Rassini S.A.B. de C.V., through its brand Rassini®, is a recognized worldwide leader in the design and production of suspension components and brakes used on all types of vehicles within the automotive industry. The Company is constantly innovating in product and process engineering for leaf springs, coil springs and brake discs.

Rassini sets the course as a producer of suspension components for light commercial vehicles and is the undisputed world leader in the design and production of leaf springs. Its Brakes Division is identified as the vertically integrated supplier of brake discs with the largest capacity in the Americas including casting, machining, painting, stress relieved and corrosion resistance (FNC, or Ferritic Nitro-Carburizing) processes under the same roof and it is at the forefront of technology design and manufacturing of discs and drums for brake systems.

Rassini reinforces year over year its strong client relationships supported in a close cooperation and constant communication among its client base, coupled with
Rassini is constantly **innovating in product and process engineering** for leaf springs, coil springs and brake discs.

innovation, bespoke technology, performance, accuracy, quality and integrated services including design, advanced engineering, technical support and coordinating efforts to always stay one step ahead.

**Rassini’s** products are used in all types of vehicles, from commercial light and heavy trucks to high performance passenger cars, small and medium, CUVs and SUVs. Rassini serves most of the Original Equipment Manufacturers (OEMs) such as General Motors, Ford, Fiat Chrysler Automobile, Toyota, Volkswagen, MAN, Daimler, Mercedes Benz, Nissan, Maserati, Scania, Tesla and Mitsubishi, among others.

**Rassini** has eight production plants and four technical centers strategically located in Mexico, the U.S. and Brazil with 5,800 employees in these countries.
COMPANY PROFILE

SALES BY DIVISION

- Suspensions Division North America: 58%
- Brakes Division North America: 31%
- Suspensions Division Brazil: 11%

SALES BY CUSTOMER

- General Motors: 31%
- Ford: 28%
- Fiat Chrysler Automobiles: 8%
- Toyota: 5%
- Volkswagen/MAN/Scania: 3%
- Nissan: 2%
- Mercedes-Benz: 1%
- Others: 11%

NET SALES
(Millions of Pesos)

<table>
<thead>
<tr>
<th>Year</th>
<th>Net Sales</th>
</tr>
</thead>
<tbody>
<tr>
<td>06</td>
<td>6,707</td>
</tr>
<tr>
<td>07</td>
<td>7,846</td>
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<td>6,958</td>
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<tr>
<td>09</td>
<td>5,459</td>
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<tr>
<td>10</td>
<td>7,621</td>
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<tr>
<td>11</td>
<td>9,353</td>
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<tr>
<td>12</td>
<td>9,392</td>
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<tr>
<td>13</td>
<td>10,362</td>
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<tr>
<td>14</td>
<td>11,900</td>
</tr>
<tr>
<td>15</td>
<td>12,897</td>
</tr>
</tbody>
</table>

EBITDA
(Millions of Pesos) (1)

<table>
<thead>
<tr>
<th>Year</th>
<th>EBITDA</th>
</tr>
</thead>
<tbody>
<tr>
<td>06</td>
<td>698</td>
</tr>
<tr>
<td>07</td>
<td>832</td>
</tr>
<tr>
<td>08</td>
<td>434</td>
</tr>
<tr>
<td>09</td>
<td>503</td>
</tr>
<tr>
<td>10</td>
<td>1,058</td>
</tr>
<tr>
<td>11</td>
<td>1,178</td>
</tr>
<tr>
<td>12</td>
<td>1,203</td>
</tr>
<tr>
<td>13</td>
<td>1,343</td>
</tr>
<tr>
<td>14</td>
<td>1,588</td>
</tr>
<tr>
<td>15</td>
<td>2,141</td>
</tr>
</tbody>
</table>

EBITDA / SALES MARGIN
(%)

<table>
<thead>
<tr>
<th>Year</th>
<th>EBITDA / Sales Margin</th>
</tr>
</thead>
<tbody>
<tr>
<td>06</td>
<td>10</td>
</tr>
<tr>
<td>07</td>
<td>11</td>
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<tr>
<td>14</td>
<td>13</td>
</tr>
<tr>
<td>15</td>
<td>17</td>
</tr>
</tbody>
</table>
# FINANCIAL PROFILE

