#### [NOTE: THIS IS AN UNOFFCIAL TRANSLATION OF THE OFFICIAL POLISH TENDER OFFER ANNOUCEMENT. IN CASE OF ANY DISCREPANCIES, POLISH VERSION PREVAILS]

TENDER OFFER FOR SALE OF SHARES IN AUTOMOTIVE COMPONENTS EUROPE S.A. ("ACE")

ANNOUNCED BY GRUPO INDUSTRIAL SALTILLO, S.A.B. DE C.V. ("OFFEROR")
PURSUANT TO ART. 90A.2. OF THE LAW OF JULY 29, 2005 ON PUBLIC
OFFERING, CONDITIONS GOVERNING THE INTRODUCTION OF FINANCIAL
INSTRUMENTS TO ORGANIZED TRADING AND PUBLIC COMPANIES ("LAW")
AND THE DECREE OF OCTOBER 19, 2005

ON STANDARD FORM OF TENDER OFFERS, TERMS AND CONDITIONS GOVERNING ACQUISITION OF SHARES IN TENDER OFFERS AND DETAILED PROCEDURE FOR ANNOUNCEMENT OF TENDER ("DECREE")

1. Description of the shares covered by the Tender Offer, their type and issuer with the indication of the number of votes at the shareholder meeting to which one share of a given class entitlement

The subject-matter of this tender offer (hereinafter the "**Tender Offer**") are 21,230,515 ordinary bearer shares issued by Automotive Components Europe S.A. with its seat in Luxembourg, entered into the R.C.S. (*Registre de Commerce et des Sociétés*) under registration number B0118130 (hereinafter "**ACE**" or "**Company**"), with a nominal value of EUR 0.15 (say: fifteen cents) each, and each entitling to one vote at the general shareholder meeting of the Company (each share referred to hereinafter as a "**ACE Share**" or, if more than one, "**ACE Shares**").

All ACE Shares are admitted to and listed on the main market of the Warsaw Stock Exchange S.A. ("WSE") and registered in the National Depository for Securities ("NDS") under the ISIN code: LU0299378421.

2. Business name, registered office and address of the offeror

**Business name:** Grupo Industrial Saltillo, S.A.B. de C.V.

(hereinafter the "Offeror")

**Registered seat:** Saltillo Coahuila, México

Address: Boulevard Isidro López Zertuche No. 1495,

25000, Saltillo Coahuila

**Legal form** A listed stock corporation with variable capital

(sociedad anónima bursátil de capital variable) organized pursuant to the Ley General de Sociedades Mercantiles (Commercial Companies General Law) and the Ley del Mercado de Valores (Securities Market Law) of the United

Mexican States (Estados Unidos Mexicanos –

México).

**Registry number** Mercantile Folio (Folio Mercantil) 18558\*2 of

the Registro Público del Estado de Coahuila de Zaragoza, México (Public Registry of

Commerce).

3. Business name, registered office and address of the purchasing entity

The Offeror is the only entity purchasing ACE Shares under the Tender Offer.

4. Business name, registered office, address, telephone and fax numbers, and e-mail address of the intermediary

Business name: Bank Zachodni WBK S.A. - Dom Maklerski BZ WBK

(hereinafter referred to as "Broker")

**Registered seat**: Wrocław, Poland

Address: Rynek 9/11, 50-950 Wrocław

**Tel:** +48 22 586 81 08 **Fax:** +48 22 586 81 09

Website: http://www.dmbzwbk.pl/
E-mail: sekretariat.dm@bzwbk.pl

**Legal status:** Polish joint stock company (*spółka akcyjna*)

National Court Register No.: National Court Register by the District Court of

Wrocław – Fabryczna, VI Commercial Division of the National Court Register, under the number KRS

0000008723

5. Percentage number of votes that the purchasing entity intends to reach under the Tender Offer, and the corresponding number of shares that it intends to acquire

Under the Tender Offer the Offeror intends to purchase 21,230,515 (twenty one million two hundred thirty thousand five hundred fifteen) ACE Shares, corresponding to 21,230,515 (twenty one million two hundred thirty thousand five hundred fifteen) votes at the shareholder meeting of ACE, representing 100% of the total number of votes thereat.

6. Indication of the minimal number of shares covered by subscriptions after acquisition of which the purchasing entity is obligated to acquire those shares and the number of votes corresponding to it, if it was determined

The Offeror undertakes to acquire the tendered ACE Shares provided that at least 95.000003532651% of all ACE Shares, i.e. at least 20,168,990 (twenty million one hundred sixty eight thousand nine hundred ninety) ACE Shares corresponding to 20,168,990 (twenty million one hundred sixty eight thousand nine hundred ninety) votes on the ACE's shareholders' meeting will be tendered.

Information on whether or not the aforementioned condition has been met will be submitted to a news agency immediately, no later than on the first business day following the last day of the acceptance period and published in at least nationwide daily newspaper no later than two business days following the date on which such condition should be fulfilled.

The Offeror reserves the right to take a decision on acquisition of ACE Shares in the Tender Offer despite the non-fulfillment of the above condition, i.e. in the situation where during the acceptance period less than minimal number of ACE Shares (i.e. less than 20,168,990 ACE Shares) is tendered.

### 7. Percentage number of votes that the purchasing entity intends to reach as a result of the Tender Offer, and the corresponding number of shares

The Offeror intends to reach 21,230,515 (twenty one million two hundred thirty thousand five hundred fifteen) ACE Shares corresponding to 21,230,515 (twenty one million two hundred thirty thousand five hundred fifteen) votes at the shareholder meeting of ACE, constituting 100% of the total number of shares and total number of votes thereat.

### 8. The proportion in which the shares will be purchased by each of the purchasing entities, if more than one entity intends to acquire the shares

The Offeror will be the only ACE Shares purchasing entity under the Tender Offer.

#### 9. The price at which shares are to be acquired within the Tender Offer

The price at which the ACE Shares shall be acquired is equal to PLN 13.50 (thirteen 50/100) zlotys for each ACE Share ("**Purchase Price**").

# 10. Information on the minimum price specified in Art. 79.1 and 2 of the Law, from which the purchase price set forth in Section 9 above cannot be lower, including an explanation of the grounds on which the price has been determined

The Purchase Price is not lower than the legally defined minimum price and complies with the conditions specified in Art. 79 of the Law.

