



**Creating leading partner
in the worldwide transportation
component solutions market**

News conference
20 January 2017

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Today's presenters

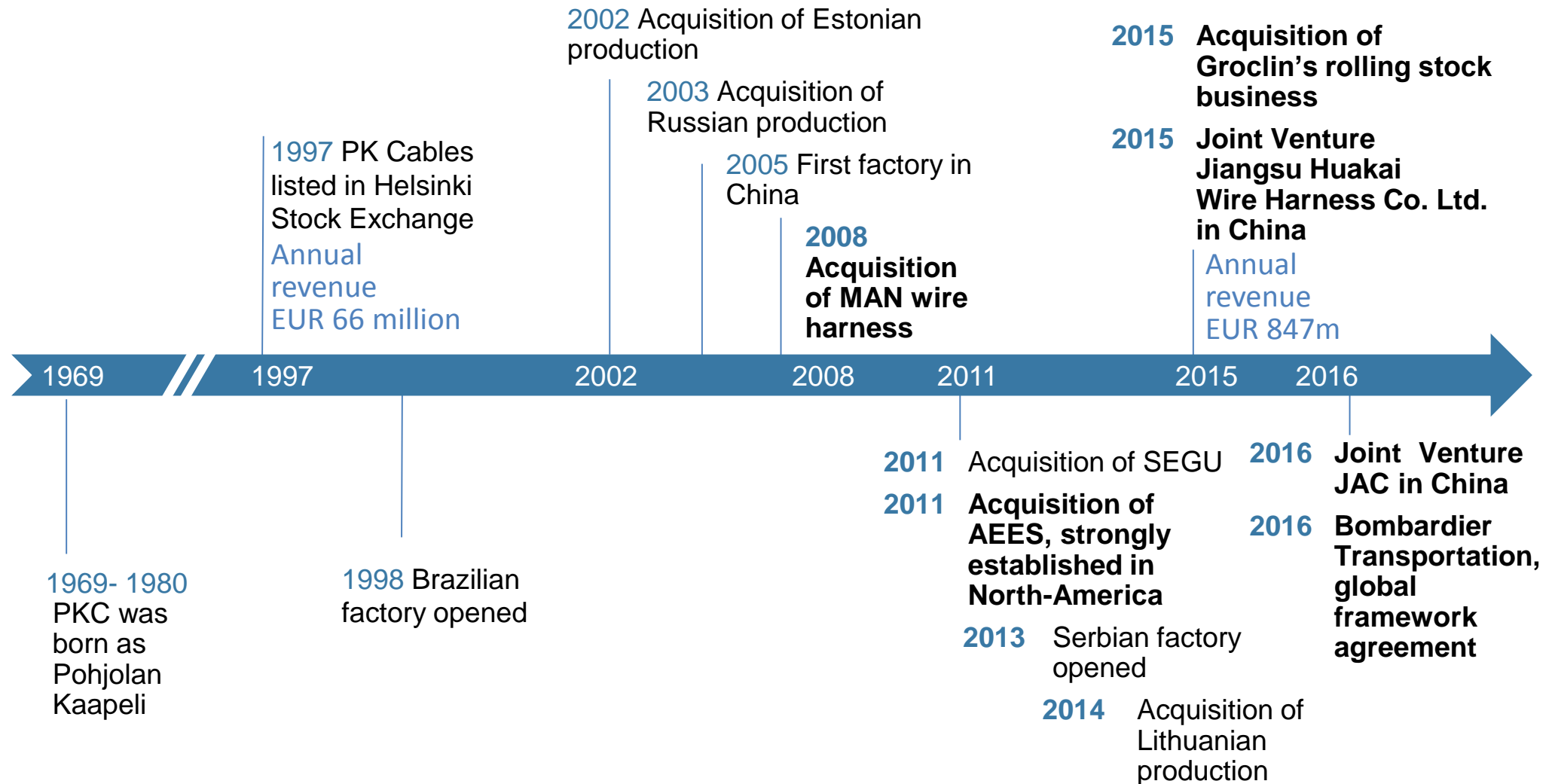


V C Sehgal
Chairman
Motherson Sumi Systems Ltd



Matti Ruotsala
Chairman
PKC Group Plc

The journey to Preferred Supplier in global transportation industry



MSSL public offer to the shareholders of PKC

Motherson Sumi Systems Limited (MSSL) is making a voluntary, recommended tender offer to acquire all the issued and outstanding shares and options rights in PKC

