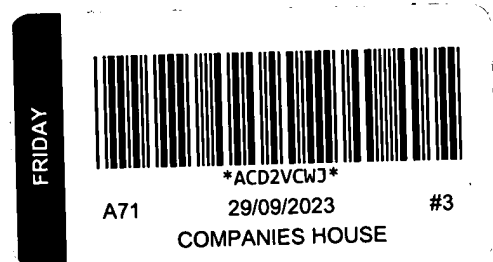


Company Registration No. 09432123 (England and Wales)

OPTIMAS OE SOLUTIONS LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 DECEMBER 2022



OPTIMAS OE SOLUTIONS LIMITED

COMPANY INFORMATION

Directors	H J McGrath M J Tuffy R W Goldman
Company number	09432123
Registered office	Waterwells Drive Quedgeley Gloucester GL2 2FR
Auditor	RSM UK Audit LLP Chartered Accountants 2nd Floor 1 The Square Temple Quay Bristol BS1 6DG

OPTIMAS OE SOLUTIONS LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2022

The directors present the strategic report and financial statements for the year ended 31 December 2022.

Principal Activities

Products and Services

Optimas OE Solutions Limited is a provider of integrated supply chain solutions and engineering support, focused on delivering highly engineered fasteners and C Class components to world-class customers.

Custom engineered fasteners are designed by an engineer using customer defined performance parameters and specified materials. These components are designed for a specific application and are often engineered to withstand harsh operating environments that include extreme temperatures, exposure to the elements and high torque. Cost of failure for customers can be extremely high and, as a result, custom engineered fasteners cannot generally be replaced by commodity components.

C Class components are industry standard production components used across all industries. Examples of C Class components are: fittings, clamps, bearings, and rivets, that we supply to our customer base of large, industrial customers as well as small- and medium-sized companies.

Our product portfolio includes nuts, bolts, screws, washers, clips, gaskets, brackets and rivets as well as other fasteners and small components required by manufacturers. In addition, we provide a significant amount of value-added services to our customers including global sourcing, inventory management, product verification and testing, delivery and logistics services.

As a provider of outsourced supply chain management solutions our services are critical to the success of our customers' operations.

Key End Markets

Fasteners are key components used in industrial assembly and are widespread across nearly every industrial sector. Our customers are primarily large, industrial companies as well as small and medium size businesses. Our customers' key end markets include: luxury automotive, general industrial, commercial vehicles, power generation and agricultural equipment. Our business provides a comprehensive supply chain solution that manages the sourcing, engineering, testing, delivery and logistics of these key components for our customers. Our comprehensive services allow our customers to focus on their core business of manufacturing as opposed to dealing with the challenges of global sourcing and the management of a complex supply chain. In addition, we organize, package, and supply individual but related parts and components together as one unit, which saves our customers time and creates efficiencies during the manufacturing and assembly processes. Furthermore, we test many facets of our components to ensure they meet strict quality requirements.

OPTIMAS OE SOLUTIONS LIMITED
STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

Business Review and KPI's

Turnover

For the year ended 31 December 2022 the Company reported turnover of £87,926k, which is an increase of 14.7% compared to the prior year.

Gross Margin

Gross margin increased from 22.9% in 2021 to 26.5% in 2022, an increase of 360bps.

Cost to serve

Cost to serve (defined as administration costs expressed as a percentage of Turnover) improved by 310bp to 27.4% of turnover (compared to 31.1% in the prior year)

Overall employee costs as a percentage of turnover increased 70 basis points from 17.9% to 18.6%.

Amortization and depreciation as a percentage of turnover decreased from 1.6% to 1.1%, net management fees (net payments to/from other Group companies) increased from an income of 2.0% to an income of 2.5% of turnover.

In 2022 there was a net loss on foreign exchange of £3,651k (compared to a loss of £6,787k in the prior year).

Cost to serve stripping out depreciation, amortization, net management fees and foreign exchange increased from 22.0% of turnover in 2021 to 24.6% of turnover in 2022.

Earnings Before Interest, Tax, Depreciation & Amortization (EBITDA)

EBITDA before impairment for the year ended 31 December 2022 was an income of £1,752k compared to a loss of £795k for the year ended 31 December 2021.

After adjusting for restructuring costs, losses on sale of investments, net management fees and foreign exchange losses, Adjusted EBITDA for the year ended 31 December 2022 was a profit of £3,223k compared to a profit of £5,261k for the year ended 31 December 2021.

There were exceptional costs of £500k recognised in the year ended 31 December 2022 (2021: £827k).

OPTIMAS OE SOLUTIONS LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

Balance Sheet

Trade Debtors have increased, the balance as at 31 December 2022 was £16,557k compared to £15,157k as at 31 December 2021, a increase of 9% as a result of increased trading activity during the year.

Trade Creditors reduced by 33%, reflecting improvements in Paid on Time focus.

The level of stock held has stayed broadly flat to 2021 (reducing by 1% to £24,259k) reflecting stability in the core product lines.

Principal Risks and Uncertainties

Our operating results depend upon many factors and are subject to various risks and uncertainties. Although we have tried to discuss key factors, be aware that other risks may prove to be important in the future. New risks may emerge at any time, and we cannot predict those risks or estimate the extent to which they may affect our financial performance. The material risks and uncertainties known to us which may cause the operating results to vary from anticipated results or which may negatively affect our operating results and profitability include, but are not limited to, the following

Our global supply chain subjects us to risks that may increase our costs:

For the year ended 31 December 2022 we derived 48% (2021: 42%) of our purchases from outside of the United Kingdom. Accordingly, we face numerous risks associated with conducting international operations, any of which could negatively affect our financial performance. These risks include the following:

- exchange rate risk, as we may be purchasing in a currency different from the currency that we bill the customer in;
- increased costs for transportation and shipping;
- local, economic, political, and social conditions, including potential hyperinflation conditions and political instability in certain countries;
- domestic and foreign customs, tariffs and quotas or other trade barriers;
- import or export licensing requirements;
- unexpected changes in laws or licensing and regulatory requirements, including negative consequences from changes in tax laws; and
- possible liabilities under applicable anti-corruption laws, export controls and economic sanctions.

A change in sales strategy or financial viability of our suppliers could adversely affect our sales or earnings:

Most of our agreements with suppliers are terminable to either party on short notice for any reason. We currently source products from over 1000 suppliers, with approximately 40% of our annual purchases are sourced from our ten largest suppliers. If any of these suppliers changes its sales strategy to reduce its reliance on distribution channels, or decides to terminate its business relationship with us, our sales and earnings could be adversely affected until we are able to establish relationships with suppliers of comparable products. Although we believe our relationships with these key suppliers are good, they could change their strategies as a result of a change in control, expansion of their direct sales force, changes in the marketplace or other factors beyond our control, including a key supplier becoming financially distressed.

OPTIMAS OE SOLUTIONS LIMITED STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

Our ability to pass changes in our input costs to our customers could impact our profitability:

Costs of raw materials used in our products (for example, steel) and energy costs have fluctuated during the last several years. Increases in these costs result in increased production costs for our suppliers. These suppliers typically look to pass their increased costs along to us through price increases. The fuel costs related to the distribution of our products have fluctuated as well. While we typically try to pass increased supplier prices and fuel costs through to our customers or to modify our activities to mitigate the impact, we may not be successful in doing so, particularly if supplier prices or fuel costs rise rapidly. Failure to fully pass any such increased prices and costs through to our customers or to modify our activities to mitigate the impact would have an adverse effect on our operating income. While increases in the cost of raw materials could be damaging to us, decreases in those costs, particularly if severe, could also adversely impact us by creating deflation in selling prices, which could cause our gross profit margin to deteriorate.

The loss of, or substantial decline in, sales in any of our key customers could adversely affect our financial performance:

We sell to a sophisticated customer base of large customers that have significant leverage over their suppliers. Generally, our customers are not required to purchase any minimum amount of products from us. The contracts into which we have entered with most of our customers typically provide that we supply particular products or services for a certain period of time when and if ordered by the customer. The lack of firm commitments could facilitate the customers' ability to change volume among suppliers. As our customers continue to become larger, they may seek to use their position to improve their profitability by various means, including lower pricing. Also, consolidation among customers could result in a loss of some of our present customers to competitors. The loss of one or more of our key customers, a significant customer's decision to purchase our products in significantly lower quantities than they have in the past, or deterioration in our relationship with any of our significant customers, could significantly affect our financial condition, operating results and cash flows. Additionally, the loss of market share or financial difficulties, including bankruptcy and financial restructuring, by any of our key customers could have a material adverse effect on our liquidity, financial position and results of operations.

Policy changes affecting international trade could adversely impact the demand for our products and our competitive position:

Changes in government policies on foreign trade and investment could affect the demand for our products and services. Our business benefits from free trade agreements, and efforts to withdraw from, or substantially modify such agreements, in addition to the implementation of more restrictive trade policies, such as more detailed inspections, higher tariffs, import or export licensing requirements, exchange controls or new barriers to entry, could have a material adverse effect on our liquidity, financial position and results of operations.

OPTIMAS OE SOLUTIONS LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

Going concern

No significant uncertainties that may cast significant doubt about the ability of the Company to continue as a going concern have been identified by the directors. The company has also received formal confirmation of ongoing support from its parent company, which the directors are satisfied can be relied upon to allow the company to meet its liabilities as they fall due for the next twelve months. The financial statements have therefore been prepared on a going concern basis.

In making this assessment the directors have considered the current global macro-economic environment, global geopolitical events and the uncertainty this presents in forecasting income. At this stage, the impact on profitability for our business and results has not been significant and the directors are confident that the steps taken to mitigate associated risk combined with future plans for the Company will ensure that it is well positioned to continue to trade in this uncertain economic environment. The directors have considered detailed trading and cashflow projections for a period of at least 12 months from the date of approval of these financial statements and have concluded that there is no material uncertainty about the ability of the company to continue as a going concern and that it remains appropriate to prepare the financial statements on a going concern basis.

Section 172 Statement

Optimas OE Solutions Limited is a provider of integrated supply chain solutions and engineering support, focused on delivering highly engineered fasteners and C Class components to world-class customers.

The company seeks to put the quality and integrity of its products first to satisfy the needs of its customers, invest in its employees, and support the communities where it operates, whilst it strives to make a sustainable profit for its shareholders. The key relationships with suppliers, customers, and other external stakeholders are overseen by the directors to ensure that all relationships are maintained in the most appropriate manner to promote the interests of the company and its stakeholders. The communication with staff is maintained through regular dialogue between the directors and the staff at both a national and local level. The board issues periodic email communications keeping staff aware of the progress within the company. This extends to updates on financial progress and also community activities that staff and the company engage in. The Board encourages openness amongst employees, actively invites direct employee feedback and takes pride in genuinely seeking to invest in its people through development and training.

The directors have acted in accordance with their duties codified in law, which includes their duty to act in a way in which they consider, in good faith, would most likely promote the success of the company for the benefit of its members as a whole, having regard to the stakeholders and matters set out in section 172(1) of the Companies Act 2006.

Section 172 considerations are embedded in the decision making at board level, of company issues and when discharging the duties of the directors as covered by this report. The board has several external advisors who also review the directors' activities and decisions to provide an independent oversight of the decisions, with the ability to report directly to the shareholder.

On behalf of the board

Hugh McGrath

.....
H J McGrath

Director

29/09/23
.....

OPTIMAS OE SOLUTIONS LIMITED
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022

The directors present their annual report and financial statements for the year ended 31 December 2022.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

H J McGrath
M J Tuffy
R W Goldman

Results and dividends

The results for the year are set out on page 14.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend (2021: £Nil).

Disabled persons

The company gives full consideration to applications for employment from disabled persons where the candidate's particular aptitude and abilities are consistent with adequately meeting the requirements of the job.

The company encourages and assists the employment of people with disabilities and the retention of employees who become disabled. Training is designed to ensure equal opportunity for career development and promotion for all staff.

Where existing employees become disabled, it is the company's policy to provide continuing employment wherever practical in the same or an alternative position and to provide appropriate training to achieve this aim.

Employee involvement

The company's policy is to consult and discuss with employees, matters likely to affect employees' interests. The company holds regular meetings with employees to inform them of the company's performance. Employees are encouraged to contribute suggestions on the development of the company and its method of operation.

Future developments

The company expects to retain and grow its market share in the UK through focusing on its valued added proposition with existing and new customers and its focus on delivering a first class service at a competitive price. The company is also exploring a number of new initiatives to drive profitable growth and to expand the range of goods and services offered to its customers.

Auditor

RSM UK Audit LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditors in the absence of an Annual General Meeting.

