



Invitation to the Annual General Meeting 2024 May 15, 2024, 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 15, 2024 at 10:00 a.m. CEST**.

The Management Board has decided in accordance with Section 12 (5) of the Articles of Association of Elmos Semiconductor SE 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)¹

without the physical presence of the shareholders or their proxies (with the exception of shareholder proxies nominated by the Company) at the venue 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 the InvestorPortal is gained by entering the required login data provided to the shareholder or his or her proxy upon due registration for the virtual Annual General Meeting, consisting of a registration confirmation number and an internet access code (password).

Apart from that, the entire Annual General Meeting or essential parts thereof may be broadcast live on the internet on May 15, 2024, 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 venue 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 be present at the venue of the meeting.

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

¹

The provisions applicable to stock corporations domiciled in Germany, in particular the Commercial Code (HGB) and the Stock Corporation Act (AktG), apply to Elmos Semiconductor SE on the basis of the reference provisions of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European Company (SE) ("SE Regulation"), unless more specific 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, 2023, the Management Board's combined management report for Elmos Semiconductor SE and the Group, and the report of the Supervisory Board for fiscal year 2023

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 for inspection 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 284,397,832.56 Euro for fiscal year 2023 be used in the amount of 14,552,617.10 Euro for the payment of a dividend of 0.85 Euro per share and that the remaining amount of 269,845,215.46 Euro be carried forward to new accounts.

The proposal for the appropriation of retained earnings takes into account treasury shares held by the Company (579,274 shares) that are not entitled to dividend. If the number of no-par shares entitled to dividend for the past fiscal year 2023 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 0.85 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 2023

Management and Supervisory Board propose that the actions of the acting members of the Management Board of Elmos Semiconductor SE in fiscal year 2023 be formally approved for this period.

Agenda item 4

Resolution on the formal approval of the actions of the Supervisory Board for fiscal year 2023

Management Board and Supervisory Board propose that the actions of the acting members of the Supervisory Board of Elmos Semiconductor SE in fiscal year 2023 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. The following members of the Supervisory Board who were in office in the past fiscal year are up for discharge:

- 4.1 Dr. Dirk Hoheisel;
- 4.2 Thomas Lehner;
- 4.3 Sven-Olaf Schellenberg;
- 4.4 Dr. Volkmar Tanneberger;
- 4.5 Dr. Klaus Weyer (Chairman); und
- 4.6 Prof. Dr. Günter Zimmer (Vice Chairman).

Agenda item 5

Election of the auditor and group auditor for fiscal year 2024 and of the auditor for the review of the interim financial report for the first six months of fiscal year 2024

Based on the recommendation of the Audit Committee, 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 2024 as well as
- b) auditor for the review of the interim financial report for the first six months of fiscal year 2024.

Agenda item 6

Election of the auditor for the sustainability report for fiscal year 2024

According to Directive (EU) 2022/2464 of the European Parliament and of the Council of December 14, 2022 amending Regulation (EU) No. 537/2014 and Directives 2004/109/EC, 2006/43/EC and 2013/34/EU with respect to corporate sustainability reporting (*Corporate Sustainability Reporting Directive, CSRD*), which came into force on January 5, 2023, large capital market-oriented companies with more than 500 employees must already add to their (group) management report for fiscal years beginning after December 31, 2023 a (group) sustainability report, which must be audited externally by the auditor or – at the option of the respective member state – another auditor or an independent provider of assurance services. This means that companies that, like Elmos Semiconductor SE, are already subject to non-financial reporting within the meaning of Section 289b (1) and Section 315b (1) HGB (Commercial Code) must prepare a sustainability report for the company and the group for the first time for fiscal year 2024 and have it externally audited.

The EU member states are obligated to transpose the CSRD into national law by July 6, 2024. It can therefore be assumed that the German legislator will pass a law to transpose the CSRD into German law (**CSRD Implementation Act**) and that the CSRD Implementation Act will enter into force by the end of the implementation period. To avoid another General Meeting of Shareholders of the Company in 2024 for the election of an auditor for the sustainability report for fiscal year 2024, it is proposed that an auditor already be appointed at the Annual General Meeting on May 15, 2024. The resolution is only to be implemented if the CSRD Implementation Act provides for a corresponding appointment by the General Meeting of Shareholders.

