

” **FISCAL YEAR 2018:**
CONVINCING
AS OUR PRODUCTS!

INVITATION TO THE ANNUAL GENERAL MEETING 2019 +++ WEDNESDAY +++ MAY 15, 2019 +++ 10:00 A.M.
SPIELBANK HOHENSYBURG +++ HOHENSYBURGSTRASSE 200 +++ 44265 DORTMUND +++ GERMANY

20TH ANNUAL GENERAL MEETING

Agenda at a glance

1. Presentation of the adopted separate financial statements and the approved consolidated financial statements as of December 31, 2018, the Management Board's combined management report for Elmos Semiconductor Aktiengesellschaft and the Group as well as the report of the Supervisory Board for fiscal year 2018
2. Resolution on the appropriation of retained earnings
3. Resolution on the formal approval of the actions of the Management Board for fiscal year 2018
4. Resolution on the formal approval of the actions of the Supervisory Board for fiscal year 2018
5. Election of the auditor and group auditor for fiscal year 2019 and of the auditor for the review of the interim financial report for the first six months of fiscal year 2019

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

Invitation to the 20th Annual General Meeting of Elmos Semiconductor Aktiengesellschaft, 44227 Dortmund, Germany
(ISIN DE0005677108 / WKN: 567 710)

Dear shareholders,

Our 20th Annual General Meeting will be held on Wednesday, May 15, 2019, 10:00 a.m., at Spielbank 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, 2018, the Management Board's combined management report for Elmos Semiconductor Aktiengesellschaft and the Group as well as the report of the Supervisory Board for fiscal year 2018**

The aforementioned documents (including the explanatory report of the Management Board in accordance with Section 176 (1) sentence 1 AktG (Stock Corporation Act) on the disclosures required under takeover law pursuant to Sections 289a (1), 315a (1) HGB (Commercial Code)) are available on the Company's website at www.elmos.com/english/about-elmos/investor on the internet upon the convening of the Annual General Meeting. These documents will also be on display at the Annual General Meeting for inspection by the shareholders.

According to statutory provisions, no resolution is scheduled for 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 the retained earnings reported for Elmos Semiconductor Aktiengesellschaft of 127,150,719.68 Euro for fiscal year 2018 be used in the amount of 10,247,576.04 Euro for the payment of a dividend of 0.52 Euro per share and that the remaining amount of 116,903,143.64 Euro be carried forward to new accounts.

The proposal for the appropriation of retained earnings takes into account treasury shares held by the Company (396,636 shares) that are not entitled to dividend. If the number of no-par shares entitled to dividend for fiscal year 2018 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, still providing for a dividend of 0.52 Euro per no-par share entitled to dividend.

3. Resolution on the formal approval of the actions of the Management Board for fiscal year 2018

Supervisory Board and Management Board propose that the actions of the acting members of the Management Board in fiscal year 2018 be formally approved for this period.

4. Resolution on the formal approval of the actions of the Supervisory Board for fiscal year 2018

Management Board and Supervisory Board propose that the actions of the acting members of the Supervisory Board in fiscal year 2018 be formally approved for this period.

It is intended to have the Annual General Meeting of shareholders 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 2019 and of the auditor for the review of the interim financial report for the first six months of fiscal year 2019

The Supervisory Board proposes that Warth & Klein Grant Thornton AG Wirtschaftsprüfungsgesellschaft, Düsseldorf, Germany, be appointed

- a) auditor and group auditor for fiscal year 2019 as well as
- b) auditor for the review of the interim financial report for the first six months of fiscal year 2019.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS

The Company's share capital comes to 20,103,513.00 Euro as of the convening of the Annual General Meeting and is divided into 20,103,513 no-par ordinary bearer shares. Each no-par share grants one vote at the Annual General Meeting.

Please take note that the Company currently holds 396,636 treasury shares. In accordance with Section 71b AktG (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 share ownership issued by their depositary bank to that address:

Elmos Semiconductor Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich, Germany
Fax: +49 (0) 89-30903-74675
Email: anmeldestelle@computershare.de

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 Annual General Meeting (record date), thus to the **beginning of April 24, 2019**, and it must be received by the Company together with the registration **before midnight of May 8, 2019** at said address. Registration and proof of share ownership must be in text form (Section 126b BGB (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 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 the 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. Entities 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 these cases, the required registration and the proof of share ownership are provided by the depositary bank.

INFORMATION ON DATA PROTECTION

If you register for participation at the Annual General Meeting or grant proxy authorization, we will collect personal data of yourself and/or the proxy you have authorized. This has the purpose of enabling shareholders to exercise their rights within the framework of the Annual General Meeting. You will find detailed information on handling your personal data and on your rights according to the General Data Protection Regulation (GDPR) on the Company's website on the internet at: www.elmos.com/english/about-elmos/investor/annual-general-meeting

PROXY VOTING PROCEDURE

Proxy authorization

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) or (10) AktG (Stock Corporation Act) is authorized as a proxy, the proxy authorization, its revocation, and proof of proxy authorization must be furnished to the Company at least in text form (Section 134 (3) sentence 3 AktG in conjunction with Section 126b BGB (Civil Code)).

For our shareholders' convenience, we provide the option for them to authorize proxies nominated by the Company. Proxy authorization 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 proxy authorization must also be accompanied by voting instructions. The Company-nominated proxies are obligated to vote according to the respective shareholder's instructions.

