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Corporate Governance

ams-OSRAM AG (ams OSRAM) is a joint stock corporation under Austrian law, publicly listed in Switzerland on the SIX Swiss Exchange. It is subject to the mandatory regulations laid out in the “Guideline of SIX Exchange Regulation AG on the Directive on Information relating to Corporate Governance” ([🔗 Swiss Corporate Governance Directive](#)). All information given in this Corporate Governance Report refers to the balance-sheet closing date (December 31, 2025), unless stated otherwise. Moreover, this chapter also contains the statements required for the Corporate Governance Report, as per the regulations under Austrian law and to the extent that these are applicable to ams OSRAM.

In this context, we would like to point out that Austrian corporation law is not consistent with the Swiss model as regards the structure of the Company’s bodies, their tasks, and their responsibilities. We shall hereinafter use the Austrian terms for these bodies. Corporations that are not constituted in line with the Swiss Code of Obligations shall analogously fulfill the stipulations of the Swiss Corporate Governance Directive, which are drawn up closely referencing the Swiss Code of Obligations. We therefore present below a brief description of the idiosyncrasies of corporate structures under Austrian law:

- The Management Board (Vorstand) is tasked with the Company’s management and representation. It holds a monopoly on management and representation. It is not subject to any instructions from either shareholders or the Supervisory Board, but is entirely responsible for its own actions without outside instructions. Where the Swiss Corporate Governance Directive calls for information on the Executive Board (Geschäftsleitung), analogous details are provided on the Management Board. However, the function of the Management Board does not correspond exactly with that of the Executive Board under Swiss law.
- The Supervisory Board (Aufsichtsrat) is in charge of appointing and dismissing Management Board members and, in particular, supervising its management activities. Furthermore, specific legal transactions also require the approval of the Supervisory Board. Where the Swiss Corporate Governance Directive calls for information on the board of directors (Verwaltungsrat), analogous details are provided on the Supervisory Board. However, the function of the Supervisory Board does not correspond exactly with that of the Swiss board of directors.

- The Annual General Meeting (Hauptversammlung) functions as the supreme decision-making body of the Company. It is responsible for appointing and dismissing the members of the Supervisory Board and the appointment of the auditor. Where the Swiss Corporate Governance Directive calls for information on the general meeting (Generalversammlung), analogous details are provided on the Annual General Meeting. There are differences between the Swiss and Austrian legal systems with regard to these two institutions.

1. Corporate Structure and Shareholders

1.1 Corporate Structure

ams-OSRAM AG, based in Premstaetten, Austria, has been listed since May 17, 2004, on the main segment of the SIX Swiss Exchange (securities no. 24924656; ISIN AT0000A3EPA4). The Company had a market capitalization of approximately CHF 784 million on the reporting date. ams OSRAM's business activities are spread across the Opto Semiconductors (OS), CMOS Sensors & ASICs (CSA), and the Lamps & Systems (L&S) segments. The OS and CSA segments cover semiconductor-based products and solutions (incl. LEDs) for customers in the automotive, consumer, industrial, and medical technology end markets. The Lamps & Systems segment includes lamps and lighting systems; it focuses on the automotive and industrial end markets.

The ams OSRAM Management Board is responsible for managing the ams OSRAM Group (Group) and is supported in this task by the Executive Committee, which includes the responsible heads of the three segments and of the Corporate Development unit; in their respective business area, these persons implement the strategy set out by the Management Board. The respective managers report directly to the ams-OSRAM AG Management Board. As of May 1, 2025, in addition to his role as CEO of the Group Aldo Kamper additionally assumed direct leadership of the Opto Semiconductors business unit after the previous head, Robert Feurle, left the Company on that date. For further information on the segments, please consult [item 2](#) of the Notes to the Consolidated Annual Financial Statements.

The Company has active direct subsidiaries that are not publicly listed. There are no such listed (direct or indirect) subsidiaries. Subsidiaries are all companies that are under the control of ams-OSRAM AG.

The following table lists the Company's direct active subsidiaries:

Company	Registered office	Equity capital in EUR	Stake held
ams Italy S.r.l.	Milan / IT	530,850	100%
ams International AG	Rapperswil / CH	54,270,550	100%
ams R&D UK Ltd.	Launceston / UK	454,416	100%
ams Asia Inc.	Calamba City / PH	31,329,077	100%
ams Semiconductors India Private Ltd.	Hyderabad / IN	835,935	100%
ams Sensors Belgium	Berchem / BE	24,213,872	100%
ams Sensors Germany GmbH	Jena / DE	34,487,686	100%
ams-OSRAM Asia Pacific Pte. Ltd.	Singapore / SG	355,298,591	100%
ams Offer GmbH	Munich / DE	2,088,592,199	100%
ams-OSRAM Sensors S.R.L.	Bucharest / RO	122,517	100%
ams-OSRAM France	Nancy / FR	149,255	100%

For further details of all Group member companies, please consult the annex [Financial Information](#) to this Annual Report.

1.2 Significant Shareholders

Since January 1, 2016, ams OSRAM has been subject to Article 120 of the Swiss Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (Financial Market Infrastructure Act, FinfraG), including the Ordinance of the Swiss Financial Market Supervisory Authority on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (FinfraV-FINMA).

Ownership interests in companies domiciled outside Switzerland whose holdings are in shares that are mainly listed in whole or in part in Switzerland must also be reported to the Company and to SIX Swiss Exchange accordingly when the holder's voting rights reach, exceed, or fall below the following thresholds: 3%, 5%, 10%, 15%, 20%,

25%, 33 1/3%, 50%, and 66 2/3% of voting rights (irrespective of whether these rights can be exercised or not).

As at the reporting date, ams OSRAM had been notified of the following ownership interests:

UBS Fund Management (Schweiz) AG – Switzerland	6.77%
Fidelity Funds SICAV – Luxembourg	6.04%
FIL Limited – Bermuda	5.01%
BlackRock, Inc. – USA	3.12%
Letko, Brosseau & Associates Inc. – Canada	3.05%

Notifications by significant shareholders or shareholder groups filed with ams OSRAM and the Disclosures Office at SIX Exchange Regulation (SER) pursuant to Article 120 FinfraG can be consulted at any time at the [Disclosures Office Publication Platform](#).

1.3 Cross-shareholdings

No cross-shareholdings exist.

2. Capital Structure

2.1 Capital

The table below outlines ams-OSRAM AG's capital structure in terms of ordinary, authorized, and conditional capital as at the reporting date of the last two financial years. As at the reporting date, all the shares represent no-par-value bearer shares with an arithmetic nominal value of EUR 10.00 per share.

No. of shares	Dec. 31, 2025	Dec. 31, 2024
Ordinary capital	99,844,394	99,844,394
Authorized capital	9,984,439	-
Conditional capital	13,571,529	13,571,529

Further information on the Company's share capital is given in the section on [Equity](#) in the Notes section of the Group Financial Statements as well as on the [Company website](#). The ams OSRAM [Articles of Association](#) are likewise posted on the Company website in the section on [Corporate Governance](#) and provide further details on the Company's share capital and authorized capital.

2.2 Details of the Authorized Capital and Conditional Capital

The figures given describe the situation at the time of authorization unless otherwise stated.

Authorized Capital

The Annual General Meeting of June 26, 2025, authorized the Management Board, with the approval of the Supervisory Board, to increase the Company's share capital within five years from the entry of the amendments of the Articles of Association in the Commercial Register by up to EUR 99,844,390 through the issue of up to 9,984,439 new no-par-value bearer shares against cash and/or contribution in kind (Authorized Capital 2025). The Management Board is authorized to determine the issue price and issue conditions in agreement with the Supervisory Board. The pre-emption right can only be disapplied in specific cases. The total of shares issued

by disapplying the pre-emption right must not mathematically exceed 10% of the share capital. All pre-emption and conversion rights for new shares granted on a convertible, exchangeable, or warrant bond from Conditional Capital 2024 during the term of this authorization by disapplying the pre-emption right must be offset against this limit. The corresponding amendment to Section 3 of the Articles of Association was made on August 6, 2025.

Conditional Capital

In recent years, the Annual General Meeting has on several occasions authorized the Management Board to issue new shares for a specific purpose, whereby the number was limited in each case (conditional capital increases as per Section 159 para. 2 of the Austrian Stock Corporation Act, AktG). At present, three such conditional capital increases are entered in the Commercial Register, each of them in connection with financial instruments pursuant to Section 174 AktG:

At the Annual General Meeting in June 2024, a resolution was passed authorizing a conditional increase in the share capital as per Section 159 (2) (1) AktG of up to EUR 99,844,394 through the issuing of up to 99,844,394 no-par-value bearer shares to creditors of financial instruments pursuant to Section 174 AktG, to the extent that the creditors of the financial instruments exercised their conversion and/or pre-emption rights to shares in the Company (Conditional Capital 2024). In the course of the reverse share split described under [item 2.4](#) in a ratio of 10:1, the Conditional Capital 2024 was adjusted, allowing the issue of up to 9,984,439 no-par-value bearer shares.