## FINANCIAL HIGHLIGHTS

<table>
<thead>
<tr>
<th></th>
<th>2014</th>
<th>2015</th>
<th>% Change 14/15</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales</td>
<td>11,900</td>
<td>12,897</td>
<td>8%</td>
</tr>
<tr>
<td>EBITDA (1)</td>
<td>1,568</td>
<td>2,141</td>
<td>37%</td>
</tr>
<tr>
<td>EBITDA to Sales</td>
<td>13%</td>
<td>17%</td>
<td>-</td>
</tr>
<tr>
<td>Net Operating Cash Flow (2)</td>
<td>1,164</td>
<td>2,362</td>
<td>103%</td>
</tr>
<tr>
<td>Average Used Capital</td>
<td>4,818</td>
<td>5,810</td>
<td>-</td>
</tr>
<tr>
<td>Operating Profitability</td>
<td>32.6%</td>
<td>36.0%</td>
<td>-</td>
</tr>
<tr>
<td>Operating Turnover</td>
<td>2.5</td>
<td>2.2</td>
<td>(12%)</td>
</tr>
<tr>
<td>Net Debt</td>
<td>2,133</td>
<td>1,459</td>
<td>32%</td>
</tr>
<tr>
<td>Gross Debt</td>
<td>2,977</td>
<td>2,682</td>
<td>10%</td>
</tr>
<tr>
<td>Cash</td>
<td>845</td>
<td>1,223</td>
<td>45%</td>
</tr>
<tr>
<td>Gross Debt / EBITDA</td>
<td>1.7</td>
<td>1.2</td>
<td>29%</td>
</tr>
<tr>
<td>Net Debt / EBITDA</td>
<td>1.2</td>
<td>0.7</td>
<td>42%</td>
</tr>
<tr>
<td>EBITDA / Net Interest</td>
<td>5.8</td>
<td>7.5</td>
<td>29%</td>
</tr>
<tr>
<td>Net Income (3)</td>
<td>832</td>
<td>1,154</td>
<td>39%</td>
</tr>
<tr>
<td>Net Worth (4)</td>
<td>9,650</td>
<td>13,082</td>
<td>36%</td>
</tr>
</tbody>
</table>

## DEBT PROFILE

- **Net Debt** (Millions of Pesos):
  - 2015: 1,459

- **Net Debt / EBITDA** (Times):
  - 2015: 0.7

- **Debt Profile (%)** (5):
  - 2015: 20%
Dear Shareholders:

I am pleased to inform you about Rassini, S.A.B. de C.V. and subsidiaries (Rassini) results for 2015, the year in which we delivered very positive results, due to our permanent focus on technology, productivity, competitiveness, quality and service:

- Sales increased 8.4% to $12,897 million pesos, as compared with the previous year.
- EBITDA grew 36.5% in 2015 to $2,141 million pesos.
- Income before taxes, minority interest and extraordinary income increased 38.7% compared with 2014 to reach $1,154 million pesos.
- Net income in 2015 rose to $884 million pesos or $2.76 pesos per share.
- As of December 31, 2015, Net debt to EBITDA ratio was 0.7 times and the EBITDA to net interest ratio was 7.5 times.

2015 was characterized as the “Year of the Customer,” in which we emphasized our efforts to stay close with our customers, strengthening our engineering capabilities and technological advances, understanding their needs and identifying new opportunities for collaboration, based on confidence in us and the reputation we have achieved as a “Best-in-Class” supplier.
As a reflection of our commitment to quality and innovation, General Motors recognized Rassini with the “GM 2015 Supplier Quality Excellence Award,” and we were also recognized by Daimler Trucks North America (DTNA), receiving the “Masters of Quality Award 2014,” the highest recognition given to their suppliers. The outstanding performance of Rassini enabled us to win this award in our first year as supplier of the truck manufacturer, an uncommon event due to the strict DTNA quality standards.

North American sales, which represent 89% of our consolidated revenues, reached $11,527 million pesos, a 21% increase over the previous year. This is equivalent to an annual compound growth rate of 19% over the past 5 years, above the 8% growth rate recorded by the industry, due to the launch of new platforms, increased market penetration achieved in the brake business and that Rassini extended its offer to include leaf springs for the heavy truck market in North America, winning new contracts with DTNA and Ford to provide suspension technology.

