



360° Elmos  
Invitation to the  
Annual General Meeting 2013

## 14<sup>th</sup> Annual General Meeting on May 24, 2013

### Agenda at a glance

1. Presentation of the adopted separate financial statements and the approved consolidated financial statements as of December 31, 2012, the Management Board's 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 2012
2. Resolution on the appropriation of retained earnings
3. Resolution on the formal approval of the actions of the Management Board for fiscal year 2012
4. Resolution on the formal approval of the actions of the Supervisory Board for fiscal year 2012
5. Election of the auditor and group auditor for fiscal year 2013 and of the auditor for the review of the interim financial report for the first six months of fiscal year 2013
6. Resolution on the approval to a profit-and-loss transfer agreement between Elmos Semiconductor Aktiengesellschaft and GED Gärtner-Electronic-Design GmbH
7. Resolution on the amendment to the Articles of Incorporation

ELMOS Semiconductor Aktiengesellschaft  
44227 Dortmund; Germany  
ISIN DE0005677108  
WKN: 567 710

Invitation to the 14<sup>th</sup> Annual General Meeting of ELMOS Semiconductor Aktiengesellschaft, 44227 Dortmund, Germany (ISIN DE0005677108 / WKN: 567 710)

Dear shareholders,

our 14<sup>th</sup> Annual General Meeting will be held on Friday, May 24, 2013, at 10:00 a.m. at Casino Hohensyburg, Hohensyburgstraße 200, 44265 Dortmund, Germany.

#### Agenda

- 1. Presentation of the adopted separate financial statements and the approved consolidated financial statements as of December 31, 2012, the Management Board's 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 2012**

Upon the convening of the Annual General Meeting, the above-mentioned documents are available on the Company's website at [www.elmos.com](http://www.elmos.com) on the Internet. The documents will also 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 separate 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 0.25 Euro per share be paid out of the retained earnings of Elmos Semiconductor Aktiengesellschaft of 69,587,740.30 Euro reported for fiscal year 2012 and that the remaining amount of 64,777,648.30 Euro be carried forward to new accounts.

The proposal for the appropriation of retained earnings takes into account treasury shares held by the Company (375,337 shares at present) that are not entitled to dividend. If the number of shares entitled to dividend for fiscal year 2012 changes up to the date of the Annual General Meeting, an accordingly adjusted proposal for the appropriation of retained earnings will be made to the Annual

General Meeting, providing for an unchanged dividend of 0.25 Euro per no-par share entitled to dividend.

**3. Resolution on the formal approval of the actions of the Management Board for fiscal year 2012**

Supervisory Board and Management Board propose that the actions of the acting members of the Management Board in fiscal year 2012 be formally approved for this period.

**4. Resolution on the formal approval of the actions of the Supervisory Board for fiscal year 2012**

Management Board and Supervisory Board propose that the actions of the acting members of the Supervisory Board in fiscal year 2012 be formally approved for this period.

It is intended to have the Annual General Meeting vote separately on the approval of the actions of the individual members of the Supervisory Board.

**5. Election of the auditor and group auditor for fiscal year 2013 and of the auditor for the review of the interim financial report for the first six months of fiscal year 2013**

The Supervisory Board proposes that Warth & Klein Grant Thornton AG

Wirtschaftsprüfungsgesellschaft, Düsseldorf, be appointed auditor and group auditor for fiscal year 2013 as well as auditor for the review of the interim financial report on the first six months of fiscal year 2013.

**6. Resolution on the approval to a profit-and-loss transfer agreement between Elmos Semiconductor Aktiengesellschaft and GED Gärtner-Electronic-Design GmbH**

Elmos Semiconductor Aktiengesellschaft (hereinafter referred to as “Elmos”) and GED Gärtner-Electronic-Design GmbH (hereinafter referred to as “GED”), a wholly-owned subsidiary of Elmos, have concluded a profit-and-loss transfer agreement on March 14, 2013. Management Board and Supervisory Board propose that the conclusion of the profit-and-loss transfer agreement be approved.

The profit-and-loss transfer agreement between Elmos and GED has the following wording:

“Section 1 Transfer of profits / Assumption of losses

- (1) GED undertakes to transfer its entire profits to Elmos – subject to the appropriation to or release of other retained earnings pursuant to paragraph 2 – beginning as of the entity’s fiscal year in which the existence of this agreement is entered in the commercial register respon-

