

Results H1 2013 Schaeffler Group

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Agenda

- Overview
- **2** Results H1 2013
- 3 Financing and Capital Structure
- 4 Outlook

1 Overview SCHAEFFLER

Strong Automotive business drives H1 2013 results



Schaeffler eWheel Drive Concept Car



Production of spherical roller bearings

H1 2013 Group Sales with 5.6 billion Euro on prior year level

Automotive sales growth with 6.2% significantly above market Industrial sales -13.5% due to challenging market conditions

Superior earnings quality maintained; EBIT margin stable at 12.9%

Free Cash Flow increased to 386 million Euro

Successful 3.875 billion Euro refinancing of Schaeffler Holding debt – placement of 1.5 billon Euro equivalent HoldCo bonds

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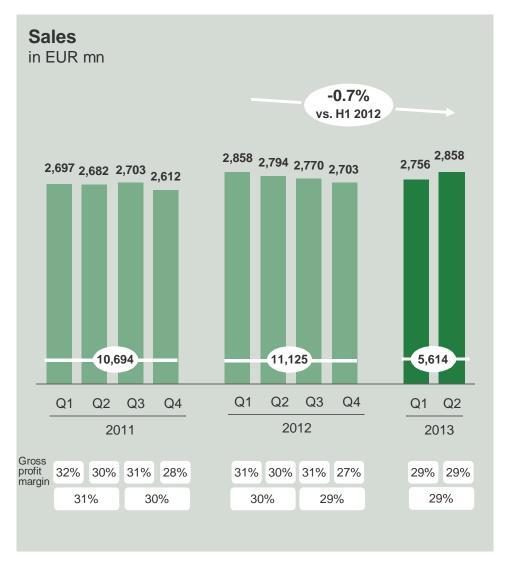
Second quarter with positive sales and cash flow trends

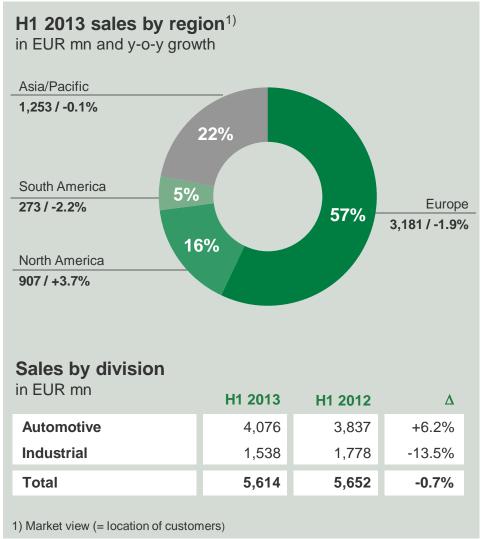
	H1 2013 in EUR mn	H1 2012 in EUR mn	Δ in EUR mn / $\%$	Q2 2013 in EUR mn	Q2 2012 in EUR mn	Δ in EUR mn / %
Sales	5,614	5,652	-0.7%	2,858	2,794	+2.3%
EBITDA	1,042	1,079	-3.4%	530	530	0.0%
EBITDA margin	18.6	19.1	-0.5%pts.	18.5	19.0	-0.5%pts.
EBIT	724	780	-7.2%	369	379	-2.6%
EBIT margin	12.9	13.8	-0.9%pts.	12.9	13.6	-0.7%pts.
Net income ¹⁾	561	504	+11.3%	328	269	+21.9%
Free cash flow	386	30	+356 mn	334	137	+197 mn
Leverage ratio ²⁾	3.1x	3.2x	-0.1x	3.1x	3.2x	-0.1x

¹⁾ Attributable to shareholders of the parent company; prior year amount restated for initial application of net interest approach required by IAS 19 (rev. 2011)

