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I. Overview

Based on the general principles set out in the remuneration policy, the remuneration report summarizes the principles used to determine the remuneration of the members of the Management Board for the 2024 financial year and explains the structure and amount of the remuneration of the members of the Supervisory Board. In addition, the remuneration for each member of the Management Board and Supervisory Board for the 2024 financial year is presented individually.

Key points in the reporting year

- The current remuneration system of ams-OSRAM AG, including the remuneration policy adopted at the Annual General Meeting on June 23, 2023, is based on strengthening the “pay-for-performance” principle and focuses in particular on a long-term orientation of the Long Term Incentive Plan (LTIP) and a sustainable increase in the value of the company in the interests of the shareholders.
- The contracts and remuneration of the members of the Management Board of ams-OSRAM AG active in the 2024 financial year are in line with this remuneration system. In previous financial years, members of the Management Board were still active whose contractual conditions were based on older remuneration systems.
- In dialog with shareholders, no additional comments on the further revision of the remuneration system or the remuneration policy have been made to date.
- Total expenditure for the Management Board decreased by 36% to EUR 6.3 million in the reporting period compared to 2023 (2023: EUR 9.8 million)
- The calculated target achievement for short-term variable remuneration amounted to 84% in the reporting year. After the microLED project was canceled by a key customer, high expenses were incurred in the course of the strategy adjustment, some of which did not affect the bonus-relevant key figures. Unforeseeable, positive one-off effects such as advance payments or cost assumptions (NREs) from customers were also significant for target achievement. In order to take this into account and due to the generally difficult business and market development, the Management Board voluntarily waived the portion that exceeds a target achievement of 65%.
- The awards granted under the 2023 LTIP were adjusted accordingly (pro rata) in 2024 as part of the 10:1 reverse stock split.
- Prior to this measure, 3,100,766 new long-term awards were granted to the Management Board in the reporting year under LTIP 2023. The number was adjusted in

the same ratio in line with the share allocation and amounted to 310,077 as at the reporting date.

- Due to the unsatisfactory performance of the share price in the reporting period, the value of the share-based remuneration granted to the Management Board in the 2023 and 2024 financial years under the LTIP 2023 has fallen sharply as at the balance sheet date (residual value averaging only around 21% of the value at the time of the respective grant). The performance of the long-term instruments granted, which is linked to the company’s success, is therefore in line with the pay-for-performance principle.

Key business developments in the reporting period

ams OSRAM successfully managed the ramp-up of new products in the semiconductor business in 2024, both for applications in consumer end devices and in the automotive sector. At the same time, non-core businesses that were loss-making were removed from the portfolio as part of the strategic and efficiency program ‘Re-establish the Base’. The positive effects of these measures were overshadowed by economic developments in key sales markets over the course of the year. In automotive applications, the most important business for ams OSRAM, the company recorded good demand in the first six months of 2024. In the second half of the year, the significant economic slowdown led to a year-on-year decline in sales. Demand for industrial and medical technology products remained weak due to ongoing inventory adjustments. One exception was professional lighting technology and products for growing plants in greenhouses, which performed well.

The business with traditional halogen lamps for automotive applications recorded a typical annual trend. Business with lamps for special applications, particularly in the industrial sector, remained subdued, in line with the overall economic trend and particularly in view of the weakening semiconductor cycle.

Group sales fell by 5% to EUR 3,428 million in 2024 compared to EUR 3,590 million in 2023.

This was due to portfolio effects from divestitures in the L&S segment and the planned decline in the areas in the semiconductor segment CSA that are no longer

part of the core business. Sales in the remaining core semiconductor portfolio were increased.

Adjusted EBITDA (adjusted earnings before interest, taxes, depreciation and amortization, M&A-related expenses, transformation costs including expenses for the microLED adjustment, expenses for share-based payments and the result from investments in associates (i.e. excluding non-operating special effects)) decreased slightly year-on-year from EUR 604 million to EUR 575 million in 2024.

Adjusted EBIT (adjusted earnings before interest, taxes and M&A-related expenses, transformation costs including expenses for the microLED adjustment, expenses for share-based payments, and earnings from investments in associates (i.e. excluding non-operating special effects) increased slightly by EUR 8 million to EUR 241 million compared to the previous year.

EBIT reported in accordance with IFRS improved from EUR -1,430 million to EUR -547 million. Expenses of EUR 576 million due to the adjustment of the microLED strategy were the main reason for the continued negative result.

Net debt increased slightly compared to the previous year.

The total shareholder return (TSR) amounted to -71.85% in 2024, which is mainly due to the decline in the share price. The fall in the share price primarily reflects investors’ concerns about the industry-specific environment and the company’s low short-term profitability.

II. Principles and objectives

The remuneration of the members of the Management Board and the Supervisory Board of ams-OSRAM AG is based on the new remuneration policy for the Management Board for the period 2023 - 2027, which was adopted by the Annual General Meeting of the company on June 23, 2023. The remuneration of the members of the Supervisory Board of amsOSRAM AG continues to be based on the remuneration policy adopted by the Annual General Meeting of the company on June 2, 2021.

The Management Board contracts with the Management Board members Aldo Kamper and Rainer Irle were structured in accordance with the basic principles of the new remuneration policy.

The remuneration report for the financial year 2024 is based on the requirements of Section 78c of the Austrian Stock Corporation Law, respective rules of the Swiss stock exchange (SIX Swiss Exchange), and additional best practice standards for the disclosure of remuneration. It also continues the adjustments to remuneration reporting introduced by the Annual General Meeting of the company on June 23, 2023, and incorporates recent developments, including the development of Management Board remuneration over several years. Additional graphics are intended to make the report easier to understand.

The remuneration policy for the Management Board approved by the Annual General Meeting on June 23, 2023, has significantly enhanced the previous Management Board remuneration system and adapted it to current requirements. The long-term share-based compensation plan introduced in 2023 (LTIP 2023) ensures that all LTI instruments for the Management Board are linked to the achievement of predefined performance criteria and are therefore fully performance-related (performance stock units, PSUs). At the same time, the overachievement of long-term targets was incentivized more strongly to create additional performance incentives (ranging between 0 and 150% of the target amount). The vesting period of the PSUs is four years (three-year performance period and one-year waiting period). An ESG target as a fixed component of the LTIP also ensures that the company-wide ESG strategy is closely linked to the long-term incentive targets. The remuneration system also provides for a broader possibility of reclaiming Management Board remuneration by means of claw-back clauses. Further details can be found directly in the remuneration policy for the Management Board, which is available on the company's website. The Supervisory Board decides on the remuneration system for the Management Board by defining the respective remuneration policy, which is submitted to the

