

ams-OSRAM AG

Company Register Number FN 34109 k

ISIN AT0000A18XM4

("Company")

C o n v o c a t i o n
of the Annual General Meeting

We hereby invite our shareholder to the

Annual General Meeting of ams-OSRAM AG

on **Friday, June 23, 2023 at 10.00 a.m.** at the Company's premises at

A-8141 Premstaetten, Tobelbader Straße 30.

AGENDA

1. Presentation of the annual accounts, including the report of the Management Board, the corporate governance report, the group accounts together with the group annual report, the proposal for the distribution of the profit and the report of the Supervisory Board for the business year 2022
2. Resolution on the discharge of the members of the Management Board for the business year 2022
3. Resolution on the discharge of the members of the Supervisory Board for the business year 2022
4. Resolution on the election of the auditor and the group auditor for the business year 2023
5. Resolution on the Remuneration Policy
6. Resolution on the Remuneration Report
7. Election of members to the Supervisory Board
8. Resolution on the revocation of Authorized Capital 2021
9. Resolution on the authorization of the Management Board to issue financial instruments according to sec. 174 AktG, in particular convertible notes or profit participation bonds, which may provide for subscription of and/or conversion in shares of the Company, along with the limitation of subscription rights of the shareholders on such financial instruments
10. Resolution on the conditional increase of the share capital of the company pursuant to sec. 159 para 2 no. 1 AktG for issuance to creditors of financial instruments
[Conditional Capital 2023 for Financial Instruments]
11. Resolution on the authorization of the Management Board
 - a) to acquire own stock in accordance with section 65 para 1 no 4 and 8, para 1a and para 1b AktG, either through a stock exchange or outside of a stock exchange to an extent of up to 10% of the

- share capital, also with exclusion of the proportional right of disposal which might be associated with such an acquisition (reversal of exclusion of subscription rights),
- b) to decide pursuant to section 65 para 1b AktG for the sale respectively use of own stock on any other mode of disposal for the sale of own stock than via the stock exchange or through a public offering under corresponding application of the provisions of the exclusion of subscription rights of the stockholders,
- c) to reduce the share capital by calling in these own stock without the need of any further resolution to be adopted by the General Meeting
12. Resolution on the amendment of the Articles of Association by insertion of a new section 17 "Virtual General Meeting"

II. DOCUMENTS FOR THE GENERAL MEETING (section 106 no. 4 AktG)

In particular, the following documents will be accessible on the Company's website ams-osram.com/de/about-us/investor-relations/general-meeting as of **June 2, 2023** at the latest:

- Annual accounts with the report of the Management Board,
- Corporate Governance-Report,
- Annual group accounts with the annual group report,
- Remuneration Policy,
- Remuneration Report,
- Report of the Supervisory Board,
 - each of the above for the business year 2022;
- Declaration of the candidates for election to the Supervisory Board to agenda item 7 in accordance with section 87 para 2 AktG, including curricula vitae;
- Report of the Management Board in accordance with sections 174 para 4 in connection with 153 para 4 sentence 2 AktG to agenda items 9 and 10;
- Joint Report of the Management Board and the Supervisory Board pursuant to section 65 para 3 AktG to agenda item 11;
- Proposals of Resolutions to agenda items 2 to 12;
- Forms for granting a power of attorney;
- Form for revoking a power of attorney;
- Complete text of this convocation.

III. RECORD DATE AND ATTENDANCE OF GENERAL MEETING

The right to attend the General Meeting and to exercise the voting right and the other shareholder rights, which are to be exercised in the General Meeting, depend on the shareholding as of **June 13, 2023**, 12:00 midnight, Vienna time (“Record Date”).

Only such persons who are shareholders on the Record Date and provide evidence thereof to the Company shall be entitled to participate in the General Meeting.

