

IMPORTANT NOTICE

NOT FOR DISTRIBUTION TO ANY PERSON LOCATED OR RESIDENT IN ANY JURISDICTION IN WHICH SUCH DISTRIBUTION IS UNLAWFUL



September 30, 2026

AMS-OSRAM AG ANNOUNCES OFFER TO PURCHASE NOTES FOR CASH

ams-OSRAM AG, a stock corporation incorporated under the laws of Austria (the “**Issuer**”), has today launched an offer to purchase for cash to holders of its 10.500% Senior Notes due 2029 (Reg S ISIN: XS2724532333 / Common Code: 272453233; Rule 144A ISIN: XS2724532416 / 272453241) (the “**Notes**”) up to the Maximum Acceptance Amount (as defined below) (such invitation, the “**Offers**”) and subject to satisfaction or waiver by the Issuer of the terms and conditions described in the Offer to Purchase dated September 30, 2026 (the “**Offer to Purchase**”). Subject to applicable law, the Issuer reserves the right, in its sole and absolute discretion, to waive any and all conditions to the Offers.

The Offers are made pursuant to the requirements set forth in Sections 4.05(b)(ii), (c), (d) and (f) of the indenture dated as of November 30, 2023 among, *inter alios*, the Issuer, the Guarantors party thereto and the trustee party thereto, as supplemented and amended pursuant to a first supplemental indenture dated as of September 20, 2024, relating to the Notes (the “**Indenture**”). For more information, see “*Introduction— The Asset Sales*” in the Offer to Purchase.

Copies of the Offer to Purchase are (subject to offer restrictions) available from the Tender Agent as set out below. Capitalized terms used and not otherwise defined in this announcement have the meanings given in the Offer to Purchase.

Summary of the Offers

Description of the Notes	ISIN/Common Code	Original Nominal Amount ⁽¹⁾	Current Principal Amount ⁽¹⁾	Purchase Price ⁽²⁾	Maximum Acceptance Amount
10.500% Senior Notes due 2029	Reg S ISIN/Common Code: XS2724532333 / 272453233 144A ISIN/Common Code: XS2724532416 / 272453241	€1,025,000,000	€725,000,000	€1,000 per €1,000 in Current Principal Amount	€597.0 million (consisting of €143.0 million of Guarantors Maximum Acceptance Amount and €454.0 million of Non-Guarantors Maximum Acceptance Amount)

⁽¹⁾ On June 1, 2026, the Issuer partially redeemed €300,000,000 in aggregate Original Nominal Amount of the Notes. Following such redemption, the Current Principal Amount of the Notes is €725,000,000. Due to the Notes having been partially redeemed, a “Pool Factor” currently applies to the Notes, which is equal to the relevant aggregate Current Principal Amount outstanding divided by the aggregate Original Nominal Amount, each as set out in the table above. Noteholders must submit Tender Instructions on the basis of the Original Nominal Amount of Notes that they hold, however the Purchase Price and any Accrued Interest Payment (as defined herein) will be based on the Current Principal Amount of such Notes (i.e. taking into account the application of the Pool Factor). As of the date of this announcement, the Current Principal Amount of the Notes is equal to approximately 70.73171% of their respective Original Nominal Amount.

⁽²⁾ Noteholders whose Notes are purchased will also receive accrued and unpaid interest on Notes from (and including) the interest payment date for such series of Notes immediately preceding the Settlement Date (as defined herein) to (but excluding) the Settlement Date (“**Accrued Interest**”). For the avoidance of doubt, the Purchase Price as described herein and the Accrued Interest shall be paid by the Issuer by reference to the Current Principal Amount of each Note, and not the respective Original Nominal Amount.

THE OFFERS WILL COMMENCE ON OCTOBER 15, 2026 AND WILL EXPIRE AT 5:00 P.M. (CENTRAL EUROPEAN TIME) ON NOVEMBER 16, 2026 (THE “EXPIRATION DEADLINE”), UNLESS EXTENDED, RE-OPENED, WITHDRAWN OR TERMINATED AT THE SOLE DISCRETION OF THE ISSUER. TENDER INSTRUCTIONS (AS DEFINED BELOW), ONCE SUBMITTED, MAY NOT BE WITHDRAWN EXCEPT IN THE LIMITED CIRCUMSTANCES OUTLINED IN THE OFFER TO PURCHASE UNDER THE HEADING “AMENDMENT AND TERMINATION.”

