



**Proud
to be
part of.**

MSSL Presentation

January 2017

MSE
Motherson Sumi
Systems Limited



Disclaimer



IMPORTANT NOTICE

This presentation has been prepared by, and the information contained herein (unless otherwise indicated) has been provided by Motherson Sumi Systems Ltd. ("MSSL") and PKC Group plc ("PKC"). By attending the meeting where this presentation is made, or by reading the presentation slides, you agree to be bound by the following limitations. This presentation is being furnished to you solely for your information on a confidential basis and may not be reproduced, redistributed or passed on, in whole or in part, to any other person.

THIS PRESENTATION MAY NOT BE RELEASED, PUBLISHED OR OTHERWISE DISTRIBUTED, IN WHOLE OR IN PART, IN OR INTO, DIRECTLY OR INDIRECTLY, THE UNITED STATES, CANADA, JAPAN, AUSTRALIA, SOUTH AFRICA OR HONG KONG OR IN ANY OTHER JURISDICTION IN WHICH THE TENDER OFFER WOULD BE PROHIBITED BY APPLICABLE LAW.

This presentation is not a tender offer document and as such does not constitute an offer or invitation to make a sales offer. In particular, this presentation is not an offer to sell or the solicitation of an offer to buy any securities described herein, and is not an extension of the tender offer, in the United States, Canada, Japan, Australia, South Africa or Hong Kong. Investors shall accept the tender offer for the shares and the stock options only on the basis of the information provided in a tender offer document. Offers will not be made directly or indirectly in any jurisdiction where either an offer or participation therein is prohibited by applicable law or where any tender offer document or registration or other requirements would apply in addition to those undertaken in Finland.

The tender offer is not being made directly or indirectly in any jurisdiction where prohibited by applicable law and, when published, the tender offer document and related acceptance forms will not and may not be distributed, forwarded or transmitted into or from any jurisdiction where prohibited by applicable law. In particular, the tender offer is not being made, directly or indirectly, in or into, or by use of the postal service of, or by any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone or electronic transmission by way of the internet or otherwise) of interstate or foreign commerce of, or any facilities of a national securities exchange of, the United States, Canada, Japan, Australia, South Africa or Hong Kong. The tender offer cannot be accepted, directly or indirectly, by any such use, means or instrumentality or from within the United States, Canada, Japan, Australia, South Africa or Hong Kong. No holder, and any person acting for the account or benefit of a holder in the United States, Canada, Japan, Australia, South Africa or Hong Kong shall be permitted to accept the tender offer.

No part of this presentation, nor the fact of its distribution, should form the basis of, or be relied on in connection with, any contract or commitment or investment decision whatsoever. The information contained in this presentation has not been independently verified. No representation, warranty or undertaking, expressed or implied, is made as to, and no reliance should be placed on, the fairness, accuracy, completeness or correctness of the information or the opinions contained herein. Neither MSSL nor any of its respective affiliates, advisors or representatives or any other person, shall have any liability whatsoever (in negligence or otherwise) for any loss however arising from any use of this presentation or its contents or otherwise arising in connection with the presentation. Each person must rely on their own examination and analysis of PKC, its securities and the tender offer, including the merits and risks involved.

This presentation includes "forward-looking statements." These statements may not be based on historical facts, but are statements about future expectations. When used in this presentation, the words "aims," "anticipates," "assumes," "believes," "could," "estimates," "expects," "intends," "may," "plans," "should," "will," "would" and similar expressions as they relate to MSSL, PKC, the tender offer or the combination of the business operations of MSSL and PKC identify certain of these forward-looking statements. Other forward-looking statements can be identified in the context in which the statements are made. Forward-looking statements are set forth in a number of places in this presentation, including wherever this presentation include information on the future results, plans and expectations with regard to [Offeror's] business following the completion of the tender offer, including its strategic plans and plans on growth and profitability, and general economic conditions. These forward-looking statements are based on present plans, estimates, projections and expectations and are not guarantees of future performance. They are based on certain expectations, which, even though they seem to be reasonable at present, may turn out to be incorrect. Such forward-looking statements are based on assumptions and are subject to various risks and uncertainties. Investors should not rely on these forward-looking statements. Numerous factors may cause the actual results of operations or financial condition of the MSSL to differ materially from those expressed or implied in the forward-looking statements. Neither MSSL nor any of its affiliates, advisors or representatives or any other person undertakes any obligation to review or confirm or to release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise after the date of this presentation.