The Annual General Meeting of June 23, 2023, passed a resolution authorizing a conditional increase in the share capital as per Section 159 (2) (1) AktG of up to EUR 27,428,928.00 through the issuing of 27,428,928 no-par-value bearer shares to creditors of financial instruments pursuant to Section 174 AktG, to the extent that said creditors of the financial instruments exercised their conversion and/or pre-emption rights to shares in the Company (Conditional Capital 2023). The Annual General Meeting of June 14, 2024, resolved to revoke Conditional Capital 2023.

Moreover, an authorization exists that was resolved by the 2020 Annual General Meeting for a conditional increase in the share capital pursuant to Section 159 (2) (1) AktG of up to EUR 27,428,928.00 through the issuing of a maximum of 27,428,928 no-par-value bearer shares to creditors of financial instruments as per Section 174 AktG, to the extent that said creditors exercised their conversion and/or pre-emption

rights to shares in the Company (Conditional Capital 2020). In the course of the reverse share split described under [item 2.4](#) below in a ratio of 10:1, Conditional Capital 2020 was adjusted to cover a maximum of 2,742,892 no-par-value bearer shares. These possible shares are reserved for the Company's EUR-denominated convertible bond issued in 2020. In December 2025, the Management Board of ams-OSRAM AG decided to buy back the convertible bond up to a maximum of EUR 300,000,000 in order to reduce the liabilities from the convertible bond and to improve the capital structure. As explained under [Events after the Reporting Period](#) in the consolidated financial statements, the buyback price per bond offered was determined in the course of a Dutch auction process and totaled 96.00% of the nominal value per bond offered. This is equivalent to EUR 96,000 per bond and a total of EUR 191,904,000.

The authorization resolved upon by the Annual General Meeting in June 2017 of a conditional increase in the share capital in accordance with Section 159 (2) (1) AktG (Conditional Capital 2017), which was last adjusted to the issuance of a maximum of 844,198 no-par-value bearer shares in the course of the reverse share split, has been invalid since March 5, 2025, because the EUR-denominated convertible bonds issued in 2018, for whose settlement the Conditional Capital 2017 was intended, have been repaid in full.

2.3 Changes in Capital

In total, the ams OSRAM Group equity capital came to EUR 1,235.34 million (incl. non-controlling interests of EUR 6.42 million) as at December 31, 2024, and to EUR 948.01 million (incl. non-controlling interests of EUR 5.62 million) as at December 31, 2025. The main reason for the reduction in the Group equity in 2024 was the negative total earnings after taxes, in particular owing to the expenses amounting to EUR 575.70 million in connection with the termination of the microLED project. The reduction in Group equity in 2025 stems from the negative earnings after taxes and from currency effects on the consolidation of international subsidiaries. In addition, the obligation for annual compensation payments (including interest) to the minority shareholders of OSRAM Licht AG has been recognized as a liability since 2024, reducing the capital reserves in 2025 by EUR 29 million. For further details on the changes in capital in the last two reporting years, please consult the section [Equity](#) in the Financial section of this Annual Report.

2.4 Shares and Participation Certificate

The number of no-par-value shares issued has been unchanged since the 10:1 reverse share split implemented in the 2024 financial year and totals 99,844,394 units during the reporting year. The share capital thus remains unchanged at 99,844,394 no-par-value bearer shares with an arithmetic nominal value of EUR 10.00 each. The bearers of the no-par-value shares are entitled to receive dividends on the basis of the net retained profits, as recognized in the annual financial statements of the parent company prepared in accordance with the Austrian Commercial Code (UGB); the Annual General Meeting decides on the appropriation of the profits. At the Company's Annual General Meeting, bearers of the no-par-value shares hold one vote per share. All shares hold equal rights as regards the Company's residual assets.

2.5 Dividend-right Certificates

No dividend-right certificates exist.

2.6 Restrictions on Transferability and Nominee Registrations

The Company has only issued bearer shares. There are neither restrictions on their transferability nor rules governing nominee registrations.

2.7 Convertible Bonds and Option Plans

Convertible Bonds

In February 2018, the Management Board resolved to float another convertible bond (EUR 2018, see also [section 2.2](#) above). In line with this, the Company issued a zero-coupon convertible bond (0% interest rate) for a total nominal sum of EUR 600 million; it was to mature after seven years in March 2025 and offered a conversion premium of 45 percent, which translated into a conversion price of EUR 136.04 per share. Conditional Capital 2017 was reserved for pre-emption rights to shares from this convertible bond. Based on the Company's 2019 convertible bond buyback program, the outstanding amount of the convertible bond decreased to EUR 524.4 million. Following initiation of a further buy-back program in 2021, the outstanding amount of the EUR 2025 convertible bond declined further to EUR 447.4 million. In March 2025, this convertible bond was repaid in full as planned, as a result of which the conditional capital provided for this purpose became redundant.

In October 2020, the Management Board passed a resolution to place another convertible bond (EUR 2020, see also [section 2.2](#) above). In line with this, the Company issued a convertible bond with a total nominal sum of EUR 760 million, maturing after seven years in October 2027; it bore an interest rate of 2.125% p.a. and offered a conversion premium of 47.5%, which results in a conversion price of EUR 27.72 per share. Conditional Capital 2020 is destined to cover the pre-emption rights to shares from this convertible bond.

As a result of the capital increases carried out in April 2020 and in December 2023, respectively, the conversion prices for the aforementioned EUR 2018 and EUR 2020 convertible bonds were adjusted to reflect the defined dilution protection, which consequently reduced the conversion price of the respective convertible bonds and correspondingly increased the number of underlying shares required to cover a potential conversion. The reverse share split described under [section 2.4](#) above on a 10:1 basis led, in September 2024, to an increase in the respective conversion price by a factor of 10 and a corresponding decrease in the respective number of underlying shares required to cover a potential conversion. The relevant conversion prices as of the reporting date are published on the Company website at ([☞ Convertible bond 2027](#) | [☞ Convertible bond 2025](#)).

For an overview of the Company's conditional capital, please consult [section 2.2](#).

Holders of the Company's outstanding convertible bonds can convert them into ams-OSRAM AG shares at any time without this being subject to any further conditions.

For details of the convertible bonds, please consult the [☞ Company website](#).

Stock-based Remuneration Plans / Employee Stock-option Programs

The ams OSRAM Group makes use of stock-based remuneration agreements as part of the remuneration package of the members of the Management Board and selected groups of executives, on the basis of which, depending on compliance with a predefined conditions, a set number of stock awards or options are issued for the acquisition of ams OSRAM shares. The stock-based compensation granted can be settled by ams OSRAM either through granting equity instruments or through cash settlement.

Long Term Incentive Plan 2014

The Long Term Incentive Plan 2014 (LTIP 2014) was launched in October 2014 and entitles the participants (members of the Management Board, senior executives, and selected staff members) to one share in ams-OSRAM AG for every exercisable option they hold for an exercise price of EUR 6.76 (adjusted to reflect the capital measures stated in [section 2](#)). As of December 31, 2025, 3,100 options under the LTIP 2014 were still outstanding. All options can already be exercised, and no further options will be granted. All options issued must be exercised by June 30, 2028, at the latest.

Special Stock Option Plan 2017

The Special Stock Option Plan 2017 (SSOP 2017) was adopted in June 2017 and entitles the participants (members of the Executive Board, senior executives, and selected staff members) to one share in ams-OSRAM AG for every exercisable option they hold for an exercise price of EUR 186.30 (adjusted to reflect the capital measure outlined in [section 2](#)). As of December 31, 2025, 122,384 options under the SSOP 2017 were still outstanding. All options can already be exercised, and no further options will be granted. All options issued must be exercised by June 30, 2027, at the latest.

Special Long Term Incentive Plan 2018

The Special Long Term Incentive Plan 2018 (SLTIP 2018) was launched in October 2018 and entitles the participants (members of the Management Board, senior executives, and selected staff members) to one share in ams-OSRAM AG for every exercisable option they hold at an exercise price of EUR 293.40 (adjusted to reflect the capital measure outlined in [section 2](#)). As of December 31, 2025, 3,046 options under the SLTIP 2018 were still outstanding. All options can already be exercised, and no further options will be granted. All options issued must be exercised by October 11, 2028, at the latest.