The 6-month arithmetical average of daily volume-weighted average prices of the ACE Shares at the main market of WSE prior to the launch of the Tender Offer is equal to PLN 11.59 (eleven 59/100 zlotys).

The 3-month arithmetical average of daily volume-weighted average prices of the ACE Shares at the main market of WSE prior to the launch of the Tender Offer is equal to PLN 12.47 (twelve 47/100 zlotys).

Neither the Offeror nor its dependent entities acquired ACE Shares during the last 12 months prior to the launch of the Tender Offer for a cash or non-cash consideration.

The Offeror is not, and has not been during the period of 12 months prior to the launch of the Tender Offer, a party to an arrangement concerning the acquisition of ACE Shares or consent voting at ACE general meeting or carrying out permanent policy towards ACE, referred to in Art. 87.1.5 of the Law.

11. Timetable for the Tender Offer, including the period for accepting tenders of shares being subject of the Tender Offer together with an indication of whether, and upon the fulfillment of which conditions, the acceptance period may be shortened

Launch of the Tender Offer October 27<sup>th</sup>, 2015

Commencement of the acceptance period November 17<sup>th</sup>, 2015

Closing of the acceptance period December 16<sup>th</sup>, 2015

The acceptance period may be (one or several times) extended pursuant to § 7 Sec. 3 Subsec. 1 of the Decree by the Offeror to not more than:

- 1. 70 (seventy) days, at its own discretion, for the purpose of achieving the purpose of the Tender Offer. The Offeror will notify about the extension of the acceptance period in the manner referred to in § 5 Secs. 2 and 4 of the Decree, however not later than 7 (seven) days before the expiry of the original acceptance period, and
- 2. 120 (one hundred twenty) days if after the announcement of the Tender Offer there are justified circumstances which indicate a possibility of a failure to achieve the purpose of the Tender Offer, and the ACE Shares covered by subscription placed during the first 70 (seventy) days of the acceptance period are acquired not later than within 10 (ten) business days after the lapse of those first 70 (seventy) days. In such a case, the Offeror will notify about the extension of the acceptance period in the manner referred to in § 5 Secs. 2 and 4 of the Decree, however not later than 14 (fourteen) days before the expiry of the acceptance period, and
- 3. 120 (one hundred twenty) days if unconditional consents of the competent antimonopoly offices for the acquisition of the ACE Shares are not issued in the initial acceptance period, that is by December 16<sup>th</sup> 2015, by the time necessary for fulfillment of the condition of legal acquisition of the ACE Shares referred to in point 24 of the Tender Offer or the condition referred to in point 6 of this Tender Offer (cf. also Section 25 of the Tender Offer). In such a case the Offeror will notify about the extension of the acceptance period in the manner referred to in § 5 Sec. 2 and 4 of the Decree, not later than on the last day of the initial acceptance period.

The Offeror has no plans to shorten the acceptance period unless the intended purpose of the Tender Offer is achieved before the lapse of the acceptance period, that is all 21,230,515 (twenty one million two hundred thirty thousand five hundred fifteen) ACE Shares are subscribed. If the Offeror decides to shorten the acceptance period, it will notify thereabout in the manner referred to in § 5 Sec. 2 and 4 of the Decree not later than 7 (seven) days before the lapse of the shortened acceptance period.

#### 12. Identification of the dominant entity with respect to the Offeror

The shares of stock of the Offeror are registered and publicly traded in the Mexican Stock Exchange (Bolsa Mexicana de Valores, S.A.B. de C.V.), there is no dominant entity with respect to the Offeror.

#### 13. Identification of the dominant entity with respect to the purchasing entity

The Offeror is the only purchasing entity of ACE Shares under the Tender Offer. There is no dominant entity with respect to the Offeror as explained in Section 12 above.

# 14. The percentage and number of votes and the corresponding number of shares held by the Offeror jointly with its dominant entity, dependent entities and the parties acting in concert in the meaning of Art. 87.1.5 of the Law

At present the Offeror neither holds any ACE Shares nor controls any votes at the shareholders meeting of ACE. Likewise the Offeror's dependent entities do not hold any ACE Shares nor control any votes at the shareholders meeting of ACE. The Offeror does not have a dominant entity. The Offeror is not, with respect to the ACE Shares, a party to an arrangement, written or oral, referred to in Art. 87.1.5 of the Law.

# 15. Number of votes and corresponding number of shares which the Offeror intends to reach jointly with its dominant entity and controlled entities after the Tender Offer is completed

The Offeror is the only entity intending to acquire the ACE Shares under the Tender Offer. The Offeror intends to reach 21,230,515 (twenty one million two hundred thirty thousand five hundred fifteen) votes at the shareholder meeting of ACE constituting 100% of such votes and represented by 21,230,515 (twenty one million two hundred thirty thousand five hundred fifteen) ACE Shares. The Offeror does not have a dominant entity.

### 16. The percentage and number of votes and the corresponding number of shares held by the purchasing entity jointly with its dominant entity and controlled entities

The Offeror will be the only entity purchasing ACE Shares under the Tender Offer. The relevant information is provided in Section 14 above.

## 17. The number of votes and the corresponding number of shares which the purchasing entity intends to reach within the Tender Offer jointly with its dominant entity and controlled entities

The Offeror will be the only entity purchasing ACE Shares under the Tender Offer. The relevant information is provided in Section 15 above.

### 18. Identification of the type of relationship between the Offeror and the purchasing entity

The Offeror and the purchasing entity are the same. The Offeror is the only purchasing entity of the ACE Shares under the Tender Offer.