As a result of the economic situation in Brazil during 2015, the Suspensions Division Brazil sales, which represent 11% of consolidated sales, decreased 43% compared to 2014 in terms of Mexican pesos or 33% in local currency, while the decreased production of commercial vehicles, including heavy trucks and buses—Rassini’s main market in that country—was down 45%. Despite this decline, adjustments made across this operation succeeded in reducing the breakeven point at EBITDA level and the Division remained self-sufficient in a cash flow basis.
Sales of the Brakes Division increased 20% from 2014 to 2015—an increase significantly greater than the growth of the automotive industry in North America—due to the capacity expansion in casting and machining which allowed the successful launch of several platforms, among which I would like to highlight the start of operations with Tesla, an iconic brand in the electric cars segment.

Commercial efforts conducted in the coil springs segment generated new business opportunities, such as supplying Mercedes-Benz and Volvo. These opportunities reinforced Rassini’s reputation as a supplier with a distinctive profile of close collaboration with its clients and profound technological innovation across the automotive industry.

Altogether, during 2015, Rassini won new contracts in North America that ensure incremental sales of more than $25,000 million pesos for the next 5 years, which will maintain our sales growth rate above the expected evolution of the industry. Due to this factor, we continue expanding and improving our operations, completing in April 2015 an investment of $378 million pesos in the brakes casting line located in Puebla, Mexico, to maintain flexibility, serve the growing demand and achieve higher market share.

These contracts are a sign of our customers’ trust in Rassini’s technological excellence, quality and service, coupled with the competitiveness we have achieved through our productivity across all areas, focus on continuous improvement, strict cost control, breakeven point reduction and avoidance of complacency.
As a result of this approach and the improved working capital management, net operating cash flow reached $2,362 million pesos, which represents a net EBITDA conversion of 110%. Supported by the increase in cash flow and disciplined costs control, Rassini paid a dividend to its shareholders of $250 million pesos and was able to further reduce its debt by $729 million pesos, closing the year with an equivalent net debt balance of $1,459 million pesos or 0.7 times the consolidated EBITDA and a cash balance of $1,223 million pesos.

The interest coverage ratio at the end of 2015 was 7.5 times EBITDA to net interest, and the improvement in our results and the financial strength of the Company contributed to Moody’s credit rating upgrade from “Ba3” to “Ba2” and to Fitch’s changed outlook from stable to positive.

In 2015, three brokerage firms initiated coverage on Rassini’s listed stock and during the first quarter of 2015, GBM made a secondary offering of 13.6% of Rassini’s shares, which received significant interest from the investment community and were ultimately allocated among more than 1,100 investors.

All these improvements have been recognized by the financial community and are reflected in the valuation of the Company. At the end of 2015, Rassini’s market capitalization reached $10,744 million pesos, 29% higher than previous year, which is a clear recognition from investors to the excellent operating and financial performance of Rassini and its future prospect.
In addition to these important recognitions from customers and shareholders, Rassini achieved a major breakthrough in the classification of “Empresa Socialmente Responsable” (ESR), granted by the Mexican Center for Philanthropy, moving from the 60th place obtained in 2014 to the 38th place in 2015. Additionally, we obtained for the second consecutive year the “Great Place to Work” certification and made our first sustainability report according to the guidelines “Global Reporting Initiative” (GRI).

As an additional initiative to continue innovating in the development of new technologies, and to continue strengthening the profile of all our employees and maximize the leadership in each area of the company, Rassini established agreements for scientific research for the incorporation of new materials in our products with several national and foreign universities, among which are the universities of Alabama and Michigan in the United States of America and the Windsor University in Canada.

Our outlook for 2016 remains positive. According to experts of the automotive industry, vehicle sales in the US will continue to grow over the next few years based on employment levels and consumer confidence, GDP growth rate in the United States over 2%, a new generation of vehicles incorporating more efficient engines and improved electronic equipment, the number of vehicles that make up the vehicle fleet with an average age higher than 11 years, lower fuel prices and levels interest rates for financing still attractive.
These macroeconomic factors, coupled with the increased market penetration and new segments in which we participate, will allow us to extend the success achieved in 2015 and generate value for our customers, shareholders, employees and the communities where we operate through strengthening day by day our operation model based on technological excellence, productivity, competitiveness, quality and service.

