

Commercial Vehicle Group, Inc.  
Form 10-Q  
August 03, 2016  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 001-34365

COMMERCIAL VEHICLE GROUP, INC.  
(Exact name of Registrant as specified in its charter)

Delaware 41-1990662  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)  
7800 Walton Parkway 43054  
New Albany, Ohio (Zip Code)  
(Address of principal executive offices)  
(614) 289-5360  
(Registrant’s telephone number, including area code)  
Not Applicable  
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares outstanding of the Registrant's common stock, par value \$.01 per share, at August 3, 2016 was 30,619,069 shares.

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COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES  
QUARTERLY REPORT ON FORM 10-Q

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ITEM 1 – FINANCIAL STATEMENTS  
COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS

|   | June 30, 2016                                      | (As Adjusted)<br>December 31,<br>2015 |
|---|--|---------------------------------------|
|   | (Unaudited)  | (Unaudited)                           |
|   | (In thousands, except share and per share amounts) |                                       |
| Assets  |  |                                       |
| Current Assets:   |  |                                       |
| Cash  | \$ 124,385   | \$ 92,194                             |
| Accounts receivable, net of allowances of \$4,215 and \$4,539, respectively                                 | 116,375  | 130,240                               |
| Inventories   | 66,977   | 75,658                                |
| Other current assets  | 11,273   | 10,185                                |
| Total current assets  | 319,010  | 308,277                               |
| Property, plant and equipment, net of accumulated depreciation of \$136,793 and \$134,598, respectively     | 66,482   | 70,961                                |
| Goodwill  | 7,720  | 7,834                                 |
| Intangible assets, net of accumulated amortization of \$6,408 and \$6,858, respectively                     | 16,197   | 16,946                                |
| Deferred income taxes   | 24,514   | 25,253                                |
| Other assets, net   | 4,504  | 4,771                                 |
| Total assets  | \$ 438,427   | \$ 434,042                            |
| Liabilities and Stockholders' Equity  |  |                                       |
| Current Liabilities:  |  |                                       |
| Accounts payable  | \$ 63,184  | \$ 66,657                             |
| Accrued liabilities   | 50,793   | 48,196                                |
| Total current liabilities   | 113,977  | 114,853                               |
| Long-term debt  | 232,758  | 232,363                               |
| Pension and other post-retirement benefits  | 16,598   | 17,233                                |
| Other long-term liabilities   | 3,942  | 3,663                                 |
| Total liabilities   | 367,275  | 368,112                               |
| Stockholders' Equity:   |  |                                       |
| Preferred stock: \$0.01 par value (5,000,000 shares authorized; no shares issued and outstanding)           | —  | —                                     |
| Common stock: \$0.01 par value (60,000,000 shares authorized; 29,448,779 shares issued and outstanding)     | 294  | 294                                   |
| Treasury stock purchased from employees; 879,404 shares   | (7,039   | ) (7,039 )                            |
| Additional paid-in capital  | 236,141  | 234,760                               |
| Retained loss   | (117,148   | ) (122,431 )                          |
| Accumulated other comprehensive loss  | (41,096  | ) (39,654 )                           |
| Total stockholders' equity  | 71,152   | 65,930                                |
| Total liabilities and stockholders' equity  | \$ 438,427   | \$ 434,042                            |
| The accompanying notes are an integral part of these unaudited condensed consolidated financial statements. |  |                                       |

Table of ContentsCOMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

|   | Three Months Ended                       |            | Six months ended June                    |            |
|---|--|------------|--|------------|
|   | June 30,                                 | June 30,   | 30,                                      | 30,        |
|   | 2016                                     | 2015       | 2016                                     | 2015       |
|   | (Unaudited)                              |            | (Unaudited)                              |            |
|   | (In thousands, except per share amounts) |            | (In thousands, except per share amounts) |            |
| Revenues  | \$ 178,251                               | \$ 217,617 | \$ 358,543                               | \$ 437,920 |
| Cost of Revenues                                      | 153,920                                  | 188,111    | 308,507                                  | 379,340    |
| Gross Profit  | 24,331                                   | 29,506     | 50,036                                   | 58,580     |
| Selling, General and Administrative Expenses          | 15,585                                   | 17,585     | 32,376                                   | 35,124     |
| Amortization Expense                                  | 319                                      | 333        | 652                                      | 669        |
| Operating Income                                      | 8,427                                    | 11,588     | 17,008                                   | 22,787     |
| Interest and Other Expense                            | 4,926                                    | 5,056      | 9,784                                    | 10,153     |
| Income Before Provision for Income Taxes              | 3,501                                    | 6,532      | 7,224                                    | 12,634     |
| Provision for Income Taxes                            | 781                                      | 3,327      | 1,941                                    | 5,836      |
| Net Income  | 2,720                                    | 3,205      | 5,283                                    | 6,798      |
| Less: Non-controlling interest in subsidiary's income | —  | —          | —  | 1          |
| Net Income Attributable to CVG Stockholders           | \$ 2,720                                 | \$ 3,205   | \$ 5,283                                 | \$ 6,797   |
| Earnings per Common Share:                            |  |            |  |            |
| Basic and Diluted                                     | \$ 0.09                                  | \$ 0.11    | \$ 0.18                                  | \$ 0.23    |
| Weighted Average Shares Outstanding:                  |  |            |  |            |
| Basic   | 29,449                                   | 29,149     | 29,449                                   | 29,149     |
| Diluted   | 29,756                                   | 29,336     | 29,632                                   | 29,271     |

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

Table of ContentsCOMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

|  | Three Months Ended |             | Six months ended |             |
|--|--------------------|-------------|------------------|-------------|
|  | June 30,           |             | June 30,         |             |
|  | 2016               | 2015        | 2016             | 2015        |
|  | (Unaudited)        | (Unaudited) | (Unaudited)      | (Unaudited) |
|  | (In thousands)     |             | (In thousands)   |             |
| Net income   | \$2,720            | \$ 3,205    | \$5,283          | \$ 6,798    |
| Other comprehensive (loss) income:                                 |                    |             |                  |             |
| Foreign currency exchange translation adjustments                  | (713 )             | 163         | (408 )           | (2,845 )    |
| Minimum pension liability, net of tax                              | (1,143 )           | 126         | (1,034 )         | 186         |
| Other comprehensive (loss) income                                  | (1,856 )           | 289         | (1,442 )         | (2,659 )    |
| Comprehensive income   | \$864              | \$ 3,494    | \$3,841          | \$ 4,139    |
| Less: Comprehensive income attributed to non-controlling interests | —                  | —           | —                | 1           |
| Comprehensive income attributable to CVG stockholders              | \$864              | \$ 3,494    | \$3,841          | \$ 4,138    |

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

Table of ContentsCOMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

|                                     | Common Stock<br>Shares | Amount | Treasury<br>Stock | Additional Paid<br>In Capital | Retained Deficit | Accumulated<br>Other Comp.<br>Loss | Total CVG<br>Stockholders'<br>Equity |
|-------------------------------------|------------------------|--------|-------------------|-------------------------------|------------------|------------------------------------|--------------------------------------|
|                                     | (Unaudited)            |        |                   |                               |                  |                                    |                                      |
|                                     | (In thousands)         |        |                   |                               |                  |                                    |                                      |
| BALANCE - December 31,<br>2015      | 29,449                 | \$ 294 | \$(7,039)         | \$ 234,760                    | \$ (122,431 )    | \$ (39,654 )                       | \$ 65,930                            |
| Share-based compensation<br>expense | —                      | —      | —                 | 1,381                         | —                | —                                  | 1,381                                |
| Total comprehensive income          | —                      | —      | —                 | —                             | 5,283            | (1,442 )                           | 3,841                                |
| BALANCE - June 30, 2016             | 29,449                 | 294    | (7,039 )          | 236,141                       | (117,148 )       | (41,096 )                          | 71,152                               |

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

Table of ContentsCOMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

|   | Six months ended June,<br>2016<br>(Unaudited)<br>(In thousands) | 2015<br>(Unaudited) |
|---|---|---------------------|
| Cash Flows from Operating Activities:   |   |                     |
| Net Income  | \$ 5,283  | \$ 6,798            |
| Adjustments to reconcile net income to cash provided by operating activities: |   |                     |
| Depreciation and amortization   | 8,409   | 8,874               |
| Impairment of equipment held for sale   | 616   | —                   |
| Provision for doubtful accounts and bad debt                                  | 3,200   | 1,985               |
| Noncash amortization of debt financing costs                                  | 420   | 445                 |
| Pension plan contribution   | (1,475)   | (1,479)             |
| Shared-based compensation expense   | 1,381   | 1,439               |
| Loss on disposal of assets  | 164   | 157                 |
| Deferred income taxes   | 1,258   | 4,664               |
| Noncash (gain) loss on forward currency exchange contracts                    | (467)   | (42)                |
| Change in other operating items:  |   |                     |
| Accounts receivable   | 9,610   | (16,870)            |
| Inventories   | 8,182   | 1,793               |
| Accounts payable  | (2,631)   | 17,991              |
| Other operating activities, net   | 3,632   | 1,344               |
| Net cash provided by operating activities                                     | 37,582  | 27,099              |
| Cash Flows from Investing Activities:   |   |                     |
| Purchases of property, plant and equipment                                    | (4,961)   | (6,769)             |



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|   |            |   |           |   |
|---|------------|---|-----------|---|
| Proceeds from disposal/sale of property, plant and equipment            | —          |   | 60        |   |
| Premium payments for life insurance                                     | —          |   | (44       | ) |
| Net cash used in investing activities                                   | (4,961     | ) | (6,753    | ) |
| Effect of Foreign Currency Exchange Rate Changes on Cash                | (430       | ) | (1,840    | ) |
| Net Increase in Cash  | 32,191     |   | 18,506    |   |
| Cash:   |            |   |           |   |
| Beginning of period   | 92,194     |   | 70,091    |   |
| End of period   | \$ 124,385 |   | \$ 88,597 |   |
| Supplemental Cash Flow Information:                                     |            |   |           |   |
| Cash paid for interest  | \$ 9,362   |   | \$ 9,925  |   |
| Cash paid for income taxes, net   | \$ 779     |   | \$ 891    |   |
| Unpaid purchases of property and equipment included in accounts payable | \$ 275     |   | \$ 898    |   |

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

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COMMERCIAL VEHICLE GROUP, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. Description of Business and Basis of Presentation

Commercial Vehicle Group, Inc. is a Delaware (USA) corporation. We were formed as a privately-held company in August 2000. We became a publicly held company in 2004. The company and its subsidiaries (the “Company” or “CVG”) is a leading supplier of a full range of cab related products and systems for the global commercial vehicle market, including the medium- and heavy-duty truck (“MD/HD Truck”) market, the medium- and heavy-duty construction vehicle market, and the bus, agriculture, military, specialty transportation, mining, industrial equipment and off-road recreational markets.

The Company has manufacturing operations in the United States, Mexico, United Kingdom, Czech Republic, Ukraine, China, India and Australia. Our products are primarily sold in North America, Europe, and the Asia-Pacific region. Our products include seats and seating systems (“Seats”); trim systems and components (“Trim”); cab structures, sleeper boxes, body panels and structural components; mirrors, wipers and controls; and electronic wire harness and panel assemblies specifically designed for applications primarily in commercial vehicles.

We are differentiated from automotive industry suppliers by our ability to manufacture low volume, customized products on a sequenced basis to meet the requirements of our customers. We believe our products are used by a majority of the North American MD/HD Truck and certain leading global construction and agriculture original equipment manufacturers (“OEMs”), which we believe creates an opportunity to cross-sell our products.

We have prepared the condensed consolidated financial statements included herein, without audit, pursuant to the rules and regulations of the United States Securities and Exchange Commission (“SEC”). The information furnished in the condensed consolidated financial statements includes normal recurring adjustments and reflects all adjustments, which are, in the opinion of management, necessary for a fair presentation of the results of operations and statements of financial position for the interim periods presented. Certain information and footnote disclosures normally included in the consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) have been condensed or omitted pursuant to such rules and regulations. We believe that the disclosures are adequate to make the information presented not misleading when read in conjunction with our fiscal 2015 consolidated financial statements and the notes thereto included in Part II, Item 8 of our Annual Report on Form 10-K as filed with the SEC on March 11, 2016. Unless otherwise indicated, all amounts are in thousands, except share and per share amounts.

SEGMENTS

Operating segments are defined as components of an enterprise that are evaluated regularly by the Company’s chief operating decision maker (“CODM”). The Company’s CODM is its President and Chief Executive Officer. The Company has two reportable segments: the Global Truck and Bus Segment (“GTB Segment”) and the Global Construction and Agriculture Segment (“GCA Segment”). Each of these segments consists of a number of manufacturing facilities. Generally, the facilities in the GTB Segment manufacture and sell Seats, Trim, wipers, mirrors, structures and other products into the MD/HD Truck and bus markets. Generally, the facilities in the GCA Segment manufacture and sell wire harnesses, Seats and other products into the construction and agriculture markets. Both segments participate in the aftermarket. Certain of our manufacturing facilities manufacture and sell products through both of our segments. Each manufacturing facility that sells products through both segments is reflected in the financial results of the segment that has the greatest amount of sales from that manufacturing facility. Our segments are more specifically described below.

The GTB Segment manufactures and sells the following products:

• Seats; Trim; sleeper boxes; and cab structures, structural components and body panels. These products are sold primarily to the MD/HD Truck markets in North America;

• Seats to the truck and bus markets in Asia-Pacific and Europe;

• Mirrors and wiper systems to the truck, bus, agriculture, construction, rail and military markets in North America;

• Trim to the recreational and specialty vehicle markets in North America; and

• Aftermarket seats and components primarily into North America.

The GCA Segment manufactures and sells the following products:

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• Electronic wire harness assemblies, and Seats for commercial, construction, agricultural, industrial, automotive mining and military industries in North America, Europe and Asia Pacific;

• Seats to the truck and bus markets in Asia-Pacific and Europe;

• Wiper systems to the construction and agriculture markets in Europe;

• Office seating in Europe and Asia-Pacific; and

• Aftermarket seats and components in Europe and Asia-Pacific.

