REMUNERATION REPORT
AMS-OSRAM AG

for the fiscal year 2021
1. Introduction

The remuneration of the members of the Management Board and the Supervisory Board of ams-OSRAM AG is based on the remuneration policies which were adopted by the Annual General Meeting of the company on 2 June 2021.

Based on the general principles determined in these policies, the remuneration report summarizes the principles used to determine the remuneration of the members of the Management Board for fiscal year 2021 and explains the structure and amount of the remuneration paid to the members of the Supervisory Board. In addition, the remuneration of each member of the Management Board and the Supervisory Board for fiscal year 2021 is presented on an individual basis.

The remuneration report for fiscal year 2021 is based on the requirements of § 78c Austrian Stock Corporation Law, respective rules of the Suisse stock exchange and additional best practice standards for remuneration disclosure. In addition, it considers comments and recommendations received from shareholders at the Annual General Meeting on 2 June 2021 in the context of the vote on the report for fiscal year 2020. In particular, compared to last year’s disclosure, the following changes in the remuneration report for fiscal year 2021 have been implemented:

- More extensive disclosure on the remuneration system, its elements and the processes which are applied in determining executive remuneration (including Peer Group information);
- More detailed explanations on the targets for the annual variable compensation for Management Board members, including a comprehensive break down of the targets set for the last fiscal year. The targets for future reporting periods will include growth, profitability and/or cash-flow figures and selective strategic targets. A more detailed publication was considered but deemed not practicable because it would exceed ams OSRAM’s financial guidance practices;
- Additional details on the current stock-based long-term incentive plan (LTIP 2019), information about vesting/forfeiture of stock-based remuneration in the reporting period, and decisions of the Supervisory Board about changes to be implemented in the forthcoming new LTIP plan;
- Clarifications on the non-use of stock-based remuneration for Supervisory Board members.

2. Principles and Objectives

The Supervisory Board decides on the remuneration system for the Management Board by determining a respective remuneration policy to be submitted to the Annual General Meeting of ams OSRAM’s shareholders for approval. This policy shall ensure that the total remuneration of the members of the Management Board is corresponding with the performance of the company and with customary remuneration in comparable positions in the worldwide semiconductor and technology industry, and that it supports the business strategy and long-term development of the company.

To prepare decisions in this field, the Supervisory Board established a Remuneration Committee consisting of the Chairperson of the Board, his deputy and up to one further member of the Supervisory Board. This committee is responsible for the passing of resolutions regarding conclusion, amendment and termination of employment contracts with Management Board members, and especially determining their remuneration. As part of this responsibility, the committee regularly evaluates the appropriateness of the remuneration paid to members of the Management Board and of the remuneration system in general, taking account of the statutory requirements and developments in corporate governance standards and investor expectations regarding executive remuneration. An external independent consultant regularly supports the committee. On the basis of this evaluation, the committee recommends adjustments to the Management Board remuneration system or policy. It also sets the targets for the annual variable remuneration at the beginning of each fiscal year and determines target achievements after the end of the respective period.

In addition, the Supervisory Board set up a Long-term Incentive Plan Committee (LTIP Committee) which is responsible for preparing the general policy and parameters of the long-term incentive plans for final decisions of the Supervisory Board and the Annual General Meeting to the extent required by law. Furthermore, the LTIP Committee (i) periodically commissions an external expert to review the general market conditions, (ii) advises on changes to the LTIP, and (iii) decides and reviews, changes and approves the Management Board’s proposal to award long-term incentives to senior managers and employees of the company.

When designing the remuneration system and setting the remuneration for the Management Board, the Supervisory Board is guided, in particular, by the following principles (as established in the remuneration policy):

Supporting the strategic development of ams OSRAM:

Overall objective of the executive remuneration at ams OSRAM is to link the business strategy and long-term development of the company in the interests of its shareholders. The remuneration is reflecting the ongoing development of the ams OSRAM group by setting ambitious targets for the Management Board and adapting them to the current business situation as well as to the dynamic requirements of the ecosystem. ams OSRAM group pursues the goal of becoming the world’s leading provider in the fast-growing market of optical solutions. In order to achieve this leadership position ams OSRAM invests extensively in breakthrough innovations and continuous transformation. At the same time, it is important that the long-term
interests of shareholders are always consid-
ered in the business strategy. As part of our
remuneration policy we therefore ensure that
long-term and strategic decisions are
appropriately incentivized.

