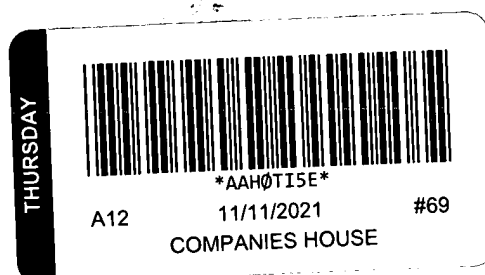


CVS Holdings Limited

Annual report and financial
statements

Registered number 4027709

For the year ended 31 December 2020



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Strategic report

Business review

The company is an intermediate holding company. It has received income from shares in group undertaking of £1,107,000 (2019: £716,000) during the year. During the year, the Company received dividend income from a group undertaking of £1,107,000 (2019: £716,000), this was more than offset against the need to recognise an investment impairment of £2,029,000 (2019: nil) due to the position of the company's subsidiary undertaking in the current climate and expected future cash flows recognising continuing trends. The directors consider this approach to be prudent.

Principal risks and uncertainties

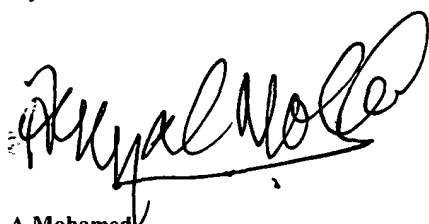
The key risk faced by the company is the underperformance of its trading subsidiaries as the company is largely dependent on future cash flows from these subsidiaries. Should a trading subsidiary not perform to expectation this could potentially affect its ability to pay future dividends, which may result in an impairment to the investment carrying value.

COVID-19

Business continuity processes continued from 2020 into 2021 focusing on maintaining productivity and service levels while prioritising the health, welfare and safety of our employees and customers. These processes include employee communication on proper hand washing, social distancing and personal protective equipment, enhanced cleaning and disinfecting measures, eliminating non-essential travel, replacing internal and external meetings with video or teleconferences and remote work arrangements for non-production personnel. Production essential personnel have been issued with the necessary personal protective equipment and measures have been taken to ensure adequate social distancing is adhered to.

Despite the bleak outlook through 2020, the order book for 2021 sales has grown beyond expectation which alongside the action taken to right-size the business and working capital profile to protect profit margin and liquidity levels through 2020 has left the business in a stable position. Cost reduction initiatives alongside management of inventory, receivables and payables have proved effective in maintaining good cash management locally. These actions are being continued from 2020 into 2021.

By order of the board



A Mohamed
Director

05 November 2021

Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 2020.

Principal activity

The principal activity of the company is that of an investment holding company. The activities of its immediate subsidiaries are as described in Note 5 of the financial statements.

Directors

The directors who held office during the year were as follows:

M Pritchard	UK	(Resigned 30 June 2020)
S Sennett	UK	(Appointed 7 October 2020)
A Mohamed	USA	(Appointed 7 October 2020)
K Feiler	USA	(Resigned 7 October 2020)
S Sennett	UK	(Resigned 23 June 2021)

Results and dividend

The loss for the year was £924,000 (2019: profit £716,000).

The directors made a dividend payment in the year of £1,095,000 (2019: £Nil).

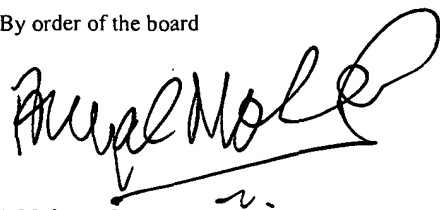
Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditors

Pursuant to Section 487 of the Companies Act 2006, the incumbent auditor (KPMG LLP) is to be resigned and Grant Thornton is to be appointed.

By order of the board



A Mohamed
Director

Stone Circle Road
Round Spinney
Northampton
NN3 8RS

05 November 2021

Statement of directors' responsibilities in respect of the Strategic report, Directors' report and the financial statements

The directors are responsible for preparing the Strategic report, Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including *FRS 102 Financial Reporting Standard applicable in the UK and Republic of Ireland*.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG LLP
One Snowhill
Snow Hill Queensway
Birmingham
B4 6GH

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CVS HOLDINGS LIMITED

Opinion

We have audited the financial statements of CVS Holdings Limited ("the company") for the year ended 31 December 2020 which comprise the Profit and loss account and other comprehensive income, Balance sheet and Statement of changes in equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analyzed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for the going concern period.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CVS HOLDINGS LIMITED (*continued*)

Going Concern (*continued*)

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the company will continue in operation.