Annual General Meeting of ams-OSRAM AG for approval. The remuneration policy is intended to ensure that the total remuneration of the members of the Management Board is commensurate with the company's performance and the level of remuneration customary in comparable positions in the global semiconductor and technology industry and supports the company's business strategy and long-term development. The Supervisory Board has established a Remuneration Committee to prepare remuneration-related decisions, which includes the Chairwoman of the Supervisory Board, her deputy and up to one other member of the Supervisory Board. This committee is responsible for passing resolutions on the conclusion, amendment and termination of employment contracts with the members of the Management Board and, in particular, for determining their remuneration. As part of this responsibility, the committee regularly reviews the appropriateness of Management Board remuneration and the remuneration system in general, considering legal requirements and the development of corporate governance standards as well as investors' expectations regarding Management Board remuneration. An external independent consultant regularly supports the committee. Based on this evaluation, the committee recommends adjustments to the Management Board remuneration system or policy. It also sets the targets for the annual variable remuneration at the beginning of each financial year and determines target achievement at the end of the respective period.

In addition, the Supervisory Board has established a Long-Term Incentive Plan Committee (LTIP Committee), which is responsible for preparing the general policy and parameters of the long-term incentive plans for final decisions by the Supervisory Board and the Annual General Meeting, to the extent required by law. The long-term incentive plans are intended to increase the value of the company in the interests of shareholders and are therefore generally based on share-based compensation. Furthermore, (i) the LTIP Committee periodically commissions an external expert to review the general market conditions, (ii) the LTIP Committee advises on changes to the LTIP, and (iii) the LTIP Committee decides, reviews, amends, and approves the Management Board's proposal to grant long-term incentives to senior managers and employees of the company.

When designing the remuneration system and determining the remuneration of the Management Board, the Supervisory Board is guided in particular by the following principles (as set out in the remuneration policy):

- **Supporting the strategic development of ams OSRAM:** The primary objective of Management Board remuneration at ams OSRAM is to promote the business strategy and long-term development of the company in the interests of shareholders. The remuneration reflects the further development of the ams OSRAM Group by setting ambitious targets for the Management Board and adapting them to the current business situation and the dynamic requirements of the business environment. The ams OSRAM Group aims to achieve a leading market position through innovative solutions in the fields of sensor technology and lighting and to create long-term value for customers and investors. To achieve this leading position, ams OSRAM invests extensively in forward-looking innovations and continuous transformation. At the same time, it is important that the interests of shareholders in a sustainable increase in the value of the company are always considered in the business strategy. As part of our remuneration policy, we therefore ensure that long-term and strategic decisions are appropriately incentivized.
- **Considering the overall situation of the company:** The Supervisory Board considers the economic situation as well as the success and future prospects of the company when deciding on structure and level of remuneration.
- **Offering competitive conditions for managers:** As ams OSRAM operates in a highly competitive environment, executive compensation should be attractive compared to competitors' offers and thus provide an incentive for the best-qualified executives from around the world to join the company and contribute to its long-term success.
- **Reflecting different experiences, skills, and responsibilities of the Management Board members:** The remuneration of the Management Board members reflects the responsibility as legal representatives of ams OSRAM and the scope of activities of the respective member as determined by the functional assignment. In addition, relevant professional experience and qualification profile are taken into account to a significant extent.

- **Linking remuneration strictly to performance:** To ensure a clear focus on performance, remuneration is focused on variable elements for which performance targets are set at the beginning of each financial year and cannot be changed later. The base salaries of the members of the Management Board are moderate, i.e. on average below those of comparable companies in the peer group defined below, and additional benefits such as retirement benefits are not granted. The remuneration system for the Management Board therefore places a strong emphasis on both the (financial) long-term performance and the sustainable strategic development of the company.
- **Considering peer group companies, comparing vertical remuneration, and obtaining expert advice:** When regularly reviewing whether remuneration is at a competitive level, the Remuneration Committee looks at the structure and level of remuneration in peer companies. In order to define the relevant peer group, an independent expert analyzed the data of the most important competitors in the relevant markets for semiconductors and optical components and also took into account revenue, the number of employees, market capitalization, the company's registered office in Austria and the listing of the shares of ams-OSRAM AG in Switzerland. In addition, the peer groups used by proxy advisors, where available, were used as a guide. In addition, a peer group was defined for the purposes of the relative share price performance of ams-OSRAM AG compared to the competition (measurement of total shareholder return/TSR as a component of long-term share-based remuneration, see IV.3 below). In 2024, the resulting peer group consisted of the following companies unchanged from the previous year:
 - Analog Devices Inc.
 - Elmos Semiconductor SE
 - Ennostar, Inc.
 - Infineon Technologies AG
 - Melexis N.V.
 - Knowles Corp.
 - NXP Semiconductors N.V.
 - ON Semiconductor Corp.
 - Renesas Electronics Corp.
 - Rohm Co, LTD
 - STMicroelectronics N.V.
 - U-Blox Holding AG
 - X-Fab Silicon Foundries SE

- Vishay Intertechnology Inc.
- Coherent Corp.
- LARGAN Precision Co. Ltd.
- Seoul Semiconductor Co. Ltd.
- Sharp Corp.

When defining the peer group, care was taken to ensure that all of the company's business areas and markets are represented in as balanced a manner as possible. The group therefore includes companies from Europe, Asia, and the USA. This group is regularly updated on the basis of independent expert recommendations. In this context, structural changes due to M&A transactions, delisting, etc. are taken into account for the peer companies. Further information can be found in the remuneration policy.

Furthermore, the Remuneration Committee considers the remuneration of the Management Board in relation to the remuneration of relevant parts of the ams OSRAM Group workforce (vertical comparison) in order to prepare its decisions. For this purpose, the data of employees worldwide is analyzed. Further information can be found in Chapter V.5.

The Remuneration Committee regularly seeks advice from external remuneration experts. In recent years, such consultants have been involved in the preparation of the 2019 long-term incentive plan (LTIP 2019) and 2023 long-term incentive plan (LTIP 2023) and in adjustments to the remuneration policy of the Management Board. When engaging these experts, the established independence requirements for remuneration consultants are strictly adhered to.

3. Dialogue with shareholders on the remuneration system

As part of its regular capital market communications, ams-OSRAM AG is in close contact with institutional and private investors. The alignment of the remuneration system with the long-term performance of the company and the selection and weighting of short-term targets were regularly welcomed by investors. Investors also emphasized the importance of appropriate, long-term incentives for the Management Board in order to ensure a clear alignment of interest in long-term value enhancement between company management and investors.

