

*NOT FOR DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN, OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL.*

## Press Release

### **Schaeffler Holding generates proceeds of about EUR 1.24 billion from sale of non-voting shares in Schaeffler AG**

- **Sale of 94.4 million non-voting shares in Schaeffler AG**
- **Placement price per non-voting share of EUR 13.10**
- **Proceeds of about EUR 1.24 billion will be used to reduce liabilities of Schaeffler Holding**

HERZOGENAURACH, *April 5, 2016*. Schaeffler Verwaltungs GmbH, a subsidiary of INA-Holding Schaeffler GmbH & Co. KG, announces that 94.4 million non-voting shares of Schaeffler AG were sold. The placement price with institutional investors was set at EUR 13.10 per non-voting share. Schaeffler Holding will receive proceeds of about EUR 1.24 billion from the sale.

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. As a result of the placement, all of the non-voting shares (corresponding to 24.9% of the share capital) will be publicly held. Schaeffler Holding will continue to indirectly hold all of the voting shares in Schaeffler AG (corresponding to 75.1% of the share capital). In addition, Schaeffler Holding is Continental AG's main shareholder, holding 46.0% of its shares.

Schaeffler Holding intends to use the proceeds from the sale for a further reduction of its liabilities.

**Disclaimer**

This publication may not be published, distributed or transmitted, directly or indirectly, in the United States (including its territories and possessions), Canada, Australia or Japan or any other jurisdiction where such an announcement would be unlawful. The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession this document or other information referred to herein should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This publication does not constitute an offer of securities for sale or a solicitation of an offer to purchase the above mentioned securities in the United States, Germany or any other jurisdiction.

Neither this announcement nor anything contained herein shall form the basis of, or be relied upon in connection with, any offer or commitment whatsoever in any jurisdiction. The securities of Schaeffler AG have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the 'Securities Act'). The securities of Schaeffler AG may not be offered or sold in the United States absent registration or an applicable exemption from registration under the Securities Act.

In the United Kingdom, this document is only being distributed to and is only directed at persons who (i) are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the 'Order') or (ii) are persons falling within Article 49(2)(a) to (d) of the Order (high net worth companies, unincorporated associations, etc.) (all such persons together being referred to as 'Relevant Persons'). This document is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this document relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

In member states of the European Economic Area ('EEA') which have implemented the Prospectus Directive (each, a 'Relevant Member State'), this announcement and any offer if made subsequently is directed exclusively at persons who are 'qualified investors' within the meaning of the Prospectus Directive ('Qualified Investors'). For these purposes, the expression 'Prospectus Directive' means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in a Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression '2010 PD Amending Directive' means Directive 2010/73/EU.

No action has been taken that would permit an offering of the securities or possession or distribution of this announcement in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.

In connection with the placement the banks are acting exclusively for Schaeffler Verwaltungs GmbH. They will not regard any other person as their respective client in relation to the placement and will neither be responsible nor provide protection to anyone other than Schaeffler Verwaltungs GmbH and, nor will they provide advice to anyone other than Schaeffler Verwaltungs GmbH in relation to the placement, the contents of this announcement or any other matter referred to herein.

In connection with the placement, the banks and any of their affiliates, acting as investors for their own accounts, may subscribe for or purchase securities in the offering and may otherwise deal for their own accounts. Accordingly, references to the securities being issued or sold should be read as including any issue, offer or sale to the banks and any of their affiliates acting as investors for their own accounts. In addition each bank or their respective affiliates may enter into financing arrangements and swaps with investors in connection with which such banks (or their affiliates) may from time to time acquire, hold or dispose of shares. The banks do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

None of the banks or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or, with limited exception, any other information relating to Schaeffler AG, Schaeffler Verwaltungs GmbH, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.

**Forward-looking statements and projections**

Certain statements in this press release are forward-looking statements. By their nature, forward-looking statements involve a number of risks, uncertainties and assumptions that could cause actual results or events to differ materially from those expressed or implied by the forward-looking statements. These risks, uncertainties and assumptions could adversely affect the outcome and financial consequences of the plans and events described herein. No one undertakes any obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. You should not place any undue reliance on forward-looking statements which speak only as of the date of this press release. Statements contained in this press release regarding past trends or events should not be taken as representation that such trends or events will continue in the future. The cautionary statements set out above should be considered in connection with any subsequent written or oral forward-looking statements that Schaeffler Verwaltungs GmbH, Schaeffler AG, or persons acting on their behalf, may issue.

contact:

Christoph Beumelburg  
Email: [christoph.beumelburg@schaeffler.com](mailto:christoph.beumelburg@schaeffler.com)  
Tel.: +49 9132 82-5000