

Technology with Vision

HELLA Q1 FY 15/16 Roadshow



October, 2015

HF-7761DE_C (2012-12)

HELLA – Q1 FY 15/16 Roadshow Agenda

- HELLA at a Glance
- Drivers for future Growth
- Financial Performance FY 14/15
- Results Q1 FY 15/16
 - ANNEX



Market and technology leadership as key strategic principles HELLA at a glance

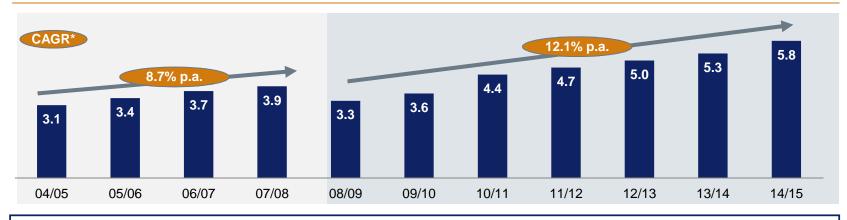
| | | Sales / EBIT Margin 2014/15* (€bn) / (%) |
|--|--|--|
| Group | Partner of the automotive industry and the aftermarket for over 100 years ~32,000 employees, thereof ~6,000 in R&D** >100 locations in >35 countries | €5.8bn / 7.6%** |
| Automotive hics Lighting | # 1 market position in LED headlamps ¹ # 3-4 global and #1-2 European market position in OE passenger car lighting ¹ | |
| Auton Electronics | # 2-3 global and # 1-2 European position in defined automotive electronic segments ¹ | ~76% €4.4bn / 8.1% |
| Aftermarket | # 1-3 in all relevant sub-segments and countries ¹ | ~19% €1.1bn / 6.5% |
| Special Applications | # 1 European market position in selected segments for main target groups ¹ | ~5% €0.3bn / 6.1% |
| External sales volume, not incl Employee figures as of May 31 Adjusted for one-off-effects relation and natival retirement program | , 2015 HELLA – Q1 FY 15/16 Roadshow, October 2015 Ated to the voluntary severance | selected |

and partial retirement program

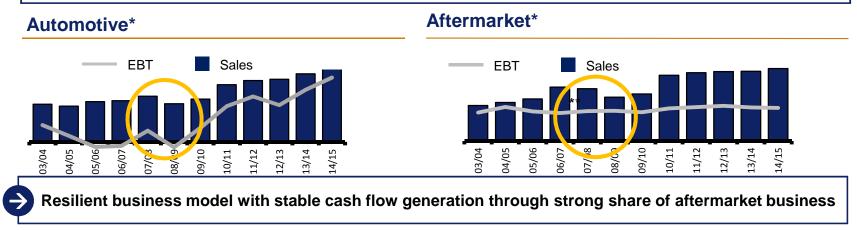
Track record of steady growth across the cycle and resilience of business model

HELLA at a glance

HELLA GROUP sales* in €bn



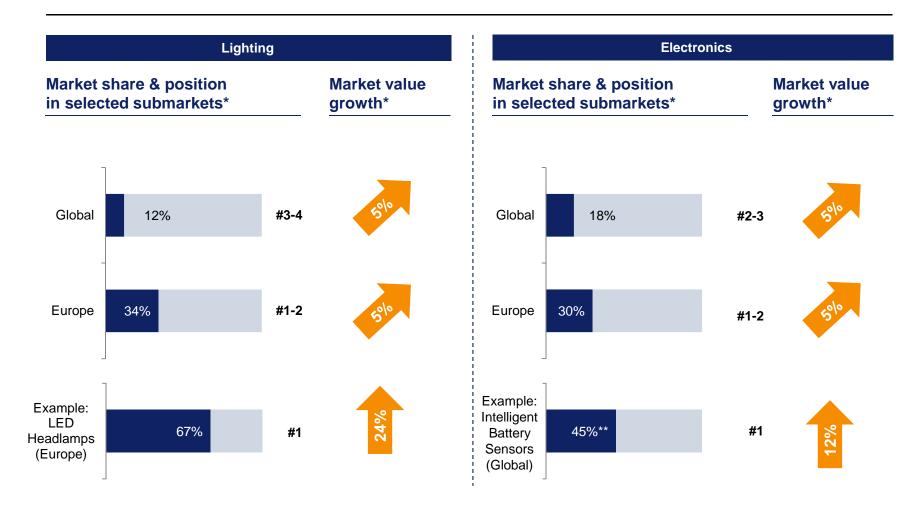
Sustainable long term growth across the cycle during the last ten years with a clear focus on organic growth (CAGR of 6.5% p.a. since FY 2004/05)



*Cumulated Annual Growth Rate; sales as reported w/o adjustments for consolidation or accounting changes,**incl. sale of Danish subsidiary Holger Christianses A/S