### 19. Identification of the locations at which declarations of acceptance of the Tender Offer may be placed

Acceptances for the sale of ACE Shares will be received at the branches of Bank Zachodni WBK S.A. (the "Subscription Submission Points", "SSP"):

Lp.	City	Address	<b>Business hours</b>
1.	Andrychów	ul. Krakowska 83b	9.30-17.00
2.	Augustów	ul. Żabia 9/1	9.30-17.00
3.	Biała Podlaska	ul. Brzeska 27	9.30 – 17.00
	Białogard	ul. 1 Maja 7a	8.30-16.00
i.	Białystok	ul. M. Skłodowskiej - Curie 2	10.00-17.00
5.	Białystok	ul. Pałacowa 1a	10.00-17.00
7.	Białystok	ul. Adama Mickiewicza 50	10.00-17.00
3.	Białystok	ul. Zwycięstwa 8B	10.00-17.00
).	Białystok	ul. Stanisława Dubois 3/4	10.00-17.00
0.	Białystok	ul. Lipowa 4	10.00-17.00
1.	Bielawa	ul. 1 Maja 34	9.00-17.00
2.	Bielsko-Biała	ul. Partyzantów 22	8.30-17.30
.3.	Bochnia	ul. Kazimierza Wielkiego 18	10.00-17.00
4.	Bogatynia	ul. Daszyńskiego 4abc	9.00-17.00
5.	Bolesławiec	ul. Bankowa 12	9.00-17.00
6.	Brzeg	ul. Powstańców Śląskich 6	9.00-17.00
7.	Brzeg Dolny	ul. 1 Maja 10a	10.00-17.00
8.	Brzesko	ul. Matejki 2	9.00-16.30
9.	Busko Zdrój	ul. Partyzantów 21	9.00-16.30
20.	Bydgoszcz	ul. Królowej Jadwigi 18	10.00-17.00

21.	Bydgoszcz	ul. Gdańska 128	10.00-17.00
22.	Bydgoszcz	ul. Witkiewicza 3	10.00-17.00
23.	Bydgoszcz	ul. Marii Konopnickiej 20	10.00-17.00
24.	Bydgoszcz	ul. Modrzewiowa 15A	10.00-17.00
25.	Bytom	ul. Dworcowa 4	8.00-18.00
26.	Bytom	ul. Krakowska 1	9.30 – 17.00
27.	Chełm	ul. Lubelska 73	9.30-17.00
28.	Chodzież	ul. Ks. Prymasa St. Wyszyńskiego 4	9.00-16.30
29.	Chojnów	ul. Dąbrowskiego 12	10.00-17.00
30.	Chorzów	ul. Katowicka 72	9.00-18.00
31.	Chrzanów	ul. Rynek 6	9.30–17.00
32.	Ciechanów	ul. Pułtuska 4/6	9.00-17.00
33.	Ciechanów	ul. 3 Maja 3A	9.00-17.00
34.	Częstochowa	al. Najświętszej Marii Panny 37	8.00-18.00
35.	Częstochowa	al. Wolności 8	8.00-18.00
36.	Dąbrowa Górnicza	ul. Jana III Sobieskiego 1	9.00-16.30
37.	Dzierżoniów	ul. Mickiewicza 4	9.00-17.00
38.	Elbląg	ul. Pułkownika Dąbka 8-12	9.30-16.30
39.	Elbląg	ul. Grunwaldzka 2	10.00-17.00
40.	Ełk	ul. Wojska Polskiego 67	10.00-17.00
41.	Ełk	ul. Słowackiego 15 F	10.00-17.00
42.	Gdańsk	ul. 3 Maja 3	9.00-17.00
43.	Gdańsk	ul. Długie Ogrody 10	10.00-17.00
44.	Gdańsk	ul. Miszewskiego 12/14	10.00 – 17.00
45.	Gdańsk	ul. Targ Drzewny 3/7	10.00 – 17.00
46.	Gdynia	ul. 10 Lutego 11	9.00-17.00

47.	Gdynia	ul. Paprykowa 9	10.00-17.00
48.	Gdynia	ul. Starowiejska 25	10.00-17.00
49.	Giżycko	ul. Warszawska 5	9.30-16.30
50.	Głogów	ul. Obrońców Pokoju 12	9.00-18.00
51.	Głogów	ul. Galileusza 18	10.00-17.00
52.	Głogów	ul. Wolności 2	10.00-17.00
53.	Głuchołazy	ul. M. Skłodowskiej-Curie 22	9.30-17.00
54.	Głuszyca	ul. Grunwaldzka 10	10.00-17.00
55.	Gniezno	ul. Sienkiewicza 17	9.00-17.00
56.	Gorlice	ul. Wróblewskiego 7	9.30-16.30
57.	Gorzów Wielkopolski	ul. Kombatantów 2	8.30-17.00
58.	Gorzów Wielkopolski	ul. Gen. Wł Sikorskiego 24	9.00-18.00
59.	Gorzów Wielkopolski	ul. Obotrycka 11	9.30-16.30
60.	Gostyń	ul. Bojanowskiego 22	9.30-17.00
61.	Grodzisk Wielkopolski	ul. 3 Maja 8	10.00-17.00
62.	Grudziądz	al. 23 Stycznia 42	9.30-17.00
63.	Gubin	ul. Piastowska 4	9.30-17.00
64.	Inowrocław	ul. Grodzka 5/7	9.30-17.00
65.	Janikowo	ul. Dworcowa 9	9.30-16.30
66.	Jarocin	ul. Kilińskiego 2a	9.30-17.00
67.	Jastrowie	ul. B. Kieniewicza 51	9.00-16.00
68.	Jelenia Góra	pl. Niepodległości 4	8.00-18.00
69.	Jelenia Góra	ul. Jasna 14	10.00-17.00
70.	Kalisz	ul. Parczewskiego 9a	9.00-17.00

71.	Kalisz	ul. Górnośląska 50	9.30-17.00
72.	Kamienna Góra	ul. Parkowa 1	8.30-17.00
73.	Karpacz	ul. Konstytucji 3 Maja 43	10.00-17.00
74.	Katowice	ul. Katowicka 61	9.00-17.00
75.	Katowice	ul. Staromiejska 12	10.00-17.00
76.	Kępno	ul. Kościuszki 6	9.00-17.00
77.	Kielce	ul. Wspólna 2	8.00-18.00
78.	Kielce	ul. Sienkiewicza 78	9.00-17.00
79.	Kłodzko	ul. Kościuszki 7	8.30-17.00
80.	Koło	ul. Zielona 2	9.00-17.00
81.	Kołobrzeg	ul. Gierczak 44/45	8.30-16.00
82.	Kołobrzeg	ul. Unii Lubelskiej 33b/II	9.30-17.00
83.	Konin	ul. Energetyka 6a	9.00-17.00
84.	Konstancin-Jeziorna	ul. Wilanowska 1a	9.00-18.00
85.	Kostrzyn n/Odrą	ul. Sikorskiego 10	10.00-17.00
86.	Koszalin	ul. 1 Maja 12	9.00-18.00
87.	Kościan	al. Kościuszki 2	9.30-17.00
88.	Kościerzyna	ul. Miodowa 15	9.30-16.30
89.	Kożuchów	ul. Rynek 20	10.00-17.00
90.	Kraków	ul. Karmelicka 9	10.00-18.00
91.	Kraków	ul. Fiszera 36	9.30-17.00
92.	Kraków	ul. Wielicka 72	10.00-18.00
93.	Kraków	Os Kombatantów 14	10.00-17.00
94.	Kraków	ul. Szlak 77	10.00-17.00
95.	Kraków	ul. Kapelanka 17	10.00-17.00
96.	Kraków	ul. Kijowska 22/24	11.00 – 18.00

