

**ams-OSRAM AG**

Premstätten, FN 34109 k

ISIN AT0000A18XM4

("Company")

**C o n v o c a t i o n**  
**of the Annual General Meeting**

We hereby invite our shareholders to attend the  
**Annual General Meeting of ams-OSRAM AG**  
on **Friday, June 14, 2024, at 10:00 a.m.**, on the Company's premises  
in 8141 Premstätten, Tobelbader Straße 30.

**I. Agenda**

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 and the report of the Supervisory Board for the 2023 financial year
2. Resolution on the discharge of the members of the Management Board for the 2023 financial year
3. Resolution on the discharge of the members of the Supervisory Board for the 2023 financial year
4. Election of the auditor and group auditor for the 2024 financial year
5. Resolution on the Remuneration Report
6. Elections to the Supervisory Board
7. Resolution on the re-division of the Company's share capital by means of a reverse share split at a ratio of 10 : 1 (ten shares to one share), so that 10 (ten) existing no-par value shares in the Company are merged into 1 (one) no-par value share in each case
8. Resolution on the authorization of the Management Board to issue financial instruments within the meaning of sec. 174 AktG, in particular convertible bonds or participating bonds, which may provide for subscription to and/or conversion into shares of the Company, including the exclusion of shareholders' subscription rights to these financial instruments, revoking the existing authorization of June 23, 2023

9. Resolution on the conditional increase of the Company's share capital pursuant to sec. 159 para 2 no. 1 AktG for the issue to creditors of financial instruments, revoking the existing existing conditional increase of the share capital of June 23, 2023 [Conditional capital 2024 for financial instruments]
10. Resolution on the amendment of the Articles of Association in Section 25 "Publications"

## **II. DOCUMENTS FOR THE ANNUAL GENERAL MEETING; PROVISION OF INFORMATION ON THE WEBSITE**

In particular, the following documents will be available on the Company's website at [ams-osram.com/en/about-us/investor-relations/general-meeting](https://ams-osram.com/en/about-us/investor-relations/general-meeting) from **May 24, 2024** at the latest in accordance with sec. 108 (3) and (4) AktG:

- Annual financial statements with management report,
- Corporate Governance Report,
- Consolidated financial statements with Group management report,
- Remuneration report,
- Report of the Supervisory Board,

in each case for the 2023 financial year;

- Declarations of the candidates for election to the Supervisory Board under agenda item 6 pursuant to sec. 87 (2) AktG, including curricula vitae;
- Report of the Management Board pursuant to §§ 174 (4) in conjunction with 153 (4) sentence 2 AktG on agenda items 8 and 9;
- Proposed resolutions on agenda items 2 to 10;
- Forms for granting a power of attorney;
- Form for the revocation of a power of attorney; and
- Full text of this convocation.

## **III. RECORD DATE AND REQUIREMENTS FOR PARTICIPATION IN THE ANNUAL GENERAL MEETING**

The entitlement to participate in the Annual General Meeting and to exercise voting rights and other shareholder rights to be asserted at the Annual General Meeting is based on the shareholding at the end of **June 4, 2024** (midnight, Vienna time) ("record date").

Only those who are shareholders on this date and can prove this to the Company are entitled to attend the Annual General Meeting.

A deposit certificate pursuant to sec. 10a AktG must be submitted as proof of share ownership on the record date, which must be received by the Company no later than **June 11, 2024** (midnight, Vienna time) exclusively via one of the following communication channels and addresses:

- (i) for the transmission of the deposit confirmation in writing

By post or courier: **ams-OSRAM AG**  
c/o HV-Veranstaltungsservice GmbH  
Köppel 60  
8242 St. Lorenzen/Wechsel

By SWIFT: GIBAATWGGMS  
(Message Type MT598 or MT599, please specify ISIN AT0000A18XM4 in the text)

- (ii) for the transmission of the safe custody receipt in text form, which the Articles of Association allow in accordance with § 17 para 3

By e-mail: [anmeldung.ams-osram@hauptversammlung.at](mailto:anmeldung.ams-osram@hauptversammlung.at)  
(Deposit confirmations in PDF format)

By fax: +43 (0)1 8900 500 50

Shareholders are requested to contact their custodian bank and arrange for the issue and transmission of a deposit certificate.

