

## **ams AG**

**Company Register Number FN 34109 k**

**ISIN AT0000A18XM4**

### **CONVOCATION**

#### **of the General Meeting**

We herewith invite our shareholders to the

#### **extraordinary General Meeting of ams AG**

on **Friday, January 24, 2020 at 12.00 (noon) Vienna time** at the company's premises at

A-8141 Premstaetten, Tobelbader Strasse 30.

### **AGENDA**

- 1. Resolution on the ordinary increase of the share capital of the company by way of a rights issue pursuant to sec. 149 et seq AktG against cash contribution and protecting the shareholders' statutory subscription rights**

### **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](http://www.ams.com/general-meeting) as of **January 03, 2020** at the latest:

- Proposal of Resolution to agenda item 1;
- Forms for granting a power of attorney;
- Form for revoking a power of attorney;
- Complete text of this convocation.

### **SHAREHOLDER INFORMATION 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](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. Further information on data protection is accessible on the company's website [www.ams.com/privacy-policy](http://www.ams.com/privacy-policy).

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

### **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](mailto:agm@ams.com) on **January 05, 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.

### **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 **January 15, 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](mailto: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.

#### **Right to information (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.

Any questions that require longer preparation to be answered may be submitted in text form within the meaning of sec. 13 para 2 AktG to the management board in due time prior to the general meeting in order to preserve the efficiency of the meeting, either by post to ams AG, c/o Moritz Gmeiner, Investor Relations, Tobelbader Straße 30, 8141 Premstaetten, or by e-mail to [investor@ams.com](mailto:investor@ams.com).

#### **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. Prerequisite is the proof of the right to attend as defined in this convening notice.

### **Information on the website**

Information on shareholders' rights pursuant to sec. 109, 110, 118, and 119 AktG will be available on the company's website [www.ams.com/general-meeting](http://www.ams.com/general-meeting).

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

The right to attend the general meeting and to exercise the voting right and the other shareholder rights, which are to be exercised in the general meeting depend on the shareholding as of **January 14, 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 attend the general meeting.

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 **21 January 2020 (24:00 hours Vienna time)** exclusively via one of the following communication channels and addresses:

- (i) 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](mailto:anmeldung.ams@hauptversammlung.at)  
(deposit certificates may only be submitted in PDF format)

- (ii) 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)

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 **January 14, 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.

### **REPRESENTATION BY PROXY (sec. 106 no. 8 AktG)**

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 power of attorney must be granted to a certain person (a natural or legal person) in text form within the meaning of sec. 13 para 2 AktG, whereas several persons may be granted power of attorney.

This power of attorney must be sent to the company exclusively to one of the addresses listed below:

By mail or by courier	<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 [anmeldung.ams@hauptversammlung.at](mailto: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.

On the day of the general meeting only:

In person: at the registration desk for the general meeting at the venue.

Power of attorney forms and a form for revoking the power of attorney will be sent upon request and can be downloaded from the company's website at [www.ams.com/general-meeting](http://www.ams.com/general-meeting). The use of these forms is not compulsory within the meaning of sec. 114 para 3 AktG.

If the power of attorney is not handed over personally at the day of the general meeting upon registration then it must be received by the company at the latest at **January 23, 2020, 16.00 hours Vienna time**.

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

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; in that regard a special power of attorney form is available on the company's website [www.ams.com/general-meeting](http://www.ams.com/general-meeting).

### **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 84,419,826.00 and is divided into 84,419,826 no-par value bearer shares. Each share is granting one vote. As of November 30, 2019, the company holds 3,451,616 own shares, whereby the company is not entitled to any rights arising from these own shares. Therefore, total number of voting rights amounts to 80,968,210 voting rights as of November 30, 2019. 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.

### **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.

Admission to pick up voting cards begins at 11.00 a.m. Vienna time.

Premstaetten, January 2020

The Management Board