Statement of disclosure to auditor

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

OPTIMAS OE SOLUTIONS LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

Third party indemnity provision for directors

Qualifying third party indemnity provision is in place for the benefit of all directors of the company.

Financial risk management objectives and policies

The company's activities expose it to a number of financial risks including price risk, credit risk, cash flow risk and liquidity risk. The company does not use derivative financial instruments for speculative purposes.

Price risk

The company is exposed to the risk of movements in the market price of procured parts and components. This risk is managed through the constant review of sourcing strategies and customer pricing policies and the negotiation of appropriate commercial terms in the company's supply contracts and contracts with customers. The directors continually monitor the appropriateness and effectiveness of these procedures on an ongoing basis.

Cash flow risk

The company's activities expose it to the financial risks of changes in foreign currency exchange rates. The company maintains separate bank accounts which are denominated in various currencies, and also bills a number of customers in currencies other than Sterling which provides a degree of natural hedge against currency fluctuations.

The nature of the business makes cash flow forecasting reasonably predictable. The company regularly reviews cash flow forecasts and actual results against budgets in order to monitor and control cash flow risk.

Credit risk

The company's principal financial assets are cash, stock, trade and other debtors. The company's credit risk is primarily attributable to its trade receivables. The amounts presented in the balance sheet are net of allowances for doubtful receivables. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the asset. The company has implemented policies that require appropriate credit checks on potential customers before sales are made. In addition, credit checks may be made periodically on those customers who are deemed to be a significant credit risk to the company.

Liquidity risk

In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the company has access to and utilises group funding facilities.

OPTIMAS OE SOLUTIONS LIMITED
DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

Streamlined Energy and Carbon Report 2022 (SECR)

Table 3: Optimas UK Total Energy Consumption (kWh).

Utility and Scope	2022 Consumption (kWh)	2021 Consumption (kWh)
Scope 1 Total	2,863,791	2,724,816
Gaseous and other fuels (Scope 1)	780,447	738,720
Transportation (Scope 1)	2,083,343	1,986,096*
Scope 2 Total	1,724,947	2,125,167
Grid-Supplied Electricity (Scope 2)	1,724,947	2,125,167
Scope 3 Total	82,959	0
Transportation (Scope 3)	82,959	0
Total	4,671,697	4,849,983

* Scope 1 and Scope 3 transport were unable to be split out from 2021 SECR figures, so the total kWh has been included here.

Table 4: Optimas UK Total Location and Market-Based Emissions (tCO₂e).

Utility and Scope	2022 Consumption (tCO ₂ e)	2021 Consumption (tCO ₂ e)	2022 Consumption (tCO ₂ e)	2021 Consumption (tCO ₂ e)
	Location-based	Market-based	Location-based	Market-based
Scope 1 Total	643.70	643.70	625.00	625.00
Gaseous and other fuels (Scope 1)	143.99	143.99	137.00	137.00
Transportation (Scope 1)	499.70	499.70	488.00	488.00
Scope 2 Total	333.57	0.00	451.00	0.00
Grid-Supplied Electricity (Scope 2)	333.57	0.00	451.00	0.00
Scope 3 Total	19.13	19.13	12.00	12.00
Transportation (Scope 3)	19.13	19.13	12.00	12.00
Total	996.40	662.83	1,088.00	637.00

OPTIMAS OE SOLUTIONS LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

Table 2: Optimas UK Emissions Intensity Metric.

Intensity Metrics	Location-based tCO ₂ e		Market-based tCO ₂ e	
	2022	% change	2022	% change
All Scopes tCO₂e per £m revenue	11.79	-21.32%	7.84	-10.56%

Energy Efficiency Narrative

Energy Efficiency Improvements

Optimas are committed to year-on-year improvements in our operational energy efficiency. A register of energy efficiency measures has been compiled, with a view to implementing these measures in the next five years.

Measures ongoing and undertaken through 2022

Lighting Sensors Installed
Motion sensors connected to lighting units were installed in office bathrooms and kitchens in order to minimise waste energy consumption during work hours. Toilets and kitchens are only used periodically throughout the workday, so installing these sensors ensure that lighting is only turned on while these rooms are in use and not relying on individuals to turn switches on and off.

Gloucester Warehouse LEDs
Existing, less efficient lighting units were removed and replaced with more efficient LED lighting in the Gloucester warehouse in 2022. Despite procuring green electricity in the warehouses and offices, LED lighting will help to reduce the cost of and demand for electricity across our warehouse operations.

Gloucester and Bredbury Exterior LEDs
Similarly to the warehouse lighting, exterior lighting at the Gloucester and Bredbury sites was removed in 2022 and replaced with more efficient LED bulbs to reduce consumption and cut energy costs. Exterior lighting is key for continued operations during reduced winter daylight hours, and LEDs provide an increased level of effectiveness and efficiency.

40% Office Lighting to LED
Across the entire UK operations in 2022, Optimas replaced existing lighting units with LEDs in 40% of their offices. Office lighting is constantly switched-on during work hours and contributes significantly to Optimas' Scope 2 emissions. Therefore, switching to LEDs will help to reduce Optimas' electricity consumption and become a more ambient business.

Measures prioritised for implementation in 2023

Continuing LED Transition
During 2023 Optimas aim to continue the transition of our lighting in UK operations to LEDs where possible, ensuring maximum efficiency of offices and all other facilities.

EV Chargers
Optimas are hoping to install electric vehicle charging stations at their Gloucester, Barton and Bredbury locations in order to encourage staff and visitors to travel to the site in a more sustainable manner.

Ventilation System
At the Barton site, Optimas have sophisticated ventilation systems to reduce the risk of inhaling harmful fumes and toxins produced during operations. Replacing these older systems with newer and more energy-efficient versions will help to reduce wasted energy and help to maintain a safe working environment for staff.

II: Reporting Methodology

This report (including the Scope 1, 2 and 3 consumption and CO₂e emissions data) has been developed and calculated using the *GHG Protocol – A Corporate Accounting and Reporting Standard* (World Business Council for Sustainable Development and World Resources Institute, 2004); *Greenhouse Gas Protocol – Scope 2 Guidance* (World Resources Institute, 2015); *ISO 14064-1 and ISO 14064-2* (ISO, 2018; ISO, 2019a); *Environmental Reporting Guidelines: including Streamlined Energy and Carbon Reporting Guidance* (HM Government, 2019).

Government Emissions Factor Database 2022 version 1 has been used, utilising the published kWh gross calorific value (CV) and kgCO₂e emissions factors relevant for reporting period 01/01/2022 – 31/12/2022.

Estimations were undertaken to cover missing billing periods for properties directly invoiced to Optimas. These were calculated at the meter level on a kWh/day pro-rata basis.

- For properties where Optimas is indirectly responsible for utilities (i.e. via a landlord or service charge), the median consumption for properties with similar operations was calculated at meter level and applied to the properties with no available data.

These full-year estimations were applied to one gas supply. All estimations equated to 6.25% of reported consumption.

Optimas procures 100% renewable electricity, which results in zero emissions for Scope 2 on a market basis.

Intensity metrics have been calculated using total tCO₂e figures, and the selected performance indicator agreed with Optimas for the relevant report period is:

- Total turnover (€m) 2022 (2021) **€84.5m (€72.6m)**

On behalf of the board

Hugh McGrath

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H J McGrath
Director

29/09/23
Date

OPTIMAS OE SOLUTIONS LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2022

The directors are responsible for preparing the Strategic Report and the 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 the directors have elected to prepare the financial statements in accordance with the United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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 also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF OPTIMAS OE SOLUTIONS LIMITED

Opinion

We have audited the financial statements of Optimas OE Solutions Limited (the 'company') for the year ended 31 December 2022 which comprise Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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 under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF OPTIMAS OE SOLUTIONS LIMITED (CONTINUED)

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 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 directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 6, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF OPTIMAS OE SOLUTIONS LIMITED (CONTINUED)

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory framework that the company operates in and how the company is complying with the legal and regulatory framework;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102, the Companies Act 2006 and tax compliance regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures, inspecting correspondence with local tax authorities and evaluating advice received from internal/external tax advisors.

The audit engagement team identified the risk of management override of controls and revenue recognition as the areas where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments and evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business, and testing the recognition of a sample of revenue items with reference to the relevant supporting documentation, covering specifically both the cut-off around year end and separately reviewing revenue transactions recognised throughout the period.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities> This description forms part of our auditor's report.

Use of our report

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.

Dominic Finn

DOMINIC FINN (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
2nd Floor
1 The Square
Temple Quay
Bristol
BS1 6DG
Date: 29/09/23

OPTIMAS OE SOLUTIONS LIMITED
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022

		Year ended 31 December 2022 £'000	Year ended 31 December 2021 £'000
Turnover	Notes 3	87,926	76,686
Cost of sales		(64,646)	(59,148)
Gross profit		23,280	17,538
Administrative expenses		(24,114)	(23,387)
Other operating income		1,580	4,658
Operating profit / (loss) before exceptional costs		746	(1,191)
Exceptional costs	4	(500)	(827)
Operating profit / (loss) after exceptional costs	5	246	(2,018)
Interest receivable and similar income	9	683	835
Interest payable and similar charges	10	(222)	(150)
Profit / (Loss) before taxation		707	(1,333)
Taxation	11	(359)	224
Profit / (Loss) after taxation	22	348	(1,109)
Total comprehensive profit / (loss) for the year		348	(1,109)

OPTIMAS OE SOLUTIONS LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2022

	Notes	2022		2021	
		£'000	£'000	£'000	£'000
Fixed assets					
Goodwill	12		1,000		1,414
Other intangible assets	12		1,896		2,156
			<hr/>		<hr/>
Total intangible assets			2,896		3,570
Tangible assets	13		1,219		1,154
Investments	14		24,858		24,861
Debtor amounts falling due after one year	17		19,889		10,547
			<hr/>		<hr/>
Non current assets			48,862		40,132
Current assets					
Stocks	16	24,259		24,562	
Debtors amounts falling due within one year	17	56,823		31,443	
Cash at bank and in hand		627		2,949	
			<hr/>		<hr/>
		81,709		58,954	
Creditors amounts falling due within one year	18	(51,931)		(24,891)	
Net current assets					
			29,778		34,063
			<hr/>		<hr/>
Total assets less current liabilities			78,640		74,195
Creditor amounts falling due after one year			(4,097)		-
			<hr/>		<hr/>
Net assets			74,543		74,195
			<hr/>		<hr/>
Capital and reserves					
Called up share capital	21		131,095		131,095
Profit and loss reserves	22		(56,552)		(56,900)
			<hr/>		<hr/>
Total equity			74,543		74,195
			<hr/>		<hr/>

The financial statements were approved by the board of directors and authorised for issue on 29/09/23 and are signed on its behalf by:

Hugh McGrath

H J McGrath
Director

OPTIMAS OE SOLUTIONS LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2022

	Notes	Share Capital £'000	Profit and loss reserves £'000	Total £'000
Balance at 31 December 2020		131,095	(55,791)	75,304
Year ended 31 December 2021:				
Total comprehensive loss for the year		-	(1,109)	(1,109)
Balance at 31 December 2021		<u>131,095</u>	<u>(56,900)</u>	<u>74,195</u>
Year ended 31 December 2022:				
Total comprehensive profit for the year		-	348	348
Balance at 31 December 2022		<u><u>131,095</u></u>	<u><u>(56,552)</u></u>	<u><u>74,543</u></u>

OPTIMAS OE SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

Company information

Optimas OE Solutions Limited is a company limited by shares incorporated in England and Wales. The registered office and principal place of business is Waterwells Drive, Quedgeley, Gloucester, GL2 2FR.

The company's principal activities are disclosed in the Strategic Report.

Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest whole £1,000, except where otherwise indicated.

The current year presents the results for the 52 week period to 31 December 2022 and the comparative represents the 52 week period to 1 January 2022.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

FRS 102 exemption

Optimas OE Solutions Limited is taking advantage of the FRS 102 reduced disclosures exemption and is not producing a cash flow statement as this will be presented in the consolidated accounts of Optimas OE Solutions Holding LLC, which is the immediate parent company and who are preparing publicly available consolidated financial statements.

Optimas OE Solutions Limited is a wholly owned subsidiary of Optimas OE Solutions Holding LLC and the results of Optimas OE Solutions Limited are included in the parent consolidated financial statements which are filed at Companies House alongside these financial statements.

Group accounts

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

Optimas OE Solutions Limited is a wholly owned subsidiary of Optimas OE Solutions Holding LLC and the results of Optimas OE Solutions Limited are included in the parent consolidated financial statements which are filed at Companies House alongside these financial statements.

Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The company has also received formal confirmation of ongoing support from its parent company, which the directors are satisfied can be relied upon to allow the company to meet its liabilities as they fall due for the next twelve months. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

OPTIMAS OE SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies (Continued)

In order to assess the going concern assumptions, the directors have considered detailed trading and cashflow projections for a period of at least 12 months from the date of approval of these financial statements, taking account of the current global macro-economic environment, global geopolitical events and the uncertainty this presents in drawing their conclusions. As of December 2022, the company was funded from a mixture of available cash reserves and access to financing options including its access to the group facility of \$110 million.

At this stage, the impact on profitability for our business and results has not been significant and the directors are confident that the steps taken to mitigate associated risk combined with future plans for the Company will ensure that it is well positioned to continue to trade in this uncertain economic environment. They have therefore concluded that there is no material uncertainty about the ability of the company to continue as a going concern and that it remains appropriate to prepare the financial statements on a going concern basis.

Turnover

Turnover is recognized at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

Revenue from the sales of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transactions will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably. Where cash flows are received before this point, it is recognised as a deferred income liability until the recognition criteria is met.

Intangible fixed assets - goodwill

Goodwill represents the excess of the cost of acquisition of unincorporated business, over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is considered to have a finite useful life and is amortised on a systematic basis over its expected life, which is 10 years.

For the purposes of impairment testing, goodwill is allocated to the cash-generating units expected to benefit from the acquisition. Cash-generating units to which goodwill has been allocated are tested for impairment at least annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

OPTIMAS OE SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies (Continued)

Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisitions date if the fair value can be measured reliably.

Amortisation is recognised so as to write off the cost of the assets or valuation of the assets less their residual values over their useful lives on the following bases:

Software	3 – 5 years straight line
Customer relationships	15 years straight line

Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Leasehold land and buildings	3 – 10 years straight line
Plant and equipment	3 – 10 years straight line
Fixtures and fittings	5 years straight line
Computers	3 – 5 years straight line

Fixed assets that are acquired as part of a business combination are depreciated in line with the remaining life left upon acquisition.

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

Fixed asset investments

Interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

OPTIMAS OE SOLUTIONS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies (Continued)

Impairment of fixed assets

At each reporting end date, the company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Net realisable value is assessed at a customer level based upon the Bill of Material rather than on an individual part basis. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all its financial instruments.

Financial instruments are recognised when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

OPTIMAS OE SOLUTIONS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies (Continued)

Basic financial assets

Basic financial assets, which include trade and other receivables, including amounts due from group undertakings, and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

Other financial assets

Other financial assets, including trade investments, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publically traded and whose fair values cannot be measure reliably are measured at cost less impairment.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including trade and other payables, bank loans and loans from fellow group companies, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

OPTIMAS OE SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies (Continued)

Derecognition of financial liabilities

Financial liabilities are derecognized when, and only when, the company's contractual obligations are discharged, cancelled, or they expire.

Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

Taxation

The tax expense/credit represents the sum of the current tax debit/credit and deferred tax debit/credit. Current tax assets are recognised when tax paid exceeds the tax payable.

Current and deferred tax is charged or credited to the profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.

Current tax is based on taxable profit/loss for the period. Taxable profit/loss differs from local comprehensive income because it excludes items of income or expense that are taxable or deductible in other periods. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date. Deferred tax is not discounted.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is recognised on income and expenses from subsidiaries that will be assessed to or allowed for tax in a future period except where the company is able to control the reversal of the timing difference and it is probable that the timing difference will not reverse in the foreseeable future.

Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

OPTIMAS OE SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies (Continued)

Retirement benefits

For defined contribution schemes the amount charged to profit or loss is the contributions payable in the period. Differences between contributions payable in the period and contributions actually paid are shown as either accruals or prepayments.

Leases

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed.

Foreign exchange

Transactions in currencies other than the functional currency (foreign currency) are initially recorded at the exchange rate ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies are translated at the rate at the date of the transaction, or, if the asset or liability is measured at fair value, the rate when that fair value was determined.

All translation differences are taken to profit or loss, except to the extent that they relate to gains or losses on non-monetary items recognised in other comprehensive income, when the related translation gain or loss is also recognised in other comprehensive income.

OPTIMAS OE SOLUTIONS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The 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 where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Stock provision

Whilst valuing stock, management make judgements over items that are considered slow moving or obsolete, and provide for this against the total stock value, based on the date of the last movement of these stock lines.

Key sources of estimation uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

Goodwill and amortisation

The recoverable amount of goodwill and other intangible assets is based on value in use which requires estimates in respect of the allocation of goodwill to cash generating units, the future cash flows and an appropriate discount rate. The key inputs to the value in use calculations are the discount rate of 15.0% (2021: 11.8%) and the future earnings growth. The total value of intangible fixed assets at 31 December 2022 was £2,898k (2021: £3,569k).

OPTIMAS OE SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

2 Judgements and key sources of estimation uncertainty (Continued)

Share based payments

The valuation of share based payments requires estimates in respect of the expected term of awards that do not have a contractual life and the expected volatility of the underlying assets. Details of the estimates adopted are given in Note 26 and have given rise to a charge that the directors are satisfied is not material.

Impairment of investments and long-term group debtors

These balances are assessed for indicators of impairment at each reporting end date, and are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the investment, the estimated future cash flows have been affected. If a balance is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at its original effective interest rate. See note 14 for further details.

The company holds investment and long-term debtor balances in a number of legal entities across North America, Europe and Asia.

The value of future cash flows from each cash generating unit has been estimated by management based on the latest available operating performance information in each subsidiary. Assumptions have been made about future cash generation based on a combination of short-term internal forecasts, using information from recent trends and knowledge of specific business initiatives, combined with longer term economic growth forecasts.

The present value of future cash flows has been calculated by applying a discount rate to the future cash flows based on the weighted average cost of capital. The rate used was 15.0% (2021: 11.8%).

The results of this impairment testing have been reviewed for sensitivity against any potential future changes in the key assumptions used.

OPTIMAS OE SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

3 Turnover and other revenue

An analysis of the company's turnover is as follows:

	2022 £'000	2021 £'000
Turnover analysed by class of business		
Fasteners, C class components and related services	87,926	76,686
	<u>87,926</u>	<u>76,686</u>
	2022 £'000	2021 £'000
Turnover analysed by geographical market		
United Kingdom	76,688	64,590
Rest of European Union	6,686	9,947
Rest of the World	4,572	2,149
	<u>87,926</u>	<u>76,686</u>

4 Exceptional costs

	2022 £'000	2021 £'000
Impairment of long term intercompany loan debtor	500	-
Restructuring costs	-	307
Other	-	520
	<u>500</u>	<u>827</u>

OPTIMAS OE SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

5 Operating profit/ loss

Operating loss for the year is stated after charging/(crediting):

	2022	2021
	£'000	£'000
Exchange losses	3,651	6,787
Depreciation of owned tangible fixed assets	335	558
Loss on disposal of tangible fixed assets	-	43
Amortisation of intangible assets	671	671
Cost of stocks recognised as an expense	62,811	57,633
Provision against stock	1,288	1,213
Operating lease charges	1,564	1,376
	<u>1,564</u>	<u>1,376</u>

6 Auditors' remuneration

Fees payable to the company's auditor and its associates:

	2022	2021
	£'000	£'000
For audit services		
Audit of the company's financial statements	118	112
For other services		
Taxation advisory services	34	14
	<u>34</u>	<u>14</u>

OPTIMAS OE SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

7 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2022	2021
	Number	Number
Procurement & sales	102	90
Engineering & technical services	18	16
Operations	134	130
Support functions	69	67
	<u>323</u>	<u>303</u>

Their aggregate remuneration comprised:

	2022	2021
	£'000	£'000
Wages and salaries	14,398	11,231
Social security costs	1,371	1,045
Pension costs	556	572
	<u>16,325</u>	<u>12,848</u>

OPTIMAS OE SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

8 Directors' remuneration

	2022 £'000	2021 £'000
Remuneration for qualifying services	821	765
Company pension contributions to defined contribution schemes	11	110
	<u>832</u>	<u>875</u>

The number of directors for whom retirement benefits are accruing under defined contribution schemes amount to 1 (2021: 2)

Director's remuneration disclosed above includes the following payments to the highest paid director:

	2022 £'000	2021 £'000
Remuneration for qualifying services	587	635
Company pension contributions to defined contribution schemes	-	102
	<u>587</u>	<u>737</u>

9 Interest receivable and similar income

	2022 £'000	2021 £'000
Interest receivable from group undertakings	650	620
Interest receivable from third parties	33	59
Interest receivable from taxes	-	156
	<u>683</u>	<u>835</u>

OPTIMAS OE SOLUTIONS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

10 Interest payable and similar charges

	2022	2021
	£'000	£'000
Interest payable to group undertakings	170	73
Interest payable on bank overdrafts and loans	52	77
	<u>222</u>	<u>150</u>

11 Taxation

	2022	2021
	£'000	£'000
Current Tax		
Adjustments in respect of prior periods	-	(385)
	<u>-</u>	<u>(385)</u>
Total current tax charge	-	(385)
Overseas Tax		
Overseas tax on profits for the current period	359	161
	<u>359</u>	<u>(224)</u>

OPTIMAS OE SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

11 Taxation (Continued)

The charge for the period can be reconciled to the statement of comprehensive income as follows:

	2022 £'000	2021 £'000
Profit/(Loss) before taxation	707	(1,334)
Expected tax (credit) / charge based on the standard rate of corporation tax in the UK at 19% (2021: 19%)	134	(254)
Tax effect of expenses that are not deductible in determining taxable profit	8	5
Dividends received	(294)	(841)
Fixed asset differences	(88)	(58)
Foreign tax credits	359	161
Deferred tax not recognized	240	1,148
Adjustment in respect of prior periods	-	(385)
Tax charge/(credit) for the year	359	(224)

Factors that may affect future tax changes

From 1 April 2023 the main rate of corporation tax will increase from 19% to 25%.

The company has tax losses of £9,981k (2021: £9,240k), fixed asset timing differences of £749k (2021: £1,028k) and short-term timing differences of £7,580k (2021: £7,151k), which have not been recognised due to uncertainty over future taxable profits.

OPTIMAS OE SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

12 Intangible fixed assets

	Goodwill	Software	Customer relationships	Total
	£'000	£'000	£'000	£'000
Cost				
At 31 December 2021	4,138	103	3,835	8,076
At 31 December 2022	<u>4,138</u>	<u>103</u>	<u>3,835</u>	<u>8,076</u>
Amortisation and impairment				
At 31 December 2021	2,724	99	1,683	4,506
Amortisation charged for the year	414	1	256	671
At 31 December 2022	<u>3,138</u>	<u>100</u>	<u>1,939</u>	<u>5,177</u>
Carrying amount				
At 31 December 2022	<u>1,000</u>	<u>3</u>	<u>1,896</u>	<u>2,899</u>
At 31 December 2021	<u>1,414</u>	<u>4</u>	<u>2,152</u>	<u>3,570</u>

The goodwill and customer relationships arose on the acquisition of trade and assets from Anixter Limited and Optimas OE Solutions GmbH. The amortisation of all intangible assets is included within administrative expenses in the statement of comprehensive income.

OPTIMAS OE SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

13 Tangible fixed assets

	Short leasehold land and buildings £'000	Plant and equipment £'000	Fixtures and fittings £'000	Computers £'000	Total £'000
Cost					
At 31 December 2021	834	3,489	842	1,355	6,520
Additions	54	242	24	80	400
Disposals	-	-	-	-	-
At 31 December 2022	888	3,731	866	1,435	6,920
At 31 December 2021	498	2,890	828	1,150	5,366
Depreciation charged for the year	23	252	5	55	335
Eliminated in respect of disposals	-	-	-	-	-
At 31 December 2022	521	3,142	833	1,205	5,701
Carrying amount					
At 31 December 2022	367	589	33	230	1,219
At 31 December 2021	336	599	14	205	1,154

OPTIMAS OE SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

14 Fixed asset investments

	Notes	2022 £'000	2021 £'000
Investment in subsidiaries	15	24,858	24,861
Movements in fixed asset investments		<u>24,858</u>	<u>24,861</u>
			Shares in subsidiary entities £'000
Cost or valuation			
At 31 December 2021			24,861
Impairment in the year			(3)
As at 31 December 2022			<u>24,858</u>

Impairment losses of £3k were recognised on the company's investment in Optimas OE Solutions AB due to the uncertainty in future recoverability of the investment.

