



Improving
operations.

Building
credibility.

Safer. Simpler. Better.

Our facilities are safer, our footprint less complex, and our performance improved.

45%
lost time rate
reduction

7
facilities
consolidated

190 bps
adjusted EBITDA
improvement

<i>(in millions)</i>	2014	2015	2016	2017	2018
Operations					
Net Sales	\$702.5	\$708.4	\$705.5	\$648.6	\$612.9
Adjusted EBITDA ¹	77.8	81.2	64.2	67.8	67.2
Adjusted EBITDA %	11.1%	11.5%	9.1%	10.4%	11.0%
Capital Expenditures	26.4	32.8	19.8	15.9	13.8
Free Cash Flow ²	\$(0.3)	\$1.5	\$11.7	\$14.2	\$16.0
Financial Position at December 31,					
Total Assets	788.7	697.1	583.8	546.3	503.6
Cash and Cash Equivalents	62.3	35.9	40.9	48.9	58.2
Total Debt	427.7	447.4	437.6	410.7	400.5
Net Debt to Adjusted EBITDA Ratio³	4.7x	5.0x	6.2x	5.5x	5.1x

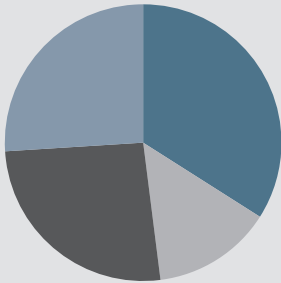
(1) The definition of Adjusted EBITDA and a reconciliation from Adjusted EBITDA to net income is included on pages 44 of the Jason 2018 Form 10-K, which is also available on Jason's website at www.jasoninc.com or at the SEC's website at www.sec.gov.

(2) Free Cash Flow is provided for annual periods following Jason's 2014 Business Combination.

(3) Net debt is calculated as total debt less cash and cash equivalents.

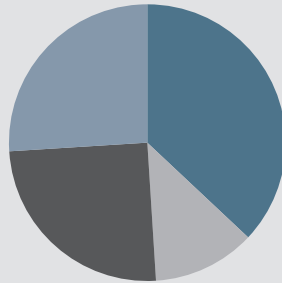
2018 NET SALES
\$612.9 Million

■ Finishing	34%
■ Components	14%
■ Seating	26%
■ Acoustics	26%



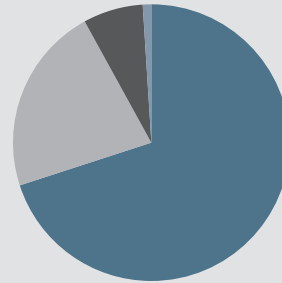
2018 ADJUSTED EBITDA
\$67.2 Million

■ Finishing	37%
■ Components	12%
■ Seating	25%
■ Acoustics	26%



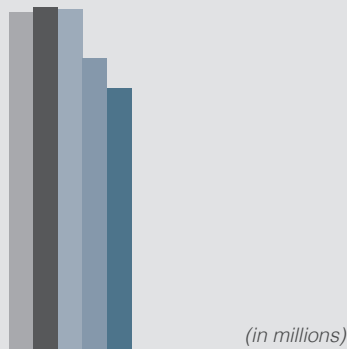
2018 GEOGRAPHIC BUSINESS MIX

■ U.S.	70%
■ Europe	22%
■ Mexico	7%
■ ROW	1%



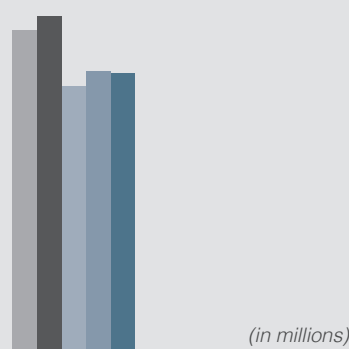
NET SALES

■ 2018	\$612.9
■ 2017	\$648.6
■ 2016	\$705.5
■ 2015	\$708.4
■ 2014	\$702.5



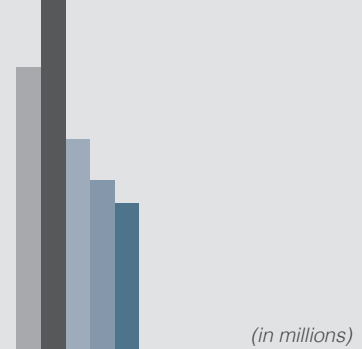
ADJUSTED EBITDA

■ 2018	\$67.2
■ 2017	\$67.8
■ 2016	\$64.2
■ 2015	\$81.2
■ 2014	\$77.8



CAPITAL EXPENDITURES

■ 2018	\$13.8
■ 2017	\$15.9
■ 2016	\$19.8
■ 2015	\$32.8
■ 2014	\$26.4



Productivity. Safety. Comfort.

Increased end-user intimacy is shifting our businesses from manufacturers to solution providers.



INDUSTRIAL

Leading producer of industrial brushes, buffs and polishing compounds

Used for surface preparation, cutting, finishing, polishing, and sealing

Only global provider supplying full product portfolio range

85% consumable, high recurring, revenue

Customers:

Motion Industries, Kohler, Bosch, Vallen, TDW, MSC Supply, EDE Group, Bauhaus

2018 Net Sales: \$208M

Adjusted EBITDA Margin: 14%



ENGINEERED COMPONENTS

Expanded and perforated metal solutions

Used in filter products, safety grating, security fencing, railcars, and other industrial equipment

Industry-leading engineering, coupled with customized components and individualized solutions

Customers:

Trinity Rail, Parker, Gunderson, Donaldson, National Steel Car, Cummins

2018 Net Sales: \$83M

Adjusted EBITDA Margin: 12%

24 hrs

Osborn core product delivery to customers

\$60M

Milsco identified new business opportunities

99.97%

Janesville on-time delivery



milsco[®]

Leading seating systems provider for niche applications

Designs and manufactures comfort solutions for heavy equipment, material handling, turf care, and power sports

Market-leading industrial design and rapid prototyping capability

Customers:

John Deere, MTD, Caterpillar, Mahindra, CNH, Harley Davidson, Polaris, Husqvarna

2018 Net Sales: \$160M

Adjusted EBITDA Margin: 12%



Janesville[™]

FIBER SOLUTIONS

Leading manufacturer of lightweight molded fiber panels and accessories

Provide content for over half of light vehicle platforms in North America

Plastic to fiber technology conversion expertise

Customers:

GM, FCA, Toyota, Tesla, Autoneum, Auria

2018 Net Sales: \$162M

Adjusted EBITDA Margin: 13%

“Our team made a commitment two years ago to generate cash, improve and simplify our operations, and execute targeted growth initiatives. We made progress in all areas again this year.

DEAR FELLOW SHAREHOLDER,

We took a second step forward in Jason's recovery journey during 2018, increasing our free cash flow and further reducing our net debt leverage by another one-half turn to 5.1 times. We expanded margins and delivered results in line with our annual plan despite \$10 million of rising input costs.

Our team made a commitment two years ago to generate cash, improve and simplify our operations, and execute targeted growth initiatives. We made progress in all areas again this year.

GENERATING CASH

We increased our free cash flow for a second consecutive year to \$16 million inclusive of \$5 million worth of restructuring expenses and generated an additional \$3 million of cash from self-help initiatives. We pared our corporate expenses by \$1.5 million and completed the final stages of our three-year, \$25 million cost reduction program during 2018. This attention to cost control and cash generation helped us end the year with a \$58 million cash balance and nearly \$100 million of liquidity, our highest levels since Jason's go-public transaction.

IMPROVING OPERATIONS

We spoke of challenged plants in the past, now we talk about our Lean transformation. Each of our sites is at a different phase of continuous improvement maturity, but every location is participating. Consider our twelve largest plants. Two-thirds have upgraded leadership, ten of the twelve expanded margins and three-fourths

have improved on-time delivery and quality performance. These core twelve sites now account for 85% of Jason's revenue, an increase of \$100 million from two years ago.

SIMPLIFYING OUR INFRASTRUCTURE

Janesville and Milsco each successfully completed facility consolidation projects on time, on budget, and achieved targeted cost savings while maintaining OEM levels of quality and service. We now operate 28 manufacturing sites, down seven in the last two years.

DRIVING TARGETED GROWTH

We are generating growth where we focus. Osborn's investment in end-user specialists and upgraded commercial leadership helped drive double digit organic sales increases in our national accounts and profitable lines of business like LoadRunners™ and Roller Technologies. Milsco tripled its commercial funnel and continued to capture market share in the heavy industry and zero-turn radius mower markets. Janesville won 13 new platforms including penetrating Japanese and Korean manufacturers for the first time.

Our year could have been better if not for select market conditions and self-inflicted issues. Moderating growth in European and Asian economies and ongoing softness in automotive, power sports, and rail suppressed our topline, while a combination of increased competition and operational missteps hindered our Metalex business.

All in, we generated \$4 million more free cash flow and \$3 million more adjusted EBITDA than two years ago and our 2018 results included approximately \$6 million worth of bonus expense that was not imbedded in 2016, a nearly \$10 million apples-to-apples improvement.

Our urgency remains at a high level and the demands of managing both the day-to-day activity and greater strategic imperatives are increasing. Three items to watch in the coming year are: continue our focus on cash, simplification and growth.

First, markets are not likely to do us many favors. We enter 2019 with muted first-half expectations and to minimize the impact we are kicking off a new cost reduction program. Our team has targeted additional projects to flex our cost structure in areas that continue to pose topline challenges.

Second, we simplified our segment reporting structure for 2019, reducing the number of reporting segments from four to three by combining our former Components and Seating segments under the banner of Engineered Components. We also renamed our other two segments, Finishing is now known as Industrial and Acoustics is Fiber Solutions. Osborn does more than finish surfaces and Janesville is no longer only about acoustics.

Third, we are accelerating our shift of revenue to less cyclical sources. Milco is targeting

96%
High-potential
employee retention

\$10M
material inflation
mitigated

\$16M
free cash flow

\$98M
liquidity

continued share capture by leading a technology shift from foam-in-place to cut-and-sew designs and Janesville is doubling down on their exciting packaging venture, aiming to generate \$5 million of sales in the coming year.

We are generating growth where we focus.

Industrial will have the greatest impact on Jason's transition away from cyclicality. Osborn now generates nearly 40% of our consolidated EBITDA and we truly have a franchise business. Our extensive product breadth, global footprint, and long history with blue-chip customers served through multiple channels is difficult to replicate. We are making \$2 million worth of incremental investments in commercial talent during 2019 to better drive organic growth while refining our long-term vision of building a \$350 million to \$500 million global brand of products that clean, cut, prepare and finish surfaces. Growing our business 3% to 5% organically each year and supplementing with synergistic tuck-in acquisitions in the range of 10% to 15% of the prior year's revenue achieves our vision in the next three to five years.



Consistent with our vision to build the Industrial segment, in April 2019 we completed the acquisition of Schaffner Manufacturing Company, Inc. Schaffner is a great example of the numerous

tuck-in opportunities for Osborn, presenting true cost synergies, line extensions and talent. We take our capital allocation seriously and the \$11 million purchase price for this approximately \$20 million revenue polishing extension meets our parameters for payback. Osborn becomes the largest manufacturer and supplier of industrial polishing solutions in North America with this purchase and we expect the transaction to be leverage neutral or better by year-end.



We are keeping an eye on the credit markets seeking favorable conditions to refresh our capital structure while we reduce our exposure to cyclical end-markets, generate cash and drive our leverage to below 5 turns.

Finally, I want to thank Ed Hotard for his guidance and wish him well in his retirement from our Board of Directors. After learning of Ed's intention, we opted to downsize our Board roster in keeping with our simplification spirit. I also want to thank our customers for the opportunity to earn their business, our employees for their continued effort and execution and our investors for their ongoing support.

Sincerely,

Brian Kobylinski
Chairman and Chief Executive Officer

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
(Amendment No. 1)

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

For the fiscal year ended December 31, 2018

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

Commission File Number: 001-36051



JASON INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

46-2888322

(I.R.S. Employer Identification Number)

**833 East Michigan Street, Suite 900
Milwaukee, Wisconsin**

(Address of principal executive offices)

53202

(Zip Code)

Registrant's telephone number, including area code: **(414) 277-9300**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share Warrants to purchase Common Stock	JASN JASNW	The NASDAQ Stock Market LLC The NASDAQ Stock Market LLC

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 (or for such shorter period that the registrant was required to file such reports), 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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The aggregate market value of the voting and non-voting stock held by non-affiliates of the registrant, as of June 29, 2018, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$41.5 million (based upon the closing price of \$2.32 per share on The NASDAQ Stock Market as of such date).

There were 27,644,672 shares of common stock issued and outstanding as of February 26, 2019.

Documents Incorporated by Reference

Portions of the registrant's definitive proxy statement relating to its 2019 Annual Meeting of Shareholders (the "2019 Proxy Statement") are incorporated by reference into Part III of this Annual Report on Form 10-K. The 2019 Proxy Statement will be filed with the U.S. Securities and Exchange Commission within 120 days after the end of the fiscal year to which this report relates.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A amends the Annual Report on Form 10-K of Jason Industries, Inc. (“the Company”) for the year ended December 31, 2018, initially filed with the Securities and Exchange Commission on March 5, 2019 (the “Original Filing”). This Form 10-K/A amends the Original Filing to correct the Company’s accounting for income taxes. Specifically, the Company recorded a valuation allowance for deferred tax assets related to disallowed interest expense deduction carryforwards under Internal Revenue Code Section 163(j) in 2018 which was not appropriate based on relevant income tax guidance as management has determined that the deferred tax assets were more likely than not to be realized, as more fully described in Note 2, “Restatement of Previously Reported Financial Information” in the notes to the consolidated financial statements. As a result of this income tax error, which materially misstated the previously issued 2018 financial statements, the consolidated financial statements of the Company as of and for the year ended December 31, 2018 have been restated. This Amendment No. 1 amends and restates the Original Filing in its entirety. Revisions to the Original Filing have been made to the following sections:

- Item 6. Selected Financial Data
- Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations
- Item 7A. Quantitative and Qualitative Disclosures about Market Risk
- Item 8. Financial Statements and Supplementary Data
- Item 9A. Controls and Procedures
- Schedule II. Consolidated Valuation and Qualifying Accounts
- Exhibit 23. Consent of PricewaterhouseCoopers LLP

Management has also reassessed its evaluation of the effectiveness of its internal control over financial reporting as of December 31, 2018, based on the framework established in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). As a result of that reassessment, management identified a material weakness and, accordingly, has concluded that the Company did not maintain effective internal control over financial reporting as of December 31, 2018. For a description of the material weakness in internal control over financial reporting and actions taken, and to be taken, to address the material weakness, see Part II, Item 9A. “Controls and Procedures” of this Annual Report on Form 10-K/A.

In addition, the Company’s principal executive officer and principal financial officer have provided new certifications in connection with this Amendment No. 1 (Exhibits 31.1, 31.2, 32.1 and 32.2).

Except as described above, no other amendments have been made to the Original Filing. This Amendment continues to speak as of the date of the Original Filing, and the Company has not updated the disclosure contained herein to reflect events that have occurred since the date of the Original Filing. Accordingly, this Amendment should be read in conjunction with the Company’s other filings made with the Securities and Exchange Commission subsequent to the filing of the Original Filing, including any amendments to those filings.

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JASON INDUSTRIES, INC.
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Cautionary Note Regarding Forward-Looking Statements

Unless otherwise indicated, references to “Jason Industries,” the “Company,” “we,” “our” and “us” in this Annual Report on Form 10-K refer to Jason Industries, Inc. and its consolidated subsidiaries.

This report contains forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. Specifically, forward-looking statements may include statements relating to the Company’s future financial performance, changes in the markets for the Company’s products, the Company’s expansion plans and opportunities, and other statements preceded by, followed by or that include the words “estimate,” “plan,” “project,” “forecast,” “intend,” “expect,” “anticipate,” “believe,” “seek,” “target” or similar expressions.

These forward-looking statements are based on information available to the Company as of the date of this report and current expectations, forecasts and assumptions, and involve a number of judgments, risks and uncertainties. Accordingly, forward-looking statements should not be relied upon as representing the Company’s views as of any subsequent date, and the Company does not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

As a result of a number of known and unknown risks and uncertainties, the Company’s actual results or performance may be materially different from those expressed or implied by these forward-looking statements. Some factors that could cause actual results to differ include the following:

- level of demand for the Company’s products;
- competition in the Company’s markets;
- volatility in the prices of raw materials and the Company’s ability to pass along increased costs;
- the Company’s ability to grow and manage growth profitably;
- the Company’s ability to access additional capital;
- changes in applicable laws or regulations;
- the Company’s ability to attract and retain qualified personnel;
- the impact of proposed and potential regulations related to the U.S. Tax Cuts and Jobs Act;
- the possibility that the Company may be adversely affected by other economic, business, trade, inflation and/or competitive factors; and
- other risks and uncertainties indicated in this report, including those discussed under “Risk Factors” in Item 1A of Part I of this report, as such may be amended or supplemented in Part II, Item 1A, “Risk Factors”, of the Company’s subsequently filed Quarterly Reports on Form 10-Q.

PART I

ITEM 1. BUSINESS

Our Business

Jason Industries, a Delaware corporation originally formed in May 2013, is a global industrial manufacturing company with significant market share positions in each of its four businesses: finishing, components, seating and acoustics. Our businesses provide critical components and manufacturing solutions to customers across a wide range of end markets, industries and geographies through a global network of 28 manufacturing facilities and 15 sales, administrative and/or warehouse facilities throughout the United States and 13 foreign countries. The Company has embedded relationships with long standing customers, superior scale and resources and specialized capabilities to design and manufacture specialized products on which our customers rely.

The Company focuses on markets with sustainable growth characteristics and where it is, or has the opportunity to become, the industry leader. The Company’s finishing segment focuses on the production of industrial brushes, polishing buffs and compounds, and abrasives that are used in a broad range of industrial and infrastructure applications. The components segment is a diversified manufacturer of expanded and perforated metal components and slip resistant surfaces. The seating segment supplies seating solutions to equipment manufacturers in the motorcycle, lawn and turf care, industrial, agricultural, construction and power sports end markets. The acoustics segment manufactures engineered non-woven, fiber-based acoustical products primarily for the automotive industry.

Presentation of Financial and Operating Data

On June 30, 2014, the Company and Jason Partners Holdings Inc. (“Jason” or “Seller”) completed a transaction in which JPHI Holdings Inc. (“JPHI”), then a majority owned subsidiary of the Company, acquired all of the capital stock of Jason from its then current owners, Saw Mill Capital, LLC, Falcon Investment Advisors, LLC and other investors (the “Business Combination”) pursuant to a stock purchase agreement, dated as of March 16, 2014 (the “Purchase Agreement”). In connection with the Business Combination, the Company entered into new senior secured credit facilities with a syndicate of lenders in the aggregate amount of approximately \$460.0 million, which was primarily used to refinance existing indebtedness, pay transaction fees and expenses and pay a portion of the purchase price under the Purchase Agreement. The purchase price under the Purchase Agreement was also funded with cash held in our initial public offering trust account, the contribution of Jason common stock to JPHI by certain members of Seller and certain directors and management of Jason Incorporated (collectively, the “Rollover Participants”) in exchange for JPHI stock, and the proceeds from the sale of our 8% Series A Convertible Perpetual Preferred Stock (the “Series A Preferred Stock”) in a private placement that closed simultaneously with the Business Combination. The Business Combination was accounted for using the acquisition method of accounting under the provisions of Accounting Standards Codification Topic 805, “Business Combinations.” Accordingly, we are treated as the legal and accounting acquirer and Jason is treated as the legal and accounting acquiree. As a result of the application of the acquisition method of accounting as of the effective time of the acquisition, the financial statements for the predecessor period and for the successor period are presented on a different basis and, therefore, the financial information and operating data presented in this Annual Report on Form 10-K/A for the predecessor period is that of Jason Partners Holdings Inc and the successor period is that of Jason Industries.

Description of Business Segments

Jason Industries’ global industrial platform encompasses a diverse group of industries, geographies and end markets. Through our four business segments, we deliver an array of industrial consumables and critical manufactured components to a number of industries, including industrial equipment, motorcycles, lawn and turf care, rail and automotive. The highly fragmented nature of the Company’s end markets creates growth opportunities given our established global footprint and leading share positions.

Net sales are distributed amongst the four segments as follows:

	Year ended December 31,		
	2018	2017	2016
Net sales			
Finishing	33.9%	30.9%	27.9%
Components	13.5%	12.7%	13.8%
Seating	26.2%	24.5%	22.8%
Acoustics	26.4%	31.9%	35.5%
	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>

See more information regarding our segments and sales by geography within Part II, Item 8, Note 16 to the Consolidated Financial Statements.

Finishing

Market/Industry Overview

The finishing segment’s product lines are comprised of industrial brushes, polishing buffs and compounds, and abrasives used primarily in the metalworking, welding, construction and manufacturing industries. The market for finishing products is highly fragmented with most participants having single or limited product lines and serving specific geographic markets. While the finishing business competes with numerous domestic and international companies across a variety of product lines, we do not believe that any one competitor directly competes with us on all of our product lines. We believe we are the only market participant that reaches all regions of the world. End users of finishing products are broadly diversified across many sectors of the economy. In the long-term, the finishing market is closely tied to overall growth in industrial production, which we believe has fundamental long-term growth potential.

The finishing market is also characterized by the need for sophisticated manufacturing equipment, the ability to produce a broad number of niche products and the flexibility in manufacturing operations to adapt to ever-changing customer demands and schedules. We believe entry into markets by competitors with lower labor costs, including foreign competitors, will be limited because labor is a relatively small portion of total manufacturing costs. The cost of labor, manufacturing, shipping and logistics is dramatically rising in countries such as China and customers continue to have increasing demand for shorter lead times and lower inventory and carrying costs.

Key Products

Through the finishing business, which represented 33.9% of the Company's 2018 revenue, Jason Industries produces and supplies industrial brushes, polishing buffs and compounds, and abrasives. Osborn has been in operation since 1887. Our products are used in a variety of applications with no single customer or industry accounting for a significant portion of business revenue. The Company has strategic facilities located globally, including production sites in low-cost locations such as China, India, Portugal, Romania and Mexico.

The finishing business is a one-stop provider of standard and customized brush, polishing, and abrasives products used across multiple industries, including aerospace, automotive, construction, engineering, plastic, steel, hardware, welding and shipbuilding, among others. Our broad product suite is composed of brush types used for a variety of applications, including power, maintenance, strip, punch, and roller brushes. These products are marketed under leading brand names that include Osborn® and Sealeze®. Our buff products are sold under the JacksonLea® and Lippert Unipol® brands and are comprised of industrial buffs and abrasives used primarily to finish parts requiring a high degree of luster and/or a satin or textured surface. In addition to manufacturing buffs, the Company also produces the industry's broadest product line of buffing compounds available in liquid or bar form that are customized to specific end use requirements. Our abrasive products are marketed under the DRONCO® and Osborn® brands and include bonded abrasives such as cutting and grinding wheels and flap discs, as well as diamond cutting wheels and tools. We also service customers with products complementing our brush, polishing, and abrasives lines, including heavy-duty idler rollers for high-capacity precision load handling sold under the Load Runners® brand.

The Company has representatives who reach more than 30,000 customers in approximately 130 countries worldwide. During 2018, the finishing segment derived approximately 33% of its sales from North America and the majority of the remaining revenue from Europe. We service our diverse customer base through U.S. facilities in Indiana and Ohio and 12 foreign countries, including joint ventures in China and Taiwan. Our manufacturing and service locations allow us to work on a regional and local basis with customers to develop custom products and provide significant technical support, resulting in strong relationships with our top customers that average 25 years. In addition, the Company has invested in state-of-the-art laboratories in Richmond, Indiana and Burgwald, Germany to provide further technical design, testing and support capabilities for our customers.

Components

Market/Industry Overview

The market for component products is highly fragmented with most participants having single or limited product lines, serving specific geographic markets or providing niche capabilities applicable to a limited customer base. While we compete with certain domestic and international competitors across a portion of our product lines, we believe that no one competitor directly competes with us across all of our product lines. End users of component products are diversified across various sectors of the economy.

Demand in the components market is influenced by the broader industrial manufacturing market, as well as trends in the perforated and expanded metal, rail and commercial equipment industries. The best gauge of domestic industrial production is the U.S. Industrial Production Index, which measures the monthly level of output arising from the manufacturing, mining and gas sectors.

Key Products

Through the components business, which represented 13.5% of the Company's 2018 revenue, we manufacture a range of expanded and perforated metal components and slip resistant surfaces. The Company is a provider of components that are used in a broad array of products, including railcars, air and liquid filtration, hardware, off-road equipment and security fencing. The components business operates through the Metalex and Morton brands. In 2016, we made the strategic decision to discontinue product lines under the Assembled Products brand and in 2018, we also exited the non-core smart utility meter subassemblies product lines.

Within each of the components business product categories, our strategy is to have engineers work alongside customers to create value-added components and solutions for various end products. Our engineering resources, manufacturing capabilities and low cost production availability through our operation in Mexico provide opportunities to deliver value to customers. These characteristics drive long-standing relationships with our top customers that average over 20 years.

Seating

Market/Industry Overview

The seating business product line includes motorcycle seats; operator seats for construction, agriculture, lawn and turf care and other industrial equipment markets; and seating for the power sports market. The market for seating products is dominated by several large domestic and international participants, who are often awarded contracts as the sole supplier for a particular motorcycle, riding lawn mower or other construction, agriculture or material handling platform. We believe that competitive differentiation is based mostly on innovative styling, ergonomic comfort, manufacturing flexibility, quality, price and delivery.

Motorcycle production has experienced a decline over the past several years and we believe future demand will mirror global motorcycle market trends. The construction market is closely tied to overall growth in industrial production, which we believe has long-term growth potential. Demand for lawn, turf care and power sports equipment is primarily dependent on weather and trends in personal consumption expenditures, recreational and leisure activities, and residential and commercial real estate construction and sales. The market for lawn and turf care equipment has remained relatively flat in the past year and we expect it to mirror general economic conditions.

Key Products

Through the seating business, which represented 26.2% of the Company's 2018 revenue, the Company provides static and suspension seating solutions for a variety of applications, including motorcycle, agricultural, construction, industrial, lawn and turf care, and power sports. Milsco has provided high-quality seats since 1934. The seating business operates under the Milsco brand, which was originally established as a harness maker in 1924 and, early in its history, gained notice as the first company to put padded seating on tractors and farm equipment.

The seating business offers a distinct vertically integrated operating model, which includes a full range of functions, such as research and development, design and engineering, manufacturing of components and final assembly. Through our broad manufacturing capabilities and high quality products, we have established longstanding relationships with our top customers, which average over 30 years.

Acoustics

Market/Industry Overview

The market for automotive acoustical products is dominated by several large domestic and international participants. These participants are often awarded contracts as the sole supplier for a particular automotive platform. Competition includes manufacturers of mechanically bonded non-woven products, resin-bonded products, injection molded and thermoformed plastic and urethane foam. Competition is based on innovative styling, price, acoustical performance, durability and weight. Engineering, design and innovation, and manufacturing footprint, are key distinguishing factors because acoustical products represent a small percentage of the total cost to manufacture an automobile.

Growth in the automotive acoustics market is driven by increasing demand for enhanced acoustics, lighter weight and improved noise, vibration and harshness characteristics within the automotive market. As overall vehicle quality has improved, consumers have increasingly equated quality with the acoustic performance of a vehicle. As a result, car manufacturers have expended significant capital for sophisticated acoustical testing systems and laboratories. In addition, an increasing regulatory focus on reducing vehicle mass, increasing fuel-efficiency and stringent end of vehicle life recycling standards have driven the penetration of non-woven materials that are lighter than other acoustical products and that utilize recycled post-industrial textile fibers and recycled PET containers. The replacement of interior and exterior products previously served by plastic-based materials with structured non-woven acoustical products has created a trend in new vehicle designs with vehicle manufacturers, which has helped to expand non-woven acoustical content per vehicle.

Key Products

Through the acoustics business, which represented 26.4% of the Company's 2018 revenue, we manufacture engineered non-woven, fiber-based acoustical and structural products primarily for the automotive industry. Janesville has developed extensive design and manufacturing expertise over its 140 year history that allows it to provide custom acoustical solutions for each vehicle platform it serves. We market our products as being lighter, having improved acoustical performance, enhancing aesthetics, and being easier to install than other acoustical products manufactured by our competitors. As a result, our products are used in a large share of light vehicles manufactured in North America today, including 10 of 2018's top 20 models.

We believe the acoustics business offers a broad product line of value-added, higher margin components used in a wide range of vehicles, including automobiles, sport utility vehicles, autonomous and light trucks, as well as in the industrial and transportation markets. The Company has focused on developing premier lightweight fiber-based solutions that provide

competitive or superior acoustical properties. Our production of non-woven fiber-based products is organized by the form in which it is supplied: (i) die cut, (ii) molded, (iii) rolls and blanks, and (iv) other non-woven products.

The acoustics business operates principally as an automotive Original Equipment Manufacturer (“OEM”) and Tier-1 supplier. The Company has focused on increasing sales directly to automotive OEMs, which allows us to integrate our technology and value-added capabilities within OEM organizations. These efforts have shifted sales to what we believe is a more desirable balance between OEMs and Tier-1 suppliers while also broadening the number of vehicle platforms that utilize the Company’s products. Substantially all automotive products are sole sourced by customers for a particular vehicle and are used for the life of the platform.

Competitive Strengths

The Company believes the following key characteristics provide a competitive advantage and position us for future growth:

Established Industry Leader Across Our Four Businesses

The Company’s businesses have developed leading positions across various niche markets that enhance end user’s comfort, safety and productivity. For example, in our turf care seats and polishing product lines, we believe we are more than twice the size of the next largest direct competitor. The Company’s market share positions have created a stable platform upon which to grow. Our products’ significant brand recognition helps to sustain our market share positions. The Company’s products are often viewed as a brand of choice for quality, dependability, value and continuous innovation. As a result, we have served many of our customers for over 25 years. Despite leading positions in many of our markets, we face competitive challenges in others. In the Company’s finishing and components segments, certain of our competitors are small and family-owned, operate with lower operating expenses, have lower profit expectations and/or supply lower cost commodity products, which allows such competitors to compete with us on pricing. In our seating segment, specifically with respect to highly technical seats for the agricultural and construction vehicle markets, the cost to customers of switching from a current supplier’s products to ours is high, and we believe certain of our competitors have established long-term and entrenched relationships with such customers. These costs and relationships make it challenging to convince such customers to purchase products from us instead of from their existing supplier.

Superior Design & Manufacturing Solutions

The Company has a track record of providing customers with innovative, customized solutions through production flexibility and collaboration with their design and manufacturing teams. We have consistently refined manufacturing processes to incorporate design technologies that improve design capabilities, breadth of product offering, product quality and manufacturing efficiency.

Across our businesses, we maintain teams of designers and a diverse product selection in numerous geographic regions, which allows us to respond quickly to real-time customer needs. Our versatile design and manufacturing capabilities enable us to deliver differentiated and highly-customized solutions for customers by leveraging experienced engineering staff and technologically advanced manufacturing equipment. We believe our diverse product offerings and customized design and manufacturing capabilities have made us a preferred choice within many industries and an entrenched key solutions provider to customers.

We believe we have become a partner at each stage in product development, which has deepened our relationships with an already entrenched customer base and driven revenue growth from existing accounts and new customers.

Scalable Business Philosophy

We use a consistent strategy and focus and deploy capital and resources across our businesses to projects with the highest returns on invested capital. Through corporate strategic planning initiatives, we annually assess our three-year outlook and goals, by using a policy deployment matrix disseminated throughout the organization. The Company’s management utilizes the strategic plan and resulting policy deployment matrix to develop an annual budget and profit plan and monitors progress towards long-term strategic goals.

Across the Company’s businesses, our management team is focused on enhancing product innovation, efficiency, global accessibility and competitiveness. Shared best practices serve to continually improve the processes and products that our customers depend on by delivering customized, value-added solutions across the platform. This global reach offers customers a consistent and fully integrated manufacturing partner capable of serving their needs on a global, regional and local basis.

Diverse, Global Footprint with Growing Presence in Emerging Markets

The Company maintains 28 global manufacturing locations, consisting of 11 in the United States and 17 in foreign countries, giving the Company a strong international presence. Approximately 30% of the Company’s 2018 revenue was generated from products manufactured outside of the United States. In addition, our global presence enables us to take

advantage of low-cost manufacturing at our facilities in China, India, Portugal, Romania, and Mexico and to meet the needs of local customers with operations in those regions. The Company continues to build upon its established presence in low-cost production locations through the expansion of owned operations and the development of joint ventures and sourcing relationships in Asia, Eastern Europe and Mexico. Our management believes that this global footprint also provides channels of organic growth through the introduction of products into new markets. Our management frequently evaluates our manufacturing, warehouse, distribution and sales locations to identify revenue enhancement opportunities, optimize production costs and ensure proximity to key customers.

Growth Strategies

The Company is focused on delivering sustained profitable growth through a number of avenues. Our growth initiatives are developed based on strategic plans conducted on an annual basis within each business. These plans are regularly reviewed and updated by our leadership team. As a result, we have a uniform strategy that focuses all of our resources on the following key initiatives:

Margin Growth

We are focused on continuous improvement in our profit margins through the development of higher-margin products, continued operational improvements and active product portfolio management. We anticipate our strategy of shifting toward innovative higher-value engineered products will continue to improve our pricing power and profitability. Among other initiatives, the Company is focused on redesigning products to reduce materials costs, continuing to reduce labor-intensive manufacturing processes and reducing logistics costs, which have traditionally been a significant component of overall costs and an important consideration when choosing its strategic manufacturing locations.

The Company is focused on creating operational effectiveness at each of its business segments through deployment of lean principles and implementation of continuous operational improvement initiatives. While many of these activities have focused on implementing shop floor improvements, we have also targeted our selling and administrative functions in order to reduce the cost of serving our customers. The Company is also focused on improving profitability through an active evaluation of customer pricing and margins and a reduction in the number of parts and product variations that are produced. While these initiatives may result in lower overall sales, they are focused on creating shareholder value through higher margins and profitability, diversification, as well as lower inventory levels and working capital requirements.

The Company continuously evaluates its manufacturing footprint and utilization of manufacturing capacity. In recent years, the Company has completed or announced the consolidation of manufacturing facilities across its businesses. Reduction of fixed costs through optimization of manufacturing footprint and capacity will continue to be a driver of margin expansion and improving profitability.

Market Share Gains

While our businesses pursue growth within new and existing markets through customized strategies targeted for the markets we serve, all businesses are tasked with identifying and pursuing key growth opportunities through new products, geographies, sales channels and diversifying end markets served. Management believes we have the potential to increase market share due to the highly fragmented nature of our end markets. Each business has identified specific opportunities to expand market share, with associated incremental revenue targets.

Product Innovation

Management believes that the Company's strategy of developing innovative products will position us for continued growth. Working in collaboration with key customers, the design and manufacture of customized products that deliver value will support this growth. We believe that developing new products will allow us to deepen our value-added relationships with customers, open new opportunities for revenue generation, improve pricing power and enhance profitability. The Company has a focused and dedicated strategy for continuous innovation, which is supported by sophisticated manufacturing capabilities and engineering expertise. Research and development costs incurred in the development of new products or significant improvements to existing products were \$3.2 million in the year ended December 31, 2018, \$3.6 million in the year ended December 31, 2017 and \$4.2 million in the year ended December 31, 2016. This continued focus on innovation has driven successful new product introductions, which we believe will enable continued growth.

Acquisitions

The Company uses acquisitions to increase revenues with existing customers and to expand revenues to both new markets and customers. The Company intends to pursue acquisitions that are accretive to EBITDA (earnings before interest, income taxes, depreciation and amortization) margins post-synergies, have a strategic focus that aligns with our core strategy and generate the appropriate estimated return on investment as part of our capital resource and allocation process.

Customers

The Company has an entrenched base of blue chip customers that are leaders in their respective markets. Our customer relationships often span decades in each business. Additionally, our customer base is diversified. In our finishing segment, no customers were at or above 10% of the revenue of such segment. In our components segment, two customers were at or above 10% of the revenues of such segment. In our seating and acoustics segments, three customers were at or above 10% of the revenues of such segments. Across all of Jason Industries, no customers were at or above 10% of 2018, 2017 or 2016 revenues. In 2018, our five largest customers represent a combined 28% of 2018 revenues.

Suppliers and Raw Materials

Polyurethane foam, vinyl, plastics, steel, polyester fiber, bicomponent fiber and machined fiber are the primary raw materials that we use to manufacture our products. There are a limited number of domestic and foreign suppliers of these raw materials. The Company generally orders supplies on a purchase order basis and generally incurs inbound freight charges to get the raw materials to our production facilities. Although our contracts and long term arrangements with our customers generally do not expressly allow us to pass through increases in our raw materials, energy costs, freight charges and other inputs to our customers, we endeavor to discuss price adjustments with our customers on a case by case basis where it makes business sense. For the year ended December 31, 2018, the spend with our top three material suppliers accounted for less than 10% of total material spend and our largest supplier accounted for approximately 3% of total spend. The Company makes an ongoing effort to reduce and contain raw material costs. We do not engage in raw material commodity hedging contracts, and instead attempt to reflect raw material price changes in the sale price of our products.

Seasonality

We experience seasonality of demand for our products in the seating business. Due to our experience in this market, we have adapted our business operations to manage this seasonality. The business also depends upon general economic conditions and other market factors beyond our control, and the Company serves customers in cyclical industries. See “Seasonality and Working Capital” in the accompanying “Management’s Discussion and Analysis of Financial Condition and Results of Operations” contained herein for further discussion.

Employees

As of December 31, 2018, the Company had approximately 3,600 employees and manufactured products in 28 locations around the world. Approximately 55% of the seating segment’s hourly employees and 73% of the components segment’s hourly employees are unionized. Contracts are negotiated on a local basis, significantly mitigating the risk of a company-wide or segment level work stoppage. Additionally, approximately 800 of the Company’s employees reside in Europe, where trade union membership is common. We believe we have a strong relationship with our employees, including those represented by labor unions.

Environmental Matters

The Company’s operations and facilities are subject to extensive federal, state, local and foreign laws and regulations related to pollution and the protection of the environment, health, safety and natural resources, including those governing, among other things, emissions to air, discharges to water, the use, generation, handling, storage, treatment and disposal of hazardous substances and wastes and other materials and the remediation of contaminated sites. The operation of manufacturing plants entails risks in these areas, and a failure by the Company to comply with applicable environmental laws and regulations, or to obtain and comply with the permits required for its operations, could result in civil or criminal fines, penalties, enforcement actions, third party claims for property damage and personal injury, requirements to clean up property or to pay for the capital or operating costs of cleanup, or regulatory or judicial orders enjoining or curtailing operations or requiring corrective measures, including the installation of pollution control equipment or remedial actions. Moreover, if applicable environmental, health and safety laws and regulations, or the interpretation or enforcement thereof, become more stringent in the future, the Company could incur capital or operating costs beyond those currently anticipated.

Compliance with environmental laws has not historically had a material adverse effect on the Company’s capital expenditures, earnings or competitive position, and we anticipate that such compliance will not have a material effect on its business or financial condition in the future.

Available Information

The Company’s internet website address is www.jasoninc.com. The Company makes available free of charge (other than an investor’s own internet access charges) through its internet website its Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports, on the same day they are electronically filed with, or furnished to, the U.S. Securities and Exchange Commission (the “SEC”). The Company is not including the information contained on or available through its website as a part of, or incorporating such information by reference into, this Annual Report on Form 10-K/A.

Executive Officers of the Registrant

The following table sets forth information concerning our executive officers as of February 25, 2018:

Name	Age	Position
Brian K. Kobylinski	52	President, Chief Executive Officer and Chairmen of the Board of Directors
Chad M. Paris	37	Senior Vice President and Chief Financial Officer
Kevin Kuznicki	57	Senior Vice President and General Counsel
John J. Hengel	60	Vice President—Finance, Treasurer and Assistant Secretary
Srivas Prasad	50	Senior Vice President and General Manager—Acoustics
Keith A. Walz	51	Senior Vice President and General Manager—Finishing

Brian K. Kobylinski has served as President and Chief Executive Officer since December 2016, and also as Chairman of the Board of Directors since June 2018. Prior to being named Chief Executive Officer, Mr. Kobylinski served as President & Chief Operating Officer since April 8, 2016. Prior to joining Jason Industries, Mr. Kobylinski served as Executive Vice President, Energy Segment and China for Actuant Corporation based in Milwaukee, Wisconsin. During his 23 years with Actuant Corporation, Mr. Kobylinski progressed through a number of management roles, including Vice President - Industrial and Energy Segments, Vice President – Business Development and Global Business Leader – Hydratight. Mr. Kobylinski received his Masters of Business Administration from the University of Wisconsin - Madison and his Bachelors of Art from St. Norbert College.

Chad M. Paris has served as Senior Vice President and Chief Financial Officer since February 2018. Mr. Paris joined Jason Industries in June 2014 and worked in several financial management roles at the Company, including Vice President and Chief Financial Officer, Vice President - Finance Finishing Americas, Vice President of Investor Relations, Financial Planning and Analysis, and Director of External Reporting. Prior to joining Jason Industries, Mr. Paris was a senior manager in the audit practice at Deloitte & Touche LLP. Mr. Paris is a Certified Public Accountant and a member of the American Institute of Certified Public Accountants. Mr. Paris earned a Bachelor of Business Administration degree in finance and real estate and a Master of Science degree in management, with an accounting concentration, both from the University of Wisconsin-Milwaukee.

Kevin Kuznicki has served as Senior Vice President and General Counsel since April 2018. Prior to joining Jason Industries, Mr. Kuznicki held various roles with Polycom, Carrier Access Corporation, and Adient plc/Johnson Controls International plc, and most recently served as VP and Deputy General Counsel of Adient. Mr. Kuznicki is or has been a member of the CEB Legal Leadership Council, the American Bar Association – Business Law Section, and Europe, Chicago and Colorado’s chapters of the Association of Corporate Counsel. He has been admitted to practice law in Indiana, Illinois, Colorado, and Wisconsin. Mr. Kuznicki earned his Juris Doctorate and Bachelor of Arts in Political Science and studies in Business from Indiana University, Bloomington.

John J. Hengel has served as our Vice President—Finance, Treasurer and Assistant Secretary since June 30, 2014 and previously served as Vice President of Finance of Jason Incorporated since 1999. Prior to joining Jason Incorporated, Mr. Hengel was a director in the audit and business advisory services practice at PricewaterhouseCoopers LLP from 1992 to 1999. Mr. Hengel is a Certified Public Accountant and a member of both the American and Wisconsin Institutes of Certified Public Accountants. He holds a Bachelor of Science in accounting from Carroll University.

Srivas Prasad has served as our Senior Vice President and General Manager—Acoustics since December 2016. Prior to that, Mr. Prasad served as Senior Vice President and General Manager - Seating and Acoustics and as President of our Seating segment. Prior to serving as the President of the Seating segment, he served as Vice President—Business Development at Jason Incorporated from 2011 to 2014 and held key leadership positions in Jason Incorporated’s Acoustics segment from 2006 to 2010. Mr. Prasad holds a Bachelor’s degree in engineering from Bangalore University and a Masters in engineering from Lamar University.

Keith A. Walz has served as our Senior Vice President and General Manager— Finishing since February 2018. Mr. Walz previously served as the Vice President and General Manager— Finishing and Vice President of Corporate Development and Strategy, joining Jason Industries in March 2015. Prior to joining Jason Industries, Mr. Walz served as the Vice President of Corporate Development at Brady Corporation based in Milwaukee, Wisconsin. Prior to joining Brady Corporation, Mr. Walz was a founding Partner of Kinsale Capital, a private investment firm focused on control equity investments in the middle market from 2006 to 2010. Prior to forming Kinsale Capital, Mr. Walz served as Managing Director at ABN AMRO Capital. Mr. Walz holds his bachelor’s degree in finance from the University of Arkansas and a Master of Business Administration from DePaul University.

ITEM 1A. RISK FACTORS

An investment in our securities involves a high degree of risk. You should consider carefully all of the risks described below and all of the other information contained in this report before deciding to invest in our securities. If any of the events or developments described below occur, our business, financial condition and/or results of operations could be negatively affected. In that case, the trading price of our securities could decline, and you could lose all or part of your investment.

Risk Factors Relating to Our Business

We are affected by developments in the industries in which our customers operate.

We derive our revenues largely from customers in the following industry sectors: agricultural, automotive, motorcycles, construction, rail and industrial manufacturing. Factors affecting any of these industries in general, or any of our customers in particular, could adversely affect us because our revenue growth largely depends on the continued growth of our customers' businesses in their respective industries. These factors include:

- economic conditions in the markets in which our customers operate, in particular, the United States and Europe, including recessionary periods such as the 2008/2009 global economic downturn;
- product design changes or manufacturing process changes that may reduce or eliminate demand for the components we supply;
- loss of market share for our customers' products, which may lead our customers to reduce or discontinue purchasing our products and to reduce prices, thereby exerting pricing pressure on us;
- our customers' failure to successfully market their products, to gain or retain widespread commercial acceptance of their products or to compete effectively in their industries; and
- seasonality of demand for our customers' products which may cause our manufacturing capacity to be underutilized for periods of time.

We expect that future sales will continue to depend on the success of our customers. If economic conditions and demand for our customers' products deteriorate, we may experience a material adverse effect on our business, operating results and financial condition.

Some of our business segments are cyclical. A downturn or weakness in overall economic activity can have a material negative impact on us.

Historically, sales of products that we manufacture have been subject to cyclical variations caused by changes in general economic conditions. During recessionary periods, we have been adversely affected by reduced demand for our products. In addition, the strength of the economy generally may affect the rates of expansion, consolidation, renovation and equipment replacement in the industries we serve.

Volatility in the prices of raw materials and energy prices and our ability to pass along increased costs to our customers could adversely affect our results of operations.

The prices of raw materials critical to our business and performance, such as steel, are based on global supply and demand conditions. Certain raw materials used by us, including polyurethane foam, vinyl, plastics, steel, polyester fiber, bicomponent fiber and machined fiber are only available from a limited number of suppliers, and it may be difficult to find alternative suppliers at the same or similar costs. Our material costs may also be adversely impacted by tariffs or other trade duties on imports. Although our contracts and long term arrangements with our customers generally do not expressly allow us to pass through increases in our raw materials, energy costs and other inputs to our customers, we endeavor to discuss price adjustments with our customers on a case by case basis where it makes business sense. While we strive to pass through the price of raw materials to our customers (other than increases in order amounts which are subject to negotiation), we may not be able to do so in the future, and volatility in the prices of raw materials may affect customer demand for certain products. In addition, we, along with our suppliers and customers, rely on various energy sources for a number of activities connected with our business, such as the transportation of raw materials and finished products. Energy and utility prices, including electricity and water prices, and in particular prices for petroleum-based energy sources, are volatile. Increased supplier and customer operating costs arising from volatility in the prices of energy sources, such as increased energy and utility costs and transportation costs, could be passed through to us and we may not be able to increase our product prices sufficiently or at all to offset such increased costs. The impact of any volatility in the prices of energy or the raw materials on which we rely, including the reduction in demand for certain products caused by such price volatility, could result in a loss of revenue and profitability and adversely affect our results of operations.

We compete with numerous other manufacturers in each of our segments and competition from these providers may affect the profitability of our business.

