



Invitation to the
Annual General Meeting 2014

May 13, 2014, 10:00 a.m.
Casino Hohensyburg
Dortmund, Germany

15th Annual General Meeting on May 13, 2014 – Agenda at a glance

1. Presentation of the adopted separate financial statements and the approved consolidated financial statements as of December 31, 2013, the Management Board's management report for Elmos Semiconductor Aktiengesellschaft and the group management report (including, respectively, 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 2013
2. Resolution on the appropriation of retained earnings
3. Resolution on the formal approval of the actions of the Management Board for fiscal year 2013
4. Resolution on the formal approval of the actions of the Supervisory Board for fiscal year 2013
5. Election of the auditor and group auditor for fiscal year 2014 and of the auditor for the review of the interim financial report for the first six months of fiscal year 2014
6. Resolution on the non-disclosure of information pursuant to Section 285 no. 9 lit. a) sentences 5 to 8 HGB and Sections 315a (1), 314 (1) no. 6 lit. a) sentences 5 to 8 HGB in the separate and consolidated financial statements (exemption from the obligation of the disclosure of the remuneration of the individual members of the Management Board)

Elmos Semiconductor Aktiengesellschaft
44227 Dortmund, Germany
ISIN DE0005677108
WKN: 567 710

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

Invitation to the 15th Annual General Meeting
of Elmos Semiconductor Aktiengesellschaft,
44227 Dortmund, Germany
(ISIN DE0005677108 / WKN: 567 710)

Dear shareholders,

our 15th Annual General Meeting will be held on Tuesday, May 13, 2014, 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, 2013, the Management Board's management report for Elmos Semiconductor Aktiengesellschaft and the group management report (including, respectively,**

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 2013

The above-mentioned documents are available on the Company's website at www.elmos.com/english/investor-press/annual-general-meeting on the Internet upon the convening of the Annual General Meeting. 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 65,866,660.51 Euro reported for fiscal year 2013 and that the remaining amount of 61,029,938.51 Euro be carried forward to new accounts.

The proposal for the appropriation of retained earnings takes into account treasury shares held by the Company (327,697 shares at present) that are not entitled to dividend. If the number of shares entitled to dividend for fiscal year 2013 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 2013

Supervisory Board and Management Board propose that the actions of the acting members of the Management Board in fiscal year 2013 be formally approved for this period.

4. Resolution on the formal approval of the actions of the Supervisory Board for fiscal year 2013

Management Board and Supervisory Board propose that the actions of the acting members of the Supervisory Board in fiscal year 2013 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 2014 and of the auditor for the review of the interim financial report for the first six months of fiscal year 2014

The Supervisory Board proposes that Warth & Klein Grant Thornton AG Wirtschaftsprüfungsgesellschaft, Düsseldorf, be appointed auditor and group auditor for fiscal year 2014 as well as auditor for the review of the interim financial report for the first six months of fiscal year 2014.

6. Resolution on the non-disclosure of information pursuant to Section 285 no. 9 lit. a) sentences 5 to 8 HGB and Sections 315a (1), 314 (1) no. 6 lit. a) sentences 5 to 8 HGB in the separate and consolidated financial statements (exemption from the obligation of the disclosure of the remuneration of the individual members of the Management Board)

Pursuant to Section 285 no. 9 lit. a) sentences 5 to 8 HGB (German Commercial Code), the notes to the financial statements of a listed stock corporation require, apart from the disclosure of the total remuneration granted to the Management Board members in the fiscal year, additional information with regard to the remuneration granted to each individual Management Board member. Pursuant to Sections 315a (1), 314 (1) no. 6 lit. a) sentences 5 to 8 HGB, the same applies for the notes to the consolidated financial statements.

The Company's Annual General Meeting of May 4, 2010 decided, as proposed under agenda item 12 and pursuant to Sections 286 (5) sentence 1, 314 (2) sentence 2 HGB, that the Company shall not disclose the remuneration of the individual members of the

Management Board in the notes to the separate and consolidated financial statements for fiscal years 2010 up to and including 2014.

This resolution is proposed to be renewed this year.

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

The information required according to Section 285 no. 9 lit. a) sentences 5 to 8 HGB and Sections 315a (1), 314 (1) no. 6 lit a) sentences 5 to 8 HGB (in the respective applicable version) is not disclosed in the notes to the separate financial statements and consolidated financial statements of Elmos Semiconductor Aktiengesellschaft to be prepared for fiscal years 2014 up to and including 2018.

