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**ams-OSRAM AG announces Tender Offer in respect of its
EUR 760,000,000 2.125% Convertible Bonds due in November 2027
(ISIN: DE000A283WZ3).**

30 September 2026. ams-OSRAM AG (the "**Company**") announces today an invitation to the holders of its EUR 760,000,000 2.125% Convertible Bonds due in November 2027 (the "**Bonds**") to tender their Bonds for purchase by the Company for cash up to the Maximum Acceptance Amount (as defined below) and subject to the satisfaction or waiver of the conditions described in a tender offer memorandum dated 30 September 2026 (the "**Tender Offer Memorandum**") prepared by the Company (the "**Offer**").

Copies of the Tender Offer Memorandum are (subject to distribution restrictions) available from the Tender Agent as set out below. Capitalised terms used in this notice but not defined herein have the meanings given to them in the Tender Offer Memorandum.

Bondholders are advised that the Offer is governed by the terms and conditions set forth in the notice regarding the repurchase (*Rückkaufinserat*) dated 30 September 2026, available on the Company's website at <https://ams-osram.com/about-us/investor-relations/share-capital/convertible-bond-buy-back> free of charge, which in case of any discrepancies shall prevail over the information regarding the Offer included in the Tender Offer Memorandum. The Offer, any Tender Instruction, any purchase of Bonds pursuant to the Offer, any payment of any amounts pursuant to the Offer and any non-contractual obligations arising out of or in connection with the Offer, shall be governed by the laws of Switzerland excluding the conflict of law rules of private international law.

Summary of the Offer

Description of the Bonds	ISIN / Common Code / WKN	Outstanding principal amount	Maturity Date	Purchase Price	Principal amount subject to the Offer
EUR 760,000,000 2.125% Convertible Bonds due in November 2027	DE000A283WZ3/ 225175292 / A283WZ	EUR 432,800,000	3 November 2027	100.00 per cent.	Bonds in an aggregate principal amount of up to the Maximum Acceptance Amount (as described herein).

Background: The Asset Sales

Non-Optical Mixed-Signal Sensor Asset Sale Proceeds

On 1 July 2026, the Company consummated an asset disposition comprising the sale of its non-optical mixed-signal sensor business for automotive industrial and medical applications (the "**Non-Optical Mixed-Signal Sensor Asset Sale**") to Infineon Technologies AG. The Non-Optical Mixed-Signal Sensor Asset Sale included non-optical mixed-signal sensor related assets owned by ams International AG, a Guarantor (as defined in the terms and conditions of the Bonds, as amended by a vote without Meeting (*Abstimmung ohne Versammlung*) effective as of 9 September 2025 (the "**T&Cs**")) of the Bonds organized under the laws of Switzerland (the "**Swiss Guarantor**"). The Non-Optical Mixed-Signal Sensor Asset Sale therefore included a Guarantor Disposal (as defined in the T&Cs). The Non-Optical Mixed-Signal Sensor Asset Sale generated €118.0 million of Net Available Cash Proceeds (as defined in the T&Cs) attributable to the Swiss Guarantor (the "**Non-Optical Mixed-Signal Sensor Guarantor Asset Sale Proceeds**").

The Non-Optical Mixed-Signal Sensor Guarantor Asset Sale Proceeds include an estimated €1.2 million of possible post-closing purchase price adjustments. For the avoidance of doubt, the estimated post-closing purchase price adjustments will be treated as Net Available Cash Proceeds and included in the Non-Optical Mixed-Signal Sensor Guarantor Asset Sale Proceeds for the purposes of this Offer even if such amounts are not received in whole or in part or when expected, with the shortfall made up with cash on balance sheet.

CMOS Image Sensor Asset Sale Proceeds

On 8 May 2026, the Company entered into an agreement to sell its CMOS image sensor business to AY DEE KAY LIMITED, a subsidiary of indie Semiconductor Inc. (the "**CMOS Image Sensor Asset Sale**" and, together with the Non-Optical Mixed-Signal Sensor Asset Sale, the "**Asset Sales**"). The CMOS Image Sensor Asset Sale included the entire issued share capital of ams Sensors Belgium B.V., a Guarantor (as defined in the T&Cs) of the Bonds organized under the laws of Belgium (the "**Belgian Guarantor**"). Once consummated, the CMOS Image Sensor Asset Sale will therefore involve a "Guarantor Disposal" under the T&Cs. The CMOS Image Sensor Asset Sale is expected to generate €25.0 million of Net Available Cash Proceeds attributable to the Belgian Guarantor (the "**CMOS Image Sensor Guarantor Asset Sale Proceeds**").

