

ams AG

Company Register Number FN 34109 k

ISIN AT0000A18XM4

CONVOCATION

of the

Annual General Meeting of ams AG

on Wednesday, June 3, 2020 at 12.00 (noon) Vienna time

at the Company's seat at A-8141 Premstaetten, Tobelbader Strasse 30.

I. HOLDING OF THE GENERAL MEETING IN VIRTUAL FORM WITHOUT PHYSICAL PRESENCE OF THE SHAREHOLDERS

1. COVID-19 Regulation on Corporate Law (COVID-19-CorpReg)

The Management Board decided to make use of the new legally permissible form of a virtual general meeting for the protection of the Company's shareholders and other participants.

The general meeting of ams AG will be held on 3 June 2020 in the form of a "virtual general meeting" pursuant to the COVID-19-CorpReg (BGBl. II Nr. 140/2020) in its applicable version.

This means that shareholders cannot be physically present at the annual general meeting of ams AG on 3 June 2020.

The general meeting will be held in the presence of the Chairman of the Supervisory Board, the Chairman of the Management Board and further members of the Management Board, the attesting public notary and four independent special voting proxies, appointed by the Company, at the Company's premises in 8141 Premstaetten, Tobelbader Strasse 30.

The holding of the annual general meeting as virtual general meeting pursuant to COVID-19-CorpReg leads to modifications and changes in the procedure of the general meeting and the exercise of the rights of the shareholders.

The voting right, the right to make motions and the right to raise objections can be exercised only through granting of power of attorney and issuing respective instructions to one of the special voting proxies appointed by the Company.

The information rights can be exercised directly by the shareholders also in a virtual general meeting by way of electronic communication, i.e. in text form via e-mail directly to the Management Board.

2. Broadcasting of the General Meeting on the Internet

The general meeting will be entirely broadcast live in both audio and visual form on the internet pursuant to sec. 3 para 4 COVID-19-CorpReg in conjunction with sec. 102 para 4 of the Austrian Stock Corporation Act (“AktG”).

All shareholder of the Company can follow the annual general meeting on 3 June 2020 from about 12.00 noon live on the internet under www.ams.com/general-meeting.

By way of this live broadcast of the general meeting, all shareholders can follow the course of the general meeting through the audio and visual connection and to watch and hear the presentation of the Management Board as well as the answering of all questions of the shareholders.

This live broadcast does not enable remote participation (sec. 102 para 2 no. 2 AktG) or remote voting (sec. 102 para 3 no. 3 and sec. 126 AktG).

In addition, attention is drawn to the organisational and technical requirements for the attendance of the virtual general meeting contained in this convocation. Reference is also made to FURTHER INFORMATION ON SHAREHOLDER RIGHTS PURSUANT TO SEC. 109, 110, 118, 119 AktG, PARTICULARLY IN ACCORDANCE WITH COVID-19-CORPREG, THE PROCEDURE OF THE GENERAL MEETING AND THE INFORMATION ON DATA PROTECTION, which are available on the Company’s website under www.ams.com/general-meeting.

We kindly ask our shareholders to pay particular attention to section V. on the appointment of a special voting proxy and on section VI. on the exercise of information rights (sub-section 3) and the right to make motions (sub-section 4).

II. 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 2019**
- 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 2019**

4. **Resolution on the discharge of the members of the supervisory board for the business year 2019**
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 2020**
7. **Resolution on the Remuneration Policy**
8. **Resolution on the authorization of the Management Board to issue financial instruments according to sec. 174 AktG, in particular convertible notes, profit participation bonds or profit participation rights, which may provide for subscription of and/or conversion in shares of the Company, along with the limitation of subscription rights of the shareholders on such financial instruments**
9. **Resolution on the conditional increase of the share capital of the company pursuant to sec. 159 para 2 no. 1 AktG for issuance to creditors of financial instruments
[Conditional Capital 2020 for Financial Instruments]**
10. **Resolution on the amendment of § 4 of the Articles of Association**
11. **Report concerning the stock, purchase and sale of own shares pursuant to sec. 65 para 3 AktG.**

III. DOCUMENTS FOR THE GENERAL MEETING (sec. 106 no. 4 AktG)

In particular, the following documents will be accessible on the company's website www.ams.com/general-meeting as of **May 13, 2020** 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 2019;
- Remuneration Policy;
- Report of the Management Board on the authorization for the limitation of subscription rights in connection with the authorization of the management board to issue financial instruments pursuant to sec. 174 para 4 in conjunction with sec. 153 para 4 AktG to agenda items 2 and 3;
- Proposals for Resolutions on agenda items 2 to 10;
- Form for power of attorney to Mr. Pisk;
- Form for power of attorney to Mr. Oberhammer;
- Form for power of attorney to Mr. Schuetz;
- Form for power of attorney to Mr. Weigand;

- Form for questions;
- Form for granting a power of attorney;
- Form for revoking a power of attorney;
- Complete text of this convocation.

