



THE BRIDGE BETWEEN GERMANY AND CHINA SUCCESSFULLY REQUIRES A
AND TO KEEP WORKING AT ELMOS ON THE SIDE. FOLLOWING MY DIR
ILLS IN MY JOB AS PROCESS ENGINEER. RECRUITMENT WILL INCREAS
ES IN SUCH A WAY THAT **WE** WILL CONTINUE OUR SUCCESS IN THE MA
AVE MY SHARE OF RESPONSIBILITY FOR THE QUALITY OF OUR PRODUCT
IS NOT AN EASY THING TO ACCOMPLISH. I **LOVE** TO SEE HOW INITIAL P
D SOUL HAS BEEN PUT INTO IT. WITH FLEXIBLE WORKING HOURS AND
N PUSHING OUR RESEARCH ACTIVITIES. JOB TRAINING, EXTRA-OCCU
HAVE MY PART IN DEVELOPING THE ENERGY SAVING PRODUCTS OF TO
OCIETY. WE AT ELMOS ALWAYS WANT TO DEVELOP THE BEST SOLUTION
ONALITY, AND RELIABILITY. THIS IS **WHAT WE** AIM FOR EVERY SINGLE
ON TO MEETING THE TARGETS OF OUR CUSTOMERS AND GIVING T
ELPED CREATE THE FUTURE OF OUR ELMOS MOTOR DRIVERS FOR M
HOBBY. AND THE CASUAL WORKING ENVIRONMENT MAKES MY T
RING NEW IDEAS TO LIFE: THAT DESCRIBES WHAT I **DO** IN PRODUC
DUCTS AS AN OPERATOR. TEN YEARS AGO, I STARTED MY CAREER I
EVEN MEMBERS OF MY TEAM ORIGINALLY HAIL FROM THE U.S.,
TURES. INVITATION TO THE ANNUAL GENERAL MEETING 2012 AFTER

LOT OF PRODUCT KNOW-HOW AND CULTURAL EMPATHY. THAT'S MY
ECT JOB ENTRY AND A STINT AT OUR CALIFORNIAN SUBSIDIARY, I AM
NGLY GAIN IN IMPORTANCE IN THE FUTURE. IT IS MY GOAL TO SHAPE
RKET. ELMOS GIVES ME THE OPPORTUNITY TO KEEP DEVELOPING AS
TS AND PROCESSES. THIS DAILY CHALLENGE MAKES MY JOB TREMEN-
OUGH DRAFTS TURN INTO REAL PRODUCTS. SO, WHENEVER I GO TO
A CONSIDERATION OF INDIVIDUAL NEEDS, ELMOS PROVIDES AN EX-
PATIONAL STUDIES AND A STAY ABROAD – ALL THIS I HAVE ACHIEVED
MORROW. THIS IS HOW I AM MAKING MY CONTRIBUTION AT ELMOS
N FOR THE CUSTOMER. IT REQUIRES SPECIALIST KNOW-HOW TO SET
DAY. AS AN AUTOMOTIVE SEMICONDUCTOR SPECIALIST, ELMOS HAS
HEM 100% SATISFACTION AT EACH AND VERY STEP. THE POSITIVE
ANY YEARS NOW. AT ELMOS I STUDY THE BASICS OF IT AND APPLY
RAINING JUST AS MUCH FUN AS MY HOBBY DOES. INTERESTING
CTION AT ELMOS. AFTER COMPLETING MY TRAINING, I AM NOW
N PRODUCTION IN DORTMUND. IN 2006 I TOOK CHARGE OF PRO-
NDIA, CHINA, VIETNAM, AND SEVERAL EUROPEAN COUNTRIES.
MY TRAINING AT ELMOS I DECIDED TO GO TO UNIVERSITY AND TO KEEP

*The German version of this document is the only legally binding version.
This English translation is a convenience translation.*