97.	Krosno Odrzańskie	ul. Poznańska 21	9.30-17.00
98.	Krotoszyn	ul. Sienkiewicza 12a	9.30-17.00
99.	Krynica-Zdrój	ul. Zdrojowa 35	9.30-16.30
100.	Legionowo	ul. Piłsudskiego 39	9.00-18.00
101.	Legnica	ul. Gwarna 4a	8.00-18.00
102.	Legnica	ul. Powstańców Śląskich 1	10.00-17.00
103.	Leszno	ul. Słowiańska 33	9.00-17.00
104.	Leszno	Al. Jana Pawła II 16	10.00 – 17.30
105.	Lubań	pl. 3 Maja 16	9.30-17.00
106.	Lubin	ul. Odrodzenia 5	9.00-17.00
107.	Lublin	ul. Krakowskie Przedmieście 37	9.00-18.00
108.	Lublin	ul. Zwycięska 6a	9.30-17.00
109.	Lubsko	ul. XX-Lecia 10	9.00-16.30
110.	Lwówek Śląski	ul. Sienkiewicza 22	10.00 -17.00
111.	Łomża	ul. Dworna 14	10.00-17.00
112.	Łódź	al. Piłsudskiego 3	10.00-18.00
113.	Łódź	ul. Podgórna 74	9.00-16.00
114.	Łódź	ul. Rydzowa 14	10.00-17.00
115.	Łódź	al. Piłsudskiego 76	10.00-17.00
116.	Łuków	ul. Staropijarska 3	9.30-16.30
117.	Mielec	Al. Niepodległości 14	9.00 – 17.00
118.	Międzyrzecz	Os. Centrum 4	9.30-16.30
119.	Mińsk Mazowiecki	ul. Tadeusza Kościuszki 14	10.00-17.00
120.	Mysłowice	ul. Katowicka 15	10.00-17.00
121.	Nidzica	pl. Wolności 3	9.00-16.00
122.	Niemodlin	Ul. Bohaterów Powstań Śląskich 34	10.00 – 17.00
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123.	Nowa Ruda	ul. Armii Krajowej 4	9.00-17.00
124.	Nowa Sól	ul. Moniuszki 9	9.30-17.00
125.	Nowogrodziec	ul. Kościelna 17	9.30-17.00
126.	Nowy Sącz	ul. Wolności 6	9.00-17.00
127.	Nowy Sącz	ul. Szwedzka 4-6	9.30-17.00
128.	Nowy Targ	ul. Królowej Jadwigi 17	10.00 – 17.00
129.	Nowy Targ	al. Tysiąclecia 44	9.30-17.00
130.	Nowy Tomyśl	ul. Poznańska 13	9.30-17.00
131.	Oborniki	ul. Piłsudskiego 2	10.00-17.00
132.	Oborniki Śląskie	ul. Dworcowa 33	10.00-17.00
133.	Oleśnica	Rynek-Ratusz	9.00-17.00
134.	Olsztyn	ul. Piłsudskiego 44a	10.00-17.00
135.	Olsztyn	pl. Bema 1	9.30-16.30
136.	Olsztyn	ul. Bp. T. Wilczyńskiego 25d	10.00-17.00
137.	Olsztyn	ul. Seweryna Pieniężnego 14	10.00-17.00
138.	Olsztyn	Al. Wojska Polskiego 62	10.00 – 17.00
139.	Oława	ul. 3 Maja 2a	9.00-17.00
140.	Opole	ul. Ozimska 6	9.00-18.00
141.	Ostrołęka	ul. Inwalidów Wojennych 6	10.00-17.00
142.	Ostrowiec Świętokrzyski	ul. Okólna 5a	9.30-17.00
143.	Ostrów Wielkopolski	Plac Bankowy 1	9.00-17.00
144.	Ostrów Wielkopolski	ul. Raszkowska 29	9.30-17.00
145.	Ostrzeszów	ul. Zamkowa 20	9.00-17.00
146.	Oświęcim	ul. Piastowska 5	9.30-17.00
147.	Paczków	Rynek 11	9.00-16.30

148.	Piła	ul. Konstytucji 3 Maja 4	10.00-18.00
149.	Piła	ul. Sikorskiego 81	9.00-17.00
150.	Piotrków Trybunalski	ul. J. Słowackiego 67	11.00 – 16.30
151.	Płock	ul. Kolegialna 22	8.00-17.00
152.	Pobiedziska	ul. Rynek 15	10.00-17.00
153.	Polkowice	Rynek 41 B	9.00 – 17.00
154.	Poznań	ul. Jugosłowiańska 10	9.30-17.30
155.	Poznań	ul. Powstańców Wlkp.16	8.00-18.00
156.	Poznań	ul. Św. Marcin 66/72	9.00-18.00
157.	Poznań	Plac Wolności 15	8.00-18.00
158.	Poznań	ul. Gronowa 22	10.00-18.00
159.	Poznań	Plac Andersa 5	9.00-18.00
160.	Poznań	ul. Dąbrowskiego 461	10.00-17.00
161.	Poznań	ul. Garbary 71	10.00-17.00
162.	Poznań	ul. Seweryna Mielżyńskiego 14	9.30-17.00
163.	Poznań	ul. Żniwna 3	10.00-17.00
164.	Prudnik	ul. Piastowska 18	9.00-17.00
165.	Pruszcz Gdański	ul. Wita Stwosza 3	9.30-16.30
166.	Przemyśl	ul. Aleksandra Dworskiego 8	9.30-17.00
167.	Pszczyna	ul. Piastowska 2	9.30-17.00
168.	Puławy	ul. Piłsudskiego 58	9.30-17.00
169.	Radlin	ul. Józefa Rymera 15	9.00-16.00
170.	Radom	ul. Stefana Żeromskiego 41	9.00-18.00
171.	Radom	ul. Żermoskiego 72	9.30-17.00
172.	Radom	ul. Bolesława Chrobrego 39	10.30-18.00
173.	Rawicz	Rynek 18	9.30-17.00

