

## CONSOLIDATED FINANCIAL STATEMENTS

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Linamar Corporation

December 31, 2017 and December 31, 2016  
(in thousands of dollars)

## MANAGEMENT’S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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The management of Linamar Corporation (the “Company”) is responsible for the preparation of all information included in this annual report. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards, and necessarily include some amounts that are based on management’s best estimates and judgements. Financial information included elsewhere in this annual report is consistent with that in the consolidated financial statements.

Management maintains a system of internal accounting controls to provide reasonable assurance that the consolidated financial statements are accurate and reliable and that the assets are safeguarded from loss or unauthorized use.

The Company’s external auditors, appointed by the shareholders, have prepared their report, which outlines the scope of their examination and expresses their opinion on the consolidated financial statements.

The Board of Directors, through its Audit Committee, is responsible for assuring that management fulfills its financial reporting responsibilities. The Audit Committee is composed of independent directors who are not employees of the Company.

The Audit Committee meets periodically with management and with the auditors to review and to discuss accounting policy, auditing and financial reporting matters. The Committee reports its findings to the Board of Directors for their consideration in reviewing and approving the consolidated financial statement for issuance to the shareholders.

**(Signed) “Linda Hasenfratz”**

Linda Hasenfratz  
Chief Executive Officer

**(Signed) “Dale Schneider”**

Dale Schneider  
Chief Financial Officer

March 7, 2018

## INDEPENDENT AUDITOR'S REPORT

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March 7, 2018

### To the Shareholders of Linamar Corporation

We have audited the accompanying consolidated financial statements of Linamar Corporation and its subsidiaries, which comprise the consolidated statements of financial position as at December 31, 2017 and December 31, 2016 and the consolidated statements of earnings, comprehensive earnings, changes in equity and cash flows for the years then ended, and the related notes, which comprise a summary of significant accounting policies and other explanatory information.

#### **Management's responsibility for the consolidated financial statements**

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

#### **Auditor's responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

#### **Opinion**

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Linamar Corporation and its subsidiaries as at December 31, 2017 and December 31, 2016 and their financial performance and their cash flows for the years then ended in accordance with International Financial Reporting Standards.

**(Signed) "PricewaterhouseCoopers LLP"**

**Chartered Professional Accountants, Licensed Public Accountants**  
Toronto, Ontario

**LINAMAR CORPORATION**  
**Consolidated Statements of Financial Position**  
(in thousands of Canadian dollars)

	December 31 2017 \$	December 31 2016 \$
<b>ASSETS</b>		
Cash and cash equivalents	439,064	404,966
Accounts and other receivables (Note 27)	1,083,322	898,445
Inventories (Note 8)	791,670	691,385
Income taxes recoverable (Note 9)	33,145	11,466
Current portion of long-term receivables (Note 6)	103,276	74,557
Current portion of derivative financial instruments (Note 27)	1,333	44,904
Other current assets	25,387	17,177
<b>Current Assets</b>	<b>2,477,197</b>	<b>2,142,900</b>
Long-term receivables (Note 6)	304,514	199,369
Property, plant and equipment (Note 10)	2,209,884	2,052,055
Investments accounted for using the equity method	9,263	5,881
Intangible assets (Note 11)	287,827	279,587
Goodwill (Note 12)	485,610	456,791
Derivative financial instruments (Note 27)	25,854	37,134
Deferred tax assets (Note 9)	51,074	53,453
<b>Assets</b>	<b>5,851,223</b>	<b>5,227,170</b>
<b>LIABILITIES</b>		
Short-term borrowings	8,836	7,972
Accounts payable and accrued liabilities (Note 27)	1,215,803	974,612
Provisions (Note 13)	31,486	31,713
Income taxes payable (Note 9)	33,446	54,836
Current portion of long-term debt (Note 14)	6,399	197,157
<b>Current Liabilities</b>	<b>1,295,970</b>	<b>1,266,290</b>
Long-term debt (Note 14)	1,288,826	1,228,035
Deferred tax liabilities (Note 9)	153,589	142,584
<b>Liabilities</b>	<b>2,738,385</b>	<b>2,636,909</b>
<b>EQUITY</b>		
Capital stock (Note 15)	122,393	120,385
Retained earnings	2,904,552	2,386,524
Contributed surplus	25,027	23,332
Accumulated other comprehensive earnings (loss)	60,866	60,020
<b>Equity</b>	<b>3,112,838</b>	<b>2,590,261</b>
<b>Liabilities and Equity</b>	<b>5,851,223</b>	<b>5,227,170</b>

The accompanying notes are an integral part of these consolidated financial statements.

On behalf of the Board of Directors:

(Signed) "Frank Hasenfratz"

Frank Hasenfratz  
Director

(Signed) "Linda Hasenfratz"

Linda Hasenfratz  
Director

**LINAMAR CORPORATION**  
**Consolidated Statements of Earnings**

For the years ended December 31, 2017 and December 31, 2016  
(in thousands of Canadian dollars, except per share figures)

	2017	2016
	\$	\$
Sales	6,546,458	6,005,584
Cost of sales (Note 16)	5,467,162	5,003,034
<b>Gross Margin</b>	<b>1,079,296</b>	<b>1,002,550</b>
Selling, general and administrative (Note 16)	352,163	325,364
Other income and (expenses) (Note 19)	(19,261)	19,591
<b>Operating Earnings (Loss)</b>	<b>707,872</b>	<b>696,777</b>
Share of net earnings (loss) of investments accounted for using the equity method	(6,057)	(2,976)
Finance (income) and expenses (Note 20)	9,257	21,071
<b>Net Earnings (Loss) before Income Taxes</b>	<b>692,558</b>	<b>672,730</b>
Provision for (recovery of) income taxes (Note 9)	143,188	150,202
<b>Net Earnings (Loss) for the Year</b>	<b>549,370</b>	<b>522,528</b>
<b>Net Earnings (Loss) Attributable to:</b>		
Shareholders of the Company	549,370	522,127
Non-Controlling Interests (Note 25)	-	401
	<b>549,370</b>	<b>522,528</b>
<b>Net Earnings (Loss) per Share Attributable to Shareholders of the Company: (Note 21)</b>		
Basic	8.41	8.01
Diluted	8.32	7.92

The accompanying notes are an integral part of these consolidated financial statements.

**LINAMAR CORPORATION**  
**Consolidated Statements of Comprehensive Earnings**  
For the years ended December 31, 2017 and December 31, 2016  
(in thousands of Canadian dollars)

	2017	2016
	\$	\$
<b>Net Earnings (Loss) for the Year</b>	549,370	522,528
<b>Items that may be reclassified subsequently to net income</b>		
Unrealized gains (losses) on translating financial statements of foreign operations	56,924	(232,973)
Change in foreign exchange gains (losses) on long-term debt designated as a net investment hedge	(56,457)	65,764
Change in unrealized gains (losses) on derivative instruments designated as cash flow hedges	(17,370)	(12,109)
Tax impact of change in unrealized gains (losses) on derivative instruments designated as cash flow hedges	4,343	3,027
Reclassification to earnings of gains (losses) on cash flow hedges	17,875	10,426
Tax impact of reclassification to earnings of gains (losses) on cash flow hedges	(4,469)	(2,606)
<b>Other Comprehensive Earnings (Loss)</b>	846	(168,471)
<b>Comprehensive Earnings (Loss) for the Year</b>	550,216	354,057
<b>Comprehensive Earnings (Loss) Attributable to:</b>		
Shareholders of the Company	550,216	353,656
Non-Controlling Interests (Note 25)	-	401
	550,216	354,057

The accompanying notes are an integral part of these consolidated financial statements.

## LINAMAR CORPORATION

### Consolidated Statements of Changes in Equity

For the years ended December 31, 2017 and December 31, 2016  
(in thousands of Canadian dollars)

	Capital stock \$	Retained earnings \$	Contributed surplus \$	Cumulative translation adjustment \$	Hedging reserves \$	Equity Attributable to Shareholders \$	Non- Controlling Interests \$	Total Equity \$
<b>Balance at January 1, 2016</b>	118,609	1,890,473	21,094	228,306	185	2,258,667	-	2,258,667
Net Earnings (Loss)	-	522,127	-	-	-	522,127	401	522,528
Other comprehensive earnings (loss)	-	-	-	(167,209)	(1,262)	(168,471)	-	(168,471)
<b>Comprehensive Earnings (Loss)</b>	-	522,127	-	(167,209)	(1,262)	353,656	401	354,057
Share-based compensation	-	-	2,765	-	-	2,765	-	2,765
Shares issued on exercise of options	1,776	-	(527)	-	-	1,249	-	1,249
Acquisition of non-controlling interests	-	-	-	-	-	-	(401)	(401)
Dividends	-	(26,076)	-	-	-	(26,076)	-	(26,076)
<b>Balance at December 31, 2016</b>	120,385	2,386,524	23,332	61,097	(1,077)	2,590,261	-	2,590,261
Net Earnings (Loss)	-	549,370	-	-	-	549,370	-	549,370
Other comprehensive earnings (loss)	-	-	-	467	379	846	-	846
<b>Comprehensive Earnings (Loss)</b>	-	549,370	-	467	379	550,216	-	550,216
Share-based compensation	-	-	2,290	-	-	2,290	-	2,290
Shares issued on exercise of options	2,008	-	(595)	-	-	1,413	-	1,413
Dividends	-	(31,342)	-	-	-	(31,342)	-	(31,342)
<b>Balance at December 31, 2017</b>	122,393	2,904,552	25,027	61,564	(698)	3,112,838	-	3,112,838

The accompanying notes are an integral part of these consolidated financial statements.

