



motherison

Investor Presentation

April 2024



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An aerial photograph of a multi-lane highway stretching into the distance, flanked by dense green trees. The scene is bathed in a warm, orange glow from a low sun, creating a hazy atmosphere. The highway has several lanes in each direction, with cars and a truck visible. The horizon is visible in the upper third of the frame.

01

Mother's Structure Simplification.

Phase-wise simplification to create Value

1. Business Reorganization

- Creation of strong platforms for growth
- **Consolidation of 100% shareholding** in SMRP B.V
- Aligns the interest of all stakeholders

2. Simplification of structure for international business

- **Consolidation of majority of international businesses under SMRP B.V**
- Helps in **easier movement of cash within** the group

3. Simplification of structure at country level

- **Tax optimization** by creating country level tax groups and utilizing tax credits and losses as feasible
- **Reducing administrative costs** by reduction of legal entities
- Further simplifying the complexities and making the **structure leaner**

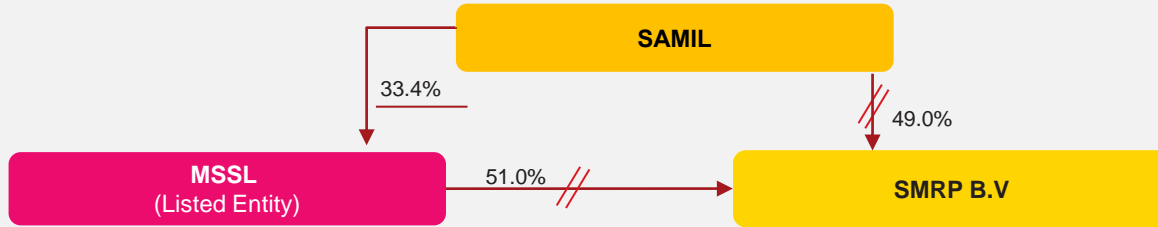
Q4 FY22

Q4 FY25¹

Ongoing Process

Completed structure simplification thereby creating strong platform for growth.

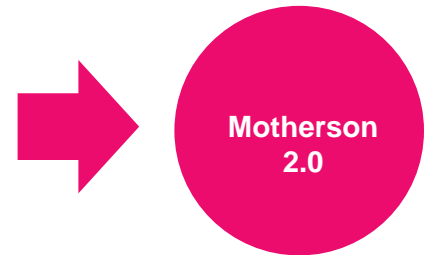
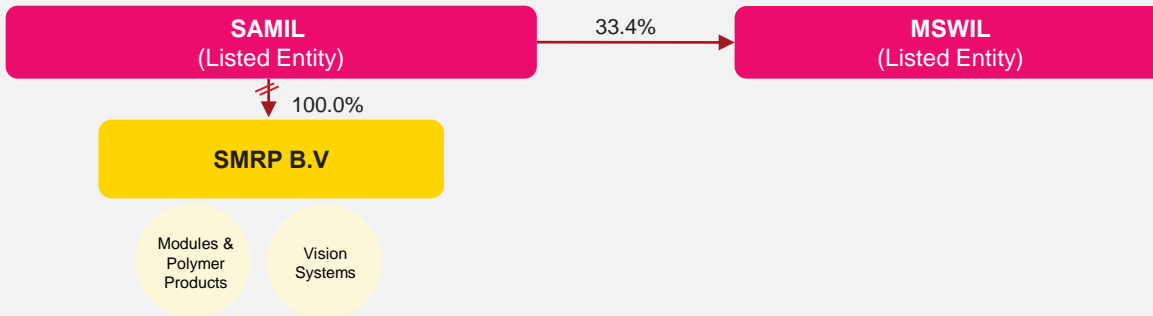
Pre-Business Reorganization



Key objectives

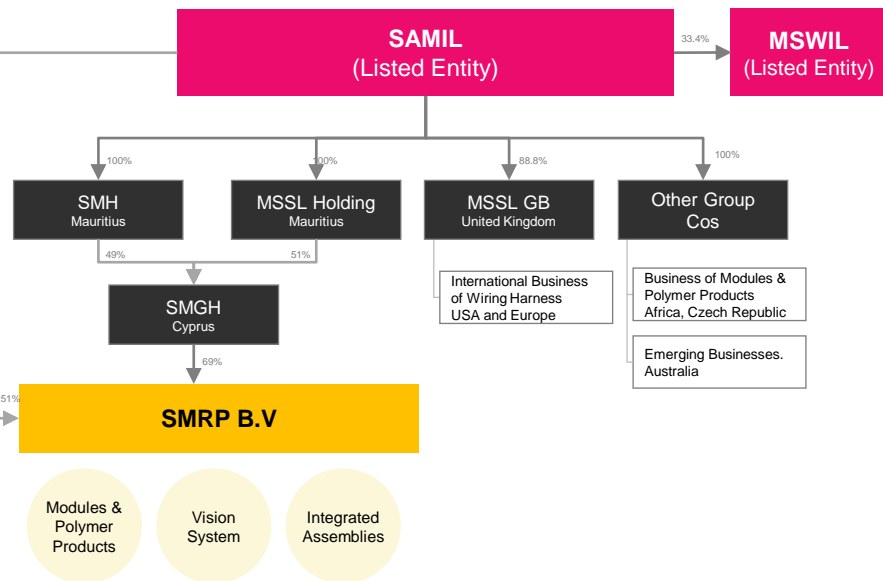
- Simplification of the Group structure
- Alignment of the interests of all stakeholders
- Creation of strong platforms for growth
- Two listed entities – SAMIL and MSWIL

Post-Business Reorganization

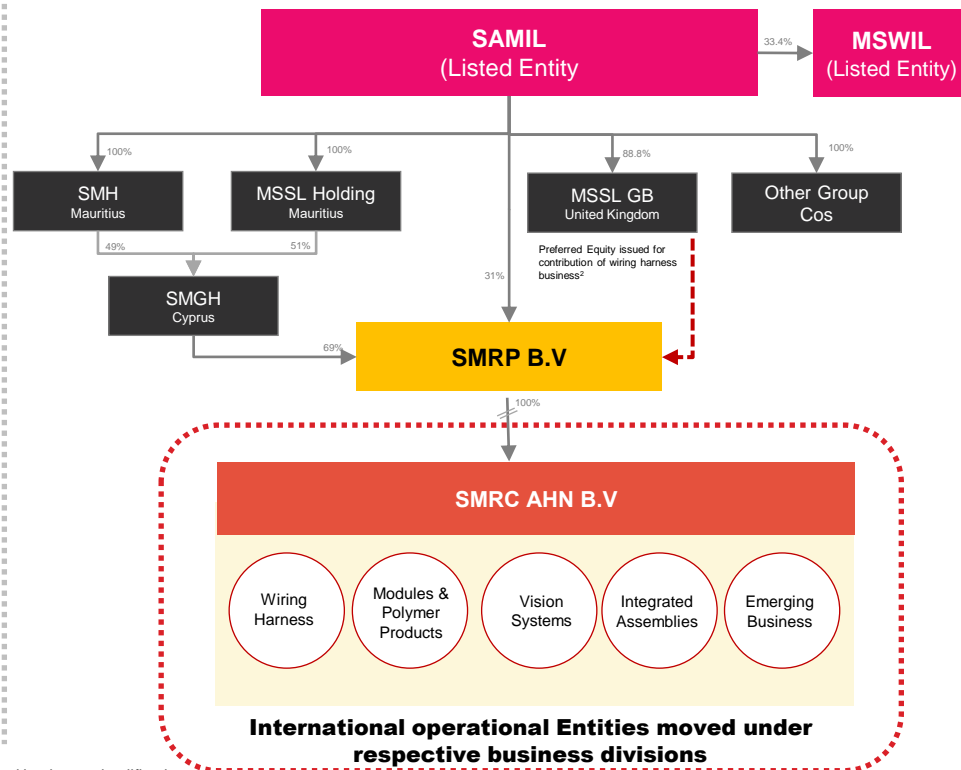


Further simplification underway with majority of international businesses coming under SMRP B.V.

