

# Invitation

to the Extraordinary General Meeting  
(Virtual General Meeting)  
of OSRAM Licht AG, on November 3, 2020

**OSRAM**

OSRAM Licht AG  
Munich, Germany

Securities identification number (WKN) LED400  
ISIN DE000LED4000

The *Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie* (**C19-AuswBekG**—Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic), which came into force on March 28, 2020, allows companies to hold their general meetings for 2020 without the physical presence of shareholders or their proxies (**Virtual General Meeting**). In view of the behavioral rules, in particular the applicable meeting and assembly bans, imposed by the federal state of Bavaria, the desire to avoid health risks for the shareholders, Company employees, external service provider, and the members of the governing bodies of OSRAM Licht AG, and the fact that there is still no end in sight to the COVID-19 pandemic, the Managing Board has decided, with the consent of the Supervisory Board, to make use of the option to hold a Virtual General Meeting.

**Notice of an Extraordinary General Meeting  
(Virtual General Meeting)  
on November 3, 2020**

Dear shareholders,

We hereby give notice of the

**Extraordinary General Meeting of OSRAM Licht AG**

at 10 a.m. (CET) on Tuesday, November 3, 2020,

at the company headquarters of OSRAM Licht AG, Marcel-Breuer-Str. 6, 80807 Munich, Germany, without the physical presence of the shareholders or their proxies.

Please note that neither shareholders nor their proxies (with the exception of the Company-nominated proxies) will be allowed to physically participate in the Virtual General Meeting. Shareholders who nevertheless turn up at the venue will not be admitted. The entire meeting will be broadcast in audio and video for the shareholders or their proxies in accordance with section 1 (2) sentence 1 no. 1 C19-AuswBekG in conjunction with Article 16 of the Company's Articles of Association via the Company's shareholder portal at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting)

(see also the more detailed information beneath the agenda and proposed resolutions).

## Agenda

1. Resolution on approval of a control and profit transfer agreement between OSRAM Licht AG and ams Offer GmbH

OSRAM Licht AG and ams Offer GmbH, a wholly owned subsidiary of ams AG, Premstätten (Austria), entered into a control and profit transfer agreement on September 22, 2020. In order to take effect, the control and profit transfer agreement needs to be approved by the General Meeting of OSRAM Licht AG and the shareholders' meeting of ams Offer GmbH. The shareholders of ams Offer GmbH will approve the control and profit transfer agreement at their shareholders' meeting, which is scheduled for November 2, 2020.

The Managing Board and Supervisory Board propose that the General Meeting approve the control and profit transfer agreement of September 22, 2020 between OSRAM Licht AG as the controlled company and ams Offer GmbH as the controlling company.

The text of the control and profit transfer agreement is as follows:

### Domination and Profit and Loss Transfer Agreement

between

OSRAM Licht AG,

Marcel-Breuer-Str. 6, 80807 Munich,  
registered in the commercial register (*Handelsregister*)  
at the Local Court (*Amtsgericht*) Munich (HRB 199675)

("OSRAM")

and

ams Offer GmbH,

Marcel-Breuer-Str. 6, 80807 Munich,  
registered in the commercial register (*Handelsregister*)  
at the Local Court (*Amtsgericht*) Munich (HRB 252979)

("ams Offer")

## 1 Management Control

- 1.1 OSRAM submits the management control (*Leitung*) of its company to ams Offer. ams Offer is accordingly entitled to issue instructions (*Weisungen*) to the management board of OSRAM with regard to the management control of the company.
- 1.2 The management board of OSRAM is required to comply with the instructions of ams Offer. ams Offer is not entitled to issue the instruction to the management board of OSRAM to amend, maintain or terminate this Agreement.
- 1.3 Any instructions require text form (*Textform*) or, if the instructions are issued orally, they shall be confirmed in text form without undue delay.

## 2 Transfer of Profit

- 2.1 OSRAM undertakes to transfer its entire annual profit (*Gewinnabführung*) to ams Offer. Subject to establishing or dissolving reserves in accordance with Clause 2.2 of this Agreement below, the maximum amount permissible under section 301 German Stock Corporations Act (*Aktiengesetz – "AktG"*), as amended from time to time, shall be transferred.
- 2.2 OSRAM may, with the written consent of ams Offer, allocate parts of its annual profit to other profit reserves if and to the extent permissible under commercial law and as economically justified by reasonable commercial judgement. Upon written request of ams Offer, OSRAM shall dissolve other profit reserves established during the course of this Agreement and use the proceeds to compensate for any annual loss or transfer the proceeds as profit. Other reserves or profits carried forward from the period prior to the effectiveness of this Agreement may neither be transferred as profit nor be used to compensate for any annual loss.

- 2.3 The obligation to transfer the annual profit applies for the first time to the entire fiscal year of OSRAM in which this Agreement becomes effective according to Clause 6.2 of this Agreement. The obligation according to sentence 1 becomes due upon the end of the fiscal year of OSRAM and shall bear interest from this point on at an interest rate of 5% p.a.

## 3 Assumption of Losses

- 3.1 ams Offer is obliged towards OSRAM to assume any losses (*Verlustübernahme*) according to the provisions of section 302 AktG in its entirety as amended from time to time.
- 3.2 The obligation to assume any losses applies for the first time to the entire fiscal year of OSRAM in which this Agreement becomes effective according to Clause 6.2 of this Agreement. Clause 2.3 sentence 2 applies accordingly to the obligation to assume any losses.

## 4 Recurring Compensation Payment

- 4.1 ams Offer undertakes to pay to the outside shareholders of OSRAM a recurring annual cash compensation ("**Recurring Compensation Payment**") (*Ausgleichszahlung*) from and including the fiscal year of OSRAM in relation to which the claim of ams Offer for the transfer of the annual profit under Clause 2 takes effect, and for the further duration of this Agreement.
- 4.2 The Recurring Compensation Payment amounts for each full fiscal year of OSRAM for each no-par value registered ordinary voting shares (*Aktien ohne Nennbetrag*) in OSRAM, representing a mathematical portion of EUR 1.00 in the share capital (each "**OSRAM Share**" and all "**OSRAM Shares**") to a gross sum (*Bruttobetrag*) of EUR 2.57 minus the amount of any corporate income tax and the solidarity surcharge in accordance with the respective tax rate applicable for these taxes for the relevant fiscal year, whereby this deduction is to be calculated only on the basis of the pro rata gross sum of EUR 2.08 per OSRAM Share resulting from profits which are subject to German corporate

income tax. Based on the situation at the time of conclusion of this Agreement, the pro rata gross sum of EUR 2.08 for each OSRAM share, which relates to profits made by OSRAM being subject to the German corporate income tax, is subject to a deduction of 15% corporate income tax plus 5.5% solidarity surcharge, that is EUR 0.33. Together with the remaining pro rata gross sum of EUR 0.49 for each OSRAM Share, relating to profits not being subject to the German corporate income tax, the Recurring Compensation Payment amounts to EUR 2.24 for each OSRAM Share for each full fiscal year, based on the situation at the time of conclusion of this Agreement. For the avoidance of doubt, it is agreed that any withholding tax (such as capital gains tax plus solidarity surcharge thereon) shall be withheld from the Recurring Compensation Payment to the extent required by statutory law. The Recurring Compensation Payment is due on the first banking day following the ordinary general shareholders' meeting of OSRAM for any respective preceding fiscal year but in any event within eight months following expiration of the relevant fiscal year.

