

ams AG
Premstaetten, Company Register Number 34109k

**Proposals of the Supervisory 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 Supervisory 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 Supervisory 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 Supervisory 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 Supervisory 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.

The Supervisory Board proposes, in line with a recommendation of the Audit Committee, that the General Meeting shall adopt the following resolution:

“KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft”, Vienna, shall be elected auditor for the business year 2018.

7. Election of members of the Supervisory Board

At the end of the upcoming Annual General Meeting, the terms of Mag. Hans Jörg Kaltenbrunner, Dr. Ing. Siegfried Selberherr, Dipl. Wirtschaftsing. Klaus Iffland and Michael Grimm as members of the Supervisory Board will expire.

In accordance with Article 8 par. 1 of the Articles of Association of ams AG, the Supervisory Board consists of at least three and no more than six members elected by the Annual General Meeting.

The Supervisory Board has up to now, that is after the last election by the Annual General Meeting, composed of six members elected by the Annual General Meeting. (In addition there are the delegated members according to the Austrian Labor Constitutional Act (*Arbeitsverfassungsgesetz*)).

At the upcoming Annual General Meeting, four members should have to be elected to reach this number again.

The Supervisory Board proposes to fill all four mandates, so that the Supervisory Board will again consist of six members elected by the Annual General Meeting after the election at the upcoming Annual General Meeting.

The following nominations by the Supervisory Board were submitted on the basis of the requirements of Article 87 par. 2a AktG and the Corporate Governance Code.

ams AG is subject to the scope of Article 86 par. 7 AktG and must take into account the minimum proportion requirements pursuant to Article 86 par. 7 AktG.

A contradiction in accordance with Article 86 par. 9 AktG was neither raised by the majority of the Shareholder Representatives nor by the majority of the members of the Works Council, therefore no separate fulfilment, but an overall fulfilment of the minimum proportion requirements according to Article 86 par. 7 AktG is applicable.

Therefore, at least two women are to be proposed in the following election proposal in order to comply with the minimum proportion requirements in accordance with Article 86 par. 7 AktG.

The Supervisory Board proposes to elect Mr. Mag. Hans Jörg Kaltenbrunner, born 15.03.1957, Mr. Michael Grimm, born. 03.04.1960, Mrs. Yen Yen Tan, born 05.06.1965, and Mrs. Prof. Monika Henzinger, born 22.04.1966, with effect from the end of the upcoming Annual General Meeting to the Supervisory Board namely in accordance with Article 8 para 2 of the Articles of Association and Article 87 Para 7 AktG until completion of that Annual General Meeting, which will decide on the Resolution on the release for the third financial year after the election; Hereby the current fiscal year is not counted. In the case of maintaining the current balance sheet date of 31.12., the term of the members to be elected to the Supervisory Board would end with the completion of the Annual General Meeting deciding on the release for the financial year 2021.

It is intended to vote separately on each vacant post at the upcoming Annual General Meeting.

The ranking of the nominees for the vacant posts is reserved. Each of the nominees has provided a declaration in accordance with Article 87 para 2 AktG, which is also available on the company's website, and particular stated that:

2. the nominee has been convicted no court offense, particularly to the absence of such according to Article 87 par. 2 S 3 AktG to his professional conduct, and
3. no order obstacles within the meaning of Article 86 par. 2 and 4 AktG exist.

The Nominating Committee of the Supervisory Board has prepared this proposal and, within the meaning of Article 87 par. 2a AktG, paid attention to the professional and personal qualifications of the member as well as the professionally balanced composition of the Supervisory Board and aspects of the diversity of the Supervisory Board with regard to the representation of both sexes and the age structure as well as the internationality of the members.

The General Meeting is bound in the election in the following manner by nominations. Proposals for the election of Supervisory Board members together with the declarations pursuant to Article 87 para 2 AktG for each proposed person are required to be made available on the website of the Company on May 29, 2018, failing which the person concerned may not be included in the vote. This also applies to nominations by shareholders pursuant to Article 110 AktG, which must reach the Company in text-form no later than on May 25, 2018, whereas with regard to the details and conditions for the consideration of such election proposals it is referenced to the "Notice regarding the rights of the shareholders pursuant to Articles 109, 110, 118 and 119 / Proposals of Shareholder to the agenda in accordance with Article 110 AktG".

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 Articles 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 to exclude 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 Chairman



Hans Jörg KALTENBRUNNER