

21.08.2019 – 20:31 Uhr

EANS-Adhoc: ams AG / ams to launch takeover offer at ?38.50 per OSRAM share following waiver of standstill

Disclosed inside information pursuant to article 17 Market Abuse Regulation (MAR) transmitted by euro adhoc with the aim of a Europe-wide distribution. The issuer is responsible for the content of this announcement.

Mergers - Acquisitions - Takeovers
21.08.2019

Premstaetten - NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION (IN WHOLE OR IN PART) IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION

ams to launch takeover offer at EUR38.50 per OSRAM share following waiver of standstill

- * Offer expected to commence prior to expiry of the offer from Bain Capital and The Carlyle Group on 5 September 2019
- * ams and OSRAM can create a global leader in sensor solutions and photonics with tangible benefits for customers
- * Agreed cooperation agreement between ams and OSRAM, supporting close co-operation among stakeholders

Premstaetten, Austria (21 August 2019) -- ams (SIX: AMS), a leading worldwide supplier of high performance sensor solutions, is pleased to announce that OSRAM Licht AG ("OSRAM") has waived the standstill agreement entered into by ams AG ("ams") and OSRAM on 4 June 2019 following the receipt of ams' proposal on 11 August 2019. This now enables ams to formally launch the takeover offer for OSRAM (the "Offer") pursuant to the terms announced on 11 August 2019. The Offer period is expected to commence prior to 5 September 2019 when the offer from Bain Capital and The Carlyle Group would have expired.

ams and OSRAM have entered into a cooperation agreement ("CA"). The management of ams is convinced, together with the management of OSRAM, that creating a global leader in sensor solutions and photonics delivers tangible benefits for customers. In addition, both management teams share the conviction that close co-operation among stakeholders is critically important in combining the two companies and delivering sustained success. The management of ams is confident that combining the two companies on this basis will create significant value.

"We are pleased to launch the takeover offer which will enable the compelling combination of ams and OSRAM. Our strategy is built around growth for which a highly qualified workforce and a long-term commitment to Germany are essential. We look forward to leveraging the expertise and experience of OSRAM's employees in all areas," says Alexander Everke, CEO of ams.

The CA includes protective covenants for OSRAM employees and manufacturing sites in Germany. Amongst other provisions, ams will continue existing shop agreements (Betriebsvereinbarungen), collective bargaining agreements (Tarifverträge) and similar agreements in Germany, including the "Eckpunktepapier Zukunftskonzept Deutschland" entered into with IG Metall and OSRAM's workforce representatives in July 2017. In addition, ams will continue operating the German production sites for a minimum period of 3 years (Standortsicherung) and Munich as a co-headquarter of the combined group alongside Premstaetten with a meaningful

presence for global corporate functions.

A summary of the CA will be included in the Offer document.

####

About ams

ams is a global leader in the design and manufacture of advanced sensor solutions. Our mission is to shape the world with sensor solutions by providing a seamless interface between humans and technology.

ams' high-performance sensor solutions drive applications requiring small form factor, low power, highest sensitivity and multi-sensor integration. Products include sensor solutions, sensor ICs, interfaces and related software for consumer, communications, industrial, medical, and automotive markets. With headquarters in Austria, ams employs about 9,000 people globally and serves more than 8,000 customers worldwide. ams is listed on the SIX Swiss stock exchange (ticker symbol: AMS). More information about ams can be found at <https://ams.com> [https://ams.com/]

Join ams social media channels:

>Twitter [<https://twitter.com/amsAnalog>] >LinkedIn [<https://www.linkedin.com/company/ams-ag>] >Facebook [<https://www.facebook.com/amsAnalog>] >YouTube [<https://www.youtube.com/user/amsAnalog>]

Important notice:

This announcement is neither an offer to purchase nor a solicitation of an offer to sell shares in OSRAM ("OSRAM Shares"). The terms and further provisions regarding the Offer by Opal BidCo GmbH, a wholly-owned subsidiary of ams, to the shareholders of OSRAM will be set forth in the offer document which will be published following approval of its publication by the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht). Holders of OSRAM Shares are strongly recommended to read any such offer document and to seek independent advice, where appropriate, in relation to the matters therein. Moreover, this announcement is neither an offer to sell nor a solicitation of an offer to purchase shares in ams.

The release, publication or distribution of this announcement in certain jurisdictions other than the Federal Republic of Germany and Switzerland may be restricted by law. Persons who are resident in, or are subject to, other jurisdictions should inform themselves of, and observe, any applicable requirements.

The Offer will be made in the United States of America in reliance on, and compliance with, Section 14(e) of the US Securities Exchange Act of 1934 (the "Exchange Act") and Regulation 14E thereunder, as exempted thereunder by Rule 14d-1(d).

To the extent permissible under applicable law or regulation, and in accordance with German market practice, Opal BidCo GmbH or brokers acting on its behalf may, outside of the United States of America and in compliance with applicable law, from time to time make certain purchases of, or arrangements to purchase, directly or indirectly, OSRAM Shares or any securities that are immediately convertible into, exchangeable for, or exercisable for, OSRAM Shares, other than pursuant to the Offer, before, during or after the period in which the Offer will remain open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases would be disclosed as required by law or regulation in Germany or other relevant jurisdictions.

The shares of ams have not been and will not be registered under the U.S. Securities Act of 1933 (the "Securities Act") and may not be offered or sold within the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There will be no public offering of shares in the United States.

This announcement may contain statements about ams and/or its subsidiaries (together the "ams Group") or OSRAM and/or its subsidiaries (together the "OSRAM Group") that are or may be "forward-looking statements". Forward-looking statements include, without limitation, statements that typically contain words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "believe", "hope", "aims", "continue", "will", "may", "should", "would", "could", or other words of similar meaning. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and

depend on circumstances that may or may not occur in the future. ams cautions you that forward-looking statements are not guarantees of the occurrence of such future events or of future performance and that in particular the actual results of operations, financial condition and liquidity, the development of the industry in which ams Group and OSRAM Group operate and the outcome or impact of the acquisition and related matters on ams Group and/or OSRAM Group may differ materially from those made in or suggested by the forward-looking statements contained in this announcement. Any forward-looking statements speak only as at the date of this announcement. Except as required by applicable law, ams does not undertake any obligation to update or revise publicly any forward-looking statement, whether as a result of new information, future events or otherwise. ams is a registered trademark of ams AG. In addition many of our products and services are registered or filed trademarks of ams Group. All other company or product names mentioned herein may be trademarks or registered trademarks of their respective owners. Information provided in this press release is accurate at time of publication and is subject to change without advance notice.

Further inquiry note:

Moritz M. Gmeiner

Vice President Investor Relations

Tel: +43 3136 500-31211

Fax: +43 3136 500-931211

Email: investor@ams.com

end of announcement

euro adhoc

issuer: ams AG

Tobelbader Strasse 30

A-8141 Premstaetten

phone: +43 3136 500-0

FAX: +43 3136 500-931211

mail: investor@ams.com

WWW: www.ams.com

ISIN: AT0000A18XM4

indexes:

stockmarkets: SIX Swiss Exchange

language: English

Original content of: ams AG, transmitted by news aktuell

Diese Meldung kann unter <https://www.presseportal.de/en/pm/106148/4354649> abgerufen werden.