2016

FINANCIAL REPORT

LINK SOLUTIONS FOR INDUSTRY

lisi

SUMMARY

GENERAL INFORMATION REGARDING THE COMPANY

1

1 | NAME AND TITLE OF THE PERSON IN CHARGE OF THE ANNUAL REPORT AND STATUTORY AUDITORS

1.1 | NAME AND TITLE OF THE PERSON IN CHARGE OF THE ANNUAL REPORT

Mr. Emmanuel Viellard
CEO

1.2 | STATEMENT BY THE PERSON IN CHARGE OF THE ANNUAL REPORT

"I certify, after taking all reasonable measures to that end, that the information contained in this annual report is, to my knowledge, consistent with reality, and includes no omissions likely to alter its meaning or interpretation.

I certify that, to the best of my knowledge, the accounts have been drawn up in accordance with the relevant accounting standards and give a true and fair view of the assets, liabilities, financial position and profit or loss of the companies included therein taken as a whole, and the management report in chapter 2 gives a true and fair view of the development of business, the profit or loss of the companies included therein taken as a whole together with a description of the principal risks and uncertainties that it faces. I have secured from our auditors, Ernst & Young et autres and EXCO CAP AUDIT, a completion letter stating that they have verified the information regarding the financial situation and the financial statements provided in the annual report, and that they have read the entire annual report."

Paris, March 28, 2017
Emmanuel Viellard
CEO

1.3 | STATUTORY AUDITORS

Regular auditors:
EXCO CAP AUDIT represented by Philippe Pourcelot
2 rue Jules Emile Zingg – BP 9
25409 EXINCOURT Cedex
Appointed April 13, 1993. Mandate to expire during the Ordinary General Meeting ruling on the statements for financial year ending December 31, 2016.

Cabinet Ernst & Young et autres, represented by Henri-Pierre Navas
Tour First
1, Place des Saisons
TSA 14444
92037 PARIS La Defense Cedex
Appointed April 27, 2011. Mandate to expire during the Ordinary General Meeting ruling on the statements for financial year ending December 31, 2016.

Alternate auditors:
Mr. Philippe Auchet
2 rue Jules Emile Zingg – BP 9
25409 EXINCOURT Cedex
Appointed April 27, 2011. Mandate to expire during the Ordinary General Meeting ruling on the statements for financial year ending December 31, 2016.

Cabinet AUDITEX
Tour First
1, Place des Saisons
TSA 14444
92037 PARIS La Defense Cedex
Appointed April 27, 2011. Mandate to expire during the Ordinary General Meeting ruling on the statements for financial year ending December 31, 2016.

2 | INFORMATION POLICY

2.1 | PERSON IN CHARGE OF THE FINANCIAL INFORMATION

Mr. Emmanuel Viellard
LISI
Le Millenium
18 rue Albert Camus
CS 70431
90008 BELFORT Cedex
Tel.: + 33 (0)3 84 57 00 77 / Fax: + 33 (0)3 84 57 02 00
Website: www.lisi-group.com
Email: emmanuel.viellard@lisi-group.com

2.2 | DOCUMENTATION

- Annual document in French and English (paper version and CD)
- Press release

All documents are made available to the shareholders. A copy of these may be requested from the company's registered offices (at the above address) or found on the company's website. Annual reports and quarterly updates, as well as all regulatory information are available to download from the website.

3 | FUNCTIONAL ORGANIZATION CHART

LISI

LISI AEROSPACE

- **Fasteners**
  - **Europe**
    - **Airframe**
      - Bangalore (India)*
      - Rugby (GB)
      - Saint-Ouen-l'Aumône
      - Tangiers (Morocco)
      - Vignoux-sur-Barangeon
    - **Engines & Critical Parts**
      - Izmir (Turkey)
      - Saint-Brieuc
      - Villefranche-de-Rouergue
  - **USA**
    - **Airframe**
      - Torrance (USA)
    - **Engines & Critical Parts**
      - Dorval (Canada)
  - **Specialty fasteners**
    - City of Industry (USA)
- **Structural components**
  - **Engineered components**
    - Marmande
    - Sedziszow Malopolski (Poland)
  - **Aerostructure & Aircraft equipment**
    - Argenton-sur-Creuse
    - Casablanca (Morocco)
  - **Forging**
    - Bar-sur-Aube
    - Bologne
    - Chihuahua (Mexico)*
    - Parthenay
  - **Casting**
    - Seneffe (Belgium)**
  - **Additive manufacturing**
    - Ayguemorte-les-Graves

LISI MEDICAL

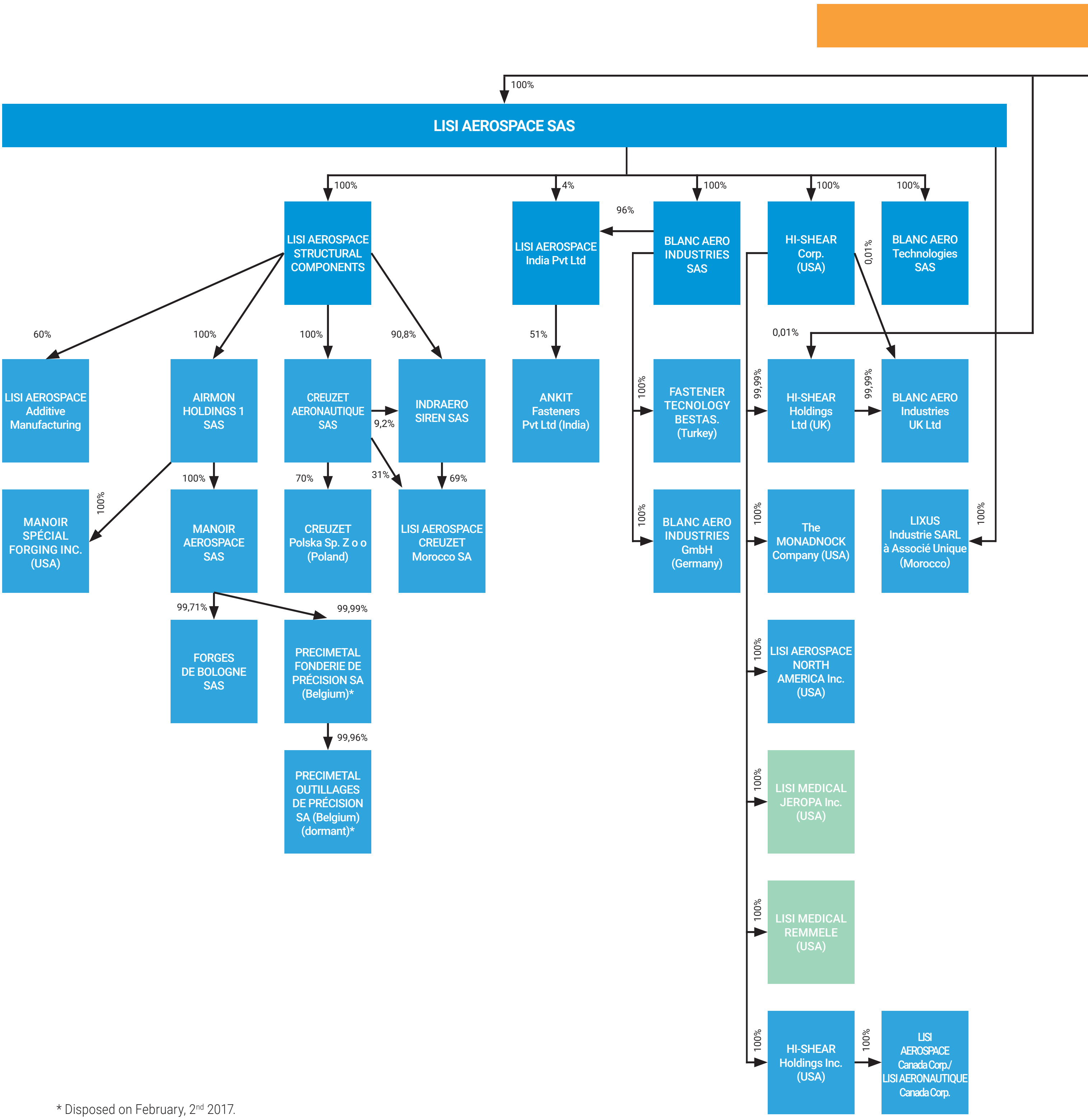
- **Medical Europe**
  - Hérouville-Saint-Clair
  - Neyron
- **Medical USA**
  - Big Lake
  - Coon Rapids
  - Escondido

LISI AUTOMOTIVE

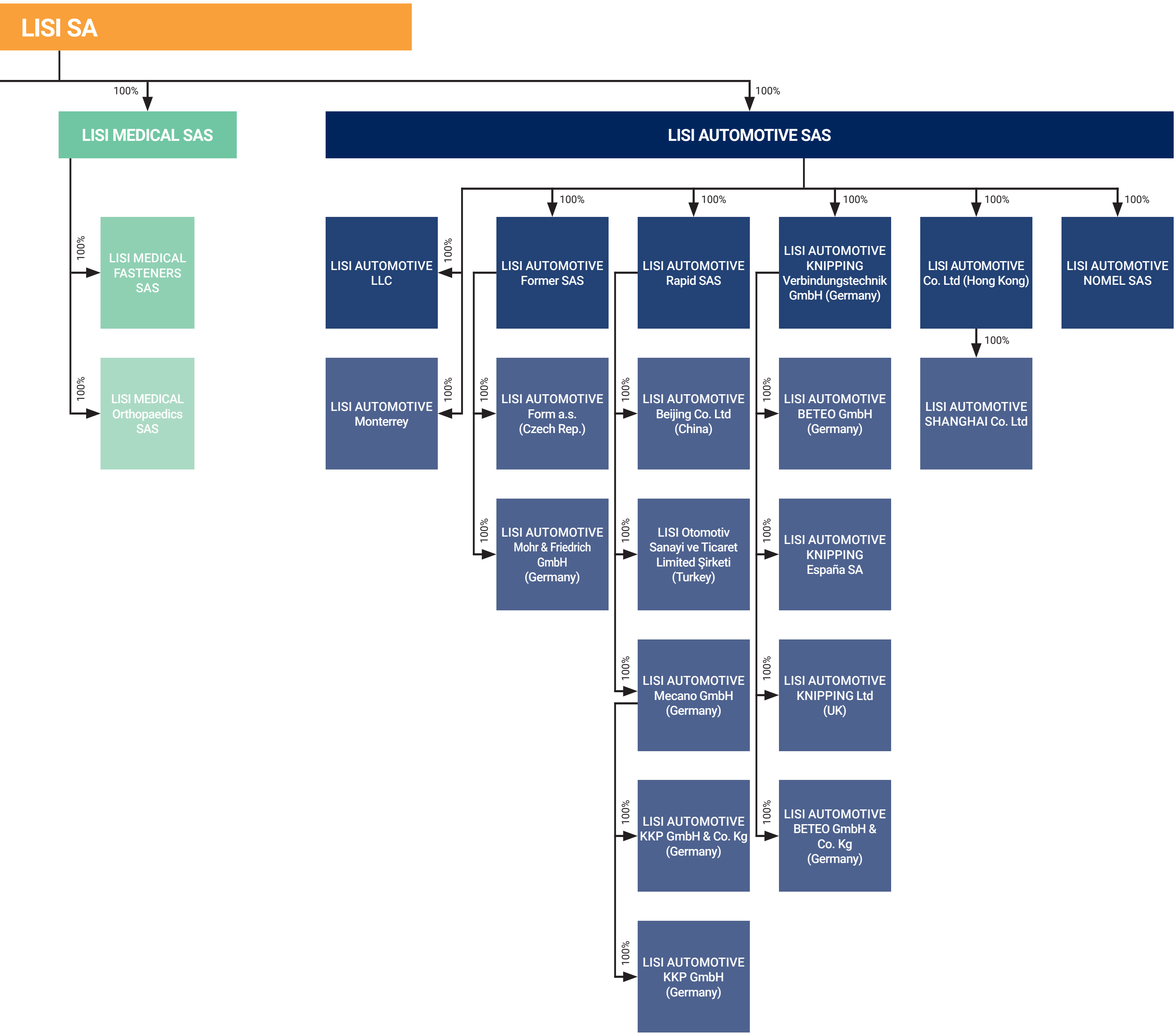
- **Threaded fasteners**
  - Dasle
  - Delle
  - Dreux
  - Fuenlabrada (Spain)
  - Gummersbach (Germany)
  - Kierspe (Germany)
  - La Ferté Fresnel
  - Saint-Florent
  - Vöhrenbach (Germany)
- **Clipped solutions**
  - Heidelberg (Germany)
  - Mellrichstadt (Germany)
  - Beijing (China)
  - Puiseux
  - Monterrey (Mexico)
  - Laredo Texas (USA)
- **Safety and Mechanical Components**
  - Cejc (Czech Rep.)
  - Melisey
  - Shanghai (China)
- **Support activities**
  - Grandvillars
  - Lure

*Secondary sites.
** Disposed on February, 2nd 2017.

4 | LEGAL ORGANIZATION CHART



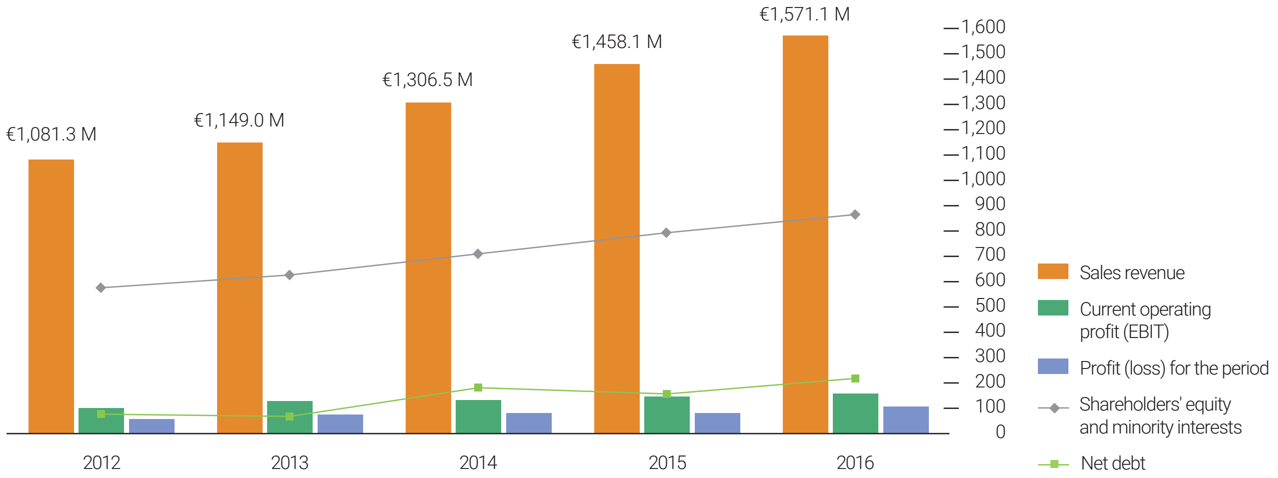
* Disposed on February, 2nd 2017.


LISI SA
100%
100%
LISI MEDICAL SAS
LISI AUTOMOTIVE SAS
100%
LISI MEDICAL FASTENERS SAS
100%
LISI MEDICAL Orthopaedics SAS
100%
100%
100%
100%
100%
LISI AUTOMOTIVE LLC
100%
LISI AUTOMOTIVE Monterrey
LISI AUTOMOTIVE Former SAS
100%
LISI AUTOMOTIVE Form a.s. (Czech Rep.)
100%
LISI AUTOMOTIVE Mohr & Friedrich GmbH (Germany)
LISI AUTOMOTIVE Rapid SAS
100%
LISI AUTOMOTIVE Beijing Co. Ltd (China)
100%
LISI Otomotiv Sanayi ve Ticaret Limited Şirketi (Turkey)
100%
LISI AUTOMOTIVE Mecano GmbH (Germany)
100%
LISI AUTOMOTIVE KKP GmbH & Co. Kg (Germany)
100%
LISI AUTOMOTIVE KKP GmbH (Germany)
LISI AUTOMOTIVE KNIPPING Verbindungstechnik GmbH (Germany)
100%
LISI AUTOMOTIVE BETEO GmbH (Germany)
100%
LISI AUTOMOTIVE KNIPPING España SA
100%
LISI AUTOMOTIVE KNIPPING Ltd (UK)
100%
LISI AUTOMOTIVE BETEO GmbH & Co. Kg (Germany)
LISI AUTOMOTIVE Co. Ltd (Hong Kong)
100%
LISI AUTOMOTIVE SHANGHAI Co. Ltd
LISI AUTOMOTIVE NOMEL SAS

5 | KEY FIGURES

(in millions of euros)	2016	2015	2014 restated*	2013	2012
Sales revenue	1,571.1	1,458.1	1,306.5	1,149.0	1,081.3
Current operating profit (EBIT)	157.5	146.5	131.8	128.9	100.4
Profit (loss) for the period	107.0	81.9	81.6	74.6	57.3
Shareholders' equity and minority interests	865.2	793.4	710.0	626.4	576.0
Net debt	218.2	156.6	181.2	67.8	76.7

* 2014 financial statements restated to account for IFRIC 21.



6 | INFORMATION ABOUT THE ISSUER

6.1 | BREAKDOWN OF SHARE CAPITAL

LISI share datasheet

ISIN code: FR 0000050353

Reuters code: GFII.PA

Bloomberg: FII.FP

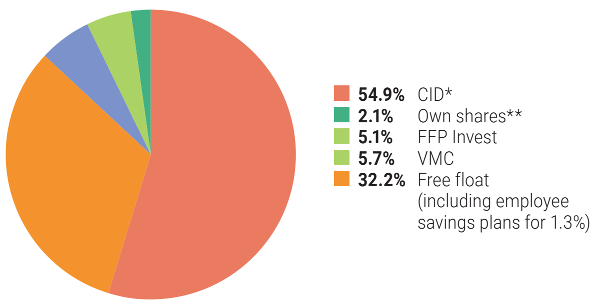
Compartment: A Eurolist

Stock marketplace: Euronext Paris

Number of shares: 54,023,875

Market capitalization at December 31, 2016: €1,655.8 million

Indices: CAC® AERO&DEF., CAC® All Shares, CAC® Industrials



* Including direct and indirect holdings:
VMC: 20.94%
FFP Invest: 18.94%
CIKO: 16.64%
**Reserved for performance share plans

LIQUIDITY OF THE SHARE

Float capital turnover rate: 18%

Average number of shares traded per day in 2016: 12,282

Month	Closing price	Highest price	Lowest price	Session average	Transaction volumes(1)	Securities traded during the month(1)
2014						
January	124.50	129.50	107.45	118.48	12,401	103,969
February	117.65	127.80	115.40	121.60	12,939	107,696
March	119.70	122.00	111.50	116.75	10,656	90,825
April	117.00	122.60	108.00	115.30	8,004	68,187
May	113.00	119.25	111.00	115.13	17,502	150,747
June	115.00	118.60	111.50	115.05	8,634	75,944
July	116.40	128.00	114.50	121.25	7,807	66,148
August	117.00	124.90	112.00	118.45	13,619	118,374
September	23.00	25.00	22.30	23.65	5,836	174,527
October	20.01	23.10	17.83	20.47	21,176	1,013,129
November	21.75	21.80	19.10	20.45	5,343	282,218
December	21.50	21.99	19.09	20.54	5,092	262,959
2015						
January	22.00	23.46	20.50	21.98	6,702	304,334
February	27.75	27.77	21.85	24.81	15,372	637,910
March	25.30	27.90	24.65	26.28	9,255	354,366
April	27.49	29.30	25.20	27.25	10,242	371,959
May	27.25	28.55	27.00	27.77	4,641	168,595
June	25.21	27.60	25.20	26.40	6,086	227,766
July	24.60	26.50	23.05	24.78	8,112	324,183
August	25.80	26.97	23.11	25.04	5,164	205,896
September	24.22	26.09	23.74	24.91	6,459	262,289
October	22.20	25.00	21.71	23.36	9,047	388,459
November	25.30	25.30	22.20	23.75	11,164	480,421
December	24.95	25.46	23.30	24.38	5,170	210,567
2016						
January	22.62	25.01	21.50	23.25	3,774	159,863
February	21.21	22.87	19.04	20.96	4,954	237,006
March	23.10	23.50	21.40	22.45	3,204	141,342
April	24.99	25.20	23.00	24.10	3,127	128,180
May	24.95	25.39	23.56	24.47	4,284	174,974
June	22.85	25.00	22.00	23.50	3,878	165,133
July	24.30	24.67	21.40	23.04	4,046	180,532
August	24.50	25.23	24.10	24.67	4,526	183,902
September	24.63	25.08	22.90	23.99	17,102	717,525
October	26.97	27.77	24.62	26.20	9,591	365,158
November	28.36	29.47	26.15	27.81	12,359	436,000
December	30.65	31.30	27.90	29.60	7,799	266,787
2017						
January	33.51	34.00	30.56	32.28	17,631	543,201
February	34.50	36.50	33.25	34.88	21,267	612,710

(1) Excl. non-system. It was decided on September 8, 2014 with effect from September 12, 2014 that the face value of the shares of LISI SA would be reduced from €2 to €0.40, a stock split of 5.

Market Maker's Contract

The market-making contract complies with the ethical charter of the AFEI and is carried out by:

ODDO FINANCE CORPORATE
Mr. Eric Bigotteau
Email: ebigotteau@oddo.fr
Tel.: + 33 (0)1 40 17 52 89

6.2 | HISTORY

1777

Frédéric Japy sets up a watch movement factory in Beaucourt, near Montbéliard.

1796

Some years later MIGEON & DOMINE is founded in Morvillars in the Belfort region, later to become VIELLARD MIGEON et Compagnie (VMC). Initially a specialist in the manufacture of wires, the company rapidly integrates processing activities.

1806

JAPY Frères and VIELLARD & MIGEON decide to join forces to launch the industrial manufacture of forged wood screws in France.

1899

The Société Industrielle de Delle is founded by the DUBAIL-KOHLER family in the town of Delle, Belfort. The company quickly begins to specialize in the manufacture of machine-turned screws.

1968

These three family-run businesses (KOHLER, JAPY and VIELLARD) merge to form a company called GFD, thus becoming France's foremost manufacturer of standard and automotive nuts and bolts. The three founding families are today part of CID (Compagnie Industrielle de Delle), owning a controlling stake in the LISI Group.

1977

GFD acquires BLANC AERO, which specializes in aerospace parts and in packaging components for the Perfumery sector. This new group is named GFI.

1989

GFI is floated on the Paris Stock Exchange's over-the-counter market and becomes GFI Industries.

1990 / 2000

Throughout the 1990s, GFI Industries continues to strengthen its positions in its three sectors by acquiring over 15 companies throughout Europe and the US.

2002

To better delineate its specialist areas, GFI Industries became LISI, (LInk Solutions for Industry); its three divisions use the same name, adding their core business suffix: LISI AEROSPACE, LISI AUTOMOTIVE and LISI COSMETICS.
The strategy of focusing on Core Business continues:
- Sale of non-strategic business lines (GFD, Ars Industries and the production unit at Aillevilliers),
- Acquisition of California's MONADNOCK (LISI AEROSPACE).

2004

Acquisition of FORM a.s. in the Czech Republic (LISI AUTOMOTIVE).

2005

Acquisition of KNIPPING in Germany (LISI AUTOMOTIVE).
Opening of a factory in Canada (LISI AEROSPACE).
Sale of GRADEL (LISI AUTOMOTIVE).

2007

Sale of the distribution company Eurofast to ANIXTER France (LISI AEROSPACE).
LISI AUTOMOTIVE sells its site at Monistrol-sur-Loire to the PRECITURN group.
Creation of the LISI MEDICAL subdivision, following acquisition of:
- HUGUENY (Lyon), specializing in spinal implants;
- JEROPA (Escondido-USA), specializing in dental implants;
- SEIGNOL and INTERMED Application (Neyron – France) and LIXUS (Tangiers – Morocco), specializing in subcontracting of dental and orthopedic implants.

2008

LISI AUTOMOTIVE grows its presence in China with the creation of a second production site in Shanghai, dedicated to the manufacture of threaded fasteners for automobiles.

2009

On April 1, 2009, the Group sold SDU (€25 million in revenues), a subsidiary of the KNIPPING group, specialized in the distribution of technical products for mines and industry in Germany and Poland.

2010

The Group returned to external growth with two major acquisitions:
- Acquisition by LISI AUTOMOTIVE of two French sites from the American group, Acument Global Technologies, specializing in the manufacture of fasteners for the automotive industry.
- Purchase by LISI MEDICAL of a site producing hip replacements from the American group, Stryker Corporation, a leading global provider of medical technologies. The agreement was accompanied by a five-year supply agreement.

2011

The Group continued the movement to strengthen and build its position in strategic markets started in 2010. The year 2011 was marked by the following transactions:

- LISI COSMETICS was deconsolidated on January 1, 2011 following the sale completed as at April 6, 2011. For the record, the division generated a sales revenue of €52.8 million in 2010.
- The Creuzet group was purchased and consolidated as of July 1, 2011.

2012

On May 29, LISI AUTOMOTIVE sold 100% of its holdings in its subsidiary KNIPPING UMFORMTECHNIK Gmbh to Gris Invest SAS for an amount of €2.8 million.
Merger of Indraero Morocco and Creuzet Morocco.

2014

Mainly specializing in the forging of metal parts for aerospace applications, the MANOIR AEROSPACE group has been consolidated since June 5, 2014 into LISI AEROSPACE with the aim of strengthening the Structural Components arm with the integration of complementary technologies.
To a lesser extent, one should note in June 2014, the acquisition of 100% of the control LISI AUTOMOTIVE Shanghai, of which a Chinese partner held 25% previously.

2015

At its meeting on October 21, 2015, the Board of Directors voted to adopt a new structure for its governing bodies that separates the positions of Chairman of the Board of Directors and CEO. Thus, as from March 1, 2016:

- Mr. Gilles Kohler, previously the Chairman and CEO of the company, remains the non-executive Chairman of the Board of Directors. Mr. Emmanuel Viellard, previously Deputy Chairman & CEO, is now in charge of the Group's senior management.
- On December 17, 2015, the LISI Group signed an agreement with POLY-SHAPE to create a joint subsidiary, LISI AEROSPACE ADDITIVE MANUFACTURING, of which 60% will be held by LISI AEROSPACE and 40% will be held by POLY-SHAPE.
- This company will combine the exclusive know-how of the two partners in order to establish a leader in the design and manufacture of mechanical parts for aeronautic and space applications using 3D printing.

2016

On April 11, 2016, the LISI Group acquired 100% of the Remmele Medical Operations securities. This company was acquired by Hi-Shear Corporation, a wholly owned subsidiary of LISI AEROSPACE.

During financial year 2016, the Group increased its equity interests in its subsidiary ANKIT Fasteners Pvt Ltd, enabling it to hold 51% of the share capital.

6.3 | COMPANY NAME – HEAD OFFICE AND LEGISLATION

Company name and head office

LISI S.A. – Le Millenium – 18 rue Albert Camus – 90008 BELFORT Cedex

Legal form of the issuer and applicable legislation

"Société Anonyme" (public limited company) governed by French legislation.

Place and number of registration

- R.C.S.: BELFORT 536 820 269
- NAF Code: 7010 Z

6.4 | INCORPORATION AND TERM - ARTICLES OF ASSOCIATION

Incorporation and term

The company was set up on July 5, 1968. Its term expires on July 4, 2067, excepting early dissolution or renewal.

Purpose

According to article 2 of the by-laws, the company's purpose is:

- the acquisition of equity interests in all types of companies, including commercial, manufacturing, financial, securities and property development companies;
- the manufacture, purchase and sale of all items, especially those relating to screws, nuts and bolts, forging, lathing and machine tooling and building;
- where necessary, all transactions relating to the machine industry and sale of related products;
- the direct or indirect participation in all transactions or business matters that could have an impact on said business purpose or which could help further the interests of the corporation, by any means, including the creation of new companies, subscription contribution, the purchase of shares and rights, etc.;
- and more generally, all commercial, securities and real estate transactions, be they directly or indirectly related to the business purpose or likely to facilitate its expansion or growth.

Financial Year

The company's accounting period begins on January 1 and ends on December 31 of each year.

Specific statutory clauses

Article 17 – Distribution of earnings

- Out of the distributable profit, all amounts the Shareholders' General Meeting shall decide to carry forward to the next year or allocate to the creation of extraordinary, contingency, or other funds, with or without a special allocation, shall be withdrawn first. The remainder is distributed between the shareholders, in proportion to the share capital held.

- Each shareholder may be granted the option of receiving payment in cash or in shares under the terms provided for by law, for all or part of the dividend or the advance on the dividend distributed.

Article 15-1 to 15-5 – Shareholders' General Meetings

- Shareholders' General Meetings are held and deliberate in accordance with the applicable legal provisions. They meet at the head office or at any other location specified in the meeting notice.

- The Shareholders' General Meeting is composed of all the shareholders, regardless of the number of shares they own, provided that the shares are fully paid-up. The right to attend in person or to be represented by proxy is subject:
  1. for registered shareholders, to the registration of their shares in a pure or administered personal account at least five days before the date of the Meeting;
  2. for holders of bearer shares, if any exist, to the submission within the same period of time, of a certificate established by the authorized proxy acknowledging the unavailability of the shares registered in the account until the date of the Meeting.

  However, the Board of Directors may, as a general rule, reduce or waive this time period.

- The Meetings are chaired by the Chairman of the Board of Directors or, in his absence, by the oldest Deputy Chairman, or in the absence of a Deputy Chairman, by the most senior director present at the Meeting. Failing this, the Meeting will elect its Chairman.

- Barring any legal or regulatory measures to the contrary, each member of the Shareholders' General Meeting is entitled to as many share votes as he owns or represents, both in his own name and as a proxy, without limitation. However, certain shares have double the voting rights of other shares in view of the proportion of share capital they represent, namely:
  1. all fully paid-up shares registered in the name of the same shareholder for at least four (4) years;
  2. all shares allocated free of charge to shareholders as part of a capital increase carried out through the incorporation of reserves, profits or issue premiums, up to the number of existing shares for which they are entitled to such double voting rights.

  Double-voting rights cease to apply once the shares change hands. However, the aforementioned time period is not interrupted and double voting rights still apply in the event that transfers occur as a result of inheritance, liquidation of community property between spouses or donations inter vivos to a partner or family relation who is entitled to inheritance rights.

- In the event that shareholders vote by proxy, only those proxy votes that have arrived at the company at least three days prior to the date of the Shareholders' General Meeting will be counted.

  Moreover, the attendance of a shareholder at the Shareholders' General Meeting shall consequently render null and void the postal vote and/or the form of proxy which said shareholder may have, where appropriate, sent to the company; the shareholder's presence shall override any other form of participation which he may have previously chosen. If the shareholder is not present at the meeting, his power of attorney is only taken into consideration with respect to the votes cast in his proxy voting form, if one has been submitted.

Article 9 – Disclosure requirements

- Shares are freely tradable in the absence of any legal or regulatory provisions to the contrary.

- Shares are delivered by transfer from one account to another pursuant to the terms and conditions set forth by regulations.

- The company's shares are indivisible.

- If a specific quantity of existing shares is required for a shareholder to exercise rights, or if existing shares are exchanged or issued which grant the right to a new share in return for the redemption of several existing shares, any odd-lot shares or shares that fall short of the minimum number required will not provide shareholders with rights vis-à-vis the company, as it is up to the shareholders to gather the required number of shares and, if possible, to buy or sell the required number of shares.

- Without prejudice to the provisions covered in Article 356-1 of Law no. 66-537 of July 24, 1966, any person who owns or acquires at least 3% of share capital either directly or indirectly, as set forth under the provisions of said Article 356-1, must report the total number of shares that he owns by recorded delivery with confirmation of receipt to the company's registered office within 15 days of this 3% threshold being exceeded.

Shareholders are also required to inform the company within the same time period should their stake dip below the aforementioned thresholds.

In the event that beneficial share ownership is not reported in accordance with the aforementioned procedures, the shares that exceed the reporting threshold shall be deprived of voting rights for all Shareholders' Meetings held within a period of up to three months after the date the declaration of beneficial ownership is finally made in accordance with the proper procedures, by one or more shareholders who jointly own at least 5% of share capital, as recorded in the minutes of the Shareholders' General Meeting.

6.5 | CONSULTATION OF CORPORATE DOCUMENTS

The corporate documents pertaining to LISI S.A. (by-laws, Shareholders' General Meeting reports, Auditors' reports and all documents available to shareholders) can be viewed upon request at the corporation's head office at the following address: Société LISI S.A., Le Millenium, 18 rue Albert Camus, CS 70431, 90008 BELFORT Cedex.

FINANCIAL SITUATION 2

1 | OVERVIEW OF THE MAIN ACTIVITIES

1.1 | LISI AEROSPACE

€987.2 million
SALES REVENUE
63% of consolidated sales

7,386
STAFF
64% of Group headcount

€82.4 million
CAPEX
69% of total Group CAPEX

Activity

Fasteners and assembly and structural components for the aerospace industry

Flagship products

Airframe
Structure fasteners, principally of titanium; HI-LITE™, HI-LOK™, HI-TIGUE™ screws and nuts; PULL-IN™fasteners, PULL-STEM™, TAPER-HI-LITE™, STL™ fasteners; STARLITE™ nuts; Lockbolts crimped fasteners.

Engine
Engine fasteners (high temperature steels, cobalt- or nickel-based alloys, very high resistance superalloys), inserts and studs; shaft nuts.

Special parts
Specialty, non-structural fasteners (clip nuts, quarter turns, spacers, etc.), locks; push-pins, assembly equipment.

Racing
Fasteners and components for motor sports. Other high quality automotive fasteners.

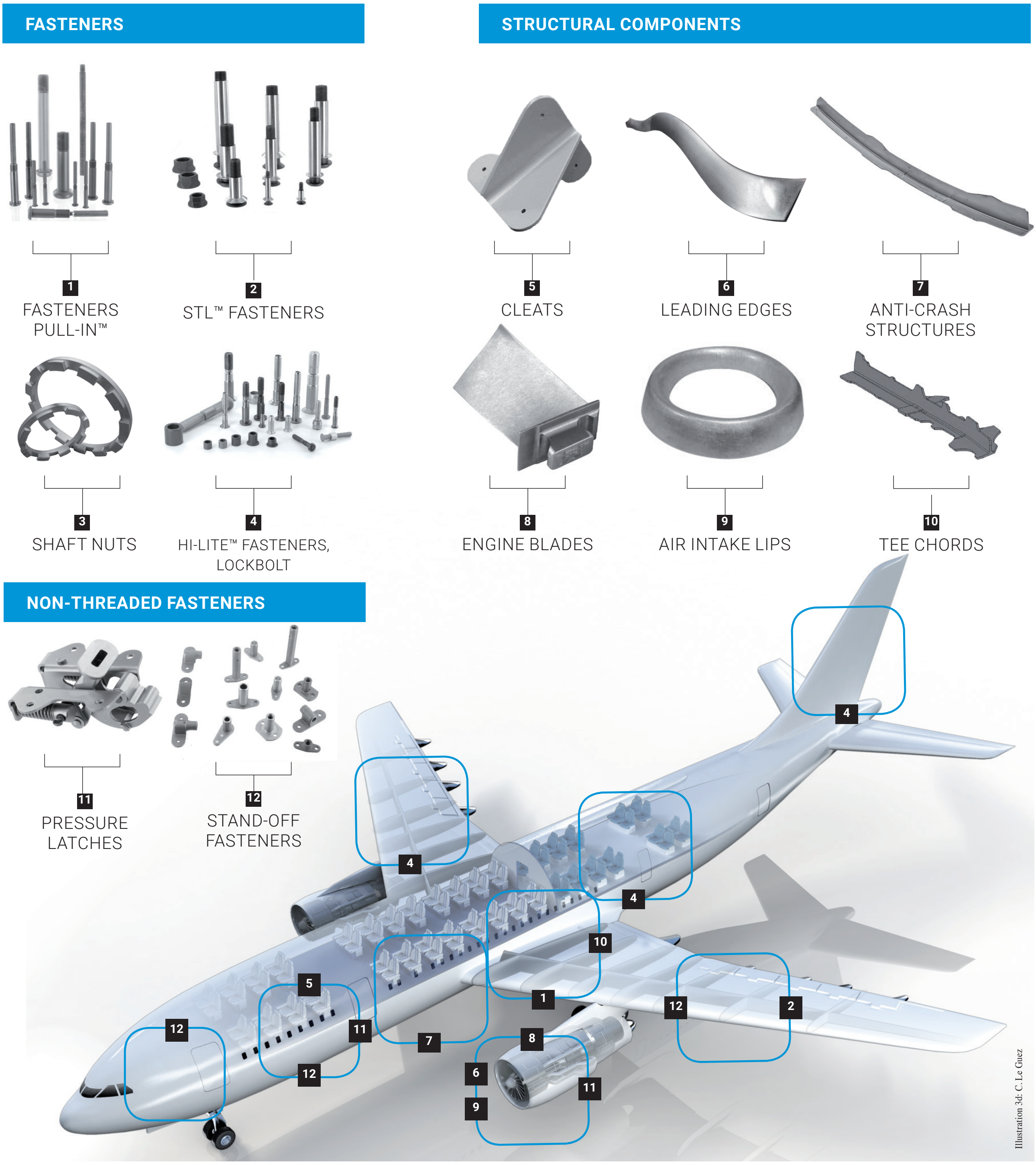
Structural components
Primary forged, sheet metal and composite structural parts, complex assembled subsets, integrated into the aircraft airframe or engine: blades, leading edges, arms and OGVs, beams, shells, air in take lips, trunk area, drives, gears, door stop, helicopter floor, APU nozzles, etc.
Helicopter unloaders.

Customers

Airbus;
Boeing;
Bombardier;
Dassault;
CFAN;
EADS;
Embraer;
Eurocopter;
Finmeccanica;
GEAE;
Pratt & Whitney;
Rolls Royce;
Safran;
Spirit;
Formula 1 teams.

Competitors

Arconic;
Precision Castpart Corp;
ACB;
BTL;
Figeac Aero;
Potez;
Lauak;
Leistritz;
Mettis;
Otto Fuchs;
On Board;
Breeze Eastern;
Macstarlite;
TECT;
Doncaster;
Alu Menzinken;
MIFA;
Forgital;
Dembiermon.



LISI AEROSPACE is involved in the design, manufacturing and marketing phases of all above-mentioned products. LISI AEROSPACE is positioned as a 1st and 2nd rank partner depending on customers. The products are manufactured to serve as original or replacement equipment.

The main raw materials used are the following: titanium, high temperature steels, cobalt or nickel-based alloys, very high resistance superalloys, aluminum, inconel…

The main technologies used are:

- Fasteners: cold stamping, hot stamping, heat treatment, machining, rectification, rolling, tapping, surface treatment, and automatic control.
- Structural components: extrusion, forming, various forging techniques, metal cutting and forging, welding, heat treatment, machining, surface treatment, a large variety of controls, and assembly.

1.2 | LISI AUTOMOTIVE

€465.3 million
SALES REVENUE
29% of consolidated sales

3,265
STAFF
28% of Group headcount

€31.9 million
CAPEX
27% of total Group CAPEX

Activity

Metal and plastic assembly solutions and security components for the automobile and manufacturing sectors

Flagship products

Threaded fasteners
Fasteners for powertrain; wheel screws and nuts; fasteners for indoor and outdoor equipment; structural screws and nuts; screws for sheet metal; self-tapping screws; screws for soft materials; nuts; spacers and hollow bodies; PRESSFIX® screws and force-fitting nuts and assembly equipment.

Clipped solutions
Snap-on nuts with tapped drums; clip assembly systems for tubes, cables, and beams; rivets and pins; axis fasteners; blanking plugs and cable grommets; fasteners for panels; snap-on nuts with tapped drums; multifunctional metalloplastic subsets.

Mechanical safety components
Torsion bars; ball studs; guide rods; brake fittings; EPB components (Electrical Parking Brakes); seat mechanism pinions and linkage; engine and gear shift components, steering components.

Customers

Carmakers:
BMW;
Daimler;
Dongfeng;
FAW;
Ford;
Opel;
PSA;
Renault-Nissan;
SAIC;
VW-Audi.

Parts manufacturers:
Autoliv;
Bosch;
CBI;
Faurecia;
Jtekt;
JCI;
Magna;
Plastic Omnium;
TI Automotive;
ZF - TRW;
Visteon.

Manufacturing:
AGCO;
Alstom;
Blanco;
Bombardier;
BSH;
Claas;
Electrolux;
Evobus;
Franke;
Miele;
Iris Bus Iveco;
Schneider.

Competitors

ABC;
Agrati;
A. Raymond;
Brugola;
Bulten;
Fontana;
ITW;
Kamax;
Nedschroef;
SFS;
Stanley Fastenings.

THREADED FASTENERS

1 ENGINE CRADLE SPACERS

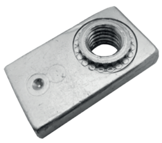
2 STRUCTURAL FASTENING NUTS

3 STEERING COLUMN SCREWS

4 CYLINDER HEAD BOLT

5 ECCENTRIC BOLT FOR FRONT AXLE ADJUSTMENT

6 HOT FORGING GEARBOX SHAFT NUT



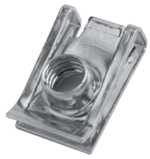
7 DOOR REINFORCEMENT PLATE

CLIPPED SOLUTIONS

8 QUICK FASTENERS FOR INTERIOR TRIM

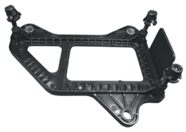
9 CLIP FOR AIRBAG REMAINING SYSTEM

10 TWO-MATERIAL FASTENER FOR TUBES



11 METAL THREADED CHIMNEY NUTS TO SNAP ON

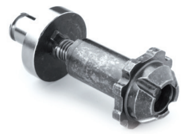
12 WIRES AND TUBES CHANNEL



13 RADAR HOLDER

MECHANICAL SAFETY COMPONENTS

14 TORSION BAR FOR SEATBELT

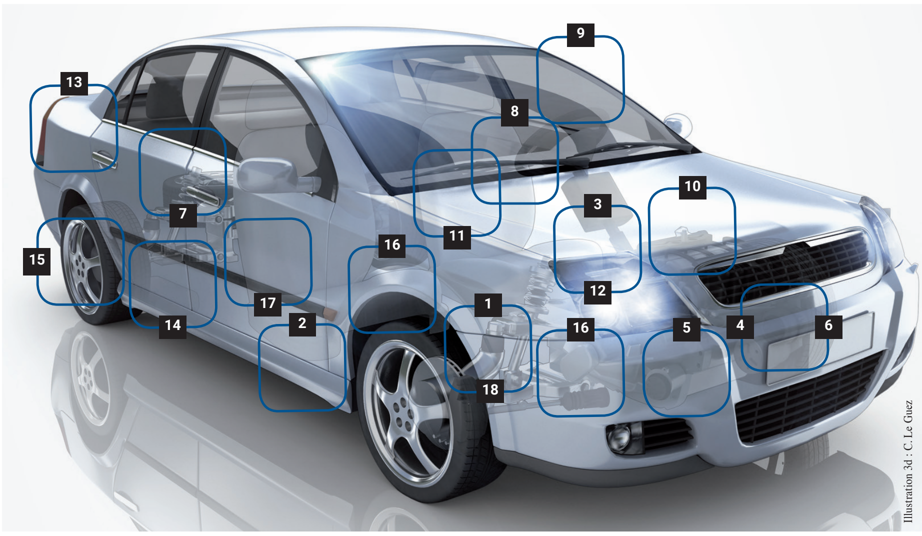


15 SAFETY MECHANICAL COMPONENT FOR BRAKE SYSTEM

16 GUIDE RODS

17 SEAT MECHANICAL COMPONENT

18 BRAKE FITTINGS



LISI AUTOMOTIVE is involved in the design, manufacturing and marketing phases of all above-mentioned products. LISI AUTOMOTIVE is positioned as a 1st and 2nd rank supplier depending on customers. Its products serve the original or replacement markets.

The main raw materials used are the following: steels and plastics.

The main technologies used are: cold forging, rolling, tapping, machining, hot stamping, metal cutting, heat treatment, surface treatment, plastic injection, automatic control and assembly.

1.3 | LISI MEDICAL

€119.1 million
SALES REVENUE
8% of consolidated sales revenue

915
STAFF
8% of Group headcount

€5.6 million
CAPEX
4% of total Group CAPEX

Activity

Medical implant and auxiliary parts subcontractor

Flagship products

Joint reconstruction:
orthopedic reconstruction implants and instruments (hip, shoulder, knee).

Spine, extremities, trauma and dental:
orthopedic implants and instruments, trauma and extremities, spine, maxillofacial and dental.

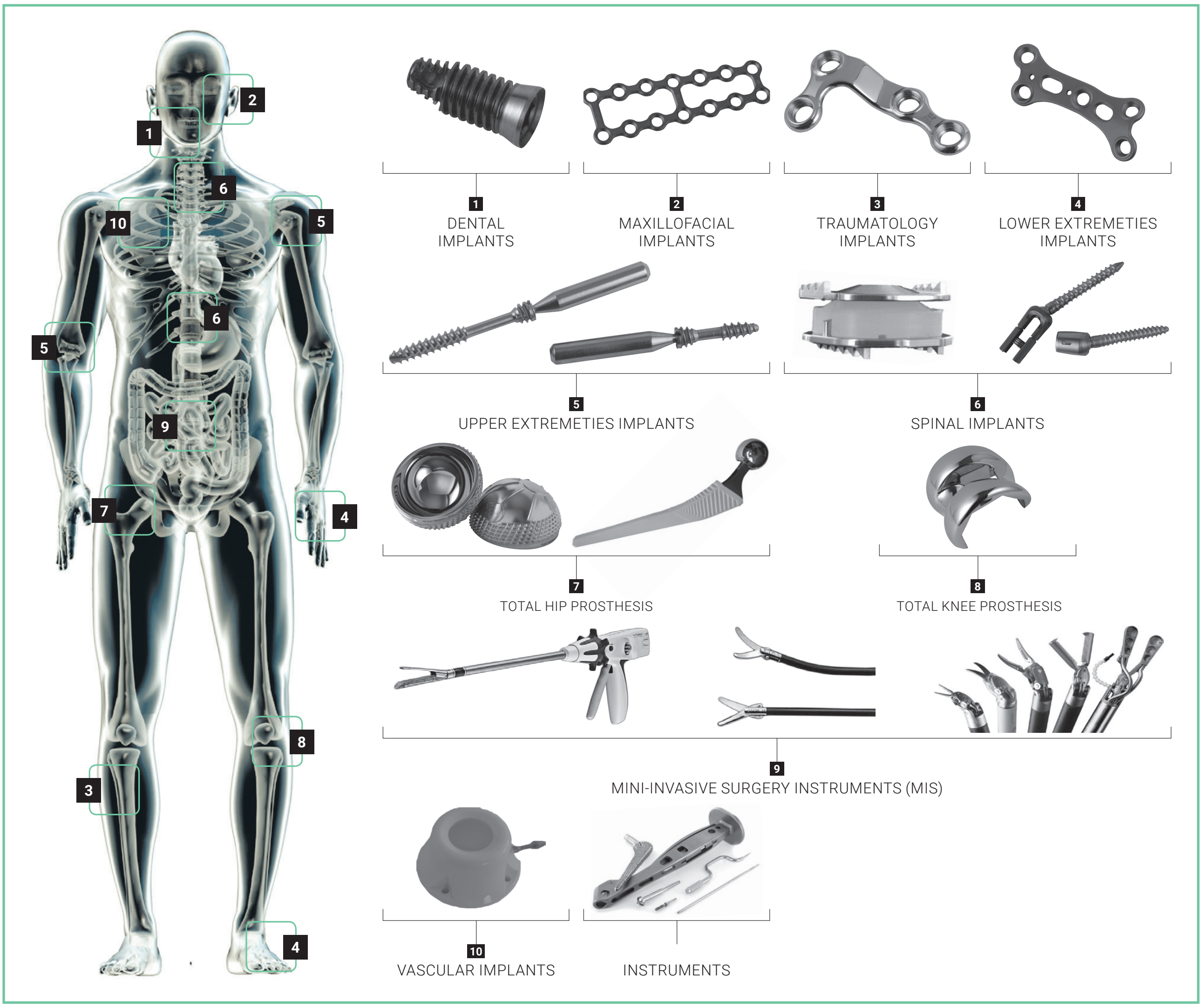
Mini-invasive single-use instruments:
vascular, gastro intestinal, urology.

Customers

Alphatech;
Ace Surgical;
Boston Scientific;
C2F Implants;
Integra Lifescience;
Intuitive Surgical;
Johnson & Johnson and subsidiaries;
Medacta;
Medicrea;
Medtronic;
Signature Orthopaedics;
Smith & Nephew;
Spineway;
Stryker;
Zimmer-Biomet;
Wright Tornier.

Competitors

Accelent;
CoorsTek;
Greatbach;
Marle;
Norwood;
Orchid/Sandvik;
Paragon;
Tecomet;
SFS Tegra.



LISI MEDICAL is involved in the design, manufacturing and marketing phases of all above-mentioned products.

LISI MEDICAL positions itself as a subcontractor.

The main raw materials used are the following: titanium, chromium, cobalt, plastic (PEEK, PEHT), etc.

The main technologies used are: lathing, milling, forging, packaging under sterile conditions, laser marking and special processes.

2 | GROUP ACTIVITY FOR THE FINANCIAL YEAR AND OUTLOOK FOR THE COMING YEAR

2.1 | LISI CONSOLIDATED

At €1,571.1 million, consolidated sales revenue for the 2016 financial year was up +7.8% and take into account the following positive elements:

- A scope effect of €50.1 million corresponding to:
  - the contribution by LISI MEDICAL Remmele consolidated as of May 1, 2016 for €44.9 million, i.e. 2.9% of the consolidated sales revenue;
  - the retroactive consolidation at January 1, 2016, of the Indian company Ankit Fasteners at +€5.2 million of sales revenue, in which a majority interest was taken;
- Gains in market shares with new products in all divisions.

Expressed at constant rates and scope, the change of +4.6% in sales revenue marked by an acceleration between the first half-year (+3.6%) and the second (+5.6%). The trend effect is the same in the three divisions which show a positive organic growth for the whole year.

Comments regarding business of the fourth quarter

	LISI consolidated	Of which LISI AEROSPACE	Of which LISI AUTOMOTIVE	Of which LISI MEDICAL
Q1	388.0	248.5	120.9	18.7
Q2	406.2	254.2	122.8	29.4
Q3	379.9	235.7	109.5	34.8
Q4	397.1	248.8	112.0	36.3
2016	**1,571.1**	**987.2**	**465.3**	**119.1**

The fourth quarter was fairly dynamic in the three divisions, with overall organic growth of +4.4%.

The fasteners segment in Europe stood out in the LISI AEROSPACE division Europe (+14.3%) thanks to the implementation of new contracts. The "North American fasteners" part recorded an overall reduction in sales revenue but saw an increase in orders from Boeing at the end of the financial year, an initial improvement after several months of substantial decreases due to the re-organization of the aircraft manufacturer's supply chain. The "Structural components" segment also recorded a good level of activity driven by the build-up of new programs. The net currency effects amounted to –€1.4 million.

In the LISI AUTOMOTIVE division, sales increased quite rapidly during the second half-year after a lackluster start to the year (+1.1% at HY1, +3.8% at HY2) in a dynamic European market. The increase in sales revenue is particularly significant in the clipped solutions and the mechanical safety components segments carried by the gains in market shares and the build-up of new products.

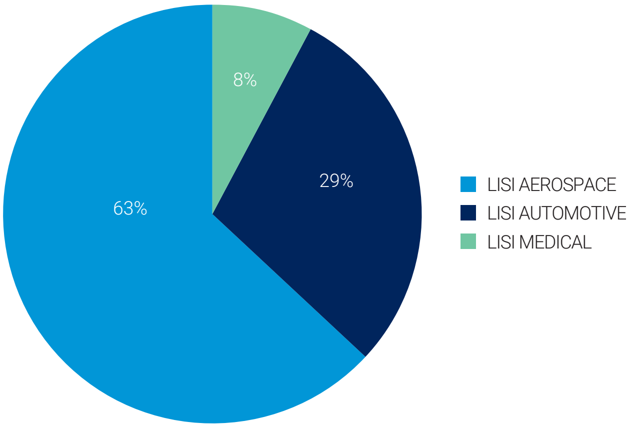
The LISI MEDICAL division benefited from the integration of LISI MEDICAL Remmele on May 1 (sales revenue of €44.9 million over the period). At a constant scope, the sales revenue increased by +0.4% with a last quarter more sustained at +2.8%.

Activity summary at December 31

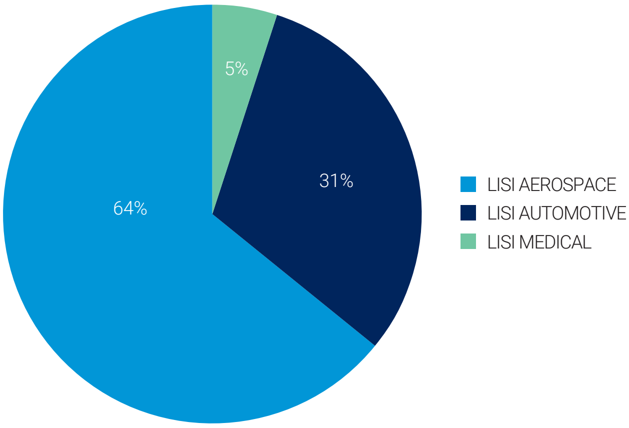
12 MONTHS ENDING DECEMBER 31		2016	2015	Changes
KEY ELEMENTS OF THE INCOME STATEMENT				
Sales revenue	€M	1,571.1	1,458.1	7.8%
EBITDA	€M	237.1	204.1	16.2%
EBITDA margin	%	15.1	14.0	+1.1 pt
Current operating profit (EBIT)	€M	157.5	146.5	7.5%
Current operating margin	%	10.0	10.0	-
Earnings attributable to holders of company equity	€M	107.0	81.8	30.9%
Net earnings per share	€	2.02	1.55	30.3%
KEY ELEMENTS OF THE CASH FLOW STATEMENTS				
Operating cash flow	€M	195.8	154.2	+€41.6 M
Net CAPEX	€M	(119.6)	(111.5)	+€8.1 M
Free cash flow*	€M	73.5	39.6	+€33.9 M
KEY ELEMENTS OF THE FINANCIAL STRUCTURE				
Net debt	€M	218.2	156.6	€61.6 M
Ratio of net debt to equity		25.2%	19.7%	+5.5 pts

* Free Cash Flow: operating cash flow minus net capital expenditure and changes in working capital requirements.