Custodians, Direct Participants and Clearing Systems will have deadlines for receiving instructions prior to the Expiration Deadline and holders should contact the intermediary through which they hold their Notes as soon as possible to ensure proper and timely delivery of instructions.

INTRODUCTION

The Asset Sales

Non-Optical Mixed-Signal Sensor Asset Sale Proceeds

On July 1, 2026, the Issuer consummated an Asset Disposition (as defined in the Indenture) comprising the sale of its non-optical mixed-signal sensor business for automotive, industrial and medical applications (the “**Non-Optical Mixed-Signal Sensor Asset Sale**”) to Infineon Technologies AG. The Non-Optical Mixed-Signal Sensor Asset Sale included non-optical mixed-signal sensor related assets owned by ams International AG, a Guarantor (as defined in the Indenture) under the 10.500% Senior Notes due 2029 (the “**Notes**”) organized under the laws of Switzerland (the “**Swiss Guarantor**”). The Non-Optical Mixed-Signal Sensor Asset Sale generated €551.0 million of Net Available Cash (as defined in the Indenture), comprising: (i) €118.0 million of Net Available Cash attributable to the Swiss Guarantor (the “**Non-Optical Mixed-Signal Sensor Guarantor Asset Sale Proceeds**”), and (ii) €433.0 million of Net Available Cash attributable to non-Guarantor(s) (the “**Non-Optical Mixed-Signal Sensor Non-Guarantor Asset Sale Proceeds**” and, together with the Non-Optical Mixed-Signal Sensor Guarantor Asset Sale Proceeds, the “**Non-Optical Mixed-Signal Sensor Asset Sale Proceeds**”).

The Non-Optical Mixed-Signal Sensor Asset Sale Proceeds include an estimated €1.7 million of possible post-closing purchase price adjustments. For the avoidance of doubt, the estimated post-closing purchase price adjustments will be treated as Net Available Cash and included in the Non-Optical Mixed-Signal Sensor Asset Sale Proceeds for the purposes of the Offer to Purchase even if such amounts are not received in whole or in part or when expected, with the shortfall made up with cash on balance sheet.

CMOS Image Sensor Asset Sale Proceeds

On May 8, 2026, the Issuer entered into an agreement to sell its CMOS image sensor business to AY DEE KAY LIMITED, a subsidiary of indie Semiconductor Inc. (the “**CMOS Image Sensor Asset Sale**” and, together with the Non-Optical Mixed-Signal Sensor Asset Sale, the “**Asset Sales**”). The CMOS Image Sensor Asset Sale included the entire issued share capital of ams Sensors Belgium BV, a Guarantor under the Notes organized under the laws of Belgium (the “**Belgian Guarantor**”). Once consummated, the CMOS Image Sensor Asset Sale will qualify as an “Asset Disposition” under the Indenture. The CMOS Image Sensor Asset Sale is expected to generate €46.0 million of Net Available Cash, comprising: (i) €25.0 million of Net Available Cash attributable to the Belgian Guarantor (the “**CMOS Image Sensor Guarantor Asset Sale Proceeds**” and, together with the Non-Optical Mixed-Signal Sensor Guarantor Asset Sale Proceeds, the “**Guarantors Asset Sale Proceeds**”), and (ii) €21.0 million of Net Available Cash attributable to non-Guarantor(s) (the “**CMOS Image Sensor Non-Guarantor Asset Sale Proceeds**” and, together with the CMOS Image Sensor Guarantor Asset Sale Proceeds, the “**CMOS Image Sensor Asset Sale Proceeds**”).

The CMOS Image Sensor Non-Guarantor Asset Sale Proceeds, together with the Non-Optical Mixed-Signal Sensor Non-Guarantor Asset Sale Proceeds, are referred to herein as the “**Non-Guarantors Asset Sale Proceeds**.”

The CMOS Image Sensor Asset Sale Proceeds include an estimated €8.0 million of possible post-closing purchase price adjustments. For the avoidance of doubt, the estimated post-closing purchase price adjustments will be treated as Net Available Cash and included in the CMOS Image Sensor Asset Sale Proceeds for the purposes of the Offer to Purchase even if such amounts are not received in whole or in part or when expected, with the shortfall made up with cash on balance sheet.

Asset Sale Proceeds

The combined Non-Optical Mixed-Signal Sensor Asset Sale Proceeds and CMOS Image Sensor Asset Sale Proceeds from the Asset Sales amount to €597.0 million (including the estimated post-closing purchase price adjustments) (collectively, the “**Asset Sale Proceeds**”).