Special Stock Option Plan 2019

The Special Stock Option Plan 2019 (SSOP 2019) was launched in February 2019 and entitles the participants (members of the Management Board, senior executives, and selected staff members) to one share in ams-OSRAM AG for every exercisable option they hold at an exercise price of EUR 139.40 (adjusted to reflect the capital measure outlined in [section 2](#)). As of December 31, 2025, 26,390 options under the SSOP 2019 were still outstanding. All options can already be exercised, and no further options will be granted. All options issued must be exercised by February 5, 2029, at the latest.

Long Term Incentive Plan 2019

The Long Term Incentive Plan 2019 (LTIP 2019) was launched in June 2019, whereby the last allocation of options under LTIP 2019 took place in 2022.

In the framework of LTIP 2019, three different options were granted: performance stock units (PSUs), restricted stock units (RSUs), and special performance stock units (SPSUs). The PSUs are pegged to the performance of the total shareholder return (TSR, defined as the change in the ams-OSRAM AG share price plus reinvested dividends over the performance period) relative to a peer group as well as achieving a specific Earnings per Share (EPS) target in the year the option is granted. PSUs can be exercised at the earliest three years after they were granted. The RSUs and SPSUs can be exercised within four years of being issued. Each year, one quarter of the total allocation of RSUs and/or SPSUs can be exercised respectively.

Each PSU and RSU granted entitles the participant to acquire one no-par-value ams-OSRAM AG share at an exercise price of EUR 6.78 (adjusted for the capital measures named in [section 2](#)). An SPSU entitles the participant to acquire one such share at a price that depends on the average share price over the last 60 days prior

to the issue date of the option (adjusted for the capital measures named in [section 2](#) to an average of EUR 166.36 per share).

All options granted can be exercised at the latest ten years after their allocation. As of December 31, 2025, 100,447 options under the LTIP 2019 were still outstanding.

Long Term Incentive Plan 2023

On May 25, 2023, the Supervisory Board and the Management Board resolved a new Long Term Incentive Plan (LTIP 2023) in place of LTIP 2019.

The LTIP 2023 comprises a maximum of 9,984,439 share awards, which corresponds to about 10% of the Company's share capital (adjusted for the capital measures named in [section 2](#)). The awards issued under LTIP 2023 are granted within five years of approval of the plan and were allocated for the first time in July 2023.

Every share award granted entitles the participant to one no-par-value ams-OSRAM AG share without payment of consideration (exercise price: EUR 0.00) subject to the terms of the LTIP 2023. The awards are broken down into the following two categories: PSUs (performance stock units) and RSUs (restricted stock units). The PSUs are conditional upon satisfying the following performance criteria: (a) the cumulative adjusted EBIT defined for one performance period (this performance criterion will be measured on the basis of adjusted EBITDA for grants from the 2025 financial year onwards), (b) the relative total shareholder return (relative TSR) of the Company compared with a defined peer group over one performance period, and (c) the fulfillment of environmental, social, and governance (ESG) targets, as specified by the Company.

In case there is an overachievement of the performance criteria for the PSUs (achievement between 100% and 150%), the participant may receive up to 50% more shares per PSU when PSUs are redeemed. However, if the performance criteria are not achieved, the participant may receive fewer shares.

The PSUs issued become redeemable three years after the issue date, with the exception of the first allocation, for which the vesting period ends on March 31, 2026. The Management Board members are also subject to a one-year blocking period after the end of the vesting period. In the case of RSUs issued, one third of those allocated are redeemable respectively on each of the first, second, and third anni-

versaries of the issue date, with the exception of the first issue, for which the vesting period is shorter; each third of the RSUs will be redeemable on March 31, 2024, 2025, and 2026 respectively. PSUs and RSUs require uninterrupted employment at the Company for the duration of the vesting period in order to be redeemed.

In the 2025 financial year 2,953,796 share awards were granted under the LTIP 2023, 668,655 share awards were redeemed, and 420,175 share awards have expired. As of December 31, 2025, a total of 4,766,918 awards under LTIP 2023 were still outstanding because the vesting period has not yet ended.

Further details on the stock option plans can be found in the [Financial Information](#) section of this Annual Report.

3. Supervisory Board

As at the reporting date, the Company's Supervisory Board (SB) had 12 members, of whom eight were elected by the Annual General Meeting (shareholder representatives) and four appointed by the Works Council (employee representatives). None of the SB members were employed either as managers or as executive members of the Company or one of its subsidiaries over the last four years and therefore have a solely non-executive function. Moreover, no SB member has a material business relationship with the Company.

3.1/3.2/3.3/3.4 Members of the Supervisory Board, Other activities and Vested Interests, Cross-involvements, Elections, and Terms of Office

Insofar as nothing to the contrary is stated below, no material activities, vested interests, or cross-involvements exist between the Company and the SB members. Under the Corporate Governance Directive and the relevant SIX Swiss Exchange Regulation guideline, activities and vested interests shall only be disclosed as regards listed Swiss and foreign organizations and those that operate in the same industry sector as the Company, or in a related sector.

The information stated below shows the composition of the SB committees as at the reporting date and also names former members who belonged to the Supervisory Board during the year under review. The Supervisory Board members have been classified as independent or non-independent members in accordance with Section 15 of the Swiss Code of Best Practice for Corporate Governance. Moreover, new members are appointed in line with the criteria on "Board Composition and Diversity Policy" determined by the Supervisory Board and concerning the independence of Supervisory Board members, which have been in effect since December 2022.

The Supervisory Board's principles for assessing the independence of its members include, in particular, the following criteria for independence:

- No Supervisory Board member may have been a member of the Company's Management Board or of its management team in the last five years.

- No member of the Supervisory Board is allowed to maintain, or to have maintained in the past year, a business relationship with the Company or one of its subsidiaries to an extent of significance concerning the member. The same applies to transactions with companies in which a member has a significant economic interest. The approval of individual transactions by the Supervisory Board does not mean that the member in question is deemed not independent.
- No member is allowed in the last three years to have served as an auditor of the Company, or to have held an interest in the auditing company or to have been active there as a staff member.
- No member is allowed to be a member of the management board of another company in which a member of the Company's Management Board is a supervisory board member.
- A member who has served on the Supervisory Board for 12 years may not be re-elected.
- No member may be a close relative of a member of the Management Board or the management team.

The full version of these principles on Supervisory Board membership is available as the Board Composition and Diversity Policy on the [Company website](#).

The current composition of the Supervisory Board, including the corresponding personal resumes, is available at all times on the [Company website](#).

Dr. Margarete Haase, born in 1953, Austrian national, independent member, Chairperson of the Supervisory Board. Member of the Supervisory Board since 2021, current term of office until 2028.

Margarete Haase started her career in 1979 in the key account business of Raiffeisenbank and went on to take up a managerial position. From 1987 to 2009, she held various global management positions in the Daimler Group in the areas of finance, strategy, controlling, corporate audit, human resources, and production, among others as a member of the Management Board of Daimler Financial Services. From 2009 until she retired in 2018, she was a member of the Management Board and CFO of Deutz AG. Until 2018, she was a member of the Supervisory Board and Chairperson of the Audit Committee at ZF Friedrichshafen and until 2015 at ElingKlinger. She has been a member of the German Commission for the Corporate Governance Code since 2016 and Chairperson of the employers' association

koelnmetall since 2014. She was also a member of the Supervisory Board of OSRAM Licht AG. Dr. Margarete Haase graduated from Vienna University of Economics.

Other supervisory board positions with publicly listed companies:

Supervisory Board member of Fraport AG (Germany)

Supervisory Board member of ING Bank NV (Netherlands)

Andreas W. Mattes, born in 1961, German and US national, independent member, Deputy Chairperson. Supervisory Board member since 2023, current term of office until 2027.

Andreas W. Mattes spent the first 20 years of his career in the Siemens Group, emerging as CEO of Siemens Communications Inc. in the USA. He then spent more than five years in management positions at Hewlett-Packard, where his responsibilities included global sales for the Technology Solutions Group and the Enterprise Services business in North and South America. Subsequently, Andreas W. Mattes was President and CEO of Diebold Inc., and then worked as Senior Advisor at McKinsey before he successfully served as President and CEO of Coherent, Inc., where he executed the sale of the company to II-VI Incorporated. Moreover, Andreas W. Mattes has more than 20 years of experience on the supervisory boards of listed companies on three continents. He holds a degree in business administration from the University of Munich.

Other supervisory board positions with publicly listed companies:

Supervisory Board member of Cohu Inc. (USA)

Supervisory Board member of AT & S Austria Technologie & Systemtechnik AG (Austria)

DI (FH) Andreas Gerstenmayer, born in 1965, German national, independent member. Supervisory Board member since 2022, current term of office until 2026.

