

Invitation to the Annual General Meeting 2021

May 20, 2021, 10:00 a.m., Elmos Semiconductor SE



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, 2020, the Management Board's combined management report for Elmos Semiconductor SE and the Group, and the report of the Supervisory Board for fiscal year 2020
2. Resolution on the appropriation of retained earnings
3. Resolution on the formal approval of the actions of the Management Board for fiscal year 2020
4. Resolution on the formal approval of the actions of the Supervisory Board for fiscal year 2020
5. Election of the auditor and group auditor for fiscal year 2021 and of the auditor for the review of the interim financial report for the first six months of fiscal year 2021
6. Elections to the Supervisory Board
7. Resolution on the approval of the Management Board remuneration system
8. Resolution on the remuneration of the Supervisory Board
 - 8.1 Resolution on the remuneration of the first Supervisory Board of Elmos Semiconductor SE
 - 8.2 Resolution on the remuneration of the Supervisory Board

Elmos Semiconductor SE
44227 Dortmund

Invitation to the Annual General Meeting of Shareholders of Elmos Semiconductor SE, 44227 Dortmund

Dear shareholders,

Our Annual General Meeting will be held on **Thursday, May 20, 2021 at 10:00 a.m. CEST.**

The Annual General Meeting will be held, based on a decision made by the Management Board with the Supervisory Board's consent pursuant to Section 1 (2) sentence 1, (6) sentence 1 of the Act on Mitigating the Consequences of the COVID-19 Pandemic in Corporate, Cooperative, Association, Foundation and Residential Property Law (Federal Law Gazette I 2020, pp. 570 et seq.), amended by the Law on the Further Shortening of the Residual Debt Relief Procedure and on the Adjustment of Pandemic-Related Provisions in Corporate, Cooperative, Association and Foundation Law as well as in Tenancy and Lease Law (Federal Law Gazette I, No. 67 of December 30, 2020 (Federal Law Gazette I 2020, pp. 3328 et seq.; COVID-19 Act) without the physical attendance of the shareholders and their proxies as a

virtual Annual General Meeting

whereby

1. the video and audio transmission of the entire meeting will be provided on the internet to all shareholders duly registered for the Annual General Meeting and their proxies;

2. shareholders' voting rights can be exercised by means of electronic communication, namely by electronic absentee ballot using the password-protected InvestorPortal or by proxy authorization;
3. shareholders duly registered for the Annual General Meeting will be given the opportunity to ask questions solely by means of electronic communication. Questions shall be submitted exclusively by the shareholder or his or her proxy as of due registration and no later than **Tuesday, May 18, 2021, 24:00 CEST** by using password-protected InvestorPortal;
4. shareholders who have exercised their voting rights according to no. 2 are granted the right to object to any resolution passed by the Annual General Meeting while the Annual General Meeting is being held by declaration to the notary public who takes the minutes of the Annual General Meeting by way of derogation from Section 245 no. 1 AktG (Stock Corporation Act), thus waiving the requirement of physical attendance of the Annual General Meeting. Any objection must be declared on the record to the notary public by sending an email to the notary public (elmoshv-notar@spieker-jaeger.de) with a copy to the Company (hauptversammlung@elmos.com), providing name and first name, full address, and the number of the ticket of admission to the virtual Annual General Meeting (admission ticket number).

The live video and audio transmission of the entire meeting on May 20, 2021, starting at 10:00 a.m. CEST, will be made available only to duly registered shareholders and their proxies through InvestorPortal, accessible on the internet at <https://www.elmos.com/english/about-elmos/investor/annual-general-meeting>. The InvestorPortal is accessed by entering the required login data, provided to the shareholder for this purpose after due registration for the virtual Annual General Meeting

and consisting of an admission ticket number and an internet access code (password). Apart from that, the entire Annual General Meeting or essential parts thereof may be broadcast live on the internet on May 20, 2021, starting at 10:00 a.m. CEST, upon the order of the chairman of the Annual General Meeting at <https://www.elmos.com/english/about-elmos/investor/annual-general-meeting> for the interested public without access authorization being required.

The actual meeting where the chairman of the Annual General Meeting, one or more members of the Management Board, the notary public who takes the minutes, and the shareholder proxies nominated by the Company will convene will take place on the premises of Elmos Semiconductor SE, Heinrich-Hertz-Straße 1, 44227 Dortmund, Germany.

Shareholders and their proxies (with the exception of the shareholder proxies nominated by the Company) do not have the right or the opportunity of physical participation at the place of the meeting.

Further information and notes can be found below the agenda, in particular under “Registration for the Annual General Meeting, authorization for the exercise of voting rights,” “Specifics of the virtual Annual General Meeting,” “Using the password-protected InvestorPortal,” “Electronic absentee voting,” “Proxy voting,” and “Shareholders’ rights (motions, election proposals, requests for information).”

Agenda

Agenda item 1

Presentation of the adopted separate financial statements and the approved consolidated financial statements as of December 31, 2020, the Management Board’s combined management report for Elmos Semiconductor SE and the Group, and the report of the Supervisory Board for fiscal year 2020

The aforementioned documents (including the explanatory report of the Management Board in accordance with Section 176 (1) sentence 1 AktG¹ (Stock Corporation Act) on the disclosures required under Sections 289a (1), 315a (1) HGB (Commercial Code) in conjunction with Art. 83 (1) sentence 2 EGHGB (Introductory Act to the Commercial Code) in the version applicable to fiscal year 2020) are available on the Company’s website at <https://www.elmos.com/english/about-elmos/investor/annual-general-meeting> as of the convening of the Annual General Meeting. These documents will also be available for inspection during the Annual General Meeting at the venue as well as at that same internet address. 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.

Agenda item 2

Resolution on the appropriation of retained earnings

Management Board and Supervisory Board propose that the retained earnings reported for Elmos Semiconductor SE of 167,436,862.71 Euro for

¹ Relevant provisions for Germany based stock corporations, particularly those of the Commercial Code (HGB) and the Stock Corporation Act (AktG) are applicable to Elmos Semiconductor SE according to the referral provisions of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE) (SE Regulation; SE-VO), unless special provisions of the SE Regulation provide otherwise.

fiscal year 2020 be used in the amount of 9,425,159.64 Euro for the payment of a dividend of 0.52 Euro per share and that the remaining amount of 158,011,703.07 Euro be carried forward to new accounts.

The proposal for the appropriation of retained earnings takes into account treasury shares held by the Company (1,978,206 shares) that are not entitled to dividend. If the number of no-par shares entitled to dividend for fiscal year 2020 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.

Agenda item 3

Resolution on the formal approval of the actions of the Management Board for fiscal year 2020

Supervisory Board and Management Board propose that the actions of the acting members of the Management Board of Elmos Semiconductor Aktiengesellschaft and Elmos Semiconductor SE in fiscal year 2020 be formally approved for this period.

Agenda item 4

Resolution on the formal approval of the actions of the Supervisory Board for fiscal year 2020

Management Board and Supervisory Board propose that the actions of the acting members of the Supervisory Board of Elmos Semiconductor Aktiengesellschaft and Elmos Semiconductor SE in fiscal year 2020 be formally approved for this period.