Considering the overall situation of the
company:
The Supervisory Board takes the economic
situation as well as the company’s success
and future prospects into consideration
when deciding on the structure and mea-
surement of remuneration.

Offering competitive conditions for
managers:
As OSRAM is operating in a highly
competitive environment, executive remu-
neration should be attractive in comparison
to what is offered by competitors, and thus
be an incentive for best qualified executives
from across the globe to join and remain
with the company in the long term.

Reflecting different experiences, skills
and responsibilities of board members:
The remuneration of the members of the
Management Board reflects the respon-
sibility as lawful representatives of ams-
OSRAM AG and the scope of activities of
the assignment of functions. In addition,
relevant professional experience and the
skills profile is considered to a significant
extent.

Linking remuneration strictly to perfor-
mance:
To ensure a clear focus on performance,
the compensation focuses on variable
elements for which performance targets
are set at the beginning of each fiscal year
which cannot be amended subsequently.
The base-salaries of Management Board
members are comparably moderate, i.e.
below benchmark, and customary addition-
al benefits like pension schemes are not

granted. Thereby, the remuneration system
for the Management Board strongly em-
phazises on both, the (financial) long-term
performance and the sustainable strategic
development of the company.

Considering Peer Group companies,
comparing vertical compensation and
retaining expert advice:
When regularly reviewing whether the remu-
neration is at a competitive level, the Remu-
neration Committee looks at the structure
and level of remuneration in peer compa-
nies. To define the relevant peer group,
an independent expert analyzed data of key
competitors in the relevant semiconductors
and optical component markets. The result-
ning peer group is a balanced mix of com-
panies offering semiconductors and optical
solutions and consisted in fiscal year 2021
of the following companies: Analog Device-
es Inc., Broadcom Inc., Cirrus Logic Inc., El-
mos Inc., Infineon Technologies AG, Maxim
Integrated Products Ltd., Melexis Technolo-
gies NV, NXP Semiconductors N.V., O2Micro
International Inc., ON-Semiconductors
Corp., Qorvo Inc., Renesas Electronics Corp.,
STMicroelectronics N.V., Texas Instruments
Inc. and TDK Corp. This group is regularly
updated based on independent expert
advice. In this context, structural changes
by M&A transactions, delisting etc. affect
peers are considered. As a result, OSRAM Licht AG, Dialog Semicon-
ductor plc, and Cypress Semiconductor
Corp. have recently been eliminated from
the peer group.

Further, to prepare decisions, the Remunera-
tion Committee considers the Manage-
ment Board’s remuneration relative to the
remuneration of relevant parts of the ams
OSRAM group workforce (vertical compar-
ison). For this endeavor, data of Austrian,
German and Suisse employees are ana-
lyzed, and this analysis is provided to the
Remuneration Committee once a year.

The Remuneration Committee regularly
seeks advice from external remuneration
experts. In the last years, such advisors
were involved in preparing the Long-Term
Incentive Plan 2019 and the remuneration
policy adopted by the Annual General
Meeting in June 2020. When retaining these
experts, established independence require-
ments for remuneration consultants are
strictly observed.

3. Key remuneration elements for the
Management Board

According to the remuneration policy ap-
proved by the Annual General Meeting on 2
June 2021, the remuneration system for the
Management Board generally consists of
three main elements:
- Fixed base remuneration,
- Short-term variable remuneration (annual
Performance Bonus) and
- Long-term remuneration based on equity
incentive plans.

As to the targeted weighting of these
elements, the fixed base remuneration
3.1 Fixed base remuneration

The fixed base remuneration of the
members of the Management Board is a
non-performance related compensation
that is typically paid in 14 installments
(twelve at the end of each month and two
additional installments every six months as
it is common practice in Austrian compa-
nies). The base remuneration reflects the
professional experience and the area of
responsibility of the individual member of
the Management Board. The Supervisory
Board decided to establish a moderate
level of base remuneration compared to
international peer group companies. The
chairman of the Management Board (CEO)
receives a higher base salary due to his
special responsibility and importance for
managing the ams OSRAM group.