The industries we serve are highly competitive. We compete with numerous companies that manufacture finishing, components, seating and automotive acoustics products. Many of our competitors have international operations and significant financial resources and some have substantially greater manufacturing, research and design and marketing resources than us. These competitors may, among others:

- respond more quickly to new or emerging technologies;
- have greater name recognition, critical mass or geographic market presence;
- be better able to take advantage of acquisition opportunities;
- adapt more quickly to changes in customer requirements;
- devote greater resources to the development, promotion and sale of their products;
- be better positioned to compete on price for their products, due to any combination of low-cost labor, raw materials, components, facilities or other operating items, or willingness to make sales at lower margins than us;
- consolidate with other competitors in the industry which may create increased pricing and competitive pressures on our business; and
- be better able to utilize excess capacity which may reduce the cost of their products or services.

Competitors with lower cost structures may have a competitive advantage when bidding for business with our customers. We also expect our competitors to continue to improve the performance of their current products or services, to reduce prices of their existing products or services and to introduce new products or services that may offer greater performance and improved pricing. Additionally, we may face competition from new entrants to the industry in which we operate. Any of these developments could cause a decline in sales and average selling prices, loss of market share of our products or profit margin compression.

In addition, our level of indebtedness and financial condition may make it difficult for us to continue to negotiate acceptable payment terms with our vendors and customers or may result in one or more of our suppliers making demand for adequate assurance, which could include a demand for payment in advance. If we are unable to negotiate acceptable payment terms with our customers, or if any of our material suppliers were to successfully demand payment in advance, and we were unable to internally generate or externally raise cash in sufficient amounts to cover our resulting reduced liquidity, it could have a material adverse effect on our liquidity and our competitive position, and it may also make it more difficult for us to obtain future financing.

We face risks related to sales through distributors and other third parties.

We sell a portion of our products through third parties such as distributors, agents and channel partners (collectively referred to as distributors). Using third parties for distribution exposes us to many risks, including competitive pressure, concentration, credit risk, and compliance risks. Distributors may sell products that compete with our products, and we may need to provide financial and other incentives to focus distributors on the sale of our products. We may rely on one or more key distributors for a product, and the loss of these distributors could reduce our revenue. Distributors may face financial difficulties, including bankruptcy, which could harm our collection of accounts receivable and financial results. Violations of the Foreign Corrupt Practices Act or similar laws by distributors or other third-party intermediaries could have a material impact on our business. Failing to manage risks related to our use of distributors may reduce sales, increase expenses, and weaken our competitive position.

We may not be able to maintain our engineering, technological and manufacturing expertise.

The markets for our products are characterized by changing technology and evolving process development. The continued success of our business will depend upon our ability to:

- hire, retain and expand our pool of qualified engineering and technical personnel;
- maintain technological leadership in our industry;
- successfully anticipate or respond to changes in manufacturing processes in a cost-effective and timely manner; and
- successfully anticipate or respond to changes in cost to serve in a cost-effective and timely manner.

We cannot be certain that we will develop the capabilities required by our customers in the future. The emergence of new technologies, industry standards or customer requirements may render our equipment, inventory or processes obsolete or uncompetitive. We may have to acquire new technologies and equipment to remain competitive. The acquisition and

implementation of new technologies and equipment may require us to incur significant expense and capital investment, which could reduce our margins and affect our operating results. When we establish or acquire new facilities, we may not be able to maintain or develop our engineering, technological and manufacturing expertise due to a lack of trained personnel, effective training of new staff or technical difficulties with machinery. Failure to anticipate and adapt to customers' changing technological needs and requirements or to hire and retain a sufficient number of engineers and maintain engineering, technological and manufacturing expertise may have a material adverse effect on our business.

We may be unable to realize the expected benefits of capital expenditures, which could adversely affect our profitability and operations.

We expect to continue to invest in our business through capital expenditures to support our facilities and purchases of production equipment and acquisitions. There can be no assurance that these investments will generate any specific return on investment.

Our goodwill and other intangible assets represent a substantial amount of our total assets. A decline in future operating performance at one or more of our reporting units could result in the further impairment of goodwill or other intangible assets, which could have a material adverse effect on our financial condition and results of operations.

At December 31, 2018, goodwill and other intangible assets totaled \$160.6 million, or approximately 32% of our total assets. The goodwill results from our acquisitions, representing the excess of cost over the fair value of the net tangible and other identifiable intangible assets we have acquired. We assess annually whether there has been impairment in the value of our goodwill. If future operating performance at one or more of our reporting units were to fall below current or planned levels, we could be required to recognize a non-cash charge to operating earnings for goodwill (at our finishing reporting unit) or record an impairment charge related to other intangible assets. In the fourth quarter of 2016, the Company recorded charges of \$63.3 million for the impairment of goodwill. Given the continued significance of the Company's goodwill and intangible assets, any additional significant goodwill or intangible asset impairment could reduce earnings in such period and have a material adverse effect on our financial condition and results of operations.

Divestitures and discontinued operations could negatively impact our business, and contingent liabilities from businesses that we sell could adversely affect our financial results.

As part of our portfolio management process, we review our operations for businesses which may no longer be aligned with our strategic initiatives and long-term objectives. Divestitures pose risks and challenges that could negatively impact our business. For example, when we decide to sell a business, we may be unable to do so on satisfactory terms and within our anticipated time-frame, and even after reaching a definitive agreement to sell a business, the sale may be subject to satisfaction of pre-closing conditions, which may not be satisfied, as well as regulatory and governmental approvals, which may prevent us from completing a transaction on acceptable terms. In addition, the impact of the divestiture on our revenue and net earnings may be larger than projected, which could distract management, and disputes may arise with buyers. Dispositions may also involve continued financial involvement, as we may be required to retain responsibility for, or agree to indemnify buyers against contingent liabilities related to businesses sold, such as lawsuits, tax liabilities, product liability claims or environmental matters. Under these types of arrangements, performance by the divested businesses or other conditions outside our control could affect our future financial results.

If we fail to develop new and innovative products or if customers in our markets do not accept them, our results could be negatively affected.

Our products must be kept current to meet our customers' needs. To remain competitive, we therefore must develop new and innovative products on an ongoing basis. If we fail to make innovations or the market does not accept our new products, our sales and results would likely suffer. We invest significantly in the research and development of new products. These expenditures do not always result in products that will be accepted by the market. To the extent they do not, whether as a function of the product or the business cycle, we will have increased expenses without significant sales to benefit us. Failure to develop successful new products may also cause potential customers to purchase competitors' products, rather than invest in products manufactured by us.

The potential impact of failing to deliver products on time could increase the cost of the products.

In most instances, we guarantee that we will deliver a product by a scheduled date. If we subsequently fail to deliver the product as scheduled, we may be held responsible for cost impacts and/or other damages resulting from any delay. To the extent that these failures to deliver may occur, the total damages for which we could be liable could significantly increase the cost of the products; as such, we could experience reduced profits or, in some cases, a loss for that contract. Additionally, failure to deliver products on time could result in damage to customer relationships, the potential loss of customers, and reputational damage which could impair our ability to attract new customers.

Increasing costs of doing business in many countries in which we operate may adversely affect our business and financial results.

Increasing costs such as labor, overhead costs and tariffs in the countries in which we operate may erode our profit margins and compromise our price competitiveness. Historically, the low cost of labor in certain of the countries in which we operate has been a competitive advantage but labor costs in these countries, such as China, have been increasing. Our profitability also depends on our ability to manage and contain our other operating expenses such as the cost of utilities, factory supplies, factory space costs, equipment rental, repairs and maintenance and freight and packaging expenses. In the event we are unable to manage any increase in our tariffs, labor and other operating expenses in an environment where revenue does not increase proportionately, our financial results would be adversely affected.

Our international scope requires us to obtain financing in various jurisdictions.

We operate manufacturing facilities in the United States and 13 foreign countries, which creates financing challenges for us. These challenges include navigating local legal and regulatory requirements associated with obtaining financing in the respective foreign jurisdictions in which we operate. In the event that we are not able to obtain financing on satisfactory terms in any of these jurisdictions, it could significantly impair our ability to run our foreign operations on a cost effective basis or to grow such operations. Failure to manage such challenges may adversely affect our business and results of operations.

We have operations in many countries and such operations may be subject to a number of risks specific to these countries.

Our international operations across many different jurisdictions may be subject to a number of risks specific to these countries, including:

- export duties, tariffs, import controls and trade barriers (including quotas);
- adverse trade policies or adverse changes to any of the policies of either the United States or any of the foreign jurisdictions in which we operate;
- less flexible employee relationships which can be difficult and expensive to terminate;
- labor unrest;
- political and economic instability (including war and acts of terrorism);
- inadequate infrastructure for our operations (i.e., lack of adequate power, water, transportation and raw materials);
- health concerns and related government actions;
- risk of governmental expropriation of our property;
- less favorable, or relatively undefined, intellectual property laws;
- unexpected changes in regulatory requirements and laws;
- difficulty in repatriating cash (or the cost to do so);
- longer customer payment cycles and difficulty in collecting trade accounts receivable;
- adverse changes in tax rates or regulations;
- legal or political constraints on our ability to maintain or increase prices;
- burdens of complying with a wide variety of labor practices and foreign laws, including those relating to export and import duties, environmental policies and privacy issues;
- inability to utilize net operating losses incurred by our foreign operations against future income in the same jurisdiction; and
- economies that are emerging or developing, that may be subject to greater currency volatility, negative growth, high inflation, limited availability of foreign exchange and other risks.

These factors may harm our results of operations, and any measures that we may implement to reduce the effect of volatile currencies and other risks of our international operations may not be effective. In our experience, entry into new international markets requires considerable management time as well as start-up expenses for market development, hiring and establishing office facilities before any significant revenue is generated. As a result, initial operations in a new market may operate at low margins or may be unprofitable.

Our international sales and operations are subject to applicable laws relating to trade, export controls and foreign corrupt practices, the violation of which could adversely affect our operations.

We are subject to applicable international trade, customs, export controls and economic sanctions laws and regulations of the United States and other countries and the Foreign Corrupt Practices Act and other anti-bribery laws that generally bar bribes or unreasonable gifts to foreign governments or officials. Changes in such laws may restrict our business practices, including cessation of business activities in sanctioned countries or with sanctioned entities, and may result in modifications to compliance programs. Violation of these laws or regulations could result in sanctions or fines and could have a material adverse effect on our financial condition, results of operations and cash flows. In addition, changes or modifications to existing trade agreements between the United States and other countries could also have a material adverse effect on our financial condition, results of operations and cash flows.

We are subject to risks of currency fluctuations and related hedging operations, and the devaluation of the currencies of countries in which we conduct our manufacturing operations, particularly the Euro, that may negatively affect the profitability of our business.

We report our financial results in U.S. dollars. Approximately 30% of our net sales in 2018 were in currencies other than the U.S. dollar. Changes in exchange rates among other currencies, especially the Euro to the U.S. dollar, may negatively affect our net sales, cost of sales, gross profit and net income where our expenses and revenues are denominated in different currencies. We cannot predict the effect of future exchange rate fluctuations. We may from time to time use financial instruments, primarily short-term forward contracts, to hedge Euro and other currency commitments arising from foreign currency obligations. Where possible, we endeavor to match our non-functional currency exchange requirements to our receipts. If our hedging activities are not successful or if we change or reduce these hedging activities in the future, we may experience significant unexpected expenses from fluctuations in exchange rates.

We depend on our key executive officers, managers and skilled personnel and may have difficulty retaining and recruiting qualified employees and managing the cost of labor.

Our success depends to a large extent upon the continued services of our executive officers, senior management personnel, managers and other skilled personnel and our ability to recruit and retain skilled personnel to maintain and expand our operations. We could be affected by the loss of any of our executive officers who are responsible for formulating and implementing our business plan and strategy. In addition, we need to recruit and retain additional management personnel and other skilled employees. However, competition is high for skilled technical personnel among companies that rely on engineering and technology, and the loss of qualified employees or an inability to attract, retain and motivate additional skilled employees required for the operation and expansion of our business could hinder our ability to conduct design, engineering and manufacturing activities successfully and develop marketable products. We may not be able to attract the skilled personnel we require or retain those whom we have trained at our own cost. If we are not able to do so, our business and our ability to continue to grow could be negatively affected and we could face additional competition from those who leave and work for our competitors.

We continue to be dependent on our production personnel to manufacture our products in a cost-effective and efficient manner. We believe there is significant competition for production personnel with the skills and technical knowledge that we require. Our ability to continue efficient operations, reduce production costs, and consolidate operations will depend, in large part, on our success in recruiting, training, integrating and retaining sufficient numbers of production personnel to support our production, cost savings and consolidation targets. New hires require significant training and it may take significant time before they achieve full productivity. As a result, we may incur significant costs to attract, train and retain employees, including significant expenditures related to salaries and benefits. If we are unable to hire and train sufficient numbers of effective production personnel, our business would be adversely affected.

Many of our customers do not commit to long-term production schedules, which makes it difficult for us to schedule production accurately and achieve maximum efficiency of our manufacturing capacity.

Generally, our customers do not commit to long-term contracts. Many of our customers do not commit to firm production schedules and we continue to experience reduced lead-times in customer orders. Additionally, customers may change production quantities or delay production with little lead-time or advance notice. Therefore, we rely on and plan our production and inventory levels based on our customers' advance orders, commitments or forecasts, as well as our internal assessments and forecasts of customer demand. The volume and timing of sales to our customers may vary due to, among other factors:

- variation in demand for or discontinuation of our customers' products;
- our customers' attempts to manage their inventory;
- design changes;

- changes in our customers' manufacturing strategies; and
- acquisitions of or consolidation among customers.

The variations in volume and timing of sales make it difficult to schedule production and optimize manufacturing capacity. This uncertainty may require us to increase staffing and incur other expenses in order to meet an unexpected increase in customer demand, potentially placing a significant burden on our resources. Additionally, an inability to respond to such increases may cause customer dissatisfaction, which may negatively affect our customers' relationships.

Further, in order to secure sufficient production scale, we may make capital investments in advance of anticipated customer demand. Such investments may lead to low utilization levels if customer demand forecasts change and we are unable to utilize the additional capacity. Because fixed costs make up a large proportion of our total production costs, a reduction in customer demand can have a significant adverse impact on our gross profits and operating results. Additionally, we order materials and components based on customer forecasts and orders and suppliers may require us to purchase materials and components in minimum quantities that exceed customer requirements, which may have an adverse impact on our gross profits and operating results. In the past, anticipated orders from some of our customers have failed to materialize and delivery schedules have been deferred as a result of changes in our customers' business needs. We have also allowed long-term customers to delay orders to absorb excess inventory. Such order fluctuations and deferrals may have an adverse effect on our business, operating results and/or financial conditions.

We may incur additional expenses and delays due to technical problems or other interruptions at our manufacturing facilities or those of our suppliers.

Disruptions in operations due to technical problems or other interruptions such as floods or fire would adversely affect the manufacturing capacity of our facilities or those of our suppliers. Such interruptions could cause delays in production and cause us to incur additional expenses such as charges for expedited deliveries for products that are delayed. In addition, our customers have the ability to cancel purchase orders in the event of any delays in production and may decrease future orders if delays are persistent. Additionally, to the extent that such disruptions do not result from damage to our physical property, these may not be covered by our business interruption insurance. Any such disruptions may adversely affect our business, operations, and financial results.

We may be unable to realize the expected benefits of our restructuring actions, which could adversely affect our profitability and operations.

In order to align our resources with our growth strategies, operate more efficiently and control costs, we have periodically announced restructuring plans, which include workforce reductions, plant closures and consolidations, asset impairments and other cost reduction initiatives. On March 1, 2016, as part of a strategic review of organizational structure and operations, the Company announced a global cost reduction and restructuring program. This program includes entering into severance and termination agreements with employees and footprint rationalization activities, including exit and relocation costs for the consolidation and closure of plant facilities and lease termination costs. These activities were ongoing during 2017 and 2018 and are expected to be completed in 2019. We may undertake additional restructuring actions and workforce reductions in the future. As these plans and actions are complex, unforeseen factors could result in expected savings and benefits to be delayed or not realized to the full extent planned, and our operations and business may be disrupted.

The operations of our manufacturing facilities may be disrupted by union activities and other labor-related problems.

We have labor unions at certain of our facilities. As of December 31, 2018, we had approximately 500 unionized personnel in the United States. For such employees, we have entered into collective bargaining agreements with the respective labor unions. In the future, such agreements may limit our ability to contain increases in our labor costs as our ability to control future labor costs depends partly on the outcome of wage negotiations with our employees. Any future collective bargaining agreements may lead to further increases in our labor costs. Although our employees in certain other facilities are currently not unionized, there can be no assurance that they will continue to remain as such.

Union activities and other labor-related problems not linked to union activities may disrupt our operations and adversely affect our business and results of operations. We cannot provide any assurance that we will not be affected by any such labor unrest, or increase in labor cost, or interruptions to the operations of our existing manufacturing plants or new manufacturing plants that we may set up in the future. Any disruptions to our manufacturing facilities as a result of labor-related disturbances could affect our ability to meet delivery and efficiency targets resulting in an adverse effect on our customer relationships and our financial results. Such disruptions may not be covered by our business interruption insurance.

Any disruption in our information systems could disrupt our operations and would be adverse to our business and financial operations.

We depend on various information systems to support our customers' requirements and to successfully manage our business, including managing orders, supplies, accounting controls and payroll. Any inability to successfully manage the procurement, development, implementation or execution of our information systems and back-up systems, including matters related to system security, reliability, performance and access, as well as any inability of these systems to fulfill their intended purpose within our business, could have an adverse effect on our business and financial performance. Such disruptions may not be covered by our business interruption insurance.

Security breaches and other disruptions could compromise our information and expose us to liability, which would cause our business and reputation to suffer.

In the ordinary course of business, we collect and store sensitive data, including our proprietary business information and that of our customers, suppliers and business partners, as well as personally identifiable information of our customers and employees, in our data centers and on our networks. The secure processing, maintenance and transmission of this information is critical to our operations and business strategy. Despite our security measures, our information technology, infrastructure and business processes may be vulnerable to malicious attacks or breached due to employee error, malfeasance or other disruptions, including as a result of rollouts of new systems. Any such breach could compromise our networks and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure, failure to protect, failure to ensure the proper transfer or other loss of information could violate applicable privacy, data security and other laws and subject us to legal claims or proceedings and/or regulatory penalties, disruption of our operations, damage of our reputation, financial loss through unauthorized payments and/or cause a loss of confidence in our products and services, which could adversely affect our business. For example, the General Data Protection Regulation (Regulation (EU) 2016/679) (the "GDPR"), which took full effect on May 25, 2018, applies to all of our activities conducted from an establishment in the European Union or related to products and services that we offer to European Union users. A breach in our network or failure to properly protect or prevent the improper transfer of data could result in significant financial penalties for noncompliance (including possible fines of up to 4% of global annual turnover for the preceding financial year or €20 million (whichever is higher) for the most serious infringements).

Natural disasters, epidemics and other events outside our control, and the ineffective management of such events, may harm our business.

Some of our facilities are located in areas that may be affected by natural disasters such as hurricanes, earthquakes, water shortages, tsunamis and floods. All facilities are subject to other natural or man-made disasters such as fires, acts of terrorism, failures of utilities and epidemics. If such an event were to occur, our business could be harmed due to the event or our inability to effectively manage the effects of the particular event. Potential harms include the loss of business continuity, the loss of business data and damage to infrastructure.

Our production could be severely affected if our employees or the regions in which our facilities are located are affected by a significant outbreak of any disease or epidemic. For example, a facility could be closed by government authorities for a sustained period of time, some or all of our workforce could be unavailable due to quarantine, fear of catching the disease or other factors, and local, national or international transportation or other infrastructure could be affected, leading to delays or loss of production. In addition, our suppliers and customers are subject to similar risks, which could lead to a shortage of components or a reduction in our customers' demand for our services.

We rely on a variety of common carriers to transport our materials from our suppliers, and to transport products from us to our customers. Problems suffered by any of these common carriers, whether due to a natural disaster, labor problem, act of terrorism, increased energy prices or some other issue, could result in shipping delays, increased costs or some other supply chain disruption and could therefore have a material adverse effect on our operations.

In addition, some of our facilities possess certifications, machinery, equipment or tooling necessary to work on specialized products that our other locations lack. If work is disrupted at one of these facilities, it may not be practicable or feasible to transfer such specialized work to another facility without significant costs and delays. Thus, any disruption in operations at a facility possessing specialized certifications, machinery, equipment or tooling could adversely affect our ability to provide products to our customers and thus negatively affect our relationships and financial results.

Political and economic developments could adversely affect our business.

Increased international political instability and social unrest, evidenced by the threat or occurrence of terrorist attacks, enhanced national security measures and the related decline in consumer confidence may hinder our ability to do business. Any escalation in these events or similar future events may disrupt our operations or those of our customers and suppliers and could affect the availability of raw materials and components needed to manufacture our products or the means to transport those materials to manufacturing facilities and finished products to customers. These events may have an adverse effect on the world

economy and consumer confidence and spending, which could adversely affect our revenue and operating results. The effect of these events on the volatility of the world financial markets could in the future lead to volatility of the market price of our securities and may limit the capital resources available to us, our customers and suppliers.

Sales of our products may result in exposure to product liability, intellectual property infringement and other claims.

Our manufactured products can expose us to potential liabilities. For instance, our manufacturing businesses expose us to potential product liability claims resulting from injuries caused by defects in products we design or manufacture, as well as potential claims that products we design or processes we use infringe on third-party intellectual property rights. Such claims could subject us to significant liability for damages, subject the infringing portion of our business to injunction and, regardless of their merits, could be time-consuming and expensive to resolve. We may also have greater potential exposure from warranty claims and product recalls due to problems caused by product design. Although we have product liability insurance coverage, it may not be sufficient to cover the full extent of our product liability, if at all, and may also be subject to the satisfaction of a deductible. A successful product liability claim in excess or outside of our insurance coverage or any material claim for which insurance coverage was denied or limited and for which indemnification was not available could have a material adverse effect on our business, results of operations and/or financial condition.

If our manufacturing processes and products do not comply with applicable statutory and regulatory requirements, or if we manufacture products containing design or manufacturing defects, demand for our products may decline and we may be subject to liability claims.

Our designs, manufacturing processes and facilities need to comply with applicable statutory and regulatory requirements. We may also have the responsibility to ensure that products we design satisfy safety and regulatory standards including those applicable to our customers and to obtain any necessary certifications. In addition, our customers' products and the manufacturing processes that we use to produce them are often highly complex. As a result, products that we manufacture may at times contain manufacturing or design defects, and our manufacturing processes may be subject to errors or not be in compliance with applicable statutory and regulatory requirements or demands of our customers. Defects in the products we manufacture or design, whether caused by a design, manufacturing or component failure or error, or deficiencies in our manufacturing processes, may result in delayed shipments to customers, replacement costs or reduced or canceled customer orders. If these defects or deficiencies are significant, our business reputation may also be damaged. The failure of the products that we manufacture or our manufacturing processes and facilities to comply with applicable statutory and regulatory requirements may subject us to legal fines or penalties and, in some cases, require us to shut down or incur considerable expense to correct a manufacturing process or facility. In addition, these defects may result in liability claims against us or expose us to liability to pay for the recall of a product or to indemnify our customers for the costs of any such claims or recalls which they face as a result of using items manufactured by us in their products. Even if our customers are responsible for the defects, they may not assume, or may not have resources to assume, responsibility for any costs or liabilities arising from these defects, which could expose us to additional liability claims.

Compliance or the failure to comply with regulations and governmental policies could cause us to incur significant expense.

We are subject to a variety of local and foreign laws and regulations including those relating to labor and health and safety concerns and import/export duties and customs. Such laws may require us to pay mandated compensation in the event of workplace accidents and penalties in the event of incorrect payments of duties or customs. Additionally, we may need to obtain and maintain licenses and permits to conduct business in various jurisdictions. If we or the businesses or companies we acquire have failed or fail in the future to comply with such laws and regulations, then we could incur liabilities and fines and our operations could be suspended. Such laws and regulations could also restrict our ability to modify or expand our facilities, could require us to acquire costly equipment, or could impose other significant expenditures.

If our products are subject to warranty claims, our business reputation may be damaged and we may incur significant costs.

We generally provide warranties to our customers for defects in materials and workmanship and where our products do not conform to specifications. A successful claim for damages arising as a result of such defects or deficiencies may affect our business reputation. In addition, a successful claim for which we are not insured, where the damages exceed insurance coverage, where we cannot recover from our vendors to the extent their materials or workmanship were defective, or any material claim for which insurance coverage is denied or limited and for which indemnification is not available, could have a material adverse effect on our business, operating results and financial condition. In addition, as we pursue new end-markets, warranty requirements will vary and we may be less effective in pricing our products to appropriately capture the warranty costs.

We are or may be required to obtain and maintain quality or product certifications for certain markets.

In some countries, our customers require or prefer that we obtain certain certifications for our products and testing facilities with regard to specifications/quality standards. For example, we are required to obtain American Railroad Association approval for certain of our products. Consequently, we need to obtain and maintain the relevant certifications so that our

customers are able to sell their products, which are manufactured by us, in these countries. If we are unable to meet and maintain the requirements needed to secure or renew such certifications, we may not be able to sell our products to certain customers and our financial results may be adversely affected.

Our income tax returns are subject to current tax legislation and review by taxing authorities, and the final determination of our tax liability with respect to changes in tax legislation, tax audits and any related litigation could adversely affect our financial results.

Although we believe that our tax estimates are reasonable and that we prepare our tax filings in accordance with all applicable current tax laws, the final determination with respect to any tax audits and changes in tax legislation, and any related litigation, could be materially different from our estimates or from our historical income tax provisions and accruals. The results of an audit, tax reform or litigation could have a material effect on operating results and/or cash flows in the periods for which that determination is made. In addition, future period earnings may be adversely impacted by litigation costs, settlements, penalties, and/or interest assessments. We are undergoing tax audits in various jurisdictions and we regularly assess the likelihood of an adverse outcome resulting from such examinations to determine the adequacy of our tax reserves.

On December 22, 2017 the President of the United States signed into law comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (the “Tax Reform Act”) which has and will continue to impact our provision for income taxes. The legislation significantly changed U.S. tax law by, among other things, lowering corporate income tax rates, implementing a territorial tax system, limiting the deductibility of interest payments and imposing a repatriation tax on deemed repatriated earnings of foreign subsidiaries.

Failure of our customers to pay the amounts owed to us in a timely manner may adversely affect our financial condition and operating results.

We generally provide payment terms ranging from 30 to 50 days. As a result, we generate significant accounts receivable from sales to our customers, representing 30.9% and 33.6% of current assets as of December 31, 2018 and December 31, 2017, respectively. Accounts receivable from sales to customers were \$60.6 million and \$68.6 million as of December 31, 2018 and December 31, 2017, respectively. As of December 31, 2018, the largest amount owed by a single customer was approximately 10% of total accounts receivable. As of December 31, 2018, our allowance for doubtful accounts was approximately \$1.8 million. If any of our significant customers have insufficient liquidity, we could encounter significant delays or defaults in payments owed to us by such customers, and we may need to extend our payment terms or restructure the receivables owed to us, which could have a significant adverse effect on our financial condition. Any deterioration in the financial condition of our customers will increase the risk of uncollectible receivables. Global economic uncertainty could also affect our customers’ ability to pay our receivables in a timely manner or at all or result in customers going into bankruptcy or reorganization proceedings, which could also affect our ability to collect our receivables.

Our failure to comply with environmental laws could adversely affect our business and financial condition.

We are subject to various federal, state, local and foreign environmental laws and regulations, including regulations governing the use, storage, discharge and disposal of hazardous substances used in our manufacturing processes.

We are also subject to laws and regulations governing the recyclability of products, the materials that may be included in products, and our obligations to dispose of these products after end-users have finished with them. Additionally, we may be exposed to liability to our customers relating to the materials that may be included in the components that we procure for our customers’ products. Any violation or alleged violation by us of environmental laws could subject us to significant costs, fines or other penalties.

We are also required to comply with an increasing number of product environmental compliance regulations focused on the restriction of certain hazardous substances. Non-compliance could result in significant costs and penalties.

In addition, increasing governmental focus on climate change may result in new environmental regulations that may negatively affect us, our suppliers and our customers by requiring us to incur additional direct costs to comply with new environmental regulations, as well as additional indirect costs as a result of our customers or suppliers passing on additional compliance costs. These costs may adversely affect our operations and financial condition.

Environmental liabilities that may arise in the future could be material to us.

Our operations, facilities and properties are subject to extensive and evolving laws and regulations pertaining to air emissions, wastewater discharges, the handling and disposal of solid and hazardous materials and wastes, the remediation of contamination, and otherwise relating to health, safety and the protection of the environment. As a result, we are involved from time to time in administrative or legal proceedings relating to environmental and health and safety matters, and have in the past and will continue to incur capital costs and other expenditures relating to such matters. We also cannot be certain that identification of presently unidentified environmental conditions, more vigorous enforcement by regulatory authorities or other unanticipated events will not arise in the future and give rise to additional environmental liabilities, compliance costs and/or

penalties that could be material. Further, environmental laws and regulations are constantly evolving and it is impossible to predict accurately the effect they may have upon our financial condition, results of operations or cash flows.

Changes in laws or regulations, or a failure to comply with any laws and regulations, may adversely affect our business, investments and results of operations.

We are subject to laws and regulations enacted by national, regional and local governments, including non-U.S. governments. In particular, we are required to comply with certain SEC and other legal requirements. Compliance with, and monitoring of, applicable laws and regulations may be difficult, time consuming and costly. Those laws and regulations and their interpretation and application may also change from time to time and those changes could have a material adverse effect on our business, investments and results of operations. In addition, a failure to comply with applicable laws or regulations, as interpreted and applied, could have a material adverse effect on our business and results of operations.

We may encounter difficulties in completing or integrating acquisitions, which could adversely affect our operating results.

We expect to expand our presence in new end markets, expand our capabilities and acquire new customers, some of which may occur through acquisitions. These transactions may involve acquisitions of entire companies, portions of companies, the entry into joint ventures and acquisitions of businesses or selected assets. Potential challenges related to our acquisitions and joint ventures include:

- paying an excessive price for acquisitions and incurring higher than expected acquisition costs;
- difficulty in integrating acquired operations, systems, assets and businesses;
- difficulty in implementing financial and management controls, reporting systems and procedures;
- difficulty in maintaining customer, supplier, employee or other favorable business relationships of acquired operations and restructuring or terminating unfavorable relationships;
- ensuring sufficient due diligence prior to an acquisition and addressing unforeseen liabilities of acquired businesses;
- making acquisitions in new end markets, geographies or technologies where our knowledge or experience is limited;
- failing to realize the benefits from goodwill and intangible assets resulting from acquisitions which may result in write-downs;
- failing to achieve anticipated business volumes; and
- making acquisitions which force us to divest other businesses.

Any of these factors could prevent us from realizing the anticipated benefits of an acquisition, including additional revenue, operational synergies and economies of scale. Our failure to realize the anticipated benefits of acquisitions could adversely affect our business and operating results.

Acquisitions, expansions or infrastructure investments may require us to increase our level of indebtedness or issue additional equity.

Should we desire to undertake significant additional expansion activities, make substantial investments in our infrastructure or consummate significant additional acquisition opportunities, our capital needs would increase and we may need to increase available borrowings under our credit facilities or access public or private debt and equity markets. There can be no assurance, however, that we will be successful in raising additional debt or equity on terms that we would consider acceptable.

An increase in the level of indebtedness could, among other things:

- make it difficult for us to obtain financing in the future for working capital, capital expenditures, debt service requirements, acquisitions or other purposes;
- limit our flexibility in planning for or reacting to changes in our business;
- affect our ability to pay dividends;
- make us more vulnerable in the event of a downturn in our business; and
- affect certain financial covenants with which we must comply in connection with our credit facilities.

Additionally, a further equity issuance could dilute the ownership interest of existing stockholders.

Risk Factors Relating to Our Indebtedness

We have a substantial amount of indebtedness, which may limit our operating flexibility and could adversely affect our results of operations and financial condition.

We have approximately \$400.5 million of indebtedness as of December 31, 2018, consisting of \$382.4 million in U.S. term loans, \$17.5 million in borrowings under existing non-U.S. debt agreements, and \$0.6 million of capital leases.

Our indebtedness could have important consequences to our investors, including, but not limited to:

- increasing our vulnerability to, and reducing our flexibility to respond to, general adverse economic and industry conditions;
- requiring the dedication of a substantial portion of our cash flow from operations to the payment of principal, and interest on our indebtedness, thereby reducing the availability of such cash flow to fund working capital, capital expenditures, acquisitions, joint ventures or other general corporate purposes;
- limiting our flexibility in planning for, or reacting to, changes in our business, the competitive environment and the industry in which we operate;
- placing us at a competitive disadvantage as compared to our competitors that are not as highly leveraged; and
- limiting our ability to borrow additional funds and increasing the cost of any such borrowing.

A breach of a covenant or restriction contained in our U.S. credit facility (the “Senior Secured Credit Facilities”) could result in a default that could in turn permit the affected lenders to accelerate the repayment of principal and accrued interest on our outstanding loans and terminate their commitments to lend additional funds. If the lenders under such indebtedness accelerate the repayment of our borrowings, we cannot assure that we will have sufficient assets to repay those borrowings as well as other indebtedness.

To the extent that our access to credit is restricted because of our own performance or conditions in the capital markets generally, our financial condition would be materially adversely affected. Our level of indebtedness may make it difficult to service our debt and may adversely affect our ability to obtain additional financing, use operating cash flow in other areas of our business or otherwise adversely affect our operations.

Our Senior Secured Credit Facilities contain restrictive covenants that may impair our ability to conduct business.

The Senior Secured Credit Facilities contain a number of customary affirmative and negative covenants that, among other things, limit or restrict the ability of Jason Incorporated, a wholly-owned subsidiary of Jason Industries, and its Restricted Subsidiaries (as defined in the Senior Secured Credit Facilities) to: incur additional indebtedness (including guaranty obligations); incur liens; engage in mergers, consolidations, liquidations and dissolutions; sell assets; pay dividends and make other payments in respect of capital stock; make acquisitions, investments, loans and advances; pay and modify the terms of certain indebtedness; engage in certain transactions with affiliates; enter into negative pledge clauses and clauses restricting subsidiary distributions; and change its line of business, in each case, subject to certain limited exceptions. In addition, under the revolving loan portion of our Senior Secured Credit Facilities, if the aggregate outstanding amount of all revolving loans, swingline loans and certain letter of credit obligations exceeds \$10 million at the end of any fiscal quarter, Jason Incorporated and its Restricted Subsidiaries will be required to not exceed a specified consolidated first lien leverage ratio. As a result of these covenants and restrictions, we are limited in how we conduct our business and we may be unable to raise additional debt or other financing to compete effectively or to take advantage of new business opportunities. The terms of any future indebtedness we may incur could include more restrictive covenants. Failure to comply with such restrictive covenants may lead to default and acceleration under our Senior Secured Credit Facilities and may impair our ability to conduct business. We may not be able to maintain compliance with these covenants in the future and, if we fail to do so, we may not be able to obtain waivers from the lenders and/or amend the covenants, which may adversely affect our financial condition.

Upon the occurrence of an event of default under our Senior Secured Credit Facilities, the lenders could elect to accelerate payments due and terminate all commitments to extend further credit. Consequently, we may not have sufficient assets to repay the Senior Secured Credit Facilities, as well as other secured and unsecured indebtedness.

Upon the occurrence of an event of default under our Senior Secured Credit Facilities, the lenders thereunder could elect to declare all amounts outstanding under the Senior Secured Credit Facilities to be immediately due and payable and terminate all commitments to extend further credit. If we were unable to repay those amounts, the lenders under the Senior Secured Credit Facilities could proceed against the collateral granted to them to secure that indebtedness. We have pledged a significant portion of our assets as collateral under the Senior Secured Credit Facilities. If the lenders under our Senior Secured Credit Facilities accelerate the repayment of borrowings, we cannot assure that we will have sufficient assets to repay the Senior Secured Credit Facilities, as well as other secured and unsecured indebtedness.

An adverse change in the interest rates for our borrowings could adversely affect our financial condition.

We pay interest on outstanding borrowings under our Senior Secured Credit Facilities at interest rates that fluctuate based upon changes in certain short term prevailing interest rates. An adverse change in these rates could have a material adverse effect on our financial position, results of operations and cash flows and our ability to borrow money in the future. At times, we will enter into interest rate swaps to hedge some of this risk. If the duration of interest rate swaps exceeds one month, we will have to mark-to-market the value of such swaps which could cause us to recognize losses.

Risk Factors Relating to Our Securities and Capital Structure

General Securities and Capital Structure Risk Factors

The market price of our securities may decline.

Fluctuations in the price of our securities could contribute to the loss of all or part of your investment. Trading in our common stock and warrants has been limited. There is also currently no market for our Series A Preferred Stock and it is unlikely one will develop. If an active market for our securities develops and continues, the trading price of our securities could be volatile and subject to wide fluctuations in response to various factors, some of which are beyond our control. Any of the factors listed below could have a material adverse effect on your investment and our securities may trade at prices significantly below the price you paid for them. In such circumstances, the trading price of our securities may not recover and may experience a further decline.

Factors affecting the trading price of our securities may include:

- actual or anticipated fluctuations in our financial results or the financial results of companies perceived to be similar to us;
- changes in the market's expectations about our operating results;
- success of competitors;
- our operating results failing to meet the expectation of securities analysts or investors in a particular period;
- changes in financial estimates and recommendations by securities analysts concerning the Company or its markets in general;
- operating and stock price performance of other companies that investors deem comparable to the Company;
- our ability to market new and enhanced products on a timely basis;
- changes in laws and regulations affecting our business;
- commencement of, or involvement in, litigation involving the Company;
- changes in the Company's capital structure, such as future issuances of securities or the incurrence of additional debt;
- the volume of securities available for public sale;
- any major change in our board or management;
- sales of substantial amounts of our securities by our directors, executive officers or significant shareholders or the perception that such sales could occur; and
- general economic and political conditions such as recession; interest rate, fuel price, and international currency fluctuations; and acts of war or terrorism.

As of December 31, 2018, there were 27,394,978 shares of our common stock issued and outstanding. While our common shares trade on Nasdaq, our stock is thinly traded (approximately 0.4%, or 97,000 shares, of our stock traded on an average daily basis during the year ended December 31, 2018), and you may have difficulty in selling your shares quickly.

In addition, the market price of our common stock could also be affected by possible sales of our common stock by investors who view the Series A Preferred Stock as a more attractive means of equity participation in us and by hedging or arbitrage trading activity involving our common stock. The hedging or arbitrage could, in turn, affect the trading price of the Series A Preferred Stock or any common stock that holders receive upon conversion of the Series A Preferred Stock.

Many of the factors listed above are beyond our control. In addition, broad market and industry factors may materially harm the market price of our securities irrespective of our operating performance. The stock market in general, and Nasdaq, have experienced price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of the particular companies affected. The trading prices and valuations of these stocks, and of our common stock and warrants

which trade on Nasdaq, may not be predictable. A loss of investor confidence in the market for retail stocks or the stocks of other companies which investors perceive to be similar to the Company could depress the price of our securities regardless of our business, prospects, financial conditions or results of operations. A decline in the market price of our securities also could adversely affect our ability to issue additional securities and our ability to obtain additional financing in the future.

Our inability to comply with the continued listing requirements of the Nasdaq Capital Market could result in our common stock and/or warrants being delisted, which could adversely affect the market price and liquidity of our securities and could have other adverse effects.

To remain in compliance with the continued listing requirements on The Nasdaq Capital Market, among other things, (1) the market value of listed securities must remain equal to or greater than \$35 million, the Company must have stockholders' equity of \$2.5 million or more, or the Company must have net income from continuing operations of \$500,000 in the most recently completed fiscal year and (2) the Company's common stock must have a bid price of at least \$1.00 per share.

If the Company does not remain in compliance with the continuing listing requirements, Nasdaq could provide written notice that the Company's common stock and/or warrants are subject to delisting from The Nasdaq Capital Market. In that event, Nasdaq rules permit the Company to appeal such determination to a Nasdaq hearings panel. If our common stock and/or warrants are delisted, it could be more difficult to buy or sell our securities and to obtain accurate quotations, and the price of our common stock and/or warrants could suffer a material decline. In addition, a delisting could impair the Company's ability to raise capital through the public markets, could deter broker-dealers from making a market in or otherwise seeking or generating interest in our securities and might deter certain institutions and persons from investing in our securities at all.

Our business and/or reputation could be negatively affected as a result of actions of activist shareholders, and such activism could impact the trading value of our securities.

Certain of our shareholders have made, and may in the future make strategic proposals, suggestions, or requests for changes concerning the operation of our business, our business strategy, corporate governance considerations, or other matters that may not be fully aligned with our own. Responding to actions by activist shareholders can be costly and time-consuming, disrupt our operations and divert the attention of management and our employees. Perceived uncertainties as to our future direction may result in the loss of potential business opportunities, damage to our reputation, and may make it more difficult to attract and retain qualified directors, personnel and business partners. These actions could also cause our stock price to experience periods of volatility.

Two of our largest shareholders have significant influence over our management and affairs and could exercise this influence against other shareholders' best interests.

At February 26, 2019, Mr. Nelson Obus, one of our directors and, through Wynnefield Partners Small Cap Value LP and various other entities, one of our largest shareholders, beneficially owned approximately 18.6% of our outstanding shares of common stock. In addition, at February 26, 2019, Mr. Jeffrey N. Quinn, one of our directors and largest shareholders, beneficially owned approximately 10.9% of our outstanding shares of common stock. As a result, pursuant to our bylaws and applicable laws and regulations, Messrs. Obus and Quinn, together with our executive officers and other directors, are able to exercise significant influence over our company, including, but not limited to, any shareholder approvals for the election of our directors and, indirectly, the selection of our senior management, the amount of dividend payments, if any, our annual budget, increases or decreases in our share capital, new securities issuance, mergers and acquisitions and any amendments to our bylaws. Furthermore, this concentration of ownership may delay or prevent a change of control or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us, which could decrease the market price of our shares.

A significant number of additional shares of our common stock may be issued upon the exercise or conversion of existing securities, which issuances would substantially dilute existing shareholders and may depress the market price of our common stock.

As of February 26, 2019, there were 27,644,672 shares of our common stock outstanding. In addition, (i) 13,993,773 shares of common stock can be issued upon the exercise of outstanding warrants, (ii) 3,296,882 shares of common stock can be issued upon conversion of our Series A Preferred Stock, which includes 1,506,053 shares of common stock potentially issuable upon conversion of additional shares of Series A Preferred Stock received as dividends over the next five years and assumes that the conversion ratio is not adjusted, and (iii) 6,667,319 shares of common stock are available for future issuance under our 2014 Omnibus Incentive Plan. From time to time, the Company may seek to obtain Board of Directors approval for additional future issuances of common stock. The issuance of shares of common stock would substantially dilute the proportionate ownership and voting power of existing security holders, and their issuance, or the possibility of their issuance, may depress the market price of our common stock.

Anti-takeover provisions contained in our certificate of incorporation and bylaws, the increased conversion rate triggered by a "fundamental change", as well as provisions of Delaware law, could impair a takeover attempt.

The Company's second amended and restated certificate of incorporation (the "certificate of incorporation") and bylaws contain provisions that could have the effect of delaying or preventing changes in control or changes in our management without the consent of our Board of Directors. These provisions include:

- no cumulative voting in the election of directors, which limits the ability of minority shareholders to elect director candidates;
- the exclusive right of our Board of Directors to elect a director to fill a vacancy created by the expansion of the Board of Directors or the resignation, death, or removal of a director, which prevents shareholders from being able to fill vacancies on our Board of Directors;
- the ability of our Board of Directors to determine whether to issue shares of our preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without shareholder approval, which could be used to significantly dilute the ownership of a hostile acquirer;
- a prohibition on shareholder action by written consent, which forces shareholder action to be taken at an annual or special meeting of our shareholders;
- the requirement that a special meeting of shareholders may be called only by the chairman of the Board of Directors, the chief executive officer, or the Board of Directors, which may delay the ability of our shareholders to force consideration of a proposal or to take action, including the removal of directors;
- limiting the liability of, and providing indemnification to, our directors and officers;
- controlling the procedures for the conduct and scheduling of shareholder meetings;
- providing that directors may be removed prior to the expiration of their terms by shareholders only for cause; and
- advance notice procedures that shareholders must comply with in order to nominate candidates to our Board of Directors or to propose matters to be acted upon at a shareholders' meeting, which may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer's own slate of directors or otherwise attempting to obtain control of the Company.

These provisions, alone or together, could delay hostile takeovers and changes in control of the Company or changes in our Board of Directors and management. In addition, the increased conversion rate of the Series A Preferred Stock into shares of our common stock that would be triggered by a "fundamental change" (as defined in the Certificate of Designations, Preferences, Rights and Limitations of the Series A Preferred Stock (the "Certificate of Designations")) could discourage a potential acquirer, including potential acquirers that otherwise seek a transaction with us that would be attractive.

As a Delaware corporation, we are also subject to provisions of Delaware law, including Section 203 of the Delaware General Corporation Law, which prevents some shareholders holding more than 15% of our outstanding common stock from engaging in certain business combinations without approval of the holders of substantially all of our outstanding common stock.

Any provision of our certificate of incorporation, bylaws, Certificate of Designations or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our security holders to receive a premium for their securities and could also affect the price that some investors are willing to pay for our securities.

Our only significant asset is our indirect ownership of Jason Incorporated and such ownership may not be sufficient to pay dividends or make distributions or loans to enable us to pay any dividends on our common stock or preferred stock or satisfy our other financial obligations.

As of February 26, 2019, we have no direct operations and no significant assets other than the indirect ownership of Jason Incorporated. We depend on Jason Incorporated for distributions, loans and other payments to generate the funds necessary to meet our financial obligations, including our expenses as a publicly traded company, and to pay any dividends with respect to our preferred stock and common stock. Legal and contractual restrictions in agreements governing our senior secured credit facilities and future indebtedness of Jason Incorporated, as well as the financial condition and operating requirements of Jason Incorporated, may limit our ability to obtain cash from Jason Incorporated. The earnings from, or other available assets of, Jason Incorporated may not be sufficient to pay dividends or make distributions or loans to enable us to pay any dividends on our common stock or satisfy its other financial obligations. In addition, the terms of our Series A Preferred Stock may from time to time prevent us from paying cash dividends on our common stock.

Series A Preferred Stock Risk Factors

We are not obligated to pay dividends on the Series A Preferred Stock if prohibited by law; the terms of our financing agreements may limit our ability to pay such dividends; and we will not be able to pay cash dividends if we have insufficient cash to do so.

Under Delaware law, dividends on capital stock may only be paid from “surplus” or, if there is no “surplus,” from the corporation’s net profits for the then-current or the preceding fiscal year. Unless we operate profitably, our ability to pay dividends on the Series A Preferred Stock would require the availability of adequate “surplus,” which is defined as the excess, if any, of our net assets (total assets less total liabilities) over our capital.

Financing agreements, whether ours or those of our subsidiaries and whether in place now or in the future, may contain restrictions on our ability to pay cash dividends on our capital stock, including the Series A Preferred Stock. These limitations may cause us to be unable to pay dividends on the Series A Preferred Stock unless we can refinance amounts outstanding under those agreements. Since we are not obligated to declare or pay cash dividends, we do not intend to do so to the extent we are restricted by any of our financing agreements.

The dividends payable by us on the Series A Preferred Stock may exceed our current and accumulated earnings and profits, as calculated for U.S. federal income tax purposes. If that occurs, it will result in the amount of the dividends that exceed such earnings and profits being treated for U.S. federal income tax purposes first as a return of capital to the extent of the beneficial owner’s adjusted tax basis in the Series A Preferred Stock, and the excess, if any, over such adjusted tax basis as capital gain. Such treatment will generally be unfavorable for corporate beneficial owners and may also be unfavorable to certain other beneficial owners.

