

ams AG
Company Register number 34109 k
ISIN AT0000920863

**THIS IS A
NON-BINDING
CONVENIENCE
TRANSLATION
ONLY**

INVITATION

We herewith invite our shareholders to the

Annual General Meeting of Shareholders of ams AG

to be held on **Thursday, 23 May 2013 at 10.00 a.m.** at the Company's premises at
Schloss Premstaetten, A- 8141 Unterpremstaetten, 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 appropriation of the profit and the report of the supervisory board for the business year 2012.
2. Resolution on the appropriation of the balance-sheet profit.
3. Resolution on the release of the members of the management board for the business year 2012.
4. Resolution on the release of the members of the supervisory board for the business year 2012.
5. Resolution on the remuneration for the members of the supervisory board.
6. Resolution on the election of the auditor and the group auditor for the business year 2013.
7. Adoption of Resolutions on
 - a. The authorization of the Management Board to acquire own stock in accordance with Article 65 par. 1 sub-pars. 4 and 8 Austrian Stock Corporation Act (AktG).

- b. The authorization of the Management Board with the approval of the Supervisory Board to decide on any other mode of disposal of own stock than via the stock exchange or via public offer under exclusion of the subscription right of the stockholders.
 - c. The authorization of the Management Board to call in own stock without the need of any further resolution to be adopted by the General Meeting.
 - d. The cancellation of the last granted authorization of the Management Board to acquire own stock according to the resolution adopted at the General Meeting of 26. May 2011 on item 8 of the agenda.
8. Resolution on the conditional increase of share capital of the Company in accordance with § 159 section 2 paragraph 3 Austrian Stock Corporation Act (AktG) in a manner that the share capital is increased up to EUR 1,000,000 by issuance of up to 400,000 no-par bearer shares for the purpose of granting stock options to employees, officers and directors of the Company [Conditional Capital 2013].
 9. Resolution on the amendment of the Articles of Association with respect to Topic 8 of agenda.
 10. Report on the SOP 2005 and 2009.

DOCUMENTS FOR THE ANNUAL GENERAL MEETING

The following documents will be accessible on **02. Mai 2013** on the Internet under www.ams.com at the latest and will also be available at the Annual General Meeting.

- 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 2012
- Proposed resolutions for the items 2-9 on the agenda,
- Report of Management Board to TOP 7 - Resolution on authorizing the Management Board to acquire own shares excluding the subscription rights of the shareholders,

- Report of the Supervisory Board and the Management Board to TOP 8 - Resolution on the conditional increase of share capital,
- Articles of Association by making the proposed changes apparent,
- 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 §§ 109, 110 UND 118 AUSTRIAN STOCK CORPORATION ACT (AKTG)

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 Schloss Premstaetten, A-8141 Unterpremstaetten, Tobelbader Strasse 30, General Counsel, Jann H. Siefken at the latest on **02. May 2013**. Each item requested in this manner must include a proposal for resolution plus a justification. To prove shareholder qualifications a deposit certificate pursuant to § 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.

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 **13. May 2013** either by fax to +43 3136 500 92100 or at ams AG, Schloss Premstaetten, A-8141 Unterpremstaetten, Tobelbader Strasse 30, General Counsel, Jann H. Siefken, or by e-mail 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 § 10a Austrian Stock Corporation Act (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.

ams AG is not accepting deposit receipts and declarations pursuant to § 114 section 1 fourth sentence Austrian Stock Corporation Act (AktG) by way of an international, especially secure communications network for financial institutions (SWIFT) since other electronic communication paths (fax and e-mail) are provided instead. This is because, ams AG provided SWIFT as electronic communication path in each of the two previous annual general meetings but the depositary financial institutions did not make significant use of it.

DEPOSIT CERTIFICATE PURSUANT TO § 10A AUSTRIAN STOCK CORPORATION ACT (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 AT0000920863,
- 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 **13. Mai 2013** referred to above.

The deposit certificate is accepted in both German and English languages.

Shareholders are not blocked by a registration for a general meeting or transmission of a deposit certificate; Shareholders shall be free to dispose of their shares also subsequent to their registration or transmission of a deposit certificate.

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
 Schloss Premstaetten
 Tobelbader Strasse 30
 8141 Unterpremstaetten

By fax +43 (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 format, e.g. as PDF file

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.

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 **22. May 2013**.

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

If a shareholder has granted a power of attorney (proxy) to his deposit carrying credit institution, then it shall be sufficient if this institution makes a declaration together with the

deposit certificate that it was granted power of attorney (proxy). For transmitting this declaration § 10a section 3 Austrian Stock Corporation Act (AktG) shall apply accordingly.

As a special service to shareholders, an independent proxy shall be available for voting subject to directives in the general meeting, this being Dr. Walter Pisk, Notary, A-8010 Graz, Raubergasse 20; a special proxy form is available on the website of the Company under www.ams.com.

TOTAL OF SHARES AND VOTING RIGHTS

The share capital of the Company amounts to a nominal of 35,097,505.16 and is divided into 14,488,566 no-par value shares. Each share granting one vote. As of 22.April 2013 the Company holds 944,550 own shares for which it does not have any rights. The total number of shares entitled to attend and vote amounts to 13,544,016.

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.

Vienna, April 2013

The Board of Management