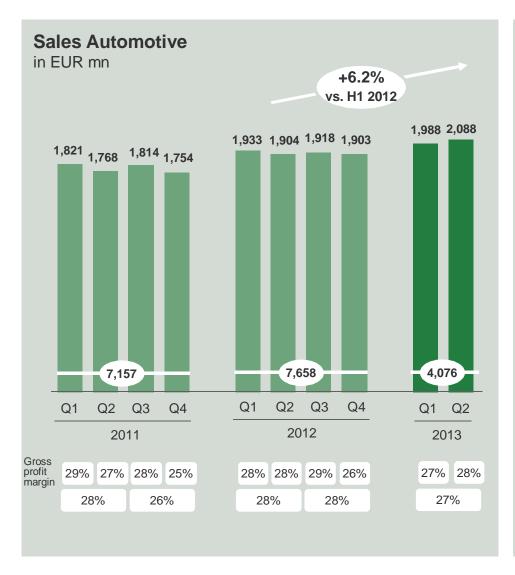
²⁾ Excluding shareholder loans

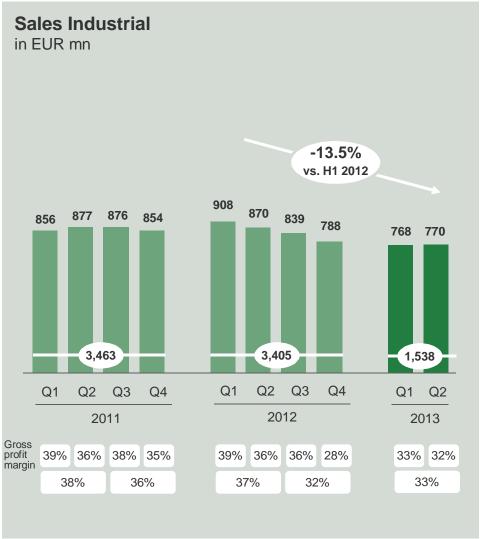
Group sales slightly down by 0.7%



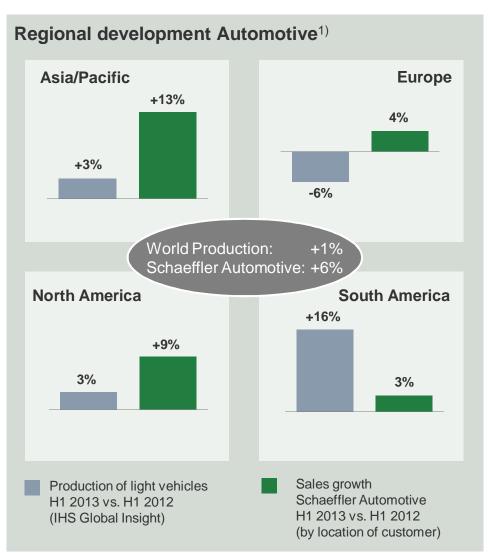


Strong growth in Automotive – Industrial sales stabilizing





Automotive – Sales growth strongly outpacing market growth

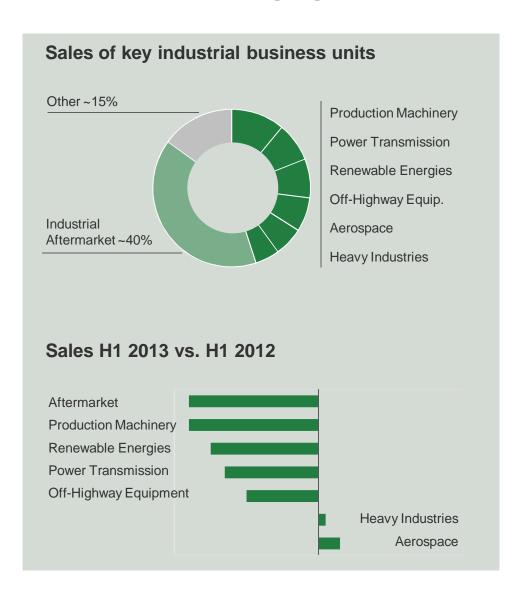


Key aspects

- Schaeffler Automotive significantly outgrew global automotive production in H1 2013
- Positive development in all regions except for South America
- ➤ Sales in Europe a.o. driven by non-European demand and strong aftermarket business
- Positive development of fully variable valve control systems (MultiAir) in North America
- Various start- and ramp-ups for Chinese customers
- ► Strong operational growth (+12%) in South America negatively impacted by FX effects
- General growth trend is supported by both established (e.g. dry double clutches) and innovative products (e.g. electromechanical parking brakes)

¹⁾ Schaeffler Automotive sales growth by region is not necessarily an indication of actual end-customer demand by region (e.g. European sales include components and systems sold to customers in Europe who ultimately export the final product to customer locations in North and South America as well as Asia/Pacific).

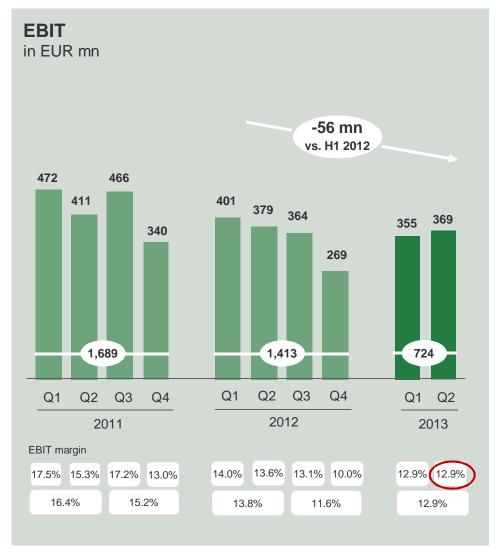
Industrial – Challenging market conditions remain

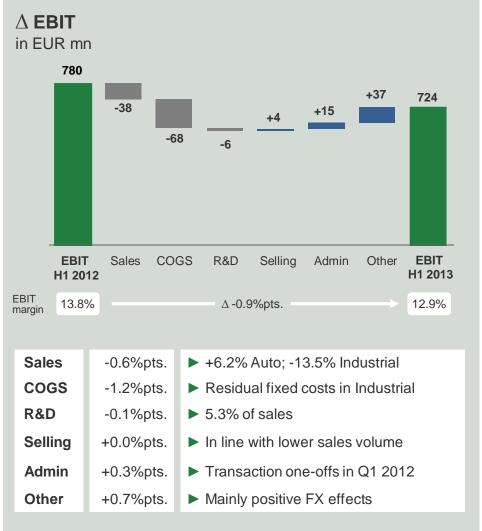


Key aspects

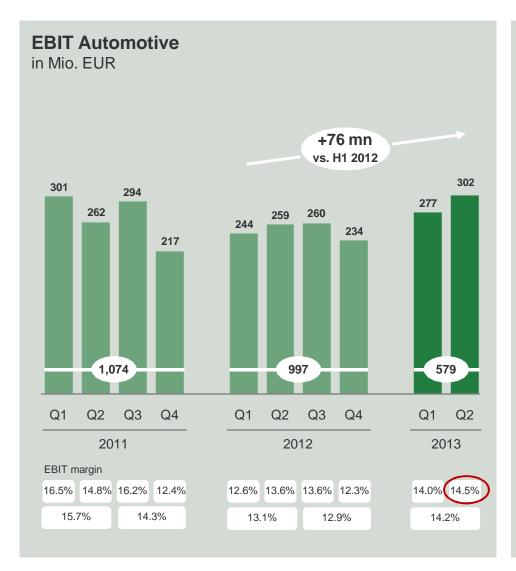
- Sales decreased in all sectors apart from Heavy Industries and Aerospace
- Aftermarket: Inventory reductions of dealers led to significant sales decrease, especially in Asia/Pacific
- ▶ Production Machinery: Strong competition from Japanese competitors for machine tools, structural shift in printing machinery sector
- Renewable Energies: Overcapacities and pricing competition remain in all regions
- ▶ Power Transmission: Significant cool-down of demand, especially in Asia/Pacific and Europe
- Off-Highway Equipment: Decrease in both construction and agricultural machinery
- Outlook: Positive order intake hints at slight business improvement over the next quarters; however, no major turnaround in underlying demand expected