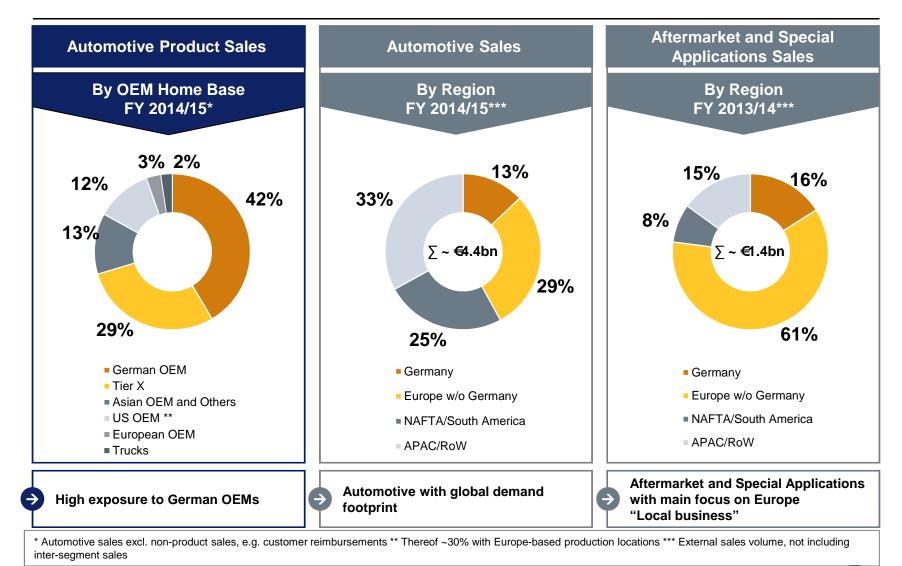
Leading market positions in lighting and electronics products HELLA at a glance



*Source: external market study commissioned by HELLA (2014), HELLA analysis; all figures relating to selected markets and product categories based on HELLA's product portfolio, as covered in the market study; Growth: CAGR 2013/14-2018/19 **Including 100% of related JV sales



Favorable customer mix and attractive regional exposure HELLA at a glance

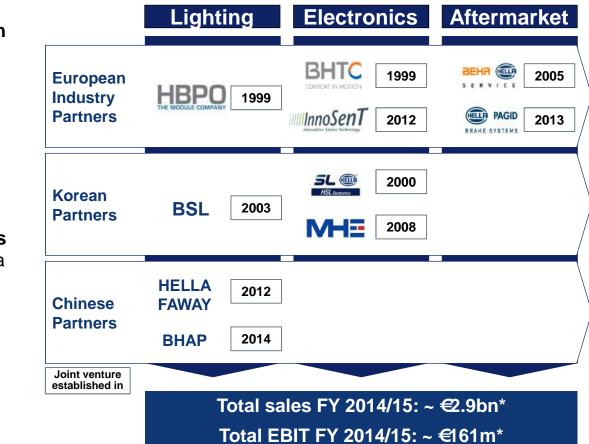




Network approach as integrated part of HELLA business model HELLA at a glance

HELLA network strategy

- → HELLA counts on JVs and partnerships for more than 15 years
- \rightarrow Key strategic rationale
 - Access to technology know-how in order to strengthen product portfolio offer
 - Access to new markets or customer groups via partners' established network
 - Economies of scale in operations, e.g. purchasing and production



Selected examples from the HELLA network

*Based on non-audited, internal IFRS reporting as of May 31, 2015; all equity accounted investments added together (on a hypothetical 100% basis, irrespective of HELLA's percentage share)

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Complete aftermarket solutions with leading market positions along the value chain

HELLA at a glance



HELLA provides the full portfolio including services and solutions and can deliver the entire value chain which generates push and pull effects

Source: external market study commissioned by HELLA (2014), HELLA analysis, *market share for selected products reviewed in study, excluding tyre business, **based on markets in which HELLA is active



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• HELLA at a Glance

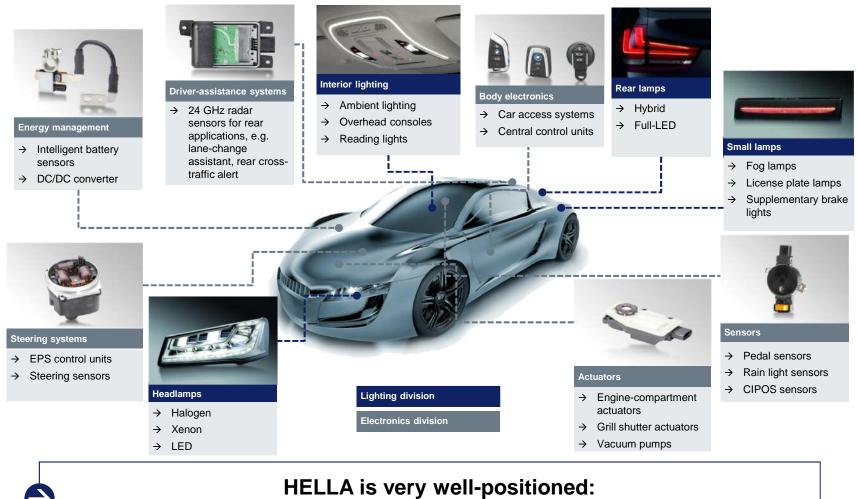
Drivers for future Growth

- Financial Performance FY 14/15
- Results Q1 FY 15/16

ANNEX



Attractive technology portfolio addresses global megatrends Drivers for future growth



Lighting and Electronics are increasingly interlinked

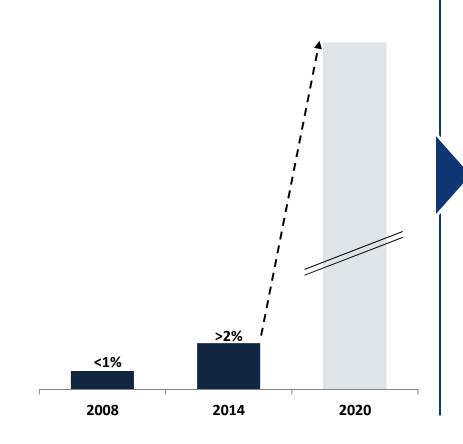
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Lighting: Megatrend LED Drivers for future growth

