

ams AG

Company Register Number FN 34109 k

ISIN AT0000A18XM4

CONVOCATION

of the

Annual General Meeting of ams AG

on **Wednesday, June 2, 2021 at 10.00 am Vienna time**

at the Company's seat at A-8141 Premstaetten, Tobelbader Strasse 30.

I. HOLDING OF THE GENERAL MEETING IN VIRTUAL FORM WITHOUT PHYSICAL PRESENCE OF THE SHAREHOLDERS

1. COVID-19 Act on Corporate Law (COVID-19-CorpAct) and COVID-19 Regulation on Corporate Law (COVID-19-CorpReg)

The General Meeting of ams AG will be held on June 2, 2021 in the form of a "virtual general meeting" pursuant to section 1 para 2 of the COVID-19-CorpAct (BGBl. I Nr. 16/2020 idF BGBl. I Nr. 156/2020) and the COVID-19-CorpReg (BGBl. II Nr. 140/2020) in its applicable version. The Management Board's decision to hold the Annual General Meeting in the form of a "virtual general meeting" was necessary due to the current situation of the COVID-19 pandemic, particularly for the protection of the Company's shareholders, employees and other participants.

This means that shareholders cannot be physically present at the General Meeting of ams AG on June 2, 2021.

The virtual General Meeting will be held in the exclusive presence of the Chairman of the Supervisory Board, the Deputy Chairman of the Supervisory Board, the Chairman of the Management Board and further members of the Management Board, the attesting public notary and four independent special voting proxies, appointed by the Company, at the Company's premises in 8141 Premstaetten, Tobelbader Strasse 30.

The holding of the Annual General Meeting as virtual general meeting pursuant to COVID-19-CorpReg leads to modifications and changes in the procedure of the general meeting and the exercise of the rights of the shareholders.

The voting right, the right to make motions and the right to raise objections can be exercised only through granting of power of attorney and issuing respective instructions to one of the special voting proxies appointed by the Company.

The information rights can be exercised directly by the shareholders also in this virtual General Meeting by way of electronic communication, i.e. in text form via e-mail exclusively to **fragen.ams@hauptversammlung.at**, provided that the shareholders have provided a deposit confirmation pursuant to section 10a of the Austrian Stock Corporation Act (“AktG”) in time and granted power of authority to one of the special voting proxies pursuant to section 5.

2. Broadcasting of the General Meeting on the Internet

The General Meeting will be entirely broadcast live in both audio and visual form on the internet pursuant to section 3 para 4 COVID-19-CorpReg in conjunction with section 102 para 4 AktG. This is in compliance with data protection laws pursuant to section 3 para. 1, 2 and 4 COVID-19-CorpReg.

All shareholders of the Company can follow and watch the General Meeting on **2 June 2021** from about 10.00am, Vienna time, live on the internet under **www.ams.com/general-meeting**.

By way of this real time broadcast of the virtual General Meeting, all shareholders may follow the course of the General Meeting through one-way audio and visual connection, particularly the presentations of the Management Board, the answers to all questions of the shareholders as well as the voting procedure live.

This live broadcast does not enable remote participation (section 102 para 2 no. 2 AktG) or remote voting (section 102 para 3 no. 3 and section 126 AktG), and is not a two-way connection. The Company is responsible for the use of technical means of communication only to the extent that these are attributable to the Company’s sphere (section 2 para 6 COVID-19-CorpReg).

In addition, reference is made to the organisational and technical requirements for the attendance of the virtual General Meeting pursuant to section 3 para 3 in conjunction with section 2 para 4 COVID-19-CorpReg (“Information on Participation”). Such information will be made available on the Company’s website under www.ams.com/general-meeting by May 12, 2021 at the latest.

II. AGENDA

- 1. Presentation of the annual accounts, including the report of the Management Board, 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 2020**
- 2. Resolution on the distribution of the balance-sheet profit**
- 3. Resolution on the discharge of the members of the Management Board for the business year 2020**
- 4. Resolution on the discharge of the members of the Supervisory Board for the business year 2020**
- 5. Resolution on the remuneration of the members of the Supervisory Board**
- 6. Resolution on the election of the auditor and the group auditor for the business year 2021**
- 7. Resolution on the Remuneration Policy**
- 8. Resolution on the Remuneration Report**
- 9. Resolution on the amendment of § 8 para 1 of the Articles of Association
(Increase of the number of Supervisory Board Members)**
- 10. Election of two members to the Supervisory Board**
- 11. Resolution on the amendment of § 1 para 1 of the Articles of Association
(Change of Company Name)**
- 12. Resolution on the creation of a new authorized capital of roughly 4% of the share capital, against contribution in cash and/or in kind and direct exclusion of subscription rights, and the corresponding amendment of the Articles of Association in Article 3 para 5
[Authorized Capital 2021]**
- 13. Resolution on the authorization of the Management Board**
 - a) to acquire own stock in accordance with section 65 para 1 no 4 and 8, para 1a and para 1b AktG, either through a stock exchange or outside of a 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 section 65 para 1b 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.