Based on the recommendation of the Audit Committee, the Supervisory Board proposes to the Annual General Meeting that the following resolution be adopted:

BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, Dortmund office, is appointed auditor of the sustainability report for fiscal year 2024 with effect from the entry into force of the CSRD Implementation Act. The resolution will only be implemented if a sustainability report to be prepared for fiscal year 2024 is to be audited externally by an auditor to be appointed by the Annual General Meeting in accordance with the CSRD Implementation Act.

Agenda item 7

Resolution on the approval of the remuneration report for fiscal year 2023

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 past 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, 2023 as 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 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 is to vote on the remuneration of the members of supervisory boards at least every four years; a confirmatory resolution is permissible.

The fixed remuneration for the members of the Company's Supervisory Board is intended to be increased from 60,000.00 Euro to 70,000.00 Euro as of July 1, 2024. This increase is meant to compensate for inflation and take account of the increased demands placed on Supervisory Board activities. Moreover, the Supervisory Board has only formed one committee, the Audit Committee. The main activities of the members of the Supervisory Board are therefore not covered by committees.

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

Effective July 1, 2024, members of the Supervisory Board of Elmos Semiconductor SE receive fixed remuneration of 70,000.00 Euro for each fiscal year completed.

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.

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

REMUNERATION REPORT FOR FISCAL YEAR 2023 IN ACCORDANCE WITH SECTION 162 AKTG (STOCK CORPORATION ACT) ON AGENDA ITEM 7

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 sound corporate governance.

Generally speaking, a remuneration report describes the individually granted and owed remuneration of the current (i.e., in office as of the reporting date December 31, 2023) and former members of Management Board and Supervisory Board in the respective fiscal 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 fiscal year 2023 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 awards, 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 policy

The remuneration policy for members of the Management Board of Elmos Semiconductor SE, compliant with the principles of Section 87a AktG and applicable for the Company as of 2021, was approved by the Annual General Meeting on May 20, 2021. The Annual General Meeting of May 10, 2023 approved amendments to the current remuneration policy, particularly with respect to investment commitments. This remuneration policy currently in effect has been released in the invitation to the Annual General Meeting on May 10, 2023 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 shares. Variable non-share-price-based remuneration components are recognized according to the accrual principle. Variable share-price-based remuneration encompasses stock awards granted to the members of the Management Board. In addition, the Supervisory Board may – at its due discretion in compliance with the Stock Corporation Act – decide on special payments or other remuneration elements (e.g., retention or profit bonuses, special payments for exceptional reasons, additional stock awards) in individual cases if these are possible within the maximum remuneration, provided that in each individual case and cumulatively in each fiscal year a value of 500,000.00 Euro for members of the Management Board and 1 million Euro for the Chief Executive Officer is not exceeded.

Variable 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 share 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 shares 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 do.

2) Remuneration of the acting members of the Management Board

As of December 31, 2023, the Management Board had three members. In fiscal year 2023, there were no changes to the composition of the Management Board.

Management Board remuneration of Elmos Semiconductor SE for **fiscal year 2023** is determined by the following components:

- base salary granted in fiscal year 2023
- fringe benefits (essentially the provision of company cars)
- retirement pension benefits
- variable non-share-price-based remuneration granted in fiscal year 2023 for fiscal year 2022, comprising earnings-related bonus and target-related bonus
- special payments granted in the fiscal year, if applicable
- variable share-price-based remuneration granted in fiscal year 2023 (stock awards), if applicable

Total remuneration of the Management Board for fiscal year 2023 amounts to 3,827,602 Euro altogether. Of that total, 930,000 Euro are accounted for by base salary, 40,955 Euro by fringe benefits, 50,000 Euro by retirement pension benefits, 2,566,646 Euro by variable non-share-price-based remuneration, 240,000 Euro by special payments and 0 Euro by variable share-price-based remuneration with long-term incentive effect (stock awards) granted in the fiscal year.