13th Annual General Meeting on May 8, 2012

Agenda at a glance

1. Presentation of the adopted financial statements and the approved consolidated financial statements as of December 31, 2011, the management report for ELMOS Semiconductor Aktiengesellschaft and the group management report (respectively including the explanatory report of the Management Board in accordance with Section 176 (1) sentence 1 AktG (German Stock Corporation Act) on the disclosures required under takeover law pursuant to Sections 289 (4), 315 (4) HGB (German Commercial Code) and the explanatory report on the principal features of the internal control and risk management system with respect to the accounting process in accordance with Sections 289 (5), 315 (2) no. 5 HGB), and the report of the Supervisory Board for fiscal year 2011
2. Resolution on the appropriation of retained earnings
3. Resolution on the formal approval of the actions of the Management Board for fiscal year 2011
4. Resolution on the formal approval of the actions of the Supervisory Board for fiscal year 2011
5. Election of the auditor and group auditor for fiscal year 2012 and of the auditor for the review of the interim financial report on the first six months of fiscal year 2012
6. Resolution on the amendment to Section 9 of the articles of incorporation (remuneration of the Supervisory Board)

ELMOS Semiconductor Aktiengesellschaft
44227 Dortmund
ISIN DE0005677108
WKN: 567 710

Invitation to the 13th Annual General Meeting
of ELMOS Semiconductor Aktiengesellschaft,
44227 Dortmund, Germany
(ISIN DE0005677108 / WKN: 567 710)

Dear shareholders,

our 13th Annual General Meeting will be held on Tuesday, May 8, 2012, at 10:00 a.m. at Casino Hohensyburg, Hohensyburgstraße 200, 44265 Dortmund, Germany.

Agenda

- 1. Presentation of the adopted financial statements and the approved consolidated financial statements as of December 31, 2011, the management report for ELMOS Semiconductor Aktiengesellschaft and the group management report (respectively including the explanatory report of the Management Board in accordance with Section 176 (1) sentence 1 AktG (German Stock Corporation Act) on the disclosures required under takeover law pursuant to Sections 289 (4), 315 (4) HGB (German Commercial Code) and the explanatory report on the principal features of the internal control and risk management system with respect to the accounting process in accordance with Sections 289 (5), 315 (2) no. 5 HGB), and the report of the Supervisory Board for fiscal year 2011**
Upon the convening of the Annual General Meeting, the above-mentioned documents are made available at the offices of ELMOS Semiconductor Aktiengesellschaft (Heinrich-Hertz-Straße 1, 44227 Dortmund, Germany) for inspection by the shareholders during business hours and they are also available on the Internet at www.elmos.com. The documents will be sent to the shareholders by mail free of charge upon request, too. Furthermore, they will be on display at the Annual General Meeting for inspection by the shareholders.

According to legal regulations, no resolution is scheduled with respect to agenda item 1 as the Supervisory Board has already approved the financial statements and the consolidated financial statements.

2. Resolution on the appropriation of retained earnings

Management Board and Supervisory Board propose that a dividend of EUR 0.25 per share be paid out of the retained earnings of ELMOS Semiconductor Aktiengesellschaft of EUR 74,408,092.89 reported for fiscal year 2011 and that the remaining amount of EUR 69,581,024.39 be carried forward to new accounts.

The proposal for the appropriation of retained earnings takes into account treasury shares held by the company (105,931 shares at present) that are not entitled to dividend. If the number of shares entitled to dividend for fiscal year 2011 changes up to the date of the General Meeting, an accordingly adjusted proposal for the appropriation of retained earnings will be made to the General Meeting, providing for an unchanged dividend of EUR 0.25 per no-par share entitled to dividend.

3. Resolution on the formal approval of the actions of the Management Board for fiscal year 2011

Supervisory Board and Management Board propose that the actions of the acting members of the Management Board in fiscal year 2011 be formally approved for this period.

4. Resolution on the formal approval of the actions of the Supervisory Board for fiscal year 2011

Management Board and Supervisory Board propose that the actions of the acting members of the Supervisory Board in fiscal year 2011 be formally approved for this period.

It is intended to have the Annual General Meeting vote on the formal approval of the actions of the members of the Supervisory Board separately for each Supervisory Board member.

