense.

This information statement does not constitute an offer to sell or the solicitation of an offer to buy any securities.

This document is not a prospectus within the meaning of the Companies Act 2014 of Ireland, the Prospectus Directive (2003/71/EC) Regulations 2005 of Ireland (as amended) or the Prospectus Rules issued by the Central Bank of Ireland. No offer of shares to the public is made, or will be made, that requires the publication of a prospectus pursuant to Irish prospectus law within the meaning of the above legislation. This document has not been approved or reviewed by or registered with the Central Bank of Ireland or any other competent authority or regulatory authority in the European Economic Area. This document does not constitute investment advice or the provision of investment services within the meaning of the European Communities (Markets in Financial Instruments) Regulations 2007 of Ireland (as amended) or the Markets in Financial Instruments Directive (2004/39/EC). Neither Johnson Controls nor Adient is an authorized investment firm within the meaning of the European Communities (Markets in Financial Instruments) Regulations 2007 of Ireland (as amended) or the Markets in Financial Instruments Directive (2004/39/EC) and the recipients of this document should seek independent legal and financial advice in determining their actions in respect of or pursuant to this document.

The date of this information statement is _____, 2016.

This information statement was first mailed to Johnson Controls shareholders on or about _____, 2016.

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NOTE REGARDING THE USE OF CERTAIN TERMS, TRADEMARKS, TRADE NAMES AND SERVICE MARKS

Unless otherwise indicated, references to “Johnson Controls” in this information statement refer to Johnson Controls, Inc. and its subsidiaries or, after the completion of the merger of Johnson Controls, Inc. with an indirect wholly owned subsidiary of Tyco International plc, Johnson Controls plc and its subsidiaries. References to “Adient” in this information statement refer to Adient Ltd and its subsidiaries or, after the re-registration of Adient Ltd as a public limited company, Adient plc and its subsidiaries. References in this information statement to the “separation” refer to the separation of the automotive seating and interiors businesses from the rest of Johnson Controls and the creation, as a result of the distribution, of an independent, publicly traded company, Adient, which will hold the assets and liabilities associated with the automotive seating and interiors businesses after the distribution. References in this information statement to the “distribution” refer to the dividend on Johnson Controls shares outstanding on the record date that will be satisfied by Adient’s issuance of its ordinary shares to the persons entitled to receive the dividend. Adient owns or has rights to use the trademarks, service marks and trade names that it uses in conjunction with the operation of its business. Some of the more important trademarks that Adient owns or has rights to use that appear in this information statement include: ADIENT and RECARO, which may be registered or trademarked in the United States and other jurisdictions. Each trademark, trade name or service mark of any other company appearing in this information statement is, to our knowledge, owned by such other company. Solely for convenience, the trademarks, service marks and trade names referred to in this information statement are listed without the ® and ™ symbols, but we will assert, to the fullest extent under applicable law, our right to use such trademarks, service marks and trade names.

QUESTIONS AND ANSWERS ABOUT THE SEPARATION AND DISTRIBUTION

What is Adient and why is Johnson Controls distributing Adient ordinary shares?

Adient was formed to hold Johnson Controls' automotive seating and interiors businesses. The separation of the automotive seating and interiors businesses from Johnson Controls and the distribution of Adient ordinary shares are intended to create two separate, publicly traded companies, each of which will be able to focus exclusively on its own businesses and their distinct needs. Johnson Controls and Adient expect that the separation will result in enhanced long-term performance of each business for the reasons discussed in the sections entitled "The Separation and Distribution—Reasons for the Separation."

Why am I receiving this document?

Johnson Controls is delivering this document to you because you are a holder of Johnson Controls shares. If you are a holder of Johnson Controls shares as of the close of business on [redacted], 2016, the record date of the distribution, you will be entitled to receive one Adient ordinary share for every ten shares of Johnson Controls that you held at the close of business on such date. This document will help you understand how the separation and distribution will affect your post-separation ownership in Johnson Controls and Adient, respectively.

How will the separation of the automotive seating and interiors businesses from Johnson Controls work?

Johnson Controls will transfer its automotive seating and interiors businesses to Adient, and in return, Adient will issue its ordinary shares to Johnson Controls shareholders, pro rata to their respective holdings. For the purposes of Irish corporate law, this will be treated as Johnson Controls having declared a dividend in specie, or a non-cash dividend, to its shareholders and satisfying that obligation by procuring the delivery of the Adient ordinary shares to Johnson Controls shareholders. Immediately following the distribution, the persons entitled to receive Adient ordinary shares in the distribution will own all of Adient's outstanding ordinary shares.

Will former Tyco shareholders who are holders of record of the combined company receive Adient ordinary shares in the distribution?

Yes. On January 24, 2016, Johnson Controls, Inc. entered into an Agreement and Plan of Merger with Tyco International plc and certain other parties named therein. Pursuant to the merger agreement and subject to the terms and conditions set forth therein, an indirect wholly owned subsidiary of Tyco will merge with and into Johnson Controls, Inc., with Johnson Controls, Inc. surviving as an indirect wholly owned subsidiary of Tyco. At the effective time of the merger (or as soon as possible thereafter), Tyco will change its name to "Johnson Controls plc" and will trade under the ticker "JCI." It is currently expected that the distribution of Adient ordinary shares will occur after the consummation of this merger, and that the record date for the distribution and the distribution date will be set following the merger. As a result, former shareholders of both Johnson Controls, Inc. and Tyco who hold shares of the combined company as of the record date will receive Adient ordinary shares in the distribution. References to "Johnson Controls" in this information statement therefore refer to Johnson Controls, Inc. prior to the merger and refer to Johnson Controls plc after the merger.

What is the record date for the distribution?

The record date for the distribution will be _____, 2016.

When will the distribution occur?

It is expected that all of the ordinary shares of Adient will be distributed on _____, 2016 to holders of record of Johnson Controls shares at the close of business on _____, 2016, the record date for the distribution.

What do shareholders need to do to participate in the distribution?

Shareholders of Johnson Controls as of the record date for the distribution will not be required to take any action to receive Adient ordinary shares in the distribution, but you are urged to read this entire information statement carefully. No shareholder approval of the distribution is required. You are not being asked for a proxy. You do not need to pay any consideration, exchange or surrender your existing Johnson Controls shares or take any other action to receive your Adient ordinary shares. Please do not send in your Johnson Controls share certificates. The distribution will not affect the number of outstanding Johnson Controls shares or any rights of Johnson Controls shareholders, although it may affect the market value of each outstanding share of Johnson Controls.

How will ordinary shares of Adient be issued?

You will receive Adient ordinary shares through the same channels that you currently use to hold or trade Johnson Controls shares, whether through a brokerage account, 401(k) plan or other channel. Receipt of Adient ordinary shares will be documented for you in the same manner that you typically receive shareholder updates, such as monthly broker statements and 401(k) statements. If you own Johnson Controls shares as of the close of business on _____, 2016, the record date for the distribution, including shares owned in certificate form or through the Johnson Controls dividend reinvestment plan, Johnson Controls, with the assistance of _____, the distribution agent, will electronically distribute ordinary shares of Adient to you or to your brokerage firm on your behalf in book-entry form. _____ will mail you a book-entry account statement that reflects your ordinary shares of Adient, or your bank or brokerage firm will credit your account for the shares.

How many ordinary shares of Adient will I receive in the distribution?

Subject to the approval of the Johnson Controls board of directors, you will receive one Adient ordinary share for every ten shares of Johnson Controls held by you as of the close of business on the record date for the distribution. Based on approximately _____ million outstanding shares of Johnson Controls as of _____, 2016, a total of approximately _____ million Adient ordinary shares will be distributed. For additional information on the distribution, see “The Separation and Distribution.”

Will Adient issue fractional shares in the distribution?

No. Adient will not issue fractional shares in the distribution. Fractional shares that Johnson Controls shareholders would otherwise have been entitled to receive will be aggregated and sold in the public market by the distribution agent. The aggregate net cash proceeds of these sales will be distributed pro rata (based on the fractional share such holder would otherwise be entitled to receive) to those shareholders who would otherwise have been entitled to receive fractional shares. Recipients of cash in lieu of fractional shares will not be entitled to any interest on the amounts of payment made in lieu of fractional shares.

What are the conditions to the distribution?

The distribution is subject to the satisfaction (or waiver by Johnson Controls in its sole discretion) of the following conditions:

- the transfer of assets and liabilities from Johnson Controls to Adient shall be completed in accordance with the separation and distribution agreement;
- Adient shall have completed a cash transfer to Johnson Controls totaling \$ _____ and Johnson Controls shall be satisfied that it has no liability under the financing transactions entered into by Adient in connection with the separation;
- the U.S. Securities and Exchange Commission, or the SEC, shall have declared effective the registration statement of which this information statement forms a part, and this information statement shall have been made available to the Johnson Controls shareholders;
- all actions or filings necessary or appropriate under applicable U.S. federal, U.S. state or other securities laws shall have been taken and, where applicable, have become effective or been accepted by the applicable governmental entity;
- the transaction agreements relating to the separation shall have been duly executed and delivered by the parties;
- no order, injunction, or decree issued by any court of competent jurisdiction or other legal restraint or prohibition preventing the consummation of the separation, distribution or any of the related transactions shall be in effect;
- the ordinary shares of Adient to be distributed shall have been accepted for listing on the New York Stock Exchange, subject to official notice of distribution; and
- no other event or development shall exist or have occurred that, in the judgment of the Johnson Controls board of directors, in its sole discretion, makes it inadvisable to effect the separation, distribution and other related transactions.

Johnson Controls and Adient cannot assure you that any or all of these conditions will be met and may also waive any of the conditions to the distribution. In addition, Johnson Controls can decline at any time to go forward with the separation. For a complete discussion of all of the conditions to the distribution, see “The Separation and Distribution—Conditions to the Distribution.”

What is the expected date of completion of the separation?

The completion and timing of the separation are dependent upon a number of conditions. It is expected that the ordinary shares of Adient will be distributed on _____, 2016 to the holders of record of shares of Johnson Controls at the close of business on _____, 2016, the record date for the distribution. However, no assurance can be provided as to the timing of the separation or that all conditions to the distribution will be met.

Can Johnson Controls decide to cancel the distribution of Adient ordinary shares even if all the conditions have been met?

Yes. The distribution is subject to the satisfaction or waiver of certain conditions. See the section entitled “The Separation and Distribution—Conditions to the Distribution.” Until the distribution has occurred, Johnson Controls has the right to terminate the distribution, even if all of the conditions are satisfied.

What if I want to sell my Johnson Controls shares or my Adient ordinary shares?

You should consult with your financial advisors, such as your stockbroker, bank or tax advisor.

What is “regular-way” and “ex-distribution” trading of Johnson Controls shares?

Beginning on or shortly before the record date for the distribution and continuing up to and through the distribution date, it is expected that there will be two markets in Johnson Controls shares: a “regular-way” market and an “ex-distribution” market. Shares of Johnson Controls that trade in the “regular-way” market will trade with an entitlement to Adient ordinary shares distributed pursuant to the distribution. Shares that trade in the “ex-distribution” market will trade without an entitlement to Adient ordinary shares distributed pursuant to the distribution. If you decide to sell any shares of Johnson Controls before the distribution date, you should make sure your stockbroker, bank or other nominee understands whether you want to sell your shares of Johnson Controls with or without your entitlement to Adient ordinary shares pursuant to the distribution.

Where will I be able to trade ordinary shares of Adient?

Adient intends to apply to list its ordinary shares on the New York Stock Exchange under the symbol “ADNT.” Adient anticipates that trading in its ordinary shares will begin on a “when-issued” basis on or shortly before _____, 2016, the record date for the distribution, and will continue up to and through the distribution date and that “regular-way” trading in Adient ordinary shares will begin on the first trading day following the completion of the separation. If trading begins on a “when-issued” basis, you may purchase or sell Adient ordinary shares up to and through the distribution date, but your transaction will not settle until after the distribution date. Adient cannot predict the trading prices for its ordinary shares before, on or after the distribution date.

What will happen to the listing of Johnson Controls shares?

Johnson Controls shares will continue to trade on the New York Stock Exchange after the distribution under the symbol “JCI.”

Will the number of Johnson Controls shares that I own change as a result of the distribution?

No. The number of Johnson Controls shares that you own will not change as a result of the distribution.

Will the distribution affect the market price of my Johnson Controls shares?

Yes. As a result of the distribution, Johnson Controls expects the trading price of Johnson Controls shares immediately following the distribution to be lower than the “regular-way” trading price of such shares immediately prior to the distribution because the trading price will no longer reflect the value of the automotive seating and interiors businesses. There can be no assurance that the aggregate market value of the Johnson Controls shares and the Adient ordinary shares following the separation will be higher or lower than the market value of Johnson Controls shares if the separation and distribution did not occur. This means, for example, that the combined trading prices of ten shares of Johnson Controls and one Adient ordinary share after the distribution may be equal to, greater than or less than the trading price of ten Johnson Controls shares before the distribution.

What are the material U.S. federal income tax consequences of the distribution?

The distribution will be taxable for U.S. federal income tax purposes. An amount equal to the fair market value of the Adient ordinary shares received by you in the distribution (including any fractional shares deemed received and any ordinary shares withheld on account of any Irish withholding taxes) will be treated as a taxable dividend to the extent of your ratable share of current and accumulated earnings and profits of Johnson Controls for the taxable year of the distribution. To the extent that the fair market value of such Adient ordinary shares exceeds your ratable share of such earnings and profits, any such excess will be treated first as a nontaxable return of capital to the extent of your tax basis in Johnson Controls shares, and thereafter as capital gain recognized on a sale or exchange of such shares. You should consult your own tax advisor as to the particular consequences of the distribution to you, including the applicability and effect of any U.S. federal, state and local tax laws, as well as any foreign tax laws. For more information regarding the material U.S. federal income tax consequences of the distribution, see the section entitled “Material U.S. Federal Income Tax Consequences.”

What will Adient’s relationship be with Johnson Controls following the separation?

Adient will enter into a separation and distribution agreement with Johnson Controls to effect the separation and provide a framework for Adient’s relationship with Johnson Controls after the separation and will enter into certain other agreements, such as a transition services agreement, a tax matters agreement, an employee matters agreement and a transitional trademark license agreement. These agreements will provide for the separation between Adient and Johnson Controls of the assets, employees, liabilities and obligations (including its investments, property and employee benefits and tax-related assets and liabilities) of Johnson Controls and its subsidiaries attributable to periods prior to, at and after Adient’s separation from Johnson Controls and will govern the relationship between Adient and Johnson Controls subsequent to the completion of the separation. For additional information regarding the separation and distribution agreement and other transaction agreements, see the sections entitled “Risk Factors—Risks Related to the Separation” and “Certain Relationships and Related Person Transactions.”

Who will manage Adient after the separation?

Adient will benefit from a management team with an extensive background in the automotive seating and interiors businesses. Led by R. Bruce McDonald, who will be Adient's Chairman and Chief Executive Officer after the separation, Adient's management team will possess deep knowledge of, and extensive experience in, its industry. For more information regarding Adient's management, see "Management."

Are there risks associated with owning Adient ordinary shares?

Yes. Ownership of Adient ordinary shares is subject to both general and specific risks relating to Adient's business, the industry in which it operates, the separation from Johnson Controls and Adient's status as a separate, publicly traded company. These risks are described in the "Risk Factors" section of this information statement beginning on page 19. You are encouraged to read that section carefully.

Does Adient plan to pay dividends?

Adient currently expects that it will pay a regular cash dividend in line with industry practice after considering the dividend levels within its peer group and overall within the equity markets. The declaration and payment of any dividends in the future by Adient will be subject to the sole discretion of its board of directors and will depend upon many factors. See "Dividend Policy."

Will Adient incur any indebtedness prior to or at the time of the distribution?

Adient intends to enter into certain financing arrangements prior to or concurrently with the separation and distribution. A description of such financing arrangements will be included in an amendment to the registration statement of which this information statement is a part. See "Description of Material Indebtedness" and "Risk Factors—Risks Related to the Separation."

Who will be the distribution agent, transfer agent and registrar for the Adient ordinary shares?

The distribution agent, transfer agent and registrar for the Adient ordinary shares will be . For questions relating to the transfer or mechanics of the share distribution, you should contact toll free at or non-toll free at .

Where can I find more information about Johnson Controls and Adient?

Before the distribution, if you have any questions relating to Johnson Controls' business performance, you should contact:

Johnson Controls
Shareholder Services X-76
5757 North Green Bay Ave.
Milwaukee, Wisconsin 53209-4408
(800) 524-6220

After the distribution, Adient shareholders who have any questions relating to Adient's business performance should contact Adient at:

Adient
Attention: Adient Shareholder Services
833 East Michigan Street
Milwaukee, Wisconsin 53202
() -

The Adient investor Web site www. .com will be operational as of , 2016.

INFORMATION STATEMENT SUMMARY

Except as otherwise indicated or unless the context otherwise requires, the information included in this information statement about Adient assumes the completion of all of the transactions referred to in this information statement in connection with the separation and distribution. Unless the context otherwise requires, references in this information statement to “Adient” refer to Adient Ltd, currently a private limited company organized under the laws of England and Wales, and its subsidiaries or, after the re-registration of Adient Ltd as a public limited company, Adient plc and its subsidiaries. Unless the context requires otherwise, references to Adient’s historical business and operations refer to the business and operations of Johnson Controls’ automotive seating and interiors businesses as they were historically managed as part of Johnson Controls and its subsidiaries prior to completion of the separation. References in this information statement to “Johnson Controls” refer to Johnson Controls, Inc., a Wisconsin corporation, and its subsidiaries or, after the completion of the merger of Johnson Controls, Inc. with an indirect wholly owned subsidiary of Tyco International plc, Johnson Controls plc, a public limited company organized under the laws of Ireland, and its subsidiaries, unless the context otherwise requires. References in this information statement to the “separation” refer to the separation of the automotive seating and interiors businesses from Johnson Controls and the creation, as a result of the distribution, of an independent, publicly traded company, Adient, which will hold the assets and liabilities associated with the automotive seating and interiors businesses after the distribution. References in this information statement to the “distribution” refer to the dividend on shares of Johnson Controls outstanding on the record date that will be satisfied by Adient’s issuance of its ordinary shares to the persons entitled to receive the dividend.

Business

Adient is the world’s largest automotive seating supplier. Adient has a leading market position in the Americas, Europe and China, and has longstanding relationships with the largest global original equipment manufacturers, or OEMs, in the automotive space. Adient’s proprietary technologies extend into virtually every area of automotive seating solutions, including complete seating systems, frames, mechanisms, foam, head restraints, armrests, trim covers and fabrics. Adient will be an independent seat supplier with global scale and the capability to design, develop, engineer, manufacture and deliver complete seat systems and components in every major automotive producing region in the world. Adient also participates in the automotive interiors market primarily through its joint venture in China, Yanfeng Global Automotive Interior Systems Co., Ltd., or YFAI.

The current legal and commercial name of Adient is Adient Ltd. Adient was organized under the laws of England and Wales on December 17, 2015 as a private limited company, but will be re-registered as a public limited company prior to the distribution.

Adient designs, manufactures and markets a full range of seating systems and components for passenger cars, commercial vehicles and light trucks, including vans, pick-up trucks and sport/crossover utility vehicles. Adient also supplies high performance seating systems to the international motorsports industry through its award winning RECARO brand of products. Adient operates approximately 230 wholly- and majority-owned manufacturing or assembly facilities, with operations in 33 countries. Additionally, Adient has partially-owned affiliates in China, Asia, Europe and North America.

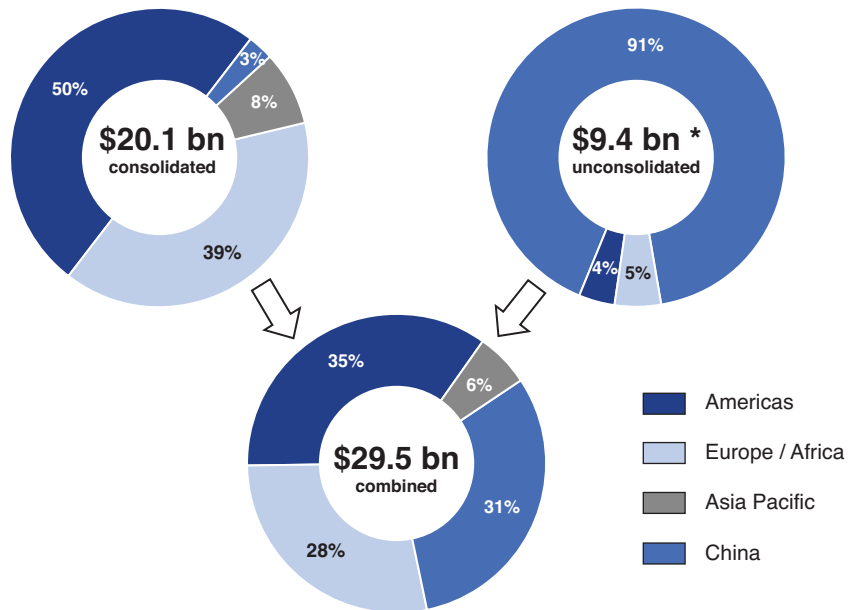
In fiscal 2015, the operations that will constitute Adient accounted for 54% of Johnson Controls’ consolidated net sales and 36% of Johnson Controls’ consolidated segment income.

Adient’s business model is focused on developing and maintaining long-term customer relationships, which has allowed Adient to successfully grow with leading global OEMs, including BMW, Daimler AG, Fiat Chrysler Automobiles, Ford Motor Company, General Motors Company, Honda Motor Company, Hyundai Motor Company, Jaguar Land Rover, Kia Motor Company, Mazda Motor Company, Mitsubishi Motors, Nissan Motor Company, PSA Peugeot Citroen, Renault, Suzuki, Toyota Motor Corporation, Volkswagen AG and Volvo. Adient also supplies most of the growing regional

OEMs such as BAIC Motor Co., Ltd., Brilliance Auto Group, Changan Automobile (Group) Co., Ltd., FAW Group Corporation, Great Wall Motors Company Limited, SAIC Motor Corporation Limited, Tata Motors Limited and Zhejiang Geely Holding Group Co., Ltd and newer auto manufacturers such as Tesla Motors, Inc. Adient and its engineers work closely with customers as vehicle platforms are developed, which results in close ties with key decision makers at OEM customers.

In fiscal 2015, 50% of Adient’s consolidated revenue was derived from the Americas, 39% from Europe and Africa, 8% from Asia Pacific and 3% from China. Adient’s unconsolidated revenue was primarily from joint ventures in China. Adient’s regional balance is evident when Adient’s consolidated and unconsolidated sales are viewed together.

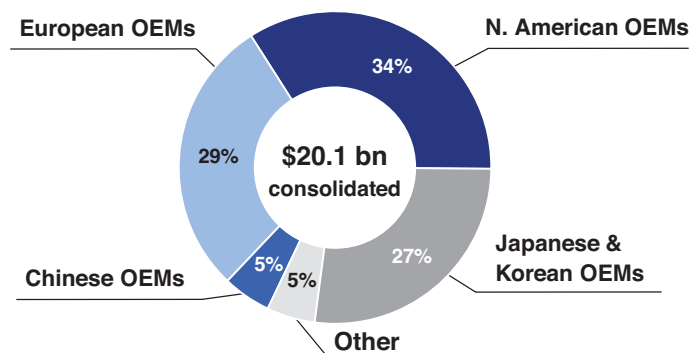
2015 Fiscal Sales



* includes YFAI sales for only the period from July 2, 2015 to September 30, 2015.

In fiscal 2015, 29% of Adient’s consolidated revenue was attributable to European OEMs, 27% to Japanese and Korean OEMs, 5% to Chinese OEMs and 34% to North American OEMs. This balanced portfolio has allowed Adient to effectively manage OEM share gains and losses and has provided protection against regional economic cycles.

2015 Fiscal Sales



Adient has a leading market share position in China with a portfolio of successful joint venture partnerships with key Chinese OEM partners. Adient is the largest supplier of “just-in-time” seating in China. Adient operates through 17 joint ventures and has 60 manufacturing locations in 32 cities, which are supported by additional technical centers. Adient participates in the automotive interiors market through its approximately 30% equity interest in YFAI. YFAI is the world’s largest supplier of automotive interiors generating revenue through the sale of instrument panels, floor consoles, door panels, overhead consoles, cockpit systems, decorative trim and other products. YFAI supplies automotive interior products to a majority of the world’s major OEMs.

For the three months ended December 31, 2015, Adient generated revenue of \$4.2 billion and net income attributable to Adient of \$137 million, as compared to revenue of \$5.3 billion and net income attributable to Adient of \$182 million generated for the three months ended December 31, 2014. For the fiscal year ended September 30, 2015, Adient generated revenue of \$20.1 billion and net income attributable to Adient of \$475 million, as compared to revenue of \$22.0 billion and net income attributable to Adient of \$307 million generated for the fiscal year ended September 30, 2014. The lower revenue in the first quarter of fiscal year 2016 and for the full fiscal year 2015 compared to the corresponding prior periods results primarily from the completion of the YFAI joint venture on July 2, 2015 and the unfavorable impact of foreign currency translation.

Competitive Strengths

Adient possesses a number of competitive advantages that distinguish it from its competitors, including:

- *Global Market Leadership.* Adient has leading market shares in the automotive seating markets in North America and Europe, and a leading market share in China, the world’s largest and one of the fastest-growing automotive markets. Management estimates Adient’s automotive seating market share to be at least 35% in both North America and Europe. IHS Inc. estimates Adient’s automotive seating market share to be approximately 45% in China, which is greater than any of Adient’s competitors.
- *Longstanding Customer Relationships with Leading Global OEMs.* Adient does business with all major global OEM customers, and in many cases, works closely with those customers to develop a seating solution integrated into the overall vehicle appearance and architecture. As a result, the people and businesses of Adient have been recognized for their leadership by many awards from the industry and from customers, including:
 - 2015 Hyundai-Kia Technology 5 Star certification to Johnson Controls Automotive Korea for achieving the highest level of research and development;
 - 2015 J.D. Power Award Highest Quality Seating in three vehicle segments: the luxury SUV segment for the Land Rover Evoque, the mass market midsize/large car segment for the Kia Cadenza and the mass market midsize/large SUV segment for the Hyundai Santa Fe;
 - 2015 Toyota Superior Toyota New Global Architecture Promotion Award for developing a next-generation front seat structure meeting Toyota’s increased safety requirements and reducing weight, complexity of components and costs;
 - 2015 Automotive Interiors Expo Supplier of the Year (second time), as determined by an independent panel of international automobile journalists;
 - 2015 Nissan Japan Regional Quality Award to Johnson Controls Japan (second consecutive year);

- 2014 General Motors Supplier of the Year Award and Overdrive Award (fifth time) for, among other things, its collaboration with General Motors to execute continuous improvement and deliver sustainable value in General Motors' seats;
- 2014 FCA US LLC Diversity Supplier Development Supplier of the Year and Technical Cost Reduction Supplier of the Year;
- 2014 J.D. Power Award Highest Quality Seating in three vehicle segments: the luxury SUV segment for the Land Rover Evoque and the Porsche Cayenne, the mass market truck/van segment for the Ford F-150 Light Duty and the F-250/350 Super Duty trucks and the mass market midsize/large SUV segment for the Honda Pilot;
- 2014 J.D. Power Award Highest Quality Seating in the mass market truck/van vehicle segment for the Toyota Tacoma and Toyota Tundra awarded to Avanzar Interior Technologies, Ltd, a joint venture of Adient;
- 25 awards in 2014 from 11 OEM customers in China, including Excellence Supplier Award, Top 10 Supplier Award, Quality Award, Truck Excellence Supplier Award and Supply Chain Integration Award;
- 2013 Minority Manufacturer of the Year award to Bridgewater Interiors, a joint venture of Adient, an award by the U.S. Department of Commerce's Minority Business Development Agency;
- 2013 J.D. Power Award Highest Quality Seating in two vehicle segments: the mass market midsize/large SUVs for the Toyota Venza and Hyundai Santa Fe and the mass market trucks/vans for the Ford F-250/350 Super Duty; and
- 28 awards in 2013 from 20 OEM customers in China, including Excellence Supplier Award, Top 10 Supplier Award, Region Quality Award, Excellent Quality Award and Logistics Development Award.
- *Extensive Global Manufacturing Footprint and Functional Expertise.* Adient operates a global network of approximately 230 manufacturing plants in 33 countries that supplies automotive OEMs with complete seats, modules and components. In fiscal 2015, the businesses that will constitute Adient delivered more than 25 million seat systems on a "just-in-time or in-sequence" basis globally. Those businesses supplied seating systems on more than 360 nameplates to 40 different OEMs.
- *Global Development Network.* Adient's worldwide engineering network includes ten core development centers, which employ more than 5,600 employees who work in focused engineering development teams worldwide. These development centers utilize a globally consistent approach to the process for developing seating products. By leveraging a network of subject matter technical experts, Adient is able to efficiently implement best practices and improve product cost and quality.
- *Strong Platform for Global Growth.* Adient's global platform creates multiple opportunities for growth, including market share expansion in seating and seating components, regional growth opportunities, vertical integration and business expansion. Adient believes that as a vertically integrated supplier with global scale and strong design, engineering and lean manufacturing capabilities in both complete seat systems and components, it is well positioned to benefit from these opportunities.
- *Experienced Leadership Team with Proven Track Record.* Adient has a strong, highly capable global management team with extensive experience both within the industry and with Adient. Adient's leadership draws experience from several industrial manufacturing industries, including

automotive. Senior leadership is also globally diverse and combines regional understanding of the automotive supply market with a global perspective.

Business Strategy

Adient seeks to grow its business through the following strategies, among others:

- *Maintain Customer Focus and Commercial Management.* Through dedicated customer teams, Adient maintains close relationships with its global OEM customers. These relationships enable Adient to clearly understand its customers' needs so that it is positioned to meet its customers' requirements. Adient's customer teams lead the new business acquisition process, which ensures alignment with Adient's product, process and manufacturing strategies. These teams partner with customers in identifying optimal product solutions to meet product demand, and also lead commercial negotiations with Adient's customers. Adient believes that its commercial teams excel at balancing these commercial topics to find "win / win" solutions for the customer and for Adient and intends to continue this approach after the separation.
- *Drive Product Innovation and Process Leadership.* Adient has a strong record for developing winning product and process technologies over many years, which has created a competitive advantage for Adient and its customers. Management expects to increase investment in innovation following the separation. Recent product innovation examples include:
 - T3000 recliner, which offers increased seating recliner strength in a smaller, lighter weight package as compared to Adient's previous generation product; and
 - Vibratech foam, which provides less vibration transmittance to the occupant which reduces fatigue and results in superior long- and short-term comfort in the seat, as compared to a traditional foam cushion (as measured using the industry's Seating Effective Amplitude Transmissibility test).

Adient utilizes a Global Core Product Portfolio, or CPP, strategy for part and design reuse in all of its product applications. Adient intends to continue investing in its core product portfolio to sustain and expand its market success and to leverage its existing modular and scalable systems and interchangeable components. Through the CPP strategy, Adient provides high quality products for its customers with market competitive cost and mass (low weight to improve fuel economy) while meeting their performance requirements. Adient intends to continue using CPP to advance Adient's lean manufacturing initiatives by providing standard, flexible processes that reduce complexity, inventory and floor space. This will yield reductions in development time, product cost and investment.

- *Further Strengthen Leadership Position in China.* Adient has an advantaged position in China established through strategic partnerships it developed as an early market entrant. Adient is the largest supplier of "just-in-time" seating in China. It operates through 17 joint ventures with 60 manufacturing locations in 32 cities, which are supported by additional technical centers. Adient's strong position with European and American automakers is complemented by partnerships with all major auto groups in China, which has resulted in Adient's broad market penetration relative to seating competitors and market leadership in the industry's largest and one of the fastest-growing markets. Adient leverages its operating expertise and innovation capabilities developed worldwide to further support its growth in China. Adient expects revenues in China to continue to grow as the automotive market there continues to expand.
- *Leverage Operational Efficiencies.* Adient intends to maintain high capacity utilization and increase its efficiency through continued use of standardized manufacturing processes, which represent a core competency. These standardized manufacturing processes allow Adient to deliver exceptional quality levels and minimize waste. Adient achieves scale advantages through

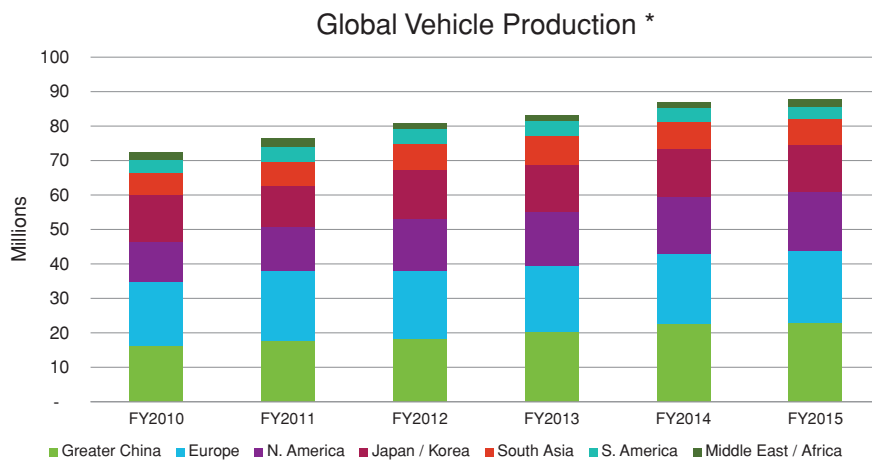
a global manufacturing footprint and an integrated supply chain. Adient fosters an environment of continuous improvement and identifies best business practices through the analysis of process and cost metrics, which are then shared globally throughout Adient’s manufacturing network. Adient’s focus on global operational efficiencies will also be applied to its corporate cost structure, which Adient expects will produce a lean corporate overhead structure. Adient believes that maintaining a lean and operationally efficient process throughout the organization will enable it to be a market leader in cost and that this will result in increased customer satisfaction and margin expansion. Adient also intends to continue streamlining the mechanisms and structures operations, which are capital intensive with long lead times and designs that span multiple vehicle platforms. Adient has made progress integrating product and process technologies across metal structures and mechanisms; however, opportunities still exist to streamline the product and process portfolio.

- *Strong Cash Flow Generation.* Adient expects to generate strong cash flows following the separation. It will use this cash flow generation initially to support debt service and then to pursue various other alternatives, including new capital investment projects, strategic acquisitions and the return of capital to shareholders through a combination of dividends and/or share repurchases. However, there can be no guarantee that Adient will pay dividends in a timely manner, or at all, that Adient will repurchase any of its shares or the price at which any such repurchase may occur.

Industry

The Automotive Seating industry provides OEMs with complete seats on a “just-in-time or in-sequence” basis. Seats are assembled to specific order and delivered on a predetermined schedule directly to an automotive assembly line. The components for these complete seat assemblies such as seating foam, metal structures, fabrics, seat covers and seat mechanisms are shipped to Adient or competitor seating assembly plants. Adient is a market leader in complete seat assembly and in all major seating components, operating manufacturing plants that produce seating foam, metal structures, fabrics, seat covers and seat mechanisms.

Overall, Adient expects long-term growth of vehicle sales and production in the OEM market. The industry has experienced growth over the past few years in nearly all geographic regions with the exceptions being South America and Japan/Korea, where vehicle production has declined over the same period. Vehicle production increased by 3% in Europe, 2% in Greater China, 1% in South Asia and 4% in North America, and decreased by 16% in South America and 5% in Japan/Korea in fiscal year 2015, in each case as compared to fiscal year 2014.



* Light Vehicle Production. Source: IHS Inc.

Demand for automotive parts in the OEM market is generally a function of the number of new vehicles produced, which is primarily driven by macro-economic factors such as credit availability, interest rates, fuel prices, consumer confidence, employment and other trends. Although OEM demand is tied to actual vehicle production, participants in the automotive supplier industry also have the opportunity to grow through increasing product content per vehicle by further penetrating business with existing customers and in existing markets, gaining new customers and increasing their presence in global markets. Adient believes that, as a company with a global presence and advanced technology, engineering, manufacturing and customer support capabilities, it is well positioned to benefit from these opportunities. In addition, Adient expects to leverage these capabilities to pursue future growth in adjacent markets.

Sourcing Patterns by OEMs

Most OEMs have adopted global vehicle platforms to increase standardization, reduce per unit cost and increase capital efficiency and profitability. In seating, three sourcing patterns have emerged over the past five years:

1. *Core seat structures:* By developing common front seat frames and mechanisms across multiple vehicle platforms, OEMs are reducing costs.
2. *Component sourcing:* Several OEMs have shifted from sourcing a complete seating system to a components approach where the OEM sources each of the different components of the seat and seating assembly as separate business awards.
3. *Engineering “in-sourcing”:* Some OEMs are conducting the design and engineering internally and are selecting suppliers that have the capability to manufacture products on a worldwide basis and adapt to regional variations.

Adient believes that as a supplier with global scale and strong design, engineering and lean manufacturing capabilities in both complete seat systems and components it is well positioned to benefit from these opportunities.

Shorter Product Development Cycles

As a result of new safety and environmental regulations, as well as a trend of more rapid customer preference changes, OEMs are requiring suppliers to respond faster with new designs and product innovations. Although these trends are more significant in mature markets, emerging markets are moving rapidly towards the regulatory standards and consumer preferences of the more mature markets. Suppliers with strong technologies, robust global engineering and development capabilities will be best positioned to meet OEM demands for rapid innovation.

Summary of Risk Factors

An investment in Adient ordinary shares is subject to a number of risks, including risks relating to Adient’s business, risks related to the separation and risks related to Adient ordinary shares. Set forth below are some, but not all, of these risks. Please read the information in the section entitled “Risk Factors” for a more thorough description of these and other risks.

Risks Related to Adient’s Business

- Adient operates in the highly competitive automotive supply industry.
- The cyclical nature of original equipment automobile production rates may adversely affect Adient’s results of operations.

- Adient may incur material losses and costs as a result of warranty claims and product liability actions that may be brought against Adient.
- Risks associated with Adient's non-U.S. operations could adversely affect Adient's business, financial condition and results of operations.
- Risks associated with joint venture partnerships may adversely affect Adient's business and financial results.
- Risks related to Adient's defined benefit retirement plans may adversely impact Adient's results of operations and cash flow.
- Adient may be unable to realize the expected benefits of its restructuring actions, which could adversely affect its profitability and operations.
- Adient's inability to achieve product cost reductions which offset customer-imposed price reductions could adversely affect Adient's financial performance.
- Increases in the costs and restrictions on the availability of raw materials, energy, commodities and product components could adversely affect Adient's financial performance.
- The loss of business with respect to, or the lack of commercial success of, a vehicle model for which Adient is a significant supplier could adversely affect Adient's financial performance.
- Adient's profitability and results of operations may be adversely affected by program launch difficulties.

Risks Related to the Separation

- Adient has no history operating as an independent company. Adient may be unable to make, on a timely or cost-effective basis, the changes necessary to operate as an independent company, and Adient may experience increased costs after the separation.
- Adient's historical and pro forma financial information is not necessarily representative of the results that it would have achieved as a separate, publicly traded company and may not be a reliable indicator of its future results.
- Adient's accounting and other management systems and resources may not be adequately prepared to meet the financial reporting and other requirements to which Adient will be subject following the separation and distribution.
- It is expected that, for U.S. federal income tax purposes, the distribution will be taxable to Johnson Controls shareholders.
- Adient may not achieve some or all of the expected benefits of the separation, and the separation may adversely affect Adient's business.
- In connection with Adient's separation from Johnson Controls, Adient will incur debt obligations that could adversely affect Adient's business, profitability and its ability to meet Adient's obligations.

Risks Related to Adient Ordinary Shares

- Adient cannot be certain that an active trading market for its ordinary shares will develop or be sustained after the separation, and following the separation, Adient's share price may fluctuate significantly.
- A number of Adient ordinary shares are or will be eligible for future sale, which may cause Adient's share price to decline.
- Adient cannot guarantee the timing, amount or payment of dividends on its ordinary shares.

- Certain provisions in Adient’s articles of association, among other things, could prevent or delay an acquisition of Adient, which could decrease the trading price of Adient ordinary shares.
- As an English public limited company, certain capital structure decisions will require shareholder approval, which may limit Adient’s flexibility to manage its capital structure.
- The laws of England and Wales differ from the laws in effect in the United States and may afford less protection to holders of Adient securities.
- The Internal Revenue Service (the “IRS”) may not agree that Adient is a foreign corporation for U.S. federal tax purposes.
- Adient’s status as a foreign corporation for U.S. federal tax purposes and its U.S. tax liabilities could be affected by a change in law.
- Future changes to U.S. and non-U.S. tax laws could adversely affect Adient.
- Transfers of Adient ordinary shares may be subject to stamp duty or stamp duty reserve tax in the United Kingdom, which would increase the cost of dealing in Adient ordinary shares.

The Separation and Distribution

On July 24, 2015, Johnson Controls announced its intent to separate its automotive seating and interiors businesses into an independent, publicly traded company—Adient. To implement the separation, Johnson Controls will transfer its automotive seating and interiors businesses to Adient, and in return, Adient will issue its ordinary shares to Johnson Controls shareholders, pro rata to their respective holdings.

On January 24, 2016, Johnson Controls, Inc. entered into an Agreement and Plan of Merger with Tyco International plc and certain other parties named therein. Pursuant to the merger agreement and subject to the terms and conditions set forth therein, an indirect wholly owned subsidiary of Tyco will merge with and into Johnson Controls, Inc., with Johnson Controls, Inc. surviving as an indirect wholly owned subsidiary of Tyco. At the effective time of the merger (or as soon as possible thereafter), Tyco will change its name to “Johnson Controls plc” and will trade under the ticker “JCI.” It is currently expected that the distribution of Adient ordinary shares will occur after the consummation of this merger, and that the record date for the distribution and the distribution date will be set following the merger. As a result, former shareholders of both Johnson Controls, Inc. and Tyco who hold shares of the combined company as of the record date will receive Adient ordinary shares in the distribution. References to “Johnson Controls” in this information statement therefore refer to Johnson Controls, Inc. prior to the merger and refer to Johnson Controls plc after the merger.

Adient’s Post-Separation Relationship with Johnson Controls

Adient will enter into a separation and distribution agreement with Johnson Controls, which is referred to in this information statement as the separation agreement or the separation and distribution agreement. In connection with the separation, Adient will also enter into various other agreements to effect the separation and provide a framework for its relationship with Johnson Controls after the separation, such as a transition services agreement, a tax matters agreement, an employee matters agreement and a transitional trademark license agreement. These agreements will provide for the allocation between Adient and Johnson Controls of Johnson Controls’ assets, employees, liabilities and obligations (including its investments, property and employee benefits and tax-related assets and liabilities) attributable to periods prior to, at and after Adient’s separation from Johnson Controls and will govern certain relationships between Adient and Johnson Controls after the separation. For additional information regarding the separation agreement and other transaction agreements, see the

sections entitled “Risk Factors—Risks Related to the Separation” and “Certain Relationships and Related Person Transactions.”

Reasons for the Separation

The Johnson Controls board of directors believes that the creation of two independent public companies, with Adient operating Johnson Controls’ automotive seating and interiors businesses, and the new Johnson Controls operating the building efficiency and power solutions businesses, is in the best interests of Johnson Controls and its shareholders for a number of reasons, including that such separation is expected to:

- enhance the ability of management of each company to focus on their respective businesses and unique opportunities for long-term growth and profitability and to allocate capital and corporate resources in a manner that focuses on achieving each company’s own strategic priorities;
- provide each company with increased flexibility to pursue acquisitions and other strategic alternatives without having to consider the potential impact on the businesses of the other company;
- create two independent capital structures that will afford each company direct access to the debt and equity capital markets to fund their respective growth strategies and to establish an appropriate capital structure for their business needs, and to enable Adient to distribute to Johnson Controls \$ _____ in cash immediately prior to the distribution to fund inorganic and organic growth as needed;
- enhance each company’s flexibility to establish appropriate compensation policies, including non-cash, equity-based compensation policies that reflect the performance of its operations and are designed to attract and retain skilled employees; and
- allow investors to evaluate the separate investment identities of each company, including the distinct merits, performance and future prospects of their respective businesses.

The Johnson Controls board of directors also considered a number of potentially negative factors in evaluating the separation, including the potential loss of operational synergies from operating as a consolidated entity; the potential loss of joint purchasing power; the potential exposure to operating in fewer industries reducing the ability to mitigate downturns in one business against the others; potential disruptions to the company’s businesses as a result of the spin-off, such as information technology disruptions; the risk that Johnson Controls would not achieve the expected benefits of the separation; execution risks; the potential impact on both companies’ abilities to demonstrate civic and charitable leadership in their respective communities; and one-time costs. However, the Johnson Controls board of directors concluded that the potential benefits of the separation outweighed these factors. For more information, see the sections entitled “The Separation and Distribution—Reasons for the Separation” and “Risk Factors” included elsewhere in this information statement.

Transaction Structure

Formation of Adient

Adient was organized under the laws of England and Wales for the purpose of holding Johnson Controls’ automotive seating and interiors businesses in connection with the separation and distribution described herein. Prior to the transfer of this business to Adient, which will occur prior to the distribution, Adient will have no operations other than those incidental to its formation and in preparation for the separation.

Adient Corporate Information

The address of Adient's principal executive offices is 1 Fetter Lane, London, United Kingdom, EC4A 1BR. Adient's telephone number after the distribution will be . Adient maintains an Internet site at www.adient.com. Adient's corporate offices will be located in Plymouth, Michigan; Milwaukee, Wisconsin; Burscheid, Germany; and Shanghai, China. Adient's website and the information contained therein or connected thereto shall not be deemed to be incorporated herein, and you should not rely on any such information in making an investment decision.

Reason for Furnishing this Information Statement

This information statement is being furnished solely to provide information to shareholders of Johnson Controls who will receive Adient ordinary shares in the distribution. It is not to be construed as an inducement or encouragement to buy or sell any of Adient's securities. The information contained in this information statement is believed by Adient to be accurate as of the date set forth on its cover. Changes may occur after that date and neither Johnson Controls nor Adient will update the information except in the normal course of their respective disclosure obligations and practices, except as required by applicable law.

This document is not a prospectus within the meaning of the Companies Act 2014 of Ireland, the Prospectus Directive (2003/71/EC) Regulations 2005 of Ireland (as amended) or the Prospectus Rules issued by the Central Bank of Ireland. No offer of shares to the public is made, or will be made, that requires the publication of a prospectus pursuant to Irish prospectus law within the meaning of the above legislation. This document has not been approved or reviewed by or registered with the Central Bank of Ireland or any other competent authority or regulatory authority in the European Economic Area. This document does not constitute investment advice or the provision of investment services within the meaning of the European Communities (Markets in Financial Instruments) Regulations 2007 of Ireland (as amended) or the Markets in Financial Instruments Directive (2004/39/EC). Neither Johnson Controls nor Adient is an authorized investment firm within the meaning of the European Communities (Markets in Financial Instruments) Regulations 2007 of Ireland (as amended) or the Markets in Financial Instruments Directive (2004/39/EC) and the recipients of this document should seek independent legal and financial advice in determining their actions in respect of or pursuant to this document.

Summary Historical and Unaudited Pro Forma Condensed Combined Financial Data

The following summary financial data reflects the combined operations of Adient. Adient derived the summary combined income statement data for the three months ended December 31, 2015 and 2014 and summary combined balance sheet data as of December 31, 2015, as set forth below, from its unaudited combined financial statements, which are included in the "Index to Financial Statements" section of this information statement. Adient derived the summary combined income statement data for the fiscal years ended September 30, 2015, 2014 and 2013, and summary combined balance sheet data as of September 30, 2015 and 2014, as set forth below, from its audited combined financial statements, which are included in the "Index to Financial Statements" section of this information statement. Adient derived the summary combined income statement for the fiscal years ended September 30, 2012 and 2011 and summary combined balance sheet data as of December 31, 2014 and September 30, 2013, 2012 and 2011 from Adient's underlying financial records, which were derived from the financial records of Johnson Controls and are not included in this information statement. The historical results do not necessarily indicate the results expected for any future period. To ensure a full understanding of this summary financial data, you should read the summary combined financial data presented below in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the combined financial statements and accompanying notes included in the "Index to Financial Statements" section of this information statement.

The summary unaudited pro forma condensed combined financial data for the _____ month period ended _____ and the fiscal year ended September 30, 2015 has been prepared to reflect the separation and the operating and other agreements to be entered into by Johnson Controls and Adient. The unaudited pro forma condensed combined income statement data assumes the spin-off occurred on October 1, 2014. The unaudited pro forma condensed combined balance sheet data assumes the spin-off occurred on _____. The assumptions used and pro forma adjustments derived from such assumptions are based on currently available information and Adient believes such assumptions are reasonable under the circumstances.

The unaudited pro forma condensed combined financial statements are not necessarily indicative of Adient's results of operations or financial condition had the distribution and its anticipated post-separation capital structure been completed on the date assumed. Also, they may not reflect the results of operations or financial condition that would have resulted had Adient been operating as an independent, publicly traded company during such periods. In addition, they are not necessarily indicative of its future results of operations or financial condition.

You should read this summary financial data together with "Unaudited Pro Forma Condensed Combined Financial Statements," "Capitalization," "Selected Historical Combined Financial Data of Adient," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the combined financial statements and accompanying notes included in this information statement.

(dollars in millions, unless otherwise noted)	As of or for the Three Months Ended December 31,			As of or for the Fiscal Year Ended September 30,					
	Pro forma 2015	2015	2014	Pro forma 2015	2015	2014	2013	2012	2011
	(unaudited)	(unaudited)	(unaudited)	(unaudited)				(unaudited)	(unaudited)
Operating results									
Net sales(1)		\$ 4,233	\$ 5,273		\$20,071	\$22,041	\$20,470	\$19,986	\$18,776
Segment income(2)		209	220		1,159	893	716	671	633
Net income attributable to Adient(3)		137	182		475	307	187	267	368
Capital expenditures		108	154		478	624	659	609	566
Depreciation and amortization		86	94		347	437	450	416	366
Number of employees		75,000	90,000		76,000	88,000	89,000	89,000	81,000
Financial Position									
Working capital(4)		\$ (177)	\$ (220)		\$ (238)	\$ (514)	\$ (413)	\$ (32)	\$ (234)
Total assets		10,034	10,778		10,437	11,206	11,387	10,669	10,427
Long-term debt		32	42		35	46	58	75	84
Total debt		78	201		59	156	138	128	179
Invested equity attributable to Adient		5,604	5,661		5,626	5,453	5,582	5,558	5,204
Total debt to capitalization(5)			1%	4%		1%	3%	2%	2%
								2%	3%

- (1) On July 2, 2015, Adient completed its global automotive interiors joint venture with Yanfeng Automotive Trim Systems and deconsolidated such business since that date. This resulted in lower consolidated net sales during the remainder of fiscal year 2015 and the first quarter of fiscal year 2016. Refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations" for more information on the impact of this transaction on consolidated net sales.
- (2) Segment income is calculated as income before income taxes and noncontrolling interests excluding net financing charges, restructuring and impairment costs, and net mark-to-market adjustments on pension and postretirement plans.
- (3) Income attributable to Adient includes \$182 million, \$158 million, \$280 million and \$143 million of restructuring and impairment costs in fiscal year 2015, 2014, 2013 and 2012, respectively. It also includes \$6 million, \$50 million, \$13 million, \$37 million and \$2 million of net mark-to-market charges on pension and postretirement plans in fiscal year 2015, 2014, 2013, 2012 and 2011, respectively. The preceding amounts are stated on a pre-tax basis.
- (4) Working capital is defined as current assets less current liabilities, excluding cash, short-term debt, the current portion of long-term debt, and the current portion of assets and liabilities held for sale.
- (5) Total debt to total capitalization represents total debt divided by the sum of total debt and invested equity attributable to Adient.

RISK FACTORS

You should carefully consider the following risks and other information in this information statement in evaluating Adient and Adient ordinary shares. Any of the following risks could materially and adversely affect Adient's business, financial condition or results of operations. The risk factors generally have been separated into three groups: risks related to Adient's business, risks related to the separation and risks related to Adient ordinary shares.

Risks Related to Adient's Business

General economic, credit and capital market conditions could adversely affect Adient's financial performance, Adient's ability to grow or sustain its businesses and Adient's ability to access the capital markets.

Adient competes around the world in various geographic regions and product markets. Global economic conditions affect Adient's business. As discussed in greater detail below, any future financial distress in the industries and/or markets where Adient competes could negatively affect Adient's revenues and financial performance in future periods, result in future restructuring charges, and adversely impact Adient's ability to grow or sustain its businesses.

The capital and credit markets provide Adient with liquidity to operate and grow its business beyond the liquidity that operating cash flows provide. A worldwide economic downturn and/or disruption of the credit markets could reduce Adient's access to capital necessary for its operations and executing its strategic plan. If Adient's access to capital were to become constrained significantly, or if costs of capital increased significantly, due to lowered credit ratings, prevailing industry conditions, the volatility of the capital markets or other factors, Adient's financial condition, results of operations and cash flows could be adversely affected.

Adient operates in the highly competitive automotive supply industry.

The global automotive component supply industry is highly competitive. Competition is based primarily on price, technology, quality, delivery and overall customer service. There can be no assurance that Adient's products will be able to compete successfully with the products of Adient's competitors. Furthermore, the rapidly evolving nature of the markets in which Adient competes may attract new entrants. Additionally, consolidation in the automotive industry may lead to decreased product purchases from Adient. As a result, Adient's sales levels and margins could be adversely affected by pricing pressures from OEMs and pricing actions of competitors. These factors may lead to selective resourcing of business to competitors. In addition, any of Adient's competitors may foresee the course of market development more accurately than Adient, develop products that are superior to Adient's products, produce similar products at a lower cost than Adient, or adapt more quickly than Adient to new technologies or evolving customer requirements. As a result, Adient's products may not be able to compete successfully with its competitors' products and Adient may not be able to meet the growing demands of customers. These trends may adversely affect Adient's sales as well as the profit margins on Adient's products.

Unfavorable changes in the condition of the global automotive industry may adversely affect Adient's results of operations.

Adient's financial performance will depend, in part, on conditions in the automotive industry. If automakers experience a decline in the number of new vehicle sales, Adient may experience reductions in orders from these customers, incur write-offs of accounts receivable, incur impairment charges or require additional restructuring actions beyond its current restructuring plans, particularly if any of the automakers cannot adequately fund their operations or experience financial distress. In addition, such adverse changes could have a negative impact on Adient's business, financial condition or results of operations.

The cyclical nature of original equipment automobile production rates may adversely affect Adient's results of operations.

The financial performance of Adient's business is directly related to automotive production by its customers. Automotive production and sales are highly cyclical and depend on general economic conditions and other factors, including consumer spending and preferences. An economic decline that results in a reduction in automotive production by Adient's customers could have a material adverse impact on Adient's results of operations.

Adient may incur material losses and costs as a result of warranty claims and product liability actions that may be brought against Adient.

Adient faces an inherent business risk of exposure to warranty claims and product liability in the event that its products fail to perform as expected and, in the case of product liability, such failure of its products results, or is alleged to result, in bodily injury and/or property damage. If any of Adient's products are or are alleged to be defective, Adient may be required to participate in a recall involving such products. As suppliers become more integrally involved in the vehicle design process and assume more of the vehicle assembly functions, auto manufacturers are increasingly looking to their suppliers for contribution when faced with recalls and product liability claims. A recall claim brought against Adient, or a product liability claim brought against Adient in excess of its available insurance, could have a material adverse impact on Adient's results of operations. In addition, a recall claim could require Adient to review its entire product portfolio to assess whether similar issues are present in other product lines, which could result in significant disruption to Adient's business and could have a material adverse impact on Adient's results of operations.

Auto manufacturers are also increasingly requiring their suppliers to guarantee or warrant their products and bear the costs of repair and replacement of such products under new vehicle warranties. Depending on the terms under which Adient supplies products to an auto manufacturer, an auto manufacturer may attempt to hold Adient responsible for some or all of the repair or replacement costs of defective products under new vehicle warranties, when the vehicle manufacturer asserts that the product supplied did not perform as warranted. Although Adient cannot assure that the future costs of warranty claims by its customers will not be material, Adient believes its established reserves are adequate to cover potential warranty settlements. Adient's warranty reserves are based on Adient's best estimates of amounts necessary to settle future and existing claims. Adient regularly evaluates the level of these reserves, and adjusts them when appropriate. However, the final amounts determined to be due related to these matters could differ materially from Adient's recorded estimates.

Any changes in consumer credit availability or cost of borrowing could adversely affect Adient's business.

Declines in the availability of consumer credit and increases in consumer borrowing costs have negatively impacted global automotive sales and resulted in lower production volumes in the past. Substantial declines in automotive sales and production by Adient's customers could have a material adverse effect on Adient's business, results of operations and financial condition.

Risks associated with Adient's non-U.S. operations could adversely affect Adient's business, financial condition and results of operations.

Adient has significant operations in a number of countries outside the United States, some of which are located in emerging markets. Long-term economic uncertainty in some of the regions of the world in which Adient operates, such as Asia, South America and Europe and other emerging markets, could result in the disruption of markets and negatively affect cash flows from Adient's operations to cover its capital needs and debt service requirements.

In addition, as a result of Adient's global presence, a significant portion of its revenues and expenses is denominated in currencies other than the U.S. dollar. Adient is therefore subject to foreign currency risks and foreign exchange exposure. While Adient employs financial instruments to hedge some of its transactional foreign exchange exposure, these activities do not insulate Adient completely from those exposures. Exchange rates can be volatile and could adversely impact Adient's financial results and the comparability of results from period to period.

There are other risks that are inherent in Adient's non-U.S. operations, including the potential for changes in socio-economic conditions, laws and regulations, including import, export, labor and environmental laws, and monetary and fiscal policies; protectionist measures that may prohibit acquisitions or joint ventures, or impact trade volumes; unsettled political conditions; government-imposed plant or other operational shutdowns; backlash from foreign labor organizations related to Adient's restructuring actions; corruption; natural and man-made disasters, hazards and losses; violence, civil and labor unrest; and possible terrorist attacks.

These and other factors may have a material adverse effect on Adient's non-U.S. operations and therefore on Adient's business and results of operations.

Risks associated with joint venture partnerships may adversely affect Adient's business and financial results.

Adient has entered into several joint ventures worldwide and may enter into additional joint ventures in the future. Adient's joint venture partners may at any time have economic, business or legal interests or goals that are inconsistent with Adient's goals or with the goals of the joint venture. In addition, Adient may compete against its joint venture partners in certain of its other markets. Disagreements with Adient's business partners may impede Adient's ability to maximize the benefits of its partnerships. Adient's joint venture arrangements may require Adient, among other matters, to pay certain costs or to make certain capital investments or to seek its joint venture partner's consent to take certain actions. In addition, Adient's joint venture partners may be unable or unwilling to meet their economic or other obligations under the operative documents, and Adient may be required to either fulfill those obligations alone to ensure the ongoing success of a joint venture or to dissolve and liquidate a joint venture. The above risks, if realized, could result in a material adverse effect on Adient's business and financial results.

The regulation of Adient's international operations could adversely affect its business, results of operations and reputation.

Due to Adient's global operations, Adient is subject to many laws governing international relations, including those that prohibit improper payments to government officials and commercial customers, and restrict where Adient can do business, what information or products Adient can supply to certain countries and what information Adient can provide to a non-U.S. government, including but not limited to the U.S. Foreign Corrupt Practices Act (FCPA), U.K. Bribery Act, the U.S. Export Administration Act and U.S. and international economic sanctions regulations. Adient has internal policies and procedures relating to such regulations; however, there is a risk that such policies and procedures will not always protect Adient from the reckless acts of employees or representatives, particularly in the case of recently acquired operations that may not have significant training in applicable compliance policies and procedures. Violations of these laws, which are complex, may result in criminal penalties, sanctions and/or fines that could have a material adverse effect on Adient's business, financial condition and results of operations and reputation. In addition, Adient is subject to antitrust laws in various countries throughout the world. Changes in these laws or their interpretation, administration or enforcement may occur over time. Any such changes may limit Adient's future acquisitions or operations. Violations of antitrust laws may result in penalties, sanctions and/or fines that could have a material adverse effect on Adient's business, financial condition and results of operations and reputation.

Global climate change could negatively affect Adient's business.

Increased public awareness and concern regarding global climate change may result in more regional and/or federal requirements to reduce or mitigate the effects of greenhouse gas emissions. There continues to be a lack of consistent climate legislation, which creates economic and regulatory uncertainty. Such regulatory uncertainty extends to future incentives for energy efficient vehicles and costs of compliance, which may impact the demand for Adient's products and Adient's results of operations.

There is a growing consensus that greenhouse gas emissions are linked to global climate changes. Climate changes, such as extreme weather conditions, create financial risk to Adient's business. For example, the demand for Adient's products and services may be affected by unseasonable weather conditions. Climate changes could also disrupt Adient's operations by impacting the availability and cost of materials needed for manufacturing and could increase insurance and other operating costs. These factors may impact Adient's decisions to construct new facilities or maintain existing facilities in areas most prone to physical climate risks. Adient could also face indirect financial risks passed through the supply chain, and process disruptions due to physical climate changes could result in price modifications for Adient's products and the resources needed to produce them.

Risks related to Adient's defined benefit retirement plans may adversely impact Adient's results of operations and cash flow.

Significant changes in actual investment return on defined benefit plan assets, discount rates, mortality assumptions and other factors could adversely affect Adient's results of operations and the amounts of contributions Adient must make to its defined benefit plans in future periods. Generally accepted accounting principles in the United States require that Adient calculate income or expense for the plans using actuarial valuations. These valuations reflect assumptions about financial markets and interest rates, which may change based on economic conditions. Funding requirements for Adient's defined benefit plans are dependent upon, among other factors, interest rates, underlying asset returns and the impact of legislative or regulatory changes related to defined benefit funding obligations.

Negative or unexpected tax consequences could adversely affect Adient's results of operations.

Adverse changes in the underlying profitability and financial outlook of Adient's operations in several jurisdictions could lead to additional changes in Adient's valuation allowances against deferred tax assets and other tax reserves on Adient's statements of financial position. Additionally, changes in tax laws in the United States, the United Kingdom or in other countries where Adient has significant operations could materially affect deferred tax assets and liabilities on Adient's statements of financial position and income tax provision on Adient's statements of income.

Adient is also subject to tax audits by governmental authorities in the United States and in non-U.S. jurisdictions. Negative unexpected results from one or more such tax audits could adversely affect Adient's results of operations.

Legal proceedings in which Adient is, or may be, a party may adversely affect Adient.

Adient is currently and may in the future become subject to legal proceedings and commercial or contractual disputes. These are typically lawsuits, claims and proceedings that arise in the normal course of business including, without limitation, claims pertaining to product liability, product safety, environmental, safety and health, intellectual property, employment, commercial and contractual matters and various other matters. The outcome of such lawsuits, claims or proceedings cannot be predicted with certainty and some may be disposed of unfavorably to Adient. There exists the possibility that such claims may have an adverse impact on Adient's results of operations that is greater than Adient anticipates, and/or negatively affect Adient's reputation.

Adient is also subject to a risk of product liability or warranty claims if its products actually or allegedly fail to perform as expected or the use of its products results, or is alleged to result, in bodily injury and/or property damage. While Adient will maintain reasonable limits of insurance coverage to appropriately respond to such exposures, large product liability claims, if made, could exceed Adient's insurance coverage limits and insurance may not continue to be available on commercially acceptable terms, if at all. Adient may incur significant costs to defend these claims or experience product liability losses in the future. In addition, if any of Adient's designed products are, or are alleged to be, defective, Adient may be required to participate in recalls and exchanges of such products. The future cost associated with providing product warranties and/or bearing the cost of repair or replacement of Adient's products could have a material adverse effect on Adient's business, financial condition and results of operations.

A downgrade in the ratings of Adient's debt capital could restrict Adient's ability to access the debt capital markets and increase Adient's interest costs.

Unfavorable changes in the ratings that rating agencies assign to Adient's debt may ultimately negatively impact Adient's access to the debt capital markets and increase the costs Adient incurs to borrow funds. Future tightening in the credit markets and a reduced level of liquidity in many financial markets due to turmoil in the financial and banking industries could affect Adient's access to the debt capital markets or the price Adient pays to issue debt. A downgrade in Adient's ratings or volatility in the financial markets causing limitations to the debt capital markets could have an adverse effect on Adient's business or Adient's ability to meet its liquidity needs.

Additionally, an increase in the level of Adient's indebtedness may increase Adient's vulnerability to adverse general economic and industry conditions and may affect Adient's ability to obtain additional financing.

The potential insolvency or financial distress of third parties could adversely impact Adient's business and results of operations.

Adient is exposed to the risk that third parties to various arrangements who owe Adient money or goods and services, or who purchase goods and services from Adient, will not be able to perform their obligations or continue to place orders due to insolvency or financial distress. If third parties fail to perform their obligations under arrangements with Adient, Adient may be forced to replace the underlying commitment at current or above-market prices or on other terms that are less favorable to Adient. In such events, Adient may incur losses, or Adient's results of operations, financial condition or liquidity could otherwise be adversely affected.

Adient may be unable to complete or integrate acquisitions or joint ventures effectively, which may adversely affect its growth, profitability and results of operations.

Adient expects acquisitions of businesses and assets, as well as joint ventures (or other strategic arrangements) to play a role in its future growth. Adient cannot be certain that it will be able to identify attractive acquisition or joint venture targets, obtain financing for acquisitions on satisfactory terms, successfully acquire identified targets or form joint ventures, or manage the timing of acquisitions due to other capital obligations across its businesses. Additionally, Adient may not be successful in integrating acquired businesses or joint ventures into its existing operations and achieving projected synergies. Competition for acquisition opportunities in the various industries in which Adient operates may rise, thereby increasing Adient's costs of making acquisitions or causing Adient to refrain from making further acquisitions. If Adient were to use equity securities to finance a future acquisition, Adient's then-current shareholders would experience dilution. Adient is also subject to applicable antitrust laws and must avoid anticompetitive behavior. These and other factors related to acquisitions

and joint ventures may negatively and adversely impact Adient's growth, profitability and results of operations.

Adient may be unable to realize the expected benefits of its restructuring actions, which could adversely affect its profitability and operations.

In order to align Adient's resources with its growth strategies, operate more efficiently and control costs, Adient may periodically announce restructuring plans, which may include workforce reductions, global plant closures and consolidations, asset impairments and other cost reduction initiatives. Adient may undertake restructuring actions and workforce reductions in the future. As these plans and actions are complex, unforeseen factors could result in expected savings and benefits to be delayed or not realized to the full extent planned (if at all), and Adient's operations and business may be disrupted.

A failure of Adient's information technology (IT) and data security infrastructure could adversely impact Adient's business, operations and reputation.

Adient relies upon the capacity, reliability and security of its IT and data security infrastructure, as well as its ability to expand and continually update this infrastructure in response to the changing needs of its business. If Adient experiences a problem with the functioning of an important IT system or a security breach of Adient's IT systems, including during system upgrades and/or new system implementations, the resulting disruptions could have an adverse effect on Adient's business.

Adient and certain of its third-party vendors receive and store personal information in connection with Adient's human resources operations and other aspects of Adient's business. Despite Adient's implementation of security measures, Adient's IT systems, like those of other companies, are vulnerable to damages from computer viruses, natural disasters, unauthorized access, cyber-attack and other similar disruptions. Any system failure, accident or security breach could result in disruptions to Adient's operations. A material network breach in the security of Adient's IT systems could include the theft of Adient's intellectual property, trade secrets, customer information, human resources information or other confidential information. To the extent that any disruptions or security breach results in a loss or damage to Adient's data, or an inappropriate disclosure of confidential, proprietary or customer information, it could cause significant damage to Adient's reputation, affect Adient's relationships with its customers, lead to claims against Adient and ultimately harm its business. In addition, Adient may be required to incur significant costs to protect against damage caused by these disruptions or security breaches in the future.

Regulations related to conflict minerals could adversely impact Adient's business.

SEC rules aimed at improving the transparency and accountability concerning the supply of certain minerals, known as conflict minerals, originating from the Democratic Republic of Congo (DRC) and adjoining countries, impose annual disclosure requirements on companies that use such minerals in their products. There are costs associated with complying with these disclosure requirements, including for diligence to determine the sources of conflict minerals used in Adient's products and other potential changes to products, processes or sources of supply as a consequence of such verification activities. Adient's compliance with these disclosure rules could adversely affect the sourcing, supply and pricing of materials used in Adient's products. As there may be only a limited number of suppliers offering "conflict free" conflict minerals, Adient cannot be sure that it will be able to obtain necessary conflict minerals from such suppliers in sufficient quantities or at competitive prices, or that Adient will be able to satisfy customers who require Adient's products to be conflict free. Also, Adient may face reputational challenges if Adient determines that certain of its products contain minerals not determined to be conflict free or if Adient is unable to sufficiently verify the origins for all conflict minerals used in its products through the procedures Adient may implement.

Adient's business success depends on attracting and retaining qualified personnel.

Adient's ability to sustain and grow its business requires it to hire, retain and develop a highly skilled and diverse management team and workforce. Failure to ensure that Adient has the leadership capacity with the necessary skill set and experience could impede Adient's ability to deliver its growth objectives and execute its strategic plan. Organizational and reporting changes as a result of any future leadership transition and corporate initiatives could result in increased turnover. Additionally, any unplanned turnover or inability to attract and retain key employees could have a negative effect on Adient's results of operations.

Adient's inability to achieve product cost reductions that offset customer-imposed price reductions could adversely affect Adient's financial performance.

Downward pricing pressure by automotive manufacturers is a characteristic of the automotive industry. Adient's financial performance is largely dependent on its ability to achieve product cost reductions through product design enhancement and supply chain management, as well as manufacturing efficiencies and restructuring actions. Adient's inability to achieve product cost reductions that offset customer-imposed price reductions could adversely affect Adient's financial condition, operating results and cash flows.

Adverse developments affecting, or the financial distress of, one or more of Adient's suppliers could adversely affect Adient's financial performance.

Adient obtains components and other products and services from numerous automotive suppliers and other vendors throughout the world. Adient is responsible for managing its supply chain, including suppliers that may be the sole sources of products that Adient requires, which Adient's customers direct Adient to use or which have unique capabilities that would make it difficult and/or expensive to re-source. In certain instances, entire industries may experience short-term capacity constraints. Additionally, Adient's production capacity, and that of Adient's customers and suppliers, may be adversely affected by natural disasters. Any such significant disruption could adversely affect Adient's financial performance. Unfavorable economic or industry conditions could also result in financial distress within Adient's supply chain, thereby increasing the risk of supply disruption. Although market conditions generally have improved in recent years, uncertainty remains and another economic downturn or other unfavorable industry conditions in one or more of the regions in which Adient operates could cause a supply disruption and thereby adversely affect Adient's financial condition, operating results and cash flows.

Increases in the costs and restrictions on the availability of raw materials, energy, commodities and product components could adversely affect Adient's financial performance.

Raw material, energy and commodity costs can be volatile. Although Adient has developed and implemented strategies to mitigate the impact of higher raw material, energy and commodity costs, these strategies, together with commercial negotiations with Adient's customers and suppliers, typically offset only a portion of the adverse impact. Certain of these strategies also may limit Adient's opportunities in a declining commodity environment. In addition, the availability of raw materials, commodities and product components fluctuates from time to time due to factors outside of Adient's control. If the costs of raw materials, energy, commodities and product components increase or the availability thereof is restricted, it could adversely affect Adient's financial condition, operating results and cash flows.

The loss of business with respect to, or the lack of commercial success of, a vehicle model for which Adient is a significant supplier could adversely affect Adient's financial performance.

Although Adient receives purchase orders from its customers, these purchase orders often provide for the supply of a customer's annual requirements for a particular vehicle model and assembly plant, or in some cases, for the supply of a customer's requirements for the life of a particular vehicle model, rather than for the purchase of a specific quantity of products. In addition, it is possible that Adient's customers could elect to manufacture its products internally or increase the extent to which they require Adient to utilize specific suppliers or materials in the manufacture of its products. The loss of business with respect to, the lack of commercial success of or an increase in directed component sourcing for a vehicle model for which Adient is a significant supplier could reduce Adient's sales or margins and thereby adversely affect Adient's financial condition, operating results and cash flows.

Shifts in market shares among vehicles or vehicle segments or shifts away from vehicles on which Adient has significant content could have a material adverse effect on Adient's profitability.

While Adient supplies parts for a wide variety of vehicles produced globally, Adient does not supply parts for all vehicles produced, nor is the number or value of parts evenly distributed among the vehicles for which Adient does supply parts. Shifts in market shares among vehicles or vehicle segments, particularly shifts away from vehicles on which Adient has significant content and shifts away from vehicle segments in which Adient's sales may be more heavily concentrated, could have a material adverse effect on Adient's profitability.

Changes in consumer demand may adversely affect Adient's results of operations.

Increases in energy costs or other factors (e.g., climate change concerns) may shift consumer demand away from motor vehicles that typically have higher interior content that Adient supplies, such as light trucks, crossover vehicles, minivans and sports utility vehicles, to smaller vehicles having less interior content. The loss of business with respect to, or a lack of commercial success of, one or more particular vehicle models for which Adient is a significant supplier could reduce Adient's sales and harm Adient's profitability, thereby adversely affecting Adient's results of operations.

Adient may not be able to successfully negotiate pricing terms with its customers, which may adversely affect its results of operations.

Adient will negotiate sales prices annually with its automotive customers. Any cost-cutting initiatives that its customers adopt generally result in increased downward pressure on pricing. If Adient is unable to generate sufficient production cost savings in the future to offset price reductions, Adient's results of operations may be adversely affected. In particular, large commercial settlements with Adient's customers may adversely affect Adient's results of operations.

Adient's profitability and results of operations may be adversely affected by a significant failure or inability to comply with the specifications and manufacturing requirements of its OEM customers.

Adient's business faces the production demands and requirements of its OEM customers, as described in the section of this information statement entitled "Business—Industry." A significant failure or inability to comply with customer specifications and manufacturing requirements or delays or other problems with existing or new products (including program launch difficulties, as discussed below) could result in financial penalties, increased costs, loss of sales, loss of customers or potential breaches of customer contracts, which could have an adverse effect on Adient's profitability and results of operations.

Adient's profitability and results of operations may be adversely affected by program launch difficulties.

The launch of new business is a complex process, the success of which depends on a wide range of factors, including the production readiness of Adient's and its suppliers' manufacturing facilities and manufacturing processes, as well as factors related to tooling, equipment, employees, initial product quality and other factors. Adient's failure to successfully launch material new or takeover business could have an adverse effect on Adient's profitability and results of operations.

Work stoppages and similar events could significantly disrupt Adient's business.

Because the automotive industry relies heavily on just-in-time delivery of components during the assembly and manufacture of vehicles, a work stoppage at one or more of Adient's manufacturing and assembly facilities could have material adverse effects on the business. Similarly, if one or more of Adient's customers were to experience a work stoppage, that customer would likely halt or limit purchases of Adient's products, which could result in the shutdown of the related manufacturing facilities. A significant disruption in the supply of a key component due to a work stoppage at one of Adient's suppliers or any other supplier could have the same consequences, and accordingly, have a material adverse effect on Adient's financial results.

A variety of other factors could adversely affect Adient's results of operations.

Any of the following could materially and adversely impact Adient's results of operations: the loss of, or changes in, automobile supply contracts, sourcing strategies or customer claims with Adient's major customers or suppliers; start-up expenses associated with new vehicle programs or delays or cancellations of such programs; underutilization of Adient's manufacturing facilities, which are generally located near, and devoted to, a particular customer's facility; inability to recover engineering and tooling costs; market and financial consequences of any recalls that may be required on products that Adient has supplied or sold into the automotive aftermarket; delays or difficulties in new product development and integration; quantity and complexity of new program launches, which are subject to Adient's customers' timing, performance, design and quality standards; interruption of supply of certain single-source components; the potential introduction of similar or superior technologies; changing nature and prevalence of Adient's joint ventures and relationships with its strategic business partners; and global overcapacity and vehicle platform proliferation.

Risks Related to the Separation

Adient has no history operating as an independent company. Adient may be unable to make, on a timely or cost-effective basis, the changes necessary to operate as an independent company, and Adient may experience increased costs after the separation.

Adient's business has historically operated as part of Johnson Controls' corporate organization and Johnson Controls has assisted Adient by providing certain corporate functions. Following the separation, Johnson Controls will provide some of these functions to Adient, as described in "Certain Relationships and Related Person Transactions." Adient will need to make investments to replicate or outsource from other providers certain facilities, systems, infrastructure, and personnel to which Adient will no longer have access after its separation from Johnson Controls. These initiatives to develop Adient's independent ability to operate without access to Johnson Controls' existing operational and administrative infrastructure will have a cost to implement. Adient may not be able to operate its business efficiently or at comparable costs, and its profitability may decline.

Adient's historical and pro forma financial information is not necessarily representative of the results that it would have achieved as a separate, publicly traded company and may not be a reliable indicator of its future results.

The historical information about Adient in this information statement refers to Adient's business as operated by and integrated with Johnson Controls. Adient's historical and pro forma financial information included in this information statement is derived from the consolidated financial statements and accounting records of Johnson Controls. Accordingly, the historical and pro forma financial information included in this information statement does not necessarily reflect the financial condition, results of operations or cash flows that Adient would have achieved as a separate, publicly traded company during the periods presented or those that Adient will achieve in the future primarily as a result of the factors described below:

- Prior to the separation, Adient's business has been operated by Johnson Controls as part of its broader corporate organization, rather than as an independent company. Johnson Controls or one of its affiliates performed various corporate functions for Adient, such as accounting, information technology, and treasury. Adient's historical and pro forma financial results reflect allocations of corporate expenses from Johnson Controls for such functions and may not reflect the expenses Adient would have incurred had it operated as a separate publicly traded company. Following the separation, Adient will be responsible for the additional costs associated with being an independent, publicly-traded company, including costs related to corporate governance and external reporting;
- Generally, Adient's working capital requirements and capital for its general corporate purposes, including acquisitions, research and development and capital expenditures, have historically been satisfied as part of the corporate-wide cash management policies of Johnson Controls. Following the completion of the separation, Adient may need to obtain additional financing from banks, through public offerings or private placements of debt or equity securities, strategic relationships or other arrangements; and
- After the completion of the separation, the cost of capital for Adient's business may be higher than Johnson Controls' cost of capital prior to the separation.

Other significant changes may occur in Adient's cost structure, management, financing and business operations as a result of operating as a company separate from Johnson Controls. For additional information about the past financial performance of Adient's business and the basis of presentation of the historical combined financial statements and the unaudited pro forma combined financial statements of Adient's business, see "Selected Historical Combined Financial Data of Adient," "Unaudited Pro Forma Condensed Combined Financial Statements," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the historical financial statements and accompanying notes included in the "Index to Financial Statements" section of this information statement.

As an independent, publicly traded company, Adient may not enjoy the same benefits that it did as a segment of Johnson Controls.

Currently, Adient's business is integrated with the other businesses of Johnson Controls. Adient is able to use Johnson Controls' size and purchasing power in procuring various goods and services and has shared economies of scope and scale in costs, employees, vendor relationships and customer relationships. Although Adient will enter into transition agreements with Johnson Controls, these arrangements may not fully capture the benefits Adient has enjoyed as a result of being integrated with Johnson Controls and may result in Adient paying higher amounts than in the past for these services. As a separate, independent company, Adient may be unable to obtain goods and services at the prices and terms obtained prior to the separation, which could decrease Adient's overall profitability. This

could have an adverse effect on Adient's results of operations and financial condition following the completion of the separation.

Adient's accounting and other management systems and resources may not be adequately prepared to meet the financial reporting and other requirements to which Adient will be subject following the separation and distribution.

Adient's financial results previously were included within the consolidated results of Johnson Controls. Although Adient believes that its financial reporting and internal controls were appropriate for those of a subsidiary of a public company, it was not directly subject to reporting and other requirements of the U.S. Securities Exchange Act of 1934, or Exchange Act. As a result of the separation and distribution, Adient will be directly subject to reporting and other obligations under the Exchange Act. Beginning with Adient's Annual Report on Form 10-K for fiscal 2016, Adient intends to comply with Section 404 of the Sarbanes-Oxley Act of 2002, as amended, or the Sarbanes-Oxley Act, which will require annual management assessments of the effectiveness of Adient's internal control over financial reporting and a report by Adient's independent registered public accounting firm addressing these assessments. These reporting and other obligations may place significant demands on management, administrative and operational resources, including accounting systems and resources.

The Exchange Act requires that Adient file annual, quarterly and current reports with respect to its business and financial condition. Under the Sarbanes Oxley Act, Adient is required to maintain effective disclosure controls and procedures and internal controls over financial reporting. To comply with these requirements, Adient may need to upgrade its systems, implement additional financial and management controls, reporting systems and procedures and hire additional accounting and finance staff. Adient expects to incur additional annual expenses for the purpose of addressing these requirements. If Adient is unable to upgrade its financial and management controls, reporting systems, information technology systems and procedures in a timely and effective fashion, its ability to comply with financial reporting requirements and other rules that apply to reporting companies under the Exchange Act could be impaired. Any failure to achieve and maintain effective internal controls could have a material adverse effect on Adient's business, financial condition, results of operations and cash flow.

As Adient builds its information technology infrastructure and transitions its data to its own systems, Adient could incur substantial additional costs and experience temporary business interruptions.

After the separation, Adient will install and implement information technology infrastructure to support certain of its business functions, including accounting and reporting, manufacturing process control, customer service, inventory control and distribution. Adient may incur temporary interruptions in business operations if it cannot transition effectively from Johnson Controls' existing transactional and operational systems, data centers and the transition services that support these functions as Adient replaces these systems. Adient may not be successful in implementing its new systems and transitioning its data, and it may incur substantially higher costs for implementation than currently anticipated. Adient's failure to avoid operational interruptions as it implements the new systems and replaces Johnson Controls' information technology services, or its failure to implement the new systems and replace Johnson Controls' services successfully, could disrupt its business and have a material adverse effect on its profitability. In addition, if Adient is unable to replicate or transition certain systems, its ability to comply with regulatory requirements could be impaired.

Johnson Controls may fail to perform under various transaction agreements that have or will be executed as part of the separation or Adient may fail to have necessary systems and services in place when certain of the transaction agreements expire.

In connection with the separation, Adient and Johnson Controls will enter into a separation and distribution agreement and various other agreements, including a transition services agreement, a tax matters agreement, an employee matters agreement and a transitional trademark license agreement. These agreements are discussed in greater detail in the section titled “Certain Relationships and Related Person Transactions.” Certain of these agreements will provide for the performance of services by each company for the benefit of the other for a period of time after the separation. Adient will rely on Johnson Controls to satisfy its performance and payment obligations under these agreements. If Johnson Controls is unable to satisfy its obligations under these agreements, including its indemnification obligations, Adient could incur operational difficulties or losses.

If Adient does not have in place its own systems and services, or if Adient does not have agreements with other providers of these services when the transaction or long-term agreements terminate, Adient may not be able to operate its business effectively and its profitability may decline. Adient will be in the process of creating its own, or engaging third parties to provide, systems and services to replace many of the systems and services Johnson Controls currently provides to it. Adient may not be successful in effectively or efficiently implementing these systems and services or in transitioning data from Johnson Controls’ systems to Adient’s. These systems and services may also be more expensive or less efficient than the systems and services Johnson Controls is expected to provide during the transition period.

Potential indemnification liabilities to Johnson Controls pursuant to the separation agreement could materially adversely affect Adient.

The separation agreement with Johnson Controls will provide for, among other things, the principal corporate transactions required to effect the separation, certain conditions to the separation and provisions governing the relationship between Adient and Johnson Controls with respect to and resulting from the separation. For a description of the separation agreement, see “Certain Relationships and Related Person Transactions—Separation Agreement.” Among other things, the separation agreement provides for indemnification obligations designed to make Adient financially responsible for substantially all liabilities that may exist relating to its business activities, whether incurred prior to or after the separation, as well as those obligations of Johnson Controls assumed by Adient pursuant to the separation agreement. If Adient is required to indemnify Johnson Controls under the circumstances set forth in the separation agreement, Adient may be subject to substantial liabilities.

The distribution will generally be taxable to Johnson Controls shareholders for U.S. federal income tax purposes.

The distribution will be a taxable distribution for U.S. federal income tax purposes. An amount equal to the fair market value of the Adient ordinary shares received by a Johnson Controls shareholder in the distribution (including any fractional shares deemed received and any ordinary shares withheld on account of any Irish withholding taxes) will be treated as a taxable dividend to the extent of such shareholder’s ratable share of current and accumulated earnings and profits of Johnson Controls for the taxable year of the distribution. To the extent that the fair market value of such Adient ordinary shares exceeds a Johnson Controls shareholder’s ratable share of such earnings and profits, any such excess will be treated first as a nontaxable return of capital to the extent of such shareholder’s tax basis in Johnson Controls shares, and thereafter as capital gain recognized on a sale or exchange of such shares. No cash will be distributed to Johnson Controls shareholders pursuant to the distribution (except for cash paid in lieu of fractional Adient ordinary shares). Accordingly, Johnson Controls

shareholders will need to have alternative sources of cash from which to pay any resulting U.S. federal income tax liability. For more information, see “Material U.S. Federal Income Tax Consequences.”

Johnson Controls intends to apply to the Irish Revenue for an opinion in respect of certain aspects of the Irish tax treatment of the transaction. There is no certainty that such an opinion will be obtained from the Irish Revenue or, if an opinion was obtained, that the Irish Revenue would not determine at a subsequent audit that the relevant conditions were not satisfied.

Johnson Controls intends to apply to the Irish Revenue for an opinion in respect of certain aspects of the Irish tax treatment of the transaction. In particular, Johnson Controls intends to apply for a confirmation that the indirect distribution of Adient shares to the Johnson Controls shareholders does not trigger an obligation on Johnson Controls to apply Irish withholding tax (at the current rate of 20%). There is no certainty that such an opinion will be obtained from the Irish Revenue or, if an opinion was obtained, that the Irish Revenue would not determine at a subsequent audit that the relevant conditions were not satisfied. If the indirect distribution is determined to be subject to Irish dividend withholding tax and the relevant Johnson Controls shareholder did not qualify for an exemption from Irish dividend withholding tax (for example on the basis that the relevant shareholder was not resident for tax purposes in either the European Union or a country with which Ireland has a double tax treaty), Johnson Controls could be subject to a material Irish tax liability and the relevant Johnson Controls shareholder could receive a reduced number of Adient shares.

Adient may not be able to engage in desirable strategic or capital raising transactions after the separation.

Johnson Controls and Adient will engage in various restructuring transactions in connection with the distribution. To preserve the tax-free treatment of certain such restructuring transactions, for the two-year period following the separation, under the tax matters agreement that Adient will enter into with Johnson Controls, Adient may be prohibited, except in specific circumstances, from (i) entering into any transaction pursuant to which all or a portion of the Adient ordinary shares would be acquired, whether by merger or otherwise, (ii) ceasing to actively conduct certain of its businesses or (iii) taking or failing to take any other action that would prevent certain of such restructuring transactions from qualifying as transactions that are generally tax-free for U.S. federal income tax purposes under Sections 355 and 368(a)(1)(D) of the Internal Revenue Code of 1986, as amended (the “Code”). These restrictions may limit for a period of time Adient’s ability to pursue certain strategic transactions or other transactions that Adient may believe to be in the best interests of its shareholders or that might increase the value of its business. For more information, see “Certain Relationships and Related Person Transactions—Tax Matters Agreement.”

After the separation, certain of Adient’s executive officers and directors may have actual or potential conflicts of interest because of their service as executive officers or directors of Johnson Controls.

Because of their past service with Johnson Controls, certain of Adient’s expected officers and directors own Johnson Controls shares, options to purchase Johnson Controls shares or other equity awards. Following the separation, even though Adient’s board of directors will consist of a majority of directors who are independent, and Adient’s expected executive officers and directors who are currently employees or directors of Johnson Controls and cease to be employees or directors of Johnson Controls, some Adient executive officers and directors will continue to have a financial interest in Johnson Controls shares. Continuing ownership of Johnson Controls shares and equity awards could create, or appear to create, potential conflicts of interest if Adient and Johnson Controls pursue the same corporate opportunities or face decisions that could have different implications for Adient and Johnson Controls.

Adient may not achieve some or all of the expected benefits of the separation, and the separation may adversely affect Adient's business.

Adient may not be able to achieve the full strategic and financial benefits expected to result from the separation, or such benefits may be delayed or not occur at all. The separation and distribution are expected to provide the following benefits, among others: (i) allowing Johnson Controls and Adient to focus exclusively on their own businesses and their distinct needs, and pursue unique opportunities for long-term growth and profitability; (ii) more efficient allocation of capital for both Johnson Controls and Adient; and (iii) direct access by Adient to the capital markets.

Adient may not achieve these and other anticipated benefits for a variety of reasons, including, among others: (a) the separation will require significant amounts of management's time and effort, which may divert management's attention from operating and growing Adient's business; (b) following the separation, Adient may be more susceptible to market fluctuations and other adverse events than if it were still a part of Johnson Controls; (c) following the separation, Adient's business will be less diversified than Johnson Controls' business prior to the separation; and (d) the other actions required to separate Johnson Controls' and Adient's respective businesses could disrupt Adient's operations. If Adient fails to achieve some or all of the benefits expected to result from the separation, or if such benefits are delayed, the business, financial conditions, and results of operations of Adient could be adversely affected.

Adient may have received better terms from unaffiliated third parties than the terms it will receive in its agreements with Johnson Controls.

The agreements Adient will enter into with Johnson Controls in connection with the separation, including a transition services agreement, a tax matters agreement, an employee matters agreement and a transitional trademark license agreement, were prepared in the context of the separation while Adient's business was still operated by and part of Johnson Controls. Accordingly, during the period in which the terms of those agreements were prepared, Adient did not have an independent board of directors or a management team that was independent of Johnson Controls. As a result, the terms of those agreements may not reflect terms that would have resulted from arm's-length negotiations between unaffiliated third parties. Arm's-length negotiations between Johnson Controls and an unaffiliated third party in another form of transaction, such as a buyer in a sale of a business transaction, may have resulted in more favorable terms to the unaffiliated third party. See "Certain Relationships and Related Person Transactions."

Challenges in the commercial and credit environment may adversely affect Adient's ability to complete the separation and Adient's future access to capital.

Adient's ability to issue debt or enter into other financing arrangements on acceptable terms could be adversely affected if there is a material decline in the demand for Adient's products or in the solvency of its customers or suppliers or other significantly unfavorable changes in economic conditions. Volatility in the world financial markets could increase borrowing costs or affect Adient's ability to access the capital markets. These conditions may adversely affect Adient's ability to obtain targeted credit ratings prior to and following the separation.

In connection with Adient's separation from Johnson Controls, Adient will incur debt obligations that could adversely affect Adient's business, profitability and its ability to meet Adient's obligations.

As of December 31, 2015, on a pro forma basis after giving effect to the new financing arrangements that Adient expects to enter into in connection with the separation and after giving effect to the application of the net proceeds of such financing, Adient's total combined indebtedness would have been \$ billion.

This significant amount of debt could potentially have important consequences to Adient and its debt and equity investors, including:

- requiring a substantial portion of Adient’s cash flow from operations to make interest payments on this debt following the separation;
- making it more difficult to satisfy debt service and other obligations;
- increasing the risk of a future credit ratings downgrade of its debt, which could increase future debt costs and limit the future availability of debt financing;
- increasing Adient’s vulnerability to general adverse economic and industry conditions;
- reducing the cash flow available to fund capital expenditures and other corporate purposes and to grow Adient’s business;
- limiting Adient’s flexibility in planning for, or reacting to, changes in its business and the industry;
- placing Adient at a competitive disadvantage relative to its competitors that may not be as highly leveraged with debt; and
- limiting Adient’s ability to borrow additional funds as needed or take advantage of business opportunities as they arise, pay cash dividends or repurchase ordinary shares.

To the extent that Adient incurs additional indebtedness, the risks described above could increase. In addition, Adient’s actual cash requirements in the future may be greater than expected. Adient’s cash flow from operations may not be sufficient to repay all of the outstanding debt as it becomes due, and Adient may not be able to borrow money, sell assets or otherwise raise funds on acceptable terms, or at all, to refinance Adient’s debt.

Risks Related to Adient Ordinary Shares

Adient cannot be certain that an active trading market for its ordinary shares will develop or be sustained after the separation, and following the separation, Adient’s share price may fluctuate significantly.

A public market for Adient ordinary shares does not currently exist. Adient anticipates that on or prior to the record date for the distribution, trading of its ordinary shares will begin on a “when-issued” basis and will continue through the distribution date. However, Adient cannot guarantee that an active trading market will develop or be sustained for its ordinary shares after the separation. Nor can Adient predict the prices at which its ordinary shares may trade after the separation. Similarly, Adient cannot predict the effect of the separation on the trading prices of its ordinary shares or whether the combined market value of the ordinary shares of Adient and the shares of Johnson Controls will be less than, equal to or greater than the market value of Johnson Controls shares prior to the separation.

The market price of Adient ordinary shares may fluctuate significantly due to a number of factors, some of which may be beyond Adient’s control, including:

- actual or anticipated fluctuations in Adient’s operating results;
- changes in earnings estimated by securities analysts or Adient’s ability to meet those estimates;
- the operating and stock price performance of comparable companies;
- changes to the regulatory and legal environment under which Adient operates;
- the trading volume and liquidity of Adient ordinary shares; and
- domestic and worldwide economic conditions.

In addition, when the market price of a company's shares drops significantly, shareholders often institute securities class action lawsuits against the company. A lawsuit against Adient could cause it to incur substantial costs and could divert the time and attention of its management and other resources.

A number of Adient ordinary shares are or will be eligible for future sale, which may cause Adient's share price to decline.

Any sales of substantial amounts of Adient ordinary shares in the public market or the perception that such sales might occur, in connection with the distribution or otherwise, may cause the market price of Adient ordinary shares to decline. Upon completion of the distribution, Adient expects that it will have an aggregate of approximately _____ million ordinary shares issued and outstanding on _____, 2016. These shares will be freely tradeable without restriction or further registration under the U.S. Securities Act of 1933, as amended, or the Securities Act, unless the shares are owned by one of Adient's "affiliates," as that term is defined in Rule 405 under the Securities Act.

Adient is unable to predict whether large amounts of its ordinary shares will be sold in the open market following the distribution. Adient is also unable to predict whether a sufficient number of buyers would be in the market at that time.

Adient cannot guarantee the timing, amount or payment of dividends on its ordinary shares.

Although Adient expects to pay regular cash dividends following the separation, the timing, declaration, amount and payment of future dividends to shareholders will fall within the discretion of Adient's board of directors. The board's decisions regarding the payment of dividends will depend on many factors, such as Adient's financial condition, earnings, capital requirements, debt service obligations, industry practice, legal requirements, regulatory constraints and other factors that the board deems relevant. For more information, see "Dividend Policy." Adient's ability to pay dividends will depend on its ongoing ability to generate cash from operations and access capital markets. Adient cannot guarantee that it will pay a dividend in the future or continue to pay any dividend if Adient commences paying dividends.

Your percentage of ownership in Adient may be diluted in the future.

In the future, your percentage ownership in Adient may be diluted because of equity issuances for acquisitions, capital market transactions or otherwise, including equity awards that Adient will be granting to Adient's directors, officers and employees. Adient's employees will have options to purchase its ordinary shares after the distribution as a result of the conversion of their Johnson Controls stock options (in whole or in part) to Adient share options. Adient anticipates its compensation committee will grant additional stock options or other stock-based awards to its employees after the distribution. Such awards will have a dilutive effect on Adient's earnings per share, which could adversely affect the market price of Adient ordinary shares. From time to time, Adient will issue additional options or other stock-based awards to its employees under Adient's employee benefits plans.

In addition, Adient's articles of association will authorize Adient to issue, without the approval of Adient's shareholders, one or more classes or series of preferred shares having such designation, powers, preferences and relative, participating, optional and other special rights, including preferences over Adient ordinary shares respecting dividends and distributions, as Adient's board of directors generally may determine. The terms of one or more classes or series of preferred shares could dilute the voting power or reduce the value of Adient ordinary shares. For example, Adient could grant the holders of preferred shares the right to elect some number of Adient's directors in all events or on the happening of specified events or the right to veto specified transactions. Similarly, the repurchase or redemption rights or liquidation preferences Adient could assign to holders of preferred shares could affect the residual value of the ordinary shares. See "Description of Adient's Capital Stock."

Adient ordinary shares will have rights different from Johnson Controls shares.

Upon completion of the distribution, the rights of Johnson Controls shareholders who become Adient shareholders will be governed by the articles of association of Adient and by English law. The rights associated with Johnson Controls shares are different from the rights associated with Adient ordinary shares. Material differences between the rights of shareholders of Johnson Controls and the rights of shareholders of Adient include differences with respect to, among other things, the election of directors, the removal of directors, the indemnification of directors and officers, limitations on director liability, the convening of annual meetings of shareholders and special shareholder meetings, notice provisions for meetings, the exercise of voting rights, shareholder action by written consent, shareholder approval of certain transactions, anti-takeover measures and provisions relating to the ability to amend the articles of association. See “Description of Adient’s Capital Stock.”

Certain provisions in Adient’s articles of association, among other things, could prevent or delay an acquisition of Adient, which could decrease the trading price of Adient ordinary shares.

An English public limited company is potentially subject to the protections afforded by the Takeover Code if, among other factors, its central place of management and control is within the United Kingdom, the Channel Islands or the Isle of Man. Based upon Adient’s current and intended plans for its directors and management, the Takeover Code would not apply to Adient, although it is possible that, in the future, circumstances could change that may cause the Takeover Code to apply.

For so long as Adient is not subject to the Takeover Code, the Adient articles of association will include measures which may be found in the charters of U.S. companies, including (i) the power for the board of directors to issue and allot preferred shares or implement a shareholder rights plan without shareholder approval in certain circumstances; and (ii) a provision similar to Section 203 of the Delaware General Corporation Law, which provides that, subject to limited exceptions, persons that acquire, or are affiliated with a person that acquires, more than 15 percent of the outstanding ordinary shares of Adient shall not engage in any business combination with Adient, including by merger, consolidation or acquisitions of additional shares, for a three-year period following the date on which that person or its affiliates becomes the holder of more than 15 percent of Adient’s outstanding ordinary shares. The provisions described in (i) and (ii) would cease to be applicable if the Takeover Code is subsequently deemed by the Takeover Panel to be applicable to Adient.

It could be more difficult for Adient to obtain shareholder approval for a merger or negotiated transaction after the distribution because the shareholder approval requirements for certain types of transactions differ, and in some cases are greater, under English law than under U.S. state law.

As an English public limited company, certain capital structure decisions will require shareholder approval, which may limit Adient’s flexibility to manage its capital structure.

English law provides that a board of directors may allot shares (or rights to subscribe for or convertible into shares) only with the prior authorization of shareholders, such authorization for a maximum period of five years, each as specified in the articles of association or relevant shareholder resolution. This authorization would need to be renewed by Adient’s shareholders upon its expiration (*i.e.*, at least every five years). The Adient articles of association will authorize the allotment of shares (subject to the limits provided for in the NYSE Listed Company Manual) for a period of five years from the date of adoption of the Adient articles of association, which authorization will need to be renewed by ordinary resolution, being a resolution passed by a simple majority of votes cast, upon expiration (*i.e.*, at least every five years) but may be sought more frequently for additional five-year terms (or any shorter period).

English law also generally provides shareholders with preemptive rights when new shares are issued for cash; however, it is possible for the Adient articles of association, or shareholders in general

meeting, to exclude preemptive rights. Such an exclusion of preemptive rights may be for a maximum period of up to five years from the date of adoption of the articles of association, if the exclusion is contained in the articles of association, or from the date of the shareholder resolution, if the exclusion is by shareholder resolution; in either case, this exclusion would need to be renewed by Adient's shareholders upon its expiration (*i.e.*, at least every five years). The Adient articles of association will exclude preemptive rights for a period of five years from the date of adoption of the Adient articles of association, which exclusion will need to be renewed by special resolution, being a resolution passed by not less than 75% of votes cast, upon expiration (*i.e.*, at least every five years) but may be sought more frequently for additional five-year terms (or any shorter period).

English law also generally prohibits a public company from repurchasing its own shares without the prior approval of shareholders by ordinary resolution, being a resolution passed by a simple majority of votes cast, and other formalities. Such approval may be for a maximum period of up to five years. Adient anticipates that, prior to the distribution, an ordinary resolution will be adopted to permit purchases of Adient ordinary shares. This ordinary resolution will need to be renewed upon expiration (*i.e.*, at least every five years) but may be sought more frequently for additional five-year terms (or any shorter period).

English law will require that Adient meet certain additional financial requirements before it declares dividends following the distribution.

Under English law, Adient will be able to declare dividends or make distributions only out of distributable reserves of Adient. Distributable reserves are the accumulated realized profits of Adient that have not previously been utilized in a distribution or capitalization less accumulated realized losses that have not previously been written off in a reduction or reorganization of capital, and include reserves created by way of a reduction of capital, including the share premium account. In addition, no distribution or dividend may be paid or made by Adient unless the net assets of Adient are equal to, or exceed, the aggregate of Adient's called up share capital plus non-distributable reserves and the distribution does not reduce Adient's net assets below such aggregate. Non-distributable reserves include the share premium account, the capital redemption reserve fund and the amount by which Adient's accumulated unrealized profits that have not previously been utilized by any capitalization exceed Adient's accumulated unrealized losses that have not previously been written off in a reduction or reorganization of capital.

Following the distribution, it is expected that Adient will capitalize the reserve created pursuant to the internal restructuring transactions related to the distribution and implement a parallel court-approved reduction of that capital in order to create a reserve of an equivalent amount of distributable reserves to support the payment of possible future dividends or future share repurchases. Neither the capitalization nor the reduction will impact shareholders' relative interests in the capital of Adient. The Adient articles of association are expected to permit Adient by ordinary resolution of the shareholders to declare dividends, provided that the directors have made a recommendation as to its amount. The dividend shall not exceed the amount recommended by the directors. The directors may also decide to pay interim dividends if it appears to them that the profits available for distribution justify the payment. When recommending or declaring the payment of a dividend, the directors will be required under English law to comply with their duties, including considering Adient's future financial requirements.

The laws of England and Wales differ from the laws in effect in the United States and may afford less protection to holders of Adient securities.

It may not be possible to enforce court judgments obtained in the United States against Adient in England and Wales based on the civil liability provisions of the U.S. federal or state securities laws. In addition, there is some uncertainty as to whether the courts of England and Wales would recognize or enforce judgments of U.S. courts obtained against Adient or its directors or officers based on the civil

liabilities provisions of the U.S. federal or state securities laws or hear actions against Adient or those persons based on those laws. The United States currently does not have a treaty with England and Wales providing for the reciprocal recognition and enforcement of judgments in civil and commercial matters in each of the United Kingdom's jurisdictions. Therefore, a final judgment for the payment of money rendered by any U.S. federal or state court based on civil liability, whether or not based solely on U.S. federal or state securities laws, would not automatically be enforceable in the United Kingdom.

A judgment obtained against Adient will be enforced by English courts if the following general requirements are met: (i) the U.S. court must have been one of competent jurisdiction in relation to the particular defendant according to English conflict of laws rules (the submission to jurisdiction by the defendant in the U.S. court would satisfy this rule), (ii) the judgment must be for a sum of money, but not for taxes, a fine or other penalty and (iii) the judgment must be final and conclusive and unalterable in the court which pronounced it. A judgment may be final and conclusive even though an appeal is pending in the U.S. court where it was given, although in such a case a stay of execution would likely be ordered by the U.S. court pending a possible appeal. A judgment given in default of appearance may be considered by the English courts as final and conclusive. However, the English courts may refuse to enforce a judgment of the U.S. courts that meets the above requirements for one of the following reasons: (a) if the judgment was obtained by fraud, (b) the enforcement or recognition of the judgment would be contrary to public policy or the European Convention on Human Rights, (c) the proceedings in which the judgment was obtained were opposed to natural justice, (d) the judgment is inconsistent with a prior judgment on the same subject matter and between the same parties, (e) the judgment is for multiple damages and is therefore unenforceable under the Protection of Trading Interests Act 1980 or (f) the proceedings in which the judgment was obtained were brought contrary to a jurisdiction or arbitration agreement.

As a company incorporated under the laws of England and Wales, Adient will be governed by the U.K. Companies Act 2006, as amended, or the Companies Act, which differs in some material respects from laws generally applicable to U.S. corporations and shareholders, including, among others, differences relating to interested director and officer transactions and shareholder lawsuits. Likewise, the duties of directors and officers of an English company generally are owed to the company only. Shareholders of English companies generally do not have a personal right of action against directors or officers of the company and may exercise such rights of action on behalf of the company only in limited circumstances. Accordingly, holders of Adient securities may have more difficulty protecting their interests than would holders of securities of a corporation incorporated in a jurisdiction of the United States.

In addition, the Adient articles of association will provide that the courts of England and Wales have exclusive jurisdiction to determine any and all derivative actions in which a holder of Adient ordinary shares asserts a claim in the name of Adient, actions asserting a claim of breach of a fiduciary duty of any of the directors of Adient and actions asserting a claim arising pursuant to any provision of English law or Adient's articles of association. Under English law, the proper claimant for wrongs committed against Adient, including by the Adient directors, is considered to be Adient itself. English law permits a shareholder to initiate a lawsuit on behalf of a company such as Adient only in limited circumstances, and requires court permission to do so.

The IRS may not agree that Adient is a foreign corporation for U.S. federal tax purposes.

For U.S. federal tax purposes, a corporation is generally considered to be a tax resident of the jurisdiction of its organization or incorporation. Because Adient is a company incorporated under the laws of England and Wales, it would be classified as a foreign corporation under these rules. Section 7874 of the Code, or Section 7874, provides an exception to this general rule under which a foreign incorporated entity may, in certain circumstances, be classified as a U.S. corporation for U.S.

federal tax purposes. The rules under Section 7874 are relatively new and complex and there is limited guidance regarding their application.

Under Section 7874, a corporation created or organized outside the United States (*i.e.*, a foreign corporation) will nevertheless be treated as a U.S. corporation for U.S. federal tax purposes if (i) the foreign corporation directly or indirectly acquires substantially all of the properties held directly or indirectly by a U.S. corporation (including through an acquisition of the outstanding shares of the U.S. corporation), (ii) the former shareholders of the acquired U.S. corporation hold at least 80% (by either vote or value) of the shares of the foreign acquiring corporation after the acquisition by reason of holding shares in the acquired U.S. corporation (including the receipt of the foreign corporation's shares in exchange for the U.S. corporation's shares), or the 80% Ownership Test, and (iii) the foreign corporation's "expanded affiliated group" does not have substantial business activities in the foreign corporation's country of organization or incorporation relative to such expanded affiliated group's worldwide activities. For purposes of Section 7874, acquisitions of multiple U.S. corporations (and/or substantially all of the assets of multiple U.S. corporations) by a foreign corporation, if treated as part of a plan or series of related transactions, may be treated as a single acquisition, in which case all shares of the foreign acquiring corporation received by the shareholders of the U.S. corporations would be aggregated for purposes of the 80% Ownership Test. Where, pursuant to the same transaction, stock of the foreign acquiring corporation is received in exchange for stock of a U.S. corporation as well as other property, the portion of the stock of the foreign acquiring corporation received in exchange for the stock of the U.S. corporation is determined based on the relative value of the stock of the U.S. corporation compared with the aggregate value of such stock and such other property.

As part of the separation, Adient will indirectly acquire assets, including stock of U.S. subsidiaries, from Johnson Controls, Inc., which is a U.S. corporation. It is currently not expected that Section 7874 will cause Adient or any of its affiliates to be treated as a U.S. corporation for U.S. tax purposes as a result of such acquisitions because, among other things, based on the rules for determining ownership under Section 7874 and the Treasury Regulations promulgated thereunder and certain factual assumptions, (i) the assets acquired from Johnson Controls, Inc. are not expected to constitute "substantially all" of the properties held directly or indirectly by Johnson Controls, Inc. and (ii) the shares received by reason of holding stock in the U.S. subsidiaries of Johnson Controls, Inc. transferred in the separation are not expected to represent at least 80% (by either vote or value) of the relevant shares. However, whether or not certain of the tests under Section 7874 are satisfied must be finally determined at the completion of the separation, by which time there could be adverse changes in relevant facts and circumstances. Moreover, the law and Treasury Regulations promulgated under Section 7874 are relatively new, complex and somewhat unclear, and there is limited guidance regarding the application of Section 7874 in circumstances similar to the separation. For example, there is currently no guidance that expressly defines what constitutes "substantially all" of the properties of a U.S. corporation for purposes of Section 7874 and it is possible that the IRS may assert that "substantially all" of the properties of Johnson Controls, Inc. (or of a U.S. subsidiary of Johnson Controls, Inc.) were acquired in the separation. In addition, there is limited guidance on the application of the 80% Ownership Test in circumstances similar to the separation and the IRS may not agree that the shares held by reason of holding shares in U.S. subsidiaries that (or substantially all of the assets of which) were transferred in the separation represent less than 80% (by either vote or value) of the relevant shares for purposes of Section 7874. Moreover, the percentage represented by such shares will depend on the relative valuation of the various assets (including stock of subsidiaries) that are transferred in connection with the separation. Valuation matters can be subjective, and the IRS may also seek to challenge the valuation of such assets.