The CMOS Image Sensor Guarantor Asset Sale Proceeds include an estimated €4.2 million of possible post-closing purchase price adjustments. For the avoidance of doubt, the estimated post-closing purchase price adjustments will be treated as Net Available Cash Proceeds and included in the CMOS Image Sensor Guarantor Asset Sale Proceeds for the purposes of this Offer even if such amounts are not received in whole or in part or when expected, with the shortfall made up with cash on balance sheet.

Guarantors Asset Sale Proceeds

The combined Non-Optical Mixed-Signal Sensor Guarantor Asset Sale Proceeds and CMOS Image Sensor Guarantor Asset Sale Proceeds attributable to the Swiss Guarantor and the Belgian Guarantor, respectively, amount to €143.0 million (including the estimated post-closing purchase price adjustments) (collectively, the "**Guarantors Asset Sale Proceeds**").

The Company expects to complete the CMOS Image Sensor Asset Sale on or before the Expiration Deadline (as defined below). However, if the CMOS Image Sensor Asset Sale is not consummated on or before the Expiration Deadline (the "**CMOS Image Sensor Asset Sale Condition**"), the Guarantors Asset Sale Proceeds offered to the Bondholders will be limited to the Non-Optical Mixed-Signal Sensor Guarantor Asset Sale Proceeds and will exclude the CMOS Image Sensor Guarantor Asset Sale Proceeds.

The Guarantor Disposal Offers

Pursuant to § 3(c)(v)(B) of the T&Cs, within 120 days from the receipt of the Disposal Consideration (as defined in the T&Cs) from any Guarantor Disposal (as defined in the T&Cs), the Company is required to make a concurrent offer (a "**Guarantor Disposal Offer**") to all Bondholders and to all holders of the Senior Notes (as defined below), to purchase the maximum principal amount of Bonds and Senior Notes that may be purchased out of the Net Available Cash Proceeds attributable to the Guarantor Disposal, at an offer price (i) in respect of the Bonds of 100% of the principal amount of the Bonds and (ii) in respect of the Senior Notes of not more than 100% of the principal amount of the Senior Notes, in each

case, plus accrued and unpaid interest, if any, to, but not including, the repurchase date, all in accordance with the T&Cs and the terms of the Senior Notes, including for the avoidance of doubt tender offer periods and exchange rate calculations.

The Offer and the concurrent Senior Notes (as defined below) offer constitute the Guarantor Disposal Offers in relation to the Non-Optical Mixed-Signal Sensor Asset Sale and (subject to the CMOS Image Sensor Asset Sale Condition) the CMOS Image Sensor Asset Sale.

The concurrent Senior Notes Offer

On 30 November 2023, the Company issued 10.500% Senior Notes due 2029 (the "**Senior Notes**") under an indenture dated as of 30 November 2023 as supplemented and amended pursuant to a first supplemental indenture dated as of 20 September 2024 (the "**Indenture**"). Following two additional issuances and certain redemptions, as of the date of this notice, Senior Notes in an aggregate principal amount of EUR 725,000,000 are outstanding. The Swiss Guarantor and the Belgian Guarantor are guarantors for the Senior Notes under the Indenture.

The Indenture contains certain provisions which require the Company to apply the net proceeds from the Asset Sales to one or more of the uses permitted under the Indenture, including the repayment of certain indebtedness, including the Senior Notes and the Bonds.

To comply with the requirements under the T&Cs and the Indenture, the Company has, concurrently with the announcement of this Offer, announced a concurrent offer to all holders of the Senior Notes to purchase Senior Notes with the Guarantors Asset Sale Proceeds, at an offer price of 100% of the principal amount of the Senior Notes, plus accrued and unpaid interest (the "**Senior Notes Guarantor Proceeds Offer**").

The Company has also elected, in accordance with the Indenture, to make an offer to the holders of the Senior Notes to purchase an amount of Senior Notes in an aggregate current principal amount of up to the net proceeds from the Asset Sales not attributable to the Guarantors (the "**Senior Notes Non-Guarantor Proceeds Offer**"). As there is no corresponding requirement under the T&Cs, no such offer will be made to the Bondholders.

