

Registered Number

OC349101

Delphi International Holdings LLP

Report and Financial Statements

31 December 2016



Company information

Members

Delphi Automotive LLP

Delphi Automotive Holdings U.S. Limited

Secretary

D M. Sherbin

Auditor

Ernst & Young LLP

1 Colmore Square

Birmingham B4 6HQ

Solicitors

Pinsent Masons LLP

1 Park Row

Leeds LS1 5AB

Registered Office

1 Park Row

Leeds LS1 5A

Strategic report

The members present their strategic report and the financial statements for the year ended 31 December 2016.

Principal activity and review of the business

Delphi International Holdings LLP (the "Partnership") is a wholly-owned indirect subsidiary of Delphi Automotive PLC (the "PLC"). The PLC, together with its subsidiaries and affiliates (collectively, the "Delphi Group"), is a leading global technology company serving the automotive sector. The PLC designs and manufactures vehicle components and provides electrical and electronic, powertrain and active safety technology solutions to the global automotive and commercial vehicle markets. The Partnership was incorporated for the purpose of acquiring substantially all of the non-United States ("U.S.") subsidiaries of the former Delphi Corporation.

Principal risks and uncertainties

As discussed further in the Members' Report, the Members have a reasonable expectation that the Partnership will continue its operations for the foreseeable future. There are no significant risks and uncertainties that would impact that conclusion.

Approved by Delphi Automotive LLP, a Designated Member of Delphi International Holdings LLP and signed on behalf of the Members on ~~...15. AUGUST...~~ 2017.

By: 

Allan J. Brazier

Chief Accounting Officer, Delphi Automotive PLC (a Designated Member of Delphi Automotive LLP)

Registered No. OC349101

Members' report

The Members present their report and financial statements for the year ended 31 December 2016.

The Partnership was incorporated under the laws of England and Wales on 30 September 2009. The Partnership is 99.9999 percent owned by Delphi Automotive LLP (hereinafter referred to as "wholly-owned" by Delphi Automotive LLP) and 0.0001 percent owned by Delphi Automotive Holdings U.S. Limited.

In accordance with the Limited Liability Partnership Agreement of Delphi International Holdings LLP, Delphi Automotive LLP and Delphi Automotive Holdings U.S. Limited are each Designated Members of the Partnership. As such, either of the Members is individually authorized to approve the annual financial statements of the Partnership in accordance with the Companies Act 2006.

Results and distributions

The profit for the year after taxation amounted to \$4,513 million (2015 – profit of \$13 million). The Members do not recommend a final distribution (2015 – \$nil).

Future developments

The Members of the Partnership do not intend to change the principal activities of the Partnership.

Going concern

The Members have a reasonable expectation that the Partnership has access to adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Members have adopted a going concern basis in preparing the financial statements for the periods presented.

Members

The Members during the year were as follows:

Delphi Automotive LLP

Delphi Automotive Holdings U.S. Limited

Political and charitable contributions

The Partnership made no political or charitable contributions during the periods presented.

Employee involvement and disabled employees

The Partnership had no employees for the periods presented.

Disclosure of information to the auditor

So far as each person who was a member at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made inquiries of fellow Members and the Partnership's auditor, each Member has taken all the steps that they are obliged to take as a member in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Members' report (continued)

Auditor

A resolution to reappoint Ernst & Young LLP as auditor will be put to the members at the Annual General Meeting.

Approved by Delphi Automotive LLP, a Designated Member of Delphi International Holdings LLP and signed on behalf of the Members on ...~~15 AUGUST~~...2017.

By: 

Allan J. Brazier

Chief Accounting Officer, Delphi Automotive PLC (a Designated Member of Delphi Automotive LLP)

Statement of Members' responsibilities

The Members are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Legislation applicable to limited liability partnerships requires the Members to prepare financial statements for each financial year. Under that law the Members have elected to prepare the financial statements in accordance with United Kingdom generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under the relevant legislation the Members 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 Partnership and of the profit or loss of the Partnership for that period. In preparing those financial statements, the Members are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Partnership will continue in business.

