

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

**Resolution proposals of the Supervisory 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, 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 Supervisory 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 Supervisory 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**

For the election of the auditors of the financial statements and consolidated financial statements for the 2025 financial year, the Audit Committee recommended to the Supervisory Board Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, and Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Vienna, for the above-mentioned audit services, whereby the Audit Committee declared a justified preference for Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. as the best-ranked auditor.

The submission of the Audit Committee's proposal for the election of the auditors of the financial statements and the consolidated financial statements for the 2025 financial year was preceded by a tender procedure, in which the bids obtained were evaluated according to transparent and non-discriminatory selection criteria and were used as a basis for the Audit Committee's recommendation.

In its recommendation to the Supervisory Board, the Audit Committee stated that the Supervisory Board is free from undue influence by third parties and that no clause has been imposed on it that restricts the selection options of the Annual General Meeting.

In accordance with the recommendation and in accordance with the preference of the Audit Committee, the Supervisory Board proposes that the Annual General Meeting adopts the following resolution: *"Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Vienna. is elected as auditor of the financial statements and consolidated financial statements for the 2025 financial year."*

#### **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 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](https://ams-osram.com/en/about-us/investor-relations/general-meeting).

The Supervisory 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

The Supervisory Board of a listed company must develop the principles for the remuneration of the members of the Management Board and the Supervisory Board in accordance with Section 78a in conjunction with Section 98a of the Austrian Stock Corporation Act (Remuneration Policy). The Remuneration Policy must be submitted to the Annual General Meeting for a vote at least every fourth financial year (as well as in the event of any material change). The vote at the Annual General Meeting on the Remuneration Policy is of a recommendatory nature. The resolution is not subject to appeal (Section 78b (1) of the Austrian Stock Corporation Act). The Supervisory Board must make a proposal for a resolution on the Remuneration Policy in accordance with Section 108 (1) of the Austrian Stock Corporation Act (AktG).

At the Annual General Meeting on June 2, 2021, the Remuneration policy for the Supervisory Board for the financial years 2021 to 2025 was adopted on item 7 of the agenda. The current Remuneration policy for the Supervisory Board of ams-OSRAM AG will therefore expire at the end of 2025.

At its meeting on April 29, 2025, the Supervisory Board resolved the Supervisory Board's remuneration policy with unchanged content, but with a new term, namely for the financial years 2026 to 2029.

This Remuneration policy for the financial years 2026 to 2029 is available in German and English on the Company's website under [ams-osram.com/de/about-us/investor-relations/general-meeting](https://ams-osram.com/de/about-us/investor-relations/general-meeting).

The Supervisory Board proposes that the Annual General Meeting pass the following resolution:

*"The Remuneration Policy of the Supervisory Board for the financial years 2026 to 2029, which is accessible on the company's website entered in the commercial register, is hereby adopted."*

## 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 Supervisory 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:*

<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

The Supervisory Board of ams-OSRAM AG currently consists of eight members elected by the Annual General Meeting (shareholder representatives) and four members delegated by the Works Council pursuant to Section 110 ArbVG (employee representatives). ams-OSRAM AG is subject to the scope of application of Section 86 (7) of the AktG and must take into account the minimum quota requirement pursuant to Section 86 (7) AktG in the composition of the Company's Supervisory Board, i.e. the Supervisory Board must include at least four women and four men. No objection pursuant to Section 86 (9) AktG was raised by either the shareholder representatives or the employee representatives, meaning that the minimum quota requirement pursuant to Section 86 (7) AktG is met in full. The eight shareholder representatives on the Supervisory Board are made up of four men and four women. The employee representatives delegated by the Works Council are currently one woman and three men. The Supervisory Board therefore currently comprises a total of seven men and five women. The minimum quota requirement pursuant to Section 86 (7) AktG is therefore complied with.

The term of office of Supervisory Board members Mr. Loh Kin Wah und Mrs. Univ.-Prof. Dr. Monika Henzinger will end at the end of the upcoming Annual General Meeting. The Supervisory Board proposes that these two vacant positions be filled again so that the Supervisory Board will continue to consist of eight shareholder representatives after the upcoming Annual General Meeting.

Based on the recommendations of the Supervisory Board's Nomination Committee, the Supervisory Board proposes that Mr. Loh Kin Wah, born in 1954, und Mrs. Univ.-Prof. Dr. Monika Henzinger, born in 1966, be elected to the Company's Supervisory Board with effect from the end of the 2025 Annual General Meeting, each for a term of office until the end of the Annual General Meeting that resolves on the discharge for the 2028 financial year.

It is planned to vote separately on each vacant position at the Annual General Meeting.

The proposed persons have submitted a declaration pursuant to Section 87 (2) AktG and in particular declared that

1. all circumstances in connection with Section 87 (2) AktG have been disclosed and, in the opinion of the nominees, there are no circumstances that could give rise to concerns about their impartiality,
2. the nominee has not been convicted of any criminal offense by a court of law, in particular of any offense that would call into question her professional reliability pursuant to Section 87(2a) sentence 3 AktG, and
3. there are no obstacles to appointment within the meaning of Section 86 (2) and (4) AktG.

The Nomination Committee of the Supervisory Board prepared this proposal and, when submitting the proposal in accordance with the "Board Composition and Diversity Policy of the Supervisory Board" adopted in 2023 and in accordance with Section 87 (2a) AktG, ensured that the professional and personal qualifications of the members, the professionally balanced composition of the Supervisory Board, aspects of the diversity of the Supervisory Board with regard to the representation of both genders, the age structure and the internationality of the members were appropriately taken into account.

The Annual General Meeting is bound by election proposals in the following manner: Proposals for the election of Supervisory Board members, including the declarations pursuant to Section 87 (2) AktG for the proposed person, must be made available on the Company's website by June 18, 2025 at the latest, otherwise the person concerned may not be included in the vote. This also applies to election proposals from shareholders pursuant to Section 110 AktG, which must be received by the Company in text form by June 16, 2025 at the latest, whereby reference is made to the convocation of the Annual General Meeting (*item V.5*) with regard to the details and requirements for the consideration of such election proposals.

The Supervisory Board proposes that the Annual General Meeting adopt the following resolutions:

1. *"Mr. Loh Kin Wah, born in 1954, is elected to the Supervisory Board of the Company with effect from the end of the 2025 Annual General Meeting for a term of office until the end of the Annual General Meeting that resolves on the discharge for the 2028 financial year.*
2. *"Mrs. Univ-Prof. Dr. Monika Henzinger, born in 1966, is elected to the Supervisory Board of the Company with effect from the end of the Annual General Meeting 2025 for a term of office until*

*the end of the Annual General Meeting that resolves on the discharge for the 2028 financial year."*

**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 Supervisory 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 Supervisory 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

Chairwoman:  
Dr. Margarete Haase