Transaction highlights



At a meeting of its Board of Directors held on 19 January, 2017, Motherson Sumi Systems Limited (MSSL) has approved a proposal to launch a voluntary, recommended public tender offer for the acquisition of the outstanding share capital and voting rights of PKC Group Plc (PKC), Finland. The highlights of the proposed transaction are as appended:

- MSSL and PKC have on January 19, 2017 entered into a combination agreement for the proposed transaction
- MSSL will make a voluntary, recommended public tender offer to acquire all the issued and outstanding shares and option rights in PKC. The shares of PKC are currently listed on the Nasdaq Helsinki stock exchange
- Headquartered in Helsinki, Finland, PKC is a global tier 1 supplier of wiring harness and associated components to Original Equipment Manufacturers (OEMs) in the Heavy & Medium Duty Commercial Vehicles and Locomotive segments across North America, Europe, Brazil and China
- PKC shareholders are being offered a cash consideration of EUR 23.55 for each share/options in PKC representing an aggregate equity purchase price of approximately EUR 571 million in an open tender offer
- The transaction is subject to the completion of closing conditions and receipt of necessary regulatory approvals
- The transaction is expected to be completed by end of March 2017
- The acquisition will be made through a 100% subsidiary* of MSSL, to be setup for the purpose



Introduction to Motherson Sumi Systems Limited

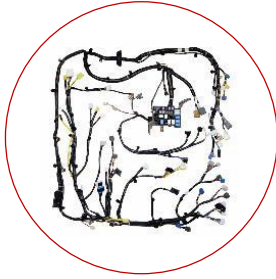


- Established in 1986 as a wiring harness manufacturing & assembling company
- MSSL has grown to become the largest automotive wiring harness maker in India and an established player in the global market.
- MSSL is a specialized automotive component solutions provider for a diverse global customer base 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 suppliers*)
- Listed on stock exchanges in India since 1993 having a market cap of USD 6.7 billion[#]
- Growing with a CAGR of over 40% in last 10 years, MSSL has a consolidated turnover of USD 5.7 billion (2015-16)

MSSL – Core Business



Wiring Harnesses



Modules and Polymer Products



Rear View Mirrors



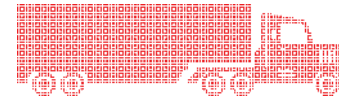
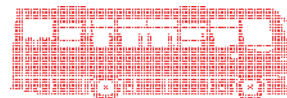
Wiring Harness Business

- Market leader in wire harnesses 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



Wiring Harness Global Operations

- Operations in 13 Countries
- Strong Presence in Asia Pacific Region
- Over 46 Manufacturing Facilities Globally
- Global network of Design Centers, Marketing and Logistics Hubs



Vision and Philosophy



Vision.

To be a
globally preferred
solutions
provider

Motherson Value Creation Philosophy.

Vision 2020 (Our 5th five-year plan)

01

\$ 18 billion
FY19-20.
(in Revenues)

02

40% ROCE
(consolidated).