Breakdown of 2016 sales revenue



Breakdown of 2015 sales revenue



Social and societal information (Art. R 225-105 of the Commercial Code)

Throughout the year 2016, the subsidiaries of the LISI Group complied with their regulatory obligations both through the negotiation of labor agreements or the implementation of appropriate action plans: employment of seniors, gender equality, disabled workers, well-being at work.

The LISI Group Senior Management is involved at its highest levels in the areas of health, safety and the environment. At all levels, the LISI Group's wish remains to protect the environment and make safety at work a vehicle for continuous improvement and for its performances to reach the level of excellence in these areas, while controlling the professional risks generated by its activities.

In order to ensure and achieve this goal, LISI has adopted an HSE (Health Safety Environment) policy and organization to identify key areas for improvement, prioritize goals, and derive the appropriate actions. This policy and this organization are based on the international OHSAS 18001 standard (international standard governing the management system of health and safety at work).

At year-end 2016, the frequency rate of lost-time accidents that involved an employee (TF0) was however downgraded to reach 10.6 per million hours worked, while in 2015 it was 10.1. The frequency rate of accidents with or without lost time (TF1) was 14.3; i.e. an almost stable TF1 compared to the data for 2015.

To consolidate its performance in this area, the Group has decided to develop the E-HSE program (Excellence HSE) which aims at reinforcing the LISI Group's common culture in this area.

Environmental information (Art. R 225-105)

For several years, the LISI Group was fully engaged in placing environmental issues at the heart of its corporate culture in order to turn them into intrinsic values.

The policy and organization put in place are based on the international standard ISO 14001 (international standard governing the environment management system) as well as on the international standard OHSAS 18001 (international standard on the health and safety management system).

Headcount

As at December 31, 2016, the LISI Group employed 11,587 employees, an increase of the total workforce of 664 people, which represents a difference of +6.1% compared to 2015.

Headcount at the end of December

	2016	2015	Changes N/N-1	
LISI AEROSPACE	7,386	7,087	+299	+4.2%
LISI AUTOMOTIVE	3,265	3,241	+24	+0.7%
LISI MEDICAL	915	573	+342	+59.7%
LISI Holding	21	22	(1)	(4.5%)
GROUP TOTAL	**11,587**	**10,923**	**+664**	**+6.1%**
Temporary workers	1,156	680		

Financial results 2016

2016 is the sixth consecutive growth year for all management indicators in absolute value.

Gross operating profit (EBITDA) is over €237.1 million, an increase of +16.2% (+€33 million), and represents 15.1% of sales revenue. Taking account of the less favorable net effect of the provisions and reversals than in 2015, the current operating profit (EBIT) grew by +7.5% (€11.0 million) to €157.5 million at 10% of the sales revenue, the operating margin is stable compared with the previous financial year.

This resilience is explained by an improvement in the operational quality of all the Group's activities which makes it possible to offset the excess costs generated by the industrialization of the new programs in the "Structural Components" activity of the LISI AEROSPACE division.

Hence, similarly to the previous year, this level of 10.0% complies with the objectives of the Group, taking into account its activity mix. The contribution of the productivity gains from LEAP (LISI Excellence Achievement Program), the gradual re-orientation of the activities of the automotive division towards product families with a greater margin, as well as the effects of the ambitious industrial investment plan were determining in this performance.

2016 also vouches for the gradual readjustment of the three divisions. Even if the aerospace division is still the leading contributor to the current operating profit (ROC at +€122.9 million, i.e. 78% of the Group) the automotive division shows improved profitability for the fifth consecutive financial year (at +€26.3 million). The contribution from the medical division which, as expected, benefits from the consolidation of LISI MEDICAL Remmele, also improved (at +€9.3 million).

The financial result (+€13.3 million) increased substantially compared with 2015 (−€16.0 million). The major impacts is summarized by:

- the financial expenses corresponding to the cost in the net debt benefited from the decrease in the interest rates. They amounted to −€4.2 million (−€5.0 million in 2015) i.e. an average rate of +1.70% (+2.06% in 2015);
- the revaluation of the debts and receivables in euros (+€18.3 million against −€0.1 million in 2015). The value of the debts was mechanically reduced benefiting from the substantial drop in sterling, while the value of the receivables, investments and bank accounts was mechanically increased benefiting from the substantial rise in the dollar at year end;
- the impact of the unwindings and valuations of the currency hedging instruments (−€0.7 million against −€9.4 million in 2015);
- the exit from the pension scheme in the United States which had accounted for −€1.5 million in 2015.

The non-operating costs impacted the non-current result by −€10.0 million and concern the industrial reorganization of several major sites (Villefranche-de-Rouergue, Rugby [UK] and Saint-Ouen l'Aumône) as well as studies on the re-establishment of the Bologne site.

The tax charge, calculated on the basis of the corporation tax as a percentage of the net income before taxes, reflects an effective average rate of tax of 33.7%, slightly down compared with 2015 (34.3%).

At €107.0 million, the net earnings thus clearly exceeded those of 2015 (€81.8 million), greatly improved by the financial earnings for the financial year.

The shares substantially increased to €2.02 (€1.55 in 2015).

Based upon the results, the Group will seek the approval of the Shareholders' General Meeting to set the dividend at €0.45 per share for the 2016 financial year.

The financial structure is still solid after three years of significant investments

In a context where the levels of activity are strongly increasing, the reduction in the levels of inventories (−6 days expressed in days of sales revenue) and the further decrease in late payments by customers enabled the consolidated working capital requirement to be maintained at 76 days in 2016.

Following on from previous years, LISI maintained a steady pace of capital expenditures that reached a historically high level of €119.6 million. In 2016, they were mainly devoted to equipment specific to new products and to the extension and re-establishment of several major sites (Villefranche-de-Rouergue, Rugby [UK] and Saint-Ouen l'Aumône). With €195.8 million of operating cash flow (+€41.6 million, 12.5% of consolidated sales revenue, to be compared with 10.6% in 2015), the Group was easily able to cover these, while at the same time still generating a positive *Free Cash Flow* of €73.5 million, in the three divisions.

The net debt increased by +€61.6 million and amounted to €218.2 million at December, 2016 i.e. 25.2% of shareholders' equity (19.7% in 2015). Thus, LISI's financial structure enabled the REMMELE MEDICAL OPERATIONS acquisition in April 2016 and the ambitious investment plan, while maintaining its solid ratios.

The return on capital employed (before tax) stood at 15.5% at year-end compared to 15.9% at December 31, 2015. The capital employed increased in value to €1,177 million (compared with €1,039 million in 2015).

OUTLOOK

All the divisions in the LISI Group are developing in well-oriented markets offering solid opportunities for development.

For LISI AEROSPACE, even if the build ups have already been anticipated, the ambitious industrialization programs undertaken since 2016 have still to succeed. The costs, which are always significant, of non-quality and industrialization of very complex technical parts, in the "Structural Components" unit, laid down by the new Airbus and Safran programs on various sites, should gradually be brought down during subsequent quarters. Furthermore, confirmation of the recovery at Boeing will be essential to offset the probable slowdown of the "Fasteners – Europe" activity.

The division is moreover continuing the modernization of its production resources. It is also continuing to invest in long-term projects such as the development of the "Optiblind®" assembly system, the implementation of the "robotization" project or again the development of LISI AEROSPACE Additive Manufacturing. It intends to supply its aeronautical customers with a response that integrates additive technologies into the design and production of 3D printed mechanical parts.

On the basis of the progress recorded during the last five financial years, LISI AUTOMOTIVE has set itself the objective of continuing to improve its operational profitability in the long term, in particular thanks to the gains provided by the LEAP (LISI Excellence Achievement Program) plan and the still high level of industrial investment to accelerate the robotization and automation program in the industrial processes. The repositioning towards products with higher added value undertaken in 2016 should also significantly contribute towards the continuous improvement of the division's operating margin. The greater international presence, particularly on the mechanical safety components and clipped solutions market, will be another focus for development.

LISI MEDICAL will benefit from the consolidation for the full year of LISI MEDICAL Remmele which particularly opens up promising opportunities for organic growth with new and very dynamic markets for medical appliances other than orthopedics.
In parallel, ever-increasing customer demands and the many new long-term projects under development or industrialization make even more necessary the implementation of the Group's major transversal projects, such as LEAP (LISI Excellence Achievement Program), E-HSE (Excellence HSE) and COS (Controlling Operating System).

In this context, the LISI Group is aiming at a two-figure operating margin in 2017 and an always positive Free Cash Flow.

2.2 | LISI AEROSPACE

Summary presentation of the LISI AEROSPACE activity:

- Increase in the volumes relating to the build-up of the new programs and new products;
- *Free Cash Flow*[1] largely positive, after a CAPEX plan up by more than 19%;
- Very satisfactory functioning of the "Fasteners Europe" activity;
- Inauguration and qualification of the LISI AEROSPACE Additive Manufacturing site and a large number of strategic initiatives;
- Sale of the "Floor covering – Interior design" activity.

Market

Visibility in the commercial aircraft sector remains very good. The other market segments served by LISI AEROSPACE had varied fortunes, in particular helicopters and certain segments such as regional aircraft, the military in the USA or business aircraft.

While Airbus remains behind Boeing in the number of aircraft deliveries (688 aircraft compared to 748 for Boeing), it is the leader in the number of net orders (731 compared to 668 for Boeing), i.e. an order book of 13,000 aircraft.

As expected, the effect of the delivery rates of single-aisles and the A350 will continue in 2017.

[1] *Free Cash Flow:* operating cash flow minus net capital expenditure and changes in working capital requirements.

Activity

(in millions of euros)	2016	2015	Changes
Sales revenue	987.2	929.6	+6.2%
Current operating profit (EBIT)	122.9	124.3	(1.1%)
Operating cash flow	127.1	113.9	+11.5%
Net CAPEX	(82.4)	(69.0)	+19.4%
Free Cash Flow[1]	32.3	41.7	(€9.4 M)
Registered employees at period end	7,386	7,087	+4.2%
Average full time equivalent headcount[2]	8,011	7,614	+5.2%

[1] Free Cash Flow: operating cash flow minus net capital expenditure and changes in working capital requirements.
[2] Including temporary workers.

LISI AEROSPACE continues to show dynamism with sales revenue increasing by 6.2% to €987.2 million.

The retroactive consolidation at January 1, 2016 of the Indian company Ankit Fasteners contributed +€5.2 million to the division's sales revenue. Furthermore, the net currency effects amounted to –€1.4 million.

At comparable scope and currency, growth of 5.9%, sustained by a very dynamic European market and a strong build-up of the new programs.

The "Fasteners – Europe" activity which benefited from the initial allocations from the A350 program (which corresponds to the constitution of the assembly line inventories prior to the long production run industrialization phase) is increasing by +14.3%. The "Fasteners North America" part saw an upturn in orders from Boeing during the last months of 2016, an initial improvement after several months of substantial decreases in sales revenue (€20 million) due to the re-organization of the aircraft manufacturer's supply chain. The "Structural components" activity, whose products are primarily intended for European customers, also saw good growth of +7.0%, also driven by the build-up of the new programs (A350, engine LEAP, etc.).

Results

The current operating profit reached €122.9 million (€124.3 million in 2015). At +12.4%, the operating margin declined by 1 point compared to 2015.

However, the operation of the sites for the "Fasteners" activity benefited not only from the favorable volume effect in Europe, but also from productivity gains generated thanks to the implementation of the LEAP program (LISI Excellence Achievement Program). On the other hand, the improvement in the operating situation of the "Structural components" activity is still slowed down by the industrial difficulties in the new program's strong build-up phase.

The current operating profit takes into account the following operating charges in particular:
- €12.0 million of extra costs identified in the "Structural components" activity;
- €3.9 million increase in depreciation due to the investment plan;
- €2.3 million costs related to the development of the new programs.

The financial structure was strengthened by the good level of operating cash flow (12.9% of sales revenue) at €127.1 million which largely finances a record investment plan of +€82.4 million. An increase of nearly 19% compared to 2015, these investments were mainly devoted to:
- the "Fasteners – Europe" activity particularly with the industrial reorganization of several major sites at Villefranche-de-Rouergue, Rugby (UK) and Saint-Ouen l'Aumône,
- the scope of LISI AEROSPACE Creuzet (development of new products, in particular in Marmande),
- the continuation of the modernization plan for Manoir Aerospace.

Inventories for the division decreased by €5.0 million for the financial year, corresponding to a reduction of 8 days in sales revenue.

Taking into account these elements and the good mastery of other working capital requirements, the free cash flow remains largely positive at +€32.3 million (3.3% of sales revenue).

The headcount increased over the financial year with 7,386 persons (7,087 in December 2015).

The sale of the "Floor covering - Interior design" activity (sales revenue of €8 million in 2015) was effective on August 1, and the sale of Précimétal Fonderie de Précision was finalized on February 2, 2017 (€14.6 million of sales revenue in 2016).

OUTLOOK

Visibility in the commercial aircraft sector remains robust, in particular with regard to the single-aisles and the new programs (A350, B787, etc.). Confirmation of the upturn in the Boeing order books still requires monitoring. This should make it possible to offset the probable slow down in the "Fasteners – Europe" activity following the peak caused by the initial allocation of the Airbus A350 program.

The other market segments served by LISI AEROSPACE experienced difficulties. This is particularly the case of helicopters, certain segments such as military and business aircraft in the USA as well as regional aircraft.

Even if the build ups have already been anticipated, the ambitious industrialization programs undertaken since 2016 have still to succeed. The costs, always significant, of non-quality and the industrialization of very complex technical parts specific to the new Airbus and Safran programs on various sites should be gradually brought down during the next quarters.

The aeronautical division moreover continues the modernization of its production resources, by investing in the long-term projects such as the development of the "Optiblind®" assembly system, the implementation of the "robotization" project or again the development of LISI AEROSPACE Additive Manufacturing. The LISI AEROSPACE Additive Manufacturing plant was inaugurated in October 2016 and was certified to produce parts in long production runs for the division's major aeronautical customers. Nevertheless, the contribution of this site will remain negative in 2017.

In 2017, the Manoir Aerospace "Forge 2020" installation project concerning the plant currently located in Bologne (Haute-Marne) will enter a concrete work phase.

Other strategic initiatives (Villefranche-de-Rouergue, Dorval [Canada], Parthenay, Rugby [UK] and Saint-Ouen l'Aumône) will have their full effect in financial year 2017.

2.3 | LISI AUTOMOTIVE

Summary presentation of the LISI AUTOMOTIVE activity:
- Organic growth in a still well-focused European market;
- Good dynamic in the mechanical safety components and clipped solutions activities;
- Fifth consecutive year's improvement in the operating margin.

Market

The worldwide automotive markets grew by +4.6%* driven by the Chinese (+12.3%) and European (+6.5%) markets. The American market, in a consolidation phase, experienced moderate growth of +0.5%.

In Europe, the main area of operations for LISI AUTOMOTIVE, growth (+6.5%) was driven by the main markets: Italy (+15.8%) and Spain (+10.9%) stood out from France (+5.1%) and Germany (+4.5%) which did less well than the market. The UK grew more modestly (+2.3%).

Amongst the European manufacturers, customers of LISI AUTOMOTIVE, Daimler (+13.4%), Renault-Dacia (+12.1%) and BMW (10.1%) are the most dynamic. On the other hand, Volkswagen (+3.3%) and PSA (-0.5%) had more contrasted performances than in 2015. Orders for new products taken by the division expressed in annualized sales revenue represents 10.2% of sales revenue, i.e. about €48 million, against about €44 million in 2015 (9.8% of sales revenue). The growth was particularly remarkable in the Mechanical safety components Business Group, which expresses the strategy for gaining market shares in the segment.

Activity

(in millions of euros)	2016	2015	Changes
Sales revenue	465.3	454.6	+2.3%
Current operating profit (EBIT)	26.3	18.0	+46.2%
Operating cash flow	43.8	32.0	+37.1%
Net CAPEX	(31.9)	(38.3)	(16.7%)
Free Cash Flow[1]	7.9	(3.1)	+€11.0M
Registered employees at period end	3,265	3,241	+0.7%
Average full time equivalent headcount[2]	3,368	3,330	+1.1%

[1] Free Cash Flow: operating cash flow minus net capital expenditure and changes in working capital requirements.
[2] Including temporary workers.

After a lackluster start to the year, the division saw a speed up in its sales in the second half-year (+1.1% at HY1 and +3.8% at HY2). Sales revenue amounted to 465.3 million, up by +2.3% compared with 2015, this increase marking the fourth consecutive year's growth.

This growth, which is less than the volume of the European market, illustrates the wish of the division to develop selectively in high value-added products.

Furthermore, the division is continuing its intention to become established worldwide with encouraging developments particularly in China.

Results

All the "Business Groups" see their performances increasing compared with last year.

The situation of the French sites in the "Threaded fasteners Business Group", and more particularly the Saint-Florent-sur-Cher site, was markedly improved without, however, reaching the Group average. Efforts to recover are continuing.

* Source : ACEA Association des Constructeurs Automobiles Européens.

The LISI AUTOMOTIVE operating margin increased for the fifth consecutive year to reach 5.7% (4.0% in 2015; 3.0% in 2014; 2.7% in 2013 and 0.5% in 2012), confirming that performances had recovered.

As expected, the *Free Cash Flow* became clearly positive (+€7.9 million) a significant improvement on 2015 (–€3.1 million). The level of the operating cash flow (+€43.8 million) and the good control of the working capital requirement are the main reasons for this. The latter moreover makes it possible to finance an always sustained CAPEX level of €31.9 million. These investments were justified by many projects, including the updating of IT systems, industrial equipment dedicated to new products or the improvement of the plants' operating conditions.

The other management indicators have improved, in particular the logistics indicators, and those relating to the deployment of the LEAP program (LISI Excellence Achievement Program).

Headcount was slightly greater compared to 2015 with 3,265 employees at December 31, 2016 compared to 3,241 in 2015, i.e. +0.7%. Recruitments were above all made in the Czech Republic, in China and in Mexico (build up of the Monterrey site).

OUTLOOK

LISI AUTOMOTIVE has set the objective to continue the progress recorded over the past five financial years and to improve its profitability in the long term thanks to the contributions of the LEAP plan (LISI Excellence Achievement Program) and the high level of industrial investments. The repositioning towards products with higher added value undertaken in 2016 also represents a major focus for the continuous improvement of the LISI AUTOMOTIVE profitability.

The very good level of logistics performance, makes it possible to satisfy the growth in customers' demands giving visibility to the order books, as well as the build-up of new products.

The greater international presence of division, particularly on the mechanical safety components and clipped solutions market, is going to become another motor for its development. On this subject, the move of the Beijing plant will be an important element at the start of the financial year.

2.4 | LISI MEDICAL

Summary presentation of the LISI MEDICAL activity:

- Change of dimension with the acquisitions of REMMELE Medical Operations from ALCOA on April 11, 2016;
- Dynamic market and numerous on-going developments;
- Further improvement in the operating margin and *Free Cash Flow*.

Market

Over the last three financial years, the world orthopedics market has returned to growth in line with the long-term trend (+4% to +5% per year). LISI MEDICAL considers that the contractual manufacturing segment, on which it operates from its five production sites, is growing faster than the world market, which is expressed by a sector consolidation strategy.

LISI MEDICAL customers respond to market constraints by consolidating their activity portfolio with acquisitions in strongly growing segments. Overall, the market remains well oriented towards the majority of geographic areas.

Activity

(in millions of euros)	2016	2015	Changes
Sales revenue	119.1	74.8	+59.3%
Current operating profit (EBIT)	9.3	4.1	+125.4%
Operating cash flow	11.8	5.3	+120.8%
Net CAPEX	(5.6)	(4.0)	+40.0%
Free Cash Flow[1]	3.7	1.7	+€2.0M
Registered employees at period end	915	573	+59.7%
Average full time equivalent headcount[2]	868	623	+39.3%

[1] Free Cash Flow: operating cash flow minus net capital expenditure and changes in working capital requirements.
[2] Including temporary workers..

Highlights

- Consolidation of LISI MEDICAL Remmele at May 1 (sales revenue of €44.9 million over the period), i.e. 7 months' activity;
- Good level of orders and activity with existing customers, new customers in orthopedics (€4.0 million) and mini-invasive surgery (LISI MEDICAL Remmele);
- Overall improvement in management indicators.

The sales revenue amounted to €119.1 million, i.e. an increase of +59.3%. At a constant perimeter, the sales revenue increased by +0.4% with a more active last quarter at +2.8%.

On the commercial front, orders kept up well, driven by the very strong dynamic of LISI MEDICAL Remmele, the build-up of generic products (constitution of inventories) and projects being developed.

Results

Supported by the volume effect which allows better coverage of fixed costs, and consolidation of LISI MEDICAL Remmele, the operating margin once again improved and amounted to 7.8% (5.5% in 2015; 4.9% in 2014).

The division's French sites confirm the operating progress observed for several months. The American sites of LISI MEDICAL Remmele reached performance levels complying with the group's objectives while the Jeropa site experienced some disruptions due to the change in its product portfolio undertaken several months previously.

The CAPEX, still significant (€5.6 million), were above all carried by the purchase of equipment intended for developments and the production of new products. They are financed by a very good level of operating cash flow (+€11.8 million). The levels of inventories expressed in days of sales revenues experienced a further drop to reach the historically low level of 65 days. Consequently, the *Free Cash Flow* improved once again over the financial year to €3.7 million (+€1.7 million in 2015; –€1.0 million in 2014) i.e. 3.1% of sales revenue.

OUTLOOK

After a lackluster start to 2016, the division reinforced its fundamentals and its positioning as benchmark supplier with its customers. Furthermore, the consolidation of LISI MEDICAL Remmele gave it a greater visibility and opened new prospects for organic growth with new markets for medical appliances other than orthopedics. The continuation of continuous improvement actions, investments in differentiating technologies and industrialization of new products should make it possible to consolidate this positive trend.

Qualitative objectives for 2017 are in line with the improvement approach underway for the last three years. The division is therefore on the way to joining the world's four leading specialized contractual manufacturers to support its sector consolidation approach.

CONSOLIDATED FINANCIAL STATEMENTS 3

1 | FINANCIAL STATEMENTS

1.1 | INCOME STATEMENT

(in €'000)	Notes	12/31/2016	12/31/2015
Pre-tax sales	**2.6.1**	**1,571,104**	**1,458,052**
Changes in stock, finished products and production in progress		(1,519)	20,405
Total production		1,569,585	1,478,457
Other revenues[a]		23,777	13,083
Total operating revenues		**1,593,362**	**1,491,540**
Consumed goods	2.6.2	(414,436)	(398,213)
Other purchases and external expenses	2.6.3	(325,957)	(308,415)
Added value		**852,969**	**784,912**
Taxes and duties[b]		(11,353)	(11,590)
Personnel expenses (including temporary workers)[c]	2.6.4	(604,484)	(569,236)
EBITDA		**237,132**	**204,086**
Depreciation		(80,872)	(73,787)
Net provisions		1,200	16,194
EBIT		**157,460**	**146,493**
Non-recurring operating expenses	2.6.6	(12,950)	(11,148)
Non-recurring operating revenues	2.6.6	2,974	5,308
Operating profit		147,483	**140,652**
Financing expenses and revenue on cash	2.6.7	(4,420)	(6,163)
Revenue on cash	2.6.7	1,146	983
Financing expenses	2.6.7	(5,566)	(7,146)
Other interest revenue and expenses	2.6.7	17,770	(9,819)
Other financial items	2.6.7	55,409	35,466
Other interest expenses	2.6.7	(37,639)	(45,285)
Taxes including CVAE (tax on companies' added value)[b]	2.6.8	(54,443)	(42,741)
Share of net income of companies accounted for by the equity method		0	(71)
Profit (loss) for the period		**106,390**	**81,859**
Attributable as company shareholders' equity		107,008	81,764
Interest not granting control over the company		(619)	95
Earnings per share (in €)	2.6.9	**2.02**	**1.55**
Diluted earnings per share (in €)	2.6.9	**2.02**	**1.55**

a/ In order to provide readers of the financial statements with better information that is in accordance with international standards, in the 2016 financial statements the Company has continued classifying revenues related to CIR (Research tax credit) as "Other Revenues".
b/ As at December 31, 2016, in accordance with the CNC (French National Accounting Committee) notice of January 14, 2010, the amount of CVAE (Tax on Companies' Added Value) was classified as "Corporate Taxes" (on profits) in the sum of –€7.7 million.
c/ At December 31, 2016 provision was made for the CICE in an amount of +€9.7 million.

STATEMENT OF OVERALL EARNINGS

(in €'000)	12/31/2016	12/31/2015
Profit (loss) for the period	**106,390**	**81,859**
Other items of overall income applied to shareholders equity		
Actuarial gains and losses out of employee benefits (gross element)	(4,359)	6,192
Actuarial gains and losses out of employee benefits (tax impact)	840	(2,118)
Restatements of treasury shares (gross element)	145	156
Restatements of treasury shares (tax impact)	(50)	(56)
Payment in shares (gross element)	2,447	2,951
Payment in shares (tax impact)	(843)	(1,065)
Other items of overall income that will cause a reclassification of income		
Exchange rate differences resulting from foreign business	(2,874)	19,351
Hedging instruments (gross element)	(12,615)	(2,219)
Hedging instruments (tax impact)	3,587	(12)
Other portions of global earnings, after taxes	**(13,723)**	**23,179**
Total overall income for the period	**92,667**	**105,038**

1.2 | STATEMENT OF FINANCIAL POSITION

ASSETS (in €'000)	Notes	12/31/2016	12/31/2015
NON-CURRENT ASSETS			
Goodwill	2.5.1.1	300,426	260,334
Other intangible assets	2.5.1.1	23,822	14,923
Tangible assets	2.5.1.2	570,877	481,354
Non-current financial assets	2.5.1.4	9,481	10,585
Deferred tax assets		19,075	19,838
Other Non-current assets	2.5.1.5	950	924
Total Non-current assets		**924,631**	**787,958**
CURRENT ASSETS			
Inventories	2.5.2.1	338,986	336,127
Taxes - Claim on the state		6,772	23,819
Trade and other receivables	2.5.2.2	260,416	215,291
Cash and cash equivalents	2.5.2.3	141,719	125,812
Total short-term assets		**747,894**	**701,050**
TOTAL ASSETS		**1,672,525**	**1,489,008**

TOTAL EQUITY AND LIABILITIES (in €'000)	Notes	12/31/2016	12/31/2015
SHAREHOLDERS' EQUITY			
Share capital	2.5.3	21,610	21,610
Additional paid-in capital	2.5.3	72,584	72,584
Treasury shares	2.5.3	(14,610)	(14,740)
Consolidated reserves	2.5.3	659,375	603,092
Conversion reserves	2.5.3	27,742	30,598
Other income and expenses recorded directly as shareholders' equity	2.5.3	(13,452)	(2,653)
Profit (loss) for the period	2.5.3	107,008	81,764
Total shareholders' equity - Group's share	**2.5.3**	**860,258**	**792,256**
Minority interests	2.5.3	4,964	1,189
Total shareholders' equity	**2.5.3**	**865,222**	**793,446**
NON-CURRENT LIABILITIES			
Non-current provisions	2.5.4	70,474	73,274
Non-current borrowings	2.5.6.1	253,856	230,145
Other Non-current liabilities		12,392	12,591
Deferred tax liabilities		33,376	31,527
Total Non-current liabilities		**370,098**	**347,537**
SHORT-TERM LIABILITIES			
Short-term provisions	2.5.4	23,174	15,350
Current borrowings[1]	2.5.6.1	106,037	52,285
Trade and other accounts payable		304,492	278,181
Taxes due		3,503	2,211
Total short-term liabilities		**437,206**	**348,026**
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES		**1,672,525**	**1,489,008**
[1] Of which current bank facilities		15,984	9,243

1.3 | STATEMENT OF CASH FLOWS

(in €'000)	12/31/2016	12/31/2015
Operating activities		
Net earnings	**106,390**	**81,859**
Elimination of the income of companies accounted for by the equity method		**71**
Elimination of net expenses not affecting cash flows:		
– Depreciation and non-recurrent financial provisions	81,232	71,284
– Changes in deferred taxes	6,059	10,554
– Income on disposals, provisions for liabilities and others	911	(7,140)
Gross cash flow margin	**194,592**	**156,628**
Net changes in provisions provided by or used for current operations	1,213	(2,476)
Operating cash flow	**195,805**	**154,153**
Elimination of the tax expense	48,385	32,187
Elimination of net borrowing costs	5,782	5,133
Effect of changes in inventory on cash	2,504	(18,066)
Effect of changes in accounts receivable and accounts payable	(23,729)	36,455
Net cash provided by or used for operations before tax	**228,747**	**209,861**
Tax paid	(29,807)	(53,641)
CASH PROVIDED BY OR USED FOR OPERATIONS (A)	**198,938**	**156,220**
Investment activities		
Acquisition of consolidated companies	(92,136)	(47)
Cash acquired	(1,973)	
Acquisition of tangible and intangible fixed assets	(132,609)	(112,803)
Acquisition of financial assets		
Change in granted loans and advances	(746)	227
Investment subsidies received		
Dividends received		
Total cash used for investment activities	**(227,463)**	**(112,623)**
Divested cash	36	
Disposal of consolidated companies		
Disposal of tangible and intangible fixed assets	12,995	1,341
Disposal of financial assets		
Total cash from disposals	**13,031**	**1,341**
CASH PROVIDED BY OR USED FOR INVESTMENT ACTIVITIES (B)	**(214,434)**	**(111,281)**
Financing activities		
Capital increase	32	
Net disposal (acquisition) of treasury shares		
Dividends paid to shareholders of the Group	(20,629)	(19,467)
Dividends paid to minority interests of consolidated companies		
Total cash from equity operations	**(20,598)**	**(19,467)**
Issued of non-current loans	88,376	9,166
Issue of short-term loans	52,028	40,926
Repayment of non-current loans	(35,309)	(5,301)
Repayment of short-term loans	(45,143)	(54,354)
Net interest expense paid	(5,782)	(5,134)
Total cash from operations on loans and other financial liabilities	**54,171**	**(14,698)**
CASH PROVIDED BY OR USED FOR FINANCING ACTIVITIES (C)	**33,573**	**(34,164)**
Effect of change in foreign exchange rates (D)	(8,149)	4,741
Effect of adjustments in treasury shares (D)	(762)	302
Changes in net cash (A+B+C+D)	**9,166**	**15,818**
Cash at January 1 (E)	116,569	100,751
Cash at year-end (A+B+C+D+E)	125,735	116,569
Cash and cash equivalents	141,719	125,812
Short-term banking facilities	(15,984)	(9,243)
Closing cash position	**125,735**	**116,569**

1.4 | STATEMENT OF SHAREHOLDERS' EQUITY

(in €'000)	Share capital	Capital-linked premiums (Note 7.3)	Treasury shares	Consolidated reserves	Conversion reserves	Other income and expenses recorded directly as shareholders' equity	Profit for the period, Group share	Group's share of shareholders' equity	Minority interests	Total shareholders' equity
SHAREHOLDERS' EQUITY AT JANUARY 1, 2015 RESTATED	**21,610**	**72,584**	**(15,042)**	**543,542**	**11,248**	**(6,505)**	**81,464**	**708,902**	**1,118**	**710,019**
Profit (loss) for the period N[a]							81,764	81,764	95	81,859
Translation differences[b]					19,350			19,350	1	19,351
Payments in shares[c]						1,886		1,886		1,886
Capital increase								0		0
Restatement of treasury shares[d]			302			100		402		402
Restatement as per IAS19[g]						4,074		4,074		4,074
Appropriation of N-1 earnings				81,464			(81,464)	0		0
Change in scope								0		0
Dividends distributed				(19,467)				(19,467)		(19,467)
Reclassifications								0		0
Restatement of financial instruments[f]						(2,207)		(2,207)	(25)	(2,232)
Various[e]				(2,447)				(2,447)		(2,447)
SHAREHOLDERS' EQUITY AT DECEMBER 31, 2015	**21,610**	**72,584**	**(14,740)**	**603,092**	**30,598**	**(2,652)**	**81,764**	**792,257**	**1,189**	**793,445**
including total revenues and expenses recognized for the period (a) + (b) + (c) + (d) + (e) + (f) + (g)					***19,350***	***3,853***	***81,764***	***104,967***	***71***	***105,038***
SHAREHOLDERS' EQUITY AT JANUARY 1, 2016	**21,610**	**72,584**	**(14,740)**	**603,092**	**30,598**	**(2,652)**	**81,764**	**792,257**	**1,189**	**793,445**
Profit (loss) for the period N[a]							107,008	107,008	(619)	106,389
Translation differences[b]					(2,856)			(2,856)	(18)	(2,874)
Payments in shares[c]						1,604		1,604		1,604
Capital increase	0	0						0	3,947	3,947
Restatement of treasury shares[d]			130			95		225		225
Restatement as per IAS19[g]						(3,519)		(3,519)		(3,519)
Appropriation of N-1 earnings				81,764			(81,764)	0		0
Change in scope								0	512	513
Dividends distributed				(20,629)				(20,629)	0	(20,629)
Reclassifications								0		0
Restatement of financial instruments[f]						(8,980)		(8,980)	(48)	(9,028)
Various[e]				(4,852)				(4,852)		(4,852)
SHAREHOLDERS' EQUITY AT DECEMBER 31, 2016	**21,610**	**72,584**	**(14,610)**	**659,375**	**27,742**	**(13,452)**	**107,008**	**860,258**	**4,964**	**865,222**
including total revenues and expenses recognized for the period (a) + (b) + (c) + (d) + (e) + (f) + (g)					***(2,856)***	***(10,801)***	***107,008***	***93,351***	***(685)***	***92,667***

* Restated to account for IFRIC 21.

2 | NOTES

2.1 | GROUP ACTIVITY AND HIGHLIGHTS OF THE YEAR

The company LISI S.A. (hereinafter referred to as "the Company") is a *Société Anonyme* (public limited company) under French law, listed on the Paris Stock Exchange, whose head office is at the following address: "Le Millenium, 18 rue Albert Camus, CS 70431, 90008 BELFORT cedex".

The consolidated financial statements of the Group for the financial year ending December 31, 2016 include the Company, its subsidiaries and affiliates (which are together referred to as "the Group").

The LISI Group's main business activity is the manufacturing of multifunctional fasteners and assembly components for three business sectors: aerospace, automotive, and medical.

Highlights of the year

Consolidation of LISI Medical Remmele

On April 11, 2016, the LISI Group acquired 100% of the Remmele Medical Opérations securities. This company was acquired through Hi Shear Corporation, a wholly owned subsidiary of LISI AEROSPACE.

Effective on April 30, the transaction led the LISI Group to consolidate LISI MEDICAL Remmele as of May 1, 2016.

2.2 | ACCOUNTING RULES AND METHODS

The financial statements drawn up as at December 31, 2016 were approved by the Board of Directors on February 21, 2017 and will be submitted to the Combined General Meeting on April 25, 2017.

2.2.1 | Background to the preparation of the consolidated financial statements for the 2015 financial year

In accordance with EU regulation 1606/2002 dated July 19, 2002, the LISI Group's consolidated financial statements have been prepared in line with IAS/IFRS international accounting standards as adopted by the European Union on December 31, 2016.

2.2.1.1 Standards, amendments and interpretations adopted by the EU and mandatory for reporting periods beginning on or after January 1, 2016

Amendments IAS 16 and IAS 38 (clarification of acceptable methods of depreciation and amortization), IAS 19 (employee contributions), IFRS 11 (accounting for acquisitions of interests in joint operations), IAS 27 (equity method in separate financial statements) had no effect on the Group's consolidated financial statements at December 31, 2016.

2.2.1.2 New standards and interpretation for later application approved by the European Union

No standard, interpretation or amendment to existing standards was applied in anticipation in the financial statements at December 31, 2016.

The standards and interpretations published and approved by the European Union, but whose application is not yet mandatory, are the following:

a) At the end of May 2014, the IASB published standard IFRS 15, Revenue from contracts with customers. This standard concerns the recognition and valuation of the revenue from ordinary activities from contracts with customers. This standard will replace standards IAS 18, Revenue from ordinary activities and IAS 101, Construction contracts. This standard should come into force for financial years starting from January 1, 2018. This standard introduces a single analysis grid regardless of the transactions (sale of goods, sale of services, granting of licenses, etc.) with five successive stages:
   - identification of the contract or contracts;
   - identification of the seller's various contractual obligations (performance obligations);
   - determination of the price of the transaction;
   - allocation of the price of the transaction to the various obligations identified;
   - the initial analyses show how the impacts of this standard are not particularly material.

The analysis of the impacts of this standard is in progress.

b) In July 2014, the IASB published standard IFRS 9, Financial Instruments, intended to replace IAS 32 and IAS 39, the standards currently in force for the presentation, recognition and evaluation of financial instruments. This standard groups the three phases which make up the project: classification and evaluation, impairment and hedging accounting. The modifications made by IFRS 9 concern:
   - the rules for classifying and evaluating the financial assets which reflect the economic model in the context in which they are managed as well as their contractual cash flows;
   - the rules for impairment of receivables, henceforth based on "expected losses" and not on "realized losses";
   - the treatment of the hedging accounting;
   - this standard is expected to come into force for financial years starting from January 1, 2018. The analysis of the impacts is in progress.

c) In January 2016, the IASB published standard IFRS 16, Lease contracts. This standard will lead companies leasing significant assets as part of their activity to recognize an asset and a financial debt corresponding to the lease commitment.

This standard, not yet adopted by the European Union, should come into force for the financial years starting from January 1, 2019. The analysis of the impacts is in progress.

2.2.2 | Basis for the preparation of the financial statements

Financial statements are given in thousands of euros, except where otherwise indicated.

They are prepared on the basis of historical costs, with the exception of the following assets and liabilities which have been measured at their fair value: financial derivatives, financial instruments held for trading purposes and financial instruments classified as held for sale and liabilities from cash-settled share-based payment transactions.

Non-current assets held for sale are evaluated at the lower of their book value and the fair value less costs of disposal.

According to IFRS standards, certain accounting options involve taking positions based on judgment of assumptions that have an impact on the amounts of assets or liabilities, income or expenses, particularly regarding the following elements:

- durations of depreciation of fixed assets (notes 2.2.7.3 and 2.2.8.4);
- evaluations retained for impairment tests (note 2.2.8.5);
- evaluation of pension provisions and obligations (notes 2.2.13 and 2.2.14);
- valuation of financial assets at fair market value (notes 2.2.6, 2.2.8.6, 2.2.11 and 2.2.12);
- valuation of share-based payments (note 2.2.14.2);
- recognition of deferred tax assets (note 2.2.18.5).

These judgments and assumptions take into account the specific risks of the sectors concerned by LISI's activities, as well as general risks related to the economic context. The current period being characterized by greater volatility, the visibility is limited. Consequently, the forecasts used as a basis for such judgment and assumptions may differ from actual future achievements.

Management continuously reviews its estimates and assessments based upon past experience and on factors considered reasonable that form the basis of its assessment for the book values of assets and liabilities. The impact of changes to accounting estimates is recognized during the period of change only where it affects this period or during the period of change and successive periods if these are also impacted by the change.

The decisions made by the management regarding IFRS having a significant impact on the financial statements and estimates presenting a major risk of variation over subsequent periods mainly concern provisions (notes 2.2.13 and 2.6.4), deferred tax assets (note 2.6.7) and impairment tests on assets (notes 2.2.8.5 and 2.6.1.1). Calculations for staff retirement provision and valuation tests are based on valuation assumptions, the sensitivity of which can affect costs recognized as provisions in the accounts. These assumptions are broken down by division on the basis of information drawn from independent experts (actuaries, etc.).

Assessment of the major sources of uncertainty

Although the Group's business sectors recorded different rates of growth in recent years, this has not generated any major uncertainties.

Identified sensitivities

The main sensitivities identified and tracked by management concern the data and assumptions related to the implementation of the impairment tests. These assumptions are consolidated through a collection process of forecast information from major players in the sector (market assumptions) and actuaries (rate assumptions).

Accounting treatment of the CVAE (Tax on Companies' Added Value)

Following the release of the National Accounting Council of January 14, 2010, the Group decided to qualify the CVAE (contribution of the Added Value of Businesses) as income tax that would fall within the scope of IAS 12. This decision is based on an opinion of the IFRIC issued in 2006 stating that the term 'taxable profit' implies a notion of net rather than gross amount without it being necessarily identical to the accounting result. Moreover, this choice ensures consistency with the accounting treatment applied to similar taxes in other foreign countries.

Treatment of the research tax credit

Revenues related to the research tax credit are classified in the income statement under "Other income".

Treatment of the tax credit for competitiveness and employment (CICE)

The CICE has been presented in application of IFRS as a deduction from the employment-related expenses for an amount of €9.7 million.

2.2.3 | Consolidation principles

A subsidiary is an entity controlled by its parent company. Control exists when the Group is able to direct the financial and operating policies of the entity (either directly or indirectly) in order to obtain benefits from its activities. The list of consolidated companies is provided in note 2.3.3. At December 31, 2016 all the companies are included in the consolidation scope in accordance with the full consolidation method.

2.2.4 | Transactions excluded from the consolidated financial statements

Balance sheet balances, unrealized profits and losses, and income and costs arising from intra-group transactions have been excluded in preparing the consolidated financial statements.

Unrealized losses have been excluded in the same way as unrealized profits, on condition that they do not represent a loss of value.

2.2.5 | Conversion methods for items in foreign currency

2.2.5.1 Transaction in foreign currency

Transactions in foreign currencies are recorded in the books in the operating currency at the rate of exchange on the date of the transaction. At the year-end, the monetary assets and liabilities in foreign currencies are converted into the operating currency at the rate in force at the year end. Exchange rate differences arising from conversions are recognized in income or expenses, with the exception of differences from foreign currency loans that are a hedge on a net investment in a foreign entity, which are recognized in the conversion reserve as a distinct element of shareholders' equity. They appear on the income statement upon the exit of that business.

2.2.5.2 Translating financial statements of consolidated subsidiaries and joint ventures

The financial statements of subsidiaries and affiliates whose operating currency is not the euro have been converted at rates in effect at the close of the period reported for the balance sheet and at the average exchange rate for the earnings and cash flow statements. Exchange rate differences arising from conversions appear in the conversion reserve, as a distinct element of shareholders' equity.

2.2.6 | Financial instruments

2.2.6.1 Non-derivative financial instruments

Non-derivative financial instruments include investments in equity instruments and debt securities, trade and other receivables, cash and cash equivalents, loans and debts, and trade and other payables. Non-derivative financial instruments are recognized in the accounts as indicated in the specific notes below: 2.2.8.6, 2.2.10, 2.2.11, 2.2.12, 2.2.15 and 2.2.16.

2.2.6.2 Financial derivatives

The Group uses derivative financial instruments to hedge its exposure to foreign exchange and interest rate risks arising from operational, financing and investment activities. In accordance with its cash management policy, LISI S.A. neither holds nor issues derivatives for trading purposes.

However, derivatives that do not meet the hedge criteria are valued and recorded at fair value by earnings. The profit or loss arising from the re-evaluation at fair value is immediately posted to the income statement.

When a derivative is designated as a hedge for cash flow variations of a recognized asset or liability, or of a highly probable, expected transaction, the effective share of change in fair value of the derivative is recognized directly in shareholders' equity. Accumulated, associated profits or losses are taken out of shareholders' equity and included in the income statement of the period(s) during which the covered transaction affects the profit or loss.

2.2.7 | Intangible assets

2.2.7.1 Goodwill

In line with IFRS 3, business combinations are recognized in the accounts using the acquisition method. This method requires that at the first consolidation of any entity over which the Group has direct or indirect control, the assets and liabilities acquired (and any potential liabilities assumed) should be recognized at their acquisition-date fair value. At this point, goodwill is valued at cost, which equates to the difference between the cost of the business combination and LISI's stake in the fair value of the assets and identifiable liabilities.

For acquisitions prior to January 1, 2004, goodwill remains at its presumed cost, i.e. the net amount recognized in the accounts under the previous accounting framework, minus depreciation.

For acquisitions after this date, goodwill is valued at cost, minus the cumulative loss in value. It is allocated to cash-generating units or groups of cash-generating units and is not amortized; instead, it is subject to an impairment test at least once a year following the method described in paragraph 2.2.8.5.

If the goodwill is negative, it is recognized directly as a profit in the income statement.

2.2.7.2 Research and development

Research costs incurred in order to develop scientific knowledge and understanding, or to learn new techniques, are recognized as an expense when they are incurred.

Under the IFRS framework, development costs (i.e., costs incurred by applying the results of research to a plan or model in order to develop new or substantially improved products and processes) are recorded as fixed assets if the Group can demonstrate that future economic benefits are probable. The LISI Group's development costs primarily relate mainly to products which are being developed through very close collaboration with clients, rather than to improvements in processes.

Due to the nature of the LISI Group's research and development costs, most such costs do not meet the criteria for capitalization as intangible fixed assets; they are therefore recorded as expenses. The Group carries out regular assessments of major projects in order to identify any costs which could be capitalized.

2.2.7.3 Other intangible assets

Concessions, trademarks and software programs are recognized at historic cost and are subject to a depreciation plan. Intangible fixed assets acquired through a business combination are recognized at their acquisition-date fair value. Intangible fixed assets with finite useful lives are subject to depreciation over this period, while intangible fixed assets with indefinite useful lives are subject to an impairment test for every new balance sheet.

Subsequent expenditure relating to an intangible fixed asset is only capitalized if it increases the future economic benefits that are attributable to the specific asset in question. Other expenditure is recognized as an expense when incurred.

Depreciation is recognized as an expense using the straight-line method over the estimated useful life of the intangible fixed assets except when this is indefinite.

Estimated useful lives are as follows:
- Trademarks: 10 – 20 years
- Software programs: 1 – 5 years

2.2.8 | Tangible assets

2.2.8.1 Assets owned by the LISI Group

Tangible fixed assets are recorded at diminished cost with accumulated depreciations and impairments. The cost of an asset produced by the Group for itself includes the costs of raw materials, direct manpower, and an estimate, if applicable, of costs related to the removal and dismantling of the asset and the repair of the site at which it is located, along with an appropriate share of the general production costs.

When the components of tangible fixed assets have different useful lives, they are recorded as separate tangible fixed assets, as per the components method.

2.2.8.2 Assets funded through finance leases

Leases which transfer virtually all the risks and benefits relating to the ownership of an asset to the Group are considered as finance leases. Assets funded through finance leases are recognized in the assets side of the balance sheet at the fair value of the goods leased, or the present value of the minimum lease payments if this is lower. These assets are depreciated over the same period as goods of the same type which are owned outright. The corresponding debt is entered on the liabilities side of the balance sheet.

2.2.8.3 Subsequent expenditure

When calculating the book value of a tangible fixed asset, the Group recognizes the cost of replacing a component of this tangible fixed asset at the time when the cost is incurred, if it is likely that future economic benefits associated with this asset will flow to the Group and the cost can be reliably estimated. All ongoing servicing and maintenance costs are recognized as an expense when they are incurred.

2.2.8.4 Depreciation

Depreciation is recognized as an expense using the straight-line method over the estimated useful life for each component of a tangible fixed asset.

Land is not depreciated.

Estimated useful lives are as follows:
- buildings: 20 – 40 years;
- plant and machinery: 10 – 15 years;
- fixtures and fittings: 5 – 15 years;
- transport equipment: 5 years;
- equipment and tools: 10 years;
- office equipment: 5 years;
- office furniture: 10 years;
- IT hardware: 3 years.

2.2.8.5 Impairment of assets

Goodwill and intangible fixed assets of indefinite life-span are submitted to an impairment test at each annual close (see note 2.2.7.1) and each time events or market-changing modifications indicate a risk of impairment. Other intangible assets fixed and tangible fixed assets are also subject to such a test at any time when there is a risk of loss of value.

The method used involves comparing the recoverable value of each of the Group's cash-generating units with the net book value of the corresponding assets (including the goodwill).

The recoverable value is calculated for each asset individually, unless the asset under consideration does not generate cash inflows independently of the cash inflows generated by other assets or groups of assets. In some cases, the recoverable value is calculated for a group of assets.

Recoverable value is defined as: whichever is the higher out of the realizable value (less the costs of disposal) and the value in use. The latter is calculated by discounting future cash flows, using predicted cash flows which are consistent with the most recent budget and business plan approved by the Executive Committee and presented to the Board of Directors. The discount rate applied reflects the market's current assessment of the time value of money and the risks specific to the asset or the group of assets.

The realizable value is defined as the sum which could be obtained by selling the asset or group of assets in conditions of normal competition where all parties are fully informed and consenting, less the costs of disposal. These figures are calculated from market values (comparison with similar listed companies, value of recent deals and stock prices) or failing that, from discounted future cash flows.

If the recoverable value is lower than the net book value for the asset or group of assets tested, the discrepancy is recognized as a loss of value. In the case of a group of assets, it should preferably be classified as a reduction in goodwill.

Losses of value recognized under Goodwill are irreversible.

In view of the modifications to the external environment and the internal organization, as from financial year 2016, to carry out impairment tests on the goodwill, the Group has retained the strategic combination of Business Units (B.U) corresponding to the segmentation and the reporting structure of the LISI Group, namely, the three divisions LISI AEROSPACE, LISI AUTOMOTIVE and LISI MEDICAL.

To carry out impairment tests on other intangible and tangible fixed assets, the allocation to the CGUs remains unchanged:

The LISI AEROSPACE division is split into 8 CGUs:
- Europe B.U;
- USA B.U;
- Special products B.U;
- Engines and critical parts Europe B.U;
- Engines and critical parts North America B.U;
- Aerostructure and Aviation equipment B.U;
- Technical components B.U - Extrusion, Forming and Sheet Metal;
- Technical components B.U - Forging and casting.

The LISI AUTOMOTIVE division is split into 3 CGUs:
- Threaded fasteners B.U;
- Safety and Mechanical Components B.U;
- Clipped solutions B.U.

The LISI MEDICAL division is composed of a single CGU.

2.2.8.6 Non-current financial assets

This item mainly includes capitalization contracts and equity method investments. It also includes non-consolidated holdings. These are investments in unlisted companies, for which fair value cannot be reliably estimated. As a last resort, the Group values financial assets at their historic cost less any potential loss of value, when no reliable fair value estimate is possible through an evaluation technique, in the absence of an active market.

2.2.9 | Inventories

Stock is valued at whichever is the lower out of cost and net realizable value.

The cost of materials and merchandise is calculated from their acquisition cost plus the costs incurred to bring them to their current location in their current condition. Finished products and work in progress are valued at actual production cost over the period, including an appropriate portion of general costs based on normal production capacity.

The net realizable value equates to the estimated sales price in the normal course of business, less the estimated cost of completion and estimated costs necessary to make the sale.

Inventories are impaired when their net realization value is less than their cost of production, when they are damaged, obsolete, as well as each time there is a risk that they might not be disposed of under normal conditions, or when there is a risk that they will be disposed of over a period that is longer than what is generally accepted.

2.2.10 | Trade and other receivables

Trade receivables, loans and advances are recorded to the balance sheet at their initial value. In the event of risk of non-recovery, impairment is fixed on a case-by-case basis using the probable collection flows; this risk takes the age of the transaction into consideration.

2.2.11 | Cash and cash equivalents

Cash and cash equivalents include current bank accounts, cash in hand, on-call deposits, securities and negotiable certificates of deposit held by the Group. Adjustments of value are recognized in the income statement.

2.2.12 | Share capital

2.2.12.1 Treasury shares

The Group implements a policy of buying back its own shares, in accordance with authorizations provided by the Shareholders' General Meeting to the Board of Directors. The main purposes of the share buyback program are:
- to increase the activity of the stock on the market by an Investment Services Provider via a liquidity contract in accordance with the AFEI professionnal code of ethics recognized by the AMF (the French financial market authority);
- to grant stock options or free shares to employees and corporate officers of the company and/or its Group;
- to retain and use shares as consideration or payment for potential acquisitions;
- to cancel shares purchased, subject to the approval of the Extraordinary General Meeting to be called at a later date.

Repurchased shares are classified as treasury shares and deducted from shareholders' equity.

2.2.12.2 Remunerations in shares (stocks options and conditional award of so-called performance shares)

Refer to note 2.2.14 "Personnel benefits".

2.2.13 | Provisions

A provision is recognized on the balance sheet if the Group has a current, legal commitment or an implicit one arising from a past event and for which it is probable that there will need to be an outflow of resources that represent economic advantages in order to eliminate the commitment. They are measured at the estimated payment amount. If the effect of capitalizing provisions is not significant, capitalization is not carried out.

2.2.13.1 Non-current provisions

Non-current provisions are provisions not directly related to the operating cycle, whose due date is generally within more than one year. They also comprise provisions for environmental risks and provisions for retirement.

2.2.13.2 Current provisions

Current provisions cover the provisions directly related to the operating cycle of each division, regardless of their estimated due dates. Provisions for legal disputes concern mainly disputes with customers, subcontractors, and suppliers. Provisions for other current risks are mainly comprised of provisions for late penalties, provisions for layoffs, and other operating risks.

2.2.14 | Personnel benefits

2.2.14.1 Commitments to the personnel

In accordance with the laws and practices of each country in which the Group operates, it offers its employees and former employees, subject to certain conditions of service, the payment of pensions or compensation on retirement. Such benefits can be paid as part of defined contributions plans or defined benefits plans.

Contributions in defined contributions plans are recognized as expenses for the period in which they are incurred.

In respect of defined benefits plans, the Group's commitments to its staff are determined by independent actuaries or in house using the Projected Unit Credit Method in accordance with IAS 19. This method takes into account in particular the probability of keeping staff within the Group until retirement age, future remuneration developments and a discount rate.

Such plans can be financed by investments in various instruments, such as insurance policies, shares or bonds, to the exclusion of debt instruments or shareholders' equity issued by the Group.

The requirements of IFRIC 14 do not fall within the scope of adjustments to be applied by the Group.

In accordance with the revised IAS 19, actuarial gains and losses have been recognized as "Other comprehensive income" since January 1, 2012.

The excess or shortfall of the fair value of assets over the present value of bonds is recognized as assets or liabilities on the balance sheet. However, excess assets are only recognized on the balance sheet if they represent a future economic advantage for the Group.

The LISI Group has no plan opened relating to defined-contribution plans.

2.2.14.2 Share-based payments

The Group has implemented plans for the share-purchase options and a plan for awarding shares as a bonus conditional on performance, for certain employees and directors, whose objective is to create additional incentive to improve the performance of the Group. As part of this scheme, certain employees and managers of foreign subsidiaries will benefit from these same advantages, but will receive their remuneration in the form of a bonus payment for schemes prior to 2016 and in shares as of the 2016 scheme.

The award of share purchase options and the award of shares based on performance do represent a benefit available to such associates, and thus constitute a supplement to their remuneration. The options granted are recognized as personnel expenses based on the fair value of the shares or equity derivatives assigned, on the date of implementation of these plans throughout the vesting period of these options.

In the case of plans for share-purchase options and bonus shares based on performance, these benefits correspond to the fair market value of the instruments issued.