The Members are responsible for keeping adequate accounting records that are sufficient to show and explain the Partnership's transactions and disclose with reasonable accuracy at any time the financial position of the Partnership and enable them to ensure that the financial statements comply with the Companies Act 2006 as modified by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008. They are also responsible for safeguarding the assets of the Partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditor's report

to the Members of Delphi International Holdings LLP

We have audited the financial statements of Delphi International Holdings LLP for the year ended 31 December 2016 which comprise the Income Statement, the Statement of Financial Position, the Statement of Changes in Equity and the related notes 1 to 13. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland."

This report is made solely to the Members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 as applied by The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008. Our audit work has been undertaken so that we might state to the 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 Partnership and the Partnership's Members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of Members and auditor

As explained more fully in the Statement of Members' responsibilities set out on page 5, the Members are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the limited liability partnership's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the designated Members; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Strategic report and Members' report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the limited liability partnership's affairs as at 31 December 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice), 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 as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.

Independent auditor's report (continued)

to the Members of Delphi International Holdings LLP

Opinion on other matter prescribed by the Companies Act 2006 as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008

In our opinion, based on the work undertaken in the course of the audit:

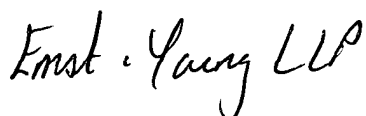
- the information given in the Strategic Report and the Members' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.
- the Strategic Report and the Members' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In light of the knowledge and understanding of the Partnership and its environment obtained in the course of the audit, we have identified no material misstatements in the Strategic Report or the Members' Report.

We have nothing to report in respect of the following matters where the Companies Act 2006 as applied to limited liability partnerships requires us 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 Members' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit



Nigel Meredith (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Birmingham

18 August 2017

Income statement

for the year ended 31 December 2016

	Notes	2016 \$m	2015 \$m
Other operating (loss) / income - foreign currency translation (loss) / income	11	(30)	5
Operating (loss) / income		(30)	5
Interest receivable and similar income	5	50	43
Dividend income	6	4,539	–
Interest payable and similar charges	7	(46)	(35)
Profit on ordinary activities		4,513	13

All amounts relate to continuing activities.

There is no comprehensive income other than the profit attributable to the members of the LLP of \$4,513 million in the year ended 31 December 2016 (2015 – profit of \$13 million).

Statement of financial position

at 31 December 2016

	Notes	2016 \$m	2015 \$m
Fixed assets			
Investments	10	4,533	3,994
Current assets			
Debtors: amounts falling due within one year	11	23	566
Debtors: amounts falling due after more than one year	11	5,285	765
Total assets		9,841	5,325
Creditors: amounts falling due in less than one year	12	(38)	(35)
Net current assets		5,270	1,296
Total assets less current liabilities		9,803	5,290
Creditors: amounts falling due after more than one year	12	(760)	(760)
Net assets		9,043	4,530
Members' equity			
Membership interests		9,043	4,530
Total members' equity		9,043	4,530

Approved by Delphi Automotive LLP, a Designated Member of Delphi International Holdings LLP and signed on behalf of the Members on ~~15 AUGUST~~ 2017.

By: 

Allan J. Brazier

Chief Accounting Officer, Delphi Automotive PLC (a Designated Member of Delphi Automotive LLP)

Statement of changes in equity

for the year ended 31 December 2016

	Membership interests \$m
Balance at 1 January 2015	4,517
Profit for the year	<u>13</u>
Balance at 31 December 2015	4,530
Profit for the year	<u>4,513</u>
Balance at 31 December 2016	<u>9,043</u>

Notes to the financial statements

at 31 December 2016

1. General information

Delphi International Holdings LLP (the "Partnership") is a wholly-owned indirect subsidiary of Delphi Automotive PLC (the "PLC"). The PLC, together with its subsidiaries and affiliates (collectively, the "Delphi Group"), is a leading global technology company serving the automotive sector. The PLC designs and manufactures vehicle components and provides electrical and electronic, powertrain and active safety technology solutions to the global automotive and commercial vehicle markets. The Partnership was incorporated for the purpose of acquiring substantially all of the non-United States ("U.S.") subsidiaries of the former Delphi Corporation. The Partnership is 99.9999 percent owned by Delphi Automotive LLP (hereinafter referred to as "wholly-owned" by Delphi Automotive LLP) and 0.0001 percent owned by Delphi Automotive Holdings U.S. Limited.