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

Statutory provisions apply, Section 135 AktG in particular, to granting proxy authorization to credit institutions, shareholders' associations, or other entities comparable to a credit institution in accordance with Section 135 (8) or (10) AktG, as well as to revoking and giving proof of such proxy authorization. Credit institutions, shareholders' associations, and other entities comparable to a credit institution in accordance with Section 135 (8) or (10) AktG may have special requirements 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 proxy authorization.

Submission of proxy authorization to the Company

Proof of proxy authorization must be either furnished by the proxy on 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:

Elmos Semiconductor Aktiengesellschaft
Hauptversammlungsstelle
Heinrich-Hertz-Straße 1
44227 Dortmund, Germany
Fax: +49 (0) 231-7549-111
Email: hauptversammlung@elmos.com

On the day of the Annual General Meeting, the only place available for furnishing proof of proxy authorization is the registration desk at Spielbank 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 proxy authorization and the voting instructions **before midnight of May 13, 2019 (Company's receipt)** by mail, fax or email to the following address:

Elmos Semiconductor Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich, Germany
Fax: +49 (0) 89-30903-74675
Email: anmeldestelle@computershare.de

Proxy forms

Shareholders who have registered for participation according to Section 11 of the Company's Articles of Incorporation will receive a proper form for

granting proxy authorization as part of the ticket of admission. In addition to that, a proxy form is available for download on the Company's website at www.elmos.com/english/about-elmos/investor/annual-general-meeting.

SHAREHOLDERS' RIGHTS (MOTIONS, ELECTION PROPOSALS, REQUESTS FOR INFORMATION)

1. Supplements to the agenda

Shareholders whose combined share ownership equals or exceeds a twentieth of the share capital or the proportionate amount of 500,000.00 Euro (equivalent to 500,000 shares) are entitled to request in accordance with Section 122 (2) AktG (Stock Corporation Act) that topics of their choice be put on the agenda and announced. 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 Annual General Meeting, not including the day of receipt and the day the Annual General Meeting is held. The last admissible date of receipt is thus Sunday, **April 14, 2019 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

Supplements to the agenda subject to announcement – unless announced already upon the convening of the Annual General Meeting – 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/about-elmos/investor/annual-general-meeting.

2. Countermotions and election proposals

In accordance with Section 126 (1) AktG (Stock Corporation Act), each shareholder is entitled to submit countermotions with regard to the resolution proposals on the respective agenda items. If countermotions are meant to be made accessible by the Company, the Company must receive them, accompanied by proof of shareholder capacity, at least 14 days prior to the Annual General Meeting, i.e. **before midnight of April 30, 2019**, at the following address:

Elmos Semiconductor Aktiengesellschaft
Hauptversammlungsstelle
Heinrich-Hertz-Straße 1
44227 Dortmund, Germany
Fax: +49 (0) 231-7549-111
Email: hauptversammlung@elmos.com

Otherwise addressed countermotions will not be made accessible. Subject to Section 126 (2) and (3) AktG, any shareholder's countermotions to be made accessible will be released on the internet at www.elmos.com/english/about-elmos/investor/annual-general-meeting including that shareholder's name and any provided explanatory statement as well as any corresponding statement 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 (insofar as such election is on the agenda of the Annual General Meeting) or auditors. 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 Supervisory Board candidates' memberships in other statutory supervisory boards pursuant to Section 125 (1) sentence 5 AktG.

Even if countermotions or election proposals are submitted to the Company in advance, they will be regarded at the Annual General Meeting only if they are proposed or submitted orally at the Annual General Meeting again. Shareholders' rights to propose countermotions or submit election proposals (insofar as such election is on the agenda) at the Annual General Meeting even without prior submission to the Company remain unaffected.

3. Requests for information

In accordance with Section 131 (1) AktG (Stock Corporation Act), the Management Board must give information on corporate matters upon any shareholder's request at the Annual 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 information

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

RELEASE OF THE INVITATION TO THE ANNUAL GENERAL MEETING AND OTHER DOCUMENTS RELATING TO THE ANNUAL GENERAL MEETING

The information to be made accessible on the Company's website pursuant to Section 124a AktG (Stock Corporation Act), particularly the convening notice for the Annual General Meeting, the documents to be made available

to the shareholders at the Annual General Meeting, shareholders' motions, and further information, is available on the internet at www.elmos.com/english/about-elmos/investor/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 27, 2019 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

By order of the Chairman of the Annual General Meeting, parts of the Annual General Meeting on May 15, 2019, starting at 10:00 a.m., can be broadcast live on the internet (www.elmos.com/english/about-elmos/investor/annual-general-meeting) for shareholders of Elmos Semiconductor Aktiengesellschaft and the interested public.

The broadcast of the Annual General Meeting does not enable viewers to participate in the Annual General Meeting for the purpose of Section 118 (1) sentence 2 AktG.

Dortmund, March 2019

Elmos Semiconductor Aktiengesellschaft
The Management Board

INFORMATION

Admission

The doors to the Annual General Meeting will open on May 15, 2019, at 9:00 a.m.

Catering

Just like the year before, food and drinks will be available only in the lobby.

Parking

Parking spaces are available for our guests at Spielbank Hohensyburg during the Annual General Meeting.

DIRECTIONS

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

Coming from either A44 or A2, follow the signs to the city, “Dortmund-Zentrum.” Take southbound B54 from the city to Spielbank Hohensyburg.

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

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

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