174.	Rybnik	ul. Zamkowa 3	9.30-17.00
175.	Rzeszów	al. Józefa Piłsudskiego 32	9.00-17.00
176.	Rzeszów	ul. Słowackiego 16	9.30-17.00
177.	Sanok	ul. 3 Maja 23	9.00-17.00
178.	Siedlce	ul. Pułaskiego 14	10.00-17.00
179.	Siedlce	ul. Józefa Piłsudskiego 70	10.00-17.00
180.	Skawina	ul. Konopnickiej 3a	9.30-17.00
181.	Skórzewo	ul. Zakręt 11	10.00-17.00
182.	Słupca	ul. Poznańska 14	9.30 – 16.30
183.	Słupsk	pl. Dąbrowskiego 2	9.00-18.00
184.	Sosnowiec	ul. Modrzejowska 17	9.00-16.00
185.	Sosnowiec	ul. Małachowskiego 1a	9.30-16.30
186.	Stargard Szczeciński	ul. Tadeusza Kościuszki 22	9.30-17.00
187.	Starogard Gdański	ul. Hallera 16	9.30-16.30
188.	Strzegom	ul. Kościuszki 14	9.00-17.00
189.	Strzelce Opolskie	ul. Zamkowa 1	9.00-17.00
190.	Strzelin	ul. Książąt Brzeskich 7	9.00-17.00
191.	Sulechów	al. Niepodległości 5	9.30-17.00
192.	Sulęcin	Plac Czarnieckiego 16	9.30-17.00
193.	Suwałki	ul. Kościuszki 49	8.00-17.00
194.	Suwałki	ul. Sejneńska 2	9.30-17.00
195.	Szamotuły	ul. Dworcowa 27	9.30-17.00
196.	Szczecin	ul. Matejki 22	9.00-18.00
197.	Szczecin	ul. Jagiellońska 37a	9.00-16.30
198.	Szczecin	ul. Śląska 43a	9.30-17.00
199.	Szczecin	ul. Krakowska 67/68	9.30-17.00

200.	Szczecin	ul. Mickiewicza 142	9.30-17.00
201.	Szczecin-Dąbie	ul. Emilii Gierczak 24/25	10.00-17.30
202.	Szczecinek	pl. Wolności 11	9.00-17.00
203.	Szklarska Poręba	ul. Jedności Narodowej 16	10.00-17.00
204.	Szprotawa	Rynek 12	9.30-16.30
205.	Śrem	Plac 20 Października 31	9.30-17.00
206.	Środa Śląska	ul. Wrocławska 11a	9.00-17.00
207.	Świdnica	pl. 1000-lecia Państwa Polskiego 1	9.00-17.00
208.	Świdwin	ul.1 Maja 24	9.00-16.30
209.	Świebodzice	al. Lipowe 5	9.00-17.00
210.	Świebodzin	ul. Głogowska 8	10.00-17.00
211.	Świeradów Zdrój	ul. Zdrojowa 6	9.30-16.30
212.	Tarnobrzeg	ul. 1 Maja 6	9.00-17.00
213.	Tarnów	ul. Bitwy o Wał Pomorski 6	9.30-17.30
214.	Tarnów	ul. I. Mościckiego 25	9.30-17.00
215.	Toruń	ul. Krasińskiego 2	9.30-17.00
216.	Trzcianka	ul. Kościuszki 1/2	9.30-17.00
217.	Trzebnica	ul. Ks. Dziekana Wawrzyńca Bochenka 71	9.30-17.00
218.	Tychy	ul. Bałuckiego 4	9.00-17.00
219.	Tychy	ul. Dmowskiego 9	10.00-17.00
220.	Wadowice	ul. Obrońców Westerplatte 18	9.00-16.30
221.	Wałbrzych	ul. Chrobrego 7	9.00-18.00
222.	Wałbrzych	ul. Słowackiego 20 b	9.30-17.00
223.	Wałbrzych	ul. Janusza Kusocińskiego 11	10.00-17.00
224.	Wałcz	ul. Kilińszczaków 49	9.30-17.00
225.	Warszawa	ul. Kasprowicza 119a	9.00-18.00

226.	Warszawa	al. Jana Pawła II 17	9.00-18.00
227.	Warszawa	ul. Tarnowiecka 13	10.30-18.00
228.	Warszawa	ul. Kondratowicza 35	9.00 – 18.00
229.	Warszawa	Pl. Zbawiciela 2	9.00-18.00
230.	Warszawa	pl. Inwalidów 4/6/8	10.30-18.00
231.	Warszawa	ul. Sobieskiego 60	9.00-18.00
232.	Warszawa	ul. Marszałkowska 142	9.00-18.00
233.	Warszawa	ul. Modlińska 199a	10.30-18.00
234.	Warszawa	ul. Puławska 62/64	10.30-18.00
235.	Warszawa	ul. Marcina Kasprzaka 22	9.00-18.00
236.	Warszawa	pl. Powstańców Warszawy 2	9.00-18.00
237.	Warszawa	ul. Konstancińska 2	10.30-18.00
238.	Wągrowiec	ul. Jeżyka 2C	9.30-16.30
239.	Wieliczka	Pl. Kościuszki 2	9.30-16.30
240.	Wieruszów	ul. Warszawska 75a	9.30-16.30
241.	Włocławek	ul. Kościuszki 6	8.00-17.00
242.	Wolsztyn	Rynek 7	9.30-17.00
243.	Wołów	ul. Rynek 1-4	9.30-17.00
244.	Wrocław	Rynek 9/11	8.00-19.00
245.	Wrocław	ul. Kuźnicza 17-19	9.00-18.00
246.	Wrocław	Plac Kościuszki 7/8	8.00-18.00
247.	Wrocław	ul. Braniborska 14	10.00-17.00
248.	Wrocław	ul. Średzka 32/34	9.30-17.00
249.	Wrocław	ul. Kamienna 145	9.00-18.00
250.	Wrocław	ul. Gubińska 17	10.00-18.00
251.	Wrocław	ul. Krawiecka 3b	11.00-17.00