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

Agenda item 5

Election of the auditor and group auditor for fiscal year 2021 and of the auditor for the review of the interim financial report for the first six months of fiscal year 2021

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

- a) auditor and group auditor for fiscal year 2021 as well as
- b) auditor for the review of the interim financial report for the first six months of fiscal year 2021.

Agenda item 6

Elections to the Supervisory Board

Elmos Semiconductor SE was established upon entry into the register of companies on July 1, 2020 by conversion of Elmos Semiconductor Aktiengesellschaft into a European company (*Societas Europaea*, SE) as decided by the Annual General Meeting on May 22, 2020.

The terms of all members of the first Supervisory Board of Elmos Semiconductor SE thus expire as of the end of the Annual General Meeting on May 20, 2021 so that new elections are required (cf. § 7 (2) sentence 3 of the Articles of Association of Elmos Semiconductor SE).

The Supervisory Board of Elmos Semiconductor SE consists of six members; four of its members shall be appointed by the shareholders and two of its members shall be appointed as employees' representatives (Art. 40 (2), (3) SE-VO (SE Regulation), Section 17 (1) SEAG (SE Implementation Act), Section 21 (3) SEBG (SE Employee Participation Act, agreement on the participation of employees in Elmos Semiconductor SE concluded between Elmos Semiconductor Aktiengesellschaft and the special negotiating body of Elmos Semiconductor Aktiengesellschaft dated September 30, 2019 (Participation Agreement), and § 7 (1) of the Articles of Association of Elmos Semiconductor SE).

The two employees' representatives on the Supervisory Board have already been appointed as part of the Participation Agreement.

The Supervisory Board proposes that the following persons named under 6.1 through 6.4 be elected as shareholders' representatives to the Supervisory Board of Elmos Semiconductor SE, each for a term as of the close of the Annual General Meeting on May 20, 2021 until the end of the Annual General Meeting to vote on the formal approval of the actions of the members of the Supervisory Board for the fifth fiscal year after the beginning of the term, yet for no longer than six years. The fiscal year in which the term begins shall not be taken into account.

- 6.1 Dr. Klaus Weyer**, graduate physicist, management consultant, residing in Penzberg,
- 6.2 Prof. Dr. Günter Zimmer**, graduate physicist, university professor (ret.), residing in Duisburg,
- 6.3 Dr. Dirk Hoheisel**, graduate engineer, independent consultant, residing in Berlin, and
- 6.4 Dr. Volkmar Tanneberger**, graduate engineer, head of engineering (ret.), part-time technology consultant, residing in Meine.

The election proposals reflect the targets and principles decided by the Company's Supervisory Board for its composition. They aim at fulfilling the competency profile for the corporate body as a whole as prepared by the Supervisory Board.

In the opinion shared by the members of the Supervisory Board, Dr. Klaus Weyer and Prof. Dr. Günter Zimmer each maintain a personal or business relationship with the Company due to their respective significant shareholdings in the Company, reportable as such pursuant to recommendation C.13 of the German Corporate Governance Code (GCGC).

Detailed information on the shareholdings of Dr. Klaus Weyer (Weyer Beteiligungsgesellschaft mbH) and Prof. Dr. Günter Zimmer (ZOE-VVG GmbH) can be found in the 2020 Annual Report on page 48.

Dr. Klaus Weyer und Prof. Dr. Günter Zimmer are already Chairman and Vice Chairman, respectively, and members of the Supervisory Board of Elmos Semiconductor SE and therefore have a business relationship with the Company and one of its corporate bodies, the Supervisory Board.

In addition to that, according to the Supervisory Board's assessment, the following candidates have personal or business relationships with Elmos Semiconductor SE, its consolidated companies, corporate bodies of Elmos Semiconductor SE, or a significant shareholder of Elmos Semiconductor SE to be disclosed to the Annual General Meeting. Dr. Dirk Hoheisel and Dr. Volkmar Tanneberger have business relationships with Elmos Semiconductor SE based on their respective consulting agreements. Their consulting work will end upon their election as members to the Supervisory Board.

Apart from that, in the opinion shared by the Supervisory Board's members there are no other significant personal or business relationships between the nominated candidates on the one hand and the Company, the Company's corporate bodies, or a significant shareholder of the Company on the other hand.

Dr. Klaus Weyer and Dr. Dirk Hoheisel meet the requirements of Section 100 (5) AktG (Stock Corporation Act) for professional expertise in the fields of financial accounting and auditing. If the Annual General Meeting follows the election proposal, the acting Supervisory Board members are certain that the future Supervisory Board as a whole will be familiar, for the purpose of Section 100 (5) clause 2 AktG, with the business sector the Company operates in.

The Chairman of the Supervisory Board has informed all nominated candidates about the required amount of time to be invested as a member of the Supervisory Board. All candidates will see to it that they each have sufficient time at their disposal for attending to their duties (principle 12 GCGC).

It is intended to have the Annual General Meeting vote separately on each candidate proposed for election to the Supervisory Board in accordance with recommendation C.15 sentence 1 GCGC.

It shall be pointed out that Dr. Klaus Weyer is intended to be proposed as candidate for Chairman of the Supervisory Board.

More information about the candidates nominated for election to the Supervisory Board can be found [below the agenda](#).

Agenda item 7

Resolution on the approval of the Management Board remuneration system

By the Act Implementing the Second Shareholders' Rights Directive (ARUG II), a new Section 120a AktG (Stock Corporation Act) was introduced. Section 120a (1) AktG provides for stock corporations that the Annual General Meeting has to vote on the approval of the remuneration system for Management Board members as submitted by the Supervisory Board in each case of significant change and at least every four years.

The Supervisory Board has decided to submit the remuneration system for approval to the Annual General Meeting in the year 2021. Upon approval by the Annual General Meeting, the remuneration system for the Management Board is intended to enter into force. A description of the remuneration system for the Company's Management Board members decided by the Supervisory Board can be found below the agenda. This description is also

available on the internet at <https://www.elmos.com/english/about-elmos/investor/annual-general-meeting>.

The Supervisory Board proposes that the following resolution be passed:

The Annual General Meeting approves the remuneration system for the Management Board decided by the Supervisory Board effective May 20, 2021.

Agenda item 8

Resolution on the remuneration of the Supervisory Board

Agenda item 8.1

Resolution on the remuneration of the first Supervisory Board of Elmos Semiconductor SE

Elmos Semiconductor SE was established upon entry into the register of companies on July 1, 2020 by conversion of Elmos Semiconductor Aktiengesellschaft into a European company (*Societas Europaea*, SE), as decided by the Annual General Meeting on May 22, 2020.

According to Section 113 (2) AktG (Stock Corporation Act), the remuneration for the members of the first Supervisory Board requires approval of the Annual General Meeting. The resolution can only be passed at the Annual General Meeting to vote on the formal approval of the actions of the members of the first Supervisory Board.

The members of the first Supervisory Board are intended to receive compensation for serving on the board pro rata temporis in accordance with the remuneration of the Supervisory Board as of May 21, 2021 presented under agenda item 8.2. For the period from May 21, 2021, remuneration of the members of the Supervisory Board of Elmos

Semiconductor SE follows the resolution proposal to the Annual General Meeting under agenda item 8.2.

