

Strong Together



Invitation to the Annual General Meeting 2023
May 10, 2023, 10:00 a.m., Elmos Semiconductor SE

This English translation is provided for convenience only. The German text shall be the sole legally binding version.



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

Dear shareholders,

Our Annual General Meeting will be held on **Wednesday, May 10, 2023 at 10:00 a.m. CEST**.

The Management Board has decided with the Supervisory Board's consent and in accordance with Section 26n (1) Introductory Act to the Stock Corporation Act (EGAktG)¹ that the Annual General Meeting will be held as a

Virtual Annual General Meeting pursuant to Section 118a (1) sentence 1 Stock Corporation Act (AktG)

without the physical presence of the shareholders or their proxies (with the exception of shareholder proxies nominated by the Company) at the location of the Annual General Meeting.

Duly registered shareholders and their proxies may connect to the virtual Annual General Meeting by way of electronic communication on the internet through the InvestorPortal at

<https://www.elmos.com/english/about-elmos/investor/annual-general-meeting>

to follow the meeting and exercise their shareholders' rights. Access to InvestorPortal is gained by entering the required login data provided to the shareholder or his proxy upon due registration for the virtual Annual General Meeting, 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 10, 2023, 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 login data being required.

The voting rights of shareholders and their proxies are exercised solely by means of electronic absentee ballot or by authorization of shareholder proxies nominated by the Company.

The location of the Annual General Meeting within the meaning of the Stock Corporation Act are the Company's headquarters, Heinrich-Hertz-Straße 1, 44227 Dortmund, Germany. Shareholders and their proxies (with the exception of shareholder proxies nominated by the Company) do not have the right or opportunity to attend the meeting on location.

Further information and notes can be found below the agenda and the additional information on agenda items.

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.

AGENDA

Agenda item 1

Presentation of the adopted separate financial statements and the approved consolidated financial statements as of December 31, 2022, the Management Board's combined management report for Elmos Semiconductor SE and the Group, and the report of the Supervisory Board for fiscal year 2022

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 Sections 289a, 315a HGB (Commercial Code) 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 during the Annual General Meeting on location as well as at aforementioned 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 218,511,144.52 Euro for fiscal year 2022 be used in the amount of 12,838,977.00 Euro for the payment of a dividend of 0.75 Euro per share and that the remaining amount of 205,672,167.52 Euro be carried forward to new accounts.

The proposal for the appropriation of retained earnings takes into account treasury shares held by the Company (581,364 shares) that are not entitled to dividend. If the number of no-par shares entitled to dividend for fiscal year 2022 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 0.75 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 2022

Supervisory Board and Management Board propose that the actions of the acting members of the Management Board of Elmos Semiconductor SE in fiscal year 2022 be formally approved for this period.

Agenda item 4

Resolution on the formal approval of the actions of the Supervisory Board for fiscal year 2022

Management Board and Supervisory Board propose that the actions of the acting members of the Supervisory Board of Elmos Semiconductor SE in fiscal year 2022 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 2023 and of the auditor for the review of the interim financial report for the first six months of fiscal year 2023

In fiscal years 2021 and 2022, the Company carried out a public tendering procedure for the audit services to be performed for fiscal year 2023. The tender also included the review of the half-year financial report in fiscal year 2023. Based on the resulting reasoned recommendation of its Audit Committee for the appointment of either BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, or Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Düsseldorf, with a preference for the appointment of BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, the Supervisory Board proposes to the Annual General Meeting that the following resolution be adopted:

BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, Dortmund office, is appointed

a) auditor and group auditor for fiscal year 2023 as well as

b) auditor for the review of the interim financial report for the first six months of fiscal year 2023.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that no clause limiting the selection options has been imposed on it within the meaning of Article 16 (6) of the EU Statutory Audit Regulation (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014 on specific requirements for the statutory audit of public interest entities and repealing Commission Decision 2005/909/EC).

Agenda item 6

Resolution on the approval of the remuneration report for fiscal year 2022

Management Board and Supervisory Board are obligated under Section 162 AktG (Stock Corporation Act) to prepare a report on the remuneration granted and owed by the Company and any of the Group's consolidated entities (Section 290 HGB (Commercial Code)) in the previous fiscal year to each individual acting or former member of the Company's Management Board and Supervisory Board.

The remuneration report for the purpose of Section 162 AktG has been audited by the auditor. The auditor examines whether the remuneration report includes all legally required disclosures and statements. The auditor prepares an audit opinion on the audit of the remuneration report (Section 162 (3) AktG).

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

The Annual General Meeting approves the audited remuneration report for the fiscal year ended December 31, 2022, annexed to the agenda of the Annual General Meeting.

The remuneration report is also available on the internet, together with the audit opinion, at

<https://www.elmos.com/english/about-elmos/investor/annual-general-meeting>.

Agenda item 7

Resolution on the approval of the Management Board remuneration system

On May 11, 2022, the Company's Annual General Meeting approved the remuneration system for the Management Board adopted by the Supervisory Board.

The Annual General Meeting of a stock corporation has to vote on the approval of the remuneration system for Management Board members submitted by the Supervisory Board in each case of significant change and at least every four years (Section 120a (1) AktG (Stock Corporation Act)).

The Supervisory Board has decided to submit to the Annual General Meeting an amended remuneration system for approval in the year 2023. Among other items, it provides for an increase in base salary of the members and the Chairman of the Management Board. Furthermore, the base salary will be reviewed annually by the Supervisory Board for appropriateness, taking into consideration in particular general inflation and the development of salaries of the employees of Elmos Semiconductor SE, among other criteria (cf. nos. 2 and 11b of the remuneration system).

The EBIT margin for 100% target achievement within the framework of the earnings-related bonus (previously 17%) is set at 20%; 150% target achievement corresponds to a 30% EBIT margin.

The presentation regarding 2021 stock awards is meant to serve as example, as has the previous year's presentation. The presentation has been updated accordingly.

The provision governing maximum remuneration has been amended. If the Management Board has 4 members, maximum remuneration is increased from 6 million Euro to 8 million Euro for the Management Board as a whole (cf. no. 8 of the remuneration policy).

For further details and other amendments, please refer to the description of the remuneration system for the Company's Management Board members as adopted by the Supervisory Board, annexed to 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 adopted:

The Annual General Meeting approves the remuneration system for the Management Board adopted by the Supervisory Board.

Agenda item 8

Resolution on the remuneration of the Supervisory Board

According to Section 113 (3) sentences 1, 2 AktG (Stock Corporation Act), the Annual General Meeting of stock corporations has to vote on the remuneration of the members of Supervisory Boards at least every four years; voting for approval of the remuneration is permissible.

Pursuant to statutory provisions, the Company's Supervisory Board has established an Audit Committee. The German Corporate Governance Code (GCGC) recommends taking into consideration the greater expenditure of time of the members of Supervisory Board committees. Accordingly, additional compensation is provided now for the members of the Company's Audit Committee, which has been established in the meantime.

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

Members of the Supervisory Board of Elmos Semiconductor SE receive fixed remuneration of 60,000 Euro for each fiscal year.

