

# Corporate Governance

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# Corporate Governance

ams-OSRAM AG (“ams OSRAM”) is a stock corporation under Austrian law listed on the SIX Swiss Exchange in Switzerland and subject to the compulsory regulations of the SIX Swiss Exchange’s directive concerning information on corporate governance (“[Swiss Corporate Governance Directive](#)”). All information provided in this Corporate Governance Report is based on the balance sheet date (December 31, 2023), unless otherwise stated. This chapter also contains the Corporate Governance report information in accordance with the stipulations of Austrian law as far as applicable to ams OSRAM.

In this context, ams OSRAM points out that Austrian corporate law differs from the Swiss model in terms of the structure of its corporate bodies, their duties and their accountability. Hereinafter, the Austrian terms for the corporate bodies will be used. Corporations that are not constituted in accordance with the Swiss Code of Obligations are accordingly required to meet the regulations of the Swiss Corporate Governance Directive, which is formulated in close correspondence with the Swiss Code of Obligations. Consequently, there follows a brief description of the particular features of the Austrian organizational structure:

- The management board (Vorstand) is responsible for the management and representation of the company. It is not subject to instructions by the shareholders or the supervisory board, acting rather on its own responsibility and without instructions. Where the Swiss Corporate Governance Directive calls for information on the executive board (Geschäftsleitung), corresponding details on the Management Board are provided. 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 the management board and, in particular, supervising it in its management of the business. Furthermore, specific legal transactions also require the supervisory board’s approval. Where the Swiss Corporate Governance Directive calls for information on the board of directors (Verwaltungsrat), corresponding details on the Supervisory Board are provided. However, the function of the supervisory board does not correspond exactly with that of the Swiss board of directors.
- The annual general meeting (Hauptversammlung), functioning as the supreme means of decision-making body for a company, 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), corresponding details on the Annual General Meeting are provided. The Swiss and Austrian legal systems differ with regard to these two institutions.

# 1. Corporate structure and shareholders

## 1.1 Group structure

ams-OSRAM AG, with headquarters in Premstaetten, Austria, has been officially listed on the main segment of the SIX Swiss Exchange since May 17, 2004 (securities number 24924656, ISIN AT0000A18XM4). On the reporting date, the Company had a market capitalization of approximately CHF 2.1 bn. ams OSRAM’s business activities are organized into the Semiconductors and Lamps & Systems (“L&S”) segments. The “Semiconductors” segment includes semiconductor-based products and solutions (including LEDs) for customers in the automotive, consumer, industrial and medical technology end markets. The “Lamps & Systems” segment includes lamp and lighting systems with a focus on the automotive and industrial end markets.

The corporate governance of the ams OSRAM Group is carried out by the Management Board of ams-OSRAM AG with the involvement of an executive committee, which includes managers responsible for the business areas within the framework of the strategy defined by the Management Board. The respective managers report directly to the Management Board of ams-OSRAM AG. Further information on the segments is provided in the Notes to the Consolidated Financial Statements under item 2 (page 88 of this report).

The Company has active, unlisted direct subsidiaries. There are no listed subsidiaries (direct or indirect).

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

Company	Registered office	Equity in EUR	Percentage of shares held
ams Italy S.r.l.	Milan/IT	2,318,715	100 %
ams International AG	Rapperswil/CH	84,055,795	100 %
ams R&D UK Ltd.	Launceston/UK	592,187	100 %
ams Asia Inc.	Calamba City/PH	28,086,352	100 %
ams Semiconductors India Private Ltd.	Hyderabad/IN	53,044	100 %
ams Sensors Hong Kong Limited	Hong Kong/HK	931	100 %
AppliedSensor Sweden Holding AB	Linköping/SE	25,283,165	100 %
ams Sensors Belgium	Berchem/BE	51,590,364	100 %
ams Sensors Germany GmbH	Jena/DE	25,853,273	100 %
ams Sensors Holding Asia Pte. Ltd	Singapore/SG	179,868,759	100 %
ams Sensors Asia Pte. Ltd.	Singapore/SG	7,634,047	100 %
ams Offer GmbH	Munich/DE	1,700,307,847	100 %
AMS-OSRAM SENSORS S.R.L	Bucharest/RO	-2,343	100 %
Heptagon Holding CA Inc.	Plano/USA	-19,742,656	100 %

Additional information on all Group entities is available the financial section of this Annual Report (page 122).

## 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, FMIA) including the Ordinance of the Swiss Financial Market Supervisory Authority on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (FMIO-FINMA).

Pursuant thereto, ownership interests in companies with registered office outside of Switzerland whose equity securities have their main listing in whole or in part in Switzerland must also be notified to the issuer company and to SIX Swiss Exchange

when the holder’s voting rights reach, exceed or fall below the following thresholds: 3 %, 5 %, 10 %, 15 %, 20 %, 25 %, 33 <sup>1</sup>/<sub>3</sub> %, 50 % and 66 <sup>2</sup>/<sub>3</sub> % of voting rights (where exercisable or not).

On the reporting date, the following ownership interests had been notified to ams OSRAM:

Bank of America – USA	5.06 %
FIL Limited – Bermuda	5.01 %
UBS Fund Management (Schweiz) AG – Switzerland	4.97 %
Fidelity Funds SICAV – Luxembourg	4.96 %
BlackRock, Inc. – USA	3.56 %
Norges Bank – Norway	3.26 %
Credit Suisse – Switzerland	3.22 %
Letko Brosseau – Canada	3.05 %

Information on significant shareholders or groups of shareholders filed with ams OSRAM and the Disclosure Office of SIX Exchange Regulation (SER) in accordance with Article 120 FMIA is available on the [Disclosure Office’s publication platform](#).

## 1.3 Cross shareholding

No cross shareholdings exist at this time.



## 2. Capital structure

### 2.1 Capital

The table below provides details on the capital structure of ams-OSRAM AG according to the categories of ordinary, authorized, and conditional capital as of the reporting date of the past two financial years. All shares represent no-par value bearer shares with a nominal value of EUR 1.00 per share. Accordingly, the nominal value in EUR of the Company’s share capital corresponds to one share.

Number of shares	December 31, 2023	December 31, 2022
Ordinary capital	998,443,942	274,289,280
Authorized capital		18,986,945
Conditional capital	63,299,838	35,870,910

Further information on the share capital can be found in the “Equity” chapter of the [Notes section](#) of this Annual Report as well as on the [Company website](#). The [Articles of Association](#) of ams-OSRAM AG are available on the Company website in the [Corporate Governance](#) section and contain further information on the Company’s share and authorized capital.

### 2.2 Specifics of authorized and conditional capital

(The figures shown below reflect the situation at the time of authorization, unless stated otherwise.)

#### Authorized capital

The Annual General Meeting of June 6, 2018, approved the creation of new authorized capital in the amount of 10 % of the share capital as of that date of EUR 84,419,826.00; this is equivalent to a possible increase in share capital of up to EUR 8,441,982.00 (“Authorized Capital 2018”). The associated authorization of the Management Board with the approval of the Supervisory Board to increase the share capital against cash contributions and/or contributions in kind, subject to direct exclusion of subscription rights, and to amend section 3 of the Articles of Association accordingly, expired on June 5, 2023.

The Annual General Meeting of June 2, 2021, approved the creation of additional authorized capital in the amount of 3.84 % of the share capital as of that date of EUR 274,289,280.00; this is equivalent to a possible increase in share capital of up to EUR 10,544,963.00 (“Authorized Capital 2021”). The Management Board was authorized, with the approval of the Supervisory Board, to increase the share capital against cash contributions and/or contributions in kind, subject to direct exclusion of subscription rights, and to amend section 3 of the Articles of Association accordingly, until June 1, 2026. The Annual General Meeting of June 23, 2023, revoked the resolution on Authorized Capital 2021 and approved the removal of the Authorized Capital 2018 and Authorized Capital 2021 from the Articles of Association of the Company. Therefore, there is currently no authorized capital.

#### Conditional capital

The Annual General Meeting has authorized the Management Board on multiple occasions in previous years to issue a limited number of new shares for a specific purpose (conditional capital increase pursuant to section 159 (2) of the Austrian Stock Corporation Act (AktG)). Three conditional capital increases are currently entered in the commercial register, each associated with financial instruments pursuant to section 174 AktG:

The Annual General Meeting most recently resolved in June 2023 to conditionally increase the share capital pursuant to section 159 (2) line 1 AktG by up to EUR 27,428,928.00 by issuing 27,428,928 no-par value bearer shares to holders of financial instruments pursuant to section 174 AktG issued based on a new authorization granted in June 2023, with the condition that the holders of financial instruments exercise their conversion/subscription rights with respect to shares in the Company (“Conditional Capital 2023”).

The Annual General Meeting also resolved in June 2020 to conditionally increase the share capital pursuant to section 159 (2) line 1 AktG by up to EUR 27,428,928.00 by issuing 27,428,928 no-par value bearer shares to holders of financial instruments pursuant to section 174 AktG, with the condition that the holders of financial instruments exercise their conversion/subscription rights with respect to shares in the Company (“Conditional Capital 2020”). These potential shares are reserved for the convertible bond issued in euros in 2020.

