

**ams AG**

**Company Register Number FN 34109 k**

**ISIN AT0000A18XM4**

**CONVOCA TION**

We herewith invite our shareholders to the

**Annual General Meeting of ams AG**

on **Wednesday, June 05, 2019 at 10.00 a.m.** at the Company's premises at

A-8141 Premstaetten, Tobelbader Strasse 30.

**AGENDA**

1. Presentation of the annual accounts, including the report of the management board, the corporate governance report, the group accounts together with the group annual report, the proposal for the distribution of the profit and the report of the supervisory board for the business year 2018
2. Resolution on the distribution of the balance-sheet profit
3. Resolution on the discharge of the members of the management board for the business year 2018
4. Resolution on the discharge of the members of the supervisory board for the business year 2018
5. Resolution on the remuneration of the members of the supervisory board
6. Resolution on the election of the auditor and the group auditor for the business year 2019
7. Election of members of the supervisory board
8. Resolution on the authorization of the Management Board
  - a. to acquire own stock to an extent of up to 10% of the share capital, either through the stock exchange or outside of the stock exchange, in accordance with section 65 para 1 no. 4 and 8, para 1a and para 1b AktG, also with exclusion of the pro rata right of disposal which might be associated with such an acquisition (reversal of exclusion of subscription rights),
  - b. to decide pursuant to section 65 para 1b AktG for the sale respectively use of own stock on any other mode of disposal for the sale of own stock than via the stock exchange or through a public offering under corresponding application of the provisions of the exclusion of subscription rights of the stockholders,
  - c. to reduce the share capital by calling in these own stock without the need of any further resolution to be adopted by the General Meeting.
9. Report concerning the volume, the purchase and the sale of own stock pursuant to section 65 para 3 AktG

## **DOCUMENTS FOR THE ANNUAL GENERAL MEETING**

The following documents will be accessible on the Company's website [www.ams.com](http://www.ams.com) as of **May 15, 2019** at the latest:

- Annual accounts with the report of the Management Board;
- Corporate Governance-Report;
- Annual group accounts with the group annual report;
- Resolution on the appropriation of the profits;
- Report of the Supervisory Board, each for the business year 2018;
- Declaration of the candidates for election to the Supervisory Board to agenda item 7 in accordance with section 87 para 2 AktG including curricula vitae;
- Joint Report of the Management Board and the Supervisory Board to agenda item 8. pursuant to sections 65 para 1b in connection with 170 para 2 AktG, section 153 para 4 sentence 2 + 3 AktG, and section 159 para 2 no 3 AktG;
- Proposals of Resolutions to agenda items 2 to 8;
- Form for granting a power of attorney;
- Form for revoking a power of attorney;
- Complete text of this invitation.

## **SHAREHOLDER INFORMATION ON DATA PROCESSING**

ams AG processes personal data of shareholders (in particular those pursuant to section 10a para 2 Austrian Stock Corporation Act ("AktG"), i.e. name, address, date of birth, number of the securities account, number of shares of the shareholder, if applicable share class, number of the voting card, and, if applicable, name and date of birth of the authorized representative) in accordance with the applicable data protection laws, in particular the European General Data Protection Regulation ("GDPR") and the Austrian Data Protection Act, in order to enable the shareholders to exercise their rights at the Annual General Meeting.

The processing of the personal data of shareholders is a mandatory requirement for the attendance and participation of shareholders and their representatives at the Annual General Meeting. The legal basis for processing is Article 6 para 1 lit. (c) GDPR. ams AG is the responsible body for processing. ams AG makes use of several external service providers (such as for example public notaries, attorneys, banks, IT-providers, etc) for the purposes of holding of the Annual General Meeting. These service providers of ams AG will only receive certain personal data from ams AG which are necessary for the rendering of the

commissioned service and will process the data exclusively pursuant to the instructions of ams AG. ams AG has concluded respective agreements under data protection laws with these service providers to the extent legally required.

Each shareholder has a right to information, rectification, limitation, opposition and cancellation at any time regarding the processing of personal data, as well as a right to data transfer according to Chapter III of the General Data Protection Regulation.