Increased compensation is provided for the Chairperson and Vice Chairperson of the Supervisory Board as well as for the chairs and members of Supervisory Board Committees. Due to the greater expenditure of time required, it is 2 times the regular remuneration for the Chairperson of the Supervisory Board and 1.5 times the regular remuneration for the Vice Chairperson. The Chairperson of the Audit Committee is paid additional annual compensation of 20,000.00 Euro. Members of the Audit Committee are paid additional annual compensation of 10,000.00 Euro.

Remuneration corresponds to a full fiscal year. For parts of any fiscal year, remuneration is paid pro rata temporis.

In addition to that, Supervisory Board members are reimbursed for their expenses and, in compliance with statutory provisions, any sales tax levied on remuneration and expenses.

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

This remuneration is retroactive to January 1, 2023.

For further information on the remuneration system, please refer to the description of the Supervisory Board remuneration system annexed to the agenda of the Annual General Meeting.

Agenda item 9

Resolution on amendments to the Articles of Association (inclusion of provisions governing virtual Annual General Meetings and participation of Supervisory Board members without their physical presence at the location of the Annual General Meeting by means of video and audio transmission)

Pursuant to the Act on the Introduction of Virtual Annual General Meetings of Stock Corporations and the Amendment of Cooperative and Insolvency and Restructuring Law Provisions of July 20, 2022 (Federal Law Gazette of July 26, 2022, pages 1166 et seq., “Act on the Introduction of Virtual Annual General Meetings of Stock Corporations”), the Articles of Association may provide, or authorize the Management Board to provide, that the Annual General Meeting is held without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting (virtual Annual General Meeting, Section 118a AktG (Stock Corporation Act)).

Management Board and Supervisory Board share the opinion that the Company should have the flexibility to conduct its future Annual General Meetings either as in-person or virtual meetings.

However, the Management Board will make a discretionary decision prior to each Annual General Meeting, taking into consideration the exchange with the shareholders, on the format of the Annual General Meeting in the best interest of the Company and the shareholders.

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

9.1) Section 12 of the Articles of Association is amended by a new paragraph 5 as follows:

“12.5 The Management Board is authorized until May 9, 2028 to hold the Annual General Meeting without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting (virtual Annual General Meeting). The Management Board is authorized to make provisions regarding the procedure pursuant to sentence 1. Any use of this procedure and the provisions made in this respect shall be announced with the notice of convening the Annual General Meeting.”

9.2) Section 13.1 of the Articles of Association is amended as follows:

“Members of the Supervisory Board are permitted to participate in the Annual General Meeting by means of video and audio transmission if the Annual General Meeting is held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting in accordance with Section 12.5 of the Articles of Association; however, this shall not apply to the chair of the Annual General Meeting if he or she is a member of the Supervisory Board.”

9.3) Section 13.4 of the Articles of Association is revised as follows:

“13.4 The chair of the Annual General Meeting determines the order of speakers and the order in which agenda items are addressed, the type and order of voting, the chair may, to the extent permitted by law, decide on the combination of related resolution items into one voting item and set reasonable restrictions on speaking time, question time, inquiry time, or combined speaking, question and inquiry time for the entire course of the Annual General Meeting, for individual agenda items and for individual speakers, at the beginning or during the course of the Annual General Meeting, and, if necessary for the proper proceeding of the Annual General Meeting, to order the end of the debate; this shall also apply to the virtual Annual General Meeting pursuant to Section 12 (5) of the Articles of Association.”

Please refer to the Company’s website at

<https://www.elmos.com/english/about-elmos/investor/annual-general-meeting>

for a version of the Articles of Association highlighting the proposed amendments for the reader’s convenience.

REMUNERATION REPORT FOR FISCAL YEAR 2022 IN ACCORDANCE WITH SECTION 162 AKTG ON AGENDA ITEM 6

I) Preamble

This remuneration report of Elmos Semiconductor SE has been prepared by Management Board and Supervisory Board together and it meets the requirements of Section 162 AktG (Stock Corporation Act). The Company considers a transparent and comprehensible presentation of the remuneration of Management Board and Supervisory Board according to statutory provisions and standards a component of good corporate governance.

Generally speaking, a remuneration report describes the individually granted and owed remuneration of the current (i.e., acting as of the reporting date December 31, 2022) and former members of Management Board and Supervisory Board in the respective financial year. The remuneration report explains the structure and the amounts of the various components of Management Board and Supervisory Board remuneration in detail with respect to the individual board members.

Total remuneration described in this remuneration report refers to the remuneration components granted for the 2022 fiscal year within the meaning of Section 162 AktG. Accordingly, remuneration is deemed granted as soon as it has been actually received by the board members or, in case of stock options, actually granted. Remuneration components are deemed merely owed if an obligation to remunerate board members is due but has not been fulfilled yet.

II) Management Board remuneration

1) Remuneration system

The remuneration system for members of the Management Board of Elmos Semiconductor SE, compliant with the principles of Section 87a AktG and applicable for the Company since fiscal year 2021, was approved by the Annual General Meeting on May 20, 2021. The Annual General Meeting of May 11, 2022 approved amendments to the current remuneration system, particularly with respect to investment commitments. This remuneration system currently in effect has been released in the invitation to the Annual General Meeting on May 11, 2022 and at the Elmos website

(www.elmos.com/english/about-elmos/investor/corporate-governance.html).

Remuneration of the members of the Management Board of Elmos Semiconductor SE consists of fixed remuneration (base salary, fringe benefits and retirement pension benefits) and variable remuneration (variable non-share-price-based remuneration components and variable share-price-based remuneration components).

Variable non-share-price-based remuneration includes an earnings-related bonus and a target-related bonus. With respect to this type of remuneration there is a pro rata commitment to invest in the Company's stock. Variable non-share-price-based remuneration components are recognized according to the accrual principle. Variable share-price-based remuneration encompasses stock options granted to the members of the Management Board.

Variable non-share-price-based remuneration components are aimed at the Company's sustained positive development. Various key financials and targets – among them sales, EBIT margin, the extent of achievement of operational and strategic targets for the fiscal year, and the stock price – serve as reference values for a multi-dimensional performance assessment of the Management Board. It reflects the Company's development in its different aspects, not all of which are quantifiable as financials. The successful development and implementation of the business strategy and the Company's development in terms of sustainability (especially in line with ESG criteria) reflect in the above-mentioned financial indicators applied as well as in the achievement of the fiscal year's non-financial targets, breaking down certain aspects of the corporate strategy into sub-segments and specifying them.

The share of fixed remuneration (base salary, fringe benefits and retirement pension benefits) in total remuneration is set relatively low in relation to the other remuneration components. In contrast to that, the share of variable remuneration (variable non-share-price-based remuneration components and variable share-price-based remuneration components) is set relatively high and predominantly has a long-term incentive effect. Investment commitments for the members of the Management Board with respect to the Company's stock and variable share-price-based remuneration also contribute to Management Board members having a vested interest in the Company's positive long-term performance just like all other shareholders.

2) Remuneration of the acting members of the Management Board

As of December 31, 2022, the Management Board had three members. In the 2022 fiscal year, there were no changes in personnel on the Management Board.