The Issuer expects to complete the CMOS Image Sensor Asset Sale on or before the Expiration Deadline. However, if the CMOS Image Sensor Asset Sale is not consummated on or before the Expiration Deadline (the “**CMOS Image Sensor Asset Sale Condition**”), (i) the Guarantors Asset Sale Proceeds offered to the holders of the Notes (the “**Noteholders**”) will be limited to the Non-Optical Mixed-Signal Sensor Guarantor Asset Sale Proceeds and will exclude the CMOS Image Sensor Guarantor Asset Sale Proceeds and (ii) the Non-Guarantors Asset Sale Proceeds offered to the Noteholders will be limited to the Non-Optical Mixed-Signal Sensor Non-Guarantor Asset Sale Proceeds and will exclude the CMOS Image Sensor Non-Guarantor Asset Sale Proceeds.

The Asset Disposition Offers

Pursuant to Section 4.05(b) of the Indenture, within 450 days from the receipt of any Net Available Cash from any Asset Disposition, the Issuer and its Restricted Subsidiaries (as defined in the Indenture) are required to apply an amount equal to 100% of such Net Available Cash to one or more of the uses permitted under Section 4.05(b) of the Indenture, including the repayment of certain indebtedness, and, pursuant to Section 4.05(b)(ii) of the Indenture, by making an Asset Disposition Offer. An Asset Disposition Offer requires the Issuer to make an offer to all Noteholders and, to the extent the Issuer elects, to all holders of other

Pari Passu Indebtedness (as defined under the Indenture), to purchase the maximum principal amount of Notes and such Pari Passu Indebtedness that may be purchased with the available Net Available Cash, in each case in accordance with the procedures set out in the Indenture for an Asset Disposition Offer.

The Issuer has elected and is hereby making, pursuant to Sections 4.05(b)(ii), (c), (d) and (f) of the Indenture, two Asset Disposition Offers in respect of the Notes, comprising the following:

- (i) an offer to all Noteholders to purchase an amount of Notes in an aggregate Current Principal Amount not to exceed the Guarantors Maximum Acceptance Amount (as defined below) (subject to the CMOS Image Sensor Asset Sale Condition) with the Guarantors Asset Sale Proceeds, at an offer price of 100% of the Current Principal Amount (as defined below), *plus* Accrued Interest (the “**Guarantors Asset Disposition Offer**”); and
- (ii) an offer to all Noteholders to purchase an amount of Notes in an aggregate Current Principal Amount not to exceed the Non-Guarantors Maximum Acceptance Amount (as defined below) (subject to the CMOS Image Sensor Asset Sale Condition) with the Non-Guarantors Asset Sale Proceeds, at an offer price of 100% of the Current Principal Amount, *plus* Accrued Interest (the “**Non-Guarantors Asset Disposition Offer**” and, together with the Guarantors Asset Disposition Offer, the “**Offers**” or the “**Asset Disposition Offers**”).

The Concurrent Convertible Bonds Offer

On October 27, 2020, the Issuer issued convertible bonds due 2027 (the “**Convertible Bonds**”) governed by terms and conditions, as amended on September 9, 2025 (the “**CB T&Cs**”), convertible into ordinary shares of the Issuer and guaranteed by the Guarantors. As of the date of the Offer to Purchase, an aggregate principal amount of €432,800,000 is outstanding. The Convertible Bonds constitute Pari Passu Indebtedness under the Indenture.

Concurrently with the announcement of these Asset Disposition Offers, the Issuer announced a concurrent offer to all holders of Convertible Bonds to purchase an amount of Convertible Bonds in an aggregate principal amount not to exceed the Guarantors Maximum Acceptance Amount (subject to the CMOS Image Sensor Asset Sale Condition) with the Guarantors Asset Sale Proceeds, at an offer price of 100% of the principal amount of the Convertible Bonds, *plus* accrued and unpaid interest to, but not including, the Settlement Date, in accordance with Section 4.05(c) of the Indenture and the CB T&Cs (the “**Convertible Bonds Offer**”).

The Convertible Bonds are denominated and, accordingly, can only be tendered in a minimum nominal amount of Convertible Bonds of €100,000 (the “**CB Minimum Denomination**”) and integral multiples of €100,000 in excess thereof.