As regards bonus commitments, these are recorded as social liabilities at their fair value at year-end.

This compensation paid in LISI shares is recognized over a 2-year period as from the allocation date, in accordance with the vesting period of the rights given in the payment of the plans, as they concern the allocation of shares based on performance.

A share purchase plan (Group Savings Plan) is also available for Group employees, in which they may purchase LISI shares within the framework of a capital increase reserved for employees or as part of a share buyback program. Shares acquired by employees within the framework of these programs are subject to certain sale and transfer restrictions. In the case of capital increases reserved for employees as part of the Group Savings Plan, the benefit offered to employees is the discount on the subscription price, being the difference between the subscription price of the shares and the share price at the award date (with a maximum of 20% in accordance with French law). This expense is recognized in its entirety at subscription date in the case of the Group Savings Plan.

2.2.15 | Debt

Interest-bearing loans are initially recognized at their fair value less costs attributable to the transaction. They are then measured at depreciated cost; the difference between the cost and the repayment value is recognized in the income statement for the period of the loans, in accordance with the effective rate of interest method.

2.2.16 | Trade and other accounts payable

Trade and other accounts payable are valued at fair value at first recognition, and then at depreciated cost. When the maturity of such financial assets is short, the sums obtained from applying this method are very close to the nominal value of the payables, which is then the value employed.

2.2.17 | Definition of the concepts "current" and "non-current" in the balance sheet

Assets and liabilities whose maturity is less than the operating cycle, which is generally 12 months, are classified as current assets and liabilities. If maturity is later than this, they are classified as non-current assets and liabilities.

2.2.18 | Overview of the income statement

The Group has opted to continue showing the following totals, which are not strictly accounting ones, and whose definitions are as follows:

- Current Gross Operating Profit (EBITDA) includes added value, administrative and sales expenses, costs of pensions and the cost of remuneration in shares. It does not include contributions and write-offs from depreciation and provisions.

- Current Operating Profit (EBIT) includes Current Gross Operating Profit (EBITDA) as well as contributions and write-offs from depreciation and provisions.

- Operating Profit includes EBIT, and other non-recurring operating income and expenses. These non-recurring items are strictly defined as income and expenses resulting from events or transactions that are clearly distinct from the company's ordinary activities and that are not expected to reoccur on a regular basis, owing to:
  - their unusual nature; and
  - their random occurrence, such as expenses or compensation received for losses, costs resulting from shutdowns, restructurings, or site relocations, goodwill amortization, and capital gains and losses on the sale of non-operating, tangible and intangible assets.

2.2.18.1 Sale of goods and provision of services

Income from the sale of goods is recognized in the income statement when the significant risks and advantages inherent in ownership of the goods have been transferred to the buyer.

Sales revenues are shown after deduction of discounts. Sums from royalties, patent fees and use of trademarks are posted to sales revenues.

2.2.18.2 Payments for operating lease contracts

Payments for operating leases are recognized as expenses on a straight-line basis over the period of the lease.

2.2.18.3 Payments for finance lease contracts

The minimum payments for finance leases, as described in paragraph 2.2.8.2, are broken down into financial charges and debt repayment. The financial charge is applied for each period covered by the lease so as to have a constant, periodic interest rate to apply to the declining balance.

2.2.18.4 Cost of finance and other financial charges and income

The cost of finance includes:

- interest charges on loans calculated using the effective interest rate method;
- interest charges included in payments made for a finance lease and calculated using the effective interest rate method;
- interest income generated from current investments;
- variations in fair value of financial instruments;
- income from dividends of non-consolidated companies is recognized in the income statement when the Group becomes entitled to receive payments, i.e., in the case of quoted securities, on the coupon date.

Other financial income and expenses mainly include exchange profits and losses.

2.2.18.5 Income taxes

Corporate income tax (debit or credit) includes the tax to pay (the tax credit) in respect of each financial year and the amount of deferred taxation to pay (credit). The tax is recognized as income, except if it relates to items that are directly recognized as equity; in which case it is recognized as equity.

Deferred taxation is calculated using the variable carry forward method for all timing differences at year-end between taxable and accounting values of assets and liabilities on the consolidated balance sheet. Fiscally non-deductible goodwill does not give rise to a declaration of deferred tax.

Deferred tax assets are only recognized if their recovery is probable. Deferred tax debits and credits are measured at the tax rates that will be applicable when the timing differences are settled.

The examination of the recoverability of brought forward losses is subject to particular scrutiny and shall only be recoverable if the subsidiary in question or its consolidation scope makes profits in the near future.

Regarding French companies, pursuant to the removal of the professional tax and its replacement by the CET and CVAE as of 2010, the Group has decided to consider the CVAE in the context of the IAS 12 standard. This decision will thus lead to the posting of this tax as "Taxes" in the income statement.

The deferred taxes of French companies whose recoverability horizon is more than three years were revalued, to take into account the article in the Finance Act of 2017 on the gradual reduction in corporation tax.

2.2.18.6 Earnings per share

Net earnings per share (before dilution) are calculated on the ratio between the net profit for the period and the weighted number of shares in circulation during the period, after deduction of shares held by the Group (treasury shares). Net diluted earnings per share are calculated by including financial instruments that provide deferred access to the Group's capital (stock options, share warrants).

2.2.18.7 Statement of cash flows

The Group has opted to present its consolidated cash flow statement in accordance with the IFRS model.

2.2.19 | Segment information

The LISI Group presents its segment information in accordance with the criteria defined by IFRS 8.

An operating segment is a component of an entity:
- that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity);
- whose operating results are regularly reviewed by the chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance; and
- for which discrete financial information is available.

The Group's activities in 2016 are spread over three business segments, in which the three divisions operate:
- LISI AEROSPACE, which combines all the activities in the aerospace market;
- the LISI AUTOMOTIVE division, which covers all activities in the automotive market;
- LISI MEDICAL, which covers all activities in the medical market.

Other activities mainly include the activities of the Group's main company.

2.2.20 | Indicators

The Group uses the indicators defined below.

Free Cash Flow: Operating cash flow minus net industrial CAPEX and changes in working capital requirements (see chapter 3 note 2.6.2.3 Cash and cash equivalents).

Return On Capital Employed (ROCE): Ratio of EBIT to average capital employed (Shareholders' equity + Net debt for years and N-1).

Return On Equity (ROE): Ratio of net earning to total shareholders' equity.

Gearing: Ratio of Net Debt to the Group share of consolidated equity.

Book to bill: Ratio between the orders taken during the period and the billing during the same period.

Revalued Net Assets (RNA): Average of [(0.95 x Group Sales Revenue) + (6.5 x Group EBITDA) + (10 x Group EBIT)] - Average Group Net Debt for years N and N-1.

2.3 | SCOPE OF CONSOLIDATION

2.3.1 | Changes in the consolidation scope in the financial year 2016

- Acquisition of 100% of the RTI Remmele Medical, Inc. securities.
- The company LISI AEROSPACE Additive Manufacturing was set up, 60% held by LISI AEROSPACE and 40% by Poly-Shape.
- The LISI Group increased its equity interest in the Indian company Ankit Fasteners Pvt Ltd enabling it to increase the percentage of its holding from 49.06% to 51%. Ankit Fasteners Pvt, Ltd, previously consolidated by the equity accounting method, was consolidated by the full consolidation method as of January 1, 2016.
- The company LISI Otomotiv Sanayi ve Ticaret Limited Sirketi, was set up, a wholly owned subsidiary of LISI AUTOMOTIVE Rapid SAS.

2.3.2 | Impact on the Group indicators of the consolidation of LISI MEDICAL Remmele which took place during financial year 2016.

	In millions of euros	Impact in % on the Group indicatorse
Sales revenue from May to December 2016	44.9	2.9
EBIT from May to December 2016	4.5	2.9

Changes in scope are included in the thresholds recommended by the supervision authorities. We have not established any proforma statements.

2.3.3 | Consolidation scope at year-end

Companies	Head office Share capital	Country	% of control	% of interests
HOLDING COMPANY				
LISI S.A.	Belfort (90)	France	Parent company	
LISI AEROSPACE DIVISION				
BLANC AERO INDUSTRIES GmbH	Hambourg	Germany	100.00	100.00
PRÉCIMETAL FONDERIE DE PRÉCISION	Seneffe	Belgium	100.00	100.00
PRÉCIMETAL OUTILLAGE DE PRÉCISION	Seneffe	Belgium	100.00	100.00
LISI AEROSPACE Canada Corp	Dorval	Canada	100.00	100.00
HI-SHEAR CORPORATION	Torrance (California)	USA	100.00	100.00
HI-SHEAR Holdings LLC	Torrance (California)	USA	100.00	100.00
LISI AEROSPACE North America, Inc	Torrance (California)	USA	100.00	100.00
The MONADNOCK Company	City of Industry (California)	USA	100.00	100.00
AIRMON HOLDINGS 1 SAS	Paris 12th arrondissement	France	100.00	100.00
BLANC AERO INDUSTRIES SAS	Paris 12th arrondissement	France	100.00	100.00
BLANC AERO TECHNOLOGIES SAS	Paris 12th arrondissement	France	100.00	100.00
CREUZET AERONAUTIQUE SAS	Marmande (47)	France	100.00	100.00
FORGES DE BOLOGNE SAS	Bologne (52)	France	100.00	100.00
INDRAERO SIREN SAS	Argenton/Creuse (36)	France	100.00	100.00
LISI AEROSPACE ADDITIVE MANUFACTURING	Ayguemorte-les-Graves (33)	France	60.00	60.00
LISI AEROSPACE CREUZET SAS	Paris 12th arrondissement	France	100.00	100.00
LISI AEROSPACE SAS	Paris 12th arrondissement	France	100.00	100.00
MANOIR AEROSPACE SAS	Paris 12th arrondissement	France	100.00	100.00
BLANC AERO INDUSTRIES UK Ltd	Rugby	UK	100.00	100.00
ANKIT Fasteners Pvt Ltd	Bangalore	India	51.00	51.00
LISI AEROSPACE India Pvt Ltd	Bangalore	India	100.00	100.00
LISI AEROSPACE Creuzet Maroc	Casablanca	Morocco	100.00	100.00
LIXUS Industrie	Tangiers	Morocco	100.00	100.00
CREUZET POLSKA Sp. Z o o	Sedziszow Malopolski	Poland	70.00	70.00
Fastener Tecnology Bağlantı Elemanları San. Tic. A.Ş.	Izmir	Turkey	100.00	100.00
LISI AUTOMOTIVE DIVISION				
LISI AUTOMOTIVE BETEO GmbH	Gummersbach	Germany	100.00	100.00
LISI AUTOMOTIVE BETEO GmbH & CO KG	Gummersbach	Germany	100.00	100.00
LISI AUTOMOTIVE KKP GmbH	Mellrichstadt	Germany	100.00	100.00
LISI AUTOMOTIVE KKP GmbH & CO KG	Mellrichstadt	Germany	100.00	100.00
LISI AUTOMOTIVE KNIPPING Verbindungstechnik GmbH	Kierspe	Germany	100.00	100.00
LISI AUTOMOTIVE Mecano GmbH	Heidelberg	Germany	100.00	100.00
LISI AUTOMOTIVE Mohr und Friedrich GmbH	Vöhrenbach	Germany	100.00	100.00
LISI AUTOMOTIVE (BEIJING) CO., Ltd	Beijing	China	100.00	100.00
LISI AUTOMOTIVE (SHANGHAI) CO., Ltd	Shanghai	China	100.00	100.00
LISI AUTOMOTIVE KNIPPING Espana S.A.	Madrid	Spain	100.00	100.00
LISI AUTOMOTIVE LLC	Laredo	USA	100.00	100.00
LISI AUTOMOTIVE Former SAS	Delle (90)	France	100.00	100.00
LISI AUTOMOTIVE Nomel SAS	La Ferté Fresnel (61)	France	100.00	100.00
LISI AUTOMOTIVE Rapid SAS	Puiseux Pontoise (95)	France	100.00	100.00
LISI AUTOMOTIVE SAS	Delle (90)	France	100.00	100.00
LISI AUTOMOTIVE KNIPPING Ltd	Solihull	UK	100.00	100.00
LISI JIEHUA AUTOMOTIVE Co. Ltd	Hong Kong	Hong Kong	100.00	100.00
LISI AUTOMOTIVE India Pvt Ltd	Ahmedabad	India	100.00	100.00
LISI AUTOMOTIVE Monterrey SA de CV	Monterrey	Mexico	100.00	100.00
LISI AUTOMOTIVE Form a.s	Cejc	Czech Republic	100.00	100.00
LISI Otomotiv Sanayi ve Ticaret Limited Sirketi	Izmir	Turkey	100.00	100.00
LISI MEDICAL DIVISION				
LISI MEDICAL JEROPA Inc.	Escondido (California)	USA	100.00	100.00
LISI MEDICAL REMMELE Inc	Minneapolis	USA	100.00	100.00
LISI MEDICAL FASTENERS SAS	Neyron (01)	France	100.00	100.00
LISI MEDICAL ORTHOPAEDICS SAS	Hérouville Saint-Clair (14)	France	100.00	100.00
LISI MEDICAL SAS	Neyron (01)	France	100.00	100.00

- The following companies entered into the consolidation scope:
  - On May 1 2016: LISI MEDICAL Remmele
  - On June 1, 2016: LISI AEROSPACE ADDITIVE MANUFACTURING and LISI Otomotiv Sanayi ve Ticaret Limited Sirketi

- Ankit Fasteners Pvt, Ltd, previously consolidated by the equity accounting method, was consolidated by the full consolidation method as of January 1, 2016, after the LISI Group took a majority interest.
- On August 1, 2016 the LISI Group sold to the DAHER Group all the tangible and intangible assets in the "Floor covering – Interior Design" activity belonging to its subsidiary INDRAERO SIREN. The assets concerned are not significant to the Group's indicators.

2.3.4 | Acquisitions of subsidiaries

In application of standard IFRS 3 on business combinations, the LISI Group has 12 months from the acquisition date to make a final allocation of the acquisition price and a final calculation of the goodwill. Consequently, the amounts recognized at December 31, 2016 in the acquisition of LISI MEDICAL Remmele may be reviewed at subsequent closures.

Details of the impact of this acquisition on the Group consolidated balance sheet are given below:

(in €'000)	Recognized fair value on the acquisition date	Notes
Fixed assets	42,266	2.7.2
Other net short-term assets and liabilities	2,786	
Net inventories	8,998	2.7.2.1
Net debt	(3,850)	
Taxes and provisions	(380)	
Cash and cash equivalents	0	
TOTAL NET SITUATION OF THE INCOMING COMPANY	**49,820**	
% of the assets recovered	100	
Share of the minorities		
Share of the net situation acquired by Hi Shear Corp	**49,820**	
Acquisition price	93,410	
Goodwill	**43,590**	

2.4 | FINANCIAL RISK MANAGEMENT

The Group is exposed to the main following risks arising from the use of financial instruments:
- credit risk;
- liquidity risk;
- market risk,
- interest rate risk;
- currency risk;
- raw materials risk.

This note presents the information on the Group's exposure to each of the risks above, its objectives, policy and procedures for measuring and managing risk, and for capital management. Quantitative information is given in other sections of the consolidated financial statements.

The aim of the Group's risk management policy is to identify and analyze the risks to which it is exposed, define the upper and lower risk limits and the controls required to manage risk and ensure compliance with the limits defined.

2.4.1 | Credit risk

Credit risk is the Group's risk of financial loss in the event that a customer or other party in a financial instrument fails to meet their contractual obligations. This risk derives mainly from trade receivables and securities held for sale.

Trade and other receivables

Group exposure to credit risk is mainly influenced by individual customer profiles. The Group has a policy of monitoring trade receivables, allowing it to constantly control its third party risk exposure. The Group believes that the credit risk of write-off of past due receivables is minimal.

At December 31, 2016 the amount of provisions for doubtful debts amounted to €3.7 million, to be compared to total receivables of €226.3 million. The amount of the permanent losses recognized over the year was €0.3 million.

Risk on investment securities

On December 31, 2016, the Group's balance sheet showed cash and cash equivalents of €141.7 million (see §2.6.2.3 Cash and cash equivalents). The cash equivalents are mainly made of marketable securities represented by monetary mutual funds, invested in very short maturity securities and representing no risk in capital, in accordance with the Group's cash management policy. In accordance with accounting principles, these investments are valued at their market price at year-end.

2.4.2 | Liquidity risk

The Group's cash management is centralized: the vast majority of the cash surpluses or financing requirements of its subsidiaries, where local legislation permits, is invested or financed by the parent company on normal market terms. The central cash management team manages the financing of the Group, current and forecast, and ensures its capacity to meet its financial commitments. For that purpose, it maintains a level of the available cash and confirmed credit facilities compatible with its size and the maturities of its debt.

As at December 31, 2016, the Group had available unused bank overdraft lines of €70 million, and net cash of €141.7 million, resulting in a total financing capacity of €211.7 million, making it insensitive to liquidity risk.

The Groups financing contracts provide for compliance with two main ratio restrictions:

- Net debt/Consolidated shareholders' equity < 1.2;
- Net debt/Consolidated EBITDA < 3.5.

As at December 31, 2016, the former amounted to 0.254 and the latter to 0.9201, compared with 0.198 and 0.767, respectively, as at December 31, 2015. The Group therefore has a very comfortable margin of safety, confirming its low liquidity risk.

(in €'000)	12/31/2016	12/31/2015
Cash and cash equivalents	141,719	125,812
Cash available [A]	**141,719**	**125,812**
Current banking facilities [B]	15,984	9,243
Net cash [A-B]	**125,735**	**116,569**
Credits	315,351	248,087
Other financial creditors	28,559	25,100
Net debt [C]	**343,910**	**273,187**
Net debt [D=C+A-B]	**218,175**	**156,618**
Group equity [E]	**860,258**	**792,256**
Debt ratio (expressed as %) [D/E]	**25.4%**	**19.8%**

N. B.: 2014 debt ratio as a %: 25.6%

The cash table for all financial liabilities is as follows:

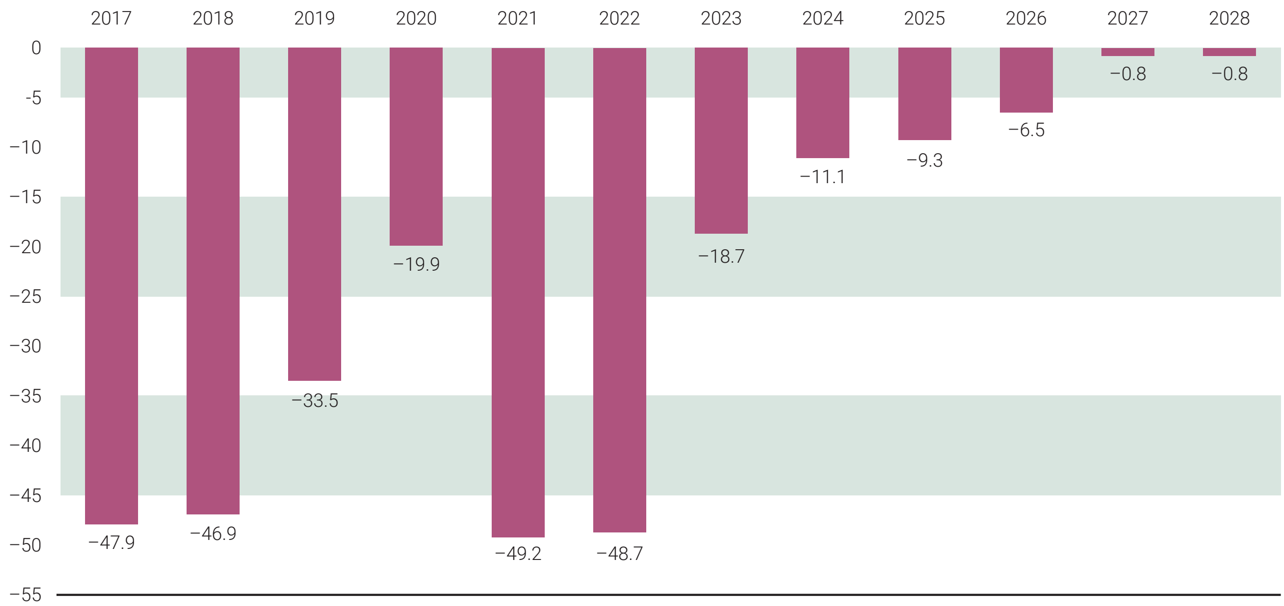
	At 12/31/2016	Breakdown of contractual flows not discounted on due date			
FINANCIAL LIABILITIES RECORDED ON BALANCE SHEET (in €'000)	Net value accounting	At less than 1 year	Between 1 and 5 years	Over 5 years	Total
Non-current borrowings	253,856		92,449	161,407	253,856
Other non-current financial liabilities (excl. PCA)	5,365		5,365		5,365
Current borrowings	106,037	106,037			106,037
Trade and other accounts payable	304,492	304,492			304,492
TOTAL FINANCIAL LIABILITIES	**669,750**	**410,529**	**97,814**	**161,407**	**669,750**

	At 12/31/2015	Breakdown of contractual flows not discounted on due date			
FINANCIAL LIABILITIES RECORDED ON BALANCE SHEET (in €'000)	Net value accounting	at less than 1 year	Between 1 and 5 years	Over 5 years	Total
Non-current borrowings	230,145		117,065	113,080	230,145
Other non-current financial liabilities (excl. PCA)	5,015		5,015		5,015
Current borrowings	52,285	52,285			52,285
Trade and other accounts payable	278,181	278,181			278,181
TOTAL FINANCIAL LIABILITIES	**565,626**	**330,466**	**122,080**	**113,080**	**565,626**

The graph below shows the Group's financial leeway over ten years, giving a total borrowing amount of €295 million. The difference with the current and non-current borrowings shown above (€360 million vs. €295 million) is primarily due to current banking facilities, employee profit-sharing and leasing liabilities that are not included in the graph below:

Debt amortization profile at 12/31/2016

In €'000



2.4.3 | Market risk

The main risks covered by the Group's financial instruments are the foreign currency risk and the interest rate risk. The fair value as at December 31, 2016 of the derivatives used in the management of market risks is detailed below:

(in €'000)	12/31/2016 On the assets side	12/31/2016 On the liabilities side	12/31/2015 On the assets side	12/31/2015 On the liabilities side
Interest rate risk management				
Variable rate payers swaps		2,056		1,893
Currency risk management				
Foreign exchange derivatives		23,281	2,151	14,052
Raw materials management risk				
Raw materials derivatives		145		
TOTAL	**0**	**25,482**	**2,151**	**15,945**

Market risk is the risk of variation in market prices, such as interest rates, affecting the Group result or the value of financial instruments held. Managing market risk involves controlling market risk and maintaining it within acceptable limits, whilst optimizing the profitability risk ratio.

The Group buys and sells derivatives and supports financial liabilities in order to manage market risk.

Hedging and market operations on interest rates, exchange rates or securities using futures instruments are recorded in accordance with the provisions of CRBF rules nos. 88-02 and 90-15. Commitments relating to these transactions are posted to off-balance sheet accounts for the nominal value of the contracts. As at December 31, 2016, the sum of these commitments represented the volume of transactions that remained unsettled at year-end.

The accounting principles applied vary according to the nature of the instruments and the operator's initial intentions.

The commitments are detailed in paragraph 2.8.4.1 of chapter 3 of this Annual Report.

2.4.3.1 Interest rate risk

The Group's main exposure in terms of interest rate risk arises from the exposure of its financial assets and liabilities at variable rates to variations in interest rates, which could have an impact on these cash flows.

Within the framework of its overall policy, the Group partly converts its initially variable rate liabilities into fixed rate liabilities, using financial instruments such as interest rate swaps.

These hedging instruments are negotiated on OTC markets with banking counterparts, in a centralized manner by the Group's Financial Department. They are not considered by the Group to be hedging instruments and are recorded at fair value to the income statement.

In 2016, the Group put new hedges in place and the amount of its unexpired instruments at December 31, 2016 covered a nominal amount of €73.6 million. The features of these instruments are presented in note 2.8.4 "Commitments".

As at December 31, the Group's net variable rate position broke down as follows:

(in €'000)	12/31/2016	12/31/2015
Loans – variable rates	133,500	158,434
Short-term banking facilities	15,984	9,243
Cash and cash equivalents	(123,314)	(103,986)
Net position prior to management	**26,170**	**63,691**
Interest rate SWAP	73,660	76,265
Hedging	**73,660**	**76,265**
Net position after management	**(47,490)**	**(12,574)**

The approach taken consisted in taking into account as a calculation basis for the sensitivity to rates the net, lending and borrowing positions.

At December 31, 2016, the impact on the unhedged portion of a 100 basis point change in the variable rates was €475,000.

2.4.3.2 Commodities price fluctuation risk

At December 31, the Group hedged the risk on its future purchases of the raw material nickel. The fair value as at December 31, 2016 of the derivatives used amounted to – €145,000.

More information is provided in chapter 5 paragraph 2.6.1.

2.4.3.3 Currency risk

Overall, the Group is subject to two types of foreign exchange risk:

- Outside the EUR and USD zones, it has production facilities in a dozen countries, in which the majority of the sales of its subsidiaries are denominated in EUR or in USD, whereas their costs are mainly denominated in local currency, which is the GBP, CAD, TRY, CZK and, to a lesser extent, the MAD, CNY, INR and PLN, giving rise to a cash requirement in local currencies. A strengthening of these currencies would affect the business performance of the Group;
- USD ranks second in terms of amount invoiced in that currency by the Group, after the EUR, mainly in LISI AEROSPACE. Invoicing in other currencies is not significant at the Group scale. A weakening of the USD would affect the Group's economic performance.

In order to protect its results, the Group is implementing a hedging policy aimed at reducing the factors of uncertainty affecting its operational profitability and at giving it the time necessary to adapt its costs to any unfavorable monetary environment.

Hedging of the foreign exchange on risk local currencies

The Group has very good visibility over its local currency requirements. Also, its hedging policy is based on managing a portfolio of financial instruments to protect against a rise in local currencies. The hedging horizon is 12-24 months.

Hedging of USD currency risk

As indicated above, the generation of USD arises mainly from the Group's Aerospace Division, which benefits from non-current contracts providing for invoicing in this currency. The hedging policy is based on the management of a portfolio of financial instruments to secure a guaranteed average hedging rate. The hedging horizon may extend over up to five years.

Portfolio of foreign exchange derivatives

The main hedging instruments used by the Group as part of its foreign exchange risk management are forward sales, purchases and sales of options and structured products.

The portfolio of foreign exchange derivatives is broken down as follows:

	12/31/2016					12/31/2015				
	Fair value (1)	Notional amount (2)	< 1 year	from 1 to 5 years	more than 5 years	Fair value (1)	Notional amount (2)	< 1 year	from 1 to 5 years	more than 5 years
Long position of GBP against USD	−7.2	35.0	21.8	13.2	0.0	−1.4	27.4	27.4	0.0	0.0
Long position of CAD against USD	−1.5	39.6	33.6	6.0	0.0	−4.1	57.6	24.0	33.6	0.0
Long position of TRY against EUR	−0.2	18.7	18.7	0.0	0.0	−0.3	34.1	34.1	0.0	0.0
Long position of PLN against USD	−0.3	20.4	20.4	0.0	0.0	−0.1	20.4	20.4	0.0	0.0
Short position of USD against EUR	−14.1	335.2	120.3	215.0		−6.1	405.1	129.8	275.3	
TOTAL	**−23.3**					**−11.9**				

(1) Fair value amounts are expressed in millions of euros.
(2) Maximum notional amounts are expressed in millions of currencies.

Derivatives and hedging activities that meet the cash flow hedge criteria are accounted for in accordance with the provisions of IAS 39. Hedging instruments are measured at fair value. Changes in value, are recognized in recyclable equity (other comprehensive income — OCI) for the effective portion of the hedge and in income for the ineffective portion. In particular, the hedging activities accounted for as such are subject to formal documentation justifying in particular the hedging relationship, its effectiveness and the objective of the Group's risk management and hedging strategy. Effectiveness tests were carried out as at December 31, 2016 and have demonstrated the effectiveness of the hedging relationship. The changes in the fair value of hedging instruments that do not meet the hedge criteria are recognized directly in income.

The sensitivity of financial instruments to a +/- 10% change in the EUR / USD exchange rate is as follows:

	12/31/2016	
IMPACT (in €'000)	USD	
Exchange rate at the closing date	1.0541	
Euro/dollar exchange rate development assumptions	−10%	+10%
Euro/dollar exchange rate used for the sensitivity analysis	0.9487	1.1595
Impact (before tax)	(70,5)	38.4

2.4.4 | Risk related to the impairment of intangible assets

The net amount of goodwill at December 31, 2016 amounted to €300 million. In view of the modifications to the external environment and the internal organization, as from December 31, 2016, to carry out impairment tests on the goodwill, the Group has retained the strategic combination of Business Units (B.U) corresponding to the segmentation and the reporting structure of the LISI Group, namely, the three divisions LISI AEROSPACE, LISI AUTOMOTIVE and LISI MEDICAL.

The results of the impairment tests confirm the soundness of the LISI AEROSPACE Division, and show that the activities of LISI AUTOMOTIVE and LISI MEDICAL divisions have strengthened.

2.5 | DETAIL OF THE BALANCE SHEET ITEMS

2.5.1 | Non-current assets

2.5.1.1 Intangible assets

a) Goodwill

(in €'000)	Goodwill
Gross goodwill at December 31, 2015	**260,335**
Impairment over financial year 2015	0
Net goodwill at December 31, 2015	**260,335**
Increase	46,056
Decrease	(8,600)
Changes in foreign exchange rates	2,637
Gross goodwill at December 31, 2016	**300,426**
Impairment over financial year 2016	0
Net goodwill at December 31, 2016	**300,426**

The increase may be explained by the entry of Remmele Medical Inc. into the Group's consolidation scope (€43.6 million) and by the acquisition of 1.94% minority interests in Ankit Fasteners Pvt Ltd enabling the Group to hold 51% of this company (€2.5 million).

The reduction concerns the deconsolidation of the Floor Covering activity of the subsidiary Indraero Siren SAS.

Changes in currency exchange rate only concern LISI AEROSPACE and result from translation differences on the dollar.

In view of the modifications to the external environment and the internal organization, as from financial year 2016, the impairment tests are carried out on the goodwill on the basis of a split corresponding to the Group's three divisions even though, up to now, they were carried out on the 12 CGU's detailed in paragraph 2.2.8.5. This change in methods is explained below:

Significant changes in the external environment

The Aerospace market for fasteners has become very concentrated over the past 10 years. External growth opportunities in this sector have become rate or subject to very high purchasing multiples.

Critical size in this area where the fixed costs are very high (R&D, investments, etc.) was achieved by the search for and acquisition of companies which would enable LISI to offer a range of products complementary to the existing one and, in this way, to increase its visibility on the market. On the Automotive side, the market is much more splintered with a much greater number of players (3 large players in Aerospace compared with 8 to 10 in Automotive) whose sizes do not allow significant external growth to be envisaged. Consequently, the approach consisted in developing an offering based on the technical nature of the products (multi-specialist rather than multi-generalist). This is how the synergies produced were developed between the the three business groups in this division.

Modifications arising from the internal organization.

In the LISI AEROSPACE division, the event triggering the reflection was based on the consolidation of the Forging and Casting activity in 2014. The maturity phase lasted almost 18 months. After this period, the synergies are genuine and all processes are concerned (commercial, industrial, monitoring, quality, investments, etc.). 2016 is the year which saw the completion of the centralization of the main processes at division level: commercial, purchasing, industrialization, quality, monitoring, HR, training, etc.

The same centralization process was implemented in the LISI AUTOMOTIVE division.

In 2016, the Group drew conclusions from the modifications to its environment and those arising from the changes in its organization, and particularly considered that the elements justifying the goodwill could no longer be measured in a relevant way only at CGU level, but should be assessed at the level of the "operating sectors". For this purpose:

- the goodwill of the CGUs in an operating sector was reassigned to operating sector level, therefore still ensuring compliance with the provisions of IAS 36.80 (b);
- the tests on the non-current assets, excluding goodwill, are always carried out at CGU level;
- no modification was made to the sectoral information presented in application of IFRS 8.

Furthermore, this change in methods does not alter the conclusions of the impairment test. In fact, based on the former distribution, the tests would not have given rise to an impairment being observed.

The net values of the goodwill is divided at December 31, 2016 as follows

(in €'000)	LISI AEROSPACE	LISI AUTOMOTIVE	LISI MEDICAL	LISI total
Net goodwill	**144.6**	**61.6**	**94.2**	**300.4**
Intangible fixed assets with an indefinite useful life	None	None	None	None
Trademarks	None	1.6	None	1.6
Result of the impairment test	No sign of impairment	No sign of impairment	No sign of impairment	
Key assumptions				
Cash flow within one year	Forecasts			
Cash flow within four years	4-year strategic plan	4-year strategic plan	4-year strategic plan	
Discount rate after tax	6.66%	8.15%	4.77%	
Growth rate of flows not covered by the budget and strategic assumptions	2.00%	2.00%	1.90%	

On the basis of the same distribution, the net values of the goodwill was divided at December 31, 2015 as follows

(in €'000)	LISI AEROSPACE	LISI AUTOMOTIVE	LISI MEDICAL	LISI total
Net goodwill	**149.9**	**61.6**	**48.8**	**260.3**
Intangible fixed assets with an indefinite useful life	None	None	None	None
Trademarks	None	2.4	None	2.4
Result of the impairment test	No sign of impairment	No sign of impairment	No sign of impairment	
Key assumptions				
Cash flow within one year	Forecasts			
Cash flow within four years	4-year strategic plan	4-year strategic plan	4-year strategic plan	
Discount rate after tax	6.74%	7.92%	6.66%	
Growth rate of flows not covered by the budget and strategic assumptions	2.00%	1.80%	1.90%	

In accordance with IAS 36 "Impairment of Assets", goodwill was tested for impairment on December 31, 2016.

These tests, in accordance with Note 2.2.8.5, were conducted for each CGU corresponding to the divisions. The combinations of cash generating units (CGU) are determined in accordance with the operational reporting and their recoverable values on the basis of a calculation of utility value. Each utility value is calculated based on the discounting, at the rates mentioned below, of the forecast operating cash flows after taxes. The projections of cash flow are determined based on budget data and the four-year strategic plans approved by the Board of Directors.

Beyond the fifth year, the terminal value is calculated on the basis of a capitalization to infinity of the cash flows. The key assumptions relate in particular to the evolution of sales based on the order book and the master contracts signed by the Group, if applicable, the operating profit rate, the renewal capex rate, and the determination of factors that may affect the working capital. The assumptions are in particular established on the basis of observations made during previous activity cycles in the various lines of business, as well as in external market surveys and the observation of the sensitivity of the contractual data for the environment of each division. It is specified that these assumptions are the best estimate possible of the market situation at the time they were prepared, and that they take into consideration the market trends for the years 2017 to 2020.

The determination of the infinite growth rate and the discounting rates used on the different combinations of CGUs was carried out by an independent expert.

The discounting rates after taxes were used on the basis of an assessment of the specific risks of these businesses.

	12/31/2016		12/31/2015	
	Perpetual growth rate	Discount rate	Perpetual growth rate	Discount rate
LISI AEROSPACE	2.00%	6.66%	2.00%	6.74%
LISI AUTOMOTIVE	2.00%	8.15%	1.80%	7.92%
LISI MEDICAL	1.90%	4.77%	1.90%	6.66%

Tests of sensitivity to the assumptions made were implemented and concerned the main indicators in the calculations of the valuation tests: discount rate, infinite growth rate, elements contributing to cash flows. These sensitivity tests showed that the limit between the value in use and the net asset is attained for the variation in these calculation parameters:

	12/31/2016						
	Discount rate		Infinite growth rate		Cash flow	EBITDA rate	
	Rate used (as a %)	Increase in the discount rate necessary so that the recoverable amount is equal to the book value (in basis points)	Rate used (as a %)	Decrease in infinite growth rate necessary so that the recoverable amount is equal to the book value (in basis points)	Decrease in cash flows necessary so that the recoverable amount is equal to the book value (in %)	Rate used (as a %)	Decrease in the EBITDA rate necessary so that the recoverable amount is equal to the book value (in basis points)
LISI AEROSPACE	6.66%	1,027	2.00%	(2,325)	(70.4%)		(1,153)
LISI AUTOMOTIVE	8.15%	228	2.00%	(397)	(29.2%)		(245)
LISI MEDICAL	4.77%	418	1.90%	(611)	(62.3%)		(680)

	12/31/2015						
	Discount rate		Infinite growth rate		Cash flow	EBITDA rate	
	Rate used (as a %)	Increase in the discount rate necessary so that the recoverable amount is equal to the book value (in basis points)	Rate used (as a %)	Decrease in infinite growth rate necessary so that the recoverable amount is equal to the book value (in basis points)	Decrease in cash flows necessary so that the recoverable amount is equal to the book value (in %)	Rate used (as a %)	Decrease in the EBITDA rate necessary so that the recoverable amount is equal to the book value (in basis points)
LISI AEROSPACE							
USA unit	6.74%	823	2%	(2,000)	(62%)	Not provided due to the underlying confidential nature	(919)
Specialty Fasteners	6.74%	2,991	2%	(22,858)	(88%)		(2,590)
Extrusion Forming and Sheet Metal	6.74%	46	2%	(60)	(9%)		(70)
Forging and Casting	6.74%	96	2%	(130)	(20%)		(180)
LISI AUTOMOTIVE							
Threaded fasteners	7.92%	221	1.80%	(389)	(27%)		(243)
Clipped solutions	7.92%	207	1.80%	(325)	(26%)		(320)
LISI MEDICAL							
LISI MEDICAL	6.66%	100	1.90%	(136)	(18%)		(210)

b) Other intangible assets

(in €'000)	Concessions, patents and similar rights	Other intangible fixed assets *	TOTAL
Gross values at December 31, 2015	**58,703**	**19,490**	**78,193**
Other net changes	547	(553)	(6)
Acquisitions	2,389	5,343	7,732
Disposals	(147)	0	(147)
Scope changes	0	5,510	5,510
Exchange rate differences	(4)	198	194
GROSS VALUES AT DECEMBER 31, 2016	**61,488**	**29,988**	**91,476**
Depreciation at December 31, 2015	**49,790**	**13,478**	**63,268**
Depreciation allowance	4,080	2,424	6,504
Depreciation reversals	(141)	(2,037)	(2,178)
Scope changes	0	47	47
Exchange rate differences	(5)	15	10
Depreciation at December 31, 2015	**53,724**	**13,927**	**67,651**
NET VALUES AT DECEMBER 31, 2016	**7,764**	**16,061**	**23,822**

* Including the Rapid brand

The Rapid brand was valued when the company was acquired in August 2000 at its fair value of €8.3 million, based on an independent valuation. Since 2003, it has been decided to amortize it over a period of 15 years, given the commercial usage period envisaged to date.

The amounts given as scope changes are explained by the entry of LISI Medical Remmele into the consolidation scope of the Group on May 1 2016.

2.5.1.2 Tangible assets

a) Tangible assets held in full (including evaluation spreads)

(in €'000)	Land	Buildings	Technical facilities, equipment and tools	Other tangible assets	Current assets	TOTAL
Gross values at December 31, 2015	**18,510**	**165,671**	**892,792**	**98,370**	**47,446**	**1,222,791**
Other net changes	27	10,065	45,856	(41)	(56,137)	(230)
Acquisitions	383	21,777	43,471	7,621	51,323	124,575
Disposals	(54)	(924)	(10,635)	(6,526)	(85)	(18,224)
Scope changes	1,300	10,212	27,704	213	4,299	43,728
Exchange rate differences	50	1,149	2,059	119	217	3,595
GROSS VALUES AT DECEMBER 31, 2016	**20,216**	**207,950**	**1,001,247**	**99,756**	**47,064**	**1,376,237**
Depreciation at December 31, 2015	**882**	**71,829**	**616,347**	**64,646**	**176**	**753,880**
Other net changes	0	3,065	(5,178)	(393)	0	(2,506)
Depreciation allowance	91	8,666	58,867	5,257	43	72,924
Depreciation reversals	(269)	(1,180)	(8,987)	(6,355)	0	(16,791)
Scope changes	0	94	2,240	68	0	2,402
Exchange rate differences	0	321	761	57	(1)	1,138
DEPRECIATION AT DECEMBER 31, 2016	**704**	**82,795**	**664,050**	**63,280**	**218**	**811,047**
NET VALUES AT DECEMBER 31, 2016	**19,512**	**125,155**	**337,198**	**36,477**	**46,847**	**565,188**

The amounts given as scope changes are explained by the entry of LISI Medical Remmele into the consolidation scope of the Group on May 1 2016.

b) Tangible assets held under a finance lease contract

(in €'000)	Land	Buildings	Technical facilities, equipment and tools	TOTAL
Gross values at December 31, 2015		**11,850**	**28,348**	**40,198**
Other net changes				
Acquisitions		13	44	56
Disposals				
EXCHANGE rate differences		72	80	152
GROSS VALUES AT DECEMBER 31, 2016		**11,935**	**28,472**	**40,407**
Depreciation at December 31, 2015		**4,670**	**23,085**	**27,757**
Other net changes			4,159	4,159
Depreciation allowance		264	2,480	2,744
Depreciation reversals				
EXCHANGE rate differences		11	49	59
DEPRECIATION AT DECEMBER 31, 2016		**4,945**	**29,773**	**34,720**
NET VALUES AT DECEMBER 31, 2016		**6,989**	**(1,301)**	**5,688**

Given their immaterial nature, the minimum future payments in respect of rents and their current value are not broken down by maturity.

c) Operating lease agreements

The main assets required for operations that do not belong to the Group or its subsidiaries are industrial buildings and office space (head office). Other operating lease agreements mainly relate to office automation equipment.

No significant commercial leases have been signed with company executives or with companies belonging to executives or their families.

The total annual expense is approximately €18 million.

2.5.1.3 Financial assets and liabilities

Financial assets and liabilities recorded on the balance sheet are broken down into the following accounting categories and classes of financial instruments:

	At 12/31/2016	Breakdown by instrument category					
FINANCIAL ASSETS AND LIABILITIES RECORDED ON BALANCE SHEET (in €'000)	Net value accounting	Fair value	Fair value via earnings	Assets available for sale	Loans and receivables	Debt at depreciated cost	Instruments derivatives
Non-current financial assets	9,481	9,481			9,481		
Other Non-current assets	950	950			950		
Trade and other receivables	260,416	260,416			260,416		
Cash and cash equivalents	141,719	141,719	141,719				
TOTAL FINANCIAL ASSETS	**412,566**	**412,566**	**141,719**		**270,847**		
Non-current borrowings	253,856	253,856				251,800	2,056
Other non-current financial liabilities (excl. PCA)	5,365	5,365				5,365	
Current borrowings	106,037	106,037				106,037	
Trade and other accounts payable	304,492	304,492				281,066	23,426
TOTAL FINANCIAL LIABILITIES	**669,750**	**669,750**				**644,268**	**25,482**

FINANCIAL ASSETS AND LIABILITIES RECORDED ON BALANCE SHEET (in €'000)	At 12/31/2015 Net value accounting	Fair value	Breakdown by instrument category Fair value via earnings	Assets available for sale	Loans and receivables	Debt at depreciated cost	Instruments derivatives
Non-current financial assets	10,585	10,585			10,585		
Other Non-current assets	924	924			924		
Trade and other receivables	215,291	215,291			213,140		2,151
Cash and cash equivalents	125,812	125,812	125,812				
TOTAL FINANCIAL ASSETS	**352,612**	**352,612**	**125,812**		**224,649**		**2,151**
Non-current borrowings	230,145	230,145				228,252	1,893
Other non-current financial liabilities (excl. PCA)	5,015	5,015				5,015	
Current borrowings	52,285	52,285				52,285	
Trade and other accounts payable	278,181	278,181				264,129	14,052
TOTAL FINANCIAL LIABILITIES	**565,626**	**565,626**				**549,681**	**15,945**

The IFRS 7 standard requires the hierarchical ordering of the different valuation techniques used for each of the financial instruments. The categories are defined as follows:

Level 1: direct reference to published prices of a market asset,
Level 2: valuation technique based on measurable data,
Level 3: valuation technique based on non-observable data.

Classification of fair value by hierarchical level:

	12/31/2016		
(in €'000)	Level 1	Level 2	Level 3
Non-current financial assets	9,481		
Other Non-current assets	950		
Trade and other receivables		260,416	
Cash and cash equivalents	141,719		
TOTAL FINANCIAL ASSETS	**152,150**	**260,416**	
Non-current borrowings	253,856		
Other non-current financial liabilities (excl. PCA)	5,365		
Current borrowings	106,037		
Trade and other accounts payable	23,426	281,066	
TOTAL FINANCIAL LIABILITIES	**388,684**	**281,066**	

2.5.1.4 Non-current financial assets

(in €'000)	Investments in associates	Other non-current investments	Other financial assets	TOTAL
Gross values at December 31, 2015	**1,509**	**7,636**	**1,448**	**10,593**
Other net changes		(661)	147	(514)
Acquisitions		487	382	869
Disposals			(122)	(122)
Exchange rate differences		169	3	172
GROSS VALUES AT DECEMBER 31, 2016		**7,631**	**1,858**	**9,489**
Impairment at December 31, 2015		**8**		**8**
Other net changes				
Provisions for impairment of assets				
Reversals of impairment provisions				
IMPAIRMENT AT DECEMBER 31, 2016		**8**		**8**
NET VALUES AT DECEMBER 31, 2016		**7,623**	**1,858**	**9,481**

2.5.1.5 Other non-current assets

(in €'000)	12/31/2016	12/31/2015
Other debtors	950	924
TOTAL OTHER NON-CURRENT FINANCIAL ASSETS	**950**	**924**

The debt on the balance sheet at December 31, 2016 primarily covers a non-current maturity tax asset.

2.5.2 | Current assets

2.5.2.1 Inventories

(in €'000)	Raw materials	Tools and other procurements	Work in progress	Finished and intermediary products	Goods	TOTAL
Gross values at December 31, 2015	**63,436**	**15,687**	**160,914**	**127,132**	**11,879**	**379,047**
Exchange rate differences	158	(48)	232	42	27	411
Changes in inventory	(567)	755	(4,306)	245	(1,419)	(5,292)
Reclassifications	24	(82)	146	26	0	114
GROSS VALUES AT DECEMBER 31, 2016	**65,692**	**16,344**	**161,859**	**131,855**	**10,487**	**386,235**
Impairment at December 31, 2015	**12,095**	**1,776**	**7,019**	**19,782**	**2,249**	**42,921**
Provisions for amortization and depreciation	2,450	378	3,267	9,083	537	15,715
Reversal of provisions for amortization and depreciation	(3,720)	(258)	(3,841)	(5,382)	(365)	(13,566)
Exchange rate differences	75	1	(15)	(214)	91	(62)
Reclassifications	626	0	13	63	0	702
IMPAIRMENT AT DECEMBER 31, 2016	**11,617**	**1,897**	**7,002**	**24,225**	**2,512**	**47,253**
NET VALUES AT DECEMBER 31, 2016	**54,075**	**14,447**	**154,857**	**107,630**	**7,975**	**338,986**

2.5.2.2 Trade and other receivables

(in €'000)	12/31/2016	12/31/2015
Gross debtors and apportioned accounts	226,235	178,480
Impairment of trade and other apportioned accounts	(3,708)	(4,470)
Net debtors and apportioned accounts	***222,527***	***174,010***
State - Other taxes and duties	**24,516**	27,775
Social entities & workforce services	**469**	1,101
Accounts payable - advances, debtors	**3,594**	2,857
Deferred charges	**4,161**	4,174
Other	**5,149**	5,373
Other receivables	***37,889***	***41,281***
TOTAL TRADE AND OTHER RECEIVABLES	**260,416**	**215,291**

Assignments of receivables amounted, at December 31, 2016, to €57.7 million, compared with €67.5 million at December 31, 2015. The fair value of these transferred assets in accordance with the IFRS 7 definition is equal to their nominal value. These transfers are made in the form of factoring with conventional subrogation, without recourse, thereby removing any exposure to a risk of financial loss. There are five contracts for the sale of receivables, three signed for an indefinite period, the other two for a term of one year renewable automatically. These contracts provide for the opportunity to transfer receivables up to an amount of €112 million.

Overdue receivables not covered by provisions mainly concern major customers with which the Group has annual or pluriannual business agreements. On the basis of historic observations, the Company considers the risk of non-collection marginal, with non-hedged overdue receivables being mainly within less than one year; the share within more than one year being totally immaterial.

2.5.2.3 Cash and cash equivalents

The cash available as at December 31, 2016 stood at €141.7 million. This item consists mainly of investment securities held by the Group and in particular monetary Sicav instruments and negotiable security deposits in the amount of €93.7 million and current bank accounts in euros and foreign currencies. The latter are recorded at their fair value, and value adjustments are recorded into the income statement.

These positions are not exposed, the main backing instruments guaranteeing the capital.

The impact of the change in working capital on cash is as follows:

(in €'000)	2016	2015
Effect of the change in inventories	2,504	(18,066)
Effect of the change in cash flow imbalances of customers and other debtors	(36,011)	5,363
Effect of the change in cash flow imbalances of suppliers and other creditors	12,282	31,092
Effect of the change in cash flow imbalances for taxes	18,578	(21,454)
CHANGE IN WORKING CAPITAL REQUIREMENTS	**(2,647)**	**(3,065)**

The *free cash flow* broke down as follows:

(in €'000)	2016	2015
Operating cash flow	195,805	154,153
Net CAPEX	(119,614)	(111,462)
Change in working capital requirements	(2,647)	(3,065)
FREE CASH FLOW	**73,544**	**39,626**

2.5.3 | Shareholders' equity

The Group's shareholders' equity stood at €860.3 million at December 31, 2016, against €792.3 million at December 31, 2015, being an increase of €68 million. This change takes into account the following main factors:

CHANGE IN €M (in €'000)	12/31/2016	12/31/2015
Income for the period attributable to equity holders of parent	107.0	81.8
Distribution of dividends paid in May 2016	(20.6)	(19.5)
Treasury shares and payments in shares	1.8	2.3
Actuarial gains and losses on employee benefits	(3.5)	4.1
Fair value of cash flow hedging instruments	(9.0)	(2.2)
Miscellaneous restatements	(4.9)	(2.4)
Translation differences related to changes in the closing rate, including the revaluation of the dollar	(2.9)	19.4
TOTAL	**68.0**	**83.5**

2.5.3.1 Share capital

Share capital at year-end stands at €21,609,550, broken down into 54,023,875 issued shares with a face value of €0.40.

2.5.3.2 Additional paid-in capital

This is due to the capital increase operation reserved for employees:

BREAKDOWN OF ADDITIONAL PAID-IN CAPITAL (in €'000)	12/31/2016	12/31/2015
Additional paid-in capital	54,843	54,843
Contribution premiums	15,030	15,030
Merger premiums	2,711	2,711
TOTAL	**72,584**	**72,584**

2.5.3.3 Capital management

The Group's policy consists in maintaining robust capital so as to support a highly capitalistic business, preserve the confidence of shareholders and investors, support growth and withstand periods of recession. The Board of Directors is particularly attentive to capital returns and the dividends paid to shareholders.

Instruments which provide access to the company's capital relate to the benefits conferred on managers and employees under certain conditions, as set out in notes 2.8.2 and 2.8.3. They only concern existing own shares.

2.5.3.4 Dividends

The amount of dividends for the 2016 financial year (not recognized) submitted to the Shareholders' General Meeting on April 25, 2017 for approval breaks down as follows:

AMOUNT (in €'000)	2016	2015
Total net dividend	24.3	21.1

The estimated amount for 2016 is calculated based on the total number of shares, i.e. 54,023,875. The self-held shares at the date of payment of the dividend will not be eligible for the payment of any dividend.

The amount of dividends for the 2016 financial year (not recognized) submitted to the Shareholders' General Meeting on April 25, 2017 for approval breaks down as follows:

DIVIDEND PER SHARE (€)	2016	2015
Dividend per share	0.45	0.39

2.5.4 | Provisions

2.5.4.1 Changes in provisions break down as follows:

(in €'000)	At January 1,2015	Allowances (net of reversals)	At December 31, 2015	Provisions	Reversals (amounts used)	Reversals (non used amounts)	Actuarial gains/ losses out of shareholders' equity	Reclassifications	Entry into/exit from consolidation scope	Translation differences	At December 31, 2016
Pensions and retirement	42,439	(5,280)	37,159	2,615	(4,124)		4,162			(340)	39,472
Long-service medals	4,581	(447)	4,133	480	(211)						4,402
Environment-related risks	15,058	(2,769)	12,288	2,199	(5,577)	(530)				104	8,484
Disputes and other risks	7,684	(572)	7,111	2,019	(2,621)	(40)				5	6,475
Guarantees to clients	9,344	538	9,882	18	(60)					1	9,841
Industrial reorganization	83	(83)									
For taxes	688	(688)									
For loss on contract	3,600		2,700		(900)						1,800
Sub-total non-current provisions	**83,476**	**(9,302)**	**73,274**	**7,331**	**(13,494)**	**(569)**	**4,162**			**(230)**	**70,474**
For loss on contract	605	40	644	1,055	(595)	(49)					1,055
Industrial reorganization	527	(187)	340	845		(164)				14	1,035
Restructuring	5,868	(3,253)	2,615	70	(1,538)						1,148
Environment-related risks	284	(5)	279	102	(85)	(83)					212
Disputes	866	(207)	659	638	(291)	(57)				2	950
For taxes											0
Other risks	14,758	(3,944)	10,814	12,661	(3,075)	(2,654)		606	380	43	18,776
Subtotal current provisions	**22,907**	**(7,556)**	**15,351**	**15,370**	**(5,584)**	**(3,007)**		**606**	**380**	**59**	**23,174**
GRAND TOTAL	**106,383**	**(16,858)**	**88,624**	**22,701**	**(19,078)**	**(3,577)**	**4,162**	**606**	**380**	**(171)**	**93,648**
of which as recurring operating profit				17,731	(16,856)	(3,577)					
of which as non-recurring operating profit				4,970	(2,222)						

The main provisions are in respect of:

– *Pensions and retirement:*

Legally-imposed obligations in respect of staff salaries, pension payments or compensation on retirement. Taken into account were assumptions regarding the level of the discount rate, the turnover, and the mortality tables. Some of these commitments are backed with external funds.

In accordance with the revised IAS 19, all actuarial gains and losses are recognized under "Other comprehensive income" as a provision for pensions.

– *Environment:*

Recognition of liabilities links to requirements to uphold environmental standards in the various countries in which the company operates and more specifically with regard to soil pollution on industrial sites. The cost of monitoring and compliance in concert with local authorities makes up a large part of these provisions. The bulk of the provisions relates to the decontamination risk of soils and buildings.