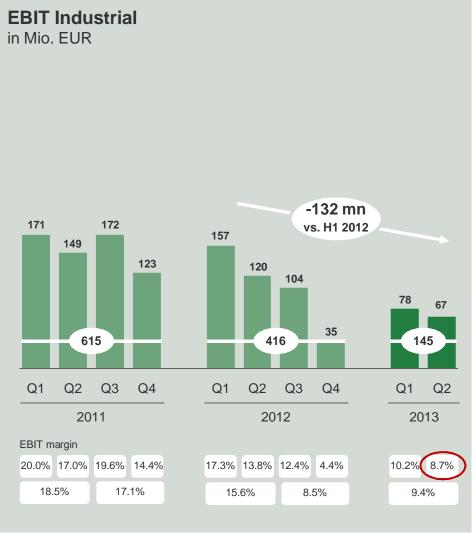
EBIT margin stable at 12.9%



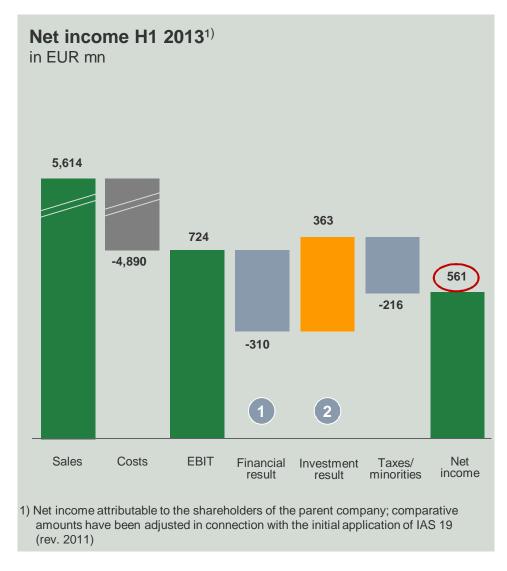


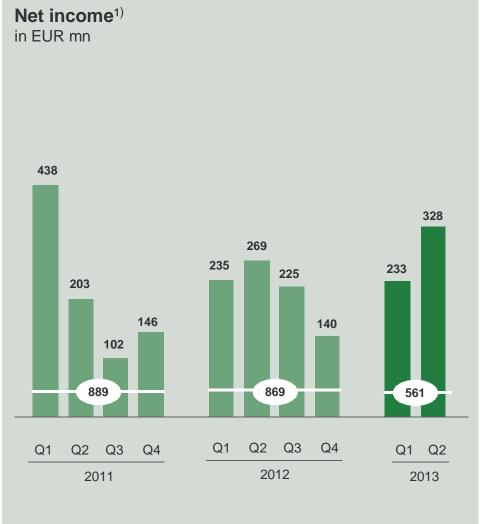
Automotive EBIT strong – Industrial EBIT weak