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included enquiring of directors and inspection of policy documentation as to the company's policies and procedures to prevent and detect fraud that apply to this company as well as enquiring whether the directors have knowledge of any actual, suspected or alleged fraud.

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because there are no revenue transactions. We did not identify any additional fraud risks.

We performed procedures including agreeing all accounting entries in the period to supporting documentation.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors (as required by auditing standards), and discussed with the directors the policies and procedures regarding compliance with laws and regulations.

The company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

This company, as a holding company, is not subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CVS HOLDINGS LIMITED (*continued*)

Context of the ability of the audit to detect fraud or breaches of law or regulation (continued)

controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 3, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CVS HOLDINGS LIMITED (*continued*)

Auditor's responsibilities

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

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.



John Leech (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
One Snowhill
Snow Hill Queensway
Birmingham
B4 6GH

08 November 2021

Profit and loss account and other comprehensive income
for the year ended 31 December 2020

	<i>Note</i>	2020 £000	2019 £000
Income from shares in group undertaking		1,107	716
Amounts written off investments	5	(2,029)	-
Administration expenses		(2)	-
		<hr/>	<hr/>
(Loss)/Profit before taxation	2	(924)	716
Taxation	4	-	-
		<hr/>	<hr/>
(Loss)/Profit for the financial year		(924)	716
		<hr/>	<hr/>
Other comprehensive income			
Other comprehensive income for the year net of income tax		-	-
		<hr/>	<hr/>
Total comprehensive (expense)/income for the year		(924)	716
		<hr/>	<hr/>

All figures relate to continuing operations.

The notes on pages 10 to 13 form an integral part of these financial statements.

Balance sheet
at 31 December 2020

	Note	2020 £000	2019 £000
Fixed assets			
Investments	5	11,550	13,579
Current assets			
Cash at bank and in hand		10	-
Net assets		11,560	13,579
Capital and reserves			
Called up share capital	6	6,551	6,551
Profit and loss account		5,009	7,028
Shareholders' funds		11,560	13,579

The notes on pages 11 to 15 form an integral part of these financial statements.

These financial statements were approved by the board of directors on 05 November 2021 and were signed on its behalf by:



A Mohamed
Director

Company registered number: 4027709

Statement of changes in equity
for the year ended 31 December 2020

	Called up share capital £000	Profit and loss account £000	Total equity £000
Balance 1 January 2019	6,551	6,312	12,863
Total comprehensive income for the year			
Profit or loss	-	716	716
	<hr/>	<hr/>	<hr/>
Total other comprehensive income	-	716	716
	<hr/>	<hr/>	<hr/>
Balance at 31 December 2019	6,551	7,028	13,579
	<hr/>	<hr/>	<hr/>
Balance 1 January 2020	6,551	7,028	13,579
Total comprehensive income for the year			
Profit or loss	-	(924)	(924)
Other comprehensive expense			
	<hr/>	<hr/>	<hr/>
Total other comprehensive expense	-	(924)	(924)
	<hr/>	<hr/>	<hr/>
Transactions with owners, recorded directly in equity			
Dividends Paid	-	(1,095)	(1,095)
	<hr/>	<hr/>	<hr/>
Balance at 31 December 2020	6,551	5,009	11,560
	<hr/>	<hr/>	<hr/>

The notes on pages 11 to 15 form part of these financial statements.

Notes

(forming part of the financial statements)

1 Accounting policies

CVS Holdings Limited (the “Company”) is a private company incorporated, domiciled and registered in England in the UK. The registered number is 4027709 and the registered address is Stone Circle Road, Round Spinney, Northampton NN3 8RS.

The Company is exempt by virtue of Section 401 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its Group.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland (“FRS 102”). The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The Company’s ultimate parent undertaking, Commercial Vehicle Group Inc. includes the Company in its consolidated financial statements. The consolidated financial statements of Commercial Vehicle Group Inc. are available to the public and may be obtained from 7800 Walton Parkway, New Albany, Ohio 43054, USA. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Commercial Vehicle Group Inc include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- Certain disclosures required by FRS 102.26 *Share Based Payments*; and,
- The disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instrument Issues* in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 102 in its next financial statements.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 1.5.

1.1 Measurement convention

The financial statements are prepared on the historical cost basis.

1.2 Going concern

The financial statements have been prepared on a going concern basis which the Directors consider to be appropriate for the following reasons.

The directors have prepared a cash flow forecast /going concern assessment for a period of at least 12 months from the date of approval of these financial statements. Whilst the economic outlook resulting from the global COVID-19 pandemic remains uncertain, the Company’s directors have considered the impact to the Company, by conducting scenario analysis on the Company’s profitability and the availability of cash to meet liabilities as they fall due. This indicates that the Company will have sufficient funds to continue in operational existence for at least 12 months from the date of signing these financial statements.