– *Disputes and other risks:*
This covers litigation or disputes with partners and service providers. Risk assessment has been calculated based on the estimated cost of the outcome of any dispute or possible transactions. Assessment of expected returns cannot be calculated as of yet. The bulk of the provisions relates to various quality, tax and wage risks.

– *Industrial reorganization:*
This covers industrial reorganization based on assessments of the cost of redeploying certain sites or entities. The assessment of the sums recognized takes account of specific local regulatory stipulations.

– *Restructuring*
The €1.5 million reversal mainly results from the implications of the transfer of the Thiant plant's business to two other French sites.

– *Other risks:*
Liabilities recognized under this category take into account risks based on various reports (industrial, regulatory, corporate, customer guarantees and products) and concern both of the Group's main divisions.
This section covers the risks and expenses clearly specified as to their purpose whose maturity remains likely and which will cause an outflow of resources without consideration. The most significant amounts reflect the unfavorable application for the Group of contractual terms, the impact of the streamlining of production structures and litigations with third party partners. The amounts of provisions and reversals primarily concern quality, customer lead time, qualification of new products, tax and wage risks.
The income from disposals was taken into account in financial year 2016 by the observation of a provision for income from disposals amounting to – €2 million as a non-recurring operating expense.

2.5.4.2 Commitments to the personnel

Application of revised IAS 19 as at January 1, 2012

As stated in note 2.2 Accounting principles and policies, the LISI Group has been applying revised IAS 19 from January 1, 2012.

Characteristics

In accordance with the laws and practices of each country in which the Group operates, it offers its employees and former employees, subject to certain conditions of service, the payment of pensions or compensation on retirement. Such benefits can be paid as part of defined contribution plans or defined benefit plans.

Defined benefit plans

General description of the plans.

Retirement benefits (France):
Entitlements to retirement benefits are defined by applicable laws or sectoral agreements when they are more favorable.

England:
BAI UK operates a defined benefit pension plan to which all employees who joined the company before April 2007 are entitled. Plan assets are separate from the assets of the Company and managed by a trust administered by a board of trustees.

The risks to which the plan exposes the company are the following: CAPEX, inflation, retirees' longevity, options, laws risk.

USA
Hi Shear Corporation operates a defined benefit pension plan to which all employees who joined the company before February 1991 are entitled. The plan has been closed since that date. Plan assets are separate from the assets of the Company and managed by a trust administered by a board of trustees. The risks to which the plan exposes the company are the following: CAPEX, inflation, retirees' longevity, options, laws risk.

The pension plans concerning the majority of the employees was wound up at the beginning of the financial year.

The geographic breakdown of the Group's commitments to staff as at December 31, 2016 for defined benefit plans and the main assumptions employed in their assessment are as follows:

(in €'000)	France	Germany	USA	England	Other
Actuarial debt	27,461	8,800	350	24,211	2,297
Discount rate	1.48%	1.16%	3.50%	2.92%	3.70%
Inflation - Wage increase	1.10%	1.50%	N/A	3.44%	NA

As per the revised IAS 19 standard, the rate of return on non-current funds is identical to the discount rate for actuarial liability. The rates of return thus employed are equal to 3.50% for American insurance plans and 2.92% for English ones.

At December 31, 2016, the allocation of the plan assets was approximately 51% in equities and 49% in bonds for England. As the US fund concerning the majority of the employees had been wound up in 2016, there were no longer any hedging assets in the USA.

The following table sets out the changes, during financial year 2016, in the actuarial debt and the market value of the hedging assets (in millions of euros):

CHANGE IN ACTUARIAL DEBT	2016	2015
Actuarial debt at year start	**66,303**	**70,210**
Cost of services	1,782	2,191
Cost of accretion	1,656	1,686
Benefits paid	(2,652)	(3,528)
Discounts	0	0
Wind-ups	(8,046)	(86)
Change in consolidation scope	76	0
Translation differences	(3,828)	2,224
Actuarial losses (gains)	7,826	(6,395)
Actuarial debt at year end	**63,117**	**66,303**

CHANGE IN MARKET VALUE OF HEDGING ASSETS	2016	2015
Opening value	**29,884**	**27,771**
Contributions paid by the Group	304	1,047
Benefits withheld from fund	(428)	(1,594)
Wind-ups	(6,453)	(22)
Expected yield from assets	824	863
Translation differences	(3,566)	2,022
Actuarial gains (losses)	3,080	(203)
Value at year-end	**23,645**	**29,884**

The amounts given in wind-ups concern the part of the Hi Shear Corporation pension plan at the start of the financial year.

The following table shows the reconciliation of amounts recognized in the Group's consolidated financial statements and the above sums:

(in €'000)	12/31/2016	12/31/2015
Liabilities recognized at year-end	**(39,472)**	**(36,419)**

The expense recognized as operating profit by the Group during the financial year 2016 as defined benefit plans amounted to €2.6 million and is broken down as follows:

(in €'000)	2016	2015
Cost of services	1,782	2,191
Cost of accretion	1,656	1,686
Expected yield from plan assets	(824)	(863)
Discounts/Wind-ups		(86)
Expense (Revenue) recognized	**2,615**	**2,928**

2.5.5 | Other non-current liabilities

(in €'000)	12/31/2016	12/31/2015
Deposits and sureties received	124	211
Employee profit-sharing in the financial year	5,241	4,804
Deferred income	7,027	7,576
TOTAL OTHER NON-CURRENT LIABILITIES	**12,392**	**12,591**

2.5.6 | Financial debt and financial risk management

The breakdown by accounting category and instrument class for financial liabilities is given in note 2.6.1.

2.5.6.1 Debt

a) Breakdown by nature

(in €'000)	12/31/2016	12/31/2015
NON-CURRENT SHARE		
Mid-term loans	228,926	204,333
Debt related to lease agreements	10,269	13,967
Employee profit-sharing (frozen on a current account)	14,661	11,846
Subtotal non-current debt	***253,856***	***230,145***
CURRENT SHARE		
Banking facilities for operations	15,984	9,243
Mid-term loans	86,425	42,437
Debt related to lease agreements	3,629	605
Employee profit-sharing (frozen on a current account)	0	0
Subtotal current debt	***106,037***	***52,285***
TOTAL DEBT	**359,893**	**282,430**

b) Breakdown by maturity date

(in €'000)	12/31/2016	12/31/2015
BORROWINGS		
due within one year	86,425	42,437
due within two to five years	68,993	93,198
due within over five years	159,932	111,134
Subtotal borrowings	***315,350***	***246,770***
OTHER FINANCIAL CREDITORS		
due within one year	19,613	9,848
due within two to five years	23,456	23,867
due within over five years	1,475	1,946
Other debt subtotal	***44,544***	***35,661***
BORROWINGS AND DEBT	**359,893**	**282,430**

c) Breakdown by currency

All figures relating to borrowings and debts with credit establishments are given in euros. The Group's bank debts therefore do not expose it to any foreign exchange risk.

d) Breakdown by interest rate category

The table below summarizes loans from credit institutions to the Group as it studies the principal amounts incurred at fixed and variable rates.

ENTITIES	Nature of the loan	Fixed rate	Variable rate	Total amount in €M	Capital remaining due at 12/31/2016 in millions of euros	Maturity date	Existence or not of interest rate or currency hedges	Covenant
LISI S.A	Conventional loan		Euribor 3 months + margin	30.0	5.0	2019	Partly covered by a SWAP	[1]
	Conventional loan		Euribor 3 months + margin	30.0	15.0	2019	Partly covered by a SWAP	[1]
	Conventional loan		Euribor 3 months + margin	30.0	15.0	2019	Partly covered by a SWAP	[1]
	Conventional loan		Euribor 3 months + margin	30.0	5.0	2019	Partly covered by a SWAP	[1]
	Conventional loan		Euribor 3 months + margin	30.0	5.0	2019	Partly covered by a SWAP	[1]
	Conventional loan		Euribor 3 months + margin	20.0	2.0	2019	Partly covered by a SWAP	[1]
	Conventional loan		Euribor 3 months + margin	30.0	30.0	2021	Partly covered by a SWAP	
	Conventional loan	1.00%		30.0	30.0	2022		[1]
	USPP *	3.64%		56.0	56.0	2023		[2]
	USPP *	1.82%		20.0	20.0	2025		[2]
	USPP *	1.78%		40.0	40.0	2026		[2]
CREUZET AERONAUTIQUE	Conventional loan		Euribor 1 month + margin	3.9	1.7	2020	Covered by a SWAP	[1]
BLANC AERO INDUSTRIES SAS	Conventional loan		Euribor 3 months + margin	11.5	10.9	2031	Covered by a SWAP	[1]
LISI AUTOMOTIVE Former	Conventional loan		Euribor 3 months + margin	7.0	1.0	2017	Covered by a SWAP	
				6.0	4.1	2021		
				3.0	2.4	2024		[1]
				3.0	2.5	2024		[1]
LISI AUTOMOTIVE KNIPPING Espana S.A	Conventional loan		Euribor 1 month + margin	6.5	1.0	2019		
LISI AUTOMOTIVE KNIPPING Verbindungstecknik GmbH	Conventional loan	1.50%			0.05	2017	Intention letter by LISI AUTOMOTIVE	
LISI MEDICAL Fasteners	Conventional loan		Euribor 3 months + margin	4.5	2.9	2024	Covered by a SWAP	[1]
			TOTAL	**391.4**	**249.5**			

* USPP: US Private Placement

2.5.6.2 Related covenants

The Group has no bank facilities based on its credit rating. The contracts entered into include conventional clauses regarding the financial health of the Group or its subsidiaries. The definition and levels of ratios, also called "financial covenants", are set by prospective mutual agreement with the credit institutions. Compliance with these ratios is assessed once a year only, at year end. Failure to comply with these ratios entitles the credit institutions to impose early repayment (total or partial) of the facilities granted.

For the reader's information, the "financial covenants" related to each loan are described hereafter:

[1]

- Consolidated gearing ratio < 1.2 (Net debt/Shareholders' equity)
- Consolidated Leverage ratio < 3.5 (Net debt/EBITDA)

[2]

- Consolidated gearing ratio < 1.2 (Net debt/Shareholders' equity)
- Consolidated Leverage ratio < 3.5 (Net debt/EBITDA)
- Coverage ratio of consolidated interest expense < 4.5 (Net interest expense/EBITDA)

As at the year-end, covenants were respected.

2.5.7 | Deferred taxes

The Group discounted the rate of deferred taxes to take account of the article in the Finance Act 2017 on the gradual reduction of corporation tax to 28% for deferred taxes showing a definite schedule of payments.

(in €'000)	12/31/2016	12/31/2015
Deferred tax assets	19,075	19,838
Deferred tax liabilities	(33,376)	(31,527)
Net deferred taxes	**(14,301)**	**(11,689)**

Non-recognized deferred tax assets:

The Company does not recognize its deferred tax assets whenever it has no sufficient assurance that it will recover carried forward deficits and tax credits. The deferred tax assets are recognized only if their recovery is probable. For information, the brought forward losses not recognized in the balance sheet at December 31, 2016 would generate deferred tax assets of €18.9 million.

Deferred tax assets by early recoverability horizon as at December 31, 2016

–1 year	1 to 5 years	+5 years	Total
652	15,115	3,309	19,075

2.6 | DETAIL OF MAIN INCOME STATEMENT ITEMS

2.6.1 | Sales revenue

The breakdown of sales revenues by business segment and country is shown in note 2.8.1. "Segment information".

2.6.2 | Consumed goods

(in €'000)	LISI AEROSPACE	LISI AUTOMOTIVE	LISI MEDICAL	Other	TOTAL 2016	TOTAL 2015
Consumption of goods	7,294	18,788	3,149	(303)	28,928	31,492
Consumption of raw materials	181,885	76,385	16,153	(7)	274,416	258,379
Tools	36,490	21,818	6,664	(23)	64,949	63,517
Other purchases	28,018	16,573	1,536	16	46,143	44,825
TOTAL CONSUMPTION	**253,687**	**133,564**	**27,502**	**(317)**	**414,436**	**398,213**

2.6.3 | Other purchases and external expenses

(in €'000)	LISI AEROSPACE	LISI AUTOMOTIVE	LISI MEDICAL	Other	TOTAL 2016	TOTAL 2015
Subcontracting	61,701	39,236	6,826	0	107,763	93,416
Maintenance	35,168	20,280	4,390	678	60,516	58,086
Transport	11,328	10,765	925	1	23,019	24,211
Energy	18,755	13,971	1,768	12	34,506	35,879
Other purchases and external costs	74,693	25,036	6,768	(6,342)	100,154	96,824
TOTAL OTHER PURCHASES AND EXTERNAL COSTS	**201,645**	**109,288**	**20,677**	**(5,651)**	**325,957**	**308,415**

2.6.4 | Payroll expenses

(in €'000)	LISI AEROSPACE	LISI AUTOMOTIVE	LISI MEDICAL	Other	Eliminations	Total 2016	Total 2015
Temporary workers	27,975	8,622	1,775	26	0	38,398	37,846
Salaries and incentives	244,702	117,360	38,708	2,740	0	403,510	376,484
Layoff pay	1,457	1,144	179	0	0	2,780	2,538
Social contributions and taxes on salaries	93,817	41,263	14,190	3,507	(656)	152,777	146,011
Employee profit-sharing	5,110	0	131	0	0	5,241	4,792
Pensions and long-service medals	984	420	94	281	0	1,779	1,567
TOTAL PAYROLL EXPENSES	**374,045**	**168,809**	**55,077**	**6,554**	**(656)**	**604,484**	**569,236**

2.6.5 | Research and development expenses

The LISI Group's mission is to carry out intensive research and development activities, both in developing new products and in using new materials. This research and development activity is carried out at various levels: either as part of a co-operative venture between research and design departments within our own divisions and those of our customers, or to develop or improve certain components or industrial processes. These are mainly comprised of personnel expenses dedicated to R&D services. Staff dedicated to R&D represent in 2016 some 2.2% of the Group's employees.

The expenses incurred for the last three financial years are shown in the table below:

In millions of euros	2016	2015	2014
Research and Development expenditures	26.3	23.8	21.5
% of sales revenues	1.7%	1.6%	1.7%
Activated projects	0	0	0

2.6.6 | Non-recurring operating expenses and revenues

Non-recurring operating expenses and revenues break down as follows:

(in €'000)	12/31/2016	12/31/2015
NON-RECURRING OPERATING EXPENSES		
Industrial reorganization costs	(7,732)	(7,842)
Other costs	(248)	(130)
Reserve allowance for industrial reorganizations	(4,970)	(3,176)
TOTAL	**(12,950)**	**(11,148)**
Non-recurring operating revenues		
Industrial reorganization plan provision reversals	2,222	5,300
Other revenues	752	8
TOTAL	**2,974**	**5,308**
Non-recurring revenue and expenses from operations	**(9,976)**	**(5,840)**

The rules for the presentation and definition of non-recurring income and expenses remain unchanged compared to December 31, 2015.

The non-recurring operating expenses can basically be explained by the industrial reorganization in progress in the Villefranche-de-Rouergue plant (–€2.4 million), the Rugby plant for (–€0.9 million) and the Bologne plant (–€1.5 million) and by the provision for disposing of the Belgian subsidiary Précimétal Fonderie de Précision (–€2 million).

To the Company's knowledge, there are no other litigation, arbitration or non-recurrent events that have, or have had, a significant impact on the financial situation, earnings, business or assets of the LISI Group.

2.6.7 | Non-operating profit

(in €'000)	12/31/2016	12/31/2015
FINANCING EXPENSES AND REVENUE ON CASH		
Revenue on cash	813	600
Impact of the change in fair value of positive interest rate hedges	333	383
Impact of the change in fair value of negative interest rate hedges	(501)	(8)
Financing expenses	(5,065)	(7,138)
Subtotal income from cash and cash equivalents	**(4,420)**	**(6,163)**
OTHER INTEREST REVENUE AND EXPENSES		
Foreign exchange gains	54,490	34,802
Foreign exchange losses	(37,000)	(37,277)
Impact of the change in fair value of positive currency hedges	0	664
Impact of the change in fair value of negative currency hedges	919	(7,242)
Other	(639)	(766)
Financial income and expenses	**17,770**	**(9,819)**
FINANCIAL RESULT	**13,350**	**(15,981)**

The financial result (income) (+€13.3 million) increased substantially compared with 2015 (–€16.0 million). The major impacts may be summarized by:

- the financial expenses corresponding to the cost of net debt benefited from the decrease in the interest rates. They amounted to –€4.2 million (–€5.0 million in 2015) i.e. an average calculated rate of +1.70% (+2.06% in 2015);
- the revaluation of the debts and receivables in currency (+€18.3 million against –€0.1 million in 2015). The value of the debts was mechanically reduced benefiting from the substantial drop in sterling, while the value of the receivables, investments and bank accounts was mechanically increased benefiting from the substantial rise in the dollar at year end;
- the valuation of the currencies' hedging instruments (–€0.7 million) against –€9.4 million in 2015)
- the provision for exit from the pension scheme in the United States which had accounted for –€1.5 million in 2015.

2.6.8 | Income tax

2.6.8.1 Income tax breakdown

BREAKDOWN (in €'000)	Pre-tax earnings	Tax*	Profit (loss) after tax
Current profit (loss)	176,052	(53,038)	123,013
Non-recurring operating expenses and revenues	(9,975)	4,323	(5,653)
Employee profit-sharing	(5,242)	1,892	(3,350)
Tax credits		39	39
CVAE (Tax on companies' added value)		(7,660)	(7,660)
Profit (loss) for the period	**160,833**	**(54,443)**	**106,390**

* of which taxes due: –€40,764,000
of which deferred taxes: –€6,059,000
of which tax credits: +€39,000
of which CVAE (Tax on companies' added value): –€7,660,000

2.6.8.2 Proof of tax

PROOF OF TAX AT 12/31/2016	In millions of euros	%
Net earnings	106.6	
Recorded income tax (income tax+income tax credit+deferred tax+CVAE)	54.2	
Profit (loss) before income tax	160.8	
Parent company standard rate	34.43%	
Theoretic income tax/rate at 34.43%	55.37	102.17%
DIFFERENCE		
Share of non-deductible expenses	1.12	2.1%
Delta central rate/local rates	(4.51)	(8.3%)
Tax credits	(0.12)	(0.2%)
Activities not subject to taxation	(2.62)	(4.8%)
Elimination of dual taxation of dividends	0.00	0.0%
Taxes from prior periods	0.57	1.1%
Unused tax losses	0.93	1.7%
Variable carry forward	1.47	2.7%
Tax consolidation France	(0.36)	(0.7%)
Foreign tax consolidation	(0.22)	(0.4%)
Macron Law increased depreciation and amortization	(0.98)	(1.8%)
CIR	(0.98)	(1.8%)
Credit	(3.35)	(6.2%)
CVAE (Tax on companies' added value)	5.02	9.3%
3% tax on LISI SA dividends	0.62	1.1%
Permanent differences	1.82	3.4%
Other	0.46	0.8%
INCOME TAX RECORDED TO THE INCOME STATEMENT (INCL. CVAE)	**54.2**	100.0%
Effective tax rate (tax expense in the income statement as a ratio of pre-tax income)	33.72%	

The tax charge, calculated on the basis of the corporation tax as a percentage of the net income before taxes, reflects an effective average rate of tax of 33.7%, slightly down compared with 2015 (34.2%).

2.6.8.3 Tax rates applied by LISI Group companies

	2016	2015
Germany	30.00%	30.00%
England	20.00%	23.00%
Belgium	34.00%	34.00%
Canada	26.90%	26.90%
Spain	28.00%	30.00%
USA*	40.00%	40.00%
France	36.10%	36.10%
Czech Republic	19.00%	19.00%
China	25.00%	25.00%

* including state incomel taxes

2.6.9 | Earnings per share

Earnings per share calculations are shown in paragraph 2.2.18.6.

The tables below indicate the reconciliation between the non-diluted and the diluted earnings per share.

	12/31/2016		
((in €'000)	Profit (loss) for the period	Number of shares	Net earnings per share in €
Total shares		54,023 875	
Treasury shares		(1,119 422)	
Basic earnings per share	**107,008**	**52,904 453**	**2.02**
DILUTED EARNINGS PER SHARE	**107,008**	**52,904 453**	**2.02**

	12/31/2015		
(in €'000))	Profit (loss) for the period	Number of shares	Net earnings per share in €
Total shares		54,023 875	
Treasury shares		(1,233 252)	
Basic earnings per share	**81,764**	**52,790 623**	**1.55**
DILUTED EARNINGS PER SHARE	**81,764**	**52,790 623**	**1.55**

2.7 | ADDITIONAL INFORMATION

2.7.1 | Segment information

The Group's business is broken down between three markets that include the following three operational sectors (divisions):
- The LISI AEROSPACE division, which brings together all activities in the aerospace market,
- The LISI AUTOMOTIVE division, which brings together all activities in the automotive market,
- The LISI MEDICAL division, which brings together all activities in the medical market.

The "Others" heading mainly consists of the holding company LISI S.A. and disposals.

2.7.1.1 Breakdown by business line

(in €'000)	12/31/2016 LISI AEROSPACE	LISI AUTOMOTIVE	LISI MEDICAL	Other	TOTAL
INCOME COMPONENT					
Sales revenue by business sector	987,198	465,269	119,091	(454)	1,571 104
EBITDA	169,643	53,370	15,306	(1,187)	237,132
Depreciation allowance and provisions	46,751	27,049	6,056	(184)	79,672
Current operating profit (EBIT)	122,892	26,321	9,250	(1,003)	157,460
Operating profit	114,212	25,725	9,250	(1,704)	147,483
PROFIT (LOSS) FOR THE PERIOD	**74,762**	**17,769**	**4,890**	**8,968**	**106,390**
BALANCE SHEET COMPONENT					
Working capital requirement	260,724	71,848	29,618	(25,287)	336,903
Net fixed assets	497,189	254,700	164,472	(11,752)	904,606
ACQUISITIONS OF FIXED ASSETS	**94,324**	**32,715**	**5,859**	**(289)**	**132,609**

(in €'000)	12/31/2015 LISI AEROSPACE	LISI AUTOMOTIVE	LISI MEDICAL	Other	TOTAL
Income component					
Sales revenue by business sector	929,557	454,604	74,775	(884)	1,458 052
EBITDA	153,240	42,498	8,078	270	204,086
Depreciation allowance and provisions	28,961	24,488	3,972	172	57,593
Current operating profit (EBIT)	124,279	18,009	4,106	99	146,493
Operating profit	120,658	18,458	4,114	(2,578)	140,652
PROFIT (LOSS) FOR THE PERIOD	**69,000**	**9,788**	**1,101**	**1,970**	**81,859**
Balance sheet component					
Working capital requirement	248,710	67,852	12,952	349	329,863
Net fixed assets	440,051	250,282	76,611	272	767,216
ACQUISITIONS OF FIXED ASSETS	**69,960**	**38,649**	**4,047**	**147**	**112,803**

2.7.1.2 Breakdown by business sector and by country

(in €'000)	12/31/2016 LISI AEROSPACE	LISI AUTOMOTIVE	LISI MEDICAL	Other	TOTAL
INCOME COMPONENT					
Revenue by destination area					
European Union	648,872	382,282	100,083	(454)	1,130,783
of which France	*403,074*	*154,763*	*10,158*	*(112)*	*567,883*
North American continent	249,615	10,229	15,873		275,717
Other countries	88,711	72,758	3,135		164,604
Total	**987,198**	**465,269**	**119,091**	**(454)**	**1,571,104**
BALANCE SHEET COMPONENT					
Net fixed assets by destination area					
European Union	335,444	247,011	61,096	(11,752)	631,799
of which France	*312,030*	*160,154*	*61,096*	*(11,752)*	*521,528*
North American continent	108,206	1,240	103,376		212,822
Africa	15,656				15,656
Asia	37,883	6,449			44,332
Total	**497,189**	**254,700**	**164,472**	**(11,752)**	**904,606**
Flows provided by or used for acquisition of fixed assets by destination area					
European Union	77,391	29,565	2,148	(289)	108,815
of which France	*71,320*	*22,386*	*2,149*	*(289)*	*95,566*
North American continent	10,576	915	3,711		15,202
Africa	2,131				2,131
Asia	4,226	2,237			6,463
Total	**94,324**	**32,715**	**5,859**	**(289)**	**132,609**

(in €'000)	31/12/2015 LISI AEROSPACE	LISI AUTOMOTIVE	LISI MEDICAL	Other	TOTAL
INCOME COMPONENT					
Revenue by destination area					
European Union	585,151	381,838	55,874	(454)	1,022,409
of which France	*348,390*	*151,762*	*10,528*	*(454)*	*510,226*
North American continent	272,783	10,641	16,545		299,969
Other countries	71,623	62,125	2,356		136,104
Total	**929,557**	**454,604**	**74,775**	**(454)**	**1,458,482**
BALANCE SHEET COMPONENT					
Net fixed assets by destination area					
European Union	299,101	244,278	63,186	272	606,837
of which France	*276,696*	*157,206*	*63,186*	*272*	*497,360*
North American continent	104,645	400	13,426		118,471
Africa	14,994				14,994
Asia	21,414	5,605			27,019
Total	**440,154**	**250,283**	**76,612**	**272**	**767,321**
Flows provided by or used for acquisition of fixed assets by destination area					
European Union	49,119	36,813	3,597	147	89,676
of which France	*46,327*	*25,281*	*3,597*	*147*	*75,352*
North American continent	17,854	380	450		18,684
Africa	462				462
Asia	2,525	1,455			3,980
Total	**69,960**	**38,646**	**4,047**	**147**	**112,802**

2.7.2 | Share-based payments

2.7.2.1 Share purchase options

The Company had no stock options plans at December 31, 2016.

2.7.2.2 Award of performance shares

Acting on the recommendation of the Compensation Committee, LISI's Board of Directors decided, on October 24, 2013, to allocate performance shares to members of the Executive Committee and to members of the main Management Committees for the three LISI Group divisions, subject to their meeting certain performance targets. The fulfillment of these criteria at the end of 2015, namely the Group RNA and the division RNA (see definition in paragraph 2.2.20 "Indicators" in this chapter), led to this plan being achieved during financial year 2016 at 70% for LISI SA, 70% for the LISI AEROSPACE division, 70% for the LISI AUTOMOTIVE division and 30% for the LISI MEDICAL division. The final cost was allocated to the divisions.

Similar plans were set up in 2014, 2015 and 2016 to the extent that the Board of Directors meeting on October 23, 2014, December 17, 2015 and December 20, 2016, renewed the start of a new plan under similar terms.

The fair value of these benefits is recognized in the income statement linearly over the vesting period.

The fair value of the benefits thus granted is recognized in 2016 in Payroll expenses for €2.5 million for the employees of the French companies, against shareholders' equity, and for €1.0 million for the employees of foreign companies, against social liabilities. This cost was not allocated to divisions, and remains an expense at the LISI S.A. level until the definitive realization of the plan.

2.7.3 | Related-party information/Remuneration of members of management bodies

2.7.3.1 Related-party information

Related parties include the parent company, company managers, directors and Board members. There is no other jointly-owned entity or entity recognized by equity method, or joint shareholder, or business under joint control or significant influence with which the LISI Group may have carried out transactions worthy of investigation.

The only relationship of the Group with its parent company (CID) is through the capital holding. On the other hand, LISI S.A. provides support to its subsidiaries in the fields of accounting, finance, strategy and law.

2.7.3.2 Remuneration of managers and directors

	Expenses for the period		Liabilities
(in €'000)	2016	2015	at 12/31/2016
Gross current benefits (salaries, bonuses, etc.)	1,314	1,026	
Post-employment benefits (IFC)	290	450	290
Other non-current benefits			
Termination benefits			
Equity compensation benefits	384	225	384
Total remuneration	**1,988**	**1,700**	**674**

The main directors will receive remuneration in the form of current benefits, post-employment benefits and share-based payments. With regard to this category, in 2015 and 2016, both directors of LISI S.A. received performance shares in accordance with the same terms and conditions as other members of the divisional Executive Committees. With regard to the 2015 plan, two additional conditions are imposed upon them, namely, to acquire 500 Company shares at the end of the vesting period, and to keep in registered form a portion of shares that were granted free (500 shares) up until the end of their term of office. With regard to the 2016 plan, the corporate officers shall retain 20% of any performance shares which may have been allocated to them until the termination of their employment.

Concerning the retirement gratuities, no specific benefit is contractually agreed upon, apart from the benefits retirement.

2.7.4 | Commitments

The Group draws up annually a detailed list of all contractual commitments, financial and commercial commitments, and contingent liabilities to which LISI S.A. and/or its subsidiaries are party or exposed. This list is regularly updated by the departments concerned and reviewed by Group Management. In order to ensure that the information on this list is complete, accurate and consistent, special control procedures have been implemented, including in particular:

- the regular examination of the minutes of Shareholders' General Meetings, Board Meetings, associated Committees that deal with contractual commitments, disputes and authorizations for the purchase or disposal of assets;
- review of sureties and guarantees as well as loan agreements and any other banking commitments, in conjunction with the banks and financial institutions;
- review, together with both internal and external legal counsels, of dispute and legal proceedings before the courts, environmental questions, and the measurement of liabilities that might arise;

- examination of tax inspectors' reports and reassessment notices from previous financial years;
- examination, together with those in charge of risk management, insurance brokers and agents of the insurance companies with which the Group has taken out its insurance policies to cover risks in respect of contingent liabilities;
- examination of transactions with related parties in respect of guarantees or other commitments given or received;
- in general, review of all contracts and contractual commitments.

2.7.4.1 Commitments given in the context of ordinary operations

In addition to the operating leases whose annual charges are presented in note 2.6.1.2, commitments provided as part of current activities are as follows:

(in €'000)	2016	2015
Balance of investment orders	109,962	74,819
Guarantees and deposits	0	283
Commitments made	**109,962**	**75,102**
Rate swap	73,660	76,265
Foreign exchange hedging	397,213	462,969
Reciprocal commitments	**470,873**	**539,234**

Reciprocal commitments:

Reciprocal commitments are interest rate swaps to hedge variable rate loans (see note 2.6.6.1. Financial Debt) taken out to fund external growth.

As at December 31, 2016, the features of the SWAP contracts were as follows:

Notional at 12/31/2016	Face value (in €'000)	Departure date	Maturity date	Paying rate	Receiving rate	Market value (NPV) (in €'000)
LISI S.A.	15,000	5/31/2012	5/31/2017	1.070%	2 month-Euribors	192
LISI S.A.	9,500	6/29/2012	3/31/2017	1.0750%	3 month-Euribor	22
LISI S.A.	5,000	6/10/2014	6/10/2021	0.940%	3 month-Euribor	(54)
LISI S.A.	5,000	6/10/2014	6/10/2021	0.940%	3 month-Euribor	(53)
LISI S.A.	10,000	6/10/2014	6/10/2021	0.970%	3 month-Euribor	(108)
LISI S.A.	5,000	6/10/2014	6/10/2021	0.953%	3 month-Euribor	(58)
LISI S.A.	5,000	6/10/2014	6/10/2021	0.968%	3 month-Euribor	(51)
LISI S.A.	25,000	6/30/2014	5/30/2019	0.450%	3 month-Euribor	55
LISI AUTOMOTIVE Former	7,000	12/31/2010	12/29/2017	1.745%	3 month-Euribor	25
LISI MEDICAL Fasteners	4,500	9/28/2012	9/30/2024	1.300%	3 month-Euribor	(11)
BLANC AERO INDUSTRIES SAS	4,983	2/1/2016	1/15/2031	0.829%	3 month-Euribor	(89)
BLANC AERO INDUSTRIES SAS	4,983	2/1/2016	1/15/2031	0.830%	3 month-Euribor	(89)
Creuzet Aéronautique	3,900	7/31/2012	7/31/2012	0.775%	1 month-Euribor	12
					TOTAL	**(168)**

The currency hedging instruments at December 31, 2016 are as follows:

	Notional at 12/31/2016		Notional at 12/31/2015	
	Currency	EUR	Currency	EUR
GBP	34,980	40,856	27,384	37,310
CAD	39,600	27,911	57,600	38,105
TRY	18,650	5,871	34,050	10,719
PLN	20,400	4,626	20,400	4,784
USD	335,151	317,950	405,051	372,050
TOTAL		**397,213**		**462,969**

2.7.4.2 Commitments received as part of acquisitions of companies

LISI AUTOMOTIVE:

In the context of the takeover of the sites of Acument La Ferté Fresnel, LISI AUTOMOTIVE was awarded by TEXTRON a guarantee to cover environmental risks likely to threaten a site with no industrial activity to date.

LISI AEROSPACE:

In the context of the acquisition of the Manoir Aerospace group in June 2014, LISI AEROSPACE received a commitment from the seller to provide €3 million of cover for risks with regard to HSE compliance up to 2019. This commitment is covered by an escrow account for the same amount managed by a third party.

Additionally, the company received a guarantee of €5 million to cover potential tax liabilities and labor-related risks up until 2019.

2.7.4.3 Guarantees given under the terms of the transaction for the divestiture of LISI COSMETICS

As part of the divestiture of LISI COSMETICS, a commitment for compensation was granted in favor of the buyer concerning any reassessments from the tax or environmental authorities, subject to a deductible of €500,000, to exceeding a minimum threshold of €35 k and to an upper limit of €6 million.

2.7.4.4 Other commitments

- A borrowing of €30 million to mature in April 2022 was signed on April 20, 2016. This provides for early repayment in the event that the following covenants are not respected:
  - Gearing ratio: Net debt/Shareholders' equity <1.2;
  - Leverage ratio: Net debt/EBITDA <3.5.

- A Shelf Agreement was signed on March 20, 2015 granting the group an amount of $100 million. €40 million was drawn on March 4, 2016 repayable in March 2026. An amount of $33,1 million not drawn at June 30, 2016 is still available for one year. The covenants are identical to the 2013 operation:
  - Gearing ratio: Net debt/Shareholders' equity <12;
  - Consolidated leverage ratio: Net debt/EBITDA <3.5;
  - Coverage ratio of interest expense: Net interest expense/EBITDA <4.5

- A borrowing of €11.5 million to mature in January 2031 was signed on January 15, 2016. This provides for early repayment in the event that the following covenants are not respected:
  - Gearing ratio: Net debt/Shareholders' equity <1.2;
  - Leverage ratio: Net debt/EBITDA <3.5.

2.8 | CURRENCY EXCHANGE RATES APPLIED BY FOREIGN SUBSIDIARIES

		12/31/2016		12/31/2015	
		Closing rate	Average rate	Closing rate	Average rate
US dollar	USD	1.054	1.103	1.214	1.321
Sterling	GBP	0.856	0.823	0.779	0.803
Yuan	CNY	7.320	7.342	7.536	8.154
Canadian dollar	CAD	1.419	1.459	1.406	1.464
Zloty	PLN	4.410	4.374	4.273	4.194
Czech crown	CZK	27.021	27.042	27.735	27.551
Moroccan Dirham	MAD	10.657	10.849	10.968	11.157
Indian rupee	INR	71.594	74.200	76.719	80.701
Hong Kong Dollar	HKD	8.175	8.563	9.417	10.247

2.9 | POST YEAR END EVENTS: INFORMATION ON TRENDS

The sale of the company Précimétal Fonderie de Précision was effective on February 2, 2017. At December 31, 2016 the sale had not been finalized and as the impacts were not significant with regard to the Group's consolidated financial statements, the assets and liabilities of these companies were not stated as fixed assets held for sale. The income from disposals was taken into account in financial year 2016 by the observation of a provision for income from disposals amounting to – €2 million as a non-recurring operating expense.

COMPANY FINANCIAL STATEMENTS 4

1 | COMPANY ACTIVITY FOR THE FINANCIAL YEAR AND OUTLOOK FOR THE COMING YEAR

The key role of LISI S.A., the parent company of the LISI Group, is to oversee projects of general interest and co-ordinate Company activity. More specifically, LISI manages the following services for its subsidiaries:

- strategic plan validation, external growth procedure, action plans, resource allocation;
- outlining strategy in an annual budget plan;
- financial control and internal audit (stemming from the COS[1] program);
- financial and fiscal consolidation;
- financial optimization, centralized cash management for the Group, management of investments and financial liabilities, hedging of foreign currencies and interest rates;
- insurance coordination, procurement, quality, research and development;
- general policy and audit on health, safety and environment; (E-HSE), human resources and CAPEX as well as industrial progress plans (LEAP);
- management of strategic projects and implementation of the "LISI SYSTEM" (LEAP, COS, E-HSE).

Earnings at December 31, 2016

The remarks below relate to the income statement for 2016.

- **In 2016, operating income amounted to €10.6 million, compared with €10.5 million in 2015 and was broken down as follows:**
  - **The sales revenues of** LISI S.A. amounted to €9.4 million compared with €8.5 million in 2015, an increase of 10.7%. They are essentially made up of services invoiced to the subsidiaries of LISI S.A. in respect of assistance, control and coordination of activities. These invoices pass on the operating expenses of LISI S.A. to the subsidiaries in 2016, with a 10% margin.

  - **The other operating income** amounted to €1.3 million in 2016, compared with €2.1 million in 2015. This item mainly consists of:
    - a provision reversal of €0.8 million on the performance share allocation plans for 2013, for which the shares were vested by the employees in 2016;
    - a provision reversal for expenses of €0.1 million;
    - specific charge-backs to subsidiaries in the amount of €0.3 million.

  - **Operating expenses** amounted to €10.1 million in 2016, an increase of 24.4% compared to 2015. This mainly stems from:
    - operating expenses in 2015 reduced following unused reversals of bills receivable;
    - additional expenses in 2016 concerning group projects in the areas of human resources, legal, E-HSE, COS (Controlling Operating System) and LEAP (LISI Excellence Achievement Program);
    - payment of contractual compensation on retirement to the Group Industrial Director and the Chairman and Chief Executive Officer in 2016;
    - a provision set up with respect to financial year 2016 for the future relocation of the LISI S.A. head office.

- Furthermore, following verification of the rebillings and the increase in expenses, **the operating profit fell** from €2.4 million in 2015 to +€0.5 million in 2016, i.e. a drop of €1.9 million.

- **The financial result** (income) is positive at €33.4 million, compared to €16.0 million in 2015. It is explained by:
  - **Revenues consisting primarily** of dividends received from LISI AEROSPACE for €22.0 million, interest on Group current accounts for €4.3 million and net capital gains on investments for €0.7 million.
  - **Interest expenses** made up of interest on borrowings and group current accounts in the amount of –€6.8 million.
  - **The foreign exchange gain** was €13.8 million in 2016 against a loss of €3 million in 2015. This is due to the currency fluctuations on an investment and on the current accounts of foreign subsidiaries.

- **Non operating profit** (loss) amounted to –€0.1 million for the year 2016.

- **Corporate income tax** comprises a tax expense of –€0.8 million, including a gain from the Group taxation regime of €3.5 million for 2016.

- **Consequently, LISI S**.A.'s net profit was €33.0 million, as compared with €30.0 million in 2015, i.e. up 9.9%.

- **Shareholders' equity increased** from €208.8 million in 2015 to €221.2 million at the end of 2016. It was reduced by the distribution of the dividends paid in May 2016, for an amount of –€20,6 million in respect of the 2015 profit and increased by the year's net earnings of €33 million.

- **Cash and cash equivalents, excluding current accounts, at year end** amounted to €101.3 million compared with €75.9 million in 2015: this balance sheet item is made up of monetary SICAV instruments and guaranteed-capital investments denominated in EUR and USD.

- **Net financial debt stood at** –€16.8 million at year-end 2016, as compared with –€43.8 million at year-end 2015.

[1] COS: Controlling Operating System.

1.1 | APPROPRIATION OF EARNINGS

We propose that last year's profits of €33,022,189 be allocated as follows:

(in €'000)	
profits for the financial year of	33,022,189
plus retained earnings in the amount of	77,857,312
i.e. a distributable profit	110,879,501
which we propose be allocated as follows:	
– as dividends to shareholders, €0.45 per share, to be paid on May 9, 2017(*)	24,310,744
– remainder to be carried forward, for a total of	86,568,757

(*) From this amount will be deducted the dividend for the shares held by the Company as treasury shares.

The dividend for each share amounts to €0.45. The value of the dividend eligible for 40% deduction, as covered by Article 158-3-2° of the French General Tax Code, is €0.45.

We also note that the dividend payouts per share, in euros, were as follows:

	Nominal value of the share	Dividend per share
Financial year ended 12/31/13*	2.00€	0.34€
Financial year ended 12/31/14	2.00€	0.37€
Financial year ended 12/31/15	2.00€	0.39€

* After the 1:5 stock split.

Please note that dividends are paid out nine months after year end, and the time limit after which dividend entitlement lapses is five years, effective from the date when dividends were agreed.

Outlook for 2017

Upstream dividend payments from our various subsidiaries and the maintenance of Group royalties should allow LISI S.A. to continue its policy of supporting its divisions and to ensure dividend increases for its shareholders.

Additional information

- Deductible expenses for tax purposes are made up of depreciation and rental of passenger vehicles totaling €24,818.
- LISI S.A. has, through a market maker's contract with an independent service provider, purchased 290,013 LISI shares for €7.1 million and has sold 299,949 shares for a sum of €7.3 million. At December 31, 2016, the number of shares held through the market maker's contract was 22,678.
- Treasury stocks held at December 31, 2016 totaled 1,119,422 shares, including those related to the market maker's contract.
- Trade payables excluding bills receivable amounted to €1,481,000, 90% of which are settled in cash.

2 | FINANCIAL STATEMENTS

2.1 | INCOME STATEMENT

(in €'000)	Notes	2016	2015	2014
PRE-TAX SALES		**9,364**	**8,457**	**8,726**
Operating income		**10,639**	**10,529**	**11,283**
External costs		(3,941)	(2,048)	(3,148)
Taxes and duties		(566)	(791)	(319)
Personnel expenses		(4,312)	(4,105)	(4,478)
Other charges		(261)	(228)	(204)
Depreciation, provisions		(1,029)	(954)	(1,437)
OPERATING PROFIT (LOSS)		**529**	**2,402**	**1,698**
Financial earnings				
– from equity interests	**3.3.1**	26,336	25,139	23,816
– interest and similar expenses		19		
– positive exchange differences		25,475	12,317	12,332
– from disposal of marketable securities		745	753	513
– reversals of provisions	**3.2.5**	0	1	7
Interest expenses				
– interest and similar expenses		(6,854)	(6,700)	(6,063)
– negative exchange rate differences		(11,712)	(15,283)	(12,374)
– from disposal of marketable securities		(175)	(204)	(132)
– provisions allowance	**3.2.5**	(443)		(1)
FINANCIAL RESULT (INCOME)		**33,390**	**16,024**	**18,098**
CURRENT PROFIT BEFORE TAX		**33,919**	**18,426**	**19,796**
Extraordinary earnings				
– on capital transactions		100	32	
– on management transactions		663	1,189	793
– Reversal of provisions		12	4	
Extraordinary charges				
– on capital transactions		(39)		
– on management transactions		(806)	(1,402)	(902)
– provisions allowance		(5)	(9)	
NON OPERATING PROFIT (LOSS)		**(75)**	**(186)**	**(109)**
Income tax	**3.3.2**	(822)	11,797	4,349
NET EARNINGS		**33,022**	**30,037**	**24,037**

2.2 | COMPANY BALANCE SHEET

ASSETS (in €'000)	Notes	2016	2015	2014
FIXED ASSETS				
Other intangible fixed assets	**3.2.1**	474	402	360
Tangible fixed assets	**3.2.1**	1,648	1,553	1,476
Financial assets	**3.2.3**	215,733	158,368	160,368
Amortization and depreciation	**3.2.2 / 3.2.4**	(1,684)	(1,431)	(1,306)
TOTAL NET FIXED ASSETS		**216,171**	**158,892**	**160,898**
CURRENT ASSETS				
Clients and apportioned accounts	**3.2.5**	1,754	1,624	3,903
Other debtors	**3.2.5**	923	162	2,215
Subsidiaries' current accounts	**3.2.5**	399,705	411,313	385,722
Impairment of receivables				
Tax credit	**3.2.5**		17,301	1,852
Marketable securities	**3.2.6.1**	101,350	75,859	91,240
Cash	**3.2.6.2**	22,453	27,644	6,219
Provisions for write-down of marketable securities	**3.2.7**			
TOTAL CURRENT ASSETS		**526,185**	**533,903**	**491,151**
Deferred charges		123	133	38
Deferred expenses				
Translation differences assets		443	0	1
TOTAL ACCRUALS		**566**	**133**	**39**
TOTAL ASSETS		**742,922**	**692,928**	**652,088**

LIABILITIES (in €'000)		2016	2015	2014
SHAREHOLDERS' EQUITY				
Share capital		21,610	21,610	21,610
Issue, merger, and contribution premiums		69,077	69,077	69,077
Reserves		19,598	19,595	19,595
of which legal reserve		2,161	2,157	2,157
Balance carried forward		77,857	68,453	63,883
Profit (loss) for the period		33,022	30,037	24,037
Regulated provisions		58	65	60
TOTAL EQUITY	**1.4**	**221,223**	**208,837**	**198,261**
Provisions for risks and charges	**3.2.8**	**1,709**	**1,346**	**2,139**
DEBT				
Sundry loans and financial debts (*)	**3.2.5**	286,748	215,558	221,523
Subsidiaries' current accounts	**3.2.5**	220,007	255,476	218,929
Taxes due				
Accounts payable	**3.2.5**	1,970	1,146	1,654
Tax and statutory payments	**3.2.5**	2,908	2,276	2,409
Other creditors	**3.2.5**	7,843	8,287	7,160
TOTAL DEBT		**519,475**	**482,743**	**451,675**
Deferred income				
Translation differences liabilities		516	3	12
TOTAL ACCRUALS		**516**	**3**	**12**
TOTAL LIABILITIES		**742,922**	**692,928**	**652,088**
(*) of which banking facilities			(10)	(69)

2.3 | STATEMENT OF CASH FLOWS

(in €'000)	2016	2015	2014
OPERATING ACTIVITIES			
Operating cash flow	33,630	29,402	24,160
Effect of changes in inventory on cash			
Effect of changes in accounts receivable and accounts payable	17,433	(10,765)	11,943
CASH PROVIDED BY OR USED FOR OPERATIONS (A)	**51,063**	**18,638**	**36,104**
INVESTMENT OPERATIONS			
Cash used to acquire tangible and intangible fixed assets	(205)	(147)	(74)
Cash received from the disposal of tangible and intangible fixed assets	100	32	1
Cash used to acquire financial assets			
Cash received from the disposal of financial assets			
Net cash used for acquisitions and disposals of subsidiaries			
Cash payments and collections from loans to subsidiaries	(45,455)	2,000	4,000
CASH PROVIDED BY OR USED FOR INVESTING ACTIVITIES (B)	**(45,560)**	**1,885**	**3,927**
FINANCING OPERATIONS			
Cash received from shareholders as part of a capital increase			1,818
Dividends paid to shareholders of the parent company	(20,629)	(19,467)	(17,820)
Cash received from new loans	129,323	40,526	133,934
Repayment of loans	(70,026)	(46,434)	(25,478)
CASH PROVIDED BY OR USED FOR FINANCING ACTIVITIES (C)	**38,668**	**(25,375)**	**92,454**
Effect of change in foreign exchange rates (D)			
CHANGES IN CASH (A+B+C+D)*	**44,171**	**(4,853)**	**132,484**
Cash at January 1 (E)	259,330	264,183	131,698
Cash at December 31 (A+B+C+D+E)	303,501	259,330	264,183
Marketable securities	101,350	75,859	91,240
Cash, subsidiaries' current accounts	422,158	438,957	391,941
Banking facilities, subsidiaries' current accounts	(220,007)	(255,486)	(218,998)
CLOSING CASH POSITION**	**303,501**	**259,330**	**264,183**

* The overall change in cash position corresponds to the total of net cash flows generated by the various categories: operations, CAPEX, and financing.
** The cash position is the algebraic sum of the balance sheet assets and liabilities.

2.4 | CHANGE IN SHAREHOLDERS' EQUITY

(in €'000)	
At 12/31/2014	**198,261**
Profit (loss) for the period	30,037
Capital increase	
Dividends paid	(19,467)
Accelerated depreciation	5
At 12/31/2015	**208,837**
Profit (loss) for the period	33,022
Capital increase	
Dividends paid	(20,629)
Accelerated depreciation	(7)
At 12/31/2016	**221,223**

3 | NOTES TO THE COMPANY FINANCIAL STATEMENTS

LISI S.A. is a *Société Anonyme* (public limited company) with a Board of Directors, with capital of €21,609,550 representing 54,023,875 shares with a nominal value of €0.40. It is registered at the Belfort trade registry, under no. 536,820 269. Its registered offices are based at Le Millenium, 18 rue Albert Camus, 90008 Belfort-France.

The final annual balance at December 31, 2016 was €742,922,370. The annual income statement showed a profit of €33,022,190.

The financial year runs over twelve (12) months, from January 1, 2016 to December 31, 2016.

The notes and tables below form an integral part of the Company financial statements.

3.1 | ACCOUNTING RULES AND METHODS

The financial statements for 2016 are drawn up in line with current French accounting regulations. The accounting principles and policies have been applied in line with the prudence principle and with underlying assumptions which aim to provide an accurate picture of the Company:
- the continuity of operations;
- the comparability of accounting policies;
- the independence of financial years.

Items listed on the balance sheet are, depending on the item, valued at historic cost, transfer value, or net asset value.

The accounting principles on which the Company financial statements for 2016 were drawn up are identical to those for 2015.

The preparation of financial statements requires LISI to make estimates and speculative forecasts which are liable to impact on both its assets and liabilities as well as those of its subsidiaries and holdings.

The latter are exposed both to specific, industry-related risks as well as risks relating to the wider international environment.

In LISI S.A.'s financial statements, the estimates and forecasts involved in implementing accounting policies particularly affect equity investments, as valuations (see note b, below) are based on affiliates' forecast data.

a) Tangible fixed assets
Tangible assets are valued at their historical cost (price of purchase and related expenses), and depreciation is calculated using the straight line or diminishing balance method, in accordance with their expected useful life:

	Economic depreciation	Fiscal depreciation
Software programs	3 years straight line	3 years straight line
Buildings	33.33 years straight line	20 years straight line
Transport equipment	5 years straight line	3 years diminishing balance
Office equipment	3-5 years straight line	3-5 years diminishing balance
Office furniture	5-10 years straight line	5-10 years straight line

LISI S.A. does not calculate depreciation of individual elements: fixed assets that would require such restatement are not of a significant nature.

b) Financial assets
Participating shares and other financial fixed assets are valued at their purchase price, excluding the costs incurred in their acquisition. If these values are higher than the value in use, a provision for depreciation is recorded to account for the discrepancy.

The value in use is calculated from each line of investment, based on the profitability and performance outlook for the companies concerned; on developments in the economic sectors in which they operate; and on their positions within these sectors.

The inventory value has been brought into line with the value in use calculated for the impairment tests, which did not show any loss in value.

c) Marketable securities
Marketable securities are valued at their purchase price, excluding the costs incurred in their acquisition. They may be depreciated in line with the average price or the year-end price.

d) Treasury stock
Treasury stock is held as marketable securities. These latter are valued at their lowest acquisition price or market value (average stock market price for December) for treasury stocks purchased under price regulation or equity not allocated to staff stock option or share allocation plans. For shares allocated to plans, CNC notice no. 2008-17 applies.

e) Free shares and options
Where an outflow of resources relating to share purchase options and free share awards on the basis of performance is probable, the amount of the future expense is provisioned in proportion to the rights acquired since the allocation date. Where relevant, provisions thus provided for take into account whether or not treasury shares are allocated to share options or relevant free allocations.

The impact of the expenses relating to the awards of free performance shares is included in the payroll expenses for employees of LISI S.A. only.

f) Loans and receivables

Receivables are valued at their face value. A depreciation provision is recorded when the recoverable value is less than the book value.

g) Provisions for risks and charges

Provisions for risks and charges are recognized in line with the CRC regulation 2000-06 on liabilities, dated December 7, 2000.

This regulation stipulates that a liability is recognized when a company has an obligation to a third party and it is probable or certain that this obligation will necessitate an outflow of resources to the third party, with no equivalent or larger payment in return. The obligation must exist at the closing of accounts in order to be recognized.

Provisions are calculated with help from the Group's lawyers and consultants, based on current protocol and an assessment of the risks at the date of closing of accounts.

h) Financial instruments

Results relating to financial instruments used in hedging operations are calculated and recognized in such a way as to balance the income and expenses relating to the hedged elements.

i) Income tax

LISI S.A. benefits from the tax integration regime enacted by the law of December 31, 1987. This regime allows the taxable results of profit-making companies to be offset by the deficits of other companies, under certain conditions.

Each company covered by the tax integration regime calculates and recognizes its tax payable as if it were taxed individually.

LISI S.A. recognizes the savings or additional tax burden resulting from the difference between the tax owed by the subsidiaries covered by the regime, and the tax resulting from the calculation of the joint result.

The tax integration agreement stipulates that tax gains generated by loss-making subsidiaries should be retained at the parent company level.

3.2 | DETAIL OF THE BALANCE SHEET ITEMS

3.2.1 | Gross tangible and intangible fixed assets

(in €'000)	At 12/31/2015	Acquisitions	Disposals/ Deconsolidations	At 12/31/2016
Start-up and development costs				
Other intangible fixed asset items	402	72		474
Total 1 Intangible assets	**402**	**72**		**474**
Land	156		39	117
Buildings on freehold land	364			364
Buildings on non-freehold land				
Buildings, installations, fixtures and fittings				
General installations, fixtures and fittings	531			531
Office and IT equipment, furniture	493	8		501
Total 2 Tangible assets	**1,544**	**8**	**39**	**1,513**
Tangible assets in progress	9	125		134
Total 3 Tangible assets in progress	**9**	**125**		**134**
TOTAL	**1,955**	**205**	**39**	**2,121**

The item "Tangible assets in progress" is comprised of expenses committed to the future relocation of the LISI S.A. head office.

3.2.2 | Amortization and depreciation of the tangible and intangible fixed assets

(in €'000)	At 12/31/2015	Allowances	Decreases or reversals	At 12/31/2016
Start-up and development costs				
Other intangible fixed assets	353	25		379
Total 1	**353**	**25**		**379**
Land				
Buildings	348	3		351
General installations, fixtures and fittings	380	53		433
Transport equipment				
Office and IT equipment, furniture	341	64		405
Total 2	**1,069**	**120**		**1,189**
TOTAL	**1,422**	**145**		**1,568**

3.2.3 | Financial assets

(in €'000)	Gross value at 12/31/2015	Acquisitions and transfers from item to item	Disposals and transfers from item to item	Gross value at 12/31/2016
Equity interests valued by the equity accounting method				
Equity interests and related receivables	158,337	57,865	500	215,703
– *of which Hi Shear Corporation loan*		56,920		56,920
– *of which Hi Shear Corporation interest incurred*		945		945
– *of which LISI AUTOMOTIVE loan*	500		500	0
Other non-current investments	10			10
Borrowings and other debts	21			21
TOTAL	**158,368**	**57,865**	**500**	**215,734**

The increase in financial assets stems from the setting up of an intragroup loan to our American subsidiary HI SHEAR CORPORATION, the decrease corresponds to the repayment of the balance of a group loan to LISI AUTOMOTIVE.