Total remuneration of the acting Management Board members granted in fiscal year 2023 is presented in the following table:

Total remuneration (EUR)

	Dr. Arne Schneider (CEO)	Dr. Jan Dienststuhl	Guido Meyer	Total
Remuneration components				
Base salary	454,000	238,000	238,000	930,000
<i>relative components</i>	21.8%	26.6%	27.9%	24.3%
Fringe benefits	26,095	14,860	0	40,955
<i>relative components</i>	1.3%	1.7%	0.0%	1.1%
Retirement pension benefits	0 ²	25,000	25,000	50,000
<i>relative components</i>	0.0%	2.8%	2.9%	1.3%
Variable non-share-price-based remuneration	1,413,324	617,082	536,240	2,566,646
<i>relative components</i>	67.9%	69.0%	63.0%	67.1%
<i>thereof earnings-related bonus</i>	840,000	346,240	346,240	1,532,480
	40.4%	38.7%	40.7%	40.0%
<i>thereof target-related bonus</i>	573,324	270,842	190,000	1,034,166
	27.6%	30.3%	22.3%	27.0%
Special payments	187,500	0	52,500	240,000
<i>relative components</i>	9.0%	0.0%	6.2%	6.3%
Variable share-price-based remuneration (stock awards)¹	0	0	0	0
<i>relative components</i>	0.0%	0.0%	0.0%	0.0%
Total remuneration	2,080,919	894,942	851,740	3,827,602
<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 2023 is the following:

	Dr. Arne Schneider (CEO)	Dr. Jan Dienststuhl	Guido Meyer	Total
EUR				
Base salary	454,000	238,000	238,000	930,000

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 policy. 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.

Essentially 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 or rather reimbursements:

	Dr. Arne Schneider (CEO)	Dr. Jan Dienstuhl	Guido Meyer	Total
EUR				
Fringe benefits	26,095	14,860	0	40,955

2.1.3 Retirement pension benefits

Management Board members whose first-time appointment took place after January 1, 2016 (Dr. Jan Dienstuhl 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, 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. Earlier years are thus considered to a lesser extent in this evaluation. For each year, the target amount derives from total sales achieved multiplied by 17% (from 2023: 20%) 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 (from 2023: 20%), the target is deemed achieved to 100%. The cap is defined at 150% target achievement and is reached at an EBIT margin of 22% (from 2023: 30%). An EBIT margin of 0% or less corresponds with 0% target achievement. Intermediate values of the EBIT margin ranging between 0% and 17% (from 2023: 20%) and between 17% (from 2023: 20%) and 22% (from 2023: 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.

The year 2020, which was deeply affected by the coronavirus crisis, is not considered for the bonus calculation for 2021 and 2022; the weight of that year is rather allocated to the respective current year. The weights are adjusted for the year 2021 (2021: 85%; 2019: 15%) as for the year 2022 (2022: 70%; 2021: 30%).

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

The variable earnings-related bonus granted in fiscal year 2023 corresponds to target achievement in fiscal year 2022. Earnings-related bonus payments made in fiscal year 2023 according to above-mentioned weighting factors are the following:

Year	2021		
Sales (EUR)	322,091,174		
	Weight	Target EBIT (EUR)	Achieved EBIT (EUR)
EBIT margin		17.00%	18.62%
Dr. Arne Schneider	30%	547,555	636,367
Dr. Jan Dienstuhl	30%	191,644	222,728
Guido Meyer	30%	191,644	222,728

Year	2022			Bonus 2022 (EUR)
Sales (EUR)	447,246,772			
	Weight	Target EBIT (EUR)	Achieved EBIT (EUR)	
EBIT margin		17,00%	24,62%	
Dr. Arne Schneider	70%	760,320	1,140,479	840,000
Dr. Jan Dienstuhl	70%	266,112	399,168	346,240
Guido Meyer	70%	266,112	399,168	346,240

Target-related bonus

The amount of the target-related bonus corresponds to the respective year's base salary for 100%. Target achievement can range between 0% and 150% (cap). 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 development of the Company," "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, shall be of minor significance altogether.

The variable target-related bonus granted in fiscal year 2023 corresponds to target achievement in fiscal year 2022.

