


ANNUAL GENERAL MEETING 2017

APRIL 5, 2017

PÖRSSITALO, HELSINKI

PKC GROUP

PKC GROUP

PKC GROUP PLC'S ANNUAL GENERAL MEETING

Time: 5 April 2017 at 1.00 p.m.
Place: Pörssitalo, at the address: Fabianinkatu 14, Helsinki

AGENDA

Calling the meeting to order

1 Opening of the meeting

- Review by the Chairman of the Board of Directors

2 Calling the meeting to order

3 Election of persons to scrutinize the minutes and to supervise the counting of votes

4 Recording the legality of the meeting

5 Recording the attendance at the meeting and adoption of the list of votes

- Shareholder and share list as well as list of shareholders, who have informed of their attendance before the last notification date are available at the meeting

6 Review by the Chairman of the Board of Directors

Financial statements, use of profit and discharge from liability

7 Presentation of the financial statements, the report of the Board of Directors and the Auditor's report

- Review by the President & CEO
- Company's financial statements and consolidated financial statements, the report of the Board of Directors and the Auditor's report, is available at the meeting
- Auditor's report attached hereto

8 Adoption of the financial statements

9 Resolution on the use of the profit shown on the balance sheet and the payment of dividend

- Board's proposal for disposal of profits attached hereto

10 Resolution on the discharge of the members of the Board of Directors and the CEO from liability

Auditor and Board of Directors

- Shareholders' Nomination Board's and Board of Directors' proposals as well as proposals of shareholders owning over 10% attached hereto

11 Resolution on the remuneration of the members of the Board of Directors and the auditor

12 Resolution on the number of members of the Board of Directors and the auditors

13 Election of members of the Board of Directors

14 Election of auditor

Closing of the meeting

15 Closing of the Meeting

Review by the Chairman of the Board of Directors

Matti Ruotsala

PKC GROUP

April 5, 2017

Annual General Meeting 2017

Review by the Chairman of the Board of Directors

PKC GROUP

- PKC Group's development to a global partner for vehicle industry
- Board agenda during the last financial year
- PKC Group strategy and Motherson's public tender offer

PKC GROUP

The journey to Preferred Supplier in global vehicle industry

1969 – 1997 – 2002 – 2008 – 2011 – 2015 – 2016 – 19 Jan 2017

1969 - 1980 PKC was born as Pohjolan Kaapeli

1997 PK Cables listed in Helsinki Stock Exchange
Annual revenue EUR 66 million

1998 Brazilian factory opened

2002 Acquisition of Estonian production

2003 Acquisition of Russian production

2005 First factory in China

2008 Acquisition of MAN wire harness

2011 Acquisition of SEGU

2011 Acquisition of AEES, strongly established in North-America

2013 Serbian factory opened

2014 Acquisition of Lithuanian production

2015 Acquisition of Groclin's rolling stock business

2015 Joint Venture Jiangsu Huakai Wire Harness Co. Ltd. in China

2016 Joint Venture JAC in China

2016 Bombardier Transportation, global framework agreement

Annual revenue EUR 847m
Market cap EUR 376 m

PKC GROUP

Board of Directors 1/2

Matti Ruotsala
- b. 1956
- Chairman from 2008
- Chairman of the Remuneration Committee
- Member of the Board of Directors from 2006
- M.Sc.(Eng.)
- Independent Board member

Reinhard Buhl
- b. 1952
- Member of the Remuneration Committee
- Member of the Board of Directors from 2014
- M.Sc. (Mechanical Engineering)
- Independent Board member

Wolfgang Diez
- b. 1953
- Member of the Audit Committee
- Member of the Board of Directors since 2013
- Diplom-Kaufmann in Business Administration
- Independent Board member

Henrik Lange
- b. 1961
- Member of the Audit Committee
- Member of the Board of Directors from 2016
- Bachelor of Science, Business Administration and International Economics
- Independent Board member

Board of Directors 2/2

Shemaya Levy

- s. 1947
- Chairman of the Audit Committee
- Member of the Board of Directors from 2012
- Graduate of ENSAE (Ecole Nationale de la Statistique et de l´Administration Economique)
- Independent Board member