Management Board remuneration of Elmos Semiconductor SE for **fiscal year 2022** is determined by the following components:

- base salary granted in fiscal year 2022
- fringe benefits (essentially the provision of company cars)
- retirement pension benefits
- variable non-share-price-based remuneration granted in fiscal year 2022 for fiscal year 2021, comprising earnings-related bonus and target-related bonus
- variable share-price-based remuneration granted in fiscal year 2022 (stock options)

Total remuneration of the Management Board for fiscal year 2022 amounts to 2,860,673 Euro altogether. Of that total, 860,000 Euro are accounted for by base salary, 39,214 Euro by fringe benefits, 50,000 Euro by retirement pension benefits, 1,911,459 Euro by variable non-share-price-based remuneration, and 0 Euro by variable share-price-based remuneration with long-term incentive effect (stock options) granted in the fiscal year.

Total remuneration of the acting Management Board members granted in fiscal year 2022 is presented in the following table:

Total remuneration (EUR)

	Dr. Arne Schneider (CEO)	Dr. Jan Dienststuhl	Guido Meyer	Total
Remuneration components				
Base salary	420,000	220,000	220,000	860,000
<i>relative components</i>	27.0%	32.2%	35.2%	30.1%
Fringe benefits	24,354	14,860	0	39,214
<i>relative components</i>	1.6%	2.2%	0.0%	1.4%
Retirement pension benefits	0	25,000	25,000	50,000
<i>relative components</i>	0.0%	3.7%	4.0%	1.7%
Variable non-share-price-based remuneration	1,109,950	422,353	379,157	1,911,459
<i>relative components</i>	71.4%	61.9%	60.7%	66.8%
<i>thereof earnings-related bonus</i>	609,019	213,157	213,157	1,035,332
	39.2%	31.2%	34.2%	36.2%
<i>thereof target-related bonus</i>	500,931	209,196	166,000	876,127
	32.2%	30.7%	26.6%	30.6%
Variable share-price-based remuneration (stock options)¹	0	0	0	0
<i>relative components</i>	0.0%	0.0%	0.0%	0.0%
Total remuneration	1,554,303	682,213	624,157	2,860,673
<i>relative components</i>	100.0%	100.0%	100.0%	100.0%

¹ Fair value

² For Dr. Schneider, a retirement pension in the monthly amount of 4,000.00 Euro secured by reinsurance policies has been concluded, also payable in case of occupational disability (please refer to the section on retirement provision). The payment is presented in the remuneration report based on the accrual principle in the retirement phase.

The various remuneration components are explained in detail as follows.

2.1 Fixed remuneration

2.1.1 Base salary

The base salary for fiscal year 2022 is the following:

	Dr. Arne Schneider (CEO)	Dr. Jan Dienststuhl	Guido Meyer	Total
EUR				
Base salary	420,000	220,000	220,000	860,000

2.1.2 Fringe benefits

Fringe benefits are concluded individually between the respective Management Board member and the Supervisory Board within the scope of the remuneration system. Fringe benefits may comprise the provision of a company car including its private use, insurance benefits, the reimbursement of costs of travel and accommodation in case of long commutes from the family residence, and other components.

Mainly for the provision of company cars and the reimbursement of costs of commute and accommodation, the Management Board members received the following non-cash benefits:

	Dr. Arne Schneider (CEO)	Dr. Jan Dienststuhl	Guido Meyer	Total
EUR				
Fringe benefits	24,354	14,860	0	39,214

2.1.3 Retirement pension benefits

Management Board members whose first-time appointment took place after January 1, 2016 (Dr. Jan Dienststuhl and Guido Meyer) are supported in setting up private retirement provision with the payment of a fixed amount of currently 25,000 Euro per year of service and thus also compensated for the discontinuation of payments into the statutory pension insurance scheme.

For Management Board members initially appointed prior to fiscal year 2016, a monthly pension in the amount of 4,000 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.

2.2 Variable remuneration

2.2.1 Variable non-share-price-based remuneration

Earnings-related bonus

The earnings-related bonus refers to the EBIT reported for the Company in the consolidated financial statements. 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 as 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 considered 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, is not 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 (see above) and is reduced to that amount if applicable.

The variable earnings-related bonus granted in fiscal year 2022 corresponds to target achievement in fiscal year 2021. Earnings-related bonus payments made in fiscal year 2022 according to above-mentioned weighting factors are the following:

Year	2019		
Sales (EUR)	294,835,102		
	Weight	Target EBIT (EUR)	Achieved EBIT (EUR)
EBIT margin		17.00%	15.40%
Dr. Arne Schneider	15%	501,220	454,046
Dr. Jan Dienstuhl	15%	175,427	158,916
Guido Meyer	15%	175,427	158,916

Year	2020		
Sales (EUR)	232,560,983		
	Weight	Target EBIT (EUR)	Achieved EBIT (EUR)
EBIT margin		17.00%	3.70%
Dr. Arne Schneider	0%	395,354	86,048
Dr. Jan Dienstuhl	0%	138,374	30,117
Guido Meyer	0%	138,374	30,117

Year	2021			Bonus 2021 (EUR)
Sales (EUR)	322,091,174			
	Weight	Target EBIT (EUR)	Achieved EBIT (EUR)	
EBIT margin		17.00%	18.62%	
Dr. Arne Schneider	85%	547,555	636,367	609,018
Dr. Jan Dienstuhl	85%	191,644	222,728	213,156
Guido Meyer	85%	191,644	222,728	213,156

Target-related bonus

The amount of the target-related bonus corresponds to the respective year's base salary for 100%. The total target achievement can range between 0% and 150% (cap). For individual sub-targets, target achievement by more than 150% may be determined as long as the overall cap of 150% is observed. 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. Among the targets pursued are "operational and strategic development of the Company," "further development of the organization in the departments" and "further development of the Company regarding sustainability (ESG)."

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 variable target-related bonus granted in fiscal year 2022 corresponds to target achievement in fiscal year 2021.

Dr. Arne Schneider

Target	Weight	Target achievement (EUR)	Target achievement (%)
Operational development of the Company	38.0%	218,688	136.9%
Strategic development of the Company	38.4%	174,349	108.2%
Further development of the organization in the departments	18.8%	84,454	107.2%
Further development of the Company regarding sustainability (ESG)	4.9%	23,440	114.7%
		500,931	

Dr. Jan Dienstuhl

Target	Weight	Target achievement (EUR)	Target achievement (%)
Operational development of the Company	14.0%	37,360	121.3%
Strategic development of the Company	60.0%	121,218	91.8%
Further development of the organization in the departments	22.0%	41,818	86.4%
Further development of the Company regarding sustainability (ESG)	4.0%	8,800	100.0%
		209,196	

Guido Meyer

Target	Weight	Target achievement (EUR)	Target achievement (%)
Operational development of the Company	56.8%	86,000	68.8%
Strategic development of the Company	29.5%	50,000	76.9%
Further development of the organization in the departments	9.1%	20,000	100.0%
Further development of the Company regarding sustainability (ESG)	4.5%	10,000	100.0%
		166,000	

2.2.2 Variable share-price-based remuneration (stock options)

No new stock options were granted in fiscal year 2022. Please refer to the remuneration report of the year 2021 for stock options granted in the previous year.

3) Remuneration of former Management Board members

Remuneration of former members of the Management Board of Elmos Semiconductor SE for fiscal year 2022 corresponds to the inflow of retirement pensions.

