

# Further Delay of the Publication of the Offer Prospectus regarding the Public Tender Offer of Toyota Industries Corporation

for all publicly traded registered shares of Uster Technologies AG, Uster, Switzerland, with a nominal value of CHF 9.40

## 1. Introduction

On 8 November 2011, Toyota Industries Corporation, Kariya-shi, Japan (“**Toyota**”), published the pre-announcement (“**Pre-announcement**”) of a public takeover offer for all publicly held registered shares of Uster Technologies AG (“**Uster**”) with a nominal value of CHF 9.40 each (“**Uster Share**”) and informed about the intention to make a public takeover offer (“**Offer**”) as defined in art. 22 et seq. of the Federal Act on Stock Exchanges and Securities Trading (SESTA) on or around 19 December 2011. On the date of the Pre-announcement, Toyota held a stake of 2,407,600 Uster Shares, corresponding to 28.46% of the voting rights in Uster.

On 7 November 2011, Toyota entered into an agreement to purchase an additional stake of 1,850,777 Uster Shares, corresponding to 21.88% of the issued and outstanding Uster Shares, from Alcide Limited, Jersey, Channel Islands (“**SPA**”). The closing of this SPA is subject to the condition that the competent merger control authorities of Brazil and Pakistan and in any other jurisdiction in which the relevant merger control authorities request merger control proceedings have approved the purchase or any applicable waiting periods in relation thereto have expired or been terminated. Upon closing of this SPA, Toyota will hold 50.34% of all Uster Shares and the Offer will, as of the closing, become a mandatory offer.

## 2. Delay of the Publication of the Offer Prospectus

In accordance with the Ordinance of the Takeover Board on Public Takeover Offers (“**TOO**”), an offeror must publish an offer prospectus within six weeks of the pre-announcement.

In accordance with art. 7 para. 1 second sentence TOO, the Takeover Board may extend this period if this is justified by overriding interests, in particular if the offeror has to obtain approval from an authority, especially from a competition authority. With decision of 15 December 2011, the Takeover Board approved Toyota’s petition to extend the six-week period for the publication of the offer prospectus the first time. With decision of 30 January 2012, the Takeover Board approved a second petition of Toyota to further extend the period for the publication of the offer prospectus.

Paragraphs 1–3 of the operative part of the Takeover Board’s decision of 30 January 2012 are:

1. The period for the publication of the offer of Toyota Industries Corporation to the shareholders of Uster Technologies AG is extended until 29 February 2012.
2. Toyota Industries Corporation is instructed to inform the public about this extension of the period on 31 January 2012 in accordance with [the considerations].
3. This decision will be published on the website of the Takeover Board on 31 January 2012.

The offer prospectus is expected to be published on 29 February 2012.

## 3. Indicative Timeline

The indicative timeline for the Offer will presumably be as follows:

29 February 2012	Publication of offer prospectus
1 March 2012	Start of cooling-off period
14 March 2012	End of cooling-off period
15 March 2012	Start of offer period

13 April 2012  
16 April 2012

19 April 2012

20 April 2012  
4 May 2012

7 May 2012

10 Mai 2012

15 Mai 2012

End of offer period, 4:00 p.m. CET  
Publication of preliminary interim result (electronic media)  
Publication of definitive interim result (print media)  
Start of additional acceptance period  
End of additional acceptance period, 4:00 p.m. CET  
Publication of preliminary final result (electronic media)  
Publication of definitive final result (print media)  
Settlement of Offer

Toyota reserves the right to change this indicative timetable (especially to extend the offer period).

## 4. Rights of Uster’s Shareholders

The Swiss Takeover Board issued a first decision on the Offer on 15 December 2011, which was published on 19 December 2011. Uster shareholders were informed about their rights in the notice “Delay of the Publication of the Offer Prospectus regarding the Public Tender Offer of Toyota Industries Corporation” published on 19 December 2011.

No Uster shareholder, holding at least two percent of the voting rights in Uster on the date of the publication of the pre-announcement on 8 November 2011, filed a petition to be granted party status or appealed against the first decision by the Swiss Takeover Board on the Offer of 15 December 2011 within five trading days after publication of the first decision by the Swiss Takeover Board on the Offer.

## 5. Further Remarks

With the exception of the new indicative timeline, the terms and conditions of the Pre-announcement apply.

This delay of the publication of the offer prospectus will be published in the Neue Zürcher Zeitung (in German) and Le Temps (in French).

Further information, and as of 29 February 2012 especially the offer prospectus, are available at <http://www.toyota-industries.com> and will be published in the Neue Zürcher Zeitung (in German) and Le Temps (in French).



Registered shares of Uster Technologies Ltd

Security Number	ISIN	Ticker Symbol
3'433'153	CH0034331535	USTN

Zurich, 31 January 2012