

CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT TO THE PUBLIC SHAREHOLDERS OF FEDERAL-MOGUL GOETZE (INDIA) LIMITED UNDER REGULATIONS 3(1), 4 AND 5(1) READ WITH REGULATIONS 13(2)(e), 14 AND 15(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AND SUBSEQUENT AMENDMENTS THERETO

FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

FEDERAL-MOGUL GOETZE (INDIA) LIMITED

CIN: L74899DL1954PLC002452

Registered Office: DLF Prime Towers, 10 Ground Floor, F-79 & 80, Okhla Phase - I, New Delhi, South Delhi - 110020
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Open offer for acquisition of up to 1,39,16,676 (One Crore Thirty Nine Lakh Sixteen Thousand Six Hundred and Seventy Six) fully paid-up equity shares having a face value of INR 10 (Indian Rupees Ten only) each, representing 25.02% (Twenty Five Point Zero Two Percent) of the Voting Share Capital of Federal-Mogul Goetze (India) Limited ("Target Company") (as on the 10th (tenth) Working Day from the closure of the tendering period for the Offer) from all the Public Shareholders of the Target Company by Pegasus Holdings III, LLC, a Delaware limited liability company ("Acquirer"), together with Pegasus Parent, L.P. ("PAC 1"), Federal-Mogul Holdings, Ltd. ("PAC 2") and Tenneco Inc. ("PAC 3") as the persons acting in concert with the Acquirer ("Open Offer" or "Offer"). PAC 1, PAC 2 and PAC 3 are collectively referred to as the "PACs".

This Corrigendum to the Detailed Public Statement published on November 24, 2022 ("Corrigendum") is being issued by BoFA Securities India Limited, the Manager to this Offer ("Manager"), for and on behalf of the Acquirer and the PACs in compliance with Regulation 3(1), Regulation 4 and Regulation 5(1) read with Regulation 13(2)(e), Regulation 14 and Regulation 15(2) of the SEBI SAST Regulations, pursuant to the public announcement made on February 23, 2022 and the Detailed Public Statement published on November 24, 2022 ("DPS") in all editions of Financial Express (English) and Jansatta (Hindi), and Mumbai edition of Navshakti (Marathi) in terms of Regulation 14(3) of the SEBI SAST Regulations.

The capitalized terms used but not defined in this Corrigendum to the DPS shall have the same meaning assigned to them in the DPS.

THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY ARE REQUESTED TO NOTE THE FOLLOWING REVISIONS WITH RESPECT TO THE DPS:

- The following amendments shall be considered to be made to the DPS, and these will also be suitably reflected in the draft Letter of Offer, at all relevant places:
 - The existing Note 1 to paragraph 5 of Section IV (OFFER PRICE) of the DPS shall be replaced with the following:
 - "In terms of Regulation 8(5) of the SEBI SAST Regulations, an indirect acquisition where: (a) the proportionate net asset value of the target company, as a percentage of the consolidated net asset value of the entity or business being acquired; (b) the proportionate sales turnover of the target company, as a percentage of the consolidated sales turnover of the entity or business being acquired; or (c) the proportionate market capitalization of the target company, as a percentage of the enterprise value for the entity or business being acquired, is in excess of 15%, on the basis of the most recent audited annual financial statements, the acquirer is required to compute and disclose the per equity share value of the target company. As per certificate dated February 22, 2022, from B.B. & Associates, the proportionate net asset value (NAV) of the Target Company as a percentage of the consolidated net asset value of the entity or business being acquired i.e. PAC 3 (Tenneco Inc.) was in excess of 15%. Net Asset Value = total assets – total liabilities based on the recent audited annual financial statements available prior to the date of the Public Announcement, being as of March 31, 2021, for the Target Company and as of December 31, 2020 for PAC 3."
- Except as detailed in this Corrigendum, all the other terms of the DPS remain unchanged.
- The Acquirer and PACs and their respective directors (as applicable) accept full responsibility for the information contained in this Corrigendum and shall be jointly and severally responsible for the fulfillment of their obligations laid down in the SEBI SAST Regulations in respect of the Open Offer.
- A copy of this Corrigendum will also be available at SEBI website at <http://www.sebi.gov.in>.

Issued on behalf of the Acquirer and the PACs by the Manager to the Open Offer:

BOFA SECURITIES INDIA LIMITED

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Website: www.ml-india.com

SEBI Registration Number: INM000011625

For and on behalf of the Acquirer and the PACs

Pegasus Holdings III, LLC (Acquirer)

Pegasus Parent, L.P. (PAC 1)

Federal-Mogul Holdings, Ltd. (PAC 2)

Tenneco Inc. (PAC 3)

Place: Mumbai

Date: November 29, 2022