



Press Release

AFG Arbonia-Forster-Holding AG proposes to its Extraordinary Shareholders' Meeting an ordinary capital increase of approximately CHF 200 million by way of a rights offering

Arbon, 21 August 2015 – The Board of Directors of AFG Arbonia-Forster-Holding AG proposes to the shareholders at the Extraordinary Shareholders' Meeting ("EGM") on 11 September 2015 an ordinary capital increase in order to raise gross proceeds in the amount of approximately CHF 200 million. Provided that the EGM approves the motion to increase the nominal share capital from currently CHF 76,547,532.60 by up to CHF 200,000,001.60 to a maximum of CHF 276,547,534.20, a banking syndicate under the lead of UBS AG and Joh. Berenberg, Gossler & CO. KG ("Berenberg") has committed to a firm underwriting, subject to certain customary conditions, of the up to 47,619,048 new registered shares for a legally required minimum offer price of CHF 4.20 per share (which equals the current nominal value of AFG shares). The banking syndicate will offer the new registered shares to the existing shareholders, preserving the pre-emptive rights.

The Board of Directors emphasizes, that the maximum number of registered shares to be created is an overall frame only, which is determined by the legally stipulated minimum offer price reflecting the current nominal value of existing AFG shares (CHF 4.20). The final terms of the rights issue (final number of shares to be issued, final subscription ratio and final offer price) will be determined by the Board of Directors and presumably announced on 11 September 2015 ahead of the EGM.

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 26.7% and reserves the right to increase its stake by purchasing additional AFG shares or subscription rights in the market, but will not exceed the threshold of 33 1/3%.

Execution of the rights offering (trading and exercise of rights, registration of capital increase in the commercial register as well as payment and settlement of the new registered shares) is expected to take place after the EGM.

The envisaged capital increase enables AFG to create the financial basis for the execution of the restructuring and repositioning measures, which were announced at the Half-Year figures 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.

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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 capital increase and the resolutions to be taken in connection therewith by the extraordinary shareholders' meeting to be held on 11 September 2015.

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.

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