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## **Vossloh Aktiengesellschaft publishes subscription offer for capital increase**

- **On 24 May 2016, the management board of Vossloh Aktiengesellschaft with approval of the supervisory board resolved on a share capital increase with subscription rights to existing shareholders in the amount of 19.83% of the share capital of the company**
- **Today, Vossloh Aktiengesellschaft published the subscription offer to its shareholders as well as a securities prospectus intended solely for the purposes of listing and offering the new shares to its shareholders and to subscription right holders in Germany and Luxembourg**
- **The proceeds shall be used, in accordance with the strategic goal of the company, to increase the company's flexibility for its intended organic and inorganic growth**

**Werdohl, 30 May 2016.** On 24 May 2016, the management board of Vossloh Aktiengesellschaft resolved on a share capital increase against contribution in cash with subscription rights to existing shareholders of the company. The supervisory board approved this resolution in its ordinary meeting held on the same day. Through exercise of the existing authorized capital, the company's share capital will be increased from €37,825,168.86 by €7,499,998.61 (19.83 %) to €45,325,167.47 against cash contributions by issuing 2,642,147 ordinary bearer shares with no-par value, each representing a notional value of approximately €2.84 in the company's share capital (the "**New Shares**"). The New Shares will carry full dividend rights as of 1 January 2016.

Today, the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) (BaFin) approved the securities prospectus for the New Shares; this securities prospectus is intended solely for the purposes of listing and offering the New Shares to the shareholders of Vossloh Aktiengesellschaft and to subscription right holders in Germany and Luxembourg. Immediately following approval, the company published the prospectus on its homepage at <http://www.vossloh.com/en/investor-relations/kapitalerhoehung>. Likewise, the

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subscription offer was published in the German Federal Gazette (*Bundesanzeiger*) today.

The subscription period during which the Company's shareholders may exercise their subscription rights begins on 31 May 2016 and is expected to end on 14 June 2016. The New Shares are being offered to existing shareholders by way of indirect subscription at a subscription ratio of 5:1 and at a subscription price of €48.00 per New Share. Five existing shares thus entitle shareholders to subscribe for one New Share.

The subscription rights for the New Shares will be traded in XETRA and in Specialist trading on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange during the period from 31 May 2016 up to and including 10 June 2016 under ISIN DE000A2BPWM9 and security identification number (WKN) A2BPWM. No consideration will be given for any subscription rights not exercised.

Berenberg has agreed to subscribe to and underwrite the New Shares at the subscription price and to offer the New Shares to existing shareholders in accordance with the conditions of the subscription offer. Any New Shares not subscribed for by the end of the subscription period will be offered to qualified investors by way of a private placement. Additionally, Berenberg has committed to underwrite any non-subscribed New Shares at the subscription price. As of tomorrow, 31 May 2016, the Company's existing shares will be quoted as ex-subscription rights (*ex Bezugsrecht*). The registration of the capital increase in the commercial register of the local court (*Amtsgericht*) of Iserlohn is expected to occur on or around 15 June 2016.

The company was given a firm commitment from its major shareholder Heinz Hermann Thiele, who is also chairman of the supervisory board of the company, to participate in the capital increase of Vossloh Aktiengesellschaft according to his shareholding (40.79%) and to exercise all the subscription rights he is entitled to.

The Company expects to receive gross proceeds from the capital increase of approximately €126.82 million. The net proceeds provide Vossloh with additional financial stability and flexibility to promote the intended profitable growth of the company.

The admission of the New Shares to the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange, and sub-segment thereof with additional post-admission obligations (Prime Standard), and to the regulated market (*regulierter Markt*) of the Düsseldorf Stock Exchange (*Düsseldorfer Wertpapierbörse*) is expected to occur on

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or around 16 June 2016. Commencement of trading is expected to occur on or around 17 June 2016. It is intended that the New Shares will be included in the existing listing quotations of the company's shares. Settlement of the subscribed shares and the private placement shares, if any, is planned to occur on 17 June 2016.

Oliver Schuster, CFO of Vossloh: "We intend to employ the capital increase for providing additional financial stability and flexibility for the company's future organic and inorganic growth. We want to be able to act when favourable opportunities arise for acquisitions in our core business. We are currently focusing on examining options for complementing our product and service offering in our focus regions."

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Vossloh is a global player in the rail technology markets. Our core business is rail infrastructure. In addition, the Group is active in the areas of rolling stock and electric buses. The activities of the Group are divided into the four divisions Core Components, Customized Modules, Lifecycle Solutions and Transportation. In financial year 2015, Vossloh generated sales of €1.2 billion with approximately 4,900 employees.

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*This announcement does not constitute a securities prospectus. Potential investors should make their investment decision regarding the securities mentioned in this announcement solely on the basis of the securities prospectus which the company prepared in connection with the offering of these securities and which the company published upon approval by the Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) on 30 May 2016. The securities prospectus is available free of charge from Vossloh Aktiengesellschaft, Vosslohstraße 4, 58791 Werdohl, Germany, or on the*

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website of Vossloh Aktiengesellschaft (<http://www.vossloh.com/en/investor-relations/kapitalerhoehung>).

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