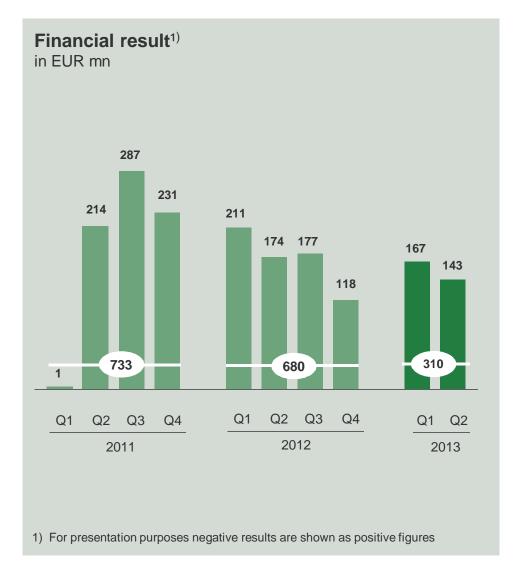


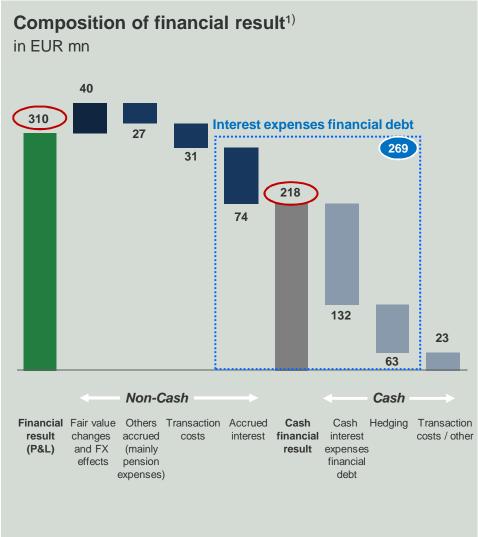
Net income EUR 561 million



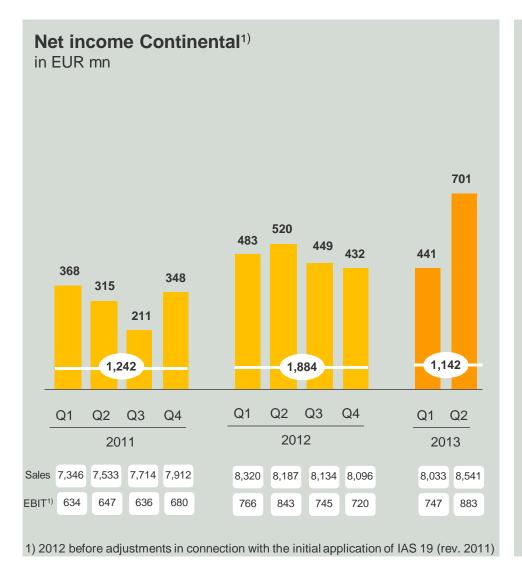


Financial result minus EUR 310 million



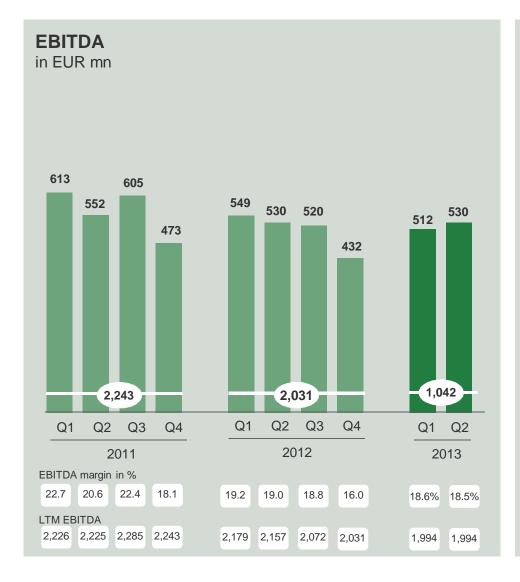


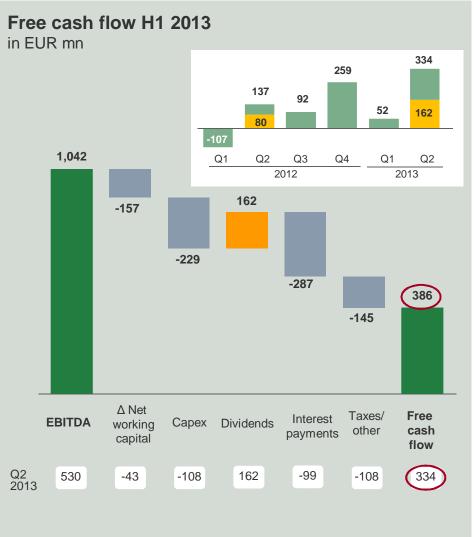
2 At equity result EUR 363 million



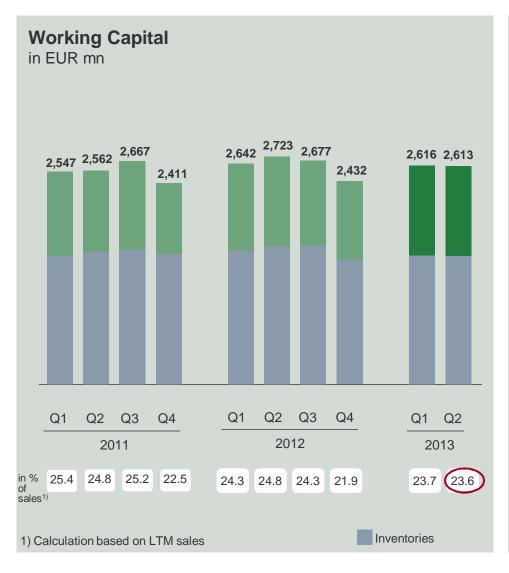
	201	2 Q2	02	04	FY	201		H1
Net Income Continental	Q1 483	520	Q3 449	Q4 432	1,884	Q1 441	Q2 701	H1 1,142
Conti shares (30/06/13: 36,14%)	174	189	162	156	681	160	253	413
PPA	-38	-40	-38	-39	-155	-25	-25	-50
Other	0	0	0	27	27	0	0	0
At Equity Result	136	149	124	144	553	135	228	363

