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Certain statements contained in these materials that are not statements of historical fact constitute forward-looking statements, notwithstanding that such statements are not specifically identified. These forward-looking statements include statements (and analyses based on such statements) related to the proposed merger of Cooper Tire & Rubber Company ("Cooper") with and into a wholly owned subsidiary of the Company (the "Merger"). Such statements are based on the Company's and Cooper's expectations, intentions, estimates and projections regarding the Company's and Cooper's future performance, anticipated events or trends and other matters that are not historical facts and may not be representative of the actual synergies that will result from the announced Merger because they are based on estimates and assumptions that are inherently subject to significant uncertainties which are difficult to predict, and accordingly, there can be no assurance that these synergies will be realized.

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Important factors could cause the Company's or Cooper's actual results, level of activity, performance or achievements to differ materially from those expressed or implied by the forward-looking statements, including, but not limited to, the risks and uncertainties discussed under the caption "Risk Factors" in Cooper's Annual Report on Form 10-K for the most recently ended fiscal year and other reports filed with the Securities and Exchange Commission and exhibits thereto. Such forward-looking statements reflect various assumptions by Cooper and/or the Company concerning anticipated results that are inherently subject to significant uncertainties and contingencies and have been included solely for illustrative purposes. The Company cautions that the foregoing list of factors is not exclusive and other new risk factors emerge from time to time that may cause actual results to differ from those contained in any forward looking statements.

All subsequent written and oral forward-looking statements concerning the proposed transaction or other matters and attributable to the Company or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements referenced above. Forward-looking statements speak only as of the date on which such statements are made. Subject to the Company's obligations under applicable law in relation to disclosure and ongoing information, the Company undertakes no obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

ADDITIONAL INFORMATION AND WHERE TO FIND IT

This communication is not a solicitation of a proxy from any stockholder of Cooper. In connection with the Merger, Cooper plans to file a proxy statement with the SEC. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THESE MATERIALS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT COOPER THE COMPANY AND THE MERGER. Cooper's shareholders may obtain a free copy of the proxy statement (when available) and other related documents filed by either company at the Commission's website at www.sec.gov. In addition, investors and security holders may obtain free copies of the documents filed with the SEC by directing a written request to: Cooper Tire & Rubber Company, 701 Lima Avenue, Findlay, Ohio 45840, c/o Jerry Long (investorrelations@coopertire.com).

The Company and its executive officers and directors may be deemed to be participants in the solicitation of proxies from the security holders of Cooper in connection with the Merger. Information about the Company's directors and executive officers is available in the Company's website at www.apollotyres.com.

Acquisition Rationale



- ✓ Game-changer for Apollo and the Industry
- ✓ Low-cost global footprint close to key end-markets
- ✓ Profitable and scaled China and North American businesses
- ✓ Complementary product portfolios
- ✓ Significant combination benefits
- ✓ Risk diversification with multiple value levers
- This transaction would be a major catalyst for Apollo's transition to a global tyre company with significant value creation opportunities for our shareholders