The Annual General Meeting also resolved in June 2017 to conditionally increase the share capital pursuant to section 159 (2) line 1 AktG by up to EUR 8,441,982.00 by issuing 8,441,982 no-par value bearer shares to holders of financial instruments pursuant to section 174 AktG, with the condition that the holders of financial instruments exercise their conversion/subscription rights with respect to shares in the Company (“Conditional Capital 2017”). These potential shares are reserved for the convertible bond issued in euros in 2018; the convertible bond issued in US dollars in 2017 was redeemed in September 2022.

### 2.3 Changes in capital

In total, the ams OSRAM Group’s shareholders’ equity amounted to, EUR 3,149.61 mn as of December 31, 2021 (including non-controlling interests of EUR 8.10 mn), EUR 2,833.47 mn as of December 31, 2022 (including non-controlling interests in the amount of EUR 6.99 mn) and EUR 1,904.99 mn as of December 31, 2023 (including non-controlling interests in the amount of EUR 5.67 mn). The reduction in the Group’s equity in 2023 was largely due to the net loss after taxes, which in turn was primarily attributable to the goodwill impairment of EUR 1,312.61 mn. Further information about the changes in shareholders’ equity over the last two reporting years is provided in the section entitled “Equity” in the financial section of this Annual Report (page [81](#)).

### 2.4 Shares and participation certificates

The share capital of ams-OSRAM AG was increased by EUR 724,154,662.00 to EUR 998,443,942.00 on the basis of the resolution of the Extraordinary General Meeting of October 20, 2023, by means of an issue of subscription rights through issue of 724,154,662 no-par value shares, and now comprises 998,443,942 no-par value bearer shares with a nominal value of EUR 1.00 per share. The offered shares were listed and admitted for trading on the SIX Swiss Exchange on December 7, 2023. The holders of common shares are entitled to receive dividends based on the net retained profit recognized in the annual financial statements of the parent company prepared in accordance with the Austrian Commercial Code (UGB); the appropria-

tion of profits is to be decided by the Annual General Meeting. The holders of common shares have one vote per share in the Company’s Annual General Meeting. All shares are equal in terms of the Company’s residual assets.

## 2.5 Dividend-right certificates

There are no dividend-right certificates.

## 2.6 Limitations on transferability and nominee registrations

The Company has only bearer shares outstanding. There are no restrictions on transferability or rules on nominee registration.

## 2.7 Convertible bonds and option plans

### Convertible bonds

In February 2018, the Management Board passed a resolution to issue another convertible bond (EUR 2018, see also item 2.2). Consequently, the Company issued a zero-coupon convertible bond (0 % interest rate) with an aggregate nominal amount of EUR 600 mn and a 7-year maturity until March 2025 and a conversion premium of 45 %, resulting in a conversion price of EUR 136.04 per share. The contingent capital 2017 is reserved for subscription rights to shares from this convertible bond. Based on a convertible bond buyback program in 2019, the outstanding amount of the convertible bond decreased to EUR 524.4 mn. As a result of a further buy-back program in 2021, the outstanding amount of the EUR 2025 convertible bond decreased further to EUR 447.4 mn.

In October 2020, the Management Board passed a resolution to issue another convertible bond (EUR 2020, see also item 2.2). Consequently, the Company issued

a convertible bond with an aggregate nominal amount of EUR 760 mn and a 7-year maturity until October 2027, an interest rate of 2.125 % p.a. and a conversion premium of 47.5 %, resulting in a conversion price of EUR 27.72 per share. The Conditional Capital 2020 is intended for subscription rights to shares from this convertible bond.

Due to the capital increase carried out in April 2020 and in December 2023, the conversion prices of the EUR 2018 and EUR 2020 convertible bonds were adjusted based on the defined dilution protection, which consequently decreased the conversion price of the respective convertible bonds and increased the number of underlying shares to cover a potential conversion. The relevant conversion prices as of the reporting date are published on the company website [CB-2027-Adjustment](#) [CB-2025-Adjustment](#).

An overview regarding the “Conditional capital” is provided in section 2.2.

The outstanding convertible bonds can be converted into shares of ams-OSRAM AG at any time and without further conditions by exercising the holder’s option. More detailed information on the convertible bonds is available on the [Company website](#).

### Share-based compensation plans/employee stock option programs

#### Long Term Incentive Plan 2014

The Long Term Incentive Plan (LTIP 2014) was adopted in October 2014 and entitles the participants (members of the Management Board, senior executives and selected employees) to one share in ams-OSRAM AG for every exercisable option they hold for an exercise price of EUR 0.68 (adjusted after the capital increase in April 2020). As of December 31, 2023, 723,297 options under the LTIP 2014 were still outstanding. All options are already exercisable and no further options will be granted. All granted options must be exercised within ten years after the granting date.

#### Special Stock Option Plan 2017

The Special Stock Option Plan (SSOP 2017) was adopted in June 2017 and entitles the participants (members of the Executive Board, senior executives and selected employees) to one share in ams-OSRAM AG for every exercisable option they hold for an exercise price of EUR 18.63 (adjusted after the capital increase in April 2020). As of December 31, 2023, 2,366,441 options under the SSOP 2017 were still

outstanding. All options are already exercisable and no further options will be granted. All granted options must be exercised by June 30, 2027.

#### Special Long Term Incentive Plan 2018

The Special Long Term Incentive Plan (SLTIP 2018) was adopted in October 2018 and entitles the participants (members of the Management Board, senior executives and selected employees) to one share in ams-OSRAM AG for every exercisable option they hold for an exercise price of EUR 29.34 (adjusted after the capital increase in April 2020). As of December 31, 2023, 411,246 options under the SLTIP 2018 were still outstanding. All options are already exercisable and no further options will be granted. All granted options must be exercised by October 11, 2028.

#### Special Stock Option Plan 2019

The Special Stock Option Plan (SSOP 2019) was adopted in February 2019 and entitles the participants (members of the Management Board, senior executives and selected employees) to one share in ams-OSRAM AG for every exercisable option they hold for an exercise price of EUR 13.94 (adjusted after the capital increase in April 2020). As of December 31, 2023, 671,170 options under the SSOP 2019 were still outstanding. All options are already exercisable and no further options will be granted. All granted options must be exercised by February 5, 2029.

#### Long Term Incentive Plan 2019

In June 2019, the Supervisory Board and the Management Board adopted a new Long Term Incentive Plan (LTIP 2019) that replaced the LTIP 2014. The LTIP 2019 became effective in September 2019. Under this plan, options on shares amounting to a total of up to 7.5 % of the Company’s share capital at the time can be granted over a period of five years (2019-2023), with a maximum of up to 1.5 % of the share capital being granted per year. The LTIP 2019 includes three different categories of options: performance share units (PSUs), restricted share units (RSUs) and special performance share units (SPSUs). The PSUs are dependent on the performance of the price of ams-OSRAM AG shares relative to a peer group and the achievement of certain earnings per share targets; they vest no earlier than three years after they are granted. RSUs and SPSUs vest within four years of the grant date, with one quarter of the total tranche of RSUs or SPSUs granted vesting each year. One PSU or RSU entitles the participant (members of the Management Board, senior executives, and selected employees) to acquire one no-par value share of the Company at an exercise price of EUR 1.00. An SPSU entitles the participant to purchase one no-par



value share at a price calculated on the basis of the share price during the 60 days preceding the grant date. All options granted can be exercised within a period of ten years after granting. As part of the capital increase in April 2020, anti-dilution measures were also taken for the LTIP 2019. As a result, the exercise price for the SPSUs issued in 2019 under the LTIP 2019 was reduced to EUR 22.69 and for the RSUs and PSUs to EUR 0.68 per share, and 557,878 additional options were granted. In January 2023, the Management Board and Supervisory Board resolved a partial adjustment of the plan conditions. This provides for plan participants in active, non-terminated employment as of January 1, 2023 that 50 % of the PSUs granted in each of the years 2020, 2021 and 2022 under the LTIP 2019 are only dependent on the achievement of the EPS target; this change does not apply to members of the Management Board. A total of 14,164,419 stock options (including dilution measures) have been granted under the LTIP 2019 to date, corresponding to 5.2 % of the existing share capital as of the reporting date. Of these, 219,221 options had been exercised and 5,493,979 options had expired as of the reporting date.

**Long Term Incentive Plan 2023**

On May 25, 2023, the Supervisory Board and the Management Board adopted a new Long Term Incentive Plan (LTIP 2023) that replaced the LTIP 2019.

The LTIP 2023 comprises a maximum of 27,428,928 share awards, which is equivalent to approximately 10 % of the Company’s share capital as of the date the LTIP 2023 was launched. The awards issued under the LTIP 2023 will be granted within five years of approval of the plan, and were issued for the first time in July 2023.