3.2. Short-term annual variable remuneration (Performance Bonus)

The short-term annual variable remunera-
tion (Performance Bonus) incentivizes the
successful execution of the strategy broken
down to annual financial and non-finan-
cial targets in each financial year. At the
beginning of each fiscal year, on behalf of
the Supervisory Board, its Remuneration
Committee sets clearly defined quantifiable
targets for certain performance indicators.
The target categories and their weighting
shall ensure that the annual focus supports
profitable growth, a well-balanced financial
structure as well as short-term milestones
for important strategic projects (e.g. M&A...
activities). Further, the targets take into account key commitments to investors and are aligned with the long-term strategic development of the company.

Being convinced of the importance of sustainability for the success of the company, the Supervisory Board is determined to use ESG performance indicators as part of the annual targets for members of the Management Board. A comprehensive ESG strategy for the combined ams OSRAM group will be determined during fiscal 2022. The Supervisory Board decided to support this process by including an initial ESG-related target in the remuneration system for fiscal 2022.

3.3 Long-term remuneration

The long-term remuneration consists of several equity incentive plans and represents a significant portion of the medium- and long-term remuneration of the members of the Management Board. Within the framework of differently designed plans, the Management Board as well as selected employees and executives are given the opportunity to participate in the successful development of OSRAM. The objectives of these equity incentive plans are to strengthen the alignment of interests between shareholders and employees, to provide an incentive for the generation of enhanced value, to ensure long-term commitment of employees and to maintain a motivating remuneration system that offers additional income opportunities.

The vesting of stock options under the respective plans is generally linked to the achievement of performance criteria of KPIs, such as EPS (earnings per share) or TSR (total shareholder return) in comparison to a defined peer group (for the calculation of this group see above). The respective stock options generally vest over an extended time period throughout the duration of the stock options plans. The capital increase in 2020 in connection with the OSRAM transaction has led to an increased number of outstanding shares, which has been reflected in the stock options plans accordingly.

For fiscal year 2021, only stock options under the Long-Term Incentive Plan 2019 (LTIP 2019) have been awarded to members of the Management Board. This plan, which replaced LTIP 2014, became effective on 9 September 2019 and is applicable until end of 2023. There are various limitations for the grant of stock options under this scheme: Overall, the LTIP 2019 plan comprises of approximately 7.5% of the company’s share capital over the course of five years (2019-2023), so that each annual tranche is limited to 1.5% of the total share capital. In addition, the total amount of outstanding options and awards under all plans that can be converted into shares may at no point in time exceed 10% of the total share capital.

LTIP 2019 includes three different types of options, of which the first two of them are applicable to Management Board members:

Performance Share Units (PSUs): PSUs are options subject to performance conditions. The performance indicators for the PSU are the relative Total Shareholder Return and the Earnings per Share. The peer group for the relative TSR consists of key semiconductor companies (for details see above). An additional threshold is the fulfillment of the performance criteria under ams OSRAM Profit Sharing Program. PSUs will become exercisable 5 years after grant date (vesting periods) if the LTIP Committee determines that the performance criteria have been met and provided that the price of the shares at the time of exercise exceed the average weighted price of the shares three months prior to the date of grant (exercise threshold). Each granted PSU entitles the participant to purchase one share of the Company at an exercise price of EUR 100.

Special Performance Share Units (SPSUs): SPSUs are market value options. Over a four-year period, each year one quarter of the total tranche of SPSUs becomes exercisable. Each granted SPSU entitles the participants to purchase one share of the Company at an exercise price based on the average weighted price of the Shares within the last sixty (60) trading days prior to the respective date of grant, converted into a Euro amount and payable for each share acquired upon the exercise of an award.

Restricted Share Units (RSUs/not to be granted to Management Board members): RSUs are subject to the achievement of a performance hurdle in accordance with the performance criteria under ams OSRAM Profit Sharing Program. Over a four-year period, each year one quarter of the total tranche of RSUs becomes exercisable. Each granted RSU entitles the participant to purchase one share of the Company at an exercise price of EUR 100.