Further, even if adequate surplus is available to pay dividends on the Series A Preferred Stock, we may not have sufficient cash to pay cash dividends on the Series A Preferred Stock. Even if we do have sufficient cash to pay dividends, our capital allocation strategy may result in the Company electing to pay dividends in additional shares of Series A Preferred Stock. We have in the past, and may elect in the future, to pay dividends on the Series A Preferred Stock in shares of additional Series A Preferred Stock; however, our ability to pay dividends in shares of our Series A Preferred Stock may be limited by the number of shares of Series A Preferred Stock we are authorized to issue under our certificate of incorporation. As of January 1, 2019 we had 40,612 shares of our Series A Preferred Stock issued and outstanding out of 100,000 authorized shares.

The Series A Preferred Stock does not have an established trading market, which may negatively affect its market value and the ability to transfer or sell such shares.

The shares of Series A Preferred Stock do not have an established trading market. Since the Series A Preferred Stock has no stated maturity date, investors seeking liquidity will be limited to selling their shares in the secondary market or converting their shares to common shares and selling in the secondary market. We do not intend to list the Series A Preferred Stock on any securities exchange. We cannot assure you that an active trading market in the Series A Preferred Stock will develop or, even if it develops, we cannot assure you that it will last. In either case, the trading price of the Series A Preferred Stock could be adversely affected and the ability of a holder of Series A Preferred Stock to transfer shares of Series A Preferred Stock will be limited. We are not aware of any entity making a market in the shares of our Series A Preferred Stock which we anticipate may further limit liquidity.

The conversion rate of the Series A Preferred Stock may not be adjusted for all dilutive events.

The number of shares of our common stock that a holder of Series A Preferred Stock is entitled to receive upon conversion of the Series A Preferred Stock is subject to adjustment for certain specified events, including, but not limited to, the issuance of certain stock dividends on our common stock, the issuance of certain rights or warrants, subdivisions, combinations, distributions of capital stock, indebtedness, or assets, cash dividends and certain issuer tender or exchange offers, as set forth in the Certificate of Designations. However, the conversion rate may not be adjusted for other events, such as the exercise of stock options or other equity awards held by our employees or offerings of our common stock or securities convertible into common stock (other than those set forth in the Certificate of Designations) for cash or in connection with acquisitions, which may adversely affect the market price of our common stock. Further, if any of these other events adversely affects the market price of our common stock, we expect it to also adversely affect the market price of our Series A Preferred Stock. In addition, the terms of our Series A Preferred Stock do not restrict our ability to offer common stock or securities convertible into common stock in the future or to engage in other transactions that could dilute our common stock. We have no obligation to consider the interests of the holders of our Series A Preferred Stock in engaging in any such offering or transaction. If we issue additional shares of common stock, those issuances may materially and adversely affect the market price of our common stock and, in turn, those issuances may adversely affect the trading price of the Series A Preferred Stock.

Series A Preferred Stock holders may be adversely affected if a “fundamental change” occurs

If a “fundamental change” (as defined in the Certificate of Designations) occurs, we will under certain circumstances increase the conversion rate by a number of additional shares of our common stock for shares of Series A Preferred Stock converted in connection with such fundamental change as described in the Certificate of Designations. While this feature is designed to, among other things, compensate holders of Series A Preferred Stock for lost option time value of their shares of Series A Preferred Stock as a result of the fundamental change, it may not adequately compensate holders of Series A Preferred Stock for their loss as a result of such transaction. In addition, the conversion rate as adjusted will not exceed the \$1,000 liquidation preference, divided by $66\frac{2}{3}\%$ of \$10.49, the closing sale price of our common stock on June 30, 2014. However, if the adjustment is based on an amount per share that is less than the floor of $66\frac{2}{3}\%$ of \$10.49, holders will likely receive a number of shares of common stock worth less than the \$1,000 liquidation preference per share of Series A Preferred Stock, plus any accumulated and unpaid dividends thereon. Holders of our Series A Preferred Stock will have no claim against the Company for the difference between the value of the consideration received upon a conversion in connection with a fundamental change and the \$1,000 liquidation preference per share of Series A Preferred Stock, plus any accumulated and unpaid dividends thereon.

These provisions will not afford protection to holders of Series A Preferred Stock in the event of other transactions that could adversely affect the value of the Series A Preferred Stock. For example, transactions such as leveraged recapitalizations, refinancings, restructurings, or acquisitions initiated by us may not constitute a fundamental change. In the event of any such transaction, holders would not have the protection afforded by the provisions applicable to a fundamental change even though each of these transactions could increase the amount of our indebtedness, or otherwise adversely affect our capital structure or any credit ratings, thereby adversely affecting the holders of Series A Preferred Stock.

In addition, holders of Series A Preferred Stock will have no additional rights upon a fundamental change, and will have no right not to convert the Series A Preferred Stock into shares of our common stock.

Our obligation to satisfy the additional shares requirement could be considered a penalty, in which case the enforceability thereof would be subject to general principles of reasonableness and equitable remedies.

We have reserved a number of shares of our common stock for issuance upon the conversion of the Series A Preferred Stock equal to the aggregate conversion rate, which, under limited circumstances, is less than the maximum number of shares of common stock that we might be required to issue upon such conversion.

On issuance of the Series A Preferred Stock, we reserved, and are obligated under the terms of the Series A Preferred Stock to keep reserved at all times, a number of shares of our common stock equal to the aggregate liquidation preference divided by the closing sale price of our common stock on the date of the closing of our issuance of the Series A Preferred Stock. This is less than the maximum number of shares of our common stock issuable upon conversion of the Series A Preferred Stock in connection with a fundamental change where we could, depending on the stock price at the time, be required to issue upon conversion of the Series A Preferred Stock, shares of common stock representing the \$1,000 liquidation preference per share divided by $66\frac{2}{3}\%$ of \$10.49, the closing sale price of our common stock on June 30, 2014. In that circumstance, we would not have reserved the full amount of shares of our common stock issuable upon conversion of the Series A Preferred Stock. While we may satisfy our obligation to issue shares upon conversion of the Series A Preferred Stock by utilizing authorized, unreserved and unissued shares of common stock, if any, or by redesignating reserved shares or purchasing shares in the open market, there can be no assurance that we would be able to do so at that time.

We may issue additional series of preferred stock that rank equally to the Series A Preferred Stock as to dividend payments and liquidation preference and these future issuances may adversely affect the market price for our common stock.

Neither our Certificate of Incorporation nor the Certificate of Designations prohibits us from issuing additional series of preferred stock that would rank equally to the Series A Preferred Stock as to dividend payments and liquidation preference. Our certificate of incorporation provides that we have the authority to issue up to 5,000,000 shares of preferred stock, including up to 100,000 shares of Series A Preferred Stock. The issuances of other series of preferred stock could have the effect of reducing the amounts available to the Series A Preferred Stock in the event of our liquidation, winding-up or dissolution. It may also reduce cash dividend payments on the Series A Preferred Stock if we do not have sufficient funds to pay dividends on all Series A Preferred Stock outstanding and outstanding parity preferred stock.

Additional issuances and sales of preferred stock, or the perception that such issuances and sales could occur, may cause prevailing market prices for our common stock to decline and may adversely affect our ability to raise additional capital in the financial markets at times and prices favorable to us.

Holders of our Series A Preferred Stock have no voting rights except under limited circumstances.

Except with respect to certain material and adverse changes to the Series A Preferred Stock as described in the Certificate of Designations, holders of Series A Preferred Stock do not have voting rights and will have no right to vote for any members of our Board of Directors, except as may be required by Delaware law.

Holders of our Series A Preferred Stock may be subject to tax if we make or fail to make certain adjustments to the conversion rate of the Series A Preferred Stock even though the holders of Series A Preferred Stock do not receive a corresponding cash distribution.

The conversion rate of the Series A Preferred Stock is subject to adjustment in certain circumstances, including the payment of cash dividends. If the conversion rate is adjusted as a result of a distribution that is taxable to our common shareholders, such as a cash dividend, holders of Series A Preferred Stock may be deemed to have received a dividend subject to U.S. federal income tax without the receipt of any cash. In addition, a failure to adjust (or to adjust adequately) the conversion rate after an event that increases a holder of Series A Preferred Stock's proportionate interest in us could be treated as a deemed taxable dividend to the holder of Series A Preferred Stock. If a "fundamental change" (as defined in the Certificate of Designations) occurs, under some circumstances, we will increase the conversion rate for shares of Series A Preferred Stock converted in connection with such fundamental change. Such increase may also be treated as a distribution subject to U.S. federal income tax as a dividend. If a holder of Series A Preferred Stock is a non-U.S. holder, any deemed dividend may be subject to U.S. federal withholding tax at a 30% rate, or such lower rate as may be specified by an applicable treaty, which may be set off against subsequent payments on the Series A Preferred Stock.

Warrants Risk Factors

There is no guarantee that the warrants will ever be in the money, and they may expire worthless and the terms of our warrants may be amended.

The exercise price for our warrants is \$12.00 per share. There is no guarantee that the warrants will ever be in the money prior to their expiration, and as such, the warrants may expire worthless. Our warrants expire on June 30, 2019.

In addition, the warrant agreement between Continental Stock Transfer & Trust Company, as warrant agent, and us provides that the terms of the warrants may be amended without the consent of any holder to cure any ambiguity or correct any defective provision, but requires the approval by the holders of at least 65% of the then outstanding warrants originally issued as part of units in our initial public offering (the "Public Warrants") to make any change that adversely affects the interests of the registered holders. Accordingly, we may amend the terms of the warrants in a manner adverse to a holder if holders of at least 65% of the then outstanding Public Warrants approve of such amendment. Although our ability to amend the terms of the warrants with the consent of at least 65% of the then outstanding Public Warrants is unlimited, examples of such amendments could be amendments to, among other things, increase the exercise price of the warrants, shorten the exercise period or decrease the number of shares of our common stock purchasable upon exercise of a warrant.

We may redeem the Public Warrants prior to their exercise at a time that is disadvantageous to warrant holders, thereby making their warrants worthless.

We have the ability to redeem the outstanding Public Warrants at any time after they become exercisable and prior to their expiration at a price of \$0.01 per warrant, provided that (i) the last reported sale price of our common stock equals or exceeds \$18.00 per share for any 20 trading days within the 30 trading-day period ending on the third business day before we send the notice of such redemption and (ii) on the date we give notice of redemption and during the entire period thereafter until the time the warrants are redeemed, there is an effective registration statement under the Securities Act of 1933 covering the shares of our common stock issuable upon exercise of the Public Warrants and a current prospectus relating to them is available. Redemption of the outstanding Public Warrants could force holders of Public Warrants:

- to exercise their warrants and pay the exercise price therefore at a time when it may be disadvantageous for them to do so;
- to sell their warrants at the then-current market price when they might otherwise wish to hold their warrants; or
- to accept the nominal redemption price which, at the time the outstanding warrants are called for redemption, is likely to be substantially less than the market value of their warrants.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

As of December 31, 2018, Jason Industries owned or leased the following facilities:

	Number of Locations				Square Footage		
	Manufacturing	Warehouse	Sales / Distribution / Admin	Total	Owned	Leased	Total
Finishing	15	—	4	19	493,000	565,000	1,058,000
Components	2	1	—	3	—	295,000	295,000
Seating	5	2	2	9	164,000	559,000	723,000
Acoustics	6	3	2	11	65,000	1,054,000	1,119,000
Corporate	—	—	1	1	—	19,000	19,000
	<u>28</u>	<u>6</u>	<u>9</u>	<u>43</u>	<u>722,000</u>	<u>2,492,000</u>	<u>3,214,000</u>

We consider our facilities suitable and adequate for the purposes for which they are used and do not anticipate difficulty in renewing existing leases as they expire or in finding alternative facilities. Our largest facilities are located in the United States, Mexico and Germany. We also maintain a presence in China, France, India, Portugal, Romania, Singapore, Spain, Sweden, Taiwan and the United Kingdom. See Note 10, “Leases” in the notes to the consolidated financial statements for information regarding our lease commitments.

ITEM 3. LEGAL PROCEEDINGS

From time to time, the Company is subject to litigation incidental to its business, as well as other litigation of a non-material nature in the ordinary course of business. See Note 17, “Commitments and Contingencies” under the heading “Litigation Matters” in the notes to the consolidated financial statements for further information.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The Company's common stock and warrants are currently quoted on Nasdaq under the symbols "JASN" and "JASNW," respectively. There is no established trading market for the Series A Preferred Stock, but the shares trade in the over the counter market under the symbol "JSSNP."

Holders

As of December 31, 2018, there were 27,394,978 shares of common stock outstanding, held of record by 75 holders, and 39,818 shares of Series A Preferred Stock outstanding, held of record by 5 holders. On January 1, 2019, an additional 794 shares of Series A Preferred Stock were issued to the 5 holders of record. In addition, 13,993,773 shares of common stock are issuable upon exercise of 13,993,773 warrants, held of record by 7 holders. The number of record holders of our common stock, Series A Preferred Stock and warrants does not include DTC participants or beneficial owners holding shares through nominee names.

Dividends

The Company has not paid any dividends on its common stock to date. It is the present intention of the Company to retain any earnings for use in its business operations and, accordingly, the Company does not anticipate the Board of Directors declaring any dividends in the foreseeable future on our common stock. In addition, certain of our loan agreements restrict the payment of dividends and the terms of our Series A Preferred Stock may from time to time prevent us from paying cash dividends on our common stock.

Recent Issuer Purchases of Equity Securities

The following table contains detail related to the repurchase of common stock based on the date of trade during the three months ended December 31, 2018:

2018 Fiscal Month	Total Number of Shares Purchased ^(a)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Plans or Programs Announced ^(b)	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
September 29 to November 2	—	—	—	N/A
November 3 to November 30	—	—	—	N/A
December 1 to December 31	—	—	—	N/A
Total	—	—	—	

^(a) Represents shares of common stock that employees surrendered to satisfy withholding taxes in connection with the vesting of restricted stock unit awards. The 2014 Omnibus Incentive Plan and the award agreements permit participants to satisfy all or a portion of the statutory federal, state and local withholding tax obligations arising in connection with plan awards by electing to (1) have the Company reduce the number of shares otherwise deliverable or (2) deliver shares already owned, in each case having a value equal to the amount to be withheld. During the year ended December 31, 2018, the Company withheld 2,837 shares that employees presented to the Company to satisfy withholding taxes in connection with the vesting of restricted stock unit awards.

^(b) The Company is not currently participating in a share repurchase program.

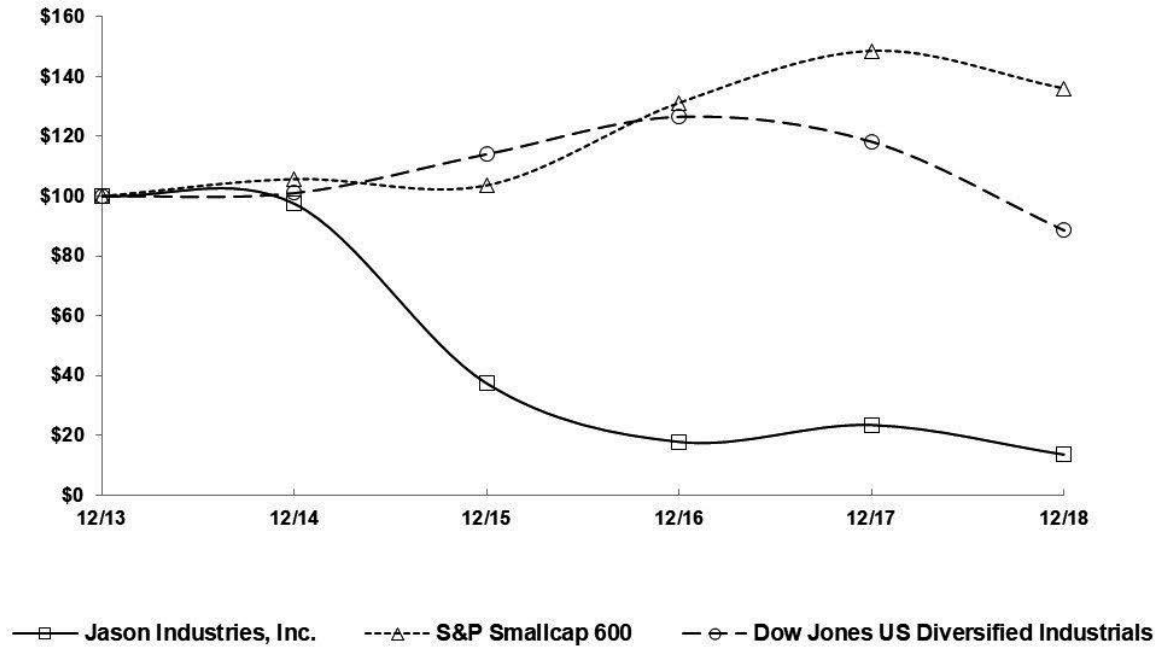
Comparative Share Performance Graph

The following information in this Item 5 is not deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A or 14C under the Securities Exchange Act of 1934 or to the liabilities of Section 18 of the Securities Exchange Act of 1934, and will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent the Company specifically incorporates it by reference into such a filing.

The following graph shows a comparison of cumulative total shareholder return, calculated on a dividend reinvested basis, for (1) the Company's common stock, (2) the Standard & Poor's SmallCap 600 Index, and (3) the Dow Jones U.S. Diversified Industrials Index, for the five-year period ended December 31, 2018. The graph assumes the value of the investment in our common stock and each index was \$100.00 on December 31, 2013 and that all dividends were reinvested. Note that historic stock price performance is not necessarily indicative of future stock price performance.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Among Jason Industries, Inc., the S&P Smallcap 600 Index
and the Dow Jones US Diversified Industrials Index



	12/31/2013	12/31/2014	12/31/2015	12/31/2016	12/31/2017	12/31/2018
Jason Industries, Inc.	\$ 100.00	\$ 97.52	\$ 37.43	\$ 17.82	\$ 23.47	\$ 13.56
S&P SmallCap 600	\$ 100.00	\$ 105.76	\$ 103.67	\$ 131.20	\$ 148.56	\$ 135.96
Dow Jones US Diversified Industrials	\$ 100.00	\$ 101.05	\$ 114.02	\$ 126.52	\$ 118.18	\$ 88.53

ITEM 6. SELECTED FINANCIAL DATA

The selected financial data as of December 31, 2018 and 2017, and for the years ended December 31, 2018, 2017 and 2016 have been derived from Jason Industries' audited consolidated financial statements, including the notes thereto, appearing elsewhere in this Annual Report on Form 10-K/A. Such consolidated financial data reflects the correction of an error discussed in the Explanatory Note to this Form 10-K/A and in Note 2, "Restatement of Previously Reported Financial Information". The selected financial data as of and for the year ended December 31, 2015, for the period June 30, 2014 through December 31, 2014 and the period January 1, 2014 through June 29, 2014 have been derived from Jason's historical consolidated financial statements not included herein.

Upon completion of the Business Combination on June 30, 2014 (the "Closing Date"), the Company was identified as the acquirer for accounting purposes, and Jason is the acquiree and accounting predecessor. The Company's financial statement presentation distinguishes Jason as the "Predecessor" for periods prior to the Closing Date. The Company was subsequently re-established as Jason Industries, Inc. and is the "Successor" for periods after the Closing Date, which includes consolidation of Jason Industries, Inc. subsequent to the Business Combination on June 30, 2014. The acquisition was accounted for as a business combination using the acquisition method of accounting, and the Successor financial statements reflect a new basis of accounting that is based on the fair value of net assets acquired. As a result of the application of the acquisition method of accounting as of the effective time of the acquisition, the financial statements for the Predecessor period and for the Successor period are presented on a different basis and, therefore, are not comparable.

The historical results presented below are not necessarily indicative of the results to be expected for any future period. This information should be read in conjunction with "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the Company's consolidated financial statements and the related notes included elsewhere in this Annual Report on Form 10-K/A.

<i>(in thousands, except per share data)</i>	Successor					Predecessor
	Year Ended December 31,				June 30, 2014 Through December 31, 2014	January 1, 2014 Through June 29, 2014
	2018	2017	2016	2015		
	(Restated¹)					
Statement of Operations Data:						
Net sales	\$ 612,948	\$ 648,616	\$ 705,519	\$ 708,366	\$ 325,335	\$ 377,151
Cost of goods sold	486,668	517,764	574,412	561,076	270,676	294,175
Gross profit	126,280	130,852	131,107	147,290	54,659	82,976
Selling and administrative expenses	106,470	103,855	113,797	129,371	57,183	54,974
Impairment charges	—	—	63,285	94,126	—	—
(Gain) loss on disposals of property, plant and equipment - net	(1,142)	(759)	880	109	57	338
Restructuring	4,458	4,266	7,232	3,800	1,131	2,554
Transaction-related expenses	—	—	—	886	2,533	27,783
Operating income (loss)	16,494	23,490	(54,087)	(81,002)	(6,245)	(2,673)
Interest expense	(33,437)	(33,089)	(31,843)	(31,835)	(16,172)	(7,301)
Gain on extinguishment of debt	—	2,201	—	—	—	—
Equity income	1,024	952	681	884	381	831
Loss on divestiture	—	(8,730)	—	—	—	—
Gain from sale of joint ventures	—	—	—	—	—	3,508
Other income - net	654	319	900	97	167	107
Loss before income taxes	(15,265)	(14,857)	(84,349)	(111,856)	(21,869)	(5,528)
Tax benefit	(2,105)	(10,384)	(6,296)	(22,255)	(7,889)	(573)
Net loss	\$ (13,160)	\$ (4,473)	\$ (78,053)	\$ (89,601)	\$ (13,980)	\$ (4,955)
Less net gain (loss) attributable to noncontrolling interests	—	5	(10,818)	(15,143)	(2,362)	—
Net loss attributable to Jason Industries	\$ (13,160)	\$ (4,478)	\$ (67,235)	\$ (74,458)	\$ (11,618)	\$ (4,955)
Accretion of preferred stock dividends and redemption premium	4,070	3,783	3,600	3,600	1,810	—
Net loss available to common shareholders of Jason Industries	\$ (17,230)	\$ (8,261)	\$ (70,835)	\$ (78,058)	\$ (13,428)	\$ (4,955)
Loss per share: Basic and diluted	\$ (0.62)	\$ (0.32)	\$ (3.15)	\$ (3.53)	\$ (0.61)	\$ (4,955.00)
Weighted-average shares outstanding:						
Basic and diluted	27,595	26,082	22,507	22,145	21,991	1

<i>(in thousands)</i>	Successor				
	As of December 31,				
	2018	2017	2016	2015	2014
	(Restated¹)				
Consolidated Balance Sheet Data:					
Cash and cash equivalents	\$ 58,169	\$ 48,887	\$ 40,861	\$ 35,944	\$ 62,279
Total assets	503,597	546,323	583,836	697,092	788,733
Long-term debt	387,244	391,768	416,945	426,150	404,635
Total liabilities	511,380	540,639	586,978	612,098	606,058
Total stockholders' (deficit) equity	(7,783)	5,684	(3,142)	84,994	182,675

¹ Amounts have been restated for the correction of an error as described within Note 2, "Restatement of Previously Reported Financial Information".

ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of financial condition and results of operations of the Company should be read in conjunction with the consolidated financial statements for the years ended December 31, 2018, 2017 and 2016, including the notes thereto, included elsewhere in this Annual Report on Form 10-K/A. The Company’s actual results may not be indicative of future performance. This discussion and analysis contains forward-looking statements and involves numerous risks and uncertainties, including, but not limited to, those discussed in “Cautionary Note Regarding Forward-Looking Statements” and “Risk Factors” included in Part I, Item 1A or in other parts of this Annual Report on Form 10-K/A. Actual results may differ materially from those contained in any forward-looking statements.

This Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”) contains certain financial measures, in particular EBITDA and Adjusted EBITDA, which are not presented in accordance with accounting principles generally accepted in the United States of America (“GAAP”). These non-GAAP financial measures are being presented because management believes that they provide readers with additional insight into the Company’s operational performance relative to earlier periods and relative to its competitors. EBITDA and Adjusted EBITDA are key measures used by the Company to evaluate its performance. The Company does not intend for these non-GAAP financial measures to be a substitute for any GAAP financial information. Readers of this MD&A should use these non-GAAP financial measures only in conjunction with the comparable GAAP financial measures. Reconciliations of EBITDA and Adjusted EBITDA to net income, the most comparable GAAP measure, are provided in this MD&A.

Fiscal Year

The Company’s fiscal year ends on December 31. Throughout the year, the Company reports its results using a fiscal calendar whereby each three month quarterly reporting period is approximately thirteen weeks in length and ends on a Friday. The exceptions are the first quarter, which begins on January 1, and the fourth quarter, which ends on December 31. For 2018, the Company’s fiscal quarters were comprised of the three months ended March 30, June 29, September 28 and December 31. In 2017, the Company’s fiscal quarters were comprised of the three months ended March 31, June 30, September 29, and December 31.

Restatement of the Consolidated Financial Statements

During the first quarter of 2019, we identified an error in the income tax provision presented within the consolidated financial statements for the year ended December 31, 2018. As a result of this income tax error, which materially misstated the previously issued 2018 financial statements, the consolidated financial statements of the Company as of and for the year ended December 31, 2018 have been restated. This MD&A has been revised to reflect the restatement of the income tax provision. See the Explanatory Note to this Form 10-K/A and Note 2, “Restatement of Previously Reported Financial Information” in the notes to the consolidated financial statements for further information.

Overview

Jason Industries is a global industrial manufacturing company with significant market share positions in each of its four segments: finishing, components, seating, and acoustics. The Company provides critical components and manufacturing solutions to customers across a wide range of end markets, industries and geographies through its global network of 28 manufacturing facilities and 15 sales, administrative and/or warehouse facilities throughout the United States and 13 foreign countries. The Company has embedded relationships with long standing customers, superior scale and resources and specialized capabilities to design and manufacture specialized products on which our customers rely.

The Company focuses on markets with sustainable growth characteristics and where it is, or has the opportunity to become, the industry leader. The finishing segment focuses on the production of industrial brushes, polishing buffs and compounds, and abrasives that are used in a broad range of industrial and infrastructure applications. The components segment is a diversified manufacturer of expanded and perforated metal components and slip resistant surfaces. The seating segment supplies seating solutions to equipment manufacturers in the motorcycle, lawn and turf care, industrial, agricultural, construction and power sports end markets. The acoustics segment manufactures engineered non-woven, fiber-based acoustical products primarily for the automotive industry.

During the years ended December 31, 2018, 2017 and 2016, approximately 30%, 32% and 30%, respectively, of the Company’s sales were derived from customers outside the United States. As a diversified, global business, the Company’s operations are affected by worldwide, regional and industry-specific economic and political factors. The Company’s geographic and industry diversity, as well as the wide range of its products, help mitigate the impact of industry or economic fluctuations. Given the broad range of products manufactured and industries and geographies served, management primarily uses general economic trends to predict the overall outlook for the Company. The Company’s individual businesses monitor key competitors and customers, including, to the extent possible, their sales, to gauge relative performance and the outlook for the future.

General Market Conditions and Trends; Business Performance and Outlook

Demand for the Company's products was mixed in 2018 when compared with 2017, with higher sales in the finishing and seating segments, offset by lower sales in the acoustics segment. Sales in the components segment were consistent with the prior year. Demand was mixed in 2017 when compared with 2016, with higher sales in the finishing segment, offset by lower sales in the components, seating and acoustics segments.

Demand in the Company's finishing segment is largely dependent upon overall industrial production levels in the markets it serves. Management believes that gross domestic product ("GDP") and industrial production levels in the Company's served markets will continue to grow modestly in the near term. However, if there is no growth, or if GDP or production levels do not increase or shrink, there could be reduced demand for the finishing segment's products, which would have a material negative impact on the finishing segment's net sales and/or income from continuing operations.

Sales levels for the components segment are dependent upon new railcars built in the U.S., as well as general U.S. industrial production levels. Railcar production increased in 2018 compared to a decline in 2017, and management expects modest increase in demand in the near term. Management believes U.S. GDP and industrial production will grow modestly. However, if the North American rail industry declines or experiences less growth than anticipated, customers in-source production, and/or U.S. GDP is flat or shrinks, there could be reduced demand for the components segment's products, which would have a material negative impact on the components segment's net sales and/or income from continuing operations. During 2018, the Company announced that it would be exiting the non-core smart meter product line with final production and sales occurring in the fourth quarter of 2018. Sales in the components segment for 2019 will be negatively impacted by this exit as this product line generated \$21.8 million of sales in 2018.

The seating segment is principally impacted by demand from U.S.-based original equipment manufacturers serving the motorcycle, lawn and turf care, construction, agricultural and power sports market segments. In recent years, power sports production and the lawn and turf care equipment market have grown modestly, and global construction activity has improved. Management believes that, in the near term, power sports, construction and agriculture equipment industries will continue to show stability, while the lawn and turf care industry will experience normal seasonal demand, and the motorcycle industry will soften. However, if such industries weaken (or, in the case of the motorcycle industry, soften more than anticipated), there could be reduced demand for the seating segment's products, which would have a material negative impact on the seating segment's net sales and/or income from continuing operations.

Demand for products manufactured by the Company's acoustics segment is primarily influenced by production levels and mix of vehicles produced in the North American automobile industry. Management believes that North American automotive lightweight vehicle production, which peaked in 2016, decreased approximately 4% in 2017 and remained flat in 2018, will modestly cycle down over the next several years. In 2018, car production decreased 11% from 2017, while the production of light trucks and SUVs increased 4.8%. If the industry weakens more than anticipated, or if the mix of cars, light trucks, SUVs and vans that are produced shifts significantly, there could be reduced demand for the acoustics segment's products, which would have a material negative impact on the acoustics segment's net sales and/or income from continuing operations.

The Company expects overall market conditions to remain challenging due to macro-economic uncertainties and monetary and fiscal policies of countries where we do business. While individual businesses and end markets continue to experience volatility, the Company expects to benefit as general economic conditions in North America and Western Europe are expected to experience modest growth. Regarding economic conditions, as discussed above, we expect the following in the near term:

- modest global GDP growth;
- increasing global industrial production;
- slowing demand in the North American automotive industry;
- lower demand in the motorcycle industry;
- modest increase in demand in the North American rail industry;
- continued strength in the construction industry; and
- normal seasonal demand in the lawn and turf care market.

Strategic Initiatives

The Company's strategic initiatives support an overall capital allocation strategy that focuses on decreasing leverage through maximizing earnings and free cash flow. On March 1, 2016, the Company announced a global cost reduction and restructuring program designed to expand Adjusted EBITDA margins. To achieve this target, our strategic initiatives include:

Margin Expansion - The Company is focused on creating operational effectiveness at each of its business segments through deployment of lean principles and implementation of continuous operational improvement initiatives. While many of these activities have focused on implementing shop floor improvements, we have also targeted our selling and administrative functions in order to reduce the cost of serving our customers. The Company is also focused on improving profitability through an active evaluation of customer pricing and margins and a reduction in the number of parts and product variations that are produced. While these initiatives may result in lower overall sales, they are focused on creating shareholder value through higher margins and profitability, as well as lower inventory levels and working capital requirements.

Continued footprint rationalization - The Company serves its customers through a global network of manufacturing facilities, sales offices, warehouses and joint venture facilities throughout the United States and 13 foreign countries. The Company's geographic footprint has evolved over time with a focus on maximizing geographic coverage while optimizing costs. Over the past several years, the Company has closed several facilities in higher cost, mature markets and replaced them with facilities in higher growth, lower cost regions such as Mexico, India and Eastern Europe. The Company continuously evaluates its manufacturing footprint and utilization of manufacturing capacity. In recent years, the Company has completed or announced the consolidation of manufacturing facilities across its businesses. Reduction of fixed costs through optimization of manufacturing footprint and capacity will continue to be a driver of margin expansion and improving profitability.

In 2018, the Company closed the Richmond, Indiana manufacturing facility in the acoustics segment and the United Kingdom manufacturing facility in the seating segment. In 2017, the Company closed the finishing segment's Richmond, Virginia facility and moved the production to its existing facility in Richmond, Indiana. It also consolidated two facilities in Libertyville, Illinois in the components segment. In 2016, the Company wound down operations of the finishing segment facility in Brazil, and the components facility in Buffalo Grove, Illinois. The Company believes that geographic proximity to existing and potential customers provides logistical efficiencies, as well as important strategic and cost advantages, and has also taken steps to realign its footprint. The Company anticipates that costs associated with any future rationalization activities, as well as the capital required for any new facilities, will be funded by cash generated from operating activities.

Product Innovation - During the past several years, the Company's research and development activities have placed more focus on developing new products that are of higher value to our customers with superior performance over alternative and competitive products, thereby providing customers with a better value proposition. The Company believes that developing new and innovative products will allow it to deepen its value-added relationships with customers, open new opportunities for revenue generation, enhance pricing power and improve margins. This strategy has been particularly effective in the Company's acoustics segment where new fiber based products have been developed to capitalize on industry trends requiring quieter automobiles and products that meet end of vehicle life recycling standards and lower weight.

Acquisitions - The Company uses acquisitions to increase revenues with existing customers and to expand revenues to both new markets and customers. The Company intends to pursue acquisitions that are accretive to EBITDA (earnings before interest, income taxes, depreciation and amortization) margins post-synergies, have strategic focus that aligns with our core strategy and generate the appropriate estimated return on investment as part of our capital resource and allocation process.

Factors that Affect Operating Results

The Company's results of operations and financial performance are influenced by a number of factors, including the timing of new product introductions, general economic conditions and customer buying behavior. The Company's business is complex, with multiple segments serving a broad range of industries worldwide. The Company has manufacturing and sales facilities around the world, and it operates in numerous regulatory and governmental environments. Comparability of future results could be impacted by any number of unforeseen issues.

Key Events

In addition to the factors described above, the following strategic and operational events, which occurred during the years ended December 31, 2018, 2017 and 2016, affected the Company's results of operations:

Divestitures. On August 30, 2017, the Company completed the divestiture of the European operations within the acoustics segment located in Germany ("Acoustics Europe") for a net purchase price of \$8.1 million, which included cash of \$0.2 million, long-term debt assumed by the buyer of \$3.0 million and other purchase price adjustments. The divestiture resulted in an \$8.7 million pre-tax loss.

Tax Cuts and Jobs Act. On December 22, 2017, the President of the United States signed into law the Tax Reform Act. The legislation significantly changed U.S. tax law by, among other things, lowering corporate income tax rates, implementing a territorial tax system and imposing a repatriation tax on deemed repatriated earnings of foreign subsidiaries. The Tax Reform Act also added many new provisions including changes to bonus depreciation and the deductions for executive compensation and interest expense, among others. The Tax Reform Act permanently reduced the U.S. corporate income tax rate from a maximum of 35% to a flat 21% rate, effective January 1, 2018. See further discussion of the Tax Reform Act within "Consolidated Results of Operations" below.

Impairment charges. In performing the first step of the annual goodwill impairment test in the fourth quarter of 2016, the Company determined that the estimated fair values of the acoustics and components reporting units were lower than the carrying values of the respective reporting units, requiring further analysis under the second step of the impairment test. The decline in the estimated fair value of the acoustics reporting unit was primarily due to lower long-term revenue growth expectations resulting from the strategic review of capital allocation and investment priorities as compared to the Company's prior growth plan for the business. The fair value of the acoustics reporting unit was also negatively impacted by a projected cyclical decline in the North American automotive industry end-market. The decline in the estimated fair value of the components reporting unit was primarily due to lower long-term revenue expectations resulting from the annual budgeting and strategic planning process as compared to the Company's prior plan for the business, primarily due to projected longer-term weakness in the rail end-market.

In performing the second step of the impairment testing, the Company performed a theoretical purchase price allocation for the acoustics and components reporting units to determine the implied fair values of goodwill which were compared to the recorded amounts of goodwill for each reporting unit. Upon completion of the second step of the goodwill impairment test, the Company recorded non-cash goodwill impairment charges of \$63.0 million, representing full goodwill impairments of \$29.8 million and \$33.2 million in the acoustics and components reporting units, respectively. The goodwill impairment charges are recorded as impairment charges in the consolidated statements of operations.

In connection with the evaluation of the goodwill impairment in the acoustics and components reporting units, the Company assessed tangible and intangible assets for impairment prior to performing the first step of the goodwill impairment test. As a result of this analysis, the undiscounted future cash flows of each asset group within the reporting units exceeded the recorded carrying values of the net assets within each asset group, and as such, no non-cash impairment charges resulted from such assessment.

In connection with the goodwill impairment test in 2016, the Company engaged a third-party valuation firm to assist management with determining fair value estimates for the reporting units in the goodwill impairment test. The third-party valuation firm was also involved in estimating fair values of tangible and intangible assets used in the second step of the goodwill impairment test. In connection with obtaining an independent third-party valuation, management provided certain information and assumptions that were utilized in the fair value calculation. Significant assumptions used in determining reporting unit fair value include forecasted cash flows, revenue growth rates, adjusted EBITDA margins, weighted average cost of capital (discount rate), assumed tax treatment of a future sale of the reporting unit, terminal growth rates, capital expenditures, sales and EBITDA multiples used in the market approach, and the weighting of the income and market approaches. The fair value of the reporting units was determined using a weighted average of an income approach primarily based on the Company's three year strategic plan and a market approach based on implied valuation multiples of public company peer groups for each reporting unit. Both approaches were deemed equally relevant in determining reporting unit enterprise value, and as a result, weightings of 50 percent were used for each. This fair value determination was categorized as Level 3 in the fair value hierarchy.

Key Financial Definitions

Net sales. Net sales reflect the Company's sales of its products net of allowances for variable consideration, including rebates, discounts and product returns. Several factors affect net sales in any period, including general economic conditions, weather conditions, the timing of acquisitions and divestitures and the purchasing habits of its customers.

Cost of goods sold. Cost of goods sold includes all costs of manufacturing the products the Company sells. Such costs include direct and indirect materials, direct and indirect labor costs, including fringe benefits, supplies, utilities, depreciation, facility rent, insurance, pension benefits and other manufacturing related costs. The largest component of cost of goods sold is the cost of materials, which typically represents approximately 60% of net sales. Fluctuations in cost of goods sold are caused primarily by changes in sales levels, changes in the mix of products sold, productivity of labor, and changes in the cost of raw materials. In addition, following acquisitions, cost of goods sold will be impacted by step-ups in the value of inventories required in connection with the accounting for acquired businesses.

Selling and administrative expenses. Selling and administrative expenses primarily include the cost associated with the Company's sales and marketing, finance, human resources, and administration, engineering and technical services functions. Certain corporate level administrative expenses such as payroll and benefits, incentive compensation, travel, accounting, auditing and legal fees and certain other expenses are kept within its corporate results and not allocated to its business segments.

Impairment charges. As required by GAAP, when certain conditions or events occur, the Company recognizes impairment losses to reduce the carrying value of goodwill, other intangible assets and property, plant and equipment to their estimated fair values. During the year ended December 31, 2018, the Company recognized no impairment charges.

Gain (loss) on disposals of fixed assets-net. In the ordinary course of business, the Company disposes of fixed assets that are no longer required in its day to day operations with the intent of generating cash from those sales.

Restructuring. In the past several years, the Company has made changes to its worldwide manufacturing footprint to reduce its fixed cost base. These actions have resulted in employee severance and other related charges, changes in its operating cost structure, movement of manufacturing operations and product lines between facilities, exit costs for consolidation and closure of plant facilities, employee relocation and lease termination costs, and impairment charges. It is likely that the Company will incur such costs in future periods as well. These operational changes and restructuring costs affect comparability between periods and segments.

Interest expense. Interest expense consists of interest paid to the Company's lenders under its worldwide credit facilities, cash paid on interest rate hedge contracts and amortization of deferred financing costs.

Gain on extinguishment of debt. Gain on extinguishment of debt primarily consists of gains recorded related to the repurchases of second lien term loan debt, net of the associated write-off of previously unamortized debt discount and deferred financing costs on the second lien term loans related to the extinguishment.

Equity income. The Company maintains non-controlling interests in Asian joint ventures that are part of its finishing segment and records a proportional share in the earnings of these joint ventures as required by GAAP. The amount of equity income recorded is dependent upon the underlying financial results of the joint ventures.

Loss on divestiture. On August 30, 2017, the Company completed the divestiture of its Acoustics Europe business. The loss on divestiture relates to the excess of the net assets of the business over the sales price less costs to sell and recognition of cumulative foreign currency translation adjustments upon closing of the divestiture.

Other income-net. Other income is principally comprised of royalty income received from non-U.S. licensees, rental income from subleasing activities and the employee benefit plan non-service cost components of net periodic benefit costs.

Tax benefit. The Company's tax benefit is impacted by a number of factors, including the amount of taxable earnings derived in foreign jurisdictions with tax rates that are different than the U.S. federal statutory rate, state tax rates in the jurisdictions where the Company does business, tax minimization planning and its ability to utilize various tax credits and net operating loss carryforwards. Income tax expense also includes the impact of provision to return adjustments, changes in valuation allowances and changes in reserve requirements for unrecognized tax benefits. In 2017 and 2018, the income tax benefit was also impacted by the provisions of the Tax Reform Act.

Accretion of preferred stock dividends and redemption premium. The Company records accretion of preferred stock dividends to reflect cumulative dividends on its preferred stock. The redemption premium relates to the exchange of Series A Preferred Stock for common stock of Jason Industries, Inc. and represents the excess of the exchange conversion rate over the agreement conversion rate. The accretion amounts are subtracted from net loss to arrive at the net loss available to common shareholders for the purposes of calculating the Company's net loss per share available to common shareholders.

General Factors Affecting the Results of Continuing Operations

Foreign exchange. The Company has a significant portion of its operations outside of the U.S. As such, the results of the Company's operations are based on currencies other than the U.S. dollar. Changes in foreign currency exchange rates influence its financial results, and therefore the ability to compare results between periods and segments.

Seasonality. The Company's seating segment is subject to seasonal variation due to the markets it serves and the stocking requirements of its customers. The peak season has historically been during the period from November through May. Sales during these months are typically greater due to the shipments required to fill the inventory at retail stores and customer warehouses. There are, however, variations in the seasonal demands from year to year depending on weather, customer inventory levels, and model year changes. This seasonality and annual variations of this seasonality could impact the ability to compare results between time periods.

Consolidated Results of Operations

The following table sets forth our consolidated results of operations:

<i>(in thousands)</i>	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
	(Restated)		
Net sales	\$ 612,948	\$ 648,616	\$ 705,519
Cost of goods sold	486,668	517,764	574,412
Gross profit	126,280	130,852	131,107
Selling and administrative expenses	106,470	103,855	113,797
Impairment charges	—	—	63,285
(Gain) loss on disposals of property, plant and equipment - net	(1,142)	(759)	880
Restructuring	4,458	4,266	7,232
Operating income (loss)	16,494	23,490	(54,087)
Interest expense	(33,437)	(33,089)	(31,843)
Gain on extinguishment of debt	—	2,201	—
Equity income	1,024	952	681
Loss on divestiture	—	(8,730)	—
Other income - net	654	319	900
Loss before income taxes	(15,265)	(14,857)	(84,349)
Tax benefit	(2,105)	(10,384)	(6,296)
Net loss	\$ (13,160)	\$ (4,473)	\$ (78,053)
Less net gain (loss) attributable to noncontrolling interests	—	5	(10,818)
Net loss attributable to Jason Industries	\$ (13,160)	\$ (4,478)	\$ (67,235)
Accretion of preferred stock dividends and redemption premium	4,070	3,783	3,600
Net loss available to common shareholders of Jason Industries	\$ (17,230)	\$ (8,261)	\$ (70,835)
Total other comprehensive (loss) income	\$ (3,383)	\$ 12,232	\$ (6,475)

Other financial data: ⁽¹⁾

<i>(in thousands, except percentages)</i>	Year Ended December 31, 2018	Year Ended December 31, 2017	Increase/(Decrease)	
	(Restated)		\$	%
Consolidated				
Net sales	\$ 612,948	\$ 648,616	\$ (35,668)	(5.5)%
Net loss	(13,160)	(4,473)	8,687	194.2
Net loss as a % of net sales	2.1%	0.7%	140 bps	
Adjusted EBITDA	67,211	67,752	(541)	(0.8)
Adjusted EBITDA as a % of net sales	11.0%	10.4%	60 bps	

<i>(in thousands, except percentages)</i>	Year Ended December 31, 2017	Year Ended December 31, 2016	Increase/(Decrease)	
			\$	%
Consolidated				
Net sales	\$ 648,616	\$ 705,519	\$ (56,903)	(8.1)%
Net loss	(4,473)	(78,053)	(73,580)	(94.3)
Net loss as a % of net sales	0.7%	11.1%	(1,040) bps	
Adjusted EBITDA	67,752	64,160	3,592	5.6
Adjusted EBITDA as a % of net sales	10.4%	9.1%	130 bps	

⁽¹⁾ Adjusted EBITDA and Adjusted EBITDA as a % of net sales are financial measures that are not presented in accordance with GAAP. See “Key Measures the Company Uses to Evaluate Its Performance” below for our definition of Adjusted EBITDA and a reconciliation of Adjusted EBITDA to net income.

Year ended December 31, 2018 and the year ended December 31, 2017

Net sales. Net sales were \$612.9 million for the year ended December 31, 2018, a decrease of \$35.7 million, or 5.5%, compared with \$648.6 million for the year ended December 31, 2017, reflecting decreased net sales in the acoustics segment of \$44.6 million, partially offset by increased net sales in the finishing segment of \$7.4 million, the seating segment of \$1.2 million and the components segment of \$0.4 million. The decrease of \$44.6 million in the acoustics segment was partially due to a \$22.9 million decrease related to the sale of the Acoustics Europe business.

See “Segment Financial Data” within this Item 7, “Management’s Discussion and Analysis”, for further discussion on net sales for each segment.

Changes in foreign currency exchange rates compared with the U.S. dollar had a net positive impact of \$5.2 million on consolidated net sales during the year ended December 31, 2018 compared with 2017, positively impacting the finishing and seating segments’ net sales by \$4.6 million and \$0.6 million, respectively. This was due principally to the net weakening of the U.S. dollar against the Euro and British Pound during the year ended December 31, 2018.

Cost of goods sold. Cost of goods sold was \$486.7 million for the year ended December 31, 2018, compared with \$517.8 million for the year ended December 31, 2017. The decrease in cost of goods sold was primarily due to lower manufacturing costs in the acoustics segment due to lower volumes and the sale of the Acoustics Europe business of \$19.0 million, lower labor and material usage costs in the acoustics and seating segments as a result of operational efficiencies, lower repair and maintenance costs in the acoustics segment, and reduced costs resulting from the Company’s global cost reduction and restructuring program. The decrease was partially offset by increased cost of goods sold related to raw material inflation and higher freight costs across all segments, a \$3.8 million increase related to foreign currency exchange rates, higher labor and material usage costs in the components segment as result of operational inefficiencies and higher net sales volume in the finishing and seating segments.

The reduced costs resulting from the Company’s global cost reduction and restructuring program were due to lower manufacturing costs as a result of the closure of the Richmond, Virginia facility in the finishing segment, closure of the Richmond, Indiana facility in the acoustics segment and the wind down of a facility in Brazil in the finishing segment.

Gross profit. For the reasons described above, gross profit was \$126.3 million for the year ended December 31, 2018, compared with \$130.9 million for the year ended December 31, 2017.

Selling and administrative expenses. Selling and administrative expenses were \$106.5 million for the year ended December 31, 2018, compared with \$103.9 million for the year ended December 31, 2017, an increase of \$2.6 million.

