



ams AG

Ticker: AMS

Market Capitalization (YoY): CHF 1.57bn (+12.1%)	Earnings per Share (diluted, YoY): EUR 4.35 (-28.2%)
Total Shareholder Return 1y (Peers): 22.5% (30.3%)	Total Shareholder Return 3y (Peers): 115.8% (28.2%)
Operating Income Margin (YoY): 16.9% (-22.8%)	Operating Cash flow (YoY): EUR 100.2m (-19.7%)

The financial indicators are as of December 31st, 2013 and changes are relative to December 31st, 2012. Market Capitalization, Earnings per Share, Operating Income Margin and Operating Cash flow are as reported in the 2013 annual report of ams. Total Shareholder Return is based on own calculations.

Annual General Meeting: May 22, 2014, Schloss Premstätten, Unterpremstätten

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 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 of the year. FOR
- 3 Resolution on the release of the members of the Management Board for the business year 2013. FOR
- 4 Resolution on the release of the members of the Supervisory Board for the business year 2013. FOR
- 5 Resolution on the remuneration of the members of the Supervisory Board. FOR *



6	Resolution on the election of the auditor and group auditor for the business year 2014.	FOR
7	Elections to the Supervisory Board	
7.1	Mag. Hans Jörg Kaltenbrunner	FOR
7.2	Prof. Dr. Siegfried Selberherr	FOR
7.3	Dipl. Wirtschaftsing. Klaus Iffland	FOR
7.4	Michael Grimm	FOR
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.	FOR
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].	FOR *
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".	FOR
11	Resolution on the Performance and Restricted Stock Unit Plan (RSPP) 2014.	FOR *
12	Resolution on the amendment of the Articles of Association in Article 8 (1), "Supervisory Board" (reduction of members of the Supervisory Board to the maximum of nine).	FOR *
13	Report on the SOP 2005 and 2009.	

* As part of the SWIPRA process, debatable items can potentially be clarified via communication with the company. Based on this additional information, SWIPRA will provide a final FOR or AGAINST recommendation on each item.



IMPORTANT NOTICE

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