Industry Context and Apollo's Strategy

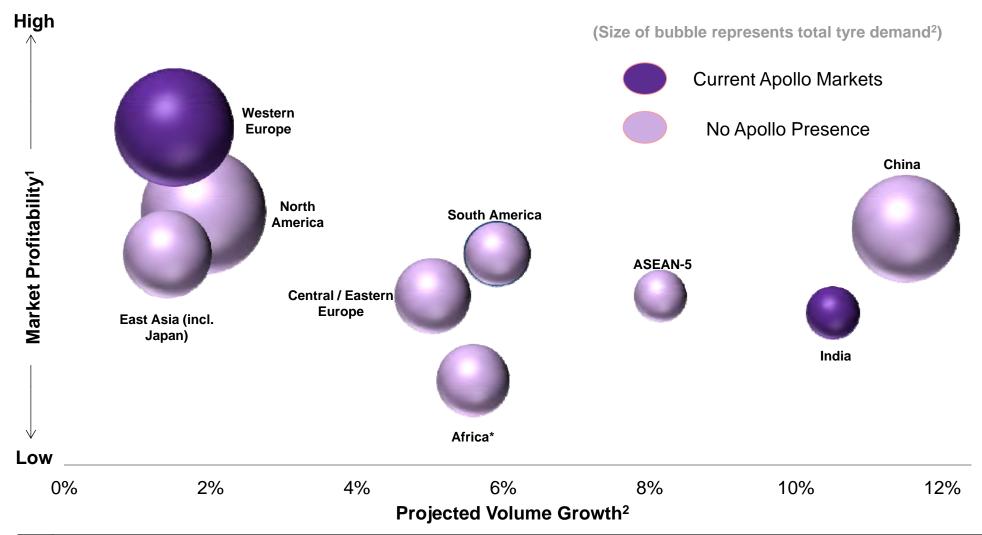


Key Industry Trend		Strategy
Consolidation: Industry consolidating over time with established global players acquiring regional players		Become an industry leader through consolidation and through organic capacity expansion near large end markets
Western Profit Pools: Deepest profit pools remain in Western markets but are dominated by large global players and volume growth is slower than developing markets	-	Access Western markets through acquisitions and by leveraging on Apollo's experience with Vredestein
Emerging Market Growth: Emerging Markets (especially China) are driving industry volume growth		Acquire and/or build a manufacturing and distribution presence in China and Southeast Asia to dominate the largest emerging markets
Low-Cost Manufacturing: Shift in manufacturing capacity towards low-cost countries		Develop a low cost global manufacturing footprint while having a near-shore presence in large developed markets
Higher Standards: Shift towards higher quality standards with regulatory changes and R&D as the primary drivers		Build world class global R&D capability and specialize towards attractive product segments

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Industry Context: Size, Growth and Profitability





Apollo currently does not participate in the world's largest emerging market (China) and the world's largest mature market (North America)

Notes: Apollo presence in South Africa not considered due to recently-announced sale of business to Sumitomo Rubber Industries; 1) Apollo management assessment based on qualitative factors; 2) Source: LMC International World Tire Forecast

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Industry Context: Competitor Actions



New Capacity Announcements by Tyre Companies (2011-2013)¹



 Yokohama setting up Tyre Plant in <u>Mississippi</u> with capacity of truck and bus tyres and plans to expand by 4x¹



 Hankook Tire announced plans for <u>its first tyre plant in the US</u> with a large investment with plans to have capacity to produce PCLT tyres by 2015²



- Continental investing in new plant in Sumter, <u>South Carolina</u>¹
- Continental eyes new factories and huge retail expansion in <u>China</u>³
- Continental expanding capacity at Slovak plant²



 Bridgestone will build a new manufacturing facility in <u>China</u>, which will begin operating in 2014¹



 Michelin investing to build new plant in Anderson, South Carolina and expand existing plant in Lexington, South Carolina.¹



Pirelli inaugurates new factory in <u>Mexico</u> with significant planned investment¹



Apollo's global competitors are aggressively scaling up manufacturing capacity and the ability to supply into North America, China, and other large end markets

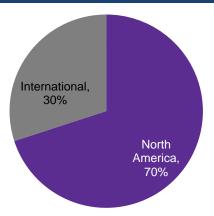
Sources: ¹ Company Press Release ² Tirebusiness.com ³ China Daily

Overview of Cooper



- Founded in 1914 and headquartered in Findlay, Ohio
- Predominantly PCR Replacement market focus with emerging presence in TBR and OEM
- 11th largest tyre manufacturer in the world with US\$4.2 billion revenue (CY2012)
- 4th largest tyre company in North America with strong presence with independent dealers and private brand distributors in the U.S.
- Scaled manufacturing footprint in China with US\$1.3 billion of revenue 20% CAGR between 2009-2012
- Emerging presence in Eastern Europe with recent acquisition in Serbia which can expand up to 7m units with investment
- Eight manufacturing plants across 3 continent with 38% of capacity in low-cost countries (China, Mexico, Serbia)