Sincerely,

EUGENIO MADERO
CEO
Mexico City, April 21, 2016
The automotive industry in North America, Rassini’s main market, continued its strong performance during 2015, reaching an annual production of 17.5 million light vehicles, the highest in the history of Rassini.
Light trucks, including pickup trucks using Rassini’s suspension components and brakes, remained the main growth engine with an output of 10.6 million units during 2015, which is 5.0% higher than the production of 2014. Passenger cars recorded 6.9 million units.

Sales of light vehicles in the United States, the main business segment for Rassini, increased to 17.5 million vehicles in 2015, an increase of 6% compared to the previous year while sales of light vehicles in North America, including Canada and Mexico, rose to 20.7 million units, an increase of 7% compared to 2014.

In Brazil, as a result of an economic slowdown, vehicle sales in 2015 were 2.5 million units, 26% lower than the previous year, and the total vehicle production was 2.4 million units, a reduction of 25% compared to 2014. The decrease in production was more marked in the segments of trucks and buses,

Industry experts maintain promising sales prospect and vehicle production in North America for 2016.
Light trucks remained the Rassini’s main growth engine with a 5.0% higher than 2014. The favorable macroeconomic conditions support the growth prospects of sales and vehicle production in North America.
In the Suspension and Brake Division in North America, Rassini’s growth was much higher than the industry, resulting from increased penetration in the markets where it operates.
During 2015, Rassini increased its penetration in the market for heavy trucks by winning contracts with DTNA and Ford, giving strength to its Suspensions Division leadership in North America.

Rassini, in order to cover the growing domestic production in the automotive market, has strengthened its business unit of coil springs in North America added experienced talent to its team, which will help maintain Rassini’s business position as one of the market leaders.

In the Brakes Division, Rassini continued on course to become the leading supplier of brake components in North America, increasing its market share substantially for the coming years as a result of obtaining additional contracts.

The Suspensions Division in Brazil, which represents 11% of consolidated sales continued to be impacted by the prevailing macroeconomic conditions, which have reduced the demand for cars and commercial vehicles, and that have led to a depreciation of the local currency. Measures implemented to mitigate these effects resulted in operations in that country that maintained above its breakeven point and were self-sufficient in cash flow.

Constant innovation remains Rassini’s main engine, as can be appreciated with the introduction of new technologies and impro-
In 2015 Rassini won new contracts in North America, which represents additional sales of more than $25,000 million pesos over the next 5 years.

- Rassini obtained the replacement of leaf springs, coil springs and brake discs for the T1XX GM platform, including the production of the front brake discs.
- The launch of the new Tesla Model X incorporates Rassini brake discs.
- Ford Mustang relies in Rassini to produce its rear and front brake discs.
- FCA added brake discs and FNC treatments for their MP, JL and PF platforms including the Patriot, Compass, Wrangler and Dart.
Rassini, the largest global producer of suspension components for light commercial vehicles, continues expanding its offering in this segment to include leaf springs for the heavy truck market in North America, where it gained significant market share in 2015.
The company won a contract to supply the front suspension technology for the next generation of the expected models Ford F-650 and F-750 Work Truck Series which Ford Motor Co. will assemble at its Ohio facility in the United States of America.

The Company continued expanding and improving its operations, completing an investment of $378 million pesos in its foundry line brake located in Puebla, Mexico, in April 2015. This investment enables us to maintain flexibility, meet the growing demand and achieve greater market share. Commercial efforts in the coil spring segment generated new business opportunities, such as supply the CLA model of Mercedes-Benz, among others, reinforcing the reputation of Rassini as a close partner with its clients and profound technological innovation in the automotive industry.