For members of the Management Board the following maximum award limit applies: The fair value of the annual grant to the chairman of the Management Board must not exceed 750%, for all other members of the Management Board 500% of their respective annual fixed base compensation. In addition, the annual grant for all beneficiaries under the LTIP 2019 is limited to 1.5% of the share capital which may also cap the number of options to be granted to members of the Management Board.

As a standard, members of the Management Board receive 65% of their respective total grant value as PSUs and 35% as SPSUs. The vesting of PSUs, which represent the major part of options to be granted, requires fulfillment of performance-related criteria, namely Earnings per Share (EPS) exceeding the budget approved by the Supervisory Board and Total Shareholder Return (TSR being defined change to the share price plus reinvested dividends over the performance period) of ams OSRAM respective to those of peer companies. While SPSUs do not have to meet these criteria, their value is dependent on share price increases since the date of grant. As a consequence, both instruments put a strong emphasis on long-term value creation and alignment with shareholder interests.

All granted options must be exercised within ten years after grant.

Considering comments received from shareholders and in view of the overall
development of corporate governance standards for equity-based compensation plans, the LTIP Committee of the Supervisory Board already started preparations for a new LTIP scheme for ams OSRAM. This scheme will take into account the material growth of the company since 2019 which is coming with an increased number of senior managers and a different structure of businesses. As a basis for further detailing out the new plan conditions, the Supervisory Board decided in its meeting on 3 February 2022 that instruments under the new plan shall have a minimum vesting period for at least three years. Further, for shares reasons from exercised options a holding period of up to two years applies, ending at the fifth anniversary of the grant date. However, as an exception from this holding period, such shares may be sold earlier to cover tax and social security contributions. The performance criteria to be met under the new plan shall also comprise a relative criterion, so performance of ams OSRAM group compared to peer companies of its industry.

Further information on all existing LTIP plans is available in Note 4 to the Annual Financial Statements.

3.4 Other elements of the remuneration system

a) Term and termination of the mandate

The employment contracts of the members of the Management Board are concluded for the duration of their mandate. Members of the Management Board are appointed for a period of three years by resolution of the Supervisory Board, reappointments are permitted. In accordance with section 75 (4) of the Austrian Stock Corporation Act (AktG), members of the Management Board may be dismissed from their position for an illness or may be dismissed if there is a reason for dismissal within the meaning of section 27 of the Austrian Salaried Employees Act (AngG). Consequently, the employment contract is terminated at the time of dismissal. In these cases, or in the event of resignation from office without the consent of the Supervisory Board, the Management Board member concerned is not entitled to any remuneration for termination or other form of compensation in connection with the termination of the employment relationship.

In the absence of good cause or in the event of illness or accident, whereas the Management Board member is unable to perform his duties for three months and the resulting from exercised options a holding period of up to two years applies, ending at the fifth anniversary of the grant date. However, as an exception from this holding period, such shares may be sold earlier to cover tax and social security contributions. The performance criteria to be met under the new plan shall also comprise a relative criterion, so performance of ams OSRAM group compared to peer companies of its industry.

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Further, within the scope of the Corporate Staff and Self-Employment Provision Act (BMSVG), ams OSRAM AG makes contributions to an employee provision fund in the statutory amount.

Generally, there are no specific entitlements of the Management Board members related to possible changes of control or comparably structural changes of the Company. However, equity-based instruments may be subject to an accelerated vesting in case of a change of control given that the conditions for key metrics under the long-term incentive plans typically materially change and measurement of target values may become impossible in such a scenario.

No loans or similar commitments are granted to members of the Management Board.

b) Shareholding requirements

Management Board members are obliged to have a qualifying interest in shares of the company. The amount of this qualifying interest is measured by the average weighted price of the shares over a period of the previous 12 (twelve) months is 300% of the base salary for the Chairman of the Management Board and 200% of the base salary for the other members of the Management Board. Half of the qualifying interest may be held in shares obtained through equity-based compensation and half in vested options.

c) Claw-back provisions

Under the rules of the LTIP 2019 the LTIP Committee is entitled to cancel or claw back some or all of a participant’s awards under predefined circumstances ("Claw-back"), especially in but not limited to the case the Committee - determines that financial results of the company were materially misstated, - forms the view that in assessing any performance conditions imposed on an award assessment was based on an error, or an inaccurate or misleading information or assumption, or - the individual ceases to be a director or employee of an ams group member as a result of material misconduct on the part of the individual.