Dr. Arne Schneider

Target	Weight	Target achievement EUR	Target achievement %
Operational development of the Company	38.3%	285,360	177.2%
Strategic development of the Company	42.8%	187,340	104.2%
Further development of the organization in the departments	14.3%	78,416	130.3%
Further development of the Company regarding sustainability (ESG)	4.5%	22,208	117.5%
		573,324	

Dr. Jan Dienstuhl

Target	Weight	Target achievement EUR	Target achievement %
Operational development of the Company	24.0%	79,200	150.0%
Strategic development of the Company	50.0%	129,800	118.0%
Further development of the organization in the departments	23.0%	54,582	107.9%
Further development of the Company regarding sustainability (ESG)	3.0%	7,260	110.0%
		270,842	

Guido Meyer

Target	Weight	Target achievement EUR	Target achievement %
Operational development of the Company	47.7%	102,500	97.6%
Strategic development of the Company	38.6%	57,500	67.6%
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	101.0%
		190,000	

Special payment

A special payment in the total amount of 800,000 Euro was agreed for the transaction to sell the wafer fab in Dortmund in 2023. 30% of the special payment was disbursed after the signing of the transaction in 2023, 70% will be disbursed after closing, probably at the end of 2024. The special payments disbursed in fiscal year 2023 are as follows:

EUR	Dr. Arne Schneider (CEO)	Dr. Jan Dienstuhl	Guido Meyer	Total
Special payment	187,500	0	52,500	240,000

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

No new stock awards were granted in fiscal year 2023. For stock awards granted in previous years, please refer to the remuneration reports of the years 2021 and 2022.

3) Remuneration of former Management Board members

Remuneration of former members of the Management Board of Elmos Semiconductor SE for fiscal year 2023 corresponds to the inflow of retirement pensions.

EUR	Dr. Anton Mindl	Reinhard Senf	Nicolaus Graf von Luckner	Total
Retirement pension	161,850	96,893	41,219	299,963
<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 policy in effect as of fiscal year 2021 is a 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 has been determined at 6.0 million Euro p.a.; at four members, maximum remuneration is increased to 8.0 million Euro. The maximum remuneration was observed in fiscal year 2023.

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 benefits 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).

6) Remuneration recovery (clawbacks)

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 (clawbacks). Individual targets may thus be made subject to sustained achievement and will then be reviewed in the following year. Negative deviations may lead to clawbacks the Supervisory Board may offset against variable remuneration to be granted in the future if applicable.

In the year under review, the Supervisory Board reviewed the clawbacks option provided for in the current remuneration policy and found no reason for any remuneration recovery.

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 policy

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. There were no changes to the composition of the Supervisory Board ins fiscal year 2023.

Total remuneration of the Supervisory Board granted in fiscal year 2023 for fiscal year 2022 amounts to 450,000 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 fixed remuneration in the amount of 60,000 Euro p.a. The Chairman of the Supervisory Board receives twice, the Vice Chairman receives one and a half times that amount.

Fixed remuneration of acting Supervisory Board members (EUR) from January 1, 2022 to December 31, 2022

Remuneration components	Dr. Klaus Weyer (Chairman)	Prof. Dr. Günter Zimmer (Vice Chairman)	Thomas Lehner	Sven-Olaf Schellenberg	Dr. Dirk Hoheisel	Dr. Volkmar Tanneberger	Total*
Fixed remuneration	120,000	90,000	60,000	60,000	60,000	60,000	450,000
<i>relative components</i>	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%