4.3 The Recurring Compensation Payment is granted for the first time for the full fiscal year of OSRAM for which the claim of ams Offer to transfer of profit under Clause 2 becomes effective. If this Agreement ends during a fiscal year of OSRAM or if OSRAM establishes an abbreviated fiscal year (*Rumpfgeschäftsjahr*) while the obligation according to Clause 2 is existing, the Recurring Compensation Payment is reduced pro rata *temporis*.

4.4 If the share capital of OSRAM is increased from the reserves in exchange for the issuance of new shares, the Recurring Compensation Payment for each OSRAM Share is reduced to such an extent that the total amount of the Recurring Compensation Payment remains unchanged. If the share capital of OSRAM is increased by cash contributions and/or contributions in kind, the rights under this Clause 4 also apply for the shares subscribed to by outside shareholders in such capital increase. The beginning of each entitlement of the new shares pursuant to

this Clause 4 corresponds to the dividend entitlement set by OSRAM when issuing the new shares.

4.5 If an appraisal proceeding (*Spruchverfahren*) according to the German Act on Appraisal Proceedings (*Spruchverfahrensgesetz*) is initiated and the court adjudicates a legally binding higher Recurring Compensation Payment, the outside shareholders, even if they have already been compensated according to Clause 5, are entitled to demand a corresponding additional payment to the Recurring Compensation Payment. Likewise all other outside shareholders will be treated in the same way if ams Offer undertakes to pay a higher Recurring Compensation Payment to an outside shareholder of OSRAM in a court settlement (*gerichtlicher Vergleich*) for the purpose of avoiding or settling judicial appraisal proceedings (*Spruchverfahren*).

## 5 Compensation

5.1 ams Offer undertakes upon demand of each outside shareholder of OSRAM to purchase such shareholder's OSRAM Shares in exchange for a cash compensation ("**Compensation**") (*Abfindung*) in the amount of EUR 44.65 for each OSRAM Share.

5.2 The obligation of ams Offer to purchase OSRAM Shares is for a limited period of time. The time limitation period ends two months after the date on which the registration of this Agreement in the commercial register at the registered seat of OSRAM has been announced pursuant to section 10 of the German Commercial Code (*Handelsgesetzbuch* – HGB). An extension of the time limitation period pursuant to section 305 para. 4 sentence 3 AktG as a result of a motion for determining the Recurring Compensation Payment or Compensation by the court determined according to section 2 of the German Act on Appraisal Proceedings remains unaffected. In this case, the time limitation period ends two months after the date on which the decision on the last motion ruled on has been announced in the Federal Gazette (*Bundesanzeiger*).

**5.3** If the share capital of OSRAM is increased using corporate funds in exchange for the issuance of new shares prior to the expiration of the time limitation period set forth in Clause 5.2, the Compensation for each share is reduced to such an extent that the total amount of the Compensation remains unchanged. If the share capital of OSRAM is increased prior to the expiration of the time limitation period set forth in Clause 5.2 by means of cash contributions and/or contributions in kind, the rights under this Clause 5 also apply for the shares subscribed to by the outside shareholders in such capital increase.

**5.4** The transfer of the OSRAM Shares for Compensation is free of costs for the outside shareholders of OSRAM.

**5.5** If an appraisal proceeding (*Spruchverfahren*) pursuant to the German Act on Appraisal Proceedings is initiated and the court adjudicates a legally binding higher compensation, the outside shareholders, even if they have already been compensated, are entitled to demand a corresponding additional payment to the Compensation. Likewise all other outside shareholders will be treated in the same way if ams Offer undertakes in a court settlement (*gerichtlicher Vergleich*) to pay a higher compensation to an outside shareholder of OSRAM for the purpose of avoiding or settling judicial appraisal proceedings (*Spruchverfahren*).

## **6 Effectiveness and Term of this Agreement**

**6.1** This Agreement requires for its effectiveness each the consent of the general shareholders' meeting of OSRAM as well as the consent of the shareholders' meeting of ams Offer.

**6.2** This Agreement becomes effective upon registration of its existence in the commercial register at the registered seat of OSRAM, however, at the earliest, upon the beginning of the financial year of OSRAM beginning on 1 October 2020.

**6.3** This Agreement is concluded for an indefinite period of time. It can be terminated in writing with a notice period of six months to the end of the fiscal year of OSRAM. This Agreement can be terminated for the first time as of the end of the fiscal year that ends at least five years (*Zeitjahre*) (60 months) after the beginning of the fiscal year of OSRAM, in which this Agreement has become effective according to Clause 6.2 of this Agreement.

**6.4** Each party can terminate this Agreement for good cause (*wichtiger Grund*) without compliance with any notice period. Good cause exists in particular if good cause for purposes of German tax law for the termination of this Agreement exists including those pursuant to R 14.5 (6) Corporation Tax Guidelines (*Körperschaftsteuer-Richtlinien – KStR*) (or a corresponding successor provision).

**6.5** Any notice of termination must be in writing.

## **7 Comfort Letter**

ams AG with seat in Premstätten, Austria, ("**ams AG**") holds 100% of the shares in ams Offer and in this capacity as direct shareholder, has without joining the Agreement as a party provided the comfort letter attached for information purposes to this Agreement as an Annex. In this comfort letter ams AG undertakes without limitation and irrevocably to ensure, that ams Offer will be financially equipped in a way that ams Offer is at all times able to fulfil all its obligations arising from or in connection with this Agreement completely when they become due. This applies in particular to the obligation to compensate losses pursuant to section 302 AktG. ams AG undertakes towards the outside shareholders of OSRAM irrevocably and in principle without limitation that ams Offer fulfils all its obligations towards them arising from or in connection with this Agreement completely when they become due, in particular with respect to the Recurring Compensation Payment and the Compensation. To that extent the outside shareholders of OSRAM have an own claim according to section 328 para. 1 German Civil Code (*Bürgerliches Gesetzbuch – BGB*) directed at payment to ams

Offer. This claim and the corresponding liability of ams AG towards the outside shareholders however only apply if ams Offer does not fulfil its obligations towards the outside shareholders of OSRAM arising from or in connection with this Agreement completely when they become due and ams AG does not comply with its obligation to equip ams Offer.

## 8 Miscellaneous

To the extent a provision of this Agreement is or becomes invalid or impracticable in full or in part, or if this Agreement does not contain a necessary provision, the validity of the remaining provisions of this Agreement shall not be affected. In place of the invalid or impracticable provision, or in order to remedy an omission in this Agreement, an appropriate provision shall apply which corresponds as far as legally permissible to what the parties of this Agreement intended or would have intended in accordance with the intent and purpose of this Agreement if they had been aware of the provision.