3.2.4 | Provisions for depreciation of the tangible fixed assets and financial assets

(in €'000)	At 12/31/2015	Allowances	Reversals	At 12/31/2016
Provisions on intangible fixed assets				
Provisions on tangible fixed assets		108		108
Provisions on equity method investments				
Provisions on equity interests				
Provisions on other financial assets	8			8
TOTAL	**8**	**108**		**116**

The provision for depreciation on tangible fixed assets in an amount of €108,000 is for the forthcoming relocation of the LISI S.A. head office.

3.2.5 | Maturity dates for receivables and debts

RECEIVABLES (in €'000)	Gross amount end year	At less than 1 year	1 to 5 years	More than 5 years
Customers	1,754	1,754		
Income tax				
Tax integration current accounts				
Subsidiaries' current accounts	399,705	399,705		
Other debtors	923	923		
TOTAL	**402,382**	**402,382**		

DEBT (in €'000)	Gross amount end year	At less than 1 year	1 to 5 years	More than 5 years
Loans and debts from credit institutions:				
at a maximum of 1 year when contracted	21	21		
at more than 1 year when contracted	223,823	29,823	48,000	146,000
Sundry loans and financial debts	62,904	51,046	11,858	
– *of which FT BESTAS loan*	11,910	52	11,858	
Accounts payable and apportioned accounts	1,576	1,576		
Debt on fixed assets and apportioned accounts	394	394		
Tax and statutory payments	1,908	1,908		
Income tax	999	999		
Tax integration current accounts	7,843	7,843		
Subsidiaries' current accounts	220,007	220,007		
Other creditors				
TOTAL	**519,475**	**313,617**	**59,858**	**146,000**

On December 31, 2016, the item "Loans and debts from credit institutions" includes the issuance of unsecured notes on the US private placement market (USPP: US private placement) on October 17, 2013 for an amount of €56 million, on March 20, 2015 for an amount of €20 million and on March 4, 2016 for an amount of €40 million.

"Financial covenants" related to this debt are:
- Consolidated Gearing ratio < 1.2 (Net debt/Shareholders' equity)
- Consolidated Leverage ratio < 3.5 (Net debt/EBITDA)
- Coverage ratio of consolidated interest expense < 4.5 (Net interest expense/EBITDA)

At December 31, 2016, the balance of the item "Borrowings and debt" includes the setting up an intragroup loan to our Turkish subsidiary FT BESTAS for an amount of €12 million and the drawing of treasury bills (NEU CP) issued on the French debt money market for an amount of €51 million.

3.2.6 | Marketable securities and cash

3.2.6.1 Marketable securities

As at December 31, 2016, marketable securities were as follows:

(in €'000)	
1,119,422 LISI shares*	8,848
SICAV and deposit certificates	92,502
GIVING A GROSS TOTAL OF	**101,350**

* 1,119,422 shares held, thanks to the option of buying back the Company's own shares up to a limit of 10% of which those held under the market-making contract.

The item "Marketable securities" essentially comprises money market funds for €74.1 million and guaranteed-capital investments for €18.4 million.

The total net asset value of marketable securities stood at €74.1 million as at December 31, 2016.

3.2.6.2 Cash

This item is solely composed of bank balances.

3.2.6.3 Cash and Net debt

(in €'000)	2016	2015	2014
Subsidiaries' current accounts	399,705	411,313	385,722
Marketable securities	101,350	75,859	91,240
Cash	22,453	27,644	6,219
Cash available [A]	**523,508**	**514,816**	**483,181**
Subsidiaries' current accounts [B]	220,007	255,476	218,929
Banking facilities for operations [B]		10	69
Net cash [A - B]	**303,501**	**259,330**	**264,183**
Borrowings and debt	286,748	215,548	221,454
Debt [C]	**286,748**	**215,548**	**221,454**
NET DEBT [D = C + B - A]	**(16,753)**	**(43,782)**	**(42,729)**

3.2.6.4 Inventory of marketable securities

a) Shares

(in €'000)	Gross book values	Provisions	Net book values
EQUITY INTERESTS			
French companies	157,837		157,837
Foreign companies	-	-	-
Total equity interests	**157,837**		**157,837**
SECURITIES HELD FOR SALE			
French companies	10	8	1
Foreign companies	-	-	-
Total marketable securities	**10**	**8**	**1**

b) Marketable securities

(in €'000)	Gross book values	Provisions	Net book values
Treasury stock	8,848		8,848
SICAV and deposit certificates	92,502	-	92,502
Total marketable securities	**101,350**		**101,350**

3.2.7 | Provisions for impairment of current assets

No provision for impairment of current assets was recorded at December 31, 2016.

3.2.8 | Provisions for risks and charges

(in €'000)	At 12/31/2015	Allowances	Reversals	At 12/31/2016
Provision for long service medals	9	2		11
Provisions for charges	87		87	
Provision for stock options and the allocation of free shares	1,249	774	769	1,254
Provisions for exchange losses		443		443
TOTAL	**1,346**	**1,219**	**857**	**1,709**

3.3 | DETAIL OF MAIN INCOME STATEMENT ITEMS

3.3.1 | Financial income from investments

(in €'000)	Amount
Dividends received from subsidiaries	22,001
Dividends received outside the Group	
Interest from loans to subsidiaries	4,335
TOTAL	**26,336**

3.3.2 | Breakdown of corporation tax

(in €'000)	Current profit (loss)	Non operating profit (loss)	Accounting result
Pre-tax earnings	33,919	(75)	33,844
Income tax	(3,744)	(10)	(3,754)
Tax credits, IFA & miscellaneous	61		61
Additional contribution to the corporate income tax on the amount distributed	(619)		(619)
Tax integration taxes	3,490		3,490
NET EARNINGS	**33,108**	**(85)**	**33,022**

The LISI Group benefits from the tax integration regime, which covers all its French subsidiaries. The tax integration agreement stipulates that tax gains should be retained at the parent company level. The overall amount of corporate income tax at December 31, 2016 is a tax income.

3.4 | FINANCIAL COMMITMENTS

Financial guarantees given:
LISI S.A. has signed letters of intent with banks relating to the commitments made by some of the Group's subsidiaries. Moreover, its agreements with some partners require compliance with financial covenants.

Commitments given under the terms of the transaction for the divestiture of LISI COSMETICS:
Commitment for compensation granted in favor of the buyer concerning any reassessments from the tax or environmental authorities, subject to a deductible of €500,000, to exceeding a minimum threshold of €35,000 and to an upper limit of €6 million.

Financial derivatives:
LISI S.A. uses derivative financial instruments to hedge its exposure to foreign exchange risk, and occasionally to hedge its interest rate risks resulting from its financial activities. In accordance with its cash management policy, LISI S.A. neither holds nor issues derivatives for trading purposes.

The currency hedges are underwritten by LISI S.A. to cover all of the LISI Group's needs.
The details at December 31, 2016 are as follows:

	12/31/2016					12/31/2015				
	Fair value(1)	Notional amount(2)	< 1 year	Between 1 and 5 years	More than 5 years	Fair value(1)	Notional amount(2)	< 1 year	Between 1 and 5 years	More than 5 years
Long position of GBP against USD	(7.2)	35.0	21.8	13.2	0.0	(1.4)	27.4	27.4	0.0	0.0
Long position of CAD against USD	(1.5)	39.6	33.6	6.0	0.0	(4.1)	57.6	24.0	33.6	0.0
Long position of TRY against EUR	(0.2)	18.7	18.7	0.0	0.0	(0.3)	34.1	34.1	0.0	0.0
Long position of PLN against USD	(0.3)	20.4	20.4	0.0	0.0	(0.1)	20.4	20.4	0.0	0.0
Short position of USD against EUR	(14.1)	335.2	120.3	215.0		(6.1)	405.1	129.8	275.3	0.0
	(23.3)					**(11.9)**				

(1) Fair value amounts are expressed in millions of euros.
(2) Maximum notional amounts are expressed in millions of currencies.

Reciprocal commitments corresponding to interest rate swaps:

LISI S.A. has contracted interest rate swaps intended to hedge it against an increase in interest rates on variable rate loans. The details at December 31, 2016 are as follows:

	Nominal value (in €'000)	Share capital outstanding (in €'000)	Fixed rate	Maturity date
Variable rate vs. fixed rate	9,500	500	1.0750%	March-17
Variable rate vs. fixed rate	5,000	5,000	0.9400%	June-21
Variable rate vs. fixed rate	15,000	15,000	1.0700%	May-17
Variable rate vs. fixed rate	5,000	5,000	0.9400%	June-21
Variable rate vs. fixed rate	25,000	12,500	0.4500%	June-19
Variable rate vs. fixed rate	10,000	10,000	0.9700%	June-21
Variable rate vs. fixed rate	5,000	5,000	0.9525%	June-21
Variable rate vs. fixed rate	5,000	5,000	0.9675%	June-21

3.5 | SUBSIDIARIES AND HOLDINGS

3.5.1 | Elements regarding related companies and holdings

	Amount concerning related	
(in €'000)	companies	with which the company has equity interests
ASSETS:		
Receivables related to equity holdings	57,865	-
Debtors and apportioned accounts	1,277	-
Cash advances to subsidiaries	399,705	-
Tax integration current account		-
LIABILITIES:		
Receivables related to equity holdings	11,910	-
Subsidiaries' financial assistance	220,007	-
Tax integration current account	7,843	-
Suppliers	228	-
INCOME STATEMENT:		
IT maintenance	18	-
Reserves for equity interests	1,910	-
Service and management fees invoices	9,049	-
Rental invoices	308	-
Miscellaneous chargebacks	937	-
Revenues from subsidiaries' loans and current accounts	4,335	-
Revenues from equity interest	22,001	-

3.5.2 | Subsidiaries and holdings (company data in €)

Companies	Share capital	Shareholders' equity and minority interests	Share of capital held (%)	Gross book value of securities held	Provisions on securities held	Net book value of securities held	Loans, advances granted by the company not yet repaid	Loans, advances received by the company not yet repaid	Amount of guarantees given by the company	Sales revenue excl. VAT of the last financial year	Net income or net loss of the last financial year	Dividends received by the parent company during the last financial year
LISI AUTOMOTIVE	31,690,000	106,563,001	100.00%	93,636,481		93,636,481	53,690,223			26,846,055	6,905,664	
LISI AEROSPACE	2,475,200	111,271,156	100.00%	30,863,816		30,863,816	53,443,030			372,928,951	20,708,527	22,001,053
LISI MEDICAL	33,337,000	27,482,048	100.00%	33,337,000		33,337,000	28,246,641			3,266,368	2,871,427	

3.6 | IDENTITY OF THE CONSOLIDATING COMPANY

Compagnie Industrielle de Delle (CID)
Limited company with share capital of €3,189,900
Head Office: 28 Faubourg de Belfort – BP 19 – 90101 DELLE Cedex
Compagnie Industrielle de Delle held 54.87% of the capital of LISI S.A. as at December 31, 2016.

3.7 | ALLOCATION OF PERFORMANCE SHARES

Acting on the recommendation of the Compensation Committee, LISI's Board of Directors decided, on October 24, 2013, to allocate performance shares to members of the Executive Committee and to members of the main Management Committees for the three LISI Group divisions, subject to their meeting certain performance targets. This was also the case for 2014, 2015 and 2016 to the extent that at the meetings of October 23, 2014, December 17, 2015 and December 20, 2016, the Board of Directors renewed the opening of new plans subject to similar conditions.

The 2013 plan was definitively acquired in 2016.

The fair value of the benefits thus granted is recognized in 2016 as provision for an amount of €1.3 million for the employees of the French companies for the 2014 and 2015 plans and for the French and foreign employees for the 2016 plan. This cost was not allocated to divisions, and remains an expense at the LISI S.A. level until the definitive realization of the plan. The impact of the expenses relating to the awards of free performance shares is included in the payroll expenses for employees of LISI S.A. only.

The maturity of the 2013 plan in May 2016 resulted in a provision reversal of €0.8 million.

Plans that impacted LISI S.A.'s accounts in 2016:

	Plan for 2013	Plan for 2014	Plan for 2015	Plan for 2016	Total
Allocation date	10/24/2013	10/23/2014	12/17/2015	12/20/2016	
Acquisition date	February 2016	February 2017	February 2018	February 2019	
Value in thousands of euros as at 12/31/2016	-	864	344	46	1,254
Net expenses in thousands of euros on the income statement of LISI S.A. at 12/31/2016 (excluding social security contributions)	769	(420)	(308)	(46)	(5)
Number of allocated shares remaining at 12/31/2016	103,894	153,150	134,800	185,260	

In 2016, it was decided also to allocate performance shares to foreign employees of the LISI Group. Previously, they benefited from this advantage, meeting the same criteria for the allocation of performance shares to the French employees, in the form of a bonus payment directly recognized in the financial statements of the foreign subsidiaries.

3.8 | MISCELLANEOUS INFORMATION

- The Company directors and executives have not been given any advances or credits.
- Compensation of executives stood at €1,440,687 for the year 2016 (compensation net of social security contributions, including the variable element and attendance fees).
- The overall compensation paid to the 5 highest-paid individuals totaled €2,051,878.
- Headcount as of December 31, 2016 was 21 individuals.
- Retirement commitments amounted to €374,453. They were calculated taking into account a discount rate of 1.48% and an inflation rate of 1.10%, on the basis of the 2016 DADS (annual social security return).
- The Company does not have any financial leasing agreements.
- The fees recognized for the financial year ending December 31, 2016 for our auditors Ernst & Young and EXCO CAP AUDIT totaled €68,052.

4 | FINANCIAL RESULTS FOR LISI S.A. OVER THE PAST FIVE YEARS

(Articles 133, 135 and 148 of the Decree on Commercial Companies)

NATURE OF THE INDICATIONS (in €'000)	2012	2013	2014	2015	2016
FINANCIAL POSITION AT YEAR END					
Share capital	21,572,988	21,572,988	21,609,550	21,609,550	21,609,550
Number of shares issued*	10,786,494	10,786,494	54,023,875	54,023,875	54,023,875
TOTAL RESULT OF ACTUAL OPERATIONS					
Pre-tax sales	6,843,565	8,569,903	8,725,852	8,456,734	9,363,861
Earnings before tax, depreciation and provisions	14,163,291	13,571,588	19,809,178	17,605,395	34,453,039
Income tax	1,567,669	8,584,787	4,349,384	11,797,426	(821,916)
Employee profit-sharing					
Profit after tax, depreciation and provisions	17,144,076	20,550,519	24,037,035	30,037,487	33,022,189
Distributed profit**	15,101,092	17,819,630	19,467,388	20,629,268	24,310,744
RESULT OF OPERATIONS PER SHARE					
Profit after tax, but before depreciation and provisions	1.46	2.05	0.45	0.54	0.65
Profit after tax, depreciation and provisions	1.59	1.91	0.44	0.56	0.61
Dividends allocated per share (net)	1.40	1.70	0.37	0.39	0.45
PERSONNEL					
Average head count	16	18	19	21	21
Payroll	(2,482,746)	(2,786,748)	(2,869,313)	(3,032,271)	(3,148,301)
Benefits paid (social security, benefits, etc.)	(1,350,914)	(1,870,596)	(1,608,451)	(1,073,216)	(1,163,753)

* The nominal value of the share was divided by 5 in September 2014.
** After deducting the dividend relating to the treasury shares held by the Company for the years 2012 to 2015.

RISK FACTORS 5

The Company has carried out a review of the potential risks which could have an unfavorable effect on its business, its financial situation or its results (or on its capacity to achieve its objectives) and considers that there are no significant risks other than those disclosed.

1 | RISK MANAGEMENT

1.1 | FOLLOWING COSO GUIDELINES

Since 2004, the Group has been mapping risks in line with COSO guidelines. More recently it has also been drawing upon the provisions of Article L. 225-37 of the French Commercial Code on financial security and the recommendations of the French financial market authority, the AMF. Having identified and listed risks at the level of each individual unit (production or distribution sites) the Group consolidated all of the risks to which it is exposed in a matrix showing occurrence probability and severity rate. A "top down" approach is then used to prioritize risks. A periodically reviewed action plan is set up for each substantial risk identified and, where needed or at the same time, a proactive preventive approach, insurance, accounting provision or an operating decision.

1.2 | CLOSE COOPERATION WITH INSURERS

The consistency of the relationship with insurers and risk classification has helped to structure the Group's prevention approach. Thus, all of the insurers' recommendations regarding damage to property are included in the Environmental Safety Improvement Plans and are subject to periodic monitoring by the Risk Monitoring Committee. Our insurers revisit a number of sites each year, looking both at damage to assets and environmental risks, and then present their recommendations which enhance our action plan. Since 2002, all the significant sites were audited several times. This ongoing improvement initiative is improving our prevention policy and enables us to optimize our INSURANCE premiums. As such, no major damage has been observed for years and the loss ratio has been improving significantly regarding the property damage policy.

1.3 | DRAWING UP ACTION PLANS

The action plans for safety/environment/prevention identified within the Group allow for a synthesis of hazard identification on the one hand, the preventive approach on the other, and finally asset preservation and control of operations within the Group. The program is coordinated by the head company of the LISI Group in the areas of HSE, internal controls, finance and cash flow management.

2 | INFORMATION ON ISSUER RISKS

In an approach meant to analyze the general and specific risks the Group is exposed to, the following categories have been identified:
- operating risks;
- strategic risks;
- environmental risks;
- legal risks;
- IT-related risks;
- credit, liquidity, market and currency risks (see note 2.4);
- other risks.

LISI is not exposed to any risk linked to the sovereign debt crisis in certain countries that display contrasting growth prospects.

2.1 | OPERATING RISKS

2.1.1 | Exposure to risks of natural disaster or industrial action

Like any other company, the LISI Group could be disrupted by industrial strike action or natural disasters such as earthquakes, flooding, or even pandemics. Such events could negatively affect Group sales revenue or cause a substantial increase in expenses required to cover system maintenance or repair. However, thanks to the diversity of these sites (44), no more than 10% of the LISI Group's overall activity can be exposed given that the dispersion of the geographic footprint shows that the destruction of the largest site could not concern more than 10% of the Group's total sales revenue and margin.

2.1.2 | Acquisitions

In order to manage any risks related to the integration of newly-acquired companies and to ensure the transferal of Group management principles, the LISI Group's policy is to acquire a total or at least strong majority controlling stake in the capital of any potential acquisitions. Any substantial acquisition or sale plan is subject to approval by the Board of Directors. All the Group's acquisitions are the subject of an in-depth audit of the risk areas at the target company. Generally speaking, the Group sets up mixed teams with internal and external experts. WITH the exception of "Ankit", a joint venture partner in India, the Group has a very large majority holding in all these units and 100% in the majority.

2.2 | STRATEGIC RISKS

These risks are identified as major risks likely to compromise durably the completion of the strategic plan as described in paragraph 1.1. All identified risks which are classified in the "HIGH RISK" category of occurrence are the subject of insurance coverage (cf. paragraph 3) or of a corrective action plan and are treated as a priority by the managements of the various divisions.

2.3 | ENVIRONMENTAL RISKS

The LISI Group is committed to protecting the environment while manufacturing its products. Any negative impact resulting from its activities is minimal, and specific attention is paid to water, energy and waste management.

Its industrial and environmental policy aims to manage its major risks, which are:
- the risk of fire and its potential impact on affected sites or their environment;
- the risk of soil or water table pollution.

This risk management policy involves:
- the ongoing improvement of the fire protection of the sites, which are subject to annual monitoring and visits;
- investment in protection, with the installation of sprinkler systems or upgrading of existing systems;
- pollution risk prevention: the Group is implementing an appropriate prevention policy.

As part of the manufacturing sites' compliance program, and in the absence of any ongoing legal disputes, the Group has made provisions for an overall sum of €8.5 million. To prevent soil pollution on old sites, monitoring activities are carried out in concert with the local authorities, on the one hand, and implementing retrofitting work, on the other hand.

A provision of €3.3 million has been recorded for the assessed cost of decontaminating the Torrance site (California – USA) which suffered TCE (solvent) pollution several years ago (before 1975). The process that is currently in progress involves pumping and filtering underground water downstream from the site. This treatment has been used to treat more than 40.3 tons of solvents (TCE equivalents). The estimated amount at December 31, 2016 facilitates handling of treatment in accordance with the techniques recommended by our advisors. Liaison with the authorities has led to the swift closure of the soils file and to the acceptance of measures taken with regard to the deepest waters.

Furthermore, provisions for soil and building remediation were recorded on the French sites of LISI AEROSPACE (€3.5 million) and LISI AUTOMOTIVE (€1.7 million).

As part of the Social and Environmental Responsibilities requirements, LISI AUTOMOTIVE undertakes to reduce the impact of its activities on the environment and to ensure healthy, safe working conditions for all its employees and service providers, as part of the Global Compact. Commitment No. 7 states that "businesses are encouraged to apply the precautionary approach to environmental challenges". Commitment No. 8 plans to undertake "initiatives to promote greater environmental responsibility".

Finally, Commitment No. 9 promotes "the development and dissemination of environmentally friendly technologies". To comply with this commitment, LISI AUTOMOTIVE has set up three specific measures: standardization of practices and defining of indicators, risk management organized around the COSO benchmark and implementation of action plans for environmental safety.

The environmental preventive measures are described in Chapter 6, paragraphs 2 and 4.

2.4 | LEGAL RISKS

The Group is involved in a limited number of legal proceedings with third parties (not customers). All these disputes have been reviewed with our Auditors and the most significant were appreciated by the Audit Committee. Generally speaking, all legal positions are determined and reviewed by third-party and in-house specialists.

EXCEPT for the disputes referred to above, for a period covering at least the last 12 months, no governmental, legal, or arbitration proceedings (including any proceedings of which the Group is aware, which is pending or of which it is threatened) are to be reported that may have or have recently had significant effects on the Group's financial situation or profitability. The amount of provisions for legal risks found at December 31, 2016 is not material.

2.5 | IT-RELATED RISKS

For each of its divisions, the Group has identified an IT safeguard action plan likely to be implemented in the event of a serious failure. In addition, the Group has insured risks of interruptions and malfunctions, or forced use, of its IT systems with a specific policy.

2.6 | OTHER RISKS

2.6.1 | Raw materials risks

The LISI Group is potentially exposed to changes in the costs of the raw materials (steel, alloys, plastics, aluminum, and titanium) used in the course of its business activities. Nevertheless, the Group estimates that such price increases are unlikely to impact negatively on its profit margins. Indeed, some commercial contracts include price-revision formulae which allow selling prices to be varied in accordance with changes to raw material costs. Suppliers work to limited time frames based on guaranteed-price contacts. At December 31, 2016, the LISI Group used financial instruments to manage its future exposure to changes in the price of Nickel. The amounts hedged are not significant. It can also benefit from agreements with suppliers to hedge against annual or multi-year periods to limit the impact of fluctuations in certain ore prices.

2.6.2 | Energy-related risks

To cover its energy costs, the Group entered into a supply contract with electricity company EDF for its French sites (due to expire in 2017). For foreign sites, similar contracts have also been entered into, particularly in Germany and the UK.

2.6.3 | Commercial risks

For the record, the Group manufactures thousands of different items using various raw materials (steels, alloys, aluminum, various plastics, titanium, etc.) and employing a wide range of technologies (cold and hot forging, forming, machining, die trimming and stamping, plastic injection, heat and surface treatment). Business risk, representing the risk of loss of contracts related to a product, is thus spread over a considerable number of products manufactured in the Group's 44 global sites. The main product families are developed in collaboration with customers, and the proportion of sales revenue from patented products plays only a secondary role in total consolidated sales.

2.6.4 | Customer-related risks

Looking at the figures for 2016, only three clients accounted for more than 5% of the LISI Group's consolidated sales. The 10 leading customers account for 52% of all sales; this list includes the customer accounts of the 3 divisions, LISI AEROSPACE, LISI AUTOMOTIVE and LISI MEDICAL. 55 customers account for 80% of sales. Figures for our three largest customers have evolved as follows:

	2016	2015	2014
Customer A	**17.1%**	15.0%	15.8%
Customer B	**6.1%**	8.0%	6.4%
Customer C	**5.9%**	5.5%	5.2%

2.6.5 | Product-related risks

The LISI Group is exposed to the risk of actions for liability or to enforce a guarantee by its customers regarding products sold. It is also subject to liability actions in the event of product fault leading to injury or damages. To protect itself against such risks, as described in paragraph 3 below, the LISI Group has third party liability cover for use of its products after delivery. The LISI Group's liability is often limited to compliance with the original product specifications or customer-defined specifications; it cannot be extended to the ways in which products are used. However, it is possible that the insurance policy taken out may not be sufficient to cover every possible financial consequence linked to such claims, particularly In the USA. This is why the LISI AEROSPACE division has set up an additional provision for product liability in the amount of 1% of the "Fasteners" division's sales revenue.

2.6.6 | Supplier-related risks

As a general rule and in view of the nature of its manufacturing activities, the Company does not rely exclusively on any one supplier or strategic subcontractor. The Group's main suppliers are those that provide it with raw materials. Outsourcing is confined mainly to technical applications, primarily specific heat treatment and finishing operations (surface treatment and assembly), since most of the Group's activities are integrated. For 2016, the various operations outsourced by the Group's sites represented approximately 6.9% of consolidated sales revenue.

The volume distribution of the main suppliers is as follows:

	2016	2015	2014
First supplier	5.1%	6.6%	3.1%
First five suppliers	15.1%	15.0%	11.8%
First ten suppliers	20.6%	20.6%	16.9%

2.6.7 | Currency risks

The Group is exposed to the fluctuations of currencies such as the US dollar against the euro, and to a lesser extent to changes in the Canadian dollar, the British pound, the Turkish lira, the Czech crown or the Polish zloty. To reduce this level of risk, the LISI Group hedges the currency risk through financial instruments for an estimated amount corresponding to its final exposure.

The detail of such currency risk hedging is described in Chapter 3, paragraph 2.5.3.3 "Currency risks", as well as the hedging strategy in place.

2.6.8 | Interest rate risk

The Group has hedged a significant part of the interest rate risk on its loans by swapping variable rates for fixed rates. The details of such interest rate risk and of the instruments used to mitigate are described in Chapter 3, paragraph 2.5.3.1. "Interest rate risk"

3 | INSURANCE POLICY

The LISI Group has several insurance policies, which mainly cover the following risks:

3.1 | PROPERTY DAMAGE INSURANCE

As of January 1, 2016, this policy covered own and others' installations, as well as operating losses in the event of a claim. The deductible is stated by claim and amounts to €0.1 million (€0.15 million for the Manoir Aerospace sites), and this for a maximum coverage amount of €1,520,248,220 for the buildings and equipment, €284,716,755 for merchandise and €849,310,679 for operating losses.

3.2 | THIRD-PARTY LIABILITY INSURANCE

This covers personal, physical and intangible damage that might occur during operations, as well as damages that occur after delivery, to the sum of €60 million per claim and per annum in primary coverage.

LISI AEROSPACE signed an insurance contract covering its liability for injury, property damage and consequential damage and flight disruptions due to its delivered aerospace products. The sum insured for all subsidiaries, per loss and per insurance year is €500 million.

3.3 | CORPORATE OFFICERS' LIABILITY INSURANCE

The Group is covered by a directors' liability insurance policy for all its subsidiaries up to €20 million per annum.

CORPORATE SOCIAL RESPONSIBILITY 6

1 | LABOR-RELATED ISSUES

1.1 | EMPLOYMENT

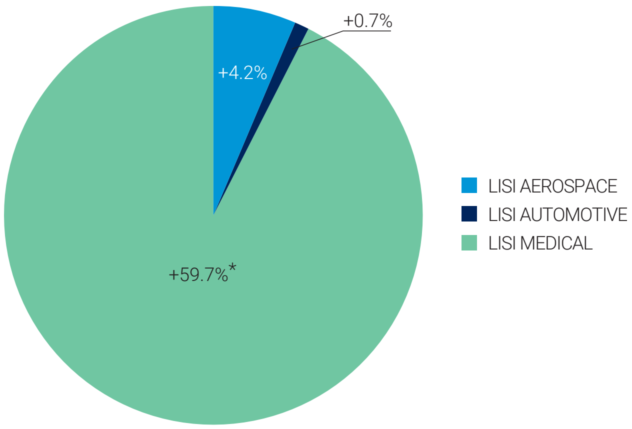
1.1.1 | Total headcount

At December 31, 2016, the LISI group had 11,587 employees which represents an increase of more than 6% in the headcount. This increase stems from a substantial recruitment program within the LISI AEROSPACE division (938 recruitments in 2016) and also the integration of new structures such as LISI MEDICAL Remmele in the USA, the LAAM company (LISI AEROSPACE Additive Manufacturing) in France and the ANKIT company in India.

Data at end December:

	2016	2015	Difference N/N-1
LISI AEROSPACE	7,386	7,087	299
LISI AUTOMOTIVE	3,265	3,241	24
LISI MEDICAL	915	573	342
Holding company	21	22	−1
GROUP TOTAL	**11,587**	**10,923**	**664**

Change in the headcount between 2016 and 2015 by division

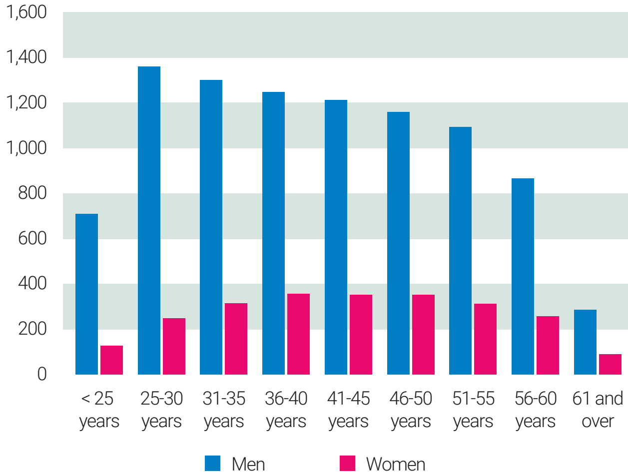


* Acquisition of LISI MEDICAL Remmele in Minneapolis (340 employees).

1.1.2 | Distribution of employees by gender, age and geographical area

1.1.2.1 By age and by gender:

All generations are represented among the employees of the LISI Group. Young people were successfully integrated in 2016: more than 127 young people aged under 25 years compared with 2015.

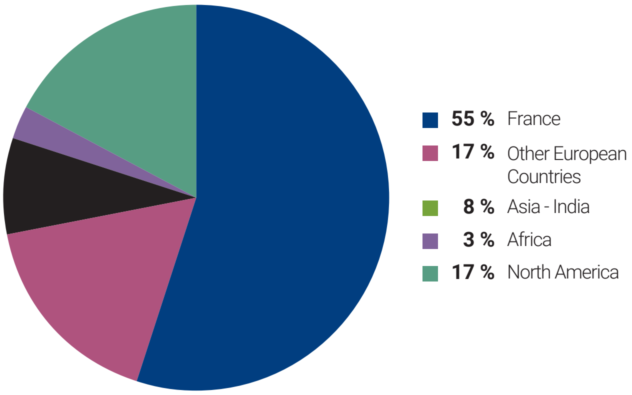


LISI maintains the same gender division as in 2015, i.e. 21% of women.

1.1.2.2 By geographic area:

France is still the country with the greatest number of employees (6,359 as at end December 2016). However, the Group is developing its activity on the American continent with 1,951 employees in the USA, in Canada and in Mexico.

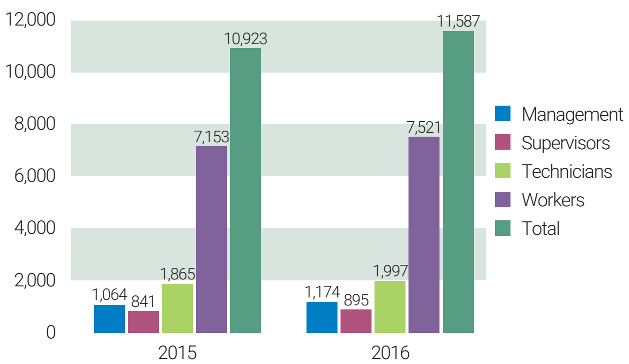
COUNTRY	Breakdown
France	55%
US	14%
Germany	8%
Turkey	5%
UK	3%
Morocco	3%
Canada	3%
China	2%
Poland	2%
Czech Republic	2%
Spain	1%
India	1%
Belgium	1%
Mexico	0.3%



1.1.2.3 By socio-professional category:

In 2016, the breakdown of employees was identical to 2015.

HEADCOUNT IN 2015 AND 2016 BY STAFF CATEGORY



1.1.3 | Hiring and dismissal

2016 was marked by a substantial recruitment program. In fact, LISI AEROSPACE recruited 938 persons, LISI AUTOMOTIVE 347 and 106 for LISI MEDICAL. We are looking for people who share our values based on constant improvement, team work, personal commitment and a technical orientation. We pay particular attention to the integration process so that people fit in quickly and settle within our organization.

We give priority to internal promotions: positions open to recruitment are either posted on the job board on our intranet site, or displayed within the plants. Furthermore, during annual reviews, line managers discuss how their staff would like to develop their careers.

1,394 persons joined us in 2016.

The intensive recruitment activity responds to production and customer satisfaction requirements when setting up new programs. A significant example: the arrival of 284 persons on the Marmande in France (site with 853 persons).

This recruitment drive also ensured that the people who had left the company were replaced. In 2016, 1,211 people left the company (34% resigned, 11% were negotiated departures, 10% were dismissed for disciplinary reasons, 2% were made redundant and 44% for other reasons).

LISI actively pursues its contribution to the integration of young people into the labor market by allowing large numbers of students to come and discover the business and its activities, whether through the completion of internships or periods of apprenticeship.

During 2016, LISI welcomed 450 interns, 249 apprentices and 89 work experience contracts across all its sites and its three divisions.

1.1.4 | Compensation and changes

Staff compensation follows the company's overall strategy while being adapted to local markets.

In line with previous years, the Group remains attached to the idea of fair salaries based on employees' contributions and the results obtained. Hence, a significant proportion of salaries is linked to performance and distributed in particular via incentive bonuses and profit-sharing bonuses. Incentives, profit-sharing or performance-linked bonuses overall represented €13.72 M in 2016, i.e. 3.5% of the payroll.

For greater legibility and understanding of the compensation packages, LISI provides its French staff with a Personal Annual Employee Report.

In addition, French employees have the right to invest in the company through an employee savings plan and, in this way, become a LISI shareholder. An attractive matching contribution from the employer goes together with this Group Savings Plan. 17% of French employees are LISI shareholders.

In France, the LISI Group employees receive a supplementary defined contribution pension scheme (the so-called "Article 83").

The employer pays a monthly fee on a mutual fund open to employees to enable them to build up retirement savings. Employees may make voluntary payments or allocate days off to increase the amount of these savings. Upon retirement, the resulting savings are converted into an annuity. Employees then receive additional income throughout their retirement.

Making talented people involved and loyal is a major challenge for the LISI Group. As such, executives or holders of key positions in the organization receive a share award program conditional on the medium-term performance of the Company. This method of variable remuneration enables them to partner closely with the Company's performance results over several years.

1.2 | ORGANIZATION OF WORKING TIME

1.2.1 | Organization of working time

The work of production staff, in France and abroad, is most frequently organized in two or three daily shifts. Depending on the site, substitution teams are likely to be implemented on weekend days. Furthermore, nightshift working was carried out in certain sectors in order to respond to specific workload requirements.

Overtime accounted for more than 798,667 hours in 2016, or 4.5% of hours worked.

1.2.2 | Quality of life at work and absenteeism

The LISI Group considers that the health and safety of persons is one of its major responsibilities.

Hence, quality of life at work is one of them. For this reason, each year, LISI AUTOMOTIVE carries out **a survey on the quality of life at work.** The results of the survey are analyzed and enable working groups to be organized on the topics that emerge and to establish improvement action plans by site.

2016 was a year also marked by **the fitting out of new working areas**: relocation or enlargement of our sites. These investments made it possible to work on improving working conditions for the staff.

In response to staff's expectations, the Heidelberg site in Germany held information workshops on blood pressure and days to raise awareness of and for the prevention of back problems at work. The Mellrichstadt site in Germany started a new initiative on massages at the workstation. The Bar sur Aube site in France launched a fitness program in an exercise room to work on the right gestures and postures for Forging occupations. On the Dasle site in France, a doctor of physiotherapy provides support for volunteer employees who have back and tendinitis problems.

In France, the employees of the LISI Group benefit from the services of the Réhalto firm**,** in order to **prevent any worsening of psychosocial risks**, regardless of their origin, work-related or personal.

This listening and support platform, composed of psychologists available 24/7, allows any employee of the Group to obtain the assistance of a qualified professional to overcome their problems and find a solution to their difficulties, be they of a personal, professional, family or addiction-related nature.

A simple phone call, on a totally confidential basis, puts the employee in touch with a psychosocial health worker in his/ her region, who is therefore able to provide [a] diagnosis. The employee can benefit from up to 12 hours of paid consultations.

In 2016, the absenteeism rate was 3.8%: 3.7% for LISI AEROSPACE, 3.8% for LISI MEDICAL and 3.9% for LISI AUTOMOTIVE.

Various measures are taken at the divisions to reduce the number of hours lost: in most units, incentive agreements include an absenteeism indicator:

- on the majority of sites, interviews are conducted on the employee's return to identify the levers of progress that will help prevent further absences (e.g.: work on ergonomics, gestures and posture training, adaptation of team schedules);
- communication actions are put in place to educate staff on the impact of unanticipated absences on production cycles.

MEDICAL CHECK-UPS MAY ALSO BE CONDUCTED WHERE REQUIRED. 1.3 I LABOR RELATIONS

1.3.1 | The organization of social dialogue, particularly the staff information, consultation and negotiation procedures

In addition to strict compliance with applicable law, the Group pays attention to social dialogue with the employees' representatives, altogether during meetings of the works committee (or the single employees' delegation) on each of the sites which has such a body, the Central Works Committee (Blanc Aéro Industries and Former), the European Committee and the Group Committee of LISI.

More generally, LISI ensures that the employees of the Group receive and have access to high-quality information. Hence, various means of communication have been put in place on the various sites of the Group:

- video screens in the workshops (LISI MEDICAL Orthopaedics);
- information video screen Argenton-sur-Creuse (LISI AEROSPACE)
- internal journals LISI AEROSPACE, LISI AUTOMOTIVE Form a.s, Cjec, etc.);
- flash notes in the workshops based on recent news (LISI AUTOMOTIVE Form a.s, Cjec);
- information meetings by site or by team (LISI AEROSPACE).

Furthermore, specific committees made up of representatives of the employees and members of the Management meet regularly to hold discussions and make progress on various issues for which they were set up:

- training;
- gender equality;
- employment of young people, seniors and the inter-generation element;
- health insurance fund;
- accommodation.

1.3.2 | Review of collective agreements:

The list of collective agreements in 2016 is as follows:

Bar sur Aube	Saturday/Sunday agreement of 1/26/2016	Agreement on profit-sharing of 6/30/2016	Incentive agreement of 6/30/2016
Saint-Ouen l'Aumône	NAO agreement of 06/28/2016	Agreement on the application of the provisions concerning leave for economic, labor and trade union training of 6/20/2016.	
Villefranche de Rouergue	Agreement on the terms for taking paid leave and rest times of 11/17/2016	Rider to the Incentive agreement of 6/29/2016	On-call agreement of 11/28/2016
Izmir	Collective agreement of 12/1/2016, effective to 12/31/2018		
Puiseux	Rider to the 35-hour agreement of 4/27/2016	Incentive agreement of 1/10/2016	
Dasle	Rider to the agreement on Saturday/Sunday working		
La Ferté Fresnel	Incentive agreement of 1/25/2016	Agreement on working hours of 4/21/2016	
FORMER	Incentive agreement of 2/20/2016		
Holding company Grandvillars	Company savings plan agreement of 3/17/2016	Agreement on profit-sharing of 3/17/2016	Rider to the Incentive agreement of 3/17/2016
Vöhrenbach	Salary agreement of August 2016		
Cejc	Renegotiation of the collective agreement of 12/13/2016	Salary agreement of December 2016	
Fuenlabrada	Salary agreement of 1/01/16		
Kierspe	Agreement on the introduction of the quality of life at work initiative of 3/02/2016	Agreement on the remuneration of assembly workers of 4/13/2016	
Heildelberg	Agreement on the year-end closing of 5/04/2016	Agreement on the introduction of the SMED of 5/15/2016	
Mellrichstadt	2017 salary agreement signed on 12/16/2016		
Caen	Agreement on the Forward Planning of Employment and Skills of 12/15/2016	Agreement on professional gender equality of 10/18/2016	
Neyron	Objective-based bonus agreement according to results 5/13/2016		

1.4 | HEALTH & SAFETY

1.4.1 | Health & safety at work

Aware of the need to protect all the staff and the environment, the LISI Group involves its staff through the LISI Excellence HSE program which drives its HSE management system.

The aim of this ambitious program is to commit each staff member to a common objective, namely to aim at and to achieve excellence on all the focuses in the company's HSE strategy.

Devised to accelerate the emergence of a common culture, the LISI Excellence HSE program must enable solid foundations to be put down to encourage abiding by the fundamentals, such as fulfilling compliance obligations regardless of whether or not they are regulatory, and also the continuous improvement of our performances and organizations.

The LISI Group possesses the tools essential for achieving these objectives:

- LISI RM: the software tool for controlling our HSE risks;
- Golden Rules: the HSE rules common to all LISI sites;
- SCP: the program that aims at developing the Safety Culture for all employees in the Group;

- other operating tools in the LISI Excellence HSE program aiming at providing a response to the problems targeted by the excellence focuses.

The LISI Group Senior Management became seriously involved at its highest levels in the areas of health, safety and the environment.
At all levels, the Group has as its objective to:
- reach the excellence level of performance in the areas of Health and Safety, while keeping control over the occupational risk generated by its activities;
- Make Health & Safety a vector of continuous improvement, a means to move forward, including in areas that are not directly related to it.

In order to ensure and achieve this goal, LISI has adopted a HSE (Health Safety Environment) organization to identify key areas for improvement, prioritize goals, and derive the appropriate actions. This organization is based on the international OHSAS 18001 standard (international standard governing the management system of health and safety at work).

In order to provide itself with the resources to succeed in this field, each production plant has at least one HSE Officer whose role is to lead the HSE activity for his plant and is the guarantor for the implementation of an HSE management system.

In addition, the LISI Group has an HSE Steering Committee whose role is to analyze accidents and major incidents within the Group and to establish HSE strategies aimed at reducing occupational risk related to work, the environment and loss of goods. The Committee is chaired by the Chairman and Chief Operating Officer of the LISI Group and the Director of Manufacturing and Procurement. It comprises the HSE Managers from each division, the LISI Group HSE Manager (who leads it) and the insurance broker working on behalf of the LISI Group.

Finally, every three years, a HSE Forum bringing together the Senior Management, all the site Directors and the site HSE Managers is organized to determine the objectives in the areas of Health, Safety and the Environment for the next three years.

Furthermore, **technically**, LISI is constantly working to improve its workstations. Thus, in 2016, LISI invested €8.1 million in the field of safety and the environment, including for the safety of its machinery and for the implementation of ergonomic facilities and assistance in handling.

Then, from an **organizational** point of view, the sites implement a health and safety management system that is compliant with the international standard OHSAS 18001. Furthermore, all the industrial sites (excluding the sites in the Forging & Casting Business Group acquired in 2014) have been certified to this same standard by an independent external organization.

The LISI group has made huge efforts in terms of **behavior**, as the point here is mainly to give safety the place it deserves: it should be the primary concern at the heart of workshops, since this is where the vast majority of accidents occur. This is materialized by the fact that Safety is the first issue dealt with during the daily PSM rituals (Problem Solving Management) at each level of plant management (Autonomous Production Group – Autonomous Production Unit – Site).

In addition, in 2016, LISI continued the implementation of a Safety Culture program, which must:
- deal with behavior-based causes of workplace accidents;
- enable the management (from the plant manager to the shift supervisors) to understand the behaviors and give them the levers to act against them;
- develop a Safety Culture within the teams through the deployment of a structured communication campaign.

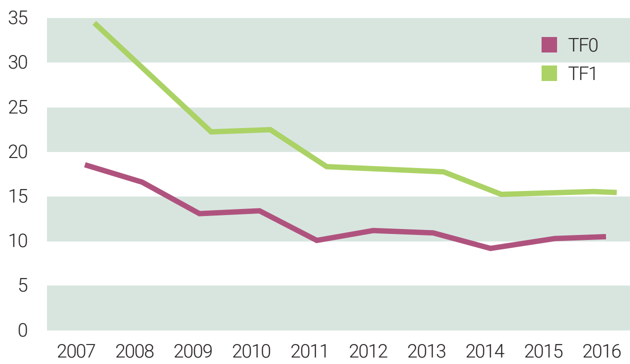
Each employee, whether operator or manager, builds this safety culture. Everyone should participate in creating a work environment where risk is under control. And each employee must also pay attention to their own safety as well as that of their colleagues.

1.4.2 | Review of the agreements with trade unions or employee representatives on health and safety at work

The agreements related to health and safety at work are incorporated into the list presented in 1.3.2.

1.4.3 | Accidents at work, including their frequency and severity, and occupational diseases

Changes in TF0 and TF1 since 2007



At the end of 2016 the frequency rate of workplace accidents with work stoppage which involved LISI employees or temporary staff (TF0) became stable after increasing in 2015. Nevertheless, the general trend has been highly encouraging over recent years as the LISI Group improved its TF1 by 30% compared to 2010 and 56% compared to 2007. This confirms the effectiveness of the continuous efforts made by all employees in terms of Health & Safety.

The frequency rate of occupational accidents with or without lost time (TF1) thus stands at 14.32.

In 2016, some of the Group's sites, including those of Beijing, Lure, Monterrey, Parthenay, Rugby, Tangiers and Vignoux-sur-Barangeon recorded no workplace accidents with or without lost time.

56% of the LISI sites achieved the ambitious objective set for them, namely to have a TF1 of less than 10.

Nevertheless, the LISI Group recorded 74 occupational illnesses over all its sites, despite many efforts made in the implementation of handling equipment and the wearing of hearing protection.

Although the TG0 severity rate (TG0) – which represents the number of days lost as a result of workplace accidents per thousand hours worked – improved compared with 2015, it remained at a relatively low level, i.e. 0.276 days lost per thousand hours worked.

Each employee plays a major role in terms of prevention and LISI works to involve all employees in this process.

1.5 | TRAINING

LISI has made skills development through training one of the major focuses of its Human Resources policy. It enables its staff to remain at the highest skills level, on a market subject to rapid technological changes and strong competition. LISI ensures that all employees, regardless of their age or position, have access throughout their career to the training courses necessary for the construction of their career path and their adaptation to changes in the businesses.

In 2016, at least 258,000 training hours were completed, i.e. 1.45% of the total hours worked during 2016. The internal and external training budget across all LISI Group sites stood at €6.1 million in 2016, equivalent to 1.6% of the Group's payroll.

Hence, over 9,800 employees (81% of the Group's workforce) have attended training courses.

- To help the staff to have the level required by our businesses, **we are setting up appropriate and certification training programs,** focused on our strategic businesses: cold stamping, heat treatment, machining, rolling, laminating, automatic control, surface treatment.
  Hence, within the LISI AUTOMOTIVE division, nearly 5,900 hours were dedicated to these career paths, and 42 CQPM/CQPI qualifications were obtained in 2016.
- With 953 participants in training courses (33% more than in 2015), **the company university LISI Knowledge Institute (LKI)** was confirmed not only as a pillar in the strategy for the development of employee skills but also a major tool for the retention of talents and the attraction of candidates with high potential.

The training offer is structured around three key topics:
- management;
- personal development;
- training techniques for the businesses.

- 2016 **saw the continued deployment of the LISI Excellence Achievement Program (LEAP) training** sessions, initiated in 2011.

LEAP is the LISI Group's comprehensive participatory management method aiming at operating excellence. Available in all the Group's plants (and also in many departments), it is based on an organization on three levels (APG,APU, Site), problem-solving projects (PSM1/2/3), continuous improvement tools (5S, 8D, SMED, Six Sigmas, etc.), abundant and varied communications tools (standard visuals, films, guides, etc.) and, above all, on an ambitious training program.

Since 2011, LISI has undertaken a wide program of training in the LEAP fundamentals: the LEAP Basics training is now the prerequisite for all new employees; and from 2015, training courses dedicated to the Advanced LEAP tools have been organized, taking care to combine learners from all divisions in the Group.

To support changes in the APU organization under the LEAP, in 2016, the staff were able to take advantage of tailored training courses in management, team building and training on the workstation.

- **Internal training courses** were also developed within the group: in technical areas and occupations (metallurgy, cold stamping, material resistance, plastics and injection, procurement negotiation, legal training, marking, turning, etc.), the training courses are run by LISI employees who become involved to transmit their expertise and their know-how.
- **The Safety focus** remained a priority in 2016. Each site launched a training program called SCP (Safety Culture Program). The aim of this program is to address behavior-related causes of occupational accidents by providing managers with the keys to understand hazardous behaviors and giving them the levers to correct them. This program also aims to develop a Safety Culture among employees through the deployment of a structured and regular communication campaign.

1.6 | DIVERSITY AND EQUAL OPPORTUNITY/ EQUAL TREATMENT

Diversity is maintained by the managers who motivate men and women with a variety of profiles and career paths.

Company agreements were signed to promote professional gender equality. The main working focuses concern the recruitment, compensation and organization of working hours.

Within the recruitment context, we are attempting to use objective and professional criteria in sorting the resumés received, from applicants met or promotions to be made.

Furthermore, with regard to work in favor of disabled employees, the objective is above all to integrate disabled employees into the teams, by adapting their workstation if required. Mission succeeded on the Cejc, Fuenlabrada, Saint-Brieuc or Caen sites.

Awareness-raising campaigns are also launched on certain sites such as in Neyron in France with assistance from specialized associations.

The LISI Group is also continuing its partnership with the ESATs (Establishment and Assistance Service through Work).

2.96% of LISI employees are recognized as disabled.

1.7 | PROMOTION AND ENFORCEMENT OF THE FUNDAMENTAL PROVISIONS OF ILO CONVENTIONS

Aware of their responsibilities vis-à-vis the fundamental conventions of the ILO, LISI oversees their application at each of the Group entities worldwide.

Respect for freedom of association and for the right to collective bargaining, the elimination of discrimination in respect of employment and occupation, forced or compulsory labor and the effective abolition of child labor, are issues that are monitored during the site audits and to which management gives a great amount of attention.

LISI is also a signatory of the United Nations - Global Compact, which includes these themes in its principles 3, 4, 5 and 6.

2 | ENVIRONMENTAL ISSUES

2.1 | GENERAL ENVIRONMENTAL POLICY

2.1.1 | The organization of the Company to take environmental issues into account and, where appropriate, assessment or environmental certification initiatives

Nowadays, the improvement of working conditions such as reducing the environmental footprint, are performance indicators that are as important as the economic and financial indicators.

For several years, the LISI Group was fully engaged in placing social and environmental issues at the heart of its corporate culture in order to turn them into intrinsic values.

Like for Health and Safety at Work, the LISI Group Senior Management is mobilized at the highest level and involved in the field of the Environment.

The policy and organization put in place are based on the international standard ISO 14001 (international standard governing the management system of the environment).

Hence, at the end of 2016, apart from the three sites in the Forging & Casting Business Group acquired in 2014, all of the LISI Group's manufacturing sites are ISO 14001 certified.

Certification at Group level is being prepared for 2017.

2.1.2 | Employee training and information in terms of environmental protection

The LISI Group relies heavily on the skills of all employees to achieve excellence in Health - Safety at Work and Environment. Only each individual behavior can help it build a genuine enterprise HSE culture.

That is why LISI has decided to continue investing in Human Beings. In fact, 0.25% of the hours worked were allocated to training in the HSE field in 2016, compared with 0.23% in 2015.

Actually, the men and women that make up a company are its key ambassadors in all areas, and their dedication to the Company's operations is an asset on which LISI intends to capitalize.

2.1.3 | The resources devoted to the prevention of environmental risks and pollution

The consolidated amount of HSE expenditures by division is as follows:

DIVISION	HSE expenditures in 2016 - in €'000	Total expenditures - in €'000	% of expenditures devoted to HSE
LISI AEROSPACE	4,972	94,108	5.3%
LISI AUTOMOTIVE	2,702	32,580	4.7%
LISI MEDICAL	440	5,640	7.8%
LISI	8,114	132,328	6.1%

Notable investments include:

- the improvement of waste-water discharges – Bar sur Aube – €619,000;
- oil filtration system – Saint-Ouen l'Aumône – €316,000.

2.1.4 | The amount of provisions and guarantees for environmental risks, provided that such disclosure is not likely to cause serious harm to the Company in an ongoing dispute

The consolidated amount of HSE risk provisions by division is as follows:

Division	Amount of HSE provisions 2016
LISI AEROSPACE	€6,768,000
LISI AUTOMOTIVE	€340,000
LISI MEDICAL	€212,000
LISI	€1,376,000
TOTAL	**€8,696,000**

2.2 | POLLUTION AND WASTE MANAGEMENT

2.2.1 | Measures to prevent, reduce or repair emissions to air, water and soil that seriously affect the environment

LISI closely monitors the direct impact its direct production sites may have on the environment. The best technology is sought to reduce the environmental footprint and to anticipate potential regulations.

The surface treatment lines generally benefit from these technologies because their atmospheric emissions and wastewater discharges may affect the surrounding environment if they are not controlled.

All the industrial sites in the LISI Group were certified to ISO 14001, apart from the Business Group Forging & Casting acquired in 2014. Therefore, a detailed analysis of the environmental impact, the so-called "Environmental Analysis", is carried out by each of them. To maintain this certification, the sites must implement actions to reduce the environmental footprint of those activities or tasks identified as the most significant.

2.2.2 | Measures to prevent, recycle, and eliminate waste

The waste production indicator is, for 2016, 57.29 kg of waste for €1,000 of added value.

Moreover, the portion of waste sorted is still very high, 95.7%, increasing compared with 2015. The remaining portion concerns domestic waste generated by production-related activities (toilets, cafeterias, etc.).

The LISI AUTOMOTIVE division is the largest producer of waste. This is due to the large quantities of materials used and produced. But it is also the division that best sorts its waste, with 96.7% of waste sorted.

LISI AEROSPACE sorts 94.5% of its waste.

The LISI MEDICAL division, in turn, only accounts for 1.3% of the waste produced.