Throughout 2015, we generated positive results through the launch of new products, market share gains and the continued focus of our valuable team of professionals in technology, productivity, competitiveness, quality and service.
Rassini generated positive results through the launch of new products, with a continued focus in technology, productivity, competitiveness, quality and service.
2015 again represented a record year for Rassini in terms of revenue, EBITDA and earnings before taxes, minority interest and other non-recurring income. Sales reached $12,897 million pesos and EBITDA $2,141 million pesos, an increase of 8% and 37% respectively compared to the previous year.
Sales reached $12,897 million pesos and EBITDA $2,141 million pesos, an increase of 8% and 37% respectively compared to the previous year, representing an annual compound growth rate of 11% in sales and 15% in EBITDA from 2010 to 2015. With EBITDA growth outpacing sales, Rassini has expanded its profitability mainly due to new contracts granted for products with technological innovation, higher participation in sales across its regions and an adequate and strict control over fixed costs.

Income before taxes, minority interest and other non-recurring income in 2015 amounted to $1,154 million pesos, a 39% increase compared to 2014, and the highest in the history of Rassini. Consolidated net income amounted to $884 million pesos in 2015, equivalent to $2.76 pesos per share, 2% higher compared with $864 million pesos recorded in the same period of 2014, when Rassini received an extraordinary income derived from the monetary realization of certain mining rights (royalties). Excluding this effect, consolidated net income would have increased 46%.

Operating cash flow grew 103% year over year to $2,362 million pesos as result of a higher cash flow generation, improved management of working capital and an increase in the factoring credit line. The consolidated cash balance reached $1,223 million pesos.
Rassini paid a dividend of $250 million pesos supported by the increase in the net operating cash flow and a disciplined costs control.

as of December 31, 2015, representing an increase of 44.7% compared to 2014. Supported by the increase in cash flow and disciplined costs control, Rassini paid a dividend of $250 million pesos and was able to further reduce its debt, in the amount of $729 million pesos.

Consolidated net debt continues to decline, and Rassini ended the year at $1,459 million pesos or 0.7 times the consolidated EBITDA. The interest coverage ratio at the end of the year was 7.5 times consolidated EBITDA to net interest expense.

Our improving results and the financial strength of the Company contributed to Moody’s upgrading our credit rating from Ba3 to Ba2 and to Fitch changing its outlook on Rassini from stable to positive.
TECHNOLOGY LEADERSHIP AND CUSTOMERS’ RECOGNITION

Rassini has four technical centers located in the U.S., Mexico and Brazil, where innovative products and processes are developed with the latest testing equipment, advanced Analytical programs, development materials labs and a talented team of engineers.
As a further initiative to continuing innovation in the development of new technologies—in addition to strengthening the profile of all employees and maximizing the leadership in each area of the company—Rassini has established agreements for scientific research for the incorporation of new materials with several national and foreign universities, such as University of Alabama, University of Michigan and University of Texas in the U.S. and Windsor University in Canada.

Rassini continues receiving awards reflecting its commitment to innovation and total quality.

The first batch of riveted aluminum hats and cast iron braking surfaces was produced in 2015, a direct result of our university scientific research collaboration. Currently, all necessary specifications to start production are being defined.

Additionally, Rassini included ultrahigh carbon materials to remove high frequency noise in their brake discs and implemented moisture and frequency measuring equipment in the production line. This new technology allowed supporting problems of
Rassini has established agreements for scientific research for the incorporation of new materials with several universities around the world.

noise, vibration and harshness for customers like Tesla, who has appointed Rassini as supplier of the rear brake discs for its new Model X.

The Brake Division continues to capitalize on capabilities of anticorrosive processes (FNC, Ferritic Nitro-Carburizing). These processes prevent corrosion extending the life of the brake discs that has generated growing interest from assemblers. In 2015 our relationship with GM was consolidated with a research and development project to modify the FNC cycle, with the ultimate goal of reducing the amount of time used during this process having access to additional technical information.

As a reflection of Rassini’s commitment to innovation, the company received the GM 2015 “Supplier Quality Excellence Award” and was also recognized by Daimler Trucks North America (DTNA), receiving the “Masters of Quality Award 2014.”
HUMAN TALENT AND SUSTAINABILITY

Rassini has 5,800 employees in Mexico, the U.S. and Brazil. It is a Company committed to the growth and development of its people. The quality of life, safety and health of its employees are present in all its business units.
SUSTAINABILITY REPORT
In 2015, Rassini presented for the first time its Sustainability Report, “How to be Sustainable,” as a way to communicate the social, environmental and economic impact that the Company had during the period from January 1 to December 31, 2014 in accordance with the guidelines of the Global Reporting Initiative (GRI) in its G4 version and with the Essential Option (CORE).

