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## **EANS-Adhoc: ams AG / AMS AG ("AMS") AND DIALOG SEMICONDUCTOR PLC ("DIALOG SEMICONDUCTOR")- STATEMENT REGARDING POSSIBLE MERGER OF EQUALS OF AMS AND DIALOG SEMICONDUCTOR**

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Mergers - Acquisitions - Takeovers  
26.06.2014

Unterpremstaetten, Austria, 26 June 2014 - AMS (SIX: AMS) and Dialog Semiconductor note the recent press speculation and confirm that the two companies are in preliminary discussions regarding a possible merger of equals of AMS and Dialog Semiconductor. These discussions are at a very preliminary stage and there can be no certainty that a transaction will be forthcoming.

In accordance with Rule 2.6(a) of the City Code on Takeovers and Mergers (the "Code"), AMS must, by not later than 5.00 p.m. on 24 July 2014, either announce a firm intention to make an offer for Dialog Semiconductor (as appropriate) in accordance with Rule 2.7 of the Code or announce that it does not intend to make an offer, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. This deadline will only be extended with the consent of the Panel in accordance with Rule 2.6(c) of the Code. Further announcements will be made as and when appropriate.

In accordance with Rule 30.4 of the Code, a copy of this announcement will be available at [www.ams.com/eng/investor](http://www.ams.com/eng/investor) and [www.dialog-semiconductor.com/investor-relations](http://www.dialog-semiconductor.com/investor-relations).

Enquiries:

AMS

Michael Wachslar-Markowitsch, CFO +43 (0) 3136 500 31111  
Moritz Gmeiner, Investor Relations +43 (0) 3136 500 31211

About AMS

ams develops and manufactures high performance analog semiconductors that solve its customers' most challenging problems with innovative solutions. ams' products are aimed at applications which require extreme precision, accuracy, dynamic range, sensitivity, and ultra-low power consumption. ams' product range includes sensors, sensor interfaces, power management ICs and wireless ICs for customers in the consumer, industrial, medical, mobile communications and automotive markets.

With headquarters in Austria, ams employs over 1,400 people globally and serves more than 7,800 customers worldwide. ams is listed on the SIX Swiss stock exchange (ticker symbol: AMS). More information about ams can be found at [www.ams.com](http://www.ams.com)

About Dialog Semiconductor

Dialog Semiconductor creates highly integrated, mixed-signal integrated circuits (ICs), optimised for personal portable, short-range wireless connectivity, LED solid state lighting and automotive applications. The company provides flexible and dynamic support, world-class innovation and the assurance of dealing with an established business partner.

With its focus and expertise in energy-efficient system power management and a technology portfolio that also includes audio, short-range wireless, AC/DC power conversion and multi-touch, Dialog brings decades of experience to the rapid development of ICs for personal portable and digital consumer applications, including smartphones, tablets, Ultrabooks and emerging wearable type devices. Dialog's power management ICs increase the performance of portable devices by extending battery lifetime, enabling faster charging and enhancing the consumer's experience. With world-class manufacturing partners, Dialog operates a fabless business model.

Dialog Semiconductor plc is headquartered in London with a global sales, R&D and marketing organisation. In 2013, it had approximately \$910 million in revenue and was one of the fastest growing European public semiconductor companies. It currently has approximately 1,100 employees worldwide. The company is listed on the Frankfurt (FWB: DLG) stock exchange (Regulated Market, Prime Standard, ISIN GB0059822006) and is a member of the German TecDax index. It also has convertible bonds listed on the Euro MTF Market on the Luxemburg Stock Exchange (ISIN XS0757015606).

#### Important Note

The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law. Persons who are not resident in the United Kingdom or who are subject to other jurisdictions should inform themselves of, and observe, any applicable requirements.

#### Disclosure requirements of the UK-City Code on Takeovers and Mergers Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any paper offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any paper offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any paper offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a paper offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any paper offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any paper offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing. If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a paper offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant

securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

Further inquiry note:

Moritz M. Gmeiner

Director Investor Relations

Tel: +43 3136 500-31211

Fax: +43 3136 500-931211

Email: [investor@ams.com](mailto:investor@ams.com)

end of announcement

euro adhoc

issuer: ams AG

Tobelbader Strasse 30

A-8141 Unterpremstaetten

phone: +43 3136 500-0

FAX: +43 3136 500-931211

mail: [investor@ams.com](mailto:investor@ams.com)

WWW: [www.ams.com](http://www.ams.com)

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