- Tender offer price of EUR 23.55 in cash per PKC share listed on Nasdaq Helsinki
- Combination of MSSL and PKC will create leading partner in the worldwide transportation component solutions market
- Combination with Motherson will strengthen the competitive position of PKC and accelerate its growth initiatives
- Combination Agreement signed
- MSSL's intention is to acquire the entire share capital of PKC and delist the shares from Helsinki Stock Exchange
- Closing of the transaction is conditional upon anti-trust and other regulatory approvals

Introduction to Motherson Sumi Systems Limited (MSSL)

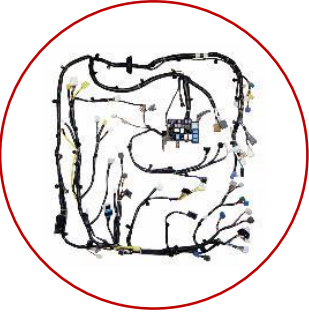
- Established in 1986 as a wiring harness company
- Grew to become the largest automotive wiring harness maker in India and an established player in the global market
- MSSL is a specialised automotive component solutions provider for a diverse global customer base comprising of almost all leading automobile manufacturers
- Strong relationships with OEMs globally
- Flagship Company of USD 7.2 billion Samvardhana Motherson Group (ranked 31st among the global automotive suppliers¹)
- Growing with a CAGR of over 40% in the last 10 years MSSL has a consolidated turnover of EUR 5.7 billion (2015-16)
- Listed on stock exchanges in India since 1993 having a market cap of EUR 6.7 billion²



1) Source: Automotive News
2) As on January 18, 2017

MSSL – Core business

Wiring Harnesses



Wiring Harness Business

- Market leader in wiring harness for automotive applications in India
- Full system solutions provider to all automotive segments
- High degree of vertical integration for products and processes
- Strong design and IT base with global knowledge sharing platforms



Global Operations

- Operations in 13 countries
- Strong presence in Asia Pacific region
- Over 46 manufacturing facilities globally
- Global network of design centres, marketing and logistics hubs

Modules and Polymer Products



Rear View Mirrors



Vision and Philosophy

Vision.

To be a globally preferred Solutions provider

Vision 2020 (Our 5th five-year plan)

01



18 billion
FY19-20.
(in Revenues)

02

40% ROCE
(consolidated).