Mingming Liu

- s. 1951
- Member of the Audit Committee
- Member of the Board of Directors since 2014
- C-MBA
- Independent Board member

Robert J. Remenar

- s. 1955
- Vice-Chairman of the Board of Directors since 2013
- Member of the Remuneration Committee
- Member of the Board of Directors from 2012
- Master's Degree – Business and Professional Accountancy
- Master's Degree – Business and Professional Accountancy
- Independent Board member

Board of Directors' focus areas

- Company strategy, restructuring arrangements, MSSL's public tender offer
- Ensuring strategy implementation
- Action plan, company budget, investments, risk management, management system
- Incentive schemes and remuneration systems

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Board of Directors and Board Committees – Meetings in 2016

Average attendance of members	Meetings	Participation, average, %
Board of Directors	14	97
Audit Committee	7	100
Remuneration Committee	2	83

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Management remuneration in 2016

Management remuneration structure	Short term remuneration	Long term remuneration
Salary	Result-based bonus system, based on reaching the targets, set annually by the Board	Stock option schemes and share-based incentive plans to bind the key persons to the Company

	Remuneration, 1,000 e	Change to the previous year, %
The President and CEO and Executive Board, total	4,334	-19

PKC's growth strategy 2012 – 2018

VISION

PKC is the Preferred Supplier in Electrical Distribution Systems for Transportation Industry globally.

STRATEGIC INITIATIVES

Managing the Complexity

- Developing PKC Uniqueness further
- Maximizing current PKC set-up
- Penetrating into APAC
- Exploring opportunities to expand within Transportation Industry

Developing Electronics business as a stand alone within PKC Group

LONG-TERM FINANCIAL TARGETS

Annual Revenue EUR 1.4 Billion by 2018
EBITDA >10% Gearing <75%
Dividends 30-60% of Free Cash Flow

Combining Motherson's MSSL and PKC Group:
Added value to the customers

- Complementary product offering
- Complementary presence of locations on the market
- Large volumes on global markets
- Opportunities for further mass-customisation
- Innovation power

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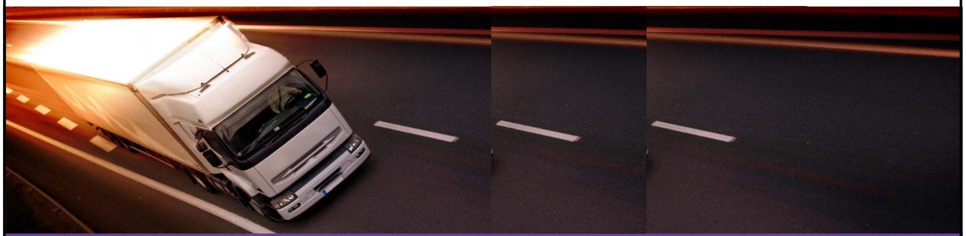
Combining Motherson's MSSL and PKC Group:
Synergies strengthening competitiveness

- Complementary product offering and presence on the market
- Opportunity to enter to new markets
- Large purchasing volumes
- Combining of know-how and expertise
- Power for growth
- Shared values and group cultures



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Combining Motherson's MSSL and PKC Group

PKC owned by MSSL as of 27 March 2017

PKC's success story continues as a part of Motherson Group

Global partner on the transportation component solutions market

Review by the President and CEO

Matti Hyytiäinen

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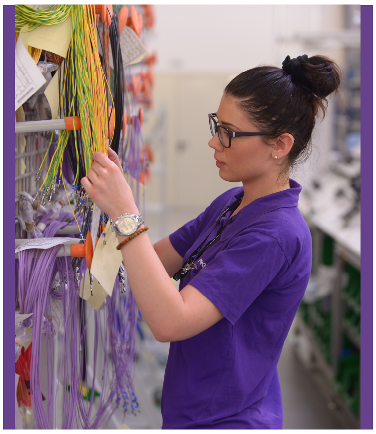
Year 2016 in brief



- Operating profit from continuing operations increased with 31 % compared to year 2015.
- In Europe, the reorganisation of plants and production, essential for the competitiveness, have reached a conclusion.
- The growth strategy continued: Second joint venture was established in China and several significant long-term supply agreements were concluded in rolling stock business.
- PKC's market position remained strong in all essential product and geographical areas of operation.

