

Explanatory notes to the Company's Annual General Meeting without the physical attendance of the shareholders and their proxies on May 11, 2022

I. Explanatory note on agenda item 1 in accordance with Section 124a sentence 1 no. 2 AktG¹ (Stock Corporation Act)

For agenda item 1

Presentation of the adopted separate financial statements and the approved consolidated financial statements as of December 31, 2021, the Management Board's combined management report for Elmos Semiconductor SE and the Group, and the report of the Supervisory Board for fiscal year 2021

there is no resolution proposal as the Supervisory Board has approved the separate financial statements and consolidated financial statements prepared by the Management Board on March 9, 2021 in accordance with Section 172 sentence 1 AktG and the financial statements are thus adopted. A resolution of the Management Board and the Supervisory Board pursuant to Section 173 (1) sentence 1 AktG to entrust the Annual General Meeting with the adoption of the financial statements has not been adopted.

In accordance with Section 175 (1) sentence 1 AktG, the Annual General Meeting therefore merely receives the adopted financial statements and the approved consolidated financial statements including the combined management report for fiscal year 2021.

In accordance with Section 171 (2) sentence 1 AktG, the Supervisory Board shall give a report in writing to the Annual General Meeting on the results of its examination of financial statements and consolidated financial statements, the combined management report, and the proposal for the appropriation of retained earnings. A resolution of the Annual General Meeting on the Supervisory Board's report is not provided for by law.

II. Explanatory notes on the rights of the shareholders in accordance with Section 121 (3) sentence 3 no. 3 AktG

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 1 (2) sentence 1, (6) sentence 1 of the Act on Mitigating the Consequences of the COVID-19 Pandemic in Corporate, Cooperative, Association, Foundation and Residential Property Law (COVID-19 Act), without the physical attendance of the shareholders and their proxies as a virtual Annual General Meeting. This leads to modifications to the processes of the Annual General Meeting and the rights of the shareholders.

We therefore ask our shareholders this year to pay particular attention to the following information.

The shareholders have the following rights, among others:

1. Supplements to the agenda

Shareholders whose combined share ownership comes to a twentieth of the share capital or the proportionate amount of EUR 500,000.00 (equivalent to 500,000 shares) are entitled to request, in accordance with Art. 56 sentences 2 and 3 SE-VO (SE Regulation), Section 50 (2) SEAG (SE Implementation Act), Section 122 (2) AktG, that items be added to 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 or electronically by email (hauptversammlung@elmos.com) in accordance with Section 126a BGB (i.e. providing a qualified signature). It must be received by the Company at least 30 days prior to the day of the Annual General Meeting, not including the day of receipt and the day of the Annual General Meeting, thus before **Sunday, April 10, 2022, 24:00 CEST**.

We kindly ask to submit any requests for additions to the agenda to the following address:

Elmos Semiconductor SE
The Management Board
Heinrich-Hertz-Straße 1
44227 Dortmund, Germany

¹ Relevant provisions for Germany based stock corporations, particularly those of 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.

Any additions to the agenda subject to announcement are announced – unless they have already been announced upon the convening of the Annual General Meeting – in the Federal Gazette upon the request's receipt without delay and submitted for publication to media outlets of which it can be expected that they distribute the 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>.

These rights of the shareholders are based on the following provisions of the SE-VO, the SEAG, and the AktG (excerpts, convenience translation):

Art. 56 SE-VO

One or more shareholders who together hold at least 10 % of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the member state in which the SE's registered office is situated or, failing that, by the SE's statutes. The above proportion may be reduced by the statutes or by the law of the member state in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies

Section 50 ((2) SEAG

Supplements to the agenda of a general meeting by one or more items may be requested by one or more shareholders if the shares held by the shareholder or shareholders equal or exceed 5 percent of the share capital or the proportionate amount of 500,000 Euro.

Section 122 (1), (2) AktG (excerpt):

- (1) The general meeting shall be convened if shareholders whose combined share ownership reaches or exceeds a twentieth of the share capital request the convening in writing, supplying the purpose and the reasons for convening the general meeting; such request must be addressed to the management board. The articles of incorporation may link the right to request the convening of the general meeting to another form of submission of the request and to share ownership of a smaller percentage of the share capital.
- (2) In the same manner, shareholders whose combined share ownership reaches or exceeds a twentieth of the share capital or the proportionate amount of 500,000 Euro may request that items be placed on the agenda and be announced. Each new item must be supplemented by an explanatory statement or a resolution proposal. Requests within the meaning of sentence 1 must be received by the company at least 24 days prior to the general meeting or, respectively, at least 30 days prior to the general meeting with respect to listed companies; the day of receipt is not included in this period.

