



Declaration of compliance 2005

ELMOS Semiconductor AG has issued the following declaration required by Section 161 AktG and made it accessible to the shareholders. Management Board and Supervisory Board of ELMOS Semiconductor AG declare in compliance with Section 161 AktG:

“ELMOS Semiconductor AG complies with the recommendations of the “Government Commission German Corporate Governance Code” (in short: GCGC) in its version of June 2, 2005 with the following exceptions:

- The currently valid D&O insurance for Supervisory Board and Management Board does not provide for a retention for the board members (GCGC No. 3.8). Based on the undefined legal position concerning the individual board member’s personal liability, an adaptation of the insurance is currently not being realized.
- Even though the Management Board members’ remuneration is stated on the website as well as in the annual report divided into fixed components, success-dependent components, and components with a long-term incentive effect (share options), these statements are made in summarized and not individualized form (GCGC No. 4.2.4).
- The Supervisory Board members’ remuneration also consists of fixed and success-dependent components. Supervisory Board remuneration is stated on the website as well as in the annual report with reference to its components, yet not individualized. Remuneration paid by ELMOS Semiconductor AG to Supervisory Board members for individually performed services, in particular consultations and negotiations, is not individually stated in the notes to the consolidated financial statements (GCGC No. 5.4.5).”

Dortmund, December 2005

The Management Board

The Supervisory Board