

Board Composition and Diversity Policy
for the
Supervisory Board
of
ams-OSRAM AG

1. Purpose

This Board Composition and Diversity Policy (“Policy”) provides the fundamental principles of the Supervisory Board (“Board” or “SVB”) of ams-OSRAM AG (“ams OSRAM” or “Company”) in terms of the competency profile of the Board, its concept on diversity as well as the personal requirements and individual skillsets for the composition of the Board’s shareholder representatives. For the avoidance of doubt, this Policy shall only apply to the shareholder representatives on the Board elected by the general meeting of the Company (“Members”).

This Policy shall be used as guideline for future selection processes for new candidates to the Board to ensure that future candidates possess the skills or other attributes to contribute to or fill voids in the Board’s competency profile.

2. Policy Statement

ams OSRAM is committed to responsible corporate governance and transparency to ensure the trust of our stakeholders. We believe that creating sustainable value and improving life with optical solutions requires a diverse management and workforce that is able to innovate and create strong customer relationships in all our markets.

Therefore, also a balanced and diverse composition of Members of the Supervisory Board is key to fulfill the Board’s tasks and duties for the benefit of the Company. In election to the Supervisory Board, the general meeting of the Company has to take into account both the professional and personal qualifications of the candidates and aim for a balanced and diverse composition of the Board reflecting the structure, industry and market activities of the Company. Consequently, the Board is convinced that along with an ample mix of professional qualifications, a balanced board composition is also characterized by diverse personal criteria of its Members, such as age, gender and cultural background, reflecting the open-mindedness, innovative spirit and global reach of ams OSRAM.

3. Competency Profile

The Board has developed a profile of competencies (“Competency Profile”), which shall ensure the professional and meticulous performance of the Board’s statutory and fiduciary duties, and will be regularly reviewed and updated from time to time reflecting statutory and organizational requirements.

3.1. Three Pillars

The Competency Profile consists of three pillars:

1. The general requirements for all candidates for the Board (“Common Body of Knowledge”).
2. A matrix of individual qualifications, functional experience or know-how in specific areas important for the performance of the Board’s tasks and duties (“Skillset”).
3. Individual non-professional criteria beyond professional qualifications or experience, which are important to the Board in its entirety (“Diversity Criteria”).

Common Body of Knowledge	Skillset	Diversity Criteria
Management Experience	Semiconductor Experience	Age
Financial Literacy	Automotive Experience	Gender (percentage)
Critical and Strategic Thinking	Manufacturing & Supply Chain Experience	Cultural Background (ethnicity, culture, language)
Communication Skills	Capital Markets Knowledge	Industry
Personality & Integrity	Knowledge of European and Global Market	Public/Private Sector
(Financial) Independence ¹	R&D & Digital	Term of service
Availability	Transformation & Change Management	
	Legal / Compliance Expertise	

3.2. Objectives

All Members of the Board shall at any time fulfill all criteria of the Common Body of Knowledge. Each professional qualification of the Skillset has to be fulfilled by at least one Member of the Board. With regard to the third pillar, the Board strives for a balanced board composition in terms of the Diversity Criteria reflecting the Company’s shareholders, employees, and other stakeholders. In order to achieve a balanced and divers board composition, the following criteria shall be met:

- At least 30% Men and Women, respectively;

¹ See section 4.

- At least 30% of the Members have international experience.

Further, the Board shall be composed of Members of different age to reflect a mix of experiences.

3.3. Monitoring and Reporting

The Nomination Committee shall monitor the compliance with this Policy and report on the status of its implementation in the Company's Corporate Governance Report on an annual basis. Given the staggered structure of the Board, the Nominal Committee will regularly assess the current professional and personal qualifications and diversity criteria in the course of the Board's succession planning and jointly with external executive search professionals identify any missing or beneficial parts of the Skillset compared to the Board's current composition, also in terms of diversity.

4. Independence Criteria

As a general rule, a Member of the Board shall be deemed independent if such member does not have any business or personal relations with the company or its management board that constitute a material conflict of interests and is therefore suited to influence the behavior of the Member. This requirement has to be met by each Member of the Board at all times.

Additionally, the Board adopted the following independence criteria when assessing the independence of its Members:

- The Member shall not have served as member of the Management Board or Management Team of the Company in the past two years;
- The Member shall not maintain or have maintained in the past year any business relations with the Company or one of its subsidiaries to an extent of significance for such Member. The same applies to transactions with companies in which a Member has a considerable economic interest. The approval of individual transactions by the Board does not imply that the relevant Member is qualified non-independent.
- The Member shall not have acted as auditor of the company or have owned a share in the auditing company or have worked there as an employee in the past three years.
- The Member shall not be a member of the management board of another company in which a member of the Management Board of the Company is a supervisory board member.
- A Member may not be re-elected to the Board after having served as a member for 12 years.
- No Member shall be a close relative of a member of the Management Board or Management Team.

The majority of the Members of the Board have to be qualified as independent members in accordance with the criteria above.