Corporate expenses consist of certain overhead and shared costs that are not directly attributable to the operations of a segment. For purposes of business segment performance measurement, some of these costs that are for the benefit of the operations are allocated based on a combination of methodologies. The costs that are not allocated to a segment are considered stewardship costs and remain at corporate in our segment reporting.

## 2. Recently Issued Accounting Pronouncements

### Revenue Recognition Guidance

In May 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-12, "Revenue from Contracts with Customers (Topic 606) - Narrow-Scope Improvements and Practical Expedients." ASU 2016-12 provides additional guidance established by the FASB-IASB Joint Transition Resource Group for Revenue Recognition ("TRG") regarding the implementation of certain aspects of the new revenue recognition guidance. More specifically, the amendment provides additional guidance regarding assessing the collectibility criterion, the presentation of sales taxes and other similar taxes collected from customers, noncash consideration, contract modifications or completed contracts at transition of the new revenue recognition guidance and technical corrections. The effective date is consistent with the effective date of ASU 2014-09.

In April 2016, the FASB issued ASU No. 2016-10, "Revenue from Contracts with Customers (Topic 606) - Identifying Performance Obligations and Licensing." ASU 2016-10 provides clarification established by the TRG regarding the implementation of the new revenue recognition guidance specific to identifying performance obligations and licensing activity. The effective date is consistent with the effective date of ASU 2014-09.

In March 2016, the FASB issued ASU No. 2016-08, "Revenue from Contracts with Customers (Topic 606) - Principal Versus Agent Considerations (Reporting Revenue Gross versus Net)." ASU 2016-08 provides clarification established by the FASB-IASB Joint Transition Resources Group regarding the implementation of the new revenue recognition guidance specific to principal versus agent considerations. The effective date is consistent with the effective date of ASU 2014-09. The mandatory adoption date is January 1, 2018, with an early adoption date of January 1, 2017.

With respect to each of the revenue recognition guidance above, at June 30, 2016, the Company was in the first phase of implementation of its work plan, the analysis of the guidance and its impact on the Company and to our long-term customer arrangements.

### Other Guidance

In March 2016, the FASB issued ASU No. 2016-09, "Compensation - Stock Compensation (Topic 718) - Improvements to Employee Share-Based Payment Accounting." ASU 2016-09 identifies areas for simplification involving several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. ASU 2016-09 is effective for fiscal years beginning after December 15, 2016 and interim periods within. The Company anticipates this standard may result in some volatility in income tax expense and may impact share-based compensation expense resulting from the change in the calculation of forfeitures. We anticipate adopting ASU 2016-09 in 2016.

In February 2016, the FASB issued ASU No. 2016-02, "Leases (Topic 842)." ASU 2016-02 is intended to increase transparency and comparability among companies by recognizing lease assets and liabilities and disclosing key information about leasing arrangements. ASU 2016-02 is effective for fiscal years beginning after December 15, 2019. The Company is assessing the impact of this pronouncement in 2016 and anticipates this pronouncement will impact the presentation of our lease assets and liabilities and associated disclosures by the recognition of lease assets and liabilities associated with leases that were not included in the balance sheet under existing accounting guidance.

### Accounting Pronouncements Implemented in the Period



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Pursuant to ASU No. 2015-03, "Simplifying the Presentation of Debt Issuance Costs," issued in April 2015, and ASU No. 2015-15, "Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements," issued in August 2015, the Company now presents the carrying value of its long-term debt net of associated deferred financing charges, previously presented as a part of other long-term assets. This change in accounting principal was also made to 2015 results to consistently present debt and associated debt issuance costs in accordance with ASU 2015-03. In order to conform with ASU 2015-03, we reclassified deferred financing fees associated with our long-term debt totaling \$2.6 million from other assets to net against long-term debt of \$235.0 million at December 31, 2015.

### 3. Fair Value Measurement

Fair value is the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is estimated by applying the following hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

Level 1 – Unadjusted quoted prices in active markets for identical assets and liabilities.

Level 2 – Observable inputs other than those included in Level 1. For example, quoted prices for similar assets or liabilities in active markets or quoted prices for identical assets or liabilities in inactive markets.

Level 3 – Unobservable inputs reflecting management's own assumptions about the inputs used in pricing the asset or liability.

The fair values of our derivative assets and liabilities are categorized as follows:

|                                     | June 30, 2016 |         |         |         | December 31, 2015 |         |         |         |
|-------------------------------------|---------------|---------|---------|---------|-------------------|---------|---------|---------|
|                                     | Total         | Level 1 | Level 2 | Level 3 | Total             | Level 1 | Level 2 | Level 3 |
| Derivative assets <sup>1</sup>      | \$548         | \$—     | \$548   | \$—     | \$36              | \$—     | \$36    | \$—     |
| Derivative liabilities <sup>1</sup> | \$373         | \$—     | \$373   | \$—     | \$524             | \$—     | \$524   | \$—     |

<sup>1</sup> Based on observable market transactions of spot and forward rates.

Our derivative assets and liabilities represent foreign exchange contracts that are measured at fair value using observable market inputs such as forward rates. Based on these inputs, the derivative assets and liabilities are classified as Level 2.

Our financial instruments consist of cash, accounts receivable, accounts payable, accrued liabilities and our revolving credit facility. The carrying value of these instruments approximates fair value as a result of the short duration of such instruments or due to the variability of interest cost associated with such instruments.

The carrying amounts and fair values of our long-term debt obligations are as follows:

|                     | June 30, 2016   |            | December 31, 2015<br>(as adjusted) |            |
|---------------------|-----------------|------------|------------------------------------|------------|
|                     | Carrying Amount | Fair Value | Carrying Amount                    | Fair Value |
| Long-term debt, net | \$232,758       | \$225,708  | \$232,363                          | \$190,063  |

The fair value of long-term debt obligations is based on a fair value model utilizing observable inputs. Based on these inputs, our long-term debt is classified as Level 2.

There were no fair value measurements of our long-lived assets and definite-lived intangible assets measured on a non-recurring basis as of June 30, 2016, except for an impairment of \$0.6 million recognized in the first quarter of 2016 for an asset held for sale based on the estimated selling price less selling costs of \$0.8 million. The impairment was recorded in selling, general and administrative expense in the Statement of Income. The asset is classified as Level 2. There were no fair value measurements of our long-lived assets and definite-lived intangible assets measured on a non-recurring basis as of June 30, 2015.

### 4. Stockholders' Equity

Common Stock — Our authorized capital stock consists of 60,000,000 shares of common stock with a par value of \$0.01 per share; of which, 29,448,779 shares were issued and outstanding as of June 30, 2016 and December 31, 2015.



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Preferred Stock — Our authorized capital stock consists of 5,000,000 shares of preferred stock with a par value of \$0.01 per share; no preferred shares were outstanding as of June 30, 2016 and December 31, 2015.

Earnings Per Share — Basic earnings per share is determined by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per share, and all other diluted per share amounts presented, is determined by dividing net income by the weighted average number of common shares and potential common shares outstanding during the period as determined by the Treasury Stock Method. Potential common shares are included in the diluted earnings per share calculation when dilutive. Diluted earnings per share for the three and six months ended June 30, 2016 and 2015 includes the effects of potential common shares consisting of common stock issuable upon the vesting of restrictive stock when dilutive.

|   | Three Months   |         | Six Months     |         |
|---|----------------|---------|----------------|---------|
|   | Ended June 30, |         | Ended June 30, |         |
|   | 2016           | 2015    | 2016           | 2015    |
| Net income attributable to common stockholders — basic and diluted                        | \$2,720        | \$3,205 | \$5,283        | \$6,797 |
| Weighted average number of common shares outstanding                                      | 29,449         | 29,149  | 29,449         | 29,149  |
| Dilutive effect of restricted stock grants after application of the treasury stock method | 307            | 187     | 183            | 122     |
| Dilutive shares outstanding   | 29,756         | 29,336  | 29,632         | 29,271  |
| Basic and diluted earnings per share attributable to common stockholders                  | \$0.09         | \$0.11  | \$0.18         | \$0.23  |

Diluted earnings per share does not include 288 thousand and 338 thousand antidilutive outstanding restricted stock awards for the three and six months ended June 30, 2016, respectively. For the three and six months ended June 30, 2015, outstanding restricted stock had no antidilutive effect.

Dividends — We have not declared or paid any cash dividends in the past. The terms of the Second ARLS Agreement (as described below in Note 11) restrict the payment or distribution of our cash or other assets, including cash dividend payments.

#### 5. Share-Based Compensation

Restricted Stock Awards – Restricted stock awards are a grant of shares of common stock that may not be sold, encumbered or disposed of, and that may be forfeited in the event of certain terminations of employment, prior to the end of a restricted period set by the Compensation Committee of the Board of Directors. A participant granted restricted stock generally has all of the rights of a stockholder, unless the Compensation Committee determines otherwise.

The following table summarizes information about restricted stock grants as of June 30, 2016:

| Grant         | Shares  | Vesting Schedule   | Unearned Compensation (in millions) | Remaining Periods (in months) |
|---------------|---------|--|-------------------------------------|-------------------------------|
| November 2013 | 470,997 | 3 equal annual installments commencing on October 20, 2014 | \$ 0.2                              | 4                             |
| October 2014  | 506,171 | 3 equal annual installments commencing on October 20, 2015 | \$ 1.0                              | 16                            |
| April 2015    | 27,174  | 3 equal annual installments commencing on October 20, 2015 | \$ 0.1                              | 16                            |
| July 2015     | 38,772  | cliff vests as of October 20, 2018                         | \$ 0.2                              | 28                            |
| October 2015  | 595,509 | 3 equal annual installments commencing on October 20, 2016 | \$ 1.3                              | 28                            |
| October 2015  | 138,888 | fully vest as of October 20, 2016                          | \$ 0.1                              | 4                             |
| January 2016  | 23,852  | 3 equal annual installments commencing on October 20, 2016 | \$ 0.1                              | 28                            |
| March 2016    | 38,758  | 3 equal annual installments commencing on October 20, 2016 | \$ 0.1                              | 28                            |

As of June 30, 2016, there was approximately \$3.1 million of unearned compensation expense related to non-vested share-based compensation arrangements granted under our equity incentive plans. This expense is subject to future adjustments for vesting and forfeitures and will be recognized on a straight-line basis over the remaining period listed above for each grant. As of June 30, 2016 and 2015, we estimated a forfeiture rate of 8.8% and 11.0%, respectively.



The following table summarizes information about the non-vested restricted stock grants for the six months ended June 30, 2016 and 2015:

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|                          | Six Months Ended June 30,<br>2016 |  | 2015              |  |
|--------------------------|-----------------------------------|--|-------------------|--|
|                          | Shares<br>(000's)                 | Weighted-<br>Average<br>Grant-Date<br>Fair Value | Shares<br>(000's) | Weighted-<br>Average<br>Grant-Date<br>Fair Value |
| Nonvested at December 31 | 1,128                             | \$ 4.24  | 915               | \$ 6.96  |
| Granted                  | 63                                | 2.49   | 45                | 6.36   |
| Forfeited                | (21 )                             | 4.88   | (39 )             | 6.90   |
| Nonvested at June 30     | 1,170                             | \$ 4.35  | 921               | \$ 6.82  |

**6. Performance Based Awards**

Awards, defined as cash, shares or other awards, may be granted to employees under the Commercial Vehicle Group, Inc. 2014 Equity Incentive Plan (the "2014 EIP"). The award is earned and payable based upon the Company's relative "Total Shareholder Return" in terms of ranking as compared to the "Peer Group" over a three-year period (the "Performance Period"). Total Shareholder Return is determined by the percentage change in value (positive or negative) over the applicable measurement period as measured by dividing (A) the sum of (I) the cumulative value of dividends and other distributions paid on the Common Stock (or the publicly traded common stock of the applicable Peer Group company) for the applicable measurement period, and (II) the difference (positive or negative) between each such company's "Starting Stock Price" and "Ending Stock Price," by (B) the Starting Stock Price. The award is to be paid out at the end of the Performance Period in cash if the employee is employed through the end of the Performance Period. If the employee is not present during the entire Performance Period, the award will be forfeited. These grants were accounted for as cash settlement awards for which the fair value of the award fluctuates based on the change in Total Shareholder Return in relation to the "Peer Group". Performance awards were granted under the 2014 EIP in November 2015 and 2014, and in November 2013 under the Fourth Amended and Restated Equity Incentive Plan.

| Grant Date    | Vesting Schedule | Grant Amount | Forfeitures/<br>Adjustments | Grant Value<br>Payments at June<br>30,<br>2016 | Remaining Periods (in Months) to<br>Vesting |    |
|---------------|------------------|--------------|-----------------------------|--|---|----|
| November 2013 | October 2016     | \$ 1,351     | \$ (1,033 )                 | \$ —\$318                                      | 3   |    |
| November 2014 | October 2017     | 2,087        | (1,062 )                    | —  | 1,025                                       | 15 |
| November 2015 | October 2018     | 1,487        | —                           | \$ —1,487                                      | 27  |    |
|               |                  | \$ 4,925     | \$ (2,095 )                 | \$ —\$2,830                                    |   |    |

Compensation expense totaling \$0.2 million and \$0.1 million was recognized for the three months ended June 30, 2016 and 2015, respectively. Compensation expense totaling \$0.3 million and \$0.3 million was recognized for the six months ended June 30, 2016 and 2015, respectively. Unrecognized compensation expense was \$1.5 million and \$1.7 million as of June 30, 2016 and 2015, respectively.

**7. Accounts Receivable**

Trade accounts receivable are stated at current value less an allowance for doubtful accounts, which approximates fair value. This estimated allowance is based primarily on management's evaluation of specific balances as the balances become past due, the financial condition of our customers and our historical experience of write-offs. If not reserved through specific identification procedures, our general policy for potentially uncollectible accounts is to reserve at a certain percentage, based upon the aging categories of accounts receivable and our historical experience with write-offs. Past due status is based upon the due date of the original amounts outstanding. When items are ultimately deemed uncollectible, they are charged off against the reserve previously established in the allowance for doubtful accounts.

