

**ams-OSRAM AG
Premstätten, FN 34109 k**

**Resolutions proposals of the Management Board for the
Annual General Meeting
June 26, 2025**

- 1. Presentation of the annual financial statements including the management report and corporate governance report, the consolidated financial statements including the Group management report, the resolution on the appropriation of profits, the Sustainability report and the report prepared by the Supervisory Board for the 2024 financial year**

The balance sheet result reported in the approved annual financial statements amounts to EUR 0.00, therefore a separate agenda item for the resolution on the appropriation of the balance sheet profit can be omitted.

A resolution on this agenda item is not required.

- 2. Resolution on the discharge of the members of the Management Board for the 2024 financial year**

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

"The actions of the members of the Management Board in office in the 2024 financial year are ratified for the 2024 financial year."

- 3. Resolution on the discharge of the members of the Supervisory Board for the 2024 financial year**

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

"The actions of the members of the Supervisory Board in office in the 2024 financial year are ratified for the 2024 financial year."

4. Election of the auditor and group auditor for the 2025 financial year

Only the Supervisory Board has a proposal for a resolution on this agenda item.

5. Resolution on the remuneration report

The Management Board and Supervisory Board of a listed company must prepare a clear and comprehensible remuneration report for the remuneration of the members of the Management Board and Supervisory Board in accordance with Section 78c in conjunction with Section 98a AktG. This remuneration report must provide a comprehensive overview of the remuneration granted or owed to the current and former members of the Management Board and Supervisory Board in the course of the last financial year as part of the remuneration policy (Section 78a in conjunction with Section 98a AktG), including all benefits in any form. The remuneration report for the last financial year must be submitted to the Annual General Meeting for a vote. The vote is of a recommendatory nature. The resolution cannot be contested (Section 78d (1) AktG).

On March 18, 2025, the Management Board and the Supervisory Board of ams-OSRAM AG adopted the remuneration report for the 2024 financial year in accordance with Section 78c in conjunction with Section 98a AktG. This remuneration report is available in German and English on the website of -ams-OSRAM AG registered in the commercial register at ams-osram.com/en/about-us/investor-relations/general-meeting.

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

"The Company's remuneration report for the 2024 financial year, which is available on the Company's website registered in the commercial register, is adopted."

6. Resolution on the Remuneration Policy of the Supervisory Board

Only the Supervisory Board has a proposal for a resolution on this agenda item.

7. Resolution on the Remuneration of the Supervisory Board

In accordance with its legal obligation to present the remuneration policy to the Annual General Meeting at least every fourth financial year, the remuneration of the members of the Supervisory Board is also put to the vote. The remuneration is to be adopted unchanged. The Management Board therefore proposes that the Annual General Meeting pass the following resolution – within the framework of the Remuneration Policy proposed for item 6 of the agenda:

“The remuneration of the members of the Supervisory Board for the period from June 2025 and onwards (as long as the General Meeting does not resolve differently) shall be as follows:

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|--|-----------------------|
| <i>(i) for the Chairwoman</i> | <i>EUR 150,000.00</i> |
| <i>(ii) for the Deputy Chairmen, each</i> | <i>EUR 125,000.00</i> |
| <i>(iii) for each additional member of the Supervisory Board</i> | <i>EUR 90,000.00</i> |
| <i>(iv) for the Chairman of a Committee additionally</i> | <i>EUR 20,000.00</i> |

(excluded therefrom are the Supervisory Board Chairman or the Deputy Chairman of the Supervisory Board.)

The remuneration is granted to the members of the Supervisory Board for a full year of their respective board activity and will be paid annually after the annual General Meeting resolving upon the discharge for the previous business year. If members are not part of the Supervisory Board throughout the entire year, the remuneration will be paid out on a pro rata basis”.

8. Elections to the Supervisory Board

Only the Supervisory Board has a proposal for a resolution on this agenda item.

9. Resolution on the introduction of new authorized capital pursuant to Section 169 AktG by up to EUR 99,844,390,-- against cash and/or non-cash contributions with the option of excluding subscription rights and on the corresponding amendment of the Articles of Association in Section 3 [Authorized Capital 2025]

The Annual General Meeting on June 6, 2018 granted the Management Board the authorization, with the approval of the Supervisory Board, to increase the Company's share capital by up to EUR 8,441,982 by issuing up to 8,441,982 new no-par value shares (ordinary shares) (Authorized

Capital 2018), which the Management Board did not make use of. This authorization expired on June 5, 2023.