The record date has no effect on the saleability of the shares and has no significance for dividend entitlement.

### **Deposit certificate pursuant to sec. 10a AktG**

The deposit certificate must be issued by the custodian bank with its registered office in a member state of the European Economic Area or in a full member state of the OECD and must contain the following information (sec. 10a (2) AktG):

- Information on the issuer: name/company name and address or a code commonly used in transactions between credit institutions (SWIFT code),

- Information on the shareholder: name/company name, address, date of birth for natural persons, register and register number for legal entities, if applicable,
- Information on the shares: Number of shares held by the shareholder, ISIN AT0000A18XM4 (international securities identification number),
- Securities account number, securities account number or other designation,
- Date or period to which the deposit confirmation refers.

In addition, safe custody receipts from SIX SegalInterSettle AG, Olten, Switzerland, are accepted.

The deposit certificate as proof of shareholding for participation in the Annual General Meeting must refer to the end of the record date **June 4, 2024** (midnight, Vienna time).

The deposit confirmation will be accepted in German or English.

### **Proof of identity**

ams-OSRAM AG reserves the right to establish the identity of persons attending the meeting. If it is not possible to establish identity, admission may be refused.

Shareholders and their proxies are therefore requested to have a valid official photo ID ready for identification purposes when registering.

If you are attending the Annual General Meeting as a proxy, please take the power of attorney with you in addition to your official photo ID. If the original of the power of attorney has already been sent to the Company, you will facilitate admission if you present a copy of the power of attorney.

## **IV. POSSIBILITY OF APPOINTING A REPRESENTATIVE AND THE PROCEDURE TO BE FOLLOWED**

Every shareholder who is entitled to participate in the Annual General Meeting and has provided evidence of this to the Company in accordance with the stipulations in this convening notice, point III, has the right to appoint a representative to participate in the Annual General Meeting on behalf of the shareholder and who has the same rights as the shareholder he or she represents.

The power of attorney must be granted to a specific person (a natural person or a legal entity) in text form (sec. 13 (2) AktG), whereby several persons may also be authorized.

The granting of a proxy is possible both before and during the Annual General Meeting.

We offer the following communication channels and addresses for the transmission of powers of attorney:

By post or courier:

**ams-OSRAM AG**

c/o HV-Veranstaltungsservice GmbH

Köppel 60

8242 St. Lorenzen/Wechsel

By e-mail: [anmeldung.ams-osram@hauptversammlung.at](mailto:anmeldung.ams-osram@hauptversammlung.at), whereby the power of attorney must be attached to the e-mail in text form as a PDF file

By SWIFT: GIBAATWGGMS - Message Type MT598 or MT599; please specify ISIN AT0000A18XM4 in the text

By fax: +43 (0)1 8900 500 50

Only on the day of the Annual General Meeting itself:

In person: When registering for the Annual General Meeting at the meeting venue.

The proxies must be received at one of the above addresses by **June 13, 2024** (4:00 p.m., Vienna time) at the latest, unless they are handed over on the day of the Annual General Meeting when registering for the Annual General Meeting.

A proxy form and a form for revoking the proxy will be available on the Company's website at [ams-osram.com/en/about-us/investor-relations/general-meeting](https://ams-osram.com/en/about-us/investor-relations/general-meeting) from **May 24, 2024** at the latest. In the interest of smooth processing, please always use the forms provided.

Details on the authorization, in particular the text form and content of the proxy, can be found in the proxy form provided to shareholders.

If the shareholder has granted power of attorney to his or her custodian bank (sec. 10a AktG), it is sufficient for the bank to issue a declaration that it has been granted power of attorney in addition to the deposit certificate, using the means provided for its transmission to the Company.