*plus any statutory sales tax levied on remuneration if applicable

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 2023 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	2023
Sales Elmos Semiconductor SE (EUR)	232,211,492	317,984,255	445,558,797	575,289,239
<i>Change (%)</i>		36.9%	40.1%	29.1%
EBIT margin Elmos Semiconductor SE (EUR)	0.5%	18.7%	24.6%	25.5%
<i>Change (%)</i>		3,644.0%	31.5%	6.4%
Annual average remuneration Elmos employees at full-time equivalent (EUR)	53,116	54,546	59,452	60,281
<i>Change (%)</i>		2.7%	9.0%	1.4%
Annual remuneration of acting Management Board members				
Annual remuneration ¹ Dr. Arne Schneider (EUR)	856,884	677,992	1,554,303	2,080,919
Stock awards granted (EUR) ²	358,881	1,160,486	0	0
<i>Change (%)</i>		51.2%	-15.5%	33.9%
Annual remuneration ¹ Dr. Jan Dienstuhl (EUR)	487,135	481,517	682,213	894,942
Stock awards granted (EUR) ²	112,462	386,828	0	0
<i>Change (%)</i>		44.8%	-21.4%	31.2%
Annual remuneration ¹ Guido Meyer (EUR)	496,051	416,182	624,157	851,740
Stock awards granted (EUR) ²	112,462	386,828	0	0
<i>Change (%)</i>		32.0%	-22.3%	36.5%
Annual remuneration of former Management Board members				
Annual remuneration Dr. Anton Mindl (EUR)	1,640,889	647,034	161,780	161,850
<i>Change (%)</i>		-60.6%	-75.0%	0.0%
Annual remuneration Reinhard Senf (EUR)	96,728	96,737	96,893	96,893
<i>Change (%)</i>		0.0%	0.2%	0.0%
Annual remuneration Nicolaus Graf von Luckner (EUR)	41,153	41,193	41,217	41,219
<i>Change (%)</i>		0.1%	0.1%	0.0%
Annual remuneration of acting Supervisory Board members				
Annual remuneration Dr. Klaus Weyer (EUR)	80,000	100,000	120,000	120,000
<i>Change (%)</i>		25.0%	20.0%	0.0%
Annual remuneration Prof. Dr. Günter Zimmer (EUR)	60,000	75,000	90,000	90,000
<i>Change (%)</i>		25.0%	20.0%	0.0%
Annual remuneration Thomas Lehner (EUR)	40,000	50,000	60,000	60,000
<i>Change (%)</i>		25.0%	20.0%	0.0%
Annual remuneration Sven-Olaf Schellenberg (EUR)	40,000	50,000	60,000	60,000
<i>Change (%)</i>		25.0%	20.0%	0.0%
Annual remuneration Dr. Dirk Hoheisel (EUR)	0	0	37,151	60,000
<i>Change (%)</i>			100.0%	61.5%
Annual remuneration Dr. Volkmar Tanneberger (EUR)	0	0	37,151	60,000
<i>Change (%)</i>			100.0%	61.5%
Annual remuneration of former Supervisory Board members				
Annual remuneration Dr. Klaus Egger (EUR)	40,000	50,000	23,014	0
<i>Change (%)</i>		25.0%	-54.0%	-100%
Annual remuneration Dr. Gottfried Dutiné (EUR)	40,000	50,000	23,014	0
<i>Change (%)</i>		25.0%	-54.0%	-100%

¹ Total remuneration not including stock awards

² Fair value

V) Vote of the Annual General Meeting

The Annual General Meeting of Elmos Semiconductor SE voted on May 10, 2023 on the approval of the remuneration report for fiscal year 2022 prepared and audited in accordance with Section 162 AktG.

The remuneration report for fiscal year 2022 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, 2024

On behalf of the Supervisory Board

Dr. Klaus Weyer

Chairman of Supervisory Board and Audit Committee

Dr. Dirk Hoheisel

Member of Audit Committee

On behalf of the Management Board

Dr. Arne Schneider

Dr. Jan Dienstuhl

Guido Meyer

REPORT ON THE AUDIT OF THE REMUNERATION REPORT PURSUANT TO SECTION 162 (3) AKTG

Report of the independent auditor on the audit of the remuneration report pursuant to Section 162 (3) AktG

To Elmos Semiconductor SE, Dortmund

Audit opinion

We have formally audited the remuneration report of Elmos Semiconductor SE, Dortmund, for the fiscal year ended December 31, 2023 to determine whether the disclosures pursuant to Section 162 (1) and (2) AktG (Stock Corporation Act) have been made in the remuneration report. In accordance with Section 162 (3) AktG, we have not audited the content of the remuneration report.

In our opinion, the remuneration report has been prepared, in all material respects, in accordance with Section 162 (1) and (2) AktG. Our opinion does not extend to the content of the remuneration report.

Basis for the audit opinion

We have conducted our audit of the remuneration report in accordance with Section 162 (3) AktG and the IDW Auditing Standard: The Audit of the Remuneration Report in Accordance with Section 162 (3) AktG (IDW PS 870 (09.2023)). Our responsibilities under this provision and this standard are further described in the "Auditor's Responsibilities" section of our report. As an audit firm, we applied the requirements of the IDW quality management standards. We have complied with the professional requirements of the German Public Auditors' Code (Wirtschaftsprüferordnung) and the German Professional Charter for Public Auditors/Certified Public Accountants (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, in accordance with the requirements of Section 162 AktG. They are also responsible for such internal control as they find 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 remuneration report includes, in all material respects, the disclosures required by Section 162 (1) and (2) AktG and to issue an opinion thereon in an auditor's report.