Global megatrend LED

Share in the global headlamp market: The LED era begins



- Establishment of LED technology in the volume segment and development of complex high-definition headlamps
- Marker light adds to road safety



 Accelerated development in the OLED segment increases scope for brand differentiation through lighting design



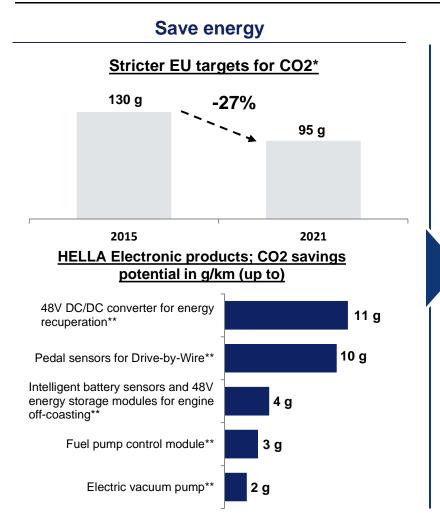
 Ambient lighting sets the stage in the passenger compartment





Electronics: Megatrend efficient driving

Drivers for future growth



HELLA electronics contributes to **achieve** the EU **targets** for CO2 emission

 Transition to efficient under-pressure provision for the braking system due to demand-oriented electric vacuum pumps



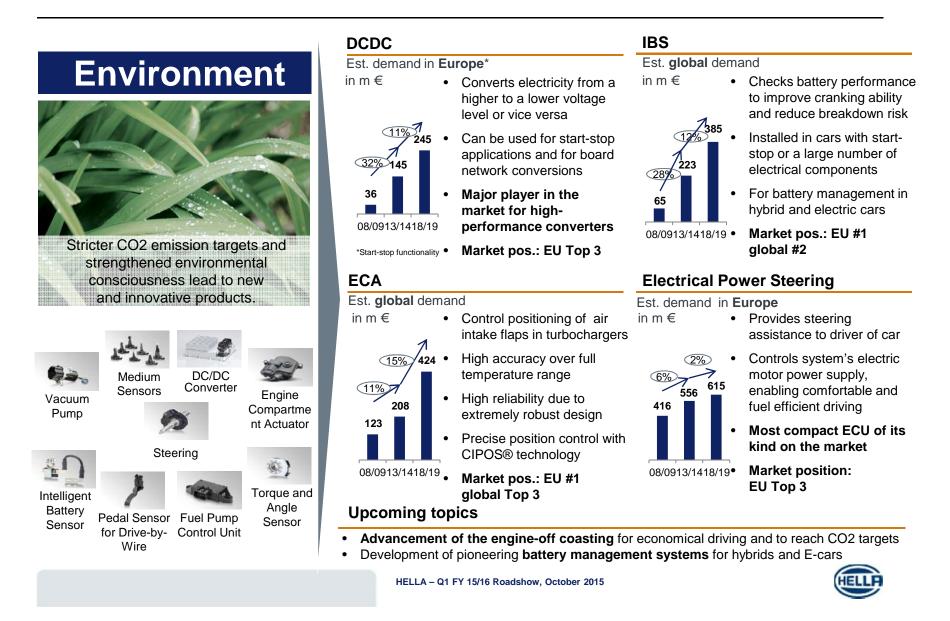
- Advancement of the engine-off coasting for economical driving and to reach CO2 targets
- Development of pioneering battery management systems for PHEV (Plug-in Hybrid Electric Vehicle) and BEV (Battery Electric Vehicle)

* Average fleet emission of new vehicles in gram/kilometer after regulations (EU) No 333/2014 of the European Parliament and of the Council of 11 March 2014 | ** CO2 savings related to the system that includes the respective component, *** CO2 savings related to the product



Electronics: Focus on Environment – Product examples

Driver for future growth



Electronics: Megatrend autonomous driving Drivers for future growth

Synthesis of safety and comfort





T



TOMORROW



Leading today: 24 GHz radar driver-assistance systems by HELLA

- Blind spot assistant
- Lane change assistant
- Pre-crash-rear assistant
- Exit assistant
- Rear-cross-traffic assistant

In the pipeline: automated parking

 Development of radar sensors for autonomous parking and reverse parking based on the identification of objects in the parking area

For the future: applications to support autonomous driving

- Development of radar sensors
 - for front-side-applications (i.e. intersection assistant)
 - for the 360° environment recognition to realize autonomous driving



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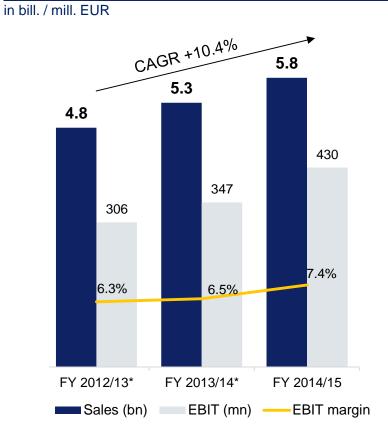
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Strong organic growth driven by globalization and innovation leadership

Financial performance FY 14/15

Profitable growth trend



Strong top-line growth

- Targeted growth trend continued in financial year 2014/15
- Organic growth along the megatends: around 5% outperformance of global automotive market

Further increase of profitability

 Substantial improvements in the automotive business

Enhanced innovation leadership

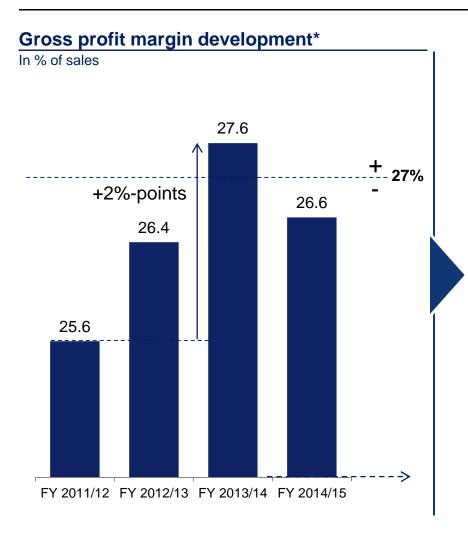
 Milestones in the electronics business with radar and sensors and new major projects in the lighting business

Further expansion of global network

 Enhanced global footprint thanks to stronger international operations particularly in the development network

*Adjusted in accordance with IAS 19, IFRS 11. Adjusted on account of reclassification of other financial results. See Note 6 to the Consolidated Financial Statement.