4. Key elements of the Management Board remuneration

The remuneration system applied in the financial year is fully in line with the current remuneration policy for the Management Board and consists of three main elements:

- fixed base remuneration,
- short-term variable remuneration (annual performance bonus), and
- long-term remuneration based on equity incentive plans.

Regarding weighting of these elements, the fixed base remuneration (together with other benefits in kind) shall account for around 10-30% of total remuneration, while the variable components (short-term variable remuneration and fair value of long-term remuneration at the grant date) should account for around 70-90% of total remuneration. Fluctuations may result from the achievement of targets for the variable remuneration elements in the respective financial year. The clear focus on variable, performance-related components is intended to provide a strong incentive to create value through continuous profitable growth and dynamic strategic and technological development of the company.

1. Fixed base remuneration

The yearly fixed base remuneration of the members of the Management Board is a non-performance-related remuneration that is generally paid out in 14 installments (twelve installments at the end of each month and one additional installment every six months, as is customary in Austrian companies). The Supervisory Board has decided to set the basic remuneration in line with international peer group companies. The Chief Executive Officer (CEO) receives a higher base remuneration due to his particular responsibility and importance for the management of the ams OSRAM Group.

2. Short-term annual variable remuneration (performance bonus)

The short-term annual variable remuneration (performance bonus) incentivizes the successful implementation of the strategy, which is broken down into annual financial and non-financial targets in each financial year. At the beginning of each financial year, the Remuneration Committee of the Supervisory Board sets clearly defined, quantifiable targets for specific performance indicators. The target categories and their weighting are intended to ensure that the annual focus supports profitable growth and the generation of free cash flows to strengthen the company's liquidity and financial strength. The targets also consider important commitments to investors and are aligned with the company's long-term strategic development.

Target achievement is measured after the end of the financial year. The target bonus for each member of the Management Board amounts to one year's base salary. If the overall target achievement is 100%, 100% of the target bonus is paid. If the target achievement is 0%, the performance bonus is not paid. The maximum bonus payout is generally 200%.

All disbursements are subject to claw-back provisions (see [Chapter IV. Section 4 lit. c\)](#) below).

Further information can be found in [> Chapter V.](#)

3. Long-term remuneration

The long-term remuneration consists of a share-based compensation plan and makes up a significant part of the medium and long-term remuneration of the members of the Management Board. Under this plan, the Management Board and selected employees and executives are given the opportunity to participate in the success of ams OSRAM. The objectives of this participation plan are to strengthen the alignment of interests between shareholders and employees, to incentivize value creation, to retain employees in the long term, and to provide a motivating remuneration system that offers additional income opportunities.

The vesting of awards under the plan is partly, for members of the Management Board fully, linked to the achievement of performance criteria of KPIs being TSR (total shareholder return) compared to a defined peer group (see above for the composition of this group), the adjusted EBIT target (from the 2025 financial year, this KPI will be replaced for future tranches by adjusted EBITDA as an externally established measure of the company's operating profitability) and the fulfillment of long-term ESG targets.

The LTIP 2023 applicable for the 2024 financial year grants the members of the Management Board solely performance-oriented share-based remuneration instruments (performance stock units – "PSUs"). The annual grant amount is limited to 300% of the fixed salary for the CEO and 250% for the other member of the Management Board who is the CFO in the reporting period.

The long-term share-based remuneration is linked to external and internal targets, whereby sustainability aspects are also taken into account. At the grant date, the Supervisory Board sets financial targets for the relative total shareholder return (TSR) compared to a peer group as well as for operating profitability in the performance period; these targets are each included in the target achievement assessment with a weighting of 40%. The Supervisory Board also defines one or more ESG targets derived from the company's current sustainability strategy (weighting of 20%).

Target achievement is measured once every three years, whereby the degree of target achievement can fluctuate between 0% and 150%. The performance period is followed by a one-year holding period, meaning that all share-based compensation elements for the Management Board vest at the earliest four years after they are granted. The instruments due are generally settled by transferring treasury shares; in exceptional cases, cash settlement may also be granted at the company's discretion.

4. Other elements of the remuneration system

a) Term and termination of the mandate

The employment contracts of the members of the Management Board are concluded for the duration of their mandate. Members of the Management Board are generally appointed by resolution of the Supervisory Board for a period of three years; reappointments are permitted. In accordance with Section 75 (4) of the Austrian Stock Corporation Act (AktG), members of the Management Board can be dismissed for good cause or may be dismissed if there is a reason within the meaning of Section 27 of the Austrian Employees Act (AngG). Consequently, the employment contract is terminated at the time of dismissal. In these cases or in the event of resignation from office without the consent of the Supervisory Board, the Management Board member concerned is not entitled to a severance payment or other compensation in connection with the termination of the employment relationship.

In the absence of good cause or in the event of illness or accident, if the Management Board member is prevented from performing their duties for three months and the impediment is not expected to be remedied within the next three months, as well as in the event of occupational disability within the meaning of Section 273 of the Austrian General Social Insurance Act (ASVG), any severance payment is due in connection with the termination of the employment relationship. This severance payment is limited in total to the compensation due pro rata temporis for the remaining term of the mandate and is capped at 200% of the fixed base annual remuneration for the last financial year of the employment relationship. No general compensation for the termination of the respective mandate is provided for any share-based compensation granted that continues to exist. However, it is possible for a member of the Management Board to retain parts of the share-based remuneration instruments (depending on the individual case) in the event of a mutually agreed early termination of the Management Board mandate.

In addition, ams-OSRAM AG makes contributions to an employee pension fund in the statutory amount under the Austrian Corporate Staff and Self-Employed Pension Act (BMSVG).

Generally, there are no specific entitlements for Management Board members in connection with possible changes of control or comparable structural changes to the company. In the event of a change of control, however, the LTIP 2023 provides for a

pro rata temporis settlement of awards to Management Board members (as for all other plan participants).

No loans or similar obligations are granted to members of the Management Board.

b) Share ownership requirements

The members of the Management Board are obliged to have a qualifying interest in shares of the company. The amount of this qualifying interest is measured on the basis of the average weighted share price over the last twelve months and amounts to 300% of the base salary for the CEO and 200% of the base salary for the other members of the Management Board. The shareholding can be acquired solely through participation in share-based remuneration programs over time. There is no obligation to acquire shares privately.

c) Claw-back provisions

Under the rules of the LTIP 2023, the LTIP Committee is authorized to cancel or claw back all or part of a participant’s awards under predefined circumstances, in particular, but not exclusively, in the event that

- the company’s financial results were significantly misstated,
- the person has breached a material duty of care or disregarded a material guideline of the company (e.g. Code of Conduct) or
- administrative penalties or fines have been imposed on the company and the conduct of the member of the Management Board has demonstrably contributed to this

Such a claw-back may take the form of a direct repayment or a reduction in unvested shares of future vested awards, a reduction of future awards or a reduction in other payments that would otherwise be payable by the company to the individual (including outstanding bonus payments).