IV. RECORD DATE AND ATTENDANCE OF GENERAL MEETING (sec. 106 no. 6 and 7 AktG)

The right to attend the virtual general meeting and to exercise the voting right and the other shareholder rights, which are to be exercised in the virtual general meeting pursuant to COVID-19-CorpReg, depend on the shareholding as of **May 24, 2020, 12:00 midnight, Vienna time (record date)**.

Only such persons, who are shareholders on the record date and can prove this to the company, shall be entitled to participate in the virtual general meeting pursuant to COVID-19-CorpReg.

For proof of share ownership on the record date, a deposit certificate pursuant to § 10a AktG is required, which refers to the record date and which must be received by the company no later than **May 28, 2020 (24:00 hours Vienna time)** exclusively via one of the following communication channels and addresses:

- (i) for transmission of the deposit certificate in written form

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

Via SWIFT: GIBAATWGGMS
(Message Type MT598 and MT599; ISIN AT0000A18XM4 must be included in the text)

- (ii) 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; or
Via e-mail: anmeldung.ams@hauptversammlung.at
(deposit certificates may only be submitted in PDF format)

Without the deposit certificate reaching the Company in time, the appointment of the special voting proxy and the exercise of the information rights by shareholders cannot be done validly.

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

The record date has no effect on the saleability of the shares and has no significance for dividend entitlement.

Deposit certificate pursuant to sec. 10a AktG

The deposit certificate must be issued by a custodian bank, 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: (company) name and address or a code which is customary in the transactions between credit institutions (BIC- or SWIFT Code),
- Information on the shareholder: (company) name, 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, (International Securities Identification Number)
- Deposit number and/or other designation,
- Date to which the deposit certificate relates.

Moreover, 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 record date **May 24, 2020** referred to above.

The deposit certificate is accepted in both German and English languages. If the deposit certificate shall evidence the shareholder status, such deposit must not be older than seven days at the time of presentation to the company.

V. APPOINTMENT OF A SPECIAL VOTING PROXY AND CORRESPONDING PROCEDURE

Each shareholder entitled to attend the general meeting, who has proven that pursuant to section IV. above, has the right to appoint a special voting proxy.

In the virtual general meeting of ams AG pursuant to COVID-19-CorpReg on 3 June 2020, shareholders can only propose resolutions, cast votes and/or raise objections through one of the special voting proxies.

The Company proposes the following persons as special voting proxies, each appropriate and independent of the Company:

- (i) Mr. Walter Pisk, public notary
Raubergasse 20, 8010 Graz
Tel +43 316 810044 0
E-mail pisk.ams@hauptversammlung.at
- (ii) Mr. Ewald Oberhammer, attorney-at-law
Oberhammer Attorneys
Karlsplatz 3/1, 1010 Vienna
Tel +43 1 5033000
E-mail oberhammer.ams@hauptversammlung.at
- (iii) Mr. Andreas Schuetz, attorney-at-law
Taylor Wessing e|n|w|c Natlacen Walderdorff Cancola Attorneys
Schwarzenbergplatz 7, 1030 Vienna
Tel +43 1 716 55 0
E-mail schuetz.ams@hauptversammlung.at
- (iv) Mr. Arno Weigand, public notary
Untere Donaustrasse 13-15/7th floor, 1020 Vienna
Tel +43 1 216 00 22
E-mail weigand.ams@hauptversammlung.at

Each shareholder may select one of the four persons named above as its special voting proxy and grant such person power of attorney. According to COVID-19-CorpReg, the appointing of the other persons is not permissible and invalid.

It is hereby expressly stated that the special voting proxies do not accept instructions to ask questions or to read out speeches. The information rights can be exercised by the shareholders themselves by way of electronic communication, i.e. in text form via e-mail to the Management Board pursuant to section VI, sub-section 3.

It is, therefore, recommended to contact the appointed special voting proxy in due time, if the special voting proxy shall be instructed to issue resolution proposals or raise objections to one or several items of the agenda in the virtual general meeting.

When appointing a special voting proxy, shareholders are kindly asked to also indicate an e-mail address and a code word to facilitate the verification of the shareholder by the special voting proxy at a later point in time, particularly during the virtual general meeting.

