

Vossloh AG
Werdohl, Germany
International Securities Identification Number (ISIN) DE0007667107

Second call for the surrender of meantime incorrect physical share certificates

Inter alia, Vossloh AG's annual stockholders' meeting of June 25, 1998, had resolved to re-divide the capital stock into no-par shares and exclude stockholder rights to physical share representation. The related amendments to the bylaws took effect when entered into the Commercial Register of the Altena Local Court on July 24, 1998.

On August 8, 1998, a notice that the capital stock was re-divided and the stock exchange quotation changed accordingly (by dint of the aforesaid stockholders' resolution) was published in the German Federal Gazette ("Bundesanzeiger") and in Börsen-Zeitung.

In said notice, Vossloh AG had also asked its stockholders by November 16, 1998, to surrender for collective custody their par-value share certificates as these had been invalidated by the change to no-par stock. However, the following share certificates have still not be surrendered:

- Share certificates nos. **504501** and **504502** for DM 5 each at par;
- Share certificates nos. **218–222, 243, 244, 283, 287, 18021, 18022, 18079, 18084–18086, 18109–18113** and **22001** for DM 50 each at par.

Therefore, under the terms of Art. 73(2) German Stock Corporation Act ("AktG"), Vossloh AG hereby asks the owners that they duly present their share certificates (each duly provided with coupon no. 20 plus renewal coupon) **on or before August 28, 2006**, to a bank at their discretion for forwarding to **Deutsche Bank AG, Frankfurt/Main, Germany**, during the customary bank opening hours.

Since, according to Art. 5(5) of Vossloh AG's bylaws, stockholders may no longer insist on the physical certification of their shares, no new share certificates will be issued. In lieu, and in accordance with the value, of the share certificates surrendered, their holders will become owners of fractional shares in the portfolio of no-par Vossloh AG stock held in collective custody by Clearstream Banking AG, Frankfurt/Main.

The change to collective custody will be free of any charge whatsoever to stockholders.

The meantime incorrect Vossloh AG share certificates with the numbers stated above will be declared null and void pursuant to Art. 73 AktG if not surrendered on or before August 28, 2006, provided that this call has been published three times. The invalidation authority has been granted by order of the Iserlohn Local Court dated September 26, 2005.

Werdohl, June 2006

Vossloh AG
The Executive Board