Report on the stock, purchase and sale of own shares pursuant to section 65 para 3 AktG

III. DOCUMENTS FOR THE GENERAL MEETING (section 106 no. 4 AktG)

In particular, the following documents will be accessible on the Company's website www.ams.com/general-meeting as of **May 12, 2021** at the latest:

- Information on the organizational and technical prerequisites for participation in accordance with COVID-19-CorpReg("Information on Participation")
- 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 profits,
- Report of the Supervisory Board, each for the business year 2020;
- Remuneration Policy;
- Remuneration Report;
- Declaration of the candidates for election to the Supervisory Board to agenda item 10 in accordance with section 87 para 2 AktG, including curricula vitae;
- Report of the Management Board on the authorization for the exclusion of subscription rights in connection with agenda item 12 on the Authorized Capital pursuant to section 170 para 2 in conjunction with section 153 para 4 and section 159 para 2 no 3 AktG;
- Joint Report of the Management Board and the Supervisory Board on agenda item 13 pursuant to sections 65 para 1b in connection with 170 para 2 AktG, section 153 para 4 sentence 2 + 3 AktG, and section 159 para 2 no 3 AktG;;
- Proposals for Resolutions on agenda items 2 to 13;
- Form for power of attorney to Special Voting Proxies;
- Form for questions;
- Form for revoking a power of attorney;
- Complete text of this convocation.

IV. RECORD DATE AND ATTENDANCE OF GENERAL MEETING (section 106 no. 6 and 7 AktG)

The right to attend the virtual General Meeting and to exercise the voting right and the other shareholder rights, which are to be exercised in the virtual General Meeting pursuant to COVID-19-CorpReg, depend on the shareholding as of **May 23, 2021**, 12:00 midnight, Vienna time (“Record Date”).

Only such persons who are shareholders on the Record Date and provide evidence thereof to the Company shall be entitled to participate in the virtual General Meeting held pursuant to COVID-19-CorpReg.

For evidence of share ownership on the Record Date, a deposit certificate pursuant to § 10a AktG is required, which refers to the Record Date and which must be received by the Company no later than **May 28, 2021**, 12:00 midnight, Vienna time, exclusively via one of the following communication channels and addresses:

- (i) for transmission of the deposit certificate in written form

By mail or by courier: **ams AG**
c/o HV-Veranstaltungsservice GmbH
Koeppel 60
A-8242 St. Lorenzen am Wechsel

Via SWIFT: GIBAATWGGMS
(Message Type MT598 and MT599; ISIN AT0000A18XM4 must
be included in the text)

- (ii) for transmission of the deposit certificate in text-form, sufficient according to
§ 17 para 3 of the Articles of Association.

Via telefax: + 43 (0) 1 8900 500 86; or
Via e-mail anmeldung.ams@hauptversammlung.at
(deposit certificates may only be submitted in PDF format)

Without the deposit certificate reaching the Company in time, the appointment of the special voting proxy and the exercise of the information rights by shareholders cannot be done validly.

The shareholders are requested to contact their custodian bank and to arrange for the issuance and delivery of a deposit certificate.

The Record Date has no effect on the saleability of the shares and has no significance for dividend entitlement.

Deposit certificate pursuant to section 10a AktG

The deposit certificate must be issued by a custodian bank, 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: (company) name and address or a code which is customary in the transactions between credit institutions (BIC- or SWIFT Code),
- Information on the shareholder: (company) name, 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 AT0000A18XM4, (International Securities Identification Number)
- Deposit number and/or other designation,
- Date to which the deposit certificate relates.

Moreover, the deposit certificates of SIX SegalInterSettle AG, Olten, Switzerland are accepted.

The deposit certificate as proof of the shareholding for attending the General Meeting must relate to the Record Date (**May 23, 2021**, 12:00 midnight, Vienna time,) referred to above.