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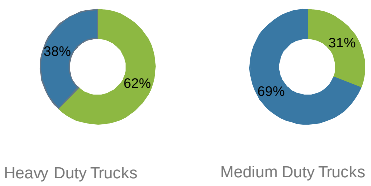
Business Review

Wiring Systems North America

- Demand for our products decreased due to significant decrease of heavy duty truck production compared to year 2015.
- Part of non-core light vehicle business was divested.
- We received several quality awards:
  - Paccar SPM award
  - Navistar Diamond supplier award

Market Share 1-12/2016



Lähde: LMC Automotive forecasting Q4/2016, PKC Group

Frank Sovis
President
Wiring Systems
North America

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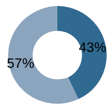
Business Review

Wiring Systems Europe and South America

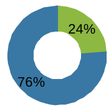
- In Europe, the demand fro our products increased compared to year 2015.
- In Brazil, production volumes were even less than the previous year's low level.
- Production reorganisations were concluded and PKC has now at its disposal a competitive production network.
  - Profitabililty continued to improve in Europe.
  - In Brazil, profitability was improved as a result of the development program.

Jani Kiljala
President
Wiring Systems Europe and South America

Market Share Europe 1-12/2016

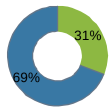


Heavy Duty Trucks

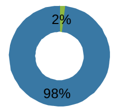


Medium Duty Trucks

Market Share Brazil 1-12/2016



Heavy Duty Trucks



Medium Duty Trucks

Lähde: LMC Automotive forecasting Q4/2016, PKC Group

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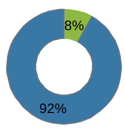
Business Review

Wiring Systems Asia – Pacific Area

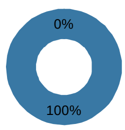
- In China production volumes were increased compared to year 2015 and grew further towards the end of the year due to new overloading restrictions.
- Huakai-PKC joint venture grew profitably. PKC's production expertise resulted in better quality and customer satisfaction.
- Second joint venture was established with the JAC Group of China.

Jyrki Keronen
President
Wiring Systems
APAC

Market Share 1-12/2016



Heavy Duty Trucks



Medium Duty Trucks

Lähde: LMC Automotive forecasting Q4/2016, PKC Group

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Business Review

Rolling Stock

- KTP was successfully integrated as part of PKC and rolling stock business began profitable growth.
- Global framework agreement was concluded with Bombardier Transportation.
- Rolling stock production was increased with internal production reorganisations. Plants in Czaplinek and Drawsko Pomorskie concentrate on rolling stock products.

André Gerstner
President
Rolling Stock Business

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Business Review

Electronics and Business Development

- PKC Electronics was moved to discontinued operations and sold to Enics in the beginning of year 2017.
- Main projects in Business Development:
  - Development of sourcing organization and management, in order to better utilize PKC's size in purchases.
  - Focus on cyber security and PKC's own software development.
  - Development of design and production technologies, "new generation" operation model as a goal.

Vesa Vähämöttönen
Group Senior Vice President
Business Development

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Business Review

Human Resources

- Great result was achieved in work safety. Only 28 accidents were recorded compared to average headcount of 21.920.
- Result of the personnel survey confirmed PKC to be a liked employer.
- Leadership skills were improved by investing in the capability and job rotation of the middle management and key personnel of PKC.
- Navex "Make a difference" was impleted as a personnel's reporting tool globally.

Julie Bellamy
Group Senior Vice President
Human Resources

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Key Figures

EUR million	1-12/16	1-12/15	Change %
Revenue	845.7	847.3	-0.2
Comparable EBITDA	64.4	59.5	+8.1
Comparable EBITDA %	7.6	7.0	
Items affecting comparability	-5.4	-8.8	
Operating profit (-loss)	26.5	20.2	
EPS (EUR)	0.43	0.23	
Cash flow from operations [1)]	35.5	14.8	
Gross capital expenditure	24.5	36.9	
Working capital[1)]	89.9	92.7	
Total assets [1)]	563.7	542.3	
Gearing % [1)]	30.2	31.4	

