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EANS-Adhoc: ams AG / ams announces firm intention to enter into a Domination and Profit and Loss Transfer Agreement with OSRAM

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Mergers - Acquisitions - Takeovers

10.02.2020

Premstaetten -

- * Domination and Profit and Loss Transfer Agreement facilitates the speedy implementation of ams' strategic vision for OSRAM
- * Takeover offer for OSRAM expected to close in second quarter 2020 subject to receipt of the required regulatory clearances

Premstaetten, Austria (10 February 2020) -- ams AG (SIX: AMS), a leading worldwide supplier of high performance sensor solutions, announces its firm intention to implement a Domination and Profit and Loss Transfer Agreement ("DPLTA") between its wholly-owned subsidiary ams Offer GmbH and OSRAM Licht AG ("OSRAM") in the context of its acquisition of OSRAM ("Transaction").

"Following the approval by our shareholders for the EUR 1.65 billion rights issue, this firm intention reflects the next step in the acquisition of OSRAM," says Alexander Everke, CEO of ams. "We intend to implement a DPLTA in order to enable both companies to work together and realise our joint strategic vision of creating a global leader in sensor solutions and photonics in an efficient manner. We look forward to building upon the collaboration with our OSRAM colleagues to begin a successful integration once the Transaction has closed."

The DPLTA requires the approval by an extraordinary shareholders meeting of OSRAM with a majority of at least 75% of the votes cast. ams continues to expect the takeover offer for OSRAM to close in the second quarter 2020 subject to receipt of the required regulatory clearances.

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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 Exchange (ticker symbol: AMS). More information about ams can be found at <https://ams.com> [https://ams.com/]

Important notice:

This announcement constitutes neither an offer to sell nor a solicitation to buy securities. Moreover, 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.

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end of announcement

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