2. Countermotions and election proposals

In accordance with Section 126 (1) AktG, each shareholder is entitled to submit countermotions with regard to the resolution proposals on the agenda items. If countermotions are meant to be made accessible by the Company, they must be received by the Company together with a proof of shareholder capacity at least 14 days prior to the Annual General Meeting, i.e. **before Tuesday, April 26, 2022, 24:00 CEST** at the following address:

Elmos Semiconductor SE
Annual General Meeting
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 shareholders' countermotions to be made accessible will be released on the internet at <https://www.elmos.com/english/about-elmos/investor/annual-general-meeting> including that shareholder's name and any provided explanatory statement as well as any corresponding statements by the administration.

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 an election is on the agenda of the Annual General Meeting) or auditors. In addition to the reasons given by 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 not have to be made accessible either if they do not contain information on the Supervisory Board candidates' membership in other statutory supervisory boards within the meaning of Section 125 (1) sentence 5 AktG.

As the Annual General Meeting of Shareholders will be held as a virtual Annual General Meeting without the physical attendance of the shareholders and their proxies, providing for electronic absentee voting and proxy voting only in accordance with the COVID-19 Act, all rights to motions "at" the Annual General Meeting cease to apply.

Shareholders' motions or election proposals to be made accessible according to Section 126 or 127 AktG are deemed as if filed at the Annual General Meeting if the shareholder filing the motion or the election proposal is properly legitimized and registered for the Annual General Meeting of Shareholders (Section 1 (2) sentence 3 COVID-19 Act).

The right of the chairman of the Annual General Meeting to put the administration's proposals up for vote first within the election's proceedings shall remain unaffected. If the administration's proposals are passed with the required majority, countermotions or (different) election proposals do insofar not warrant further consideration.

These rights of the shareholders are based on the following provisions of the Stock Corporation Act (AktG) and the COVID-19 Act, which also govern on what conditions countermotions and election proposals do not have to be made accessible (excerpts, convenience translation):

Section 126 AktG:

- (1) Motions of shareholders including the name of the shareholder and an explanatory statement as well as any comment by the administration must be made accessible to the entitled parties pursuant to Section 125 (1) through (3) on the conditions stipulated therein if the shareholder has submitted a countermotion to a proposal of the management board and supervisory board for a specific item on the agenda, together with an explanatory statement, at least 14 days prior to the company's general meeting to the address provided for this purpose in the notice of convening the general meeting. The day of receipt is not included in this period. Listed companies shall make the motions accessible on the company's website. Section 125 (3) shall apply accordingly.
- (2) Countermotions and their explanatory statements do not need to be made accessible
 1. if the management board would commit a criminal offense by making them accessible,
 2. if the countermotion would result in a shareholders' resolution that would be in violation of the law or the articles of incorporation,
 3. if the key points of the explanatory statement include information that is obviously incorrect or misleading, or if they contain defamation,
 4. if a countermotion of the shareholder based on the same matter has already been made accessible to a general meeting of the company in accordance with Section 125,
 5. if the same countermotion of the shareholder, with an explanatory statement that gives essentially the same reasons, has already been made accessible to at least two of the company's general meetings in accordance with Section 125 within the last five years and if it has received less than a twentieth of the votes of the represented share capital,
 6. if the shareholder makes it known that he or she will not participate in the general meeting and will not have him or herself represented, or
 7. if the shareholder has not proposed, or has not had proposed, a countermotion that he or she had previously submitted with respect to two general meetings in the last two years.

The explanatory statement does not have to be made accessible if its total volume exceeds 5,000 characters.

- (3) If more than one shareholder submits a countermotion to the same matter that is subject to resolution, the management board may combine the countermotions and the associated explanatory statements.

Section 127 AktG:

Section 126 shall apply accordingly to the proposal of a shareholder for the election of supervisory board members or auditors. The election proposal does not need to provide reasons. The management board does not need to make the election proposal accessible if the proposal does not include the information required under Section 124 (3) sentence 4 and Section 125 (1) sentence 5. The management board shall supplement the proposal by a shareholder for election of supervisory board members of listed companies subject to the German Codetermination Act (MitbestG), the German Act on Codetermination in the Coal, Iron and Steel Industry (MontanMitbestG), or the German Supplementary Codetermination Act (MontanMitbestGErgG) with the following information:

1. reference to the requirements of Section 96 (2),
2. statement whether there has been an objection to overall fulfilment pursuant to Section 96 (2) sentence 3, and
3. statement of the minimum number of seats on the supervisory board to be occupied by women and men, respectively, to comply with the minimum quota pursuant to Section 96 (2) sentence 1.