Munich, 22 September 2020

### OSRAM Licht AG

Dr. Olaf Berlien  
Chairman of the management  
board, CEO

Kathrin Dahnke  
Member of the management  
board, CFO

Munich, 22 September 2020

### ams Offer GmbH

Alexander Everke  
Managing Director

Ingo Bank  
Managing Director

## Annex: Comfort Letter from ams AG, Premstätten (Austria)

Premstätten, 22 September 2020

OSRAM Licht AG  
Marcel-Breuer-Str. 6  
80807 Munich  
Germany

### Comfort Letter (*Patronatserklärung*)

ams Offer GmbH, Marcel-Breuer-Str. 6, 80807 Munich, Germany, registered in the commercial register (*Handelsregister*) at the Local Court (Amtsgericht) Munich under company number HRB 252979 ("**ams Offer**"), intends to enter into a domination and profit and loss transfer agreement (*Beherrschungs- und Gewinnabführungsvertrag*) with OSRAM Licht AG, Marcel-Breuer-Str. 6, 80807 Munich, Germany, registered in the commercial register at the Local Court Munich under company number HRB 199675 ("**OSRAM**"), with OSRAM as the controlled and profit transferring company ("**Agreement**"). ams AG, a stock corporation incorporated and operating under the laws of Austria, with registered office in Premstätten ("**ams AG**"), directly holds 100% of the shares in ams Offer. ams AG hereby makes the following declarations without joining the Agreement as a party:

1. ams AG undertakes without limitation and irrevocably to ensure, that ams Offer will be financially equipped in such a way that ams Offer is at all times able to fulfil all its liabilities arising from or in connection with the Agreement completely when they become due. This applies in particular to the obligation to compensate losses pursuant to section 302 German Stock Corporations Act (*Aktiengesetz – AktG*).
2. ams AG undertakes without limitation and irrevocably vis-à-vis the outside shareholders of OSRAM that ams Offer fulfils all its obligations towards them arising from or in connection with the Agreement completely when they become due, in particular with

respect to the recurring compensation payment (*Ausgleichszahlung*) and the cash compensation (*Abfindung*). To that extent the outside shareholders of OSRAM have an own claim according to section 328 para. 1 German Civil Code (*Bürgerliches Gesetzbuch – BGB*) directed at payment to ams Offer. ams AG's liability pursuant to the two preceding sentences does, however, only apply if ams Offer does not fulfil its obligations towards the outside shareholders of OSRAM arising from or in connection with the Agreement completely when they become due and ams AG does not comply with its obligation to equip ams Offer pursuant to Section 1 of this Comfort Letter.

3. This Comfort Letter is subject to the law of the Federal Republic of Germany. Exclusive place of jurisdiction for all disputes arising between the parties from or in connection with this Comfort Letter is Munich, to the extent permitted by law.

#### ams AG

Alexander Everke  
CEO

Ingo Bank  
CFO

## 2. Resolution on election of replacement Supervisory Board members

Pursuant to sections 95, 96 (1), and 101 (1) of the *Aktengesetz* (AktG—German Stock Corporation Act) in conjunction with sections 1 (1), 5 (1), and 7 (1) sentence 1 no. 1 of the *Mitbestimmungsgesetz* (MitbestG—German Codetermination Act) and Article 7 (1) of the Company's Articles of Association, the Supervisory Board comprises twelve members, six of whom are elected by the General Meeting (shareholder representatives) and six of whom are elected in accordance with the provisions of the Codetermination Act (employee representatives).

Following the resignation of shareholder representatives Mr. Arunjai Mittal, Dr. Roland Busch, and Mr. Frank (Franciscus) H. Lakerveld with effect from midnight on July 28, 2020, the Company's Managing Board has requested the competent local court in Munich to appoint Dr. Thomas Stockmeier, Mr. Johann Peter Metzler, and Mr. Johann Christian Eitner as members of the Supervisory Board of OSRAM Licht AG from the start of July 29, 2020 until the end of the next General Meeting. By court order of July 29, 2020, the Munich Local Court (*Amtsgericht München*) appointed Dr. Thomas Stockmeier, Mr. Johann Peter Metzler, and Mr. Johann Christian Eitner as members of the Supervisory Board as requested. Consequently, the term of office of these three members will terminate at the end of the Extraordinary General Meeting on November 3, 2020. For this reason, the aforementioned persons should now be elected by the General Meeting as shareholder representatives.

In accordance with the requirements of section 96 (2) sentence 1 AktG in conjunction with sections 1 (1) and 5 (1) MitbestG, at least 30 percent of Supervisory Board members must be women and at least 30 percent must be men. Neither the shareholder representatives nor the employee representatives have, on the basis of a resolution adopted by a majority, notified the Supervisory Board chairman of any objection to the quotas being met by the Board as a whole, so the minimum quotas are to be met by the Supervisory Board as a whole. Accordingly, the Supervisory Board must comprise at least



four women and at least four men in order to meet the minimum quota requirements of section 96 (2) sentence 1 AktG. The Company's Supervisory Board currently comprises three female and three male employee representatives and two female and four male shareholder representatives (including Dr. Thomas Stockmeier, Mr. Johann Peter Metzler, and Mr. Johann Christian Eitner). The following motion thus satisfies the minimum quota requirement of section 96 (2) AktG.

The Supervisory Board proposes, on the basis of a corresponding proposal put forward by its Nomination Committee, that

- a) **Dr. Thomas Stockmeier**,  
born on July 14, 1958,  
member of the Management Board of ams AG, Premstätten (Austria),  
resident in Premstätten (Austria),

be elected to succeed Mr. Arunjai Mittal, Singapore;

- b) **Mr. Johann Peter Metzler**,  
born on March 31, 1959,  
independent management consultant,  
resident in Lauterach (Austria),

be elected to succeed Dr. Roland Busch, Erlangen;

- c) **Mr. Johann Christian Eitner**,  
born on April 9, 1957,  
chairman of the Workers' Council of ams AG, Premstätten (Austria),  
resident in Kirchberg (Austria),

be elected to succeed Mr. Frank (Franciscus) H. Lakerveld, Hattingen

as shareholder representatives on the Supervisory Board with effect from the end of the Company's Extraordinary General Meeting on November 3, 2020. In accordance with Article 7 (2) sentence 3 of the Company's Articles of Association, the appointment will last for the

remainder of the original terms of office of Mr. Arunjai Mittal, Dr. Roland Busch, and Mr. Frank (Franciscus) H. Lakerveld, i.e., for a term of office that finishes at the end of the General Meeting that resolves to approve the acts of management for the second fiscal year after the start of the term of office set out in the previous sentence. This does not include the fiscal year in which the term of office begins. Consequently, the term of office will run until the Annual General Meeting in the fiscal year 2023.