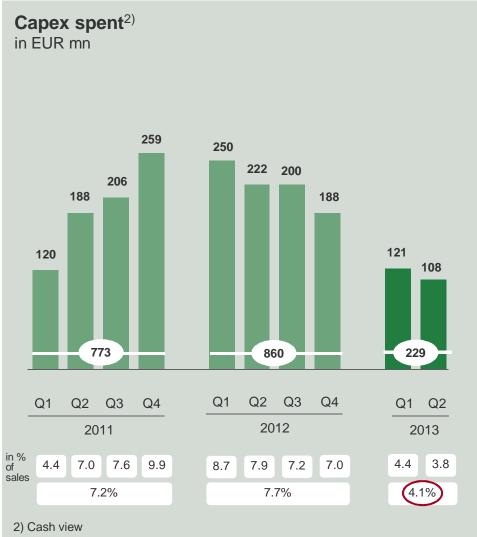
Free cash flow EUR 386 million



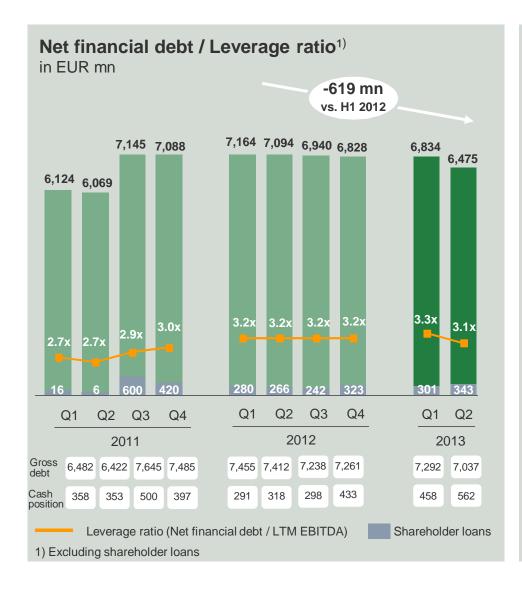


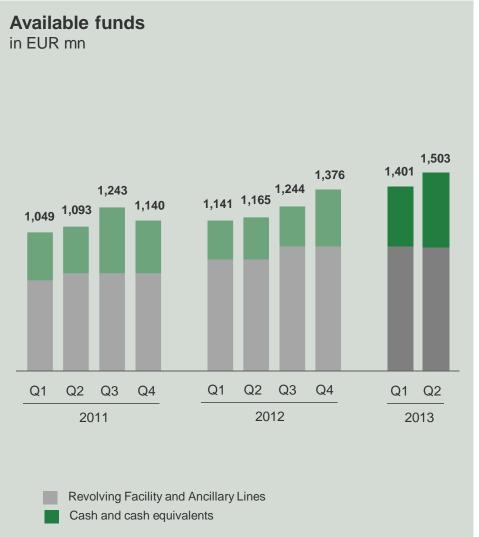
Working capital efficiency improved – Capex adjusted to market needs





Net financial debt reduced by EUR 619 million

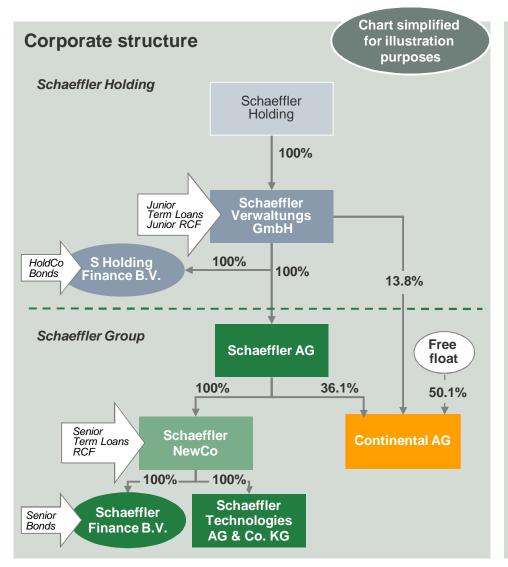




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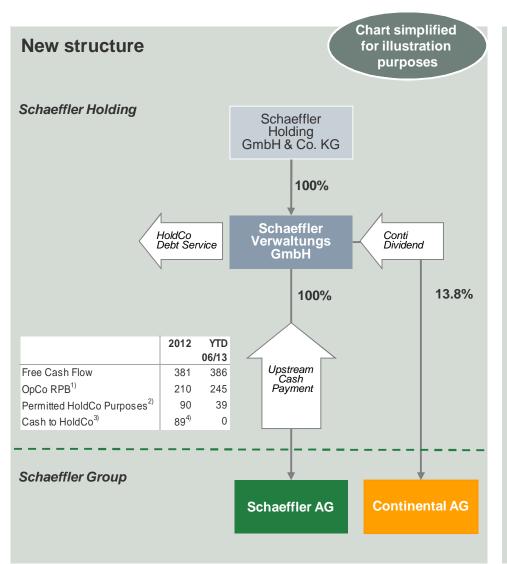
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Overview corporate and capital structure



Сар	ital structure				
	Debt instrument	August 28, 2013	Interest	Maturity	Rating
\vdash	6.875% SSNs 2018 (EUR) ¹⁾	800	6.875%	Aug 18	B2 / B-
ng	6.875% SSNs 2018 (USD) ^{1) 3)}	~769	6.875%	Aug 18	B2 / B-
oldi	Junior Term Loan B1	1,200	E+5.75%	Jun-17	Not rated
Ξ	Junior Term Loan B2	450	8.50% PIK	Jun-17	Not rated
effle	Junior Term Loan B3	525	E+1.25% + 5.25% PIK	Jun-17	Not rated
Schaeffler Holding	Junior RCF (200mn)	-	E+5.75%	Jun-17	Not rated
٠ Ö	Schaeffler Holding Debt	3,744			
	Senior Term Loan D	1,204	E+3.25%	Jul 16	Not rated
	Senior Term Loan C EUR	625	E+3.75% ²⁾	Jan 17	Ba3 / B+
	Senior Term Loan C USD	~1,308	L+3.25% ²⁾	Jan 17	Ba3 / B+
	Senior RCF (EUR 1,000 mn)		E+3.25%	Jul 16	Not rated
۵	Total Senior Facilities	3,136			
Schaeffler Group	6.75% SSNs 2017 (EUR)	326	6.75%	Jul-17	Ba3 / B+
D D	7.75% SSNs 2017 (EUR)	800	7.75%	Feb-17	Ba3 / B+
ətfle	7.75% SSNs 2017 (USD) ³⁾	~462	7.75%	Feb-17	Ba3 / B+
hae	4.25% SSNs 2018 (EUR)	600	4.25%	May-18	Ba3 / B+
Ñ	8.75% SSNs 2019 (EUR)	400	8.75%	Feb-19	Ba3 / B+
	8.50% SSNs 2019 (USD) 3)	~385	8.50%	Feb-19	Ba3 / B+
	4.75% SSNs 2021 (USD) 3)	~654	4.75%	May-21	Ba3 / B+
	Total Outstanding Bonds	3,626			
	Schaeffler Group Debt	6,762			
Total	Total Debt	10,506			
1) Seni	or Secured PIK Toggle Notes	2) Floor of 1	.00% 3) Assuming E	UR/USD =	: 1.30