Pre-Simplification

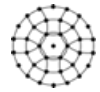


Post-Simplification



Note:
 6 Highlighted businesses constitute multiple companies in various geographies which are forming part of international business simplification
 Key terms of preferred equity are; (a) Issue of Class-B shares treated as equity, (b) No mandatory redemption/dividend obligation for SMRP BV, (c) No put option with MSSL GB
 For detailed disclosure on international Business simplification please refer - <https://www.smrpbv.com/investor-relations.html>

Leading to creation of SAMIL - A strong platform for growth....



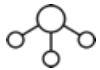
Well diversified company across products, customers and countries

Well capitalized with strong balance sheet strength (Market cap of INR 815 Bn*)



Platform for future growth through organic and inorganic route

Partnerships with global technology leaders



Powertrain neutral portfolio

Strategic investment in MSWIL, being the largest shareholder with 33.4% stake

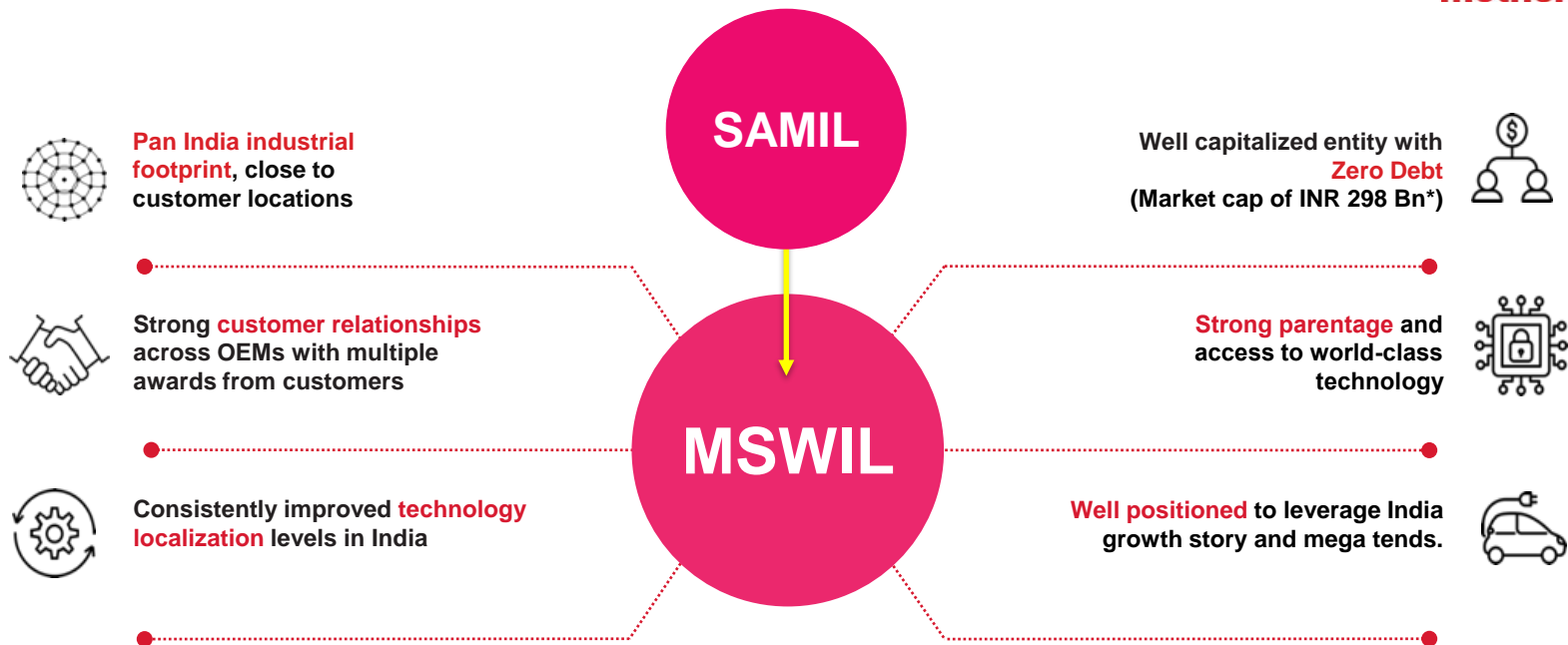


Aligned with automotive mega trends – being future ready

Manufacturing footprint across both developed and emerging markets



MSWL: Strategic investment of SAMIL...



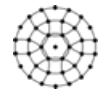
SAMIL is the **single largest shareholder** holding **33.4%** stake

MSWL
Revenue of INR60.8bn
EBITDA of INR7.2bn
For 9MFY24

MSWL is a **High ROCE business**

Strong parentage and management oversight from SAMIL

And SMRP B.V well positioned as an international platform for future growth.



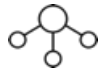
Well diversified business across products, customers and countries

Larger scale and size resulting in improved **profitability**



Manufacturing footprint across both developed and emerging markets

Strong Parentage and management by SAMIL



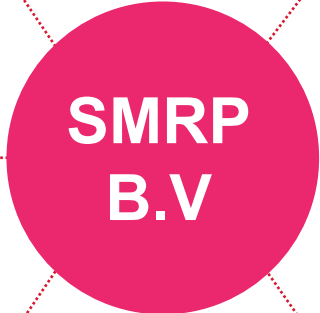
Powertrain neutral portfolio

Strengthened Balance Sheet with improved liquidity and leverage profile



Aligned with automotive mega trends – **being future ready**

Well capitalized with an **increased asset base**

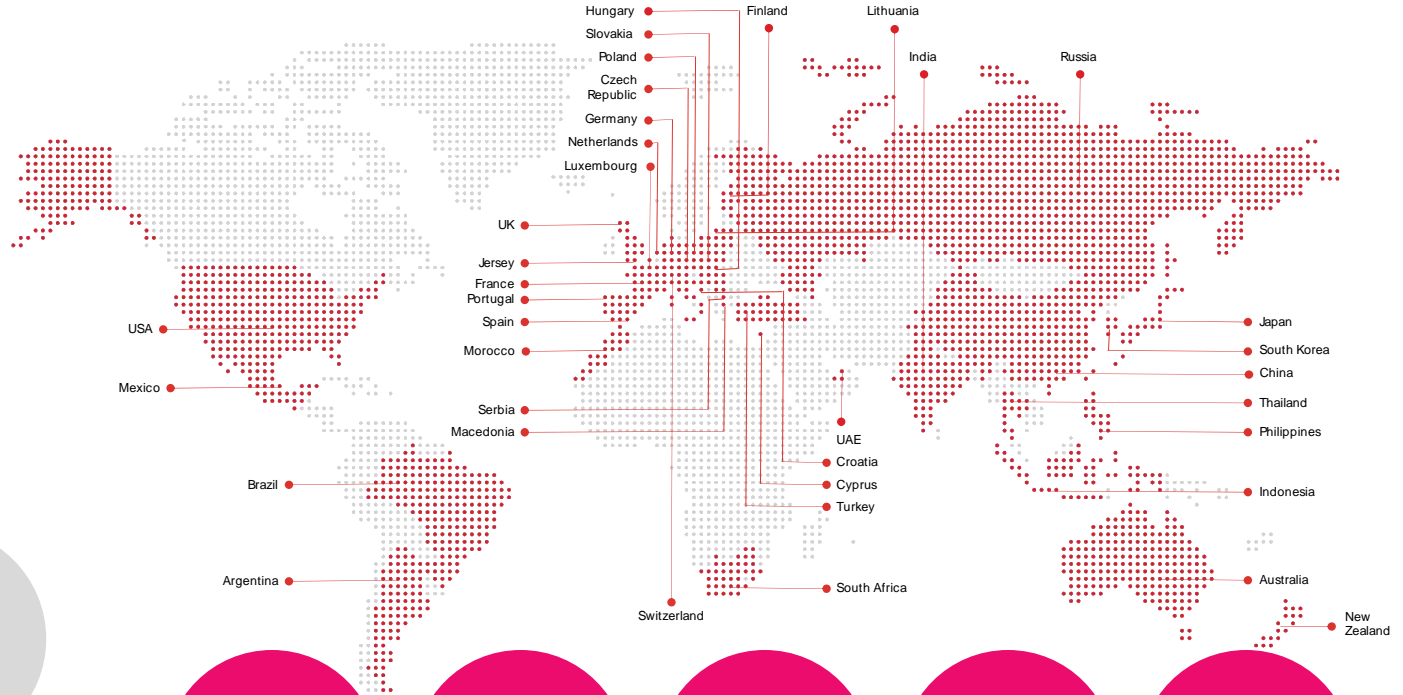




02

Evolution of Strong Credit Profile - SMRP B.V.