Gross Profit Margin improved with fluctuation around 27% Financial performance FY 14/15



Improvement of gross profit margin achieved

- Approx. 2.0%-points within 2 years until FY 2013/14
- Improvement driven by focus on scale effects based on new profitable product generations, and operational excellence

Deviations from +/- 27% driven by segment mix, one-offs and new launches in high tech products

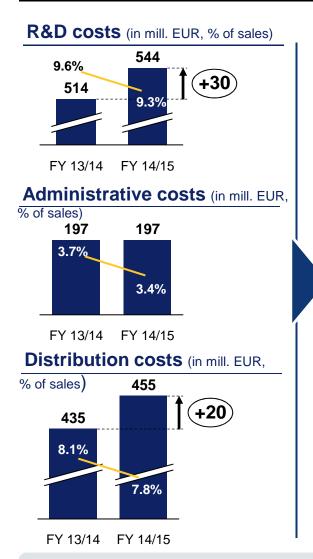
Gross profit margin of 26.6%
 FY 2014/15 especially influenced by these items

Gross profit margin **level +/-27%** regarded as **industry competitive**



^{*} FY 12/13 adjusted to reflect new IFRS 11 and IAS 19, FY 11/12 adjusted to reflect new IFRS 11

Visible improvement of main structural costs Financial performance FY 14/15



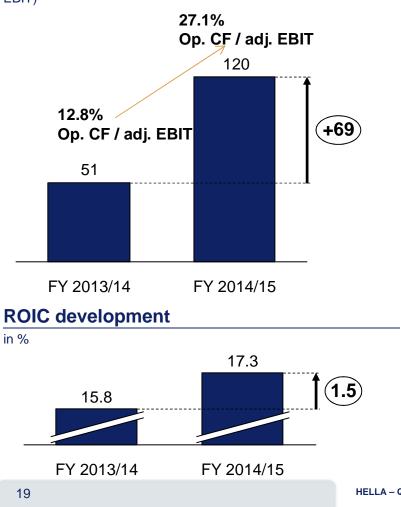
- R&D expenses increased by 30 mill. EUR to 544 mill. EUR driven by build-up of local know-how, high investment in new technologies (basic research), increased product complexity and new product categories (e.g. radar)
- R&D ratio decreased by 0.3%-points to 9.3% driven by strong top line growth
- **Capitalized R&D** at **50 mill. EUR** (vs. 35 mill EUR FY13/14)
- Administrative expenses stayed at 197 mill. EUR, ratio decreased by 0.3%-points to 3.4%
- Efficiency gains through re-location to best cost countries and shared service center as driver
- Restructuring initiatives continue in FY15/16
- Distribution expenses increased by 20 mill. EUR to 455 mill. EUR, ratio decreased by 0.3%-points to 7.8%
- Efficiencies gains, tailored cost measures as well as declining aftermarket business as drivers



Strong cash flow and ROIC improvement achieved Financial performance FY 14/15

Operative CF development

in mill. EUR and cash conversion ratio (Operative Cash Flow / adj. EBIT)



- Operative CF* increased by 69 mill. EUR to 120 mill. EUR, whereby cash settlements for restructurings of 38 mill. EUR (15 mill. EUR in FY 13/14) are excluded
- Cash conversion ratio* increased by 14.3%-points to 27.1%
- After two years of globalization initiative strong increase in line with expectations driven by profitable topline growth and under-proportional increase of cash-effective working capital
- ROIC at 17.3% (+1.5%-points** YoY)

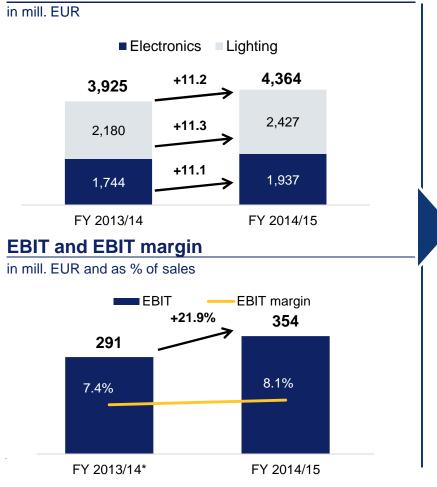
*Operative Cash Flow before dividends and net capital expenditure on financial assets or shares in associates (excluding cash restructuring payments))

**ROIC FY 13/14 at 15.8% after reclassification of income from securities and net other financial income/expenses

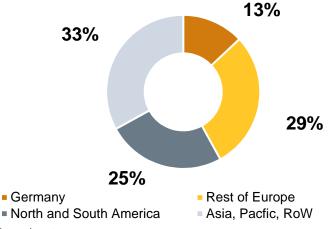


Automotive: Strong performance, significant profit growth Financial performance FY 14/15