In addition, on April 8, 2016, the U.S. Department of Treasury (the "U.S. Treasury") and the IRS issued temporary Treasury Regulations under Section 7874 (the "Temporary 7874 Regulations"), which generally increase the likelihood that the relevant ownership percentages under Section 7874 will be

exceeded. Although it is presently not expected that the Temporary 7874 Regulations will adversely affect the U.S. federal tax status of Adient or any of its foreign affiliates as a foreign corporation (and although it is possible that the Temporary 7874 Regulations could cause certain exceptions to the application of Section 7874 to apply to the separation), the Temporary 7874 Regulations are new and complex, and there is limited guidance regarding their application.

Accordingly, there can be no assurance that the IRS will not challenge the status of Adient or any of its foreign affiliates as a foreign corporation under Section 7874 or that such challenge would not be sustained by a court. If the IRS were to successfully challenge such status under Section 7874, Adient and its affiliates could be subject to substantial additional U.S. tax liability. In addition, Adient and certain of its foreign affiliates are expected, regardless of any application of Section 7874, to be treated as tax residents of countries other than the United States. Consequently, if Adient or any such affiliate is treated as a U.S. corporation for U.S. federal tax purposes under Section 7874, Adient or such affiliate could be liable for both U.S. and non-U.S. taxes, which could have a material adverse effect on its financial condition and results of operations.

Please see “Material U.S. Federal Income Tax Consequences—U.S. Federal Income Tax Consequences of the Separation to Adient—Tax Residence of Adient for U.S. Federal Income Tax Purposes” for a more detailed discussion of the application of Section 7874 to the separation.

Section 7874 may limit the ability of Adient’s U.S. affiliates to use certain tax attributes following the separation or otherwise increase such U.S. affiliates’ U.S. taxable income.

Following the acquisition of a U.S. corporation by a foreign corporation, Section 7874 of the Code can limit the ability of the acquired U.S. corporation and its U.S. affiliates to use U.S. tax attributes (including net operating losses and certain tax credits) to offset U.S. taxable income resulting from certain transactions. Specifically, Section 7874 can apply in this manner if (i) the foreign corporation acquires, directly or indirectly, substantially all of the properties held directly or indirectly by a U.S. corporation (including through an acquisition of the outstanding shares of the U.S. corporation), (ii) after the acquisition, the former shareholders of the acquired U.S. corporation hold at least 60% (by either vote or value) but less than 80% (by vote and value) of the shares of the foreign acquiring corporation by reason of holding shares in the acquired U.S. corporation (including the receipt of the foreign corporation’s shares in exchange for the U.S. corporation’s shares), or the 60% Ownership Test, and (iii) the foreign corporation’s “expanded affiliated group” does not have substantial business activities in the foreign corporation’s country of organization or incorporation relative to such expanded affiliated group’s worldwide activities. For purposes of Section 7874, acquisitions of multiple U.S. corporations (and/or substantially all of the assets of multiple U.S. corporations) by a foreign corporation, if treated as part of a plan or series of related transactions, may be treated as a single acquisition, in which case all shares of the foreign acquiring corporation received by the shareholders of the U.S. corporations would be aggregated for purposes of the 60% Ownership Test. Where, pursuant to the same transaction, stock of the foreign acquiring corporation is received in exchange for stock of a U.S. corporation as well as other property, the stock of the foreign acquiring corporation that was received in exchange for the stock of the U.S. corporation is determined based on the relative value of the stock of the U.S. corporation compared with the aggregate value of such stock and such other property.

As part of the separation, Adient will indirectly acquire assets, including stock of U.S. subsidiaries, from Johnson Controls, Inc., which is a U.S. corporation, in exchange for Adient ordinary shares. It is currently not expected that Section 7874 will limit the ability of Adient’s U.S. affiliates to use certain tax attributes because, among other things, based on the rules for determining ownership under Section 7874 and the Treasury Regulations promulgated thereunder and certain factual assumptions, (i) the assets acquired from Johnson Controls, Inc. are not expected to constitute “substantially all” of the properties held directly or indirectly by Johnson Controls and (ii) the shares received by reason of

holding stock in the U.S. subsidiaries transferred in the separation are not expected to represent at least 60% (by either vote or value) of the relevant shares. However, whether or not certain of the tests under Section 7874 are satisfied must be finally determined at the completion of the separation, by which time there could be adverse changes in relevant facts and circumstances. In addition, as discussed above, the Treasury Regulations promulgated under Section 7874 are relatively new, complex and somewhat unclear and there is limited guidance regarding the application of Section 7874 in circumstances similar to the separation. Moreover, the percentage of shares held by reason of holding stock of relevant U.S. subsidiaries of Johnson Controls, Inc. will depend on the relative valuation of the assets transferred in connection with the separation and valuation matters can be subjective.

In addition, the Temporary 7874 Regulations generally increase the likelihood that the relevant ownership percentages under Section 7874 will be exceeded and limit or eliminate certain tax benefits to so-called inverted corporations and groups, including with respect to access to certain foreign earnings, post-inversion restructuring transactions and the ability to use certain attributes and deductions. Although it is presently not expected that the Temporary 7874 Regulations will materially adversely affect the benefits of the separation or the ability of Adient's U.S. affiliates to use certain U.S. tax attributes or deductions (and although it is possible that the Temporary 7874 Regulations could cause certain exceptions to the application of Section 7874 to apply to the separation), the Temporary 7874 Regulations are new and complex, and there is limited guidance regarding their application.

Accordingly, there can be no assurance that the IRS would not assert that Section 7874 applies to limit the ability of the U.S. subsidiaries and affiliates of Adient to use certain U.S. tax attributes or that such challenge would not be sustained by a court. If the relevant tests under Section 7874 are satisfied for any reason, or if changes in applicable law adversely affect the application of the above rules to Adient, Adient's U.S. affiliates could be limited in their ability to use their U.S. tax attributes, if any, to offset taxable income resulting from certain transactions, or could otherwise have their U.S. taxable income increased.

Please see "Material U.S. Federal Income Tax Consequences—U.S. Federal Income Tax Consequences of the Separation to Adient—Tax Residence of Adient for U.S. Federal Tax Purposes" for a more detailed discussion of the application of Section 7874 to the separation.

Adient's status as a foreign corporation for U.S. federal tax purposes and the U.S. tax liabilities of the Adient group could be affected by a change in law.

Under current law, Adient is expected to be treated as a foreign corporation for U.S. federal tax purposes and Section 7874 is not otherwise expected to apply to Adient or its affiliates as a result of the separation. However, changes to the rules contained in Section 7874 and the Treasury Regulations promulgated thereunder, or other changes in law, could adversely affect Adient's and/or its affiliates' status as foreign corporations for U.S. federal tax purposes, the ability of Adient's U.S. affiliates to use certain attributes or deductions, the Adient group's effective tax rate and/or future tax planning for the Adient group, and any such changes could have prospective or retroactive application to Adient, its shareholders and affiliates, and/or the separation and distribution.

Recent legislative and other proposals have aimed to expand the scope of U.S. corporate tax residence, including in such a way as could cause Adient and/or its affiliates to be treated as U.S. corporations if the management and control of Adient or such affiliates were determined to be located primarily in the United States. In addition, recent legislative and other proposals have aimed to expand the scope of Section 7874, or otherwise address certain perceived issues arising in connection with so-called inversion transactions. For example, a provision in the Obama Administration's 2017 budget proposals, which if enacted in its present form, would be effective for transactions completed after December 31, 2016, as well as proposals that have been introduced by members of Congress which, if enacted in their present form, would be effective retroactively to any transactions completed after

May 8, 2014, would, among other things, treat a foreign acquiring corporation as a U.S. corporation for U.S. federal tax purposes under Section 7874 if the former shareholders of the acquired U.S. corporation own more than 50% of the shares of the foreign acquiring corporation after the transaction by reason of holding shares in the U.S. acquired corporation (including the receipt of the foreign corporation's shares in exchange for the U.S. corporation's shares). Such or similar proposals, if made retroactively effective to transactions completed during the period in which the separation occurs, could cause Adient and/or its affiliates to be treated as U.S. corporations for U.S. federal tax purposes. In such case, the Adient group would be subject to substantially greater U.S. tax liability than currently contemplated. Other recent legislative and regulatory proposals (including, most recently, proposed legislation introduced by Democratic members of the House of Representatives on February 23, 2016, which, if enacted in its present form, would be effective with respect to any transactions completed on or after May 8, 2014; proposed legislation introduced by Democratic members of the Senate on March 10, 2016, which, if enacted in its present form, would be effective with respect to taxable years ending after March 9, 2016; proposed legislation introduced by Democratic members of the Senate on March 10, 2016, which, if enacted in its present form, would be effective with respect to taxable years beginning after the date of enactment; and proposed Treasury Regulations under Section 385 of the Code issued by the U.S. Treasury and the IRS on April 8, 2016), if enacted or finalized, could cause Adient's U.S. affiliates to be subject to certain intercompany financing limitations, including with respect to their ability to deduct certain interest expense, and could cause Adient and its affiliates to recognize additional taxable income. It is presently uncertain whether any such legislative proposals or any other legislation relating to Section 7874 or so-called inversion transactions will be enacted into law or whether such proposed Treasury Regulations will be issued in final form and, if so, what impact such legislation or final Treasury Regulations would have on Adient and its affiliates.

Any change of law or regulatory action relating to Section 7874 or so-called inversion transactions or inverted groups could adversely impact Adient's and/or its affiliates' U.S. tax status as foreign corporations as well as their financial position, flexibility and results in a material manner.

The IRS may assert that Section 7874 applies to the separation as a result of the merger.

For purposes of Section 7874, if two or more foreign corporations directly or indirectly acquire, in the aggregate, substantially all of the properties of a U.S. corporation, and such acquisitions are treated as part of a plan or a series of related transactions, then each such foreign corporation may be treated as acquiring substantially all of the properties of such U.S. corporation. However, there is no specific guidance regarding how the percentage ownership of the former shareholders of such U.S. corporation in each such foreign corporation is determined for purposes of Section 7874 in such circumstances. The IRS may assert that, even though the Tyco merger is a separate transaction from the separation, the merger should be integrated with the separation and that Adient and/or its affiliates should therefore be treated as having acquired substantially all of the properties of Johnson Controls, Inc. in the separation. In the event the IRS were to prevail with such assertion, the application of Section 7874 to the separation is not entirely clear. It is possible that the determination of whether the 60% Ownership Test or the 80% Ownership Test is met with respect to the separation would be made by reference to the percentage of shares of Johnson Controls held by the former shareholders of Johnson Controls, Inc. after the Tyco merger by reason of holding shares in Johnson Controls, Inc. Under this approach, based on certain factual assumptions and current provisions of U.S. federal income tax law, it is expected that Adient would be respected as a foreign corporation for U.S. federal tax purposes. However, there can be no assurance that the IRS would not assert a different methodology and conclude that either the 60% Ownership Test or the 80% Ownership Test is satisfied. If the IRS were to prevail with such assertion, the ability of Adient's U.S. affiliates to use certain U.S. tax attributes could be limited and/or Adient or its foreign affiliates could be treated as a U.S. corporation for U.S. federal tax purposes. If Adient or its affiliates were to be subject to such limitations or to be so treated, significant adverse tax consequences would result.

Future changes to U.S. and non-U.S. tax laws could adversely affect Adient.

The U.S. Congress, the Organization for Economic Co-operation and Development and other government agencies in jurisdictions where Adient and its affiliates do business have had an extended focus on issues related to the taxation of multinational corporations. One example is in the area of “base erosion and profit shifting,” including situations where payments are made between affiliates from a jurisdiction with high tax rates to a jurisdiction with lower tax rates. As a result, the tax laws in the United States and other countries in which Adient and its affiliates do business could change on a prospective or retroactive basis, and any such changes could adversely affect Adient and its affiliates.

Legislative action in the United States could materially adversely affect Adient.

Legislative action may be taken by the U.S. Congress which, if ultimately enacted, could limit the availability of tax benefits or deductions that Adient and its affiliates currently claim, override tax treaties upon which Adient and its affiliates rely, or otherwise affect the taxes that the United States imposes on Adient’s and its affiliates’ worldwide operations. Such changes could materially adversely affect Adient’s effective tax rate and/or require Adient to take further action, at potentially significant expense, to seek to preserve Adient’s effective tax rate. In addition, if proposals were enacted that had the effect of limiting Adient’s or its affiliates’ ability to take advantage of tax treaties with the United States, Adient and/or its affiliates could incur additional tax expense and/or otherwise incur business detriment.

Changes to the U.S. Model Income Tax Treaty could adversely affect Adient.

On February 17, 2016, the U.S. Treasury released a newly revised U.S. model income tax convention (the “model”), which is the baseline text used by the U.S. Treasury to negotiate tax treaties. The new model treaty provisions were preceded by draft versions released by the U.S. Treasury on May 20, 2015 (the “May 2015 draft”) for public comment. The revisions made to the model address certain aspects of the model by modifying existing provisions and introducing entirely new provisions. Specifically, the new provisions target (i) permanent establishments subject to little or no foreign tax, (ii) special tax regimes, (iii) “expatriated entities” subject to Section 7874, (iv) the anti-treaty shopping measures of the limitation on benefits article and (v) subsequent changes in treaty partners’ tax laws.

With respect to the new model provisions pertaining to expatriated entities, because it is expected that the separation will not result in the creation of an “expatriated entity” as defined in Section 7874, payments of interest, dividends, royalties and certain other items of income by or to Adient’s U.S. affiliates to or from non-U.S. persons would not be expected to become subject to full U.S. withholding tax, even if applicable treaties were subsequently amended to adopt the new model provisions. In response to comments that the U.S. Treasury received regarding the May 2015 draft, the new model treaty provisions pertaining to expatriated entities fix the definition of “expatriated entity” to the meaning ascribed to such term under Section 7874(a)(2)(A) as of the date the relevant bilateral treaty is signed. As discussed above, the rules under Section 7874 are relatively new, complex and are the subject of current and future legislative and regulatory changes. Accordingly, there can be no assurance that the IRS will agree with the position that the separation does not result in the creation of an “expatriated entity” (within the meaning of Section 7874) under current law or law as in effect at the time the applicable treaty were amended or that any such challenge by the IRS would not be sustained by a court, or that such position would not be affected by future or regulatory action which may apply retroactively to the separation.

Legislative and other proposals that would deny governmental contracts to U.S. companies that move their corporate location abroad may affect Adient if adopted.

Various U.S. federal and state legislative and other proposals that would deny governmental contracts to U.S. companies (and subsidiaries of U.S. companies) that move (or have moved) their corporate location abroad may affect Adient and/or its affiliates if adopted. It is difficult to predict the likelihood that any such proposals might be adopted, the nature of the regulations that might be promulgated, or the effect such adoptions and increased regulatory scrutiny might have on Adient's business.

Transfers of Adient ordinary shares may be subject to stamp duty or stamp duty reserve tax in the United Kingdom, which would increase the cost of dealing in Adient ordinary shares.

Stamp duty and/or stamp duty reserve tax, or SDRT, are imposed in the United Kingdom on certain transfers of chargeable securities (including shares in companies incorporated in the United Kingdom) at a rate of 0.5% of the consideration paid for the transfer. Issues and transfers of shares to depositaries or into clearance systems were formerly charged at a higher rate of 1.5%. However, following litigation, Her Majesty's Revenue and Customs, or HMRC, has announced that it will no longer seek to impose this charge on the issue of new shares into depositaries or clearing systems anywhere in the world, as this is incompatible with EU law.

Transfers of shares held in book entry form through the Depository Trust & Clearing Corporation, or DTC, should not be subject to stamp duty or SDRT in the United Kingdom. But a transfer of title in the shares from within the DTC system out of DTC and any subsequent transfers that occur entirely outside the DTC system, including a repurchase by Adient, will generally be subject to stamp duty or SDRT at a rate of 0.5% of any consideration. This stamp duty must be paid by the transferee (and the relevant transfer document stamped by HMRC) before the transfer can be registered in the books of Adient. If these shares are redeposited into the DTC system, the redeposit will be subject to stamp duty or SDRT at the higher 1.5% rate.

Adient expects to put in place arrangements to require that shares held in certificated form cannot be transferred into the DTC system until the transferor of the shares has first delivered the shares to a depository specified by Adient so that stamp duty or SDRT may be collected in connection with the initial delivery to the depository. These shares will be evidenced by a receipt issued by the depository. Before the transfer can be registered in the books of Adient, the transferor will also be required to put in the depository funds to settle the applicable stamp duty or SDRT charged at a rate of 1.5% of the value of the shares.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This information statement and other materials Johnson Controls and Adient have filed or will file with the SEC contain, or will contain, certain forward-looking statements regarding business strategies, market potential, future financial performance and other matters. The words “believe,” “expect,” “anticipate,” “project” and similar expressions, among others, generally identify “forward-looking statements,” which speak only as of the date the statements were made. The matters discussed in these forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from those projected, anticipated or implied in the forward-looking statements. In particular, information included under “Risk Factors,” “The Separation and Distribution,” “Business,” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” contain forward-looking statements. Where, in any forward-looking statement, an expectation or belief as to future results or events is expressed, such expectation or belief is based on the current plans and expectations of Adient management and expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the expectation or belief will result or be achieved or accomplished. Except as may be required by law, Adient undertakes no obligation to modify or revise any forward-looking statements to reflect events or circumstances occurring after the date of this information statement. Factors that could cause actual results or events to differ materially from those anticipated include the matters described under “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

THE SEPARATION AND DISTRIBUTION

Background and Overview

On July 24, 2015, Johnson Controls announced its intent to separate its automotive seating and interiors businesses into an independent, publicly traded company—Adient. To implement the separation, Johnson Controls will transfer its automotive seating and interiors businesses to Adient, and in return, Adient will issue its ordinary shares to Johnson Controls shareholders, pro rata to their respective holdings.

On January 24, 2016, Johnson Controls, Inc. entered into an Agreement and Plan of Merger with Tyco International plc and certain other parties named therein. Pursuant to the merger agreement and subject to the terms and conditions set forth therein, an indirect wholly owned subsidiary of Tyco will merge with and into Johnson Controls, Inc., with Johnson Controls, Inc. surviving as an indirect wholly owned subsidiary of Tyco. At the effective time of the merger (or as soon as possible thereafter), Tyco will change its name to “Johnson Controls plc” and will trade under the ticker “JCI.” It is currently expected that the distribution of Adient ordinary shares will occur after the consummation of this merger, and that the record date for the distribution and the distribution date will be set following the merger. As a result, former shareholders of both Johnson Controls, Inc. and Tyco who hold shares of the combined company as of the record date will receive Adient ordinary shares in the distribution. References to “Johnson Controls” in this information statement therefore refer to Johnson Controls, Inc. prior to the merger and refer to Johnson Controls plc after the merger.

On _____, 2016, the distribution date, each Johnson Controls shareholder will receive, subject to the approval of the Johnson Controls board of directors, one Adient ordinary share for every ten shares of Johnson Controls held at the close of business on the record date for the distribution, as described below. Johnson Controls shareholders will receive cash in lieu of any fractional Adient ordinary shares that they would have received after application of this ratio. You will not be required to make any payment, surrender or exchange your Johnson Controls shares or take any other action to receive your ordinary shares of Adient in the distribution. The distribution of Adient ordinary shares as described in this information statement is subject to the satisfaction or waiver of certain conditions. For a more detailed description of these conditions, see “—Conditions to the Distribution.”

Reasons for the Separation

The Johnson Controls board of directors determined that the creation of two independent public companies, with Adient operating Johnson Controls’ automotive seating and interiors businesses, and the new Johnson Controls operating the building efficiency and power solutions businesses is in the best interests of Johnson Controls and its shareholders and approved the plan of separation. A wide variety of factors were considered by the Johnson Controls board of directors in evaluating the creation of independent public companies. Among other things, the Johnson Controls board of directors considered the following potential benefits:

- *Strategic Focus.* Enhance the ability of management of each company to focus on their respective businesses and unique opportunities for long-term growth and profitability and to allocate capital and corporate resources in a manner that focuses on achieving each company’s own strategic priorities.
- *Strategic Flexibility.* Provide each company with increased flexibility to pursue acquisitions and other strategic alternatives without having to consider the potential impact on the businesses of the other company.
- *Access to Capital.* Create two independent capital structures that will afford each company direct access to the debt and equity capital markets to fund their respective growth strategies and to establish an appropriate capital structure for their business needs. In addition, Adient will

distribute to Johnson Controls \$ _____ in cash immediately prior to the distribution to fund inorganic and organic growth as needed;

- *Management and Employee Incentives.* Enhance each company's flexibility to establish appropriate compensation policies, including non-cash equity-based compensation policies that are reflective of the performance of its operations and are designed to attract and retain skilled employees.
- *Investor Perspectives.* Allow investors to evaluate the separate investment identities of each company, including the distinct merits, performance and future prospects of their respective businesses, and providing investors with a more targeted investment opportunity.

Neither Adient nor Johnson Controls can assure you that, following the separation, any of the benefits described above or otherwise will be realized to the extent anticipated or at all.

The Johnson Controls board of directors also considered a number of potentially negative factors in evaluating the separation, including the potential loss of operational synergies from operating as a consolidated entity; the potential loss of joint purchasing power; the potential exposure to operating in fewer industries reducing the ability to mitigate downturns in one business against the others; potential disruptions to the company's businesses as a result of the spin-off, such as information technology disruptions; the risk that Johnson Controls would not achieve the expected benefits of the separation; execution risks; and one-time costs. However, the board of directors concluded that the potential benefits of the separation outweighed these factors.

Formation of Adient

Adient is currently a private limited company organized under the laws of England and Wales, but will be re-registered as a public limited company prior to the distribution. Adient was formed for the purpose of holding Johnson Controls' automotive seating and interiors businesses. All of Adient's issued shares will be held beneficially by a U.K. corporate services provider (which is not a subsidiary of Johnson Controls). Prior to the transfer by Johnson Controls to Adient of its automotive seating and interiors businesses, Adient will have no operations other than those incidental to its formation and in preparation for the separation. Johnson Controls will transfer its automotive seating and interiors businesses to Adient, and in return, Adient will issue shares to Johnson Controls shareholders, pro rata to their respective holdings.

When and How to Receive the Distribution

With the assistance of _____, Adient expects to issue its ordinary shares on _____, 2016, the distribution date, to all holders of outstanding Johnson Controls shares as of the close of business on _____, 2016, the record date for the distribution. _____ will serve as the settlement and distribution agent in connection with the distribution and the transfer agent and registrar for Adient ordinary shares.

If you own Johnson Controls shares as of the close of business on the record date for the distribution, Adient ordinary shares that you are entitled to receive in the distribution will be issued electronically, as of the distribution date, to you in direct registration form or to your bank or brokerage firm on your behalf. If you are a registered holder, _____ will then mail you a direct registration account statement that reflects your Adient ordinary shares. If you hold your shares through a bank or brokerage firm, your bank or brokerage firm will credit your account for the shares. If you own Johnson Controls shares through the Johnson Controls dividend reinvestment plan, the Adient ordinary shares you receive will be distributed electronically to you or to your brokerage firm on your behalf in book-entry form. Direct registration form refers to a method of recording share ownership when no physical share certificates are issued to shareholders, as is the case in this

distribution. If you sell Johnson Controls shares in the “regular-way” market up to and including the distribution date, you will be selling your right to receive Adient ordinary shares in the distribution.

Commencing on or shortly after the distribution date, if you hold physical share certificates that represent your Johnson Controls shares and you are the registered holder of the shares represented by those certificates, the distribution agent will mail to you an account statement that indicates the number of Adient ordinary shares that have been registered in book-entry form in your name.

Most Johnson Controls shareholders hold their shares through a bank or brokerage firm. In such cases, the bank or brokerage firm would be said to hold the shares in “street name” and ownership would be recorded on the bank or brokerage firm’s books. If you hold your Johnson Controls shares through a bank or brokerage firm, your bank or brokerage firm will credit your account for the Adient ordinary shares that you are entitled to receive in the distribution. If you have any questions concerning the mechanics of having shares held in “street name,” please contact your bank or brokerage firm.

Transferability of Shares You Receive

Adient ordinary shares distributed to holders in connection with the distribution will be transferable without registration under the Securities Act, except for shares received by persons who may be deemed to be Adient affiliates. Persons who may be deemed to be Adient affiliates after the distribution generally include individuals or entities that control, are controlled by or are under common control with Adient, which may include certain Adient executive officers, directors or principal shareholders. Securities held by Adient affiliates will be subject to resale restrictions under the Securities Act. Adient affiliates will be permitted to sell Adient ordinary shares only pursuant to an effective registration statement or an exemption from the registration requirements of the Securities Act, such as the exemption afforded by Rule 144 under the Securities Act.

Number of Adient Ordinary Shares You Will Receive

Subject to the approval of the Johnson Controls board of directors, for every ten shares of Johnson Controls that you own at the close of business on _____, 2016, the record date for the distribution, you will receive one Adient ordinary share on the distribution date. Adient will not issue any fractional Adient ordinary shares to Johnson Controls shareholders. Instead, if you are a registered holder, _____ (which is sometimes referred to herein as the distribution agent) will aggregate fractional shares into whole shares, sell the whole shares in the open market at prevailing market prices and distribute the aggregate cash proceeds (net of discounts and commissions) of the sales pro rata (based on the fractional share such holder would otherwise be entitled to receive) to each holder who otherwise would have been entitled to receive a fractional share in the distribution. The distribution agent, in its sole discretion, without any influence by Johnson Controls or Adient, will determine when, how, and through which broker-dealer and at what price to sell the whole shares. Any broker-dealer used by the distribution agent will not be an affiliate of either Johnson Controls or Adient. _____ is not an affiliate of either Johnson Controls or Adient. Neither Adient nor Johnson Controls will be able to guarantee any minimum sale price in connection with the sale of these shares. Recipients of cash in lieu of fractional shares will not be entitled to any interest on the amounts of payment made in lieu of fractional shares.

The aggregate net cash proceeds of these sales of fractional shares will be taxable for U.S. federal income tax purposes. See “Material U.S. Federal Income Tax Consequences” for an explanation of the material U.S. federal income tax consequences of the distribution. If you hold physical certificates for shares of Johnson Controls and are the registered holder, you will receive a check from the distribution agent in an amount equal to your pro rata share of the aggregate net cash proceeds of the sales. Adient estimates that it will take approximately two weeks from the distribution date for the distribution agent to complete the distributions of the aggregate net cash proceeds. If you hold your

shares of Johnson Controls through a bank or brokerage firm, your bank or brokerage firm will receive, on your behalf, your pro rata share of the aggregate net cash proceeds of the sales and will electronically credit your account for your share of such proceeds.

Treatment of Equity Based Compensation

The employee matters agreement will generally provide for the conversion of the outstanding awards granted under the Johnson Controls equity compensation programs into adjusted awards relating to shares of Johnson Controls, or both shares of Johnson Controls and Adient ordinary shares. The adjusted awards generally will be subject to the same or equivalent vesting conditions and other terms that applied to the applicable original Johnson Controls award immediately before the separation.

Each Johnson Controls stock option and each Johnson Controls stock appreciation right that is held by an employee who continues service with Johnson Controls following the distribution date (whom we collectively refer to as “Johnson Controls allocated employees”) or a former employee will be converted into an adjusted Johnson Controls stock option or stock appreciation right, as applicable, with the exercise price and the number of shares subject to the stock option or stock appreciation right adjusted to preserve the aggregate intrinsic value of the original Johnson Controls stock option or stock appreciation right as measured immediately before and immediately after the separation, subject to rounding. Each Johnson Controls stock option and each Johnson Controls stock appreciation right that is held by an employee who will be an Adient employee following the separation (whom we collectively refer to as “Adient allocated employees”) will be converted into an adjusted Johnson Controls stock option or stock appreciation right, as applicable, and an Adient stock option or stock appreciation right, as applicable. The exercise price and number of shares subject to each such stock option and stock appreciation right will be adjusted in order to preserve the aggregate intrinsic value of the original Johnson Controls stock option or stock appreciation right, as measured immediately before and immediately after the separation, subject to rounding.

Holders of an outstanding Johnson Controls restricted stock award or restricted stock unit award who are Johnson Controls allocated employees or former employees will receive corresponding adjusted Johnson Controls awards, with the number of shares adjusted to preserve the aggregate value of the original Johnson Controls award as measured immediately before and immediately after the separation, subject to rounding. Holders of an outstanding Johnson Controls restricted stock award or restricted stock unit award who are Adient allocated employees will retain that award and also receive a corresponding Adient award covering a number of Adient ordinary shares that reflects the distribution to Johnson Controls shareholders, determined by applying the distribution ratio to the shares underlying the Johnson Controls award as though they were actual shares of Johnson Controls, subject to rounding.

For purposes of vesting for all awards, continued employment with or service to Johnson Controls or Adient, as applicable, will be treated as continued employment with or service to either Johnson Controls or both Johnson Controls and Adient, as applicable.

Results of the Distribution

After the distribution, Adient will be an independent, publicly traded company. The actual number of shares to be distributed will be determined at the close of business on _____, 2016, the record date for the distribution, and will reflect any exercise of Johnson Controls options between the date the Johnson Controls board of directors declares the distribution and the record date for the distribution. The distribution will not affect the number of outstanding shares of Johnson Controls or any rights of Johnson Controls shareholders. Johnson Controls will not distribute any fractional Adient ordinary shares.

Adient will enter into a separation agreement and other related agreements with Johnson Controls before the distribution to effect the separation and provide a framework for Adient's relationship with Johnson Controls after the separation. These agreements will provide for the allocation between Johnson Controls and Adient of Johnson Controls' assets, liabilities and obligations (including its investments, property and employee benefits and tax-related assets and liabilities) attributable to periods prior to Adient's separation from Johnson Controls and will govern the relationship between Johnson Controls and Adient after the separation. For a more detailed description of these agreements, see "Certain Relationships and Related Person Transactions."

Market for Adient Ordinary Shares

There is currently no public trading market for Adient ordinary shares. Adient intends to apply to have its ordinary shares authorized for listing on the New York Stock Exchange under the symbol "ADNT." Adient has not and will not set the initial price of its ordinary shares. The initial price will be established by the public markets.

Adient cannot predict the price at which its ordinary shares will trade after the distribution. In fact, the combined trading prices, after the separation, of the Adient ordinary shares that each Johnson Controls shareholder will receive in the distribution and the shares of Johnson Controls held at the record date for the distribution may not equal the "regular-way" trading price of a Johnson Controls share immediately prior to the separation. The price at which Adient ordinary shares trade may fluctuate significantly, particularly until an orderly public market develops. Trading prices for Adient ordinary shares will be determined in the public markets and may be influenced by many factors. See "Risk Factors—Risks Related to Adient Ordinary Shares."

Trading Before Distribution Date

Beginning on or shortly before the record date for the distribution and continuing up to and including through the distribution date, Johnson Controls expects that there will be two markets in Johnson Controls shares: a "regular-way" market and an "ex-distribution" market. Shares of Johnson Controls that trade on the "regular-way" market will trade with an entitlement to Adient ordinary shares distributed pursuant to the separation. Shares of Johnson Controls that trade on the "ex-distribution" market will trade without an entitlement to Adient ordinary shares distributed pursuant to the distribution. Therefore, if you sell shares of Johnson Controls in the "regular-way" market up to and including through the distribution date, you will be selling your right to receive Adient ordinary shares in the distribution. If you own shares of Johnson Controls at the close of business on the record date and sell those shares on the "ex-distribution" market up to and including through the distribution date, you will receive the Adient ordinary shares that you are entitled to receive pursuant to your ownership as of the record date of the shares of Johnson Controls.

Furthermore, beginning on or shortly before the record date for the distribution and continuing up to and including the distribution date, Adient expects that there will be a "when-issued" market in its ordinary shares. "When-issued" trading refers to a sale or purchase made conditionally because the security has been authorized but not yet issued. The "when-issued" trading market will be a market for Adient ordinary shares that will be distributed to holders of shares of Johnson Controls on the distribution date. If you owned shares of Johnson Controls at the close of business on the record date for the distribution, you would be entitled to Adient ordinary shares distributed pursuant to the distribution. You may trade this entitlement to Adient ordinary shares, without the shares of Johnson Controls you own, on the "when-issued" market. On the first trading day following the distribution date, "when-issued" trading with respect to Adient ordinary shares will end, and "regular-way" trading will begin.

Conditions to the Distribution

Adient has announced that the distribution will be effective at 12:01 a.m., Eastern Time, on _____, 2016, which is the distribution date, provided that the following conditions shall have been satisfied (or waived by Johnson Controls in its sole discretion):

- the transfer of assets and liabilities from Johnson Controls to Adient shall have been completed in accordance with the separation agreement;
- Adient shall have completed a cash transfer to Johnson Controls totaling \$ _____ and Johnson Controls shall be satisfied that it has no liability under the financing transactions entered into by Adient in connection with the separation;
- the SEC shall have declared effective the registration statement on Form 10 of which this information statement forms a part, and this information statement shall have been mailed to the Johnson Controls shareholders;
- all actions or filings necessary or appropriate under applicable U.S. federal, U.S. state or other securities laws shall have been taken and, where applicable, have become effective or been accepted by the applicable governmental entity;
- the transaction agreements relating to the separation shall have been duly executed and delivered by the parties;
- no order, injunction, or decree issued by any court of competent jurisdiction or other legal restraint or prohibition preventing the consummation of the separation, distribution or any of the related transactions shall be in effect;
- the Adient ordinary shares to be distributed shall have been accepted for listing on the New York Stock Exchange, subject to official notice of distribution; and
- no other event or development shall exist or have occurred that, in the judgment of the Johnson Controls board of directors, in its sole discretion, makes it inadvisable to effect the separation, distribution and other related transactions.

Johnson Controls and Adient cannot assure you that any or all of these conditions will be met and may also waive any of the conditions to the distribution. In addition, Johnson Controls will have the sole and absolute discretion to determine (and change) the terms of, and whether to proceed with, the distribution and, to the extent it determines to so proceed, to determine the record date for the distribution and the distribution date and the distribution ratio. Johnson Controls will also have sole discretion to waive any of the conditions to the distribution. Johnson Controls does not intend to notify its shareholders of any modifications to the terms of the separation that, in the judgment of its board of directors, are not material. For example, the Johnson Controls board of directors might consider material such matters as significant changes to the distribution ratio, the assets to be transferred in the separation or the liabilities to be assumed in the separation. To the extent that the Johnson Controls board of directors determines that any modifications by Johnson Controls materially change the material terms of the distribution, Johnson Controls will notify Johnson Controls shareholders in a manner reasonably calculated to inform them about the modification as may be required by law, by, for example, publishing a press release, filing a current report on Form 8-K, or circulating a supplement to this information statement.

DIVIDEND POLICY

Following the distribution, Adient expects to pay a regular cash dividend in line with industry practice after considering the dividend levels within its peer group and overall within the equity markets. The timing, declaration, amount of and payment of any dividends following the separation by Adient is within the discretion of its board of directors and will depend upon many factors, including Adient's financial condition, earnings, capital requirements of its operating subsidiaries, debt service obligations, covenants associated with certain of Adient's debt service obligations, legal requirements, regulatory constraints, industry practice, ability to gain access to capital markets, and other factors deemed relevant by its board of directors. Moreover, if Adient determines to pay any dividend in the future, there can be no assurance that it will continue to pay such dividends or the amount of such dividends.

CAPITALIZATION

The following table sets forth Adient's capitalization as of _____, 2016, on a historical basis and on a pro forma basis to give effect to the pro forma adjustments included in Adient's unaudited pro forma financial information. The information below is not necessarily indicative of what Adient's capitalization would have been had the separation, distribution and related financing transactions been completed as of _____, 2016. In addition, it is not indicative of Adient's future capitalization. This table should be read in conjunction with "Selected Historical Combined Financial Data of Adient," "Unaudited Pro Forma Condensed Combined Financial Statements," "Selected Historical Combined Financial Data of Adient," "Management's Discussion and Analysis of Financial Condition and Results of Operations," and Adient's combined financial statements and notes included in the "Index to Financial Statements" section of this information statement.

(in millions)	As of _____, 2016		
	Historical	Pro Forma Adjustments	Pro Forma
Cash and cash equivalents	=====	=====	=====
Long-term debt, including current portion:			
Current portion of long-term debt			
Long-term debt	_____	_____	_____
Total long-term debt	_____	_____	_____
Redeemable noncontrolling interests			
Stockholders' equity			
Common Stock			
Additional Paid-in Capital			
Net parent company investment			
Accumulated other comprehensive loss	_____	_____	_____
Invested equity attributable to Adient	_____	_____	_____
Noncontrolling interests	_____	_____	_____
Total invested equity	_____	_____	_____
Total stockholders' equity	_____	_____	_____
Total capitalization	=====	=====	=====

SELECTED HISTORICAL COMBINED FINANCIAL DATA OF ADIENT

The following selected financial data reflect the combined operations of Adient. Adient derived the selected combined income statement data for the three months ended December 31, 2015 and 2014 and selected combined balance sheet data as of December 31, 2015, as set forth below, from its unaudited combined financial statements, which are included in the “Index to Financial Statements” section of this information statement. Adient derived the selected combined income statement data for the fiscal years ended September 30, 2015, 2014 and 2013 and the selected combined balance sheet data as of September 30, 2015 and 2014, as set forth below, from its audited combined financial statements, which are included in the “Index to Financial Statements” section of this information statement. Adient derived the selected combined income statement data for the fiscal years ended September 30, 2012 and 2011 and selected combined balance sheet data as of December 31, 2014 and September 30, 2013, 2012 and 2011 from Adient’s underlying financial records, which were derived from the financial records of Johnson Controls and are not included in this information statement. The historical results do not necessarily indicate the results expected for any future period. To ensure a full understanding, you should read the selected combined financial data presented below in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the combined financial statements and accompanying notes included in the “Index to Financial Statements” section of this information statement.

(dollars in millions, unless otherwise noted)	As of or for the Three Months Ended December 31,		As of or for the Fiscal Year Ended September 30,				
	2015	2014	2015	2014	2013	2012	2011
	(unaudited)	(unaudited)				(unaudited)	(unaudited)
Operating results							
Net sales(1)	\$ 4,233	\$ 5,273	\$20,071	\$22,041	\$20,470	\$19,986	\$18,776
Segment income(2)	209	220	1,159	893	716	671	633
Net income attributable to Adient(3)	137	182	475	307	187	267	368
Capital expenditures	108	154	478	624	659	609	566
Depreciation and amortization	86	94	347	437	450	416	366
Number of employees	75,000	90,000	76,000	88,000	89,000	89,000	81,000
Financial Position							
Working capital(4)	\$ (177)	\$ (220)	\$ (238)	\$ (514)	\$ (413)	\$ (32)	\$ (234)
Total assets	10,034	10,778	10,437	11,206	11,387	10,669	10,427
Long-term debt	32	42	35	46	58	75	84
Total debt	78	201	59	156	138	128	179
Invested equity attributable to Adient	5,604	5,661	5,626	5,453	5,582	5,558	5,204
Total debt to capitalization(5)	1%	4%	1%	3%	2%	2%	3%

- (1) On July 2, 2015, Adient completed its global automotive interiors joint venture with Yanfeng Automotive Trim Systems and deconsolidated such business since that date. This resulted in lower consolidated net sales during the remainder of fiscal year 2015 and the first quarter of fiscal year 2016. Refer to “Management’s Discussion and Analysis of Financial Condition and Results of Operations” for more information on the impact of this transaction on consolidated net sales.
- (2) Segment income is calculated as income before income taxes and noncontrolling interests excluding net financing charges, restructuring and impairment costs, and net mark-to-market adjustments on pension and postretirement plans.
- (3) Income attributable to Adient includes \$182 million, \$158 million, \$280 million and \$143 million of restructuring and impairment costs in fiscal year 2015, 2014, 2013 and 2012, respectively. It also includes \$6 million, \$50 million, \$13 million, \$37 million and \$2 million of net mark-to-market charges on pension and postretirement plans in fiscal year 2015, 2014, 2013, 2012 and 2011, respectively. The preceding amounts are stated on a pre-tax basis.
- (4) Working capital is defined as current assets less current liabilities, excluding cash, short-term debt, the current portion of long-term debt, and the current portion of assets and liabilities held for sale.
- (5) Total debt to total capitalization represents total debt divided by the sum of total debt and invested equity attributable to Adient.

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

The following unaudited pro forma financial statements illustrate the financial impacts of the separation and the related transactions described below. The unaudited pro forma balance sheet gives effect to the separation and related transactions described below as if they had occurred on . The unaudited pro forma combined statements of income for the months ended and for the year ended September 30, 2015 give effect to the separation and related transactions described below as if they occurred as of October 1, 2014, the first day of the last fiscal year.

The unaudited pro forma combined balance sheet and statements of income have been derived from the historical audited combined annual and unaudited combined interim financial statements of the automotive seating and interiors businesses of Johnson Controls included in the “Index to Financial Statements” section of this information statement. These adjustments give effect to events that are (i) directly attributable to the distribution and related transaction agreements, (ii) factually supportable, and (iii) with respect to the statement of operations, expected to have a continuing impact on Adient, such as:

- the transfer from Johnson Controls to Adient of the assets and liabilities that comprise Adient’s business;
- the expected transfer to Adient of various corporate and other assets and liabilities not included in Adient’s historical combined balance sheet;
- the incurrence of \$ of debt at an estimated interest rate of % and a cash distribution of \$ to Johnson Controls;
- the issuance of approximately Adient ordinary shares; and
- the impact of the transition services agreement, the tax matters agreement, the employee matters agreement, the transitional trademark license agreement and certain other agreements to be entered into by Johnson Controls and Adient.

The unaudited pro forma combined financial statements are for informational purposes only and do not purport to represent what Adient’s financial position and results of operations actually would have been had the separation and related transactions occurred on the dates indicated, or to project Adient’s financial performance for any future period. The unaudited pro forma combined financial statements are based on information and assumptions, which are described in the accompanying notes.

The Adient historical financial information, which was the basis for the unaudited pro forma combined financial statements, was prepared on a carve-out basis, as Adient was not operated as a separate, independent company for the periods presented. Accordingly, such financial information reflects an allocation of certain corporate costs for corporate administrative services, including general corporate expenses related to tax, treasury, finance, audit, risk management, legal, information technology, human resources, shareholder relations, compliance, shared services, insurance, employee benefits, incentives and stock-based compensation. These historical allocations may not be indicative of Adient’s future cost structure; however, the pro forma results have not been adjusted to reflect any potential changes associated with Adient being an independent public company as such amounts are estimates that are not factually supportable.

Johnson Controls will pay certain non-recurring third-party costs and expenses related to the separation. Such non-recurring amounts will include fees for financial advisors, outside legal and accounting fees, costs to separate information technology systems and other similar costs. After the separation, each party will generally bear its own costs and expenses.

The unaudited pro forma combined financial statements reported below should be read in conjunction with the section herein entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” as well as the historical audited combined annual and unaudited combined interim financial statements and the corresponding notes included in the “Index to Financial Statements” section of this information statement.

ADIENT
UNAUDITED PRO FORMA COMBINED STATEMENT OF INCOME
FOR THE YEAR ENDED SEPTEMBER 30, 2015

(in millions, except share and per share data)	<u>Historical</u>	<u>Pro Forma Adjustments</u>	<u>Pro Forma</u>
Net sales	\$20,071		
Cost of sales	<u>18,219</u>	_____	_____
Gross profit	1,852		
Selling, general and administrative expenses	(1,131)	(A)(G)	
Gain on business divestitures—net	137		
Restructuring and impairment costs	(182)		
Net financing charges	(12)	(B)	
Equity income	<u>295</u>	_____	_____
Income before income taxes	959		
Income tax provision	<u>418</u>	(C)	_____
Net income	541		
Income attributable to noncontrolling interests	<u>66</u>	_____	_____
Net income attributable to Adient	<u>\$ 475</u>	=====	=====
Earnings per share			
Basic	n/a	(D)	
Diluted	n/a	(E)	
Weighted-average shares outstanding			
Basic	n/a	(D)	
Diluted	n/a	(E)	

ADIENT
UNAUDITED PRO FORMA COMBINED STATEMENT OF INCOME
FOR THE MONTHS ENDED

(in millions, except share and per share data)	<u>Historical</u>	<u>Pro Forma Adjustments</u>	<u>Pro Forma</u>
Net sales	_____	_____	_____
Cost of sales	_____	_____	_____
Gross profit	_____	_____	_____
Selling, general and administrative expenses	_____	(A)(G)(J)	_____
Net financing charges	_____	(B)	_____
Equity income	_____	_____	_____
Income before income taxes	_____	_____	_____
Income tax provision	_____	(C)	_____
Net income	_____	_____	_____
Income attributable to noncontrolling interests	_____	_____	_____
Net income attributable to Adient	=====	=====	=====
Earnings per share			
Basic	n/a	(D)	
Diluted	n/a	(E)	
Weighted-average shares outstanding			
Basic	n/a	(D)	
Diluted	n/a	(E)	

ADIENT
UNAUDITED PRO FORMA COMBINED BALANCE SHEET
AS OF

(in millions)	<u>Historical</u>	<u>Pro Forma Adjustments</u>	<u>Pro Forma</u>
Assets			
Cash and cash equivalents		(F)	
Accounts receivables, less allowance for doubtful accounts of \$. .			
Inventories			
Other current assets			
Current assets			
Property, plant and equipment—net			
Goodwill			
Other intangible assets—net			
Investments in partially-owned affiliates			
Other noncurrent assets		(I)	
Total assets			
Liabilities and Equity			
Short-term debt			
Current portion of long-term debt			
Accounts payable			
Accrued compensation and benefits			
Restructuring reserve			
Other current liabilities			
Current liabilities			
Long-term debt		(F)	
Pension and postretirement benefits			
Other noncurrent liabilities			
Long-term liabilities			
Redeemable noncontrolling interests			
Equity			
Common Stock		(H)	
Additional Paid-in Capital		(H)	
Net parent company investment		(F)(H)	
Accumulated other comprehensive income (loss)			
Invested equity attributable to Adient			
Noncontrolling interests			
Total invested equity			
Total liabilities and equity			

ADIENT
THE AUTOMOTIVE BUSINESS OF JOHNSON CONTROLS
NOTES TO THE UNAUDITED PRO FORMA COMBINED FINANCIAL STATEMENTS

- (A) Reflects the difference in costs to be incurred by Adient for the services to be provided by Johnson Controls under the transition services agreement.
- (B) Reflects interest expense related to approximately \$ in debt that Adient expects to incur in connection with the separation and amortization of deferred debt issuance costs. Based on Adient's currently expected debt rating, the interest rate on the debt is expected to be approximately %. Interest expense was calculated assuming constant debt levels throughout the periods. Interest expense may be higher or lower if Adient's actual interest rate or credit ratings change. A 1/8% change to the annual interest rate would change net income by \$ million on an annual basis.
- (C) Reflects the tax effects of the pro forma adjustments at the applicable statutory income tax rates in the respective jurisdictions. The effective tax rate of Adient could be different (either higher or lower) depending on activities subsequent to the distribution.
- (D) The number of Adient ordinary shares used to compute basic earnings per share is based on the number of Adient ordinary shares assumed to be outstanding on the record date, based on the number of shares of Johnson Controls outstanding on , assuming a distribution ratio of one Adient ordinary share for every ten Johnson Controls shares outstanding as of the close of business on the record date.
- (E) The number of shares used to compute diluted earnings per share is based on the number of Adient ordinary shares, as described in note D above, plus the additional number of shares that would be issued upon the exercise of all dilutive outstanding options and vesting of outstanding restricted stock awards.
- (F) Reflects the incurrence of approximately \$ in debt by Adient and the distribution of \$ cash to Johnson Controls, with the remaining \$ in cash to be held by Adient.
- (G) Reflects the removal of multi-employer pension plan charges/credits incurred during the historical period for pension plans that will remain with Johnson Controls as a direct result of Adient separating from Johnson Controls.
- (H) On the distribution date, Johnson Controls net investment in Adient will be re-designated as Adient Shareholders' Equity and will be allocated between Adient ordinary shares and additional paid in capital based on the number of Adient ordinary shares outstanding at the distribution date.
- (I) Reflects debt issuance costs incurred and capitalized.
- (J) Reflects the removal of separation costs incurred during the historical period that are directly related to the separation of Adient from Johnson Controls.

BUSINESS

Overview

Adient is the world's largest automotive seating supplier. Adient has a leading market position in the Americas, Europe and China, and has longstanding relationships with the largest global original equipment manufacturers, or OEMs, in the automotive space. Adient's proprietary technologies extend into virtually every area of automotive seating solutions, including complete seating systems, frames, mechanisms, foam, head restraints, armrests, trim covers and fabrics. Adient will be an independent seat supplier with global scale and the capability to design, develop, engineer, manufacture and deliver complete seat systems and components in every major automotive producing region in the world. Adient also participates in the automotive interiors market primarily through its joint venture in China, Yanfeng Global Automotive Interior Systems Co., Ltd., or YFAI.

The current legal and commercial name of Adient is Adient Ltd. Adient was organized under the laws of England and Wales on December 17, 2015 as a private limited company, but will be re-registered as a public limited company prior to the distribution. Adient's fiscal year ends on September 30 each year. Adient's registered office address is 1 Fetter Lane, London, United Kingdom, EC4A 1BR. Adient's corporate offices will be located in Plymouth, Michigan; Milwaukee, Wisconsin; Burscheid, Germany; and Shanghai, China.

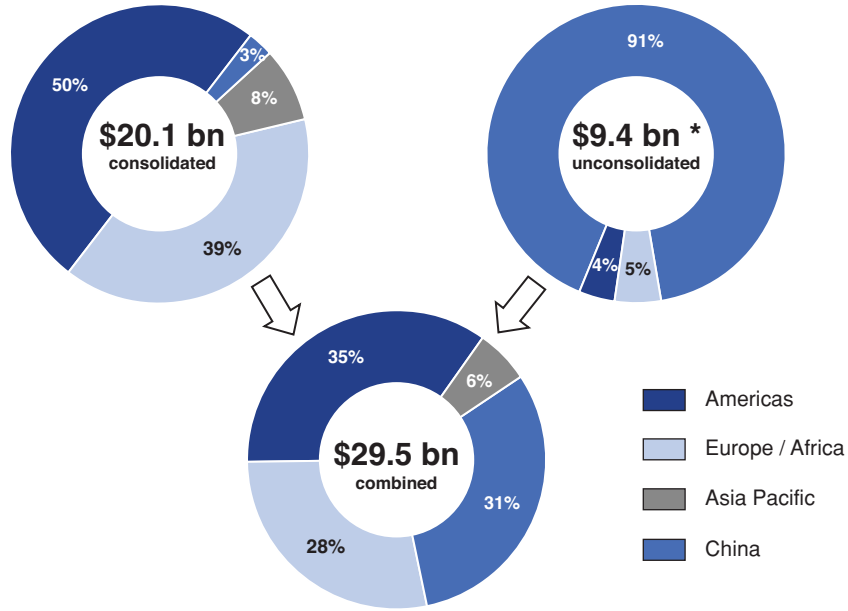
Adient designs, manufactures and markets a full range of seating systems and components for passenger cars, commercial vehicles and light trucks, including vans, pick-up trucks and sport/crossover utility vehicles. Adient also supplies high performance seating systems to the international motorsports industry through its award winning RECARO brand of products. Adient operates approximately 230 wholly- and majority-owned manufacturing or assembly facilities, with operations in 33 countries. Additionally, Adient has partially-owned affiliates in China, Asia, Europe and North America.

In fiscal 2015, the operations that will constitute Adient accounted for 54% of Johnson Controls' consolidated net sales and 36% of Johnson Controls' consolidated segment income.

Adient's business model is focused on developing and maintaining long-term customer relationships, which has allowed Adient to successfully grow with leading global OEMs, including BMW, Daimler AG, Fiat Chrysler Automobiles, Ford Motor Company, General Motors Company, Honda Motor Company, Hyundai Motor Company, Jaguar Land Rover, Kia Motor Company, Mazda Motor Company, Mitsubishi Motors, Nissan Motor Company, PSA Peugeot Citroen, Renault, Suzuki, Toyota Motor Corporation, Volkswagen AG and Volvo. Adient also supplies most of the growing regional OEMs such as BAIC Motor Co., Ltd., Brilliance Auto Group, Changan Automobile (Group) Co., Ltd., FAW Group Corporation, Great Wall Motors Company Limited, SAIC Motor Corporation Limited, Tata Motors Limited and Zhejiang Geely Holding Group Co., Ltd and newer auto manufacturers such as Tesla Motors, Inc. Adient and its engineers work closely with customers as vehicle platforms are developed, which results in close ties with key decision makers at OEM customers.

In fiscal 2015, 50% of Adient's consolidated revenue was derived from the Americas, 39% from Europe and Africa, 8% from Asia Pacific and 3% from China. Adient's unconsolidated revenue was primarily from joint ventures in China. Adient's regional balance is evident when Adient's consolidated and unconsolidated sales are viewed together.

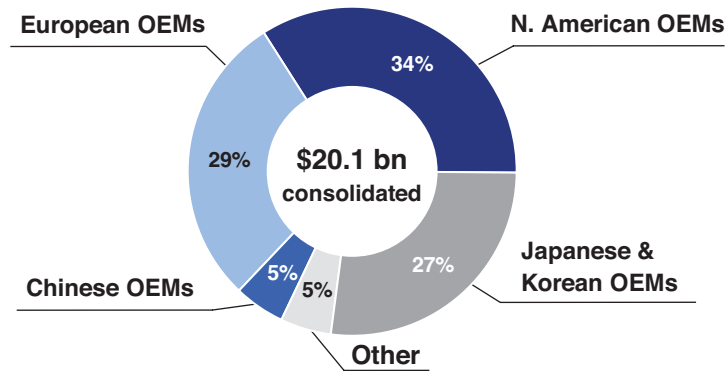
2015 Fiscal Sales



* includes YFAI sales for only the period from July 2, 2015 to September 30, 2015.

In fiscal 2015, 29% of Adient’s consolidated revenue was attributable to European OEMs, 27% to Japanese and Korean OEMs, 5% to Chinese OEMs and 34% to North American OEMs. This balanced portfolio has allowed Adient to effectively manage OEM share gains and losses and has provided protection against regional economic cycles.

2015 Fiscal Sales



Adient has a leading market share position in China with a portfolio of successful joint venture partnerships with key Chinese OEM partners. Adient is the largest supplier of “just-in-time” seating in China. Adient operates through 17 joint ventures and has 60 manufacturing locations in 32 cities, which are supported by additional technical centers. Adient participates in the automotive interiors market through its approximately 30% equity interest in YFAI. YFAI is the world’s largest supplier of automotive interiors generating revenue through the sale of instrument panels, floor consoles, door panels, overhead consoles, cockpit systems, decorative trim and other products. YFAI supplies automotive interior products to a majority of the world’s major OEMs.

As a stand-alone public company, Adient is committed to be the world's premier automotive seating supplier through leadership in cost, quality, launch execution and customer satisfaction. Through its global footprint, vertical integration and partnerships in China, Adient has leveraged its capabilities to drive growth in the automotive seating industry. Adient intends to leverage these capabilities to further grow its seating business and potentially enter into additional product markets adjacent to the automotive industry. Adient evaluates its success from the perspective of its shareholders, customers, partners and employees.

For the three months ended December 31, 2015, Adient generated revenue of \$4.2 billion and net income attributable to Adient of \$137 million, as compared to revenue of \$5.3 billion and net income attributable to Adient of \$182 million generated for the three months ended December 31, 2014. For the fiscal year ended September 30, 2015, Adient generated revenue of \$20.1 billion and net income attributable to Adient of \$475 million, as compared to revenue of \$22.0 billion and net income attributable to Adient of \$307 million generated for the fiscal year ended September 30, 2014. The lower revenue in the first quarter of fiscal year 2016 and for the full fiscal year 2015 compared to the corresponding prior periods results primarily from the completion of the YFAI joint venture on July 2, 2015 and the unfavorable impact of foreign currency translation.

Competitive Strengths

Adient possesses a number of competitive advantages that distinguish it from its competitors, including:

Global Market Leadership

Adient has leading market shares in the automotive seating markets in North America and Europe, and a leading market share in China, the world's largest and one of the fastest-growing automotive markets. Management estimates Adient's automotive seating market share to be at least 35% in both North America and Europe. IHS Inc. estimates Adient's automotive seating market share to be approximately 45% in China, which is greater than any of Adient's competitors. Additionally, management intends to continue investing in the Asia region, one of the fastest-growing regions.

Adient has longstanding relationships with premier automotive manufacturers, including BMW Group, Daimler AG, Ford Motor Company, General Motors Company, Hyundai/Kia Motors Corp, Toyota Motor Corporation, Volkswagen AG and Volvo Group. The majority of these relationships span more than 20 years. Additionally, Adient has 17 joint venture partnerships with key Chinese OEMs, including SAIC Motor Corporation Limited, Beijing Automobile Works Co., Ltd. and FAW Group Corporation.

Longstanding Customer Relationships with Leading Global OEMs

Adient works with OEMs to develop complete seating solutions to meet and exceed consumer expectations for performance, safety and comfort. Adient does business with all major global OEM customers, and in many cases, works closely with those customers to develop a seating solution integrated into the overall vehicle appearance and architecture. As a result, the people and businesses of Adient have been recognized for their leadership by many awards from the industry and from customers, including:

- 2015 Hyundai-Kia Technology 5 Star certification to Johnson Controls Automotive Korea for achieving the highest level of research and development;
- 2015 J.D. Power Award Highest Quality Seating in three vehicle segments: the luxury SUV segment for the Land Rover Evoque, the mass market midsize/large car segment for the Kia Cadenza and the mass market midsize/large SUV segment for the Hyundai Santa Fe;

- 2015 Toyota Superior Toyota New Global Architecture Promotion Award for developing a next-generation front seat structure meeting Toyota’s increased safety requirements and reducing weight, complexity of components and costs;
- 2015 Automotive Interiors Expo Supplier of the Year (second time), as determined by an independent panel of international automobile journalists;
- 2015 Nissan Japan Regional Quality Award to Johnson Controls Japan (second consecutive year);
- 2014 General Motors Supplier of the Year Award and Overdrive Award (fifth time) for, among other things, its collaboration with General Motors to execute continuous improvement and deliver sustainable value in General Motors’ seats;
- 2014 FCA US LLC Diversity Supplier Development Supplier of the Year and Technical Cost Reduction Supplier of the Year;
- 2014 J.D. Power Award Highest Quality Seating in three vehicle segments: the luxury SUV segment for the Land Rover Evoque and the Porsche Cayenne, the mass market truck/van segment for the Ford F-150 Light Duty and the F-250/350 Super Duty trucks and the mass market midsize/large SUV segment for the Honda Pilot;
- 2014 J.D. Power Award Highest Quality Seating in the mass market truck/van vehicle segment for the Toyota Tacoma and Toyota Tundra awarded to Avanzar Interior Technologies, Ltd, a joint venture of Adient;
- 25 awards in 2014 from 11 OEM customers in China, including Excellence Supplier Award, Top 10 Supplier Award, Quality Award, Truck Excellence Supplier Award and Supply Chain Integration Award;
- 2013 Minority Manufacturer of the Year award to Bridgewater Interiors, a joint venture of Adient, an award by the U.S. Department of Commerce’s Minority Business Development Agency;
- 2013 J.D. Power Award Highest Quality Seating in two vehicle segments: the mass market midsize/large SUVs for the Toyota Venza and Hyundai Santa Fe and the mass market trucks/vans for the Ford F-250/350 Super Duty; and
- 28 awards in 2013 from 20 OEM customers in China, including Excellence Supplier Award, Top 10 Supplier Award, Region Quality Award, Excellent Quality Award and Logistics Development Award.

Extensive Global Manufacturing Footprint and Functional Expertise

Adient operates a global network of approximately 230 manufacturing plants in 33 countries that supplies automotive OEMs with complete seats, modules and components. In fiscal 2015, the businesses that will constitute Adient delivered more than 25 million seat systems on a “just-in-time or in-sequence” basis globally. Those businesses supplied seating systems on more than 360 nameplates to 40 different OEMs. Adient’s industry-leading technologies complement proven expertise in consumer insights and marketing, value product planning, product design for cost, design for manufacturing, system integration, evaluation, validation and manufacturing. Adient’s approximately 75,000 highly skilled and engaged employees have earned a reputation for delivering high quality, value-added seating and interiors products that support auto manufacturers’ goal of brand differentiation.

Global Development Network

Adient's expertise in innovation and development represents a key competitive differentiator in the automotive seating business. In the development process, key downstream elements of the product are locked in, including material costs, plant conversion costs, quality characteristics and certain technical requirements. Adient uses a common product development process globally that ensures that these elements are correct at the outset of the development process, reflects the best practices of Adient's operations worldwide and meets the expectations of Adient's diverse customer base. Its product launch system is customizable and scalable based on customer and product requirements.

Adient's worldwide engineering network includes ten core development centers, which employ more than 5,600 employees who work in focused engineering development teams worldwide. These development centers utilize a globally consistent approach to the process for developing seating products. By leveraging a network of subject matter technical experts, Adient is able to efficiently implement best practices and improve product cost and quality. Adient's product development practices also entail leveraging low cost country development centers in India, China and Slovakia.

Development Centers

Plymouth (USA)	Trencin (Slovakia)
Burscheid (Germany)	Yokohama (Japan)
Solingen (Germany)	Shanghai (China)
Kaiserslautern (Germany)	Changchun (China)
Ansan (South Korea)	Pune (India)

Strong Platform for Global Growth

Adient's current global platform creates multiple opportunities for growth, such as:

- *Market share expansion in seating and seating components.* Adient has extensive relationships with global OEM customers. These relationships, combined with Adient's product offerings, enhance Adient's ability to expand its business with regional customers who are growing and expanding globally and also with new entrants to the automotive market.
- *Regional growth opportunities.* Adient is able to leverage its position as the market leader in Europe, North America and China to grow in other markets, such as Southeast Asia.
- *Vertical integration.* Adient's efficient operations provide opportunities for continued vertical integration in areas that could enhance Adient's capabilities, expand profit margins and grow revenues with customers who employ component sourcing strategies. Adient believes that as a vertically integrated supplier with global scale and strong design, engineering and lean manufacturing capabilities in both complete seat systems and components, it is well positioned to benefit from these opportunities.
- *Business expansion.* Adient will be able to leverage its track record of low cost, high quality, effectively executed product launches and ability to maintain high customer satisfaction to pursue growth into additional product markets adjacent to the automotive industry.

Experienced Leadership Team with Proven Track Record

Adient has a strong, highly capable global management team with extensive experience both within the industry and with Adient. Adient's leadership draws experience from several industrial manufacturing industries, including automotive. Senior leadership is also globally diverse and combines regional understanding of the automotive supply market with a global perspective. R. Bruce McDonald, who will be Adient's Chairman and Chief Executive Officer, brings more than 25 years of industry

experience and has operated in various leadership roles within Johnson Controls, including Vice Chairman and Chief Financial Officer. Cathleen A. Ebacher, who will be Adient's Vice President, General Counsel and Secretary, has served more than six years at Johnson Controls, most recently as Vice President and Global General Counsel—Centers of Excellence, and has served more than 20 years in a variety of senior management and legal positions at other companies. Byron S. Foster, who will be an Executive Vice President of Adient, has served more than 18 years at Johnson Controls, most recently as Vice President & General Manager—Complete Seat and Strategy of Johnson Controls' Automotive Experience business. Neil E. Marchuk, who has more than 30 years of management and human resources experience, will be named Adient's Executive Vice President and Chief Human Resources Officer. Eric S. Mitchell, who has served more than 10 years at Johnson Controls, most recently as Vice President & General Manager, North America of Johnson Controls' Building Efficiency business, will be an Executive Vice President of Adient. Mark Skonieczny Jr., who will be Adient's Vice President and Corporate Controller, has served more than 15 years at Johnson Controls and was Vice President of Finance, Global Aftermarket of Johnson Controls' Power Solutions segment before being appointed Vice President of Corporate Development. Jeffrey M. Stafeil, who will be Adient's Executive Vice President and Chief Financial Officer, has more than 24 years of industry experience and has operated in various financial leadership roles at companies in the automotive industry.

Business Strategy

Adient seeks to grow its business through the following strategies, among others:

Maintain Customer Focus and Commercial Management

Through dedicated customer teams, Adient maintains close relationships with its global OEM customers. These relationships enable Adient to clearly understand its customers' needs so that it is positioned to meet its customers' requirements. Adient's customer teams lead the new business acquisition process, which ensures alignment with Adient's product, process and manufacturing strategies. These teams partner with customers in identifying optimal product solutions to meet product demand, and also lead commercial negotiations with Adient's customers. Adient believes that its commercial teams excel at balancing these commercial topics to find "win / win" solutions for the customer and for Adient and intends to continue this approach after the separation.

To enhance customer experience and drive loyalty, Adient gathers customer feedback through annual "voice of the customer" surveys. Customer input from these surveys, as well as daily customer interaction, guides Adient's improvement activities in quality, cost and delivery. Input from customers, tracked using a customer relationship management tool to improve account management, enables prompt attention to customer concerns. Adient expects that its commercial management efforts will continue to yield outstanding performance and results.

Drive Product Innovation and Process Leadership

Adient has a strong record for developing winning product and process technologies over many years, which has created a competitive advantage for Adient and its customers. Management expects to increase investment in innovation following the separation. Recent product innovation examples include:

- T3000 recliner, which offers increased seating recliner strength in a smaller, lighter weight package as compared to Adient's previous generation product; and
- Vibratex foam, which provides less vibration transmittance to the occupant which reduces fatigue and results in superior long- and short-term comfort in the seat, as compared to a traditional foam cushion (as measured using the industry's Seating Effective Amplitude Transmissibility test).

Adient utilizes a Global Core Product Portfolio, or CPP, strategy for part and design reuse in all of its product applications. Adient intends to continue investing in its core product portfolio to sustain and expand its market success and to leverage its existing modular and scalable systems and interchangeable components. Through the CPP strategy, Adient provides high quality products for its customers with market competitive cost and mass (low weight to improve fuel economy) while meeting their performance requirements. Adient intends to continue using CPP to advance Adient's lean manufacturing initiatives by providing standard, flexible processes that reduce complexity, inventory and floor space. This will yield reductions in development time, product cost and investment.

Product templates and knowledge documents are continually updated with lessons learned from previous development programs. Knowledge is transferred from these templates into the next program design, drawings and documents. This development strategy has reduced the average seating program development time by approximately 35%. The continued use of this process will add value to customers' products and Adient through higher performing products, development time compression and lower costs.

Adient is also investing in a new Product Lifecycle Management, or PLM, system. This system is an interactive and interdisciplinary collaboration tool that will serve as a management database for program, product and process related data and simplifies the management of automotive seating programs and associated data. It is also expected to aid in the standardization of the development process and in communication with all sites that support global program execution. The PLM system not only will serve as storage for data and documents, but also will support workflow, schedule and change management of ongoing or upcoming programs, thereby enabling effective decision making and program management.

Further Strengthen Leadership Position in China

Adient has an advantaged position in China established through strategic partnerships it developed as an early market entrant. Adient is the largest supplier of "just-in-time" seating in China. It operates through 17 joint ventures with 60 manufacturing locations in 32 cities, which are supported by additional technical centers. Adient's strong position with European and American automakers is complemented by partnerships with all major auto groups in China, which has resulted in Adient's broad market penetration relative to seating competitors and market leadership in the industry's largest and one of the fastest-growing markets. Adient leverages its operating expertise and innovation capabilities developed worldwide to further support its growth in China. Adient expects revenues in China to continue to grow as the automotive market there continues to expand.

Leverage Operational Efficiencies

Adient intends to maintain high capacity utilization and increase its efficiency through continued use of standardized manufacturing processes, which represent a core competency. These standardized manufacturing processes allow Adient to deliver exceptional quality levels and minimize waste. Adient achieves scale advantages through a global manufacturing footprint and an integrated supply chain. Adient fosters an environment of continuous improvement and identifies best business practices through the analysis of process and cost metrics, which are then shared globally throughout Adient's manufacturing network.

To ensure superior service levels, minimal inventory and optimal factory utilization, Adient employs a rigorous Sales & Operational Planning, or S&OP, process. A well-executed S&OP provides two strategic advantages: superior customer service and on-time delivery which result in both customer retention and the opportunity for market share gain.

Adient's focus on global operational efficiencies will also be applied to its corporate cost structure, which Adient expects will produce a lean corporate overhead structure. Adient believes that

maintaining a lean and operationally efficient process throughout the organization will enable it to be a market leader in cost and that this will result in increased customer satisfaction and margin expansion. Adient also intends to continue streamlining the mechanisms and structures operations, which are capital intensive with long lead times and designs that span multiple vehicle platforms. Adient has made progress integrating product and process technologies across metal structures and mechanisms; however, opportunities still exist to streamline the product and process portfolio.

Strong Cash Flow Generation

Adient expects to generate strong cash flows following the separation. It will use this cash flow generation initially to support debt service and then to pursue various other alternatives, including new capital investment projects, strategic acquisitions and the return of capital to shareholders through a combination of dividends and/or share repurchases. However, there can be no guarantee that Adient will pay dividends in a timely manner, or at all, that Adient will repurchase any of its shares or the price at which any such repurchase may occur.

Segment Information

See Note 18, “Segment Information,” of the notes to the combined financial statements included in this information statement for certain financial information about segments.

Product/Systems

Adient designs and manufactures a full range of seating systems and components for passenger cars, commercial vehicles and light trucks, including vans, pick-up trucks and sport/crossover utility vehicles. Adient’s technologies extend into virtually every area of automotive seating solutions including complete seating systems, frames, mechanisms, foam, head restraints, armrests, trim covers and fabrics. Adient also supplies high performance seating systems to the international motorsports industry through its award winning RECARO brand of products.

Customers

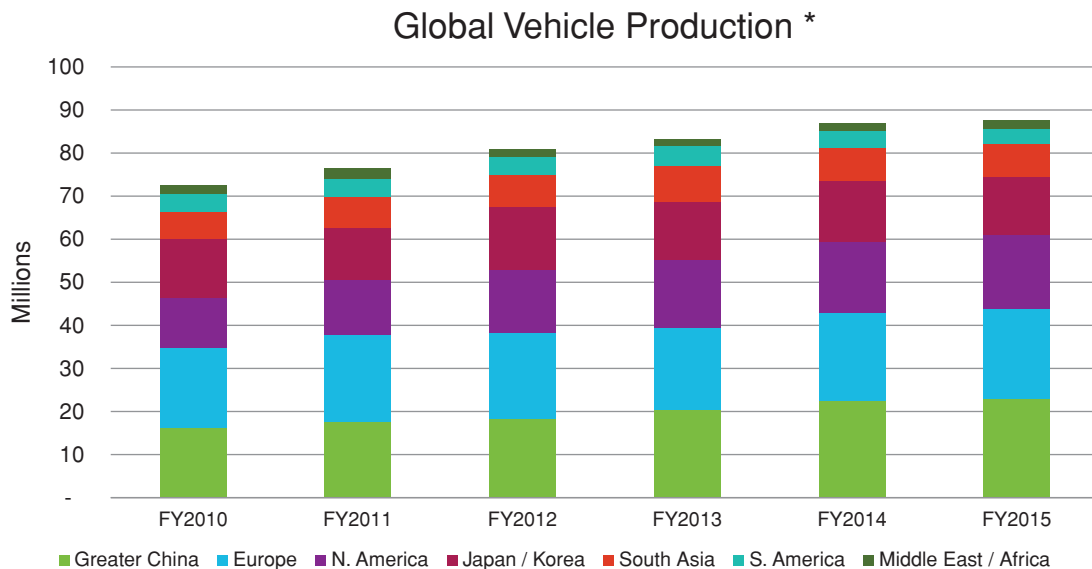
Adient is a supplier to all of the global OEMs. Adient’s customer base is balanced, with approximately 37% of fiscal 2015 revenue derived from European OEMs, 33% from Asian OEMs and 30% from North American OEMs. Adient has longstanding relationships with premier automotive manufacturers, including BMW Group, Daimler AG, Ford Motor Company, General Motors Company, Hyundai/Kia Motors Corp, Toyota Motor Corporation, Volkswagen AG and Volvo Group. The majority of these relationships span more than 20 years. Additionally, Adient has more than 20 joint venture partnerships with key OEMs, including SAIC Motor Corporation Limited, Beijing Automobile Works Co., Ltd. and FAW Group Corporation.

Industry

The Automotive Seating industry provides OEMs with complete seats on a “just-in-time or in-sequence” basis. Seats are assembled to specific order and delivered on a predetermined schedule directly to an automotive assembly line. The components for these complete seat assemblies such as seating foam, metal structures, fabrics, seat covers and seat mechanisms are shipped to Adient or competitor seating assembly plants. Adient is a market leader in complete seat assembly and in all major seating components, operating manufacturing plants that produce seating foam, metal structures, fabrics, seat covers and seat mechanisms.

Overall, Adient expects long-term growth of vehicle sales and production in the OEM market. The industry has experienced growth over the past few years in nearly all geographic regions with the exceptions being South America and Japan/Korea, where vehicle production has declined over the same

period. Vehicle production increased by 3% in Europe, 2% in Greater China, 1% in South Asia and 4% in North America, and decreased by 16% in South America and 5% in Japan/Korea in fiscal year 2015, in each case as compared to fiscal year 2014.



* Light Vehicle Production. Source: IHS Inc.

Demand for automotive parts in the OEM market is generally a function of the number of new vehicles produced, which is primarily driven by macro-economic factors such as credit availability, interest rates, fuel prices, consumer confidence, employment and other trends. Although OEM demand is tied to actual vehicle production, participants in the automotive supplier industry also have the opportunity to grow through increasing product content per vehicle by further penetrating business with existing customers and in existing markets, gaining new customers and increasing their presence in global markets. Adient believes that, as a company with a global presence and advanced technology, engineering, manufacturing and customer support capabilities, it is well positioned to benefit from these opportunities. In addition, Adient expects to leverage these capabilities to pursue future growth in adjacent markets.

Sourcing Patterns by OEMs

Most OEMs have adopted global vehicle platforms to increase standardization, reduce per unit cost and increase capital efficiency and profitability. In seating, three sourcing patterns have emerged over the past five years:

1. *Core seat structures*: By developing common front seat frames and mechanisms across multiple vehicle platforms, OEMs are reducing costs.
2. *Component sourcing*: Several OEMs have shifted from sourcing a complete seating system to a components approach where the OEM sources each of the different components of the seat and seating assembly as separate business awards.
3. *Engineering “in-sourcing”*: Some OEMs are conducting the design and engineering internally and are selecting suppliers that have the capability to manufacture products on a worldwide basis and adapt to regional variations.

Adient believes that as a supplier with global scale and strong design, engineering and lean manufacturing capabilities in both complete seat systems and components it is well positioned to benefit from these opportunities.

Shorter Product Development Cycles

As a result of new safety and environmental regulations, as well as a trend of more rapid customer preference changes, OEMs are requiring suppliers to respond faster with new designs and product innovations. Although these trends are more significant in mature markets, emerging markets are moving rapidly towards the regulatory standards and consumer preferences of the more mature markets. Suppliers with strong technologies, robust global engineering and development capabilities will be best positioned to meet OEM demands for rapid innovation.

Competition

Adient faces competition from other automotive suppliers and, with respect to certain products, from the automobile OEMs who produce or have the capability to produce certain products the business supplies. The automotive supply industry competes on the basis of technology, quality, reliability of supply and price. Design, engineering and product planning are increasingly important factors. The competitive landscape for seating and components can be categorized into three segments: (1) traditional seating suppliers, (2) component specialists and (3) competitors who are partnered with an OEM through ownership or interlocking business relationships. Independent suppliers that represent the principal competitors of Adient include Lear Corporation, Faurecia SA and Magna International Inc. The businesses operated through Yanfeng Automotive Interiors primarily compete with Faurecia SA, Grupo Antolin—Irausa SA and International Automotive Components Group SA. Adient's deep vertical integration, global footprint and broad product offering make it well positioned to compete against the traditional global Tier-1's and component specialists.

Raw Materials

Raw materials used by Adient in connection with its operations, including steel, aluminum, polyurethane chemicals, fabrics, leather, vinyl and polypropylene, were readily available during fiscal 2015, and Adient expects such availability to continue. During the remainder of fiscal 2016, commodity prices could fluctuate throughout the year and could significantly affect Adient's results of operations.

Intellectual Property

Generally, Adient seeks statutory protection for strategic or financially important intellectual property developed in connection with its business. Certain intellectual property, where appropriate, is protected by contracts, licenses, confidentiality or other agreements.

Adient owns numerous U.S. and non-U.S. patents (and their respective counterparts), the more important of which cover those technologies and inventions embodied in current products or which are used in the manufacture of those products. While Adient believes patents are important to its business operations and in the aggregate constitute a valuable asset, no single patent, or group of patents, is critical to the success of the business. Adient, from time to time, grants licenses under its patents and technology and receives licenses under patents and technology of others.

Adient's trademarks, certain of which are material to its business, are registered or otherwise legally protected in the United States and many non-U.S. countries where products and services of Adient are sold. Adient, from time to time, becomes involved in trademark licensing transactions.

Most works of authorship produced for Adient, such as computer programs, catalogs and sales literature, carry appropriate notices indicating Adient's claim to copyright protection under U.S. law and appropriate international treaties.

Regulation

Adient operates in a constantly evolving global regulatory environment and is subject to numerous and varying regulatory requirements for its product performance and material content. Adient's practice is to identify potential regulatory and quality risks early in the design and development process and proactively manage them throughout the product lifecycle through use of routine assessments, protocols, standards, performance measures and audits. New regulations and changes to existing regulations are managed in collaboration with the OEM customers and implemented through Adient's global systems and procedures designed to ensure compliance with existing laws and regulations. Adient demonstrates material content compliance through the International Material Data System, or IMDS, which is the automotive industry material data system. In the IMDS, all materials used for car manufacturing are archived and maintained, in order to meet the obligations placed on the car manufacturers—and thus on their suppliers—by national and international standards, laws and regulations.

Adient works collaboratively with a number of stakeholder groups including government agencies (e.g., National Highway Traffic Safety Administration), its customers and its suppliers to proactively engage in federal, state and international public policy processes.

Environmental, Health and Safety Matters

Laws addressing the protection of the environment and workers' safety and health govern Adient's ongoing global operations. They generally provide for civil and criminal penalties, as well as injunctive and remedial relief, for noncompliance or require remediation of sites where Adient-related materials have been released into the environment.

Adient has expended substantial resources globally, both financial and managerial, to comply with environmental laws and worker safety laws and maintains procedures designed to foster and ensure compliance. Certain of Adient's businesses are, or have been, engaged in the handling or use of substances that may impact workplace health and safety or the environment. Adient is committed to protecting its workers and the environment against the risks associated with these substances.

Adient's operations and facilities have been, and in the future may become, the subject of formal or informal enforcement actions or proceedings for noncompliance with environmental laws and worker safety laws or for the remediation of Adient-related substances released into the environment. Such matters typically are resolved with regulatory authorities through commitments to compliance, abatement or remediation programs and, in some cases, payment of penalties. Historically, neither such commitments nor such penalties have been material.

Employees

As of December 31, 2015, Adient employed approximately 75,000 employees, of whom approximately 62,000 were hourly and 13,000 were salaried.

Seasonal Factors

Adient's principal operations are directly related to the automotive industry. Consequently, Adient may experience seasonal fluctuations to the extent automotive vehicle production slows, such as in the summer months when many customer plants close for model year changeovers and in December when many customer plants close for the holidays.

Properties

The locations of Adient's principal facilities, as of December 31, 2015, are listed below.

<u>Jurisdiction</u>	<u>City</u>
Alabama	Clanton Cottondale Eastaboga
California	Fremont (1)
Georgia	West Point (1)
Illinois	Sycamore
Indiana	Princeton (1)
Kentucky	Cadiz Georgetown (2) Shelbyville (1) Winchester (1)
Michigan	Auburn Hills (1) Battle Creek Detroit Holland (2),(3) Lansing (2) Plymouth (2),(4) Warren (1)
Missouri	Eldon (2) Riverside (1)
Ohio	Bryan Greenfield Northwood Wauseon
Tennessee	Athens Lexington Murfreesboro Pulaski
Texas	El Paso (1) San Antonio (1)
Wisconsin	Milwaukee (1),(4)
Argentina	Rosario
Austria	Graz (1) Mandling
Belgium	Assenede (1)
Brazil	Gravatai City Pouso Alegre Quatro Barras (2) Sao Bernardo do Campo (1),(4) São José dos Pinhais (1)
Canada	Milton Tillsonburg Whitby (2)
China	Shanghai (1),(4) Beijing

<u>Jurisdiction</u>	<u>City</u>
Czech Republic	Bezdecin (1) Bor u Tachova (1) Ceska Lipa (2),(4) Kvasiny (1) Mlada Boleslav (1) Roudnice Rychnov nad Kneznou (1) Strakonice Straz pod Ralskem
France	Conflans-sur-Lanterne Laroque D'Olmes Les Ulis (1),(4) Paris (1),(4) Rosny Strasbourg
Germany	Berlin (1),(4) Bochum (2) Burscheid (2),(4) Dautphetal Espelkamp Hannover (1) Hilchenbach (1) Kaiserslautern Kirchheim Luneburg Mannweiler (1) Munchen (1),(4) Neustadt Rastatt (1) Remscheid (1) Rockenhausen Russelsheim (1),(4) Saarlouis (1) Sindelfingen (1),(4) Solingen (3) Waghausel Weilheim an der Teck (1) Weyhausen (1),(4) Wuppertal (1),(3) Zwickau (2)
Hungary	Kecskemet (1) Mezolak Mor
India	Ahmedabad (1) Bangalore Chennai Dharwad (1) Hinjewadi Jamshedpur (1) Lucknow (1) Noida (1) Pune (2),(3) Rudrapur (1)
Indonesia	Purwakarta (1),(3)

<u>Jurisdiction</u>	<u>City</u>
Italy	Grugliasco (1) Melfi Ogliastro Cilento Rocca D'Evandro
Japan	Hamamatsu Higashiomi Hiratsuka (1) Miyako-gun (2) Torihama (4) Yokohama (2),(4) Yokosuka (2)
Korea	Ansan (1),(4) Asan (2) Busan (1)
Malaysia	Melaka (1) Pekan (1) Selangor Darul Ehsan (1),(3)
Macedonia	Stip Strumica
Mexico	El Marqués (3) Juarez Lerma (1) Matamoros (1) Monclova Puebla (1) Ramos Arizpe Saltillo (2) Tlaxcala
Poland	Bierun Siemianowice Skarbimierz (1) Swiebodzin Zory
Portugal	Palmela
Romania	Bradu Craiova (1) Jimbolia Mioveni (1) Pitesti Ploiești Poiana Lacului Timisoara (1)
Russia	Togliatti (1)
Serbia	Kragujevac
Slovakia	Bratislava (1),(4) Kostany nad Turcom Lozorno (1) Lucenec (1) Trencin (1),(4) Zilina
Slovenia	Martin (1) Novo Mesto (1) Slovenj Gradec

<u>Jurisdiction</u>	<u>City</u>
South Africa	East London (1) Pretoria Uitenhage (1)
Spain	Abrera Alagon Calatorao Valencia (2) Valladolid Zaragoza
Sweden	Goteborg (1)
Thailand	Chonburi (1) Rayong (2),(3) Samut Prakan (1)
Turkey	Gebze
United Kingdom	Burton-Upon-Trent (2) Ellesmere Port (1) Liverpool (1) Sunderland (2) Telford (1) Wednesbury
Vietnam	Hai Duong (1)

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- (1) Leased facility
 - (2) Includes both leased and owned facilities
 - (3) Includes both administrative and manufacturing facilities
 - (4) Administrative facility only

Legal Proceedings

Adient is involved in various lawsuits, claims and proceedings incident to the operation of its businesses, including those pertaining to product liability, product safety, environmental, safety and health, intellectual property, employment, commercial and contractual matters and various other matters. Although the outcome of any such lawsuit, claim or proceeding cannot be predicted with certainty and some may be disposed of unfavorably to Adient, it is management's opinion that none of these will have a material adverse effect on Adient's financial position, results of operations or cash flows. Adient accrues for potential liabilities in a manner consistent with accounting principles generally accepted in the United States, that is, when it is probable a liability has been incurred and the amount of the liability is reasonably estimable.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis presented below refer to and should be read in conjunction with the audited combined financial statements and the corresponding notes, unaudited interim combined financial statements and the corresponding notes, and the selected historical combined financial data, each included elsewhere in this information statement. This Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements. The matters discussed in these forward-looking statements are subject to risk, uncertainties and other factors that could cause actual results to differ materially from those made, projected or implied in the forward-looking statements. Please see the "Risk Factors" section for a discussion of the uncertainties, risks and assumptions associated with these statements.

Separation from Johnson Controls

On July 24, 2015, Johnson Controls announced its intent to separate its automotive seating and interiors businesses from the rest of Johnson Controls by means of a spin-off. The spin-off will create Adient, a separate, independent, publicly traded automotive seating and interiors company. As part of the separation, Johnson Controls intends to transfer the assets, liabilities and operations of its automotive seating and interiors businesses on a global basis to Adient.

Adient's historical combined financial statements have been prepared on a stand-alone basis and are derived from Johnson Controls' consolidated financial statements and accounting records. Therefore, these financial statements reflect, in conformity with accounting principles generally accepted in the United States, Adient's financial position, results of operations, comprehensive loss and cash flows as the business was historically operated as part of Johnson Controls prior to the distribution. They may not be indicative of Adient's future performance and do not necessarily reflect what Adient's combined results of operations, financial condition and cash flows would have been had Adient operated as a separate, publicly traded company during the periods presented, particularly because Adient expects that many changes will occur in Adient's operations and capitalization as a result of the separation from Johnson Controls.

Adient's combined statement of operations includes its direct expenses for cost of goods sold, research and development, sales and marketing, distribution, and administration as well as allocations of expenses arising from shared services and infrastructure provided by Johnson Controls to Adient, such as information technology, accounting, legal, real estate and facilities, corporate advertising, risk and insurance services, treasury, shareholder services and other corporate and infrastructure services. These operating expenses are allocated to Adient using estimates that Adient considers to be a reasonable reflection of the utilization of services provided to or benefits received by Adient.

Adient expects that Johnson Controls will continue to provide some of the services related to these functions on a transitional basis for a fee. These services will be received under the transition services agreement described in "Certain Relationships and Related Party Transactions."

Executive Summary

Business overview

Adient is the world's largest automotive seating supplier with relationships with the largest global auto manufacturers. Adient's technologies extend into virtually every area of automotive seating solutions, including complete seating systems, frames, mechanisms, foam, head restraints, armrests, trim covers and fabrics. Adient will be an independent seat supplier with global scale and the capability to design, develop, engineer, manufacture and deliver complete seat systems and components in every major automotive producing region in the world. Adient also participates in the automotive interiors

market primarily through its approximately 30% equity interest in Yanfeng Global Automotive Interior Systems Co., Ltd.

Adient designs, manufactures and markets a full range of seating systems and components for passenger cars, commercial vehicles and light trucks, including vans, pick-up trucks and sport/crossover utility vehicles. Adient also supplies high performance seating systems to the international motorsports industry through its award winning RECARO brand of products. Adient operates approximately 230 wholly- and majority-owned manufacturing or assembly facilities, with operations in 33 countries. Additionally, Adient has partially-owned affiliates in China, Asia, Europe and North America.

Adient's business model is focused on developing and maintaining long-term customer relationships, which has allowed Adient to successfully grow with leading global OEMs, including BMW, Daimler AG, Fiat Chrysler Automobiles, Ford Motor Company, General Motors Company, Honda Motor Company, Hyundai Motor Company, Jaguar Land Rover, Kia Motor Company, Mazda Motor Company, Mitsubishi Motors, Nissan Motor Company, PSA Peugeot Citroen, Renault, Suzuki, Toyota Motor Corporation, Volkswagen AG and Volvo. Adient also supplies most of the growing regional OEMs such as BAIC Motor Co., Ltd., Brilliance Auto Group, Changan Automobile (Group) Co., Ltd., FAW Group Corporation, Great Wall Motors Company Limited, SAIC Motor Corporation Limited, Tata Motors Limited and Zhejiang Geely Holding Group Co., Ltd and newer auto manufacturers such as Tesla Motors, Inc. Adient and its engineers work closely with customers as vehicle platforms are developed, which results in close ties with key decision makers at OEM customers.

Overview—Seating

Adient's Seating segment produces automotive seat metal structures and mechanisms, foam, trim, fabric and complete seat systems and operates assembly plants that supply automotive OEMs with complete seats on a "just-in-time/in-sequence" basis. Seats are assembled to specific order and delivered on a predetermined schedule directly to an automotive assembly line.

Overview—Interiors

Adient's Interiors segment, primarily derived from its global interiors joint venture, produces instrument panels, floor consoles, door panels, overhead consoles, cockpit systems, decorative trim and other products. Prior to the launch of the joint venture on July 2, 2015, the Interiors segment produced instrument panels, floor consoles and door panels.

Global Automotive Industry

The Company conducts its business in the automotive industry, which is highly competitive and sensitive to economic conditions. During fiscal year 2015 and into first quarter of fiscal year 2016 the global automotive industry continued to experience modest global growth. Growth in China production has outpaced the overall growth rate although at a lower rate than in prior years. Europe production has also increased based on recovering demand in Western Europe and North America production has remained strong. South America continues to experience a contraction in demand while production in the remaining regions was mixed due to varying economic, political and social factors.

Light vehicle production levels by geographic region are provided below (units in millions):

	Light Vehicle Production		
	Q1 FY 2016	Q1 FY 2015	Change
Global	23.3	22.3	4%
Greater China	7.3	6.3	16%
Europe	5.2	5.0	4%
North America	4.3	4.2	2%
Japan/Korea	3.4	3.4	0%
South Asia	2.0	1.9	5%
South America	0.7	0.9	-22%
Middle East/Africa	0.4	0.6	-33%

Source: IHS Automotive

	Light Vehicle Production				
	FY 2015	FY 2014	Change (FY 2015 vs FY 2014)	FY 2013	Change (FY 2014 vs FY 2013)
Global	87.7	86.9	1%	83.2	4%
Greater China	23.1	22.6	2%	20.3	11%
Europe	20.7	20.1	3%	19.2	5%
North America	17.4	16.8	4%	16.0	5%
Japan/Korea	13.2	13.9	-5%	13.2	5%
South Asia	7.9	7.8	1%	8.4	-7%
South America	3.3	3.9	-15%	4.6	-15%
Middle East/Africa	2.1	1.8	17%	1.5	20%

Source: IHS Automotive

Financial Results Summary

Significant aspects of the Company's financial results for the quarter ended December 31, 2015 include the following:

- On July 2, 2015 the Company completed its global automotive interiors joint venture (YFAI) with Yanfeng Automotive Trim Systems. Since that date, the contributed interiors business was deconsolidated and the results of the joint venture are included in equity income. The impact of this transaction results in significant variances when comparing periods, as discussed below within the financial statement line item discussions.
- The Company recorded net sales of \$4,233 million representing a decrease of \$1,040 million when compared to the quarter ended December 31, 2014. Excluding the impact of foreign currency translation (\$270 million) and the impact of the YFAI joint venture (\$989 million), net sales increased by 4% year over year.
- Gross profit was \$368 million or 8.7% of net sales for the quarter ended December 31, 2015 compared to \$444 million or 8.4% of net sales for the quarter ended December 31, 2014. The increase in gross profit as a percentage of net sales was primarily due to the impact of the YFAI joint venture and the benefits of cost reduction initiatives.
- Equity income was \$94 million for the quarter ended December 31, 2015 which is \$9 million higher than the quarter ended December 31, 2014. The increase is primarily due to current year

income related to the YFAI joint venture, partially offset by lower equity income from certain other partially-owned affiliates.

- Net income attributable to Adient was \$137 million for the quarter ended December 31, 2015 which is \$45 million lower than the quarter ended December 31, 2014. The decrease is primarily due to costs related to the separation of Adient (\$60 million) and higher income tax expense, partially offset by operational efficiencies and the benefits of cost reduction initiatives.
- The Company generated \$90 million of cash from operating activities for the quarter ended December 31, 2015, \$215 million higher than for the quarter ended December 31, 2014, primarily due to favorable changes in working capital.

Significant aspects of the Company's financial results for the year ended September 30, 2015 include the following:

- The Company recorded net sales of \$20,071 million representing a decrease of \$1,970 million when compared to the year ended September 30, 2014. Excluding the impact of foreign currency translation (\$1.6 billion) and the impact of the YFAI joint venture (\$924 million), net sales increased by 3% year over year.
- Gross profit was \$1,852 million or 9.2% of net sales for the year ended September 30, 2015 compared to \$1,953 million or 8.9% of net sales for the same period in 2014. The increase in gross profit as a percentage of net sales was primarily due to the benefits of cost reduction initiatives and the impact of the YFAI joint venture.
- Equity income was \$295 million for the year ended September 30, 2015 which is \$11 million higher than the same period in 2014. The increase is primarily due to higher current year income at certain partially-owned Seating affiliates in China.
- Net income attributable to Adient was \$475 million for the year ended September 30, 2015 which is \$168 million higher than the same period in 2014. The increase is primarily due to the gain related to the YFAI joint venture, and lower selling, general and administrative expenses due to the benefits of cost reduction initiatives.
- The Company generated \$397 million of cash from operating activities for the year ended September 30, 2015, \$400 million lower than cash from operating activities of \$797 million for the same period in 2014, primarily due to unfavorable changes in working capital.

First Quarter of Fiscal Year 2016 Compared to First Quarter of Fiscal Year 2015

(in millions)	Three Months Ended December 31,		Change
	2015	2014	
Net sales	\$4,233	\$5,273	-20%
Cost of sales	3,865	4,829	-20%
Gross profit	368	444	-17%
Selling, general and administrative expenses	(253)	(309)	-18%
Net financing charges	(2)	(4)	-50%
Equity income	94	85	11%
Income before income taxes	207	216	-4%
Income tax provision	53	15	*
Net income	154	201	-23%
Income attributable to noncontrolling interests	17	19	-11%
Net income attributable to Adient	<u>\$ 137</u>	<u>\$ 182</u>	-25%

* Measure not meaningful

Net Sales

(in millions)	Three Months Ended December 31,		Change
	2015	2014	
Net sales	\$4,233	\$5,273	-20%

Net sales for the three months ended December 31, 2015 were unfavorably impacted by foreign currency translation (\$270 million) and by the impact of the YFAI joint venture (\$989 million). Excluding the above items, net sales increased by \$219 million, or 4%, primarily due to higher volumes attributable to increased production levels in the majority of regions around the globe with the exception of South America. Refer to the segment analysis below for a discussion of net sales by segment.

Cost of Sales / Gross Profit

(in millions)	Three Months Ended December 31,		Change
	2015	2014	
Cost of sales	\$3,865	\$4,829	-20%
Gross profit	368	444	-17%
% of sales	8.7%	8.4%	

Cost of sales for the three months ended December 31, 2015 was favorably impacted by foreign currency translation (\$239 million) and by the impact of the YFAI joint venture (\$920 million). Excluding the above items, costs of sales increased by \$195 million, or 4%. These items favorably impacted current period gross profit as a percent of net sales by 20 basis points. The increase in gross profit as a percent of net sales is primarily due to the impact of the YFAI joint venture, operational efficiencies and the result of cost reduction initiatives. Refer to the segment analysis below for a discussion of segment income by segment.

Selling, General and Administrative Expenses

(in millions)	Three Months Ended December 31,		Change
	2015	2014	
Selling, general and administrative expenses	\$253	\$309	-18%
% of sales	6.0%	5.9%	

Selling, general and administrative expenses (SG&A) for the three months ended December 31, 2015 was favorably impacted by foreign currency translation (\$20 million) and by the impact of the YFAI joint venture (\$57 million), partially offset by separation costs (\$60 million). Excluding the above items, SG&A decreased by \$39 million, or 13%, primarily due to lower engineering costs and the result of cost reduction initiatives. Refer to the segment analysis below for a discussion of segment income by segment.

Net Financing Charges

(in millions)	Three Months Ended December 31,		Change
	2015	2014	
Net financing charges	\$2	\$4	-50%

Net financing charges were lower for the three months ended December 31, 2015 primarily due to lower average borrowing levels.

Equity Income

(in millions)	Three Months Ended December 31,		Change
	2015	2014	
Equity income	\$94	\$85	11%

The increase in equity income was primarily due to current year income related to the YFAI joint venture, partially offset by lower equity income from certain other partially-owned affiliates. Refer to the segment analysis below for a discussion of segment income by segment. Refer to Note 16, "Nonconsolidated Partially-Owned Affiliates," of the notes to the combined unaudited interim financial statements for further disclosure related to Adient's nonconsolidated partially-owned affiliates.

Income Tax Provision

(in millions)	Three Months Ended December 31,		Change
	2015	2014	
Income tax provision	\$53	\$15	*

* Measure not meaningful

In calculating the provision for income taxes, Adient uses an estimate of the annual effective tax rate based upon the facts and circumstances known at each interim period. On a quarterly basis, the annual effective tax rate is adjusted, as appropriate, based upon changed facts and circumstances, if any, as compared to those forecasted at the beginning of the fiscal year and each interim period thereafter.

For the three months ended December 31, 2015, Adient's effective tax rate was 26%. The effective rate was lower than the U.S. federal statutory rate of 35% primarily due to global tax planning and foreign tax rate differentials. For the three months ended December 31, 2014, Adient's effective tax rate was 7%. The effective rate was lower than the U.S. federal statutory rate of 35% primarily due to global tax planning and foreign tax rate differentials. The global tax planning initiatives in both fiscal periods relate primarily to Adient's portion of Johnson Controls' foreign tax credit planning, global financing structures and alignment of its global business functions in a tax efficient manner.

Income Attributable to Noncontrolling Interests

(in millions)	Three Months Ended December 31,		Change
	2015	2014	
Income attributable to noncontrolling interests	\$17	\$19	-11%

The decrease in income attributable to noncontrolling interests for the three months ended December 31, 2015 was primarily due to lower income at partially-owned Seating affiliates in North America.

Net Income Attributable to Adient

(in millions)	Three Months Ended December 31,		Change
	2015	2014	
Net income attributable to Adient	\$137	\$182	-25%

The decrease in net income attributable to Adient was primarily due to separation costs incurred in fiscal 2016 (\$60 million) and higher income tax expense, partially offset by operating efficiencies and cost reduction initiatives.

Comprehensive Income (Loss) Attributable to Adient

(in millions)	Three Months Ended December 31,		Change
	2015	2014	
Comprehensive income (loss) attributable to Adient	\$(13)	\$(56)	-77%

The decrease in comprehensive loss attributable to Adient was primarily due to favorable foreign currency translation adjustments (\$77 million), partially offset by lower net income attributable to Adient (\$45 million). The favorable foreign currency translation adjustments were primarily driven by the weakening of the Chinese yuan, Euro and Japanese yen against the U.S. dollar in the prior year.

Segment Analysis

Management evaluates the performance of its business units based primarily on segment income, which is defined as income before income taxes and noncontrolling interests excluding net financing charges, restructuring and impairment costs, and net mark-to-market adjustments on pension and postretirement plans.

(in millions)	Three Months Ended December 31,		Change
	2015	2014	
<i>Net Sales</i>			
Seating	\$4,172	\$4,206	-1%
Interiors	61	1,067	-94%
Total net sales	<u>\$4,233</u>	<u>\$5,273</u>	-20%

	Three Months Ended December 31,		Change
	2015	2014	
<i>Segment Income</i>			
Seating	\$198	\$190	4%
Interiors	<u>11</u>	<u>30</u>	-63%
Total segment income	<u>\$209</u>	<u>\$220</u>	-5%
Net financing charges	<u>(2)</u>	<u>(4)</u>	-50%
Income before income taxes	<u>\$207</u>	<u>\$216</u>	-4%

Seating

<i>(in millions)</i>	Three Months Ended December 31,		Change
	2015	2014	
Net sales	\$4,172	\$4,206	-1%
Segment income	198	190	4%

- Net sales decreased due to the unfavorable impact of foreign currency translation (\$258 million), and net unfavorable pricing and commercial settlements (\$16 million), partially offset by higher volumes attributable to increased production levels in the majority of regions around the globe with the exception of South America (\$221 million) and incremental sales related to a prior year business acquisition (\$19 million).
- Segment income increased due to higher volumes as discussed above (\$18 million), lower selling, general and administrative expenses (\$19 million) and lower operating costs as a result of cost reduction initiatives (\$16 million), lower engineering expenses (\$10 million), lower purchasing costs (\$8 million), net favorable pricing and commercial settlements (\$3 million), higher equity income (\$2 million) and incremental operating income related to a prior year business acquisition (\$2 million), partially offset by current year separation costs (\$60 million) and the unfavorable impact of foreign currency translation (\$10 million).

Interiors

<i>(in millions)</i>	Three Months Ended December 31,		Change
	2015	2014	
Net sales	\$61	\$1,067	-94%
Segment income	11	30	-63%

- Net sales decreased due to the impact of the YFAI joint venture (\$989 million), the unfavorable impact of foreign currency translation (\$12 million), and net unfavorable pricing and commercial settlements (\$5 million).
- Segment income decreased due to the prior year held for sale depreciation impact of the contributed interiors business to YFAI (\$24 million), net unfavorable pricing and commercial settlements (\$5 million), and the unfavorable impact of foreign currency translation (\$1 million), partially offset by prior year transaction costs (\$6 million), and lower selling, general and administrative expenses as a result of cost reduction initiatives (\$5 million).

Fiscal Year 2015 Compared to Fiscal Year 2014

(in millions)	Year Ended September 30,		Change
	2015	2014	
Net sales	\$20,071	\$22,041	-9%
Cost of sales	18,219	20,088	-9%
Gross profit	1,852	1,953	-5%
Selling, general and administrative expenses	(1,131)	(1,308)	-14%
Gain (loss) on business divestitures—net	137	(86)	*
Restructuring and impairment costs	(182)	(158)	15%
Net financing charges	(12)	(15)	-20%
Equity income	295	284	4%
Income before income taxes	959	670	43%
Income tax provision	418	296	41%
Net income	541	374	45%
Income attributable to noncontrolling interests	66	67	-1%
Net income attributable to Adient	\$ 475	\$ 307	55%

* Measure not meaningful

Net Sales

(in millions)	Year Ended September 30,		Change
	2015	2014	
Net sales	\$20,071	\$22,041	-9%

Net sales for the year ended September 30, 2015 were unfavorably impacted by foreign currency translation (\$1.6 billion) and by the impact of the YFAI joint venture (\$924 million). Excluding the above items, net sales increased by \$563 million, or 3%, primarily due to higher volumes, incremental sales related to business acquisitions, and net favorable pricing and commercial settlements in South America, partially offset by lower volumes related to a prior year divestiture. The increase in volumes was attributable to increased automotive production levels in the majority of regions around the globe with the exception of South America. Refer to the segment analysis below for a discussion of net sales by segment.

Cost of Sales / Gross Profit

(in millions)	Year Ended September 30,		Change
	2015	2014	
Cost of sales	\$18,219	\$20,088	-9%
Gross profit	1,852	1,953	-5%
% of sales	9.2%	8.9%	

Cost of sales for the year ended September 30, 2015 was favorably impacted by foreign currency translation (\$1.5 billion) and by the impact of the YFAI joint venture (\$843 million). Excluding the above items, cost of sales increased by \$464 million, or 2%. These items favorably impacted current period gross profit as a percent of net sales by 20 basis points. Gross profit as a percentage of sales was also favorably impacted by lower purchasing costs related to supplier pricing concessions, the benefits

of cost reduction initiatives and favorable commercial settlements due to recoveries in South America, partially offset by higher operating costs related to current year platform launches and other inefficiencies. Mark-to-market adjustments on pension and postretirement plans had a net favorable impact on cost of sales of \$7 million (\$3 million charge in fiscal 2015 compared to a \$10 million charge in fiscal 2014). Refer to the segment analysis below for a discussion of segment income by segment.

Selling, General and Administrative Expenses

(in millions)	Year Ended September 30,		Change
	2015	2014	
Selling, general and administrative expenses	\$1,131	\$1,308	-14%
% of sales	5.6%	5.9%	

SG&A for the year ended September 30, 2015 was favorably impacted by foreign currency translation (\$68 million) and by the impact of the YFAI joint venture (\$48 million). Excluding the above items, SG&A decreased by \$61 million, or 5%, primarily due to lower engineering expenses resulting from higher cost recoveries and lower program support requirements, and lower employee related costs from cost reduction initiatives, partially offset by transaction and integration costs. Mark-to-market adjustments on pension and postretirement plans had a net favorable impact on SG&A of \$37 million (\$3 million charge in fiscal 2015 compared to a \$40 million charge in fiscal 2014) primarily due to decreases in discount rates for certain non-U.S. pension plans in the prior year. Refer to the segment analysis below for a discussion of segment income by segment.

Gain (Loss) on Business Divestitures—Net

(in millions)	Year Ended September 30,		Change
	2015	2014	
Gain (loss) on business divestitures—net	\$137	\$(86)	*

* Measure not meaningful

The gain in fiscal 2015 relates primarily to the YFAI joint venture transaction and the loss in fiscal 2014 relates primarily to the divestiture of the Interiors headliner and sun visor product lines. Refer to Note 2, “Acquisitions and Divestitures,” of the notes to the combined financial statements for further information on the gain (loss) on business divestitures—net.

Restructuring and Impairment Costs

(in millions)	Year Ended September 30,		Change
	2015	2014	
Restructuring and impairment costs	\$182	\$158	15%

Refer to Note 15, “Significant Restructuring and Impairment Costs,” of the notes to the combined financial statements for information related to Adient’s restructuring plans.

Net Financing Charges

(in millions)	Year Ended September 30,		Change
	2015	2014	
Net financing charges	\$12	\$15	-20%

Net financing charges decreased in fiscal 2015 as compared to fiscal 2014 primarily due to lower average borrowing levels.

Equity Income

(in millions)	Year Ended September 30,		Change
	2015	2014	
Equity income	\$295	\$284	4%

The increase in equity income was primarily due to higher current year income at certain partially-owned Seating affiliates in China resulting from higher automotive production levels. Refer to the segment analysis below for a discussion of segment income by segment. Refer to Note 19, “Nonconsolidated Partially-Owned Affiliates,” of the notes to the combined financial statements for further disclosure related to Adient’s nonconsolidated partially-owned affiliates.

Income Tax Provision

(in millions)	Year Ended September 30,		Change
	2015	2014	
Income tax provision	\$418	\$296	41%

The effective tax rate of 44% is above the U.S. statutory rate for fiscal 2015 primarily due to the tax consequences of business divestitures (\$356 million) partially offset by the benefits of U.S. tax on foreign income (\$252 million), income in certain non-U.S. jurisdictions with a tax rate lower than the U.S. statutory tax rate (\$13 million) and global tax planning initiatives. The effective tax rate of 44% is above the U.S. statutory rate for fiscal 2014 primarily due to the tax consequences of business divestitures partially offset by the benefits of continuing global tax planning initiatives and income in certain non-U.S. jurisdictions with a tax rate lower than the U.S. statutory tax rate. The global tax planning initiatives in both fiscal years relate primarily to Adient’s portion of Johnson Controls’ foreign tax credit planning, global financing structures and alignments of its global business functions in a tax efficient manner.

Valuation Allowances

As a result of our fiscal 2015 analysis of the realizability of our worldwide deferred tax assets, and after considering tax planning initiatives and other positive and negative evidence, Adient determined that it was more likely than not that deferred tax assets within South Africa would be realized. Therefore, Adient released \$13 million of net valuation allowances as income tax benefit in the fiscal year ended September 30, 2015.

Other Tax Matters

In fiscal 2015, Adient completed its global automotive interiors joint venture with Yanfeng Automotive Trim Systems. Refer to Note 2, “Acquisitions and Divestitures,” of the notes to the combined financial statements for additional information. In connection with the joint venture transaction, Adient recorded a pre-tax gain on divestiture of \$127 million, \$20 million net of tax. The tax impact of the gain is due to the jurisdictional mix of gains and losses on the divestiture, which resulted in non-benefited expenses in certain countries and taxable gains in other countries. In addition, in fiscal 2015, Adient provided income tax expense for repatriation of cash and other tax reserves associated with the Interiors joint venture transaction, which resulted in a tax charge of \$293 million.

In fiscal 2014, Adient disposed of its Interiors headliner and sun visor product lines. Refer to Note 2, "Acquisitions and Divestitures," of the notes to the combined financial statements for additional information. As a result, Adient recorded a pre-tax loss on divestiture of \$95 million and income tax expense of \$38 million. The income tax expense is due to the jurisdictional mix of gains and losses on the sale, which resulted in non-benefited losses in certain countries and taxable gains in other countries.

Income Attributable to Noncontrolling Interests

(in millions)	Year Ended September 30,		Change
	2015	2014	
Income attributable to noncontrolling interests	\$66	\$67	-1%

The decrease in income attributable to noncontrolling interests for fiscal 2015 was primarily due to lower income at partially-owned Seating affiliates in North America.