In addition, the Annual General Meeting on June 2, 2021 granted the Management Board the authorization, with the approval of the Supervisory Board, to increase the Company's share capital by up to EUR 10,544,963 by issuing up to 10,544,963 new no-par value shares (ordinary shares) (Authorized Capital 2021), which the Management Board did not make use of. The Annual General Meeting on June 23, 2023 revoked this authorization granted to the Management Board by resolution of the Annual General Meeting on June 2, 2021.

In order to ensure the Company's flexibility for capital measures, the resolution on a new Authorized Capital in the amount of 10% of the current share capital is to be proposed to the Annual General Meeting for resolution.

The Management Board proposes that the Annual General Meeting passes the following resolution:

"The Management Board is authorized, with the consent of the Supervisory Board, to increase the Company's share capital by up to EUR 99,844,390,-- against cash and/or non-cash contributions within five years of the entry of the amendment to the Articles of Association in the commercial register – if necessary in several tranches – by issuing up to 9,984,439 new no-par value bearer shares and to determine the issue price and the conditions of issue in agreement with the Supervisory Board (Authorized Capital 2025).

In principle, shareholders must be granted subscription rights; the statutory subscription right can be granted to the shareholders in such a way that the capital increase is taken over by a credit institution or a consortium of credit institutions with the obligation to offer it to the shareholders in accordance with their subscription rights (indirect subscription right pursuant to Section 153 (6) AktG).

The shareholders' statutory subscription rights to the new shares issued from the Authorized Capital 2025 shall be excluded (direct exclusion of the statutory subscription rights) if and to the extent that this authorization is exercised by issuing shares against cash contributions in a total amount of up to 10% of the share capital in order to (i) exclude shareholders' subscription rights regarding fractional amounts that could result in the event of an unfavorable subscription ratio, and/or (ii) to service over-allotment options (greenshoe options) granted to the issuing banks.

In addition, the Management Board is authorized, with the consent of the Supervisory Board, to exclude the statutory subscription rights in particular in the following cases:

- i. to the extent that it is necessary to service bonds issued or to be issued by the Company or its subsidiaries (Section 189a no. 7 UGB) (including profit participation rights) with conversion rights or warrants or a conversion obligation;*
- ii. to transfer shares to employees, executives, and members of the Management Board of the Company or its subsidiaries (Section 189a no. 7 UGB) for remuneration purposes;*
- iii. to increase the share capital against contributions in kind, provided that the capital increase is carried out for the purpose of the (also indirect) acquisition of businesses, parts of businesses or participations in companies or other assets related to an acquisition project;*
- iv. in the case of capital increases against cash contributions, if the exercise of the authorization in question is objectively justified at the time of exercise in accordance with the applicable statutory requirements.*

The sum of the shares issued pursuant to this authorization against cash and/or non-cash contributions under the exclusion of shareholders' subscription rights may mathematically account for a share in the share capital of no more than 10% of the Company's share capital at the time the authorization is granted. All subscription and exchange rights to new shares granted on a convertible, exchangeable bond or warrant issued during the term of this authorization under exclusion of subscription rights from conditional capital resolved before the Annual General Meeting on June 26, 2025 are to be counted against this limit. The Supervisory Board is authorized to pass resolutions on amendments to the Articles of Association resulting from the issuance of shares from the Authorized Capital 2025.

The Articles of Association of the Company are amended in § 3 (share capital and shares) and a new paragraph 4 is added to it, which reads as follows:

- (4) The Management Board is authorized, with the consent of the Supervisory Board, to increase the Company's share capital by up to EUR 99,844,390,-- against cash and/or non-cash contributions within five years of the entry of the amendment to the Articles of Association in the commercial register – if necessary in several tranches – by issuing up to 9,984,439 new no-par value bearer shares and to determine the issue price and the conditions of issue in agreement with the Supervisory Board (Authorized Capital 2025).*

In principle, shareholders must be granted subscription rights; the statutory subscription right can be granted to the shareholders in such a way that the capital increase is taken over by a credit institution or a consortium of credit institutions with the obligation to offer it to the

shareholders in accordance with their subscription rights (indirect subscription right pursuant to Section 153 (6) AktG).

The shareholders' statutory subscription rights to the new shares issued from the Authorized Capital 2025 shall be excluded (direct exclusion of the statutory subscription rights) if and to the extent that this authorization is exercised by issuing shares against cash contributions in a total amount of up to 10% of the share capital in order to (i) exclude shareholders' subscription rights regarding fractional amounts that could result in the event of an unfavorable subscription ratio, and/or (ii) to service over-allotment options (greenshoe options) granted to the issuing banks.

