

*Announcements and Publications of the Offeror  
pursuant to WpÜG*



Publications, announcements and notifications in connection with the voluntary public takeover offer by Swiss Life Beteiligungs GmbH to the shareholders of AWD AG.

**Swiss Life Beteiligungs GmbH**

**Munich**

**Notification pursuant to Section 23 (2) of the German Securities Acquisition and Takeover Act**

**(Wertpapiererwerbs- und Übernahmegesetz, WpÜG)**

On 14 January 2008, Swiss Life Beteiligungs GmbH, Munich, ("Offeror") published the offer document regarding its voluntary public takeover offer ("Offer") to the shareholders of AWD Holding AG, Hanover, ("AWD Holding AG") for the acquisition of all their non-par value bearer shares of AWD Holding AG (ISIN DE0005085906 / WKN 508 590) ("AWD Shares"). The acceptance period expired on 22 February 2008, 24:00 hrs (Central European Time). The notification pursuant to Section 23 (1) sentence 1 no. 2 WpÜG was published on 28 February 2008.

From 21 July 2008 until 25 July 2008 and therefore after the publication of the offer document and the following notification pursuant to Section 23 (1) sentence 1 no. 2 WpÜG, Swiss Life Holding Ltd, Zurich, Switzerland, ("Swiss Life Holding") purchased altogether 20,200 AWD Shares at cash prices between EUR 20.44 and EUR 23.10 per AWD share via the stock exchange. This corresponds to approximately 0.05% of the share capital and voting rights of AWD Holding AG. Swiss Life Holding is the Offeror's parent company and a person acting in concert with it within the meaning of Section 2 (5) WpÜG.

Munich, 28 July 2008

Swiss Life Beteiligungs GmbH

**Notification of the Fulfilment of all Offer Conditions**

On 14 January 2008, Swiss Life Beteiligungs GmbH, Munich, ("Offeror") published the offer document regarding its voluntary public takeover offer to the shareholders of AWD Holding AG, Hanover, for the acquisition of all their non-par value bearer shares of AWD Holding AG (ISIN DE0005085906 / WKN 508 590). The acceptance period expired on 22 February 2008, 24:00 hrs (Central European Time). The additional acceptance period ends on 13 March 2008, 24:00 hrs (Central European Time).

The Offeror hereby announces pursuant to section 12.4 of the offer document that on 4 March 2008 all offer conditions have been fulfilled.

Munich, 5 March 2008

Swiss Life Beteiligungs GmbH

## **Notifications pursuant to Section 23 WpÜG**

### **PDF-Files for Download**

[Notifications as of 19 March 2008 \(Section 23\(1\) sent. 1 no. 3 WpÜG\)](#)

[Notifications as of 28 February 2008 \(Section 23\(1\) sent. 1 no. 2 WpÜG\)](#)

[Notifications as of 22 February 2008 \(Section 23\(1\) sent. 1 no. 1 WpÜG\)](#)

[Notifications as of 21 February 2008 \(Section 23\(1\) sent. 1 no. 1 WpÜG\)](#)

[Notifications as of 20 February 2008 \(Section 23\(1\) sent. 1 no. 1 WpÜG\)](#)

[Notifications as of 19 February 2008 \(Section 23\(1\) sent. 1 no. 1 WpÜG\)](#)

[Notifications as of 18 February 2008 \(Section 23\(1\) sent. 1 no. 1 WpÜG\)](#)

[Notifications as of 11 February 2008 \(Section 23\(1\) sent. 1 no. 1 WpÜG\)](#)

[Notifications as of 4 February 2008 \(Section 23\(1\) sent. 1 no. 1 WpÜG\)](#)

[Notifications as of 28 January 2008 \(Section 23\(1\) sent. 1 no. 1 WpÜG\)](#)

## **Announcement dated 14 January 2008 (Section 14 para. 3 sentence 1 no. 2 WpÜG)**

Swiss Life Beteiligungs GmbH

Notice regarding the Publication of the

Offer Document

relating to the Voluntary Public Takeover Offer by

Swiss Life Beteiligungs GmbH, Munich, Germany

to the Shareholders of

AWD Holding Aktiengesellschaft, Hanover, Germany

ISIN DE0005085906

pursuant to Section 14 Paragraph 3 Sentence 1 No. 2 of the German Securities Acquisition and Takeover Act

The offer document relating to the voluntary public takeover offer by Swiss Life Beteiligungs GmbH, Munich, Germany, to the shareholders of AWD Holding AG, Hanover, Germany, in German language and as a non-binding translation into English language are available for shareholders of AWD Holding AG free of charge at the financial printer Imprima de Bussy GmbH, Grüneburgweg 58-62, 60322 Frankfurt am Main, Germany, and can be requested under the following telephone and facsimile numbers: telephone +1 800 383 5112 (toll free in the United States of America) and facsimile +1 212 366 3818, or telephone +49 (0)800 100 8759 (toll free in Germany) and facsimile +49 (0)69 9150 9814. The offer document and the non-binding translation into English language can also be downloaded from the internet at <http://www.swisslife.com>.

Munich, January 14, 2008

Swiss Life Beteiligungs GmbH

Swiss Life Beteiligungs GmbH

Die Geschäftsführung

**Publication pursuant to Section 10 Para. 1 in conjunction with Sections 29, 34 of the German Securities Acquisition and Takeover Act (Wertpapiererwerbs- und Übernahmegesetz)**

Bidder:

Swiss Life Beteiligungs GmbH

(currently named Blitz 07-747 GmbH)

Berliner Straße 85

80717 Munich

registered with the commercial register of the local court (Amtsgericht) Munich under registration no. HRB 170514

Target Company:

AWD Holding Aktiengesellschaft

AWD Platz 1

30659 Hannover

registered with the commercial register of the local court (Amtsgericht) Hanover under registration no. HRB 57068

ISIN DE000 508 5906 (WKN: 508 590)

The publication of the offer document will be made on the internet under <http://www.swisslife.com>.

On 3 December 2007, Swiss Life Beteiligungs GmbH has decided to make an offer to the shareholders of AWD Holding Aktiengesellschaft, Hanover, to acquire their non-par value bearer shares in AWD Holding Aktiengesellschaft, each share constituting a notional proportionate amount of EUR 1.00 in the registered share capital, by means of a voluntary public takeover offer against payment of a cash consideration of

EUR 30.00 per non-par value share.

The offer will not be subject to a minimum acceptance threshold. Apart from this, the offer will be made on and subject to the terms and conditions yet to be communicated in the offer document.

Swiss Life Beteiligungs GmbH is a wholly owned subsidiary of Swiss Life Holding, Zurich (Switzerland).

Mr Carsten Maschmeyer, the principal shareholder and Chief Executive Officer (Vorstandsvorsitzender) of AWD Holding Aktiengesellschaft, has irrevocably committed to accepting the voluntary takeover offer for 7,727,805 shares (approximately 20.00% of the share capital) in AWD Holding Aktiengesellschaft held by him and members of his family.

Important information: This announcement is neither an offer to purchase, nor a solicitation of an offer to sell, shares. Shareholders of AWD Holding Aktiengesellschaft are strongly advised to read the offer document as well as all other documents in connection with the offer as soon as these are published, since these will contain important information.

Munich, 3 December 2007

Swiss Life Beteiligungs GmbH

Manfred Behrens

Managing Director