OPTIMAS OE SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

15 Subsidiaries

Details of the company's subsidiaries at 31 December 2022 are as follows:

Name of undertaking	Address of registered office	Country of incorporation or residency	Class of shareholding	% Held	
				Direct	Indirect
Optimas (Suzhou) Trading Co. Ltd	No 96 Weixi Road Weiting Town Suzhou Industrial Park Suzhou 215122 China	China	Ordinary	100.00	-
Optimas OE Solutions SAS	9, rue Gutenberg 57200 Sarreguemines France	France	Ordinary	100.00	-
Optimas OE Solutions Baglanti Sistemleri Satis ve Ticaret Limited Sirketi	Schenker Arkas Orhanlı Lojistik Merkezi Burgaz Cad. No 3 Orhanlı/ Tuzla Istanbul Turkey	Turkey	Ordinary	100.00	-
Optimas OE Solutions S.L.U	Passatge Garrotxa Nave 3 Sant Boi de Lobregat 08830 Barcelona Spain	Spain	Ordinary	100.00	-
Optimas OE Solutions Ltda. S. De R.L. de C.V.	Avenida Prolongación Zaragoza 1301, interior number 303, Residencial Pulgas Pandas Norte, Aguascalientes Mexico	Mexico	Ordinary	99.99	0.01
Optimas OE Solutions Pvt Ltd	P4, 101A, Pentagon Towers Magarpatta 411028 Pune, India	India	Ordinary	99.00	1.00
Optimas OE Solutions ULC	900-1959 Upper Water Street Halifax NA B3J 3N2 Canada	Canada	Ordinary	100.00	-

OPTIMAS OE SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

15 Subsidiaries (Continued)

Name of undertaking	Address of registered office	Country of incorporation or residency	Class of shareholding	% Held	
				Direct	Indirect
Barton Cold-Form (UK) Limited	Waterwells Drive Quedgeley Gloucester GL2 2FR	UK	Ordinary	100.00	-
Optimas OE Solutions HK Ltd	Level 54 Hopewell Ctr 183 Queen's Road East Hong Kong	Hong Kong	Ordinary	100.00	-
Optimas OE Solutions (Acquisition) LLC	The Corporation Trust Company Corporation Trust Center 1209 Orange St Wilmington, DE 19801	USA	Ordinary	100.00	-
Optimas UK Growth Ltd	Waterwells Drive Quedgeley Gloucester GL2 2FR	UK	Ordinary	100.00	-
Optimas OE Solutions (Japan) GK	212-1 Aza-Ishigami Oaza-Ryoke Ageo-shi Saitama-ken, Japan	Japan	Ordinary	100.00	-
Optimas OE Services GmbH	Thurn-und-Taxis-Platz 6 60313 Frankfurt a. Main Germany	Germany	Ordinary	100.00	-
Optimas OE Solutions AB	c/o Eversheds Sutherland Advokatbyrå Box 14055 104 40 STOCKHOLM	Sweden	Ordinary	100.00	-

OPTIMAS OE SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

15 Subsidiaries (Continued)

The aggregate capital and reserves and the result for the year of the subsidiaries noted above was as follows:

Name of undertaking	Profit/(Loss) £'000	Capital and Reserves £'000	Period From	Period To
Optimas (Suzhou) Trading Co. Ltd	1,060	10,941	01/01/2022	31/12/2022
Optimas OE Solutions SAS	2010	10,950	01/01/2022	31/12/2022
Optimas OE Solutions Baglanti Sistemleri Satis ve Ticaret Limited Sirketi	2,603	4,744	01/01/2022	31/12/2022
Optimas OE Solutions S.L.U	(51)	421	01/01/2022	31/12/2022
Optimas OE Solutions Ltda. S. De R.L. de C.V.	(501)	9,019	01/01/2022	31/12/2022
Optimas OE Solutions Pvt Ltd	320	2,147	01/01/2022	31/12/2022
Optimas OE Solutions ULC	(91)	713	01/01/2022	31/12/2022
Barton Cold-Form (UK) Limited	(1,988)	(8,092)	01/01/2022	31/12/2022
Optimas OE Solutions HK Ltd	1,685	2,852	01/01/2022	31/12/2022
Optimas OE Solutions (Acquisitions) LLC	-	-	01/01/2022	31/12/2022
Optimas UK Growth Ltd	-	-	01/01/2022	31/12/2022
Optimas OE Solutions (Japan) GK	31	501	01/01/2022	31/12/2022
Optimas OE Services GmbH	100	18	01/01/2022	31/12/2022
Optimas OE Solutions AB	5	8	01/01/2022	31/12/2022

Barton Cold-Form (UK) Limited is a manufacturer of fasteners for the automotive industry. Optimas UK Growth Ltd operates a share-based long term incentive plan for the employees of Optimas OE Solutions Limited, its parent entity. Optimas OE Services GmbH, Optimas OE Solutions S.L.U and Optimas OE Solutions AB are sales offices servicing the European business. All the other subsidiaries are suppliers of fasteners, C Class components and related services to automotive and other OEM manufacturers.

OPTIMAS OE SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

16 Stocks

	2022 £'000	2021 £'000
Stocks of finished goods	<u>24,259</u>	<u>24,562</u>

17 Debtors

	2022 £'000	2021 £'000
Amounts falling due within one year:		
Amounts due from group undertakings	39,019	15,646
Trade debtors	16,557	15,157
Corporation tax	256	385
Other debtors	857	68
Prepayments and accrued income	134	187
	<u>56,823</u>	<u>31,443</u>
Amounts falling due after one year:		
Amounts due from group undertakings	<u>19,889</u>	<u>10,547</u>
Total debtors	<u>76,712</u>	<u>41,990</u>

Of the amounts falling due after one year, all amounts are due to be repaid in full on 1 June 2025. Interest of 2.02% is due on the total balance.

A director was advanced a sum of £769,665 during the year which is included within other debtors. This amount is interest free with no repayments made during the year.

18 Creditors: amounts falling due within one year

	2022 £'000	2021 £'000
Bank loans and overdrafts	-	5,038
Trade creditors	8,886	13,265
Amounts due to group undertakings	34,169	879
Accruals and deferred income	3,774	3,667
Other creditors	2,084	-
Foreign withholding tax	871	871
Tax on loans to participators	255	-
VAT	1,892	1,171
	<u>51,931</u>	<u>24,891</u>

OPTIMAS OE SOLUTIONS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

19 Borrowings

	2022	2021
	£'000	£'000
Bank loans – payable in one year	<u>-</u>	<u>5,038</u>

On 1 June 2015, jointly with the parent company Optimas OE Solutions Holdings LLC, the company entered into a \$150 million five-year asset Senior Revolving Credit Facility secured by a portion of our accounts receivable and inventory.

In December 2020 the facility was amended to reduce the facility to \$110 million and change the maturity date to 30 December 2025. In December 2021 the facility was amended to increase the facility to \$130m. In February 2022 the facility was amended to replace any LIBOR based loans with SOFR based loans that accrue interest at SOFR plus margin based on outstanding availability, waive the need for a specific covenant, amend the manner in which the covenants are calculated and also provide an additional supplemental amount of \$20 million bringing the availability, on an interim basis until 22 June 2022 up to \$150 million, at which point the maximum availability would return to \$130 million. In June 2022 the facility was again amended to provide a \$20 million line limit increase from \$130 million to \$150 million. The line limit increase includes a \$10m supplemental amount that will decrease by \$2.5 million per quarter starting on 31 March 2023.

The Group's borrowing base, certified monthly, is based on eligible accounts receivable and inventory. We use the facility primarily for general corporate purposes. This committed facility is available to Optimas OE Solutions Limited and is secured by way of a fixed charge over property, investments, equipment, book debts, intellectual property rights, goodwill and insurance claims. There is also a floating charge over all other present and future business, undertakings and assets.

As at 31 December 2022 there was net excess availability of \$22.5 million (2021: \$22.1m) to the group in total.

The bank loan represents the drawings outstanding on this facility and is repayable in less than one year.

As at 31 December 2022, there were drawings of £Nil under the facility in the UK (2021: £5.0m) The average interest rate applicable on these drawings was 0.0% (2021: 5%).

20 Retirement benefit schemes

Defined contribution schemes

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

The charge to profit and loss in respect of defined contribution schemes was £556k (2021: £572k). At the year end, £Nil was outstanding and included in creditors (2021: £73k).

OPTIMAS OE SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

21 Share capital

	2022 £'000	2021 £'000
Ordinary share capital Authorised, issued and fully paid		
183,821,117 Ordinary shares of \$1 each	<u>131,095</u>	<u>131,095</u>

The shares rank equally for voting purposes and dividend rights. Each share ranks equally on a winding up for any distribution made. The shares are not redeemable.

22 Reserves

Profit and loss reserves

Cumulative profit and loss net of distribution to owners.

23 Financial commitments, guarantees and contingent liabilities

Optimas OE Solutions Limited has counter-guarantees in place for European subsidiaries with a total value of €474,491 (2021: €474,491).

Optimas OE Solutions Holdings LLC, the parent company, has parental guarantees over liabilities due to, Grange Limited, Leasedrive Ltd and Yanfeng Global Automotive.

Optimas OE Solutions Limited also has a cross guarantee, held by Ally Bank, over the \$146,000,000 term loans that were issued to Optimas OE Solutions Holdings LLC over all assets that are not otherwise secured by the bank.

OPTIMAS OE SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

24 Operating lease commitments

Lessee

At the reporting end date, the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2022 £'000	2021 £'000
Within one year	1,204	1,589
Between two and five years	2,578	4,795
In over five years	3	2,590
	<u>3,785</u>	<u>8,974</u>

25 Related party transactions

Optimas OE Solutions Limited has taken advantage of the exemption in FRS 102 to not report on transactions between wholly owned group entities.

At the year end the company had received £2,085k of payments on account from an affiliate company owned by the company's ultimate controlling party AIPCF V Feeder F LP (2021: £nil). The amount is included in Other creditors and is expected to be fully repaid within 1 year.

OPTIMAS OE SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

26 Share based payments

Growth Units

During 2016, AIP F (Cayman), Ltd, in its capacity as general partner of Optimas OE Solutions Holding, LP (the “Partnership”), incorporated a new legal entity, Optimas UK Growth Ltd (“Growth Co”), as a wholly-owned subsidiary of Optimas OE Solutions Limited (“Limited”).

The exercise price of the Growth Units issued is the fair value of the underlying equity at the time of the grant. Growth Units do not have a contractual life or vesting period.

The Growth Units have a put feature at the option of the employee that is triggered by an exit event, defined as the sale of the Partnership or 90% of its assets. The put feature ends 90 days after the triggering event.

A total of 4.2 million Growth Units have been granted and are outstanding as of 31 December 2022.

Exercisability of the put is contingent upon the occurrence of an exit transaction as defined in the agreements. As of 31 December 2022 the company has not recognised a compensation expense, as the directors have concluded it is not material to the financial statements.

We estimate the fair value of the Growth Units at the closing price on the grant date by applying the fair value determined using the Black-Scholes option valuation model. The application of this valuation model involves assumptions that are highly subjective, judgmental and sensitive in the determination of compensation cost.

Growth Unit activity for the year ended 31 December 2022 was as follows:

	Number of shares	Weighted average exercise price	Average remaining contractual term
Outstanding - 31 December 2021	2,389,133	USD1.00	7.2 years
Granted	1,846,899	USD1.00	9.3 years
Exercised	-	-	-
Forfeited or expired	-	-	-
Outstanding – 31 December 2022	4,236,032	USD1.00	8.1 years
Exercisable at 31 December 2022	-	-	-

OPTIMAS OE SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

26 Share based payments (continued)

Key Assumptions

The key assumptions used in determining the fair value of all the awards granted as of 31 December 2022 were as follows:

Key Assumptions	31 December 2022
Risk free interest rate	0.49%-3.97%
Expected term	6.5 years
Expected volatility	28.99%-38.09%
Dividend yield	0.0%

Peer group information is the basis for the selection of the expected volatility. The estimated expected term is the expected life. The risk-free interest rate is selected based upon yields of United States Treasury issues with a term equal to the expected term of the option being valued.

27 Controlling party

Optimas OE Solutions Limited is wholly owned by Optimas OE Solutions Holding LLC, a company registered in the USA.

The ultimate controlling party is deemed to be AIPCF V Feeder F LP, a partnership registered in the Cayman Islands.

The smallest and largest group that Optimas OE Solutions Limited is part of, which produce publically available financial statements, is headed by Optimas OE Solutions Holding LLC. These can be obtained from the following address:

Companies House
Crown Way
Cardiff
CF14 3UZ



Optimas OE Solutions Holding, LLC and Subsidiaries

Annual Report For The Year Ended December 31, 2022

Optimas OE Solutions Holding, LLC and Subsidiaries

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RSM US LLP

Independent Auditor's Report

Board of Members
Optimas OE Solutions Holding, LLC and Subsidiaries

Opinion

We have audited the consolidated financial statements of Optimas OE Solutions Holding, LLC and Subsidiaries (the Company), which comprise the consolidated balance sheets as of December 31, 2022 and 2021, the related consolidated statements of operations, comprehensive loss, changes in member's equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements (collectively, the financial statements).