The deposit certificate is accepted in both German and English languages.

V. APPOINTMENT OF A SPECIAL VOTING PROXY AND CORRESPONDING PROCEDURE

Each shareholder entitled to attend the virtual General Meeting, who has proven that pursuant to section IV. above, has the right to appoint a special voting proxy.

In the virtual General Meeting of ams AG pursuant to COVID-19-CorpReg on June 2, 2021, shareholders can only propose resolutions, cast votes and/or raise objections through one of the special voting proxies. The Company proposes the following persons as special voting proxies, each appropriate and independent of the Company:

- (i) Mr. **Walter Pisk**, public notary
Raubergasse 20, 8010 Graz
E-mail pisk.ams@hauptversammlung.at
- (ii) Mr. **Andreas Schuetz**, attorney-at-law
Taylor Wessing e|n|w|c Natlacen Walderdorff Cancola Attorneys
Schwarzenbergplatz 7, 1030 Vienna
E-mail schuetz.ams@hauptversammlung.at

(iii) Mr. **Philipp Stossier**, attorney-at-law
Dragonerstrasse 54, 4600 Wels
E-mail stossier.ams@hauptversammlung.at

(iv) Mr. **Arno Weigand**, public notary
Untere Donaustrasse 13-15/7th floor, 1020 Vienna
E-mail weigand.ams@hauptversammlung.at

Each shareholder may select one of the four persons named above as its special voting proxy and grant such person power of attorney.

A **specific form** for the appointment of a special voting proxy is available on the **Company's website** www.ams.com/general-meeting for each of the four proposed special voting proxies. The Company kindly asks its shareholders to use the provided form.

For the granting of a power of attorney, as well as the modalities and deadlines for its submission, please pay attention to the **Information on Participation**.

Personal delivery of the power of attorney on site is explicitly prohibited.

VI. NOTICE REGARDING THE RIGHTS OF THE SHAREHOLDERS PURSUANT TO SECTIONS 109, 110, 118 AND 119 AKTG (section 106 no. 5 AktG)

1. Additions to the agenda by shareholders (section 109 AktG)

Shareholders, whose shares individually or jointly represent **5 % of the share capital** and who have held these shares for at least three months prior to filing, may request in writing that **additional items** are placed **on the agenda** of this General Meeting and made public, if such a request in written form is received by the Company exclusively at the address ams AG, Tobelbader Strasse 30, A-8141 Premstaetten, c/o Franz Fazekas, Vice President & Head of Legal Global, or via SWIFT GIBAATWGGMS (Message Type MT598 and MT599; please implicitly indicate ISIN AT0000A18XM4 in the text), or by e-mail agm@ams.com on **May 12, 2021**, 12:00 midnight, Vienna time, at the latest. "Written form" means (i) personal signature or company signature by each requestor, (ii) via e-mail with qualified electronic signature, or (iii) submitted in text form via an international, specially secured communication network of credit institutions, as long as its participants can be clearly identified (e.g. SWIFT).

Each item requested in this manner must include a resolution proposal and the reasons thereto. The agenda item and the resolution proposal, but not the reasons thereto, have to be drawn in German language. To prove the shareholder status, a deposit certificate pursuant to section 10a AktG shall be sufficient for bearer shares kept in deposit, in which it is confirmed that the requesting shareholders have consecutively been shareholders for at least three months prior to filing of such request; such certificate must not be older than

seven days upon presentation to the Company. Several individual deposit certificates, which only jointly reach the required shareholding of 5%, have to refer to the same point in time (date and time) in each case. With regard to further requirements of a deposit certificate, please refer to the provisions on the right to attend (section IV of this convocation) above.

2. Resolution proposals of shareholders to items on the agenda (section 110 AktG)

Shareholders, whose shares jointly represent **1% of the share capital**, may submit **proposals for the passing of resolutions** including justifications on each item on the agenda in text form within the meaning of section 13 para 2 AktG, and may request that these proposals including justifications and corresponding statements of the Management Board or the Supervisory Board thereto, if any, are made available on the website of the Company, if this request is received in text form within the meaning of section 13 para 2 AktG by the Company at the latest on **May 21, 2021**, 12:00 midnight, Vienna time, either at ams AG, A-8141 Premstaetten, Tobelbader Strasse 30, c/o Franz Fazekas, Vice President & Head of Legal Global, or by e-mail **agm@ams.com**, whereas the request in text form within the meaning of section 13 para 2 AktG, such as a PDF file must be attached to the e-mail. A declaration in text form within the meaning of section 13 para 2 AktG means that such declaration has to be submitted in document form or an alternative form that enables the permanent reproduction of the characters, has to name the declaring person and the end of such declaration has to be indicated by facsimile of the signature of the declaring or person or otherwise. The proposal but not the justification needs to be drawn up in German language.