The increase is primarily due to the acceleration of amortization expense of \$2.3 million on intangible assets in the components segment related to the exit from non-core product lines for smart utility meter subassemblies in 2018, increased share-based compensation expense of \$1.6 million, a \$1.1 million increase related to foreign currency exchange rates and higher headcount due to open positions in 2017 and in the finishing segment due to additional selling personnel in 2018. The increase was partially offset by reduced selling and administrative expenses in the acoustics segment due to the divestiture of the Acoustics Europe business of \$2.5 million and decreased incentive compensation of \$1.6 million.

Impairment charges. There were no non-cash impairment charges for the years ended December 31, 2018 and 2017.

(Gain) loss on disposals of property, plant and equipment—net. Gain on disposals of property, plant and equipment - net for the year ended December 31, 2018 was \$1.1 million, compared to \$0.8 million for the year ended December 31, 2017. The gain on disposals of property, plant and equipment - net for the year ended December 31, 2018 includes a gain of \$1.3 million on the sale of a building related to the closure of the seating segment’s U.K. facility, partially offset by a \$0.2 million loss from the disposition of equipment in connection with the consolidation of two U.S. facilities in the components segment. The gain on disposals of property, plant and equipment - net for the year ended December 31, 2017 includes a gain of \$0.5 million on the sale of a building related to the closure of the finishing segment’s Richmond, Virginia facility and a gain of \$0.4 million on the sale of equipment related to the closure of the components segment’s Buffalo Grove, Illinois facility. Changes in the level of fixed asset disposals are dependent upon a number of factors, including changes in the level of asset sales, operational restructuring activities, and capital expenditure levels.

Restructuring. Restructuring costs were \$4.5 million for the year ended December 31, 2018 compared to \$4.3 million for the year ended December 31, 2017. During 2018 and 2017, such costs primarily relate to actions resulting from the global cost reduction and restructuring program announced on March 1, 2016. During 2018, such costs were primarily move costs related to the consolidation of two U.S. facilities in the components segment, the closure of a U.S. facility in the acoustics segment, the closure of a U.S. facility in the finishing segment and the closure of a U.K. facility in the seating segment, partially offset by a reduction in expense as a result of the statute of limitations expiring on certain unasserted employment matter claims in Brazil that were reserved within the finishing segment. During 2017, such costs were primarily severance and

move costs related to the consolidation of two U.S. facilities in the components segment, the consolidation of two U.S. facilities in the finishing segment and the closure of a facility in Brazil in the finishing segment.

Interest expense. Interest expense was \$33.4 million for the year ended December 31, 2018 compared with \$33.1 million for the year ended December 31, 2017. The increase in interest expense primarily relates to higher interest rates for the year ended December 31, 2018 as compared to the year ended December 31, 2017, partially offset by a decrease in outstanding long-term debt balances. The effective interest rate on the Company's total outstanding indebtedness for the year ended December 31, 2018 was 8.2% as compared to 7.6% for the year ended December 31, 2017.

See "Senior Secured Credit Facilities" in the Liquidity and Capital Resources section of this MD&A for further discussion.

Gain on extinguishment of debt. Gain on extinguishment of debt was \$2.2 million for the year ended December 31, 2017 and relates to the repurchase of \$20.0 million of second lien term loans for \$16.8 million in the second and third quarters of 2017. In connection with the repurchase, the Company wrote off \$0.4 million of previously unamortized debt discount and \$0.4 million of previously unamortized deferred financing costs, which were recorded as a reduction to the gain on extinguishment of debt.

See "Senior Secured Credit Facilities" in the Liquidity and Capital Resources section of this MD&A for further discussion.

In the fourth quarter of 2017, the Company retired \$2.4 million of foreign debt with cash received from the sale of Acoustics Europe and incurred a \$0.2 million prepayment fee, which was recorded as an offset to the gain on extinguishment of debt.

Equity income. Equity income was \$1.0 million for both the years ended December 31, 2018 and 2017.

Loss on divestiture. Loss on divestiture was \$8.7 million for the year ended December 31, 2017. On August 30, 2017, the Company completed the divestiture of its Acoustics Europe business. The divestiture resulted in an \$8.7 million pre-tax loss.

See Note 4, "Divestiture" in the notes to the consolidated financial statements for further information.

Other income—net. Other income-net was \$0.7 million for the year ended December 31, 2018, compared with \$0.3 million for the year ended December 31, 2017. During 2018 and 2017, other income-net consisted of certain rental and royalty income streams. During 2018, other income-net also includes \$0.4 million of legal settlement income related to proceeds from a supplier claim in the seating segment associated with periods prior to the Company's go public business combination and \$0.1 million of employee benefit plan non-service costs.

Loss before income taxes. For the reasons described above, loss before income taxes was \$15.3 million for the year ended December 31, 2018 compared with \$14.9 million for the year ended December 31, 2017.

Tax benefit. The tax benefit was \$2.1 million for the year ended December 31, 2018, compared with \$10.4 million for the year ended December 31, 2017. The effective tax rate for the year ended December 31, 2018 was 13.8%, compared with 69.9% for the year ended December 31, 2017. The Company's tax benefit is impacted by a number of factors, including, among others, the amount of taxable income or loss at the U.S. federal statutory rate, the amount of taxable earnings derived in foreign jurisdictions in which the majority have tax rates higher than the U.S. federal statutory rate after enactment of the Tax Reform Act, permanent items, state tax rates in jurisdictions where we do business and the ability to utilize various tax credits and net operating loss carry forwards to reduce income tax expense. The income tax benefit also includes the impact of provision to return adjustments, adjustments to valuation allowances and reserve requirements for unrecognized tax positions. For the years ended December 31, 2018 and 2017, the tax benefit was impacted by the enactment of the Tax Reform Act.

The 2018 effective tax rate of 13.8% differs from the U.S. federal statutory rate of 21% due primarily to the provisions in the Tax Reform Act that require the Company to include in its U.S. income tax return foreign subsidiary earnings in excess of an allowable return on the foreign subsidiary's tangible assets which is referred to as the global intangible low-taxed income ("GILTI") provision. This provision resulted in an increase to the 2018 tax provision of \$2.1 million. Also impacting the effective tax rate are state taxes and the impact of higher foreign tax rates when compared to the 21% U.S. federal statutory tax rate (primarily in Germany and Mexico).

The 2017 effective tax rate of 69.9% differs from the U.S. federal statutory rate of 35% due primarily to the provision in the Tax Reform Act that reduces the U.S. federal income tax rate to 21% from 35% effective January 1, 2018, state tax benefits, the impact of lower foreign tax rates when compared to the 35% U.S. federal 2017 statutory tax rate (primarily in Germany and Mexico) and the reversal of the valuation allowance on the deferred tax assets at a foreign subsidiary. These items were partially offset by the impact of the tax on the one-time deemed mandatory repatriation of undistributed foreign

subsidiary earnings, change in assertion regarding permanent reinvestment of earnings in our wholly-owned foreign subsidiaries and the vesting and forfeiture of share-based compensation for which no tax benefit will be realized.

The Company recognized the provisional impact of the Tax Reform Act in its consolidated financial statements for the year ended December 31, 2017. As a result of the reduction in the U.S. corporate income tax rate from 35% to 21% under the Tax Reform Act, the Company revalued its ending net deferred tax liabilities at December 31, 2017 and recognized a provisional \$11.1 million tax benefit in the Company's consolidated statements of operations for the year ended December 31, 2017. The Company had an estimated \$54.5 million of undistributed foreign earnings and profits subject to the deemed mandatory repatriation and recognized a provisional \$5.3 million of income tax expense in the Company's consolidated statements of operations for the year ended December 31, 2017. During the year ended December 31, 2018, the Company finalized the accounting for these items and recorded an adjustment to reduce the amount of income tax expense attributable to the deemed mandatory repatriation of foreign subsidiary earnings and profits by \$0.5 million. The final adjustment required to revalue net deferred tax liabilities was immaterial.

See Note 14, "Income Taxes" in the consolidated financial statements for a complete reconciliation of the U.S. statutory tax rate to the effective tax rate and more information on the Tax Reform Act and tax events in 2018 and 2017 affecting each year's respective tax rates.

Net loss. For the reasons described above, net loss was \$13.2 million for the year ended December 31, 2018 compared with \$4.5 million for the year ended December 31, 2017.

Net gain (loss) attributable to noncontrolling interests. There was no net gain attributable to noncontrolling interests for the year ended December 31, 2018, compared with an immaterial net gain attributable to noncontrolling interests for the year ended December 31, 2017. Noncontrolling interests represented the Rollover Participants (as defined in "Item 1. Business") interest in JPHI which was reduced to 0% as of February 23, 2017.

See Note 11, "Shareholders' (Deficit) Equity" in the consolidated financial statements for further discussion.

Other comprehensive (loss) income. Other comprehensive loss was \$3.4 million for the year ended December 31, 2018 compared with an other comprehensive gain of \$12.2 million for the year ended December 31, 2017. The decrease was driven by less favorable foreign currency translation adjustments in 2018 compared to 2017 and less favorable employee retirement plan adjustments in 2018 compared to 2017, partially offset by the change in unrealized gains (losses) on cash flow hedges.

Other comprehensive loss for foreign currency translation adjustments was \$4.6 million for the year ended December 31, 2018 compared with other comprehensive income for foreign currency translation adjustments of \$10.5 million for the year ended December 31, 2017. Foreign currency translation adjustments are based on fluctuations in the value of foreign currencies (primarily the Euro) against the U.S. Dollar each period.

Employee retirement plan adjustments was a loss of \$0.2 million for the year ended December 31, 2018, compared with a gain of \$0.4 million for the year ended December 31, 2017. The employee retirement plan adjustments are based on actuarial valuations using a December 31 measurement date that include key assumptions regarding discount rates, expected returns on plan assets, retirement and mortality rates, future compensation increases, and health care cost trend rates. The employee retirement plan gain for the year ended December 31, 2017 primarily relates to actuarial gains recognized in U.S. pension and postretirement health care benefit plans within our finishing segment due to higher actual plan asset returns compared with the expected returns on plan assets and a decrease in expected future claim costs, respectively, partially offset by actuarial losses recognized in a German pension plan within our finishing segment due to an increase in future expected compensation.

Other comprehensive income for unrealized gains on cash flow hedges was \$1.3 million for both the year ended December 31, 2018 and 2017. The net change in unrealized gains on cash flow hedges is based on the changes in current interest rates and market expectations of the timing and amount of future interest rate changes. In both 2018 and 2017, the fair value of the hedging instruments increased, based on actual and future expectations for interest rate increases.

Adjusted EBITDA. For the year ended December 31, 2018, Adjusted EBITDA was \$67.2 million, or 11.0% of net sales, compared with \$67.8 million, or 10.4% of net sales, for the year ended December 31, 2017, a decrease of \$0.5 million. The decrease reflects lower Adjusted EBITDA in the acoustics segment of \$6.5 million and the components segment of \$0.1 million, partially offset by increased Adjusted EBITDA in the seating segment of \$3.4 million, the finishing segment of \$1.3 million and lower corporate expenses of \$1.4 million. The change in Adjusted EBITDA in the acoustics segment includes a \$2.1 million decrease from the sale of the Acoustics Europe business. Changes in foreign currency exchange rates compared with the U.S. dollar had a positive impact of \$0.7 million on consolidated Adjusted EBITDA for the year ended December 31, 2018 compared with the year ended December 31, 2017, positively impacting the finishing and seating segments' Adjusted EBITDA by \$0.6 million and \$0.1 million, respectively.

See “Segment Financial Data” within this Item 7, “Management’s Discussion and Analysis,” for further discussion on Adjusted EBITDA for each segment.

Year ended December 31, 2017 and the year ended December 31, 2016

Net sales. Net sales were \$648.6 million for the year ended December 31, 2017, a decrease of \$56.9 million, or 8.1%, compared with \$705.5 million for the year ended December 31, 2016, reflecting decreased net sales in the acoustics segment of \$43.3 million, the components segment of \$15.0 million and the seating segment of \$1.9 million, partially offset by increased net sales in the finishing segment of \$3.4 million.

The decrease of \$43.3 million in the acoustics segment was partially due to a \$10.5 million decrease related to the sale of the Acoustics Europe business. The decrease of \$15.0 million in the components segment was partially due to a decrease of \$8.9 million as a result of the strategic decision to discontinue certain product lines selling under the Assembled Products brand in 2016. The increase of \$3.4 million in the finishing segment was net of a \$4.7 million decrease associated with the wind down of a facility in Brazil.

Changes in foreign currency exchange rates compared with the U.S. dollar had a net positive impact of \$1.2 million on consolidated net sales during the year ended December 31, 2017 compared with 2016, positively impacting the finishing segment’s net sales by \$1.5 million and negatively impacting the seating segment’s net sales by \$0.3 million. This was due principally to the weakening of the U.S. dollar against the Euro during the year ended December 31, 2017.

See “Segment Financial Data” within Item 7, “Management’s Discussion and Analysis”, for further discussion on net sales for each segment.

Cost of goods sold. Cost of goods sold was \$517.8 million for the year ended December 31, 2017, compared with \$574.4 million for the year ended December 31, 2016. The decrease in cost of goods sold was primarily due to lower net sales volumes in the acoustics, components and seating segments, lower labor and material usage costs in the acoustics segment as a result of operational efficiencies, reduced costs resulting from the Company’s global cost reduction and restructuring program and decreased health care and workers compensation costs due to lower claims, partially offset by higher organic net sales volumes in the finishing segment, operational inefficiencies in the components and seating segments and a \$1.0 million negative impact related to foreign currency exchange rates.

The reduced costs resulting from the Company’s global cost reduction and restructuring program were due to lower manufacturing costs in the finishing segment as a result of the wind down of a facility in Brazil, lower manufacturing costs in the components segments due to the strategic decision to discontinue certain product lines selling under the Assembled Products brand in 2016 and lower manufacturing costs in the acoustics segment due to the sale of the Acoustics Europe business of \$7.8 million.

Gross profit. For the reasons described above, gross profit was \$130.9 million for the year ended December 31, 2017, compared with \$131.1 million for the year ended December 31, 2016.

Selling and administrative expenses. Selling and administrative expenses were \$103.9 million for the year ended December 31, 2017, compared with \$113.8 million for the year ended December 31, 2016, a decrease of \$9.9 million.

The decrease is primarily due to reduced selling and administrative expenses resulting from the Company’s global cost reduction and restructuring program of \$6.1 million, which includes \$3.1 million related to the closure of facilities in the components and finishing segments, as well as decreased corporate expenses of \$4.1 million primarily related to professional fees associated with supply chain consulting incurred in 2016, a decrease due to the sale of the Acoustics Europe business and a reduction of bad debt expenses of \$1.6 million due to improved collections. The decrease was partially offset by increased incentive compensation of \$4.4 million, an increase in share-based compensation expense of \$1.9 million, primarily due to a decrease in assumed vesting of Adjusted EBITDA based awards in the second quarter of 2016, which resulted in a \$2.5 million reversal of previously recorded expense, and a \$0.5 million negative impact related to foreign currency exchange rates.

Impairment charges. There were no non-cash impairment charges for the year ended December 31, 2017. Non-cash impairment charges for the year ended December 31, 2016 were \$63.3 million, primarily relating to charges of \$29.8 million and \$33.2 million for the impairment of goodwill in the acoustics and components segments, respectively.

See “Factors that Affect Operating Results - Key Events” in this MD&A and Note 8, “Goodwill and Other Intangible Assets” of the accompanying consolidated financial statements for further information.

(Gain) loss on disposals of property, plant and equipment-net. Gain on disposals of property, plant and equipment - net for the year ended December 31, 2017 was \$0.8 million, compared to a loss of \$0.9 million for the year ended December 31, 2016. The gain on disposals of property, plant and equipment - net for the year ended December 31, 2017 includes a gain of \$0.5 million on the sale of a building related to the closure of the finishing segment’s Richmond, Virginia facility and a gain of \$0.4 million on the sale of equipment related to the closure of the components segment’s Buffalo Grove, Illinois facility. The

loss on disposals of property, plant and equipment - net for the year ended December 31, 2016 includes a loss of \$0.6 million on a sale of a seating segment facility. Changes in the level of fixed asset disposals are dependent upon a number of factors, including changes in the level of asset sales, operational restructuring activities, and capital expenditure levels.

Restructuring. Restructuring costs were \$4.3 million for the year ended December 31, 2017 compared to \$7.2 million for the year ended December 31, 2016. During 2017 and 2016, such costs primarily relate to actions resulting from the global cost reduction and restructuring program announced on March 1, 2016. During 2017, such costs were primarily severance and move costs related to the consolidation of two U.S. facilities in the components segment, the consolidation of two U.S. facilities in the finishing segment and the closure of a facility in Brazil in the finishing segment. During 2016, such costs primarily related to severance actions in all segments, including costs related to the closure of the components segment's facility in Buffalo Grove, Illinois and the wind down of the finishing segment's facility in Brazil. Included within the restructuring costs for the wind down of the Brazil facility are charges related to a loss contingency for certain employment matter claims.

Interest expense. Interest expense was \$33.1 million for the year ended December 31, 2017 compared with \$31.8 million for the year ended December 31, 2016. The increase in interest expense for the year ended December 31, 2017 primarily relates to \$1.9 million recognized in 2017 related to the Company's interest rate swaps which were effective December 30, 2016. The effective interest rate on the Company's total outstanding indebtedness for the year ended December 31, 2017 was 7.6% as compared to 7.0% for the year ended December 31, 2016.

See "Senior Secured Credit Facilities" in the Liquidity and Capital Resources section of this MD&A for further discussion.

Gain on extinguishment of debt. Gain on extinguishment of debt was \$2.2 million for the year ended December 31, 2017. The gain on extinguishment of debt in 2017 relates to the repurchase of \$20.0 million of second lien term loans for \$16.8 million in the second and third quarters of 2017. In connection with the repurchase, the Company wrote off \$0.4 million of previously unamortized debt discount and \$0.4 million of previously unamortized deferred financing costs, which were recorded as a reduction to the gain on extinguishment of debt.

See "Senior Secured Credit Facilities" in the Liquidity and Capital Resources section of this MD&A for further discussion.

In the fourth quarter of 2017, the Company retired \$2.4 million of foreign debt with cash received from the sale of Acoustics Europe and incurred a \$0.2 million prepayment fee, which was recorded as an offset to the gain on extinguishment of debt.

Equity income. Equity income was \$1.0 million for the year ended December 31, 2017, compared with \$0.7 million for the year ended December 31, 2016.

Loss on divestiture. Loss on divestiture was \$8.7 million for the year ended December 31, 2017. On August 30, 2017, the Company completed the divestiture of its Acoustics Europe business. The divestiture resulted in an \$8.7 million pre-tax loss, of which \$7.9 million was recorded in the second quarter of 2017 when the business was classified as held for sale and written down to estimated fair value less costs to sell and \$0.8 million was recorded in the third quarter of 2017 based on changes in the net assets of the business and additional foreign currency translation adjustments upon closing of the divestiture.

See Note 4, "Divestiture" in the notes to the consolidated financial statements for further information.

Other income -net. Other income-net was \$0.3 million for the year ended December 31, 2017, compared with \$0.9 million for the year ended December 31, 2016. During 2017 and 2016, other income-net consisted of certain rental and royalty income streams. During 2016, other income-net also included other one-time transactions within our finishing segment.

Loss before income taxes. For the reasons described above, loss before income taxes was \$14.9 million for the year ended December 31, 2017 compared with \$84.3 million for the year ended December 31, 2016.

Tax benefit. The tax benefit was \$10.4 million for the year ended December 31, 2017, compared with \$6.3 million for the year ended December 31, 2016. The effective tax rate for the year ended December 31, 2017 was 69.9%, compared with 7.5% for the year ended December 31, 2016. The Company's tax benefit is impacted by a number of factors, including, among others, the amount of taxable income or loss at the U.S. federal statutory rate, the amount of taxable earnings derived in foreign jurisdictions that all have tax rates lower than the U.S. federal statutory rate prior to enactment of the Tax Reform Act, permanent items, state tax rates in jurisdictions where we do business and the ability to utilize various tax credits and net operating loss carry forwards to reduce income tax expense. The income tax benefit also includes the impact of provision to return adjustments, adjustments to valuation allowances and reserve requirements for unrecognized tax positions. For the year ended December 31, 2017, the tax benefit was impacted by the enactment of the Tax Reform Act.

The 2017 effective tax rate of 69.9% differs from the U.S. federal statutory rate of 35% due primarily to the provision in the Tax Reform Act that reduces the U.S. federal income tax rate to 21% from 35% effective January 1, 2018, state tax benefits, the impact of lower foreign tax rates when compared to the 35% U.S. federal 2017 statutory tax rate (primarily in Germany and Mexico) and the reversal of the valuation allowance on the deferred tax assets at a foreign subsidiary. These items were partially offset by the impact of the tax on the one-time deemed mandatory repatriation of undistributed foreign subsidiary earnings, change in assertion regarding permanent reinvestment of earnings in our wholly-owned foreign subsidiaries and the vesting and forfeiture of share-based compensation for which no tax benefit will be realized.

On December 22, 2017, the President of the United States signed into law comprehensive tax legislation commonly referred to as the Tax Reform Act. The legislation significantly changed U.S. tax law by lowering corporate income tax rates, implementing a territorial tax system and imposing a repatriation tax on deemed repatriated earnings of foreign subsidiaries, among others. The Tax Reform Act also added many new provisions including changes to bonus depreciation and the deductions for executive compensation and interest expense. The Tax Reform Act permanently reduces the U.S. corporate income tax rate from a maximum of 35% to a flat 21% rate, effective January 1, 2018.

The Company uses the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to reverse. As a result of the reduction in the U.S. corporate income tax rate from 35% to 21% under the Tax Reform Act, the Company revalued its ending net deferred tax liabilities at December 31, 2017 and recognized a provisional \$11.1 million tax benefit in the Company's consolidated statements of operations for the year ended December 31, 2017.

The Tax Reform Act provided for a one-time deemed mandatory repatriation of post-1986 undistributed foreign subsidiary earnings and profits through the year ended December 31, 2017. The Company had an estimated \$54.5 million of undistributed foreign earnings and profits subject to the deemed mandatory repatriation and recognized a provisional \$5.3 million of income tax expense in the Company's consolidated statements of operations for the year ended December 31, 2017. After the utilization of existing net operating loss carryforwards, the Company will not incur any U.S. federal cash taxes resulting from the deemed mandatory repatriation.

On December 22, 2017, the SEC staff issued Staff Accounting Bulletin No. 118 ("SAB 118") to address the application of U.S. GAAP in situations when a registrant does not have the necessary information available, prepared, or analyzed (including computations) in reasonable detail to complete the accounting for certain income tax effects of the Tax Reform Act. The Company recognized the provisional tax impacts related to deemed repatriated earnings and the revaluation of deferred tax assets and liabilities and included those estimated amounts in its consolidated financial statements for the year ended December 31, 2017.

The 2016 effective tax rate of 7.5% differs from the U.S. federal statutory rate of 35.0% due primarily to the impact of non-deductible impairment charges recorded for the components and acoustics segments, the change in assertion regarding permanent reinvestment of earnings in our non-majority joint venture holding and increases in valuation allowances, partially offset by state tax benefits, the impact of lower foreign tax rates when compared to the U.S. federal statutory tax rate (primarily in Germany and Mexico) and a reduction in the reserve for uncertain tax positions as a result of the lapsing of the statute of limitations in one of the Company's non U.S. tax jurisdictions. The change in assertion at the joint venture was driven by several factors. Prior to the second quarter of 2016, the Company had the ability and intent to block the payment of distributions; the Company changed its stance in the second quarter of 2016 to be open to joint venture distributions. This change coincided with the a re-evaluation of the joint venture partners during that quarter of the willingness and ability of the entity to distribute excess cash balances given the maturity, stability and revised growth expectations of the joint venture operations. The impact of this change in assertion was to reduce the income tax benefit for the year ended December 31, 2016 by \$2.9 million.

See Note 14, "Income Taxes" in the consolidated financial statements for a complete reconciliation of the U.S. statutory tax rate to the effective tax rate and more information on tax events in 2017 and 2016 affecting each year's respective tax rates.

Net loss. For the reasons described above, net loss was \$4.5 million for the year ended December 31, 2017 compared with \$78.1 million for the year ended December 31, 2016.

Net gain (loss) attributable to noncontrolling interests. Net gain attributable to noncontrolling interests was immaterial for the year ended December 31, 2017, compared with a net loss attributable to noncontrolling interests of \$10.8 million for the year ended December 31, 2016. Noncontrolling interests represented the Rollover Participants interest in JPHI which was reduced to 0% as of February 23, 2017.

See Note 11, "Shareholders' (Deficit) Equity" in the consolidated financial statements for further discussion.

Other comprehensive (loss) income. Other comprehensive income was \$12.2 million for the year ended December 31, 2017 compared with an other comprehensive loss of \$6.5 million for the year ended December 31, 2016. The increase was driven by more favorable foreign currency translation adjustments in 2017 compared to 2016, the change in unrealized gains (losses) on cash flow hedges and employee retirement plan adjustments.

Foreign currency translation adjustments are based on fluctuations in the value of foreign currencies (primarily the Euro) against the U.S. Dollar each period.

Other comprehensive income for unrealized gains (losses) on cash flow hedges increased for the year ended December 31, 2017 as compared to the year ended December 31, 2016 due to a shift from an unrealized loss to an unrealized gain position on cash flow hedges in 2017 compared to an increase in the unrealized loss position on cash flow hedges in 2016. The net change in unrealized gains (losses) on cash flow hedges is based on the changes in current interest rates and market expectations of the timing and amount of future interest rate changes. In 2017, the hedging instruments shifted to a net gain position, based on future expectations for interest rate increases.

Employee retirement plan adjustments was a gain of \$0.4 million for the year ended December 31, 2017, compared with a loss of \$0.6 million for the year ended December 31, 2016. The employee retirement plan adjustments are based on actuarial valuations using a December 31 measurement date that include key assumptions regarding discount rates, expected returns on plan assets, retirement and mortality rates, future compensation increases, and health care cost trend rates. The employee retirement plan gain for the year ended December 31, 2017 primarily related to actuarial gains recognized in U.S. pension and postretirement health care benefit plans within our finishing segment due to higher actual plan asset returns compared with the expected returns on plan assets and a decrease in expected future claim costs, respectively, partially offset by actuarial losses recognized in a German pension plan within our finishing segment due to an increase in future expected compensation. The employee retirement plan loss for the year ended December 31, 2016 primarily related to actuarial losses recognized in a UK pension plan within our finishing segment related to decreasing discount rates.

Adjusted EBITDA. For the year ended December 31, 2017, Adjusted EBITDA was \$67.8 million, or 10.4% of net sales, compared with \$64.2 million, or 9.1% of net sales, for the year ended December 31, 2016, an increase of \$3.6 million. The increase reflects higher Adjusted EBITDA in the finishing segment of \$3.5 million, the seating segment of \$0.2 million, the acoustics segment of \$0.1 million and lower corporate expenses of \$4.1 million, partially offset by decreased Adjusted EBITDA in the components segment of \$4.4 million. The change in Adjusted EBITDA in the acoustics segment includes a \$1.2 million decrease from the sale of the Acoustics Europe business. Changes in foreign currency exchange rates compared with the U.S. dollar had a positive impact of \$0.1 million on consolidated adjusted EBITDA for the year ended December 31, 2017 compared with the year ended December 31, 2016.

See “Segment Financial Data” within this MD&A for further discussion on Adjusted EBITDA for each segment.

Key Measures the Company Uses to Evaluate Its Performance

EBITDA and Adjusted EBITDA. The Company uses “Adjusted EBITDA” as the primary measure of profit or loss for the purposes of assessing the operating performance of its segments. The Company defines EBITDA as net income (loss) before interest expense, provision (benefit) for income taxes, depreciation and amortization. The Company defines Adjusted EBITDA as EBITDA, excluding the impact of operational restructuring charges and non-cash or non-operational losses or gains, including goodwill and long-lived asset impairment charges, gains or losses on disposal of property, plant and equipment, divestitures and extinguishment of debt, integration and other operational restructuring charges, transactional legal fees, other professional fees, purchase accounting adjustments, and non-cash share based compensation expense.

Management believes that Adjusted EBITDA provides a more clear picture of the Company’s operating results by eliminating expenses and income that are not reflective of the underlying business performance. The Company uses this metric to facilitate a comparison of the Company’s operating performance on a consistent basis from period to period and to analyze the factors and trends affecting its segments. The Company’s internal plans, budgets and forecasts use Adjusted EBITDA as a key metric and the Company uses this measure to evaluate its operating performance and segment operating performance and to determine the level of incentive compensation paid to its employees.

The Senior Secured Credit Facilities (defined in Note 9, “Debt and Hedging Instruments”, and below) definition of EBITDA excludes income of partially owned affiliates, unless such earnings have been received in cash.

Set forth below is a reconciliation of Adjusted EBITDA to net loss (in thousands) (unaudited):

	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
	(Restated)		
Net loss	(13,160)	\$ (4,473)	\$ (78,053)
Tax benefit	(2,105)	(10,384)	(6,296)
Interest expense	33,437	33,089	31,843
Depreciation and amortization	42,604	38,934	44,041
EBITDA	<u>60,776</u>	<u>57,166</u>	<u>(8,465)</u>
Adjustments:			
Impairment charges ⁽¹⁾	—	—	63,285
Restructuring ⁽²⁾	4,458	4,266	7,232
Integration and other restructuring costs ⁽³⁾	410	(569)	1,980
Share-based compensation ⁽⁴⁾	2,709	1,119	(752)
(Gain) loss on disposals of property, plant and equipment - net ⁽⁵⁾	(1,142)	(759)	880
Gain on extinguishment of debt ⁽⁶⁾	—	(2,201)	—
Loss on divestiture ⁽⁷⁾	—	8,730	—
Total adjustments	<u>6,435</u>	<u>10,586</u>	<u>72,625</u>
Adjusted EBITDA	<u>\$ 67,211</u>	<u>\$ 67,752</u>	<u>\$ 64,160</u>

(1) Impairment charges for the year ended December 31, 2016 primarily relate to non-cash impairment of goodwill of \$29.8 million and \$33.2 million in the acoustics and components segments, respectively. See “Factors that Affect Operating Results - Key Events” within this MD&A and Note 8, “Goodwill and Other Intangible Assets” of the accompanying consolidated financial statements for further information.

(2) Restructuring includes costs associated with exit or disposal activities as defined by GAAP related to facility consolidation, including one-time employee termination benefits, costs to close facilities and relocate employees, and costs to terminate contracts other than capital leases. See Note 5, “Restructuring Costs” of the accompanying consolidated financial statements for further information.

(3) In 2018, integration and other restructuring costs included \$0.3 million for costs related to the exit of the non-core smart meter product line in the components segment, \$0.2 million for expected settlement costs related to a legal claim in the former Assembled Products business in the components segment associated with periods prior to the Company’s go public business combination, \$0.1 million related to legal entity restructuring activities and \$0.1 million associated with the insurance deductible related to a force majeure incident at a supplier in the seating segment. The supplier incident had resulted in incremental costs to maintain production throughout 2018, with such costs offset by insurance recoveries received during the third and fourth quarters of 2018. These costs were partially offset by \$0.4 million of legal settlement income related to proceeds from a supplier claim in the seating segment associated with periods prior to the Company’s go public business combination. Such costs are not included in restructuring for GAAP purposes.

In 2017, integration and restructuring costs includes the reversal of a liability recorded in acquisition accounting from the Business Combination in 2014. In 2016, integration and other restructuring costs includes costs associated with the start-up of new acoustics segment facilities in Warrensburg, Missouri and Richmond, Indiana. Additionally, the costs include a \$0.6 million reversal of a reserve related to the Newcomerstown fire recorded in acquisition accounting for the Business Combination in 2014 and \$0.7 million of charges recorded to reduce inventory balances to estimated net realizable value at our Brazil location within the finishing segment.

(4) Represents share-based compensation expense for awards under the Company’s 2014 Omnibus Incentive Plan. During 2016, share based compensation included \$2.5 million of income due to a decrease in assumed vesting levels of Adjusted EBITDA based awards. See Note 12, “Share-Based Compensation” of the accompanying consolidated financial statements for further information.

(5) (Gain) loss on disposals of property, plant and equipment - net for the year ended December 31, 2018 includes a gain of \$1.3 million on the sale of a building related to the closure of the seating segment’s U.K. facility, partially offset by a \$0.2 million loss from the disposition of equipment in connection with the consolidation of two U.S.

facilities in the components segment. Gain on disposals of property, plant and equipment - net for the year ended December 31, 2017 includes a gain of \$0.5 million on the sale of a building related to the closure of the finishing segment's Richmond, Virginia facility and a gain of \$0.4 million on the sale of equipment related to the closure of the components segment's Buffalo Grove, Illinois facility. Loss on disposals of property, plant and equipment - net for the year ended December 31, 2016 includes a loss of \$0.6 million on the sale of a seating segment facility.

- (6) Represents gains on extinguishment of Second Lien Term Loan debt, net of a prepayment fee to retire foreign debt in the fourth quarter of 2017. See Note 9, "Debt and Hedging Instruments" of the accompanying consolidated financial statements for further information.
- (7) On August 30, 2017, the Company completed the divestiture of its Acoustics Europe business. The divestiture resulted in an \$8.7 million pre-tax loss. See Note 4, "Divestiture" of the accompanying consolidated financial statements for further information.

Adjusted EBITDA percentage of net sales. Adjusted EBITDA as a percentage of net sales is an important metric that the Company uses to evaluate its operational effectiveness and business segments.

Segment Financial Data

The table below presents the Company's net sales, Adjusted EBITDA and Adjusted EBITDA as a percentage of net sales for each of its reportable segments for the years ended December 31, 2018 and 2017. The Company uses Adjusted EBITDA as the primary measure of profit or loss for purposes of assessing the operating performance of its segments. See "Key Measures the Company Uses to Evaluate Its Performance" above for our definition of Adjusted EBITDA and a reconciliation of the Company's consolidated Adjusted EBITDA to Net Loss, which is the nearest GAAP measure.

<i>(in thousands, except percentages)</i>	Year Ended		Increase/(Decrease)	
	December 31, 2018	December 31, 2017	\$	%
Finishing				
Net sales	\$ 207,637	\$ 200,284	\$ 7,353	3.7 %
Adjusted EBITDA	28,979	27,661	1,318	4.8
Adjusted EBITDA % of net sales	14.0%	13.8%	20 bps	
Components				
Net sales	\$ 83,028	\$ 82,621	\$ 407	0.5 %
Adjusted EBITDA	9,746	9,888	(142)	(1.4)
Adjusted EBITDA % of net sales	11.7%	12.0%	(30) bps	
Seating				
Net sales	\$ 160,322	\$ 159,129	\$ 1,193	0.7 %
Adjusted EBITDA	19,747	16,348	3,399	20.8
Adjusted EBITDA % of net sales	12.3%	10.3%	200 bps	
Acoustics				
Net sales	\$ 161,961	\$ 206,582	\$ (44,621)	(21.6)%
Adjusted EBITDA	20,868	27,341	(6,473)	(23.7)
Adjusted EBITDA % of net sales	12.9%	13.2%	(30) bps	
Corporate				
Adjusted EBITDA	\$ (12,129)	\$ (13,486)	\$ 1,357	10.1 %
Consolidated				
Net sales	\$ 612,948	\$ 648,616	\$ (35,668)	(5.5)%
Adjusted EBITDA	67,211	67,752	(541)	(0.8)
Adjusted EBITDA % of net sales	11.0%	10.4%	60 bps	

The table below presents the Company's net sales, Adjusted EBITDA and Adjusted EBITDA as a percentage of net sales for each of its reportable segments for the years ended December 31, 2017 and 2016.

<i>(in thousands, except percentages)</i>	Year Ended		Increase/(Decrease)	
	December 31,	December 31,	\$	%
	2017	2016		
Finishing				
Net sales	\$ 200,284	\$ 196,883	\$ 3,401	1.7 %
Adjusted EBITDA	27,661	24,200	3,461	14.3
Adjusted EBITDA % of net sales	13.8%	12.3%	150 bps	
Components				
Net sales	\$ 82,621	\$ 97,667	\$ (15,046)	(15.4)%
Adjusted EBITDA	9,888	14,249	(4,361)	(30.6)
Adjusted EBITDA % of net sales	12.0%	14.6%	(260) bps	
Seating				
Net sales	\$ 159,129	\$ 161,050	\$ (1,921)	(1.2)%
Adjusted EBITDA	16,348	16,122	226	1.4
Adjusted EBITDA % of net sales	10.3%	10.0%	30 bps	
Acoustics				
Net sales	\$ 206,582	\$ 249,919	\$ (43,337)	(17.3)%
Adjusted EBITDA	27,341	27,202	139	0.5
Adjusted EBITDA % of net sales	13.2%	10.9%	230 bps	
Corporate				
Adjusted EBITDA	\$ (13,486)	\$ (17,613)	\$ 4,127	23.4 %
Consolidated				
Net sales	\$ 648,616	\$ 705,519	\$ (56,903)	(8.1)%
Adjusted EBITDA	67,752	64,160	3,592	5.6
Adjusted EBITDA % of net sales	10.4%	9.1%	130 bps	

Finishing Segment

<i>(in thousands, except percentages)</i>	Year Ended		Increase/(Decrease)	
	December 31,	December 31,	\$	%
	2018	2017		
Net sales	\$ 207,637	\$ 200,284	\$ 7,353	3.7%
Adjusted EBITDA	28,979	27,661	1,318	4.8
Adjusted EBITDA % of net sales	14.0%	13.8%	20 bps	

For the year ended December 31, 2018, net sales were \$207.6 million, an increase of \$7.4 million, or 3.7%, compared with \$200.3 million for the year ended December 31, 2017. On a constant currency basis (net positive currency impact of \$4.6 million for the year ended December 31, 2018), revenues increased by \$2.8 million for the year ended December 31, 2018. Excluding currency impact, the increase in net sales for the year ended December 31, 2018 was primarily due to increases in volume in industrial end markets globally and increased pricing, partially offset by a \$0.6 million decrease associated with the wind down of the finishing segment's facility in Brazil and decreases in volume associated with strategic decisions related to exiting unprofitable customers and products.

Adjusted EBITDA for the year ended December 31, 2018 increased \$1.3 million to \$29.0 million (14.0% of net sales) from \$27.7 million (13.8% of net sales) for the year ended December 31, 2017. On a constant currency basis (net positive impact of \$0.6 million for the year ended December 31, 2018), Adjusted EBITDA increased \$0.7 million for the year ended December 31, 2018. Excluding currency impact, the increase in Adjusted EBITDA for the year ended December 31, 2018 was primarily due to increases in sales volume in industrial end markets globally, increased pricing and decreased incentive compensation, partially offset by increased compensation costs due to additional selling personnel in 2018 supporting commercial growth initiatives, raw material inflation, increased freight costs and increased manufacturing costs due to operational inefficiencies related to the Richmond, Virginia plant closure and move of production to the Richmond, Indiana facility.

	Year Ended	Year Ended	Increase/(Decrease)	
	December 31, 2017	December 31, 2016	\$	%
<i>(in thousands, except percentages)</i>				
Net sales	\$ 200,284	\$ 196,883	\$ 3,401	1.7%
Adjusted EBITDA	27,661	24,200	3,461	14.3
Adjusted EBITDA % of net sales	13.8%	12.3%	150 bps	

For the year ended December 31, 2017, net sales were \$200.3 million, an increase of \$3.4 million, or 1.7%, compared with \$196.9 million for the year ended December 31, 2016. On a constant currency basis (net positive currency impact of \$1.5 million for the year ended December 31, 2017), revenues increased by \$1.9 million for the year ended December 31, 2017. Excluding currency impact, the increase in net sales for the year ended December 31, 2017 was primarily due to increases in demand from industrial end markets in Europe and North America, partially offset by a \$4.7 million decrease associated with the wind down of the finishing segment's facility in Brazil and decreases in volume associated with strategic decisions related to exiting unprofitable customers and products.

Adjusted EBITDA for the year ended December 31, 2017 increased \$3.5 million to \$27.7 million (13.8% of net sales) from \$24.2 million (12.3% of net sales) for the year ended December 31, 2016. Changes in foreign currency exchange rates did not significantly impact Adjusted EBITDA. The increase in Adjusted EBITDA for the year ended December 31, 2017 primarily resulted from increases in sales volume to industrial end markets in Europe and North America, savings in selling and administrative expenses as a result of the Company's global cost reduction and restructuring program and other spending controls, partially offset by increased incentive compensation.

Components Segment

	Year Ended	Year Ended	Increase/(Decrease)	
	December 31, 2018	December 31, 2017	\$	%
<i>(in thousands, except percentages)</i>				
Net sales	\$ 83,028	\$ 82,621	\$ 407	0.5%
Adjusted EBITDA	9,746	9,888	(142)	(1.4)
Adjusted EBITDA % of net sales	11.7%	12.0%	(30) bps	

For the year ended December 31, 2018, net sales were \$83.0 million, an increase of \$0.4 million or 0.5%, compared with \$82.6 million for the year ended December 31, 2017. The increase in net sales was primarily due to increased pricing and higher sales volumes in smart utility meters in connection with the phase out of this product line, partially offset by lower sales volumes in rail and perforated and expanded metal products.

Adjusted EBITDA decreased \$0.1 million, or 1.4%, for the year ended December 31, 2018 to \$9.7 million (11.7% of net sales) compared to \$9.9 million (12.0% of net sales) for the year ended December 31, 2017. The decrease in Adjusted EBITDA for the year ended December 31, 2018 primarily resulted from raw material inflation for steel, lower sales volumes in rail and perforated and expanded metal products, increased freight costs and higher labor and material usage costs as result of operational inefficiencies, partially offset by increased pricing, decreased incentive compensation and reduced manufacturing costs due to continuous improvement initiatives.

	Year Ended	Year Ended	Increase/(Decrease)	
	December 31, 2017	December 31, 2016	\$	%
<i>(in thousands, except percentages)</i>				
Net sales	\$ 82,621	\$ 97,667	\$ (15,046)	(15.4)%
Adjusted EBITDA	9,888	14,249	(4,361)	(30.6)
Adjusted EBITDA % of net sales	12.0%	14.6%	(260) bps	

For the year ended December 31, 2017, net sales were \$82.6 million, a decrease of \$15.0 million or 15.4%, compared with \$97.7 million for the year ended December 31, 2016. The decrease in net sales was primarily due to a decrease of \$8.9 million as a result of the strategic decision to discontinue certain product lines selling under the Assembled Products brand in 2016 and lower sales volumes in the rail market.

Adjusted EBITDA decreased \$4.4 million, or 30.6%, for the year ended December 31, 2017 to \$9.9 million (12.0% of net sales) compared to \$14.2 million (14.6% of net sales) for the year ended December 31, 2016. The decrease in Adjusted EBITDA for the year ended December 31, 2017 primarily resulted from lower volume in the rail market and unfavorable product mix, increases in raw material prices primarily due to steel purchases, lower labor productivity on decreased volumes and increased incentive compensation due to increased attainment percentages, partially offset by decreased selling and administrative expenses from other spending controls and \$0.9 million as a result of the strategic decision to discontinue certain product lines selling under the Assembled Products brand in 2016 that were not profitable.

Seating Segment

(in thousands, except percentages)

	Year Ended December 31, 2018	Year Ended December 31, 2017	Increase/(Decrease)	
	\$	\$	\$	%
Net sales	\$ 160,322	\$ 159,129	\$ 1,193	0.7%
Adjusted EBITDA	19,747	16,348	3,399	20.8
Adjusted EBITDA % of net sales	12.3%	10.3%	200 bps	

For the year ended December 31, 2018, net sales were \$160.3 million, an increase of \$1.2 million, or 0.7%, compared with \$159.1 million for the year ended December 31, 2017. On a constant currency basis (net positive currency impact of \$0.6 million for the year ended December 31, 2018), revenues increased by \$0.6 million for the year ended December 31, 2018. The increase in net sales for the year ended December 31, 2018 was primarily due to increases in sales volume in the construction and agriculture markets and improved pricing, partially offset by a decrease in sales volume in the motorcycle market and lower volume in the turf care market due to a late start to spring resulting in a shortened selling season.

For the year ended December 31, 2018, Adjusted EBITDA was \$19.7 million (12.3% of net sales), compared to \$16.3 million (10.3% of net sales) for the year ended December 31, 2017. On a constant currency basis (net positive currency impact of \$0.1 million for the year ended December 31, 2018), Adjusted EBITDA increased by \$3.3 million for the year ended December 31, 2018. The increase in Adjusted EBITDA for the year ended December 31, 2018 was primarily due to improved pricing, increased sales volume in the construction and agriculture markets and lower material usage and labor costs from continuous improvement projects, partially offset by decreased sales volume in the motorcycle and turf care markets, increased incentive compensation, raw material inflation and higher freight costs.

	Year Ended December 31, 2017	Year Ended December 31, 2016	Increase/(Decrease)	
	\$	\$	\$	%
Net sales	\$ 159,129	\$ 161,050	\$ (1,921)	(1.2)%
Adjusted EBITDA	16,348	16,122	226	1.4
Adjusted EBITDA % of net sales	10.3%	10.0%	30 bps	

For the year ended December 31, 2017, net sales were \$159.1 million, a decrease of \$1.9 million, or 1.2%, compared with \$161.1 million for the year ended December 31, 2016. On a constant currency basis (net negative currency impact of \$0.3 million for the year ended December 31, 2017), revenues decreased by \$1.6 million for the year ended December 31, 2017. The decrease in net sales for the year ended December 31, 2017 was primarily due to decreases in volume in the turf care, motorcycle and power sports markets, partially offset by an increase in volume in the construction market and higher pricing.

For the year ended December 31, 2017, Adjusted EBITDA was \$16.3 million (10.3% of net sales), compared to \$16.1 million (10.0% of net sales) for the year ended December 31, 2016. Changes in foreign currency exchange rates did not significantly impact Adjusted EBITDA. The increase in Adjusted EBITDA for the year ended December 31, 2017 was primarily due to savings in cost of goods sold and selling and administrative expenses resulting from the Company's global cost reduction program, supply chain initiatives, improved pricing, and other spending controls, partially offset by decreased sales volume and operational inefficiencies resulting in higher material usage and increased freight costs.

Acoustics Segment

(in thousands, except percentages)

	Year Ended December 31, 2018	Year Ended December 31, 2017	Increase/(Decrease)	
	\$	\$	\$	%
Net sales	\$ 161,961	\$ 206,582	\$ (44,621)	(21.6)%
Adjusted EBITDA	20,868	27,341	(6,473)	(23.7)
Adjusted EBITDA % of net sales	12.9%	13.2%	(30) bps	

For the year ended December 31, 2018, net sales were \$162.0 million, a decrease of \$44.6 million, or 21.6%, compared with \$206.6 million for the year ended December 31, 2017. Changes in foreign currency exchange rates did not significantly impact net sales. The decrease was primarily due to \$22.9 million of lower sales as a result of the divestiture of the Acoustics Europe business in August 2017, a net decrease in vehicle platforms, a decrease in demand for car platforms due to a shift from passenger cars to light trucks and sport utility vehicles and lower pricing on existing platforms.

For the year ended December 31, 2018, Adjusted EBITDA was \$20.9 million (12.9% of net sales), compared with \$27.3 million (13.2% of net sales) for the year ended December 31, 2017. Changes in foreign currency exchange rates did not significantly impact Adjusted EBITDA. The decrease in Adjusted EBITDA for the year ended December 31, 2018 was primarily due to lower sales volumes, lower pricing on existing platforms, raw material inflation, higher freight costs, increased manufacturing costs due to operational inefficiencies related to the Richmond, Indiana plant consolidation and \$2.1 million due

to the divestiture of the Acoustics Europe business, partially offset by lower material usage and labor costs as a result of operational continuous improvement initiatives, lower repair and maintenance costs and decreased incentive compensation.