5. Election of the auditor and group auditor for fiscal year 2012 and of the auditor for the review of the interim financial report on the first six months of fiscal year 2012

The Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Dortmund, be appointed auditor and group auditor for fiscal year 2012 as well as auditor for the review of the interim financial report on the first six months of fiscal year 2012.

6. Resolution on the amendment to Section 9 of the articles of incorporation (remuneration of the Supervisory Board)

The members of the Supervisory Board of ELMOS Semiconductor Aktiengesellschaft currently receive fixed and variable remuneration in accordance with Section 9 of the company's articles of incorporation, in addition to the reimbursement of their expenses. The company decided at its twelfth Annual General Meeting on May 17, 2011 to introduce a remuneration component for the Supervisory Board that is oriented toward the long-term business success (see item 6 of the agenda for the twelfth Annual General Meeting). The adopted amendment to Section 9 of the company's articles of incorporation provides that generally 25 percent of the fixed remuneration and 100 percent of the variable remuneration shall be paid in the company's shares. Sustainability and thus long-term incentive effects shall be achieved particularly by the definition of a holding period of three calendar years for the shares granted by way of remuneration from the shares' respective grant date. The amendment now proposed provides for 50 percent of the variable remuneration to be paid in cash and 50 percent to be paid in shares of the company insofar as the company is authorized to utilize own shares for this purpose and to the extent the company holds treasury shares as of the due date of the remuneration claim. The increase of the cash component is intended to assure that the members of the Supervisory Board have sufficient liquidity at the time they receive the shares to meet their tax obligations due to the shares granted them. The amounts of the fixed and variable remuneration of the Supervisory Board members shall remain unaffected by this amendment.

Management Board and Supervisory Board therefore propose that the following resolution be passed: Section 9 (2) of the company's articles of incorporation is suspended and rephrased as follows:

"9.2 25 percent of the fixed remuneration and 50 percent of the variable remuneration shall be paid in the company's shares insofar as the company is authorized to utilize own shares for this purpose and to the extent the company holds treasury shares as of the due date of the remuneration claim. Otherwise the remuneration shall be paid in cash. The value

of the shares shall be determined by the average closing price of the company's stock on Xetra (or a comparable successor system) in Frankfurt/Main of the twenty trading days before the due date of remuneration. If the result includes a fraction of a full share, the number of shares shall be rounded down and the difference be paid in cash. For the shares received by way of remuneration, a holding period of three calendar years applies as of the shares' respective grant date."

Total numbers of shares and voting rights

The company's share capital comes to EUR 19,414,205 as of the convening of the Annual General Meeting and is divided into 19,414,205 no-par ordinary bearer shares. Each no-par share grants one vote in the General Meeting.

Please note that the company holds 105,931 treasury shares as of the convening of the Annual General Meeting. In accordance with Section 71b AktG (German Stock Corporation Act), the company cannot derive any rights from these shares, particularly no voting rights.

Participation in the Annual General Meeting

According to Section 11 of the company's articles of incorporation, shareholders are entitled to participate in the Annual General Meeting and to exercise of voting rights if they register their participation with the company at the following address and submit special proof of their share ownership issued by their depository bank to the following address:

ELMOS Semiconductor Aktiengesellschaft
c/o Deutsche Bank Aktiengesellschaft
Securities Production
- General Meetings -
Postfach 20 01 07
60605 Frankfurt am Main, Germany
Fax: +49 69 12012 86045
E-mail: WP.HV@Xchanging.com

The proof of share ownership must refer to the point in time as defined by the German Stock Corporation Act, i.e. the beginning of the 21st day prior to the General Meeting (record date), thus to the **beginning of April 17, 2012**, and must be received by the compa-

ny together with the registration before **midnight of May 1, 2012** at said address. Registration and proof of share ownership must be in text form (Section 126b BGB (German Civil Code)), composed either in German or English.