External sales



- Attractive position with products where demand significantly outperforms market growth:
 - LED market with two-digit growth rates
 - Significant increase of electronic components in vehicles
- Strong position in the premium segment
- Advantageous position in regional markets**:

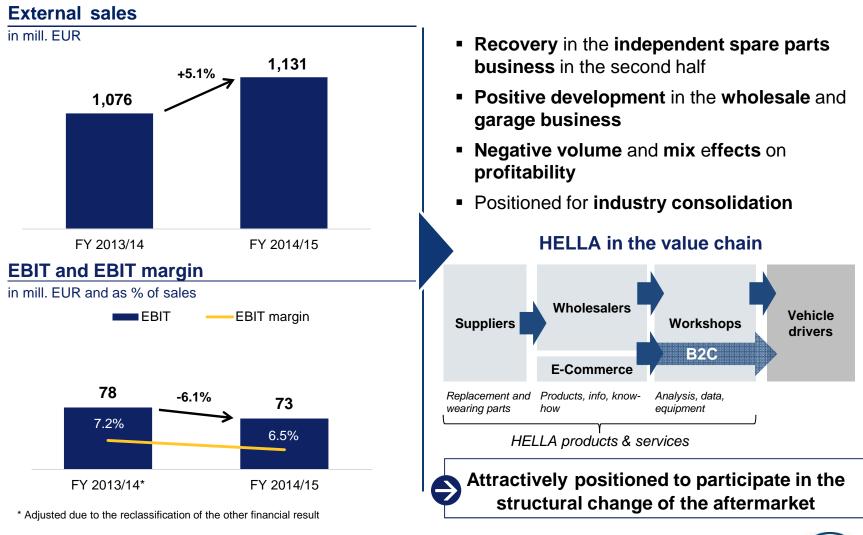


* Adjusted due to the reclassification of the other financial result | **Regional market coverage by end customers

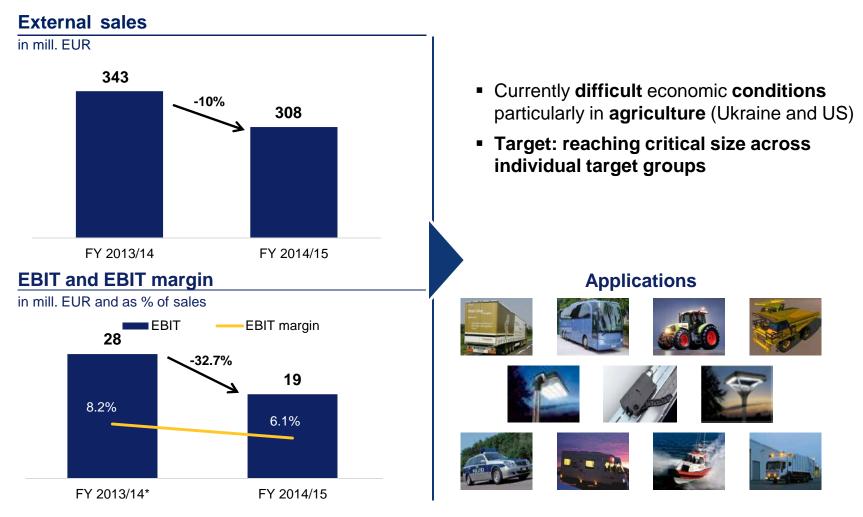
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Aftermarket: Growth in a challenging environment Financial performance FY 14/15



Special Applications: Difficult market environment Financial performance FY 14/15



* Adjusted due to the reclassification of the other financial result

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Outperforming Markets Q1 2015/16 Q1 FY 15/16

New passenger car registration (registrations in millions; growth in %) Global¹ China USA Europe 0%)→ +12% -3% +3% 14.5 14.6 3.4 4.5 4.1 4.0 4.4 3.0 Q1 FY 14/15 15/16 14/15 15/16 14/15 15/16 14/15 15/16

HELLA revenue² (in EUR millions, growth in %)

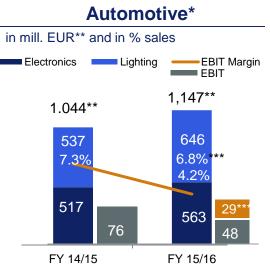
GROUP **Automotive** Asia/RoW **North/South America** Global Europe +14% +14% +10% +24% (o/w 4%FX) 496 483 364 280 439 246 294 1.443 1,318 Q1 FY14/15 Q1 FY15/16 Q1 FY Q1 FY Q1 FY Q1 FY Q1 FY Q1 FY 14/15 15/16 15/16 14/15 15/16 14/15

Source: HELLA; VDA Research 1. Approximation including only most important markets; 2. Regional market coverage by end customers

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Strong Automotive growth, Aftermarket recovery Q1 FY 15/16



- 76
 303
 48

 15
 FY 15/16
 F

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 Reco

 pics and lighting products
 florm
- Strong demand for innovative electronics and lighting products based on megatrends
- Positive demand in Europe,
 NAFTA, new product launches in China
- Tech roll-out of complex products with LED technology affects margin
- Non-recurring charges after supplier failure decrease EBIT by 29 mill. EUR



Aftermarket*

EBIT Margin

307

5.5%

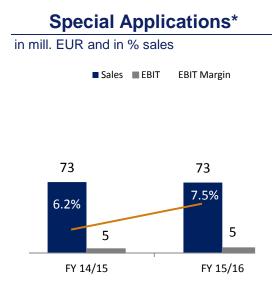
Sales EBIT

in mill, EUR and in % sales

279

5.5%

- Recovery in independent aftermarket in Europe
- Wholesale and workshop equipment business positive
- Negative product mix-effect compensated by increased distribution efficiency



