NON-BINDING CONVENIENCE TRANSLATION

Report of the Management Board and the Supervisory Board

of

ams-OSRAM AG

Premstätten, FN 34109 k,

on the

Authorization of the Managing Board to acquire treasury shares, excluding shareholders' rights to offer shares, and to sell treasury shares excluding shareholders' subscription rights

pursuant to sections 65 para 1b in connection with 170 para 2 in connection with 153 para 4 sentences 2 and 3 in connection with 159 para 2 item 3 of the Austrian Stock Corporation Act (AktG)

(Item 11 - Acquisition and sale of treasury shares)

By resolution of June 2, 2021, the Ordinary General Meeting of ams-OSRAM AG, with its registered office in Premstätten and its business address at 8141 Premstätten, Schloss Premstätten, Tobelbader Strasse 30, registered in the commercial register of the Provincial Court for Civil Matters in Graz under FN 34109 k (the "**Company**"), authorized the Managing Board to acquire to acquire own no-par value bearer shares for a period of 30 months from the date of the resolution by the Annual General Meeting at a minimum consideration of CHF 1.00 per share and a maximum consideration per share which may not exceed the average, unweighted stock exchange closing price of the previous 10 trading days by more than 30%, either on or off the stock exchange.

This authorization expires on December 1, 2023.

The Management Board and Supervisory Board therefore propose that the Annual General Meeting - revoking the most recently granted authorization of the Management Board pursuant to the Annual General Meeting resolution of June 2, 2021 on agenda item 13 to the extent not yet utilized - resolve the following:

"The General Meeting authorizes the Managing Board pursuant to section 65 para 1, 4 and 8 AktG to acquire no-par value bearer shares in ams-OSRAM AG, whereby the proportion of the respective share capital represented by the treasury shares to be acquired pursuant to this authorization and by the treasury shares already acquired and still held by ams-OSRAM AG shall be limited to 10%. The authorization is valid for a period of 30 months

from the date of this resolution, i.e., until December 22, 2025. The consideration (purchase price) per no-par value share to be acquired may not fall below the amount of CHF 1.00 and may not exceed the average, unweighted stock exchange closing price of the preceding ten trading days by more than 30%. The acquisition of treasury shares may be effected on or off the stock exchange, i.e. also excluding the right to sell on a pro rata basis, which may be associated with such an acquisition (reverse exclusion of subscription rights).

The Annual General Meeting further authorizes the Management Board to:

a. *to use treasury shares to service stock options and other employee participation programs of employees of employees, officers and members of the Management Board of the Company or of an affiliated company;*
b. *to use treasury shares to service convertible bonds;*
c. *to use treasury shares as consideration for the acquisition of companies, businesses, parts of businesses or shares in one or more companies in Germany or abroad;*
d. *to reduce the share capital of the Company by redeeming its own no-par-value bearer shares in accordance with section 65 para 1 AktG without any further resolution of the Annual General Meeting and with the approval of the Supervisory Board, whereby the Supervisory Board is authorized to adopt amendments to the Articles of Association resulting from the redemption of shares; and*
e. *for a period of five years, namely until June 22, 2028, to sell treasury shares in accordance with section 65 para 1b AktG at any time via the stock exchange or by means of a public offer or in any other legally permissible manner, including over-the-counter, whereby the Management Board may also decide on the exclusion of the general purchase option."*

With regard to the authorization contained in this motion to exclude the statutory subscription right of shareholders in the event of both the acquisition and the sale of treasury shares (reverse exclusion of subscription rights), the Management Board and the Supervisory Board of the Company submit the following report to the Annual General Meeting of the Company to be held on June 23, 2023 ("**Annual General Meeting**") pursuant to sections 65 para 1b in conjunction with 170 para 2 in conjunction with 153 para 4 sentences 2 and 3 in conjunction with 159 para 2 no. 3 AktG:

1. Authorization for off-market sale and exclusion of shareholders' repurchase rights (subscription rights)

1.1. Company interest

Pursuant to section 65 para 1b in conjunction with section 47a AktG, equal treatment of all shareholders of the Company must be ensured when acquiring and selling treasury shares. The obligation to treat shareholders equally shall in any case be satisfied by an acquisition or sale via the stock exchange or by means of a public offer. In addition, the Management Board is to be authorized by the Annual General Meeting to dispose of treasury shares in a way other than via the stock exchange or by means of a public offer, so that - if the legal requirements and the requirements set out in this report are met - the right of shareholders to acquire these treasury shares could be excluded. The possible exclusion of shareholders' repurchase rights (subscription rights) when selling treasury shares is in the interests of the Company for the following reasons:

1.1.1. Use of treasury shares to service employee stock option plans

The intention is to create the possibility of being able to service existing employee stock ownership plans from treasury shares and to set up further employee stock ownership plans and/or performance stock unit plans for selected employees, executives and members of the Management Board of the Company and of affiliated companies of the Company, and to also make treasury shares available for their implementation or for their servicing, excluding shareholders' subscription rights.

The priority issuance of shares to selected employees, executives and members of the Management Board of the Company as well as of affiliated companies of the Company shall in any case constitute an objective reason for the exclusion of the subscription right pursuant to section 153 para 5 AktG.

1.1.2. Use of treasury shares to service convertible bonds

The Company has currently issued the following convertible bonds (the "**Convertible Bonds**"):

a) a zero-coupon convertible bond in the current amount of EUR 447,400,000.00 with a seven-year term (until March 5, 2025) and a denomination of EUR 200,000.00 per bond (ISIN: DE000A19W2L5);
b) a 2.125% convertible bond in the amount of EUR 760,000,000.00 with a seven-year term (until November 3, 2027) and a denomination of EUR 100,000.00 per bond (ISIN: DE000A283WZ3).

If the Management Board issues further convertible bonds and the holders of the convertible bonds exercise their conversion rights to shares in the Company, the convertible bonds shall entitle them to subscribe for shares in the Company.

The shares of the Company required in the event of conversion of the convertible bonds will be created at the discretion of the Company from authorized or conditional capital, or existing shares will be used to service the conversion rights.
The option to fulfill the obligation to issue shares either with authorized or conditional capital or with treasury shares is intended to ensure the necessary flexibility of the Management Board.

Any holders of convertible bonds entitled to subscribe for shares are in fact not "in the same position" as the shareholders of the Company, so that equal treatment of the shareholders with the holders of convertible bonds entitled to subscribe appears neither economically nor legally appropriate or necessary. In fact, the different treatment of existing shareholders and holders of convertible bonds is merely a consequence of the subscription right to shares in the Company associated with convertible bonds.

The use of treasury shares for issuance to creditors of convertible bonds who have exercised a conversion or subscription right granted to them for shares in the Company and the indirect exclusion of shareholders' subscription rights associated therewith would therefore be justified in the opinion of the Management Board and the Supervisory Board.

1.1.3. Use of treasury shares as acquisition currency

As part of its acquisition policy, the Management Board regularly conducts negotiations on the acquisition of shareholdings and strategic investments. Practice shows that owners of acquisition objects attractive to the Company (shareholdings, companies, businesses, etc.) often demand a shareholding in the Company in return for the transfer of the acquisition objects, or propose a share swap or exchange of shareholdings. Furthermore, market opportunities may also arise for the Company in such a way that investors seek to acquire a strategic interest in the Company. The Company can benefit from such strategic investments of new investors primarily in that - in addition to strengthening the equity base - strategic investors increase the market opportunities of the Company, for example through the transfer of know-how and new technologies or the opening of new markets, or open up new business areas and business opportunities for the Company.

The authorization to sell treasury shares in a way other than via the stock exchange or by means of a public offer excluding shareholders' subscription rights enables the Management Board to use the proceeds of such sales to finance acquisition projects or to offer shares in the Company directly as consideration to owners of suitable acquisition targets willing to sell, in each case excluding subscription rights. This flexibility requires, among other things, that the sale can be carried out quickly (and thus possibly also with the exclusion of subscription rights and the elimination of the associated subscription period) or that the shares can possibly also be allocated exclusively to owners of acquisition objects who are willing to sell or also to strategic investors. In such cases, the shareholders' statutory subscription rights must therefore be excluded so that the Management Board can make optimum use of all market opportunities available to it for the Company.

