



Vossloh Aktiengesellschaft resolves on a capital increase

05/24/2016

Publication of inside information pursuant to Article 17 MAR

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- In the course of a capital increase against contribution in cash 2,642,147 new shares will be offered at a subscription price of €48.00 and at a subscription ratio of 5:1
- The expected proceeds from the offering of €126.8 provide the company with additional financial stability and flexibility for its intended profitable growth
- Major shareholder Heinz Hermann Thiele has committed to exercise his subscription rights and will participate in the capital increase according to his shareholding

Today, the management board of Vossloh Aktiengesellschaft with approval of the supervisory board resolved on a share capital increase against contribution in cash with subscription rights to existing shareholders of the company. 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 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.

The New shares will be 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 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 €126.8 million. The net proceeds provide Vossloh with additional financial stability and flexibility to promote the intended profitable growth of the company.

Subject to the approval of the prospectus by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) (BaFin) and the publication of the approved

prospectus, which is currently intended for 30 May 2016, the conditions of the subscription offer are intended to be published in the German Federal Gazette (*Bundesanzeiger*) on 30 May 2016. The subscription period during which the Company's shareholders may exercise their subscription rights is expected to begin on 31 May 2016 and is expected to end on 14 June 2016. The underwriting bank 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 by way of a private placement. The underwriting bank has committed to underwrite any non-subscribed New Shares at the subscription price. The Company's existing shares are expected to be quoted as ex-subscription rights (*ex Bezugsrecht*) as of 31 May 2016. 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 subscription rights for the New Shares are expected to 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. No consideration will be given for any subscription rights not exercised.

The admission of the New Shares to the regulated market segment (*regulierter Markt*) of the Frankfurt Stock Exchange, and sub-segment thereof with additional post-admission obligations (Prime Standard), and to the regulated market segment (*regulierter Markt*) of the Düsseldorf Stock Exchange (*Düsseldorfer Wertpapierbörse*) is expected to occur on or around 15 June 2016. Commencement of trading is expected to occur on or around 16 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.

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. The offer will be made solely by means of, and on the basis of, a securities prospectus which is to be published.

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 is preparing in connection with the offering of these securities and which the company will publish promptly upon approval by the Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin). The securities prospectus will be available free of charge from Vossloh Aktiengesellschaft, Vosslohstraße 4, 58791 Werdohl, Germany, or on the website of Vossloh Aktiengesellschaft (www.vossloh.com), presumably as of 30 May 2016.

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 have not been, and will not be, offered to U.S. investors.

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