- Further weak demand in Agriculture sector, however stabilization
- Outdoor lighting sales reduced
- Positive product mix affects margin

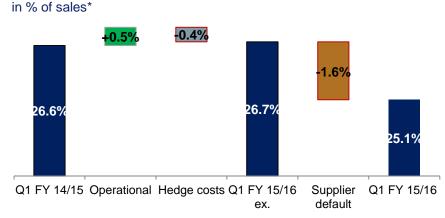
- ** Sales figures for Lighting & Electronics do not add up to Automotive sales due to sales between those two business divisions
- *** Supplier failure effect; 6.8% margin ex. supplier failure



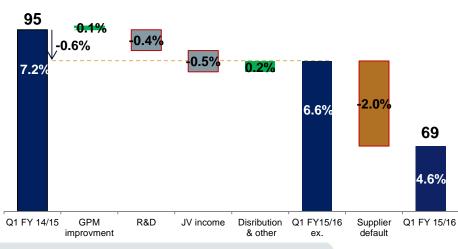
^{*} Total sales including intersegment sales

Positive Gross Profit margin development before one-offs Q1 FY 15/16

Gross Profit margin



Preliminary EBIT development



in mill. EUR and in % of sales*

Comment

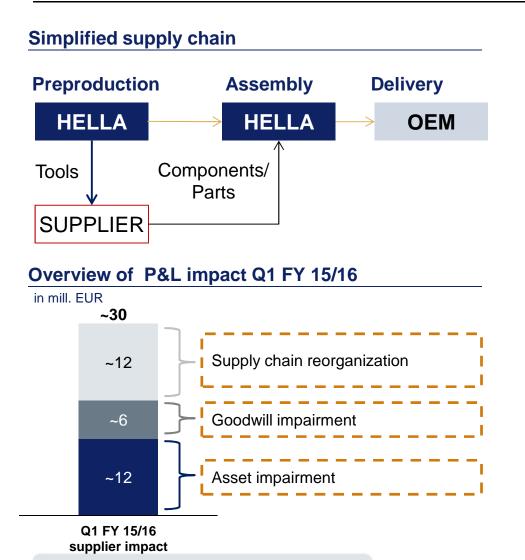
- Excluding one-off charges from the supplier default, positive gross profit margin development by +0.5%points due to operational improvements
- Negative impact of hedging costs by -0.4% YoY
- Gross profit margin improvement of 0.1%-point YoY
- Extraordinary expenses increases COGS by around 24 mill. EUR, including 12 mill. EUR asset impairment
- Gross profit margin after one-off charges at 25.1%

Comment

- Excl. one-offs, EBIT growth of around 4%, leading to a EBIT margin of 6.6%
- Decline by 0.6%-points mainly caused by higher R&D expenses and lower JV earnings.
- JV income declined by 5 mill. EUR to 8 mill EUR due to less positive sales development in Korea and additional tax payment in one JV
- Supplier failure caused 29 mill. EUR one-off charges, negative margin impact of 2.0%-points
- EBIT Q1 FY15/16 declined by ~27% to 69 mill EUR, EBIT margin declined by 2.6%-points to 4.6%
 * Differences in the presentation may arise as a result of commercial rounding



Reorganization and write-offs after supplier failure Q1 FY 15/16

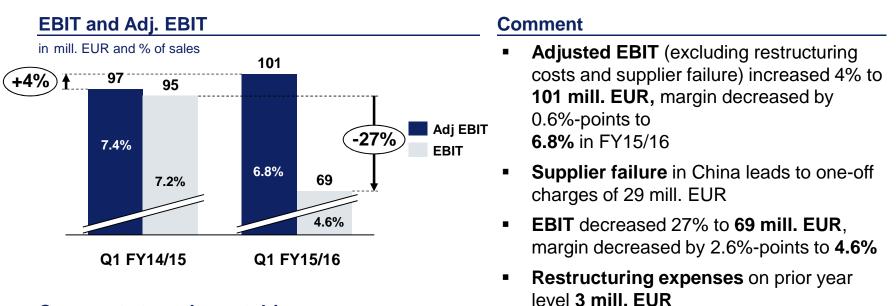


Comment

- Components with core competence produced in-house (HELLA preproduction)
- In context of supply agreement, HELLA hands over tools to supplier, which still remain HELLA/OEM property and are capitalized in HELLA balance sheet
- Supplier uses tools for parts/components delivery
- Assembly of final product by HELLA using in-house and external supplier parts
 Comment
- Failure of Chinese external supplier for injection molding components
- Despite single source situation regarded as extraordinary incident
- Additional cost to protect supply chain and customer deliveries in Q1 FY 15/16 of approximately 30 mill. EUR
- Asset and goodwill impairment at HELLA preproduction entity
- Up to 20 mill. EUR additional costs expected after Q1 FY 15/16



Q1 strained by supplier failure Q1 FY 15/16



Comments to main cost driver

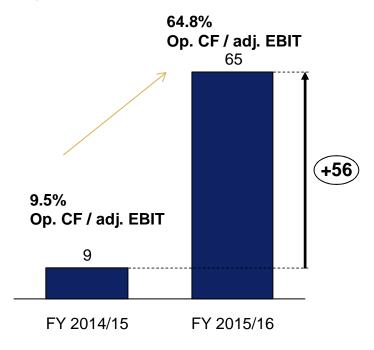
- R&D expenses increased by 23 mill. EUR to 140 mill. EUR driven by high-tech product launches, R&D effort for high order intake and a low comparable basis Q1 FY 14/15: shift of development costs in Q2 FY 14/15.
 R&D ratio increased by 0.4%-points to 9.3% to level of previous full year
- Administrative expenses with constant ratio of 3.5% after realized efficiency gains and continuing restructuring initiatives in FY15/16
- Distribution expenses ratio decreased by 0.2%-points to 7.9% due to leverage of the existing aftermarket distribution network



