

RESULTS OF THE VOTE WITHOUT MEETING

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ams-OSRAM AG
Premstätten, Austria
(the "**Issuer**")

announces the

**Results of the
Vote without Meeting
(*Abstimmung ohne Versammlung*)**

concerning the

EUR 760 million Convertible Bonds due in 2027
(ISIN DE000A283WZ3 and Common Code 225175292)
(the "**Bonds**")

Premstätten, 30 May 2025

This announcement highlights important information and will also be published in the Federal Gazette (*Bundesanzeiger*). Holders of the Bonds (each a "**Holder**") are advised to carefully read this announcement in its entirety.

Unless stated otherwise, capitalised terms used, but not defined, herein will have the same meanings as assigned to them in the Invitation to Vote without Meeting (Consent Solicitation Memorandum) relating to the Bonds, dated 9 May 2025 (the "**Invitation to Vote**").

In the Invitation to Vote, the Issuer has requested the Holders to vote in a vote without meeting in accordance with Section 18 of the German Act on Debt Securities of 2009 (*Schuldverschreibungsgesetz*) (the "**SchVG**") during a voting period which ended at 24:00 (Frankfurt time) (end of the day) on 28 May 2025 (the "**Voting**").

On 16 May 2025, the Issuer received and publish a countermotion (*Gegenantrag*) from one of the holders of the Bonds in relation to the Voting (the "**Countermotion**") with an alternative amendment proposal to the Terms and Conditions (the "**Holder Proposal**"). The Countermotion was supported by the Issuer.

Result of the Vote without Meeting (*Abstimmung ohne Versammlung*)

As Holders of Bonds with a nominal value of more than 50% of the total nominal amount of the outstanding Bonds participated in the Voting, the Voting was quorate.

The Holders have adopted the Holder Proposal as set out in the Countermotion with the required qualified majority.

No further resolutions were passed via the Voting.

The Issuer has agreed to the resolution adopted by the Holders.

Right to Object and Contestation Right of Holders

In accordance with the SchVG, each Holder who participated in the Voting may object to the results of the Voting within two weeks after the publication of this announcement in the Federal Gazette, which is expected to take place on 4 June 2025. Such objection must be made in writing and must be addressed to the Scrutineer:

Notarin Karin Arnold

Schlüterstraße 45
10707 Berlin
Germany

Fax: +49 30 214802268

Email: OSRAM@arnold-anwaelte.de

The Scrutineer will decide whether to sustain any objection to the results of the Voting.

Each Holder further has the statutory right to contest the resolution adopted via the Voting within one month after the publication of this announcement in the Federal Gazette, which is expected to take place on 4 June 2025. A contestation claim can be based on a breach of law or the Terms and Conditions. Any Holder who participated in the Voting may only file a contestation claim if such Holder has objected to the results of the Voting as described above. An action for contestation must be brought before the Frankfurt Regional Court (*Landgericht Frankfurt*) and must be directed against the Issuer.

Implementation of the Resolution

The resolution adopted via the Voting will become effective as soon as:

- (i) the statutory contestation period under the SchVG has expired (provided that no contestation proceedings are pending at that time); or
- (ii) if contestation proceedings have been commenced, after the termination or discontinuance of such proceedings, and
- (iii) the resolution regarding the amendment of the Terms and Conditions has been filed with Clearstream Frankfurt and been attached to the global bond representing the Bonds pursuant to § 21 SchVG.

Once the resolution becomes effective, it will be binding on all Holders and their successors and transferees, whether or not such Holders consented to the amendment or participated in the Voting. The Issuer intends to make a public announcement once the resolution becomes effective.

Resolution Fee

Once the Conditions for Implementation are fulfilled and the amendment to the Terms and Conditions is effective, the Issuer will make a one-time cash payment equal to EUR 250.00 per EUR 100,000 principal amount to such Holders who have validly delivered a vote during the Voting Period (the "**Participating Holders**") in relation to the proposed Amendment (the "**Resolution Fee**").

The Issuer intends to pay the Resolution Fee within five Business Days following the Resolution Effective Date. Should there be objection to the results of the Voting and/or should a contestation claim be filed with the Frankfurt Regional Court (*Landgericht Frankfurt*), the payment of the Resolution Fee will therefore be delayed until such proceedings have been concluded and the Amendment has become effective.

The Resolution Fee will only be paid to Participating Holders who meet the conditions set out in the Consent Solicitation Memorandum. No Resolution Fee will be paid to Sanctions Restricted Persons. The Issuer reserves the right to refrain from paying the Resolution Fee in such cases were, in the opinion of the Issuer or its legal advisers, a payment would be unlawful.

For each Participating Holder who voted through the Tabulation Agent, the Issuer will cause payment of the Resolution Fee to the Clearing System for delivery to Participating Holders. Payment to the Clearing System or to its order shall to the extent of amounts so paid constitute the discharge of the Issuer from its obligation to pay the Resolution Fee. Participating Holders who voted through the Tabulation Agent shall have no right to claim payment of the Resolution Fee in any other way of payment.

Each Participating Holder who not voted through the Tabulation Agent must provide the Issuer with payment instructions on a form of instruction that is available from the Issuer in order to receive the Resolution Fee. The payment of the Resolution Fee to Participating Holder who not voted through the Tabulation Agent take place considerably later than the Resolution Fee Payment Date.

DISCLAIMER

This announcement must be read in conjunction with the Invitation to Vote. This announcement and the Invitation to Vote contain important information which should be read carefully. The Invitation to Vote should be consulted for additional information. To receive copies of the Invitation to Vote or for questions relating to the Voting, please use the contact information set out above. If any Holder is in any doubt as to the action it should take or is unsure of the impact of the results of the Voting, it should seek its own financial and legal advice, including as to any tax consequences, from its professional advisers. The distribution of this announcement and the Invitation to Vote in certain jurisdictions is restricted by law. Persons into whose possession this announcement or the Invitation to Vote come are required by the Issuer, the Solicitation Agent, the Tabulation Agent and the Scrutineer to inform themselves about, and to observe, any such restrictions.