<i>(in thousands, except percentages)</i>	Year Ended December 31, 2017	Year Ended December 31, 2016	Increase/(Decrease)	
			\$	%
Net sales	\$ 206,582	\$ 249,919	\$ (43,337)	(17.3)%
Adjusted EBITDA	27,341	27,202	139	0.5
Adjusted EBITDA % of net sales	13.2%	10.9%	230 bps	

For the year ended December 31, 2017, net sales were \$206.6 million, a decrease of \$43.3 million, or 17.3%, compared with \$249.9 million for the year ended December 31, 2016. Changes in foreign currency exchange rates did not significantly impact net sales. The decrease was primarily due to lower overall North American vehicle demand and a significant decrease in demand for car platforms due to a shift from cars to light trucks and sport utility vehicles. The decrease was also due to \$10.5 million of lower sales as a result of the sale of the Acoustics Europe business which was sold on August 30, 2017, lower sales volumes as a result of a net decrease in vehicle platforms, and nonrecurring 2016 sales volumes related to a competitor bankruptcy.

For the year ended December 31, 2017, Adjusted EBITDA was \$27.3 million (13.2% of net sales), compared with \$27.2 million (10.9% of net sales) for the year ended December 31, 2016. Changes in foreign currency exchange rates did not significantly impact Adjusted EBITDA. The increase in Adjusted EBITDA for the year ended December 31, 2017 was primarily due to savings in cost of goods sold from lower labor costs and lower material usage costs from improved production efficiencies and supply chain initiatives and savings in selling and administrative expenses resulting from the Company's global cost reduction programs and other spending controls. The increase in Adjusted EBITDA was partially offset by lower sales volumes, increased incentive compensation and \$1.2 million due to the sale of the Acoustics Europe business which was sold on August 30, 2017.

Corporate

<i>(in thousands, except percentages)</i>	Year Ended December 31, 2018	Year Ended December 31, 2017	Increase/(Decrease)	
			\$	%
Adjusted EBITDA	\$ (12,129)	\$ (13,486)	\$ 1,357	10.1%

Corporate expense is principally comprised of the costs of corporate operations, including the compensation and benefits of the Company's executive team and personnel responsible for treasury, finance, insurance, legal, information technology, human resources, tax compliance and planning and the administration of employee benefits. Corporate expense also includes third party legal, audit, tax and other professional fees and expenses, board of director compensation and expenses, and the operating costs of the corporate office.

The decrease of \$1.4 million in corporate expense for the year ended December 31, 2018 compared to the prior year primarily resulted from lower third party professional fees and decreased incentive compensation, partially offset by increased compensation costs due to higher headcount from open positions in 2017.

<i>(in thousands, except percentages)</i>	Year Ended December 31, 2017	Year Ended December 31, 2016	Increase/(Decrease)	
			\$	%
Adjusted EBITDA	\$ (13,486)	\$ (17,613)	\$ 4,127	23.4%

The decrease of \$4.1 million in corporate expense for the year ended December 31, 2017 compared to the prior year primarily resulted from \$2.8 million of non-recurring third-party professional fees associated with investments in manufacturing and supply chain improvement initiatives incurred during the year ended December 31, 2016, the transition of the Company's Chief Executive Officer and Chief Operating Officer and other spending controls, partially offset by increased incentive compensation.

Liquidity and Capital Resources

Background

The Company's primary sources of liquidity are cash generated from its operations, available cash and borrowings under its U.S. and foreign credit facilities. As of December 31, 2018, the Company had \$58.2 million of available cash, \$29.4 million of additional borrowings available under the revolving credit facility portion of its U.S. credit agreement, and \$11.8 million available under revolving loan facilities that the Company maintains outside the U.S. As of December 31, 2018, available borrowings under its U.S. revolving credit facility were reduced by outstanding letters of credit of \$4.9 million. Included in the Company's consolidated cash balance of \$58.2 million at December 31, 2018 is cash of \$34.9 million held at the Company's non-U.S. operations. These funds, with some restrictions and tax implications, are available for repatriation as deemed necessary by the Company. The Company's U.S. credit agreement and foreign revolving loan facilities are available for working capital requirements, capital expenditures and other general corporate purposes. We believe our existing cash on hand, expected future cash flows from operating activities, and additional borrowings available under our U.S. and foreign credit facilities provide sufficient resources to fund ongoing operating requirements as well as future capital expenditures, and debt service requirements.

As of December 31, 2017, the Company had \$48.9 million of available cash, \$33.9 million of additional borrowings available under the revolving credit facility portion of its U.S. credit agreement, and \$12.7 million available under short-term revolving loan facilities that the Company maintains outside the U.S. As of December 31, 2017, available borrowings under its U.S. revolving credit facility were reduced by outstanding letters of credit of \$6.1 million. Included in the Company's consolidated cash balance of \$48.9 million at December 31, 2017 was \$24.3 million of cash held at Jason's non-U.S. operations.

Indebtedness

As of December 31, 2018, the Company's total outstanding indebtedness of \$393.8 million was comprised of term loans outstanding under its Senior Secured Credit Facilities of \$375.7 million (net of a debt discount of \$2.7 million and deferred financing costs of \$4.1 million), various foreign bank term loans and revolving loan facilities of \$17.5 million and capital lease obligations of \$0.6 million. No borrowings were outstanding under the U.S. revolving loan facility portion of the Senior Secured Credit Facilities as of December 31, 2018.

As of December 31, 2017, the Company's total outstanding indebtedness of \$401.5 million was comprised of aggregate term loans outstanding under its Senior Secured Credit Facilities of \$378.8 million (net of a debt discount of \$3.6 million and deferred financing costs of \$5.6 million), various foreign bank term loans and revolving loan facilities of \$21.8 million and capital lease obligations of \$0.8 million. No amounts were outstanding under the revolving credit facility portion of the Senior Secured Credit Facilities as of December 31, 2017.

The Company maintains various bank term loan and revolving loan facilities outside the U.S. for local operating and investing needs. Borrowings under these facilities totaled \$17.5 million as of December 31, 2018, including borrowings of \$15.0 million incurred by the Company's subsidiaries in Germany, and borrowings totaled \$21.8 million as of December 31, 2017, including borrowings of \$18.0 million incurred by the Company's subsidiaries in Germany. The foreign debt obligations in Germany primarily relate to term loans within our finishing segment of \$15.0 million at December 31, 2018 and \$18.0 million at December 31, 2017. The borrowings bear interest at fixed and variable rates ranging from 2.1% to 4.7% and are subject to repayment in varying amounts through 2025.

Senior Secured Credit Facilities

General. On June 30, 2014, Jason Incorporated, as the borrower, entered into (i) the First Lien Credit Agreement, with Jason Partners Holdings Inc., Jason Holdings, Inc. I, a wholly-owned subsidiary of Jason Partners Holdings Inc. ("Intermediate Holdings"), the subsidiary guarantors party thereto and the several banks and other financial institutions or entities from time to time party thereto (the "First Lien Credit Agreement") and (ii) the Second Lien Credit Agreement, dated as of June 30, 2014, with Jason Partners Holdings Inc., Intermediate Holdings, the subsidiary guarantors party thereto and the several banks and other financial institutions or entities from time to time party thereto (the "Second Lien Credit Agreement" and, together with the First Lien Credit Agreement, the "Credit Agreements").

The First Lien Credit Agreement, as amended, provides for (i) term loans in the principal amount of \$310.0 million (the "First Lien Term Facility" and the loans thereunder the "First Lien Term Loans"), of which \$292.5 million is outstanding as of December 31, 2018, and (ii) a revolving loan of up to \$34.3 million (including revolving loans, a \$10.0 million swingline loan sublimit, and a \$12.5 million letter of credit sublimit) (the "Revolving Credit Facility"), in each case under the first lien senior secured loan facilities (the "First Lien Credit Facilities"). The Second Lien Credit Agreement provides for term loans in an aggregate principal amount of \$110.0 million, of which \$89.9 million is outstanding as of December 31, 2018, under the second lien senior secured term loan facility (the "Second Lien Term Facility" and the loans thereunder the "Second Lien Term Loans" and, the Second Lien Term Facility together with the First Lien Credit Facilities, the "Senior Secured Credit

Facilities”). During 2018, the Company amended its Revolving Credit Facility to extend the maturity date to June 30, 2020. The amendment reduced the borrowing capacity from \$40.0 million to \$34.3 million until June 30, 2019, and thereafter, \$30.0 million until June 30, 2020. In connection with the amendment, the Company paid deferred financing costs of \$0.6 million which have been recorded within other assets-net within the consolidated balance sheets.

The Revolving Credit Facility matures June 30, 2020, the First Lien Term Loans mature June 30, 2021 and the Second Lien Term Loans mature June 30, 2022. The principal amount of the First Lien Term Loans amortizes in quarterly installments equal to \$0.8 million, with the balance payable at maturity. Neither the Revolving Credit Facility nor the Second Lien Term Loans amortize, however each is repayable in full at maturity.

Security Interests. In connection with the Senior Secured Credit Facilities, Jason Partners Holdings Inc., Intermediate Holdings, Jason Incorporated and certain of Jason Incorporated’s subsidiaries (the “Subsidiary Guarantors”), entered into a (i) First Lien Security Agreement (the “First Lien Security Agreement”), dated as of June 30, 2014, and (ii) a Second Lien Security Agreement (the “Second Lien Security Agreement”, together with the First Lien Security Agreement, the “Security Agreements”), dated as of June 30, 2014. Pursuant to the Security Agreements, amounts borrowed under the Senior Secured Credit Facilities and any swap agreements and cash management arrangements provided by any lender party to the Senior Secured Credit Facilities or any of its affiliates are secured (i) with respect to the First Lien Credit Facilities, on a first priority basis and (ii) with respect to the Second Lien Term Facility, on a second priority basis, by a perfected security interest in substantially all of Jason Incorporated’s, Jason Partners Holdings Inc.’s, Intermediate Holdings’ and each Subsidiary Guarantor’s tangible and intangible assets (subject to certain exceptions), including U.S. registered intellectual property and all of the capital stock of each of Jason Incorporated’s direct and indirect wholly-owned material Restricted Subsidiaries (as defined in the Credit Agreements) (limited, in the case of foreign subsidiaries, to 65% of the capital stock of first tier foreign subsidiaries). In addition, pursuant to the Credit Agreements, Jason Partners Holdings Inc., Intermediate Holdings and the Subsidiary Guarantors guaranteed amounts borrowed under the Senior Secured Credit Facilities.

Interest Rate and Fees. At our election, the interest rate per annum applicable to the loans under the Senior Secured Credit Facilities is based on a fluctuating rate of interest determined by reference to either (i) a base rate determined by reference to the higher of (a) the “administrative agent’s prime rate”, (b) the federal funds effective rate plus 0.50% or (c) the Eurocurrency rate applicable for an interest period of one month plus 1.00%, plus an applicable margin equal to (x) 3.50% in the case of the First Lien Term Loans, (y) 2.25% in the case of the Revolving Credit Facility or (z) 7.00% in the case of the Second Lien Term Loans or (ii) a Eurocurrency rate determined by reference to the London Interbank Offered Rate (“LIBOR”), adjusted for statutory reserve requirements, plus an applicable margin equal to (x) 4.50% in the case of the First Lien Term Loans, (y) 3.25% in the case of the Revolving Credit Facility or (z) 8.00% in the case of the Second Lien Term Loans. Borrowings under the First Lien Term Facility and Second Lien Term Facility are subject to a floor of 1.00% in the case of Eurocurrency loans. The applicable margin for loans under the Revolving Credit Facility may be subject to adjustment based upon Jason Incorporated’s consolidated first lien net leverage ratio.

Interest Rate Hedge Contracts. To manage exposure to fluctuations in interest rates, the Company entered into forward interest rate swap agreements (“Swaps”) in 2015 with notional values totaling \$210.0 million at December 31, 2018 and December 31, 2017. The Swaps have been designated by the Company as cash flow hedges, and effectively fix the variable portion of interest rates on variable rate term loan borrowings at a rate of approximately 2.08% prior to financing spreads and related fees. The Swaps had a forward start date of December 30, 2016 and have an expiration date of June 30, 2020. As such, the Company began recognizing interest expense related to the interest rate hedge contracts in the first quarter of 2017. For the year ended December 31, 2018, the Company recognized \$0.2 million of interest income related to the Swaps. There was \$1.9 million interest expense recognized in 2017 and no interest expense recognized in 2016. Based on current interest rates, the Company expects to recognize interest income of \$1.5 million related to the Swaps in 2019.

The fair values of the Company’s Swaps are recorded on the consolidated balance sheets with the corresponding offset recorded as a component of accumulated other comprehensive loss. The net fair value of the Swaps was a net asset of \$1.9 million at December 31, 2018 and a net asset of \$0.1 million at December 31, 2017, respectively. See the amounts recorded on the consolidated balance sheets within the table below:

	December 31, 2018	December 31, 2017
Interest rate swaps:		
Recorded in other current assets	\$ 1,325	\$ —
Recorded in other assets - net	542	537
Recorded in other current liabilities	—	(458)
Total net asset derivatives designated as hedging instruments	<u>\$ 1,867</u>	<u>\$ 79</u>

Mandatory Prepayment. Subject to certain exceptions, the Senior Secured Credit Facilities are subject to mandatory prepayments in amounts equal to: (1) a percentage of the net cash proceeds from any non-ordinary course sale or other

disposition of assets (including as a result of casualty or condemnation) by Jason Incorporated or any of its Restricted Subsidiaries in excess of a certain amount and subject to customary reinvestment provisions and certain other exceptions; (2) 100% of the net cash proceeds from the issuance or incurrence of debt by Jason Incorporated or any of its Restricted Subsidiaries (other than indebtedness permitted by the Senior Secured Credit Facilities); and (3) 75% (with step-downs to 50%, 25% and 0% based upon achievement of specified consolidated first lien net leverage ratios under the First Lien Credit Facilities and specified consolidated total net leverage ratios under the Second Lien Term Facility) of annual excess cash flow, as defined, of Jason Incorporated and its Restricted Subsidiaries. Other than the payment of customary “breakage” costs, Jason Incorporated may voluntarily prepay outstanding loans at any time. For the year ended December 31, 2018, there is no required mandatory excess cash flow prepayment under the Senior Secured Credit Facilities. At December 31, 2017, a mandatory excess cash flow prepayment of \$2.5 million under the Senior Secured Credit Facilities was included within the current portion of long-term debt in the consolidated balance sheets. The mandatory prepayment of \$2.5 million was paid on April 6, 2018.

During 2017, the Company repurchased \$20.0 million of Second Lien Term Loans for \$16.8 million. In connection with the repurchase, the Company wrote off \$0.4 million of previously unamortized debt discount and \$0.4 million of previously unamortized deferred financing costs, which were recorded as a reduction to the gain on extinguishment of debt. The transactions resulted in a net gain of \$2.4 million, which has been recorded within the consolidated statements of operations.

In the fourth quarter of 2017, the Company utilized \$2.4 million of cash received during the third quarter from the sale of Acoustics Europe to retire foreign debt in Germany and incurred a \$0.2 million prepayment fee, which was recorded as an offset to the gain on extinguishment of debt.

Covenants. The Senior Secured Credit Facilities contain a number of customary affirmative and negative covenants that, among other things, limit or restrict the ability of Jason Incorporated and its Restricted Subsidiaries to: incur additional indebtedness (including guarantee obligations); incur liens; engage in mergers, consolidations, liquidations and dissolutions; sell assets; pay dividends and make other payments in respect of capital stock; make acquisitions, investments, loans and advances; pay and modify the terms of certain indebtedness; engage in certain transactions with affiliates; enter into negative pledge clauses and clauses restricting subsidiary distributions; and change its line of business, in each case, subject to certain limited exceptions.

In addition, under the Revolving Credit Facility, if the aggregate outstanding amount of all revolving loans, swingline loans and certain letter of credit obligations exceed \$10.0 million at the end of any fiscal quarter, Jason Incorporated and its Restricted Subsidiaries will be required to not exceed a consolidated first lien net leverage ratio, currently specified at 4.50 to 1.00, with a decrease to 4.25 to 1.00 on December 31, 2019 and remaining at that level thereafter. If such outstanding amounts do not exceed \$10.0 million at the end of any fiscal quarter, no financial covenants are applicable. As of December 31, 2018 the consolidated first lien net leverage ratio was 3.64 to 1.00 on a pro forma trailing twelve-month basis calculated in accordance with the respective provisions of the Credit Agreements which exclude the Second Lien Term Loans from the calculation of net debt (numerator) and allow the inclusion of certain pro forma adjustments and exclusion of certain specified or nonrecurring costs and expenses in calculating Adjusted EBITDA (denominator). The aggregate outstanding amount of all revolving loans, swingline loans and certain letters of credit was less than \$10.0 million at December 31, 2018. As of December 31, 2018, the Company was in compliance with the financial covenants contained in its credit agreements.

Events of Default. The Senior Secured Credit Facilities contain customary events of default, including nonpayment of principal, interest, fees or other amounts; material inaccuracy of a representation or warranty when made; violation of a covenant; cross-default to material indebtedness; bankruptcy events; inability to pay debts or attachment; material unsatisfied judgments; actual or asserted invalidity of any security document; and a change of control. Failure to comply with these provisions of the Senior Secured Credit Facilities (subject to certain grace periods) could, absent a waiver or an amendment from the lenders under such agreement, restrict the availability of the Revolving Credit Facility and permit the acceleration of all outstanding borrowings under the Credit Agreements.

Series A Preferred Stock

Holders of the 40,612 shares of Series A Preferred Stock are entitled to receive, when, as and if declared by the Company's Board of Directors, cumulative dividends at the rate of 8.0% per annum (the dividend rate) on the \$1,000 liquidation preference per share of the Series A Preferred Stock, payable quarterly in arrears on each dividend payment date. Dividends shall be paid in cash or, at the Company's option, in additional shares of Series A Preferred Stock or a combination thereof, and are payable on January 1, April 1, July 1, and October 1 of each year, commencing on the first such date after the date of the first issuance of the Series A Preferred Stock.

The Company paid the following dividends on the Series A Preferred Stock in additional shares of Series A Preferred Stock during the year ended December 31, 2018:

(in thousands, except share and per share amounts)

Payment Date	Record Date	Amount Per Share	Total Dividends Paid	Preferred Shares Issued
January 1, 2018	November 15, 2017	\$20.00	\$974	968
April 1, 2018	February 15, 2018	\$20.00	\$751	748
July 1, 2018	May 15, 2018	\$20.00	\$766	763
October 1, 2018	August 15, 2018	\$20.00	\$781	778

On November 1, 2018, the Company announced a \$20.00 per share dividend on its Series A Preferred Stock to be paid in additional shares of Series A Preferred Stock on January 1, 2019 to holders of record on November 15, 2018. As of December 31, 2018, the Company has recorded the 794 additional Series A Preferred Stock shares declared for the dividend of \$0.8 million within preferred stock in the consolidated balance sheets.

Seasonality and Working Capital

The Company uses net operating working capital ("NOWC"), a non-GAAP measure, as a percentage of the previous twelve months of net sales as a key indicator of working capital management. The Company defines this metric as the sum of trade accounts receivable and inventories less trade accounts payable as a percentage of net sales. NOWC as a percentage of trailing twelve month net sales was 12.5% as of December 31, 2018 and 13.7% as of December 31, 2017. The calculation of NOWC as a percentage of sales for December 31, 2017 excludes \$22.9 million of trailing twelve month net sales relating to Acoustics Europe, which was sold on August 30, 2017. Set forth below is a table summarizing NOWC as of December 31, 2018 and December 31, 2017. NOWC as a percentage of trailing twelve month net sales was favorably impacted by approximately 0.5% as of December 31, 2018, related to the exit of the non-core smart utility meter subassemblies product line.

(in thousands)	December 31, 2018	December 31, 2017
Accounts receivable—net	60,559	68,626
Inventories	63,747	70,819
Accounts payable	(47,497)	(53,668)
NOWC	\$ 76,809	\$ 85,777

In overall dollar terms, the Company's NOWC is generally lower at the end of the calendar year due to reduced sales activity around the holiday season. NOWC generally peaks at the end of the first quarter as the Company experiences high seasonal demand from certain customers, particularly those serving the motorcycle and turf care markets to fill the supply chain for the spring season. There are, however, variations in the seasonal demands from year to year depending on weather, customer inventory levels, customer planning, and model year changes. The Company historically generates approximately 51%-55% of its annual net sales in the first half of the year.

Short-Term and Long-Term Liquidity Requirements

The Company's ability to make principal and interest payments on borrowings under its U.S. and foreign credit facilities and its ability to fund planned capital expenditures will depend on its ability to generate cash in the future, which, to a certain extent, is subject to general economic, financial, competitive, regulatory and other conditions. Based on its current level of operations, the Company believes that its existing cash balances and expected cash flows from operations will be sufficient to meet its operating requirements for at least the next 12 months. However, the Company may require borrowings under its credit facilities and alternative forms of financings or investments to achieve its longer-term strategic plans.

Capital expenditures during the year ended December 31, 2018 were \$13.8 million, or 2.2% of net sales. Capital expenditures for 2019 are expected to be approximately 2.0% to 2.5% of net sales, but could vary from that depending on business performance, growth opportunities, project activity and the amount of assets we lease instead of purchase. The Company finances its annual capital requirements with funds generated from operations.

Warrant Repurchase

As of December 31, 2018, the Company had 13,993,773 warrants outstanding. Each outstanding warrant entitles the registered holder to purchase one share of the Company's common stock at a price of \$12.00 per share, subject to adjustment, at any time. The warrants will expire on June 30, 2019, or earlier upon redemption.

In February 2015, our Board of Directors authorized the purchase of up to \$5.0 million of our outstanding warrants. Management is authorized to effect purchases from time to time in the open market or through privately negotiated transactions. There is no expiration date to this authority. No warrants were repurchased during the years ended December 31, 2018 and December 31, 2017.

Consolidated Statements of Cash Flows for the Years Ended December 31, 2018, December 31, 2017, and December 31, 2016

<i>(in thousands)</i>	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
Cash flows provided by operating activities	\$ 29,757	\$ 30,091	\$ 35,117
Cash flows (used in) provided by investing activities	(10,374)	715	(16,453)
Cash flows used in financing activities	(9,266)	(24,278)	(12,843)
Effect of exchange rate changes on cash and cash equivalents	(835)	1,498	(904)
Net increase in cash and cash equivalents	9,282	8,026	4,917
Cash and cash equivalents, beginning of period	48,887	40,861	35,944
Cash and cash equivalents, end of period	\$ 58,169	\$ 48,887	\$ 40,861
Depreciation and amortization	\$ 42,604	\$ 38,934	\$ 44,041
Capital expenditures	\$ 13,753	\$ 15,873	\$ 19,780
Cash paid during the year for interest	\$ 30,687	\$ 30,242	\$ 28,717
Cash paid during the year for income taxes, net of refunds	\$ 6,480	\$ 6,843	\$ 7,163

Year Ended December 31, 2018 and Year Ended December 31, 2017

Cash Flows Provided by Operating Activities

For the year ended December 31, 2018, cash flows provided by operating activities were \$29.8 million compared to \$30.1 million for the year ended December 31, 2017, a decrease of \$0.3 million. For the year ended December 31, 2018, net income exclusive of non cash items, net operating working capital and dividends from joint ventures provided \$24.9 million, \$7.2 million and \$0.8 million of operating cash flow, respectively, and changes in other assets and liability balances used \$3.2 million of operating cash flow. For the year ended December 31, 2017, net income exclusive of non cash items, changes in other assets and liability balances and net operating working capital provided \$26.0 million, \$2.1 million and \$2.9 million of operating cash flow, respectively, and transaction fees on divestiture used \$0.9 million of operating cash flows.

Cash Flows (Used in) Provided by Investing Activities

Cash flows used in investing activities was \$10.4 million for the year ended December 31, 2018 compared to cash flows provided by investing activities of \$0.7 million for the year ended December 31, 2017. The increase in cash flows used in investing activities was primarily the result of lower proceeds from disposals of property, plant and equipment of \$5.3 million and lower proceeds from divestitures of \$7.9 million. The proceeds from disposals of property, plant and equipment for the year ended December 31, 2018 were primarily due to the proceeds received from the building sale related to the closure of the seating segment's U.K. facility in December 2018 and for the year ended December 31, 2017 were primarily due to the proceeds received from the building sale executed in connection with the sale leaseback of our Libertyville, Illinois facility in April 2017 and the sale of a building related to the closure of the finishing segment's Richmond, Virginia facility in August 2017. Lower capital expenditures of \$2.1 million partially offset the increase in cash used in investing activities.

Cash Flows Used in Financing Activities

Cash flows used in financing activities were \$9.3 million for the year ended December 31, 2018 compared with \$24.3 million for the year ended December 31, 2017. The decrease in cash flows used in financing activities was driven by lower payments of \$16.2 million on First and Second Lien term loans. This was offset by net payments of other long-term debt of \$3.7 million for the year ended December 31, 2018 as compared to \$2.2 million for the year ended December 31, 2017, a net increase of \$1.5 million. In addition, cash flows used in financing activities decreased for value added taxes received on the U.K. building sale of \$0.7 million, which will be paid out in 2019, offset by an increase from deferred financing costs of \$0.6 million incurred in connection with the amendment to the Company's Revolving Credit Facility.

Depreciation and Amortization

Depreciation and amortization totaled \$42.6 million for the year ended December 31, 2018, compared with \$38.9 million for the year ended December 31, 2017. Depreciation and amortization for the year ended December 31, 2018 is higher than incurred by the Company in the prior period primarily due to \$2.3 million of accelerated intangible amortization expense recorded for a customer relationship intangible asset related to non-core smart utility meter product lines in the components segment and \$1.4 million of accelerated depreciation expense related to the closure of the Richmond, Indiana facility in the acoustics segment.

Capital Expenditures

Capital expenditures totaled \$13.8 million for the year ended December 31, 2018, compared with \$15.9 million for the year ended December 31, 2017. The lower capital expenditures are primarily driven by a lower level of project activity in 2018 compared with 2017.

Cash Paid for Interest

Cash paid for interest totaled \$30.7 million for the year ended December 31, 2018 and \$30.2 million for the year ended December 31, 2017. The increase in cash paid for interest primarily relates to higher interest rates for 2018 as compared to 2017, partially offset by a decrease in outstanding long-term debt balances.

Cash Paid for Income Taxes

Cash paid for income taxes net of refunds totaled \$6.5 million for the year ended December 31, 2018 and \$6.8 million for the year ended December 31, 2017.

Year Ended December 31, 2017 and Year Ended December 31, 2016

Cash Flows Provided by Operating Activities

Cash flows provided by operating activities totaled \$30.1 million for the year ended December 31, 2017 compared to \$35.1 million for the year ended December 31, 2016, a decrease of \$5.0 million. Changes in net operating working capital decreased operating cash flow by \$8.8 million, driven primarily by a higher level of cash generated from a reduction in working capital in 2016 as compared to 2017, partially offset by higher income exclusive of non cash items in 2017. Higher working capital reductions in 2016 resulted from the billing and collection of prepaid customer tooling on new acoustics segment platforms along with higher inventory decreases and accounts payable increases, partially offset by higher accounts receivable reductions and accrued compensation increases in 2017.

Cash Flows Provided by (Used in) Investing Activities

Cash flows provided by investing activities was \$0.7 million for the year ended December 31, 2017 compared to cash flows used in investing activities of \$16.5 million for the year ended December 31, 2016. The change in cash flows provided by (used in) investing activities was primarily the result of proceeds on divestitures in 2017 of \$7.9 million, lower capital expenditures of \$3.9 million and increased proceeds from the sale of property, plant and equipment of \$5.4 million. The increase in proceeds from the disposal of property, plant and equipment resulted from the building sale executed in connection with the sale leaseback of our Libertyville, Illinois facility and the sale of a building related to the closure of the finishing segment's Richmond, Virginia facility in 2017.

Cash Flows Used in Financing Activities

Cash flows used in financing activities were \$24.3 million for the year ended December 31, 2017 compared to cash flows used in financing activities of \$12.8 million for the year ended December 31, 2016. The increase in cash flows used in financing activities was due to higher payments of \$18.7 million on First and Second Lien term loans for the buyback of Second Lien debt during 2017 and \$1.6 million lower proceeds from other long-term debt borrowings. This was offset by lower preferred stock dividend payments of \$3.6 million due to all dividends in 2017 being paid in additional shares of Series A Preferred Stock and \$5.3 million lower payments of other long-term debt.

Depreciation and Amortization

Depreciation and amortization totaled \$38.9 million for the year ended December 31, 2017, compared with \$44.0 million for the year ended December 31, 2016. Depreciation and amortization for the year ended December 31, 2017 is lower than incurred by the Company in the prior period primarily as a result of asset disposals from certain restructuring activities such as the closure of the Buffalo Grove, Ill. facility in the components segment in 2016, the wind down of the finishing segment's facility in Brazil and the August 2017 divestiture of Acoustics Europe, in addition to the impact of lower capital expenditures in 2017 compared to prior periods.

Capital Expenditures

Capital expenditures for property, plant, and equipment totaled \$15.9 million for the year ended December 31, 2017, compared with \$19.8 million for the year ended December 31, 2016. The lower capital expenditures are primarily driven by a lower level of project activity in 2017 compared with 2016.

Cash Paid for Interest

Cash paid for interest totaled \$30.2 million for the year ended December 31, 2017 and \$28.7 million for the year ended December 31, 2016. The increase in cash paid for interest for the year ended December 31, 2017 primarily relates to \$1.9 million paid in 2017 related to the Company's interest rate swaps which were effective December 30, 2016.

Cash Paid for Income Taxes

Cash paid for income taxes net of refunds totaled \$6.8 million for the year ended December 31, 2017 and \$7.2 million for the year ended December 31, 2016.

Commitments and Contractual Obligations

The following table presents the Company's commitments and contractual obligations as of December 31, 2018, as well as its long-term obligations (in thousands):

	Total	Payments Due by Period			
		2019	2020-2021	2022-2023	Thereafter
Long-term debt obligations under U.S. credit agreement	\$ 382,427	\$ 3,100	\$ 289,440	\$ 89,887	\$ —
Other long-term debt obligations	17,469	3,176	5,868	5,969	2,456
Interest payments on long-term debt obligations ⁽¹⁾	85,599	30,326	50,014	5,228	31
Capital lease obligations ⁽²⁾	613	268	319	26	—
Operating lease obligations ⁽³⁾	59,189	10,654	16,145	10,699	21,691
Purchase obligations ⁽⁴⁾	535	429	77	29	—
Multiemployer and UK pension obligations ⁽⁵⁾	2,874	373	747	747	1,007
Total before other long-term liabilities	\$ 548,706	\$ 48,326	\$ 362,610	\$ 112,585	\$ 25,185
Other long-term liabilities ⁽⁶⁾	17,674				
Total	\$ 566,380				

- (1) Amounts represent the expected cash payments of interest expense on all long-term debt obligations and were calculated using interest rates in place as of December 31, 2018 and assuming that the underlying debt obligations will be repaid in accordance with their terms.
- (2) Amounts represent the expected cash payments of capital lease obligations.
- (3) Operating leases represent the minimum rental commitments under non-cancelable operating leases, including renewal options which are deemed reasonably certain to be exercised.
- (4) The Company routinely issues purchase orders to numerous vendors for inventory and other supplies. These purchase orders are generally cancelable with reasonable notice to the vendor, and as such, are excluded from the obligations table.
- (5) Represents contributions required with respect to the former Morton multiemployer pension plan as a result of the withdrawal from the plan and required contributions to the pension plan in the UK.
- (6) Other long-term liabilities primarily consist of obligations for uncertain tax positions, pension obligations, postretirement health and other benefits, insurance accruals and other accruals. Other than payments required with respect to the former Morton multiemployer pension plan and a pension plan in the UK, the Company is unable to determine the ultimate timing of these liabilities and, therefore, no payment amounts were included in the "payments due by period" portion of the contractual obligations table.

Off-Balance Sheet Arrangements

The Company leases certain machinery, transportation equipment and office, warehouse and manufacturing facilities under various operating lease agreements. Under most arrangements, the Company pays the property taxes, insurance, maintenance and expenses related to the leased property. See Note 10, "Leases", in the notes to the consolidated financial statements and the "Contractual Obligations" table above for further information.

The Company had outstanding letters of credit totaling \$4.9 million, \$6.1 million, and \$5.0 million as of December 31, 2018, 2017 and 2016, respectively, the majority of which secure self-insured workers compensation liabilities.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company evaluates its estimates on an ongoing basis, based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. The following policies are considered by management to be the most critical in understanding the judgments that are involved in the preparation of our consolidated financial statements and the uncertainties that could impact our results of operations, financial position and cash flows. Application of these accounting policies involves the exercise of judgment and use of assumptions as to future uncertainties and, as a result, actual results could differ from these estimates. Although the Company has listed a number of accounting policies below which it believes to be the most critical, the Company also believes that all of its accounting policies are important to the reader. Therefore, see Note 1, “Summary of Significant Accounting Policies”, of the accompanying consolidated financial statements of the Company appearing elsewhere in this Annual Report.

Goodwill, Other Intangible Assets and Other Long-Lived Assets: The Company’s goodwill, other intangible assets and tangible fixed assets are held at historical cost, net of depreciation and amortization, less any provision for impairment. Intangible and tangible assets with determinable lives are amortized or depreciated on a straight line basis over estimated useful lives as follows:

Intangible Assets

Goodwill	No amortization
Patents	Amortized over 7 years
Customer relationships	Amortized over 10 to 15 years
Trademarks and other intangible assets	Amortized over 5 to 18 years

Tangible Assets

Land	No depreciation
Buildings and improvements	Depreciated over 2 to 40 years
Machinery and equipment	Depreciated over 2 to 10 years

Goodwill reflects the cost of an acquisition in excess of the aggregate fair value assigned to identifiable net assets acquired. Goodwill is assessed for impairment at least annually and as triggering events or indicators of potential impairment occur. The Company performs its annual impairment test in the fourth quarter of its fiscal year. Goodwill has been assigned to reporting units for purposes of impairment testing based upon the relative fair value of the asset to each reporting unit.

Impairment of goodwill is measured by comparing the fair value of a reporting unit to the carrying value of the reporting unit, including goodwill. The estimated fair value represents the amount at which a reporting unit could be bought or sold in a current transaction between willing parties on an arms-length basis. In estimating the fair value, the Company uses a discounted cash flow model, which is dependent on a number of assumptions including estimated future revenues and expenses, weighted average cost of capital, capital expenditures and other variables. The Company also uses a market approach, in which the fair values of comparable public companies are used in determining an estimated fair value for each reporting unit.

If the carrying amount of the reporting unit exceeds the estimated fair value of the reporting unit, an impairment loss is recognized in an amount equal to that excess, not to exceed the carrying amount of the goodwill.

The Company performed its annual goodwill impairment test in the fourth quarter of 2018 and determined that the fair value of the finishing reporting unit, the only reporting unit with a recorded goodwill balance, exceeded the carrying value of the reporting unit by over 15%. In connection with the goodwill impairment test, the Company engaged a third-party valuation firm to assist management with determining the fair value estimate for the reporting unit. The fair value of the reporting unit is determined using a weighted average of an income approach primarily based on the Company’s three year strategic plan and a market approach based on implied valuation multiples of public company peer groups for the reporting unit. Both approaches are generally deemed equally relevant in determining reporting unit enterprise value, and as a result, weightings of 50 percent were used for each. This fair value determination was categorized as Level 3 in the fair value hierarchy.

In connection with obtaining an independent third-party valuation, management provided certain information and assumptions that were utilized in the fair value calculation. Significant assumptions used in determining reporting unit fair value include forecasted cash flows, revenue growth rates, adjusted EBITDA margins, weighted average cost of capital (discount rate), assumed tax treatment of a future sale of the reporting unit, terminal growth rates, capital expenditures, sales and EBITDA multiples used in the market approach, and the weighting of the income and market approaches. A change in any

of these assumptions, individually or in the aggregate, or future financial performance that is below management expectations may result in the carrying value of this reporting unit exceeding its fair value, and goodwill and amortizable intangible assets could be impaired. See Note 8, “Goodwill and Other Intangible Assets”, of the accompanying consolidated financial statements for further discussion.

The Company also reviews other intangible assets and tangible fixed assets for impairment when events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. If such indicators are present, the Company performs undiscounted cash flow analyses to determine if an impairment exists. If an impairment is determined to exist, any related impairment loss is calculated based on fair value.

A considerable amount of management judgment and assumptions is required in performing the impairment tests, principally in determining the fair value of each reporting unit and the specifically identifiable intangible and tangible assets. While the Company believes its judgments and assumptions are reasonable, different assumptions could change the estimated fair values and, therefore, additional impairment charges could be required.

Employee Benefit Plans: The Company provides a range of benefits to employees and certain former employees, including in some cases pensions and postretirement health care, although the majority of these plans are frozen to new participation. The Company recognizes pension and post-retirement benefit income and expense and assets and obligations that are based on actuarial valuations using a December 31 measurement date and that include key assumptions regarding discount rates, expected returns on plan assets, retirement and mortality rates, future compensation increases, and health care cost trend rates. The approach the Company uses to determine the annual assumptions is as follows:

- *Discount Rate:* The Company’s discount rate assumptions are based on the interest rate of high-quality corporate bonds, with appropriate consideration of our plans’ participants’ demographics and benefit payment terms.
- *Expected Return on Plan Assets:* The Company’s expected return on plan assets assumptions are based on our expectation of the long-term average rate of return on assets in the pension funds, which is reflective of the current and projected asset mix of the funds and considers the historical returns earned on the funds.
- *Compensation Increase:* The Company’s compensation increase assumptions reflect our long-term actual experience, the near-term outlook and assumed inflation.
- *Retirement and Mortality Rates:* The Company’s retirement and mortality rate assumptions are based primarily on actual plan experience and mortality tables.
- *Health Care Cost Trend Rates:* The Company’s health care cost trend rate assumptions are based primarily on actual plan experience and mortality inflation.

The Company reviews actuarial assumptions on an annual basis and makes modifications based on current rates and trends when appropriate. As required by GAAP, the effects of the modifications are recorded currently or amortized over future periods. Based on information provided by independent actuaries and other relevant sources, the Company believes that the assumptions used are reasonable; however, changes in these assumptions could impact our financial position, results of operations or cash flows. See Note 15, “Employee Benefit Plans”, of the accompanying consolidated financial statements for further discussion.

Income Taxes: The Company is subject to income taxes in the United States and numerous foreign jurisdictions. Significant judgment is required in determining our worldwide provision for income taxes and recording the related deferred tax assets and liabilities. The Company assesses its income tax positions and records tax liabilities for all years subject to examination based upon management's evaluation of the facts and circumstances and information available at the reporting dates. For those income tax positions where it is more-likely-than-not that a tax benefit will be sustained upon the conclusion of an examination, the Company has recorded the largest amount of tax benefit having a cumulatively greater than 50% likelihood of being realized upon ultimate settlement with the applicable taxing authority assuming that it has full knowledge of all relevant information. For those tax positions that do not meet the more-likely-than-not threshold regarding the ultimate realization of the related tax benefit, no tax benefit has been recorded in the financial statements. The Company recognizes deferred tax assets and liabilities for the future tax consequences attributable to differences between financial statement carrying amounts of existing assets and liabilities and their respective tax bases, net operating losses, tax credits and other carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The Company regularly reviews its deferred tax assets for recoverability and establishes a valuation allowance based on historical losses, projected future taxable income and the expected timing of the reversals of existing temporary differences. As a result of this review, the Company has established valuation allowances against certain of our deferred tax assets relating to foreign and state net operating loss and credit carryforwards. Future tax authority rulings and changes in tax laws, changes in projected levels of taxable income and future tax planning strategies could affect the actual effective tax rate and tax balances recorded.

On December 22, 2017, the President of the United States signed into law the Tax Reform Act. The legislation significantly changed U.S. tax law by, among other things, lowering corporate income tax rates, implementing a territorial tax system and imposing a repatriation tax on deemed repatriated earnings of foreign subsidiaries. The Tax Reform Act also added many new provisions including changes to bonus depreciation and the deductions for executive compensation and interest expense, and the requirement to include in the Company's U.S. federal income tax return foreign subsidiary earnings in excess of an allowable return of the foreign subsidiary's tangible assets, among others. The Tax Reform Act permanently reduced the U.S. corporate income tax rate from a maximum of 35% to a flat 21% rate, effective January 1, 2018. See further discussion of the Tax Reform Act within "Consolidated Results of Operations" above and Note 14, "Income Taxes", of the accompanying consolidated financial statements for further discussion.

Revenue Recognition: Net sales are recognized when control of a performance obligation is transferred to the customer in an amount that reflects the consideration expected to be received in exchange for the transferred good or service. The Company typically satisfies its performance obligations in contracts with customers upon shipment of the goods or delivery of the services. Amounts invoiced to customers related to shipping and handling are classified as net sales, while expenses for transportation of products to customers are recorded as a component of cost of goods sold on the consolidated statement of operations. Sales, value add, and other taxes collected concurrent with revenue-producing activities are excluded from net sales. As of the contract inception date, the expected time between the completion of the performance obligation and the payment from the customer is less than a year, and as such there are no significant financing components in the consideration recognized and disclosures around unsatisfied performance obligations have been omitted.

The Company estimates whether it will be subject to variable consideration under the terms of the contract and includes its estimate of variable consideration in the transaction price based on the expected value method when it is deemed probable of being realized based on historical experience and trends. Types of variable consideration may include rebates, discounts, and product returns, among others, which are recorded as a deduction to net sales at the time when control of a performance obligation is transferred to the customer.

The majority of the Company's contracts are for the sale of goods that qualify as separate performance obligations that are distinct from other goods or services provided in the same contract. Transaction price inclusive of estimated variable consideration is allocated to separate performance obligations based on their relative standalone selling prices using observable inputs. When observable inputs are not available, the Company estimates stand alone selling price using cost plus a reasonable margin approach. Contracts entered into with the same customer at or near the same time are combined into a single contract if they represent a single commercial objective, if payment of consideration in one contract is dependent on performance of the other contract, or if promises in different contracts constitute a single performance obligation. For the limited contracts with multiple performance obligations, the contract's transaction price is allocated to each performance obligation using the best estimate of the standalone selling price of each distinct good or service in the contract.

Performance obligations are satisfied at a point in time or over time as work progresses. Revenue from products transferred to customers at a point in time accounted for more than 99% of net sales for the year ended December 31, 2018. The Company recognizes revenue over time for certain production parts with minimum stocking agreements in the finishing business that are highly customized with no alternative use and for which the Company has an enforceable right to payment with a reasonable margin under the terms of the contract based on the output method of goods produced. Revenue from products transferred to customers over time accounted for less than 1% of net sales for the year ended December 31, 2018.

The Company provides industry standard assurance-type warranties which ensure that the manufactured products comply with agreed upon specifications with the customers and do not represent a separate performance obligation with the customer. Warranty based accruals are established under Accounting Standards Codification 460, “*Guarantees*”, based on an evaluation of historical warranty experience and management’s estimate of the level of future claims.

Use of Estimates: The Company records reserves or allowances for returns and variable consideration in contracts, doubtful accounts, inventory, incurred but not reported medical claims, environmental matters, warranty claims, workers compensation claims, product and non-product litigation and incentive compensation. These reserves require the use of estimates and judgment. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. The Company believes that such estimates are made on a consistent basis and with appropriate assumptions and methods. However, actual results may differ from these estimates.

New Accounting Pronouncements

See Note 1, “Summary of Significant Accounting Policies,” under the heading “Recently issued accounting standards,” of the accompanying consolidated financial statements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is exposed to market risk from changes in foreign currency exchange rates and interest rates and, to a lesser extent, commodities. To reduce such risks, the Company selectively uses financial instruments and other proactive management techniques. All hedging transactions are authorized and executed pursuant to clearly defined policies and procedures, which strictly prohibit the use of financial instruments for trading or speculative purposes.

Currency Risk: The Company has manufacturing, sales and distribution operations around the world; therefore, exchange rates impact the U.S. Dollar (“USD”) value of our reported earnings, our investments in our foreign subsidiaries and the intercompany transactions with these subsidiaries. Approximately \$183.9 million, or 30%, of our sales originated in a currency other than the U.S. dollar for the year ended December 31, 2018. As a result, fluctuations in the value of foreign currencies against the USD, particularly the Euro, may have a material impact on our reported results. Revenues and expenses denominated in foreign currencies are translated into USD using average exchange rates in effect during the period. Consequently, as the value of the USD changes relative to the currencies of our major markets, our reported results vary. For the year ended December 31, 2018, sales denominated in Euros approximated \$108 million. Therefore, with a 10% increase or decrease in the value of the Euro in relation to the USD, our translated net sales (assuming all other factors are unchanged) would increase or decrease by \$10.8 million, respectively, and the change in our net (loss) income would increase or decrease by approximately \$0.2 million. The net assets and liabilities of our non-U.S. dollar denominated subsidiaries, which totaled approximately \$163.2 million as of December 31, 2018, are translated into USD at the exchange rates in effect at the end of the period. The resulting translation adjustments are recorded in shareholders’ equity as cumulative translation adjustments. The cumulative translation adjustments recorded in accumulated other comprehensive loss at December 31, 2018 resulted in a decrease to shareholders’ equity of \$23.2 million. Transactional foreign currency exchange exposure results primarily from the purchase of products, services or equipment from affiliates or third party suppliers where the purchase value is significant, denominated in another currency and to be settled following the initial transaction date, and from the repayment of intercompany loans between subsidiaries using different currencies. The Company periodically identifies areas where it does not have naturally offsetting currency positions and then may purchase hedging instruments to protect against potential currency exposures. As of December 31, 2018, the Company did not have any significant foreign currency hedging instruments in place nor did it have any significant sales or purchase commitments in currencies outside of the functional currencies of the operations responsible for satisfying such commitments. All long-term debt is held in the functional currencies of the operations that are responsible for the repayment of such obligations. As of December 31, 2018, long-term debt denominated in currencies other than the USD totaled approximately \$16.1 million.

Interest Rate Risk: The Company utilizes a combination of short-term and long-term debt to finance our operations and is exposed to interest rate risk on our outstanding floating rate debt instruments, which bear interest at rates that fluctuate with changes in certain short-term prevailing interest rates. Borrowings under U.S. credit facilities bear interest at rates tied to either the “administrative agent’s prime rate,” the federal funds effective rate, the Eurocurrency rate, or a Eurocurrency rate determined by reference to LIBOR, subject to an established floor. Until recently, applicable interest rates have been lower than the designated floor in our Senior Secured Credit Facilities; therefore, interest rates have not been subject to change. However, now that interest rates exceed the established floor, a 25 basis point increase or decrease in the applicable interest rates on our variable rate debt would increase or decrease annual interest expense by approximately \$1.0 million, including the impact of interest rate swaps discussed in the paragraph below.

As of December 31, 2018, the Company has entered into various interest rate swaps in order to mitigate a portion of the variable rate interest exposure. The Company is counterparty to certain interest rate swaps with a total notional amount of \$210.0 million entered into in November 2015. These swaps are scheduled to mature in June 2020. Under the terms of the agreement, the Company swapped three month LIBOR rates for a fixed interest rate, resulting in the payment of a fixed LIBOR

rate of 2.08% on a notional amount of \$210.0 million. As of December 31, 2018, LIBOR exceeded 2.08%; therefore, assuming interest rates remain above 2.08%, a 25 basis point increase or decrease in interest rates would increase or decrease annual interest expense by \$0.4 million.