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of Matter

As discussed in Note 1 to the financial statements, the Company has adopted Accounting Standards Update (ASU) 2016-02, *Leases (Topic 842)*, effective January 1, 2022. Our opinion is not modified with respect to this matter.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern within one year after the date that the financial statements are issued or available to be issued.

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Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

RSM US LLP

Chicago, Illinois
June 13, 2023

Optimas OE Solutions Holding, LLC and Subsidiaries
Consolidated Statements of Operations
(in millions of dollars)

	For the years ended	
	December 31, 2022	December 31, 2021
Net sales	\$ 644.6	\$ 635.5
Cost of goods sold	482.0	487.6
Gross profit	162.6	147.9
Operating expenses	161.4	148.8
Amortization of intangible assets	0.7	0.7
Operating Income (loss) before loss on sale of subsidiaries	0.5	(1.6)
Loss on sale of subsidiaries	—	0.7
Operating Income (loss)	0.5	(2.3)
Interest expense, net	(23.0)	(14.3)
Unrealized foreign exchange loss on intercompany loans and other	(5.6)	(10.3)
Loss before income taxes	(28.1)	(26.9)
Income tax expense	(3.8)	(4.1)
Net loss	\$ (31.9)	\$ (31.0)

See accompanying notes to the consolidated financial statements.

Optimas OE Solutions Holding, LLC and Subsidiaries
Consolidated Statements of Comprehensive Loss
(in millions of dollars)

	For the years ended	
	December 31, 2022	December 31, 2021
Net loss	\$ (31.9)	\$ (31.0)
Other comprehensive loss:		
Foreign currency translation effect	(9.8)	(4.0)
Comprehensive loss	\$ (41.7)	\$ (35.0)

See accompanying notes to the consolidated financial statements.

Optimas OE Solutions Holding, LLC and Subsidiaries
Consolidated Balance Sheets
(in millions of dollars)

	<u>December 31, 2022</u>	<u>December 31, 2021</u>
Assets		
Current assets		
Cash and cash equivalents	\$ 7.5	\$ 15.5
Accounts receivable, net	104.0	94.3
Inventories, net	191.3	202.6
Other current assets	7.6	6.5
Total current assets	310.4	318.9
Fixed assets, net	26.9	28.7
Right-of-use assets	22.0	—
Goodwill	28.3	29.5
Intangible assets, net	4.7	5.9
Other non current assets	1.3	0.5
Total assets	\$ 393.6	\$ 383.5
Liabilities		
Current liabilities		
Accounts payable	\$ 72.0	\$ 82.4
Short term borrowings	8.7	—
Current portion of finance lease liabilities	0.2	—
Current portion of operating lease liabilities	6.7	—
Accrued expenses and other	33.3	22.3
Current portion of term loans	4.0	4.0
Total current liabilities	124.9	108.7
Senior revolving credit facility, net of unamortized deferred financing	114.8	101.7
Term loans, net of unamortized deferred financing costs, less current portion	144.4	137.6
Finance lease liabilities, net of current portion	0.4	—
Operating lease liabilities, net of current portion	15.3	—
Total liabilities	399.8	348.0
Member's equity (deficit)		
Member's equity	214.8	214.8
Accumulated deficit	(201.8)	(169.9)
Accumulated other comprehensive loss	(19.2)	(9.4)
Total member's equity (deficit)	(6.2)	35.5
Total liabilities and member's equity (deficit)	\$ 393.6	\$ 383.5

See accompanying notes to the consolidated financial statements.

Optimas OE Solutions Holding, LLC and Subsidiaries
Consolidated Statements of Cash Flows

(in millions of dollars)

	For the years ended	
	December 31, 2022	December 31, 2021
Cash flows used in operating activities		
Net loss	\$ (31.9)	\$ (31.0)
Adjustments to reconcile net loss to cash used in operating activities:		
Depreciation of fixed assets	6.0	4.8
Change in operating lease right-of-use assets	8.0	—
Amortization of intangible assets	0.7	0.7
Amortization of deferred financing costs	2.3	2.3
Deferred income taxes	0.3	(0.5)
Unrealized foreign exchange loss on intercompany loans	5.5	10.2
Loss on disposal of fixed assets	—	0.1
Loss on sale of subsidiaries	—	0.7
Obsolete and excess inventory reserves	3.0	(0.5)
Allowances for doubtful accounts	0.2	0.6
Change in operating assets and liabilities, net of effects of sale of subsidiaries:		
Accounts receivable	(17.4)	15.0
Inventories	(2.2)	(60.4)
Other assets	(2.3)	0.1
Accounts payable	(3.6)	(0.5)
Accrued expenses and other	9.9	(0.4)
Change in operating lease liabilities	(7.7)	—
Net cash used in operating activities	(29.2)	(58.8)
Cash flows used in investing activities		
Expenditures for purchases of fixed assets	(5.5)	(12.7)
Proceeds from notes receivable from sale of subsidiaries	0.5	8.3
Net cash used in investing activities	(5.0)	(4.4)
Cash flows provided by financing activities		
Net proceeds from Senior Credit Facility	12.0	46.3
Issuance of Term Loans	10.0	20.0
Net proceeds from short term European borrowings	8.7	—
Term Loan principal payments	(4.0)	(4.0)
Proceeds from finance leases	0.6	—
Distributions to member	—	(0.4)
Payments for debt issuance costs	(0.5)	(0.7)
Net cash provided by financing activities	26.8	61.2
Effect of exchange rate changes on cash and cash equivalents	(0.6)	(1.2)
Net change in cash and cash equivalents	(8.0)	(3.2)
Cash and cash equivalents, beginning of year	15.5	18.7
Cash and cash equivalents, end of year	\$ 7.5	\$ 15.5
 Supplemental disclosures of cash flow information:		
Cash paid for interest	\$ 15.4	\$ 11.9
Cash paid for income taxes	1.8	3.0

See accompanying notes to the consolidated financial statements.

Optimas OE Solutions Holding, LLC and Subsidiaries
Consolidated Statements of Changes in Member's Equity (Deficit)
(in millions of dollars)

	Member's equity	Accumulated deficit	Accumulated other comprehensive loss	Total member's equity (deficit)
Balance as of January 1, 2021	\$ 214.8	\$ (138.5)	\$ (5.4)	\$ 70.9
Net loss	—	(31.0)	—	(31.0)
Distributions to member	—	(0.4)	—	(0.4)
Other comprehensive loss	—	—	(4.0)	(4.0)
Balance as of December 31, 2021	214.8	(169.9)	(9.4)	35.5
Net loss	—	(31.9)	—	(31.9)
Other comprehensive loss	—	—	(9.8)	(9.8)
Balance as of December 31, 2022	\$ 214.8	\$ (201.8)	\$ (19.2)	\$ (6.2)

See accompanying notes to the consolidated financial statements.

Optimas OE Solutions Holding, LLC and Subsidiaries
Notes to Consolidated Financial Statements

Note 1. Summary of Significant Accounting Policies

Summary and Description of the Business

Optimas OE Solutions Holding, LLC is a technology-enabled global distributor and manufacturer that provides fasteners, inventory management services and production related consumables to help global customers elevate efficiencies and reduce costs. As used herein, and except where the context otherwise requires, "Optimas", the "Company", "we", "us" or "our" refer to Optimas OE Solutions Holding, LLC and its consolidated subsidiaries.

The Company's product portfolio includes nuts, bolts, screws, washers, clips, fittings, gaskets, brackets and other fasteners, as well as personal protective equipment, maintenance, repair and operations supplies required by manufacturers. As of December 31, 2022, Optimas operated in 13 countries with presence in three continents: North America, Europe, and Asia. Utilizing deep expertise and forward-looking processes, the Company minimizes supply chain risk, optimize inventory, enhance operations and improve product quality for industrial manufacturers.

Optimas was formed on February 24, 2015. On June 1, 2015, American Industrial Partners Capital Fund V, L.P. ("AIP"), our indirect parent, purchased the net assets of the OEM Supply-Fasteners Business (the "Fasteners Business") of Anixter International Inc. ("Anixter"), and invested those net assets in Optimas. Prior to the acquisition of the Fasteners Business (the "Acquisition") the Company had no operations.

Reclassifications

Certain prior period amounts have been reclassified to conform to the current presentation. These reclassifications are not material and have not affected the previously reported net loss or member's equity.

Principles of Consolidation

The consolidated financial statements include the accounts of Optimas OE Solutions Holding, LLC and its wholly-owned subsidiaries. The Company operates on a calendar month schedule and its fiscal year ends on December 31 which aligns with the financial close dates of its reportable segments. All intercompany transactions are eliminated in consolidation.

Use of Estimates

The Company prepare its consolidated financial statements in accordance with Generally Accepted Accounting Principles ("GAAP") in the United States of America, which requires management to make accounting policy elections, estimates, and assumptions that affect a number of amounts in the Company's consolidated financial statements. Estimates and judgments are based on information available through the date the consolidated financial statements were available to be issued. Significant accounting policy elections, estimates, and assumptions include, among others, valuation assumptions of goodwill and intangible assets, useful lives of long-lived assets, allowances for doubtful accounts, inventory reserves, and income taxes. The Company bases its estimates on historical experience and other assumptions that it believes are reasonable. If actual amounts differ from estimates, the Company includes the revisions in our consolidated results of operations in the period the actual amounts become known.

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Foreign Currencies and Foreign Operations

The Company has determined that for each of its subsidiaries, the functional currency is their local currency. Optimas translates the results of operations of the foreign subsidiaries using average exchange rates during each period and translate balance sheet accounts using exchange rates at the end of each period. The Company records currency translation adjustments as a component of equity, and gains and losses on transactions are recorded in the Consolidated Statements of Operations. Since the underlying debt instruments are a component of working capital and are not long-term in nature, currency translation adjustments representing unrealized foreign exchange gains or losses on intercompany loans are also recorded in the Consolidated Statements of Operations.

The following tables summarize net sales and assets by United States and foreign operations for the years ended December 31, 2022, and December 31, 2021:

	For the years ended	
	December 31, 2022	December 31, 2021
<i>(in millions of dollars)</i>		
Net sales:		
United States operations	\$ 350.6	\$ 335.0
Foreign operations	294.0	300.5
Total net sales	\$ 644.6	\$ 635.5
<i>(in millions of dollars)</i>		
Assets:		
United States operations	\$ 216.0	\$ 208.5
Foreign operations	177.6	175.0
Total assets	\$ 393.6	\$ 383.5

Cash and Cash Equivalents

Cash equivalents include demand deposits with banks and all highly liquid investments with original maturities of three months or less. As of December 31, 2022, the Company had \$7.5 million in cash and cash equivalents, of which \$6.5 million was held outside of the United States. As of December 31, 2021, the Company had \$15.5 million in cash and cash equivalents, of which \$11.7 million was held outside of the United States. The Company has not experienced any significant losses in such accounts and believes it is not exposed to any significant credit risk on cash or cash equivalents.

Receivables and Allowance for Doubtful Accounts

Trade accounts receivable arise from product and services delivered to the Company's customers. Other receivables include notes receivable from the sale of subsidiaries and other receivables not classified as trade accounts receivable. The Company carries its accounts receivable at their face amounts less an allowance for doubtful accounts to provide for anticipated losses on accounts receivable due to a customer's inability to pay. On a regular basis, management evaluates the Company's accounts receivable and establishes the allowance for doubtful accounts based on a combination of specific customer circumstances, as well as credit conditions and history of write-offs and collections. The Company's earnings will be impacted in the future to the extent that actual credit loss experience

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differs from amounts estimated. Changes in the financial condition of the Company's customers or adverse developments in negotiations or legal proceedings to obtain payment could result in the actual loss exceeding the estimated allowance. The Company does not believe that it has any material exposure due to either industry or regional concentrations of credit risk. The allowance for doubtful accounts as of December 31, 2022, and December 31, 2021 were \$1.3 million and \$1.1 million, respectively. Accounts receivable are written off and deducted from the allowance account when receivables are deemed uncollectible. See *Note 4, Accounts Receivable* for further details.

Concentration of Risk

For the year ended December 31, 2022, the Company's three largest customers represented 21.7%, 13.9%, and 8.8%, respectively, of net sales. For the year ended December 31, 2021, the Company's three largest customers represented 19.7%, 11.9% and 8.7%, respectively, of net sales.