A specific form for the appointment of a special voting proxy is available on the Company's website www.ams.com/general-meeting for each of the four proposed special voting proxies. Please read the appointment form carefully and pay attention to FURTHER INFORMATION ON SHAREHOLDER RIGHTS PURSUANT TO SEC. 109, 110, 118, 119 AktG, PARTICULARLY IN ACCORDANCE WITH COVID-19-CORPREG, THE PROCEDURE OF THE GENERAL MEETING AND THE INFORMATION ON DATA PROTECTION, which is also available on the Company's website www.ams.com/general-meeting.

In your own interest, the **powers of attorney** should be **received** by the respective e-mail address of the special voting proxy of your choice at the latest at **June 2, 2020, 16.00 hours Vienna time**:

- (i) pisk.ams@hauptversammlung.at
- (ii) oberhammer.ams@hauptversammlung.at
- (iii) schuetz.ams@hauptversammlung.at
- (iv) weigand.ams@hauptversammlung.at

This type of submission of the power of attorney ensures that only the selected special voting proxy, but none of the others, is granted direct access to the power of attorney. A personal delivery of the power of attorney is explicitly excluded.

Furthermore, the power of attorney can also be sent to the Company to one of the addresses listed below:

By mail or by courier

ams AG

c/o HV-Veranstaltungsservice GmbH

Koeppel 60

A-8242 St. Lorenzen am Wechsel

By fax:

+ 43 (0) 1 8900 500 86

By e-mail

anmeldung.ams@hauptversammlung.at, whereas the power of attorney must be attached to the e-mail in text form within the meaning of sec 13 para 2 AktG as PDF file.

Via SWIFT:

GIBAATWGGMS - Message Type MT598; ISIN AT0000A18XM4 must be included in the text.

In the interest of a smooth operation of the virtual general meeting, the Company asks its shareholders to always use the provided forms.

Details on the power of attorney, particularly on text form and content of the power of attorney, can be derived from the forms provided to the shareholders. The above provisions for granting a power of attorney shall analogously apply to the revoking of a power of attorney.

**NON-BINDING
CONVENIENCE
TRANSLATION**



VI. NOTICE REGARDING THE RIGHTS OF THE SHAREHOLDERS PURSUANT TO SECTIONS 109, 110, 118 AND 119 AKTG (sec. 106 no. 5 AktG)

1. Additions to the agenda by shareholders (sec. 109 AktG)

Shareholders, whose shares individually or 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 **on the agenda** of this general meeting and made public, if such a request in written form is received by the company exclusively at the address ams AG, Tobelbader Strasse 30, A-8141 Premstaetten, c/o Franz Fazekas, General Counsel, or via SWIFT GIBAATWGGMS (Message Type MT598 and MT599; please implicitly indicate ISIN AT0000A18XM4 in the text), or by e-mail agm@ams.com on **May 13, 2020** at the latest. "Written form" means (i) personal signature or company signature by each requestor, (ii) via e-mail with qualified electronic signature, or (iii) submitted in text form via an international, specially secured communication network of credit institutions, as long as its participants can be clearly identified (e.g. SWIFT). Each item requested in this manner must include a resolution proposal and the reasons thereto. The agenda item and the resolution proposal, but not the reasons thereto, have to be drawn in German language. To prove the shareholder status, a deposit certificate pursuant to sec. 10a AktG shall be sufficient for bearer shares kept in deposit, in which it is confirmed that the requesting shareholders have consecutively 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. Several individual deposit certificates, which only jointly reach the required shareholding of 5%, have to refer to the same point in time (date and time) in each case. As regards the other requirements for a deposit certificate, please refer to the provisions on the right to attend (section "RECORD DATE AND ATTENDANCE OF GENERAL MEETING") below.

2. Resolution proposals of shareholders to items on the agenda (sec. 110 AktG)

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 within the meaning of sec 13 para 2 AktG, 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 text form within the meaning of sec 13 para 2 AktG by the company at the latest on **May 22, 2020** 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,

whereas the request in text form within the meaning of sec 13 para 2 AktG, such as a PDF file must be attached to the e-mail. A declaration in text form within the meaning of sec 13 para 2 AktG means that such declaration has to be submitted in document form or an alternative form that enables the permanent reproduction of the characters, has to name the declaring person and the end of such declaration has to be indicated by facsimile of the signature of the declaring or person or otherwise. The proposal but not the justification needs to be drawn up in German language.