If a shareholder attends the Annual Meeting, all present shareholders or their representatives, the members of the management board and the supervisory board, the notary public and all other persons with a statutory right to attend the Annual General Meeting are entitled to inspect the legally required attendance list (section 117 AktG) and, therefore, able to see the personal data contained in such list (inter alia name, residence, shareholding). Moreover, ams AG is required by statutory law to submit personal data of shareholders (in particular the list of attendees) as part of the notarial protocol to the company register (section 120 AktG).

The data of shareholders, which are no longer required for the purposes they were originally collected and stored, will be anonymized and erased, subject to adherence to statutory retention provisions. Such statutory retention provisions are particularly resulting from commercial law, stock corporation law, takeover law, tax law as well as from anti-money laundering laws. If legal claims are asserted by shareholders against ams AG or by ams AG against shareholders, the stored personal data serves the purpose of clarifying and enforcing such claims. In the context of legal proceedings involving civil lawsuits, this may lead to storage of personal data during the statute of limitations period plus the duration of such legal proceedings until their finally binding conclusion.

Shareholders are at all times entitled to exercise any of the rights of access, rectification, restriction, objection and erasure with regard to the processing their personal data as well as to exercise their right to data portability in accordance with chapter III GDPR.

Shareholders can assert these rights free of charge to ams AG via the following contact details:

**ams AG**

Data Protection Officer

Tobelbader Strasse 30

8141 Premstaetten

E-mail: [dataprotection@ams.com](mailto:dataprotection@ams.com)

In addition, the shareholders have the right of appeal to the data protection supervisory authorities for data protection pursuant to Article 77 GDPR.

**NOTICE REGARDING THE RIGHTS OF THE SHAREHOLDERS PURSUANT TO SECTIONS 109, 110, 118 AND 119 AKTG (AUSTRIAN STOCK CORPORATION ACT)**

**Additions of Shareholders to the agenda**

Shareholders, whose shares jointly represent **5 % of the share capital** and who have held these shares for at least three months prior to filing, may request in writing that **additional items** are placed and made public **on the agenda** of this general meeting, if such a request in written form is received exclusively by the Company at the address A-8141 Premstaetten, Tobelbader Strasse 30, c/o Franz Fazekas, General Counsel, on **May 15, 2019** at the latest. Each item requested in this manner must include a resolution proposal and the reasons thereto. To prove the shareholder qualification, a deposit certificate pursuant to section 10a AktG shall be sufficient for bearer shares kept in deposit, in which it is confirmed that the requesting shareholders have been shareholders for at least three months prior to filing of such request; such certificate must not be older than seven days upon presentation to the Company. As regards the other requirements for a deposit certificate, please see the specifications regarding the right to attend.

**Proposals of Shareholders to the agenda**

Shareholders, whose shares jointly represent **1% of the share capital**, may submit **proposals for the passing of resolutions** including justifications on each item on the agenda in text form, and may request that these proposals including justifications and corresponding statements of the management board or the supervisory board thereto, if any, are made available on the website of the Company, if this request is received in written text form by the Company at the latest on **May 24, 2019** either by fax to +43 3136 500 92105 or at ams AG, A-8141 Premstaetten, Tobelbader Strasse 30, c/o Franz Fazekas, General Counsel, or by e-mail [agm@ams.com](mailto:agm@ams.com), whereas the request in text form, such as a PDF file must be attached to the e-mail.

To prove the shareholding in order to exercise this shareholder right, submission of a deposit certificate pursuant to section 10a AktG shall be sufficient, which at the time of presentation to the Company must not be older than seven days. As regards the other requirements for the deposit certificate, please see the specifications regarding the right to attend.

**Information in accordance with section 110 para 2 S 2 AktG:**

On the agenda item 7. "Election of members of the Supervisory Board" and the potential corresponding election proposals by shareholders pursuant to section 110 AktG, the Company provides the following information:

ams AG is subject to section 86 para 7 AktG.