Net Income Attributable to Adient

(in millions)	Year Ended September 30,		Change
	2015	2014	
Net income attributable to Adient	\$475	\$307	55%

The increase in net income attributable to Adient was primarily due to lower selling, general and administrative expenses, and net gains on business divestitures, partially offset by higher income tax expense.

Comprehensive Income (Loss) Attributable to Adient

(in millions)	Year Ended September 30,		Change
	2015	2014	
Comprehensive income (loss) attributable to Adient	\$(48)	\$49	*

* Measure not meaningful

The increase in comprehensive loss attributable to Adient was primarily due to unfavorable foreign currency translation adjustments (\$259 million), partially offset by higher net income attributable to Adient (\$168 million). The unfavorable foreign currency translation adjustments were primarily driven by the weakening of the Brazilian real, British pound, Czech koruna, Euro, Japanese yen and Polish zloty against the U.S. dollar in the current year.

Segment Analysis

Management evaluates the performance of its business units based primarily on segment income, which is defined as income before income taxes and noncontrolling interests excluding net financing

charges, restructuring and impairment costs, and net mark-to-market adjustments on pension and postretirement plans.

(in millions)	Year Ended September 30,		Change
	2015	2014	
<i>Net Sales</i>			
Seating	\$16,859	\$17,871	- 6%
Interiors	3,212	4,170	- 23%
Total net sales	<u>\$20,071</u>	<u>\$22,041</u>	- 9%

	Year Ended September 30,		Change
	2015	2014	
<i>Segment Income (Loss)</i>			
Seating(1)	\$ 935	\$ 898	4%
Interiors(2)	224	(5)	*
Total segment income	<u>\$1,159</u>	<u>\$ 893</u>	30%
Net financing charges	(12)	(15)	- 20%
Restructuring and impairment costs	(182)	(158)	15%
Net mark-to-market adjustments on pension and postretirement plans	(6)	(50)	- 88%
Income before income taxes	<u>\$ 959</u>	<u>\$ 670</u>	43%

* Measure not meaningful

Seating

(in millions)	Year Ended September 30,		Change
	2015	2014	
Net sales	\$16,859	\$17,871	- 6%
Segment income	935	898	4%

- Net sales decreased due to the unfavorable impact of foreign currency translation (\$1.4 billion), partially offset by higher volumes (\$277 million), incremental sales related to a business acquisition (\$57 million), and net favorable pricing and commercial settlements (\$34 million). The increase in volumes was attributable to increased automotive production levels in North America and Europe, partially offset by decreases in production levels in South America.
- Segment income increased due to lower purchasing costs resulting from supplier price concessions (\$64 million), higher volumes as discussed above (\$29 million), net favorable pricing and commercial settlements due to recoveries in South America (\$48 million), lower engineering expenses due to higher cost recoveries and lower program support requirements (\$29 million), higher equity income resulting from higher automotive production levels in China (\$20 million), a gain on a business divestiture (\$10 million), lower selling, general and administrative expenses (\$9 million), and incremental operating income related to a business acquisition (\$7 million), partially offset by higher operating costs related to current year platform launches and other inefficiencies (\$132 million), and the unfavorable impact of foreign currency translation (\$47 million).

Interiors

(in millions)	Year Ended September 30,		Change
	2015	2014	
Net sales	\$3,212	\$4,170	- 23%
Segment income (loss)	224	(5)	*

* Measure not meaningful

- Net sales decreased due to the impact of the YFAI joint venture (\$924 million), lower volumes related to a prior year business divestiture (\$248 million) and the unfavorable impact of foreign currency translation (\$229 million), partially offset by higher volumes (\$371 million), net favorable pricing and commercial settlements (\$45 million), and incremental sales related to business acquisitions (\$27 million). The increase in volumes was primarily attributable to increased automotive production levels in North America, China and Europe, partially offset by sales containing lower vehicle content.
- Segment income increased due to the net gain on the YFAI joint venture transaction (\$127 million), a prior year net loss on business divestitures (\$86 million), higher volumes as discussed above (\$37 million), lower operating costs resulting from the held for sale depreciation impact of the contributed interiors business to YFAI (\$25 million), lower selling, general and administrative expenses (\$10 million), lower purchasing costs (\$6 million), lower engineering expenses (\$5 million), higher equity income (\$3 million) and incremental operating income related to business acquisitions (\$3 million), partially offset by current year transaction and integration costs (\$38 million), lower operating income related to a current year business divestiture (\$19 million), net unfavorable pricing and commercial settlements (\$12 million), and the unfavorable impact of foreign currency translation (\$4 million).

Fiscal Year 2014 Compared to Fiscal Year 2013

(in millions)	Year Ended September 30,		Change
	2014	2013	
Net sales	\$22,041	\$20,470	8%
Cost of sales	20,088	18,895	6%
Gross profit	1,953	1,575	24%
Selling, general and administrative expenses	(1,308)	(1,203)	9%
Gain (loss) on business divestitures—net	(86)	29	*
Restructuring and impairment costs	(158)	(280)	- 44%
Net financing charges	(15)	(10)	50%
Equity income	284	302	- 6%
Income before income taxes	670	413	62%
Income tax provision	296	168	76%
Net income	374	245	53%
Income attributable to noncontrolling interests	67	58	16%
Net income attributable to Adient	\$ 307	\$ 187	64%

* Measure not meaningful

Net Sales

(in millions)	Year Ended September 30,		Change
	2014	2013	
Net sales	\$22,041	\$20,470	8%

Net sales for the year ended September 30, 2014 were favorably impacted by foreign currency translation (\$87 million). Excluding the impact of foreign currency translation, net sales increased by \$1.5 billion, or 7% as compared to the prior year, primarily due to higher volumes attributable to increased production levels in the majority of regions around the globe with the exception of South America, incremental sales related to business acquisitions, and net favorable pricing and commercial settlements in China and Europe, partially offset by lower volumes related to business divestitures. Refer to the segment analysis below for a discussion of net sales by segment.

Cost of Sales / Gross Profit

(in millions)	Year Ended September 30,		Change
	2014	2013	
Cost of sales	\$20,088	\$18,895	6%
Gross profit	1,953	1,575	24%
% of sales	8.9%	7.7%	

Cost of sales for the year ended September 30, 2014 was unfavorably impacted by foreign currency translation (\$83 million). Excluding the impact of foreign currency translation, cost of sales increased by \$1.1 billion, or 6%, and gross profit as a percentage of net sales increased by 120 basis points. The increase in gross profit is primarily due to higher volumes as discussed above, lower operating costs resulting from lower current year launch costs and the held for sale depreciation impact of the contributed interiors business to YFAI, and lower purchasing costs related to supplier pricing concessions, partially offset by net unfavorable pricing and commercial settlements. Mark-to-market adjustments on pension and postretirement plans had a net unfavorable impact on cost of sales of \$20 million (\$10 million charge in fiscal 2014 compared to a \$10 million gain in fiscal 2013) primarily due to a decrease in discount rates. Refer to the segment analysis below for a discussion of segment income by segment.

Selling, General and Administrative Expenses

(in millions)	Year Ended September 30,		Change
	2014	2013	
Selling, general and administrative expenses	\$1,308	\$1,203	9%
% of sales	5.9%	5.9%	

SG&A for the year ended September 30, 2014 increased by \$105 million, or 9%, primarily due to higher employee related expenses, partially offset by lower engineering expenses, prior year distressed supplier costs and the benefits of cost reduction initiatives. The year over year impact of foreign currency translation on SG&A was not material. Mark-to-market adjustments on pension and postretirement plans had a net unfavorable impact on SG&A of \$17 million (\$40 million charge in fiscal 2014 compared to a \$23 million charge in fiscal 2013) primarily due to a decrease in discount rates. Refer to the segment analysis below for a discussion of segment income by segment.

Gain (Loss) on Business Divestitures—Net

(in millions)	Year Ended September 30,		Change
	2014	2013	
Gain (loss) on business divestitures—net	\$(86)	\$29	*

* Measure not meaningful

The loss in fiscal 2014 relates primarily to the divestiture of the Interiors headliner and sun visor product lines and the gain in fiscal 2013 relates to a divestiture in the Seating segment. Refer to Note 2, “Acquisitions and Divestitures,” of the notes to the combined financial statements for further information on the gain (loss) on business divestitures—net.

Restructuring and Impairment Costs

(in millions)	Year Ended September 30,		Change
	2014	2013	
Restructuring and impairment costs	\$158	\$280	–44%

Refer to Note 15, “Significant Restructuring and Impairment Costs,” of the notes to the combined financial statements for information related to Adient’s restructuring plans.

Net Financing Charges

(in millions)	Year Ended September 30,		Change
	2014	2013	
Net financing charges	\$15	\$10	50%

Net financing charges increased in fiscal 2014 as compared to fiscal 2013 primarily due to higher average borrowing levels.

Equity Income

(in millions)	Year Ended September 30,		Change
	2014	2013	
Equity income	\$284	\$302	–6%

The decrease in equity income was primarily due to gains in fiscal 2013 on acquisitions of partially-owned affiliates (\$106 million), partially offset by higher current year income at certain partially-owned affiliates in China resulting from higher automotive production levels. Refer to the segment analysis below for a discussion of segment income by segment. Refer to Note 19, “Nonconsolidated Partially-Owned Affiliates,” of the notes to the combined financial statements for further disclosure related to Adient’s nonconsolidated partially-owned affiliates.

Income Tax Provision

(in millions)	Year Ended September 30,		Change
	2014	2013	
Income tax provision	\$296	\$168	76%

The effective tax rate of 44% is above the U.S. statutory rate for fiscal 2014 primarily due to the tax consequences of business divestitures (\$71 million) partially offset by income in certain non-U.S. jurisdictions with a tax rate lower than the U.S. statutory tax rate (\$14 million) and global tax planning initiatives. The effective tax rate of 41% is above the U.S. statutory rate for fiscal 2013 primarily due to foreign losses with no associated tax benefit. The global tax planning initiatives in both fiscal years relate primarily to Adient's portion of Johnson Controls' foreign tax credit planning, global financing structures and alignments of its global business functions in a tax efficient manner.

Valuation Allowances

As a result of our fiscal 2013 analysis of the realizability of our worldwide deferred tax assets, and after considering tax planning initiatives and other positive and negative evidence, Adient determined that it was more likely than not that deferred tax assets within Romania would not be realized. Therefore, Adient recorded \$10 million of net valuation allowances as income tax expense in the fiscal year ended September 30, 2013.

Other Tax Matters

In fiscal 2014, Adient disposed of its Interiors headliner and sun visor product lines. Refer to Note 2, "Acquisitions and Divestitures," of the notes to the combined financial statements for additional information. As a result, Adient recorded a pre-tax loss on divestiture of \$95 million and income tax expense of \$38 million. The income tax expense is due to the jurisdictional mix of gains and losses on the sale, which resulted in non-benefited losses in certain countries and taxable gains in other countries.

Income Attributable to Noncontrolling Interests

(in millions)	Year Ended September 30,		Change
	2014	2013	
Income attributable to noncontrolling interests	\$67	\$58	16%

The increase in income attributable to noncontrolling interests for fiscal 2014 was primarily due to higher income at certain partially-owned Seating affiliates in North America.

Net Income Attributable to Adient

(in millions)	Year Ended September 30,		Change
	2014	2013	
Net income attributable to Adient	\$307	\$187	64%

The increase in net income attributable to Adient was primarily due to higher gross profit and lower restructuring and impairment costs, partially offset by higher income tax expense, higher selling, general and administrative expenses, and loss on business divestitures.

Comprehensive Income Attributable to Adient

(in millions)	Year Ended September 30,		Change
	2014	2013	
Comprehensive income attributable to Adient	\$49	\$196	-75%

The decrease in comprehensive income attributable to Adient was primarily due to unfavorable foreign currency translation adjustments (\$262 million), partially offset by higher net income

attributable to Adient (\$120 million). The unfavorable foreign currency translation adjustments were primarily driven by the weakening of the Euro against the U.S. dollar in the current year.

Segment Analysis

Management evaluates the performance of its business units based primarily on segment income, which is defined as income before income taxes and noncontrolling interests excluding net financing charges, restructuring and impairment costs, and net mark-to-market adjustments on pension and postretirement plans.

(in millions)	Year Ended September 30,		Change
	2014	2013	
<i>Net Sales</i>			
Seating	\$17,871	\$16,621	8%
Interiors	4,170	3,849	8%
Total net sales	<u>\$22,041</u>	<u>\$20,470</u>	8%
	Year Ended September 30,		Change
	2014	2013	
<i>Segment Income (Loss)</i>			
Seating(1)	\$ 898	\$ 737	22%
Interiors(2)	(5)	(21)	76%
Total segment income	<u>\$ 893</u>	<u>\$ 716</u>	25%
Net financing charges	(15)	(10)	50%
Restructuring and impairment costs	(158)	(280)	-44%
Net mark-to-market adjustments on pension and postretirement plans	(50)	(13)	*
Income before income taxes	<u>\$ 670</u>	<u>\$ 413</u>	62%

* Measure not meaningful

Seating

(in millions)	Year Ended September 30,		Change
	2014	2013	
Net sales	\$17,871	\$16,621	8%
Segment income	898	737	22%

- Net sales increased due to higher volumes attributable to increased automotive production levels in the majority of regions around the globe with the exception of South America (\$1.1 billion), incremental sales related to business acquisitions (\$139 million) and the favorable impact of foreign currency translation (\$44 million), partially offset by lower volumes due to a prior year business divestiture (\$53 million), and net unfavorable pricing and commercial settlements (\$25 million).
- Segment income increased due to higher volumes as discussed above (\$129 million), lower operating costs resulting from lower current year launch costs and continuous improvement efficiencies (\$137 million), lower purchasing costs from supplier price concessions (\$88 million), higher equity income resulting from higher automotive production levels in China (\$71 million),

prior year distressed supplier costs (\$21 million), lower engineering expenses (\$20 million), incremental operating income due to business acquisitions (\$9 million) and the favorable impact of foreign currency translation (\$4 million), partially offset by higher selling, general and administrative expenses resulting from higher employee related expenses (\$116 million), prior year gains on acquisitions of partially-owned affiliates (\$106 million), net unfavorable pricing and commercial settlements (\$58 million), a prior year gain on business divestiture (\$29 million) and lower operating income due to a prior year business divestiture (\$9 million).

Interiors

(in millions)	Year Ended September 30,		Change
	2014	2013	
Net sales	\$4,170	\$3,849	8%
Segment loss	(5)	(21)	76%

- Net sales increased due to higher volumes (\$333 million), net favorable pricing and commercial settlements (\$79 million), and the favorable impact of foreign currency translation (\$43 million), partially offset by lower volumes related to business divestitures (\$134 million). The increase in volumes was primarily attributable to increased automotive production levels in China, Europe and North America.
- Segment income increased due to higher volumes as discussed above (\$63 million), lower operating costs related to the held for sale depreciation impact of the contributed interiors business to YFAI (\$47 million), higher equity income resulting from higher automotive production levels in China (\$19 million) and lower purchasing costs (\$6 million), partially offset by a net loss on business divestitures (\$86 million), lower operating income due to a business divestiture (\$15 million), net unfavorable pricing and commercial settlements (\$8 million), higher selling, general and administrative expenses (\$8 million), and higher engineering expenses (\$2 million).

Liquidity and Capital Resources

Working Capital

(in millions)	December 31, 2015	September 30, 2015	Change
Current assets	\$ 3,489	\$ 3,806	
Current liabilities	(3,654)	(4,011)	
	(165)	(205)	20%
Less: Cash	(58)	(44)	
Add: Short-term debt	39	17	
Add: Current portion of long-term debt	7	7	
Less: Assets held for sale	—	(55)	
Add: Liabilities held for sale	—	42	
Working capital	\$ (177)	\$ (238)	26%
Accounts receivable	\$ 1,922	\$ 2,134	–10%
Inventories	701	701	0%
Accounts payable	2,462	2,653	–7%

- Adient defines working capital as current assets less current liabilities, excluding cash, short-term debt, the current portion of long-term debt, and the current portion of assets and liabilities held

for sale. Management believes that this measure of working capital, which excludes financing-related items, provides a useful measurement of Adient's operating performance.

- The increase in working capital at December 31, 2015 as compared to September 30, 2015 was primarily related to a decrease in accounts payable due to changes in foreign exchange rates and timing of supplier payments.
- Adient's days sales in accounts receivable at December 31, 2015 were 51, an increase from 49 at September 30, 2015. There has been no significant adverse change in the level of overdue receivables.
- Adient's inventory turns for the three months ended December 31, 2015 were consistent with the comparable period ended September 30, 2015.
- Days in accounts payable at December 31, 2015 were 70, a decrease from 76 at September 30, 2015.

(in millions)	September 30, 2015	September 30, 2014	Change
Current assets	\$ 3,806	\$ 4,500	
Current liabilities	(4,011)	(4,936)	
	(205)	(436)	53%
Less: Cash	(44)	(45)	
Add: Short-term debt	17	100	
Add: Current portion of long-term debt	7	10	
Less: Assets held for sale	(55)	(979)	
Add: Liabilities held for sale	42	836	
Working capital	<u>\$ (238)</u>	<u>\$ (514)</u>	54%
Accounts receivable	\$ 2,134	\$ 2,027	5%
Inventories	701	745	-6%
Accounts payable	2,653	2,856	-7%

- The increase in working capital at September 30, 2015 as compared to September 30, 2014, was primarily related to increases in accounts receivable and other assets and by decreases in accounts payable due to changes in foreign exchange rates and timing of supplier payments and decreases in other working capital accounts.
- Adient's days sales in accounts receivable at September 30, 2015 were 49, an increase from 45 at September 30, 2014. There has been no significant adverse change in the level of overdue receivables.
- Adient's inventory turns for the year ended September 30, 2015 were lower than the comparable period ended September 30, 2014 primarily due to changes in inventory production levels.
- Days in accounts payable at September 30, 2015 were 76, an increase from 74 at September 30, 2014.

Cash Flows

(in millions)	Three Months Ended December 31,	
	2015	2014
Cash provided (used) by operating activities	\$ 90	\$(125)
Cash used by investing activities	(79)	(145)
Cash provided by financing activities	4	271
Capital expenditures	(108)	(154)

- The increase in cash provided by operating activities was primarily due to favorable changes in accounts payable and accrued liabilities, partially offset by unfavorable changes in accounts receivable.
- The decrease in cash used by investing activities was primarily due to lower capital expenditures and cash received from a prior period divestiture.
- The decrease in cash provided by financing activities was primarily due to net transfers to Johnson Controls.
- The decrease in capital expenditures in the current year is primarily related to a reduction in program spending for new customer launches and the impact from the completion of the global interiors joint venture on July 2, 2015.

(in millions)	Year Ended September 30,	
	2015	2014
Cash provided by operating activities	\$ 397	\$ 797
Cash used by investing activities	(489)	(586)
Cash provided (used) by financing activities	93	(225)
Capital expenditures	(478)	(624)

- The decrease in cash provided by operating activities was primarily due to unfavorable changes in accounts receivable and other assets, partially offset by lower pension contributions, and favorable changes in other working capital accounts.
- The decrease in cash used by investing activities was primarily due to lower capital expenditures.
- The increase in cash from financing activities was primarily due to net transfers from Johnson Controls related to incremental tax liabilities incurred by Johnson Controls resulting from the completion of the global interiors joint venture in fiscal 2015 and lower levels of cash provided by operating activities.
- The decrease in capital expenditures in the current year is primarily related to a reduction in program spending for new customer launches and the impact from the completion of the global interiors joint venture on July 2, 2015.

Restructuring and Impairment Costs

To better align its resources with its growth strategies and reduce the cost structure of its global operations to address the softness in certain underlying markets, Adient committed to a restructuring plan in fiscal 2015 and recorded \$182 million of restructuring and impairment costs in the combined statements of income. The costs consist primarily of workforce reductions, plant closures and asset impairments. Adient currently estimates that upon completion of the restructuring action, the fiscal 2015 restructuring plan will reduce annual operating costs by approximately \$130 million, which is primarily the result of lower cost of sales and selling, general and administrative expenses due to reduced employee-related costs and depreciation expense. Adient expects that a portion of these

savings, net of execution costs, will be achieved in fiscal 2016 and the full annual benefit of these actions is expected in fiscal 2017. For fiscal 2016, the savings, net of execution costs, are expected to approximate 27% of the expected annual operating cost reduction. The restructuring actions are expected to be substantially complete in fiscal 2016. The restructuring plan reserve balance of \$139 million at December 31, 2015 is expected to be paid in cash.

To better align its resources with its growth strategies and reduce the cost structure of its global operations to address the softness in certain underlying markets, Adient committed to restructuring plans in fiscal 2014 and 2013 and recorded \$158 million and \$280 million, respectively, of restructuring and impairment costs in the combined statements of income. The restructuring actions included workforce reductions, plant closures and asset impairments. Adient currently estimates that upon completion of the restructuring actions, the fiscal 2014 and 2013 restructuring plans will reduce annual operating costs by approximately \$85 million and \$210 million, respectively, which is primarily the result of lower cost of sales due to reduced employee-related costs and lower depreciation expense. Adient expects that the full annual benefit of these actions, net of execution costs, will be achieved in fiscal 2016. For fiscal 2015, the savings, net of execution costs, approximated 94% of the expected annual operating cost reduction. The restructuring actions are expected to be substantially complete in fiscal 2016. The respective year's restructuring plan reserve balances of \$57 million and \$36 million, respectively, at December 31, 2015 are expected to be paid in cash.

During the second quarter of fiscal 2016, Adient committed to a restructuring plan in its Seating segment that will result in an estimated pre-tax charge of approximately \$160 million. The restructuring charges relate to cost-reduction initiatives in the Seating business and include workforce reductions and plant consolidations. The Company anticipates the restructuring actions will be substantially complete in fiscal 2017 and will achieve approximately \$90 million in annual savings. Adient expects that a portion of these savings, net of execution costs, will be achieved in fiscal years 2017-2018 and the full annual benefit of these actions is expected in fiscal 2019.

Contractual Obligations

A summary of Adient's significant contractual obligations as of September 30, 2015 is as follows (in millions):

	<u>Total</u>	<u>2016</u>	<u>2017 - 2018</u>	<u>2019 - 2020</u>	<u>2021 and Beyond</u>
Long-term debt (including capital lease obligations) . . .	\$ 42	\$ 7	\$ 18	\$14	\$ 3
Interest on long-term debt (including capital lease obligations)	6	2	3	1	—
Operating leases	238	75	92	47	24
Purchase obligations	298	285	13	—	—
Pension and postretirement contributions	115	30	17	17	51
Total contractual cash obligations	<u>\$699</u>	<u>\$399</u>	<u>\$143</u>	<u>\$79</u>	<u>\$78</u>

Off-Balance Sheet Arrangements

Adient enters into supply chain financing programs in certain foreign jurisdictions to sell accounts receivable without recourse to third-party financial institutions. Sales of accounts receivable are reflected as a reduction of accounts receivable on the combined statements of financial position and the proceeds are included in cash flows from operating activities in the combined statements of cash flows. Adient's overall liquidity is not materially impacted by these programs.

Effects of Inflation and Changing Prices

The effects of inflation have not been significant to Adient's results of operations in recent years. Generally, Adient has been able to implement operating efficiencies to sufficiently offset cost increases, which have been moderate.

Critical Accounting Estimates and Policies

Adient prepares its combined financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP). This requires management to make estimates and assumptions that affect reported amounts and related disclosures. Actual results could differ from those estimates. The following policies are considered by management to be the most critical in understanding the judgments that are involved in the preparation of Adient's combined financial statements and the uncertainties that could impact Adient's results of operations, financial position and cash flows.

Revenue Recognition

Adient records revenue when persuasive evidence of an arrangement exists, delivery occurs or services are rendered, the sales price or fee is fixed or determinable and collectability is reasonably assured. Adient delivers products and records revenue pursuant to commercial agreements with its customers generally in the form of an approved purchase order, including the effects of contractual customer price productivity. Adient does negotiate discrete price changes with its customers, which are generally the result of unique commercial issues between Adient and its customers. Adient records amounts associated with discrete price changes as a reduction to revenue when specific facts and circumstances indicate that a price reduction is probable and the amounts are reasonably estimable. Adient records amounts associated with discrete price changes as an increase to revenue upon execution of a legally enforceable contractual agreement and when collectability is reasonable assured.

Essentially all of Adient's sales are to the automotive industry. In fiscal year 2015, Fiat Chrysler Automobiles N.V. and Ford Motor Company had combined net sales of 13% and 11%, respectively. In fiscal year 2014, Fiat Chrysler Automobiles N.V. and Ford Motor Company had combined net sales of 14% each. In fiscal year 2013, Daimler AG and Ford Motor Company had combined net sales of 16% each.

Goodwill and Other Long-lived Assets

Goodwill reflects the cost of an acquisition in excess of the fair values assigned to identifiable net assets acquired. Adient reviews goodwill for impairment during the fourth fiscal quarter or more frequently if events or changes in circumstances indicate the asset might be impaired. Adient performs impairment reviews for its reporting units, which have been determined to be Adient's reportable segments using a fair value method based on management's judgments and assumptions or third party valuations. The fair value of a reporting unit refers to the price that would be received to sell the unit as a whole in an orderly transaction between market participants at the measurement date. In estimating the fair value, Adient uses multiples of earnings based on the average of historical, published multiples of earnings of comparable entities with similar operations and economic characteristics. In certain instances, Adient uses discounted cash flow analyses or estimated sales price to further support the fair value estimates. The inputs utilized in the analyses are classified as Level 3 inputs within the fair value hierarchy as defined in ASC 820, "Fair Value Measurement." The estimated fair value is then compared with the carrying amount of the reporting unit, including recorded goodwill. Adient is subject to financial statement risk to the extent that the carrying amount exceeds the estimated fair value.

Adient reviews long-lived assets, including property, plant and equipment and other intangible assets with definite lives, for impairment whenever events or changes in circumstances indicate that the

asset's carrying amount may not be recoverable. Adient conducts its long-lived asset impairment analyses in accordance with ASC 360-10-15, "Impairment or Disposal of Long-Lived Assets." ASC 360-10-15 requires Adient to group assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities and evaluate the asset group against the sum of the undiscounted future cash flows. If the undiscounted cash flows do not indicate the carrying amount of the asset is recoverable, an impairment charge is measured as the amount by which the carrying amount of the asset group exceeds its fair value based on discounted cash flow analysis or appraisals.

In fiscal 2015, Adient concluded it had triggering events requiring assessment of impairment for certain of its long-lived assets in conjunction with its announced restructuring actions. As a result, Adient reviewed the long-lived assets for impairment and recorded a \$27 million impairment charge within restructuring and impairment costs on the combined statements of income. The total impairment charge related to the Seating segment. Refer to Note 15, "Significant Restructuring and Impairment Costs," of the notes to the combined financial statements for additional information. The impairment was measured, depending on the asset, either under an income approach utilizing forecasted discounted cash flows or a market approach utilizing an appraisal to determine fair values of the impairment assets. These methods are consistent with the methods Adient employed in prior periods to value other long-lived assets. The inputs utilized in the analyses are classified as Level 3 inputs within the fair value hierarchy as defined in ASC 820, "Fair Value Measurement."

In fiscal 2014, Adient concluded it had triggering events requiring assessment of impairment for certain of its long-lived assets in conjunction with its restructuring actions announced in fiscal 2014. As a result, Adient reviewed the long-lived assets for impairment and recorded a \$52 million impairment charge within restructuring and impairment costs on the combined statements of income. Of the total impairment charge, \$45 million related to the Interiors segment and \$7 million related to the Seating segment. Refer to Note 15, "Significant Restructuring and Impairment Costs," of the notes to the combined financial statements for additional information. The impairment was measured, depending on the asset, either under an income approach utilizing forecasted discounted cash flows or a market approach utilizing an appraisal to determine fair values of the impairment assets. These methods are consistent with the methods Adient employed in prior periods to value other long-lived assets. The inputs utilized in the analyses are classified as Level 3 inputs within the fair value hierarchy as defined in ASC 820, "Fair Value Measurement."

In fiscal 2013, Adient concluded it had a triggering event requiring assessment of impairment for certain of its long-lived assets in conjunction with its restructuring actions announced in fiscal 2013. As a result, Adient reviewed the long-lived assets for impairment and recorded a \$79 million impairment charge within restructuring and impairment costs on the combined statements of income. Of the total impairment charge, \$57 million related to the Interiors segment and \$22 million related to the Seating segment. Refer to Note 15, "Significant Restructuring and Impairment Costs," of the notes to the combined financial statements for additional information. The impairment was measured, depending on the asset, either under an income approach utilizing forecasted discounted cash flows or a market approach utilizing an appraisal to determine fair values of the impairment assets. These methods are consistent with the methods Adient employed in prior periods to value other long-lived assets. The inputs utilized in the analyses are classified as Level 3 inputs within the fair value hierarchy as defined in ASC 820, "Fair Value Measurement."

Intangible assets with definite lives continue to be amortized over their estimated useful lives and are subject to impairment testing if events or changes in circumstances indicate that the asset might be impaired. A considerable amount of management judgment and assumptions are required in performing the impairment tests.

Stock-based Compensation

Adient's employees have historically participated in Johnson Controls' stock-based compensation plans. Stock-based compensation expense has been allocated to Adient based on the awards and terms previously granted to Adient's employees. The stock-based compensation was initially measured at the fair value of the awards on the grant date and is recognized in the financial statements over the period the employees are required to provide services in exchange for the awards. The fair value of option awards is measured on the grant date using the Black-Scholes option-pricing model. The fair value of each stock appreciation right, or SAR, is estimated using a similar method described for stock options. The fair value of each SAR is recalculated at the end of each reporting period and the liability and expense are adjusted based on the new fair value. The fair value of performance-based share unit, or PSU, awards is based on the Johnson Controls stock price at the grant date and the assessed probability of meeting future performance targets. The fair value of restricted stock awards is based on the number of units granted and the Johnson Controls stock price on the grant date. Stock-based compensation cost for Adient employees who participate in the Johnson Controls plans, excluding the offsetting impact of outstanding Johnson Controls equity swaps, was \$16 million, \$19 million and \$28 million for the fiscal years ended September 30, 2015, 2014 and 2013, respectively.

Employee Benefit Plans

Johnson Controls provides defined benefit pension, postretirement health care and defined contribution benefits to its eligible employees and retirees, including eligible employees and retirees of Adient. These liabilities are not reflected in Adient's combined statements of financial position.

Adient's combined statements of income include expense allocations for these benefits which were determined using a proportional allocation based on headcount and payroll expense for Adient's employees. Adient considers the expense allocation methodology and results to be reasonable for all periods presented. Total Johnson Controls benefit plan net expenses allocated to Adient amounted to \$32 million, \$45 million and \$21 million for the fiscal years ended 2015, 2014 and 2013, respectively. These costs are reflected in Adient's cost of sales and selling, general and administrative expenses. These costs were funded through intercompany transactions with Johnson Controls which are now reflected within the net parent investment equity balance.

Adient provides a range of benefits to its employees and retired employees, including pensions and postretirement benefits. These benefits are Adient's direct obligation and have been recorded within Adient's historical combined financial statements. Plan assets and obligations are measured annually, or more frequently if there is a remeasurement event, based on Adient's measurement date utilizing various actuarial assumptions such as discount rates, assumed rates of return, compensation increases, turnover rates and health care cost trend rates as of that date. Adient reviews its actuarial assumptions on an annual basis and makes modifications to the assumptions based on current rates and trends when appropriate.

Johnson Controls utilizes a mark-to-market approach for recognizing pension and postretirement benefit expenses, including measuring the market related value of plan assets at fair value and recognizing actuarial gains and losses in the fourth quarter of each fiscal year or at the date of a remeasurement event. Refer to Note 14, "Retirement Plans," of the notes to the combined financial statements for disclosure of Adient's pension and postretirement benefit plans.

U.S. GAAP requires that companies recognize in the statement of financial position a liability for defined benefit pension and postretirement plans that are underfunded or unfunded, or an asset for defined benefit pension and postretirement plans that are overfunded. U.S. GAAP also requires that companies measure the benefit obligations and fair value of plan assets that determine a benefit plan's funded status as of the date of the employer's fiscal year end.

Adient considers the expected benefit payments on a plan-by-plan basis when setting assumed discount rates. As a result, Adient uses different discount rates for each plan depending on the plan jurisdiction, the demographics of participants and the expected timing of benefit payments. For the U.S. pension and postretirement plans, Adient uses a discount rate provided by an independent third party calculated based on an appropriate mix of high quality bonds. For the non-U.S. pension and postretirement plans, Adient consistently uses the relevant country specific benchmark indices for determining the various discount rates. Adient's discount rate on U.S. pension plans was 4.40% and 4.35% at September 30, 2015 and 2014, respectively. Adient's discount rate on U.S. postretirement plans was 3.80% and 4.35% at September 30, 2015 and 2014, respectively. Adient's weighted average discount rate on non-U.S. plans was 3.40% and 3.50% at September 30, 2015 and 2014, respectively.

At September 30, 2015, Adient changed the method used to estimate the service and interest components of net periodic benefit cost for pension and other postretirement benefits for plans that utilize a yield curve approach. This change compared to the previous method will result in different service and interest components of net periodic benefit cost (credit) in future periods. Historically, Adient estimated these service and interest cost components utilizing a single weighted-average discount rate derived from the yield curve used to measure the benefit obligation at the beginning of the period. Adient elected to utilize a full yield curve approach in the estimation of these components by applying the specific spot rates along the yield curve used in the determination of the benefit obligation to the relevant projected cash flows. Adient made this change to provide a more precise measurement of service and interest costs by improving the correlation between projected benefit cash flows to the corresponding spot yield curve rates. This change does not affect the measurement of the total benefit obligations or annual net periodic benefit cost (credit) as the change in the service and interest costs is completely offset in the net actuarial (gain) loss reported. The change in the service and interest costs going forward is not expected to be significant. Adient has accounted for this change as a change in accounting estimate.

In estimating the expected return on plan assets, Adient considers the historical returns on plan assets, adjusted for forward-looking considerations, inflation assumptions and the impact of the active management of the plans' invested assets. Reflecting the relatively long-term nature of the plans' obligations, approximately 53% of the plans' assets are invested in fixed income securities and 20% in equity securities, with the remainder primarily invested in alternative investments. For the years ending September 30, 2015 and 2014, Adient's expected long-term return on U.S. pension plan assets used to determine net periodic benefit cost was 7.50% and 8.00%, respectively. The actual rate of return on U.S. pension plans was below 7.50% in fiscal 2015 and above 8.00% in fiscal 2014. For the years ending September 30, 2015 and 2014, Adient's weighted average expected long-term return on non-U.S. pension plan assets was 5.40% and 5.85%, respectively. The actual rate of return on non-U.S. pension plans was below 5.40% in fiscal 2015 and was above 5.85% in fiscal 2014. For the years ending September 30, 2015 and 2014, Adient's weighted average expected long-term return on postretirement plan assets was 4.00%. The actual rate of return on postretirement plan assets was below 4.00% in fiscal 2015 and was above 4.00% in fiscal 2014.

Beginning in fiscal 2016, Adient believes the long-term rate of return will approximate 7.50%, 4.75% and 5.50% for U.S. pension, non-U.S. pension and postretirement plans, respectively. Any differences between actual investment results and the expected long-term asset returns will be reflected in net periodic benefit costs in the fourth quarter of each fiscal year. If Adient's actual returns on plan assets are less than Adient's expectations, additional contributions may be required.

In fiscal 2015, total Adient contributions to the defined benefit pension plans were \$25 million, of which \$3 million were voluntary contributions made by Adient. Adient expects to contribute approximately \$30 million in cash to its defined benefit pension plans in fiscal 2016. In fiscal 2015, total Adient contributions to the postretirement plans were not significant. Adient does not expect to make any significant contributions to its postretirement plans in fiscal year 2016.

Based on information provided by its independent actuaries and other relevant sources, Adient believes that the assumptions used are reasonable; however, changes in these assumptions could impact Adient's financial position, results of operations or cash flows.

Income Taxes

Adient accounts for income taxes in accordance with ASC 740, "Income Taxes." Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and other loss carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Adient records a valuation allowance that primarily represents non-U.S. operating and other loss carryforwards for which realization is uncertain. Management judgment is required in determining Adient's provision for income taxes, deferred tax assets and liabilities, and the valuation allowance recorded against Adient's net deferred tax assets.

Adient reviews the realizability of its deferred tax asset valuation allowances on a quarterly basis, or whenever events or changes in circumstances indicate that a review is required. In determining the requirement for a valuation allowance, the historical and projected financial results of the legal entity or consolidated group recording the net deferred tax asset are considered, along with any other positive or negative evidence. Since future financial results may differ from previous estimates, periodic adjustments to Adient's valuation allowances may be necessary.

Adient is subject to income taxes in the United States and numerous non-U.S. jurisdictions. Judgment is required in determining its worldwide provision for income taxes and recording the related assets and liabilities. In the ordinary course of Adient's business, there are many transactions and calculations where the ultimate tax determination is uncertain. Adient is regularly under audit by tax authorities. At September 30, 2015, Adient had unrecognized tax benefits of \$393 million.

The unrecognized tax benefits reflected in Adient's combined financial statements have been determined using a separate-return by legal entity basis. As a result of the final separation from Johnson Controls, Adient's unrecognized tax benefits could be different from those reflected in the combined financial statements. Adient is subject to income taxes in the United States and numerous foreign jurisdictions. Judgment is required in determining its worldwide provision for income taxes and recording the related assets and liabilities. In the ordinary course of Adient's business, there are many transactions and calculations where the ultimate tax determination is uncertain.

Adient's federal income tax returns and certain non-U.S. income tax returns for various fiscal years remain under various stages of audit by the Internal Revenue Service and respective non-U.S. tax authorities. Although the outcome of tax audits is always uncertain, management believes that it has appropriate support for the positions taken on its tax returns and that its annual tax provisions included amounts sufficient to pay assessments, if any, which may be proposed by the taxing authorities. At September 30, 2015, Adient had recorded a liability for its best estimate of the probable loss on certain of its tax positions, the majority of which is included in other noncurrent liabilities in the combined statements of financial position. Nonetheless, the amounts ultimately paid, if any, upon resolution of the issues raised by the taxing authorities may differ materially from the amounts accrued for each year.

Adient does not generally provide additional U.S. income taxes on undistributed earnings of non-U.S. consolidated subsidiaries included in invested equity attributable to Adient. Such earnings could become taxable upon the sale or liquidation of these non-U.S. subsidiaries or upon dividend repatriation. Adient's intent is for such earnings to be reinvested by the subsidiaries or to be repatriated only when it would be tax effective through the utilization of foreign tax credits.

The “look-through rule,” under Section 954(c)(6) of the Code, expired for Adient on September 30, 2015. The “look-through rule” had provided an exception to the U.S. taxation of certain income generated by foreign subsidiaries. The rule was extended in December 2015 retroactive to the beginning of Adient’s 2016 fiscal year. The retroactive extension was signed into legislation and was made permanent through Adient’s 2020 fiscal year.

During the first quarter of fiscal 2016, other tax legislation was adopted in various jurisdictions. These law changes did not have a material impact on Adient’s combined financial statements.

Refer to Note 17, “Income Taxes,” of the notes to the combined audited financial statements and to Note 9, “Income Taxes,” of the notes to the combined unaudited interim financial statements for Adient’s income tax disclosures.

New Accounting Pronouncements

In March 2016, the FASB issued Accounting Standards Update (ASU) No. 2016-09, “Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting.” ASU No. 2016-09 changes the accounting for certain aspects of share-based payments to employees, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. In addition, the guidance allows for a policy election to account for forfeitures as they occur rather than on an estimated basis. ASU No. 2016-09 will be effective for the Company for the quarter ending December 31, 2017, with early adoption permitted. The Company is currently assessing the impact adoption of this guidance will have on its combined financial statements.

In March 2016, the FASB issued ASU No. 2016-07, “Investments-Equity Method and Joint Ventures (Topic 323): Simplifying the Transition to the Equity Method of Accounting.” ASU No. 2016-07 eliminates the requirement that when an investment qualifies for use of the equity method as a result of an increase in the level of ownership interest or degree of influence, an investor must adjust the investment, results of operations, and retained earnings retrospectively. ASU No. 2016-07 will be effective prospectively for the Company for increases in the level of ownership interest or degree of influence that result in the adoption of the equity method that occur during or after the quarter ending December 31, 2017, with early adoption permitted. The impact of this guidance for the Company is dependent on any future increases in the level of ownership interest or degree of influence that result in the adoption of the equity method.

In February 2016, the FASB issued ASU No. 2016-02, “Leases (Topic 842).” ASU No. 2016-02 requires recognition of operating leases as lease assets and lease liabilities on the balance sheet and disclosure of key information about leasing arrangements. ASU No. 2016-02 will be effective retrospectively for Adient for the quarter ending December 31, 2019, with early adoption permitted. Adient is currently assessing the impact adoption of this guidance will have on its combined financial statements.

In January 2016, the FASB issued ASU No. 2016-01, “Financial Instruments-Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Liabilities.” ASU No. 2016-01 amends certain aspects of recognition, measurement, presentation and disclosure of financial instruments. ASU No. 2016-01 will be effective prospectively for Adient for the quarter ending December 31, 2018, with early adoption permitted. Adient is currently assessing the impact adoption of this guidance will have on its combined financial statements.

In November 2015, the FASB issued ASU No. 2015-17, “Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes.” ASU No. 2015-17 requires that deferred tax liabilities and assets be classified as noncurrent in the combined statements of financial position. ASU No. 2015-17 was early

adopted by Adient for the quarter ended December 31, 2015 and was applied retrospectively to all periods presented.

In September 2015, the FASB issued ASU No. 2015-16, “Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments.” ASU No. 2015-16 requires that the cumulative impact of a measurement period adjustment (including the impact on prior periods) be recognized in the reporting period in which the adjustment is identified. ASU No. 2015-16 was early adopted by Adient in the quarter ended September 30, 2015. The adoption of this guidance did not have an impact on Adient’s combined financial condition or results from operations.

In July 2015, the FASB issued ASU No. 2015-11, “Simplifying the Measurement of Inventory.” ASU No. 2015-11 requires inventory that is recorded using the first-in, first-out method to be measured at the lower of cost or net realizable value. ASU No. 2015-11 will be effective retrospectively for Adient for the quarter ending December 31, 2017, with early adoption permitted. The adoption of this guidance is not expected to have a significant impact on Adient’s combined financial statements.

In May 2015, the FASB issued ASU No. 2015-07, “Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent).” ASU No. 2015-07 removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. Such investments should be disclosed separate from the fair value hierarchy. ASU No. 2015-07 will be effective retrospectively for Adient for the quarter ending December 31, 2016, with early adoption permitted. The adoption of this guidance is not expected to have an impact on Adient’s combined financial statements but will impact pension asset disclosures.

In April 2015, the FASB issued ASU No. 2015-03, “Interest—Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs.” ASU No. 2015-03 requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of the debt liability. ASU No. 2015-03 will be effective retrospectively for Adient for the quarter ending December 31, 2016, with early adoption permitted. The adoption of this guidance is not expected to have a significant impact on Adient’s combined financial statements.

In February 2015, the FASB issued ASU No. 2015-02, “Consolidation (Topic 810): Amendments to the Consolidation Analysis.” ASU No. 2015-02 amends the analysis performed to determine whether a reporting entity should consolidate certain types of legal entities. ASU No. 2015-02 will be effective retrospectively for Adient for the quarter ending December 31, 2016, with early adoption permitted. Adient is currently assessing the impact adoption of this guidance will have on its combined financial statements.

In May 2014, the FASB issued ASU No. 2014-09, “Revenue from Contracts with Customers (Topic 606).” ASU No. 2014-09 clarifies the principles for recognizing revenue when an entity either enters into a contract with customers to transfer goods or services or enters into a contract for the transfer of non-financial assets. The original standard was effective retrospectively for Adient for the quarter ending December 31, 2017; however in August 2015, the FASB issued ASU No. 2015-14, “Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date,” which defers the effective date of ASU 2014-09 by one-year for all entities. The new standard will become effective retrospectively for Adient for the quarter ending December 31, 2018, with early adoption permitted, but not before the original effective date. Additionally, in March 2016 the FASB issued ASU No. 2016-08, “Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net),” and in April 2016 the FASB issued ASU No. 2016-10, “Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing,” which provide additional clarification on certain topics addressed in

ASU 2014-09. ASU 2016-08 follows the same implementation guidelines as ASU 2014-09. Adient is currently assessing the impact adoption of this guidance will have on its combined financial statements.

In April 2014, the FASB issued ASU No. 2014-08, “Presentation of Financial Statements (Topic 205) and Property, Plant and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity.” ASU No. 2014-08 limits discontinued operations reporting to situations where the disposal represents a strategic shift that has (or will have) a major effect on an entity’s operations and financial results, and requires expanded disclosures for discontinued operations. ASU No. 2014-08 was effective for Adient for the quarter ending December 31, 2015. The adoption of this guidance did not have any impact on Adient’s combined financial statements as there were no dispositions or disposals during the quarter ended December 31, 2015.

Risk Management

Johnson Controls selectively uses derivative instruments to reduce market risk associated with changes in foreign currency within Adient. All hedging transactions are authorized and executed pursuant to clearly defined policies and procedures, which strictly prohibit the use of financial instruments for speculative purposes. At the inception of the hedge, Johnson Controls assesses the effectiveness of the hedge instrument and designates the hedge instrument as either (1) a hedge of a recognized asset or liability or of a recognized firm commitment (a fair value hedge), (2) a hedge of a forecasted transaction or of the variability of cash flows to be received or paid related to an unrecognized asset or liability (a cash flow hedge) or (3) a hedge of a net investment in a non-U.S. operation (a net investment hedge). Johnson Controls performs hedge effectiveness testing on an ongoing basis depending on the type of hedging instrument used. All other derivatives not designated as hedging instruments under ASC 815, “Derivatives and Hedging,” are revalued in the combined statements of income.

For all foreign currency derivative instruments designated as cash flow hedges, retrospective effectiveness is tested on a monthly basis using a cumulative dollar offset test. The fair value of the hedged exposures and the fair value of the hedge instruments are revalued, and the ratio of the cumulative sum of the periodic changes in the value of the hedge instruments to the cumulative sum of the periodic changes in the value of the hedge is calculated. The hedge is deemed as highly effective if the ratio is between 80% and 125%.

For net investment hedges, Johnson Controls assesses its net investment positions in the non-U.S. operations and compares it with the outstanding net investment hedges on a quarterly basis. The hedge is deemed effective if the aggregate outstanding principal of the hedge instruments designated as the net investment hedge in a non-U.S. operation does not exceed its net investment positions in the respective non-U.S. operation.

A discussion of Adient’s accounting policies for derivative financial instruments is included in Note 1, “Basis of Presentation and Summary of Significant Accounting Policies,” of the notes to the combined financial statements, and further disclosure relating to derivatives and hedging activities is included in Note 10, “Derivative Instruments and Hedging Activities,” and Note 11, “Fair Value Measurements,” of the notes to the combined financial statements.

Foreign Exchange

Adient has manufacturing, sales and distribution facilities around the world and thus makes investments and enters into transactions denominated in various foreign currencies. In order to maintain strict control and achieve the benefits of Adient’s global diversification, foreign exchange exposures for each currency are netted internally so that only its net foreign exchange exposures are, as appropriate, hedged with financial instruments.

Johnson Controls hedges 70% to 90% of the nominal amount of each of its known foreign exchange transactional exposures. Johnson Controls primarily enters into foreign currency exchange contracts to reduce the earnings and cash flow impact of the variation of non-functional currency denominated receivables and payables. Gains and losses resulting from hedging instruments offset the foreign exchange gains or losses on the underlying assets and liabilities being hedged. The maturities of the forward exchange contracts generally coincide with the settlement dates of the related transactions. Realized and unrealized gains and losses on these contracts are recognized in the same period as gains and losses on the hedged items. On an ongoing basis, Adient has hedge contracts outstanding with Johnson Controls with the aim of hedging balance sheet items, or with the aim of hedging forecasted commitments. Foreign exchange contracts hedging balance sheet items are marked-to-market through the income statement, while foreign exchange contracts to hedge forecasted commitments are designated in a hedge relationship as a cash flow hedge. These are marked-to-market through other comprehensive income when effective.

Johnson Controls has entered into cross-currency interest rate swaps to selectively hedge portions of Adient's net investment in Japan. The currency effects of the cross-currency interest rate swaps are reflected in the accumulated other comprehensive income account within invested equity attributable to Adient where they offset gains and losses recorded on Adient's net investment in Japan.

At September 30, 2015 and 2014, Adient estimates that an unfavorable 10% change in the exchange rates would have decreased net unrealized gains by approximately \$58 million and \$113 million, respectively.

Environmental, Health and Safety and Other Matters

Adient is involved in various lawsuits, claims and proceedings incident to the operation of its businesses, including those pertaining to product liability, environmental, safety and health, intellectual property, employment, commercial and contractual matters, and various other matters. Although the outcome of such lawsuits, claims and proceedings cannot be predicted with certainty and some may be disposed of unfavorably to Adient, it is management's opinion that none of these will have a material adverse effect on Adient's financial position, results of operations or cash flows. Costs related to such matters were not material to the periods presented. Refer to Note 20, "Commitments and Contingencies," of the notes to the combined audited financial statements and to Note 17, "Commitments and Contingencies," of the notes to the combined unaudited interim financial statements for additional information.

MANAGEMENT

Executive Officers Following the Distribution

The following table sets forth information as of April 26, 2016 regarding the individuals who are expected to serve as executive officers of Adient following the distribution. While some of Adient's executive officers are currently officers and employees of Johnson Controls, after the distribution, none of these individuals will be employees or executive officers of Johnson Controls.

Name	Age	Position
R. Bruce McDonald	55	Chairman and Chief Executive Officer
Cathleen A. Ebacher	53	Vice President, General Counsel and Secretary
Byron S. Foster	47	Executive Vice President
Neil E. Marchuk	58	Executive Vice President and Chief Human Resources Officer
Eric S. Mitchell	45	Executive Vice President
Mark A. Skonieczny Jr.	46	Vice President and Corporate Controller
Jeffrey M. Stafeil	46	Executive Vice President and Chief Financial Officer

R. Bruce McDonald. Mr. McDonald will be the Chairman and Chief Executive Officer of Adient. Mr. McDonald is currently the Executive Vice President, Vice Chairman of Johnson Controls and has served in that role since 2014. He was Chief Financial Officer of Johnson Controls from 2005 to 2014 and Executive Vice President since 2006. Mr. McDonald joined Johnson Controls in 2001 as Vice President, Corporate Controller. Prior to joining Johnson Controls, Mr. McDonald held a variety of operational and financial positions at TRW, LucasVarity Automotive and Varity Corporation. Mr. McDonald is a Chartered Accountant and a Certified Public Accountant. Mr. McDonald has served on the board of Dana Holding Corporation since 2014 and is also a member of the board of directors of Milwaukee World Festival and treasurer and a member of the board for the United Way of Greater Milwaukee & Waukesha County.

Cathleen A. Ebacher. Ms. Ebacher will be the Vice President, General Counsel and Secretary of Adient. Ms. Ebacher is currently the Vice President and Global General Counsel—Centers of Excellence of Johnson Controls and has served in that role since 2012. She was Vice President and General Counsel—Enterprise Legal Services from 2011 to 2012. Prior to that, Ms. Ebacher was the Vice President—Global Business Lines and Operations, or GBL&O, and Director—GBL&O for Johnson Controls from 2009 to 2011. Prior to joining Johnson Controls, Ms. Ebacher served for more than 20 years in a variety of senior management and legal positions for Metavante Corporation, Fiserv, Inc., Strong Capital Management, Inc. and Reinhart Boerner Van Deuren s.c. (a large law firm). Ms. Ebacher has been a director of the United Community Center/Centro de la Comunidad Unida since 2014.

Byron S. Foster. Mr. Foster will be an Executive Vice President of Adient. Mr. Foster is currently the Group Vice President & General Manager—Complete Seat and Strategy of Johnson Controls' Automotive Experience business and has served in that role since 2015. He was Group Vice President & General Manager—Customer Groups & Strategy, Automotive from 2012 to 2015. Mr. Foster held a variety of other operational positions of increasing responsibility since joining Johnson Controls in 1997. Prior to joining Johnson Controls, Mr. Foster began his career at Westinghouse Electric Company.

Neil E. Marchuk. Mr. Marchuk will be the Executive Vice President and Chief Human Resources Officer of Adient. Mr. Marchuk joined Johnson Controls in 2016 as Chief Human Resources Officer—Adient. Prior to joining Johnson Controls, Mr. Marchuk served as Executive Vice President, Human Resources of TRW Automotive from 2006 to 2015. Prior to 2006, Mr. Marchuk held a variety of management positions at TRW Automotive and E. I. du Pont de Nemours and Company. Mr. Marchuk

is a member of the Overseas Schools Advisory Council for the United States Department of State, as well as a member of the board of directors of the American Society of Employers and Michigan Virtual University.

Eric S. Mitchell. Mr. Mitchell will be an Executive Vice President of Adient. Mr. Mitchell is currently the Vice President & General Manager, North America of Johnson Controls' Building Efficiency business and has served in that role since 2015. He was Vice President and General Manager—Aftermarket, Power Solutions from 2013 to 2014 and Group Vice President and General Manager—Components & Sourcing, Power Solutions from 2012 to 2013. Mr. Mitchell held a variety of other operational positions of increasing responsibility since joining Johnson Controls in 2003. Mr. Mitchell started his career with Varsity Corporation in 1991 and held a variety of financial and business positions of increasing responsibility at Varsity Corporation, the Kelsey Hayes Group of Companies, LucasVarsity and TRW Automotive.

Mark A. Skonieczny Jr. Mr. Skonieczny will be the Vice President and Corporate Controller of Adient. Mr. Skonieczny is currently the Vice President of Corporate Development of Johnson Controls and has served in that role since 2014. He was Vice President of Finance, Global Aftermarket of Johnson Controls' Power Solutions segment from 2012 to 2014 and Vice President of Finance for North America Systems, Latin America and the Middle East for Johnson Controls' Building Efficiency segment from 2007 to 2012. Mr. Skonieczny joined Johnson Controls in 1999 as an international accounting manager for the Automotive Group and held a variety of financial positions of increasing responsibility. Mr. Skonieczny began his career at Coopers & Lybrand in 1992 and also held internal audit roles at Meritor Automotive. Mr. Skonieczny is a Certified Public Accountant.

Jeffrey M. Stafeil. Mr. Stafeil will be the Executive Vice President and Chief Financial Officer of Adient. Mr. Stafeil is targeted to join Johnson Controls effective April 1, 2016 as Chief Financial Officer—Adient. Mr. Stafeil was Executive Vice President, Chief Financial Officer of Visteon Corporation from 2012 to 2016. He also served as Chief Executive Officer of DURA Automotive Systems from 2010 to 2012 and as DURA's Executive Vice President, Chief Financial Officer from 2008 to 2012. Mr. Stafeil has served in a variety of management positions at Klöckner Pentaplast Group, Metaldyne Corporation, Booz Allen Hamilton, Peterson Consulting and Ernst & Young. Mr. Stafeil currently serves on the board of directors, and as Audit Committee Chairman, of Mentor Graphics Corporation and Metaldyne Performance Group. Mr. Stafeil is also a member of the board of trustees for the Autism Alliance of Michigan.

DIRECTORS

Board of Directors Following the Distribution

The following table sets forth information as of April 26, 2016 regarding those persons who are expected to serve on Adient's board of directors following the distribution. After the distribution, none of these individuals will be employees or directors of Johnson Controls.

<u>Name</u>	<u>Age</u>	<u>Position</u>
R. Bruce McDonald	55	Chairman and Chief Executive Officer
John M. Barth	69	Director
Julie L. Bushman	55	Director
Raymond L. Conner	60	Director
Richard Goodman	67	Director
Frederick A. Henderson	57	Director

R. Bruce McDonald. Mr. McDonald's extensive experience and knowledge of Adient and its products and services, gained from more than fifteen years of service in a wide range of Johnson Controls' leadership positions, will enable him to provide meaningful input and guidance to Adient's board of directors and management team. Mr. McDonald will bring to the board a broad strategic vision for Adient, and, as the only Adient executive serving on the board, will be able to offer valuable insights into Adient's day-to-day operations and business affairs.

John M. Barth. Mr. Barth has extensive experience in the automotive industry and leading public companies as the Chairman of Johnson Controls from 2004 to 2007 and Chief Executive Officer from 2002 to 2007. Mr. Barth joined Johnson Controls in 1969 and held a number of leadership roles in the company prior to his appointment as Chief Executive Officer, including service as Chief Operating Officer from 1998 to 2002 and head of the automotive business from 1992 to 1998. Mr. Barth will bring to the board his extensive business and leadership experience and global customer knowledge and relationships in the automotive industry, which will enable him to provide guidance to Adient's management and contribute insights into Adient's strategy and operations.

Julie L. Bushman. Ms. Bushman has served as a director of Johnson Controls since 2012. Ms. Bushman is currently the Senior Vice President, Business Transformation and Information Technology of 3M Company and has served in that role since 2013. Ms. Bushman served as Executive Vice President Safety & Graphics Business of 3M from 2012 to 2013, as Executive Vice President Safety, Security and Protection Services Business of 3M from 2011 to 2012, as Vice President and General Manager, Occupational Health and Environmental Safety Division of 3M from 2007 to 2011, and as Division Vice President, Occupational Health and Environmental Safety Division of 3M from 2006 to 2007. Ms. Bushman will bring to the board manufacturing and technical expertise, management and information technology experience, and leadership in product safety initiatives from her roles in the management of different 3M Company departments and divisions.

Raymond L. Conner. Mr. Conner has served as a director of Johnson Controls since 2013. Mr. Conner is currently the Vice Chairman of The Boeing Company and President and Chief Executive Officer of Boeing Commercial Airplanes and has served in those roles since 2013 and 2012, respectively. From 2012 to 2013, Mr. Conner was Executive Vice President of The Boeing Company, and from 2011 to 2012, he led Sales, Marketing and Commercial Aviation Services for Boeing Commercial Airplanes. From 2008 to 2011, Mr. Conner was vice president and general manager of Supply Chain Management and Operations for Boeing Commercial Airplanes. Mr. Conner served as vice president of Sales for Commercial Airplanes for Boeing Commercial Airplanes from 2007 to 2008 and as vice president of Sales for the Americas for Boeing from 2003 to 2007. Mr. Conner held other positions of increasing responsibility since joining The Boeing Company in 1977. Mr. Conner will bring

to the board his extensive manufacturing and technical expertise, global leadership experience, and insight into government affairs from his executive roles at Boeing.

Richard Goodman. Mr. Goodman has served as a director of Johnson Controls since 2008. He also serves as a director and as the chair of the Audit Committee and member of the Nominating and Governance Committee of Kindred Healthcare, chair of the Audit Committee and member of the Compensation and Benefits Committee of The Western Union Company and chair of the Audit Committee of Toys “R” Us. Mr. Goodman served as Executive Vice President of Global Operations, PepsiCo from 2010 through 2011 and as Chief Financial Officer of PepsiCo from 2006 to 2010. Prior to 2006, he served in a variety of senior financial positions at that company, including CFO of PepsiCo International, CFO of PepsiCo Beverages International, and General Auditor. Mr. Goodman joined PepsiCo in 1992, having previously worked with W.R. Grace in a variety of global senior financial roles. Mr. Goodman will bring to the board years of financial management, risk management, and auditing expertise from his various positions at PepsiCo and W.R. Grace as well as valuable experience in mergers and acquisitions, investment, and corporate finance he possesses from his many years of service at large, international corporations. Mr. Goodman will also bring to the board his experience of serving as a director of other global public companies.

Frederick A. Henderson. Mr. Henderson is currently the Chairman and Chief Executive Officer of SunCoke Energy and of SunCoke Energy Partners GP, and has served in those roles since 2010 and 2012, respectively. He also served as a Senior Vice President of Sunoco, Inc. from 2010 until SunCoke’s initial public offering in July 2011. During 2010, Mr. Henderson was also a consultant for General Motors and AlixPartners. He was President and Chief Executive Officer of General Motors during 2009 and President and Chief Operating Officer of General Motors from 2008 to 2009. He was previously Vice Chairman and Chief Financial Officer of General Motors from 2006 to 2008. Mr. Henderson is a director of Marriott International, where he serves as member of the Audit Committee and a trustee of the Alfred P. Sloan Foundation and chair of its Audit Committee. Mr. Henderson previously served as a director of Compuware Corp. (a technology performance company), where he served as chair of its Audit Committee, and was a member of its Nominating/Governance and Advisory Committees. Mr. Henderson will bring to the board his extensive global senior management experience in the automotive and other manufacturing industries. In addition, he is an experienced senior-level executive, with general operations, manufacturing and marketing experience, as well as senior-level strategic planning, business development, financial expertise, managerial, management development and compensation and health, environment and safety experience.

Committees of the Board of Directors

Effective upon the completion of the distribution, Adient’s board of directors, which we also refer to as the Board, is expected to have the following standing committees: an Executive Committee, an Audit Committee, a Compensation Committee and a Corporate Governance Committee.

Executive Committee. The primary function of the Executive Committee will be to exercise all of the powers of the Board when the Board is not in session, as the law permits and subject to certain limitations specified in the Executive Committee Charter.

Audit Committee. The Board will have a separately-designated standing Audit Committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended, or the Exchange Act. The Audit Committee is expected to consist of _____, each of whom is expected to be independent in accordance with the rules and regulations of the New York Stock Exchange and the SEC. _____ is expected to be the Audit Committee Chairman. It is expected that _____ will be

determined to be an “audit committee financial expert” as defined by the SEC. The primary responsibilities of the Audit Committee will be to:

- Review and discuss the audited consolidated financial statements with management and Adient’s independent registered public accounting firm for inclusion of the financial statements and related disclosures in Adient’s Annual Report on Form 10-K;
- Review and discuss with management and Adient’s independent registered public accounting firm Adient’s quarterly consolidated financial statements and disclosures and earnings press releases;
- Review and advise the Board with respect to the effectiveness of Adient’s system for monitoring compliance with laws and regulations;
- Review with Adient’s general counsel legal matters that may have a material impact on the consolidated financial statements and any material reports or inquiries received from regulators or governmental agencies regarding compliance;
- Review the activities of Adient’s Internal Audit department, the significant findings from completed audits and the actions Adient’s management is taking in response to those audits;
- Review major financial risk exposures and management’s plans to monitor and control such exposures; and
- Review Adient’s significant capital appropriations matters.

Compensation Committee. are expected to be the members of the Board’s Compensation Committee. is expected to be the Compensation Committee Chairman. The primary responsibilities of the Compensation Committee will be to:

- Evaluate and recommend the CEO to the Board;
- Recommend to the Board the selection and retention of officers and key employees;
- Review and approve compensation and compensation-related objectives for senior executives;
- Administer and approve amendments to the executive compensation plans except for such amendments that require Board approval.

Additionally, the Compensation Committee will assess on an annual basis the independence of its compensation consultants, outside legal counsel, and other compensation advisers. The Compensation Committee Charter to be adopted by the Board will permit the committee to, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the committee.

Corporate Governance Committee. are expected to be the members of the Board’s Corporate Governance Committee. is expected to be the Corporate Governance Committee Chairman.

The primary responsibilities of the Corporate Governance Committee will be to:

- Develop guidelines and criteria for the qualifications of directors and make related recommendations to the Board for approval;
- Select, and recommend to the Board, qualified director candidates, including consideration of any candidates submitted by shareholders in accordance with Adient’s organizational documents;
- Consider, and recommend to the Board, the size and composition of the Board;
- Develop, and recommend to the Board, standards for director independence and financial expertise.

The committee will consider nominee recommendations from a variety of sources, including nominees recommended by shareholders. The committee might, from time to time, retain an executive search firm to help facilitate the screening and interview process of director nominees. The committee expects that qualified candidates will have high-level managerial experience in a relatively complex organization or be accustomed to dealing with complex problems, and will be able to represent the interests of the shareholders as a whole rather than special interest groups or constituencies.

The committee will also consider the interplay of a candidate's background and expertise with that of other board members, and the extent to which a candidate may be a desirable addition to any committee of the board. The committee will value diversity as a factor in selecting nominees to serve on the board. Although the committee will not have a specific policy on diversity, the committee will consider the criteria noted above in selecting nominees for directors, including members from diverse backgrounds and perspectives who combine a broad spectrum of experience and expertise.

In addition to recommending director candidates, the Corporate Governance Committee will establish procedures for the oversight and evaluation of the board, will review correspondence received from shareholders, and will review on an annual basis Adient's Corporate Governance Guidelines to be adopted by the board.

Compensation Committee Interlocks and Insider Participation

During Adient's year ended September 30, 2015, Adient was not an independent company, and did not have a compensation committee or any other committee serving a similar function. Decisions as to the compensation of those who are expected to serve as Adient's executive officers were made by Johnson Controls, as described in the section of this information statement entitled "Compensation Discussion and Analysis."

Corporate Governance Guidelines

The Board is expected to adopt Corporate Governance Guidelines that will provide a framework for the effective governance of Adient. These guidelines will address matters such as the Board's duties, director independence, director responsibilities, Board structure and operation, director criteria and qualifications, Board succession planning, Board compensation, management evaluation and development, Board orientation and training, Lead Director responsibilities and Adient's Ethics Policy. The Corporate Governance Committee will regularly review developments in corporate governance and update the Corporate Governance Guidelines and other governance materials as it deems necessary and appropriate.

Board Leadership Structure

The Board's leadership structure is expected to include a combined Chairman and Chief Executive Officer role with a strong, independent nonexecutive lead director.

It is expected that the Board will benefit from combining the roles of Chairman and CEO because of the importance of in-depth, industry-specific knowledge and a thorough understanding of Adient's business environment and risk management practices in setting agendas and leading the Board's discussions. Combining the roles also will provide a clear leadership structure for the management team and will serve as a vital link between management and the Board. This is expected to allow the Board to perform its oversight role with the benefit of management's perspective on Adient's business strategy and all other aspects of the business.

The Board periodically reviews its determination to have a single individual act both as Chairman and CEO.

Lead Independent Director

Adient's Corporate Governance Guidelines are expected to provide for an independent nonexecutive director to act as Lead Director. The Lead Director will be elected by the independent, non-management members of the Board, upon the recommendation of the Corporate Governance Committee. The Lead Director Charter is expected to provide that the Lead Director's responsibilities will include, among other things:

- Approving the Board meeting schedules to ensure there is sufficient time for discussion of all Board agenda items;
- Approving the Board meeting agendas to ensure that topics deemed important by Adient's independent directors are included in Board discussions and sufficient executive sessions are scheduled as needed;
- Calling meetings of the Board's independent directors;
- Developing the agenda for and serving as chairman of the Board's executive sessions;
- Serving as principal liaison between the Board's independent directors and the Board Chairman and CEO;
- Serving as chair of Board meetings when the Board Chairman is not present;
- Approving information sent to the Board; and
- If requested by Adient's major shareholders, ensuring that he or she is available for consultation and direct communication.

The Lead Director will also perform other duties as the Board may determine. The Lead Director will provide feedback after each Board meeting to the Chairman on the substance of the items presented and may make suggestions for enhancing management's and the Board's effectiveness.

The Board is expected to require executive sessions of the independent directors at least twice annually. During these executive sessions, the Lead Director will have the responsibility, among other things, to lead and facilitate the meeting and discussion of matters on the agenda.

Board Oversight of Risk

Adient's Board, as a whole or through its committees, will oversee an enterprise-wide approach to risk management that is intended to achieve Adient's long-term strategic and organizational objectives and enhance shareholder value. Management will be responsible for the day-to-day management of the risks that Adient will face, while the Board, as a whole and through its committees, will have the responsibility for the oversight of risk management. In this risk oversight role, the Board will be responsible for ensuring that the risk management framework, and any supporting processes implemented by management, are adequate and functioning as designed.

Although the Board will have the ultimate oversight responsibility for the risk management process, various committees of the Board also will have responsibility for risk management. The Board and its committees are expected to exercise their risk oversight function by carefully evaluating the reports they receive from management and by engaging in discussions with management regarding areas of particular interest or significance. Each of the Board committees will be responsible for oversight of risk management practices for categories of top risks relevant to committee functions, which are set forth below. The Board will also consider the significant risks to Adient in the course of its reviews of corporate strategy and business plans.

The following table summarizes the primary areas of risk oversight of the Board and its committees:

<u>Board/Committee</u>	<u>Primary Areas of Risk Oversight</u>
Full Board	The Board will oversee matters that may present a material risk to Adient’s operations, plans, prospects or reputation, including the risks and exposures associated with significant capital expenditures, acquisitions and divestitures, management succession planning, major litigation and regulatory exposures, as well as the strategic, financial and execution risks and exposures associated with the annual operating plan and strategic plan.
Audit Committee	The Audit Committee will be primarily responsible for overseeing the risks and exposures associated with Adient’s businesses. The Audit Committee Charter is expected to provide that the Audit Committee will discuss major risk exposures, including financial, operational, privacy, security, competition, and legal and regulatory risks, and the steps Adient will take and will have taken to detect, monitor and actively manage such exposures. The Audit Committee will also conduct a review with Adient’s General Counsel of any material legal, compliance, and regulatory matters that could have a material impact on Adient’s financial statements or Adient’s business, including material notices to or inquiries received from governmental agencies.
Corporate Governance Committee . . .	The Corporate Governance Committee will review the risks and exposures relating to Adient’s corporate governance, director independence, conflicts of interest, ethics and compliance, and director candidate and succession planning programs and policies.
Compensation Committee	The Compensation Committee will oversee the risks and exposures associated with leadership assessment, management succession planning, recruiting, retention and director and executive compensation programs and arrangements, including Adient’s incentive plans.

Management’s Role in Risk Oversight. Adient’s management will support the Board and its committees in Adient’s enterprise-wide approach to risk management. Adient expects to have embedded an enterprise risk management, or ERM, program across its core business, which will be aligned with initiatives that involve the Audit Committee, executive management and other personnel. The ERM framework will be designed to identify, assess, prioritize, and manage major risk exposures that could affect Adient’s ability to execute on its corporate strategy and fulfill its business objectives. The ERM program will be designed to enable the Audit Committee and management to collectively review the effectiveness of Adient’s risk management practices and capabilities and Adient’s risk exposure and risk tolerance and also to elevate key risks to the Board.

Adient’s Vice President of Internal Audit will be responsible for Adient’s internal audit function and will support Adient’s enterprise-wide risk management framework through risk assessment, monitoring, and reporting. The Vice President of Internal Audit will report directly to the Audit Committee, and the Audit Committee will review and evaluate the Vice President of Internal Audit’s

appointment, compensation, and performance. The Vice President of Internal Audit will facilitate the Audit Committee's review and approval of the internal audit plan and will provide regular reporting on audit activities. In addition, through consultation with management, the Vice President of Internal Audit will periodically assess the major risks facing Adient and coordinate with the members of management responsible for such risks.

The executive responsible for managing a particular risk may also be required to report to the Audit Committee on how the risk is being managed and the progress towards any agreed-upon risk mitigation goals.

Board Independence

The Board will annually determine the independence of each director and nominee for election as a director based on a review of the information provided by the directors and the executive officers as well as a survey by Adient's legal and finance departments. The Board will make these determinations under the NYSE Listed Company Manual's independence standards and Adient's Corporate Governance Guidelines. In addition, the Board is expected to establish categorical standards of independence to assist it in making determinations of director independence, which will be set forth in Adient's Corporate Governance Guidelines and will be posted on Adient's website.

Following such evaluation, the Board is expected to affirmatively determine by resolution that the following directors are independent: John M. Barth, Julie L. Bushman, Raymond L. Conner, Richard Goodman and Frederick A. Henderson.

Board Succession Plan

The Board succession plan is expected to be generally outlined in the Corporate Governance Committee Charter and Corporate Governance Guidelines to maintain effective shareholder representation. As part of the Board's succession planning, the Board regularly reviews the composition of the Board and assesses the balance of knowledge, experience, skills, expertise, tenure and diversity that is appropriate for the Board as a whole.

Board, Committee and Director Evaluations

Each year, the Board will conduct an evaluation of itself, the Board committees, and, as discussed below, each director to determine their respective effectiveness. The Corporate Governance Committee will determine annually the manner of these evaluations to ensure that the Board receives accurate and insightful information.

Attendance at Annual Meetings

The Board will expect all directors to attend the annual meetings of shareholders. Directors may attend the meeting by any means permitted under applicable law.

Shareholder / Other Interested Party Communication with the Board

Adient expects to adopt a policy enabling shareholders and other interested parties to communicate with directors. The policy will provide for general communications to the Board or any individual Board member to be sent to c/o Adient, Attn: Corporate Secretary, 833 East Michigan Street, Milwaukee, Wisconsin 53202. The Adient Secretary's office will open and screen these communications for security purposes and for relevance in the directors' capacities as directors.

Adient also expects to adopt a policy enabling communications to be sent directly to the Lead Director, who is expected to be John M. Barth. Shareholders will be able to send communications to his attention at c/o Adient, Attn: Lead Director, 833 East Michigan Street, Milwaukee,

Wisconsin 53202. In addition, Adient expects that the Corporate Governance Guidelines will provide that at the request of a major shareholder, Adient's Lead Director will make himself reasonably available for consultation and direct communication.

Director Nominee Selection and Evaluation

The Corporate Governance Committee will develop criteria and qualifications for directors and director candidates that the Board reviews and approves annually. The Corporate Governance Committee is expected to have a process under which it will identify and evaluate all director candidates properly nominated as required by Adient's Corporate Governance Guidelines. To identify director candidates, the Corporate Governance Committee will maintain a file of potential director nominees (including those recommended by shareholders), will solicit candidates from current directors, will evaluate recommendations and nominations by shareholders, and will have retained for a fee recruiting professionals to identify and evaluate director candidates. The Corporate Governance Committee uses the following criteria, among others, to evaluate any director candidate's capabilities to serve as a member of the Board: board attendance and engagement, independence, other time demands (including service on other boards), and potential or apparent conflicts (such as relationships with one of Adient's competitors, key suppliers or key customers). In addition, the Corporate Governance Committee will examine the following qualifications, among others, to identify and evaluate director candidates: industry experience and expertise (such as automotive, industrial manufacturing, technology or engineering); functional experience and expertise (such as whether the director candidate is a current chief executive officer or chief financial officer or possesses financial acumen, has operational experience, has international exposure, has experience or expertise in mergers and acquisitions, information technology strategy or engineering/product development); and the diversity of the director candidate. The Corporate Governance Committee will also review the qualifications of any candidate with those of current directors to determine coverage and gaps in experience in related industries and functional areas.

The Board Chairman and the Chair of the Corporate Governance Committee also will lead an evaluation of each director whose term is expiring at the upcoming annual meeting of shareholders based upon the preceding criteria and input from the other directors before nominating and recommending such director for reelection.

Clawback Provision

Adient is expected to adopt an Executive Compensation Incentive Recoupment (Clawback) Policy. Under the policy, the Committee will require all executive officers elected by the Board to reimburse any incentive awards if:

- The awards were based on that performance period's financial results and became the subject of a material restatement, other than a restatement due to changes in accounting policy;
- The Committee believes the elected executive officer engaged in conduct that caused, or even partially caused, the need for the restatement; and
- A lower payment could have been made to the elected executive officer based upon the restated financial results.

If there is a material restatement of financial statements, the Committee will also have to seek to recover any compensation from the Chief Executive Officer and Chief Financial Officer, to the extent required under Section 304 of the Sarbanes-Oxley Act of 2002.

Stock Ownership Policy

Adient is expected to adopt an Executive Stock Ownership Policy that will require executive officers to hold significant amounts of Adient stock. These guidelines will tie the compensation of Adient's named executive officers to Adient's share performance, since the increase or decrease in Adient's share price will impact their personal holdings. The policy is expected to provide that if an executive officer does not meet the minimum ownership guidelines, the executive officer will not be permitted to sell Adient ordinary shares until his or her equity holdings meet the requirements.

Ethics Policy

Adient is expected to adopt an Ethics Policy that will require all its business activities to be conducted in compliance with laws, regulations, and ethical principles and values. All directors, officers, and employees of Adient will be required to read, understand, and abide by the requirements of the Ethics Policy. The Ethics Policy will be accessible on Adient's website. Any waiver of the Ethics Policy for directors or executive officers may be made only by Adient's board of directors. Adient will disclose any amendment to, or waiver from, a provision of the Ethics Policy for the principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, on Adient's website.

COMPENSATION DISCUSSION AND ANALYSIS

Introduction

As discussed above, the automotive seating and interiors businesses are currently part of Johnson Controls, and Adient's compensation committee has not yet been formed. This Compensation Discussion and Analysis describes the historical compensation practices of Johnson Controls and attempts to outline certain aspects of Adient's anticipated compensation structure for its senior executive officers following the separation. While Adient has discussed its anticipated programs and policies with the Compensation Committee of Johnson Controls' board of directors (which we refer to as the "Johnson Controls Compensation Committee"), they remain subject to the review and approval of Adient's own compensation committee (which we refer to as the "Adient Compensation Committee").

The employees who are expected to be appointed to serve as Adient's Chief Executive Officer, Executive Vice President and Chief Human Resources Officer, and Executive Vice President and Chief Financial Officer are identified below. For purposes of the following Compensation Discussion and Analysis and executive compensation disclosures, the individuals listed below are collectively referred to as Adient's or our "named executive officers."

- R. Bruce McDonald, Chief Executive Officer. Prior to the separation, Mr. McDonald served as Executive Vice President and Vice Chairman of Johnson Controls.
- Neil E. Marchuk, Executive Vice President and Chief Human Resources Officer.
- Jeffrey M. Stafeil, Executive Vice President and Chief Financial Officer.

The historical decisions relating to the compensation of Mr. McDonald, who served as an executive officer of Johnson Controls in fiscal year 2015 and prior years, were made by the Johnson Controls Compensation Committee. Following the separation, the compensation of Adient's executive officers will be determined by the Adient Compensation Committee consistent with the compensation and benefit plans, programs, and policies adopted by Adient. Additional information about Adient's expected senior executive team following the separation is set forth in the section of this information statement entitled "Management—Executive Officers Following the Distribution."

In connection with the separation, Adient (or Johnson Controls on Adient's behalf) will need to identify additional Adient executive officers. While the focus of the following disclosure is on the compensation for the one Adient named executive officer identified above who is a historic executive officer of Johnson Controls, the types of compensation and benefits provided to them are generally similar to those that will likely be provided to any other individuals who are identified to serve as executive officers of Adient upon the separation.

It is anticipated that Adient's compensation policies will initially be similar to those employed by Johnson Controls. The Adient Compensation Committee will review these policies and practices, and, it is expected, will make adjustments to support Adient's strategies and to remain market competitive. The following sections of this Compensation Discussion and Analysis describe Johnson Controls' compensation philosophy, policies, and practices as they applied to the one Adient named executive officer identified above who served as an executive officer of Johnson Controls during fiscal year 2015.

Executive Compensation Objectives

Historically

Three long-term objectives drive the Johnson Controls Compensation Committee's decisions regarding the executive compensation elements, incentive plan design, and award levels. The Johnson

Controls Compensation Committee uses multiple compensation elements to reach these objectives and drive Johnson Controls executives to deliver sustained results for Johnson Controls shareholders.

1. *Building Shareholder Value Over the Long Term.* Long-term incentive compensation and stock-based opportunities comprise the largest component of Johnson Controls executive officers' total direct compensation (consisting of base salary, annual incentives, and long-term incentives), as the Johnson Controls Compensation Committee emphasizes compensation that it believes is directly linked with the creation of shareholder value over the long term.
2. *Delivering Sustained, Strong Business and Financial Results.* When determining total direct compensation for each named executive officer, the Johnson Controls Compensation Committee considers Johnson Controls' financial performance and the progress Johnson Controls has made towards successfully executing the long-term strategic plan of the business.
3. *Attracting, Motivating and Retaining a Highly Qualified and Effective Executive Team.* The attraction, motivation, and retention of top executive talent are critical to Johnson Controls' continued success. Therefore, the Johnson Controls Compensation Committee considers executive compensation levels for similar positions at companies within Johnson Controls' Compensation Peer Group.

Going Forward

As noted above, because the Adient Compensation Committee has not yet been formed, the executive compensation objectives at Adient will be developed and established by the Adient Compensation Committee after the separation. It is, however, currently expected that after the separation, the framework of Adient's executive compensation program will initially be similar to the framework used by Johnson Controls.

Executive Compensation Philosophy

Historically

In the Johnson Controls Compensation Committee's pursuit of Johnson Controls' long-term objectives, a philosophy built on five principles guides the Johnson Controls Compensation Committee. These principles underlie all decisions that the Johnson Controls Compensation Committee makes regarding the executive compensation elements, incentive plan design, and award levels.

1. *Shareholder Alignment and Risk Mitigation.* To avoid hindering delivery of strong, sustainable financial results and the delivery of long-term value to Johnson Controls shareholders, compensation should be structured to align the interests of executive officers with the interests of shareholders and in a manner that does not encourage excessive risk-taking. To discourage excessive risk-taking, the Johnson Controls Compensation Committee conducts an annual risk assessment of Johnson Controls' compensation plans and places great emphasis on equity-based incentive compensation and stock ownership by executive officers.
2. *Pay for Performance.* A substantial portion of compensation should be variable to reward named executive officers for the achievement of strategic, financial, and leadership objectives.
3. *Long-Term Focus.* Long-term incentive compensation and stock-based awards should be designed to drive the achievement of strategic business objectives and increase shareholder value in the long run.
4. *Aligned to Market.* Total direct compensation should be competitive to attract, motivate, and retain a highly qualified and effective global executive team that will continue to drive Johnson Controls' success.

5. *Incentive Pay Alignment and Responsibility.* As an executive officer's level of responsibility increases, the target percentage of total direct compensation that is at risk and oriented toward long-term performance should increase accordingly.

Going Forward

As noted above, because the Adient Compensation Committee has not yet been formed, the executive compensation philosophy of Adient will be developed and established by the Adient Compensation Committee after the separation. It is, however, currently expected that after the separation, the framework of Adient's executive compensation program will initially be similar to Johnson Controls' framework, and will be principally comprised of base salaries, annual performance-based bonuses, and long-term incentive awards in respect of Adient ordinary shares.

Determining Compensation Levels

Historically

The objectives of Johnson Controls' executive compensation program to build long-term shareholder value, deliver sustained, strong business and financial results, and attract, motivate, and retain a highly qualified and effective executive team guide its executive compensation decisions, including the determination of compensation levels.

In addition to the executive compensation program's objectives, the Johnson Controls Compensation Committee also considers, in a subjective manner, the following factors:

- Each executive officer's experience, knowledge, skills, level of responsibility, and potential to influence Johnson Controls' performance and future success;
- Each executive officer's prior salary levels, annual incentive awards, and long-term incentive awards;
- The business environment and Johnson Controls' business objectives and strategy;
- The need to retain and motivate executive officers;
- Corporate governance and regulatory factors related to executive compensation;
- Marketplace compensation levels and practices; and
- Shareholder perspectives.

To gauge marketplace compensation levels and practices, the Johnson Controls Compensation Committee works with Willis Towers Watson, an independent executive compensation consultant, to conduct a marketplace analysis of executive compensation practices and pay levels against a group of publicly traded companies that we refer to as the "Compensation Peer Group." The Compensation Peer Group, which the Johnson Controls Compensation Committee annually reviews and updates, consists of a group of companies that:

- Johnson Controls competes against for talent;
- Are in Johnson Controls' industry or a similar industry;
- Have broadly similar revenues and market capitalization; or
- Participate in Willis Towers Watson's executive compensation surveys.

Johnson Controls relies upon the compensation data gathered from the Compensation Peer Group to represent the competitive market for executive talent for executive positions. For a few positions where data from the peer group is not available, the Johnson Controls Compensation Committee

reviews Willis Towers Watson data for general industry companies of similar revenue size. When determining fiscal year 2015 compensation, the Committee did not, however, require the use of general industry data to make any specific compensation decisions for the Johnson Controls named executive officers. Given that Johnson Controls' revenue is at nearly the 80th percentile relative to the Compensation Peer Group companies, data are regressed to provide compensation data that represents the revenue responsibility of each of the executive officer positions that Johnson Controls benchmarks. The median revenue (as of the latest fiscal year end) of the Compensation Peer Group is \$24.5 billion, and the median net income is \$2.5 billion. No changes were made to the peer group for fiscal year 2015.

The Compensation Peer Group for fiscal year 2015 consisted of the following companies:

- 3M Company
- Alcoa Inc.
- Caterpillar Inc.
- Deere & Company
- The Dow Chemical Company
- Eaton Corporation
- E. I. du Pont de Nemours and Company
- Emerson Electric Co.
- General Dynamics Corporation
- The Goodyear Tire & Rubber Company
- Honeywell International Inc.
- Illinois Tool Works Inc.
- International Paper Company
- Lear Corporation
- Lockheed Martin Corporation
- Northrop Grumman Corporation
- Raytheon Company
- United Technologies Corporation
- Whirlpool Corporation

Going Forward

After the separation, the Adient Compensation Committee will establish and develop practices and procedures with respect to establishing compensation levels and may determine an Adient peer group for compensation purposes.

Role of the Compensation Committee

Historically

The Johnson Controls Compensation Committee is comprised of non-employee independent directors who develop, amend, and approve Johnson Controls' executive compensation program.

Each year, the Johnson Controls Compensation Committee determines the appropriate level of compensation for all executive officers, including the named executive officers. As an initial guideline, the Johnson Controls Compensation Committee sets the total direct compensation opportunity (base salary, annual incentive target, and long-term incentive target) for each of the executive officers within a range (+/- 15%) around the 50th percentile of the Compensation Peer Group or, where data from the peer group are not available, general industry survey data. The variation of actual pay relative to the market data is dependent on the executive officer's performance, experience, knowledge, skills, level of responsibility, potential to impact performance and future success, and the need to retain and motivate strategic talent. The total target direct compensation opportunity for the named executive officers in fiscal year 2015 ranged from the 50th to the 60th percentile of the Compensation Peer Group data.

The Johnson Controls Compensation Committee generally determines an executive officer's compensation based upon a desire to link compensation to the objectives of the executive compensation programs that are described above under “—Executive Compensation Philosophy—Historically.” In addition, when determining the overall compensation of named executive officers, including base salaries and annual and long-term incentive amounts, the Johnson Controls Compensation Committee considers, in a subjective manner, a number of factors it deems important, as outlined above under “—Determining Compensation Levels—Historically.”

The Johnson Controls Compensation Committee makes the compensation decisions for the named executive officers after careful review and analysis of appropriate performance information and market compensation data. While the Johnson Controls Chairman and Chief Executive Officer makes recommendations to the Johnson Controls Compensation Committee regarding the compensation of the other named executive officers, the Johnson Controls Compensation Committee alone determines the compensation for the Johnson Controls Chairman and Chief Executive Officer.

Beyond determining specific compensation for the named executive officers, the Johnson Controls Compensation Committee works with executive management to review and adjust compensation policies and practices to remain consistent with the company's values and philosophy, support the recruitment and retention of executive talent, and help the company achieve its business objectives.

Going Forward

After the separation, the Adient Compensation Committee will adopt and develop practices and procedures with respect to compensation decisions relating to base salary, annual incentives, and long-term incentives within the framework of the compensation plans adopted by Adient. It is currently expected that, at least initially, these compensation plans will be substantially similar to Johnson Controls' compensation plans. In addition, the Adient Compensation Committee will need to evaluate the relevance of peer data and, as noted, determine the appropriate peer group, if any, for Adient following the separation.

Role of the Chief Executive Officer

Historically

The Johnson Controls Chief Executive Officer provides recommendations to the Johnson Controls Compensation Committee on the total direct compensation for each executive officer other than himself. The Chief Executive Officer does not make recommendations with respect to his own compensation.

The Johnson Controls Chief Executive Officer's recommendations for the other executive officers are based on his personal review of their performance, job responsibilities, importance to the overall business strategy, and Johnson Controls' compensation philosophy. Although the Chief Executive

Officer's recommendations are given significant weight, the Johnson Controls Compensation Committee retains full discretion when determining compensation. The Johnson Controls Compensation Committee has delegated to the Chief Executive Officer its discretion to decrease the size of bonus payouts to executive officers other than the Chief Executive Officer based in part on an assessment of the executive officer's individual performance, as described below under "—Annual Incentive Performance Program (AIPP)—Historically."

Going Forward

After the separation, the Adient Compensation Committee will adopt and develop practices and procedures with respect to the role of executive officers in making compensation decisions.

Role of the Compensation Consultant

Historically

The Johnson Controls Compensation Committee retains the authority to approve and monitor all compensation and benefit programs (other than broad-based welfare benefit programs). However, to add rigor in the review process and to inform the Johnson Controls Compensation Committee of market trends, the Johnson Controls Compensation Committee engages the services of Willis Towers Watson, an independent executive compensation consultant, to analyze Johnson Controls' executive compensation structure and plan designs, and to assess whether the compensation program is competitive and supports the Johnson Controls Compensation Committee's goal to align shareholders' interests with those of the executive officers. Willis Towers Watson also directly provides the Johnson Controls Compensation Committee with the Compensation Peer Group and other market data discussed above, which the Johnson Controls Compensation Committee references when determining compensation for executive officers.

The Johnson Controls Compensation Committee has the sole authority to approve the independent compensation consultant's fees and terms of the engagement. Thus, the Johnson Controls Compensation Committee annually reviews its relationship with Willis Towers Watson to ensure executive compensation consulting independence. The process includes a review of the services Willis Towers Watson provides, the quality of those services, and fees associated with the services during the fiscal year as well as consideration of the factors impacting independence that New York Stock Exchange rules require. In addition to providing executive compensation consulting, other one-time professional services provided by Towers Watson (now Willis Towers Watson) totaling \$434,000 included actuarial work that was conducted relative to the acquisition of ADT of which it was the existing vendor (these services have not continued after fiscal year 2015).

Going Forward

After the separation, the Adient Compensation Committee will adopt and develop practices and procedures with respect to the role of a compensation consultant, if any, in making compensation decisions.

Key Elements of Executive Officer Compensation Program

Historically

There are eight principal elements of the Johnson Controls' executive compensation program. Collectively, these elements deliver an executive compensation package that achieves the program's three objectives: build long-term shareholder value; drive sustained, strong business and financial

results; and attract, motivate and retain a highly-qualified and effective management team to drive financial and operational performance.

<u>Element</u>	<u>Link to Program Objectives</u>	<u>Type of Compensation</u>	<u>Key Features</u>
Base Salary	The Johnson Controls Compensation Committee considers base salaries paid by companies in the Compensation Peer Group and survey data and uses the 50th percentile as a guideline.	Cash	Provides a stable source of income and is a standard compensation element in executive compensation packages.
Annual Incentive Performance Program	A cash-based award that encourages named executive officers to focus on the business and financial objectives for each fiscal year. Target incentive opportunity is set as a percentage of base salary.	Cash	Payout is based on profitability, growth, and operational performance during the fiscal year and occurs only if minimum performance levels are met. For the financial portion of the AIPP, SINC is weighted at 70%, ROS is weighted at 20%, and ROA is weighted at 10%. The Johnson Controls Compensation Committee also has limited discretion available (described below).
Long-Term Incentive Performance Program	Ensures that a named executive officer's pay is directly linked to the achievement of long-term objectives.	Performance-based Share Units	Payouts are based on long-term pre-tax earnings growth (weighted 60% for fiscal year 2015) and pre-tax return on invested capital (weighted 40% for fiscal year 2015) over a 3-year performance cycle. The value of long-term incentives that Johnson Controls delivers through performance-based share units is approximately 50% of total long-term incentive value.

<u>Element</u>	<u>Link to Program Objectives</u>	<u>Type of Compensation</u>	<u>Key Features</u>
Stock Options . . .	Links compensation of named executive officers to the building of long-term shareholder value. Keeps the program competitive and helps retain talent.	Long-Term Equity	Aligns executive officers' compensation with the creation of shareholder value. The value of long-term incentives delivered through stock options is approximately 25% of total long-term incentive value. Johnson Controls considers both stock options and performance-based share units to be performance-based equity.
Restricted Stock . .	Helps the long-term retention of talent through an extended vesting period. Links compensation of named executive officers to the building of long-term shareholder value.	Long-Term Equity	Vesting of 100% after three years promotes retention, and named executive officers holding restricted stock will receive greater value if the stock price rises. The long-term incentive value that Johnson Controls delivers through restricted stock is approximately 25% of total long-term incentive value.
Retirement	Critical element of a total rewards program and thus, helps attract, maintain, and retain executive talent.	Benefit	Named executive officers receive retirement benefits through four plans: <ul style="list-style-type: none"> • 401(k) Plan • Frozen Defined Benefit Pension Plan (frozen on December 31, 2014) • Retirement Restoration Plan • Executive Deferred Compensation Plan

<u>Element</u>	<u>Link to Program Objectives</u>	<u>Type of Compensation</u>	<u>Key Features</u>
Other Benefits . . .	Delivers modest benefits to supplement total direct compensation and provides protection for named executive officers, where warranted.	Benefit	Benefits help named executive officers be more productive and efficient, and they provide protection from business risks and threats. Perquisites are limited in amount and the Johnson Controls Compensation Committee maintains a strict policy regarding eligibility and use.
Employment and Change of Control Agreements	Ensures named executive officers remain focused on creating sustainable performance.	Benefit	<p>Agreements protect the company and the named executive officers from risks by providing:</p> <ul style="list-style-type: none"> • Economic stability • Death or disability payments • Payments and benefits in the event of a change of control • Agreements do not contain excise tax gross-ups in the event of a change of control • Equity awards under the Johnson Controls' 2012 Omnibus Incentive Plan ("Omnibus Incentive Plan") are subject to double-trigger vesting upon a change of control

Going Forward

After the separation, the Adient Compensation Committee will adopt and develop practices and procedures with respect to compensation decisions relating to base salary, annual incentives, long-term incentives, and other compensation and benefits within the framework of the compensation plans adopted by us. It is currently expected that these compensation plans will initially be substantially similar to Johnson Controls' compensation plans, except that Adient does not currently expect to use stock options to compensate Adient executives following the separation.

In connection with the separation, Adient expects to adopt compensation and benefit plans, including the Adient 2016 Omnibus Incentive Plan (subject to the approval of Adient’s shareholders prior to the distribution), which plans will initially be substantially similar to those in effect at Johnson Controls before the separation. Following the separation, the Adient Compensation Committee will administer and make determinations under the Adient compensation plans consistent with Adient’s business needs and goals. Additional information about the Adient 2016 Omnibus Incentive Plan is set forth in the section of this information statement entitled “Executive Compensation—Adient 2016 Omnibus Incentive Plan.”

Base Salaries

Historically

Base salary provides named executive officers with fixed compensation and a stable source of income. The Johnson Controls Compensation Committee considers base salary levels during each annual compensation review process or upon a promotion. When establishing base salaries for named executive officers, the Johnson Controls Compensation Committee considers the compensation for similar positions in the Compensation Peer Group and refers to the 50th percentile as a guideline. If peer group data is not available, the Johnson Controls Compensation Committee considers salaries that similarly sized companies (defined as similar in revenue size) in general industry pay for similar positions.

Salary changes for named executive officers are generally effective October 1st of each year. Salary changes may occur at other times if there is a promotion or job change.

The Johnson Controls Compensation Committee increased the base salary for Mr. McDonald in fiscal year 2015 based on the Johnson Controls Compensation Committee’s review of each individual’s performance, the targeted pay positioning applicable to each individual, and changes in competitive market data among the Compensation Peer Group companies. Mr. McDonald received a base salary increase in connection with his new position, in recognition of his performance and contributions, and to better align to the market median for his position.

<u>Named Executive Officer</u>	<u>Fiscal Year 2014 Base Salary (effective October 1, 2013)</u>	<u>Fiscal Year 2015 Base Salary (effective October 1, 2014)</u>	<u>% Increase</u>
R. Bruce McDonald	\$881,000	\$1,000,000	13.5%

Going Forward

After the separation, the Adient Compensation Committee will adopt and develop practices and procedures with respect to compensation decisions relating to base salary within the framework of the compensation plans adopted by Adient, which initially will be substantially similar to Johnson Controls’ compensation plans.

Annual Incentive Performance Program (AIPP)

Historically

Johnson Controls’ AIPP is a one-year cash award that encourages named executive officers to focus on financial objectives that translate into stock price performance and value creation for shareholders. At the beginning of each fiscal year, the Johnson Controls Compensation Committee approves performance objectives and sets the annual performance incentive target opportunity for each executive officer, which is expressed as a percentage of base salary for each individual.

For fiscal 2015, 80% of the targeted AIPP award was based on financial metrics, as described below. The remaining 20% of the targeted award was based on a discretionary assessment of individual

performance, as assessed by the Johnson Controls Compensation Committee. The Johnson Controls Compensation Committee has the discretion to decrease the size of the overall bonus payout for each named executive officer based in part on an assessment of the named executive officer's individual performance, and has delegated this discretion to the Johnson Controls Chief Executive Officer with respect to named executive officers other than the Chief Executive Officer. The Johnson Controls Compensation Committee makes this assessment for the Johnson Controls Chief Executive Officer based on its subjective evaluation of performance relative to strategic, financial and leadership objectives that the Johnson Controls Compensation Committee or the Johnson Controls board of directors has approved and has discretion to decrease the amount of the incentive award that the Chief Executive Officer would otherwise receive. The Johnson Controls Chief Executive Officer makes this assessment for the other named executive officers based on his subjective evaluation of performance relative to strategic, financial, and leadership objectives he has approved and has discretion to decrease the amount of the incentive award that the executive officers would otherwise receive.

For the 80% of the AIPP award that is based on financial metrics, Johnson Controls uses SINC, ROS, and ROA as the measures, based upon the Johnson Controls Compensation Committee's belief that providing incentives to focus on those measures links to Johnson Controls' strategic plan and will create long-term shareholder value. Additionally, the Johnson Controls Compensation Committee believes SINC growth continues to be the most critical measure of Johnson Controls' business when supported by an increase in ROS and reasonable rates of ROA.

Johnson Controls uses simple weightings for the performance measures by placing specific weighting on each metric for purposes of determining the amounts of the awards earned. In fiscal year 2015, the financial portion of the annual incentive measures had the following weights: 70% SINC, 20% ROS, and 10% ROA. Each weighting reflects the Committee's view of the importance of the respective measures to Johnson Controls' overall strategic plan and shareholder value creation. Additionally, the Johnson Controls Compensation Committee sets the percentage for threshold (minimum), target, and maximum performance levels that will determine the amounts of the award earned. An executive officer would not have received a payout under an award if Johnson Controls did not meet threshold performance levels.

The performance measures for the Johnson Controls AIPP are defined as follows:

- *Year-over-Year SINC Growth.* SINC is defined as net income attributable to each business unit (corporate is the aggregate of the three business units and Corporate) adjusted for income tax expense, financing costs, non-controlling interests, and certain significant non-recurring items, such as acquisitions and divestitures, impairment charges, restructuring costs, mark-to-market pension gains/losses, and the adoption of new accounting pronouncements, all as reflected in the audited financial statements that appear in Johnson Controls' Annual Report on Form 10-K.
- *ROS.* ROS is defined as an internal financial measure that relates SINC to the sales of the business unit. Corporate is the aggregate of the three business units and Corporate.
- *ROA.* ROA is defined as an internal financial measure that relates SINC on a pre-tax basis to the average net operating assets of the business unit. Corporate is the aggregate of the three business units and corporate. Net Operating Assets are defined as (+) Total Assets; (-) Cash; (-) Income Tax Assets; (-) Post-Employment Assets; (-) Derivative Assets; (-) Total Liabilities; (+) Debt; (+) Income Tax Liabilities; (+) Post-Employment Liabilities; (+) Restructuring Liabilities; (+) Derivative Liabilities; (+) Dividends Payable.

For Mr. McDonald, 100% of the financial portion of the annual incentive was based on performance relative to Corporate results.

The table below summarizes the fiscal year 2015 AIPP target and actual award for Mr. McDonald. During the process for establishing targets for fiscal year 2015, the Johnson Controls Compensation

Committee with the assistance of its independent compensation consultant, Towers Watson (now Willis Towers Watson), reviewed the following data:

- Johnson Controls' strategic and financial plans;
- The global macroeconomic environment for fiscal year 2015 compared to fiscal year 2014, including global Gross Domestic Product growth as well as growth estimates in those countries where Johnson Controls has significant business operations;
- Growth estimates for automotive production and construction spending on a regional basis;
- Company specific factors including capital expenditure levels, restructuring, and other investment initiatives;
- Analyst consensus growth expectations for Johnson Controls versus those of the Compensation Peer Group;
- Movement of analyst consensus earnings estimates over time; and
- Projected earnings growth estimates from the Compensation Peer Group and the broader S&P 500 Stock Index.

Based on its review of the above information and the advice of Towers Watson (now Willis Towers Watson), the Johnson Controls Compensation Committee chose to set the SINC growth thresholds, targets, and maximums for fiscal year 2015 using analyst consensus earnings estimates for the S&P 500 and the S&P 500 Industrials. The Committee chose to set the thresholds, targets, and maximums for ROS and ROA relative to Johnson Controls' financial strategic plans. This approach ensures that Johnson Controls provides competitive incentive compensation based on market competitive performance while continuing to focus on its strategic deliverables.

Performance Measures	2015 Goals			2015 Actual Performance	2015 Actual Awards (Non-Discretionary Portion)
	Threshold	Target	Maximum	Actual	
Corporate					
Year-Over-Year SINC Growth	3.0%	8.0%	14.0%	13.0%	188.5%
Return on Sales (ROS)	7.4%	7.8%	8.2%	8.5%	
Pre-Tax ROA	17.2%	18.2%	19.1%	20.1%	
Automotive Experience					
Year-Over-Year SINC Growth	-2.0%	4.0%	10.0%	14.2%	200.0%
Return on Sales (ROS)	5.2%	5.6%	5.8%	6.2%	
Pre-Tax ROA	16.3%	17.2%	18.1%	20.6%	
Building Efficiency					
Year-Over-Year SINC Growth	10.0%	17.0%	27.0%	13.7%	101.0%
Return on Sales (ROS)	9.4%	9.9%	10.4%	10.3%	
Pre-Tax ROA	15.9%	16.8%	17.6%	16.9%	

For fiscal year 2015, the target incentive opportunity percentages for the named executive officers ranged from % to % of base salaries. When establishing target annual incentives for named executive officers, the Johnson Controls Compensation Committee considers the annual incentive targets for similar positions in the Compensation Peer Group and refers to the 50th percentile as a guideline.

For each named executive officer, the actual payout potentially could range from zero to two times the target payout percentage for the financial portion of the AIPP, depending on the achievement of goals, with the potential payments increasing as performance improved (though not above two times the target payout percentage). For the discretionary portion of the award based on individual

performance, a payout is authorized only if the minimum threshold performance levels under the financial portion are achieved, and Johnson Controls uses negative discretion to deliver the intended award amount. In no event can payments under the discretionary portion of the award exceed the target.

The table below summarizes the threshold, target, and maximum award potential, actual payout as a percent of target, and actual payout amounts for each named executive officer for fiscal year 2015 after reflecting the exercise of discretion that we discuss above.

Named Executive Officer	Award Targets			2015 Actual Payout As a % of Target	2015 Actual Payout Amount (\$)
	Threshold (\$)(1)	Target (\$)(2)	Maximum (\$)(3)		
R. Bruce McDonald	600,000	1,500,000	3,000,000	181.0%	2,714,400

- (1) Assumes threshold payout from financial portion of AIPP, and zero payout from discretionary portion.
- (2) Assumes target payout from financial portion of AIPP, and target payout from discretionary portion.
- (3) Assumes 200% payout from financial portion of AIPP, and full payout from discretionary portion.

Going Forward

After the separation, the Adient Compensation Committee will adopt and develop practices and procedures with respect to compensation decisions relating to annual incentives within the framework of the compensation plans adopted by us. It is currently expected that these compensation plans will initially be substantially similar to Johnson Controls’ compensation plans.

Performance Share Units—Long-Term Incentive Performance Program (LTIPP)

Historically

For fiscal year 2015, the LTIPP was a performance-based share unit award tied to Johnson Controls’ long-term overall performance to ensure that an executive’s pay was directly linked to the achievement of strong, sustained long-term operating performance. The Johnson Controls Compensation Committee approved the award values and terms of the awards for Johnson Controls’ executive officers, including named executive officers, in November 2014.

Grants were based upon a three-year performance cycle from fiscal year 2015 through fiscal year 2017. The number of performance-based share units granted is equal to the performance-based share units award value divided by the closing price of Johnson Controls’ common stock on November 18, 2014.

During fiscal year 2015, the Johnson Controls Compensation Committee reviewed the performance measures that the plan uses and determined that pre-tax earnings growth and pre-tax ROIC are the measures that most directly align with the creation of long-term shareholder value. Specifically, the Johnson Controls Compensation Committee considered the use of TSR and relative TSR as a long-term incentive performance measure. Given Johnson Controls’ focus on earnings growth and unavailability of a peer group of companies engaged in businesses similar to Johnson Controls for purposes of a comparator group for relative TSR, however, the Johnson Controls Compensation Committee instead chose to maintain the longstanding focus on operating metrics—pre-tax earnings growth and pre-tax ROIC—which are fundamental to long-term value creation for Johnson Controls. These financial performance measures tie to the results reflected in Johnson Controls’ audited annual financial statements that appear in Johnson Controls’ Annual Report on Form 10-K.

For fiscal year 2015, the Johnson Controls Compensation Committee increased the focus on pre-tax ROIC for the long-term incentive performance program based on market data and input from shareholders. The fiscal year 2015 awards for LTIPP weight pre-tax earnings growth and pre-tax ROIC 60% and 40% respectively (compared to 80% and 20%, respectively, for the fiscal year 2014 awards), reflecting the Johnson Controls Compensation Committee's emphasis on long-term earnings growth as a key driver of performance.

Furthermore, to emphasize the long-term nature of the program, the Johnson Controls Compensation Committee set fixed annual goals for each year of the three-year performance cycles of the LTIPP at the start of the cycle. The performance of each year within the three-year performance cycle is equally weighted in determining overall performance.

The performance measures for the LTIPP are defined as follows:

- *Return on Invested Capital (ROIC)*. ROIC is defined as income before income taxes adjusted by total financing costs, non-controlling interests, and certain significant non-recurring items such as acquisitions and divestitures, impairment charges, restructuring costs, mark-to-market pension gains/losses, and the adoption of new accounting pronouncements, divided by pre-tax invested capital. Pre-tax invested capital is defined as the monthly weighted average sum of shareholders equity plus total debt, less cash and income tax accounts, adjusted for acquisitions and divestitures.
- *Year-over-Year Pre-Tax Earnings*. Pre-tax earnings is defined as income before income taxes, adjusted for certain significant non-recurring items, such as acquisitions and divestitures, impairment charges, restructuring costs, mark-to-market pension gains/losses, and the adoption of new accounting pronouncements, all as reflected in the audited financial statements that appear in Johnson Controls' Annual Report on Form 10-K.

The table below summarizes the fiscal years 2015-2017 LTIPP targets for executives. Following Johnson Controls' performance incentive target setting philosophy, during the process for establishing targets for fiscal years 2015-2017, the Johnson Controls Compensation Committee reviewed the following data:

- Johnson Controls' financial strategic plan;
- Analyst growth expectations for the company versus those of the Compensation Peer Group; and
- Projected earnings data from the Compensation Peer Group and the broader S&P's 500 Stock Index.

Based on its review of the above information, the Johnson Controls Compensation Committee chose to set the earnings growth thresholds, targets, and maximums for the LTIPP performance period from fiscal years 2015 through 2017 using guidance from the projected earnings data.

The Johnson Controls Compensation Committee chose to set the ROIC thresholds, targets, and maximum relative to Johnson Controls' strategic plan. This approach ensures that Johnson Controls provides competitive incentive compensation based on market competitive performance while continuing to focus on strategic long-term deliverables.

FISCAL YEAR 2015 LTIPP GRANT (Fiscal Years 2015-2017)

<u>Measure</u>		<u>Weighting</u>	<u>Threshold</u>	<u>Target</u>	<u>Maximum</u>
Year-over-Year Pre-Tax Earnings Growth	FY2015		3.0%	8.0%	14.0%
	FY2016	60%	2.5%	6.5%	13.5%
	FY2017		2.5%	6.5%	13.5%
Pre-Tax ROIC	FY2015		17.7%	18.6%	19.5%
	FY2016	40%	19.1%	20.1%	21.1%
	FY2017		19.3%	20.3%	21.3%

For fiscal year 2015, named executive officers were eligible for a payout under LTIPP cash awards that were made in fiscal year 2013 that reflected performance over the three-year performance cycle of fiscal years 2013 to 2015. Based on performance relative to the goals that were established for fiscal year 2015, the payout specific to fiscal year 2015 performance was 196.1% of target based on pre-tax earnings growth and pre-tax ROIC that fell above target for the year. For fiscal year 2015, the objectives and actual results based on pre-tax earnings growth and pre-tax ROIC are shown in the chart below.