The proposal takes account of the concrete targets for its composition last agreed by the Supervisory Board on September 24, 2019 and also seeks to ensure that the membership reflects the essential competencies agreed by the Supervisory Board for the Board as a whole. The Supervisory Board also took the principle of diversity into account. The progress of the implementation of those targets as of September 30, 2019 is published in the corporate governance declaration and the corporate governance report, available online as parts of the annual report for the fiscal year 2019 at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting).

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The Supervisory Board's target of having at least two shareholder representatives on the board who are independent from the controlling shareholder in accordance with recommendation C.9 of the German Corporate Governance Code as amended on December 16, 2019 (GCGC) is thereby met. The minimum proportion of independent shareholder representatives provided for in recommendations C.6 and C.7 of the GCGC is also achieved.

The Supervisory Board has obtained assurances from the candidates proposed for election to the Supervisory Board that they will be able to devote the anticipated time required to perform their supervisory board duties.

The intention is to enable the General Meeting to vote on the election of each member of the Supervisory Board individually.

**At the end of this notice are the biographies of the Supervisory Board election candidates, outlining their relevant expertise, capabilities, and professional experience (recommendations C.13 and C.14 of the GCGC) and information on their membership of other statutory supervisory boards and similar supervisory bodies of commercial enterprises in Germany or abroad (section 125 (2), (1) sentence 5 AktG).**

As of the date of issue of the notice convening the General Meeting, inter alia, the following documents will be available on the Company's website at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting):

- The control and profit transfer agreement between OSRAM Licht AG and ams Offer GmbH dated September 22, 2020 (including the comfort letter appended to the agreement from ams AG, Premstätten (Austria) dated September 22, 2020);
- The adopted annual financial statements and the approved consolidated financial statements as well as the combined management reports for OSRAM Licht AG and for the OSRAM Group for fiscal years 2017, 2018, and 2019;
- The adopted single-entity financial statements of ams Offer GmbH for the short fiscal year (year of establishment) 2019;
- The adopted annual financial statements including the management reports and the approved consolidated financial statements including the group management reports for the ams AG, Premstätten (Austria) and the ams Group, Premstätten (Austria) for fiscal years 2017, 2018, and 2019;
- The report prepared jointly under section 293a AktG by the Managing Board of OSRAM Licht AG and the managing directors of ams Offer GmbH, including annexes, incorporating the expert opinion of PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Germany, particularly on the business valuation of OSRAM Licht AG;

- The audit report pursuant to section 293e AktG prepared by Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart, Germany, the contract auditor court-appointed jointly for OSRAM Licht AG and ams Offer GmbH, including annexes; and
- Biographies of the candidates proposed for election to the Supervisory Board.

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***Company website and the documents and information that can be accessed there, and shareholder portal***

This notice of the General Meeting, the documents to be made available to the General Meeting, and other information in connection with the General Meeting will be available as of the date of issue of the notice convening the General Meeting via the Company's website at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting).

Any countermotions and election proposals that are to be made accessible and requests for additions to the agenda received from shareholders that are to be made public will be published available via the aforementioned website. The entire General Meeting will be broadcast in audio and video for shareholders or their proxies via the Company's online portal (***Shareholder Portal***), which can be accessed at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting).

Shareholders who are entered in the Company's share register or their proxies can register for the General Meeting. Shareholders entered in the share register who register for the General Meeting in time (see the section entitled 'Requirements for exercising shareholder rights, particularly voting rights') or their proxies will be able to vote via the Shareholder Portal before and during the General

Meeting. The results of the votes will also be published on the Company's website at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting)

after the General Meeting.

### ***Total number of shares and voting rights***

As of the date of issue of the notice convening the General Meeting, the Company had a total of 96,848,074 no-par-value shares carrying attendance and voting rights, each entitling the holder to one vote. The total number of voting rights is therefore 96,848,074. As of the date of issue of the notice convening the General Meeting, each of the total figures above included 2,664,388 treasury shares held by the Company, from which it does not derive any rights.

### ***Holding the General Meeting as a Virtual General Meeting without the physical presence of the shareholders or their proxies; transmission of the General Meeting***

In view of the continuing COVID-19 pandemic, the Extraordinary General Meeting of OSRAM Licht AG on November 3, 2020 will be held in accordance with C19-AuswBekG as a Virtual General Meeting without the physical presence of the shareholders or their proxies.

Shareholders or their proxies (with the exception of the Company-nominated proxies) will therefore not be allowed to physically participate in the General Meeting. They will be able to connect to the video and audio transmission of the whole General Meeting via the Shareholder Portal at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting).

The speeches given by the chairman of the Supervisory Board and the Managing Board at the beginning of the Virtual General Meeting will also be broadcast in audio and video to the general public at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting).

The manuscripts of the speeches by the chairman of the Supervisory Board and the Managing Board will be published prior to the Virtual General Meeting on Wednesday, October 28, 2020, on the Internet at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting).

A recording of the speeches given by the chairman of the Supervisory Board the Managing Board will be available after the Virtual General Meeting at the same website address.

The option provided under section 118 (1) sentence 2 AktG for shareholders to participate in the General Meeting without being physically present at the meeting venue and without a proxy, and to exercise all or some of their rights either fully or partially by means of electronic communication is not available; in particular the audio and video transmission does not permit participation in the General Meeting as provided for in section 118 (1) sentence 2 AktG.

Shareholders or their proxies may only exercise their voting right via absentee voting or by granting authority to the proxies nominated by the Company, as described in more detail below.

### ***Shareholder portal***

For the Virtual General Meeting, the Company is offering the shareholders or their proxies the Shareholder Portal as an online service at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting).

The Shareholder Portal is open to shareholders or their proxies from October 4, 2020. Shareholders can register for the General Meeting or connect to the video and audio transmission via the Shareholder Portal. Shareholders who have registered in time and who are recorded as the holders of the registered shares in the Company share register at the time of the General Meeting (***Duly Registered Shareholders***) or their proxies can, inter alia, exercise their voting rights, appoint proxies, submit questions, or put their objections on record via the Shareholder Portal. To access the Shareholder Portal,

shareholders require their shareholder number and the associated login password. Shareholders who have previously logged into the Shareholder Portal should access the portal using the password that they chose when they set up the login. All other shareholders recorded in the share register will receive their shareholder number and an individual password to use when they log into the Shareholder Portal for the first time with the letter inviting them to the General Meeting (**Notice Letter**). After successful registration and submission of the proxy instrument and, where applicable, provision to the Company of evidence that a proxy has been appointed, proxies (except for the proxies nominated by the Company) will receive individual login details that they can use to access the Company's Shareholder Portal for the registered shares.

Further information on using the Shareholder Portal and on the various options for exercising their rights will be sent to shareholders with the Notice Letter and is available on the Company's website at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting).