Comparable provisions have been part of all of the company’s long-term incentive plans since 2014.

There was no withdrawal of share-based compensation instruments from acting members of the Management Board using the claw-back provisions in the financial year 2024.

d) Other benefits

There are no pension or early retirement arrangements for members of the Management Board.

The members of the Management Board are entitled to a luxury or upper mid-range car for business and private purposes. Alternatively, Management Board members can opt for mileage allowance.

The company may conclude D&O insurance contracts for the members of the Management Board for the duration of their respective Management Board mandate. In addition, ams OSRAM may, under certain circumstances, take out private accident insurance for the benefit of the members of the Management Board or for the benefit of a third party named by the respective Management Board member.

In order to ensure compliance with complex tax regulations, the company may assume the costs of tax advice for the members of the Management Board, particularly if tax laws of different countries are involved.

5. Remuneration of the Management Board

1. Setting of targets

When setting the targets for the 2024 financial year, the Remuneration Committee focused primarily on the development of the organization in terms of growth, increasing profitability compared to the previous year, and optimizing financial resources (free cash flow and generating proceeds from divestments), with the aim of limiting capital expenditure (capex) as strictly as possible, improving net working capital management, and implementing the planned portfolio measures, despite the difficult economic conditions.

Consequently, the targets for the 2024 financial year focused on revenues (weighting 20%), adjusted EBIT (weighting 40%), the optimization of free cash flow (weighting 30%), and the generation of proceeds from the divestments planned as part of the strategic and efficiency program ‘Re-establish the Base’ (10%). The free cash flow target takes into account subsequent cash outflows due to investments in the new production facility in Malaysia made in previous years.

The long-term targets in the LTIP 2023, each with a weighting of 40%, are the cumulative adjusted EBIT over the next three financial years and the relative total shareholder return measured in comparison to a peer group defined in the LTIP 2023. The LTIP Committee of the Supervisory Board has specified the ESG target (weighting of 20%) set out in the LTIP 2023 for the tranche granted in 2024 – while retaining the concept already applied in 2023 – in such a way that the reduction in CO₂ emissions is to be achieved in the period from 2024 to 2026 in accordance with ams OSRAM’s climate strategy.

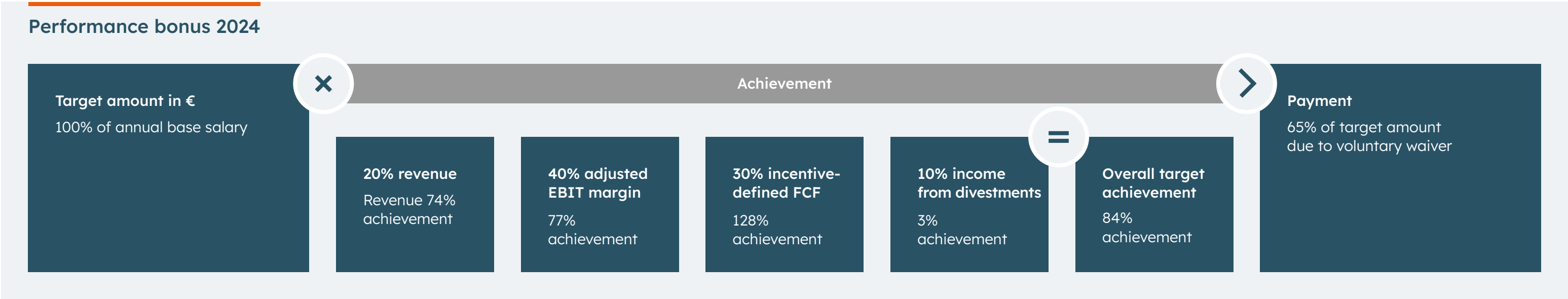
The calculated target achievement for short-term variable remuneration amounted to 84% in the reporting year. After the microLED project was canceled by a key customer, there were high expenses in the course of the strategy adjustment, some of which did not affect the bonus-relevant key figures. Unforeseeable, positive one-off effects such as advance payments or cost transfers (NREs) from customers were also significant for target achievement. Due to these special effects and the generally difficult business and market development, the Management Board voluntarily waived the portion that exceeds a target achievement of 65%.

Specifically, the following annual targets for short-term variable remuneration were set for the Management Board for the 2024 financial year:

Targets and target values ^{1 2}	0%	100%	200%	Weighting of the target
Revenue	3,224	3,500	3,776	20%
Adjusted EBIT margin	5.0%	8.0%	11.0%	40%
Adjusted free cash flow ³	-380	-280	-180	30%
Income from divestments	50	150	250	10%

Based on the results for the 2024 financial year, the following target achievement was determined

Goals ^{1 2}	Amount at the end of the reporting period	Target achievement	Weighting of the target	Calculated contribution to overall target achievement
Revenue	3,428	74%	20%	15%
Adjusted EBIT margin	7.0%	77%	40%	31%
Adjusted free cash flow ³	-252	128%	30%	38%
Income from divestments	53	3%	10%	0%
Overall target achievement				84%
Payout-relevant overall target achievement ⁴				65%



¹ All figures in EUR million.
² Revenue and adjusted EBIT-margin based on externally reported figures. Adjusted EBIT was adjusted due to currency effects.
³ The adjusted free cash flow for target achievement includes cash flows from operating activities, payments for the acquisition of intangible assets and property, plant and equipment as well as proceeds from the disposal of financial assets, intangible assets and property, plant and equipment. However, the adjusted free cash flow does not take into account any “special effects” that could influence target achievement. Customer prepayments (e.g. for securing or providing capacity) are therefore not taken into account. This is why the adjusted free cash flow also differs from the reported free cash flow, which includes all contributions according to the definition applicable to the company.
⁴ The calculated target achievement for short-term variable remuneration amounted to 84% in the reporting year. Due to special effects and the generally difficult business and market development, the Management Board voluntarily waived the portion that exceeds a target achievement of 65%.

2. Arrangements related to changes in the Management Board

In the 2024 financial year, there were no changes on the Management Board of ams-OSRAM AG:

3. Total remuneration of the members of the Management Board

With the remuneration system introduced in 2023 for the newly appointed Management Board with Aldo Kamper (CEO) and Rainer Irle (CFO), ams-OSRAM AG has taken full account of the criticism voiced by proxies and individual shareholders and further strengthened the “pay-for-performance” principle, in particular by focusing on the long-term value development of the company. The changes resulting from the new remuneration system can be seen in particular in a comparison between the remuneration of former members of the Management Board and current members of the Management Board in the 2024 financial year.