Such Claw-back may be applied through direct repayment or a reduction in unvested awards of future grants, or a reduction in such other payments as might otherwise be due from the company to the individual (including outstanding bonus payments). Comparable stipulations have been part of all long-term incentive plans since 2014.

d) Other benefits

There is no pension or early retirement scheme for members of the Management Board.

Management Board members are entitled to an upper-middle class passenger car for business and private purposes. Alternatively, board members can opt for a car allowance.

The company may enter into D&O insurance contracts for members of the Management Board for the duration of their respective Management Board function. In addition, ams OSRAM AG may under certain circumstances take out a private accident insurance policy for the benefit of the members of the Management Board or for the benefit of a third party named by the respective member of the Management Board.

To safeguard compliance with complex tax regulations, the company may bear the cost of tax consulting for Management Board members, especially if there are different tax legislations involved.
4. Remuneration of the Management Board for Fiscal Year 2021

4.1 Setting of targets

At its meetings on 29 April 2022, the Remuneration Committee established the amounts of short-term variable remuneration (performance bonus) on behalf of the Supervisory Board.

When setting the targets for fiscal year 2021 the Remuneration Committee specifically considered the transformation of the company in connection with the full integration of OSRAM that was expected to be implemented during this period. Therefore, the annual targets for the Management Board put a high emphasis on cash preservation and a reasonable indebtedness of the company. Consequently, the targets for fiscal year 2021 were focused on structural portfolio measures, significant cash generation and improvements in the company’s financial position. This also reflected the achievement of key commitments to shareholders for fiscal year 2021 which create the basis for future profitable growth of the ams OSRAM group.

In detail, the following annual performance bonus targets were set for the Management Board for fiscal year 2021:

<table>
<thead>
<tr>
<th>Targets and target values¹</th>
<th>0%</th>
<th>100%</th>
<th>150%</th>
<th>200%</th>
<th>Weighting of target</th>
</tr>
</thead>
<tbody>
<tr>
<td>Consolidated Free Cash Flow²</td>
<td>100,0 kEUR</td>
<td>156,0 kEUR</td>
<td>200,0 kEUR</td>
<td>250,0 kEUR</td>
<td>50%</td>
</tr>
<tr>
<td>Net debt</td>
<td>1,900 kEUR</td>
<td>1,699 kEUR</td>
<td>1,595 kEUR</td>
<td>1,403 kEUR</td>
<td>20%</td>
</tr>
<tr>
<td>Preparation of acquired goodwill (target amount at FY end)³</td>
<td>2,868 kEUR</td>
<td>2,934 kEUR</td>
<td>2,967 kEUR</td>
<td>2,999 kEUR</td>
<td>10%</td>
</tr>
<tr>
<td>Divestment transactions executed*</td>
<td>None</td>
<td>Two</td>
<td>Three</td>
<td>Four</td>
<td>20%</td>
</tr>
</tbody>
</table>

Based on the results of fiscal year 2021, the following target achievement was determined:

<table>
<thead>
<tr>
<th>Targets</th>
<th>Figure at end of measurement period</th>
<th>Target achievement</th>
<th>Weighting of target</th>
</tr>
</thead>
<tbody>
<tr>
<td>Consolidated Free Cash Flow²</td>
<td>482 kEUR</td>
<td>200%</td>
<td>50%</td>
</tr>
<tr>
<td>Net debt</td>
<td>1,406 kEUR</td>
<td>198%</td>
<td>20%</td>
</tr>
<tr>
<td>Preparation of acquired goodwill (target amount at FY end)³</td>
<td>2,999 kEUR</td>
<td>198%</td>
<td>10%</td>
</tr>
<tr>
<td>Divestment transactions executed*</td>
<td>4</td>
<td>200%</td>
<td>20%</td>
</tr>
</tbody>
</table>

Overall target achievement | 198% |

4.2 Total remuneration for Management Board members for Fiscal Year 2021

Members of the Management Board in fiscal year 2021 received the following remuneration:

