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EANS-Adhoc: ams AG / AMS AG ("AMS") - STATEMENT REGARDING DIALOG SEMICONDUCTOR PLC ("DIALOG SEMICONDUCTOR")

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Mergers - Acquisitions - Takeovers

22.07.2014

Unterpremstaetten, Austria, 22 July 2014 - On 26 June 2014, AMS (SIX: AMS) and Dialog Semiconductor announced they were in preliminary discussions regarding a potential merger of equals of AMS and Dialog Semiconductor.

AMS has subsequently terminated these discussions with Dialog Semiconductor and confirms that it does not intend to make an offer for Dialog Semiconductor.

As a consequence of this announcement, AMS will, except with the consent of the Takeover Panel, be bound by the restrictions on making an offer for Dialog Semiconductor contained in Rule 2.8 of the UK Takeover Code for six months from the date of this announcement. However, AMS reserves the right to make an offer in the circumstances set out in Note 2 on Rule 2.8 of the UK Takeover Code.

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

Note 2 of the UK Takeover Code

Note 2 of the UK Takeover Code reads as follows:

"2. When a statement may be set aside

Except with the consent of the Panel, a statement to which Rule 2.8 applies may

be set aside only if:

- (a) the board of the offeree company agrees to the statement being set aside. Where the statement was made at any time following the announcement by a third party of a firm intention to make an offer, the statement may not normally be set aside with the agreement of the board of the offeree company unless that offer has been withdrawn or has lapsed;
- (b) a third party announces a firm intention to make an offer for the offeree company;
- (c) the offeree company announces a "whitewash" proposal (see Note 1 of the Notes on Dispensations from Rule 9) or a reverse takeover;
- (d) the Panel determines that there has been a material change of circumstances; or
- (e) the statement was made outside an offer period and an event has occurred which was specified in the statement as being an event which would enable the statement to be set aside (see Note 1).

The Panel will normally regard a switch by a third party offeror from a scheme of arrangement to a contractual offer in accordance with Section 8 of Appendix 7, or an announcement of its firm intention to do so, as a material change of circumstances under paragraph (d). However, a switch from a contractual offer to a scheme of arrangement will not normally be regarded as a material change of circumstances."

See UK Takeover Code at www.thetakeoverpanel.org.uk/the-code/

Further inquiry note:

Moritz M. Gmeiner
Director Investor Relations
Tel: +43 3136 500-31211
Fax: +43 3136 500-931211
Email: investor@ams.com

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issuer: ams AG
 Tobelbader Strasse 30
 A-8141 Unterpremstaetten
phone: +43 3136 500-0
FAX: +43 3136 500-931211
mail: investor@ams.com
WWW: www.ams.com
sector: Technology
ISIN: AT0000920863
indexes:
stockmarkets: official dealing: SIX Swiss Exchange
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