Cooper's Brands



















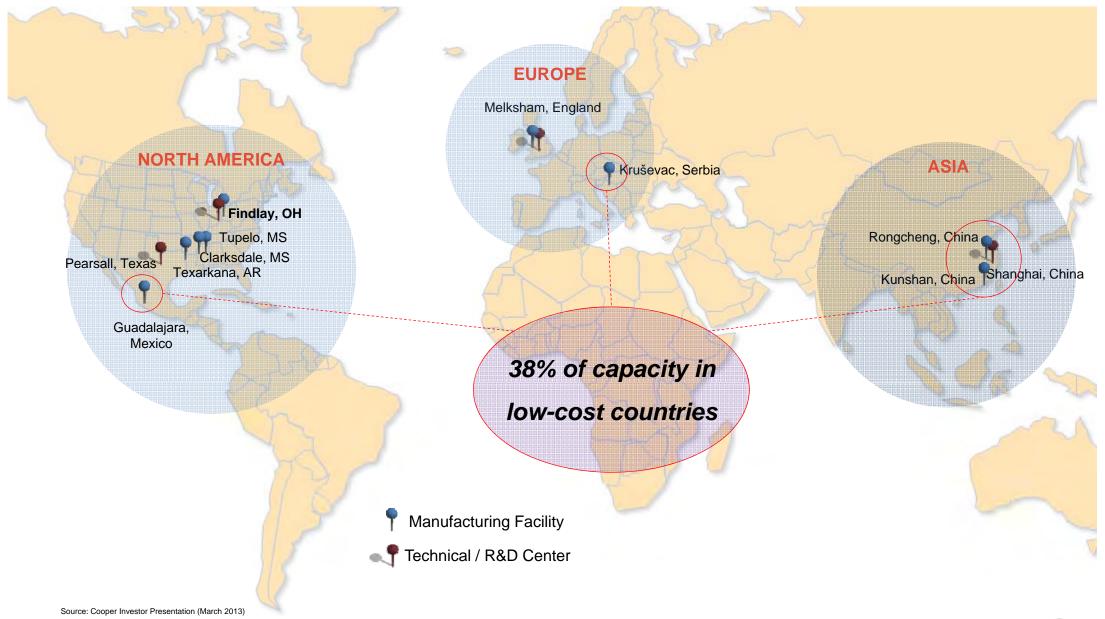
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Cooper is a global tyre company with a low cost manufacturing footprint and a scaled presence in attractive geographies (U.S. and China)

Notes: 1) Source: Cooper presentations

Overview of Cooper: Manufacturing, Distribution, and R&D Capabilities Across Key End-Markets





Overview of Cooper: Strong, Diverse Brand Portfolio





Flagship Passenger Car and Light Truck Tyre Brand

(Sold in North America, China, and Europe)



Cooper Zeon RS3-A

- Ultra High Performance (UHP) passenger car tyre
- Rated a Consumer Digest "Best Buy"
- Selected as original equipment tyres for 2013 Ford Focus SE and Titatium Models (Feb-2013)



Strong Secondary House Brands Focused on Attractive Niche Customer Segments in US and Specialty Tyres in Europe







Additional House Brands Manufactured in China for Chinese and Other Asia-Pacific Markets



Flagship Heavy Truck and Commercial Vehicle Tyre Brand

(Sold in North America)



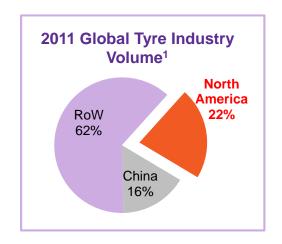
Strong Relationships with National Retail Chains and Private Label Distributors in North America