Long-Term Incentive Performance Plan—Fiscal Year 2015 Goals and Payout Factor

<u>Award</u>	<u>Pre-Tax Earnings Growth</u>	<u>Pre-Tax ROIC</u>
Threshold	3.0%	17.9%
Target	7.0%	18.8%
Maximum	15.0%	19.7%
Fiscal Year 2015 Results	14.6%	24.2%

As shown in the table below, the payouts relating to fiscal years 2013 to 2015 were 182.5%, 200.0%, and 196.1% of target, respectively. Applying the annual weighting for each year produced an aggregate payout for the LTIPP for the fiscal years 2013 to 2015 performance cycle of 192.9% of target.

<u>Fiscal Year</u>	<u>Pre-Tax Earnings Growth Target</u>	<u>Pre-Tax Earnings Growth Actual</u>	<u>ROIC Target</u>	<u>ROIC Actual</u>	<u>Performance Factor (percentage of target)</u>	<u>Annual Weighting</u>	<u>Annual Weighted Performance</u>
2015	7.0%	14.6%	18.8%	24.2%	196.1%	1/3	65.4%
2014	7.0%	15.2%	18.2%	20.7%	200.0%	1/3	66.7%
2013	7.0%	13.3%	17.4%	18.6%	182.5%	1/3	60.8%
Actual LTIPP Payout for 2013 - 2015 Performance Cycle (paid upon completion of 2015 fiscal year)							192.9%

Going Forward

After the separation, the Adient Compensation Committee will adopt and develop practices and procedures with respect to compensation decisions relating to long-term incentives within the framework of the compensation plans adopted by us. It is currently expected that these compensation plans will initially be substantially similar to Johnson Controls' compensation plans.

Stock Options and Restricted Stock

Historically

Awarding stock options and restricted stock reflects Johnson Controls' executive compensation philosophy and the principle of pay for performance. By awarding stock options and restricted stock, Johnson Controls links long-term incentives directly to stock price. If Johnson Controls' stock price decreases, so does the value of the executive officer's compensation. Stock options and restricted stock also help Johnson Controls maintain competitive compensation levels in the market and retain high-performing employees through multi-year vesting requirements.

Johnson Controls granted stock options under its Omnibus Incentive Plan and valued them using a Black-Scholes valuation. The exercise price of fiscal year 2015 stock options is equal to the closing price of Johnson Controls' common stock on the date of the grant. Fifty percent of each stock option award vests two years after the date of grant, and the other 50% vests three years after the date of grant. Stock option vesting is subject to continued employment, with earlier vesting upon retirement, and stock options have a ten-year exercise term. The Johnson Controls Compensation Committee does not engage in, or permit, "backdating," repricing, or cash buyouts of stock options, all of which are strictly prohibited.

Johnson Controls values restricted stock based on the price of Johnson Controls' common stock at the date of grant. Beginning in fiscal year 2014, vesting of restricted stock occurs 100% after three years. For grants prior to fiscal year 2014, 50% of each restricted stock award vested two years after the date of grant, and the other 50% four years after the date of grant. If an executive officer holds unvested restricted stock at retirement, that stock continues to vest following retirement.

Johnson Controls also infrequently uses other types of equity-based awards such as restricted stock units for purposes of recruitment, retention, or recognition. Vesting for these awards typically occurs after five years and in all cases the awards are forfeited if the participant voluntarily terminates employment prior to vesting. The Johnson Controls Compensation Committee did not grant any special equity-based awards in fiscal year 2015.

Going Forward

After the separation, the Adient Compensation Committee will adopt and develop practices and procedures with respect to compensation decisions relating to long-term incentives within the framework of the compensation plans adopted by us. It is currently expected that these compensation plans will initially be substantially similar to Johnson Controls' compensation plans, except that Adient does not currently expect to use stock options to compensate Adient executives following the separation. As discussed in the section titled "The Separation and Distribution—Treatment of Equity Based Compensation," equity compensation awards granted prior to the separation to Adient allocated employees will be equitably adjusted into two separate awards, one at Johnson Controls and one at Adient.

Retirement

Historically

Grounded in the market practices of the Compensation Peer Group and general industry data, retirement benefits are also a critical element to the competitiveness of an executive compensation program. Johnson Controls provides three retirement benefit plans to eligible U.S. salaried employees; named executive officers are eligible for an additional plan.

Retirement Plans. All U.S. employees are eligible for the 401(k) plan, including named executive officers. Participants can contribute up to 25% of their compensation on a pre-tax basis; however,

executive officers can contribute only up to 6% of their compensation. Based on company performance, Johnson Controls matches 75-100% of each dollar an employee contributes, up to 6% of the employee's eligible compensation.

In addition, the company makes a varied annual retirement contribution for eligible employees. This group of employees includes all named executive officers. The contribution for this group of employees is between 1% and 7% of the participant's eligible compensation and is based on the participant's age and service. Both the matching contribution and the annual retirement contribution are subject to vesting requirements.

The company also maintains a pension plan, which covered all U.S. salaried employees hired before January 1, 2006. This plan was frozen on December 31, 2014, and employees, including Mr. McDonald, no longer accrue future pension benefits under this plan.

Retirement Restoration Plan. The Code limits the benefits Johnson Controls can provide to employees under the pension plan and the 401(k) plan, including the annual retirement contribution. Thus, Johnson Controls sponsors the Retirement Restoration Plan, which allows all employees who are affected by these limits to obtain the full intended benefit from the pension and 401(k) plans without regard to such limits. Because benefits under the pension plan were frozen on December 31, 2014, the pension portion of the Retirement Restoration Plan likewise was frozen on December 31, 2014, such that no additional pension restoration benefits will accrue after that date.

All employees whose benefits under the pension plan and 401(k) plan, as applicable, are affected by the limits, including named executive officers, are eligible for the Retirement Restoration Plan.

Executive Deferred Compensation Plan. The Executive Deferred Compensation Plan assists all senior leaders, including named executive officers, with personal financial planning by allowing participants to defer compensation and associated taxes until retirement or termination of employment. It also assists senior leaders in the management of their executive stock ownership requirements. Investment options in the Executive Deferred Compensation Plan mirror investment options available in the 401(k) plan.

Going Forward

After the separation, the Adient Compensation Committee will adopt and develop practices and procedures with respect to compensation decisions relating to retirement plans within the framework of the compensation plans adopted by us. It is currently expected that these compensation plans will initially be similar to Johnson Controls' compensation plans.

Other Benefits

Historically

Johnson Controls provides perquisites to help executive officers be more productive and efficient, and to provide protection from potential business risks. Perquisites are limited in amount, and Johnson Controls maintains a strict policy regarding eligibility and use of these benefits. There are no exceptions outside of this policy. For fiscal year 2015, named executive officers received personal financial planning, club dues, and personal use of a company airplane. Executive officers are also eligible for three additional perquisites: (1) the company vehicle policy, which is offered to all senior leadership and provides for personal use of a vehicle (the type of vehicle varies by leadership level and is limited to vehicles that use Johnson Controls' automotive seating and interiors products), (2) the executive physical examination program that offers executive officers an annual comprehensive physical examination within a compressed time period, and (3) the executive security policy, which is offered to all senior leadership and provides a risk-based mitigation strategy and security program that recognizes

exposure to potential personal security threats due to local/geographic conditions and the nature of their positions as executives of the company.

The Johnson Controls Compensation Committee periodically reviews competitive market data to ensure that perquisites in the executive compensation program are standard and within market practice. Additionally, the Johnson Controls Compensation Committee annually reviews the use of perquisites to ensure adherence to the applicable policy.

Executive Survivor Benefits Plan. Named executive officers hired before September 15, 2009 are eligible for the Executive Survivor Benefits Plan. Under this plan, if a participating executive officer dies while he or she is an employee, Johnson Controls will make certain payments to his or her beneficiary. This benefit is offered to executive officers in place of regular group life insurance coverage and any other executive life insurance policy. All benefits under the Executive Survivor Benefits Plan cease upon retirement or other termination. Named executive officers hired after September 15, 2009 participate in regular group life insurance coverage.

Employment and Change of Control Agreements. The employment agreements with senior executive officers do not include excise tax gross-up payments and include a double-trigger in the event of a change of control of the company, which means that an executive will not receive termination payments under the employment agreement following a change of control unless the executive's employment is terminated without cause or the executive terminates with good reason. Under the Omnibus Incentive Plan, equity awards are subject to double-trigger equity vesting in the event of a change of control. Double-trigger equity vesting requires both a change of control and executive's termination to vest the equity awards. The employment agreements with named executive officers help retain key individuals after a change of control and encourage the named executive officers to maximize the value of the transaction for shareholders in the long term.

Going Forward

After the separation, the Adient Compensation Committee will adopt and develop practices and procedures with respect to compensation decisions relating to other compensation and benefits within the framework of the compensation plans adopted by us. It is currently expected that these compensation plans will initially be substantially similar to Johnson Controls' compensation plans.

Risk Assessment

Historically

To discourage excessive risk-taking, the Johnson Controls Compensation Committee conducts an annual risk assessment of Johnson Controls' compensation plans.

After reviewing the compensation program, the Johnson Controls Compensation Committee has determined that the program (including each individual element) is unlikely to place the company at material risk. The review indicated several of Johnson Controls' current practices effectively mitigate risk and promote performance, including:

- A balanced mix of pay elements that ties pay to performance;
- Appropriate caps on incentives;
- Use of multiple performance measures in the annual and long-term incentive plans;
- Use of performance measures that are based on the Annual Report and Form 10-K filing;
- Compensation Committee discretion and oversight;
- Significant stock ownership guidelines;

- Appropriate use and provisions of severance and change of control agreements;
- Limited and appropriate perquisites;
- Provisions of the clawback policy; and
- No excise tax gross-up payments.

Going Forward

After the separation, the Adient Compensation Committee will adopt and develop practices and procedures with respect to risk assessment of compensation practices within the framework of the compensation plans adopted by us. It is currently expected that these compensation plans will initially be substantially similar to Johnson Controls' compensation plans.

Clawback Provisions

Historically

Johnson Controls maintains an Executive Compensation Incentive Recoupment (Clawback) Policy. Under the policy, the Johnson Controls Compensation Committee requires all executive officers elected by the Johnson Controls board of directors to reimburse any incentive awards if:

- The awards were based on that performance period's financial results and became the subject of a material restatement, other than a restatement due to changes in accounting policy (including performance share units);
- The Johnson Controls Compensation Committee believes the elected officer engaged in conduct that caused, or even partially caused, the need for the restatement; and
- A lower payment could have been made to the elected executive officer based upon the restated financial results.

If there is a material restatement of financial statements, the Johnson Controls Compensation Committee must also seek to recover any compensation from the Chief Executive Officer and Chief Financial Officer, to the extent required under Section 304 of the Sarbanes-Oxley Act of 2002.

Johnson Controls will continue to monitor developments under the Dodd-Frank Act, including with respect to mandatory recoupment of incentive compensation.

Going Forward

After the separation, the Adient Compensation Committee will adopt and develop practices and procedures with respect to compensation decisions relating to clawbacks within the framework of the compensation plans adopted by us and applicable law. It is currently expected that these compensation plans will initially be substantially similar to Johnson Controls' compensation plans.

Tax and Accounting Rules and Regulations

Historically

When determining total direct compensation packages, the Johnson Controls Compensation Committee considers all factors that may have an impact on financial performance, including tax and accounting rules and regulations under Section 162(m) of the Code. The Code limits us from deducting compensation in excess of \$1 million awarded to the principal executive officer or to the other three highest-paid executive officers. One exception to the Code is if compensation meets the requirements to qualify as performance-based compensation.

Johnson Controls' compensation philosophy strongly emphasizes performance-based compensation for executive officers, thus minimizing the consequences of the Section 162(m) limitation. However, the Johnson Controls Compensation Committee retains full discretion to award compensation packages that will best attract, retain, and reward successful executive officers. Therefore, the Johnson Controls Compensation Committee may award compensation that is not fully deductible under Section 162(m) if the Johnson Controls Compensation Committee believes it will contribute to the achievement of Johnson Controls' business objectives.

Going Forward

After the separation, the Adient Compensation Committee will adopt and develop practices and procedures with respect to compensation decisions relating to deductibility of compensation within the framework of the compensation plans adopted by us. It is currently expected that these compensation plans will initially be substantially similar to Johnson Controls' compensation plans.

EXECUTIVE COMPENSATION

Historical Compensation of Executive Officers Prior to the Separation

Mr. McDonald was employed by Johnson Controls during fiscal year 2015; therefore, the information provided for fiscal years 2015, 2014, and 2013 below reflects compensation earned by him at Johnson Controls and the design and objectives of the Johnson Controls compensation programs in place prior to the separation. Mr. McDonald is currently, and was as of September 30, 2015, an executive officer of Johnson Controls. Accordingly, the compensation decisions regarding this named executive officer were made by the Johnson Controls Compensation Committee. Messrs. Marchuk and Stafeil were not employed by Johnson Controls during fiscal year 2015. Executive compensation decisions following the separation will be made by the Adient Compensation Committee. All references in the following tables to stock options, restricted stock, and performance units relate to awards granted by Johnson Controls in respect of shares of Johnson Controls common stock.

The amounts and forms of compensation reported below are not necessarily indicative of the compensation that Adient executive officers will receive following the separation, which could be higher or lower, because historical compensation was determined by the Johnson Controls Compensation Committee based on Johnson Controls' performance and because future compensation levels at Adient will be determined based on the compensation policies, programs, and procedures to be established by the Adient Compensation Committee for those individuals who will be employed by Adient following the separation.

Summary Compensation Table for Fiscal Years 2015, 2014 and 2013

The following table summarizes the compensation earned from Johnson Controls in the fiscal years noted by our named executive officers.

Name and Principal Position	Year	Salary (\$)	Stock Awards(1)(2) (\$)	Option Awards(2) (\$)	Non-Equity Incentive Plan Compensation(1) (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings(3) (\$)	All Other Compensation(4) (\$)	Total (\$)
R. Bruce McDonald	2015	1,000,000	3,749,971	1,247,578	2,714,400	1,179,536	300,185	10,191,670
Chief Executive	2014	881,000	2,173,942	724,989	2,972,000	750,796	190,701	7,693,428
Officer, Adient	2013	855,000	4,739,119	641,784	2,592,000	—	113,783	8,941,686

- (1) We have not reduced amounts that we show to reflect a named executive officer's election, if any, to defer the receipt of compensation into qualified and nonqualified deferral plans.
- (2) Amounts reflect the aggregate grant date fair value of restricted stock awards and performance-based share unit awards (in the "Stock Awards" column) and option awards (in the "Option Awards" column), in each case computed in accordance with FASB ASC Topic 718. In the case of performance-based share units, the amounts shown in the Stock Awards column are based on the probable outcome of performance conditions, consistent with the estimate of aggregate compensation cost to be recognized over the service period determined as of the grant date under FASB ASC Topic 718, excluding the effect of estimated forfeitures, as follows: Mr. McDonald—\$2,499,997. The values of the performance-based share unit awards at the grant date if the highest level of performance conditions were to be achieved would be as follows: Mr. McDonald—\$4,999,994. The fair value of each option award is estimated on the date of grant using the Black-Scholes option-pricing model. Note 12 to Adient's audited combined financial statements for the fiscal year ended September 30, 2015, which appear in the "Index to Financial Statements" section of this information statement, includes assumptions similar to those used in the calculation of these amounts.
- (3) Amounts reflect the actuarial increase in the present value of the named executive officer's benefits under all defined benefit pension plans, determined as of the measurement dates used for financial statement reporting purposes for fiscal year 2015 and using interest rate and mortality rate assumptions consistent with those used in Johnson Controls' financial statements. The amounts include benefits that the named executive officer may not currently be entitled to receive because the executive is not vested in such benefits. The value that an executive will actually receive under these benefits will differ

to the extent facts and circumstances vary from what these calculations assume. Changes in the present value of the named executive officer's benefits are the result of the assumptions applied (and discussed in footnote 1 to the pension table) and the value of executive compensation received over the previous five-year period. No named executive officer received preferential or above market earnings on nonqualified deferred compensation.

- (4) Amounts reflect reimbursements with respect to financial planning, personal use of a vehicle, relocation expenses, executive physicals, executive security, personal use of aircraft and club dues. (We discuss these benefits further under the heading "Compensation Discussion and Analysis—Other Benefits—Historically" above.) Amounts for fiscal year 2015 also reflect matching contributions under qualified and nonqualified retirement plans, as follows: Mr. McDonald—\$148,647. The amount shown for Mr. McDonald includes \$20,000 for financial planning and \$97,468 for club memberships.

Grants of Plan Based Awards During Fiscal Year 2015

The following table contains information concerning the plan-based equity and non-equity awards that were granted to named executive officers in fiscal year 2015.

Name	Grant Date	Estimated Future Payouts under Non-Equity Incentive Plan Awards			Estimated Future Payouts under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock(3) (#)	All Other Option Awards: Number of Securities Underlying Options(4)	Exercise or Base Price of Option Awards(5) (\$/Sh.)	Grant Date Fair Value of Stock and Option Awards(6) (\$)
		Threshold(1) (\$)	Target(1) (\$)	Maximum(1) (\$)	Threshold(2) (\$)	Target(2) (\$)	Maximum(2) (\$)				
R. Bruce McDonald . . .	11/18/2014								80,437	50.23	1,247,578
	11/18/2014						24,885				1,249,974
	(7)	600,000	1,500,000	3,000,000							
	11/18/2014				24,885	49,771	99,542				2,499,997

- (1) These columns show the range of potential payouts for annual incentive performance awards that we describe in the section titled "Compensation Discussion and Analysis—Annual Incentive Performance Program (AIPP)—Historically." The annual incentive awards for fiscal year 2015 were granted at the beginning of fiscal year 2015 as described in the Compensation Discussion and Analysis. The threshold amount assumes zero payout from the discretionary portion of the award, while both target and maximum amounts assume full payout from the discretionary portion of the award.
- (2) These columns show the range of potential payouts for the performance-based share units that we describe in the section titled "Compensation Discussion and Analysis—Performance Share Units—Long-Term Incentive Performance Program (LTIPP)—Historically." The number of performance-based share units that are earned, if any, will be based on performance for fiscal years 2015 to 2017 and will be determined after the close of fiscal year 2017.
- (3) The amounts shown in this column reflect the number of shares of restricted stock granted to each named executive officer pursuant to the Johnson Controls 2012 Omnibus Incentive Plan. The grant vests 100% on the third anniversary of the grant, contingent on the executive's continued employment.
- (4) The amounts shown in this column reflect the number of stock options granted to each named executive officer pursuant to the Johnson Controls 2012 Omnibus Incentive Plan. The stock options vest 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date, contingent on the executive's continued employment, and expire, at the latest, on the tenth anniversary of the grant date.
- (5) Fiscal year 2015 stock option grants were awarded to the named executive officers with an exercise price per share equal to the closing stock price of Johnson Controls common stock on the date of grant.
- (6) Amounts reflect the grant date fair value determined in accordance with FASB ASC Topic 718. Note 12 to Adient's audited combined financial statements for the fiscal year ended September 30, 2015, which appear in the "Index to Financial Statements" section of this information statement, includes assumptions similar to those used in the calculation of these amounts.
- (7) The award reflected in this row is an annual incentive performance award that Johnson Controls granted for the performance period of fiscal year 2015, the material terms of which are described in the section titled "Compensation Discussion and Analysis—Annual Incentive Performance Program (AIPP)—Historically."

Outstanding Equity Awards at Fiscal Year 2015 Year-End

The following table contains information concerning equity awards held by named executive officers that were outstanding as of September 30, 2015.

Name	Number of Securities Underlying Unexercised Options (#) exercisable	Number of Securities Underlying Unexercised Options(1) (#) unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares of Stock That Have Not Vested(2) (#)	Market Value of Shares of Stock That Have Not Vested(3) (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested(4) (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested(3) (\$)
R. Bruce McDonald					123,623	5,113,047	250,054	10,342,232
	47,248	—	40.21	10/1/2017				
	160,000	—	28.79	10/1/2018				
	170,000	—	24.87	10/1/2019				
	150,000	—	30.54	10/1/2020				
	140,000	—	28.54	10/7/2021				
	37,400	37,400	27.85	10/5/2022				
	—	49,319	48.37	11/19/2023				
	—	80,437	50.23	11/18/2024				

- (1) Johnson Controls granted options listed in this column ten years prior to their respective expiration dates. The options vest 50% on the second anniversary date of the grant date and 50% on the third anniversary of the grant date, contingent on continuous employment.
- (2) Restricted stock and restricted stock unit vesting dates are as follows: Mr. McDonald—11,250 shares vested on October 7, 2015; 12,500 shares will vest on October 5, 2016, 14,988 shares will vest on November 19, 2016; 24,885 shares will vest on November 18, 2017; and 60,000 shares will vest on September 24, 2018.
- (3) We calculated the market value of shares of stock that have not vested and performance-based share units that have not been earned based on the September 30, 2015 closing market price for a share of Johnson Controls common stock, which was \$41.36. Performance for fiscal years 2014 and 2015 was above target; therefore, the maximum amounts are shown.
- (4) The performance-based share units will be earned or forfeited based on performance for fiscal years 2014 through 2017. Performance for fiscal years 2014 and 2015 was above target; therefore, the maximum amounts are shown.

Option Exercises and Stock Vested During Fiscal Year 2015

The following table provides information about stock options that named executive officers exercised and restricted stock that vested in fiscal year 2015.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting(1) (\$)
R. Bruce McDonald	489,752	13,335,074	24,500	1,197,945

- (1) Amounts represent the product of the number of shares an officer acquired on vesting and the closing market price of the shares on the vesting date, plus the value of dividend equivalents released.

Pension Benefits as of September 30, 2015

The following table sets forth certain information with respect to the potential benefits to named executive officers under Johnson Controls' qualified pension plan and the pension component of Johnson Controls' retirement restoration plan as of September 30, 2015.

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit(1) (\$)	Payments During Last Fiscal Year (\$)
R. Bruce McDonald .	Johnson Controls Pension Plan	13.17	465,937	—
	Retirement Restoration Plan	13.17	4,301,112	—

- (1) We calculated the amounts reflected in this column for Mr. McDonald using the following assumptions: A calculation date of September 30, 2015, a 4.42% discount rate for the qualified plan, and a 4.50% discount rate for the nonqualified plan, retirement occurring at normal retirement age based on Social Security Normal Retirement Age minus three years, and applicability of the 2009 Static Mortality Table for Annuitants per Treasury Regulation 1.430(h)(3)-1(e), that was used for financial reporting purposes as of September 30, 2015. The value that an executive will actually receive under these benefits will differ to the extent facts and circumstances vary from what these calculations assume.

Johnson Controls Pension Plan. The Johnson Controls Pension Plan is a frozen defined benefit pension plan that provides benefits for most of non-union U.S. employees, including Mr. McDonald, who were hired prior to January 1, 2006.

Subject to certain limitations that the Code imposes, the monthly retirement benefit payable under the Pension Plan to participants, at normal retirement age in a single life annuity, is determined as follows:

- 1.15% of final average monthly compensation times years of benefit service, plus
- 0.55% of final average monthly compensation in excess of Social Security covered compensation times years of benefit service (up to 30 years).

Service after December 31, 2014 does not count as benefit service in this formula. For purposes of this formula, "final average monthly compensation" means a participant's gross compensation, excluding certain unusual or non-recurring items of compensation, such as severance or moving expenses, for the highest five consecutive years of the last ten consecutive years of employment occurring prior to January 1, 2015. "Social Security covered compensation" means the average of the Social Security wage base for the 35 years preceding a participant's normal retirement age. Normal retirement age for Johnson Controls participants is age 65.

Participants in the Pension Plan generally become vested in their pension benefits upon completion of five years of service. The Pension Plan does not pay full pension benefits until after a participant terminates employment and reaches normal retirement age. However, a participant who terminates employment may elect to receive benefits at a reduced level at any time after age 55, as follows: If a participant terminates employment prior to age 55 then the reduction is 5% of each year that benefits begin before the participant's Social Security retirement age, if a participant terminates employment on or after age 55 and after competing ten years of service, then the reduction is 5% for each year that benefits begin before the three years preceding the participant's Social Security retirement age. Mr. McDonald is currently eligible for early retirement under the Pension Plan.

Retirement Restoration Plan. The Retirement Restoration Plan is an unfunded, nonqualified plan that provides retirement benefits above the payments that an employee will receive from the Pension

Plan in those cases in which the Code’s qualified plan limits restrict the employee’s benefits. The Retirement Restoration Plan provides a benefit equal to the difference between the actual pension benefit payable under the Pension Plan and what such pension benefit would have been without regard to any Code limitation on either the amount of benefits or the amount of compensation that the benefit formula can take into account.

A participant is vested in his or her Retirement Restoration Plan benefits only if vested in his or her benefits under the Pension Plan. Benefits under the Retirement Restoration Plan are payable as an annuity at the later of the participant’s termination of employment or attainment of age 55.

Nonqualified Deferred Compensation During Fiscal Year 2015

The following table sets forth certain information with respect to participation in the Johnson Controls’ nonqualified Executive Deferred Compensation Plan by named executive officers during the fiscal year ended September 30, 2015.

Name	Executive Contributions in Last FY(1) (\$)	Registrant Contributions in Last FY(2) (\$)	Aggregate Earnings in Last FY(3) (\$)	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at Last FYE(4) (\$)
R. Bruce McDonald	1,301,702	148,647	32,412	—	20,217,526

- (1) Certain amounts that appear in the Nonqualified Deferred Compensation table also appear in the Summary Compensation Table as compensation that a named executive officer earned in fiscal year 2015. Mr. McDonald’s Executive Contributions include \$44,262 that is also reported in the Salary column in the Summary Compensation Table for fiscal year 2015. Additionally, Mr. McDonald’s Executive Contributions include \$109,440 that is reported in the Non-Equity Incentive Plan Compensation column in the Summary Compensation Table for fiscal year 2015. Mr. McDonald’s Registrant Contributions include \$148,647 that is also reported in the All Other Compensation column of the Summary Compensation Table.
- (2) Amounts shown include the company matching contributions that Johnson Controls makes under its Retirement Restoration Plan because the Code limits such contributions under the Johnson Controls’ 401(k) plan.
- (3) The Aggregate Earnings are not “above-market or preferential earnings” and therefore we do not need to report them in the Summary Compensation Table. The Aggregate Earnings represent all investment earnings, net of fees, on amounts that a named executive officer has deferred. Investment earnings include amounts relating to appreciation in the price of Johnson Controls common stock, and negative amounts relating to depreciation in the price of Johnson Controls common stock, because the deferred amounts include deferred stock units, the value of which is tied to the value of Johnson Controls common stock. Aggregate Earnings also include dividends paid on restricted stock that has not yet vested, which were credited to a named executive officer’s deferred compensation account subject to vesting.
- (4) Amounts included in this column that have been reported in the Salary and Non-Equity Incentive Plan Compensation columns in Summary Compensation Table since fiscal year 2007 for each named executive officer are: Mr. McDonald—\$3,881,996.

Johnson Controls maintains the following two nonqualified deferred compensation plans under which executives, including named executive officers, may elect to defer their compensation.

- The Executive Deferred Compensation Plan allows participants to defer up to 100% of their annual and long-term performance share units and restricted stock awards.

- The Retirement Restoration Plan allows executive officers to defer up to 6% of their compensation that is not eligible to be deferred into the Johnson Controls 401(k) plan because of qualified plan limits that the Code imposes. The Retirement Restoration Plan also credits participants with a matching contribution equal to the difference between the amount of matching contribution made under the 401(k) plan and what such matching contribution would have been without regard to any limitation that the Code imposes on either the amount of matching contribution or the amount of compensation that can be considered, and determined as if the amount the participant deferred under the Retirement Restoration Plan had been deferred into the 401(k) plan. The Retirement Restoration Plan also credits participants with an amount equal to the difference between the amount of retirement contribution made under the 401(k) plan and what such retirement contribution would have been without regard to the Code limits.

Under both plans, a participant may elect to have his or her cash deferrals credited to a common stock unit account or one or more investment accounts that are the same as those available under the Johnson Controls 401(k) plan, which serve to measure the earnings that are credited on the participant's deferrals. Restricted stock deferrals under the Executive Deferred Compensation Plan are automatically credited to the common stock unit account until vested, after which the participant may reallocate deferrals to another investment account. Amounts allocated to the common stock unit account are credited with dividend equivalents, which are treated as if reinvested in additional common stock units.

Under both plans, deferred amounts are paid upon a participant's termination of employment in a lump sum or up to ten-year annual installments, as the participant elects.

Dividends paid on restricted stock awards prior to fiscal year 2014 that a participant has elected not to defer are also accumulated within the Executive Deferred Compensation Plan, deemed reinvested in common stock units, and paid to a participant in a lump sum when the related shares of restricted stock vest.

Potential Payments and Benefits upon Termination or a Change of Control

The following is a discussion of the nature and estimated value of payments and benefits that each of the named executive officers would receive in the event of termination of the executive's employment or upon a change of control. The estimated value of the payments and benefits is based on an assumption that the termination of employment or the change of control, or both, as applicable, occurred on September 30, 2015, the last business day of fiscal year 2015. We can only determine the actual amounts of payments and benefits that an executive officer would receive upon his termination or upon a change of control at the actual time of such event.

Employment Agreements

Johnson Controls has entered into an employment agreement with each of its executive officers, including Mr. McDonald.

Each employment agreement contains substantially similar terms except for individual salary amounts and benefits. In addition to setting forth the terms and conditions of each named executive officer's employment and the amounts payable upon the executive's termination of employment, the employment agreements contain terms that protect the company from certain business risks, including:

- an agreement by the executive officer to perform his/her assigned duties by devoting full time, due care, loyalty and best efforts to the duties and complying with all applicable laws and the requirements of Johnson Controls' policies and procedures on employee conduct;

- a prohibition on the executive officer's competition with Johnson Controls, both during employment and for a period of one year after employment;
- a prohibition on the executive officer's ownership of a 5% or greater interest in any competitors;
- a prohibition on the executive officer's ability to share confidential information and trade secrets, both during employment and for two years after employment; and
- a requirement that disputes related to the employment agreement be settled through arbitration instead of potentially costly litigation.

Summary of the Payments and Benefits upon Each Termination Scenario

The following summarizes the types of payments and benefits to which each of the named executive officers would have been entitled if he had terminated employment on September 30, 2015, under various scenarios. These payments and benefits are generally based on the terms of the employment agreements and the relevant compensation and benefit plans, such as the Omnibus Incentive Plan, Retirement Restoration Plan, Executive Deferred Compensation Plan, Executive Survivor Benefits Plan, and the severance plan for U.S. salaried employees.

For each termination scenario, we have not separately quantified any amounts that a named executive officer would receive under plans generally available to all management employees that do not discriminate in favor of the named executive officers. These include distributions under the pension plan and 401(k) plan, disability benefits, vesting of stock option and restricted stock awards under equity plans, any salary or bonus awards due to the employee through the date of termination, prorated bonus awards relating to outstanding bonus awards, and accrued vacation.

Voluntary Termination. A named executive officer may terminate his employment with Johnson Controls at any time. In general, upon the executive's voluntary termination:

- Johnson Controls is not obligated to provide any severance pay;
- all of the executive's annual and long-term bonus awards outstanding under the Johnson Controls Omnibus Incentive Plan for which the performance period has not ended will terminate (although the executive will receive a payment of the amounts he earned under his annual and long-term bonus awards for which the performance period has ended on or prior to his date of termination);
- the executive will forfeit all unvested stock options;
- the executive will forfeit all unvested restricted stock and restricted stock units and all unearned performance-based share units; and
- all benefits and perquisites will cease.

The executive will be entitled to a distribution of his vested benefits under the Retirement Restoration Plan and the Executive Deferred Compensation Plan.

Retirement and Early Retirement. None of the named executive officers were eligible for full retirement as of September 30, 2015, although Mr. McDonald was eligible for early retirement (defined as reaching age 55 and having 10 or more years of service). For an estimate of the value of the pension benefit for a named executive officer upon retirement, please see "—Pension Benefits as of September 30, 2015." In addition to such pension benefit, upon the executive's full or early retirement:

- Johnson Controls is not obligated to pay any severance;
- the executive will receive, at the end of the applicable performance period for each of his annual and long-term bonus awards outstanding under the Omnibus Incentive Plan, a pro rata portion

of the award amount he would have earned had he remained employed through the end of each such performance period, based on the company's actual performance;

- with respect to stock options, the vesting of any unvested stock options that were granted to the executive under the Johnson Controls Omnibus Incentive Plan that have been outstanding for at least one full calendar year after the year of grant will accelerate so that all of the options are exercisable in full (and the executive will forfeit all other options that have not been outstanding for at least one full calendar year after the date of grant);
- the executive will retain his shares of restricted stock and restricted stock units that had not vested at the time of retirement, and they will continue to vest on the normal vesting schedule (however, the award agreement provides that the executive will not earn the award if he engages in conduct harmful to the best interests of the company after his retirement);
- the executive will earn performance-based share units that he held at retirement based on actual performance at the end of the performance period, but the amount will be prorated based on the number of days of employment during the performance period (in the case of known retirements, the proration of shares occurs at grant based on the number of days of employment during the performance period);
- if the executive is age 65 or older, his accounts under the Retirement Restoration Plan will vest in full; and
- all benefits and perquisites Johnson Controls provides will cease.

The executive also will be entitled to a distribution of any vested benefits under the Retirement Restoration Plan and the Executive Deferred Compensation Plan.

Termination for "Cause." Johnson Controls may terminate the employment of a named executive officer for "cause" under the terms of the employment agreements. A termination for "cause" generally means a termination for theft, dishonesty, fraudulent misconduct, violation of certain provisions of the employment agreement, gross dereliction of duty, grave misconduct injurious to Johnson Controls, and serious violation of the law or company policies on employee conduct. A named executive officer will not receive any special payments or benefits if his employment is terminated for "cause." On the executive's termination date, all of his outstanding stock options will immediately terminate, and Johnson Controls will cancel any pending option exercises. In addition, the executive will forfeit all unvested shares of restricted stock and restricted stock units and all unearned performance-based share units. The executive will be entitled to a distribution of his vested benefits under the Retirement Restoration Plan and the Executive Deferred Compensation Plan.

Termination without "Cause." If Johnson Controls terminates the employment of a named executive officer and the termination is not for "cause," then:

- the executive officer will receive a cash severance benefit in an amount equal to the greater of one year of the executive's base salary as of the termination date or twice the amount payable under the severance plan for U.S. salaried employees. The severance benefit under the salaried severance plan depends upon the employee's years of service with Johnson Controls, with severance starting at two weeks of base salary for an employee who has only one year of service and increasing to a maximum of 52 weeks of base salary for an employee who has 30 or more years of service;
- all of the executive's annual and long-term bonus awards outstanding under the Johnson Controls Omnibus Incentive Plan for which the performance period has not ended will terminate (although the executive will receive a payment of the amounts he earned under his annual and long-term bonus awards for which the performance period has ended on or prior to his date of termination);

- the executive will forfeit all unvested stock options;
- the executive will forfeit all unvested restricted stock or restricted stock units and all unearned performance-based share units; and
- all benefits and perquisites Johnson Controls provides will cease.

The executive also will be entitled to a distribution of any vested benefits under the Retirement Restoration Plan and the Executive Deferred Compensation Plan.

The following is an estimate of the severance that each named executive officer would receive assuming the termination without “cause” occurred on September 30, 2015:

	<u>R. Bruce McDonald</u>
Severance	\$1,000,000

Termination Due to Disability. If a total and permanent disability causes a named executive officer’s termination, then:

- Johnson Controls is not obligated to pay severance. Rather, the executive may be entitled to disability pay under the short- and long-term disability plans for U.S. salaried employees;
- the executive will receive, at the end of the applicable performance period for each of his annual and long-term bonus awards outstanding under the Omnibus Incentive Plan, a pro rata portion of the award amount he would have earned had he remained employed through the end of each such performance period, based on the company’s actual performance;
- the vesting of the executive’s stock options will accelerate so that all of the options are exercisable in full;
- all of the executive’s unvested shares of restricted stock and restricted stock units will vest;
- the executive will earn performance-based share units he held at the time of termination due to disability based on actual performance at the end of the performance period, but the amount will be prorated based on the number of days of employment during the performance period;
- the executive will immediately vest in his accounts under the Retirement Restoration Plan;
- if the executive is younger than age 65, then the executive will continue to be covered under the Executive Survivor Benefits Plan, the benefits of which we describe below; and
- all benefits and perquisites Johnson Controls provides will cease.

In the case of termination as a result of total and permanent disability, the executive also will be entitled to distribution of any vested benefits under the Retirement Restoration Plan and the Executive Deferred Compensation Plan.

The following is an estimate of the Retirement Restoration Plan benefit that arises from vesting that accelerates due to disability that each named executive officer would receive assuming the disability termination occurred on September 30, 2015:

	<u>R. Bruce McDonald</u>
Retirement Restoration Plan	\$—

Termination Due to Death. If a named executive officer dies while he is an employee, then:

- The executive is eligible for benefits under Johnson Controls Executive Survivor Benefits Plan if the Johnson Controls board of directors elected him or her as an officer prior to September 15, 2009. Under the terms of the plan that were in effect at September 30, 2015, the beneficiaries of

a named executive officer would receive a lump sum death benefit in an amount equal to three times the executive’s final base salary if the executive dies prior to age 55, or two times the executive’s base salary if the executive dies on or after age 55, plus an additional “gross-up” amount. As of September 30, 2015, the applicable multiples for the named executive officer are: Mr. McDonald—two times. In addition, the beneficiaries of the executive officer would receive a continuation of the executive’s base salary for a period of six months after the executive officer’s death. During fiscal year 2009, the Executive Survivor Benefits Plan was frozen to limit participation to current elected officers. Officers elected after September 15, 2009, participate in regular group life insurance coverage.

- The executive’s beneficiaries will receive, at the end of the applicable performance period for each of the executive’s annual and long-term bonus awards outstanding under the Omnibus Incentive Plan, a pro rata portion of the award amount the executive would have earned had he remained employed through the end of each such performance period, based on the company’s actual performance.
- The vesting of the executive’s stock options will accelerate such that the options become immediately exercisable to the extent they would have vested during the one-year period after the date of death.
- All of the executive’s unvested shares of restricted stock and restricted stock units will vest;
- The executive will earn performance-based share units that he held at prior to death based on actual performance at the end of the performance period, but will be prorated based on the number of days of employment during the performance period; and
- All benefits and perquisites Johnson Controls provides will cease.

In the case of termination as a result of death, the executive or the executive’s beneficiaries also will be entitled to a distribution of the executive’s vested benefits under the Retirement Restoration Plan and the Executive Deferred Compensation Plan.

The following is an estimate of the Executive Survivor Benefits Plan value that each applicable named executive officer would receive assuming the death occurred on September 30, 2015:

	R. Bruce McDonald
Executive Survivor Benefits Plan(1)	\$4,291,000

(1) In determining the amount of the gross-up to include in the table above, we made the following material assumptions: a tax rate of 47.25% for Wisconsin residents. During fiscal year 2009, the Committee froze this plan to limit participation to current elected officers. No new participants are allowed.

Change of Control Agreements

Johnson Controls has entered into change of control agreements with each of its executive officers, including each of the named executive officers. Upon a change of control, the change of control agreements supersede the employment agreements. The change of control agreements generally entitle each named executive officer to continued employment with the company or its successor for two years following the change of control, with a base salary, bonus, and other benefits at least equal to the base salary, bonus, and benefits paid or provided prior to the change of control. The change of control agreements require the executive officers to comply with confidential information covenant provisions during employment and for two years following termination of employment. The change of control agreements also provide for a severance payment and continued welfare and medical benefits upon termination of the executive’s employment under certain circumstances during the two-year

employment period that begins on the date of the change of control, as explained in more detail under “—Termination Upon or Following a Change of Control” below. The agreement defines a change of control as:

- the acquisition by a person or group of 35% or more of Johnson Controls’ outstanding common stock;
- a change in a majority of the Johnson Controls board of directors without the endorsement of the new board members by the existing board members;
- a reorganization, merger, share exchange, or other corporate reorganization or a sale of all or substantially all of Johnson Controls’ assets, except if it would result in continuity of Johnson Controls’ shareholders of at least 50%, if no person owns 35% or more of the outstanding shares of the entity resulting from the transaction, and if at least a majority of the Johnson Controls board of directors remains; or
- approval by Johnson Controls’ shareholders of a liquidation or dissolution.

Summary of the Payments and Benefits Upon a Change of Control

The following summarizes the types of payments and benefits to which each of our named executive officers would have been entitled if a change of control of Johnson Controls had occurred or if both a change of control and a termination of employment had occurred, on September 30, 2015. These payments and benefits are generally based on the terms of Johnson Controls’ change of control agreements and relevant compensation and benefit plans, such as the Omnibus Incentive Plan, Retirement Restoration Plan, and nonqualified Executive Deferred Compensation Plan that were in place on September 30, 2015. The separation and distribution will not constitute a change of control.

For each change of control scenario, we have not separately quantified any amounts that a named executive officer would receive under plans generally available to all management employees that do not discriminate in favor of the named executive officers (such as vesting of stock option and restricted stock awards under equity plans and payments of prorated bonus awards relating to outstanding bonus awards).

Change of Control. In the event of a change of control, which each relevant compensation and bonus plan generally defines in the same manner as under the change of control employment agreement we discuss above, on September 30, 2015, the following would have occurred as of the time of the change of control whether or not the named executive officer’s employment terminated: all amounts that the executive officer accrued under the Executive Deferred Compensation Plan and Retirement Restoration Plan would have vested immediately and Johnson Controls would have paid these amounts in full in a lump sum.

Under the Omnibus Incentive Plan, a “double trigger” is required for accelerated vesting of equity awards in a change of control in which the awards are assumed or replaced, meaning that, in addition to the change of control occurring, the employee’s employment must be terminated by the company without cause or by the employee with good reason (if the employee has an agreement providing for good reason termination) for his or her unvested equity to become vested on an accelerated basis.

Termination Upon or Following a Change of Control. As discussed above, Johnson Controls has change of control agreements with each named executive officer. This agreement provides for a two-year employment period that begins on the date of the change of control. Under the agreement,

- if Johnson Controls terminates the executive officer’s employment (or its successor terminates the executive officer’s employment) other than for cause;

- if the executive officer terminates his employment for good reason; or
- if the executive officer's employment ceases as a result of the executive officer's death or disability;

in each case, within the two-year period, then the executive officer or the executive officer's beneficiary will receive:

- a lump sum severance payment equal to three times the executive officer's annual cash compensation, which includes the executive officer's annual base salary and the greater of:
 - the average of the executive officer's annualized annual and long-term cash bonuses for the three fiscal years preceding the change of control, or
 - the sum of the annual and long-term cash bonuses for the most recently completed fiscal year;
- payment of a pro rata portion of the greater of the following:
 - the average of the executive officer's annualized annual and long-term cash bonuses for the three fiscal years preceding the change of control, or
 - the sum of the annual and long-term cash bonuses for the most recently completed fiscal year;

however, if (and only if) the executive officer's termination occurs on the change of control date, then Johnson Controls will reduce this amount by the amount paid under the Omnibus Incentive Plan as a result of the change of control;

- a cash payment equal to the lump sum value of the additional benefits the executive officer would have accrued for the remainder of the employment period under the pension plan and the Retirement Restoration Plan, assuming the executive officer is fully vested in such benefits at the time of termination; and
- continued medical and welfare benefits for the remainder of the employment period.

For the Adient named executive officers, the merger will not constitute a change of control under the change of control agreement.

The following is an estimate of the severance and continued medical and welfare benefit value that each named executive officer would receive assuming the change of control and termination occurred on September 30, 2015:

	<u>R. Bruce McDonald</u>
Severance(1)	\$21,178,000
Continued Medical & Welfare Benefits(2)	\$ 22,000

- (1) The amount reported reflects the amounts actually earned under the short- and long-term bonus awards for the performance period ending in fiscal year 2015.
- (2) The amount reflects an estimate of the cost to the company of providing medical and welfare benefits for the employment period, including medical, prescription, dental, disability and life, accidental death and travel and accident insurance. The amount also includes the lump sum value of the additional benefits the named executive officer would have accrued during the employment period under the pension plan and the Retirement Restoration Plan.

If the executive officer terminates his employment during the employment period for other than good reason, the executive officer will receive only a payment of a pro rata portion of the greater of the average of the executive officer's annualized annual and long-term cash bonuses for the three fiscal years preceding the change of control, or the sum of the annual and long-term cash bonuses for the most recently completed fiscal year.

If Johnson Controls terminates the executive officer's employment for cause, no additional pay or benefits are due.

Johnson Controls would have "cause" to terminate the executive officer's employment under the change of control agreement if the executive repeatedly and deliberately fails to perform the duties of his position and does not correct such failure after notice, or if the executive officer is convicted of a felony involving moral misconduct.

The executive officer would have "good reason" to terminate employment under the change of control agreement if:

- the company assigns the executive officer duties inconsistent with his position or takes other actions to reduce the executive officer's authority or responsibilities;
- the company breaches any provision of the change of control agreement relating to salary, bonus, and benefits payable following the change of control;
- the company requires the executive officer to relocate;
- the company terminates the executive officer's employment other than as the agreement permits;
- the company fails to require the successor in the change of control transaction to expressly assume the agreement; or
- the company requests that the executive perform an illegal or wrongful act in violation of Johnson Controls' code of conduct.

Director Compensation

Following the separation, the compensation of Adient non-employee directors will be determined by Adient's board of directors with the assistance of its Compensation Committee. It is anticipated that such compensation will consist of the following:

- a cash retainer in an amount equal to \$120,000 per year; and
- an initial equity award of Adient ordinary shares with a grant date fair value of approximately \$145,000.

In addition, Adient anticipates that its Lead Director will receive an annual cash retainer of \$30,000. Adient expects that each of the chairs of the Audit Committee, Compensation Committee and Corporate Governance Committee will receive an additional cash retainer in the amount of \$10,000. Adient will not provide directors who are also Adient employees any additional compensation for serving as a director.

Adient also expects to reimburse non-employee directors for any expenses relating to their service as directors.

Adient 2016 Omnibus Incentive Plan

Prior to the effectiveness of the registration statement of which this information statement is a part, Adient expects to adopt the Adient 2016 Omnibus Incentive Plan. The Adient 2016 Omnibus Incentive Plan will be described in a subsequent amendment to this information statement.

CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS

Agreements with Johnson Controls

Following the separation and distribution, Adient and Johnson Controls will operate separately, each as an independent public company. Adient will enter into a separation and distribution agreement with Johnson Controls, which is referred to in this information statement as the separation agreement or the separation and distribution agreement. In connection with the separation, Adient will also enter into various other agreements to effect the separation and provide a framework for its relationship with Johnson Controls after the separation, such as a transition services agreement, a tax matters agreement, an employee matters agreement and a transitional trademark license agreement. These agreements will provide for the allocation between Adient and Johnson Controls of Johnson Controls' assets, employees, liabilities and obligations (including its investments, property and employee benefits and tax-related assets and liabilities) attributable to periods prior to, at and after the distribution of Adient shares and will govern certain relationships between Adient and Johnson Controls after the separation and distribution. The agreements listed above will be filed as exhibits to the registration statement on Form 10 of which this information statement is a part.

The summaries of each of the agreements listed above are qualified in their entireties by reference to the full text of the applicable agreements, which are incorporated by reference into this information statement. When used in this section, "distribution date" refers to the date of the distribution of Adient ordinary shares to the holders of Johnson Controls shares.

Separation Agreement

The following discussion summarizes the material provisions of the separation agreement that will be entered into between Adient and Johnson Controls. The separation agreement sets forth, among other things, Adient's agreements with Johnson Controls regarding the principal transactions necessary to separate Adient from Johnson Controls. It also sets forth other agreements that govern certain aspects of Adient's relationship with Johnson Controls after the distribution date.

Transfer of Assets and Assumption of Liabilities

The separation agreement will identify the assets to be transferred, the liabilities to be assumed and the contracts to be assigned to each of Adient and Johnson Controls as part of the separation of Johnson Controls into two companies, and it will provide for when and how these transfers, assumptions and assignments will occur. In particular, the separation agreement will provide, among other things, that, subject to the terms and conditions contained therein:

- certain assets related to the Adient business, referred to as the Adient Assets, will be transferred to Adient or one of Adient's subsidiaries, including:
 - equity interests of certain Johnson Controls subsidiaries and partially-owned affiliates that hold assets and liabilities related to the Adient business;
 - contracts (or portions thereof) that relate to the Adient business;
 - information technology that is located at certain locations or is used in the Adient business;
 - the intellectual property used exclusively in the Adient business, and a non-exclusive right to the intellectual property that is used in the Adient business, but is not used exclusively in the Adient business;
 - permits that are used exclusively in the Adient business;
 - certain facilities, as described elsewhere in this information statement;

- other real property, including distribution and warehouse facilities and office space;
 - information related to the Adient Assets, the Adient Liabilities or the Adient business;
 - rights and assets expressly allocated to Adient or one of Adient’s subsidiaries pursuant to the terms of the separation agreement or certain other agreements entered into in connection with the separation; and
 - other assets that are included in the Adient pro forma balance sheet, which appears in the section entitled “Unaudited Pro Forma Combined Financial Statements.”
- certain liabilities related to the Adient business or the Adient Assets, referred to as the Adient Liabilities, will be retained by or transferred to Adient or one of Adient’s subsidiaries, including:
 - liabilities arising out of actions, inactions, events, omissions, conditions, facts, or circumstances occurring or existing prior to the completion of the separation to the extent related to the Adient business or the Adient Assets, except for certain employee retirement liabilities that will be retained by Johnson Controls;
 - liabilities relating to, arising out of or resulting from the contracts, information technology, intellectual property, permits or real property included in the Adient Assets;
 - liabilities for claims made by third parties, or directors, officers, employees, agents of Johnson Controls or Adient or their subsidiaries or affiliates against either Johnson Controls or Adient or any of their respective subsidiaries to the extent relating to, arising out of, or resulting from the Adient business or the Adient Assets;
 - liabilities for certain manufacturing plants in Germany that relate to the historical Adient business but will be retained by Johnson Controls and have either been closed or are in the process of being closed;
 - liabilities and obligations expressly allocated to Adient or one of Adient’s subsidiaries pursuant to the terms of the separation agreement or certain other agreements entered into in connection with the separation;
 - liabilities relating to the financing arrangements that Adient will enter into in connection with the separation; and
 - other liabilities that are included in the Adient pro forma balance sheet, which appears in the section entitled “Unaudited Pro Forma Combined Financial Statements.”

Except as expressly set forth in the separation agreement or any ancillary agreement, neither Adient nor Johnson Controls will make any representation or warranty as to the assets, business or liabilities transferred or assumed as part of the separation, as to any approvals or notifications required in connection with the transfers, as to the value of or the freedom from any security interests of any of the assets transferred, as to the absence or presence of any defenses or right of setoff or freedom from counterclaim with respect to any claim or other asset of either Adient or Johnson Controls, or as to the legal sufficiency of any assignment, document or instrument delivered to convey title to any asset or thing of value to be transferred in connection with the separation. All assets will be transferred on an “as is,” “where is” basis and the respective transferees will bear the economic and legal risks that any conveyance will prove to be insufficient to vest in the transferee good and marketable title, free and clear of all security interests, and that any necessary consents or governmental approvals are not obtained or that any requirements of laws, agreements, security interests, or judgments are not complied with.

Information in this information statement with respect to the assets and liabilities of the parties following the distribution is presented based on the allocation of such assets and liabilities pursuant to

the separation agreement, unless the context otherwise requires. The separation agreement will provide that, in the event that the transfer or assignment of certain assets and liabilities to Johnson Controls or Adient, as applicable, does not occur prior to the separation, then until such assets or liabilities are able to be transferred or assigned, Johnson Controls or Adient, as applicable, will hold such assets on behalf of and for the benefit of the other party and will pay, perform, and discharge such liabilities, for which the other party will reimburse Johnson Controls or Adient, as applicable, for all commercially reasonable payments made in connection with the performance and discharge of such liabilities.

The Distribution

The separation agreement will govern the rights and obligations of the parties regarding the distribution. Subject to the approval of the Johnson Controls board of directors, on the distribution date, Adient will issue its ordinary shares to Johnson Controls shareholders, pro rata to their respective holdings, on the basis of one Adient ordinary share for every ten shares of Johnson Controls held as of the close of business on the record date of _____, 2016. Shareholders will receive cash in lieu of any fractional shares.

Conditions to the Distribution

The separation agreement will provide that the distribution is subject to satisfaction (or waiver by Johnson Controls) of certain conditions described under “The Separation and Distribution—Conditions to the Distribution.” Johnson Controls has the sole and absolute discretion to determine (and change) the terms of, and to determine whether to proceed with, the distribution and, to the extent it determines to so proceed, to determine the record date for the distribution, the distribution date and the distribution ratio.

Settlement of Accounts between Adient and Johnson Controls

The separation agreement will provide that all intercompany receivables and payables that are outstanding as of the distribution date, if any, as to which there are no third parties and that are between Adient or a wholly owned Adient subsidiary, on the one hand, and Johnson Controls or a wholly owned Johnson Controls subsidiary, on the other hand, will generally be repaid, settled or otherwise eliminated as promptly as practicable after the distribution in a manner determined by Johnson Controls.

Financing

Adient intends to enter into certain financing arrangements prior to or concurrently with the separation and distribution. A description of such financing arrangements will be included in an amendment to the registration statement of which this information statement is a part.

Claims

In general, each party to the separation agreement will assume liability for all pending, threatened and unasserted legal matters related to its own business or its assumed or retained liabilities and will indemnify the other party for any liability to the extent arising out of or resulting from such assumed or retained legal matters.

Releases

The separation agreement will provide that Adient and its affiliates will release and discharge Johnson Controls and its affiliates from all liabilities assumed by Adient as part of the separation, from all acts and events occurring or failing to occur, and all conditions existing, on or before the distribution date relating to Adient’s business, and from all liabilities existing or arising in connection

with the implementation of the separation, except as expressly set forth in the separation agreement. Johnson Controls and its affiliates will release and discharge Adient and its affiliates from all liabilities retained by Johnson Controls and its affiliates as part of the separation and from all liabilities existing or arising in connection with the implementation of the separation, except as expressly set forth in the separation agreement.

These releases will not extend to obligations or liabilities under any agreements between the parties that remain in effect following the separation, which agreements include, but are not limited to, the separation agreement, the transition services agreement, the tax matters agreement, the employee matters agreement, the transitional trademark license agreement and certain other agreements, including the transfer documents in connection with the separation.

Indemnification

In the separation agreement, Adient will agree to indemnify, defend and hold harmless Johnson Controls, each of its affiliates and each of their respective directors, officers and employees, from and against all liabilities relating to, arising out of or resulting from:

- the Adient Liabilities;
- the failure of Adient, any of its subsidiaries or any other person to pay, perform or otherwise promptly discharge any of the Adient Liabilities, in accordance with their respective terms, whether prior to, at or after the distribution;
- any breach by Adient or any of its subsidiaries of the separation agreement or any of the ancillary agreements, other than the transition services agreement;
- except to the extent relating to a Johnson Controls Liability, any guarantee, indemnification or contribution obligation or other credit support agreement or arrangement for the benefit of Adient by Johnson Controls that survives the distribution; and
- any untrue statement or alleged untrue statement of a material fact in the registration statement, this information statement or any similar disclosure document.

Johnson Controls will agree to indemnify, defend and hold harmless Adient, each of its affiliates and each of its respective directors, officers and employees from and against all liabilities relating to, arising out of or resulting from:

- the Johnson Controls Liabilities;
- the failure of Johnson Controls, any of its subsidiaries or any other person, other than Adient, to pay, perform or otherwise promptly discharge any of the Johnson Controls Liabilities, in accordance with their respective terms whether prior to, at or after the distribution;
- any breach by Johnson Controls or any of its subsidiaries, other than Adient, of the separation agreement or any of the ancillary agreements, other than the transition services agreement;
- except to the extent relating to an Adient Liability, any guarantee, indemnification or contribution obligation or other credit support agreement or arrangement for the benefit of Johnson Controls by Adient that survives the distribution; and
- any untrue statement or alleged untrue statement of a material fact made explicitly in Johnson Controls' name in the registration statement, this information statement or any similar disclosure document.

The separation agreement also will establish procedures with respect to claims subject to indemnification and related matters.

Insurance

The separation agreement will describe the parties' rights and obligations under existing insurance policies with respect to occurrences prior to the distribution and sets forth procedures for the administration of insured claims.

Intellectual Property; Data Privacy

The separation agreement will include limited covenants not to sue by each of Johnson Controls and Adient to the other for patents owned by it before the separation, which will generally continue until the expiration of the last valid claim of any such patents. The separation agreement will also provide for the parties to cooperate in connection with Adient's entry into data transfer agreements for purposes of complying with applicable data privacy regulations.

Further Assurances

In addition to the actions specifically provided for in the separation and distribution agreement, except as otherwise set forth therein or in any ancillary agreement, both Johnson Controls and Adient will agree in the separation and distribution agreement to use reasonable best efforts, prior to, on and after the distribution date, to take, or cause to be taken, all actions, and to do, or cause to be done, all things reasonably necessary, proper or advisable under applicable laws, regulations and agreements to consummate and make effective the transactions contemplated by the separation agreement and the ancillary agreements.

Dispute Resolution

The separation agreement will contain provisions that govern, except as otherwise provided in any ancillary agreement, the resolution of disputes, controversies or claims that may arise between Adient and Johnson Controls related to the separation or distribution and that are unable to be resolved by the transition committee. These provisions will contemplate that efforts will be made to resolve disputes, controversies and claims by escalation of the matter to senior management or other mutually agreed representatives of Adient and Johnson Controls and then to non-binding mediation. If such efforts are not successful, either Adient or Johnson Controls will be able to submit the dispute, controversy or claim to binding alternative dispute resolution, subject to the provisions of the separation agreement.

Termination

The separation agreement will provide that it may be terminated and the separation and distribution may be modified or abandoned at any time prior to the distribution date in the sole discretion of Johnson Controls without the approval of any person, including Adient's or Johnson Controls' shareholders. In the event of a termination of the separation agreement, no party, nor any of its directors, officers, or employees, will have any liability of any kind to the other party or any other person. After the distribution date, the separation agreement may not be terminated except by an agreement in writing signed by both Johnson Controls and Adient.

Other Provisions of the Agreement

Other matters governed by the separation agreement will include access to financial and other information, confidentiality, access to and provision of records and treatment of outstanding guarantees and similar credit support.

Transition Services Agreement

Adient and Johnson Controls will enter into a transition services agreement prior to the separation pursuant to which Adient and Johnson Controls will provide to the other, on an interim, transitional basis, various services, including information technologies, accounting administration, and human resource management services. The agreed-upon charges for such services are generally intended to allow the servicing party to recover all out-of-pocket costs and expenses. The services generally will commence on the distribution date, and they will terminate no later than 24 months following the distribution date. The receiving party may terminate the provision of such services upon prior written notice.

Adient has been preparing for the transition of the services to be provided by Johnson Controls under the transition services agreement from Johnson Controls, or third-party providers on behalf of Johnson Controls, to Adient. Adient anticipates that it will be in a position to complete the transition of those services on or before two years following the distribution date.

Subject to certain exceptions, the liabilities of each party providing services under the transition services agreement will generally be limited to the aggregate charges (excluding any third-party costs and expenses included in such charges) actually paid to such party by the other party pursuant to the transition services agreement. The transition services agreement also provides that the provider of a service shall generally not be liable to the recipient of such service for any special, indirect, incidental or consequential damages.

Tax Matters Agreement

Adient and Johnson Controls will enter into a tax matters agreement prior to the distribution which will generally govern Johnson Controls' and Adient's respective rights, responsibilities and obligations after the distribution with respect to taxes for any tax period ending on or before the distribution date, as well as tax periods beginning before and ending after the distribution date. Generally, Johnson Controls will be liable for all pre-distribution U.S. federal income taxes, foreign income taxes and certain non-income taxes attributable to Adient's business required to be reported on combined, consolidated, unitary or similar returns that include one or more members of the Johnson Controls group and one or more members of the Adient group. Adient generally will be liable for all other taxes attributable to its business. In addition, the tax matters agreement will address the allocation of liability for taxes that are incurred as a result of restructuring activities undertaken to effectuate the distribution. The tax matters agreement may also contain certain restrictions on certain Adient actions that may result in certain of the restructuring transactions undertaken in connection with the separation failing to qualify as transactions that are generally tax-free, for U.S. federal income tax purposes, under Sections 355 and 368(a)(1)(D) of the Code.

Employee Matters Agreement

Adient and Johnson Controls will enter into an employee matters agreement prior to the distribution to allocate liabilities and responsibilities relating to employment matters, employee compensation and benefits plans and programs, and other related matters. The employee matters agreement will govern Johnson Controls' and Adient's compensation and employee benefit obligations with respect to the current and former employees and non-employee directors of each company.

The employee matters agreement will provide that, unless otherwise specified, Johnson Controls will be responsible for liabilities associated with Johnson Controls allocated employees and liabilities associated with former employees whose last employment was not with the Adient businesses, and Adient will be responsible for liabilities associated with Adient allocated employees and liabilities associated with former employees whose last employment was with the Adient businesses. However, Johnson Controls will retain and continue to be responsible for certain post-retirement liabilities

relating to plans sponsored by Johnson Controls and in which other wholly owned subsidiaries of Johnson Controls participate (excluding entities that will become subsidiaries of Adient).

Employee Benefits

Adient allocated employees will be eligible to participate in Adient benefit plans as of the separation in accordance with the terms and conditions of the Adient plans as in effect from time to time. Generally and subject to certain exceptions, Adient will create compensation and benefit plans that mirror the terms of corresponding Johnson Controls compensation and benefit plans, and Adient will credit each Adient allocated employee with his or her service with Johnson Controls prior to the separation for all purposes under the Adient benefit plans to the same extent such service was recognized by Johnson Controls for similar purposes and so long as such crediting does not result in a duplication of benefits.

Treatment of Equity Compensation

The employee matters agreement will generally provide for the conversion of the outstanding awards granted under the Johnson Controls equity compensation programs into adjusted awards relating to shares of Johnson Controls, or both shares of Johnson Controls and Adient ordinary shares. The adjusted awards generally will be subject to the same or equivalent vesting conditions and other terms that applied to the applicable original Johnson Controls award immediately before the separation.

Each Johnson Controls stock option and each Johnson Controls stock appreciation right that is held by a Johnson Controls allocated employee or a former employee will be converted into an adjusted Johnson Controls stock option or stock appreciation right, as applicable, with the exercise price and the number of shares subject to the stock option or stock appreciation right adjusted to preserve the aggregate intrinsic value of the original Johnson Controls stock option or stock appreciation right as measured immediately before and immediately after the separation, subject to rounding. Each Johnson Controls stock option and each Johnson Controls stock appreciation right that is held by an Adient allocated employee will be converted into an adjusted Johnson Controls stock option or stock appreciation right, as applicable, and an Adient stock option or stock appreciation right, as applicable. The exercise price and the number of shares subject to each such stock option and stock appreciation right will be adjusted in order to preserve the aggregate intrinsic value of the original Johnson Controls stock option or stock appreciation right, as measured immediately before and immediately after the separation, subject to rounding.

Holders of an outstanding Johnson Controls restricted stock award or restricted stock unit award who are Johnson Controls allocated employees or former employees will receive corresponding adjusted Johnson Controls awards, with the number of shares adjusted to preserve the aggregate value of the original Johnson Controls award as measured immediately before and immediately after the separation, subject to rounding. Holders of an outstanding Johnson Controls restricted stock award or restricted stock unit award who are Adient allocated employees will retain that award and also receive a corresponding Adient award covering a number of Adient ordinary shares that reflects the distribution to Johnson Controls shareholders, determined by applying the distribution ratio to the shares underlying the Johnson Controls award as though they were actual shares of Johnson Controls, subject to rounding.

For purposes of vesting for all awards, continued employment with or service to Johnson Controls or Adient, as applicable, will be treated as continued employment with or service to either Johnson Controls or both Johnson Controls and Adient, as applicable.

Miscellaneous

The employee matters agreement will also address other employee-related issues and certain special circumstances and special rules for benefit arrangements in various non-U.S. jurisdictions.

Transitional Trademark License Agreement

Adient expects to enter into a trademark license agreement pursuant to which Johnson Controls will grant Adient a royalty-free, worldwide, non-exclusive, non-transferable, fully paid-up license to use certain of Johnson Controls' trademarks, trade names and service marks used in Adient's business as of the separation to allow Adient a reasonable amount of time to rebrand or phase out of use of the licensed marks. Adient will not be able to grant sublicenses to the licensed marks, except limited sublicenses. Adient will be required to cease all use of the licensed marks within a certain period of time after the effective date of the transitional trademark license agreement, the period for which will depend on the nature of the use and the corresponding time needed to cease use of the licensed marks. Johnson Controls may immediately terminate the agreement if Adient commits a material breach of the agreement that materially harms the goodwill of the Johnson Controls trademarks and fails to cure such breach within thirty days.

Procedures for Approval of Related Person Transactions

It is expected that Adient's board will adopt a written policy for the review of related person transactions. For purposes of the policy, a related person transaction will include transactions in which (1) the amount involved is more than \$120,000, (2) Adient is a participant, and (3) any related person has a direct or indirect material interest. The policy will define a "related person" to include directors, nominees for director, executive officers, and their respective immediate family members. Pursuant to the policy, all related person transactions must be approved by the Audit Committee or, in the event of an inadvertent failure to bring the transaction to the Audit Committee for pre-approval, ratified by the Audit Committee. In the event that a member of the Audit Committee has an interest in a related person transaction, the transaction must be approved or ratified by the disinterested members of the Audit Committee. In deciding whether to approve or ratify a related person transaction, the Audit Committee will consider the following factors:

- whether the terms of the transaction are (1) fair to Adient and (2) at least as favorable to Adient as would apply if the transaction did not involve a related person;
- whether there are demonstrable business reasons for Adient to enter into the transaction;
- whether the transaction would impair the independence of an outside director under Adient's director independence standards; and
- whether the transaction would present an improper conflict of interest for any director or executive officer, taking into account the size of the transaction, the overall financial position of the related person, the direct or indirect nature of the related person's interest in the transaction and the ongoing nature of any proposed relationship, and any other factors the committee deems relevant.

MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES

The following is a discussion of material U.S. federal income tax consequences of the separation and distribution of Adient ordinary shares to Adient and to “U.S. holders” and “non-U.S. holders” (each as defined below) of Johnson Controls shares. This summary is based on the Code, the Treasury Regulations promulgated thereunder, rulings and other administrative pronouncements issued by the IRS, judicial decisions, the United Kingdom-United States Tax Treaty, which we refer to as the UK Tax Treaty, the Ireland-United States Tax Treaty, which we refer to as the Ireland Tax Treaty, all as in effect on the date of this information statement, and all of which are subject to differing interpretations and change at any time, possibly with retroactive effect. Johnson Controls has not sought and does not intend to seek a ruling from the IRS with respect to the treatment of the distribution and certain related transactions for U.S. federal income tax purposes, nor with respect to the application of Section 7874 to Adient and the separation and no assurance can be given that the IRS would not assert, or that a court would not sustain, a position contrary to any of the tax consequences described below.

This discussion applies only to U.S. holders and non-U.S. holders of shares of Johnson Controls who hold such shares as capital assets within the meaning of Section 1221 of the Code (generally, property held for investment). This discussion is based upon the assumption that the distribution, together with certain related transactions, will be consummated in accordance with the separation agreement and the other separation-related agreements and as described in this information statement. This summary is for general information only and is not tax advice. It does not discuss all aspects of U.S. federal income taxation that may be relevant to particular holders in light of their particular circumstances or to holders subject to special rules under the Code (including, but not limited to, insurance companies, tax-exempt organizations, financial institutions, broker-dealers, regulated investment companies or real estate investment trusts, partners in partnerships (or entities or arrangements treated as partnerships for U.S. federal income tax purposes) that hold Johnson Controls shares, pass-through entities (or investors therein), traders in securities who elect to apply a mark-to-market method of accounting, shareholders who hold Johnson Controls shares as part of a “hedge,” “straddle,” “conversion,” “synthetic security,” “integrated investment” or “constructive sale transaction,” individuals who receive Johnson Controls or Adient shares upon the exercise of employee stock options or otherwise as compensation, holders who are liable for the alternative minimum tax or any holders that actually or constructively own 5% or more of Johnson Controls shares). This discussion also does not address any tax consequences arising under the unearned Medicare contribution tax pursuant to the Health Care and Education Reconciliation Act of 2010, nor does it address any tax considerations under state, local or foreign laws or U.S. federal laws other than those pertaining to the U.S. federal income tax. In addition, this discussion assumes that Johnson Controls is treated as a foreign corporation for U.S. federal tax purposes.

If a partnership, including for this purpose any entity or arrangement that is treated as a partnership for U.S. federal income tax purposes, holds Johnson Controls shares, the tax treatment of a partner in such partnership will generally depend upon the status of the partner and the activities of the partnership. An investor that is a partnership and the partners in such partnership should consult their own tax advisors regarding the U.S. federal income tax consequences of the distribution.

For purposes of this discussion, a “U.S. holder” is any beneficial owner of Johnson Controls shares that is, for U.S. federal income tax purposes:

- an individual who is a citizen or resident of the United States;
- a corporation (or entity treated as a corporation) created or organized in the United States or under the laws of the United States, any state thereof, or the District of Columbia;

- an estate, the income of which is includible in gross income for U.S. federal income tax purposes regardless of its source; and
- a trust if (1) a U.S. court is able to exercise primary supervision over the administration of such trust and one or more U.S. persons have the authority to control all substantial decisions of the trust or (2) it has a valid election in effect under applicable Treasury Regulations to be treated as a U.S. person.

For purposes of this discussion a “non-U.S. holder” is any beneficial owner of Johnson Controls shares that is neither a U.S. holder nor a partnership for U.S. federal income tax purposes.

THE FOLLOWING DISCUSSION IS A SUMMARY OF MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE SEPARATION AND DISTRIBUTION UNDER CURRENT LAW AND IS FOR GENERAL INFORMATION ONLY. ALL HOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS AS TO THE PARTICULAR TAX CONSEQUENCES OF THE SEPARATION AND DISTRIBUTION TO THEM, INCLUDING THE APPLICATION AND EFFECT OF U.S. FEDERAL, STATE, LOCAL AND FOREIGN TAX LAWS.

U.S. Federal Income Tax Consequences of the Separation to Adient

Tax Residence of Adient for U.S. Federal Tax Purposes

For U.S. federal tax purposes, a corporation is generally considered to be a tax resident of the jurisdiction of its organization or incorporation. Because Adient is a company incorporated under the laws of England and Wales, it would be classified as a foreign corporation under these rules. Section 7874 of the Code provides an exception to this general rule under which a foreign incorporated entity may, in certain circumstances, be classified as a U.S. corporation for U.S. federal tax purposes. The rules under Section 7874 are relatively new and complex and there is limited guidance regarding their application.

Under Section 7874, a corporation created or organized outside the United States (*i.e.*, a foreign corporation) will nevertheless be treated as a U.S. corporation for U.S. federal tax purposes if (i) the foreign corporation directly or indirectly acquires substantially all of the properties held directly or indirectly by a U.S. corporation (including through an acquisition of the outstanding shares of the U.S. corporation), (ii) the former shareholders of the acquired U.S. corporation hold at least 80% (by either vote or value) of the shares of the foreign acquiring corporation after the acquisition by reason of holding shares in the acquired U.S. corporation (including the receipt of the foreign corporation’s shares in exchange for the U.S. corporation’s shares), which we refer to as the 80% Ownership Test, and (iii) the foreign corporation’s “expanded affiliated group” does not have substantial business activities in the foreign corporation’s country of organization or incorporation relative to such expanded affiliated group’s worldwide activities. For purposes of Section 7874, acquisitions of multiple U.S. corporations (and/or substantially all of the assets of multiple U.S. corporations) by a foreign corporation, if treated as part of a plan or series of related transactions, may be treated as a single acquisition. If multiple acquisitions of U.S. corporations (and/or substantially all of the assets of U.S. corporations) are treated as a single acquisition, all shares of the foreign acquiring corporation received by the shareholders of the acquired U.S. corporations (and/or the U.S. corporations substantially all of the assets of which were acquired) would be aggregated for purposes of the 80% Ownership Test set forth above concerning such shareholders holding at least 80% (by either vote or value) of the shares of the foreign acquiring corporation after the acquisitions by reason of holding shares in such U.S. corporations. Where, pursuant to the same transaction, stock of the foreign acquiring corporation is received in exchange for stock of a U.S. corporation (or substantially all of the assets of a U.S. corporation) as well as other property, the portion of the stock of the foreign acquiring corporation received in exchange for the stock of the U.S. corporation is determined based on the relative value of

the stock of the U.S. corporation compared with the aggregate value of such stock and such other property.

As part of the separation, Adient will indirectly acquire assets, including stock of U.S. subsidiaries, from Johnson Controls Inc., which is a U.S. corporation, and accordingly the rules of Section 7874 are potentially implicated. Under current law, it is presently anticipated that Section 7874 will not cause Adient or any of its foreign affiliates to be treated as a U.S. corporation for U.S. federal tax purposes because, among other things, based on the rules for determining ownership under Section 7874 and the Treasury Regulations promulgated thereunder and certain factual assumptions, (i) the assets acquired from Johnson Controls, Inc. pursuant to the separation are not expected to constitute “substantially all” of the properties held directly or indirectly by Johnson Controls, Inc. and (ii) the shares received by reason of holding shares in U.S. subsidiaries of Johnson Controls, Inc. transferred in the separation are expected to represent less than 80% (by both vote and value) of the relevant shares outstanding after the separation (and prior to the distribution). Accordingly, under current law and certain factual assumptions, it is expected that Adient will be respected as a foreign corporation for U.S. federal tax purposes.

However, as described above under “Risk Factors—Risks Related to Adient Ordinary Shares,” there can be no assurance that Adient or any of its foreign affiliates will be respected as a foreign corporation for U.S. federal tax purposes under Section 7874 following the distribution. Whether or not certain of the tests under Section 7874 are met must be finally determined at the completion of the separation, by which time there could be adverse changes in relevant facts and circumstances. Moreover, the law and the Treasury Regulations promulgated under Section 7874 are relatively new, complex and somewhat unclear, and there is limited guidance regarding the application of Section 7874 in circumstances similar to the separation. For example, there is currently no guidance that expressly defines what constitutes “substantially all” of the properties of a U.S. corporation for purposes of Section 7874 and it is possible that the IRS may assert that “substantially all” of the properties of Johnson Controls, Inc. (or of a U.S. subsidiary of Johnson Controls, Inc.) were acquired in the separation. In addition, there is limited guidance on the application of the 80% Ownership Test in circumstances similar to the separation and the IRS may not agree that the shares held by reason of holding shares in U.S. subsidiaries that (or substantially all of the assets of which) were transferred in the separation represent less than 80% (by either vote or value) of the relevant shares for purposes of Section 7874. Moreover, the application of Section 7874 to the separation will depend on the relative valuation of the various assets (including stock of subsidiaries) that are transferred in connection with the separation. Valuation matters can be subjective, and the IRS may seek to challenge the valuation of such assets. Accordingly, there can be no assurance that the IRS will not challenge the status of Adient or any of its foreign affiliates as a foreign corporation for U.S. federal tax purposes under current Section 7874 or that such challenge would not be sustained by a court.

In addition, temporary Regulations under Section 7874 issued by the U.S. Treasury and the IRS on April 8, 2016 (the “Temporary 7874 Regulations”) generally increase the likelihood that the relevant ownership percentages under Section 7874 will be exceeded. However, it is presently not expected that the Temporary 7874 Regulations will adversely affect the U.S. federal tax status of Adient or any of its foreign affiliates as a foreign corporation.

In fact, the Temporary 7874 Regulations may further bolster the determination that Adient should be treated as a foreign corporation for U.S. federal tax purposes. Among other provisions, the Temporary 7874 Regulations provide additional guidance relating to certain exceptions to the application of Section 7874 with respect to restructuring transactions involving “foreign-parented groups.” Based on such additional guidance and the fact that Johnson Controls is a corporation organized under the laws of Ireland, it is possible that under the Temporary 7874 Regulations, the 80% Ownership Test would not be met with respect to the separation even if “substantially all” of the properties of Johnson Controls, Inc. were found to have been acquired in the separation, or if the

shares held by reason of holding shares in U.S. subsidiaries that (or substantially all of the assets of which) were transferred as part of the separation were found to represent 80% or more (by vote or value) of the relevant shares for purposes of Section 7874. However, the Temporary 7874 Regulations are new, complex and somewhat unclear, and there is limited guidance regarding their application. Accordingly, there can be no assurance that these regulations would apply to cause the 80% Ownership Test not to be met with respect to the separation in these circumstances, or that the IRS would agree with such position.

Moreover, as discussed under “Risk Factors—Risks Related to Adient Ordinary Shares,” changes to the rules in Section 7874 of the Code or the Treasury Regulations promulgated thereunder, or other changes in law, could adversely affect Adient’s or any of its affiliates’ status as a foreign corporation for U.S. federal tax purposes. Recent legislative and other proposals have aimed to expand the scope of U.S. corporate tax residence, including in such a way as could cause Adient and/or its affiliates to be treated as U.S. corporations if the management and control of Adient or such affiliates were determined to be located primarily in the United States. In addition, recent legislative and other proposals have aimed to expand the scope of Section 7874, or otherwise address certain perceived issues arising in connection with so-called inversion transactions. Some of these recent proposals, if enacted in their present form and if made retroactively effective to the period in which the separation occurs, could potentially cause Adient and/or its affiliates to be treated as U.S. corporations for U.S. federal tax purposes. It is presently uncertain whether any such legislative or other proposals or any other legislation relating to U.S. corporate residence, Section 7874 or so-called inversion transactions, which could be enacted on a retroactive basis, will be enacted into law and, if so, what impact such legislation would have on the U.S. federal tax status of Adient and its foreign affiliates as foreign corporations.

If Adient or any of its affiliates were to be treated as a U.S. corporation for U.S. federal tax purposes, Adient or any such affiliate could be subject to substantial additional U.S. tax liability. The remainder of this discussion assumes that neither Adient nor any of its affiliates will be treated as a U.S. corporation for U.S. federal tax purposes under Section 7874 of the Code.

Potential Limitation on the Utilization of Adient’s (and its U.S. Affiliates’) Tax Attributes or Other Increase in U.S. Taxable Income

Following the acquisition of a U.S. corporation by a foreign corporation, Section 7874 of the Code can limit the ability of the acquired U.S. corporation and its U.S. affiliates to use U.S. tax attributes (including net operating losses and certain tax credits) to offset U.S. taxable income resulting from certain transactions. Specifically, Section 7874 can apply in this manner if (i) the foreign corporation acquires, directly or indirectly, substantially all of the properties held directly or indirectly by a U.S. corporation (including through an acquisition of the outstanding shares of the U.S. corporation), (ii) after the acquisition, the former shareholders of the acquired U.S. corporation hold at least 60% (by either vote or value) but less than 80% (by vote and value) of the shares of the foreign acquiring corporation by reason of holding shares in the acquired U.S. corporation (including the receipt of the foreign corporation’s shares in exchange for the U.S. corporation’s shares), which we refer to as the 60% Ownership Test, and (iii) the foreign corporation’s “expanded affiliated group” does not have substantial business activities in the foreign corporation’s country of organization or incorporation relative to such expanded affiliated group’s worldwide activities. For purposes of Section 7874, acquisitions of multiple U.S. corporations (and/or substantially all of the assets of multiple U.S. corporations) by a foreign corporation, if treated as part of a plan or series of related transactions, may be treated as a single acquisition, in which case, all shares of the foreign acquiring corporation received by the shareholders of such U.S. corporations would be aggregated for purposes of the 60% Ownership Test. Where, pursuant to the same transaction, stock of the foreign acquiring corporation is received in exchange for stock of a U.S. corporation as well as other property, the stock of the foreign acquiring

corporation that was received in exchange for the stock of the U.S. corporation is determined based on the relative value of the stock of the U.S. corporation compared with the aggregate value of such stock and such other property.

As discussed above under “Risk Factors—Risks Related to Adient Ordinary Shares,” and “—U.S. Federal Income Tax Consequences of the Separation to Adient—Tax Residence of Adient for U.S. Federal Tax Purposes,” as part of the separation, Adient will indirectly acquire assets, including stock of U.S. subsidiaries from Johnson Controls, Inc. It is currently not expected that the shares received by reason of holding stock in the U.S. subsidiaries transferred in the separation will represent at least 60% (by either vote or value) of the relevant shares. However, as discussed above, the percentage of shares so received for purposes of Section 7874 is generally determined at the closing of the transactions and there could be adverse changes to the relevant facts and circumstances between now and the time of determination. In addition, the Treasury Regulations promulgated under Section 7874 are relatively new, complex and somewhat unclear and there is limited guidance regarding the application of Section 7874 in circumstances similar to the separation. Moreover, the percentage of shares held by reason of holding stock of relevant U.S. subsidiaries of Johnson Controls, Inc. will depend on the relative valuation of the assets transferred pursuant to the separation and valuation matters can be subjective. Accordingly, there can be no assurance that the IRS would not assert that Section 7874 applies to limit the ability of the U.S. subsidiaries and affiliates of Adient to use certain U.S. tax attributes or cause Adient and/or its affiliates to be subject to certain other adverse U.S. federal income tax rules, or that such challenge would not be sustained by a court.

In addition, the Temporary 7874 Regulations generally increase the likelihood that the relevant ownership percentages under Section 7874 will be exceeded and limit or eliminate certain tax benefits to so-called inverted corporations and groups, including with respect to access to certain foreign earnings, post-inversion restructuring transactions and the ability to use certain attributes and deductions. However, it is presently not expected that the Temporary 7874 Regulations will materially adversely affect the benefits of the separation or the ability of Adient’s U.S. affiliates to use certain U.S. tax attributes or deductions. As discussed above under “—U.S. Federal Income Tax Consequences of the Separation to Adient—Tax Residence of Adient for U.S. Federal Tax Purposes,” among other provisions, the Temporary 7874 Regulations include additional guidance relating to certain exceptions to the application of Section 7874 with respect to restructuring transactions involving “foreign-parented groups.” Based on the Temporary 7874 Regulations and the fact that Johnson Controls is a corporation organized under the laws of Ireland, it is possible that under these regulations the 60% Ownership Test would not be met with respect to the separation even if “substantially all” of the properties of Johnson Controls, Inc. were found to have been acquired in the separation, or if the shares held by reason of holding shares in U.S. subsidiaries that (or substantially all of the assets of which) were transferred as part of the separation were found to represent 60% or more (by vote or value) of the relevant shares for purposes of Section 7874. However, the Temporary 7874 Regulations are new, complex and somewhat unclear, and there is limited guidance regarding their application. Accordingly, there can be no assurance that the Temporary 7874 Regulations would apply to cause the 60% Ownership Test not to be met with respect to the separation in these circumstances, or that the IRS would agree with such position.

Moreover, and as discussed above under “Risk Factors—Risks Related to Adient Ordinary Shares,” and “—U.S. Federal Income Tax Consequences of the Separation to Adient—Tax Residence of Adient for U.S. Federal Income Tax Purposes,” changes to the rules in Section 7874 of the Code or the Treasury Regulations promulgated thereunder, or other changes in law, could adversely affect Adient’s or any of its foreign affiliates’ status as a foreign corporation for U.S. federal tax purposes, the ability of Adient’s U.S. affiliates to use certain attributes or deductions, Adient’s effective tax rate and/or future tax planning for the Adient group. Recent legislative proposals have aimed to expand the scope of Section 7874, or otherwise address certain perceived issues arising in connection with so-called

inversion transactions. For example, recent legislative and regulatory proposals (including, most recently, proposed legislation introduced by Democratic members of the House of Representatives on February 23, 2016, which, if enacted in its present form, would be effective retroactively to any transactions completed on or after May 8, 2014; proposed legislation introduced by Democratic members of the Senate on March 10, 2016, which, if enacted in its present form, would be effective with respect to taxable years beginning after the date of enactment; and proposed Treasury Regulations under Section 385 of the Code issued by the U.S. Treasury and the IRS on April 8, 2016), if enacted or finalized, could potentially cause Adient's U.S. affiliates to be subject to certain intercompany financing limitations, including with respect to their ability to deduct interest expense. It is presently uncertain whether any such legislative proposals or any other legislation relating to Section 7874 or so-called inversion transactions will be enacted into law or whether such proposed Treasury Regulations will be issued in final form and, if so, what impact such legislation or final Treasury Regulations would have on Adient and its affiliates.

If the relevant tests under Section 7874 are satisfied at the closing of the transactions for any reason, or, if changes in applicable law adversely affect the application of the above rules to Adient or any of its affiliates, Adient's U.S. affiliates could be limited in their ability to use their U.S. tax attributes, if any, to offset taxable income resulting from certain transactions, or could otherwise have their U.S. taxable income increased.

U.S. Federal Income Tax Consequences of the Distribution to U.S. Holders

For U.S. federal income tax purposes, the distribution will not be eligible for treatment as a tax-free distribution by Johnson Controls with respect to its stock. Accordingly, the distribution will be treated as a taxable distribution by Johnson Controls to each Johnson Controls shareholder in an amount equal to the fair market value of the Adient ordinary shares received by such shareholder (including any fractional shares deemed received and any Adient ordinary shares withheld on account of any Irish withholding taxes), determined as of the distribution date (such amount, the "Distribution Amount").

The Distribution Amount received by a U.S. holder will be treated as a taxable dividend to the extent of such U.S. holder's ratable share of current or accumulated earnings and profits of Johnson Controls for the taxable year of the distribution (as determined under U.S. federal income tax principles). Any portion of the Distribution Amount that is treated as a dividend will not be eligible for the dividends-received deduction allowed to corporations under the Code.

With respect to non-corporate U.S. holders, subject to the discussion below regarding special rules applicable to "passive foreign investment companies," or PFICs, dividends received from a "qualified foreign corporation" may be subject to reduced rates of U.S. federal income taxation, provided that certain holding period requirements and other conditions are satisfied. For these purposes, a foreign corporation will be treated as a qualified foreign corporation if it is eligible for the benefits of a comprehensive income tax treaty with the United States which is determined by the U.S. Treasury to be satisfactory for purposes of these rules and which includes an exchange of information provision. The U.S. Treasury has determined that the Ireland Tax Treaty meets these requirements. A foreign corporation is also treated as a qualified foreign corporation with respect to dividends paid by that corporation on shares that are readily tradable on an established securities market in the United States. We believe that Johnson Controls shares, which are listed on the NYSE, are considered to be readily tradable on an established securities market in the United States. Non-corporate U.S. holders that do not meet a minimum holding period requirement during which they are not protected from the risk of loss, or that elect to treat the dividend income as "investment income" pursuant to Section 163(d)(4) of the Code, will not be eligible for the reduced rates of taxation regardless of the status of Johnson Controls as a qualified foreign corporation. Because the merger of Johnson Controls Inc. and an indirect wholly owned subsidiary of Tyco will be a taxable transaction to the former shareholders of

Johnson Controls Inc. for U.S. federal income tax purposes, the holding period of such a former shareholder in the ordinary shares of Johnson Controls received in the merger will begin on the day following the day on which the merger occurs. Accordingly, a non-corporate U.S. holder of ordinary shares of Johnson Controls that received such shares in the merger of Johnson Controls Inc. and an indirect wholly owned subsidiary of Tyco will not meet the relevant minimum holding period requirement if the distribution occurs within 60 days of the merger (*i.e.*, if the distribution occurs on or before the 60th day after the merger). In addition, even if the minimum holding period requirement has been met, the rate reduction will not apply to dividends if the recipient of a dividend is obligated to make related payments with respect to positions in substantially similar or related property. U.S. holders should consult their own tax advisors regarding the application of these rules in light of their particular circumstances.

To the extent that the Distribution Amount received by a U.S. holder exceeds such U.S. holder's ratable share of Johnson Controls' current and accumulated earnings and profits for the taxable year of the distribution (as determined under U.S. federal income tax principles), any such excess will generally be treated as a return of capital and will not be taxable to a U.S. holder to the extent of such U.S. holder's adjusted tax basis in its Johnson Controls shares. Any portion of the Distribution Amount that is treated as a nontaxable return of capital will reduce the adjusted tax basis of the U.S. holder's Johnson Controls shares. To the extent that any such excess portion of the Distribution Amount received by a U.S. holder exceeds such U.S. holder's adjusted tax basis in its Johnson Controls shares, such excess will be treated as capital gain recognized on a sale or exchange of such Johnson Controls shares. Any such gain will be long-term capital gain if the U.S. holder's holding period for the Johnson Controls shares exceeds one year. Preferential tax rates may apply to long-term capital gains of non-corporate U.S. holders (including individuals). Because, as discussed above, the holding period of a U.S. holder that is a former shareholder of Johnson Controls Inc. in the ordinary shares of Johnson Controls received in the merger will begin on the day following the day on which the merger occurs, any such capital gain recognized by such U.S. holder with respect to such ordinary shares will not be long-term capital gain if the distribution occurs within one year of the merger (*i.e.*, if the distribution occurs on or before the day that is one year after the merger).

A U.S. holder's tax basis in Adient ordinary shares received in the distribution (including any fractional shares deemed to be received) generally will equal the fair market value of such shares on the distribution date, and the holding period for such shares will begin the day after the distribution date.

In the event that a U.S. holder is subject to Irish withholding taxes on the distribution, such U.S. holder may be eligible, subject to certain conditions and limitations, to claim a foreign tax credit for such Irish withholding taxes against the U.S. holder's U.S. federal income tax liability or alternatively deduct such Irish withholding taxes in computing such U.S. holder's U.S. federal income tax liability. For purposes of the foreign tax credit, the distribution is expected to generally constitute "foreign source income" and to generally be treated as "passive category income," except that a portion of the distribution may be treated as income from U.S. sources if (i) U.S. persons own, directly or indirectly, 50% or more of the Johnson Controls shares and (ii) Johnson Controls receives more than a *de minimis* amount of income from U.S. sources. The rules governing the foreign tax credit and ability to deduct foreign taxes are complex and involve the application of rules that depend upon a U.S. holder's particular circumstances. U.S. holders are urged to consult their own tax advisors regarding the availability of the foreign tax credit or deduction in light of their particular circumstances.

Cash in Lieu of Fractional Adient Ordinary Shares

Any cash received by a U.S. holder in lieu of a fractional Adient ordinary share should be treated as if such fractional ordinary share had been (i) received by the U.S. holder as part of the distribution and then (ii) sold by such U.S. holder for the amount of cash received. Because the basis of the

fractional ordinary share deemed received by a U.S. holder in the distribution will equal the fair market value of such fractional ordinary share on the distribution date, a shareholder of Johnson Controls generally should not recognize additional gain or loss on the transaction described in (ii) of the preceding sentence unless the fractional share is sold at a price different from its fair market value on the distribution date.

Passive Foreign Investment Company

Notwithstanding the foregoing, the U.S. federal income tax consequences of the distribution to U.S. holders could be materially different from those described above and certain adverse U.S. federal income tax consequences could apply if, at any relevant time, Johnson Controls is treated as a PFIC. A foreign corporation will be classified as a PFIC for U.S. federal income tax purposes for any taxable year in which, after the application of certain look-through rules, either (i) 75% or more of its gross income for such year is “passive income” (as defined in the relevant provisions of the Code) or (ii) 50% or more of the value of its assets (determined on the basis of a quarterly average) during such year produce or are held for the production of passive income. Passive income includes, among other things, dividends, interest, royalties, rents, annuities, net gains from the sale or exchange of property producing such income and net foreign currency gains.

Johnson Controls believes that it has not been a PFIC for any prior taxable year and that it will not be treated as a PFIC for the taxable year of the distribution. However, this conclusion is a factual determination made annually and cannot be completed until the close of a taxable year. It is difficult to accurately predict future income and assets relevant to this determination. Moreover, the determination of PFIC status depends, in part, on the application of complex U.S. federal income tax rules, which are subject to differing interpretations. As a result, there can be no assurance that Johnson Controls will not be treated as a PFIC for the taxable year of the distribution or any preceding taxable year.

If Johnson Controls were to be treated as a PFIC for any taxable year, U.S. holders generally would be subject to special tax rules that could result in materially adverse U.S. federal income tax consequences, including in connection with the distribution. More specifically, unless a U.S. holder elects to be taxed annually on a mark-to-market basis with respect to its Johnson Controls ordinary shares, a U.S. holder could be subject to U.S. federal income tax at the highest applicable ordinary income tax rates on (i) any “excess distribution” made by Johnson Controls to such U.S. holder (which generally means any distribution paid during a taxable year to a U.S. holder that is greater than 125% of the average annual distributions paid in the three preceding taxable years or, if shorter, the U.S. holder’s holding period for the ordinary shares) or (ii) any gain realized on any sale or exchange of Johnson Controls ordinary shares. In addition, a U.S. holder could be subject to an interest charge on certain taxes treated as having been deferred under the PFIC rules. In addition, any portion of the Distribution Amount that is treated as a dividend would not constitute qualified dividend income eligible for preferential tax rates if Johnson Controls is treated as a PFIC for the taxable year of the distribution or for its preceding taxable year. U.S. holders should consult their own tax advisors regarding the application of the PFIC rules to Johnson Controls and the distribution.

Backup Withholding and Information Reporting

The distribution of Adient ordinary shares and any payment of cash to a U.S. holder of Johnson Controls shares in lieu of fractional Adient ordinary shares may be subject to information reporting and backup withholding (currently at a rate of 28%), unless such U.S. holder delivers a properly completed IRS Form W-9 certifying such U.S. holder’s correct taxpayer identification number and certain other information, or otherwise establishes an exemption from backup withholding. Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules may be refunded or credited against a U.S. holder’s U.S. federal income tax liability, if any, provided that the required information is timely supplied to the IRS.

U.S. Federal Income Tax Consequences to U.S. Holders of the Ownership and Disposition of Adient Ordinary Shares

The following discussion is a summary of certain material U.S. federal income tax consequences of the ownership and disposition of Adient ordinary shares to U.S. holders of Johnson Controls shares that receive Adient ordinary shares pursuant to the distribution.

Distributions on Adient Ordinary Shares

The gross amount of any distribution on Adient ordinary shares that is made out of Adient's current or accumulated earnings and profits (as determined for U.S. federal income tax purposes) will generally be taxable to a U.S. holder as ordinary dividend income on the date such distribution is actually or constructively received by such U.S. holder. Any such dividends paid to corporate U.S. holders generally will not qualify for the dividends-received deduction that may otherwise be allowed under the Code.

Dividends received by non-corporate U.S. holders (including individuals), subject to the discussion below under “—Passive Foreign Investment Company Status,” from a “qualified foreign corporation” may be eligible for reduced rates of taxation, provided that certain holding period requirements and other conditions are satisfied. For these purposes, a foreign corporation will be treated as a qualified foreign corporation if it is eligible for the benefits of a comprehensive income tax treaty with the United States which is determined by the U.S. Treasury to be satisfactory for purposes of these rules and which includes an exchange of information provision. The U.S. Treasury has determined that the UK Tax Treaty meets these requirements. A foreign corporation is also treated as a qualified foreign corporation with respect to dividends paid by that corporation on shares that are readily tradable on an established securities market in the United States. U.S. Treasury guidance indicates that shares listed on the NYSE (which the Adient ordinary shares are expected to be listed) will be considered readily tradable on an established securities market in the United States. There can be no assurance that the Adient ordinary shares will be considered readily tradable on an established securities market in the United States in future years. Non-corporate U.S. holders that do not meet a minimum holding period requirement during which they are not protected from the risk of loss or that elect to treat the dividend income as “investment income” pursuant to Section 163(d)(4) of the Code (dealing with the deduction for investment interest expense) will not be eligible for the reduced rates of taxation regardless of Adient's status as a qualified foreign corporation. In addition, the rate reduction will not apply to dividends if the recipient of a dividend is obligated to make related payments with respect to positions in substantially similar or related property. This disallowance applies even if the minimum holding period has been met. Finally, Adient will not constitute a qualified foreign corporation for purposes of these rules if it is a passive foreign investment company, or “PFIC,” for the taxable year in which it pays a dividend or for the preceding taxable year. See the discussion below under “—Passive Foreign Investment Company Status.”

Dividends received from a foreign corporation are generally foreign-source income. However, if more than 25% of the gross income of the foreign corporation during the three-year period preceding the declaration of the dividend is U.S. source income that was effectively connected with the conduct of a trade or business in the United States, a portion of that dividend will be treated as U.S. source income. In addition, for purposes of the foreign tax credit, a portion of dividends received from a foreign corporation may be treated as income from U.S. sources if (i) United States persons own, directly or indirectly, 50% or more of the foreign corporation's shares and (ii) the foreign corporation receives more than a *de minimis* amount of income from U.S. sources.

The amount of any dividend paid by Adient in foreign currency will be the U.S. dollar value of the foreign currency distributed by Adient, calculated by reference to the exchange rate in effect on the date the dividend is includible in the U.S. holder's income, regardless of whether the payment is in fact

converted into U.S. dollars on the date of receipt. Generally, a U.S. holder should not recognize any foreign currency gain or loss if the foreign currency is converted into U.S. dollars on the date the payment is received. However, any gain or loss resulting from currency exchange fluctuations during the period from the date the U.S. holder includes the dividend payment in income to the date such U.S. holder actually converts the payment into U.S. dollars will be treated as ordinary income or loss. That currency exchange income or loss (if any) generally will be income or loss from U.S. sources for foreign tax credit limitation purposes.

To the extent that the amount of any distribution made by Adient on the Adient ordinary shares exceeds Adient's current and accumulated earnings and profits for a taxable year (as determined under U.S. federal income tax principles), the distribution will first be treated as a tax-free return of capital, causing a reduction in the adjusted basis of the U.S. holder's Adient ordinary shares, and to the extent the amount of the distribution exceeds the U.S. Holder's tax basis, the excess will be taxed as capital gain recognized on a sale or exchange as described below under "*—Sale, Exchange, Redemption or Other Taxable Disposition of Adient Ordinary Shares.*"

Sale, Exchange, Redemption or Other Taxable Disposition of Adient Ordinary Shares

Subject to the discussion below under "*—Passive Foreign Investment Company Status,*" a U.S. holder will generally recognize gain or loss on any sale, exchange, redemption, or other taxable disposition of Adient ordinary shares in an amount equal to the difference between the amount realized on the disposition and such U.S. holder's adjusted tax basis in such shares. Any gain or loss recognized by a U.S. holder on a taxable disposition of Adient ordinary shares will generally be capital gain or loss and will be long-term capital gain or loss if the holder's holding period in such shares exceeds one year at the time of the disposition. Preferential tax rates may apply to long-term capital gains of non-corporate U.S. holders (including individuals). The deductibility of capital losses is subject to limitations. Any gain or loss recognized by a U.S. holder on the sale or exchange of Adient ordinary shares will generally be treated as U.S. source gain or loss.

Passive Foreign Investment Company Status

Notwithstanding the foregoing, certain adverse U.S. federal income tax consequences could apply to a U.S. holder if Adient is treated as a PFIC for any taxable year during which such U.S. holder holds Adient ordinary shares. A foreign corporation, such as Adient, will be classified as a PFIC for U.S. federal income tax purposes for any taxable year in which, after the application of certain look-through rules, either (i) 75% or more of its gross income for such year is "passive income" (as defined in the relevant provisions of the Code) or (ii) 50% or more of the value of its assets (determined on the basis of a quarterly average) during such year produce or are held for the production of passive income. Passive income includes, among other things, dividends, interest, royalties, rents, annuities, net gains from the sale or exchange of property producing such income and net foreign currency gains.

Adient is not currently expected to be treated as a PFIC for U.S. federal income tax purposes, but this conclusion is a factual determination made annually and, thus, is subject to change. With certain exceptions, the Adient ordinary shares would be treated as stock in a PFIC if Adient were a PFIC at any time during a U.S. holder's holding period in such U.S. holder's Adient ordinary shares. There can be no assurance that Adient will not be treated as a PFIC for any taxable year or at any time during a U.S. holder's holding period.

If Adient were to be treated as a PFIC, unless a U.S. holder elects to be taxed annually on a mark-to-market basis with respect to its Adient ordinary shares, gain realized on any sale or exchange of such Adient ordinary shares and certain distributions received with respect to such shares could be subject to additional U.S. federal income taxes, plus an interest charge on certain taxes treated as

having been deferred under the PFIC rules. In addition, dividends received with respect to Adient ordinary shares would not constitute qualified dividend income eligible for preferential tax rates if Adient is treated as a PFIC for the taxable year of the distribution or for its preceding taxable year. Adient does not expect to provide U.S. holders with the information that is necessary to make a qualified electing fund election, which can mitigate some of the adverse U.S. federal income tax consequences to U.S. holders in the event Adient were to be classified as a PFIC. U.S. holders should consult their own tax advisors regarding the application of the PFIC rules to their investment in the Adient ordinary shares.

Specified Foreign Financial Assets

Certain U.S. holders holding specified foreign financial assets with an aggregate value in excess of the applicable dollar threshold are required to report information to the IRS relating to Adient ordinary shares, subject to certain exceptions (including an exception for Adient ordinary shares held in accounts maintained by U.S. financial institutions), by attaching a complete IRS Form 8938, Statement of Specified Foreign Financial Assets, with their tax return, for each year in which they hold Adient ordinary shares. Such U.S. holders should consult their own tax advisors regarding information reporting requirements relating to their ownership of Adient ordinary shares.

Information Reporting and Backup Withholding

In general, information reporting requirements will apply to dividends received by U.S. holders of Adient ordinary shares, and the proceeds received on the disposition of Adient ordinary shares effected within the United States (and, in certain cases, outside the United States), in each case, other than U.S. holders that are exempt recipients (such as corporations). Backup withholding (currently at a rate of 28%) may apply to such amounts if the U.S. holder fails to provide an accurate taxpayer identification number and comply with certain certification requirements on a properly completed IRS Form W-9 or is otherwise subject to backup withholding. Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules may be allowed as a refund or credit against a U.S. holder's U.S. federal income tax liability, if any, provided that the required information is timely supplied to the IRS.

U.S. Federal Income Tax Consequences of the Distribution and of the Ownership and Disposition of Adient Ordinary Shares to Non-U.S. Holders

Subject to the discussion below under “—Information Reporting and Backup Withholding,” a non-U.S. holder that receives Adient ordinary shares and/or cash in lieu of fractional Adient ordinary shares in the distribution, generally will not be subject to U.S. federal income or withholding tax, on (i) any dividend or any gain recognized in connection with the distribution (as determined for U.S. federal income tax purposes based on the Distribution Amount and based on such non-U.S. holder's ratable share of current and accumulated earnings and profits of Johnson Controls for the taxable year of the distribution, as discussed above under “—U.S. Federal Income Tax Consequences of the Distribution to U.S. Holders”) or (ii) any dividend or gain recognized in connection with any distributions made with respect to Adient ordinary shares received in the distribution by such non-U.S. holder (as determined for U.S. federal income tax purposes based on such non-U.S. holder's ratable share of current and accumulated profits of Adient for the taxable year of such distributions, as discussed above under “—U.S. Federal Tax Consequences to U.S. Holders of the Ownership and Disposition of Adient Ordinary Shares—Distributions on Adient Ordinary Shares”), or (iii) any gain

recognized upon any sale, exchange or other taxable disposition of Adient ordinary shares received in the distribution by such non-U.S. holder, unless:

- such dividend or gain is effectively connected with such non-U.S. holder's conduct of a trade or business in the United States (and, if required by an applicable tax treaty, is attributable to a permanent establishment maintained by the non-U.S. holder in the United States); or
- in the case of gain only, such non-U.S. holder is a nonresident alien individual who is present in the United States for 183 days or more during the taxable year in which such gain is recognized, and certain other requirements are met.

Unless an applicable treaty provides otherwise, any dividend or gain described in the first bullet point above generally will be subject to U.S. federal income tax in the same manner as if such holder were a U.S. person, as described above under “—U.S. Federal Income Tax Consequences of the Distribution to U.S. Holders,” “—U.S. Federal Income Tax Consequences to U.S. Holders of the Ownership and Disposition of Adient Ordinary Shares—Distributions on Adient Ordinary Shares,” or “—U.S. Federal Income Tax Consequences to U.S. Holders of the Ownership and Disposition of Adient Ordinary Shares—Sale, Exchange, Redemption or Other Taxable Disposition of Adient Ordinary Shares,” as applicable. A non-U.S. holder that is a corporation also may be subject to a branch profits tax equal to 30% (or such lower rate specified by an applicable tax treaty) of its effectively connected earnings and profits for the taxable year, as adjusted for certain items. Non-U.S. holders should consult their tax advisors regarding any applicable tax treaties that may provide for different rules.

Any gain described in the second bullet point above generally will be subject to U.S. federal income tax on any gain from the distribution at a rate of 30% (or such lower rate as may be specified by an applicable income tax treaty), but may be offset by U.S.-source capital losses of the non-U.S. holder, if any, provided that the holder has timely filed U.S. federal income tax returns with respect to such losses.

Information Reporting and Backup Withholding

In general, Adient ordinary shares received in the distribution, cash received in lieu of Adient ordinary shares received in the distribution, dividends paid with respect to Adient ordinary shares and proceeds from the sale or other disposition of Adient ordinary shares received in the United States by a non-U.S. holder or through certain financial intermediaries with certain U.S. connections may be subject to information reporting and backup withholding unless such non-U.S. holder provides proof of an applicable exemption or complies with certain certification procedures (such as providing a valid IRS Form W-8BEN, IRS Form W-8BEN-E, or IRS Form W-8ECI or otherwise establishing an exemption), and otherwise complies with the applicable requirements of the backup withholding rules.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules may be allowed as a refund or credit against a holder's U.S. federal income tax liability, if any, provided that the required information is timely furnished to the IRS.

The foregoing is a summary of material U.S. federal income tax consequences of the separation and the distribution and of the ownership and disposition of Adient ordinary shares under current law and particular circumstances. The foregoing does not purport to address all U.S. federal income tax consequences or tax consequences that may arise under the tax laws of other jurisdictions or that may apply to particular categories of shareholders.

TAXATION IN THE UNITED KINGDOM

The following statements are intended only as a general guide to certain U.K. tax considerations and do not purport to be a complete analysis of all potential U.K. tax consequences of holding or disposing of Adient ordinary shares received in the distribution. They are based on current or announced U.K. tax law and what is understood to be the current practice of HMRC as at the date of this Form 10, both of which may change, possibly with retroactive effect. They relate only to certain limited aspects of the U.K. tax treatment of Adient shareholders who are resident and, in the case of individuals, domiciled, for tax purposes in (and only in) the United Kingdom (except insofar as express reference is made to the treatment of non-U.K. residents), who hold their Adient ordinary shares as an investment (other than in an individual savings account or a self-invested personal pension) and who are the absolute beneficial owner of both the Adient ordinary shares and any dividends paid on them. Such shareholders are referred to below as “U.K. Holders.” References below to “Non-U.K. Holders” are to persons who are not resident for tax purposes in the United Kingdom, have not within the past five years been resident, or ordinarily resident, for tax purposes in the United Kingdom and are not carrying on a trade, profession or vocation in the United Kingdom. The tax position of certain categories of shareholders who are subject to special rules (such as persons acquiring their Adient ordinary shares in connection with employment, dealers in securities, insurance companies and collective investment schemes) is not considered.

The statements are intended as a general guide only. Johnson Controls shareholders that receive Adient ordinary shares in the distribution who are in any doubt as to their tax position or who may be subject to tax in a jurisdiction other than the United Kingdom are strongly recommended to consult their own professional advisers.

Taxation of Dividends

Adient will not be required to withhold tax at source from dividend payments it makes, irrespective of the residence or particular circumstances of the Adient shareholder receiving such dividend payment.

An Adient shareholder’s liability to taxation on dividends will depend upon the circumstances of the Adient shareholder. Changes have been announced concerning the position of U.K. resident individual shareholders with effect from April 2016. The current position for U.K. resident individuals, as well as the announced position from April 2016, is described below.

U.K. Resident Individual Adient Shareholders

Current Position

An individual U.K. Holder who receives a dividend from Adient will be entitled to a tax credit which may be set off against their total income tax liability on the dividend. Such an individual’s liability to income tax is calculated on the aggregate of the dividend and the tax credit (referred to herein as “the gross dividend”) which will be regarded as the top slice of the individual’s income. The tax credit will be equal to 10% of the gross dividend (*i.e.*, the tax credit will be one-ninth of the amount of the dividend).

An individual U.K. Holder who is not liable to income tax in respect of the gross dividend will not be entitled to claim repayment of any part of the tax credit.

An individual U.K. Holder who is liable to income tax at a rate or rates not exceeding the basic rate will be subject to income tax on the dividend at the rate of 10% of the gross dividend so that the tax credit will satisfy in full such individual’s liability to income tax on the dividend.

An individual U.K. Holder who is liable to income tax at the higher rate (but not the additional rate) will be subject to income tax on the gross dividend at 32.5% to the extent that the gross dividend,

when treated as the top slice of that individual's income, exceeds the threshold for higher rate income tax, but will be able to set the tax credit off against part of this liability. Such an individual will therefore have to account for additional tax equal to 22.5% of the gross dividend (or 25% of the cash dividend received) to the extent that their income (including the gross dividend) exceeds the higher rate threshold.