EUR	Dr. Anton Mindl	Reinhard Senf	Nicolaus Graf von Luckner	Total
Retirement pension	161,780	96,893	41,217	299,890
<i>relative components</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>

4) Maximum remuneration

One item of the remuneration system in effect as of fiscal year 2022 is maximum remuneration in consideration of base salary, earnings-related bonus, target-related bonus, the fair value of share-price-based remuneration, and fringe benefits with respect to the given fiscal year.

The maximum remuneration of the Management Board as a whole, which probably consists of three or four members, is determined at 6.0 million Euro annually and applies to fiscal years 2021 through 2024. Maximum remuneration was observed in fiscal year 2022.

5) Benefits upon termination of employment

Severance pay

Management Board employment contracts provide only for extraordinary termination for cause in accordance with Section 626 BGB (Civil Code), not resulting in a claim for severance pay.

Change of control

Management Board members have a special right of termination in the event of a change of control (acquisition of more than 30% of the voting rights in the Company by a third party). They are entitled to terminate the employment contract 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 their position as of the date of termination of the employment contract. In case of exercise of this special right of termination, Management Board members are entitled to severance pay in the amount of twice their 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.

The Supervisory Board may also conclude provisions on retirement provision in case of a change of control with the members of the Management Board. With respect to stock awards, the offer price is applied for the calculation of the threshold price in case of the announcement of an offer according to Section 10 (5) WpÜG (Securities Acquisition and Takeover Act) within the term of the stock award with a subsequent change of control. The number of allocated shares is thus increased to the twofold or threefold depending on the threshold reached. This also applies for thresholds already reached fully or in part whose allocations must be adjusted accordingly. Upon the occurrence of the change of control, the number of shares attributable to the respective threshold is to be allocated. All other tranches not allocated up to that point expire.

Post-contractual non-compete agreement

The Company makes compensation payments for post-contract non-compete clauses over 24 months (80% of the most recent average contractual annual remuneration received over the last three years) and may make extraordinary one-off payments.

6) Remuneration recovery (clawback)

With respect to individual targets and sub-targets of variable remuneration (variable non-share-price-based and share-price-based remuneration components), the Supervisory Board may provide for provisions for the recovery of remuneration (clawback). Individual targets may thus be made subject to sustained achievement and will then be reviewed in the following year. Negative deviations may lead to clawback the Supervisory Board may charge against variable remuneration (variable non-share-price-based and share-price-based remuneration components) to be granted in the future if applicable.

In the year under review, the Supervisory Board has made use of the clawback option provided for by the current remuneration system and reduced the variable remuneration (variable non-share-price-based and share-price-based remuneration components) of Dr. Jan Dienstuhl by EUR 2,968. The clawback option was not used for any of the other members of the Management Board.

7) Third-party benefits

Benefits were neither promised nor granted by any third party in the past fiscal year to acting or former Management Board members with respect to their activities as members of the Management Board.

III) Supervisory Board remuneration

1) Remuneration system

All remuneration components are due after ten trading days subsequent to the Annual General Meeting to resolve the appropriation of retained earnings for the fiscal year for which the remuneration is granted. Remuneration for the past fiscal year is thus accrued by the Supervisory Board members in the respective next year and is then deemed granted. The Supervisory Board has six members.

Total remuneration of the Supervisory Board (for acting and former Supervisory Board members) granted in fiscal year 2022 for fiscal year 2021 amounts to 450,329 Euro altogether.

2) Remuneration of acting and former members of the Supervisory Board

Apart from being reimbursed for their expenses, Supervisory Board members only receive base remuneration in the amount of 60,000 Euro annually. The Chairman of the Supervisory Board receives twice, the Vice Chairman receives one and a half times that amount.

Base remuneration of acting Supervisory Board members (EUR) from January 1, 2021 to December 31, 2021

Remuneration components	Dr. Klaus Weyer (Chairman)	Prof. Dr. Günter Zimmer (Vice Chairman)	Thomas Lehner	Sven-Olaf Schellenberg	Dr. Dirk Hoheisel	Dr. Volkmar Tanneberger	Total*
Base remuneration	120,000	90,000	60,000	60,000	37,151	37,151	404,301
<i>relative components</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	100.0%

*plus sales tax

On May 20, 2021, Dr. Dirk Hoheisel and Dr. Volkmar Tanneberger were appointed members of the Supervisory Board and receive base remuneration pro rata temporis.

Base remuneration of former Supervisory Board members (EUR) from January 1, 2021 to December 31, 2021

Remuneration components	Dr. Gottfried Dutiné (until 05/20/2021)	Dr. Klaus Egger (until 05/20/2021)	Total*
Base remuneration	23,014	23,014	46,027
<i>relative components</i>	<i>100.0%</i>	<i>100.0%</i>	100.0%

*plus sales tax /less withholding tax

IV) Other information pursuant to Section 162 (1) no. 2 AktG

The following comparative presentation illustrates the year-on-year changes in the remuneration granted to acting and former Management Board and Supervisory Board members in fiscal year 2022 and the previous year, the Company's sales performance, and the remuneration of employees based on full-time employment, with the latter referring to the average wages and salaries of the employees of Elmos Semiconductor SE in the respective fiscal year.

The vertical comparison is prepared successively, starting with fiscal year 2021.

Vertical comparison	2020	2021	2022
Sales Elmos SE (EUR)	232,211,492	317,984,255	445,558,797
<i>Change (%)</i>		36.9%	40.1%
EBIT margin Elmos SE (EUR)	0.50%	18.72%	24.62%
<i>Change (%)</i>		3,644.0%	31.5%
Annual average remuneration Elmos employees at full-time equivalent (EUR)	53,116	54,546	59,452
<i>Change (%)</i>		2.7%	9.0%
Annual remuneration of acting Management Board members			
Annual remuneration ¹ Dr. Arne Schneider (EUR)	856,884	677,992	1,554,303
Stock options granted (EUR) ²	358,881	1,160,486	0
<i>Change (%)</i>		51.2%	-15.5%
Annual remuneration ¹ Dr. Jan Dienstuhl (EUR)	487,135	481,517	682,213
Stock options granted (EUR) ²	112,462	386,828	0
<i>Change (%)</i>		44.8%	-21.4%
Annual remuneration ¹ Guido Meyer (EUR)	496,051	416,182	624,157
Stock options granted (EUR) ²	112,462	386,828	0
<i>Change (%)</i>		32.0%	-22.3%
Annual remuneration of former Management Board members			
Annual remuneration Dr. Anton Mindl (EUR)	1,640,889	647,034	161,780
<i>Change (%)</i>		-60.6%	-75.0%
Annual remuneration Reinhard Senf (EUR)	96,728	96,737	96,893
<i>Change (%)</i>		0.0%	0.2%
Annual remuneration Nicolaus Graf von Luckner (EUR)	41,153	41,193	41,217
<i>Change (%)</i>		0.1%	0.1%
Annual remuneration of acting Supervisory Board members			
Annual remuneration Dr. Klaus Weyer (EUR)	80,000	100,000	120,000
<i>Change (%)</i>		25.0%	20.0%
Annual remuneration Prof. Dr. Günter Zimmer (EUR)	60,000	75,000	90,000
<i>Change (%)</i>		25.0%	20.0%
Annual remuneration Thomas Lehner (EUR)	40,000	50,000	60,000
<i>Change (%)</i>		25.0%	20.0%
Annual remuneration Sven-Olaf Schellenberg (EUR)	40,000	50,000	60,000
<i>Change (%)</i>		25.0%	20.0%
Annual remuneration Dr. Dirk Hoheisel (EUR)	0	0	37,151
<i>Change (%)</i>			100.0%
Annual remuneration Dr. Volkmar Tanneberger (EUR)	0	0	37,151
<i>Change (%)</i>			100.0%
Annual remuneration of former Supervisory Board members			
Annual remuneration Dr. Klaus Egger (EUR)	40,000	50,000	23,014
<i>Change (%)</i>		25.0%	-54.0%
Annual remuneration Dr. Gottfried Dutiné (EUR)	40,000	50,000	23,014
<i>Change (%)</i>		25.0%	-54.0%