**LINAMAR CORPORATION**  
**Consolidated Statements of Cash Flows**

For the years ended December 31, 2017 and December 31, 2016  
(in thousands of Canadian dollars)

	2017	2016
	\$	\$
<b>Cash generated from (used in)</b>		
<b>Operating Activities</b>		
Net earnings (loss) Attributable to Shareholders of the Company	549,370	522,127
Adjustments for:		
Amortization of property, plant and equipment	293,961	306,316
Amortization of other intangible assets	25,819	27,311
Deferred income taxes	10,200	(12,192)
Property, plant and equipment impairment provision, net of reversals	(6,160)	30,610
Share-based compensation	2,290	2,765
Finance expense	9,257	21,071
Other	1,156	2,097
	<b>885,893</b>	<b>900,105</b>
<b>Changes in non-cash working capital</b>		
(Increase) decrease in accounts and other receivables	(184,216)	(91,386)
(Increase) decrease in inventories	(89,878)	(81,304)
(Increase) decrease in other current assets	(8,191)	(2,761)
Increase (decrease) in income taxes	(43,383)	11,315
Increase (decrease) in accounts payable and accrued liabilities	225,463	156,753
Increase (decrease) in provisions	237	5,345
	<b>(99,968)</b>	<b>(2,038)</b>
<b>Cash generated from (used in) operating activities</b>	<b>785,925</b>	<b>898,067</b>
<b>Financing Activities</b>		
Proceeds from (repayments of) short-term borrowings	(25)	(2,087)
Proceeds from (repayments of) long-term debt	(140,899)	826,556
Proceeds from government borrowings	8,104	11,193
Proceeds from exercise of stock options	1,413	1,249
Dividends	(31,342)	(26,076)
Interest received (paid)	(8,220)	(20,905)
<b>Cash generated from (used in) financing activities</b>	<b>(170,969)</b>	<b>789,930</b>
<b>Investing Activities</b>		
Payments for purchase of property, plant and equipment	(410,032)	(343,273)
Proceeds on disposal of property, plant and equipment	13,204	7,939
Payments for purchase of intangible assets	(17,365)	(10,638)
Business acquisitions, net of cash acquired	(1,060)	(1,133,945)
(Increase) decrease in long-term receivables	(152,381)	(94,118)
Other	(9,321)	(883)
<b>Cash generated from (used in) investing activities</b>	<b>(576,955)</b>	<b>(1,574,918)</b>
	38,001	113,079
Effect of translation adjustment on cash	(3,903)	(47,192)
<b>Increase (decrease) in cash and cash equivalents</b>	<b>34,098</b>	<b>65,887</b>
<b>Cash and cash equivalents - Beginning of Year</b>	<b>404,966</b>	<b>339,079</b>
<b>Cash and cash equivalents - End of Year</b>	<b>439,064</b>	<b>404,966</b>
<b>Comprised of:</b>		
Cash in bank	315,371	233,002
Short-term deposits	138,205	192,922
Unpresented cheques	(14,512)	(20,958)
	<b>439,064</b>	<b>404,966</b>

The accompanying notes are an integral part of these consolidated financial statements.

# **LINAMAR CORPORATION**

## **Notes to Consolidated Financial Statements**

For the years ended December 31, 2017 and December 31, 2016  
(in thousands of Canadian dollars, except where otherwise noted)

### **1 General Information**

Linamar Corporation and its subsidiaries, including jointly controlled entities, (together, the “Company”) is a diversified global manufacturing company of highly engineered products. The Company is incorporated in Ontario, Canada with common shares listed on the Toronto Stock Exchange. The Company is domiciled in Canada and its registered office is 287 Speedvale Avenue West, Guelph, Ontario, Canada.

The consolidated annual financial statements of the Company for the year ended December 31, 2017 were authorized for issue in accordance with a resolution of the Company’s Board of Directors on March 7, 2018.

### **2 Basis of Preparation**

The Company has prepared its consolidated annual financial statements in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and with interpretations of the International Financial Reporting Issues Committee.

### **3 Significant Accounting Policies**

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

#### **Basis of Measurement**

These consolidated financial statements were prepared on a going concern basis, under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities (including derivative instruments) at fair value.

#### **Basis of Consolidation**

Subsidiaries are all entities over which the Company has control and all subsidiaries are wholly owned. These consolidated financial statements include the accounts of the Company and its subsidiaries. The Company controls an entity when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company and are deconsolidated from the date that control ceases. All significant inter-company transactions are eliminated on consolidation.

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. The consideration transferred for the acquisition of a subsidiary is the fair value (at the date of exchange) of the assets acquired, liabilities incurred or assumed, and equity instruments issued by the Company in exchange for control of the acquiree. Any excess of the acquisition cost over the fair value of the net assets acquired and liabilities and contingent liabilities recognized, is recorded in assets as goodwill. If this consideration is lower than the fair value of the net assets acquired, the difference is recognized in profit or loss. Acquisition-related costs are expensed as incurred.

Any contingent consideration to be transferred by the acquirer is recognized and estimated at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognized in accordance with the applicable standard either in net earnings or as a change to other comprehensive earnings. If the contingent consideration is classified as equity, it shall not be re-measured and shall be accounted for within equity.

The Company has partial ownership in joint ventures over whose activities the Company has joint control, established by contractual agreements and requiring unanimous consent for strategic, financial and operating decisions. The Company accounts for the jointly controlled entities using the equity method whereby the Company’s investment is originally recognized at cost. The consolidated financial statements include the Company’s share of the income and expenses and equity movements of the jointly controlled entity, after adjustments to align the accounting policies with those of the Company, from the date that the significant influence of joint control commences until the date that significant influence or joint control ceases. Dividends are recognized as a reduction in the carrying amount of the investment.

Unrealized gains on transactions between the Company and the jointly controlled entities are eliminated to the extent of the Company’s interest in the joint venture. Unrealized losses are eliminated unless the transaction provides evidence of impairment.

## **LINAMAR CORPORATION**

### **Notes to Consolidated Financial Statements**

For the years ended December 31, 2017 and December 31, 2016  
(in thousands of Canadian dollars, except where otherwise noted)

#### **Foreign Currency Translation**

##### ***Functional and presentation currency***

The Company's consolidated financial statements are presented in Canadian dollars ("dollars"), which is also the Company's functional currency. Each entity in the Company maintains its accounting records in its functional currency. An entity's functional currency is the currency of the principal economic environment in which it operates.

##### ***Transactions and balances***

Foreign currency transactions are translated into the functional currency using the average exchange rate of the reporting period. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are re-translated at period end exchange rates. Non-monetary assets and liabilities, which are measured in terms of historical cost in a foreign currency, are not re-translated. Foreign exchange gains and losses arising from borrowings are presented in the statement of earnings within finance expenses and all other foreign exchange gains and losses are presented within operating earnings except for those which relate to qualifying cash flow hedges or are attributable to part of the net investment in a foreign operation, which are presented in other comprehensive earnings within accumulated other comprehensive earnings until realized.

##### ***Foreign Operations***

For the purposes of presenting consolidated financial statements, the results and financial position of all entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (a) Assets and liabilities are translated at the closing rate at the reporting period end date;
- (b) Income and expenses are translated at average exchange rates for the reporting period; and
- (c) All resulting exchange differences are recognized as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations are taken to equity. When a foreign operation is sold, or there is a disposal involving a loss of control, exchange differences that were recorded in equity are recognized in the statement of earnings as part of the gain or loss on sale or disposal.

#### **Cash and Cash Equivalents**

Cash and cash equivalents include cash in bank and short-term deposits. Cash equivalents are short-term, highly liquid investments, that are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value. Investments normally qualify as cash equivalents if they have a term to maturity at the date of purchase of three months or less.

#### **Receivables**

Receivables are amounts due from customers for products sold or services performed in the ordinary course of business.

Receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less allowances for doubtful accounts. The allowance for doubtful accounts is determined by taking into consideration the age of the receivables, the Company's prior experience with the customer including their ability to pay, and/or an assessment of the current economic conditions. Receivables and allowance for doubtful accounts are written off when the balance is no longer considered to be collectible.

#### **Leases**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership. All other leases are classified as operating leases.

##### ***Company as a lessee***

The Company leases certain property, plant and equipment under both finance leases and operating leases. Payments made under operating leases are charged to net earnings on a straight-line basis over the period of the lease. Assets leased by the Company that qualify as finance leases are initially recognized as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability is included in the statement of financial position as a finance lease obligation. Lease payments under finance leases are allocated between finance charges and a reduction of the outstanding lease obligation. Finance charges are recognized immediately in net earnings, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on borrowing costs. The property, plant and equipment acquired under finance leases are depreciated over the shorter of the useful life of the asset and the lease term.

## **LINAMAR CORPORATION**

### **Notes to Consolidated Financial Statements**

For the years ended December 31, 2017 and December 31, 2016  
(in thousands of Canadian dollars, except where otherwise noted)

#### ***Company as a lessor***

The Company leases certain industrial access products to customers under both finance leases and operating leases. Amounts due from lessees under operating lease arrangements are recognized as revenue over the course of the lease arrangement. Contingent rents are recognized as revenue in the period in which they are earned. Amounts due from lessees under finance lease arrangements are recognized as receivables at the amount of the Company's net investments in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant rate of return on the Company's net investment outstanding.

#### **Sale of Receivables**

The sale of receivables is recognized when the Company transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a borrowing for the proceeds received.

#### **Inventories**

Inventories are valued at the lower of cost and net realizable value. The cost of finished goods and work-in-process is comprised of material costs, direct labour costs and other direct costs and related production overheads (based on normal operating capacity). Costs are allocated to inventory on the basis of weighted average costs. Net realizable value for finished goods and work-in-process is the estimated selling price in the ordinary course of business, less estimated costs of completion and applicable variable selling expenses. For raw materials and general stores inventories the replacement cost is considered to be the best available measure of net realizable value.

The amount of inventories recognized as an expense during the period is shown in costs of sales. Write-downs for inventories are recorded when the net realizable value is lower than cost. The write-downs may be reversed if the circumstances which caused them no longer exist.

#### **Taxation**

##### ***Income taxes recoverable and payable***

The taxes currently payable are based on taxable earnings for the reporting period. Taxable earnings differs from earnings as reported in the consolidated statement of earnings because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period, in each jurisdiction that the Company operates in.

##### ***Deferred tax assets and liabilities***

Deferred tax assets and liabilities are recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable earnings will be available against which those deductible temporary differences can be utilized. Deferred tax liabilities are generally recognized for all taxable temporary differences. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill.

Deferred tax assets and liabilities are not recognized for temporary differences between the carrying amount and tax bases of investments in foreign operations where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary differences will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable earnings against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future. The ability to realize the tax benefits for tax loss carry-forwards is dependent upon a number of factors, including the future profitability of operations in the jurisdictions in which the tax losses arose.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

## LINAMAR CORPORATION

### Notes to Consolidated Financial Statements

For the years ended December 31, 2017 and December 31, 2016  
(in thousands of Canadian dollars, except where otherwise noted)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

#### **Provision for current and deferred income taxes**

Income tax expense represents the sum of the current and deferred income taxes for the period.

Current and deferred tax are recognized as an expense or income in net earnings, except when they relate to items that are recognized outside net earnings (whether in other comprehensive earnings or directly in equity), in which case the tax is also recognized outside net earnings, or where they arise from the initial accounting for a business acquisition. In the case of a business acquisition, the tax effect is included in the accounting for the business acquisition.

#### **Property, Plant and Equipment**

Property, plant and equipment are recorded at cost less accumulated amortization and impairment. Amortization of property, plant and equipment commences when they are ready for their intended use. Amortization is charged to earnings in amounts sufficient to depreciate the cost of property, plant and equipment over their estimated useful lives using the diminishing balance and straight-line methods as follows:

Land-use rights	Straight-line over the life of the contract
Buildings	5% diminishing balance
Machinery	Straight-line over 5 - 20 years or 15% - 20% diminishing balance
Office equipment	Straight-line over 2 - 3 years or 20% diminishing balance
Transportation equipment	10% - 30% diminishing balance
Tooling	Straight-line over 1 year

Where components of more substantial assets have differing useful lives, these are depreciated separately. Subsequent costs are capitalized in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. The asset's residual values, useful lives and amortization methods are reviewed, and adjusted if appropriate, at the end of each reporting period. Repair and maintenance costs are expensed as incurred, except where they serve to increase productivity or to prolong the useful life of an asset, in which case they are capitalized.

