



ams AG

Ticker: AMS

Annual General Meeting: June 09, 2015, Schloss Premstaetten, A-8141 Unterpremstaetten, Tobelbader Strasse 30

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 2014.
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 2014. FOR
4. Resolution on the release of the members of the supervisory board for the business year 2014. 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 2015. FOR
7. Resolution on cancellation of conditional capital in accordance with § 159 par. 2 sub-par. 1 Austrian Stock Corporation Act (AktG) pursuant to the resolution adopted by the annual General Meeting dated 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 par. 6. FOR
8. Resolution on the conditional increase of share capital of the Company in accordance with § 159 par. 2 sub-par. 3 Austrian Stock Corporation Act (AktG) in a manner that the share capital is increased up to EUR 5,000,000.00 over a 5 year period by issuance of up to 5,000,000 no-par bearer shares for the purpose of granting stock options to employees, officers and directors of the Company within the scope of the Performance Stock Unit Plan (PSP) 2014-2029 [Conditional Capital 2015]. FOR*



9. 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, 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 23. May 2013 on item 7 of the agenda.
10. Report concerning the volume, the purchase and sale of own stock pursuant to Article 65 par. 3 Austrian Stock Corporation Act (AktG).

* *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.*



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