Upon the coming into force of this resolution, the resolution of the Company's Annual General Meeting of May 4, 2010 as proposed under agenda item 12 is repealed.

Total numbers of shares and voting rights

The Company's share capital comes to 19,674,585 Euro as of the convening of the Annual General Meeting and is divided into 19,674,585 no-par ordinary bearer shares. Each no-par share grants one vote in the General Meeting.

Please take note that the Company currently holds 327,697 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 participation 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@db-is.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 22, 2014**, and must be received by the Company together with the registration before midnight of **May 6, 2014** 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 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 accordance 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 respective shareholder's 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, Section 135 AktG in particular, apply 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

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, Hohensyburgstraße 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 9, 2014 (Company's receipt)** by mail, fax or e-mail to the following address:

Elmos Semiconductor Aktiengesellschaft
c/o ITTEB GmbH & Co. KG
Vogelanger 25
86937 Scheuring, Germany
Fax: +49 (0)8195 – 99 89 664
E-mail: elmos2014@itteb.de

Proxy forms

Shareholders who have registered for participation 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/english/investor-press/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 **Saturday, April 12, 2014 before midnight**.

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

Elmos Semiconductor Aktiengesellschaft
The Management Board
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/english/investor-press/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 April 28, 2014**, at the following address:

Elmos Semiconductor Aktiengesellschaft
Hauptversammlungsstelle
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-press/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. Such proposals do not require explanatory statements, however. 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' memberships 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 or 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' 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 such 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-press/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 pursuant to Section 124a AktG (German Stock Corporation Act), particularly the AGM convening notice, 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-press/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 March 26, 2014 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) on May 13, 2014 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-press/annual-general-meeting.

Dortmund, March 2014

Elmos Semiconductor Aktiengesellschaft
The Management Board

Information

Admission

The doors to the Annual General Meeting will open on May 13, 2014 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, 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 will depart from Casino Hohensyburg approx. one hour after the end of the Annual General Meeting and return to the Dortmund bus terminal.

Directions

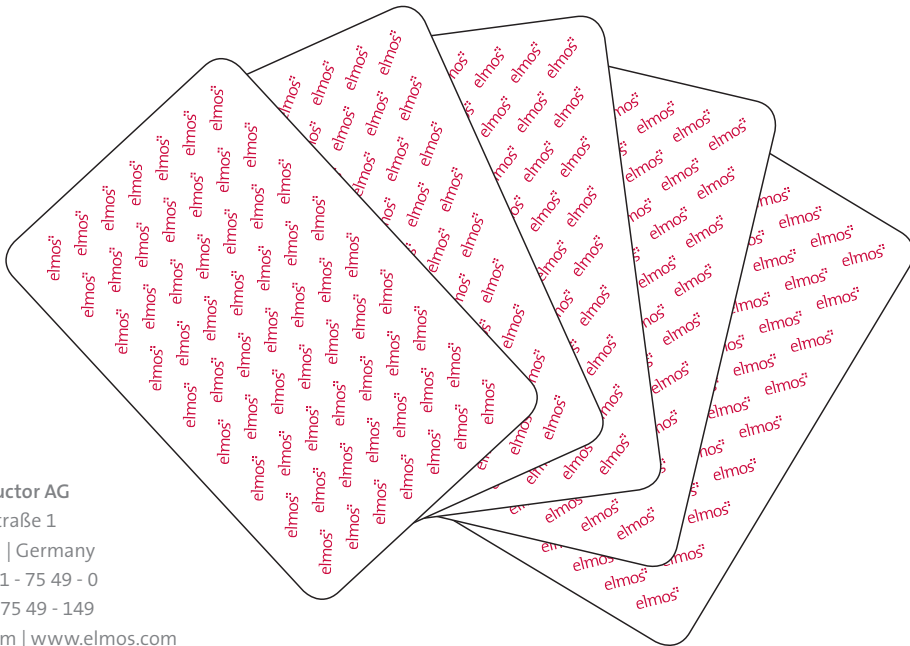
On highway A1 from Cologne, take the exit “Hagen-Nord”. Follow the signposts showing the way to Casino Hohensyburg from there.

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.

Casino Hohensyburg
Hohensyburgstraße 200
44265 Dortmund
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