

ams-OSRAM AG  
Premstätten, FN 34109 k

**Resolution proposals of the Supervisory 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, 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 Supervisory 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 Supervisory 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

Before submitting the proposed resolution, the auditor submitted to the Supervisory Board a list of the total income received by the company, broken down by service category. In addition, the inclusion in a quality assurance system was reported in writing. The auditor has explained that there are no statutory grounds for exclusion and no circumstances that could give rise to concerns of partiality. A letter to this effect from the auditor has been submitted to the Chairwoman of the Supervisory Board.

The Supervisory Board proposes that, in accordance with the recommendation of the Audit Committee, the Annual General Meeting pass the following resolution:

*“Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Vienna. is elected as auditor of the financial statements and consolidated financial statements for the 2026 financial year.”*

Both the Audit Committee's recommendation to the Supervisory Board and the Supervisory Board's proposal are free from undue influence by third parties. Nor were there any provisions that would have limited the options with regard to the selection of a particular auditor or audit firm to conduct the audit.

#### 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 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](https://ams-osram.com/en/about-us/investor-relations/general-meeting).

The Supervisory 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

The Supervisory Board of ams-OSRAM AG currently consists of eight members elected by the Annual General Meeting (shareholder representatives) and four members delegated by the Works Council pursuant to Section 110 ArbVG (employee representatives). ams-OSRAM AG is subject to the scope of application of Section 86 (7) of the AktG and must take into account the minimum quota requirement pursuant to Section 86 (7) AktG in the composition of the Company's Supervisory Board, i.e. the Supervisory Board must include at least four women and four men. An objection pursuant to Section 86 (9) AktG was not raised by either the shareholder representatives or the employee representatives, so that the minimum share requirement pursuant to Section 86 (7) AktG has been fulfilled in its entirety. . The eight shareholder representatives on the Supervisory Board are made up of four men and four women. The employee representatives delegated by the Works Council are currently one woman and three men. The Supervisory Board therefore currently comprises a total of seven men and five women. The minimum quota requirement pursuant to Section 86 (7) AktG is therefore complied with.

Of the total of twelve members of the Supervisory Board, five are women. The proportion of women on the Supervisory Board is thus 41.67%. This also takes into account the requirements of the government bill on the federal law amending the Stock Corporation Act, the SE Act and the Labour Constitution Act to implement Directive (EU) 2022/2381 (Company Law Management Position Act – GesLeiPoG).

The term of office of Supervisory Board members Mr. Dipl.-Ing. (FH) Andreas Gerstenmayer und Mr. Arunjai Mittal will end at the end of the upcoming Annual General Meeting. The Supervisory

Board proposes that these two vacant positions be filled again so that the Supervisory Board will continue to consist of eight shareholder representatives after the upcoming Annual General Meeting.

Based on the recommendations discussed in the full Supervisory Board, the Supervisory Board proposes that Mr. Dipl.-Ing. (FH) Andreas Gerstenmayer, born in 1965, und Mr. Arunjai Mittal, born in 1971, be reelected to the Company's Supervisory Board with effect from the end of the 2026 Annual General Meeting, each for a term of office until the end of the Annual General Meeting that resolves on the discharge for the 2029 financial year.

It is planned to vote separately on each vacant position at the Annual General Meeting.

The proposed persons have submitted a declaration pursuant to Section 87 (2) AktG and in particular declared that

1. all circumstances in connection with Section 87 (2) AktG have been disclosed and, in the opinion of the nominees, there are no circumstances that could give rise to concerns about their impartiality,
2. the nominee has not been convicted of any criminal offense by a court of law, in particular of any offense that would call into question her professional reliability pursuant to Section 87(2a) sentence 3 AktG, and
3. there are no obstacles to appointment within the meaning of Section 86 (2) and (4) AktG.

The plenum of Supervisory Board discussed this proposal and, when submitting the proposal in accordance with the "Principles on the composition and diversity of the Supervisory Board" adopted in 2023 and in accordance with Section 87 (2a) AktG, ensured that the professional and personal qualifications of the members, the professionally balanced composition of the Supervisory Board, aspects of the diversity of the Supervisory Board with regard to the representation of both genders, the age structure and the internationality of the members were appropriately taken into account.

The Annual General Meeting is bound by election proposals in the following manner: Proposals for the election of Supervisory Board members, including the declarations pursuant to Section 87 (2) AktG for the proposed person, must be made available on the Company's website by June 02, 2026 at the latest, otherwise the person concerned may not be included in the vote. This also applies to election proposals from shareholders pursuant to Section 110 AktG, which must be received by the Company in text form by May 29, 2026 at the latest, whereby reference is made to the convocation

of the Annual General Meeting (item V.5) with regard to the details and requirements for the consideration of such election proposals.

The Supervisory Board proposes that the Annual General Meeting adopt the following resolutions:

1. *"Mr. Dipl.-Ing. (FH) Andreas Gerstenmayer, born in 1965, is elected to the Supervisory Board of the Company with effect from the end of the 2026 Annual General Meeting for a term of office until the end of the Annual General Meeting that resolves on the discharge for the 2029 financial year.*
2. *"Mr. Arunjai Mittal, born in 1971, is elected to the Supervisory Board of the Company with effect from the end of the Annual General Meeting 2026 for a term of office until the end of the Annual General Meeting that resolves on the discharge for the 2029 financial year."*

#### **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 Supervisory 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 Supervisory 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

Chairwoman:

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Dr. Margarete Haase