Every share award granted entitles the participant to one no-par value share in amsOSRAM AG without payment of a consideration subject to the terms of the LTIP 2023. The awards are broken down into the following two categories: PSUs and RSUs (performance share units and restricted share units). The PSUs depend on achievement of the following performance criteria: (a) the cumulative adjusted EBIT determined for the performance period, (b) the relative total shareholder return (relative TSR) of the Company compared with a defined peer group over a performance period, and (c) fulfillment of targets with respect to environment, social and governance matters (ESG) as set by the Company.

If the performance criteria for the PSUs are exceeded (achievement of between 100 % and 150 %), the participant may receive up to 50 % more shares per PSU

when they redeem the PSUs. 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 issue, for which the vesting period ends on March 31, 2026. The Management Board members are also subject to a one-year waiting period after the end of the vesting period. In the case of RSUs issued, one third of those issued are redeemable on each of the first, second and third anniversaries of the issue date, with the exception of the first issue, for which the vesting period is shorter, and each third of the RSUs will be redeemable on March 31, 2024, 2025 and 2026. PSUs and RSUs require uninterrupted employment for the duration of the vesting period in order to be redeemed.

A total of 4,212,654 share awards were granted in fiscal year 2023 under the LTIP 2023.

**Dilution protection measures**

The Company implemented two anti-dilution measures following the capital increase of December 7, 2023. Regarding the programs and options granted under the LTIP 2014, SSOP 2017, SLTIP 2018, SSOP 2019 and LTIP 2019, the participants have the opportunity to redeem these options for a one-time cash payment. This was communicated to the employees on December 21, 2023. The fair value of all exercisable and non-exercisable options was determined by an independent expert using the Black-Scholes model with the reference date of November 17, 2023, for the valuation parameters – the price and volatility of the ams-OSRAM AG share, the time to maturity and the risk-free interest rate. The valuation date was the last trading day before the parameters for trading in subscription rights in the context of the capital increase were announced. The maximum protection amount of EUR 17 mn determined in the valuation was reclassified from equity to current liabilities until the expected payout. This resulted in total expenses of EUR 19 mn.

The participants were given the opportunity under the LTIP 2023 to cancel the share awards granted in 2023 and receive a higher number of share awards to protect against the dilution effects of the capital increase. The conversion factor of 1.99 was determined by an independent external expert based on the subscription price and subscription rate of the capital increase. This means that every participant who accepts the conversion offer received almost double the number of share awards

issued in 2023. The additional fair value from the dilution protection measures recognized as an expense in the period is negligible. The issue date, the exercise date, the performance criteria and all other terms of the share awards remain unaffected.

Additional information on stock option plans is available in the financial section of this Annual Report (page [53](#)).

# 3. Supervisory Board

As of the reporting date, the Company’s Supervisory Board (SB) consisted of twelve members, eight of whom were elected by the Annual General Meeting (shareholder representatives) and four of whom were delegated by the Works Council (employee representatives). No members of the Supervisory Board were either employed by or members of the Company’s or a subsidiary’s Management Board over the last four years and are therefore non-executive. In addition, no members of the Supervisory Board have a material business relationship with the Company.

## 3.1/3.2/3.3/3.4 Members of the Supervisory Board, other activities, vested interests, cross-involvement, election and terms of office

Insofar as nothing to the contrary is mentioned below, no material activities, vested interests or cross-involvements exist between the Company and the members of the Supervisory Board (SB). Under the Corporate Governance Directive and the relevant guideline by SIX Swiss Exchange regulations, activities and vested interests are only indicated in listed Swiss and foreign organizations and those that operate in the same industry sector as the Company, or a related sector.

The information below shows committee memberships as of the reporting date, as well as 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 article 14 of the Swiss Code of Best Practice for Corporate Governance. Moreover, new members are appointed in accordance with the criteria of the “Board Composition and Diversity Policy” determined by the Supervisory Board concerning the independence of Supervisory Board members, which has been in effect since December 2022.

These principles for assessing the independence of the Supervisory Board members include the following independence criteria in particular:

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

- No member of the Supervisory Board is allowed to maintain or have maintained in the past year any business relationship with the Company or one of its subsidiaries, to an extent of significance for such member. This also 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 respective member is not considered independent.
- No member is allowed to have served as an auditor of the Company or have held an interest in the auditing company or have worked there as an employee in the last three years.
- 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 member of the supervisory board.
- A member cannot be reelected after serving for 12 years.
- No member is allowed to be a close relative of a member of the Management Board or the management team.

The complete Board Composition and Diversity Policy is available in English on the [Company website](#).

The current composition of the Supervisory Board, including corresponding curricula vitae, is available on the [Company website](#).

**Dr. Margarete Haase**, female, born in 1953, Austrian citizen, independent member. Chairperson, member of the Supervisory Board since 2021, current term of office until 2024. Margarete Haase began her career in 1979 in the key account business of Raiffeisenbank, followed by a management 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, including as member of the Management Board of Daimler Financial Services. From 2009 until her retirement in 2018, she was a member of the Management Board and CFO of Deutz AG, a listed engine manufacturer in Germany. Until 2018, she was a member of the Supervisory Board and Chairperson of the Audit Committee at ZF Friedrichshafen and until 2015 at ElringKlinger. 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. She graduated from the Vienna University of Economics and Business and holds a doctorate from Harvard Business School. Other supervisory board mandates at publicly listed companies:

- Fraport AG (Germany)
- ING Bank NV (the Netherlands)

**Andreas Mattes**, male, born in 1961, German and US citizen, independent member. Deputy Chairman, Supervisory Board member since 2023, current term of office until 2027. Andreas Mattes spent the first 20 years of his career in the Siemens Group, most recently 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 Mattes was President and CEO of Diebold Inc. where he was responsible for the acquisition of Wincor Nixdorf AG, and subsequently of Diebold Nixdorf Inc. He then successfully served as President and CEO of Coherent, Inc. where he executed the sale of the company to II-VI Incorporated, and is currently a Senior Advisor at McKinsey. His areas of expertise include global cross-cultural corporate governance, mergers, acquisitions and divestitures, pre- and post-merger management and corporate restructuring. In addition, Andres Mattes has more than 20 years of experience on supervisory boards of listed companies on three continents. He holds a degree in business administration from the University of Munich. Other supervisory board mandates at publicly listed companies:

- Cohu (USA)

**DI (FH) Andreas Gerstenmayer**, male, born in 1965, German citizen, independent member. Deputy Chairperson of the Supervisory Board since 2022, current term of office until 2026. Andreas Gerstenmayer started his career at Siemens AG in 1990 at its Lighting Systems business unit in Germany and held various management positions within the Siemens Group in years that followed. 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 joining business consulting firm FOCUSON, he was appointed CEO of AT&S Austria Technologie & Systemtechnik AG (AT&S) in 2010. Under his leadership AT&S achieved substantial revenue growth recording around EUR 1.6 bn revenues in the fiscal year 2021/2022,



together with an expansion of the group’s global manufacturing footprint. During his thirteen years as CEO he has also held the interim CFO function for several periods with a cumulative term of over three years. His current term as CEO of AT&S runs until 2026. He is currently the Chairperson of the Styrian Research Council and Board Member of the Federation of Industry for Austria as well as Styria. Andreas Gerst-enmayer holds a degree in Production Engineering from Rosenheim University of Applied Sciences (Germany).

Other supervisory board mandates at publicly listed companies: None

Current management board memberships: CEO of AT&S Austria Technologie & Sys-temtechnik AG (Austria)

**Kin Wah Loh**, male, born in 1954, Malaysian citizen, independent member. Member of the Supervisory Board since 2016, last re-election 2022, current term of office until 2025.

Kin Wah Loh has over 40 years of management experience in world leading semi-conductor enterprises. He was formerly Executive Vice President, Global Sales and Marketing of NXP Semiconductors, President and Chief Executive Officer of Qimon-da AG, and Executive Vice President, Communication Group of Infineon Technolo-gies AG. He is currently Independent Director of AEM Holdings Ltd. and Non-Execu-tive Chairperson Director of Kinergy Corporation Ltd. Kin Wah Loh holds an honors degree in chemical engineering from the University of Malaya, Kuala Lumpur, and a postgraduate certified diploma in accounting and finance from ACCA (UK).

Other supervisory board mandates at publicly listed companies:

- AEM Holdings Ltd. (Singapore)
- Kinergy Corporation Ltd. (Singapore)

**Yen Yen Tan, MBA**, female, born in 1965, Singapore citizen, independent member. Member of the Supervisory Board since 2018, last re-election 2023, current term of office until 2023.

Yen Yen Tan’s non-executive board roles in 2023 include Director of OCBC Bank, Director of Jardine Cycle & Carriage Ltd, Director of Barry Callebaut AG, Director of InCorp Global and Chairperson of Singapore Science Centre. Yen Yen Tan has held several different senior level positions in the technology and telecom sector, such as President, Asia Pacific for Vodafone Global Enterprise, Senior Vice President of Applications for Oracle Asia Pacific, Vice President and Managing Director for Hew-lett-Packard Singapore (HP) and Regional Vice President and Managing Director of Asia Pacific (South) for SAS Institute. She has a degree in computer science from

National University of Singapore and an Executive MBA from Helsinki School of Eco-nomics Executive Education.

