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 –