The website also contains further details on the conditions of use. **Please also read the technical information at the end of this notice.**

#### ***Requirements for exercising shareholder rights, particularly voting rights***

Only Duly Registered Shareholders are entitled to exercise shareholder rights, including, but not limited to, the right to vote. In accordance with Article 14 (2) sentence 2 of the Company's Articles of Association, the registration request must have been received by the Company no later than

**midnight (CET) on Tuesday, October 27, 2020,**

in text form (as defined in section 126b of the *Bürgerliches Gesetzbuch* (BGB—German Civil Code)) in German or English at the following address:

OSRAM Licht AG  
c/o Computershare Operations Center  
80249 Munich, Germany (**Registration Address**)

or by fax on:  
+49 (0) 89 309 037 4675

or by email at:  
[anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The Company also offers its shareholders the option of registering online through the Shareholder Portal at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting).

Further information on the registration procedure is provided on the registration form (which may also be used to appoint a proxy and issue instructions) sent to shareholders with the Notice Letter and is also available online on the Shareholder Portal. The registration form can also be downloaded from the Company's website at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting).

Intermediaries (especially banks) covered by section 135 (1) AktG as well as shareholders' groups, proxy advisory services, or persons who offer to exercise voting rights in the General Meeting for shareholders on a commercial basis covered by section 135 (8) AktG may exercise voting rights for shares that are not owned by them, but that are recorded under their name in the Company's share register, only on the basis of an authorization from the shareholder concerned.

#### ***Shareholder control over shares and technical record date***

A shareholder's registration to attend the General Meeting will not result in his or her shares being blocked. In other words, even after registering, shareholders will still have full control over their shares and what they do with them. The possibility to connect to the General Meeting and to exercise shareholder rights, in particular the right to vote, is determined on the basis of the number of shares entered in the Company's share register on the date of the General Meeting.

Instructions to amend the Company share register received during the period from October 28, 2020 up to and November 3, 2020 (in each case including) will only be processed and implemented to take effect after the General Meeting on November 3, 2020. The technical record date is therefore midnight (CET) on October 27, 2020.

### ***Exercising the right to vote through absentee voting***

Shareholders can exercise their right to vote without connecting to the General Meeting through absentee voting. Absentee voting is possible in writing or by means of electronic communication (electronic absentee voting). Only Duly Registered Shareholders are entitled to exercise their voting rights through absentee voting.

Before the General Meeting, the shareholders will be sent an absentee voting form. This is part of the registration form and will be sent with the Notice Letter. The registration form can also be requested by writing to the Registration Address by postal mail, fax, or email. The registration form can also be downloaded from the Company's website at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting).

If shareholders use the absentee voting option on the registration form, those absentee votes may be submitted, amended, or withdrawn solely by

- sending a letter to OSRAM Licht AG, c/o Computershare Operations Center, 80249 Munich, Germany,
- faxing +49 (0) 89 309 037 4675, or
- emailing [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

to arrive by midnight (CET) on November 2, 2020. The right to submit, amend, and withdraw absentee votes in this way is determined by the receipt by the Company. Absentee votes that cannot be assigned with absolute certainty to a due and proper registration will be disregarded.

Before and during the General Meeting, Duly Registered Shareholders may also exercise their voting rights by means of absentee voting via the OSRAM Licht AG Shareholder Portal at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting).

Shareholders may exercise their voting right via the Shareholder Portal in this way from October 4, 2020 until the voting session begins on the day of the General Meeting. Via the Shareholder Portal, shareholders can also amend or withdraw votes previously submitted by means of absentee voting at any time until the voting session begins.

Votes may only be cast by absentee voting in relation to motions and election proposals that have been published with this notice or in connection with section 122 (2) AktG or sections 126 or 127 AktG.

Further information on absentee voting is contained in the Notice Letter. Corresponding information of the electronic absentee voting procedure via the Shareholder Portal can be accessed on the Company's website at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting).

### ***Exercising the right to vote by granting authority to the proxies nominated by the Company***

The shareholders can also be represented by proxies nominated by the Company. Only Duly Registered Shareholders are entitled to exercise their voting rights by granting authority to proxies nominated by the Company.

The proxies nominated by the Company must, in addition to being granted authority, be given clear and explicit instructions for the exercise of the voting rights by the shareholders. The proxies nominated by the Company are under an obligation to vote as instructed; they cannot exercise their own discretion when casting votes. If no explicit instruction is issued, they abstain.

Before the General Meeting, Duly Registered Shareholders receive the proxy appointment and instruction form for the authorization of proxies nominated by the Company. This forms part of the registration form and is sent with the Notice Letter. The registration form can also be requested by writing to the Registration Address by postal mail, fax, or email. The registration form can also be downloaded from the Company's website at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting).

If shareholders would like to use the option provided on the registration form to grant authority and issue instructions to a proxy, the proxy instrument and the instructions (for the submission, amendment, and withdrawal of votes) must be issued to the proxies nominated by the Company solely by

- sending a letter to OSRAM Licht AG, c/o Computershare Operations Center, 80249 Munich, Germany,
- faxing +49 (0) 89 309 037 4675, or
- emailing [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

to arrive by midnight (CET) on November 2, 2020. The right to submit, amend, and withdraw the proxy instrument and/or instructions is determined by the receipt by the Company.

Before and during the General Meeting, Duly Registered Shareholders may also exercise their voting rights by means of granting authority and issuing instructions to the proxies nominated by the Company via the Company's Shareholder Portal at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting).

Shareholders may appoint proxies and issue instructions via the Shareholder Portal from October 4, 2020 until the voting session begins on the day of the General Meeting. Via the Shareholder Portal, shareholders can also amend or withdraw the authority and instructions previously issued at any time until the voting session starts.

Voting, granting authority and issuing of instructions are possible only in relation to motions and election proposals that have been published with this notice or in connection with section 122 (2) AktG or sections 126 or 127 AktG.

Further information on granting authority and issuing instructions to the Company-nominated proxies is contained in the Notice Letter. Corresponding information of how to grant authority and issue instructions to the Company-nominated proxies via the Shareholder Portal can be accessed on the Company's website at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting).

### ***Authorizing a third party to exercise the voting right and other rights***

Duly Registered Shareholders can also authorize a third party besides proxies nominated by the Company to exercise their voting right and other rights (***Authorized Third Parties***). Such Authorized Third Parties can exercise voting rights by absentee voting or by granting authority and issuing instructions to the proxies nominated by the Company (see above). If a shareholder appoints more than one person to serve as their proxy, the Company may reject one or more of these persons in accordance with section 134 (3) sentence 2 AktG.

Proxy instruments, revocation of proxies, and proof of proxies having been granted must all be submitted to the Company in text form (section 126b BGB) if the Authorized Third Party has not been granted in accordance with section 135 AktG. If an Authorized Third Party is appointed to exercise the voting right in accordance with section 135 AktG (appointment as proxy of intermediaries (particularly banks), shareholders' groups, proxy advisory services, or persons who offer to exercise voting rights in the General Meeting for shareholders on a commercial basis), there are generally certain requirements that have to be met. Shareholders who wish to appoint a Authorized Third Party to exercise their voting right in accordance with section 135 AktG are requested to ask the potential proxies about any special rules that apply to the granting of the authority and to liaise with them.