Pro Rata Allocation

Section 4.05(d) of the Indenture provides that, if the aggregate principal amount of the Notes tendered by Noteholders in any Asset Disposition Offer, together with any Pari Passu Indebtedness (such as the Convertible Bonds) tendered by holders thereof, collectively exceeds the Net Available Cash from such asset disposition, such Net Available Cash shall be allocated among the Notes and Pari Passu Indebtedness to be repaid or purchased on a *pro rata* basis on the basis of the aggregate principal amount of the Notes and Pari Passu Indebtedness so tendered.

As such, in the event that Notes (and, in respect of the Guarantors Maximum Acceptance Amount, the Notes and the Convertible Bonds collectively, as applicable) are validly tendered in excess of the applicable Maximum Acceptance Amount, such tenders will be subject to pro-rata in the following sequential order:

- (1) to the extent that the aggregate principal amount of Notes and Convertible Bonds validly tendered (and not withdrawn) at the Expiration Deadline collectively exceeds the Guarantors Maximum Acceptance Amount, the Guarantors Maximum Acceptance Amount will be allocated between the Notes and the Convertible Bonds on a *pro rata* basis, based on the respective aggregate principal amounts of Notes and Convertible Bonds validly tendered (and not withdrawn) at the Expiration Deadline (with appropriate adjustment to avoid purchases of Convertible Bonds other than in a principal amount of €100,000, and subject to the treatment of the CB Minimum Denomination as set out herein); and
- (2) following the *pro rata* allocation of the Guarantors Maximum Acceptance Amount between the Notes and the Convertible Bonds using the Guarantors Asset Sale Proceeds as described above, to the extent that the aggregate principal amount of Notes validly tendered (and not withdrawn) at the Expiration Deadline *less* the aggregate principal amount of Notes to be repurchased with the Guarantors Asset Sale Proceeds exceeds the Non-Guarantors Maximum Acceptance Amount, the Non-Guarantors Maximum Acceptance Amount *plus* the aggregate principal amount of Notes to be repurchased with the Guarantors Asset Sale Proceeds will finally be allocated among tendering Noteholders on a *pro rata* basis, based on the aggregate principal amount of Notes validly tendered (and not withdrawn) at the Expiration Deadline (with appropriate adjustment to avoid purchases of Notes in an Original Nominal Amount other than an integral multiple of €1,000 and subject to the treatment of Minimum Denomination for the Notes).

See “*Terms and Conditions of the Offers—Acceptance of Tender Instructions and Pro-Ration*” in the Offer to Purchase.

The Notes were originally issued in minimum denominations of €100,000 each, and tradeable in amounts of €1,000 in excess of such minimum denomination (the “**Minimum Denomination**”). However, due to the Notes having been partially redeemed on June 1, 2026, a “Pool Factor” currently applies to the Notes, which is equal to the relevant aggregate Current Principal Amount divided by the aggregate Original Nominal Amount. Noteholders must submit Tender Instructions through the Clearing Systems by reference to the Original Nominal Amount of the Notes that they hold. The Notes may only be tendered in a minimum Original Nominal Amount of not less than the Minimum Denomination. No alternative, conditional or contingent tenders will be accepted. Noteholders who tender less than all of their Notes must continue to hold Notes in at least the minimum authorized denomination of €100,000 in principal amount (expressed by reference to the Original Nominal Amount of the Notes), in order for the remaining Notes to be eligible for trading in the applicable Clearing Systems.

As of the date of the Offer to Purchase, the Current Principal Amount of the Notes is equal to approximately 70.73171% of their respective Original Nominal Amount. For the avoidance of doubt, the Purchase Price as described herein shall be paid by the Issuer by reference to the Current Principal Amount of each Note, and not the respective Original Nominal Amount.

Conditions to the Offers

An offer of Notes for purchase may only be made by the submission of a valid Tender Instruction. Completion of the Offers is conditional upon the satisfaction (or, if applicable, waiver) of the conditions set out in this section.

Purchase Price

Subject to the applicable Minimum Denomination, the Purchase Price will be 100% of the Current Principal Amount of the Notes validly tendered and accepted for purchase by the Issuer pursuant to the Offers. Notes which have not been validly submitted and accepted for purchase pursuant to the Offers will remain outstanding.

Accrued Interest Payment

In addition to the Purchase Consideration, the Issuer will pay accrued and unpaid interest in respect of all Notes validly tendered and delivered and accepted for purchase by the Issuer pursuant to the Offers, from and including, September 30, 2026, the interest payment date for such Notes immediately preceding the Settlement Date to (but excluding) the Settlement Date.