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

Each member of the first Supervisory Board of Elmos Semiconductor SE receives, apart from reimbursements of expenses and any sales tax on his or her Supervisory Board remuneration, a fixed compensation for fiscal year 2020 pro rata temporis from July 1, 2020 to December 31, 2020 and a fixed compensation for fiscal year 2021 pro rata temporis from January 1, 2021 to May 20, 2021, based on a fixed compensation in the amount of EUR 60,000.00 for a full fiscal year as reference.

The Chairman of the first Supervisory Board receives 2 times and the Vice Chairman receives 1.5 times the remuneration amount according to sentence 1.

The fixed compensation for fiscal year 2020 pro rata temporis from July 1, 2020 to December 31, 2020 is due and will be disbursed upon the close of this Annual General Meeting, i.e. the ordinary Annual General Meeting in fiscal year 2021. The fixed compensation for fiscal year 2021 pro rata temporis from January 1, 2021 to May 20, 2021 is due and will be disbursed upon the close of the ordinary Annual General meeting in fiscal year 2022.

Agenda item 8.2

Resolution on the remuneration of the Supervisory Board

By the Act Implementing the Second Shareholders' Rights Directive (ARUG II), Section 113 (3) AktG (Stock Corporation Act) was revised. According to Section 113 (3) sentences 1, 2 AktG, the Annual General Meeting has to vote on the remuneration of the members of supervisory boards of stock corporations at least every four years; voting for approval of the remuneration policy is permissible.

Management Board and Supervisory Board submit the Supervisory Board remuneration as of May 21, 2021 in accordance with the new statutory provisions to the Annual General Meeting of Elmos Semiconductor SE for first-time decision. Prior to the conversion into Elmos Semiconductor SE, Supervisory Board remuneration was governed by the Articles of Association; the Annual General Meeting had most recently voted on a change to the remuneration policy for the Supervisory Board on May 8, 2012 under agenda item 6. However, the Articles of Association of Elmos Semiconductor SE do not govern the remuneration of the Company's Supervisory Board.

A remuneration system for the Supervisory Board has been prepared and approved separately by the Management Board and the Supervisory Board. This procedure is compliant with the recommendation of G.18 sentence 1 GCGC in particular. Supervisory Board remuneration is meant to consist solely of a fixed compensation.

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

Effective May 21, 2021, the members of the Supervisory Board receive a fixed compensation in the amount of EUR 60,000.00 for each previous fiscal year. The Chairman of the Supervisory Board receives 2 times and the Vice Chairman of the Supervisory Board receives 1.5 times that remuneration amount.

The remuneration refers to a full fiscal year. For parts of a fiscal year, remuneration is granted pro rata temporis. The remuneration is due upon the close of the Annual General Meeting in the following fiscal year.

The Company reimburses each Supervisory Board member for his or her expenses and the sales tax levied on his or her Supervisory Board remuneration.

The members of the Supervisory Board are included in a directors and officers liability insurance policy held by the Company in its interest at adequate coverage if such insurance policy exists. Insurance premiums are paid by the Company.

More detailed information on the remuneration system can be found in the description of the Supervisory Board remuneration system attached below the agenda of the Annual General Meeting.

Information on the candidates proposed for election to the Supervisory Board under agenda item 6

Dr. Klaus Weyer

Graduate physicist, management consultant, born 1948, residing in Penzberg

Dr. Klaus Weyer studied physics at the University of Cologne. He earned his doctorate at Ludwig-Maximilian-Universität (LMU) in Munich and went to work as management consultant in the field of microelectronics for small and medium-sized enterprises. In 1984 he cofounded Elmos, starting as the Company's managing director. Since 1999 he had been member of the Management Board and the Company's CEO. Since 2006 he has been a member of the Supervisory Board of Elmos Semiconductor Aktiengesellschaft or rather Elmos Semiconductor SE and its Chairman since 2017.

Information pursuant to Section 125 (1) sentence 5 AktG: Dr. Klaus Weyer is neither a member of another supervisory board nor of a comparable domestic or international supervisory body.

Prof. Dr. Günter Zimmer

Graduate physicist, university professor (ret.), born 1940, residing in Duisburg

Prof. Dr. Günter Zimmer studied physics in Darmstadt. After earning his doctorate at the Technical University of Munich (TUM), he worked for

Siemens AG in Munich. In 1973 he went to the University of Dortmund as a senior engineer and was promoted to professor of semiconductor technology in the year 1982. He was a professor at Gerhard-Mercator-Universität Gesamthochschule Duisburg from 1984 to 2005 (since 2003: University Duisburg/Essen). Until 2006 he also headed the Fraunhofer Institute for Microelectronic Circuits and Systems in Duisburg. Prof. Dr. Günter Zimmer is a cofounder of Elmos; he had been Chairman of the Advisory Committee of ELMOS Elektronik in MOS-Technologie GmbH since its formation and has been Supervisory Board member since its conversion into Elmos Semiconductor Aktiengesellschaft in 1999. Until 2017 he served as Chairman of the Company's Supervisory Board and has since been appointed Honorary Chairman for life as well as Vice Chairman of the Supervisory Board of Elmos Semiconductor Aktiengesellschaft or rather Elmos Semiconductor SE.

Information pursuant to Section 125 (1) sentence 5 AktG: Prof. Dr. Günter Zimmer is neither a member of another supervisory board nor of a comparable domestic or international supervisory body.

Dr. Dirk Hoheisel

Graduate engineer, independent consultant, born 1958, residing in Berlin

Dr. Dirk Hoheisel studied electrical engineering at TU Berlin and earned his doctorate in semiconductor technology. In 1990 he joined Robert Bosch GmbH in Reutlingen, where he became head of power semiconductor development in the business segment Automotive Electronics in 1994. From 1998 to 2004 he subsequently ran the product segments Car Radio, Display Systems, and Driver Information systems in the business segment Car Multimedia in Hildesheim and Leonberg. He was divisional director in the business segments Car Multimedia, from 2004 to 2010, and Chassis System Controls, from 2011 to mid-2012. From mid-2012 to mid-2019, Dr. Hoheisel was managing director of Robert Bosch GmbH, responsible

for the business segments Automotive Electronics, Automotive Steering, Car Multimedia, Two Wheeler & Powersports, and system integration in the business sector Mobility Solutions. As of June 30, 2019 he is retired. Dr. Dirk Hoheisel worked close to 29 years for Robert Bosch altogether.

Information pursuant to Section 125 (1) sentence 5 AktG: Dr. Dirk Hoheisel is neither a member of another supervisory board nor of a comparable domestic or international supervisory body.

Dr. Volkmar Tanneberger

Graduate engineer, head of engineering (ret.), part-time technology consultant, born 1963, residing in Meine

Dr. Volkmar Tanneberger studied electrical engineering at TU Braunschweig, where he earned his doctorate in 1995 at the Institute of Transportation with a thesis on passive, battery-less transponders for license plate recognition. From 1995 to 2001 he worked for Bosch/Blaupunkt, becoming head of Software Concepts and Platform Development Navigation Systems in 1999. Dr. Tanneberger then worked for Volkswagen AG in Wolfsburg, from 2001 to 2017 (2001 to 2002: head of Innovation House Multimedia, Group Electronic Strategy; 2002 to 2006: head of Functional Electronics; 2006 to 2017: head of Electric/Electronic Development). From 2017 to 2019 he was Executive VP of Technical Engineering at SAIC Volkswagen Automotive in Shanghai, China. In 2019, Dr. Volkmar Tanneberger opted for partial retirement from Volkswagen AG and has since provided technology consulting in innovative segments.