03

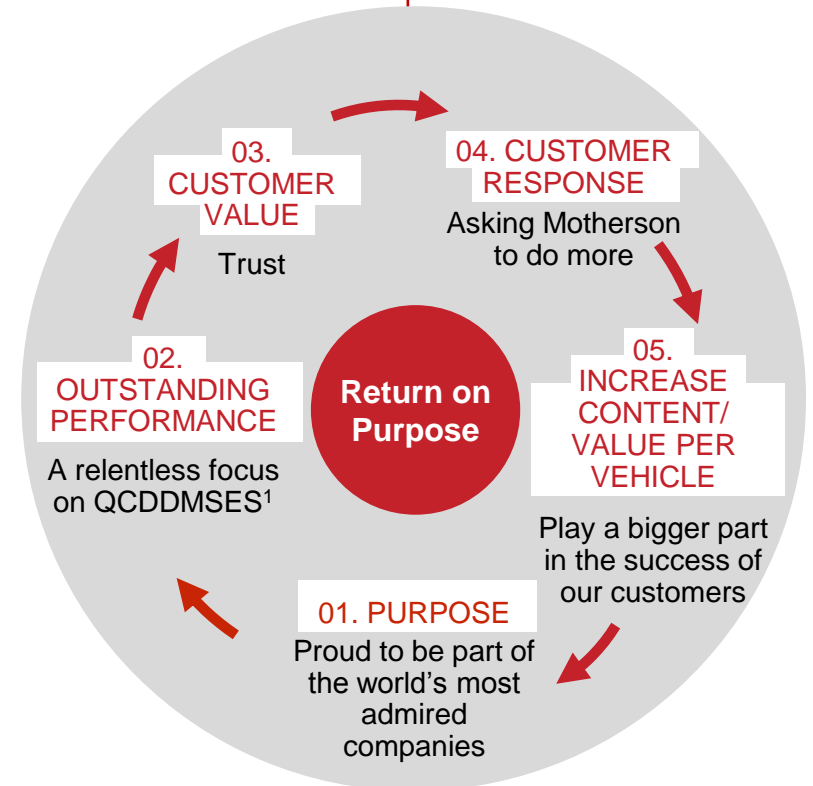
3CX15

(No country, customer or component should be more than 15% of our total turnover)

04

40% of
consol. profit
as dividend.

Motherson Value Creation Philosophy.



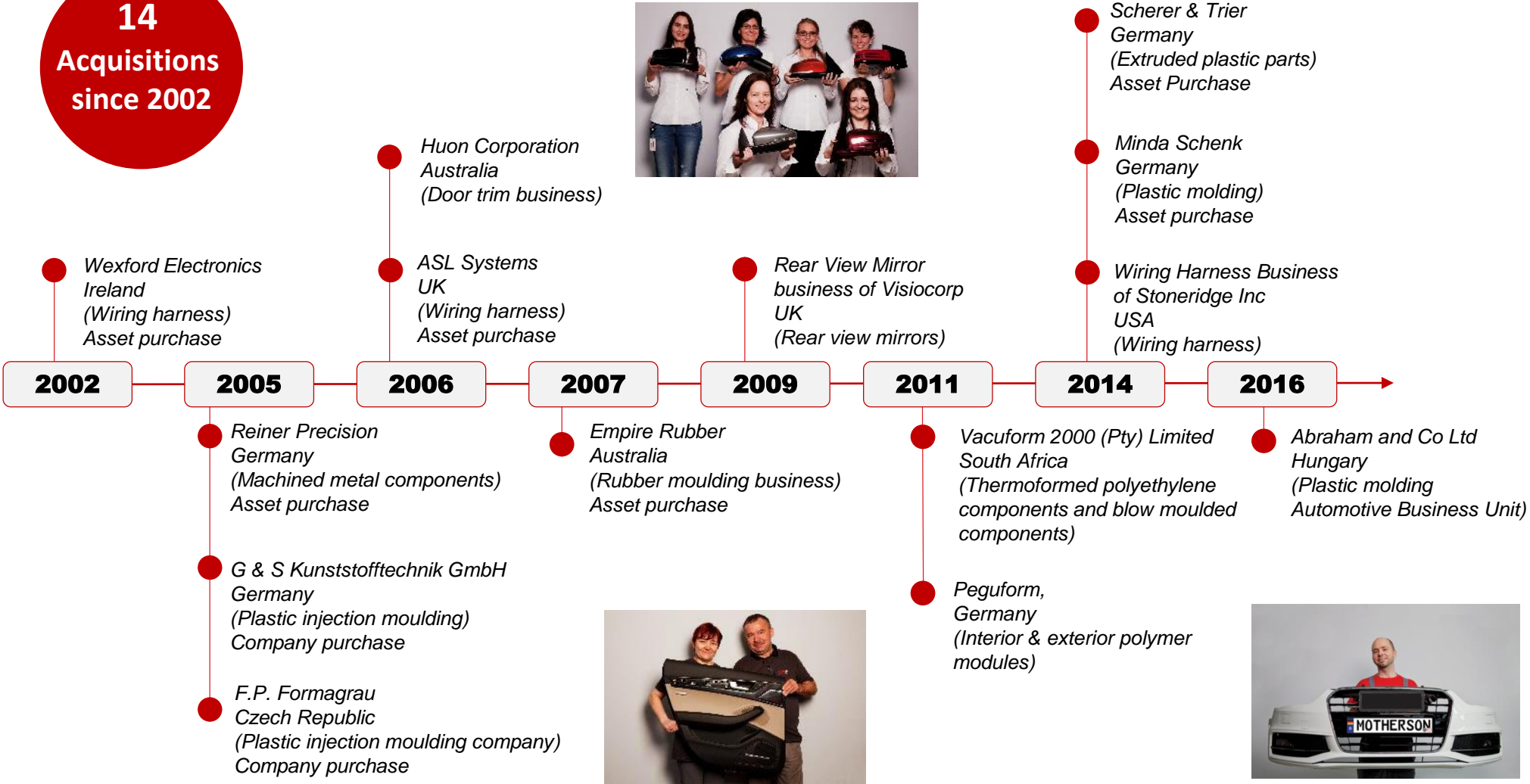
1) Quality, Cost, Delivery, Design, Management, Safety, Environment, Sustainability

