



Tornos Holding SA, Moutier

Share capital increase 2013

Offering and listing of up to 4,429,168 registered shares stemming from authorized capital

Share capital increase

Issuer Tornos Holding SA, Rue Industrielle 111, 2740 Moutier, Switzerland ("Tornos" or the "Company")

Share capital As of the date of this listing notice and prior to the Offering (as defined below), Tornos has an issued and outstanding share capital of CHF 69,759,418.50, divided into 15,502,093 registered shares with a nominal value of CHF 4.50 each (each a "Share" and collectively the "Shares").

Shareholders' and Board of Directors' Resolutions At the ordinary shareholders meeting of 17 April 2012, the shareholders resolved to authorize the Board of Directors to issue up to a maximum of 4,700,000 fully paid-up registered shares with a nominal value of CHF 4.50 each until 17 April 2014. On 14 May 2013, the Board of Directors has decided to increase the Company's share capital from currently CHF 69,759,418.50 to up to CHF 89,690,674.50, by issuing up to 4,429,168 registered shares (the "Offer Shares") with a nominal value of CHF 4.50 each.

The Offer Shares will be offered in an offering (the "Offering") consisting of (i) an offering to existing shareholders of the Company to subscribe for Offer Shares (the "Rights Offering"), subject to certain limitations based on residency, pursuant to which the existing shareholders may exercise their rights (collectively the "Rights", individually a "Right") to subscribe pro rata for the Offer Shares and (ii) an offering of Offer Shares (the "Share Offering") for which Rights have not been exercised in the Rights Offering may be offered by way of a public offering in Switzerland and private placements to institutional investors in other jurisdictions.

Rights Offering

Subscription ratio Each holder of existing Shares on 17 May 2013 after the close of the market will be allotted one Right per Share. Each seven (7) Rights shall entitle such shareholder to subscribe for two (2) Offered Shares at the Subscription and Offer Price (as defined below).

Holders of seven (7) Rights may subscribe for two (2) Offered Share according to the terms and conditions described in the Offering Circular and Listing Memorandum dated 14 May 2013.

Subscription period The Rights may be exercised on any business day from 21 May 2012 until 28 May 2013, 17:00 CEST, after which time the Rights will expire and the Rights

Offering will end. Subscriptions will be accepted for entire shares only.

Trading in the Shares ex-Rights	As of 21 May 2013, the Shares will be traded ex-Rights.
Rights trading	No trading in Rights will take place.
Exercise of Rights	Existing shareholders of the Company will be informed of the Rights Offering by the depository bank. In order to subscribe for Offer Shares, such holders must follow the instructions received from said depository bank.

Share Offering

Share Offering period	Offer Shares for which Rights have not been exercised in the Rights Offering may be offered at the Subscription and Offer Price (as defined below) until 29 May 2013, 12:00 CEST.
------------------------------	---

General

Subscription and Offer Price	CHF 7.00 per Offered Share.
Payment and delivery	Delivery of the Offer Shares against payment of the Offer Price is expected to take place through the facilities of SIX SIS AG on 3 June 2013.
Commitments	Each of Rollomatic Holding SA (a company majority-owned by Mr. Michel Rollier, which holds 8.09% of the registered issued share capital of the Company) and Mr. Walter Fust (who holds 25.15% of the Company's registered issued share capital) have undertaken to support the transaction by partially guaranteeing the Offering. Rollomatic Holding SA on the one hand and Mr. Walter Fust on the other hand have undertaken towards the Company and the Lead Manager (i) not to exercise their Subscription Rights in the context of the Rights Offering, (ii) but to purchase a number of Offer Shares in the Share Offering which corresponds to the number of Shares they would have been entitled to subscribe in the Rights Offering (i.e. 358,209 Offer Shares for Rollomatic and 1,113,842 Offer Shares for Mr. Walter Fust), and (iii) to purchase an additional number of Offer Shares in the Share Offering which were not sold or placed with other investors and which guarantees overall gross proceeds of CHF 30 million to the benefit of the Company (i.e. up to 1,241,791 additional Offer Share in the case of Rollomatic Holding SA and up to 1,571,872 additional Offer Shares in the case of Mr. Walter Fust).
Duties and taxes	The federal issuance tax of 1% on the subscription price of the Offer Shares will be borne by the Company.
Certification of Shares	The Offer Shares will be issued as uncertificated securities (<i>Wertrechte, droits-valeurs</i> , within the meaning of the Swiss Code of Obligations) and become intermediated securities (<i>Bucheffekten, titres intermédies</i> within the meaning of the Swiss Federal Intermediate Securities Act). The shareholders may demand at any time that the Company issue a confirmation in respect of the number of Shares which the shareholder currently owns. The shareholders are not entitled to the printing and delivery of physical share certificates.
Dividend rights	Offer Shares will be entitled to dividends, if any, for the entire current fiscal year.
Listing of the Offer	The listing of the Offer Shares has been requested and approved for the Main

Shares	Standard of the SIX Swiss Exchange. Trading in Offer Shares is expected to commence on 31 May 2013.
Sales restrictions	General sales restrictions; United States/U.S. persons; European Economic Area, United Kingdom, Canada and Japan. The above list of restricted jurisdictions is not considered to be exhaustive.
Applicable law and jurisdiction	Swiss law / Berne

Identification

	Security Nr.	ISIN	Ticker
Registered share of CHF 4.50 nominal value	1 160 768	CH 001 160 768 3	TOHN SW
Subscription right (no rights trading)	21 257 072	CH 021 257 072 2	-

The Offering Circular and Listing Memorandum, which is the only authoritative source of information on the listing of the Offer Shares on the SIX Swiss Exchange, may be obtained free of charge at Bank Vontobel AG, Corporate Finance, Gotthardstrasse 43, CH-8022 Zurich (Tel. +41 (0)58 283 7003; Fax +41(0)58 283 7075; E-Mail: prospectus@vontobel.ch). The investment decision of any investor must exclusively be based on the Offering Circular and Listing Memorandum.

This listing notice does not constitute an issuing prospectus as defined in Art. 652a or 1156 of the Swiss Code of Obligations.

