



Declaration of compliance 2006

Management Board and Supervisory Board of the ELMOS Semiconductor AG declare in accordance with § 161 AktG:

“ELMOS Semiconductor AG fulfills the recommendations of the “Government Commission Deutscher Corporate Governance Kodex” (in short: DCGK) in its form of June 12, 2006, with the following exceptions:

- The currently valid D&O insurance of the Supervisory Board and the Management Board members does not provide for a deductible (DCGK No. 3.8). Based on the undefined legal position concerning personal liability of the individual Board members, an adaptation is currently not being realized.
- Even though the Management Board members’ remuneration is stated in the Internet as well as the annual report with reference to fixed components, success-dependent components, and components with a long-term incentive effect (stock options), these statements are summarized and not individualized (DCGK No. 4.2.4). By resolution of the Annual General Meeting of May 19, 2006 the Company has been exempt for a period of five years from the statutory obligation to publish the compensation of the members of the Executive Board in an individualized manner introduced by the Act on Disclosure of Executive Compensation of August 3, 2005.
- The Supervisory Board members’ remuneration consists of fixed components and successdependent components, too. Supervisory Board remuneration is stated in the Internet as well as the annual report with reference to its components, but not individualized. Remuneration paid by ELMOS Semiconductor AG to Supervisory Board members for individually performed services, in particular consultations and negotiations, is not individually stated in the notes to the consolidated financial statements (DCGK No. 5.4.7).
- Supervisory Board committee chairs and membership are not subject to special compensation (DCGK No. 5.4.7).”

Dortmund, December 2006

Management Board Supervisory Board