

## **OSRAM Licht AG**

### **Munich**

German Securities Identification Number (*Wertpapierkennnummer / WKN*): LED400  
ISIN: DE000LED4000

### **Announcement of the amendment to the resolution proposed in relation to item 1 of the agenda of the Extraordinary General Meeting, of the material contents of the corresponding Amendment Agreement and of the reference to additional documents**

Dear Shareholders,

With the publication in the Federal Gazette (*Bundesanzeiger*) of 24 September 2020, the Managing Board convened an Extraordinary General Meeting of the Company to be held on 3 November 2020 at 10:00 a.m. (CET).

We hereby announce a modified resolution proposed by the Managing Board and the Supervisory Board with regard to agenda item 1 based on an Amendment Agreement, which has meanwhile been entered into, to the Domination and Profit and Loss Transfer Agreement as well as the material contents of the Amendment Agreement and the reference to additional documents concerning this item of the agenda.

#### **Agenda item 1 - Resolution on approval of a Domination and Profit and Loss Transfer Agreement between OSRAM Licht AG and ams Offer GmbH**

OSRAM Licht AG and ams Offer GmbH, a wholly-owned subsidiary of ams AG, Premstätten (Austria), entered into a Domination and Profit and Loss Transfer Agreement on 22 September 2020, the provisions of which were announced with the invitation to the Extraordinary General Meeting in the Federal Gazette on 24 September 2020.

After that the risk-free rate, which serves as a basis for the valuation for determining the Compensation (*Abfindung*) and the Recurring Compensation Payment (*Ausgleich*), has changed. Therefore, OSRAM Licht AG and ams Offer GmbH, by entering into an Amendment Agreement of 2 November 2020 to the Domination and Profit and Loss Transfer Agreement, agreed that the Compensation of EUR 44.65 offered to the shareholders of OSRAM Licht AG in accordance with Clause 5.1 of the Domination and Profit and Loss Transfer Agreement shall be increased by EUR 0.89] to EUR 45.54 for each OSRAM share. The annual Recurring Compensation Payment just like the other provisions of the Agreement shall remain unchanged. The offered Compensation shall be increased for the sole reason that the risk-free rate was changed subsequent to the invitation to the Extraordinary General Meeting, having effects on the business valuation of OSRAM Licht AG. For further details, please see the additional documents available via the Company's website.

Against this background, the Managing Board and the Supervisory Board update their proposal for a resolution on agenda item 1 announced by way of publication in the Federal Gazette of 24 September 2020 as follows:

The Managing Board and the Supervisory Board propose that General Meeting approves the conclusion of the Domination and Profit and Loss Transfer Agreement of 22 September 2020 between OSRAM Licht AG as the controlled company and ams Offer GmbH as the controlling company as amended by the Amendment Agreement dated 2 November 2020.

On 2 November 2020, the shareholders' meeting of ams Offer GmbH will approve the Domination and Profit and Loss Transfer Agreement as amended by the Amendment Agreement dated 2 November 2020.

The following additional documents will be made available to the shareholders immediately via the Company's website at

[www.osram-group.de/hauptversammlung](http://www.osram-group.de/hauptversammlung):

- Amendment Agreement of 2 November 2020 regarding the Domination and Profit and Loss Transfer Agreement of 22 September 2020 between OSRAM Licht AG and ams Offer GmbH and amendment to the comfort letter of ams AG, Premstätten (Austria), dated 2 November 2020 (including a consolidated version of the Domination and Profit and Loss Transfer Agreement together with the consolidated comfort letter of ams AG, Premstätten (Austria))
- Amendment to the joint report submitted by the Managing Board of OSRAM Licht AG and the managing directors of ams Offer GmbH in accordance with section 293a AktG (German Stock Corporation Act), including an update statement on the expert opinion provided by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, in particular with regard to the determination of the business value of OSRAM Licht AG
- Interim statement in relation to the audit report prepared in accordance with section 293e AktG (German Stock Corporation Act) by Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart, the contract auditor appointed by the court jointly for OSRAM Licht AG and ams Offer GmbH, including attachments.

In all other respects, the invitation to the Extraordinary General Meeting published in the Federal Gazette on 24 September 2020 will remain unchanged.

**Munich, November 2020**

**OSRAM Licht AG**

***The Managing Board***

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