Commodity risk: The Company sources a wide variety of materials and components from a network of global suppliers. While such materials are generally available from numerous suppliers, commodity raw materials, such as steel, aluminum, copper, fiber, foam chemicals, plastic resin, vinyl and cotton sheeting are subject to price fluctuations, which could have a negative impact on our results. The Company strives to pass along such commodity price increases to customers to avoid profit margin erosion and utilizes value analysis and value engineering (“VAVE”) initiatives to further mitigate the impact of commodity raw material price fluctuations as improved efficiencies across all locations are achieved. As of December 31, 2018, the Company did not have any commodity hedging instruments in place.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Quarterly Results of Operations (unaudited)

The following tables presenting our quarterly results of operations should be read in conjunction with the consolidated financial statements and related notes included in this Annual Report on Form 10-K/A. We have prepared the unaudited information on the same basis as our audited consolidated financial statements. Our operating results for any quarter are not necessarily indicative of results for any future quarters or for a full year.

During the first quarter of 2019, we identified an error in the income tax provision presented within the consolidated financial statements for the year ended December 31, 2018 which also impacted the quarterly unaudited financial information for periods within 2018. The Quarterly Results of Operations for the three months ended March 30, 2018, the three months ended June 29, 2018, and the three months ended September 28, 2018 have been revised below. The three months ended December 31, 2018 have been restated. See the Explanatory Note to this Form 10-K/A and Note 2, "Restatement of Previously Reported Financial Information" in the notes to the consolidated financial statements for further information. The revision of the Company's previously issued unaudited consolidated financial statements for the three months ended March 30, 2018, the three and six months ended June 29, 2018 and the three and nine months ended September 28, 2018 will be included in the Company's future Quarterly Reports on Form 10-Q for the quarterly periods ended March 29, 2019, June 28, 2019 and September 27, 2019, respectively.

The following table presents our unaudited quarterly results of operations for the eight quarters in fiscal 2018 and fiscal 2017. This table includes all adjustments, consisting only of normal recurring adjustments, that we consider necessary for fair statement of our consolidated financial position and operating results for the quarters presented.

	1Q	2Q	3Q	4Q	Full Year
	2018	2018	2018	2018	2018
<i>(in thousands, except percentages)</i>					
	(Revised)	(Revised)	(Revised)	(Restated)	(Restated)
Net sales	\$ 167,254	\$ 168,424	\$ 145,295	\$ 131,975	\$ 612,948
Gross profit	35,672	37,122	28,477	25,009	126,280
Net loss ⁽¹⁾	(638)	(355)	(4,458)	(7,709)	(13,160)
Net loss attributable to Jason Industries ⁽¹⁾	(638)	(355)	(4,458)	(7,709)	(13,160)
Accretion of preferred stock dividends and redemption premium	1,727	765	782	796	4,070
Net loss available to common shareholders of Jason Industries ⁽¹⁾	\$ (2,365)	\$ (1,120)	\$ (5,240)	\$ (8,505)	\$ (17,230)
Net loss per share available to common shareholders of Jason Industries:					
Basic and diluted ⁽¹⁾	\$ (0.09)	\$ (0.04)	\$ (0.19)	\$ (0.31)	\$ (0.62)
Weighted average number of common shares outstanding:					
Basic and diluted	27,329	27,677	27,683	27,683	27,595
<i>(in thousands, except percentages)</i>					
	2017	2017	2017	2017	2017
Net sales	\$ 175,193	\$ 172,477	\$ 155,430	\$ 145,516	\$ 648,616
Gross profit	34,609	35,644	31,973	28,626	130,852
Loss on divestiture	—	(7,888)	(842)	—	(8,730)
Net loss	(493)	(4,737)	(1,601)	2,358	(4,473)
Less net loss attributable to noncontrolling interests	5	—	—	—	5
Net loss attributable to Jason Industries	(498)	(4,737)	(1,601)	2,358	(4,478)
Accretion of preferred stock dividends and redemption premium	918	936	955	974	3,783
Net loss available to common shareholders of Jason Industries	\$ (1,416)	\$ (5,673)	\$ (2,556)	\$ 1,384	\$ (8,261)
Net loss per share available to common shareholders of Jason Industries:					
Basic	\$ (0.05)	\$ (0.22)	\$ (0.10)	\$ 0.05	\$ (0.32)
Diluted	\$ (0.05)	\$ (0.22)	\$ (0.10)	\$ 0.05	\$ (0.32)
Weighted average number of common shares outstanding:					
Basic	25,784	26,042	26,241	26,255	26,082
Diluted	25,784	26,042	26,241	26,785	26,082

(1) The following table presents the effect of the restatement of the error on the quarterly period for the three months ended December 31, 2018.

The effect of the correction of the error on revised periods for the three months ended March 30, 2018, the three months ended June 29, 2018, and the three months ended September 28, 2018, respectively, was to decrease net loss, net loss attributable to Jason Industries, and net loss available to common shareholders of Jason Industries by \$0.2 million, \$0.2 million, and \$1.1 million, respectively.

	For the Quarter Ended December 31, 2018		
	As Reported	Adjustments	As Restated
Net loss	\$ (12,399)	\$ 4,690	\$ (7,709)
Net loss attributable to Jason Industries	(12,399)	4,690	(7,709)
Net loss available to common shareholders of Jason Industries	(13,195)	4,690	(8,505)
Net loss per share available to common shareholders of Jason Industries:			
Basic and diluted	\$ (0.48)	\$ 0.17	\$ (0.31)

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Jason Industries, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Jason Industries, Inc. and its subsidiaries (the “Company”) as of December 31, 2018 and 2017, and the related consolidated statements of operations, comprehensive (loss) income, shareholders’ (deficit) equity and cash flows for each of the three years in the period ended December 31, 2018, including the related notes and financial statement schedule listed in the index appearing under Item 15(a)(2) (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2018 in conformity with accounting principles generally accepted in the United States of America.

Restatement of Previously Issued Financial Statements

As discussed in Note 2 to the consolidated financial statements and Note 2 to the financial statement schedule, the Company has restated its 2018 financial statements and financial statement schedule to correct an error.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits of these consolidated financial statements in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ PricewaterhouseCoopers LLP
Milwaukee, Wisconsin

March 5, 2019, except for the effects of the restatement discussed in Note 2 to the consolidated financial statements and Note 2 to the financial statement schedule, as to which the date is May 13, 2019

We served as the Company’s or its predecessors’ auditor from 1985 to 2019.

Jason Industries, Inc.
Consolidated Statements of Operations
(In thousands, except per share amounts)

	Year Ended December 31, 2018 (Restated)	Year Ended December 31, 2017	Year Ended December 31, 2016
Net sales	\$ 612,948	\$ 648,616	\$ 705,519
Cost of goods sold	486,668	517,764	574,412
Gross profit	126,280	130,852	131,107
Selling and administrative expenses	106,470	103,855	113,797
Impairment charges	—	—	63,285
(Gain) loss on disposals of property, plant and equipment - net	(1,142)	(759)	880
Restructuring	4,458	4,266	7,232
Operating income (loss)	16,494	23,490	(54,087)
Interest expense	(33,437)	(33,089)	(31,843)
Gain on extinguishment of debt	—	2,201	—
Equity income	1,024	952	681
Loss on divestiture	—	(8,730)	—
Other income - net	654	319	900
Loss before income taxes	(15,265)	(14,857)	(84,349)
Tax benefit	(2,105)	(10,384)	(6,296)
Net loss	\$ (13,160)	\$ (4,473)	\$ (78,053)
Less net gain (loss) attributable to noncontrolling interests	—	5	(10,818)
Net loss attributable to Jason Industries	\$ (13,160)	\$ (4,478)	\$ (67,235)
Accretion of preferred stock dividends and redemption premium	4,070	3,783	3,600
Net loss available to common shareholders of Jason Industries	\$ (17,230)	\$ (8,261)	\$ (70,835)
Net loss per share available to common shareholders of Jason Industries:			
Basic and diluted	\$ (0.62)	\$ (0.32)	\$ (3.15)
Weighted average number of common shares outstanding:			
Basic and diluted	27,595	26,082	22,507

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

Jason Industries, Inc.
Consolidated Statements of Comprehensive (Loss) Income
(In thousands)

	<u>Year Ended December 31, 2018</u>	<u>Year Ended December 31, 2017</u>	<u>Year Ended December 31, 2016</u>
	(Restated)		
Net loss	\$ (13,160)	\$ (4,473)	\$ (78,053)
Other comprehensive (loss) income:			
Employee retirement plan adjustments, net of tax (benefit) expense of (\$66), \$73, and (\$95), respectively	(177)	373	(624)
Foreign currency translation adjustments	(4,555)	10,542	(4,787)
Net change in unrealized gains (losses) on cash flow hedges, net of tax expense (benefit) of \$436, \$814, and (\$659), respectively	1,349	1,317	(1,064)
Total other comprehensive (loss) income	(3,383)	12,232	(6,475)
Comprehensive (loss) income	(16,543)	7,759	(84,528)
Less: Comprehensive income (loss) attributable to noncontrolling interests	—	43	(11,870)
Comprehensive (loss) income attributable to Jason Industries	\$ (16,543)	\$ 7,716	\$ (72,658)

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

Jason Industries, Inc.
Consolidated Balance Sheets
(In thousands, except share and per share amounts)

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
	<u>(Restated)</u>	
Assets		
Current assets		
Cash and cash equivalents	\$ 58,169	\$ 48,887
Accounts receivable - net of allowances for doubtful accounts of \$1,812 and \$2,959 at 2018 and 2017, respectively	60,559	68,626
Inventories - net	63,747	70,819
Other current assets	13,664	15,655
Total current assets	<u>196,139</u>	<u>203,987</u>
Property, plant and equipment - net	134,869	154,196
Goodwill	44,065	45,142
Other intangible assets - net	116,529	131,499
Other assets - net	11,995	11,499
Total assets	<u>\$ 503,597</u>	<u>\$ 546,323</u>
Liabilities and Shareholders' (Deficit) Equity		
Current liabilities		
Current portion of long-term debt	\$ 6,544	\$ 9,704
Accounts payable	47,497	53,668
Accrued compensation and employee benefits	14,452	17,433
Accrued interest	89	276
Other current liabilities	17,281	19,806
Total current liabilities	<u>85,863</u>	<u>100,887</u>
Long-term debt	387,244	391,768
Deferred income taxes	17,725	25,699
Other long-term liabilities	20,548	22,285
Total liabilities	<u>511,380</u>	<u>540,639</u>
Commitments and Contingencies (Note 17)		
Shareholders' (Deficit) Equity		
Preferred stock, \$0.0001 par value (5,000,000 shares authorized, 40,612 shares issued and outstanding at December 31, 2018, including 794 shares declared on November 1, 2018 and issued on January 1, 2019, and 49,665 shares issued and outstanding at December 31, 2017, including 968 shares declared on November 28, 2017 and issued on January 1, 2018)	\$ 40,612	\$ 49,665
Jason Industries common stock, \$0.0001 par value (120,000,000 shares authorized, 27,394,978 shares issued and outstanding at December 31, 2018 and 25,966,381 shares issued and outstanding at December 31, 2017)	3	3
Additional paid-in capital	155,533	143,788
Retained deficit	(180,360)	(167,710)
Accumulated other comprehensive loss	(23,571)	(20,062)
Total shareholders' (deficit) equity	<u>(7,783)</u>	<u>5,684</u>
Total liabilities and shareholders' (deficit) equity	<u>\$ 503,597</u>	<u>\$ 546,323</u>

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

Jason Industries, Inc.
Consolidated Statements of Shareholders' (Deficit) Equity
(In thousands)

	Preferred Stock		Common Stock		Additional Paid-In Capital	Retained Deficit	Accumulated Other Comprehensive Loss	Shareholders' (Deficit) Equity Attributable to Jason Industries, Inc.	Noncontrolling Interests	Total Shareholders' (Deficit) Equity
	Shares	Amount	Shares	Amount						
Balance at December 31, 2015	45	\$ 45,000	22,295	\$ 2	\$ 143,533	\$ (93,997)	\$ (21,456)	\$ 71,082	\$ 13,912	\$ 84,994
Dividends declared	1	899	—	—	(3,600)	—	—	(2,701)	—	(2,701)
Share-based compensation	—	—	149	—	(752)	—	—	(752)	—	(752)
Tax withholding related to vesting of restricted stock units	—	—	(44)	—	(155)	—	—	(155)	—	(155)
Net loss	—	—	—	—	—	(67,235)	—	(67,235)	(10,818)	(78,053)
Employee retirement plan adjustments, net of tax	—	—	—	—	—	—	(540)	(540)	(84)	(624)
Foreign currency translation adjustments	—	—	—	—	—	—	(4,013)	(4,013)	(774)	(4,787)
Net changes in unrealized losses on cash flow hedges, net of tax	—	—	—	—	—	—	(870)	(870)	(194)	(1,064)
Exchange of common stock of JPHI Holdings, Inc. for common stock of Jason Industries, Inc.	—	—	2,402	—	5,640	—	(3,493)	2,147	(2,147)	—
Balance at December 31, 2016	46	45,899	24,802	2	144,666	(163,232)	(30,372)	(3,037)	(105)	(3,142)
Dividends declared	4	3,766	—	—	(3,783)	—	—	(17)	—	(17)
Share-based compensation	—	—	106	—	1,119	—	—	1,119	—	1,119
Tax withholding related to vesting of restricted stock units	—	—	(26)	—	(35)	—	—	(35)	—	(35)
Net loss	—	—	—	—	—	(4,478)	—	(4,478)	5	(4,473)
Employee retirement plan adjustments, net of tax	—	—	—	—	—	—	373	373	—	373
Foreign currency translation adjustments	—	—	—	—	—	—	10,506	10,506	36	10,542
Net changes in unrealized gains on cash flow hedges, net of tax	—	—	—	—	—	—	1,315	1,315	2	1,317
Exchange of common stock of JPHI Holdings, Inc. for common stock of Jason Industries, Inc.	—	—	1,084	1	1,821	—	(1,884)	(62)	62	—
Balance at December 31, 2017	50	49,665	25,966	3	143,788	(167,710)	(20,062)	5,684	—	5,684
Cumulative impact of accounting changes	—	—	—	—	—	510	(126)	384	—	384
Dividends declared	3	3,083	—	—	(3,093)	—	—	(10)	—	(10)
Share-based compensation	—	—	36	—	2,709	—	—	2,709	—	2,709
Tax withholding related to vesting of restricted stock units	—	—	(3)	—	(7)	—	—	(7)	—	(7)
Net loss (Restated)	—	—	—	—	—	(13,160)	—	(13,160)	—	(13,160)
Employee retirement plan adjustments, net of tax	—	—	—	—	—	—	(177)	(177)	—	(177)
Foreign currency translation adjustments	—	—	—	—	—	—	(4,555)	(4,555)	—	(4,555)
Net changes in unrealized gains on cash flow hedges, net of tax	—	—	—	—	—	—	1,349	1,349	—	1,349
Exchange of preferred stock for common stock of Jason Industries, Inc.	(12)	(12,136)	1,396	—	12,136	—	—	—	—	—
Balance at December 31, 2018 (Restated)	41	\$ 40,612	27,395	3	\$ 155,533	\$ (180,360)	\$ (23,571)	\$ (7,783)	\$ —	\$ (7,783)

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

Jason Industries, Inc.
Consolidated Statements of Cash Flows
(In thousands)

	<u>Year Ended</u> <u>December 31, 2018</u>	<u>Year Ended</u> <u>December 31, 2017</u>	<u>Year Ended</u> <u>December 31, 2016</u>
	(Restated)		
Cash flows from operating activities			
Net loss	\$ (13,160)	\$ (4,473)	\$ (78,053)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation	28,356	26,260	31,120
Amortization of intangible assets	14,248	12,674	12,921
Amortization of deferred financing costs and debt discount	2,937	2,943	3,008
Impairment charges	—	—	63,285
Equity income	(1,024)	(952)	(681)
Deferred income taxes	(7,995)	(17,345)	(14,112)
(Gain) loss on disposals of property, plant and equipment - net	(1,142)	(759)	880
Gain on extinguishment of debt	—	(2,201)	—
Loss on divestiture	—	8,730	—
Transaction fees on divestiture	—	(932)	—
Dividends from joint ventures	833	—	2,068
Share-based compensation	2,709	1,119	(752)
Net increase (decrease) in cash due to changes in:			
Accounts receivable	7,454	6,997	(85)
Inventories	5,750	3,804	5,862
Other current assets	2,819	1,464	7,346
Accounts payable	(6,015)	(7,897)	5,886
Accrued compensation and employee benefits	(2,710)	5,946	(5,449)
Accrued interest	(187)	98	117
Accrued income taxes	(1,221)	473	2,263
Other - net	(1,895)	(5,858)	(507)
Total adjustments	<u>42,917</u>	<u>34,564</u>	<u>113,170</u>
Net cash provided by operating activities	<u>29,757</u>	<u>30,091</u>	<u>35,117</u>
Cash flows from investing activities			
Proceeds from disposals of property, plant and equipment	3,531	8,809	3,413
Payments for property, plant and equipment	(13,753)	(15,873)	(19,780)
Proceeds from divestitures, net of cash divested and debt assumed by buyer	—	7,883	—
Acquisitions of patents	(152)	(104)	(86)
Net cash (used in) provided by investing activities	<u>(10,374)</u>	<u>715</u>	<u>(16,453)</u>

Jason Industries, Inc.
Consolidated Statements of Cash Flows
(In thousands)

	<u>Year Ended December 31, 2018</u>	<u>Year Ended December 31, 2017</u>	<u>Year Ended December 31, 2016</u>
	(Restated)		
Cash flows from financing activities			
Payments of deferred financing costs	(649)	—	—
Payments of First and Second Lien term loans	(5,600)	(21,826)	(3,100)
Proceeds from other long-term debt	3,387	8,596	10,150
Payments of other long-term debt	(7,076)	(10,816)	(16,138)
Value added tax collected on building sale	694	—	—
Payments of preferred stock dividends	(15)	(12)	(3,600)
Other financing activities - net	(7)	(220)	(155)
Net cash used in financing activities	(9,266)	(24,278)	(12,843)
Effect of exchange rate changes on cash and cash equivalents	(835)	1,498	(904)
Net increase in cash and cash equivalents	9,282	8,026	4,917
Cash and cash equivalents, beginning of period	48,887	40,861	35,944
Cash and cash equivalents, end of period	<u>\$ 58,169</u>	<u>\$ 48,887</u>	<u>\$ 40,861</u>
Supplemental disclosure of cash flow information			
Cash paid during the year for:			
Interest	\$ 30,687	\$ 30,242	\$ 28,717
Income taxes, net of refunds	\$ 6,480	\$ 6,843	\$ 7,163
Non-cash investing activities			
Property, plant and equipment acquired through additional liabilities	\$ 1,451	\$ 1,179	\$ 1,891
Non-cash financing activities:			
Accretion of preferred stock dividends	\$ 2	\$ 6	\$ 1
Non-cash preferred stock created from dividends declared	\$ 3,083	\$ 3,766	\$ 899
Exchange of common stock of JPHI Holdings, Inc. for common stock of Jason Industries, Inc.	\$ —	\$ 62	\$ (2,147)
Exchange of preferred stock for common stock of Jason Industries, Inc.	\$ 12,136	\$ —	\$ —
Buyer assumption of debt from divestiture	\$ —	\$ 2,950	\$ —

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

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1. Summary of Significant Accounting Policies

Description of business: Jason Industries, Inc. and its subsidiaries (collectively, the “Company”) is a global industrial manufacturing company with four reportable segments: finishing, components, seating and acoustics. The segments have operations within the United States and 13 foreign countries. The Company’s finishing segment focuses on the production of industrial brushes, polishing buffs and compounds, and abrasives that are used in a broad range of industrial and infrastructure applications. The components segment is a diversified manufacturer of expanded and perforated metal components and slip resistant surfaces. The seating segment supplies seating solutions to equipment manufacturers in the motorcycle, lawn and turf care, industrial, agricultural, construction and power sports end markets. The acoustics segment manufactures engineered non-woven, fiber-based acoustical products primarily for the automotive industry.

Basis of presentation: The Company’s fiscal year ends on December 31. Throughout the year, the Company reports its results using a fiscal calendar whereby each three month quarterly reporting period is approximately thirteen weeks in length and ends on a Friday. The exceptions are the first quarter, which begins on January 1, and the fourth quarter, which ends on December 31. For 2018, the Company’s fiscal quarters were comprised of the three months ended March 30, June 29, September 28, and December 31. In 2017, the Company’s fiscal quarters were comprised of the three months ended March 31, June 30, September 29, and December 31.

Principles of consolidation: The consolidated financial statements included herein have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). The consolidated financial statements include the accounts of all wholly-owned subsidiaries. All significant intercompany transactions and balances have been eliminated. Investments in partially owned affiliates are accounted for using the equity method when the Company’s interest is between 20% and 50% and the Company does not have a controlling interest, yet maintains significant influence.

Cash and cash equivalents: The Company considers all highly liquid investments with an original maturity of three months or less at the date of purchase to be cash equivalents. At December 31, 2018 and 2017, book overdrafts of approximately \$0.2 million and \$4.7 million, respectively, are included in accounts payable within the accompanying consolidated balance sheets. These amounts are held in accounts in which the Company has no right of offset with other cash balances.

Accounts receivable: The Company evaluates collectability of its receivables and establishes the allowance for doubtful accounts based on a combination of specific customer circumstances and historical write-off experience. Credit is extended to customers based upon an evaluation of their financial position. Generally, advance payment is not required. Credit losses are provided for in the consolidated financial statements and consistently have been within management’s expectations.

Inventories: Inventories are comprised of material, direct labor and manufacturing overhead, and are valued at the lower of cost or net realizable value and adjusted for the value of inventory that is estimated to be excess, obsolete or otherwise unmarketable. The estimation of excess, obsolete and unmarketable inventory is based on a variety of factors, including material or product age, estimated usage and estimated market demand. The first-in, first-out (“FIFO”) method is used to determine cost for all of the Company’s inventories.

Property, plant and equipment: Property, plant and equipment are stated at cost. Depreciation generally occurs using the straight-line method over 2 to 40 years for buildings and improvements and 2 to 10 years for machinery and equipment.

Leasehold improvements are amortized over the lesser of the term of the respective leases and the useful life of the related improvement using the straight-line method. The Company uses accelerated depreciation methods for income tax purposes. Expenditures which substantially increase value or extend useful lives are capitalized. Expenditures for maintenance and repairs are charged to operations as incurred. The Company records gains and losses on the disposition or retirement of property, plant and equipment based on the net book value and any proceeds received.

Long-lived assets: Long-lived assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable based upon an estimate of the related future undiscounted cash flows. When required, impairment losses on assets to be held and used are recognized based on the fair value of the asset as compared to its carrying value. Long-lived assets to be disposed of by sale are reported at the lower of carrying amount or fair value less cost to sell. The Company conducts its long-lived asset impairment reviews at the lowest level in which identifiable cash flows are largely independent of cash flows of other assets and liabilities.

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Amortization is recorded for other intangible assets with determinable lives. Patents, customer relationships, and trademarks and other intangible assets are amortized on a straight-line basis over their estimated useful lives of 7 years, 10 to 15 years, and 5 to 18 years, respectively.

Goodwill: Goodwill reflects the cost of an acquisition in excess of the aggregate fair value assigned to identifiable net assets acquired. Goodwill is assessed for impairment at least annually and as triggering events or indicators of potential impairment occur. The Company performs its annual impairment test in the fourth quarter of its fiscal year. Goodwill has been assigned to reporting units for purposes of impairment testing based upon the relative fair value of the asset to each reporting unit.

Impairment of goodwill is measured by comparing the fair value of a reporting unit to the carrying value of the reporting unit, including goodwill. The estimated fair value represents the amount at which a reporting unit could be bought or sold in a current transaction between willing parties on an arms-length basis. In estimating the fair value, the Company uses a discounted cash flow model, which is dependent on a number of assumptions including estimated future revenues and expenses, weighted average cost of capital, capital expenditures and other variables. The Company also uses a market approach, in which the fair values of comparable public companies are used in determining an estimated fair value for each reporting unit.

If the carrying amount of the reporting unit exceeds the estimated fair value of the reporting unit, an impairment loss is recognized in an amount equal to that excess, not to exceed the carrying amount of the goodwill. The Company is subject to financial statement risk in the event that goodwill becomes impaired. See Note 8, "Goodwill and Other Intangible Assets" for further discussion regarding the results of the Company's goodwill impairment testing.

Investments in partially-owned affiliates: The Company has investments in joint ventures located in Asia. These joint ventures are part of the finishing segment and are accounted for using the equity method of accounting. As of December 31, 2018 and 2017, the Company's investment in these joint ventures was \$6.3 million and \$6.1 million, respectively, and is included in other assets-net in the consolidated balance sheets. Equity income is presented separately on the consolidated statements of operations.

Income taxes: The provision for income taxes includes federal, state, local and foreign taxes on income. Deferred taxes are recorded for the expected future tax consequences of temporary differences between the financial statement carrying amounts and the tax bases of assets and liabilities, and net operating loss and credit carryforwards available to offset future taxable income. Future tax benefits are recognized to the extent that realization of those benefits is considered to be more likely than not. A valuation allowance is provided for net deferred tax assets when it is more likely than not that the Company will not realize the benefit of such net assets. The Company recognizes interest and penalties related to unrecognized tax benefits in income tax expense.

Share-based payments: The Company recognizes expense related to share-based payment transactions in which it receives employee services in exchange for equity instruments of the Company that may be settled by the issuance of such equity instruments. Share-based compensation cost for restricted stock units ("RSUs") is measured based on the closing fair market value of the Company's common stock on the date of grant. The Company recognizes share-based compensation cost over the award's requisite service period on a straight-line basis for time-based RSUs and on a graded basis for RSUs that are contingent on the achievement of performance conditions. Forfeitures are recognized within compensation expense in the period the forfeitures are incurred. The Company recognizes a tax (provision)/benefit from share-based compensation (income)/expense in the consolidated statements of operations in the period the share-based compensation (income)/expense is incurred. See Note 12, "Share-Based Compensation" for further information regarding share-based compensation.

Fair value of financial instruments: Current accounting guidance defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. It also specifies a fair value hierarchy based upon the observability of inputs used in valuation techniques. Observable inputs (highest level) reflect market data obtained from independent sources, while unobservable inputs (lowest level) reflect internally developed market assumptions. In accordance with the guidance, fair value measurements are classified under the following hierarchy:

- Level 1 — Quoted prices for identical instruments in active markets.
- Level 2 — Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs or significant value-drivers are observable in active markets.
- Level 3 — Model-derived valuations in which one or more significant inputs or significant value-drivers are unobservable.

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Fair value measurements are classified according to the lowest level input or value-driver that is significant to the valuation. A measurement may therefore be classified within Level 3 even though there may be significant inputs that are readily observable.

The carrying amounts within the accompanying consolidated balance sheets for cash and cash equivalents, accounts receivable and accounts payable approximate fair value due to the short-term maturity of these instruments. The Company assessed the amounts recorded under revolving loans, if any, and long-term debt and determined that the fair value of total debt was approximately \$387.4 million and \$398.4 million as of December 31, 2018 and 2017, respectively. The Company considers the inputs related to these estimations to be Level 2 fair value measurements as they are primarily based on quoted prices for the Company's Senior Secured Credit Facility.

The valuation of the Company's derivative financial instruments is determined using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves. The Company has determined that the lowest level of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy and therefore the Company's derivatives are classified within Level 2. See Note 9, "Debt and Hedging Instruments" for further information regarding derivatives held by the Company.

Employee Benefit Plans: The Company recognizes pension and post-retirement benefit income and expense and assets and obligations that are based on actuarial valuations using a December 31 measurement date and that include key assumptions regarding discount rates, expected returns on plan assets, retirement and mortality rates, future compensation increases, and health care cost trend rates. The Company reviews actuarial assumptions on an annual basis and makes modifications based on current rates and trends when appropriate. As required by GAAP, the effects of the modifications are recorded currently or amortized over future periods.

Derivative financial instruments: The Company recognizes all derivative financial instruments in the consolidated financial statements at fair value regardless of the purpose or intent for holding the instrument. Changes in the fair value of derivative financial instruments are either recognized periodically in income or in equity as a component of comprehensive income (loss) depending on whether the derivative financial instrument qualifies for hedge accounting, and if so, whether it qualifies as a fair value hedge or cash flow hedge. Generally, changes in fair values of derivatives accounted for as fair value hedges are recorded in income along with the portions of the changes in the fair values of the hedged items that relate to the hedged risks. Changes in fair values of derivatives accounted for as cash flow hedges, to the extent they are effective as hedges, are recorded in other comprehensive (loss) income, net of deferred income taxes. Changes in fair value of derivatives not qualifying as hedges are reported in income. Cash flows from derivatives that are accounted for as cash flow or fair value hedges are included in the consolidated statements of cash flows in the same category as the item being hedged. The Company's policy is to enter into derivatives with creditworthy institutions and not to enter into such derivatives for speculative purposes. See Note 9, "Debt and Hedging Instruments" for further information regarding derivatives held by the Company.

Foreign currency translation: Assets and liabilities of the Company's foreign subsidiaries, whose respective functional currencies are other than the U.S. dollar, are translated at year-end exchange rates while revenues and expenses are translated at average exchange rates. Resultant gains and losses are reflected within accumulated other comprehensive loss within the accompanying consolidated statements of shareholders' (deficit) equity.

Other comprehensive (loss) income: Other comprehensive (loss) income includes disclosure of financial information that historically has not been recognized in the calculation of net (loss) income. The Company's other comprehensive income (loss) includes the change in unrecognized prior service costs on pension and other postretirement obligations, foreign currency translation, and fair value adjustments related to derivative instruments.

Pre-production costs related to long-term supply arrangements: The Company's policy for engineering, research and development, and other design and development costs related to products that will be sold under long-term supply arrangements requires such costs to be expensed as incurred. Costs for molds, dies, and other tools used to manufacture products that will be sold under long-term supply arrangements are capitalized if the Company has title to the assets or when customer reimbursement is assured.

Revenue recognition: Net sales are recognized when control of a performance obligation is transferred to the customer in an amount that reflects the consideration expected to be received in exchange for the transferred good or service. The Company typically satisfies its performance obligations in contracts with customers upon shipment of the goods or delivery of the services. Amounts invoiced to customers related to shipping and handling are classified as net sales, while expenses for transportation of products to customers are recorded as a component of cost of goods sold on the consolidated statement of operations. Sales, value add, and other taxes collected concurrent with revenue-producing activities are excluded from net sales.

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As of the contract inception date, the expected time between the completion of the performance obligation and the payment from the customer is less than a year, and as such there are no significant financing components in the consideration recognized and disclosures around unsatisfied performance obligations have been omitted.

The Company estimates whether it will be subject to variable consideration under the terms of the contract and includes its estimate of variable consideration in the transaction price based on the expected value method when it is deemed probable of being realized based on historical experience and trends. Types of variable consideration may include rebates, discounts, and product returns, among others, which are recorded as a deduction to net sales at the time when control of a performance obligation is transferred to the customer.

The majority of the Company's contracts are for the sale of goods that qualify as separate performance obligations that are distinct from other goods or services provided in the same contract. Transaction price inclusive of estimated variable consideration is allocated to separate performance obligations based on their relative standalone selling prices using observable inputs. When observable inputs are not available, the Company estimates stand alone selling price using cost plus a reasonable margin approach. Contracts entered into with the same customer at or near the same time are combined into a single contract if they represent a single commercial objective, if payment of consideration in one contract is dependent on performance of the other contract, or if promises in different contracts constitute a single performance obligation. For the limited contracts with multiple performance obligations, the contract's transaction price is allocated to each performance obligation using the best estimate of the standalone selling price of each distinct good or service in the contract.

Performance obligations are satisfied at a point in time or over time as work progresses. Revenue from products transferred to customers at a point in time accounted for more than 99% of net sales for the year ended December 31, 2018. The Company recognizes revenue over time for certain production parts with minimum stocking agreements in the finishing business that are highly customized with no alternative use and for which the Company has an enforceable right to payment with a reasonable margin under the terms of the contract based on the output method of goods produced. Revenue from products transferred to customers over time accounted for less than 1% of net sales for the year ended December 31, 2018.

The Company provides industry standard assurance-type warranties which ensure that the manufactured products comply with agreed upon specifications with the customers and do not represent a separate performance obligation with the customer. Warranty based accruals are established under Accounting Standards Codification ("ASC") 460, "Guarantees", based on an evaluation of historical warranty experience and management's estimate of the level of future claims.

Insurance proceeds: The Company maintains property and business interruption insurance coverage to mitigate the risk of incremental costs and/or lost revenues or profit margins resulting from disruption of business activities, whether at our own facility or that of a supplier. The Company records the incremental costs associated with such events as incurred and the related insurance recovery proceeds when deemed probable and collectible in the case of claims for direct cost recovery and when earned and realizable in the case of claims for business interruption related to lost revenues or profit margins. The incremental costs incurred as well as any associated insurance recoveries for covered events are recorded within operating income in the consolidated statements of operations.

During 2018, the Company experienced a force majeure incident at a supplier in the seating segment that resulted in incremental costs to maintain production and lost revenues during the disruption period. As a result of this event, the Company received \$2.2 million of insurance claims proceeds which were recorded as a component of cost of goods sold within the consolidated statement of operations.

Research and development costs: Research and development costs consist of engineering and development resources and are expensed as incurred. Such costs incurred in the development of new products or significant improvements to existing products were \$3.2 million in the year ended December 31, 2018, \$3.6 million in the year ended December 31, 2017, and \$4.2 million in the year ended December 31, 2016.

Advertising costs: Advertising costs are charged to selling and administrative expenses as incurred and were \$1.6 million in the year ended December 31, 2018, \$1.8 million in the year ended December 31, 2017, and \$1.9 million in the year ended December 31, 2016.

Use of estimates: The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Concentration risks: The Company's operations are geographically dispersed and it has a diverse customer base. Management believes bad debt losses resulting from default by a single customer, or defaults by customers in any depressed

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region or business sector, would not have a material effect on the Company's financial position, results of operations or cash flows.

During the years ended December 31, 2018, 2017, and 2016 the Company had no individual customers at or above 10% of consolidated net sales. At December 31, 2018, one customer accounted for greater than 10% of the Company's consolidated accounts receivable balance; this customer accounted for 10% of the consolidated balance and is served by the acoustics segment. At December 31, 2017, one customer accounted for greater than 10% of the Company's consolidated accounts receivable balance; this customer accounted for 13% of the consolidated balance and is served by the acoustics segment.

Recently issued accounting standards

Accounting standards adopted in the current fiscal year

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, "Revenue From Contracts With Customers" ("ASU 2014-09"). ASU 2014-09 outlined a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and superseded most previous revenue recognition guidance, including industry-specific guidance. See above for discussion on our revenue recognition accounting policy and Note 3, "Net Sales" for further discussion regarding the adoption of this standard.

In January 2016, the FASB issued ASU 2016-01, "Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities." The updated guidance enhanced the reporting model for financial instruments, which includes amendments to address aspects of recognition, measurement, presentation and disclosure. The amendment to the standard was effective for interim and annual periods beginning after December 15, 2017. In February 2018, the FASB issued ASU 2018-03, "Technical Corrections and Improvements to Financial Instruments-Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities" ("ASU 2018-03"). ASU 2018-03 clarifies certain aspects of the guidance issued in ASU 2016-01 and was effective for interim periods beginning after June 15, 2018. The Company adopted both standards effective January 1, 2018 and determined that there was no impact on its consolidated financial statements.

In October 2016, the FASB issued ASU 2016-16, "Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory" ("ASU 2016-16"). ASU 2016-16 requires companies to recognize the income tax effects of intercompany sales and transfers of assets other than inventory in the period in which the transfer occurs. The guidance was effective for annual periods beginning after December 15, 2017 and required companies to apply a modified retrospective approach with a cumulative catch-up adjustment to opening retained earnings in the period of adoption. The Company adopted ASU 2016-16 effective January 1, 2018 on a modified retrospective basis. As a result of the adoption, the Company recorded a decrease to the opening retained deficit of \$0.3 million.

In March 2017, the FASB issued ASU 2017-07, "Compensation-Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost" ("ASU 2017-07"). This standard requires the presentation of the service cost component of net periodic pension and postretirement benefit costs ("Pension Costs") within operations and all other components of Pension Costs outside of income from operations within the Company's consolidated statements of operations. In addition, only the service cost component of Pension Costs will be allowed for capitalization as an asset within the Company's consolidated balance sheets. ASU 2017-07 is effective for annual reporting periods beginning after December 15, 2017, including interim periods within those annual reporting periods. The standard is required to be applied on a retrospective basis for the presentation of the service cost component and the other components of Pension Costs and on a prospective basis for the capitalization of the service cost component of Pension Costs. The Company adopted ASU 2017-07 effective January 1, 2018. The adoption of ASU 2017-07 did not have a significant impact on the Company's consolidated financial statements.

In February 2018, the FASB issued ASU 2018-02, "Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income" ("ASU 2018-02"). ASU 2018-02 allows for an optional reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the comprehensive tax legislation signed into law on December 22, 2017 by the President of the United States, which is commonly referred to as the Tax Cuts and Jobs Act (the "Tax Reform Act"). The updated guidance eliminates the stranded tax effects resulting from the Tax Reform Act for those entities that elect the optional reclassification and also requires certain disclosures about the stranded tax effects. ASU 2018-02 is effective for annual reporting periods beginning after December 15, 2018, including interim periods within those annual reporting periods, with early adoption permitted. The amendments in this update are effective either in the period of adoption or retrospectively to each period (or periods) in which the effect of the change in the U.S. federal corporate income tax rate in the Tax Reform Act is recognized. The Company

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adopted ASU 2018-02 effective January 1, 2018. As a result of the adoption, the Company has recorded a decrease to the opening retained deficit of \$0.1 million and an increase to the opening accumulated other comprehensive loss of \$0.1 million.

In March 2018, the FASB issued ASU 2018-05, *“Income Taxes (Topic 740) - Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 118”* (“ASU 2018-05”). ASU 2018-05 provides guidance for the recognition of provisional amounts in the consolidated financial statements as a result of the Tax Reform Act. The guidance allows for a measurement period of up to one year from the December 22, 2017 enactment date to finalize the accounting related to the Tax Reform Act. ASU 2018-05 was effective upon issuance and accordingly, the Company has applied the guidance from this update within its consolidated financial statements. See Note 14, “Income Taxes” for further discussion regarding the Company’s application of this standard.

In August 2018, the FASB issued ASU 2018-13, *“Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement”* (“ASU 2018-13”). ASU 2018-13 modifies certain disclosures on fair value measurements, such as eliminating disclosure requirements for transfers between Level 1 and Level 2 of the fair value hierarchy and an explanation for the transfer between levels and adding new disclosure requirements for Level 3 measurements. The standard is effective for interim and annual reporting periods beginning after December 15, 2019, with early adoption permitted. The Company adopted ASU 2018-13 effective June 30, 2018. The adoption of this guidance did not have an impact on the Company’s consolidated financial statements or the related fair value disclosures within the accompanying notes.

In August 2018, the FASB issued ASU 2018-15, *“Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract”* (“ASU 2018-15”). ASU 2018-15 aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. The standard is effective for interim and annual reporting periods beginning after December 15, 2019, with early adoption permitted. The Company early adopted this standard effective September 29, 2018 on a prospective basis, and there was no impact to the consolidated financial statements as of and for the year ended December 31, 2018 as a result of the adoption of this standard.

Accounting standards to be adopted in future fiscal periods

In February 2016, the FASB issued ASU 2016-02, *“Leases (Topic 842)”* (“ASU 2016-02”). ASU 2016-02 establishes new accounting and disclosure requirements for leases. This standard requires lessees to classify most leases as either finance or operating leases and to initially recognize a lease liability and right-of-use asset. Entities may elect to account for certain short-term leases (with a term of 12 months or less) using a method similar to the current operating lease model. The statements of operations will include, for finance leases, separate recognition of interest on the lease liability and amortization of the right-of-use asset and for operating leases, a single lease cost, calculated so that the cost of the lease is allocated over the lease term on a straight-line basis. In 2018, the FASB issued additional ASUs related to ASU 2016-02, which simplify and provide additional guidance to companies for implementation of the standard. ASU 2016-02 and related guidance are effective for annual reporting periods beginning after December 15, 2018, including interim periods within those annual reporting periods, with early adoption permitted. This standard must be applied using a modified retrospective approach, which requires recognition and measurement of leases at either the beginning of the earliest period presented or the date of adoption, with certain practical expedients available. During the fourth quarter of 2018, the Company finalized the inventory of lease contracts, implemented a lease contract accounting system, drafted lease accounting policies and procedures and concluded on certain technical accounting implications of the new standard, including the election of practical expedients related to the adoption of the new standard, discount rates and embedded lease contracts. The Company estimates that the impact of adopting ASU 2016-02 will result in recording of a right-of-use asset of approximately \$42 million and a lease liability of approximately \$46 million within the consolidated balance sheet on January 1, 2019, the date of adoption. The difference between the right-of-use asset and lease liability on the date of adoption relates to the reclassification of certain previously recorded deferred rent balances to the right-of-use asset. In addition, in accordance with the implementation guidance of ASU 2016-02, the Company will reclassify an incremental \$1.1 million of intangible assets in the acoustics segment related to below market rents that resulted from the June 30, 2014 go public business combination to the right-of-use asset and will write off a deferred gain of \$1.0 million to retained earnings related to a previous sale leaseback of its Libertyville, Illinois facility utilized by the components segment. See Note 10, “Leases” for further discussion regarding the previous sale leaseback transaction.

In August 2017, the FASB issued ASU 2017-12, *“Derivatives and Hedging (Topic 815): Targeted Improvements for Hedging Activities”* (“ASU 2017-12”). ASU 2017-12 broadens the scope of financial and nonfinancial strategies eligible for hedge accounting and makes certain targeted improvements to simplify the application of hedge accounting guidance. In addition, the standard amends the presentation and disclosure requirements for hedges and is intended to more closely align the

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hedge accounting guidance with a company’s risk management strategies. The standard is effective for interim and annual reporting periods beginning after December 15, 2018; however, early adoption is permitted. The Company anticipates an insignificant impact to the consolidated financial statements and disclosure as a result of adoption of this standard, however, the impact in future periods will depend on the level of future hedging activities.

In August 2018, the FASB issued ASU 2018-14, “*Compensation—Retirement Benefits—Defined Benefit Plans—General (Topic 715-20): Disclosure Framework—Changes to the Disclosure Requirements for Defined Benefit Plans*” (“ASU 2018-14”). ASU 2018-14 modifies certain disclosure requirements for pension and other postretirement plans, such as eliminating disclosure requirements to disclose the amounts in accumulated other comprehensive loss expected to be recognized as a component of net periodic benefit cost over the next fiscal year and the impact that a 1% increase or decrease in the medical trend rate would have on the accumulated postretirement benefit obligation. The standard is effective for interim and annual reporting periods beginning after December 15, 2020, with early adoption permitted. As the scope of ASU 2018-14 is limited to only financial disclosure requirements, the standard will not have an impact on the Company’s consolidated financial statements. The Company is currently assessing the impact that this standard will have on the employee benefit plan disclosures within the notes to consolidated financial statements, as well as the planned timing of adoption.

2. Restatement of Previously Reported Financial Information

During the first quarter of 2019, the Company identified an error in the income tax provision presented within the consolidated financial statement of operations for the year ended December 31, 2018 and deferred income taxes presented within the consolidated balance sheet as of December 31, 2018. The Company recorded a valuation allowance in 2018 for deferred tax assets related to disallowed interest expense deduction carryforwards under Internal Revenue Code Section 163(j) which was not appropriate in accordance with ASC 740, *Income Taxes*, as management has determined that the deferred tax assets were more likely than not to be realized. As a result of this error, the tax provision and deferred income tax liabilities were overstated by \$6.2 million within the consolidated statement of operations and consolidated balance sheet. As a result of this income tax error, which materially misstated the previously issued 2018 financial statements, the consolidated financial statements of the Company as of and for the year ended December 31, 2018 have been restated.

Amounts throughout the consolidated financial statements and notes thereto have been adjusted to incorporate the restated amounts, where applicable.

The impact of the required correction to the consolidated statement of operations and comprehensive loss were as follows:

	For the Year Ended December 31, 2018		
	As Reported	Adjustments	As Restated
Tax provision (benefit)	\$ 4,052	\$ (6,157)	\$ (2,105)
Net loss	(19,317)	6,157	(13,160)
Net loss attributable to Jason Industries	(19,317)	6,157	(13,160)
Net loss available to common shareholders of Jason Industries	(23,387)	6,157	(17,230)
Net loss per share available to common shareholders of Jason Industries:			
Basic and diluted	\$ (0.85)	\$ 0.23	\$ (0.62)
Comprehensive loss	(22,700)	6,157	(16,543)
Comprehensive loss attributable to Jason Industries	(22,700)	6,157	(16,543)

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The impact of the required correction to the consolidated balance sheet was as follows:

	December 31, 2018		
	As Reported	Adjustments	As Restated
Deferred income taxes	\$ 23,882	\$ (6,157)	\$ 17,725
Total liabilities	517,537	(6,157)	511,380
Retained deficit	(186,517)	6,157	(180,360)
Total shareholders' deficit	(13,940)	6,157	(7,783)

The above restatement did not impact total net cash provided by (used in) operating, investing or financing activities within the consolidated statements of cash flows for any previous period. Other than the adjustments to net loss for the year ended December 31, 2018, which impacted recorded retained deficit and total shareholders' deficit, there were no other impacts to the consolidated statements of shareholders' (deficit) equity. There was no impact to the Company's previously reported segment Adjusted EBITDA for the year ended December 31, 2018.

3. Net Sales

Adoption of ASU 2014-09, "Revenue From Contracts With Customers"

On January 1, 2018, the Company adopted ASU 2014-09, "Revenue From Contracts With Customers" and all related amendments using the modified retrospective method. Subsequent to the date of adoption, the Company recognizes its revenue in accordance with ASC 606, "Revenue From Contracts With Customers" ("ASC 606"). Prior to January 1, 2018, the Company recognized revenue in accordance with ASC 605, "Revenue Recognition" and prior period results continue to be reported under the accounting standards in effect for those periods. The cumulative impact of adopting the new standard on the consolidated financial statements was recorded as a decrease to the opening retained deficit of \$0.1 million as of January 1, 2018. Refer to Note 1, "Summary of Significant Accounting Policies" for description of our revenue recognition accounting policy.

Revenue Disaggregation

The finishing segment operates principally as a provider of industrial brushes, polishing buffs and compounds, and abrasive products that are used in a broad range of industrial and infrastructure applications. The components segment operates principally as a component Original Equipment Manufacturer ("OEM") within the rail and general industrial markets. The Company typically sells products within these businesses under purchase orders through both direct to customer and distribution sales channels. The Company generally transfers control and recognizes net sales when the product is shipped to the customer. Within the finishing business, there are certain custom products for customers with minimum stocking agreements for which the Company recognizes net sales over time. Revenue from products transferred to customers over time accounted for less than 1% of finishing net sales for the year ended December 31, 2018.

The seating segment operates principally as a seating OEM within the motorcycle, lawn and turf care, industrial, agriculture, construction, and power sports markets. The acoustics segment operates principally as an automotive OEM and Tier-1 supplier. The products in these businesses are generally custom products sold direct to customers that are awarded by platform to a sole supplier for the life of the platform which can span several years. The Company transfers control and recognizes net sales at a point in time upon shipment to the customer for these contracts.

