

**SCHMOLZ+BICKENBACH AG, Emmen**

Share capital increase 2011

Listing of 13,125,000 new shares

Transaction overview

In December 2008, SCHMOLZ+BICKENBACH Holding AG and Gebuka AG granted SCHMOLZ+BICKENBACH AG ("SCHMOLZ+BICKENBACH" or the "Company") a hybrid loan (the "Hybrid") bearing interest at 15% p.a. To avoid this interest charge in the future, the Hybrid, in the principal amount of EUR 80 million plus accrued interest of approximately EUR 16.2 million as of 28 April 2011, was entirely replaced with formal equity. This results in a simplified financing structure for the Company and creates an improved basis for a successful long-term financing of the Company beyond 2012. To this end, the Company's ordinary meeting of shareholders of 15 April 2011 approved a capital increase with pre-emptive rights (the "Rights") for the existing shareholders. At the end of the subscription period, on 28 April 2011, a number of Rights pertaining to 4,231,044 shares had been exercised. The creditors of the Hybrid have agreed to subscribe for 8,893,956 shares by way of setting off of a portion of their claims resulting from the Hybrid. The remaining portion of the claims resulting from the Hybrid was discharged with the cash proceeds from the capital increase, so that the Hybrid (and all claims related thereto) has been replaced with formal equity.

Share capital increase

Issuer	SCHMOLZ+BICKENBACH AG, Emmenweidstrasse 90, CH-6020 Emmenbrücke/LU, Switzerland
Shareholders' and Board of Directors' Resolutions	On 15 April 2011, the ordinary general meeting of shareholders of SCHMOLZ+BICKENBACH has resolved upon an ordinary share capital increase from CHF 367,500,000 to up to CHF 413,437,500, by issuance of up to 13,125,000 new shares with a nominal value of CHF 3.50 each (each an "Offered Share" and, together with the other shares of the Company, the "Shares"). The Offered Shares have been offered to the Company's existing shareholders in a rights offering (the "Rights Offering"). On 29 April 2011, the Company's Board of Directors has increased the share capital of the Company by CHF 45,937,500, from CHF 367,500,000 to CHF 413,437,500. The Company's share capital is now divided into 118,125,000 Shares.

Offered Shares

Certification of Shares	The Offered Shares were issued in the form of uncertificated securities within the meaning of Article 973c of the Swiss Code of Obligations and were entered in the Company's book of uncertificated securities and registered as book-entry securities within the meaning of the Swiss Federal Book Entry Securities Act in the main register maintained by SIX SIS AG. Each shareholder may however at any time request from the Company a document evidencing its shareholding as recorded in the Company's share register.
Dividend rights	Offered Shares are entitled to dividends, if any, for the entire current fiscal year.

Transfer and voting restrictions	The Offered Shares are subject to the transfer and voting restrictions stated in Article 4 of the Company's articles of incorporation.
Listing of the Offered Shares	The listing of the Offered Shares has been requested and approved for the Main Standard of the SIX Swiss Exchange. Trading in Offered Shares is expected to commence on 2 May 2011.
Prospectus	<p>On 28 October 2010, the Company issued an offering and listing memorandum in connection with an offering of 75,000,000 Shares. According to Article 33, Section 1 of the Listing Rules of the SIX Swiss Exchange, the Company is released from the obligation to publish a listing prospectus.</p> <p>The Company has prepared an issuance prospectus in English language according to Article 652a of the Swiss Code of Obligations (the "Offering Memorandum"). Interested parties may obtain the Offering Memorandum free of charge by addressing a request to: SCHMOLZ+BICKENBACH AG, Emmenweidstrasse 90, CH-6020 Emmenbrücke, Tel. +41 (0) 41 209 5000, Email: prospekt@schmolz-bickenbach.com.</p>
Applicable law and jurisdiction	Swiss law / Lucerne

Identification

Registered share of CHF 3.50 nominal value	Security Nr. 579 566	ISIN CH 000 579 566 8	Ticker STLN
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This listing notice does not constitute an issuing prospectus as defined in Art. 652a resp. 1156 of the Swiss Code of Obligations.