Entitlement to participation and the scope of voting rights exclusively correspond with the shareholder's share ownership as of the record date. The record date does not have a blocking effect on the marketability of shareholdings. Even in the case of the entire or partial sale of shareholdings subsequent to the record date, the shareholder's share ownership as of the record date remains the sole deciding quantity for participation and scope of voting rights; i.e. the sale of shares subsequent to the record date has no effect on the entitlement to participation and the scope of voting rights. The same applies for the acquisition of shares after the record date. Those who do not own any shares as of the record date and become shareholders at a later time are not entitled to participate or exercise any voting rights unless they are insofar empowered or authorized to exercise such rights. The record date has no relevance to the entitlement to dividend.

Upon the company's receipt of registration and proof of share ownership, tickets of admission to the Annual General Meeting will be sent to the shareholders by the registration office. In order to assure the timely receipt of admission tickets, we kindly ask our shareholders to request a ticket of admission to the Annual General Meeting from their depositary bank in good time. In this case, the required registration and the proof of share ownership are provided by the depositary bank.

Proxy voting procedure

Granting power of proxy

Voting rights may be exercised by proxies. If neither a credit institution nor a shareholders' association nor another entity comparable to a credit institution in accordance with Section 135 (8) and (10) AktG (German Stock Corporation Act) is authorized, the power of proxy, its revocation, and the proof of proxy to the company must be furnished at least in text form (Section 134 (3) sentence 3 AktG in conjunction with Section 126b BGB (German Civil Code)).

For our shareholders' convenience, we provide the option for them to authorize proxies nominated by the company. The power of proxy and its revocation require at least text form in this case as well (Section 134 (3) sentence 3 AktG in conjunction with Section 126b BGB). If a proxy nominated by the company is authorized, the power of proxy must be accompanied by voting instructions. The company-nominated proxies are obligated to vote according to the shareholders' instructions.

In the case of proxy voting, the submission of registration and proof of share ownership must be made in due time according to the above-mentioned regulations as well.

Statutory provisions apply, Section 135 AktG in particular, to granting the power of proxy to credit institutions, shareholders' associations, or other entities comparable to a credit institution in accordance with Section 135 (8) and (10) AktG, as well as to revoking and giving proof of the power of proxy. Credit institutions, shareholders' associations, and other entities comparable to a credit institution in accordance with Section 135 (8) and (10) AktG may have special regulations for the procedure of their own authorization. Shareholders are therefore kindly asked to contact the entity to be authorized in good time in consideration of potential special requirements for the form of granting power of proxy.

Submission of the power of proxy to the company

Proof of the power of proxy must be either furnished by the proxy at the day of the Annual General Meeting or submitted by way of declaration to the company prior to the Annual General Meeting to:

Hauptversammlungsstelle der
ELMOS Semiconductor AG
Heinrich-Hertz-Straße 1
44227 Dortmund, Germany
Fax: +49 (0)231/7549-548
E-mail: hauptversammlung@elmos.com

On the day of the Annual General Meeting, the only place available for furnishing proof of the power of proxy is at the registration desk at Casino Hohensyburg, Hohensyburgstraße 200, 44265 Dortmund, Germany, from 9:00 a.m. to just before the beginning of voting procedures. Shareholders who intend to authorize proxies nominated by the company prior to the Annual General Meeting are asked for organizational considerations to please submit the power of proxy and the voting instructions before **midnight of May 4, 2012 (company's receipt)** by mail, fax, or e-mail to the following address:

ELMOS Semiconductor AG
c/o ITTEB GmbH & Co. KG
Vogelanger 25
86937 Scheuring, Germany
Fax: +49 (0)8195 – 99 89 664
E-mail: elmos2012@itteb.de

Provision of proxy forms

Shareholders who have registered according to Section 11 of the company's articles of incorporation receive a proper form for granting the power of proxy as part of the ticket of admission. In addition, a proxy form is available on the company's website for download at www.elmos.com/english/investor-relations/annual-general-meeting.