The Partnership was incorporated under the laws of England and Wales on 30 September 2009, registration number OC349101. The registered office is 1 Park Row, Leeds LS1 5AB.

2. Statement of compliance

The individual financial statements of the Partnership have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the UK and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

3. Accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with FRS 102 and the Statement of Recommended Practice 'Accounting by Limited Liability Partnerships'. There were no material departures from these standards.

Going concern

The Members of the Partnership are of the view that the Partnership has adequate resources to be able to meet its financial obligations as and when they fall due for a period of at least 12 months from the date of approval of these financial statements. Accordingly, they have concluded that the financial statements should be prepared on the going concern basis. The financial statements do not include any adjustments that would be necessary if the Partnership was no longer a going concern.

Functional Currency

The functional currency of the Partnership is the U.S. dollar. The financial statements are presented in U.S. dollars as management monitors the performance and financial position of the Partnership in U.S. dollars and all values are rounded to the nearest million except when otherwise indicated. The exchange rate between the Great Britain pound sterling ("£") and the U.S. dollar ("\$\$") at 31 December 2016 was £1 = \$1.23385 (2015 - £1 = \$1.48165).

Original issue discount note

The Partnership holds an original issue discount note from another entity in the Delphi Group which is repayable in full on 19 December 2033. The note does not bear any interest and was issued at a discount. The Company amortises the note discount over the life of the note, and the amortisation is included in the results for the period within interest receivable.

Investments

Investments in subsidiary undertakings are stated at cost less any provision for impairments.

Notes to the financial statements

at 31 December 2016

3. Accounting policies (continued)

Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions. The Partnership has taken advantage of the following exemptions:

- i. preparing a statement of cash flows, required under FRS 102 paragraph 1.12(b), on the basis that it is a qualifying entity and its ultimate parent company included the Partnership's cash flows in its own consolidated financial statements.
- ii. from the financial instrument disclosures, required under FRS 102 paragraphs 11.39 to 11.48A and paragraphs 12.26 to 12.29, on the basis that it is a qualifying entity and its ultimate parent company included financial instrument disclosures in its own consolidated financial statements.
- iii. from the related party disclosures, required under FRS 102 paragraphs 33.8 to 33.14, with respect to the transactions with companies that are wholly owned by the same group of companies.

4. Members' remuneration

The members, as listed on page 1 of the financial statements, did not receive any remuneration for the year ended 31 December 2016 (2015 – nil).

5. Interest receivable and similar income

For the year ended 31 December 2016, the Partnership reported interest receivable of \$50 million related to amounts due from other entities in the Delphi Group as discussed further in note 11 (Debtors) (2015 – \$43 million).

6. Dividend income

During the year ended 31 December 2016, the Partnership received dividends of \$4,539 million from Delphi Global Holdings Limited (2015 - \$nil). The dividends were declared and paid during the year ended 31 December 2016.

7. Interest payable and similar charges

For the year ended 31 December 2016, the Partnership reported interest payable of \$46 million related to amounts due to other entities in the Delphi Group as discussed further in note 12 (Creditors) (2015 – \$35 million).

8. Staff costs

The Partnership did not have any employees or payroll costs for the year ended 31 December 2016 (2015 – nil).

9. Auditor's remuneration

The remuneration of the auditor in the amount of approximately \$10,500 has been borne by Delphi Automotive PLC for the audit of the year ended 31 December 2016 (2015 – \$15,000).

