

**ams-OSRAM AG
Premstaetten, reg.no. 34109k**

**Proposals of the Management Board for the
Extraordinary General Meeting
October 20, 2023**

- 1. Resolution on the ordinary increase of the share capital of the Company by issuing new no-par value bearer shares pursuant to sections 149 et seq Austrian Stock Corporation Act (AktG) against cash contribution and protecting the shareholders' statutory subscription rights (indirect subscription right pursuant to section 153 para 6 AktG) and authorization of the Supervisory Board to amend the Articles of Association in § 3 accordingly**

ams-OSRAM AG updated its corporate strategy in summer 2023 to focus more strongly on profitable and structurally growing market segments. The Company now focuses on profitable component businesses with smart sensors and emitters in the automotive, industrial, and medical technology markets as well as on selected, highly differentiated projects in the consumer business. Significant upfront investments are required in 2023 and 2024 in-line with plans, in particular in connection with the ramp-up of new LED technologies. In addition, ams-OSRAM AG has issued various debt financial instruments for which partial or full refinancing is planned over the next few years. The majority of these instruments will mature in 2025. In line with the Company's prudent financial policy, ams OSRAM presented a holistic financing concept on September 27, 2023, which provides for a combination of various financing measures.

In a first step, as part of phase 1 of the announced refinancing concept, it is planned to strengthen the Company's equity position on its balance sheet before the end of 2023. This strengthening is to be achieved by issuing new shares as part of an ordinary capital increase in accordance with section 149 et seq. of the Austrian Stock Corporation Act (AktG). The resolution proposed herein for the Extraordinary General Meeting of the Company on October 20, 2023, is intended to create the necessary conditions for this.

Therefore, the Management Board of the Company proposes that the General Meeting shall adopt a resolution on the ordinary capital increase with shareholders' subscription rights. It is

intended to raise total gross issue proceeds of EUR 800,000,000.00 (the "Target Proceeds") from the issuance of the new shares in a discounted rights offering.

The proposed resolution provides for an "up to capital increase" to the extent that the target proceeds would be achieved even if the subscription and offer price -corresponded to the (minimum-) issue price of EUR 1.00 per new share. However, it can be assumed that the subscription and offer price, which according to the present proposed resolution will be determined by the Management Board of the Company immediately before the beginning of the subscription period, taking into account the then prevailing market conditions as well as the financing interest of the Company in achieving the Target Proceeds (therefore also at a significant discount to the stock exchange price), will in fact be significantly higher than the amount of EUR 1.00. The subscription and offer price will be determined by the Management Board of the Company immediately before the beginning of the subscription period, taking into account the then prevailing market conditions as well as the financing interest of the Company in achieving the Target Proceeds (therefore also at a significant discount to the stock exchange price). Accordingly, it is to be expected that the number of new shares to be issued will be significantly lower than the up to 800,000,000 possible shares, because the Target Proceeds can also be achieved by issuing a lower number of new shares at a corresponding subscription and offer price. The size of the capital increase in question is calculated by dividing the actual proceeds by the subscription and offer price.

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

"The share capital of the Company shall be increased by up to EUR 800,000,000.00 to up to EUR 1,074,289,280.00 by issuing up to 800,000,000 new no-par-value bearer shares (ordinary shares), each representing a pro-rata amount of the share capital of EUR 1.00 (one euro), which carry the same dividend rights as the outstanding shares of the Company, in return for cash contributions, while materially observing of the shareholders' subscription rights (indirect subscription right pursuant to section 153 para 6 AktG).

The issue price per new share is set at EUR 1.00 (the "Issue Price"). This corresponds to each new share's calculated notional share in the share capital and thus the statutory minimum issue price of 100% of the pro-rata amount in the share capital. The Issue Price shall be paid in full and in cash and such payment must be made immediately after subscription (nominal subscription).

One or more credit institution(s) within the meaning of section 153 para 6 AktG will be admitted to subscribing for the new shares against payment of the Issue Price of EUR 1.00 per new share (nominal subscription), while materially observing the shareholders' subscription rights pursuant to section 153 para 6 AktG (indirect subscription right).

Such credit institutions' authorisation will be subject to them being under the obligation to (i) offer the new shares subscribed by them pursuant to section 153 para 6 AktG to shareholders entitled to subscribe for new shares and holders of subscription rights, (ii) offer new shares not subscribed for by shareholders entitled to subscribe for new shares or holders of subscription rights to interested investors for acquisition against payment of the subscription and offer price, as well as (iii) pay to the Company such amount exceeding the Issue Price that results from the subscription offer and the placement of the new shares at the subscription and offer price after deduction of all costs and fees.

Prior to the commencement of the subscription and offer period, the Management Board shall determine and publish both the commencement of the subscription period in which shareholders of the Company may subscribe for the new shares, and the commencement and the duration of the offer period in which the Company may offer new shares for which the subscription right has not been exercised to potential investors by way of a public offer and/or a private placement. The subscription period will be two weeks (section 153 para 1 AktG).

The Management Board is authorised to determine prior to the commencement of the rights offering the details of implementing the capital increase including the placement of any new shares not subscribed for.

The amount of gross proceeds from the placement of new shares shall be EUR 800,000,000.00 (the "Target Proceeds").

The subscription and offer price and the number of new shares offered to shareholders as part of the capital increase will be determined by the management board immediately prior to the start of the subscription period, taking into account the then prevailing market conditions as well as the financing interest of the company in achieving the Target Proceeds (therefore also at a substantial discount to the stock market price). The final volume of this capital increase is thus calculated by dividing the Target Revenue by the fixed subscription and offer price.

The Management Board shall ensure that the new shares are offered to shareholders in as smooth a subscription ratio as possible and ensure that for shareholders entitled to subscribe who hold a number of existing shares that does not entitle them to subscribe to a full number of new shares, a purchase and sale of subscription rights is organized by the banks accompanying the capital increase or a subscription rights trade is carried out so that shareholders can sell their subscription rights or, if necessary, increase them to the number required to subscribe to a full additional share. Subscription rights that are not exercised expire worthless after expiry of the subscription period.

The capital increase must be implemented within a period of six months following the adoption of the resolution by the General Meeting and expiry of the contestation period.

The Supervisory Board is authorised pursuant to section 145 AktG to resolve on any amendments to § 3 “Share Capital and Shares” of the articles of association resulting from shares being issued in the ordinary capital increase pursuant to this agenda item.”

2. Election of one person to the Supervisory Board

For this agenda item, only the Supervisory Board submits a proposal for resolution.

Premstaetten, September 27, 2023

The Management Board

Aldo Kamper

Rainer Irlé

Dr. Thomas Stockmeier

Mark Hamersma