Borrowing costs that are directly attributable to the acquisition, construction or production of qualified assets are capitalized as part of the acquisition costs of the qualified asset. All other borrowing costs are recognized in net earnings.

#### **Intangibles**

Intangible assets acquired through purchase are initially measured at cost. Intangible assets acquired through business combinations are initially measured at fair value at the date of acquisition. Amortization is charged to earnings in amounts sufficient to depreciate the cost of intangible assets over their estimated useful lives using the straight-line method or a unit of production basis as follows:

Trade names	Straight-line over 20 years
Customer relationships	Straight-line over 12 - 15 years
Technology	Straight-line over 10 - 15 years
Product development costs	Unit of production basis

The asset's residual values, useful lives and amortization methods are reviewed, and adjusted if appropriate, at the end of each reporting period.

#### **Goodwill**

Goodwill represents the excess of the cost of the acquisition over the fair value of the Company's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Goodwill is not amortized but is reviewed for impairment annually, or more frequently when there is an indication of impairment.

## LINAMAR CORPORATION

### Notes to Consolidated Financial Statements

For the years ended December 31, 2017 and December 31, 2016  
(in thousands of Canadian dollars, except where otherwise noted)

#### Impairment of Non-Financial Assets

At the end of each reporting period, or more frequently based on specific events or changes in circumstances, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the assets are grouped at the lowest level for which there are separately identifiable cash inflows and the Company estimates the recoverable amount at the cash-generating units ("CGU") level. The Company has determined a CGU to be an individual entity or group of entities with separately identifiable cash inflows. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGUs, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

For the purpose of impairment testing, goodwill is allocated to each of the Company's CGUs expected to benefit from the synergies of the combination.

The recoverable amount is the higher of the fair value less costs of disposal or value in use. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the full impairment loss is charged against earnings and the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to the other assets of the unit on a pro-rata basis to the carrying amount of each asset in the unit.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but not in excess of the carrying amount that would have been determined had no impairment loss been recognized for the asset (or CGU) in prior years. A reversal of an impairment loss is recognized immediately in net earnings. Any impairment loss recognized for goodwill is not reversed in a subsequent period.

#### Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligations, its carrying amount is the present value of those cash flows. The increase in the provision due to passage of time is recognized as interest expense.

A provision for warranties is recognized when the underlying products or services are sold. The provision is based on historical warranty data and a weighting of all possible outcomes against their associated probabilities.

#### Financial Instruments

A financial instrument is any contract that at the same time gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments are recognized as soon as the Company becomes a contracting party to the financial instrument.

Financial assets are classified into the following specified categories: financial assets "at fair value through profit or loss", "held to maturity" investments, "available for sale" financial assets and "loans and receivables". Financial liabilities are classified "at fair value through profit or loss" or "other financial liabilities". The classification depends on the nature and purpose of the financial asset or financial liability and is determined at the time of initial recognition.

#### **Classification and measurement of financial instruments:**

- (a) Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. The Company's loans and receivables comprise cash and cash equivalents, accounts and other receivables and long-term receivables. They are recorded at cost, which upon their initial measurement is equal to their fair value. Subsequent measurements on loans and receivables are recorded at amortized cost using the effective interest method.
- (b) Other financial liabilities include short-term bank borrowings, accounts payable and accrued liabilities and long-term debt. They are recorded at cost, which upon their initial measurement is equal to their fair value. Subsequent measurements of other financial liabilities are recorded at amortized cost using the effective interest method. Debt issue and other transaction costs are netted

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against the carrying value of the long-term debt and are then amortized over the life of the debt using the effective interest rate method.

- (c) Cash flow hedges are derivative financial instruments measured at fair value at the end of each period with the gains or losses resulting from re-measurement recognized in other comprehensive earnings, with any ineffective portion recognized in net earnings.

#### **Fair value hierarchy**

The Company estimates fair values related to financial instruments and classifies these measurements using a fair value hierarchy that reflects the significance of their respective inputs. The Level 1, 2 and 3 classifications utilized by the Company are defined as follows:

Level 1 - Fair values are determined using inputs from quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Fair values are determined using inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly or indirectly. Derivative financial instruments are valued based on observable market data.

Level 3 - Fair values are determined based on inputs which are not based on observable market data.

The fair value hierarchy is used for all fair value measurement requirements. The Company recognizes transfers into and transfers out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

#### **Derivative financial instruments including hedge accounting**

Derivative financial instruments are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The method of recognizing the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Company uses derivatives as part of its risk management program to mitigate variability associated with changing market values related to the hedged item. Some of the derivatives used meet hedge effectiveness criteria and are designated in a hedge accounting relationship. There are controls in place to detect the holding or issuance of derivative financial instruments for trading or speculative purposes.

The Company applies hedge accounting for certain foreign exchange forward contracts as cash flow hedges. The Company hedges certain risks associated with the cash flows of recognized liabilities and highly probable forecast transactions. Amounts accumulated in other comprehensive earnings are reclassified to net earnings in the period in which the hedged transaction occurs. The fair values are determined based on observable market data.

The Company may designate certain portions of its foreign denominated long-term debt as a net investment hedge. Hedges of net investments are accounted for similarly to cash flow hedges with amounts accumulated in other comprehensive earnings. The amounts accumulated in other comprehensive earnings are reclassified to net earnings in the period in which the foreign operation is partially disposed of or sold.

The Company documents at the inception of the hedging transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Company also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in accumulated other comprehensive earnings at that time remains in accumulated other comprehensive earnings until the forecasted transaction is eventually recognized in net earnings. When a forecasted transaction is no longer expected to occur, the cumulative gain or loss that was reported in accumulated other comprehensive earnings is immediately transferred to net earnings.

#### **Share-based Compensation**

Under the Company's share-based compensation plan, the Company with the approval of the Board of Directors may grant equity-settled stock options and, if they so choose, tandem share appreciation rights ("SARs") to its key employees and directors.

The Company recognizes a compensation expense for stock options granted and measures the compensation expense at fair value calculated on the grant date using the Black-Scholes option pricing model. The expense is recognized on a graded-vesting basis in which the fair value of each tranche is recognized over its respective vesting period when all of the specified vesting conditions are satisfied. Contributed surplus consists of accumulated share-based compensation expense less the fair value of options at the grant date that have been exercised and credited to common shares.

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#### **Accumulated Other Comprehensive Earnings Reserves**

##### ***Hedging reserves***

The cash flow hedge reserve contains the effective portion of the cash flow hedge relationships incurred as at the reporting date.

##### ***Cumulative translation adjustment***

The cumulative translation adjustment reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries along with the effective portion of the net investment hedge relationship incurred as at the reporting date.

#### **Revenue Recognition**

Revenue from the sale of products is recognized when the risks and rewards incidental to ownership are transferred. This generally corresponds to when goods are shipped to customers. Revenue from services is recognized when services are rendered.

Revenue from the sale of tooling is recognized once the tooling is substantially complete and the customer approves the initial production sample.

Engineering services are accounted for as a separate revenue element only in circumstances where the engineering has value to the customer on a standalone basis. Revenues from significant engineering service contracts that qualify as separate revenue elements are recognized on a percentage of completion basis. Percentage of completion is generally determined based on the proportion of accumulated expenditures to date as compared to total anticipated expenditures. If estimated costs to completion indicate a loss on the contract, the loss is recognized immediately.

#### **Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-makers. The chief operating decision-makers for the Company who are responsible for allocating resources and assessing performance of the operating segments have been identified as the Senior Executive Group that makes strategic decisions.

#### **Research and Development**

Research costs are expensed as incurred. When certain criteria are met development costs are accounted for as intangible assets and capitalized and amortized. Investment tax credits related to research and development are credited against the related qualifying expense or against the carrying amount of the related asset.

#### **Government Grants**

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all required conditions.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

Government grants relating to costs are deferred and recognized in net earnings over the period necessary to match them with the costs that they are intended to compensate and these are presented as a reduction of the related expense. Government grants relating to property, plant and equipment are recognized as a reduction in the carrying amount of the related asset.

#### **Pension Costs**

The Company has various contributory and non-contributory defined contribution pension plans which cover most employees. The Company pays these contributions to a privately administered pension insurance plan after which the Company incurs no further payment obligations. The contributions are accrued and recognized as employee benefit expense when they are due.

## **4 Changes in Accounting Policies**

### **New Standards and Amendments Adopted**

Certain new standards and amendments became effective during the current fiscal year; however the adoption of these new standards and amendments did not significantly impact the Company's net earnings or financial position.

### **New Standards and Interpretations Not Yet Adopted**

At the date of authorization of these financial statements, certain new standards, amendments and interpretations to existing standards have been published but are not yet effective, and have not been adopted early by the Company.

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All pronouncements will be adopted in the Company's accounting policies for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Company's financial statements is provided below. Certain other new standards, amendments and interpretations may have been issued but are not expected to have a material impact on the Company's financial statements.

#### ***IFRS 15 Revenue from Contracts with Customers***

Effective for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2018, the IASB issued this new standard to replace IAS 18 Revenue and IAS 11 Construction Contracts. The core principle of the new standard is for companies to recognize revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration to which the Company expects to be entitled in exchange for those goods or services. The new standard will also result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively, and improve guidance for multiple-element arrangements.

Management has evaluated each of the five steps in the new revenue recognition model for the Company's revenue streams. Through its evaluation, management does not expect the new revenue guidance will have a significant impact to the Company's consolidated statement of financial position or the consolidated statement of earnings in comparison to the current revenue recognition guidance. The new standard will impact the nature and quantity of annual disclosures. Management has implemented the Company's revised revenue policies, reporting processes, and related controls.

The Company has adopted this guidance effective January 1, 2018 using the modified retrospective approach, resulting in no adjustment to opening retained earnings.

#### ***IFRS 9 Financial Instruments***

Effective for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2018, the IASB issued this new standard to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 replaces the provisions of IAS 39 and introduces a model for classification and measurement, a single, forward-looking 'expected loss' impairment model and an updated approach to hedge accounting. The new single, principle based approach for determining the classification of financial assets is driven by cash flow characteristics and the business model in which an asset is held. The new standard also results in a single impairment model being applied to all financial instruments, which will require more timely recognition of expected credit losses. In addition, IFRS 9 significantly amends other standards dealing with financial instruments such as IFRS 7 Financial Instruments: Disclosures.