The shareholder status must be evidenced by the submission of a deposit certificate pursuant to section 10a AktG, which at the time of presentation to the Company must not be older than seven days. Several individual deposit certificates, which only jointly reach the required shareholding of 1%, have to refer to the same point in time (date and time) in each case. As regards the other requirements for a deposit certificate, please refer to the provisions on the right to attend (section IV. of this convocation) above.

3. Information pursuant to section 110 para 2 AktG

With regard to agenda item 10. "Election of two members to the Supervisory Board" and potential election proposals by shareholders pursuant to section 110 AktG, the Company provides the following information: ams AG is subject to section 86 para 7 AktG.

The Supervisory Board of ams AG currently consists of six members elected by the General Meeting (Shareholder Representatives) and three members delegated by the Works Council (Employee Representatives) pursuant to section 110 of the Austrian Work Organisation Act ("**ArbVG**"). The Shareholder Representatives currently consist of two women and four men. The Employee Representatives

currently consist of one woman and two men. Therefore, the Company fulfils the minimum quota pursuant to section 86 para 7 AktG.

It is communicated that a contradiction in accordance with section 86 para 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 section 86 para 7 AktG is applicable.

Pursuant to § 8 para 1 of the Articles of Association of ams AG, the Supervisory Board consists of a minimum of three and a maximum of six members elected by the General Meeting and the members delegated in accordance with section 110 ArbVG. In total, the Supervisory Board shall consist of not more than nine members.

Prior to the election of two members to the Supervisory Board (agenda item 10), the Articles of Association of the Company shall be amended in order to increase the number of Supervisory Board members to up to eight Shareholder Representatives and up to four Employee Representatives (agenda item 9). If the amendment of the Company's Articles of Association in § 8 para 1, proposed under agenda item 9, is adopted by the General Meeting, potential nominations by shareholders pursuant to section 110 AktG, the quota pursuant to section 86 para 7 AktG described above has to be observed and, as a rule, at least three women have to be elected as Shareholder Representatives in order to comply with the minimum quota set forth in section 86 para 7 AktG.

4. Information rights (section 118 AktG)

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. This information right also covers the Company's legal relations to affiliated entities as well as the situation of the overall group and the companies consolidated in the group financial report.

The disclosure of information may be refused if, according to reasonable entrepreneurial assessment, it is likely to cause serious damage to the Company or an affiliated company or if disclosure of such information is punishable under applicable law.

As prerequisite for the exercise of information rights, shareholders have to prove their right to participate pursuant to section IV. of the convocation and the issue of a respective power of attorney to one of the special voting proxies pursuant to section V. of this convocation.

It is hereby expressly stated that in this virtual General Meeting, the information rights pursuant to section 118 AktG have to be exercised by the shareholders themselves during the General Meeting, and

can only be exercised by sending **any questions or speeches** via electronic mail to the Company's e-mail address **fragen.ams@hauptversammlung.at**.

The shareholders are kindly asked to submit **preferably all questions in advance** in text form via e-mail to **fragen.ams@hauptversammlung.at**, so that the questions are **received** by the Company on the third working day prior to the General Meeting, i.e. **May 28, 2021**, at the latest. This is to ensure a smooth and efficient General Meeting, and will allow for a proper preparation and swift responses to the raised questions by the Management Board in the General Meeting, particularly for questions, which require a longer preparation time.

Please use the question form, which will be available on the Company's website at **www.ams.com/general-meeting**. If this question form is not used, any e-mail has to indicate the person (name/company name, date of birth/company register number of the shareholder). Furthermore, shareholders are asked to please include their respective deposit account number in such e-mail, for the Company to ascertain the identity and conformity with the deposit certificate.

Please note that the **Chairman of the General Meeting may set reasonable time limits** during the General Meeting.

Furthermore, please also refer to the Information on Participation, which will be available on the Company's website **www.ams.com/general-meeting**.