The production plants principally generate metallic waste (54% of the total quantity of waste produced). These are sold for recycling. Dangerous waste sorted, which represents 32% of the total quantity of waste, is removed via authorized channels that abide strictly by applicable regulations.

2.2.3 | Taking into account noise and other forms of pollution specific to an activity

The LISI Group's sites follow and record all complaints whether comments, formal or informal, official or not issued by stakeholders. Thus, 11 complaints were recorded throughout the Group's sites. The majority are related to neighborhood disturbances arising from noise generated by certain of our sites. Each complaint receives a reply written or otherwise sent to the party concerned.

2.3 | SUSTAINABLE USE OF RESOURCES

2.3.1 | Water consumption and water supply according to local constraints

Water is little used in the manufacturing processes implemented at the sites. It is mainly involved in parts washing and surface treatment. However, most process waters are recycled.

All these efforts enable water consumption to be maintained at 1.22 m^3 for €1,000 of added value.

2.3.2 | The consumption of raw materials and the measures taken to improve the effectiveness of their use

The LISI Group is very cautious about the consumption of raw materials and works to optimize the use of these resources.

The manufacturing sites primarily use metals, and to a lesser extent plastics.

Metal work is done mainly by deformation cold forging and hot stamping causing no loss of material aside from adjustments. More sites work daily to optimize their material resources (waste reduction, SMED to reduce losses during adjustment phases, etc.). Finally, the waste generated by the final stages of production (machining, sharpening) are sorted and sent for 100% materials recovery.

Regarding the plastic, the production sites that use this resource recover and sort their plastic waste (core samples, scrap). Such waste is then crushed and reintroduced into the production lines, to the maximum extent required by our customers.

2.3.3 | Energy consumption, measures to improve energy efficiency and use of renewable energy

Energy consumption is improving. Tighter control of our consumption and awareness of our production teams play a key role in this decrease in our impact on the consumption of energy resources. Sites are pursuing their waste cutting activities.

A non-negligible part of the energy is dedicated to heating; weather variations mean that energy consumption under this heading is also variable.

The majority of the energy is used for production. It is therefore necessary to distinguish those processes for which the consumption is directly related to production and those processes such as Heat Treatment which have a fixed part of energy consumption which is independent of production (raising of temperature, etc.). So that a dip in production does not translate directly into an immediate drop in energy consumption. This explains the differences between the divisions.

LISI stabilised its energy consumption (for all types of energy except fuel which is intended for handling equipment) at 0.592 MWh for €1,000 of added value. This corresponds to a reduction of 5.3% in energy consumption (apart from fuel intended for handling equipment).

2.4 | CLIMATE CHANGE

2.4.1 | Emissions of greenhouse gases (GHG)

LISI analyzed its processes to determine which of them made the greatest contribution to emissions of Greenhouse Gas (GHG). It turned out that the main source of emission of Greenhouse Gas (GHG) is linked to energy consumption.

This confirms LISI's general action to reduce its carbon footprint through its energy consumption.

A greenhouse gas report will be prepared on the activity for the year 2017.

3 | SOCIETY-RELATED ISSUES

3.1 | TERRITORIAL, ECONOMIC AND SOCIAL IMPACT OF THE COMPANY'S BUSINESS

The LISI Group is firmly rooted in France, particularly in Franche Comté. Indeed, of the Group's 44 production sites, 19 are located in France (43%) of which 5 in Franche-Comté, the Company's birthplace. These 19 French sites represent 57% of the workforce.

At foreign sites, the vast majority of employees come from the local population, thus contributing to the development of the local economic and social fabric.

3.2 | RELATIONSHIPS WITH PERSONS OR ORGANIZATIONS INTERESTED IN THE COMPANY'S BUSINESS

3.2.1 | The conditions for dialogue with those persons and organizations

The international standards ISO 14001 and OHSAS 18001 have as one of their basic principles, dialogue with the Interested Parties. LISI has based its system of environmental, health, and safety management on these standards.

Thus, individuals and/or organizations interested in the Company's business have been identified by the sites, as well as their expectations. All requests receive are subject from the sites.

3.2.2 | Partnership and sponsorship activities

The LISI Group is a major economic player in all areas where it operates. It thus contributes to local employment and to local and regional development. A significant number of employees also contribute to the dynamism of associations, clubs, clusters, networks and other professional organizations. The sites are the favored partners to encourage teaching of technical and other skills, through the apprentices they take in, the CQPM (Joint Metallurgy Qualification Certificates) developed by with the UIMM (Union of Metallurgy Industries and Businesses), etc.

Such professional organizations include the GIFAS (the Group of French aerospace industries) for LISI AEROSPACE, AFFIX (Association of manufacturers of mechanical fasteners) and DSV (Deutsche Schraubenverband) for LISI AUTOMOTIVE and SNITEM (National union of the industry of medical technology) for LISI MEDICAL.

In addition, LISI encourages local partnerships and exchanges, particularly the development of close relationships with schools, universities and the top colleges (Engineering, Management, etc.) in order to anticipate, for each division, the future requirements in terms of employment and skills.

More specifically in France, the sites collaborate closely with the AFPI, UIMM and *Pôle Emploi* (Job search national organization) to implement Operational Preparation for Employment processes, and with the local ADEFIMs in order to optimize the financing of the training actions.

3.3 | SUBCONTRACTORS AND SUPPLIERS

The LISI Group is part of a "win-win" sustainable partnership with its suppliers and subcontractors to ensure mutual, long-term success.

Aside from economic considerations (quality, competitiveness and continuous improvement), the Suppliers Charter established by the Group dictates the terms of partnership in accordance with the principles of ISO 14001, which are addressed during audits for selecting new suppliers.

The approval and implementation of the ten principles of the United Nations' "Global Compact" program (Corporate Social Responsibility principles that include Human Rights, Labor Standards, Environment and the Fight against Bribery) are also mentioned in the Suppliers Charter.

The Group's Purchasing Policy includes a section on ethics, sustainable development and corporate responsibility, with the application of the "Global Compact" principles and the requirement for ISO 14001 and OHSAS 18001 certification, in particular for our strategic suppliers and subcontractors.

3.4 | LOYAL PRACTICE

3.4.1 | Actions taken to prevent bribery

The LISI Group has built its growth on compliance with laws and best practices. Each division is responsible vis-à-vis the Group's Senior Management for the proper performance of its subsidiaries and employees. Relationships with third parties are dictated by the Group's scoping procedures, which are implemented by the divisions through the dissemination of division-specific procedures. For example, LISI disseminates and updates a Purchasing and Supplier Relations procedure, which specifies for example the limits and authorization thresholds for donations and gifts.

The Group's employees are trained on ethics and values through a specific module. In addition, the Supplier Charter that complies with the principles set out in the United Nations' Global Compact program is widely distributed to all LISI stakeholders.

3.4.2 | Action taken in favor of the health and safety of consumers

Although certain parts produced by the LISI Group may have an impact on the safety of the end consumer, LISI operates quality control systems enabling it to meet the requirements of its customers and therefore to guarantee that all measures are taken to guarantee this safety for the end user.

3.5 | HUMAN RIGHTS

3.5.1 | Actions taken in favor of human rights

The LISI Group has joined the Global Compact. The first and second principles of the Global Compact concerning Human Rights, namely:

1. businesses should support and respect the protection of international law on Human Rights within their sphere of influence; and

2. they should ensure that their own corporations are not accomplices of human right violations.

4 | TABLE OF HSE INDICATORS

	INDICATORS (January 1 to December 31)	Definition	Unit	2015*	2016	Difference 2016 *vs.* 2015
Use of natural resources	Municipal water	Volume of water from the city's distribution network consumed by the consumption production site	m³	417,818	432,111	14,293
	Consumption of water drawn directly from the natural environment	Volume of water drawn by the production site from the rivers, lakes and groundwater	m³	444,018	481,371	37,353
	Electricity consumption	Electrical power from the city grid or self-generated, consumed by the production site	MWh	274,336	290,384	16,048
	Natural gas consumption	Heat energy from the volume of natural gas consumed by the production site	MWh	161,259	172,962	11,703
	Liquefied petroleum gas (butane - propane) consumption	Heat energy from the volume of LPG consumed by the production site	kWh	4,808,272	5,717,492	909,220
	Domestic fuel consumption	Volume of heating oil consumed by the production site for industrial and heating purposes	m³	246	195	−51
	Consumption of other energies	Other energies (steam, etc.)	kWh	555,244	578,407	23,163
Hazardous products	Number of products with permanent harmful effects for humans	Products with permanent harmful effects for humans are all products classified as carcinogenic, mutagenic or toxic for reproduction		483	492	9
	Consumption of products with permanent harmful effects for humans	Quantity consumed of all products belonging to the list of products with harmful and permanent effects for humans (all products classified as carcinogenic, mutagenic or toxic for reproduction as defined by local national regulations). Oil for forklifts can be found in this category.	kg	230,889	234,437	3,548
Wastes	Sorted metal	Total amount of metal discharged and sorted as waste according to national regulations.	T	21,250	23,090	1,840
	Paper - Sorted cardboard	Total amount of paper and cardboard discharged and sorted as waste according to national regulations.	T	545	522	−22
	Sorted plastic	Total amount of plastic discharged and sorted as waste according to national regulations.	T	223	211	−12
	Sorted wood	Total amount of wood discharged and sorted as waste according to national regulations.	T	930	1,145	214
	Oil (soluble + whole + whole and water)	Total amount of oil discharged and sorted as waste according to national regulations.	T	2,034	2,076	43
	Other household waste (non-hazardous) or non-sorted household waste	Amount of unsorted non-hazardous waste or household waste (as per national regulations) discharged from the site.	T	1,998	1,846	−151
	Hazardous wastes (without oil)	Amount of hazardous waste (as per national regulations) excluding oil waste discharged from the site.	T	13,308	13,772	464
Health/safety	TF0 at end of December	The TF0 is the frequency rate of workplace accidents with lost time over 12 rolling months TF0: TF0 = Number of workplace accidents with lost time over 12 rolling months × 1,000,000/Number of hours worked over the 12 months elapsed	unit	10.1	10.7	0.6
	TF1 at end of December	The TF1 is the frequency rate of workplace accidents with and without lost time over 12 rolling months TF1: TF1 = Number of workplace accidents with and without lost time over 12 rolling months × 1,000,000/Number of hours worked over the 12 months elapsed	unit	14.2	14.3	0.1
	TG0 at end of December	The TG0 is the gravity rate of workplace accidents with lost time over 12 rolling months TG0: TG0 = Number of workplace accidents with lost time over 12 rolling months × 1,000/Number of hours worked over the 12 months elapsed	unit	0.31	0.28	−0.04
	Number of occupational diseases	Number of occupational diseases reported on the production site that generated a work stoppage	unit	62	74	12

* The 2015 data were restated to take the entire year 2015 into account and following the installation of a software program enabling a more relevant collection of data.

	INDICATORS (January 1 to December 31)	Definition	Unit	2015*	2016	Difference 2016 *vs.* 2015
Incidents and complaints	Number of outbreaks of fire	Number of outbreaks of fire requiring the use of firefighting means (fire extinguishers, fire hose station, sprinkler, other) reported on the production site	unit	70	77	7
	Number of incidents requiring the intervention of outside help	Number of incidents occurring on the production site (fire, pollution, natural disasters, hazardous events) requiring the intervention of firefighters or civil security services	unit	9	8	
	Formal notice sent by the authorities	"Official" request originating from or addressed to a competent authority in terms of health, safety, environment or public safety, requesting that the industrial site put a final stop to a nuisance or a hazard, or comply with a regulatory requirement	unit	2	7	5
	Number of complaints issued by stakeholders	Informal note that any third party (neighbors, organizations, etc.) may use directly with the site when subjected to any nuisance, e.g.: mail, written recordings of telephone complaints, etc.	unit	4	11	7
HSE training	Number of HSE training hours completed	The courses listed cover all internal and external training to develop the HSE skills or knowledge of all LISI staff. These do not include the HSE training hours for newcomers	hours	49,298	45,447	−3,851
	Number of persons with HSE training	The courses listed cover all internal and external training to develop the HSE skills or knowledge of all LISI staff. These do not include the HSE training hours for newcomers	unit	16,162	22,375	6,213

* The 2015 data were restated to take the entire year 2015 into account and following the installation of a software program enabling a more relevant collection of data.

5 | CORRELATION TABLE

Scope:

For the Health & Safety theme and for the Environmental issues, the reporting scope includes neither the Chihuahua site, as the buildings do not belong to LISI and LISI personnel are not concerned, nor the Coon Rapids and Big Lake (Minnesota) sites as they were only acquired during the year.

Exclusions:

The 42 themes mentioned in the decree have been treated as transparently as possible. Certain items have not been the subject of reporting for the following reasons:

- utilization of the land: the land area of the buildings occupied by the Group is optimized, changes little and LISI does not have any activities involving extraction of resources present in the ground;
- protection of biodiversity and adaptation to climate change: we have not identified any specific risks or challenges in these areas related to our activities;
- food waste: LISI's activity has no impact on food waste.

Labor-related issues

Topic	Sub-topic	Paragraph
Employment	Total workforce	1.1.1
	Distribution of employees by gender, age and geographical area	1.1.2
	Hiring and dismissal	1.1.3
	Remuneration and changes	1.1.4
Organization of working time	Organization of working time	1.2.1
	Absenteeism	1.2.2
Labor relations	The organization of social dialogue, including the staff information, consultation and negotiation procedures	1.3.1
	Review of collective agreements	1.3.2
Health & Safety	Health & safety at work	1.4.1
	Review of the agreements with trade unions or employee representatives on health and safety at work	1.4.2
	Accidents at work, including their frequency and severity, and occupational diseases	1.4.3
Training	Training policies implemented	1.5
	Total number of training hours	1.5
Diversity and equal opportunities/ equal treatment	Policy implemented and measures taken for gender equality	1.6
	Policy implemented and measures taken for employment and inclusion of people with disabilities	1.6
	Policy implemented and measures taken for the fight against discrimination	1.6
Promotion and enforcement of fundamental provisions of ILO Conventions	Respect for freedom of association and the right to collective bargaining	1.7
	ELIMINATION OF DISCRIMINATION IN RESPECT OF EMPLOYMENT AND OCCUPATION	1.7
	ELIMINATION OF FORCED AND COMPULSORY LABOR	1.7
	EFFECTIVE ABOLITION OF CHILD LABOR	1.7

Environmental component

Topic	Sub-topic	Paragraph
General environmental policy	Organization of the Company to take into account environmental issues and, where appropriate, approaches to assessment or environmental certification	2.1.1
	Employee training and information in terms of environmental protection	2.1.2
	Resources devoted to the prevention of environmental risks and pollution	2.1.3
	Amount of provisions and guarantees for environmental risks, provided that such disclosure is not likely to cause serious harm to the Company in an ongoing dispute	2.1.4
Pollution and waste management	Measures to prevent, reduce or repair emissions to air, water and soil that seriously affect the environment	2.2.1
	Measures to prevent, recycle, and eliminate waste	2.2.2
	Taking into account noise and other forms of pollution specific to an activity	2.2.3
Sustainable use of resources	Water consumption and water supply according to local constraints	2.3.1
	Consumption of raw materials and measures taken to improve the effectiveness of their use	2.3.2
	Energy consumption, measures to improve energy efficiency and use of renewable energy	2.3.3
Climate Change	Emissions of greenhouse gases (GHG)	2.4

Society-related issues

Topic	Sub-topic	Paragraph
Territorial, economic and social impact of the Company's business	In terms of employment and regional development	3.1
	On neighboring and local populations	3.1
Relationships with persons or organizations interested in the Company's business	Conditions for dialogue with those persons and organizations	3.2.1
	Partnership and sponsorship activities	3.2.2
Subcontractors and suppliers	Consideration, in the Company's purchasing policy, of social and environmental challenges	3.3
	Importance of outsourcing and consideration in relationships with suppliers and subcontractors for their social and environmental responsibility	3.3
Loyal practice	Actions taken to prevent bribery	3.4.1
	Action taken in favor of the health and safety of consumers	3.4.2
Human Rights	Actions taken in favor of Human Rights	3.5

INFORMATION REGARDING THE COMPANY AND CORPORATE GOVERNANCE

7

1 | COMPANY INFORMATION

1.1 | SHARE CAPITAL

1.1.1 | Amount of share capital

Share capital taken up by shareholders and fully paid-up, as at December 31, 2016, amounted to €21,609,550 divided into 54,023,875 shares with a nominal value of €0.40 of the same category.

1.1.2 | CHANGES in share capital over the past five years

Date of Shareholders' General Meeting	Date of Board Meeting	Nature of the transactions	Increase Nominal increase (reduction) in capital	Increase (reduction) in capital inc. premium	Number of shares created (cancelled)	Nominal value of shares	Total number of shares after issue	Capital after transaction
		Capital at 12/31/2016: €21,609,550 divided into 54,023,875 shares with €0.40 face value						
04/25/13	07/24/14	Division by five of the face value of the share	-	-		€0.40	54,023,875	€21,609,550
04/25/13	02/20/14	Capital increase reserved for employees	€36,562	€1,781,301	18,281	€2	10 04,775	€21,609,550
02/10/04	07/28/10	Capital increase by conversion of warrants	€3,616	€81,360	1,808	€2	10,786,494	€21,572,988
29/04/09	04/28/10	Capital increase reserved for employees	€61,650	€868,649	30,825	€2	10,784,686	€21,569,372
02/10/04	02/20/08*	Capital increase by conversion of warrants	€299,588	€6,740,730	149,794	€2	10,753,861	€21,507,722
02/10/04	12/21/07	Capital increase by conversion of warrants	€169,592	€3,815,820	84,796	€2	10,604,067	€21,208,134
02/10/04	08/29/07	Capital increase by conversion of warrants	€255,292	€5,744,070	127,646	€2	10,519,271	€21,038,542
02/10/04	06/27/07	Capital increase by conversion of warrants	€361,684	€8,137,890	180,842	€2	10,391,625	€20,783,250
02/10/04	02/22/07	Capital increase by conversion of warrants	€30,000	€675,000	15,000	€2	10,210,783	€20,421,566
02/10/04	12/20/06	Capital increase by conversion of warrants	€498,926	€11,225,835	249,463	€2	10,195,783	€20,391,566
02/10/04	06/23/06	Capital increase by conversion of warrants	€43,640	€981,900	21,820	€2	9,952,166	€19,892,640
02/10/04	06/23/06	Capital increase reserved for employees	€55,332	€1,122,686.58	27,666	€2	9,924,500	€19,849,000

* Conversion of warrants at end December 2007.

1.1.3 | Share capital authorized but not issued

None

1.1.4 | Potential capital securities

At December 31, 2016, there are no warrants providing access to capital.

1.1.5 | Dividend distribution policy for the past five years – Dividend prescription period

The distributable profit is at the disposal of the Shareholders' General Meeting, which determines its allocation.

In the past five years, dividends paid out per share have been as follows:

	Net dividend in €
2011	1.30
2012	1.40
2013	1.70
2014*	0.37
2015	0.39
2016 (1)*	0.45

(1) Subject to the decision of the Ordinary General Meeting of April 25, 2017. The dividend payment date was set at May 9, 2017.
* Unit value of the dividend following the 5 stock split.

The timeframe for paying dividends is nine months as of the year-end date. Unclaimed dividends are waived to the STATE after a period of five years counting from the payment date.

1.2 | SHARE BUYBACK PROGRAM

1.2.1 | In place at December 31, 2016

On April 27, 2016, the Combined General Meeting authorized the Company to repurchase up to 10% of its own shares in the open market for a period of 18 months, i.e. up until October 27, 2017.

Thus, LISI S.A. plans to launch a stock repurchase program for the following purposes, in decreasing order of importance:

- to increase the activity of the stock on the market by an Investment Services Provider via a liquidity contract in accordance with the professional code of ethics recognized by the AMF (the French financial market authority);
- to grant stock options or free shares to employees and corporate officers of the Company and/or its Group;
- to retain and use shares as consideration or payment for potential acquisitions;
- to cancel shares purchased, subject to the approval of the Extraordinary General Meeting to be called at a later date.

The following terms apply to this authorization:

- the Company may not repurchase its own shares for more than €40 per share, not including transaction fees.

The highest figure that LISI S.A. would pay if it purchased shares at the ceiling price set by the Shareholders' General Meeting, i.e. €40, is €171,318,600.

Under the above-mentioned share repurchase program, LISI S.A. acquired 290,013 treasury shares in 2016, i.e. 0.5% of the total number of shares issued.

The transactions carried out by the Company on its own shares are summarized in the table below:

	Number of shares	Average weighted price in €
Shares held at 01/01/2016	**1,233,252**	**7.94**
Shares acquired in 2016	290,013	24.62
Shares awarded in 2016	(103,894)	7.46
Shares disposed of in 2016	(299,949)	24.23
Securities held at 12/31/2016	**1,119,422**	**7.94**
Of which shares allocated to remuneration in shares	*1,096,744*	
Of which available shares	*22,678*	

1.2.2 | New share buyback program

The next Shareholders' General Meeting will be offered to renew its program to repurchase LISI S.A. shares, in accordance with the new rules applicable since the entry into force of European Rules No. 2273/2003 of December 22, 2003. LISI S.A. offers to acquire a number of shares representing up to 10% of the number of shares that make up its capital stock, except for the acquisition of shares meant to be kept and the delivery of shares against or as payment for external growth operations, if applicable, whose total number will be limited to 5% of the equity, i.e. 2,701,193 shares.

The duration of the stock repurchase program is set at 18 months.

The new stock repurchase program provides that the stock purchased will serve the following purposes, in decreasing order of importance:

- to increase the activity of the stock on the market by an Investment Services Provider via a liquidity contract in accordance with the professional code of ethics recognized by the AMF (the French financial market authority);
- to grant stock options or free shares to employees and corporate officers of the company and/or its Group;
- to retain and use shares as consideration or payment for potential acquisitions;
- to cancel shares purchased, subject to the approval of the Extraordinary General Meeting to be called at a later date.

The maximum purchase price may not exceed €60 per share.

The highest figure that LISI S.A. would pay if it purchased shares at the ceiling price set by the Shareholders' General Meeting, i.e. €60, is €256,977,900.

Should derivative products be used, LISI S.A. will ensure that the price of its shares is not made more volatile as a result.

1.3 | BREAKDOWN OF SHARE CAPITAL AND VOTING RIGHTS – SHAREHOLDERS' AGREEMENT

1.3.1 | Breakdown of share capital and voting rights over the past three years

1.3.1.1 Breakdown of share capital and voting rights

	2016			2015		
	as a % of share capital	as a % of voting rights	in number of shares	as a % of share capital	as a % of voting rights	in number of shares
CID	54.9	67.0	29,643,620	54.9	67.2	29,643,620
VMC	5.7	6.6	3,070,835	5.7	6.6	3,070,835
Other corporate officers	0.3	0.3	175,195	0.3	0.3	174,345
TOTAL CORPORATE OFFICERS	**60.9**	**73.9**	**32,889,650**	**60.9**	**74.1**	**32,888,800**
of which directors	0.2	0.2	97,265	0.2	0.2	105,325
FFP INVEST	5.1	6.2	2,750,000	5.1	6.2	2,750,000
Treasury shares	2.1		1,119,422	2.3		1,233,252
Employees	1.3	0.8	720,000	1.3	0.8	697,000
Public	30.6	19.0	16,544,803	30.5	18.9	16,454,823
GRAND TOTAL	**100.0**	**100.0**	**54,023,875**	**100.0**	**100.0**	**54,023,875**

Shareholders or group of shareholders controlling more than 3% of share capital:

- The sole activity of CID, a company based at 28 faubourg de Belfort 90100 DELLE, is the ownership of LISI shares. As at December 31, 2016, it held 54.9% of share capital and 67.0% of voting rights. CID's capital is held in almost equal proportion by three family shareholder groups through family holdings (Family KOHLER through CIKO, Family PEUGEOT through FFP Invest, Family VIELLARD through VMC). While family ties exist between shareholders, they are not directly related.

At December 31, 2016, the capital of CID broke down as follows:

- CIKO for 30%;
- FFP Invest for 25%;
- VMC for 28% of the capital;
- Others for 17%.

- The sole activity of CIKO, based at 28 Faubourg de Belfort 90100 DELLE is the ownership of LISI and CID shares. As at December 31, 2016, it held 0.1% of share capital and 0.1% of voting rights. At the same date, it held indirectly 16.52% of the capital of LISI S.A., i.e. in total 16.62% of the capital.

- As at December 31, 2016, FFP Invest, a company based at 75, avenue de la Grande Armée 75116 PARIS held 5.1% of the share capital and 6.2% of voting rights. At the same date, it held indirectly 13.86% of the capital of LISI S.A., i.e. in total 18.96% of the capital.

- As at December 31, 2016, VMC, a company based at route des Forges 90120 MORVILLARS, held 5.7% of the capital of LISI and 6.6% of voting rights. At the same date, it held indirectly 15.25% of the capital of LISI S.A., i.e. in total 20.95% of the capital.

To the Company's knowledge, no other shareholders hold more than 3% of share capital or voting rights, be it directly or jointly (see also 1.3.2).

The percentage of share capital held by staff members is not significant (1.3% of the share capital).

1.3.1.2 Shareholders' agreement - concerted actions

There is no shareholders' agreement within LISI S.A. other than that mentioned in paragraph 1.3.1.4, and no shareholders (other than those listed in the above table) have reported that they have breached the threshold of between 3% and 5%, as provided for in the bylaws.

To the best of LISI's knowledge, on the date on which this document was drafted, there exists no action in concert, as defined in articles L233-10 and L233-11 of the French Commercial Code.

1.3.1.3 Pledging

To the Company's knowledge, no pure registered shares have been pledged as collateral.

1.3.1.4 Collective commitments to retain shares

"Dutreil" agreement (Article 885 I bis of the French General Tax Code) regarding LISI S.A. securities.

Under Article 885 I bis of the French General Tax Code ("CGI"), a commitment to retain shares was subscribed for a period of two years and one day from December 17, 2010 by *Compagnie Industrielle de Delle* ("CID"), Mr. Gilles Kohler, Mr. Jean-Philippe Kohler and Mr. Emmanuel Viellard. This commitment is renewed by tacit consent from one year to another as of December 19, 2012. This commitment involves 29,645,625 shares and 59,289,245 LISI S.A. voting rights, broken down as follows:

	Shares	% capital	Voting rights	% voting rights
CID	29,643,620	55.0%	59,287,240	69.60%
Mr. Gilles KOHLER	1,000	< 0.01%	1,000	< 0.01%
Mr. Jean-Philippe KOHLER	5	< 0.01%	5	< 0.01%
Mr. Emmanuel VIELLARD	1,000	< 0.01%	1,000	< 0.01%
TOTAL	**29,645,625**	**55.0%**	**59,289,245**	**69.60%**

So as to be able to benefit from the tax break as regards Solidarity Tax on Wealth, the *Compagnie Industrielle de Delle,* Mr. Gilles Kohler, Mr. Jean-Philippe Kohler and Mr. Emmanuel Viellard have individually made a commitment to keep their shares in LISI S.A. for a period of four years, on the expiry of the two-year retention period stipulated in the collective commitment.

"Jacob" agreement (article 787 B of the French General Tax Code) regarding LISI S.A. securities

Under Article 787 B of the French General Tax Code ("CGI"), a commitment to retain shares was subscribed for a period of two years and one day from July 5, 2016 by *Compagnie Industrielle de Delle* ("CID"), Mr. Gilles Kohler, Mr. Jean-Philippe Kohler and Mr. Emmanuel Viellard. The term of this commitment is firm and will therefore mature on July 4, 2018. This commitment involves 29,645,620 shares and 59,291,240 LISI S.A. voting rights, broken down as follows:

	Shares	% capital	Voting rights	% voting rights
CID	29,643,620	55.0%	59,287,240	69.60%
Mr. Gilles KOHLER	1,000	< 0.01%	1,000	< 0.01%
Mr. Jean-Philippe KOHLER	1,000	< 0.01%	1,000	< 0.01%
Mr. Emmanuel VIELLARD	1,000	< 0.01%	1,000	< 0.01%
TOTAL	**29,646,620**	**55.0%**	**59,291,240**	**69.60%**

So as to be able to benefit from the tax break as regards inheritance and gift tax, the Compagnie Industrielle de Delle, Mr. Gilles Kohler, Mr. Jean-Philippe Kohler and Mr. Emmanuel Viellard have individually made a commitment to keep their shares in LISI S.A. for a period of two years.

ON the date of this document, these commitments made under Article 885 I bis and Article 787 B of the French General Tax Code have been kept.

It is also stated that CIKO holds 48,030 CID shares for a total value amounting to 159,495 shares at December 31, 2016.

1.3.2 | LISI S.A. shareholding

The latest TPI analysis ("Identifiable bearer security"), conducted on February 13, 2017 enabled 4,174 shareholders to be identified.
Their breakdown is the following:

- reference shareholders: 68.1% of the share capital
- floating capital: 31.9% of the share capital of which 31.4% corresponding to 3,920 identified shareholders broken down as follows:
- French institutional investors: 207 holding 11.6% of the share capital;
- international institutional investors: 61 holding 16.8% of the share capital;
- French and international individual shareholders: 3,652 holding 1.7% of the share capital;
- "LISI en actions" Group Savings Plan (PEG): 1.3% of the share capital (representing 2,260 members).

1.3.3 | LISI S.A. treasury shares

AS at December 31, 2016, LISI S.A. held 1,119,422 of its own shares, or 2.1% of the share capital. No shares were cancelled. These shares are primarily intended to be used in the form of performance shares, as described in paragraph 2.7.2.2.

1.4 | RELATIONSHIP BETWEEN THE COMPANY AND ITS SUBSIDIARIES

LISI S.A. operates as a holding and support company for its subsidiaries. It manages its portfolio of interests, the funding of its operations and those of its subsidiaries, as well as exchange rate, interest rate and liquidity risks. If necessary, it can also grant loans to its subsidiaries and centralize the Group's cash flow surpluses, within the scope of a cash management agreement. These operations are charged at the market price plus a margin.

In France, LISI S.A. is the parent company of a Group consolidated for fiscal purposes. In accordance with the express provisions of the French Fiscal Consolidation Agreement, tax credit is retained by the parent company, and companies are not entitled to compensation should they leave the consolidation perimeter.

LISI S.A. offers its subsidiaries a number of services and skills relating to central functions, such as legal and fiscal support, financial support, management controls, procedures and audits, insurance management and assistance with human resources, health, safety, and environmental matters. The three divisions pay LISI S.A. a normal level of compensation for these services, based on the operating expenses incurred for the period, multiplied by a coefficient; these charge-backs are broken down proportionally to each division's added value.

Data with related companies are as follows:

	Amount concerning related companies	
(in €'000)	companies	with which the company has equity interests
ASSETS:		
Receivables related to equity holdings	57,865	-
Debtors and apportioned accounts	1,277	-
Cash advances to subsidiaries	399,705	-
Tax integration current account	0	-
LIABILITIES:		
Receivables related to equity holdings	11,910	-
Subsidiaries' financial assistance	220,007	-
Tax integration current account	7,843	-
Suppliers	228	-
INCOME STATEMENT:		
IT maintenance	18	-
Reserves for equity interests	1,910	-
Service and management fees invoices	9,049	-
Rental invoices	308	-
Miscellaneous chargebacks	937	-
Revenues from subsidiaries' loans and current accounts	4,335	-
Revenues from equity interest	22,001	-

Significant intra-group items include:

- ON THE assets side:
  - receivables relating to equity interests: LISI S.A. advanced, as a medium term loan, $60 million to its subsidiary Hi Shear Corporation due for repayment on May 2, 2026, to enable it to fund part of the acquisition in May 2016 of the subsidiary LISI MEDICAL Remmele:
  - the capital outstanding at December 31, 2016 was $60 million, i.e. €57 million,
  - cash advances to Group subsidiaries as part of the Group's cash agreement.
- On the liabilities side:
  - debts relating to equity interests correspond to a medium-term cash advance from the Turkish subsidiary FT BESTAS:
  - cash granted to group subsidiaries within the group cash management agreement;
  - the current accounts for the fiscal integration of tax receivables of the companies integrated within the Group.
- On the income statement:
  - invoices for services and management fees from LISI S.A. to its various subsidiaries;
  - the rents from the buildings leased to our subsidiary LISI AUTOMOTIVE Former;
  - dividends received by LISI S.A. for the financial year 2016.

These transactions are entered into under normal market conditions; in particular, they take into account costs that were actually incurred and are billed back.

1.5 | AUDITORS' FEES

The table below lists the fees paid to the Auditors appointed for certifying the Group's separate and consolidated financial statements. These are the fees paid for services rendered and recognized for the year 2016 in the financial statements of LISI S.A. and its subsidiaries, whose income statements for the year and balance sheets are fully consolidated.

The fees relative for tax services regarding the French or foreign companies, rendered by Bureau Francis Lefebvre or other consultancies, are not listed in this table:

	Ernst & Young		Exco Cap Audit		Foreign auditors	
	Amount		Amount		Amount	
(in €'000)	N	N-1	N	N-1	N	N-1
AUDIT						
Auditors, certification, review of individual and consolidated financial statements						
– Holding company	31	31	31	31		
– Fully consolidated subsidiaries	689	707	274	205	47	144
Other due diligence and services						
– Holding company	33	21	13			
– Fully consolidated subsidiaries	23	78	13	10	0	1
Sub-Total	**777**	**836**	**331**	**245**	**47**	**145**
OTHER SERVICES RENDERED BY THE NETWORKS TO THE FULLY CONSOLIDATED SUBSIDIARIES						
Legal, tax, and social						
Miscellaneous services						
Sub-Total						
TOTAL	**777**	**836**	**331**	**245**	**47**	**145**

2 | CORPORATE GOVERNANCE

LISI is a *société anonyme* (limited company) with a Board of Directors, governed by French law, in particular the provisions of Book II of the Commercial Code, and a number of provisions of the regulatory section of the French Commercial Code. The Company has set up measures aiming to comply with the market recommendations regarding the corporate governance principles (refer in particular to the Board Chairman's report).

The LISI Group is a member of the AFEP-MEDEF corporate governance code, whose recommendations it meets, except for those set out in paragraph 2.10 of this chapter, in accordance with the "Apply or explain" rule of the AFEP-MEDEF Code. Such membership has been confirmed by the Board of Directors.

At its meeting of February 17, 2016 and in accordance with the Company's bylaws, LISI's Board of Directors implemented the decision it had taken and announced on October 21, 2015 to separate the functions of Board Chairman from those of Chief Executive Officer and to appoint a Deputy CEO.

Thus, as from March 1, 2016:

- Mr. Gilles Kohler, Chairman and Chief Executive Officer of the company up to this date, no longer carries out the duties of CEO but remains the non-executive Chairman of the Board of Directors. In this role, he is in charge of the Company's governance, contributes to the formulation of strategy and oversees Group internal control.
- Emmanuel Viellard, previously Deputy Chairman & CEO, is now in charge of the Group's senior management. His main duties are to draw up Group strategy and present it to the Board of Directors for approval, oversee the implementation of the strategy once approved by the Board, manage the Company and its divisions, and ensure its development, cohesion and long-term sustainability.
- Jean-Philippe Kohler has been appointed Deputy CEO alongside Emmanuel Viellard and remains in charge of the Group internal auditing, now extended to finance, safety, environment and industrial management. He also retains responsibility for managing and coordinating Group Human Resources.

Moreover, at this meeting, the Board appointed independent director Lise Nobre to the post of Vice-Chairwoman, to back Gilles Kohler on corporate governance issues.

2.1 | RULES OF PROCEDURE

Article 1 – Purpose of the rules of procedures

1.1 The members of the Board of Directors are subject to the laws and regulations in force and to the bylaws of the Company.

1.2 These rules of procedure are intended, in the interest of the members of the Board of Directors of the Company and its shareholders:
- to remind the members of the Board of their different duties;
- to complete the legal and regulatory rules and by-law provisions, in order to clarify the operating procedures of the Board of Directors.

1.3 These rules of procedure shall be binding on all members of the Board of Directors.
If a member of the Board is a legal person, the provisions of these rules of procedure shall apply to its permanent representative as if he/she was a member of the Board in his/her own name, without prejudice to the obligation for the legal entity he/she represents to comply with the obligations set out in these rules of procedure.

1.4 All members of the Board are deemed, upon taking office, to adhere to these rules of procedure and shall abide by all of their provisions.

1.5 A copy of these Board of Directors' rules of procedure shall be given to each director, Chief Executive Officer and, if applicable, to each Deputy CEO at the time of their appointment.

TITLE I - COMPOSITION OF THE BOARD OF DIRECTORS

Article 2 – Composition of the Board of Directors

2.1 The Board of Directors is composed of at least three members and at most 18 members, to which can be added, if applicable, employee representatives appointed in accordance with legal provisions.

2.2 The directors may be:
- natural persons; or
- legal entities. In this case, they must, upon appointment, designate a permanent representative, subject to the same conditions and obligations and who shall have the same responsibilities as if he/she were a director in his/her own name, without prejudice to the joint liability of the legal entity he/she represents.

2.3 At least one third of directors must be independent members.
In general, is considered independent any director who has no relationship of any kind with the Company, the Group or its senior management, that could compromise the exercise of his freedom of judgment.

2.4 A director is considered independent when he/she meets all of the following conditions:
- he/she was not, in the five years preceding his/her first appointment as a corporate officer of the Company, an employee or officer of the Company or a Group company and was not, at the time of his/her appointment, an employee of the Company or an employee or officer of a Group company;
- he/she is not a corporate officer of a company in which the Company directly or indirectly holds a directorship or is a member of the supervisory board;
- he/she is not a major client, supplier, investment banker or financial banker significant for the Company or its Group, or for whom the Company or its Group represents a major portion of business;
- in respect of the directors exercising functions in one or several banks, they should not have participated (i) in the preparation or solicitation of service offerings by one of the banks from the Company or a Group company (ii) in the work of one of these banks in case of execution of a mandate given to the bank by the Company or a Group company or (iii) in a vote on any resolution concerning a project in which the bank concerned would or could be concerned as an advisor;
- he/she has no close family ties with a corporate officer of the Company or a Group company;
- he/she has not been auditor of the Company over the last five years;
- he/she has not been a member of the Company's Board for over 12 years, provided that the loss of independent membership will intervene only after the expiry of the term during which the period of 12 years has been exceeded;
- he/she is not a major shareholder of the Company.

The Board of Directors may, however, consider that a director, although not fulfilling any of the above criteria, can still be classified as independent given his/her particular circumstances. In this case, the Board will explain its decision in the annual report presented to the meeting of shareholders.

2.5 Each year, the independent status of each director shall be discussed by the Nominations Committee and considered on a case by case basis by the Board of Directors in light of the above criteria.
The independent status shall also be discussed at the appointment of a new director and on the reappointment of directors.

The findings of the review of the classification as independent by the Board of Directors are made available to shareholders in the report of the Chairman of the Board at the annual general meeting of the Company.

2.6 The Board of Directors chooses among the independent directors one lead independent director. His task is to serve as interface between the Management of the Company and all the independent directors. He ensures the proper operation of the governance bodies of the Company.

TITLE II - POWERS OF THE BOARD OF DIRECTORS, THE CEO AND THE DEPUTY CEO - OPERATIONS SUBJECT TO PRIOR APPROVAL OF THE BOARD OF DIRECTORS

Article 3 – Powers of the Board of Directors resulting from legislative and regulatory provisions in force

3.1 The Board of Directors determines the Company's business orientations and ensures their implementation. Subject to the authority explicitly granted to Shareholders' General Meetings and within the limits of the corporate objective, it rules over any issue regarding the proper operation of the Company and deliberates to solve the issues that concern it.

3.2 In particular and without this list being exhaustive, the Board of Directors in accordance with laws and regulations in force and under the conditions and in the manner determined appropriate by the present rules of procedure of the Board:

- is competent to convene the Shareholders' General Meeting of the Company and set its agenda;
- approves the strategic plan and annual budget of the Group presented by senior management and any amendment to the budget;
- prepares the separate and consolidated financial statements and establishes the annual management report;
- authorizes the agreements referred to in Article L. 225-38 of the French Commercial Code;
- selects the means of exercising the senior management of the Company, in accordance with Article 13 of the bylaws;
- appoints or dismisses:
  - the Chairman of the Board of Directors;
  - where applicable, the Vice-chairman of the Board;
  - the CEO; and
  - if applicable, on the proposal of the CEO, the Deputy CEO(s);
- determines the powers of the CEO and, where appropriate, in agreement with the latter, those of the deputy CEO(s);
- can co-opt a director;
- sets the remuneration of the Chairman of the Board, the CEO and, if applicable, the Deputy CEO(s);
- appoints the members of the committees established in accordance with the law, the Company bylaws and these rules of procedure;
- divides the directors' fees among the directors in accordance with these rules of procedure;
- approves the report of the Chairman of the Board regarding the operation of the Board, internal control and risk management;
- may decide on the issuance of debt securities not convertible into shares;
- authorizes the CEO of the Company, with powers to sub delegate, to provide guarantees and endorsements by fixing, for each year, an overall cap, and if necessary, a maximum amount per transaction.

3.3 Besides, the Board of Directors carries out any controls or checks that it deems necessary. It verifies that each director receives all necessary information and any documents that it considers useful or necessary for the accomplishment of his/her duties.

3.4 Generally, the Board:

- is kept informed by its Chairman, the CEO of the Company or, if available, the Deputy CEO(s) of the Company and the committees of the Board, of all significant events concerning the business performance of the Company and the Group;
- ensures that the shareholders receive the proper information, in particular through its verification of the information provided to it by the management of the Company; and
- ensures that the Company has the required procedures for identifying, evaluating and monitoring its commitments and risks, including off-balance sheet commitments, and adequate internal control.

Article 4 – Transactions subject to prior approval of the Board of Directors as part of the internal organization of the company and the Group

4.1 In addition to legislative and regulatory requirements for prior authorization of the Board and as part of the internal organization of the Company and the Group, the following transactions shall be subject to prior express approval of the Board before being taken by the CEO of the Company or, if appropriate, by a Deputy CEO:

- decisions to take or transfer all significant interests in any existing or future companies, to create any company, group or organization, to subscribe to any issue of shares, stocks or bonds, excluding cash transactions;
  - decisions on a significant presence in France or outside France;
  - directly by creating a site, a branch, a direct or indirect subsidiary, or
  - indirectly through equity interests;
  - and decisions to close such sites in France or outside France;
- significant transactions that may affect the Group's strategy and modify its financial structure or scope of activity.

4.2 Similarly, any significant industrial or commercial project shall be subject to the express prior approval of the Board before being initiated by the CEO of the Company or, if appropriate, by a Deputy CEO.

4.3 The transactions referred to in the above two paragraphs (4.1 and 4.2) are deemed "significant" when they exceed the unitary amount of €15 million.

Before being submitted to the approval of the Board, any project of such a "significant" nature must have been presented to the Strategic Committee for opinion.

4.4 The Board is also systematically asked to approve explicitly beforehand each of the following decisions and, provided it is, for the Company or for one of the Group companies, in an amount equal or greater than €50 million:

- grant or take out any loans, borrowings, credit and advances;
- acquire or dispose of any receivables, by any means whatsoever.

4.5 Requests for prior, explicit approvals are:

- listed on the agenda of the Board meeting during which they will be addressed; and
- handled during the meeting of the Company's Board of Directors;
- recorded in the minutes of Board deliberations.

Article 5 – Powers of the CEO and, if any, of the Deputy CEOs – specific limitations placed by the Board on the powers of the CEO and, if necessary, on those of the Deputy CEOs

5.1 The powers that are, under the laws and regulations in force and the bylaws of the Company and the present rules of the Board:

- neither reserved to the Board;
- nor reserved to the Shareholders' General Meetings of the Company;

are vested in the CEO of the Company and, if applicable, the Deputy CEOs.

When deciding to appoint the CEO or, if applicable, a Deputy CEO, specific limits may eventually be set by the Board of Directors to the powers of the CEO of the Company or, if applicable, the Deputy CEO.

This section of the rules of procedure of the Board of Directors is updated on the date of the Board's decision to integrate said specific limits.

The Board of Directors may further limit for a particular transaction, the scope of the powers of the CEO or a Deputy CEO. If necessary, these limits shall be set in the minutes of the Board authorizing the transaction.

TITLE III - OPERATION OF THE BOARD

Article 6 – Role of the Chairman of the Board

6.1 The Chairman of the Board of Directors or, if applicable, the Vice Chairman of the Board, organizes and directs the work of the Board and reports to the Company's Shareholders' General Meeting.

6.2 The Chairman of the Board of Directors proposes to the Board of Directors to appoint the Secretary of the Board.

The Secretary of the Board is not required to be a member of the Board. If the Secretary is not a member of the Board, he/she is nevertheless subject to the same confidentiality obligations as the members of the Board of Directors.

6.3 The Chairman of the Board ensures the proper operation of the Company's bodies, particularly the committees of the Board.

6.4 The Chairman of the Board ensures that the members of the Board are able to fulfill their duties, especially in committees.

6.5 The Chairman of the Board is at every opportunity available to the members of the Board who may submit any question about their duties.

6.6 The Chairman of the Board ensures that its members devote the time necessary to issues relating to the Company and the Group.

6.7 The Chairman of the Board is the only individual who can speak on behalf of the Board.

6.8 In accordance with the laws and regulations in force, the Chairman of the Board reports in a report to the Shareholders' General Meeting of the Company:

- the composition of the Board;
- the conditions applicable to the preparation and organization of the Board's work;
- the internal control and risk management procedures in place, detailing notably the procedures relating to the preparation and processing of accounting and financial information for the Company's separate and consolidated financial statements.

Article 7 – Frequency of the Board meetings

7.1 The Board of Directors meets at least five times a year and as often as the interests of the Company require.

7.2 The number of Board meetings and meetings of Board committees held during the year must be indicated in the report of the Chairman of the Board to the Shareholders' General Meeting, which must also give shareholders all material information regarding the participation of members of the Board in these sessions and meetings.

7.3 Once a year at least, the directors meet without the presence of the executive members of the Company. At this meeting, they may request the presence of the auditors or any other person to collect the information necessary for the proper performance of their duties.

Article 8 – Notices of Board of Directors' meetings and right to information

8.1 The Board is convened by the Chairman of the Board or, in his absence, the Vice-Chairman.

8.2 At least one third of the directors may ask the Chairman to convene the Board on a specific agenda if the Board has not met for more than three months.
The CEO or, where appropriate, a Deputy CEO, may also ask the Chairman to convene the Board of Directors on a specific agenda.

In both cases, the Chairman of the Board is bound by the requests made to him/her and has to convene the Board within seven days of the request. This period may be shortened in case of emergency.

8.3 Meetings are called by any written means. The deadline for convening the Board of Directors is 15 calendar days. This period may be shortened in case of justified emergency.
The Board may deliberate in the absence of notice if at least three-quarters of its members are present or represented.

8.4 Except in case of emergency, the members of the Board receive the agenda of the session of the Board with the notice and the elements of information then available.
The entire documentation necessary for enlightening the directors and enabling them to make an informed decision about the items on the agenda will be supplied at least three days before the relevant meeting, except for the July meeting devoted to the review of interim financial statements, where the deadline is shortened to two days because of the particularly short deadlines provided that month to close the said accounts.

Thus, any director may object to the review of an item that has not been documented beforehand, except in urgent cases as indicated above.

Article 9 – Venue of the meetings

Meetings of the Board of Directors take place, preferably, in the administrative offices of the Company or in any other venue specified in the notice.

Periodically, a meeting shall be organized in a Group production unit so that the directors can understand what the manufacturing conditions are and what capital expenditures are to be made.

Article 10 – Agenda

10.1 The Board of Directors is convened on a specific agenda.

10.2 Each director has the freedom and responsibility to ask the Chairman of the Board to include in the draft agenda certain items if he/she believes that they are the responsibility of the Board.

10.3 Once a year at least, the Board is invited by the Chairman to conduct a review of its procedures.

Article 11 – Participation of the Board members in Board meetings

11.1 Each director has the opportunity to be represented at Board meetings by another administrator.
Each director may only represent one director during the same session of the Board.

The proxy must be in writing, by letter, fax or email, the signed proxy being in such a case attached to the said email.

Article 12 – Use of means of video-conference and telecommunications

12.1 The members of the Board may attend the Board meeting by videoconference or telecommunications.

12.2 In accordance with the laws and regulations in force, this mode of participation is not applicable when preparing the separate and consolidated financial statements or when establishing the separate and consolidated management reports.

12.3 This method of participation is not applicable for the adoption of the following decisions:
- the appointment and dismissal of the Chairman and Vice-Chairman of the Board of Directors;
- the appointment and dismissal of the CEO and, where applicable, of the Deputy CEO(s).

12.4 The means used should enable the identification of participants and ensure their effective participation in the meeting of the Board, that is to say at least transmit the participants' voice and meet the technical requirements for continuous retransmission and simultaneous deliberations.

12.5 The members of the Board who wish to participate in a Board meeting by videoconference or by telecommunications should specify it in writing to the Chairman at least 24 hours before the date of the Board meeting.

12.6 The Board members participating in the meeting by videoconference or telecommunications are deemed present for the quorum and majority.

12.7 The necessary steps must be taken to allow the identification of each speaker and the verification of the quorum.

12.8 In accordance with the laws and regulations in force, the minutes of deliberations mentions the participation of members of the Board by videoconference or telecommunications. It must also state the possible occurrence of a technical problem relating to the videoconference or telecommunications if ever such an incident disrupted or interrupted the course of the session.

In case of occurrence of such an incident, the items processed after the disruption or the interruption of the transmission will be ruled upon again.

12.9 The Board members participating by videoconference or telecommunications shall sign the minutes of the deliberations at the next session.

Article 13 – Rules relating to the adoption of decisions

13.1 Voting

- Voting is by a show of hands;
- If a Director so requests, the Board shall organize a recorded vote or a secret ballot;
- If requests for a recorded vote and a secret ballot are submitted for the same item, secret ballot voting takes priority.

13.2 Majority requirements

- Decisions are taken by a majority of the members present or represented at the vote. In case of a tie vote, the Chairman has the casting vote.

- Pursuant to Article 11 of the bylaws, resolutions shall be taken by a three-fourths majority vote of the members present or represented, as regards the following questions:
  - calculation of amortization and depreciation expenses and of provisions, notably for the calculation of provisions for impairment in value of acquisitions;
  - proposals to be made at the Ordinary Shareholders' General Meeting for the appropriation of the results of the past year;
  - text of resolutions to be submitted to an Extraordinary General Meeting;
  - replacement of a deceased or resigning director.

Article 14 – Third party participation in Board meetings

Invitations

14.1 Depending on the issues on the agenda, the Chairman of the Board may decide, in particular on a proposal a Board member, to invite any person he/she deems useful, whether or not an employee of the Company, to present a case or to inform the preparatory discussions prior to the deliberations.

Auditors

14.2 The auditors are mandatorily invited to all Board meetings during which are reviewed the annual or interim financial statements, whether consolidated or not.

14.3 The auditors may be invited to any Board meeting.

14.4 The auditors are convened at the same time as the members of the Board, but their notice is sent by registered letter with acknowledgement of receipt when their participation is mandatory.

Confidentiality obligation

14.5 In case a third party who is not a member of the Board is invited to a Board meeting or to the preparatory work for such a meeting, the Chairman of the Board shall remind him of his obligations of confidentiality relating to the information gathered at the Board meeting or prior to it.

Article 15 – Attendance record – Minutes

15.1 An attendance record is held which is signed by the members of the Board attending the meeting of the Board.

15.2 The draft of the minutes of the previous deliberations of the Board are sent or provided to all members of the Board at the latest together with the notice convening the next meeting.

Article 16 – Directors' fees paid to members of the Board

16.1 In accordance with legal and regulatory provisions and the provisions of the bylaws of the Company, the Shareholders' General Meeting may allocate to the members of the Board, as remuneration for their activity, as attendance fees, an overall annual sum. This amount is proposed by the Compensation Committee and submitted to the Shareholders' General Meeting by the Board.

16.2 An equivalent amount of attendance fees is set for each Board or Committee meeting. This amount is allocated to the directors based on their attendance at meetings of the board or the committees to which they belong.

TITLE IV – COMMITTEES OF THE BOARD OF DIRECTORS

Article 17 – Standing committees

17.1 The Board of Directors establishes four standing committees:

- an Audit Committee;
- a Compensation Committee;
- a Nominations Committee;
- a Strategic Committee.

17.2 The Board may, if necessary, subsequently establish other committees of the Board. In this case, these rules will be amended in order to specify the duties, resources, composition and rules of operation of these new committees.

Article 18 – Rules common to all standing committees

18.1 The task of the committee is to provide in-depth analysis and reflection through thorough discussions of the Board and to assist in the preparation of decisions of the latter.

The committees have no power of decision and the opinions, proposals and recommendations that the committees submit to the Board are not binding on it in any way.

18.2 The committee members must be directors and are appointed personally by the Board.

A permanent representative of a legal entity that is also a director may be designated as a member of a committee, provided that the change of the permanent representative causes immediate loss of membership of a committee.

18.3 The committee members may be reappointed.

18.4 A person may be a member of several committees.

18.5 Directors who would be appointed to one or more committees shall be appointed for the term of their directorship.

18.6 The Board may dismiss ad nutum each member of a committee, without the need to justify such dismissal.

18.7 The Board shall appoint from among the members of a committee the person who will serve as chairman of such committee.

18.8 Each committee determines the frequency of its meetings, which are held at the place indicated in the notice, and may meet at any time at the request of its Chairman, of a majority of its members, the Chairman of the Board or one third of the directors.

18.9 The author of the notice sets the agenda of the meeting.

18.10 A committee may meet only if more than half of its members are present, by any means permitted by the laws or regulations in force, by the provisions of the bylaws or by those of the present rules of procedure for the participation of Board members at its meetings.

18.11 The opinions, proposals and recommendations of each committee will be adopted by a majority of members of this committee who are present.

The chairman of each committee shall have a casting vote in case of a tie.

18.12 The Chairman of a committee may invite all directors to attend one or more sessions of the Committee and any other person whose presence is useful or necessary to debate items on the agenda of the session of the committee concerned.

Only members of a committee take part in its deliberations.

18.13 Each committee shall draw up minutes of its meetings.

These minutes are transmitted to all members of the committee.

18.15 In its field of competence, each committee issues proposals, recommendations or opinions. To this end, it may propose to the Board of Directors to cause to conduct, at the expense of the Company, any internal or external surveys that can inform the deliberations of the Board.

It can also hear one or more members of the senior management of the Company, including the CEO or, if applicable, the Deputy CEOs.

It reports to the Board of Directors, through the voice of its Chairman or, in his absence thereof of any other member designated for this purpose, its work at each meeting of the Board of Directors.

18.16 Each committee rules as necessary on its other operating procedures.

Each committee periodically ensures that its rules and operating procedures allow it to assist the Board of Directors to deliberate validly on the issues of its competence.