The Company disaggregates net sales by geography based on the country of origin of the final sale with the external customer, which in certain cases may be manufactured in other countries at facilities within the Company's global network. The following table summarizes net sales disaggregated by geography and reportable segment:

	For the Year Ended December 31, 2018				
	Finishing	Components	Seating	Acoustics	Total
United States	\$ 68,384	\$ 83,028	\$ 154,223	\$ 123,422	\$ 429,057
Europe	126,564	—	6,099	—	132,663
Mexico	8,762	—	—	38,539	47,301
Other	3,927	—	—	—	3,927
Total	\$ 207,637	\$ 83,028	\$ 160,322	\$ 161,961	\$ 612,948

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The Company disaggregates net sales by sales channel as either direct or distribution net sales. Direct net sales are defined as net sales ordered by and sold directly to the end customer without the involvement of a third party. For our OEM customers, direct sales include certain spare parts and accessories which are intended for resale to end consumers. Distribution net sales are defined as net sales ordered by and sold to a third party that intends to resell the products to the end consumer. The following table summarizes net sales disaggregated by sales channel and reportable segment:

	For the Year Ended December 31, 2018				
	Finishing	Components	Seating	Acoustics	Total
Direct	\$ 112,047	\$ 80,198	\$ 156,311	\$ 161,961	\$ 510,517
Distribution	95,590	2,830	4,011	—	102,431
Total	\$ 207,637	\$ 83,028	\$ 160,322	\$ 161,961	\$ 612,948

4. Divestiture

On August 30, 2017, the Company completed the divestiture of its European operations within the acoustics segment located in Germany (“Acoustics Europe”) for a net purchase price of \$8.1 million, which included cash of \$0.2 million, long-term debt assumed by the buyer of \$3.0 million and other purchase price adjustments. The divestiture resulted in an \$8.7 million pre-tax loss.

Acoustics Europe had net sales of \$32.9 million for the year ended December 31, 2016 and \$22.9 million for the eight months ended August 30, 2017, the date of closing. The Company determined that the divestiture did not represent a strategic shift that would have a major effect on the Company’s operations and financial results and as such, has continued to report the results of Acoustics Europe within continuing operations in the consolidated statements of operations.

5. Restructuring Costs

On March 1, 2016, as part of a strategic review of organizational structure and operations, the Company announced a global cost reduction and restructuring program (the “2016 program”). The 2016 program, as used herein, refers to costs related to various restructuring activities across business segments. This includes entering into severance and termination agreements with employees and footprint rationalization activities, including exit and relocation costs for the consolidation and closure of plant facilities and lease termination costs. These activities were ongoing throughout the years ended December 31, 2016, 2017 and 2018 and are expected to be completed by the end of 2019.

The following table presents the restructuring costs recognized by the Company under the 2016 program by reportable segment. The other costs incurred under the 2016 program for the year ended December 31, 2018 primarily include charges related to the consolidation of two U.S. plants within the components segment, the consolidation of two U.S. plants within the acoustics segment, and the closure of the U.K. plant within the seating segment, partially offset by a reduction in expense as a result of the statute of limitations expiring on unasserted employment matter claims in Brazil within the finishing segment. The other costs incurred under the 2016 program for the year ended December 31, 2017 primarily include charges related to the consolidation of two U.S. plants within the components segment, exit costs related to the wind down of the finishing segment’s facility in Brazil and the consolidation of two U.S. plants within the finishing segment. The other costs incurred under the 2016 program for the year ended December 31, 2016 primarily include charges related to the closure of a facility within the components segment and a loss contingency for certain employment matters claims associated with the wind down of the finishing segment’s Brazil facility. Based on the announced restructuring actions to date, the Company expects to incur a total of approximately \$16.3 million under the 2016 program. Restructuring costs are presented separately on the consolidated statements of operations.

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2016 Program	Finishing	Components	Seating	Acoustics	Corporate	Total
Restructuring charges - year ended December 31, 2018:						
Severance costs	\$ 314	\$ 212	\$ 235	\$ 138	\$ —	\$ 899
Lease termination costs	(4)	—	—	—	—	(4)
Other costs	165	710	167	2,521	—	3,563
Total	\$ 475	\$ 922	\$ 402	\$ 2,659	\$ —	\$ 4,458

Restructuring charges - year ended December 31, 2017:						
Severance costs	\$ 1,178	\$ 58	\$ (17)	\$ (38)	\$ (9)	\$ 1,172
Lease termination costs	88	—	—	172	—	260
Other costs	1,235	1,276	—	323	—	2,834
Total	\$ 2,501	\$ 1,334	\$ (17)	\$ 457	\$ (9)	\$ 4,266

Restructuring charges - year ended December 31, 2016:						
Severance costs	\$ 3,287	\$ 378	\$ 76	\$ 977	\$ 597	\$ 5,315
Lease termination costs	344	—	—	—	—	344
Other costs	1,003	514	—	56	—	1,573
Total	\$ 4,634	\$ 892	\$ 76	\$ 1,033	\$ 597	\$ 7,232

The following table presents the cumulative restructuring costs recognized by the Company under the 2016 program by reportable segment. The 2016 program began in the first quarter of 2016 and as such, the cumulative restructuring charges represent the cumulative charges incurred since the inception of the 2016 program through December 31, 2018.

	Finishing	Components	Seating	Acoustics	Corporate	Total
Cumulative restructuring charges - 2016 Program:						
Severance costs	\$ 4,779	\$ 648	\$ 294	\$ 1,077	\$ 588	\$ 7,386
Lease termination costs	428	—	—	172	—	600
Other costs	2,403	2,500	167	2,900	—	7,970
Total	\$ 7,610	\$ 3,148	\$ 461	\$ 4,149	\$ 588	\$ 15,956

In addition to the restructuring costs described above, the Company incurred for the year ended December 31, 2018, approximately \$1.4 million of accelerated depreciation expense related to the closure of the Richmond, Indiana facility in the acoustics segment. For the year ended December 31, 2016, the Company incurred approximately \$1.4 million of additional charges related to the wind down of the finishing segment's Brazil location, which included \$0.7 million of accelerated depreciation of property, plant and equipment - net and \$0.7 million of charges to reduce inventory balances, respectively, to decrease such balances to their estimated net realizable values. In both periods, these costs were presented within cost of goods sold within the consolidated statements of operations.

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The following table represents the restructuring liabilities for the 2016 program:

	Severance costs	Lease termination costs	Other costs	Total
Balance - December 31, 2016	\$ 1,281	\$ 333	\$ 1,085	\$ 2,699
Current period restructuring charges	1,172	260	2,834	4,266
Cash payments	(1,589)	(528)	(2,830)	(4,947)
Foreign currency impact	43	11	(10)	44
Balance - December 31, 2017	<u>\$ 907</u>	<u>\$ 76</u>	<u>\$ 1,079</u>	<u>\$ 2,062</u>
Current period restructuring charges	899	(4)	3,563	4,458
Cash payments	(1,310)	(70)	(4,277)	(5,657)
Foreign currency impact	(39)	(2)	(40)	(81)
Balance - December 31, 2018	<u><u>\$ 457</u></u>	<u><u>\$ —</u></u>	<u><u>\$ 325</u></u>	<u><u>\$ 782</u></u>

At December 31, 2018 and December 31, 2017, the restructuring liabilities were classified as other current liabilities on the consolidated balance sheets. At December 31, 2018, the accrual for other costs primarily relates to the consolidation of two U.S. plants within the acoustics segment. At December 31, 2017, the accrual for other costs primarily related to certain employment matter claims within the finishing segment.

6. Inventories

Inventories at December 31, 2018 and December 31, 2017 consisted of the following:

	December 31, 2018	December 31, 2017
Raw material	\$ 31,501	\$ 35,925
Work-in-process	3,672	4,375
Finished goods	28,574	30,519
Total inventories	<u><u>\$ 63,747</u></u>	<u><u>\$ 70,819</u></u>

7. Property, Plant and Equipment

Property, plant and equipment at December 31, 2018 and December 31, 2017 consisted of the following:

	December 31, 2018	December 31, 2017
Land and improvements	\$ 5,457	\$ 6,556
Buildings and improvements	32,384	33,161
Machinery and equipment	203,237	191,903
Construction-in-progress	6,197	10,710
	<u>247,275</u>	<u>242,330</u>
Less: Accumulated depreciation	(112,406)	(88,134)
Property, plant and equipment, net	<u><u>\$ 134,869</u></u>	<u><u>\$ 154,196</u></u>

For the year ended December 31, 2018, the Company recorded a \$1.3 million gain on disposal of property, plant and equipment - net for the sale of a building related to the closure of the seating segment's U.K. facility. In connection with the sale, the Company collected \$0.7 million of value-added tax which is to be remitted to the relevant tax authorities in the first quarter of 2019 and is included within cash flows provided by financing activities within the consolidated statement of cash flows.

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8. Goodwill and Other Intangible Assets

Goodwill

Changes in the carrying amount of goodwill, all of which is within the Company's finishing segment, were as follows:

Balance as of December 31, 2016	\$	42,157
Foreign currency impact		2,985
Balance as of December 31, 2017	\$	45,142
Foreign currency impact		(1,077)
Balance as of December 31, 2018	\$	44,065

At December 31, 2018 and December 31, 2017, accumulated goodwill impairment losses were \$122.1 million, primarily due to \$58.8 million related to the seating reporting unit, \$29.8 million related to the acoustics reporting unit, and \$33.2 million related to the components reporting unit.

Fiscal 2018 and 2017 Impairment Assessment

The Company performed its annual goodwill impairment tests in the fourth quarters of 2018 and 2017 and determined that the fair value of the finishing reporting unit, the only reporting unit with a recorded goodwill balance, exceeded the carrying value of the reporting unit by over 15% in each year. In connection with the goodwill impairment test, the Company engaged a third-party valuation firm to assist management with determining the fair value estimate for the reporting unit. The fair value of the reporting unit is determined using a weighted average of an income approach primarily based on the Company's three year strategic plan and a market approach based on implied valuation multiples of public company peer groups for the reporting unit. Both approaches are generally deemed equally relevant in determining reporting unit enterprise value, and as a result, weightings of 50 percent were used for each. This fair value determination was categorized as Level 3 in the fair value hierarchy.

In connection with obtaining an independent third-party valuation, management provided certain information and assumptions that were utilized in the fair value calculation. Significant assumptions used in determining reporting unit fair value include forecasted cash flows, revenue growth rates, adjusted EBITDA margins, weighted average cost of capital (discount rate), assumed tax treatment of a future sale of the reporting unit, terminal growth rates, capital expenditures, sales and EBITDA multiples used in the market approach, and the weighting of the income and market approaches. A change in any of these assumptions, individually or in the aggregate, or future financial performance that is below management expectations may result in the carrying value of this reporting unit exceeding its fair value, and goodwill and amortizable intangible assets could be impaired.

Fiscal 2016 Impairment Assessment

In performing the first step of the annual goodwill impairment test in the fourth quarter of 2016 (performed prior to the adoption of ASU 2017-04 "*Intangibles-Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*"), the Company determined that the estimated fair values of the acoustics and components reporting units were lower than the carrying values of the respective reporting units, requiring further analysis under the second step of the impairment test. The decline in the estimated fair value of the acoustics reporting unit was primarily due to lower long-term revenue growth expectations resulting from the strategic review of capital allocation and investment priorities as compared to the Company's prior growth plan for the business. The fair value of the acoustics reporting unit was also negatively impacted by a projected cyclical decline in the North American automotive industry end-market. The decline in the estimated fair value of the components reporting unit was primarily due to lower long-term revenue expectations resulting from the annual budgeting and strategic planning process as compared to the Company's prior plan for the business, primarily due to projected longer-term weakness in the rail end-market.

In performing the second step of the impairment testing, the Company performed a theoretical purchase price allocation for the acoustics and components reporting units to determine the implied fair values of goodwill which were compared to the recorded amounts of goodwill for each reporting unit. Upon completion of the second step of the goodwill impairment test, the Company recorded non-cash goodwill impairment charges of \$63.0 million, representing full goodwill impairments of \$29.8 million and \$33.2 million in the acoustics and components reporting units, respectively. The goodwill impairment charges are recorded as impairment charges in the consolidated statements of operations.

In connection with the goodwill impairment tests in 2016, the Company engaged a third-party valuation firm to assist management with determining fair value estimates for the reporting units in the goodwill impairment test. In 2016, the third-party valuation firm was also involved in assisting management in estimating fair values of tangible and intangible assets used

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in the second step of the goodwill impairment test. In connection with obtaining an independent third-party valuation, management provided certain information and assumptions that were utilized in the fair value calculation. Significant assumptions used in determining reporting unit fair value included forecasted cash flows, revenue growth rates, adjusted EBITDA margins, weighted average cost of capital (discount rate), assumed tax treatment of a future sale of the reporting unit, terminal growth rates, capital expenditures, sales and EBITDA multiples used in the market approach, and the weighting of the income and market approaches. The fair values of the reporting units were determined using a weighted average of an income approach primarily based on the Company's three year strategic plan and a market approach based on implied valuation multiples of public company peer groups for each reporting unit. Both approaches were deemed equally relevant in determining reporting unit enterprise value, and as a result, weightings of 50 percent were used for each. This fair value determination was categorized as Level 3 in the fair value hierarchy.

Other Intangible Assets

The Company's other amortizable intangible assets consisted of the following:

	December 31, 2018			December 31, 2017		
	Gross Carrying Amount	Accumulated Amortization	Net	Gross Carrying Amount	Accumulated Amortization	Net
Patents	\$ 2,038	\$ (1,018)	\$ 1,020	\$ 1,985	\$ (671)	\$ 1,314
Customer relationships	105,539	(30,634)	74,905	110,210	(24,775)	85,435
Trademarks and other intangibles	56,405	(15,801)	40,604	57,373	(12,623)	44,750
Total amortized other intangible assets	\$ 163,982	\$ (47,453)	\$ 116,529	\$ 169,568	\$ (38,069)	\$ 131,499

Other amortizable intangible assets are evaluated for potential impairment whenever events or circumstances indicate that the carrying value may not be recoverable. There were no impairment charges recorded related to tangible or intangible assets during 2018 and 2017.

In connection with the evaluation of the goodwill impairment in the acoustics and components reporting units in 2016, the Company assessed tangible and intangible assets for impairment prior to performing the second step of the goodwill impairment test. As a result of this analysis, it was determined that there were no impairment charges to record related to these assets.

The approximate weighted average remaining useful lives of the Company's intangible assets at December 31, 2018 are as follows: patents - 4.8 years; customer relationships - 10.1 years; and trademarks and other intangibles - 10.8 years.

Amortization of intangible assets approximated \$14.2 million, \$12.7 million, and \$12.9 million for the years ended December 31, 2018, 2017 and 2016, respectively. Included within amortization expense for the year ended December 31, 2018, was \$2.3 million of accelerated amortization expense in the components segment related to the exit from non-core product lines for smart utility meter subassemblies in 2018. Excluding the impact of any future acquisitions, the Company anticipates the annual amortization for each of the next five years and thereafter to be the following:

2019	\$ 11,707
2020	11,706
2021	11,564
2022	11,391
2023	11,382
Thereafter	58,779
	\$ 116,529

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9. Debt and Hedging Instruments

The Company's debt consisted of the following:

	December 31, 2018	December 31, 2017
First Lien Term Loans	\$ 292,540	\$ 298,018
Second Lien Term Loans	89,887	90,007
Debt discount on Term Loans	(2,669)	(3,602)
Deferred issuance costs on Term Loans	(4,052)	(5,586)
Foreign debt	17,469	21,795
Capital lease obligations	613	840
Total debt	393,788	401,472
Less: Current portion	(6,544)	(9,704)
Total long-term debt	\$ 387,244	\$ 391,768

Future annual maturities of long-term debt outstanding at December 31, 2018 are as follows:

2019	\$ 6,544
2020	6,619
2021	289,008
2022	92,199
2023	3,683
Thereafter	2,456
Total future annual maturities of long term debt outstanding	400,509
Less: Debt discounts on Term Loans	(2,669)
Less: Deferred issuance costs on Term Loans	(4,052)
Total debt	<u>\$ 393,788</u>

Senior Secured Credit Facilities

As of December 31, 2018, the Company's U.S. credit facility included (i) term loans in an aggregate principal amount of \$310.0 million ("First Lien Term Loans") maturing June 30, 2021, of which \$292.5 million is outstanding, (ii) term loans in an aggregate principal amount of \$110.0 million ("Second Lien Term Loans") maturing June 30, 2022, of which \$89.9 million is outstanding, and (iii) a revolving loan of up to \$34.3 million ("Revolving Credit Facility") maturing June 30, 2020. During the second quarter of 2018, the Company amended its Revolving Credit Facility to extend the maturity date to June 30, 2020. The amendment reduced the borrowing capacity from \$40.0 million to \$34.3 million until June 30, 2019, and thereafter, \$30.0 million until June 30, 2020. In connection with the amendment, the Company paid deferred financing costs of \$0.6 million which have been recorded within other assets - net within the consolidated balance sheets. The unamortized amount of debt issuance costs as of December 31, 2018 were \$4.1 million related to the First Lien Term Loans and Second Lien Term Loans and \$0.8 million related to the Revolving Credit Facility. Debt issuance costs related to the First Lien Term Loans and Second Lien Term Loans are recorded in total long-term debt, and debt issuance costs related to the Revolving Credit Facility are recorded in other assets - net. These costs are amortized into interest expense over the life of the respective borrowings on a straight-line basis.

The principal amount of the First Lien Term Loans amortizes in quarterly installments equal to \$0.8 million, with the balance payable at maturity. At the Company's election, the interest rate per annum applicable to the loans under the Senior Secured Credit Facilities is based on a fluctuating rate of interest determined by reference to either (i) a base rate determined by reference to the higher of (a) the administrative agent's prime rate, (b) the federal funds effective rate plus 0.50% or (c) the Eurocurrency rate applicable for an interest period of one month plus 1.00%, plus an applicable margin equal to (x) 3.50% in the case of the First Lien Term Loans, (y) 2.25% in the case of the Revolving Credit Facility or (z) 7.00% in the case of the Second Lien Term Loans or (ii) a Eurocurrency rate determined by reference to London Interbank Offered Rate ("LIBOR"), adjusted for statutory reserve requirements, plus an applicable margin equal to (x) 4.50% in the case of the First Lien Term Loans, (y) 3.25% in the case of the Revolving Credit Facility or (z) 8.00% in the case of the Second Lien Term Loans. Borrowings are subject to a floor of 1.00% in the case of Eurocurrency loans. The applicable margin for loans under the Revolving Credit Facility may be subject to adjustment based upon Jason Incorporated's (an indirect wholly-owned subsidiary of the Company) consolidated first lien net leverage ratio.

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Under the Revolving Credit Facility, if the aggregate outstanding amount of all Revolving Loans, swingline loans and certain letter of credit obligations exceeds \$10.0 million at the end of any fiscal quarter, Jason Incorporated and its restricted subsidiaries will be required to not exceed a consolidated first lien net leverage ratio, currently specified at 4.50 to 1.00, with a decrease to 4.25 to 1.00 on December 31, 2019 and remaining at that level thereafter. If such outstanding amounts do not exceed \$10.0 million at the end of any fiscal quarter, no financial covenants are applicable. The Company did not borrow on its Revolving Credit Facility during 2018.

At December 31, 2018, the interest rates on the outstanding balances of the First Lien Term Loans and Second Lien Term Loans were 7.3% and 10.8%, respectively. At December 31, 2018, the Company had a total of \$29.4 million of availability for additional borrowings under the Revolving Credit Facility since the Company had no outstanding borrowings and letters of credit outstanding of \$4.9 million, which reduce availability under the facility.

Under the Senior Secured Credit Facilities, the Company is subject to mandatory prepayments if certain requirements are met. The mandatory prepayment is in excess of regular current installments due. For the year ended December 31, 2018, there is no required mandatory excess cash flow prepayment under the Senior Secured Credit Facilities. At December 31, 2017, a mandatory excess cash flow prepayment of \$2.5 million under the Senior Secured Credit Facilities was included within the current portion of long-term debt in the consolidated balance sheets and was paid in April 2018.

During 2017, the Company repurchased \$20.0 million of Second Lien Term Loans for \$16.8 million. In connection with the repurchase, the Company wrote off \$0.4 million of previously unamortized debt discount and \$0.4 million of previously unamortized deferred financing costs, which were recorded as a reduction to the gain on extinguishment of debt. The transactions resulted in a net gain of \$2.4 million, which has been recorded within the consolidated statements of operations.

In the fourth quarter of 2017, the Company utilized \$2.4 million of cash received during the third quarter from the sale of Acoustics Europe to retire foreign debt in Germany and incurred a \$0.2 million prepayment fee, which was recorded as an offset to the gain on extinguishment of debt.

Foreign debt

The Company has the following foreign debt obligations, including various overdraft facilities and term loans:

	December 31, 2018	December 31, 2017
Germany	\$ 15,002	\$ 18,003
Mexico	2,000	3,179
India	467	599
Other	—	14
Total foreign debt	\$ 17,469	\$ 21,795

These various foreign loans are comprised of individual outstanding obligations ranging from approximately \$0.1 million to \$9.3 million and \$0.1 million to \$11.2 million as of December 31, 2018 and December 31, 2017, respectively. Certain of the Company's foreign borrowings contain financial covenants requiring maintenance of a minimum equity ratio and/or maximum leverage ratio, among others. The Company was in compliance with these covenants as of December 31, 2018.

The foreign debt obligations in Germany primarily relate to term loans of \$15.0 million at December 31, 2018 and \$18.0 million at December 31, 2017. The German borrowings bear interest at fixed and variable rates ranging from 2.1% to 4.7% and are subject to repayment in varying amounts through 2025.

Interest Rate Hedge Contracts

The Company is exposed to certain financial risks relating to fluctuations in interest rates. To manage exposure to such fluctuations, the Company entered into forward starting interest rate swap agreements ("Swaps") in 2015 with notional values totaling \$210.0 million at both December 31, 2018 and December 31, 2017. The Swaps have been designated by the Company as cash flow hedges, and effectively fix the variable portion of interest rates on variable rate term loan borrowings at a rate of approximately 2.08% prior to financing spreads and related fees. The Swaps had a forward start date of December 30, 2016 and have an expiration date of June 30, 2020. As such, the Company began recognizing interest expense related to the interest rate hedge contracts in the first quarter of 2017. For the years ended December 31, 2018 and 2017, the Company recognized \$0.2 million of interest income and \$1.9 million of interest expense, respectively, related to the Swaps. There was no interest expense recognized in 2016. Based on current interest rates, the Company expects to recognize interest income of \$1.5 million related to the Swaps in 2019.

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The fair values of the Company's Swaps are recorded on the consolidated balance sheets with the corresponding offset recorded as a component of accumulated other comprehensive loss. The fair value of the Swaps is \$1.9 million at December 31, 2018 and \$0.1 million at December 31, 2017, respectively. See the amounts recorded on the consolidated balance sheets within the table below:

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Interest rate swaps:		
Recorded in other current assets	\$ 1,325	\$ —
Recorded in other assets - net	542	537
Recorded in other current liabilities	—	(458)
Total net asset derivatives designated as hedging instruments	<u>\$ 1,867</u>	<u>\$ 79</u>

10. Leases

Lease Obligations

The Company leases machinery, transportation equipment and office, warehouse and manufacturing facilities under agreements which are accounted for as operating leases. Many of the leases include provisions that enable the Company to renew the lease, and certain leases are subject to various escalation clauses.

Future minimum lease payments required under long-term operating leases in effect at December 31, 2018 are as follows:

2019	\$ 10,654
2020	8,849
2021	7,296
2022	6,045
2023	4,654
Thereafter	21,691
	<u>\$ 59,189</u>

Total rental expense under operating leases was \$11.9 million, \$12.2 million, \$13.1 million for the years end December 31, 2018, December 31, 2017, and December 31, 2016, respectively.

Sale Leaseback

In April 2017, the Company completed a sale leaseback of its Libertyville, Illinois facility consisting of land and production facilities utilized by its components segment. In connection with the sale, the Company received proceeds, net of fees and closing costs, of \$5.6 million and recorded a deferred gain of \$1.1 million which is being recognized over the term of the lease as a reduction of rent expense. The lease commenced in April 2017 and expires in March 2032. The Company has classified the lease as an operating lease and will pay approximately \$10.1 million in minimum lease payments over the life of the lease.

11. Shareholders' (Deficit) Equity

At December 31, 2018, the Company has authorized for issuance 120,000,000 shares of \$0.0001 par value common stock, of which 27,394,978 shares were issued and outstanding, and has authorized for issuance 5,000,000 shares of \$0.0001 par value preferred stock, of which 40,612 shares were issued and outstanding, including 794 shares declared as a dividend on November 1, 2018 and issued on January 1, 2019.

Series A Preferred Stock

On June 30, 2014, the Company issued 45,000 shares of Series A Preferred Stock with offering proceeds of \$45.0 million and offering costs of \$2.5 million. Holders of the Series A Preferred Stock are entitled to cumulative dividends at an 8.0% dividend rate per annum payable quarterly on January 1, April 1, July 1, and October 1 of each year in cash or by delivery of Series A Preferred Stock shares. Holders of the Series A Preferred Stock have the option to convert each share of Series A Preferred Stock into approximately 81.18 shares of the Company's common stock, subject to certain adjustments in the conversion rate.

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The Company paid the following dividends on the Series A Preferred Stock in additional shares of Series A Preferred Stock during the years ended December 31, 2018, 2017 and 2016.

Payment Date	Record Date	Amount Per Share	Total Dividends Paid	Preferred Shares Issued
January 1, 2016	November 15, 2015	\$20.00	\$900	—
April 1, 2016	February 15, 2016	\$20.00	\$900	—
July 1, 2016	May 15, 2016	\$20.00	\$900	—
October 1, 2016	August 15, 2016	\$20.00	\$900	—
January 1, 2017	November 15, 2016	\$20.00	\$900	899
April 1, 2017	February 15, 2017	\$20.00	\$918	915
July 1, 2017	May 15, 2017	\$20.00	\$936	931
October 1, 2017	August 15, 2017	\$20.00	\$955	952
January 1, 2018	November 15, 2017	\$20.00	\$974	968
April 1, 2018	February 15, 2018	\$20.00	\$751	748
July 1, 2018	May 15, 2018	\$20.00	\$766	763
October 1, 2018	August 15, 2018	\$20.00	\$781	778

On November 1, 2018, the Company declared a \$20.00 per share dividend on its Series A Preferred Stock to be paid in additional shares of Series A Preferred Stock on January 1, 2019 to holders of record on November 15, 2018. As of December 31, 2018, the Company has recorded the 794 additional Series A Preferred Stock shares declared for the dividend of \$0.8 million within preferred stock in the consolidated balance sheets.

Exchange of preferred stock for common stock of Jason Industries, Inc.

On January 22, 2018, certain holders of the Company's Series A Preferred Stock exchanged 12,136 shares of Series A Preferred Stock for 1,395,640 shares of the Company's common stock, a conversion rate of 115 shares of common stock for each share of Series A Preferred Stock. Under the terms of the Series A Preferred Stock agreements, holders of the Series A Preferred Stock have the option to convert each share of Series A Preferred Stock into approximately 81.18 shares of the Company's common stock, subject to certain adjustments in the conversion rate. The excess of the book value of the Series A Preferred Stock over the par value of the Company's common stock issued in the exchange was recorded as an increase to additional paid-in capital on the consolidated balance sheets. The fair value of the redemption premium, represented by the excess of the exchange conversion rate over the agreement conversion rate, was recorded as a reduction to net loss available to common shareholders of Jason Industries within the consolidated statements of operations.

Warrants

As of December 31, 2018, the Company had 13,993,773 warrants outstanding. Each outstanding warrant entitles the registered holder to purchase one share of the Company's common stock at a price of \$12.00 per share, subject to adjustment, at any time. The warrants will expire on June 30, 2019, or earlier upon redemption.

In February 2015, the Company's Board of Directors authorized the purchase of up to \$5.0 million of the Company's outstanding warrants. Management is authorized to make purchases from time to time in the open market or through privately negotiated transactions. There is no expiration date to this authority. No warrants were repurchased during the years ended December 31, 2018, 2017 and 2016.

Exchange of common stock of JPHI Holdings, Inc. for common stock of Jason Industries, Inc.

Following the consummation of the June 30, 2014 go public business combination, Jason became an indirect majority-owned subsidiary of the Company, with the Company then owning approximately 83.1% of JPHI Holdings Inc. ("JPHI") and the rollover participants then owning a noncontrolling interest of approximately 16.9% of JPHI. The rollover participants received 3,485,623 shares of JPHI, which were exchangeable on a one-for-one basis for shares of common stock of the Company.

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In 2016, certain rollover participants exchanged 2,401,616 shares of JPHI stock for Company common stock, which decreased the noncontrolling interest to 6.0 percent. In the first quarter of 2017, certain rollover participants exchanged the remaining 1,084,007 shares of JPHI stock for Company common stock, which decreased the noncontrolling interest to 0%, and no shares of JPHI stock remain outstanding as of December 31, 2018. The decreases to the noncontrolling interest as a result of the exchange resulted in an increase in both accumulated other comprehensive loss and additional paid-in capital to reflect the Company's increased ownership in JPHI.

Accumulated Other Comprehensive Loss

The changes in the components of accumulated other comprehensive loss, net of taxes, were as follows:

	Employee retirement plan adjustments	Foreign currency translation adjustments	Net unrealized gains (losses) on cash flow hedges	Total
Balance at December 31, 2015	\$ (1,051)	\$ (20,237)	\$ (168)	\$ (21,456)
Other comprehensive loss before reclassifications	(545)	(4,013)	(870)	(5,428)
Amount reclassified from accumulated other comprehensive loss	5	—	—	5
Exchange of common stock of JPHI Holdings, Inc. for common stock of Jason Industries, Inc.	(186)	(3,154)	(153)	(3,493)
Balance at December 31, 2016	(1,777)	(27,404)	(1,191)	(30,372)
Other comprehensive loss before reclassifications	365	11,394	156	11,915
Amount reclassified from accumulated other comprehensive loss	8	(888)	1,159	279
Exchange of common stock of JPHI Holdings, Inc. for common stock of Jason Industries, Inc.	(113)	(1,698)	(73)	(1,884)
Balance at December 31, 2017	(1,517)	(18,596)	51	(20,062)
Cumulative impact of accounting changes	(137)	—	11	(126)
Other comprehensive income before reclassifications	(223)	(4,555)	1,467	(3,311)
Amount reclassified from accumulated other comprehensive loss	46	—	(118)	(72)
Balance at December 31, 2018	<u>\$ (1,831)</u>	<u>\$ (23,151)</u>	<u>\$ 1,411</u>	<u>\$ (23,571)</u>

12. Share-Based Compensation

The Company recognizes compensation expense based on estimated grant date fair values for all share-based awards issued to employees and directors, including restricted stock units and performance share units, which are restricted stock units with vesting conditions contingent upon achieving certain performance goals. The Company estimates the fair value of share-based awards based on assumptions as of the grant date. The Company recognizes these compensation costs for only those awards expected to vest, on a straight-line basis over the requisite service period of the award, which is generally the vesting term of three years for restricted stock awards and the performance period for performance share units. Forfeitures are recognized within compensation expense in the period the forfeitures are incurred. Share based compensation expense is reported in selling and administrative expenses in the Company's consolidated statements of operations.

2014 Omnibus Incentive Plan

In 2014, the Company's Board of Directors and shareholders approved 3,473,435 shares of common stock to be reserved and authorized for issuance under the 2014 Omnibus Incentive Plan (the "2014 Plan") to certain executive officers, senior management employees, and members of the Board of Directors. On February 27, 2018, the Company's Board of Directors unanimously approved an amendment to the 2014 Plan to increase the number of authorized shares of common stock by 4,000,000 shares, which the Company's shareholders approved on May 16, 2018. Awards under the 2014 Plan are generally not restricted to any specific form or structure and could include, without limitation, stock options, stock appreciation rights, restricted stock awards and RSUs, performance awards, other stock-based awards, and other cash-based awards. At December 31, 2018, there were 2,609,316 shares of common stock that remained authorized and available for future grants.

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Share-Based Compensation Expense

The Company recognized the following share-based compensation expense (income):

	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
Restricted Stock Units	\$ 2,270	\$ 913	\$ 1,300
Adjusted EBITDA Vesting Awards	439	197	(2,399)
Stock Price Vesting Awards	—	9	101
ROIC Vesting Awards	—	—	—
Subtotal	2,709	1,119	(998)
Impact of accelerated vesting	—	—	246
Total share-based compensation expense (income)	\$ 2,709	\$ 1,119	\$ (752)
Total income tax benefit (provision)	\$ 667	\$ 276	\$ (294)

As of December 31, 2018, \$5.6 million of total unrecognized compensation expense related to share-based compensation plans is expected to be recognized over a weighted-average period of 2.0 years. The total unrecognized share-based compensation expense to be recognized in future periods as of December 31, 2018 does not consider the effect of share-based awards that may be issued in subsequent periods.

General Terms of Awards

The Compensation Committee of the Board of Directors has discretion to establish the terms and conditions for grants, including the number of shares, vesting and required service or other performance criteria. RSU and performance share unit awards are subject to forfeiture upon termination of employment prior to vesting, subject in some cases to early vesting, or continued eligibility for vesting, upon specified events, including death or permanent disability of the grantee, termination of the grantee's employment under certain circumstances or a change in control of the Company. Dividend equivalents on common stock, if any, are accrued for RSUs and performance share units granted to employees and paid in the form of cash or stock depending on the form of the dividend, at the same time that the shares of common stock underlying the unit are delivered to the employee. All RSUs and performance share units granted to employees are payable in shares of common stock and are classified as equity awards.

The rights granted to the recipient of employee RSU awards generally vest annually in equal installments on the anniversary of the grant date or in two equal installments over the restriction or vesting period, which is generally three years. Vested RSUs are payable in common stock within a thirty day period following the vesting date. The Company records compensation expense of RSU awards based on the fair value of the awards at the date of grant ratably over the period during which the restrictions lapse.

Performance share unit awards based on cumulative and average performance metrics (i.e. average return on invested capital ("ROIC") and Adjusted EBITDA) are payable at the end of their respective performance period in common stock. The number of share units awarded can range from zero to 150% for those awards granted from 2014 through 2016 and from zero to 100% for those awards granted in 2017, depending on achievement of a targeted performance metric, and are payable in common stock within a thirty day period following the end of the performance period. The Company expenses the cost of the performance-based share unit awards based on the fair value of the awards at the date of grant and the estimated achievement of the performance metric, ratably over the performance period of three years.

Performance share unit awards based on achievement of certain established stock price targets are payable in common stock if the last sales price of the Company's common stock equals or exceeds established stock price targets in any twenty trading days within a thirty trading day period during the performance period. The Company expenses the cost of the stock price-based performance share unit awards based on the fair value of the awards at the date of grant ratably over the derived service period of the award.

The Company also issues RSUs as share-based compensation for members of the Board of Directors. Director RSUs vest one year from the date of grant. In the event of termination of a member's service on the Board of Directors prior to a vesting date, all unvested RSUs of such holder will be forfeited. Vested RSUs are deferred and then delivered to members of the Board of Directors within six months following the termination of their directorship. All awards granted are payable in shares of common stock or cash payment equal to the fair market value of the shares at the discretion of our Compensation

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Committee, and are classified as equity awards due to their expected settlement in common stock. Compensation expense for these awards is measured based upon the fair value of the awards at the date of grant. Dividend equivalents on common stock are accrued for RSUs awarded to the Board of Directors and paid in the form of cash or stock depending on the form of the dividend, at the same time that the shares of common stock underlying the RSU are delivered to a member of the Board of Directors following the termination of their directorship.

Restricted Stock Units

The following table summarizes RSU activity:

	For the Year Ended December 31, 2018		For the Year Ended December 31, 2017		For the Year Ended December 31, 2016	
	Shares (thousands)	Weighted- Average Grant Date Fair Value	Shares (thousands)	Weighted- Average Grant Date Fair Value	Shares (thousands)	Weighted- Average Grant Date Fair Value
Outstanding at beginning of period	1,033	\$ 2.84	554	\$ 5.22	401	\$ 8.70
Granted	2,166	2.94	745	1.32	375	3.75
Issued	(36)	3.72	(265)	4.84	(211)	7.62
Deferred	—	—	159	3.69	62	4.24
Forfeited	(13)	3.02	(160)	1.53	(73)	9.04
Outstanding at end of period	3,150	\$ 2.89	1,033	\$ 2.84	554	\$ 5.22

As of December 31, 2018, there was \$5.0 million of unrecognized share-based compensation expense related to 2,862,044 RSU awards, with a weighted-average grant date fair value of \$2.64, that are expected to vest over a weighted-average period of 2.1 years. Included within the total 3,150,498 RSU awards outstanding as of December 31, 2018 are 288,454 RSU awards for members of our Board of Directors which have vested and issuance of the shares has been deferred, with a weighted-average grant date fair value of \$5.41. The total fair values of shares vested during the years ended December 31, 2018, 2017 and 2016 were \$0.1 million, \$0.3 million and \$0.7 million, respectively. The fair values of these awards were determined based on the Company's stock price on the grant date.

In connection with the vesting of RSUs previously issued by the Company, a number of shares sufficient to fund statutory minimum tax withholding requirements was withheld from the total shares issued or released to the award holder (under the terms of the 2014 Plan, the shares are considered to have been issued and are not added back to the pool of shares available for grant). During the years ended December 31, 2018, 2017 and 2016, 2,837, 25,532 and 43,806 shares, respectively, were withheld to satisfy the requirement. The withholding is treated as a reduction in additional paid-in capital in the accompanying consolidated statements of shareholders' (deficit) equity.

Performance Share Units

Adjusted EBITDA Vesting Awards

The following table summarizes Adjusted EBITDA vesting awards activity:

	For the Year Ended December 31, 2018		For the Year Ended December 31, 2017		For the Year Ended December 31, 2016	
	Shares (thousands)	Weighted- Average Grant Date Fair Value	Shares (thousands)	Weighted- Average Grant Date Fair Value	Shares (thousands)	Weighted- Average Grant Date Fair Value
Outstanding at beginning of period	908	\$ 1.30	723	\$ 9.67	871	\$ 9.81
Granted	—	—	1,058	1.30	—	—
Adjustment for performance results achieved ⁽¹⁾	—	—	(708)	9.65	—	—
Vested	—	—	—	—	—	—
Forfeited	—	—	(165)	2.11	(148)	10.49
Outstanding at end of period	908	\$ 1.30	908	\$ 1.30	723	\$ 9.67

⁽¹⁾ Adjustment for Adjusted EBITDA awards originally granted in 2014 and 2015 was due to the number of shares vested at the end of the three-year performance period ended June 30, 2017 being lower than the maximum achievement of the targeted Adjusted EBITDA performance metric.

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Adjusted EBITDA Vesting Awards - 2014 and 2015 Grant

During 2014 and 2015, 1,357,942 performance share unit awards were granted to certain executive officers and senior management employees. The awards were payable upon the achievement of certain established cumulative Adjusted EBITDA performance targets over a three year performance period of July 1, 2014 through June 30, 2017. During 2016, the Company lowered its estimated vesting of the 2014 and 2015 performance share unit awards to an estimated vesting payout of 0%, or 0 shares, resulting in \$2.4 million of share-based compensation income due to declines in profitability. The award period expired on June 30, 2017 with no awards vesting.

Adjusted EBITDA Vesting Awards - 2017 Grant

During the year ended December 31, 2017, the Company granted 1,057,505 performance share unit awards to certain executive officers and senior management employees, which are payable based on achievement of a cumulative Adjusted EBITDA performance target over a three year performance period ending on March 30, 2020. Distributions under these awards are payable at the end of the performance period in common stock. The total potential payouts for awards granted during the year ended December 31, 2017 ranged from zero to 907,505 shares, should certain performance targets be achieved.

Compensation expense for the Adjusted EBITDA based performance share unit awards is currently being recognized based on an estimated payout of 100% of target, or 907,505 shares. As of December 31, 2018, there was \$0.6 million of unrecognized compensation expense related to Adjusted EBITDA based vesting performance share unit awards, which is expected to be recognized over a weighted average period of 1.3 years.

Stock Price Vesting Awards

As of December 31, 2018, the stock price vesting awards are no longer outstanding as the award period expired on June 30, 2017 with no awards vesting.

ROIC Vesting Awards

The following table summarizes ROIC vesting awards activity:

	For the Year Ended December 31, 2018		For the Year Ended December 31, 2017		For the Year Ended December 31, 2016	
	Shares (Thousands)	Weighted- Average Grant Date Fair Value	Shares (Thousands)	Weighted- Average Grant Date Fair Value	Shares (Thousands)	Weighted- Average Grant Date Fair Value
Outstanding at beginning of period	410	\$ 3.70	513	\$ 3.65	—	\$ —
Granted	—	—	—	—	599	3.62
Adjustment for performance results achieved ⁽¹⁾	(398)	3.71	—	—	—	—
Vested	—	—	—	—	—	—
Forfeited	(12)	3.46	(103)	3.46	(86)	3.46
Outstanding at end of period	<u>—</u>	<u>\$ —</u>	<u>410</u>	<u>\$ 3.70</u>	<u>513</u>	<u>\$ 3.65</u>

⁽¹⁾ Adjustment for ROIC awards originally granted in 2016 was due to the number of shares vested at the end of the three-year performance period ended December 31, 2018 being lower than the minimum achievement of the targeted ROIC performance metric.

During the year ended December 31, 2016, 599,336 performance share unit awards were granted to certain executive officers and senior management employees, payable upon the achievement of an ROIC performance target during a three year measurement period ending on December 31, 2018. There were no ROIC performance awards granted during the years ended December 31, 2018 and December 31, 2017. Performance share unit awards based on ROIC performance metrics were payable at the end of their respective performance period in common stock. The total potential payouts for awards granted during the year ended December 31, 2016 ranged from zero to 410,336 shares, should certain performance targets be achieved.

Compensation expense for ROIC based performance share unit awards outstanding during the year ended December 31, 2018 was recognized based on an estimated payout of 0% of target, or 0 shares. During the fourth quarter of 2016, the Company lowered its estimated vesting of the performance share unit awards from 100% of target, or 273,557 shares, to an estimated vesting payout of 0%. As of December 31, 2018, there was no unrecognized compensation expense related to ROIC based vesting performance share unit awards expected to be recognized in subsequent periods, and the awards are no longer outstanding as the award period expired on December 31, 2018 with no awards vesting.

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13. Earnings per Share

Basic income (loss) per share is calculated by dividing net income (loss) attributable to Jason Industries' common shareholders by the weighted average number of common shares outstanding for the period. In computing dilutive income (loss) per share, basic income (loss) per share is adjusted for the assumed issuance of all potentially dilutive share-based awards, including public warrants, RSUs, performance share units, convertible preferred stock, and certain "Rollover Shares" of JPHI convertible into shares of Jason Industries. Such Rollover Shares were contributed by former owners and management of Jason Partners Holdings Inc. prior to the Company's acquisition of JPHI. Public warrants ("warrants") consist of warrants to purchase shares of Jason Industries common stock which are quoted on Nasdaq under the symbol "JASNW."

The reconciliation of the numerator and denominator of the basic and diluted loss per share calculation and the anti-dilutive shares is as follows:

	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
Net loss per share attributable to Jason Industries common shareholders			
Basic and diluted loss per share	\$ (0.62)	\$ (0.32)	\$ (3.15)
Numerator:			
Net loss available to common shareholders of Jason Industries	\$ (17,230)	\$ (8,261)	\$ (70,835)
Denominator:			
Basic and diluted weighted-average shares outstanding	27,595	26,082	22,507
Weighted average number of anti-dilutive shares excluded from denominator:			
Warrants to purchase Jason Industries common stock ⁽¹⁾	13,994	13,994	13,994
Conversion of Series A 8% Perpetual Convertible Preferred ⁽²⁾	3,235	3,858	3,656
Conversion of JPHI rollover shares convertible to Jason Industries common stock ⁽³⁾	—	59	3,427
Restricted stock units	2,331	796	503
Performance share units	1,307	1,379	1,917
Total	20,867	20,086	23,497

(1) Each outstanding warrant entitles the holder to purchase one share of the Company's common stock at a price of \$12.00 per share. The warrants expire on June 30, 2019.

(2) Includes the impact of 794 additional Series A Preferred Stock shares from a stock dividend declared on November 1, 2018 to be paid in additional shares of Series A Preferred Stock on January 1, 2019. The Company included the preferred stock within the consolidated balance sheets as of the declaration date. Conversion is presented at the voluntary conversion ratio of approximately 81.18 common shares for each one preferred share.

(3) Includes the impact of the exchange by certain Rollover Participants of their JPHI stock for Company common stock in the fourth quarter of 2016 and first quarter of 2017.

Warrants are considered anti-dilutive and excluded when the exercise price exceeds the average market value of the Company's common stock price during the applicable period. Performance share units are considered anti-dilutive if the performance targets upon which the issuance of the shares is contingent have not been achieved and the respective performance period has not been completed as of the end of the current period. Due to losses available to the Company's common shareholders for each of the periods presented, potentially dilutive shares are excluded from the diluted net loss per share calculation because they were anti-dilutive under the treasury stock method.

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14. Income Taxes

On December 22, 2017, the President of the United States signed into law the Tax Reform Act. The legislation significantly changed U.S. tax law by lowering corporate income tax rates, implementing a territorial tax system and imposing a repatriation tax on deemed repatriated earnings of foreign subsidiaries, among others. The Tax Reform Act also added many new provisions including changes to bonus depreciation and the deductions for executive compensation and interest expense. The Tax Reform Act permanently reduces the U.S. corporate income tax rate from a maximum of 35% to a flat 21% rate, effective January 1, 2018.

The Company uses the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to reverse. As a result of the reduction in the U.S. corporate income tax rate from 35% to 21% under the Tax Reform Act, the Company revalued its ending net deferred tax liabilities at December 31, 2017 and recognized a provisional \$11.1 million tax benefit in the Company's consolidated statements of operations for the year ended December 31, 2017.

The Tax Reform Act provided for a one-time deemed mandatory repatriation of post-1986 undistributed foreign subsidiary earnings and profits through the year ended December 31, 2017. The Company had an estimated \$54.5 million of undistributed foreign earnings and profits subject to the deemed mandatory repatriation and recognized a provisional \$5.3 million of income tax expense in the Company's consolidated statements of operations for the year ended December 31, 2017. After the utilization of existing net operating loss carryforwards, the Company did not incur any U.S. federal cash taxes resulting from the deemed mandatory repatriation.

While the Tax Reform Act provides for a territorial tax system, beginning in 2018, it includes the global intangible low-taxed income ("GILTI") provisions that require the Company to include in its U.S. income tax return foreign subsidiary earnings in excess of an allowable return on the foreign subsidiary's tangible assets. GAAP allows companies to make an accounting election to either treat taxes due on future GILTI inclusions in U.S. taxable income as current period expense when incurred ("period cost method") or factor such amounts into the measurement of its deferred taxes ("deferred method"). The Company has elected to use the period cost method.

On December 22, 2017, the SEC staff issued Staff Accounting Bulletin No. 118 ("SAB 118") to address the application of GAAP in situations when a registrant does not have the necessary information available, prepared, or analyzed (including computations) in reasonable detail to complete the accounting for certain income tax effects of the Tax Reform Act. The Company recognized the provisional tax impacts related to deemed repatriated earnings and the revaluation of deferred tax assets and liabilities and included those estimated amounts in its consolidated financial statements for the year ended December 31, 2017. During the year ended December 31, 2018, the Company finalized the accounting for these items and recorded an adjustment to reduce the amount of income tax expense attributable to the deemed mandatory repatriation of foreign subsidiary earnings and profits by \$0.5 million. The final adjustment required to revalue net deferred tax liabilities was immaterial.

