

**ams-OSRAM AG
Premstätten, FN 34109 k**

**Resolutions proposed by the Management Board for the
Annual General Meeting
June 14, 2024**

- 1. Presentation of the annual financial statements including the management report and corporate governance report, the consolidated financial statements including the Group management report, the resolution on the appropriation of profits and the report prepared by the Supervisory Board for the 2023 financial year**

The balance sheet profit reported in the approved annual financial statements amounts to EUR 0.00, therefore a separate agenda item for the resolution on the appropriation of the balance sheet profit can be omitted.

A resolution on this agenda item is not required.

- 2. Resolution on the discharge of the members of the Management Board for the 2023 financial year**

The Management Board proposes that the Annual General Meeting adopt the following resolution:

"The actions of the members of the Management Board in office in the 2023 financial year are ratified for the 2023 financial year."

- 3. Resolution on the discharge of the members of the Supervisory Board for the 2023 financial year**

The Management Board proposes that the Annual General Meeting adopt the following resolution:

"The actions of the members of the Supervisory Board in office in the 2023 financial year are ratified for the 2023 financial year."

4. Election of the auditor and group auditor for the 2024 financial year

Only the Supervisory Board has a proposal for a resolution on this agenda item.

5. Resolution on the remuneration report

The Management Board and Supervisory Board of a listed company must prepare a clear and comprehensible remuneration report for the remuneration of the members of the Management Board and Supervisory Board in accordance with Section 78c in conjunction with Section 98a AktG. This remuneration report must provide a comprehensive overview of the remuneration granted or owed to the current and former members of the Management Board and Supervisory Board in the course of the last financial year as part of the remuneration policy (Section 78a in conjunction with Section 98a AktG), including all benefits in any form. The remuneration report for the last financial year must be submitted to the Annual General Meeting for a vote. The vote is of a recommendatory nature. The resolution cannot be contested (Section 78d para. 1 AktG).

On April 25, 2024, the Management Board and the Supervisory Board of -amsOSRAM AG adopted the remuneration report for the 2023 financial year in accordance with Section 78c in conjunction with Section 98a AktG. This remuneration report is available in German and English on the website of -amsOSRAM AG registered in the commercial register at ams-osram.com/en/about-us/investor-relations/general-meeting.

The Management Board proposes that the Annual General Meeting adopt the following resolution:

"The Company's remuneration report for the 2023 financial year, which is available on the Company's website registered in the commercial register, is adopted."

6. Elections to the Supervisory Board

Only the Supervisory Board has a proposal for a resolution on this agenda item.

7. Resolution on the new division of the Company's share capital by means of a reverse share split at a ratio of 10 : 1 (ten shares to one share), so that 10 (ten) existing no-par value shares in the Company are merged into 1 (one) no-par value share each

The resolution on this agenda item relates to the re-division of the Company's share capital through a reverse share split. At the time of publication of the proposed resolutions, the Company's share capital amounts to EUR 998,443,942.00 and is divided into 998,443,942 no-par value bearer shares with a pro rata amount of the share capital of EUR 1.00 each. A reverse share split at a ratio of 10 : 1 is to be resolved in order to increase the attractiveness of the share for certain groups of investors. As a result, 10 existing no-par value shares in the Company will be combined into one no-par value share. As a preliminary step to this re-division, the Management Board - on the basis of the authorization granted by the Annual General Meeting on June 23, 2023 - will resolve, with the approval of the Supervisory Board, to redeem two of the Company's own shares and thus reduce the Company's share capital slightly by EUR 2.00 to EUR 998,443,940.00 in order to create an even number of issued no-par value shares divisible by a factor of 10. With the share consolidation at a ratio of 10 : 1, the Company's share capital of EUR 998,443,940.00 will then be divided into 99,844,394 bearer shares with a pro rata amount of the share capital of EUR 10.00 each.

The proposed resolution relates to the number of no-par value shares after the above-mentioned share redemption. If this share redemption has not yet become effective at the time of the Annual General Meeting or if the number of shares issued otherwise changes by the time of the Annual General Meeting, the proposed resolution will be adjusted to the number of shares existing at the time of the Annual General Meeting.

The Management Board proposes that the Annual General Meeting adopt the following resolution:

"It is resolved to redivide the Company's share capital by means of a reverse share split at a ratio of 10 : 1 (ten shares to one share), so that 10 (ten) existing no-par value shares in the Company will be merged into 1 (one) no-par value share. This will reduce the number of no-par value shares currently issued from 998,443,940 to 99,844,394. The share capital remains unchanged as a result of the share consolidation. The Management Board is authorized to carry out the reverse stock split and to determine further details of the reverse stock split procedure. The Supervisory Board is authorized to adopt amendments to the Articles of Association resulting from the reverse stock split."

