

Press release

NOT FOR DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL OR IN WHICH THE OFFERING OF SECURITIES IS SUBJECT TO REGULATORY RESTRICTIONS. OTHER RESTRICTIONS ARE ALSO APPLICABLE. PLEASE SEE THE IMPORTANT NOTICE AT THE END OF THE AD HOC ANNOUNCEMENT.

Vossloh Aktiengesellschaft successfully completes its capital increase

- **The capital measure is part of the strategic realignment of the group and provides for additional balance sheet stability and flexibility for the intended profitable growth**
- **Vossloh's equity ratio increases to more than 38 %**
- **Trading of approximately 2.6 million new shares is starting on 17 June 2016**

Werdohl, 17 June 2016. Vossloh Aktiengesellschaft has successfully completed its capital increase resolved on 24 May 2016. Trading of the approximately 2.6 million new shares offered ("**New Shares**") has started today, 17 June 2016. In the course of the transaction 98.2 percent of subscription rights were exercised by the subscription right holders, thus confirming the confidence in the company's strategy and the envisaged growth of Vossloh. Berenberg has underwritten any New Shares not subscribed for at the subscription price and sold them in the market. With the registration of the capital increase in the commercial register the number of shares of Vossloh Aktiengesellschaft increased from 13,325,290 to 15,967,437. Accordingly, the company's share capital as from now amounts to €45,325,167.47. Due to the successful completion of the capital increase, the company has received approximately €126.9 million.

The capital measure is part of the strategic alignment of the group and provides for additional financial stability and flexibility to promote the intended profitable growth of the company. Due to the capital measure, the equity ratio of Vossloh group increased to more than 38 percent. As a result, the company secures additional financial headroom to further expand its position as a leading global player for rail infrastructure.

Press release

Oliver Schuster, CFO of Vossloh: "We will use the proceeds from the capital increase for providing additional financial stability and flexibility for the company's future organic and inorganic growth. We want to be capable to act when adequate opportunities arise for acquisitions in our core business. We are currently intensively examining options for complementing our product and service offering in our focus regions".

The company's major shareholder Heinz Hermann Thiele, who is also chairman of the supervisory board of the company, participated in the capital increase of Vossloh Aktiengesellschaft according to his stake and slightly increased his shareholding from 40.79 percent to 40.97 percent.

Berenberg acted as Sole Global Coordinator and Sole Bookrunner for the capital increase.

Contact information for media:

Lucia Mathée, MATHEE GmbH
Phone: +49 (0) 2392 52-608
Email: Presse@ag.vossloh.com

Contact information for investors:

Lucia Mathée, MATHEE GmbH
Phone: +49 (0) 2392 52-609
Email: Investor.relations@ag.vossloh.com

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.

Important notice:

This announcement does not constitute an offer of securities for sale or a solicitation of an offer to purchase or subscribe securities of Vossloh Aktiengesellschaft in the United States, Germany or any other jurisdiction.

This announcement does not constitute a securities prospectus. The securities have already been sold.

Securities may not be offered or sold in the United States without registration or, absent such registration, due to an exemption from registration under the U.S. Securities Act of 1933, as amended. The shares are not being, and will not be, offered to U.S. investors.

Press release

Subject to certain exceptions under applicable securities laws, the securities referred to in this announcement may not be offered or sold in Canada, Australia or Japan or to, or for the account or benefit of, any national, resident or citizen of Canada, Australia or Japan.

No action has been taken that would permit an offering of the securities or their subscription or the distribution of this announcement in any jurisdiction where such offering, subscription or distribution is prohibited. Persons who obtain this announcement are required to inform themselves about potential restrictions and to observe any such restrictions.

This announcement contains forward-looking statements. These statements are based on the current views, expectations and assumptions of the management of Vossloh Aktiengesellschaft and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in such statements. Actual results, performance or events may differ materially from those described herein due to factors affecting Vossloh Aktiengesellschaft such as, among other things, changes in the general economic and competitive environment, capital market risks, currency exchange rate fluctuations and competition from other companies, and changes in international and national laws and regulations, in particular with respect to tax laws and regulations. Vossloh Aktiengesellschaft does not assume any obligation to update any forward-looking statements.

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed, for any purpose, on the information contained in this announcement or its accuracy or completeness. The information in this announcement is subject to change.

Neither Joh. Berenberg, Gossler & Co. KG nor its personally liable partner or any of its directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or, with limited exception, other information relating to Vossloh Aktiengesellschaft, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and independent from how it was transmitted or made available, or for any loss in any way arising from any use of this announcement or its contents or otherwise arising in connection therewith.