[1)] 2015 includes discontinued operations

Juha Torniainen
CFO

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Market Outlook – Full Year 2017

- North American heavy-duty and medium-duty truck production is estimated to decrease by 7% compared to previous year's level
- European heavy-duty and medium-duty truck production is estimated to remain on the previous year's level
- Brazilian heavy-duty and medium-duty truck production is expected to remain on the previous year's level
- Chinese heavy-duty and medium-duty truck production is expected to remain on the previous year's level
- The demand for the rolling stock is expected to continue to grow steadily

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PKC Group's Outlook

- PKC Group estimates that with prevailing exchange rates 2017 revenue and comparable EBITDA will be in the same order of magnitude as in 2016
- This estimate includes the negative impact of lower North American heavy duty truck volumes and the divestment of some light vehicle programs which took place in fourth quarter of 2016.
- In 2016, PKC's revenue from continuing operations was EUR 845.7 million and comparable EBITDA from continuing operations was EUR 64.4 million

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PKC will move to be part of Motherson Sumi Systems Group and delist from Nasdaq Helsinki Stock Exchange

Matti Hyytiäinen thanks the shareholders for the good co-operation past 7 years

31.03.2010 Matti Hyytiäinen appointed PKC Board Member
04.04.2012 Matti Hyytiäinen appointed PKC President and CEO
24.03.2017 Motherson Sumi Systems public tender offer realized

PKC share profit during last 7 years 16 % p.a. and the whole period 183 % (dividends reinvested)

PKC GROUP

Thank You!

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This document is an English translation of the Finnish auditor's report. Only the Finnish version of the report is legally binding.

Auditor's report

To the Annual General Meeting of PKC Group Plc

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of PKC Group Plc (business identity code 0972280-0) for the year ended 31 December, 2016. The financial statements comprise the consolidated balance sheet, income statement, statement of comprehensive income, statement of changes in equity, statement of cash flows and notes, including a summary of significant accounting policies, as well as the parent company's balance sheet, income statement, statement of cash flows and notes.

In our opinion

— the consolidated financial statements give a true and fair view of the group's financial performance, financial position and cash flows in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU

— the financial statements give a true and fair view of the parent company's financial performance and financial position in accordance with the laws and regulations governing the preparation of financial statements in Finland and comply with statutory requirements.

Basis for Opinion

We conducted our audit in accordance with good auditing practice in Finland. Our responsibilities under good auditing practice are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report.

We are independent of the parent company and of the group companies in accordance with the ethical requirements that are applicable in Finland and are relevant to our audit, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Materiality

The scope of our audit was influenced by our application of materiality. The materiality is determined based on our professional judgement and is used to determine the nature, timing and extent of our audit procedures and to evaluate the effect of identified misstatements on the financial statements as a whole. The level of materiality we set is based on our assessment of the magnitude of misstatements that, individually or in aggregate, could reasonably be expected to have influence on the economic decisions of the users of the financial statements. We have also taken into account misstatements and/or possible misstatements that in our opinion are material for qualitative reasons for the users of the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have also addressed the risk of management override of internal controls. This includes consideration of whether there was evidence of management bias that represented a risk of material misstatement due to fraud.

Valuation of Goodwill and Intangible assets - refer to Accounting principles and Notes 2.1 and 2.1 in the consolidated financial statements

Key audit matter

— In recent years the group has expanded its operations through acquisitions. At the year-end 2016 the group had EUR 37.8 million in goodwill and EUR 65.6 million in intangible assets, which are mainly acquisition related.

— Irrespective of whether there is any indication of impairment, goodwill acquired in a business combination is required to be tested for impairment annually. An impairment arises when the recoverable amount is less than the carrying value of the investment

— Acquisition related intangible assets have a definitive useful life. However, the useful lives and related amortization period should be assessed annually.

— The assumptions to support goodwill values (e.g. growth rate, profitability and discount rates) are judgemental.

Our response

— We have assessed the impairment tests prepared by management and related supporting third party evidence.

— We have challenged the assumptions used in respect of the forecasted growth rates and involved KPMG valuation specialists to assess the appropriateness of the discount rates used. This included comparison to economic and industry forecasts, where appropriate, as well as assessment over the technical appropriateness of the calculations.