8. Inventories

Inventories are valued at the lower of first-in, first-out (“FIFO”) cost or market. Cost includes applicable material, labor and overhead. Inventories consisted of the following:

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|                 | June 30, 2016 | December 31, 2015 |
|-----------------|---------------|-------------------|
| Raw materials   | \$45,019      | \$ 52,647         |
| Work in process | 7,660         | 8,776             |
| Finished goods  | 14,298        | 14,235            |
|                 | \$66,977      | \$ 75,658         |

Inventories on-hand are regularly reviewed and, where necessary, provisions for excess and obsolete inventory are recorded based primarily on our estimated production requirements which reflect expected market volumes. Excess and obsolete provisions may vary by product depending upon future potential use of the product.

#### 9. Goodwill and Intangible Assets

Goodwill represents the excess of acquisition purchase price over the fair value of net assets acquired. We review goodwill for impairment annually, initially utilizing a qualitative assessment, in the second fiscal quarter and whenever events or changes in circumstances indicate the carrying value may not be recoverable. Our goodwill is attributable to the GTB Segment. In conducting the qualitative assessment, we consider relevant events and circumstances that affect the fair value or carrying amount of the reporting unit. Such events and circumstances could include macroeconomic conditions, industry and market considerations, overall financial performance, entity and reporting unit specific events, cost factors and capital markets pricing. We consider the extent to which each of the adverse events and circumstances identified affect the comparison of the reporting unit's fair value with its carrying amount. We place more weight on the events and circumstances that most affect the reporting unit's fair value or the carrying amount of its net assets. We consider positive and mitigating events and circumstances that may affect its determination of whether it is more likely than not that the fair value of the reporting unit is less than its carrying amount. These factors are all considered by management in reaching its conclusion about whether to perform the first step of the impairment test. No impairment was necessary as a result of our second quarter 2016 testing.

If the reporting unit's fair value is determined to be more likely than not impaired based on the one-step qualitative approach, we then perform a quantitative valuation to estimate the fair value of our reporting unit. Implied fair value of goodwill is determined by considering both the income and market approach. Determining the fair value of a reporting unit is judgmental in nature and involves the use of significant estimates and assumptions. These estimates and assumptions include revenue growth rates and operating margins used to calculate projected future cash flows, risk-adjusted discount rates, future economic and market conditions and determination of appropriate market comparables. We base our fair value estimates on assumptions we believe to be reasonable but that are inherently uncertain.

Our definite-lived intangible assets were comprised of the following:

|                                   | June 30, 2016                                |                       |                          | December 31, 2015   |                       |                          |                     |
|-----------------------------------|--|-----------------------|--------------------------|---------------------|-----------------------|--------------------------|---------------------|
|                                   | Weighted-Average Amortization Period (Years) | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount |
| Definite-lived intangible assets: |  |                       |                          |                     |                       |                          |                     |
| Trademarks/Tradenames             | 23   | \$8,403               | \$ (3,021 )              | \$5,382             | \$9,460               | \$ (3,914 )              | \$5,546             |
| Customer relationships            | 15   | 14,202                | (3,387 )                 | 10,815              | 14,344                | (2,944 )                 | 11,400              |
|                                   |  | \$22,605              | \$ (6,408 )              | \$ 16,197           | \$23,804              | \$ (6,858 )              | \$ 16,946           |

The aggregate intangible asset amortization expense was approximately \$0.3 million for the three months ended June 30, 2016 and 2015, and \$0.7 million for the six months ended June 30, 2016 and 2015. The estimated intangible asset amortization expense for the fiscal year ending December 31, 2016 and for each of the five succeeding years is \$1.3 million.

The changes in the carrying amounts of goodwill are as follows:



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|                                 | June 30, December |          |
|---------------------------------|-------------------|----------|
|                                 | 2016              | 31, 2015 |
| Balance — Beginning             | \$7,834           | \$ 8,056 |
| Currency translation adjustment | (114 )            | (222 )   |
| Balance — Ending                | \$7,720           | \$ 7,834 |

## 10. Commitments and Contingencies

Warranty — We are subject to warranty claims for products that fail to perform as expected due to design or manufacturing deficiencies. Customers generally require their outside suppliers to guarantee or warrant their products and bear the cost of repair or replacement of such products. Depending on the terms under which we supply products to our customers, a customer may hold us responsible for some or all of the repair or replacement costs of defective products when the product supplied did not perform as represented. Our policy is to reserve for estimated future customer warranty costs based on historical trends and current economic factors.

The following represents a summary of the warranty provision for the six months ended June 30, 2016:

|   |          |
|---|----------|
| Balance — December 31, 2015                         | \$7,580  |
| Provision for new warranty claims                   | 750      |
| Change in provision for preexisting warranty claims | 479      |
| Deduction for payments made                         | (1,285 ) |
| Currency translation adjustment                     | (188 )   |
| Balance — June 30, 2016                             | \$7,336  |

Leases — We lease office, warehouse and manufacturing space and certain equipment under non-cancelable operating lease agreements that generally require us to pay maintenance, insurance, taxes and other expenses in addition to annual rentals. The anticipated future lease costs are based in part on certain assumptions and we will continue to monitor these costs to determine if the estimates need to be revised in the future. As of June 30, 2016, our equipment leases did not provide for any material guarantee of a specified portion of residual values.

Litigation — We are subject to various legal proceedings and claims arising in the ordinary course of business, including but not limited to workers' compensation claims, OSHA investigations, employment disputes, service provider disputes, intellectual property disputes, and those arising out of alleged defects, breach of contracts, product warranties and environmental matters.

Management believes that we maintain adequate insurance or we have established reserves for issues that are probable and estimable in amounts that are adequate to cover reasonable adverse judgments not covered by insurance. Based upon the information available to management and discussions with legal counsel, it is the opinion of management that the ultimate outcome of the various legal actions and claims that are incidental to our business will not have a material adverse impact on the consolidated financial position, results of operations or cash flows; however, such matters are subject to many uncertainties and the outcomes of individual matters are not predictable with assurance.

## 11. Debt and Credit Facilities

Debt consisted of the following:

|  | June 30,  | December  |
|--|-----------|-----------|
|  | 2016      | 31, 2015  |
|  |           | (as       |
|  |           | adjusted) |
| 7.875% senior secured notes due April 15, 2019 | \$232,758 | \$232,363 |

## 7.875% Senior Secured Notes due 2019

The 7.875% notes were issued pursuant to an indenture, dated as of April 26, 2011 (the “7.875% Notes Indenture”), by and among CVG, certain of our subsidiaries party thereto, as guarantors (the “guarantors”), and U.S. Bank National Association, as trustee. Interest is payable on the 7.875% notes on April 15 and October 15 of each year until their maturity date of April 15, 2019.



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The 7.875% notes are senior secured obligations of CVG. Our obligations under the 7.875% notes are guaranteed by the guarantors. The obligations of CVG and the guarantors under the 7.875% notes are secured by a second-priority lien (subject to certain permitted liens) on substantially all of the property and assets of CVG and the guarantors, and a pledge of 100% of the capital stock of CVG's domestic subsidiaries and 65% of the voting capital stock of each foreign subsidiary directly owned by CVG and the guarantors. The liens, the security interests and all of the obligations of CVG and the guarantors and all provisions regarding remedies in an event of default are subject to an intercreditor agreement among CVG, certain of its subsidiaries, the agent for the revolving credit facility and the collateral agent for the 7.875% notes.

The 7.875% Notes Indenture contains restrictive covenants and events of default (subject to certain customary grace periods). We were in compliance with these covenants and were not in default as of June 30, 2016. The Company is entitled at its option to redeem all or a portion of the 7.875% notes at the redemption prices, plus accrued and unpaid interest, if any, to the redemption date, plus a redemption premium if redeemed during the 12-month period commencing on April 15, 2016 at 101.969% and thereafter at 100%.

On November 14, 2015, we redeemed \$15.0 million of the \$250.0 million outstanding 7.875% notes. The redemption price for the 7.875% notes was 103.938% of the principal amount of the 7.875% notes. Upon the partial redemption by the Company of the 7.875% notes, which occurred on November 14, 2015, \$235 million of the 7.875% notes remain outstanding. Based on ASU No. 2015-03 the unamortized deferred financing fees of \$2.2 million and \$2.6 million are netted against the book value of the outstanding long term debt to arrive at a balance of \$232.8 million and \$232.4 million as of June 30, 2016 and December 31, 2015, respectively, and are being amortized over the remaining life of the agreement.

### Terms, Covenants and Compliance Status

The 7.875% Notes Indenture contains restrictive covenants, including, without limitation, limitations on our ability and the ability of our restricted subsidiaries to: incur additional debt; restrict dividends or other payments of subsidiaries; make investments; engage in transactions with affiliates; create liens on assets; engage in sale/leaseback transactions; and consolidate, merge or transfer all or substantially all of our assets and the assets of our restricted subsidiaries. In addition, subject to certain exceptions, the 7.875% Notes Indenture does not permit us to pay dividends on, redeem or repurchase our capital stock or make other restricted payments unless certain conditions are met, including (i) no default under the 7.875% Notes Indenture has occurred and is continuing, (ii) we and our subsidiaries maintain a consolidated coverage ratio of 2.0 to 1.0 on a pro forma basis and (iii) the aggregate amount of the dividends or payments made under this restriction would not exceed 50% of consolidated net income from October 1, 2010 to the end of the most recent fiscal quarter (or, if consolidated net income for such period is a deficit, minus 100% of such deficit), plus cash proceeds received from certain issuances of capital stock, plus certain other amounts. These covenants are subject to important qualifications and exceptions set forth in the 7.875% Notes Indenture. We were in compliance with these covenants as of June 30, 2016.

The 7.875% Notes Indenture provides for events of default (subject in certain cases to customary grace and cure periods) which include, among others:

- nonpayment of principal or interest when due;
- breach of covenants or other agreements in the 7.875% Notes Indenture;
- defaults in payment of certain other indebtedness;
- certain events of bankruptcy or insolvency; and
- certain defaults with respect to the security interests.

Generally, if an event of default occurs, the trustee or the holders of at least 25% in principal amount of the then outstanding 7.875% notes may declare the principal of and accrued but unpaid interest on all of the 7.875% notes to be due and payable immediately. All provisions regarding remedies in an event of default are subject to the Intercreditor Agreement. We were not in default under the 7.875% Notes Indenture as of June 30, 2016.

### Revolving Credit Facility

On November 15, 2013, the Company and certain of the Company's subsidiaries, as borrowers (together with the Company, the "borrowers") entered into a Second Amended and Restated Loan and Security Agreement (as so amended



and restated, the “Second ARLS Agreement”) with Bank of America, N.A. as agent and lender, which amended and restated the Amended and Restated Loan and Security Agreement, dated as of April 26, 2011, by and among the Company, the borrowers and Bank of America, N.A., as agent and lender, as amended, governing the Company’s revolving credit facility.

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Among other things, the Second ARLS Agreement extended the maturity of the revolving credit facility to November 15, 2018 and amended the applicable margin, as described below. The Second ARLS Agreement included amendments to certain covenants to provide additional flexibility, including amendments to (i) eliminate the aggregate cap on permitted distributions and instead condition such distributions on minimum availability, fixed charge coverage ratio and other requirements, (ii) eliminate the aggregate cap on permitted foreign investments and instead condition such foreign investments on minimum availability, fixed charge coverage ratio and other requirements, (iii) eliminate the aggregate cap on purchase consideration for permitted acquisitions and instead condition such acquisitions on minimum availability, fixed charge coverage ratio and other requirements and (iv) permitting certain sale-leaseback transactions. In addition, the covenant restricting payment of certain debt was amended to permit repurchases of the Company's 7.875% senior secured notes due 2019 if certain conditions are met. The Second ARLS Agreement also amended the financial covenant to reduce the fixed charge coverage ratio maintenance requirement to 1.0:1.0 and reduced the availability threshold for triggering compliance with the fixed charge coverage ratio, as described below.

The size of the revolving credit facility was unchanged by the Second ARLS Agreement and remains at \$40 million, but the borrowers may request an increase in revolver commitments from time to time in an aggregate amount of up to \$35 million, as long as the requested increase does not breach any subordinated debt agreement of the borrowers or the indenture governing the Company's 7.875% senior secured notes due 2019. Availability under the revolving credit facility is subject to borrowing base limitations and an availability block equal to the amount of debt and foreign cash management services Bank of America, N.A. or its affiliates makes available to the Company's foreign subsidiaries. Up to an aggregate of \$10 million is available to the borrowers for the issuance of letters of credit, which reduces availability under the revolving credit facility.

The applicable margin is based on average daily availability under the revolving credit facility as follows:

| Level | Average Daily Availability        | Base Rate<br>Loans | LIBOR             |  |
|-------|-----------------------------------|--------------------|-------------------|--|
|       |                                   |                    | Revolver<br>Loans |  |
| III   | ≥ \$20,000,000                    | 0.50 %             | 1.50 %            |  |
| II    | > \$10,000,000 but < \$20,000,000 | 0.75 %             | 1.75 %            |  |
| I     | ≤ \$10,000,000                    | 1.00 %             | 2.00 %            |  |

As of June 30, 2016 and December 31, 2015, we had approximately \$0.1 million in deferred fees associated with our revolving credit facility. The deferred fees were being amortized over the remaining life of the agreements.

As of June 30, 2016 and December 31, 2015, we did not have borrowings under the revolving credit facility. We had outstanding letters of credit of approximately \$2.5 million and borrowing availability of \$37.5 million under the revolving credit facility.

The borrowers' obligations under the revolving credit facility are secured by a first-priority lien (subject to certain permitted liens) on substantially all of the tangible and intangible assets of the borrowers, as well as 100% of the capital stock of the direct domestic subsidiaries of each borrower and 65% of the capital stock of each foreign subsidiary directly owned by a borrower. Each of CVG and each other borrower is jointly and severally liable for the obligations under the revolving credit facility and unconditionally guarantees the prompt payment and performance thereof.

The applicable margin will be subject to increase or decrease by the agent on the first day of the calendar month following each fiscal quarter end. If the agent is unable to calculate average daily availability for a fiscal quarter due to borrower's failure to deliver a borrowing base certificate when required, the applicable margin will be set at Level I until the first day of the calendar month following receipt of a borrowing base certificate. As of June 30, 2016, the applicable margin was set at Level III.

The Company pays a commitment fee to the lenders equal to 0.25% per annum of the unused amounts under the revolving credit facility.