Intermediaries (especially banks), shareholders' groups, proxy advisory services, or persons who offer to exercise voting rights in the General Meeting for shareholders on a commercial basis and who represent several shareholders are advised to contact the shareholder hotline (see the Technical information for the Virtual General Meeting section below) or the registration office at the above address in advance of the General Meeting in respect of the exercising of the voting right.

If neither an intermediary (particularly a bank) nor a shareholders' group, a proxy advisory service, or a person who offers to exercise voting rights in the General Meeting for shareholders on a commercial basis is appointed as proxy, the authority may be granted either to the Company or directly to the Authorized Third Party (in which case evidence of the authority having been granted must be submitted to the Company in text form). The proxy instrument granted to the Company or the evidence that a proxy has been appointed must be sent to the Company by one of the following means by

- sending a letter to OSRAM Licht AG, c/o Computershare Operations Center, 80249 Munich, Germany,
- faxing +49 (0) 89 309 037 4675, or
- emailing [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de).

The same applies to the revocation of the proxy.

If proxy is granted, evidenced, or revoked by means of declaration sent to the Company by postal mail, this declaration must, for administrative reasons, have reached the Company by no later than midnight (CET) on November 2, 2020. Submission of the proxy instrument or evidence that a proxy has been appointed or the revocation of the proxy may also be sent to the Company on the above fax number or to the above email address until the voting session begins on the day of the General Meeting. Evidence of a proxy being appointed in this way may be furnished by sending the evidence (e.g. copy or scan of the proxy instrument) to the above fax number or email address.

Duly Registered Shareholders who wish to authorize an Authorized Third Party are requested to do so using the proxy form sent as part of the registration form with the Notice Letter. The registration form can also be requested by writing to the Registration Address by postal mail, fax, or email, or downloaded from the Company's website at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting).

Proxies may also be appointed electronically via the Shareholder Portal from October 4, 2020 until the voting session begins on the day of the General Meeting.

Once a Duly Registered Shareholders has appointed an Authorized Third Party, the Authorized Third Party will be sent individual login details for the Shareholder Portal. If the authority has been granted directly to the Authorized Third Party, evidence of this must be provided to the Company. The evidence of the authority having been granted is to be furnished to the Company by one of the means described above.

Voting is possible only in relation to motions and election proposals that have been published with this notice or in connection with section 122 (2) AktG or sections 126 or 127 AktG.

The Notice Letter contains further information about appointing third parties as proxy. Corresponding information of how to appoint Authorized Third Parties via the Shareholder Portal can be accessed on the Company's website at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting).

### ***Opportunity for the shareholders to ask questions***

Duly Registered Shareholders have the option of asking questions by means of electronic communication (see section 1 (2) sentence 1 no. 3 C19-AuswBekG). Questions must be submitted at least two days before the General Meeting, i.e. no later than midnight (CET) on Saturday, October 31, 2020, via the Company's Shareholder Portal at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting).

No further questions may be submitted after the end of the aforementioned period. When answering questions, the name of the person asking the question will only be disclosed (to the extent that questions are answered individually and not summarized) if consent to disclosure of the name was expressly declared when the question was submitted to the Shareholder Portal.

#### ***Declaration of objections for the record***

Duly Registered Shareholders who have exercised their voting right have until the end of the General Meeting to lodge any objections to resolutions adopted by the General Meeting. Any such objections must be made via the Shareholder Portal for inclusion in the notary's minutes.

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#### ***Information on shareholders' rights in accordance with sections 122 (2), 126 (1), 127, and 131 (1) AktG in conjunction with section 1 (2) sentence 1 no. 3 C19-AuswBekG***

#### ***Requests for additions to the agenda pursuant to section 122 (2) AktG***

Shareholders whose shares together equate to one twentieth of the capital stock or a proportionate interest of €500,000.00 (being equivalent to 500,000 shares) may, in accordance with section 122 (2) AktG, request that agenda items be added and published.

The requesters have to prove that they have held the shares for at least 90 days prior to the day of the receipt of the request and that they will continue to hold the shares until the Managing Board has decided on their request; section 70 AktG governs the calculation of the period for which the shares have been held. Confirmation from the custodian bank is sufficient proof. The day on which the request is received must not be taken into account in the calculation. Moving the relevant date from a Sunday, Saturday or public holiday to an earlier or later working day is not possible. Sections 187 to 193 BGB do not apply analogously.

Each new item must be accompanied by the reasons for it or by a proposed resolution. The notice requiring the new item to be added must be submitted in writing (section 126 BGB) to the Managing Board of OSRAM Licht AG and must be received by the Company no later than midnight (CEST) on Saturday, October 3, 2020. Please use the following address to submit relevant requests:

Managing Board of OSRAM Licht AG  
Marcel-Breuer-Str. 6  
80807 Munich  
Germany

Unless already announced with the notice convening the General Meeting, additions to the agenda that need to be published will be announced immediately on receipt in the Bundesanzeiger (Federal Gazette) and forwarded to media that can be expected to disseminate the information across the whole of the European Union. They will also be made available at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting)

and notified to shareholders in accordance with section 125 (2), (1) sentence 3 AktG.

#### ***Counter motions and proposals for election of shareholders in accordance with sections 126 (1) and 127 AktG***

In accordance with section 126 (1) AktG, motions by shareholders, including the shareholder's name, the reasons for the motion, and any response by the management, must be made available to the persons entitled to the information under section 125 (2) and (3) AktG, subject to the requirements specified therein if, at least 14 days before the General Meeting, the shareholder has sent the Company, at the address provided below, a counter motion to a specific proposal of the agenda by the Managing Board and/or Supervisory Board, stating the reasons for the counter motion. The day of receipt and the day of the General Meeting must not be taken into account in the calculation of the number of days. The last possible time for receipt is therefore midnight (CEST) on Monday, October 19, 2020. A counter motion need not be made available as



described above if one of the exemptions set out in section 126 (2) AktG applies. The reasons also need not be made available if they exceed a total of 5,000 characters.

Reasons need not be given for proposals for election made by shareholders in accordance with section 127 AktG. Proposals for election will only be made available if they include the name, occupation, and place of residence of the nominee plus, in the case of an election of members of the Supervisory Board, information about their membership of other statutory supervisory boards (see section 127 sentence 3 AktG in conjunction with section 124 (3) sentence 4 AktG and section 125 (2), (1) sentence 5 AktG). In accordance with section 127 sentence 1 AktG in conjunction with section 126 (2) AktG, there are other permissible reasons why proposals for election need not be made available on the website in certain cases. In all other respects, the requirements and rules for making motions available apply with the necessary modifications.

