

**ams AG**

**Company Register Number FN 34109 k**

**ISIN AT0000A18XM4**

**CONVOCA TION**

We herewith invite our shareholders to the

**Annual General Meeting of Shareholders of ams AG**

to be held on **Wednesday, June 06, 2018 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 and 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 2017
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 2017
4. Resolution on the discharge of the members of the supervisory board for the business year 2017
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 2018
7. Election of members of the supervisory board
8. Resolution on
  - a) the creation of new authorized capital [Authorized Capital 2018]
    - (i) under consideration of the statutory subscription right, including within the meaning of indirect subscription rights pursuant to Article 153 par. 6 Austrian Stock Corporation Act (*AktG*),
    - (ii) with the authorization to exclude subscription rights,
    - (iii) with the option of issuing the new shares against contributions in kind,and
  - b) the amendment of the Articles of Association in § 3 par. 4
9. Report concerning the volume, the purchase and sale of own stock pursuant to Article 65 par. 3 AktG

## DOCUMENTS FOR THE ANNUAL GENERAL MEETING

The following documents will be accessible on **May 16, 2018** on the Internet under [www.ams.com](http://www.ams.com) 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 result,
- Report of the Supervisory Board, each for the business year 2017,
- Declaration of the candidates for election to the Supervisory Board to agenda item 7 in accordance with Article 87 par. 2 AktG including curriculum vitae,
- Report of the Management Board in accordance with Articles 170 par. 2 in connection with 153 par. 4 sentence 2 AktG – exclusion of subscription rights Authorized Capital 2018 to agenda item 8,
- Proposals of Resolutions to agenda items 2-8
- Form for granting a power of attorney,
- Form for revoking a power of attorney,
- Complete text of this invitation.

## NOTICE REGARDING THE RIGHTS OF THE SHAREHOLDERS PURSUANT TO ARTICLES 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 been owners of these shares for at least three months before filing an application, can 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, General Counsel, Jann H. Siefken at the latest on **May 16, 2018**. Each item requested in this manner must include a proposal for resolution plus a justification. To prove shareholder qualifications a deposit certificate pursuant to Article 10a Austrian Stock Corporation Act (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 before filing such request and which 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 Shareholder to the agenda**

Shareholders, whose shares jointly represent **1% of the share capital**, may submit in text form **proposals for the passing of resolutions** plus justifications on each item on the agenda, and may request that these proposals including justifications and statements of the management board or the supervisory board, 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 25, 2018** either by fax to +43 3136 500 92100 or at ams AG, A-8141 Premstaetten, Tobelbader Strasse 30, General Counsel, Jann H. Siefken, 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 Article 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 Article 110 par. 2 S 2 AktG:**

On the agenda item 7. "Election of members of the Supervisory Board" and the possible corresponding election proposal by shareholders in accordance with Article 110 AktG, the Company provides the following information:

ams AG is subject to Article 86 par. 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 in accordance with Article 110 of the Austrian Labor Constitutional Act (*ArbVG*). With regard to the six Shareholder Representatives, six of them are men, and with regard to the three members delegated by the Works Council, two of them are men and one of them is a woman.

It is communicated that a contradiction in accordance with Article 86 par. 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 Article 86 par. 7 AktG is applicable.

Pursuant to § 8 par. 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 Article 110 of the Austrian Labor Constitutional Act (*ArbVG*). In total, the supervisory board shall consist of not more than nine members.

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 submitting an election proposal must note that 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 Article 86 par. 7 AktG.

### **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 [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 in accordance with Article 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 25, 2018**, in the manner indicated above. Each election proposal must include the statement pursuant to Article § 87 par. 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 Article 86 par. 7 AktG.

### Information on the website

Further information on these rights of the shareholders pursuant to Articles 109, 110, 118 and 119 AktG shall be available with immediate effect 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 27, 2018**, 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 Article 10a AktG, which shall be transmitted to the Company exclusively to one of the following addresses at the latest by **June 01, 2018** (24:00 h).

(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  
(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 Dr. Jann Siefklen  
Tobelbader Strasse 30  
A-8141 Premstaetten

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 ARTICLE 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 SegInterSettle 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 27, 2018** 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	ams AG Tobelbader Strasse 30 8141 Premstaetten
By fax	+43 (1) 8900 500 – 86

By e-mail [anmeldung.ams@hauptversammlung.at](mailto:anmeldung.ams@hauptversammlung.at), 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 05, 2018**. 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, 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.-- and is divided into 84,419,826 no-par value shares. Each share is granting one vote. The Company holds 811.055 own shares for which it does not have any rights on April 09, 2018. The total number of voting rights on the date of convocation amounts to 83.608.771, for which it does not have any rights.

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 2018

The Board of Management