Pro Rata Allocation of Guarantors Asset Sale Proceeds among the Bonds and Senior Notes

§ 3(c)(v)(B) of the T&Cs provides that, if the aggregate principal amount of the Bonds tendered by Bondholders in any Guarantor Disposal Offer, together with any Senior Notes tendered by holders thereof, collectively exceeds the Net Available Cash Proceeds from such Guarantor Disposal, such Net Available Cash Proceeds shall be allocated among the Bonds and Senior Notes to be purchased on a *pro rata* basis on the basis of the aggregate principal amount of the Bonds and Senior Notes so tendered.

Maximum Acceptance Amount

The Company currently expects to accept Bonds for purchase pursuant to the Offer, on the terms and conditions contained in the Tender Offer Memorandum, in an aggregate principal amount not to exceed €143.0 million or, if the CMOS Image Sensor Asset Sale Condition is not met, €118.0 million (the "**Maximum Acceptance Amount**").

The Maximum Acceptance Amount corresponds to the Guarantors Asset Sale Proceeds, or, if the CMOS Image Sensor Asset Sale Condition is not met, the Non-Optical Mixed-Signal Sensor Guarantor Asset Sale Proceeds. Tenders of Bonds may be pro-rated as set out below and in the Tender Offer Memorandum.

The Company reserves the right to reject any tenders of Bonds that it determines, in its sole discretion, are not in compliance with the terms and conditions of the Offer (as set forth in the Company's notice regarding the repurchase (*Rückkaufinserat*) and the Tender Offer Memorandum), the T&Cs and/or applicable laws.

Pro Rata Allocation and Scaling

To the extent that the aggregate principal amount of Bonds validly tendered (and not withdrawn) under this Offer and Senior Notes validly tendered (and not withdrawn) under the Senior Notes Guarantor Proceeds Offer at the Expiration Deadline collectively exceeds the Maximum Acceptance Amount, the Maximum Acceptance Amount will be allocated between the Bonds and the Senior Notes on a *pro rata* basis, based on the respective aggregate principal amounts of Bonds and Senior

Notes validly tendered (and not withdrawn) at the Expiration Deadline and, for the purposes of such allocation, each such tender of Bonds will be scaled by a factor (the "**Pro-Ration Factor**") equal to (i) the Maximum Acceptance Amount divided by (ii) the aggregate principal amount of Bonds and Senior Notes validly tendered (and not withdrawn) at the Expiration Deadline (with appropriate adjustment to avoid purchases of Bonds in a principal amount other than an integral multiple of EUR 100,000, and subject to the treatment of Specified Denomination as set out herein).

Each tender of Bonds that is scaled in the manner described above will be rounded down to the nearest EUR 100,000 in principal amount in respect of the Bonds. In addition, in the event of any such scaling, the Company intends to apply *pro rata* scaling to each valid tender of Bonds in such a manner as will result in both (a) the relevant holder transferring Bonds to the Company in an aggregate principal amount in respect of the Bonds of at least EUR 100,000 (being the Specified Denomination) and (b) the relevant holder's residual amount of Bonds (being the principal amount in respect of the Bonds the subject of the relevant tender instruction that are not accepted for purchase by virtue of such scaling) amounting to either (i) at least EUR 100,000 or (ii) EUR 0 as applicable, and the Company may in its sole discretion choose to (i) accept at least EUR 100,000, being the Specified Denomination or (ii) reject the relevant tender instruction in its entirety.

Purchase Price

Subject to satisfaction or waiver of the conditions described in the Tender Offer Memorandum, the cash purchase price that will be paid to each Bondholder on the Settlement Date for the Bonds accepted for purchase from such Bondholder by the Company (the "**Purchase Consideration**") will be calculated as the product of: (i) the aggregate principal amount of the Bonds accepted for purchase from such Bondholder pursuant to the Offer; and (ii) the Purchase Price.

The purchase price for the Bonds will be 100.00 per cent. of the principal amount of the Bonds (the "**Purchase Price**").

Accrued Interest and Accrued Interest Amount

In addition to the Purchase Consideration, the Company will also pay in respect of Bonds accepted for purchase pursuant to the Offer the interest accrued and unpaid from and including the interest payment date of the Bonds immediately preceding the Settlement Date to but excluding the Settlement Date, determined in accordance with the T&Cs (the "**Accrued Interest**").