252.	Wrocław	ul. Bolesława Chrobrego 12-14	9.00-18.00
253.	Września	ul. Warszawska 17	9.00-17.00
254.	Wschowa	ul. Niepodległości 3a	9.00-16.30
255.	Zabrze	Pl. Teatralny 10	10.00 – 17.00
256.	Zabrze	ul. Wolności 299	9.00-16.30
257.	Ząbkowice Śląskie	ul. Legnicka 3	8.00-18.00
258.	Zgierz	ul.3 Maja 4	10.00-17.00
259.	Zgorzelec	ul. Wolności 11	9.30-17.00
260.	Zielona Góra	ul. Bankowa 5	9.00-17.00
261.	Zielona Góra	ul. Sikorskiego 9	9.30-17.00
262.	Zielona Góra	al. Niepodległości 13A	10.00-17.00
263.	Złotoryja	Rynek 5	9.00-17.00
264.	Żagań	pl. Wolności 6	9.30-17.00
265.	Żarów	ul. Gen. Sikorskiego 4	10.00-17.00
266.	Żary	ul. Wrocławska 12	9.30-17.00
267.	Żary	Rynek 6-7	9.00-16.00
268.	Żywiec	ul. Kościuszki 33a	9.30-16.30

Acceptances for the sale of ACE Shares at the Subscription Submission Points will be received during the business hours of SSP.

Investors, whose shares are deposited at the custodian bank or at the asset management companies will be allowed to submit subscription also at following location:

Bank Zachodni WBK S.A. - Dom Maklerski BZ WBK, Capital Transactions Department, Warsaw, Al. Jana Pawła II 17 (X floor) phone number +48 22 586 80 97, between 9 AM – 5 PM.

Further, it is also possible to place subscriptions for the sale of ACE Shares through registered mail or courier. Where this delivery method is used, subscription orders should be addressed to:

## Bank Zachodni WBK S.A. – Dom Maklerski BZ WBK al. Jana Pawła II 17 (X ptr.) 00-854 Warszawa

the envelope must be marked: "Wezwanie – ACE S.A.".

In the event of subscriptions filed by registered mail or courier, only those subscriptions for the ACE Shares, which are submitted in accordance with the template of the subscription form provided by the Broker, with signatures authenticated in accordance with the binding procedure described in point 32 below, and received by the Broker not later than 5:00 pm CET on the last day of the subscription period, shall be deemed valid (or on the date indicated by the Offeror in case of extension of the subscription period).

Copies of the Tender Offer document and all necessary forms on which subscriptions are to be made, are available at the above-mentioned Subscription Submission Points.

### 20. The dates on which the offeror will acquire shares during the Tender Offer is pending from persons tendering their ACE Shares

Subject to the provisions of the sections which follow, the transactions as a result of which the Offeror will acquire the ACE Shares subject to the Tender Offer, will be made not later than on the third business day after the end of the acceptance period, that is in the case of no extension of the acceptance period not later than on December 21<sup>st</sup>, 2015. The transactions referred to above will be settled not later than within three business days of their date.

The Offeror allows for the possibility of acquisition of the ACE Shares before the lapse of the acceptance period. The acquisition transactions , should the Offeror decide to use the option of earlier acquisition, will be made on the WSE not earlier than on the third business day of the date of publication of the information about the Offeror's decision on earlier acquisition of the ACE Shares, however not later than on the last day of the acceptance period.

The information about the Offeror's decision on taking advantage of the possibility to acquire the ACE Shares before the lapse of the acceptance period together with a specific date of such transactions will be forwarded to the Polish news agency and published in at least one Polish nationwide newspaper, not later than within two business days after the Offeror's decision on earlier acquisition of the ACE Shares.

The Broker should publicly announce the information about the number of ACE Shares subject to transactions executed during and after end of subscription period each time by way of forwarding it to the Polish news agency as of the day of execution of the given transaction and making it available in the places of subscription acceptance.

### 21. Procedure and manner of payment by the Offeror for the acquired shares other than dematerialized shares

Not applicable, since all ACE Shares are dematerialized.

22. Indication whether the Offeror is a dependent entity of the issuer of the shares being subject to the Tender Offer, with a description of the nature of this dependence

The Offeror is not a dependent entity of the issuer of ACE Shares.

23. Indication whether the purchasing entity is a dependent entity of the issuer of the shares being subject to the Tender Offer, with a description of the nature of such dependence

The Offeror is the only entity purchasing ACE Shares under the Tender Offer and based on the information included in Section 22, it is not the dependent entity of the issuer of ACE Shares.

24. The purchasing entity's statement that all *conditiones iuris* to the acquisition of shares in the Tender Offer have been met and/or on its receipt of a notification of no objection to the acquisition of such shares or a decision of the pertinent body granting consent to such acquisition, or an indication that the Tender Offer is announced on the condition that appropriate *conditiones iuris* shall have been met, and/or decisions or notifications shall have been obtained, together with the deadline by which these *conditiones iuris*, decisions or notifications relating to acquisition of shares should occur, not later than the closing of the acceptance period under the Tender Offer.

The Tender Offer is subject to receipt of unconditional consents of the competent antimonopoly offices to the acquisition of ACE Shares.

The competent antimonopoly offices are expected to grant all the said consents no later than on the last day of the acceptance period, i.e. no later than on December 16<sup>th</sup> 2015, which date may be postponed until 15<sup>th</sup> March 2016 if the said consents have not been granted by the said deadline (cf. Section 11).

Information on whether or not the aforementioned condition has been met and on whether or not the Offeror decided to purchase ACE Shares under the Tender Offer despite the non-fulfillment of the aforementioned condition will be submitted to a news agency immediately, no later than on the first business day following the last day of the acceptance period and published in at least one nationwide daily newspaper no later than within two business days following the date on which such condition has been fulfilled.

The Offeror reserves the right to take a decision on acquisition of ACE Shares in the Tender Offer under Art. 98 of the Act of 16<sup>th</sup> February 2007 on protection of competition and consumers (Journal of Laws of 2007, No. 50 Item 331 as amended) despite the non-fulfillment of the legal condition by the above-mentioned deadline or extension of the period of acceptance of subscriptions pursuant to § 7 Sec. 3 Point 1 of the Regulation.