Shareholders may also exercise their rights in person at the Annual General Meeting after granting a proxy. Personal attendance is deemed to be a revocation of a previously granted proxy.

The above provisions on the granting of the power of attorney apply mutatis mutandis to the revocation of the power of attorney.

### **Independent proxy**

As a special service, an independent proxy is available to shareholders to exercise their voting rights at the Annual General Meeting in accordance with their instructions, namely Mr. Stephan Plankensteiner, substitute notary of public notary Dr. Walter Pisk, 8010 Graz, Raubergasse 20, e-mail: [pisk.ams-osram@hauptversammlung.at](mailto:pisk.ams-osram@hauptversammlung.at); a special proxy form is available on the Company's website at [ams-osram.com/en/about-us/investor-relations/general-meeting](https://ams-osram.com/en/about-us/investor-relations/general-meeting).

## V. INFORMATION ON THE RIGHTS OF SHAREHOLDERS PURSUANT TO SEC.S 109, 110, 118 AND 119 AKTG

### 1. Additions to the agenda by shareholders in accordance with sec. 109 AktG

Shareholders whose shares individually or collectively account for **5% of the share capital** and who have held these shares for at least three months prior to submitting their request may request in writing that **additional items** be placed on the **agenda of** this Annual General Meeting and published, provided that this request is submitted in writing by post or courier no later than **24 May 2024** (24:00 Vienna time) to the Company's address at ams-OSRAM AG, att. Dr. Franz Fazekas / Legal Department, Tobelbader Straße 30, 8141 Premstaetten, Austria, or by e-mail with qualified electronic signature to the e-mail address [agm@ams-osram.com](mailto:agm@ams-osram.com) or by SWIFT to the address GIBAATWGGMS. "In writing" means personally signed or signed by each applicant or, if sent by e-mail, with a qualified electronic signature or, if sent by SWIFT, with message type MT598 or type MT599, whereby ISIN AT0000A18XM4 must be stated in the text.

Each agenda item requested in this way must be accompanied by a proposed resolution together with a statement of reasons. The agenda item and the proposed resolution, but not the reasons for it, must also be written in German. Proof of shareholder status must be provided by submitting a deposit certificate in accordance with sec. 10a AktG, which confirms that the shareholders submitting the motion have held the shares continuously for at least three months prior to submitting the motion and which must not be older than seven days at the time of submission to the Company. Several deposit confirmations for shares that only together represent the 5% shareholding must refer to the same date (day, time).

With regard to the other requirements for the deposit certificate, please refer to the information on the right to participate (item III. of this invitation).

### 2. Resolution proposals from shareholders on the agenda in accordance with sec. 110 AktG

Shareholders whose shares together amount to **1% of the share capital** may submit **proposals for resolutions** on any item on the agenda in text form, together with a statement of reasons, and may request that these proposals, together with the names of the shareholders concerned, the statement of reasons to be included and any statement by the Management Board or Supervisory Board, be made available on the Company's website entered in the commercial register, provided that this request is submitted in text form no later than by **June 5, 2024 (24:00 Vienna time)** to the Company either via mail to ams-OSRAM AG, att. Dr. Franz Fazekas / Legal Department, Tobelbader Straße 30, 8141 Premstaetten, Austria, or by e-mail to the e-mail address [agm@ams-osram.com](mailto:agm@ams-osram.com), whereby the request must be sent in text form, for example as a PDF, attached to the e-mail. If text form within the meaning of sec. 13 para 2 AktG is required for declarations, the declaration must be made in a document or in another

manner suitable for permanent reproduction in writing, the person making the declaration must be named and the conclusion of the declaration must be made recognizable by reproducing the signature of the name or otherwise. The proposed resolution, but not the reasons for it, must also be written in German. Proof of shareholder status must be provided by submitting a deposit certificate in accordance with sec. 10a AktG, which must not be older than seven days at the time of submission to the Company. Several deposit confirmations for shares that only together represent a shareholding of 1% must refer to the same date (day, time).