Operative CF improvement Q1 FY 15/16

Operative CF development

in mill. EUR and cash conversion ratio (Operative Cash Flow / adj. EBIT*)



Comment

- Operative CF* increased by 56 mill. EUR to 65 mill. EUR, whereby cash settlements for restructurings of 3 mill. EUR (3 mill. EUR in FY 14/15) are excluded
- Cash conversion ratio** increased by 55.3%-points to 64.8%
- After two years of globalization initiative strong increase in line with expectations driven by profitable top-line growth and reduced net CAPEX

* Excl. restructuring costs and one-off effect from supplier default ** Operative Cash Flow before dividends and net capital expenditure on financial assets or shares in associates (excluding cash restructuring payments and one-off effect from supplier default)



Positive growth in selected regions Q1 FY 15/16

| Region | Outlook Automotive Sales (in m pieces) | Comment |
|------------------------------------|---|--|
| Germany | +2% 3.1 2014 2015 | Positive development of new car registrations in the first months of 2015 Modest expected economic growth of approx. 1% for 2015 |
| Western Europe incl. Germany | +5% +6% 12.1 12.8 2014 2015 | Positive growth to or above pre-crises levels in most Western European countries Recovery gaining momentum in the fist 8 months of 2015 |
| USA | +6% +3% 16.9 16.4 2014 2015 | Positive growth in the first months of the calendar year 2015 of around 4% Favorable economic environment and solid domestic demand based on low fuel prices |
| China | +13% +4% 19.1 2014 2015 | Decline in economic growth during 2015, uncertainty on full year development Impairment of economic situation could influence consumption and demand for automobiles negatively |
| TOTAL | +2% ~1% 75 ~76 2014 2015 | Overall growing expectations with significant regional differences. Assumed growth includes risk assessment on global economic development |

Source: VDA, HELLA own analysis



Company specific outlook for FY 15/16 needed to be adjusted Q1 FY 15/16

| | Guidance | Comment |
|---------------------------------------|---|---|
| Sales | Growth in medium to high one- digit percentage range | Sales still expected to grow in the middle to high single-digit percentage range over the full financial year |
| One-off charges (supplier failure) | Up to 50 mill. EUR | Extraordinary strains predominantly in COGS also in remaining quarters, particularly Q2 FY 15/16 |
| EBIT | Below previous year | Drag on EBIT in the first quarter and the remainder of the year cannot be offset by strong sales development |





Thanks for your attention

Dr. Kerstin Dodel Investor Relations

 Office phone
 +49 2941 38 - 1349

 Facsimile
 +49 2941 38 - 471349

 Mobile phone
 +49 174 3343454

 E-Mail
 kerstin.dodel@hella.com

 Internet
 www.hella.com

Annex Key figures

| j ures nill. EUR if not otherwise stated | Key Financial Metrics | | |
|--|-----------------------|---------------------|--|
| | 31-Aug-15 Actual | 31-Aug-14 Actual | |
| Sales | 1,496 | 1,318 | |
| EBITDA | 175 | 174 | |
| EBIT | 69 | 95 | |
| Gross CAPEX | 129 | 174 | |
| % of Sales | 8.6% | 13.2% | |
| EPS (EUR) | 0.37 | 0.62 | |
| Operating FCF | 65 | 9 | |
| Net Debt | 68 | 423 | |
| Equity | 1,919 | 1,393 | |
| Equity Ratio | 39.7% | 30.9% | |
| Net Debt / EBITDA (LTM) | 0.1x | 0.6x | |
| Interest coverage ratio (min. 5x)* | 23.2x | 20.7x | |
| Net Debt / Equity | 0.0x | 0.3x | |

* Interest coverage and Gearing are covenants for Syn Loan



Annex Income statement – Q1 2015/16

| in mill. EUR | 3 months FY 2 | 015/16 | 3 months FY 2014/15 | | |
|--------------------------------|-------------------|--------------------|---------------------|----------------------|--|
| Sales | 1,496 | 100.0% | 1,318 | 100.0% | |
| Cost of sales | -1,121 | -74.9% | -968 | -73.4% | |
| Gross Profit | 375 | 25.1% | 350 | 26.6% | |
| Research and development costs | -140 | <mark>-9.3%</mark> | -117 | - <mark>8</mark> .9% | |
| Distribution costs | -119 | -7.9% | -108 | -8.2% | |
| Administrative costs | -52 | -3.5% | -46 | -3.5% | |
| Other income and expenses | -3 | -0.2% | 2 | 0.1% | |
| Income from associates | 8 | 0.5% | 13 | 1.0% | |
| Other income from investments | 0 | 0.0% | 0 | 0.0% | |
| EBIT | 69 | 4.6% | 95 | 7.2% | |
| Financial income | 5 | 0.3% | 4 | 0.3% | |
| Financial expenses | -15 | -1.0% | -16 | - <mark>1.2</mark> % | |
| Earnings before taxes | 59 | 4.0% | 82 | 6.2% | |
| Taxes on income | -1 <mark>6</mark> | -1.1% | - <mark>19</mark> | -1.4% | |
| Earnings for the period | 43 | 2.9% | 64 | 4.8% | |