The Supervisory Board of ams AG currently consists of six members elected by the annual general meeting (Shareholder Representatives) and three members delegated by the Works Council (Employee Representatives) pursuant to section 110 of the Austrian Labour Constitutional Act ("**ArbVG**"). The Shareholder Representatives are currently consisting of two women and four men. The Employee Representatives currently consist of one woman and two men. Therefore, the Company fulfils the minimum quota pursuant to section 86 para 7 AktG.

It is communicated that a contradiction in accordance with section 86 para 9 AktG was neither raised by the majority of the Shareholder Representatives nor by the majority of the members of the Works Council, therefore, no separate fulfilment, but an overall fulfilment of the minimum proportion requirements according to section 86 para 7 AktG is applicable.

Pursuant to § 8 para 1 of the Articles of Association of ams AG, the supervisory board consists of a minimum of three and a maximum of six members elected by the annual general meeting and the members delegated in accordance with section 110 ArbVG. In total, the supervisory board shall consist of not more than nine members.

As a rule, at least two women have to be elected as Shareholder Representatives in order to comply with the minimum quota set forth in section 86 para 7 AktG. If there is no increase in the number of members under the Articles of Association for agenda item 7. "Election of members of the Supervisory Board", shareholders do not have to observe this minimum quota requirements when submitting election proposals pursuant to section 110 AktG, since the Company's supervisory board currently fulfils said minimum quota.

**Right to information**

Each shareholder must - upon request - be informed in the general meeting on the matters concerning the Company, to the extent that such information is necessary to appropriately assess an item on the agenda. The provision of information may be refused to the extent that it might be liable according to reasonable entrepreneurial assessment to cause serious damage to the Company or an affiliated company or if provision of such information could lead to prosecution under the law.

Any questions that require longer preparation should, in the interest of an efficient session, be submitted in text form to the Management Board in due time prior to the general meeting.

Questions may be submitted by post to ams AG at the address Tobelbader Straße 30, 8141 Premstaetten, Moritz Gmeiner, Investor Relations, or by e-mail to [investor@ams.com](mailto:investor@ams.com).

### **Applications at the general meeting**

Each shareholder is - irrespective of a specific share ownership - entitled to make applications at the general meeting to each item on the agenda. Prerequisite is the right to attend the general meeting.

However, **a shareholder proposal on agenda item 7. "Election of members of the Supervisory Board"** requires the timely submission of a resolution proposal pursuant to section 110 AktG: Persons for election to the Supervisory Board may be proposed by shareholders, whose shares jointly represent 1% of the share capital. Such nominations must reach the Company no later than **May 24, 2019**, in the manner indicated above. Each election proposal must include the statement pursuant to section 87 para 2 AktG of the proposed person about their professional qualifications, their professional or comparable functions as well as all circumstances which could give rise to a suspicion of bias. Otherwise, the shareholder proposal for the election of a member of the Supervisory Board may not be taken into account during the vote. In addition, consideration must be given to the fact that in the event of acceptance of the election proposal of nine Members of the Supervisory Board at least three women shall be members of the Supervisory Board. Hence, at least two women shall be subject to proposal in order to comply with the minimum proportion requirements according to section 86 para 7 AktG.

### **Information on the website**

Further information on the shareholders' rights pursuant to sections 109, 110, 118, and 119 AktG will be available on the website of the Company [www.ams.com](http://www.ams.com).

### **VERIFICATION KEY DATE AND ATTENDANCE OF GENERAL MEETING**

The right to attend the general meeting and to exercise the voting right and the other shareholder rights, which are to be asserted in the general meeting depend on the shareholding as of **May 26, 2019**, 12:00 midnight, Vienna time (**verification key date**).

Only such persons shall be entitled to attend the general meeting, who are shareholders on the key date and can verify this to the Company.

For bearer shares that are kept in a deposit the verification of the shareholding on the verification key date shall be a deposit certificate pursuant to section 10a AktG, which shall be transmitted to the Company exclusively to one of the following addresses by end of **May 31, 2019** at the latest:

- (i) applying for transmission of the deposit certificate in text-form, sufficient according to § 17 para 3 of the Articles of Association.