Strong ability to pay cash interest at Holding level



Key aspects

- ➤ Solid cash flow generation on Schaeffler Group level to make upstream payments to Schaeffler Holding (FCF in H1 2013: EUR 386 mn)
- Sufficient Restricted Payment Basket to serve Holding cash needs for permitted uses
- ► In addition, Conti dividend from 13.8% stake (27.6 mn shares) at Holding level
- Additional upfront EUR 50 mn Cash Interest Reserve Account established in July 2013 (to be replenished by future Conti dividends)
- ➤ First two installments payable in 2014 of Schaeffler Holding Bonds must be paid entirely in cash

¹⁾ RPB = Annual Restricted Payment Basket

²⁾ Permitted purposes are administration cost, interest and taxes

³⁾ Cash upstreamed to HoldCo under permitted purposes

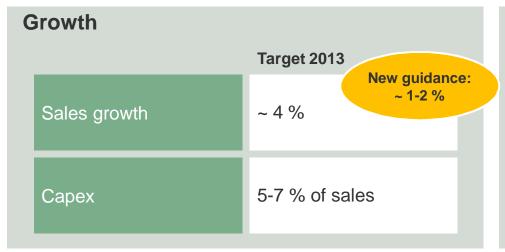
⁴⁾ Excluding withholding tax on Schaeffler AG dividend of EUR 79 mn

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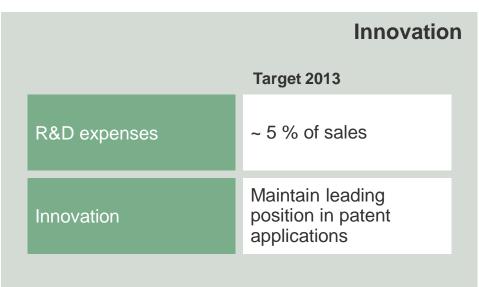
4 Outlook SCHAEFFLER

Sales guidance reduced – Profitability targets unchanged

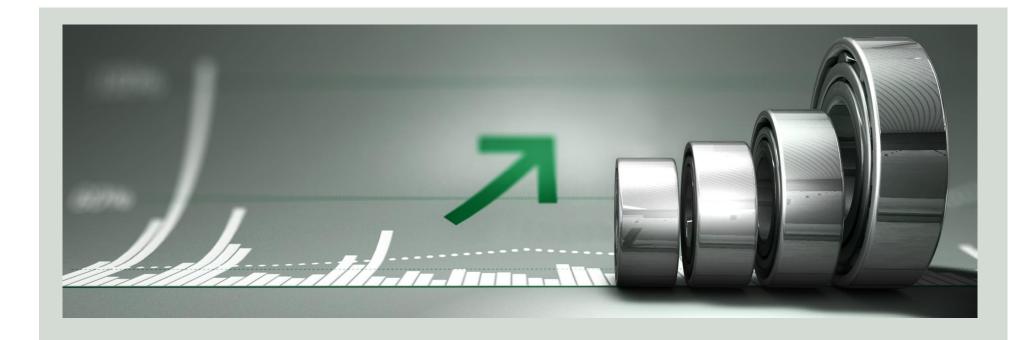








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Financial Calendar 2013

Q2 2013 results: August 28, 2013

Q3 2013 results: November 19, 2013

Q4 2013 results: March 20, 2014

Consolidated income statement

_	1 st si	x months				
in €millions	2013	2012	Change in %	2013	2012	Change in %
Revenue	5,614	5,652	-0.7	2,858	2,794	2.3
Cost of sales	-4,001	-3,933	1.7	-2,036	-1,960	3.9
Gross profit	1,613	1,719	-6.2	822	834	-1.4
Research and development expenses	-300	-294	2.0	-148	-147	0.7
Selling expenses	-378	-382	-1.0	-190	-191	-0.5
Administrative expenses	-226	-241	-6.2	-113	-114	-0.9
Other income	35	17	> 100	11	7	57.1
Other expenses	-20	-39	-48.7	-13	-10	30.0
Earnings before financial result, share of net income of equity-accounted investees, and income taxes (EBIT)	724	780	-7.2	369	379	-2.6
Financial income 1)	23	19	21.1	-28	-6	> 100
Financial expense 1)	-333	-404	-17.6	-115	-168	-31.5
Financial result 1)	-310	-385	-19.5	-143	-174	-17.8
Share of net income of equity-accounted investees	363	286	26.9	228	150	52.0
Earnings before income taxes 1)	777	681	14.1	454	355	27.9
Income taxes	-212	-170	24.7	-123	-82	50.0
Net income 1)	565	511	10.6	331	273	21.2
Attributable to shareholders of the parent company 1)	561	504	11.3	328	269	21.9
Attributable to non-controlling interests	4	7	-42.9	3	4	-25.0

¹⁾ Prior year amounts restated for initial application of IAS 19 (rev. 2011), see condensed notes to consolidated interim financial statements for details.

Consolidated statement of financial position – Assets

in € millions	06/30/2013	12/31/2012	06/30/2012	Change in % 1)
ASSETS	_			
Intangible assets	546	554	556	-1.4
Property, plant and equipment	3,385	3,515	3,510	-3.7
Investments in equity-accounted investees	5,367	5,040	5,067	6.5
Other investments	14	14	14	0.0
Other assets	132	150	109	-12.0
Income tax receivables	16	17	18	-5.9
Deferred tax assets	399	364	384	9.6
Total non-current assets	9,859	9,654	9,658	2.1
Inventories	1,536	1,495	1,653	2.7
Trade receivables	1,864	1,626	1,876	14.6
Other assets	228	231	198	-1.3
Income tax receivables	61	107	103	-43.0
Cash and cash equivalents	562	433	318	29.8
Total current assets	4,251	3,892	4,148	9.2
Total assets	14,110	13,546	13,806	4.2

