

**ams-OSRAM AG
Premstaetten, reg.no. 34109k**

**Proposals of the Supervisory Board for the
Annual General Meeting
June 24, 2022**

- 1. Presentation of the annual accounts, including the report of the management board and the corporate governance report, the group accounts together with the group annual report, the proposal for the appropriation of profits and the report of the supervisory board for the business year 2021**

The balance sheet result in the adopted annual financial statements amounts to EUR 0.00. Therefore, a separate agenda item on the resolution on the allocation of the balance sheet results.

There is no resolution to be adopted on this item of the agenda.

- 2. Adoption of a resolution on the discharge of the members of the Management Board for the business year 2021**

The Supervisory Board proposes that the General Meeting shall adopt the following resolution:

“The Members of the Management Board in office in the business year 2021 shall be discharged for said period.”

- 3. Adoption of a resolution on the discharge of the members of the Supervisory Board for the business year 2021**

The Supervisory Board proposes that the General Meeting shall adopt the following resolution:

“The Members of the Supervisory Board in office in the business year 2021 shall be discharged for said period.”

4. Resolution on the election of the auditor and group auditor for the business year 2022

The Supervisory Board proposes, in line with a recommendation of the Audit Committee, that the General Meeting shall adopt the following resolution:

“KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft”, Vienna, shall be elected auditor and group auditor for the business year 2022.”

The auditor has presented a summary, grouped by category of rendered services, of total fees received from ams-OSRAM AG prior to this proposal. Moreover, the auditor reported on its participation in an external quality assurance system.

The auditor has confirmed the absence of any statutory exclusion criteria or any matters which could give rise to doubts about his independence. The Chairman of the Supervisory Board has received the respective declaration of independence dated April 19, 2022.

5. Remuneration Report

The management board and the supervisory board of listed companies have to prepare a clear and comprehensible remuneration report on the remuneration of the members of both the management board and the supervisory board in accordance with sections 78 in conjunction with 98a of the Austrian Stock Corporation Act (*Aktiengesetz* or “AktG”).

The remuneration report has to provide a comprehensive overview of the remuneration paid to current and former members of both the management board and the supervisory board in accordance with the remuneration policy (sections 78a in conjunction with 98a AktG) in the past business year, including all benefits in any form.

The remuneration report for the past business year shall be resolved upon by the Annual General Meeting. Such voting is recommendatory and cannot be contested (section 78d para. 1 AktG). The Management Board and the Supervisory Board have to publish a resolution proposal on the remuneration report in accordance with section 108 para. 1 AktG. Such resolution proposal on the remuneration report as well as the remuneration report as such have to be published on the Company’s website as indicated in the commercial register from the 21st day before the Annual General Meeting in accordance with section 108 para. 4 no. 4 AktG.

In their meeting on April 29, 2022, the Management Board and the Supervisory Board of ams-OSRAM AG adopted a remuneration report in accordance with section 78c in conjunction with section 98a AktG and proposed a resolution as below.

The remuneration report will be made available in German and English on ams-OSRAM AG's website recorded in the commercial register under ams-osram.com/general-meeting.

The Supervisory Board proposes that the remuneration report for the business year 2021, as available on the website indicated in the commercial register, shall be adopted.

The remuneration report is attached to these resolution proposals as Annex 1.

6. Election of members to the Supervisory Board

ams-OSRAM AG is subject to the scope of section 86 para 7 AktG and has to adhere to the minimum quota pursuant to section 86 para 7 AktG.

Neither the majority of the Shareholder Representatives nor by the majority of the delegated members of the Works Council raised an objection in accordance with section 86 para 9 AktG, therefore, the minimum quota may be fulfilled jointly, not separately.

The Supervisory Board of ams-OSRAM AG currently consists of eight members elected by the General Meeting (Shareholder Representatives) and four members delegated by the Works Council (Employee Representatives) pursuant to section 110 ArbVG. The Shareholder Representatives are currently consisting of four women and four men. The Employee Representatives currently consist of one woman and three men. Therefore, the Company fulfils the minimum proportion requirement pursuant to section 86 para 7 AktG.

With completion of the upcoming Annual General Meeting, the supervisory board mandates of Mr. Hans Jörg Kaltenbrunner, Mr. Michael Grimm, Ms. Yen Yen Tan, Ms. Monika Henzinger, Mr. Kin Wah Loh and Mr. Brian M. Krzanich will expire.

The Supervisory Board proposes to fill these six vacating board seats so that the Supervisory Board will still consist of eight Shareholder Representatives and four Employee Representatives also after the upcoming Annual General Meeting. Of those six board members, at least one member has to be a woman to again comply with the minimum proportion requirement pursuant to section 86 para 7 AktG.

The Supervisory Board proposes to elect the below-mentioned persons to the Supervisory Board with effect as of completion of the upcoming Annual General Meeting, namely: Ms. Yen Yen Tan, born on June 5, 1965, and Mr. Brian Krzanich, born on May 9, 1960, both until completion of that Annual General Meeting, which will resolve on the discharge for the business year 2022; Ms. Monika Henzinger, born on April 22, 1966, and Mr. Kin Wah Loh, born on November 15, 1954, both until completion of that Annual General Meeting, which will resolve on the discharge for the business year 2024, and Mr. Wolfgang Leitner, born on March 27, 1953, and Mr. Andreas Gerstenmayr, born on February 18, 1965, both until completion of that Annual General Meeting, which will resolve on the discharge for the business year 2025.

It is intended to vote separately on each vacant post at the upcoming Annual General Meeting.

Each of the nominees has provided a declaration in accordance with section 87 para 2 AktG, which is also available on the company's website, and particularly states that:

1. all the circumstances in connection with section 87 para 2 AktG were disclosed and after evaluation of the nominee no circumstances exist that may raise concerns regarding his impartiality,
2. the nominee has not been convicted of any criminal offense by a final court decision, in particular to any such questioning his professional reliability and professional conduct according to section 87 para 2 s 3 AktG, and
3. no impediments within the meaning of section 86 para 2 and 4 AktG exist.

The Nomination Committee of the Supervisory Board has prepared this proposal and, within the meaning of section 87 para 2a AktG, took into account the professional and personal qualifications of the respective member as well as the professionally balanced composition of the Supervisory Board and the aspects of the diversity of the Supervisory Board in the light of the representation of both sexes, the age structure, and the internationality of the members.

At the election, the General Meeting is bound by the nominations in the following manner: Proposals for the election of Supervisory Board members together with the declarations pursuant to section 87 para 2 AktG for each proposed person are required to be made available on the website of the Company on June 17, 2022, otherwise the respective person may not be included in the vote. This also applies to nominations by shareholders pursuant to section 110 AktG, which must reach the Company in text-form no later than on June

14, 2022, whereby reference is made to Convocation of the Annual General Meeting (section 6) with regard to the details and conditions for the consideration of such election proposals.

Premstaetten, May 20, 2022

The Chairman

Hans Jörg KALTENBRUNNER