

AMS AG

Ticker: ams

Annual General Meeting: June 09, 2017, A-8141 Premstaetten, Tobelbader Strasse 30, Austria

Overview

All items on the agenda have been proposed by the Board of Directors

SWIPRA RECOMMENDATIONS

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 2016.
2. Resolution on the appropriation of the balance-sheet profit. FOR
3. Resolution on the release of the members of the management board for the business year 2016. FOR
4. Resolution on the release of the members of the supervisory board for the business year 2016. FOR
5. Resolution on the remuneration for the members of the supervisory board. FOR
6. Resolution on the election of the auditor and the group auditor for the business year 2017. FOR*
7. Resolution on cancellation of conditional capital in accordance with § 159 par. 2 sub-par. 3 Austrian Stock Corporation Act (AktG) pursuant to the resolution adopted by the annual General Meeting dated May 19, 2005 and resolution on the amendment of the Articles of Association in Article 3 „Nominal Capital and Stock” by removal and deletion of par. 5. FOR
8. Resolution on the creation of new authorized capital [Authorized Capital 2017] DELETED**
 - 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
 - iv) the amendment of the Articles of Association in § 3 para 4.



9. Resolution on the authorization of the Management Board to issue financial instruments within the meaning of § 174 Austrian Stock Corporation Act (AktG), in particular convertible bonds, profit bonds, profit participation rights, which may also grant the subscription and / or conversion right to the acquisition of shares of the company, also with the authorization to exclude the share capital Shareholders' right to the financial instruments. FOR*
10. Resolution on the conditional increase of share capital of the Company in accordance with § 159 par. 2 sub-par. 1 Austrian Stock Corporation Act (AktG) to be issued to creditors of financial instruments [Conditional Capital 2017 for financial instruments]. FOR*
11. Adoption of Resolutions on the authorization of the Management Board FOR
- a) to acquire own stock in accordance with Article 65 par. 1 sub-par. 4 and 8 as well as par. 1a and par. 1b Austrian Stock Corporation Act (AktG) either through the stock exchange or outside of the stock exchange to an extent of up to 10% of the share capital, also with exclusion of the proportional right of disposal which might be associated with such an acquisition (reversal of exclusion of subscription rights),
- b) to decide pursuant to Article 65 par. 1b Austrian Stock Corporation Act (AktG) for the sale respectively use of own stock on any other mode of disposal for the sale of own stock than via the stock exchange or through a public offering under corresponding application of the provisions of the exclusion of subscription rights of the stockholders,
- c) to reduce the share capital by calling in these own stock without the need of any further resolution to be adopted by the General Meeting,
- d) to acquire by revocation of the authorization own stock that have not been fully used so far according to the resolution adopted at the General Meeting of June 06, 2015 on item 9 of the agenda.
12. Report concerning the volume, the purchase and sale of own stock pursuant to Article 65 para 3 (AktG) and presentation of the new SSOP 2017. FOR

* SWIPRA was looking for further information from the company to clarify this item. SWIPRA considers the insights of this discussion and/or additional information provided by the company, as transparently provided in the research report, to take a final FOR or AGAINST recommendation on each item.

** In an updated invitation to the AGM of AMS published on May 29, 2017, agenda item #8 was deleted by the management board and is no longer proposed to the shareholders for approval.



IMPORTANT NOTICE

SWIPRA provides voting recommendations on the basis of its Policy Considerations, publicly available information of the Company such as the Company's annual report, including the financial statements, its compensation report, the invitation to the shareholder meeting including any additional information thereto as provided by the Company as well as any other information as available on the Company's webpage or otherwise, as deemed relevant by SWIPRA and, as the case may be, certain aspects as discussed with the respective Company.

SWIPRA provides these voting recommendations as information to its customers to facilitate the customer's analysis related to decision making and taking votes as a shareholder and does not claim that these recommendations are complete in all aspects. SWIPRA takes into consideration relevant information as available and provides its recommendations on the basis of its best knowledge and understanding.

SWIPRA does not take any responsibility in connection with customers taking investment decisions and does not take any responsibility related to the performance of the respective investments. The user of the recommendations assumes the entire risk of any use of them. SWIPRA recommendations are based on economic principles and do not constitute legal advice. The user of the recommendations should seek independent legal or other professional advice before acting. Without limiting any of the foregoing and to the maximum extent permitted by law, in no event shall SWIPRA have any liability regarding any of its recommendations for any direct, indirect, special, punitive, consequential (including lost profits) or any other damages even if notified of the possibility of such damages.

SWIPRA recommendations are available to its customers only. It is not allowed to copy, use these recommendations for third parties, distribute or use the contents other than as for the purpose of analyzing the agenda items of a shareholder meeting.