

Ad hoc announcement



**Disclosure of an inside information acc. to Article 17 MAR
GRAMMER AG (WKN 589540, ISIN DE0005895403)**

GRAMMER signs a Business Combination Agreement with companies affiliated with its strategic partner Ningbo Jifeng – launch of a takeover offer to GRAMMER shareholders intended

Amberg, May 29, 2018

Grammer AG and Ningbo Jihong Investment Co., Ltd. and Jiye Auto Parts GmbH ("**Bidder**"), both affiliated companies of Ningbo Jifeng Auto Parts Co. Ltd ("**Ningbo Jifeng**") have signed a Business Combination Agreement today according to which the Bidder will make a voluntary public takeover offer for all outstanding shares of Grammer AG. As cash consideration, EUR 60.00 per share shall be offered to the shareholders of Grammer AG. Moreover, Grammer shareholders will receive the expected dividend of 1.25 Euro per share for the fiscal year 2017, resulting in a total consideration of EUR 61.25 per share. The Business Combination Agreement also regulates the basic principles and conditions of the strategic partnership. JAP Capital Holding GmbH, a company affiliated with Ningbo Jifeng and the bidder, already holds a stake of over 25 % in Grammer AG.

The main objectives of both measures are to deepen the strategic partnership between Grammer AG and Ningbo Jifeng, which has existed since 2017, to further stabilize the shareholder structure by expanding the existing stake in Grammer AG, and to optimize the global footprint and secure the global growth strategy.

The takeover offer will be subject to a minimum acceptance threshold of 50% plus one share of all shares in Grammer AG, including the stake already held, as well as regulatory approvals. Subject to the terms and conditions of the Business Combination Agreement and their statutory fiduciary duties, Grammer AG's Executive Board welcomes and supports the voluntary takeover offer.

After publication of the offer document by the Bidder the Management Board and the Supervisory Board of Grammer AG will publish a comprehensive reasoned statement on the takeover offer pursuant to section 27 of the German Takeover Act (WpÜG).

Grammer AG
The Executive Board