Shareholders' rights (motions, election proposals, requests for information)

1. Supplements to the agenda

Shareholders whose combined share ownership comes to a twentieth of the share capital or the proportionate amount of EUR 500,000 (corresponding with 500,000 shares) are entitled to request, in accordance with Section 122 (2) AktG (German Stock Corporation Act), that topics are put on the agenda and announced. Each new topic must be accompanied by an explanatory statement or a resolution proposal. The request must be directed to the company's Management Board in writing. It must be received by the company at least 30 days prior to the day of the General Meeting, not including the day of receipt and the day the General Meeting is held. The last possible date of receipt is thus **Saturday, April 7, 2012 before midnight**.

We kindly ask to submit any requests for supplements to the agenda to the following address:

Vorstand der ELMOS Semiconductor Aktiengesellschaft
Heinrich-Hertz-Straße 1
44227 Dortmund, Germany

Any supplements to the agenda subject to announcement – unless announced already upon the convening of the AGM – are announced in the electronic Federal Gazette promptly upon the request's receipt and transmitted for publication to media outlets of which it can be expected that they distribute the information throughout the entire European Union. They are also announced on the Internet at www.elmos.com/english/investor-relations/annual-general-meeting.

2. Countermotions and election proposals

In accordance with Section 126 (1) AktG (German Stock Corporation Act), each shareholder is entitled to submit countermotions with regard to the resolution proposals on the agenda items. If countermotions are meant to be made accessible by the company, it must receive them together with an explanatory statement and proof of shareholder capacity at least 14 days prior to the Annual General Meeting, i.e. **before midnight of April 23, 2012**, at the following address:

Hauptversammlungsstelle
ELMOS Semiconductor Aktiengesellschaft
Heinrich-Hertz-Straße 1
44227 Dortmund, Germany
Fax: +49 (0)231/7549-548
E-mail: hauptversammlung@elmos.com

Otherwise addressed countermotions will not be made accessible. Subject to Section 126 (2) and (3) AktG, shareholders' countermotions to be made accessible will be released on the Internet at www.elmos.com/english/investor-relations/annual-general-meeting together with the shareholder's name and the explanatory statement as well as any corresponding statements by the administration.

In accordance with Section 127 AktG, these provisions apply analogously to a shareholder's proposal for the election of Supervisory Board members or auditors. Those proposals do not require explanatory statements, though. In addition to the reasons named in Section 126 (2) AktG, the Management Board does not have to make an election proposal accessible if the proposal does not contain the candidate's name, actual occupation, and place of residence. Proposals for the election of Supervisory Board members do also not have to be made accessible if they do not contain information on the Supervisory Board candidates' membership in other statutory supervisory boards pursuant to Section 125 (1) sentence 5 AktG. However, the election of Supervisory Board members is not on the agenda this year.

Even if countermotions and election proposals are submitted to the company in advance, they will be regarded in the Annual General Meeting only if they are proposed or submitted orally in the General Meeting again. The shareholders' right to propose countermotions or submit election proposals at the General Meeting even without prior submission to the company remains unaffected.

3. Requests for information

In accordance with Section 131 (1) AktG (German Stock Corporation Act), the Management Board must give information on the company's matters upon any shareholder's request at the General Meeting insofar as the information is necessary for the proper assessment of an item on the agenda and no right to withhold information applies. The Management Board's duty to provide information also includes the legal and business relationships ELMOS Semiconductor Aktiengesellschaft maintains with its affiliates. The duty to provide information furthermore includes the situation of the ELMOS Semiconductor Group and the subsidiaries included in the consolidated financial statements of ELMOS Semiconductor Aktiengesellschaft.

4. Further explanations

More detailed explanations of the shareholders' rights in accordance with Sections 122 (2), 126 (1), 127, and 131 (1) AktG (German Stock Corporation Act) are available on the Internet at www.elmos.com/english/investor-relations/annual-general-meeting.

Release of the invitation to the Annual General Meeting and of other documents relating to the Annual General Meeting

The information to be made accessible on the company's website in accordance with Section 124a AktG (German Stock Corporation Act), particularly the convening of the General Meeting, the documents to be made available to the shareholders at the General Meeting, shareholders' motions, and further information, is available on the Internet at www.elmos.com/english/investor-relations/annual-general-meeting.