The shareholder status must be evidenced by the submission of a deposit certificate pursuant to sec. 10a AktG, which at the time of presentation to the company must not be older than seven days. Several individual deposit certificates, which only jointly reach the required shareholding of 1%, have to refer to the same point in time (date and time) in each case. As regards the other requirements for a deposit certificate, please refer to the provisions on the right to attend (section "RECORD DATE AND ATTENDANCE OF GENERAL MEETING") below.

3. Information rights (sec. 118 AktG)

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 if, according to reasonable entrepreneurial assessment, it is likely to cause serious damage to the company or an affiliated company or if provision of such information could lead to prosecution under the law.

It is hereby expressly stated that also in a virtual general meeting, the information rights pursuant to sec. 118 AktG have to be exercised by the shareholders themselves during the general meeting. Please note that the Chairman may set appropriate time limits during the general meeting.

Notwithstanding the forgoing, the shareholders are kindly asked to submit all questions in text form via e-mail to fragen.ams@hauptversammlung.at in good time that the questions are **received** by the Company on the second working day prior to the general meeting, i.e. Friday, **29 May 2020**, at the latest. This will allow for a proper preparation and swift response of the asked question by the Management Board in the general meeting.

Shareholders are kindly asked to also indicate an e-mail address and a code word in the question form to facilitate the verification of the shareholder by the Management Board at a later point in time, particularly during the virtual general meeting.

As prerequisite for the exercise of information rights, shareholders have to prove their right to participate pursuant to section IV. of the convocation and the issue of a respective power of attorney to one of the special voting proxies pursuant to section V. of this convocation.

Please also pay attention to FURTHER INFORMATION ON SHAREHOLDER RIGHTS PURSUANT TO SEC. 109, 110, 118, 119 AktG, PARTICULARLY IN ACCORDANCE WITH COVID-19-CORPREG, THE PROCEDURE OF THE GENERAL MEETING AND THE INFORMATION ON DATA PROTECTION, which is also available on the Company's website www.ams.com/general-meeting.

4. Motions at the general meeting (sec. 119 AktG)

Each shareholder is - irrespective of a specific share ownership - entitled to make motions at the general meeting to each item on the agenda through its appointed special voting proxy. As prerequisite for the right to make motions, shareholders have to prove their right to participate pursuant to section IV. of the convocation and the issue of a respective power of attorney to one of the special voting proxies pursuant to section V. of this convocation.

Please also pay attention to FURTHER INFORMATION ON SHAREHOLDER RIGHTS PURSUANT TO SEC. 109, 110, 118, 119 AktG, PARTICULARLY IN ACCORDANCE WITH COVID-19-CORPREG, THE PROCEDURE OF THE GENERAL MEETING AND THE INFORMATION ON DATA PROTECTION, which is also available on the Company's website www.ams.com/general-meeting.

5. Information on the website

Information on shareholders' rights pursuant to sec. 109, 110, 118, and 119 AktG, particularly in the light of and pursuant to COVID-19-CorpReg, and on the procedure of the general meeting will be available on the Company's website www.ams.com/general-meeting.

6. Information for shareholders on data processing

ams AG processes personal data of shareholders (in particular those pursuant to sec. 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[s]) 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 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 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 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.

If a shareholder attends the general 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 general meeting are entitled to inspect the legally required attendance list (sec. 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 (sec. 120 AktG).

The data of shareholders will be anonymized or deleted as soon as they are no longer necessary for the purposes for which they were collected or processed, and unless other legal obligations require further storage. Such statutory documentation and retention obligations 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 individual cases. 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.

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.

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

In addition, the shareholders have the right of appeal to the data protection supervisory authorities for data protection pursuant to Article 77 GDPR. Further information on data protection is accessible on the company's website www.ams.com/privacy-policy.

VII. FURTHER DETAILS AND INFORMATION

1. Total of Shares and Voting Rights (sec. 106 no. 9 AktG)

On the date of convocation of the general meeting, the share capital of the company amounts to EUR 274,289,280.00 and is divided into 274,289,280 no-par value bearer shares. Each share is granting one vote. As of April 30, 2020, the company holds 13,732,334 own shares, whereby the company is not entitled to any rights arising from these own shares. Therefore, total number of voting rights amounts to 260,556,946 voting rights as of April 30, 2020. Any change in the number of own shares and therefore of the total number of voting rights until the General Meeting will be communicated in the General Meeting.

2. No physical attendance

We would like to explicitly state once more that physical attendance will be excluded in the upcoming general meeting and neither shareholders nor guests are allowed to come to the venue of the general meeting.

Premstaetten, May 2020

The Management Board