An individual U.K. Holder who is liable to income tax at the additional rate will be subject to income tax on the gross dividend at 37.5% to the extent that the gross dividend, when treated as the top slice of that individual's income, exceeds the threshold for additional rate income tax, but will be able to set the tax credit off against part of this liability. Such an individual will therefore have to account for additional tax equal to 27.5% of the gross dividend (or approximately 30.56% of the cash dividend received) to the extent that the income (including the gross dividend) exceeds the additional rate threshold.

Announced Position from April 2016

On July 8, 2015, the UK government announced that it proposes to abolish the tax credit system described above with effect from April 2016 and introduce a new dividend tax-free allowance of £5,000 per year instead. It is proposed that the new rates of tax on dividend income above the tax-free allowance will be 7.5% on dividend income within the basic rate band, 32.5% on dividend income within the higher rate band and 38.1% on dividend income within the additional rate band. Draft legislation effecting this change was published in December 2015 and is proposed to be included in the UK Finance Bill 2016.

U.K. Resident Corporate Adient Shareholders

A corporate U.K. Holder which is a "small company" for the purposes of Chapter 2 of Part 9A of the Corporation Tax Act 2009 will not be subject to UK corporation tax on any dividend received from Adient provided certain conditions are met (including an anti-avoidance condition).

Other corporate U.K. Holders will not be subject to UK corporation tax on any dividend received from Adient so long as the dividend falls within an exempt class and certain conditions are met. For example, (i) dividends paid on shares that are not redeemable and do not carry any present or future preferential rights to dividends or to Adient's assets on its winding up, and (ii) dividends paid to a person holding less than a 10% interest in Adient, should generally fall within an exempt class. However, the exemptions mentioned above are not comprehensive and are subject to anti-avoidance rules.

If the conditions for exemption are not met or cease to be satisfied for such a U.K. Holder, or if such a U.K. Holder elects for an otherwise exempt dividend to be taxable, that U.K. Holder will be subject to UK corporation tax on dividends received from Adient at the rate of corporation tax applicable to that U.K. Holder (currently 20%).

U.K. Resident Exempt Adient Shareholders

A U.K. Holder which is not liable to U.K. taxation on dividends, including pension funds and charities, will not be entitled to claim repayment of the tax credit attaching to any dividend paid by Adient.

Non-U.K. Resident Adient Shareholders

A Non-U.K. Holder will not generally be able to claim repayment from HMRC of any part of the tax credit attaching to a dividend received from Adient, although this will depend on the existence and

terms of any double taxation convention between the United Kingdom and the country in which such Non-U.K. Holder is resident.

Non-U.K. Holders may be subject to taxation on dividend income under their local law. Non-U.K. Holders should consult their own tax advisers concerning their tax liabilities (in the United Kingdom and any other country) on dividends received from Adient, whether they are entitled to claim repayment of any part of the tax credit and, if so, the procedure for doing so, and whether any double taxation relief is due in any country in which they are subject to tax.

Taxation of Disposals

A disposal or deemed disposal of Adient ordinary shares by a U.K. Holder may, depending on their circumstances and subject to any available exemptions and reliefs (such as the annual exempt amount for individuals, as discussed below, and indexation allowance for corporate U.K. Holders), give rise to a chargeable gain or an allowable loss for the purposes of U.K. taxation of chargeable gains.

Non-U.K. Holders are generally not subject to U.K. taxation on chargeable gains. They may, however, be subject to taxation under their local law. However, if such a Non-U.K. Holder were to carry on a trade, profession or vocation in the United Kingdom through a branch or agency (or, in the case of a non-U.K. resident corporate Adient shareholder, a permanent establishment) to which the Adient ordinary shares are attributable, they will be subject to the same rules that apply to U.K. Holders.

Generally, an individual Adient shareholder who has ceased to be resident in the United Kingdom for tax purposes for a period of five full tax years or fewer and who disposes, or is deemed to dispose, of their Adient ordinary shares during that period may, on their return to the United Kingdom, be liable to U.K. taxation on any capital gain realized on that disposal (subject to any available exemption or relief). Special rules apply to Adient shareholders who are subject to tax on a “split-year” basis. Such Adient shareholders should seek specific professional advice if they are in any doubt about their position.

The applicable rate for a U.K. Holder who is subject to income tax at a rate or rates not exceeding the basic rate and becomes liable to UK capital gains tax on the disposal or deemed disposal of Adient ordinary shares is 18%. Where an individual U.K. Holder is subject to income tax at either the higher or the additional rate, or to the extent that any gain on the disposal or deemed disposal takes such an individual’s aggregate income and gains over the higher rate threshold, the applicable rate will be 28%. Individual U.K. Holders are, for each tax year, entitled to an annual exemption from capital gains tax for a specified amount of gains realized in that tax year. The annual exempt amount for the tax year to April 5, 2016 is £11,100.

Stamp Duty and Stamp Duty Reserve Tax (SDRT)

The following statements are intended as a general guide to the current position relating to UK stamp duty and SDRT on the issuance and transfer of Adient ordinary shares, and apply to any holders of Adient ordinary shares irrespective of their place of tax residence. Certain categories of person, including intermediaries, brokers, dealers and persons connected with depositary receipt arrangements and clearance services, may not be liable to stamp duty or SDRT or may be liable at a higher rate or may, although not primarily liable for such tax, be required to notify and account for it under the Stamp Duty Reserve Tax Regulations 1986.

Ordinary Shares to Be Issued in Connection with the Spin-off

It is intended that the Adient ordinary shares to be issued in connection with the spin-off will be issued to Cede & Co (“Cede”) (as nominee for DTC). Under current U.K. legislation, where U.K.

shares are issued to, or to a nominee for, a person whose business is or includes the provision of clearance services for the purchase and sale of such shares, SDRT will generally be payable at the higher rate of 1.5% of the price of such shares when issued. Following litigation, HMRC has confirmed in its published guidance that it will no longer seek to impose the 1.5% SDRT charge on issues of U.K. shares to clearance services anywhere in the world on the basis that the charge is not compatible with EU law. The parties are seeking a formal clearance from HMRC that it will not seek to impose the 1.5% SDRT charge when the Adient ordinary shares to be issued in connection with the spin-off are issued to Cede (as nominee for DTC).

While the Adient ordinary shares are held by Cede (as nominee for DTC), and provided that Cede and DTC satisfy various conditions specified in U.K. legislation, transfers of, or agreements to transfer, such Adient ordinary shares (whether by way of sale or other form of disposition) should not be subject to U.K. stamp duty or SDRT.

In the event that Adient ordinary shares have left the DTC clearance service otherwise than by way of a transfer to another clearance service or depositary receipt system, a transfer of, or an agreement to transfer, such Adient ordinary shares (including in relation to the repurchase of such Adient ordinary shares by Adient) may, subject to any available exemption or relief, be subject to U.K. stamp duty or SDRT at a rate of 0.5 percent of the consideration for such transfer or agreement to transfer. An exemption from stamp duty is available on an instrument transferring Adient ordinary shares where the amount or value of the consideration for such transfer is £1,000 or less, and it is certified on the instrument that the transaction effected by the instrument does not form part of a larger transaction or series of transactions for which the aggregate consideration exceeds £1,000. Any such U.K. stamp duty or SDRT will generally be payable by the transferee.

In the event that Adient ordinary shares which have left the DTC clearance service otherwise than by way of a transfer to another clearance service or depositary receipt system are transferred back into the DTC clearance service or are transferred into any other clearance service or depositary receipt system, such transfer may give rise, subject to any available exemption or relief, to U.K. stamp duty or SDRT at a rate of 1.5 percent of the amount or value of the consideration for such transfer or, where there is no consideration for such transfer, the value of the Adient ordinary shares at the time of transfer.

Inheritance Tax

Adient ordinary shares in the hands of an individual shareholder may be subject to inheritance tax in the United Kingdom upon the death of that shareholder. However, individual Non-U.K. Holders who are domiciled in the United States and/or are U.S. citizens (and not U.K. citizens) should be exempt from inheritance tax under the terms of the relevant double taxation convention between the United States and the United Kingdom.

MATERIAL IRISH INCOME TAX CONSEQUENCES

The following is a summary of the material Irish tax consequences for certain beneficial owners of Johnson Controls ordinary shares who receive Adient ordinary shares pursuant to the distribution and who are the beneficial owners of such Adient ordinary shares. The summary does not purport to be a comprehensive description of all of the tax considerations that may be relevant to each of the shareholders. The summary is based upon Irish tax laws and the practice of Irish Revenue in effect on the date of this information statement and, in particular, assumes the receipt of a positive opinion from Irish Revenue relating to the distribution not being subject to Irish dividend withholding. Changes in law and/or administrative practice may result in alteration of the tax considerations described below.

The summary does not constitute tax advice and is intended only as a general guide. The summary is not exhaustive and shareholders should consult their own tax advisers about the Irish tax consequences (and tax consequences under the laws of other relevant jurisdictions) of the spin-off and of the acquisition, ownership and disposal of our ordinary shares. The summary applies only to shareholders who will own our ordinary shares as capital assets and does not apply to other categories of shareholders, such as dealers in securities, trustees, insurance companies, collective investment schemes and shareholders who have, or who are deemed to have, acquired our ordinary shares by virtue of an Irish office or employment (performed or carried on in Ireland).

Taxation of Income

Certain distributions made by Irish tax resident companies (such as Johnson Controls) are subject to Irish dividend withholding tax at the current rate of 20%. Johnson Controls intends to apply to the Irish Revenue for a confirmation that the indirect distribution of Adient shares in the manner contemplated by the Separation and Distribution Agreement does not trigger an obligation on Johnson Controls to apply Irish dividend withholding tax. There is no certainty that such a confirmation will be obtained from the Irish Revenue or, if such confirmation was obtained, that the Irish Revenue would not determine at a subsequent audit that the relevant conditions were not satisfied. If the indirect distribution is determined to be subject to Irish dividend withholding tax and the relevant Johnson Controls shareholder did not qualify for an exemption from Irish dividend withholding tax (for example on the basis that the relevant shareholder was not resident for tax purposes in either a Member State of the European Union or a country with which Ireland has a double tax treaty), Johnson Controls could be subject to a material Irish tax liability and the relevant Johnson Controls shareholder could receive a reduced number of Adient shares.

Irish Tax on Chargeable Gains

Non-resident Shareholders. Johnson Controls shareholders that are not resident or ordinarily resident in Ireland for Irish tax purposes and do not hold their shares in connection with a trade or business carried on by such shareholders through an Irish branch or agency will not be subject to Irish tax on chargeable gains on the receipt of Adient ordinary shares pursuant to the spin-off.

Adient shareholders that are not resident or ordinarily resident in Ireland for Irish tax purposes and do not hold their shares in connection with a trade or business carried on by such shareholders through an Irish branch or agency will not be liable for Irish tax on chargeable gains realized on a subsequent disposal of Adient ordinary shares.

Irish Stamp Duty

The distribution should not give rise to a charge to Irish stamp duty for Johnson Controls shareholders. As Adient is not Irish incorporated, Irish stamp duty should not generally be payable in respect of transfers of Adient ordinary shares after the spin-off.

Withholding Tax on Dividends

As Adient is not intended to be resident for tax purposes in Ireland, distributions made by Adient should not be subject to Irish dividend withholding tax.

DESCRIPTION OF MATERIAL INDEBTEDNESS

Adient intends to enter into certain financing arrangements prior to or concurrently with the separation and distribution. A description of such financing arrangements will be included in an amendment to the registration statement of which this information statement is a part.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Before the separation, all of the outstanding Adient ordinary shares will be owned beneficially and of record by a U.K. corporate services provider. Following the distribution, Adient expects to have outstanding an aggregate of approximately million ordinary shares based upon approximately million shares of Johnson Controls outstanding on , 2016, excluding treasury shares and assuming no exercise of Johnson Controls stock options, and applying the distribution ratio of one ordinary share of Adient for every ten shares of Johnson Controls.

Security Ownership of Certain Beneficial Owners

The following table reports the number of Adient ordinary shares that Adient expects will be beneficially owned, immediately following the completion of the distribution, by each person who will beneficially own more than five percent of Adient ordinary shares. The table is based upon information available as of , 2016 as to those persons who beneficially own more than five percent of Johnson Controls shares and an assumption that, for every ten shares of Johnson Controls held by such persons, they will receive one Adient ordinary share.

<u>Name and Address of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Class</u>
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Share Ownership of Executive Officers and Directors

The following table sets forth information, immediately following the completion of the separation calculated as of , 2016, based upon the distribution of one Adient ordinary share for every ten shares of Johnson Controls, regarding (1) each expected director, director nominee and named executive officer of Adient and (2) all of Adient’s expected directors and executive officers as a group. The address of each director, director nominee and executive officer shown in the table below is c/o Adient, Attn: Corporate Secretary, 833 East Michigan Street, Milwaukee, Wisconsin 53202.

<u>Name of Beneficial Owner</u>	<u>Shares Beneficially Owned</u>	<u>Exercisable Stock Options</u>	<u>Percent of Class</u>
John M. Barth			
Julie L. Bushman			
Raymond L. Conner			
Richard Goodman			
Frederick A. Henderson			
Neil E. Marchuk			
R. Bruce McDonald			
Jeffrey M. Stafeil			
All directors and officers as a group (persons)			

* Indicates that the percentage of beneficial ownership of the director or executive officer does not exceed 1 percent of the class.

DESCRIPTION OF ADIENT'S CAPITAL STOCK

Adient's articles of association will be amended and restated prior to the separation. The following is a summary of the material terms of Adient's capital stock that will be contained in the amended and restated articles of association. The summaries and descriptions below do not purport to be complete statements of the relevant provisions of the articles of association to be in effect at the time of the distribution, which you must read for complete information on Adient's capital stock as of the time of the distribution. The articles of association, in a form expected to be in effect at the time of the distribution, will be included as an exhibit to Adient's registration statement on Form 10, of which this information statement forms a part. The summaries and descriptions below do not purport to be complete statements of the U.K. Companies Act 2006, as amended, which is referred to as the Companies Act.

Legal Name; Formation; Fiscal Year; Registered Office

The current legal and commercial name of Adient is Adient Ltd. Adient was organized under the laws of England and Wales on December 17, 2015 as a private limited company, but will be re-registered as a public limited company before the distribution. Adient's fiscal year ends on September 30 each year. Adient's registered office address is 1 Fetter Lane, London, United Kingdom, EC4A 1BR.

Capital Structure

The rights of and restrictions applicable to the Adient ordinary shares will be prescribed in Adient's articles of association, subject to the Companies Act.

Immediately following the distribution, Adient expects that approximately million ordinary shares, par value £0.01 per share, will be issued and outstanding.

Under Adient's articles of association, subject to the Companies Act, the Adient board of directors (or an authorized committee thereof) is authorized to approve the allotment, issue, grant and disposal of, or otherwise deal with, shares, options, equity awards, rights over shares, warrants, other securities and derivatives (including unissued shares) or fractions thereof in or of Adient to such persons, at such times and on such terms as it thinks fit (including specifying the conditions of allotment of shares for the purposes of the Companies Act).

As a matter of English law, the directors of a company may issue new ordinary or preferred shares without shareholder approval once authorized to do so by the articles of association or by an ordinary resolution adopted by the shareholders at a general meeting. An ordinary resolution requires over 50% of the votes of a company's shareholders cast at a general meeting (in person or by proxy). The authorization may be granted for a maximum period of five years, at which point it must be renewed by the shareholders by an ordinary resolution. Adient's articles of association will authorize Adient's board of directors to allot shares in Adient with aggregate par amount of up to £ (subject to the limits provided for in the NYSE Listed Company Manual) without shareholder approval for a period of five years from the date of adoption of Adient's articles of association.

Preemption Rights, Share Warrants and Share Options

The Companies Act automatically grants certain preemptive rights on the issue of shares of Adient. However, Adient's articles of association will disapply the statutory preemption rights for issues of shares up to the number of shares authorized for allotment in Adient's articles of association. English law requires this disapplication to be renewed at least every five years by special resolution, and it is the intention of Adient to seek such renewal at least every five years. If the disapplication is not renewed, shares issued for cash must be offered to existing shareholders of Adient on a pro rata basis to their existing shareholding before the shares may be issued to any new shareholders.

Statutory preemption rights do not apply (i) where shares are issued for non-cash consideration (such as in a stock-for-stock acquisition), (ii) to the issue of non-equity shares (that is, shares that have the right to participate only up to a specified amount in any income or capital distribution) or (iii) where shares are issued pursuant to an employee stock option or similar equity plan.

Dividends

Under English law, dividends and distributions may be made only from distributable reserves of Adient. Distributable reserves are the accumulated realized profits of Adient that have not previously been utilized in a distribution or capitalization less accumulated realized losses that have not previously been written off in a reduction or reorganization of capital, and include reserves created by way of a reduction of capital, including the share premium account. In addition, no distribution or dividend may be paid or made by Adient unless the net assets of Adient are equal to, or exceed, the aggregate of Adient's called up share capital plus non-distributable reserves and the distribution does not reduce Adient's net assets below such aggregate. Non-distributable reserves include the share premium account, the capital redemption reserve fund and the amount by which Adient's accumulated unrealized profits that have not previously been utilized by any capitalization exceed Adient's accumulated unrealized losses that have not previously been written off in a reduction or reorganization of capital.

Although Adient will not have any distributable reserves immediately following the distribution, Adient intends to take steps to create such distributable reserves. See "Risk Factors."

The mechanism as to who declares a dividend and when a dividend becomes payable will be governed by Adient's articles of association. Adient's articles of association will authorize the Adient board of directors to declare such dividends as appear justified from the financial position of Adient (which are commonly referred to as interim dividends) without the approval of the shareholders at a general meeting. The board of directors may also recommend a dividend to be approved and declared by the shareholders at a general meeting. Although the shareholders may direct that the payment be made by distribution of assets, shares or cash, no dividend issued may exceed the amount recommended by the directors. The dividends can be declared and paid in the form of assets, shares or cash.

Share Repurchases, Redemptions and Conversions

Repurchase and Redemption

Under the Companies Act, Adient may purchase its own fully paid shares, including any redeemable shares, from any source to the extent it is authorized to do so by an ordinary resolution (passed by a simple majority of those voting in person or by proxy) of the Adient shareholders. However, the repurchase of shares cannot result in only redeemable or treasury shares being in issue. A purchase of such shares must be financed out of Adient's distributable reserves or the proceeds of a fresh issue of shares.

Treasury Shares

Under the Companies Act, following the redemption or repurchase of shares, Adient may hold the shares in treasury (and subsequently cancel them, sell them, or transfer them for the purpose of or under an employees' share scheme) to the extent it is authorized to do so by an ordinary resolution (passed by a simple majority of those voting in person or by proxy) of the Adient shareholders. There must at all times be sufficient shares in Adient outstanding that are not held in treasury to satisfy the minimum share capital requirements under the Companies Act.

Purchases by Subsidiaries of Adient

Under the Companies Act, generally a subsidiary of Adient cannot hold shares in Adient. However, this does not prevent a subsidiary which, at the time it becomes a subsidiary, is an Adient shareholder from continuing to hold Adient ordinary shares, provided that it has no right to vote on any matter presented to Adient shareholders and provided it does not acquire additional shares in Adient except by way of the allotment to it of fully paid shares via a capitalization of reserves.

Consolidation and Division; Subdivision

Under the Companies Act, Adient ordinary shares may be consolidated or divided into shares of a larger or smaller amount by an ordinary resolution passed by a simple majority of the voting rights represented in person or by proxy at a meeting of Adient shareholders at which the resolution is proposed.

Reduction of Share Capital

Under the Companies Act, Adient may reduce its capital only by way of a court-approved procedure, preceded by the approval of a majority of three-quarters of its shareholders present and voting in person or by proxy at a general meeting.

Annual General Meetings of Shareholders

Adient must hold its annual general meeting within the six month period beginning with the day following its accounting reference date (which is its accounting year end of September 30). Adient's articles of association will provide that the Adient board of directors may convene general meetings of the shareholders at any place they so designate.

The notice of the general meeting must state the time, date and place of the meeting and the general nature of the business to be dealt with. Under English law, an annual general meeting must be called by at least 21 clear days' notice. This notice period can be shortened if all shareholders who are permitted to attend and vote agree to the shorter notice. A meeting other than the annual general meeting must be called by not less than 14 clear days' notice, but this too can be longer or shorter by agreement.

"Clear days" means calendar days and excludes (1) the date on which a notice is given or a request received; and (2) the date of the meeting itself.

General Meetings of Shareholders

Adient's articles of association will provide that general meetings of shareholders may be called on the order of the Adient board of directors. In addition, the Companies Act requires the Adient board of directors, if it receives a written requisition from Adient shareholders representing at least 5% of the total voting rights of Adient shareholders who have the right to vote at the meeting requisitioned, who we refer to as the requisitioners, within 21 days of receipt of the requisition to proceed to call a general meeting of Adient shareholders or a meeting of the holders of that class of shares, as applicable, to be held as soon as practicable and in any event not later than 28 days after the date of the notice convening the meeting. The requisition must state the business to be considered at the meeting, must be signed by or on behalf of the requisitioners, and must be submitted to Adient's registered office.

Under the Companies Act, if the Adient board of directors does not, within 21 days of the date of the deposit of a valid requisition from requisitioners, call a meeting of Adient shareholders to be held within 28 days of a valid notice convening the meeting, the requisitioners (or those representing more than a majority of the total voting rights of the requisitioners) may call a meeting of Adient

shareholders to be held within three months of the date of deposit of the requisition. A meeting called by the requisitioners in this manner must be called in the same manner, as nearly as possible, as meetings are called by the Adient board of directors. Adient must pay the requisitioners their reasonable expenses incurred in calling the meeting if the Adient board of directors has failed to properly call a requisitioned meeting.

Proxy Access

Adient provides proxy access rights in its articles of association. Adient's articles of association provide that, in certain circumstances, a shareholder or group of up to 20 shareholders may include director candidates that they have nominated in Adient's annual general meeting proxy materials. Such shareholder or group of shareholders will need to own 3% or more of Adient's outstanding ordinary shares continuously for at least three years. The number of shareholder-nominated candidates appearing in any of Adient's annual general meeting proxy materials will not exceed the greater of 2 and 20% of the number of directors then serving on Adient's board, rounded down to the nearest whole number, subject to reduction in certain circumstances, including where shareholders have nominated candidates for election at the same meeting outside the proxy access process. The nominating shareholder or group of shareholders will also be required to deliver certain information and undertakings, and each nominee will be required to meet certain qualifications, as described in more detail in the articles of association.

Voting

All resolutions at an annual general meeting or other general meeting will be decided on a poll. The requirement for poll voting on resolutions at a general meeting may be removed or amended only by a unanimous shareholder resolution passed at a general meeting. Where a vote is to be taken at a general meeting, every shareholder will have one vote for each ordinary share that he or she holds as of the record date for the meeting. Voting rights may be exercised by shareholders registered in Adient's share register as of the record date for the meeting or by a duly appointed proxy of such a registered shareholder, which proxy need not be a shareholder. Where interests in shares are held by a nominee trust company, this company may exercise the rights of the beneficial holders on their behalf as their proxy. All proxies must be appointed in the manner prescribed by Adient's articles of association. Adient's articles of association permit the appointment of proxies by the shareholders to be notified to Adient electronically.

Under the Companies Act, an ordinary resolution approved by a simple majority of the voting rights represented in person or by proxy at a meeting of the shareholders at which the resolution is proposed is required for the following matters:

- approval of directors' long-term service contracts, substantial property transactions with or loans to directors;
- ratification of acts by directors;
- the approval of the directors' remuneration report and remuneration policy;
- a sub-division or consolidation of share capital; and
- authorization of off-market share purchases.

Under the Companies Act, a special resolution proposed at an annual general meeting or other general meeting of the shareholders requires approval by not less than 75% of the voting rights represented in person or by proxy at the meeting. Matters requiring a special resolution under the Companies Act include the following:

- altering a company's articles of association;

- changing the status of a company from public to private or from private to public;
- changing the name of a company (unless otherwise provided for in the company's articles of association);
- varying the class rights of shares, unless otherwise provided for in the articles of association;
- reducing share capital; and
- commencing or terminating a member's voluntary winding up under the Companies Act.

Under Adient's articles of association, however, certain amendments to Adient's articles of association will require the affirmative vote of at least 80 percent of Adient ordinary shares outstanding, which represents a higher standard than that required under the Companies Act for altering a company's articles of association. In particular, amendments to the provisions of Adient's articles of association relating to the following matters will require the affirmative vote of at least 80 percent of Adient ordinary shares outstanding:

- notice of annual general meetings;
- authority to change the size of the board or fill board vacancies;
- director and officer indemnification;
- combinations with interested shareholders;
- advance notice of shareholder business and nominations; and
- amending the articles of association.

To shorten the notice requirements for a meeting (other than an annual general meeting) of the shareholders or a class of shareholders of the company, a resolution of shareholders entitled to attend and vote at the meeting and holding not less than 95% of the total voting rights of shareholders who have that right is required.

Variation of Rights Attaching to a Class of Shares

Under the Companies Act, any variation of class rights attaching to the issued shares of Adient requires the approval of a special resolution passed by a majority of not less than 75% of the voting rights of that class represented in person or by proxy at a separate meeting of the shareholders of the relevant class.

A variation of the rights of Adient shareholders could also be effected by an amendment to the Adient articles of association. Any such amendment to the Adient articles of association varying the rights of Adient shareholders would require the approval of a special resolution passed by a majority of not less than 75% of the voting rights of that class represented in person or by proxy at a separate meeting of the shareholders of the relevant class, in addition to the approval usually required for an amendment to the Adient articles of association.

Quorum for General Meetings

Adient's articles of association will provide that the presence, in person or by proxy, of the holders of at least a simple majority of the shares issued and entitled to vote at a general meeting constitutes a quorum for the conduct of business. No business may take place at a general meeting of Adient if a quorum is not present in person or by proxy. The board of directors has no authority to waive quorum requirements stipulated in Adient's articles of association. Abstentions and broker non-votes will be counted as present for purposes of determining whether there is a quorum in respect of the proposals.

Requirements for Advance Notification of Director Nominations and Proposals of Shareholders

Adient's articles of association will provide that with respect to a meeting of shareholders, nominations of persons for election to our board of directors and the proposal of business to be considered by shareholders may be made only pursuant to Adient's notice of meeting; by the board of directors; by any shareholders pursuant to the valid exercise of power granted to them under the Companies Act; or by a shareholder who is entitled to vote at the meeting and who has complied with the advance notice procedures provided for in Adient's articles of association.

The Companies Act provides that one or more shareholders holding at least 5% of the total voting rights of all shareholders who have the right to vote on the resolution, or at least 100 shareholders who have a right to vote and hold (on average) at least £100 per shareholder of paid-up share capital, can require resolutions to be put before the annual general meeting (including, for the avoidance of doubt, a resolution to appoint a director).

In order to comply with the advance notice procedures that will be included in Adient's articles of association, a shareholder will be required to give written notice to Adient's Secretary on a timely basis. To be timely for an annual general meeting, notice must be delivered not earlier than the close of business on the 120th day and not later than the close of business on the 90th day prior to the first anniversary of the preceding year's annual general meeting, or, if the date of the annual general meeting is more than 30 days before or more than 60 days after such anniversary date, notice must be delivered not earlier than the close of business on the 120th day prior to the date of such annual general meeting and not later than the close of business on the later of (i) the 90th day prior to the date of such annual general meeting and (ii) the 10th day following the day on which public announcement of the date of such meeting is first made by Adient. With respect to the 2017 annual general meeting, notice must be so delivered not later than the 10th day following the day on which public announcement of the date of such meeting is first made by Adient.

In addition, to be timely, a shareholder's notice must be updated and supplemented, if necessary, so the information provided or required to be provided is true and correct as of the record date for the meeting and as of the date that is ten business days prior to the meeting or any adjournment or postponement thereof. For nominations to the Adient board of directors, the notice must include all information about the director nominee that is required to be disclosed by SEC rules regarding the solicitation of proxies for the election of directors pursuant to Regulation 14A under the Exchange Act, a description of all direct and indirect compensation and other material monetary agreements during the past three years, any other material relationships with the proposed nominee and his or her affiliates and associates and such other information as Adient may reasonably require to determine the eligibility of the proposed nominee, as well as a completed questionnaire, representation and agreement signed by the proposed nominee regarding the background, qualification and certain existing relationships of the proposed nominee. For other business that a shareholder proposes to bring before the meeting, the notice must include a brief description of the business, the reasons for proposing the business at the meeting, a discussion of any material interest of the shareholder in the business and a description of all arrangements with any other person or persons in connection with the proposal. Whether the notice relates to a nomination to the board of directors or to other business to be proposed at the meeting, the notice also must include information about the shareholder, the shareholder's holdings of Adient ordinary shares (as well as "derivative instruments," "short interests" with respect to Adient ordinary shares, as defined in Adient articles of association), any arrangements giving the shareholder the right to vote shares of Adient, any rights to dividends on the Adient ordinary shares that are separated or separable from the underlying Adient ordinary shares, any performance-related fees (other than an asset-based fee) that the shareholder is entitled to based on any increase or decrease in the value of the Adient ordinary shares or "derivative instruments," any significant equity interests or any derivative instruments in any of Adient's principal competitors held by the shareholder

and any interest of the shareholder in any contract with Adient or any of its affiliates or principal competitors.

In addition, the Companies Act provides that shareholders holding not less than 5% of the total voting rights of Adient shareholders who have the right to vote at the meeting requisitioned may call a general meeting for the purpose of considering director nominations or other proposals, as described above under “—General Meetings of Shareholders.”

Unanimous Shareholder Consent to Action Without Meeting

Under English law, a public limited company’s shareholders cannot pass a resolution by written consent; they can only pass resolutions taken at shareholder meetings or by unanimous consent of all shareholders.

Inspection of Books and Records

Under the Companies Act, a company’s register of shareholders is open to inspection during business hours. Inspection is free for shareholders of the company but the company may charge a nominal fee to any other person who intends to inspect the register. In addition, anyone may request a copy of an English company’s register of shareholders on payment of a fee, so long as the request contains certain prescribed information.

The Companies Act also provides that certain corporate records of a public company, including a register of its directors, secretary, debentures and directors’ service contracts, must be open for inspection for at least two hours in each business day.

The accounting records of a public English company must be open at all times to inspection by its directors, secretary and liquidator (if any).

Adient’s statutory books and records shall, to the extent required by the Companies Act, be kept in England.

Acquisitions

An English public limited company may be acquired in a number of ways, including by means of a “scheme of arrangement” between the company and its shareholders or by means of a takeover offer.

Scheme of Arrangement

A “scheme of arrangement” is a statutory procedure under the Companies Act pursuant to which the English courts may approve an arrangement between an English company and some or all of its shareholders. In a “scheme of arrangement,” the company would make an initial application to the court to convene a meeting or meetings of its shareholders at which a majority in number of shareholders representing 75% of the voting rights of such shareholders present and voting either in person or by proxy at the meeting must agree to the arrangement by which they will sell their shares in exchange for the consideration being offered by the bidder. If the shareholders so agree, the company will return to court to request the court to sanction the arrangement. Upon such a scheme of arrangement becoming effective in accordance with its terms and the Companies Act, it will bind the company and all of its shareholders, including those who do not vote on the scheme of arrangement.

Takeover offer

A takeover offer is an offer to acquire all of the outstanding shares of a company (other than shares which at the date of the offer are already held by the offeror). Under the Takeover Code and in order to squeeze out dissenting shareholders, the offer must be made on identical terms to all holders

of shares to which the offer relates. If the offeror, by virtue of acceptances of the offer, acquires or contracts to acquire not less than 90% in par value of the shares to which the offer relates, the Companies Act allows the offeror to give notice to any non-accepting shareholder that the offeror intends to acquire his or her shares through a compulsory acquisition (also referred to as a “squeeze out”), and the shares of such non-accepting shareholders will be acquired by the offeror six weeks later on the same terms as the offer, unless the shareholder objects to the English court and the court enters an order that the offeror is not entitled to acquire the shares or specifying terms of the acquisition different from those of the offer.

It is also possible for Adient to be acquired by way of a merger with an E.U.-incorporated public company under the E.U. Cross Border Merger Directive 2005/56. Such a merger must be approved by a special resolution. If Adient is being merged with another E.U. public company under the E.U. Cross Border Merger Directive 2005/56 and the consideration payable to Adient shareholders is not all in the form of cash, Adient shareholders may be entitled to require their shares to be acquired at fair value.

The Companies Act permits a scheme of arrangement or takeover offer to be made relating only to a particular class or classes of a company’s shares.

Adient’s articles of association will provide that an affirmative vote of Adient shareholders representing at least two-thirds of the par value of Adient’s issued share capital is required for certain transactions relating to the sale of all or substantially all of Adient’s property or assets.

Disclosure of Interests in Shares

Adient shareholders will be subject to section 793 of the Companies Act. Section 793 provides that a company may give notice to any person who it knows, or has reasonable cause to believe, to be interested in the company’s shares (or to have been interested in the previous three years) requiring that person to provide to the company details of the person’s interest.

If an Adient shareholder fails to respond to such a request within 14 calendar days, Adient’s articles of association will provide that Adient can impose sanctions on that holder which include the suspension of voting rights in the relevant shares and, where the relevant shares represent at least 0.25% of the class (excluding treasury shares), the suspension of dividend and share transfer rights. The Adient board of directors may suspend or terminate any and all of the sanctions at its discretion at any time. These sanctions automatically cease seven days after the Adient shareholder complies with the request.

Anti-Takeover Provisions

Applicability of the U.K. Takeover Code

Takeover offers and certain other transactions in respect of certain public companies are regulated by the Takeover Code, which is administered by the Takeover Panel, a body consisting of representatives of the City of London financial and professional institutions which oversees the conduct of takeovers.

An English public limited company is potentially subject to the Takeover Code if, among other factors, its place of central management and control is within the United Kingdom, the Channel Islands or the Isle of Man. The Takeover Panel will generally look to the residency of a company’s directors to determine where it is centrally managed and controlled. Based upon Adient’s current and intended plans for its directors and management, for the purposes of the Takeover Code, Adient will be considered to have its place of central management and control outside the United Kingdom, the Channel Islands or the Isle of Man. Therefore, the Takeover Code would not apply to Adient. It is possible that in the future circumstances could change that may cause the Takeover Code to apply to Adient.

Shareholders Rights Plan

The Adient articles of association will provide the Adient board of directors with the power to establish a shareholders rights plan in a form determined by the Adient board of directors in its absolute discretion. The shareholders rights plan may include rights to either: (i) subscribe for shares in Adient; or (ii) acquire shares of Adient. The Adient board of directors will be entitled to establish a shareholders rights plan if, in the opinion of the Adient board of directors, in the context of an acquisition or potential acquisition of 20% or more of the issued voting shares of Adient, to do so would improve the likelihood that:

- a process which may result in a change of control of Adient is conducted in an orderly manner;
- a change of control of Adient will treat all shareholders of Adient holding the same class of shares equally and fairly;
- an optimum price for shares would be received by all shareholders of Adient;
- the Adient board of directors would have additional time to gather relevant information or pursue appropriate strategies;
- the success of Adient would be promoted for the benefit of its shareholders;
- the long term interests of Adient, its employees, its shareholders and its business would be safeguarded; and/or
- Adient would not suffer serious economic harm.

The Adient articles of association will also provide that the Adient board of directors may, in accordance with the terms of a rights plan, determine to (i) allot shares pursuant to the exercise of rights or (ii) exchange rights for shares in Adient, where in the opinion of the Adient board of directors acting in good faith, in the context of an acquisition or potential acquisition of 20% or more of the issued voting shares of Adient, to do so is necessary in order to prevent:

- the use of abusive tactics by any person in connection with such acquisition;
- unequal treatment of shareholders;
- an acquisition which would undervalue Adient;
- harm to the prospects of the success of Adient for the benefit of its shareholders as a whole; and/or
- serious economic harm to the prospects of Adient,
- or where to do so is otherwise necessary to safeguard the long term interests of Adient, its shareholders and business.

Companies subject to the Takeover Code are constrained from implementing such defensive measures. But as discussed above, these measures are included in the Adient articles of association as the Takeover Code is not expected to apply to Adient and these measures are included commonly in the constitution of U.S. companies. These provisions will apply for so long as Adient is not subject to the Takeover Code.

Interested Shareholder Provision

Adient's articles of association will contain a provision that generally mirrors Section 203 of the Delaware General Corporation Law, an anti-takeover statute that prohibits a publicly held Delaware corporation from engaging in a "business combination" with an "interested" shareholder for a period of three years following the time the person became an interested shareholder, unless the business

combination or the acquisition of shares that resulted in a shareholder becoming an interested shareholder is approved in a prescribed manner. Generally, a “business combination” includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested shareholder. An “interested” shareholder under this provision of Adient’s articles of association will be defined to be a person or entity who, together with its affiliates and associates, owns (or within three years prior to the determination of interested shareholder status did own) fifteen percent (15%) or more of Adient’s voting shares, which is the same threshold contained in Section 203 of the Delaware General Corporation Law. The existence of this provision would be expected to have an anti-takeover effect with respect to transactions not approved in advance by Adient’s board of directors, including discouraging attempts that might result in a premium over the market price for the ordinary shares held by Adient shareholders.

These provisions will apply for so long as Adient is not subject to the Takeover Code.

Corporate Governance

Under English law, the authority for the overall management of Adient is vested in the Adient board of directors. The Adient board of directors may delegate any of its powers on such terms as it thinks fit in accordance with Adient’s articles of association and English law. Despite this delegation, the Adient board of directors remains responsible, as a matter of English law, for the proper management of the affairs of Adient and the directors are not allowed to leave the performance of their duties to others. The directors must ensure that any delegation is and remains appropriate and that an adequate system of control and supervision is in place.

Election of Directors

Adient’s articles of association will provide for a minimum number and a maximum number of directors, and that the number of directors shall be as determined by the Adient board of directors from time to time. The shareholders of Adient may from time to time increase or reduce the maximum number, or increase the minimum number, of directors by the affirmative vote of at least 80 percent of Adient ordinary shares outstanding voting to amend the articles of association.

Directors will be elected by the affirmative vote of a majority of the votes cast by shareholders at an annual general meeting (present in person or by proxy). Commencing with the first annual meeting of shareholders following the separation, directors will stand for election or re-election at each annual general meeting. If a director is not reelected at an annual general meeting, that individual will continue to hold office until his successor is elected or appointed by the Adient board of directors or until he or she resigns or is removed.

Vacancies on the Board of Directors

Adient’s articles of association will provide that the directors have the authority to appoint one or more directors to Adient’s board, subject to the maximum number of directors allowed for in the articles of association. A vacancy on the Adient board of directors may be filled only by the remaining directors. Any director so appointed will hold office until the next annual general meeting of Adient. During any vacancy on the board, the remaining directors will have full power to act as the board.

Removal of Directors

Under English law and subject to the procedural requirements of the Adient articles of association, the Adient shareholders will be able to remove a director without cause by ordinary resolution, provided that at least 28 clear days’ notice of the resolution is given to the company.

Under Adient's articles of association, a director's office will be vacated if that director:

- resigns;
- held office as a director for a fixed term and such term expires;
- ceases to be a director by virtue of any provision of the Companies Act or becomes prohibited by law from being a director;
- becomes bankrupt, has an interim receiving order made against such director, makes any arrangement or compounds with his or her creditors generally or applies to the court for an interim order in connection with a voluntary arrangement under any legislation relating to insolvency;
- is or has been suffering from mental or physical ill health and the Adient board of directors resolves that such director's office be vacated;
- is absent, without permission of the Adient board of directors, from board meetings for six consecutive months and the board resolves that such director's office be vacated;
- is removed from office by notice in writing addressed to such director at his or her address as shown in the company's register of directors and signed by three-quarters or more of all the directors; or
- holds an executive office and such director's appointment to such office is terminated or expires and the Adient board of directors resolves that his or her office be vacated.

Amendment of Governing Documents

English companies, including Adient, may alter their articles of association only with the approval of the holders of at least 75% of the company's shares present and voting in person or by proxy at a general meeting of the company. Under Adient's articles of association, however, certain amendments to Adient's articles of association will require the affirmative vote of at least 80 percent of Adient ordinary shares outstanding, which represents a higher standard than that required under the Companies Act for altering a company's articles of association. The Adient board of directors does not have the power to amend Adient's articles of association without shareholder approval. See "Description of Adient's Capital Stock—Voting."

Duration; Dissolution; Rights upon Liquidation

Adient's duration will be unlimited, but Adient may be dissolved and wound up at any time. There are three types of winding up procedure under the Companies Act:

- a member's voluntary winding up;
- a creditors' voluntary winding up; and
- a compulsory winding-up.

Generally, a member's voluntary winding up occurs when the company is solvent and a creditors' voluntary winding up occurs when it is insolvent. Both processes are initiated by the company passing a special resolution. A liquidator (a qualified insolvency practitioner) needs to be appointed for a creditors' voluntary winding up.

Upon dissolution, after satisfaction of the claims of creditors, the assets of the company would be distributed to shareholders in accordance with their respective interests.

Uncertificated Shares

Shares of Adient may be held in either certificated or uncertificated form. Uncertificated shares are capable of being transferred by means of CREST, DTC or similar systems in accordance with the Uncertificated Securities Regulations 2001.

No Sinking Fund

Shares of Adient have no sinking fund provisions.

No Liability for Further Calls or Assessments

The Adient ordinary shares to be issued in the distribution will be duly and validly issued and fully paid.

Transfer and Registration of Shares

Adient's official share register will be maintained by its transfer agent and the transfer agent's affiliates. The registration in that register will be used to determine which Adient shareholders are entitled to vote at meetings of Adient shareholders. A shareholder of Adient who holds shares beneficially will not be the holder of record of such shares. Instead, the depository (*e.g.*, Cede & Co., as nominee for DTC) or other nominee will be the holder of record of such shares. Accordingly, a transfer of shares from a person who holds such shares beneficially to a person who also holds such shares beneficially through the same depository or other nominee will not be registered in Adient's official share register, as the depository or other nominee will remain the record holder of such shares.

A written instrument of transfer is required under English law in order to register on Adient's official share register any transfer of shares (i) from a person who holds such shares directly to any other person, (ii) from a person who holds such shares beneficially to a person who holds such shares directly, or (iii) from a person who holds such shares beneficially to another person who holds such shares beneficially where the transfer involves a change in the depository or other nominee that is the record owner of the transferred shares. An instrument of transfer also is required for a shareholder who directly holds shares to transfer those shares into his or her own broker account (or vice versa). Such instruments of transfer may give rise to U.K. stamp duty. A person wishing to acquire shares directly may need to purchase the shares through a broker account and then transfer such shares into his or her own name.

Adient's board of directors may decline to recognize any instrument of transfer unless (i) it is accompanied by such evidence as the directors may reasonably require to show the right of the transferor to make the transfer, (ii) it is in respect of one class of share only, (iii) it is in favor of not more than four transferees, and (iv) it is lodged at the registered office of Adient or at such other place as the directors may appoint. In the case of a transfer of shares by means other than a sale through a stock exchange on which the shares are listed, the directors have absolute discretion to decline to register such transfer of a share that is not fully paid or if Adient has a lien on the shares. If the Adient board of directors refuses to register a transfer of a share, it shall, within two months after the date when the transfer was lodged with Adient, send to the transferee a notice of the refusal together with the board's reasons.

The registration of transfers may be suspended by the directors at such times and for such period, not exceeding in the whole 30 days in each year, as the directors may from time to time determine.

Indemnification of Officers and Directors and Insurance

Subject to exceptions, English law does not permit a company to exempt a director or certain officers from, or indemnify a director against, liability in connection with any negligence, default, breach of duty or breach of trust by a director in relation to the company.

The exceptions allow a company to:

- purchase and maintain director and officer liability insurance, or D&O insurance, against any liability attaching in connection with any negligence, default, breach of duty or breach of trust owed to the company. D&O insurance generally covers costs incurred in defending allegations and compensatory damages that are awarded. However, D&O insurance will not cover losses incurred in relation to criminal acts, intentional malfeasance or other forms of dishonesty, certain regulatory offences or excluded matters such as environmental fines and clean-up costs. In relation to these matters, D&O insurance generally only covers defense costs, subject to the obligation of the director or officer to repay the costs if an allegation of criminality, dishonesty or intentional malfeasance is subsequently admitted or found to be true;
- provide a qualifying third party indemnity provision, or QTPIP. This permits a company to indemnify its directors and certain officers (and directors and certain officers of an associated company) in respect of proceedings brought by third parties (covering both legal costs and the amount of any adverse judgment, except for: the legal costs of an unsuccessful defense of criminal proceedings or civil proceedings brought by the company itself; fines imposed in criminal proceedings; and penalties imposed by regulatory bodies). Adient may therefore be able to indemnify directors and certain officers against third party actions such as class actions or certain actions following mergers and acquisitions or share issuances; and
- indemnify a director or certain officers in respect of defense costs in relation to civil and criminal proceedings against him or her. This is subject to the requirement for the director or officer to reimburse the company if the defense is unsuccessful. However, if the company has a QTPIP in place whereby the director or officer is indemnified in respect of legal costs in civil proceedings brought by third parties, then the director or officer will not be required to reimburse the company.

Adient will be required to disclose in its annual directors' report any QTPIP in force at any point during the relevant financial year or in force when the directors' report is approved. A copy of the indemnity or, if it is not in writing, a memorandum setting out its terms must be open to inspection during the life of the indemnity and for a period of one year from the date of its termination or expiration. Any shareholder may inspect the indemnity, or memorandum, without charge or may request a copy on payment of a fee.

In connection with the spin-off, Adient expects that Adient and one of its subsidiaries will enter into indemnification agreements with each of its directors and its officers that will provide for indemnification and expense advancement (except in cases where Adient or any of its subsidiaries is proceeding against the indemnitee) and will include related provisions meant to facilitate the indemnitee's receipt of such benefits.

The limitation of liability and indemnification provisions described above may discourage shareholders from bringing a lawsuit against directors for breaches of their fiduciary duties. These provisions may also have the effect of reducing the likelihood of derivative litigation against Adient's directors and officers, even though such an action, if successful, might otherwise benefit Adient and its shareholders. However, these provisions will not limit or eliminate Adient's rights, or those of any shareholder, to seek non-monetary relief such as injunction or rescission in the event of a breach of a director's duty of care. The provisions will not alter the liability of directors under the federal securities laws. In addition, your investment may be materially adversely affected to the extent that, in a class

action or direct suit, Adient pays the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions. There is currently no pending material litigation or proceeding against any Adient director, officer or employee for which indemnification is being sought.

Board Remuneration

Under English law, and in addition to any requirements imposed by U.S. law, Adient will be required to prepare and submit to shareholders a directors' remuneration report every year at the annual general meeting for a non-binding advisory vote. Every three years, or in the year following an annual general meeting where shareholders did not approve a remuneration report, Adient must submit a remuneration policy to its shareholders for approval by a simple majority in a binding vote.

Enforcement of Civil Liabilities Against Foreign Persons; Exclusive Jurisdiction

As a company listed on the New York Stock Exchange, Adient and its directors and officers will be subject to U.S. securities laws, and investors will be able to initiate civil lawsuits in the United States against Adient for breaches of the U.S. securities laws.

Because Adient will be a public limited company incorporated under English law, Adient shareholders could experience more difficulty enforcing judgments obtained against Adient in U.S. courts than would currently be the case for U.S. judgments obtained against a U.S. corporation. In addition, it may be more difficult (or impossible) to bring some types of claims against Adient in courts sitting in England than it would be to bring similar claims against a U.S. company in a U.S. court.

Furthermore, the Adient articles of association will provide that the courts of England and Wales shall have exclusive jurisdiction to determine any and all (i) derivative actions in which a holder of Adient ordinary shares asserts a claim in the name of Adient, (ii) actions asserting a claim of breach of a fiduciary duty of any of the directors of Adient and (iii) actions asserting a claim arising pursuant to any provision of English law or Adient's articles of association.

A judgment obtained against Adient will be enforced by English courts if the following general requirements are met: (i) the U.S. court must have been one of competent jurisdiction in relation to the particular defendant according to English conflict of laws rules (the submission to jurisdiction by the defendant in the U.S. court would satisfy this rule), (ii) the judgment must be for a sum of money, but not for taxes, a fine or other penalty and (iii) the judgment must be final and conclusive and unalterable in the court which pronounced it. A judgment may be final and conclusive even though an appeal is pending in the U.S. court where it was given, although in such a case a stay of execution would likely be ordered by the U.S. court pending a possible appeal. A judgment given in default of appearance may be considered by the English courts as final and conclusive. However, the English courts may refuse to enforce a judgment of the U.S. courts that meets the above requirements for one of the following reasons: (a) if the judgment was obtained by fraud, (b) the enforcement or recognition of the judgment would be contrary to public policy or the European Convention on Human Rights, (c) the proceedings in which the judgment was obtained were opposed to natural justice, (d) the judgment is inconsistent with a prior judgment on the same subject matter and between the same parties, (e) the judgment is for multiple damages and is therefore unenforceable under the Protection of Trading Interests Act 1980 or (f) the proceedings in which the judgment was obtained were brought contrary to a jurisdiction or arbitration agreement.

Adient and its directors and officers may be subject to criminal penalties in the United States arising from breaches of the U.S. federal securities laws, but may not be subject to criminal penalties in the United Kingdom unless the criminal laws of the United Kingdom were violated. A criminal judgment in a U.S. court under U.S. federal securities laws may not be enforceable in the English

courts on public policy grounds and a prosecution brought before the English courts under U.S. federal securities laws might not be permitted on public policy grounds.

Listing

Adient intends to apply to have its ordinary shares authorized for listing on the New York Stock Exchange under the symbol “ADNT.”

Sale of Unregistered Securities

On December 17, 2015, Adient issued 100 ordinary shares to Johnson Controls pursuant to Section 4(2) of the Securities Act. Adient did not register the issuance of the issued shares under the Securities Act because such issuances did not constitute public offerings. These shares will be transferred by Johnson Controls to the U.K. corporate services provider prior to the distribution date.

Transfer Agent and Registrar

After the distribution, the transfer agent and registrar for Adient ordinary shares will be .

WHERE YOU CAN FIND MORE INFORMATION

Adient has filed a registration statement on Form 10 with the SEC with respect to the Adient ordinary shares being distributed as contemplated by this information statement. This information statement is a part of, and does not contain all of the information set forth in, the registration statement and the exhibits and schedules to the registration statement. For further information with respect to Adient and its ordinary shares, please refer to the registration statement, including its exhibits and schedules. Statements made in this information statement relating to any contract or other document filed as an exhibit to the registration statement include the material terms of such contract or other document. However, such statements are not necessarily complete, and you should refer to the exhibits attached to the registration statement for copies of the actual contract or document. You may review a copy of the registration statement, including its exhibits and schedules, at the SEC's public reference room, located at 100 F Street, NE, Washington, D.C. 20549, by calling the SEC at 1-800-SEC-0330 as well as on the Internet website maintained by the SEC at www.sec.gov. Information contained on any website referenced in this information statement is not incorporated by reference in this information statement.

As a result of the distribution, Adient will become subject to the information and reporting requirements of the Exchange Act and, in accordance with the Exchange Act, will file periodic reports, proxy statements and other information with the SEC.

Adient intends to furnish holders of its ordinary shares with annual reports containing consolidated financial statements prepared in accordance with U.S. generally accepted accounting principles and audited and reported on, with an opinion expressed, by an independent registered public accounting firm.

You should rely only on the information contained in this information statement or to which this information statement has referred you. Adient has not authorized any person to provide you with different information or to make any representation not contained in this information statement.

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Johnson Controls, Inc.

In our opinion, the accompanying combined balance sheets and the related combined statements of income, comprehensive income (loss), invested equity and cash flows present fairly, in all material respects, the financial position of the combination of the automotive seating and interiors businesses of Johnson Controls, Inc. at September 30, 2015 and 2014, and the results of their operations and their cash flows for each of the three years in the period ended September 30, 2015 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed as Schedule II presents fairly, in all material respects, the information set forth therein when read in conjunction with the related combined financial statements. These financial statements and the financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and the financial statement schedule based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in Note 1, the combined financial statements have been derived from the accounting records of Johnson Controls, Inc. The combined financial statements include expense allocations for the functions provided by Johnson Controls, Inc. These allocations may not be indicative of the actual expense that would have been incurred had the automotive seating and interiors businesses operated as a separate entity apart from Johnson Controls, Inc. See Note 21 to the combined financial statements for a summary of transactions with Johnson Controls, Inc.

/s/ PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP
Detroit, Michigan
April 25, 2016

Adient
Combined Statements of Income

(in millions)	Year Ended September 30,		
	2015	2014	2013
Net sales	\$20,071	\$22,041	\$20,470
Cost of sales	18,219	20,088	18,895
Gross profit	1,852	1,953	1,575
Selling, general and administrative expenses	(1,131)	(1,308)	(1,203)
Gain (loss) on business divestitures—net	137	(86)	29
Restructuring and impairment costs	(182)	(158)	(280)
Net financing charges	(12)	(15)	(10)
Equity income	295	284	302
Income before income taxes	959	670	413
Income tax provision	418	296	168
Net income	541	374	245
Income attributable to noncontrolling interests	66	67	58
Net income attributable to Adient	\$ 475	\$ 307	\$ 187

The accompanying notes are an integral part of the combined financial statements.

Adient
Combined Statements of Comprehensive Income (Loss)

(in millions)	Year Ended September 30,		
	2015	2014	2013
Net income	\$ 541	\$ 374	\$245
Other comprehensive income (loss), net of tax:			
Foreign currency translation adjustments	(520)	(253)	9
Realized and unrealized gains (losses) on derivatives	(11)	1	(2)
Realized and unrealized gains (losses) on marketable common stock	—	(7)	2
Pension and postretirement plans	—	1	—
Other comprehensive income (loss)	(531)	(258)	9
Total comprehensive income (loss)	10	116	254
Comprehensive income attributable to noncontrolling interests	58	67	58
Comprehensive income (loss) attributable to Adient	\$ (48)	\$ 49	\$196

The accompanying notes are an integral part of the combined financial statements.

Adient
Combined Statements of Financial Position

(in millions)	September 30,	
	2015	2014
Assets		
Cash and cash equivalents	\$ 44	\$ 45
Accounts receivable, less allowance for doubtful accounts of \$12 and \$11, respectively	2,134	2,027
Inventories	701	745
Assets held for sale	55	979
Other current assets	872	704
Current assets	3,806	4,500
Property, plant and equipment—net	2,139	2,406
Goodwill	2,160	2,334
Other intangible assets—net	129	165
Investments in partially-owned affiliates	1,646	564
Noncurrent assets held for sale	—	652
Other noncurrent assets	557	585
Total assets	\$10,437	\$11,206
Liabilities and Invested Equity		
Short-term debt	\$ 17	\$ 100
Current portion of long-term debt	7	10
Accounts payable	2,653	2,856
Accrued compensation and benefits	392	454
Liabilities held for sale	42	836
Restructuring reserve	280	249
Other current liabilities	620	431
Current liabilities	4,011	4,936
Long-term debt	35	46
Pension and postretirement benefits	118	150
Noncurrent liabilities held for sale	—	7
Other noncurrent liabilities	475	428
Long-term liabilities	628	631
Commitments and contingencies (Note 20)		
Redeemable noncontrolling interests	31	27
Parent's net investment	5,873	5,177
Accumulated other comprehensive income (loss)	(247)	276
Invested equity attributable to Adient	5,626	5,453
Noncontrolling interests	141	159
Total invested equity	5,767	5,612
Total liabilities and invested equity	\$10,437	\$11,206

The accompanying notes are an integral part of the combined financial statements.

Adient
Combined Statements of Cash Flows

(in millions)	Year Ended September 30,		
	2015	2014	2013
Operating Activities			
Net income attributable to Adient	\$ 475	\$ 307	\$ 187
Income attributable to noncontrolling interests	66	67	58
Net income	541	374	245
Adjustments to reconcile net income to cash provided by operating activities:			
Depreciation	329	415	429
Amortization of intangibles	18	22	21
Pension and postretirement benefit expense	15	63	26
Pension and postretirement contributions	(25)	(77)	(22)
Equity in earnings of partially-owned affiliates, net of dividends received	(102)	(108)	(48)
Deferred income taxes	(51)	8	(82)
Non-cash restructuring and impairment charges	27	52	79
Loss (gain) on divestitures—net	(137)	86	(29)
Fair value adjustment of equity investment	—	—	(106)
Equity-based compensation	16	19	28
Other	(2)	(5)	(5)
Changes in assets and liabilities:			
Receivables	(249)	24	(140)
Inventories	(63)	(96)	5
Other assets	(111)	(55)	(92)
Restructuring reserves	56	7	117
Accounts payable and accrued liabilities	8	29	424
Accrued income taxes	127	39	14
Cash provided by operating activities	397	797	864
Investing Activities			
Capital expenditures	(478)	(624)	(659)
Sale of property, plant and equipment	24	56	32
Acquisition of businesses, net of cash acquired	(18)	(9)	(95)
Business divestitures	—	(41)	70
Changes in long-term investments	(44)	16	(22)
Other	27	16	53
Cash used by investing activities	(489)	(586)	(621)
Financing Activities			
Net transfers from (to) Parent	239	(183)	(144)
Increase (decrease) in short-term debt	(22)	36	17
Increase in long-term debt	—	2	7
Repayment of long-term debt	(10)	(17)	(19)
Earnout payment from previous acquisition	—	(12)	(12)
Cash paid to acquire a noncontrolling interest	(38)	(5)	(15)
Other	(76)	(46)	(34)
Cash provided (used) by financing activities	93	(225)	(200)
Effect of exchange rate changes on cash and cash equivalents	(2)	(11)	(7)
Increase (decrease) in cash and cash equivalents	(1)	(25)	36
Cash and cash equivalents at beginning of period	45	70	34
Cash and cash equivalents at end of period	\$ 44	\$ 45	\$ 70

The accompanying notes are an integral part of the combined financial statements.

Adient
Combined Statements of Invested Equity Attributable to Adient

<u>(in millions)</u>	<u>Equity Attributable to Adient</u>	<u>Parent's Net Investment</u>	<u>Accumulated Other Comprehensive Income (Loss)</u>
At September 30, 2012	\$5,558	\$5,033	\$ 525
Comprehensive income (loss):			
Net income	187	187	—
Foreign currency translation adjustments	9	—	9
Realized and unrealized gains (losses) on derivatives . . .	(2)	—	(2)
Realized and unrealized gains (losses) on marketable common stock	2	—	2
Other comprehensive income (loss)	9	—	9
Comprehensive income (loss)	196	187	9
Change in Parent's net investment	(172)	(172)	—
At September 30, 2013	\$5,582	\$5,048	\$ 534
Comprehensive income (loss):			
Net income	307	307	—
Foreign currency translation adjustments	(253)	—	(253)
Realized and unrealized gains (losses) on derivatives . . .	1	—	1
Realized and unrealized gains (losses) on marketable common stock	(7)	—	(7)
Pension and postretirement plans	1	—	1
Other comprehensive income (loss)	(258)	—	(258)
Comprehensive income (loss)	49	307	(258)
Change in Parent's net investment	(178)	(178)	—
At September 30, 2014	\$5,453	\$5,177	\$ 276
Comprehensive income (loss):			
Net income	475	475	—
Foreign currency translation adjustments	(512)	—	(512)
Realized and unrealized gains (losses) on derivatives . . .	(11)	—	(11)
Other comprehensive income (loss)	(523)	—	(523)
Comprehensive income (loss)	(48)	475	(523)
Change in Parent's net investment	221	221	—
At September 30, 2015	<u>\$5,626</u>	<u>\$5,873</u>	<u>\$(247)</u>

The accompanying notes are an integral part of the combined financial statements.

Adient
Notes to Combined Financial Statements

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Separation

On July 24, 2015, Johnson Controls, Inc. (“JCI” or the “Parent”) announced its intent to pursue a separation of the automotive seating and interiors businesses (the “Company” or “Adient”) through a spin-off to shareholders. These combined financial statements reflect the combined historical results of the operations, financial position and cash flows of Adient. Adient is the world’s largest automotive seating supplier. Adient has a leading market position in the Americas, Europe and China, and has relationships with the largest global auto manufacturers. Adient’s technologies extend into virtually every area of automotive seating solutions, including complete seating systems, frames, mechanisms, foam, head restraints, armrests, trim covers and fabrics.

Basis of Presentation

These combined financial statements were prepared on a stand-alone basis derived from the consolidated financial statements and accounting records of JCI as if Adient had been operating as a stand-alone company for all years presented. These combined financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (“U.S. GAAP”). The assets and liabilities in the combined financial statements have been reflected on a historical cost basis, as included in the consolidated statements of financial position of JCI. The combined statements of operations include allocations for certain support functions that are provided on a centralized basis by the Parent and subsequently recorded at the business unit level, such as expenses related to employee benefits, finance, human resources, risk management, information technology, facilities, and legal, among others. These expenses have been allocated to the Company on the basis of direct usage when identifiable, with the remainder allocated on a proportional basis of combined sales, headcount or other measures of the Company or the Parent. Management believes the assumptions underlying the combined financial statements, including the assumptions regarding allocating general corporate expenses from the Parent, are reasonable. Nevertheless, the combined financial statements may not include all actual expenses that would have been incurred by Adient and may not reflect the combined results of operations, financial position and cash flows had it been a stand-alone company during the years presented. Actual costs that would have been incurred if Adient had been a stand-alone company would depend on multiple factors, including organizational structure and strategic decisions made in various areas, including information technology and infrastructure.

Principles of Combination

The combined financial statements include certain assets and liabilities that have historically been held at the Parent level but are specifically identifiable or otherwise attributable to Adient. All significant intercompany transactions and accounts within the Company’s combined businesses have been eliminated. All intercompany transactions between the Company and the Parent have been included in these combined financial statements as Parent’s net investment. Expenses related to corporate allocations from the Parent to the Company are considered to be effectively settled for cash in the combined financial statements at the time the transaction is recorded. In addition, transactions between the Company and the Parent’s other businesses have been classified as related party, rather than intercompany, in the combined financial statements. See Note 21, “Related Party Transactions and Parent’s Net Investment,” of the notes to combined financial statements for further details.

Adient

Notes to Combined Financial Statements (Continued)

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

In addition to wholly-owned subsidiaries, the Company has investments which, in certain cases, may or may not require combination, as a result of only a partial-ownership interest and/or lack of significant influence over the investee. The Company's investments in partially-owned affiliates are accounted for by the equity method when the Company's interest exceeds 20% and the Company does not have a controlling interest.

Combined VIEs

Based upon the criteria set forth in Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 810, "Consolidation," the Company has determined that it was the primary beneficiary in two VIEs for the reporting periods ended September 30, 2015 and 2014, as the Company absorbs significant economics of the entities and has the power to direct the activities that are considered most significant to the entities.

The two VIEs manufacture seating products in North America for the automotive industry. The Company funds the entities' short-term liquidity needs through revolving credit facilities and has the power to direct the activities that are considered most significant to the entities through its key customer supply relationships.

The carrying amounts and classification of assets (none of which are restricted) and liabilities included in the Company's combined statements of financial position for the combined VIEs are as follows (in millions):

	<u>September 30,</u>	
	<u>2015</u>	<u>2014</u>
Current assets	\$279	\$214
Noncurrent assets	41	46
Total assets	<u>\$320</u>	<u>\$260</u>
Current liabilities	\$229	\$186
Total liabilities	<u>\$229</u>	<u>\$186</u>

The Company did not have a significant variable interest in any other combined VIEs for the presented reporting periods.

Use of Estimates

The preparation of combined financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the combined financial statements and the reported amounts of revenues and expenses during the reporting period. The combined financial statements reflect management's estimates as of the reporting date. Actual results could differ from those estimates.

Adient

Notes to Combined Financial Statements (Continued)

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value of Financial Instruments

The fair values of cash and cash equivalents, accounts receivable, short-term debt, accounts payable and long-term debt approximate their carrying values. See Note 10, “Derivative Instruments and Hedging Activities,” and Note 11, “Fair Value Measurements,” of the notes to combined financial statements for fair value of financial instruments, including derivative instruments and hedging activities.

Assets and Liabilities Held for Sale

The Company classifies assets and liabilities (disposal groups) to be sold as held for sale in the period in which all of the following criteria are met: management, having the authority to approve the action, commits to a plan to sell the disposal group; the disposal group is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such disposal groups; an active program to locate a buyer and other actions required to complete the plan to sell the disposal group have been initiated; the sale of the disposal group is probable, and transfer of the disposal group is expected to qualify for recognition as a completed sale within one year, except if events or circumstances beyond the Company’s control extend the period of time required to sell the disposal group beyond one year; the disposal group is being actively marketed for sale at a price that is reasonable in relation to its current fair value; and actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

The Company initially measures a disposal group that is classified as held for sale at the lower of its carrying value or fair value less any costs to sell. Any loss resulting from this measurement is recognized in the period in which the held for sale criteria are met. Conversely, gains are not recognized on the sale of a disposal group until the date of sale. The Company assesses the fair value of a disposal group less any costs to sell each reporting period it remains classified as held for sale and reports any subsequent changes as an adjustment to the carrying value of the disposal group, as long as the new carrying value does not exceed the carrying value of the disposal group at the time it was initially classified as held for sale.

Upon determining that a disposal group meets the criteria to be classified as held for sale, the Company reports the assets and liabilities of the disposal group, if material, in the line items assets held for sale, noncurrent assets held for sale, liabilities held for sale and noncurrent liabilities held for sale in the combined statements of financial position. Refer to Note 3, “Assets and Liabilities Held For Sale,” of the notes to combined financial statements for further information.

Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. Cash and cash equivalents in the combined statements of financial position represent cash legally owned by the Company and negative cash balances are reclassified to short term debt. Cash is managed by legal entity with cash pooling agreements in place for participating businesses within each cash pool master. Transfers of cash to and from the Parent’s cash management system are reflected as a component of Parent’s net investment in the combined statements of financial position. Accordingly, the cash and cash equivalents held by the Parent were not attributed to the Company for any of the years presented, as legal ownership remained with the Parent.

Adient

Notes to Combined Financial Statements (Continued)

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Receivables

Receivables consist of amounts billed and currently due from customers and revenues that have been recognized for accounting purposes but not yet billed to customers. The Company extends credit to customers in the normal course of business and maintains an allowance for doubtful accounts resulting from the inability or unwillingness of customers to make required payments. The allowance for doubtful accounts is based on historical experience, existing economic conditions and any specific customer collection issues the Company has identified. The Company enters into supply chain financing programs in certain foreign jurisdictions to sell accounts receivable without recourse to third-party financial institutions. Sales of accounts receivable are reflected as a reduction of accounts receivable on the combined statements of financial position and the proceeds are included in cash flows from operating activities in the combined statements of cash flows.

Inventories

Inventories are stated at the lower of cost or market. Cost is determined using the first-in, first-out (“FIFO”) method. Finished goods and work-in-process inventories include material, labor and manufacturing overhead costs.

Pre-Production Costs Related to Long-Term Supply Arrangements

The Company’s policy for engineering, research and development, and other design and development costs related to products that will be sold under long-term supply arrangements requires such costs to be expensed as incurred or capitalized if reimbursement from the customer is contractually assured. Income related to recovery of these costs is recorded within selling, general and administrative expense in the combined statements of income. At September 30, 2015 and 2014, the Company recorded within the combined statements of financial position \$299 million and \$244 million, respectively, of engineering and research and development costs for which customer reimbursement is contractually assured. The reimbursable costs are recorded in other current assets if reimbursement will occur in less than one year and in other noncurrent assets if reimbursement will occur beyond one year. At September 30, 2015, the Company had \$127 million and \$172 million of reimbursable costs recorded in current and noncurrent assets, respectively. At September 30, 2014, the Company had \$92 million and \$152 million of reimbursable costs recorded in current and noncurrent assets, respectively.

Costs for molds, dies and other tools used to make products that will be sold under long-term supply arrangements are capitalized within property, plant and equipment if the Company has title to the assets or has the non-cancelable right to use the assets during the term of the supply arrangement. Capitalized items, if specifically designed for a supply arrangement, are amortized over the term of the arrangement; otherwise, amounts are amortized over the estimated useful lives of the assets. The carrying values of assets capitalized in accordance with the foregoing policy are periodically reviewed for impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. At September 30, 2015 and 2014, approximately \$60 million and \$96 million, respectively, of costs for molds, dies and other tools were capitalized within property, plant and equipment which represented assets to which the Company had title. In addition, at September 30, 2015 and 2014, the Company recorded within the combined statements of financial position in other

Adient
Notes to Combined Financial Statements (Continued)

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

current assets \$134 million and \$151 million, respectively, of costs for molds, dies and other tools for which customer reimbursement is contractually assured.

Property, Plant and Equipment

Property, plant and equipment are recorded at cost. Depreciation is provided over the estimated useful lives of the respective assets using the straight-line method for financial reporting purposes and accelerated methods for income tax purposes. The estimated useful lives range from 3 to 40 years for buildings and improvements and from 3 to 15 years for machinery and equipment.

Goodwill and Other Intangible Assets

Goodwill reflects the cost of an acquisition in excess of the fair values assigned to identifiable net assets acquired. The Company reviews goodwill for impairment during the fourth fiscal quarter or more frequently if events or changes in circumstances indicate the asset might be impaired. The Company performs impairment reviews for its reporting units, which have been determined to be the Company's reportable segments using a fair value method based on management's judgments and assumptions or third party valuations. The fair value of a reporting unit refers to the price that would be received to sell the unit as a whole in an orderly transaction between market participants at the measurement date. In estimating the fair value, the Company uses multiples of earnings based on the average of historical, published multiples of earnings of comparable entities with similar operations and economic characteristics. In certain instances, the Company uses discounted cash flow analyses or estimated sales price to further support the fair value estimates. The inputs utilized in the analyses are classified as Level 3 inputs within the fair value hierarchy as defined in ASC 820, "Fair Value Measurement." The estimated fair value is then compared with the carrying amount of the reporting unit, including recorded goodwill. The Company is subject to financial statement risk to the extent that the carrying amount exceeds the estimated fair value.

Intangible assets with definite lives continue to be amortized over their estimated useful lives and are subject to impairment testing if events or changes in circumstances indicate that the asset might be impaired. A considerable amount of management judgment and assumptions are required in performing the impairment tests.

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including property, plant and equipment and other intangible assets with definite lives, for impairment whenever events or changes in circumstances indicate that the asset's carrying amount may not be recoverable. The Company conducts its long-lived asset impairment analyses in accordance with ASC 360-10-15, "Impairment or Disposal of Long-Lived Assets." ASC 360-10-15 requires the Company to group assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities and evaluate the asset group against the sum of the undiscounted future cash flows. If the undiscounted cash flows do not indicate the carrying amount of the asset is recoverable, an impairment charge is measured as the amount by which the carrying amount of the asset group exceeds its fair value based on discounted cash flow analysis or appraisals. Refer to Note 16, "Impairment of Long-Lived Assets,"

Adient
Notes to Combined Financial Statements (Continued)

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

of the notes to combined financial statements for information regarding the impairment testing performed in fiscal years 2015, 2014 and 2013.

Impairment of Investments in Partially-Owned Affiliates

The Company monitors its investments in partially-owned affiliates for indicators of other-than-temporary declines in value on an ongoing basis. If the Company determines that an other-than-temporary decline in value has occurred, it recognizes an impairment loss, which is measured as the difference between the recorded book value and the fair value of the investment. Fair value is generally determined using an income approach based on discounted cash flows or negotiated transaction values.

Short-Term and Long-Term Debt

From a historical perspective, the majority of short-term and long-term third-party debt has been held by the Parent, and has not been recorded for each respective business in the Parent's operating structure. For purposes of the combined financial statements, no short-term or long-term debt recorded by the Parent has been pushed-down to the Company in the combined financial statements, because the Company will not assume the debt of the Parent (either presently or in a planned transaction in the future).

The Parent provided intercompany loans to its legal entities to fund working capital or, in limited cases, acquisitions. These loans have been reflected within Parent's net investment in the combined financial statements. Net interest expense related to these loans pertains to certain foreign operations and has been reflected within Parent's net investment in the combined financial statements. Net interest expense on these loans was not significant for the years ended September 30, 2015, 2014 and 2013.

The short-term and long-term debt recorded in the combined financial statements is related directly to an arrangement between the Company and a third-party, and was not related to an intercompany arrangement between the Company and the Parent.

Revenue Recognition

The Company records revenue when persuasive evidence of an arrangement exists, delivery occurs or services are rendered, the sales price or fee is fixed or determinable and collectability is reasonably assured. The Company delivers products and records revenue pursuant to commercial agreements with its customers generally in the form of an approved purchase order, including the effects of contractual customer price productivity. The Company does negotiate discrete price changes with its customers, which are generally the result of unique commercial issues between the Company and its customers. The Company records amounts associated with discrete price changes as a reduction to revenue when specific facts and circumstances indicate that a price reduction is probable and the amounts are reasonably estimable. The Company records amounts associated with discrete price changes as an increase to revenue upon execution of a legally enforceable contractual agreement and when collectability is reasonably assured.

Essentially all of the Company's sales are to the automotive industry. In fiscal year 2015, Fiat Chrysler Automobiles N.V. and Ford Motor Company had combined net sales of 13% and 11%,

Adient

Notes to Combined Financial Statements (Continued)

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

respectively. In fiscal year 2014, Fiat Chrysler Automobiles N.V. and Ford Motor Company had combined net sales of 14% each. In fiscal year 2013, Daimler AG and Ford Motor Company had combined net sales of 16% each.

Research and Development Costs

Expenditures for research activities relating to product development and improvement are charged against income as incurred and included within selling, general and administrative expenses in the combined statements of income. Such expenditures for the years ended September 30, 2015, 2014 and 2013 were \$599 million, \$667 million and \$688 million, respectively. A portion of these costs associated with these activities is reimbursed by customers and, for the fiscal years ended September 30, 2015, 2014 and 2013 were \$364 million, \$348 million and \$343 million, respectively.

Foreign Currency Translation

Substantially all of the Company's international operations use the respective local currency as the functional currency. Assets and liabilities of international entities have been translated at period-end exchange rates, and income and expenses have been translated using average exchange rates for the period. Monetary assets and liabilities denominated in non-functional currencies are adjusted to reflect period-end exchange rates. The resulting translation adjustments are accumulated as a component of accumulated other comprehensive income. The aggregate transaction losses included in net income for the years ended September 30, 2015, 2014 and 2013 were \$26 million, \$19 million and \$9 million, respectively.

Derivative Financial Instruments

The Company's Parent has written policies and procedures that place all financial instruments under the direction of the Parent and restrict all derivative transactions to those intended for hedging purposes. The use of financial instruments for speculative purposes is strictly prohibited. The Parent has historically used financial instruments to manage the Company's market risk from changes in foreign exchange rates.

The fair values of all derivatives are recorded in the combined statements of financial position. The change in a derivative's fair value is recorded each period in current earnings or accumulated other comprehensive income (AOCI), depending on whether the derivative is designated as part of a hedge transaction and if so, the type of hedge transaction. Refer to Note 10, "Derivative Instruments and Hedging Activities," and Note 11, "Fair Value Measurements," of the notes to combined financial statements for disclosure of the Company's derivative instruments and hedging activities.

Stock-Based Compensation

Adient employees have historically participated in JCI's stock-based compensation plans. Stock-based compensation expense has been allocated to Adient based on the awards and terms previously granted to Adient employees. The stock-based compensation was initially measured at the fair value of the awards on the grant date and is recognized in the financial statements over the period the employees are required to provide services in exchange for the awards. The fair value of option awards is measured on the grant date using the Black-Scholes option-pricing model. The fair value of each

Adient

Notes to Combined Financial Statements (Continued)

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

stock appreciation right (SAR) is estimated using a similar method described for stock options. The fair value of each SAR is recalculated at the end of each reporting period and the liability and expense are adjusted based on the new fair value. The fair value of performance-based share unit (PSU) awards is based on the JCI stock price at the grant date and the assessed probability of meeting future performance targets. The fair value of restricted stock awards is based on the number of units granted and JCI's stock price on the grant date. Refer to Note 12, "Stock-Based Compensation," for additional information.

Pension and Postretirement Benefits

The defined benefit plans in which the Company participates relate primarily to U.S. plans sponsored by the Parent and for which other wholly-owned subsidiaries (other than Adient) of the Parent participate (the "Shared Plans"). Under the guidance in ASC 715, "Compensation—Retirement Benefits," the Company accounts for the Shared Plans as multiemployer plans, recording contributions to the pension plans as an allocation of net periodic benefit costs associated with the Company's employees. Expenses related to the employees' participation in the Shared Plans were calculated using a proportional allocation based on headcount and payroll expense for the Company's employees. The pension expense allocation related to the Shared Plans under the multiemployer approach contains all components of the periodic benefit cost, including interest and service costs and was recorded as a component of selling, general and administrative expenses or cost of sales in the combined financial statements.

Various defined benefit plans that relate solely to the Company are included in these combined financial statements. The Company utilizes a mark-to-market approach for recognizing pension and postretirement benefit expenses, including measuring the market related value of plan assets at fair value and recognizing actuarial gains and losses in the fourth quarter of each fiscal year or at the date of a remeasurement event. Refer to Note 14, "Retirement Plans," of the notes to combined financial statements for disclosure of the Company's pension and postretirement benefit plans.

Income Taxes

The Company accounts for income taxes in accordance with ASC 740, "Income Taxes." Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and other loss carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The Company records a valuation allowance that primarily represents non-U.S. operating and other loss carryforwards for which realization is uncertain. Management judgment is required in determining the Company's provision for income taxes, deferred tax assets and liabilities, and the valuation allowance recorded against the Company's net deferred tax assets.

The Company reviews the realizability of its deferred tax asset valuation allowances on a quarterly basis, or whenever events or changes in circumstances indicate that a review is required. In determining the requirement for a valuation allowance, the historical and projected financial results of the legal entity or consolidated group recording the net deferred tax asset are considered, along with any other

Adient
Notes to Combined Financial Statements (Continued)

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

positive or negative evidence. Since future financial results may differ from previous estimates, periodic adjustments to the Company's valuation allowances may be necessary.

The Company is subject to income taxes in the U.S. and numerous non-U.S. jurisdictions. Judgment is required in determining its worldwide provision for income taxes and recording the related assets and liabilities. In the ordinary course of the Company's business, there are many transactions and calculations where the ultimate tax determination is uncertain. The Company is regularly under audit by tax authorities.

The unrecognized tax benefits reflected in Adient's combined financial statements have been determined using a separate-return by legal entity basis. As a result of the final separation from Johnson Controls, Adient's unrecognized tax benefits could be different from those reflected in the combined financial statements. Adient is subject to income taxes in the U.S. and numerous foreign jurisdictions. Judgment is required in determining its worldwide provision for income taxes and recording the related assets and liabilities. In the ordinary course of Adient's business, there are many transactions and calculations where the ultimate tax determination is uncertain.

Adient's federal income tax returns and certain non-U.S. income tax returns for various fiscal years remain under various stages of audit by the Internal Revenue Service and respective non-U.S. tax authorities. Although the outcome of tax audits is always uncertain, management believes that it has appropriate support for the positions taken on its tax returns and that its annual tax provisions included amounts sufficient to pay assessments, if any, which may be proposed by the taxing authorities. At September 30, 2015, Adient had recorded a liability for its best estimate of the probable loss on certain of its tax positions, the majority of which is included in other noncurrent liabilities in the combined statements of financial position. Nonetheless, the amounts ultimately paid, if any, upon resolution of the issues raised by the taxing authorities may differ materially from the amounts accrued for each year.

The Company does not generally provide additional U.S. income taxes on undistributed earnings of non-U.S. consolidated subsidiaries included in invested equity attributable to Adient. Such earnings could become taxable upon the sale or liquidation of these non-U.S. subsidiaries or upon dividend repatriation. The Company's intent is for such earnings to be reinvested by the subsidiaries or to be repatriated only when it would be tax effective through the utilization of foreign tax credits.

Refer to Note 17, "Income Taxes," of the notes to combined financial statements for the Company's income tax disclosures.

Parent's Net Investment

Parent's net investment includes the Parent's investment in the Company and the net amounts due to or due from the Parent. Recorded amounts reflect capital contributions and/or dividends as well as the results of operations and other comprehensive income (loss). The Parent's net investment in the Company is discussed in further detail in Note 21, "Related Party Transactions and Parent's Net Investment," of the notes to the combined financial statements.

Adient
Notes to Combined Financial Statements (Continued)

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

New Accounting Pronouncements

In March 2016, the FASB issued Accounting Standards Update (ASU) No. 2016-09, “Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting.” ASU No. 2016-09 changes the accounting for certain aspects of share-based payments to employees, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. In addition, the guidance allows for a policy election to account for forfeitures as they occur rather than on an estimated basis. ASU No. 2016-09 will be effective for the Company for the quarter ending December 31, 2017, with early adoption permitted. The Company is currently assessing the impact adoption of this guidance will have on its combined financial statements.

In March 2016, the FASB issued -ASU No. 2016-07, “Investments-Equity Method and Joint Ventures (Topic 323): Simplifying the Transition to the Equity Method of Accounting.” ASU No. 2016-07 eliminates the requirement that when an investment qualifies for use of the equity method as a result of an increase in the level of ownership interest or degree of influence, an investor must adjust the investment, results of operations, and retained earnings retrospectively. ASU No. 2016-07 will be effective prospectively for the Company for increases in the level of ownership interest or degree of influence that result in the adoption of the equity method that occur during or after the quarter ending December 31, 2017, with early adoption permitted. The impact of this guidance for the Company is dependent on any future increases in the level of ownership interest or degree of influence that result in the adoption of the equity method.

In February 2016, the FASB issued ASU No. 2016-02, “Leases (Topic 842).” ASU No. 2016-02 requires recognition of operating leases as lease assets and lease liabilities on the balance sheet and disclosure of key information about leasing arrangements. ASU No. 2016-02 will be effective retrospectively for the Company for the quarter ending December 31, 2019, with early adoption permitted. The Company is currently assessing the impact adoption of this guidance will have on its combined financial statements.

In January 2016, the FASB issued ASU No. 2016-01, “Financial Instruments-Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Liabilities.” ASU No. 2016-01 amends certain aspects of recognition, measurement, presentation and disclosure of financial instruments. ASU No. 2016-01 will be effective prospectively for the Company for the quarter ending December 31, 2018, with early adoption permitted. The Company is currently assessing the impact adoption of this guidance will have on its combined financial statements.

In November 2015, the FASB issued ASU No. 2015-17, “Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes.” ASU No. 2015-17 requires that deferred tax liabilities and assets be classified as noncurrent in the combined statements of financial position. ASU No. 2015-17 was early adopted by the Company for the quarter ended December 31, 2015 and was applied retrospectively to all periods presented.

Adient
Notes to Combined Financial Statements (Continued)

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

In September 2015, the FASB issued ASU No. 2015-16, “Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments.” ASU No. 2015-16 requires that the cumulative impact of a measurement period adjustment (including the impact on prior periods) be recognized in the reporting period in which the adjustment is identified. ASU No. 2015-16 was early adopted by the Company in the quarter ended September 30, 2015. The adoption of this guidance did not have an impact on the Company’s combined financial condition or results from operations.

In July 2015, the FASB issued ASU No. 2015-11, “Simplifying the Measurement of Inventory.” ASU No. 2015-11 requires inventory that is recorded using the first-in, first-out method to be measured at the lower of cost or net realizable value. ASU No. 2015-11 will be effective retrospectively for the Company for the quarter ending December 31, 2017, with early adoption permitted. The adoption of this guidance is not expected to have a significant impact on the Company’s combined financial statements.

In May 2015, the FASB issued ASU No. 2015-07, “Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent).” ASU No. 2015-07 removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. Such investments should be disclosed separate from the fair value hierarchy. ASU No. 2015-07 will be effective retrospectively for the Company for the quarter ending December 31, 2016, with early adoption permitted. The adoption of this guidance is not expected to have an impact on the Company’s combined financial statements but will impact pension asset disclosures.

In April 2015, the FASB issued ASU No. 2015-03, “Interest—Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs.” ASU No. 2015-03 requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of the debt liability. ASU No. 2015-03 will be effective retrospectively for the Company for the quarter ending December 31, 2016, with early adoption permitted. The adoption of this guidance is not expected to have a significant impact on the Company’s combined financial statements.

In February 2015, the FASB issued ASU No. 2015-02, “Consolidation (Topic 810): Amendments to the Consolidation Analysis.” ASU No. 2015-02 amends the analysis performed to determine whether a reporting entity should consolidate certain types of legal entities. ASU No. 2015-02 will be effective retrospectively for the Company for the quarter ending December 31, 2016, with early adoption permitted. The Company is currently assessing the impact adoption of this guidance will have on its combined financial statements.

In May 2014, the FASB issued ASU No. 2014-09, “Revenue from Contracts with Customers (Topic 606).” ASU No. 2014-09 clarifies the principles for recognizing revenue when an entity either enters into a contract with customers to transfer goods or services or enters into a contract for the transfer of non-financial assets. The original standard was effective retrospectively for the Company for the quarter ending December 31, 2017; however in August 2015, the FASB issued ASU No. 2015-14, “Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date,” which defers the effective date of ASU 2014-09 by one-year for all entities. The new standard will become effective retrospectively for the Company for the quarter ending December 31, 2018, with early adoption permitted, but not before the original effective date. Additionally, in March 2016 the FASB issued

Adient

Notes to Combined Financial Statements (Continued)

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

ASU No. 2016-08, “Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net),” and in April 2016 the FASB issued ASU No. 2016-10, “Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing,” which provide additional clarification on certain topics addressed in ASU 2014-09. ASU 2016-08 follows the same implementation guidelines as ASU 2014-09. The Company is currently assessing the impact adoption of this guidance will have on its combined financial statements.

In April 2014, the FASB issued ASU No. 2014-08, “Presentation of Financial Statements (Topic 205) and Property, Plant and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity.” ASU No. 2014-08 limits discontinued operations reporting to situations where the disposal represents a strategic shift that has (or will have) a major effect on an entity’s operations and financial results, and requires expanded disclosures for discontinued operations. ASU No. 2014-08 will be effective prospectively for the Company for disposals that occur during or after the quarter ending December 31, 2015, with early adoption permitted in certain instances. The impact of this guidance for the Company is dependent on any future significant dispositions or disposals.

2. ACQUISITIONS AND DIVESTITURES

During fiscal 2015, the Company completed three acquisitions for a combined purchase price, net of cash acquired, of \$47 million, \$18 million of which was paid as of September 30, 2015. The acquisitions in the aggregate were not material to the Company’s combined financial statements. In connection with the acquisitions, the Company recorded goodwill of \$9 million in the Interiors segment.

In the fourth quarter of fiscal 2015, the Company completed its global automotive interiors joint venture with Yanfeng Automotive Trim Systems. In connection with the divestiture of the Interiors business, the Company recorded a \$127 million gain, \$20 million net of tax, and reduced goodwill in assets held for sale by \$43 million.

Also during fiscal 2015, the Company completed a divestiture for a sales price of \$20 million, none of which was received as of September 30, 2015. The divestiture was not material to the Company’s combined financial statements. In connection with the divestiture, the Company recorded a gain of \$10 million and reduced goodwill by \$4 million in the Seating segment.

During fiscal 2014, the Company completed an acquisition within the Seating segment for a purchase price, net of cash acquired, of \$9 million, all of which was paid as of September 30, 2014. The acquisition was not material to the Company’s combined financial statements. There was no change in goodwill as a result of this transaction.

In fiscal 2014, the Company completed the divestiture of the Interiors headliner and sun visor product lines. As part of this divestiture, the Company made a cash payment of \$54 million to the buyer to fund future operational improvement initiatives. The Company recorded a pre-tax loss on divestiture, including transaction costs, of \$95 million. The tax impact of the divestiture was income tax expense of \$38 million due to the jurisdictional mix of gains and losses on the sale, which resulted in non-benefited losses in certain countries and taxable gains in other countries. There was no change in goodwill as a result of this transaction.

Adient
Notes to Combined Financial Statements (Continued)

2. ACQUISITIONS AND DIVESTITURES (Continued)

Also during fiscal 2014, the Company completed one additional divestiture for a sales price of \$13 million, all of which was received as of September 30, 2014. The divestiture was not material to the Company's combined financial statements. In connection with the divestiture, the Company recorded a gain, net of transaction costs, of \$9 million in the Interiors segment. There was no change in goodwill as a result of this transaction.

During fiscal 2014, the Company adjusted the purchase price allocation of certain fiscal 2013 acquisitions for the Seating segment and recorded additional goodwill of \$2 million.

During fiscal 2013, the Company completed two acquisitions within the Seating segment for a combined purchase price, net of cash acquired, of \$95 million, all of which was paid as of September 30, 2013. The acquisitions in the aggregate were not material to the Company's combined financial statements. In connection with the acquisitions, the Company recorded goodwill of \$187 million. The acquisitions increased the Company's ownership from a noncontrolling to controlling interest. As a result, the Company recorded a combined non-cash gain of \$106 million in Seating equity income to adjust the Company's existing equity investments in the partially-owned affiliates to fair value.

Also during fiscal 2013, the Company completed one divestiture for a sales price of \$70 million, all of which was received as of September 30, 2013. The divestiture was not material to the Company's combined financial statements. In connection with the divestiture, the Company recorded a gain of \$29 million and reduced goodwill by \$15 million in the Seating segment.

3. ASSETS AND LIABILITIES HELD FOR SALE

The Company has determined that certain of its businesses met the criteria to be classified as held for sale. In April 2015, the Company signed an agreement formally establishing the automotive interiors joint venture with Yanfeng Automotive Trim Systems. The formation of the joint venture closed on July 2, 2015. The assets and liabilities of the Interiors business to be contributed to the joint venture were classified as held for sale at September 30, 2014.

Adient
Notes to Combined Financial Statements (Continued)

3. ASSETS AND LIABILITIES HELD FOR SALE (Continued)

The following table summarizes the carrying value of the Interiors assets and liabilities held for sale (in millions):

	September 30, 2014
Accounts receivable—net	\$ 596
Inventories	209
Other current assets	174
Property, plant and equipment—net	496
Goodwill	34
Other intangible assets—net	4
Investments in partially-owned affiliates	83
Other noncurrent assets	35
Assets held for sale	\$1,631
Accounts payable	\$ 655
Accrued compensation and benefits	24
Other current liabilities	157
Pension and postretirement benefits	6
Other noncurrent liabilities	1
Liabilities held for sale	\$ 843

At September 30, 2015, \$55 million of assets and \$42 million of liabilities related to certain other product lines were classified as held for sale. The divestiture could result in a gain or loss on sale to the extent the ultimate selling price differs from the carrying value of the net assets recorded.

The businesses classified as held for sale did not meet the criteria to be classified as discontinued operations primarily due to the Company’s continuing involvement in these operations following the divestiture.

4. INVENTORIES

Inventories consisted of the following (in millions):

	September 30,	
	2015	2014
Raw materials and supplies	\$539	\$581
Work-in-process	40	42
Finished goods	122	122
Inventories	\$701	\$745

Adient
Notes to Combined Financial Statements (Continued)

5. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consisted of the following (in millions):

	September 30,	
	2015	2014
Buildings and improvements	\$ 1,307	\$ 1,486
Machinery and equipment	4,342	4,188
Construction in progress	335	351
Land	155	172
Total property, plant and equipment	6,139	6,197
Less: accumulated depreciation	(4,000)	(3,791)
Property, plant and equipment—net	\$ 2,139	\$ 2,406

Accumulated depreciation related to capital leases at September 30, 2015 and 2014 was \$40 million and \$23 million, respectively.

As of September 30, 2015, the Company is the lessor of properties included in land for \$13 million, gross building and improvements for \$177 million and accumulated depreciation of \$131 million.

6. GOODWILL AND OTHER INTANGIBLE ASSETS

The changes in the carrying amount of goodwill in each of the Company's reporting segments for the fiscal years ended September 30, 2015 and 2014 are as follows (in millions):

	September 30, 2013	Business Acquisitions	Business Divestitures	Currency Translation and Other	September 30, 2014
Goodwill					
Seating	\$2,426	\$ 2	\$ —	\$(94)	\$2,334
Interiors	22	—	(34)	12	—
Total	\$2,448	\$ 2	\$(34)	\$(82)	\$2,334
	September 30, 2014	Business Acquisitions	Business Divestitures	Currency Translation and Other	September 30, 2015
Goodwill					
Seating	\$2,334	\$—	\$ (4)	\$(170)	\$2,160
Interiors	—	9	(9)	—	—
Total	\$2,334	\$ 9	\$(13)	\$(170)	\$2,160

At September 30, 2013, accumulated goodwill impairment charges include \$366 million related to the Interiors segment. The fiscal 2014 Interiors business divestitures amount includes \$34 million of goodwill transferred to noncurrent assets held for sale on the combined statements of financial position.

Adient
Notes to Combined Financial Statements (Continued)

6. GOODWILL AND OTHER INTANGIBLE ASSETS (Continued)

The Company's other intangible assets, primarily from business acquisitions valued based on independent appraisals, consisted of (in millions):

	September 30, 2015			September 30, 2014		
	Gross Carrying Amount	Accumulated Amortization	Net	Gross Carrying Amount	Accumulated Amortization	Net
Intangible assets						
Patented technology	\$ 27	\$(11)	\$ 16	\$ 31	\$(10)	\$ 21
Customer relationships	100	(38)	62	111	(31)	80
Trademarks	56	(15)	41	64	(12)	52
Miscellaneous	15	(5)	10	22	(10)	12
Total intangible assets	<u>\$198</u>	<u>\$(69)</u>	<u>\$129</u>	<u>\$228</u>	<u>\$(63)</u>	<u>\$165</u>

Amortization of other intangible assets for the fiscal years ended September 30, 2015, 2014 and 2013 was \$18 million, \$22 million and \$21 million, respectively. Excluding the impact of any future acquisitions, the Company anticipates amortization for fiscal 2016, 2017, 2018, 2019 and 2020 will be approximately \$17 million, \$17 million, \$17 million, \$17 million and \$16 million, respectively.

7. PRODUCT WARRANTIES

The Company offers warranties to its customers depending upon the specific product and terms of the customer purchase agreement. A typical warranty program requires that the Company replace defective products within a specified time period from the date of sale. The Company records an estimate for future warranty-related costs based on actual historical return rates and other known factors. Based on analysis of return rates and other factors, the Company's warranty provisions are adjusted as necessary. The Company monitors its warranty activity and adjusts its reserve estimates when it is probable that future warranty costs will be different than those estimates.

The Company's product warranty liability is recorded in the combined statements of financial position in other current liabilities.

The changes in the carrying amount of the Company's total product warranty liability are as follows (in millions):

	Year Ended September 30,	
	2015	2014
Balance at beginning of period	\$19	\$16
Accruals for warranties issued during the period	6	9
Accruals related to pre-existing warranties (including changes in estimates)	(5)	(1)
Settlements made (in cash or in kind) during the period	(7)	(4)
Currency translation	(1)	(1)
Balance at end of period	<u>\$12</u>	<u>\$19</u>

Adient
Notes to Combined Financial Statements (Continued)

8. LEASES

Certain administrative and production facilities and equipment are leased under long-term agreements. Most leases contain renewal options for varying periods, and certain leases include options to purchase the leased property during or at the end of the lease term. Leases generally require the Company to pay for insurance, taxes and maintenance of the property. Leased capital assets included in net property, plant and equipment, primarily buildings and improvements, were \$22 million and \$28 million at September 30, 2015 and 2014, respectively.

Other facilities and equipment are leased under arrangements that are accounted for as operating leases. Total rental expense for the fiscal years ended September 30, 2015, 2014 and 2013 was \$171 million, \$205 million and \$202 million, respectively.

Future minimum capital and operating lease payments and the related present value of capital lease payments at September 30, 2015 are as follows (in millions):

	<u>Capital Leases</u>	<u>Operating Leases</u>
2016	\$ 5	\$ 75
2017	4	57
2018	12	35
2019	3	26
2020	3	21
After 2020	<u>1</u>	<u>24</u>
Total minimum lease payments	28	<u>\$238</u>
Interest	<u>(3)</u>	
Present value of net minimum lease payments	<u>\$25</u>	

9. DEBT AND FINANCING ARRANGEMENTS

Short-term debt consisted of the following (in millions):

	<u>September 30,</u>	
	<u>2015</u>	<u>2014</u>
Bank borrowings and commercial paper	\$ 17	\$100
Weighted average interest rate on short-term debt outstanding*	13.7%	5.2%

* The weighted average interest rates on short-term debt varies based on levels of debt maintained in various jurisdictions.

Adient
Notes to Combined Financial Statements (Continued)

9. DEBT AND FINANCING ARRANGEMENTS (Continued)

Long-term debt consisted of the following (in millions):

	<u>September 30,</u>	
	<u>2015</u>	<u>2014</u>
Capital lease obligations	\$25	\$30
German note due 2018	4	6
German note due 2020	11	15
Spanish note due 2026	—	3
Euro foreign-denominated debt	—	1
Other	2	1
Gross long-term debt	<u>42</u>	<u>56</u>
Less: current portion	<u>7</u>	<u>10</u>
Net long-term debt	<u>\$35</u>	<u>\$46</u>

Total interest paid on both short and long-term debt for the fiscal years ended September 30, 2015, 2014 and 2013 was \$10 million, \$13 million and \$12 million, respectively.

Net Financing Charges

The Company's net financing charges line item in the combined statements of income for the years ended September 30, 2015, 2014 and 2013 contained the following components (in millions):

	<u>Year Ended</u> <u>September 30,</u>		
	<u>2015</u>	<u>2014</u>	<u>2013</u>
Interest expense	\$11	\$14	\$12
Banking fees	2	3	3
Interest income	<u>(1)</u>	<u>(2)</u>	<u>(5)</u>
Net financing charges	<u>\$12</u>	<u>\$15</u>	<u>\$10</u>

10. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

The Parent selectively uses derivative instruments to reduce Adient's market risk associated with changes in foreign currency. Under the Parent's policy, the use of derivatives is restricted to those intended for hedging purposes; the use of any derivative instrument for speculative purposes is strictly prohibited. A description of each type of derivative utilized by the Parent to manage Adient's risk is included in the following paragraphs. In addition, refer to Note 11, "Fair Value Measurements," of the notes to combined financial statements for information related to the fair value measurements and valuation methods utilized by the Company for each derivative type.

The Company has global operations and participates in the foreign exchange markets to minimize its risk of loss from fluctuations in foreign currency exchange rates. The Parent primarily uses foreign currency exchange contracts to hedge certain of Adient's foreign exchange rate exposures. The Parent hedges 70% to 90% of the nominal amount of each of its known foreign exchange transactional

Adient
Notes to Combined Financial Statements (Continued)

10. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES (Continued)

exposures. Gains and losses on derivative contracts offset gains and losses on underlying foreign currency exposures.

The Parent has entered into cross-currency interest rate swaps to selectively hedge portions of Adient's net investment in Japan. The currency effects of the cross-currency interest rate swaps are reflected in the AOCI account within invested equity attributable to Adient where they offset gains and losses recorded on the Company's net investment in Japan. At September 30, 2015 and 2014, the Parent had four cross-currency interest rate swaps outstanding for Adient totaling 20 billion yen.

The following table presents the location and fair values of derivative instruments and hedging activities included in the Company's combined statements of financial position (in millions):

	Derivatives and Hedging Activities Designated as Hedging Instruments under ASC 815		Derivatives and Hedging Activities Not Designated as Hedging Instruments under ASC 815	
	September 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
Other current assets				
Foreign currency exchange derivatives	\$ 5	\$ 9	\$41	\$21
Cross-currency interest rate swaps	5	15	—	—
Total assets	<u>\$10</u>	<u>\$24</u>	<u>\$41</u>	<u>\$21</u>
Other current liabilities				
Foreign currency exchange derivatives	\$27	\$17	\$17	\$16
Cross-currency interest rate swaps	1	—	—	—
Total liabilities	<u>\$28</u>	<u>\$17</u>	<u>\$17</u>	<u>\$16</u>

The Parent enters into International Swaps and Derivatives Associations (ISDA) master netting agreements with counterparties that permit the net settlement of amounts owed under the derivative contracts. The master netting agreements generally provide for net settlement of all outstanding contracts with a counterparty in the case of an event of default or a termination event. The Company has not elected to offset the fair value positions of the derivative contracts recorded in the combined statements of financial position. Collateral is generally not required of the Company or the counterparties under the master netting agreements. As of September 30, 2015 and September 30, 2014, no cash collateral was received or pledged under the master netting agreements.

The gross and net amounts of derivative assets and liabilities are as follows (in millions):

	Fair Value of Assets		Fair Value of Liabilities	
	September 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
Gross amount recognized	\$51	\$45	\$45	\$33
Gross amount eligible for offsetting	(2)	(2)	(2)	(2)
Net amount	<u>\$49</u>	<u>\$43</u>	<u>\$43</u>	<u>\$31</u>

The following tables present the location and amount of the effective portion of gains and losses gross of tax on derivative instruments and related hedge items reclassified from AOCI into the

Adient

Notes to Combined Financial Statements (Continued)

10. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES (Continued)

Company's combined statements of income and amounts recorded in AOCI net of tax in the combined statements of financial position (in millions):

<u>Derivatives in ASC 815 Cash Flow Hedging Relationships</u>	<u>Location of Gain Reclassified from AOCI into Income</u>	<u>Amount of Gain Reclassified from AOCI into Income</u>		
		<u>Year Ended September 30,</u>		
		<u>2015</u>	<u>2014</u>	
Foreign currency exchange derivatives	Cost of sales	\$22	\$9	

<u>Derivatives in ASC 815 Cash Flow Hedging Relationships</u>	<u>Amount of Loss Recognized in AOCI on Derivative</u>	
	<u>September 30, 2015</u>	<u>September 30, 2014</u>
Foreign currency exchange derivatives	\$(17)	\$(6)

<u>Derivatives Not Designated as Hedging Instruments under ASC 815</u>	<u>Location of Gain (Loss) Recognized in Income on Derivative</u>	<u>Amount of Gain (Loss) Recognized in Income on Derivative</u>		
		<u>Year Ended September 30,</u>		
		<u>2015</u>	<u>2014</u>	<u>2013</u>
Foreign currency exchange derivatives	Cost of sales	\$ 1	\$3	\$(6)
Foreign currency exchange derivatives	Net financing charges	14	5	18
Total		<u>\$15</u>	<u>\$8</u>	<u>\$12</u>

The amount of gains recognized in cumulative translation adjustment (CTA) within AOCI on the effective portion of outstanding net investment hedges was \$2 million and \$9 million at September 30, 2015 and 2014, respectively. For the years ended September 30, 2015 and 2014, no gains or losses were reclassified from CTA into income for the Company's outstanding net investment hedges, and no gains or losses were recognized in income for the ineffective portion of cash flow hedges.

11. FAIR VALUE MEASUREMENTS

ASC 820, "Fair Value Measurement," defines fair value as 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. ASC 820 also establishes a three-level fair value hierarchy that prioritizes information used in developing assumptions when pricing an asset or liability as follows:

Level 1: Observable inputs such as quoted prices in active markets;

Level 2: Inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and

Level 3: Unobservable inputs where there is little or no market data, which requires the reporting entity to develop its own assumptions.

Adient

Notes to Combined Financial Statements (Continued)

11. FAIR VALUE MEASUREMENTS (Continued)

ASC 820 requires the use of observable market data, when available, in making fair value measurements. When inputs used to measure fair value fall within different levels of the hierarchy, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement.

Recurring Fair Value Measurements

The following tables present the Company's fair value hierarchy for those assets and liabilities measured at fair value (in millions):

	Fair Value Measurements Using:			
	Total as of September 30, 2015	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Other current assets				
Foreign currency exchange derivatives	\$46	\$—	\$46	\$—
Cross-currency interest rate swaps	5	—	5	—
Total assets	<u>\$51</u>	<u>\$—</u>	<u>\$51</u>	<u>\$—</u>
Other current liabilities				
Foreign currency exchange derivatives	\$44	\$—	\$44	\$—
Cross-currency interest rate swaps	1	—	1	—
Total liabilities	<u>\$45</u>	<u>\$—</u>	<u>\$45</u>	<u>\$—</u>

	Fair Value Measurements Using:			
	Total as of September 30, 2014	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Other current assets				
Foreign currency exchange derivatives	\$30	\$—	\$30	\$—
Cross-currency interest rate swaps	15	—	15	—
Total assets	<u>\$45</u>	<u>\$—</u>	<u>\$45</u>	<u>\$—</u>
Other current liabilities				
Foreign currency exchange derivatives	\$33	\$—	\$33	\$—
Total liabilities	<u>\$33</u>	<u>\$—</u>	<u>\$33</u>	<u>\$—</u>

Valuation Methods

Foreign currency exchange derivatives—The Parent selectively hedges anticipated transactions that are subject to foreign exchange rate risk primarily using foreign currency exchange hedge contracts. The foreign currency exchange derivatives are valued under a market approach using publicized spot and forward prices. As cash flow hedges under ASC 815, “Derivatives and Hedging,” the effective

Adient
Notes to Combined Financial Statements (Continued)

11. FAIR VALUE MEASUREMENTS (Continued)

portion of the hedge gains or losses due to changes in fair value are initially recorded as a component of AOCI and are subsequently reclassified into earnings when the hedged transactions occur and affect earnings. Any ineffective portion of the hedge is reflected in the combined statements of income. These contracts were highly effective in hedging the variability in future cash flows attributable to changes in currency exchange rates at September 30, 2015 and 2014. The fair value of foreign currency exchange derivatives not designated as hedging instruments under ASC 815 are recorded in the combined statements of income.

Cross-currency interest rate swaps—The Parent selectively uses cross-currency interest rate swaps to hedge the foreign currency rate risk associated with certain of Adient’s investments in Japan. The cross-currency interest rate swaps are valued using observable market data. Changes in the market value of the swaps are reflected in the CTA component of AOCI where they offset gains and losses recorded on the Company’s net investment in Japan. At September 30, 2015 and 2014, the Parent had four cross-currency interest rate swaps outstanding totaling 20 billion yen.

Investments in marketable common stock—The Company invests in certain marketable common stock, which is valued under a market approach using publicized share prices. There were no unrealized gains or losses recorded in AOCI on these investments as of September 30, 2015 and 2014. During fiscal 2014, the Company sold certain marketable common stock for approximately \$25 million. As a result, the Company recorded \$8 million of realized gains within selling, general and administrative expenses in the Seating segment.

12. STOCK-BASED COMPENSATION

On January 23, 2013, the shareholders of JCI approved the Johnson Controls, Inc. 2012 Omnibus Incentive Plan (the “2012 Plan”). The types of awards authorized by the 2012 Plan are comprised of stock options, stock appreciation rights, performance shares, performance units and other stock-based awards. The Compensation Committee of JCI’s Board of Directors determines the types of awards to be granted to individual participants and the terms and conditions of the awards. The 2012 Plan provides that 37 million shares of JCI’s common stock are reserved for issuance under the 2012 Plan, and 32 million shares remained available for issuance at September 30, 2015.

Prior to shareholder approval of the 2012 Plan, JCI maintained the Johnson Controls, Inc. 2007 Stock Option Plan and the Johnson Controls, Inc. 2001 Restricted Stock Plan (the “Existing Plans”). The Existing Plans terminated on January 23, 2013 as a result of shareholder approval of the 2012 Plan, ending the authority to grant new awards under the Existing Plans. All awards under the Existing Plans that were outstanding as of January 23, 2013 continue to be governed by the Existing Plans. Pursuant to the Existing Plans, all forfeitures under such plans will be deposited into the reserve for the 2012 Plan.

JCI has four share-based compensation plans, which are described below. All awards granted under the plans are based on JCI’s common shares and, as such, are reflected in JCI’s consolidated statement of shareholders’ equity and not in the combined statement of invested equity.

The stock-based compensation cost for Adient employees who participate in the JCI plans, excluding the offsetting impact of outstanding JCI equity swaps, was \$16 million, \$19 million and \$28 million for the fiscal years ended September 30, 2015, 2014 and 2013, respectively. The total income tax benefit recognized in the combined statements of income for share-based compensation

Adient

Notes to Combined Financial Statements (Continued)

12. STOCK-BASED COMPENSATION (Continued)

arrangements was \$6 million, \$7 million and \$11 million for the fiscal years ended September 30, 2015, 2014 and 2013, respectively. JCI applies a non-substantive vesting period approach whereby expense is accelerated for those employees that receive awards and are eligible to retire prior to the award vesting. These amounts were based on the awards and terms previously granted to Adient employees, but may not reflect the equity awards or results that the Company would have experienced or expect to experience as an independent, publicly traded company.

Stock Options

Stock options are granted to eligible employees with an exercise price equal to the market price of JCI's stock at the date of grant. Stock option awards typically vest between two and three years after the grant date and expire ten years from the grant date.