Other supervisory board mandates at publicly listed companies:

- OCBC Bank (Singapore)
- Barry Callebaut AG (Switzerland)
- Jardine Cycle & Carriage Limited (Singapore)

**Univ. Prof. Dr. Monika Henzinger**, female, born in 1966, Austrian citizen, independent member. Member of the Supervisory Board since 2018, last re-election 2022, current term of office until 2025.

Monika Henzinger received her PhD from Princeton University and was a Director of Research for Google. From 2005 until 2009, she was a professor at the School of Computer & Communication Sciences of EPFL (École Polytechnique fédérale de Lau-sanne), heading the Laboratory of Theory and Applications of Algorithms, from 2009 until 2023 Ms. Henzinger was a professor for Computer Science and Algorithms at the University of Vienna. In 2013 she was awarded a Dr. h. c. degree from the Techni-cal University of Dortmund, Germany. She has published over 150 scientific articles, is the co-inventor of over 80 patents, is a fellow of the ACM as well as the EATCS and is a member of the Austrian Academy of Science. Currently, Monika Henzinger is a professor and vice president at the Institute of Science and Technology (ISTA), Austria, heading the research group on algorithms.

Other supervisory board mandates at publicly listed companies: None

**Mag. Brigitte Ederer**, female, born in 1956, Austrian citizen, independent member. Member of the Supervisory Board since 2021, current term of office until 2024.

After studying at the Vienna University of Economics and Business Administration, she began her political career in 1983 as a member of the Austrian Parliament. From 1992 to 2005, she was, among other positions, Minister of State for European Integration in Austria and Secretary General of the Social Democratic Party Austria, as well as City Councilor for Finance, Economics and Public Enterprises of the City of Vienna. In the period 2005 to 2013, she moved to the private sector and took on management positions at Siemens Austria (including CEO from 2005 to 2010). She then served as a member of the Management Board of the group’s parent company Siemens AG until 2013. From 2014 to 2018, she was Chairperson of the Supervisory Board at Austrian Federal Railways.

Other supervisory board mandates at publicly listed companies:

- Marinomed Biotech AG (Austria)
- Schoeller Bleckmann Oilfield Equipment AG (Austria)

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

Mr. Mittal holds a Bachelor’s degree in Electrical Engineering from the Walchand Institute of Technology, India, and has participated in management programs at INSEAD, Harvard Business School and IMD in Lausanne. He has more than 30 years of experience in the electronics industry, starting in engineering, sales and market-ing. He has been working in the semiconductor industry since 1994. With positions in Singapore, Austria and Germany, he gained a broad range of 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 mergers & ac-quisitions. He left Infineon in September 2016.

Other supervisory board mandates at publicly listed companies:

- TESA SE (Germany)

**DI Dr. Nadine Raidl**, female (Employee Representative, delegated by the Works Council), born in 1990, Austrian citizen. Member of the Supervisory Board since 2023, term of office until 2028. Nadine Raidl received her doctorate in material science from the Montanuniversität Leoben, and joined ams OSRAM in 2017. She worked in Error Analysis and Product Quality Engineering until 2023, when she moved to her current role as CMOS Process Integration Engineer. Nadine Raidl has been a mem-ber of the Works Council since June 2023.

Other supervisory board mandates at publicly listed companies: None

**Ing. DI (FH) Wolfgang Koren**, male (Employee Representative, delegated by the Works Council), born in 1966, Austrian citizen. Member of the Supervisory Board since 2023, term of office until 2028. Wolfgang Koren began his career in 1981 with an apprenticeship in communications technology at Siemens AG Austria. He then moved to the Austrian Academy of Science, where he worked in the Space research institute while also studying part-time for a degree in automation technology. Koren joined ams OSRAM in 2004 as a product engineer and has been an engineer in the Operations department since 2011. He has also been a lecturer at a university of



applied sciences since 2007, where he was granted the title of honorary professor in 2017. He has been an employee representative in the Works Council since March 2011.  
Other supervisory board mandates at publicly listed companies: None

**DI Michael Krainz**, male (Employee Representative, delegated by the Works Council), male, born in 1965, Austrian citizen. Member of the Supervisory Board since 2023, term of office until 2028. After studying telematics at Graz University of Technology, Michael Krainz began his career as a partner in a software solutions company. He moved to AVL in 1998 as a software developer in the medical technology division. Following the spin-off of the division to Roche Diagnostic, he was employed there as software developer and project manager for 13 years. Krainz joined ams OSRAM in 2014, and has worked as project manager in optical sensor development ever since.  
Other supervisory board mandates at publicly listed companies: None

**Patrick Reinisch**, male (Employee Representative, delegated by the Works Council), male, born in 1991, Austrian citizen. Member of the Supervisory Board since June 2021, current term of office until 2028. Patrick Reinisch has worked as a test operator in the backend in Premstaetten since joining the Company in 2012. Since June 2018, Patrick Reinisch has been a member of the Works Council.  
Other supervisory board mandates at publicly listed companies: None

Former members

**Dr. Wolfgang Leitner**, male, born in 1953, Austrian citizen, independent member, Deputy Chairperson. Member of the Supervisory Board from June 2022 until September 7, 2023. Wolfgang Leitner started his career as a researcher for an Austrian subsidiary of Hoechst AG before working as a management consultant with McKinsey & Company in Munich and New York from 1981 to 1985. In 1985, he was a founding member of a pharmaceutical company, where he led the successful IPO of a group of subsidiaries. Wolfgang Leitner joined the management board of Andritz AG (Andritz) in 1987 as CFO. He became CEO and president of Andritz in 1994 and held the position until spring 2022. In 1999, Wolfgang Leitner acquired Andritz together with financial investors and took the company public in 2001. Under his leadership, revenues

grew significantly from EUR 200 mn to EUR 6,500 mn in 2021, both organically and through more than 70 acquisitions. Today, Andritz employs around 27,000 people worldwide. Since April 2022 Wolfgang Leitner has been Deputy Chairperson of the Supervisory Board of Andritz while remaining a major shareholder in the company via an Austrian private foundation. He holds a chemistry degree and a doctorate from the University of Graz, Austria. In 2022, he was awarded an honorary doctorate from the Technical University of Lappeenranta/Finland.  
Other supervisory board mandates at publicly listed companies:  
- Andritz AG (Austria) (Deputy Chairperson of the SB)

**Brian Matthew Krzanich**, male, born in 1960, U.S. citizen, independent member. Member of the Supervisory Board from June 2019 until June 2023. Brian Krzanich joined Intel in 1982 as an engineer and held different management positions in numerous departments, such as SVP and GM of Manufacturing and Supply Chain and EVP & COO (Chief Operating Officer) responsible for global manufacturing, supply chain, human resources and information technology. In 2013 Brian Krzanich was appointed CEO of Intel. He led Intel’s corporate strategy and operations, including development of Intel’s business model and identifying emerging technologies. While serving in this role, Mr. Krzanich was credited for diversifying Intel’s product offerings and workforce. From 2018 to 2022, Brian Krzanich was President and CEO of CDK Global, a leading supplier of integrated software along with digital marketing and advertising solutions to the retail automotive industry worldwide. He has served the Boards of Deere & Company and the Semiconductor Industry Association. Brian Krzanich holds a bachelor’s degree in chemistry from San Jose State University.  
Other supervisory board mandates at publicly listed companies:  
- Electric Last Mile Solutions, Inc. (USA)

**Andreas Pein**, male (Employee Representative, delegated by the Works Council), born in 1964, Austrian citizen. Member of the Supervisory Board from February 2016 until June 2023. Pein became a member of the employees’ Works Council in 1998 and was Chairperson of the employees’ Works Council from February 2016 to August 2016. Andreas Pein joined the Company in 1986 as a data preparation technician in the mask lithography department. In 2002, he moved to the IT department where he worked as an automation engineer. He was employed full-time as the deputy Chairperson of the Works Council from 2018.

Other supervisory board mandates at publicly listed companies: None

**Sabine Radesey**, female (Employee Representative, delegated by the Works Council), born in 1974, Austrian citizen. Member of the Supervisory Board from October 2020 until June 2023. Sabine Radesey joined the Company in 1994 and started her career in the foundry business. She acquired a profound knowledge of the “Foundry” business area over a period of more than 25 years and now supports the Foundry Support Office Team as Tape Out Engineer. Sabine Radesey has been a member of the Works Council since 2018.  
Other supervisory board mandates at publicly listed companies: None

**Ing. Mag. Günter Kneffel**, male (Employee Representative, delegated by the Works Council), born in 1968, Austrian citizen. Member of the Supervisory Board from 1999 to 2017. He was re-appointed in October 2020 until June 2023. Günter Kneffel was Chairperson of the Works Council of ams-OSRAM AG, Premstaetten, until June 2023. After completing his studies in RF Engineering and Electronics, Kneffel gained more than 15 years of professional experience as a process engineer for photolithography and obtained a law degree in 2010.  
Other supervisory board mandates at 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 decides on their discharge for the fourth business year after the election. The business year in which they were elected is not included in the calculation. In accordance with the Austrian Stock Corporation Act, each candidate must be voted on individually 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 organization

**3.5.1 Allocation of tasks in the Supervisory Board (SB)**  
Both the Management Board and the SB have rules of procedure. The SB has a Chairperson and a Deputy Chairperson. The SB can appoint one or more committees

from its midst for the purpose of preparing its negotiations and resolutions or monitoring the implementation of its resolutions. The SB of ams-OSRAM AG has formed the following committees: Remuneration Committee, Audit Committee, Nomination Committee, Technology Committee, Long Term Incentive Plan Committee, and (since December 2022) a committee for environmental, social and governance matters (ESG Committee). As part of the development of a comprehensive refinancing concept, a new Financing Committee was established in summer 2023. The rules of procedure of the SB were amended accordingly.

