

Press Release

舍弗勒上市

赫尔佐根奥拉赫, 2015-09-21.

- 向机构投资者投放舍弗勒股份公司1.66亿新股及现有无投票权普通股
- 股票将在法兰克福证券交易所上市
- 净收益将用于债务削减
- 进一步巩固未来盈利增长的资本结构

全球汽车和工业产品供应商舍弗勒集团9月21日宣布，将向机构投资者投放1.66亿股舍弗勒股份公司新股和现有的无投票权普通股，并在法兰克福证券交易所（主板市场）上市。

这些新股和现有无投票权普通股将通过累积投标方式，广泛投放给欧洲、北美和其他地区的机构投资者。1.66亿无投票权普通股中，1亿股将由舍弗勒家族控股的舍弗勒管理有限公司售出，另外6,600万股由舍弗勒股份公司增资。交易结束后，流通股预计将达约25%。

“舍弗勒股份公司此次无投票权普通股的投放和上市将成为公司历史的一个里程碑，同时也是我们资本和企业结构重组的最后一步。这样，我们数年来为之努力的（舍弗勒股份公司—大陆股份公司）双支柱模式得以确立，顶端是发挥战略作用的控股公司。”舍弗勒股份公司所有人及监事会主席乔治·F. W.·舍弗勒（Georg F. W. Schaeffler）解释说。

舍弗勒股份公司所有人及监事会副主席玛利亚—伊丽莎白·舍弗勒—图曼（Maria-Elisabeth Schaeffler-Thumann）表示：“舍弗勒集团未来仍将是家族企业。作为股东，我们将为客户、供应商和广大员工的利益肩负起进一步成功发展的责任。”

此次股票发行的收益将用于减少舍弗勒股份公司和舍弗勒控股公司的金融负债水平。交易是为了可持续地提高舍弗勒集团和舍弗勒控股公司的财务实力，进而为舍弗勒集团奠定基础，延续过去多年来的成功增长。舍弗勒集团首席执行官克劳斯·罗森菲尔德（Klaus Rosenfeld）表示：“过去几年，我们一直专注于推动舍弗勒集团走向资本市场。此次上市是进一步减少负债、改善资本结构的战略性步骤。我们因此可进一步增强金融灵活性，抓住更多增长机遇。”

舍弗勒股份公司计划从2015财务年度起，将25%-35%的年度净收益红利支付给股东。除通过上市收益减少负债外，舍弗勒股份公司管理层还承诺在2018年前通过营运现金流量偿还10亿欧元债务。

2015上半年，舍弗勒集团营业额按固定币值计算增长4.9%，受货币折算影响增长12.4%。夏季几个月里，在预期市场特别是中国汽车业务发展疲软背景下，公司目前预计2015年营业额按固定币值计算可增长约4%到5%。舍弗勒期望2015年全年都能继续保持上半年强劲的盈利能力，其中不包括一次性项目，如交易成本和工业事业部已宣布的重组措施。

克劳斯·罗森菲尔德总结说：“尽管夏季这几个月出现小幅下滑，但我们今年仍有望扩大业务，继续保持长期盈利性增长。”

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, or persons acting on its behalf, may issue.

Disclaimer

These materials may not be published, distributed or transmitted in the United States, Canada, Australia or Japan. These materials do not constitute an offer of securities for sale or a solicitation of an offer to purchase securities (the “Shares”) of Schaeffler AG (the “Company”) in the United States, Germany or any other jurisdiction. The Shares of the Company may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the “Securities Act”). The Shares of the Company have not been, and will not be, registered 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.