Information pursuant to Section 125 (1) sentence 5 AktG: Dr. Volkmar Tanneberger is neither a member of another supervisory board nor of a comparable domestic or international supervisory body.

Information on the remuneration system for the Management Board proposed for approval under agenda item 7

Remuneration system for the Management Board of Elmos Semiconductor SE

1. Alignment and structure

The remuneration of the members of the Management Board of Elmos Semiconductor SE comprises a fixed remuneration (base salary, fringe benefits and pension benefits) and a variable remuneration (variable non-share-based remuneration components and variable share-based remuneration components).

The remuneration is aligned towards the Company's sustainable positive development. Various key figures and targets – including sales and the EBIT margin, the fiscal year's operating and strategic targets, and the share price – serve as reference for the Management Board's multidimensional performance assessment. Thus the Company's development in its different aspects, some of which cannot be measured in financials, is reflected. The successful definition and implementation of the business strategy shows in the financial indicators applied as well as in the achievement of the targets for each fiscal year, breaking down individual aspects of the corporate strategy into sections and specifying them.

The share of the fixed remuneration is set relatively low. The share of the variable remuneration is set relatively high and predominantly has a long-term incentive effect. Investment commitments for the members of the Management Board and the share-based remuneration component also contribute to Management Board members having a vested interest in the Company's positive long-term performance just like all other shareholders.

2. Base salary

The base salary is disbursed in twelve equal monthly rates. The procedure for the adjustment of the base salary is described in chapter 11. The following amounts apply for 2021:

| | Management Board member | CEO |
|-------------------|-------------------------|--------------|
| Base salary p. a. | 220,000 Euro | 420,000 Euro |

3. Variable remuneration components not linked to the share price

a. Earnings-related bonus

The earnings-related bonus refers to the EBIT reported for the Company in the consolidated financial statements. If material one-off effects apply, the Supervisory Board may decide to use an operating EBIT as reference for individual years. Such is determined e.g. for the year 2019 (adjustment of provisions, end of FHG cooperation, and sale of SMI).

The target amount of the earnings-related bonus at 100% target achievement results from the total of the targets of the current year and the two previous years, weighted at 55%, 30%, and 15% respectively. Thus earlier years are considered to a lesser extent in this evaluation. For each year, the target amount derives from total sales achieved multiplied by 17% and 0.35% for Management Board members and by 17% and 1% for the CEO.

The amount of the remuneration achieved is calculated on the basis of the total of the amounts for the current year and the two previous years; the percentages used already for target definition, i.e. 55% (current year), 30% (previous year), and 15% (year before previous year), are applied for

weighting. Each year the 100% target amount is multiplied by the target achievement percentage.

For each of the three years, the following evaluation is made for the determination of the target achievement percentage: If an EBIT margin of 17% is achieved for the respective year under consideration, the target is deemed achieved to 100%. The cap is defined at 150% target achievement and is reached at an EBIT margin of 22%. An EBIT margin of 0% or less corresponds with 0% target achievement. Intermediate values of the EBIT margin ranging between 0% and 17% and between 17% and 22% are calculated by linear interpolation. Below an EBIT margin of 5%, that year's target achievement is reduced to 0% and thus to 0 Euro.

The year 2020, deeply affected by the coronavirus crisis, will not be considered for the calculation of the bonus for 2021 and 2022; the weight of that year is rather allocated to the respective current year. Thus the weights are adjusted for the year 2021 (2021: 85%; 2019: 15%) as for the year 2022 (2022: 70%; 2021: 30%). Apart from that, the operating EBIT margin is considered for the year 2019 without the already identified one-off effects.

Moreover, the earnings-related bonus must not exceed 200% of the respective year's base salary and is reduced to that amount if applicable.

Linking the bonus to three fiscal years provides a multi-year basis of assessment and promotes the sustainable positive performance of earnings.

b. Target-related bonus

The amount of the target-related bonus corresponds to the respective year's base salary for 100%. Target achievement can range between

0% and 150% (cap). Targets may be assessed by the Supervisory Board in consideration of sub-targets and as a whole. The Supervisory Board may define common targets and sub-targets for all Management Board members consistently as well as individualized targets and sub-targets. The following targets are pursued while their respective weight may vary each year and for each Management Board member so that the following list serves as example only.

The Company's operational development (25%)

The Company's strategic development (50%)

The organizational development in the departments (15%)

The Company's development in terms of sustainability (ESG) (10%)

Depending on the nature of the individual targets and sub-targets, different methods for the assessment of performance achievement are applied. With respect to targets that can be easily quantified, the Supervisory Board considers operational figures and key financials for the most part. With respect to criteria that cannot be directly assessed in terms of quantity, the Supervisory Board defines milestones or deadlines to be adhered to for its evaluation. For individual targets or sub-targets, the Supervisory Board may use its discretionary power which, however, is limited to minor significance.

The targets defined for each year relate to individual components of the business strategy broken down to its sub-sectors. Thus the achievement of those targets usually has a positive effect on the Company's development beyond the respective fiscal year.

The Supervisory Board may provide for rules for repayment with respect to certain targets or sub-targets (claw backs). In doing so, individual targets are placed under the reservation of sustainable achievement and reviewed in the following year. Negative deviation may result in repayment claims the Supervisory Board may offset against any variable remuneration to be granted in the future.

Other targets than the targets presented here may be defined as well, provided they appear equally beneficial to the Company's positive development. Reporting on the targets defined for each year and their achievement will be included in the remuneration report.

c. Investment commitment

As of fiscal year 2021, Management Board members are obligated each year to hold 30% of the variable non-share-based remuneration components of the past three years, starting in 2021, in the Company's shares. At a tax load of e.g. 45%, Management Board members must have therefore invested more than 50% of the net payment from this remuneration component in the Company's shares. This applies for the duration of each Management Board member's term. The Management Board member's purchase of shares shall take place – subject to other obligations under capital market law and insofar as necessary for the fulfillment of the investment commitment – within six months as of the disbursement of the remuneration. Shares held already by the Management Board member for whatever reason are taken into consideration for the fulfillment of the investment commitment. The investment commitment is defined by number of shares. For calculating that number, the share price at the time of inflow of the corresponding variable remuneration is decisive.

From an economic perspective, the investment commitment essentially corresponds to a partial disbursement of the variable non-share-based remuneration components in shares with a three-year holding period. The remuneration eventually at the Management Board member's disposal with respect to its variable non-share-based components thus depends decisively on the share price as of disbursement as well as the share price performance.

4. Bonus linked to the share price

a. System of share-based remuneration

The Management Board members' share-based remuneration consists of the covenant to be awarded shares of the Company under certain conditions (stock awards). The covenant is oriented towards the sustainable achievement of a significantly increased business valuation and thus refers to the moving average price of the Company's share over longer time periods.