25. Indication of conditions under which the Tender Offer is announced, indication whether the Offeror predicts the possibility of acquiring the shares under the Tender Offer despite the non-fulfillment of the stipulated condition and indication of the deadline by which the condition should be fulfilled, not later than the closing of the acceptance period under the Tender Offer.

The Offeror acquisition of the ACE Shares in the Tender Offer is subject to condition that at least 95.000003532651% of all ACE Shares, i.e. at least 20,168,990 ACE Shares have been tendered and to receipt of unconditional consents of the competent antimonopoly offices to the acquisition of ACE Shares.

The Offeror reserves the right to take a decision on acquisition of ACE Shares in the Tender Offer despite the non-fulfillment of the above conditions, i.e. in the situation where during the acceptance period less than minimal number of ACE Shares (i.e. less than 20,168,990 ACE Shares) is tendered or, as indicated in Section 24, non-fulfillment of the condition pertaining to the consents of the competent antimonopoly offices.

Information on whether or not the aforementioned conditions have been met and on whether or not the Offeror decided to purchase ACE Shares under the Tender Offer despite the non-fulfilment of the above conditions will be submitted to a news agency immediately, no later than on the first business day following the last day of the acceptance period and published in at least nationwide daily newspaper no later than within two business days following the date on which such condition has been fulfilled.

### 26. Detailed intentions of the Offeror with respect to the company whose shares are subject to the Tender Offer

The Offeror is a Mexican company traded on the Mexican Stock Exchange that manufactures and markets products for the Autoparts, Construction (flooring in ceramic and porcelain, water heaters and pipe fittings in plastic and iron) and Houseware (diverse products for tableware and kitchenware) business sectors. The Offeror, with its subsidiaries active in the Autoparts' manufacturing business (together, "GIS") is the manufacturing leader in Mexico of grey and ductile iron for automotive brake, motor, transmission and suspension systems and other components for on-highway, railroad, domestic appliance and agricultural industries.

The Offeror is currently a significant iron casting supplier in North America, with expertise on products such as crankshafts, steering knuckles, disc brakes (rotors) and calipers & brackets for brake systems. The acquisition of ACE (and indirectly its subsidiaries) would be an effective way to build a stronger global platform for manufacturing of the components for automobile brake systems, such as cast iron brackets. It will also be a manner to strongly enter into aluminum castings produced in gravity process for automobile brake components, such as calipers and master cylinders.

The following is a brief description of the potential synergies between GIS and ACE, that may be accomplished:

- GIS and ACE could benefit from sharing innovation skills in manufacturing and products development.
- GIS' solid finances will support ACE capital and financial structure.
- GIS is committed to people development and training, and sees many opportunities for the management and employees of both ACE and GIS through best practice transfer. Since GIS has no other manufacturing operations of this nature outside of Mexico, GIS does not plan to make any significant changes with

respect to the employment level in ACE.

The Offeror intends to acquire at least of 95% of all ACE Shares and does not preclude "squeezing out" minority shareholders and delisting the Company following the Tender Offer, in compliance with all applicable regulations.

27. Detailed intentions of the purchasing entity with respect to the company whose shares are subject to the Tender Offer

The Offeror is the only entity purchasing ACE Shares under the Tender Offer. The relevant information is provided in Section 26 above.

28. Indication of the possibility of withdrawing from the Tender Offer

As specified in Art. 77.3 of the Law, the Offeror may withdraw from the Tender Offer only if another entity launches a tender offer for all remaining ACE Shares offering an equal or higher price than offered under the Tender Offer.

29. Indication of one of the procedures described in § 8.1 of the Decree to be followed in the Tender Offer, in case of Tender Offer specified in Art. 73.1 of the Law.

Not applicable.

30. Indication of the procedure to be followed during the acquisition of shares in the event that, following a *pro rata* reduction referred to in § 8.1-2 of the Decree, fractional parts of shares remain, in the case of the Tender Offer referred to in Art. 73.1 of the Law.

Not applicable.

31. Detailed description of the performance bond referred in Art. 77.1 of the Law, its type and value, as well as information that the certificate confirming the establishment of such performance bond has been delivered to the SEC.

As required under Art. 77.1 of the Law, the Offeror has provided a performance bond in the form of a bank guarantee issued by Banco Santander (Mexico) S.A. The collateral was established for a total amount not less than 100% of the value of all the ACE Shares to be purchased by the Offeror under the Tender Offer, calculated on the basis of the Purchase Price indicated in Section 9 above. The certificate confirming the establishment of such performance bond was delivered to the Financial Supervision Commission.

#### 32. Other information provision of which the Offeror regards material

#### 32.1 Remaining conditions of the Tender Offer

The content of this Tender Offer is the only legally binding document containing the terms and conditions of the Tender Offer. The Tender Offer is directed to all shareholders of ACE.

ACE Shares tendered shall not be encumbered with a pledge, blocked, seizure in a claim securing proceeding, or an enforcement proceeding or subject to any other similar security or lien.

The subscription submitted in the Tender Offer could be withdrawn only in circumstances set out in the Decree, i.e. when other entity announces a tender for the ACE Shares and the title to the already subscribed ACE Shares has not yet been transferred to the Offeror.

#### 32.2 Own Shares

From publicly available information, published by ACE, on the day of the Tender Offer, ACE holds certain amount of ACE Shares. If as a result of the Tender Offer the Offeror will obtain the status of the dominant company over ACE and ACE will continue to hold ACE Shares, then the Offeror will indirectly acquire also ACE Shares held by the ACE.

#### 32.3 Procedure of responding to the Tender Offer

Prior to the commencement of the subscription period a detailed procedure pertaining to the subscription together with a copy of the Tender Document and draft of pertinent forms required for tendering ACE Shares in the Tender Offer shall be made available by the Broker to all investment firms and depository banks as well as they shall be available at offices of the Broker.

Shareholders who intend to subscribe for the sale of the ACE Shares and to use the SSP referred to in point 19 above, should take the following actions:

- (1) submit to entity maintaining the securities accounts, on which it has deposited its ACE Shares an instruction to block the said ACE Shares until the date of the execution of the transaction under the Tender Offer (included), as well as submit an irrevocable instruction to sell these ACE Shares to the Offeror with the validity date until the date of the execution of the transaction under the Tender Offer (included);
- (2) should also obtain a deposit certificate covering ACE Shares which are to be sold to the Offeror which should be valid until the date of the execution of the transaction under the Tender Offer (included); and;
- (3) make a subscription for the sale of ACE Shares on the document forms provided by the Broker at the SSP's, mentioned in point 19 above, within their business hours, however not later than on the last day of the subscription period (or on the date indicated by the Offeror in case of extension of the subscription period), and attached thereto the original deposit certificate referred to in point (ii) above.

