

**ams AG**  
Premstätten  
FN 34109k

**FURTHER INFORMATION ON THE RIGHTS OF THE SHAREHOLDERS PURSUANT TO SECTIONS 109, 110, 118 AND 119 AKTG, PARTICULARLY IN THE LIGHT OF THE COVID-19-CORPREG, ON THE PROCEDURE OF THE GENERAL MEETING AND ON THE PROTECTION OF THE SHAREHOLDERS' DATA**

**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 of the COVID-19-Regulation on Corporate Law ("COVID-19-CorpReg") in conjunction with sec. 102 para 4 of the Austrian Stock Corporation Act ("AktG"). In terms of data protection, such broadcasting is permissible pursuant to the aforementioned provisions of Austrian corporate law.

All shareholders of the Company can follow the general meeting on 3 June 2020 from about 12.00 noon live on the internet at [www.ams.com/general-meeting](http://www.ams.com/general-meeting) as a virtual 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 of the virtual general meeting 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).

Please note that the Company is only responsible for the use of technical solutions or means of communication if such means are within the sphere of the Company.

**APPOINTMENT OF A SPECIAL VOTING PROXY AND CORRESPONDING PROCEDURE**

Each shareholder entitled to attend the virtual general meeting, who has proven that pursuant to section IV. of the convocation, 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](mailto: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](mailto: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](mailto:schuetz.ams@hauptversammlung.at)
  
- (iv) Mr. Arno Weigand, public notary  
Untere Donaustrasse 13-15/7<sup>th</sup> floor, 1020 Vienna  
Tel +43 1 216 00 22  
E-mail [weigand.ams@hauptversammlung.at](mailto: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 sec. 3 para 3 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 to [fragen.ams@hauptversammlung.at](mailto:fragen.ams@hauptversammlung.at).

**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 explicitly asked to also indicate an e-mail address and a **key word** to facilitate the **verification** of the shareholder by the special voting proxy at a later point in time, particularly during the general meeting.

To grant power of attorney to a special voting proxy, please make use of the individual form available for each of the special voting proxies at the Company's website [www.ams.com/general-meeting](http://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](mailto:pisk.ams@hauptversammlung.at)
- (ii) [oberhammer.ams@hauptversammlung.at](mailto:oberhammer.ams@hauptversammlung.at)
- (iii) [schuetz.ams@hauptversammlung.at](mailto:schuetz.ams@hauptversammlung.at)
- (iv) [weigand.ams@hauptversammlung.at](mailto: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

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

**In the interest of a smooth operation of the general meeting, the Company kindly 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.

### **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 13, 2020** at the latest. Each item requested in this manner must include a resolution proposal and the reasons thereto; the proposal must be submitted in German language. 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.

### **Resolution proposals of Shareholders**

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 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](mailto:agm@ams.com), whereas the request in text form, such as a PDF file must be attached to the e-mail. 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.

### 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.

Deposit certificates 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> , (submission of the certificate as PDF-file)
Via SWIFT:	GIBAAATWGGMS - Message Type MT598; ISIN AT0000A18XM4 must be included in the text.

To evidence 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 1% (additions to the agenda by shareholders) and/or 5% (resolution proposals of shareholders) as the case may be, have to refer to the same point in time (date and time) in each case.

### **Information right pursuant to 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 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.

### **QUESTIONS AND INFORMATION RIGHTS OF THE SHAREHOLDERS**

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](mailto: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 further kindly asked to make use of the question form available at the Company's website [www.ams.com/general-meeting](http://www.ams.com/general-meeting) and to indicate an e-mail address and a key 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 general meeting.**

### **CONDUCT OF THE VIRTUAL GENERAL MEETING**

Shareholders will have the opportunity to submit their questions to the Company **during the general meeting** electronically in text form within a certain window of time after the opening of the general meeting.

These questions will be read out by the Chairman or a person designated by the Chairman at the general meeting. For this purpose, please send a **simple e-mail** to [fragen.ams@hauptversammlung.at](mailto:fragen.ams@hauptversammlung.at). In this simple e-mail, the person making the declaration (name/company name, date of birth/commercial register number of the shareholder) has to be indicated and the conclusion of the declaration has to be indicated as well, by reproduction of personal or corporate signature or otherwise (sec. 13 para 2 AktG), in order to enable the Company to determine the identity of the shareholder and conformity with the deposit certificate.

Shareholders are, of course, very welcome to make use of the question form provided on the Company's website [www.ams.com/general-meeting](http://www.ams.com/general-meeting) also during the general meeting and submit it as a PDF file.

This enables shareholders to react to developments also during the general meeting, for example by submitting additional and/or follow-up questions. The Chairman of the general meeting will structure the course of the general meeting in terms of time, as is the case with a conventional general meetings, and may, in particular, **set specific times and deadlines until which questions can be submitted.**

Shareholders will also have the opportunity to amend their instructions, in particular with regard to the **submission of new motions**, the **casting of votes** or **changes to their instructions** regarding the casting

of votes on one or more items on the agenda, but also the **raising of objections** to one or more items on the agenda to the proxy concerned, even during the general meeting up to a certain point in time. Please send a **simple e-mail** to the e-mail address of **your respective special voting proxy**:

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

In this simple e-mail, the person making the declaration (name/company name, date of birth/commercial register number of the shareholder) has to be indicated and the conclusion of the declaration has to be indicated as well, by reproduction of personal or corporate signature or otherwise (sec. 13 para 2 AktG), in order to enable the special voting proxy to determine the identity of the shareholder and conformity with the power of attorney.

Please note that during the general meeting, it will presumably only be possible for shareholders to communicate with their respective special voting proxy via electronic communication. In particular, it will most likely be impossible to contact a special voting proxy by telephone. In course of the general meeting, the **Chairman** will also **determine the point in time until which instructions regarding the submission of motions, votes, and the raising objections can be submitted**.

Please note that it may become necessary to interrupt the virtual general meeting for a short time in order to safely process shareholders' instructions to the special voting proxies received during the general meeting.

The Management Board aims to ensure the highest possible quality of decision-making for all shareholders through the above-mentioned communication channels and opportunities for participation.

### **Information on the right to submit motions in the general meeting**

Each shareholder is - irrespective of a specific share ownership - entitled to make motions at the general meeting to each item on the agenda; if such shareholder has proven his participation right. However, due to COVID-19, shareholders may only exercise this right through their appointed special voting proxy in this upcoming virtual general meeting.

### **INFORMATION FOR SHAREHOLDERS ON DATA PROCESSING**

ams AG processes personal data of shareholders (in particular those pursuant to sec. 10a para 2 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).