— We have applied professional judgment when evaluating the forecasts by stress testing key assumptions and assessing the impact on the sensitivity analysis.

— For acquisition related intangible assets, we have assessed management's assumptions regarding the remaining useful life of identified intangible assets based on our own expectations and on our knowledge of the client and experience of the industry in which it operates as well as external data sources.

— In addition, we have assessed the adequacy and appropriateness of the notes in the financial statements on goodwill and impairment testing.

Responsibilities of the Board of Directors and the President and CEO for the Financial Statements

The Board of Directors and the President and CEO are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU, and of financial statements that give a true and fair view in accordance with the laws and regulations governing the preparation of financial statements in Finland and comply with statutory requirements. The Board of Directors and the President and CEO are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors and the President and CEO are responsible for assessing the parent company's and the group's ability to continue as going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting. The financial statements are prepared using the going concern basis of accounting unless there is an intention to liquidate the parent company or the group or cease operations, or there is no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance on whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with good auditing practice will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with good auditing practice, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the parent company's or the group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the Board of Directors' and the President and CEO's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the parent company's or the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the parent company or the group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events so that the financial statements give a true and fair view.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Reporting Requirements

Other Information

The Board of Directors and the President and CEO are responsible for the other information. The other information comprises information included in the report of the Board of Directors and in the Annual Report, but does not include the financial statements and our auditor's report thereon. We obtained the report of the Board of Directors prior to the date of this auditor's report, and the Annual Report is expected to be made available to us after that date.

Our opinion on the financial statements does not cover the other information.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. With respect to the report of the Board of Directors, our responsibility also includes considering whether the report of the Board of Directors has been prepared in accordance with the applicable laws and regulations.

In our opinion, the information in the report of the Board of Directors is consistent with the information in the financial statements and the report of the Board of Directors has been prepared in accordance with the applicable laws and regulations.

If, based on the work we have performed on the report of the Board of Directors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Other opinions

We recommend that the Members of the Board of Directors and the President and CEO should be discharged from liability for the financial period audited by us.

Helsinki 8 February, 2017

KPMG Oy Ab

Virpi Halonen
Authorized Public Accountant, KHT

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Dividend proposal

The Board of Directors' Proposal for the Disposal of Profits

The parent company's distributable funds are EUR 128.4 million, of which EUR 57.1 million is distributable as dividends, including the net profit (loss) for the financial year EUR 8.8 million.

Motherson Sumi Systems Limited's voluntary public tender offer announced in January 19, 2017 is recommended by the Board of Directors and should the offer be completed no dividend shall be paid.

The Board of Directors will propose to the Annual General Meeting to be held on 5 April 2017 that a dividend of EUR 0.70 per share be paid for a total of EUR 16.9 million and that the remainder of the distributable funds be transferred to shareholders' equity. The number of shares may change due to share subscriptions registered before the record date. In the view of the Board of Directors, the proposed dividend pay-out will not put the company's liquidity at risk.

The dividend proposal is conditional upon

a) the conditions for the completion of Motherson Sumi Systems Limited's voluntary public tender offer ("Tender Offer") announced on 19 January 2017 having not been fulfilled (or waived) and
b) Tender offer having not been completed.

The Board of Directors furthermore will propose to the Annual General Meeting that Board of Directors be authorized to decide, subject to the fulfillment of and in line with the above mention conditions, upon the record date for the dividend pay-out and the dividend payment date as well as other required actions related thereto. Before the Board of Directors carries out the Annual General meeting's resolution, it has to evaluate in accordance with the Companies Act whether company's liquidity and financial position have changed after the Annual General Meeting to such an effect that the Companies Act's prerequisites for dividend pay-out are no longer fulfilled.

The Board of Directors will propose that the resolution and authorization be effective until the start of the next Annual General Meeting of Shareholders.