In addition, the Management Board is authorized, with the consent of the Supervisory Board, to exclude the statutory subscription rights in particular in the following cases:

- i. to the extent that it is necessary to service bonds issued or to be issued by the Company or its subsidiaries (Section 189a no. 7 UGB) (including profit participation rights) with conversion rights or warrants or a conversion obligation;*
- ii. to transfer shares to employees, executives, and members of the Management Board of the Company or its subsidiaries (Section 189a no. 7 UGB) for remuneration purposes,*
- iii. to increase the share capital against contributions in kind, provided that the capital increase is carried out for the purpose of the (also indirect) acquisition of businesses, parts of businesses or participations in companies or other assets related to an acquisition project;*
- iv. in the case of capital increases against cash contributions, if the exercise of the authorization in question is objectively justified at the time of exercise in accordance with the applicable statutory requirements.*

The sum of the shares issued pursuant to this authorization against cash and/or non-cash contributions under the exclusion of shareholders' subscription rights may mathematically account for a share in the share capital of no more than 10% of the Company's share capital at the time the authorization is granted. All subscription and exchange rights to new shares granted on a convertible, exchangeable bond or warrant issued during the term of this authorization under exclusion of subscription rights from conditional capital resolved before the Annual General Meeting on June 26, 2025 are to be counted against this limit. The Supervisory Board is authorized to pass resolutions on amendments to the Articles of Association resulting from the issuance of shares from the Authorized Capital 2025.

Reference is made to the report of the Management Board pursuant to Section 170 (2) in conjunction with Section 153 (4) AktG regarding the exclusion of subscription rights.

10. Resolution on the authorization of the Management Board

- a) to acquire treasury shares in accordance with Section 65 (1) no. 4 and 8 as well as (1a) and (1b) AktG either through the stock exchange or outside of the 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 (reverse exclusion of subscription rights),**
- b) to decide pursuant to Section 65 (1b) AktG for the sale respectively use of treasury shares on any other mode of disposal for the sale of treasury shares 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 treasury shares without the need of any further resolution to be adopted by the General Meeting.**

By resolution of June 23, 2023, the Annual General Meeting authorized the Management Board to acquire no-par value bearer shares for a period of 30 months from the date of the resolution of the Annual General Meeting at a lowest consideration of CHF 1.00 per share and a maximum consideration per share that may not exceed 30% of the average, unweighted closing price of the previous 10 trading days, via the exchange or outside of it. This authorization expires on December 22, 2025.

The Management Board proposes that the Annual General Meeting passes the following resolution – revoking the most recently granted authorization of the Management Board in accordance with the resolution of the Annual General Meeting of June 23, 2023 on agenda item 11 to the extent that it has not yet been used:

"In accordance with Section 65 (1) no. 4 and 8 AktG, the Annual General Meeting authorizes the Management Board to acquire no-par value bearer shares of ams-OSRAM AG, whereby the proportion of the treasury shares to be acquired pursuant to this authorization and the treasury shares already acquired and still held by ams-OSRAM AG in the respective share capital is limited to 10%. The authorization is valid for a period of 30 months from the date of this resolution, i.e. until 25 December 2027. The repeated exercise of this authorization is permitted. The equivalent value (purchase price) per no-par value share to be acquired may not be less than EUR 1.00 and may not exceed the average, unweighted closing price of the previous ten trading days by more than 30%. The purchase of treasury shares can take place via the stock exchange or outside of it, i.e. also

under exclusion of the proportionate right of sale that may accompany such an acquisition (reverse exclusion of subscription rights).

The Management Board is also authorized to sell treasury shares via the stock exchange or a public offer without a further resolution by the Annual General Meeting and to determine the conditions of sale.

The Management Board is also authorized for a period of five years from the date of the resolution, i.e. until 25 June 2030, pursuant to Section 65 (1b) AktG, with the approval of the Supervisory Board, to sell or use treasury shares for any legally permissible purpose other than via the stock exchange or through a public offer, to determine the conditions of sale and to decide on the exclusion of shareholders' repurchase rights (subscription rights). This authorization includes in particular

- a. to transfer treasury shares to employees, executives, and members of the Management Board of the Company or its subsidiaries (Section 189a (7) UGB) for remuneration purposes;*
- b. to use treasury shares to service convertible bonds; and*
- c. to use treasury shares as consideration for the acquisition of companies, businesses, parts of businesses or shares in one or more companies in Austria and abroad.*

The Management Board is further authorized to reduce the Company's share capital by redeeming treasury shares with no par value in the name of bearers in accordance with Section 65 (1) no. 8 last sentence AktG without further resolution of the Annual General Meeting with the consent of the Supervisory Board, whereby the Supervisory Board is authorized to adopt amendments to the Articles of Association resulting from the redemption of shares

Reference is made to the written report of the Management Board and the Supervisory Board on this agenda item.

Premstätten

The Management Board

Aldo KAMPER

Rainer IRLE