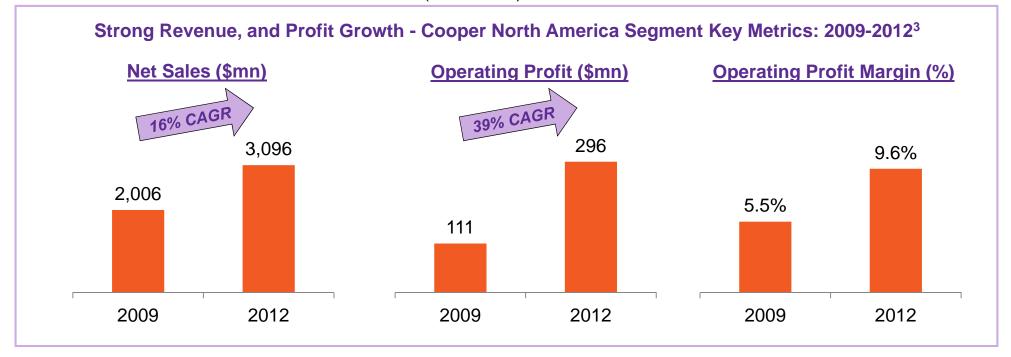
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Overview of Cooper: Strong Customer Franchise in North America



- US\$3.1 billion of revenue from North America business in 2012² with consistent market share gains across segments including a rapidly growing truck and commercial vehicle tyre business – 14% market share in US light vehicle replacement tyre market
- Strong presence across several attractive niche customer segments and sales channels including independent tire dealers, national retail chains, and private brand distributors
- North America (driven primarily by the US) is the largest end-market for tyres in the world with annual demand of 337mn units (as of 2011)¹





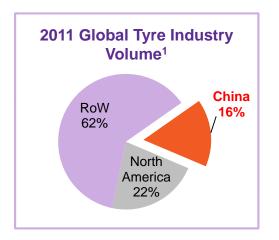
Notes: 1) Source: LMC International World Tire Forecast; 2) North America segment revenue before eliminations; 3) Source: Cooper public filings



Overview of Cooper: Scaled, Rapidly Growing, China Business



- US\$1.3 billion of revenue from Asia business in 2012²
- Strong growth in volumes, price-mix improvements, and overall profitability
- Scaled presence in China with export business and distribution network and access to domestic market and other Asia-Pacific markets (including South East Asia and Australia)
- China is the second largest end-market for tyres in the world with total demand of 248mn units (as of 2011)¹ with close to double digit volume growth





Notes: 1) Source: LMC International World Tire Forecast; 2) Cooper Tire Asia revenue before eliminations; 3) Source: Cooper presentations

An Excellent Strategic Fit





Market Presence

- India
- Europe
- South Africa

- North America
- China
- Europe

Global Supply Chain

- Plants in India, Europe and South Africa
- Proximity to raw material sources
- Relationships with several large OEMs
- Plants in North America, China, and Europe
- Significant portion (c.40%) of capacity in LCCs¹ with further expansion potential

Branding & Distribution

- Premium brand in Europe (Vredestein)
- Strong distribution networks in India and Europe
- Strong "value" brand positioning in North America and Europe
- Robust distribution network in US and China

R&D and **Technology Capabilities**

- Legacy of R&D in truck and bus radials
- Established passenger car radial R&D
- R&D capabilities across geographies
- Passenger car replacement tyre specialist for 100 years
- Strong R&D capabilities in US, China, Europe



Apollo and Cooper have complementary strengths

Notes: 1) "LCC": low-cost country

Proforma Combined Company



	apollo	COOPERTIRES	Pro Forma
Revenue ²	\$2,353mn	\$4,201mn	\$6,554mn
EBITDA	\$268mn	\$526mn	\$794mn
EBITDA Margin	11.4%	12.5%	12.1%
Mfg. Plants ³	6	8	14
Market Position	#16	#11	#7
Geographic Mix	13% 23% 65% India Europe Other	30% North America Int'l	5% 12% America India China Europe Other (Apollo Management Estimates)

The combined company will have an attractive financial profile with a scaled distribution presence and a low-cost manufacturing base across several large end markets

Notes: Financials presented are for latest available audited annual results (CY2012 for Cooper, and fiscal year ending Mar-31-2013 for Apollo); 1) Apollo financials do not include pro forma impact of sale of a portion of Apollo Tyres South Africa business to Sumitomo Rubber Industries; 2) converted at INR/US\$ fx rate of 54.4 (average fx rate for the period); 3) number of manufacturing plants has been adjusted for sale of South Africa plant to Sumitomo Rubber