An expanded manufacturing footprint.



SMRP B.V Group
185 facilities**
across
35 countries

Yachiyo Y4W
15 facilities**
across
8 countries.

Lumen
7 facilities**
across
3 countries.

Wiring Harness
44 facilities**
across
13 countries.

Modules and Polymer Products
76 facilities**
across
23 countries.

Vision Systems
33 facilities**
across
18 countries.

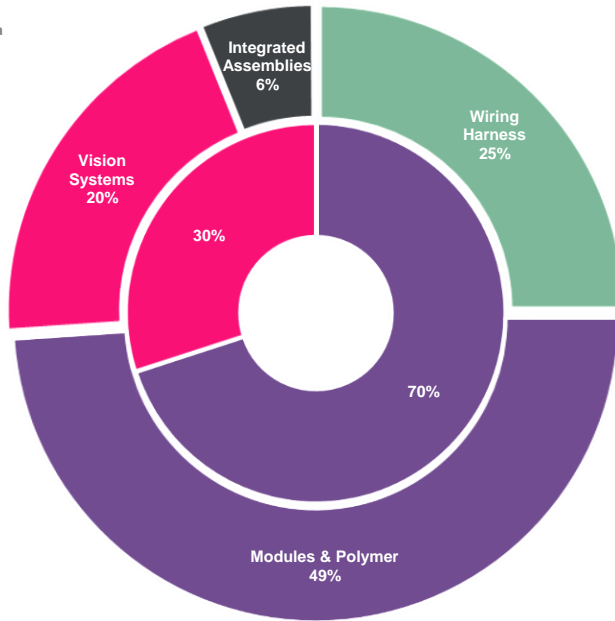
Integrated Assemblies
26 facilities**
across
12 countries.

Emerging Business
6 facilities**
across
4 countries

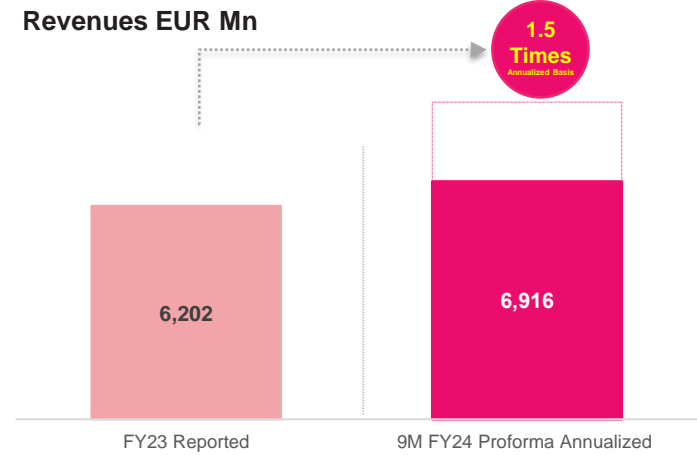
..With larger size and much more diversified business.

Diversification with business segments

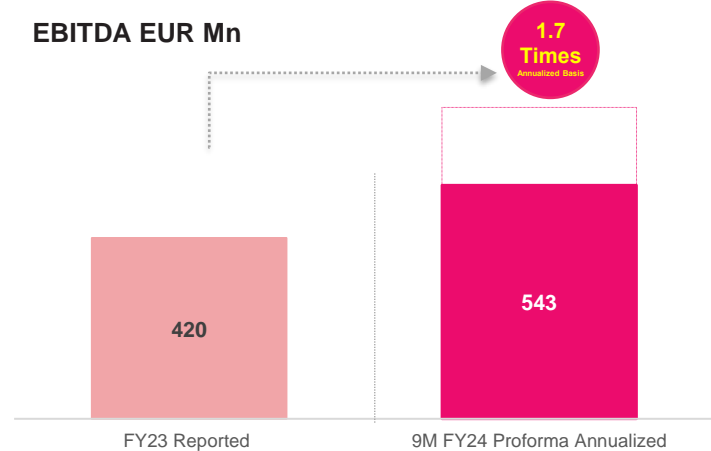
Inner circle: FY23 Reported
Outer circle: 9M FY24 Proforma



Revenues EUR Mn



EBITDA EUR Mn



Note:

9MFY24 proforma numbers include the reported numbers for the period + impact of all internal business movements as summarized on slide #6



To further strengthen with full integration of recent M&As...

9 M&As integrated into SMRP B.V out of the 16 announced acquisitions by SAMIL since 2022.

Combined Proforma Revenue

- EUR ~2.5 bn (Net)
- EUR ~6 bn (Gross)

Cumulatively these transactions are expected to be cash EPS accretive.

2022

01 Ichikoh Japan (Rear view mirror business)

2023

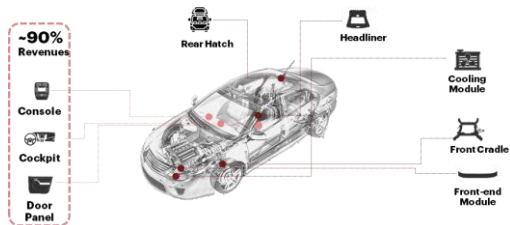
| | | | |
|---|--|--|--|
| 02 SAS Autosystemtechnik* GmbH Germany (Module Assembly) | 04 Yachiyo 4W Japan (Sunroof and plastic fuel tanks) | 06 Dr Schneider Group Germany (Smart surfaces and lighting modules) | 08 Deltacarb SA Switzerland (Tugsten carbide-based products) |
| 03 Bolta USA (Chrome plated polymer parts) | 05 Prysm Systems USA (Large format touch-enabled display screens) | 07 AD Industries France (Aerospace and Medical - Metallic & composite products) | 09 Lumen Group Australia (OEM certified automotive parts, accessories and dealer fitted products) |



M&As adding to business profile and product diversification

SAS

Key Products



Synergies

- Enhanced integration in the automotive supply chain strengthening position as tier-0.5 supplier
- Multiplier effect, Business on principal basis creates the potential for more content per vehicle for other product lines of Motherson

Diversification

- Addition of new product line of cockpit and other module assembly operations and managing complex logistics
- Increased traction with leading American EV OEM

Dr. Schneider

Key Products



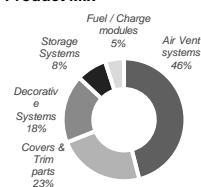
Synergies

- Insourcing and cross-selling opportunity for auto interior components leveraging Motherson strong footprints and customer relationships
- ~200+ patents, Innovations and technology can be trickled down to other emerging countries
- Strategic asset required by customers for supply chain continuity

Diversification

- Increasing content by adding product range for Air Vents, Decorative systems and other cover & trim parts for premium segment

Product Mix



Yachiyo Y4W

Key Products



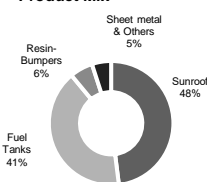
Synergies

- Facilities aligned with automotive footprint globally enabling cross-selling opportunity with Honda Motors and other Japanese OEMs
- Significant insourcing opportunity with Wiring Harness, Elastomer, Tooling, Polymer etc
- Economies of Scale