**3.5.2 Members lists, tasks and areas of responsibility for all committees of the Supervisory Board**

The information below shows committee memberships as of the reporting date.

**- Audit Committee**

The Audit Committee is in charge of examining the annual financial statements, the management report and the proposal on the appropriation of profits. It monitors the process to select the Company’s auditor and issues its recommendation to the SB and the Annual General Meeting. It is instrumental in preparing the annual audit, supervises the process and prepares the reports to be submitted to the Annual General Meeting. The Audit Committee specifies the key areas to be examined in audit activities jointly with the auditor. In addition, the Audit Committee monitors the accounting process and makes recommendations for its improvement. It monitors the internal controls, risk management system and internal audit. Together with the Management Board, it sets the annual priorities of the work of the internal audit. The members of this committee are Andreas Gerstenmayer (Chairperson/financial expert), Yen Yen Tan, Brigitte Ederer, Wolfgang Koren (since June 2023) and Michael Krainz (since June 2023).

**- Nomination Committee**

The Nomination Committee is responsible for preparing proposals to the SB to appoint executive members to the Management Board and strategies for succession planning. In addition, the shareholder representatives of the committee prepare proposals to the Annual General Meeting to elect new members to the SB. In certain

instances, the committee works with international recruitment consultants to find and evaluate qualified candidates. The members of this committee are Margarete Haase (Chairperson), Andreas Mattes, Arunjai Mittal (since October 2023), Monika Henzinger, Wolfgang Koren (since June 2023) and Patrick Reinisch.

**- 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 the management and supports the SB in passing its resolutions on the appointment and dismissal of members of the Management Board and is in charge of the respective documentation. The Remuneration Committee prepares the report on the Management Board and SB remuneration on behalf of the SB as well as other relevant parts in the context of the annual report. It sets the annual target of the short-term incentives and reviews the achievements and pay-outs, based on the audited financial report. The Remuneration Committee actively follows the development of the management compensation systems in comparable companies and liaises with compensation advisors, shareholders and their representatives to harmonize the remuneration system of the Company with international standards and expectations. The members of this committee are Margarete Haase (Chairperson) and Andreas Mattes (since September 2023).

**- 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 goals and the associated economic results. It advises on important technology strategies, including R&D developments, as well as the protection of the Company’s intellectual property and evaluates future trends in technology. The members of this committee are Kin Wah Loh (Chairperson), Andreas Mattes, Monika Henzinger, Nadine Raidl (since June 2023) and Wolfgang Koren (since June 2023), all members are technology experts.

**- Long-Term Incentive Plan Committee**

The Long-Term Incentive Plan Committee (the “LTIP Committee”) is responsible for 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. Furthermore, it (i) periodically commissions an external expert to review the general market conditions and advise on changes to the LTIP, (ii) decides on behalf of the SB regarding the approval and granting of long-term remuneration instruments to employees of the ams OSRAM Group and (iii) decides on and approves the annual granting of remuneration instruments to members of the Management Board. 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 members of this committee are Margarete Haase (Chairperson), Andreas Mattes (since September 2023) and Michael Krainz (since June 2023).

**- ESG Committee**

Ensuring the sustainable development of the Company is of key importance in all management decisions at ams OSRAM. In order to achieve this strategic group goal, the SB established a committee for environmental, social and governance matters (“ESG Committee”) at the end of 2022. The ESG Committee consists of at least three members, and must include the Chairperson of the Audit Committee and an expert from the area of sustainability. The ESG Committee, among other things, monitors the development and implementation of the Company’s ESG strategy, including related governance structures and integration into the corporate strategy. Furthermore, the ESG Committee supervises the development of ESG-related key performance indicators (KPIs), including periodic measurement of the corresponding target achievement. In addition, the ESG Committee monitors compliance with statutory and other regulatory requirements in the area of ESG, including relevant auditing and reporting obligations; in this area, the ESG Committee cooperates closely with the Audit Committee in particular. The members of this committee are Brigitte Ederer (Chairperson), Yen Yen Tan, Andreas Gerstenmayer, Nadine Raidl and Patrick Reinisch.

**- Financing Committee**

The Supervisory Board established a Financing Committee in 2023, to comprise at least three members of the Supervisory Board, always including the Chairpersons of the Supervisory Board and the Audit Committee. The Chairperson of the Supervisory Board also chairs the Financing Committee, which is to meet at least twice a year.



The Financial Committee is tasked with advising and monitoring the Management Board regarding all significant financing matters of the Company and the Group, in particular bonds, share-based financial instruments, capitalization matters and liquidity management at the Group, as well as granting of credit and assumption of liability outside of normal business operations. In this context, the Financing Committee is also responsible for preparing the relevant proposals for resolution by the Supervisory Board.

The members of this committee are Margarete Haase (Chairperson), Andreas Gerstenmayer, Andreas Mattes, Arunjai Mittal, Wolfgang Koren and Michael Krainz.

Committee	Chairperson	Other members
Audit Committee	Andreas Gerstenmayer	Yen Yen Tan, Brigitte Ederer, Wolfgang Koren, Michael Krainz
Nomination Committee	Margarete Haase	Andreas Mattes, Arunjai Mittal, Monika Henzinger, Wolfgang Koren, Patrick Reinisch
Remuneration Committee	Margarete Haase	Andreas Mattes
Technology Committee	Loh Kin-Wah	Andreas Mattes, Monika Henzinger, Nadine Raidl, Wolfgang Koren
LTIP Committee	Margarete Haase	Andreas Mattes, Michael Krainz
ESG Committee	Brigitte Ederer	Yen Yen Tan, Andreas Gerstenmayer, Nadine Raidl, Patrick Reinisch
Financing Committee	Margarete Haase	Andreas Gerstenmayer, Andreas Mattes, Arunjai Mittal, Wolfgang Koren, Michael Krainz

3.5.3 Working procedures of the Supervisory Board and its committees

The meetings of the SB 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 case of equality of votes, 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. In principle, the Management Board attends the meetings of the SB and the Audit, Technology, LTIP and ESG Committees in an advisory capacity. Seven to ten days in advance of a SB meeting, the members of the SB receive the meeting agenda, which has been coordinated with the Chairperson, and extensive information on each agenda item. The members of the SB 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 provides details on business development, human resources, financial performance,

capital expenditures and on the progress of longer-term technical and commercial projects. Extensive time is allocated to discussions with the Management Board and within the SB, without the Management Board. In accordance with the Management Board’s Rules of Procedure, resolutions on investments, acquisitions and other proposals by the Management Board 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 equality of votes, the Committee Chairperson’s vote is decisive.

In general, the SB holds five scheduled meetings a year. In 2023, the SB convened a total of ten meetings, because the Supervisory Board was reconstituted and a new Chairperson elected following the Annual General Meeting. Furthermore, as in previous years, the Supervisory Board conducted one additional strategy session. The ordinary SB meetings convened each lasted an average of five hours; the additional strategy meeting lasted eight hours. In addition to discussions on the current business situation and pursuing its statutory responsibilities, other important topics of the SB included the nomination of a candidate for the Chair of the Supervisory Board, the progress of the integration of ams OSRAM (in particular the portfolio streamlining through divestment of the former Digital business unit), the construction of the new production facility in Kulim/Malaysia, the implementation of the joint Group-wide production strategy and the consistent realization of the targeted cost savings. The SB also discussed the efficiency of its work procedures and structures, resolved several adjustments to the Rules of Procedure of the SB, and established a new Financing Committee in connection with the comprehensive refinancing of 2023 and to provide support for further such measures in future.

The Remuneration Committee convened a total of five times with sessions lasting an average of around one hour, to evaluate and determine the targets and parameters of the annual variable management compensation for the fiscal year 2023, among other topics. In addition, the Remuneration Committee discussed the future conditions for Management Board contracts and laid out the new remuneration policy for the Management Board, which was approved by the Annual General Meeting on June 23, 2023 and reflected in the current Management Board contracts.