The interests of the Company and the shareholders are safeguarded in particular by the fact that the Management Board is bound by the prior approval of the Supervisory Board both when carrying out the repurchase of treasury shares and in the event of a subsequent sale of treasury shares - irrespective of whether this takes place on the stock exchange or by means of a public offer or in any other way and including the determination of the terms of sale.

1.2. The exclusion of the right to tender is appropriate, necessary and proportionate

If the conditions described in this report are met, the exclusion of subscription rights indirectly effected by the sale of treasury shares is, in the opinion of the Management Board and the Supervisory Board, also suitable and necessary for the stated purposes in the interest of the Company.

The consideration for the sale or use of treasury shares to the exclusion of shareholders' purchase rights is determined depending on market conditions on the basis of (average) share prices and the price level of the shares. If the price is determined on the basis of calculation and pricing methods customary in the market, shareholders will in most cases suffer no disadvantage, or in any case no disproportionate disadvantage, as a result of quota dilution.

The shareholders of the Company are free to purchase shares on the stock exchange to the extent of the usual trading volumes, so that as a rule it should be possible for the shareholders to prevent a dilution of their shareholding even in the case of off-market use or sale of treasury shares by the Company to the exclusion of the shareholders' purchase rights. It should also be noted that, provided that the selling price for the treasury shares is appropriate, the sale and use of treasury shares does not in principle entail any risk of dilution of the shareholders - comparable, for example, with a capital increase. Although the sale of treasury shares also changes the participation quota of the shareholder, this only restores the quota which existed prior to the repurchase of the treasury shares by the Company and which has temporarily changed in favor of the shareholders due to the restrictions on the rights of the Company arising from treasury shares (section 65 para 5 AktG).

If the exclusion of the purchase option were to result in disadvantages for the existing shareholders, these would be kept within narrow limits in view of the statutory maximum limit of 10% of the share capital for treasury shares held by the Company.

When using treasury shares to service conversion and/or subscription rights under
convertible bonds or to service conversion and/or subscription rights arising from convertible bonds convertible bonds, the above reasons apply mutatis mutandis: By setting an appropriate price when issuing the convertible bonds, a dilution of the shares of the existing shareholders can generally be avoided. If conversion and/or subscription rights from convertible bonds are serviced with treasury shares instead of by issuing new shares from conditional capital, dilution effects can even be reduced.

The use of treasury shares as consideration for an acquisition also requires the exclusion of shareholders' purchase rights, as the assets to be acquired in their composition (such as companies, parts of companies, interests in companies or other assets) cannot usually be provided by all shareholders.

When weighing the interests of the Company in such an optimized utilization of treasury shares and/or financing of the Company on the one hand and the interest of the existing shareholders in maintaining their quota participation on the other hand, the authorization to sell treasury shares under exclusion of shareholders' subscription rights is not disproportionate.

The Management Board will only use the authorization to sell treasury shares with exclusion of subscription rights if the conditions described and all legal requirements are met. The issue price for the shares will be determined by the Management Board taking full account of the interests of the Company and the shareholders. The resolution on the method of selling treasury shares in any other legally permissible way than via the stock exchange or a public offer, including off-market, requires the approval of the Supervisory Board.

2. Authorization to retire treasury shares

The Management Board shall be authorized to retire acquired treasury shares without any further resolution by the Annual General Meeting with the approval of the Supervisory Board. In addition, the Supervisory Board is to be authorized to resolve amendments to the Articles of Association resulting from such retirement. For the Company and its shareholders, the retirement of treasury shares may have balance sheet advantages in particular because reserves must also be formed for treasury shares. Should the treasury shares, once permissibly acquired, no longer be required and should there be no better possible use than their retirement, the authorization of the Management Board to retire the treasury shares and the authorization of the Supervisory Board to resolve on corresponding amendments to the Articles of Association in the event of actual retirement are suitable means of avoiding the time-consuming and cost-intensive holding of a further Annual General Meeting which would have to resolve on these measures.

The Management Board will only use the authorization to retire treasury shares once they have been acquired if the outlined requirements as well as all legal requirements are met. The Management Board will also comply with the publication and announcement requirements under the Austrian Stock Corporation Act and applicable stock exchange laws when retiring treasury shares. The same applies to the resolution to amend the Articles of Association of the Company accordingly.

Premstaetten,

The Management Board / The Supervisory Board