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Ad-hoc Release

IPO of Schaeffler AG: Placement price set at €12.50 per share

HERZOGENAURACH, October 8, 2015. Schaeffler AG (Schaeffler), together with Schaeffler Verwaltungs GmbH and the Underwriters, has set the placement price for the shares offered in connection with its IPO at €12.50 per share. In total, 75 million common non-voting shares with preferred dividend payments were placed with institutional investors. 66 million of these shares result from a capital increase of Schaeffler and the remaining 9 million shares from the holdings of Schaeffler Verwaltungs GmbH.

Accordingly, gross proceeds will amount to approximately €938 million, of which approximately €825 million will be attributable to Schaeffler from the placement of the new shares. The proceeds from the placement will be used to reduce indebtedness. The purpose of the transaction is to sustainably improve the financial strength of Schaeffler and, thus, to provide the basis for the continuation of the successful growth of the Schaeffler Group achieved over the last years.

It is expected that Schaeffler's common non-voting shares with preferred dividend payments will start trading on the regulated market (Prime Standard) of the Frankfurt Stock Exchange (Frankfurter Wertpapierbörse) on October 9, 2015 and will have the ticker symbol SHA, the German Securities Identification Number (WKN) SHA015 and the International Securities Identification Number (ISIN) DE000SHA0159.

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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 7,500,000 Placement Shares acquired through stabilization measures (the "Put Option"). The Put Option is exercisable on or before the end of the Stabilization Period.