Table 1. Total remuneration granted¹

In kEUR	Fixed remuneration								Variable remuneration ³				Total remuneration			
	Base salary		Other benefits ²		Severance payments		Subtotal		Performance bonus		LTI ⁴		Subtotal			
Name (position)	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Current members of the Management Board																
Aldo Kamper (CEO from April 1, 2023)	1,001	751	9	12	-	-	1,010	762	651	804	2,670	869	3,321	1,673	4,330	2,436
Rainer Irle (CFO from July 1, 2023)	501	250	9	6	-	-	509	256	325	276	1,113	241	1,438	518	1,947	774
Former members of the Management Board																
Alexander Everke (CEO until March 31, 2023)	-	259	-	25	-	2,231	-	2,515	-	387	-	-	-	387	-	2,902
Ingo Bank (CFO until April 30, 2023)	-	217	-	12	-	-	-	229	-	237	-	-	-	237	-	466
Thomas Stockmeier (CTO until September 30, 2023)	-	600	-	9	-	-	-	609	-	657	-	97	-	754	-	1,363
Mark Hamersma (CBO until December 31, 2023)	-	600	-	31	-	-	-	631	-	657	-	579	-	1,236	-	1,867
Total	1,502	2,676	17	95	-	2,231	1,519	5,002	976	3,019	3,783	1,786	4,759	4,806	6,278	9,808

Table 2: Total remuneration paid¹

In kEUR	Fixed remuneration								Variable remuneration ³							
	Base salary		Other benefits ²		Severance payments		Subtotal		Performance bonus		LTI ⁴		Subtotal			
Name (position)	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Current members of the Management Board																
Aldo Kamper (CEO from April 1, 2023)	1,001	751	9	12	-	-	1,010	762	676	-	-	-	676	-	1,685	762
Rainer Irle (CFO from July 1, 2023)	501	250	9	6	-	-	509	256	225	-	-	-	225	-	734	256
Former members of the Management Board																
Alexander Everke (CEO until March 31, 2023)	-	259	-	25	-	2,231	-	2,515	-	909	-	-	-	909	-	3,423
Ingo Bank (CFO until April 30, 2023)	-	217	-	12	-	-	-	229	-	345	-	-	-	345	-	574
Thomas Stockmeier (CTO until September 30, 2023)	-	600	-	9	-	-	-	609	-	318	-	-	-	318	-	927
Mark Hamersma (CBO until December 31, 2023)	-	600	-	31	-	-	-	631	-	318	-	-	-	318	-	949
Total	1,502	2,676	17	95	-	2,231	1,519	5,002	901	1,889	-	-	901	1,889	2,420	6,891

¹ Total remuneration granted contains – irrespective of the date of payment – all remuneration components that were granted to a member of the Management Board in the financial year, at least in principle, and whose (future) amount can at least be estimated.

² Other benefits include the provision of an upper mid-range car for business and private purposes and a car allowance, D&O insurance and, under certain circumstances, private accident insurance for the benefit of the members of the Management Board or for the benefit of a third party named by the respective member of the Management Board. Other benefits are recognized at their taxable value.

³ The variable remuneration represents the amounts accrued (Table 1) or paid out (Table 2) for the respective financial period.

⁴ The share-based remuneration (LTI) is determined using the fair value of awards granted in the financial year. After the end of the performance period, awards are determined on the basis of target achievement.

Table 1a. Fixed and variable remuneration granted in relation to total remuneration

Name (position)	Fixed remuneration				Variable remuneration			
	in kEUR		in %		in kEUR		in %	
	2024	2023	2024	2023	2024	2023	2024	2023
Current members of the Management Board								
Aldo Kamper (CEO from April 1, 2023)	1,010	762	23%	31%	3,321	1,673	77%	69%
Rainer Irle (CFO from July 1, 2023)	509	256	26%	33%	1,438	518	74%	67%
Former members of the Management Board								
Alexander Everke (CEO until March 31, 2023)	-	2,515	-	87%	-	387	-	13%
Ingo Bank (CFO until April 30, 2023)	-	229	-	49%	-	237	-	51%
Thomas Stockmeier (CTO until September 30, 2023)	-	609	-	45%	-	754	-	55%
Mark Hamersma (CBO until December 31, 2023)	-	631	-	34%	-	1,236	-	66%
Total	1,519	5,002	24%	51%	4,759	4,806	76%	49%

Table 2a. Fixed and variable remuneration paid in relation to total remuneration

Name (position)	Fixed remuneration				Variable remuneration			
	in kEUR		in %		in kEUR		in %	
	2024	2023	2024	2023	2024	2023	2024	2023
Current members of the Management Board								
Aldo Kamper (CEO from April 1, 2023)	1,010	762	60%	100%	676	-	40%	0%
Rainer Irle (CFO from July 1, 2023)	509	256	69%	100%	225	-	31%	0%
Former members of the Management Board								
Alexander Everke (CEO until March 31, 2023)	-	2,515	-	73%	-	909	-	27%
Ingo Bank (CFO until April 30, 2023)	-	229	-	40%	-	345	-	60%
Thomas Stockmeier (CTO until September 30, 2023)	-	609	-	66%	-	318	-	34%
Mark Hamersma (CBO until December 31, 2023)	-	631	-	66%	-	318	-	34%
Total	1,519	5,002	63%	73%	901	1,889	37%	27%

Chart 1a: Fixed and variable remuneration granted in relation to total remuneration