Maximum Acceptance Amount

The Issuer proposes to accept for purchase Notes pursuant to the Offers, on the terms and conditions contained in the Offer to Purchase, subject to the following maximum acceptance amounts:

- (i) with the Guarantors Asset Sale Proceeds, in connection with the Guarantors Asset Disposition Offer, Notes in an aggregate principal amount not to exceed €143.0 million or, if the CMOS Image Sensor Asset Sale Condition is not met, €118.0 million (the “**Guarantors Maximum Acceptance Amount**”); and
- (ii) with the Non-Guarantors Asset Sale Proceeds, in connection with the Non-Guarantors Asset Disposition Offer, Notes in an aggregate principal amount not to exceed €454.0 million or, if the CMOS Image Sensor Asset Sale Condition is not met, €433.0 million (the “**Non-Guarantors Maximum Acceptance Amount**”).

The aggregate of the Guarantors Maximum Acceptance Amount and the Non-Guarantors Maximum Acceptance Amount is €597.0 million or, if the CMOS Image Sensor Asset Sale Condition is not met, €551.0 million (the “**Maximum Acceptance Amount**”), which corresponds to the Asset Sale Proceeds, or the Non-Optical Mixed-Signal Sensor Asset Sale Proceeds, respectively. See “*Introduction—The Asset Sales*” above. Tenders of Notes may be pro-rated as set out in the Offer to Purchase.

If the CMOS Image Sensor Asset Sale is not consummated on or before the Expiration Deadline: (i) the Guarantors Maximum Acceptance Amount will be reduced to an amount corresponding to the Non-Optical Mixed-Signal Sensor Guarantor Asset Sale Proceeds only, and (ii) the Non-Guarantors Maximum Acceptance Amount will be reduced to an amount corresponding to the Non-Optical Mixed-Signal Sensor Non-Guarantor Asset Sale Proceeds only, and the Maximum Acceptance Amount will be reduced accordingly.

Acceptance of Tender Instructions and Pro-Ration

Notes validly submitted for tender may be accepted subject to pro-ration (if applicable).

In the event that Notes (and, in respect of the Guarantors Maximum Acceptance Amount, the Notes and the Convertible Bonds collectively) are validly tendered in excess of the applicable Maximum Acceptance Amount, such tenders will be subject to pro-ration in the following sequential order:

- (1) to the extent that the aggregate principal amount of Notes and Convertible Bonds validly tendered (and not withdrawn) at the Expiration Deadline collectively exceeds the Guarantors Maximum Acceptance Amount, the Guarantors Maximum

Acceptance Amount will be allocated between the Notes and the Convertible Bonds on a *pro rata* basis, based on the respective aggregate principal amounts of Notes and Convertible Bonds validly tendered (and not withdrawn) at the Expiration Deadline and, for the purposes of such allocation, each such instruction related to the Convertible Bonds Offer will be scaled by a factor (the “**Guarantors Pro-Ration Factor**”) equal to (i) the Guarantors Maximum Acceptance Amount divided by (ii) the aggregate principal amount of Notes and Convertible Bonds validly tendered (and not withdrawn) at the Expiration Deadline (with appropriate adjustment to avoid purchases of Convertible Bonds other than in a principal amount of €100,000, and subject to the treatment of the CB Minimum Denomination as set out herein); and

- (2) following the *pro rata* allocation of the Guarantors Maximum Acceptance Amount between the Notes and the Convertible Bonds using the Guarantors Asset Sale Proceeds as described above, to the extent that the aggregate principal amount of Notes validly tendered (and not withdrawn) at the Expiration Deadline *less* the aggregate principal amount of Notes to be repurchased with the Guarantors Asset Sale Proceeds exceeds the Non-Guarantors Maximum Acceptance Amount, the Non-Guarantors Maximum Acceptance Amount will be allocated among tendering Noteholders on a *pro rata* basis, based on the aggregate principal amount of Notes validly tendered (and not withdrawn) at the Expiration Deadline and, for the purposes of such allocation, each such instruction will finally be scaled by a factor (the “**Non-Guarantors Pro-Ration Factor**”) equal to (i) the Non-Guarantors Maximum Acceptance Amount *plus* the aggregate principal amount of Notes to be repurchased with the Guarantors Asset Sale Proceeds divided by (ii) the aggregate principal amount of Notes validly tendered (and not withdrawn) at the Expiration Deadline (with appropriate adjustment to avoid purchases of Notes in an Original Nominal Amount other than an integral multiple of €1,000 and subject to the treatment of Minimum Denomination for the Notes).