For evidence of share ownership on the Record Date, a deposit certificate pursuant to section 10a AktG is required, which refers to the Record Date and which must be received by the Company no later than **June 20, 2023**, 12:00 midnight, Vienna time, exclusively via one of the following communication channels and addresses:

- (i) for transmission of the deposit certificate in written form

By mail or by courier: **ams-OSRAM AG**
c/o HV-Veranstaltungsservice GmbH
Koeppel 60
A-8242 St. Lorenzen am Wechsel

Via SWIFT: GIBAATWGGMS
(Message Type MT598 and MT599; ISIN AT0000A18XM4 must
be included in the text)

- (ii) for transmission of the deposit certificate in text-form, sufficient according to
sec. 17 para 3 of the Articles of Association.

Via e-mail: anmeldung.ams-osram@hauptversammlung.at
(deposit certificates may only be submitted in PDF format)

Via fax: +43 (0)1 8900 500 50

The shareholders are requested to contact their custodian bank and to arrange for the issuance and delivery of a deposit certificate.

The Record Date has no effect on the saleability of the shares and has no significance for dividend entitlement.

Deposit certificate pursuant to section 10a AktG

The deposit certificate must be issued by a custodian bank, which has its seat in a member state of the European Economic Area or in a full member state of the OECD and must include the following information:

- Information on the issuer: (company) name and address or a code which is customary in the transactions between credit institutions (BIC- or SWIFT Code),
- Information on the shareholder: (company) name, address, date of birth of natural persons, if applicable register and register number of legal persons,
- Information on the shares: number of shares of the shareholder, ISIN AT0000A18XM4, (International Securities Identification Number)
- Deposit number and/or other designation,
- Date to which the deposit certificate relates.

Moreover, the deposit certificates of SIX SegalInterSettle AG, Olten, Switzerland are accepted.

The deposit certificate as proof of the shareholding for attending the General Meeting must relate to the Record Date (**June 13, 2023**, 12:00 midnight, Vienna time,) referred to above.

The deposit certificate is accepted in both German and English languages.

Proof of identity

ams-OSRAM AG reserves the right to establish the identity of persons appearing at the meeting. If it is not possible to establish identity, admission may be denied.

Shareholders and their proxies are therefore requested to have a valid official photo ID ready for identification at registration. If you come to the General Meeting as a proxy, please take the proxy with you in addition to your official photo ID. If the original of the proxy has already been sent to the company, you will facilitate access if you present a copy of the proxy.

IV. APPOINTMENT OF A VOTING PROXY AND CORRESPONDING PROCEDURE

Each shareholder who has proven his entitlement to attend the General Meeting pursuant to section III. above has the right to appoint a proxy, who attends the general meeting on behalf of the shareholder and has the same rights as the shareholder whom he represents.

A proxy must be granted to a certain person (a natural or legal person) in text format (§ 13 para 2 AktG), whereas several persons may be granted proxy. The granting of a proxy is possible both before and during the General Meeting.

We offer the following communication channels and addresses for the transmission of proxies:

By mail or by courier: ams-OSRAM AG
 c/o HV-Veranstaltungsservice GmbH
 Koeppel 60
 a-8242 St. Lorenzen am Wechsel

Via e-mail: anmeldung.ams-osram@hauptversammlung.at
(deposit certificates may only be submitted in PDF format)

Via SWIFT: GIBAATWGGMS
(Message Type MT598 and MT599; ISIN AT0000A18XM4 must be included in the text)

Via fax: +43 (0)1 8900 500 50

On the day of the general meeting only:

In person: at the registration for the general assembly at the venue.

Proxies must be received at one of the aforementioned addresses no later than **June 21, 2023**, 4:00 p.m., Vienna time, unless they are handed over on the day of the General Meeting when registering for the General Meeting.

A proxy form and a form for revoking the proxy are available on the company's website at ams-osram.com/de/about-us/investor-relations/general-meeting from June 2, 2023 at the latest. In the interest of smooth processing, we ask that you always use the forms provided.

Details on the power of attorney, particularly on text form and content of the power of attorney, can be derived from the forms provided to the shareholders.