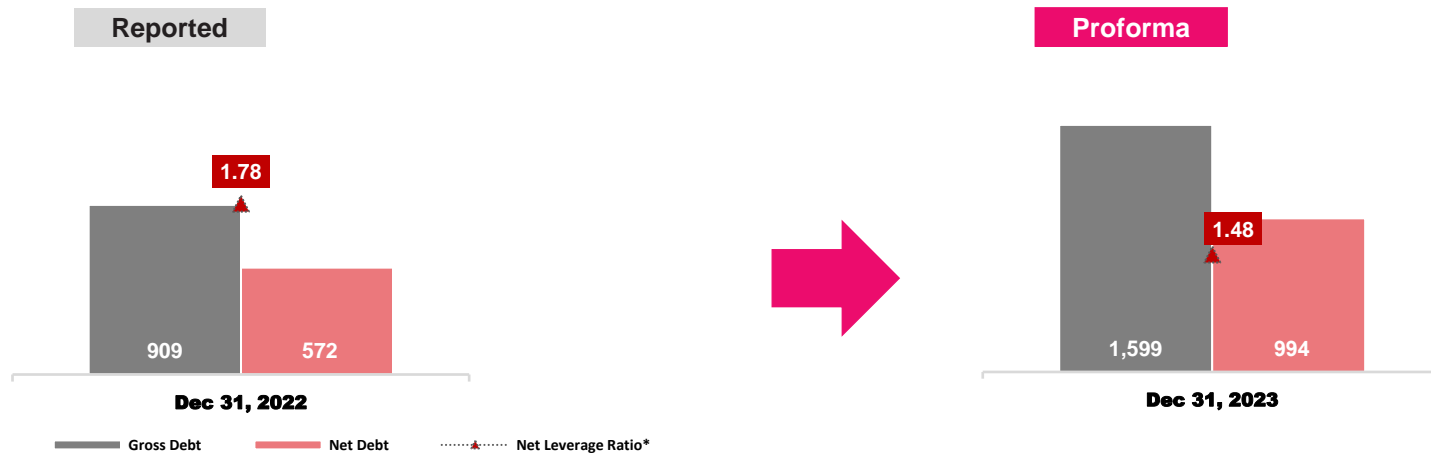
Diversification

- Geographic presence in North America and China to better serve OEMs
- Increased penetration with Honda Motors and Japanese OEMs
- Content increase with Sunroofs and PFTs

Product Mix



The Business has a much improved liquidity and leverage profile.



Strengthened Balance Sheet resulting in Improved Leverage and Liquidity Profile

| Particulars In EUR Mn | Sanctioned Limit | Utilized as on Dec 31, 2022 | Liquidity Available* |
|--------------------------------------|------------------|-----------------------------|----------------------|
| RCF (Including ancillary facilities) | 350 | 79 | 271 |
| Other working capital facilities | 157 | 111 | 45 |
| Total Facilities | 507 | 190 | 316 |
| Cash & Cash Equivalents | | | 338 |
| Total Liquidity Available | | | 653 |

| Particulars | Sanctioned Limit | Utilized as on Dec 31, 2023 | Liquidity Available* |
|--------------------------------------|------------------|-----------------------------|----------------------|
| RCF (Including ancillary facilities) | 500 | 151 | 349 |
| Other working capital facilities | 254 | 132 | 122 |
| Total Facilities | 754 | 284 | 470 |
| Cash & Cash Equivalents | | | 605 |
| Total Liquidity Available | | | 1,076 |

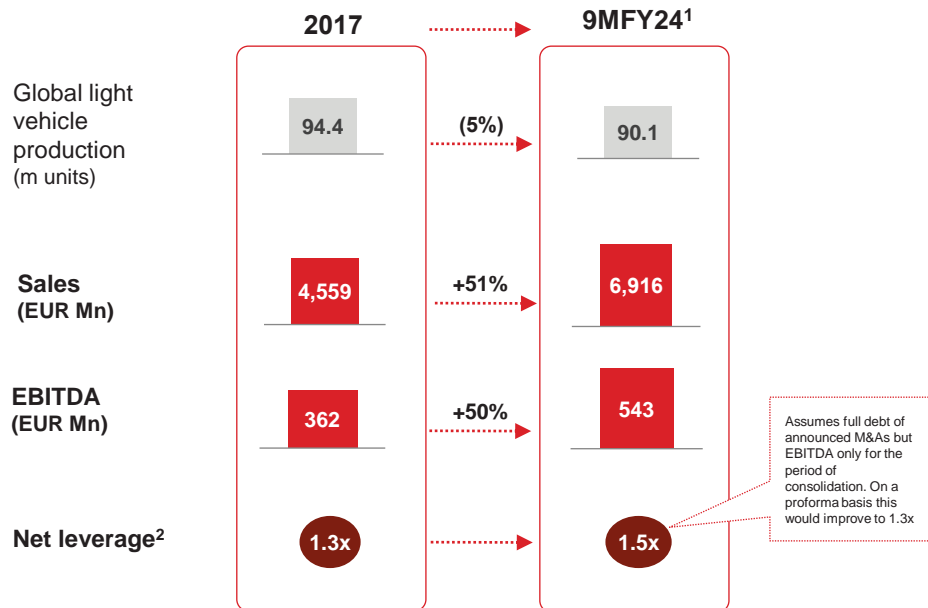
RCF Enhancement ~EUR 170 Mn over and above 1,076 Mn

Note:
 1. 9MFY24 Proforma numbers include the impact of all internal business movements as summarized on slide #6
 2. Net Debt = Gross Debt - Cash & Cash equivalents
 3. Leverage ratio = Net Debt / LTM EBITDA excluding IFRS 16 impact
 * Available Liquidity subject to headroom under leverage ratios



SMRP BV Strengthened Business profile.

SMRP B.V performance



Majority of International business under the same structure.

Improved leverage and liquidity, and strong balance sheet.

Backed by well capitalized & committed Parent.

Note:

1. 9MFY24 Proforma numbers include reported numbers plus the impact of all internal business movements as summarized on slide #6

2. Net Leverage = (Gross debt (including lease liabilities) – cash & cash equivalents) / Reported LTM EBITDA

3. Global light vehicle production volumes are basis calendar year



An aerial photograph of a multi-lane highway cutting through a dense forest. The scene is bathed in a warm, orange-red light, suggesting a sunset or sunrise. The road is filled with cars and a few trucks, moving away from the viewer. The trees on either side are thick and their colors are muted by the overall color cast.

02

Strong Parentage -
SAMIL.

Samvardhana Motherson Intranational Limited.

One of the world's leading specialised manufacturing companies for OEMs.

Vision to be a globally preferred sustainable solutions provider for all industries we operate in.

USD 24 Bn¹
Annual gross revenues


Operating over **380** facilities in **43** countries.

Approx. **190,000** people as a group.

26 Joint ventures.

Note:

1. Gross Revenue numbers (Reported + Unconsolidated JVs + Throughput) based on Q3 FY24 annualized revenues, converted at the exchange rate of 70.89 as defined in Vision 2025, including Yachiyo (closed in Q4 FY24)



Chairman Vivek Chaand Sehgal inducted to the Automotive Hall of Fame as a testament of customer trust in Motherson.

By earning trust with its customers, Motherson evolved from one country, one facility, and one product to a global, diversified Tier 1 supplier. Supporting the world's major OEMs.

Operate with Clearly defined, long-term goals.

We work on publicly stated 5-year plans.

01

Growing in India

Listed in 1993 and growth in wiring harness.

1975-1999

02

Focus on Europe

Expanded into new segments and first acquisition.

2000-2009

First and second 5-year plans launched and achieved.

03

Global expansion

Large acquisitions and exposure to all major global OEMs.

2010 -2015

04

Consolidate to lead

Added new customers, grew organically and inorganically.

2015-2020

05

Mothercon 2.0

Group reorganisation with two listed high-growth companies, creating platform for future.

2020 onwards

Our current 5-year plan.