Consolidated statement of financial position – Liabilities

in € millions	06/30/2013	12/31/2012	06/30/2012	Change in % 1)
SHAREHOLDERS' EQUITY AND LIABILITIES				
Share capital	500	500	500	0.0
Reserves 2)	2,338	2,027	1,530	15.3
Accumulated other comprehensive income (loss) 2)	-571	-479	-222	19.2
Equity attributable to shareholders of the parent company	2,267	2,048	1,808	10.7
Non-controlling interests	58	60	57	-3.3
Total shareholders' equity	2,325	2,108	1,865	10.3
Provisions for pensions and similar obligations	1,525	1,553	1,391	-1.8
Provisions ²⁾	55	75	73	-26.7
Financial debt	6,739	7,140	6,869	-5.6
Income tax payables	324	267	204	21.3
Other liabilities	76	240	298	-68.3
Deferred tax liabilities	191	119	102	60.5
Total non-current liabilities	8,910	9,394	8,937	-5.2
Provisions	238	223	193	6.7
Financial debt	298	121	543	> 100
Trade payables	924	794	930	16.4
Income tax payables	165	232	195	-28.9
Other liabilities	1,250	674	1,143	85.5
Total current liabilities	2,875	2,044	3,004	40.7
Total shareholders' equity and liabilities	14,110	13,546	13,806	4.2

¹⁾ June 30, 2013 compared to December 31, 2012.

²⁾ Prior year amounts restated for initial application of IAS 19 (rev. 2011), see condensed notes to consolidated interim financial statements for details.

Consolidated statement of cash flows – Operating cash flow

	1 st six	months		2 ^r	nd quarter		
in € millions	2013	2012	Change in %	2013	2012	Change in %	
Operating activities							
EBIT	724	780	-7.2	369	379	-2.6	
Interest paid	-290	-259	12.0	-100	-93	7.5	
Interest received	3	4	-25.0	1	2	-50.0	
Income taxes paid	-153	-132	15.9	-95	-78	21.8	
Dividends received	162	80	> 100	162	80	> 100	
Depreciation, amortization and impairments	318	299	6.4	161	151	6.6	
Gains (losses) on disposal of assets	0	0	0.0	0	1	-100	
Other non-cash items	-14	-30	-53.3	-4	-11	-63.6	
Changes in:							
Inventories	-60	-78	-23.1	-31	-24	29.2	
Trade receivables	-259	-252	2.8	-48	38	-	
Trade payables	162	67	> 100	36	-54	-	
Provisions for pensions and similar obligations	-12	-33	-63.6	-3	-25	-88.0	
Other assets, liabilities and provisions	25	49	-49.0	-14	-8	75.0	
Cash flows from operating activities 1)	606	495	22.4	434	358	21.2	

¹⁾ Excluding interest payments, cash flows from operating activities for the period from 01/01 to 06/30/2013 amount to EUR 896 m (prior year: EUR 754 m)

Consolidated statement of cash flows – Investing and financing cash flow

1° si	x months		2"	d quarter	
2013		Change in %	2013		Change in %
				<u>-</u>	
4	8	-50.0	2	1	100
-8	-20	-60.0	-4	-11	-63.6
-221	-452	-51.1	-104	-211	-50.7
-2	-1	100	-1	0	-
7	0		7	1	> 100
-220	-465	-52.7	-100	-221	-54.8
-1	-1	0.0	-1	-1	0.0
5	170	-97.1	4	0	-
-278	-102	> 100	-264	-91	> 100
0	-13	-100	0	0	0.0
26	-166		44	-22	-
-248	-112	> 100	-217	-114	90.4
138	-82	-	117	23	> 100
-9	3	-	-13	4	-
433	397	9.1	458	291	57.4
562	318	76.7	562	318	76.7
	2013 4 -8 -221 -2 7 -220 -1 5 -278 0 26 -248 138 -9 433	2013 2012 4 8 -8 -20 -221 -452 -2 -1 7 0 -220 -465 -1 -1 5 170 -278 -102 0 -13 26 -166 -248 -112 138 -82 -9 3 433 397	2013 2012 Change in % 4 8 -50.0 -8 -20 -60.0 -221 -452 -51.1 -2 -1 100 7 0 - -220 -465 -52.7 -1 -1 0.0 5 170 -97.1 -278 -102 > 100 0 -13 -100 26 -166 - -248 -112 > 100 138 -82 - -9 3 - 433 397 9.1	2013 2012 Change in % 2013 4 8 -50.0 2 -8 -20 -60.0 -4 -221 -452 -51.1 -104 -2 -1 100 -1 7 0 - 7 -220 -465 -52.7 -100 -1 -1 0.0 -1 5 170 -97.1 4 -278 -102 > 100 -264 0 -13 -100 0 26 -166 - 44 -248 -112 > 100 -217 138 -82 - 117 -9 3 - -13 433 397 9.1 458	2013 2012 Change in % 2013 2012 4 8 -50.0 2 1 -8 -20 -60.0 -4 -11 -21 -452 -51.1 -104 -211 -2 -1 100 -1 0 7 0 - 7 1 -220 -465 -52.7 -100 -221 -1 -1 0.0 -1 -1 5 170 -97.1 4 0 -278 -102 > 100 -264 -91 0 -13 -100 0 0 26 -166 - 44 -22 -248 -112 > 100 -217 -114 138 -82 - 117 23 -9 3 - -13 4 433 397 9.1 458 291

²⁾ Including payments to the shareholder, Schaeffler Verwaltungs GmbH, of EUR mnil (prior year: EUR 165 m).