The amount of cash the Company will also pay in respect of the Accrued Interest will be rounded to the nearest €0.01, with €0.005 being rounded upwards (the "**Accrued Interest Amount**").

Tender Instructions

In order to participate in, and be eligible to receive the Purchase Consideration and the payment of the Accrued Interest Amount pursuant to, the Offer, Bondholders must validly tender their Bonds for purchase by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Tender Agent by 6:00 p.m. (CET) on 16 November 2026, unless extended as provided in the Tender Offer Memorandum (the "**Expiration Deadline**").

Bondholders are advised to check with any bank, securities broker or other intermediary through which they hold Bonds when such intermediary would need to receive instructions from a Bondholder in order for that Bondholder to be able to participate in the Offer by the deadlines specified in the Tender Offer Memorandum. The deadlines set by any such intermediary and the Clearing System for the submission of Tender Instructions will be earlier than the relevant deadlines specified in the Tender Offer Memorandum.

Tender Instructions will be irrevocable.

Tender Instructions must be submitted in respect of a minimum principal amount of Bonds of no less than the Specified Denomination being EUR 100,000 and integral multiples of EUR 100,000 thereafter such amount.

Expected Timetable of Events

The following sets out the expected times and dates of the key events relating to the Offer. The times and dates below are indicative only. This timetable is subject to change and the times and dates may (subject to applicable law) be extended in accordance with the terms and conditions of the Offer as described in the Tender Offer Memorandum. Accordingly, the actual timetable may differ significantly from the timetable below.

None of the Company, the Tender Agent or the Dealer Manager warrant that any or all of the events referred to below will take place as and/or when described including, in particular in the case of any publications or announcements, nor shall they be liable for any failure of any Clearing System to deliver any notices to Bondholders.

Events

Times and Dates

(all times are CET)

Publication of notice regarding the repurchase (Rückkaufinserat) and distribution of Tender Offer Memorandum

Publication by the Company of the notice regarding the repurchase (Rückkaufinserat) at <https://ams-osram.com/about-us/investor-relations/share-capital/convertible-bond-buy-back>. Tender Offer Memorandum published via Clearing System and available from the Tender Agent. 30 September 2026

Cooling-off period

Cooling-off period as required under Swiss law. 1 October 2026 to 14 October 2026

Commencement of the Offer

Commencement of the tender offer period. 15 October 2026

Expiration Deadline

Final deadline for receipt of valid Tender Instructions by the Tender Agent in order for Bondholders to be able to participate in the Offer. 6:00 p.m. on 16 November 2026

Announcement of Results

Announcement of (i) the Maximum Acceptance Amount and whether the CMOS Image Sensor Asset Sale Condition was satisfied, (ii) the aggregate principal amount of Bonds validly tendered and so accepted for purchase, if any, (iii) the Pro-Ration Factor, if any and (iv) the aggregate principal amount of Bonds that will remain outstanding after the Settlement Date. As soon as reasonably practicable on 17 November 2026

Publication of results at <https://ams-osram.com/about-us/investor-relations/share-capital/convertible-bond-buy-back>, to major financial information providers and the Swiss Takeover Board (Übernahmekommission).

Settlement Date

Expected Settlement Date for the Offer, subject to satisfaction or waiver of the conditions described in the Tender Offer Memorandum. 19 November 2026

Bondholders are advised to check with any bank, securities broker or other intermediary through which they hold Bonds when such intermediary would need to receive instructions from a Bondholder in order for that Bondholder to be able to participate in the Offer before the deadlines specified above. The deadlines set by any such intermediary and the Clearing System for the submission of Tender Instructions will be earlier than the relevant deadlines specified above.

Bondholders are advised to read carefully the Tender Offer Memorandum for full details of, and information on the procedures for, participating in the Offer.

Announcements

Unless stated otherwise, announcements in connection with the Offer will be made by the Company (i) via publication on the Company's website at <https://ams-osram.com/about-us/investor-relations/share-capital/convertible-bond-buy-back> and

(ii) by the delivery of notices to the Clearing System for communication to Direct Participants. Such announcements may also be made in electronic form via distribution of a press release to major financial information providers and the Swiss Takeover Board (*Übernahmekommission*).

