

## Press release

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## **RAG-Stiftung again successfully issues exchangeable bonds into shares of Evonik Industries**

- Issue size of EUR 500 million
- Issue Price of 101%
- Maturity 18 February 2021
- 0.0% Coupon
- 35% Exchange Premium, Exchange Price of 37.98 Euro per share

**Essen, 11 February 2015. RAG-Stiftung (the "Issuer") again successfully placed today EUR 500 million senior unsecured bonds due 2021 (the "Bonds"), exchangeable into existing ordinary registered shares of Evonik Industries AG ("Evonik"). The offering was increased from the initial base issue size of EUR 400 million to the EUR 500 million final issue size following strong demand from investors during the bookbuilding phase. The Bonds were offered exclusively to institutional investors outside the US in an accelerated bookbuilding process.**

Dr. Helmut Linssen: "The very strong demand from international investors enabled the RAG-Stiftung to place the first benchmark size negative yield Euro-denominated equity-linked issue in Europe. This is an exceptionally big success. With the net proceeds of the new Bonds, the RAG-Stiftung will continue its strategy to further diversify its asset base."

The Bonds will be issued at 101% of their principal amount and the coupon was set at 0.0%. The exchange price has been set at 37.98 Euro, which represents an exchange premium of 35% above the volume weighted average price of the Evonik share on XETRA between launch and pricing. The Bonds are callable by the RAG-Stiftung after 11 March 2019 if the Evonik share price (over a certain period) exceeds 130% of the then applicable exchange

price. The Bonds will be redeemed at 100% of their principal amount on 18 February 2021, the final maturity date.

Settlement is expected to take place on or around 18 February 2015. It is intended to apply for inclusion of the Bonds to be traded on the Open Market (*Freiverkehr*) of the Frankfurt Stock Exchange.

In the context of the transaction, the RAG-Stiftung has committed to a lock-up of 90 days in respect to Evonik shares.

BofA Merrill Lynch and UBS acted as Joint Bookrunners in connection with the offering.

The Bonds were offered exclusively to institutional investors outside the United States of America, Australia, Canada, South Africa and Japan or any other jurisdiction in which offers or sales of securities would be prohibited by applicable law.

### **About the RAG-Stiftung**

The private-law RAG-Stiftung was established in 2007. The purpose of the RAG-Stiftung is to build up foundation assets by the end of 2018 in order to finance the long-term financial burdens (*Ewigkeitslasten*) resulting from the coal mining in the German Ruhr and Saar regions.

For more details on the RAG-Stiftung, please visit [www.rag-stiftung.de](http://www.rag-stiftung.de)

### **Press contact RAG-Stiftung:**

Sabrina Manz

Tel. +49-201-801-3366

E-mail: [sabrina.manz@rag-stiftung.de](mailto:sabrina.manz@rag-stiftung.de)

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