Neither Schaeffler AG nor any of its shareholders intend to make any public offer of shares in Schaeffler AG in the United States, Germany or any other jurisdiction. It is only intended that shares will be placed with qualified investors and less than 150 non-qualified investors per EEA member state in the Federal Republic of Germany and certain other jurisdictions and subsequently admitted to trading on the regulated market segment (regulierter Markt) of the Frankfurt Stock Exchange with simultaneous admission to the sub-segment of the regulated market with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange and on the regulated market of the Luxembourg Stock Exchange. The Listing will be made on the basis of a prospectus that must be published in Germany and Luxembourg. The prospectus will be available free of charge on the Internet at www.schaeffler.com/ir

In any EEA Member State other than the Federal Republic of Germany or Luxembourg that has implemented Directive 2003/71/EC (together with any amendment and any applicable implementing measures in any Member State, the "Prospectus Directive") this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Directive.

In connection with the listing of Schaeffler AG's common non-voting bearer shares with preferred dividend payments with no par value (the "Placement Shares"), one of the underwriting banks (the "Stabilization Manager") or its affiliates, will act, for its own account and the account of the other underwriting banks, as the Stabilization Manager. The Stabilization Manager may, acting in accordance with legal requirements, take stabilization measures to support the market price of the Placement Shares and thereby counteract any selling pressure.

The Stabilization Manager is under no obligation to take stabilization measures. Therefore, no assurance can be provided that any stabilization measures will be taken. Where stabilization measures are taken, these may be terminated at any time without notice. Such measures may be taken from the earlier of the date

the Placement Shares are listed on the regulated market of the Frankfurt Stock Exchange or the regulated market of the Luxembourg Stock Exchange and must be terminated no later than 30 calendar days after such date (the “Stabilization Period”).

These measures may result in the market price of the Placement Shares being higher than would otherwise have been the case. Moreover, the market price may temporarily be at an unsustainable level.

Schaeffler Verwaltungs GmbH has granted the Stabilization Manager the option to sell to it up to 16,600,000 Placement Shares acquired through stabilization measures (the “Put Option”). The Put Option is exercisable on or before the end of the Stabilization Period.

Schaeffler Group – We pioneer motion The Schaeffler Group has been driving forward groundbreaking inventions and developments in the field of motion technology for over 75 years. With innovative technologies, products, and services for electric mobility, CO₂-efficient drives, chassis solutions, Industry 4.0, digitalization, and renewable energies, the company is a reliable partner for making motion more efficient, intelligent, and sustainable – over the entire life cycle. The motion technology company manufactures high-precision components and systems for drive train and chassis applications as well as rolling and plain bearing solutions for a large number of industrial applications. The Schaeffler Group generated sales of EUR 15.8 billion in 2022. With around 84,000 employees, the Schaeffler Group is one of the world's largest family-owned companies. With more than 1,250 patent applications in 2022, Schaeffler is Germany's fourth most innovative company according to the DPMA (German Patent and Trademark Office).

自1995年开始在中国投资生产以来，舍弗勒集团大中华区逐步拓展生产与营销网络，现已拥有员工4500余名，在上海设有1个安亭研发中心，在太仓、苏州、宁夏设有5个生产基地，在北京、上海、沈阳、广州、南京、济南、成都、武汉、太原、重庆、西安、天津、大连、杭州、长沙、哈尔滨、郑州、香港、台北、台中设有20个销售办事处，为向中国用户提供长期优质而便捷的服务打下了良好的基础。

联系：

Christoph Beumelburg
Senior Vice President Communications, Marketing and Investor Relations
Schaeffler Holding /Schaeffler AG
Industriestr. 1-3
91074 Herzogenaurach
电话：電話： +49 9132 82 4440
E-Mail: ir@schaeffler.com

侯丽 女士企业传播与市场部总监舍弗勒大中华区中国上海市嘉定区安拓路1号
电话：電話： +86 21 3957 6425
传真：傳真： +86 21 3959 3230
E-Mail: li.hou@schaeffler.com

田辉 先生企业传播经理舍弗勒大中华区中国上海市嘉定区安拓路1号
电话：電話： +86 21 3957 6882
传真：傳真： +86 21 3959 3230
E-Mail: hui.tian@schaeffler.com