Andreas Gerstenmayer began his professional career in 1990 at Siemens in Germany in the Lighting Systems business unit. He then held various management positions within the Siemens Group. In 2003, he was appointed Managing Director of Siemens Transportation Systems GmbH Austria and CEO of the Drive Technology business unit in Graz, the global headquarters of the business unit. After moving to corporate consultants FOCUSON, he was appointed CEO of AT&S Austria Technologie & Systemtechnik AG (AT&S) in 2010. In the course of his almost fifteen years as CEO he also held the position of interim CFO for a total of more than three years over several periods. His term as CEO at AT&S ended in September 2024. Over two periods in office (10 years) up to 2025 he was Chairperson of Forschungsrat Steiermark

and Management Board member of the Industriellenvereinigung (IV) for Austria. Currently and for the past twelve years he has been active in the Landesvorstand Steiermark of IV. Since leaving AT&S he has been an independent businessman and professional supervisory board member. Andreas Gerstenmayer graduated in production engineering from Rosenheim University of Applied Sciences.

Other supervisory board positions with publicly listed companies:

Supervisory Board member of Jenoptik AG (Germany)

Kin Wah Loh, born in 1954, Malaysian national, independent member. Supervisory Board member since 2016, current term of office until 2029.

Kin Wah Loh has over 40 years' experience in management positions in leading global semiconductor corporations. He was Executive Vice President Global Sales and Marketing at NXP Semiconductors, President and Chief Executive Officer at Qimonda AG, and Executive Vice President Communication Group at Infineon Technologies AG. At present, Kin Wah Loh is independent director at AEM Holdings Ltd. and Chairperson of the Board of Directors of Kinergy Corporation Ltd. He holds an honors degree in chemical engineering from the University of Malaya, Kuala Lumpur, and a Postgraduate Certified Diploma in Finance and Accounting from ACCA (UK).

Other supervisory board positions with publicly listed companies:

Supervisory Board member of AEM Holdings Ltd. (Singapore)

Supervisory Board member of Kinergy Corporation Ltd. (Singapore)

Yen Yen Tan, MBA, born in 1965, Singapore national, independent member. Supervisory Board member since 2018, current term of office until 2027.

The currently non-executive functions of Yen Yen Tan include her positions as Director of OCBC Bank, Director of Jardine Cycle & Carriage Ltd., and Director of EdgeConnex Inc. Yen Yen Tan held various senior positions in the technology and telecommunications sectors, including President Asia Pacific at Vodafone Global Enterprise, Senior Vice President of Applications at Oracle Asia Pacific, Vice President and Managing Director of Hewlett-Packard Singapore (HP), and Regional Vice President and Managing Director of Asia Pacific (South) at SAS Institute. In 2025 she was appointed a member to the Reviewing Tribunal under the Significant Investment Review Act, Singapore, by the Ministry for Trade and Industry. She graduated in computer science from the National University of Singapore and holds a Hanken Executive MBA from the Helsinki School of Economics.

Other supervisory board positions with publicly listed companies:

Supervisory Board member of OCBC Bank (Singapore)

Supervisory Board member of Jardine Cycle & Carriage Ltd. (Singapore)

Prof. Dr. Monika Henzinger, born in 1966, Austrian national, independent member. Supervisory Board member since 2018, current term of office until 2029.

Monika Henzinger gained her PhD from Princeton University and was Director of Research at Google. From 2005 to 2009 she was Professor at the School of Computer & Communication Sciences at EPFL (École Polytechnique Fédérale de Lausanne) and from 2009 to 2023 at the University of Vienna's Faculty of Computer Science. In 2013, she was awarded an honorary doctorate by TU Dortmund University. She has published over 150 scholarly articles, is co-inventor of over 80 patents, a Fellow of the ACM and of the EATCS, as well as a member of the Austrian Academy of Sciences and the German Academy of Sciences, Deutsche Akademie der Naturforscher Leopoldina. Prof. Monika Henzinger is currently Vice President for Technology Transfer and Professor at the Institute of Science and Technology (ISTA), Austria.

Other supervisory board positions with publicly listed companies:

Supervisory Board member of UNIQA Insurance Group AG (Austria)

Mag. Brigitte Ederer, born in 1956, Austrian national, independent member. Supervisory Board member since 2021, current term of office until 2028.

After studying at Vienna University of Economics and Business, she embarked on a political career in 1983 as a Member of the Austrian Parliament. From 1992 to 2005 she was, among other things, Minister of State for European Integration in Austria and Secretary General of the Social Democratic Party of Austria, as well as the City of Vienna Councilor for Finance, Economics, and Public Enterprises. She moved to the private sector from 2005 to 2013, taking on management positions at Siemens Austria (including that of CEO from 2005 to 2010). Thereafter, she was Management Board member of the Siemens AG Group until 2013. From 2014 to 2018, she was Chairperson of the Supervisory Board at Austrian Federal Railways.

Other supervisory board positions with publicly listed companies:

Supervisory Board member of Boehringer Ingelheim Austria RCV GmbH (Austria)

Deputy Chairperson of the Supervisory Board of ÖBB Personenverkehr AG (Austria)

Chairperson of the Supervisory Board of ÖBB-Holding AG (Austria)

Deputy Chairperson of the Supervisory Board of SBO AG (Austria)

Supervisory Board member of TTTech Computertechnik AG (Austria)

Supervisory Board member of W.E.B. Windenergie AG (Austria)

DI Arunjai Mittal, born in 1971, Singapore national. Supervisory Board member since 2023, current term of office until 2026.

Arunjai Mittal has over 30 years' experience in the electronics industry, starting in engineering and sales and marketing. He has worked in the semiconductor industry since 1994. With positions in Singapore, Austria, and Germany, he gained wide-ranging experience in business development and management. Until 2011, he held various general management positions at Infineon Technologies AG in Germany and Austria. In 2012, he was appointed to the Management Board of Infineon Technologies AG, where he was responsible for regions, sales, marketing, strategy development, and M&As. He left Infineon in September 2016.

Since 2018, Arunjai Mittal has been Director of Silicon Solutions Ventures Pte Ltd. in Singapore and since 2019 Chairperson of the Supervisory Board of Zero-Error Systems Pte Ltd. (Singapore). Since 2020, he has been Management Board member of ASTAR (Agency for Science, Technology and Research) in Singapore. From 2020 to 2025 he was Chairperson of the Supervisory Board at Advanced Micro Foundry Pte Ltd. in Singapore.

Arunjai Mittal graduated in electrical engineering at the Walchand Institute of Technology, India, and participated in management programs at INSEAD, the Harvard Business School, and the IMD in Lausanne.

Other supervisory board positions with publicly listed companies:

Chairperson of the Supervisory Board of TESA SE (Germany), a Beiersdorf AG subsidiary

DI Dr. Nadine Stoiser-Raidl (staff representative as a delegate of the Works Council), born in 1990, Austrian national. Supervisory Board member since 2023, current term of office until 2028.

Nadine Stoiser-Raidl gained a PhD from Montanuniversitaet Leoben in the field of material sciences and has been on the ams OSRAM payroll since 2017. Until 2025 she was active in error analysis, product quality engineering, and CMOS process integration engineering before taking up her current role as CMOS Process Integration Manager. Nadine Stoiser-Raidl has been a member of the Works Council since June 2023.

Other supervisory board positions with publicly listed companies: none

Ing. DI (FH) Wolfgang Koren (staff representative as a delegate of the Works Council), born in 1966, Austrian national. Supervisory Board member since 2023, current term of office until 2028.

Wolfgang Koren began his career in 1981 as a communications technology apprentice at Siemens AG Austria. He then moved to the Austrian Academy of Sciences, where he worked in the Institute for Space Research and took a sandwich degree course in automation technology. In 2004, Wolfgang Koren came on board at ams OSRAM, first as a product engineer and since 2011 as an engineer in the Operations section. From 2007 to 2025, he also lectured at a university of applied sciences, where he was made an honorary professor in 2017. Wolfgang Koren has been a staff representative on the Works Council since March 2011.

Other supervisory board positions with publicly listed companies: none

DI Michael Krainz (staff representative as a delegate of the Works Council), born in 1965, Austrian national. Supervisory Board member since 2023, current term of office until 2028.

After studying telematics at Graz University of Technology, Michael Krainz embarked on a career as a partner in a software solutions company. In 1998 he moved to AVL as a software developer in the field of medical technology. After the division was spun off to Roche Diagnostics, he worked for the latter as a software developer and project manager for 13 years. In 2014, Michael Krainz joined ams OSRAM, where he has been a project manager in optical sensor development ever since.