The consolidated loss before income taxes consisted of the following:

	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
Domestic	\$ (33,179)	\$ (27,919)	\$ (93,639)
Foreign	17,914	13,062	9,290
Loss before income taxes	<u>\$ (15,265)</u>	<u>\$ (14,857)</u>	<u>\$ (84,349)</u>

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The consolidated provision (benefit) for income taxes included within the consolidated statements of operations consisted of the following:

	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
Current			
Federal	\$ 53	\$ 208	\$ —
State	53	(125)	57
Foreign	5,784	6,878	7,759
Total current income tax provision	5,890	6,961	7,816
Deferred			
Federal	(5,723)	(14,864)	(9,059)
State	(833)	(1,281)	(1,781)
Foreign	(1,439)	(1,200)	(3,272)
Total deferred income tax benefit	(7,995)	(17,345)	(14,112)
Total income tax benefit	\$ (2,105)	\$ (10,384)	\$ (6,296)

The income tax benefit recognized in the accompanying consolidated statements of operations differs from the amounts computed by applying the Federal income tax rate to loss before income taxes. A reconciliation of income taxes at the Federal statutory rate to the effective tax rate is summarized as follows:

	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
Tax at Federal statutory rate	21.0%	35.0%	35.0%
State taxes - net of Federal benefit	7.8	7.7	1.5
Research and development incentives	3.6	1.7	0.5
Foreign rate differential	(7.4)	5.2	1.3
Valuation allowances	(0.2)	5.0	(1.8)
Change in foreign tax rates	—	(1.2)	0.6
Decrease (increase) in tax reserves	(1.6)	(0.4)	1.0
Stock compensation expense	(2.1)	(6.7)	(0.6)
U.S. taxation of foreign earnings ⁽¹⁾	(13.1)	(10.2)	(3.6)
Non-deductible meals and entertainment	(0.3)	(0.3)	(0.1)
Non-deductible impairment charges ⁽²⁾	—	—	(25.7)
Change in U.S. tax rate ⁽³⁾	—	72.5	—
Transition tax on unremitted foreign earnings ⁽⁴⁾	3.3	(35.7)	—
Other	2.8	(2.7)	(0.6)
Effective tax rate	13.8%	69.9%	7.5%

⁽¹⁾ During the year ended December 31, 2018, the U.S. taxation of foreign earnings includes the recognition of GILTI and the U.S. taxation of other foreign income. During the year ended December 31, 2017, the amount includes a deferred tax liability for foreign earnings of the Company's wholly-owned U.S. subsidiaries that are no longer considered permanently reinvested. During the year ended December 31, 2016, the amount includes the recognition of a deferred tax liability for the foreign earnings of the Company's non-majority owned joint venture holding that are no longer considered permanently reinvested.

⁽²⁾ During the year ended December 31, 2016, the non-deductible impairment charges are related to the impairment of goodwill and other intangible assets.

⁽³⁾ During the year ended December 31, 2017, the change in U.S. tax rate represents the impact of the reduction in the U.S. corporate income tax rate from 35% to 21% under the Tax Reform Act.

⁽⁴⁾ During the years ended December 31, 2018 and 2017, the transition tax on unremitted foreign earnings represents the impact of the deemed mandatory repatriation provisions under the Tax Reform Act.

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The Company's temporary differences which gave rise to deferred tax assets and liabilities were as follows:

	December 31, 2018	December 31, 2017
Deferred tax assets		
Accrued expenses and reserves	\$ 2,289	\$ 2,685
Postretirement and postemployment benefits	924	1,702
Employee benefits	3,125	3,476
Inventories	1,072	1,392
Other assets	1,526	1,868
Operating loss and credit carryforwards	20,939	15,257
Gross deferred tax assets	29,875	26,380
Less valuation allowance	(3,828)	(4,220)
Deferred tax assets	26,047	22,160
Deferred tax liabilities		
Property, plant and equipment	(14,969)	(15,670)
Intangible assets and other liabilities	(25,804)	(28,912)
Foreign investments	(1,261)	(1,688)
Deferred tax liabilities	(42,034)	(46,270)
Net deferred tax liability	\$ (15,987)	\$ (24,110)
Amounts recognized in the statement of financial position consist of:		
Other assets - net	\$ 1,738	\$ 1,589
Deferred income taxes	(17,725)	(25,699)
Net amount recognized	<u>\$ (15,987)</u>	<u>\$ (24,110)</u>

At December 31, 2018, the Company has U.S. federal and state net operating loss carryforwards, which expire at various dates through 2037, approximating \$23.3 million and \$102.7 million, respectively. In addition, the Company has U.S. state tax credit carryforwards of \$1.0 million which expire between 2018 and 2032. The Company's foreign net operating loss carryforwards total approximately \$15.7 million (at December 31, 2018 exchange rates). The majority of these foreign net operating loss carryforwards are available for an indefinite period.

Valuation allowances totaling \$3.8 million and \$4.2 million as of December 31, 2018 and 2017, respectively, have been established for deferred income tax assets primarily related to certain subsidiary losses that may not be realized. Realization of the net deferred income tax assets is dependent on generating sufficient taxable income prior to their expiration. Although realization is not assured, management believes it is more-likely-than-not that the net deferred income tax assets will be realized. The amount of the net deferred income tax assets considered realizable, however, could change in the near term if future taxable income during the carryforward period fluctuates.

Changes in the Company's gross liability for unrecognized tax benefits, excluding interest and penalties, are as follows for the years ended December 31, 2018, 2017 and 2016:

	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
Balance at beginning of period	\$ 1,916	\$ 1,881	\$ 2,928
Additions (reductions) based on tax positions related to current year	168	267	126
Reductions related to lapses of statute of limitations	—	(232)	(1,173)
Balance at end of period	<u>\$ 2,084</u>	<u>\$ 1,916</u>	<u>\$ 1,881</u>

Of the \$2.1 million, \$1.9 million, and \$1.9 million of unrecognized tax benefits as of December 31, 2018, 2017 and 2016, respectively, approximately \$2.1 million, \$1.9 million, and \$1.6 million, respectively, would impact the effective income tax rate if recognized. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as part of its income tax provision. During the years ended December 31, 2018, 2017 and 2016, the Company had an immaterial amount of interest and penalties that were recognized as a component of the income tax provision.

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At December 31, 2018 and 2017, the Company has an immaterial amount of accrued interest and penalties related to taxes included within the consolidated balance sheet. During the next twelve months, the Company believes it is reasonably possible the total amount of unrecognized tax benefits will stay the same.

The Company, along with its subsidiaries, files returns in the U.S. Federal and various state and foreign jurisdictions. With certain exceptions, the Company is subject to examination by U.S. Federal and state taxing authorities for the taxable years in the following table. The Company does not expect the results of these examinations to have a material impact on the Company.

Tax Jurisdiction	Open Tax Years
Brazil	2014 - 2018
France	2014 - 2018
Germany	2012 - 2018
Mexico	2013 - 2018
Sweden	2013 - 2018
United Kingdom	2016 - 2018
United States (federal)	2014 - 2018
United States (state and local)	2014 - 2018

During the fourth quarter of 2017, the Company changed its assertion regarding the permanent reinvestment of earnings of its wholly-owned non U.S. subsidiaries. This change in assertion was triggered by the anticipated future impact of changes arising from the enactment of the Tax Reform Act, including the interest expense deduction limitation and significant reduction in the U.S. taxation of earnings repatriated from the Company's foreign subsidiaries. As a result, during the year ended December 31, 2017, the Company recognized a deferred tax liability of \$1.7 million on the undistributed earnings of its wholly-owned foreign subsidiaries. As of the year ended December 31, 2018, the Company has recognized a \$1.3 million deferred tax liability on the undistributed earnings of its wholly-owned foreign subsidiaries.

During the second quarter of 2016, the Company changed its assertion regarding the permanent reinvestment of earnings of its non-majority owned joint venture holding. Such change in assertion was driven by several factors. Prior to the second quarter of 2016, the Company had the ability and intent to block the payment of distributions; the Company changed its stance in the second quarter of 2016 to be open to joint venture distributions. This change coincided with the re-evaluation of the joint venture partners during that quarter of the willingness and ability of the entity to distribute excess cash balances given the maturity, stability and revised growth expectations of the joint venture operations. The impact of this change in assertion was to reduce the income tax benefit for the year ended December 31, 2016 by \$2.9 million.

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15. Employee Benefit Plans

Defined contribution plans

The Company maintains a 401(k) Plan for substantially all full time U.S. employees (the “401(k) Plan”). Company contributions are allocated to accounts set aside for each employee’s retirement. Employees generally may contribute up to 50% of their compensation to individual accounts within the 401(k) Plan subject to Internal Revenue Service limitations. Employer contributions are equal to 50% of the first 6% of employee’s eligible annual cash compensation, also subject to Internal Revenue Service limitations. Expense recognized related to the 401(k) Plan totaled approximately \$2.1 million, \$2.1 million and \$2.4 million, for the years ended December 31, 2018, 2017 and 2016, respectively.

Defined benefit pension plans

The Company maintains defined benefit pension plans covering union and certain other employees. These plans are frozen to new participation.

The table that follows contains the accumulated benefit obligation and reconciliations of the changes in projected benefit obligation, the changes in plan assets and funded status:

	U.S. Plans		Non-U.S. Plans	
	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2018	Year Ended December 31, 2017
Accumulated benefit obligation	\$ 9,661	\$ 10,605	\$ 12,856	\$ 15,054
Change in projected benefit obligation				
Projected benefit obligation at beginning of year	\$ 10,605	\$ 10,626	\$ 15,468	\$ 13,532
Service cost	—	—	190	177
Interest cost	350	393	328	312
Actuarial (gain) loss	(602)	292	(483)	388
Benefits paid	(692)	(706)	(1,617)	(502)
Other	—	—	27	8
Currency translation adjustment	—	—	(680)	1,553
Projected benefit obligation at end of year	\$ 9,661	\$ 10,605	\$ 13,233	\$ 15,468
Change in plan assets				
Fair value of plan assets at beginning of year	\$ 10,055	\$ 9,282	\$ 7,446	\$ 6,316
Actual return on plan assets	(452)	1,110	(184)	536
Employer and employee contributions	307	410	525	485
Benefits paid	(692)	(706)	(1,621)	(506)
Other	(39)	(41)	—	—
Currency translation adjustment	—	—	(349)	615
Fair value of plan assets at end of year	\$ 9,179	\$ 10,055	\$ 5,817	\$ 7,446
Funded status	\$ (482)	\$ (550)	\$ (7,416)	\$ (8,022)
Weighted-average assumptions				
Discount rates	4.02%-4.08%	3.33%-3.45%	2.00%-2.80%	1.80%-2.40%
Rate of compensation increase	N/A	N/A	2.00%-3.70%	2.00%-3.70%
Amounts recognized in the statement of financial position consist of:				
Non-current assets	\$ 1,830	\$ 1,935	\$ —	\$ —
Other current liabilities	—	—	(83)	(78)
Other long-term liabilities	(2,312)	(2,485)	(7,333)	(7,944)
Net amount recognized	\$ (482)	\$ (550)	\$ (7,416)	\$ (8,022)

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The following table contains the components of net periodic benefit cost:

	U.S. Plans			Non-U.S. Plans		
	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
Components of Net Periodic Benefit Cost						
Service cost	\$ —	\$ —	\$ —	\$ 190	\$ 177	\$ 155
Interest cost	350	393	425	328	312	391
Expected return on plan assets	(477)	(467)	(513)	(222)	(226)	(253)
Amortization of actuarial loss	14	14	27	79	41	7
Net periodic (benefit) cost	\$ (113)	\$ (60)	\$ (61)	\$ 375	\$ 304	\$ 300
Weighted-average assumptions						
Discount rates	3.33%-3.45%	3.71%-3.90%	3.87%-4.15%	1.80%-2.40%	1.70%-2.60%	2.20%-3.70%
Rate of compensation increase	N/A	N/A	N/A	2.00%-3.70%	2.00%-3.90%	2.00%-3.60%
Expected long-term rates or return	4.75%-6.50%	4.75%-6.50%	5.50%-7.00%	3.30%-4.00%	3.50%-4.00%	4.00%-4.20%

The expected return on plan assets is based on the Company's expectation of the long-term average rate of return of the capital markets in which the plans invest. The expected return reflects the target asset allocations and considers the historical returns earned for each asset category. The Company determines the discount rate assumptions by referencing high-quality long-term bond rates that are matched to the duration of our benefit obligations, with appropriate consideration of local market factors, participant demographics and benefit payment terms.

The net amounts recognized in accumulated other comprehensive loss related to the Company's defined benefit pension plans consisted of the following:

	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
Unrecognized loss	\$ 2,379	\$ 2,099	\$ 1,994

In the next fiscal year, \$0.1 million of unrecognized loss within accumulated other comprehensive loss is expected to be recognized as a component of net periodic benefit cost.

The Company's investment policies employ an approach whereby a mix of equities and fixed income investments are used to maximize the long-term return on plan assets for a prudent level of risk. The investment portfolio primarily contains a diversified blend of equity and fixed income investments. Equity investments are diversified across domestic and non-domestic stocks, and investment and market risk are measured and monitored on an ongoing basis. The Company's actual asset allocations are in line with target allocations and the Company does not have concentration within individual or similar investments that would pose a significant concentration risk to the Company.

The Company's pension plan asset allocations by asset category at December 31, 2018 and 2017 are as follows:

	U.S. Plans		Non-U.S. Plans	
	2018	2017	2018	2017
Equity securities	47.6%	58.7%	36.8%	47.1%
Debt securities	42.3%	29.4%	58.9%	49.3%
Other	10.1%	11.9%	4.3%	3.6%

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The fair values of pension plan assets by asset category at December 31, 2018 and 2017 are as follows:

	Total as of December 31, 2018	Level 1	Level 2	Level 3
Cash and cash equivalents	\$ 923	\$ 923	\$ —	\$ —
Accrued dividends	4	4	—	—
Global equities	6,515	6,515	—	—
Fixed income securities	7,315	—	7,315	—
Group annuity/insurance contracts	239	—	—	239
Total	<u>\$ 14,996</u>	<u>\$ 7,442</u>	<u>\$ 7,315</u>	<u>\$ 239</u>

	Total as of December 31, 2017	Level 1	Level 2	Level 3
Cash and cash equivalents	\$ 1,202	\$ 1,202	\$ —	\$ —
Accrued dividends	3	3	—	—
Global equities	9,413	9,413	—	—
Fixed income securities	6,630	—	6,630	—
Group annuity/insurance contracts	253	—	—	253
Total	<u>\$ 17,501</u>	<u>\$ 10,618</u>	<u>\$ 6,630</u>	<u>\$ 253</u>

The fair value measurement of plan assets using significant unobservable inputs (Level 3) changed during 2018 due to the following:

Beginning balance, December 31, 2017	\$ 253
Actual return on assets related to assets still held	4
Purchases, sales and settlements	(18)
Ending balance, December 31, 2018	<u>\$ 239</u>

No assets were transferred between levels of the fair value hierarchy during the years ended December 31, 2018 and December 31, 2017.

Quoted market prices are used to value investments when available. Investments in securities traded on exchanges are valued at the last reported sale prices on the last business day of the year or, if not available, the last reported bid prices.

The Company's cash contributions to its defined benefit pension plans in 2019 are estimated to be approximately \$0.8 million. Estimated projected benefit payments from the plans as of December 31, 2018 are as follows:

2019	\$ 1,216
2020	1,279
2021	1,349
2022	1,227
2023	1,287
2024-2028	6,472

Multiemployer plan

Hourly union employees of the Morton business within the components segment were covered under the National Shopmen Pension Fund (EIN 52-6122274, plan number 001), a union-sponsored and trustee multiemployer plan which required the Company to contribute a negotiated amount per hour worked by the employees covered by the plan. The Company made the decision to withdraw from this plan in August 2012. The withdrawal amount was finalized during 2013. As of December 31, 2018, a liability of \$1.3 million is recorded within other long-term liabilities and a liability of \$0.2 million is recorded within other current liabilities on the consolidated balance sheets. As of December 31, 2017, \$1.5 million is recorded within other long-term liabilities and \$0.2 million is recorded within other current liabilities on the consolidated balance sheets. The total liability will be paid in equal monthly installments through April 2026, and interest expense will be incurred associated with the discounting of this liability through that date.

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Postretirement health care and life insurance plans

The Company also provides postretirement health care benefits and life insurance coverage to certain eligible former employees at one of its segments. The costs of retiree health care benefits and life insurance coverage are accrued over the employee benefit period.

The table that follows contains the accumulated benefit obligation and reconciliations of the changes in projected benefit obligation, the changes in plan assets and funded status:

	Year Ended December 31, 2018	Year Ended December 31, 2017
Accumulated benefit obligation	<u>\$ 1,344</u>	<u>\$ 1,423</u>
Change in projected benefit obligation		
Projected benefit obligation at beginning of year	\$ 1,423	\$ 1,972
Interest cost	44	68
Actuarial loss (gain)	37	(483)
Benefits paid	(160)	(134)
Projected benefit obligation at end of year	<u>\$ 1,344</u>	<u>\$ 1,423</u>
Change in plan assets		
Employer contributions	\$ 160	\$ 134
Benefits paid	(160)	(134)
Fair value of plan assets at end of year	<u>\$ —</u>	<u>\$ —</u>
Funded status	<u>\$ (1,344)</u>	<u>\$ (1,423)</u>
Weighted-average assumptions		
Discount rates	3.96%	3.26%
Amounts recognized in the statement of financial position consist of:		
Other current liabilities	\$ (147)	\$ (142)
Other long-term liabilities	(1,197)	(1,281)
Net amount recognized	<u>\$ (1,344)</u>	<u>\$ (1,423)</u>

The assumed health care cost trend rate used in measuring the accumulated postretirement benefit obligation was a blended rate of 6.40% and 8.40% at December 31, 2018 and December 31, 2017, respectively. It was assumed that these rates will decline by 1% to 3% every 5 years for the next 15 years. An increase or decrease in the medical trend rate of 1% would increase or decrease the accumulated postretirement benefit obligation by approximately \$0.1 million and \$0.1 million, respectively.

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The table that follows contains the components of net periodic benefit costs:

	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
Components of net periodic benefit cost			
Interest cost	\$ 44	\$ 68	\$ 76
Amortization of the net gain from earlier periods	(77)	(18)	(13)
Net periodic benefit cost	<u>\$ (33)</u>	<u>\$ 50</u>	<u>\$ 63</u>
Weighted-average assumptions			
Discount rates	3.26%	3.64%	3.82%

The net amounts recognized in accumulated other comprehensive loss related to the Company's other postretirement healthcare and life insurance plans consisted of the following:

	Year Ended December 31, 2018	Year Ended December 31, 2017	Year Ended December 31, 2016
Unrecognized gain	\$ (548)	\$ (582)	\$ (217)

In the next fiscal year, \$0.1 million of unrecognized gain within accumulated other comprehensive loss is expected to be recognized as a component of net periodic benefit cost.

The Company's cash contributions to its postretirement benefit plan in 2019 are not yet determined but are expected to equal the projected benefits from the plan. Estimated projected benefit payments from the plan at December 31, 2018 are as follows:

2019	\$ 150
2020	141
2021	132
2022	124
2023	116
2024-2028	475

16. Business Segments, Geographic and Customer Information

The Company's business activities are organized into reportable segments based on their similar economic characteristics, products, production processes, types of customers and distribution methods. The Company is a global manufacturer of a broad range of industrial products and is organized into four reportable segments: finishing, components, seating and acoustics.

Net sales relating to the Company's reportable segments are as follows:

	Year Ended		
	December 31, 2018	December 31, 2017	December 31, 2016
Finishing	\$ 207,637	\$ 200,284	\$ 196,883
Components	83,028	82,621	97,667
Seating	160,322	159,129	161,050
Acoustics	161,961	206,582	249,919
Net sales	<u>\$ 612,948</u>	<u>\$ 648,616</u>	<u>\$ 705,519</u>

The Company uses "Adjusted EBITDA" as the primary measure of profit or loss for the purposes of assessing the operating performance of its segments. The Company defines EBITDA as net income (loss) before interest expense, tax provision (benefit), depreciation and amortization. The Company defines Adjusted EBITDA as EBITDA, excluding the impact of operational restructuring charges and non-cash or non-operational losses or gains, including goodwill and long-lived asset impairment charges, gains or losses on disposal of property, plant and equipment, divestitures and extinguishment of debt, integration and other operational restructuring charges, transactional legal fees, other professional fees, purchase accounting adjustments, and non-cash share based compensation expense.

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Management believes that Adjusted EBITDA provides a clear picture of the Company's operating results by eliminating expenses and income that are not reflective of the underlying business performance. Certain corporate-level administrative expenses such as payroll and benefits, incentive compensation, travel, marketing, accounting, auditing and legal fees and certain other expenses are kept within the corporate results and are not allocated to the business segments. Shared expenses across the Company that directly relate to the performance of our four reportable segments are allocated to the segments. Adjusted EBITDA is used to facilitate a comparison of the Company's operating performance on a consistent basis from period to period and to analyze the factors and trends affecting its segments. The Company's internal plans, budgets and forecasts use Adjusted EBITDA as a key metric. In addition, this measure is used to evaluate its operating performance and segment operating performance and to determine the level of incentive compensation paid to its employees.

As the Company uses Adjusted EBITDA as its primary measure of segment performance, GAAP on segment reporting requires the Company to include this measure in its discussion of segment operating results. The Company must also reconcile Adjusted EBITDA to operating results presented on a GAAP basis.

Adjusted EBITDA information relating to the Company's reportable segments is presented below followed by a reconciliation of total segment Adjusted EBITDA to consolidated loss before taxes:

	Year Ended		
	December 31, 2018	December 31, 2017	December 31, 2016
Segment Adjusted EBITDA			
Finishing	\$ 28,979	\$ 27,661	\$ 24,200
Components	9,746	9,888	14,249
Seating	19,747	16,348	16,122
Acoustics	20,868	27,341	27,202
	<u>\$ 79,340</u>	<u>\$ 81,238</u>	<u>\$ 81,773</u>
Interest expense	(953)	(1,370)	(1,561)
Loss on debt extinguishment	—	(182)	—
Depreciation and amortization	(42,151)	(38,577)	(43,697)
Impairment charges	—	—	(63,285)
Gain (loss) on disposal of property, plant and equipment - net	1,142	759	(869)
Loss on divestiture	—	(8,730)	—
Restructuring	(4,458)	(4,275)	(6,634)
Integration and other restructuring costs	(446)	—	(1,621)
Total segment income (loss) before income taxes	<u>32,474</u>	<u>28,863</u>	<u>(35,894)</u>
Corporate general and administrative expenses	(12,129)	(13,486)	(17,613)
Corporate interest expense	(32,484)	(31,719)	(30,282)
Corporate gain on debt extinguishment	—	2,383	—
Corporate depreciation	(453)	(357)	(344)
Corporate restructuring	—	9	(598)
Corporate integration and other restructuring	36	569	(359)
Corporate loss on disposal of property, plant and equipment	—	—	(11)
Corporate share based compensation	(2,709)	(1,119)	752
Loss before income taxes	<u>\$ (15,265)</u>	<u>\$ (14,857)</u>	<u>\$ (84,349)</u>

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Other financial information relating to the Company's reportable segments is as follows at December 31, 2018 and 2017 and for the years ended December 31, 2018, 2017 and 2016:

	Year Ended		
	December 31, 2018	December 31, 2017	December 31, 2016
Depreciation and amortization			
Finishing	\$ 12,196	\$ 12,198	\$ 13,693
Components	9,746	7,821	9,827
Seating	8,488	8,435	8,894
Acoustics	11,721	10,123	11,283
Corporate	453	357	344
	<u>\$ 42,604</u>	<u>\$ 38,934</u>	<u>\$ 44,041</u>

	Year Ended		
	December 31, 2018	December 31, 2017	December 31, 2016
Capital expenditures			
Finishing	\$ 4,365	\$ 5,247	\$ 5,943
Components	1,320	3,797	2,950
Seating	3,207	2,709	3,602
Acoustics	4,038	3,563	6,058
Corporate	823	557	1,227
	<u>\$ 13,753</u>	<u>\$ 15,873</u>	<u>\$ 19,780</u>

	December 31, 2018	December 31, 2017
	Assets	
Finishing	\$ 230,185	\$ 241,776
Components	55,371	72,724
Seating	90,175	99,155
Acoustics	124,822	145,490
Total segments	<u>500,553</u>	<u>559,145</u>
Corporate and eliminations	3,044	(12,822)
Consolidated	<u>\$ 503,597</u>	<u>\$ 546,323</u>

Net sales and long-lived asset information by geographic area are as follows at December 31, 2018 and 2017 and for the years ended December 31, 2018, 2017 and 2016:

	Year Ended		
	December 31, 2018	December 31, 2017	December 31, 2016
Net sales by region			
United States	\$ 429,057	\$ 441,691	\$ 492,667
Europe	132,663	151,628	154,307
Mexico	47,301	50,080	49,594
Other	3,927	5,217	8,951
	<u>\$ 612,948</u>	<u>\$ 648,616</u>	<u>\$ 705,519</u>

	December 31, 2018	December 31, 2017
	Long-lived assets	
United States	\$ 176,688	\$ 197,174
Europe	60,140	70,797
Mexico	11,084	13,484
Other	3,486	4,240
	<u>\$ 251,398</u>	<u>\$ 285,695</u>

Net sales attributed to geographic locations are based on the country of origin of the final sale with the external customer, which in certain cases may be manufactured in other countries at facilities within the Company's global network.

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Long-lived assets by geographic location consist of the net book values of property, plant and equipment and amortizable intangible assets.

17. Commitments and Contingencies

Litigation Matters

In 2016, the Company received notification of certain employment matter claims filed in Brazil related to hiring practices within the Company's finishing division. As of December 31, 2018, the Company has successfully investigated and defended all filed claims and has gathered additional information to assess the total potential exposure related to this matter, including the potential of additional claims. In the opinion of management, the resolution of this contingency will not have a material adverse effect on the Company's financial condition, results of operations, or cash flows.

In addition to the matter noted above, the Company is a party to various legal proceedings that have arisen in the normal course of its business. These legal proceedings typically include product liability, labor, and employment claims. The Company has recorded reserves for loss contingencies based on the specific circumstances of each case. Such reserves are recorded when it is probable that a loss has been incurred as of the balance sheet date, can be reasonably estimated and is not covered by insurance. In the opinion of management, the resolution of these contingencies will not have a material adverse effect on the Company's financial condition, results of operations, or cash flows.

Environmental Matters

At December 31, 2018 and December 31, 2017, the Company held reserves of \$1.0 million for environmental matters at one location. The ultimate cost of any remediation required will depend on the results of future investigation. Based upon available information, the Company believes that it has obtained and is in substantial compliance with those material environmental permits and approvals necessary to conduct its business. Based on the facts presently known, the Company does not expect environmental costs to have a material adverse effect on its financial condition, results of operations or cash flows.

18. Subsequent Events

In January 2019, as part of a review of the Company's organizational structure, the Company made certain strategic leadership changes which required a reassessment of reportable segments. Based on this evaluation, the Company determined that a change in reportable segments had occurred. For 2019, reportable segments will include the former Finishing segment renamed as the Industrial segment, the former Acoustics segment renamed as the Fiber Solutions segment, and the former Seating and Components businesses combined into one Engineered Components segment.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in company reports filed or submitted under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

As required by Rules 13a-15 and 15d-15 under the Exchange Act, our Chief Executive Officer and Chief Financial Officer carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2018. At the time our Annual Report on Form 10-K for the year ended December 31, 2018 was filed on March 5, 2019, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2018. Subsequent to that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) were not effective at a reasonable level of assurance as of December 31, 2018, due to the material weakness in our internal control over financial reporting discussed below.

Management’s Report on Internal Control Over Financial Reporting (Restated)

The Company’s management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) of the Exchange Act. The Company’s internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree or compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2018. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) in *Internal Control – Integrated Framework (2013)*. We identified the following material weakness in internal control over financial reporting.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

We did not maintain effective internal controls over the accounting for the recoverability of deferred tax assets. Specifically, the internal controls to assess the recoverability of a deferred tax asset for disallowed interest expense were not performed at the appropriate level of precision. This control deficiency resulted in the overstatement of the tax provision and net deferred tax liabilities as of and for the year ended December 31, 2018. As a result of this error, we have restated our previously reported annual financial statements for the year and quarter ended December 31, 2018 and will revise the Company’s previously issued unaudited consolidated financial statements as of and for the three months ended March 30, 2018, as of and for the three and six months ended June 29, 2018 and as of and for the three and nine months ended September 28, 2018. Additionally, this control deficiency could result in additional misstatements of the aforementioned balances or disclosures that would result in a material misstatement to the Company’s annual or interim consolidated financial statements that would not be prevented or detected.

In Management's Report on Internal Control over Financial Reporting included in our original Annual Report on Form 10-K for the year ended December 31, 2018 filed on March 5, 2019, our management previously concluded that we maintained effective internal control over financial reporting as of December 31, 2018, based on the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control - Integrated Framework (2013). Management subsequently concluded that the material weakness described above existed as of December 31, 2018. As a result, we have concluded that we did not maintain effective control over financial reporting as of December 31, 2018.

Remediation Plan

During 2019, we intend to enhance the control activities related to the analysis of the recoverability of our deferred tax assets. We believe this remediation plan will effectively remediate the material weakness, but the material weakness will not be considered remediated until the control operates for a sufficient period of time and management has concluded through testing, that this control is operating effectively.

Remediation of Previously Identified Material Weakness

In the third quarter of 2017, our management identified control deficiencies that when aggregated, resulted in a material weakness in our internal control over financial reporting. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. Specifically, we did not design and maintain effective controls necessary to allow for a detailed review over non-routine transactions on a timely basis and did not have the appropriate complement of resources at certain of our facilities in place for a sufficient period of time. As a result of these control deficiencies, we inappropriately accounted for the divestiture of Acoustics Europe in the three and six month periods ended June 30, 2017 and for depreciation expense in 2016 and the first six months of 2017. While the impact of these errors was not material to the previously reported financial statements, we revised our previously issued annual financial statements as of and for the year ended December 31, 2016 and the interim financial statements for the three month period ended March 31, 2017 and for the three and six month periods ended June 30, 2017. These control deficiencies could result in the misstatement of account balances or disclosures that would result in a material misstatement of the annual or interim consolidated financial statements that would not be prevented or detected. Accordingly, our management determined that these control deficiencies aggregated to a material weakness in the design and operation of control activities.

During the fourth quarter of 2017 and the nine months ended September 28, 2018, we enhanced the design of controls around certain control activities, specifically, the review process for analyzing non-routine accounting transactions and also added additional accounting resources in several businesses to improve the effectiveness of internal control over financial reporting. We believe that these enhanced resources and processes have effectively remediated the material weakness, and the revised controls have operated for a sufficient period of time in order for management to conclude, through testing, that these controls are designed and operating effectively. As of September 28, 2018, we have remediated this previously reported material weakness in our internal control over financial reporting.

Changes in Internal Control Over Financial Reporting

During the most recent completed fiscal quarter, there has been no change in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information regarding our executive officers is included in Part I of this Annual Report on Form 10-K/A as permitted by SEC rules.

The information required by this Item is set forth under the headings “Questions and Answers about the Company,” “Proposals to be Voted On—Proposal 1: Election of Directors,” “Corporate Governance Principles and Board Matters—Board Committees” and “Section 16(a) Beneficial Ownership Reporting Compliance” in the Company’s 2019 Proxy Statement to be filed with the SEC within 120 days after December 31, 2018 in connection with the solicitation of proxies for the Company’s 2019 annual meeting of shareholders (“Proxy Statement”) and is incorporated herein by reference.

The Company has adopted a code of ethics that applies to its senior executive team, including but not limited to, the Company’s Chief Executive Officer, Chief Financial Officer, General Counsel, Vice President of Finance and Treasurer, Corporate Controller, and the Senior Vice Presidents and General Managers, Vice Presidents of Finance, and Controllers of the Company’s business units, and other persons holding positions with similar responsibilities at business units. The code of ethics is posted on the Company’s website and is available free of charge at www.jasoninc.com. The Company intends to satisfy the requirements under Item 5.05 of Form 8-K regarding disclosure of amendments to, or waivers from, provisions of its code of ethics that apply to senior executives by posting such information on the Company’s website.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item is set forth under the headings “Corporate Governance Principles and Board Matters—Board Committees—Compensation Committee Interlocks and Insider Participation,” “Executive Compensation” and “Compensation Committee Report” in the Proxy Statement and is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item is set forth under the heading “Security Ownership of Certain Beneficial Owners and Management” in the Proxy Statement and is incorporated herein by reference.

Equity Compensation Plan Information

The following table gives information about the Company’s common stock authorized for issuance under the Company’s equity compensation plans as of December 31, 2018.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights ⁽¹⁾	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	4,058,003	\$ —	2,609,316 ⁽²⁾
Equity compensation plans not approved by security holders	—	\$ —	—
Total	<u>4,058,003</u>	<u>—</u>	<u>2,609,316</u>

⁽¹⁾ Column (a) of the table above includes 4,058,003 unvested restricted stock units outstanding under the Jason Industries, Inc. 2014 Omnibus Incentive Plan.

⁽²⁾ Represents shares available for future issuance under the Jason Industries, Inc. 2014 Omnibus Incentive Plan.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item is set forth under the headings “Questions and Answers about the Company,” “Proposals to be Voted On—Proposal 1: Election of Directors,” “Corporate Governance Principles and Board Matters—Independent Directors” and “Certain Relationships and Related Transactions” in the Proxy Statement and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this Item is set forth under the heading “Proposals to be Voted On—Proposal 3: Ratification of Selection of Independent Registered Public Accounting Firm—Principal Accountant Fees and Services” in the Proxy Statement and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENTS SCHEDULES

(a) Documents filed as part of this report

(1) All financial statements

Index to Consolidated Financial Statements

As of December 31, 2018 and 2017, for the years ended December 31, 2018, December 31, 2017 and December 31, 2016

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(2) Financial Statement schedules

Index to Financial Statement schedules

For the years ended December 31, 2018, December 31, 2017 and December 31, 2016

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All other financial statement schedules have been omitted, since the required information is not applicable or is not present in amounts sufficient to require submission of the schedule, or because the information required is included in the consolidated financial statements and notes thereto included in this Form 10-K.

(3) Exhibits required by Item 601 of Regulation S-K

The information required by this Section (a)(3) of Item 15 is set forth on the exhibit index that precedes the Signatures page of this Form 10-K/A.

ITEM 16. FORM 10-K SUMMARY

None.

SCHEDULE II. CONSOLIDATED VALUATION AND QUALIFYING ACCOUNTS
(in thousands)

During the first quarter of 2019, we identified an error in the income tax provision presented within the consolidated financial statements for the year ended December 31, 2018. As a result of this income tax error, which materially misstated the previously issued 2018 financial statements, the consolidated financial statements of the Company as of and for the year ended December 31, 2018 have been restated. This Schedule II has been restated to reflect the restatement of the deferred tax valuation allowances. See the Explanatory Note to this Form 10-K/A and Note 2, “Restatement of Previously Reported Financial Information” in the notes to the consolidated financial statements for further information.

	Balance at beginning of year	Charge to Costs and Expenses	Utilization of Reserves	Other ⁽¹⁾	Balance at end of year
Year Ended December 31, 2018					
Allowance for doubtful accounts	\$ 2,959	\$ (197)	\$ (954)	\$ 4	\$ 1,812
Deferred tax valuation allowances (Restated) ⁽²⁾	\$ 4,220	\$ 561	\$ (602)	\$ (351)	\$ 3,828
Year Ended December 31, 2017					
Allowance for doubtful accounts	\$ 3,392	\$ 82	\$ (634)	\$ 119	\$ 2,959
Deferred tax valuation allowances	\$ 4,879	\$ 283	\$ (1,164)	\$ 222	\$ 4,220
Year Ended December 31, 2016					
Allowance for doubtful accounts	\$ 2,524	\$ 1,696	\$ (783)	\$ (45)	\$ 3,392
Deferred tax valuation allowances	\$ 3,703	\$ 1,469	\$ —	\$ (293)	\$ 4,879

(1) The amounts included in the “other” column primarily relate to the impact of foreign currency exchange rates.

(2) The Company restated Deferred tax valuation allowances as discussed in Note 2, “Restatement of Previously Reported Financial Information”, to the consolidated financial statements.

EXHIBIT INDEX

Exhibit Number	Description
3.1	Second Amended and Restated Certificate of Incorporation of the Company (incorporated herein by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-8, filed with the Securities and Exchange Commission ("the Commission") on July 3, 2014 (File No. 333-197250)).
3.2	Certificate of Designations, Preferences, Rights and Limitations of 8.0% Series A Convertible Perpetual Preferred Stock (incorporated herein by reference to Exhibit A to Exhibit 10.11 to the Registrant's Form 10-Q, filed with the Commission on May 15, 2014 (File No. 1-36051)).
3.3	Bylaws of the Company (incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-8, filed with the Commission on July 3, 2014 (File No. 333-197250)).
4.1	Specimen Common Stock Certificate (incorporated herein by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1, filed with the Commission on August 1, 2013 (File No. 333-189432)).
4.2	Specimen Warrant Certificate (incorporated herein by reference to Exhibit A to Exhibit 4.4 to the Registrant's Form 8-K, filed with the Commission on August 14, 2013 (File No. 1-36051)).
4.3	Warrant Agreement between Continental Stock Transfer & Trust Company and the Company, dated as of August 8, 2013 (incorporated herein by reference to Exhibit 4.4 to the Registrant's Form 8-K, filed with the Commission on August 14, 2013 (File No. 1-36051)).
4.4	Registration Rights Agreement among the Company, Quinpario Partners I, LLC and the other security holders named therein, dated August 8, 2013 (incorporated herein by reference to Exhibit 10.2 to the Registrant's Form 8-K, filed with the Commission on August 14, 2013 (File No. 1-36051)).
4.5	Amendment No.1 to Registration Rights Agreement among the Company, Quinpario Partners I, LLC and the other security holders named therein, dated July 14, 2014 (incorporated herein by reference to Exhibit 4.6 to the Registrant's Registration Statement on Form S-1, filed with the Commission on July 15, 2014, as amended (File No. 333-197412)).
4.6	Form of Registration Rights Agreement by and between the Company and the persons named therein (incorporated herein by reference to Exhibit 10.12 to the Registrant's Form 10-Q, filed with the Commission on May 15, 2014 (File No. 1-36051)).
10.1	Jason Industries, Inc. 2014 Omnibus Incentive Plan, as amended (incorporated herein by reference to Appendix A to the Registrant's Proxy Statement for its 2018 Annual Meeting of Stockholders, filed with the Commission on April 12, 2018 (File No. 333-197250)).**
10.2	Employment Agreement between the Company and Srivas Prasad, dated as of June 30, 2014 (incorporated herein by reference to Exhibit 10.10 to the Registrant's Form 8-K, filed with the Commission on July 7, 2014 (File No. 1-36051)).**
10.3	Amended and Restated Employment Agreement between the Company and John Hengel, dated as of June 30, 2014 (incorporated herein by reference to Exhibit 10.12 to the Registrant's Form 8-K, filed with the Commission on July 7, 2014 (File No. 1-36051)).**
10.4	Employment Agreement between the Company and Kevin Kuznicki, dated as of April 2, 2018 (incorporated herein by reference to Exhibit 10.1 to the Registrant's Form 10-Q, filed with the Commission on May 3, 2018 (File No. 1-36051)).**
10.5	Employment Agreement between the Company and Brian K. Kobylinski, dated as of April 8, 2016 (incorporated herein by reference to Exhibit 10.3 to the Registrant's Form 10-Q, filed with the Commission on May 10, 2016 (File No. 1-36051)).**
10.6	Amendment to Employment Agreement between the Company and Brian K. Kobylinski, dated December 1, 2016 (incorporated herein by reference to Exhibit 10.2 to the Registrant's Form 8-K, filed with the Commission on December 2, 2016 (File No. 1-36051)).**
10.7	Employment Agreement between the Company and Chad M. Paris, effective as of August 25, 2017 (incorporated herein by reference to Exhibit 10.1 to the Registrant's Form 8-K, filed with the Commission on August 17, 2017 (File No. 1-36051)).**
10.8	First Lien Credit Agreement as amended, dated as of June 30, 2014, by and among Jason Incorporated, Jason Partners Holdings Inc., Jason Holdings Inc. 1, The Bank of New York Mellon, as administrative agent, the subsidiary guarantors party thereto and the several banks and other financial institutions or entities from time to time party thereto (incorporated herein by reference to Exhibit 10.2 to the Registrant's Form 10-Q, filed with the Commission on August 2, 2018 (File No. 1-36051)).

Exhibit Number	Description
10.9	Second Lien Credit Agreement as amended, dated as of June 30, 2014, by and among Jason Incorporated, Jason Partners Holdings Inc., Jason Holdings, Inc. I, The Bank of New York Mellon, as administrative agent, the subsidiary guarantors party thereto and the several banks and other financial institutions or entities from to time party thereto (incorporated herein by reference to Exhibit 10.3 to the Registrant's Form 10-Q, filed with the Commission on May 3, 2018 (File No. 1-36051)).
10.10	First Lien Security Agreement, dated as of June 30, 2014, by and among Jason Partners Holdings Inc., Jason Holdings, Inc. I, Jason Incorporated and certain of its subsidiaries in favor of Deutsche Bank AG New York Branch (incorporated herein by reference to Exhibit 10.3 to the Registrant's Form 8-K, filed with the Commission on July 7, 2014 (File No. 1-36051)).
10.11	Second Lien Security Agreement, dated as of June 30, 2014, by and among Jason Partners Holdings Inc., Jason Holdings, Inc. I, Jason Incorporated and certain of its subsidiaries in favor of Deutsche Bank AG New York Branch (incorporated herein by reference to Exhibit 10.4 to the Registrant's Form 8-K, filed with the Commission on July 7, 2014 (File No. 1-36051)).
10.12	Form of Indemnification Agreement (incorporated herein by reference to Exhibit 10.13 to the Registrant's Form 8-K, filed with the Commission on July 7, 2014 (File No. 1-36051)).
10.13	Form of Restricted Stock Unit Agreement pursuant to the Jason Industries, Inc. 2014 Omnibus Incentive Plan (incorporated herein by reference to Exhibit 10.15 to the Registrant's Form 10-Q, filed with the Commission on November 7, 2014 (File No. 1-36051)).*
10.14	Form of Restricted Stock Unit Agreement pursuant to the Jason Industries, Inc. 2014 Omnibus Incentive Plan (ROIC-Vesting) (incorporated herein by reference to Exhibit 10.1 to the Registrant's Form 8-K, filed with the Commission on February 3, 2016 (File No. 1-36051)).**
10.15	Form of Non-Employee Director Restricted Stock Unit Agreement pursuant to the Jason Industries, Inc. 2014 Omnibus Incentive Plan (incorporated herein by reference to Exhibit 10.16 to the Registrant's Form 10-Q, filed with the Commission on November 7, 2014 (File No. 1-36051)).*
10.16	Form of Restricted Stock Unit Agreement pursuant to the Jason Industries, Inc. 2014 Omnibus Incentive Plan (Time-Vesting) (incorporated herein by reference to Exhibit 10.18 to the Registrant's Form 10-K, filed with the Commission on March 1, 2018 (File No. 1-36051)).**
10.17	Form of Restricted Stock Unit Agreement pursuant to the Jason Industries, Inc. 2014 Omnibus Incentive Plan (Cliff-Vesting) (incorporated herein by reference to Exhibit 10.2 to the Registrant's Form 10-Q, filed with the Commission on May 10, 2016 (File No. 1-36051)).**
10.18	Form of Restricted Stock Unit & Cash Bonus Award Agreement pursuant to the Jason Industries, Inc. 2014 Omnibus Incentive Plan (Time-Vesting) (incorporated herein by reference to Exhibit 10.1 to the Registrant's Form 8-K, filed with the Commission on July 5, 2017 (File No. 1-36051)).**
10.19	Form of Restricted Stock Unit & Cash Bonus Award Agreement pursuant to the Jason Industries, Inc. 2014 Omnibus Incentive Plan (EBITDA-Vesting) (incorporated herein by reference to Exhibit 10.2 to the Registrant's Form 8-K, filed with the Commission on July 5, 2017 (File No. 1-36051)).**
10.20	Form of Preferred Stock Exchange Agreement (incorporated by reference to Exhibit 10 to the Registrant's 8-K, filed with the Commission on January 23, 2018 (File No. 1-36051)).
10.21	Employment Agreement between the Company and Keith A. Walz, dated as of February 27, 2018 (incorporated herein by reference to Exhibit 10.25 to the Registrant's Form 10-K, filed with the Commission on March 1, 2018 (File No. 1-36051)).**
21	Subsidiaries of Registrant.
23	Consent of PricewaterhouseCoopers LLP.
31.1	Certification of the Principal Executive Officer required by Rule 13a-14(a) and Rule 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes Oxley Act of 2002.
31.2	Certification of the Principal Financial Officer required by Rule 13a-14(a) and Rule 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes Oxley Act of 2002.
32.1	Certification of the Principal Executive Officer required by 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002.
32.2	Certification of the Principal Financial Officer required by 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002.

Exhibit Number	Description
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

** Represents a management contract or compensatory plan, contract or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

JASON INDUSTRIES, INC.

Dated: May 13, 2019

/s/ Brian K. Kobylinski

 Brian K. Kobylinski
 President, Chief Executive Officer and Chairman of the Board
 of Directors
 (Principal Executive Officer)

Dated: May 13, 2019

/s/ Chad M. Paris

 Chad M. Paris
 Senior Vice President and Chief Financial Officer
 (Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Brian K. Kobylinski Brian K. Kobylinski	President, Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	Dated: May 13, 2019
/s/ Chad M. Paris Chad M. Paris	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	Dated: May 13, 2019
/s/ Jeffrey N. Quinn Jeffrey N. Quinn	Director	Dated: May 13, 2019
/s/ James P. Heffernan James P. Heffernan	Director	Dated: May 13, 2019
/s/ James E. Hyman James E. Hyman	Director	Dated: May 13, 2019
/s/ Mitchell I. Quain Mitchell I. Quain	Director	Dated: May 13, 2019
/s/ Dr. John Rutledge Dr. John Rutledge	Director	Dated: May 13, 2019
/s/ James M. Sullivan James M. Sullivan	Director	Dated: May 13, 2019
/s/ Nelson Obus Nelson Obus	Director	Dated: May 13, 2019

BOARD OF DIRECTORS

Brian Kobylinski

Chairman

Jeffry N. Quinn

Member

James P. Heffernan

Member

James E. Hyman

Member

Mitchell I. Quain

Member

Dr. John Rutledge

Member

James M. Sullivan

Member

EXECUTIVE OFFICERS

Brian Kobylinski

President and Chief
Executive Officer

Chad Paris

Senior Vice President and
Chief Financial Officer

Kevin Kuznicki

Senior Vice President, General
Counsel and Secretary

Keith Walz

Senior Vice President and
General Manager — Industrial

Timm Fields

Senior Vice President and
General Manager — Engineered
Components

Srivas Prasad

Senior Vice President and
General Manager — Fiber Solutions

John Hengel

Vice President of Finance —
Treasurer and Assistant
Secretary

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**Independent Registered
Public Accounting Firm**

PricewaterhouseCoopers LLP
Milwaukee, Wisconsin

Stock Exchange

Jason Industries, Inc. common stock
and warrants are publicly traded on
NASDAQ under the ticker symbols
JASN and JASNW, respectively.



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