Vision

2025

No. 1
USD 36 billion
revenues in 2024-25
with 40% ROCE
(consolidated)

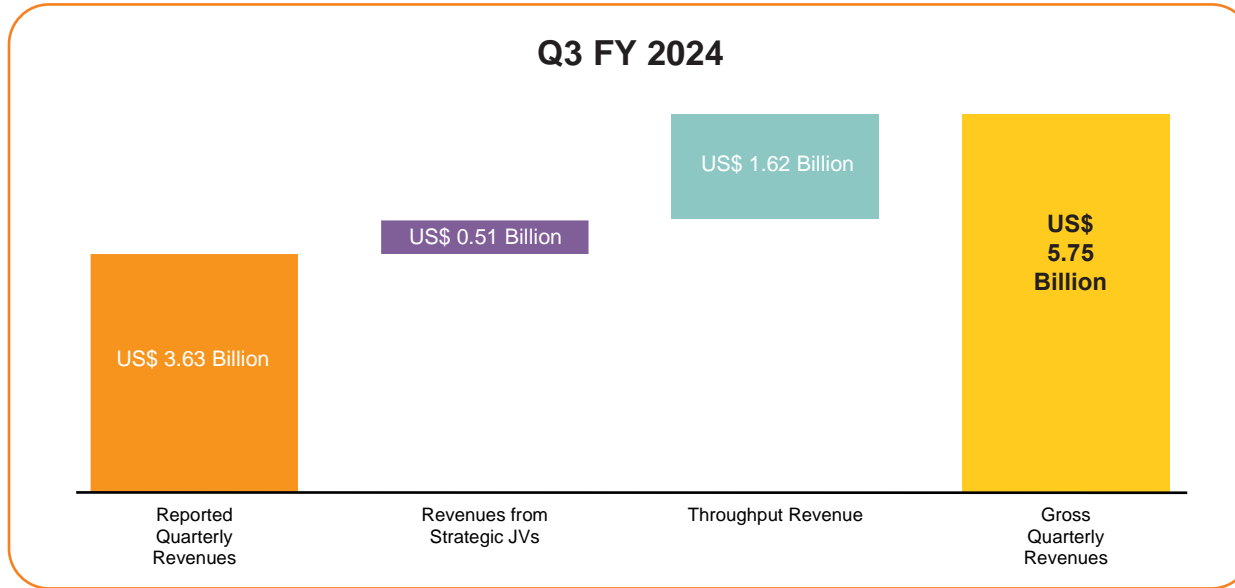
No. 2
3CX10
No country, customer or
component should
contribute more than 10%
to our revenues

No. 3
75% of revenues from
automotive industry,
25% from new
divisions

No. 4
40% of consolidated
profit as dividend

Route 36: Our journey towards USD 36 Billion in 2025.

Our current gross quarterly revenues are tracking at a run rate of USD 5.75 Bn.

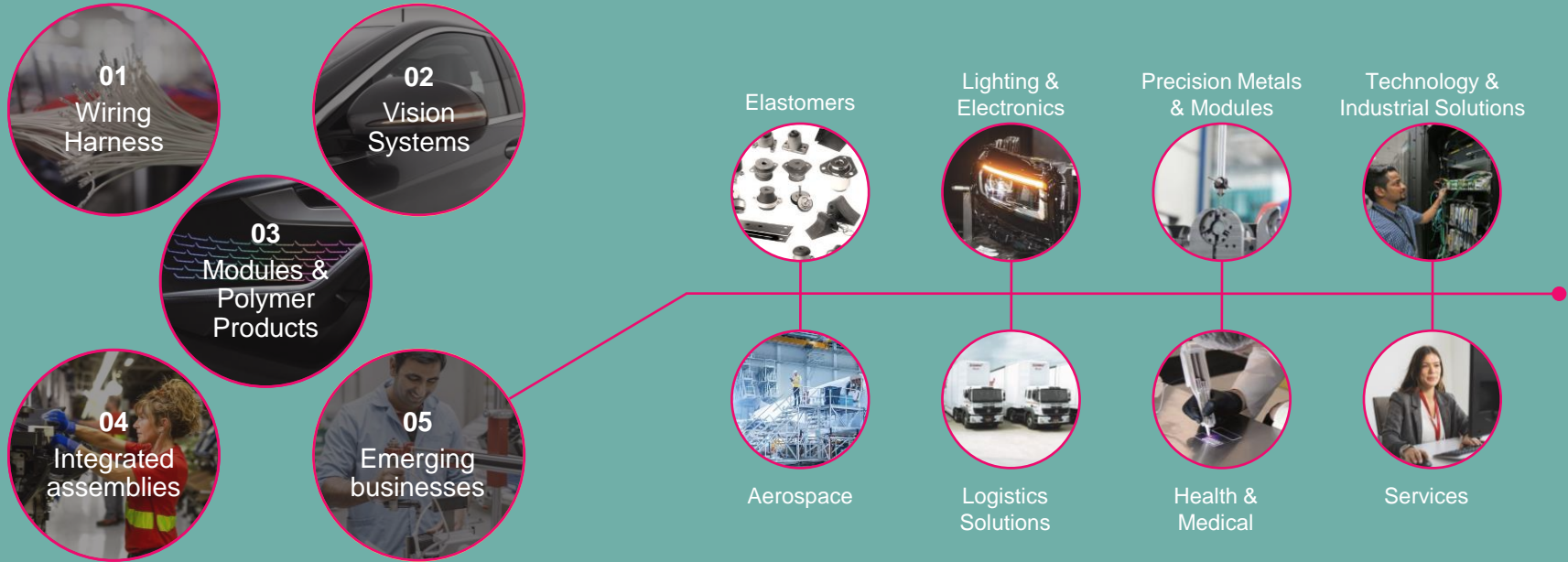


**US \$
24 Billion**

Annualised Gross Revenues
(including impact of Yachiyo
which got closed in March
2024)

**Large and
Critical player
managing a
complex supply
chain.**

Strong business divisions delivering customer solutions.



SAMIL is a partner of choice with Strong Engineering & Manufacturing Capabilities.

Supporting a wide range of industries.

Component Design

Prototyping

Tooling, Jigs & Fixtures

Manufacturing

Manufacturing DNA

Assembly & Integration

Project Lifecycle Management

Logistics & Warehousing

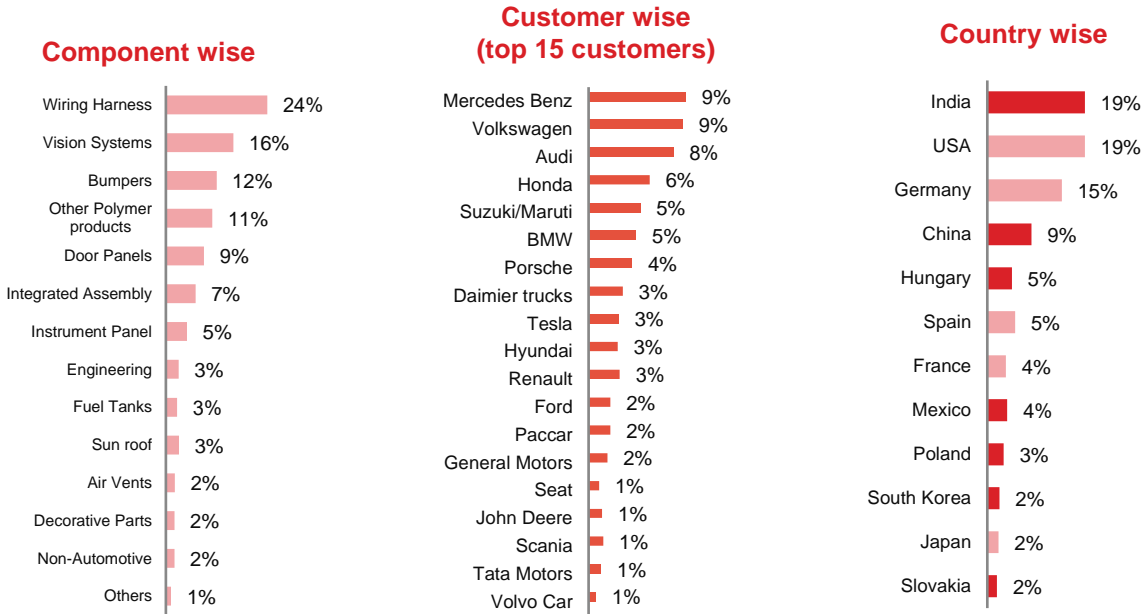
Sales & Marketing Support

Key Credit Highlights.