If the shareholder has granted proxy to his custodian bank (section 10a AktG), it shall be sufficient if, in addition to the deposit certificate, the custodian bank issues a declaration in the manner provided for its transmission to the company that it has been granted proxy.

Shareholders may exercise their rights at the General Meeting in person even after granting a proxy. Appearance in person shall be deemed revocation of a previously granted proxy.

The aforementioned provisions on the granting of proxy shall apply accordingly to the revocation of proxy.

Independent Proxy

As a special service to shareholders, an independent proxy shall be available for voting subject to directives in the general meeting, this being Walter Pisk, notary public, Raubergasse 20, 8010 Graz,

Austria, e-mail: pisk.ams-osram@hauptversammlung.at; a special proxy form is available on the website of the Company under ams-osram.com/de/about-us/investor-relations/general-meeting.

V. NOTICE REGARDING THE RIGHTS OF THE SHAREHOLDERS PURSUANT TO SECTION 109, 110, 118 AND 119 AKTG

1. Additions to the agenda by shareholders (section 109 AktG)

Shareholders, whose shares individually or jointly represent **5 % of the share capital** and who have held these shares for at least three months prior to filing, may request in writing that **additional items** are placed **on the agenda** of this General Meeting and made public, if such a request in written form is received by the Company exclusively at the address ams-OSRAM AG, Tobelbader Strasse 30, A-8141 Premstaetten, c/o Franz Fazekas, Vice President & Head of Legal Global, or via SWIFT GIBAATWGGMS (Message Type MT598 and MT599; please implicitly indicate ISIN AT0000A18XM4 in the text), or by e-mail agm@ams-osram.com on **June 2, 2023**, 12:00 midnight, Vienna time, at the latest. "Written form" means (i) personal signature or company signature by each requestor, (ii) via e-mail with qualified electronic signature, or (iii) submitted in text form via an international, specially secured communication network of credit institutions, as long as its participants can be clearly identified (e.g. SWIFT).

Each item requested in this manner must include a resolution proposal and the reasons thereto. The agenda item and the resolution proposal, but not the reasons thereto, have to be drawn in German language. To prove the shareholder status, a deposit certificate pursuant to section 10a AktG shall be sufficient for bearer shares kept in deposit, in which it is confirmed that the requesting shareholders have consecutively been shareholders for at least three months prior to filing of such request; such certificate must not be older than seven days upon presentation to the Company. Several individual deposit certificates, which only jointly reach the required shareholding of 5%, have to refer to the same point in time (date and time) in each case.

With regard to further requirements of a deposit certificate, please refer to the provisions on the right to attend (section III of this convocation) above.

2. Resolution proposal of shareholders to items on the agenda (section 110 AktG)

Shareholders, whose shares jointly represent **1% of the share capital**, may submit **proposals for the passing of resolutions** including justifications on each item on the agenda in text form within the meaning of section 13 para 2 AktG, and may request that these proposals including justifications and corresponding statements of the Management Board or the Supervisory Board thereto, if any, are made available on the website of the Company, if this request is received in text form within the meaning of section 13 para 2 AktG by the Company at the latest on **June 14, 2023**, 12:00 midnight, Vienna time, either at ams-OSRAM AG, A-8141 Premstaetten, Tobelbader Strasse 30, c/o Franz Fazekas, Vice President & Head of Legal Global, or by e-mail agm@ams-osram.com, whereas the request in text form within the meaning of section 13 para 2 AktG, such as a PDF file must be attached to the e-mail. A declaration in text form within the meaning of section 13 para 2 AktG means that such declaration has to be submitted in document form or an alternative form that enables the permanent reproduction of the characters, has to name the declaring person and the end of such declaration has to be indicated by facsimile of the signature of the declaring or person or otherwise. The proposal but not the justification needs to be drawn up in German language.

The shareholder status must be evidenced by the submission of a deposit certificate pursuant to section 10a AktG, which at the time of presentation to the Company must not be older than seven days. Several individual deposit certificates, which only jointly reach the required shareholding of 1%, have to refer to the same point in time (date and time) in each case.