Table 1. Total remuneration accrued

<table>
<thead>
<tr>
<th>Name (Position)</th>
<th>Base Salary</th>
<th>Other benefits¹</th>
<th>Severance benefits²</th>
<th>Total</th>
<th>Performance Bonus</th>
<th>Total remuneration³</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alexander Everke (CEO)</td>
<td>1,035 kEUR</td>
<td>497 kEUR</td>
<td>0</td>
<td>0</td>
<td>1,063 kEUR</td>
<td>1,101 kEUR</td>
</tr>
<tr>
<td>Ingo Bank (CFO)⁴</td>
<td>650 kEUR</td>
<td>434 kEUR</td>
<td>1,699 kEUR</td>
<td>0</td>
<td>2,295 kEUR</td>
<td>433 kEUR</td>
</tr>
<tr>
<td>Michael Vachslher (CFO)⁴</td>
<td>-</td>
<td>155</td>
<td>-</td>
<td>0</td>
<td>1,645</td>
<td>0</td>
</tr>
<tr>
<td>Thomas Stockmeier (CTO)</td>
<td>600 kEUR</td>
<td>400 kEUR</td>
<td>10</td>
<td>12</td>
<td>659</td>
<td>1,095</td>
</tr>
<tr>
<td>Mark Hammersma (CBO)</td>
<td>600 kEUR</td>
<td>400 kEUR</td>
<td>14</td>
<td>14</td>
<td>829</td>
<td>1,160</td>
</tr>
</tbody>
</table>

Total | 2,855 | 2,086 | 1,732 | 64 | 1,306 | 5,041 | 3,301 | 5,722 | 4,216 | 10,763 | 7,771 |

Table 2. Total remuneration paid

<table>
<thead>
<tr>
<th>Name (Position)</th>
<th>Base Salary</th>
<th>Other benefits¹</th>
<th>Severance benefits²</th>
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<td>14</td>
<td>829</td>
<td>1,160</td>
</tr>
</tbody>
</table>

Total | 2,855 | 2,086 | 1,645 | 0 | 2,734 | 4,645 | 4,820 | 3,041 | 3,882 | 7,686 | 8,702 |

¹ The position of other benefits comprises the variable compensation paid to the members of the Management Board or for the benefit of a third party named by the respective member of the Management Board. The other benefits are recognized at their taxable value.
² Michael Vachslher resigned from the Management Board effective 30 April 2022. As a former member of the Management Board and Chief Financial Officer, he received payouts of 5,717 kEUR in fiscal year 2020, thereof 2,534 million kEUR as severance benefits. In fiscal year 2022, Mr. Vachslher received no remuneration as member of the Management Board.
³ The variable compensation depicts the amounts accrued (Table 1) or paid (Table 2) for the respective financial period.
⁴ Ingo Bank serves as member of the Management Board since 1 May 2020.
⁵ Thereof 1,645 million cash settlement of long-term incentives (OSRAM Stock Awards) which Ingo Bank received in his capacity as member of the Managing Board of OSRAM Licht AG and which were settled in cash according to a resolution of the Supervisory Board of OSRAM Licht AG.
4.3 Long-term remuneration

Under the LTIP 2019, Management Board members are entitled to PSUs and SPSUs to be granted in July of the year following the respective fiscal year.

In the reporting year, a total of 1,913,293 options (2020 1,552,490 options) to acquire shares in ams-OSRAM AG were granted to members of the Management Board. All of these options were granted from the LTIP 2019, thereof 1,186,243 PSUs and 727,050 SPSUs (2020: 962,546 PSUs and 589,944 SPSUs). The strike price for PSUs is EUR 1.00 (2020: EUR 1.00) and for SPSUs EUR 16.15 (2020: EUR 11.74). Please refer to Note 4 to the financial statements for the terms and valuation of the options to acquire shares in ams-OSRAM AG from the LTIP 2014, SSOP 2017 and SLTIP 2018, thereof 1,186,243 PSUs and 727,050 SPSUs (2020 962,546 PSUs and 589,944 SPSUs).

In the reporting period, under LTIP 2019, SSOP 2019 and LTIP 2019 and any anti-dilution measures.