For 2015 and onward, the human talent and sustainability information will be presented in the Sustainability Report. The Company invites all to review its Sustainability Report for 2015: “Technology, Innovation and Solid Results: Sustainable Vision.”

This report is a reflection of the hard work of each member of the Rassini family, and as such the Company seeks to generate tangible benefits to each of our stakeholders day by day.

RELEVANT EVENTS
Distinctive “Empresa Socialmente Responsable”
To strengthen the commitment to the social welfare, environmental care and the promotion of business ethics, Rassini was recogni-
ized for the second consecutive year at the “Empresa Socialmente Responsable” distinction promoted by CEMEFI (Centro Mexicano para la Filantropía).

**Great Place to Work**

Quality of Life is one of the main pillars in the Company’s corporate social responsibility efforts. Rassini was recognized for the second year in the ranking of the Best Companies to Work for in Mexico, obtaining the certification from the GPTW Institute.

Rassini obtained certification from the GPTW Institute for the second year.
BOARD OF DIRECTORS 2015

DIRECTORS
Antonio Madero Bracho (Chairman)
Carlos Autrey Maza (Independent)
Javier Bours Castelo
Enrique Bours Muñoz
Everardo Elizondo Almaguer (Independent)
James Robert Jones (Independent)
Shannon K. O’Neil (Independent)
Alfredo Elías Ayub (Independent)
Antonio Madero Pinson
Eugenio Madero Pinson
Arturo Pérez Arredondo (Independent)
Javier Pérez Rocha (Independent)
Fernando Ruiz Sahagún (Independent)
Alberto Saavedra Olavarrieta (Independent)
Guillermo Francisco Vogel Hinojosa (Independent)

DIRECTORS
Antonio Madero Bracho (Chairman)
Carlos Autrey Maza (Independent)
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Enrique Bours Muñoz
Everardo Elizondo Almaguer (Independent)
James Robert Jones (Independent)
Shannon K. O’Neil (Independent)
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Antonio Madero Pinson
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Arturo Pérez Arredondo (Independent)
Javier Pérez Rocha (Independent)
Fernando Ruiz Sahagún (Independent)
Alberto Saavedra Olavarrieta (Independent)
Guillermo Francisco Vogel Hinojosa (Independent)

EXECUTIVE COMMITTEE
PROPRIETARIES
Antonio Madero Bracho (President)
Javier Bours Castelo
Eugenio Madero Pinson
Fernando Ruiz Sahagún
Javier Pérez Rocha

EXECUTIVE COMMITTEE
PROPRIETARIES
Antonio Madero Bracho (President)
Javier Bours Castelo
Eugenio Madero Pinson
Fernando Ruiz Sahagún
Javier Pérez Rocha

ALTERNATES
Antonio Madero Pinson
Enrique Bours Muñoz
Carlos Autrey Maza
Alberto Saavedra Olavarrieta

ALTERNATE DIRECTORS
Fernando Del Castillo Elorza (Independent)
Vicente Grau Alonso (Independent)
Juan Pablo Sánchez Kanter
Enrique Villaseñor Ezcurdia

SECRETARY OF THE BOARD
Juan Pablo Rosas Pérez

AUDIT COMMITTEE
Fernando Ruiz Sahagún (President)
Alberto Saavedra Olavarrieta
Enrique Bours Muñoz

SHARE REPURCHASE SUBCOMMITTEE
Antonio Madero Bracho (President)
Javier Bours Castelo
Javier Pérez Rocha
Alberto Saavedra Olavarrieta
Eugenio Madero Pinson

COMPENSATION SUBCOMMITTEE
Javier Pérez Rocha (President)
Javier Bours Castelo
Everardo Elizondo Almaguer
Antonio Madero Bracho
2015 Consolidated Financial Statements
INDEPENDENT AUDITORS' REPORT

Mexico City, March 16, 2016

To the Stockholders’ Meeting of Rassini, S. A. B. de C. V.

