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## **Disclosure of an inside information acc. to Article 17 MAR**

### **IPO of MBB SE subsidiary Aumann: Offer price per share set at €42.00 at the upper end of the price range**

Berlin, 23 March 2017 – MBB SE (ISIN DE000A0ETBQ4), a medium-sized family business, expects listing of its subsidiary Aumann AG (ISIN DE000A2DAM03) on the regulated market (Prime Standard) of the Frankfurt Stock Exchange on 24 March 2017. Aumann is a leading manufacturer of innovative specialised machinery and automated production lines with focus on e-mobility. Before the IPO, MBB SE held 93.5% of the share capital in the company and Mr. Ingo Wojtynia held 6.5%.

Aumann and the selling shareholders in consultation with the Underwriters of the IPO have set the offer price per share at €42.00. Therefore, the issue price is at the upper end of the price range of €35.00 to €43.00 per share. The offer was several times oversubscribed.

In total, 5.98 million shares in Aumann were placed. Thereof, 1.5 million shares derive from a capital increase registered with the commercial register today and 3.7 million from the holdings of the selling shareholders of which c. 3.5 million shares came from MBB SE. In addition, 780,000 shares were made available for the purpose of over-allotments by the selling shareholders of which MBB contributed 729,300 shares. Assuming a full exercise of the Greenshoe option, gross IPO proceeds amount to c. € 251.2 million. The company will receive gross proceeds of c. € 63.0 million which are intended to fund Aumann's capacity expansion in the field of e-mobility. MBB achieves gross proceeds of € 175.9 million assuming placement of the full greenshoe.

Subject to a full exercise of the Greenshoe option, the free float will amount to up to 46.4% after the end of the lock up periods. MBB SE intends to hold the remaining shares of at least 53.6% of the total shares as long term majority shareholder.

Berenberg and Citigroup acted as Joint Global Coordinators in the transaction and together with Hauck & Aufhäuser as Joint Bookrunners.

#### About MBB SE:

MBB SE is a medium-sized family business that has expanded steadily since it was founded in 1995 through organic growth and the acquisition of companies. Increasing long-term value of the independent subsidiaries and the Group as a whole is the heart of its business model which has been highly profitable from the outset. Substantial growth and sustainable returns will remain MBB SE's goal in future as well.

Further information on MBB SE can be found at [www.mbb.com](http://www.mbb.com)

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Dr Gerrit Karalus  
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Chairman of the Board  
Gert-Maria Freimuth

Court of Registration  
Berlin-Charlottenburg Local Court, registration number: HRB 165458

## **Disclaimer**

The offered shares in the Company have already been sold.

In connection with the Offering, Joh. Berenberg, Gossler & Co. KG (the "Stabilisation Manager") (or persons acting on behalf of the Stabilisation Manager) may over-allot shares or effect transactions with a view to supporting the market price of the Shares at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilisation Manager (or persons acting on behalf of the Stabilisation Manager) will undertake stabilisation action. Any stabilisation action may begin on or after the date on which adequate public disclosure of the final price of the Shares is made and, if begun, may be ended at any time, but it must end no later than 30 days after the date of commencement of trading of the Shares.

This publication constitutes neither an offer to sell nor a solicitation to buy securities. The offer is being made solely by means of, and on the basis of, the published prospectus (including any amendments thereto, if any). An investment decision regarding the publicly offered securities of Aumann AG should only be made on the basis of the securities prospectus. The prospectus is available free of charge from Aumann AG (Dieselstraße 6, 48361 Beelen, Germany, fax number +49 2586 888-7100 and on the website of Aumann AG ([www.aumann.com](http://www.aumann.com))).

These materials are for informational purposes only and are not intended to constitute, and should not be construed as, an offer to sell or subscribe for, or the announcement of a forthcoming offer to sell or subscribe for, or a solicitation of any offer to buy or subscribe for, or the announcement of a forthcoming solicitation of any offer to buy or subscribe for, ordinary shares in the share capital of Aumann AG (the "**Company**", and such shares, the "**Shares**") in the United States or in any other jurisdiction.

The Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") and may not be offered or sold within the United States absent registration or an exemption from the registration requirements under the Securities Act. The Company does not intend to register any portion of the offering in the United States or to conduct a public offering of Shares in the United States.

The Company has not authorised any offer to the public of Shares in any Member State of the European Economic Area, except in the Federal Republic of Germany and Luxembourg. With respect to any Member State of the European Economic Area which has implemented the Prospectus

Directive other than Germany and Luxembourg (each a "**Relevant Member State**"), no action has been undertaken or will be undertaken to make an offer to the public of Shares requiring publication of a prospectus in any Relevant Member State. As a result, the Shares may only be offered in Relevant Member States:

- (i) to any legal entity which is a "qualified investor" as defined in the Prospectus Directive; or
- (ii) in any other circumstances falling within Article 3(2) of the Prospectus Directive.

For the purpose of this paragraph, the expression "offer of securities to the public" means the communication in any form and by any means of sufficient information on the terms of the offer and the Shares to be offered so as to enable the investor to decide to exercise, purchase or subscribe for the Shares, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression "**Prospectus Directive**" means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measure in the Relevant Member State.

Any such investor will also be deemed to have represented and agreed that any Shares acquired by it in the contemplated offering of Shares have not been acquired on behalf of persons other than such investor. This announcement is not an advertisement within the meaning of the Prospectus Directive and does not constitute a prospectus.

In the United Kingdom, this document and any other materials in relation to the Shares is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, "**qualified investors**" (as defined in section 86(7) of the Financial Services and Markets Act 2000) and who are (i) persons having professional experience in matters relating to investments who fall within the definition of "**investment professionals**" in Article 19(5) of the Financial Services and Markets Act 2000 ("**Financial Promotion**") Order 2005 (the "**Order**"); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "**relevant persons**"). This communication is directed only at relevant persons. Persons who are not relevant persons should not take any action on the basis of this document and should not act or rely on it.

This document may contain forward-looking statements. These statements are based on the current views, expectations and assumptions of the management of the Company 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 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 the Company and other factors. The Company does not assume any obligations to update any forward-looking statements.

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