The directors of the Company held 93,825 shares and no options as of 31 December 2021 and 4,750 shares as at 31 December 2020. Related parties of the members of the Management Board held 4,750 shares and no options to purchase shares of ams-OSRAM AG as of 31 December 2021 (93,825 shares and options to acquire 5,534,676 shares as at 31 December 2021 (93,825 shares and options to acquire 3,666,027 shares as at 31 December 2021), thereof 1,186,243 PSUs and 727,050 SPSUs (2020 962,546 PSUs and 589,944 SPSUs). The strike price for PSUs under LTIP 2019, thereof 1,186,243 PSUs and 727,050 SPSUs (2020 962,546 PSUs and 589,944 SPSUs). The strike price for PSUs under LTIP 2019, thereof 1,186,243 PSUs and 727,050 SPSUs (2020 962,546 PSUs and 589,944 SPSUs). The strike price for PSUs under LTIP 2019, thereof 1,186,243 PSUs and 727,050 SPSUs (2020 962,546 PSUs and 589,944 SPSUs).

In addition, 294,106 stock options for current members of the Management Board of former or other LTIP programs vested in fiscal 2021 as follows: – 44,648 options which were granted in 2018 under the LTIP 2014 plan, vested due to the achievement of the performance criteria EPS growth which was 345% (a minimum of 10% EPS growth is required for any vesting);

– 240,699 options which were granted in 2017 under SSOP 2017 vested due to time vesting;

– 8,759 options which were granted in 2018 under SLIP 2018 vested due to time vesting.

At the same time, 44,644 stock options lapsed because the relative TSR target for options under LTIP 2014 that were granted in 2018 was not met.

The further exercise conditions of the individual stock option plans are shown in Tables 3a and 3b.

In the reporting year, a total of 1,913,293 options (2020 1,552,490 options) to acquire shares in ams-OSRAM AG were granted to members of the Management Board. All of these options were granted from the LTIP 2019, thereof 1,186,243 PSUs and 727,050 SPSUs (2020: 962,546 PSUs and 589,944 SPSUs). The strike price for PSUs is EUR 1.00 (2020: EUR 1.00) and for SPSUs EUR 16.15 (2020: EUR 11.74). Please refer to Note 4 to the financial statements for the terms and valuation of the options to acquire shares in ams-OSRAM AG from the LTIP 2014, SSOP 2017 and SLTIP 2018, SSOP 2019 and LTIP 2019 and any anti-dilution measures.

In the reporting period, under LTIP 2019, SSOP 2019 and LTIP 2019 and any anti-dilution measures.

The directors of the Company held 93,825 shares and no options as of 31 December 2021 and 4,750 shares as at 31 December 2020. Related parties of the members of the Management Board held 4,750 shares and no options to purchase shares of ams-OSRAM AG as of 31 December 2021 (93,825 shares and options to acquire 5,534,676 shares as at 31 December 2021 (93,825 shares and options to acquire 3,666,027 shares as at 31 December 2020). Related parties of the members of the Management Board held 4,750 shares and no options to purchase shares of ams-OSRAM AG as of 31 December 2021 (93,825 shares and options to acquire 5,534,676 shares as at 31 December 2021 (93,825 shares and options to acquire 3,666,027 shares as at 31 December 2020). Related parties of the members of the Management Board held 4,750 shares and no options to purchase shares of ams-OSRAM AG as of 31 December 2021 (93,825 shares and options to acquire 5,534,676 shares as at 31 December 2021 (93,825 shares and options to acquire 3,666,027 shares as at 31 December 2020).

The further exercise conditions of the individual stock option plans are shown in Tables 3a and 3b.
Table 3b: Equity Incentive Plans – Information regarding the reported financial year 2021

(continued)

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<td>27,951</td>
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<td></td>
</tr>
<tr>
<td>Stock options expired</td>
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<td>0</td>
<td>0</td>
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</tr>
<tr>
<td>Thereof exercisable at 31.12.</td>
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<td>97,655</td>
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<td>138,447</td>
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<td>5,631</td>
<td>584,569</td>
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5. Remuneration of the Supervisory Board