The Audit Committee held six regular meetings in 2023 with an average duration of two hours. Five of these meetings were held in person, and one as a virtual meeting via video conference. The Audit Committee dealt with matters including the preparation and audit process for the annual financial statements, primarily in close cooperation with, and in the presence of the auditor, with which the Chairperson of the Audit Committee was in just as regular contact as with the Company’s CFO and the members of the financial departments (in particular accounting and controlling). This involved dealing with the quality and independence of the audit and the audit approach. The results of the internal audits, the structure and work procedures of the internal control, internal audit and risk management systems, and monitoring of the financial reporting process were other important matters in the Audit Committee meetings. The Audit Committee also received regular reports on material compliance procedures, the compliance system and significant legal disputes.

The Nomination Committee convened two times, each meeting lasting around one hour. The Nomination Committee evaluated potential future candidates for the SB, in particular for Chairperson, as well as the long-term succession planning of the Management Board and SB.

The Technology Committee convened four times, with meetings lasting an average of two and a half hours. The committee’s work mainly focused on technology development in the field of microLED and optical components, the Group’s innovation and product development process, and the development of technology experts and knowledge holders within the Company.

The LTIP Committee convened six times, for about one hour each time, to assess the fulfillment of the established performance criteria of the long-term compensation plans, to decide on the granting of stock options to the members of the Management Board, and to approve the granting of stock options to additional beneficiaries by the Management Board in accordance with the terms of the share-based compensation programs. The committee also worked hard on the new long-term incentive plan from 2023 (LTIP 2023) and discussed adjustments to the share-based compensation systems, due, among other reasons, to the capital increase.

The ESG Committee met a further three times in 2023 following its inaugural meeting. These meetings concerned in particular the sustainability strategy, the integration of ESG targets into Management Board remuneration, the results of

sustainability ratings, sustainability reporting for fiscal year 2022, the refinement of sustainability reporting and the material sustainability issues for ams OSRAM. The Supervisory Board received regular reports on the ESG Committee’s work.

The new Financing Committee met three times, with an average meeting duration of 1.5 hours. The focus of the Financing Committee’s activity in fiscal year 2023 was naturally on discussions and advice concerning the Company’s comprehensive re-financing concept and preparing the basis for decisions requiring Supervisory Board votes.

The Chairperson and the respective Deputy Chairperson of the SB in office held scheduled monthly video conferences with all members of the Management Board and frequent one-on-one meetings with individual members of the Management Board to discuss current business development and strategic issues, in particular the status of the refinancing preparations.

The Chairperson of the Audit Committee was in regular contact with the CFO, members of the financial department and the auditors of the Company.

The Chairperson and members of the Technology Committee held various expert sessions with the CEO, the Chief Technology Officer and other members of the Management Board.

Attendance of SB members at SB and committee meetings in 2023 in %

SB member	Attendance SB meetings	Attendance committee meetings
Margarete Haase (Chairperson)	100 %	100 %
Andreas Mattes (Deputy Chairperson since June 2023)	100 %	100 %
Brigitte Ederer	100 %	100 %
Andreas Gerstenmayer	100 %	92 %
Monika Henzinger	100 %	100 %
Brian Krzanich	80 %	100 %
Wolfgang Leitner (until September 7, 2023)	100 %	100 %
Loh Kin-Wah	100 %	100 %
Arunjai Mittal (since October 20, 2023)	100 %	100 %
Yen Yen Tan	90 %	100 %
Sabine Radesey (until June 2023)	100 %	100 %
Günter Kneffel (until June 2023)	100 %	100 %
Andreas Pein (until June 2023)	100 %	100 %
Patrick Reinisch	90 %	67 %
Wolfgang Koren (since June 2023)	100 %	100 %
Michael Krainz (since June 2023)	100 %	100 %
Nadine Raidl (since June 2023)	60 %	50 %

3.6 Definition of area of responsibility

The Management Board of ams OSRAM acts on its own responsibility 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 catalog of transactions and measures that require the approval of the SB. In addition to other responsibilities including succession planning and the appointment and compensation of the members of the Management Board, the SB monitors the management of the Company by the Management Board. This includes discussing regular updates on the Company’s financial and business development within the SB as well as within

the Management Board and approving the Company’s budget for the following year. The Management Board clears the Company’s strategic orientation with the SB and discusses the status of strategy implementation with the SB at regular intervals. Both the Management Board and the SB have rules of procedure. The SB’s decisions on investments, acquisitions and other significant transactions or measures in accordance with the Rules of Procedure of the Management Board are another focus of the cooperation between the SB and the Management Board.

3.7 Information and control instruments pertaining to the Management Board

The Group implements a Risk Management System (ERM), a Management Information System (MIS) and an internal audit function. ams OSRAM practices systematic risk management (enterprise risk management, ERM) to identify, assess, and control risks. Risks that could threaten the going concern of the ams OSRAM Group or the achievement of its strategic, operational, financial, and compliance-related objectives should be identified at an early stage to initiate risk-limiting measures. The central risk management function is part of the Corporate Audit department and coordinates the risk management process and risk reporting. The head of the Corporate Audit department reports directly to the Management Board and also has a direct reporting line to the Audit Committee of the SB, which monitors the effectiveness of the risk management system.

Within the framework of the Risk Management System, recognizable risks in numerous areas of the Company are compiled and assessed at least twice a year. The principal results are subsequently evaluated by the Management Board and brought to the attention of the Audit Committee by the head of internal audit. In addition, the effectiveness of the internal control system is reviewed annually. The Management Board of the ams OSRAM Group determines whether risks, either individually or in their entirety, represent an existential threat and establish that there is no substantial threat to the going concern.

If necessary, the internal controls are revised to eliminate any weaknesses identified. Through continuous and Group-wide audits, ams OSRAM’s internal audit department



ensures compliance with Group-wide guidelines and the reliability and functionality of the control system. The audit plan of the internal audit department is approved by the Audit Committee. Regular reporting to the Management Board and the Audit Committee takes place at least every six months and is supplemented by ad hoc reporting as required, in order to ensure that the Management Board and the SB are kept fully and promptly informed about significant risks.

The Company’s MIS compiles a multitude of performance indicators from various areas of the Company as well as comprehensive financial information and makes them available to management promptly as processed files 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 provided in section 8 of the Group Management Report. In addition, details of the Group’s risk management are provided in chapter 3.2. of the Company’s Sustainability Report (available on the [Company website](#)).

In addition, the Company pursues an integrated compliance management system. The system is based on the elements prevent, detect and respond. It comprises regulations, measures and processes to prevent legal infringements in the areas of anti-corruption, competition and antitrust law, money laundering prevention, data protection and export controls. The compliance management system is organized by experts at various locations around the world. The Head of Compliance reports directly to the CFO (Chief Financial Officer), who is responsible for compliance within 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 functionality and capability of the compliance management system. The Audit Committee is responsible for this function within the SB; the Head of Compliance reports to the Audit Committee on a quarterly basis on current issues and potential risks, as well as on an ad hoc basis.

### 3.8 Board Composition and Diversity Policy for the SB

The “Board Composition and Diversity Policy for the SB” contains the basic principles of the SB of the Company with regard to its competence profile, its approach to diversity, as well as the envisaged personal 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 in terms of diversity criteria. Accordingly, it was stipulated that at least 30 % of the shareholder representatives seats on the SB should be held by women and at least 30 % 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 competence profile of the members, which is based on the three pillars “Common Body of Knowledge,” “Skillset” and “Diversity Criteria”. In addition, it is noted that at least 30 % of the members should have international experience in line with the global structure of the Group. The complete policy on the composition of the SB is available in English [here](#).

# 4. Management Board

## 4.1/4.2 Members of the Management Board, other activities and vested interests

Insofar as nothing to the contrary is mentioned below, no material activities or vested interests exist regarding the members of the Management Board.

The current composition of the Management Board, including corresponding curricula vitae, is available at any time on the [Company website](#).

The Management Board of the Group was composed of the following members in fiscal year 2023:

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

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 took on the role of CEO of the Opto Semiconductors business unit. During his time in office he pioneered the development of microLED technology, dynamic forward lighting and roadmaps for high performance LEDs for new applications such as horticultural lighting.

In 2018 he became 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 (the Netherlands) and Trier (Germany), and holds an MBA from Stanford University.

The CEO is responsible for the overall Company strategy, business development and performance of the ams OSRAM Group and its business segments and now heads the following business areas and functions: Global Sales & Marketing (GSM), commercial, technical and organizational aspects (including Product R&D and Product Marketing) of the business units; Human Resource Management (HR); Corporate Communications (CC); Corporate R&D & Quality, and from 2024 also Corporate Development (CD) including Mergers & Acquisitions.

Other supervisory board mandates or management board positions at listed companies in the reporting year: None

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

Rainer Irle has many years of experience in the semiconductor sector and was CFO at Siltronic AG from 2013 before joining ams OSRAM. He previously held management positions in finance at Siltronic and Wacker Chemie AG. He was instrumental in establishing Siltronic, one of the world’s largest manufacturers of hyperpure silicon wafers for the semiconductor industry, as a listed company on the German MDax. Irle began his career at A.T. Kearney and Deutsche Bank. He holds a Master of Science in Engineering from the Chalmers University of Technology, Gothenburg, Sweden, and a degree in Industrial Engineering from the University of Siegen.