Strategic Rationale for Acquiring Cooper





 A transformational transaction which will make Apollo the world's 7th largest tyre company



Scaled global manufacturing, distribution and R&D footprint

3

Complementary market presence, product portfolios, and brands

4

• Significant value created through combination

5

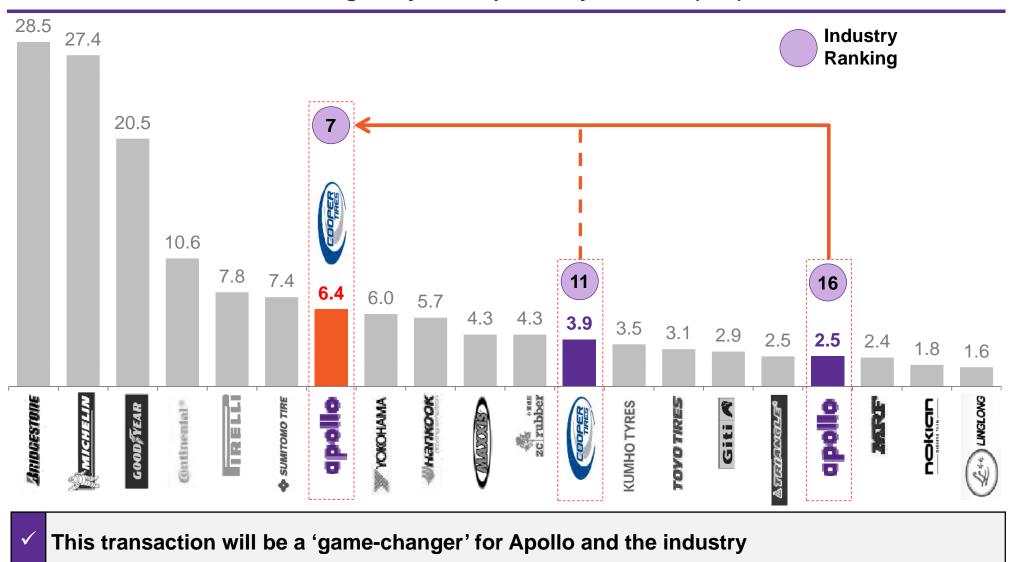
Significant growth opportunities



A Transformational Transaction



2011 Largest Tyre Companies by Revenue (\$bn)¹

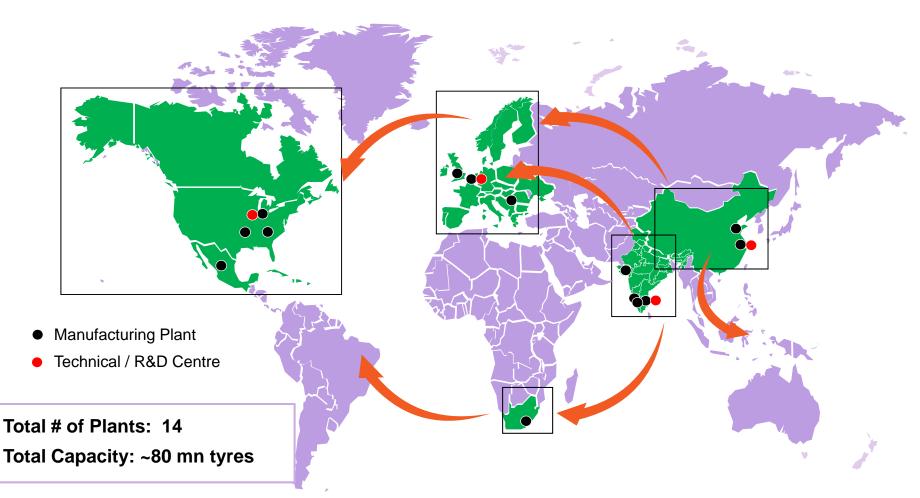




A Scaled Global Footprint



Apollo's Global Footprint (With Cooper)