¹ Total remuneration not including stock options

² Fair value

V) Vote of the Annual General Meeting

The Annual General Meeting of Elmos Semiconductor SE voted on May 11, 2022 on the approval of the remuneration report for fiscal year 2021 prepared and audited in accordance with Section 162 AktG.

The remuneration report for fiscal year 2021 including the independent auditor's audit opinion was made available to the public at the website of Elmos Semiconductor SE (www.elmos.com).

Dortmund, February 28, 2023

On behalf of the Supervisory Board

Dr. Klaus Weyer

Chairman of the Supervisory Board and the Audit Committee

Dr. Dirk Hoheisel

Member of the Audit Committee

On behalf of the Management Board

Dr. Arne Schneider

Dr. Jan Dienststuhl

Guido Meyer

Report of the Independent Auditor on the Audit of the Remuneration Report pursuant to Section 162 Paragraph 3 AktG

To Elmos Semiconductor SE, Dortmund

Opinion

We have formally audited the remuneration report of Elmos Semiconductor SE, Dortmund, for the financial year from 1 January 2022 to 31 December 2022 to determine whether the disclosures pursuant to section 162 paragraph 1 and 2 German Stock Corporations Act [Aktiengesetz - AktG] have been made in the remuneration report. In accordance with section 162 paragraph 3 AktG, we have not audited the content of the remuneration report.

In our opinion, the disclosures required by section 162 paragraph 1 and 2 AktG have been made in all material respects in the accompanying remuneration report.

Our opinion does not cover the content of the remuneration report.

Basis for the Opinion

We conducted our audit of the remuneration report in accordance with section 162 paragraph 3 AktG and IDW [Institut der Wirtschaftsprüfer e.V.: Institute of Public Auditors in Germany] Auditing Standard "The formal audit of the remuneration report in accordance with section 162 paragraph 3 AktG" (IDW AuS 870). Our responsibility under this provision and this standard is further described in the "Auditor's Responsibilities" section of our auditor's report. As an audit firm, we have applied the IDW Standard on Quality Management "Requirements for Quality Management in the Audit Firm" (IDW QMS 1 (09.2022)). We have complied with the professional responsibilities according to the Public Accountant Act [Wirtschaftsprüferordnung] and the German Professional Charter for Public Auditors/Sworn Auditors [Berufssatzung für Wirtschaftsprüfer und vereidigte Buchprüfer] including independence requirements.

Responsibility of the Management Board and the Supervisory Board

The management board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of section 162 AktG. They are also responsible for such internal control as they determine necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities

Our objective is to obtain reasonable assurance about whether the disclosures required by section 162 paragraph 1 and 2 AktG are made in all material respects in the remuneration report and to express an opinion thereon in a report.

We planned and performed our audit so as to determine – by comparing the disclosures made in the remuneration report with the disclosures required by section 162 paragraph 1 and 2 AktG – the formal completeness of the remuneration report. In accordance with section 162 paragraph 3 AktG, we have not audited the accuracy of the disclosures, the completeness of the content of the individual disclosures, or the appropriate presentation of the remuneration report.

Consideration of Misleading Disclosures

In connection with our audit, our responsibility is to read the remuneration report, taking into account the knowledge obtained in the audit of the financial statements, and, in doing so, to remain alert for indications that the remuneration report contains misleading disclosures in relation to accuracy of the content of the disclosures, the completeness of the content of the individual disclosures, or the appropriate presentation of the remuneration report.

If, based on the work we have performed, we conclude that there are such misleading disclosures, we are required to report that fact. We have nothing to report in this regard.

Düsseldorf, 28 February 2023

Grant Thornton AG
Wirtschaftsprüfungsgesellschaft

Eckhard Lewe
Wirtschaftsprüfer
[German Public Auditor]

Ulf Kellerhoff
Wirtschaftsprüfer
[German Public Auditor]

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

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

The remuneration is aligned towards the Company’s sustained positive development. Various key figures and targets – including sales and the EBIT margin, the fiscal year’s operational and strategic targets, and the share price – serve as reference for the Management Board’s multidimensional performance assessment. The Company’s development in its different aspects, some of which cannot be measured in financials, is thus 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 fixed remuneration is set relatively low. The share of 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-price-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 section 11. The following amounts apply for 2023:

	Management Board member	CEO
Base salary p.a.	238,000 Euro	454,000 Euro

The base salary is reviewed annually by the Supervisory Board for appropriateness, taking into consideration, among other criteria, general inflation and the development of salaries of the employees of Elmos Semiconductor SE in particular. Such a review is not claimable; the first review is scheduled for December 2023 with respect to fiscal year 2024.

3. Variable non-share-price-based remuneration components

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.

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 20% and 0.35% for Management Board members and by 20% and 1% for the CEO.

The amount of the remuneration achieved is calculated as 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. For 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 20% 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 30%. An EBIT margin of 0% or less corresponds with 0% target achievement. Intermediate values of the EBIT margin ranging between 0% and 20% and between 20% and 30% are considered by linear interpolation. Below an EBIT margin of 5%, that year's target achievement is reduced to 0% and thus to 0 Euro. Up to and including fiscal year 2022, the defined EBIT margin has been 17% for 100% target achievement and 22% for 150% target achievement.

In addition to that, 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 sustained 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%. The total target achievement can range between 0% and 150% (cap). For individual sub-targets, target achievement by more than 150% may be determined as long as the overall cap of 150% is observed. 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 weighting may vary each year and for each Management Board member so that the following list serves as an example only.

Operational development of the Company (25%)

Strategic development of the Company (50%)

Further development of the organization in the departments (15%)

Further development of the Company regarding sustainability (ESG) (10%)

A higher level of detail in the presentation of these targets is not provided in order to avoid making sensitive information available to competitors at the Company's expense. Competitors could draw conclusions about the Company's competitive objectives.

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. The achievement of those targets thus usually has a positive effect on the Company's development beyond the respective fiscal year.

The Supervisory Board may provide for rules for claims for repayment with respect to certain targets or sub-targets ("clawback"). In doing so, individual targets are placed under the reservation of sustained 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 is part of the remuneration report.

c. Investment commitment

i. General investment commitment

As of fiscal year 2021, Management Board members are obligated each year to hold 30% of the variable non-share-price-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 the number of shares. For calculating that number, the share price at the time of accrual 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-price-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-price-based components thus depends decisively on the share price as of disbursement as well as the share price performance.

ii. Alternative investment commitment

The Supervisory Board has the option, e.g. when granting additional stock awards, to conclude a higher investment commitment with all or individual Management Board members according to the principle presented in the following.

