



Press Release

AFG Arbonia-Forster-Holding AG publishes final terms of the announced ordinary capital increase

Arbon, 11 September 2015 – AFG Arbonia-Forster-Holding AG publishes today the final terms of the announced ordinary capital increase of CHF 206.7 million.

The Board of Directors of AFG Arbonia-Forster-Holding AG proposes to its shareholders at the Extraordinary Shareholders' Meeting (the "EGM") to be held today to increase the share capital from previously CHF 76,547,532.60 to CHF 183,714,081.60 through the issuance of 25,515,845 new registered shares with a nominal value of CHF 4.20 each. Provided that the EGM approves the proposed ordinary capital increase, the shareholders of AFG Arbonia-Forster-Holding AG will be offered for every 5 existing registered shares held 7 new registered shares at a subscription price of CHF 8.10 per new registered share (the "Subscription Price"). Shareholders will receive for each existing registered share 7 subscription rights. 5 subscription rights entitle the holder to subscribe for 1 new registered share at the Subscription Price during the subscription rights exercise period. Subject to the approval of the ordinary capital increase by the EGM, the rights exercise period for the subscription rights is expected to start on 15 September and end on 22 September 2015 (12:00 noon CEST). The subscription rights are expected to be tradable on SIX Swiss Exchange from 15 September to 21 September 2015. The first day of trading of the newly issued registered shares is expected to be 23 September 2015. The offering and listing prospectus (the "Offering Memorandum") for the ordinary capital increase is expected to be published by AFG Arbonia-Forster-Holding AG on 15 September 2015.

A banking syndicate led by UBS AG and Joh. Berenberg, Gossler & Co. KG ("Berenberg") has underwritten, subject to certain customary conditions, the issuance of 25,515,845 new registered shares. The newly issued registered shares will be offered to the existing shareholders, preserving their subscription rights. Newly issued registered shares in respect of which subscription rights have not been exercised will be sold on SIX Swiss Exchange or in the over-the-counter market immediately after the end of the subscription rights exercise period or may be offered in a public offering in Switzerland and in private placements to investors outside Switzerland and the United States of America and, if not so placed, will be taken up by the banking syndicate.

Artemis Beteiligungen I AG, held and controlled by Michael Pieper, has committed to exercise all of the allotted subscription rights corresponding to its current holdings of 27.8% and has reserved the right to increase its stake by purchasing additional shares and/or subscription rights in the market, but will not exceed the threshold of 33 1/3%.

The envisaged ordinary capital increase enables AFG Arbonia-Forster-Holding AG to create the financial basis for the execution of the restructuring and repositioning measures, which were announced at the half-year financial statements presentation on 13 August 2015.

UBS Investment Bank acts as Sole Global Coordinator and together with Berenberg as Joint Bookrunner. Co-Lead Managers are Zürcher Kantonalbank und Bank Vontobel AG.

The expected timetable for the ordinary capital increase is as follows:

11 September 2015	10:30 a.m. CEST: start EGM. Following the EGM: press release regarding the resolutions of the Shareholders' Meeting.
14 September 2015	After close of trading on SIX Swiss Exchange: Record date for determination of existing shareholders for the entitlement of subscription rights. Shareholders acquiring shares after the record date will acquire shares without entitlement to subscription rights.
15 September 2015	Publication of Offering Memorandum. Start of trading in subscription rights and start of subscription rights exercise period.
21 September 2015	End of subscription rights trading period.
22 September 2015	12:00 noon CEST: end of subscription rights exercise period. After close of trading on SIX Swiss Exchange: press release regarding the number of exercised subscription rights (take-up).
23 September 2015	Listing and first trading day of new shares.
25 September 2015	Settlement and delivery of new shares against payment of the Subscription Price.

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This press release and further information on AFG can be found on our website at www.afg.ch.

AFG is a leading technology-driven, internationally active construction materials and machinery group that supplies innovative solutions and services in the fields of **energy efficiency, safety & security and well-being**. AFG has its head office in Arbon, in the canton of Thurgau (Switzerland), and is quoted on the Swiss Stock Exchange (SIX). It is active worldwide with over 40 distribution companies as well as offices and partners in more than 70 countries. Its 12 main production sites are located in Switzerland, Germany, the Czech Republic, Poland, Slovakia, and Italy. AFG employs a total workforce of around 6000.

The various business units/companies making up AFG offer an almost complete spectrum of products and services for the outer envelope and interior design of buildings. In this core sector, AFG companies convert around 2,700,000 m² of glass for windows and shower enclosures (the equivalent of more than 370 football pitches), 83,000 doors, 3,000 km of steel profiles, 15,000 km of wood and PVC profiles for windows, more than 2.5 million radiators and more than 100,000 fan coils and terminals.

Disclaimer

This publication is intended for the information of the shareholders of AFG Arbonia-Forster-Holding AG about the proposed ordinary capital increase and the resolutions to be taken in connection therewith by the extraordinary shareholders' meeting to be held later today.

This publication shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of securities referred to herein in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of any such jurisdiction. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold in the United States or to U.S. persons (as such term is defined in Regulation S under the Securities Act) absent registration or an exemption from registration under the Securities Act.

The issuer of the securities has not registered, and does not intend to register, any portion of the offering in the United States, and does not intend to conduct a public offering of securities in the United States.

This publication constitutes neither an offer to sell nor a solicitation to buy securities of the AFG Arbonia-Forster-Holding AG and it does not constitute a prospectus within the meaning of article 652a and/or 1156 of the Swiss Code of Obligations or a listing prospectus within the meaning of the listing rules of the SIX Swiss Exchange. The offer will be made solely by means of, and on the basis of, an offering circular and listing prospectus which is to be published. An investment decision regarding the publicly offered securities of the AFG Arbonia-Forster-Holding AG should only be made on the basis of the offering circular and listing prospectus. The offering circular and listing prospectus is expected to be published on 15 September 2015 and will be available free of charge at AFG Arbonia-Forster-Holding AG.