Other supervisory board positions with publicly listed companies: none

Martin Bauer (staff representative as a delegate of the Works Council), born in 1988, Austrian national. Supervisory Board member since September 2024, current term of office until 2028.

Martin Bauer joined ams OSRAM in 2013. Until 2016 he worked as a frontend FAB operator in the production plant in Premstaetten. Since 2016, he has continuously been a foreman on the CMOS and Filter line. Since July 1, 2023, Martin Bauer has been active as a staff representative on the Works Council.

Other supervisory board positions with publicly listed companies: none

Unless decided otherwise by the Annual General Meeting, election periods for members of the Supervisory Board are for the longest period admissible pursuant to Section 87 (7) AktG, i.e. until the end of the Annual General Meeting that approves their actions for the fourth business year after the election. The business year in which

they were elected is not included here. In accordance with AktG, each candidate must be elected in person in elections to the supervisory board of a listed company. The Articles of Association do not stipulate any staggering of the Supervisory Board members' terms of office.

3.5 Internal Structure

3.5.1 Distribution of Tasks within the Supervisory Board

Both the Management and Supervisory Boards have their by-laws. The latter has a chairperson and a deputy chairperson. The SB can establish one or more committees made up of members for the purpose of preparing its deliberations and resolutions or of monitoring execution of its resolutions. The ams-OSRAM AG Supervisory Board has established the following committees: a Remuneration Committee, an Audit Committee, a Nominations Committee, a Technology Committee, a Long Term Incentive Plan Committee, a Committee for ESG Matters (ESG Committee since December 2022), and a Financing Committee (since summer 2023).

3.5.2 Composition, Tasks, and Responsibilities of all Supervisory Board Committees

The information below outlines membership of the SB committees as at the reporting date.

– Audit Committee:

The Audit Committee is tasked with examining the annual financial statements, the Management Report, and the proposal on the appropriation of profits. It monitors the selection of the Company's auditor and submits a recommendation to the SB and the Annual General Meeting. It is instrumental in preparing the annual audit; it supervises the process and prepares the reports to be submitted to the Annual General Meeting. Together with the auditor, the Audit Committee specifies the main focus of the audit activities. In addition, the Audit Committee monitors the accounting process and makes recommendations for its improvement. It monitors the internal control and risk management system and the internal audit. Together with the Management Board, it sets the annual priorities for the work of the internal audit. The committee has the following members: Andreas Gerstenmayer (Chair/financial expert), Yen Yen Tan, Brigitte Ederer, Wolfgang Koren, and Michael Krainz.

– Nominations Committee:

The Nominations Committee is responsible for preparing proposals to the SB to appoint members to the Management Board and for devising strategies for succession planning. In addition, the shareholder representatives of the committee prepare proposals for the Annual General Meeting to elect new members to the SB. In certain cases, the committee cooperates with international executive search consultants to identify and evaluate qualified candidates.

The committee has the following members: Margarete Haase (Chairperson), Andreas W. Mattes, Arunjai Mittal, Monika Henzinger, Wolfgang Koren, and Martin Bauer.

– Remuneration Committee:

The Remuneration Committee is responsible for preparing the remuneration policy and negotiates as well as monitors the contractual relationship between the Company and the members of the Management Board. It sets the compliance standards for executive management and supports the SB in resolutions on the appointment and dismissal of members of the Management Board; it is also tasked with keeping the relevant documentation. On behalf of the SB, the Remuneration Committee prepares the relevant sections of the Annual Report on Management Board and SB remuneration. Furthermore, it sets the annual targets for short-term variable incentives and reviews the related performances and disbursements, based on the audited Financial Report. The Remuneration Committee actively follows the development of executive compensation systems in comparable companies and liaises with remuneration advisors and shareholders and their representatives to align the Company's remunerations system to international standards and expectations.

The committee has the following members: Margarete Haase (Chairperson) and Andreas W. Mattes.

– Technology Committee:

The Technology Committee is responsible for reviewing and assessing the Company's technological strategy and evaluating the achievement of short and long-term R&D objectives and the attendant business outcomes. It advises on important technology strategies, including R&D developments, as well as protection of the Company's intellectual property, and evaluates future technology trends.

The committee has the following members: Kin Wah Loh (Chairperson/technology expert), Andreas W. Mattes (technology expert), Monika Henzinger, Nadine Stoiser-Raidl, and Wolfgang Koren.

- Long Term Incentive Plan Committee:

The Long Term Incentive Plan Committee (the “LTIP Committee”) is tasked with preparing the general policy and parameters of the long-term incentive plan (the “LTIP”) of the ams OSRAM Group for final decision by the SB and the Annual General Meeting to the extent required by law. Moreover, the committee regularly appoints an external expert to review general market conditions and advise on changes to the LTIP. The committee decides on behalf of the SB regarding the approval and granting of long-term remuneration instruments to ams OSRAM Group staff members and decides on and approves the annual remuneration instruments granted to Management Board members. The LTIP Committee consists of at least three members. The Chairperson of the Supervisory Board and their deputy are always members of the LTIP Committee, and the Chairperson of the Supervisory Board also chairs the LTIP Committee.

The committee has the following members: Margarete Haase (Chairperson), Andreas W. Mattes, and Michael Krainz.

- ESG Committee:

Ensuring the Company’s sustainable development is of crucial importance in all ams OSRAM management decisions. To achieve this strategic corporate goal, at the end of 2022 the SB established a committee for environmental, social, and governance matters (“ESG Committee”). The ESG Committee consists of at least three members and must include the Chairperson of the Audit Committee and an expert on sustainability. Among other things, the ESG Committee monitors the development and implementation of the Company’s ESG strategy, including the related governance structures and its integration into the corporate strategy. Furthermore, the ESG Committee supervises the development of ESG-related KPIs, including periodic measurement of the corresponding achievement of targets. In addition, the ESG Committee monitors compliance with statutory and other regulatory requirements relating to ESG, including any relevant auditing and reporting obligations. In the latter context, the ESG Committee specifically cooperates closely with the Audit Committee.

The committee has the following members: Brigitte Ederer (Chairperson), Yen Yen Tan, Andreas Gerstenmayer, Nadine Stoiser-Raidl, and Martin Bauer.

- Financing Committee:

In 2023, the Supervisory Board established a Financing Committee made up of at least three Supervisory Board members and always including the Chairpersons of the Supervisory Board and the Audit Committee. The Chairperson of the Supervisory Board is also Chairperson of the Financing Committee. The Financing Committee is tasked with advising and monitoring the Management Board’s actions as regards all significant Company and Group financing issues, in particular in relation to bonds, stock-based financial instruments, capitalization matters, and Group liquidity management, as well as granting credit and assuming liability outside normal business operations. In this context, the Financing Committee is also responsible for preparing the relevant proposals for resolution by the Supervisory Board.

The committee has the following members: Margarete Haase (Chairperson), Andreas Gerstenmayer, Andreas W. Mattes, Wolfgang Koren, and Michael Krainz.

Committee	Chairperson	Other members
Audit Committee	Andreas Gerstenmayer	Yen Yen Tan, Brigitte Ederer, Wolfgang Koren, Michael Krainz
Nominations Committee	Margarete Haase	Andreas W. Mattes, Arunjai Mittal, Monika Henzinger, Wolfgang Koren, Martin Bauer
Remuneration Committee	Margarete Haase	Andreas W. Mattes
Technology Committee	Kin Wah Loh	Andreas W. Mattes, Monika Henzinger, Nadine Stoiser-Raidl, Wolfgang Koren
LTIP Committee	Margarete Haase	Andreas W. Mattes, Michael Krainz
ESG Committee	Brigitte Ederer	Yen Yen Tan, Andreas Gerstenmayer, Nadine Stoiser-Raidl, Martin Bauer
Financing Committee	Margarete Haase	Andreas Gerstenmayer, Andreas W. Mattes, Wolfgang Koren, Michael Krainz, Arunjai Mittal

3.5.3 Supervisory Board and SB Committee Operating Procedures

Supervisory Board meetings are presided over by the Chairperson and, in their absence, by the Deputy Chairperson. Resolutions are passed by simple majority of the votes cast. In the case of a tie vote, the Chairperson’s vote is decisive. The SB is entitled to request written reports on corporate affairs and managerial issues from the Management Board at any time. The Management Board generally attends the meetings of the SB and its committees (with the exception of the Nominations Committee) in an advisory capacity. The members of the SB receive the meeting agenda, decided in consultation with the Chairperson, seven to ten days in advance of an SB meeting, along with extensive information on each agenda item. SB members can submit questions to the Management Board and request additional information via an internal communications tool in advance. In the SB meeting, the Management Board reports on business developments, HR trends, the financial performance, capital expenditure, and progress made on longer-term technical and commercial projects. Sufficient time is allocated and used for discussions with the Management Board and by the Supervisory Board on its own. In accordance with the Management Board’s by-laws, resolutions on capital expenditure, acquisitions, and other proposals by the Management Board requiring approval are a further important element of each SB meeting.