We have audited the accompanying consolidated financial statements of Rassini, S. A. B. de C.V. and subsidiaries, which comprise the consolidated statements of financial position as of December 31, 2015 and 2014, and the consolidated statements of comprehensive income, of changes in stockholders’ equity and of cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management’s responsibility for the consolidated financial statements
The management of the Company and its subsidiaries 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 International Standards on Auditing. 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 is sufficient and appropriate to provide a basis for our audit opinion.

Opinion
In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of Rassini, S. A. B. de C. V. and subsidiaries at December 31, 2015 and 2014, and their financial performance and their cash flows for the years then ended, in accordance with International Financial Reporting Standards.

PricewaterhouseCoopers, S. C.

C.P.C. Raúl Téllez González
Audit Partner
TO THE
BOARD OF
DIRECTORS

RASSINI, S.A.B. DE C.V. and Subsidiaries

Mexico City, March 16, 2016

In compliance with the provisions of the New Mexican Securities and Exchange Law (Nueva Ley del Mercado de Valores) and in my capability as President of the Audit Committee at Rassini, S.A.B. de C.V., (Rassini), we hereby present this report in order that, in due course, it may be submitted to the General Ordinary Shareholders’ Meeting for consideration.

In order to analyze the operations of the 2015 fiscal period, the Audit Committee held five meetings on the following dates: April 15th, July 28th and October 14th, 2015, and February 17th and March 16th, 2016. In addition to the committee members, these sessions were attended by the Chairman of the Board, the CEO, the external auditors, the Chief Financial Officer and the Internal Audit Director, as well as the Rassini officers whose presence was required by the Committee. The activities and resolutions adopted were approved in the corresponding minutes.

The main issues raised in these meetings are as follows:

I. Internal Control System Assessment:
- This Committee, taking into consideration the result of the Internal Control System operational assessments issued by the Internal Auditor, the External Auditor and the Company’s CEO, in compliance with the applicable legal provisions, considers that Rassini’s internal accounting control system satisfies the Management’s control objectives and offers reasonable security in all significant aspects to prevent or detect errors or irregularities in the normal course of operations.

II. Internal Audit Function Assessment
- The Audit Committee has been aware of the Internal Audit area’s needs in order for this area to have the human and material resources required to correctly perform its function. In this regard, work programs and activities during the 2015 fiscal period were satisfactorily carried out and the Work Plan for the 2016 fiscal year was also approved. Furthermore, the committee members have met with the Internal Audit staff, in the absence of other corporate officers, to receive the information deemed necessary.

III. External Audit’s Performance Assessment:
- The hiring terms for the external auditing services to review the financial statements for the fiscal year ended on December 31, 2015, were discussed, and the fees were approved.
- The Audited Financial Statements as of December 31, 2015, were received from the External Auditor.
with a clean opinion and no observations. Additionally, the work of the External Auditors, PricewaterhouseCoopers S.C. and Mr. Raúl Téllez González, C.P.A in charge of said audit, were evaluated and deemed satisfactory. Moreover, the External Auditors confirmed their independence.

- The Committee members have met with the external auditor in the absence of corporate officers, having received their full collaboration to receive their additional information regarding pertinent issues, when such it was requested.

IV. Financial Information:
- The company's financial statements were discussed with the executives in charge of their preparation and review; additionally, we were informed by the Internal Audit that there were no observations or differences with respect to the financial information corresponding to the quarters ended in March, June, September and December 2015; which were approved by the Committee and later delivered to the Mexican Stock Exchange.
- In order to prepare this report, we have listened to the relevant corporate directors, and there has been no difference of opinion among them.

V. CEO’s Report:
- The Report prepared by the CEO of the Company on the activities for the 2015 fiscal year was received and approved.

VI. Legal Report:
- The legal reports prepared by Rassini’s Legal Department regarding the status of current matters and litigation were received.

VII. PROPOSAL
- Based on the work performed, we hereby recommend that the Board of Directors submits the Financial Statements of Rassini for the fiscal year ended on December 31, 2015, to the Shareholders’ Meeting for approval.

Finally, I hereby certify that during the above mentioned period none of the operations mentioned in article 28, section III, subsections (a), (b) and (c) of the New Mexican Securities and Exchange Law took place.