Each tender of Notes or Convertible Bonds that is scaled in the manner described above will be rounded down to the nearest €1,000 in the Original Nominal Amount in respect of the Notes and €100,000 in the principal amount in respect of the Convertible Bonds. In addition, in the event of any such scaling, the Issuer intends to apply *pro rata* scaling to each valid tender of Notes (and Convertible Bonds pursuant to the Convertible Bonds Offer) in such a manner as will result in both (a) the relevant holder transferring Notes or Convertible Bonds to the Issuer in an aggregate Original Nominal Amount of at least €100,000 (being the minimum denomination of the Notes or Convertible Bonds) and (b) the relevant holder’s residual amount of Notes or Convertible Bonds (being the Original Nominal Amount in respect of the Notes or a principal amount in respect of the Convertible Bonds the subject of the relevant Tender Instruction that are not accepted for purchase by virtue of such scaling) amounting to either (i) at least €100,000 or (ii) €0 as applicable, and the Issuer may in its sole discretion choose to (i) accept at least €100,000, being the minimum denomination of the Notes or Convertible Bonds or (ii) reject the relevant Tender Instruction in its entirety. In no event shall the principal amount returned to any Noteholder after the application of the pro-ration be less than the Minimum Denomination.

Extension, Termination and Amendment

Subject to applicable law, the Issuer reserves the right to extend, re-open, withdraw or terminate any of the Offers and to amend or waive any of the terms and conditions of the Offers including, but not limited to, purchasing less than the Maximum Acceptance Amount or extending the Offers following the extension of the Convertible Bonds Offer, at any time after the announcement of the Offers as described under “*Amendment and Termination*” in the Offer to Purchase, including with respect to any Tender Instructions already submitted as of the time of any such extension, re-opening, withdrawal, termination, amendment or waiver. In the case of an extension of the Expiration Deadline in respect of any Offer, the Issuer will make an announcement, no later than 9:00 a.m. (Central European time), on the next Business Day after the previously scheduled Expiration Deadline, as applicable.

If the Issuer withdraws or terminates the Offers, no Notes offered for sale will be purchased and all Notes previously tendered will be returned to their holders.

Subject to applicable law, the Issuer and their respective affiliates also reserve the right at any time or from time to time during, or following completion or cancellation of, the Offers to engage in open market purchases, privately negotiated transactions, tender offers, exchange offers, redemptions or otherwise (including, without limitation, those offered pursuant to these Offers but not accepted for purchase), in each case on terms that may be more or less favorable than those contemplated by the Offers. The making of any such new offers and the issuance of any new invitation will depend on various factors, including interest rates prevailing at such time and the aggregate principal amount of Notes purchased pursuant to the Offers.

Summary of Action to be Taken

To tender Notes in the Offers, a Noteholder should deliver, or arrange to have delivered on its behalf, via the relevant Clearing System and in accordance with the requirements of such Clearing System, a valid Tender Instruction that is received, in each case, by the Tender Agent by the Expiration Deadline.

Due to the Notes having been partially redeemed, a “Pool Factor” currently applies to the Notes, which is equal to the relevant aggregate Current Principal Amount outstanding divided by the aggregate Original Nominal Amount.

A separate Tender Instruction must be completed on behalf of each beneficial owner of the Notes tendered.

Tender Instructions must be submitted in respect of the Original Nominal Amount of Notes of no less than the relevant Minimum Denomination of €100,000 and integral multiples of the authorized denominations of the relevant Notes being €1,000 thereafter, as set out in the definition of “Minimum Denomination” herein.

Noteholders are advised to check with any bank, securities broker or other Intermediary through which they hold Notes when such Intermediary would require to receive instructions from a Noteholder in order for that Noteholder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Offers before the deadlines specified in the Offer to Purchase. The deadlines set by any such Intermediary and each Clearing System for the submission of Tender Instructions may be earlier than the relevant deadlines specified in the Offer to Purchase.

Further Information

Any questions or requests for assistance in connection with (i) the Offers, may be directed to HSBC Continental Europe and (ii) the delivery of Tender Instructions or requests for additional copies of the Offer to Purchase or related documents, which may be obtained free of charge, may be directed to the Tender Agent, the contact details for each of which are provided in this announcement.