The SB committees are entitled to adopt resolutions which are binding for the SB only in cases where the committee has been granted such decision-making power by the SB. The SB appoints a committee member as Committee Chairperson. Committee resolutions are passed by simple majority of the votes cast. In case of a tie vote, the Committee Chairperson’s vote is decisive.

The SB customarily convenes for five scheduled meetings each year. In 2025, it convened a total of eight meetings, one of which was held directly after the Annual General Meeting, at which Monika Henzinger was re-elected as member of the Nominations Committee and of the Technology Committee, and Kin Wah Loh as member and Chairperson of the Technology Committee. Furthermore, as in previous years, the Supervisory Board conducted one additional strategy session. The ordinary SB meetings convened each lasted about five hours on average; the additional strategy meeting lasted around eight hours. In addition to discussions on the current business situation and discharging its statutory duties, other important topics addressed included: measures for accelerated deleveraging of the Company, including in particular adjustments to the business portfolio through divestments; the

transactions to improve the long-term financing structure of the ams OSRAM Group; further improvements of R&D processes; key innovation projects and the associated business potential, as well as the consistent implementation of the 'Re-establish the Base' efficiency program and other cost optimization steps. The Supervisory Board moreover discussed the medium and long-term orientation of ams OSRAM in depth following the completion of planned divestments, in particular, the hedging of the future business activities in Austria. In addition to the above-mentioned issues, the Supervisory Board also deliberated the future composition of the Management Board and decided to appoint the Chief Financial Officer, Rainer Irle, as member of the Management Board for a further term of office until October 2030. The Supervisory Board moreover received reports on the impact of the geopolitical developments (in particular, the US tariff policy) on the Company's business, business opportunities in the defense sector, and structural improvement measures in sales. It also dealt with the adjustment of the profitability KPI of the long-term stock-based remuneration plan (LTIP 2023). A strategy meeting of the Supervisory Board in the fall, held together with the management team, discussed the longer-term technological and commercial development of the individual fields and the medium-term planning that forms the basis of the annual budget.

In addition, in December 2025 the Supervisory Board evaluated its own procedures and structures. As part of the process, topics including measures for the more efficient monitoring of work orders were discussed and a medium-term review of the Supervisory Board structures agreed. Moreover, in future the Supervisory Board will invest more time in debates with technology and industry experts.

During the reporting year the Supervisory Board committees deliberated the following discussion items:

The Audit Committee held five regular meetings in 2025, with each lasting an average of two hours. Four of these were physical meetings, and one was a virtual meeting via video conference. Among other things, the Audit Committee dealt with matters including the current business performance, the Company's financing, and the schedule for the preparation and audit process for the annual financial statements, primarily in close cooperation with, and in the presence of, the auditor, with whom the Chairperson of the Audit Committee was in regular contact, just as they were with the Company's CFO and the members of the financial departments (in particular Accounting and Controlling). Other matters discussed were the quality and

independence of the audit and the audit methodology. The results of the internal audits, the structure and functionality of the internal control and audit systems, and oversight of the accounting process were further important topics discussed at the Audit Committee meetings. Furthermore, the Audit Committee dealt with the Company's risk management (enterprise risk management) and internal control system, where selective refinements and their timely implementation were discussed. The Audit Committee also received regular reports on important compliance matters, the compliance system, and on major litigation.

The Technology Committee convened five times in the 2025 financial year, with the meetings also attended by the heads of the development departments of the business units, and the strategy unit. The meetings lasted an average of two hours. Among other things, the Technology Committee discussed key innovations for new growth areas, the development project portfolio, the technology roadmaps, and optimization of R&D effectiveness and efficiency.

The members of the Nominations Committee held two meetings during the reporting year, with the meetings lasting around 30 minutes. They discussed the proposal to elect two shareholder candidates to the Supervisory Board. As part of this process, they also looked at whether the proposals correspond to the principles defined by the Supervisory Board for the composition and diversity of the committee. Secondly, they deliberated the future composition of the Management Board and, in particular, the extension of the appointment of CFO Rainer Irle.

The Remuneration Committee convened a total of three times, with the meetings lasting about one hour on average. Some of the meetings were held jointly with the LTIP Committee. One focal point of its work was the goals and parameters of the annual variable management compensation for the 2025 business year. It also discussed the multi-year targets for performance-oriented stock-based instruments (performance stock units) as per LTIP 2023 for the period 2025-2027 and the adjustment of the remuneration of a Management Board member in the wake of the extension of his appointment.

The LTIP Committee convened two times during the reporting period (in part jointly with the Remuneration Committee), with the meetings lasting around one hour on average. The key topics discussed were assessing the fulfillment of the established performance criteria for the long-term stock-based compensation plans, allocating

stock-based instruments to Management Board members, and approving the Management Board's annual allocation of such instruments to other beneficiaries in accordance with the terms of the currently valid stock-based LTIP 2023 compensation plan. The committee also discussed the change of the profitability KPI used under LTIP 2023 to align it to usual external practice and recommended the corresponding technical adjustment measures to the full meeting of the Supervisory Board.

The ESG Committee met twice in the past business year, with each meeting lasting about one hour. In particular, the committee concerned itself with the sustainability strategy, the Sustainability Report 2024, the progress made in implementing the future reporting pursuant to the CSRD, and Environment, Health, and Safety (EHS). The committee was informed of the double materiality assessment (DMA) as the basis of CSRD reporting and approved it.

At each of its full meetings, the Supervisory Board was informed about the work of its committees and the key results of their deliberations.

The Chairperson and Deputy Chairperson of the Supervisory Board and the Chairperson of the Audit Committee held scheduled monthly video conferences with all members of the Management Board and regular one-on-one meetings with the individual members of the Management Board to discuss current business developments, the financial situation, and strategic issues of ams OSRAM.

The Chairperson of the Audit Committee was in regular contact with the CFO, the members of the finance department, and the company's auditors.

The following overview shows the attendance rates of the members of the Supervisory Board at meetings of the full Supervisory Board and the committees in the 2025 financial year in %:

SB member	Attendance: SB meetings	Attendance: SB committees' meetings
Margarete Haase (Chairperson)	100%	100%
Andreas W. Mattes (Deputy Chairperson)	100%	80%
Brigitte Ederer	100%	100%
Andreas Gerstenmayer	100%	100%
Monika Henzinger	100%	100%
Kin Wah Loh	87.5%	100%
Arunjai Mittal	100%	100%
Yen Yen Tan	100%	100%
Wolfgang Koren	100%	100%
Michael Krainz	100%	100%
Nadine Stoiser-Raidl	100%	100%
Martin Bauer	100%	100%

3.6 Definition of Duties

The Management Board of ams-OSRAM AG is solely responsible for its actions and is not subject to instructions from the shareholders or the Supervisory Board. In accordance with the Austrian Stock Corporation Act, the SB has defined a list of items of business and measures that require its approval. In addition to other responsibilities, including succession planning and the appointment and remuneration of Management Board members, the SB monitors the management of the Company by the Management Board. This includes discussing regularly updated information on the Company's financial and business performance both by the SB as well as with the Management Board and approving the Company's budget for the following year. The Management Board coordinates the Company's strategic orientation with the SB, and at regular intervals discusses the status of the strategy's implementation with the latter. Both the Management and Supervisory Boards have their by-laws. The SB's decisions on capital investments, acquisitions, and other material items

of business or measures taken in accordance with the by-laws of the Management Board are another focus of cooperation between the Supervisory and Management Boards.

3.7 Information and Control Instruments Pertaining to the Management Board

The Company has a risk management system (Enterprise Risk Management, ERM), a Management Information System (MIS), and an internal audit function in place. ams OSRAM conducts systematic risk management to identify, assess, and control risks. The intention is to identify risks that could threaten the ams OSRAM Group as a going concern or its achievement of its strategic, operational, financial, and compliance-related objectives at an early stage and initiate risk-mitigating measures. The central risk management function is part of the Corporate Governance section and coordinates the risk management process and risk reporting. The head of the Corporate Governance section reports directly to the Management Board and also has a direct reporting line to the SB's Audit Committee, which monitors the effectiveness of the risk management system.

