

ams AG
Company Register Number 34109 k
ISIN AT0000920863

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

CONVOCAATION

We herewith invite our shareholders to the

Annual General Meeting of Shareholders of ams AG

to be held on **Thursday, 22 May 2014 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 2013.
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 2013.
4. Resolution on the release of the members of the supervisory board for the business year 2013.
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 2014.
7. Elections to the Supervisory Board.
8. Resolution on cancellation of conditional capital in accordance with § 159 section 2 paragraph 1 Austrian Stock Corporation Act (AktG) pursuant to 24.05.2012 and resolution on the amendment of the Articles of Association in Article 3 „Nominal Capital and Stock” by removal and deletion of para 6.

9. 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 3,512,520.32 by issuance of up to 1,450,000 no-par bearer shares (after the stock split this would be: 7,250,000, since the nominal value per share would amount to EUR 1.00) for the purpose of granting stock options to employees, officers and directors of the Company within the scope of the Performance and Restricted Stock Unit Plan (PRSP) [Conditional Capital 2014].

10. Resolution on
 - (1) the increase in share capital from company funds from EUR 35,341,940.24 by EUR 37,605,414.76 up to EUR 72,947,355.00 without issuing new shares in accordance with the Austrian Capital Adjustment Act (KapBG),
 - (2) Resolution on a stock split (split) at a ratio of 1:5, whereby the number of shares is increased to 72,947,355 each no-par value share henceforth will represent EUR 1.00 of the company's share capital and
 - (3) Resolution on the amendment of the Articles of Association in Article 3 "Nominal Capital and Stock".

11. Resolution on the Performance and Restricted Stock Unit Plan (PRSP) 2014.

12. Resolution on the amendment of the Articles of Association in Article 3 "Nominal Capital and Stock" and Article 8 (1), "Supervisory Board" (reduction of members of the Supervisory Board to the maximum of nine).

13. Report on the SOP 2005 and 2009.

DOCUMENTS FOR THE ANNUAL GENERAL MEETING

The following documents will be accessible on **01. May 2014** 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 2013,
- Proposed resolutions for the items on the agenda,
- Report of Supervisory Board and Management Board according with § 159 AktG to TOP 8,
- Report of Supervisory Board and Management Board according with § 159 Abs 2 Z 3 AktG to TOP 9¹,
- Report of the Management Board according with § 2 Abs 5 KapBG to TOP 10²,
- Report of the Group auditors according with § 2 Abs 5 KapBG to TOP 10³,
- Report of the Supervisory Board according with § 2 Abs 5 KapBG to TOP 10⁴.
- 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 **01. May 2014**. 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 **12. May 2014** either by fax to +43 3136 500 92100 or at ams AG, Schloss Premstaetten, A-8141

¹ added on 08. May 2014

² corrected on 08. May 2014

³ corrected on 08. May 2014

⁴ corrected on 08. May 2014

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.

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.

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 **12. May 2014**, 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 **19. May 2014**.

By post or by messenger ams AG
 Schloss Premstaetten
 Tobelbader Strasse 30
 A-8141 Unterpremstaetten

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 AT0000920863.

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 **12. May 2014** 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.

Via SWIFT: GIBAATWGGMS - Message Type MT598; please indicate in the wording: ISIN AT0000920863.

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 19. May 2014**.

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 EUR 35,341,940.24 and is divided into 14,589,471 no-par value shares. Each share granting one vote. As of 10. April 2014 the Company holds 1,007,344 own shares for which it does not have any rights. The total number of shares entitled to attend and vote amounts to 13,582,127.

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 2014

The Board of Management