The CFO now heads the following business areas and functions: Controlling & Centers of Excellence (COEs), including Information technology and Corporate Finance & Treasury & Controlling; Accounting & Global Business Services, including Tax; Purchasing; General Counsel/Legal & Intellectual Property; Compliance & Corporate Audit; Corporate Sustainability and Investor Relations.

Further information on the Company’s sustainability activities is described in a dedicated sustainability report, which is available here.

Additional information on the internal organization and activities in the area of cybersecurity and IT risks is part of the Group Management Report (page [72](#)).

Other supervisory board mandates or management board positions at listed companies in the reporting year: None

**Mark Hamersma**, born in 1968, Dutch citizen. Member of the Management Board and CBO (Chief Business Officer) from January 2018 until the end of 2023.

Mark Hamersma joined ams in early 2016 as General Manager for the Division Environmental and Audio Sensors and head of Strategy and M&A. Mark Hamersma has more than 25 years of experience in the high-tech industry in strategy and business development, M&A and general management roles. After joining ams he helped

formulate ams’ sensor solutions strategy and closed more than 15 M&A and partnership deals. Before joining ams, Mark Hamersma was a Senior Vice President at NXP Semiconductors where over a period of 11 years he was responsible for Corporate Strategy, M&A, Strategic Marketing and Corporate Communications, and was General Manager of Emerging Businesses. Prior to that, he was a partner at McKinsey & Company focused on clients in the high-tech, telecoms and private equity sectors. Mark Hamersma holds a Master of Science in Physics from Leiden University and an MBA from INSEAD, Fontainebleau.

The CBO heads the following business areas and functions: Corporate Development incl. Organizational Development (CD); Mergers & Acquisitions and Partnerships (M&A); and Post-Merger Integration (PMI).

Other supervisory board mandates or management board positions at listed companies in the reporting year: None

**Dr. Thomas Stockmeier**, born in 1958, German citizen. Member of the Management Board and CTO (Chief Technology Officer) from October 2014 until the end of September 2023.

Thomas Stockmeier joined ams in April 2013 as Executive Vice President and General Manager of the Industrial & Medical business. He was later appointed Executive Vice President and General Manager of the Division Sensors and Sensor Interfaces as well as Corporate Technology. Dr. Thomas Stockmeier has more than 30 years of broad experience in the electronics industry, gained with ABB in Switzerland and the U.S. where he spent 13 years holding various positions in R&D and management. Before joining ams, he worked at SEMIKRON for 13 years as member of the Management Board and Chief Technology Officer (CTO) responsible for R&D, Operations, and Quality. Since December 2019, he has also been Chairperson of the Supervisory Board of OSRAM Licht AG. Dr. Thomas Stockmeier received an undergraduate degree in Material Science and a doctorate in Electrical Engineering from the University of Erlangen-Nuremberg.

The CTO heads the following business areas and functions: Corporate Quality Management (Q); Corporate Research & Development (CRD); Innovation Office; Division Research & Development; Coordination of Software Development; Compliance including export control and corporate data protection.



Other supervisory board mandates or management board positions at listed companies in the reporting year: None

**Alexander Everke**, born in 1963, German citizen. Member of the Management Board from October 2015 until the end of March 2023; CEO (Chief Executive Officer) from March 2016 until the end of March 2023. In January 2023, it was announced that Alexander Everke would hand over the position of CEO to his successor Aldo Kamper. Everke remained available to OSRAM in an advisory capacity and to actively support the transition of his duties until the end of 2023.

Alexander Everke started his career in the semiconductor industry in 1991 with Siemens as Marketing Manager and Director. In 1996 he joined the Siemens spinoff Infineon as Vice President Sales responsible for the Memory Products Division. In 2001 he became Senior Vice President Sales responsible for the Global Sales Organization of Infineon. His final position with Infineon was Senior Vice President and General Manager for the Chip Card & Security ICs Business Unit before joining NXP Semiconductor UK as General Manager in 2006. In 2007 Alexander Everke became a Member of the NXP Management Team and served as Executive Vice President and General Manager for the Business Units Multimarket Semiconductors, High Performance Mixed Signal and Infrastructure & Industrial reporting in all roles directly to the CEO of NXP. Alexander Everke holds degrees in Electrical Engineering and International Business.

Other supervisory board mandates or management board positions at listed companies in the reporting year: ASML (the Netherlands)

**Ingo Bank**, born in 1968, German citizen. Member of the Management Board and CFO (Chief Financial Officer) from May 2020 until the end of April 2023. Ingo Bank stepped down as CFO and member of the Management Board of the Company at the end of his contract at the end of April 2023.

Bank joined the former ams AG from OSRAM Licht AG where he held the position of CFO as a Management Board member. He started his career at Philips, where he spent 18 years in various senior leadership positions, including Chief Financial Officer and Executive Vice President of Philips Healthcare and Chief Financial Officer of divisions within Philips Lighting. In 2013 he joined PAREXEL International Corporation, a provider of biopharmaceutical services, where he held the position of CFO. In

2016 he joined OSRAM Licht AG as the CFO. Since February 2021, he has also been CEO of OSRAM Licht AG. Ingo Bank has lived in Europe, Asia and the United States during his more than 25-year career. Ingo Bank holds a degree in Economics from Witten-Herdecke University, Germany, as well as a degree as Registered Controller from the University of Amsterdam/Maastricht, the Netherlands.

Other supervisory board mandates or management board positions at listed companies in the reporting year: None

### 4.3 Number of permissible activities

There are no rules in the Articles of Association regarding the number of permissible activities of the members of the Management Board.

### 4.4 Management contracts

There are currently no management contracts.

# 5. Compensation, shareholdings and loans

## 5.1 Content and method of determining compensation and share ownership programs

The responsibility and process for determining the remuneration of the Management Board and Supervisory Board are regulated separately in Austrian stock corporation law:

The Annual General Meeting is responsible for determining the compensation of the Company’s Supervisory Board. The remuneration policy for the Supervisory Board was most recently adopted in the Annual General Meeting of the Company on June 2, 2021. This remuneration regulation applies until the Annual General Meeting adopts a different resolution. The Annual General Meeting on June 14, 2024, is not planned to pass a resolution in this respect.

The Supervisory Board is responsible for the remuneration of the members of the Management Board – within the bounds of the remuneration policy for the Management Board. The Remuneration Committee, as part of the Supervisory Board, determines the fixed compensation and the criteria for the variable remuneration of the individual Management Board members for the terms of the respective contracts. The targets for the variable remuneration on an annual basis are also determined by the Remuneration Committee at the beginning of each year. It also carries out the target measurement after the end of the fiscal year and determines the amounts to be paid out as variable compensation to the Management Board. The targets and parameters for the share-based compensation programs for the members of the Management Board are set by the Supervisory Board on the basis of proposals by the LTIP Committee. This Committee also resolves the annual grants of share-based compensation instruments to the individual members of the Management Board. The Supervisory Board is regularly informed about the work of the Remuneration Committee and the LTIP Committee.

The remuneration of the Management Board and Supervisory Board was documented in a remuneration policy adopted by the Annual General Meeting, on June 23, 2023, for the Management Board and on June 2, 2021, for the Supervisory Board. Detailed information on the principles and amount of remuneration of the Management Board and Supervisory Board can be found in the Remuneration Re-

port starting on page [44](#) and in the remuneration policy, which is available on the [Company website](#).

## 5.2./5.3 Remuneration Report in line with Article 14 to 16 of the Swiss Ordinance against Excessive Compensation in Listed Stock Corporations (OaEC)

For detailed information on the basis and amount of the Management Board’s remuneration, please refer to the Remuneration Report starting on page [44](#). Regarding clauses on changes of control please refer to section 7.2.

### Management Board shareholdings and options as of Dec. 31, 2023

Name	Function	Number of shares held	Number of options held
Aldo Kamper	CEO	0	325,470
Rainer Irle	CFO	112,500	90,409
Mark Hamersma	CBO	161,250	1,172,610
Total		273,750	1,588,489

### Management Board shareholdings and options as of Dec. 31, 2022

Name	Function	Number of shares held	Number of options held
Alexander Everke	CEO	40,000	3,202,130
Ingo Bank	CFO	0	1,490,950
Thomas Stockmeier	CTO	10,825	1,124,464
Mark Hamersma	CBO	43,000	955,560
Total		93,825	6,773,104

For conditions, criteria, objectives and valuations of the share awards and call options for shares of ams-OSRAM AG based on the respective share-based compensation programs, please refer to the Remuneration Report on page [47ff.](#) or Note 4 “Expenses” of the Notes to the Consolidated Financial Statements (pages [89-93](#) of this report). Persons related to the Management Board members held neither shares nor options to purchase shares of ams-OSRAM AG as of December 31, 2023 (4,750 shares and 0 options as of December 31, 2022).

Detailed information on the structure and amount of Supervisory Board compensation is available as part of the Remuneration Report starting on page [44](#).