The Management Board members are obligated to invest a percentage of the due variable non-share-price-based remuneration component after taxes (net amount) to be determined by the Supervisory Board in the Company's shares in the fiscal years to be determined by the Supervisory Board. For the purpose of administrative simplification, the calculation of the net amount may be based on a tax rate of 45% plus solidarity surcharge of 5.5% if applicable. The Supervisory Board may determine different amounts of investment commitments for the members of the Management Board.

The share in the net amount is reduced by expenses incurred by the Management Board member for paying the tax debt on allocated shares of the share-price-based bonus insofar as the respective Management Board member does not dispose of shares allocated within the framework of share-price-based bonus for the settlement of tax debt.

The respective Management Board member has to carry out and account for the respective investment in the Company's shares (or settlement of tax debt) within 12 months as of the accrual of the respective net amount (**investment period**). The acquisition of shares or tax payments prior to the beginning of the investment commitment may be taken into consideration by the Supervisory Board as fulfillment of the investment commitment. Investments made during one fiscal year in excess of the net amount determined as of that date are credited against the net amount to be invested in later years.

The investment period is extended accordingly if the respective Management Board member is not permitted to acquire shares in the investment period due to self-exemption within the meaning of Art. 17 (4) of Regulation (EU) 596/2014 (Market Abuse Regulation – MAR) of more than 3 months or for other reasons beyond the existing prohibitions of trading.

If the Management Board member does not meet the investment commitment, the Company is entitled to grant no more shares within the framework of the share-price-based bonus after making a request to fulfill the investment commitment within a set period of three months. Tranches up for allocation in this period expire. If the respective Management Board member then fulfills the investment commitment, tranches up for allocation after the fulfillment of the investment commitment are to be granted. However, this does not apply for the first tranche that would have to be allocated after the fulfillment of the investment commitment.

4. Share-price-based bonus

a. System of share-price-based remuneration

Share-price based remuneration of the members of the Management Board consists of the commitment to be allocated shares of the Company under certain conditions (stock awards). The commitment is oriented towards the sustained achievement of a significantly increased enterprise valuation and thus refers to the moving average price of the Company's share over longer time periods. A high enterprise valuation usually coincides with positive growth prospects and thus options for the personal development of many employees, an increase in staff numbers, and positive effects for other stakeholders. Share-price-based remuneration supports also the achievement of such non-financial targets.

Threshold prices are defined at whose achievement a predetermined number of shares is allocated. 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 allocated ("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 allocated ("2nd tranche").

Thresholds must be reached within certain predefined timeframes. If the agreed term of employment 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 shares, the Management Board member is obligated to hold the awarded shares for a defined holding period. However, the Management Board member may dispose of as many of the shares as necessary for covering the tax debt created by the allocation of shares.

If a takeover bid for the purpose of Section 10 (5) WpÜG (Securities Acquisition and Takeover Act) with subsequent change of control is announced within the term of the stock award, the bid price is considered for the calculation of the threshold price. The number of shares allocated thus increases to two or three times depending on the threshold reached. 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 attributed to the respective thresholds are to be awarded. All other tranches not allocated thus far expire.

b. Stock award 2021

The 2021 stock award is presented here as a specific arrangement under the system described above.

The Supervisory Board may decide on similar stock awards – with adjusted values, e.g., regarding the number of share 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 system presented above and serve the same goals.

Four thresholds have been defined for the 2021 stock award:

Threshold	Threshold price	Number of shares Management Board member	Number of shares CEO
1	85.50 Euro – (total dividends)	11,000	33,000
2	100.50 Euro – (total dividends)	12,000	36,000
3	117.50 Euro – (total dividends)	13,000	39,000
4	136.50 Euro – (total dividends)	14,000	42,000

Thresholds must be reached between January 1, 2022 and December 31, 2034. The moving average short-term and medium-term prices are determined over 60 or rather 500 trading days. The holding period is ten years. Dividend payments made between January 1, 2022 and December 31, 2034 are subtracted from the threshold prices.

5. Fringe benefits

Fringe benefits are individually agreed on by the Supervisory Board and each Management Board member within the scope of the remuneration system. Fringe benefits may include the use of a company car including its 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, non-compete clauses and inventions as well as the official and private use of IT equipment.

6. Retirement 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, and 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 their 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 non-compete clauses and may make extraordinary one-off payments. The Supervisory Board may agree upon provisions on stock holding periods, share-price-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 maximum remuneration in consideration of base salary, earnings-related bonus, target-related bonus, the fair value of share-price-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 accrual 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 the Management Board member are not regarded for maximum remuneration even if investment commitments or holding periods apply. Share-price-based bonus payments are regarded at the average annual fair value determined as of grant date – the accrual is limited by the maximum number of shares regardless of maximum remuneration.

Maximum remuneration of the Management Board as a whole, provided it consists of three members, is determined at 6.0 million Euro. If the Management Board has four members, maximum remuneration of the entire Management Board is increased to 8.0 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 entities 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-price-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. Particularly possible share price performances, 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 determining maximum remuneration, the simplified method of regarding average annual fair value over the term of the respective stock award is applied.

9. Deviations from regular remuneration

a. First term of appointment

The Supervisory Board aims for a three-year term of employment for the Management Board members' first term of appointment and – unless comparable positions have already been filled at another company – adjusted remuneration; i.e., for base salary and variable non-share-price-based remuneration components, 60-80% of the remuneration level of a Management Board member in his or her second or later term of appointment is aimed for. Share-price-based remuneration components as well as fringe benefits are subject to individual negotiation within the scope 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 one-off 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 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. An assumed 100% 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 400 million Euro and an EBIT margin of 20%, and share-price-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-price-based bonus (+/- 15 percentage points)	50%
Share-price-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. Actually achieved remuneration and its actual distribution are described in the remuneration report.

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

11. Procedure 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 their remuneration, it orients itself toward the principles described in section 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 especially 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 changes over time into consideration.

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

The Supervisory Board schedules a review and possible amendments 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 2027.

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 an annual review of the base salary of Management Board members. Furthermore, fixed remuneration will be reviewed annually by the Supervisory Board for appropriateness, taking into consideration in particular general inflation and the development of salaries of the Company's employees, while an increase in fixed remuneration is not claimable. A general review of the fixed remuneration of any member of the Management Board is conducted no later than upon reappointment. The Supervisory Board 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-price-based remuneration beyond the existing 2020 and 2021 stock awards 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 to deviate from the remuneration system in the cases described in section 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

Remuneration of the members of the Supervisory Board of Elmos Semiconductor SE solely comprises fixed cash remuneration. Solely fixed remuneration promotes the consulting and supervising functions geared towards the Company's sustained development. In the opinion of Elmos Semiconductor SE, solely fixed remuneration is suited to strengthen the Supervisory Board members' independence and compensate them adequately for their effort and expenditure.

Members of the Supervisory Board of Elmos Semiconductor SE receive fixed remuneration of 60,000 Euro for each fiscal year.

