

Pricing Notice dated June 29, 2012

SCHAEFFLER FINANCE B.V.

(incorporated and registered in the Netherlands as a private limited liability company)

SCHAEFFLER GROUP

€300,000,000 6.750% Senior Secured Notes due 2017

Up to an additional €50,000,000 6.750% Senior Secured Notes due 2017 to be issued in an employee offering

guaranteed on a senior basis by

Schaeffler AG

and certain subsidiaries of Schaeffler AG

Some of the characteristics of the Notes were only determined upon pricing of the Notes on June 29, 2012. The respective information was therefore not included in the prospectus dated June 28, 2012 (the "**Prospectus**") and is hereby published.

This document only sets out those characteristics of the Notes that were determined upon pricing only. Accordingly, this document is not a summary of all material characteristics of the Notes. The characteristics of the Notes are described in the Prospectus, which ought to be read together with this document. Unless the context requires otherwise, terms defined in the Prospectus shall have the same meaning when used in this document.

Principal amount of International

Offering Notes €300,000,000

*Gesamtnennbetrag der
International Angebotenen*

Schuldverschreibungen €300.000.000

Issue Price 98.981%

Emissionspreis 98,981%

Interest Rate 6.750% per annum, payable semi-annually in arrears on May 15 and November 15 of each year, beginning on November 15, 2012.

Zinssatz 6,750% p.a., zahlbar halbjährlich nachträglich am 15. Mai und 15. November eines jeden Jahres, beginnend am 15. November 2012.

Optional Redemption Prices The Notes will be redeemable at the Issuer's option, in whole or in part, at any time on or after July 1, 2014, at the following redemption prices (expressed as percentages of principal amount), together with accrued and unpaid interest, if any, to the date of redemption, if redeemed during the period indicated below:

twelve months beginning July 1, 2014 105.063%

twelve months beginning July 1, 2015 103.375%

six months beginning July 1, 2016 101.688%

six months beginning January 1, 2017 100.000%

In addition, prior to July 1, 2014, the Issuer may redeem at its option up to 40% of the original principal amount of the Notes with proceeds of certain equity offerings at a redemption price of 106.750% of the principal amount of the Notes redeemed, together with accrued and unpaid interest, if any, to the date of redemption.

Yield 7.000% per annum

Net proceeds from the sale of Approximately €291 million, after payment of estimated
the International Offering Notes commissions and other expense

Securities Codes ISIN: XS0801261156
WKN: A1G6WT
Common Code: 080126115

The aggregate principal amount of Notes to be issued in the Employee Offering will be determined upon completion of the Employee Offering Offer Period and will be announced on the website of the Company (www.schaeffler-group.com/ir) on or about July 20, 2012.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "US Securities Act"). In the absence of an available exemption from the registration requirements of the US Securities Act, the Notes may not be offered, sold or delivered within the United States or to or for the account or benefit of U.S. persons. In addition, until 40 days after the commencement of the offering of the Notes, an offer or sale of Notes within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the US Securities Act.