Voting results are announced after the General Meeting at the same Internet address.

The convening of the Annual General Meeting is announced in the electronic Federal Gazette of March 23, 2012 and transmitted for publication to media outlets of which it can be expected that they distribute the information throughout the entire European Union.

Internet broadcast of the General Meeting

All shareholders of ELMOS Semiconductor Aktiengesellschaft and the interested public may follow the entire length of the Annual General Meeting live on the Internet (www.elmos.com) on May 8, 2012 starting at 10:00 a.m., by order of the chairman of the Annual General Meeting. Unrestricted online access to the live webcast will be made available at www.elmos.com/english/investor-relations/annual-general-meeting.

Dortmund, March 2012

ELMOS Semiconductor Aktiengesellschaft
The Management Board

Information

Admission

The doors to the Annual General Meeting will open on May 8, 2012 at 9:00 a.m.

Parking

Parking spaces are available at Casino Hohensyburg to our guests during the General Meeting. We kindly ask you to show your parking tickets upon registration so that we can exchange them for parking vouchers that provide for free parking.

Bus transfer from/to Dortmund bus terminal


At the Dortmund bus terminal – **on the north side of the central station** –, a free bus transfer to our Annual General Meeting at Casino Hohensyburg is available at 9:00 a.m., provided by the company Horn-Reisen. The bus departs from Casino Hohensyburg at 1:00 p.m. and goes back to the Dortmund bus terminal.

Public transport

Starting at 2:03 p.m., the casino bus departs hourly from Casino Hohensyburg and goes to the Dortmund bus terminal.

Directions



Casino Hohensyburg
Hohensyburgstraße 200 
44265 Dortmund
Germany

On the A1 from Cologne, take the exit “Hagen-Nord”. Follow the signposts showing the way to Casino Hohensyburg from there.

Coming from A44 or A2, follow the signs to Dortmund-Zentrum. Take southbound B54 from the city to Casino Hohensyburg.

On the A45, take the exit “Dortmund-Süd” in the direction of Hohensyburg. Follow the signposts showing the way to Casino Hohensyburg after the exit.

ASIA IS AN IMPORTANT GROWTH MARKET FOR ELMOS. TO CROSS THE JOB. AFTER MY TRAINING AT ELMOS I DECIDED TO GO TO UNIVERSITY NOW ABLE TO SHARE THE FULL RANGE OF MY KNOWLEDGE AND SKI THE ADVANCED TRAINING OF OUR CURRENT AND FUTURE EMPLOYE A PROFESSIONAL. AS MANAGER OF MODULE PROCESS ANALYSIS, I HA DOUSLY EXCITING. EVEN TODAY, BALANCING FAMILY AND A CAREER THE CUSTOMER WITH A PRODUCT, I KNOW HOW MUCH HEART AND CITING WORKING ENVIRONMENT, ENABLING ME TO JOIN MY TEAM I WITH ELMOS. NOW, AFTER EARNING MY GRADUATE DEGREE, I WILL H TO CREATING A PROMISING FUTURE, BOTH FOR MYSELF AND FOR SO OURSELVES APART FROM THE MARKET THROUGH CHIP SIZE, FUNCTI HIGH QUALITY AWARENESS. AS PROJECT MANAGER, I PAY ATTENTI FEEDBACK PROVES THAT ELMOS IS DOING A GOOD JOB. I HAVE HE THEM ON THE JOB. THIS ALLOWS ME TO MAKE A CAREER OF MY I ASSIGNMENTS, NICE COLLEAGUES, AND THE OPPORTUNITY TO B RESPONSIBLE FOR THE RELIABLE MANUFACTURING OF OUR PRO CESSION ENGINEERING AT OUR SUBSIDIARY IN CALIFORNIA. THE EL I ENJOY MANAGING SUCH A DIVERSITY OF PRODUCTS AND CU

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