1.1 Global, well diversified and powertrain agnostic solutions provider.

Revenue diversification estimation post full impact of all closed M&As^{1,2}



Approx. 95%+ product portfolio is powertrain agnostic

Marquee customer base with long standing relationships

Equal exposure to high growth economies

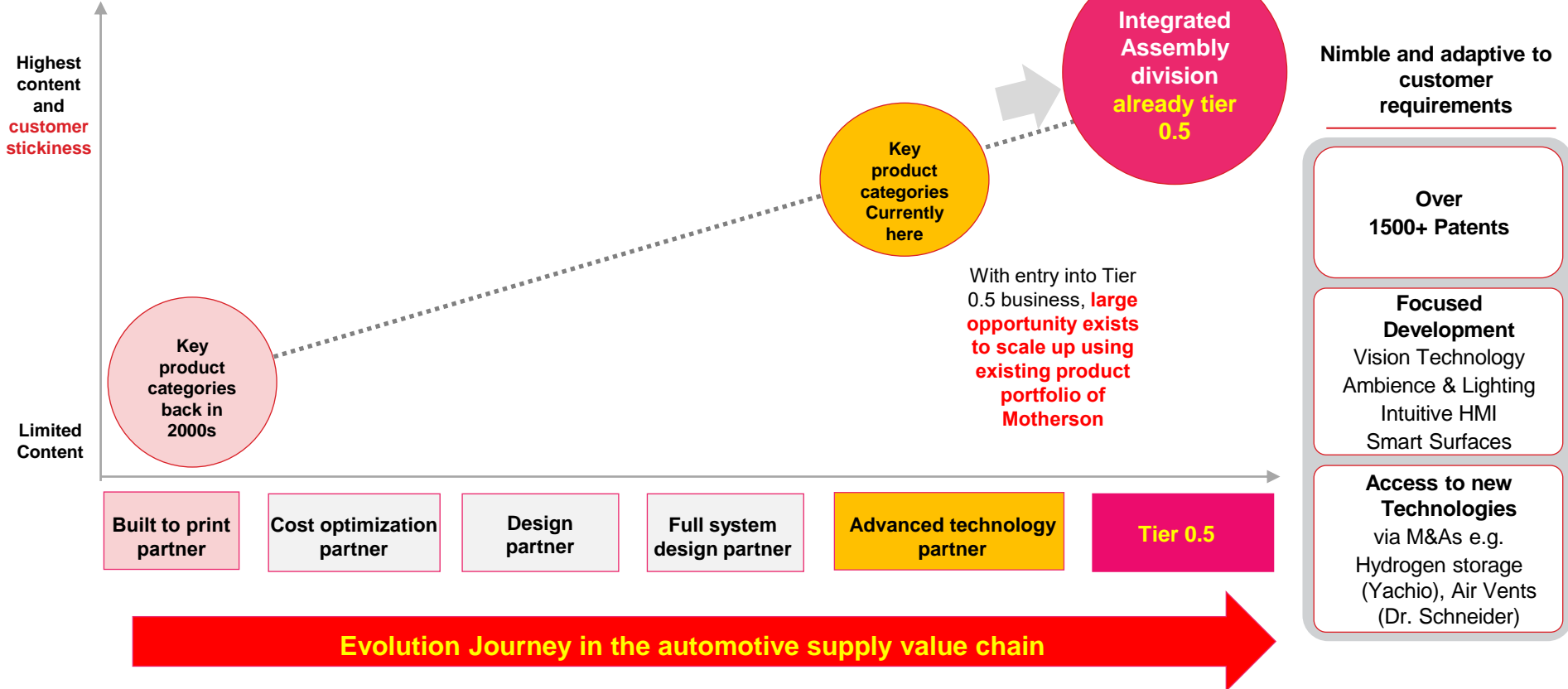
Notes:

- Total revenue considered is including 100% of joint venture and associate companies consolidated under equity method
- Proforma estimates are based on FY2023 3CX10 and full impact of closed acquisitions

¹Emerging markets defined as Brazil, China, India, Mexico, Sri Lanka, Thailand, South Korea, South Africa, Czech Republic, Hungary, UAE, Slovakia, Serbia, Turkey, Argentina, Philippines, Morocco, Indonesia, Poland as per MSCI Emerging Markets Index

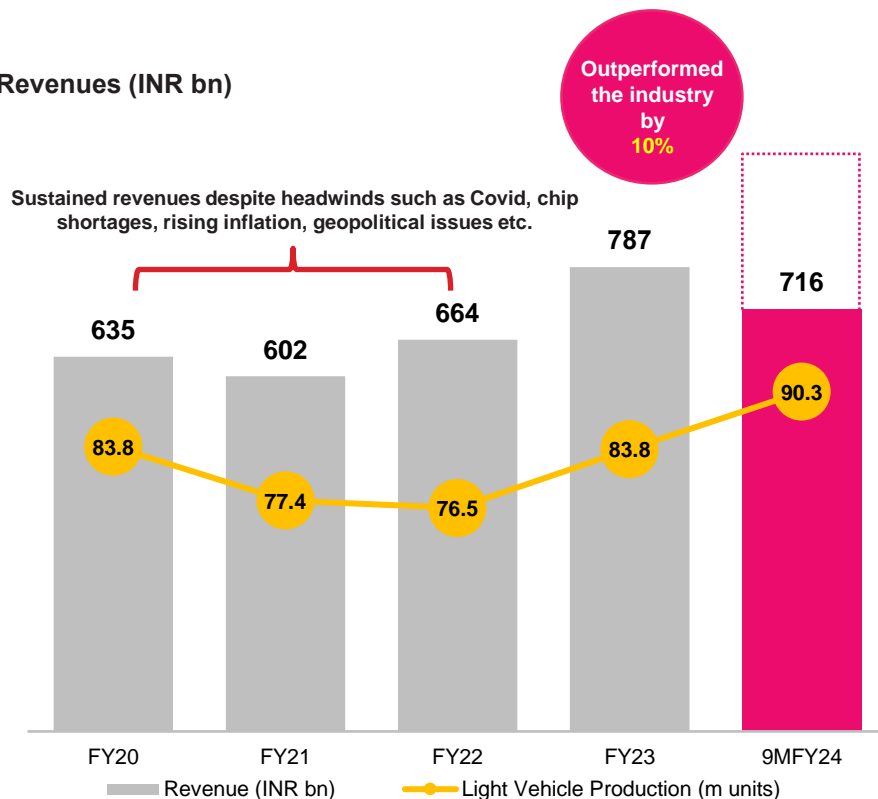


1.2 Evolved as a Technology partner across product segments.

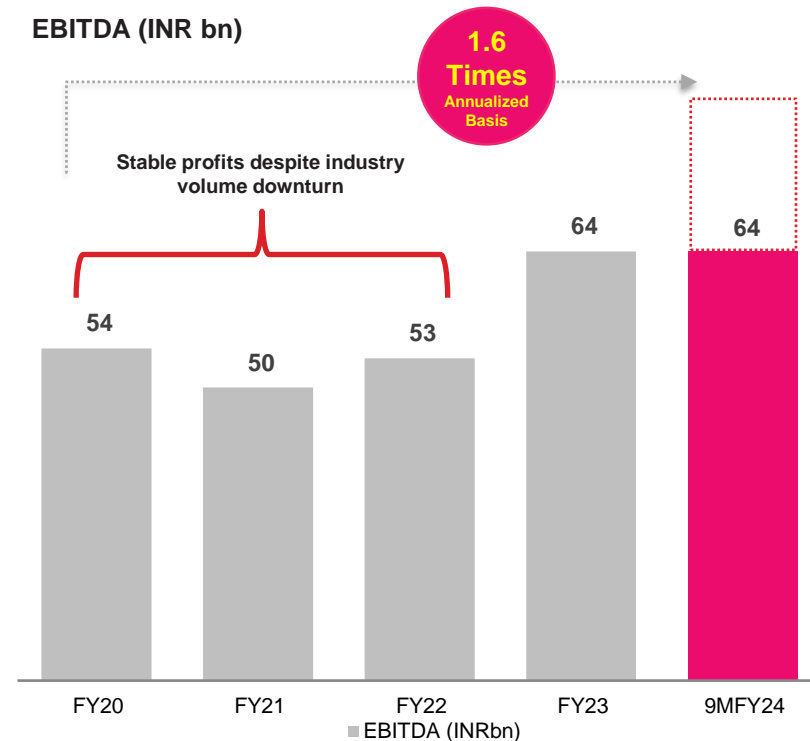


2.1 Resilient financial performance through the cycle.

Revenues (INR bn)