AUDIT COMMITTEE

Article 19 – Duties of the Audit Committee

19.1 The Audit Committee's primary duties include reviewing the accounts and monitoring the issues relating to the preparation and control of accounting and financial information.

AS such, it is responsible for:

- reviewing the draft separate and consolidated financial statements, interim and annual, before submission to the Board, including ensuring the relevance and consistency of the accounting policies adopted to prepare the separate and consolidated financial statements and examining any difficulties encountered in the application of the accounting policies;
- reviewing the financial documents issued by the Company upon closing the annual and interim financial statements;
- assessing the reliability of the systems and procedures that contribute to the preparation of financial statements and the validity of decisions taken to handle significant transactions;
- monitoring the legal verification of the annual financial statements and consolidated financial statements by the auditors.

19.2 The Audit Committee also has the task of verifying the effectiveness of the Company's internal control and risk management systems.

AS such, it is responsible for:

- reviewing, with the heads of the Group's internal audit, the organization of internal control, its functioning and the procedures in place;
- examining, with the heads of the Group's internal audit:
  - the recommendations and objectives regarding internal control;
  - the monitoring of interventions and actions by the officials concerned within the Group;
- reviewing the results of the internal audit;
- checking that the procedures used by the internal audit that contribute to the Company's financial statements accurately reflect the reality of the Company and comply with its accounting principles;
- reviewing the adequacy of the analytical and risk monitoring procedures, ensuring the establishment of a process of identification, quantification and prevention of major risks arising from the Group's activities;
- examining the draft report of the Chairman of the Board of Directors on internal control and risk management procedures.

19.3 The Audit Committee is also responsible for checking the effectiveness of the external control of the Company.

AS such, it is responsible for:

- issuing a recommendation on the auditors proposed for appointment by the Shareholders' General Meeting of the Company;
- ensuring the independence of the Company's auditors;
- ensuring the adequacy of the remuneration of the auditors of the Company for the actual accomplishment of their task, a remuneration that should be sufficient so as not to undermine their independence and objectivity;
- reviewing each year, with the auditors, their intervention plans, the conclusions of their interventions, their recommendations, and the way they are adhered to.

19.4 The Audit Committee regularly reports to the Board of Directors on the performance of its duties and informs it promptly of any difficulties encountered. These reports are the subject of records provided to directors at the relevant meetings of the Board of Directors.

Article 20 – Means available to the Audit Committee

20.1 In accordance with applicable laws and regulations and the provisions of the bylaws and these rules, the Audit Committee in general and each of its members in particular may request copies of information they find relevant, useful or necessary for the performance of their tasks.

20.2 In accordance with applicable laws and regulations and the provisions of these rules, the Audit Committee may request to proceed with the hearing of the auditors or hear players of the Company including members of the senior management, and in particular the CFO. These hearings may be held, if necessary, without the presence of members of senior management.

20.3 In accordance with applicable laws and regulations, the Audit Committee may, if it deems necessary, engage into an independent investigation.

20.4 In general, the Audit Committee will be informed by senior management of the Company and the auditors of any event that may expose the Company, the Group or any of the Group entities, to significant risk.

The appreciation of the significance of the risk shall be the task of senior management of the Company or the auditors, under their own responsibility.

Article 21 – Composition of the Audit Committee

21.1 The Audit Committee is composed of at least three members, including its chairman.

21.2 The Chairman of the Board of Directors and, in the event that the CEO's functions would be exercised by a director other than the Chairman of the Board, the CEO, cannot be members of the Audit Committee.

21.3 The majority of members of the Audit Committee, including its Chairman, must be independent directors, in accordance with the criteria defined in paragraph 2.4.

The members of the Audit Committee are chosen for their expertise in financial matters.

Article 22 – Operation of the Audit Committee

22.1 The Audit Committee meets at least twice a year prior to the closing of the annual and interim financial statements.

22.2 The Audit Committee may also meet whenever a Board decision is necessary and within the competence of the Committee.

22.3 The operation of the Audit Committee is governed by the laws and regulations in force as well as the provisions of the bylaws and rules of procedure and in particular Article 18.

COMPENSATION COMMITTEE

Article 23 – Tasks of the Compensation Committee

23.1 The Compensation Committee has the task of formulating to the Board of Directors the recommendations and proposals for members of the Board who would be beneficiaries:

- the allocation of directors' fees;
- all elements of remuneration of senior management of the Company, including the conditions applicable at the end of their mandate;
- changes or potential changes to the pension and benefit plans covering members of senior management of the Company;
- benefits in kind and other pecuniary rights;

23.2 The Compensation Committee is also tasked with formulating to the Board recommendations the performance criteria to apply, if any, when granting or exercising any share subscription or purchase options, as well as when allocating free shares at Group level.

23.3 The Compensation Committee may also issue to the senior management of the Group opinions or recommendations on:

- the executive remuneration policy;
- all incentive mechanisms in favor of the Group companies' executive staff.

Article 24 – Composition of the Compensation Committee

24.1 The Compensation Committee is composed of at least three members, including its chairman.

24.2 The Chairman of the Board of Directors and, in the event that the CEO's functions would be exercised by a director other than the Chairman of the Board, the CEO, cannot be members of the Compensation Committee.

24.3 The majority of members of the Compensation Committee, including its Chairman, must be independent directors, in accordance with the criteria defined in paragraph 2.4.

Article 25 – Operation of the Compensation Committee

25.1 The Compensation Committee meets at least once a year to establish all the components of the remuneration of senior management of the Company to submit for the approval of the Board.

25.2 The Compensation Committee may also meet whenever a Board decision is necessary and within the competence of the Committee.

25.3 The operation of the Compensation Committee is governed by the laws and regulations in force as well as the provisions of the bylaws and rules of procedure and in particular Article 18.

NOMINATIONS COMMITTEE

Article 26 – Tasks of the Nominations Committee

The Nominations Committee has the following missions:

- to assist the Board in selecting members of the Board of Directors, members of the Board's committees and the Chairman, the CEO and, if appropriate, the Deputy CEOs;
- to select potential members of the Board who meet the independence criteria and to submit the list to the Board;
- to prepare the succession of members of senior management of the Company;

Article 27 – Composition of the Nominations Committee

27.1 The Nominations Committee is composed of at least three members, including its chairman.

27.2 The Chairman of the Board of Directors and, in the event that the CEO's functions would be exercised by a director other than the Chairman of the Board, the CEO, cannot be members of the Nominations Committee.

Article 28 – Operation of the Nominations Committee

28.1 The Nominations Committee may also meet whenever a Board decision is necessary and within the competence of the Committee.

28.2 The operation of the Nominations Committee is governed by the laws and regulations in force as well as the provisions of the bylaws and rules of procedure and in particular Article 18.

STRATEGIC COMMITTEE

Article 29 – Tasks of the Strategic Committee

29.1 The Strategic Committee ponders and expresses its opinion on:
- the strategic direction of the Company and the Group;
- the Group's development policy.

29.2 The Strategic Committee reviews and examines:
- draft strategic agreements and partnership projects;
- the acquisitions and the growth transactions affecting the Group's structures, including proposed acquisitions of significant assets; significant presence in France or overseas projects; projects to create significant subsidiaries; the planned investments or disposals of significant shareholdings and generally any significant project of any nature whatsoever.
  A project presented by senior management is material when the financial exposure of the Company or the Group exceeds the sum of €15 million.

29.3 In general, the Strategic Committee gives its opinion on any other strategic issues the Board of Directors submits it.

Article 30 – Composition of the Strategic Committee

The Strategic Committee is composed of at least three members, including its chairman.

The senior management of the Group is part of the Strategic Committee.

Article 31 – Operation of the Strategic Committee

31.1 The Strategic Committee meets at least once a year to establish all the components of the remuneration of senior management of the Company to submit for the approval of the Board.

31.2 The Strategic Committee may also meet whenever a Council decision is necessary and within the competence of the Committee.

31.3 The operation of the Strategic Committee is governed by the laws and regulations in force as well as the provisions of the bylaws and rules of procedure and in particular Article 18.

TITLE V – ADAPTATION AND AMENDMENT OF THE RULES OF PROCEDURE

Article 32 – Adaptation and amendment of the rules of procedure

These rules of procedure may be adapted and modified by decision of the Board taken by a simple majority of directors present or represented at the meeting of the Board, it being specified, however, that the provisions of these rules that describe certain statutory provisions can only be changed as long as the corresponding provisions of the articles have been previously modified by the Extraordinary General Meeting of the Company.

APPENDIX – DIRECTORS' CHARTER

PREAMBLE

LISI directors undertake to adhere to the guidelines contained in this Charter and to implement them.

This charter is established to allow directors to fully exercise their skills and ensure the full effectiveness of the contribution of each of them to the work of the Board of Directors, while abiding by the rules of independence, ethics and integrity that bind them.

Article 1 – Corporate administration and interests

The director shall act at all times in the corporate interests of the Company and regardless of his/her mode of designation, see himself/herself as representing all shareholders.

Article 2 – Compliance with legal requirements and the Company's bylaws

The director must take the full measure of his/her rights and obligations. He/She must know and respect the laws and regulations relating to his/her function, and the rules applicable to the Company resulting from its bylaws and the rules of procedure of the Board.

Article 3 – Exercise of functions: guidelines

The Director shall fulfill his/her duties with independence, loyalty and professionalism.

Article 4 – Independence, conflict of interest and duty to speak

The Director shall preserve in all circumstances his/her independence of analysis, judgment, decision and action. It is forbidden to be influenced by any element foreign to the corporate interests he/she seeks to uphold.

The director tries to avoid conflicts that may exist between his/ her moral and material interests and those of the Company. He/She informs the Board of any conflict of interest in which he/she may be directly or indirectly involved. In cases where he/she cannot avoid being in a conflict of interest, he/she will refrain from participating in discussions and any decision on the matters concerned.

He/She has a duty to clearly express his/her questions and his/ her opinions and strives to convince the Board of the relevance of his/her positions. In case of disagreement, he/she ensures that the latter are explicitly recorded in the minutes of the Board meetings.

Regarding employee directors ceasing to serve on the Board, they are committed to taking the necessary steps to ensure their independence and ensuring professional development in line with their skills.

Article 5 – Loyalty, good faith and reserve

The Director acts in good faith in all circumstances.

He/She does not take any initiative which might harm the interests of the Company and he/she alerts the Board on any item he/she is aware of that may appear to him/her likely to affect such interests.

He/She is committed to fully respect his/her duty of confidentiality in respect of information and debates in which he/she participates and respects the confidentiality of all information provided to him/her in connection with his/her functions, as indicated in the rules of procedure.

He/She shall not use any inside information to which he/she may have access for personal gain or for the benefit of anyone. In particular, where he/she holds non-public information regarding the Company where he/she exercises his/her term of office, he/she refrains from using it to deal or cause a third party to deal in the securities thereof.

Article 6 – Professionalism and involvement

Directors undertake to devote the necessary time and attention to their duties.

They inquire about the jobs and the specifics of the Company, its challenges and its values, including by questioning its leaders and strive to obtain in a timely manner the elements they considers essential to be informed and able to deliberate knowingly on the Board.

They take part in Board Meetings regularly and diligently and attend, to the extent possible, the Shareholders' General Meetings.

To assist them in their task, the Company, upon appointment, offers them an integration program allowing them to better understand the various lines of business of the Group, its organization, its commercial and technical issues and industrial processes.

This program may include in particular the visit of a production site.

Article 7 – Participation in the work of the Board

The directors contribute to the collegiality and efficiency of the work of the Board and the Board Committees. They make any recommendation they find likely to improve the working methods thereof, especially during the periodic evaluation of the Board.

They accept the evaluation of their own actions on the Board.

They ensure, along with the other Board members, that the inspection tasks are completed effectively and without hindrance. In particular, they ensure that procedures are in place in the company's procedures for monitoring compliance with laws and regulations in letter and spirit.

They ensure that the positions adopted by the Board, particularly as regards the approval of the accounts, the strategic plan, the budget, the resolutions to be submitted to the Shareholders' General Meeting and the important issues concerning corporate life, are the subject of formal decisions, properly motivated and transcribed in the minutes of its meetings.

Article 8 – Obligations regarding the holding of Company securities

As part of these rules and to comply with the governance rules established by AFEP-MEDEF, each director, other than employee representatives, agrees to acquire a number of shares corresponding to a year's attendance fees and retain them in registered form.

In accordance with the laws and regulations in force, each member of the Board of Directors:
- undertakes to comply with the reporting obligations vis-à-vis the AMF;
- also undertakes to immediately inform the Company of any acquisition, sale, subscription or exchange of shares of the Company as well as of related financial instruments, whether the operation is carried out directly or indirectly, by persons closely associated with members of the Board of Directors in accordance with laws and regulations in force.

In addition, members of the Board and persons related to them under applicable laws and regulations should not trade in the securities of the Company:
- during the 30 calendar days preceding the date of publication of annual and interim consolidated results; and
- during the 15 calendar days preceding the date of publication of quarterly revenue.

2.2 | ACTIVITIES OF THE BOARD AND COMMITTEES DURING THE YEAR

2.2.1 | Activities of the Board in 2016

The Board met seven times during financial year 2016 and the rate of meeting attendance of its members was 96%.

The Board discussed the key topics and took the major decisions listed below:

- At the meeting of February 17, 2016, during which the non-executive directors were able to meet in the absence of executive directors, the Board signed off on the LISI Group's separate and consolidated financial statements. It set the amount of the bonuses on targets awarded to LISI executives for 2015, as well as their fixed remuneration for 2016; it also decided on the final allocation of the performance shares awarded to Group Managers in accordance with the initial rules laid down at the Board meeting of October 24, 2013.

During this meeting, the Board also unanimously decided that the Senior Management should be exercised by separating the role of Chairman of the Board of Directors, entrusted to Gilles Kohler, and that of the General Operating Management to be assumed by Emmanuel Viellard, as CEO, and Jean Philippe Kohler, as Deputy CEO, as from March[1], 2016.

- At its meeting of March 22, 2016, the Board reported on the progress of the acquisition of the company Remmele Medical Operations within the minimally-invasive surgical sector. This American company fits in perfectly with the strategic plan of the Group's Medical division, thereby enabling it to reach the critical size desired. On the basis of the elements presented by the senior management of the Company, the Board confirmed the terms and the acquisition price envisaged in the takeover offer made to the seller, the ALCOA group.

- At its meeting of April 28, 2016, the Board ratified the terms of the projects to sell two of the Group's small sites which do not fall within its core business. It also examined changes in the files on the recovery of the entities whose results show problems of concern. The directors then visited the automotive site at Melisey (Haute-Saône) specialized in safety parts for the major international parts manufacturers.

- At its meeting of June 14, 2016, the Board examined a file on an acquisition in the automotive sector which would enable the division to set up in North America, a territory in which it is currently absent and which was considered as a priority in the latest strategic plan.

- At its meeting of July 28, 2016, the Board approved the LISI Group's separate and consolidated financial statements for the first half-year; it took note of the information provided by the senior management on specific technical, commercial and industrial issues relating to different Group entities. Lastly, the Board reviewed the changes in the files and the major projects brought up at previous meetings.

- At its meeting of October 26, 2016, the Board listened to the presentation of all the Group's strategic orientations at the time of the annual review devoted to this subject. It emphasized the quality of this presentation which takes in the Group's vision and objectives in the medium and long term, the risks to which it could be confronted such as the growth and profitability issues to be raised.

- The last meeting of the year which was held on December 20, 2016, was reserved for the presentation of the Company's budget for the coming year and the annual review of its governance.
  On this latter subject and within the scope of the Company's obligation to gender equality on the Board and the consequences of failing to comply with this, the Board examined then confirmed the application of a new female director recommended by the Nominations Committee. On the other hand, it asked the Chairman to continue to look for new applicants more particularly specialized in the medical field.
  Finally, the Board set up a new performance share allocation plan called 16C18 and laid down the rules applicable to it including the precise performance criteria.

2.2.2 | Committee activities in 2016

Board Committees met six times during the financial year 2016 and the rate of meeting attendance of its members was 100%.

- **Audit Committee:** the Committee met twice in 2016.
  It heard the Auditors report on the performance of their task and was informed by the Company's Internal Control Manager. Information relating to the consolidation perimeter and to the off-balance sheet risks described in the appendix to the consolidated financial statements was sent to the Audit Committee, which submitted a report on its work to the Board of Directors. The Committee also reviewed the impairment tests, the control of the Group's major investments and the risk of competing technological developments.

- **Compensation Committee:** the Committee met twice in 2016.
  It presented its recommendations to the Board on the rules on compensation for the members of the Senior Management of LISI S.A., set as variables. The Committee also proposed to the Board the conditions for awarding the 2013 and 2016 performance share plans.

- **Strategic Committee:** the Committee met twice in 2016.
  It reviewed the Group's 2016-2020 strategic plan presented by the senior management of LISI S.A., together with the leaders of the Aerospace and Automotive divisions and approved the strategic

orientations that were exposed to it in detail as well as the key figures in this plan. It also took note of the key issues that derived and that senior management intends to address during financial year 2017.

- **Nominations Committee:** the Committee met once in 2016.

2.3 | EMPLOYEES

2.3.1 | Headcount

2.3.1.1 Registered employees at period end by category

The table below shows the breakdown of Group staff by category:

	12/31/2016	12/31/2015	Difference N/N-1
Management	1,174	1,064	10.3%
Supervisors	895	841	6.4%
Staff and workers	9,518	9,018	5.5%
TOTAL	**11,587**	**10,923**	**6.1%**

2.3.1.2 Registered employees at period end by division

The table below shows a breakdown of Group staff by business activity:

	2016	2015	Difference N/N-1
LISI AEROSPACE	7,386	7,087	4.2%
LISI AUTOMOTIVE	3,265	3,241	0.7%
LISI MEDICAL	915	573	59.7%
Holding company	21	22	(4.5%)
TOTAL	**11,587**	**10,923**	**6.1%**
Temporary workers engaged	1,156	680	70.0%

2.3.1.3 Geographic distribution of the head count

The table below shows the breakdown of staff by geographic area:

	2016	in %	2015	in %
Africa	354	3.1%	330	3.0%
Asia	945	8.2%	758	6.9%
North American continent	1,916	16.5%	1,589	14.5%
Europe (excl. France)	1,978	17.1%	1,919	17.6%
France	6,359	54.9%	6,318	57.8%
Mexico	35	0.3%	9	0.1%
TOTAL	**11,587**	**100.0%**	**10,923**	**100.0%**

2.3.1.4 Consolidated turnover 2016

ETPMP*	Voluntary departures	Turnover rate
12,757	406	3.18%

* Equivalent full-time average wage.

2.3.2 | Profit-sharing, incentive and share-based remuneration

2.3.2.1 Employee incentive

a) Profit-sharing and incentive plan

Profit-sharing

The funds paid out in the form of special reserves for profit-sharing during the past three years are as follows (in million euros):

2016	2015	2014
5.2	4.8	5.6

Incentive plan

Most of the companies within the Group have an incentive system allowing employees to participate actively in the Group's performance. The methods for calculating the sums involved depend on the criteria of each company.

b) Group Savings Plan (PEG)

In 2001, the LISI Group created a Group Savings Plan dubbed "LISI en actions" for its French companies. This plan facilitated participation in 2001, 2004, 2006, 2010 and 2014 in capital increases reserved for employees in the sums of €1.47 million, €0.8 million, €1.18 million, €0.9 million and €1.8 million, respectively.

For other years, the PEG was renewed in the form of a repurchase of shares.

The levels of voluntary contributions by employees, the profit-sharing and the extent of profit-sharing plans are set by the Company in accordance with a schedule.

Benefits granted to employees under the Group Savings Plan are recorded to the income statement and assessed in accordance with IFRS 2.

As at December 31, 2016, the "LISI en actions" plan consisted entirely of LISI shares, for a total of 720,000 shares, and had 2,260 members.

c) Employee shareholding

The percentage of share capital held by the Group's employees stood at 1.3% as at December 31, 2016.

2.3.2.2 Share-based compensation

a) Free shares granting plan

As a reward to several employees who have spent the majority of their working lives employed within the LISI Group, and who have actively contributed to its development, the Board of Directors, in its meeting of October 23, 2014, with the permission of the Shareholders' General Meeting of April 26, 2012, decided to allocate 2,375 LISI Company shares, freely and without condition, to one Group employee. At its meeting of December 17, 2015, the Board of Directors, acting under the authorization of the Extraordinary General Meeting of December 1, 2015, decided to unconditionally award 5,030 free LISI shares to Gilles Kohler.

The plan stipulates that shares thus allocated shall be held for two years, during which period they may not be sold on.

b) Performance shares plan

The plans described below refer to the NAV criterion do measure the Group's performance. Group NAV refers to the Net Asset Value of the LISI Group as defined by the following calculation:

Group NAV = Average of [(0.95 ´ Group sales revenue) + (6.5 ´ Group EBITDA) + (10 ´ Group EBIT)] – Group Net Borrowings

And where:

Group sales revenue	is the consolidated sales revenue exclusive of VAT as stated in the "Income Statement" of the "Consolidated financial statements" in this financial report.
Group EBITDA	is the Gross Current Operating Profit as stated in the "Income Statement" of the "Consolidated financial statements" in this financial report.
Group EBIT	is the Current Operating Profit as stated in the "Income Statement" of the "Consolidated financial statements" in this financial report.
Group Net Borrowings	is the Net Borrowings of the Group as recognized in this financial report.

2014 plan:
On October 23, 2014, on the proposal of the Compensation Committee, and under the authorization of the Extraordinary General Meeting of April 23, 2014, LISI's Board of Directors decided to award performance shares to the members of the Executive Committee and to the members of the main Management Committees of the LISI Group's three divisions, subject to the achievement of all or part of the following performance criteria: Net Asset Value (NAV) of at least €1,100 million at December 31, 2016. If the Net Asset Value is between €1,100 million and €1,365 million, the shares would be allocated in part. If the Net Asset Value is higher than €1,365 million, the shares would be allocated in full. The maximum allocated number of shares is 173,250 shares and concerns 165 employees in France.

The plan also stipulates that shares thus allocated shall be held for two years, during which period they may not be sold on.

As far as the corporate officers are concerned, the Board of Directors decided:

1) In order to receive at maturity all or part of the performance shares to which they are entitled, each of the corporate officer directors shall, at the end of the acquisition period, acquire 600 Company shares.
2) The corporate officer directors shall retain 600 of any free shares that may have been allocated to them registered in their own name, and until the termination of their employment.

52 employees outside of France will benefit from bonuses based on the principles and conditions, but in the form of pay and salaries.

2015 plan:
On December 17, 2015, on the proposal of the Compensation Committee, and under the authorization of the Extraordinary General Meeting of December 1, 2015, LISI's Board of Directors decided to award performance shares to the members of the Executive Committee and to the members of the main Management Committees of the LISI Group's three divisions, subject to the achievement of all or part of the following performance criteria: Net Asset Value (NAV) of at least €1,147 million at December 31, 2017. If the Net Asset Value is between €1,147 million and €1,610 million, the shares would be allocated in part. If the Net Asset Value is higher than €1,610 million, the shares would be allocated in full. The maximum allocated number of shares is 137,770 shares and concerns 207 employees in France.

As far as the corporate officers are concerned, the Board of Directors decided:

1) In order to receive at maturity all or part of the performance shares to which they are entitled, each of the corporate officer directors shall, at the end of the acquisition period, acquire 600 Company shares.
2) The corporate officer directors shall retain 500 of any free shares that may have been allocated to them registered in their own name, and until the termination of their employment.

52 employees outside of France will benefit from bonuses based on the principles and conditions, but in the form of pay and salaries.

2016 plan:
On December 20, 2016, on the proposal of the Compensation Committee, and under the authorization of the Extraordinary General Meeting of December 1, 2015, LISI's Board of Directors decided to award performance shares to the members of the Executive Committee and to the members of the main Management Committees of the LISI Group's three divisions, subject to the achievement of all or part of the following performance criteria: Net Asset Value (NAV) of at least €1,416 million at December 31, 2018. If the Net Asset Value is between €1,416 million and €1,730 million, the shares would be allocated in part. If the Net Asset Value is higher than €1,730 million, the shares would be allocated in full. The maximum allocated number of shares is 185,260 shares and concerns 233 employees in France and abroad.

As far as the corporate officers are concerned, the Board of Directors decided that:

- the corporate officer directors shall retain 20% of any free shares which may have been allocated to them, i.e. 1,000 shares, registered in their own name, and until the termination of their employment.

c) Information on the award of performance shares as at December 31, 2016

The following table details the award of performance shares outstanding as at December 31, 2016:

	Number
Options outstanding at year start	**471,425**
Options allocated during the period	185,260
Options cancelled during the period	(79,601)
Options exercised during the year	(103,874)
Options that reached maturity during the period	0
Options outstanding at year end	**473,210**

Options granted to date were taken from treasury shares without giving rise to the issue of new shares.

The following table presents the breakdown by date of allocation of stock options outstanding as at December 31, 2016:

ALLOTMENT DATE OF OPTIONS	Exercise price (in euros)	Number of options outstanding at December 31, 2016	Residual contractual term
10/23/2014	None	150 775	February 2017
10/23/2014	None	2 375	February 2017
12/17/2015	None	129 770	February 2018
12/17/2015	None	5 030	February 2018
12/20/2016	None	185 260	February 2019
TOTAL		**473 210**	

d) Plans in place as at December 31, 2016:

Date of Shareholders' General Meeting Board of Directors Meeting	Category Plan number	Number of shares assigned	Of which corporate officers	Of which members of the Management Committee	Of which 10 top employees	Residual number of beneficiaries	Exercise period	Subscription or purchase price	Options exercised at 01/01/2016	Options exercised in 2016	Options cancelled	Options remaining at 12/31/2016
Authorization of 04/25/2013												
10.24.2013	G Plan No. 10	166,700	11,850	27,700	26,100	142	*	None	0	103,874	62,826	0
Authorization of 04/23/2014												
10.23.2014	G Plan No. 11	170,875	11,850	25,600	31,775	143	**	None	0	0	20,100	150,775
10.23.2014	G Plan No. 11 B	2,375	0	2,375	2,375	1	**	None	0	0	0	2,375
Authorization of 12/17/2015												
12.17.2015	G Plan No 12	137,770	5,030	25,600	31,775	146	***	None	0	0	8,000	129,770
12.17.2015	G Plan No. 12 B	5,030	5,030	0	0	1	***	None	0	0	0	5,030
Authorization of 12/20/2016												
12.20.2016	G Plan No. 13	185,260	10,000	25,600	20,350	233	***	None	0	0	0	185,260

* Beginning on the date of the Board of Directors meeting that approves the 2015 results (February 2016) - end two years later.
** Beginning on the date of the Board of Directors meeting that approves the 2016 results (February 2017) - end two years later.
*** Beginning on the date of the Board of Directors meeting that approves the 2017 results (February 2018).
G = free

2.4 | THE ADMINISTRATIVE BODIES

2.4.1 | Composition of the Board of Directors and the specialized Committees

The Group's Board of Directors is composed of 13 members, three of whom ARE independent, ERIC André, Director of LISI for over 12 years, no longer enjoys the status of independent director. The Board is therefore currently composed of four women and nine men, the proportion of women members of the Board standing at 31%. To comply with the provisions of the AFEP-MEDEF and with the Copé-Zimmermann Act on gender equality on the Board of Directors, measures have been taken towards the appointment of two additional women as independent directors at the earliest possible date (see section 2.6).

		Independent director	Date of appointment	Term of office expires
BOARD OF DIRECTORS				
Member of the Board of Directors	Gilles KOHLER		1985	OGM 2019 [3]
Chairman of the Board of Directors			1999	
Members of the Board of Directors:	Capucine ALLERTON-KOHLER		2014	OGM 2018 [2]
	Éric ANDRE		2002	OGM 2018 [2]
	Isabelle CARRÈRE		2014	OGM 2018 [2]
	Patrick DAHER	X	2009	OGM 2019 [3]
	SAS CIKO represented by Jean-Philippe KOHLER [5]		2002	OGM 2019 [3]
	Pascal LEBARD	X	2005	OGM 2017 [1]
	Lise NOBRE	X	2008	OGM 2018 [3]
	Christian PEUGEOT		2003	OGM 2019 [3]
	Compagnie Industrielle de Delle represented by Thierry PEUGEOT [4]		1977	OGM 2019 [3]
	Marie-Hélène RONCORONI		2014	OGM 2018 [2]
	VIELLARD MIGEON & Cie represented by Cyrille VIELLARD [6]		1977	OGM 2019 [3]
	Emmanuel VIELLARD		2000	OGM 2019 [3]
Secretary of the Board of Directors	Maître Olivier PERRET (Fiscalité sociétés)			
AUDIT COMMITTEE				
Members of the Compensation Committee: Members of the Compensation Committee:	Lise NOBRE	X		
Members of the Audit Committee	Éric ANDRE			
	Cyrille VIELLARD			
COMPENSATION COMMITTEE				
Members of the Compensation Committee: Members of the Compensation Committee:	Patrick DAHER	X		
Members of the Compensation Committee:	Thierry PEUGEOT			
	Lise NOBRE	X		
STRATEGIC COMMITTEE				
Members of the Strategic Committee: Chairman of the Strategic Committee	Gilles KOHLER			
Members of the Strategic Committee:	Jean-Philippe KOHLER			
	Emmanuel VIELLARD			
	Pascal LEBARD	X		
	Lise NOBRE	X		
NOMINATIONS COMMITTEE				
Members of the Nominations Committee Chairman of the Nominations Committee	Thierry PEUGEOT			
Members of the Nominations Committee	Gilles KOHLER			
	Emmanuel VIELLARD			
	Patrick DAHER	X		

[1] Ordinary General Meeting called to rule in 2017 on the financial statements for the period ended December 31, 2016
[2] Ordinary General Meeting called to rule in 2018 on the financial statements for the period ended December 31, 2017
[3] Ordinary General Meeting called to rule in 2019 on the financial statements for the period ended December 31, 2018
[4] Appointment date of Thierry Peugeot, permanent representative of CID: 2000
[5] Appointment date of Jean-Philippe Kohler, permanent representative of CIKO: 2002
[6] Appointment date of Cyrille Viellard, permanent representative of VIELLARD MIGEON & Cie: 2013

2.4.2 | Information regarding the members of the Board of Directors

The following information was provided by the members of the Board of Directors. They were reminded of the rules governing the holding of multiple offices, rules which they claim to abide by.

2.4.2.1 The members of the Board of Directors

Gilles Kohler, age 63, French citizen
Chairman of LISI's Board of Directors
He chairs LISI's Board of Directors, chairs and sits on the Strategic Committee and chairs the Nominations Committee.

Gilles Kohler exercises the other mandates and functions listed below:
- Related to the LISI Group (in France and abroad):
  - none.
- Outside the LISI Group (in France and abroad):
  - Chairman of the Board of Directors of Compagnie Industrielle de Delle;
  - Chairman of UIMM Franche-Comté.

Capucine Allerton-Kohler, age 37, French citizen
Director of LISI
She sits on LISI's Board of Directors.

Capucine Allerton-Kohler exercises the other mandates and functions listed below:

- Related to the LISI Group (in France and abroad):
  - none.
- Outside the LISI Group (in France and abroad):
  - Director of Compagnie Industrielle de Delle.

Eric André, age 68, French citizen
Senior advisor Banque HOTTINGUER
Director of LISI
He sits on LISI's Board of Directors and Audit Committee.

ERIC André exercises the other mandates and functions listed below:

- Related to the LISI Group (in France and abroad):
  - none.
- Outside the LISI Group (in France and abroad):
  - Director of TIPIAK S.A.

Isabelle Carrère, age 53, French citizen
Executive Officer of the Company ALBA & Co.
Director of LISI
She sits on LISI's Board of Directors.

Isabelle Carrère exercises the other mandates and functions listed below:

- Related to the LISI Group (in France and abroad):
  - none.
- Outside the LISI Group (in France and abroad)
  - Manager of ALBA & Co;
  - Permanent representative of ALBA & Co. on the Board of FIL;
  - Manager of Perspective Autonomie;
  - Manager of Société Civile HARAS DE TURAN.

Patrick Daher, age 67, French citizen
Chairman and CEO of the DAHER Group
Director of LISI
He sits on LISI's Board of Directors and Nominations Committee and chairs the Compensation Committee.

Patrick Daher exercises the other mandates and functions listed below:

- Related to the LISI Group (in France and abroad):
  - none.
- Outside the LISI Group (in France and abroad):
  - Chairman of the Board of Directors of the company DAHER;
  - Managing General Partner of SOGEMARCO-DAHER;
  - Deputy Director of DAHER INTERNATIONAL DEVELOPMENT (Luxembourg);
  - Member of the Supervisory Board of ZODIAC AEROSPACE, Chairman of the Compensation Committee and a member of the Strategic Committee;
  - Chairman of the GEAD (Groupe des Equipements Aéronautiques et de Défense);
  - Vice-Chairman of the GIFAS (Groupement des Industries Françaises Aéronautiques et Spatiales).

Jean-Philippe Kohler, age 56, French citizen
Deputy CEO of the LISI Group
Permanent representative of CIKO on LISI's Board of Directors
He sits on LISI's Board of Directors and Strategic Committee

Jean-Philippe Kohler exercises the other mandates and functions listed below:

- Related to the LISI Group (in France and abroad):
  - Director of LISI AUTOMOTIVE SA;
  - Director of LISI AEROSPACE SA;
  - Member of the Management Committee of LISI AUTOMOTIVE Former SAS;
  - Member of the Management Committee of LISI AUTOMOTIVE Rapid SAS;
  - Member of the Management Committee of LISI AUTOMOTIVE Nomel SAS;
  - Member of the Management Committee of LISI AEROSPACE STRUCTURAL COMPONENTS SAS;
  - Member of the Management Committee of LISI AEROSPACE CARGO EQUIPMENT SAS;
  - Member of the Management Committee of CREUZET AERONAUTIQUE SAS;
  - Member of the Management Committee of INDRAERO SIREN SAS;
  - Member of the Management Committee of BLANC AERO Industries SAS;

- Member of the Management Committee of BLANC AERO Technologies SAS;
- Member of the Management Committee of Forges de Bologne SAS;
- Member of the Management Committee of MANOIR AEROSPACE SAS;
- Member of the Management Committee of AIRMON HOLDING 1 SAS;
- Member of the Management Committee of LISI MEDICAL SAS.

■ Outside the LISI Group (in France and abroad):
- CEO and director of Compagnie Industrielle de Delle;
- Chairman of CIKO SAS;
- Chairman and CEO of Société Immeubles de Franche-Comté;
- Director of Réseau Entreprendre Franche Comté.

Pascal Lebard, age 54, French citizen
Chairman and CEO of SEQUANA
Director of LISI
He sits on LISI's Board of Directors and Strategic Committee.

Pascal Lebard has exercised the other mandates and functions listed below:

■ Related to the LISI Group (in France and abroad):
- none.

■ Outside the LISI Group (in France and abroad):
- Director – Chairman and CEO of SEQUANA;
- Chairman of Arjowiggins SAS;
- Chairman of Antalis International SAS;
- Chairman of Arjowiggins Security;
- Chairman of Arjobex;
- Chairman of Boccafin SAS;
- Chairman of Antalis Asia Pacific Pte Ltd (Singapore);
- Chairman of AW Paper Trading (Shanghai) Co Ltd;
- Director of Arjowiggins HKK 1 Ltd (Hong Kong);
- Chairman of DLMD SAS;
- Chairman of Pascal Lebard Invest SAS;
- Director of Bureau Veritas;
- Director of Permal Group Ltd (Great Britain);
- Director of CEPI (Confederation of European Paper Industries) Belgium.

Lise Nobre, age 51, French citizen
Chairwoman of LUMEN EQUITY - Chairwoman of PARVILLA
Vice-Chairwoman and Director of LISI
She sits on the Board of Directors, the Strategic Committee, the Compensation Committee, the Nominations Committee and chairs the Audit Committee.

Lise Nobre exercises the other mandates and functions listed below:

■ Related to the LISI Group (in France and abroad):
- none.

■ Outside the LISI Group (in France and abroad):
- Director of the Company DAHER.

Christian Peugeot, age 63, French citizen
Chairman of the CCFA (Committee of French Car Manufacturers)
Director of LISI
He sits on LISI's Board of Directors.

Christian Peugeot exercises the other mandates and functions listed below:

■ Related to the LISI Group (in France and abroad):
- none.

■ Outside the LISI Group (in France and abroad):
- Vice-Chairman OF ETABLISSEMENTS Peugeot Frères,
- Director of FFP;
- Director of Compagnie Industrielle de Delle;
- Director of the PSP Group;
- Permanent representative of FFP Invest at the Board of Directors of SEB;
- Manager of BP GESTION;
- Manager of SC LAROCHE;
- Chairman of UNIFAB (Union des Fabricants).

Thierry Peugeot, age 59, French citizen
Permanent representative of Compagnie Industrielle de Delle at LISI's Board of Directors
He sits on the Board of Directors, on the Compensation Committee and the Nominations Committee.

Thierry Peugeot exercises the other mandates and functions listed below:

■ Related to the LISI Group (in France and abroad):
- none.

■ Outside the LISI Group (in France and abroad):
- Vice-Chairman and director of Etablissements PEUGEOT Frères and member of the Audit Committee;
- Director of Société Anonyme de Participations (SAPAR);
- Director of Compagnie Industrielle de Delle (CID);
- Director of L'Air Liquide S.A. and member of the Audit Committee;
- Honorary Chairman of the National Association of Joint Stock Companies (ANSA).

Marie-Hélène Roncoroni, age 56, French citizen
Permanent representative of EPF (ETABLISSEMENTS Peugeot Frères) on the Supervisory Board of Peugeot SA and Vice-Chairwoman of the Supervisory Board. Member of the Nominations Committee and of the Asia Committee.
Director of LISI
She participates in the Board of Directors.

Marie-Hélène Roncoroni exercises the other mandates and functions listed below:

■ Related to the LISI Group (in France and abroad):
- none.

- Outside the LISI Group (in France and abroad):
  - Director and Vice-Chairwoman of FFP;
  - Permanent representative of EPF on the Supervisory Board of PEUGEOT SA;
  - Director of Etablissements PEUGEOT Frères and Deputy CEO;
  - Director of SAPAR, Deputy CEO;
  - Director of Assurances Mutuelles de France (Mutuelle);
  - Director of ESSO SAF (France);
  - Director of Fondation PSA PEUGEOT CITROEN and Vice-Chairwoman of the Board of Directors of Fondation PSA PEUGEOT CITROEN;
  - Director of Institut Diderot.

Cyrille Viellard, age 39, French citizen
Distribution Manager Europe & Latin America and member of the executive committee of the Rapala VMC Oyj Group, CEO of Normark Logistics Europe Oy.
Permanent representative of VMC on LISI's Board of Directors
He sits on LISI's Board of Directors and Audit Committee.

Cyrille Viellard holds the following other offices:

- Related to the LISI Group (in France and abroad):
  - none.

- Outside the LISI Group (in France and abroad):
  - Director of FSH Welding Group SA;
  - Member of the Management Committee of Ets REBOUD ROCHE SAS;
  - Member of the Management Committee of SELECTARC WELDING SAS;
  - Director of Normark Polska Sp. z.o.o.;
  - Diector of Normark Hungary Zrt.

Emmanuel Viellard, age 53, French citizen
CEO and director of LISI
He sits on LISI's Board of Directors, on the Strategic Committee and the Nominations Committee.

Emmanuel Viellard exercises the other mandates and functions listed below:

- Related to the LISI Group (in France and abroad):
  - Chairman of the Board of LISI AEROSPACE SA;
  - Chairman of the Board of LISI AUTOMOTIVE SA;
  - Chairman of LISI AEROSPACE STRUCTURAL COMPONENTS SAS;
  - Chairman of AIRMON HOLDING 1 SAS;
  - Chairman of LISI MEDICAL SAS;
  - Director of HI-SHEAR Corporation (USA);
  - Member of the Management Committee of LISI AUTOMOTIVE Former SAS;
  - Member of the Management Committee of LISI AUTOMOTIVE Rapid SAS;
  - Member of the Management Committee of LISI AUTOMOTIVE Nomel SAS;
  - Member of the Management Committee of BLANC AERO Industries SAS;
  - Member of the Management Committee of BLANC AERO Technologies SAS;
  - Member of the Management Committee of CREUZET AERONAUTIQUE SAS;
  - Member of the Management Committee of INDRAERO SIREN SAS;
  - Member of the Management Committee of Forges de Bologne SAS;
  - Member of the Management Committee of MANOIR AEROSPACE SAS;
  - Member of the Management Committee of LISI AEROSPACE CARGO EQUIPMENT SAS;
  - Member of the Management Committee of LISI MEDICAL Orthopaedics SAS;
  - Member of the Management Committee of LISI MEDICAL Fasteners SAS.

- Outside the LISI Group (in France and abroad):
  - Chairman of Financière VIELLARD SAS;
  - CEO of VIELLARD MIGEON & Cie SA;
  - Chairman of the Board of Directors of FSH WELDING GROUP;
  - Member of the Management Committee of VMC PECHE SAS;
  - Director of Compagnie Industrielle de Delle;
  - Director of FSH WELDING India (India);
  - Director of RAPALA-VMC OYJ (Finland).
  - Permanent representative of VMC on the Management Committee of:
    - Ets REBOUD ROCHE SAS;
    - SELECTARC WELDING SAS;,
    - De PRUINES Industries SAS;,
  - Honorary Chairman of the Groupe des Equipements Aéronautiques et de Défense;
  - Vice-Chairman of GIFAS;
  - Chairman of the VIELLARD Family Association.

2.4.2.2 Family ties
The only direct family ties between the aforementioned individuals are the following:
- Gilles Kohler and Jean-Philippe Kohler are brothers;
- Capucine Allerton is the daughter of Gilles Kohler.

2.4.2.3 No conflicts of interest
To the Company's knowledge, there are no current or potential conflicts of interests between LISI S.A. and the members of the Board of Directors, both in terms of their personal interests and of their other obligations. The internal rules of the Board provide explicitly, if applicable, for a situation of conflict of interests: "The members of the Board of Directors have as an obligation to notify the Board of any situation of conflict of interests, be it potential, current, or future, where they are or are likely to be involved. Whenever the Board of Directors deliberates on a subject that concerns one of its members, either directly or indirectly, the said member is invited to leave, for the time of deliberations and, if applicable, of the vote, the Board Meeting."

2.4.2.4 No condemnation for fraud, involvement in bankruptcy or incrimination and/or public sanction
To the Company's knowledge, in the past five years:
- no condemnation for fraud was pronounced against any of the members of the Board of Directors;
- none of the members of the Board of Directors has been involved in any bankruptcy, receivership, or winding up, as a member of a Board of Directors, management board, or supervisory board;

- no official incrimination and/or public sanction has been pronounced by statutory or regulatory authorities against any of the members of the Board of Directors of the Company.

2.5 | COMPENSATON AND INTERESTS OF CORPORATE OFFICERS

2.5.1 | Directors' fees

The Shareholders' General Meeting, held on April 27, 2016, set the annual directors' fees for members of the Board of Directors at €300,000 from the start of the financial year started January 1, 2016.

The directors' duties are compensated in the form of directors' fees at meetings of the Board of Directors and other Committees of which they are members. The directors' attendance fees are paid to directors at the beginning of each half-year according to their participation in the meetings of the Board and Committees during the previous half-year. They amount to €3,000 per meeting of the Board or Committees. The attendance fees paid to directors in 2016 amounted to €240,000, the fees earned for 2016 amounted to €261,000 and the attendance rate was 96%.

The table below shows the attendance fees paid to directors and acquired by the directors for the period:

BOARD MEMBERS	Directors' fees paid in 2015 by LISI S.A. (in euros)	Directors' fees paid in 2016 by LISI S.A. (in euros)	Directors' fees payable in respect of 2015 (in euros)	Directors' fees payable in respect of 2016 (in euros)
Capucine ALLERTON	15,000	18,000	12,000	21,000
Éric ANDRÉ	21,000	27,000	21,000	27,000
Isabelle CARRERE	15,000	21,000	15,000	21,000
Patrick DAHER	24,000	24,000	24,000	27,000
Pascal LEBARD	15,000	21,000	12,000	27,000
Lise NOBRE	27,000	45,000	33,000	45,000
Christian PEUGEOT	12,000	15,000	9,000	18,000
Thierry PEUGEOT	24,000	27,000	24,000	30,000
Marie-Hélène RONCORONI	15,000	15,000	12,000	18,000
Cyrille VIELLARD	21,000	27,000	21,000	27,000
TOTAL	**189,000**	**240,000**	**183,000**	**261,000**

The directors referred to in the foregoing table did not receive any compensation from LISI and its subsidiaries other than the directors' fees shown.

2.5.2 | Shares held by corporate officers

In accordance with the Company's bylaws, the minimum number of LISI shares that each director may hold is one share.

The table below shows the number of shares held by the corporate officers as at December 31, 2016:

CORPORATE OFFICERS	Number of LISI shares held directly	Number of LISI shares held indirectly
Gilles KOHLER	74,525	
Emmanuel VIELLARD	29,095	
Christian PEUGEOT	5	
Cyrille VIELLARD (permanent representative of VMC)		3,070,835
Jean-Philippe KOHLER (permanent representative of CIKO)	68,170	
Thierry PEUGEOT (permanent representative of CID)	125	29,643,620
Pascal LEBARD	50	
Éric ANDRÉ	25	
Patrick DAHER	1,000	
Lise NOBRE	850	
Capucine ALLERTON	600	
Isabelle CARRERE	750	
Marie-Hélène RONCORONI	600	
TOTAL	**175,795**	**32,714,455**

2.5.3 | Compensation of managers

	Employment Contract		Supplementary pension plan		Allowances or benefits due or likely to be due as a result of the cessation or change of functions		Compensation under a non-compete clause	
CORPORATE OFFICER MANAGER	Yes	No	Yes	No	Yes	No	Yes	No
Gilles KOHLER Function: Chairman of the Board of Directors Term of office start: 1999 Term of office end: 2018		X		X		X		X
MANAGER CORPORATE OFFICER MANAGERS								
Emmanuel VIELLARD Function: Chief Executive Officer Term of office start: 2016 Term of office end: 2018		X		X		X		X
Jean-Philippe KOHLER Function: Deputy CEO Term of office start: 2016 Term of office end: 2018		X		X		X		X

The terms for the salary of the Chairman and Chief Executive Officer and for the Deputy CEO are approved by the Board of Directors on the advice of the Compensation Committee.

Compensation of the Chairman of the Board of Directors

The compensation of Mr. Gilles Kohler in his capacity as Chairman of the Board of Directors was set on the advice of the Compensation Committee. It includes a fixed amount for the corporate mandate. Mr. Gilles Kohler does not have any variable compensation, or directors' fees and free performance-based shares. He has a company car.

GILLES KOHLER CHAIRMAN OF BOARD OF DIRECTORS OF LISI S.A.	2016	2015
Remuneration due for the period	531,438	600,401
Valuation of the options granted during the financial year *	None	None
Valuation of the performance shares granted during the financial year *	None	None
Valuation of the shares granted during the financial year *	None	123,889
TOTAL	**531,438**	**724,290**

* Valuation at the share price prevailing on the date of the Board of Directors meeting which approved the plan, i.e. €24.63 for the 2015 plan.
At its meeting of December 17, 2015, the Board decided to award 5,030 shares to Gilles Kohler pursuant to the termination of his office as CEO.

The tables summarizing the compensation of the Chairman of the LISI S.A. Board of Directors are as follows in euros:

GILLES KOHLER PRÉSIDENT DU CONSEIL D'ADMINISTRATION DE LISI S.A.	Amounts for financial 2016		Amounts for financial 2015	
	due	paid	due	paid
Fixed remuneration	265,399	337,948	379,587	371,670
Variable compensation	None	194,000	194,000	195,000
Incentives	17,530	24,264	24,264	32,730
Compensation on retirement	246,028	246,028	None	None
Exceptional remuneration	None	None	None	None
Benefits in kind *	2,480	2,524	2,550	2,545
TOTAL	**531,438**	**804,764**	**600,401**	**601,945**

* Benefits in kind: company car.

Compensation of the CEO and the Deputy CEO

In 2016, the variable portion of executive compensation is capped at 75% of the fixed remuneration. The allocation formula for the criteria used to determine the variable portion is as follows:

- operating margin representing 30% of the fixed remuneration;
- Free Cash Flow rate representing 20% of the fixed remuneration;
- rate of achievement of strategic objectives representing 25% of the fixed remuneration.

The expected level of achievement of the above objectives has been established precisely but is not released for confidentiality reasons.

The tables summarizing the compensation and options and shares allocated to each corporate officer director of LISI S.A. are as follows in € :

EMMANUEL VIELLARD CEO OF LISI S.A.	2016	2015
Remuneration due for the period	588,824	541,367
Valuation of the options granted during the financial year *	None	None
Valuation of the performance shares granted during the financial year *	146,225	123,889
TOTAL	**735,049**	**665,256**

* Valuation at the share price prevailing on the date of the Board of Directors meeting which approved the plan, i.e. €24.63 for the 2015 plan and €29.25 for the 2016 plan.

JEAN-PHILIPPE KOHLER DEPUTY CEO OF LISI S.A.	2016
Remuneration due for the period	494,297
Valuation of the options granted during the financial year *	None
Valuation of the performance shares granted during the financial year *	146,225
TOTAL	**640,522**

* Valuation at the share price prevailing on the date of the Board of Directors meeting which approved the plan, i.e. €29.25 for the 2016 plan.

The tables summarizing the compensation of each corporate officer manager of LISI S.A. are as follows in euros: € :

EMMANUEL VIELLARD CEO OF LISI S.A.	Amounts for financial 2016		Amounts for financial 2015	
	due	paid	due	paid
Fixed remuneration	358,021	363,955	337,832	337,646
Variable compensation	210,000	176,000	176,000	178,000
Incentives	17,530	24,264	24,264	32,730
Exceptional remuneration	None	None	None	None
Benefits in kind *	3,273	3,273	3,270	3,270
TOTAL	**588,824**	**567,492**	**541,367**	**551,646**

* Benefits in kind: company car.

JEAN-PHILIPPE KOHLER DEPUTY CEO OF LISI S.A.	Amounts for financial 2016	
	due	paid
Fixed remuneration	296,179	301,517
Variable compensation	178,000	123,000
Incentives	17,530	24,264
Exceptional remuneration	None	None
Benefits in kind *	2,588	2,588
TOTAL	**494,297**	**451,369**

* Benefits in kind: company car.

The remuneration presented correspond to all those that have been paid by LISI, no remuneration was paid by its subsidiaries or the control company CID.

LISI S.A. has not committed itself to these corporate officers to pay compensation, indemnities, or benefits, due or likely to be due as a result of such corporate officers taking on, resigning from, or changing functions.

2.5.4 | Benefits in kind granted to the managers

In 2016, Gilles Kohler, Emmanuel Viellard et Jean-Philippe Kohler benefited from a company car.

2.5.5 | Stock subscription or purchase options allocated during the period to each corporate officer manager

No stock subscription or purchase options were allocated during financial year 2016.

2.5.6 | Stock subscription or purchase options exercised during the period by each corporate officer manager

In 2016, the corporate officers did not exercise any options.

2.5.7 | Performance shares allocated to each corporate officer manager

The allocated plans outstanding at December 31, 2016 are listed in the following table:

Performance shares granted by the Shareholders' General Meeting during the financial year, to each corporate officer, by the issuer and for all Group companies	Plan number and date	Number of shares awarded during the financial year *	Valuation of shares in accordance with the method used for the consolidated financial statements (in euros)	Acquisition date	Date of availability	Minimum performance conditions required to achieve 50% allocation
Gilles KOHLER Function: Chairman of the Board of Directors	No. 11 Date: 10/23/2014	6,000	115,020	Feb 2017	Feb 2019	Plan No. 11 NAV (Net Asset Value) of at least €1,100 million Plan No. 12 NAV (Net Asset Value) of at least €1,328 million Plan No. 13 NAV (Net Asset Value) of at least €1,416 million
	No. 12 Date: 12/17/2015	5,030	123,889	Feb 2018	Feb 2018	
	No. 13 Date: 12/20/2016	None	None			
TOTAL		**11,030**	**238,909**			
Emmanuel VIELLARD Function: CEO	No. 11 Date: 10/23/2014	5,850	112,145	Feb 2017	Feb 2019	
	No. 12 Date: 12/17/2015	5,030	96,633	Feb 2018	Feb 2018	
	No. 13 Date: 12/20/2016	5,000	146,225	Feb 2019	Feb 2019	
TOTAL		**15,880**	**355,003**			
Jean-Philippe KOHLER Function: Deputy CEO	No. 11 Date: 10/23/2014	5,850	99,684	Feb 2017	Feb 2019	
	No. 12 Date: 12/17/2015	5,030	123,889	Feb 2018	Feb 2018	
	No. 13 Date: 12/20/2016	5,000	146,225	Feb 2019	Feb 2019	
TOTAL		**15,880**	**369,798**			

* takes account of the 1:5 stock split

At its meeting of December 17, 2015, the Board decided to unconditionally award 5,030 shares to Gilles Kohler, pursuant to the termination of his office as CEO.

2.5.8 | Performance shares that became available during the financial year for each corporate officer manager

	Plan number and allocation date	Number of shares that became available during the period	Acquisition date	Date of availability	Conditions
Gilles KOHLER Function: Chairman of the Board of Directors	No. 10 Date: 10/24/2013	4,200	2/17/2016	2/17/2016	650 shares were acquired at the time of the award and 1,000 shares must be held in registered form until the termination of the function of CEO
Emmanuel VIELLARD Function: CEO	No. 10 Date: 10/24/2013	4,095	2/17/2016	2/17/2016	650 shares were acquired at the time of the award and 1,000 shares must be held in registered form until the termination of the function of CEO
Jean-Philippe KOHLER Function: Deputy CEO	No. 10 Date: 10/24/2013	2,555	2/17/2016	2/17/2016	The corporate mandate of Jean Philippe Kohler started on March 1, 2016.