Therefore, the Directors of the Company consider, after making appropriate enquiries, that the Company has adequate resources to continue in operation as a going concern and that the Company will be able to meet its obligations for the

Notes (*continued*)

period covered by the Company's cash flow forecasts. Accordingly, the Directors continue to adopt the going concern basis in preparing these financial statements.

1.3 Basic financial instruments

Investments in subsidiaries

Investments in subsidiaries are carried at cost less impairment.

1.4 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

1.5 Accounting estimates and judgements

The preparation of these financial statements requires the management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future period impacted.

The key judgement and estimate employed in the financial statements is:

Impairment of investment in subsidiary companies

The subsidiary companies' investment balances are held at cost less any impairment. An impairment exists when their recoverable amount is less than the cost of investment held in the accounts. There are a number of factors which could impact the recoverable amount which creates a risk of this recoverable amount being lower than the investment balance held.

Notes (continued)

2 (Loss)/Profit on ordinary activities before taxation

During the year, the Company received dividend income from a group undertaking of £1,107,000 (2019: £716,000), this was more than offset against the need to recognise an investment impairment of £2,029,000 (2019: nil) due to the position of the company's subsidiary undertaking in the current climate and expected future cash flows recognising continuing trends. The directors consider this approach to be prudent.

Auditor's remuneration of £500 in the current year (2019: £500) is borne by a fellow group company, KAB Seating Limited. There were no non audit services provided in the year.

3 Staff numbers and costs

Apart from the directors there are no employees. The remuneration for the services of the directors is borne by a fellow group company. No part of their remuneration is specifically attributable to their services to this company.

4 Taxation

Total tax expense recognised in the profit and loss account, other comprehensive income and equity

	2020 £000	2019 £000
<i>Current tax</i>		
Current tax on income for the period	-	-
	<hr/>	<hr/>
Total current tax	-	-
	<hr/>	<hr/>
Total tax	-	-
	<hr/>	<hr/>

Reconciliation of effective tax rate

	2020 £000	2019 £000
(Loss)/Profit for the year	(924)	716
Total tax expense	-	-
	<hr/>	<hr/>
(Loss)/Profit excluding taxation	(924)	716
	<hr/>	<hr/>
Tax using the UK corporation tax rate of 19% (2019: 19%)	(176)	136
Tax exempt revenues	(210)	(136)
Non taxable expense	386	
	<hr/>	<hr/>
Total tax expense included in profit or loss	-	-
	<hr/>	<hr/>

Factors that may affect future current and total tax charges

In the 3 March 2021 Budget it was announced that the UK tax rate will increase from the current 19% to 25% from 1 April 2023. This will have a consequential effect on the company's future tax charge.

Notes (continued)

5 Fixed asset investments

	Shares in subsidiary undertakings £000
<i>Cost</i>	
At beginning and end of year	13,579
<i>Impairment provision</i>	
At the beginning of the year	-
Charge in the year	(2,209)
At end of year	(2,209)
<i>Net book value</i>	
At the beginning of the year	13,579
At end of year	11,550

The subsidiaries of the Company at the year end are as follows:

	Principal activity	Class and percentage of shares held
<i>Subsidiary undertakings</i>		
KAB Seating Limited	Vehicle and office seating manufacturer	100% ordinary
KAB Seating SA	Vehicle and office seating manufacturer	99.99903% ordinary
KAB Seating Pty. Ltd	Vehicle and office seating manufacturer	100% ordinary

The registered address for the above entities are as follows:

KAB Seating Limited: Stone Circle Road, Round Spinney, Northampton, Northamptonshire, NN3 8RS.

KAB Seating SA: Avenue Ernest Solvay no 90, 1480, Saintes, Walloon, Belgium.

KAB Seating Pty. Ltd: Unit 1-3, Building 4, 29-41 Lysaght Street, Acacia Ridge, Queensland, 4110 Australia.

6 Share capital

At 31 December 2020 and 2019

	2020 £000	2019 £000
6,551,000 (2019: 6,551,000) ordinary shares of £1 each	6,551	6,551

Notes *(continued)*

7 Ultimate parent company and parent undertaking of larger group of which the company is a member

The Company is a subsidiary undertaking of Commercial Vehicle Group Inc., incorporated in the USA, which is the ultimate parent company and the largest group in which the results of the company are consolidated.

The consolidated financial statements of the group may be obtained from Commercial Vehicle Group Inc., 7800 Walton Parkway, New Albany, Ohio.