



Declaration regarding Corporate Governance Code

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

"ELMOS Semiconductor AG fulfils the recommendations of the "Government Commission Deutscher Corporate Governance Kodex" (in short: DCGK) in its form of June 06, 2008, 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.
- For currently existing Management Board contracts, no severance payment caps following DCGK no. 4.2.3 were defined. In case of new Management Board contracts, the Human Resources Committee will verify in each case if these recommendations are applicable (DCGK 4.2.3).
- 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, 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 Management 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 success-dependent 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 stated individually in the notes to the consolidated financial statements (DCGK No. 5.4.7).
- Supervisory Board committee chairs and memberships are not subject to special compensation (DCGK No. 5.4.7).
- Half-year and quarterly financial reports will not be discussed with the Supervisory Board prior to publication in order to avoid delays (DCGK 7.1.2)."

Dortmund, December 2008

Prof. Dr. Günter Zimmer
Chairman of the Supervisory Board

Dr. Anton Mindl
Chief Executive Officer