Terms, Covenants and Compliance Status



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The Second ARLS Agreement requires the maintenance of a minimum fixed charge coverage ratio calculated based upon consolidated EBITDA (as defined in the revolving credit facility) as of the last day of each of the Company's fiscal quarters. The borrowers are not required to comply with the fixed charge coverage ratio requirement for as long as the borrowers maintain at least \$7.5 million of borrowing availability under the revolving credit facility. If borrowing availability is less than \$7.5 million at any time, the borrowers would be required to comply with a fixed charge coverage ratio of 1.0:1.0 as of the end of any fiscal quarter, and would be required to continue to comply with these requirements until the borrowers have borrowing availability of \$7.5 million or greater for 60 consecutive days. Because the Company had borrowing availability in excess of \$7.5 million from December 31, 2015 through June 30, 2016, the Company was not required to comply with the minimum fixed charge coverage ratio covenant during the quarter ended June 30, 2016.

The Second ARLS Agreement contains customary restrictive covenants, including, without limitation, limitations on the ability of the borrowers and their subsidiaries to incur additional debt and guarantees; grant liens on assets; pay dividends or make other distributions; make investments or acquisitions; dispose of assets; make payments on certain indebtedness; merge, combine with any other person or liquidate; amend organizational documents; file consolidated tax returns with entities other than other borrowers or their subsidiaries; make material changes in accounting treatment or reporting practices; enter into restrictive agreements; enter into hedging agreements; engage in transactions with affiliates; enter into certain employee benefit plans; amend subordinated debt or the indenture governing the 7.875% senior secured notes due 2019; and other matters customarily restricted in loan agreements. The Second ARLS Agreement also contains customary reporting and other affirmative covenants. The Company was in compliance with these covenants as of June 30, 2016.

The Second ARLS Agreement contains customary events of default, including, without limitation, nonpayment of obligations under the revolving credit facility when due; material inaccuracy of representations and warranties; violation of covenants in the Second ARLS Agreement and certain other documents executed in connection therewith; breach or default of agreements related to debt in excess of \$5.0 million that could result in acceleration of that debt; revocation or attempted revocation of guarantees; denial of the validity or enforceability of the loan documents or failure of the loan documents to be in full force and effect; certain judgments in excess of \$2.0 million; the inability of an obligor to conduct any material part of its business due to governmental intervention, loss of any material license, permit, lease or agreement necessary to the business; cessation of an obligor's business for a material period of time; impairment of collateral through condemnation proceedings; certain events of bankruptcy or insolvency; certain Employee Retirement Income Securities Act events; and a change in control of the Company. Certain of the defaults are subject to exceptions, materiality qualifiers, grace periods and baskets customary for credit facilities of this type. Voluntary prepayments of amounts outstanding under the revolving credit facility are permitted at any time, without premium or penalty.

The Second ARLS Agreement requires the borrowers to make mandatory prepayments with the proceeds of certain asset dispositions and upon the receipt of insurance or condemnation proceeds to the extent the borrowers do not use the proceeds for the purchase of assets useful in the borrowers' businesses.

As of June 30, 2016, we were in compliance with these covenants and were not in default under the Second ARLS Agreement.

### 12. Income Taxes

We file federal and state income tax returns in the U.S. and income tax returns in foreign jurisdictions. With a few exceptions, we are no longer subject to income tax examinations by any of the taxing jurisdictions for years before 2011. We currently have two income tax examinations in process.

As of June 30, 2016, we had \$0.5 million of unrecognized tax benefits related to federal, state and foreign jurisdictions, all of which impact our effective tax rate, if accrued. The unrecognized tax benefits are netted against their related noncurrent deferred tax assets that are carried forward as net operating losses and tax credits. When appropriate, we accrue penalties and interest related to unrecognized tax benefits through income tax expense.

Included in the unrecognized tax benefits is \$0.2 million interest and penalties as of June 30, 2016.

During the six months ended June 30, 2016, we did not release any tax reserves associated with items falling outside the statute of limitations and the closure of certain tax years for examination purposes. We are not aware of any events

that could occur within the next twelve months that would have an impact on the amount of unrecognized tax benefits that would require a reserve.

At June 30, 2016, due to cumulative losses and other factors, we continued to carry valuation allowances against the deferred assets primarily in the following foreign jurisdictions: United Kingdom, China, India and Luxembourg. Additionally, we continue

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to carry valuation allowances related to certain state deferred assets that we believe to be more likely than not to expire before they can be utilized. We evaluate the need for valuation allowances in each of our jurisdictions on a quarterly basis.

## 13. Segment Reporting

The following tables present segment revenues, gross profit, depreciation and amortization expense, selling, general and administrative expenses, operating income, capital expenditures and other items as of and for the three and six months ended June 30, 2016 and 2015:

|  | Three months ended June 30, 2016 |                                   |                  | Total      |
|--|----------------------------------|-----------------------------------|------------------|------------|
|  | Global Truck & Bus               | Global Construction & Agriculture | Corporate/ Other |            |
| Revenues                                   |                                  |                                   |                  |            |
| External Revenues                          | \$ 111,883                       | \$ 66,368                         | \$ —             | \$ 178,251 |
| Intersegment Revenues                      | 243                              | 2,157                             | (2,400 )         | —          |
| Total Revenues                             | \$ 112,126                       | \$ 68,525                         | \$ (2,400 )      | \$ 178,251 |
| Gross Profit                               | \$ 14,432                        | \$ 10,270                         | \$ (371 )        | \$ 24,331  |
| Depreciation and Amortization Expense      | \$ 2,190                         | \$ 1,336                          | \$ 472           | \$ 3,998   |
| Selling, General & Administrative Expenses | \$ 5,642                         | \$ 4,780                          | \$ 5,163         | \$ 15,585  |
| Operating Income                           | \$ 8,506                         | \$ 5,455                          | \$ (5,534 )      | \$ 8,427   |
| Capital and Other Items:                   |                                  |                                   |                  |            |
| Capital Expenditures                       | \$ 1,540                         | \$ 1,031                          | \$ 380           | \$ 2,951   |
| Other Items <sup>1</sup>                   | \$ 284                           | \$ 211                            | \$ —             | \$ 495     |

<sup>1</sup> Other items include costs associated with plant closures, including employee severance and retention costs, lease cancellation costs, building repairs and costs to transfer equipment.

|  | Three months ended June 30, 2015 |                                   |                  | Total      |
|--|----------------------------------|-----------------------------------|------------------|------------|
|  | Global Truck & Bus               | Global Construction & Agriculture | Corporate/ Other |            |
| Revenues                                   |                                  |                                   |                  |            |
| External Revenues                          | \$ 149,263                       | \$ 68,354                         | \$ —             | \$ 217,617 |
| Intersegment Revenues                      | 82                               | 2,343                             | (2,425 )         | —          |
| Total Revenues                             | \$ 149,345                       | \$ 70,697                         | \$ (2,425 )      | \$ 217,617 |
| Gross Profit                               | \$ 22,885                        | \$ 7,570                          | \$ (949 )        | \$ 29,506  |
| Depreciation and Amortization Expense      | \$ 2,214                         | \$ 1,489                          | \$ 694           | \$ 4,397   |
| Selling, General & Administrative Expenses | \$ 7,492                         | \$ 4,690                          | \$ 5,403         | \$ 17,585  |
| Operating Income                           | \$ 15,095                        | \$ 2,845                          | \$ (6,352 )      | \$ 11,588  |
| Capital and Other Items:                   |                                  |                                   |                  |            |
| Capital Expenditures                       | \$ 2,058                         | \$ 861                            | \$ 1,828         | \$ 4,747   |
| Other Items <sup>1</sup>                   | \$ 463                           | \$ —                              | \$ —             | \$ 463     |

<sup>1</sup> Other items include costs associated with plant closures, including employee severance and retention costs, lease cancellation costs, building repairs and costs to transfer equipment.

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|  | Six months ended June 30, 2016 |   |                     |           |
|--|--------------------------------|---|---------------------|-----------|
|  | Global<br>Truck &<br>Bus       | Global<br>Construction &<br>Agriculture | Corporate/<br>Other | Total     |
| Revenues                                   |                                |   |                     |           |
| External Revenues                          | \$228,167                      | \$ 130,376                              | \$—                 | \$358,543 |
| Intersegment Revenues                      | 463                            | 3,917                                   | (4,380 )            | —         |
| Total Revenues                             | \$228,630                      | \$ 134,293                              | \$(4,380 )          | \$358,543 |
| Gross Profit                               | \$32,255                       | \$ 18,576                               | \$(795 )            | \$50,036  |
| Depreciation and Amortization Expense      | \$4,224                        | \$ 2,857                                | \$1,328             | \$8,409   |
| Selling, General & Administrative Expenses | \$12,137                       | \$ 9,271                                | \$10,968            | \$32,376  |
| Operating Income                           | \$19,535                       | \$ 9,235                                | \$(11,762 )         | \$17,008  |
| Capital and Other Items:                   |                                |   |                     |           |
| Capital Expenditures                       | \$2,447                        | \$ 2,216                                | \$573               | \$5,236   |
| Other Items <sup>1</sup>                   | \$375                          | \$ 321                                  | \$688               | \$1,384   |

<sup>1</sup> Other items in the GTB and GCA Segments include costs associated with plant closures, including employee severance and retention costs, lease cancellation costs, building repairs and costs to transfer equipment; and in corporate a write down of an asset held for sale and severance costs.

|  | Six months ended June 30, 2015 |   |                     |           |
|--|--------------------------------|---|---------------------|-----------|
|  | Global<br>Truck &<br>Bus       | Global<br>Construction &<br>Agriculture | Corporate/<br>Other | Total     |
| Revenues                                   |                                |   |                     |           |
| External Revenues                          | \$295,068                      | \$ 142,852                              | \$—                 | \$437,920 |
| Intersegment Revenues                      | 183                            | 5,892                                   | (6,075 )            | —         |
| Total Revenues                             | \$295,251                      | \$ 148,744                              | \$(6,075 )          | \$437,920 |
| Gross Profit                               | \$44,230                       | \$ 16,261                               | \$(1,911 )          | \$58,580  |
| Depreciation and Amortization Expense      | \$4,438                        | \$ 3,005                                | \$1,431             | \$8,874   |
| Selling, General & Administrative Expenses | \$14,438                       | \$ 9,731                                | \$10,955            | \$35,124  |
| Operating Income                           | \$29,195                       | \$ 6,459                                | \$(12,867 )         | \$22,787  |
| Capital and Other Items:                   |                                |   |                     |           |
| Capital Expenditures                       | \$3,140                        | \$ 2,374                                | \$2,151             | \$7,665   |
| Other Items <sup>1</sup>                   | \$1,142                        | \$ —                                    | \$—                 | \$1,142   |

<sup>1</sup> Other items include costs associated with plant closures, including employee severance and retention costs, lease cancellation costs, building repairs and costs to transfer equipment.

#### 14. Foreign Currency Forward Exchange Contracts

We use forward exchange contracts to hedge certain of our foreign currency transaction exposures. We estimate our projected revenues and purchases in certain foreign currencies and locations and will hedge a portion or all of the anticipated long or short positions. As of June 30, 2016, we did not have any derivatives designated as hedging instruments; therefore, our forward foreign exchange contracts have been marked-to-market and the fair value of contracts recorded in the consolidated balance sheets with the offsetting non-cash gain or loss recorded in cost of revenue in our consolidated statements of income. We do not hold or issue foreign exchange options or forward contracts for trading purposes. Our forward foreign exchange contracts are subject to a master netting agreement. We record assets and liabilities relating to our forward foreign exchange contracts on a gross basis in our consolidated balance sheets.

The following table summarizes the notional amount of our open foreign exchange contracts:





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|  | June 30, 2016 |                            | December 31, 2015 |                            |
|--|---------------|----------------------------|-------------------|----------------------------|
|  | U.S. \$       | U.S. Equivalent Fair Value | U.S. \$           | U.S. Equivalent Fair Value |

Commitments to buy or sell currencies \$25,046 \$ 25,223 \$ 15,490 \$ 15,479

We consider the impact of our credit risk on the fair value of the contracts, as well as the ability to execute obligations under the contract.