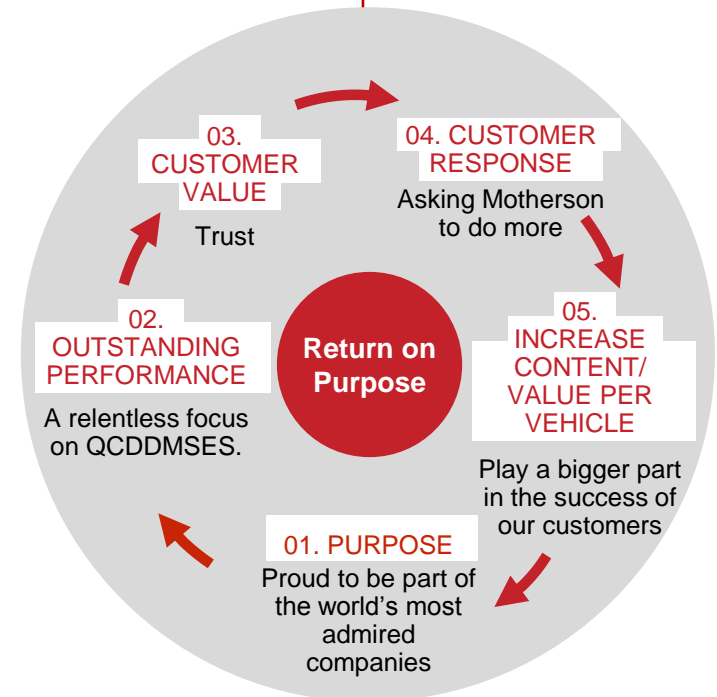
03

3C~~X~~15

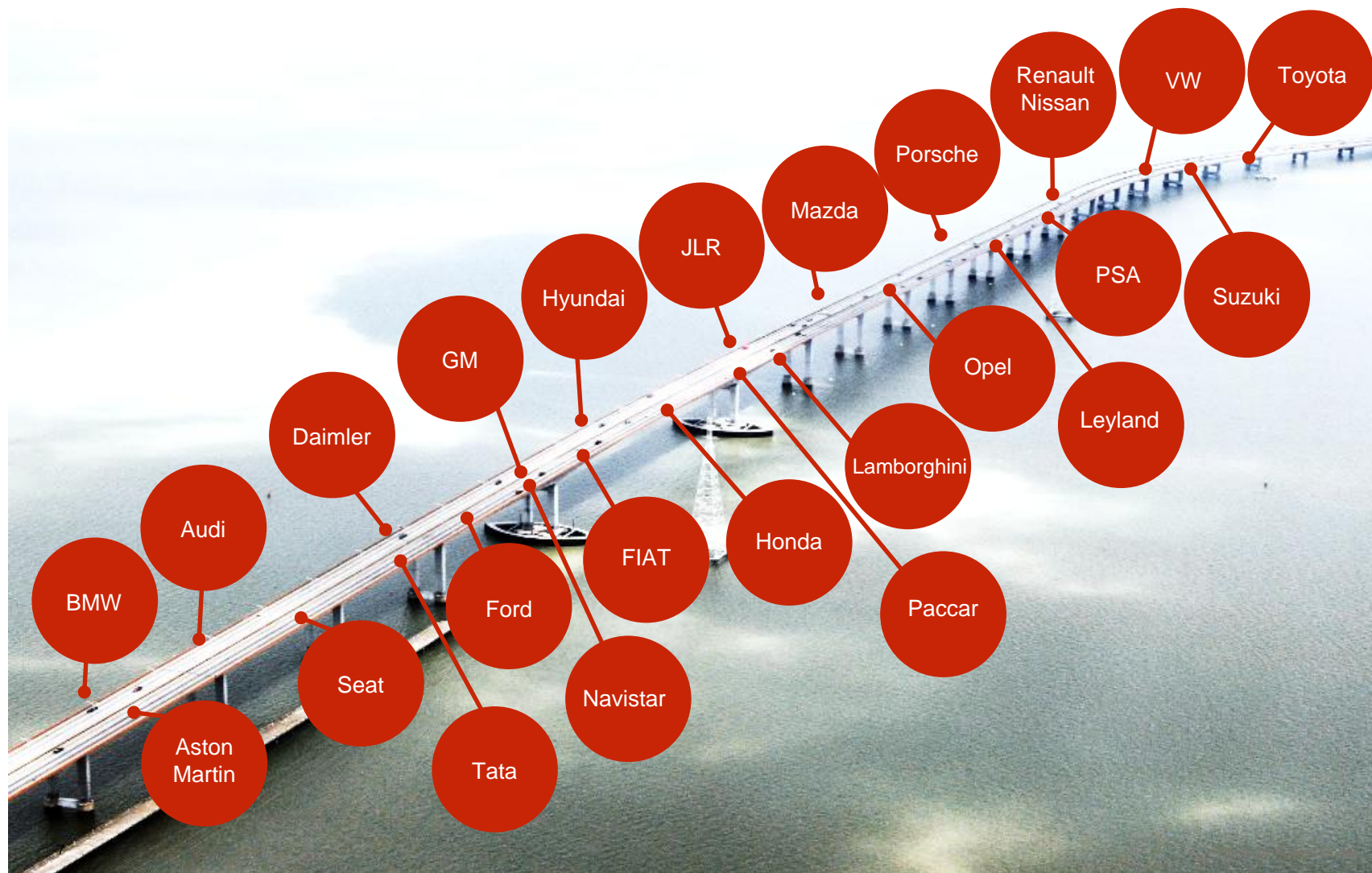
(No country, customer or
component should be more
than 15% of our total
turnover)

04

40% of
consol. profit
as dividend.



