

Ad hoc announcement pursuant to Art. 53 Listing Rules of SIX Swiss Exchange

## **ams OSRAM announces terms of fully underwritten Rights Issue**

**Premstaetten, Austria, and Munich, Germany (20 November 2023) -- ams OSRAM (SIX: AMS) announces the terms relating to the ordinary capital increase with subscription rights (the "Rights Issue") that has been approved at the extraordinary general meeting on 20 October 2023.**

### **Terms of fully underwritten Rights Issue**

The management board of ams OSRAM decided on 19 November 2023 to issue 724,154,662 new ordinary no-par value bearer shares with full dividend rights as of January 1, 2023 (the "Offered Shares") by way of a discounted rights offering at an offer price of CHF 1.07 (the "Offer Price") per Offered Share, which corresponds to expected gross proceeds of approximately CHF 775 million (approximately EUR 802 million). ams OSRAM intends to use the proceeds from the Rights Issue, together with the proceeds of its upsized and successfully priced offering of senior unsecured notes announced on 16 November 2023 and the sale and leaseback of the Group's new Kulim 8-inch facility announced on 30 October 2023, to redeem in full its outstanding \$450,000,000 7% Senior Notes due 2025 and €850,000,000 6% Senior Notes due 2025, repay amounts outstanding under certain bank facilities, fund general corporate purposes, and pay related fees and expenses.

For each existing ams OSRAM share, ams OSRAM shareholders will receive one subscription right (each a "Right"). 4 Rights entitle each eligible holder to purchase 11 Offered Shares at the Offer Price. The rights exercise period will start on 22 November 2023 and end on 6 December 2023. The Rights Issue is fully underwritten by a syndicate of banks.

ams OSRAM shareholders who decide not to participate in the Rights Issue will have the opportunity to sell their Rights on the SIX Swiss Exchange during the Rights trading period which is expected from 22 November 2023 to and including 4 December 2023.

The Rights Issue consists of a rights offering to existing shareholders, subject to certain limitations based on residency, and an international offering, in which the Offered Shares in respect of which Rights have not been validly exercised may be sold to institutional investors or otherwise in the market. The Rights Issue involves a public offering in Switzerland, Austria and Germany as well as private placements to qualifying institutional investors in certain jurisdictions outside Switzerland, Austria and Germany in compliance with applicable securities laws.

The first trading day for the Offered Shares and the settlement and delivery of the Offered Shares against payment of the Offer Price are expected on or around 11 December 2023.

### Indicative timetable for the Rights Issue

20 November 2023	Publication of prospectus
22 November 2023	Commencement of Rights exercise period Commencement of Rights trading period
4 December 2023	17.15 CET: End of Rights trading period
6 December 2023	End of Rights exercise period
8 December 2023	Listing and admission to trading of the Offered Shares on SIX
11 December 2023	Commencement of trading of the Offered Shares and inclusion of the Offered Shares in the Company's current stock quotation on SIX Settlement and delivery of the Offered Shares against payment of the Offer Price

### Important notice:

This press release is for informational purposes only and does not constitute an offer to sell nor a solicitation to buy securities. Any public offer will be made solely by means of, and on the basis of, a securities prospectus (including any amendments thereto, if any) to be approved by the Austrian Financial Market Authority (Finanzmarktaufsichtsbehörde, "FMA") and to be notified to the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht) and to be published on ams OSRAM's website. An investment decision regarding any publicly offered securities of ams OSRAM should only be made on the basis of a securities prospectus. Any orders relating to securities of ams OSRAM received prior to the commencement of a public offering will be rejected. If a public offering is to be made in Austria, a securities prospectus will be published promptly upon approval by FMA in accordance with the European Prospectus Regulation (EU) 2017/1129 (the "Prospectus Regulation") and will be available on the ams OSRAM website.

These materials do not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States of America, Australia, Canada or Japan, or any other jurisdiction in which, or to any person to whom, such offer or solicitation may be unlawful. Any failure to comply with these restrictions may constitute a violation of United States of America, Australian, Canadian, Japanese or other applicable securities laws.

The shares of ams OSRAM have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or the securities laws of any state of the United States of America 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 and applicable state or local securities laws. There will be no public offering of shares in the United States of America.

This announcement is not a prospectus for the purposes of Regulation (EU) 2017/1129 (the "Prospectus Regulation") or Regulation (EU) 2017/1129 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the "UK Prospectus Regulation"), and as such does not constitute an offer to sell or the solicitation of an offer to purchase securities of ams OSRAM. Investors should not subscribe for any securities referred to in this announcement except on the basis of the information contained in any prospectus or offering circular relating to the securities.

# Ad hoc



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This announcement is not a prospectus according to Articles 35 et seqq. of the Swiss Financial Services Act (the “FinSA”) and 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 FinSA. The offer will be made solely by means of, and on the basis of, the prospectus published for such purpose which will be available free of charge from ams-OSRAM AG and UBS AG ([swiss-prospectus@ubs.com](mailto:swiss-prospectus@ubs.com)) during regular business hours, or on the ams OSRAM website (<https://ams-osram.com/investor-relations>). An investment decision regarding the publicly offered securities of ams OSRAM should only be made on the basis of the prospectus.

### **About ams OSRAM:**

The ams OSRAM Group (SIX: AMS) is a global leader in intelligent sensors and emitters. By adding intelligence to light and passion to innovation, we enrich people’s lives.

With over 110 years of combined history, our core is defined by imagination, deep engineering expertise and the ability to provide global industrial capacity in sensor and light technologies. We create exciting innovations that enable our customers in the automotive, industrial, medical and consumer markets to maintain their competitive edge and drive innovation that meaningfully improves the quality of life in terms of health, safety and convenience, while reducing impact on the environment.

Our around 20,000 employees worldwide focus on innovation across sensing, illumination and visualization to make journeys safer, medical diagnosis more accurate and daily moments in communication a richer experience. Our work creates technology for breakthrough applications, which is reflected in over 15,000 patents granted and applied. Headquartered in Premstaetten/Graz (Austria) with a co-headquarters in Munich (Germany), the group achieved over EUR 4.8 billion revenues in 2022 and is listed as ams-OSRAM AG on the SIX Swiss Exchange (ISIN: AT0000A18XM4).

Find out more about us on <https://ams-osram.com>

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