Management has evaluated all the changes introduced by IFRS 9. Through its evaluation, management determined that the new financial instruments guidance did not have a significant impact to the Company's consolidated statement of financial position or the consolidated statement of earnings. The new standard will impact the nature and quantity of annual disclosures. Management has implemented the Company's revised policies, reporting processes and related controls.

The Company has adopted this guidance effective January 1, 2018, resulting in an insignificant adjustment to opening retained earnings.

#### ***IFRS 16 Leases***

Effective for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2019, the IASB issued this new standard to replace *IAS 17 Leases*. The new standard provides a comprehensive model for the identification of lease arrangements and their treatment in the financial statements of both lessees and lessors. IFRS 16 applies a control model to the identification of leases, distinguishing between leases and service contracts on the basis of whether there is an identified asset controlled by the customer. Significant changes to lessee accounting are introduced, with the distinction between operating and finance leases removed and assets and liabilities recognized in respect of all leases (subject to limited exceptions for short-term leases and leases of low value assets). Management is currently assessing the impact that this new standard will have on the financial statements of the Company.

## **5 Critical Accounting Estimates and Judgements**

The preparation of financial statements in conformity with IFRS requires management to make estimates and judgements about the future. Estimates and judgements are continually evaluated and are based on the historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from those estimates under different assumptions or conditions. The following discussion sets forth management's most critical estimates and assumptions in determining the value of assets and liabilities and most critical judgements in applying accounting policies that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next year.

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### **Notes to Consolidated Financial Statements**

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#### **Impairment of Non-Financial Assets**

The Company believes that the estimate of impairment for goodwill and non-financial assets is a “critical accounting estimate” because management is required to make significant forward looking assumptions. The recoverable amounts of CGUs have been determined based on the higher of fair value less costs of disposal or value in use calculations, which require the use of estimates. Uncertain changes in the discount rate used, and forward looking assumptions regarding improvement plans, costing assumptions, timing of program launches, and production volumes may affect the fair value of estimates used. No known trends, commitments, events or other uncertainties are currently believed to materially affect the assumptions used.

#### **Current Income Taxes**

The Company is subject to income taxes in numerous jurisdictions where it has foreign operations. Significant judgement is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

#### **Deferred Income Tax Assets and Liabilities**

Deferred income tax assets and liabilities result from timing differences between the financial reporting and tax bases of assets and liabilities. Loss carry forwards also comprise a portion of the temporary differences and result in a deferred income tax asset. Deferred income tax assets are only recognized to the extent that management considers it probable that a deferred income tax asset will be realized. The assessment for the recognition of a deferred tax asset requires significant judgement. The factors used to assess the likelihood of realization are the Company’s forecast of future taxable income and available tax planning strategies that could be implemented to realize the deferred tax assets. The Company has and continues to use tax planning strategies to realize deferred tax assets in order to avoid the potential loss of benefits. Unknown future events and circumstances, such as changes in tax rates and laws, may materially affect the assumptions and estimates made from one period to the next. Any significant change in events, tax laws, and tax rates beyond the control of the Company may materially affect the consolidated financial statements.

#### **Useful Lives of Depreciable Assets**

Due to the significance of property, plant and equipment and intangible assets on the Company’s statement of financial position, the Company considers the amortization policy relating to property, plant and equipment and intangible assets to be a “critical accounting estimate”. The Company considers the expected useful life of the assets, expected residual value, and contract length when setting the amortization rates of its assets. Judgement is involved when establishing these estimates as such factors as technological innovation, maintenance programs, and relevant market information must be taken into consideration. The asset’s residual values, useful lives and amortization methods are reviewed at the end of each reporting period and are adjusted if expectations differ from previous estimates. If circumstances impacting these assumptions and estimates change, the change in accounting estimates may represent a material impact to the consolidated financial statements.

#### **Purchase Price Allocations**

The purchase price related to a business combination is allocated to the underlying acquired assets and liabilities based on their estimated fair values at the time of acquisition. The determination of fair value requires the Company to make assumptions, estimates and judgements regarding future events. The allocation process is inherently subjective and impacts the amounts assigned to individually identifiable assets and liabilities. As a result, the purchase price allocation impacts the Company’s reported assets and liabilities and future net earnings due to the impact on future depreciation and amortization expense and impairment tests.

## **6 Long-Term Receivables**

The Company enters into finance lease arrangements for certain of its industrial access products. The average term of the lease arrangements is 3 to 5 years. There are no contingent rent arrangements related to these lease arrangements.

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### Notes to Consolidated Financial Statements

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	Minimum lease payments receivable		Present value of minimum lease payments receivable	
	December 31 2017 \$	December 31 2016 \$	December 31 2017 \$	December 31 2016 \$
Not later than 1 year	98,547	66,848	89,108	60,371
Later than 1 year and not later than 5 years	270,590	191,131	244,850	173,087
Later than 5 years	20,119	11,072	18,541	9,543
	389,256	269,051	352,499	243,001
Less: unearned finance income	36,757	26,050	-	-
Present value of minimum lease payments receivable	352,499	243,001	352,499	243,001
Other long-term receivables			55,291	30,925
Long-term receivables			407,790	273,926
Less: current portion			103,276	74,557
			304,514	199,369

The maximum exposure to credit risk of finance lease receivables for the current and prior periods is the carrying amount of the receivables. An insignificant balance of the finance lease receivables at December 31, 2017 and December 31, 2016 are either past due or considered impaired.

## 7 Sale of Receivables

The Company sells a portion of its receivables through various purchase agreements. Under the agreements, the receivables are mostly sold on a fully serviced basis, so that the Company continues to administer the collection of such receivables. The Company receives no fee for administration of the collection of such receivables. The Company has derecognized the receivables as substantially all of the risks and rewards of ownership of the assets have been transferred. Although the receivables have been derecognized, the Company has provided limited guarantees within the purchase agreements in regards to the risk of default. At December 31, 2017, the maximum exposure to loss is \$4,245 (2016 – \$5,910).

## 8 Inventories

	December 31 2017 \$	December 31 2016 \$
General stores	129,257	121,886
Raw materials	193,255	172,912
Work-in-process	240,255	182,753
Finished goods	228,903	213,834
	791,670	691,385

The cost of inventories recognized as an expense during the year ended December 31, 2017 was \$4,920,466 (2016 – \$4,423,974).

A provision for obsolescence for slow moving inventory items is estimated by management based on historical and expected future sales and is included in cost of sales. In the year ended December 31, 2017 the Company recognized a charge to cost of sales for the write-down of slow moving and obsolete inventory, and adjustments to net realizable value aggregating \$26,300 (2016 – \$41,172). In the year ended December 31, 2017 the Company recognized a gain to cost of sales for reversal of inventory provisions with a value of \$260 (2016 – \$283). The inventory balance has been reduced by a provision of \$73,880 as at December 31, 2017 (2016 – \$68,633).

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### Notes to Consolidated Financial Statements

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## 9 Income Taxes

### (i) Income Tax Recognized in Net Earnings

	December 31 2017		December 31 2016	
	\$	%	\$	%
Earnings before taxes	692,558		672,730	
Combined basic Canadian Federal and Ontario Provincial income taxes, including manufacturing and processing reduction	173,139	25.00%	168,182	25.00%
Increase (decrease) in income taxes resulting from:				
Rate changes on deferred income taxes	(12,705)	-1.83%	-	-
Effect of expenses that are not deductible in determining taxable earnings	738	0.11%	3,924	0.58%
Effect of unused tax losses not recognized as deferred tax assets	6,352	0.91%	6,277	0.93%
Effect of previously unrecognized deferred tax assets and unrecognized unused tax losses	(359)	-0.05%	(603)	-0.09%
Effect of different tax rates of subsidiaries operating in other jurisdictions	(21,844)	-3.15%	(20,090)	-2.98%
Adjustments recognized in the current year in relation to the current tax of prior years	(2,766)	-0.40%	(7,921)	-1.17%
Other	633	0.09%	433	0.06%
<b>Income tax expense and effective income tax rate</b>	<b>143,188</b>	<b>20.68%</b>	<b>150,202</b>	<b>22.33%</b>
<b>Current tax</b>	<b>132,988</b>		<b>162,394</b>	
<b>Deferred tax</b>	<b>10,200</b>		<b>(12,192)</b>	
<b>Income tax expense</b>	<b>143,188</b>		<b>150,202</b>	

The tax rate used in the reconciliation above is the Canadian corporate tax rate of 25.0% (2016 – 25.0%). Deferred income tax expense (recovery) directly recognized in equity for the year was \$126 (2016 – recovery of \$421).

### (ii) Deferred Tax Balances

	December 31 2017	December 31 2016
	\$	\$
Tax benefit of tax credits and loss carry forwards	36,375	42,468
Goodwill deductible for tax	216	940
Tax benefit (liability) of derivative financial instruments	119	(31)
Other assets - tax value in excess of book value	69,027	62,752
Cumulative tax amortization in excess of book amortization	(137,516)	(123,227)
Other liabilities - book value in excess of tax value	(70,736)	(72,033)
<b>Deferred tax net position</b>	<b>(102,515)</b>	<b>(89,131)</b>

Reconciliation of deferred tax net balance:

	2017	2016
	\$	\$
<b>At January 1</b>	<b>(89,131)</b>	<b>(23,289)</b>
Tax recovery (expense) during the period recognized in earnings	(10,200)	12,192
Tax recovery (expense) during the period recognized in other comprehensive earnings	(126)	421
Impact of foreign currency translation adjustment	(3,051)	985
Net tax liability related to business acquisition	-	(77,450)
Other	(7)	(1,990)
<b>At December 31</b>	<b>(102,515)</b>	<b>(89,131)</b>

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Net deferred tax balances in the statement of financial position are comprised of the following:

	December 31 2017 \$	December 31 2016 \$
Deferred tax assets to be recovered after more than 12 months	100,929	106,153
Deferred tax assets to be recovered within 12 months	12,143	18,074
<b>Total deferred tax assets</b>	<b>113,072</b>	<b>124,227</b>
Deferred tax liabilities to be utilized after more than 12 months	(194,719)	(190,913)
Deferred tax liabilities to be utilized within 12 months	(20,868)	(22,445)
<b>Total deferred tax liabilities</b>	<b>(215,587)</b>	<b>(213,358)</b>
<b>Deferred tax balances (net)</b>	<b>(102,515)</b>	<b>(89,131)</b>

Unrecognized deferred tax assets were as follows:

	December 31 2017 \$	December 31 2016 \$
Tax losses	21,399	19,687
Unused tax credits	-	782
Temporary differences	1,917	1,940
<b>Total deferred tax assets not recognized</b>	<b>23,316</b>	<b>22,409</b>

The temporary difference in respect of the amount of undistributed earnings of foreign operations for December 31, 2017 was \$1,295,580 (2016 – \$999,186).