All motions from shareholders in accordance with sections 126 (1) AktG (including the reasons for them) and proposals for election in accordance section 127 AktG must be sent solely to the following address:

OSRAM Licht AG  
Marcel-Breuer-Str. 6  
80807 Munich  
Germany

or by fax to: +49 (0) 89 6213 3629

or by email to: [countermotion@osram.com](mailto:countermotion@osram.com)

Motions and proposals for election by shareholders to be disclosed (including the shareholder's name and—in the case of motions—the reasons for them) will be made available on the Company's website on receipt at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting).

Any responses by the management will also be made available at the web address given above.

A countermotion or proposal for election to be disclosed under sections 126 and 127 AktG will be regarded as having been put forward at the Virtual General Meeting if the shareholder bringing the motion or proposing the candidate for election is duly registered for the General Meeting.

### ***Right to information in accordance with section 131 (1) AktG***

Under C19-AuswBekG, shareholders at the General Meeting do not have a right to information within the meaning of section 131 AktG, but they do have the opportunity to ask questions by electronic communication (section 1 (2) sentence 1 no. 3 C19-AuswBekG). The Managing Board is entitled to require questions to be submitted at least two days before the General Meeting (section 1 (2) sentence 2 halvesentence 2 C19-AuswBekG). The Company's Managing Board has made use of this right with the consent of the Supervisory Board.

Reference is made to the information in the above section entitled 'Opportunity for the shareholders to ask questions' pursuant to section 1 (2) sentence 1 no. 3 C19-AuswBekG.

### ***Additional information on shareholder rights***

Additional information on the rights of shareholders under sections 122 (2), 126 (1), 127, and 131 (1) AktG in conjunction with section 1 (2) sentence 1 no. 3 C19-AuswBekG is available on the Company's website at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting).

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Information on the candidates proposed for election to the Supervisory Board under agenda item 2, in particular pursuant to section 125 (2), (1) sentence 5 AktG and recommendations C.13 and C.14 of the GCGC

**Biography of the candidate proposed for election to the Supervisory Board**

**Dr. Thomas Stockmeier**

**Personal details:**

Date and place of birth: July 14, 1958 in Naila  
 Nationality: German  
 Occupation: Member of the Management Board of ams AG, Premstätten (Austria)  
 Place of residence: Premstätten (Austria)

**Education:**

1985 Degree in materials science (Dipl.-Ing. Univ.), Friedrich-Alexander-Universität Erlangen-Nürnberg  
 1990 Doctorate in engineering (Dr.-Ing.), Friedrich-Alexander-Universität Erlangen-Nürnberg

**Career and key posts held:**

1985-1986 Semikron Elektronik GmbH, Nürnberg, Development Engineer  
 1987-1992 ABB Corporate Research, Baden (Switzerland), Project Leader and Group Leader  
 1992-1994 ABB Semiconductors AG, Baden (Switzerland), Head of Research  
 1994-1998 ABB Semiconductors Inc., Los Angeles, CA (U.S.A.), President & General Manager  
 1998-1999 ABB Semiconductors AG, Lenzburg (Switzerland), Strategic Marketing, Head of Research & Development

1999-2013 Semikron Elektronik GmbH, Nürnberg, Managing Director and Chief Technology Officer (Research & Development, Quality, Production, Business Units)  
 2013-2014 ams AG, Premstätten (Austria), Head of Industrial & Medical and Automotive  
 2014-present ams AG, Premstätten (Austria), Member of the Management Board and Chief Operating Officer (Operations & Supply Chain, Quality, Research & Development)

**Expertise and experience relevant to the supervisory board role at OSRAM Licht AG:**

Dr. Stockmeier has more than 20 years' experience in various management positions in Germany and abroad in the areas of semi-conductors and microelectronics, particularly in the fields of research and development, production, supply chain, procurement, quality, environmental protection, health and safety, IT, and various business units. He has in-depth knowledge of the consumer, computing, medical technology, industrial automation, and automotive market segments and has excellent customer and supplier contacts all over the world.

**Membership of other statutory supervisory boards**

OSRAM GmbH, Munich

**Membership of similar supervisory bodies of commercial enterprises in Germany and abroad**

none

**Biography of the candidate proposed for election to the Supervisory Board**

**Johann Peter Metzler**

**Personal details:**

Date and place of birth: March 31, 1959 in Bregenz (Austria)  
Nationality: Austrian  
Occupation: Independent management consultant  
Place of residence: Lauterach (Austria)

**Education:**

1983 Degree in mathematics and physics from the University of Innsbruck (Austria)

**Career and key posts held:**

1984-1987 Siemens AG, Berlin and Munich, Technology division, Development Engineer IC & CAD software  
1987-1992 Siemens AG, Berlin and Munich, Semiconductor division, head of ASIC Development & Marketing  
1992-1996 Siemens Components Pte Ltd, Singapore, General Manager and Head of Research & Development  
1997-2005 NewLogic Technologies AG, Lustenau (Austria), Founder and Chairman of the Managing Board  
2006-2008 Wipro Ltd, Bangalore, now: Bengaluru (India), Chief Strategist  
2000-2014 Photeon Technologies GmbH, Lustenau (Austria), Founder and Chairman  
2010-2018 Zumtobel Licht AG, Dornbirn (Austria), Member of the Supervisory Board and Member of the Strategy Committee  
Since 2008 Independent Management Consultant

**Expertise and experience relevant to the supervisory board role at OSRAM Licht AG:**

Mr. Metzler has extensive experience in the strategic and operational management of a technology company thanks to his many years as a director and supervisory board member of global private and publicly listed industrial companies. Through his education and career history, he has gained expertise in the technologies and industries of relevance to the OSRAM Group (semiconductors, optoelectronics, sensors, and light). Mr. Metzler also has solid experience as a member of the supervisory board of a publicly listed company.

**Membership of other statutory supervisory boards**

- Aquin & Cie AG, Munich
- OSRAM GmbH, Munich

**Membership of similar supervisory bodies of commercial enterprises in Germany and abroad**

- ecoRobotix AG, Yverdon-les-Bains (Switzerland)
- Dornbirner Sparkasse Bank AG, Dornbirn (Austria)

**Biography of the candidate proposed for election to the Supervisory Board**

**Johann Christian Eitner**

**Personal details:**

Date and place of birth: April 9, 1957 in Feldbach (Austria)  
Nationality: Austrian  
Occupation: Chairman of the Workers' Council of ams AG, Premstätten (Austria)  
Place of residence: Kirchberg (Austria)

**Education:**

1972-1976 Electrician

**Career and key posts held:**

1976-1980 Employee at electrical wholesaler  
1980-1984 Househusband  
1984-1994 Supervisor in the mask lithography department at ams AG, Premstätten (Austria)  
Since 1994 Full-time member of the Workers' Council at ams AG, Premstätten (Austria)

**Expertise and experience relevant to the supervisory board role at OSRAM Licht AG:**

Mr. Eitner has worked in the electronics/semiconductor industry for more than 40 years. He has knowledge of and extensive experience in the main markets in which OSRAM operates and in the fields of manufacturing, marketing, sales, and digitalization. Mr. Eitner also has more than 25 years' experience as a member of the supervisory board of a semiconductor company. He is thus familiar with the corporate governance, compliance, financial planning and reporting, and risk management of an industrial company.

