

# ams Offer GmbH

18.10.2019 – 17:21 Uhr

## **EANS-Adhoc: ams Offer GmbH / Announcement of the decision to make a voluntary public takeover offer (freiwilliges öffentliches Übernahmeangebot) pursuant to section 10 para. 1 ...**

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Mergers - Acquisitions - Takeovers  
18.10.2019

Frankfurt am Main -  
Convenience Translation  
- Only the German version is legally binding -

Announcement of the decision to make a voluntary public takeover offer (freiwilliges öffentliches Übernahmeangebot) pursuant to section 10 para. 1 in conjunction with sections 29 para. 1, 34 of the German Securities Acquisition and Takeover Act (Wertpapiererwerbs- und Übernahmegesetz, WpÜG)

Bidder:  
ams Offer GmbH (currently still operating under Blitz F19-566 GmbH)  
c/o Youco24 Business Center  
Kennedyallee 109  
60596 Frankfurt am Main  
Germany  
registered with the commercial register of the local court (Amtsgericht) of Frankfurt am Main under HRB 116376

Target:  
OSRAM Licht AG  
Marcel-Breuer-Straße 6  
80807 München  
Germany  
registered with the commercial register of the local court (Amtsgericht) of Munich under HRB 199675  
ISIN: DE000LED4000

ams Offer GmbH (currently still operating under Blitz F19-566 GmbH) (the "Bidder"), a wholly owned subsidiary of ams AG, Premstätten, Austria, decided today to make a voluntary public takeover offer to the shareholders of OSRAM Licht AG (the "Takeover Offer") for the acquisition of their no-par-value registered shares (auf den Namen lautende nennwertlose Stückaktien) in OSRAM Licht AG (DE000LED4000; the "OSRAM Shares"). The Bidder intends to offer a cash consideration in the amount of EUR 41.00 per OSRAM Share.  
The Bidder expects to make the Takeover Offer subject to completion conditions relating to certain regulatory proceedings, a minimum acceptance threshold of 50% of all issued OSRAM Shares plus one OSRAM Share and other customary closing conditions.  
The offer document for the Takeover Offer (in German and a non-binding English translation) containing the detailed terms and conditions of, and other information relating to, the Takeover Offer, respectively, will be published on the internet at

[www.offer-ams-osram.de](http://www.offer-ams-osram.de).

The offer document for the Takeover Offer will also be published by way of a notice of availability in the German Federal Gazette (Bundesanzeiger) and will be accessible on the website of the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht, "BaFin").

Important notice:

This announcement is neither an offer to purchase nor a solicitation of an offer to sell OSRAM Shares. The terms and further provisions regarding the Takeover Offer by the Bidder to the shareholders of OSRAM Licht AG will be set forth in the offer document which will be published following approval of its publication by BaFin. Holders of OSRAM Shares are strongly recommended to read the 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 Takeover 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 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, the Bidder, its affiliates and/or brokers acting on their 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 Takeover Offer, before, during or after the period in which the Takeover 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.

Frankfurt am Main, 18 October 2019

ams Offer GmbH (currently still operating under Blitz F19-566 GmbH)  
The Managing Director

Further inquiry note:

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