

THIS RELEASE 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.

## **FINAL RESULT OF MSSL ESTONIA WH OÜ'S TENDER OFFER FOR ALL SHARES AND STOCK OPTIONS IN PKC GROUP PLC AND EXTENSION OF THE OFFER PERIOD BY A SUBSEQUENT OFFER PERIOD**

MSSL Estonia WH OÜ (the "**Offeror**"), a wholly-owned indirect subsidiary of Motherson Sumi Systems Limited ("**MSSL**"), commenced on February 6, 2017 a voluntary recommended public tender offer to purchase all the issued and outstanding shares and stock options in PKC Group Plc ("**PKC**") that are not owned by PKC or any of its subsidiaries (the "**Tender Offer**"). The offer period under the Tender Offer expired on March 21, 2017.

According to the final result of the Tender Offer, the shares tendered in the Tender Offer represent approximately 94.18 percent of all the shares and voting rights in PKC. In addition, approximately 75.79 percent of the stock options in PKC have been tendered in the Tender Offer, which implies, together with the tendered shares, a holding of approximately 93.75 percent of all the shares and voting rights in PKC fully diluted for the outstanding stock options. Thereby all conditions to complete the Tender Offer have been fulfilled and the Offeror will complete the Tender Offer in accordance with its terms and conditions.

The offer consideration will be paid on or about 29 March 2017 to PKC's shareholders and holders of stock options who have validly accepted the Tender Offer in accordance with the terms and conditions of the Tender Offer.

In order to allow the remaining shareholders and holders of stock options the possibility to still accept the Tender Offer, the Offeror has today decided to extend the Tender Offer by a subsequent offer period in accordance with the terms and conditions of the Tender Offer (the "**Subsequent Offer Period**"). The Subsequent Offer Period will expire on April 7, 2017.

During the Subsequent Offer Period, the Tender Offer can be accepted in accordance with the acceptance procedure described in the terms and conditions of the Tender Offer. The acceptance of the Tender Offer will be binding and cannot be withdrawn. Further information and instructions can be obtained from any branch office of Nordea Bank AB (publ), Finnish Branch.

The Offeror will announce the initial percentage of the shares and stock options validly tendered during the Subsequent Offer Period on or about April 10, 2017 and the final percentage on or about April 11, 2017. The offer consideration for the shares and stock options validly tendered during the Subsequent Offer Period will be paid to the shareholders and holders of stock options on or about April 13, 2017 in accordance with the payment procedures described in the terms and conditions of the Tender Offer.

The Offeror's intention is to acquire all the shares and stock options in PKC. As the Offeror's ownership in PKC will exceed nine-tenths (9/10) of the shares and voting rights in PKC after the settlement of the shares already tendered in the Tender Offer, the Offeror intends to initiate compulsory redemption proceedings for the remaining PKC shares under the Finnish Companies Act.

The Offeror may purchase shares and stock options in PKC also in public trading on Nasdaq Helsinki Ltd or otherwise at a price not exceeding the offer price of EUR 23.55 per share and at a price not exceeding the offer price for the stock options as follows: EUR 6.90 for each 2012B stock option and EUR 0.27 for each 2012C stock option.

## **Further information**

Mr. G. N. Gauba  
CFO, MSSL  
Telephone: +91-120-6679500  
mediarelations@mssl.motherson.com

## **MSSL in brief:**

MSSL, the flagship company of the Samvardhana Motherson Group was established in 1986 in joint partnership with Sumitomo Wiring Systems, Japan.

MSSL including its subsidiaries and JVs is one of the leading manufacturer of automotive wiring harnesses and mirrors for passenger cars and a leading supplier of plastic components and modules to the automotive industry.

Its broad product portfolio includes wiring harnesses, mirrors for passenger car, injection moulded products, modules including dashboards, door trims, bumpers, blow moulded components, liquid silicone rubber moulded components, injection moulding tools, extruded rubber products, precision machined metal components and waste recycling systems.

Over the years MSSL has successfully collaborated with global technology leaders to further enhance its competency to create technologically sound products in state-of-art facilities and infrastructure to ensure superior efficiencies and total customer satisfaction.

<http://www.motherson.com/>

## **PKC in brief:**

PKC established its first wiring systems factory in 1969, and is a trusted and acknowledged partner in the global commercial vehicle industry. PKC designs, manufactures and integrates tailored electrical distribution systems and related architecture components, vehicle electronics, wires and cables especially for trucks and buses, light and recreational vehicles, construction equipment and agricultural and forestry equipment. In addition, PKC designs and manufactures electrical cabinets, power packs and electrical distribution systems for leading rolling stock manufacturers. PKC's strengths, mass customisation and the excellent skill to integrate into the customer's operating environment, provide a unique competitive advantage in the market. Product design and effective supply chain management are carried out in close cooperation with customers and in accordance with their requirements.

PKC has a market leading presence in the wiring harnesses for commercial vehicles in the North America and Europe markets. Apart from these geographies, PKC has a significant presence in Brazil and, a growing presence in China. PKC had 20,426 employees as at December 31, 2016 and reported total revenue from continuing operations of approximately €845.7 million for the 12 months ended December 31, 2016.

<http://www.pkcgroup.com/>

THIS RELEASE 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 RELEASE IS NOT A TENDER OFFER DOCUMENT AND AS SUCH DOES NOT CONSTITUTE AN OFFER OR INVITATION TO MAKE A SALES OFFER. IN PARTICULAR, THIS RELEASE 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.