

## Press release

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Stuttgart/Tokyo, 9 March 2015

### Change of offer conditions

- REDUCTION OF MINIMUM PARTICIPATION THRESHOLD TO 40%
- INCREASED OFFER PRICE TO EUR 30.55 TO CAPTURE THE FORESEEN DIVIDEND ENTITLEMENT FOR THE YEAR 2014
- EXTENSION OF REGULAR ACCEPTANCE PERIOD BY TWO WEEKS UNTIL 25 MARCH 2015

DMG MORI SEIKI CO., LTD ("CO") and DMG MORI SEIKI AG ("AG") today entered into an amended Cooperation Agreement 2015 reducing the minimum participation threshold (which is a condition for completion) from 50% plus 1 share to 40%. In return, DMG MORI GmbH (the "Bidder") increased the offer price to €30.55 per share (the increase reflects the foreseen AG dividend entitlement of EUR 0.55 for the financial year 2014).

Already on 5 March 2015, CO and its wholly owned subsidiary DMG MORI GmbH (the "Bidder") increased their holding in AG to 38.52% and thereby achieved their primary target to have de-facto control on AG's AGM. Against this background, CO and AG have jointly agreed to provide for transaction certainty by amending the cooperation agreement and to avoid a potential mandatory public tender offer.

As a consequence of the change in offer conditions, the offer period will be extended by 14 days by statute and allows all shareholders to tender their AG shares until 25 March 2015. The offer is expected to be settled around mid April 2015.

Moreover, CO has purchased off-market, in addition to the declarations of acceptance mentioned in its today's notification in accordance with Section 23 para. 1 sentence 1 no. 1 of the German Securities Acquisition and Takeover Act (Wertpapiererwerbs- und Übernahmegesetz, WpÜG), 1,674,300 shares, corresponding to 2.12% of total shares outstanding, in over-the-counter trades which will lead to an exceeding of the new participation threshold.

Dr. Mori: *"The agreement today strikes a good compromise between the interests of the two companies as well as their shareholders. It provides transaction certainty for all stakeholders and eliminates the possibility of a potential subsequent mandatory public tender offer which would have only tied additional resources of the two companies and their management teams."*

Dr. Kapitza: *"With the amended Cooperation Agreement 2015 in conjunction with the additional share purchases by DMG MORI SEIKI CO., LTD the minimum participation threshold has been reached. This allows us to now fully refocus on the operational performance of our two companies and our customers. "*

*Disclaimer*

*This document is for information purposes only. It is neither an invitation to submit an offer to sell DMG MORI SEIKI AG-shares nor an offer to buy DMG MORI SEIKI AG-Shares. An offer to purchase DMG MORI SEIKI AG-shares is solely made by the offer document for the voluntary public tender offer of DMG MORI SEIKI GmbH to the shareholders of DMG MORI SEIKI AG, published on 11 February 2015 and amended on 9 March 2015, and is exclusively subject to its terms and conditions. The offer document is available at [www.onebrandfortheworld.de](http://www.onebrandfortheworld.de).*

*The voluntary public tender offer for the DMG MORI SEIKI AG-Shares is issued exclusively under the laws of the Federal Republic of Germany and certain applicable provisions of the securities laws in the United States of America and Canada. The voluntary public tender offer will not be executed according to the provisions of jurisdictions other than those of the Federal Republic of Germany and certain applicable provisions of the securities laws in the United States of America and Canada.*