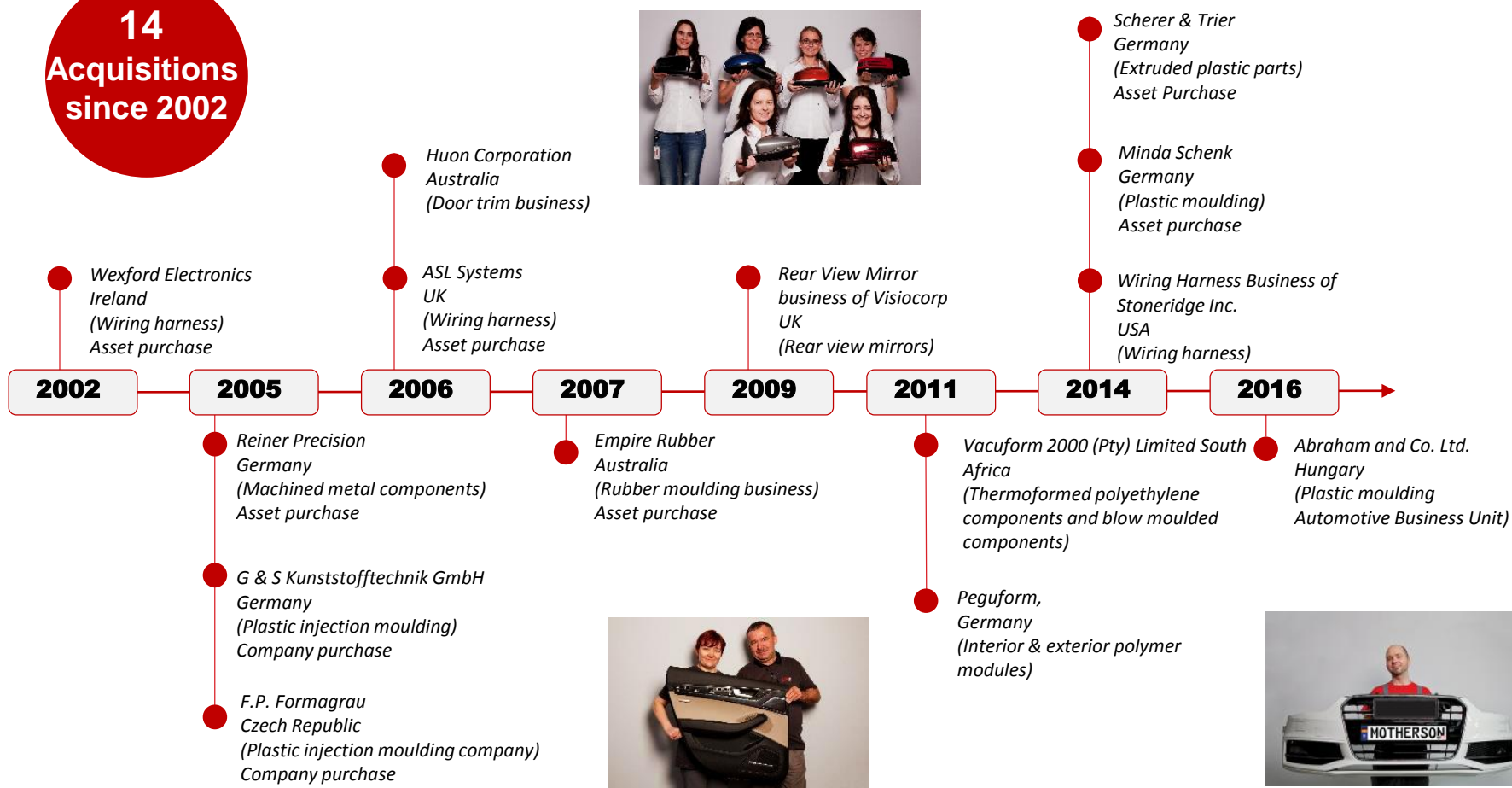
Proud to be part of World's leading automotive brands