Auditors and Board of Directors

Resolution on the remuneration of the members of the Board of Directors and the auditor

Board remuneration

a) Shareholders' Nomination Board's proposal

The Shareholders' Nomination Board proposes that the remuneration remain unchanged and

- the annual remuneration payable to the members of the Board of Directors to be elected for a term of office ending at the end of the next Annual General Meeting shall be the following: Chairman of the Board EUR 60,000, Vice Chairman of the Board EUR 45,000 and other Board members EUR 30,000;
- the Chairmen of the Board Committees shall be paid an additional annual remuneration of EUR 10,000 and the other Committee members EUR 5,000;
- the meeting fee for attending the Board and Committee meetings shall be the following: Chairmen EUR 1,200 per meeting and other members EUR 800 per meeting. The meeting fees will be doubled in case member physically participates in a meeting held in a country, where member is not resident. No meeting fee shall be paid for the decision minutes drafted without holding a meeting;
- in addition, the travel and accommodation expenses related to the Board and Committee meetings shall be paid.

b) Proposal of shareholders owning over 10%

The shareholders' propose that the remuneration of the members of the Board of Directors shall be as proposed with the amendment that any members that are in employment or service relationship to Motherson Sumi Systems Ltd or its affiliates [other than PKC] are only entitled to the reimbursement of the travel and accommodation expenses.

Remuneration for auditor

The Board of Directors proposes, upon Audit Committee's proposal, that the remuneration and travel expenses for the auditor to be elected be paid according to the auditor's reasonable invoice.

Resolution on the number of members of the Board of Directors and the auditors

The Shareholders' Nomination Board proposes that six members shall be elected to the Board of Directors.

Board of Directors proposes, upon Audit Committee's proposal, that one audit firm shall be elected as auditor.

Election of members of the Board of Directors

a) Shareholders' Nomination Board's proposal

The Shareholders' Nomination Board proposes that Wolfgang Diez, Henrik Lange, Shemaya Levy, Mingming Liu, Robert Remenar and Matti Ruotsala shall be re-elected as Board members. [Reinhard Buhl has informed that he shall not be available for re-election to the Board of Directors.]

b) Proposal of shareholders owning over 10%

The Shareholders propose that Robert Remenar and Matti Ruotsala shall be re-elected as Board members and Vivek Chaand Sehgal, Andreas Heuser, Pankaj Mital and Gaya Nand Gauba shall be elected as new members. [The proposed new Board members are presented in more detail in the attachment.]

Election of auditor

a) Board of Directors' proposal

The Board of Directors proposes, upon Audit Committee's proposal, that audit firm KPMG Oy Ab, which has announced Kim Järvi, Authorized Public Accountant, to be the Auditor with principal responsibility, shall be selected as auditor.

b) Proposal of shareholders owning over 10%

The Shareholders propose that audit firm Ernst & Young Oy shall be elected as auditor. [Ernst & Young Oy has announced Jari Karppinen Authorized Public Accountant, to be the Auditor with principal responsibility]

Motherson Sumi
Systems Limited

Vivek Chaand Sehgal

Chairman, Samvardhana Motherson Group (SMG)
& Motherson Sumi Systems Ltd (MSSL)

Mr. Vivek Chaand Sehgal is the Chairman of the Samvardhana Motherson Group (SMG), one of the world's fastest growing specialised automotive component manufacturer for OEMs. He established Motherson in 1975, starting with a cable and wire manufacturing unit. Today SMG is a USD 7.2 billion Group present in 33 countries with over 230 facilities across the globe. Motherson Sumi Systems Limited (MSSL), the flagship company of the Group, is now one of the largest auto ancillary companies globally with a market cap on Euro 7,577 million as on 31st March 2017.

The Group has a diversified product range covering wiring harnesses, rear view mirrors, integrated plastic modules, lighting systems and a wide range of modules and components. The Group today is one of the leading suppliers of rearview mirrors globally & the leading supplier of polymer modules in Europe, market leadership positions in wiring harnesses for heavy duty commercial vehicles in the American & European markets along with market leader position most of the other product verticals in India. Under the leadership of Mr. Sehgal, SMG has evolved as a leading full system solutions provider to the global automotive industry.

He is a visionary who has the ability of sighting opportunities for the benefit of the Group whether it be in the form of joint ventures or acquisitions. Today the Group has 26 JV partners for its various product ranges and has many successful acquisition to its credit.