Backup

Consolidated segment information

	Aut	omotive	In	dustrial		Other		Total
	1 st six	months	1 st six	months	1 st six months		1 st six	months
in € millions	2013	2012	2013	2012	2013	2012	2013	2012
Revenue	4,076	3,837	1,538	1,778	0	37 ¹	5,614	5,652
Cost of sales	-2,963	-2,781	-1,038	-1,115	0	-37 ²	-4,001	-3,933
Gross profit	1,113	1,056	500	663	0	0	1,613	1,719
EBIT	579	503	145	277	0	0	724	780
- in % of revenue	14.2	13.1	9.4	15.6	-	-	12.9	13.8
Depreciation, amortization and impairments	-224	-208	-94	-91	0	0	-318	-299
Inventories 3)	898	920	638	733	0	0	1,536	1,653
Trade receivables 3)	1,353	1,288	511	588	0	0	1,864	1,876
Property, plant and equipment 3)	2,372	2,413	1,013	1,097	0	0	3,385	3,510
Additions to intangible assets and property, plant and equipment	161	339	43	120	0	0	204	459
	Aut	omotive	In	dustrial		Other		Total
	2 nd	quarter	2 nd	quarter	2 nd	quarter	2 nd	quarter
in € millions	2013	2012	2013	2012	2013	2012	2013	2012
Revenue	2,088	1,904	770	870	0	20 ¹	2,858	2,794
Cost of sales	-1,511	-1,380	-525	-560	0	-20 ²	-2,036	-1,960
Gross profit	577	524	245	310	0	0	822	834
EBIT	302	259	67	120	0	0	369	379
- in % of revenue	14.5	13.6	8.7	13.8	-		12.9	13.6
Depreciation, amortization and impairments	-113	-106	-48	-45	0	0	-161	-151
Inventories 3)	898	920	638	733	0	0	1,536	1,653
Trade receivables 3)	1,353	1,288	511	588	0	0	1,864	1,876
Property, plant and equipment 3)	2,372	2,413	1,013	1,097	0	0	3,385	3,510
Additions to intangible assets and property, plant and equipment	82	162	19	62	0	0	101	224
Prior year information based on 2013 segment structure. 1) Other revenues not attributable to a segment.				2) Other co	ost of sales	not attribut	able to a	segment.

Other revenues not attributable to a segment

Summary Q1 2012 – Q2 2013

				2012		2013
in € millions	Q1	Q2	Q3	Q4	Q1	Q2
Income statement						
Revenue	2,858	2,794	2,770	2,703	2,756	2,858
EBITDA	549	530	520	432	512	530
- in % of revenue	19.2	19.0	18.8	16.0	18.6	18.5
EBIT	401	379	364	269	355	369
- in % of revenue	14.0	13.6	13.1	10.0	12.9	12.9
Net income 1)	235	269	225	140	233	328
Statement of financial position			_			
Total assets	13,449	13,806	13,936	13,546	13,960	14,110
Shareholders' equity 2)	1,617	1,865	2,060	2,108	2,110	2,325
- in % of total assets	12.0	13.5	14.8	15.6	15.1	16.5
Net financial debt 3)	6,884	6,828	6,698	6,505	6,533	6,132
- Net financial debt to EBITDA ratio 4)	3.2	3.2	3.2	3.2	3.3	3.1
Additions to intangible assets and	235	224	199	169	103	101
property, plant and equipment 5)						
Statement of cash flows						
Free cash flow 6)	-107	137	92	259	52	334
Employees						
Headcount (at end of reporting period)	74,948	75,868	76,656	76,099	76,186	76,840

¹⁾ Attributable to shareholders of the parent company; comparative amounts restated for initial application of IAS 19 (rev. 2011), see condensed notes to consolidated interim financial statements for details.

²⁾ Including non-controlling interests.

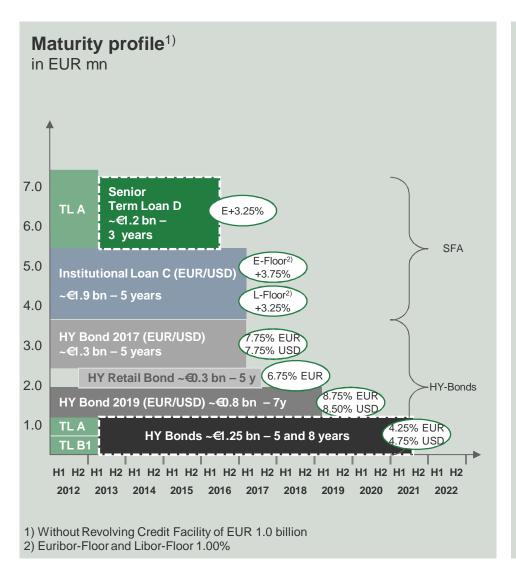
³⁾ Excluding shareholder loans.

⁴⁾ EBITDA based on the last tw elve months.

⁵⁾ Additions to intangible assets and property, plant and equipment for the quarter.

⁶⁾ Free cash flow for the quarter.

Overview Senior Financing



Key aspects

- Balanced financing mix of bank loans, institutional loans and bonds (approx. 50% loans and 50% high yield bonds)
- Strong banking syndicate with ten international renowned banks
- Cost of debt significantly improved to around 6%
- Staggered maturity profile with maturities up to 2021
- S&P corporate rating: B+S&P issue rating: B+
- Moody's corporate rating: B1Moody's issue rating: Ba3

Useful links and references

Schaeffler Investor Relations website	http://www.schaeffler-group.com/content.schaefflergroup.de/en/investorrelations/IR.jsp
Annual and interim reports	http://www.schaeffler- group.com/content.schaefflergroup.de/en/investorrelations/newsir/reports/report_2013.jsp
Investor Relations news and publications	http://www.schaeffler- group.com/content.schaefflergroup.de/en/investorrelations/newsir/irreleases/News.jsp
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Schaeffler FAQ	http://www.schaeffler-group.com/content.schaefflergroup.de/en/investorrelations/faq/faq.jsp