For elections to the Supervisory Board, it should be noted that proposals from shareholders pursuant to sec. 110 para 1 AktG for the election of Supervisory Board members, together with the declarations pursuant to sec. 87 para 2 AktG for each person proposed, must be received by the Company in text form by **June 5, 2024** at the latest and must be made available by the Company on the Company's website [ams-osram.com/en/about-us/investor-relations/general-meeting](https://ams-osram.com/en/about-us/investor-relations/general-meeting) at the latest on the second working day after receipt, failing which the person concerned may not be included in the vote.

With regard to the other requirements for the deposit certificate, please refer to the information on the right to participate (item III. of this invitation).

### **3. Disclosures pursuant to sec. 110 (2) sentence 2 AktG**

The Company provides the following information on agenda item 6 "Elections to the Supervisory Board" and the possible submission of a corresponding election proposal by shareholders in accordance with sec. 110 AktG:

In accordance with sec. 8 (1) of the Articles of Association of ams-OSRAM AG, the Supervisory Board consists of at least three and no more than eight members elected by the Annual General Meeting and the members delegated in accordance with sec. 110 (1) of the Austrian Labor Constitution Act. sec. 86 (7) AktG is applicable to ams-OSRAM AG.

It is announced that an objection pursuant to § 86 para 9 AktG was raised neither by the majority of the shareholder representatives nor by the majority of the employee representatives and therefore the minimum share offer pursuant to § 86 para 7 AktG is not fulfilled separately, but in its entirety.

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 in accordance with sec. 110 of the Austrian Labor Constitution Act (ArbVG) (employee representatives). The eight shareholder representatives are currently made up of four women and four men. The employee representatives delegated by the Works Council are currently one woman and three men. The minimum quota requirement pursuant to sec. 86 (7) AktG has therefore been met to date.

If shareholders submit nominations for election under agenda item 6 "Elections to the Supervisory Board", it must be ensured that, if the nominations are accepted, the Supervisory Board will include at least four women.

The Supervisory Board mandates of Dr. Margarete Haase and Brigitte Ederer will expire at the end of the upcoming Annual General Meeting.

At least one woman out of two persons would have to be proposed in order to comply with the minimum shareholding requirement pursuant to § 86 (7) AktG.

#### **4. Shareholders' right to information in accordance with sec. 118 AktG**

Upon request, each shareholder must be provided with information on the Company's affairs at the Annual General Meeting, insofar as this is necessary for the proper assessment of an item on the agenda. The duty to provide information also extends to the Company's legal relationships with an affiliated Company and to the situation of the Group and the companies included in the consolidated financial statements.

The information may be refused if, according to reasonable business judgment, it is likely to cause a significant disadvantage to the Company or an affiliated Company, or if providing it would be punishable by law.

In accordance with sec. 19 (2) of the Articles of Association, the Chairman of the Annual General Meeting may impose reasonable time limits on shareholders' rights to speak and ask questions. In particular, she may impose general and individual restrictions on speaking and questioning time at the beginning, but also during the Annual General Meeting.

Requests for information must always be made verbally at the Annual General Meeting, but can also be made in writing.

Questions that require longer preparation to answer should be submitted to the Management Board in text form in good time before the Annual General Meeting to ensure that the meeting is held efficiently. These questions can be sent to the Company by email to [agm@ams-osram.com](mailto:agm@ams-osram.com).

#### **5. Motions by shareholders at the Annual General Meeting in accordance with sec. 119 AktG**

Every shareholder - irrespective of a specific shareholding - is entitled to submit motions on any item on the agenda at the Annual General Meeting. If several motions are submitted for an item on the agenda, the chairperson shall determine the order of voting in accordance with sec. 119 (3) AktG.

However, a **shareholder motion on agenda item 6 "Elections to the Supervisory Board"** requires the timely submission of a resolution proposal in accordance with sec. 110 AktG: Persons may be proposed for election to the Supervisory Board by shareholders whose shares together amount to 1% of the share capital. Such nominations must be received by the Company in the above-mentioned manner by



**June 5, 2024** at the latest. Each nomination must be accompanied by a declaration pursuant to sec. 87 para 2 AktG from the proposed person regarding their professional qualifications, their professional or comparable functions and any circumstances that could give rise to concerns of bias. Otherwise, the shareholder proposal for the election of a Supervisory Board member may not be considered in the vote. With regard to the information pursuant to sec. 110 para 2 sentence 2 AktG, reference is made to item V. para 3. of the convening notice.

