

**ams-OSRAM AG
Premstätten, FN 34109 k**

**Resolutions proposals of the Management Board for the
Annual General Meeting
June 10, 2026**

- 1. Presentation of the annual financial statements including the management report and corporate governance report, the consolidated financial statements including the Group management report, the Sustainability report and the report prepared by the Supervisory Board for the 2025 financial year**

The balance sheet result reported in the approved annual financial statements amounts to EUR 0.00, therefore a separate agenda item for the resolution on the appropriation of the balance sheet profit can be omitted.

A resolution on this agenda item is not required.

- 2. Resolution on the discharge of the members of the Management Board for the 2025 financial year**

The Management Board proposes that the Annual General Meeting adopt the following resolution:

"The actions of the members of the Management Board in office in the 2025 financial year are ratified for the 2025 financial year."

- 3. Resolution on the discharge of the members of the Supervisory Board for the 2025 financial year**

The Management Board proposes that the Annual General Meeting adopt the following resolution:

"The actions of the members of the Supervisory Board in office in the 2025 financial year are ratified for the 2025 financial year."

4. Election of the auditor and group auditor for the 2026 financial year

Only the Supervisory Board has a proposal for a resolution on this agenda item.

5. Resolution on the remuneration report

The Management Board and Supervisory Board of a listed company must prepare a clear and comprehensible remuneration report for the remuneration of the members of the Management Board and Supervisory Board in accordance with Section 78c in conjunction with Section 98a Austrian Stock Corporation Act (AktG). This remuneration report must provide a comprehensive overview of the remuneration granted or owed to the current and former members of the Management Board and Supervisory Board in the course of the last financial year as part of the remuneration policy (Section 78a in conjunction with Section 98a AktG), including all benefits in any form. The remuneration report for the last financial year must be submitted to the Annual General Meeting for a vote. The vote is of a recommendatory nature. The resolution cannot be contested (Section 78d (1) AktG).

On March 17, 2026, the Management Board and the Supervisory Board of ams-OSRAM AG adopted the remuneration report for the 2025 financial year in accordance with Section 78c in conjunction with Section 98a AktG. This remuneration report is available in German and English on the website of ams-OSRAM AG registered in the commercial register at ams-osram.com/en/about-us/investor-relations/general-meeting.

The Management Board proposes that the Annual General Meeting adopt the following resolution:

"The Company's remuneration report for the 2025 financial year, which is available on the Company's website registered in the commercial register, is adopted."

6. Elections to the Supervisory Board

Only the Supervisory Board has a proposal for a resolution on this agenda item.

7. Resolution on the amendment of the Articles of Association in section 17 (1)

By resolution of the Annual General Meeting on June 23, 2023, the amendment of the Articles of Association by adding a new Section 17 was resolved to enable a virtual Annual General Meeting. The provision of the Articles of Association regarding the virtual Annual General Meeting is limited to June 30, 2026 in accordance with Section 17 (1). The company has not yet made use of this authorization, but would like to retain this flexibility to the same extent.

The possibility of holding virtual Annual General Meetings is therefore to be extended and the Articles of Association are to be amended accordingly in Section 17 (1).

The Management Board proposes to amend section 17 (1) of the Articles of Association so that this provision now reads as follows:

„(1) In accordance with the provisions of the Federal Act on the Conduct of Virtual Shareholders' Meetings (VirtGesG) and the Articles of Association of the Company, the Management Board is authorized to provide that the Annual General Meeting is held as a virtual Annual General Meeting, i.e. without the physical presence of the participants, for Annual General Meetings of the Company that take place until June 30, 2029.“

8. Resolution on the cancellation of conditional capital (Section 159 (2) No. 1 AktG) in accordance with the resolution of the Annual General Meeting on June 9, 2017 (Conditional capital 2017)

Conditional capital 2017 was used to service exchange and/or subscription rights from convertible bonds issued on the basis of the resolution of the Annual General Meeting of June 9, 2017. The authorization for the issuance of convertible bonds (Section 174 (2) AktG), intended for the purpose of the Conditional capital 2017, has expired. In addition, the convertible bonds (ISIN DE000A19W2L5) issued on the basis of the issuance authorization in 2018 were fully redeemed in March 2025.

This means that Conditional capital 2017 is no longer required to secure exchange and/or subscription rights arising from the Company's convertible bonds. The cancellation of the Conditional capital 2017 will not affect or hinder any exchange and/or subscription rights, so that the Conditional capital 2017 can be cancelled.

The Management Board proposes the following resolution on the cancellation of the Conditional capital 2017:

“The conditional capital increase of up to EUR 8,441,982.00 by issuing up to 844,198 new no-par value bearer shares of the Company resolved for the issuance of financial instruments within the meaning of the resolution of the Annual General Meeting of June 9, 2017 pursuant to Section 159 (2) No. 1 AktG is hereby cancelled.”

Premstaetten, May 6, 2026

The Management Board

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Aldo KAMPER

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Rainer IRLE