- 8. Resolution on the authorization of the Management Board to issue financial instruments within the meaning of Section 174 AktG, in particular convertible bonds or participating bonds, which may provide for subscription to and/or conversion into shares of the Company, including the exclusion of shareholders' subscription rights to these financial instruments, revoking the existing authorization of 23 June 2023**

At the Annual General Meeting on 23 June 2023, the Management Board was authorized by the shareholders to issue new financial instruments within the meaning of Section 174 AktG, which could be provided with conversion and/or subscription rights of up to 10% of the Company's share capital at that time. In the course of the successful refinancing of the ams OSRAM Group in 2023, the Company's share capital was also significantly increased, so that the Conditional Capital 2023 now only represents around 2.75% of the share capital. In line with the Group's prudent financial policy, the existing authorization to issue financial instruments within the meaning of Section 174 AktG and the Conditional Capital 2023 are therefore now to be revoked and a new authorization and a new Conditional Capital 2024, which in future will again correspond to 10% of the Company's current share capital, are to be resolved, thus also creating the possibility of using part of the two resolutions adopted by the Annual General Meeting on June 9, 2017 and June 3, 2020, if necessary. June 2017 and June 3, 2020 and still outstanding convertible bonds of the Company, with remaining terms until March 2025 and November 2027 respectively, by issuing new financial instruments within the meaning of Section 174 AktG, in particular convertible bonds or participating bonds.

With regard to the exclusion of subscription rights, it should be noted that this is objectively justified by the objectives pursued. The objectives pursued are to optimize the capital structure and financing costs, to attract new groups of investors and thus to further strengthen and improve the Company's competitive position in the interests of the Company and its shareholders.

The exclusion of subscription rights is also appropriate and necessary because the expected injection of debt capital or equity capital through a target group-specific orientation of the financial instruments within the meaning of Section 174 AktG optimizes the raising of capital and ensures flexible long-term business planning and the achievement of the planned corporate objectives for the benefit of the Company and, by extension, all shareholders. Without the exclusion of subscription rights, it is not possible for the Company to react to favorable market conditions with comparable

speed and flexibility. Moreover, the exclusion of subscription rights is common practice for such financial instruments.

The Management Board expects that the advantage to the Company from the issue of financial instruments within the meaning of Section 174 AktG with the exclusion of subscription rights will benefit all shareholders and clearly outweigh the (potential) proportionate loss of participation of the shareholders excluded from subscription rights, so that the Company's interests therefore also outweigh the disadvantage to shareholders as a result of the exclusion of subscription rights.

The Management Board therefore proposes that the Annual General Meeting adopt the following resolutions:

- 1. "The Annual General Meeting revokes the authorization of the Management Board resolved at the last Annual General Meeting on 23 June 2023 to issue financial instruments within the meaning of Section 174 AktG with the approval of the Supervisory Board until 22 June 2028.*
- 2. The Management Board is authorized, with the approval of the Supervisory Board, to issue financial instruments within the meaning of Section 174 AktG, in particular convertible bonds or income bonds, with a total nominal amount of up to EUR 750,000,000.00 until June 13, 2029, which may also grant conversion and/or subscription rights for the acquisition of up to 99,844,394 shares (9,984,439 shares after the reverse stock split in accordance with agenda item 7 of the Annual General Meeting on June 14, 2024), including in several tranches and in various combinations. June 14, 2024) shares in the Company and/or are also structured in such a way that they can be reported as debt or equity, also in several tranches and in different combinations, also indirectly by way of a guarantee for the issue of financial instruments by an affiliated Company of the Company with conversion and/or subscription rights to shares in the Company.*
- 3. To service the conversion and/or subscription rights, the Management Board may use conditional capital, in particular the new Conditional Capital 2024 to be created in accordance with agenda item 9 of the Annual General Meeting on June 14, 2024, treasury shares or a combination of conditional capital and treasury shares.*
- 4. The issue amount and issue conditions of the financial instruments (in particular: Interest rate, term, subordination, denomination, protection against dilution, conversion modalities (conversion rights and/or obligations), conversion price, conversion and/or subscription*

conditions, etc.) are to be determined by the Management Board with the approval of the Supervisory Board; in particular, the following conditions (or a combination thereof) may be provided for: (i) an additional payment to be made in cash and the pooling or a cash settlement for non-convertible fractions; (ii) a fixed or variable conversion ratio or a determination of the conversion price within a specified range depending on the development of the price of the Company's shares during the term; (iii) the right of the Company not to grant shares in the event of conversion (exercise of the conversion and/or subscription right), but to pay an appropriate cash settlement based on the price of the Company's shares; (iv) the right of the Company to terminate financial instruments early and to pay the creditors the issue price of the financial instruments and also compensation for the early termination; (v) the right of the creditors to terminate the financial instruments prematurely and to receive the issue price of the financial instruments and, if applicable, compensation for premature termination; or (vi) a conversion obligation (conversion and/or subscription obligation) at the end of the term (or at another time) or the right of the Company to grant the creditors shares in the Company in whole or in part. The issue amount of the financial instruments is to be determined in accordance with standard market financial mathematical methods in a standard market pricing procedure. The issue amount of the shares to be issued upon conversion (exercise of the conversion and/or subscription right) and the conversion and/or subscription ratio must be determined taking into account standard market financial mathematical methods and the price of the Company's shares (basis for calculating the issue amount); the issue amount may not be less than the proportionate amount of the share capital.