In relation to an opening price for reference, thresholds with threshold prices are defined at whose achievement a predetermined number of shares is awarded. The opening price is set by the Supervisory Board, taking into consideration the past performance of the share price and the share price as of granting the stock awards as well as the defined threshold prices. Dividend payments during the term of the payment plan are adjusted for the calculation of threshold prices.

Two moving average prices are defined over a short-term and a medium-term number of trading days. Insofar as the moving average short-term price reaches or exceeds certain threshold prices, 50 % of the shares attributed to the respective threshold are awarded ("1st tranche"). Insofar as the moving average medium-term price reaches or exceeds certain threshold prices, the other 50 % of shares attributed to the respective threshold are awarded ("2nd tranche").

Thresholds must be reached within certain predefined timeframes. If the agreed term of a Management Board member, in consideration of any contract renewals or follow-up agreements, expires prior to that, that Management Board member may not claim further allocations of shares. An exception to this are thresholds reached within the last two years prior to the expiration of the contract with the 1st tranche; with respect to those, the 2nd tranche may be reached within one year after expiration of the contract.

Upon allocation of the shares, the Management Board member is obligated to hold the awarded shares for a defined holding period. However, the Management Board member may sell as many of the shares as necessary for covering the tax liability created by the allocation of shares.

If a takeover bid for the purpose of Section 10 (5) WpÜG (Securities Acquisition and Takeover Act) is announced within the term of the stock award with subsequent change of control, the bid price is considered for the calculation of the threshold price. The number of shares allocated thus increases to three times for the lower half and to two times for the upper half of the thresholds. This also applies for thresholds reached already either in full or in part; allocations must be adjusted accordingly. As of the change of control, the number of shares to be assigned to the respective thresholds are to be awarded. All other tranches not awarded thus far are forfeit.

b. 2020 stock award

The 2020 stock award is shown here as a specific arrangement under the policy described above.

The Supervisory Board may decide on analog stock awards – with adjusted values e.g. regarding opening price, number of price thresholds, relevant threshold prices, relevant average prices, number of shares, terms, or holding

periods – or deviating rules for the specific arrangement in the future which, however, must comply with the policy presented above and serve the same goals.

For the 2020 stock award, the opening price as reference is 21,50 Euro. Six thresholds are defined for the 2020 stock award:

| Threshold | Threshold price | Number of shares Management Board member | Number of shares CEO |
|-----------|---|--|----------------------|
| 1 | Opening price – (total dividends) + Euro 6.00 | 3,000 | 10,000 |
| 2 | Opening price – (total dividends) + Euro 13.00 (=6+7) | 3,000 | 10,000 |
| 3 | Opening price – (total dividends) + Euro 21.00 (=6+7+8) | 4,000 | 12,500 |
| 4 | Opening price – (total dividends) + Euro 30.00 (=6+7+8+9) | 4,000 | 12,500 |
| 5 | Opening price – (total dividends) + Euro 40.00 (=6+7...+10) | 5,000 | 15,000 |
| 6 | Opening price – (total dividends) + Euro 51.00 (=6+7...+11) | 5,000 | 15,000 |

Thresholds must be reached between 01/01/2021 and 12/31/2030. The moving average short-term and medium-term prices are determined over 60 or rather 500 trading days. The holding period is four years. Dividend payments made between 01/01/2021 and 12/31/2030 are subtracted from the threshold prices. If it comes to a special dividend based on the sale of SMI, it will not be adjusted.

5. Fringe benefits

Fringe benefits are individually agreed on by the Supervisory Board and each Management Board member within the framework of the remuneration system. Fringe benefits may include the use of a company car for private use, insurance benefits, the payment of travel costs and accommodation in case of long commutes from the family residence, and other components. Compensation may be paid if no company car is requested. The Supervisory Board will determine appropriate maximum amounts for fringe benefits fluctuating in the amount.

The employment contracts of the members of the Management Board also include provisions for illness, death, vacations, reimbursement of expenses, noncompetition clauses and inventions as well as official and private use of IT equipment.

6. Pension benefits

Management Board members are supported in setting up private retirement provision with the payment of a fixed amount, at present 25,000.00 Euro per year of service, thus also compensated for the discontinuation of payments into the statutory pension insurance scheme.

For Management Board members initially appointed prior to 2016, a monthly pension in the amount of 4,000.00 Euro has been agreed on, covered by reinsurance policies and payable also in case of occupational disability. In addition to that, the loss of statutory pension payments is compensated. Retirement pension requires service for the Company up to the age of 63 and is reduced pro rata temporis in case of premature resignation. It is not reduced in case of resignation within the context of

a change of control. Any surplus of the reinsurance policies may increase the retirement pension.

7. Terms of Management Board employment contracts and compensation for resignation

The Company concludes Management Board employment contracts with fixed terms binding for both parties. Terms of three years are usually agreed on for initial appointments. For follow-up appointments, terms between three and six years are agreed on unless special circumstances apply.

Each Management Board member is entitled to terminate his or her employment contract in case of a change of control within three to six months as of the change of control with a notice period of three to six months as of the end of the month and to resign from his or her position as of the date of termination of the employment contract. In case of exercise of this right of termination, each Management Board member is entitled to severance pay in the amount of twice the annual remuneration, yet no more than the remuneration payable over the remaining term under the respective employment contract. The deciding amount is the remuneration paid during the last fiscal year prior to the occurrence of the change of control. Moreover, the Company makes compensation payments for post-contract noncompetition clauses and may make extraordinary one-off payments. The Supervisory Board may agree upon provisions on stock holding periods, share-based payments and retirement benefits with the Management Board members for the case of a change of control.

8. Maximum remuneration

The Supervisory Board determines a maximum remuneration in consideration of base salary, earnings-related bonus, target-related bonus,

the fair value of share-based payments as well as fringe benefits with respect to the given fiscal year.

Maximum remuneration refers to the fiscal year in which respective remuneration has been earned; the inflow of funds is irrelevant to the achievable maximum amount of remuneration. Usually earnings and target-related bonus payments e.g. are only made in the following year yet will be allocated to the year for which they have been earned for the purpose of maximum remuneration. Gains or losses of the Company's shares owned by a Management Board member are not regarded for maximum remuneration even if investment commitments or holding periods apply. Share-based bonus payments are regarded at the average annual fair value determined as of grant date – the inflow is limited by the maximum number of shares regardless of maximum remuneration.

The maximum remuneration of the Management Board as a whole, probably consisting of three or four members, is determined at 6.0 million Euro. At present this remuneration amount cannot be realized. Within the probable four-year validity period of the remuneration system presented here, however, no possible turn of events, particularly a significant increase in the Company's sales performance and profitability, is meant to be ruled out from the outset.

Compensation for serving on supervisory boards of consolidated companies does not apply at present, yet would in any case be taken into account of the existing remuneration to the full amount. Such compensation is therefore also included in the provisions governing maximum remuneration.

The share-based bonus is valued according to the principles defined under IFRS 2 – Share-based Payment. For fair value assessment in

accordance with IFRS 2, Elmos Semiconductor SE commissions an independent expert who will apply methods of financial mathematics for determining a value for the stock awards. In particular the possible share price performance, the number of shares to be allocated under different scenarios and the probability of the occurrence of each scenario are regarded for that calculation. Fair value is to be allocated to the respective fiscal years through profit or loss. For the purpose of maximum remuneration, the simplified method of regarding average annual fair value over the term of the respective stock award is put to use.