The fair value of each option is estimated on the date of grant using a Black-Scholes option valuation model that uses the assumptions noted in the following table. Expected volatilities are based on the historical volatility of JCI's stock and other factors. JCI uses historical data to estimate option exercises and employee terminations within the valuation model. The expected term of options represents the period of time that options granted are expected to be outstanding. The risk-free rate for periods during the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

	Year Ended September 30,		
	2015	2014	2013
Expected life of option (years)	6.6	6.7	5.0 - 6.7
Risk-free interest rate	1.61% - 1.93%	1.92%	0.62% - 1.33%
Expected volatility of JCI's stock	36.00%	36.00%	41.00%
Expected dividend yield on JCI's stock . . .	2.02%	2.17%	2.03%

A summary of stock option activity at September 30, 2015, and changes for the year then ended, is presented below:

	Weighted Average Option Price	Shares Subject to Option	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value (in millions)
Outstanding, September 30, 2014	\$29.37	4,013,457		
Granted	50.22	93,784		
Exercised	29.28	(1,905,189)		
Forfeited or expired	29.53	(5,585)		
Outstanding, September 30, 2015	\$30.34	2,196,467	5.2	\$26
Exercisable, September 30, 2015	\$28.71	1,736,818	4.6	\$22

The weighted-average grant-date fair value of options granted to Adient employees during the fiscal years ended September 30, 2015, 2014 and 2013 was \$15.53, \$14.70 and \$8.52, respectively.

Adient

Notes to Combined Financial Statements (Continued)

12. STOCK-BASED COMPENSATION (Continued)

The total intrinsic value of options exercised by Adient employees during the fiscal years ended September 30, 2015, 2014 and 2013 was approximately \$30 million, \$30 million and \$18 million, respectively.

In conjunction with the exercise of stock options granted, the Parent received cash payments for the fiscal years ended September 30, 2015, 2014 and 2013 of approximately \$42 million, \$38 million and \$36 million, respectively.

At September 30, 2015, the Company had approximately \$1 million of total unrecognized compensation cost related to nonvested stock options granted. That cost is expected to be recognized over a weighted-average period of 1.4 years.

Stock Appreciation Rights

SARs vest under the same terms and conditions as stock option awards; however, they are settled in cash for the difference between the market price on the date of exercise and the exercise price. As a result, SARs are recorded in the Company's combined statements of financial position as a liability until the date of exercise.

The fair value of each SAR award is estimated using a similar method described for stock options. The fair value of each SAR award is recalculated at the end of each reporting period and the liability and expense are adjusted based on the new fair value.

The assumptions used by JCI to determine the fair value of the SAR awards at September 30, 2015 are as follows:

Expected life of SAR (years)	0.05 - 5.55
Risk-free interest rate	0.00% - 1.47%
Expected volatility of JCI's stock	36.00%
Expected dividend yield on JCI's stock	2.02%

A summary of SAR activity at September 30, 2015, and changes for the year then ended, is presented below:

	<u>Weighted Average SAR Price</u>	<u>Shares Subject to SAR</u>	<u>Weighted Average Remaining Contractual Life (years)</u>	<u>Aggregate Intrinsic Value (in millions)</u>
Outstanding, September 30, 2014	\$28.84	1,411,597		
Granted	50.23	29,600		
Exercised	27.76	(339,607)		
Forfeited or expired	29.87	(13,070)		
Outstanding, September 30, 2015	<u>\$29.74</u>	<u>1,088,520</u>	<u>4.9</u>	<u>\$13</u>
Exercisable, September 30, 2015	<u>\$28.74</u>	<u>853,488</u>	<u>4.2</u>	<u>\$11</u>

In conjunction with the exercise of SARs granted to Adient employees, the Parent made payments of \$7 million, \$7 million and \$5 million during the fiscal years ended September 30, 2015, 2014 and 2013, respectively.

Adient
Notes to Combined Financial Statements (Continued)

12. STOCK-BASED COMPENSATION (Continued)

Restricted (Nonvested) Stock

The 2012 Plan provides for the award of restricted stock or restricted stock units to certain employees. These awards are typically share settled unless the employee is a non-U.S. employee or elects to defer settlement until retirement at which point the award would be settled in cash. Restricted awards typically vest after three years from the grant date. The 2012 Plan allows for different vesting terms on specific grants with approval by JCI's Board of Directors.

A summary of the status of nonvested restricted stock awards at September 30, 2015, and changes for the fiscal year then ended, for Adient employees is presented below:

	<u>Weighted Average Price</u>	<u>Shares/Units Subject to Restriction</u>
Nonvested, September 30, 2014	\$42.11	383,229
Granted	50.19	260,319
Vested	41.42	(117,851)
Forfeited	49.22	(24,582)
Nonvested, September 30, 2015	<u>\$46.12</u>	<u>501,115</u>

At September 30, 2015, the Company had approximately \$10 million of total unrecognized compensation cost related to nonvested restricted stock arrangements granted. That cost is expected to be recognized over a weighted-average period of 1.7 years.

Performance Share Awards

The 2012 Plan permits the grant of PSU awards. The number of PSUs granted is equal to the PSU award value divided by the closing price of JCI's common stock at the grant date. The PSUs are generally contingent on the achievement of pre-determined performance goals over a three-year performance period as well as on the award holder's continuous employment until the vesting date. Each PSU that is earned will be settled with a share of JCI's common stock following the completion of the performance period, unless the award holder elected to defer a portion or all of the award until retirement which would then be settled in cash.

A summary of the status of the Company's nonvested PSUs at September 30, 2015, and changes for the fiscal year then ended, for Adient employees is presented below:

	<u>Weighted Average Price</u>	<u>Shares/Units Subject to PSU</u>
Nonvested, September 30, 2014	\$37.71	74,987
Granted	50.23	29,444
Forfeited	—	—
Nonvested, September 30, 2015	<u>\$41.24</u>	<u>104,431</u>

At September 30, 2015, the Company had approximately \$3 million of total unrecognized compensation cost related to nonvested PSUs granted. That cost is expected to be recognized over a weighted-average period of 1.7 years.

Adient
Notes to Combined Financial Statements (Continued)

13. EQUITY AND NONCONTROLLING INTERESTS

The following schedules present changes in combined equity attributable to Adient and noncontrolling interests (in millions, net of tax):

	Equity Attributable to Adient	Equity Attributable to Noncontrolling Interests	Total Invested Equity
At September 30, 2012	\$5,558	\$115	\$5,673
Total comprehensive income (loss):			
Net income	187	46	233
Foreign currency translation adjustments	9	—	9
Realized and unrealized gains (losses) on derivatives	(2)	—	(2)
Realized and unrealized gains (losses) on marketable common stock	2	—	2
Other comprehensive income (loss)	9	—	9
Comprehensive income (loss)	196	46	242
Other change in equity:			
Dividends attributable to noncontrolling interests	—	(20)	(20)
Change in Parent's net investment	(172)	—	(172)
Change in noncontrolling interest share	—	15	15
At September 30, 2013	5,582	156	5,738
Total comprehensive income (loss):			
Net income	307	53	360
Foreign currency translation adjustments	(253)	—	(253)
Realized and unrealized gains (losses) on derivatives	1	—	1
Realized and unrealized gains (losses) on marketable common stock	(7)	—	(7)
Pension and postretirement plans	1	—	1
Other comprehensive income (loss)	(258)	—	(258)
Comprehensive income (loss)	49	53	102
Other change in equity:			
Dividends attributable to noncontrolling interests	—	(41)	(41)
Change in Parent's net investment	(178)	—	(178)
Change in noncontrolling interest share	—	(3)	(3)
Other	—	(6)	(6)
At September 30, 2014	5,453	159	5,612
Total comprehensive income (loss):			
Net income	475	50	525
Foreign currency translation adjustments	(512)	(5)	(517)
Realized and unrealized gains (losses) on derivatives	(11)	—	(11)
Other comprehensive income (loss)	(523)	(5)	(528)
Comprehensive income (loss)	(48)	45	(3)
Other change in equity:			
Dividends attributable to noncontrolling interests	—	(34)	(34)
Change in Parent's net investment	221	—	221
Other	—	(29)	(29)
At September 30, 2015	<u>\$5,626</u>	<u>\$141</u>	<u>\$5,767</u>

The Company consolidates certain subsidiaries in which the noncontrolling interest party has within their control the right to require the Company to redeem all or a portion of its interest in the

Adient
Notes to Combined Financial Statements (Continued)

13. EQUITY AND NONCONTROLLING INTERESTS (Continued)

subsidiary. These redeemable noncontrolling interests are reported at their estimated redemption value. Any adjustment to the redemption value impacts retained earnings but does not impact net income. Redeemable noncontrolling interests which are redeemable only upon future events, the occurrence of which is not currently probable, are recorded at carrying value.

The following schedules present changes in the redeemable noncontrolling interests (in millions):

	Year Ended September 30,		
	2015	2014	2013
Beginning balance	\$27	\$11	\$ 28
Net income	16	14	12
Foreign currency translation adjustments	(3)	—	—
Change in noncontrolling interest share	—	—	(15)
Dividends	(9)	(4)	(14)
Other	—	6	—
Ending balance	<u>\$31</u>	<u>\$27</u>	<u>\$ 11</u>

Adient
Notes to Combined Financial Statements (Continued)

13. EQUITY AND NONCONTROLLING INTERESTS (Continued)

The following schedules present changes in AOCI attributable to Adient (in millions, net of tax):

	Year Ended September 30,		
	2015	2014	2013
Foreign currency translation adjustments			
Balance at beginning of period	\$ 283	\$ 536	\$527
Aggregate adjustment for the period (net of tax effect of \$6, \$8 and \$22) . . .	<u>(512)</u>	<u>(253)</u>	<u>9</u>
Balance at end of period	<u>(229)</u>	<u>283</u>	<u>536</u>
Realized and unrealized gains (losses) on derivatives			
Balance at beginning of period	(6)	(7)	(5)
Current period changes in fair value (net of tax effect of \$1, \$2 and \$0)	5	7	1
Reclassification to income (net of tax effect of \$(6), \$(3) and \$(1))*	<u>(16)</u>	<u>(6)</u>	<u>(3)</u>
Balance at end of period	<u>(17)</u>	<u>(6)</u>	<u>(7)</u>
Realize and unrealized gains (losses) on marketable common stock			
Balance at beginning of period	—	7	5
Current period changes in fair value (net of tax effect of \$0)	—	(1)	2
Reclassifications to income (net of tax effect of \$0, \$(2) and \$0)**	<u>—</u>	<u>(6)</u>	<u>—</u>
Balance at end of period	<u>—</u>	<u>—</u>	<u>7</u>
Pension and postretirement plans			
Balance at beginning of period	(1)	(2)	(2)
Reclassifications to income (net of tax effect of \$0)	<u>—</u>	<u>1</u>	<u>—</u>
Balance at end of period	<u>(1)</u>	<u>(1)</u>	<u>(2)</u>
Accumulated other comprehensive income (loss), end of period	<u><u>\$(247)</u></u>	<u><u>\$ 276</u></u>	<u><u>\$534</u></u>

* Refer to Note 10, “Derivative Instruments and Hedging Activities,” of the notes to combined financial statements for disclosure of the line items on the combined statements of income affected by reclassifications from AOCI into income related to derivatives.

** Refer to Note 11, “Fair Value Measurements,” of the notes to combined financial statements for disclosure of the line item on the combined statements of income affected by reclassifications from AOCI into income related to marketable common stock.

14. RETIREMENT PLANS

Participation in Parent Pension and Other Postemployment Benefit Plans

JCI provides defined benefit pension, postretirement health care and defined contribution benefits to its eligible employees and retirees, including eligible employees and retirees of Adient. These liabilities are not reflected in the combined statements of financial position.

The combined statements of income include expense allocations for these benefits which were determined using a proportional allocation based on headcount and payroll expense for the Company’s employees. Management considers the expense allocation methodology and results to be reasonable for

Adient
Notes to Combined Financial Statements (Continued)

14. RETIREMENT PLANS (Continued)

all periods presented. Total Parent benefit plan net expense allocated to Adient amounted to \$32 million, \$45 million and \$21 million for the fiscal years ended 2015, 2014 and 2013, respectively. These costs are reflected in cost of sales and selling, general and administrative expenses. These costs were funded through intercompany transactions with Parent which are now reflected within the net parent investment equity balance.

Parent Defined Benefit Pension Plans

Certain retired U.S. and Japanese employees of Adient receive defined benefit pension benefits through various Parent pension plans. Eligible active employees will also receive defined benefit pension benefits through various Parent pension plans in both the United States and Japan upon retirement. Allocated expense (income) in connection with these plans amounted to \$(19) million, \$6 million and \$(12) million for the fiscal years ended 2015, 2014 and 2013, respectively.

Parent Other Postemployment Benefit Plans

Certain retired U.S. and Canadian employees of Adient receive health care and other benefits through various Parent postretirement health care benefit plans. Eligible active employees will also receive postretirement health care benefits through various Parent postretirement plans in both the United States and Canada upon retirement. Allocated expense in connection with these plans was not significant for the fiscal years ended 2015, 2014 and 2013, respectively.

Parent Savings and Investment Plans

JCI sponsors various defined contribution savings plans that allow employees to contribute a portion of their pre-tax and/or after-tax income in accordance with plan specified guidelines. Under specified conditions, JCI will contribute to certain savings plans based on the employees' eligible pay and/or will match a percentage of the employee contributions up to certain limits. Allocated expense in connection with these plans amounted to \$51 million, \$39 million and \$33 million for the fiscal years ended 2015, 2014 and 2013, respectively.

Pension Benefits

The Company has non-contributory defined benefit pension plans covering primarily non-U.S. employees and a limited number of U.S. employees. The benefits provided are primarily based on years of service and average compensation or a monthly retirement benefit amount. Funding for non-U.S. plans observes the local legal and regulatory limits. Funding for U.S. pension plans equals or exceeds the minimum requirements of the Employee Retirement Income Security Act of 1974.

For pension plans with accumulated benefit obligations (ABO) that exceed plan assets, the projected benefit obligation (PBO), ABO and fair value of plan assets of those plans were \$403 million, \$383 million and \$287 million, respectively, as of September 30, 2015 and \$459 million, \$434 million and \$305 million, respectively, as of September 30, 2014.

In fiscal 2015, total Adient contributions to the defined benefit pension plans were \$25 million, of which \$3 million were voluntary contributions made by the Company. Contributions of approximately

Adient

Notes to Combined Financial Statements (Continued)

14. RETIREMENT PLANS (Continued)

\$30 million in cash to its defined benefit pension plans are expected in fiscal 2016. Projected benefit payments from the plans as of September 30, 2015 are estimated as follows (in millions):

2016	\$ 18
2017	18
2018	18
2019	21
2020	21
2021 - 2025	132

Postretirement Benefits

The Company provides certain health care and life insurance benefits for eligible retirees and their dependents primarily in the U.S. and Canada. Most non-U.S. employees are covered by government sponsored programs, and the cost to the Company is not significant.

Eligibility for coverage is based on meeting certain years of service and retirement age qualifications. These benefits may be subject to deductibles, co-payment provisions and other limitations, and the Company has reserved the right to modify these benefits.

The health care cost trend assumption does not have a significant effect on the amounts reported.

In fiscal 2015, total employer and employee contributions to the postretirement plans were \$1 million. The Company does not expect to make any significant contributions to its postretirement plans in fiscal year 2016. Projected benefit payments from the plans as of September 30, 2015 are estimated as follows (in millions):

2016	\$1
2017	1
2018	1
2019	1
2020	1
2021 - 2025	6

In December 2003, the U.S. Congress enacted the Medicare Prescription Drug, Improvement and Modernization Act of 2003 (Act) for employers sponsoring postretirement care plans that provide prescription drug benefits. The Act introduces a prescription drug benefit under Medicare as well as a federal subsidy to sponsors of retiree health care benefit plans providing a benefit that is at least actuarially equivalent to Medicare Part D.1. Under the Act, the Medicare subsidy amount is received directly by the plan sponsor and not the related plan. Further, the plan sponsor is not required to use the subsidy amount to fund postretirement benefits and may use the subsidy for any valid business purpose. Projected subsidy receipts for each of the next ten years are not expected to be significant.

Plan Assets

The Company's investment policies employ an approach whereby a mix of equities, fixed income and alternative investments are used to maximize the long-term return of plan assets for a prudent level of risk. The investment portfolio primarily contains a diversified blend of equity and fixed income

Adient

Notes to Combined Financial Statements (Continued)

14. RETIREMENT PLANS (Continued)

investments. Equity investments are diversified across domestic and non-domestic stocks, as well as growth, value and small to large capitalizations. Fixed income investments include corporate and government issues, with short-, mid- and long-term maturities, with a focus on investment grade when purchased and a target duration close to that of the plan liability. Investment and market risks are measured and monitored on an ongoing basis through regular investment portfolio reviews, annual liability measurements and periodic asset/liability studies. The majority of the real estate component of the portfolio is invested in a diversified portfolio of high-quality, operating properties with cash yields greater than the targeted appreciation. Investments in other alternative asset classes, including hedge funds and commodities, diversify the expected investment returns relative to the equity and fixed income investments. As a result of the Company's diversification strategies, there are no significant concentrations of risk within the portfolio of investments.

The Company's actual asset allocations are in line with target allocations. The Company rebalances asset allocations as appropriate, in order to stay within a range of allocation for each asset category.

The expected return on plan assets is based on the Company's expectation of the long-term average rate of return of the capital markets in which the plans invest. The average market returns are adjusted, where appropriate, for active asset management returns. The expected return reflects the investment policy target asset mix and considers the historical returns earned for each asset category.

Adient
Notes to Combined Financial Statements (Continued)

14. RETIREMENT PLANS (Continued)

The Company's plan assets, by asset category, are as follows (in millions):

<u>Asset Category</u>	<u>Fair Value Measurements Using:</u>			
	<u>Total as of September 30, 2015</u>	<u>Quoted Prices in Active Markets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
<i>Pension</i>				
Cash	\$ 27	\$ 27	\$ —	\$—
Equity Securities				
Large-Cap	32	32	—	—
Small-Cap	1	1	—	—
International—Developed	42	42	—	—
International—Emerging	7	7	—	—
Fixed Income Securities				
Government	147	102	45	—
Corporate/Other	77	61	16	—
Hedge Fund	64	—	64	—
Real Estate	24	—	—	24
Total	<u>\$421</u>	<u>\$272</u>	<u>\$125</u>	<u>\$24</u>
<i>Postretirement</i>				
Cash	\$ 1	\$ 1	\$ —	\$—
Equity Securities				
Large-Cap	2	2	—	—
Small-Cap	1	1	—	—
International—Developed	1	1	—	—
International—Emerging	1	1	—	—
Fixed Income Securities				
Government	1	1	—	—
Corporate/Other	4	4	—	—
Commodities	1	1	—	—
Real Estate	1	1	—	—
Total	<u>\$ 13</u>	<u>\$ 13</u>	<u>\$ —</u>	<u>\$—</u>

Adient
Notes to Combined Financial Statements (Continued)

14. RETIREMENT PLANS (Continued)

<u>Asset Category</u>	<u>Fair Value Measurements Using:</u>			
	<u>Total as of September 30, 2014</u>	<u>Quoted Prices in Active Markets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
<i>Pension</i>				
Cash	\$ 56	\$ 56	\$—	\$—
Equity Securities				
Large-Cap	31	31	—	—
Small-Cap	1	1	—	—
International—Developed	45	45	—	—
International—Emerging	6	6	—	—
Fixed Income Securities				
Government	71	71	—	—
Corporate/Other	186	185	1	—
Hedge Fund	45	—	45	—
Real Estate	12	—	—	12
Total	<u>\$453</u>	<u>\$395</u>	<u>\$46</u>	<u>\$12</u>
<i>Postretirement</i>				
Equity Securities				
Large-Cap	\$ 2	\$ 2	\$—	\$—
Small-Cap	1	1	—	—
International—Developed	1	1	—	—
International—Emerging	1	1	—	—
Fixed Income Securities				
Government	2	2	—	—
Corporate/Other	5	5	—	—
Commodities	1	1	—	—
Real Estate	1	1	—	—
Total	<u>\$ 14</u>	<u>\$ 14</u>	<u>\$—</u>	<u>\$—</u>

The following is a description of the valuation methodologies used for assets measured at fair value.

Cash: The fair value of cash is valued at cost.

Equity Securities: The fair value of equity securities is determined by direct quoted market prices. The underlying holdings are direct quoted market prices on regulated financial exchanges.

Fixed Income Securities: The fair value of fixed income securities is determined by direct or indirect quoted market prices. If indirect quoted market prices are utilized, the value of assets held in separate accounts is not published, but the investment managers report daily the underlying holdings. The underlying holdings are direct quoted market prices on regulated financial exchanges.

Commodities: The fair value of the commodities is determined by quoted market prices of the underlying holdings on regulated financial exchanges.

Adient
Notes to Combined Financial Statements (Continued)

14. RETIREMENT PLANS (Continued)

Hedge Funds: The fair value of hedge funds is accounted for by the custodian. The custodian obtains valuations from underlying managers based on market quotes for the most liquid assets and alternative methods for assets that do not have sufficient trading activity to derive prices. The Company and custodian review the methods used by the underlying managers to value the assets. The Company believes this is an appropriate methodology to obtain the fair value of these assets. During fiscal 2014, the underlying fund structure and pricing frequency of certain non-U.S. hedge fund investments was modified, and, as a result, those investments are now classified as Level 2 investments compared to the previous classification of Level 3.

Real Estate: The fair value of Real Estate Investment Trusts (REITs) is recorded as Level 1 as these securities are traded on an open exchange. The fair value of other investments in real estate is deemed Level 3 since these investments do not have a readily determinable fair value and requires the fund managers independently to arrive at fair value by calculating net asset value (NAV) per share. In order to calculate NAV per share, the fund managers value the real estate investments using any one, or a combination of, the following methods: independent third party appraisals, discounted cash flow analysis of net cash flows projected to be generated by the investment and recent sales of comparable investments. Assumptions used to revalue the properties are updated every quarter. Due to the fact that the fund managers calculate NAV per share, the Company utilizes a practical expedient for measuring the fair value of its Level 3 real-estate investments, as provided for under ASC 820, “Fair Value Measurement.” In applying the practical expedient, the Company is not required to further adjust the NAV provided by the fund manager in order to determine the fair value of its investment as the NAV per share is calculated in a manner consistent with the measurement principles of ASC 946, “Financial Services—Investment Companies,” and as of the Company’s measurement date. The Company believes this is an appropriate methodology to obtain the fair value of these assets. For the component of the real estate portfolio under development, the investments are carried at cost until they are completed and valued by a third party appraiser.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following sets forth a summary of changes in the fair value of pension assets measured using significant unobservable inputs (Level 3) (in millions):

<u>Pension</u>	<u>Total</u>	<u>Hedge Funds</u>	<u>Real Estate</u>
Asset value as of September 30, 2013	\$ 32	\$ 26	\$ 6
Additions net of redemptions	5	—	5
Unrealized gain	1	—	1
Transfers out—to Level 2	(26)	(26)	—
Asset value as of September 30, 2014	\$ 12	\$ —	\$12
Additions net of redemptions	14	—	14
Unrealized loss	(2)	—	(2)
Asset value as of September 30, 2015	<u>\$ 24</u>	<u>\$ —</u>	<u>\$24</u>

Adient
Notes to Combined Financial Statements (Continued)

14. RETIREMENT PLANS (Continued)

Funded Status

The table that follows contains the ABO and reconciliations of the changes in the PBO, the changes in plan assets and the funded status (in millions):

<u>September 30,</u>	Pension Benefits		Postretirement Benefits	
	2015	2014	2015	2014
Accumulated Benefit Obligation	<u>\$ 506</u>	<u>\$ 570</u>	<u>\$—</u>	<u>\$—</u>
Change in Projected Benefit Obligation				
Projected benefit obligation at beginning of year	594	523	18	25
Service cost	10	11	1	1
Interest cost	19	22	1	1
Plan participant contributions	—	—	1	1
Divestitures	(16)	—	—	—
Actuarial (gain) loss	—	78	(1)	(8)
Amendments made during the year	1	—	—	—
Benefits and settlements paid	(20)	(21)	(2)	(2)
Other	—	(1)	(3)	—
Currency translation adjustment	(61)	(18)	—	—
Projected benefit obligation at end of year	<u>\$ 527</u>	<u>\$ 594</u>	<u>\$15</u>	<u>\$18</u>
Change in Plan Assets				
Fair value of plan assets at beginning of year	\$ 453	\$ 371	\$14	\$14
Actual return on plan assets	15	41	—	1
Divestitures	(8)	—	—	—
Employer and employee contributions	25	77	1	1
Benefits paid	(19)	(18)	(2)	(2)
Settlement payments	(1)	(3)	—	—
Other	—	(1)	—	—
Currency translation adjustment	(44)	(14)	—	—
Fair value of plan assets at end of year	<u>\$ 421</u>	<u>\$ 453</u>	<u>\$13</u>	<u>\$14</u>
Funded status	<u>\$(106)</u>	<u>\$(141)</u>	<u>\$(2)</u>	<u>\$(4)</u>
Amounts recognized in the statement of financial position consist of:				
Prepaid benefit cost	\$ 11	\$ 12	\$—	\$—
Accrued benefit liability	(117)	(153)	(2)	(4)
Net amount recognized	<u>\$(106)</u>	<u>\$(141)</u>	<u>\$(2)</u>	<u>\$(4)</u>

Adient

Notes to Combined Financial Statements (Continued)

14. RETIREMENT PLANS (Continued)

<u>September 30,</u>	<u>Pension Benefits</u>				<u>Postretirement Benefits</u>	
	<u>U.S. Plans</u>		<u>Non-U.S. Plans</u>			
	<u>2015</u>	<u>2014</u>	<u>2015</u>	<u>2014</u>	<u>2015</u>	<u>2014</u>
Weighted Average Assumptions(1)						
Discount rate(2)	4.40%	4.35%	3.40%	3.50%	3.80%	4.35%
Rate of compensation increase	3.25%	3.25%	3.00%	3.00%	NA	NA

- (1) Plan assets and obligations are determined based on a September 30 measurement date at September 30, 2015 and 2014.
- (2) The Company considers the expected benefit payments on a plan-by-plan basis when setting assumed discount rates. As a result, the Company uses different discount rates for each plan depending on the plan jurisdiction, the demographics of participants and the expected timing of benefit payments. For the U.S. pension and postretirement plans, the Company uses a discount rate provided by an independent third party calculated based on an appropriate mix of high quality bonds. For the non-U.S. pension and postretirement plans, the Company consistently uses the relevant country specific benchmark indices for determining the various discount rates.

At September 30, 2015, the Company changed the method used to estimate the service and interest components of net periodic benefit cost for pension and other postretirement benefits for plans that utilize a yield curve approach. This change compared to the previous method will result in different service and interest components of net periodic benefit cost (credit) in future periods. Historically, the Company estimated these service and interest cost components utilizing a single weighted-average discount rate derived from the yield curve used to measure the benefit obligation at the beginning of the period. The Company elected to utilize a full yield curve approach in the estimation of these components by applying the specific spot rates along the yield curve used in the determination of the benefit obligation to the relevant projected cash flows. The Company made this change to provide a more precise measurement of service and interest costs by improving the correlation between projected benefit cash flows to the corresponding spot yield curve rates. This change does not affect the measurement of the total benefit obligations or annual net periodic benefit cost (credit) as the change in the service and interest costs is completely offset in the net actuarial (gain) loss reported. The change in the service and interest costs going forward is not expected to be significant. The Company has accounted for this change as a change in accounting estimate.

Accumulated Other Comprehensive Income

The amounts in AOCI on the combined statements of financial position, exclusive of tax impacts, that have not yet been recognized as components of net periodic benefit cost at September 30, 2015 are \$3 million related to pension benefits and are not significant related to postretirement benefits.

The amounts in AOCI expected to be recognized as components of net periodic benefit cost over the next fiscal year for pension and postretirement benefits are not significant.

Adient
Notes to Combined Financial Statements (Continued)

14. RETIREMENT PLANS (Continued)

Net Periodic Benefit Cost

The table that follows contains the components of net periodic benefit cost (in millions):

<u>Year Ended September 30,</u>	<u>Pension Benefits</u>			<u>Postretirement Benefits</u>		
	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>
Components of Net Periodic Benefit Cost (Credit):						
Service cost	\$ 10	\$ 11	\$ 13	\$ 1	\$ 1	\$ 1
Interest cost	19	22	19	1	1	1
Expected return on plan assets	(21)	(21)	(20)	(1)	(1)	—
Net actuarial (gain) loss	6	58	15	—	(8)	(2)
Settlement gain	—	—	(1)	—	—	—
Net periodic benefit cost (credit)	<u>\$ 14</u>	<u>\$ 70</u>	<u>\$ 26</u>	<u>\$ 1</u>	<u>\$ (7)</u>	<u>\$ —</u>

<u>Year Ended September 30,</u>	<u>Pension Benefits</u>						<u>Postretirement Benefits</u>		
	<u>U.S. Plans</u>			<u>Non-U.S. Plans</u>					
	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>
Expense Assumptions:									
Discount rate	4.35%	4.90%	4.15%	3.50%	4.20%	4.15%	4.35%	4.90%	4.15%
Expected return on plan assets	7.50%	8.00%	8.00%	5.40%	5.85%	6.00%	4.00%	4.00%	4.00%
Rate of compensation increase	3.25%	3.30%	3.25%	3.00%	2.80%	2.70%	NA	NA	NA

15. SIGNIFICANT RESTRUCTURING AND IMPAIRMENT COSTS

To better align its resources with its growth strategies and reduce the cost structure of its global operations to address the softness in certain underlying markets, the Company commits to restructuring plans as necessary.

In fiscal 2015, the Company committed to a restructuring plan (2015 Plan) and recorded \$182 million of restructuring and impairment costs in the combined statements of income. This is the total amount incurred to date and the total amount expected to be incurred for this restructuring plan. The restructuring actions relate to cost reduction initiatives. The costs consist primarily of workforce reductions, plant closures and asset impairments. The restructuring and impairment costs related to the Seating segment. The restructuring actions are expected to be substantially complete in fiscal 2016.

The following table summarizes the changes in the Company's 2015 Plan reserve (in millions):

	<u>Employee Severance and Termination Benefits</u>	<u>Long-Lived Asset Impairments</u>	<u>Total</u>
Original Reserve	\$155	\$ 27	\$182
Utilized—cash	(1)	—	(1)
Utilized—noncash	—	(27)	(27)
Balance at September 30, 2015	<u>\$154</u>	<u>\$ —</u>	<u>\$154</u>

Adient

Notes to Combined Financial Statements (Continued)

15. SIGNIFICANT RESTRUCTURING AND IMPAIRMENT COSTS (Continued)

In fiscal 2014, the Company committed to a restructuring plan (2014 Plan) and recorded \$158 million of restructuring and impairment costs in the combined statements of income. This is the total amount incurred to date and the total amount expected to be incurred for this restructuring plan. The restructuring actions related primarily to cost reduction initiatives and included workforce reductions, plant closures, and asset impairments. Of the restructuring and impairment costs recorded, \$129 million related to the Interiors segment and \$29 million related to the Seating segment. The restructuring actions are expected to be substantially complete in fiscal 2016.

The following table summarizes the changes in the Company's 2014 Plan reserve (in millions):

	<u>Employee Severance and Termination Benefits</u>	<u>Long-Lived Asset Impairments</u>	<u>Currency Translation</u>	<u>Total</u>
Original Reserve	\$106	\$ 52	\$ —	\$158
Utilized—noncash	—	(52)	(5)	(57)
Balance at September 30, 2014	\$106	\$ —	\$ (5)	\$101
Utilized—cash	(24)	—	—	(24)
Utilized—noncash	—	—	(9)	(9)
Balance at September 30, 2015	<u>\$ 82</u>	<u>\$ —</u>	<u>\$(14)</u>	<u>\$ 68</u>

In fiscal 2013, the Company committed to a restructuring plan (2013 Plan) and recorded \$280 million of restructuring and impairment costs in the combined statements of income. This is the total amount incurred to date and the total amount expected to be incurred for this restructuring plan. The restructuring actions related to cost reduction initiatives and included workforce reductions, plant closures, and asset impairments. Of the restructuring and impairment costs recorded, \$152 million related to the Seating segment and \$128 million related to the Interiors segment. The restructuring actions are expected to be substantially complete in fiscal 2016.

The following table summarizes the changes in the Company's 2013 Plan reserve (in millions):

	<u>Employee Severance and Termination Benefits</u>	<u>Long-Lived Asset Impairments</u>	<u>Other</u>	<u>Currency Translation</u>	<u>Total</u>
Original Reserve	\$199	\$ 79	\$ 2	\$ —	\$280
Utilized—cash	(15)	—	—	—	(15)
Utilized—noncash	—	(79)	(2)	3	(78)
Balance at September 30, 2013	\$184	\$ —	\$—	\$ 3	\$187
Utilized—cash	(54)	—	—	—	(54)
Utilized—noncash	—	—	—	(9)	(9)
Balance at September 30, 2014	\$130	\$ —	\$—	\$ (6)	\$124
Utilized—cash	(66)	—	—	—	(66)
Utilized—noncash	—	—	—	(10)	(10)
Balance at September 30, 2015	<u>\$ 64</u>	<u>\$ —</u>	<u>\$—</u>	<u>\$(16)</u>	<u>\$ 48</u>

Adient

Notes to Combined Financial Statements (Continued)

15. SIGNIFICANT RESTRUCTURING AND IMPAIRMENT COSTS (Continued)

The Parent's fiscal 2015, 2014, and 2013 restructuring plans included workforce reductions of approximately 8,200 for Adient. Restructuring charges associated with employee severance and termination benefits are paid over the severance period granted to each employee or on a lump sum basis in accordance with individual severance agreements. As of September 30, 2015, approximately 4,400 of the employees have been separated from the Company pursuant to the restructuring plans. In addition, the restructuring plans included eighteen plant closures for Adient. As of September 30, 2015, five of the eighteen plants have been closed.

Refer to Note 16, "Impairment of Long-Lived Assets," of the notes to combined financial statements for further information regarding the long-lived asset impairment charges recorded as part of the restructuring actions.

Company management closely monitors its overall cost structure and continually analyzes each of its businesses for opportunities to consolidate current operations, improve operating efficiencies and locate facilities in low cost countries in close proximity to customers. This ongoing analysis includes a review of its manufacturing, engineering and purchasing operations, as well as the overall global footprint for all its businesses. Because of the importance of new vehicle sales by major automotive manufacturers to operations, the Company is affected by the general business conditions in this industry. Future adverse developments in the automotive industry could impact the Company's liquidity position, lead to impairment charges and/or require additional restructuring of its operations.

16. IMPAIRMENT OF LONG-LIVED ASSETS

The Company reviews long-lived assets, including property, plant and equipment and other intangible assets with definite lives, for impairment whenever events or changes in circumstances indicate that the asset's carrying amount may not be recoverable. The Company conducts its long-lived asset impairment analyses in accordance with ASC 360-10-15, "Impairment or Disposal of Long-Lived Assets." ASC 360-10-15 requires the Company to group assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities and evaluate the asset group against the sum of the undiscounted future cash flows. If the undiscounted cash flows do not indicate the carrying amount of the asset is recoverable, an impairment charge is measured as the amount by which the carrying amount of the asset group exceeds its fair value based on discounted cash flow analysis or appraisals.

In fiscal 2015, the Company concluded it had triggering events requiring assessment of impairment for certain of its long-lived assets in conjunction with its announced restructuring actions. As a result, the Company reviewed the long-lived assets for impairment and recorded a \$27 million impairment charge within restructuring and impairment costs on the combined statements of income. The total impairment charge related to the Seating segment. Refer to Note 15, "Significant Restructuring and Impairment Costs," of the notes to combined financial statements for additional information. The impairment was measured, depending on the asset, either under an income approach utilizing forecasted discounted cash flows or a market approach utilizing an appraisal to determine fair values of the impairment assets. These methods are consistent with the methods the Company employed in prior periods to value other long-lived assets. The inputs utilized in the analyses are classified as Level 3 inputs within the fair value hierarchy as defined in ASC 820, "Fair Value Measurement."

In fiscal 2014, the Company concluded it had triggering events requiring assessment of impairment for certain of its long-lived assets in conjunction with its restructuring actions announced in fiscal 2014.

Adient
Notes to Combined Financial Statements (Continued)

16. IMPAIRMENT OF LONG-LIVED ASSETS (Continued)

As a result, the Company reviewed the long-lived assets for impairment and recorded a \$52 million impairment charge within restructuring and impairment costs on the combined statements of income. Of the total impairment charge, \$45 million related to the Interiors segment and \$7 million related to the Seating segment. Refer to Note 15, “Significant Restructuring and Impairment Costs,” of the notes to combined financial statements for additional information. The impairment was measured, depending on the asset, either under an income approach utilizing forecasted discounted cash flows or a market approach utilizing an appraisal to determine fair values of the impairment assets. These methods are consistent with the methods the Company employed in prior periods to value other long-lived assets. The inputs utilized in the analyses are classified as Level 3 inputs within the fair value hierarchy as defined in ASC 820, “Fair Value Measurement.”

In fiscal 2013, the Company concluded it had a triggering event requiring assessment of impairment for certain of its long-lived assets in conjunction with its restructuring actions announced in fiscal 2013. As a result, the Company reviewed the long-lived assets for impairment and recorded a \$79 million impairment charge within restructuring and impairment costs on the combined statements of income. Of the total impairment charge, \$57 million related to the Interiors segment and \$22 million related to the Seating segment. Refer to Note 15, “Significant Restructuring and Impairment Costs,” of the notes to combined financial statements for additional information. The impairment was measured, depending on the asset, either under an income approach utilizing forecasted discounted cash flows or a market approach utilizing an appraisal to determine fair values of the impairment assets. These methods are consistent with the methods the Company employed in prior periods to value other long-lived assets. The inputs utilized in the analyses are classified as Level 3 inputs within the fair value hierarchy as defined in ASC 820, “Fair Value Measurement.”

At September 30, 2015, 2014 and 2013, the Company concluded it did not have any other triggering events requiring assessment of impairment of its long-lived assets.

17. INCOME TAXES

The income tax (benefit) provision in the combined statements of income has been calculated as if Adient filed separate income tax returns and was operating as a stand-alone business. Therefore, cash tax payments and items of current and deferred taxes may not be reflective of the actual tax balances of Adient prior to or subsequent to the separation. The Company’s operations have historically been included in the Parent’s U.S. federal and state tax returns or non-U.S. jurisdiction tax returns.

The Parent’s global tax model has been developed based upon its entire portfolio of business. Accordingly, the Company’s tax results as presented are not necessarily indicative of future performance and do not necessarily reflect the results that would have generated as an independent company for the periods presented.

Because portions of the Company’s operations are included in the Parent’s tax returns, payments to certain tax authorities are made by the Parent, and not by the Company. With the exception of certain dedicated foreign entities, the Company does not maintain taxes payable to/from JCI and the balances are deemed to settle the annual current tax balances immediately with the legal tax-paying entities in the respective jurisdictions. These settlements are reflected as changes in the Parent’s net investment.

Adient

Notes to Combined Financial Statements (Continued)

17. INCOME TAXES (Continued)

The more significant components of the Company's income tax provision are in the following table. These amounts do not include the impact of income tax expense related to our nonconsolidated partially-owned affiliates, which is netted against equity income on the combined statements of income.

(in millions)	Year Ended September 30,		
	2015	2014	2013
Tax expense at federal statutory rate	\$ 336	\$235	\$144
State income taxes, net of federal benefit	15	8	(1)
Foreign income tax expense at different rates and foreign losses without tax benefits	(13)	(14)	34
U.S. tax on foreign income	(252)	9	(21)
U.S. credits and incentives	(6)	(8)	(11)
Business divestitures	356	71	—
Reserve and valuation allowance adjustments	(13)	—	10
Other	(5)	(5)	13
Income tax provision	\$ 418	\$296	\$168

The effective rate is above the U.S. statutory rate for fiscal 2015 primarily due to the tax consequences of business divestitures partially offset by the benefits of U.S. tax on foreign income, income in certain non-U.S. jurisdictions with a tax rate lower than the U.S. statutory tax rate and continuing global tax planning initiatives. The effective rate is above the U.S. statutory rate for fiscal 2014 primarily due to the tax consequences of business divestitures partially offset by the benefits of continuing global tax planning initiatives and income in certain non-U.S. jurisdictions with a tax rate lower than the U.S. statutory tax rate. The effective rate is above the U.S. statutory rate for fiscal 2013 primarily due to losses not benefited.

Valuation Allowances

The Company accounts for income taxes in accordance with ASC 740, "Income Taxes." ASC 740 requires an asset and liability approach for financial accounting and reporting for income taxes. Under the asset and liability approach, deferred taxes are provided for the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Valuation allowances are established where management determines that it is more likely than not that some portion or all of a deferred tax asset will not be realized.

The Company reviews the realizability of its deferred tax asset valuation allowances on a quarterly basis, or whenever events or changes in circumstances indicate that a review is required. In determining the requirement for a valuation allowance, the historical and projected financial results of the legal entity or combined group recording the net deferred tax asset are considered, along with any other positive or negative evidence. Since future financial results may differ from previous estimates, periodic adjustments to the Company's valuation allowances may be necessary.

As a result of the Company's fiscal 2015 analysis of the realizability of its worldwide deferred tax assets, and after considering tax planning initiatives and other positive and negative evidence, the

Adient
Notes to Combined Financial Statements (Continued)

17. INCOME TAXES (Continued)

Company determined that it was more likely than not that deferred tax assets within South Africa would be realized. Therefore, the Company released \$13 million of net valuation allowances as income tax benefit in the fiscal year ended September 30, 2015.

As a result of the Company's fiscal 2013 analysis of the realizability of its worldwide deferred tax assets, and after considering tax planning initiatives and other positive and negative evidence, the Company determined that it was more likely than not that deferred tax assets within Romania would not be realized. Therefore, the Company recorded \$10 million of net valuation allowances as income tax expense in the fiscal year ended September 30, 2013.

Uncertain Tax Positions

The unrecognized tax benefits reflected in the Company's combined financial statements have been determined using a separate-return by legal entity basis. As a result of the final separation from the Parent, the Company's unrecognized tax benefits could be different than those reflected in the combined financial statements. The Company is subject to income taxes in the U.S. and numerous foreign jurisdictions. Judgment is required in determining its worldwide provision for income taxes and recording the related assets and liabilities. In the ordinary course of the Company's business, there are many transactions and calculations where the ultimate tax determination is uncertain. The Company is regularly under audit by tax authorities.

At September 30, 2015, the Company had gross tax effected unrecognized tax benefits of \$393 million of which \$389 million, if recognized, would impact the effective tax rate. Total net accrued interest at September 30, 2015 was approximately \$10 million (net of tax benefit).

At September 30, 2014, the Company had gross tax effected unrecognized tax benefits of \$287 million of which \$283 million, if recognized, would impact the effective tax rate. Total net accrued interest at September 30, 2014 was approximately \$7 million (net of tax benefit).

At September 30, 2013, the Company had gross tax effected unrecognized tax benefits of \$239 million of which \$235 million, if recognized, would impact the effective tax rate. Total net accrued interest at September 30, 2013 was approximately \$5 million (net of tax benefit).

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in millions):

	Year Ended September 30,		
	2015	2014	2013
Beginning balance	\$287	\$239	\$145
Additions for tax positions related to the current year	138	62	76
Additions for tax positions of prior years	—	—	18
Reductions for tax positions of prior years	(32)	(14)	—
Ending balance	\$393	\$287	\$239

Adient
Notes to Combined Financial Statements (Continued)

17. INCOME TAXES (Continued)

Other Tax Matters

In the fourth quarter of fiscal 2015, the Company completed its global automotive interiors joint venture with Yanfeng Automotive Trim Systems. Refer to Note 2, "Acquisitions and Divestitures," of the notes to combined financial statements for additional information. In connection with the divestiture of the business, the Company recorded a pre-tax gain on divestiture of \$127 million, \$20 million net of tax. The tax impact of the gain is due to the jurisdictional mix of gains and losses on the divestiture, which resulted in non-benefited expenses in certain countries and taxable gains in other countries. In addition, in the third and fourth quarters of fiscal 2015, the Company provided income tax expense for repatriation of cash and other tax reserves associated with the Interiors joint venture transaction, which resulted in a tax charge of \$75 million and \$218 million, respectively.

In the third quarter of fiscal 2014, the Company disposed of its Interiors headliner and sun visor product lines. Refer to Note 2, "Acquisitions and Divestitures," of the notes to combined financial statements for additional information. As a result, the Company recorded a pre-tax loss on divestiture of \$95 million and income tax expense of \$38 million. The income tax expense is due to the jurisdictional mix of gains and losses on the sale, which resulted in non-benefited losses in certain countries and taxable gains in other countries.

Income Tax Provision

Components of the provision for income taxes are as follows (in millions):

	Year Ended September 30,		
	2015	2014	2013
Current			
Federal	\$264	\$106	\$140
State	4	4	15
Foreign	201	178	95
	469	288	250
Deferred			
Federal	(63)	74	(36)
State	(26)	6	(11)
Foreign	38	(72)	(35)
	(51)	8	(82)
Income tax provision	\$418	\$296	\$168

Combined domestic income before income taxes and noncontrolling interests for the fiscal years ended September 30, 2015, 2014 and 2013 was income of \$788 million, \$742 million and \$638 million, respectively. Combined foreign income before income taxes and noncontrolling interests for the fiscal years ended September 30, 2015, 2014 and 2013 was income of \$171 million, \$(72) million and \$(225) million, respectively.

The Company has not provided additional U.S. income taxes on approximately \$3.7 billion of undistributed earnings of combined foreign subsidiaries included in Parent's net investment. Such

Adient
Notes to Combined Financial Statements (Continued)

17. INCOME TAXES (Continued)

earnings could become taxable upon the sale or liquidation of these foreign subsidiaries or upon dividend repatriation. The Company's intent is for such earnings to be reinvested by the subsidiaries or to be repatriated when it would be tax effective through the utilization of foreign tax credits. It is not practicable to estimate the amount of unrecognized withholding taxes and deferred tax liability on such earnings.

Deferred taxes are classified in the combined statements of financial position as follows (in millions):

	September 30,	
	2015	2014
Other noncurrent assets	\$285	\$ 304
Other noncurrent liabilities	(93)	(138)
Net deferred tax asset	\$192	\$ 166

Temporary differences and carryforwards which gave rise to deferred tax assets and liabilities included (in millions):

	September 30,	
	2015	2014
Deferred tax assets		
Accrued expenses and reserves	\$ 150	\$ 212
Employee and retiree benefits	15	21
Net operating loss and other credit carryforwards	369	442
Research and development	11	22
Property, plant and equipment	—	2
Intangible assets	—	29
Joint ventures and partnerships	213	—
	758	728
Valuation allowances	(392)	(459)
	366	269
Deferred tax liabilities		
Property, plant and equipment	16	—
Intangible assets	88	—
Joint ventures and partnerships	—	37
Other	70	66
	174	103
Net deferred tax asset	\$ 192	\$ 166

At September 30, 2015, the Company had available net operating loss carryforwards of approximately \$1.4 billion, of which \$0.7 billion will expire at various dates between 2016 and 2035, and the remainder has an indefinite carryforward period. The valuation allowance, generally, is for loss

Adient
Notes to Combined Financial Statements (Continued)

17. INCOME TAXES (Continued)

carryforwards for which realization is uncertain because it is unlikely that the losses will be realized given the lack of sustained profitability and/or limited carryforward periods in certain countries.

18. SEGMENT INFORMATION

ASC 280, "Segment Reporting," establishes the standards for reporting information about segments in financial statements. In applying the criteria set forth in ASC 280, the Company has determined that it has two reportable segments for financial reporting purposes.

Adient designs and manufactures interior systems and products for passenger cars and light trucks, including vans, pick-up trucks and sport utility/crossover vehicles.

- The Seating reportable segment produces automotive seat metal structures and mechanisms, foam, trim, fabric and complete seat systems.
- The Interiors reportable segment, primarily derived from its global automotive interiors joint venture completed on July 2, 2015, produces instrument panels, floor consoles, door panels, overhead consoles, cockpit systems, decorative trim and other products. Prior to the completion of the joint venture, the Interiors reportable segment produced instrument panels, floor consoles and door panels.

Management evaluates the performance of the segments based primarily on segment income, which represents income before income taxes and noncontrolling interests excluding net financing charges, restructuring and impairment costs, and net mark-to-market adjustments on pension and postretirement plans. General corporate and other overhead expenses are allocated to business segments in determining segment income. Financial information relating to the Company's reportable segments is as follows (in millions):

	Year Ended September 30,		
	2015	2014	2013
<i>Net Sales</i>			
Seating	\$16,859	\$17,871	\$16,621
Interiors	3,212	4,170	3,849
Total net sales	\$20,071	\$22,041	\$20,470

Adient
Notes to Combined Financial Statements (Continued)

18. SEGMENT INFORMATION (Continued)

	<u>Year Ended September 30,</u>		
	<u>2015</u>	<u>2014</u>	<u>2013</u>
<i>Segment Income (Loss)</i>			
Seating(1)	\$ 935	\$ 898	\$ 737
Interiors(2)	224	(5)	(21)
Total segment income	<u>\$1,159</u>	<u>\$ 893</u>	<u>\$ 716</u>
Net financing charges	(12)	(15)	(10)
Restructuring and impairment costs	(182)	(158)	(280)
Net mark-to-market adjustments on pension and postretirement plans	<u>(6)</u>	<u>(50)</u>	<u>(13)</u>
Income before income taxes	<u>\$ 959</u>	<u>\$ 670</u>	<u>\$ 413</u>

	<u>September 30,</u>		
	<u>2015</u>	<u>2014</u>	<u>2013</u>
<i>Assets</i>			
Seating	\$ 9,080	\$ 9,270	\$ 9,592
Interiors(3)	1,302	305	1,733
	10,382	9,575	11,325
Assets held for sale	55	1,631	62
Total	<u>\$10,437</u>	<u>\$11,206</u>	<u>\$11,387</u>

	<u>Year Ended September 30,</u>		
	<u>2015</u>	<u>2014</u>	<u>2013</u>
<i>Depreciation/Amortization</i>			
Seating	\$333	\$315	\$339
Interiors	14	122	111
Total	<u>\$347</u>	<u>\$437</u>	<u>\$450</u>

	<u>Year Ended September 30,</u>		
	<u>2015</u>	<u>2014</u>	<u>2013</u>
<i>Capital Expenditures</i>			
Seating	\$366	\$462	\$450
Interiors	112	162	209
Total	<u>\$478</u>	<u>\$624</u>	<u>\$659</u>

(1) Seating segment income for the years ended September 30, 2015, 2014 and 2013 excludes \$182 million, \$29 million and \$152 million, respectively, of restructuring and impairment costs. For the years ended September 30, 2015, 2014 and 2013, Seating segment income includes \$264 million, \$249 million and \$286 million, respectively, of equity income.

Adient

Notes to Combined Financial Statements (Continued)

18. SEGMENT INFORMATION (Continued)

- (2) Interiors segment income for the years ended September 30, 2014 and 2013 excludes \$129 million and \$128 million, respectively, of restructuring and impairment costs. For the years ended September 30, 2015, 2014 and 2013, Interiors segment income includes \$31 million, \$35 million and \$16 million, respectively, of equity income.
- (3) The majority of Interiors assets were held for sale at September 30, 2014. At September 30, 2015, the Interiors assets primarily consist of investments in partially-owned affiliates.

Geographic Information

Financial information relating to the Company's operations by geographic area is as follows (in millions):

	<u>Year Ended September 30,</u>		
	<u>2015</u>	<u>2014</u>	<u>2013</u>
<i>Net Sales</i>			
United States	\$ 7,850	\$ 8,401	\$ 7,519
Germany	2,464	2,888	2,823
Mexico	1,299	1,339	1,331
Other European countries	5,050	6,321	5,287
Other foreign	3,408	3,092	3,510
Total	<u>\$20,071</u>	<u>\$22,041</u>	<u>\$20,470</u>
<i>Long-Lived Assets</i>			
United States	\$ 583	\$ 613	\$ 610
Germany	375	440	621
Mexico	225	220	245
Other European countries	722	820	1,058
Other foreign	234	313	364
Total	<u>\$ 2,139</u>	<u>\$ 2,406</u>	<u>\$ 2,898</u>

Net sales attributed to geographic locations are based on the location of the assets producing the sales. Long-lived assets by geographic location consist of net property, plant and equipment.

19. NONCONSOLIDATED PARTIALLY-OWNED AFFILIATES

Investments in the net assets of nonconsolidated partially-owned affiliates are stated in the "Investments in partially-owned affiliates" line in the combined statements of financial position as of September 30, 2015 and 2014. Equity in the net income of nonconsolidated partially-owned affiliates is stated in the "Equity income" line in the combined statements of income for the years ended September 30, 2015, 2014 and 2013.

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Notes to Combined Financial Statements (Continued)

19. NONCONSOLIDATED PARTIALLY-OWNED AFFILIATES (Continued)

The Company maintains total investments in partially-owned affiliates of \$1.6 billion and \$0.6 billion at September 30, 2015 and 2014, respectively. The Company's investments in partially-owned affiliates primarily consist of the following entities:

<u>Name of partially-owned affiliate</u>	<u>% ownership</u>	
	<u>2015</u>	<u>2014</u>
<i>Seating</i>		
Changchun FAWAY—Johnson Controls Automotive Systems Co., Ltd.	50.0%	50.0%
Shanghai Johnson Controls Yanfeng Seating Mechanism Co., Ltd	50.0%	50.0%
Shanghai Yanfeng Johnson Controls Seating Co., Ltd. (YFJC)	49.9%	49.9%
<i>Interiors</i>		
Yanfeng Global Automotive Interiors Systems Co., Ltd.	29.7%	—%

Financial information for nonconsolidated partially-owned affiliates that were significant to Adient's results is as follows:

Summarized balance sheet data (in millions):

	<u>September 30, 2015</u>		
	<u>YFJC</u>	<u>All Other</u>	<u>Total</u>
Current assets	\$1,595	\$3,923	\$5,518
Noncurrent assets	541	2,121	2,662
Total assets	<u>\$2,136</u>	<u>\$6,044</u>	<u>\$8,180</u>
Current liabilities	\$1,352	\$4,140	\$5,492
Noncurrent liabilities	41	108	149
Noncontrolling interests	67	11	78
Shareholders' equity	676	1,785	2,461
Total liabilities and shareholders' equity	<u>\$2,136</u>	<u>\$6,044</u>	<u>\$8,180</u>
	<u>September 30, 2014</u>		
	<u>YFJC</u>	<u>All Other</u>	<u>Total</u>
Current assets	\$1,469	\$1,396	\$2,865
Noncurrent assets	517	647	1,164
Total assets	<u>\$1,986</u>	<u>\$2,043</u>	<u>\$4,029</u>
Current liabilities	\$1,285	\$1,280	\$2,565
Noncurrent liabilities	33	41	74
Noncontrolling interests	64	—	64
Shareholders' equity	604	722	1,326
Total liabilities and shareholders' equity	<u>\$1,986</u>	<u>\$2,043</u>	<u>\$4,029</u>

Adient
Notes to Combined Financial Statements (Continued)

19. NONCONSOLIDATED PARTIALLY-OWNED AFFILIATES (Continued)

Summarized income statement data with reconciliation to Adient's equity in net income from nonconsolidated partially-owned affiliates for the years ended September 30 (in millions):

	2015		
	YFJC	All Other	Total
Net sales	\$3,855	\$5,594	\$9,449
Gross profit	538	662	1,200
Operating income	433	397	830
Net income	360	376	736
Income attributable to noncontrolling interests	46	6	52
Net income attributable to the entity	314	370	684
Equity in net income, before basis adjustments	\$ 157	\$ 149	\$ 306
Basis adjustments	(3)	(8)	(11)
Equity in net income	154	141	295
	2014		
	YFJC	All Other	Total
Net sales	\$3,646	\$3,898	\$7,544
Gross profit	497	416	913
Operating income	388	328	716
Net income	320	310	630
Income attributable to noncontrolling interests	28	—	28
Net income attributable to the entity	292	310	602
Equity in net income, before basis adjustments	\$ 146	\$ 141	\$ 287
Basis adjustments	(3)	0	(3)
Equity in net income	143	141	284
	2013		
	YFJC	All Other	Total
Net sales	\$3,053	\$3,238	\$6,291
Gross profit	427	297	724
Operating income	321	191	512
Net income	264	169	433
Income attributable to noncontrolling interests	19	—	19
Net income attributable to the entity	245	169	414
Equity in net income, before basis adjustments	\$ 123	\$ 74	\$ 197
Basis adjustments	(2)	1	(1)
Fair value adjustment to previously held interest	—	106	106
Equity in net income	121	181	302

Adient

Notes to Combined Financial Statements (Continued)

20. COMMITMENTS AND CONTINGENCIES

The Company accrues for potential environmental liabilities when it is probable a liability has been incurred and the amount of the liability is reasonably estimable. Reserves for environmental liabilities totaled \$7 million and \$8 million at September 30, 2015 and 2014, respectively. The Company reviews the status of its environmental sites on a quarterly basis and adjusts its reserves accordingly. Such potential liabilities accrued by the Company do not take into consideration possible recoveries of future insurance proceeds. They do, however, take into account the likely share other parties will bear at remediation sites. It is difficult to estimate the Company's ultimate level of liability at many remediation sites due to the large number of other parties that may be involved, the complexity of determining the relative liability among those parties, the uncertainty as to the nature and scope of the investigations and remediation to be conducted, the uncertainty in the application of law and risk assessment, the various choices and costs associated with diverse technologies that may be used in corrective actions at the sites, and the often quite lengthy periods over which eventual remediation may occur. Nevertheless, the Company does not currently believe that any claims, penalties or costs in connection with known environmental matters will have a material adverse effect on the Company's financial position, results of operations or cash flows.

The Company is involved in various lawsuits, claims and proceedings incident to the operation of its businesses, including those pertaining to product liability, environmental, safety and health, intellectual property, employment, commercial and contractual matters, and various other casualty matters. Although the outcome of any such lawsuit, claim or proceeding cannot be predicted with certainty and some may be disposed of unfavorably to Adient, it is management's opinion that none of these will have a material adverse effect on the Company's financial position, results of operations or cash flows. Costs related to such matters were not material to the periods presented.

21. RELATED PARTY TRANSACTIONS AND PARENT'S NET INVESTMENT

Related Party Transactions

In the ordinary course of business, the Company enters into transactions with related parties, such as equity affiliates and other businesses of the Parent. Such transactions consist of facility management services, the sale or purchase of goods and other arrangements.

The following table sets forth the net sales to and purchases from related parties included in the combined statements of operations (in millions):

	Year Ended September 30,		
	2015	2014	2013
Net sales to related parties	\$222	\$481	\$66
Purchases from related parties	104	194	80

The following table sets forth the amount of accounts receivable due from and payable to related parties in the combined statements of financial position (in millions):

	September 30,	
	2015	2014
Receivable from related parties	\$256	\$106
Payable to related parties	122	101

Adient

Notes to Combined Financial Statements (Continued)

21. RELATED PARTY TRANSACTIONS AND PARENT'S NET INVESTMENT (Continued)

Corporate Allocations and Parent's Net Investment

The combined statements of operations include allocations for certain support functions that are provided on a centralized basis by the Parent and subsequently recorded at the business unit level, such as expenses related to employee benefits, finance, human resources, risk management, information technology, facilities, and legal, among others. Included in cost of sales and selling, general and administrative expense during the years ended September 30, 2015, 2014 and 2013 were \$361 million, \$304 million and \$254 million, respectively, of corporate expenses incurred by JCI. These expenses have been allocated to the Company on the basis of direct usage when identifiable, with the remainder allocated on a proportional basis of combined sales, headcount or other measures of the Company or the Parent. Management believes the assumptions underlying the combined financial statements, including the assumptions regarding allocating general corporate expenses from the Parent, are reasonable. Nevertheless, the combined financial statements may not include all actual expenses that would have been incurred by the Company and may not reflect the combined results of operations, financial position and cash flows had it been a stand-alone company during the years presented. Actual costs that would have been incurred if the Company had been a stand-alone company would depend on multiple factors, including organizational structure and strategic decisions made in various areas, including information technology and infrastructure.

Approximately \$16 million of costs related to the separation of Adient have been incurred by the Parent for the year ended September 30, 2015. These costs include legal, consulting and advisory fees. The Parent has assumed these separation costs incurred to date and none of these separation costs were allocated to Adient's combined financial statements. To the extent separation costs are incurred that will directly benefit Adient as a stand-alone company, such costs will be allocated to Adient.

In addition to the transactions discussed above, certain intercompany transactions between the Company and the Parent have not been recorded as related party transactions. These transactions are considered to be effectively settled for cash at the time the transaction is recorded. The total net effect of the settlement of these intercompany transactions is reflected in the combined statements of cash flows as a financing activity and in the combined statements of financial position as Parent's net investment.

ADIANT AND SUBSIDIARIES
SCHEDULE II—VALUATION AND QUALIFYING ACCOUNTS
(In millions)

<u>Year Ended September 30,</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>
<i>Accounts Receivable—Allowance for Doubtful Accounts</i>			
Balance at beginning of period	\$ 11	\$ 14	\$ 17
Provision charged to costs and expenses	14	17	28
Reserve adjustments	(13)	(18)	(29)
Accounts charged off	—	—	(2)
Transfers to held for sale	—	(2)	—
Balance at end of period	<u>\$ 12</u>	<u>\$ 11</u>	<u>\$ 14</u>
<i>Deferred Tax Assets—Valuation Allowance</i>			
Balance at beginning of period	\$459	\$426	\$306
Allowance provision for new operating and other loss carryforwards	24	33	56
Allowance provision (benefit) adjustments	(91)	—	64
Balance at end of period	<u>\$392</u>	<u>\$459</u>	<u>\$426</u>

Adient
Combined Statements of Financial Position
(unaudited)

(in millions)	December 31, 2015	September 30, 2015
Assets		
Cash and cash equivalents	\$ 58	\$ 44
Accounts receivable—net	1,922	2,134
Inventories	701	701
Assets held for sale	—	55
Other current assets	808	872
Current assets	<u>3,489</u>	<u>3,806</u>
Property, plant and equipment—net	2,087	2,139
Goodwill	2,131	2,160
Other intangible assets—net	122	129
Investments in partially-owned affiliates	1,674	1,646
Other noncurrent assets	531	557
Total assets	<u>\$10,034</u>	<u>\$10,437</u>
Liabilities and Invested Equity		
Short-term debt	\$ 39	\$ 17
Current portion of long-term debt	7	7
Accounts payable	2,462	2,653
Accrued compensation and benefits	325	392
Liabilities held for sale	—	42
Restructuring reserve	240	280
Other current liabilities	581	620
Current liabilities	<u>3,654</u>	<u>4,011</u>
Long-term debt	32	35
Pension and postretirement benefits	108	118
Other noncurrent liabilities	456	475
Long-term liabilities	<u>596</u>	<u>628</u>
Commitments and contingencies (Note 17)		
Redeemable noncontrolling interests	35	31
Parent's net investment	6,001	5,873
Accumulated other comprehensive loss	(397)	(247)
Invested equity attributable to Adient	5,604	5,626
Noncontrolling interests	145	141
Total invested equity	<u>5,749</u>	<u>5,767</u>
Total liabilities and invested equity	<u>\$10,034</u>	<u>\$10,437</u>

The accompanying notes are an integral part of the combined financial statements.

Adient
Combined Statements of Income
(unaudited)

(in millions)	Three Months Ended December 31,	
	2015	2014
Net sales	\$4,233	\$5,273
Cost of sales	3,865	4,829
Gross profit	368	444
Selling, general and administrative expenses	(253)	(309)
Net financing charges	(2)	(4)
Equity income	94	85
Income before income taxes	207	216
Income tax provision	53	15
Net income	154	201
Income attributable to noncontrolling interests	17	19
Net income attributable to Adient	\$ 137	\$ 182

The accompanying notes are an integral part of the combined financial statements.

Adient
Combined Statements of Comprehensive Income (Loss)
(unaudited)

(in millions)	Three Months Ended December 31,	
	2015	2014
Net income	\$ 154	\$ 201
Other comprehensive income (loss), net of tax:		
Foreign currency translation adjustments	(152)	(229)
Realized and unrealized gains (losses) on derivatives	2	(9)
Other comprehensive income (loss)	(150)	(238)
Total comprehensive income (loss)	4	(37)
Comprehensive income (loss) attributable to noncontrolling interests	17	19
Comprehensive income (loss) attributable to Adient	\$ (13)	\$ (56)

The accompanying notes are an integral part of the combined financial statements.

Adient
Combined Statements of Cash Flows
(unaudited)

(in millions)	Three Months Ended December 31,	
	2015	2014
Operating Activities		
Net income attributable to Adient	\$ 137	\$ 182
Income attributable to noncontrolling interests	17	19
Net income	154	201
Adjustments to reconcile net income to cash provided (used) by operating activities:		
Depreciation	82	89
Amortization of intangibles	4	5
Pension and postretirement benefit expense	1	2
Pension and postretirement contributions	(7)	(11)
Equity in earnings of partially-owned affiliates, net of dividends received	(85)	(84)
Deferred income taxes	(27)	(42)
Equity-based compensation	1	10
Other	2	(3)
Changes in assets and liabilities:		
Receivables	222	310
Inventories	(5)	(7)
Other assets	50	(59)
Restructuring reserves	(34)	(31)
Accounts payable and accrued liabilities	(263)	(506)
Accrued income taxes	(5)	1
Cash provided (used) by operating activities	90	(125)
Investing Activities		
Capital expenditures	(108)	(154)
Sale of property, plant and equipment	7	11
Acquisition of businesses, net of cash acquired	—	(9)
Business divestitures	18	—
Changes in long-term investments	—	2
Other	4	5
Cash used by investing activities	(79)	(145)
Financing Activities		
Net transfers (to) from Parent	(11)	265
Increase in short-term debt	25	52
Repayment of long-term debt	(3)	(4)
Other	(7)	(42)
Cash provided (used) by financing activities	4	271
Effect of exchange rate changes on cash and cash equivalents	(1)	—
Increase in cash and cash equivalents	14	1
Cash and cash equivalents at beginning of period	44	45
Cash and cash equivalents at end of period	\$ 58	\$ 46

The accompanying notes are an integral part of the combined financial statements.

Adient
Notes to Combined Financial Statements
December 31, 2015
(unaudited)

1. FINANCIAL STATEMENTS

In the opinion of management, the accompanying unaudited combined financial statements contain all adjustments (which include normal recurring adjustments) necessary to state fairly the financial position, results of operations and cash flows for the periods presented. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) have been omitted pursuant to the rules and regulations of the United States Securities and Exchange Commission (“SEC”). These combined financial statements should be read in conjunction with the audited combined financial statements and notes thereto included in the Adient (the “Company”) Form 10. The results of operations for the three month period ended December 31, 2015 are not necessarily indicative of results for the Company’s 2016 fiscal year because of seasonal and other factors.

The Separation

On July 24, 2015, Johnson Controls, Inc. (“JCI” or the “Parent”) announced its intent to pursue a separation of the Automotive Seating and Interiors businesses (the “Company” or “Adient”) through a spin-off to shareholders. These combined financial statements reflect the combined historical results of the operations, financial position and cash flows of Adient. Adient is the world’s largest automotive seating supplier. Adient has a leading market position in the Americas, Europe and China, and has relationships with the largest global auto manufacturers. Adient’s technologies extend into virtually every area of automotive seating solutions, including complete seating systems, frames, mechanisms, foam, head restraints, armrests, trim covers and fabrics.

Basis of Presentation

These combined financial statements were prepared on a stand-alone basis derived from the consolidated financial statements and accounting records of JCI as if Adient had been operating as a stand-alone company for all periods presented. These combined financial statements have been prepared in accordance with U.S. GAAP. The assets and liabilities in the combined financial statements have been reflected on a historical cost basis, as included in the consolidated statements of financial position of JCI. The combined statements of operations include allocations for certain support functions that are provided on a centralized basis by the Parent and subsequently recorded at the business unit level, such as expenses related to employee benefits, finance, human resources, risk management, information technology, facilities, and legal, among others. These expenses have been allocated to the Company on the basis of direct usage when identifiable, with the remainder allocated on a proportional basis of combined sales, headcount or other measures of the Company or the Parent. Management believes the assumptions underlying the combined financial statements, including the assumptions regarding allocating general corporate expenses from the Parent, are reasonable. Nevertheless, the combined financial statements may not include all actual expenses that would have been incurred by Adient and may not reflect the combined results of operations, financial position and cash flows had it been a stand-alone company during the years presented. Actual costs that would have been incurred if Adient had been a stand-alone company would depend on multiple factors, including organizational structure and strategic decisions made in various areas, including information technology and infrastructure.

Adient
Notes to Combined Financial Statements (Continued)
December 31, 2015
(unaudited)

1. FINANCIAL STATEMENTS (Continued)

Principles of Combination

The combined financial statements include certain assets and liabilities that have historically been held at the Parent level but are specifically identifiable or otherwise attributable to Adient. All significant intercompany transactions and accounts within the Company's combined businesses have been eliminated. All intercompany transactions between the Company and the Parent have been included in these combined financial statements as Parent's net investment. Expenses related to corporate allocations from the Parent to the Company are considered to be effectively settled for cash in the combined financial statements at the time the transaction is recorded. In addition, transactions between the Company and the Parent's other businesses have been classified as related party, rather than intercompany, in the combined financial statements.

In addition to wholly-owned subsidiaries, the Company has investments which, in certain cases, may or may not require combination, as a result of only a partial-ownership interest and/or lack of significant influence over the investee. The Company's investments in partially-owned affiliates are accounted for by the equity method when the Company's interest exceeds 20% and the Company does not have a controlling interest.

Combined VIEs

Based upon the criteria set forth in Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 810, "Consolidation," the Company has determined that it was the primary beneficiary in two VIEs for the reporting periods ended December 31, 2015 and September 30, 2015, as the Company absorbs significant economics of the entities and has the power to direct the activities that are considered most significant to the entities.

The two VIEs manufacture seating products in North America for the automotive industry. The Company funds the entities' short-term liquidity needs through revolving credit facilities and has the power to direct the activities that are considered most significant to the entities through its key customer supply relationships.

The carrying amounts and classification of assets (none of which are restricted) and liabilities included in the Company's combined statements of financial position for the combined VIEs are as follows (in millions):

	<u>December 31, 2015</u>	<u>September 30, 2015</u>
Current assets	\$239	\$279
Noncurrent assets	41	41
Total assets	<u>\$280</u>	<u>\$320</u>
Current liabilities	<u>\$191</u>	<u>\$229</u>
Total liabilities	<u>\$191</u>	<u>\$229</u>

Adient
Notes to Combined Financial Statements (Continued)
December 31, 2015
(unaudited)

1. FINANCIAL STATEMENTS (Continued)

The Company did not have a significant variable interest in any other combined VIEs for the presented reporting periods.

2. NEW ACCOUNTING STANDARDS

In March 2016, the FASB issued Accounting Standards Update (ASU) No. 2016-09, “Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting.” ASU No. 2016-09 changes the accounting for certain aspects of share-based payments to employees, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. In addition, the guidance allows for a policy election to account for forfeitures as they occur rather than on an estimated basis. ASU No. 2016-09 will be effective for the Company for the quarter ending December 31, 2017, with early adoption permitted. The Company is currently assessing the impact adoption of this guidance will have on its combined financial statements.

In March 2016, the FASB issued ASU No. 2016-07, “Investments—Equity Method and Joint Ventures (Topic 323): Simplifying the Transition to the Equity Method of Accounting.” ASU No. 2016-07 eliminates the requirement that when an investment qualifies for use of the equity method as a result of an increase in the level of ownership interest or degree of influence, an investor must adjust the investment, results of operations, and retained earnings retrospectively. ASU No. 2016-07 will be effective prospectively for the Company for increases in the level of ownership interest or degree of influence that result in the adoption of the equity method that occur during or after the quarter ending December 31, 2017, with early adoption permitted. The impact of this guidance for the Company is dependent on any future increases in the level of ownership interest or degree of influence that result in the adoption of the equity method.

In February 2016, the FASB issued ASU No. 2016-02, “Leases (Topic 842).” ASU No. 2016-02 requires recognition of operating leases as lease assets and lease liabilities on the balance sheet and disclosure of key information about leasing arrangements. ASU No. 2016-02 will be effective retrospectively for the Company for the quarter ending December 31, 2019, with early adoption permitted. The Company is currently assessing the impact adoption of this guidance will have on its combined financial statements.

In January 2016, the FASB issued ASU No. 2016-01, “Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Liabilities.” ASU No. 2016-01 amends certain aspects of recognition, measurement, presentation and disclosure of financial instruments. ASU No. 2016-01 will be effective prospectively for the Company for the quarter ending December 31, 2018, with early adoption permitted. The Company is currently assessing the impact adoption of this guidance will have on its combined financial statements.

In November 2015, the FASB issued ASU No. 2015-17, “Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes.” ASU No. 2015-17 requires that deferred tax liabilities and assets be classified as noncurrent in the combined statements of financial position. ASU No. 2015-17 was early adopted by the Company for the quarter ended December 31, 2015 and was applied retrospectively to all periods presented.

Adient
Notes to Combined Financial Statements (Continued)
December 31, 2015
(unaudited)

2. NEW ACCOUNTING STANDARDS (Continued)

In September 2015, the FASB issued ASU No. 2015-16, “Business Combinations (Topic 805): Simplifying the Accounting for Measurement—Period Adjustments.” ASU No. 2015-16 requires that the cumulative impact of a measurement period adjustment (including the impact on prior periods) be recognized in the reporting period in which the adjustment is identified. ASU No. 2015-16 was early adopted by the Company in the quarter ended September 30, 2015. The adoption of this guidance did not have an impact on the Company’s combined financial condition or results from operations.

In July 2015, the FASB issued ASU No. 2015-11, “Simplifying the Measurement of Inventory.” ASU No. 2015-11 requires inventory that is recorded using the first-in, first-out method to be measured at the lower of cost or net realizable value. ASU No. 2015-11 will be effective retrospectively for the Company for the quarter ending December 31, 2017, with early adoption permitted. The adoption of this guidance is not expected to have a significant impact on the Company’s combined financial statements.

In May 2015, the FASB issued ASU No. 2015-07, “Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent).” ASU No. 2015-07 removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. Such investments should be disclosed separate from the fair value hierarchy. ASU No. 2015-07 will be effective retrospectively for the Company for the quarter ending December 31, 2016, with early adoption permitted. The adoption of this guidance is not expected to have an impact on the Company’s combined financial statements but will impact pension asset disclosures.

In April 2015, the FASB issued ASU No. 2015-03, “Interest—Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs.” ASU No. 2015-03 requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of the debt liability. ASU No. 2015-03 will be effective retrospectively for the Company for the quarter ending December 31, 2016, with early adoption permitted. The adoption of this guidance is not expected to have a significant impact on the Company’s combined financial statements.

In February 2015, the FASB issued ASU No. 2015-02, “Consolidation (Topic 810): Amendments to the Consolidation Analysis.” ASU No. 2015-02 amends the analysis performed to determine whether a reporting entity should combine certain types of legal entities. ASU No. 2015-02 will be effective retrospectively for the Company for the quarter ending December 31, 2016, with early adoption permitted. The Company is currently assessing the impact adoption of this guidance will have on its combined financial statements.

In May 2014, the FASB issued ASU No. 2014-09, “Revenue from Contracts with Customers (Topic 606).” ASU No. 2014-09 clarifies the principles for recognizing revenue when an entity either enters into a contract with customers to transfer goods or services or enters into a contract for the transfer of non-financial assets. The original standard was effective retrospectively for the Company for the quarter ending December 31, 2017; however in August 2015, the FASB issued ASU No. 2015-14, “Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date,” which defers the effective date of ASU 2014-09 by one-year for all entities. The new standard will become effective

Adient
Notes to Combined Financial Statements (Continued)
December 31, 2015
(unaudited)

2. NEW ACCOUNTING STANDARDS (Continued)

retrospectively for the Company for the quarter ending December 31, 2018, with early adoption permitted, but not before the original effective date. Additionally, in March 2016 the FASB issued ASU No. 2016-08, "Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)," and in April 2016 the FASB issued ASU No. 2016-10, "Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing," which provide additional clarification on certain topics addressed in ASU 2014-09. ASU 2016-08 follows the same implementation guidelines as ASU 2014-09. The Company is currently assessing the impact adoption of this guidance will have on its combined financial statements.

In April 2014, the FASB issued ASU No. 2014-08, "Presentation of Financial Statements (Topic 205) and Property, Plant and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity." ASU No. 2014-08 limits discontinued operations reporting to situations where the disposal represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results, and requires expanded disclosures for discontinued operations. ASU No. 2014-08 was effective for the Company for the quarter ended December 31, 2015. The adoption of this guidance did not have any impact on the Company's combined financial statements as there were no dispositions or disposals during the quarter ended December 31, 2015.

3. ACQUISITIONS AND DIVESTITURES

No acquisitions occurred during the fiscal quarter ended December 31, 2015. In the first quarter of fiscal 2015, the Company completed two acquisitions for a combined purchase price, net of cash acquired, of \$38 million, \$9 million of which was paid in the three months ended December 31, 2014. The acquisitions in the aggregate were not material to the Company's combined financial statements. In connection with the acquisitions, the Company recorded goodwill of \$9 million.

During the first quarter of fiscal 2016, the Company received \$18 million of cash related to a divestiture completed in the fourth quarter of fiscal 2015.

4. ASSETS AND LIABILITIES HELD FOR SALE

The Company has determined that certain of its businesses met the criteria to be classified as held for sale. At September 30, 2015, \$55 million of assets and \$42 million of liabilities related to certain product lines were classified as held for sale. At December 31, 2015, these product lines no longer met the criteria to be classified as held for sale.

Adient
Notes to Combined Financial Statements (Continued)
December 31, 2015
(unaudited)

5. INVENTORIES

Inventories consisted of the following (in millions):

	<u>December 31, 2015</u>	<u>September 30, 2015</u>
Raw materials and supplies	\$527	\$539
Work-in-process	38	40
Finished goods	136	122
Inventories	<u>\$701</u>	<u>\$701</u>

6. GOODWILL AND OTHER INTANGIBLE ASSETS

The change in the carrying amount of goodwill in the Company's Seating reporting segment for the three months ended December 31, 2015 is as follows (in millions):

	<u>September 30, 2015</u>	<u>Currency Translation</u>	<u>December 31, 2015</u>
Seating	\$2,160	\$(29)	\$2,131

The Company's other intangible assets, primarily from business acquisitions valued based on independent appraisals, consisted of (in millions):

	<u>December 31, 2015</u>			<u>September 30, 2015</u>		
	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Net</u>	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Net</u>
Intangible assets						
Patented technology	\$ 26	\$(11)	\$ 15	\$ 27	\$(11)	\$ 16
Customer relationships	98	(40)	58	100	(38)	62
Trademarks	55	(16)	39	56	(15)	41
Miscellaneous	15	(5)	10	15	(5)	10
Total intangible assets	<u>\$194</u>	<u>\$(72)</u>	<u>\$122</u>	<u>\$198</u>	<u>\$(69)</u>	<u>\$129</u>

Amortization of other intangible assets for the three months ended December 31, 2015 and 2014 was \$4 million and \$5 million, respectively. Excluding the impact of any future acquisitions, the Company anticipates amortization for fiscal 2017, 2018, 2019, 2020 and 2021 will be approximately \$17 million, \$16 million, \$16 million, \$16 million and \$15 million, respectively.

7. PRODUCT WARRANTIES

The Company offers warranties to its customers depending upon the specific product and terms of the customer purchase agreement. A typical warranty program requires that the Company replace defective products within a specified time period from the date of sale. The Company records an estimate for future warranty-related costs based on actual historical return rates and other known factors. Based on analysis of return rates and other factors, the Company's warranty provisions are adjusted as necessary. The Company monitors its warranty activity and adjusts its reserve estimates when it is probable that future warranty costs will be different than those estimates.

Adient
Notes to Combined Financial Statements (Continued)
December 31, 2015
(unaudited)

7. PRODUCT WARRANTIES (Continued)

The Company's product warranty liability is recorded in the combined statements of financial position in other current liabilities.

The changes in the carrying amount of the Company's total product warranty liability are as follows (in millions):

	Three Months Ended	
	December 31,	
	2015	2014
Balance at beginning of period	\$12	\$19
Accruals for warranties issued during the period	2	1
Accruals related to pre-existing warranties (including changes in estimates)	(2)	—
Settlements made (in cash or in kind) during the period	(1)	(1)
Currency translation	—	(1)
Balance at end of period	<u>\$11</u>	<u>\$18</u>

8. SIGNIFICANT RESTRUCTURING AND IMPAIRMENT COSTS

To better align its resources with its growth strategies and reduce the cost structure of its global operations to address the softness in certain underlying markets, the Company commits to restructuring plans as necessary.

In fiscal 2015, the Company committed to a restructuring plan (2015 Plan) and recorded \$182 million of restructuring and impairment costs in the combined statements of income. This is the total amount incurred to date and the total amount expected to be incurred for this restructuring plan. The restructuring actions relate to cost reduction initiatives. The costs consist primarily of workforce reductions, plant closures and asset impairments. The restructuring and impairment costs related to the Seating segment. The restructuring actions are expected to be substantially complete in fiscal 2016.

The following table summarizes the changes in the Company's 2015 Plan reserve (in millions):

	Employee Severance and Termination Benefits	Long-Lived Asset Impairments	Currency Translation	Total
Original Reserve	\$155	\$ 27	\$—	\$182
Utilized—cash	(1)	—	—	(1)
Utilized—noncash	—	(27)	—	(27)
Balance at September 30, 2015	<u>\$154</u>	<u>\$ —</u>	<u>\$—</u>	<u>\$154</u>
Utilized—cash	(12)	—	—	(12)
Utilized—noncash	—	—	(3)	(3)
Balance at December 31, 2015	<u>\$142</u>	<u>\$ —</u>	<u>\$(3)</u>	<u>\$139</u>

Adient
Notes to Combined Financial Statements (Continued)
December 31, 2015
(unaudited)

8. SIGNIFICANT RESTRUCTURING AND IMPAIRMENT COSTS (Continued)

In fiscal 2014, the Company committed to a restructuring plan (2014 Plan) and recorded \$158 million of restructuring and impairment costs in the combined statements of income. This is the total amount incurred to date and the total amount expected to be incurred for this restructuring plan. The restructuring actions related primarily to cost reduction initiatives and included workforce reductions, plant closures, and asset impairments. Of the restructuring and impairment costs recorded, \$129 million related to the Interiors segment and \$29 million related to the Seating segment. The restructuring actions are expected to be substantially complete in fiscal 2016.

The following table summarizes the changes in the Company's 2014 Plan reserve (in millions):

	Employee Severance and Termination Benefits	Long-Lived Asset Impairments	Currency Translation	Total
Original Reserve	\$106	\$ 52	\$ —	\$158
Utilized—noncash	<u>—</u>	<u>(52)</u>	<u>(5)</u>	<u>(57)</u>
Balance at September 30, 2014	\$106	\$ —	\$ (5)	\$101
Utilized—cash	(24)	—	—	(24)
Utilized—noncash	<u>—</u>	<u>—</u>	<u>(9)</u>	<u>(9)</u>
Balance at September 30, 2015	\$ 82	\$ —	\$(14)	\$ 68
Utilized—cash	(9)	—	—	(9)
Utilized—noncash	<u>—</u>	<u>—</u>	<u>(2)</u>	<u>(2)</u>
Balance at December 31, 2015	<u>\$ 73</u>	<u>\$ —</u>	<u>\$(16)</u>	<u>\$ 57</u>

In fiscal 2013, the Company committed to a restructuring plan (2013 Plan) and recorded \$280 million of restructuring and impairment costs in the combined statements of income. This is the total amount incurred to date and the total amount expected to be incurred for this restructuring plan. The restructuring actions related to cost reduction initiatives and included workforce reductions, plant closures, and asset impairments. Of the restructuring and impairment costs recorded, \$152 million related to the Seating segment and \$128 million related to the Interiors segment. The restructuring actions are expected to be substantially complete in fiscal 2016.

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8. SIGNIFICANT RESTRUCTURING AND IMPAIRMENT COSTS (Continued)

The following table summarizes the changes in the Company's 2013 Plan reserve (in millions):

	<u>Employee Severance and Termination Benefits</u>	<u>Long-Lived Asset Impairments</u>	<u>Other</u>	<u>Currency Translation</u>	<u>Total</u>
Original Reserve	\$199	\$ 79	\$ 2	\$ —	\$280
Utilized—cash	(15)	—	—	—	(15)
Utilized—noncash	—	(79)	(2)	3	(78)
Balance at September 30, 2013	\$184	\$ —	\$—	\$ 3	\$187
Utilized—cash	(54)	—	—	—	(54)
Utilized—noncash	—	—	—	(9)	(9)
Balance at September 30, 2014	\$130	\$ —	\$—	\$ (6)	\$124
Utilized—cash	(66)	—	—	—	(66)
Utilized—noncash	—	—	—	(10)	(10)
Balance at September 30, 2015	\$ 64	\$ —	\$—	\$(16)	\$ 48
Utilized—cash	(11)	—	—	—	(11)
Utilized—noncash	—	—	—	(1)	(1)
Balance at December 31, 2015	<u>\$ 53</u>	<u>\$ —</u>	<u>\$—</u>	<u>\$(17)</u>	<u>\$ 36</u>

The Parent's fiscal 2015, 2014, and 2013 restructuring plans included workforce reductions of approximately 8,200 for Adient. Restructuring charges associated with employee severance and termination benefits are paid over the severance period granted to each employee or on a lump sum basis in accordance with individual severance agreements. As of December 31, 2015, approximately 5,300 of the employees have been separated from the Company pursuant to the restructuring plans. In addition, the restructuring plans included fifteen plant closures for Adient. As of December 31, 2015, nine of the fifteen plants have been closed.

During the second quarter of fiscal 2016, Adient committed to a restructuring plan in its Seating segment that will result in an estimated pre-tax charge of approximately \$160 million. The restructuring charges relate to cost-reduction initiatives in the Seating business and include workforce reductions and plant consolidations. The Company anticipates the restructuring actions will be substantially complete in fiscal 2017 and will achieve approximately \$90 million in annual savings. Adient expects that a portion of these savings, net of execution costs, will be achieved in fiscal years 2017-2018 and the full annual benefit of these actions is expected in fiscal 2019.

Company management closely monitors its overall cost structure and continually analyzes each of its businesses for opportunities to consolidate current operations, improve operating efficiencies and locate facilities in low cost countries in close proximity to customers. This ongoing analysis includes a review of its manufacturing, engineering and purchasing operations, as well as the overall global footprint for all its businesses. Because of the importance of new vehicle sales by major automotive manufacturers to operations, the Company is affected by the general business conditions in this

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8. SIGNIFICANT RESTRUCTURING AND IMPAIRMENT COSTS (Continued)

industry. Future adverse developments in the automotive industry could impact the Company's liquidity position, lead to impairment charges and/or require additional restructuring of its operations.

9. INCOME TAXES

In calculating the provision for income taxes, the Company uses an estimate of the annual effective tax rate based upon the facts and circumstances known at each interim period. On a quarterly basis, the actual effective tax rate is adjusted, as appropriate, based upon changed facts and circumstances, if any, as compared to those forecasted at the beginning of the fiscal year and each interim period thereafter. For the three months ended December 31, 2015, the Company's effective tax rate was 26%. The effective rate was lower than the U.S. federal statutory rate of 35% primarily due to global tax planning and foreign tax rate differentials. For the three months ended December 31, 2014, the Company's effective tax rate was 7%. The effective rate was lower than the U.S. federal statutory rate of 35% primarily due to global tax planning and foreign tax rate differentials.

Valuation Allowance

The Company reviews the realizability of its deferred tax assets on a quarterly basis, or whenever events or changes in circumstances indicate that a review is required. In determining the requirement for a valuation allowance, the historical and projected financial results of the legal entity or consolidated group recording the net deferred tax asset are considered, along with any other positive or negative evidence. Since future financial results may differ from previous estimates, periodic adjustments to the Company's valuation allowances may be necessary.

Uncertain Tax Positions

At December 31, 2015, the Company had gross tax effected unrecognized tax benefits of \$393 million, of which \$389 million, if recognized, would impact the effective tax rate. Total net accrued interest at December 31, 2015 was approximately \$10 million (net of tax benefit). The interest and penalties accrued during the three months ended December 31, 2015 and 2014 was not material. The Company recognizes interest and penalties related to unrecognized tax benefits as a component of income tax expense.

Impacts of Tax Legislation

The "look-through rule," under section 954(c)(6) of the U.S. Internal Revenue Code, expired for the Company on September 30, 2015. The "look-through rule" had provided an exception to the U.S. taxation of certain income generated by foreign subsidiaries. The rule was extended in December 2015 retroactive to the beginning of the Company's 2016 fiscal year. The retroactive extension was signed into legislation and was made permanent through the Company's 2020 fiscal year.

During the first quarter of fiscal 2016, other tax legislation was adopted in various jurisdictions. These law changes did not have a material impact on the Company's combined financial statements.

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10. RETIREMENT PLANS

Participation in Parent Pension and Other Postemployment Benefit Plans

JCI provides defined benefit pension, postretirement health care and defined contribution benefits to its eligible employees and retirees, including eligible employees and retirees of Adient. These liabilities are not reflected in the combined statements of financial position.

The combined statements of income include expense allocations for these benefits which were determined using a proportional allocation based on headcount and payroll expense for the Company's employees. Management considers the expense allocation methodology and results to be reasonable for all periods presented. Total Parent benefit plan net expense allocated to Adient amounted to \$3 million and \$9 million for the three months ended December 31, 2015 and 2014, respectively. These costs are reflected in cost of sales and selling, general and administrative expenses. These costs were funded through intercompany transactions with Parent which are now reflected within the net parent investment equity balance.

Retirement Benefits

The components of the Company's net periodic benefit costs, which are primarily related to its non-U.S. retirement plans, are shown in the table below in accordance with ASC 715, "Compensation—Retirement Benefits" (in millions):

	Retirement Benefits	
	Three Months Ended December 31,	
	2015	2014
Service cost	\$ 2	\$ 3
Interest cost	4	5
Expected return on plan assets	(5)	(6)
Net periodic benefit cost	\$ 1	\$ 2

11. FINANCING ARRANGEMENTS

The Company's net financing charges line item in the combined statements of income contained the following components (in millions):

	Three Months Ended December 31,	
	2015	2014
Interest expense	\$1	\$3
Banking fees	1	1
Net financing charges	\$2	\$4

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Notes to Combined Financial Statements (Continued)
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12. EQUITY AND NONCONTROLLING INTERESTS

The following schedule presents changes in combined equity attributable to Adient and noncontrolling interests (in millions, net of tax):

	Three Months Ended December 31, 2015			Three Months Ended December 31, 2014		
	Equity Attributable to Adient	Equity Attributable to Noncontrolling Interests	Total Invested Equity	Equity Attributable to Adient	Equity Attributable to Noncontrolling Interests	Total Invested Equity
Beginning balance	\$5,626	\$141	\$5,767	\$5,453	\$159	\$5,612
Total comprehensive income:						
Net income (loss)	137	11	148	182	15	197
Foreign currency translation adjustments	(152)	—	(152)	(229)	—	(229)
Realized and unrealized gains (losses) on derivatives	2	—	2	(9)	—	(9)
Other comprehensive income (loss)	(150)	—	(150)	(238)	—	(238)
Comprehensive income (loss)	(13)	11	(2)	(56)	15	(41)
Other change in equity:						
Dividends attributable to noncontrolling interests	—	(7)	(7)	—	(8)	(8)
Change in Parent's net investment	(9)	—	(9)	263	—	263
Ending balance	<u>\$5,604</u>	<u>\$145</u>	<u>\$5,749</u>	<u>\$5,660</u>	<u>\$166</u>	<u>\$5,826</u>

The Company consolidates certain subsidiaries in which the noncontrolling interest party has within their control the right to require the Company to redeem all or a portion of its interest in the subsidiary. These redeemable noncontrolling interests are reported at their estimated redemption value. Any adjustment to the redemption value impacts retained earnings but does not impact net income. Redeemable noncontrolling interests which are redeemable only upon future events, the occurrence of which is not currently probable, are recorded at carrying value.

The following schedule presents changes in the redeemable noncontrolling interests (in millions):

	Three Months Ended December 31,	
	2015	2014
Beginning balance	\$31	\$27
Net income	6	4
Dividends	(2)	(2)
Ending balance	<u>\$35</u>	<u>\$29</u>

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12. EQUITY AND NONCONTROLLING INTERESTS (Continued)

The following schedule presents changes in accumulated other comprehensive income (AOCI) attributable to Adient (in millions, net of tax):

	Three Months Ended December 31,	
	2015	2014
Foreign currency translation adjustments		
Balance at beginning of period	\$(229)	\$ 283
Aggregate adjustment for the period (net of tax effect of \$8 and \$6)	(152)	(229)
Balance at end of period	<u>(381)</u>	<u>54</u>
Realized and unrealized losses on derivatives		
Balance at beginning of period	(17)	(6)
Current period changes in fair value (net of tax effect of \$2 and \$(3))	5	(9)
Reclassification to income (net of tax effect of \$(2) and \$0) *	(3)	—
Balance at end of period	<u>(15)</u>	<u>(15)</u>
Pension and postretirement plans		
Balance at beginning of period	(1)	(1)
Reclassifications to income (net of tax effect of \$0)	—	—
Balance at end of period	<u>(1)</u>	<u>(1)</u>
Accumulated other comprehensive income (loss), end of period	<u>\$(397)</u>	<u>\$ 38</u>

* Refer to Note 13, “Derivative Instruments and Hedging Activities,” of the notes to combined financial statements for disclosure of the line items on the combined statements of income affected by reclassifications from AOCI into income related to derivatives.

13. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

The Parent selectively uses derivative instruments to reduce Adient’s market risk associated with changes in foreign currency. Under the Parent’s policy, the use of derivatives is restricted to those intended for hedging purposes; the use of any derivative instrument for speculative purposes is strictly prohibited. A description of each type of derivative utilized by the Parent to manage Adient’s risk is included in the following paragraphs. In addition, refer to Note 14, “Fair Value Measurements,” of the notes to combined financial statements for information related to the fair value measurements and valuation methods utilized by the Company for each derivative type.

The Company has global operations and participates in the foreign exchange markets to minimize its risk of loss from fluctuations in foreign currency exchange rates. The Parent primarily uses foreign currency exchange contracts to hedge certain of Adient’s foreign exchange rate exposures. The Parent

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13. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES (Continued)

hedges 70% to 90% of the nominal amount of each of its known foreign exchange transactional exposures. Gains and losses on derivative contracts offset gains and losses on underlying foreign currency exposures.

The Parent has entered into cross-currency interest rate swaps to selectively hedge portions of Adient's net investment in Japan. The currency effects of the cross-currency interest rate swaps are reflected in the AOCI account within invested equity attributable to Adient where they offset gains and losses recorded on the Company's net investment in Japan. At December 31, 2015, the Company had three cross-currency interest rate swaps outstanding totaling 15 billion yen. At September 30, 2015 the Parent had four cross-currency interest rate swaps outstanding for Adient totaling 20 billion yen.

The following table presents the location and fair values of derivative instruments and hedging activities included in the Company's combined statements of financial position (in millions):

	Derivatives and Hedging Activities Designated as Hedging Instruments under ASC 815		Derivatives and Hedging Activities Not Designated as Hedging Instruments under ASC 815	
	December 31, 2015	September 30, 2015	December 31, 2015	September 30, 2015
Other current assets				
Foreign currency exchange derivatives	\$ 3	\$ 5	\$19	\$41
Cross-currency interest rate swaps	<u>1</u>	<u>5</u>	<u>—</u>	<u>—</u>
Total assets	<u>\$ 4</u>	<u>\$10</u>	<u>\$19</u>	<u>\$41</u>
Other current liabilities				
Foreign currency exchange derivatives	\$26	\$27	\$10	\$17
Cross-currency interest rate swaps	<u>1</u>	<u>1</u>	<u>—</u>	<u>—</u>
Total liabilities	<u>\$27</u>	<u>\$28</u>	<u>\$10</u>	<u>\$17</u>

The Parent enters into International Swaps and Derivatives Associations (ISDA) master netting agreements with counterparties that permit the net settlement of amounts owed under the derivative contracts. The master netting agreements generally provide for net settlement of all outstanding contracts with a counterparty in the case of an event of default or a termination event. The Company has not elected to offset the fair value positions of the derivative contracts recorded in the combined statements of financial position. Collateral is generally not required of the Company or the counterparties under the master netting agreements. As of December 31, 2015 and September 30, 2015, no cash collateral was received or pledged under the master netting agreements.

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Notes to Combined Financial Statements (Continued)
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13. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES (Continued)

The gross and net amounts of derivative assets and liabilities are as follows (in millions):

	Fair Value of Assets		Fair Value of Liabilities	
	December 31, 2015	September 30, 2015	December 31, 2015	September 30, 2015
Gross amount recognized	\$23	\$51	\$37	\$45
Gross amount eligible for offsetting	<u>(9)</u>	<u>(2)</u>	<u>(9)</u>	<u>(2)</u>
Net amount	<u>\$14</u>	<u>\$49</u>	<u>\$28</u>	<u>\$43</u>

The following tables present the location and amount of the effective portion of gains and losses gross of tax on derivative instruments and related hedge items reclassified from AOCI into the Company's combined statements of income and amounts recorded in AOCI net of tax in the combined statements of financial position (in millions):

Derivatives in ASC 815 Cash Flow Hedging Relationships	Location of Gain Reclassified from AOCI into Income	Amount of Gain Reclassified from AOCI into Income	
		Three Months Ended December 31,	
		2015	2014
Foreign currency exchange derivatives	Cost of sales	\$5	\$—

Derivatives in ASC 815 Cash Flow Hedging Relationships	Amount of Loss Recognized in AOCI on Derivative	
	December 31, 2015	September 30, 2015
Foreign currency exchange derivatives	\$(15)	\$(17)

Derivatives Not Designated as Hedging Instruments under ASC 815	Location of Gain (Loss) Recognized in Income on Derivative	Amount of Gain (Loss) Recognized in Income on Derivative	
		Three Months Ended December 31,	
		2015	2014
Foreign currency exchange derivatives	Cost of sales	\$(4)	\$—
Foreign currency exchange derivatives	Net financing charges	<u>7</u>	<u>13</u>
Total		<u>\$ 3</u>	<u>\$13</u>

There were no gains or losses recognized in cumulative translation adjustment (CTA) within AOCI on the effective portion of outstanding net investment hedges at December 31, 2015. The amount of gains recognized in CTA within AOCI on the effective portion of outstanding net investment hedges was \$2 million at September 30, 2015. For the three months ended December 31, 2015 and 2014, no gains or losses were reclassified from CTA into income for the Company's outstanding net investment hedges, and no gains or losses were recognized in income for the ineffective portion of cash flow hedges.

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14. FAIR VALUE MEASUREMENTS

ASC 820, “Fair Value Measurement,” defines fair value as 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. ASC 820 also establishes a three-level fair value hierarchy that prioritizes information used in developing assumptions when pricing an asset or liability as follows:

Level 1: Observable inputs such as quoted prices in active markets;

Level 2: Inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and

Level 3: Unobservable inputs where there is little or no market data, which requires the reporting entity to develop its own assumptions.

ASC 820 requires the use of observable market data, when available, in making fair value measurements. When inputs used to measure fair value fall within different levels of the hierarchy, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement.

Recurring Fair Value Measurements

The following tables present the Company’s fair value hierarchy for those assets and liabilities measured at fair value (in millions):

	Fair Value Measurements Using:			
	Total as of December 31, 2015	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Other current assets				
Foreign currency exchange derivatives	\$22	\$—	\$22	\$—
Cross-currency interest rate swaps	<u>1</u>	<u>—</u>	<u>1</u>	<u>—</u>
Total assets	<u>\$23</u>	<u>\$—</u>	<u>\$23</u>	<u>\$—</u>
Other current liabilities				
Foreign currency exchange derivatives	\$36	\$—	\$36	\$—
Cross-currency interest rate swaps	<u>1</u>	<u>—</u>	<u>1</u>	<u>—</u>
Total liabilities	<u>\$37</u>	<u>\$—</u>	<u>\$37</u>	<u>\$—</u>

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14. FAIR VALUE MEASUREMENTS (Continued)

	Fair Value Measurements Using:			
	Total as of September 30, 2015	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Other current assets				
Foreign currency exchange derivatives	\$46	\$—	\$46	\$—
Cross-currency interest rate swaps	<u>5</u>	<u>—</u>	<u>5</u>	<u>—</u>
Total assets	<u>\$51</u>	<u>\$—</u>	<u>\$51</u>	<u>\$—</u>
Other current liabilities				
Foreign currency exchange derivatives	\$44	\$—	\$44	\$—
Cross-currency interest rate swaps	<u>1</u>	<u>—</u>	<u>1</u>	<u>—</u>
Total liabilities	<u>\$45</u>	<u>\$—</u>	<u>\$45</u>	<u>\$—</u>

Valuation Methods

Foreign currency exchange derivatives—The Parent selectively hedges anticipated transactions that are subject to foreign exchange rate risk primarily using foreign currency exchange hedge contracts. The foreign currency exchange derivatives are valued under a market approach using publicized spot and forward prices. As cash flow hedges under ASC 815, “Derivatives and Hedging,” the effective portion of the hedge gains or losses due to changes in fair value are initially recorded as a component of AOCI and are subsequently reclassified into earnings when the hedged transactions occur and affect earnings. Any ineffective portion of the hedge is reflected in the combined statements of income. These contracts were highly effective in hedging the variability in future cash flows attributable to changes in currency exchange rates at December 31, 2015 and September 30, 2015. The fair value of foreign currency exchange derivatives not designated as hedging instruments under ASC 815 are recorded in the combined statements of income.

Cross-currency interest rate swaps—The Parent selectively uses cross-currency interest rate swaps to hedge the foreign currency rate risk associated with certain of Adient’s investments in Japan. The cross-currency interest rate swaps are valued using observable market data. Changes in the market value of the swaps are reflected in the CTA component of AOCI where they offset gains and losses recorded on the Company’s net investment in Japan. At December 31, 2015, the Parent had three cross-currency interest rate swaps outstanding totaling 15 billion yen. At September 30, 2015, the Parent had four cross-currency interest rate swaps outstanding totaling 20 billion yen.

15. SEGMENT INFORMATION

ASC 280, “Segment Reporting,” establishes the standards for reporting information about segments in financial statements. In applying the criteria set forth in ASC 280, the Company has determined that it has two reportable segments for financial reporting purposes.

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15. SEGMENT INFORMATION (Continued)

Adient designs and manufactures interior systems and products for passenger cars and light trucks, including vans, pick-up trucks and sport utility/crossover vehicles.

- The Seating reportable segment produces automotive seat metal structures and mechanisms, foam, trim, fabric and complete seat systems.
- The Interiors reportable segment, primarily derived from its global automotive interiors joint venture completed on July 2, 2015, produces instrument panels, floor consoles, door panels, overhead consoles, cockpit systems, decorative trim and other products. Prior to the completion of the joint venture, the Interiors reportable segment produced instrument panels, floor consoles and door panels.

Management evaluates the performance of the segments based primarily on segment income, which represents income before income taxes and noncontrolling interests excluding net financing charges, restructuring and impairment costs, and net mark-to-market adjustments on pension and postretirement plans. General corporate and other overhead expenses are allocated to business segments in determining segment income. Financial information relating to the Company's reportable segments is as follows (in millions):

	Three Months Ended December 31,	
	2015	2014
<i>Net Sales</i>		
Seating	\$4,172	\$4,206
Interiors	61	1,067
Total net sales	<u>\$4,233</u>	<u>\$5,273</u>
	Three Months Ended December 31,	
	2015	2014
<i>Segment Income</i>		
Seating	\$198	\$190
Interiors	11	30
Total segment income	<u>\$209</u>	<u>\$220</u>
Net financing charges	(2)	(4)
Income before income taxes	<u>\$207</u>	<u>\$216</u>

16. NONCONSOLIDATED PARTIALLY-OWNED AFFILIATES

Investments in the net assets of nonconsolidated partially-owned affiliates are stated in the "Investments in partially-owned affiliates" line in the combined statements of financial position as of

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16. NONCONSOLIDATED PARTIALLY-OWNED AFFILIATES (Continued)

December 31, 2015 and September 30, 2015. Equity in the net income of nonconsolidated partially-owned affiliates is stated in the “Equity income” line in the combined statements of income for the three months ended December 31, 2015 and 2014.

The Company maintains total investments in partially-owned affiliates of \$1.7 billion and \$1.6 billion at December 31, 2015 and September 30, 2015, respectively. Financial information for nonconsolidated partially-owned affiliates that were significant to Adient’s results is as follows:

Summarized balance sheet data (in millions):

	December 31, 2015		
	YFJC	All Other	Total
Current assets	\$1,884	\$3,635	\$5,519
Noncurrent assets	540	2,213	2,753
Total assets	<u>\$2,424</u>	<u>\$5,848</u>	<u>\$8,272</u>
Current liabilities	\$1,568	\$3,690	\$5,258
Noncurrent liabilities	40	124	164
Noncontrolling interests	79	30	109
Shareholders’ equity	<u>737</u>	<u>2,004</u>	<u>2,741</u>
Total liabilities and shareholders’ equity	<u>\$2,424</u>	<u>\$5,848</u>	<u>\$8,272</u>
	September 30, 2015		
	YFJC	All Other	Total
Current assets	\$1,595	\$3,923	\$5,518
Noncurrent assets	541	2,121	2,662
Total assets	<u>\$2,136</u>	<u>\$6,044</u>	<u>\$8,180</u>
Current liabilities	\$1,352	\$4,140	\$5,492
Noncurrent liabilities	41	108	149
Noncontrolling interests	67	11	78
Shareholders’ equity	<u>676</u>	<u>1,785</u>	<u>2,461</u>
Total liabilities and shareholders’ equity	<u>\$2,136</u>	<u>\$6,044</u>	<u>\$8,180</u>

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16. NONCONSOLIDATED PARTIALLY-OWNED AFFILIATES (Continued)

Summarized income statement data with reconciliation to Adient's equity in net income from nonconsolidated partially-owned affiliates for the three months ended December 31 (in millions):

	2015		
	YFJC	All Other	Total
Net sales	\$1,180	\$3,395	\$4,575
Gross profit	159	363	522
Operating income	120	215	335
Net income	97	176	273
Income attributable to noncontrolling interests	12	11	23
Net income attributable to the entity	85	165	250
Equity in net income, before basis adjustments	\$ 42	\$ 58	\$ 100
Basis adjustments	—	(6)	(6)
Equity in net income	42	52	94
	2014		
	YFJC	All Other	Total
Net sales	\$1,036	\$1,033	\$2,069
Gross profit	144	122	266
Operating income	113	104	217
Net income	93	97	190
Income attributable to noncontrolling interests	9	—	9
Net income attributable to the entity	84	97	181
Equity in net income, before basis adjustments	\$ 42	\$ 44	\$ 86
Basis adjustments	—	(1)	(1)
Equity in net income	42	43	85

17. COMMITMENTS AND CONTINGENCIES

The Company accrues for potential environmental liabilities when it is probable a liability has been incurred and the amount of the liability is reasonably estimable. Reserves for environmental liabilities totaled \$6 million and \$7 million at December 31, 2015 and September 30, 2015, respectively. The Company reviews the status of its environmental sites on a quarterly basis and adjusts its reserves accordingly. Such potential liabilities accrued by the Company do not take into consideration possible recoveries of future insurance proceeds. They do, however, take into account the likely share other parties will bear at remediation sites. It is difficult to estimate the Company's ultimate level of liability at many remediation sites due to the large number of other parties that may be involved, the complexity of determining the relative liability among those parties, the uncertainty as to the nature and scope of the investigations and remediation to be conducted, the uncertainty in the application of law and risk assessment, the various choices and costs associated with diverse technologies that may be used in corrective actions at the sites, and the often quite lengthy periods over which eventual

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17. COMMITMENTS AND CONTINGENCIES (Continued)

remediation may occur. Nevertheless, the Company does not currently believe that any claims, penalties or costs in connection with known environmental matters will have a material adverse effect on the Company's financial position, results of operations or cash flows.

The Company is involved in various lawsuits, claims and proceedings incident to the operation of its businesses, including those pertaining to product liability, environmental, safety and health, intellectual property, employment, commercial and contractual matters, and various other casualty matters. Although the outcome of any such lawsuit, claim or proceeding cannot be predicted with certainty and some may be disposed of unfavorably to Adient, it is management's opinion that none of these will have a material adverse effect on the Company's financial position, results of operations or cash flows. Costs related to such matters were not material to the periods presented.

18. RELATED PARTY TRANSACTIONS AND PARENT'S NET INVESTMENT

Related Party Transactions

In the ordinary course of business, the Company enters into transactions with related parties, such as equity affiliates and other businesses of the Parent. Such transactions consist of facility management services, the sale or purchase of goods and other arrangements.