### Supervisory Board shareholdings and options as of Dec. 31, 2023

Name	Function	Number of shares held as of Dec. 31	Number of options held as of Dec. 31
Margarete Haase	Chairperson, shareholder representative	0	0
Andreas Mattes	Deputy Chairperson, shareholder representative (from June 2023)		
Yen Yen Tan	Shareholder representative	0	0
Monika Henzinger	Shareholder representative	0	0
Loh Kin-Wah	Shareholder representative	0	0
Brigitte Ederer	Shareholder representative	0	0
Andreas Gerstenmayer	Shareholder representative	0	0
Arunjai Mittal	Shareholder representative (from October 2023)	0	0
Patrick Reinisch	Employee representative	0	0
Wolfgang Koren	Employee representative	0	761
Nadine Raidl	Employee representative	0	52
Michael Krainz	Employee representative	0	1,409
		0	2,222



## 6. Shareholders’ right of participation

### 6.1 Voting rights and representation restrictions

All shareholders of ams-OSRAM AG hold common bearer shares. Every share entitles its bearer to one vote at the Annual General Meeting. There are no voting right restrictions. Voting by proxy is only possible with a written power of attorney which remains with the Company.

### 6.2 Statutory quorums

The resolutions passed by the Annual General Meeting require the majority of the votes cast (simple majority) unless the Austrian Stock Corporation Act or the Articles of Association foresee a larger majority or additional requirements. The Articles of Association of ams-OSRAM AG do not call for greater majority requirements than those required by the Austrian Stock Corporation Act.

### 6.3 Convocation of the Annual General Meeting

Pursuant to the Austrian Stock Corporation Act, the Annual General Meeting is convened by the Management Board. 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 scheduled date. The convocation is no longer published in the “Wiener Zeitung” newspaper, but rather on the EVI electronic announcement and information platform, Austria’s new digital official journal. Further information on the Annual General Meeting is available on the [Company website](#).

### 6.4 Agenda

In compliance with the Austrian Stock Corporation Act, the agenda proposed for the Annual General Meeting shall be published in connection with the convocation of said meeting. No later than the 21st day before the Annual General Meeting, a minority of at least 5 % of the share capital may demand that the agenda of a pre-

viously convened Annual General Meeting be supplemented. Those proposing must have been in possession of the shares for at least three months prior to making their proposal. The agenda as well as further information on the Annual General Meeting are available on the [Company website](#).

### 6.5 Entries in the share register

The Company has only bearer shares outstanding and therefore does not keep a share register.

As of December 31, 2023, persons related to members of the Supervisory Board held neither shares nor options to acquire shares of ams-OSRAM AG (2,041,650 shares and 0 options as of December 31, 2022).

Supervisory Board shareholdings and options as of Dec. 31, 2022

Name	Function	Number of shares held as of Dec. 31	Number of options held as of Dec. 31
Margarete Haase	Chairperson, shareholder representative	0	0
Wolfgang Leitner	Deputy Chairperson, shareholder representative (from June 2022)	0	0
Yen Yen Tan	Shareholder representative	0	0
Monika Henzinger	Shareholder representative	0	0
Loh Kin-Wah	Shareholder representative	0	0
Brian Krzanich	Shareholder representative	0	0
Brigitte Ederer	Shareholder representative	0	0
Andreas Gerstenmayer	Shareholder representative (from June 2022)	0	0
Patrick Reinisch	Employee representative	0	0
Sabine Radesey	Employee representative	0	74
Günter Kneffel	Employee representative	0	0
Andreas Pein	Employee representative	0	340
		0	414

As of December 31, 2022, persons related to members of the Supervisory Board held 2,041,650 shares and no financial instruments to acquire shares of ams-OSRAM AG (3,500 shares and 0 options as of December 31, 2021). This mainly relates to shares held indirectly by Supervisory Board member Wolfgang Leitner via an asset management entity.

## 7. Changes of control and defense measures

### 7.1 Duty to make a public offer

Since ams OSRAM is an Austrian corporation mainly listed in Switzerland, the regulations of the Swiss Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (Financial Market Infrastructure Act, FMIA) regarding public takeover offers apply at the reporting date. Under Article 135 (1) FMIA, anyone acquiring equity securities with 33 1/3 % or more of all voting rights must mandatorily make a public tender offer. The [Articles of Association of ams OSRAM](#) contain neither an opting-up clause (i.e., they do not raise this percentage threshold) nor an opting-out clause (i.e., they do not waive the requirement of a tender offer). Nor do the regulations of Austrian takeover law relating to offer obligations apply to ams-OSRAM AG.

### 7.2 Clauses on changes of control

Generally, there are no specific entitlements of the Management Board members related to possible changes of control or comparable structural changes of the Company. However, share-based instruments may be subject to accelerated vesting in case of a change of control given that the conditions for key metrics under the long-term incentive plans typically change significantly, and measurement of target values may become impossible in such a scenario.

## 8. Auditor

### 8.1 Duration of the mandate and term of office of the lead auditor

The existing auditing mandate was assumed by KPMG Austria GmbH, Wirtschafts- prüfungs- und Steuerberatungsgesellschaft, Vienna, in 2005. Its election as auditor for the year under review was confirmed at the Annual General Meeting on June 23, 2023.

The audit partner responsible for this mandate, Johannes Bauer, took office for the fiscal year 2020 and was already responsible for auditing the former ams Group in the past.

### 8.2 Auditing fees

The auditing firm charged auditing fees amounting to EUR 0.9 mn during the reporting year for the audit of the consolidated financial statements and the individual financial statements of the parent company. For further audits of individual financial statements for consolidated subsidiaries, audit fees of approximately EUR 1.9 mn were incurred across the entire Group.

### 8.3 Additional fees

The auditing firm charged fees of EUR 0.1 mn during the reporting year for additional advisory services, and of EUR 2.4 mn for special audit services and insurance services in connection with the refinancing of the ams OSRAM Group.

### 8.4 Supervisory and control instruments pertaining to the auditor

The auditor reports to the Supervisory Board's Audit Committee both orally and in writing on a regular basis, typically several times over the course of the year. In the period under review, the auditor reported in five Audit Committee meetings, which were held in February, March, April, October, and December 2023.

The auditor is monitored and evaluated by the Supervisory Board's Audit Committee at regular intervals. The Supervisory Board's proposal to the Annual General Meeting for the election of an auditor was determined on the basis of a tender process in 2022 that took into account a broad range of criteria. The auditor's remuneration is regularly evaluated against prevailing market fees. The lead auditor for the Company rotates every five years.



## 9. Information policy

ams OSRAM is committed to an open and transparent information policy towards the stakeholders. 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 investor calendar is available here. The Company’s ad-hoc notifications pursuant to Article 53 KR of the SIX Swiss Exchange concerning share-price-relevant events are available on the Company website here (pull system), can be subscribed via the contact form (push system) and are published promptly through the appropriate media in accordance with applicable regulations of the SIX Swiss Exchange. ams OSRAM issues quarterly reports regarding the development of its business. The publications on the quarterly results as well as the Annual Report are made available in digital form here.

In addition, ams OSRAM focuses on extensive investor relations activities, including in particular 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 here <https://ams-osram.com/about-us/investor-relations/general-meeting>. For the Company’s contact details, refer to the publishing information at the end of this Annual Report (page [132](#)). The Investor Relations department of ams OSRAM can also be contacted at [investor@ams-osram.com](mailto:investor@ams-osram.com).

### Investor calendar (preliminary at time of publication)

Feb. 9, 2024	Publication of full year and fourth quarter 2023 results
Feb. 9, 2024	Annual Press Conference full year 2023 results
Apr. 26, 2024	Publication of Annual Report 2023
Apr. 26, 2024	Publication of first quarter 2024 results
June 14, 2024	Annual General Meeting 2024
July 26, 2024	Publication of second quarter and first half 2024 results
July 26, 2024	Publication of first half 2024 results
Nov. 7, 2024	Publication of third quarter 2024 results

## 10. Quiet periods/blackout periods

ams OSRAM has implemented comprehensive guidelines for employees in connection with trading in ams OSRAM shares, other securities of the Company, or derivatives related thereto. In addition, ams OSRAM has established a clear set of rules specifying trading blackout periods or trading windows for the members of the executive bodies and certain groups of employees. The members of the governing bodies as well as affected employees are informed of this in writing at least quarterly and are also required to sign a corresponding one-time declaration.

Employees of the ams OSRAM Group who, by virtue of their work or function, have access to financial results or other material information that is not yet public must not, in principle, enter into transactions in ams OSRAM securities during the period from seven trading days before the end of a quarter or fiscal year until two calendar days after the publication of quarterly, half-yearly, or fiscal year results. The trading blocking periods for the aforementioned group of employees were as follows in fiscal year 2023:  
January 1, 2023, until February 9, 2023 (inclusive); March 23, 2023, until May 4, 2023 (inclusive); June 22, 2023, until August 1, 2023 (inclusive); September 21, 2023, until November 2, 2023 (inclusive); December 20, 2023, until December 31, 2023 (inclusive).

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

There are no exceptions to the trading blackout periods.