

RULES OF PROCEDURE
for the Supervisory Board of
Elmos Semiconductor SE, Dortmund

The Supervisory Board of Elmos Semiconductor SE, Dortmund, Germany, adopted its Rules of Procedure at its meeting of May 22, 2020 for the first time and amended them on September 2, 2021 as follows:

§ 1

Basic principles

- 1.1 The Supervisory Board shall perform its duties in accordance with statutory provisions, the Articles of Incorporation, these Rules of Procedure and any resolutions of the Supervisory Board, as well as in the interests of the Company, taking into consideration the concerns of shareholders, employees and other groups associated with the Company (stakeholders). The Supervisory Board shall in particular advise the Management Board on the Company's management and monitor its management decisions.
- 1.2 No member of the Supervisory Board may pursue personal interests in his or her decisions or take advantage of business opportunities to which the Company is entitled for his or her own benefit. Each member of the Supervisory Board shall disclose to the Supervisory Board any conflicts of interest, in particular those that may arise as a result of a consultancy or board function with customers, suppliers, lenders, or other business partners. In the event of a material and not merely temporary conflict of interest of a Supervisory Board member, the member concerned must resign from the Supervisory Board.
- 1.3 The conclusion of contracts with and the granting of loans to individual Supervisory Board members by the Company require the approval of the Supervisory Board.
- 1.4 The Supervisory Board forms an Audit Committee.

§ 2

Chairperson and Vice Chairperson

- 2.1 The Supervisory Board elects a Chairperson and a Vice Chairperson from among its members by simple majority. The eldest of the Supervisory Board members shall chair the election.
- 2.2 The Chairperson of the Supervisory Board and its Vice Chairperson may resign from these offices at any time even without good cause by written declaration to all members of the Supervisory Board or to the Management Board. They shall remain members of the Supervisory Board.
- 2.3 The Chairperson of the Supervisory Board represents the Supervisory Board vis-à-vis the Management Board and in all other cases provided for by law or the Articles of Incorporation. He or she is authorized on behalf of the Supervisory Board to make the declarations required to implement its resolutions and to receive declarations addressed to the Supervisory Board.

§ 3

Meetings and adoption of resolutions

- 3.1 The Supervisory Board must hold two meetings per half-year period. The meetings shall be held at the Company's registered office or at another venue to be announced in the invitation.
- 3.2 The Chairperson of the Supervisory Board convenes the meetings of the Supervisory Board and sets the agenda. The Chairperson may instruct the Management Board or one of its members to issue the invitation. The invitation shall be sent in writing, by phone, email, fax or other suitable means of electronic communication with a notice period of two weeks and shall indicate the individual items on the agenda. In cases of urgency, the invitation may have a shorter notice period. The adoption of a resolution on an item on the agenda that was not included in the invitation is permissible only if no member of the Supervisory Board objects. Members present must declare their objection before the resolution is adopted. Members not present must object within a reasonable period to be determined by the Chairperson of the Supervisory Board.
- 3.3 Any member of the Supervisory Board may request the Chairperson to put items nominated by that member on the agenda. If the Chairperson of the Supervisory Board does not put such items on the agenda, the Supervisory Board shall decide on their discussion on request at the meeting on an ad hoc basis.
- 3.4 Meetings of the Supervisory Board may also be held in the form of a video conference or conference call by order of the Chairperson of the Supervisory Board. In addition, individual Supervisory Board members may be connected by video transmission or by phone. Supervisory Board members do not have the right to object to such instructions in accordance with sentences 1 and 2.
- 3.5 Resolutions of the Supervisory Board are generally adopted at Supervisory Board meetings. By order of the Chairperson of the Supervisory Board, resolutions may also be adopted outside meetings in writing, by phone, email, fax or any other suitable means of electronic communication, as well as in a combination of the aforementioned forms. There is no right to object to the form of resolution prescribed by the Chairperson of the Supervisory Board. Absent Supervisory Board members may participate in Supervisory Board votes by having other Supervisory Board members submit their written votes. Voting by fax shall be deemed equivalent to voting in writing if the original of the fax sent is signed in person by the Supervisory Board member voting in this way.
- 3.6 The Chairperson shall determine the order in which items on the agenda are discussed as well as the manner and the order of voting.
- 3.7 The Supervisory Board may decide by resolution to consult auditors, legal advisors and other external or in-house consultants for the performance of its duties. The Chairperson of the Supervisory Board may allow them or persons providing information to attend meetings of the Supervisory Board. He or she shall give the members of the Supervisory Board the opportunity to express any concerns they may have. The costs of consulting the aforementioned persons shall be borne by the Company.

§ 4

Transactions requiring approval

- 4.1 The Management Board requires the approval of the Supervisory Board for types of transactions specified by law and the Articles of Incorporation as well as for the following transactions of the Company:
- (a) divestments (with the exception of disposals of real estate) insofar as the value in the individual case is greater than 10% of the Group's total assets for the last completed fiscal year;
 - (b) closing of a company site if more than 20% of the Group's employees are employed at that site;
 - (c) debt financing measures insofar as the value in the individual case is greater than 20% of the Group's total assets for the last completed fiscal year; and
 - (d) adoption of the budget for the fiscal year.
- 4.2 The Supervisory Board may at any time make further types of the Management Board's transactions and measures subject to its approval. It may grant revocable approval in advance for a certain group of transactions in general or in case that the individual transaction will satisfy certain provisions.
- 4.3 Any transactions between the Company on the one hand and members of the Management Board or related parties, i.e., individuals or entities with whom or which they have a close personal relationship, require the approval of the Supervisory Board.

§ 5

Audit Committee

- 5.1 The Audit Committee shall perform its duties in accordance with statutory provisions, the Articles of Incorporation of Elmos Semiconductor SE and the Rules of Procedure of the Supervisory Board.
- 5.2 The Audit Committee is responsible for monitoring the accounting process and the effectiveness of the internal control system, the risk management system and the internal audit system as well as the audit of financial statements (including auditor independence and the additional services provided by the auditor) and compliance within the Company, as well as for reviewing financial accounting. The Audit Committee is also responsible for commissioning the audit engagement to the auditor, determining the focal points of the audit and agreeing the fee with the auditor. The Audit Committee regularly assesses the quality of the audit of financial statements.
- 5.3 The Audit Committee has two members elected by the Supervisory Board. The members of the Audit Committee appoint one of them its chairperson. The Audit Committee reports to the Supervisory Board on the performance of its duties.
- 5.4 The members of the Audit Committee in its entirety must be familiar with the business sector in which Elmos Semiconductor SE operates. At least one member must have expertise in the field of financial accounting and at least one other member must have expertise in the audit of financial statements.

§ 6
Secrecy

The members of the Supervisory Board shall maintain secrecy about the deliberations of the Supervisory Board, any information made available to the members of the Supervisory Board and in particular any confidential information and secrets of the Company, namely company or business secrets, which have become known to the members of the Supervisory Board in the performance of their duties.

§ 7
Honorary Chairperson

- 7.1 The Supervisory Board may appoint a person who has provided outstanding services to the Company Honorary Chairperson of the Supervisory Board. An Honorary Chairperson of the Supervisory Board has the rights of a Supervisory Board member only if he or she is also a member of the Supervisory Board.
- 7.2 The Supervisory Board has appointed Prof. Dr. Günter Zimmer Honorary Chairman of the Supervisory Board for life.

Dortmund, September 2, 2021

The Supervisory Board