Copies of all such announcements, press releases and notices can also be obtained upon request from the Tender Agent. Significant delays may be experienced where notices are delivered to the Clearing System and Bondholders are urged to contact the Tender Agent for the relevant announcements during the course of the Offer.

Further information

Questions and requests for assistance in connection with (i) the Offer may be directed to the Dealer Manager, and (ii) requests for documentation and the delivery of Tender Instructions may be directed to the Tender Agent, the contact details for each of which are set out below and on the last page of the Tender Offer Memorandum:

THE COMPANY

ams-OSRAM AG
Schloss Premstaetten, Tobelbader Strasse 30
8141 Premstaetten
Austria

DEALER MANAGER

HSBC Continental Europe
38 Avenue Kléber
75116 Paris
France

Attention: HSBC Equity-linked Desk
Email: hsbc.emea.equity.linked@hsbc.com

TENDER AGENT

Kroll Issuer Services Limited
The News Building
3 London Bridge Street
London SE1 9SG
United Kingdom

Telephone: +44 20 7704 0880
Attention: Jacek Kusion
Email: ams-osram@is.kroll.com
Tender Offer Website: <https://deals.is.kroll.com/ams-osram>

Disclaimer

This notice must be read in conjunction with the Tender Offer Memorandum. This notice and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If any Bondholder is in any doubt as to the contents of the Tender Offer Memorandum or the action it should take, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Bonds are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender such Bonds pursuant to the Offer.

Each Bondholder is solely responsible for making its own independent appraisal of all matters as such Bondholder deems appropriate (including those relating to the Company, the Offer, the Bonds) and each Bondholder must make its own decision as to whether to tender any or all of its Bonds for purchase pursuant to the Offer.

Bondholders should consult their own tax, accounting, financial and legal advisers regarding the suitability to themselves of the tax or accounting consequences of participating in the Offer, including (if applicable) any disposal of Bonds.

None of the Company, the Dealer Manager, the Tender Agent, or any director, officer, employee, agent, adviser or affiliate of any such person is acting for any Bondholder, or will be responsible to any Bondholder for providing any protections which would be afforded to its clients or for providing advice in relation to the Offer, and accordingly none of the Company, the Dealer Manager, the Tender Agent, or any director, officer, employee, agent, adviser or affiliate of any such person has made or will make any assessment of the merits and risks of the Offer or of the impact of the Offer on the interests of the Bondholders either as a class or as individuals, and none of them makes any recommendation as to whether Bondholders should tender Bonds in the Offer.

Offer and Distribution Restrictions

This notice and the Tender Offer Memorandum do not constitute an invitation to participate in the Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this notice and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this notice and the Tender Offer Memorandum comes are required by each of the Company, the Dealer Manager and the Tender Agent to inform themselves about, and to observe, any such restrictions.

This notice, the Tender Offer Memorandum and the Offer are not for distribution, directly or indirectly, in or into or to any person located or resident in the United States.

The Offer referenced herein is not being made, and will not be made, directly or indirectly, in or into the United States by use of the mails or by any means or instrumentality (including, without limitation, e-mail, facsimile transmission, telex, telephone, the internet and other forms of electronic communication) of interstate or foreign commerce, or of any facility of a national securities exchange of the United States and the Offer cannot be accepted by any such use, means, instrumentality or facility or from within the United States. The Bonds may not be tendered in the Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States as defined in Regulation S of the Securities Act. Accordingly, copies of the Tender Offer Memorandum and any other documents or materials relating to the Offer are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States. Any purported tender of Bonds in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Bonds made by a person located in the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

This notice, the Tender Offer Memorandum and the Offer do not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States.

Nothing in this notice and the Tender Offer Memorandum constitutes an offer to buy or the invitation to offer to sell securities in Italy (except as set out in the Tender Offer Memorandum), Belgium (except as set out in the Tender Offer Memorandum), France (except as set out in the Tender Offer Memorandum) or any other jurisdiction in which such offer or solicitation would be unlawful.

The Tender Offer Memorandum and any other documents or materials relating to the Offer may only be communicated to persons in the United Kingdom in circumstances where section 21 (1) of the Financial Services and Markets Act 2000 does not apply.

The distribution of this notice and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this notice and the Tender Offer Memorandum comes are required by the Company, the Dealer Manager and the Tender Agent to inform themselves about, and to observe, any such restrictions. See "*Offer and Distribution Restrictions*" in the Tender Offer Memorandum.