Proud to be part of world's leading automotive brands



MSSL acquisition experience

14
Acquisitions
since 2002

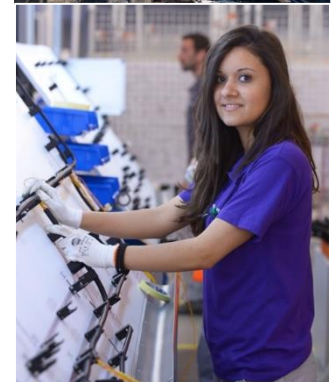


Combination rationale

- Combination of MSSL and PKC is highly synergistic
 - Minimal overlap in terms of both geographical presence and product segment
 - Both companies share similar values and corporate cultures
- The combination will:
 - Create a strong player within the worldwide transportation component solutions market with the ability to create more value for customers
 - Combine leading and supplementary product and geographical positions
 - Capture growth opportunities from a broader addressable market
 - Have great advantage from being able to leverage both managements' knowhow
 - Take advantage of an improved diversification of the customer base
 - Have significant benefits from reaching greater critical mass

Excellence in managing complexity, supported by complementary synergies

- Complexity as a trend will prevail, increased need for:
 - Individualisation, applies to all transportation segments
 - Strict standards worldwide (i.e. emissions)
 - Disruptive technologies (electric vehicles, control of vehicles, robotics)
 - Evolving supplier-manufacturer interfaces (rolling stock)
- Complementary synergies:
 - Larger offer portfolio to the customers, new partnerships
 - Larger scale in purchasing
 - Knowledge sharing in supply and product development
 - Access to new markets
 - Financial strength
 - Similar values and group culture



Combining forces – Logical step in implementing PKC's strategy

Leading partner for international transportation industry:

- Well positioned for growth
- Ready for growing Indian and Chinese markets
- Financial strength to grow



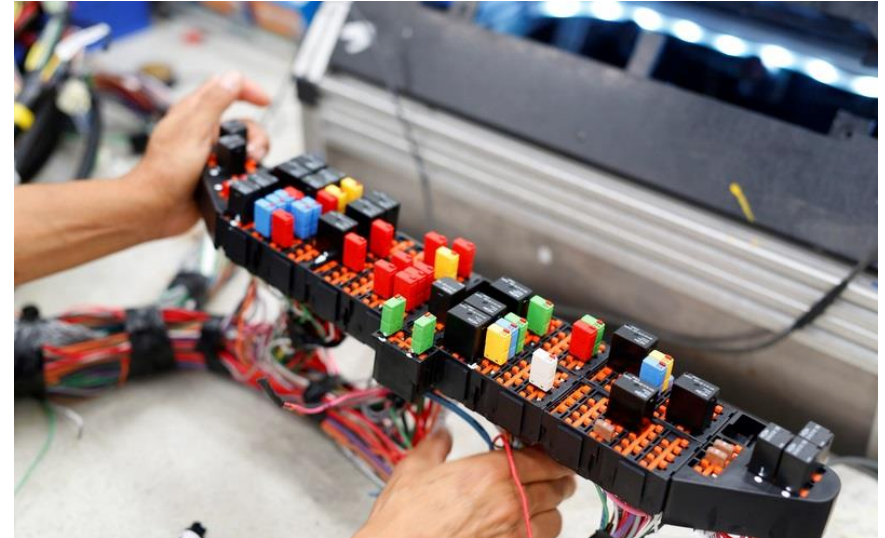
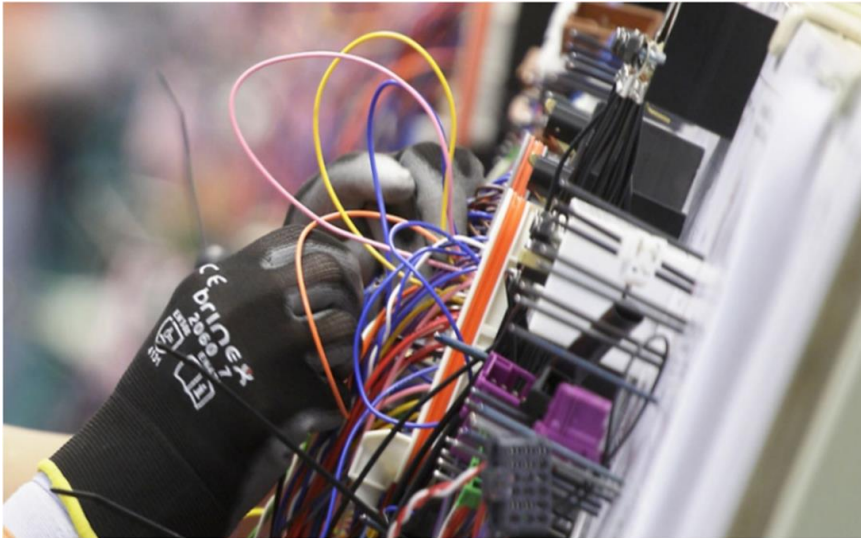
Board recommendation