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#### 10 Property, Plant and Equipment

	Land \$	Land use rights \$	Buildings \$	Machinery \$	Office equipment \$	Transportation equipment \$	Tooling \$	Total \$
Cost	43,069	4,527	403,673	2,797,151	11,047	21,423	18,017	3,298,907
Accumulated amortization	-	(312)	(114,989)	(1,440,896)	(6,080)	(3,319)	(11,429)	(1,577,025)
<b>Book value at January 1, 2016</b>	43,069	4,215	288,684	1,356,255	4,967	18,104	6,588	1,721,882
Effect of cumulative translation adjustment	(3,298)	(505)	(18,783)	(97,378)	(163)	(158)	(219)	(120,504)
Additions, net of government grants	1,494	6,298	26,751	276,947	3,218	472	6,289	321,469
Business acquisition (Note 25)	22,189	-	86,082	363,684	2,627	1,136	-	475,718
Impairment provision	-	-	(98)	(30,501)	(7)	(4)	-	(30,610)
Disposals	(3,463)	-	(136)	(5,927)	(23)	(35)	-	(9,584)
Amortization	-	(132)	(20,576)	(272,074)	(2,611)	(2,323)	(8,600)	(306,316)
<b>Book value at December 31, 2016</b>	59,991	9,876	361,924	1,591,006	8,008	17,192	4,058	2,052,055
Cost	59,991	10,288	492,415	3,179,777	17,256	22,742	21,486	3,803,955
Accumulated amortization	-	(412)	(130,491)	(1,588,771)	(9,248)	(5,550)	(17,428)	(1,751,900)
<b>Book value at December 31, 2016</b>	59,991	9,876	361,924	1,591,006	8,008	17,192	4,058	2,052,055
Effect of cumulative translation adjustment	273	(122)	6,867	22,624	150	25	7	29,824
Additions, net of government grants	83	(367)	16,489	402,530	4,647	806	6,963	431,151
Impairment provision, net of reversals	-	-	-	6,160	-	-	-	6,160
Disposals	(289)	-	-	(14,917)	(21)	(118)	-	(15,345)
Amortization	-	(78)	(21,123)	(259,102)	(4,826)	(2,493)	(6,339)	(293,961)
<b>Book value at December 31, 2017</b>	60,058	9,309	364,157	1,748,301	7,958	15,412	4,689	2,209,884
Cost	60,058	9,797	586,994	3,689,006	29,042	24,061	13,163	4,412,121
Accumulated amortization	-	(488)	(222,837)	(1,940,705)	(21,084)	(8,649)	(8,474)	(2,202,237)
<b>Book value at December 31, 2017</b>	60,058	9,309	364,157	1,748,301	7,958	15,412	4,689	2,209,884

Amortization expense of \$289,135 (2016 – \$303,705) has been charged in cost of sales and \$4,826 (2016 – \$2,611) in selling, general and administration.

During 2016, an impairment loss of \$30,501 was recorded in cost of sales for machinery in the Powertrain/Driveline segment primarily related to customer contracts that prematurely ended. These contracts mainly relate to off highway commercial vehicle programs.

Government grants recognized as a reduction in the carrying amount of the assets during the year was \$21,083 (2016 – \$13,925). See Note 16 for more details regarding government grants.

As of December 31, 2017, property, plant and equipment includes \$295,947 (2016 – \$186,817) of assets in the course of construction for production purposes.

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The Company leases machinery under cancellable and non-cancellable finance lease agreements with terms between 4 and 8 years. The majority of the lease agreements are renewable at the end of the lease term at market rates. The following amounts are included in property, plant and equipment where the Company is a lessee under finance leases:

	December 31 2017 \$	December 31 2016 \$
Cost	29,983	32,578
Accumulated amortization	(17,225)	(13,924)
<b>Book value</b>	<b>12,758</b>	<b>18,654</b>

Leased assets are pledged as security for finance lease obligations.

### 11 Intangible Assets

	Trade names \$	Customer relationships \$	Technology \$	Product development costs \$	Other \$	Total \$
Cost or valuation	1,400	8,659	11,759	26,534	1,324	49,676
Accumulated amortization	(578)	(4,935)	(6,867)	(12,838)	(868)	(26,086)
<b>Book value at January 1, 2016</b>	<b>822</b>	<b>3,724</b>	<b>4,892</b>	<b>13,696</b>	<b>456</b>	<b>23,590</b>
Effect of cumulative translation adjustment	-	(15,535)	(8,188)	(693)	-	(24,416)
Additions	-	-	-	10,638	-	10,638
Business acquisition (Note 25)	-	189,796	97,899	9,391	-	297,086
Amortization	(70)	(12,325)	(7,147)	(7,720)	(49)	(27,311)
<b>Book value at December 31, 2016</b>	<b>752</b>	<b>165,660</b>	<b>87,456</b>	<b>25,312</b>	<b>407</b>	<b>279,587</b>
Cost or valuation	1,400	182,915	101,394	41,569	1,177	328,455
Accumulated amortization	(648)	(17,255)	(13,938)	(16,257)	(770)	(48,868)
<b>Book value at December 31, 2016</b>	<b>752</b>	<b>165,660</b>	<b>87,456</b>	<b>25,312</b>	<b>407</b>	<b>279,587</b>
Effect of cumulative translation adjustment	-	11,153	5,983	(442)	-	16,694
Additions	-	-	-	17,365	-	17,365
Amortization	(69)	(12,770)	(7,240)	(5,536)	(204)	(25,819)
<b>Book value at December 31, 2017</b>	<b>683</b>	<b>164,043</b>	<b>86,199</b>	<b>36,699</b>	<b>203</b>	<b>287,827</b>
Cost or valuation	1,400	194,115	107,517	57,234	1,176	361,442
Accumulated amortization	(717)	(30,072)	(21,318)	(20,535)	(973)	(73,615)
<b>Book value at December 31, 2017</b>	<b>683</b>	<b>164,043</b>	<b>86,199</b>	<b>36,699</b>	<b>203</b>	<b>287,827</b>

Amortization of intangible assets is included in cost of sales. Product development costs are internally generated intangible assets.

## LINAMAR CORPORATION

### Notes to Consolidated Financial Statements

For the years ended December 31, 2017 and December 31, 2016  
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## 12 Goodwill

	2017	2016
	\$	\$
Cost	468,457	41,822
Accumulated impairment losses	(11,666)	(12,015)
<b>Book value at January 1</b>	<b>456,791</b>	<b>29,807</b>
Business acquisition (Note 25)	-	466,637
Effect of cumulative translation adjustment	28,819	(39,653)
<b>Book value at December 31</b>	<b>485,610</b>	<b>456,791</b>
Cost	496,492	468,457
Accumulated impairment losses	(10,882)	(11,666)
<b>Book value at December 31</b>	<b>485,610</b>	<b>456,791</b>

Goodwill has been allocated for impairment testing purposes to the following CGUs:

	December 31 2017	December 31 2016
	\$	\$
Montupet S.A. (Note 25)	455,775	427,983
Skyjack	12,983	12,983
Linamar Antriebstechnik GmbH	11,897	11,172
Seissenschmidt	4,955	4,653
	<b>485,610</b>	<b>456,791</b>

Management performed the annual goodwill impairment analysis during the fourth quarters of 2017 and 2016 and found that goodwill was not impaired. The recoverable amounts of the CGUs were determined on a value in use calculation. The calculation uses cash flow projections based on financial budgets approved by the Board of Directors, covering a five-year period.

Key assumptions used in the estimated impairment of goodwill include:

- Operating costs and capital expenditures are based on internal management forecasts. Cost assumptions incorporate the Company's experience and expertise, current operating costs, the nature and location of each CGU and the risk associated with each CGU. All committed and anticipated capital expenditures adjusted for future cost estimates have been included in the projected cash flows.
- Forecast growth rates are principally based on the Company's expectations for future performance. For the purpose of the impairment test, the Company adjusted the terminal value to reflect a zero growth rate for the present value calculation.
- Discount rates used reflect specific risks relating to the relevant segments and the countries in which they operate. The pre-tax discount rates used range from 10.8% to 12.0% (2016 – 9.6% to 10.1%).

A sensitivity of goodwill impairment tests relating to discount rates was performed. A 1% increase in the discount rate would have no impact on the results of goodwill impairment tests in the year ended December 31, 2017.

## LINAMAR CORPORATION

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### 13 Provisions

	Claims and litigation (a) \$	Product warranties and product defects (b) \$	Other (c) \$	Total \$
<b>At January 1, 2016</b>	6,450	15,585	4,163	26,198
<b>Charged (credited) to earnings:</b>				
Additional provisions	12,489	11,512	37	24,038
Business acquisition (Note 25)	319	693	-	1,012
Unused amounts reversed	(3,887)	(2,992)	(1,148)	(8,027)
Used during year	(2,980)	(5,919)	(1,640)	(10,539)
Effect of cumulative translation adjustment	(395)	(472)	(102)	(969)
<b>At December 31, 2016</b>	11,996	18,407	1,310	31,713
<b>Charged (credited) to earnings:</b>				
Additional provisions	6,632	16,212	49	22,893
Unused amounts reversed	(1,926)	(4,465)	-	(6,391)
Used during year	(2,175)	(13,416)	(616)	(16,207)
Effect of cumulative translation adjustment	(486)	(44)	8	(522)
<b>At December 31, 2017</b>	14,041	16,694	751	31,486

- (a) **Claims and litigation:** Claims and litigation provision related to certain legal and commercial claims brought against the Company by stakeholders and potential repayment of government assistance in various jurisdictions. In management's opinion, after taking appropriate legal advice, the outcome of these claims will not give rise to any significant loss beyond the amounts provided at December 31, 2017.
- (b) **Product warranties and product defects:** Product warranties and product defects represent the legal or constructive responsibility of the Company for the proper function of products sold and the obligation arising from the use of products sold.
- (c) **Other:** Includes onerous contracts and decommissioning provision which relates to the legal or constructive obligations for removing leased equipment at the completion of the lease arrangement. The provision charge is recognized in earnings within cost of sales.

### 14 Long-Term Debt

The following amounts represent the Company's long-term debt obligations:

	Note	December 31 2017 \$	December 31 2016 \$
Senior unsecured notes	(i)	162,868	349,244
Bank borrowings	(ii)	1,053,956	998,527
Obligations under finance leases	(iii)	13,216	18,074
Government borrowings	(iv)	65,185	58,287
Other financing		-	1,060
		1,295,225	1,425,192
Less: current portion		6,399	197,157
		1,288,826	1,228,035

## LINAMAR CORPORATION

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(in thousands of Canadian dollars, except where otherwise noted)

Principal payments required to meet the long-term obligations were as follows:

	December 31 2017 \$	December 31 2016 \$
Not later than 1 year	6,399	197,157
Later than 1 year and not later than 5 years	1,247,645	1,188,681
Later than 5 years	46,482	44,698
Total principal payments	1,300,526	1,430,536
Less: debt issue costs	5,301	5,344
	1,295,225	1,425,192

#### (i) Senior unsecured notes

The Senior unsecured notes consist of:

- (a) U.S. \$130 million (the "2017 Notes") effective July 2010, coming due July 2017 and paying interest at 5.31%;
- (b) U.S. \$130 million (the "2021 Notes") effective September 2011, coming due September 2021 and paying interest at 4.84%.