**Membership of other statutory supervisory boards**

OSRAM GmbH, Munich

**Membership of similar supervisory bodies of commercial enterprises in Germany and abroad**

none

The above information will be published/periodically updated on our website at

[www.osram-group.com/en/our-company/our-management/supervisory-board](http://www.osram-group.com/en/our-company/our-management/supervisory-board).

**Additional information on agenda item 2 pursuant to recommendation C.13 of the GCGC**

With regard to recommendation C.13 of the GCGC, it is disclosed by way of precaution that ams AG, Premstätten (Austria), holds more than 10 percent of the shares carrying voting rights in the Company. These shares are held indirectly via ams Offer GmbH. ams Offer GmbH is the direct majority shareholder of the Company, controls the Company directly, and is a wholly owned subsidiary of ams AG, Premstätten (Austria).

Dr. Thomas Stockmeier is a member of the Management Board of ams AG, Premstätten (Austria) and a managing director of ams Offer GmbH.

Mr. Johann Christian Eitner is a full-time member of the Workers' Council at ams AG, Premstätten (Austria).

According to the Supervisory Board's assessment, there are no personal or business relationships between Dr. Thomas Stockmeier and Mr. Johann Christian Eitner and OSRAM Licht AG or the governing bodies of the Company that are of relevance for the General Meeting's election decision.

Mr. Johann Peter Metzler does not, according to the assessment of the Supervisory Board, have any personal or business relationship with OSRAM Licht AG, the governing bodies of the Company, or a shareholder with a significant stake in the Company.

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## **Privacy**

We are hosting the General Meeting as a remote meeting without the possibility for shareholders or their proxies to be physically present using audio and video transmission (Virtual General Meeting) with the option to connect to the Virtual General Meeting by means of electronic connection (connection).

We process your personal data in compliance with the EU General Data Protection Regulation (GDPR), the Bundesdatenschutzgesetz (BDSG—German Data Protection Act), the AktG, the C19-Ausw-BekG and all other relevant legal provisions. The processing of your data is necessary to manage the registration and connection of the shareholders and shareholder representatives to the Virtual General Meeting and to enable the shareholders and shareholder representatives to exercise their rights in connection with the Virtual General Meeting. If you do not provide us with the necessary personal information, you may not be able to connect to the General Meeting or to exercise your shareholder rights, in particular your right to vote.

The controller responsible for processing your personal data is:

OSRAM Licht AG  
Marcel-Breuer-Str. 6  
80807 Munich  
Germany  
Telephone: +49 (0) 89 6213 0  
Fax: +49 (0) 89 6213 2020  
Email: [privacy@osram.com](mailto:privacy@osram.com)

Where we use service providers to run the Virtual General Meeting, such third parties will process this personal data only on our instructions and will be obliged to give a confidentiality undertaking.

Provided that the statutory requirements are met, every data subject has the right to access, rectify, transfer, restrict the processing of and demand the erasure of their personal data, and, where applicable, a right to object to the processing of their personal data, at all times.

Further information concerning the way in which your personal data is handled, the purpose and legal basis in connection with the Virtual General Meeting, and your rights under the GDPR can be accessed at any time on the Company's website at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting)

(under the section 'Data protection for shareholders') or requested from the following address:

OSRAM Licht AG  
Marcel-Breuer-Str. 6  
80807 Munich  
Germany  
Email: [privacy@osram.com](mailto:privacy@osram.com)

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## **Technical information for the Virtual General Meeting**

To connect to the Virtual General Meeting, use the Shareholder Portal, and exercise shareholder rights, you will need an Internet connection and a terminal device (e.g. a computer). You will also need loudspeakers or headphones for the video and audio transmission of the Virtual General Meeting. A stable Internet connection with sufficient download speed is recommended to enable optimum audio and video transmission of the General Meeting.

From 10 a.m. CET on November 2, 2020, a test sequence (audio and video) will be provided at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting).

This can be used to test the suitability of your hardware and software for connecting to the Virtual General Meeting.

To access the Company's Shareholder Portal, you need your individual login details that enable you to register on the Shareholder Portal (see the 'Shareholder portal' section above).

From 9:30 a.m. CET on November 3, 2020, shareholders or their proxies can connect to the Virtual General Meeting at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting)

by entering the login details in the Shareholder Portal.

In order to preclude the possibility of technical problems disrupting the exercising of shareholder rights during the Virtual General Meeting, it is **recommended**—so far as possible—**that shareholders exercise their rights (especially the voting right) before the start of the General Meeting**. Votes can be cast via the Shareholder Portal from October 4, 2020.

Other details concerning the Shareholder Portal will be sent to shareholders with the Notice Letter, which is sent to all shareholders registered in the share register. The relevant information on how to use the Shareholder Portal can be accessed at

[www.osram-group.com/en/investors/annual-meeting](http://www.osram-group.com/en/investors/annual-meeting).

If you have any technical questions concerning the Shareholder Portal or connection to the Virtual General Meeting before or during the General Meeting, please contact the staff of our General Meeting service provider Computershare on the following hotline.

**Shareholder hotline: +49 (0) 89 30903 6337**

The shareholder hotline is open from Monday to Friday, 9 a.m. to 5 p.m. (CEST/CET), and on the day of the General Meeting, November 3, 2020, also from 9 a.m. (CET).

If you have any technical questions before the start of the Virtual General Meeting, you can also email them to our General Meeting service provider Computershare at [aktionaersportal@computershare.de](mailto:aktionaersportal@computershare.de).

### ***Information on the availability of the audio and video transmission***

The shareholders or their proxies can follow the entire General Meeting via audio and video transmission on the Internet. The audio and video transmission of the Virtual General Meeting and the availability of the Internet-based Shareholder Portal may be subject to fluctuations beyond the control of the Company, due to constraints on the availability of the telecommunications network and the restriction of Internet services by third-party providers. The Company therefore does not guarantee and accepts no liability for the functionality and permanent availability of the audio and video feeds or the Internet services or third-party network elements utilized, or for the access to the Shareholder Portal and its general availability. Nor—in the absence of any intent—does the Company accept responsibility for errors and defects in the hardware and software used for the Shareholder Portal, including such belonging to the service providers used. For this reason, the Company recommends that shareholders make early use of the aforementioned opportunities to exercise rights, especially the right to vote. The chairperson of the General Meeting reserves the right to suspend or terminate the Virtual General Meeting if this becomes necessary for compelling data protection or security reasons.

## **OSRAM Licht AG**

### **The Managing Board**

**Munich, September 2020**

This version of the invitation to the General Meeting, prepared for the convenience of English-speaking readers, is a translation of the German original. For the purposes of interpretation the German text shall be authoritative and final.







OSRAM Licht AG

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Germany

Phone +49 (0)89 6213-0

Fax +49 (0)89 6213-2020