The following table summarizes the fair value and presentation in the consolidated balance sheets for derivatives, none of which are designated as accounting hedges:

| Asset Derivatives          |                             |                        |            |
|----------------------------|-----------------------------|------------------------|------------|
| June 30, 2016              |                             | December 31, 2015      |            |
| Balance Sheet Location     | Fair Value                  | Balance Sheet Location | Fair Value |
| Foreign exchange contracts | Other current assets \$ 548 | Other current assets   | \$ 36      |

| Liability Derivatives      |                            |                        |            |
|----------------------------|----------------------------|------------------------|------------|
| June 30, 2016              |                            | December 31, 2015      |            |
| Balance Sheet Location     | Fair Value                 | Balance Sheet Location | Fair Value |
| Foreign exchange contracts | Accrued liabilities \$ 373 | Accrued liabilities    | \$ 524     |

The following table summarizes the effect of derivative instruments on the consolidated statements of income for derivatives not designated as hedging instruments:

|   | Three months ended June 30, 2016                          |        | Six months ended June 30, 2016                            |        |       |
|---|---|--------|---|--------|-------|
|   | 2016  | 2015   | 2016  | 2015   |       |
| Location of Gain (Loss) Recognized in Income on Derivatives | Amount of Gain (Loss) Recognized in Income on Derivatives |        | Amount of Gain (Loss) Recognized in Income on Derivatives |        |       |
| Foreign exchange contracts                                  | Cost of Revenues  | \$ 491 | \$ 204  | \$ 659 | \$ 42 |

## 15. Other Comprehensive Income (Loss)

The after-tax changes in accumulated other comprehensive income (loss) is as follows:

|  | Foreign currency translation adjustment | Pension and post-retirement benefits plans | Accumulated other comprehensive loss |
|--|---|--|--------------------------------------|
| Ending balance, December 31, 2015                                | \$ (21,079 )                            | \$ (18,575 )                               | \$ (39,654 )                         |
| Net current period change  | (408 )                                  | —  | (408 )                               |
| Reclassification adjustments for losses reclassified into income | —                                       | (1,034 )                                   | (1,034 )                             |
| Ending balance, June 30, 2016                                    | \$ (21,487 )                            | \$ (19,609 )                               | \$ (41,096 )                         |

|  | Foreign currency translation adjustment | Pension and post-retirement benefit plans | Accumulated other comprehensive loss |
|--|---|---|--------------------------------------|
| Ending balance, December 31, 2014                                | \$ (16,507 )                            | \$ (20,781 )                              | \$ (37,288 )                         |
| Net current period change  | (2,845 )                                | —   | (2,845 )                             |
| Reclassification adjustments for losses reclassified into income | —                                       | 186                                       | 186                                  |
| Ending balance, June 30, 2015                                    | \$ (19,352 )                            | \$ (20,595 )                              | \$ (39,947 )                         |

The related tax effects allocated to each component of other comprehensive income (loss) are as follows:

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|                                   | Three Months Ended<br>June 30, 2016 |                |                        | Six Months Ended<br>June 30, 2016 |                |                        |
|-----------------------------------|-------------------------------------|----------------|------------------------|-----------------------------------|----------------|------------------------|
|                                   | Before<br>Tax<br>Amount             | Tax<br>Expense | After<br>Tax<br>Amount | Before<br>Tax<br>Amount           | Tax<br>Expense | After<br>Tax<br>Amount |
| Retirement benefits adjustment    | (1,418 )                            | 275            | (1,143 )               | (1,585 )                          | 551            | (1,034 )               |
| Cumulative translation adjustment | \$(713 )                            | \$ —           | (713 )                 | (408 )                            | —              | (408 )                 |
| Total other comprehensive income  | \$(2,131)                           | \$ 275         | \$(1,856)              | \$(1,993)                         | \$ 551         | \$(1,442)              |

|                                   | Three Months Ended<br>June 30, 2015 |                |                        | Six Months Ended<br>June 30, 2015 |                |                        |
|-----------------------------------|-------------------------------------|----------------|------------------------|-----------------------------------|----------------|------------------------|
|                                   | Before<br>Tax<br>Amount             | Tax<br>Expense | After<br>Tax<br>Amount | Before<br>Tax<br>Amount           | Tax<br>Expense | After<br>Tax<br>Amount |
| Retirement benefits adjustment    | 159                                 | (33 )          | 126                    | 252                               | (66 )          | 186                    |
| Cumulative translation adjustment | 163                                 | —              | 163                    | (2,845 )                          | —              | (2,845 )               |
| Total other comprehensive loss    | \$322                               | \$ (33 )       | \$ 289                 | \$(2,593)                         | \$ (66 )       | \$(2,659)              |

## 16. Pension and Other Post-Retirement Benefit Plans

We sponsor pension and other post-retirement benefit plans that cover certain hourly and salaried employees in the United States and United Kingdom. All of our pension plans are inactive or frozen to new employees. Our policy is to make annual contributions to the plans to fund the normal cost as required by local regulations. In addition, we have a post-retirement benefit plan for certain U.S. operations, retirees and their dependents.

The components of net periodic (benefit) cost related to pension and other post-retirement benefit plans is as follows:

|                                    | U.S. Pension<br>Plans                        |        | Non-U.S.<br>Pension<br>Plans                 |       | Other<br>Post-Retirement<br>Benefit Plans |         |
|------------------------------------|--|--------|--|-------|---|---------|
|                                    | Three<br>Months<br>Ended June<br>30,<br>2016 | 2015   | Three<br>Months<br>Ended<br>June 30,<br>2016 | 2015  | Three Months<br>Ended June 30,<br>2016    | 2015    |
| Service cost                       | \$32   | \$29   | \$—  | \$—   | \$—                                       | \$—     |
| Interest cost                      | 469  | 463    | 350  | 368   | 4   | 4       |
| Expected return on plan assets     | (678)  | (668)  | (389)  | (397) | —   | —       |
| Amortization of prior service cost | —  | —      | —  | —     | 2   | 2       |
| Recognized actuarial loss (gain)   | 107  | 117    | 54   | 69    | (26 )                                     | (30 )   |
| Net (benefit) cost                 | \$(70)                                       | \$(59) | \$15   | \$40  | \$(20 )                                   | \$(24 ) |

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|                                    | U.S. Pension<br>Plans        |         | Non-U.S.<br>Pension<br>Plans       |       | Other<br>Post-Retirement<br>Benefit Plans |         |
|------------------------------------|------------------------------|---------|------------------------------------|-------|---|---------|
|                                    | Six Months<br>Ended June 30, |         | Six<br>Months<br>Ended<br>June 30, |       | Six Months<br>Ended June 30,              |         |
|                                    | 2016                         | 2015    | 2016                               | 2015  | 2016                                      | 2015    |
| Service cost                       | \$64                         | \$58    | \$—                                | \$—   | \$—                                       | \$—     |
| Interest cost                      | 938                          | 926     | 709                                | 736   | 8   | 8       |
| Expected return on plan assets     | (1,356)                      | (1,336) | (787)                              | (794) | —   | —       |
| Amortization of prior service cost | —                            | —       | —                                  | —     | 4   | 4       |
| Recognized actuarial loss (gain)   | 214                          | 234     | 109                                | 137   | (51 )                                     | (60 )   |
| Net (benefit) cost                 | \$(140)                      | \$(118) | \$31                               | \$79  | \$(39 )                                   | \$(48 ) |

We expect to contribute approximately \$3.0 million to our pension plans and our other post-retirement benefit plans in 2016. As of June 30, 2016, \$1.5 million of contributions have been made to our pension and other post-retirement plans.

## 17. Restructuring

## Current Restructuring Activity

On November 19, 2015, the Board of Directors of the Company approved adjustments to the Company's manufacturing footprint and capacity utilization, and reductions to selling, general and administrative costs. We expect the costs associated with restructuring activities to total \$8.0 million to \$11.0 million, and capital investments to total \$2.0 million to \$3.0 million. The \$8.0 million to \$11.0 million restructuring activities include the previously announced Edgewood and Piedmont facility transfers and other restructuring expenses announced subsequent to June 30, 2016 and disclosed in Footnote 18 Subsequent Events. The restructuring and cost reduction actions began in the fourth quarter of 2015 and are expected to continue through 2017. As of June 30, 2016, restructuring costs incurred were \$0.8 million in the fourth quarter of 2015 and \$0.8 million during the six months ended June 30, 2016.

## Edgewood Facility

The closure of our Edgewood, Iowa facility and transfer of production to our Agua Prieta, Mexico facility was announced on December 3, 2015 and is substantially complete as of June 30, 2016.

## Piedmont Facility

On May 2, 2016, the Company announced plans to consolidate its North American seat production into two North American facilities and cease seat production in its Piedmont, Alabama facility. The Company will continue to maintain a presence in Piedmont for our Aftermarket distribution channel.

## Ongoing Restructuring Expenditures

The table below summarizes the expenditures incurred to date and future expenditures associated with the restructuring activities approved on November 19, 2015:

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| (in millions)                | Total Project Expense |               | 2015 Expense  | Current Quarter Expense | Year to Date Expense | Expected Future Expense |              | Income Statement Classification     |
|------------------------------|-----------------------|---------------|---------------|-------------------------|----------------------|-------------------------|--------------|-------------------------------------|
|                              | Low                   | High          |               |                         |                      | Low                     | High         |                                     |
|                              |                       |               |               |                         |                      |                         |              |                                     |
| <b>Edgewood Wire Harness</b> |                       |               |               |                         |                      |                         |              |                                     |
| Separation costs             | \$0.3                 | \$0.3         | \$ 0.1        | \$ 0.1                  | \$ 0.2               | —                       | —            | Cost of revenues                    |
| Facility and other costs     | 0.1                   | 0.1           | —             | 0.1                     | 0.1                  | —                       | —            | Cost of revenues                    |
| <b>Total</b>                 | <b>\$0.4</b>          | <b>\$0.4</b>  | <b>\$ 0.1</b> | <b>\$ 0.2</b>           | <b>\$ 0.3</b>        | <b>—</b>                | <b>—</b>     |                                     |
| <b>Piedmont Seating</b>      |                       |               |               |                         |                      |                         |              |                                     |
| Separation costs             | \$0.3                 | \$0.5         | \$ 0.1        | \$ 0.2                  | \$ 0.2               | —                       | \$0.2        | Cost of revenues                    |
| Facility and other costs     | 2.0                   | 2.5           | —             | 0.1                     | 0.1                  | 1.9                     | 2.4          | Cost of revenues                    |
| <b>Total</b>                 | <b>\$2.3</b>          | <b>\$3.0</b>  | <b>\$ 0.1</b> | <b>\$ 0.3</b>           | <b>\$ 0.3</b>        | <b>\$1.9</b>            | <b>\$2.6</b> |                                     |
| <b>Monona Wire Harness</b>   |                       |               |               |                         |                      |                         |              |                                     |
| Separation costs             | \$0.5                 | \$0.7         | \$ 0.2        | —                       | —                    | \$0.3                   | \$0.5        | Cost of revenues                    |
| Facility and other costs     | 0.5                   | 0.6           | —             | —                       | —                    | 0.5                     | 0.6          | Cost of revenues                    |
| <b>Total</b>                 | <b>\$1.0</b>          | <b>\$1.3</b>  | <b>\$ 0.2</b> | <b>—</b>                | <b>—</b>             | <b>\$0.8</b>            | <b>\$1.1</b> |                                     |
| <b>Shadyside Stamping</b>    |                       |               |               |                         |                      |                         |              |                                     |
| Separation costs             | \$1.0                 | \$1.3         | \$ 0.2        | —                       | —                    | \$0.8                   | \$1.1        | Cost of revenues                    |
| Facility and other costs     | 2.1                   | 2.5           | —             | —                       | —                    | 2.1                     | 2.5          | Cost of revenues                    |
| <b>Total</b>                 | <b>\$3.1</b>          | <b>\$3.8</b>  | <b>\$ 0.2</b> | <b>—</b>                | <b>—</b>             | <b>\$2.9</b>            | <b>\$3.6</b> |                                     |
| <b>China</b>                 |                       |               |               |                         |                      |                         |              |                                     |
| Separation costs             | \$0.2                 | \$0.2         | \$ 0.2        | —                       | —                    | —                       | —            | Cost of revenues                    |
| <b>Total</b>                 | <b>\$0.2</b>          | <b>\$0.2</b>  | <b>\$ 0.2</b> | <b>—</b>                | <b>—</b>             | <b>—</b>                | <b>—</b>     |                                     |
| <b>Other Restructuring</b>   |                       |               |               |                         |                      |                         |              |                                     |
| Separation costs             | \$0.3                 | \$0.4         | —             | —                       | \$ 0.1               | \$0.2                   | \$0.3        | Cost of revenues                    |
| Separation costs             | 0.1                   | 0.1           | —             | —                       | 0.1                  | —                       | —            | Selling, general and administrative |
| Facility and other costs     | 0.6                   | 1.8           | —             | —                       | —                    | 0.6                     | 1.8          | Cost of revenues                    |
| <b>Total</b>                 | <b>\$1.0</b>          | <b>\$2.3</b>  | <b>—</b>      | <b>—</b>                | <b>\$ 0.2</b>        | <b>\$0.8</b>            | <b>\$2.1</b> |                                     |
| <b>Total Restructuring</b>   | <b>\$8.0</b>          | <b>\$11.0</b> | <b>\$ 0.8</b> | <b>\$ 0.5</b>           | <b>\$ 0.8</b>        | <b>\$6.4</b>            | <b>\$9.4</b> |                                     |

**Prior Years Restructuring Activity**

In 2014, management announced the closure and transfer of production from our Tigard, Oregon facility and completed the closure in the third quarter of 2015. The costs associated with the Tigard closure and transfer of production to other facilities, building repairs and other related expenses totaled \$1.1 million in the six months ended June 30, 2015 and are reflected in cost of revenues.

**Restructuring Reserve**

A summary of the restructuring liability for the six months ended June 30 is as follows:

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|                             | 2016              |   |        |
|-----------------------------|-------------------|---|--------|
|                             | Employee<br>Costs | Facility<br>Exit<br>and<br>Other<br>Costs | Total  |
| Balance - December 31, 2015 | \$542             | \$ 43                                     | \$585  |
| Provisions                  | 464               | 304                                       | 768    |
| Utilizations                | (339 )            | (199 )                                    | (538 ) |
| Balance - June 30, 2016     | \$667             | \$ 148                                    | \$815  |

|                             | 2015              |   |         |
|-----------------------------|-------------------|---|---------|
|                             | Employee<br>Costs | Facility<br>Exit<br>and<br>Other<br>Costs | Total   |
| Balance - December 31, 2014 | \$531             | \$ 72                                     | \$603   |
| Provisions                  | 36                | 1,106                                     | 1,142   |
| Utilizations                | (345 )            | (1,178)                                   | (1,523) |
| Balance - June 30, 2015     | \$222             | \$ —                                      | \$222   |

## 18. Subsequent Events

On July 19, 2016, as part of its facility restructuring actions previously announced on November 19, 2015, the Company announced it will transfer all wire harness production from its manufacturing facility in Monona, Iowa to its facility in Agua Prieta, Mexico. We anticipate the transfer of production from the Monona facility to the Agua Prieta facility will be substantially complete by March 31, 2017.

On July 21, 2016, the Company announced that it will close its Shadyside, Ohio facility that performs assembly and stamping activities. These activities will be transferred to alternative facilities or sourced to local suppliers. We anticipate the closure of the Shadyside facility will be substantially complete by June 30, 2017.

On July 21, 2016, the Company announced the closure of its administrative offices in Wixom, Michigan. In connection with the closure of the Wixom office, the Company will incur immaterial charges.

Refer to Footnote 17 Restructuring for a summary of expenditures to date and future expenditures relating to the above restructuring activity.

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ITEM 2 – MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The discussion and analysis below describes material changes in financial condition and results of operations for our condensed consolidated financial statements for the three and six months ended June 30, 2016 and 2015. This discussion and analysis should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 (the “2015 Form 10-K”).