The senior unsecured notes are guaranteed by material subsidiaries of the Company as defined in the bank credit agreement. The senior unsecured notes require the Company to maintain certain financial ratios and impose limitations on specific activities. The Company is in compliance with all financial covenants. The Company entered into long-dated forward exchange contracts to lock in the exchange rate on the principal repayment component upon maturity of the 2017 and 2021 Notes. The unrealized foreign exchange loss determined at inception of the principal swaps is accrued over the term of the forward contracts and is treated as additional costs of the notes recorded through interest. The Company also entered into a series of forward exchange contracts to lock in the exchange rate on the semi-annual coupon payments of the 2017 and 2021 Notes and to hedge the effective changes in exchange rates. The hedge has the effect of converting the U.S. stated coupon rate of 5.31% to a Canadian interest rate of 5.47% for the 2017 Notes and converting the U.S. stated coupon rate of 4.84% to a Canadian interest rate of 5.00% for the 2021 Notes.

During the year the 2017 Notes matured and were repaid. The corresponding long-dated forwards also matured which locked in the exchange rate on the principal repayment component and exchange rate on the semi-annual coupon payments to a Canadian interest rate of 5.47%.

#### (ii) Bank borrowings

In January 2016, the Company amended and restated the credit facility in connection with the acquisition of Montupet S.A. The amended and restated credit facilities include a non-revolving term credit facility in the aggregate principal amount of up to \$600 million and the continuation and increase of the previously existing revolving credit facility to the aggregate principal amount of up to \$950 million. Both the new term and revolving facilities expire in 2021. The facility is unsecured and is guaranteed by material subsidiaries of the Company as defined in the credit agreement. The bank borrowings require the Company to maintain certain financial ratios and impose limitations on specified activities. The amended and restated credit facilities provide for Euro drawings. The Euro denominated debt used to purchase the net assets of Montupet S.A. has been designated as a net investment hedge. The Company is in compliance with all financial covenants.

In January 2016, the Company assumed the credit facility agreement held by Montupet S.A which matures in December 2019 and by the end of 2017, included only a revolving facility. The facility is unsecured and the bank borrowings require the Company to maintain certain financial ratios and impose limitations on specified activities.

During 2017, the Company amended and restated the credit facility that only impacted the non-revolving term credit facility which was decreased from \$600 million to the aggregate principal amount of up to \$572 million. No other terms were changed.

In February 2018, the Company amended and restated the credit facility in connection with the acquisition of the MacDon Group of Companies (Note 25). The amended and restated credit facilities include a new non-revolving term credit facility in the aggregate principal amount of up to \$1.2 billion, the continuation of the previously existing non-revolving credit facility to the aggregate principal amount of up to \$572 million and the continuation and increase of the previously existing revolving credit facility to the aggregate principal amount of up to \$1.15 billion. The new term and existing revolving facilities were extended and expire in 2023, and the

## LINAMAR CORPORATION

### Notes to Consolidated Financial Statements

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previously existing term facility expires in 2021. All facilities are under terms and conditions largely consistent with Linamar's previous existing credit facility.

As of December 31, 2017, \$643,834 was available under the various credit facilities.

#### (iii) Obligations under finance leases

The Company has various finance leases for machinery which are included in property, plant and equipment. The Company's obligations under the finance leases are secured by the Lessors' title to the assets.

	Minimum lease payments		Present value of minimum lease payments	
	December 31 2017 \$	December 31 2016 \$	December 31 2017 \$	December 31 2016 \$
Not later than 1 year	5,525	5,943	5,158	5,407
Later than 1 year and not later than 5 years	8,299	12,269	7,830	11,490
Later than 5 years	230	1,201	228	1,177
	14,054	19,413	13,216	18,074
Less: future finance charges	838	1,339	-	-
Present value of minimum lease payments	13,216	18,074	13,216	18,074

#### (iv) Government Borrowings

Government borrowings are comprised of three non-revolving interest free term loans:

- The Technology Partnerships Canada is a program provided by the Ministry of Industry by the Federal Canadian Government. The cumulative net amount received at the end of fiscal 2017 was \$4,485 (2016 – \$5,382). The discounted value of the debt recognized amounted to \$3,960 at the end of fiscal 2017 (2016 – \$4,659). The loan is due in ten equal annual payments starting in 2013 with the final amount due 2022.
- The Automotive Innovation Fund is a program provided by the Ministry of Industry by the Federal Canadian Government. There are two non-revolving interest free loans under this program. The cumulative gross amount of both loans received at the end of fiscal 2017 was \$69,414 (2016 – \$61,310). The discounted value of the total debt recognized at the end of fiscal 2017 was \$61,225 (2016 – \$53,628). The loans are both due in ten annual payments, starting in 2019 for the first loan and 2025 for the second loan.

## 15 Capital Stock

The Company is incorporated under the Ontario Business Corporations Act in Canada and is authorized to issue an unlimited number of common and special shares.

	Common Shares Issued #	Stated capital \$
<b>At January 1, 2016</b>	65,173,426	118,609
Stock options exercised	85,000	1,776
<b>At December 31, 2016</b>	65,258,426	120,385
Stock options exercised	96,069	2,008
<b>At December 31, 2017</b>	65,354,495	122,393

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### Notes to Consolidated Financial Statements

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#### 16 Expenses by Nature

	Year Ended December 31 2017 \$	Year Ended December 31 2016 \$
Cost of materials	3,368,691	3,036,463
Employee benefits (Note 17)	1,452,699	1,344,258
Amortization (Notes 10, 11)	319,780	333,627
Other	678,155	614,050
	<b>5,819,325</b>	<b>5,328,398</b>

During 2017, the benefits of government grants recorded in the statements of earnings was \$23,571 (2016 - \$23,974). In all cases, repayment of government grants is contingent on employment related measures, investment related measures or both.

#### 17 Employee Benefits

	Year Ended December 31 2017 \$	Year Ended December 31 2016 \$
Wages, salaries and commissions	1,145,917	1,052,567
Social charges and other personnel expenses	282,661	264,522
Termination benefits	2,946	3,966
Share-based compensation (Note 18)	2,290	2,765
Pension expenses under defined contribution plans	18,885	20,438
	<b>1,452,699</b>	<b>1,344,258</b>

#### 18 Share-Based Compensation

The Company is authorized to grant options for common stock to its key employees and directors. The exercise price of each option equals the average of the high and low market price of the Company's stock for the five trading days prior to the date of grant. An option's maximum term is 10 years and vesting is determined by the Board of Directors. The Company issues new common shares to satisfy stock options exercised. Options are forfeited when the option holder ceases to be an employee or director of the Company.

	2017 Number of options	2017 Weighted average exercise price \$	2016 Number of options	2016 Weighted average exercise price \$
<b>At January 1</b>	1,593,345	25.66	1,579,945	23.51
Granted	-	-	100,000	50.14
Forfeited	-	-	(1,600)	14.70
Exercised	(96,069)	14.70	(85,000)	14.70
Expired	(5,400)	14.70	-	-
<b>At December 31</b>	<b>1,491,876</b>	<b>26.41</b>	<b>1,593,345</b>	<b>25.66</b>
<b>Vested at December 31</b>	<b>1,108,175</b>	<b>20.41</b>	<b>1,080,294</b>	<b>18.97</b>

In 2017, the average share price, during the period the share options were exercised, was \$65.52 (2016 - \$54.87).

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### Notes to Consolidated Financial Statements

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The following table is a summary of information about the stock options outstanding at December 31, 2017:

Year of Grant	Exercise Price	Number of options outstanding	Weighted average remaining life in years
2009	\$12.89	600,000	1.7
2010	\$19.32	491,876	2.7
2012	\$21.59	50,000	5.0
2013	\$41.11	50,000	6.0
2014	\$66.63	100,000	6.9
2015	\$73.52	100,000	7.9
2016	\$50.14	100,000	8.9
		1,491,876	3.5

For all grants, the weighted average fair value of share options granted, and weighted average assumptions used in the fair value estimation at the time of grant, using the Black-Scholes model, are as follows:

	Granted in 2016
Share option fair value (per share)	\$26.18
Risk free interest rate	1.43%
Expected life (years)	10
Expected volatility	49.44%
Dividend yield	0.70%

The expected life used in the Black-Scholes model is the same as the contractual term of the options. The risk free interest rate used in determining the fair value of the options granted is based on a Government of Canada zero coupon yield that was current at the time of grant and has a term corresponding to the contractual term of the options. The expected volatility considers the historical volatility of the Company's shares for the 10 year period preceding the share option grant date. The dividend yield is the annualized dividend at the date of grant divided by the average exercise price.

There were no options for common stock granted in 2017. Subsequent to year end, 100,000 options were granted with an exercise price of \$73.96.

There were no tandem share appreciation rights ("SARs") outstanding at the end of either period.

## 19 Other Income and (Expenses)

	Year Ended December 31 2017	Year Ended December 31 2016
	\$	\$
Foreign exchange gain (loss)	(21,033)	19,271
Other income (expense)	1,772	320
	(19,261)	19,591

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### Notes to Consolidated Financial Statements

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#### 20 Finance (Income) and Expenses

	Year Ended December 31 2017 \$	Year Ended December 31 2016 \$
Interest on long-term debt	29,394	35,949
Foreign exchange (gain) loss on debt and derivatives	987	(4,076)
Interest earned	(26,616)	(15,834)
Other	5,492	5,032
	9,257	21,071

#### 21 Earnings per Share

Basic earnings per share are calculated by dividing the net earnings attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding throughout the year. Diluted earnings per share are calculated by adjusting the weighted average number of shares outstanding during the year to assume conversion of all dilutive potential shares.

	Year Ended December 31 2017 \$	Year Ended December 31 2016 \$
<b>Net earnings (loss)</b>	549,370	522,127
Weighted average common shares	65,296,870	65,189,571
Incremental shares from assumed conversion of stock options	767,259	720,078
Adjusted weighted average common shares for diluted earnings per share	66,064,129	65,909,649
<b>Net earnings (loss) per share:</b>		
Basic	8.41	8.01
Diluted	8.32	7.92

#### 22 Commitments

##### (i) Lease Commitments

The Company leases various land and buildings under cancellable and non-cancellable operating lease arrangements. The lease terms are between 1 and 13 years, and the majority of lease arrangements are renewable at the end of the lease period at market rate. The Company also leases various machinery and transportation equipment under non-cancellable operating lease arrangements. The lease terms are between 1 and 9 years and require notice for termination of the agreements. The operating lease expenditure charged to earnings during the year ended December 31, 2017 was \$20,362 (2016 - \$15,462).

