



Elmos Semiconductor SE ESG Policies

Section:	Governance
Chapter:	Supervisory Board
Policy:	Supervisory Board and Audit Committee
Coverage:	Elmos Group
Supported UN SDGs:	 
Addressed GRI Standards:	2-9

Principles: The Supervisory Board of Elmos Semiconductor SE performs its duties in accordance with legal requirements, the Articles of Incorporation, its rules of procedure and any resolutions of the Supervisory Board, and in the interests of the company in consideration of the needs of the shareholders, the employees, and other stakeholders associated with the company. In addition, it complies with the recommendations of the German Corporate Governance Code (GCGC) with the exception of the few deviations recorded in the declaration of compliance. The Supervisory Board and Management Board work closely together for the company’s benefit and are committed to a sustainable increase of shareholder value.

Duties: For the Supervisory Board and Management Board of Elmos, corporate governance covers the implementation of responsible and sustainable business management with an appropriate transparency across all areas of the Group. They report annually about corporate governance in the corporate governance statement of the company. The Supervisory Board has the following duties, among others.

- Supervising and advising the Management Board on the management of the company
- Supervising and advising the Management Board on decisions of fundamental importance
- Discussing and consulting on the strategic alignment of the company
- Careful review and detailed discussion of reports and resolutions of the Management Board
- Discussing and reviewing all reports on significant business transactions
- Discussing and jointly adopting the Declaration of Conformity pursuant to § 161 of the German Stock Corporation Act (Aktiengesetz, AktG) with the Management Board
- Taking part in training and continuing education measures required for the tasks involved

In addition, the Supervisory Board also forms an Audit Committee. The Audit Committee performs its duties in accordance with legal requirements, the Articles of Incorporation of Elmos Semiconductor SE, and the rules of procedure of the Supervisory Board. The Audit Committee reports to the Supervisory Board on its activities. These activities are detailed below.

- Monitoring the accounting process
- Reviewing the effectiveness of the internal control system, the risk management system, and the internal audit system
- Selecting and overseeing the auditor (including the auditor’s independence)
- Discussing the risks associated with audits, the audit strategy and planning, and audit results with the auditor
- Reviewing compliance and sustainability reporting

Organization: Orally and in writing, the Management Board supplies the Supervisory Board in a regular and timely manner with comprehensive information on the company’s situation. Outside the framework of Supervisory Board meetings, the chairman and other members of the Supervisory Board are additionally informed about material business transactions by the CEO.

Composition: The Supervisory Board of Elmos Semiconductor SE has six members. Pursuant to the SE’s Participation Agreement, it consists of four shareholder representatives and two employee representatives. The representatives of the shareholders are elected by the Annual General Meeting; the employee representatives are elected by the staff. The composition of the Supervisory Board ensures the proper performance of its duties imposed by law and the company statute for the benefit of the company with the required expertise, competence, and professional and managerial experience.

Supervisory Board committees: The Supervisory Board has formed an Audit Committee. Due to the small size of the Supervisory Board, no further committees have been formed. Instead, relevant topics are considered by the entire board.

Independence: All four representatives of the shareholders on the Supervisory Board are considered independent. The Supervisory Board members Dr. Klaus Weyer and Prof. Dr. Günter Zimmer can be seen as independent despite their many years of service for the company. Their work on the Supervisory Board is characterized by extensive knowledge of the company’s business. Thanks to their long-standing experience and their impartial, objective powers of judgment, they make a significant contribution to the Supervisory Board’s successful work. Their many years of service to the Supervisory Board is merely one indicator of a potential lack of independence. An overall assessment required by the formal, typical indicators is necessary to judge the independence of Board members.

Requirements profile: The Supervisory Board has defined the goals and principles with respect to its composition and drafted a competence profile for the entire Board. It includes international experience, technical and entrepreneurial expertise, strategic vision including sustainability-related and future issues, knowledge of the company, industry-specific know-how and diversity, as well as experience in accounting, auditing, and internal control procedures.

In addition, the finance experts and members of the Audit Committee are required to have particular knowledge and experience in applying accounting principles, internal control systems (ICS), and risk management systems (RMS) including information security, as well as in the auditing of financial statements. Members of the Audit Committee are also required to have knowledge of sustainability-related topics and sustainability reporting.

Qualification matrix for the members of the Supervisory Board of Elmos Semiconductor SE

Competences	Dr. Klaus Weyer Chairman Chairman of audit committee Appointed until 2027	Prof. Dr. Günter Zimmer Vice Chairman Appointed until 2027	Dr. Dirk Hoheisel Supervisory Board member Audit committee member Appointed until 2027	Dr. Volkmar Tanneberger Supervisory Board member Appointed until 2027	Thomas Lehner Supervisory Board member Employee representative Appointed until 2027	Sven-Olaf Schellenberg Supervisory Board member Employee representative Appointed until 2027
Entire Supervisory Board						
Industry-specific expertise	x	x	x	x	x	x
Technical expertise	x	x	x	x	x	x
Long-standing knowledge of the Company	x	x			x	x
Business expertise	x	x	x	x		
International experience	x	x	x	x		
Strategic vision including sustainability-related and future issues	x	x	x	x	x	x
Independence	x	x	x	x		
Competences					Dr. Klaus Weyer Chairman	Dr. Dirk Hoheisel Vice Chairman
Audit committee						
Expertise in accounting and internal control and risk management systems including information security					x	x
Expertise in auditing					x	x
Expertise in sustainability topics and sustainability reporting					x	x

Qualification matrix: The table reflects the skills and abilities mentioned in the requirements profile and shows how the Supervisory Board members measure up.

Evaluation: The Supervisory Board performs regular self-assessments in keeping with the German Corporate Governance Code (GCGC).

ESG policies	Remuneration of the Supervisory Board
Accompanying documents	Code of Conduct for employees Anti-Corruption Guideline
Additional documents	Supervisory Board on the Elmos website Corporate Governance on the Elmos website