Before making a decision with respect to any of the Offers, Noteholders should carefully consider all of the information in the Offer to Purchase and, in particular, the risk factors described in the section entitled “*Risk Factors and Other Considerations*.”

INDICATIVE TIMETABLE

Please note the following important dates and times relating to the Offers. Each is indicative only and is subject to change, including as a result of any extension, re-opening, withdrawal, amendment and/or termination of the Offers (subject to applicable law and as provided in the Offer to Purchase). Accordingly, the actual timetable may differ significantly from the indicative timetable below. This summary is qualified in its entirety by, and should be read in conjunction with, the more detailed information appearing elsewhere in the Offer to Purchase. Terms used below have the meaning given to them in the Offer to Purchase.

Date	Action
September 30, 2026	<i>Announcement of the Offers</i> Offers announced by way of announcements through the Clearing Systems. Such announcements may also be made on the relevant Notifying News Service(s). Offer to Purchase available from the Tender Agent.
October 15, 2026	<i>Commencement of the Offers</i> The Offers will commence on the eleventh Business Day following the announcement of the Offers, after a cooling-off period of ten Business Days required under Swiss law in connection with the Convertible Bonds Offer (and only applicable to the Convertible Bonds Offer). The Offers will commence concurrently with the tender period of the Convertible Bonds Offer.
5:00 p.m. (Central European time) on November 16, 2026, unless extended	<i>Expiration Deadline</i> Deadline for receipt by the Tender Agent of all Tender Instructions in order for Noteholders to be able to participate in the Offers. The Offers expire unless extended, re-opened, withdrawn or terminated. The Issuer may, in its sole and absolute discretion, extend or terminate any of the Offers.
Business Day following the Expiration Deadline, which is expected to be November 17, 2026	<i>Announcement of Results of the Offers</i> Announcement of the Issuer's decision whether to accept valid tenders of Notes for purchase pursuant to the Offers, subject only to the satisfaction or waiver of the conditions set out in the Offer to Purchase, (i) the final aggregate Current Principal Amount of the Notes tendered pursuant to the Offers and the Current Principal Amount of Notes that will remain outstanding after the Settlement Date, (ii) the final aggregate principal amount of the Convertible Bonds tendered pursuant to the Convertible Bonds Offer and the aggregate principal amount of Convertible Bonds that will remain outstanding after the Settlement Date, (iii) the Guarantors Pro-Ration Factor and the Non-Guarantors Pro-Ration Factor, if applicable, distributed by way of announcements through the Clearing Systems. Such announcements may also be made on the relevant Notifying News Service(s).
Promptly following the Announcement of Results of the Offers, which is expected to be November 19, 2026	<i>Settlement</i> Subject to pro-rata as described in "Terms and Conditions of the Offers—Acceptance of Tender Instructions and Pro-Ration" and satisfaction or waiver by the Issuer of the conditions set out in the Offer to Purchase, expected Settlement Date for the Offers. Payment of the Purchase Consideration and Accrued Interest Payment in respect of the Offers.

Unless stated otherwise, announcements in connection with the Offers will be made by the delivery of notices to the Clearing Systems for communication to Direct Participants. Such announcements may also be made by the issue of a press release to a

Notifying News Service. Copies of all such announcements, press releases and notices can also be obtained from the Tender Agent, the contact details for whom are below. Significant delays may be experienced where notices are delivered to the Clearing Systems and Noteholders are urged to contact the Tender Agent for the relevant announcements relating to the Offers.

Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would require receipt of instructions from a Noteholder in order for that Noteholder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in the Offers before the deadlines specified above. The deadlines set by any such intermediary and each Clearing System for the submission of Tender Instructions may be earlier than the relevant deadlines specified above.

THE ISSUER

ams-OSRAM AG
Tobelbader Straße 30
8141 Premstätten
Austria

Requests for information in relation to the Offers should be directed to:

THE DEALER MANAGER

HSBC Continental Europe
38, avenue Kléber
75116 Paris
France
Telephone: +44 20 7992 6237
Email: LM_EMEA@hsbc.com
Attention: Liability Management, DCM

Requests for information in relation to the procedures for tendering Notes and participating in the Offers and the submission of a Tender Instruction should be directed to the Tender Agent:

THE TENDER AGENT

Kroll Issuer Services Limited
The News Building
3 London Bridge Street
London SE1 9SG
United Kingdom
Telephone: +44 20 7704 0880
Attention: Jacek Kusion
Email: ams-osram@is.kroll.com
Tender Offer Website: <https://deals.is.kroll.com/ams-osram>

