

27.02.2013 – 08:31 Uhr

EANS-Adhoc: Air Berlin intends to place convertible bonds with an aggregate principal amount of approximately EUR 120 million

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Capital measures/placement convertible bonds
27.02.2013

Ad hoc Notification Pursuant to § 15 of the German Securities Trading Act (Wertpapierhandelsgesetz - WpHG)

London, 27 February 2013 - Air Berlin PLC intends to place convertible bonds with an aggregate principal amount of approximately EUR 120 million (the "Bonds") today. The Bonds, which will be guaranteed by Air Berlin PLC, will be issued by Air Berlin Finance B.V. and will be convertible into ordinary registered shares of Air Berlin PLC (the "Shares"). Air Berlin PLC intends to use the proceeds from the sale of the Bonds for general corporate purposes. The pre-emptive rights of Air Berlin's shareholders are disapplied. The Bonds will be offered to international institutional investors outside of the United States of America by way of an accelerated bookbuilding.

The Bonds will have a maturity of six years. Holders of the Bonds will be entitled to demand an early redemption of their Bonds at the principal amount together with accrued interest on the fourth anniversary after the issue date.

The Bonds are callable by Air Berlin Finance B.V. after the first two years, if the XETRA price of the Shares (over a certain period specified in the terms and conditions of the Bonds) exceeds 200% of the then applicable conversion price.

The Bonds are also callable after the first four years if the XETRA price of the Shares (over a certain period specified in the terms and conditions of the Bonds) exceeds 150% of the then applicable conversion price.

The Bonds will be offered in denominations of EUR 100,000 each and at an issue price of 100% of par. The Bonds are expected to have a coupon of 6.0% per annum (payable quarterly), and the initial conversion price is expected to be set at a premium of 25.0% above the volume weighted average price of the Shares during the bookbuilding period.

The issuance and settlement of the Bonds are expected to occur on or around 6 March 2013.

Etihad Airways PJSC, which holds a 29.2% stake in Air Berlin PLC, intends to subscribe pro-rata to its stake.

Air Berlin PLC and Air Berlin Finance B.V. intend to apply for the Bonds to be included in the Open Market (Freiverkehr) of the Frankfurt Stock Exchange. Air Berlin has agreed to a lock-up for three months after the settlement date, subject to customary exemptions.

Air Berlin PLC The Hour House 32 High Street Rickmansworth WD3 1ER Hertfordshire Great Britain ISIN GB00B128C026, WKN AB1000 (Share) Frankfurt Stock Exchange (Regulated Market, Prime Standard) ISIN DE000A0NQ9H6 (Convertible Bonds 2007) Euro MTF Market of the Luxembourg Stock Exchange ISIN DE000AB100A6 (Bonds 2010), ISIN DE000AB100B4 (Bonds April 2011) and ISIN DE000AB100C2 (Bonds November 2011 and November 2012) each of these three bonds Bondm Segment of the Open Market of the Stock Exchange Baden-Württemberg and Main Securities Market of the Irish Stock Exchange.

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This announcement does not constitute an offer to sell or the solicitation of an offer to buy any convertible bonds.

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Further inquiry note:

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ISIN: GB00B128C026

indexes: SDAX, Classic All Share, Prime All Share

stockmarkets: free trade: Berlin, München, Hamburg, Düsseldorf, free trade/Bondm:

Stuttgart, regulated dealing/prime standard: Frankfurt

language: English

Original-Content von: Air Berlin PLC, übermittelt durch news aktuell

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