## **6. Information for shareholders on data processing**

ams-OSRAM AG processes shareholders' personal data (in particular those pursuant to sec. 10a (2) AktG, i.e. name, address, date of birth, securities account number, number of shares held by the shareholder, class of shares if applicable, voting card number and, if applicable, name and date of birth of the proxy or proxies) on the basis of the applicable data protection regulations, in particular the European General Data Protection Regulation (GDPR) and the Austrian Data Protection Act, in order to enable shareholders to exercise their rights at the Annual General Meeting.

The processing of shareholders' personal data is mandatory for the participation of shareholders and their representatives in the Annual General Meeting in accordance with the German Stock Corporation Act. The legal basis for the processing is therefore Art. 6 (1) c) GDPR.

ams-OSRAM AG is the controller responsible for the processing. ams-OSRAM AG uses external service providers such as notaries, lawyers, banks and IT service providers for the purpose of organizing the Annual General Meeting. These companies receive from ams-OSRAM AG only such personal data as is necessary for the performance of the commissioned service and process the data exclusively in accordance with the instructions of ams-OSRAM AG. Where legally required, ams-OSRAM AG has concluded a data protection agreement with these service providers.

If a shareholder participates in the Annual General Meeting, all shareholders present or their representatives, the members of the Management Board and Supervisory Board, the notary and all other persons with a legal right to participate may inspect the legally required list of participants (sec. 117 AktG) and thereby also view the personal data specified therein (including name, place of residence, shareholding). ams-OSRAM AG is also legally obliged to submit personal shareholder data (in particular the list of participants) as part of the notarial record to the commercial register (sec. 120 AktG).

Shareholders' data is anonymized or deleted as soon as it is no longer required for the purposes for which it was collected or processed and unless other legal obligations require further storage. Obligations of proof and retention arise in particular from corporate, stock corporation and takeover law, from tax and duty law and from money laundering regulations. If legal claims are asserted by shareholders against ams-OSRAM AG or by ams-OSRAM AG against shareholders, the storage of personal data serves to

clarify and enforce claims in individual cases. In connection with legal proceedings before civil courts, this may lead to the storage of data for the duration of the statute of limitations plus the duration of the legal proceedings until their legally binding conclusion.

Every shareholder has a right of access, rectification, restriction, objection and erasure regarding the processing of personal data at any time, as well as a right to data portability in accordance with Chapter III of the GDPR.

Shareholders can assert these rights against ams-OSRAM AG free of charge using the following contact details:

**ams-OSRAM AG**

Data Protection Officer

Tobelbader Street 30

8141 Premstätten

E-mail: [dataprotection@ams-osram.com](mailto:dataprotection@ams-osram.com)

Shareholders also have the right to lodge a complaint with the data protection supervisory authority in accordance with Article 77 GDPR. Further information on data protection can be found in the privacy policy on the website of ams-OSRAM AG at [ams-osram.com/privacy-policy](https://ams-osram.com/privacy-policy).

## **VI. FURTHER INFORMATION AND NOTES**

### **Total number of shares and voting rights**

At the time the Annual General Meeting is convened, the Company's share capital amounts to EUR 998,443,942.00 and is divided into 998,443,942 no-par value bearer shares. Each share grants one vote at the Annual General Meeting. The Company held 9,418,456 treasury shares per April 30, 2024. The Company is not entitled to any rights from treasury shares. The total number of voting rights therefore amounted to 989,025,486 voting rights as per the end of April. Any change in the number of treasury shares until the Annual General Meeting and thus the total number of voting rights will be announced at the Annual General Meeting. There is only one class of shares.

Premstätten, May 2024

The Management Board