For elections to the Supervisory Board, it should be noted that proposals from shareholders pursuant to section 110 para 1 AktG for the election of Supervisory Board members together with the declarations pursuant to section 87 para 2 AktG for each proposed person must be received by the Company in text form no later than June 14, 2023 and must be made available by the Company on the Company's website (ams-osram.com/de/about-us/investor-relations/general-meeting) no later than on the second working day after receipt, otherwise the person in question may not be included in the vote.

3. Information pursuant to section 110 para 2 sentence 2 AktG

With regard to agenda item 7. "Election of members to the Supervisory Board" and potential election proposals by shareholders pursuant to section 110 AktG, the Company provides the following information:

According to § 8 para 1 of the Articles of Association of ams-OSRAM AG, the Supervisory Board consists of a minimum of three and a maximum of eight members elected by the General Meeting as well as the corresponding members delegated in accordance with delegated pursuant to section 110 of the Austrian Work Organisation Act ("**ArbVG**").

ams-OSRAM AG is subject to section 86 para 7 AktG.

It is communicated that a contradiction in accordance with section 86 para 9 AktG was neither raised by the Shareholder Representatives nor by the Employee Representatives, therefore, an overall fulfilment of the minimum proportion requirements pursuant to section 86 para 7 AktG is applicable.

The Supervisory Board of ams-OSRAM AG currently consists of eight members elected by the General Meeting (Shareholder Representatives) and four members delegated by the Works Council (Employee Representatives) pursuant to section 110 ArbVG. The Shareholder Representatives currently consist of four women and four men. The Employee Representatives currently consist of one woman and three men. Therefore, the Company fulfils the minimum quota pursuant to section 86 para 7 AktG.

The Supervisory Board mandates of Yen Yen Tan and Brian M. Krzanich will expire at the end of the upcoming Annual General Meeting.

Out of two members to be elected, at least one woman will have to be nominated in order to again comply with the minimum proportion requirements pursuant to section 86 para 7 AktG.

4. Information rights (section 118 AktG)

Each shareholder must – upon request – be informed in the General Meeting on the matters concerning the Company, to the extent that such information is necessary to appropriately assess an item on the agenda. This information right also covers the Company's legal relations to affiliated entities as well as the situation of the overall group and the companies consolidated in the group financial report.

The disclosure of information may be refused if, according to reasonable entrepreneurial assessment, it is likely to cause serious damage to the Company or an affiliated company or if disclosure of such information is punishable under applicable law.

The Chairperson of the General Meeting may impose reasonable time limits on shareholders' rights to speak and ask questions in accordance with § 19 para 2 of the Articles of Association of ams-OSRAM AG. The Chairperson may impose, particularly in the beginning but also during the General Meeting, general and individual restrictions on time allowed for speaking or asking questions.

Information requests must generally be made orally at the General Meeting; however, such requests can also be submitted in writing. Any questions that require longer preparation should, in the interest of an efficient session, be submitted in text form to the Management Board in due time prior to the general meeting. Questions may be submitted by e-mail to agm@ams-osram.com.

5. Applications at the General Meeting (section 119 AktG)

Each shareholder is - irrespective of a specific share ownership - entitled to make applications at the general meeting to each item on the agenda. If there are several applications relating to an item on the agenda, the Chairperson shall determine the order of voting in accordance with section 119 para 3 AktG. However, **a shareholder proposal on agenda item 7. "Election of members of the Supervisory Board"** requires the timely submission of a resolution proposal pursuant to section 110 AktG: Persons for election to the Supervisory Board may be proposed by shareholders, whose shares jointly represent 1% of the share capital. Such nominations must reach the Company no later than **June 14, 2023**, in the manner indicated above. Each election proposal must include the statement pursuant to section 87 para 2 AktG of the proposed person about their professional qualifications, their professional or comparable functions as well as all circumstances which could give rise to a suspicion of bias. Otherwise, the shareholder proposal for the election of a member of the Supervisory Board may not be taken into account during the vote. With regard to the information pursuant to section 110 para 2 sentence 2 AktG, reference is made to Point V. para 3 of the convocation notice.