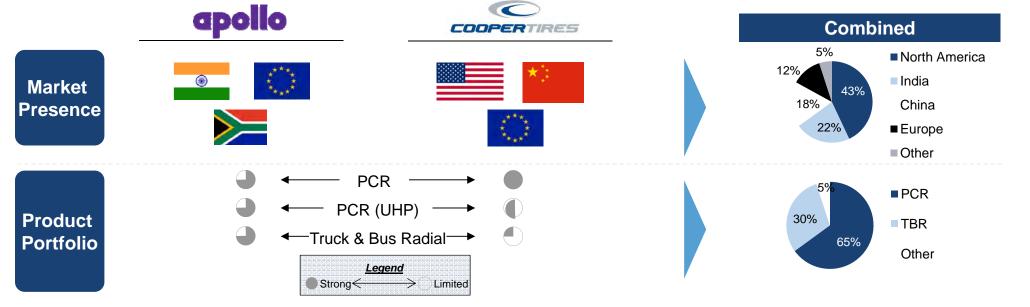
The combined company will have a manufacturing presence across four continents, with ~50% of production in low-cost countries and proximity to key end markets

Notes: Adjusted to reflect recently announced sale of a portion of Apollo's South Africa business to Sumitomo Rubber



Complementary Strengths





Combined Company Brand Portfolio

Passenger Car and Light Truck Radial

UHP / Specialty Truck & Bus Radial

ALOYA: VEDESTEIN Chengshan

MALOYA: VEDESTEIN APPOLIC

COOPERTIRES Mastercraft
TIRES

Strattfire
TYRES

ROADIASTER

The transaction will provide Apollo a comprehensive portfolio of brands across product segments and access to all key tyre markets across the world

Significant Value Created Through Combination



Key Value Creation Levers from Combination of Apollo and Cooper

NEW SALES OPPORTUNITIES

- ✓ Introduction of Apollo branded truck tyres into China and North America through Cooper's existing distribution network
- ✓ Leveraging the combined distribution network in Europe to sell Vredestein, Cooper and Apollo brands
- ✓ Leveraging Apollo and Cooper's relationships with auto manufacturers to build OE business
- ✓ Penetration of new markets such as Latin America, Russia, and East Asia by leveraging the combined manufacturing and distribution capabilities

BENEFITS OF SCALE

- ✓ Economies of scale and optimization of backoffice and other common functions including corporate management
- ✓ Sourcing benefits from improved bargaining power with raw material suppliers
- ✓ Integration of Apollo and Cooper's European sales and distribution network
- ✓ Optimization of technology and R&D spending and manufacturing improvements
- ✓ Savings in administrative and public company costs

Estimated Value Creation¹: ~\$80-120 million per annum at the EBITDA level over three years with a total one-time integration cost of ~\$40 million incurred over two years

The transaction is expected to result in significant value creation from various combination benefits and new sales opportunities

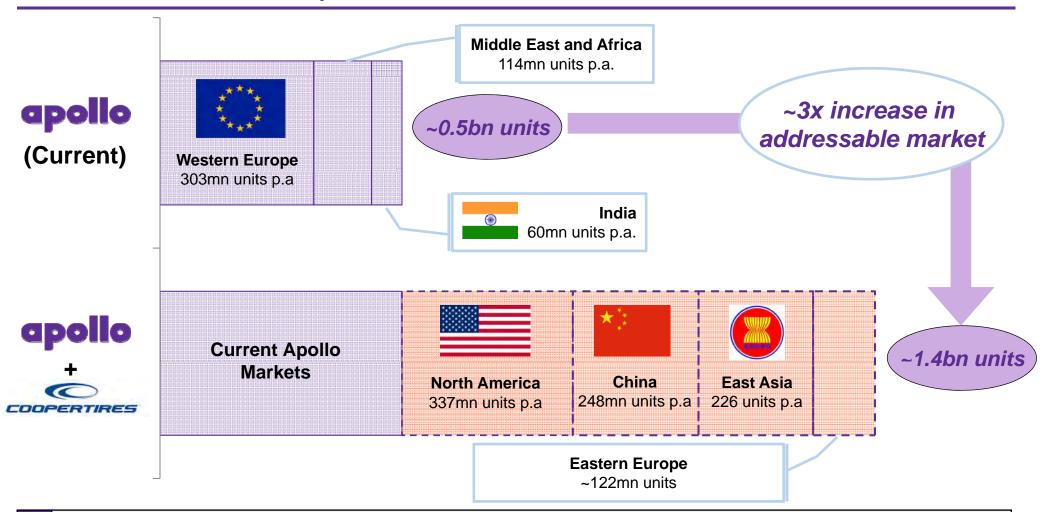
Notes: 1) Combination benefits and integration costs based on estimates developed by Bain & Co.