A person who intends to subscribe for the sale of ACE Shares by registered mail or courier should take the following actions:

- (1) submit to entity maintaining the securities account on which it has deposited its ACE Shares an instruction to block the said ACE Shares until the date of the execution of the transaction under the Tender Offer (included),
- (2) as well as submit an irrevocable instruction to sell these ACE Shares to the Offeror with the validity date until the date of the execution of the transaction under the

Tender Offer (included). Such person must also obtain a deposit certificate covering ACE Shares which are to be sold to the Offeror, which must be valid until the date of the execution of the transaction under the Tender Offer (included); and

- (3) send through registered mail or courier the following documents by a date that ensures that the documents arrive at the Broker not later than 5:00 pm CET on the last day of the subscription period (or on the date indicated by the Offeror in case of extension of the subscription period) (included):
- original deposit certificate; and
- completed and executed form of subscription for the sale of ACE Shares; the signature of the person subscribing for the sale of Bearer Shares should be authenticated by an employee of the entity issuing the deposit certificate, by signing the form of subscription, or should be notarized.

The aforementioned documents should be mailed to:

Bank Zachodni WBK S.A. – Dom Maklerski BZ WBK al. Jana Pawła II 17 (X ptr.)
00-854 Warszawa

The envelope must be marked: "Wezwanie – ACE S.A.".

As for subscriptions filed by registered mail or courier, only those subscriptions submitted in accordance with the document forms provided by the Broker, signed in accordance with the procedure discussed above, and received by the Broker not later than 5:00 pm CET on the last day of the subscription period shall be deemed to be valid (or on the date indicated by the Offeror in case of extension of the subscription period).

The subscription may be made only by the owner of ACE Shares, by its statutory representative or through the intermediary of an attorney-in-fact. Power of attorney should be executed in writing and authenticated by the entity that issued the deposit certificate or pursuant to a power of attorney drawn up in the form of a notary deed or notarized.

Persons considering submitting subscription for the sale of ACE Shares under the Tender Offer should investigate the time required to complete all aforementioned actions. The subscriptions for the sale of ACE Shares which will be delivered to the Broker after the cut-off time specified above shall not be accepted. The Broker shall not assume any liability for not processing any subscriptions it has received after the close of the subscription period.

By signing the subscription form, the person subscribing for the sale makes a statement of will to the effect that he/she accepts the terms and conditions set out herein.

Before commencement of the subscription period, the forms of the documents referred to above shall be made available to brokerage houses and to the custodian banks, all these institutions maintaining securities accounts and being members of the NDS. The forms of the documents shall be available during the term of the subscription period at the SSP, referred to in point 19 above.

Under this Tender Offer, only those subscriptions will be accepted that conform to the forms of the documents distributed by the Broker.

The Broker will accept the subscriptions after verifying whether the person placing the subscription or the person on whose behalf the subscription has been made owns ACE Shares and whether such ACE Shares have been blocked. In absence of a confirmation that ACE Shares are blocked on the securities account or on any other similar account or that a deposit certificate was issued, the ACE Shares subscribed for and entered into the subscription register shall not be subject to the Tender Offer.

The transactions shall only be effective with respect to ACE Shares, subscribed for in the manner that fulfils conditions described in the Tender Offer document.

The above mentioned forms of documents should be prepared and signed validly, otherwise they will be ineffective.

Submitting a sale order for the ACE Shares through a proxy may be carried out on the basis of a written power of attorney with the principal's signature certified by an employee of a Subscription Submission Point or by the entity which has issued the deposit certificate, or on the basis of a power of attorney drawn up in the form of a notarial deed or with the signature certified by a notary.

The power of attorney should authorize its holder to:

- (i) place the ACE Shares into lock-up for the period until the transaction execution date, inclusive, and to submit a sale order for the ACE Shares on the terms and conditions specified in the Tender Offer;
- (ii) collect the deposit certificate issued by the entity with which the ACE Shares are deposited
- (iii) submit the deposit certificate and to place an order for the sale of the ACE Shares in the places accepting orders for the sale of the ACE Shares,

The natural persons responding to the Tender Offer must present in the Subscription Submission Point to the person receiving the subscription the identity document (identity card or passport) and the natural persons representing the legal entities or organizational units with no legal personality, must additionally present up-to-date excerpt from the proper register or other document confirming the right of such person to act on behalf of such legal entity or organizational unit with no legal personality (if such authorization does not result from the excerpt from the proper register).

The employees of banks managing the securities accounts who make subscriptions on behalf of their Clients - holders of the securities accounts, must be properly authorized by the banks' authorities to make such subscriptions and should have power of attorneys issued by the Clients.

By signing the subscription form, the person submitting a subscription makes an irrevocable declaration of will, accepts the terms set forth in the Tender Offer and consents to the processing of their personal data to the extent necessary to execute all the actions associated with the Tender Offer (the subscription form for the sale of the ACE Shares under the Tender Offer contains the relevant statement).

The transaction of purchasing the ACE Shares being the object of this Tender Offer shall be executed no later than on the third business day following the end of the acceptance period of subscriptions for the sale of the ACE Shares under the Tender Offer and settled no later than on the third business day following the transaction execution.

The order-forms for the sale of the ACE Shares will be available in the Subscription Submission Points listed in section 19 hereof during the period of the Tender Offer and will also be made available to brokerage houses and custodian banks maintaining the securities accounts.

The text of this Tender Offer will also be available on the website of the Broker: www.dmbzwbk.pl

All additional information on the procedure of placing orders in response to this Tender Offer can be obtained in person at the Subscription Submission Points listed in section 19 of this Tender Offer or by telephone from the Broker under the following numbers: (+48 61) 856 46 50, (+48 22) 586 85 64, (+48 61) 856 48 83, (+48 61) 856 57 71.

On behalf of the Offeror being the only acquiring entity	On behalf of the Broker
Andrzej Motyka	Piotr Wiła
Attorney-in-fact	Attorney-in-fact
	Anna Kucharska
	Attorney-in-fact