Increased compensation is provided for the Chairman and Vice Chairman of the Supervisory Board as well as for the chairs and members of Supervisory Board Committees. Due to the greater expenditure of time required, it is 2 times the regular remuneration for the Chairman of the Supervisory Board and 1.5 times the regular remuneration for the Vice Chairman. The chair of the Audit Committee is paid additional annual compensation of 20,000.00 Euro. Members of the Audit Committee are paid additional annual compensation of 10,000.00 Euro.

Compensation corresponds to a full fiscal year. For parts of any fiscal year, compensation is paid pro rata temporis.

In addition to that, Supervisory Board members are reimbursed for their expenses and, in compliance with statutory provisions, any sales tax levied on remuneration and expenses.

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

The amount and structure of Supervisory Board remuneration is in line with the market and reflects the increased demands on the work of the Supervisory Board and the Audit Committee. The policy submitted for resolution thus ensures appropriate compensation for the members of the Supervisory Board of Elmos Semiconductor SE and also complies with recommendation G.17 and suggestion G.18 sentence 1 of the German Corporate Governance Code (GCGC).

The Annual General Meeting will adopt a resolution on the remuneration of the members of the Supervisory Board at least every four years; a confirmatory resolution is permissible. For the purpose of submission to the Annual General Meeting, the remuneration system is subject to a timely review.

The amendment of Supervisory Board remuneration is intended to be retroactive to January 1, 2023.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS

The Company's share capital amounts to 17,700,000.00 Euro as of the convening of the Annual General Meeting and is divided into 17,700,000 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 581,364 treasury shares. In accordance with Section 71b AktG (Stock Corporation Act), the Company cannot derive any rights from these shares, particularly no voting rights.

ANNUAL GENERAL MEETING WITHOUT PHYSICAL PRESENCE OF SHAREHOLDERS OR THEIR PROXIES

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 26n (1) EGAktG (Introductory Act to the Stock Corporation Act) in conjunction with Section 118a (1) sentence 1 AktG (Stock Corporation Act) without the physical presence of the shareholders or their proxies as a virtual Annual General Meeting. The Annual General Meeting takes place in the physical presence of its Chairman, members of the Management Board, members of the Supervisory Board, the notary public commissioned to take the minutes, and a proxy nominated by the Company at the headquarters 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 opportunity of physical presence at the venue of the meeting.

The holding of the Annual General Meeting as a virtual Annual General Meeting in accordance with the new statutory provision in Section 118a AktG leads to modifications in the proceeding of the meeting and the exercise of shareholders' rights, both compared to a physical Annual General Meeting and the last virtual Annual General Meeting held in accordance with the special legislation in connection with the COVID-19 pandemic. We therefore ask you to pay close attention to the instructions, especially regarding the option to follow the video and audio transmission of the Annual General Meeting, exercising voting rights, the right to submit motions, the right to submit comments, the right to speak, the right to information, and the right to object.

REGISTRATION / ACCESS TO THE PASSWORD-PROTECTED INVESTORPORTAL

Shareholders are entitled to participation in the Annual General Meeting (i.e., to electronic connection to the Annual General Meeting) and the exercise of voting rights and other shareholders' rights linked to participation if they register with the Company at the following address and submit either 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 19, 2023** (i.e. 0:00 hrs. CEST), and it must be received by the Company together with the registration **before midnight of May 3, 2023** (i.e., by 24:00 hrs. CEST) 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 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 disposal 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 disposal 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 are sent to the shareholders or their proxies, 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.

The InvestorPortal can be found on the internet at

<https://www.elmos.com/english/about-elmos/investor/annual-general-meeting>

and used upon gaining password-protected access.

The password-protected InvestorPortal will probably be available as of **Wednesday, April 19, 2023, 00:00 hrs. CEST.**

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>.

VIDEO AND AUDIO TRANSMISSION OF THE ANNUAL GENERAL MEETING, ELECTRONIC CONNECTION

On May 10, 2023, starting at 10:00 a.m. CEST, there will be a video and audio transmission of the entire meeting for all shareholders duly registered for the Annual General Meeting or their proxies through the InvestorPortal, accessible on the internet at

<https://www.elmos.com/english/about-elmos/investor/annual-general-meeting>.

Access to the InvestorPortal requires entering the login data provided to the shareholder upon due registration for the Annual General Meeting, consisting of admission ticket number and 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 10, 2023, 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 login data being required.

Shareholders or proxies are electronically connected to the virtual Annual General Meeting if they are duly registered for the Annual General Meeting and logged in successfully on the InvestorPortal during the course of the virtual Annual General Meeting on May 10, 2023, insofar as they have neither authorized the Company-nominated proxies nor a third party to exercise their rights.

ELECTRONIC ABSENTEE VOTING

Shareholders have the option, subject to fulfilling the requirements listed under "Registration / Access to the password-protected InvestorPortal," to cast their votes by way of electronic absentee voting. 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.

Proxies including authorized intermediaries (such as banks), shareholders' associations, proxy advisors and agents who offer their professional services to shareholders for exercising voting rights at general meetings may also make use of electronic absentee voting.

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 time determined by the Chairman of the Annual General Meeting within the voting framework on the day of the 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 InvestorPortal login data on their own initiative and in good time. If the shareholder authorizes more than one person, the Company may reject one or several of those.

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 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 intermediaries 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 time determined by the Chairman of the Annual General Meeting within the voting framework on the day of the Annual General Meeting and shall then provide the authorized proxy with their InvestorPortal login data, 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 **Tuesday, May 9, 2023, 24:00 hrs. 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 time determined by the Chairman of the Annual General Meeting within the voting framework on the day of the 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 **Tuesday, May 9, 2023, 24:00 hrs. 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 Section 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

1. Supplements to the agenda (Art. 56 sentences 2 and 3 SE-VO, Section 50 (2) SEAG, Section 122 (2) AktG)

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 items be put on the agenda and announced.

Each new item 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. The last admissible date of receipt is thus **Sunday, April 9, 2023, 24:00 hrs. 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 in the notice of convening the Annual General Meeting – are announced promptly upon the request's receipt, including the shareholder's name and place of residence or business location, in the Federal Gazette and provided 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, election proposals and motions (Sections 118a (1) sentence 2 no. 3, 126 (1) and 4, 127, 130a (5) sentence 3, (6) AktG)

In accordance with Section 126 (1) AktG, each shareholder is entitled to submit countermotions regarding 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, thus no later than **Tuesday, April 25, 2023, 24:00 hrs. CEST**, at the following address:

Elmos Semiconductor SE
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

<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 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 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.

Pursuant to Section 126 (4) AktG, shareholders' motions or election proposals to be made accessible according to Section 126 (1) to (3) or 127 AktG are deemed filed as of the time they are made accessible. The right to vote on the motion or election proposal can be exercised through the password-protected InvestorPortal by shareholders who can give proof of meeting the conditions for exercising shareholders' voting rights pursuant to the law and the Articles of Association, i.e., if above-mentioned conditions for registration for the Annual General Meeting are met. If the shareholder filing the motion or the election proposal is not properly legitimized and registered for the Annual General Meeting, the motion does not have to be addressed by the Annual General Meeting.

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 Management's proposals are adopted with the required majority, countermotions or (deviating) election proposals do insofar not warrant further consideration.

In addition to that, shareholders and their proxies connected to the Annual General Meeting by electronic means may also file motions and election proposals by way of video transmission through the password-protected InvestorPortal at the Annual General Meeting.