In the context of the risk management system, risks in numerous areas of the Company are listed and assessed on a quarterly basis. Key findings are subsequently evaluated by the Management Board, and the head of the unit brings them to the attention of the Audit Committee. In addition, the effectiveness of the internal control system is reviewed annually. The ams OSRAM Group Management Board determines whether risks, either individually or in their entirety, represent an existential threat and establishes that there is no substantial threat to the Group as a going concern. If necessary, internal controls are revised to eliminate any weaknesses identified.

Ongoing, Group-wide audits enable the ams OSRAM Internal Audit unit to ensure adherence to Group-wide guidelines and the reliability and functional appropriateness of the control system. The Audit Committee approves the Internal Audit unit's audit plan. Regular reporting to the Management Board and to the Supervisory Board, or the Audit Committee of the Supervisory Board as it has responsibility, is

on a quarterly basis and, if required, supplemented by ad hoc reports. As a result, the Management and Supervisory Boards are kept fully and promptly abreast of all material risks.

The ams OSRAM MIS bundles a whole host of KPIs from various areas of the Company as well as comprehensive financial information, works the data up, and makes them available to management promptly in electronic form. The SB receives monthly and quarterly reports based on information from the MIS. Further details on the Group's risk management system are to be found in [section 8](#) of the Group Management Report.

Furthermore, we have an integrated compliance management system. It is based on the three pillars of Prevent, Detect, and Respond. It includes regulations, measures, and processes to prevent legal violations in the areas of anti-corruption, competition and antitrust law, money laundering prevention, data privacy protection, and export controls. In organizational terms, the compliance management system consists of experts at various locations worldwide. The Head of Corporate Governance is responsible for the compliance management system and reports to the CFO (Chief Financial Officer), who is responsible for compliance on the Management Board. The Management Board receives quarterly and ad hoc reports on relevant compliance issues. As part of the Management Board's control of the corporate management function, the SB also monitors the functioning and appropriateness of the compliance management system. Within the SB, the Audit Committee is tasked with this function and takes reports from the Head of Corporate Governance on a quarterly and on an ad hoc basis on current compliance issues and potential risks.

4. Management Board

3.8 Supervisory Board Composition and Diversity Policy

The “Board Composition and Diversity Policy for the SB” sets out the fundamental principles of the SB of the Company as regards its fields of expertise and its approach to diversity, as well as the envisaged requirements and individual capabilities for the composition of the group of the shareholder representatives on the SB. Within the framework of this policy, the SB strives for a balanced composition as regards various diversity criteria. Accordingly, it was stipulated that at least 30 percent of the shareholder representatives’ seats on the SB should be held by women and at least 30 percent by men. This quota was met in the reporting year. The “Board Composition and Diversity Policy for the SB” also contains further information on the desired expertise of the members, which is based on the three pillars “General Knowledge,” “Expertise & Experience,” and “Diversity Criteria”. In addition, it states that at least 30 percent of the members should have international experience in line with the Group’s global structure. The complete policy on the composition of the SB can be downloaded [here](#).

4.1/4.2 Management Board Members, Other Activities, and Vested Interests

Insofar as nothing to the contrary is stated below, there are no activities or vested interests subject to disclosure requirements as regards members of the Management Board. The current composition of the Management Board, including the corresponding personal resumes, is available at all times on the [Company website](#).

The ams OSRAM Management Board in the 2025 financial year had the following members:

Aldo Kamper, born in 1970, Dutch national. Member of the Management Board and CEO (Chief Executive Officer) since April 1, 2023, and from May 1 to June 30, 2023, also interim CFO (Chief Financial Officer).

Aldo Kamper began his career in 1994 at OSRAM in Regensburg and occupied various management positions in Europe and the USA in the area of visible LEDs and specialist lighting. In 2010, he was appointed CEO of the Opto Semiconductors business unit. In that position, he pioneered the development of microLED technology, dynamic forward lighting, and roadmaps for high-performance LEDs for new applications such as horticultural lighting. From 2018 to 2023, he was CEO of Leoni AG, a global provider of products, solutions, and services for energy and data management in the automotive industry. Aldo Kamper studied business administration in Maastricht and Trier, and holds an MBA from Stanford University.

The CEO is responsible for overall Company strategy, business development, and the business performance of the ams OSRAM Group and its business segments and also heads up the following business areas and functions: Global Semiconductor Sales (GSS); commercial, technical, and organizational aspects (including Product R&D and Product Marketing) of the various business units (CSA, OS, L&S); Human Resources (HR); Corporate Communications (CC); Group Mergers & Acquisitions; from September 2025 also Group Strategy & Development, which includes the former Corporate Development function. As of May 1, 2025, in addition to his role as CEO of the Group, Aldo Kamper assumed direct leadership of the Opto Semiconductors business unit until further notice.

Other supervisory or management board positions with publicly listed companies in the reporting year: none.

Rainer Irle, born in 1970, German national. Member of the Management Board and CFO (Chief Financial Officer) since July 1, 2023.

Rainer Irle has long-standing experience in the semiconductor industry and, prior to moving to ams OSRAM, was CFO of Siltronic AG from 2013. He previously held various management positions in finance at Siltronic and at Wacker Chemie AG. He played a key role in establishing Siltronic, one of the world’s largest manufacturers of hyper-pure silicon wafers for the semiconductor industry, as a publicly listed corporation on the German MDAX index. Rainer Irle began his professional career at A.T. Kearney and Deutsche Bank. He holds an MSc. in Engineering from the Chalmers University of Technology, Gothenburg, as well as a degree in industrial engineering from the University of Siegen.

The CFO is tasked with managing the following business areas and functions: Controlling; Information Technology; Corporate Finance & Treasury; Accounting and Country Finance; Global Business Services; Tax & Customs; Procurement Corporate; Legal & Intellectual Property; Corporate Governance; Corporate Sustainability; Investor Relations; Global Public Funding.

Other supervisory or management board positions with publicly listed companies in the reporting year: none.

4.3 Number of Permissible Activities

There are no statutory rules in the Company’s Articles of Association regarding the number of activities a Management Board member is permitted to handle.

4.4 Management Contracts

There are no management contracts in place at present.

5. Remuneration, Shareholdings, and Loans

5.1 Content and Method of Determining Remuneration and Share Ownership Programs

The responsibility and process for determining the remuneration of the Management and Supervisory Boards are regulated separately under Austrian stock corporation law.

The Annual General Meeting is responsible for deciding the remuneration of the Company's Supervisory Board. The remuneration policy for the Supervisory Board with unchanged content was last adopted at the Company's Annual General Meeting of June 26, 2025. This policy remains in place for the 2026 to 2029 financial years unless the Annual General Meeting adopts a different resolution. No material changes to the current remuneration policy are currently being pursued.

The Supervisory Board is responsible for the remuneration of the members of the Management Board – within the bounds of the remuneration policy adopted for the Management Board. The SB Remuneration Committee sets the fixed compensation and the criteria for the variable remuneration of the individual Management Board members for the terms of their respective contracts. The performance targets for the variable remuneration on an annual basis are also determined by the Remuneration Committee at the beginning of each year. After the end of the fiscal year, it then assesses whether targets have been met and determines the amounts to be disbursed as variable remuneration to the Management Board. The targets and parameters for the stock-based remuneration programs for the members of the Management Board are set by the Supervisory Board on the basis of proposals tabled by the LTIP Committee. The latter also resolves the stock-based remuneration instruments granted each year to the individual Management Board members. The Supervisory Board is regularly informed about the work of the Remuneration and LTIP Committees.

The remuneration of the Management and Supervisory Boards was enshrined in a remuneration policy; the latter policy was adopted for the Management Board by the Annual General Meeting of June 23, 2023, and for the Supervisory Board at that of June 2, 2021. Detailed information on the principles and scale of the remuneration of the Management Board and Supervisory Board can be found in the [Remuneration Report](#) as well as in the remuneration policy, which can be consulted on the [Company website](#).

5.2/5.3 Remuneration Report as per Sections 734a to 734d of the Swiss Code of Obligations

For detailed information on the remuneration of the Management Board please consult the [Remuneration Report](#). As regards the clauses on changes of control, please see [section 7.2](#) below.

Management Board shareholdings and awards as at December 31, 2025

Name	Function	Number of shares held	Number of granted awards
Aldo Kamper	CEO	0	590,616
Rainer Irle	CFO	11,250	237,103
Total		11,250	827,719

Management Board shareholdings and awards as at December 31, 2024

Name	Function	Number of shares held	Number of granted awards
Aldo Kamper	CEO	0	283,592
Rainer Irle	CFO	11,250	109,176
Total		11,250	392,768

For the conditions, criteria, objectives and components, and valuations of the share awards and share call options for ams-OSRAM AG shares according to the respective stock-based remuneration programs, please refer to the [Remuneration Report](#) and [Note 4](#) Expenses of the Notes to the Group Financial Statements. Persons related to the Management Board members held neither shares nor financial instruments in ams-OSRAM AG shares as of December 31, 2025 (0 shares and 0 financial instruments as of December 31, 2024).