5. *Shareholders' subscription rights to the financial instruments within the meaning of Section 174 (4) AktG are excluded."*

Reference is made to the written report of the Management Board pursuant to Section 174 para. 4 in conjunction with Section 153 para. 4 sentence 2 AktG.

9. Resolution on the conditional increase of the share capital of the Company pursuant to Section 159 para. 2 no. 1 AktG for the issue to creditors of financial instruments, revoking the existing conditional increase of the share capital of June 23, 2023 [Conditional Capital 2024 for financial instruments]

With regard to this agenda item, reference is essentially made to the comments on the resolution on the authorization to issue financial instruments within the meaning of Section 174 AktG (agenda item 8).

The conditional capital increase resolved at the Annual General Meeting on June 23, 2023 (Conditional Capital 2023) now only represents around 2.75% of the current share capital and is therefore to be revoked and a new conditional capital increase resolved.

Based on the current number of shares issued by the Company, the proposed new conditional capital increase amounts to around 10% (ten percent) of the share capital.

The total nominal amount of the Company's conditional capital therefore does not exceed half of the current share capital of ams OSRAM AG. The issue amount of the shares is determined in accordance with standard market financial mathematical methods and the price of the Company's shares (basis for calculating the issue amount).

The Board of Directors proposes that the Annual General Meeting adopt the following resolutions:

- 1. "The Annual General Meeting revokes the conditional increase in the Company's share capital resolved at the last Annual General Meeting on June 23, 2023 in accordance with Section 159 para. 2 no. 1 AktG by up to EUR 27,428,928.00 by issuing up to 27,428,928 new no-par value bearer shares with a pro rata amount of the share capital of EUR 1.00 per share for issue to creditors of financial instruments in accordance with Section 174 AktG."*
- 2. "The Annual General Meeting resolves to conditionally increase the Company's share capital in accordance with Section 159 para. 2 no. 1 AktG by up to EUR 99,844,394.00 by issuing up to 99,844,394 new no-par value bearer shares (9,984,439 shares after the reverse stock split according to agenda item 7 of the Annual General Meeting on June 14, 2024) with a pro rata amount of the share capital of EUR 1.00 per share (EUR 10.00 per share after the reverse stock split according to agenda item 7 of the Annual General Meeting on June 14, 2024) to issue*

- a. *to creditors of financial instruments pursuant to Section 174 AktG that are issued in the future by the Company or an affiliated Company on the basis of the Annual General Meeting resolution on agenda item 8 dated 14 June 2024 and by exercising the authorization granted at this Annual General Meeting, insofar as the creditors of the financial instruments exercise their conversion and/or subscription rights to shares in the Company; or*
- b. *to creditors of financial instruments pursuant to Section 174 AktG, which were issued by the Company on the basis of the Annual General Meeting resolution on agenda item 8 of 3 June 2020 and using the authorization granted at this Annual General Meeting (EUR 760,000.000 convertible bond 20/27), insofar as the creditors of this financial instrument make use of their conversion and/or subscription rights to shares in the Company and insofar as the Conditional Capital 2024 is not required to secure or service conversion and/or subscription rights to shares in the Company for new financial instruments already issued by the Company on the basis of the authorization resolved in agenda item 8 of the Annual General Meeting on 14 June 2024 in accordance with Section 174 AktG.*

The issue amount and the exchange and/or subscription ratio are to be determined in accordance with standard market financial mathematical methods and the price of the Company's shares in a standard market pricing procedure (basis for calculating the issue amount). Newly issued shares from the conditional capital increase are entitled to dividends to the same extent as existing shares in the Company. The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase."

3. *"The Supervisory Board is authorized to resolve amendments to the Articles of Association resulting from the issue of shares from conditional capital."*

10. Resolution on the amendment of the Articles of Association in § 25 "Publications"

The Management Board proposes to the Annual General Meeting that the Articles of Association be amended in § 25 "Publications" and that the following resolutions be adopted in this regard:

1. *"The Articles of Association are amended in § 25 "Publications", which reads as follows:*

"§ 25

Publications

Company publications are made in the Electronic Publication and Information Platform of the Federal Government (EVI) to the extent and for as long as required by the Austrian Stock Corporation Act. Otherwise, the Company's publications shall be made in accordance with the applicable legal provisions."

2. *"In the course of the amendment to Section 25, Section 18 (5) of the Articles of Association is amended editorially and a reference to Section 25 is corrected."*

Premstätten, on May 13, 2024

The Management Board

Aldo KAMPER

Rainer IRLE