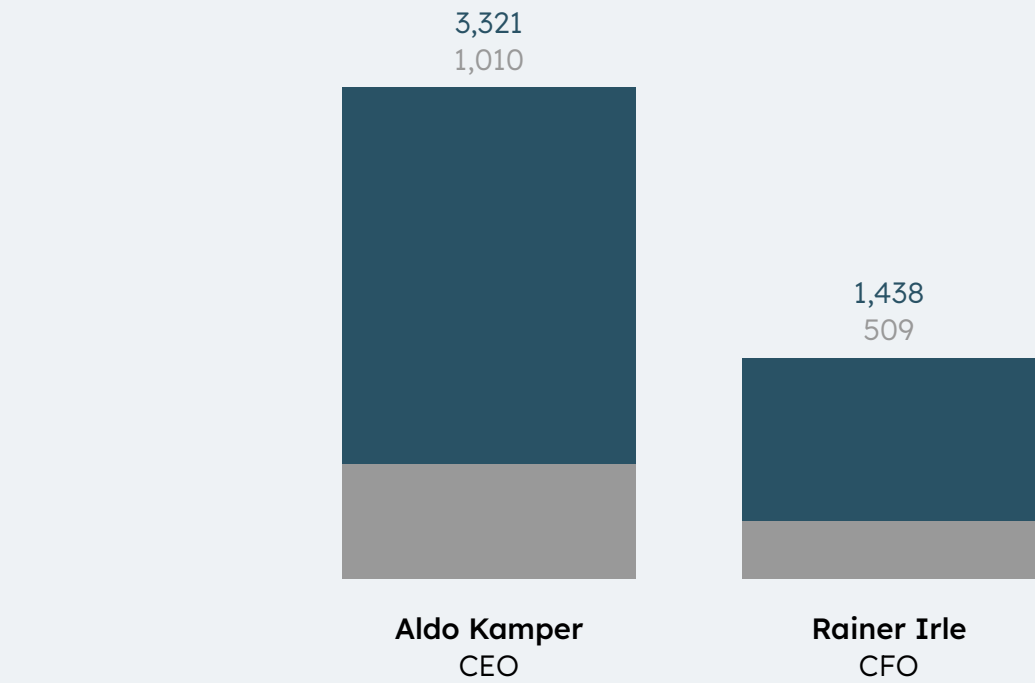
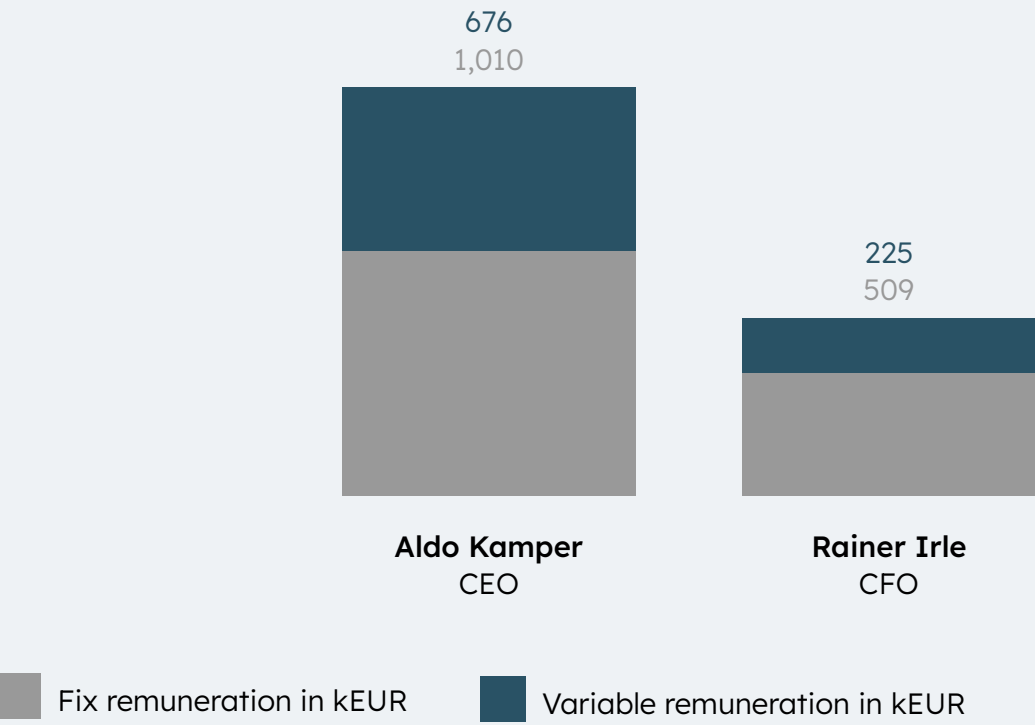


Chart 2a: Fixed and variable remuneration paid in relation to total remuneration



4. Long-term (share-based) compensation

Under the LTIP 2023, the members of the Management Board are entitled to PSUs. For the 2024 financial year, these were granted on March 31, 2024.

In the reporting year, the members of the Management Board were granted a total of 3,100,766 awards (2023: 669,060 awards) based on the former structure of the share capital. All of these awards were granted as PSUs from the LTIP 2023. There is no exercise price for the awards.

In the 2024 financial year, ams OSRAM completed the measures to offset the dilution of share-based payments that were announced following the capital increase in December 2023. In this regard, ams OSRAM reissued the awards granted under the LTIP 2023. For the Management Board, 415,879 awards granted in 2023 were withdrawn and 826,894 awards were issued without any changes to the grant date, vesting period or performance criteria. Details can be found in the notes to the consolidated financial statements as at December 31, 2024 in Note [4. Expenses](#).

In order to reflect the consequences of the reverse share split at a ratio of 10:1, which was resolved by the Annual General Meeting of the company on June 24, 2024, and implemented in September 2024, the LTIP Committee of the Supervisory Board resolved on July 24, 2024, to adjust the stock awards held by the plan participants in the corresponding ratio (ten old stock awards result in one new stock award) and to round up any resulting fractions of awards to full units. These principles were also applied to the members of the Executive Board. Four additional new stock awards were granted to the members of the Executive Board in the 2024 financial year (in addition to the conversion) for the purposes of rounding up.

In the reporting period, no long-term (share-based) compensation plans vested for the members of the current Management Board during the financial year 2024 (2023: LTIP 2019 426,213 SPSUs and 212,454 options from the SSOP 2017 for current members of the Management Board). No instruments resulting from legacy plans expired for current members of the Management Board during the reporting period, as no such instruments were allocated to them. For former members of the Management Board, 944,662 PSUs from the LTIP 2019 expired in the reporting period (2023: 1,018,448 PSUs from the LTIP 2019 expired for former members of the Management Board).

As at December 31, 2024, the members of the Management Board held 11,250 shares and 392,768 awards (after the reverse share split as of September 30, 2024). In the previous year, the members of the Management Board held 27,375 shares and 158,849 awards (adjusted for the reverse share split). The change in shareholdings results from the termination of a member of the Management Board.

The other framework and exercise conditions are shown in tables 3a and 3b.

The allocation of PSUs under LTIP 2023 is linked to the achievement of the performance criteria of adjusted EBIT and relative TSR as well as the fulfillment of ESG targets. Further information can be found in [chapter IV, section 3](#).

The adjusted EBIT performance criterion depends on the achievement of the EBIT target (cumulative adjusted EBIT target over the EBIT performance period). The EBIT target is set by the company at its own discretion. Significant changes to the corporate structure (e.g. due to M&A transactions) or accounting policies are taken into account when determining target achievement. The EBIT performance period covers three financial years and begins in the year in which the bonus is granted. Following a resolution by the Supervisory Board, the target for long-term variable remuneration will be based on adjusted EBITDA instead of adjusted EBIT from the 2025 financial year onwards. This will bring the target for long-term remuneration in line with internal management and reporting on the capital market, for which the EBITDA (adjusted) indicator is also used. This has no impact on the long-term share-based remuneration granted in the 2024 financial year or in previous years.

