



PRESS RELEASE

SHW AG: Consistent pursuit of growth strategy – Shareholders resolve to approve dividend of €1.00 per share

Aalen, 13 May 2015. The fourth Annual General Meeting of SHW AG, held in Heidenheim on 12 May 2015, was again met with great interest by the SHW shareholders with an attendance rate of 45.88 percent of the increased share capital of 6,436,209 shares.

The Chairman of the Supervisory Board, Georg Wolf, opened the event by informing the shareholders present that Dr.-Ing. Frank Boshoff had been appointed as new member of the Management Board as of 1 July 2015 and at that from this date, he would also serve as Chief Executive Officer. "The particular expertise of Dr. Boshoff in the areas of operational excellence and lean manufacturing were decisive for the Supervisory Board in making his appointment", emphasised Georg Wolf. On behalf of the Supervisory Board, Mr Wolf thanked the current Chief Executive Officer Dr.-Ing. Thomas Buchholz for his successful contribution to SHW's internationalisation. "We respect Dr. Buchholz's request to terminate his contract prematurely for personal reasons and wish him all the best for his professional and personal future", concluded Georg Wolf on this matter.

In his speech, SHW's current Chief Executive Officer, Dr. Thomas Buchholz, gave a positive summary of the last fiscal year. "The year 2014 was a challenging year for SHW. We achieved important milestones supporting SHW Group's future capital-efficient growth and also provided the personnel and organisational prerequisites for the ongoing successful development of our Company".

In a positive economic climate, Group sales climbed 17.6 percent to € 430.0 million (2013: € 365.6 million) in fiscal year 2014. Adjusted Group earnings before interest, taxes, depreciation and amortisation of tangible and intangible assets (adjusted EBITDA) increased 13.8 percent to € 40.6 million in the January to December 2014 period (2013: € 35.7 million).

This positive performance persisted in the first quarter of 2015. Based on continued high customer call orders, SHW's revenues grew by 11.7 percent to € 117.0 million (previous year € 104.8 million) in the first quarter of 2015.

Earnings development continued to be primarily influenced by the high level of customer call orders, which still led to logistical and operational pressure despite an acceleration in capacity expansion and efficiency improvement measures. Against this backdrop, adjusted Group earnings before interest, taxes, depreciation and amortisation of tangible and intangible assets (adjusted EBITDA) in the January to March 2015 period grew from € 8.8 million reported in the comparable period of the previous year to € 11.0 million.

"SHW is undergoing a transition to a global player for fuel-optimised components for engine and transmission applications that increase the efficiency of combustion engines and their auxiliary units as well as for brake discs that not only improve brake performance but also



make a considerable contribution to a reduction in vehicle weight", stressed Dr. Buchholz as he concluded his address. There is a distinct trend towards using electrically driven engine and transmission oil pumps for realising features such as start-stop and sailing. Moreover, the trend towards electrically driven pumps for higher performance classes will continue, supported by 48V wiring systems and the increased use of synthetic materials. The first milestones in the internationalisation of SHW's business activities have been successfully realised in both business segments. For the future, the set path has to be continuously followed in a targeted manner and, above all, the measures defined to optimise process chains have to be consistently implemented.

"Thanks to the employees' Swabian virtues of diligence, ingenuity, tenacity, strong business sense and an instinct for pushing the boundaries of technology, I am confident that SHW and its employees will continue to successfully and profitably exploit the Company's opportunities that arise from the demanding CO₂ targets for automobile manufacturers in the large automotive markets", highlighted Dr. Buchholz in his closing words. He thanked the shareholders present for their continued trust.

In line with the proposal given by the Management Board and the Supervisory Board of SHW AG, the distribution of a dividend of € 1.00 per share was resolved. Based on the fiscal year 2014 Group net income, this distribution is equivalent to a payout ratio of 60.3 percent. The other items on the agenda were each approved with a large majority.



**Voting results
of the Annual General Meeting of SHW AG
on 12 May 2015 in Heidenheim**

Agenda	Numbers of shares present	in per cent of total share capital	Valid votes	in per cent of present share capital	in per cent of total share capital	YES votes	in per cent of valid votes	NO votes	in per cent of valid votes	Proposal
TOP 2 Appropriation of unappropriated net income	2,952,816	45.88%	2,949,515	99.89%	45.83%	2,949,275	99.99%	240	0.01%	Accepted
TOP 3 Discharge of the members of the Management Board	2,952,816	45.88%	2,949,545	99.89%	45.83%	2,949,262	99.99%	283	0.01%	Accepted
TOP 4 Discharge of the members of the Supervisory Board	2,952,816	45.88%	2,949,545	99.89%	45.83%	2,949,167	99.99%	378	0.01%	Accepted
TOP 5 Appointment of the auditor	2,952,816	45.88%	2,949,305	99.88%	45.82%	2,592,220	87.89%	357,085	12.11%	Accepted
TOP 6 Cancellation of existing authorised capital and creation of new authorised capital	2,952,816	45.88%	2,949,295	99.88%	45.82%	2,412,001	81.78%	537,294	18.22%	Accepted
TOP 7 Cancellation of authorisation to issue convertible bonds and / or bonds with warrants	2,952,816	45.88%	2,949,045	99.87%	45.82%	2,948,057	99.97%	988	0.03%	Accepted



About SHW

The Company was established in 1365 making it one of the oldest industrial companies in Germany. Today, SHW AG is a leading automotive supplier providing products that make a substantial contribution to reducing fuel consumption and, consequently, to lowering CO₂ emissions. In its Pumps and Engine Components business segment, the SHW Group develops and produces pumps for passenger vehicles and industry applications (e.g., trucks, agricultural and construction vehicles, stationary engines and wind farms) as well as engine components. The Brake Discs business segment develops and produces monobloc ventilated brake discs made of cast iron and composite brake discs made of a combination of an iron friction ring and an aluminium pot. The SHW Group's customers include renowned automotive manufacturers, manufacturers of commercial, agricultural, and construction vehicles as well as other suppliers to the automotive industry. Currently, the SHW Group has four production sites in Germany located in Bad Schussenried, Aalen-Wasseralfingen, Tuttlingen-Ludwigstal and Neuhausen ob Eck, and one site in Brazil (Sao Paulo). With just over 1,150 employees, the Company generated Group sales in fiscal year 2014 of € 430 million. Further information is available at: www.shw.de

Contact person

Michael Schickling

Head of Investor Relations & Corporate Communications

SHW AG

Telephone: +49 (0) 7361 502 462

Email: michael.schickling@shw.de

Future-oriented statements

This press release contains certain future-oriented statements that are based on current assumptions and forecasts made by the management of SHW AG. Various known and unknown risks, uncertainties and other factors may lead to the actual results, financial position, development or performance of the company deviating considerably from the appraisals specified here. The company assumes no obligation to update future-oriented statements of this nature or adapt them to future events or developments.

Note

This announcement is for information purposes only and does neither constitute an offer to sell, purchase, exchange or transfer any securities nor a solicitation of any offer to sell, purchase, exchange or transfer any securities.

The securities referred to herein 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 in the United States absent registration or an exemption from registration under the Securities Act. SHW AG does not intend to register any securities referred to herein under the Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States in connection with this announcement.