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Adhoc announcement according to article 48d section 1 BörseG

CROSS Industries AG: CROSS Industries AG - Concentration on its listing in the Prime Market

Wels (pta006/29.03.2016/08:50) - * **Delisting process of KTM AG from Vienna Stock Exchange started (current free-float of 0.6%)**

* **Delisting process of WP AG from Vienna Stock Exchange started (current free-float of 0.3%)**

In the future the CROSS-Group will intensify its focus on the listing of CROSS Industries AG in the Prime Market. A delisting of its two subsidiaries KTM AG and WP AG is being prepared in order to establish a leaner capital market structure. The current free-float in both entities is considerably below the threshold of one per cent. As accompanying measures, tender offers will be submitted to the free-float shareholders of KTM AG and WP AG who in the course of a delisting wish to exit the companies in order to facilitate an exit from the companies. Shareholders, who do not consider to accept the tender offers, continue to be shareholders of KTM AG and WP AG.

Public purchase offer (cash offer) of CROSS KraftFahrZeug Holding GmbH to the shareholders of KTM AG

The shares of KTM AG are included into the Third Market (Dritter Markt) of the Vienna Stock Exchange. CROSS KraftFahrZeug Holding GmbH will submit a public purchase offer to all free-float shareholders of KTM AG, as the free-float in KTM AG currently amounts only to 0.6%. CROSS KraftFahrZeug Holding GmbH holds already 51.4% of the share capital and voting rights of KTM AG; the Indian partner Bajaj holds approximately 48.0%.

The offer price will amount to EUR 122,50 per share of KTM AG and corresponds to the average volume weighted six months stock exchange price of the KTM-shares on the Vienna Stock Exchange as of 24 March 2016 (this is the last trading day on the Vienna Stock Exchange before the announcement of the intention to propose the purchase offer). The offer is subject to the condition that KTM AG files a notice to the Vienna Stock exchange to withdraw its shares from the Third Market (Dritter Markt) of the Vienna Stock Exchange.

Voluntary public takeover offer (cash offer) of CROSS Industries AG to the shareholders of WP AG

The shares of WP AG are traded on the Regulated Market (Geregelter Freiverkehr) of the Vienna Stock Exchange. CROSS Industries AG announces its intention to submit a voluntary public takeover offer pursuant to Sections 4 et seq. Austrian Takeover Act to all shareholders of WP AG. CROSS Industries AG already owns 99.71% of the share capital and voting rights of WP AG. The offer price will amount to EUR 18 per share of WP AG and is therefore approximately 20.24% above the average volume weighted six months stock exchange price of the WP-shares on the Vienna Stock Exchange as of 24 March 2016 (this is the last trading day on the Vienna Stock Exchange before the announcement of the intention to propose the tender offer). The offer is subject to the condition that WP AG files a notice to the Vienna Stock exchange to withdraw its shares from the Regulated Market (Geregelter Freiverkehr) of the Vienna Stock Exchange.

The delisting requests do not lead to a squeeze-out process

Today, the main shareholders of KTM AG and WP AG have requested an integration of the agenda for the upcoming annual shareholders meetings, which aim to a delisting from the stock exchange.

These delisting requests are exclusively designed to end the stock exchange listing and do not start a squeeze-out process. All those shareholders who do not intend to accept the purchase offers will remain shareholders of companies which in the future will not be listed on the stock exchange any more.

Legal Disclaimer:

This ad-hoc release does neither constitute an offer to purchase nor an intimation to submit a proposal for the acquisition of securities of KTM AG and/or WP AG.

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stock exchanges: official trade in Vienna; open market (free market) in Frankfurt



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