EBITDA (INR bn)



Notes:

1. LV Production data S&P Global Mobility Automotive LV Production Forecast, 16th February 2024
2. All numbers for period upto FY 23 are based on reported financials (Continuing + Discontinuing operations)



2.2 Favourably positioned globally for overall growth.

Emerging Markets

Emerging Markets growth at 2.5x of Global LV Production growth in last 5 years

High Growth Economies with increasing consumer demand

Becoming pivotal Engineering & Manufacturing Centers



- Emerging Markets account for ~>50 % of Revenues
- Growth capex to support customers by setting up ~12 New Greenfields in Auto & Non-Auto Space
- Globally local strategy with the ability to manufacture and supply in the same region, worldwide.

Notes:

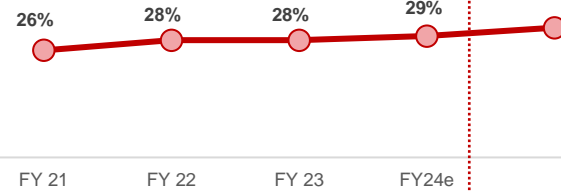
1. Source S&P Global Mobility Automotive LV Production Forecast, 16th February 2024

2. SUV: SUV, Sedan, Hatchback classification is based on S&P Mobility Definitions based on Global size category to group vehicles. Sizes vary by segment (A to F & HVAN) and subsequent combinations with A being the smallest and E being the largest.

3. Premium definition is as per S&P Global classification which is based on price class equivalent for premium vehicles.

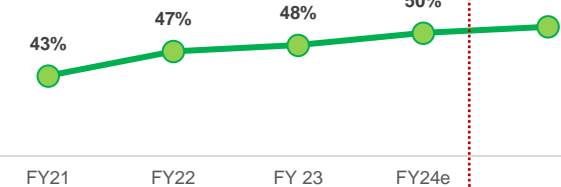
Developed Markets

SUV^{1,2}



Trend of SUVs and Premiumization will continue to drive content growth

Premiumization^{1,3}



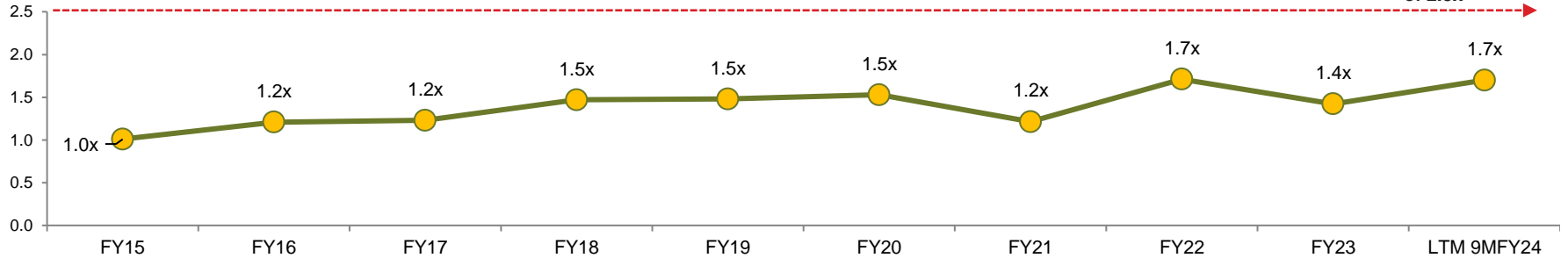
- Increase in content driven by Premiumization and SUVs across vehicle segments
- Sufficient capacities in place to support impending content growth
- Disproportionate share on premium vehicles agurs well for SAMIL.



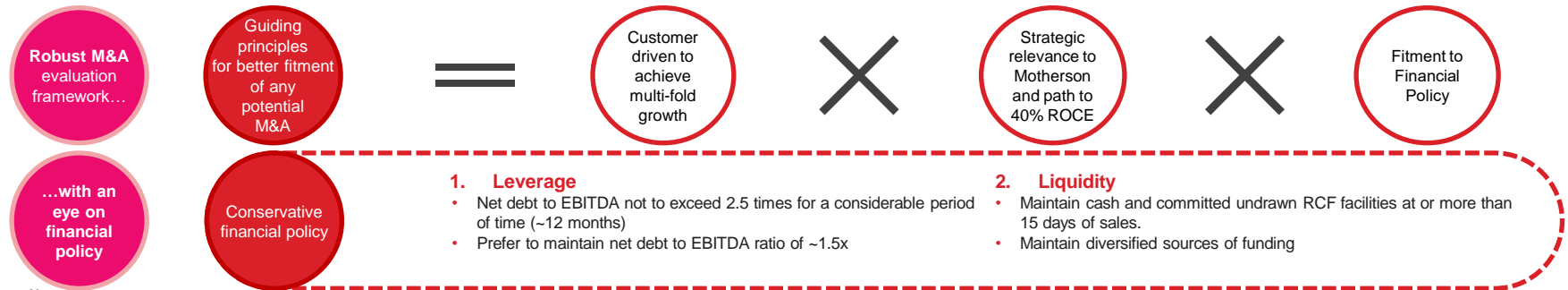
3.1 Prudent financial policy - Disciplined acquisition strategy.

43 acquisitions since 2002 while maintaining a stable net leverage ratio over last many years

Net leverage¹



Conservative financial and robust M&A evaluation framework



1. Leverage

- Net debt to EBITDA not to exceed 2.5 times for a considerable period of time (~12 months)
- Prefer to maintain net debt to EBITDA ratio of ~1.5x

2. Liquidity

- Maintain cash and committed undrawn RCF facilities at or more than 15 days of sales.
- Maintain diversified sources of funding

Note:

1. Net Leverage = (Gross debt (including lease liabilities) – cash & cash equivalents) / Reported EBITDA

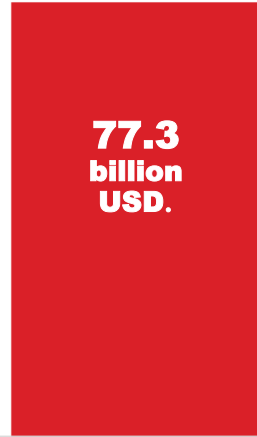
2. All numbers for period upto FY 23 are based on reported financials (Continuing + Discontinuing operations)

3. Since for the assets acquired during the year full net debt has come on the books but EBITDA only for acquired period, to have a like for like comparison while computing the leverage ratio for Dec-23, LTM EBITDA of the acquired assets have been considered



4.0 Organic business with a high future revenue visibility.

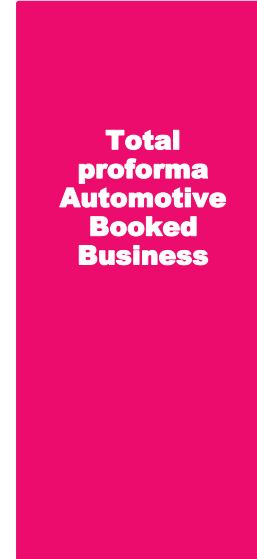
**As of Sep 2023
(last reported).**



**Automotive
Booked Business*
of SAMIL**



**For automotive
assets acquired
post Sep 2023**



**Total Automotive
Booked business to
be executed over
5-6 years**

**Well-spread out
across product
segments and
vehicle categories**

Note:

1. Booked business for automotive businesses i.e. excluding Technology and Industrial Solutions, Aerospace, Logistics Solutions and Health and Medical business divisions
2. Volume assumptions for sales planning activities are based on internal assessment which considers various sources (including OEM production forecasts, views of external market consultants, internal knowledge and insights).
3. Booked business is computed as sum of the lifetime sales of business Under production and business Yet to start production

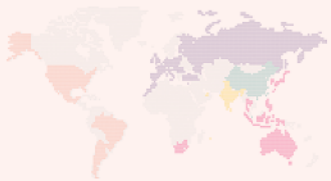


5.1 Professional and highly experienced management team which has delivered.

Professional management

Regional Management

1. 5 Regional Chairman Offices (Americas, Europe, South Asia, South East Asia, China)
2. Regional support structures that streamline business operations and enable synergies across businesses in the region.