6. Information for shareholders on data processing

ams-OSRAM AG processes personal data of shareholders (in particular those pursuant to section 10a para 2 Austrian Stock Corporation Act ("AktG"), i.e. name, address, date of birth, number of the securities account, number of shares of the shareholder, if applicable share class, number of the voting card, and, if applicable, name and date of birth of the authorized representative) in accordance with the applicable data protection laws, in particular the European General Data Protection Regulation ("GDPR") and the Austrian Data Protection Act, in order to enable the shareholders to exercise their rights at the General Meeting.

The processing of the personal data of shareholders is a mandatory requirement for the attendance and participation of shareholders and their representatives at the General Meeting. The legal basis for processing is Article 6 para 1 lit. (c) GDPR. ams-OSRAM AG is the responsible body for processing. ams-OSRAM AG makes use of several external service providers (such as for example public notaries, attorneys, banks, IT-providers, etc) for the purposes of holding the General Meeting. These service providers of ams-OSRAM AG will only receive certain personal data from ams-OSRAM AG which are necessary for the rendering of the commissioned service and will process the data exclusively pursuant to the instructions of ams-OSRAM AG. ams-OSRAM AG has concluded respective agreements under data protection laws with these service providers to the extent legally required.

Each shareholder has a right to information, rectification, limitation, opposition and cancellation at any time regarding the processing of personal data, as well as a right to data transfer according to Chapter III of the General Data Protection Regulation.

If a shareholder attends the General Meeting, all present shareholders or their representatives, the members of the Management Board and the Supervisory Board, the notary public and all other persons with a statutory right to attend the General Meeting are entitled to inspect the legally required attendance list (section 117 AktG) and, therefore, able to see the personal data contained in such list (inter alia name, residence, shareholding). Moreover, ams-OSRAM AG is required by statutory law to submit personal data of shareholders (in particular the list of attendees) as part of the notarial protocol to the company register (section 120 AktG).

The data of shareholders, which are no longer required for the purposes they were originally collected and stored, will be anonymized and erased, subject to adherence to statutory retention provisions. Such statutory retention provisions are particularly resulting from commercial law, stock corporation law, takeover law, tax law as well as from anti-money laundering laws. If legal claims are asserted by shareholders against ams-OSRAM AG or by ams-OSRAM AG against shareholders, the stored personal data serves the purpose of clarifying and enforcing such claims. In the context of legal proceedings involving civil lawsuits, this may lead to storage of personal data during the statute of limitations period plus the duration of such legal proceedings until their finally binding conclusion.

Shareholders are at all times entitled to exercise any of the rights of access, rectification, restriction, objection and erasure with regard to the processing their personal data as well as to exercise their right to data portability in accordance with chapter III GDPR.

Shareholders can assert these rights free of charge to ams-OSRAM AG via the following contact details:

ams-OSRAM AG

Data Protection Officer

Tobelbader Straße 30

8141 Premstaetten

E-Mail: dataprotection@ams-osram.com

In addition, the shareholders have the right of appeal to the data protection supervisory authorities for data protection pursuant to Article 77 GDPR. Further information on data protection is accessible on the Company's website ams-osram.com/privacy-policy.

VI. Further Details and Information

Total of Shares and Voting Rights

On the date of convocation of the General Meeting, the share capital of the Company amounts to EUR 274,289,280.00 and is divided into 274,289,280 no-par value bearer shares. Each share is granting one vote. On April 30, 2023, the Company held 12,943,236 treasury shares, whereby the Company is not entitled to any rights arising from these own shares. Therefore, total number of voting rights amounted to 261,46,044 voting rights on April 30, 2023. Any change in the number of own shares and therefore of the total number of voting rights until the General Meeting will be communicated in the General Meeting. There is only one class of shares.

Premstaetten, May 2023

The Management Board