The future aggregate minimum lease payments under non-cancellable operating leases were as follows:

	December 31 2017 \$
Not later than 1 year	15,007
Later than 1 year and not later than 5 years	31,805
Later than 5 years	7,723
	54,535

##### (ii) Other Commitments

As at December 31, 2017, outstanding commitments for capital expenditures under purchase orders and contracts amounted to \$299,877 (December 31, 2016 - \$220,940). Of this amount \$293,911 (December 31, 2016 - \$211,748) relates to the purchase of manufacturing equipment and \$5,966 (December 31, 2016 - \$9,192) relates to general contracting and construction costs in respect

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of plant construction. The majority of these commitments are due within the next twelve months. \$120 of the outstanding construction commitments (December 31, 2016 - \$586) represents amounts committed to a related party.

## 23 Related Party Transactions

Details of the transactions between the Company and related parties are disclosed below:

### (i) Key Management Personnel

The Company's key management includes members of the Senior Executive Group and Board of Directors. The compensation paid, or payable, to key management for employee services during the year was as follows:

	Year Ended December 31 2017 \$	Year Ended December 31 2016 \$
Compensation and short-term benefits	43,299	39,084
Share-based compensation	2,290	2,689
Total compensation	45,589	41,773

The remuneration of the Chairman and Chief Executive Officer ("CEO") is ultimately the responsibility of the Board of Directors who receives significant support and recommendations from the Human Resource and Corporate Governance Committee. The remuneration of other members of the Senior Executive Group is determined and approved by the CEO. All key management remuneration is determined having regard to the performance of individuals and market trends.

### (ii) Other Related Party Transactions

Included in the costs of property, plant and equipment is the construction of buildings, building additions and building improvements performed by related parties in the aggregate amount of \$1,645 at December 31, 2017 (December 31, 2016 - \$5,371). Related party transactions included in the cost of sales are expenses such as rent, maintenance and transportation costs of \$1,603 for the year ended December 31, 2017 (December 31, 2016 - \$1,553). The maintenance and construction costs represent general contracting and construction activities related to plant construction, improvements, additions and maintenance for a number of facilities. Amounts owed to related parties at December 31, 2017 were \$424 (December 31, 2016 - \$984).

## 24 Segmented Information

Management has determined the operating segments based on the reports reviewed by the Senior Executive Group that are used to make strategic decisions.

**Powertrain/Driveline:** The Powertrain/Driveline segment derives revenues primarily from the collaborative design, development and manufacture of precision metallic components, modules and systems for global vehicle and power generation markets.

**Industrial:** The Industrial segment is a world leader in the design and production of innovative mobile industrial equipment, notably its class-leading aerial work platforms, telehandlers and agricultural equipment.

The segments are differentiated by the products that each produces and reflects how the Senior Executive Group manages the business. Corporate headquarters and other small operating entities are allocated to the Powertrain/Driveline and Industrial operating segments accordingly.

The Company accounts for inter-segment sales and transfers as arm's length transactions at current market rates. The Company ensures that the measurement and policies are consistently followed among the Company's reportable segments for sales, operating earnings, net earnings and assets.

The Company's three largest customers account for 24.7%, 12.0% and 7.6% of total revenue (2016 – 23.6%, 14.3 % and 7.6%).

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Operational Segments	Powertrain/ Driveline	Industrial	Total 2017
	\$	\$	\$
Total revenue	5,476,572	1,118,582	
Inter-segment sales	46,602	2,094	
Sales to external customers	5,429,970	1,116,488	6,546,458
Costs of sales before amortization	4,303,728	848,480	5,152,208
Amortization	307,303	7,651	314,954
Selling, general and administration	265,470	86,693	352,163
Other income (expense)	(7,962)	(11,299)	(19,261)
Operating earnings (loss)	545,507	162,365	707,872
Share of net earnings (loss) of investments accounted for using the equity method			(6,057)
Finance expenses			9,257
Income taxes			143,188
Net earnings (loss)			549,370
Payments for property, plant and equipment	397,150	12,882	410,032
Total assets	4,969,411	881,812	5,851,223

Operational Segments	Powertrain/ Driveline	Industrial	Total 2016
	\$	\$	\$
Total revenue	5,181,892	866,921	
Inter-segment sales	42,753	476	
Sales to external customers	5,139,139	866,445	6,005,584
Costs of sales before amortization	4,030,247	641,771	4,672,018
Amortization	326,352	4,664	331,016
Selling, general and administration	247,543	77,821	325,364
Other income (expense)	16,572	3,019	19,591
Operating earnings (loss)	551,569	145,208	696,777
Share of net earnings (loss) of investments accounted for using the equity method			(2,976)
Finance expenses			21,071
Income taxes			150,202
Net earnings (loss)			522,528
Payments for property, plant and equipment	337,352	5,921	343,273
Total assets	4,599,923	627,247	5,227,170

The Company operates in five geographic segments – Canada, United States, Asia Pacific, Mexico and Europe.

Geographic Segments	Canada	United States	Asia Pacific	Mexico	Europe	Total 2017
	\$	\$	\$	\$	\$	\$
Total sales	3,264,128	554,053	364,789	327,388	2,373,265	
Inter-segment sales	222,891	11,784	15,063	67,343	20,084	
Sales to external customers	3,041,237	542,269	349,726	260,045	2,353,181	6,546,458
Goodwill	12,983	-	-	-	472,627	485,610
Intangible assets	7,744	3,549	545	-	275,989	287,827
Property, plant and equipment	694,584	232,963	177,429	131,968	972,940	2,209,884

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Geographic Segments	Canada \$	United States \$	Asia Pacific \$	Mexico \$	Europe \$	Total 2016 \$
Total sales	2,947,236	590,106	335,151	416,994	2,024,522	
Inter-segment sales	150,226	16,499	21,204	104,951	15,545	
Sales to external customers	2,797,010	573,607	313,947	312,043	2,008,977	6,005,584
Goodwill	12,983	-	-	-	443,808	456,791
Intangible assets	10,578	2,198	-	-	266,811	279,587
Property, plant and equipment	619,971	273,293	139,183	104,263	915,345	2,052,055

## 25 Business Acquisitions

### (i) Montupet S.A.

On February 25, 2016, the Company completed its acquisition of 100% of the shares of Montupet S.A. ("Montupet") for a purchase price of \$1,187,272. The acquisition was achieved in two stages with control obtained on January 28, 2016 resulting in non-controlling interest net earnings of \$401. Montupet is a global leader in the design and manufacture of complex aluminum castings for the global automotive industry with sales and production facilities diversified across several European countries, North America and Asia.

Recognized fair value amounts of identifiable assets acquired and liabilities assumed:

	February 25 2016 \$
Cash and cash equivalents	55,205
Accounts receivable	159,913
Inventories	100,738
Income taxes recoverable	3,942
Other current assets	2,152
Long-term receivables	1,263
Property, plant and equipment	475,718
Investments accounted for using the equity method	8,674
Intangibles	297,086
Deferred tax assets	23,371
Goodwill	466,637
<b>Total assets acquired</b>	<b>1,594,699</b>
Short-term bank borrowings	11,591
Accounts payable and accrued liabilities	169,014
Provisions	1,012
Income taxes payable	125
Long-term debt	124,864
Deferred tax liabilities	100,821
<b>Total liabilities assumed</b>	<b>407,427</b>
<b>Net identifiable assets acquired</b>	<b>1,187,272</b>

The goodwill is attributable to expected synergies, following the integration of Montupet, related to improving competitive positioning by offering integrated complex aluminum casting solutions, and future growth by enabling the Company to address market trends. The goodwill arising from this acquisition is not deductible for tax purposes.

The sales included in the consolidated statement of earnings from January 29, 2016 to December 31, 2016 contributed by Montupet were \$685,958. Montupet also contributed net earnings (loss) attributable to the shareholders of the Company of \$49,950 over the same period. If the acquisition had occurred on January 1, 2016, the consolidated pro-forma sales and net earnings (loss)

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attributable to the shareholders of the Company for the year ended December 31, 2016 would have been \$6,081,484 and \$528,038 respectively. These amounts have been calculated using Montupet's results adjusted for the additional depreciation and amortization that would have been charged assuming the fair value adjustments to property, plant and equipment and intangible assets had applied from January 1, 2016, together with the consequential tax effects.

#### (ii) MacDon Group of Companies

Subsequent to year end, the Company announced the acquisition of 100% of the outstanding equity interest of Moray Marketing Ltd., parent company of MacDon and its Group of Companies ("MacDon") for a preliminary purchase price of \$1,312,920 comprised of \$1,237,920 in cash consideration and an assumed liability of \$75,000. The liability was immediately extinguished using a portion of the acquired cash of MacDon. Headquartered in Winnipeg, Manitoba, Canada, MacDon is a global innovative market leader in the design and manufacturing of specialized agriculture harvesting equipment such as drapers and self-propelled windrowers. Due to the timing of the close and complexities associated with the transaction, the determination of the fair value of consideration, assets acquired and liabilities assumed is not yet complete and are subject to further adjustments.

## 26 Supplemental Cash Flow Information

	Year Ended December 31 2017 \$	Year Ended December 31 2016 \$
Interest paid	34,836	36,739
Interest received	26,616	15,834
Taxes paid (received) - net	176,376	159,295

#### Net Debt Reconciliation of Liabilities Arising from Financing Activities

	Cash and cash equivalents \$	Short-term borrowings and Long-term debt \$	Net debt \$	Derivative financial instruments Asset (Liability) \$	Total \$
<b>At January 1</b>	404,966	(1,433,164)	(1,028,198)	82,038	(946,160)
Cash flows	38,001	172,509	210,510	(39,689)	170,821
Effect of cumulative translation adjustment	(3,903)	(5,904)	(9,807)	-	(9,807)
Effect of foreign exchange adjustments		19,440	19,440	(17,875)	1,565
Amount recognized in other comprehensive earnings		(56,457)	(56,457)	505	(55,952)
Other changes		(485)	(485)	2,208	1,723
<b>At December 31</b>	439,064	(1,304,061)	(864,997)	27,187	(837,810)

The table above details changes in the Company's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Company's consolidated statement of cash flows as cash flows from financing activities. This also applies to derivative financial instruments held to hedge liabilities arising from financing activities. The Company is also presenting cash and cash equivalents to reflect net debt.