Company Overview

Commercial Vehicle Group, Inc. is a Delaware (USA) corporation. We were formed as a privately-held company in August 2000. We became a publicly held company in 2004. The Company (and its subsidiaries) is a leading supplier of a full range of cab related products and systems for the global commercial vehicle market, including the medium-and heavy-duty truck (“MD/HD Truck”) market, the medium-and heavy-construction vehicle market, and the military, bus, agriculture, specialty transportation, mining, industrial equipment and off-road recreational markets. We have manufacturing operations in the United States, Mexico, United Kingdom, Czech Republic, Ukraine, China, India and Australia. Our products are primarily sold in North America, Europe, and the Asia-Pacific region. Our products include seats and seating systems (“Seats”); trim systems and components (“Trim”); cab structures, sleeper boxes, body panels and structural components; mirrors, wipers and controls; and electronic wire harness and panel assemblies specifically designed for applications in commercial and other vehicles.

We are differentiated from automotive industry suppliers by our ability to manufacture low volume, customized products on a sequenced basis to meet the requirements of our customers. We believe our products are used by a majority of the North American MD/HD Truck and certain leading global construction and agriculture original equipment manufacturers (“OEMs”), which we believe creates an opportunity to cross-sell our products.

Business Overview

Demand for our heavy-duty (or “Class 8”) truck products is generally dependent on the number of new heavy truck commercial vehicles manufactured in North America, which in turn is a function of general economic conditions, interest rates, changes in governmental regulations, consumer spending, fuel costs, freight costs, fleet operators’ financial health and access to capital, used truck prices and our customers’ inventory levels and production rates. New heavy truck commercial vehicle demand has historically been cyclical and is particularly sensitive to the industrial sector of the economy, which generates a significant portion of the freight tonnage hauled by commercial vehicles. The North American Class 8 market declined in 2013 as production levels decreased approximately 12% from 2012; however, production levels rebounded 31% from 246,000 in 2013 to 323,000 in 2015. According to a July 2016 report by ACT Research, a publisher of industry market research, North American Class 8 production levels are expected to decline to 237,000 in 2016 and again to 215,000 in 2017 before gradually increasing to 324,000 in 2020. We believe the demand for U.S. Class 8 vehicles in 2016 will be between 215,000 to 235,000. ACT Research estimates that the average age of active U.S. Class 8 trucks is 10.6 years in 2015 and 2016, which is consistent with the average age in 2014. As vehicles age, their maintenance costs typically increase. ACT Research forecasts that the vehicle age will decline as aging fleets are replaced.

The North American Class 5-7 truck production has steadily increased from 201,000 in 2013 to 237,000 in 2015. According to a July 2016 report by ACT Research, North American Class 5-7 truck production levels are expected to be relatively flat in 2016 at 243,000 and gradually increase to 272,000 in 2020. We believe the demand for North American Class 5-7 trucks through 2016 will be relatively stable.

For the six months ended June 30, 2016, approximately 49% of our revenue was generated from sales to North American MD/HD Truck OEMs. Our remaining revenue was primarily derived from sales to OEMs in the global construction equipment market, aftermarket, OE service organizations, military market and other commercial vehicle specialty markets. Demand for our products is driven to a significant degree by preferences of the end-user of the commercial vehicle, particularly with respect to heavy-duty trucks. Unlike the automotive industry, commercial vehicle OEMs generally afford the end-user the ability to specify many of the component parts that will be used to manufacture the commercial vehicle, including a wide variety of cab interior styles and colors, the brand and type of

seats, type of seat fabric and color and specific interior styling. In addition, certain of our products are only utilized in the North American Class 8 market, such as our storage systems, sleeper boxes and privacy curtains. Accordingly, changes in demand for heavy-duty trucks in North America or the mix of options on a vehicle can have a greater impact on our business than changes in the overall demand for commercial vehicles. To the extent that demand for higher content vehicles increases or decreases, our revenues and gross profit will be impacted positively or negatively.



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Demand for our construction equipment products is dependent on the vehicle production and demand for new commercial vehicles in the global construction equipment market and generally follows certain economic conditions around the world. Our products are primarily used in the medium-and heavy-duty construction equipment markets (weighing over 12 metric tons). Demand in the medium-and heavy-duty construction equipment market is typically related to the level of larger scale infrastructure development projects such as highways, dams, harbors, hospitals, airports and industrial development, as well as activity in the mining, forestry and other raw material based industries. We believe there is a bias toward continuing softness in global construction and agriculture markets in 2016.

We generally compete for new business at the beginning of the development of a new vehicle platform and upon the redesign of existing programs. New platform development generally begins one to three years before the marketing of such models by our customers. Contract durations for commercial vehicle products generally extend for the entire life of the platform, which is typically five to seven years.

### Our Long-Term Strategy

Our long-term strategic plan is a roadmap by product, geographic region, and end market to guide resource allocation and other decision making to achieve our long-term goals. To that end, we evaluated our opportunity to grow organically by end market. We currently believe we have approximately 5% market share of the addressable global truck, bus, construction and agriculture end markets. Accordingly, we believe we have significant opportunity to grow organically in our end markets. We evaluated our product portfolio in the context of this organic market growth opportunity and our ability to win in the marketplace. Our core products are Seats, Trim and wire harnesses and our complementary products include structures, wipers, mirrors and office seats. We expect to realize some geographic diversification over the planned period. We also expect to realize some end market diversification more weighted toward the agriculture market, and to a lesser extent the construction market. We intend to allocate resources consistent with our strategic plan; and more specifically, consistent with our core and complementary product portfolio, geographic region and end market diversification objectives. We periodically evaluate our long-term strategic plan in response to significant changes in our business environment and other factors.

Although our long-term strategic plan is an organic growth plan, we will consider opportunistic acquisitions to supplement our product portfolio, and to enhance our ability to serve our customers in our geographic end markets.

### Strategic Footprint

We continuously review our manufacturing footprint to, among other considerations, provide a competitive landed cost to our customers. In November 2015, the Company announced a restructuring and cost reduction plan, which is expected to lower operating costs by \$8 million to \$12 million annually when fully implemented as of the end of 2017. At the time of the November 2015 announcement of facility restructuring actions, the Company estimated pre-tax costs, including capital expenditures, of \$12 million to \$19 million. This range has now been lowered to \$10 million to \$14 million, including capital expenditures of \$2 to \$3 million.

Pre-tax expenditures associated with the facility restructuring actions announced in November 2015 were approximately \$1 million in the year ended December 31, 2015, approximately \$1 million in the six months ended June 30, 2016 and are expected to be \$4 million to \$5 million for year ended December 31, 2016 and \$3 million to \$5 million in 2017. The majority of these costs are employee-related separation costs and other costs associated with the transfer of production and subsequent closure of facilities.

## Consolidated Results of Operations

Three Months Ended June 30, 2016 Compared to Three Months Ended June 30, 2015  
Consolidated Results

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|   | Three Months Ended June 30,<br>(in thousands) |        |           |        |
|---|---|--------|-----------|--------|
|   | 2016  |        | 2015      |        |
| Revenues  | \$178,251                                     | 100.0% | \$217,617 | 100.0% |
| Cost of revenues                                      | 153,920                                       | 86.4   | 188,111   | 86.4   |
| Gross profit  | 24,331  | 13.6   | 29,506    | 13.6   |
| Selling, general and administrative expenses          | 15,585  | 8.7    | 17,585    | 8.1    |
| Amortization expense                                  | 319   | 0.2    | 333       | 0.2    |
| Operating income                                      | 8,427   | 4.7    | 11,588    | 5.3    |
| Interest and Other expense                            | 4,926   | 2.8    | 5,056     | 2.3    |
| Income before provision for income taxes              | 3,501   | 1.9    | 6,532     | 3.0    |
| Provision for income taxes                            | 781   | 0.4    | 3,327     | 1.5    |
| Net income  | 2,720   | 1.5    | 3,205     | 1.5    |
| Less: Non-controlling interest in subsidiary's income | —   | —      | —         | —      |
| Net income attributable to CVG stockholders           | \$2,720                                       | 1.5 %  | \$3,205   | 1.5 %  |

Revenues. On a consolidated basis, revenues decreased \$39.3 million, or 18.1%, to \$178.3 million in the three months ended June 30, 2016 from \$217.6 million in the three months ended June 30, 2015. The net decrease in consolidated revenue is primarily a result of:

- \$32.7 million, or 30.1%, decrease in OEM North American MD/HD Truck revenues;
- \$3.4 million, or 8.7%, decrease in construction revenues;
- \$4.5 million, or 12.6%, decrease in aftermarket revenues; and
- \$1.3 million, or 3.3%, increase in other revenues.

The second quarter revenues were adversely impacted by foreign currency exchange translation of \$1.5 million, which is reflected in the change in revenue above.

Gross Profit. Gross profit decreased \$5.2 million, or 17.5%, to \$24.3 million for the three months ended June 30, 2016 compared to \$29.5 million in the three months ended June 30, 2015. Included in gross profit is cost of revenues, which consists primarily of raw materials and purchased components for our products, wages and benefits for our employees and overhead expenses such as manufacturing supplies, facility rent and utility costs related to our operations. Cost of revenue decreased \$34.2 million, or 18.2%, resulting from a decrease in raw material and purchased component costs of \$24.5 million, a decrease in wages and benefits of \$2.6 million, and a decrease in overhead costs of \$7.1 million.

The decrease in gross profit resulted primarily from the decrease in sales volume. Additionally, the second quarter of both 2016 and 2015 results included \$0.5 million in charges relating to facility restructuring costs. As a percentage of revenues, gross profit remained consistent at 13.6% for the three months ended June 30, 2016 and 2015, reflecting our focused efforts on cost discipline to maintain gross profit margin in a declining market.

Selling, General and Administrative Expenses. Selling, general and administrative expenses consists primarily of wages and benefits and other expenses such as marketing, travel, legal, audit, rent and utilities costs which are not associated with the manufacturing of our products. Selling, general and administrative expenses decreased \$2.0 million, or 11.4%, to \$15.6 million in the three months ended June 30, 2016 from \$17.6 million in the three months ended June 30, 2015. The decline in selling, general and administrative expenses reflects a focus on cost discipline.

Interest and Other Expense. Interest, associated with our long-term debt, and other expense was approximately \$4.9 million and \$5.1 million in the three months ended June 30, 2016 and 2015, respectively. The decline reflects a reduction in interest expense as a result of the redemption of \$15.0 million of our outstanding notes in the fourth quarter of 2015.

Provision for Income Taxes. An income tax provision of \$0.8 million and \$3.3 million was recorded for the three months ended June 30, 2016 and 2015, respectively. The period over period change in the tax provision resulted primarily from the decrease of pretax earnings, as well as the mix of income between our U.S. and non-U.S. locations. Additional items impacting the tax provisions included earnings or losses in foreign tax jurisdictions subject to

valuation allowances.

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Net Income Attributable to CVG Stockholders. Net income attributable to CVG stockholders was \$2.7 million and \$3.2 million for the three months ended June 30, 2016 and 2015, respectively. The decrease in net income is attributed to the factors noted above.

**SEGMENT RESULTS****Global Truck and Bus Segment Results**

|  | Three Months Ended June 30, |        |           |        |
|--|-----------------------------|--------|-----------|--------|
|  | (amounts in thousands)      |        |           |        |
|  | 2016                        |        | 2015      |        |
| Revenues                                   | \$112,126                   | 100.0% | \$149,345 | 100.0% |
| Gross Profit                               | 14,432                      | 12.9   | 22,885    | 15.3   |
| Depreciation and Amortization Expense      | 2,190                       | 2.0    | 2,214     | 1.5    |
| Selling, General & Administrative Expenses | 5,642                       | 5.0    | 7,492     | 5.0    |
| Operating Income                           | 8,506                       | 7.6    | 15,095    | 10.1   |

Revenues. GTB Segment revenues decreased \$37.2 million, or 24.9%, to \$112.1 million for the three months ended June 30, 2016 from \$149.3 million for the three months ended June 30, 2015. The decrease in GTB Segment revenues is primarily a result of:

▪ \$34.0 million, or 32.2%, decrease in OEM North American MD/HD Truck revenues; and

▪ \$3.2 million, or 7.4%, decrease in other revenues.

GTB Segment revenues were adversely impacted by foreign currency exchange translation of \$0.1 million which is reflected in the change in revenue above.

Gross Profit. GTB Segment gross profit decreased \$8.5 million, or 36.9%, to \$14.4 million for the three months ended June 30, 2016 from \$22.9 million for the three months ended June 30, 2015. Included in gross profit is cost of revenues which consists primarily of raw material and purchased component costs for our products, wages and benefits for our employees and overhead expenses such as manufacturing supplies, facility rent and utilities costs related to our operations. Cost of revenues decreased \$28.8 million, or 22.7%, as a result of a decrease in raw material and purchased component costs of \$21.5 million, salaries and benefits of \$2.3 million and overhead cost of \$5.0 million. The decrease in gross profit was primarily the result of the decrease in sales volume. The second quarter of 2016 included \$0.3 million in facility restructuring charges. In addition, the second quarter of 2015 included net warranty charges of \$1.0 million and facility restructuring charges of \$0.5 million which did not recur in 2016. As a percentage of revenues, gross profit decreased to 12.9% for the three months ended June 30, 2016 from 15.3% for the three months ended June 30, 2015, reflecting the decline in sales partially offset by warranty and restructuring charges incurred in the second quarter of 2015.

Selling, General and Administrative Expenses. Selling, general and administrative expenses consist primarily of wages and benefits and other expenses such as marketing, travel, legal, audit, rent and utilities costs, which are not associated with the manufacturing of our products. GTB Segment selling, general and administrative expenses decreased \$1.9 million, or 24.7%, to \$5.6 million for the three months ended June 30, 2016 from \$7.5 million for the three months ended June 30, 2015 reflecting a focus on cost discipline while selectively investing in value accretive activities and a reduction in the allocation of shared corporate costs to the GTB Segment.