Via telefax: + 43 (0) 1 8900 500 86  
Via e-mail: [anmeldung.ams@hauptversammlung.at](mailto:anmeldung.ams@hauptversammlung.at)  
(please submit the deposit certificate in PDF format)

- (ii) applying for written transmission of the deposit certificate

By post or by messenger: **ams AG**  
c/o HV-Veranstaltungsservice GmbH  
Koeppel 60  
A-8242 St. Lorenzen am Wechsel

Via SWIFT: GIBAATWGGMS  
(Message Type MT598 and MT599; please indicate indispensable ISIN AT0000A18XM4 in the text)

The shareholders are requested to contact their custodian bank and to arrange for the issuance and delivery of a deposit confirmation.

The verification key date has no effect on the divestiture of the shares and has no significance for dividend entitlement.

## **DEPOSIT CERTIFICATE PURSUANT TO SECTION 10A AKTG**

The deposit certificate must be issued by a credit institution maintaining deposits which has its seat in a member state of the European Economic Area or in a full member state of the OECD and must include the following information:

- Information on the issuer : Name/Firm and address or a code which is customary in the transactions between credit institutions (SWIFT Code),
- Information on the shareholder: Name/firm, address, date of birth of natural persons, if applicable register and register number of legal persons,
- Information on the shares : number of shares of the shareholder, ISIN AT0000A18XM4,
- Deposit number and/or other designation,
- Date to which the deposit certificate relates.

Extending beyond this, the deposit certificates of SIX SegalInterSettle AG, Olten, Switzerland are accepted.

The deposit certificate as proof of the shareholding for attending the general meeting must relate to the verification key date **May 26, 2019** referred to above.

The deposit certificate is accepted in both German and English languages.

## **REPRESENTATION BY PROXY**

Each shareholder entitled to attend the general meeting has the right to appoint a proxy who attends the general meeting on behalf of the shareholder and has the same rights as the shareholder whom he represents.

A proxy must be granted to a certain person (a natural or legal person) in text format, whereas several persons may be granted proxy.

This proxy must be sent to the Company exclusively to one of the addresses listed below:

By post or by messenger	<b>ams AG</b> c/o HV-Veranstaltungsservice GmbH Koeppel 60 a-8242 St. Lorenzen am Wechsel
By fax:	+ 43 (0) 1 8900 500 86
By e-mail	<a href="mailto:anmeldung.ams@hauptversammlung.at">anmeldung.ams@hauptversammlung.at</a> , whereas the power of attorney must be attached to the e-mail in text format as PDF file.
Via SWIFT:	GIBAATWGGMS - Message Type MT598; please indicate indispensable ISIN AT0000A18XM4 in the text.

On the day of the general meeting only:

In person: at the registration for the general assembly at the venue.

A power of attorney (proxy) form and a form for revoking the power of attorney (proxy) will be sent upon request and can be downloaded from the homepage of company under [www.ams.com](http://www.ams.com).

If the power of attorney is not submitted personally at the day of the general meeting upon registration then it must be received by the Company at the latest at **4 p.m.** on **June 04, 2019**.

The above provisions for granting a power of attorney (proxy) shall analogously apply to the revoking of a power of attorney (proxy).



As a special service to shareholders, an independent proxy shall be available for voting subject to directives in the general meeting, this being Walter Pisk, notary public, , A-8010 Graz, Raubergasse 20; a special proxy form is available on the website of the Company under [www.ams.com](http://www.ams.com).

### **TOTAL OF SHARES AND VOTING RIGHTS**

The share capital of the Company amounts to a nominal of EUR 84,419,826.00 and is divided into 84,419,826 no-par value shares. Each share is granting one vote. As of March 31, 2019, the Company holds 3,505,891 own shares, whereby the Company is not entitled to any rights arising from these own shares. Therefore, total number of voting rights on the date of this convocation amounts to 80,913,935 voting rights.

### **ORGANISATIONAL INFORMATION**

To guarantee smooth proceedings at the entrance control, the shareholders are asked to appear in good time at the venue of the general meeting before it commences. The shareholders are requested to bring an official photo identification document.

Entrance to pick up voting cards shall be at 9.00 a.m.

Premstaetten, May 2019

The Management Board