

**Special Meeting of Holders of Common Non-Voting Shares  
in Schaeffler AG on April 20, 2018****Total number of shares and voting rights**

At the time of the convocation of the special meeting of holders of common non-voting shares, the company's share capital amounts to EUR 666,000,000.00 and is divided into 666,000,000 no-par-value shares, each representing a notional interest in the share capital of EUR 1.00. Of the 666,000,000 no-par-value shares, 500,000,000 shares are common shares with just as many voting rights and 166,000,000 shares are common non-voting shares. The common non-voting shares also have no voting rights in the annual general meeting pursuant to section 140 para. 2 sentence 1 German Stock Companies Act ("Aktiengesetz" – AktG). At the time of the convocation, the company holds no treasury shares.

Unlike is the case in the annual general meeting, only holders of common non-voting shares are entitled to vote at the special meeting of holders of common non-voting shares. The total number of voting rights in the special meeting of holders of common non-voting shares corresponds to the total number of common non-voting shares and therefore, at the time of notice of convening of the special meeting of holders of common non-voting shares, in the Federal Gazette, is 166,000,000.

Herzogenaurach, March 2018

Schaeffler AG  
– The Board of Managing Directors –