- The Board of Directors of PKC has unanimously decided to recommend its shareholders to accept the Offer
- Attractive premium offered compared to current share price and underlying broker consensus
 - 51.1% of the closing price on January 19, 2017
 - 53.1% to the 3 month volume-weighted average price
- All cash offer



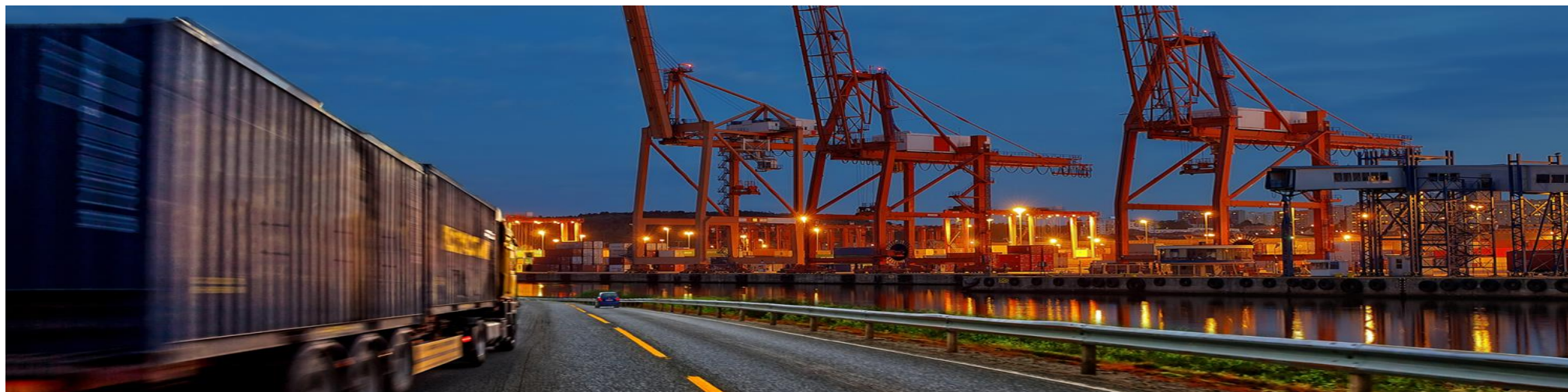
Summary – Main points of the offer

- The combination creates leading partner in the worldwide transportation component solutions market
- Offer provides an attractive premium to share price
- Leverages the expertise of both companies to continue exceeding customer requirements
- Creates an industry champion



Indicative timetable

- Combination agreement signed January 19, 2017
- Announcement of the Tender Offer January 19, 2017
- Publication of Offer Document (on or about) February 6, 2017
- Acceptance period commences (on or about) February 6, 2017
- Board Statement
- Acceptance period closes (on or about) March 21, 2017



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Questions and Answers