2.6 | IMPLEMENTATION OF THE AFEP-MEDEF "APPLY OR EXPLAIN" RULE

Provisions of the AFEP-MEDEF code not complied with	Explanations
NUMBER OF INDEPENDENT MEMBERS ON THE BOARD	
Art 8.3: the proportion of independent directors in the companies controlled should be at least one third.	According to the criteria of the AFEP-MEDEF Code referred to by the company, Eric André, who has been director for over 12 years, no longer enjoys the status of independent director. Consequently, the rule according to which the Board should comprise one third of independent directors is no longer respected. Measures have been taken towards the appointment of two additional women as independent directors at the earliest possible date. The appointment of the new female independent director is on the agenda for the Shareholders' General Meeting of April 25, 2017. The search for another female independent director with experience in the sectors of interest to the Group and in the medical field is in progress. This will enable compliance with the Copé-Zimmermann Act on gender equality on Boards of Directors.
COMPOSITION OF THE AUDIT COMMITTEE	
Art 15.1: the proportion of independent directors in the Audit Committee should be at least two thirds.	The Audit Committee is composed of one third of independent directors, one third of senior directors and one third of non-independent directors. A new independent director will be appointed to this committee at the earliest possible date, in order to comply with the requirement of the AFEP-MEDEF Code.
LISI SHARES TO BE HELD BY DIRECTORS	
Art 20: unless otherwise required by law, each director must personally own a relatively significant number of shares in relation to the attendance fees received: Directors who do not have the required number of shares when they take up office shall use their attendance fees to acquire them.	Directors who do not yet comply with this recommendation shall rectify the situation at the earliest possible date.

3 | COMPANY'S INTERNAL CONTROL

Description of the internal control environment

3.1 | GENERAL DESCRIPTION

The wider internal control environment is based on a decentralized organization within each division. An Executive Committee is responsible for ratifying a global policy, which must then be channeled down to each individual department.

The Group has set out a number of procedures, summarized in an Internal Group Control manual, which is available to all relevant Group staff via an intranet site. This manual is supplemented by a Group accounting procedures manual. In addition, the Group has deployed a uniform reporting and information system in each division using an identical procedure each time.

The specificities of the LISI Group's activities require that precise quality control be carried out on operational processes in the following areas:

- production, stock, flow management;
- quality;
- health, safety and environment;
- personnel, payroll;
- accounting, management control and cash flow;
- purchasing and investments;
- sales.

Action is taken within the Group on a continual basis to ensure that these mechanisms are effective. This action is regularly assessed using performance tables.

3.2 | SUPERVISORY BODIES

- The Group's Board of Directors is the most senior decision-making entity. The Group's Executive Committee channels the information to the divisions, which are themselves organized in such a way that enables their management to carry out the Group's decisions at individual department level.
- The Audit Committee, which includes an independent administrator, is acquainted, in concert with the external auditors and the internal audit manager, with the senior management and risk management environment at the time of publication of each financial statement.
- The internal audit unit comprises the Group internal audit manager assisted by an auditor. Depending on the scale and nature of the task to be performed, internal and external partners may be co-opted to round off the team.
- Coordination with the external auditors is particularly close in order to direct controls specifically towards areas that have been identified as being high-risk and to allocate sufficient time to the task.
- Certain functions considered to be critical are monitored in the Group in a cross-departmental manner: financial management, cash management, consolidation, legal services, hedging, insurance cover, security policy, environmental policy, purchasing policy and human resource management.

3.3 | GROUP BASELINE

- Each division has set up a value charter based on a common set of values.
- An internal control procedures manual is in circulation and is supplemented by an accounting and consolidation procedures manual. These procedures are made available to all the individuals involved and are regularly updated in electronic form via a dedicated Internet portal.
- Each division and each operational unit is responsible for ensuring that these procedures are followed and adapted to their country's specific context.
- Each manager receives notification of new levels of responsibility in the form of delegation letters.

3.4 | RISK-MAPPING AND MONITORING PROCESSES

- The Group is engaged in a convergent risk-mapping process. This methodology is currently employed throughout the Group and down to the level of the basic Management Units. It is subject to a complete and systematic review once a year. The priority action plans for the main risks identified in each division are validated within the budget of the following year.
- The Health, Safety and Environmental Risks Committee, set up in 2001, identifies and indexes the inherent risks, then initiates the necessary corrective actions.

3.5 | THE INTERNAL CONTROL AND RISK MANAGEMENT PROCEDURES IN PLACE, RELATING TO THE PREPARATION AND PROCESSING OF ACCOUNTING AND FINANCIAL INFORMATION

- The Group carries out an annual review of the four/five-year strategic plan and defines a priority action plan accordingly. The budget for the coming financial year falls within the scope of this plan for a 12-month period. The planning process is approved first by the Executive Committee and then by the Board of Directors. Progress on preparation of the budget is assessed monthly at all levels: business units (B.U.), Divisions and Group-level teams.

- The monthly consolidation of management indicators, the income statement, the balance sheet and the funding table allow a precise measure to be obtained within a short time of year-end. This facilitates the decision-making process.
- The purchasing and investment process falls within the scope of the strategic and budgetary mechanism. Any purchasing or investment commitment that deviates from the budget authorizations must have prior approval at the appropriate level.
- The sales and contract process is carefully reviewed by the local teams, BUs, divisions or Group-level teams, depending on the materiality level, before the actual commitment is made.
- The Cash Flow-Finance process also involves specific commitments. So for instance all financial investments are managed at Group level.
- The pay process is managed at operational unit level and is regularly reviewed both by the internal audit team and by external auditors.
- The Health, Safety, and Environment (HSE) process involves a monthly review of management indicators (industrial accident rates, non-compliances, etc.) and of the resulting main corrective action plans.

DOCUMENTS SPECIFIC TO THE SHAREHOLDERS GENERAL MEETING

8

1 | REPORT BY THE CHAIRMAN OF THE BOARD OF DIRECTORS

In accordance with the provisions of Article L.225-37 of the French Commercial Code and the recommendations of the French financial market authority (AMF), this report sets out the composition of the Board and the principle of equal representation of men and women, the conditions governing the preparation and organization of the Board of Directors' work, limitations to the Chief Executive Officer's power, the principles and rules governing the setting of the remuneration and benefits in kind granted to the corporate officers as well as internal audit procedures implemented within the Group.

- LISI refers to the corporate governance code for listed companies of the AFEP-MEDEF in its June 2013 version, available on the MEDEF website (www.medef.com). Such membership has been confirmed by the Board of Directors.

In order not to overload this report, the invariant part of the elements referred to in Article L.225-37 of the French Commercial Code relating to corporate governance and internal audit is described in Chapter 7 of the Annual Report filed with the AMF. Such Chapter 7 sets out the principles, the statutory provisions, those of the internal rules of the Board and committee charters that define the tasks, composition and rules of operation of the Board and its specialist committees.

This report describes the changes and events that occurred during the 2016 financial year that are subject to the legal provisions mentioned above.

This report was submitted to, and approved by, the Board of Directors on February 21, 2017.

1.1 | PREPARATION AND ORGANIZATION OF THE BOARD OF DIRECTORS' TASKS

The Board of Directors defines the Company's strategy and business policies and ensures that they are followed. The Board of Directors also carries out any audits or checks that it deems necessary.

1.1.1 | Organization

Four special committees were set up within the LISI Board of Directors: the Audit Committee, the Compensation Committee, the Strategic Committee as well as the Nominations Committee – the first three tasked with supervising the work carried out by the Senior Management in each of the three areas. Each committee will submit a report on their work to the Board of Directors. The role and composition of these Committees are described in Chapter 7 of the Annual Report on Governance of the Company.

1.1.2 | Composition

The Board of Directors represents the shareholders of the Company; its composition aims to comply with the various balances of interests. The members were chosen for their skills and knowledge of the various markets in which the Group operates.

Since the Shareholders' General Meeting of April 23, 2014, the Board of Directors has comprised 13 members, 9 of whom belong to the majority family groups, and 3 of whom are independent under the terms of the AFEP-MEDEF Code (of corporate governance). The final member, having been a director of the Company for more than 12 years in 2014, can no longer be deemed independent.

Hence, the Board is currently comprised of 4 women and 9 men, the proportion of women Board members is 31% without any change from the previous year.

A Vice-Chairman, acting as Senior Director, was appointed at the Board meeting of February 17, 2016. The Vice-Chairman's role is to assist the Chairman in corporate governance issues and liaise between the Company's senior management and the independent directors. The Vice-Chairman, who was chosen among the independent directors, is Lise Nobre.

To comply with Act No. 2011-103 called the "Copé-Zimmermann" Act, the Company decided to submit the nomination of a new female director to the vote of the Shareholders' General Meeting of 2017 ruling on the 2016 financial statements. In the event of a vote in favor, the Board will then comprise 5 women and 9 men, i.e. 36% of female directors.

The Company intends to continue this "feminization" of its Board; in this way, at the Shareholders' General Meeting of 2018 ruling on the financial statements of 2017, on expiry of the term of office of one of its directors, a further female nominee will be presented for director. In the event of a vote in favor, the Board will then comprise 6 women and 8 men, i.e. 43% of female directors.

1.1.3 | Operating procedures for the financial year

In respect of the financial year 2016, the Board met five times, with a member attendance rate of 96%.

- At the meeting of February 17, 2016, during which the non-executive directors were able to meet in the absence of executive directors, the Board signed off on the LISI Group's separate and consolidated financial statements. It set the amount of the bonuses on targets awarded to LISI executives for 2015, as well as their fixed remuneration for 2016; it also decided on the final allocation of the performance shares awarded to Group Managers in accordance with the initial rules laid down at the Board meeting of October 24, 2013. During this meeting, the Board also unanimously decided that the Senior Management should be exercised by separating the role of Chairman of the Board of Directors, entrusted to Gilles Kohler, and that of the General Operating Management to be assumed by Emmanuel Viellard, as CEO, and Jean-Philippe Kohler, as Deputy CEO, as from March 1, 2016.

- At its meeting of March 22, 2016, the Board reported on the progress of the acquisition of the company Remmele Medical Operations within the minimally invasive surgical sector. This newly consolidating American company fits in perfectly with the strategic plan of the Group's Medical division, thereby enabling it to reach the critical size desired. On the basis of the elements presented by the senior management of the Company, the Board confirmed the terms and the acquisition price envisaged in the takeover offer made to the seller, the ALCOA group.

- At its meeting of April 28, 2016, the Board approved the terms of the projects to sell two of the Group's small sites which do not fall within its core business. It also examined changes in the files on the recovery of the entities whose results show problems of concern. The directors then visited the automotive site at Melisey (Haute-Saône) specialized in safety parts for the major international parts manufacturers.

At its meeting of June 14, 2016, the Board examined a file on an acquisition in the automotive sector which would enable the division to become established in North America, a territory in which it is currently absent and which was considered as a priority in the last strategic plan.

- At its meeting of July 28, 2016, the Board approved the LISI Group's separate and consolidated financial statements for the first half-year; it took note of the information provided by the senior management on specific technical, commercial and industrial issues relating to different Group entities. Lastly, the Board reviewed the changes in the files and the major projects brought up at previous meetings.

At its meeting of October 26, 2016, the Board listened to the presentation of all the Group's strategic orientations at the time of the annual review devoted to this subject. It emphasized the quality of this presentation which encompasses the Group's vision and objectives in the medium and long term, the risks to which it could be confronted such as the growth and profitability issues to be raised.

- The last meeting in the year, held on December 20, 2016, was reserved for the presentation of the Company's budget for the coming year and the annual review of its governance.
  On this latter subject and within the scope of the Company's obligation to gender equality on the Board and the consequences of failing to comply with this, the Board examined then confirmed the nomination of a new female director recommended by the Nominations Committee. On the other hand, it asked the Chairman to continue to look for new nominees more particularly specialized in the medical field.
  Finally, the Board set up a new performance share allocation plan called 16C18 and laid down the rules applicable to it including the precise performance criteria.

1.1.4 | Preparation of tasks

Prior to each Board meeting, participants receive a file that has been duly documented so that they may adequately prepare for the meeting. As part of the continuous improvement of the Board's operating methods, these documents must be submitted to the directors at least three days before the meeting.

Meetings on the subject of remuneration are accompanied by a presentation by the Compensation Committee. This Committee met twice in 2016, with an attendance rate of 100% of its members.

Meetings relative to the approval of annual and half-yearly financial statements are accompanied by a presentation by the Audit Committee. This Committee met twice in 2016, with an attendance rate of 100% of its members.

Meetings dealing with strategic issues are accompanied by a presentation by the Strategic Committee. This Committee met twice in 2016, with an attendance rate of 100% of its members.

Meetings dealing with subjects concerning the composition of the Board of Directors are accompanied by a presentation by the Nominations Committee. This Committee met once in 2016, with an attendance rate of 100% of its members.

1.1.5 | Decision-making process

There has been no addition to the Board's decision-making process during the 2016 financial year, the specific rules of such process being described in Chapter 7 of the Annual Report.

1.1.6 | Board assessment

In accordance with the practices recommended in the AFEP-MEDEF Code, the Board conducts a formal self-assessment process every three years to ensure it meets the expectations of shareholders that have appointed it to manage the Company. This self-assessment, which had been conducted for 2011 and 2012, was reviewed at the Board meeting of December 17, 2015 through a new questionnaire filled in by each director.

No further assessment was made during 2016.

1.2 | LIMITATION OF THE AUTHORITY OF THE SENIOR MANAGEMENT

The senior management has the broadest powers to manage the Company within the limits of those conferred by law and the bylaws to the Board of Directors.

1.3 | MANAGEMENT STRUCTURE

At its meeting of February 17, 2016, the Board of Directors confirmed its decision of October 21, 2015 to separate the function of Board Chairman from that of Chief Executive Officer; as of March 1, 2016, the role of Chairman will be assumed by Gilles Kohler, while that of CEO will be assumed by Emmanuel Viellard, with the assistance of Jean-Philippe Kohler as Deputy CEO.

The presence of directors, (majority shareholders or independent directors), as well as a referent director, has enabled the Board to consider that the separation of the function of Chairman from that of Chief Executive Officer was consistent with the protection of the interests of all shareholders, especially minority shareholders, while remaining suited to the Company's business.

To fulfill their executive duties, the CEO and Deputy CEO are backed by:
1) a Management Committee of six people which meets monthly to review major issues addressed by the Group;
2) an Executive Committee comprising the managers of the divisions and internal audit, a total of 18 people who meet quarterly to make a progress update on the main areas for improvement.

1.4 | REMUNERATION AND BENEFITS IN KIND

The principles and rules governing corporate officers' remuneration, which are submitted and suggested to the Board by the Compensation Committee each year, are detailed in Chapter 7 of the Annual Report, which deals with the corporate governance policy. It describes in particular the information referred to in Article L. 225-100-3 of the French Commercial Code and tables prescribed by the AFEP-MEDEF Code.

1.5 | INTERNAL AUDIT REPOSITORY

In 2011, the Internal Audit Department developed a new internal audit repository, which is based on a self-assessment questionnaire with 130 questions covering all processes in the internal audit manual: Purchasing, Capital Expenditures, Sales, Inventories, Cash, and Human Resources.

In 2015, this questionnaire was reviewed in order to improve internal control standards. Accordingly, an additional process comprising 24 questions was introduced for the control of our IT systems.

Audits have been used since 2012 to validate (or invalidate) the level of internal audit achieved in each of the business units; they have continued throughout the whole of 2016 with 11 audit tasks completed.

Given the stiffening of internal control requirements, as described above, we thus noted that the Group's overall score (84%) had dropped 2 points compared with the previous year, but is still higher than our minimum objective of 80%.

We feel that the stiffening of the internal control requirements caused a loss of about 5 points on the scores previously achieved, while the impact of the Chapter "Information Systems" would be approximately 3 points.

A more detailed analysis by Business Group shows that all the BGs had a score higher than 80% apart from LISI AEROSPACE Structural Components BG which had a score of 78%.

Lastly, an analysis by process shows:
- That the HR, Treasury and Fixed assets processes had robust scores (> 80%).
- That the Inventories, Purchases, Sales and IS must make more progress (< 80%).

In 2016, the Internal Audit Department mainly concentrated its efforts on integrating entities joining the Group's consolidation scope: LISI MEDICAL Remmele in the USA and Ankit Fasteners in India.

Lastly, in 2016, the Internal Audit Department instituted the CCI – Internal Audit Committees – with the aim of giving thought to improving our practices on specifically chosen topics. These CCIs bring the internal audit referents in the divisions together with the Managers concerned depending on the topics addressed: HR, IS, Inventories etc. This work will obviously be continued in 2017.

Risk mapping

The main risks identified in the context of the budget and strategic planning in the medium term belong to four categories:

- Market risks to be anticipated as accurately as possible within all divisions:
  - possible effects of over-stocking based on the current contracts;
  - strong downward pressure on non-contractual prices;
  - missed opportunities on major new markets;
  - marginalization due to insufficient size in a context of market player concentration.
- Industrial challenges:
  - essential productivity programs to be carried out to sustain certain industrial processes and maintain competitiveness in high cost areas, sometimes accompanied by reconversion in the more attractive segments of the business;
  - launches of new products which are technically very challenging;

- customer requirements which are increasingly difficult, if not impossible, to achieve.

- Security risks regarding assets on certain sites: flooding, fire detection and fire prevention, for which relocation projects are under study and or underway.

- Installations deemed critical for which prevention and security plans must be initiated.

Fraud

The LISI Group is regularly the subject of attempted fraud, in the majority by identity theft. The alert procedure established in 2013 is still in force.

Profitability assessment of major investments

As part of the procedure for investment commitments described in the internal audit manual, audits for measuring the achievement of criteria (Payback and ROI) are routinely performed on a polling basis within two years after the completion of major projects for the Group.

CONCLUSION

The Group finds the standard of internal audit appropriate to the size and typology of the risks identified.

The Group is maintaining its objectives to:

- respond to the Group's growth and quickly bring all Group entities into line with the COS (Controlling Operating System) and audit standards;
- raise the internal audit ratings of sites whose scores are below the Group standard of 80%;
- deploy a risk-based approach via the software solution set up, and harmonize its processes with all strategic and operational action plans.

Gilles KOHLER
Chairman of the Board of Directors

2 | AUDITORS' REPORT PREPARED IN ACCORDANCE WITH ARTICLE L. 225-235 OF THE FRENCH COMMERCIAL CODE, ON THE CHAIRMAN OF THE LISI BOARD'S REPORT – FINANCIAL YEAR ENDED DECEMBER 31, 2016

Dear Shareholders,

In our capacity as Auditors of the Company and in accordance with the provisions of Article L. 225-235 of the French Commercial Code, we hereby present our report on the report drafted by the Chairman of your Company's Board of Directors in compliance with the provisions of Article 225-37 of the French Commercial Code for the financial year ended December 31, 2016.

It is for the Chairman to prepare and submit for approval to the Board of Directors a report, giving account of internal audit procedures and risk management implemented by the Company and providing other information required by Article L. 225-37 of the French Commercial Code, particularly in terms of corporate governance measures.

It is for us to:

- inform you of such observations as are called for by ourselves, in respect of the information given in the Chairman's report concerning the internal control and risk management procedures for the preparation and processing of accounting and financial information; and
- testify that the report includes other information required under Article L. 225-37 of the French Commercial Code, while acknowledging that it is not our duty to verify the authenticity of this other data.

We have carried out our work in accordance with the professional standards in use in France.

Information regarding internal control and risk management procedures relating to the drawing-up and processing of accounting and financial information

Standards governing professional practice require that due diligence procedures be carried out to assess the honesty of information regarding internal control and risk management procedures relating to the drawing up and processing of accounting and financial information contained in the Chairman's report. These careful evaluations largely consist of:

- familiarizing ourselves with the internal control and risk management procedures for the drafting and processing of the accounting and financial information behind the information presented in the Chairman's report and other existing documentation;
- familiarizing ourselves with the work on which existing information and documentation is based;
- ascertaining whether appropriate information on serious lapses in internal controls regarding the drafting and processing of accounting and financial information which we may have found within the scope of our mission are appropriately included in the Chairman's report.

Based upon the work done, we have no observations to make concerning the information and declarations in respect of the Company's internal control and risk management procedures for the preparation and processing of accounting and financial information, as contained in the Chairman's report, prepared in accordance with the last paragraph of Article L. 225-37 of the French Commercial code.

Additional information

We certify that the Chairman of the Board of Directors' report includes the other information required under Article L. 225-37 of the French Commercial Code.

Exincourt and Paris-La Défense, March 28, 2017

The Auditors

EXCO CAP AUDIT	ERNST & YOUNG et Autres
Philippe Pourcelot	Henri-Pierre Navas

3 | AUDITORS' SPECIAL REPORT ON REGULATED CONVENTIONS AND COMMITMENTS – FINANCIAL YEAR ENDED DECEMBER 31, 2016

Dear Shareholders,

In our capacity as Auditors of your Company, we will now present out report on regulated agreements and commitments.

It is our responsibility to inform you, based on the information provided to us, of the essential features and conditions applicable to the agreements and commitments of which we have been informed or which we would have discovered in the context of our assignment, and the evidence of their benefit for the Company, without having to express an opinion as to their usefulness or appropriateness, nor investigate the existence of other such agreements or commitments. It is for you to assess the relevance involved in the conclusion of these agreements and commitments prior to their approval, as per the terms of Article R. 225-31 of the French Commercial Code.

Besides, it is up to us, if applicable, to provide you with the information provided for in Article R. 225-31 of the French Commercial Code regarding the enforcement, in the year elapsed, of the agreements and commitments already approved by the Shareholders' General Meeting.

We have implemented the due diligence measures deemed necessary for this mission as outlined by France's national audit regulatory body, the *Compagnie Nationale des Commissaires aux Comptes*. These diligence measures consisted in checking the consistency of the information given to us with the basic documents from which they derive.

Agreements and commitments subjected to the approval of the Shareholders' General Meeting

Agreements and commitments authorized during the past financial year

Pursuant to Article L. 225-40 of the French Commercial Code, we were advised of the following agreements and commitments which had prior approval from your Board of Directors.

With the company Indraero Siren, a sub-subsidiary of LISI SA

Persons concerned: Patrick Daher, Chairman of the DAHER Group and director of the LISI Group, and Lise Nobre, director of the DAHER Group and Chairwoman and director of the LISI Group.

Nature and purpose

Sale of the "Floor Covering" aircraft interior design activity operated by the company Indraero Siren to the Daher Group

Conditions

The following terms apply to this agreement:

- date of the sale August 1, 2016
- price of the sale: €13,500,000
- Specific conditions (if guarantee or other clauses): none

Reasons for the Company's interest in the agreement

Your Board justified this agreement/commitment as follows:

As part of this Business Group's strategy, it was decided to withdraw from activities which are not part of the group's core business.

We inform you that we have not been informed of any agreement or commitment already approved by the Shareholders' General Meeting whose implementation would have been continued during the period elapsed.

Exincourt and Paris-La Défense, March 28, 2017

The Auditors

EXCO CAP AUDIT	ERNST & YOUNG et Autres
Philippe Pourcelot	Henri-Pierre Navas

4 | AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS – FINANCIAL YEAR ENDED DECEMBER 31, 2016

Dear Shareholders,

In accordance with the terms of our appointment by your Shareholders' General Meeting, we present our report for the financial year ended December 31, 2016, on:
- the audit of LISI's consolidated financial statements, as attached to this report;
- the justification of our assessment;
- the specific verification stipulated under law.

The consolidated financial statements have been approved by the Board of Directors. Our role is to express an opinion on these financial statements based on our audit.

I. Opinion on the consolidated statements

We have carried out our work in accordance with the professional standards in use in France; these standards require due diligence to ensure with a reasonable degree of certainty that the consolidated financial statements do not contain any significant anomalies. An audit involves verifying, through surveys or other selection methods, the items supporting the figures and information which feature in the consolidated financial statements. It further involves an assessment of the accounting principles used, any significant estimates made and the overall presentation of the annual financial statements. We consider that the items we have gathered form both a sufficient and an appropriate basis for our opinion.

We certify that the consolidated financial statements for the period are, in respect of the IFRS standard as adopted in the European Union, correct and genuine and present a faithful account of assets and liabilities, the financial position and the results of all consolidated companies of the consolidated group.

II. Justification of our assessments

As per Article L. 823-9 of the French Commercial Code regarding the justification of our assessments, we inform you of the following:

- The Management of the LISI Group has had to make judgments and estimates and to formulate assumptions, which concern in particular the impairment of assets, provisions, the valuation of financial instruments, and deferred taxes, as set out in Notes 2.2.2, 2.2.8.5, 2.2.13, 2.2.6 and 2.2.18.5 to the consolidated financial statements. For all these estimates, we have assessed the data and assumptions on which they are founded, reviewed randomly the calculations made by the Company, reviewed the available material, and verified that the notes of the Appendix provide appropriate information regarding the assumptions retained by the Company.

- At each year-end, the Company regularly performs an impairment test for goodwill and assets without a defined useful life, and also measures if there is an index of loss of value of long-term assets, in accordance with the methods described in Notes 2.2.7.1, 2.2.8.5 and 2.5.1.1 to the consolidated financial statements. We have reviewed the conditions under which this impairment test was conducted, as well as the cash flow forecasts and assumptions used, and have verified that the above-mentioned notes provide appropriate information.

- Note 2.2.14 to the consolidated financial statements sets out the methods for evaluating pension commitments and share-based staff benefits. These commitments have been subject to external appraisals. Our work has consisted in reviewing the data used, in assessing the assumptions retained, in reviewing the calculations made, and in verifying that Notes 2.2.14 and 2.5.4.2 of the Appendix provide appropriate information.

These assessments form part of our task as Auditors of the consolidated financial statements, taken as a whole, and have therefore helped us to form our unreserved opinion, as it is described in the first part of this report.

III. Specific verification

We have also, in accordance with the professional standards applicable in France, specifically verified, as required by law, the information provided in the report on the management of the Group.

We have no comments to make on their sincerity and consistency with the consolidated financial statements.

Exincourt and Paris-La Défense, March 28, 2017

The Auditors

EXCO CAP AUDIT	ERNST & YOUNG et Autres
Philippe Pourcelot	Henri-Pierre Navas

5 | AUDITORS' REPORT ON THE COMPANY FINANCIAL STATEMENTS – FINANCIAL YEAR ENDED DECEMBER 31, 2016

Dear Shareholders,

In accordance with the terms of our appointment by your Shareholders' General Meeting, we present our report for the financial year ended December 31, 2016, on:
- the audit of the annual financial statements of LISI, as attached to this report;
- the justification of our assessment;
- specific verifications and legally required information.

The financial statements were approved by the Board of Directors. Our role is to express an opinion on these financial statements based on our audit.

I. Opinion on the financial statements

We have carried out our work in accordance with the professional standards in use in France; these standards require us to apply due diligence in obtaining reasonable assurance that the annual financial statements do not contain significant anomalies. An audit involves verifying, through surveys or other selection methods, the items supporting the figures and information which feature in the annual financial statements. It further involves an assessment of the accounting principles used, any significant estimates made and the overall presentation of the annual financial statements. We consider that the items we have gathered form both a sufficient and an appropriate basis for our opinion.

We certify that the accounts comply with French accounting rules and principles and provide a true and fair view of the earnings derived from the Company's activity during the year, as well as the financial situation and net worth at the end of the financial year.

II. Justification of our assessments

As per Article L. 823-9 of the French Commercial Code regarding the justification of our assessments, we inform you of the following:

- Your Company sets up provisions for the impairment of equity interests when their value in use appears to be less than their net book value, as described in paragraph b "Financial fixed assets" of Note 3.1 to the annual financial statements "Accounting principles and policies". Our work consisted in assessing the data and assumptions on which these estimates rely, reviewing the Company's calculations, and examining management's approval procedures for these estimates.

- These assessments form part of our task as Auditors of the consolidated annual financial statements, taken as a whole, and have therefore helped us to form our unreserved opinion, as it is described in the first part of this report.

III. Verifications and specific information

We have also carried out verifications specifically required by law, in accordance with French professional regulations.

We have no comments to make on the sincerity and consistency with the consolidated financial statements of the information provided in the management report of the Board or the documents sent to the shareholders on the financial position and the financial statements.

With regard to the information supplied in application on the provisions of Article L. 225-102-1 of the French Commercial Code on payments and bonuses paid to corporate officers as well as on commitments approved in their favor, we have checked their consistency with the accounts or with the data used in the drawing-up of these accounts, and, where relevant, with the items gathered by your Company from companies controlling or controlled by your Company. On the basis of our work, we vouch for the precision and honesty of this information.

Exincourt and Paris-La Défense, March 28, 2017

The Auditors

EXCO CAP AUDIT	ERNST & YOUNG et Autres
Philippe Pourcelot	Henri-Pierre Navas

6 | REPORT BY THE INDEPENDENT THIRD PARTY ORGANIZATION REGARDING THE CONSOLIDATED SOCIAL, ENVIRONMENTAL AND SOCIETAL INFORMATION CONTAINED IN THE LISI MANAGEMENT REPORT – FINANCIAL YEAR ENDED DECEMBER 31, 2016

Dear Shareholders,

As an independent third party body accredited by COFRAC[1] under No. 3-1050 and a member of the network of one of the auditors of the LISI Group, we present our report on the consolidated social, environmental and societal information for the period ended December 31, 2016, presented in Chapter 6 of the Annual Report, subsequently referred to as the "CSR information" under the provisions of Article L. 225-102-1 of the French Commercial Code.

Corporate responsibility

It is for the Board of Directors to prepare a management report including the CSR information provided for in Article R. 225-105-1 of the French Commercial Code, in accordance with the standards used by the Company, consisting of HR and CSR reporting instructions in their 2016 versions (hereinafter the "Repositories") and available upon request at the Company's headquarters.

Independence and quality control

Our independence is defined in the regulations, the Profession's Code of Ethics, as well as the provisions of Article L. 822-11 of the French Commercial Code. In addition, we have implemented a quality control system that includes documented policies and procedures to ensure compliance with ethical standards, professional standards and applicable laws and regulations.

Responsibility of the independent third party organization

It is for us, based on our work, to:

- certify that the CSR required information is present in the management report or if it is omitted, is subject to an explanation in accordance with the third paragraph of Article R. 225-105 of the French Commercial Code (CSR information presence certificate);
- express a moderate conclusion of assurance on the fact that all significant aspects of the CSR information, taken overall, are presented sincerely, in compliance with the Repositories (reasoned opinion on the fairness of the CSR information).

Six competent persons were involved in this work which was carried out between November 2016 and February 2017 over a total working period of about five weeks.

We conducted the work described below in accordance with professional standards applicable in France and the Order of May 13, 2013 determining the conditions under which the independent third party organization conducts its task and on the reasoned opinion of fairness, as per the international standard ISAE 3000[2].

1. CSR information presence certificate

Nature and scope of work

We have read, based on interviews with the heads of departments concerned, the presentation of guidelines for sustainable development, based on the social and environmental consequences of the Company's activities and of its social commitments and, where appropriate, of the resulting actions or programs.

We compared the CSR information presented in the management report with the list provided for in Article R. 225-105-1 of the French Commercial Code.

In the absence of some of the consolidated information, we verified that explanations were provided in accordance with Article R. 225-105, paragraph 3 of the French Commercial Code.

We have verified that the CSR information covered the consolidation scope, namely the Company as well as its subsidiaries in the meaning of Article L. 233-1 of the French Commercial Code, the companies it controls in the meaning of Article L. 233-3 of the same code, with the limits laid down in the introduction to Chapter 6 of the annual report, namely that the environment indicators do not include information on the Remmele site, which was acquired during 2016.

Based on this work and taking the aforementioned limits into account, we confirm the presence of the required CSR information in our management report.

2. Reasoned opinion on the fairness of the CSR Information

Nature and scope of work

We conducted nine interviews with the individuals responsible for preparing the CSR information from Human Resources, Health/Safety/Environment, in charge of gathering information and, where appropriate, in charge of the internal audit and risk management procedures in order to:

- assess the appropriateness of the Repositories in terms of their relevance, completeness, reliability, neutrality and understandability, taking into account, where appropriate, the industry's best practices;
- verify the implementation of a process for collecting, compiling, processing and controlling the completeness and consistency of the CSR information and for gaining an understanding of the internal audit and risk management procedures relating to the elaboration of the CSR information.

[1] Scope of accreditation available at www.cofrac.fr
[2] ISAE 3000 – Assurance engagements other than audits or reviews of historical information.

We determined the nature and extent of our tests and inspections depending on the nature and importance of the CSR information in relation to the characteristics of the Company, the social and environmental challenges of its business, its guidelines on sustainable development and good industry practices.

For the CSR information we judged most important[3]:

- with respect to the parent Company, we reviewed the documentary sources and conducted interviews to corroborate the qualitative information (organization, policies, actions, etc.), we implemented analytical procedures on the quantitative information and verified, based on polls, the calculations and consolidation of the data and verified their consistency with the other information contained in the management report;
- with respect to a sample representative of entities we selected[4] based on their activity, their contribution to the consolidated indicators, their location, and a risk analysis, we conducted interviews to verify the proper application of procedures and implemented detailed tests on the basis of samples, that consisted in verifying the calculations and reconciling the data from the supporting documents. On average, the sample thus selected represented 10% of the headcount and 22% of electricity consumption.

With respect to the other consolidated CSR information, we noted their consistency with our knowledge of the Company.

Finally, we assessed the relevance of the explanations regarding, if any, the total or partial absence of certain elements of information.

We believe that the sampling methods and sample sizes we chose by exercising our professional judgment allow us to draw a moderate assurance conclusion; a higher level of assurance would have required a more extensive review. Due to the use of sampling techniques as well as to the other limitations inherent to the operation of any information and internal control system, the risk of not detecting a material misstatement in the CSR information cannot be completely ruled out.

Conclusion

Based on our work and subject to this reservation, we did not identify any material anomalies likely to call into question the fact that the CSR information, as a whole, are presented in a fair manner, in accordance with the Repositories.

Observations

Without calling the foregoing conclusion into question, we would draw your attention to the fact there is a lack of uniformity in the method for calculating the training and absenteeism indicators in the group, the divisions and the sites, after a threshold was set up for long-term absences and a threshold for training hours and the number of persons trained eliminated.

Paris-La Défense, February 21, 2017

The Independent Third Party Organization, ERNST & YOUNG et Associés

Christophe Schmeitzky Sustainable Development Partner	Bruno Perrin Partner

[3] Environmental and society-related information: the general policy concerning the environment (Company organization), pollution and waste management (measures for the prevention, recycling and elimination of waste), use of sustainable resources and climate change (energy consumption).
Social information: employment (total headcount and distribution), organization of work (absenteeism), health and safety (occupational health and safety measures, work-related accidents, particularly their frequency and severity), training (training policies in place, total training time).

[4] The La Ferté Fresnel (LISI AUTOMOTIVE), Bar-sur-Aube and Bologne (LISI AEROSPACE) sites.

7 | DRAFT RESOLUTIONS

ORDINARY GENERAL MEETING OF APRIL 25, 2017

of the competence of the Ordinary Shareholders' General Meeting:

- review and approval of the annual financial statements for the period ended December 31, 2016;
- approval of consolidated financial statements for the period ended December 31, 2016;
- approval of the conventions covered by Articles L. 225-38 *et seq.* of the French Commercial Code;
- discharge to the Directors and Auditors;
- appropriation of earnings;
- appointment of a new female director;
- renewal of a director's term of office;
- renewal of the mandate of the regular Auditors' mandate;
- change of a regular Auditor;
- non renewal of the mandate of the alternate Auditors;
- approval of the principles and criteria for the determination, breakdown and allocation of the components of the compensation of the Chairman of the Board of Directors;
- approval of the principles and criteria for the determination, breakdown and allocation of the components of the compensation of the CEO;
- approval of the principles and criteria for the determination, breakdown and allocation of the components of the compensation of the Deputy CEO;
- authorization for the Company to repurchase its own shares;

of the competence of the extraordinary Shareholders' General Meeting:

- authorization for the Board of Directors to issue shares for cash up to a limit of €2 million (nominal + premium); without any preferential subscription right;
- powers;
- miscellaneous questions.

DRAFT RESOLUTIONS

First resolution – Approval of corporate financial statements

Having listened to the reading of the Board of Directors' report and the Auditors' general report, the Shareholders' General Meeting approves the annual financial statements established as at December 31, 2016, as they are presented, with profits of €33,033,189 as well as the transactions described in these financial statements that are summarized in these reports.

In particular, the Shareholders' General Meeting approves the spending carried out over the last year in relation to the transactions covered by Article 39-4 of the French General Tax Code, which amounts to a total of €24,818.

Second resolution – Approval of consolidated financial statements

Having listened to the reading of Board of Directors' report and the Auditors' general report, the Shareholders' General Meeting approves, as they are presented, the consolidated financial statements set out in accordance with Article L. 233-16 *et seq.* of the French Commercial Code as at December 31, 2016, showing profits of €107,008,224.

Third Resolution – Approval of the conventions covered by Article L. 225-38 of the French Commercial Code

Having listened to the reading of the Auditors' special report on the conventions covered by Articles L. 225-38 of the French Commercial Code, the Shareholders' General Meeting approves the sections indicated in this report.

Fourth resolution – Discharge to the Directors

The Shareholders' General Meeting gives full discharge to the Directors for their work for the financial year 2016, and to the Auditors for their term of office.

Fifth resolution – Earnings appropriation

Acting on the proposal of the Board of Directors, the Shareholders' General Meeting has decided to allocate last year's profits as follows:

profits for the financial year of	€33,022,189
plus retained earnings in the amount of	€77,857,312
To give a total of	€110,879,501

constituting the distributable profit, which the Board of Directors proposes to allocate as follows:

as dividends to shareholders **€0.45** per share,	
i.e. the sum of to be paid on May 9, 2017	€24,310,744
remainder to be carried forward, for a total of	€86,568,757
it being understood that this amount will be increased by the sum of the dividends payable on the shares owned by the Company as of the ex-dividend date.	

The dividend for each share amounts to €0.45. The portion of the dividend eligible for a tax rebate of 40% under Article 158-3-2° of the French General Tax Code is €0.45.

In addition, the Shareholders' General Meeting acknowledges that it has been apprised that the dividend payouts per share for the last three years were as follows:

FINANCIAL YEAR ENDING	Dividend paid eligible for the 40% abatement
31 décembre 2013*	€0.34
31 décembre 2014	€0.37
31 décembre 2015	€0.39

* after the 1:5 stock split

Sixth resolution – Renewal of a director's term of office
The Board of Directors, on a proposal by the Shareholders' General Meeting, renews the term of office of Pascal Lebard for a period of four years which shall expire following the Ordinary General Meeting to approve the financial statements for the financial year ending on December 31, 2020.

Seventh resolution – Appointment of a new female director
The Shareholders' General Meeting, on a proposal by the Board of Directors, decides to appoint as director:

Emmanuelle Gautier
Residing at 31 rue de Fontenay – 92330 SCEAUX

in addition to the members currently in office, for a period of four years, which shall expire following the Ordinary General Meeting to approve the financial statements for the financial year ending on December 31, 2020.

Eighth resolution – Change of a regular Auditor
The Shareholders' General Meeting duly notes that the Cabinet EXCO CAP AUDIT, with its head office at 2 rue Emile Zingg - 25400 EXINCOURT, has indicated that it does not wish its mandate as regular Auditor to be renewed and appoints for a period of six years to expire at the Ordinary General Meeting to approve the financial statements for the financial year ending on December 31, 2022:

The Cabinet EXCO et Associés
With head office at 42 Avenue de la Grande Armée – 75017 PARIS

Ninth resolution – Renewal of the mandate of a regular Auditor
The Shareholders' General Meeting, on a proposal by the Board of Directors, renews the mandate of Cabinet ERNST & YOUNG et Autres as regular Auditor, for a period of six financial years to expire at the Ordinary General Meeting to approve the financial statements for the financial year ending on December 31, 2022.

Tenth resolution – Non renewal of the mandate of an alternate Auditor
After having noted that the mandate of the alternate Auditor, Philippe Auchet, has expired with this general meeting, and that, pursuant to the provisions of Article L823-1 of the French Commercial Code, this appointment is only mandatory if the regular Auditor is a natural person or a one-person company, the Shareholders' General Meeting, decides not to renew the mandate of Philippe Auchet and not to replace him, as the legal conditions for appointment are not met.

Eleventh resolution – No renewal of the mandate of an Alternate Auditor
After having noted that the mandate of the Alternate Auditor, the Cabinet AUDITEX has expired with this general meeting, and that, pursuant to the provisions of Article L823-1 of the French Commercial Code, this appointment is only mandatory if the Regular Auditor is a natural person or a one-person company, the Shareholders' General Meeting, decides not to renew the mandate of the Cabinet AUDITEX and not to replace it, as the legal conditions for appointment are not met.

Twelfth resolution – Approval of the principles and criteria for the determination, breakdown and allocation of the components of the compensation of the Chairman of the Board of Directors
Shareholders' General Meeting, pursuant to the provisions of Article L225-37-2 of the French Commercial Code, approves the principles and criteria for the determination, breakdown and allocation of the fixed, variable and long-term components comprising the total compensation and benefits in kind of Gilles Kohler in his capacity as Chairman of the Board of Directors, as described in the report appended to the management report prepared by the Board of Directors and presenting this draft resolution.

Thirteenth resolution – Approval of the principles and criteria for the determination, breakdown and allocation of the components of the compensation of the CEO
Shareholders' General Meeting, pursuant to the provisions of Article L225-37-2 of the French Commercial Code, approves the principles and criteria for the determination, breakdown and allocation of the fixed, variable and long-term components comprising the total compensation and benefits in kind paid and allocated to Emmanuel Viellard in his capacity as CEO, as described in the report appended to the management report prepared by the Board of Directors and presenting this draft resolution.

Fourteenth resolution – Approval of the principles and criteria for the determination, breakdown and allocation of the components of the compensation of the Deputy CEO
The Shareholders' General Meeting, pursuant to the provisions of Article L225-37-2 of the French Commercial Code, approves the principles and criteria for the determination, breakdown and allocation of the fixed, variable and long-term components making up the total compensation and benefits in kind paid and allocated to Jean-Philippe Kohler in his capacity as Deputy CEO, as described in the report appended to the management report prepared by the Board of Directors and presenting this draft resolution.

Fifteenth resolution – Share buyback program
Having listened to the reading of the Board of Directors' report and reviewed the data contained in the program description, the Shareholders' General Meeting:

- Cancels the purchase authorization given on April 27, 2016.
- Gives its authorization, in accordance with Articles L. 225-209 *et seq.* of the French Commercial Code, to the Board of Directors, to proceed, by whatever means it deems appropriate, to buy back its own shares, representing up to 10% of the Company's share capital, corresponding to 5,402,387 shares, except for the acquisition of shares meant to be retained and the delivery of shares to be used as consideration or payment for external growth operations whose total will be limited to 5% of the share capital or 2,701,193 shares.

- decides that the acquired shares will be used as follows:
  - to increase the activity of the stock on the market by an Investment Services Provider via a liquidity contract in accordance with the professional Code of Ethics recognized by the AMF (the French financial market authority);
  - to grant stock options or free shares to employees and corporate officers of the Company and/or its Group;
  - to retain and use shares as consideration or payment for potential acquisitions;
  - to cancel shares purchased, subject to the approval of the Extraordinary General Meeting to be called at a later date.

Shares can be acquired or sold by any means and at any time, in accordance with the regulations in force, on or off the market, including through the use of derivatives traded on a regulated market or by private contract.

The Company undertakes to remain constantly within the limits set by Article L. 225-209 of the French Commercial Code.

The following terms apply to this authorization:
- the Company may not repurchase its own shares for more than **€60**, not including transaction fees.

The highest figure that LISI SA would pay if it purchased shares at the ceiling price set by the Shareholders' General Meeting, i.e. €60 is €256,977,900.

This authorization is valid for a period of 18 months from the date of this Shareholders' General Meeting.

- Assigns full powers to the Board of Directors, which may choose to delegate them, within the limitations detailed above, to put in stock market orders, to negotiate agreements in the aim of carrying out all formalities and all declarations to all organizations, to carry out all other formalities and, as a general rule, to do all that is necessary.

OF THE COMPETENCE OF THE EXTRAORDINARY SHAREHOLDERS' GENERAL MEETING

Sixteenth resolution – Authorization for the Board of Directors to issue shares for cash up to a limit of €2 million (nominal + premium); without any preferential subscription right

The Shareholders' General Meeting, after having listened to the reading of the Board of Directors' report and the Auditors' special report, noting that the capital stock is fully paid up, authorizes the Board of Directors, pursuant to the provisions of Articles L225-19-6 and L225-138 *et seq.* of the French Commercial Code and L3332-18 *et seq.* of the French Labor Code, to issue new shares for cash, in one or more installments, when it alone decides, reserved for Group employees members of the Company's mutual fund.

The shares issued should correspond to one or more capital increases for a maximum overall amount of €2,000,000, including the issue premium.

The period during which the Board of Directors shall be authorized to issue these shares is twenty-six months as of this day.

The Shareholders' General Meeting decides that there shall be no shareholders' preferential subscription right to new shares to be reserved for employees members of the Company's mutual fund, created for this purpose and governed by Article 20 of the Act of December 23, 1988.

The Shareholders' General Meeting grants all powers to the Board of Directors to implement this authorization, within the limits and under the conditions set forth above, in particular, to:
- determine the price of the new stock options;
- decide on the amount of shares to be issued, the duration of the subscription period, the date of entitlement to dividends of the new shares and, more generally, all the conditions of each issue;
- record the completion of each capital increase for the amount of the shares which shall be actually subscribed;
- carry out the required formalities and to make the consequential amendments to the bylaws;
- and, in general, take all steps to carry out the share capital increase under the conditions laid down in the provisions of the law and the regulations.

Seventeenth resolution – Formalities

The Shareholders' General Meeting assigns all rights to the bearer of an original, a copy or extracts of the minutes of its deliberations for the purpose of accomplishing all formalities, as well as all legally required filings and publications.

A) Formalities to be accomplished in order to participate in the Shareholders' General Meeting

The Shareholders' General Meeting is composed of all the shareholders, regardless of the number of shares they own.

Any shareholder may be represented by proxy at the Shareholders' General Meeting by another shareholder, by his/her spouse or partner with whom he/she has signed a civil solidarity pact. He/she can also be represented by any other natural person or legal entity of his/her choice (Article L.225-106 of the French Commercial Code).

Pursuant to Article R.225-85 of the French Commercial Code, the right to participate in a Shareholders' General Meeting is justified by the registration of the securities in the name of the shareholder or his/her registered intermediary (in accordance with the seventh paragraph of Article L.228-1 of the French Commercial Code), on the second day preceding the General Meeting at midnight, Paris time, either in the accounts of registered securities kept by the company (or its representative) or in the accounts of bearer securities kept by the duly authorized intermediary.

The registration of the securities in the accounts of bearer securities kept by the financial intermediaries is recorded by a participation certificate issued by the latter (or, if appropriate, by electronic means) under the conditions laid down in Article R.225-85 of the French Commercial Code (with reference to Article R.225-61 of the same code), as an appendix:

- to the postal voting form;
- to the voting proxy;
- to the application for an admission card established in the shareholder's name represented by the registered proxy.

A certificate is also issued to shareholders who wish to physically participate at the General Meeting and who have not received their admission card by the third day preceding the General Meeting at midnight, Paris time.

B) Method of participating in the Shareholders' General Meeting

Shareholders wishing to physically attend the Shareholders' General Meeting may request an admission card as follows:

- for registered shareholders: on the day of the Shareholders' General Meeting, go directly to the counter specially provided for this purpose with proof of identity or ask for an admission card from BNP PARIBAS Securities Services, – CTS Assemblées Générales – Les Grands Moulins de Pantin 9, rue du Débarcadère – 93761 Pantin Cedex, by registered letter with acknowledgment of receipt;
- for bearer shareholders: ask the authorized intermediary who manages their securities account for an admission card to be sent to them.

Shareholders not personally attending this General Meeting and wishing to vote by correspondence or to be represented by giving a proxy to the Chairman of the General Meeting, to their spouse or partner with whom they have signed a civil solidarity pact or to another person may:

- for registered shareholders: return the single voting form by post or by proxy, to the following address: BNP PARIBAS Securities Services, – CTS Assemblées Générales – Les Grands Moulins de Pantin – 9, rue du Débarcadère – 93761 Pantin Cedex ;
- for bearer shareholder: ask for this form from the intermediary who manages his/her securities, from the date the General Meeting is convened. The single for voting by post or by proxy should be accompanied by a participation certificate issued by the financial intermediary and sent to the following address: BNP PARIBAS Securities Services, – CTS Assemblées Générales – Les Grands Moulins de Pantin – 9, rue du Débarcadère – 93761 Pantin Cedex.

To be accepted, the postal voting forms should be received by the Company or the Assemblées Générales Department of BNP Paribas Securities Services, at the latest three days prior to the General Meeting.

The shareholders may obtain, within the legal time limits, the documents provided for in Articles R.225-81 and R.225.83 of the French Commercial Code by request sent to BNP PARIBAS Securities Services, – CTS Assemblées Générales – Les Grands Moulins de Pantin – 9, rue du Débarcadère – 93761 Pantin Cedex.

Pursuant to the provisions of Article R.225-79 of the French Commercial Code, the notification of the appointment and the withdrawal of a proxy may also be made by electronic means, as follows:

- **for pure registered shareholders:** by sending an email with an electronic signature obtained from an authorized third-party certifier to the following electronic address: paris.bp2s.france.cts.mandats@bnpparibas.com stating the name of the company concerned, the date of the Shareholders' General Meeting, their surname, first name, address and BNP PARIBAS Securities Services user name as well as the surname and first name of the appointed or withdrawn proxy;
- **for administered registered or bearer shareholders:** by sending an email with an electronic signature they obtained from an authorized third-party certifier to the following electronic address: paris.bp2s.france.cts.mandats@bnpparibas.com stating the name of the Company concerned, the date of the Shareholders' General Meeting, their surname, first name, address and full banking references as well as the surname and first name of the designated or withdrawn authorized representative; then, by asking their authorized intermediary who manages their securities account to send written confirmation to BNP PARIBAS Securities Services – CTS, Assemblées Générales – Les Grands Moulins de Pantin 9, rue du Débarcadère – 93761 Pantin Cedex.

So that the proxy appointments or withdrawals expressed by electronic means can be validly taken into consideration, the confirmations should be received, at the latest, on the day before the meeting at 3.00 p.m. (Paris time). The appoints or withdrawals of proxies expressed in printed form should be received at the latest two calendar days prior to the date of the Shareholders' General Meeting.

Furthermore, only notifications of proxy appointments or withdrawals may be sent to the aforementioned electronic address; any other application or notification on another subject cannot be taken into consideration and/or processed.

C) Shareholders' written questions and request to have draft resolutions registered

Applications for items or draft resolutions to be entered on the agenda by shareholders meeting the conditions laid down in Article R.225-71 of the French Commercial Code must be received at the head office, by registered letter with request for acknowledgment of receipt to the following address: LISI Le Millenium 18 rue Albert Camus 90008 BELFORT Cedex, within 25 (calendar) days prior to the date Shareholders' General Meeting, in accordance with Article R.225-73 of the French Commercial Code. The applications must be accompanied by a certificate of registration.

The review of the resolution is subject to applicants' sending a new certificate proving the registration of the securities in the same accounts two days prior to the General Meeting at midnight, Paris time.

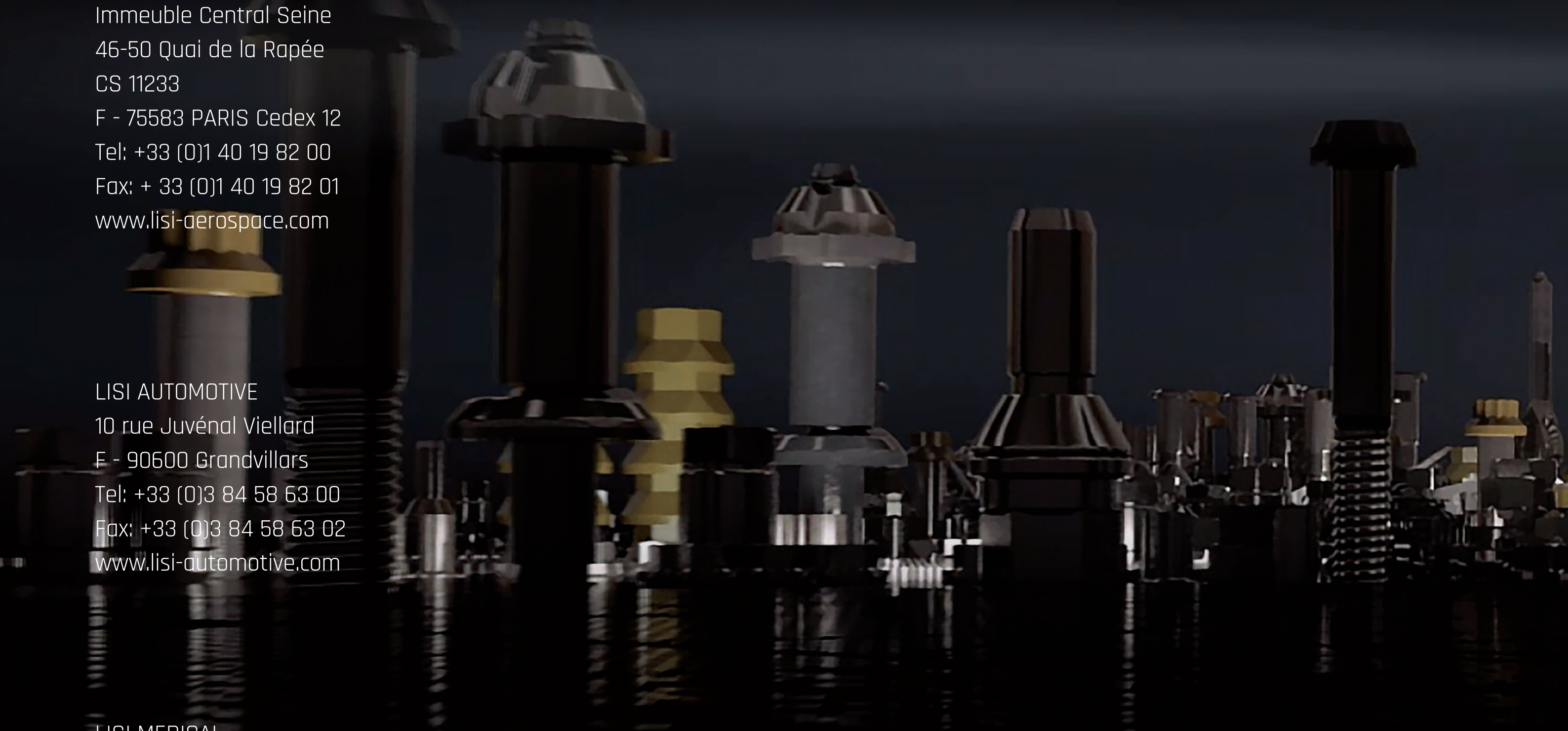
Each shareholder has the right to send the Board of Directors, which will reply at the meeting, the questions they choose.

The questions must be sent by registered letter with request for acknowledgment of receipt to the following address: LISI Le Millenium – 18 rue Albert Camus 90008 BELFORT Cedex. They must be sent at the latest four working days prior to the date of the Shareholders' General Meeting.

D) Shareholders' right of communication

All the documents and information laid down in Article R.225-73-1 of the French Commercial Code may consulted on the Company's site: www.lisi-group.com from the twenty-first day preceding the Shareholders' General Meeting, i.e. April 4, 2017.

The Board of Directors



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