Section 124 (3) AktG:

The management board and the supervisory board or, in case of the adoption of a resolution according to Section 120a (1) sentence 1 or elections of supervisory board members or auditors, the supervisory board alone, shall propose resolutions for each agenda item up for shareholders' resolution in the notice of convening the general meeting. With respect to companies that are capital market oriented within the meaning of Section 264d HGB (Commercial Code), CRR credit institutions within the meaning of Section 1 (3d) sentence 1 KWG (Kreditwesengesetz – Banking Act), with the exception of the institutions described in Section 2 (1) nos. 1 and 2 KWG, or insurance companies within the meaning of Art. 2 (1) of Directive 91/674/EEC, the supervisory board's proposal for the election of the auditor shall be based on the audit committee's recommendation. Sentence 1 shall not apply if the general meeting is bound to election proposals for the election of supervisory board members pursuant to Section 6 of the Act on Codetermination in the Coal, Iron and Steel Industry (MontanMitbestG) or if the subject of the resolution proposal has been placed on the agenda upon a minority's request. The proposal for the election of supervisory board members or auditors shall furnish the candidate's name, actual occupation, and place of residence. If the supervisory board must consist in part of employee representatives, supervisory board resolutions on proposals for the election of supervisory board members require only the majority of the supervisory board members of the shareholder representatives; Section 8 MontanMitbestG shall remain unaffected.

Section 125 (1) sentence 5 AktG:

With respect to listed companies, proposals for the election of supervisory board members must furnish information on their membership of other statutory supervisory boards; information on their membership of comparable domestic and international supervisory bodies of business enterprises shall be furnished as well.

Section 1 (2) sentence 3 COVID-19 Act:

Shareholders' motions or election proposals to be made accessible according to Section 126 or 127 AktG are deemed as if filed at the general meeting if the shareholder filing the motion or the election proposal is properly legitimized and registered for the General Meeting of Shareholders.

3. Requests for information

With respect to the impending Annual General Meeting of shareholders, the right to information pursuant to Section 131 (1) AktG is provided only to a limited extent according to Section 1 (2) sentence 1 no. 3, sentence 2 COVID-19 Act in conjunction with a corresponding Management Board resolution (made with the Supervisory Board's consent). As the Annual General Meeting will be held as a virtual Annual General Meeting, shareholders cannot request information at the Annual General Meeting of shareholders. Shareholders are instead provided the right to ask questions by means of electronic communication according to Section 1 (2) sentence 1 no. 3 COVID-19 Act. In accordance with Section 1 (2) sentence 2 COVID-19 Act, the Management Board shall decide at its own discretion after due consideration how to answer the questions; the Management Board may also stipulate that questions be submitted no later than one day prior to the Annual General Meeting by means of electronic communication.

With respect to the impending Annual General Meeting, shareholders may submit questions, subject to fulfilling the requirements listed under "Registration for the Annual General Meeting, authorization for the exercise of voting rights" in the convening documents, either themselves or through an authorized proxy. Questions shall be submitted **no later than Monday, May 9, 2022, 24:00 CEST** by using the password-protected InvestorPortal on the internet at <https://www.elmos.com/english/about-elmos/investor/annual-general-meeting> according to the procedure explained there.

In answering questions during the Annual General Meeting of shareholders, the name of the questioner will be disclosed only (insofar as questions are answered individually) if the questioner has expressly declared his or her consent to his or her name's disclosure along with submitting the question.

These rights of the shareholders are based on the following provisions of the Stock Corporation Act (AktG) and COVID-19 Act (excerpts, convenience translation):

Section 131 (1) AktG:

- (1) Each shareholder is entitled to be given information by the management board on the company's affairs upon request in the general meeting to the extent the information is necessary to make an informed judgment on any given agenda item. The obligation to provide information also includes the company's legal and business relations with affiliated companies. If a company makes use of the simplified procedures pursuant to Section 266 (1) sentence 3, Section 276, or Section 288 HGB (Commercial Code), each shareholder may request that the annual financial statements be presented to him or her at the general meeting voting on such annual financial statements in the form which would have been used if such simplified procedures were not applied. The obligation of a parent company's management board (Section 290 (1) and (2) HGB) to provide information in the general meeting to which the consolidated financial statements and the group management report are presented also includes the position of the group and of the companies included in the consolidated financial statements.

