

Declaration regarding Corporate Governance Code

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

“1.

ELMOS Semiconductor AG fulfils the recommendations of the "Government Commission Deutscher Corporate Governance Kodex" (in short: DCGK) in its form of June 18, 2009, with the following exceptions:

- The currently valid D&O insurance of the Supervisory Board members does not provide for a deductible (DCGK No. 3.8). Motivation and responsibility cannot be increased by such a deductible.
- For currently existing Management Board contracts, no severance payment caps following DCGK No. 4.2.3 were defined. The Supervisory Board considers a limitation of the remuneration in a case of a premature termination of a contract without a serious cause to a severance payment, which is lower than the agreed upon contract duration, as not appropriate in light of the company's interest to bind the Management Board members for the full contract duration (DCGK No. 4.2.3).
- Even though the Management Board members' remuneration is stated on the Internet as well as in 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 exempted 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.
- The Supervisory Board members' remuneration consists of fixed components and success-dependent components, too. Supervisory Board remuneration is stated on the Internet as well as in 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 mediation services, is not stated individually in the notes to the consolidated financial statements (DCGK No. 5.4.6). In order to assure equal treatment in the disclosure of the remuneration of Management Board and Supervisory Board, the Supervisory Board's remuneration is also not disclosed in a more extensive individualized form.
- Supervisory Board committee chairs and memberships are not subject to special compensation (DCGK No. 5.4.6). For reasons of economy, Supervisory Board committee functions are regarded as compensated through the Supervisory Board's remuneration.
- 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).

II.

1. The recommendations of the "Government Commission Deutscher Corporate Governance Kodex" (in short: DCGK) in the version of June 6, 2008 and announced by the Federal Ministry of Justice in the official section of the electronic Federal Gazette on August 8, 2008 were complied with in the period between the release of the declaration of compliance in December 2008 and the announcement of the new version of the code on August 5, 2009 with the exceptions mentioned above under I.
2. The DCGK in the version of June 18, 2009 and announced by the Federal Ministry of Justice in the official section of the electronic Federal Gazette on August 5, 2009 have also been complied with since their announcement with the exceptions mentioned above under I. "

Dortmund, February 2010

Prof. Dr. Günter Zimmer
Chairman of the Supervisory Board

Dr. Anton Mindl
Chief Executive Officer