9. Deviations from regular remuneration

a. First term of office

The Supervisory Board aims for a three-year term of employment for the Management Board members' first term of office and – unless comparable positions have already been filled at other companies – an adjusted remuneration; i.e. for base salary and variable non-share-based remuneration components, 60-80 % of the remuneration level of a Management Board member in his or her second or later term of office is aimed for. Share-based remuneration components as well as fringe benefits are subject to individual negotiation within the framework of the remuneration system.

b. Deviations from the remuneration system

The Supervisory Board may, after due consideration and in compliance with the Stock Corporation Act – decide on special payments or other remuneration components in the individual case (e.g. retention bonus or signing bonus, one-off payments for exceptional reasons, additional stock awards) if such is possible within the framework of maximum

remuneration and insofar as cumulative benefits per fiscal year do not exceed the amount of 500,000.00 Euro for Management Board members and 1 million Euro for the CEO in the individual case. Reporting in the remuneration report is required.

The Supervisory Board acts in the interest of the Company's long-term success. In case of significant need for restructuring – as a consequence of a macroeconomic recession, disruptions in the automotive market, or in case of a crisis suffered by the Company for other reasons – it may deviate from the remuneration system and particularly determine increased base salaries and increased target-related bonus payments within the framework of maximum remuneration in order to compensate for a low earnings-related remuneration to be expected in such cases. In cases of significant need for restructuring, shorter than usual terms of employment may be agreed upon with Management Board members and special securing agreements for claims to remuneration may be provided for. Such cases also allow for lower base salaries and lower variable remuneration, reflecting the Company's lower profitability.

10. Analysis of relative components

For the percentage assessment of the separate remuneration components, Elmos Semiconductor SE considers the base salary and the variable remuneration components. 100% assumed target achievement is anticipated for the target-related variable remuneration component, the earnings-related variable remuneration component is included in the analysis under the assumption of sales of 300 million Euro and an EBIT margin of 17%, and share-based remuneration is considered at the average annual fair value of the stock awards over the terms of the respective award. Fringe benefits usually accounting for less than 15% of total remuneration are not considered for the percentage analysis presented

below. Based on these assumptions, Management Board remuneration is broken down as follows:

| | Management Board member/CEO |
|---|-----------------------------|
| Base salary (+/- 10 percentage points) | 30% |
| Non-share-based bonus (+/- 15 percentage points) | 50% |
| Share-based bonus (+/- 15 percentage points) | 20% |

The percentage distribution of remuneration components is presented based on bandwidths reflecting different specific arrangements within the remuneration system. The actually achieved remuneration and its actual distribution are described in the remuneration report.

The multi-year assessment basis of the earnings-related bonus, the investment commitment with respect to target-related and earnings-related remuneration, and the alignment of the share-based remuneration towards a sustainable increase in shareholder value assure that the share of variable remuneration with a long-term horizon will prevail.

11. Process for the determination, implementation, and amendment of the remuneration system

a. Determination, amendment, and review of the remuneration system

The Supervisory Board routinely concerns itself with the remuneration of the members of the Management Board. In determining the remuneration, it orients itself towards the principles described in chapter 1.

The Supervisory Board determines the remuneration of the Management Board members and the CEO after due consideration. External compensation advisers are not consulted, nor are benchmark studies commissioned to be specially prepared for Elmos Semiconductor SE. Employee remuneration is not specially analyzed for the sole purpose of determining Management Board remuneration. The Supervisory Board uses remuneration studies and comparative values of other companies instead and takes the level of employee remuneration and typical change over time into consideration.

Special measures with respect to conflicts of interest regarding Management Board remuneration were not indicated.

The Supervisory Board is planning a review and a possible amendment of the remuneration system no later than in the course of the year prior to the Annual General Meeting or rather within the context of preparing the Annual General Meeting to be held in the year 2025.

The Supervisory Board decides on the determination and any amendments of the remuneration system in full session.

b. Implementation of the remuneration system

The Supervisory Board implements the remuneration system by preparing employment contracts negotiated with the individual members of the Management Board. Within this context the Supervisory Board also determines the base salary and any adjustments if applicable. The Supervisory Board defines the targets for all members of the Management Board in consultation with the CEO.

The remuneration system provides for a review of the base salary no later than after four years for the year 2025. The Supervisory will consider in

particular the situation of the Company, its prospects for the future, and the contributions made by the members of the Management Board. The Supervisory Board discusses and decides on additional components of share-based remuneration beyond the 2020 stock award at its own discretion. There is no fixed schedule for such deliberations.

The Supervisory Board decides on the Management Board employment contracts and any adjustments in full session.

c. Deviations from the remuneration system

The Supervisory Board reserves the right of deviation from the remuneration system in the cases described in chapter 9.

The Supervisory Board decides on any deviations from the remuneration system in full session.

Information on the remuneration of the Supervisory Board proposed under agenda item 8.2

The remuneration of the members of the Supervisory Board of Elmos Semiconductor SE is intended to not include a variable remuneration component as it did with respect to Elmos Semiconductor Aktiengesellschaft but to consist solely of a fixed cash compensation. A transition to fixed compensation supports advisory and control functions geared towards the Company's sustainable development. This remuneration policy has been implemented at the majority of stock listed companies. Elmos Semiconductor SE holds the view that fixed compensation is suited to strengthen the Supervisory Board members' independence and to compensate their commitment adequately.

The elimination of the variable remuneration component makes it necessary, among other reasons for maintaining the previous remuneration level, to increase the previous fixed compensation of a member of the Supervisory Board of Elmos Semiconductor Aktiengesellschaft of EUR 10,000.00 per fiscal year to the fixed compensation of a member of the Supervisory Board of Elmos Semiconductor SE of EUR 60,000.00 per fiscal year.

As was the case with respect to Elmos Semiconductor Aktiengesellschaft, higher compensation is provided for the Chairman and the Vice Chairman of the Supervisory Board. Due to the greater expenditure of time required for those positions, the remuneration of the Chairman is two times and of the Vice Chairman is 1.5 times the regular Supervisory Board remuneration. Insofar the remuneration system also complies with recommendation G.17 GCGC.

Respective remuneration refers to a full fiscal year. For parts of a fiscal year served, remuneration is paid pro rata temporis.

Moreover, Supervisory Board members are reimbursed for their expenses and the sales tax levied on their remuneration.

The members of the Supervisory Board are included in a directors and officers liability insurance policy held by the Company in its interest at adequate coverage if such insurance policy exists. Insurance premiums are paid by the Company.

The amounts and the structure of Supervisory Board remuneration are market standards and reflect increased demands on the Supervisory Board's work. Thus the remuneration policy proposed for voting assures appropriate compensation of the members of the Supervisory Board of

Elmos Semiconductor SE and also complies with recommendation G.18 sentence 1 GCGC.

From now on, the Annual General Meeting has to vote on the remuneration of the members of the Supervisory Board at least every four years; voting for approval of the remuneration policy is permissible. For the purpose of submitting the remuneration policy to the Annual General Meeting, the remuneration system will be reviewed in good time.

The new Supervisory Board remuneration policy is intended to become effective after May 21, 2021.

