



## Press release

TKH Group N.V.

### **TKH publishes takeover offer for Augusta Technologie AG**

TKH Technologie Deutschland AG, an indirect 100-percent subsidiary of TKH Group N.V. (NYSE Euronext Amsterdam, AMS: TWEKA - "TKH"), today published, after approval by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht, BaFin*), the offer document for the voluntary public takeover offer to all shareholders of Augusta Technologie AG (ISIN DE000A0D6612/WKN A0D 661 - "Augusta"). The takeover offer is made by way of a cash offer of EUR 23 per bearer share and is addressed to all shareholders of Augusta. The acceptance period commences with the publication of the offer document today and generally ends on 8 June 2012, midnight CEST.

The offer price equates to a premium of approx. 28% compared to the XETRA-closing price of EUR 17.93 per Augusta share on 3 April 2012, the day the Takeover Offer was announced, and of approx. 40% compared to the weighted 3-months average of the Augusta share price as at 2 April 2012.

The takeover offer is subject to the conditions of a minimum acceptance level of 75% in respect of all shares issued by Augusta as at the expiry of the acceptance period minus all treasury shares of Augusta and merger clearance as well as certain other offer conditions as set forth in the offer document.

TKH has entered into firm and unconditional irrevocable undertakings with certain key Augusta shareholders to tender their shares exclusively into the TKH offer and thereby has secured more than 40% of the outstanding Augusta shares (excl. treasury shares).

Alexander van der Lof, CEO of TKH, said: *"Through this transaction, TKH and Augusta will be able to build one of the leading vision technology groups, with a strong focus on vertical markets such as intelligent traffic solutions, medical applications and industrial inspection. The attractive offer price allows shareholders to exit the relatively illiquid share with a substantial premium. We are confident that in addition to the already irrevocably committed shares, many Augusta shareholders will accept the offer described in the offer document published today."*

The combination with the TKH Group enables the Augusta Group to accelerate its vision strategy. The two companies are also an excellent geographical fit, which would provide stronger access to major American and Asian markets, in addition to the European presence. TKH and Augusta will further explore network opportunities of Augusta's non-vision business activities within TKH.

Both the management board and the supervisory board of Augusta therefore regard the takeover offer as strategically beneficial and the offer price as very attractive to the Augusta shareholders. Against this backdrop TKH and Augusta have entered into a transaction agreement, which sets forth the main pillars of the transaction.

The offer document, in which the details of the voluntary public tender offer are presented, has been published online at [www.tkhgroup.com](http://www.tkhgroup.com) in German and as a non-binding English translation. In addition, printed copies of the offer document and its non-binding English translation are available to Augusta shareholders free of charge at Commerzbank AG, ZCM-ECM Execution, Mainzer Landstraße 153, 60327 Frankfurt am Main, fax +49 69 13644598.

Haaksbergen, 11 May 2012

Executive Board

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As a service to all shareholders of Augusta, frequently asked questions and answers regarding the offer have been published in German and English at [www.tkhgroup.com](http://www.tkhgroup.com).

#### About Augusta Technologie AG

Augusta Technologie AG (Augusta) is an integrated technology company with a focus on niche markets of digital image processing and optical sensors. The core Vision Technology segment focuses on the supply of digital cameras and optical sensor systems for automation and enhancing quality, safety and efficiency. It develops and produces both standard products and customer-specific systems for a broad range of applications in a number of sectors including manufacturing, medical technology, multimedia, transport and security technology. Augusta stands out through its international presence and top customer service. For the 2011 financial year Augusta generated sales revenue of EUR 101.3 million and earnings before interest, tax, depreciation and amortization (EBITDA) of EUR 17.9 million.

#### About TKH Group NV

Technology company TKH Group NV (TKH) is an internationally active group of companies that specialises in the creation and delivery of innovative Telecom, Building and Industrial Solutions. Telecom Solutions develops, produces and supplies systems ranging from outdoor infrastructure for telecom and CATV networks through to indoor home networking applications. TKH Telecom Solutions operates in three distinct sub-segments: optical fibre networks, copper networks and indoor telecom systems. Building Solutions develops, produces and supplies solutions in the field of efficient electro-technology ranging from applications within buildings through to technical systems that – combined with software – provide efficiency solutions for among others the care, traffic and security sectors. Building Solutions operates in three distinct sub-segments: building technologies, security systems and connectivity systems. Industrial Solutions develops, produces and supplies solutions

ranging from specialty cable, “plug and play” cable systems through to integrated systems for the production of car and truck tyres. Industrial Solutions operates in two distinct sub-segments: connectivity systems and manufacturing systems. TKH’s continuous focus on research and development gives the company a portfolio of products and services that guarantee technologically-advanced solutions. TKH and its various operating companies are active worldwide. Growth is concentrated in North West and Central and Eastern Europe and Asia. In 2011, TKH booked turnover of EUR 1.1 billion with a workforce of 4,062 employees.

#### Important notice

This notification is neither an offer to purchase nor a solicitation of an offer to sell shares. The terms and conditions of the offer are published in the offer document approved by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht, BaFin*). Shareholders of Augusta are strongly advised to read the offer document, as well as all other relevant documents regarding the offer at their earliest convenience, as these contain important information.

#### Forward looking statements

This announcement includes certain "forward-looking" statements. These statements are based on the current expectations of TKH and are naturally subject to uncertainty and changes in circumstances. Forward-looking statements include, without limitation, statements typically containing words such as "intends", "expects", "anticipates", "targets", "estimates" and words of similar impact.