

ams AG

Company Register Number 34109 k

ISIN AT0000A18XM4

CONVOCATION

We herewith invite our shareholders to the

Annual General Meeting of Shareholders of ams AG

to be held on **Thursday, June 2, 2016 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, 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 2015.
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 2015.
4. Resolution on the release of the members of the supervisory board for the business year 2015.
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 2016.
7. Election of up to two members of the Supervisory Board.
8. Resolution on
 - a. the cancellation of the authorized capital according to the shareholder resolution dated 24.05.2012 [Authorized Capital 2012],
 - b. the creation of new authorized capital [Authorized Capital 2016]
 - i) under consideration of the statutory subscription right, as well in in the sense of indirect subscription rights pursuant to § 153 para 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
 - c. the amendment of the Articles of Association in § 3 para 4
9. Report concerning the volume, the purchase and sale of own stock pursuant to Article 65 para 3 (AktG).

DOCUMENTS FOR THE ANNUAL GENERAL MEETING

The following documents will be accessible on **May 12, 2016** 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 2015,
- Proposed resolutions for the items on the agenda,
- Declaration of the candidates for election to the Supervisory Board to TOP 7 in accordance with § 87 Abs 2 AktG including curriculum vitae,
- Report of the Management Board in accordance with § 170 Abs 2 AktG and § 153 Abs 4 S 2 AktG - exclusion of subscription rights and authorized capital - to TOP 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 §§ 109, 110 AND 118 AUSTRIAN STOCK CORPORATION ACT (AKTG)

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 12, 2016**. 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.

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 23, 2016** 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, whereas the request in text form, such as a PDF file must be attached to the e-mail.

In case of a **proposal for election to a member of the supervisory board**, the justification has to be replaced by a declaration of the nominee pursuant to § 87 para 2 AktG.

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.

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 Premstätten, Moritz Gmeiner, Investor Relations, or by e-mail 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. A **shareholder proposal to elect a Supervisory Board member** is, however, necessarily subject to the timely transmission of a proposed resolution in accordance with § 110 AktG: Persons for election to the Supervisory Board (Agenda item 7) can only be proposed by shareholders, whose shares represent at least 1% of the share capital.

Such proposals must be submitted to the company in the manner described above, on **May 23, 2016** at the latest. To each nomination, the declaration in accordance with § 87 para 2 AktG concerning the proposed person, the professional qualifications, professional or comparable functions and any circumstances which may give rise to concern over bias, has to be amended.

Information on the website

Further information on these rights of the shareholders pursuant to §§ 109, 110, 118 and 119 Austrian Stock Corporation Act (AktG) shall be available with immediate effect on the website of the Company 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 23, 2016**, 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 § 10a Austrian Stock Corporation Act (AktG), which shall be transmitted to the Company exclusively to one of the following addresses at the latest by **May 30, 2016**.

By post or by messenger	ams AG Tobelbader Strasse 30 A-8141 Premstaetten
By fax	+43 (1) 8900 500 - 86

By e-mail anmeldung.ams@hauptversammlung.at, whereas the deposit certificate must be attached in text format to the e-mail, e.g. as PDF file

Via SWIFT: GIBAATWGGMS - Message Type MT598; please indicate in the wording: ISIN AT0000A18XM4.

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 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 23, 2016** 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, whereas the power of attorney must be attached to the e-mail in text format, e.g. as PDF file.

Via SWIFT: GIBAATWGGMS - Message Type MT598; please indicate in the wording: ISIN AT0000A18XM4.

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 June 1, 2016**.

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.

TOTAL OF SHARES AND VOTING RIGHTS

The share capital of the Company amounts to a nominal of EUR 73,408,545.-- and is divided into 73,408,545 no-par value shares. Each share granting one vote. The Company holds on the date of April 25, 2016 4,994,116 own shares for which it does not have any rights. The total number of shares entitled to attend and vote amounts to 68,464,429.



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, April 2016

The Board of Management