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EDAG Engineering Group AG plans initial listing on 2 December: price range between EUR 19.00 and 24.00 per share

- Offer period will commence on 23 November 2015 and is expected to end on 1 December 2015
- Current sole shareholder ATON will place up to 10.0625 million of a total 25 million shares (40.25 per cent)
- At the mid-point of the price range and subject to a full exercise of the Greenshoe option, the issue volume will be EUR 216.3 million
- Trading on the regulated market of the Frankfurt Stock Exchange (Prime Standard) is expected to commence on 2 December 2015

Arbon, 20 November 2015. EDAG, an independent engineering services provider for the global automotive industry, has announced the offer details for its initial public offering (IPO). The price range for the EDAG shares has been fixed at EUR 19.00 to EUR 24.00 per share. The offer period will commence on 23 November 2015 and is expected to end on 1 December 2015. After the successful completion of the offer, trading in the company's shares on the regulated market of the Frankfurt Stock Exchange (Prime Standard) is expected to commence on 2 December 2015. The offer consists of 8.75 million bearer shares of EDAG Engineering Group AG and of additional 1.3125 million bearer shares in connection with a potential over-allotment. All shares will come from the holdings of the sole current shareholder ATON GmbH, the investment company of the Helmig family. Assuming that all shares are placed and the Greenshoe option is fully exercised, post-transaction free float will amount to up to 40.25 per cent of EDAG's share capital. At the mid-point of the price range, the expected issue volume will amount to approx. EUR 216.3 million. ATON plans to remain a significant long-term shareholder in EDAG after the IPO.

Thomas Eichelmann, CEO of ATON GmbH and chairman of the board of directors of EDAG, comments: "EDAG is one of the world's largest independent engineering services providers in the automotive industry. As a globally operating firm with expertise across all areas of vehicle construction, EDAG is in an excellent position to grow above-average and profitably in this market. The IPO is the right step for EDAG in order to press on with its successful growth strategy together with the long-term oriented shareholder ATON and new shareholders."

Additional offer details

EDAG and the existing shareholder (and other companies controlled by the Helmig family if applicable) will not be allowed to sell or redeem shares during a 180 day period from the first day of trading (lock-up period).

The international securities identification number (ISIN) is CH0303692047, the German securities code (WKN) is A143NB.

The prospectus for the planned initial public offering has been approved by the German regulator, the *Bundesanstalt für Finanzdienstleistungsaufsicht* (BaFin), and is available for downloading on the company's website under the URL <http://ir.edag.com/ipo>.

Morgan Stanley and Deutsche Bank act as joint global coordinators and joint bookrunners for the IPO process. Commerzbank and M.M. Warburg have been mandated as co-lead managers.

Basic Information	
First day of trading	Expected for 2 December 2015
Offer period	The offer period will commence on 23 November 2015 and is expected to end on 1 December 2015 at 12:00 noon CET for private investors and at 15:00 CET for institutional investors
Price range	EUR 19.00 to EUR 24.00 per share
Offer volume/ Issuance proceeds	Total volume of EUR 216.3 million at the mid-point of the price range (subject to the exercise of the Greenshoe option) and EUR 188.1 million (without exercise of the Greenshoe option)
Type of issue	Public offering of shares in the Federal Republic of Germany and the Grand Duchy of Luxembourg as well as private placements in certain jurisdictions outside Germany and Luxembourg In the United States of America, the company's shares will be offered and sold only to qualified institutional buyers as defined in Rule 144A under the U.S. Securities Act of 1933 (as amended); outside of the United States of America, the company's shares will be offered and sold only in offshore transactions in reliance on Regulation S of the Securities Act
Stock exchange	Frankfurt Stock Exchange (Prime Standard)
Syndicate banks	Morgan Stanley and Deutsche Bank as joint global coordinators and joint bookrunners; Commerzbank and M.M. Warburg as co-lead managers
Lock-up period	Company: 180 days Selling shareholder: 180 days Companies controlled by the Helmig family: 180 days
ISIN	CH0303692047
WKN	A143NB



Ticker symbol	ED4
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About EDAG

EDAG is an independent engineering services provider for the global automotive industry. The company serves leading domestic and international vehicle OEMs and sophisticated automotive suppliers through a global network of 57 locations in important automotive centres worldwide. EDAG offers complementary engineering services in the Vehicle Engineering, Electrics/Electronics and Production Solutions segments. Based on these extensive capabilities, EDAG can support its clients along the entire value chain from the original design idea to product development and prototype construction and all the way to the delivery of turnkey production systems. As a technology and innovation leader, EDAG also operates established competence centres that design landmark technologies for future applications in the automotive industry, i.e. lightweight construction, electric mobility, car IT and new production technology. In the financial year 2014, EDAG generated Core Revenue¹ of EUR 634.7 million and an Adjusted Core EBIT² of EUR 53.2 million. As at 30 September 2015, 8,063 employees (including apprentices) worked for EDAG in 19 countries.

Disclaimer

This announcement does not contain or constitute an offer of, or the solicitation of an offer to buy or subscribe for, securities.

This document contains forward-looking statements. These statements are based on the current views, expectations and assumptions of the management of EDAG 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,

¹ **Core Revenues** represent EDAG's sales revenues with third parties (excluding intersegment revenues) and changes in inventories for EDAG's three core segments (Vehicle Engineering, Electrics/Electronics and Production Solutions), and excludes EDAG's Others segment.

² **Adjusted Core EBIT** represents the sum of the adjusted earnings before interest and taxes for EDAG's three core segments (Vehicle Engineering, Electrics/Electronics and Production Solutions) and excludes EDAG's Others segment. Adjusted Core EBIT is adjusted for effects from purchase price allocations on a Group level. These purchase price allocation adjustments relate only to the three core segments (Vehicle Engineering, Electrics/Electronics and Production Solutions). No purchase price allocation adjustments relate to the Others segment.

performance or events may differ materially from those described in such statements due to, among other things, changes in the general economic and competitive environment, risks associated with capital markets, currency exchange rate fluctuations and competition from other companies, changes in international and national laws and regulations, in particular with respect to tax laws and regulations, affecting EDAG, and other factors. EDAG does not assume any obligations to update any forward-looking statements.

This announcement is not a prospectus. Investors should not purchase or subscribe for any shares referred to in this announcement except on the basis of information in the prospectus to be issued by the company in connection with the offering of such shares. Copies of the prospectus are available free of charge from EDAG Engineering Group AG, Schlossgasse 2, CH 9320 Arbon or on the company's website via <http://ir.edag.com>. EDAG Engineering Group AG has been established on 2 November 2015. Aton GmbH will contribute all of the shares in EDAG Engineering Schweiz Sub-Holding AG, a joint-stock company under Swiss law and current parent company of the EDAG Group, to EDAG Engineering Group AG by way of contribution into the capital reserves without issuance of new shares or any other compensation.

This document is not a prospectus within the meaning of Article 652a of the Swiss Code of Obligations, nor is it a listing prospectus as defined in the listing rules of the SIX Swiss Exchange AG or a prospectus under any other applicable laws.

This release is not an offer of securities for sale in the United States of America. Securities may not be offered or sold in the United States of America absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the "Securities Act"). Any public offering of securities to be made in the United States of America would be made by means of a prospectus that could be obtained from EDAG and that would contain detailed information about the company and management, as well as financial statements. There will be no public offer of the securities in the United States of America.

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