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Questions and answers on the planned reverse share split

Transaction background

What is a reverse share split?

In a reverse share split, shares are merged (in contrast to a share split, in which shares are divided). In our case, 10 existing no-par value bearer shares ("existing shares") will be merged into 1 no-par value bearer share ("new share"). The reverse share split results in ams OSRAM's share capital of EUR 998,443,940.00 being divided into 99,844,394 bearer shares and a pro rata amount of the share capital of EUR 10.00 per share.

As an existing shareholder, do I have to take any action to receive the new (merged) shares?

No. Your custodian bank will automatically convert the existing ams OSRAM shares into new (merged) ams OSRAM shares at a ratio of 10:1. The reverse share split was approved by the Annual General Meeting on 14 June 2024 and was registered accordingly with the Austrian companies register.

Why does ams OSRAM want to execute a reverse share split?

On 7 December 2023, ams OSRAM successfully completed its refinancing, including a rights issue and the issuance of new unsecured, senior notes. As a consequence of the capital increase, the company's share capital and the share count increased significantly and therefore, the company has decided to re-divide its share capital by means of a reverse share split at a ratio of 10:1, so that 10 existing shares in the company will be merged into 1 new share. However, the share capital of the stock corporation and the total value of the shares remain unchanged, so that the assets/share capital are merely allocated to a reduced number of shares.

When will the reverse share split be executed?

As communicated on 24 September 2024, the timetable of the reverse share split is as follows:

- 27 September 2024: last trading day of the old shares (ISIN: AT0000A18XM4) on SIX Swiss Exchange
- 30 September 2024: first trading day of the new shares (ISIN: AT0000A3EPA4) on SIX Swiss Exchange (ex-date)

ams OSRAM shareholders will also be informed of the implementation of the reverse share split by their custodian bank.

Technical aspects of the transaction

What is the exchange ratio for the reverse share split?

The exchange ratio is 10:1, i.e. 10 existing shares are exchanged for 1 new share.

Can I trade my ams OSRAM shares at any time without interruption?

Yes. During the trading hours of the SIX Swiss Exchange, ams OSRAM shares can usually be traded without interruption. This also applies before, on and after the ex-date of the reverse share split.

Will my voting rights change?

The percentage ownership of each of our shareholders and thus the voting rights will not be affected by the reverse share split, apart from a possible minor rounding down as a result of the fractional compensation. However, those shareholders holding less than 10 shares would no longer be shareholders of ams OSRAM due to the reverse share split ratio of 10:1 (see Q&A below for details).

What are fractions?

The reverse split of shares may result in fractions of new shares (the "Fractions"). This is the case if shareholders hold an amount of ams OSRAM shares that is not divisible by 10 or a multiple thereof. Fractions are rounded down and are paid for at the compensation price in cash (in CHF). The compensation price is financed by the sale of remaining shares by your custodian bank. The basis for the compensation price is the price per share achieved through such sale. The rounding down is necessary for reasons of operational efficiency and transaction security.

Important: What can I do to avoid rounding down of fractions?

If your number of ams OSRAM shares is not divisible by 10, fractions will be rounded down by default and you will receive a compensation in cash. If you prefer to avoid this outcome, you may adjust your shareholding upwards or downwards accordingly by buying additional shares or selling some shares in the market before the ex-date, so that your number of ams OSRAM shares is divisible by 10 (in which case the usual costs and expenses, e.g. order fees, charged by your custodian bank, apply).

What does a shareholder receive who holds a number of ams OSRAM shares divisible by 10?

Shareholders holding a number of existing shares exactly divisible by 10 shall receive 1 new share for every 10 existing shares held at the close of trading before the ex-date.

Example: Before the reverse share split, shareholder A holds 1,000 existing shares. In the reverse share split, the existing shares are exchanged into 100 new shares. See illustration below (example A).

What compensation will shareholders receive who hold less than 10 shares?

Shareholders holding less than 10 existing shares will receive a cash compensation. They are no longer shareholders in ams OSRAM after the reverse share split.

Example: Before the reverse share split, shareholder B held, say, 9 existing shares in ams OSRAM. During the reverse share split, shareholder B automatically receives a fractional compensation from his custodian bank for the 9 shares previously held and is no longer a shareholder in ams OSRAM. See illustration below (example B).

To ensure that you receive at least one new ams OSRAM share after the reverse share split, your holding of existing shares must be at least equal to the reverse share split ratio of 10:1. If your current holding does not reach this value and you wish to remain a shareholder of ams OSRAM, you must acquire the missing shares up to the reverse share split ratio of 10:1 in the market before the ex-date.

What does a shareholder receive who holds a number of shares greater than 10 but not divisible by 10?

Shareholdings greater than 10 but not divisible by 10 shall be rounded down to the nearest possible number divisible by 10. Shareholders will receive one new share in exchange for every 10 existing shares previously held. For the remaining shares, the shareholders will receive a fractional compensation.

