
Not for release, publication or distribution, directly or indirectly, in the United States of America (or for the account or benefit of "U.S. persons" as defined in Regulation S under the U.S. Securities Act of 1933), Canada, Australia or Japan or in any other jurisdiction where to do so would be unlawful

Hagen, Germany, on May 10, 2021

Adler Pelzer Group launches offering of €75 million senior secured notes

Adler Pelzer Holding GmbH ("**Adler Pelzer Group**") announces the launch of an offering of €75 million in aggregate principal amount of new senior secured notes due April 1, 2024 (the "**Notes**"). The Notes will be additional notes to be added to the outstanding €350 million 4.125% senior secured notes due 2024 issued under the indenture dated April 6, 2017.

The Notes will be offered only to qualified institutional buyers as defined under Rule 144A under the U.S. Securities Act and to non-U.S. persons outside the United States in reliance on Regulation S under the U.S. Securities Act. Application has been made to list the Notes on the Global Exchange Market of Euronext Dublin.

Adler Pelzer Group will determine and publish the final terms and conditions of the New Notes at pricing, upon completion of the bookbuilding process. J.P. Morgan AG is acting as sole global coordinator and joint bookrunner and BNP PARIBAS is acting as joint bookrunner in connection with the offering of the Notes.

The net proceeds from the offering of the Notes will be available for general corporate purposes to fund ongoing working capital needs of Adler Pelzer Group, including, where necessary, financing a portion of the purchase price for the pending acquisitions of the acoustics and soft trims business of Faurecia SE and of STS Group AG, as announced by Adler Pelzer Group on May 2, 2021.

In connection with the launch, Adler Pelzer has prepared a preliminary offering memorandum that describes Adler Pelzer Group and the terms and conditions of the Notes and contains certain information that has not been made available to the public yet. An excerpt of such information will be available on the investor section of our website at: <https://www.adlerpelzer.com/investor>.

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ABOUT ADLER PELZER GROUP

Adler Pelzer Group is a worldwide leader in design, engineering and manufacturing of acoustic and thermal components & systems for the automotive sector. With key value-added activities in-house, we deliver components optimizing acoustic performance and increasing thermal efficiency of vehicles. We engineer products to each specific vehicle need of our customers. Headquartered in Hagen, Germany, we have built a network of manufacturing plants, research and design facilities close to the main automotive hubs in the major geographic regions, in more than 80 locations with over 11,000 employees worldwide and sales of €1.17bn in 2020.

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DISCLAIMER

This press release does not constitute an offer to sell securities in the United States of America. The Notes will be offered only to qualified institutional buyers pursuant to Rule 144A and outside the United States pursuant to Regulation S under the U.S. Securities Act of 1933, as amended (the "Securities Act"), subject to prevailing market and other conditions. There is no assurance that the offering will be completed or, if completed, as to the terms on which it is completed. The securities mentioned herein have not been and will not be registered under the Securities Act, as amended (the "Securities Act") or under any other securities laws of any state of the United States of America or in Australia, Canada or Japan, or in any other jurisdiction in which such offer or solicitation is subject to the approval of the local authorities or would, in any event, be unlawful.

In Member States of the European Economic Area (the "EEA") or the United Kingdom, this release is only intended for and may only be addressed to persons classified as "qualified investors" (the "Qualified Investors") pursuant to article 2(e) of Regulation (EU) 2017/1129 (including in the United Kingdom as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018).

This release does not constitute an offer to sell or a solicitation to purchase financial instruments. No action has been or will be taken to allow a public offering of the bonds in any jurisdiction, including Italy. This release (and the information contained herein) may not be published or distributed, directly or indirectly, in the United States of America, or in Australia, Canada or Japan, or in any other country in which such publication or distribution would be subject to the approval of the local authorities or would, in any event, be unlawful.

This release may include projections and other "forward-looking" statements within the meaning of applicable securities laws. Any such projections or statements reflect the current views of the Company about future events and financial performance. The use of any of the words "expect," "anticipate," "continue," "will," "project," "should," "believe," "plans," "intends" and similar expressions are intended to identify forward looking information or statements. Although the Company believes that the expectations and assumptions on which such forward-looking statements and information are reasonable, undue reliance should not be placed on the forward-looking statements and information because the Company can give no assurance that such statements and information will prove to be correct. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties.

The forward-looking statements and information contained in this release are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information future events or otherwise, unless so required by applicable securities laws. Within the United Kingdom, this announcement is directed only at persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 ("relevant persons"). The investment or investment activity to which this announcement relates is only available to and will only be engaged in with relevant persons and persons who receive this announcement who are not relevant persons should not rely or act upon it.

MiFID II professionals/ECPs-only / No PRIIPs KID – Manufacturer target market (MIFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) pursuant to Regulation (EU) 1286/2014 (the "PRIIPS Regulation") has been prepared as the offer is not addressed to retail investors.

UK MiFIR product governance / Professional investors and ECPs only target market – Manufacturer target market (MIFID II product governance) is eligible counterparties and professional clients only (all distribution channels).