MSSL Acquisition Experience



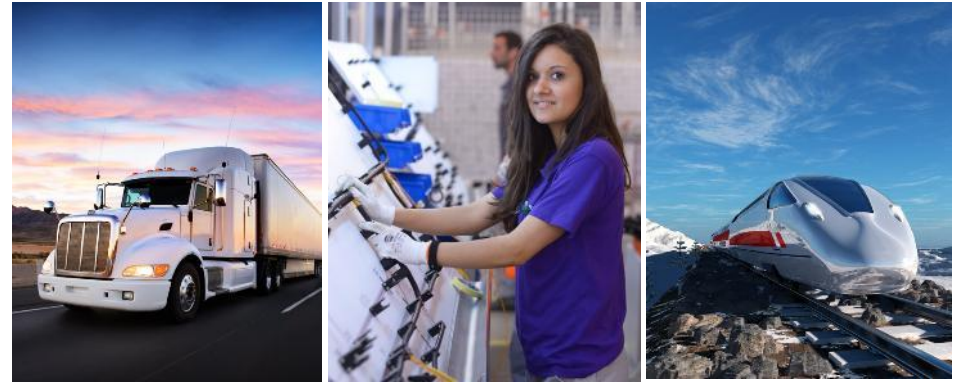
14
Acquisitions
since 2002



PKC Group plc – Brief overview



- PKC is a global partner in commercial vehicle industry, rolling stock and other selected segments within the transportation industry
- The group has unique expertise in managing the complexity
- Headquartered in Helsinki, Finland and listed on Nasdaq Helsinki
- The Group has estimated revenue of approximately EUR 846 million for the year 2016
- Production facilities in 4 continents (Brazil, China, Estonia, Finland, Germany, Lithuania, Mexico, Poland, Russia, Serbia and USA) with over 22,000 employees



Product Portfolio

ELECTRICAL DISTRIBUTION SYSTEMS



VEHICLE ELECTRONICS



COMPONENTS



ELECTRICAL CABINETS & POWER PACKS



WIRE & CABLE



Current Customer Segments

Trucks & Buses
(HCV & MVC)



Light Commercial
Vehicles (LCV)



Construction
Equipment



Rolling Stock



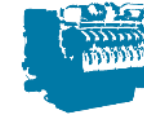
Recreational
Vehicles



Agriculture and Forestry
Equipment



Engines



Energy / Material
Handling



Combination rationale



- The combination is expected to be highly value accretive as there is minimal overlap between existing operations in terms of geographical presence and great synergies in product segments which will unlock the true potential of the combined entity
- PKC has a strong presence in American & European wiring harness market for commercial vehicle segment which will provide new opportunities for MSSL to grow in these geographies
- MSSL believes it can help PKC in achieving its expansion opportunities given MSSL's strong market position in the Asia Pacific region. Based on the analysis of MSSL, all the leading global commercial vehicle manufacturers and component suppliers are increasingly focused on establishing a presence and gaining market share in the Asian transportation market. MSSL had stated direction to grow more in the commercial vehicle segment and this step is in the right direction

Combination rationale



- The combination would create a strong player within the worldwide transportation component solutions market
- The combination will offer a larger product portfolio as well as enhanced capabilities and scale and will add more value to its customers and suppliers.
- It would leverage knowhow of both companies' management teams to enhance and grow businesses with customers globally
- MSSL's success in managing wiring harness business with focus on training its' people, managing multiple plants with high degree of vertical integration from design to modules will help unlock the potential of PKC
- The combined entity will further invest in new technologies which would be required to maintain market leadership and in achieving its goal as the preferred solutions provider for the global automotive industry



Thank you.

Safe harbor

This presentation contains forward-looking statements based on the currently held beliefs and assumptions of the management of the Company, which are expressed in good faith and, in their opinion, reasonable. Forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual results, financial condition, performance, or achievements of the Company or industry results, to differ materially from the results, financial condition, performance or achievements expressed or implied by such forward-looking statements. Given these risks, uncertainties and other factors, recipients of this presentation are cautioned not to place undue reliance on these forward-looking statements. The Company disclaims any obligation to update these forward-looking statements to reflect future events or developments.