5.1 Principles for the remuneration of the Supervisory Board

The compensation of the Supervisory Board is based on the remuneration policy for the Supervisory Board of ams OSRAM AG as approved by the Annual General meeting on 2 June 2021. The remuneration is commensurate with the performance of the company and designed to promote the long-term development and business strategy of ams OSRAM AG. Moreover, the remuneration policy takes into account the size as well as the development of the business of the ams OSRAM group. It appropriately reflects the responsibility and scope of activities of each individual member of the Supervisory Board. Furthermore, it represents a market-conform and attractive remuneration in order to attract and retain qualified members for the Supervisory Board. It provides sufficient incentives for members of the Supervisory Board to act in accordance with the long-term development and business strategy of ams OSRAM AG. In addition, it facilitates a professionally and personally balanced composition of the board, especially regarding diversity and internationality of the body.

The remuneration of the Supervisory Board generally consists of a uniform base remuneration. In view of the extended scope of activities and the higher level of responsibility, the Chairperson of the Supervisory Board...
Board, the Deputy Chairperson, and the chairpersons of committees are granted a higher base remuneration than ordinary members of the Supervisory Board.

Supervisory Board members do not receive any form or variable or stock-based compensation for their services. The Annual General Meeting may resolve that the members of the Supervisory Board receive an attendance fee for attending meetings of the Supervisory Board or a committee. The Annual General Meeting may also resolve the granting of a special remuneration for extraordinary activities of one of its members that go beyond the general duties expected from members of the Supervisory Board.

No loans or similar commitments are granted to members of the Supervisory Board.

5.2 Total Remuneration of the Supervisory Board

In fiscal year 2021, the remuneration of the company’s Supervisory Board amounted to EUR 600 thousand (2020: EUR 658 thousand). All remunerations were or are paid directly by the company. None of the members of the Supervisory Board supplied consulting services in the year under review (2020: EUR 0). The remuneration for the Supervisory Board members presented shows the amounts actually paid during the fiscal year (as resolved by the Annual General Meeting on June 2, 2021). The remuneration for fiscal year 2022 will be determined in the Annual General Meeting on June 24, 2022.

Persons related to the Supervisory Board members held 135,000 shares and 414 options to purchase shares of ams-OSRAM AG as of December 31, 2021 (135,000 shares and 553 options as of December 31, 2020).

Table 4. Total remuneration of the Supervisory Board members

<table>
<thead>
<tr>
<th>Name (Position)</th>
<th>Base remuneration</th>
<th>Other benefits³</th>
<th>Total remuneration</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mag. Hans Jörg Kaltenbrunner (Chairman)</td>
<td>125</td>
<td>6</td>
<td>131</td>
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<tr>
<td>Dipl.-Kfm. Michael Grimm (Deputy Chairman)</td>
<td>105</td>
<td>2</td>
<td>107</td>
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<tr>
<td>Mag. Brigitte Ederer (Board Member since July 2, 2021)</td>
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<td>0</td>
<td>0</td>
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<tr>
<td>Dr. Margarete Haase (Board Member since July 2, 2021)</td>
<td>0</td>
<td>0</td>
<td>0</td>
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<tr>
<td>Brian Krzanich (Board Member)¹ ²</td>
<td>100</td>
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<td>100</td>
</tr>
<tr>
<td>Dr. Monika Henzinger (Board Member)</td>
<td>85</td>
<td>0</td>
<td>85</td>
</tr>
<tr>
<td>Kin Wah Loh (Board Member)¹</td>
<td>100</td>
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<td>100</td>
</tr>
<tr>
<td>Yen Yen Tan (Board Member)</td>
<td>85</td>
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<td>85</td>
</tr>
<tr>
<td>Total</td>
<td>600</td>
<td>8</td>
<td>608</td>
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</tbody>
</table>

¹ Brian Krzanich (as Chairman of the Nomination Committee) and Kin Wah Loh (as Chairman of the Technology Committee) received a higher base remuneration.
² In 2019, the company concluded a consultant contract with Brian Krzanich for possible strategic advisory which was terminated effective June 30, 2020. In fiscal years 2020 and 2021, Mr. Krzanich received no compensation under this contract.
³ For fiscal 2021, reimbursements of cost incurred by Supervisory Board members are no longer reported under “other benefits” because they do not constitute remuneration to Supervisory Board members.