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## **EANS-Adhoc: ams AG / ams announces acceptance threshold for ams' takeover offer for OSRAM is satisfied**

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ams announces acceptance threshold for ams' takeover offer for OSRAM is satisfied

- \* ams has today exceeded the minimum acceptance threshold of 55%
- \* Additional acceptance period to run from 11 until 24 December, 24.00 CET
- \* ams looks forward to working closely with the OSRAM management team and all OSRAM and ams stakeholders to realize shared goal of a global leader in sensor solutions and photonics
- \* ams intends to invite its shareholders to an EGM to be held in January 2020 to authorize the proposed equity capital raising

Premstaetten, Austria (6 December 2019) -- ams (SIX: AMS), a leading worldwide supplier of high performance sensor solutions, is pleased to announce that today the acceptance threshold of 55% for its all-cash takeover offer for OSRAM Licht AG ("OSRAM") (the "Offer") announced on 7 November 2019 has been satisfied. The period in which acceptances can continue to be booked into the Offer continues until Monday, 9 December 2019 and the final results of the Offer will be published on Tuesday, 10 December 2019.

"We are pleased to announce that we have been successful in achieving the minimum acceptance threshold in our Offer for OSRAM," says Alexander Everke, CEO of ams. "We would like to thank OSRAM shareholders for placing their trust in us and understanding the compelling strategic and industrial logic of the transaction. We look forward to creating a European based global leader in sensor solutions and photonics through the combination of ams and OSRAM. Based on this shared objective, we will work closely with the OSRAM management team and all OSRAM and ams stakeholders to make the combination a resounding success and create a strong path forward for OSRAM and ams. OSRAM shareholders who have not yet tendered their shares can still do so during the additional acceptance period, ending on 24 December 2019."

"Following ams' successful takeover bid for OSRAM, we can now jointly establish a world class photonics and sensor champion," said Olaf Berlien, CEO of OSRAM Licht AG.

Further steps to implement the transaction are expected to commence in the very near future and ams continues to expect the closing of the transaction in the first half of 2020. ams intends to invite its shareholders to an Extraordinary General Meeting ("EGM") to be held in January 2020, to resolve on the proposed equity capital raising in conjunction with the Offer. Subject to such resolution, ams currently expects to execute the equity capital raising in a

timely manner. Further details on the transaction will be communicated in due course.

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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 ams Offer GmbH, a wholly-owned subsidiary of ams, to the shareholders of OSRAM are set forth in the offer document. Holders of OSRAM Shares are strongly recommended to read the offer document and to seek independent advice, where appropriate, in relation to the matters included 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 is 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, ams Offer 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 will 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.

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