Significant Growth Opportunities



Apollo's Addressable Market – mn units¹



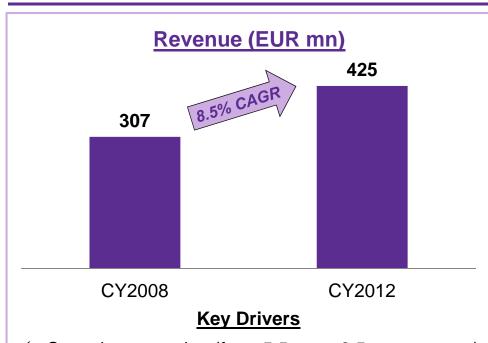
Apollo will be able to access profitable developed markets *and* high-growth emerging markets with its total addressable market increasing by ~3x

Notes: 1) Source: LMC International World Tire Forecast

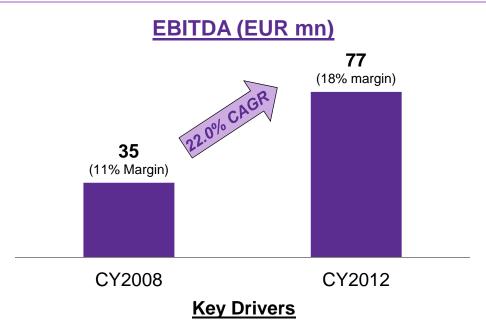
Case Study: Apollo's Acquisition of Vredestein



Apollo Vredestein BV – Key Financial Metrics Since Acquisition



- ✓ Capacity expansion (from 5.5mn to 6.5mn tyres p.a.)
- ✓ Price-mix improvement due to larger share of UHP
- ✓ Cross-selling of Apollo branded tyres in Europe



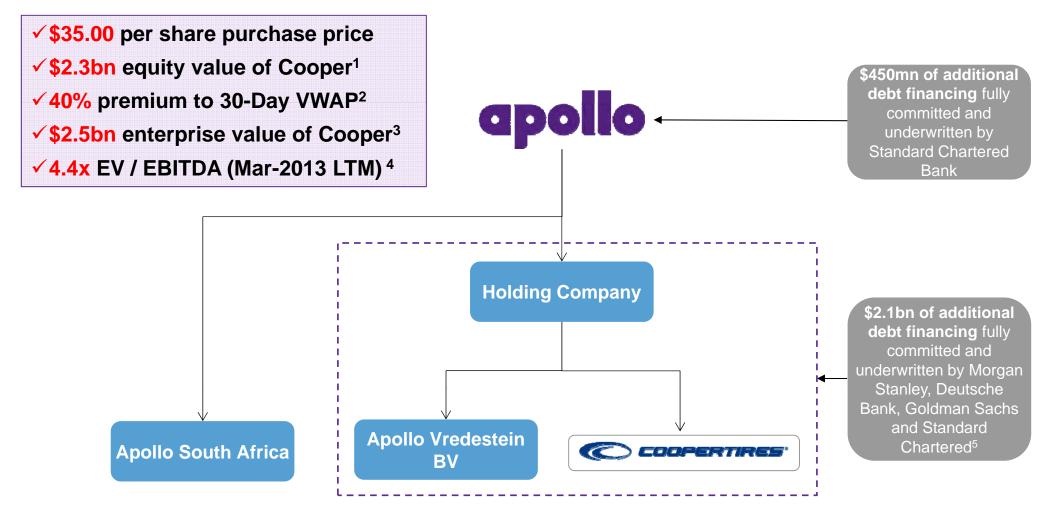
- ✓ Lower raw material procurement cost due to scale purchasing and procurement from low-cost countries
- ✓ Optimization of common functions
- Improved product mix with larger proportion of UHP tyres in overall sales mix

