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EANS-Adhoc: ams AG / ams offer for OSRAM did not achieve minimum acceptance threshold; ams remains committed to pursue the acquisition of OSRAM

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Mergers - Acquisitions - Takeovers
 04.10.2019

Premstaetten -

- * Minimum acceptance threshold of 62.5% not achieved
- * ams largest shareholder in OSRAM with a direct shareholding of 19.99%
- * ams committed to continue pursuing the acquisition of OSRAM to create a global leader in sensor solutions and photonics

Premstaetten, Austria (4 October 2019) -- ams (SIX: AMS), a leading worldwide supplier of high performance sensor solutions, announces that the minimum acceptance threshold of 62.5% required in conjunction with the all-cash takeover offer for OSRAM Licht AG ("OSRAM") announced on 3 September 2019 ("ams Offer") was not achieved. The final acceptances level was 51.6%.

As a result of purchases prior to the expiry of the ams Offer, ams is currently the largest shareholder in OSRAM with a direct shareholding of 19.99%. ams will not exceed this current direct shareholding of 19.99% before having obtained required merger control and other regulatory clearances.

ams continues to view the combination of ams and OSRAM as strategically compelling given that it would enable the creation of a global leader in sensor solutions and photonics. To this effect and supported by ams shareholders, ams continues to explore strategic options to pursue the acquisition of OSRAM, on the basis of its shareholding position, as this will translate into a stronger combined company.

"While the highly attractive ams Offer for OSRAM at a full valuation was not successful, the strategic logic and the significant advantages of combining ams and OSRAM are unchanged," said Alexander Everke, CEO of ams. "Our vision with OSRAM is to create a global leader in sensor solutions and photonics built around European technology, which will ensure that Europe remains at the forefront of optical technology globally. We intend to leverage our position as OSRAM's largest shareholder in a dialog with OSRAM as we continue to pursue the full acquisition of the company, securing a solid future for OSRAM."

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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/]

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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 were set forth in the offer document published on 3 September 2019 as amended on 16 September 2019. 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 was 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).

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.

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