SCHAEFFLER

Ad-hoc Notification of inside information according to Article 17 para. 1 of the Regulation (EU) No 596/2014 on market abuse

Schaeffler AG expects EUR 674 million from partial prepayment of Loan Note by IHO Holding

Herzogenaurach, *September 7, 2016.* In connection with the announced EUR 3.3 billion equivalent refinancing of IHO Holding, a group of holding companies indirectly owned by the Schaeffler Family, Schaeffler AG will receive EUR 674 million as partial prepayment of its existing EUR 1,674 million Loan Note. The partial prepayment is subject to successful completion of the refinancing of IHO Holding. Schaeffler AG intends to use the funds, together with available cash, to prepay the outstanding USD 850 million senior secured notes due 2021.

Contact:

Christoph Beumelburg SVP Communications, Marketing and Investor Relations Schaeffler AG

Tel.: +49 9132 82-4440 e-mail: ir@schaeffler.com

Important Notice

This announcement does not contain or constitute an offer of, or the solicitation of an offer to buy or subscribe for, securities to any person in Australia, Canada, Japan, or the United States of America or in any jurisdiction to whom or in which such offer or solicitation is unlawful. Subject to certain exceptions, the securities referred to herein may not be offered or sold in Australia, Canada, Japan or the United States of America or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada, Japan or the United States of America. The offer and sale of the securities referred to herein has not been and will not be registered under the applicable securities laws of Australia, Canada, Japan or the United States of America. There will be no public offer of the securities in any jurisdiction.

The securities referred to herein will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any U.S. State security laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the U.S. Securities Act.

This document has been prepared on the basis that there was no public offering in connection with this transaction nor will there be a public offering of the securities. No approved prospectus was or will be prepared in connection with this transaction. Any offer of securities in any Member State of the European Economic Area ("EEA") which has implemented the Prospectus Directive (2003/71/EC), as amended,

Seite 1

SCHAEFFLER

including any relevant implementing measures to implement the Directive 2010/73/EU, (each, a "Relevant Member State") will only be made if no prospectus for offers of securities has to be published. Accordingly any person making or intending to make any offer in that Relevant Member State of securities which are the subject of the placement contemplated in this announcement may only do so in circumstances in which no obligation arises for Schaeffler to publish a prospectus pursuant to Article 3 of the Prospectus Directive (as amended by the Directive 2010/73/EU, to the extent such amendments have already been implemented in the Relevant Member State) or supplement a prospectus pursuant to Article 16 of the Prospectus Directive (as amended by the Directive 2010/73/EU, to the extent such amendments have already been implemented in the Relevant Member State), in each case, in relation to such offer. Schaeffler has not authorized, nor does it authorize, the making of any offer of securities in circumstances in which an obligation arises for Schaeffler to publish or supplement a prospectus for such offer.

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.