For detailed information on the structure and scale of remuneration of the Supervisory Board, please consult the [Remuneration Report](#).

Supervisory Board shareholdings and share options as at December 31, 2025

As at December 31, 2025, Members of the Supervisory Board held no shares (2024: 0) or financial instruments (2024: 0) in ams-OSRAM AG. Persons related to the Supervisory Board members also held no shares (2024: 0) or financial instruments (2024: 0) in ams-OSRAM AG as of December 31, 2025.

6. Shareholder Participation Rights

6.1 Voting Rights – Restrictions and Representation

All shareholders of ams-OSRAM AG hold no-par-value bearer shares. Each share entitles the holder to one vote at the Annual General Meeting. There are no restrictions on voting rights. Voting rights can only be exercised by a proxy who holds a written power of attorney deposited with the Company.

6.2 Statutory Quorums

Annual General Meeting resolutions are passed by a simple majority of the votes cast insofar as Austrian stock corporation law or the Articles of Association do not call for a larger majority or impose other requirements. The ams-OSRAM AG Articles of Association do not envisage majority requirements that go beyond those stipulated by Austrian stock corporation law.

6.3 Convening the Annual General Meeting

In line with the Austrian Stock Corporation Act, the Management Board convenes the Annual General Meeting. In accordance with the Company's Articles of Association, the Annual General Meeting must be convened no later than the 28th day prior to the planned date. The convocation is published on the EVI electronic announcement and information platform, Austria's digital official gazette. For further details on the Annual General Meeting, please consult the [Company website](#).

6.4 Compiling the Agenda

According to the Austrian Stock Corporation Act, the proposed agenda shall be published in the context of convening the Annual General Meeting. A minority of at least 5 percent of the share capital can demand that additions be made to the agenda of an Annual General Meeting for which the convocation announcement has been issued until 21 days before the date of the Annual General Meeting. Those filing the

demand must have held the bearer shares for at least three months prior to submitting it. The agenda as well as further details on the Annual General Meeting are posted on the [Company website](#).

6.5 Share Register

All Company shares outstanding are bearer shares, and the Company therefore does not maintain a share register.

7. Change of Control and Defensive Measure

7.1 Duty to Make a Public Offer

As a company domiciled in Austria and whose stock is mainly listed in Switzerland, ams OSRAM comes under the regulations of the Swiss Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (Financial Market Infrastructure Act, FMIA) covering public takeover offers. As per Article 135 (1) FMIA, anyone acquiring participation rights constituting 33 1/3 percent or more of all voting rights must mandatorily tender a public offer. The Articles of Association of ams OSRAM contain neither an opt-up clause (i.e. they do not stipulate a higher percentage threshold) nor an opt-out clause (i.e. they do not waive the requirement to tender an offer). Moreover, Austrian takeover law regulations relating to offer obligations do not apply to ams-OSRAM AG.

7.2 Change-of-control Clauses

On principle, the Management Board members have no specific entitlements related to possible changes of control or comparable structural changes to the Company. However, stock-based instruments may be subject to accelerated vesting in case of a change of control, given that the conditions for KPIs under the long-term incentive plans typically change significantly, and measurement of the targets set may become impossible in such a scenario.

8. Auditor

8.1 Mandate Period and Term of Office of the Lead Auditor

The existing audit mandate was awarded to Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Vienna, in 2025. Its election as lead auditor for the year under review was confirmed by the Annual General Meeting on June 26, 2025.

The lead audit partners are Rosemarie König and Stefan Uher.

8.2 Audit Fees

The auditing firm charged EUR 1.2 million in fees during the reporting year for the audit of the consolidated financial statements and the financial statements of the parent company. For the audits of the financial statements of the individual consolidated subsidiaries, across the entire Group audit fees of approximately EUR 1.4 million were incurred, resulting in total audit fees of EUR 2.7 million charged by the EY network.

8.3 Additional Fees

The auditor charged fees of EUR 0.2 million during the reporting year for additional advisory services as part of the audit of the consolidated interim financial statements.

8.4 Supervisory and Control Instruments Pertaining to the Auditor

In July 2024, the Supervisory Board's Audit Committee decided to put the mandate for auditing the individual and consolidated financial statements for the 2025 financial year out to tender. Among others, the Audit Committee recommended to the Supervisory Board Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Vienna, for the said audit services and stated its preference for the firm as the best-ranked auditors. The proposal by the Audit Committee was preceded by a tender process during which the offers received were assessed according to transparent and discrimination-free selection criteria and on the basis of the Audit Committee's recommendation. In its recommendation to the Supervisory Board the Audit Committee stated that it was free from undue influence from third parties and that no clause had been imposed on it that would restrict the options available to the AGM. The Supervisory Board therefore suggested to the AGM that it may resolve, within the meaning of the recommendation and in accordance with the preference expressed by the Audit Committee, to select Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Vienna, Austria, as auditors of the annual financial statements and consolidated financial statements for the 2025 financial year. A resolution to that effect was adopted by the AGM on June 26, 2025.

The auditor reports to the Supervisory Board's Audit Committee both orally and in writing on a regular basis, typically several times in the course of the year. In the reporting year, the previous auditor KPMG took part in meetings of the Audit Committee in February and March 2025, and the current auditor Ernst & Young at the meetings in July and November 2025 following their appointment.

The auditor's work is monitored and evaluated by the Supervisory Board's Audit Committee at regular intervals. The auditor's remuneration is regularly reviewed to ensure it is in line with market rates. The lead audit partner for the Company rotates every seven years.

9. Policy on Information and Disclosure

ams OSRAM is committed to an open and transparent information and disclosure policy towards its stakeholders. All the important information on the development of business and the share price (financial news, annual reports, quarterly reports, financial calendar, presentations, and share price data) is available on the Company website in the [Investor Relations section](#).

The Company's investor calendar is available [here](#). The ad hoc notifications pursuant to Article 53 KR of the SIX Swiss Exchange on events relevant to the share price are posted on the [Company website](#) (pull system); they can be subscribed to using the [contact form](#) (push system) and are published promptly in the appropriate media in accordance with applicable regulations of the SIX Swiss Exchange. ams OSRAM issues quarterly business performance reports. The publications on quarterly results as well as the Annual Report can be found in digital form [here](#).

In addition, ams OSRAM has a policy of extensive investor relations activities, specifically including regular presentations to equity analysts and the press, and in-depth meetings with institutional investors. Information on the Annual General Meeting is available on the [Company website](#). For the Company's contact details, please refer to the [Imprint](#) at the end of this Annual Report. The ams OSRAM Investor Relations unit can also be contacted at investor@ams-osram.com.

Financial calendar (provisional, at the time of publication)

Feb. 10, 2026	Publication of the results for Q4 and the full year 2025
Feb. 10, 2026	Annual press conference on the full year 2025
March 20, 2026	Publication of the Annual Report 2025
May 7, 2026	Publication Q1 2026 results
June 10, 2026	Annual General Meeting 2026
Aug. 4, 2026	Publication Q2 and H1 2026 results
Aug. 4, 2026	Publication of H1 2026 results
Nov. 13, 2026	Publication of Q3 2026 results

10. No-Trade Periods

ams OSRAM has put in place comprehensive guidelines for staff members relating to trading in ams OSRAM shares, other securities of the Company, or derivatives related to them. In addition, ams OSRAM has established a clear set of rules specifying no-trade periods or trading windows for the members of the executive bodies and specific staff categories. The members of the executive bodies and the staff members involved are informed of this in writing on at least a quarterly basis and are also obliged to sign a corresponding one-time declaration.

ams OSRAM Group staff members who, by virtue of their work or function, have access to financial results or other material information that is not yet public may not, as a matter of principle, enter into transactions in ams OSRAM securities during a period running from seven trading days before the end of a quarter or fiscal year until two calendar days after the publication of quarterly, half-year, or full-year results. The no-trade periods for the aforementioned persons were as follows in the 2025 financial year:

January 1 to February 12, 2025; March 21 to May 4, 2025; June 20 to August 4, 2025; September 20 to November 19, 2025; December 17 to 31, 2025.

Even shorter trading periods (three weeks after publication of the quarterly or full-year results) apply to the ams OSRAM Group Supervisory Board, Management Board, and extended management team.

There are no exceptions to the no-trade periods.