Inventories and Valuation for Excess and Obsolete Inventory

The Company records its inventories at the lower of cost or net realizable value and values all of its inventories using the average cost method. Optimas has agreements with some of its vendors that provide a right to return products. This right is typically limited to a small percentage of total purchases from that vendor. Such rights provide that the Company can return slow-moving products and the vendor will replace them with faster-moving products chosen by the Company. Some vendor agreements contain price protection provisions that require the manufacturer to issue a credit in an amount sufficient to reduce the Company's current inventory carrying cost down to the manufacturer's current price.

Management reviews the components of inventory for excess, obsolete and impaired inventories and make dispositions or reserves against such inventories as appropriate. The Company records inventory allowances based on estimates of specific factors, including:

- Whether a customer is obligated by contract to purchase the inventory
- Current market pricing
- Historical consumption experience and expected future usage
- Risk of obsolescence due to engineering changes

As of December 31, 2022, and December 31, 2021, the Company held inventory of \$191.3 million (net of inventory reserves of \$19.4 million) and \$202.6 million (net of inventory reserves of \$16.5 million), respectively. See *Note 5, Inventories* for further details.

Fixed Assets

Optimas records fixed assets at either fair value through the acquisition of a business or historical cost. The Company depreciates fixed assets using the straight-line method over the estimated useful lives of the assets.

The Company capitalizes certain computer software and software development costs incurred in connection with developing or obtaining computer software for internal use. The Company depreciates capitalized software costs on a straight-line basis over the estimated useful lives of the software.

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The following table summarizes useful lives by fixed asset category, as follows:

Asset Category	Useful Life Range
Leasehold improvements	Life of asset or lease term (a)
Machinery and equipment	2 to 10 years
Furniture and fixtures	3 to 5 years
Computer hardware and software	3 to 5 years

(a) The Company depreciates leasehold improvements using the shorter of the estimated useful life of the asset or the lease term.

Long-lived Assets other than Goodwill

In accordance to ASC 360, *Property Plant and Equipment*, the Company reviews the carrying amounts of its long-lived assets, including definite-lived intangible assets, on an ongoing basis and when events or circumstances indicate that such carrying amounts may not be recoverable. When such events or changes in circumstances occur, a recoverability test is performed comparing undiscounted cash flows from the use and eventual disposition of an asset or asset group to its carrying amount. If the projected undiscounted cash flows are less than the carrying amount, an impairment is recorded to the extent they carrying amount exceeds fair value. For the years ended December 31, 2022, and December 31, 2021, no impairment was recorded.

Goodwill

Goodwill is calculated as the excess of the purchase price over the fair value of net assets, including the amount assigned to identifiable intangible assets. The Company tests goodwill for impairment on an annual basis on the first day of the fourth quarter, and when events or changes in circumstances indicate the carrying value of these assets might exceed their current fair values. The first step includes comparing the reporting unit's estimated fair value with its carrying value. Management reviews the Company's reporting unit structure for goodwill testing annually or when significant changes in the organization occur. The Company estimates a reporting unit's fair value using planned growth rates, estimates of residual value, and estimates of market multiples. Estimating the fair value of individual reporting units requires management to make assumptions and estimates regarding future plans, industry and economic conditions, and actual results and conditions may differ over time. If the carrying value of a reporting unit's net assets exceeds its fair value, the Company applies the second step which requires measurement of the difference between the carrying value and implied fair value of goodwill. If the carrying value of goodwill exceeds its implied fair value, the Company considers the goodwill impaired and reduces it to its implied fair value. For the years ended December 31, 2022, and December 31, 2021, no impairment was required based on the Company's analysis.

Definite-lived Intangible Assets

The Company's definite-lived intangible assets consist of customer relationships and trademarks acquired through business acquisition and are recorded at fair value as of the date of the transaction. The Company amortizes customer relationships using the straight-line method over the 15-year estimated useful lives of the assets. The Company amortizes trademarks using the straight-line method over the 10-year estimated useful lives of the assets.

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Revenue Recognition

Sales to customers are recognized, at a point in time, upon transfer of title, which generally occurs upon shipment of products, when the price is fixed and determinable and when collectability is reasonably assured. The Company's payment terms generally range between 30 to 90 days after invoice date. The Company's contracts have a single performance obligation and are generally short term in nature. The Company records sales net of sales taxes, customer discounts, rebates and similar charges. The Company recognizes a provision for product returns and allowances as a reduction of sales within the same period that the sale is recognized. The Company calculates this provision based on an analysis of historical experience.

In instances where the Company does not have goods in stock and delivery times are critical, product is purchased from the manufacturer and drop-shipped to the customer. The Company generally takes title to the goods when shipped by the manufacturer and bill the customer for the product upon transfer of the title to the customer. See *Note 3, Revenue Recognition* for further details.

Sales Taxes

The Company presents sales tax amounts collected from customers for remittance to governmental authorities on a net basis in net sales on the Consolidated Statements of Operations.

Income Taxes

The Company has elected to be taxed as a partnership, with income taxes assessed primarily at the member level. However, all foreign subsidiaries continue to be subject to tax in their respective jurisdiction based on local country tax policies.

The Company accounts for deferred income taxes under the liability method. Optimas recognizes deferred tax assets and liabilities for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis and operating loss and tax credit carryforwards. The Company measures deferred tax assets and liabilities using enacted tax rates expected to apply to taxable income in the years in which these temporary differences are expected to be recovered or settled.

The Company classifies all deferred taxes as non-current in its balance sheet. The Company has included net deferred tax assets within other non current assets on the Consolidated Balance Sheets. Net deferred tax assets amounted to \$0.0 million and \$0.7 million, as of December 31, 2022 and December 31, 2021, respectively.

Insurance and Self-Insurance

The Company uses a combination of insurance and self-insurance for a number of risks, including workers' compensation, general liability, automobile liability, product liability and our obligation for employee healthcare benefits. Management estimates the liabilities associated with these risks on an undiscounted basis by evaluating and making judgments about historical claims experience and other actuarial assumptions and the estimated impact on future results.

Advertising and Sales Promotion

The Company expenses advertising and sales promotion costs as they are incurred. Advertising and promotion costs included within operating expenses on the Consolidated Statements of Operations amounted to \$0.8 million, and \$0.7 million for the years ended December 31, 2022, and December 31, 2021, respectively.

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Shipping and Handling Fees and Costs

The Company includes shipping and handling fees billed to customers in net sales. The Company includes the cost of shipping and handling associated with outbound freight in operating expenses on the Consolidated Statements of Operations. These costs amounted to \$11.7 million, and \$12.9 million for the years ended December 31, 2022, and December 31, 2021, respectively.

Debt Financing Costs

The Company includes deferred financing costs, net of amortization, as a reduction of long-term debt and line-of-credit arrangements in the balance sheet. The Company amortizes debt financing costs as part of interest expense using the effective interest rate method over the life of our debt. Refer to *Note 9, Debt*, for further details on balances included in the Company's Consolidated Balance Sheets for the periods presented.

Defined Contribution Plan

The Company maintains a defined contribution 401(k) plan in which eligible employees can invest a portion of their earnings in various program funds. Optimas expenses Company matching contributions to the defined contribution plan for eligible employees as incurred. The Company includes the cost of its contributions to the defined contribution plan in operating expenses on the Consolidated Statements of Operations. The Company incurred \$1.2 million of expense related to matching contributions for the years ended December 31, 2022, and December 31, 2021.

Fair Value Measurements

Certain amounts included in the accompanying consolidated financial statements are presented at fair value in accordance with ASC 820. *Fair Value Measurements and Disclosures*. Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. The Company measures the fair values of tangible and intangible assets on a nonrecurring basis if required by impairment tests applicable to these assets. The Company records cash, accounts receivables, other current assets, accounts payables, accrued liabilities, and short-term borrowings at cost, which approximates their fair value due to the immediate or short-term maturity of these financial instruments.

Accumulated Other Comprehensive Loss

The Company reports certain unrealized gains and losses in "Accumulated other comprehensive loss" ("AOCL") which are also reported in other comprehensive loss on the Consolidated Statements of Comprehensive Loss. These include unrealized gains and losses related to our investments in subsidiaries which are recorded in currencies other than the U.S. dollar. As these foreign currency denominated investments are translated at the end of each period during consolidation using period-end exchange rates, fluctuations of exchange rates between the foreign currency and the U.S. dollar increase or decrease the value of those investments. The Company translates the results of operations for foreign subsidiaries, where the functional currency is not the U.S. dollar, using the average exchange rates during the periods reported, while the Company translates the assets and liabilities using period-end exchange rates. The Company records the assets and liabilities-related translation adjustments as foreign currency translation, a separate component of AOCL.

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New Accounting Pronouncements

Leases

In February 2016, the Financial Accounting Standards Board ("FASB") issued ASU 2016-02, Leases. Since that date, the FASB has issued additional ASU's clarifying certain aspects of ASU 2016-02. The new guidance supersedes the lease guidance under FASB Accounting Standards Codification ("ASC") Topic 840, Leases, resulting in the creation of FASB ASC Topic 842, Leases. The guidance requires a lessee to recognize on the Balance Sheet a liability to make lease payments and a right-of-use asset representing its right to use the underlying asset for the lease term for both finance and operating leases. Subsequent guidance issued after February 2016 did not change the core principle of ASU 2016-02. The guidance is effective for fiscal years beginning after December 15, 2021. The Company has adopted the new guidance starting January 1, 2022, with the principle aim of ASU 2016-02 to enhance transparency and comparability in financial reporting and in addition to the above changes, the Company will provide supplementary disclosures to enhance the understanding of its lease arrangements. The additional disclosures will include quantitative and qualitative information about lease liabilities, lease assets, lease expense recognized during the reporting period, maturity analysis of lease liabilities, weighted average remaining lease term and discount rate used to measure lease liabilities, judgments made in applying the new standard, including key assumptions and discount rates used.

In November 2021, the FASB issued ASU 2021-09, Leases (Topic 842): Discount Rate for Lessees That Are Not Public Business Entities. Entities that have not yet adopted Topic 842 as of November 11, 2021, are required to adopt the amendments in this Update at the same time that they adopt Topic 842 using the existing transition provisions.

Under ASC 842 lessees are required to determine a discount rate for calculating the present value of lease payments when classifying a lease and measuring the lease liability. As the Company's leases do not contain an implicit rate, we have elected the Practical Expedient under ASC 842 and selected the risk-free rate as the discount rate. The risk-free rate represents the interest rate on a risk-free investment with a term similar to the lease term. Leases with a term of 12 months or less have been excluded under the short-term exemption.

Adopting the amended guidance alone does not require a lessee to remeasure and reallocate the consideration in the contract, to reassess the lease term or the likelihood of exercising a purchase option, to remeasure the lease payments under ASC 842-10-35-4, or to reassess lease classification under ASC 842-10-25-1.

The Company analyzed the impact of this standard on its consolidated financial statements as part of the adoption of ASU 2016-02, referenced above and in the analysis as provided in *Note 8, Leases*.

Financial Instruments – Credit Losses

In June 2016, the FASB issued ASU 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments ("ASU 2016-13"). The new guidance provides financial statement users with improved information about the expected credit losses on trade receivables and other financial instruments held by a reporting entity at each reporting date. The amendments in this update replace the incurred loss methodology with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to calculate credit loss estimates. ASU 2016-13 is effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. The Company is currently evaluating the impact of adopting ASU 2016-13 on its consolidated financial statements.

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Intangibles - Goodwill and Other

In January 2017, the FASB issued ASU 2017-04, Intangibles - Goodwill and Other (Topic 350) - Simplifying the Test for Goodwill Impairment. This standard eliminates the requirement to calculate the implied fair value of goodwill to measure a goodwill impairment charge (i.e., Step 2 of the current guidance), instead measuring the impairment charge as the excess of the reporting unit's carrying amount over its fair value (i.e., Step 1 of the current guidance). This guidance is effective for annual and any interim impairment tests performed for periods beginning after December 15, 2022. Early adoption is permitted for annual and interim goodwill impairment testing dates after January 1, 2017. The Company does not expect the adoption of this standard to have a material impact on its consolidated financial statements.

Other

The Company does not believe that the adoption of any other issued, but not yet effective, accounting pronouncements would have a material impact on its consolidated financial statements or disclosures.

Note 2. Sale of Subsidiaries

During the first quarter of 2020, Optimas entered into an agreement to sell its subsidiaries holding substantially all assets and liabilities related to its businesses in Italy, Germany, Bulgaria, Belgium, and Sweden. On April 3, 2020, the sale was completed. The sale agreement included customary representations and warranties and an agreement not to compete.

