



Press release

TKH Group N.V.

TKH announces decision to launch public takeover offer for all outstanding shares in Augusta Technologie AG

TKH Group (NYSE Euronext Amsterdam, AMS: TWEKA - „TKH“) announces that it has entered into a transaction agreement with German listed Augusta Technologie AG (WKN - A0D661) („Augusta“) on 3 April 2012 and decided to make, through an indirectly wholly-owned subsidiary, a voluntary public takeover offer to all shareholders of Augusta to acquire all outstanding shares in Augusta. The consideration to be offered to the shareholders of Augusta for their shares will be EUR 21.00 in cash per share, amounting to approximately EUR 161 million for the total number of outstanding shares. This corresponds to a premium of approx. 17% compared to the closing price of EUR 17.93 for Augusta (XETRA) on 3 April 2012 and of approx. 28% compared to the volume weighted average share price over the last three months.¹⁾

The takeover offer will be supported by certain key shareholders of Augusta which have entered into firm and unconditional irrevocable undertakings with TKH to tender their shares into the takeover offer when made. The shares to be tendered into the takeover offer under the irrevocable undertakings represent approx. 28% of all outstanding shares of Augusta (excluding treasury shares of Augusta). These agreements will only be consummated if the takeover offer is successful.

The completion of the takeover offer is intended to be subject to a minimum acceptance level of at least 75%, merger clearance and certain other offer conditions. TKH has secured the required financing to complete the transaction.

Through the acquisition of Augusta, TKH creates, one of the leading platforms in the strongly growing market of vision technology and providing the combined operations with the scale and capabilities to become the global leader in this segment.

Alexander van der Lof, CEO of TKH: *„Augusta perfectly complements our existing activities in the vision and security system markets. Through this transaction we build a leading vision technology group which strongly focuses on vertical markets such as intelligent traffic solutions, medical applications and industrial inspection. In addition, Augusta’s other business units provide for high performance electronic solutions allowing us to offer our clients customized electronic subsystems. Furthermore we will explore network opportunities within TKH to fully leverage Augusta’s competence in mobile measurement systems. The geographic complementarity of TKH and Augusta provides stronger access to major American and Asian markets, in addition to our European presence. Our international footprint will increase considerably.“*

¹⁾ Based on Bloomberg data

Augusta's shares are admitted to trading on the regulated market (*regulierter Markt*) - Prime Standard- on the Frankfurt stock exchange. The parent company is a group of companies which focuses on vision technology markets, in particular in the area of digital camera solutions and optical sensors. The Augusta group has a workforce of 481 employees and is headquartered in Munich with a presence in Europe, Asia, USA and Canada. It generated revenues of EUR 101.3 million and an EBITDA of EUR 17.9 million in fiscal year 2011.

Amnon Harman, CEO of Augusta: *„The Management Board and the Supervisory Board consider the business combination of TKH and Augusta as very attractive and beneficial to the company and its employees accelerating our vision house strategy. Also Augusta's other businesses have substantial network potential within TKH. This transaction opens up new opportunities faster than on a stand-alone basis. The Management Board and the Supervisory Board acknowledge that the offer at a price of EUR 21 provides for a substantial premium on the current and past share price levels and we can understand that our major shareholders committed to tender their shares at such price into the offer. The final assessment of the offer price however will be made following final analysis by the Management Board and the Supervisory Board based on the offer document and an external fairness opinion.”*

The offer document will be submitted to the German Federal Financial Supervisory Authority (BaFin) within the upcoming four weeks and will be published following receipt of permission from BaFin. The offer document and other information pertaining to the offer will be made available on the internet at www.tkhgroup.com.

Advisors to TKH are Hengeler Mueller, The Royal Bank of Scotland and ABN AMRO Bank.

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 generates a 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 care 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.

Haaksbergen, 3 April 2012

Executive Board

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Important notice

This notification is neither an offer to purchase nor a solicitation of an offer to sell shares. The final terms and conditions of the offer will be published in the offer document after approval by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht, BaFin*) to publish the document has been obtained. To the extent legally permissible, TKH reserves the right to change the terms and conditions of the offer. 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 after they are published, as these will 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.