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## EANS-Adhoc: ams AG / ams to launch delisting offer for OSRAM

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03.05.2021

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ams to launch delisting offer for OSRAM

- \* Attractive offer price of EUR52.30 per OSRAM share
- \* Four week acceptance period expected to run from around 21 May to around 18 June 2021
- \* Significant premium to cash compensation under DPLTA and prior takeover offer
- \* Closing not subject to any conditions
- \* Thereafter, OSRAM shares will terminate trading on the regulated market

Premstätten, Austria (3 May 2021) -- ams (SIX: AMS), a leading worldwide supplier of high performance sensor solutions, announces the intention to launch a public delisting tender offer for the remaining approx. 28% shares of OSRAM Licht AG ("OSRAM") which are not presently owned by ams against a cash consideration of EUR52.30 for each OSRAM share (the "Delisting Offer").

The intended cash consideration of EUR52.30 per OSRAM share represents a premium of 1% to the volume weighted average share price of OSRAM during the last six months (estimated at EUR52.02 based on information from FactSet), being the statutory minimum price applicable to the Delisting Offer. Furthermore, it represents a premium of 28% to the offer price of the successful takeover offer in 2019 (EUR41.00), and a premium of 15% to the cash compensation offered to the remaining OSRAM shareholders in relation to the domination and profit and loss sharing agreement (the "DPLTA") (EUR45.54).

"The Delisting Offer is the logical next step in the integration of OSRAM and the implementation of our strategy to create a global leader in optical solutions," said Alexander Everke, CEO of ams. "We have already made significant progress since the DPLTA came into effect and look forward to building on this. We encourage all remaining shareholders of OSRAM to tender their shares in the Delisting Offer which represents a financially attractive opportunity to monetize their holding at a price in excess of both the statutory minimum and the DPLTA cash compensation."

Subject to approval by the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht) and publication of the offer document, the Delisting Offer is expected to commence on around 21 May 2021 and be open for acceptance during a four weeks period until around 18 June 2021. The Delisting Offer will not be extended and is not subject to any conditions. In line with the financial strategy of ams, no additional financing will be needed to implement the Delisting Offer.

Upon the delisting, the trading of OSRAM shares on the regulated market will terminate, which can result in a very limited liquidity and price availability

for the OSRAM shares from that point in time onwards. The delisting of OSRAM from the regulated market will be independent of the eventual tender rate under the Delisting Offer. The delisting from the regulated market will also terminate the comprehensive financial reporting obligations of OSRAM as well as the application of numerous other capital market publication requirements.

Further information in relation to the Delisting Offer will be made available at [www.offer-ams-osram.com](http://www.offer-ams-osram.com) [<http://www.offer-ams-osram.com/>].

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#### About ams Group

The ams Group, including the listed companies ams AG as parent company and OSRAM Licht AG, is a global leader in optical solutions. By adding intelligence to light and passion to innovation, we enrich people's lives. This is what we mean by Sensing is Life.

With over 110 years of combined history, our core is defined by imagination, deep engineering expertise and the ability to provide global industrial capacity in sensor and light technologies. We create exciting innovations that enable our customers in the consumer, automotive, healthcare and industrial sectors maintain their competitive edge and drive innovation that meaningfully improves the quality of life in terms of health, safety and convenience, while reducing impact on the environment.

Our around 30,000 employees worldwide focus on innovation across sensing, illumination and visualization to make journeys safer, medical diagnosis more accurate and daily moments in communication a richer experience. Our work creates technology for breakthrough applications, which is reflected in over 15,000 patents granted and applied. Headquartered in Premstaetten/Graz (Austria) with a co-headquarter in Munich (Germany), the group achieved well over USD 5 billion combined revenues in 2020 (pro-forma). ams AG is a listed company on the SIX Swiss Exchange (ISIN: AT0000A18XM4). OSRAM Licht AG is a listed company on the XETRA market in Germany (ISIN: DE000LED4000). More at <https://ams-osram.com>

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Please note: The ams brand is owned by ams AG, the OSRAM brand is owned by OSRAM GmbH. ams group and OSRAM group are in the process of integration. The combination of the ams and OSRAM brand is not representing a new brand. This is a visual symbol of the two companies coming together, representing the aspiration of our future joined group.

#### Important notice:

This announcement is neither an offer to purchase nor a solicitation of an offer to sell shares in OSRAM ("OSRAM Shares"). The terms and further provisions regarding the Delisting Offer by ams Offer GmbH, a wholly-owned subsidiary of ams AG, to the shareholders of OSRAM will be set forth in the offer document which will be published following approval of its publication by the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht). Holders of OSRAM Shares are strongly recommended to read any such offer document and to seek independent advice, where appropriate, in relation to the matters therein.

The release, publication or distribution of this announcement in certain jurisdictions other than the Federal Republic of Germany and Switzerland may be restricted by law. Persons who are resident in, or are subject to, other jurisdictions should inform themselves of, and observe, any applicable requirements.

To the extent permissible under applicable law or regulation, and in accordance with German market practice, ams Offer GmbH, its affiliates and/or brokers acting on their behalf may, in compliance with applicable law, from time to time make certain purchases of, or arrangements to purchase, directly or indirectly, OSRAM Shares or any securities that are immediately convertible into, exchangeable for, or exercisable for, OSRAM Shares, other than pursuant to the Delisting Offer, before, during or after the period in which the Delisting Offer will remain open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases would be disclosed as required by law or regulation in Germany or other relevant jurisdictions.

This announcement may contain statements about ams AG and/or its subsidiaries (together the "ams Group") that are or may be "forward-looking statements".

Forward-looking statements include, without limitation, statements that typically contain words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "believe", "hope", "aims", "continue", "will", "may", "should", "would", "could", or other words of similar meaning. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. ams Group cautions you that forward-looking statements are not guarantees of the occurrence of such future events or of future performance and that in particular the actual results of operations, financial condition and liquidity, the development of the industry in which ams Group operates and the outcome or impact of the acquisition and related matters on ams Group may differ materially from those made in or suggested by the forward-looking statements contained in this announcement. Any forward-looking statements speak only as at the date of this announcement. Except as required by applicable law, ams Group does not undertake any obligation to update or revise publicly any forward-looking statement, whether as a result of new information, future events or otherwise.

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