Sale proceeds consisted of notes receivable aggregating \$8.8 million, and a value added tax receivable of \$6.2 million. The notes receivable are secured by inventory and are payable in monthly installments that began in July 2020 and will end in June 2023. The value added tax claim was collected in full during March 2021. Remaining sale proceeds of \$1.0 million and \$1.9 million were recorded within accounts receivable on the Consolidated Balance Sheets as of December 31, 2022, and December 31, 2021, respectively.

Loss on sale of \$0.0 million and \$0.7 million was recorded for the years ended December 31, 2022, and December 31, 2021, respectively, as a component of operating loss in the Consolidated Statements of Operations.

Note 3. Revenue Recognition

Consideration Payable to a Customer

The Company offers customers sales incentives, primarily volume discounts and rebates. These volume discounts and rebates result in a reduction of net sales from the goods transferred to the customer at the later of when the related revenue is recognized or when the Company promises to pay the consideration. The Company estimates volume discount and rebate accruals based on various factors, including contract terms, historical experience, and performances levels and are included in accrued expenses and other current liabilities in the Consolidated Balance Sheets.

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Disaggregation of Revenue

Reportable Segments

The Company manages its business and report its operating results based on the geographies it serves. The Company has two reportable segments as follows: Americas and International.

The following table presents the disaggregation of net sales related to reportable segments for the years ended December 31, 2022, and December 31, 2021:

(in millions of dollars)	<u>December 31, 2022</u>	<u>December 31, 2021</u>
Americas	\$ 375.6	\$ 382.3
International	269.0	253.2
Net Sales	<u>\$ 644.6</u>	<u>\$ 635.5</u>

Products and Services

The Company groups its products in three broad categories: custom engineered fasteners, C Class components, and internally manufactured components. The following table summarizes net sales in these three broad product categories for the years ended December 31, 2022, and December 31, 2021:

(in millions of dollars)	<u>December 31, 2022</u>		<u>December 31, 2021</u>	
	<u>Net Sales</u>	<u>%</u>	<u>Net Sales</u>	<u>%</u>
Custom engineered fasteners	\$ 547.5	84.9 %	\$ 454.3	71.5 %
C Class components	87.6	13.6 %	174.3	27.4 %
Internally manufactured components	9.5	1.5 %	7.0	1.1 %
Total	<u>\$ 644.6</u>	<u>100.0 %</u>	<u>\$ 635.5</u>	<u>100.0 %</u>

Net Sales by Key End Market

The following table summarizes our net sales by key end market for the years ended December 31, 2022, and December 31, 2021:

(in millions of dollars)	<u>December 31, 2022</u>			<u>December 31, 2021</u>		
	<u>Net Sales</u>	<u>%</u>		<u>Net Sales</u>	<u>%</u>	
Automotive	\$ 119.2	18.5 %		\$ 111.0	17.5 %	
General Industrial	255.2	39.6 %		241.3	38.0 %	
Commercial Vehicles	194.1	30.1 %		215.2	33.9 %	
Power Generation Equipment	40.4	6.3 %		34.7	5.4 %	
Agriculture Equipment	35.7	5.5 %		33.3	5.2 %	
Total	<u>\$ 644.6</u>	<u>100.0 %</u>		<u>\$ 635.5</u>	<u>100.0 %</u>	

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Contract Assets and Liabilities

The Company records a contract asset when it has a right to payment from a customer that is conditioned on events other than the passage of time. The Company records a contract liability when customers prepay but the Company has not yet satisfied its performance obligation. Refer to *Note 12, Related Parties*, for further detail. The Company did not have any additional material unsatisfied performance obligations, contract assets or liabilities as of December 31, 2022, and December 31, 2021.

Note 4. Accounts Receivable

The following table presents the components of accounts receivable appearing in the accompanying consolidated balance sheets as of:

	December 31, 2022	December 31, 2021
(in millions of dollars)		
Trade accounts receivable	\$ 101.8	\$ 91.0
Other receivables	3.5	4.4
Subtotal	105.3	95.4
Allowance for doubtful accounts	(1.3)	(1.1)
Accounts receivable, net	\$ 104.0	\$ 94.3

Note 5. Inventories

The components of inventories as of December 31, 2022, and December 31, 2021, were as follows:

	December 31, 2022	December 31, 2021
(in millions of dollars)		
Finished goods	\$ 204.2	\$ 212.0
Work in progress	4.3	4.6
Raw materials	2.2	2.5
Reserves	(19.4)	(16.5)
Inventories, net	\$ 191.3	\$ 202.6

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Note 6. Fixed Assets

The components of fixed assets as of December 31, 2022, and December 31, 2021, were as follows:

	December 31, 2022	December 31, 2021
(in millions of dollars)		
Leasehold improvements	\$ 5.4	\$ 5.2
Machinery and equipment	34.4	35.0
Furniture and fixtures	2.6	2.7
Computer hardware and software	30.8	28.8
Leased property under finance leases	0.6	—
Construction in progress	3.1	2.5
	76.9	74.2
Accumulated depreciation	(50.0)	(45.5)
Fixed assets, net	\$ 26.9	\$ 28.7

Depreciation expense for the years ended December 31, 2022, and December 31, 2021, was \$6.0 million, and \$4.8 million, respectively.

Note 7. Goodwill and Intangible Assets

The following table summarizes goodwill attributable to the Company's reportable segments as follows:

	December 31, 2022	December 31, 2021
(in millions of dollars)		
Americas	12.3	12.3
International	16.0	17.2
Goodwill	\$ 28.3	\$ 29.5

The components of goodwill and intangible assets as of December 31, 2022, and December 31, 2021, were as follows:

	December 31, 2022		December 31, 2021	
	Goodwill	Intangible Assets	Goodwill	Intangible Assets
(in millions of dollars)				
Prior year net balance	\$ 29.5	\$ 5.9	\$ 30.1	\$ 6.9
Amortization expense	—	(0.7)	—	(0.7)
Effect of foreign currency translation	(1.2)	(0.5)	(0.6)	(0.3)
Net balance	\$ 28.3	\$ 4.7	\$ 29.5	\$ 5.9

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The following table summarizes the components of goodwill and intangible assets:

	December 31, 2022		December 31, 2021	
	Goodwill	Intangible Assets	Goodwill	Intangible Assets
(in millions of dollars)				
Gross balance	\$ 28.3	\$ 9.3	\$ 29.5	\$ 9.8
Accumulated amortization	—	(4.6)	—	(3.9)
Net balance	\$ 28.3	\$ 4.7	\$ 29.5	\$ 5.9

Using December 31, 2022, exchange rates, the Company estimates annual amortization expense for each of the next five years to be \$0.6 million.

Note 8. Leases

The Company adopted ASU No. 2016-02 Leases (Topic 842), as of January 1, 2022, using the cumulative effect transition approach. The cumulative effect transition approach provides a method for recording existing leases at adoption and not restated comparative periods; rather the effect of the change is recorded at the beginning of the year of adoption.

The Company elected the package of practical expedients permitted under the transition guidance within the new standard, which among other things, allowed the Company to carry forward the historical lease classification. The Company selected the hindsight practical expedient to determine the lease term for existing leases.

Adoption of the new standard resulted in the recording of net lease assets and lease liabilities of approximately \$29.5 million and \$29.6 million, respectively, as of January 1, 2022. The standard did not materially impact consolidated net earnings and had no net impact on cash flows.

At the inception of an arrangement, the Company determines whether the arrangement is or contains a lease based on the unique facts and circumstances present. Operating leases are included in right-of-use assets and operating lease liabilities on its consolidated balance sheet. Finance leases are included in fixed assets, net and finance lease liabilities on its consolidated balance sheet.

Right-of-use ("ROU") assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. The Company has non-cancelable operating leases, primarily for equipment, office, and operating facilities, which expire over the next 10 years. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. The Company's lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

Although separation of lease and non-lease components is required, certain practical expedients are available to entities. The Company has lease agreements with lease and non-lease components, which are generally accounted for separately.

Leases with a term greater than one-year are recognized on the balance sheet as ROU assets, lease liabilities and, if applicable, long-term lease liabilities. The Company has elected not to recognize on the balance sheet leases with terms of one-year or less.

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Some leases include one or more options to renew, with renewal terms that can extend the lease term from one to ten years. The exercise of lease renewal options is at our sole discretion. The depreciable life of assets and leasehold improvements are limited by the expected lease term unless there is a transfer of title or purchase option reasonably certain of exercise.

The Company leases certain warehouses and distribution centers, office space, transportation equipment and other machinery and equipment. The majority of the leases have remaining terms of 1 to 7 years. The lease agreements do not contain any material residual value guarantees or material restrictive covenants.

The maturity of lease liabilities is as follows:

(in millions of dollars)	<u>Operating Leases</u>	<u>Finance Leases</u>
2023	\$ 6.9	\$ 0.2
2024	5.4	0.2
2025	4.4	0.2
2026	2.4	—
2027	1.2	—
Thereafter	2.4	—
Total lease payments	<u>22.7</u>	<u>0.6</u>
Less: amount of lease payments representing interest	(0.7)	(0.0)
Present value of lease liabilities	<u>\$ 22.0</u>	<u>\$ 0.6</u>
Current portion of lease liabilities	6.7	0.2
Long-term portion of lease liabilities	15.3	0.4

Other operating lease data are as follows:

(in millions of dollars)	<u>Amount</u>
Opening ROU assets balance on January 1, 2022	\$ 29.5
Opening lease liability balance on January 1, 2022	29.6
	<u>December 31,</u>
	<u>2022</u>
Operating lease costs resulting from lease payments	\$ 7.8
Other lease costs ⁽¹⁾	3.4
Total lease costs	<u>11.2</u>
Operating lease - Operating cash flows (fixed payments)	\$ 8.0
Operating lease - Operating cash flows (liability reduction)	7.7

(1) Other lease costs include short-term lease costs and costs for lease abandonment of one of the Company's facilities.

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The term and discount rate associated with leases are as follows:

	<u>Operating Leases</u>	<u>Finance Leases</u>
Weighted-Average remaining lease term (years)	4.4	2.9
Weighted-Average discount rate (%)	1.34%	4.02%

Minimum operating lease commitments under operating leases as of December 31, 2021 are as follows:

Years ended:	
(in millions of dollars)	
2022	\$ 9.6
2023	7.8
2024	5.5
2025	4.2
2026	2.8
Thereafter	6.5
Total minimum lease commitments	<u><u>\$ 36.4</u></u>

Total rental expense was \$11.2 million and \$10.4 million for the years ended December 31, 2022, and December 31, 2021, respectively. Rental expense is included within operating expenses on the Consolidated Statements of Operations.

After lease commencement, a lessee measures the lease liability for an operating lease at the present value of the remaining lease payments using the discount rate determined at lease commencement, as long as the discount rate has not been updated as a result of a reassessment event.

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Note 9. Debt

Senior Revolving Credit Facility

On June 1, 2015, the Company entered into a \$150 million five-year asset Senior Revolving Credit Facility secured by a portion of accounts receivable and inventory. Prior to December 9, 2019, the Company's asset based senior secured revolving credit facility (the "Amended Senior Revolving Credit Facility") was limited to \$180.0 million and matured in July 2023. On December 9, 2019, the facility was amended to reduce the facility to \$175.0 million, change the maturity date to the earlier of (a) December 9, 2022, or (b) the maturity date of the Term Loans, discussed below, and reduce the lending group to a single banking institution. On December 30, 2020, the facility was amended to reduce the facility to \$110 million and change the maturity date to December 30, 2025. On November 3, 2021, the facility was amended to increase the facility to \$130 million. In February 2022, the facility was amended to replace any LIBOR based loans with SOFR based loans that accrue interest at SOFR plus margin based on outstanding availability, waive the need for a specific covenant, amend the manner in which the covenants are calculated and also provided an additional supplemental amount of \$20 million bringing the availability, on an interim basis until June 22, 2022, up to \$150 million, at which point the maximum availability would return to \$130 million. In June 2022, the facility was again amended to provide a \$20 million line limit increase from \$130 million to \$150 million.

The Company's borrowing base, certified monthly, is based on eligible accounts receivable and inventory in the United Kingdom and in the United States of America. The Company uses the facility primarily for general corporate purposes. The following table summarizes the Company's Senior Revolving Credit Facility position as of December 31, 2022, and December 31, 2021:

(in millions of dollars)	<u>Borrowing Base</u>	<u>Drawn</u>	<u>Letters of Credit</u>	<u>Excess Availability</u>
December 31, 2022	\$ 142.8	\$ 118.8	\$ 1.5	\$ 22.5
December 31, 2021	\$ 130.0	\$ 106.7	\$ 1.2	\$ 22.1

Borrowings under the Amended Senior Revolving Credit Facility are designated by the borrower as either Base Rate loans or SOFR loans.