Total number of shares and voting rights

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

Please take note that the Company holds 1,978,206 treasury shares. In accordance with Section 71b AktG (Stock Corporation Act), the Company cannot derive any rights from these shares, particularly no voting rights.

Registration for the Annual General Meeting, authorization for the exercise of voting rights

Shareholders may exercise their voting rights either themselves or through an authorized proxy by electronic absentee voting, using the password-protected InvestorPortal, or by giving instructions to the shareholder proxies nominated by the Company (see below, "Using the password-protected InvestorPortal," "Electronic absentee voting," and "Proxy voting").

According to § 12 of the Company's Articles of Association, shareholders are entitled to the exercise of voting rights if they register with the Company at the following address and submit either special proof of share ownership issued by their custodian bank or proof pursuant to Section 67c (3) AktG in accordance with Section 123 (4) sentence 1 AktG to that same address:

Elmos Semiconductor SE
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 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 29, 2021**, and it must be received by the Company together with the registration **before midnight of May 13, 2021** at said address. Registration and proof of share ownership must be furnished in text form (Section 126b BGB (Civil Code)), composed either in German or English.

Entitlement to the exercise of voting rights and extent 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 the exercise of the shareholder's rights at the virtual Annual General Meeting; i.e. the sale of shares subsequent to the record date has no effect on the exercise of rights within the framework of the virtual Annual General Meeting. The same applies for the acquisition of shares after the

record date. Persons who do not own any shares as of the record date and become shareholders after that date are not entitled to exercise any rights within the framework of the virtual Annual General Meeting 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 virtual Annual General Meeting will be sent to the shareholders, including the login data for the password-protected InvestorPortal consisting of admission ticket number and internet access code (password). In order to assure the timely receipt of admission tickets with the login data for the password-protected InvestorPortal, we kindly ask our shareholders to register for the Annual General Meeting and request an admission ticket with the login data for the password-protected InvestorPortal from their custodian bank in good time.

Specifics of the virtual Annual General Meeting

The Annual General Meeting will be held, based on a decision made by the Management Board with the Supervisory Board's consent pursuant to Section 1 (2) sentence 1, (6) sentence 1 COVID-19 Act, without the physical attendance of the shareholders and their proxies as a virtual Annual General Meeting. Shareholders and their proxies (with the exception of the shareholder proxies nominated by the Company) do not have the right or the opportunity of physical participation at the venue of the meeting. There will thus be no participation in the Annual General Meeting for the purpose of Section 118 (1) sentence 2 AktG.

The live video and audio transmission of the entire meeting on May 20, 2021, starting at 10:00 a.m. CEST, will be made available to the duly registered shareholders and their proxies through the InvestorPortal, accessible on the internet at <https://www.elmos.com/english/about-elmos/investor/>

annual-general-meeting. The InvestorPortal is accessed by entering the required login data, provided to the shareholder for this purpose after due registration for the virtual Annual General Meeting and consisting of an admission ticket number and an internet access code (password). Apart from that, the entire Annual General Meeting or essential parts thereof may be broadcasted live on the internet on May 20, 2021, starting at 10:00 a.m. CEST, upon the order of the chairman of the Annual General Meeting at <https://www.elmos.com/english/about-elmos/investor/annual-general-meeting> for the interested public without access authorization being required.

Shareholders may, subject to fulfilling the requirements listed under "Registration for the Annual General Meeting, authorization for the exercise of voting rights,"

- > exercise their voting rights themselves or through an authorized proxy by way of electronic absentee voting, using the password-protected InvestorPortal on the internet at <https://www.elmos.com/english/about-elmos/investor/annual-general-meeting> according to the procedure explained there, even on the day of the Annual General Meeting up to the beginning of voting at the virtual Annual General Meeting;
- > have their voting rights exercised according to the voting instructions they have issued by the shareholder proxies nominated by the Company, even right up to the beginning of voting at the virtual Annual General Meeting by using the password-protected InvestorPortal;
- > submit questions themselves or through an authorized proxy. Questions shall be submitted exclusively by the shareholder or his or her proxy as of due registration and no later than **Tuesday, May 18, 2021, 24:00 CEST** by using the password-protected InvestorPortal on the internet at <https://www.elmos.com/english/about-elmos/investor/annual-general-meeting> according to the procedure explained there.

Shareholders who have exercised their voting rights either themselves or through an authorized proxy may object to any resolution passed by the Annual General Meeting by way of derogation from Section 245 no. 1 AktG, thus waiving the requirement of physical attendance at the Annual General Meeting. Any objection must be declared on the record to the notary public who takes the minutes of the Annual General Meeting by sending an email during the Annual General Meeting to the notary public (elmoshv-notar@spieker-jaeger.de) with a copy to the Company (hauptversammlung@elmos.com), providing name and first name, full address, and the number of the ticket of admission to the virtual Annual General Meeting (admission ticket number).

Using the password-protected InvestorPortal

The InvestorPortal can be found on the internet at <https://www.elmos.com/english/about-elmos/investor/annual-general-meeting> and can be used, after gaining password-protected access, for electronic absentee voting and proxy voting, both of which will be explained in the following. Shareholders and their authorized proxies can also submit their questions through the InvestorPortal.

Using the password-protected InvestorPortal requires login data for gaining access to the InvestorPortal. After due registration for the Annual General Meeting, shareholders will receive a ticket of admission including the login data, consisting of the admission ticket number and the internet access code (password). The procedure implemented for the password-protected InvestorPortal requires that proof of share ownership has been furnished by the record date according to the above-mentioned terms and conditions. The password-protected InvestorPortal will be available as of **Thursday, April 29, 2021, 24:00 CEST** up to the close of the Annual General Meeting.

Further information on the procedure for using the password-protected InvestorPortal can be found on the internet at <https://www.elmos.com/english/about-elmos/investor/annual-general-meeting>.

Electronic absentee voting

Shareholders have the option, subject to fulfilling the requirements listed under “Registration for the Annual General Meeting, authorization for the exercise of voting rights,” to cast their votes by way of electronic absentee voting without attending the Annual General Meeting in person. Votes by electronic absentee ballot shall be cast on the internet at <https://www.elmos.com/english/about-elmos/investor/annual-general-meeting> by using the password-protected InvestorPortal according to the procedure explained there (within the scope of the conditions and restrictions named under “Using the password-protected InvestorPortal”).

Votes cast by way of electronic absentee ballot can be given, changed, or revoked up to and including the day of the Annual General Meeting, namely up to the beginning of voting at the virtual Annual General Meeting.

Proxy voting

Proxy authorization

Voting rights may be exercised by proxies. Shareholders who opt for the electronic authorization of proxies by using the password-protected InvestorPortal for this purpose must then provide their authorized proxy with their login data for the InvestorPortal on their own initiative and in good time.

