

MAHLE METAL LEVE S.A.
CORPORATE TAXPAYER REGISTRATION NUMBER
CNPJ/MF 60.476.884/0001-87
PUBLICLY-HELD COMPANY

MATERIAL FACT

The management of **MAHLE Metal Leve S.A.** ("Company"), in compliance with Instruction 358/02 issued by the Brazilian Securities and Exchange Commission, hereby informs the Company's shareholders and the market that at the Extraordinary General Shareholders' Meeting held on this date ("EGM") approved the following issues: (i) the Corporate Restructuring pursuant to the terms informed in the Material Fact dated November 10, 2010; (ii) the Company's adhesion to the Novo Mercado listing segment of BM&FBovespa S.A. – Securities, Commodities and Futures Exchange ("Adhesion"); and (iii) the conversion of all Company preferred shares to ordinary shares, observing the conversion ratio of one (1) preferred share to one (1) ordinary share, and such conversion was ratified by the Special General Shareholders' Meeting of holders of preferred shares held subsequently to the Extraordinary Shareholders' Meeting. In order for the Adhesion to be effective, MAHLE Indústria e Comércio Ltda. ("MIC"), direct controlling shareholder of the Company, informed that MAHLE Industriebeteiligungen GmbH ("MIB"), indirect controlling shareholder of the Company, undertook to perform (and cause its controlled companies to perform) all necessary acts as well as act expeditiously for the Company shares to be effectively admitted for trading on the Novo Mercado listing segment of BM&FBOVESPA to December 30, 2011 ("Migration").

If the Migration is not concluded until December 30, 2011, regardless of the performance and/or the result of the Secondary Public Offering of Company Shares to reach the minimum dispersion rate of 25% of the Company's stock capital, MIB, through MIC, shall pay the amount of R\$ 5.00 (five Brazilian reais) per share as indemnity to the non-controlling shareholders who hold Company shares as of December 30, 2011. If any indemnity due is not paid until January 31, 2012, it shall be subject to a fine of twenty percent (20%) and monetary adjustment based on the accumulated daily variation of the CDI (interbank deposit rate) calculated as from the due date until the effective payment date.

The obligations described in this Material Fact assumed by MIB and MIC, in the capacity of joint and several debtor, are included in the Obligation Assumption Agreement (*Termo de Assunção de Obrigações*) entered into on this date by and between the above-mentioned companies, which is filed at the Company's head office.

Finally, the shareholders present at the Extraordinary Shareholders' Meeting decided to submit any conflict or divergence that may arise out of the Obligation Assumption Agreement to arbitration procedure to be conducted by the Brazil-Canada Chamber of Commerce, whose arbitration award shall be final and unappealable in accordance with the Arbitration Regulation of that Chamber.

Mogi Guaçu, November 30, 2010.

Heiko Pott
Investor Relations Officer