None of the Issuer, the Dealer Manager, the Tender Agent or their respective affiliates has expressed any opinion as to whether the terms of any of the Offers are fair. None of the Issuer, the Dealer Managers, the Tender Agent or their respective affiliates makes any recommendation that Noteholders submit Tender Instructions and tender their Notes or refrain from doing so pursuant to any of the Offers, and no one has been authorized by any of them to make any such recommendation. Noteholders must make their own decision as to whether to submit Tender Instructions and tender Notes or refrain from doing so and, if they do wish to submit Tender Instructions, the principal amount of Notes to tender.

DISCLAIMER

This announcement is neither an offer to purchase nor the solicitation of an offer to sell any of the securities described herein, nor shall there be any offer or sale of such securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The Offers are made solely pursuant to the Offer to Purchase.

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

OFFER AND DISTRIBUTION RESTRICTIONS

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

United Kingdom

The Offer to Purchase is being distributed only to existing Noteholders and is only addressed to such existing Noteholders in the United Kingdom where they would (if they were clients of the Issuer) be *per se* professional clients or *per se* eligible counterparties of the Issuer within the meaning of the rules of the Financial Conduct Authority (“FCA”). The Offer to Purchase is not addressed to or directed at any persons who would be retail clients within the meaning of the FCA rules and any such persons should not act or rely on it. Recipients of the Offer to Purchase should note that the Issuer is acting on its own account in relation to the Offers and will not be responsible to any other person for providing the protections which would be afforded to clients of the Issuer or for providing advice in relation to any of the Offers.

In addition, the communication of the Offer to Purchase and any other documents or materials relating to any of the Offers is not being made and such documents and/or materials have not been approved by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to, and may only be acted upon by, persons outside the United Kingdom or those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Financial Promotion Order**”)), high net worth companies and other persons to whom it may lawfully be communicated falling within Article 49(2)(a) to (d) of the Financial Promotion Order, or persons who are within Article 43 of the Financial Promotion Order or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

European Economic Area (EEA)

In any European Economic Area (EEA) Member State (the “**Relevant State**”), the Offers are only addressed to and are only directed at qualified investors in that Relevant State within the meaning of the Prospectus Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the “**Prospectus Regulation**”).

Each person in a Relevant State who receives any communication in respect of any of the Offers contemplated in the Offer to Purchase will be deemed to have represented, warranted and agreed to with the Dealer Manager and the Issuer that it is a qualified investor within the meaning of Article 2(e) of the Prospectus Regulation.

General

Neither this announcement, the Offer to Purchase nor the electronic transmission thereof constitutes an offer to buy or the solicitation of an offer to sell Notes (and tenders of Notes for purchase pursuant to any of the Offers will not be accepted from Noteholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require an Offer to be made by a licensed broker or dealer and the Dealer Manager or any of their affiliates is such a licensed broker or dealer in any such jurisdiction, such Offer shall be deemed to be made by the Dealer Manager or such affiliate, as the case may be, on behalf of the Issuer in such jurisdiction.

Each Noteholder participating in the Offers will also be deemed to give certain other representations as set out in “*Procedures for Participating in the Offers*.” Any tender of Notes for purchase pursuant to the Offers from a Noteholder that is unable to make these representations will not be accepted.

Each of the Issuer, the Dealer Manager and the Tender Agent reserves the right, in its sole and absolute discretion, to investigate, in relation to any tender of Notes for purchase pursuant to the Offers whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result the Issuer determines (for any reason) that such representation is not correct, such tender or submission may be rejected.

Information Regarding Forward-Looking Statements

Certain statements included herein may constitute forward-looking statements within the meaning of the securities laws of certain applicable jurisdictions. These forward-looking statements include, but are not limited to, all statements other than statements of historical facts included herein. These forward-looking statements can be identified by the use of forward-looking terminology, including, but not limited to, terms such as “aim,” “anticipate,” “assume,” “believe,” “continue,” “could,” “estimate,” “expect,”

“forecast,” “guidance,” “intend,” “may,” “outlook,” “plan,” “predict,” “project,” “should,” “will” or “would” or, in each case, their negative, or other variations or comparable terminology.

Any forward-looking statements are only made as of the date of this announcement, and we do not intend, and do not assume any obligation, to update forward-looking statements set forth in this announcement, whether as a result of new information, future events or otherwise.