

30.06.2020 – 17:53 Uhr

EANS-Adhoc: ams AG / ams announces the successful pricing of EUR 650 million and USD 400 million senior notes

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No Keyword
30.06.2020

Premstaetten - Premstaetten, Austria (30 June 2020) -- ams (SIX: AMS), a leading worldwide supplier of high performance sensor solutions, announced today the successful pricing of EUR 650 million aggregate principal amount of senior notes due 2025 at a coupon of 6.00% per annum and of USD 400 million aggregate principal amount of senior notes due 2025 at a coupon of 7.00% per annum (collectively, the "Notes"), in connection with the proposed acquisition of OSRAM Licht AG ("OSRAM").

ams intends to use the proceeds from the offering of the Notes, together with the proceeds of the rights offering which closed on 3 April 2020, to finance the proposed acquisition of OSRAM, finance or refinance the purchase of other OSRAM shares, to refinance certain existing indebtedness of OSRAM and its subsidiaries and/or ams and its subsidiaries and to pay certain fees and expenses. The offering of the Notes is expected to close and the Notes are expected to be issued on or around 6 July 2020.

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This press release is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy the Notes, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which, or to any person to whom, such offer, solicitation or sale would be unlawful. The Notes have not been and will not be registered under the U.S. Securities Act of 1933 ("Securities Act") and may not be offered or sold within the United States of America 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 Notes in the United States of America.

This announcement does not constitute and shall not, in any circumstances, constitute a public offering nor an invitation to the public in connection with any offer within the meaning of European Prospectus Regulation (EU) 2017/1129 (the "Prospectus Regulation"). The offer and sale of the Notes will be made pursuant to an exemption under the Prospectus Regulation, from the requirement to produce a prospectus for offers of securities.

This announcement does not constitute and shall not, in any circumstances, constitute a public offering nor an invitation to the public in connection with any offer within the meaning of the Swiss Financial Services Act ("FinSA"). The Notes may not be publicly offered, directly or indirectly, in Switzerland within the meaning of the FinSA and no application has or will be made to admit the Notes to trading on any trading venue (exchange or multilateral trading facility) in Switzerland.

Manufacturer target market (MIFID II product governance) for the Notes is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not

available to retail in EEA or the United Kingdom.

This announcement is being distributed to, and is directed at, only (1) persons who are located outside the United States and are (a) persons in Member States of the European Economic Area who are qualified investors (as defined in the Prospectus Regulation); (b) persons in the United Kingdom who have professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"); (c) high net worth companies, and other persons to whom it may otherwise lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order; or (d) persons to whom an invitation or inducement to engage in an investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated or (2) persons who are reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) (all such persons together being referred to as "relevant persons"). The investments to which this announcement relates are available only to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such investments will be available only to or will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this announcement or any of its contents. Persons distributing this announcement must satisfy themselves that it is lawful to do so.

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About ams

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