- sible for the location of the registered office of GED and in accordance with the provisions of Section 301 AktG (German Stock Corporation Act) in its respectively valid version, i.e. under the conditions for profit-and-loss transfer agreements with stock corporations therein defined and to the extent therein stipulated.
- (2) With the consent of Elmos, GED may appropriate amounts from the annual net income to other retained earnings (Section 272 (3) HGB (German Commercial Code)), provided that this is permitted under commercial law and economically justified based on reasonable business judgment. Amounts appropriated to surplus reserve (Section 272 (3) HGB) during the term of this agreement shall be released upon request by Elmos and used to compensate an annual net loss or be transferred as profits. The transfer of amounts from the release of other retained earnings according to sentence 2 existing prior to the date of this agreement shall be excluded. Amounts from the release of additional paid-in capital pursuant to Section 272 (2) no. 4 HGB shall neither be transferred nor used to compensate an annual net loss.
  - (3) Elmos undertakes to compensate any annual net loss of GED according to the provisions of Section 302 AktG in its respectively valid version, i.e. under the conditions for profit-and-loss transfer agreements with stock corporations therein defined and to the extent therein stipulated.
  - (4) Profit or loss shall be ascertained as of the reporting date of the financial statements of GED as value date. The obligation for the transfer of profits or the assumption of losses resulting from the statement of accounts shall arise as of the reporting date of GED and shall fall due at that date.
  - (5) The payment obligation shall be fulfilled no later than three months after the adoption of the annual financial statements of GED. It bears interest from the due date until settlement by payment or by entry in the clearing accounts maintained by Elmos and GED in accordance with Sections 352, 353 HGB.

## Section 2 Effectiveness and term

- (1) The agreement is concluded subject to the consent of the partners' meeting of GED and the consent of the Annual General Meeting of Elmos. It becomes effective upon entry of its existence in the commercial register responsible for the location of the registered office of GED with retroactive force as of the beginning of the fiscal year of GED during which this agreement becomes effective.
- (2) This agreement has a fixed term of five full years as of the beginning of the fiscal year of GED during which the agreement is entered in the commercial register responsible for the location of the registered office of GED. The agreement is extended by another year respectively, subject to the same right of cancellation, unless it is cancelled by one of the parties no later than six months before it expires. Insofar as the end of the term according to sentence 1 or an extension according to sentence 2 does not coincide with the end of a fiscal year of GED, the term is extended until the end of the respective current fiscal year. Cancellation of the agreement must be in writing.
- (3) The right to cancel the agreement for good cause without observance of a cancellation period shall remain unaffected. Elmos is particularly entitled to cancellation for good cause if it does not have the majority of voting rights granted by shares in GED anymore or if the conditions of a corporate tax entity according to the respectively valid provisions of the German Corporate Income Tax Act are not met anymore. Elmos is also entitled to cancellation for good cause if one of the parties is reorganized in accordance with the provisions of the German Transformation Act ("Umwandlungsgesetz") unless the agreement is not terminated already as a legal consequence of such transformation. In the event of a cancellation for good cause, Elmos is merely obligated to compensate the proportionate losses incurred by GED until the termination of the contract due to cancellation for good cause. Likewise, GED is merely obligated to transfer proportionate profits until the termination of the contract due to cancellation for good cause.
- (4) Upon termination of the contract, Elmos is obligated to offer security to the creditors of GED in accordance with Section 303 AktG.

### Section 3 Final provisions

- (1) The parties agree that German law shall apply.

Should any provision of this agreement be or become ineffective or unenforceable in whole or in part or should this agreement contain a gap, this shall not affect the validity of the remaining provisions of the agreement. In place of the ineffective or unenforceable provision, the parties shall agree on an effective or enforceable provision which in its economic effect comes as close as legally possible to that of the ineffective or unenforceable provision. In the event of a gap in the agreement, the parties shall agree on a provision that would have been intended, in light of the object and purpose of the agreement, had they considered the point on executing the agreement.”

The Management Board of Elmos has given a joint report together with the management of GED on the profit-and-loss transfer agreement pursuant to Section 293a AktG (German Stock Corporation Act), providing a detailed discussion and explanation of the agreement and its subject matter in legal and economic terms.

As GED is a wholly-owned subsidiary of Elmos, a review of the profit-and-loss transfer agreement was not required under Section 293b (1) AktG. Compensation in accordance with Section 304 AktG is not granted. An obligation to pay compensation in accordance with Section 305 AktG did not have to be provided for.

Upon the convening of the Annual General Meeting, the following documents are made available on the Company’s website at [www.elmos.com/english/investor-relations/annual-general-meeting](http://www.elmos.com/english/investor-relations/annual-general-meeting) on the Internet:

- > the profit-and-loss transfer agreement between Elmos and GED;
- > the joint report of the Management Board of Elmos and the management of GED according to Section 293a AktG;
- > the financial reports and the management reports of Elmos for fiscal years 2010, 2011 and 2012;
- > the financial statements of GED for fiscal years 2010, 2011 and 2012.

The above-mentioned documents will also be on display at the Annual General Meeting on May 24, 2013 for inspection by the shareholders.