The following table sets forth the net sales to and purchases from related parties included in the combined statements of operations (in millions):

	Three Months Ended December 31,	
	2015	2014
Net sales to related parties	\$86	\$67
Purchases from related parties	36	35

The following table sets forth the amount of accounts receivable due from and payable to related parties in the combined statements of financial position (in millions):

	December 31, 2015	September 30, 2015
Receivable from related parties	\$240	\$256
Payable to related parties	88	122

Corporate Allocations and Parent's Net Investment

The combined statements of operations include allocations for certain support functions that are provided on a centralized basis by the Parent and subsequently recorded at the business unit level, such as expenses related to employee benefits, finance, human resources, risk management, information technology, facilities, and legal, among others. Included in selling, general and administrative expense during the quarters ended December 31, 2015 and 2014 were \$70 million and \$81 million, respectively, of corporate expenses incurred by JCI. These expenses have been allocated to the Company on the basis of direct usage when identifiable, with the remainder allocated on a proportional basis of

Adient
Notes to Combined Financial Statements (Continued)
December 31, 2015
(unaudited)

18. RELATED PARTY TRANSACTIONS AND PARENT'S NET INVESTMENT (Continued)

combined sales, headcount or other measures of the Company or the Parent. Management believes the assumptions underlying the combined financial statements, including the assumptions regarding allocating general corporate expenses from the Parent, are reasonable. Nevertheless, the combined financial statements may not include all actual expenses that would have been incurred by the Company and may not reflect the combined results of operations, financial position and cash flows had it been a stand-alone company during the years presented. Actual costs that would have been incurred if the Company had been a stand-alone company would depend on multiple factors, including organizational structure and strategic decisions made in various areas, including information technology and infrastructure.

Approximately \$87 million of costs related to the separation of Adient have been incurred by the Parent for the three months ended December 31, 2015. Of this amount, \$60 million was deemed to directly benefit Adient as a stand-alone company. Accordingly, these costs have been allocated to Adient and are reflected within selling, general and administrative expenses in the combined statement of income for the three months ended December 31, 2015.

In addition to the transactions discussed above, certain intercompany transactions between the Company and the Parent have not been recorded as related party transactions. These transactions are considered to be effectively settled for cash at the time the transaction is recorded. The total net effect of the settlement of these intercompany transactions is reflected in the combined statements of cash flows as a financing activity and in the combined statements of financial position as Parent's net investment.

SHANGHAI YANFENG JOHNSON CONTROLS SEATING CO., LTD.

Independent Auditor's Report

To the Board of Directors of Shanghai Yanfeng Johnson Controls Seating Co., Ltd.:

We have audited the accompanying consolidated financial statements of Shanghai Yanfeng Johnson Controls Seating Co., Ltd. (the "Company") and its subsidiaries, which comprise the consolidated balance sheets as of 31 December 2014 and 2013, and the related consolidated income statements, cash flow statements and statements of changes in owners' equity for each of the two years ended 31 December 2014 and 2013.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the requirements of Accounting Standards for Business Enterprises in the People's Republic of China; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company and its subsidiaries as of 31 December 2014 and 2013, and the results of their operations and their cash flows for each of the two years ended 31 December 2014 and 2013 in accordance with the requirements of Accounting Standards for Business Enterprises in the People's Republic of China.

Other Matters

The accompanying consolidated balance sheet as of 31 December 2015, and the related consolidated income statement, cash flow statement and statement of changes in owners' equity for the year then ended are presented for purposes of complying with Rule 3-09 of SEC Regulation S-X; however, Rule 3-09 does not require the financial statements as of and for the year ended 31 December 2015 to be audited and they are, therefore, not covered by this report.

Accounting Standards for Business Enterprises in the People's Republic of China vary in certain significant respects from accounting principles generally accepted in the United States of America. Information relating to the nature and effect of such differences is presented in **Note 14** to the consolidated financial statements.

/s/ PricewaterhouseCoopers Zhong Tian LLP

PricewaterhouseCoopers Zhong Tian LLP

26 April 2016

Shanghai, the People's Republic of China

SHANGHAI YANFENG JOHNSON CONTROLS SEATING CO., LTD.
CONSOLIDATED BALANCE SHEETS AS AT 31 DECEMBER 2015, 2014 AND 2013
(All amounts in RMB Yuan unless otherwise stated)

<u>ASSETS</u>	<u>Note</u>	<u>31 December 2015*</u> <u>Consolidated</u>	<u>31 December 2014</u> <u>Consolidated</u>	<u>31 December 2013</u> <u>Consolidated</u>
Current assets				
Cash at bank and on hand	7(1)	3,939,894,113	3,165,627,901	3,009,341,225
Notes receivable	7(2)	1,198,378,148	1,030,656,745	846,422,674
Accounts receivable	7(3(a))	5,697,029,340	4,688,450,612	4,498,658,134
Advances to suppliers		130,127,043	162,716,875	126,838,132
Interest receivable		1,678,489	394,637	1,095,888
Dividends receivable		16,336,555	—	—
Other receivables	7(3(b))	228,573,927	464,461,266	367,600,678
Inventories	7(4)	701,202,676	638,115,225	622,120,216
Other current assets	7(5)	352,709,670	49,714,736	75,796,692
Total current assets		<u>12,265,929,961</u>	<u>10,200,137,997</u>	<u>9,547,873,639</u>
Non-current assets				
Long-term equity investments	7(6)	158,752,993	76,331,842	62,434,370
Fixed assets	7(7)	1,778,145,645	1,537,142,169	1,327,582,914
Construction in progress	7(8)	334,405,828	485,022,530	453,220,391
Intangible assets	7(9)	290,139,232	362,271,077	587,790,417
Long-term prepaid expenses	7(10)	195,116,898	202,556,024	124,512,878
Deferred tax assets	7(20(a))	546,116,880	335,832,409	252,343,326
Other non-current assets	7(11)	99,787,600	53,009,636	93,019,363
Goodwill	7(12)	71,566,642	71,566,642	71,566,642
Total non-current assets		<u>3,474,031,718</u>	<u>3,123,732,329</u>	<u>2,972,470,301</u>
TOTAL ASSETS		<u>15,739,961,679</u>	<u>13,323,870,326</u>	<u>12,520,343,940</u>

* Not covered by report included herein

The accompanying notes form an integral part of these financial statements.

SHANGHAI YANFENG JOHNSON CONTROLS SEATING CO., LTD.
CONSOLIDATED BALANCE SHEETS AS AT 31 DECEMBER 2015, 2014 AND 2013 (Continued)
(All amounts in RMB Yuan unless otherwise stated)

<u>LIABILITIES AND OWNERS' EQUITY</u>	<u>Note</u>	<u>31 December 2015*</u> <u>Consolidated</u>	<u>31 December 2014</u> <u>Consolidated</u>	<u>31 December 2013</u> <u>Consolidated</u>
Current liabilities				
Short-term borrowings	7(13)	75,000,000	100,000,000	299,300,500
Notes payable	7(14)	457,179,867	441,557,489	459,996,380
Accounts payable	7(15)	8,468,879,463	6,510,519,647	5,850,740,700
Advances from customers		55,982,936	50,804,021	66,160,399
Employee benefits payable	7(16)	621,152,813	548,588,559	466,055,388
Taxes payable	7(17)	560,021,549	407,355,491	449,618,177
Interest payable		—	—	1,769,746
Dividends payable		—	36,552,986	9,000,000
Other payables	7(18)	1,546,190,411	1,652,806,503	1,320,308,049
Current portion of Long-term borrowings	7(19)	5,398,000	5,398,000	2,699,000
Total current liabilities		<u>11,789,805,039</u>	<u>9,753,582,696</u>	<u>8,925,648,339</u>
Non-current liabilities				
Long-term borrowings	7(19)	13,505,000	18,903,000	24,301,000
Deferred income		7,402,636	5,440,000	5,440,000
Deferred tax liabilities	7(20(b))	241,500	18,599,893	69,724,286
Provisions		4,206,400	4,037,176	3,454,415
Total non-current liabilities		<u>25,355,536</u>	<u>46,980,069</u>	<u>102,919,701</u>
Total liabilities		<u>11,815,160,575</u>	<u>9,800,562,765</u>	<u>9,028,568,040</u>
Owners' equity				
Paid-in capital	7(21)	439,853,380	439,853,380	439,853,380
Capital surplus	7(22)	—	—	1,148,851
Other Comprehensive income	7(33(b))	(307,041)	(32,010)	(147,000)
Surplus reserve	7(23)	329,063,052	284,833,010	242,136,006
Undistributed profits	7(24)	2,635,032,872	2,354,813,576	2,266,775,854
Total equity attributable to equity holders of the Company		3,403,642,263	3,079,467,956	2,949,767,091
Minority interest		521,158,841	443,839,605	542,008,809
Total owners' equity		<u>3,924,801,104</u>	<u>3,523,307,561</u>	<u>3,491,775,900</u>
TOTAL LIABILITIES AND OWNERS' EQUITY		<u>15,739,961,679</u>	<u>13,323,870,326</u>	<u>12,520,343,940</u>

* Not covered by report included herein

The accompanying notes form an integral part of these financial statements.

Legal representative:
Zhengang Ma

Principal in charge of accounting:
Haifeng Mao

Head of accounting department:
Jianjun Chu

SHANGHAI YANFENG JOHNSON CONTROLS SEATING CO., LTD.
CONSOLIDATED INCOME STATEMENTS FOR THE YEAR ENDED
31 DECEMBER 2015, 2014 AND 2013

(All amounts in RMB Yuan unless otherwise stated)

Item	Note	2015* Consolidated	2014 Consolidated	2013 Consolidated
Revenue	7(25)	26,572,050,764	24,485,129,870	21,572,906,592
Less: Cost of sales	7(25)(28)	(22,023,017,968)	(20,287,565,383)	(17,638,266,869)
Taxes and surcharges	7(26)	(119,877,553)	(85,497,846)	(77,345,731)
Selling and distribution expenses	7(28)	(175,878,437)	(174,129,174)	(172,411,220)
General and administrative expenses	7(28)	(1,838,254,817)	(1,834,888,595)	(1,554,353,927)
Financial expenses—net	7(27)	59,098,880	25,205,319	(26,052,533)
Asset impairment losses	7(29)	(9,380,519)	(4,671,239)	(10,943,037)
Add: Investment income—net	7(30)	48,357,857	13,897,472	1,083,789
Including: Share of profit of associates and joint ventures		40,459,106	13,897,472	1,083,789
Operating profit		2,513,098,207	2,137,480,424	2,094,617,064
Add: Non-operating income	7(31(a))	45,819,087	45,272,000	35,833,374
Including: gains on disposal of non-current assets		1,676,650	13,714,861	5,306,453
Less: Non-operating expenses	7(31(b))	(14,512,924)	(14,525,030)	(11,603,001)
Including: Losses on disposal of non-current assets		(4,669,157)	(10,808,449)	(6,638,252)
Total profit		2,544,404,370	2,168,227,394	2,118,847,437
Less: Income tax expenses	7(32)	(463,389,635)	(388,801,668)	(371,443,481)
Net profit		2,081,014,735	1,779,425,726	1,747,403,956
Attributable to equity holders of the Company		1,775,435,020	1,591,845,675	1,674,363,531
Minority interest		305,579,715	187,580,051	73,040,425
Other comprehensive income, net of tax Attributable to equity owners of the Company	7(33(a))	(275,031)	114,990	(147,000)
Translation differences on translation of foreign currency financial statements		(275,031)	114,990	(147,000)
Total comprehensive income		2,080,739,704	1,779,540,716	1,747,256,956
Attributable to equity owners of the Company		1,775,159,989	1,591,960,665	1,674,216,531
Attributable to minority interests		305,579,715	187,580,051	73,040,425

* Not covered by report included herein

The accompanying notes form an integral part of these financial statements.

Legal representative:
Zhengang Ma

Principal in charge of accounting:
Haifeng Mao

Head of accounting department:
Jianjun Chu

SHANGHAI YANFENG JOHNSON CONTROLS SEATING CO., LTD.
CONSOLIDATED CASH FLOW STATEMENTS FOR THE YEAR ENDED
31 DECEMBER 2015, 2014 AND 2013

(All amounts in Rmb Yuan unless otherwise stated)

<u>Item</u>	<u>Note</u>	<u>2015*</u> <u>Consolidated</u>	<u>2014</u> <u>Consolidated</u>	<u>2013</u> <u>Consolidated</u>
Cash flows from operating activities				
Cash received from sales of goods or rendering of services		30,668,864,213	28,945,292,864	23,847,583,444
Refund of taxes and surcharges		13,781,018	34,090,499	4,542
Cash received relating to other operating activities		74,044,037	43,456,279	64,838,551
Sub-total of cash inflows		30,756,689,268	29,022,839,642	23,912,426,537
Cash paid for goods and services		(22,770,981,843)	(22,077,186,618)	(18,098,199,881)
Cash paid to and on behalf of employees		(1,553,146,820)	(1,402,532,782)	(1,158,938,499)
Payments of taxes and surcharges		(1,781,651,976)	(1,434,245,412)	(991,365,833)
Cash paid relating to other operating activities	7(34(d))	(1,653,278,352)	(1,441,512,528)	(1,062,458,998)
Sub-total of cash outflows		(27,759,058,991)	(26,355,477,340)	(21,310,963,211)
Net cash flows from operating activities	7(34(a))	2,997,630,277	2,667,362,302	2,601,463,326
Cash flows from investing activities				
Cash received from disposal of investments		50,646,471	89,724,800	—
Cash received from returns on investments		16,244,436	3,070,735	1,180,994
Net cash received from disposal of fixed assets, intangible assets and other long-term assets		211,692,165	191,304,314	22,134,823
Net cash received from disposal of subsidiaries and other business units		13,510,827	—	—
Cash received relating to other investing activities		—	—	220,000,000
Sub-total of cash inflows		292,093,899	284,099,849	243,315,817
Cash paid to acquire fixed assets, intangible assets and other long-term assets		(476,099,495)	(767,637,244)	(554,705,790)
Cash paid to acquire investments		(315,000,000)	(90,371,271)	(50,251,692)
Net cash paid to acquire subsidiaries and other business units		(62,298,600)	—	(412,534,635)
Cash paid relating to other investing activities		—	—	(220,000,000)
Sub-total of cash outflows		(853,398,095)	(858,008,515)	(1,237,492,117)
Net cash flows from investing activities		(561,304,196)	(573,908,666)	(994,176,300)
Cash flows from financing activities				
Cash received from capital contributions		—	—	17,500,000
Including: Cash received from capital contributions by minority shareholders of subsidiaries		—	—	17,500,000
Cash received from borrowings		75,855,064	400,000,000	458,793,339
Sub-total of cash inflows		75,855,064	400,000,000	476,293,339
Cash repayments of borrowings		(105,496,657)	(601,999,500)	(282,092,839)
Cash payments for interest expenses, distribution of dividends or profits		(1,664,108,967)	(1,567,648,168)	(1,451,764,972)
Including: Cash payments for dividends or profit to minority shareholders of subsidiaries		(250,598,100)	(142,793,799)	(122,042,022)
Cash payments relating to other financing activities		—	(87,504,313)	—
Sub-total of cash outflows		(1,769,605,624)	(2,257,151,981)	(1,733,857,811)
Net cash flows from financing activities		(1,693,750,560)	(1,857,151,981)	(1,257,564,472)
Effect of foreign exchange rate changes on cash and cash equivalents		—	—	—
Net increase in cash	7(34(b))	742,575,521	236,301,655	349,722,554
Add: Cash at beginning of year	7(34(b))	2,998,757,581	2,762,455,926	2,412,733,372
Cash at end of year	7(34(b))	3,741,333,102	2,998,757,581	2,762,455,926

* Not covered by report included herein

The accompanying notes form an integral part of these financial statements.

Legal representative:
Zhengang Ma

Principal in charge of accounting:
Haifeng Mao

Head of accounting department:
Jianjun Chu

SHANGHAI YANFENG JOHNSON CONTROLS SEATING CO., LTD.
CONSOLIDATED STATEMENT OF CHANGES IN OWNERS' EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2015, 2014 AND 2013
(All amounts in Rmb Yuan unless otherwise stated)

Item	Note	Attributable to equity holders of the Company					Minority interest	Total owners' equity
		Paid-in capital	Capital surplus	Surplus reserves	Undistributed profits	Other comprehensive income		
Balance at 1 January 2013		439,853,380	1,148,851	197,012,397	2,005,163,942	—	565,376,934	3,208,555,504
Movements for the year ended 31 December 2013								
Total Comprehensive income								
Net profit		—	—	—	1,674,363,531	—	73,040,425	1,747,403,956
Other comprehensive income								
Foreign currency exchange differences	7(33)	—	—	—	—	(147,000)	—	(147,000)
Total Comprehensive income for the year		—	—	—	1,674,363,531	(147,000)	73,040,425	1,747,256,956
Capital contribution and withdrawal by owners								
New subsidiaries		—	—	—	—	—	17,500,000	17,500,000
Profit distribution								
Appropriation to surplus reserves		—	—	45,123,609	(45,123,609)	—	—	—
Profit distribution to equity owners		—	—	—	(1,322,403,562)	—	(113,703,818)	(1,436,107,380)
Appropriation to staff welfare and incentive funds		—	—	—	(45,224,448)	—	(204,732)	(45,429,180)
Balance at 31 December 2013		439,853,380	1,148,851	242,136,006	2,266,775,854	(147,000)	542,008,809	3,491,775,900
Balance at 1 January 2014		439,853,380	1,148,851	242,136,006	2,266,775,854	(147,000)	542,008,809	3,491,775,900
Movements for the year ended 31 December 2014								
Total Comprehensive income								
Net profit		—	—	—	1,591,845,675	—	187,580,051	1,779,425,726
Other comprehensive income								
Foreign currency exchange differences	7(33)	—	—	—	—	114,990	—	114,990
Total Comprehensive income for the year		—	—	—	1,591,845,675	114,990	187,580,051	1,779,540,716
Capital contribution and withdrawal by owners								
New subsidiaries		—	—	—	—	—	(34,123,771)	(34,123,771)
Transaction with minority interest		—	(1,148,851)	(2,189,800)	—	—	(80,951,299)	(84,289,950)
Profit distribution								
Appropriation to surplus reserves		—	—	44,886,804	(44,886,804)	—	—	—
Profit distribution to equity owners		—	—	—	(1,413,873,089)	—	(170,346,785)	(1,584,219,874)
Appropriation to staff welfare and incentive funds		—	—	—	(45,048,060)	—	(327,400)	(45,375,460)
Balance at 31 December 2014		439,853,380	—	284,833,010	2,354,813,576	(32,010)	443,839,605	3,523,307,561
Balance at 1 January 2015		439,853,380	—	284,833,010	2,354,813,576	(32,010)	443,839,605	3,523,307,561
Movements for the year ended 31 December 2015*								
Total Comprehensive income								
Net profit		—	—	—	1,775,435,020	—	305,579,715	2,081,014,735
Other comprehensive income								
Foreign currency exchange differences	7(33)	—	—	—	—	(275,031)	—	(275,031)
Total Comprehensive income for the year		—	—	—	1,775,435,020	(275,031)	305,579,715	2,080,739,704
New subsidiaries		—	—	—	—	—	(13,601,251)	(13,601,251)
Profit distribution								
Appropriation to surplus reserves		—	—	44,230,042	(44,230,042)	—	—	—
Profit distribution to equity owners		—	—	—	(1,406,453,166)	—	(214,045,114)	(1,620,498,280)
Appropriation to staff welfare and incentive funds		—	—	—	(44,532,516)	—	(614,114)	(45,146,630)
Balance at 31 December 2015*		439,853,380	—	329,063,052	2,635,032,872	(307,041)	521,158,841	3,924,801,104

* Not covered by report included herein

The accompanying notes form an integral part of these consolidated financial statements.

Legal representative:
Zhengang Ma

Principal in charge of accounting:
Haifeng Mao

Head of accounting department:
Jianjun Chu

SHANGHAI YANFENG JOHNSON CONTROLS SEATING CO., LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED 31 DECEMBER 2015, 2014 AND 2013
(AMOUNTS AS OF AND FOR THE YEAR ENDED 31 DECEMBER 2015
ARE NOT COVERED BY THE REPORT INCLUDED HEREIN)
(All amounts in RMB Yuan unless otherwise stated)

1 General information

Shanghai Yanfeng Johnson Controls Seating Co., Ltd. (“the Company”) is a sino-foreign joint venture company set up by Yanfeng Automotive Trim Systems Co., Ltd. (“Yanfeng Trim” and formerly known as “Yanfeng Visteon Automotive Trim Systems Co., Ltd.”) and Johnson Controls International Inc. (“JCI International”) on 18 December 1997. The approved operating period is 25 years and the registered capital is USD 24,770,700. Yanfeng Trim and JCI International hold 50.01% and 49.99% equity interest of the Company, respectively. Yanfeng Trim is ultimately held by Shanghai Automotive Industry Corporation (Group) (“SAIC”).

In July 2007, according to equity transfer contract, JCI International transferred all the equity interest (49.99%) of the Company to Johnson Controls Asia Holding Co., Ltd. (“JCI Asia”). JCI International and JCI Asia are ultimately held by Johnson Controls, Inc. (“JCI”). In accordance with the resolution of the Board of Directors’ meeting on 30 August 2011 and the revised joint venture contract and Articles of Association, the Company completed the transfer from surplus reserve to paid-in capital for USD 12,000,000 (Yanfeng Trim: USD 6,001,200, JCI Asia: USD 5,998,800) and the transfer from undistributed profits to paid-in capital for USD 25,229,300 (Yanfeng Trim: USD 12,617,190, JCI Asia: USD 12,612,110) on 8 November 2012, thus the registered capital was increased to USD 62,000,000.

The approved scope of business operation of the Company and its subsidiaries (together “the Group”) is to develop and manufacture automobile seats and their spare parts, provide technical service for automobile seating, and sell its own products.

These financial statements are authorised for issue by the Company’s responsible person on 26 April 2016.

2 Basis of preparation

The financial statements are prepared in accordance with the Accounting Standard for Business Enterprises—Basic Standard, the specific accounting standards and other relevant regulations issued by the Ministry of Finance on 15 February 2006 and in subsequent periods (hereafter collectively referred to as “the Accounting Standard for Business Enterprises” or “CAS”). In addition, information relating to the nature and effect of significant difference between CAS and accounting principles generally accepted in the United State of America is presented in Note 14 to the consolidated financial statement of the Group.

The financial statements are prepared on a going concern basis.

3 Statement of compliance with the Accounting Standards for Business Enterprises

The financial statements of the Group for the year ended 31 December 2015, 2014 and 2013 are in compliance with the Accounting Standards for Business Enterprises, and truly and completely present the consolidated financial position of the Group as at 31 December 2015, 2014 and 2013 and of their financial performance, cash flows and other information for the years then ended.

SHANGHAI YANFENG JOHNSON CONTROLS SEATING CO., LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
FOR THE YEARS ENDED 31 DECEMBER 2015, 2014 AND 2013
(AMOUNTS AS OF AND FOR THE YEAR ENDED 31 DECEMBER 2015
ARE NOT COVERED BY THE REPORT INCLUDED HEREIN)
(All amounts in RMB Yuan unless otherwise stated)

4 Summary of significant accounting policies and accounting estimates

(1) Accounting year

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

(2) Functional currency

The functional currency is Renminbi (RMB).

(3) Foreign currency translation

(a) Foreign currency transactions

Foreign currency transactions are translated into RMB using the exchange rates prevailing at the dates of the transactions.

At the balance sheet date, monetary items denominated in foreign currencies are translated into RMB using the spot exchange rates on the balance sheet date. Exchange differences arising from these translations are recognised in profit or loss for the current period, except for those attributable to foreign currency borrowings that have been taken out specifically for acquisition or construction of qualifying assets, which are capitalised as part of the cost of those assets. Non-monetary items denominated in foreign currencies that are measured at historical costs are translated at the balance sheet date using the spot exchange rates at the date of the transactions. The effect of exchange rate changes on cash is presented separately in the cash flow statement.

(b) Translation of foreign currency financial statements

The asset and liability items in the balance sheets for overseas operations are translated at the spot exchange rates on the balance sheet date. Among the owners' equity items, the items other than "undistributed profits" are translated at the spot exchange rates of the transaction dates. The income and expense items in the income statements of overseas operations are translated at the spot exchange rates of the transaction dates. The differences arising from the above translation are presented in other comprehensive income. The cash flows of overseas operations are translated at the spot exchange rates on the dates of the cash flows. The effect of exchange rate changes on cash is presented separately in the cash flow statement.

(4) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, deposits that can be readily drawn on demand, and short-term and highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(5) Financial assets

Financial assets are classified into the following categories at initial recognition: financial assets at fair value through profit or loss, receivables, available-for-sale financial assets and held-to-maturity investments. The classification of financial assets depends on the Group's intention and ability to hold the financial assets. The financial assets held by the Group are mainly receivables.

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4 Summary of significant accounting policies and accounting estimates (Continued)

(a) Receivables

Receivables, including accounts receivable and other receivables, are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market (Note 4(6)).

(b) Recognition and measurement

Financial assets are recognised at fair value on the balance sheet when the Group becomes a party to the contractual provisions of the financial instrument. In the case of financial assets at fair value through profit or loss, the related transaction costs incurred at the time of acquisition are recognised in profit or loss for the current period. For other financial assets, transaction costs that are attributable to acquisition of the financial assets are included in their initially recognised amounts. A financial asset is derecognised when the contractual rights to receive the cash flows from the financial asset have expired, or all the substantial risks and rewards of ownership of the financial asset have been transferred. Receivables are subsequently measured at amortised cost by using the effective interest method.

(c) Impairment of financial assets

The Group assesses the carrying amounts of financial assets other than those at fair value through profit or loss at each balance sheet date. If there is objective evidence that a financial asset is impaired, an impairment loss is provided for.

When an impairment loss on a financial asset carried at amortised cost has occurred, the amount of loss is provided for at the difference between the asset's carrying amount and the present value of its estimated future cash flows (excluding future credit losses that have not been incurred). If there is objective evidence that the value of the financial asset recovered and the recovery is related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed and the amount of reversal is recognised in profit or loss.

(6) Receivables

Receivables comprise accounts receivable and other receivables. Accounts receivable arising from sale of goods or rendering of services are initially recognised at fair value of the contractual payments from the buyers or service recipients.

Receivables with amounts that are individually significant are subject to separate assessment for impairment. If there exists objective evidence that the Group will not be able to collect the amount under the original terms, a provision for bad debts of that receivable is made at the difference between its carrying amount and the present value of its estimated future cash flows.

Receivables with amounts that are not individually significant and those receivables that have been individually assessed for impairment and have not been found impaired are classified into certain groupings based on their credit risk characteristics. Provision for bad debts is determined based on the

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4 Summary of significant accounting policies and accounting estimates (Continued)

historical loss experience for groupings of receivables with similar credit risk characteristics, taking into consideration of the current circumstances.

When the Group transfers the accounts receivable to the financial institutions without recourse, the difference between the proceeds received from the transaction and their carrying amounts and the related taxes is recognised in profit or loss for the current period.

(7) Inventories

Inventories include raw materials, work in progress, and finished goods, and are measured at the lower of cost and net realisable value.

Cost is determined using weighted average method base on standard cost. The cost of finished goods and work in progress comprises raw materials, direct labour and an allocation of all production overhead expenditures incurred based on normal operating capacity.

Provision for decline in the value of inventories is determined at the excess amount of the carrying amounts of the inventories over their net realisable value. Net realisable value is determined based on the estimated selling price in the ordinary course of business, less the estimated costs to completion and estimated costs necessary to make the sale and related taxes

The Group adopts the perpetual inventory system.

(8) Long-term equity investments

Long-term equity investments comprise the Company's long-term equity investments in its subsidiaries, and the Group's long-term equity investments in its joint ventures and associates.

(a) Subsidiaries

Subsidiaries are the investees over which the Company is able to exercise control. Investments in subsidiaries are presented in the Company's financial statements using the cost method, and are adjusted to the equity method when preparing the consolidated financial statements.

Long-term equity investments accounted for using the cost method are measured at the initial investment cost. Cash dividends or profit distribution declared by the investees are recognized as investment income in profit or loss.

(b) Joint ventures and associates

A joint venture is a joint arrangement which is structured through a separate vehicle over which the Group has joint control together with other parties and only has rights to the net assets of the arrangement based on legal forms, contractual terms and other facts and circumstances; An associate is the investee over which the Group has significant influence on its financial and operating policy decisions.

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4 Summary of significant accounting policies and accounting estimates (Continued)

Investments in joint ventures and associates are accounted for using the equity method. Where the initial investment cost exceeds the Group's share of the fair value of the investee's identifiable net assets at the time of acquisition, the investment is initially measured at cost. Where the initial investment cost is less than the Group's share of the fair value of the investee's identifiable net assets at the time of acquisition, the difference is included in profit or loss for the current period and the cost of the long-term equity investment is adjusted upwards accordingly.

Under the equity method of accounting, the Group recognises the investment income according to its share of net profit or loss of the investee. The Group does not recognise further losses when the carrying amounts of the long-term equity investment together with any long-term interests that, in substance, form part of the Group's net investment in investees are reduced to zero. However, if the Group has obligations for additional losses and the criteria with respect to recognition of provisions under the accounting standards on contingencies are satisfied, the Group continues recognising the investment losses and the provisions. The Group's share of the changes in investee's owner's equity other than those arising from the net profit or loss, other comprehensive income and profit distribution is recognised in capital surplus with a corresponding adjustment to the carrying amounts of the long-term equity investment. The carrying amount of the investment is reduced by the Group's share of the profit distribution or cash dividends declared by the investees. Unrealised gains or losses on transactions between the Group and its investees are eliminated to the extent of the Group's equity interest in the investees, based on which the investment income or losses are recognised. Any losses resulting from transactions between the Group and its investees, which are attributable to asset impairment losses are not eliminated.

(9) Fixed assets

Fixed assets comprise buildings, machinery and equipment, motor vehicles, computer and electronic equipment, tooling and office equipment. Fixed assets purchased or constructed by the Group are initially measured at cost at the time of acquisition. Fixed assets contributed by the Chinese investors are initially measured at the value as stipulated in the investment contract or agreement.

Subsequent expenditures incurred for a fixed asset are included in the cost of the fixed asset when it is probable that the associated economic benefits will flow to the Group and the related cost can be reliably measured. The carrying amount of the replaced part is derecognised. All the other subsequent expenditures are recognised in profit or loss in the period in which they are incurred.

Fixed assets are depreciated using the straight-line method to allocate the cost of the assets to their estimated residual values over their estimated useful lives. For the fixed assets that have been provided for impairment loss, the related depreciation charge is prospectively determined based upon the adjusted carrying amounts over their remaining useful lives.

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4 Summary of significant accounting policies and accounting estimates (Continued)

The estimated useful lives, the estimated residual values expressed as a percentage of cost and the annual depreciation rates are as follows:

	<u>Estimated useful lives</u>	<u>Estimated residual values</u>	<u>Annual depreciation rates</u>
Buildings	20 years	10%	4.5%
Machinery and equipment	3 - 15 years	0% - 5%	6.33 - 33.3%
Motor vehicles	3 - 6 years	0% - 5%	15.83 - 33.3%
Computer and electronic equipment	3 - 5 years	0% - 5%	19 - 33.3%
Tooling	3 - 5 years	0% - 5%	19 - 33.3%
Office equipment	3 - 7 years	0% - 5%	13.57 - 33.3%

The estimated useful life and the estimated residual value of a fixed asset and the depreciation method applied to the asset are reviewed, and adjusted as appropriate at each year-end.

A fixed asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The amount of proceeds from disposals on sale, transfer, retirement or damage of a fixed asset net of its carrying amount and related taxes and expenses is recognised in profit or loss for the current period.

(10) Construction in progress

Construction in progress is measured at actual cost. Actual cost comprises construction costs, installation cost, borrowing costs that are eligible for capitalisation and other costs necessary to bring the fixed assets ready for their intended use. Construction in progress is transferred to fixed assets when the assets are ready for their intended use, and depreciation is charged starting from the following month.

(11) Intangible assets

Intangible assets, including land use rights patent rights and non-patented technology and software are measured at cost. Intangible assets also include identifiable assets acquired from business combinations involving enterprises not under common control, such as customer relationship, and are measured at fair value at the time of acquisition.

(a) Land use rights

Land use rights are amortised on the straight-line basis over their estimated useful lives. If the acquisition costs of the land use rights and the buildings located thereon cannot be reasonably allocated between the land use rights and the buildings, all of the acquisition costs are recognised as fixed assets.

(b) Patent rights and non-patented technology

Patent rights and non-patented technology are amortised on a straight-line basis over the patent protection period as stipulated by the laws.

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4 Summary of significant accounting policies and accounting estimates (Continued)

(c) Software

Software is amortised on a straight-line basis over the patent protection period.

(d) Customer relationship

Customer relationship acquired from business combination involving enterprises not under common control are amortised over their beneficial periods.

(e) Periodical review of useful life and amortisation method

For an intangible asset with a finite useful life, review and adjustment on useful life and amortisation method are performed at each year-end, with adjustment made as appropriate.

(12) Research and development

The expenditure on an internal research and development project is classified into expenditure on the research phase and expenditure on the development phase based on its nature and whether there is material uncertainty that the research and development activities can form an intangible asset at the end of the project.

Expenditure on the research phase is recognised in profit or loss in the period in which it is incurred; expenditure on the development phase is capitalised only if all of the following conditions are satisfied:

- it is technically feasible to complete the intangible asset so that it will be available for use or sale;
- management intends to complete the intangible asset and use or sell it;
- it can be demonstrated how the intangible asset will generate economic benefits;
- there are adequate technical, financial and other resources to complete the development and the ability to use or sell the intangible asset; and
- the expenditure attributable to the intangible asset during its development phase can be reliably measured.

Other development expenditures that do not meet the conditions above are recognised in profit or loss in the period in which they are incurred. Development costs previously recognised as expenses are not recognised as an asset in a subsequent period. Capitalised expenditure on the development phase is presented as development costs in the balance sheet and transferred to intangible assets at the date that the asset is ready for its intended use.

(13) Goodwill

Goodwill is recognised at the excess of the cost of a business combination involving enterprises not under common control over the interest in the fair value of the acquirees' identifiable net assets acquired in the business combination as at the acquisition date.

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4 Summary of significant accounting policies and accounting estimates (Continued)

(14) Long-term prepaid expenses

Long-term prepaid expenses include the expenditure for improvements to fixed assets held under operating leases, and other expenditures that have been incurred but should be recognised as expenses over more than one year in the current and subsequent periods. Long-term prepaid expenses are amortised on the straight-line basis over the expected beneficial period and are presented at actual expenditure net of accumulated amortisation.

(15) Impairment of long-term assets

Fixed assets, construction in progress, intangible assets with finite useful lives and long-term equity investments in joint ventures and associates are tested for impairment if there is any indication that the assets may be impaired at the balance sheet date; intangible assets that are not yet available for their intended use are tested for impairment at least annually, irrespective of whether there is any indication of impairment. If the result of the impairment test indicates that the recoverable amount of an asset is less than its carrying amount, a provision for impairment and an impairment loss are recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and the present value of the future cash flows expected to be derived from the asset. Provision for asset impairment is determined and recognised on the individual asset basis. If it is not possible to estimate the recoverable amount of an individual asset, the recoverable amount of a group of assets to which the asset belongs is determined. A group of assets is the smallest group of assets that is able to generate independent cash inflows.

Goodwill that is separately presented in the financial statements is tested at least annually for impairment, irrespective of whether there is any indication that it may be impaired. In conducting the test, the carrying value of goodwill is allocated to the related asset group or groups of asset groups which are expected to benefit from the synergies of the business combination. If the result of the test indicates that the recoverable amount of an asset group or a group of asset groups, including the allocated goodwill, is lower than its carrying amount, the corresponding impairment loss is recognised. The impairment loss is first deducted from the carrying amount of goodwill that is allocated to the asset group or group of asset groups, and then deducted from the carrying amounts of other assets within the asset group or group of asset groups in proportion to the carrying amounts of assets other than goodwill.

Once the above asset impairment loss is recognised, it will not be reversed for the value recovered in the subsequent periods.

(16) Borrowing costs

The borrowing costs that are directly attributable to acquisition and construction of an asset that needs a substantially long period of time for its intended use commence to be capitalised and recorded as part of the cost of the asset when expenditures for the asset and borrowing costs have been incurred, and the activities relating to the acquisition and construction that are necessary to prepare the asset for its intended use have commenced. The capitalisation of borrowing costs ceases when the asset under

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4 Summary of significant accounting policies and accounting estimates (Continued)

acquisition or construction becomes ready for its intended use and the borrowing costs incurred thereafter are recognised in profit or loss for the current period. Capitalisation of borrowing costs is suspended during periods in which the acquisition or construction of an asset is interrupted abnormally and the interruption lasts for more than 3 months, until the acquisition or construction is resumed.

(17) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently stated at amortised cost using the effective interest method. Borrowings of which the period is within one year (inclusive) are classified as short-term borrowings, and the others are classified as long-term borrowings.

(18) Employee benefits

Employee benefits refer to all forms of consideration or compensation given by the Group in exchange for service rendered by employees or for termination of employment relationship, which include short-term employee benefits and post-employment benefits.

(a) Short-term employee benefits

Short-term employee benefits include wages or salaries, bonus, allowances and subsidies, staff welfare, premiums or contributions on medical insurance, work injury insurance and maternity insurance, housing funds, union running costs and employee education costs, short-term paid absences and etc. The short-term employee benefits actually occurred are recognised as a liability in the accounting period in which the service is rendered by the employees, with a corresponding charge to the profit or loss for the current period or the cost of relevant assets. Non-monetary benefits are measured at fair value.

(b) Post-employment benefits

The Group classifies post-employment benefit plans as defined contribution plans. Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into a separate fund and will have no obligation to pay further contributions. During the reporting period, the Group's post-employment benefits mainly include the premiums or contributions on basic pensions and unemployment insurance, both of which belong to defined contribution plans.

Basic pensions

The Group's employees participate in the basic pension plan set up and administered by local authorities of Ministry of Human Resource and Social Security. Monthly payments of premiums on the basic pensions are calculated according to the bases and percentage prescribed by the relevant local authorities. When employees retire, the relevant local authorities are obliged to pay the basic pensions to them. The amounts based on the above calculations are recognised as liabilities in the accounting period in which the service has been rendered by the employees, with a corresponding charge to the profit or loss for the current period or the cost of relevant assets.

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4 Summary of significant accounting policies and accounting estimates (Continued)

(19) Provisions

Provisions for product warranties, onerous contracts and etc. are recognised when the Group has a present obligation, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be measured reliably.

A provision is initially measured at the best estimate of the expenditure required to settle the related present obligation. Factors surrounding a contingency, such as the risks, uncertainties and the time value of money, are taken into account as a whole in reaching the best estimate of a provision. Where the effect of the time value of money is material, the best estimate is determined by discounting the related future cash outflows. The increase in the discounted amount of the provision arising from passage of time is recognised as interest expense.

The carrying amount of provisions is reviewed at each balance sheet date and adjusted to reflect the current best estimate.

(20) Deferred tax assets and deferred tax liabilities

Deferred tax assets and deferred tax liabilities are calculated and recognised based on the differences arising between the tax bases of assets and liabilities and their carrying amounts (temporary differences). Deferred tax asset is recognised for the deductible losses that can be carried forward to subsequent years for deduction of the taxable profit in accordance with the tax laws. No deferred tax liability is recognised for a temporary difference arising from the initial recognition of goodwill. No deferred tax asset or deferred tax liability is recognised for the temporary differences resulting from the initial recognition of assets or liabilities due to a transaction other than a business combination, which affects neither accounting profit nor taxable profit (or deductible loss). At the balance sheet date, deferred tax assets and deferred tax liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled.

Deferred tax assets are only recognised for deductible temporary differences, deductible losses and tax credits to the extent that it is probable that taxable profit will be available in the future against which the deductible temporary differences, deductible losses and tax credits can be utilised.

Deferred tax liabilities are recognised for temporary differences arising from investments in subsidiaries, associates and joint ventures, except where the Group is able to control the timing of reversal of the temporary difference, and it is probable that the temporary difference will not reverse in the foreseeable future. When it is probable that the temporary differences arising from investments in subsidiaries, associates and joint ventures will be reversed in the foreseeable future and that the taxable profit will be available in the future against which the temporary differences can be utilised, the corresponding deferred tax assets are recognised.

Deferred tax assets and liabilities are offset when:

- the deferred taxes are relate to the same tax payer within the Group and same taxation authority, and;

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4 Summary of significant accounting policies and accounting estimates (Continued)

- that tax payer within the Group has a legally enforceable right to offset current tax assets against current tax liabilities.

(21) Revenue recognition

The amount of revenue is determined in accordance with the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is stated net of rebates, discounts and returns.

Revenue is recognised when the economic benefits associated with the transaction will flow to the Group, the related revenue can be reliably measured, and the specific criteria of revenue recognition have been met for each type of the Group's activities as described below:

(a) Sale of products

Revenue is recognised when all the risks and rewards incidental to ownership of goods have been substantially transferred to the buyers with no more continuous management or control over the goods, the economic benefits associated with the transaction will flow to the Group, and the relevant revenue and cost can be reliably measured.

(b) Rendering of services

Revenue is recognised when service is completed and it is probable that the associated economic benefits will flow to the Group and its total revenue and cost can be reliably measured.

(22) Government Grants

Government grants refer to the monetary or non-monetary assets obtained by the Group from the government, including tax return, financial subsidy and etc.

Government grants are recognised when the grants can be received and the Group can comply with all attached conditions. If a government grant is a monetary asset, it will be measured at the amount received or receivable. If a government grant is a non-monetary asset, it will be measured at its fair value. If it is unable to obtain its fair value reliably, it will be measured at its nominal amount.

Government grants related to assets refer to government grants which are obtained by the Group for the purposes of purchase, construction or acquisition of the long-term assets. Government grants related to income refer to the government grants other than those related to assets.

Government grants related to assets will be recorded as deferred income and recognised evenly in profit or loss over the useful lives of the related assets. However, the government grants measured at their nominal amounts will be directly recorded in profit and loss for the current period.

Government grants related to income will be recorded as deferred income and recognised in profit or loss in the period in which the related expenses are recognised if the grants are intended to compensate for future expenses or losses, and otherwise recognised in profit or loss for the current period if the grants are used to compensate for expenses or losses that have been incurred.

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4 Summary of significant accounting policies and accounting estimates (Continued)

(23) Leases

A lease that transfers substantially all the risks and rewards incidental to ownership of an asset is a finance lease. An operating lease is a lease other than a finance lease.

Lease payments under an operating lease are recognised on a straight-line basis over the period of the lease, and are either capitalised as part of the cost of related assets, or charged as an expense for the current period.

(24) Profit distribution

Proposed profit distribution is recognised as a liability in the period in which it is approved by the Board of Directors' meeting.

(25) Business combinations

(a) Business combinations involving enterprises not under common control.

The cost of combination and identifiable net assets obtained by the acquirer in a business combination are measured at fair value at the acquisition date. Where the cost of the combination exceeds the acquirer's interest in the fair value of the acquiree's identifiable net assets, the difference is recognised as goodwill; where the cost of combination is lower than the acquirer's interest in the fair value of the acquiree's identifiable net assets, the difference is recognised in profit or loss for the current period. Costs directly attributable to the combination are included in profit or loss in the period in which they are incurred. Transaction costs associated with the issue of equity or debt securities for the business combination are included in the initially recognised amounts of the equity or debt securities.

(26) Preparation of consolidated financial statements

The consolidated financial statements comprise the financial statements of the Company and all of its subsidiaries.

Subsidiaries are consolidated from the date on which the Group obtains control and are deconsolidated from the date that such control ceases. For a subsidiary that is acquired in a business combination involving enterprises under common control, it is included in the consolidated financial statements from the date when it, together with the Company, came under common control of the ultimate controlling party. The portion of the net profits realised before the combination date is presented separately in the consolidated income statement.

In preparing the consolidated financial statements, where the accounting policies and the accounting periods of the Company and subsidiaries are inconsistent, the financial statements of the subsidiaries are adjusted in accordance with the accounting policies and the accounting period of the Company. For subsidiaries acquired from business combinations involving enterprises not under common control, the individual financial statements of the subsidiaries are adjusted based on the fair value of the identifiable net assets at the acquisition date.

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4 Summary of significant accounting policies and accounting estimates (Continued)

All significant intra-group balances, transactions and unrealised profits are eliminated in the consolidated financial statements. The portion of subsidiaries' owners' equity and the portion of subsidiaries' net profits and losses and comprehensive incomes for the period not attributable to the Company are recognised as minority interests, net profit attributed to minority interests and total comprehensive incomes attributed to minority interests, and presented separately in the consolidated financial statements under owners' equity, net profits and total comprehensive income respectively. Unrealised profits and losses resulting from the sale of assets by the Company to its subsidiaries are fully eliminated against net profit attributable to owners of the parent. Unrealised profits and losses resulting from the sale of assets by a subsidiary to the Company are eliminated and allocated between net profit attributable to owners of the parent and net profit attributed to minority interests in accordance with the allocation proportion of the parent in the subsidiary. Unrealised profits and losses resulting from the sale of assets by one subsidiary to another are eliminated and allocated between net profit attributable to owners of the parent and net profit attributed to minority interests in accordance with the allocation proportion of the parent in the subsidiary.

If the accounting treatment of a transaction is inconsistent in the financial statements at the Group level and at the Company or its subsidiary level, adjustment will be made from the perspective of the Group.

(27) Critical accounting estimates and judgments

The Group continually evaluates the critical accounting estimates and key judgments applied based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The critical accounting estimates and key assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below:

(i) Income taxes

The Group is subject to income taxes in numerous jurisdictions. There are some transactions and events for which the ultimate tax determination is uncertain during the ordinary course of business. Significant judgment is required from the Group in determining the provision for income taxes in each of these jurisdictions. The Group recognises income taxes in each jurisdiction based on estimates. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

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4 Summary of significant accounting policies and accounting estimates (Continued)

(ii) Accounting estimates on impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment. The recoverable amount of asset groups and groups of asset groups is the present value of the future cash flows expected to be derived from them. These calculations require use of estimates (Note 7(12)).

If management revises the gross margin that is used in the calculation of the future cash flows of asset groups and groups of asset groups, and the revised gross margin is lower than the one currently used, the Group would need to recognise further impairment against goodwill.

If management revises the pre-tax discount rate applied to the discounted cash flows, and the revised pre-tax discount rate is higher than the one currently applied, the Group would need to recognise further impairment against goodwill.

If the actual gross margin/pre-tax discount rate is higher/lower than management's estimates, the impairment loss of goodwill previously provided for is not allowed to be reversed by the Group.

5 Taxation

The main categories and rates of taxes applicable to the Group during the current year are set out below:

<u>Type</u>	<u>Tax rate</u>	<u>Taxable base</u>
Enterprise income tax(a)	25% and 20%	Taxable income
Value added tax ("VAT")(b)	6% and 17%	Taxable value added amount (Tax payable is calculated using the taxable sales amount multiplied by the effective tax rate less deductible VAT input of current period)
Business tax	5%	Taxable turnover amount

(a) In 2015, 2014 and 2013, the enterprise income tax rates applicable to the Company and its subsidiaries with high technology certificates are as follows:

- (1) The Company is a foreign-invested production enterprise set up in Pudong new district, Shanghai. It was certificated as the advanced and high technology enterprise by Shanghai Science and Technology Committee in 2011 (valid for 3 years) and 2014 (valid for 3 years), respectively. According to the Fiscal and Taxation (2009), No.203 "The notice on implementing preferential corporate income tax rate of advanced and high technology enterprises", the applicable income tax rate is 15% in year 2015, 2014 and 2013.

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5 Taxation (Continued)

- (2) Shanghai Jixiang Automobile Roof Trimming Co., Ltd. (“Shanghai Jixiang Automobile”) is a domestic enterprise set up in Shanghai. It was certificated as the advanced and high technology enterprise by Shanghai Science and Technology Committee in 2012 (valid for 3 years) and 2015 (valid for 3 years), respectively. According to the Fiscal and Taxation (2009), No.203 “The notice on implementing preferential corporate income tax rate of advanced and high technology enterprises”, the applicable income tax rate is 15% in year 2015, 2014 and 2013.
- (3) Guangzhou Dongfeng Johnson Controls Automotive Seating Co., Ltd. (“Guangzhou Dongfeng Johnson Seating”) is a foreign-invested production enterprise set up in coastal economic open zone. It was certificated as the advanced and high technology enterprise by Guangzhou Province Science and Technology Agency in 2014 (valid for 3 years). According to the Fiscal and Taxation (2009), No.203 “The notice on implementing preferential corporate income tax rate of advanced and high technology enterprises”, the applicable income tax rate is 15% in year 2015 and 25% in 2014 and 2013.
- (4) Hefei Johnson Controls Yunhe Automotive Seating Co., Ltd. (“Hefei Yunhe Johnson”) is a foreign-invested manufacturing enterprise set up in Hefei Economic and Technological Development Zone. The company was certificated as the advanced and high technology enterprise by Hefei Science and Technology Committee in 2012 (valid for 3 years) and 2015 (valid for 3 years), respectively. According to the Fiscal and Taxation (2009) No.203 “The notice on implementing preferential corporate income tax rate of advanced and high technology enterprises”, the applicable income tax rate of Hefei Yunhe Johnson is 15% in 2015, 2014 and 2013.
- (5) Shenyang Yanfeng Johnson Controls Seating Co., Ltd. (“Shenyang Yanfeng Johnson Seating”) is a domestic enterprise newly set up in Shenyang. The company was certificated as the advanced and high technology enterprise by Liaoning Office of Science and Technology in 2013. According to Guoshuihan (2009) No.203 “Notification of implementing preferential corporate income tax rate of advanced and high technology enterprises”, the applicable income tax rate of Shenyang Yanfeng Johnson Seating is 15% in 2015, 2014 and 2013.
- (6) Chongqing Yanfeng Johnson Automotive Parts Systems Co., Ltd. (“Chongqing Yanfeng Johnson”) is a foreign-invested manufacturing enterprise set up in Chongqing. It was certificated as the advanced and high technology enterprise for the first time in July 2010, then it was certificated as the advanced and high technology enterprise again through the review in October 2013 (valid until December 2015). According to the Fiscal and Taxation (2009), No.203 “The notice on implementing preferential corporate income tax rate of advanced and high technology enterprises”, the applicable income tax rate is 15% in year 2015, 2014 and 2013.

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5 Taxation (Continued)

- (b) Pursuant to the Circular on the Pilot Plan for Levying VAT in Place of Business Tax (Cai Shui No.110, 2011) and the Circular on the Pilot Practice of Levying VAT in Place of Business Tax for the Transportation Industry and Some Modern Service Industries in Shanghai (Cai Shui [2013] No.106) and the Circular on the Pilot Practice of Levying VAT in Place of Business Tax for the Transportation Industry and Some Modern Service Industries across the nation (Cai Shui No.37, 2013) jointly issued by the Ministry of Finance and the State Administration of Taxation, revenue from technical consulting business of part of the Company and the subsidiaries registered in Shanghai and other cities is subject to VAT at the rate of 6% from 1 January 2012, the applicable tax rate is 6%.

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6 Subsidiaries

(1) Significant subsidiaries included in the consolidation scope as at 31 December 2015 are as follows:

	Place of registration	Registered capital	Nature of business and principal activities	% interest held by the Company		% voting right held by the Company	
				Directly	Indirectly	Directly	Indirectly
Shenyang Yanfeng Johnson Seating	Shenyang	RMB 30,000,000	Develop, produce and sell automotive interior, overhead systems and parts production. Self-management or agency of import and export of goods and technologies	100%		100%	
Yantai Yanfeng Johnson Controls Seating Co., Ltd.	Yantai	RMB 35,000,000	Produce and sell auto seating and parts, automotive functional polymer materials; import and export goods and technology	100%		100%	
Nanjing Yanfeng Johnson Controls Seating Co., Ltd.	Nanjing	RMB 45,000,000	Produce and sell auto seating and provide after-sale service; import and export goods and service	60%		60%	
Shanghai Yanfeng Johnson Controls Anting Seating Co., Ltd.	Shanghai	RMB 15,000,000	Design, develop, produce and sell auto seats and provide after-sale service; import and export goods	100%		100%	
Yizheng Yanfeng Johnson Controls Seating Co., Ltd.	Yangzhou	RMB 60,000,000	Design, develop, produce and sell auto seats, automotive ceiling and sun visor	100%		100%	
Chongqing Yanfeng Johnson	Chongqing	USD 7,500,000	Produce and sell automotive seatings and spare parts and sun visor	50%		62.50%	

(a) The newly established subsidiaries of the Group in 2013 included Ningbo Yanfeng Johnson Controls Seating Co., Ltd., Wuhan Yanfeng Johnson Controls Seating Co., Ltd., Daqing Yanfeng Johnson Automotive Parts Systems Co., Ltd. and Yanfeng Johnson Controls (Thailand) Co., Ltd. The newly established subsidiaries of the Group in 2014 included Nantong Yanfeng Johnson Controls Seating Parts Co., Ltd, Langfang Yanfeng Johnson Controls Automotive Components Co., Ltd, Nanchang Yanfeng Johnson Controls Automotive Components Systems Co., Ltd. and Hangzhou Yanfeng Johnson Controls Automotive Components Systems Co., Ltd. The newly established subsidiaries of the Group in 2015 included Yanfeng Johnson Controls America Seating, Inc., Chongqing Yanfeng Johnson Fengao Automotive Components Co., Ltd..

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6 Subsidiaries (Continued)

- (b) In 2015, the company disposed 50% equity interest of its subsidiary Baoding Yanfeng Johnson Seating Parts Co., Ltd. to Great Wall Automobile Holding Co., Ltd..
- (c) On 26 September 2014, the Company purchased 45% equity interest of its subsidiary Shanghai Johnson Controls Automotive Metal Components Co., Ltd. from JCI. After the acquisition, Shanghai Johnson Controls Automotive Metal Components Co., Ltd. became a wholly-owned subsidiary of the Company (Note 8(b)).
- (d) On 21 February 2014, the Company's former subsidiary Wuhan Johnson Controls Yunhe Automotive Seating Co., Ltd. dissolved and liquidated.
- (e) On 2 July 2013, the Company acquired 100% equity interest of Johnson Controls Automotive Systems (Kunshan) Co., Ltd. ("Johnson Controls Kunshan") from CRH Automotive GmbH (Note 8(a)).
- (2) Information of non-wholly-owned subsidiaries

Total profit attributable to minority shareholders for the year ended 31 December 2015	Dividends paid to minority interests for the year ended 31 December 2015	Accumulated minority interests as at 31 December 2015
305,579,715	214,045,114	521,158,841
Total profit attributable to minority shareholders for the year ended 31 December 2014	Dividends paid to minority interests for the year ended 31 December 2014	Accumulated minority interests as at 31 December 2014
187,580,051	170,346,785	444,472,126
Total profit attributable to minority shareholders for the year ended 31 December 2013	Dividends paid to minority interests for the year ended 31 December 2013	Accumulated minority interests as at 31 December 2013
73,040,425	113,703,818	542,008,809

There is no individually subsidiary with significant non-wholly-owned interest within the group. Considering all the subsidiaries are automobile industry related companies, their principal activities are production and sale of automotive parts as well as components and they all operate their business in China mainland, the summarised aggregated financial information for all the subsidiaries that has non-wholly-owned interests are set out below:

31 December 2015					
Current assets	Non-current assets	Total assets	Current liabilities	Non-current liabilities	Total liabilities
4,885,026,193	885,503,988	5,770,530,181	4,563,721,745	24,041,900	4,587,763,645
31 December 2014					
Current assets	Non-current assets	Total assets	Current liabilities	Non-current liabilities	Total liabilities
4,424,732,193	835,075,697	5,259,807,890	4,196,754,935	33,892,988	4,230,647,923

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6 Subsidiaries (Continued)

31 December 2013					
Current assets	Non-current assets	Total assets	Current liabilities	Non-current liabilities	Total liabilities
4,510,159,993	862,820,758	5,372,980,751	4,069,901,871	50,163,457	4,120,065,328
2015					
Revenue	Net profit	Total comprehensive income		Cash flows from operating activities	
10,509,628,494	647,904,303	647,904,303		224,033,364	
2014					
Revenue	Net profit	Total comprehensive income		Cash flows from operating activities	
9,535,246,058	415,106,959	415,106,959		781,707,192	
2013					
Revenue	Net profit	Total comprehensive income		Cash flows from operating activities	
9,187,962,646	184,792,650	184,792,650		819,507,820	

7 Notes to the consolidated financial statements

(1) Cash at bank and on hand

	31 December 2015	31 December 2014	31 December 2013
Cash on hand	26,270	43,942	58,605
Current deposits	3,741,306,832	2,998,713,639	2,762,397,321
Other cash balances(a)	198,561,011	166,870,320	246,885,299
	3,939,894,113	3,165,627,901	3,009,341,225

(a) As at 31 December 2015, 2014 and 2013, RMB 198,561,011, RMB 166,719,551 and RMB 246,885,299 were pledged to banks as collateral for the Group to issue notes payable of RMB 228,819,635, RMB 235,486,021 and RMB 291,334,997, respectively. (Note 7(14)).

As at 31 December 2015 and 2013, no other cash balances were the margin deposits paid by the Group for applying for unconditional, irrevocable letter of credit from the bank. As at 31 December 2014, RMB 150,769 were the margin deposits paid by the Group for applying for unconditional, irrevocable letter of credit from the bank.

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7 Notes to the consolidated financial statements (Continued)

(2) Notes receivable

	<u>31 December 2015</u>	<u>31 December 2014</u>	<u>31 December 2013</u>
Trade acceptance notes	—	—	17,980,000
Bank acceptance notes	1,198,378,148	1,030,656,745	828,442,674
	<u>1,198,378,148</u>	<u>1,030,656,745</u>	<u>846,422,674</u>

As at 31 December 2015, 2014 and 2013, notes receivable with amount of RMB 222,124,500, RMB 204,357,084 and RMB 168,661,383 was pledged to banks as collateral for the Group to issue notes payable of RMB 221,724,500, RMB 206,071,468 and RMB 168,661,383, respectively. (Note 7(14)).

As at 31 December 2015, 2014 and 2013, the Group has no trade acceptance notes with recourse that is not mature but has been discounted.

(3) Accounts receivable and other receivables

(a) Accounts receivable

	<u>31 December 2014</u>			<u>31 December 2015</u>
Accounts receivable	4,698,378,707			5,713,997,765
		Increase in the current year	Writes off in the current year	
Less: provision for bad debts	(9,928,095)	(7,056,982)	16,652	(16,968,425)
	<u>4,688,450,612</u>			<u>5,697,029,340</u>
	<u>31 December 2013</u>			<u>31 December 2014</u>
Accounts receivable	4,508,391,003			4,698,378,707
		Increase in the current year	Writes off in the current year	
Less: provision for bad debts	(9,732,869)	(713,560)	518,334	(9,928,095)
	<u>4,498,658,134</u>			<u>4,688,450,612</u>
	<u>31 December 2012</u>			<u>31 December 2013</u>
Accounts receivable	3,570,698,575			4,508,391,003
		Increase in the current year	Writes off in the current year	
Less: provision for bad debts	(7,090,955)	(2,902,735)	260,821	(9,732,869)
	<u>3,563,607,620</u>			<u>4,498,658,134</u>

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7 Notes to the consolidated financial statements (Continued)

As at 31 December 2015 and 2014, no accounts receivable was pledged to bank as collateral of short term borrowings. As at 31 December 2013, accounts receivable of RMB 5,500,000 was pledged to bank as collateral of short term borrowings of RMB 4,400,000 .(Note 7(13)).

The aging of accounts receivable and related provisions for bad debts are analysed below:

	31 December 2015			31 December 2014			31 December 2013		
	Amount	% of total balance	Provision for bad debts	Amount	% of total balance	Provision for bad debts	Amount	% of total balance	Provision for bad debts
Within 1 year .	5,442,373,758	95.25%	(2,415,833)	4,658,158,997	99.14%	(806,662)	4,489,174,943	99.57%	(112,824)
1 to 2 years . .	244,636,126	4.28%	(3,379,236)	32,565,341	0.69%	(3,305,603)	4,575,902	0.10%	(1,526,427)
2 to 3 years . .	19,388,759	0.34%	(3,784,961)	2,220,905	0.05%	(463,760)	8,929,210	0.20%	(2,382,670)
Over 3 years .	7,599,122	0.13%	(7,388,395)	5,433,464	0.12%	(5,352,070)	5,710,948	0.13%	(5,710,948)
	<u>5,713,997,765</u>	<u>100.00%</u>	<u>(16,968,425)</u>	<u>4,698,378,707</u>	<u>100.00%</u>	<u>(9,928,095)</u>	<u>4,508,391,003</u>	<u>100.00%</u>	<u>(9,732,869)</u>

As at 31 December 2015, 2014 and 2013, no material accounts receivable was past due but not impaired.

(b) Other receivables

	31 December 2014		31 December 2015
Receivables from equity transfer	—		21,500,000
Receivables from disposal of fixed assets	160,032,610		4,226
Receivables for modules	200,755,931		147,645,565
Cash pooling funds	50,646,471		—
Deposits	32,193,079		50,064,467
Others	21,779,364		10,305,418
	<u>465,407,455</u>		<u>229,519,676</u>
		Increase in the current year	
Less: provision for bad debts	(946,189)	—	440
	<u>464,461,266</u>		<u>228,573,927</u>

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7 Notes to the consolidated financial statements (Continued)

	<u>31 December 2013</u>			<u>31 December 2014</u>
Receivables from equity transfer	30,909,408			—
Receivables from disposal of fixed assets	160,193,792			160,032,610
Receivables for modules	81,666,069			200,755,931
Cash pooling funds	—			50,646,471
Deposits	50,363,255			32,193,079
Others	<u>45,402,205</u>			<u>21,779,364</u>
	<u>368,534,729</u>			<u>465,407,455</u>
		Increase in the current year	Written-off in the current year	
Less: provision for bad debts	<u>(934,051)</u>	<u>(12,138)</u>	—	<u>(946,189)</u>
	<u>367,600,678</u>			<u>464,461,266</u>
	<u>31 December 2012</u>			<u>31 December 2013</u>
Receivables from equity transfer	30,909,408			30,909,408
Receivables from disposal of fixed assets	—			160,193,792
Receivables for modules	47,219,132			81,666,069
Deposits	20,910,957			50,363,255
Others	<u>85,172,356</u>			<u>45,402,205</u>
	<u>184,211,853</u>			<u>368,534,729</u>
		Increase in the current year	Written-off in the current year	
Less: provision for bad debts	<u>(933,611)</u>	<u>(337,400)</u>	<u>336,960</u>	<u>(934,051)</u>
	<u>183,278,242</u>			<u>367,600,678</u>

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7 Notes to the consolidated financial statements (Continued)

Other receivables and related provisions for bad debts are analysed below:

	31 December 2015			31 December 2014			31 December 2013		
	Amount	% of total balance	Provision for bad debts	Amount	% of total balance	Provision for bad debts	Amount	% of total balance	Provision for bad debts
Within 1 year	196,262,868	85.51%	—	288,793,103	62.05%	(12,138)	326,109,876	88.49%	(440)
1 to 2 years	24,176,246	10.53%	(12,138)	171,149,988	36.77%	(440)	39,378,086	10.69%	—
2 to 3 years	4,745,088	2.07%	—	3,385,685	0.73%	—	1,129,886	0.31%	—
Over 3 years	4,335,474	1.89%	(933,611)	2,078,679	0.45%	(933,611)	1,916,881	0.51%	(933,611)
	<u>229,519,676</u>	<u>100.00%</u>	<u>(945,749)</u>	<u>465,407,455</u>	<u>100.00%</u>	<u>(946,189)</u>	<u>368,534,729</u>	<u>100.00%</u>	<u>(934,051)</u>

As at 31 December 2015, 2014 and 2013, no material other receivables were past due but not impaired.

(4) Inventories

	31 December 2014		31 December 2015	
Cost—				
Raw materials	495,782,759		422,758,307	
Work in progress	32,424,927		21,343,381	
Finished goods	147,067,879		290,728,598	
	<u>675,275,565</u>		<u>734,830,286</u>	
		Increase	Written-off	
Less: Provision for declines in the value of inventories		in the	in the	
		current year	current year	
Raw materials	(31,190,832)	(1,708,382)	4,444,581	(28,454,633)
Work in progress	(805,118)	22,032	(90,673)	(873,759)
Finished goods	<u>(5,164,390)</u>	<u>(637,187)</u>	<u>1,502,359</u>	<u>(4,299,218)</u>
	<u>(37,160,340)</u>	<u>(2,323,537)</u>	<u>5,856,267</u>	<u>(33,627,610)</u>
	<u>638,115,225</u>			<u>701,202,676</u>

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	<u>31 December 2013</u>			<u>31 December 2014</u>
Cost—				
Raw materials	504,552,628			495,782,759
Work in progress	21,841,835			32,424,927
Finished goods	<u>131,202,783</u>			<u>147,067,879</u>
	<u>657,597,246</u>			<u>675,275,565</u>
		Increase	Written-off	
		in the	in the	
Less: Provision for declines in the		current year	current year	
value of inventories				
Raw materials	(31,728,613)	(1,724,450)	2,262,231	(31,190,832)
Work in progress	(1,248,134)	443,016	—	(805,118)
Finished goods	<u>(2,500,283)</u>	<u>(2,664,107)</u>	<u>—</u>	<u>(5,164,390)</u>
	<u>(35,477,030)</u>	<u>(3,945,541)</u>	<u>2,262,231</u>	<u>(37,160,340)</u>
	<u>622,120,216</u>			<u>638,115,225</u>
	<u>31 December 2012</u>			<u>31 December 2013</u>
Cost—				
Raw materials	340,889,632			504,552,628
Work in progress	21,655,669			21,841,835
Finished goods	<u>111,761,097</u>			<u>131,202,783</u>
	<u>474,306,398</u>			<u>657,597,246</u>
		Increase	Written-off	
		in the	in the	
Less: Provision for declines in the		current year	current year	
value of inventories				
Raw materials	(28,464,056)	(4,958,621)	1,694,064	(31,728,613)
Work in progress	(126,317)	(1,121,817)	—	(1,248,134)
Finished goods	<u>(3,305,400)</u>	<u>805,117</u>	<u>—</u>	<u>(2,500,283)</u>
	<u>(31,895,773)</u>	<u>(5,275,321)</u>	<u>1,694,064</u>	<u>(35,477,030)</u>
	<u>442,410,625</u>			<u>622,120,216</u>

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(5) Other current assets

	<u>31 December 2015</u>	<u>31 December 2014</u>	<u>31 December 2013</u>
Entrusted loans (Note 9(4(e)))	315,000,000	—	50,000,000
Value-added tax recoverable	31,452,580	42,212,988	22,644,255
Prepaid income tax	6,094,030	7,158,847	3,152,437
Prepaid property tax and others	163,060	342,901	—
	<u>352,709,670</u>	<u>49,714,736</u>	<u>75,796,692</u>

(6) Long-term equity investments

	<u>31 December 2015</u>	<u>31 December 2014</u>	<u>31 December 2013</u>
Associates(a)	108,432,277	76,331,842	62,434,370
Joint venture(b)	50,320,716	—	—
Less: Provision for impairment of long-term equity investments	—	—	—
	<u>158,752,993</u>	<u>76,331,842</u>	<u>62,434,370</u>

(a) Associates

General information of significant associates:

	<u>Major business location</u>	<u>Place of registration</u>	<u>Nature of business</u>	<u>Interest held</u>	<u>Voting rights held</u>
Wuhan Taiji Johnson Controls Seatings Co., Ltd. (“Wuhan Taiji”)	Wuhan	Wuhan	Design, develop, produce and process auto key parts; sell the produced parts and provide after-sale service	20.00%	14.29%
Dongfeng Johnson Automotive Seating Co., Ltd. (“Dongfeng Johnson Seating”)	Wuhan	Wuhan	Design, develop, produce and process auto key parts; sell the produced parts and provide after-sale service	50.00%	50.00%

Investments in associates are set out below:

<u>31 December 2014</u>	<u>Increase in investment</u>	<u>Share of net profit under equity method</u>	<u>Profit/Cash dividends declared by associates</u>	<u>Share of other comprehensive income</u>	<u>Share of other changes in equity</u>	<u>31 December 2015</u>
76,331,842	—	40,365,585	(8,265,150)	—	—	108,432,277

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<u>31 December 2013</u>	<u>Increase in investment</u>	<u>Share of net profit under equity method</u>	<u>Profit/Cash dividends declared by associates</u>	<u>Share of other comprehensive income</u>	<u>Share of other changes in equity</u>	<u>31 December 2014</u>
62,434,370	—	13,897,472	—	—	—	76,331,842
<u>31 December 2012</u>	<u>Increase in investment</u>	<u>Share of net profit under equity method</u>	<u>Profit/Cash dividends declared by associates</u>	<u>Share of other comprehensive income</u>	<u>Share of other changes in equity</u>	<u>31 December 2013</u>
61,350,581	—	1,083,789	—	—	—	62,434,370

(b) Joint venture

General information of significant joint venture:

	<u>Major business location</u>	<u>Place of registration</u>	<u>Nature of business</u>	<u>Interest held</u>	<u>Voting rights held</u>
CRH Automotive Shenyang Co., Ltd. (“CRH Shenyang”)	Shenyang	Shenyang	Design, develop, manufacture, sell auto seats frame and relevant parts; provide after-sale service; import and export goods (exclude those forbidden by the State or restricted by imports and exports).	50.00%	50.00%

Investments in joint ventures are set out below:

	<u>31 December 2014</u>	<u>Increase in investment</u>	<u>Share of net profit under equity method</u>	<u>Profit/Cash dividends declared by associates</u>	<u>Share of other comprehensive income</u>	<u>Share of other changes in equity</u>	<u>31 December 2015</u>
CRH Shenyang . . .	—	62,298,600	93,521	(12,071,405)	—	—	50,320,716

On 30 September 2015, the Company acquired 50% of the equity interest of CRH Shenyang from Johnson Controls Solingen Beteiligungs GmbH with the consideration of USD 9,800,000. After the acquisition, the Company owned 50% equity interest of CRH Shenyang, which is treated as a joint venture company.

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(7) Fixed assets

	Buildings	Machinery and equipment	Motor vehicles	Computer and electronic equipment	Tooling	Office equipment	Total
Cost							
31 December 2014	664,843,579	1,402,641,847	11,092,134	167,202,068	143,136,647	52,202,548	2,441,118,823
Transfer from construction in progress	141,831,535	306,246,174	1,525,343	40,739,923	40,643,272	20,870,904	551,857,151
Increase in the current year . . .	53,000	24,471	—	230,283	159,025	223,818	690,597
Decrease in the current year . . .	(276,918)	(105,538,409)	(1,413,514)	(19,274,608)	(20,641,042)	(1,778,920)	(148,923,411)
Transfer to construction in progress	—	(25,103,785)	—	(255,531)	—	(2,954,058)	(28,313,374)
31 December 2015	<u>806,451,196</u>	<u>1,578,270,298</u>	<u>11,203,963</u>	<u>188,642,135</u>	<u>163,297,902</u>	<u>68,564,292</u>	<u>2,816,429,786</u>
Accumulated depreciation							
31 December 2014	(103,659,542)	(556,410,903)	(6,757,457)	(101,370,359)	(106,393,288)	(24,997,707)	(899,589,256)
Increase in the current year . . .	(40,528,317)	(159,961,886)	(1,953,950)	(26,167,157)	(22,608,860)	(9,848,111)	(261,068,281)
Decrease in the current year . . .	267,167	72,123,397	993,056	15,643,917	15,629,259	1,611,258	106,268,054
Transfer to construction in progress	—	19,129,591	—	125,640	—	771,828	20,027,059
31 December 2015	<u>(143,920,692)</u>	<u>(625,119,801)</u>	<u>(7,718,351)</u>	<u>(111,767,959)</u>	<u>(113,372,889)</u>	<u>(32,462,732)</u>	<u>(1,034,362,424)</u>
Provision for impairment loss							
31 December 2014	—	(3,363,932)	—	—	(1,023,466)	—	(4,387,398)
Increase in the current year . . .	—	—	—	—	—	—	—
Decrease in the current year . . .	—	195,392	—	—	270,289	—	465,681
31 December 2015	<u>—</u>	<u>(3,168,540)</u>	<u>—</u>	<u>—</u>	<u>(753,177)</u>	<u>—</u>	<u>(3,921,717)</u>
Net book value							
31 December 2015	<u>662,530,504</u>	<u>949,981,957</u>	<u>3,485,612</u>	<u>76,874,176</u>	<u>49,171,836</u>	<u>36,101,560</u>	<u>1,778,145,645</u>

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	<u>Buildings</u>	<u>Machinery and equipment</u>	<u>Motor vehicles</u>	<u>Computer and electronic equipment</u>	<u>Tooling</u>	<u>Office equipment</u>	<u>Total</u>
Cost							
31 December 2013	519,463,143	1,358,811,728	10,844,001	136,795,400	147,725,780	36,615,918	2,210,255,970
Transfer from construction in progress	145,122,080	331,208,637	3,523,355	41,150,310	45,480,626	23,657,653	590,142,661
Increase in the current year . . .	15,001,081	6,465,285	210,256	1,123,548	1,395,301	2,800,366	26,995,837
Decrease in the current year . . .	<u>(14,742,725)</u>	<u>(293,843,803)</u>	<u>(3,485,478)</u>	<u>(11,867,190)</u>	<u>(51,465,060)</u>	<u>(10,871,389)</u>	<u>(386,275,645)</u>
31 December 2014	<u>664,843,579</u>	<u>1,402,641,847</u>	<u>11,092,134</u>	<u>167,202,068</u>	<u>143,136,647</u>	<u>52,202,548</u>	<u>2,441,118,823</u>
Accumulated depreciation							
31 December 2013	(77,872,259)	(568,593,538)	(7,193,895)	(84,890,511)	(117,369,709)	(20,664,340)	(876,584,252)
Increase in the current year . . .	(29,531,678)	(127,840,535)	(1,870,214)	(22,480,349)	(20,692,286)	(9,625,438)	(212,040,500)
Decrease in the current year . . .	3,744,395	140,023,170	2,306,652	6,000,501	31,668,707	5,292,071	189,035,496
31 December 2014	<u>(103,659,542)</u>	<u>(556,410,903)</u>	<u>(6,757,457)</u>	<u>(101,370,359)</u>	<u>(106,393,288)</u>	<u>(24,997,707)</u>	<u>(899,589,256)</u>
Provision for impairment loss							
31 December 2013	—	(4,916,956)	—	(7,405)	(1,151,027)	(13,416)	(6,088,804)
Increase in the current year . . .	—	—	—	—	—	—	—
Decrease in the current year . . .	—	1,553,024	—	7,405	127,561	13,416	1,701,406
31 December 2014	<u>—</u>	<u>(3,363,932)</u>	<u>—</u>	<u>—</u>	<u>(1,023,466)</u>	<u>—</u>	<u>(4,387,398)</u>
Net book value							
31 December 2014	<u>561,184,037</u>	<u>842,867,012</u>	<u>4,334,677</u>	<u>65,831,709</u>	<u>35,719,893</u>	<u>27,204,841</u>	<u>1,537,142,169</u>

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	Buildings	Machinery and equipment	Motor vehicles	Computer and electronic equipment	Tooling	Office equipment	Total
Cost							
31 December 2012	471,574,352	1,045,048,036	9,911,902	107,074,688	175,769,456	20,381,047	1,829,759,481
Reclassification	(16,709,106)	58,273,933	933,327	(713,823)	(41,784,331)	—	—
Transfer from construction in progress	64,671,004	276,606,047	1,536,077	37,390,888	28,869,228	10,786,868	419,860,112
Increase in the current year	245,893	7,010,357	520,119	3,170,691	—	1,435,309	12,382,369
Acquisition of business	—	25,678,077	1,068,351	—	—	9,084,912	35,831,340
Decrease in the current year	(319,000)	(53,804,722)	(3,125,775)	(10,127,044)	(15,128,573)	(5,072,218)	(87,577,332)
31 December 2013	<u>519,463,143</u>	<u>1,358,811,728</u>	<u>10,844,001</u>	<u>136,795,400</u>	<u>147,725,780</u>	<u>36,615,918</u>	<u>2,210,255,970</u>
Accumulated depreciation							
31 December 2012	(55,379,405)	(472,203,389)	(7,704,123)	(79,958,787)	(103,398,472)	(11,204,754)	(729,848,930)
Reclassification	1,762,691	(6,193,549)	(134,218)	654,121	3,910,955	—	—
Increase in the current year	(24,561,253)	(126,525,339)	(1,556,970)	(15,512,682)	(29,263,009)	(6,136,555)	(203,555,808)
Acquisition of business	—	(2,959,067)	(516,266)	—	—	(6,242,806)	(9,718,139)
Decrease in the current year	305,708	39,287,806	2,717,682	9,926,837	11,380,817	2,919,775	66,538,625
31 December 2013	<u>(77,872,259)</u>	<u>(568,593,538)</u>	<u>(7,193,895)</u>	<u>(84,890,511)</u>	<u>(117,369,709)</u>	<u>(20,664,340)</u>	<u>(876,584,252)</u>
Provision for impairment loss							
31 December 2012	—	(1,357,266)	—	—	(2,378,127)	—	(3,735,393)
Reclassification	—	(2,018,848)	—	—	2,018,848	—	—
Increase in the current year	—	(1,540,842)	—	(7,405)	(865,918)	(13,416)	(2,427,581)
Decrease in the current year	—	—	—	—	74,170	—	74,170
31 December 2013	<u>—</u>	<u>(4,916,956)</u>	<u>—</u>	<u>(7,405)</u>	<u>(1,151,027)</u>	<u>(13,416)</u>	<u>(6,088,804)</u>
Net book value							
31 December 2013	<u>441,590,884</u>	<u>785,301,234</u>	<u>3,650,106</u>	<u>51,897,484</u>	<u>29,205,044</u>	<u>15,938,162</u>	<u>1,327,582,914</u>
31 December 2012	<u>416,194,947</u>	<u>571,487,381</u>	<u>2,207,779</u>	<u>27,115,901</u>	<u>69,992,857</u>	<u>9,176,293</u>	<u>1,096,175,158</u>

In 2015, 2014 and 2013, the amount of depreciation expense charged to cost of sales were RMB 213,440,384, RMB 178,646,061 and RMB 168,759,332 for, respectively.

In 2015, 2014 and 2013, the amount of depreciation expense charged to selling expenses were RMB 14,910, RMB 512 and RMB 512, respectively.

In 2015, 2014 and 2013, the amount of depreciation expense charged to general and administrative expenses were RMB 47,612,987, RMB 33,393,927, and RMB 34,795,964, respectively.

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(8) Construction in progress

Name of projects	31 December 2014	Increase in the current year	Transfer from fixed assets	Transfer to fixed assets	Transfer to long-term deferred assets	Decrease in the current year	31 December 2015
Plant and machineries	221,606,083	267,408,574	5,974,194	(306,246,174)	(10,538,111)	(10,821,978)	167,382,588
Building Improvements	203,185,882	80,800,335	—	(141,831,535)	(22,146,220)	(1,298,405)	118,710,057
Other construction projects	60,230,565	89,964,495	2,312,121	(103,779,442)	(35,100)	(379,456)	48,313,183
	<u>485,022,530</u>	<u>438,173,404</u>	<u>8,286,315</u>	<u>(551,857,151)</u>	<u>(32,719,431)</u>	<u>(12,499,839)</u>	<u>334,405,828</u>
Including: Capitalised borrowing cost	—	—	—	—	—	—	—
Less: provision for impairment of construction in progress	—	—	—	—	—	—	—
	<u>485,022,530</u>						<u>334,405,828</u>

Name of projects	31 December 2013	Increase in the current year	Transfer to fixed assets	Transfer to long-term deferred assets	31 December 2014
Plant and machineries	289,380,413	274,864,503	(331,208,637)	(11,430,196)	221,606,083
Building Improvements	100,579,204	325,973,833	(145,122,080)	(78,245,075)	203,185,882
Others construction projects	63,260,774	110,781,735	(113,811,944)	—	60,230,565
	<u>453,220,391</u>	<u>711,620,071</u>	<u>(590,142,661)</u>	<u>(89,675,271)</u>	<u>485,022,530</u>
Including: Capitalised borrowing costs	1,384,961	—	(1,384,961)	—	—
Less: provision for impairment of construction in progress	—	—	—	—	—
	<u>453,220,391</u>				<u>485,022,530</u>

Name of projects	31 December 2012	Increase in the current year	Acquisition of business	Transfer to fixed assets	Transfer to long term deferred assets	31 December 2013
Plant and machineries	294,315,759	276,700,358	1,756,114	(276,606,047)	(6,785,771)	289,380,413
Building Improvements	44,575,847	131,460,875	—	(64,671,004)	(10,786,514)	100,579,204
Others construction projects	35,952,177	124,471,143	4,607,337	(78,583,061)	(23,186,822)	63,260,774
	<u>374,843,783</u>	<u>532,632,376</u>	<u>6,363,451</u>	<u>(419,860,112)</u>	<u>(40,759,107)</u>	<u>453,220,391</u>
Including: Capitalised from borrowing costs	—	1,384,961	—	—	—	1,384,961
Less: provision for impairment of construction in progress	—	—	—	—	—	—
	<u>374,843,783</u>					<u>453,220,391</u>

In 2015 and 2014, no capitalised borrowing costs occurred. In 2013, the capitalisation rate used to determine the borrowing cost eligible for capitalisation was 6.55% per annum.

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(9) Intangible assets

	31 December 2014	Increase in the current year	Disposal in the current year	Amortization charged in the current year	31 December 2015	Accumulative amortization
Land use rights	258,532,985	—	—	(6,329,835)	252,203,150	37,591,834
Patents	375,666	—	—	(40,611)	335,055	159,945
Software	29,698,801	26,618,345	(69,044)	(18,647,075)	37,601,027	88,335,518
Customer relationship	73,663,625	—	—	(73,663,625)	—	825,411,900
	<u>362,271,077</u>	<u>26,618,345</u>	<u>(69,044)</u>	<u>(98,681,146)</u>	<u>290,139,232</u>	<u>951,499,197</u>
Less: provision for impairment of intangible assets	—	—	—	—	—	—
	<u>362,271,077</u>				<u>290,139,232</u>	

	31 December 2013	Increase in the current year	Disposal in the current year	Amortization charged in the current year	31 December 2014	Accumulative amortization
Land use rights	256,297,708	8,914,858	—	(6,679,581)	258,532,985	31,265,869
Patents	411,833	—	—	(36,167)	375,666	119,334
Software	17,985,768	26,959,569	(658,658)	(14,587,878)	29,698,801	73,668,227
Customer relationship	313,095,108	—	—	(239,431,483)	73,663,625	775,178,275
	<u>587,790,417</u>	<u>35,874,427</u>	<u>(658,658)</u>	<u>(260,735,109)</u>	<u>362,271,077</u>	<u>880,231,705</u>
Less: provision for impairment of intangible assets	—	—	—	—	—	—
	<u>587,790,417</u>				<u>362,271,077</u>	

	31 December 2012	Increase in the current year	Acquisition of business	Disposal in the current year	Amortization charged in the current year	31 December 2013	Accumulative amortization
Land use rights	277,599,616	6,051,642	—	(20,382,410)	(6,971,140)	256,297,708	24,582,418
Patents	346,667	95,000	—	—	(29,834)	411,833	83,167
Software	2,260,353	16,698,419	1,108,580	(503,857)	(1,577,727)	17,985,768	13,336,845
Customer relationship	277,093,700	—	291,530,500	—	(255,529,092)	313,095,108	590,762,592
	<u>557,300,336</u>	<u>22,845,061</u>	<u>292,639,080</u>	<u>(20,886,267)</u>	<u>(264,107,793)</u>	<u>587,790,417</u>	<u>628,765,022</u>
Less: provision for impairment of intangible assets	—	—	—	—	—	—	—
	<u>557,300,336</u>					<u>587,790,417</u>	

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(10) Long-term prepaid expenses

	<u>31 December 2015</u>	<u>31 December 2014</u>	<u>31 December 2013</u>
Leasehold improvements	179,174,199	189,829,072	116,117,413
Software	584,334	2,509,712	8,185,417
Others	15,358,365	10,217,240	210,048
	<u>195,116,898</u>	<u>202,556,024</u>	<u>124,512,878</u>

(11) Other non-current assets

	<u>31 December 2015</u>	<u>31 December 2014</u>	<u>31 December 2013</u>
Prepayment of equipment	50,533,076	30,967,176	69,740,193
Prepayment of land use right	29,455,609	—	—
Others	19,798,915	22,042,460	23,279,170
	<u>99,787,600</u>	<u>53,009,636</u>	<u>93,019,363</u>

(12) Goodwill

	<u>31 December 2014</u>	<u>Increase in the current year</u>	<u>Decrease in the current year</u>	<u>31 December 2015</u>
Goodwill	71,566,642	—	—	71,566,642
Less: provision for impairment	—	—	—	—
	<u>71,566,642</u>	<u>—</u>	<u>—</u>	<u>71,566,642</u>

	<u>31 December 2013</u>	<u>Increase in the current year</u>	<u>Decrease in the current year</u>	<u>31 December 2014</u>
Goodwill	71,566,642	—	—	71,566,642
Less: provision for impairment	—	—	—	—
	<u>71,566,642</u>	<u>—</u>	<u>—</u>	<u>71,566,642</u>

	<u>31 December 2012</u>	<u>Increase in the current year</u>	<u>Decrease in the current year</u>	<u>31 December 2013</u>
Goodwill	71,566,642	—	—	71,566,642
Less: provision for impairment	—	—	—	—
	<u>71,566,642</u>	<u>—</u>	<u>—</u>	<u>71,566,642</u>

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The Group's goodwill as mentioned above was not impaired as at 31 December 2015, 2014 and 2013.

The recoverable amount of asset groups and groups of asset groups is calculated using the estimated cash flows determined according to the five-year budget approved by management. The cash flows beyond the five-year period are calculated based on the following estimated growth rates.

The main assumptions applied in calculating discounted future cash flows are as follows:

Growth rate	14.0%
Gross margin	18.0%
Discount rate	17.0%

The weighted average growth rates applied by management are consistent with those estimated in the industry reports, and do not exceed the long-term average growth rates of each product. Management determines budgeted gross margin based on past experience and forecast on future market development. The discount rates used by management are the pre-tax interest rates that are able to reflect the risks specific to the related asset groups and groups of asset groups. The above assumptions are used to assess the recoverable amount of each asset group and group of asset groups within the corresponding operating segment.

(13) Short-term borrowings

	Currency	31 December 2015	31 December 2014	31 December 2013
Secured—Plunged	RMB	—	—	4,400,000
Unsecured	RMB	75,000,000	100,000,000	83,000,000
	USD	—	—	211,900,500
		<u>75,000,000</u>	<u>100,000,000</u>	<u>299,300,500</u>

As at 31 December 2015 and 2014, no short-term borrowings was secured by accounts receivable. As at 31 December 2013, short-term borrowings of RMB 4,400,000 were secured by accounts receivable with the carrying amount of RMB 5,500,000 (Note 7(3(a))).

As at 31 December 2015, 2014 and 2013, the weighted average interest rate of short-term borrowings is 6.02%, 6.43% and 4.39% per annum, respectively.

(14) Notes payable

	31 December 2015	31 December 2014	31 December 2013
Bank acceptance notes	<u>457,179,867</u>	<u>441,557,489</u>	<u>459,996,380</u>

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As at 31 December 2015, 2014 and 2013, bank acceptance notes of RMB 228,819,635, RMB 235,486,021 and RMB 291,334,997 were secured with bank deposits of RMB 198,561,011, RMB 166,719,551 and RMB 246,885,299, respectively (Note 7(1(b))).

As at 31 December 2015, 2014 and 2013, bank acceptance notes of RMB 221,724,500, RMB 206,071,468 and RMB 168,661,383 were secured with notes receivable of RMB 222,124,500, RMB 204,357,084 and RMB 168,661,383, respectively (Note 7(2)).

(15) Accounts payable

	<u>31 December 2015</u>	<u>31 December 2014</u>	<u>31 December 2013</u>
Within 1 year	8,346,912,180	6,459,349,263	5,770,115,985
1 to 2 years	108,949,525	40,263,804	64,010,990
2 to 3 years	9,008,700	7,786,083	13,699,339
Over 3 years	4,009,058	3,120,497	2,914,386
	<u>8,468,879,463</u>	<u>6,510,519,647</u>	<u>5,850,740,700</u>

(16) Employee benefits payable

	<u>31 December 2015</u>	<u>31 December 2014</u>	<u>31 December 2013</u>
Short-term employee benefits payable(a) . .	606,859,311	538,637,755	457,053,246
Defined contribution plans payable(b)	14,293,502	9,950,804	9,002,142
	<u>621,152,813</u>	<u>548,588,559</u>	<u>466,055,388</u>

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(a) Short-term employee benefits

	<u>31 December 2014</u>	<u>Increase in the current year</u>	<u>Decrease in the current year</u>	<u>31 December 2015</u>
Wages and salaries, bonus, allowances and subsidies	260,619,279	1,132,303,027	(1,097,701,334)	295,220,972
Staff welfare	—	87,717,100	(87,717,100)	—
Social security contributions	14,377,485	83,877,705	(89,138,815)	9,116,375
Including: Medical insurance	7,372,363	71,839,820	(74,320,811)	4,891,372
Work injury insurance	2,255,176	4,984,132	(6,573,333)	665,975
Maternity insurance	4,749,946	7,053,753	(8,244,671)	3,559,028
Housing funds	9,213,678	95,555,097	(96,902,965)	7,865,810
Labour union funds and employee education funds	16,874,496	25,619,638	(25,412,941)	17,081,193
Other short-term employee benefits	1,086,076	3,157,495	(3,925,013)	318,558
Staff welfare and incentive funds	<u>236,466,741</u>	<u>45,146,630</u>	<u>(4,356,968)</u>	<u>277,256,403</u>
	<u>538,637,755</u>	<u>1,473,376,692</u>	<u>(1,405,155,136)</u>	<u>606,859,311</u>
	<u>31 December 2013</u>	<u>Increase in the current year</u>	<u>Decrease in the current year</u>	<u>31 December 2014</u>
Wages and salaries, bonus, allowances and subsidies	226,914,167	1,130,907,576	(1,097,202,464)	260,619,279
Staff welfare	—	28,970,535	(28,970,535)	—
Social security contributions	12,057,713	67,536,120	(65,216,348)	14,377,485
Including: Medical insurance	6,641,342	57,526,220	(56,795,199)	7,372,363
Work injury insurance	1,965,662	3,900,702	(3,611,188)	2,255,176
Maternity insurance	3,450,709	6,109,198	(4,809,961)	4,749,946
Housing funds	5,512,519	69,194,114	(65,492,955)	9,213,678
Labour union funds and employee education funds	14,494,462	25,723,259	(23,343,225)	16,874,496
Other short-term employee benefits	161,052	2,419,505	(1,494,481)	1,086,076
Staff welfare and incentive funds	<u>197,913,333</u>	<u>45,375,460</u>	<u>(6,822,052)</u>	<u>236,466,741</u>
	<u>457,053,246</u>	<u>1,370,126,569</u>	<u>(1,288,542,060)</u>	<u>538,637,755</u>

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	<u>31 December 2012</u>	<u>Increase in the current year</u>	<u>Decrease in the current year</u>	<u>31 December 2013</u>
Wages and salaries, bonus, allowances and subsidies	148,274,542	834,802,636	(756,163,011)	226,914,167
Staff welfare	—	47,010,536	(47,010,536)	—
Social security contributions	35,020,854	72,693,913	(95,657,054)	12,057,713
Including: Medical insurance	19,289,352	40,039,528	(52,687,538)	6,641,342
Work injury insurance	5,709,139	11,850,644	(15,594,121)	1,965,662
Maternity insurance	10,022,363	20,803,741	(27,375,395)	3,450,709
Housing funds	13,157,797	78,598,721	(86,243,999)	5,512,519
Labour union funds and employee education funds	9,909,090	30,009,828	(25,424,456)	14,494,462
Other short-term employee benefits	9,163,009	688,962	(9,690,919)	161,052
Staff welfare and incentive funds	172,894,395	45,429,180	(20,410,242)	197,913,333
	<u>388,419,687</u>	<u>1,109,233,775</u>	<u>(1,040,600,217)</u>	<u>457,053,246</u>

(b) Defined contribution plans payable

	2015	
	<u>Amount payable</u>	<u>Ending balance</u>
Basic pensions	151,997,339	13,380,326
Unemployment insurance	10,391,553	913,176
	<u>162,388,892</u>	<u>14,293,502</u>
	2014	
	<u>Amount payable</u>	<u>Ending balance</u>
Basic pensions	108,658,194	6,489,804
Unemployment insurance	8,206,064	3,461,000
	<u>116,864,258</u>	<u>9,950,804</u>
	2013	
	<u>Amount payable</u>	<u>Ending balance</u>
Basic pensions	111,013,793	6,426,162
Unemployment insurance	8,676,300	2,575,980
	<u>119,690,093</u>	<u>9,002,142</u>

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(17) Taxes payable

	<u>31 December 2015</u>	<u>31 December 2014</u>	<u>31 December 2013</u>
Enterprise income tax payable	302,092,879	194,557,016	268,141,773
Value-added-tax payable	223,572,378	179,644,760	156,568,640
Business tax payable	356,099	6,950,458	7,503,211
Individual income tax payable	9,871,414	5,188,415	4,318,171
Others	24,128,779	21,014,842	13,086,382
	<u>560,021,549</u>	<u>407,355,491</u>	<u>449,618,177</u>

(18) Other payables

	<u>31 December 2015</u>	<u>31 December 2014</u>	<u>31 December 2013</u>
Accrued expenses	1,270,897,055	1,353,331,749	1,061,270,983
Service fee payables	62,195,223	19,364,734	32,136,165
Payables for purchase of property, plants and equipment	40,303,467	108,869,302	55,949,739
Others	172,794,666	171,240,718	170,951,162
	<u>1,546,190,411</u>	<u>1,652,806,503</u>	<u>1,320,308,049</u>

(19) Long-term borrowings

	<u>31 December 2015</u>	<u>31 December 2014</u>	<u>31 December 2013</u>
Unsecured	18,903,000	24,301,000	27,000,000
Less: Current portion of long-term borrowings	(5,398,000)	(5,398,000)	(2,699,000)
	<u>13,505,000</u>	<u>18,903,000</u>	<u>24,301,000</u>

As at 31 December 2015, 2014 and 2013, the weighted average interest rate of long-term borrowings is 6.15%, 6.55% and 6.55% per annum, respectively.

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(20) Deferred tax assets and deferred tax liabilities

(a) Deferred tax assets

	31 December 2015		31 December 2014		31 December 2013	
	Deferred tax assets	Deductible temporary difference	Deferred tax assets	Deductible temporary difference	Deferred tax assets	Deductible temporary difference
Provision for asset impairments . . .	9,560,137	55,463,501	9,969,371	52,422,022	9,814,321	52,232,754
Depreciation of fixed assets	4,477,205	21,513,376	6,666,212	26,732,055	9,433,452	61,125,901
Amortisation of intangible assets . .	—	—	730,101	2,920,405	821,203	3,284,811
Accrued expense, accounts receivable and accounts payable .	502,335,531	2,486,895,028	288,981,601	1,454,697,632	196,304,868	1,040,024,068
Accrued payroll	19,049,565	119,149,427	16,308,003	107,641,939	25,125,742	159,027,817
Net loss carry forward	8,975,147	35,900,585	11,817,121	47,268,490	8,908,672	46,083,234
Deferred income	1,719,295	7,402,636	1,360,000	5,440,000	1,360,000	5,440,000
Allowance	—	—	—	—	575,068	3,454,415
	<u>546,116,880</u>	<u>2,726,324,553</u>	<u>335,832,409</u>	<u>1,697,122,543</u>	<u>252,343,326</u>	<u>1,370,673,000</u>
Including:						
Expected to be recovered within one year (inclusive)	538,515,249		318,540,723		232,292,545	
Expected to be recovered after one year	7,601,631		17,291,686		20,050,781	
	<u>546,116,880</u>		<u>335,832,409</u>		<u>252,343,326</u>	

As at 31 December 2015, 2014 and 2013, the Group has not recognized related deferred tax assets of RMB 1,123,881, RMB 1,902,419 and RMB 9,506,929 regarding the tax loss of RMB 4,495,525, RMB 7,609,676 and RMB 38,027,717, respectively.

Deductible losses that are not recognised as deferred tax assets will be expired as follows:

	31 December 2015	31 December 2014	31 December 2013
Within 1 year	4,495,525	3,114,151	19,079,411
Between 1 to 2 years	—	4,495,525	—
Between 2 to 3 years	—	—	10,916,664
Between 3 to 4 years	—	—	1,825,074
Over 4 years	—	—	6,206,568
	<u>4,495,525</u>	<u>7,609,676</u>	<u>38,027,717</u>

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(b) Deferred tax liabilities

	31 December 2015		31 December 2014		31 December 2013	
	Deferred tax liabilities	Taxable temporary difference	Deferred tax liabilities	Taxable temporary difference	Deferred tax liabilities	Taxable temporary difference
Business combinations involving enterprises not under common control	—	—	18,485,081	73,940,324	69,724,286	316,947,922
Depreciation of fixed assets	241,500	965,999	114,812	459,248	—	—
	<u>241,500</u>	<u>965,999</u>	<u>18,599,893</u>	<u>74,399,572</u>	<u>69,724,286</u>	<u>316,947,922</u>
Including:						
Expected to be recovered within one year (inclusive)	241,500		18,599,893		51,239,205	
Expected to be recovered after one year	—		—		18,485,081	
	<u>241,500</u>		<u>18,599,893</u>		<u>69,724,286</u>	

(21) Paid-in capital

	31 December 2014	Increase in the current year	Decrease in the current year	31 December 2015
	Yanfeng Trim	219,967,272	—	—
JCI Asia	219,886,108	—	—	219,886,108
	<u>439,853,380</u>	<u>—</u>	<u>—</u>	<u>439,853,380</u>
	31 December 2013	Increase in the current year	Decrease in the current year	31 December 2014
Yanfeng Trim	219,967,272	—	—	219,967,272
JCI Asia	219,886,108	—	—	219,886,108
	<u>439,853,380</u>	<u>—</u>	<u>—</u>	<u>439,853,380</u>
	31 December 2012	Increase in the current year	Decrease in the current year	31 December 2013
Yanfeng Trim	219,967,272	—	—	219,967,272
JCI Asia	219,886,108	—	—	219,886,108
	<u>439,853,380</u>	<u>—</u>	<u>—</u>	<u>439,853,380</u>

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(22) Capital Surplus

	31 December 2014	Increase in the current year	Decrease in the current year	31 December 2015
Other capital surplus	—	—	—	—
	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
	31 December 2013	Increase in the current year	Decrease in the current year	31 December 2014
Other capital surplus	1,148,851	—	(1,148,851)	—
	<u>1,148,851</u>	<u>—</u>	<u>(1,148,851)</u>	<u>—</u>
	31 December 2012	Increase in the current year	Decrease in the current year	31 December 2013
Other capital surplus	1,148,851	—	—	1,148,851
	<u>1,148,851</u>	<u>—</u>	<u>—</u>	<u>1,148,851</u>

(23) Surplus reserve

	31 December 2014	Increase in the current year	Decrease in the current year	31 December 2015
Reserve Fund	116,186,069	14,743,347	—	130,929,416
Enterprise Expansion Fund	168,646,941	29,486,695	—	198,133,636
	<u>284,833,010</u>	<u>44,230,042</u>	<u>—</u>	<u>329,063,052</u>
	31 December 2013	Increase in the current year	Decrease in the current year	31 December 2014
Reserve Fund	103,413,601	14,962,268	(2,189,800)	116,186,069
Enterprise Expansion Fund	138,722,405	29,924,536	—	168,646,941
	<u>242,136,006</u>	<u>44,886,804</u>	<u>(2,189,800)</u>	<u>284,833,010</u>
	31 December 2012	Increase in the current year	Decrease in the current year	31 December 2013
Reserve Fund	88,372,398	15,041,203	—	103,413,601
Enterprise Expansion Fund	108,639,999	30,082,406	—	138,722,405
	<u>197,012,397</u>	<u>45,123,609</u>	<u>—</u>	<u>242,136,006</u>

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In accordance with the “Company Law” and the Company’s Articles of Association, the Company should appropriate RMB 14,743,347, RMB 14,962,268 and RMB 15,041,203 of net profit to Reverse Fund for 2015, 2014 and 2013, respectively. The Company should appropriate RMB 29,486,695, RMB 29,924,536 and RMB 30,082,406 of net profit to Enterprise Expansion Fund for 2015, 2014 and 2013, respectively.

In accordance with the Circular on Accounting Treatment of Enterprises Following the Implementation of the Company Law (Cai Qi [2006]67) issued by the Ministry of Finance on 15 March 2006, if the board of directors determines to continue the accrual for the staff welfare and incentive fund, the Company should specify the purposes of the fund, and the conditions and procedures for using the fund. The fund should be managed as a liability.

(24) Undistributed profit

In accordance with the Law of the PRC on Chinese-foreign Equity Joint Ventures, the Company’s Articles of Association, the Company appropriated the Reserve Fund, the Enterprise Expansion Fund and the Staff Welfare and Incentive Fund of net profit after setting off accumulated losses of previous year and before profit distributions to the investors. In 2015, 2014 and 2013, the Group appropriated the Staff Welfare and Incentive Fund with an amount of RMB 45,146,630, RMB 45,375,460 and RMB 45,429,180 of net profit, respectively

In accordance with the resolution at the Board of Directors’ meeting dated on 7 August 2015, 12 May 2014 and 16 May 2013, the Board of Directors proposed the dividends with an amount of RMB 1,406,453,166, RMB 1,413,873,089 and RMB 1,322,403,562 to the shareholders, respectively.

(25) Revenue and cost of sales

	2015		2014		2013	
	Revenue	Cost of sales	Revenue	Cost of sales	Revenue	Cost of sales
Revenue from main operations						
—sales of automotive spare parts	25,946,688,824	(21,576,248,882)	23,300,080,576	(19,212,615,952)	21,253,089,968	(17,432,993,062)
Revenue from other operations						
—sales of raw materials	332,415,663	(307,126,311)	1,088,884,852	(1,039,139,938)	215,619,088	(197,278,064)
—service income	265,741,206	(120,826,588)	49,801,832	(7,330,000)	92,586,994	(2,100,346)
—others	27,205,071	(18,816,187)	46,362,610	(28,479,493)	11,610,542	(5,895,397)
	<u>26,572,050,764</u>	<u>(22,023,017,968)</u>	<u>24,485,129,870</u>	<u>(20,287,565,383)</u>	<u>21,572,906,592</u>	<u>(17,638,266,869)</u>

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(26) Tax and surcharges

	<u>2015</u>	<u>2014</u>	<u>2013</u>
City maintenance and construction tax	59,994,242	38,920,905	38,586,289
Educational surcharge	53,004,452	36,606,013	34,893,498
Others	6,878,859	9,970,928	3,865,944
	<u>119,877,553</u>	<u>85,497,846</u>	<u>77,345,731</u>

(27) Financial expenses—net

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Interest income	68,066,033	43,790,505	36,301,845
Interest of borrowings	(7,057,701)	(9,211,536)	(8,029,756)
Discount charges for notes receivable	(92,465)	(53,771)	(582,980)
Exchange gains/ losses—net	2,633,550	(5,828,481)	(51,439,948)
Others	(4,450,537)	(3,491,398)	(2,301,694)
	<u>59,098,880</u>	<u>25,205,319</u>	<u>(26,052,533)</u>

(28) Expenses by nature

The cost of sales, selling expenses, general and administrative expenses in the income statements are listed as follows by nature:

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Changes in inventories of finished goods and work in progress	(132,579,173)	(26,448,188)	(19,627,852)
Consumed raw materials and low value consumables, etc.	20,489,628,165	18,518,827,158	16,055,465,726
Employee benefits	1,590,618,954	1,441,615,367	1,183,494,689
Depreciation and amortization expenses	398,139,629	502,251,363	498,239,424
Research and development expenses	266,918,928	290,649,240	272,593,664
Transportation and logistics costs	181,461,700	186,555,000	173,810,694
Rental	170,677,949	154,885,771	117,777,837
Utilities	14 5,971,042	102,474,719	97,149,685
After-sales maintenance fee	6,564,753	7,145,671	6,696,265
Advertising expenses	1,765,506	1,375,313	2,982,686
Others	917,983,769	1,117,251,738	976,449,198
	<u>24,037,151,222</u>	<u>22,296,583,152</u>	<u>19,365,032,016</u>

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(29) Impairment losses

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Impairment losses of declines in the value of inventories	2,323,537	3,945,541	5,275,321
Allowance for doubtful accounts	7,056,982	725,698	3,240,135
Impairment losses on fixed assets	—	—	2,427,581
	<u>9,380,519</u>	<u>4,671,239</u>	<u>10,943,037</u>

(30) Investment income—net

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Share of net profit or loss of investees under equity method	40,459,106	13,897,472	1,083,789
Gain from disposal of long-term equity investments(a)	7,898,751	—	—
	<u>48,357,857</u>	<u>13,897,472</u>	<u>1,083,789</u>

(a) Gain from disposal of long-term equity investments attributes to the disposal of 50% equity interest of Baoding Yanfeng Johnson Automotive Seating Co., Ltd. in 2015.