3. Right to submit comments (Sections 118a (1) sentence 2 no. 6, 130a (1) to (4) AktG)

Shareholders who are duly registered for the Annual General Meeting, i.e., who have met the requirements mentioned in the section "Registration / Access to the password-protected InvestorPortal," may submit comments on the items on the agenda exclusively in text form and in German or English by using the text box provided for that purpose on the InvestorPortal, accessible on the Company's website at

<https://www.elmos.com/english/about-elmos/investor/annual-general-meeting>.

Comments may not exceed 10,000 characters (including spaces).

Comments must be submitted no later than **May 4, 2023, 24:00 hrs. (CEST)** exclusively through the InvestorPortal, accessible on the Company's website at

<https://www.elmos.com/english/about-elmos/investor/annual-general-meeting>.

Comments will not be made accessible if they do not come from a shareholder duly registered for the virtual Annual General Meeting, exceed 10,000 characters (including spaces), or fall within the meaning of Section 130a (3) sentence 4 in conjunction with Section 126 (2) sentence 1 nos. 1, 3 or 6 AktG.

Shareholders' comments received in due form and due time and to be made accessible will be published on the InvestorPortal on the Company's website at

<https://www.elmos.com/english/about-elmos/investor/annual-general-meeting>

in the language in which they have been submitted, for all shareholders and their proxies registered for the Annual General Meeting to view, including any management statement, by **May 5, 2023, 24:00 hrs. (CEST)**.

Motions and election proposals, questions and objections to resolutions of the Annual General Meeting in the context of the comments submitted will not be considered at the Annual General Meeting; the submission of motions or election proposals, the exercise of the right to information and the filing of objections to resolutions of the Annual General Meeting are possible only through the channels described separately in this invitation.

4. Right to speak (Sections 118a (1) sentence 2 no. 7, 130a (5) and (6) AktG)

Shareholders electronically connected to the meeting and their connected proxies are granted the right to speak at the meeting by way of video communication. The shareholder must provide for appropriate video and audio transmission.

Speeches can be registered through the password-protected InvestorPortal as of the beginning of the Meeting. They may include motions and election proposals in accordance with Section 118a (1) sentence 2 no. 3 AktG as well as requests for information in accordance with Section 131 (1) AktG. The Chairman of the Meeting will explain the procedure for requesting to speak and calling the speakers in detail at the Annual General Meeting.

The minimum technical requirements for a live video feed are an internet-enabled device with a camera and microphone and a stable internet connection. Recommendations for optimal functioning of video communication can be found at

<https://www.elmos.com/english/about-elmos/investor/annual-general-meeting>.

For speeches, camera and microphone accessible from the browser must be available on the end devices. Shareholders or their proxies who have registered to speak will be requested by the Chairman of the Meeting to technically connect and will receive a corresponding notification on the InvestorPortal to be confirmed by clicking on it.

Management reserves the right to examine the functioning of video communication between the shareholder and the Company during the Annual General Meeting and prior to the speech, and to reject the speech if proper functioning is not provided for.

5. Right to information (Sections 118a (1) sentence 2 no. 4, 131, 130a (5) sentence 3, (6) AktG)

Pursuant to Section 131 (1) AktG, the Management Board must provide each shareholder with information on the Company's affairs upon request at the Annual General Meeting insofar as the information is necessary for the proper assessment of an item on the agenda and no right to refuse to provide information applies. The Management Board's obligation to provide information also extends to the legal and business relations of Elmos Semiconductor SE with its affiliated entities. Furthermore, the obligation to provide information also relates to the situation of the Elmos Semiconductor Group and the entities included in the consolidated financial statements of Elmos Semiconductor SE. In addition to that, shareholders have the right of inquiry at the Annual General Meeting regarding all answers given by the Management Board in accordance with Section 131 (1d) AktG.

The Management Board has decided not to make use of the statutory right under Section 131 (1a) AktG, according to which it can be stipulated that questions must be submitted prior to the Annual General Meeting.

In accordance with Section 13 (4) of the Articles of Association, the Chairman of the Annual General Meeting may set reasonable restrictions on speaking time, question time, or combined speaking and question time for the entire course of the Annual General Meeting, for individual agenda items and for individual speakers, at the beginning or during the course of the Annual General Meeting and, if necessary for the proper proceeding of the Annual General Meeting, to order the end of the debate. Apart from that, the Chairman may also determine in accordance with Section 131 (1f) AktG that the right to information and the right to inquire at the Annual General Meeting may be exercised exclusively by way of video communication.

The Management Board may refuse to provide information for the reasons listed in Section 131 (3) AktG.

6. Right to object (Section 118a (1) sentence 2 no. 8 in conjunction with Section 245 AktG)

Duly registered shareholders electronically connected to the Annual General Meeting and their proxies have the right to object to resolutions of the Annual General Meeting by way of electronic communication. Any such objection must be declared on the record to the notary public who takes the minutes of the Annual General Meeting by sending an email to the notary public (elmoshv-notar@spieker-jaeger.de) with a copy to the Company (hauptversammlung@elmos.com), indicating name and first name, full address, and the number of the ticket of admission to the virtual Annual General Meeting (admission ticket number).

7. 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) and (4), 127, 130a, 131 (1), 118a (1) sentence 2 no. 8 in conjunction with Section 245 AktG are available on the internet at

<https://www.elmos.com/english/about-elmos/investor/annual-general-meeting>.

PUBLICATION 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 including the information pursuant to Section 125 AktG in conjunction with Implementing Regulation (EU) 2018/1212 as well as the Articles of Association of Elmos Semiconductor SE in their current version are available on the internet at

<https://www.elmos.com/english/about-elmos/investor/annual-general-meeting>.

Voting results will be published 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 27, 2023 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 2023

Elmos Semiconductor SE
The Management Board

OVERVIEW OF INFORMATION PURSUANT TO SECTION 125 GERMAN STOCK CORPORATION ACT (AKTG) IN CONJUNCTION WITH ARTICLE 4 (1), TABLE 3 OF THE ANNEX OF THE COMMISSION IMPLEMENTING REGULATION (EU) 2018/1212*

A1	Unique identifier of the event	80d664465bc9ed118143005056888925
A2	Type of message	Notice of the General Meeting NEWM
B1	ISIN	DE0005677108
B2	Name of issuer	Elmos Semiconductor SE
C1	Date of the General Meeting	20230510
C2	Time of the General Meeting	10:00 hrs CEST = 08:00 hrs 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 (AktG): premises of Elmos Semiconductor SE, Heinrich-Hertz-Straße 1, 44227 Dortmund, Germany. A physical presence of the shareholders or their proxies (excluding the proxies nominated by the Company) at the venue in the meaning of the German Stock Corporation Act (AktG) is excluded.
C5	Record Date	20230418 (cob)
C6	Uniform Resource Locator (URL)	https://www.elmos.com/english/about-elmos/investor/annual-general-meeting

* Please note that this is only a translation of the additional information made in German language. Only the German version of this document is decisive. This translation is provided to shareholders for convenience purposes only. No warranty is made as to the accuracy of this translation and Elmos Semiconductor SE assumes no liability with respect thereto.

Elmos Semiconductor SE

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