We planned and performed our audit to determine the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we have not audited the correctness of the disclosures, the completeness of the content of the individual disclosures or the fair presentation of the remuneration report.

Consideration of misleading presentations

In connection with our audit, our responsibility is to read the remuneration report, taking into consideration the knowledge obtained in the audit of the financial statements, and, in doing so, to remain alert for indications of whether the remuneration report contains misleading representations with regard to the correctness of the disclosures, the completeness of the content of the individual disclosures or the fair presentation of the remuneration report.

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

Essen, February 28, 2024

Marc Fritz
Wirtschaftsprüfer
(Public Auditor)

Dr. Marcus Falk
Wirtschaftsprüfer
(Public Auditor)

INFORMATION ON THE REMUNERATION FOR THE SUPERVISORY BOARD PROPOSED UNDER AGENDA ITEM 8**Remuneration of the Supervisory Board of Elmos Semiconductor SE**

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 70,000.00 Euro for each fiscal year completed.

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 remuneration 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 must 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 policy is subject to a timely review.

The new regulation on the remuneration of the Supervisory Board is intended to become effective as of July 1, 2024.

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 579,274 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 SHREHOLDERS 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 12 (5) of the Articles of Association 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.

Please pay particular attention to the information regarding the exercise of shareholder rights in connection with the virtual Annual General Meeting 2024.

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
Email: anmeldestelle@computershare.de

Proof of share ownership must refer to the point in time defined by the Stock Corporation Act, i.e., the close of business of the 22nd day prior to the Annual General Meeting (record date), thus to the **close of business of April 23, 2024** (i.e., 24:00 hrs. CEST), and it must be received by the Company together with the registration **before the end of May 8, 2024** (i.e., by 24:00 hrs. CEST) at address given. 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, registration confirmations for the virtual Annual General Meeting will be sent to the shareholders or their proxies, including the login data for the password-protected InvestorPortal consisting of registration confirmation number and internet access code (password). In order to assure the timely receipt of registration confirmations with the login data for the password-protected InvestorPortal, we kindly ask our shareholders to register for the Annual General Meeting

and request an registration confirmation with the login data for the password-protected InvestorPortal from their custodian bank in good time.

The InvestorPortal can be accessed 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 24, 2024, 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 15, 2024, starting at 10:00 a.m. CEST, there will be a video and audio transmission of the entire meeting for all shareholders or their proxies duly registered for the Annual General Meeting 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 registration confirmation number and 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 15, 2024, 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 15, 2024.

ELECTRONIC ABSENTEE VOTING

Shareholders have the option, subject to meeting 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 are to 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 point in 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 point in 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 14, 2024, 24:00 hrs. CEST** (Company’s receipt) by mail or email to the following address:

Elmos Semiconductor SE
 c/o Computershare Operations Center
 80249 Munich, Germany
 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 point in 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 registration confirmation, no later than **Tuesday, May 14, 2024, 24:00 hrs. CEST** (Company's receipt) by mail or email to the following address:

Elmos Semiconductor SE
 c/o Computershare Operations Center
 80249 Munich, Germany
 Email: anmeldestelle@computershare.de

Proxy forms

Shareholders who have registered according to Section 12 of the Company's Articles of Association will receive a form for granting proxy authorization as part of the registration confirmation 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) and 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 14, 2024, 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, i.e., no later than **Tuesday, April 30, 2024, 24:00 hrs. CEST**, at the following address:

Elmos Semiconductor SE
Hauptversammlungsstelle
Heinrich-Hertz-Straße 1
44227 Dortmund, Germany
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 the Company's 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 and sustainability report 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, 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 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 9, 2024, 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 10, 2024, 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, 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 and their proxies electronically connected to the Annual General Meeting 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 registration confirmation to the virtual Annual General Meeting (registration confirmation 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 announced after the Annual General Meeting at the same internet address.

The convening notice to the Annual General Meeting has been announced in the Federal Gazette of March 28, 2024 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 or proxies 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 2024

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	772f8eec44ddee11b53000505696f23c
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	20240515
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	20240423 (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

Heinrich-Hertz-Straße 1, 44227 Dortmund, Germany

Phone +49 (0) 231-75 49-0, Fax +49 (0) 231-75 49-149

invest@elmos.com, www.elmos.com