Section 1 (2) sentence 1 no. 3, sentence 2 COVID-19 Act (excerpt):

The management board may decide that the meeting be held without the physical presence of the shareholders or their proxies as a virtual general meeting, provided that [...] shareholders are granted the right to ask questions by means of electronic communication, [...]. The management board decides after due consideration at its own discretion how to answer the questions; the management board may also stipulate that questions be submitted no later than one day prior to the General Meeting by means of electronic communication.

Moreover, the chairman of the Annual General Meeting is authorized to take various regulatory and control measures at the General Meeting. Such measures are based on the following provisions in the Articles of Association (convenience translation):

§ 13 (4) of the Articles of Association of Elmos Semiconductor SE

The chairman of the General Meeting decides on the order of speakers and of the treatment of the agenda items, the type and order of voting, and he or she may, if admissible under law, decide the integration of several items up for resolution into one item, provided such items are associated by subject matter, and determine adequate limitations of the time to speak or ask questions, or the combined time for speaking and asking questions for the entire General Meeting, for individual agenda items, and for individual speakers, either at the beginning or during the course of the General Meeting, and, if deemed necessary to safeguard the General Meeting's orderly procedure, to order the end of debate.

III. Objection pursuant to Section 1 (2) sentence 1 no. 4 COVID-19 Act

Shareholders who have exercised their voting rights either themselves or through an authorized proxy may object to any resolution passed by the Annual General Meeting of Shareholders by way of derogation from Section 245 no. 1 AktG (Stock Corporation Act), thus waiving the requirement of physical attendance of the Annual General Meeting. Any objection must be declared on the record to the notary public who takes the minutes by sending an email during the Annual General Meeting, i.e. as of the opening of the Annual General Meeting until its close declared by the chairman, to the notary public (elmoshv-notar@spieker-jaeger.de) with a copy to the Company (hauptversammlung@elmos.com), providing name and first name, full address, and the number of the ticket of admission to the virtual Annual General Meeting of Shareholders (admission ticket number).

These rights of the shareholders are based on the following provisions of the COVID-19 Act (excerpts, convenience translation):

Sections 1 (2) sentence 1 no. 2, 4 COVID-19 Act (excerpt):

The management board may decide that the meeting be held without the physical presence of the shareholders or their proxies as a virtual general meeting, provided that [...] 2. the exercise of the shareholders' voting rights is possible by means of electronic communication (absentee voting or electronic participation) as well as proxy authorization, [...]. 4. shareholders who have exercised their voting rights according to no. 2 are granted the opportunity to object to any resolution passed by the general meeting, waiving the requirement of physical attendance of the general meeting by way of derogation from Section 245 no. 1 AktG.

IV. Total number of shares and voting rights at the time of convening the Annual General Meeting according to Section 124a sentence 1 no. 4 AktG

The Company's share capital amounts to EUR 17,700,000.00 as of the convening of the Annual General Meeting and is divided into 17,700,000 no-par bearer shares. Each no-par share grants one vote in the Annual General Meeting. The total number of shares as well as the total number of voting rights is thus 17,700,000 as of the convening of the Annual General Meeting.

Please take note that the Company holds 590,760 treasury shares. According to Section 71b AktG, the Company cannot derive any rights from these shares, particularly no voting rights.

V. Confirmation of votes in accordance with Section 118 (1) sentences 3 to 5, (2) sentence 2 AktG or rather confirmation of the counting of votes in accordance with Section 129 (5) AktG

Pursuant to Section 118 (2), (1) sentence 3 AktG, the voter shall receive in case of electronic voting (by proxy and voting instructions given to the Company's proxies or by absentee ballot) electronic confirmation of receipt of the votes by the Company according to the requirements pursuant to Art. 7 (1) and Art. 9 (5) sentence 1 of Implementing Regulation (EU) 2018/1212. If the confirmation is provided to an intermediary, the intermediary is obligated to forward the confirmation to the shareholder without undue delay pursuant to Section 118 (1) sentence 4 AktG.

Pursuant to Section 129 (5) AktG, the voter may request confirmation from the Company within one month as of the day of the Annual General Meeting of Shareholders if and how his or her vote has been counted. The Company shall provide such confirmation according to the requirements pursuant to Art. 7 (2) and Art. 9 (5) sentence 2 of Implementing Regulation (EU) 2018/1212. If the confirmation is provided to an intermediary, the intermediary is obligated to forward the confirmation to the shareholder without undue delay pursuant to Section 129 (5) sentence 3 AktG.

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