Apollo has prior experience in successfully integrating global acquisitions

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Transaction Structure and Key Metrics





Transaction closing expected in ~ 120 days subject to regulatory approvals, and approval of a majority of Cooper's stockholders

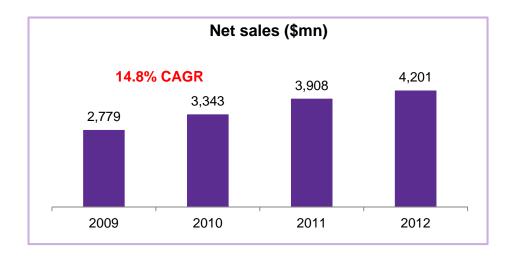
The transaction structure has been designed to take advantage of attractive US leveraged finance markets

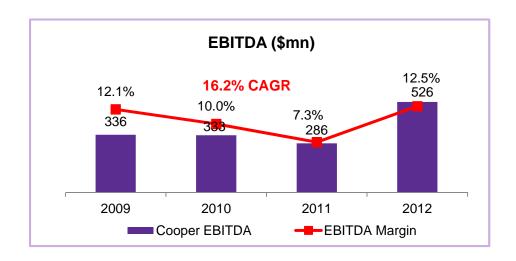
Notes: 1) Based on fully-diluted shares outstanding (including options) at purchase price; 2) 30-day VWAP of \$25.01 as of Jun 11, 2013; 3) Based on Mar-31-2013 Net Debt and Minority Interest; 4) Mar-31-2013 LTM EBITDA of \$575mn; 5) Includes \$1875mn of new bonds issued and appr. \$200mn of new asset-backed "revolver" facility expected to be drawn at closing

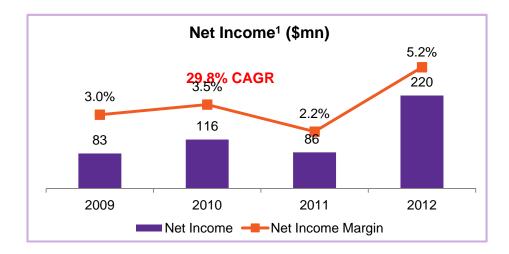
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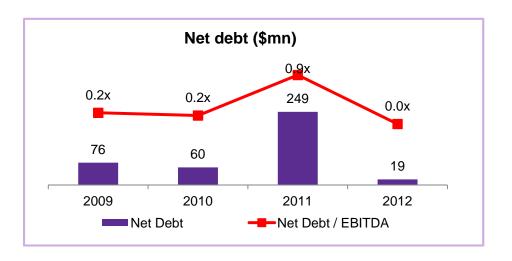
Cooper Historical Financials











Notes: Source: Cooper Tire annual filings, 1) Net Income excludes earnings from discontinued operations (in 2009 and 2010) and one-time tax benefit of \$167.5mn in 2011

Financial Metrics: Key Highlights



- √ 4.4x EV / Mar-2013 LTM EBITDA acquisition multiple
- √ \$2.55 bn of additional debt financing of which 80+% (\$2.1bn) will be secured by assets of Cooper and Vredestein with no recourse to parent company (Apollo Tyres Ltd.)
- ✓ Consolidated net debt to EBITDA of approximately 3.8x at closing expected to reduce to historical levels over the medium term
- ✓ Transaction expected to be accretive to Apollo's earnings per share from year one
- ✓ Combination benefits of \$80-120mn per annum at EBITDA level over three years from operating scale, sourcing benefits, technology, product optimization, and manufacturing improvements