Business Operations

1. Each business is independently run (COO / CFO) with a unified Vision.
2. Each plant is a profit centre (RYG)
3. Financial KPIs and Management Oversight
4. BY/BY, Do33



Global Functions

1. Group COO, CFO & KMP
2. Strategy and M&A
3. Finance
4. Purchasing
5. Sustainability
6. Marketing and Communications
7. Information and Technology

Professionally managed group with clear distinction between shareholders and management

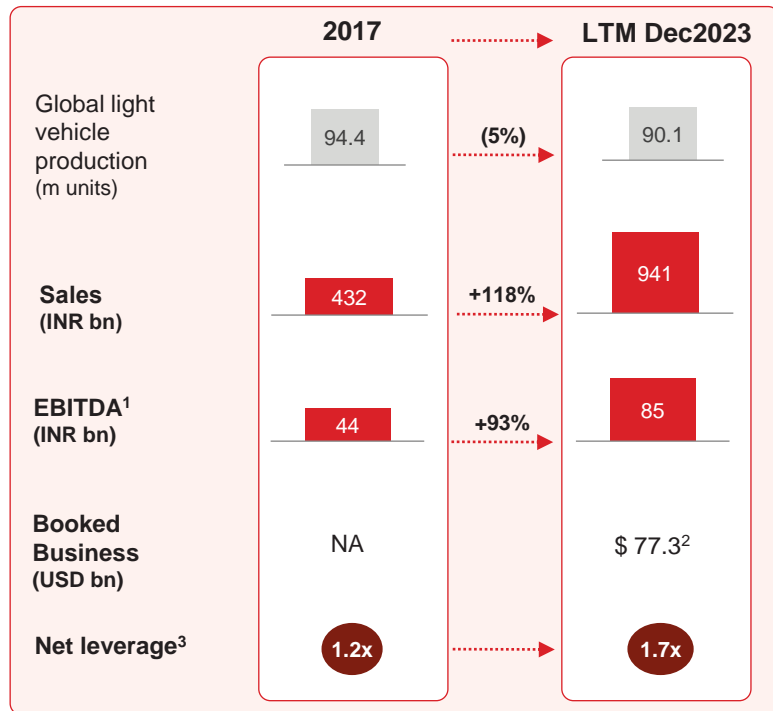
Unique structure supported by management bandwidth across regions

Global functions and RCOs support growth of business divisions by creating synergies across Motherson.



5.2 Professional and highly experienced management team which has delivered.

SAMIL performance



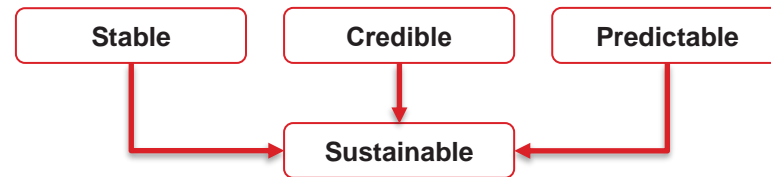
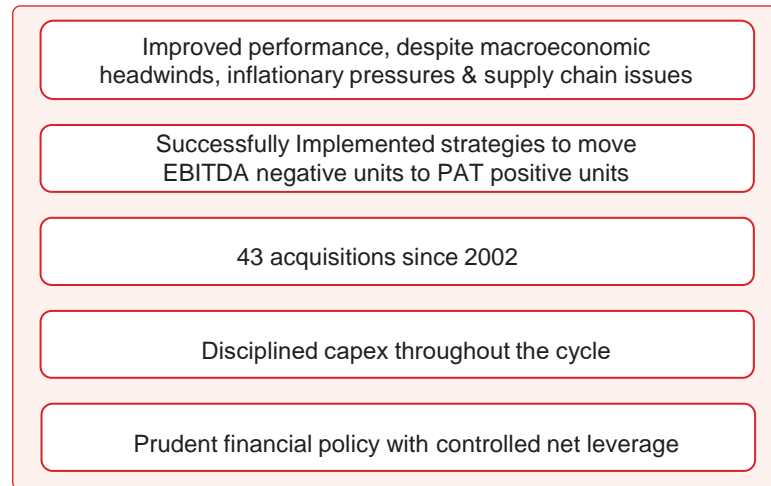
Notes:

1. Reported EBITDA

2. Automotive booked business as reported in Q2FY24

3. Net Leverage = (Gross debt (including lease liabilities) – cash & cash equivalents) / Reported EBITDA. Since for the assets acquired during the year full net debt has come on the books but EBITDA only for acquired period, to have a like for like comparison while computing the leverage ratio for Dec-23, LTM EBITDA of the acquired assets have been considered

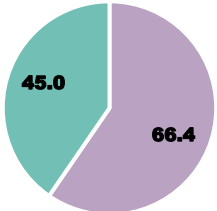
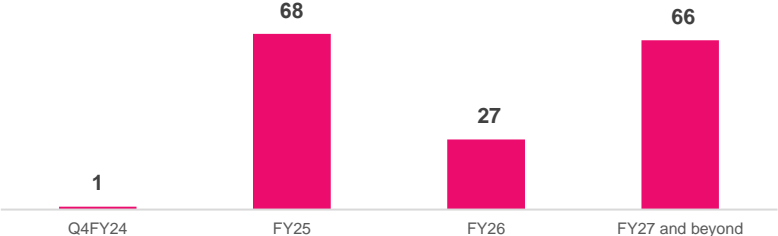
Accomplishments by the management



SAMIL Debt maturity profile and robust liquidity position.

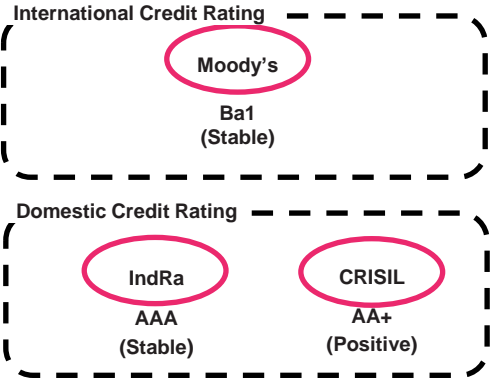
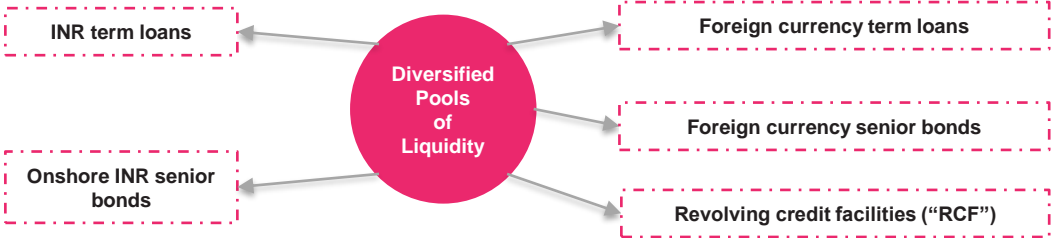
Debt maturity profile (INR bn) as on 31st Dec 2023

Available Liquidity (INR bn) as of 31st December 2023



- Cash and Bank Balance
- Undrawn Facilities

Demonstrated access to diversified pools of liquidity backed by strong credit rating profile



Note:
1. Exchange rate for convenience conversion 1 EUR = 90.2INR





Thank you.

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