Sincerely,

Fernando Ruiz Sahagún
GLOSSARY OF TERMS

1. **AFTERMARKET**: Service part components for the resale market.
2. **ASIAN AND EUROPEAN**: Common auto industry nomenclature regarding the combined brands of Toyota, Nissan, Honda, BMW, Renault, Mercedes-Benz, and Volkswagen, mainly.
3. **COIL SPRINGS**: A steel rod wound in a spiral pattern or shape. It cushions and absorbs the shocks and bumps and provides easier control as the vehicle is driven.
4. **CUVS (CROSSOVER UTILITY VEHICLE)**: Compact and mid-sized vehicles built on a “unibody” platform with a passenger car’s drive train and suspension but higher ground clearance.
5. **DETOIT THREE**: Common auto industry nomenclature for Fiat Chrysler Automobiles, Ford and General Motors.
6. **DRUMS**: Cast iron housing bolted to the wheel that rotates around the brake shoes. When the shoes are expanded, they rub against the machined inner surface of the brake drum and exert a braking effect upon the wheel to slow or stop the vehicle.
7. **DUCTILE IRON**: This iron is obtained by adding magnesium to melted iron, carbon deposits as spheroids graphite and is more ductile, resistant and elastic than gray iron.
8. **ELASTOMERS**: Rubber components or subcomponents used to reduce noise and vibration.
9. **FOUNDRY**: Chemical process through which scrap steel and ferroalloys are casted to obtain a piece of iron cast.
10. **GRAY IRON**: Ferrous material with carbon in flake graphite which foster hardness properties to resist high wear and vibration damping. Ideal for the friction area of a rotor.
11. **LEAF SPRING**: A suspension system component designed to cushion and absorb shocks and bumps and to keep a vehicle level on turns. There are two main types of leaf springs:
   a. **Multi-leaf spring**: Two or more flat spring steel plates bent in an arch, usually with curled ends to allow mounting to the frame. These springs are normally used in cargo truck suspensions and pickups because they have the unique capability of being designed to change rate as a function of suspension travel.
   b. **Parabolic leaf spring**: They get their name from the mid span change in thickness which is built into each plate. This changing cross section allows the material to maintain constant strength which is not possible in a flat plate multileaf design. The result is that a parabolic spring may be up to 30% lighter than an equivalent flat-plate leaf spring design.
12. **LIGHT TRUCKS**: Automotive segment made up of SUVs, CUVs, vans and pick-ups.
13. **LIGHT VEHICLES**: Automotive segment that includes cars and light trucks.
14. **MACHINING**: The piece of grey iron cast is physically treated and refined.
15. **PLATFORM**: Primary technical components (suspension, transmission, brake system) shared by a family of motor vehicles.
16. **ROTOR**: A cast grey iron brake system component that operates in conjunction with the wheels. When the brake is applied, the caliper is actuated forcing the friction material against the spinning disc imparting a braking force.
17. **SUV (SPORT UTILITY VEHICLE)**: A recreational vehicle, such as an all-terrain 4x4.
18. **VAN**: Light vehicle with rear-end leaf springs or coil springs for transporting cargo or passengers.
INFORMATION FOR INVESTORS AND MEDIA

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STOCK:
Bolsa Mexicana de Valores (BMV)
Symbol RASSINI

SHARES ISSUED
RASSINI A 178,175,772
RASSINI CPO 70,983,776 *
*Each CPO represents one B share and one C share

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2015 CONSOLIDATED FINANCIAL STATEMENTS

NOTES:
Financial highlights
(1) EBITDA = Operating profit plus depreciation, amortization, other expenses and income and workers’ profit sharing
(2) EBITDA +/- Change in Working Capital minus taxes.
(3) Income before taxes, minority interest and other non-recurring income.
(4) Net Worth Rassini, S.A.B. de C.V.
(5) Does not include working capital financing. Figures based on nominal values.

The digital version of this Annual Report and the corresponding 2015 Consolidated Financial Statements with accompanying notes for Rassini, S.A.B. de C.V. is available on the following websites:

2015 Annual Report (pdf)

2015 Consolidated Financial Statements (pdf)