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## 27 Financial Instruments

### (i) Accounts and Other Receivables

	December 31 2017	December 31 2016
	\$	\$
Accounts and other receivables	1,088,048	902,363
Less: allowance for doubtful accounts	4,726	3,918
	<u>1,083,322</u>	<u>898,445</u>

### (ii) Accounts Payable and Accrued Liabilities

	December 31 2017	December 31 2016
	\$	\$
Accounts payable	782,438	619,727
Accrued liabilities	394,450	320,473
Deferred revenues	38,915	34,412
	<u>1,215,803</u>	<u>974,612</u>

### (iii) Composition of Financial Instruments

The comparison of fair values to carrying amounts of financial assets and financial liabilities along with the fair value hierarchy for financial assets and financial liabilities carried at fair value on a recurring basis is as follows:

	Subsequent Measurement	December 31, 2017		December 31, 2016	
		Carrying Value Asset (Liability) \$	Fair Value \$	Carrying Value Asset (Liability) \$	Fair Value \$
Long-term receivables (Note 6)	Amortized cost (Level 2)	407,790	413,064	273,926	280,265
Derivative financial instruments (iv):					
US dollar interest payment forward contracts	Fair value (Level 2)	5,077	5,077	10,952	10,952
US dollar debt principal forward contracts	Fair value (Level 2)	22,110	22,110	71,086	71,086
Long-term debt designated as net investment hedge (Note 14)	Amortized cost (Level 2)	(925,883)	(847,296)	(927,529)	(848,309)
Long-term debt, other (Note 14)	Amortized cost (Level 2)	(369,342)	(357,801)	(497,663)	(508,018)

The fair value of the long-term receivables, derivative financial instruments, and long-term debt are determined by using valuation techniques based on observable market data other than quoted prices. The fair value of other financial instruments such as cash and cash equivalents, accounts and other receivables, short-term bank borrowings and accounts payable and accrued liabilities approximate their carrying values due to the short-term maturities of these instruments. There were no transfers in the fair value hierarchy between Level 1 and Level 2 during the year.

Specific valuation techniques used to value financial instruments include:

- Quoted market prices for similar instruments;
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the reporting date; or
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

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#### (iv) Derivative Financial Instruments Including Hedge Accounting

The summary of the Company's derivative financial instruments and hedge accounting is as follows:

	Hedge notional values in foreign currency	Amount of gain/(loss) recognized in other comprehensive earnings CAD\$	Amount of gain/(loss) reclassified from other comprehensive earnings to finance expense (effective portion) CAD\$
a) US dollar interest payment forward contracts	25,168 USD\$	(4,770)	-
b) US dollar debt principal forward contracts	130,000 USD\$	(12,600)	17,875
		(17,370)	17,875
c) Hedge of net investment in foreign entity		(56,457)	-
Year Ended December 31, 2017		(73,827)	17,875

	Hedge notional values in foreign currency	Amount of gain/(loss) recognized in other comprehensive earnings CAD\$	Amount of gain/(loss) reclassified from other comprehensive earnings to finance expense (effective portion) CAD\$
a) US dollar interest payment forward contracts	38,363 USD\$	(5,461)	-
b) US dollar debt principal forward contracts	260,000 USD\$	(6,648)	10,426
		(12,109)	10,426
c) Hedge of net investment in foreign entity		65,764	-
Year Ended December 31, 2016		53,655	10,426

#### a) *US Dollar Interest Payment Forward Contracts*

In 2012, the Company entered into a series of forward exchange contracts to lock in the exchange rate on the semi-annual coupon payments on the USD \$130 million of senior unsecured Notes due 2021. The forward exchange contracts have been designated as cash flow hedges for accounting purposes.

In 2011, the Company entered into a series of forward exchange contracts to lock in the exchange rate on the semi-annual coupon payments on the USD \$130 million of senior unsecured Notes due 2017. The forward exchange contracts had been designated as cash flow hedges for accounting purposes and matured during the year.

Further terms of the forward exchange contracts are disclosed in Note 14(i).

#### b) *US Dollar Debt Principal Forward Contracts*

In 2011, the Company completed the placement of USD \$130 million of senior unsecured Notes due 2021. In 2012, the Company entered into a long-dated forward exchange contract to lock in the exchange rate on the principal repayment component upon maturity of the Notes and to hedge the effective changes in exchange rates. The long-dated forward exchange contracts have been designated as cash flow hedges for accounting purposes.

In 2010, the Company completed the placement of USD \$130 million of senior unsecured Notes due 2017. In 2011, the Company entered into a long-dated forward exchange contract to lock in the exchange rate on the principal repayment component upon maturity of the Notes and to hedge the effective changes in exchange rates. The long-dated forward exchange contracts had been designated as cash flow hedges for accounting purposes and matured during the year.

Further terms of the long-dated foreign exchange forward contracts are disclosed in Note 14(i).

#### c) *Hedge of Net Investment in Foreign Entity*

In 2016, Euro denominated debt used to purchase the net assets of Montupet S.A. was designated as a net investment hedge in this foreign entity.

Further terms of the Euro denominated debt are disclosed in Note 14(ii).

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#### (v) Financial Risk Management

The Company is primarily exposed to market risk, liquidity risk, credit risk and capital risk as a result of holding financial instruments.

##### **Market Risk – Foreign Exchange Risk**

The Company operates in several different geographical regions in the world and has many business arrangements with customers and suppliers also based in different geographical regions. The Company therefore is impacted by changes in foreign exchange rates. These foreign exchange rate changes affect net sales and expenses based in foreign currencies and the translation of monetary balances in relation to functional currencies.

Approximate Foreign Exchange Exposure as related to the following currencies:

	December 31 2017 %	December 31 2016 %
U.S. dollar activity	79.0	61.7
Euro activity	13.4	31.2
British pound activity	4.4	3.4
Mexican peso activity	0.2	0.4

The Company has foreign operations with the following functional currencies that differ from the parent: Hungarian forint, Mexican peso, U.S. dollar, Euro, British pound, Korean won, Chinese renminbi, Japanese yen, Australian dollar, Swedish krona, Brazilian real, Indian rupee and Bulgarian lev.

Assuming all other variables are constant a 5% strengthening of the following currencies against the functional currency of the Company and its foreign subsidiaries would result in gains/(losses) by the amounts shown below:

	Impact on net earnings gain/(loss)		Impact on hedging reserve gain/(loss)	
	December 31 2017 \$	December 31 2016 \$	December 31 2017 \$	December 31 2016 \$
U.S. dollar	5,919	2,828	1,521	2,508
Euro	1,008	1,431	(46,294)	(46,376)
British pound	330	155	-	-
Mexican peso	(16)	(19)	-	-

A weakening of the same above currencies at December 31 would have had the equal but opposite effect, on the basis that all other variables remain constant.

##### **Market Risk – Interest Rate Risk**

Due to the Company's capital structure, there is some degree of exposure to changes in the Canadian, US, European and Asian money market rates of interest. The Company does invest excess funds at times to maximize interest income earned. The investment quality must meet internal standards for ratings and liquidity to safeguard the Company's cash and cash equivalents. Interest rate swap agreements are used by the Company from time to time to manage the fixed and floating interest rate mix of the Company's total debt portfolio and related overall cost of borrowing.

The interest rate swap agreements involve the periodic exchange of interest payments without the exchange of the notional principal amount upon which the payments are based. Interest expense on the debt is then adjusted to include the payments made or received under the interest rate swaps.

As at December 31, 2017, an interest rate change of 50 basis points (all other variables held constant) would have an impact on net earnings for the year of \$3,967 (2016 - \$3,759).

##### **Liquidity Risk**

Liquidity risk is the Company's ability to meet its financial obligations when they come due. The Company manages the liquidity risk of forecasted cash flows from operations, by ensuring that there are cash resources available to meet these needs. As at

## LINAMAR CORPORATION

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December 31, 2017, the Company's revolving bank facilities had available credit of \$643,834. The facilities mature in 2019 and 2021.

The amount of financial resources available to invest in a Company's growth is dependent upon its size and willingness to utilize debt and issue equity. The Company has fewer financial resources than some of its principal competitors. If the Company deviates from its growth expectations, it may require additional debt or equity financing. There is no assurance that the Company will be able to obtain additional financial resources that may be required to successfully compete in its markets on favourable commercial terms. Failure to obtain such financing could result in the delay or abandonment of certain strategic plans for product manufacturing or development.

The undiscounted contractual maturities of the Company's financial liabilities are as follows:

	Current year	Maturing in 1 to 2 years	Maturing after 2 years	Total
As at December 31, 2017	\$	\$	\$	\$
Accounts payable and accrued liabilities	1,215,803	-	-	1,215,803
Long-term debt and contractual interest payments, derivative financial instruments, and financial guarantees	29,172	26,605	1,290,194	1,345,971
	1,244,975	26,605	1,290,194	2,561,774

  

	Current year	Maturing in 1 to 2 years	Maturing after 2 years	Total
As at December 31, 2016	\$	\$	\$	\$
Accounts payable and accrued liabilities	974,612	-	-	974,612
Long-term debt and contractual interest payments, derivative financial instruments, and financial guarantees	188,246	60,675	1,203,084	1,452,005
	1,162,858	60,675	1,203,084	2,426,617

#### Credit Risk

The maximum exposure to credit risk at the reporting date is represented by the net carrying amount of the Company's cash and cash equivalents, accounts and other receivables, long-term receivables, derivative financial instruments and financial guarantees. The Company is exposed to credit risk from potential default by counterparties that carry the Company's cash and cash equivalents and derivative financial instruments. The Company attempts to mitigate this risk by dealing only with large financial institutions with investment grade credit ratings. All of the financial institutions within the bank syndicate providing the Company's credit facility meet these qualifications.

Credit risk can arise from the inability of customers to discharge their obligation to the Company. A substantial portion of the Company's receivables are with large customers in the automotive, truck and industrial sectors and are subject to normal industry credit risks. At December 31, 2017, the receivables from the Company's three largest customers amounted to 16.6%, 8.8% and 3.2% (December 31, 2016 – 15.7%, 11.9%, and 4.3%) of total receivables. The level of receivables that were past due as at December 31, 2017 are part of normal payment patterns within the industry and the allowance for doubtful accounts is less than 1.0% of total receivables for all periods and movements in the current year are minimal.

The aging of receivables not impaired is as follows:

	December 31 2017	December 31 2016
	\$	\$
Current	1,271,213	953,652
Past due 1-30 days	152,259	170,856
Past due 31-60 days	29,853	24,049
Past due 61-90 days	7,812	4,906
Past due >91 days	29,975	18,908
	1,491,112	1,172,371

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#### ***Capital Risk Management***

The Company's capital management objectives are to ensure the stability of its capital so as to support continued operations, provide an adequate return to shareholders and generate benefits for other stakeholders. The Company's capital is composed of shareholders' equity, and is not subject to any capital requirements imposed by a regulator.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue or re-acquire shares, acquire or dispose of assets, and adjust the amount of cash and cash equivalents. There were no changes in the Company's capital risk management strategy during the year.