Example: Shareholder C held 215 existing shares before the reverse share split. During the reverse share split, the shareholder receives 21 new shares and a fractional compensation for the remaining 5 shares. See illustration below (example C).

How much is the fractional compensation (cash compensation per share)?

The fractional compensation will be financed by the sale of excess shares by your custodian bank. The amount will be based on the market price of new shares and the actual achieved sale price at that time.

Will the reverse share split affect all shareholders equally?

Yes. The reverse share split affects all shareholders equally and does not change the percentage ownership or the proportionate voting rights of the shareholders (apart from a possibly minor rounding down if the holding is not divisible by the reverse share split ratio).

Does the reverse share split affect the conversion rights of the convertible bonds issued by ams OSRAM?

The Conversion Prices as well as the Cash Dividend Thresholds of the convertible bonds will be adjusted according to the adjustment formula defined in the Convertible Bond terms and conditions.

What should I do if I have not received the new shares or the fractional compensation?

The custodian banks are instructed to carry out the reverse share split as described here. Please contact your custodian bank directly if you have any queries.

What costs does a shareholder incur as a result of the implementation of the reverse share split?

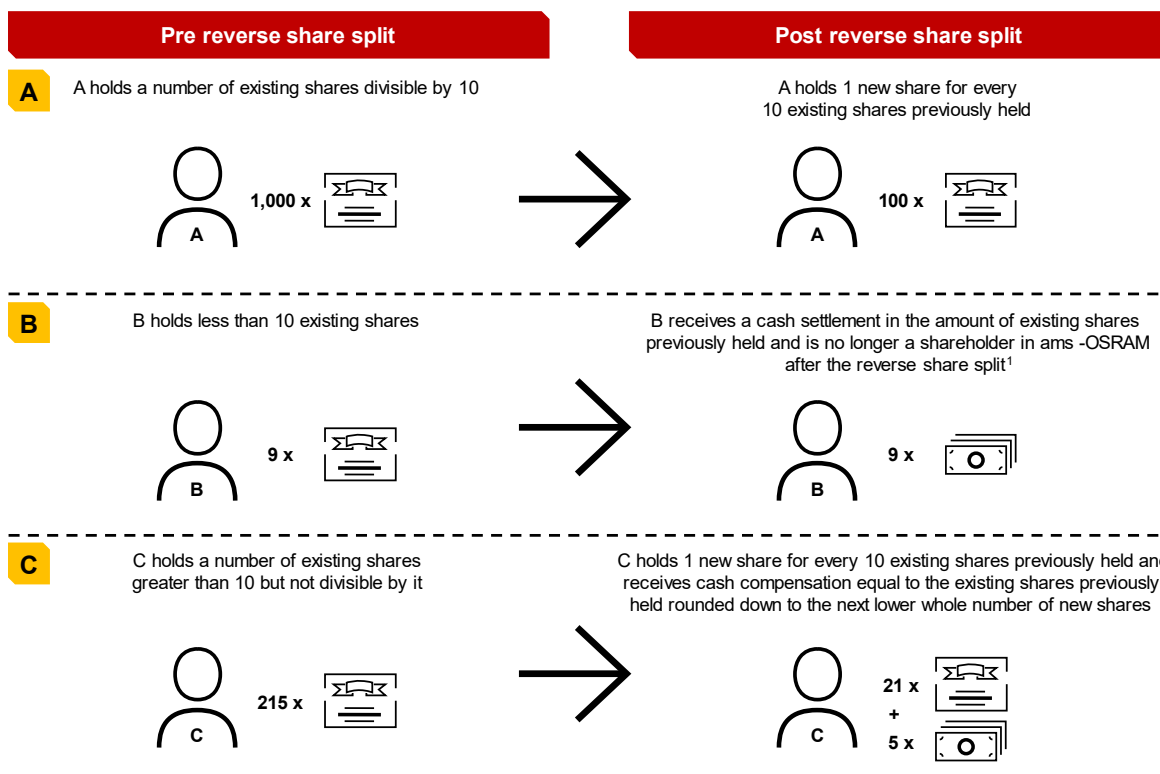
The custodian banks are instructed to carry out the reverse share split without charging any costs or expenses to our shareholders. Please contact your custodian bank directly if you have any queries.

What are the tax consequences for shareholders?

We recommend all ams OSRAM shareholders and beneficial owners of ams OSRAM shares to consult a tax advisor regarding any Swiss tax effects and, where applicable, foreign tax effects of the reverse share split applicable to them.

Illustration of the reverse share split from a shareholder's point of view

Reverse share split ratio 10:1



¹ In order to ensure that you receive at least one new amun OSRAM share after the reverse share split, your holding of existing shares must be at least equal to the reverse share split ratio of 10:1. If your current holding does not reach this number and you wish to remain a shareholder of amun OSRAM, you must acquire the missing shares up to the reverse share split ratio of 10:1 in the market before the ex-date.