Mr. Sehgal was adjudged Man of the Year 2010 by Auto Car Professional magazine. He received Ernst & Young Entrepreneur of the Year Award for manufacturing in 2012. He has been adjudged the Best CEO, 2013 for Auto Ancillaries by Business Today magazine in India. Under his guidance the flagship company of the group has been adjudged as the "Company of the Year 2014" by Business Standard. Recently he was adjudged as the "CEO of the Year 2015" by Business Standard. He also received the Best CEO award in 2016 All Asia Executive Team Rankings for autos and auto parts sector by Institutional Investor Magazine. Recently, Mr. Sehgal has been adjudged as Entrepreneur of the Year 2016 by Ernst & Young.

Mr. Sehgal's vision for establishing the Group as a full system solutions provider and a preferred vendor to all the customers propelled the expansion of the Group in new business areas. As he says "We are a NOT YET company", he is always open to new ideas and has successfully spread this philosophy of openness to new ideas down the line in SMG

Andreas Heuser

Head of Corporate Office
Samvardhana Motherson Group Europe & Americas

Mr. Andreas Heuser is the head of the Motherson Chairman's Office for Europe and America's and a board member of two of the major Group companies that are part of Motherson Sumi Systems Limited (MSSL).

Mr Heuser has a law degree from the University of Freiburg, Germany. After 10 years of experience in the automotive industry, he joined Motherson in 2005, and became the head of the Motherson Corporate Office for Europe & Americas in Gelnhausen, Germany. In this position, Mr. Heuser oversees all activities of MSSL and the Motherson Group on the European and American continents, which are the largest geographies of the company in terms of revenues.

In that capacity, Mr. Heuser was closely involved in the 2009 acquisition during the Lehman crisis of Visocorp, which became the mirrors division of MSSL as Samvardhana Motherson Reflectec (SMR). Apart from his role as head of the corporate office, Mr. Heuser joined the board of SMR in 2009 to help guide the turnaround of the company.

In 2011, Mr Heuser became instrumental in the acquisition of Peguform by MSSL, which became the second large acquisition by MSSL in three years. Today Peguform is part of the polymer division of MSSL under the name of Samvardhana Motherson Peguform.

Pankaj Mital

Chief Operating Officer
Motherson Sumi Systems Ltd. (MSSL)

Mr. Pankaj Mital is the Chief Operating Officer (COO) and Whole Time Director of Motherson Sumi Systems Ltd. (MSSL). He is also the part of the core management team and directly responsible for the wiring harness division of MSSL.

Mr. Mital holds a Degree. He joined MSSL in 1990 in the marketing field and was responsible for the launch of new wiring harness products and looking after key wiring harness customers. In 1997 he was appointed as the Head of Marketing for MSSL. At that time MSSL was a wiring-harness-only company and exports from India were negligible.
Mr. Mital then set-up the Europe operations for MSSL in 1999 and in a short span of time was able to secure the first international orders for MSSL from European customers.

Mr. Mital was appointed Chief Operating Officer of MSSL in 2001. This was the beginning of the transformation of MSSL, from being an Indian company to a truly global player. MSSL is now a USD 5.7 billion company. Since 2001, the company has expanded globally with diversified product range and today has a presence in 33 countries across the globe with over 86% of its revenues coming from customers outside India.

Mr. Mital is actively involved in supporting the customer requirements in wiring harness division with the expansion of the company into new product areas and geographies.

G N Gauba

Chief Financial Officer
Motherson Sumi Systems Ltd. (MSSL)

Mr. G N Gauba is the Chief Financial Officer (CFO) of Motherson Sumi Systems Ltd and a member of the core management team.

After completing his B.Com Honours from the University of Delhi, he qualified as a member of the Institute of Cost and Works Accountants and of the Institute of Company Secretaries of India. Mr. Gauba has over 36 years of experience in the areas of finance, accounting and taxation in the industry.

Mr. Gauba joined MSSL in 1997. In these 19 years MSSL has set-up many overseas subsidiaries and JVs.

MSSL has also grown inorganically with 16 acquisitions under Mr. Gauba's watch. As a result, apart from being CFO of MSSL, Mr Gauba has also been responsible for implementing the financial philosophy and discipline of the Group into the newly acquired companies. At present MSSL has a presence in 33 countries.

Mr. Gauba has also been responsible for the investor relations programs of the company as well as for relationship with banks and financial institutions.