If neither an intermediary nor a shareholders’ association, nor a proxy advisor, nor another entity comparable to an intermediary in accordance with Section 135 (8) AktG (Stock Corporation Act) is authorized as a proxy, 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 the shareholders' convenience, the Company provides the option 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 Company-nominated proxy is authorized, proxy authorization must also be accompanied by voting instructions. 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 intermediaries, shareholders' associations, proxy advisors, or other entities comparable to intermediaries in accordance with Section 135 (8) AktG, as well as to revoking and giving proof of such proxy authorization. Intermediaries, shareholders' associations, proxy advisors, and other entities comparable to an intermediary in accordance with Section 135 (8) 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

Shareholders may grant proxy authorization electronically by using the password-protected InvestorPortal up to the beginning of voting at the virtual Annual General Meeting and must then provide the authorized proxy with their login data for InvestorPortal, or proof of proxy authorization

must be submitted by the shareholders prior to the Annual General Meeting by declaration to the Company no later than **Wednesday, May 19, 2021, 24:00 CEST** (Company's receipt) by mail, fax, or email to the following address:

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

Shareholders who intend to authorize shareholder proxies nominated by the Company may either grant proxy authorization and give voting instructions through the InvestorPortal up to the beginning of voting at the virtual Annual General Meeting or submit proxy authorization and voting instructions prior to the Annual General Meeting, using the proxy form which is part of the admission ticket, no later than **Wednesday, May 19, 2021, 24:00 CEST** (Company's receipt) by mail, fax, or email to the following address:

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

Proxy forms

Shareholders who have registered according to § 12 of the Company's Articles of Association will receive a proper form for granting proxy authorization as part of the ticket of admission to the virtual Annual General Meeting. In addition to that, a proxy form is available for download on the Company's website (<https://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 shareholdings equal or exceed 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 Art. 56 sentences 2, 3 SE-VO (SE Regulation), Section 50 (2) SEAG (SE Implementation Act) in conjunction with Section 122 (2) AktG (Stock Corporation Act) that topics 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 or electronically by email (hauptversammlung@elmos.com) in accordance with Section 126a BGB (i.e. providing a qualified electronic signature). 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 **Monday, April 19, 2021, 24:00 CEST**.

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

Elmos Semiconductor SE
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 this information throughout the entire European Union. They are also announced on the internet at <https://www.elmos.com/english/about-elmos/investor/annual-general-meeting>.

2. Countermotions and election proposals

In accordance with Section 126 (1) AktG, 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 available by the Company, the Company must receive them, accompanied by proof of shareholder capacity, at least 14 days prior to the Annual General Meeting, thus no later than **Wednesday, May 5, 2021, 24:00 CEST**, at the following address:

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

Otherwise addressed countermotions will not be made available. Subject to Section 126 (2) and (3) AktG, any shareholder's countermotions to be made available will be released on the internet at <https://www.elmos.com/english/about-elmos/investor/annual-general-meeting> including the shareholder's name and any provided explanatory statement as well as any corresponding statement by the Management.

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 available 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 available if they do not contain information on Supervisory Board candidates' memberships in other statutory supervisory boards pursuant to Section 125 (1) sentence 5 AktG.

As the Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of shareholders and their proxies by providing for electronic absentee voting and proxy voting in accordance with the COVID-19 Act, all rights to motions "at" the Annual General Meeting cease to apply.

Shareholders' motions or election proposals to be made available according to Section 126 or 127 AktG are deemed as if filed at the Annual General Meeting if the shareholder filing the motion or the election proposal is properly legitimized and registered for the Annual General Meeting (Section 1 (2) sentence 3 COVID-19 Act).

The right of the chairman of the Annual General Meeting to put the Management's proposals up for vote first within the election's proceedings shall remain unaffected. If the administration's proposals are passed with the required majority, countermotions or (different) election proposals do insofar not warrant further consideration.

3. Requests for information

With respect to the impending Annual General Meeting, the right to information pursuant to Section 131 (1) AktG is provided only to a limited extent according to Section 1 (2) sentence 1 no. 3, sentence 2 COVID-19 Act in conjunction with a corresponding Management Board resolution made

with the Supervisory Board's consent. As the Annual General Meeting will be held as a virtual Annual General Meeting, shareholders cannot request information "at" the Annual General Meeting. Shareholders are instead provided the right to ask questions by means of electronic communication according to Section 1 (2) sentence 1 no. 3 COVID-19 Act. In accordance with Section 1 (2) sentence 2 COVID-19 Act, the Management Board shall decide at its own discretion after due consideration how to answer questions submitted; the Management Board may also stipulate that questions be submitted no later than one day prior to the Annual General Meeting by means of electronic communication.

With respect to the impending Annual General Meeting, shareholders may submit questions, subject to fulfilling the requirements listed under "Registration for the Annual General Meeting, authorization for the exercise of voting rights," either themselves or through an authorized proxy. Questions shall be submitted **no later than Tuesday, May 18, 2021, 24:00 CEST**, by using the password-protected InvestorPortal on the internet at <https://www.elmos.com/english/about-elmos/investor/annual-general-meeting> according to the procedure explained there.

In answering questions during the Annual General Meeting, the name of the questioner will be disclosed only (insofar as questions are answered individually) if the questioner has expressly declared his or her consent to his or her name's disclosure along with submitting the question.

4. Further information

Further information on the shareholders' rights pursuant to Art. 56 sentences 2, 3 SE-VO, Section 50 (2) SEAG, Sections 122 (2), 126 (1), 127, 131 (1) AktG and Section 1 COVID-19 Act are available on the internet at <https://www.elmos.com/english/about-elmos/investor/annual-general-meeting>.

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

The information to be made available on the Company's website pursuant to Section 124a AktG (Stock Corporation Act), particularly the convening notice to 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 <https://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 notice to the Annual General Meeting has been announced in the Federal Gazette of March 23, 2021 and provided for publication to media outlets of which it can be expected that they distribute this information throughout the entire European Union.

Information on data protection

If shareholders register for participation in the Annual General Meeting or grant proxy authorization, we will collect personal data of them and/or the proxy they have authorized. This has the purpose of enabling shareholders to exercise their rights within the framework of the Annual General Meeting. Shareholders will find detailed information on our handling of their personal data and their rights according to the General Data Protection Regulation (GDPR) on the internet at the Company's web pages addressing the Annual General Meeting: <https://www.elmos.com/english/about-elmos/investor/annual-general-meeting>.

Dortmund, March 2021

Elmos Semiconductor SE
The Management Board

Information pursuant to Section 125 AktG in conjunction with Table 3 of the Annex of the Commission Implementing Regulation (EU) 2018/1212

| | | |
|----|---------------------------------|---|
| A1 | Unique identifier of the event | 5efae304c171eb118119005056888925 |
| A2 | Type of message | Notice of the Annual General Meeting NEWM |
| B1 | ISIN | DE0005677108 |
| B2 | Name of issuer | Elmos Semiconductor SE |
| C1 | Date of the General Meeting | 20210520 |
| C2 | Time of the General Meeting | 10:00 CEST = 08:00 UTC |
| C3 | Type of General Meeting | Virtual Annual General Meeting without physical presence of the shareholders or their proxies GMET |
| C4 | Location of the General Meeting | URL of the virtual General Meeting: https://www.elmos.com/english/about-elmos/investor/annual-general-meeting Venue within the meaning of the German Stock Corporation Act: Premises of Elmos Semiconductor SE, Heinrich-Hertz-Straße 1, 44227 Dortmund, Germany |
| C5 | Record date | 20210428 (cob) |
| C6 | Uniform Resource Locator (URL) | https://www.elmos.com/english/about-elmos/investor/annual-general-meeting |



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