**Global Construction and Agriculture Segment Results**

|  | Three Months Ended June 30, |        |          |        |
|--|-----------------------------|--------|----------|--------|
|  | (amounts in thousands)      |        |          |        |
|  | 2016                        |        | 2015     |        |
| Revenues                                   | \$68,525                    | 100.0% | \$70,697 | 100.0% |
| Gross Profit                               | 10,270                      | 15.0   | 7,570    | 10.7   |
| Depreciation and Amortization Expense      | 1,336                       | 1.9    | 1,489    | 2.1    |
| Selling, General & Administrative Expenses | 4,780                       | 7.0    | 4,690    | 6.6    |
| Operating Income                           | 5,455                       | 8.0    | 2,845    | 4.0    |



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Revenues. GCA Segment revenues decreased \$2.2 million, or 3.1%, to \$68.5 million for the three months ended June 30, 2016 from \$70.7 million for the three months ended June 30, 2015. The decrease in GCA Segment revenues is primarily a result of:

- \$2.6 million, or 7.3%, decrease in OEM construction revenues;
- \$1.8 million, or 13.9%, decrease in aftermarket revenues; and
- \$2.2 million, or 9.8%, increase in other revenues.

GCA Segment revenues were adversely impacted by foreign currency exchange translation of \$1.5 million, which is reflected in the change in revenue above.

Gross Profit. GCA Segment gross profit increased \$2.7 million, or 35.7%, to \$10.3 million for the three months ended June 30, 2016 from \$7.6 million for the three months ended June 30, 2015. Included in gross profit is cost of revenues which consists primarily of raw material and purchased component costs for our products, wages and benefits for our employees and overhead expenses such as manufacturing supplies, facility rent and utilities costs related to our operations. Cost of revenues decreased \$4.9 million, or 7.7%, as a result of a decrease in raw material and purchased component costs of \$3.0 million, wages and benefits of \$0.4 million and overhead costs of \$1.5 million. The increase in gross profit was primarily a result of ongoing focus to drive profitability improvements. Additionally, the second quarter of 2016 results included \$0.2 million in restructuring charges. As a percentage of revenues, gross profit increased to 15.0% for the three months ended June 30, 2016 from 10.7% for the three months ended June 30, 2015, reflecting our focused efforts on cost discipline and savings related to restructuring actions.

Selling, General and Administrative Expenses. Selling, general and administrative expenses consist primarily of wages and benefits and other expenses such as marketing, travel, legal, audit, rent and utilities costs, which are not directly or indirectly associated with the manufacturing of our products. GCA Segment selling, general and administrative expenses increased \$0.1 million or 1.9% to \$4.8 million in the three months ended June 30, 2016 from \$4.7 million for the three months ended June 30, 2015.

#### Six Months Ended June 30, 2016 Compared to Six Months Ended June 30, 2015 Consolidated Results

|   | Six Months Ended June 30,<br>(in thousands) |        |           |        |
|---|---|--------|-----------|--------|
|   | 2016  |        | 2015      |        |
| Revenues  | \$358,543                                   | 100.0% | \$437,920 | 100.0% |
| Cost of revenues                                      | 308,507                                     | 86.0   | 379,340   | 86.6   |
| Gross profit  | 50,036                                      | 14.0   | 58,580    | 13.4   |
| Selling, general and administrative expenses          | 32,376                                      | 9.0    | 35,124    | 8.0    |
| Amortization expense                                  | 652   | 0.3    | 669       | 0.2    |
| Operating income                                      | 17,008                                      | 4.7    | 22,787    | 5.2    |
| Interest and Other expense                            | 9,784                                       | 2.7    | 10,153    | 2.3    |
| Income before provision for income taxes              | 7,224                                       | 2.0    | 12,634    | 2.9    |
| Provision for income taxes                            | 1,941                                       | 0.6    | 5,836     | 1.3    |
| Net income  | 5,283                                       | 1.4    | 6,798     | 1.6    |
| Less: Non-controlling interest in subsidiary's income | —   | —      | 1         | —      |
| Net income attributable to CVG stockholders           | \$5,283                                     | 1.4 %  | \$6,797   | 1.6 %  |

Revenues. On a consolidated basis, revenues decreased \$79.4 million, or 18.1%, to \$358.5 million in the six months ended June 30, 2016 from \$437.9 million in the six months ended June 30, 2015. The net decrease in consolidated revenue is primarily a result of:

- \$61.4 million, or 28.7%, decrease in OEM North American MD/HD Truck revenues;

- \$14.1 million, or 17.0%, decrease in construction revenues;
- \$6.5 million, or 9.6%, decrease in aftermarket revenues; and
- \$2.6 million, or 3.7%, increase in other revenues.

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Revenues were adversely impacted by foreign currency exchange translation of \$3.4 million, which is reflected in the change in revenue above.

**Gross Profit.** Gross profit decreased \$8.6 million, or 14.7%, to \$50.0 million for the six months ended June 30, 2016 compared to \$58.6 million in the six months ended June 30, 2015. Included in gross profit is cost of revenues, which consists primarily of raw materials and purchased components for our products, wages and benefits for our employees and overhead expenses such as manufacturing supplies, facility rent and utility costs related to our operations. Cost of revenue decreased \$70.8 million, or 18.7%, resulting from a decrease in raw material and purchased component costs of \$51.3 million, a decrease in wages and benefits of \$5.4 million, and a decrease in overhead costs of \$14.1 million. The decrease in gross profit resulted primarily from the decrease in sales volume. Additionally, the six months ended June 30, 2016 results included \$0.6 million in charges compared to \$1.1 million in the prior year period in 2015 relating to facility restructuring costs. As a percentage of revenues, gross profit increased to 14.0% for the six months ended June 30, 2016 compared to 13.4% for the six months ended June 30, 2015 reflecting our focused efforts on cost discipline and lower restructuring costs.

**Selling, General and Administrative Expenses.** Selling, general and administrative expenses consists primarily of wages and benefits and other expenses such as marketing, travel, legal, audit, rent and utilities costs which are not associated with the manufacturing of our products. Selling, general and administrative expenses decreased \$2.7 million, or 7.8%, to \$32.4 million in the six months ended June 30, 2016 from \$35.1 million in the six months ended June 30, 2015. The decline in selling, general and administrative expenses reflects a focus on cost discipline and restructuring actions, offset in part by the impairment of an asset held for sale of \$0.6 million and \$0.1 million in severance costs recorded in the six months ended June 30, 2016.

**Interest and Other Expense.** Interest, associated with our long-term debt, and other expense was approximately \$9.8 million and \$10.2 million in the six months ended June 30, 2016 and 2015, respectively. The decline reflects a reduction in interest expense as a result of the redemption of \$15.0 million of our outstanding notes in the fourth quarter of 2015.

**Provision for Income Taxes.** An income tax provision of \$1.9 million and \$5.8 million was recorded for the six months ended June 30, 2016 and 2015, respectively. The period over period change in the tax provision resulted primarily from the decrease of pretax earnings, as well as the mix of income between our U.S. and non-U.S. locations. Additional items impacting the tax provisions included earnings or losses in foreign tax jurisdictions subject to valuation allowances.

**Net Income Attributable to CVG Stockholders.** Net income attributable to CVG stockholders was \$5.3 million and \$6.8 million for the six months ended June 30, 2016 and 2015, respectively. The decrease in net income is attributed to the factors noted above.

**SEGMENT RESULTS****Global Truck and Bus Segment Results**

|  | Six months ended June 30, 2015 |        |           |        |
|--|--------------------------------|--------|-----------|--------|
|  | (amounts in thousands)         |        |           |        |
|  | 2016                           |        | 2015      |        |
| Revenues                                   | \$228,630                      | 100.0% | \$295,251 | 100.0% |
| Gross Profit                               | 32,255                         | 14.1   | 44,230    | 15.0   |
| Depreciation and Amortization Expense      | 4,224                          | 1.8    | 4,438     | 1.5    |
| Selling, General & Administrative Expenses | 12,137                         | 5.3    | 14,438    | 4.9    |
| Operating Income                           | 19,535                         | 8.5    | 29,195    | 9.9    |

Revenues. GTB Segment revenues decreased \$66.6 million, or 22.6%, to \$228.6 million for the six months ended June 30, 2016 from \$295.3 million for the six months ended June 30, 2015. The decrease in GTB Segment revenues is primarily a result of:

- \$62.7 million, or 30.2%, decrease in OEM North American MD/HD Truck revenues;
- \$2.7 million, or 6.3%, decrease in aftermarket revenues; and



▪ \$1.2 million, or 2.7%, decrease in other revenues.

GTB Segment revenues were adversely impacted by foreign currency exchange translation of \$0.4 million which is reflected in the change in revenue above.

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**Gross Profit.** GTB Segment gross profit decreased \$11.9 million, or 27.0%, to \$32.3 million for the six months ended June 30, 2016 from \$44.2 million for the six months ended June 30, 2015. Included in gross profit is cost of revenues which consists primarily of raw material and purchased component costs for our products, wages and benefits for our employees and overhead expenses such as manufacturing supplies, facility rent and utilities costs related to our operations. Cost of revenues decreased \$54.6 million, or 21.8%, as a result of a decrease in raw material and purchased component costs of \$40.4 million, salaries and benefits of \$4.3 million and overhead cost of \$9.9 million. The decrease in gross profit was primarily the result of the decrease in sales volume. Additionally, the six months ended June 30, 2016 results included \$0.3 million in charges related to facility restructuring costs. The six months ended June 30, 2015 results included \$1.1 million in charges relating to facility restructuring costs. As a percentage of revenues, gross profit decreased to 14.1% for the six months ended June 30, 2016 from 15.0% for the six months ended June 30, 2015 reflecting the decline in sales.

**Selling, General and Administrative Expenses.** Selling, general and administrative expenses consist primarily of wages and benefits and other expenses such as marketing, travel, legal, audit, rent and utilities costs, which are not directly or indirectly associated with the manufacturing of our products. GTB Segment selling, general and administrative expenses decreased \$2.3 million, or 15.9%, to \$12.1 million for the six months ended June 30, 2016 from \$14.4 million for the six months ended June 30, 2015 reflecting a focus on cost discipline while selectively investing in value accretive activities. Also included in selling, general and administrative expenses in the six months ended June 30, 2016 were \$0.1 million in restructuring charges.

**Global Construction and Agriculture Segment Results**

|  | Six months ended June 30, 2015<br>(amounts in thousands) |        |           |        |
|--|--|--------|-----------|--------|
|  | 2016   |        | 2015      |        |
| Revenues                                   | \$134,293  | 100.0% | \$148,744 | 100.0% |
| Gross Profit                               | 18,576   | 13.8   | 16,261    | 10.9   |
| Depreciation and Amortization Expense      | 2,857  | 2.1    | 3,005     | 2.0    |
| Selling, General & Administrative Expenses | 9,271  | 6.9    | 9,731     | 6.5    |
| Operating Income                           | 9,235  | 6.9    | 6,459     | 4.3    |

**Revenues.** GCA Segment revenues decreased \$14.4 million, or 9.7%, to \$134.3 million for the six months ended June 30, 2016 from \$148.7 million for the six months ended June 30, 2015. The decrease in GCA Segment revenues is primarily a result of:

- \$12.2 million, or 15.8%, decrease in OEM construction revenues;
- \$3.8 million, or 15.1%, decrease in aftermarket revenues; and
- \$1.6 million, or 3.3%, increase in other revenues.

GCA Segment revenues were adversely impacted by foreign currency exchange translation of \$3.2 million, which is reflected in the change in revenue above.

**Gross Profit.** GCA Segment gross profit increased \$2.3 million, or 14.2%, to \$18.6 million for the six months ended June 30, 2016 from \$16.3 million for the six months ended June 30, 2015. Included in gross profit is cost of revenues which consists primarily of raw material and purchased component costs for our products, wages and benefits for our employees and overhead expenses such as manufacturing supplies, facility rent and utilities costs related to our operations. Cost of revenues decreased \$16.8 million, or 12.7%, as a result of a decrease in raw material and purchased component costs of \$12.6 million, wages and benefits of \$1.1 million and overhead costs of \$3.1 million. The increase in gross profit was primarily a result of our various cost reduction initiatives which more than offset the impact of the decrease in volume. Additionally, the second quarter of 2016 results included \$0.3 million in restructuring charges. As a percentage of revenues, gross profit increased to 13.8% for the six months ended June 30, 2016 from 10.9% for the six months ended June 30, 2015 reflecting our focused efforts on cost discipline.

**Selling, General and Administrative Expenses.** Selling, general and administrative expenses consist primarily of wages and benefits and other expenses such as marketing, travel, legal, audit, rent and utilities costs, which are not directly or indirectly associated with the manufacturing of our products. GCA Segment selling, general and

administrative expenses decreased \$0.4 million or 4.2% to \$9.3 million in the six months ended June 30, 2016 from \$9.7 million for the six months ended June 30, 2015. The decline in selling, general and administrative expenses reflects a focus on cost discipline while selectively investing in value accretive activities.

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### Liquidity and Capital Resources

#### Cash Flows

Our primary sources of liquidity during the six months ended June 30, 2016 were cash from operations, existing cash reserves, and availability under our revolving credit facility. We believe that these sources of liquidity will provide adequate funds for our working capital needs, planned capital expenditures, potential acquisitions and servicing of our debt through the remainder of 2016; however, no assurance can be given that this will be the case. We did not borrow under our revolving credit facility during the six months ended June 30, 2016.

For the six months ended June 30, 2016 net cash provided by operations was \$37.6 million compared to net cash provided by operations of \$27.1 million for the six months ended June 30, 2015. This increase in cash provided by operations in the six months ended June 30, 2016 is due primarily to a decrease in cash employed for working capital needs as a consequence of the decline in sales volume.

For the six months ended June 30, 2016, we used \$5.0 million of net cash for investing activities compared to net cash used for investing activities of \$6.8 million for the six months ended June 30, 2015. In 2016, we expect capital expenditures to be in the range of \$14 million to \$16 million.

For the six months ended June 30, 2016 and 2015, there were no financing activities.

As of June 30, 2016, cash held by foreign subsidiaries was \$32.0 million. If we were to repatriate any portion of these funds back to the U.S., we would accrue and pay the appropriate withholding and income taxes on amounts repatriated. We do not intend to repatriate funds held by our foreign affiliates, but rather intend to indefinitely use the cash to fund the growth of our foreign operations.

#### Debt and Credit Facilities

As of June 30, 2016, our outstanding indebtedness consisted of \$235.0 million of 7.875% notes due 2019 (the “7.875% notes”). We had \$2.5 million of outstanding letters of credit under various financing arrangements and \$37.5 million of borrowing capacity under our revolving credit facility, which is subject to an availability block.

