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Press Release

Schaeffler Holding sells 94.4 million non-voting shares of Schaeffler AG

HERZOGENAURACH, *April 4, 2016*. Schaeffler Verwaltungs GmbH, a subsidiary of INA-Holding Schaeffler GmbH & Co. KG, announces that it will sell a total of 94.4 million non-voting shares of Schaeffler AG. These shares will be offered by a group of banks by way of an accelerated book-building to international institutional investors. The sale includes all of the non-voting shares in Schaeffler AG held by Schaeffler Verwaltungs GmbH. These non-voting shares correspond to 14.2% of Schaeffler AG's issued capital.

The placement will start immediately and is expected to be completed on or about Tuesday, April 5, 2016. Schaeffler Verwaltungs GmbH intends to use the proceeds from the placement for a further reduction of its liabilities.

This press release does not constitute an offer to sell and the sale of the non-voting shares in Schaeffler AG by Schaeffler Verwaltungs GmbH does not constitute a public offering.

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