

ams AG

Premstaetten, Company Register Number 34109k

**Proposals of the Management Board for the
ordinary general meeting of shareholders
June 06, 2018**

- 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.**

There is no need for a resolution to be adopted on this item of the agenda.

- 2. Adoption of a resolution on the distribution of the balance sheet profit of the year.**

The Management Board proposes that the General Meeting shall adopt the following resolution:

The net profit as determined for the business year 2017 in the amount of EUR 34,586,989.84 shall be applied as follows:

- distribution of a dividend in the amount of EUR 0.33 on every share which is entitled to dividend, therefore the total amount of dividend as per April 09, 2018: EUR 27,590,894.43
- to carry forward the remaining amount of EUR 6.996.095,41 to the new account.

The dividend is treated as a repayment of capital for Austrian income tax purposes according to Article 4 par. 12 of the EStG (Austrian Income Tax Act).

Dividend payment date is June 15, 2018.

3. Adoption of a resolution on the discharge of the members of the Management Board for the business year 2017.

The Management Board proposes that the General Meeting shall adopt the following resolution:

The Members of the Management Board in office in the Business Year 2017 shall be discharged for said period.

4. Adoption of a resolution on the discharge of the members of the Supervisory Board for the business year 2017.

The Management Board proposes that the General Meeting shall adopt the following resolution:

The Members of the Supervisory Board in office in the Business Year 2017 shall be discharged for said period.

5. Adoption of a resolution on the remuneration of the members of the Supervisory Board.

The Management Board proposes that the General Meeting shall adopt the following resolution:

The remuneration of the members of the Supervisory Board shall be as follows:

- | | |
|---|----------------|
| (i) for the Chairman | EUR 105,000, - |
| (ii) for the Deputy Chairmen, each | EUR 85,000, - |
| (iii) for each additional member of the Supervisory Board | EUR 65,000, - |
| (iv) for the Chairman of a Committee | EUR 15,000, - |
- (excluded are the Supervisory Board Chairman or the Deputy Chairman of the Supervisory Board.)

6. Resolution on the election of the auditor and group auditor for the business year 2018.

For this agenda item exclusively the Supervisory Board has to submit a proposal for approval.

7. Election of members of the Supervisory Board

For this agenda item exclusively the Supervisory Board has to submit a proposal for approval.

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 Article 3 para 4.

The General Meeting of ams AG has passed an Authorized Capital on June 02, 2016 and authorized the Management Board pursuant to Article 169 AktG, to raise the share capital until June 1, 2021 by up to EUR 11,011,281.-- by issuing up to 11.011.281 shares of new bearer ordinary shares (shares) in exchange for cash and / or contributions in kind - if needed in several tranches - also under exclusion of subscription rights with the consent of the supervisory board [Authorized Capital 2016].

By resolution of the Executive Board dated December 14, 2016 and the resolution of the Supervisory Board dated January 11, 2017, the implementation of the increase of the share capital in accordance with Article 169ff AktG was adopted in full by EUR 11,011,281.--, therefore the authorization based on the resolution of the annual general meeting of June 02, 2016 is no longer available.

ams AG wants to continue to grow while also acquiring other companies or shares in companies.

In addition, the broadening of the shareholder structure and a revival of the share price by increasing the free float should be possible. The introduction of the shares of the company to another, non-European stock exchange is under examination and should be possible in principle. The issue of nominal shares may also be necessary.

The Supervisory Board proposes to this effect the creation of a new Authorized Capital to the extent of 10% of the current share capital in the amount of EUR 84,419,826.—and a new term [Authorized Capital 2018], whereas the Annual General Meeting shall adopt the following:

- a) The authorization of the Management Board in accordance with Article 169 AktG until June 05, 2023
 - (1) with the consent of the Supervisory Board, to increase the share capital by an amount of up to EUR 8,441,982.--by issuing up to 8.441.982 shares of new bearer or nominal ordinary shares (shares) in exchange for cash and / or contributions in kind – if needed in several tranches - and to determine the issue price, the issue conditions and further details of the capital increase in agreement with the Supervisory Board.
 - (2) if needed, to offer the new shares by way of indirect subscription rights pursuant to Article 153 par. 6 AktG to the shareholders,
 - (3) with the consent of the Supervisory Board the subscription rights of shareholders if
 - (i) the capital increase takes place as contribution in kind, which means, that shares will be issued for the purpose of acquiring companies, businesses, business units or shares in one or more companies in Austria and abroad, or
 - (ii) the capital increase takes place as introduction of the shares of the company to another, non-European stock exchange, or
 - (iii) in order to exclude residual amounts from the subscription rights of shareholders, or
 - (iv) it serves the service of over-allotment options granted to issuing banks.
[Authorized Capital 2018].

The Supervisory Board is authorized to amend the Articles of Association as a result from the issue of shares from the Authorized Capital 2018.

- b) The corresponding amendment to the Articles of Association in Article 3 par. 4, so that the provision now reads as follows:

„Article 3

Nominal Capital and Shares

- (4) The Management Board is authorized until June 05, 2023,
- a) with the consent of the Supervisory Board, to increase the share capital of the current par value EUR 84,419,826.-- by up to EUR 8,441,982.--, by issuing up to 8.441.982 shares of new bearer or nominal ordinary shares (shares) in exchange for cash and / or contributions in kind – if needed in several tranches - and to determine the issue price, the issue conditions and further details of the capital increase in agreement with the Supervisory Board,
 - b) if needed, to offer the new shares by way of indirect subscription rights pursuant to Article 153 par. 6 AktG to the shareholders,
 - c) to exclude the subscription rights of shareholders with the consent of the Supervisory Board if
 - (i) the capital increase takes place as contribution in kind, which means, that shares will be issued for the purpose of acquiring companies, businesses, business units or shares in one or more companies in Austria and abroad, or
 - (ii) the capital increase takes place as introduction of the shares of the company to another , non-European stock exchange, or
 - (iii) in order to exclude residual amounts from the subscription rights of shareholders, or
 - (iv) it serves the service of over-allotment options granted to issuing banks.
- [Authorized Capital 2018].

The Supervisory Board is authorized to amend the Articles of Association as a result from the issue of shares from the Authorized Capital.”

Further, reference is made to the written report of the management board pursuant to Articles 170 par. 2 AktG in connection with 153 par. 4 sentence 2 AktG with regard to this item of the agenda.

9. Report concerning the volume, the purchase and sale of own stock pursuant to Article 65 par. 3 AktG.

There is no need for a resolution to be adopted on this item of the agenda.

Premstaetten, April, 20, 2018

The Management Board



Michael WACHSLER-MARKOWITSCH



Alexander EVERKE



Thomas STOCKMEIER



Mark HAMERSMA