#### Revolving Credit Facility

On November 15, 2013, the Company and certain of our subsidiaries (collectively, the “borrowers”) entered into a Second Amended and Restated Loan and Security Agreement (the “Second ARLS Agreement”) with Bank of America, N.A. as agent and lender, which amended and restated the Amended and Restated Loan and Security Agreement, dated as of April 26, 2011.

The material terms of the Second ARLS Agreement include the following:

• A facility in the amount of \$40.0 million with the ability to increase to up to an additional \$35.0 million under certain conditions;

• Availability is subject to borrowing base limitations and an availability block equal to the amount of debt Bank of America, N.A. or its affiliates makes available to the Company’s foreign subsidiaries;

• Availability of up to an aggregate amount of \$10.0 million for the issuance of letters of credit, which reduces the total amount available;

• Extension of the maturity date to November 15, 2018;

• Amendments to certain covenants to provide additional flexibility, including (i) conditional permitted distributions, permitted foreign investments, and permitted acquisitions on minimum availability, fixed charge coverage ratio and other requirements, and (ii) permitting certain sale-leaseback transactions;

• Permitting repurchase of the Company’s 7.875% notes due 2019 under certain circumstances; and

• Reduction of the fixed charge coverage ratio maintenance requirement to 1.0:1.0 and reduction of the availability threshold for triggering compliance with the fixed charge coverage ratio, as described below.

The applicable margin is based on average daily availability under the revolving credit facility as follows:

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| Level | Average Daily Availability        | Base LIBOR |                |
|-------|-----------------------------------|------------|----------------|
|       |                                   | Rate       | Revolver Loans |
| III   | ≥ \$20,000,000                    | 0.50%      | 1.50 %         |
| II    | > \$10,000,000 but < \$20,000,000 | 0.75%      | 1.75 %         |
| I     | ≤ \$10,000,000                    | 1.00%      | 2.00 %         |

As of June 30, 2016 and December 31, 2015, we had approximately \$0.1 million in deferred fees associated with our revolving credit facility. The deferred fees were being amortized over the remaining life of the agreements.

The applicable margin will be subject to increase or decrease by the agent on the first day of the calendar month following each fiscal quarter end. If the agent is unable to calculate average daily availability for a fiscal quarter due to borrower's failure to deliver a borrowing base certificate when required, the applicable margin will be set at Level I until the first day of the calendar month following receipt of a borrowing base certificate. As of June 30, 2016, the applicable margin was set at Level III.

The borrowers' obligations under the revolving credit facility are secured by a first-priority lien (subject to certain permitted liens) on substantially all of our tangible and intangible assets, as well as 100% of the capital stock of the direct domestic subsidiaries of each borrower and 65% of the capital stock of each foreign subsidiary directly owned by a borrower. The borrowers are jointly and severally liable for the obligations under the revolving credit facility and unconditionally guarantee the prompt payment and performance thereof.

We pay a commitment fee to the lenders equal to 0.25% per annum of the unused amounts under the revolving credit facility.

In addition, as of June 30, 2016, we had outstanding letters of credit of \$2.5 million and borrowing availability of \$37.5 million under the revolving credit facility.

#### Terms, Covenants and Compliance Status

The Second ARLS Agreement requires the maintenance of a minimum fixed charge coverage ratio calculated based upon consolidated EBITDA (as defined in the Second ARLS Agreement) as of the last day of each of the Company's fiscal quarters. The borrowers are not required to comply with the fixed charge coverage ratio requirement for as long as the borrowers maintain at least \$7.5 million of borrowing availability under the revolving credit facility. If borrowing availability is less than \$7.5 million at any time, we would be required to comply with a fixed charge coverage ratio of 1.0:1.0 as of the end of any fiscal quarter, and would be required to continue to comply with these requirements until we have borrowing availability of \$7.5 million or greater for 60 consecutive days. Because the Company had borrowing availability in excess of \$7.5 million from December 31, 2015 through June 30, 2016, the Company was not required to comply with the minimum fixed charge coverage ratio covenant for the six months ending June 30, 2016.

The Second ARLS Agreement contains other customary restrictive covenants, customary events of default, customary reporting and other affirmative covenants, as described in Note 11 to our consolidated financial statements in this Form 10-Q. The Company was in compliance with these covenants as of June 30, 2016.

Certain of the defaults are subject to exceptions, materiality qualifiers, grace periods and baskets customary for credit facilities of this type.

Voluntary prepayments of amounts outstanding under the revolving credit facility are permitted at any time, without premium or penalty.

The Second ARLS Agreement requires the borrowers to make mandatory prepayments with the proceeds of certain asset dispositions and upon the receipt of insurance or condemnation proceeds to the extent the borrowers do not use the proceeds for the purchase of assets useful in the borrowers' businesses.

#### 7.875% Senior Secured Notes due 2019

The 7.875% notes were issued pursuant to an indenture, dated as of April 26, 2011 (the "7.875% Notes Indenture"), by and among CVG, certain of our subsidiaries party thereto, as guarantors (the "guarantors") and U.S. Bank National Association, as trustee. Interest is payable on the 7.875% notes on April 15 and October 15 of each year until their maturity date of April 15, 2019. As of



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June 30, 2016, \$2.2 million in deferred fees relating to our 7.875% notes were being amortized over the remaining life of the agreement.

The 7.875% notes are senior secured obligations of CVG. Our obligations under the 7.875% notes are guaranteed by the guarantors. The obligations of CVG and the guarantors under the 7.875% notes are secured by a second-priority lien (subject to certain permitted liens) on substantially all of the property and assets of CVG and the guarantors, and a pledge of 100% of the capital stock of CVG's domestic subsidiaries and 65% of the voting capital stock of each foreign subsidiary directly owned by CVG and the guarantors. The liens, the security interests and all of the obligations of CVG and the guarantors and all provisions regarding remedies in an event of default are subject to an intercreditor agreement among CVG, certain of its subsidiaries, the agent for the revolving credit facility and the collateral agent for the 7.875% notes.

The 7.875% Notes Indenture contains restrictive covenants, including, without limitation, limitations on our ability and the ability of our restricted subsidiaries to: incur additional debt; restrict dividends or other payments of subsidiaries; make investments; engage in transactions with affiliates; create liens on assets; engage in sale/leaseback transactions; and consolidate, merge or transfer all or substantially all of our assets and the assets of our restricted subsidiaries. In addition, subject to certain exceptions, the 7.875% Notes Indenture does not permit us to pay dividends on, redeem or repurchase our capital stock or make other restricted payments unless certain conditions are met, including (i) no default under the 7.875% Notes Indenture has occurred and is continuing, (ii) we and our subsidiaries maintain a consolidated coverage ratio of 2.0 to 1.0 on a pro forma basis and (iii) the aggregate amount of the dividends or payments made under this restriction would not exceed 50% of consolidated net income from October 1, 2010 to the end of the most recent fiscal quarter (or, if consolidated net income for such period is a deficit, minus 100% of such deficit), plus cash proceeds received from certain issuances of capital stock, plus certain other amounts. These covenants are subject to important qualifications and exceptions set forth in the 7.875% Notes Indenture. We were in compliance with these covenants as of June 30, 2016.

The 7.875% Notes Indenture provides for events of default (subject in certain cases to customary grace and cure periods) which include, among others:

- nonpayment of principal or interest when due;
- breach of covenants or other agreements in the 7.875% Notes Indenture;
- defaults in payment of certain other indebtedness;
- certain events of bankruptcy or insolvency; and
- certain defaults with respect to the security interests.

Generally, if an event of default occurs, the trustee or the holders of at least 25% in principal amount of the then outstanding 7.875% notes may declare the principal of and accrued but unpaid interest on all of the 7.875% notes to be due and payable immediately. All provisions regarding remedies in an event of default are subject to the Intercreditor Agreement. We were not in default under the 7.875% Notes Indenture as of June 30, 2016.

The Company is entitled at its option to redeem all or a portion of the 7.875% notes at the redemption prices, plus accrued and unpaid interest, if any, to the redemption date, if redeemed during the 12-month period commencing on April 15, 2014, April 15, 2015 and 2016 of 105.906%, 103.938% and 101.969%, respectively. Effective April 15, 2014, the "make-whole" premium is not applicable. We evaluated the redemption premium under ASC 815-15 and determined that the premium is not required to be bifurcated from the 7.875% notes and accounted for as a separate derivative instrument. If we experience certain change of control events, holders of the 7.875% notes may require us to repurchase all or part of their notes at 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to the repurchase date.

On November 14, 2015, the Company redeemed \$15 million of its \$250 million then outstanding 7.875% notes. The redemption price for the 7.875% notes was equal to 103.938% of the principal amount of the 7.875% notes, plus accrued and unpaid interest to, but not including, the redemption date. Upon the partial redemption by the Company of the 7.875% notes, \$235 million of the 7.875% notes remain outstanding. We paid a premium for early redemption totaling \$0.6 million in accordance with the provisions of the 7.875% notes.

Covenants and Liquidity

Our ability to comply with the covenants in the Second ARLS Agreement may be affected in the future by economic or business conditions beyond our control. Based on our current forecast, we believe that we will be able to maintain compliance with the fixed charge coverage ratio covenant, if applicable, and other covenants in the Second ARLS Agreement for the next twelve months; however, no assurances can be given that we will be able to comply. We base our forecasts on historical experience, industry forecasts and various other assumptions that we believe are reasonable under the circumstances. If actual results are



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substantially different than our current forecast, or if we do not realize a significant portion of our planned cost savings or sustain sufficient cash or borrowing availability, we could be required to comply with our financial covenants, and there is no assurance that we would be able to comply with such financial covenants. If we do not comply with the financial and other covenants in the Second ARLS Agreement, and we are unable to obtain necessary waivers or amendments from the lender, we would be precluded from borrowing under the Second ARLS Agreement, which could have a material adverse effect on our business, financial condition and liquidity. If we are unable to borrow under the Second ARLS Agreement, we will need to meet our capital requirements using other sources and alternative sources of liquidity may not be available on acceptable terms. In addition, if we do not comply with the financial and other covenants in the Second ARLS Agreement, the lender could declare an event of default under the Second ARLS Agreement, and our indebtedness thereunder could be declared immediately due and payable, which would also result in an event of default under the 7.875% notes. Any of these events would have a material adverse effect on our business, financial condition and liquidity.

We believe that cash on hand, cash flow from operating activities together with available borrowings under the Second ARLS Agreement will be sufficient to fund currently anticipated working capital, planned capital spending, certain strategic initiatives, potential acquisitions and debt service requirements for at least the next 12 months. No assurance can be given, however, that this will be the case.

### Forward-Looking Statements

All statements, other than statements of historical fact included in this Form 10-Q, including without limitation the statements under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” are, or may be deemed to be, forward-looking statements which speak only as of the date the statements were made. When used in this Form 10-Q, the words “believes,” “anticipates,” “plans,” “expects,” “intend,” “will,” “should,” “could,” “would,” “project,” “likely,” and similar expressions, as they relate to us, are intended to identify forward-looking statements. Such forward-looking statements may include management’s current expectations for future periods with respect to industry outlook, financial covenant compliance, anticipated effects of acquisitions, production of new products, plans for capital expenditures and our results of operations or financial position and liquidity, and are based on the beliefs of our management as well as on assumptions made by and information currently available to us at the time such statements were made. Investors are warned that actual results may differ from management’s expectations. Various economic and competitive factors could cause actual results to differ materially from those discussed in such forward-looking statements, including factors which are outside of our control, such as risks relating to: (i) general economic or business conditions affecting the markets in which we serve; (ii) our ability to develop or successfully introduce new products; (iii) risks associated with conducting business in foreign countries and currencies; (iv) increased competition in the heavy-duty and medium-duty truck or construction market; (v) our failure to complete or successfully integrate strategic acquisitions; (vi) the impact of changes in governmental regulations on our customers or on our business; (vii) the loss of business from a major customer or the discontinuation of particular commercial vehicle platforms; (viii) our ability to obtain future financing due to changes in the lending markets or our financial position; (ix) our ability to comply with the financial covenants in our revolving credit facility; and (x) various other risks as outlined under the heading “Risk Factors” in our 2015 Form 10-K. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by such cautionary statements.

### ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We believe there are no material changes in the quantitative and qualitative market risks since our 2015 Form 10-K.

### ITEM 4 – CONTROLS AND PROCEDURES

Disclosure Controls and Procedures. Our senior management is responsible for establishing and maintaining disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)), designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated

to the issuer's management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

We have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report, with the participation of our Chief Executive Officer and Chief Financial Officer, as well as other key members of our management. Based upon the disclosure controls evaluation, our

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Chief Executive Officer and Chief Financial Officer have concluded that as of June 30, 2016, our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting. There were no changes in our internal control over financial reporting during the three months ended June 30, 2016 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls. Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake.

Controls also can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of controls effectiveness to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings:

We are subject to various legal proceedings and claims arising in the ordinary course of business, including, but not limited to, workers' compensation claims, OSHA investigations, employment disputes, unfair labor practice charges, customer and supplier disputes, service provider disputes, product liability claims, intellectual property disputes, and environmental claims arising out of the conduct of our businesses and examinations by the Internal Revenue Service ("IRS"). We are not involved in any litigation at this time in which we expect that an unfavorable outcome of the proceedings will have a material adverse effect on our financial position, results of operations or cash flows.

Item 1A. Risk Factors:

There have been no material changes to our risk factors as disclosed in Item 1A. "Risk Factors" in our 2015 Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

We did not sell any equity securities during the three months ended June 30, 2016 that were not registered under the Securities Act of 1933, as amended.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Not applicable.

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Item 6. Exhibits:

10.1 Retention Bonus Agreement for C. Timothy Trenary

10.2 Retention Bonus Agreement for Joseph Saoud

31.1 302 Certification by Patrick E. Miller, President and Chief Executive Officer.

31.2 302 Certification by C. Timothy Trenary, Chief Financial Officer.

32.1 Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

COMMERCIAL VEHICLE  
GROUP, INC.

Date: August 3, 2016 By: /s/ C. Timothy Trenary  
C. Timothy Trenary  
Chief Financial Officer  
(Principal Financial Officer)

Date: August 3, 2016 By: /s/ Stacie N. Fleming  
Stacie N. Fleming  
Chief Accounting Officer  
(Principal Accounting Officer)