Annex Balance sheet – Assets: August 31, 2015

| in mill. EUR | August 31, 2015 | | August 31, 2014 | |
|--|-------------------|--------|-----------------|--------|
| Cash, cash equivalents and financial assets | 1,050 | 21.7% | 1,014 | 22.5% |
| Trade receivables | 745 | 15.4% | 639 | 14.2% |
| Other receivables and non-financial assets | 1 <mark>95</mark> | 4.0% | 160 | 3.6% |
| Inventories | 658 | 13.6% | 642 | 14.2% |
| Current assets | 2,647 | 54.8% | 2,456 | 54.5% |
| Property, plant and equipment and intangible assets | 1,763 | 36.5% | 1,627 | 36.1% |
| Shares in associated companies and joint ventures and other investments | 235 | 4.9% | 225 | 5.0% |
| Other non-current assets | 188 | 3.9% | 202 | 4.5% |
| Non-current assets | 2,185 | 45.2% | 2,054 | 45.5% |
| Total assets | 4,833 | 100.0% | 4,510 | 100.0% |



Annex

Balance sheet – Equity and liabilities: August 31, 2015

| in mill. EUR | August 31, | 2015 | August 31, 2014 | |
|-----------------------------------|-------------------|--------|-----------------|----------------------|
| Financial liabilities | 68 | 1.4% | 315 | 7.0% |
| Trade payables | <mark>5</mark> 81 | 12.0% | 491 | 10.9% |
| Other liabilities | 544 | 11.2% | 472 | 10.5% |
| Provisions (current) | 80 | 1.6% | 108 | 2.4% |
| Current liabilities | 1,273 | 26.3% | 1,387 | 30.8% |
| Non-current financial liabilities | 1,050 | 21.7% | 1,122 | 24.9% |
| Deferred tax liabilities | 37 | 0.8% | 69 | 1.5% |
| Other non-current liabilities | 220 | 4.6% | 233 | 5.2% |
| Other provisions | 334 | 6.9% | 305 | 6.8% |
| Non-current liabilities | 1,641 | 33.9% | 1,729 | 38.3% |
| Total equity | 1,919 | 39.7% | 1,393 | 30. <mark>9</mark> % |
| Total equity & liabilities | 4,833 | 100.0% | 4,510 | 100.0% |



Annex Cash Flow – Q1 2015/16

| in mill. EUR | FY 2015/16 | FY 2014/15 |
|--|------------|------------|
| EBIT | 69 | 95 |
| Gross depreciation | 106 | 80 |
| Working capital changes | 21 | 27 |
| Payments received for serial production | 23 | 15 |
| Tax payments | -26 | -23 |
| Other operating activities (e.g. change in provisions) | 1 | -10 |
| Gross Capital Expenditures | -131 | -174 |
| Revenue from sale of assets | 2 | 1 |
| Operative Free Cash Flow | 65 | 9 |
| Dividends paid | -1 | C |
| Restructuring payments, Consolidation group changes, FX effects & other evaluation effects | 4 | -4 |
| Pension, Factoring, Operating Lease | -5 | -3 |
| Change in financial net debts | 63 | 2 |

- Higher operative Cash Flow mainly due to lower gross capital expenditures
- Decrease in net capex* from 159 mill. EUR to 106 mill. EUR; customer payments exceeding previous year's level (23 vs 15 mill. EUR)
- Operative Free Cash Flow of 65 mill. EUR

*Includes gross capital expenditures, less revenue from sale of assets, and less payments received for serial production



Annex

Financial Debt Structure – August 31, 2014 vs. August 31, 2015

| AFLAC Notes and Loan* 2032 7.25% Notes 2009/2014** 207 2.375% Notes 2013/2020** 207 1.25% Notes 2014/2017** 207 Loan European Investment Bank 207 Other Financial Debt, Accruals and Revaluation 207 | turity 32/33 014 020 017 015 | August 31, 2014 175 200 500 300 150 112 | Deviation 0 -200 0 0 -150 | August 31, 2015 175 0 500 300 0 |
|--|---|---|--|--|
| 7.25% Notes 2009/2014** 20 2.375% Notes 2013/2020** 20 1.25% Notes 2014/2017** 20 Loan European Investment Bank 20 Other Financial Debt, Accruals and Revaluation | 014 020 017 | 200 500 300 150 | -200 0 0 | 0 500 300 |
| 2.375% Notes 2013/2020**2021.25% Notes 2014/2017**202Loan European Investment Bank202Other Financial Debt, Accruals and Revaluation | 020 017 | 500 300 150 | 0 | 500 300 |
| 1.25% Notes 2014/2017**20Loan European Investment Bank20Other Financial Debt, Accruals and Revaluation | 017 | 300 150 | 0 | 300 |
| Loan European Investment Bank20Other Financial Debt, Accruals and Revaluation | ••• | 150 | • | |
| Other Financial Debt, Accruals and Revaluation | 015 | | -150 | 0 |
| | | 112 | | 0 |
| | | 112 | 31 | 143 |
| Gross Financial Debt | | 1,437 | -319 | 1,118 |
| Cash and cash equivalents | | 646 | 77 | 723 |
| Financial Assets | | 367 | -41 | 327 |
| Net Debt | | 423 | -355 | 68 |
| Revolving credit facility (2015-2020) of 450 mill. EUR | | | | |
| Net Debt / EBITDA (LTM) | | 0,6x | | 0,1x |
| Increase of other financial debralso additional external loans of EIB Loan repayment (150 mill. EUR for a bond maturing in Oc Refinancing and reduction of set | s of 44 m I. EUR) i October | nill. EUR in China in January 2015 a | nd redemption | n of 200 mill. |