Base Rate loans accrue interest at the prime rate plus margin based on outstanding balances, with \$0.6 million of Base Rate loans outstanding as of December 31, 2022. The interest rate for Base Rate loans as of December 31, 2022, and December 31, 2021, were 9.00% and 4.75%, respectively.

SOFR loans have an original maturity of 30 to 180 days and accrue interest at SOFR plus margin based on outstanding balances. Weighted average interest rates for SOFR loans as of December 31, 2022, and December 31, 2021, were 6.71% and 3.56%, respectively.

Fees include customary charges related to issuance of letters of credit and an unutilized commitment fee of 0.50% as of December 31, 2022, and December 31, 2021. Fees for the years ended December 31, 2022, and December 31, 2021, were \$0.1 million and \$0.2 million, respectively and are recorded within interest expense, net on the Consolidated Statements of Operations.

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Term Loans

On December 30, 2020, the Company obtained \$130 million of Term Loans, of which \$80 million (Term Loan A) was issued with an initial annual interest rate of 6.25% (weighted average of 9.23% as of December 31, 2022), maturing on December 30, 2025, and the other \$50 million (Term Loan B) was issued with an initial annual interest rate of 8.25% (11.35% as of December 31, 2022), maturing on December 30, 2026. On December 30, 2021, the Company obtained an additional \$20 million Term Loan (Term Loan C), with an initial annual interest rate of 8.75% (11.84% as of December 31, 2022), maturing on December 30, 2026. Effective June 29, 2022, via an amendment, the Company increased the Term Loan A to \$90 million and decreased the Term Loan B to \$45 million. The Term Loans are SOFR loans and have an original maturity of 30 to 180 days and accrue interest at SOFR plus a margin based on outstanding balances. Interest is payable on maturity of the SOFR loans. The Term Loans are secured by (a) a first priority lien on substantially all assets, except inventory, accounts receivable and cash, and (b) a second priority lien on the assets securing the Senior Revolving Credit Facility. Optimas is required to meet certain debt covenant requirements on a quarterly basis and received amendments for certain debt covenant requirements in 2022.

Maturities of Term Loans as of December 31, 2022, are as follows:

	Term Loans
(in millions of dollars)	
2023	\$ 4.0
2024	4.0
2025	79.0
2026	65.0
Total	\$ 152.0

Short-term Borrowings

On February 1, 2022, the Company entered into a \$5.8 million short-term revolving credit facility secured by a portion of certain European accounts receivable, with a maturity date of March 31, 2023. The facility bears interest at US prime rate plus margin based upon outstanding availability. On April 26, 2022, the facility was amended to increase the facility limit to \$7.3 million until December 20, 2022, at which point the facility would be reduced back to the original \$5.8 million. During December 2022 the facility limit of \$7.3 million was extended to March 31, 2023. In March 2023 this facility's maturity date was extended to December 31, 2023. The amount drawn as of December 31, 2022, was \$7.3 million with an interest rate of 8.25%. On February 8, 2022, the Company entered into a \$1.4 million secondary European working capital facility with a maturity date of June 22, 2022. There were no borrowings outstanding under this facility as of December 31, 2022. On June 16, 2022, the Company entered into a third working capital facility with a maturity date of June 15, 2023. The amount drawn as of December 31, 2022, was \$1.4 million with an interest rate of 4.35%.

Deferred Financing Costs

In connection with the 2022 Amendment, the Company incurred \$0.5 million of new deferred financing costs (\$0.7 million in 2021). The Company amortizes the deferred financing costs as part of interest expense over the life of its debt. The Company amortized \$2.3 million and \$2.3 million for the years ended December 31, 2022, and December 31, 2021, respectively.

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As of December 31, 2022, and December 31, 2021, outstanding debt balances, net of deferred financing costs, were:

	December 31, 2022		December 31, 2021	
	Senior Revolving Credit Facility	Term Loans	Senior Revolving Credit Facility	Term Loans
(in millions of dollars)				
Outstanding balance	\$ 118.8	\$ 152.0	\$ 106.7	\$ 146.0
Deferred financing costs	(4.0)	(3.6)	(5.0)	(4.4)
Net balance	\$ 114.8	\$ 148.4	\$ 101.7	\$ 141.6

Interest Expense, Net

The components of interest expense, net for the periods presented were:

	For the years ended	
	December 31, 2022	December 31, 2021
(in millions of dollars)		
Interest expense related to the Term Loans	13.6	9.2
Interest expense related to the Senior Revolving Credit Facility	6.4	3.3
Amortization of deferred financing costs	2.3	2.3
Interest expense related to Short Term Borrowings	0.7	—
Interest income related to cash pool and overnight cash deposits	(0.0)	(0.5)
Interest expense, net	\$ 23.0	\$ 14.3

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Note 10. Income Taxes

Optimas is a limited liability company and accordingly most income taxes are assessed at the member level. However, all foreign subsidiaries are subject to tax in their respective jurisdictions based on local country tax policies.

The components of loss before income taxes are:

	For the years ended	
	December 31, 2022	December 31, 2021
(in millions of dollars)		
United States operations	\$ (40.2)	\$ (24.8)
Foreign operations	12.1	(2.1)
Loss before income taxes	\$ (28.1)	\$ (26.9)

The components of income tax expense are:

	For the years ended	
	December 31, 2022	December 31, 2021
(in millions of dollars)		
Current:		
United States operations	\$ 0.4	\$ 0.1
Foreign operations	2.8	3.7
Total current taxes	3.2	3.8
Deferred:		
United States operations	—	—
Foreign operations	0.6	0.3
Total deferred taxes	0.6	0.3
Income tax expense	\$ 3.8	\$ 4.1

The Company is not subject to federal income tax in the United States due to our tax classification, though the Company is subject to income tax in certain states and in non-U.S. jurisdictions. A reconciliation of the income tax expense / (benefit) computed at the United States federal statutory rate of zero to the actual income tax expense is as follows (in millions):

	For the years ended	
	December 31, 2022	December 31, 2021
(in millions of dollars)		
Expected tax at statutory rate	\$ 0.0	\$ 0.0
Impact of foreign earnings taxed at Statutory Rates	2.3	0.8
Permanent items	(0.4)	0.8
Change in valuation allowance	0.6	2.0
Withholding tax	0.4	0.1
Deferred tax true-up	0.9	0.4
Income tax expense	\$ 3.8	\$ 4.1

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Deferred tax assets and liabilities relate to the following:

(in millions of dollars)	December 31, 2022	December 31, 2021
Deferred Tax Assets:		
Net operating losses and tax credit carryforward	\$ 6.1	\$ 6.4
Reserves and accruals	0.1	0.5
Lease liabilities	2.3	—
Total deferred income tax assets	8.5	6.9
Valuation allowance	(4.5)	(4.0)
Deferred tax assets after valuation allowance	4.0	2.9
Deferred Tax Liabilities:		
Intangibles	1.5	1.8
Fixed assets	0.2	0.4
Right of Use Assets	2.3	—
Total deferred tax liabilities	4.0	2.2
Net deferred tax asset	\$ 0.0	\$ 0.7

In assessing whether deferred tax assets associated with temporary differences between the carrying amounts of assets and liabilities for financial reporting and income tax purposes are realizable, the Company considers if it is more likely than not that they will be utilized to offset future taxable income during the periods in which those temporary differences become deductible for income tax purposes. As part of this evaluation, the Company assesses the available positive and negative evidence to estimate whether sufficient future taxable income will be generated to permit use of the existing deferred tax assets.

On the basis of this evaluation, the Company's recorded valuation allowance amounted to \$4.5 million and \$4.0 million as of December 31, 2022, and December 31, 2021, respectively. The increase in the valuation allowance was primarily related to net operating loss carryforwards in certain foreign jurisdictions. Management believes it is more likely than not the benefits of the remaining deferred tax assets will not be realized.

As of December 31, 2022, the Company had net operating loss carryforwards of \$22.0 million, all of which were generated in foreign jurisdictions. Of these net operating loss carryforwards, \$21.2 million do not expire, with the remaining \$0.8 million expiring in various years through 2032. As of December 31, 2021, the Company had net operating loss carryforwards of \$32.4 million, all of which were generated in foreign jurisdictions. Of these net operating loss carryforwards, \$29.4 million do not expire, with the remaining \$3.0 million expiring in various years through 2040.

For the years ended December 31, 2022, and December 31, 2021, the Company has no uncertain tax positions. The Company is subject to taxation in various states and foreign jurisdictions. The Company is subject to United States federal income tax examinations, and any state, local or foreign income tax examinations by tax authorities for the years 2017 forward.

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Note 11. Commitments and Contingencies

Legal Proceedings

The Company is routinely involved in legal proceedings, claims, and governmental inquiries, inspections or investigations ("Legal Matters") arising in the ordinary course of our business. While the Company cannot predict with certainty the results of Legal Matters in which its currently involved or may in the future be involved, the Company does not expect that the ultimate costs to resolve any of the legal matters that are currently pending will have a material adverse effect on its financial condition or results of operations.

Self Insurance

The Company maintain occurrence-based insurance contracts with certain insurance carriers for workers' compensation, medical and dental up to applicable retention limits. The medical insurance policy limits the claims the Company may potentially pay up to \$200,000 per individual and 125% of total claims in aggregate, per year. Total medical and dental claims for both years ended December 31, 2022, and December 31, 2021, were \$6.4 million. The workers' compensation policy limits the claims the Company may potentially pay up to \$250,000 per accident and \$750,000 in aggregate.

Total workers' compensation expense for the years ended December 31, 2022, and December 31, 2021, was \$0.7 million and \$0.3 million, respectively. Total medical and dental expense for the years ended December 31, 2022, and December 31, 2021, was \$5.4 million and \$4.5 million, respectively. These expenses are included within operating expenses on the Consolidated Statements of Operations. Expenses not paid as of each period end have been accrued and included within accrued expenses and other caption on the Consolidated Balance Sheets. As of December 31, 2022, and December 31, 2021, the Company has accrued \$0.2 million and \$0.6 million, respectively, related to medical and dental insurance claims.

Note 12. Related Parties

Optimas OE Solutions Holding, LP ("Holdings") is the sole member of the Company and manages the Company pursuant to the terms and conditions of our limited liability company agreement. The Company's board of directors is comprised of employees or representatives of our sponsor, AIP.

The Company and its consolidated subsidiaries have entered into a management services agreement with AIP pursuant to which AIP provides management services to us and our subsidiaries. Pursuant to this agreement, the Company reimburses AIP for expenses it incurs in connection with providing such management services. The management services agreement does not provide for the payment of any management or other fee to AIP in exchange for the performance of management services. The management services agreement includes customary indemnification provisions in favor of AIP and its affiliates.

For the years ended December 31, 2022, and December 31, 2021, the Company recorded \$6.0 million and \$0.7 million of expenses related to these reimbursements to AIP, respectively. These expenses are recorded within operating expenses on the Consolidated Statements of Operations.

Expenses not paid as of each period end have been accrued and included within accrued expenses and other caption on the Consolidated Balance Sheets. As of December 31, 2022, and December 31, 2021, the Company has accrued \$6.8 million and \$0.8 million, respectively, related to these reimbursements to AIP.

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During 2021, Optimas engaged EnTrans, another AIP portfolio company, as a customer. For the year ended December 31, 2022, the Company had net sales to EnTrans of \$2.3 million, and as of December 31, 2022, the Company did not have accounts payable or deferred revenue to EnTrans. As of December 31, 2021 Optimas had a deferred revenue balance of \$1.9 million with EnTrans recorded within accrued expenses and other in the Consolidated Balance Sheet.

During 2022, Optimas entered into a service arrangement with Aluminium Duffel, another AIP portfolio company, to provide certain interim import services, in exchange for a service fee. During 2022, Optimas had earned \$1 million in service fees from Aluminium Duffel and had \$2.1 million in accounts payable related to the initial pre-funding of inventory imports in China on behalf of Aluminium Duffel.

During 2022, Optimas contracted certain employees from Brock, another AIP portfolio company, to provide consulting services. For the period ended December 31, 2022, Optimas had paid Brock \$0.1 million and had \$25,000 in accounts payable as of December 31, 2022, payable to Brock.

Note 13. Subsequent Events

The Company performed an evaluation of subsequent events through June 13, 2023, the date these consolidated financial statements were available to be issued, and determined there were no recognized or unrecognized subsequent events that would require an adjustment to or additional disclosure in the consolidated financial statements subsequent to December 31, 2022.