The TSR (Total Shareholder Return) is based on the development of the share price of the amsOSRAM AG compared to a peer group of similar companies (see Chapter II. for further information). Target achievement for 2024 is calculated as the change in the average net return index between the start of the TSR performance period (January 1, 2024) and the end of the TSR performance period (December 31, 2026). The net return index represents the development of the share price including reinvested dividends during the TSR performance period. The consequences of the change in the structure of the company's share capital implemented in September 2024 (reverse share split) are taken into account accordingly in the target measurement. In addition, it was decided to offset the effect of the capital increase implemented in 2023 when calculating TSR achievement by basing the calculation on the increased number of shares from the start of the measurement period.

The achievement of the environmental, social, and corporate governance (ESG) targets is assessed over a performance period of three financial years, which begins in the year of the grant. The assessment of target achievement is determined by the company based on clearly defined target criteria (for the 2024 grant based on the reduction in CO₂ emissions achieved by the end of the 2026 financial year).

Fair value at the grant date

At the grant date, the fair value is determined on the basis of the defined number of awards granted and recognized over the respective performance period as equity-settled share-based payments in accordance with IFRS 2. Only after the end of the performance period can the number of awards for the grant be determined on the basis of target achievement. The following table shows the fair value at the grant date. The expense recognized on the basis of the respective performance period in the 2024 financial year is shown in table 3b.

Fair value at the grant date¹

Name	Number of awards granted		Fair value in EUR	
	2024	2023	2024	2023
Current members of the Management Board:				
Aldo Kamper (CEO from April 1, 2023)	2,188,776	325,470	2,670,307	869,005
Rainer Irle (CFO from July 1, 2023)	911,990	90,409	1,112,628	241,392
Former members of the Management Board:				
Alexander Everke (CEO until March 31, 2023)	-	-	-	-
Ingo Bank (CFO until April 30, 2023)	-	-	-	-
Thomas Stockmeier (CTO until September 30, 2023)	-	36,417	-	97,233
Mark Hamersma (CBO until December 31, 2023)	-	216,764	-	578,760
Total	3,100,766	669,060	3,782,935	1,786,390

¹ The number of awards granted relates to the grant date before the equity measures in the respective financial year. The equity measure by combining the shares at a ratio of 10:1 in the 2024 financial year and the capital increase in the 2023 financial year is shown in Table 3b (for further information, see the Notes to the Consolidated Financial Statements in the 4th Expenses section of the Annual Report).

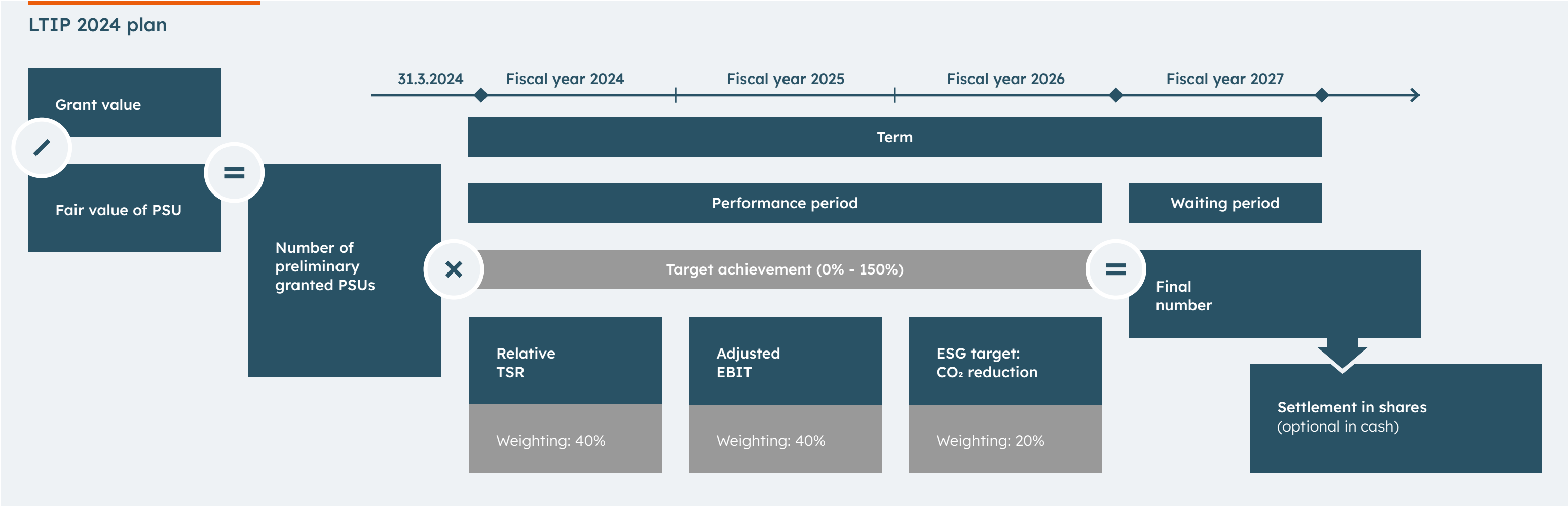


Table 3a: Equity incentive plans – main conditions

Equity incentive plan	LTIP 2023 (2023)	LTIP 2023 (2024)
Performance period	30.06.2023 – 31.03.2026	31.03.2024 – 31.03.2027
Grant date	30.06.2023	31.03.2024
Vesting at the end of the vesting period	31.03.2027	31.03.2028

Table 3b: Equity incentive plans – information on the 2024 financial year

Aldo Kamper (CEO)			
Pieces	LTIP 2023 (2023)	LTIP 2023 (2024)	Total
Outstanding on 1.1.	325,470	-	325,470
Awards granted	-	2,188,776	2,188,776
Measures against changes in equity ¹	-260,756	-1,969,898	-2,230,654
Awards lost	-	-	-
Awards exercised	-	-	-
Outstanding at 31.12	64,714	218,878	283,592
Expense in financial year (EUR)	554,616	632,852	1,187,469

Rainer Irle (CFO)			
Pieces	LTIP 2023 (2023)	LTIP 2023 (2024)	Total
Outstanding on 1.1.	90,409	-	90,409
Options / awards granted	-	911,990	911,990
Measures against changes in equity ¹	-72,432	-820,791	-893,223
Stock options lost	-	-	-
Stock options exercised	-	-	-
Outstanding at 31.12	17,977	91,199	109,176
Expense in financial year (EUR)	154,066	263,688	417,753

¹ In the 2024 financial year, Aldo Kamper was granted 321,663 and Rainer Irle 89,352 additional awards (according to the former structure before the reverse stock split) as a result of the 2023 capital increase. As part of the equity measure, the stock awards held were adjusted in the corresponding ratio (ten old stock awards result in one new stock award) through consolidation of the shares at a ratio of 10:1 in the 2024 financial year.