## 7. Resolution on the amendment to the Articles of Incorporation

Elmos Semiconductor Aktiengesellschaft has redesigned its logo. In line with the redesign, the Company name shall no longer be ELMOS Semiconductor Aktiengesellschaft, using capital letters, but Elmos Semiconductor Aktiengesellschaft from now on.

Management Board and Supervisory Board propose that the following resolution be passed:

Section 1 of the Articles of Incorporation is suspended and rephrased as follows:

“The name of the Company is

**Elmos Semiconductor Aktiengesellschaft**

The Company has its registered office in Dortmund.”

Moreover, the Company’s Articles of Incorporation refer to the “electronic Federal Gazette” in Sections 10.2 and 14.1. It has meanwhile been renamed “Federal Gazette”. The Articles of Incorporation shall therefore be adjusted to this new term.

Management Board and Supervisory Board propose that the following resolution be passed:

Section 10.2 of the Articles of Incorporation is suspended and rephrased as follows:

“The General Meeting is convened by the Management Board’s announcement in the Federal Gazette. The General Meeting shall be convened – unless a shorter notice period is permitted by law – no later than thirty days prior to the day of the General Meeting. The notice period is extended by the days of the registration period. The day the General Meeting is convened and the day the General Meeting is held shall not be considered for determining the notice period.”

Section 14.1 of the Articles of Incorporation is suspended and rephrased as follows:

“The Company’s announcements shall be made exclusively in the Federal Gazette unless otherwise provided by mandatory law in the individual case.”

It is intended to have the Annual General Meeting vote on the amended version of Section 1 of the Articles of Incorporation separately from the amended version of Sections 10.2, 14.1 of the Articles of Incorporation.



### Total numbers of shares and voting rights

The Company's share capital comes to 19,615,705 Euro as of the convening of the Annual General Meeting and is divided into 19,615,705 no-par ordinary bearer shares. Each no-par share grants one vote in the General Meeting.

Please take note that the Company currently holds 375,337 treasury shares. 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 the 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 depositary 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 May 3, 2013**, and must be received by the Company together with the registration before **midnight of May 17, 2013** 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 quanti-

ty 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 depository bank in good time. In this case, the required registration and the proof of share ownership are provided by the depository 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 accor-

dance with Section 135 (8) and (10) AktG (German Stock Corporation Act) is authorized as a proxy, the power of proxy, its revocation, and proof of the power 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 they wish to authorize 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 the following address:

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

On the day of the Annual General Meeting, the only place available for furnishing proof of the power of proxy is the registration desk at Casino Hohensyburg, Hohen-

syburgstraße 200, 44265 Dortmund, 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 21, 2013 (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: [elmos2013@itteb.de](mailto:elmos2013@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 for download on the Company's website at [www.elmos.com/englisch/investor-relations/annual-general-meeting](http://www.elmos.com/englisch/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 500,000 Euro (corresponding with 500,000 shares) are entitled to request, in accordance with Section 122 (2) AktG (German Stock Corporation Act), that topics of their choice be announced and put on the agenda. Each new topic must be accompanied by an explanatory statement or a resolution proposal. The request must be addressed 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 admissible date of receipt is thus Tuesday, **April 23, 2013 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 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/englisch/investor-relations/annual-general-meeting](http://www.elmos.com/englisch/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, the Company 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 May 9, 2013**, 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](mailto: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/englisch/investor-relations/annual-general-meeting](http://www.elmos.com/englisch/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 pro-

posed or submitted orally in the General Meeting again. The shareholders' rights to propose countermotions or submit election proposals at the General Meeting even without prior submission to the Company remain 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/englisch/investor-relations/annual-general-meeting](http://www.elmos.com/englisch/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/englisch/investor-relations/annual-general-meeting](http://www.elmos.com/englisch/investor-relations/annual-general-meeting).

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

The convening of the Annual General Meeting is announced in the Federal Gazette of April 11, 2013 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 Annual 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](http://www.elmos.com)) on May 24, 2013 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/englisch/investor-relations/annual-general-meeting](http://www.elmos.com/englisch/investor-relations/annual-general-meeting).

Dortmund, April 2013

Elmos Semiconductor Aktiengesellschaft  
The Management Board

## Information

### Admission

The doors to the Annual General Meeting will open on May 24, 2013 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 ticket upon registration so that we can exchange it for a parking voucher that provides for free parking.

### Bus transfer from/to Dortmund bus terminal

At the Dortmund bus terminal, 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, headed for the Dortmund bus terminal.

## Directions

- > On the A1 from Cologne, take the exit "Hagen-Nord". Follow the signposts showing the way to Casino Hohensyburg from there.
- > Coming from either A44 or A2, follow the signs to the city, "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.





**Elmos Semiconductor AG**

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