10. Investments

As of 31 December 2016 the Partnership's investment in subsidiaries of \$4,533 million (2015 - \$3,994 million) consisted of the 100% ownership of Delphi Global Holdings Limited and 99.9999% ownership of Delphi Global Investments LLP.

During the year ended 31 December 2016, the Partnership contributed \$387 million cash and \$75 million notes receivable to Delphi Global Investments LLP in consideration for 1 new membership interest. Additionally, during the year ended 31 December 2016, the Partnership contributed \$77 million cash to Delphi Global Holdings Limited in consideration for 1 ordinary share.

Notes to the financial statements

at 31 December 2016

11. Debtors

	2016 \$m	2015 \$m
Debtors: amounts falling due within one year		
Amounts owed by group undertakings	23	566
Debtors: amounts falling due after more than one year		
Amounts owed by group undertakings	5,285	765

As of 31 December 2016 and 2015, the Partnership reported a total note receivable and accrued interest of \$5,308 million and \$1,331 million, respectively. This amount consists of a note receivable and accrued interest from Delphi Global Investments LLP of \$4,549 million and \$nil, Delphi UK Investments Limited of \$759 million and \$790 million, from Delphi Automotive LLP of \$nil and \$415 million, and from Delphi Automotive PLC of \$nil and \$126 million at 31 December 2016 and 31 December 2015, respectively.

- The note receivable from Delphi Global Investments LLP relates to an original issue discount note issued 19 December 2016, received by way of dividend. The note in the amount of \$16,800 million is due in December 2033 and was issued at a discount of \$12,261 million. Changes to the loan note discount for the year ended 31 December 2016 are as follows:

	\$m
Original discount	12,261
Amortisation of loan note discount	(10)
Discount at 31 December 2016	12,251

- The note receivable from Delphi UK Investments Limited relates to a €700 million (\$736 million using the 31 December 2016 exchange rate, \$765 million using the 31 December 2015 exchange rate) note which carries an interest rate of EURIBOR (effective the first day of the relevant annual interest period) plus 3.75% and matures on 9 March 2030. Interest on this note receivable is payable in March of each year and the Partnership reported \$23 million of accrued interest on this note at 31 December 2016 (2015 - \$25 million). For the year ended 31 December 2016, the partnership recorded a foreign currency translation loss of \$30 million (2015 – gain of \$5 million) related to the principal and interest on this note.
- The note receivable from Delphi Automotive LLP was due on demand and carried an interest rate of LIBOR plus 3.5%. Delphi Automotive LLP repaid this note in July 2016.
- The note receivable from Delphi Automotive PLC related to a revolving credit facility which carried an interest rate of 2.555%. Interest and principal outstanding on this facility were due November 2016 and were repaid in July 2016.

12. Creditors

	2016 \$m	2015 \$m
Creditors: amounts falling due in less than one year		
Amounts owed to group undertakings	38	35
Creditors: amounts falling due after more than one year		
Amounts owed to group undertakings	760	760

Notes to the financial statements

at 31 December 2016

12. Creditors (continued)

As of 31 December 2016 and 2015, the Partnership reported a note payable of \$760 million to Delphi UK Investments Limited. The note carries an interest rate of LIBOR (effective the first day of the relevant annual interest period) plus 4.90% and matures on 9 March 2030. Interest on this note is payable in March of each year and the Partnership reported \$38 million and \$35 million of accrued interest on this note at 31 December 2016 and 2015, respectively.

13. Ultimate parent undertaking and controlling party

Delphi Automotive PLC is the ultimate parent undertaking of the Partnership. Delphi Automotive PLC is incorporated in Jersey and is traded on the New York Stock Exchange. Its registered address is: Courtney Road, Hoath Way, Gillingham, Kent, ME8 0RU.

The parent of both the smallest and largest group for which the results of the Partnership were consolidated as of 31 December 2016 was Delphi Automotive PLC. The group financial statements of Delphi Automotive PLC are available from the Securities and Exchange Commission in the U.S.