Fair value at the balance sheet date

The business success of ams-OSRAM AG is affected by the successful implementation of business decisions made and also to a large extent by the market environment. Changes in growth and profitability prospects are therefore regularly reflected in the development of the share price. A negative share price performance was recorded in the 2024 financial year, which is attributable to various causes. On the one hand, the cancellation of the microLED project by a key customer led to high share price markdowns, while on the other hand, uncertain economic prospects had a negative impact on the share price despite the successful, continuous implementation of the strategic and efficiency program ‘Re-establish the Base’.

In accordance with the performance criteria outlined above, this share price development is reflected in the performance of the awards granted to the Management Board in previous periods. The following table provides an indication of the relative change in value of the PSUs granted to date under the LTIP 2023. The remuneration policy of ams-OSRAM AG, which was approved at the Annual General Meeting in 2023, is based on the “pay-for-performance” principle and focuses in particular on a long-term increase in the value of the company.

Performance of awards granted (“pay-for-performance” principle)

EUR	Aldo Kamper (CEO)		Rainer Irle (CFO)		Total
	2024	2023 ²	2024	2023 ²	
Awards granted from LTIP 2023 after equity measures and reverse share split (pieces) ³	218,878	64,714	91,199	17,977	392,768
Fair value at the grant date (EUR)	2,670,312	2,277,933	1,112,628	632,790	6,693,663
Performance of awards granted at reporting date (EUR) ¹	798,511	215,737	332,712	59,930	1,406,890
Performance in %	-70%	-91%	-70%	-91%	-79%

¹ The current value of the awards granted as at December 31, 2024, is significantly influenced by the development of the share price and the expected vesting based on target achievement (data as at the reporting date of December 31, 2024). As at the reporting date, these factors resulted in a significant reduction in the value of the share-based remuneration granted.

² In 2023, the awards were granted pro rata on the basis of the start of employment (Aldo Kamper from April 1, 2023, and Rainer Irle from July 1, 2023).

³ All figures adjusted for the 10:1 reverse stock split carried out in the 2024 financial year

5. Change in remuneration of the Management Board compared to the workforce

With effect from January 1, 2024, the Management Board was reduced from four to two members and all tasks were allocated to these members.

The average number of employees worldwide based on full-time equivalents is used to present the average remuneration of employees. These comprised 19,577 employees in the 2024 financial year (2023: 20,530).

The following table shows the annual change in the basic remuneration of the members of the Management Board compared to the change in the average basic remuneration of employees worldwide.

The average basic remuneration of the Management Board and of employees comprises wages and salaries (excluding special payments, bonuses, and share-based remuneration).

Table 4: Comparison of average basic remuneration of the Management Board and employees

In kEUR ¹	2024	Change to previous year in %	2023	Change to previous year in %	2022	Change to previous year in %	2021
Current members of the Management Board							
Aldo Kamper (CEO from April 1, 2023)	1,001	0%	1,001	-	-	-	-
Rainer Irle (CFO from July 1, 2023)	501	0%	501	-	-	-	-
Former members of the Management Board							
Alexander Everke (CEO until March 31, 2023)	-	-100%	1,035	0%	1,035	0%	1,035
Ingo Bank (CFO until April 30, 2023)	-	-100%	650	0%	650	0%	650
Thomas Stockmeier (CTO until September 30, 2023)	-	-100%	600	0%	600	0%	600
Mark Hamersma (CBO until December 31, 2023)	-	-100%	600	0%	600	0%	600
Employees	42	5%	40	3%	39	8%	36
Adjusted earnings after taxes in EUR million	2	-96%	50	-60%	124	-54%	272
Adjusted earnings per share in EUR (undiluted) ²	0,02	-99%	1,61	-66%	4,75	-55%	10,5

Table 5: Average base remuneration of the Management Board in relation to the average base remuneration of the employees

	2024	Change to previous year in %	2023	Change to previous year in %	2022	Change to previous year in %	2021
CEO in relation to employees	24x	-6%	26x	-4%	27x	-8%	29x
Management Board (on average) in relation to employees ³	18x	-2%	18x	-1%	19x	-8%	20x

¹ All figures extrapolated on a full-time basis for 2024
² Previous year's figures adjusted for the 10:1 reverse share split carried out in financial year 2024
³ In 2024, the Management Board only consisted of the CEO and CFO. A comparable analysis (CEO and CFO only) of the average basic remuneration of the Management Board in relation to the workforce would result in a ratio of 21x for 2023 and a corresponding decrease of 15% in 2024.

The following table provides an overview of the development of the total remuneration granted to the Management Board and the average total remuneration of employees worldwide. The average total remuneration of employees takes into account basic remuneration including special payments, bonuses, and share-based compensation.

A comparison of the average total remuneration for the Management Board in 2024 compared to 2023 is only possible to a limited extent as the reduction in the number of Management Board members from four to two is reflected in a correspondingly higher weighting of the salaries of the CEO and CFO compared to other members of the Management Board. In addition, the former CEO and CFO were not granted any awards as part of the long-term share-based remuneration in the 2023 financial year due to their departure.

Table 6: Comparison of average total remuneration of the Management Board and average total remuneration of employees

In kEUR	2024	Change to previous year in %	2023	Change to previous year in %	2022	Change to previous year in %	2021
Management Board ⁴	3,139	23%	2,558	-20%	3,209	-61%	8,305
Employees	65	-1%	65	0%	65	33%	49

Table 7: Average total remuneration of the Management Board in relation to the average total remuneration of employees

	2024	Change to previous year in %	2023	Change to previous year in %	2022	Change to previous year in %	2021
CEO in relation to employees	67x	-18%	82x	-1%	83x	-70%	276x
Management Board (on average) in relation to employees ⁵	49x	24%	39x	-20%	49x	-71%	170x

⁴ In 2024, the Management Board only consisted of the CEO and CFO. A comparable analysis (CEO and CFO only) would result in average total remuneration of EUR 3,588 thousand in 2023 and a corresponding decrease of 13% in 2024.
⁵ In 2024, the Management Board only consisted of the CEO and CFO. A comparable analysis (CEO and CFO only) of the average total remuneration of the Management Board in relation to the workforce would result in a ratio of 55x for 2023 and a corresponding decrease of 11% in 2024.