(31) Non-operating income and expenses

(a) Non-operating income

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Government subsidies	34,676,251	27,429,208	16,800,617
Gain on disposal of fixed assets	1,676,650	13,714,861	5,306,453
Income from business combination	—	—	8,484,365
Others	9,466,186	4,127,931	5,241,939
	<u>45,819,087</u>	<u>45,272,000</u>	<u>35,833,374</u>

(b) Non-operating expense

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Loss on disposal of fixed assets	4,669,157	10,808,449	6,638,252
Others	9,843,767	3,716,581	4,964,749
	<u>14,512,924</u>	<u>14,525,030</u>	<u>11,603,001</u>

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7 Notes to the consolidated financial statements (Continued)

(32) Income tax expenses

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Current income tax	692,032,499	523,415,144	485,672,831
Deferred income tax	(228,642,864)	(134,613,476)	(114,229,350)
	<u>463,389,635</u>	<u>388,801,668</u>	<u>371,443,481</u>

The reconciliation from income tax calculated based on applicable tax rate and total profit presented in the consolidated financial statements to the income tax expenses is as follows:

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Total profit	2,544,404,370	2,168,227,394	2,118,847,437
Income tax expenses calculated at the applicable tax rate	636,101,093	542,056,849	529,711,859
Investment income under equity method	(6,068,866)	(2,084,621)	(162,568)
Income not subject to tax	—	—	(172,800)
Effect of favourable tax rates	(146,627,863)	(129,982,885)	(151,425,064)
Additional deduction of research and development expense	(9,984,951)	(9,608,501)	(8,770,490)
Effect of change in the tax rates	1,336,323	(2,237,894)	(1,456,542)
Cost, expense and loss not deductible for tax purposes	17,797,833	7,366,230	12,672,041
Tax losses for which no deferred income tax asset was recognised	—	778,538	1,551,642
Utilisation of previously unrecognised tax losses	(52,862,590)	(8,383,048)	(2,544,658)
Tax reconciliation differences in previous years	23,698,656	(9,103,000)	(7,959,939)
Income tax expenses	<u>463,389,635</u>	<u>388,801,668</u>	<u>371,443,481</u>

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7 Notes to the consolidated financial statements (Continued)

(33) Other comprehensive income

(a) Other comprehensive income, the related income tax effect and the reclassifications to profit or loss

	2015		
	Amount before tax	Income tax	Net after tax
Differences arising from translation of foreign currency financial statements	(275,031)	—	(275,031)
Less: Reclassification of previous other comprehensive income to profit or loss	—	—	—
	<u>(275,031)</u>	<u>—</u>	<u>(275,031)</u>
	2014		
	Amount before tax	Income tax	Net after tax
Differences arising from translation of foreign currency financial statements	114,990	—	114,990
Less: Reclassification of previous other comprehensive income to profit or loss	—	—	—
	<u>114,900</u>	<u>—</u>	<u>114,900</u>
	2013		
	Amount before tax	Income tax	Net after tax
Differences arising from translation of foreign currency financial statements	(147,000)	—	(147,000)
Less: Reclassification of previous other comprehensive income to profit or loss	—	—	—
	<u>(147,000)</u>	<u>—</u>	<u>(147,000)</u>

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7 Notes to the consolidated financial statements (Continued)

(b) Reconciliation of other comprehensive income

	Equity attributable to the parent company			Total other comprehensive income
	Differences arising from translation of foreign currency financial statements	Sub-total	Minority interests	
31 December 2012	—	—	—	—
Movements for the year ended 31 December 2013	(147,000)	(147,000)	—	(147,000)
31 December 2013	(147,000)	(147,000)	—	(147,000)
Movements for the year ended 31 December 2014	114,990	114,990	—	114,990
31 December 2014	(32,010)	(32,010)	—	(32,010)
Movements for the year ended 31 December 2015	(275,031)	(275,031)	—	(275,031)
31 December 2015	(307,041)	(307,041)	—	(307,041)

(34) Notes to consolidated cash flow statements

(a) Reconciliation from net profit to cash flows from operating activities

	2015	2014	2013
Net profit	2,081,014,735	1,779,425,726	1,747,403,956
Add: Provisions for assets impairment	9,380,519	4,671,239	10,943,037
Depreciation of fixed assets	261,068,281	212,040,500	203,555,808
Amortisation of intangible assets	98,681,146	260,735,109	264,107,793
Amortisation of long-term prepaid expenses	38,390,202	29,475,754	30,575,823
Losses on disposal of fixed assets, intangible assets and other long-term assets	2,992,507	(2,906,412)	981,449
Financial (income)/ expenses—net	(4,983,235)	6,842,052	7,121,344
Investment income	(48,357,857)	(13,897,472)	(1,083,789)
Increase in deferred tax assets	(210,718,377)	(83,489,083)	(68,124,681)
Decrease in deferred tax liabilities	(18,358,393)	(51,124,393)	(46,104,669)
Increase in inventories	(65,755,469)	(17,678,319)	(118,765,342)
Increase in operating receivables	(1,261,835,070)	(415,978,727)	(1,241,915,921)
Increase in operating payables	2,116,111,288	959,246,328	1,812,768,518
Net cash flows from operating activities	<u>2,997,630,277</u>	<u>2,667,362,302</u>	<u>2,601,463,326</u>

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7 Notes to the consolidated financial statements (Continued)

(b) Net increase in cash

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Cash at end of year	3,741,333,102	2,998,757,581	2,762,455,926
Less: cash at beginning of year	(2,998,757,581)	(2,762,455,926)	(2,412,733,372)
Net increase in cash	<u>742,575,521</u>	<u>236,301,655</u>	<u>349,722,554</u>

(c) Cash

	<u>31 December 2015</u>	<u>31 December 2014</u>	<u>31 December 2013</u>
Cash at bank and on hand (note 7(1))	3,939,894,113	3,165,627,901	3,009,341,225
Less: restricted cash at bank	(198,561,011)	(166,870,320)	(246,885,299)
Cash at end of year	<u>3,741,333,102</u>	<u>2,998,757,581</u>	<u>2,762,455,926</u>

8 Business combination

(a) Business combination involving entities not under common control

In 2013, the Company acquired 100% equity interest of Johnson Controls Kunshan from CRH Automotive GmbH. The acquisition date was 2 July 2013, also the date when the Company actually obtained its controlling rights in Johnson Controls Kunshan. Net assets obtained through acquisition and the non-operating income are recognised as below:

Cost of combination—	
Cash paid	428,959,524
Dividends declared at acquisition date but not yet paid	<u>(201,273,344)</u>
Total combination cost	227,686,180
Less: Fair value of the identifiable net assets obtained	<u>(236,170,545)</u>
Non-operating income	<u>(8,484,365)</u>

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8 Business combination (Continued)

The assets and liabilities of Johnson Controls Kunshan at the acquisition date, and the cash flows relating to the acquisition are as follows:

	Fair value	Carrying amount	
	Acquisition date	Acquisition date	31 December 2013
Cash at bank and on hand	16,424,889	16,424,889	26,342,075
Notes receivable	5,000,000	5,000,000	—
Accounts receivable	173,423,646	173,423,646	286,153,806
Advances to suppliers	13,475,663	13,475,663	3,297,765
Interest receivable	—	—	1,178
Other receivables	168,980,703	168,980,703	164,122,996
Inventories	64,525,506	64,525,506	62,077,557
Other current assets	—	—	14,842,115
Fixed assets	26,113,201	21,882,401	24,320,025
Construction in progress	6,363,451	6,363,451	4,678,919
Intangible assets	292,639,080	1,108,580	218,881,879
Long-term prepaid expenses	5,433,167	5,433,167	4,281,112
Deferred tax assets	4,606,202	4,606,202	3,174,550
Less: Short-term borrowings	—	—	(60,000,000)
Accounts payable	(150,164,216)	(150,164,216)	(145,187,842)
Advances from customers	(134,211)	(134,211)	—
Employee benefits payable	(4,870,344)	(4,870,344)	(3,975,410)
Taxes payable	(59,289,404)	(59,289,404)	(58,980,948)
Interest payable	—	—	(720,000)
Dividends payable	(201,273,344)	(201,273,344)	(201,273,344)
Other payables	(51,143,119)	(51,143,119)	(52,704,557)
Deferred tax liabilities	(73,940,325)	—	(55,455,244)
Net assets obtained	<u>236,170,545</u>	<u>14,349,570</u>	<u>233,876,632</u>
			Fair value
			Acquisition date
Consideration settled in cash			428,959,524
Less: Cash and cash equivalents in the subsidiary acquired			(16,424,889)
Net cash outflow on acquisition of the subsidiary			<u>412,534,635</u>

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8 Business combination (Continued)

The revenue, net profit and cash flows of Johnson Controls Kunshan for the period from the acquisition date to 31 December 2013 are as follows:

Revenue	411,370,607
Net profit	2,287,133
Cash flows from operating activities	(50,582,814)
Net cash flows	9,917,186

The Group uses valuation techniques to determine fair value of assets and liabilities of Johnson Controls Kunshan at purchasing date. The key hypothesis and evaluation method of main assets are listed as follows:

Fixed assets are evaluated by the replacement cost method.

Intangible assets are evaluated by discounted multi-period excess earnings method.

The work capital involves with current assets and liabilities, of which the fair values are determined after checking their carrying amounts.

(b) Equity transactions with minority interest

On 26 September 2014, the Company acquired 45% equity interest of its subsidiary, Shanghai Johnson Automotive Metal from JCI. After the acquisition, Shanghai Johnson Automotive Metal Components Co. Ltd. became a wholly-owned subsidiary of the Company. Capital surplus and surplus reserve adjustments of the deal are as follows:

Cost of combination—	
Cash paid	84,289,950
Total combination cost	84,289,950
Less: the share of the subsidiary's net identifiable assets continually calculated from the combination date based on the newly acquired equity ratio at the transaction day	(80,951,299)
	<u>3,338,651</u>
Including: Capital surplus adjustment	1,148,851
Surplus reserve adjustment	2,189,800

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9 Related parties and related party transactions

(1) The parent company and subsidiaries

The general information and other related information of the subsidiaries is set out in Note 6.

(a) General information of the parent company

	<u>Place of registration</u>	<u>Nature of business</u>
Yanfeng Trim	Shanghai, China	Production and sale of plastic and decorating products used for autos, trucks and motorcycles, automotive electronics, instruments, tooling, stamping parts and standard fasteners

(b) Registered capital and changes in registered capital of the parent company

	<u>31 December 2014</u>	<u>Current year changes</u>	<u>31 December 2015</u>
	<u>RMB</u>		<u>RMB</u>
Yanfeng Trim	1,078,947,853	—	1,078,947,853
	<u>31 December 2013</u>	<u>Current year changes</u>	<u>31 December 2014</u>
	<u>USD</u>		<u>RMB</u>
Yanfeng Trim(i)	139,233,200	—	1,078,947,853
	<u>31 December 2012</u>	<u>Current year changes</u>	<u>31 December 2013</u>
	<u>USD</u>		<u>USD</u>
Yanfeng Trim	139,233,200	—	139,233,200

Note: Yanfeng Trim changed from foreign-invested production enterprise to domestic enterprise approved by Shanghai Municipal Commission of Commerce (Grant No: Shanghai Foreign Investment approve [2013] No.3573). After the registration changes in Shanghai Industrial and Commercial Bureau, the registered capital changed from USD 139,233,200 to RMB 1,078,947,853. The parent company obtained an updated business licence on 6 January 2014.

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9 Related parties and related party transactions (Continued)

(c) The proportion of interests and voting rights in the Company held by the parent company

	31 December 2015		31 December 2014		31 December 2013	
	% interest held	% voting rights	% interest held	% voting rights	% interest held	% voting rights
Yanfeng Trim	<u>50.01%</u>	<u>50.00%</u>	<u>50.01%</u>	<u>50.00%</u>	<u>50.01%</u>	<u>50.00%</u>

(2) Related parties that do not control or are not controlled by the Company

	<u>Relationship with the Group</u>
Dongfeng Johnson Seating(i)	Associate
Wuhan Taiji(i)	Associate
CRH Automotive Shenyang Co., Ltd(i)	Joint venture
Yanfeng Hainachuan Automotive Trim Systems Co., Ltd(ii)	Controlled by the parent company
Yanfeng (Chongqing) Automotive Trim Systems Co., Ltd.(ii)	Controlled by the parent company
Yanfeng Zhejiang Automotive Interior Trim Systems Co., Ltd.(ii)	Controlled by the parent company
Yanfeng Automotive Trim Systems Liuzhou Co., Ltd.(ii)	Controlled by the parent company
Yanfeng Guangzhou Automotive Trim Systems Co., Ltd.(ii)	Controlled by the parent company
Yanfeng USA Automotive Trim Systems Co., Ltd.(ii)	Controlled by the parent company
Yanfeng Key (Shanghai) Automotive Safety Systems Co., Ltd.(ii)	Joint venture of the parent company
Beijing Hainachuan Yanfeng Automobile module system Co., Ltd.(ii)	Joint venture of the parent company
Dongfeng Visteon Automotive Trim Systems Co., Ltd.(ii)	Joint venture of the parent company
Shanghai Yanfeng Johnson Controls Seating Mechanical Part Co., Ltd.(ii)	Joint venture of the parent company
Shanghai Volkswagen Automotive Co., Ltd.(ii)	Related parties of parent company
Shanghai General Motors Co., Ltd.(ii)	Related parties of parent company
Shanghai GM (Shenyang) Norsom Motors Co., Ltd.(ii)	Related parties of parent company
SAIC GM Sales Co., Ltd.(ii)	Related parties of parent company
Shanghai GM Dong Yue Motors Co., Ltd.(ii)	Related parties of parent company

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9 Related parties and related party transactions (Continued)

	<u>Relationship with the Group</u>
Shanghai TRW Automotive Safety Systems Co., Ltd.(ii)	Related parties of parent company
SAIC Automotive Finance Co, Ltd.(ii)	Related parties of parent company
Shanghai Automotive Industry (Group) Corporation(ii)	Related parties of parent company
Jiangsu ANJI-CEVA Automotive Logistics Co., Ltd.(ii)	Related parties of parent company
Shanghai Sanhuan Spring Co., Ltd.(ii)	Related parties of parent company
Nanjing Automobile Group Co., Ltd.(ii)	Related parties of parent company
Ningbo Volkswagen automotive Co., Ltd.(ii)	Related parties of parent company
Donghua Automotive Industrial Co., Ltd.(ii)	Related parties of parent company
Nanjing Donghua Automobile Interior Trim Systems Co., Ltd.(ii)	Related parties of parent company
Nanjing Iveco Motor Company Ltd.(ii)	Related parties of parent company
Shanghai General Motors—Wuling Co., Ltd.(ii)	Related parties of parent company
Shanghai Automobile Industry Activities Center Co., Ltd.(ii)	Related parties of parent company
Shanghai Automobile Commercial Vehicle Co., Ltd.(ii)	Related parties of parent company
Shanghai Brose Automotive Components Co., Ltd.(ii)	Related parties of parent company
Pan Asia Technical Automotive Center Co., Ltd.(ii)	Related parties of parent company
Shanghai Jieneng Automobile Technology Co., Ltd.(ii)	Related parties of parent company
SAIC-Volkswagen Sales Co., Ltd.(ii)	Related parties of parent company
SACO(ii)	Related parties of parent company
Shanghai Huizhong Automobile Manufacturing Co., Ltd.(ii)	Related parties of parent company
Shanghai Koito Automotive Lamp Co., Ltd.(ii)	Related parties of parent company
Shanghai Lear Industrial Transportation Automotive Parts Co., Ltd.(ii)	Related parties of parent company
Guangzhou Johnson Controls Automotive Interior Systems Co., Ltd.(iii)	Joint venture of JCI
Changsha Guangzhou Automobile Johnson Controls Automotive Interior Systems Co., Ltd.(iii)	Joint venture of JCI
CJSC Johnson Controls International(iii)	Subsidiary of JCI

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9 Related parties and related party transactions (Continued)

	<u>Relationship with the Group</u>
Daechang Seat Co.,Ltd.(iii)	Subsidiary of JCI
Diniz Johnson Controls Oto(iii)	Subsidiary of JCI
Esteban Ikeda, S.A. Pollgono Ind(iii)	Subsidiary of JCI
Faurecia Automotive Seat Inc.(iii)	Subsidiary of JCI
JC Automotive SA (PTY) Ltd.(iii)	Subsidiary of JCI
JC Automotive Spain S.A.(iii)	Subsidiary of JCI
JC Automotive UK Ltd.(iii)	Subsidiary of JCI
JC Siemianowice Sp.z o.o ul. Krupan(iii)	Subsidiary of JCI
JCA Seating (M) SDN BHD(iii)	Subsidiary of JCI
JCA, Mexico,S.de R.L de C.V(iii)	Subsidiary of JCI
JCAS K.K Plant(iii)	Subsidiary of JCI
JCAS Kinryo Plant(iii)	Subsidiary of JCI
JCI GEEL N.V(iii)	Subsidiary of JCI
JCI Matamoros Metals(iii)	Subsidiary of JCI
JCI—Lakewood Mechanisms(iii)	Subsidiary of JCI
Johnson Control Automotive Interiors Management (China) Co.,Ltd.(iii)	Subsidiary of JCI
Johnson Control Investment (China) Co., Ltd.(iii)	Subsidiary of JCI
Johnson Controls & Summit Interiors(iii)	Subsidiary of JCI
Johnson Controls Automotive(iii)	Subsidiary of JCI
Johnson Controls Automotive Holding(iii)	Subsidiary of JCI
Johnson Controls Automotive Korea(iii)	Subsidiary of JCI
Johnson Controls Automotive Ltd.(iii)	Subsidiary of JCI
Johnson Controls Automotive NV(iii)	Subsidiary of JCI
Johnson Controls Automotive SAS(iii)	Subsidiary of JCI
Johnson Controls Automotive Mexico(iii)	Subsidiary of JCI
Johnson Controls Automotive UK(iii)	Subsidiary of JCI
Johnson Controls Brazil(iii)	Subsidiary of JCI
Johnson Controls Components(iii)	Subsidiary of JCI
Johnson Controls Components GmbH &Co.(iii)	Subsidiary of JCI
Johnson Controls do Brazil Automotive(iii)	Subsidiary of JCI
Johnson Controls Dongsung Automotive, Inc.(iii)	Subsidiary of JCI
Johnson Controls Fibril(iii)	Subsidiary of JCI
Johnson Controls GmbH(iii)	Subsidiary of JCI
Johnson Controls GmbH & Co. KG Whilhel(iii)	Subsidiary of JCI
Johnson Controls Hilchenbach(iii)	Subsidiary of JCI
Johnson Controls Inc.(iii)	Subsidiary of JCI
Johnson Controls Inc. Battle Creek(iii)	Subsidiary of JCI

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9 Related parties and related party transactions (Continued)

	<u>Relationship with the Group</u>
Johnson Controls Inc. Matamoros(iii)	Subsidiary of JCI
Johnson Controls Interiors GmbH(iii)	Subsidiary of JCI
Johnson Controls K.K.(iii)	Subsidiary of JCI
Johnson Controls K.K. (OPPAMA)(iii)	Subsidiary of JCI
Johnson Controls K.K. AYASE (Ayase)(iii)	Subsidiary of JCI
Johnson Controls Matamoros(iii)	Subsidiary of JCI
Johnson Controls Mezolak Kft(iii)	Subsidiary of JCI
Johnson Controls Mor Bt.(iii)	Subsidiary of JCI
Johnson Controls Ramos Metals Plant(iii)	Subsidiary of JCI
Johnson Controls Schwalbach(iii)	Subsidiary of JCI
Johnson Controls Siwmanowice SP.Z(iii)	Subsidiary of JCI
Johnson Controls Winchester(iii)	Subsidiary of JCI
Kinryo Kogyo Co., Ltd.(iii)	Subsidiary of JCI
PT. APM Armada Autoparts(iii)	Subsidiary of JCI
PT. Armada Johnson Controls(iii)	Subsidiary of JCI
Tachi—S Co., Ltd.(iii)	Subsidiary of JCI
TATA Johnson Controls(iii)	Subsidiary of JCI

- (i) The related parties are collectively referred to as “Associates and Joint ventures”.
- (ii) The related parties are collectively referred to as “SAIC, its subsidiaries and joint ventures”.
- (iii) The related parties are collectively referred to as “JCI, its subsidiaries and joint ventures”.
- (3) Related party transactions

(a) Pricing policies

The Group’s pricing on products sold to related parties and goods purchased from related parties is based on market price.

(b) Purchases of goods

	<u>2015</u>	<u>2014</u>	<u>2013</u>
SAIC, its subsidiaries and joint ventures	6,040,834,033	4,237,372,070	2,526,628,588
Associates and Joint ventures	186,911,048	—	—
JCI, its subsidiaries and joint ventures	<u>120,581,231</u>	<u>410,815,392</u>	<u>186,081,901</u>
	<u>6,348,326,312</u>	<u>4,648,187,462</u>	<u>2,712,710,489</u>

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9 Related parties and related party transactions (Continued)

(c) Sales of goods

	<u>2015</u>	<u>2014</u>	<u>2013</u>
SAIC, its subsidiaries and joint ventures	16,507,946,364	15,798,341,005	12,111,557,313
JCI, its subsidiaries and joint ventures	630,717,292	1,206,475,766	1,283,264,329
Associates and Joint ventures	177,185,654	46,748,588	129,475,005
	<u>17,315,849,310</u>	<u>17,051,565,359</u>	<u>13,524,296,647</u>

(d) Payments for technical service fee

	<u>2015</u>	<u>2014</u>	<u>2013</u>
JCI, its subsidiaries and joint ventures	11,094,631	25,794,485	26,976,723
SAIC, its subsidiaries and joint ventures	—	441,814	—
	<u>11,094,631</u>	<u>26,236,299</u>	<u>26,976,723</u>

(e) Increase/ (Decrease) on entrusted loans and cash pool

	<u>2015</u>	<u>2014</u>	<u>2013</u>
SAIC, its subsidiaries and joint ventures	300,000,000	—	—
Associates and Joint ventures	(35,646,471)	646,471	50,000,000
	<u>264,353,529</u>	<u>646,471</u>	<u>50,000,000</u>

(f) Interest income from entrusted loans and cash pool

	<u>2015</u>	<u>2014</u>	<u>2013</u>
SAIC, its subsidiaries and joint ventures	11,903,333	—	—
Associates and Joint ventures	137,603	2,369,484	908,412
	<u>12,040,936</u>	<u>2,369,484</u>	<u>908,412</u>

(g) Transfer of fixed assets

	<u>2015</u>	<u>2014</u>	<u>2013</u>
SAIC, its subsidiaries and joint ventures	—	239,181,461	160,193,792

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9 Related parties and related party transactions (Continued)

(4) Receivables from and payables to related parties

(a) Accounts receivable

	<u>31 December 2015</u>	<u>31 December 2014</u>	<u>31 December 2013</u>
SAIC, its subsidiaries and joint ventures	3,535,400,441	2,476,788,674	1,597,371,464
JCI, its subsidiaries and joint ventures	254,272,885	282,348,127	313,403,578
Associates and Joint ventures	67,727,656	68,544,572	76,661,494
	<u>3,857,400,982</u>	<u>2,827,681,373</u>	<u>1,987,436,536</u>

(b) Advances to suppliers

	<u>31 December 2015</u>	<u>31 December 2014</u>	<u>31 December 2013</u>
SAIC, its subsidiaries and joint ventures	<u>2,700,000</u>	<u>2,700,000</u>	<u>2,700,000</u>

(c) Other receivables

	<u>31 December 2015</u>	<u>31 December 2014</u>	<u>31 December 2013</u>
SAIC, its subsidiaries and joint ventures . . .	<u>40,933,096</u>	<u>213,200,582</u>	<u>165,259,624</u>

(d) Notes receivable

	<u>31 December 2015</u>	<u>31 December 2014</u>	<u>31 December 2013</u>
SAIC, its subsidiaries and joint ventures . . .	198,155,751	143,284,958	—
Associates and Joint ventures	11,764,000	36,075,000	48,115,000
	<u>209,919,751</u>	<u>179,359,958</u>	<u>48,115,000</u>

(e) Other current assets

	<u>31 December 2015</u>	<u>31 December 2014</u>	<u>31 December 2013</u>
SAIC, its subsidiaries and joint ventures	300,000,000	—	—
Associates and Joint ventures	15,000,000	—	50,000,000
	<u>315,000,000</u>	<u>—</u>	<u>50,000,000</u>

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9 Related parties and related party transactions (Continued)

(f) Accounts payable

	<u>31 December 2015</u>	<u>31 December 2014</u>	<u>31 December 2013</u>
SAIC, its subsidiaries and joint ventures	1,355,522,304	777,445,836	458,300,575
JCI, its subsidiaries and joint ventures	22,165,380	48,256,121	34,981,481
Associates and Joint ventures	76,470,959	—	—
	<u>1,454,158,643</u>	<u>825,701,957</u>	<u>493,282,056</u>

(g) Notes payable

	<u>31 December 2015</u>	<u>31 December 2014</u>	<u>31 December 2013</u>
SAIC, its subsidiaries and joint ventures	21,133,578	36,513,000	84,290,000

(h) Cash at bank—deposit in SAIC, its subsidiaries and joint ventures

	<u>31 December 2015</u>	<u>31 December 2014</u>	<u>31 December 2013</u>
SAIC, its subsidiaries and joint ventures	385,533,629	112,121,166	96,202,227

(5) Commitments in relation to related parties

The commitments in relation to related parties contracted for but not yet necessary to be recognised on the balance sheet by the Group as at the balance sheet date are as follows:

(a) Lease

	<u>31 December 2015</u>	<u>31 December 2014</u>	<u>31 December 2013</u>
—Lessee			
SAIC, its subsidiaries and joint ventures	36,939,538	41,311,628	43,401,376

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10 Commitments

(1) Capital commitments

Capital expenditures contracted for by the Group at the balance sheet date but are not yet necessary to be recognised on the balance sheet are as follows:

	<u>31 December 2015</u>	<u>31 December 2014</u>	<u>31 December 2013</u>
Buildings, machinery and equipment	16,596,507	80,488,440	55,431,614

(2) Operating lease commitments

The future minimum lease payments due under the signed irrevocable operating leases contracts are summarized as follows:

	<u>31 December 2015</u>	<u>31 December 2014</u>	<u>31 December 2013</u>
Within one year	132,460,943	131,592,517	98,047,259
Between 1 and 2 years	120,530,998	113,931,992	82,805,272
Between 2 and 3 years	114,024,576	105,257,607	73,339,670
Over 3 years	361,243,744	284,160,625	323,372,716
	<u>728,260,261</u>	<u>634,942,741</u>	<u>577,564,917</u>

11 Financial risk

The Group's activities expose it to a variety of financial risks: market risk (primarily including foreign currency risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(1) Market risk

(a) Foreign exchange risk

The Group's major operational activities are carried out in Mainland China and a majority of the transactions are denominated in RMB. The Group is exposed to foreign exchange risk arising from the recognised assets and liabilities, and future transactions denominated in foreign currencies, primarily with respect to US dollars. The Group's finance department at its headquarters is responsible for monitoring the amount of assets and liabilities, and transactions denominated in foreign currencies to minimise the foreign exchange risk. Therefore, the Group may consider entering into forward exchange contracts or currency swap contracts to mitigate the foreign exchange risk. During 2015, 2014 and 2013, the Group did not enter into any forward exchange contracts or currency swap contracts.

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11 Financial risk (Continued)

As at 31 December 2015, 2014 and 2013, the carrying amounts in RMB equivalent of the Group's assets and liabilities denominated in foreign currencies are summarized below:

	31 December 2015		
	USD	Other	Total
Financial assets denominated in foreign currency—			
Cash at bank and on hand	43,742,685	21,370,564	65,113,249
Receivables	173,800,678	250,854,243	424,654,921
	<u>217,543,363</u>	<u>272,224,807</u>	<u>489,768,170</u>
Financial liabilities denominated in foreign currency—			
Payables	<u>48,819,672</u>	<u>121,748,654</u>	<u>170,568,326</u>
	31 December 2014		
	USD	Other	Total
Financial assets denominated in foreign currency—			
Cash at bank and on hand	53,521,080	24,670,080	78,191,160
Receivables	209,023,397	222,641,716	431,665,113
	<u>262,544,477</u>	<u>247,311,796</u>	<u>509,856,273</u>
Financial liabilities denominated in foreign currency—			
Payables	<u>41,166,835</u>	<u>91,832,808</u>	<u>132,999,643</u>
	31 December 2013		
	USD	Other	Total
Financial assets denominated in foreign currency—			
Cash at bank and on hand	147,260,468	55,503,843	202,764,311
Receivables	316,960,189	297,419,292	614,379,481
	<u>464,220,657</u>	<u>352,923,135</u>	<u>817,143,792</u>
Financial liabilities denominated in foreign currency—			
Short-term borrowings	211,900,500	—	211,900,500
Payables	<u>73,733,823</u>	<u>136,321,246</u>	<u>210,055,069</u>
	<u>285,634,323</u>	<u>136,321,246</u>	<u>421,955,569</u>

As at 31 December 2015, 2014 and 2013, if USD had weakened/ strengthened by 10% against RMB while all other variables had been held constant, the Group's profit before tax for the year would have been approximately RMB 16,872,369, RMB 22,137,764 and RMB 17,858,633 lower/higher for various financial assets and liabilities denominated in USD, respectively.

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11 Financial risk (Continued)

(b) Interest rate risk

The Group's interest rate risk mainly arises from long-term bank borrowings. Financial liabilities issued at floating rates expose the Group to cash flow interest rate risk. Financial liabilities issued at fixed rates expose the Group to fair value interest rate risk. The Company determines the relative proportions of its fixed rate and floating rate contracts depending on the prevailing market conditions. As at 31 December 2015, 2014 and 2013, the Company's long-term interest bearing borrowings were RMB-denominated with floating rates, amounting to RMB 13,505,000, RMB 18,903,000 and RMB 24,301,000 (Note 7(19)).

The Group's finance department at its headquarters continuously monitors the interest rate position of the Group. Increases in interest rates will increase the cost of new borrowing and the interest expenses with respect to the Company's outstanding floating rate borrowings, and therefore could have a material adverse effect on the Company's financial position. The management makes adjustments timely with reference to the latest market conditions and may enter into interest rate swap agreements to mitigate its exposure to interest rate risk. During 2015, 2014 and 2013, the Company did not enter into any interest rate swap agreements.

(2) Credit risk

Credit risk is managed on a Group basis. Credit risk mainly arises from cash at bank and on hand, accounts receivable, other receivables, notes receivable etc.

The Group expects that there is no significant credit risk associated with cash at bank since they are deposited at state-owned banks and other medium or large size listed banks. Management does not expect that there will be any significant losses from non-performance by these counterparties.

In addition, the Group has policies to limit the credit exposure on accounts receivable, other receivables and notes receivable. The Group assesses the credit quality of and sets credit limits on its customers by taking into account their financial position, the availability of guarantee from third parties, their credit history and other factors such as current market conditions. The credit history of the customers is regularly monitored by the Group. In respect of customers with a poor credit history, the Group will use written payment reminders, or shorten or cancel credit periods, to ensure the overall credit risk of the Group is limited to a controllable extent.

(3) Liquidity risk

Cash flow forecasting is performed by each subsidiary of the Group and aggregated by the Group's finance department in its headquarters. The Group's finance department at its headquarters monitors rolling forecasts of the Group's short-term and long-term liquidity requirements to ensure it has sufficient cash and securities that are readily convertible to cash to meet operational needs, while maintaining sufficient headroom on its undrawn committed borrowing facilities from major financial institution so that the Group does not breach borrowing limits or covenants on any of its borrowing facilities to meet the short-term and long-term liquidity requirements.

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11 Financial risk (Continued)

The financial liabilities of the Group at the balance sheet date are analysed by their maturity date below at their undiscounted contractual cash flow:

	31 December 2015			Total
	Within 1 year	1 to 5 years	Over 5 years	
Financial liabilities—				
Short-term borrowings	75,000,000	—	—	75,000,000
Notes payable	457,179,867	—	—	457,179,867
Accounts payable	8,468,879,463	—	—	8,468,879,463
Interests payable	4,678,717	900,386	—	5,579,103
Other payables	275,293,356	—	—	275,293,356
Long-term borrowings	5,398,000	13,505,000	—	18,903,000
	<u>9,286,429,403</u>	<u>14,405,386</u>	<u>—</u>	<u>9,300,834,789</u>
	31 December 2014			Total
	Within 1 year	1 to 5 years	Over 5 years	
Financial liabilities—				
Short-term borrowings	100,000,000	—	—	100,000,000
Notes payable	441,557,489	—	—	441,557,489
Accounts payable	6,510,519,647	—	—	6,510,519,647
Interests payable	6,023,194	1,841,602	—	7,864,796
Dividends payable	36,552,986	—	—	36,552,986
Other payables	299,474,754	—	—	299,474,754
Long-term borrowings	5,398,000	18,903,000	—	24,301,000
	<u>7,399,526,070</u>	<u>20,744,602</u>	<u>—</u>	<u>7,420,270,672</u>
	31 December 2013			Total
	Within 1 year	1 to 5 years	Over 5 years	
Financial liabilities—				
Short-term borrowings	299,300,500	—	—	299,300,500
Notes payable	459,996,380	—	—	459,996,380
Accounts payable	5,850,740,700	—	—	5,850,740,700
Interests payable	8,309,778	3,100,912	13,884	11,424,574
Dividends payable	9,000,000	—	—	9,000,000
Other payables	259,037,066	—	—	259,037,066
Long-term borrowings	2,699,000	21,592,000	2,709,000	27,000,000
	<u>6,889,083,424</u>	<u>24,692,912</u>	<u>2,722,884</u>	<u>6,916,499,220</u>

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12 Fair value estimates

(1) Financial instruments not measured at fair value

Financial assets and liabilities measured at amortized cost mainly include receivables, short-term borrowing and payables.

The carrying amount of the financial assets and liabilities not measured at fair value is a reasonable approximation of their fair value.

13 Capital management

The Group's capital management policies aim to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, refund capital to shareholders or sell assets to reduce debts.

14 Reconciliation to United States generally accepted accounting principles

The financial statements have been prepared in accordance with Accounting Standards for Business Enterprises in the People's Republic of China ("PRC GAAP"), which differ in certain respects from accounting principles generally accepted in the United States of America ("U.S. GAAP"). The significant differences are described in the reconciliation tables below. Other differences do not have a significant effect on either net profit or shareholders' equity. The effects of the significant adjustments to net profit for the years ended 31 December 2015 and 2014 which would be required if U.S. GAAP were to be applied instead of PRC GAAP are summarized as follows:

	<u>31 December 2015</u>	<u>31 December 2014</u>
Net profit under PRC GAAP	2,081,014,735	1,779,425,726
Adjustments:		
Inventory impairment reversals(a)	618,444	525,473
Staff Welfare and Incentive Fund(b)	(4,356,968)	(6,822,052)
Tax effect of the reconciling items(c)	<u>(92,767)</u>	<u>(78,821)</u>
Net profit under U.S. GAAP	<u>2,077,183,444</u>	<u>1,773,050,326</u>

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14 Reconciliation to United States generally accepted accounting principles (Continued)

The effects of the significant adjustments to shareholders' equity for the years ended 31 December 2015 and 2014 which would be required if U.S. GAAP were to be applied instead of PRC GAAP are summarized as follows:

	<u>31 December 2015</u>	<u>31 December 2014</u>
Shareholders' equity under PRC GAAP	3,924,801,104	3,523,307,561
Adjustments:		
Inventory impairment reversals(a)	618,444	525,473
Staff Welfare and Incentive Fund(b)	277,256,403	236,466,741
Tax effect of the reconciling items(c)	<u>(92,767)</u>	<u>(78,821)</u>
Shareholders' equity under U.S. GAAP	<u>4,202,583,184</u>	<u>3,760,220,954</u>

(a) Inventory impairment reversals

Under PRC GAAP, reversals of inventory impairment charges (limited to the amounts of the original impairment) are required for subsequent recoveries. Impairments and any subsequent reversals are included in a separate profit and loss line item—"Asset impairment losses", which is outside of cost of goods sold. Under U.S. GAAP, reversals of impairments are prohibited, as a write-down of inventories to the lower of cost or market creates a new cost basis that subsequently cannot be reversed.

(b) Staff Welfare and Incentive Fund

In accordance with the Law of the PRC on Chinese-foreign Equity Joint Ventures, the Company's Articles of Association, the Company appropriated the Staff Welfare and Incentive Fund of net profit after setting off accumulated losses of previous year and before profit distributions to the investors. The Staff Welfare and Incentive Fund is restricted to fund payments of special bonus to employees and for the collective welfare of employees. None of it is allowed to be transferred to the Company in terms of cash dividends, loans or advances, nor can it be distributed except under liquidation.

Under PRC GAAP, appropriation of the Staff Welfare and Incentive Fund is a liability in nature and accounted for as a transfer from retained earnings to Staff Welfare and Incentive Fund, a liability account. Subsequent payment is accounted for as a release of the Company's liability.

Under U.S. GAAP, appropriation to the Staff Welfare and Incentive Fund is accounted for as a transfer from retained earnings to the statutory reserves. Subsequent payment is accounted for as expenses or assets based on the usage of the payment, and proportionate retained earnings and the statutory reserves are reversed concurrently.

(c) Tax effect of the reconciling items

The applicable statutory tax rate used to calculate the tax effect of the reconciling items on the net profit reconciliation between PRC GAAP and U.S. GAAP for the years ended December 31, 2015 and 2014 was 15%.

JOINT VENTURE CONTRACT
BETWEEN
SHANGHAI YANFENG AUTOMOTIVE TRIM COMPANY, LTD.
AND
JOHNSON CONTROLS INTERNATIONAL, INC.

October 22, 1997
Shanghai, People's Republic of China

As Amended

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JOINT VENTURE CONTRACT

ARTICLE 1 GENERAL PROVISIONS

In accordance with the *Law of the People's Republic of China on Joint Ventures Using Chinese and Foreign Investment* (hereinafter referred to as the "Joint Venture Law"), the *Implementing Regulations of the Joint Venture Law* (hereinafter referred to as the "Joint Venture Regulations") and other relevant Chinese laws and regulations, **YANFENG AUTOMOTIVE TRIM SYSTEMS CO., LTD.** ("Party A") and **JOHNSON CONTROLS ASIA HOLDINGS CO., LTD** ("Party B"), adhering to the principles of equality and mutual benefit, and after friendly consultations, signed a joint venture contract, dated as of October 22, 1997, and amended as of April 1, 1998, September 1, 2000, April 10, 2002, January 16, 2003, October 13, 2004, June 15, 2005, July 26, 2007, October 21, 2008, August 30, 2011, May 28, 2012 and March 3, 2014 (hereinafter referred to as the "Joint Venture Contract"), for SHANGHAI YANFENG JOHNSON CONTROLS SEATING CO., LTD. (hereinafter referred to as the "Company").

ARTICLE 2 PARTIES TO THE JOINT VENTURE

2.1 Chinese Party to the Joint Venture

YANFENG AUTOMOTIVE TRIM SYSTEMS CO., LTD. (hereinafter referred to as "Party A"), a domestic company duly established and existing under the laws of PRC, and registered with the Shanghai Administration of Industry and Commerce ("SAIC"), with its legal address at 399 Liuzhou Road, Shanghai, PRC.

Legal representative: Name: Shen Jianhua
Position: Chairman
Nationality: Chinese

2.2 Foreign Party to the Joint Venture

JOHNSON CONTROLS ASIA HOLDINGS CO., LIMITED (hereinafter referred to as "Party B"), a corporation organized and existing pursuant to the Companies Ordinance of Hong Kong, with its legal address at 20/F, Tower 1, 2 and 3, Enterprises Square 1, 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong.

Legal representative: Name: Jerome D. Okarma
Position: Chairman
Nationality: U.S.A.

(Hereinafter referred to individually as a "Party" and collectively as the "Parties".)

ARTICLE 3 ESTABLISHMENT OF THE JOINT VENTURE COMPANY

3.1 Establishment of the Joint Venture Company

In accordance with the Joint Venture Law, the Joint Venture Regulations and other relevant Chinese laws and regulations, the Parties agree to set up a limited liability joint

venture company (hereinafter referred to as the “Company”) pursuant to the terms of this Contract.

3.2 Name and Address of the Company

The name of the Company shall be “Shanghai Yanfeng Johnson Controls Seating Company, Limited” in English and 上海延锋江森座椅有限公司 in Chinese.

The legal address of the Company shall be at Plot KM-5, Kangqiao Industrial Park, Kangqiao Industrial Zone (Plot 260, Nanhui County), Pudong, Shanghai, PRC.

3.3 Limited Liability Company

The Company shall be a limited liability company with legal person status under the laws of the PRC. The liability of each Party shall be limited to the amount of its respective subscribed capital contributions required to be made pursuant to this Contract and neither Party shall have any liability to the Company or any third party jointly or severally in excess of such amount. The Parties shall share the profits and, subject to the preceding sentence, bear risks and losses in accordance with the ratio of their respective capital contributions as set forth below in Article 5.

3.4 Compliance with Chinese Law

All activities of the Company shall be governed and protected by the relevant published laws, decrees, rules and regulations of the PRC, and by the Articles of Association of the Company and this Contract. The Parties hereto recognize that in carrying out its obligations under this Contract Party B shall also be subject to and must abide by the laws, decrees and pertinent rules and regulations of the State of Wisconsin and of the United States of America.

ARTICLE 4 THE PURPOSE, SCOPE AND SCALE OF PRODUCTION AND BUSINESS

4.1 Purpose of the Company

The Company shall endeavor to become a world-class competitive company specializing in the production of automotive seat assemblies and seating components, headliners and their components, sun visors and their components as well as overhead systems and their components. The purpose of the Parties in forming the joint venture is to strengthen economic and technological cooperation through the design, development, manufacture and sale of automotive seating (“Seats”) and their components (“Seat Components”), headliners (“Headliners”) and their components, sun visors (“Sun Visors”) and their components as well as overhead systems (“Overhead Systems”) and their components. The Company shall endeavor to become a major end item supplier of complete Seat assemblies, Headliner assemblies, Sun Visor assemblies and Overhead System assemblies for key domestic customers, to manufacture and sell Seat systems (including critical Seat Components, i.e., frames, tracks, recliners, covers and foam), Headliners, Sun Visors and Overhead Systems and to establish export of Seat Components, Headliners, Sun Visors and Overhead Systems and their components. By doing so, the

Company will earn foreign exchange and assist the Chinese automobile industry in saving substantial amounts of foreign exchange that would otherwise be spent on the importation of high quality Seats, Seat Components, Headliners, Sun Visors and Overhead Systems and their components. By adopting advanced technology and scientific management and administration, the Company shall endeavor that the products it manufactures shall reach international quality and cost standards, thereby allowing the Parties to achieve satisfactory economic benefits.

4.2 Projected Scope of Production and Business

The Company's scope of business (the "Business Scope") shall be to design, develop, manufacture and sell automotive Seats, Headliners, Sun Visors, Overhead Systems and their components and to provide engineering services of the products above, and to purchase for exportation the products of third parties that are not subject to quota license controls as well as those that are not subject to exclusive trading rights, including but not limited to the following:

- (a) to utilize Party B's advanced technology and know-how to design, develop, manufacture and sell automotive Seats, Headliners, Sun Visors, Overhead Systems and the corresponding components and to provide engineering services of the products above;
- (b) to establish a product design, development, testing and manufacturing Technical Center to support new product programs and promote development of technical capabilities in product design and manufacturing in the Company;
- (c) to supply to Shanghai General Motors ("SGM") new vehicle(s) Seat system, Headliners, Sun Visors, Overhead Systems, including the completion of design requirements for the China market as required by SGM and a plan to fully localize production;
- (d) to supply to Shanghai Volkswagen ("SVW") new vehicle(s) Seat system, Headliners, Sun Visors, Overhead Systems, including the completion of design requirements for the China market as required by SVW and a plan to fully localize production;
- (e) to establish export sales of Seats, Headliners, Sun Visors, Overhead Systems and their Components;
- (f) to be engaged in the management of non-quota certificates and the purchasing and exporting of non-monopoly commodities; and
- (g) to sell Seats, Headliners, Sun Visors, Overhead Systems and the corresponding components of the products above manufactured by the Company to other customers.

4.3 Estimated Scale of Production

The Parties presently estimate that the production capacity of the Company by the year 2001 shall be:

- (a) 400,000 sets of complete seats.
- (b) 500,000 vehicle sets of covers.
- (c) 800,000 pieces of mechanisms.

Thereafter, the production capacity and scope of products may be expanded in light of market demand, market potential, profitability, and other circumstances; provided however, that any decision to increase production will be made by the Board of Directors.

ARTICLE 5 TOTAL AMOUNT OF INVESTMENT AND REGISTERED CAPITAL

5.1 Total Amount of Investment

The Company's total amount of investment shall be Ninety Million Three Hundred And Nine Thousand Three Hundred United States Dollars (US\$90,309,300).

5.2 Registered Capital of the Company

The Registered Capital of the Company shall be Sixty Two Million United States Dollars (US\$62,000,000). Among the Registered Capital of the Company, Party A shall contribute Thirty One Million Six Thousand Two Hundred United States Dollars (US\$31,006,200), representing Fifty Point Zero One Percent (50.01%) of the Registered Capital of the Company. Party B shall contribute Thirty Million Nine Hundred Ninety Three Thousand Eight Hundred United States Dollars (US\$30,993,800), representing Forty Nine Point Nine Nine Percent (49.99%) of the Registered Capital of the Company.

Party A and Party B have contributed the amount of Twenty Four Million Seven Hundred Seventy Thousand Seven Hundred United States Dollars (US\$24,770,700) to the Registered Capital of the Company, among which Party A contributed the amount of Twelve Million Three Hundred Eighty Seven Thousand Eight Hundred And Ten United States Dollars (US\$12,387,810), and Party B contributed the amount of Twelve Million Three Hundred Eighty Two Thousand Eight Hundred And Ninety United States Dollars (US\$12,382,890).

The remaining balance of the Registered Capital comes from:

- (1) Party A will contribute the amount of Eighteen Million Six Hundred Eighteen Thousand Three Hundred And Ninety United States Dollars (US\$18,618,390), which will be converted from the Reserve Fund, Expansion Fund and Undistributed Dividend of the Company accumulated at December 31, 2010. Among Party A's contribution to increased Registered Capital, the amount of Six Million One Thousand Two Hundred United States Dollars (US\$6,001,200) shall be converted from the equivalent amount of Reserve Fund and Expansion Fund accumulated at December 31, 2010, and the amount of Twelve Million Six Hundred Seventeen Thousand One Hundred And Ninety United States Dollars (US\$12,617,190) shall be converted from the undistributed dividend accumulated at December 31, 2010.

- (2) Party B will contribute the amount of Eighteen Million Six Hundred Ten Thousand Nine Hundred and Ten United States Dollars (US\$18,610,910), which will be converted from the Reserve Fund, Expansion Fund and Undistributed Dividend of the Company accumulated at December 31, 2010. Among Party B's contribution to increased Registered Capital, the amount of Five Million Nine Hundred Ninety Eight Thousand Eight Hundred United States Dollars (US\$5,998,800) shall be converted from the equivalent amount of Reserve Fund and Expansion Fund accumulated at December 31, 2010, and the amount of Twelve Million Six Hundred Twelve Thousand One Hundred And Ten United States Dollars (US\$12,612,110) shall be converted from the undistributed dividend accumulated at December 31, 2010.

The foreign exchange rate shall be calculated at the median rate of the US Dollar purchase and sale prices published by the People's Republic of China on the date of injection/conversion of the increased registered capital. The Parties agreed that, calculated on the said foreign exchange rate, (1) if the RMB amount of Reserve Fund and Expansion Fund of the Company to be converted from USD amount of the increased registered capital exceeds the amount legally permitted by laws, the amount in excess of legal amount shall come from the remaining undistributed dividend of 2010; (2) if the total amount of Reserve Fund, Expansion Fund and undistributed dividend of 2010 legally permitted to be converted into registered capital is below the amount of increased registered capital as resolved here, the balance shall be contributed in RMB cash by YFV and in US Dollars currency by JCI.

5.3 Contributions of the Parties

Party A and Party B have already contributed Twenty Four Million Seven Hundred Seventy Thousand Six Hundred Sixty Six United States Dollars and Sixty Six Cents (US\$24,770,666.66).

Within ten (10) working days after the issuance of a new business license of the Company reflecting the Registered Capital of the Company to be an amount of Twenty Four Million Seven Hundred Seventy Thousand Six Hundred Sixty-Six United States Dollars and Sixty Six Cents (US \$ 24,770,666.66), Party B shall contribute Three Million Five Hundred Thirty Eight Thousand Six Hundred Sixty Six United States Dollars and Sixty Six Cents (US \$ 3,538,666,66) in cash by depositing the amount into the relevant bank account(s) of the Company.

5.4 Transfer of Existing Seat Business/Changes to Equity Ownership

Party A shall transfer all of its existing seat business and certain associated assets to the Company pursuant to a separate Seat Business Transfer Agreement as set forth in Appendix B hereto between Party A and the Company. Such transfer shall be initiated within ninety (90) days of the date the Company's sales have reached 70% of Party A's seat sales, as further defined in Appendix B, for a twelve (12) month period at any calendar quarter end.

Following the integration of Party A's existing seat business into the Company as referred to in the preceding paragraph, Party B shall have the option of increasing its equity ownership in the Company based on the following schedule:

The Company's Net Export Sales ÷ the Company's Total Net Sales	Optional Equity Ratio	
	Party A	Party B
Base	70%	30%
25%	65%	35%
35%	60%	40%

or as otherwise agreed in writing by the Parties hereto. For the purposes of this provision, "net" shall mean total invoiced domestic or export sales less freight charges, duty and V.A.T.

The value of any increased equity ownership shall be calculated with reference to the balance in the shareholders' equity account, which shall mean the registered capital plus the positive balance (if any) of the retained earnings plus the Reserve Fund and the Enterprise Development Fund. Any increase in Party B's equity ownership shall be an increase over the original amount of the Company's registered capital. In other words, the total amount of registered capital of the Company shall increase and the amount of Party A's registered capital in the Company shall not decrease.

In the event Party B wishes to increase its equity ratio pursuant to the above provisions, Party A shall cause its directors on the Board of the Directors to vote in favor of such increase, and shall undertake all other acts necessary to enable Party B to obtain such increase.

5.5 Conditions for Contribution

Following approval of this Contract and all its Appendices by the Approval Authority (as defined in Article 28.2 below) and the issuance of the Company's business license by the SAIC, each of the Parties shall, on satisfaction of the conditions set out in (a) and (b) below, make its contributions to the registered capital of the Company in accordance with the terms of Article 5.3 hereto:

- (a) the terms of Land Use Rights Grant Contracts between the Company and the relevant responsible authorities have been settled in writing on terms and conditions satisfactory to the Parties for the grant to the Company for a term of twenty-five (25) years, which may be extended, of the land use rights to the Sites (as defined in Article 6.1(e) below) for the Company's operations; and
- (b) the Company has received a foreign exchange registration certificate ("FERC") issued by the State Administration of Foreign Exchange ("SAFE").

5.6 Additional Financing

In addition to the registered capital, the Company shall have the power to borrow any additional funds which it requires and to mortgage its properties in relation thereto. If

necessary, in accordance with lending terms approved by the Board of Directors, both Parties agree to guarantee loans from third parties or financial institutions. Such guarantees shall be in proportion to the Parties' respective equity shares in the Company, and any related fees shall be borne by the Company. Neither Party shall be obligated to lend funds to the Company. However, in the event that a Party lends funds to the Company at the request of the Board of Directors, such Party shall be entitled to be paid interest and/or related fees as if such Party were not a party to the Company and as if the transaction were a negotiated, arm's length financing from a third party.

5.7 Future Increases of Registered Capital

The registered capital of the Company may be increased with the unanimous approval of the Board of Directors and the approval of the Approval Authority.

5.8 Transfer of Registered Capital

No Party shall assign or otherwise dispose of all or part of its capital contribution to the other Party or to a third party without first obtaining the unanimous approval of the Parties through a resolution of the Board of Directors and the approval of the Approval Authority.

However, Party B may assign its capital contribution to an Affiliate. When assigning to an Affiliate, Party B must notify the Board of Directors and the other Party in writing of such assignment and specify the name and the legal address of the Affiliate, as well as the name, position, nationality and address of the legal representative of the Affiliate. Such assignment shall be reported to the Approval Authority for approval. For the purpose of this Joint Venture Contract, an Affiliate shall mean Johnson Controls, Inc., Johnson Controls International, Inc, a subsidiary 100% owned by Party B, a subsidiary 100% owned by Johnson Controls, Inc. and/or a subsidiary 100% owned by Johnson Controls International, Inc.

Party B must also present to the Board of Directors and the other Party (1) a written statement of the Affiliate stating that such Affiliate is in a position to, and shall, assume all of Party B's interest, rights, obligations, duties, responsibilities and liabilities under this Contract and other agreements between Party B and the Company, including but not limited to the Export Sales Agreement, Seat Business Transfer Agreement, Management Services Agreement and SGM Seat Project Engineering Contract; and (2) a guarantee letter executed by Johnson Controls, Inc. guaranteeing that it will be ultimately responsible for the Affiliate's obligations, duties, responsibilities and liabilities under this Contract and all other agreements entered into between Party B or its relevant affiliate and the Company, including but not limited to the agreements stated above.

When a Party wishes to assign or otherwise dispose of all or part of its interest in the Company to a third party (other than a transfer by Party B to an Affiliate pursuant to the provisions of the preceding paragraph of this Article), the other Party shall have a pre-emptive right to purchase said interest proposed to be transferred as follows: the Party (the "Transferring Party") wishing to transfer all or any part of its interest in the

Company to such third party must first notify the other Party in writing of the name and address of the third party and the price and terms on which the interest will be transferred. The other Party shall respond within sixty (60) days of the receipt of such notice whether it intends to exercise its right of first refusal. If no response or a negative response is received by the Transferring Party within the 60-day period, the Transferring Party shall have the right to transfer its interest to the third party at the price and on the terms specified in the notice.

5.9 Encumbrance of Registered Capital

No Party shall mortgage or otherwise encumber all or any part of its contribution to the registered capital of the Company.

5.10 Investment Certificates

After the Parties have each made their capital contributions to the registered capital of the Company, the Company shall engage an accountant registered in China to verify that such contributions have been made and to issue a verification report. Upon the issuance of the verification report by the accountant, the Company shall issue an investment certificate to each Party signed by the Chairman and the Vice-Chairman of the Board of Directors, confirming the amount contributed by such Party.

ARTICLE 6 RESPONSIBILITIES OF EACH PARTY TO THE JOINT VENTURE

6.1 Responsibilities of Party A

In addition to its other responsibilities under this Contract, Party A shall be responsible:

- (a) to handle matters for the establishment of the Company including applications for approval, registrations, the issuance of the business license, as well as to assist the Company in applying for and obtaining a FERC from SAFE, and in its applications to bank(s) for the opening of Renminbi accounts and foreign exchange accounts and any other matters related thereto;
- (b) to contribute to the Registered Capital of the JV Company as set forth in Article 5.3 above;
- (c) to fulfil all of its obligations under those agreements set forth in Article 5.5 above to which it is a party;
- (d) if requested by the Company, to assist the Company with the sourcing, purchasing, leasing or otherwise acquiring within the PRC of materials, raw materials, parts, supplies, machinery and equipment, vehicles, telecommunications systems, articles for office use, means of transportation and communication facilities, including (but not limited to) those items with such specifications as provided for in the Feasibility Study, in quantities sufficient to meet the full operational requirements of the Company, at a favorable cost, in Renminbi;

- (e) to assist the Company to obtain the land use rights for the sites where the Company is to be located (the "Sites") and to register such rights with, and to obtain the land use certificate from, the relevant government department, so that the Company is granted the land use rights to the Sites for use in conformity with the scope of its operations for a term of twenty-five (25) years, which may be extended;
- (f) if requested in writing by the Company, to assist the Company in leasing or obtaining any land use rights to additional land, and to handle the registration of the Company's right to use the said land with the relevant government department, and to handle all other necessary procedures in relation thereto, to ensure that the Company has the right to use said land in conformity with the scope of its operations for the term of the joint venture, as extended from time to time, and that the Company is issued and receives a land use certificate from the relevant government department evidencing such right;
- (g) if requested by the Company, to assist the Company in processing import customs declarations for the raw materials, materials, parts, supplies, machinery, equipment, vehicles, and telecommunications systems purchased by the Company, including applying for and procuring any necessary licenses for the import of the same as well as assisting in arranging for the inland transportation of the same to the Company;
- (h) to assist the Company in contracting for and obtaining the fundamental facilities, services and utilities required by the Company, such as water, electricity, gas, steam, sewerage, transportation, etc., conforming to the requirements, specifications and conditions set forth in the Feasibility Study or as may be set forth in any written notice to Party A by the Company from time to time, on a continuous uninterrupted basis and in quantities sufficient to meet the full operational requirements of the Company, as well as employee housing, medical care, canteen facilities, and other welfare and recreational facilities for the employees of the Company, meeting the Company's requirements and in line with the practice in other comparable industrial joint ventures in Shanghai, and to be charged in accordance with the stipulations of Article 65 of the Joint Venture Regulations;
- (i) to assist the Company, at the Company's request, in recruiting qualified Chinese management personnel, technical personnel, workers and other needed personnel and to assist in obtaining visas to allow Chinese staff to go overseas for training, if necessary;
- (j) to assist personnel of Party B and the Company as well as personnel of vendors of equipment and machinery to the Company in handling the necessary procedures for entry visas, work permits and travelling arrangements, and to assist in arranging appropriate housing for expatriate employees of the Company and hotel accommodation for foreign workers on temporary assignment to the Company;

- (k) not to facilitate the employment of management and technical personnel and workers hired and trained by the Company by other economic enterprises in the PRC, especially by competitors of the Company or of Party B, without the express written consent of the Company;
- (l) to assist the Company in obtaining Renminbi and foreign exchange loans from financial institutions in the PRC;
- (m) to assist the Company to apply for and obtain all possible tax reductions and exemptions and all other relevant investment incentives available to the Company under Chinese law, including designation of the Company as an Export Oriented Enterprise and/or Technologically Advanced Enterprise;
- (n) if requested by the Company, to assist the Company in marketing the Company's products in the PRC, and in obtaining all export licenses, if any are required, for the export and sale of the Company's products into offshore markets;
- (o) to introduce potential domestic purchasers of the Company's products to the Company;
- (p) to assist the Company, if requested to do so, in the submission of applications for, and the grant of, all necessary approvals, permits, certificates and licenses required in connection with safety and environmental matters, especially waste disposal, and other matters regulated by governmental authorities;
- (q) generally to assist the Company in its relations with local government authorities and Chinese domestic companies, including the existing customers of Party A; and
- (r) to handle such other matters as are entrusted to it by the Company.

6.2 Responsibilities of Party B

In addition to its other responsibilities under this Contract, Party B shall be responsible:

- (a) to contribute to the Registered Capital of the JV Company as set forth in Article 5.3 above;
- (b) to contribute to the Company the Technical Assistance and the license of Technology under the terms and conditions of the Technology License and Technical Assistance Agreement between Party B or its relevant affiliate and the Company in the form of Appendix C hereto;
- (c) to fulfil all of its obligations under those agreements set forth in Article 5.5 above to which it is a party;
- (d) to provide information with respect to the raw materials, parts, supplies, machinery, equipment, vehicles, and telecommunications systems as provided in

the Feasibility Study which are to be imported by the Company and, if requested by the Company, to assist the Company in the procurement of raw materials, materials, parts, supplies, machinery, equipment, vehicles, telecommunications systems and such other items to be imported from abroad and in arranging transportation of the same to ports in the PRC, and to assist the Company in the purchase, leasing or otherwise acquiring of other items required by the Company from outside of the PRC;

- (e) to assist the Company, at the Company's written request, in communicating with the manufacturers and suppliers of imported machinery and equipment for information regarding the provision of necessary technical personnel services during the installation and testing of such machinery and equipment during start-up and trial production;
- (f) to assist the Company in obtaining loans from international financial institutions;
- (g) to assist the Company in recruiting expatriate management and technical personnel;
- (h) to assist the Company in formulating standards for recruiting, evaluating and promoting staff and workers;
- (i) to assist the Company in arranging foreign visas and accommodation for personnel and directors of the Company travelling abroad on Company business;
- (j) to assist the Company in developing a profitable export program at competitive price, quality and service level; and
- (k) to handle such other matters as are entrusted to it by the Company.

6.3 Technical Center

- (a) Party B shall assist the Company in establishing a Technical Center to promote the Company's development of technical capabilities in product design, development, testing and manufacturing, and to support the needs of the Company with the technology and capabilities set forth in the Technology License and Technical Assistance Agreement attached hereto as Appendix C.
- (b) Party B agrees that the Company shall have the right to die Party B's bookshelf designs and technical information, and shall assist the Company in linking with Party B's core technology centers world-wide.
- (c) Party B agrees to contract with the Company to perform CAD design and layout work for U.S. and/or European seat engineering programs. Such contract engineering work would be sufficient workload for at least twenty (20) staff and be a self-supporting business for the Technical Center.

6.4 No Right to Fees

Unless otherwise expressly stipulated in this Contract, its Appendices, the Articles of Association of the Company, or other contracts entered into between the Company and one of the Parties hereto, neither Party shall receive fees or other compensation for the provision of the services described in Articles 6.1 and 6.2 above.

ARTICLE 7 LICENSE OF TECHNOLOGY

The Parties agree that the Technology License and Technical Assistance Agreement in the form and substance of Appendix C hereto shall be signed between the Company and Party B's affiliate Johnson Controls International B.V. so that the Company obtains the rights to use Party B's technology and know-how for the production of certain products of the Company, and receives certain technical assistance. The contents of the technology, know-how and technical assistance shall be set forth in the Technology License and Technical Assistance Agreement. The license of technology and know-how shall be subject to Party B's or Johnson Controls International B.V.'s ability to obtain export licenses from the government of the United States if any become required following the signing of the Technology License and Technical Assistance Agreement, and shall be subject to compliance with all applicable laws, regulations and executive orders of the government of the United States.

ARTICLE 8 RIGHT TO USE THE SITES

The Company shall enter into Land Use Rights Grant Contracts with the relevant responsible authorities and obtain the relevant land use rights certificates, so that the Company obtains the land use rights to (a) approximately 30,000 square meters of the Site at Kangqiao Industrial Zone, Pudong, Shanghai and (b) approximately 24,000 square meters of the Site near SVW for terms of twenty-five (25) years, which may be extended.

The land use rights to the Sites granted to the Company shall include the right to pass through adjacent property to the nearest public roads to enable the Company fully and freely to access the Sites and to conduct thereon the activities contemplated by this Contract, whether or not there is presently such a right in connection with the Sites.

ARTICLE 9 SALES OF PRODUCTS

9.1 Domestic Sales

Given the great demand for advanced high quality seating systems by automotive companies in the PRC, such as SGM and SVW, the Parties contemplate that a portion of the products of the Company will be sold on the domestic Chinese market. The Company shall establish a marketing plan, to be approved by the Board of Directors, to govern the sales activities and policies of the Company for sales in the PRC.

In order to meet the local engineering, development and timing requirements for the SGM seat business, Party B shall assume total responsibility (i) to obtain, understand, and develop all product information and drawing specifications, including any and all modifications to the existing GM W-Car seat design requested by SGM; (ii) for the

completion of the full approval process, including product development through PPAP and manufacturing start of production; (iii) on behalf of the Company, for the interface with SGM for all product design and validation approvals; and (iv) to meet the program timing required by SGM. Costs incurred by Party B for product development and modifications to the SGM W-Car Seat design shall be specified in a separate engineering contract to be entered into between the Company and Party B.

Products sold by the Company in the domestic Chinese market (excluding the province of Taiwan) may be sold through direct sales by the Company through its head office, branches, subsidiaries, affiliates or agents, if any. Acceptance of orders for new business requiring capital expenditure for equipment and tools in excess of US\$100,000 shall be subject to the unanimous agreement of the Board of Directors. The sales prices of such products to be sold on the domestic Chinese market shall be decided by the Executive Committee, as defined in Article 11.1 within the budgetary guidelines as approved by the Board of Directors.

9.2 Export Sales of the Company's Products

The Company shall use its best efforts to develop export business. Subject to satisfaction of the conditions of the Export Sales Agreement signed by Party B's Affiliate and the Company in the form and substance of Appendix A, Party B commits to purchasing from the Company sufficient Seat Components through Party B's Affiliate to enable the Company's export sales to at least reach the below figures, within the stated calendar month period following issuance of the Company's business license:

<u>within the first 19 calendar months</u>	<u>within the following 12 calendar months</u>	<u>within the following 12 calendar months</u>	<u>within the following 12 calendar months</u>	<u>for each subsequent calendar year</u>
US\$22 million	US\$57 million	US\$75 million	US\$80 million	not less than US\$80 million

Party A shall provide the Company with support and assistance as appropriate in developing the export program.

9.3 Payment Terms

All orders, credit terms and letters of credit from customers shall be approved by the Executive Committee, and all cash payments or payment transfers from customers shall be made directly to the Company at the place and in the manner designated by the Company.

9.4 Branch Offices

The Company may, as it deems necessary and after approval by the Board of Directors and the relevant authorities, establish branch organizations within or outside the PRC to promote the sale of the products of the Company, and to provide information and advice to customers of the Company with respect to the products of the Company.

ARTICLE 10 THE BOARD OF DIRECTORS AND SUPERVISORS

10.1 Date of Establishment of the Board of Directors

The Board of Directors of the Company (the "Board") shall be established on the date the Company is registered and issued its business license by the SAIC.

10.2 Composition of the Board

The Board shall consist of ten (10) directors: five (5) appointed by Party A and five (5) by Party B. The Chairman of the Board shall be appointed by Party A and the Vice-Chairman by Party B from among the directors. Each director shall be appointed for a term of three (3) years and may serve consecutive terms if re-appointed by the Party originally appointing him. The term of office of the Chairman and Vice-Chairman shall be three (3) years, which can be renewed upon re-appointment by the Parties. A Party may, at any time, remove any director appointed by such Party by giving written notice to the Company with a copy of such notice to the other Party. If a seat on the Board of Directors is vacated by the retirement, removal, resignation, illness, disability or death of a director, the Party that originally appointed such director shall appoint a successor to serve out such director's term.

Should there be subsequent further changes in the Parties' equity ratios in the JV Company, the number of the Board of Directors and the Party appointing them shall be changed accordingly.

Directors shall not be paid a salary by the Company. However, such provision shall not prohibit the Company from paying a salary to a director in his capacity as an employee of the Company.

10.3 Decisions of the Board

The Board shall be the highest authority of the Company. It shall decide all major issues concerning the Company. Decisions of the Board regarding the following matters shall require unanimous approval of all members of the Board present in person or by proxy at a duly convened meeting of the Board (at least two-thirds (2/3) of the directors shall be present, in person or by proxy, including at least one (1) director from each Party):

1. amendment of the Articles of Association;
2. early termination or dissolution of the Company;
3. increase of the Company's registered capital or any assignment or sale by one Party of all or a portion of its registered capital;
4. the merger of the Company with any other economic organization;
5. the acquisition by the Company of other enterprises;

6. sale of any of the assets with a value singly or in aggregate exceeding US\$30,000;
7. appointment and dismissal of outside auditors;
8. contracts and other agreements between the Company and Party A or Party B or any of their subsidiaries or companies with which they have a direct or indirect investment relationship;
9. changes in powers of the General Manager, the Executive Committee and other individuals authorized to act on behalf of the Board of Directors;
10. taking out of loans or borrowings from third parties, and guarantees, asset mortgages and other security arrangements for financing of the Company over and above the annual financing plan;
11. decisions to establish branches of the Company other than in the Shanghai area;
12. establishment and any change in the management organization structure, the remuneration policies;
13. acceptance of new Seat and Seat Component orders requiring capital expenditure for equipment and tooling in excess of US\$100,000;
14. any contract or agreements for licensing of technology or know-how to or from third parties which exceed US\$100,000;
15. the approval of a plan for the use of foreign exchange and decisions regarding foreign exchange which deviate from the approved plan;
16. any material transaction between the Company and a director, officer or employee of the Company acting on his own behalf or on behalf of a third person;
17. any action not in the ordinary course of business of the Company;
18. any change in the legal address of the Company; and
19. the acquisition of land use rights by the Company.

Decisions involving all other matters shall be adopted by a simple majority of the Board. The Chairman of the Board of Directors shall have a casting vote case that the Board has an equal vote for and against the following proposal:

- a) annual financial budget, annual financing plan, final annual accounts and the annual business plan;
and
- b) annual profit distribution plan and loss making up plan.

10.4 Chairman of the Board

The Chairman of the Board shall be the legal representative of the Company, but the Chairman may not unilaterally take any action binding on the Board or on the Company without the prior express authorization by a unanimous affirmative written resolution of the Board. The Chairman shall call and preside over meetings of the Board. Whenever the Chairman of the Board is unable to perform his responsibilities for any reason, the Vice-Chairman of the Board shall act as the legal representative of the Company; in the Vice-Chairman's absence the Chairman shall appoint another director to temporarily act as the legal representative of the Company in the Chairman's stead.

10.5 Meetings of the Board

The Board shall convene at least two (2) meetings every year. The meetings shall be called and presided over by the Chairman of the Board. Such meetings shall in principle be held at the place where the Company is located, and may also be held at such other places within the PRC, or outside the PRC at the location of Party B, as decided by the Board. Should any director be unable to attend a meeting of the Board, he may authorize another director to act as his representative by written proxy to attend such meeting on his behalf. Such representative shall vote in the place of such director. In the event that no representative is appointed by the absent director to attend a meeting of the Board, the absent director shall be deemed to have waived his right to vote at such meeting. Each director shall have only one vote for himself, whether he is present in person or by way of proxy. In case of a tie, there will be no deciding vote.

Members of the Executive Committee may attend the Board meetings and are entitled to receive, as the directors do, notice of the meetings and relevant documents, but unless they are directors, they shall have no right to vote at such meetings.

Upon the written request of two or more of the directors specifying the matters to be discussed, the Chairman of the Board, or the Vice-Chairman if the Chairman is unable, shall convene an interim meeting of the Board at a convenient location.

Travel and accommodation expenses of the directors attending Board meetings shall be borne separately by the Parties, except for those directors who are also employees of the Company, in which case the cost shall be borne by the Company.

In lieu of a meeting of the Board, Board resolutions may also be adopted through a written circular vote via facsimile exchange. Such resolutions shall only be adopted when signed by all members of the Board.

Board meetings shall be conducted in Chinese and English with interpreters present to carry out interpretation, to the extent necessary. Minutes of all meetings of the Board and all resolutions, including those resolutions adopted in lieu of a meeting, shall be kept in both Chinese and English in the minute book of the Company at the Company's legal address.

Other requirements in regard to Board meetings are stipulated in the Articles of Association.

10.6 The Company will not have a board of supervisors and instead will have two (2) supervisors. Party A and Party B shall each appoint one (1) supervisor. The term of office for the supervisors shall be three (3) years and may be renewed if re-appointed by the applicable Party. The supervisors shall have the following powers and responsibilities:

- (1) to inspect the finance of the Company;
- (2) to supervise the performance by the directors and senior management personnel of the Company of their corporate duties, and propose to remove those directors and senior management personnel of the Company who have breached the laws and administrative regulations, the Articles of Association of the Company or the Board resolutions;
- (3) to require directors or senior management personnel to rectify their activities which have damaged the interest of the Company; and
- (4) to exercise the other powers conferred upon them by the Parties, or the applicable PRC laws and regulations.

ARTICLE 11 OPERATION AND MANAGEMENT ORGANIZATION

11.1 Management System

The Board of Directors of the Company shall set up an executive committee (the “Executive Committee”) which shall be in charge of the day-to-day operation and management of the Company. The Executive Committee shall have one General Manager, one Standing Deputy General Manager and one additional nominee from Party A and one additional nominee from Party B. The specific powers of the members of the Executive Committee shall be determined by the Board of Directors. The term of the General Manager and Standing Deputy General Manager shall be three (3) years.

For the first three years of the Company Term, the General Manager shall be nominated by Party B and the Standing Deputy General Manager shall be nominated by Party A and both shall be appointed by the Board of Directors. For the second three (3) years of the Company Term, Party A shall nominate the General Manager and Party B shall nominate the Standing Deputy General Manager, and both shall be appointed by the Board.

After the first six (6) years of the Company Term, the Board shall determine by a unanimous vote which Party shall nominate the General Manager and Standing Deputy General Manager. In the event it becomes necessary to replace the General Manager or the Standing Deputy General Manager prior to the end of his current term of office, the original nominating Party shall nominate a new candidate to fill the position for approval by the Board.

The Senior Manager, as referred to in the Management Organization Structure Chart to be agreed and signed by the Parties (the “Senior Manager”) shall be appointed by Party A for the first three (3) years of the Company Term. At the end of the first three (3) years, it is the intent of the Parties that the Senior Manager position shall be eliminated. To that end, at the end of the first three (3) years, the Board will decide whether to eliminate or extend the position, and if extended for how long.

11.2 Responsibilities of Managers

The duties of the General Manager shall consist of carrying out the decisions of the Board of Directors and organizing and directing the day-to-day operation and management of the Company. The Standing Deputy General Manager and Senior Manager shall report to and assist the General Manager. The specific powers and responsibilities of the General Manager shall be prescribed in the relevant provisions of the Company’s Articles of Association. The specific powers and responsibilities of the Executive Committee, Standing Deputy General Manager and Senior Manager shall be determined by the Board of Directors. Outside members of the Board, including the Chairman and the Vice Chairman, shall not interfere in the daily management of the Company.

As authorized by the Board at the first Board meeting of the Company, only the General Manager or a representative of the Company authorized in writing by the General Manager shall have- the authority to sign commercial contracts on behalf of the Company.

The Executive Committee shall have the authority to appoint and dismiss subordinate personnel except for Management Personnel and those seconded from either Party, and exercise other responsibilities, powers and duties authorized by the Board of Directors.

The managers of the departments set forth in the Management Organization Structure Chart referred to in Article 11.1 above shall be responsible respectively for the work of such departments, and shall handle matters delegated to them by the General Manager or Executive Committee and shall be responsible to the General Manager and Executive Committee.

11.3 Annual and Monthly Budgets and Business Reports

The General Manager shall prepare and submit to the Board proposed capital and operating budgets, each year prior to December 1 for the subsequent year, which the Board shall adopt with such revisions thereto as the Board shall deem appropriate. In addition to the annual Capital and Operating Budgets and the annual financing plan, the General Manager, with the assistance of the department managers, shall prepare, and submit to the Board on a monthly basis, interim business reports on the activities and prospects of the Company, showing the performance of the Company including purchasing, production, investment, maintenance, environment, marketing and pricing, human resources, administration and finance, as compared to the Budget approved by the

Board. The form of the monthly business reports shall be determined by the Executive Committee.

11.4 No Concurrent Posts

The General Manager, Standing Deputy General Manager and other Management Personnel may be seconded to the Company by Party A or Party B and may remain employees of Party A or Party B or their respective affiliates. Apart from this exception, the General Manager, Standing Deputy General Manager and other Management Personnel may not hold posts concurrently as the general manager or any other officer or employee of any other economic organization.

No employee of the Company, including the General Manager, the Standing Deputy General Manager and any other Management Personnel of the Company, may concurrently be engaged or employed in the PRC in any business which could be or become directly or indirectly in competition with the Company.

11.5 Neglect of Duty

In the event of graft or serious breach or neglect of duty on the part of the General Manager, the Standing Deputy General Manager, Management Personnel, or any employee seconded to the Company by Party A or Party B, the Board shall have the power to dismiss him/them at any time. The Executive Committee shall itself have the authority to dismiss any other employee who has committed graft or has seriously breached or neglected his duty, or whom the Executive Committee, in its discretion, believes is no longer appropriate for his post.

ARTICLE 12 PURCHASES OF EQUIPMENT AND MATERIALS

After the commencement of its operation, except as otherwise provided in the Feasibility Study, the Company shall, in its purchase of required equipment, machinery, raw materials, fuel, parts, means of transportation and articles for office use, etc., give priority, to the extent possible, to purchasing the same in China, provided that the terms and conditions of procurement, design, quality, features, quantity, pricing, performance, warranty, service and delivery terms and dates are competitive. In accordance with Article 65 of the Joint Venture Regulations, such materials and supplies shall be purchased by the Company at the same prices as are charged to state-owned enterprises and shall be paid for in Renminbi, unless the Company otherwise agrees.

To the extent that the Company's specifications with respect to design, quality, features, quantity, pricing, performance, warranty, service and delivery terms and dates cannot be met from sources within China, the Company may procure such materials and supplies from abroad. For items purchased from abroad, the Company shall give preference to procurement from Party B and suppliers recommended by Party B if the design, quality, features, quantity, pricing, performance, warranty, service and delivery terms are competitive.

ARTICLE 13 LABOR MANAGEMENT

13.1 Labor Plans

The Executive Committee shall formulate plans regarding the recruitment, employment, dismissal, resignation, wages, labor protection, welfare, and labor discipline of the staff and workers of the Company, which shall be examined and approved by the Board of Directors. Such plans shall be formulated with reference to the *Regulations of the People's Republic of China on Labor Management in Joint Ventures Using Chinese and Foreign Investment* and other relevant laws and regulations.

13.2 Work Force

The Company shall establish an initial work force as set forth in the Feasibility Study Report to meet the Company's production requirements. The Executive Committee shall, within the budgetary guidelines set by the Board, determine any increase or decrease in the number of employees needed for the efficient operation of the Company.

13.3 Recruiting and Hiring

The Company shall recruit its staff and workers in the open market. Only those candidates who meet the criteria for employment set by the Executive Committee shall be employed on a probationary basis for six (6) months or the maximum probationary period allowable by relevant laws and regulations and, after successful completion of the probationary period, shall be formally employed by the Company. The Executive Committee shall have the right to reassign to new positions all staff and workers employed by the Company except for those members of the Executive Committee, Management Personnel, or any employee seconded to the Company by Party A or Party B.

13.4 Seconded Employees from Party A

The terms and conditions of secondment of any personnel at or above the level of supervisor (excluding expatriate personnel) seconded from Party A to the Company shall be contained in a Yanfeng Personnel Secondment Agreement to be signed by Party A and the Company.

13.5 Seconded Employees from Party B

The remuneration, housing, social insurance, welfare benefits, travel allowance and overseas allowances provided by Party B's Affiliate to its personnel which it seconded to the Company shall be in accordance with the current Expatriate Employee Policies of Party B's Affiliate. The amount reimbursed by the Company to Party B's Affiliate for such costs shall be set forth in a Management Services Agreement to be signed by the Company and Party B's Affiliate and shall take into account and be comparable to the salary and benefits of comparable expatriate personnel in other sino-foreign automotive joint ventures in the Shanghai area.

13.6 Labor Contracts

Provisions relating to the employment, dismissal, resignation, remuneration, welfare benefits, rewards, discipline, punishments and labor insurance of the staff and workers of the Company shall be specified in labor contracts to be entered into by and between the Company and each individual staff member and worker of the Company. The form of the labor contract to be used is to be agreed by the Parties and shall be filed with the local labor bureau for the record.

13.7 Compensation of Local Personnel

The compensation of the Company's local personnel shall be decided by the Executive Committee based on such person's ability and skills and, to the extent the Executive Committee deems appropriate, comparable positions in the local market, and in accordance with relevant PRC law and remuneration policies decided by the Board. Such compensation shall be paid in Renminbi.

13.8 Disciplinary Action

In accordance with guidelines set, forth by the Board and relevant Chinese regulations, the Executive Committee shall have the right to take disciplinary action against Management Personnel, staff and workers by giving warnings, recording demerits or, except for the expatriate personnel and Standing Deputy General Manager and Management Personnel whose remuneration is to be decided by the Board, reducing salaries or wages. Staff and workers who commit serious offenses, who prove to be incompetent or unsuited for the work to be performed by them, or who are redundant, may be dismissed by the Executive Committee.

13.9 Trade Union

The Company may establish a trade union organization in accordance with the relevant provisions of the Joint Venture Regulations. The Company shall contribute two percent (2%) of the total actual wages, or as otherwise stipulated in current relevant laws of the PRC, earned each month by staff and workers of the Company to the trade union fund for such trade union to use in accordance with the applicable laws of China on the management of trade unions.

13.10 Labor Protection

The Company shall comply with PRC regulations with regard to labor protection in order to ensure safe and orderly production. Subject to the above, the Company shall use its best efforts to comply with Party B's hygiene, safety and environmental protection policies and regulations. Labor insurance for employees of the Company shall be handled in accordance with relevant PRC regulations.

ARTICLE 14 SPECIFIC STATUS OF THE COMPANY

14.1 General

The Company shall apply to obtain for the Company and the Parties the benefits of the most favorable applicable tax exemptions, reductions, incentives privileges and preferences which are now or in the future become obtainable under Chinese law or any treaties or international agreements to which the PRC is or may become a party.

14.2 Preferential Treatment

The Company and the Parties shall do their utmost individually and jointly when necessary and possible to ensure the most preferential treatment that can be obtained for the Company pursuant to the laws and regulations of the PRC.

ARTICLE 15 TAXES, FINANCE, AUDIT AND DISTRIBUTION OF PROFIT

15.1 Income Taxes

The Company shall pay taxes in accordance with the stipulations of relevant Chinese laws and regulations taking into consideration the various preferential tax treatments given by the State to joint venture companies as well as the various types of preferential treatment given by the Shanghai Municipal Government or other local government to joint ventures using Chinese and foreign investment. In the event that new laws or regulations permit more favorable taxation for joint ventures at a later date, the Company shall be entitled to apply for the benefit of the relevant new tax law or regulation.

15.2 Duties and Taxes on Imports

The Company shall use its best efforts to obtain the maximum preferential customs and tax treatment permitted by relevant regulations from customs duties, value added taxes and other similar taxes, levies and charges on machinery, equipment, spare parts and other materials purchased abroad with funds within the total amount of investment and those imported as increases in capital. Any taxes, duties or other levies and charges to be paid in the PRC shall be paid in Renminbi.

15.3 Individual Income Tax

Staff members and workers of the Company shall pay individual income tax according to the *Individual Income Tax Law of the PRC* or other applicable laws and regulations of the PRC.

15.4 Accounting System

(A) The General Manager of the Company shall be responsible for the financial management of the Company. Among his duties, the General Manager shall cause the Finance Department to organize the compilation of financial statements.

- (B) The Company shall adopt the internationally practised accrual basis of accounting and the debit and credit method for book keeping, and shall prepare complete, accurate and appropriate financial and accounting books and records in accordance with the *Accounting System of the People's Republic of China for Foreign Investment Enterprises* and relevant financial systems, taking into account both Parties' financial reporting needs.
- (C) Every month, and within thirty (30) days of the end of each fiscal year of the Company, the Finance Department shall prepare financial statements for the Company, including a balance sheet and profit and loss statement. The Finance Department shall also prepare, on a quarterly basis and within thirty (30) days of the end of the Company's fiscal year, restated financial statements of the Company in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"). Immediately upon their issuance, the Finance Department shall provide copies of the said financial statements and restated financial statements to the Parties and summaries of such statements to the Board.
- (D) The Renminbi shall be used as the unit of account by the Company in its financial accounting. Financial statements prepared in accordance with U.S. GAAP pursuant to Article 15.4(C) shall be prepared in Renminbi. Treatment of exchange gains and losses arising from exchange rate differences shall be in accordance with the relevant accounting treatment announced by the Ministry of Finance of the PRC.
- (E) The accounting process and procedures to be adopted by the Company shall be prepared by the Finance Department and submitted to the Executive Committee for approval. Once approved by the Executive Committee, the accounting process and procedures shall be filed with the local department of finance and the tax authorities for the record. The Executive Committee shall also prepare an annual report on internal controls and submit it to the Board for approval.
- (F) The fiscal year of the Company shall begin on January 1 and end on December 31 of each year. All accounting records, vouchers, books, financial statements and reports of the Company shall be made and kept in the Chinese language. Appropriate accounting records and statements shall be prepared and kept in English. All important financial and accounting records and statements shall require the approval and signature of the General Manager and the Standing Deputy General Manager.
- (G) Tax returns for the Company shall be prepared in accordance with the applicable laws and regulations of the PRC and shall be approved and signed by the General Manager and the Standing Deputy General Manager.
- (H) At the end of each fiscal year, the Finance Department shall prepare such information as shall be necessary for the preparation of any tax returns and statements as may be required by U.S. law. This shall include furnishing Party B

with certified copies of government receipts for income taxes paid within the PRC.

- (I) The Company shall also provide any information that may be required for the audit of any tax return by U.S. authorities.

15.5 Bank Accounts

After its business license has been issued, the Company shall separately open foreign exchange account(s) and Renminbi account(s) at banks which are authorized to accept Renminbi and/or foreign exchange deposits in the PRC from a Sino-foreign joint venture. If it deems it necessary and upon approval of the Board of Directors, the Company may also, in pursuance of its operational needs and in accordance with relevant regulations, open foreign exchange accounts with financial institutions outside of the PRC.

15.6 Auditing

- (A) The Company shall engage a Sino-U.S. joint venture accounting firm registered in the PRC to be its auditor and to examine and verify the financial accounting of the Company. The results of the auditor's examination shall be reported to the Board and the General Manager. The Company shall submit to the Parties and to each director the audited annual statements within 90 days after the end of the fiscal year, together with the audit report of the independent auditor.
- (B) If it deems necessary, any Party may engage an auditor at its own expense from the PRC or another country to audit the financial accounting books of the Company. If, however, the results of any such audit are significantly different from that conducted by the Company's independent auditor and are accepted by the Board, the expense shall be borne by the Company. Such independent auditor shall keep confidential all documents audited by him. The Company shall permit such auditor to have access to the books and records of the Company and will provide the necessary office space and facilities to enable such examination to be carried out effectively. The results of such audit shall be reported to the Board, the Executive Committee and the Company's accountant registered in China.

15.7 Contributions to the Three Funds

The Company shall accrue from its after-tax profits each year for the Reserve Fund, the Enterprise Development Fund and the Bonus and Welfare Fund for Staff and Workers (the "Three Funds") in accordance with the stipulations in the Joint Venture Law.

In the first year in which the Company achieves a cumulative profit after tax, the amount to be accrued for the Three Funds shall be as follows:

- (a) Reserve Fund - 1% of after-tax profits;
- (b) Enterprise Development Fund - 2% of after-tax profits;

(c) Bonus and Welfare Fund for Staff and Workers - 9% of after-tax profits.

After the first year in which the Company achieves a cumulative profit after tax, the Board shall on an annual basis discuss and decide the percentage to be applied to the Three Funds according to the business situation of the Company.

When the cumulative balance in the Reserve Fund equals fifty percent (50%) of the registered capital of the Company, the Company need not make further allocations to this fund.

15.8 Distribution of Profits

Unless the Board decides otherwise, 100% of the after-tax profits remaining after contributions to the Three Funds shall be distributed annually to the Parties in proportion to their respective shares in the registered capital of the Company. Dividends shall be declared in the Company's operating currency. Dividends to the Parties shall be paid in foreign exchange to the extent available after satisfaction of the priorities listed 1 to 6 in Article 16.5 below. Profits of the Company may not be distributed before losses in prior fiscal years have been made up. Undistributed distributable profits from prior years may be distributed together with those of the current year.

ARTICLE 16 FOREIGN EXCHANGE

16.1 General

All foreign exchange matters of the Company shall be handled in accordance with relevant PRC foreign exchange regulations.

In accordance with the *Regulations for the Administration of Foreign Exchange Settlement, Sales and Payments* and the *Provisional Measures for the Administration of Foreign Exchange Bank Accounts*, the Company shall be granted a FERC.

The Parties acknowledge, that SAFE's confirmation that the Company can receive foreign exchange, obtain a FERC, maintain a foreign exchange bank account and have access to designated foreign exchange banks during the term of the Company as necessary is an essential and decisive condition to the formation and success of this joint venture project.

In accordance with the *Regulations of the State Council Concerning the Issue of Balancing Foreign Exchange Receipts and Disbursements by Joint Ventures Using Chinese and Foreign Investment*, the Company may apply to the appropriate authorities of the PRC for confirmation that the Company may purchase domestic products with Renminbi for export to assist in resolving any imbalance of foreign exchange receipts and expenditures which may occur.

16.2 Foreign Exchange Requirements of the Company

- (A) The foreign exchange funds of the Company (such as foreign exchange capital invested and foreign currency loans) shall be freely transferable into the PRC without any restriction or tax, duty or other governmental charge whatsoever and shall be deposited in the foreign exchange account or accounts of the Company. Subject to the provisions of this Article, all foreign exchange payments of the Company shall be paid out of the above-mentioned foreign exchange accounts.
- (B) To the extent permitted by relevant Chinese laws and regulations, Party B shall have the right to remit outside of China all payments made to it by the Company, including amounts paid to it upon dissolution of the Company. Unless otherwise specified in this Contract or in contracts entered into by the Company, all expenses, loan repayments, labor compensation and other charges of the Company paid to Chinese enterprises or nationals shall be paid in Renminbi.

16.3 Applicable Foreign Exchange Rate

In the determination of the foreign exchange rate applicable to the conversion of Renminbi to foreign currency or vice versa, the applicable rate shall be the rate quoted by the People's Bank of China on the date the payment of dividends, interest, fees, commissions, purchase or sale price, etc. is made.

16.4 Foreign Exchange Balancing

The Company shall have the right to adopt the following methods to raise foreign exchange:

1. sale of the Company's products for foreign exchange to the extent permitted by PRC law;
2. conversion of Renminbi into United States Dollars at a designated foreign exchange bank at the then current rate prevailing;
3. using Renminbi to purchase raw materials and components and domestic products in the PRC for export, upon receipt of the appropriate governmental approvals;
4. reinvestment of its Renminbi profits in PRC domestic enterprises capable of generating foreign exchange or increasing their foreign exchange revenues;
5. such other methods as are permitted by applicable law.

16.5 Appropriation of Foreign Exchange Available

In any given year, the Company shall anticipate and plan for the use of its foreign exchange income in accordance with the following order of priorities:

1. payment for imported materials, machinery and equipment, replacement parts and components for machinery and equipment and services required by the Company, and other production and overhead costs denominated in foreign exchange;
2. payment of interest on and repayment of principal of foreign exchange loans, if any;
3. payment of fees, expenses and reimbursements to offshore licensors or service providers under technical assistance, technology license, and/or service agreements with the Company;
4. payments to Party B or its relevant affiliate for the cost of individuals sent to the Company (a) to provide training and other Technical Assistance under the Technology License and Technical Assistance Agreement attached as Appendix C hereto, or (b) under any other separate contractual relationship between Party B or its relevant affiliate and the Company;
5. payment to Party B of compensation for expatriate personnel of the Company provided by Party B, and payment of the expenses of the Company personnel while travelling abroad on Company business;
6. payment in foreign exchange for certain administrative expenses that are needed to fulfil operational requirements and requiring foreign exchange payment;
7. payment to Party B of its respective share of the profits of the Company;
8. payment to Party A of its respective share of the profits of the Company;
9. reserve of a foreign currency balance intended to satisfy the above priorities for the subsequent year, based on an estimation of foreign currency income against foreign currency expenditures; and
10. other payments which the Board decides should be made in foreign exchange.

Any portions of the above foreign exchange obligations which are not fully satisfied in a given year will be carried forward to the following year until they are satisfied. The Company shall use its best efforts to obtain sufficient foreign exchange to satisfy these priorities.

ARTICLE 17 INSURANCE

17.1 General

Various types of insurance of the Company shall be purchased from insurance companies registered in the PRC that provide insurance coverage to Sino-foreign joint ventures to the extent that such insurance is available, on conditions and terms comparable to those abroad.

17.2 Types of Coverage

The exact types of coverage, the value and the term of insurance shall be decided by the Executive Committee based on the practices of similar businesses in other countries and the practice and legal requirements in the PRC. Such coverage shall include adequate property insurance covering the factory building, contents and other first party risks of the Company. The Company shall also maintain product liability insurance, third party liability insurance and other relevant insurance coverage in order to protect the Company, its employees, agents and other appropriate parties from claims. The Board shall ensure that adequate coverage of the abovementioned types of insurance is arranged by the Executive Committee.

ARTICLE 18 REPRESENTATIONS AND WARRANTIES OF THE PARTIES

18.1 Representations and Warranties of Party A

Party A hereby represents and warrants to Party B as follows:

- (A) Party A is a Sino-foreign equity joint venture company duly organized and validly existing as a legal person under the laws of the PRC.
- (B) Party A has taken all appropriate and necessary corporate action to authorize the execution and delivery of this Contract and all of the contracts and documents referred to in this Contract to which Party A is a party and to authorize the performance and observance of the terms and conditions hereof and thereof.
- (C) Party A has obtained all consents, approvals and authorizations necessary for the valid execution and delivery of this Contract and all of the contracts and documents referred to in this Contract to which Party A is a party and to observe and perform its obligations hereunder and thereunder; provided however, that this Contract is subject to the approval of the Approval Authority before the same may become effective.
- (D) Party A's representative whose signature is affixed hereto has been fully authorized to sign this Contract pursuant to a valid power of attorney, a copy of which has been provided to the other Party hereto.

18.2 Representations and Warranties of Party B

Party B hereby represents and warrants to Party A as follows:

- (A) Party B is a corporation duly organized, validly existing and in good standing in accordance with the Companies Ordinance of Hong Kong.
- (B) Party B has taken all appropriate and necessary corporate action to authorize the execution and delivery of this Contract and all of the contracts and documents referred to in this Contract to which Party B is a party and to authorize the performance and observance of the terms and conditions hereof and thereof,

including the procurement of a guarantee letter from Johnson Controls, Inc., guaranteeing the performance of Party B and/or its relevant affiliate(s) under this Contract and under all other agreements between Party B or its relevant affiliate(s) and the Company.

- (C) Party B has obtained all consents, approvals and authorizations necessary for the valid execution and delivery of this Contract and all of the contracts and documents referred to in this Contract to which Party B is a party, and to observe and perform its obligations hereunder and thereunder; provided, however, that this Contract is subject to the approval of the Approval Authority before the same may become effective.
- (D) Party B's representative whose signature is affixed hereto has been fully authorized to sign this Contract pursuant to a valid power of attorney, a copy of which has been provided to the other Party hereto.

ARTICLE 19 DURATION OF THE JOINT VENTURE

19.1 Term of the Company

The duration of the Company (the "Company Term") shall be twenty-five (25) years starting from the date on which the business license of the Company is issued by the SAIC.

19.2 Extension of the Company Term

At least two (2) years prior to the expiration of the Company Term, the Parties shall hold consultations to discuss the extension of the Company Term. If both Parties agree to extend the Company Term, an application for such extension shall be submitted to the Approval Authority for approval not less than six (6) months prior to the expiration of the Company Term. Any extension of the term as approved shall be registered with the SAIC.

Dissolution of the Company upon early termination or at expiration of the Company Term shall be subject to the provisions of Articles 20 through 23 below.

19.3 Non-Compete

The Company shall constitute each Party's exclusive activity and/or participation in the PRC in any operation or business included within the Business Scope as provided in Article 4.2; provided however, that: (i) in the event the Company refuses to pursue or accept any new seat, headliner, sun visor or overhead system business within the Business Scope, either Party shall have the right to establish a competitive venture in China for such new seat, headliner, sun visor or overhead system business provided that such Party had not opposed the participation of the Company in such new business; (ii) in the event a potential customer or potential partner refuses to accept the Company's participation in any operation or sourcing opportunity and the Parties have exhausted best efforts to allow the Company's participation, either Party shall have the right to

participate in such operation or sourcing opportunity with such potential customer or potential partner; and (iii) any activity within the Business Scope which any Party is contractually committed to undertake pursuant to a letter of intent, memorandum of understanding or other definitive written agreement executed with third parties prior to January 8, 1997 insofar as the automotive seat business is concerned and prior to the date of these JVC Amendments insofar as the automotive headliner, sun visor and overhead system businesses are concerned, shall be excluded from this Article 19.3. The Parties further acknowledge and agree that it is their intent that companies with which they have a direct or indirect investment relationship shall also refrain from competing with the Company and that the Parties will use their best efforts to cause such companies to similarly comply with this non-compete provision.

ARTICLE 20 EARLY TERMINATION AND DISSOLUTION

20.1 Events of Early Termination for Reasons other than Breach

The Company may be brought to an early termination upon the occurrence of any of the following events:

1. the Company has incurred heavy losses and is unable to continue operations (for purposes of this Article the term "heavy losses" shall mean that the accumulated losses of the Company have reached seventy-five percent (75%) or more of the registered capital of the Company);
2. subject to the provisions of Article 23 below, the Company is unable to continue operations due to the occurrence of an event of force majeure;
3. the Company is unable to obtain its desired purpose and scope of operation as stated in this Contract including but not limited to the inability of the Company to carry out foreign exchange transactions or the inability of the Company to pay in U.S. Dollars or other foreign exchange any payments required to be paid to Party B in U.S. Dollars or other foreign exchange under the terms of this Contract with a value singly or in the aggregate equal to the amount of Party B's registered capital in the Company;
4. the bankruptcy of either Party;
5. Parties A and B unanimously agree to early dissolution of the Company;
6. The Parties do not reach agreement on the adjustments to either Party's economic benefits as provided under Article 24.3 within ninety (90) days of the request by either Party for such adjustments.

20.2 Dissolution Upon Early Termination for Reasons other than Breach

Upon the occurrence of any of the events enumerated in Article 20.1, either Party may request that a Board meeting be convened to discuss the early termination of the Company. The Chairman of the Board shall convene such meeting within thirty (30)

days of the receipt of a Party's request for the meeting. The directors appointed by the other Party shall be obliged to attend such meeting.

At such Board meeting each Party shall discuss, and use its best efforts to achieve, a solution acceptable to both Parties, which solution may include the purchase by one Party of the equity interest of the other Party in the Company.

If the Parties are unable to achieve a mutually acceptable solution at such Board meeting, the Board shall adopt any one of the following solutions:

1. dissolution of the Company pursuant to a unanimous resolution of the Board and subject to the approval of the Approval Authority;
2. purchase by the Party that objects to the Company's dissolution of the equity interest of the Party that is in favor of its dissolution, such equity interest to be valued in the same manner as is set forth in Article 22.2 below with respect to the valuation of the Company.

20.3 Expropriation

Party B shall have the right unilaterally to terminate the Company in the event a substantial portion of the Company's assets is expropriated.

20.4 Dissolution due to Expiration or Early Termination

Upon the expiration of the Company Term or the early termination of the Company pursuant to Article 20.1 and Article 20.2 above, the Board shall appoint a Liquidation Committee as provided under the Articles of Association to carry out liquidation in accordance with law and the provisions of this Contract.

ARTICLE 21 BREACH, PENALTIES FOR BREACH AND DISSOLUTION DUE TO BREACH

21.1 Breach

If one Party fails to perform any of its obligations under this Contract or if a Party's representation or warranty under this Contract is untrue or materially inaccurate, such Party shall be deemed to have breached this Contract. In such event, the performing Party (a "Performing Party") shall notify the Party in breach ("Breaching Party") in writing that the Contract has been breached and that the breach should be remedied within sixty (60) days of the date of such notice. If the breach has not been remedied by the end of such sixty-day period, the Performing Party shall notify the Approval Authority that the Contract has been breached by the Breaching Party and the Company may be dissolved at the written request of the Performing Party as provided in Article 22.1.

21.2 Damages in Case of Breach

In the event of a breach of this Contract, the Breaching Party shall be liable to the Performing Party for direct damages incurred as a result of such Breaching Party's breach of contract. The termination rights provided for in Article 20.1 shall be in addition to and not in substitution for any other remedies that may be available to the Performing Party, and any termination in the exercise of such rights shall not relieve either Party from any obligations accrued to the date of such termination or relieve the Breaching Party from liability and damages to the Performing Party for breach of this Contract. Waiver by either Party of a single default or a succession of defaults shall not deprive such Party of any right to terminate this Contract, arising by reason of any subsequent default.

21.3 Penalties for Late Contribution of Capital

Should a Party to the Contract not contribute on time to the Company its subscribed amount of the registered capital stipulated in Article 5.3 of this Contract for reasons other than those specified in Article 5.5 hereof, such Party shall, commencing from one month after the due date of such payment in default, pay the Company one percent (1%) per month of the subscribed capital amount overdue as penalty for default. If for reasons other than those specified in Article 5.5 hereof no payment has been made, or full payment of the amount overdue has not been made in three (3) months, the Party in default shall be deemed to have waived its right to subscribe to the capital overdue. Other than claiming from the defaulting Party for the Company the cumulative three percent (3%) on the subscribed amount overdue as penalty for default, the non-defaulting Party shall also have the right to subscribe to such overdue amount, and to request the defaulting Party to compensate the non-defaulting Party for its direct losses sustained as a result of the defaulting Party's breach.

21.4 Dissolution Due to Breach

Upon approval of the dissolution by the Approval Authority, the Performing Party shall appoint a Liquidation Committee to evaluate the assets and liabilities of the Company and the reasonableness of the claim for damages, if any, suffered by the Performing Party. The Liquidation Committee shall carry out liquidation in accordance with law and this Contract.

Either the Performing Party or the Breaching Party may institute arbitration proceedings in accordance with Article 25 of this Contract should it dispute the determination of the Liquidation Committee.

ARTICLE 22 DISPOSAL OF PROPERTY UPON TERMINATION AND DISSOLUTION

22.1 Liquidation Committee

The Liquidation Committee, whether appointed pursuant to Article 20.4 or Article 21.4 above, shall apply the assets of the Company to satisfy the Company's liabilities, including all liabilities owed by the Company to Party A or Party B. Thereafter, the

remaining assets of the Company may be distributed to the Parties in accordance with the ratio of their capital contributions; provided, however, that any property to be distributed to the Breaching Party (as Breaching Party is defined in Article 21.1 above) may be used to pay for the damages sustained by the Performing Party. Damages payable to Party B shall be paid in foreign exchange. Party B's share of distribution shall be paid in foreign exchange, to the extent available in the Company. However, the Parties may elect to receive their respective share of distribution of assets in kind, including machinery and equipment, with Party A being given preference with respect to machinery and equipment made in China and Party B being given preference With respect to machinery and equipment made outside of China. The Liquidation Committee shall value all the assets of the Company on a fair market value basis.

22.2 Valuation of Assets

If at the time of expiration of this Contract without renewal at the end of the Company Term hereof the Company is actively engaged in business, or at any other time when the Parties mutually agree to negotiate a sale and purchase of their respective interests in the Company, the following process may be used with the Parties' mutual consent to establish the value of the Company: three (3) qualified appraisers, one (1) to be appointed by Party A, one (1) to be appointed by Party B and the third one to be appointed by the two (2) appraisers appointed by the Parties hereto would establish the value of the Company. If a Party fails to appoint an appraiser within sixty (60) days of being requested to do so by the other Party, the appraiser appointed by such Party shall appoint an appraiser on behalf of the Party failing to make such an appointment. Such appraisers shall each value the Company on a going-concern basis with reference to a Pacific area company with facilities comparable to those of the company, which company is qualified to continue to carry on its business in the jurisdiction in which it is located, but without taking into account the value to the Company of the Technology License and Technical Assistance Agreement.

In making such valuation, the appraisers shall make full provision for and take into account the debts and liabilities of the Company. If the value figures of all three (3) of the appraisers are within ten percent (10%) of each other, (using the higher value figure as the denominator), then the value of the Company shall be the average of the value established by each of these three appraisers. If the value figures of only two (2) of the appraisers are within ten percent (10%) of each other, (using the higher value figure as the denominator), then the value of the Company shall be the average of the value established by each of these two appraisers and the third appraiser's valuation will be discarded. If the value figures of each of the appraisers is more than ten percent (10%) apart (using the higher value figure as the denominator), then new appraisers shall be appointed as provided.

After the value of the Company has been established, the Parties may agree that one Party shall purchase the interest of the other at the pro-rata price established by the said valuation. If Party A buys Party B's interest, payment shall be made in convertible currency. If neither Party is willing to buy at the value established by the appraisers or at any other price agreed upon, then the Parties shall sell the Company to a third party at the

appraised value or for a better price. If the Parties are unable to sell the Company to a third party, then the Company shall be dissolved as provided in Article 22.1 and its assets sold wherever the best price can be obtained.

ARTICLE 23 FORCE MAJEURE

23.1 General

Should either of the Parties to this Contract be prevented from performing its obligations under the Contract by force majeure, such as earthquake, typhoon, flood, or other acts of nature, fire, explosion, acts of authority including the inability to obtain any required export licenses or the inability to obtain raw materials or spare parts, war, or other unforeseen events beyond the prevented Party's reasonable control (an "Event of Force Majeure"), the prevented Party shall notify the other Party without delay, and within fifteen (15) days thereafter provide detailed information concerning such events and documents evidencing such events, explaining the reasons for its inability to execute, or for its delay in the execution of, all or part of this Contract.

23.2 Excuse and Notification

If an Event of Force Majeure occurs, neither Party shall be responsible for any damage, increased costs or loss which the other Party may sustain by reason of such a failure or delay of performance, and such failure or delay shall not be deemed a breach of this Contract. The Party claiming Force Majeure shall take appropriate means to minimize or remove the effects of Force Majeure and, within the shortest possible time, use its best efforts to resume performance of the obligations delayed or prevented by the Event of Force Majeure.

23.3 Extended Force Majeure

Should an Event of Force Majeure or the effects of an Event of Force Majeure prevent one or both of the Parties hereto from performing part or all of its or their obligations hereunder for a period of one hundred and twenty (120) days or more, then the Parties shall, through consultations, decide whether to terminate this Contract or to exempt the implementation of part of the obligations of this Contract or whether to delay the execution of this Contract according to the effects of the Event of Force Majeure on the performance of this Contract.

ARTICLE 24 APPLICABLE LAW

24.1 Applicable Law

This Contract shall be performed in accordance with its terms. This Contract shall be governed by the laws of the PRC.

24.2 Favorable Changes

In the event that, during the term of this Contract, any relevant authority in the PRC adopts any law, decree, rule, regulation or policy, or a treatment is extended to another joint venture company or foreign investor in the automobile components business in the PRC which is more favorable than the laws, decrees, rules, regulations, policies or a treatment previously applicable to the Company and/or Party B, then the Company and/or Party B as the case may be shall be entitled to receive, or apply (if application is necessary) to the appropriate governmental agency or authority to receive the benefit of such law, decree, regulation, rule, policy or more favorable treatment.

24.3 Adverse Changes

If either Party's economic benefits are adversely and materially affected by the promulgation of any new laws, decrees, rules or regulations of the PRC or the United States of America or any administrative subdivision thereof, or by the amendment or new interpretation of such laws, decrees, rules or regulations after the effective date of this Contract, the Parties shall promptly consult with each other and use their best efforts to implement any adjustments necessary to maintain each Party's economic benefits derived from this Contract on a basis no less favorable than the economic benefits it would have derived if such laws, decrees, rules or regulations had not been promulgated or amended or so interpreted.

ARTICLE 25 SETTLEMENT OF DISPUTES

25.1 Choice of Arbitration

- (A) Any claim, controversy or disputes arising from the interpretation or performance of, or in connection with, this Contract shall be settled through friendly consultations between the Parties. In case no settlement can be reached through consultations within sixty (60) days of the submission of such matter by one Party to the other Party, then such dispute shall be settled by arbitration under the Rules of Arbitration of the Institute of the Stockholm Chamber of Commerce.
- (B) The arbitration proceedings shall be conducted in English and shall take place in Stockholm, Sweden.
- (C) The arbitral award shall be final and binding upon the Parties and shall be enforceable in accordance with its terms.
- (D) The award may be enforced by filing as judgement in any court having jurisdiction, or an application may be made to such court for assistance in enforcing the award, as the case may be. Any arbitration expense, including a reasonable allowance for attorney's fees, shall be paid by the losing Party or as fixed by the arbitral tribunal. The Parties agree that, if it becomes necessary for a Party to enforce an arbitral award by legal action of any kind, the losing Party shall pay all reasonable costs and expenses and attorney's fees including, but not limited to,

any cost of additional litigation or arbitration that shall be incurred by the Party seeking to enforce the award.

25.2 Continued Performance

During the arbitration, this Contract shall continue to be performed by the Parties except for the matters in dispute.

ARTICLE 26 CONFIDENTIALITY

- 26.1** Each Party shall maintain the secrecy and confidentiality of, and shall not without the prior approval of the other Party disclose to any third party or person, any proprietary, secret or confidential data and information relating to the Company, its business operations, the products of the Company, or any information disclosed to a Party by the other Party at any time during or for the purpose of negotiation of this Contract or the establishment or operation of the Company.
- 26.2** The Parties further agree not to use any know-how, data and information relating to the Company, its business operations, the products of the Company, or belonging to the other Party for their own purposes or for any purpose other than the implementation of the Company's business.
- 26.3** Each Party agrees to abide by these obligations of confidentiality and non-use during the term of this Contract, including any extensions, or for so long as the Company continues to exist, and for a period of five (5) years thereafter.
- 26.4** The Parties shall cause their directors, staff, and other employees, and those of their subsidiaries or affiliated companies, also to be bound by and comply with the confidentiality obligations set forth in Articles 26.1, 26.2 and 26.3.
- 26.5** The Parties agree that an undertaking of secrecy and non-use, in form and substance satisfactory to the Parties, shall be included in all of the labor contracts signed by the Company with its employees.

ARTICLE 27 LANGUAGE

The Contract shall be written in a Chinese version and in an English version in three original copies each. Both languages shall be equally authentic. In the event of any discrepancy between the two aforementioned versions, the arbitrators shall determine which version most accurately records the Parties' intention. Each Party shall keep one original in each language. One original in each language shall be submitted to the Approval Authority.

ARTICLE 28 EFFECTIVENESS OF THE CONTRACT, AMENDMENT, AND MISCELLANEOUS

28.1 Entire Contract

The Appendices referred to in this Contract and attached hereto are an integral part of the Contract. The Appendices are as follows:

- Appendix A Export Sales Agreement
- Appendix B Seat Business Transfer Agreement
- Appendix C Technology License and Technical Assistance Agreement

This Contract with its Appendices constitutes the entire contract between the Parties with respect to the subject matter of this joint venture and supersedes all previous oral and written agreements, contracts, understandings and communications of the Parties in respect of the subject matter of the Contract. The headings to Articles are for ease of reference only and shall have no legal effect.

28.2 Approval Authority

- (A) This Contract with its Appendices shall be submitted along with the Articles of Association and the Feasibility Study Report for approval to the Shanghai Foreign Investment Commission (the "Approval Authority") and shall come into force beginning from the date on which the Approval Authority issues its certificate of approval. Promptly upon receiving such approval, Party A shall immediately notify and provide Party B with a copy of the relevant approval document.
- (B) In the event that
 - (i) this Contract is not approved within sixty (60) days of the date set forth on the last page of this Contract, or
 - (ii) the Approval Authority requires the Parties to amend this Contract in a manner that is unacceptable or imposes conditions that are unacceptable to one Party or both Parties,then either Party may terminate this Contract by written notice to the other Party, and upon receipt of such notice this Contract shall be void and of no force and effect.

28.3 Amendment

Any amendment of the Contract shall come into force only after a written agreement is signed by Parties A and B and approved by the Approval Authority.

28.4 Severability

If any provision of this Contract is legally deemed to be invalid, this shall not affect the validity of any other provision of this Contract.

28.5 Waiver

Failure or delay on the part of either Party hereto to exercise any right, power or privilege under this Contract shall not operate as a waiver thereof; nor shall any single or partial exercise of any right, power or privilege preclude exercise of any other right, power or privilege.

28.6 Notices

All notices between the Parties hereto shall be written in Chinese and in English and may be delivered either by messenger, registered airmail, facsimile, or telegram. The following addresses shall be used:

Address of Party A: Yanfeng Visteon Automotive
Trim Systems Company, Ltd.
No. 399 Liuzhou Road, Shanghai, PRC
Attn.: General Manager

Address of Party B: Johnson Controls Asia Holdings Co., Limited
c/o Johnson Controls, Inc., Shanghai Representative Office
20/F., Tower A, Far East International Plaza
319 Xianxia Road, Changning District,
Shanghai, 200051
People's Republic of China
Attn: General Manager, China

The deemed date of delivery of the notice shall be decided as follows:

1. By messenger, on the date of delivery;
2. By registered airmail, seven (7) days after the postage payment of the registered airmail (i.e. seven (7) days after the postmark);
3. By facsimile or telegram, on the first working day after the date of sending. During the term of this Contract, either Party shall have the right to change its address at any time, provided that the other Party shall be notified in writing of such change promptly after any such change.

28.7 Public Communications

Neither Party shall make any declarations, announcements, or disclosures to the public with respect to this Contract, the relationship between the Parties or the business of the Company without first obtaining the written consent of the other Party.

28.8 Signing Place and Date

This Contract is signed in Shanghai, China by the duly authorized representatives of Party A and Party B.

**SHANGHAI YANFENG
AUTOMOTIVE TRIM
COMPANY, LTD.**

**JOHNSON CONTROLS
INTERNATIONAL, INC.**

By: /s/ Lin Shu Nan
Name: Mr. Lin Shu Nan (林树楠)
Title: Chairman
Nationality: China

By: /s/ John Fiori
Name: John Fiori
Title: President
Europe and Asia Pacific
Nationality: Italian