5. Motions at the General Meeting (section 119 AktG)

Each shareholder is - irrespective of a specific share ownership - entitled to make motions at the virtual General Meeting in accordance COVID-19-CorpAct and COVID-19-CorpReg through its appointed special voting proxy on each item on the agenda.

The point in time until which instructions to the special voting proxies to make motions are possible, will be determined in the course of the virtual General Meeting.

Prerequisite for any such motion is **evidence of the attendance right** pursuant to section IV. Of this convocation **and a power of attorney granted to one of the special voting proxies** in accordance with section V. of this convocation.

Please also refer to the information on exercising the right to make pursuant to section 119 AktG provided in the Information on Participation, which will be available on the Company's website **www.ams.com/general-meeting**.

6. Information for shareholders on data processing

ams AG processes personal data of shareholders (in particular those pursuant to section 10a para 2 Austrian Stock Corporation Act (“AktG”), i.e. name, address, date of birth, number of the securities account, number of shares of the shareholder, if applicable share class, number of the voting card, and, if applicable, name and date of birth of the authorized representative[s]) in accordance with the applicable data protection laws, in particular the European General Data Protection Regulation (“GDPR”) and the Austrian Data Protection Act, in order to enable the shareholders to exercise their rights at the General Meeting.

The processing of the personal data of shareholders is a mandatory requirement for the attendance and participation of shareholders and their representatives at the General Meeting. The legal basis for processing is Article 6 para 1 lit. (c) GDPR.

ams AG is the responsible body for processing. ams AG makes use of several external service providers (such as for example public notaries, attorneys, banks, IT-providers, etc) for the purposes of holding of the General Meeting. These service providers of ams AG will only receive certain personal data from ams AG which are necessary for the rendering of the commissioned service and will process the data exclusively pursuant to the instructions of ams AG. ams AG has concluded respective agreements under data protection laws with these service providers to the extent legally required.

If a shareholder attends the General Meeting, all present shareholders or their representatives, the members of the Management Board and the Supervisory Board, the notary public and all other persons with a statutory right to attend the General Meeting are entitled to inspect the legally required attendance list (section 117 AktG) and, therefore, able to see the personal data contained in such list (inter alia name, residence, shareholding). Moreover, ams AG is required by statutory law to submit personal data of shareholders (in particular the list of attendees) as part of the notarial protocol to the company register (section 120 AktG).

The data of shareholders will be anonymized or deleted as soon as they are no longer necessary for the purposes for which they were collected or processed, and unless other legal obligations require further storage. Such statutory documentation and retention obligations are particularly resulting from commercial law, stock corporation law, takeover law, tax law as well as from anti-money laundering laws. If legal claims are asserted by shareholders against ams AG or by ams AG against shareholders, the stored personal data serves the purpose of clarifying and enforcing such claims in individual cases. In the context of legal proceedings involving civil lawsuits, this may lead to storage of personal data during the statute of limitations period plus the duration of such legal proceedings until their finally binding conclusion.

Each shareholder has a right to information, rectification, limitation, opposition and cancellation at any time regarding the processing of personal data, as well as a right to data transfer according to Chapter III of the General Data Protection Regulation.

Shareholders can assert these rights free of charge to ams AG via the following contact details:

ams AG
Data Protection Officer
Tobelbader Strasse 30
8141 Premstaetten
E-mail: dataprotection@ams.com

In addition, the shareholders have the right of appeal to the data protection supervisory authorities for data protection pursuant to Article 77 GDPR. Further information on data protection is accessible on the Company's website www.ams.com/privacy-policy.

VII. FURTHER DETAILS AND INFORMATION

1. Total of Shares and Voting Rights (section 106 no. 9 AktG)

On the date of convocation of the virtual General Meeting, the share capital of the Company amounts to EUR 274,289,280.00 and is divided into 274,289,280 no-par value bearer shares. Each share is granting one vote. As of April 30, 2021, the Company holds 13,409,526 own shares, whereby the Company is not entitled to any rights arising from these own shares. Therefore, total number of voting rights amounts to 260,879,754 voting rights as of April, 2021. Any change in the number of own shares and therefore of the total number of voting rights until the General Meeting will be communicated in the General Meeting.

2. No physical attendance

We would like to explicitly state once more that physical attendance will be excluded in the upcoming virtual General Meeting pursuant to COVID-19-CorpReg and neither shareholders nor guests are allowed to come to the venue of the General Meeting.

Premstaetten, May 2021

The Management Board