

ARTICLES OF INCORPORATION

of Elmos Semiconductor SE Heinrich-Hertz-Str. 1, 44227 Dortmund, Germany

I. General provisions

§ 1 Company name, registered office

1.1 The name of the Company is

Elmos Semiconductor SE

1.2 The Company has its registered office in Dortmund, Germany.

§ 2 Object of the Company

2.1 The object of the Company is the development, manufacture and sale of microelectronic components, system parts, systems and software as well as functionally related technological units. The Company may engage in all transactions and measures that are related to this object or are suitable to serve it directly or indirectly.

2.2 The Company may establish, acquire or hold interests in other entities, combine them under uniform management or limit itself to the management of the interest or transfer the interest or its management to a third party for the account of the Company, dispose of its holdings and enter into inter-company agreements and establish branches. It may also transfer its operations in whole or in part to direct and indirect subsidiaries and limit itself to management over a group of companies operating within the scope of Paragraph 1.

II. Share capital and shares

§ 3 Share capital

3.1 The share capital of the Company amounts to EUR 17,700,000 (in words: seventeen million seven hundred thousand euros). It is divided into 17,700,000 (in words: seventeen million seven hundred thousand) no-par value bearer shares, each with a notional value of EUR 1.00 of the share capital. The form and content of the share certificates shall be determined by the Management Board.

3.2 The share capital of the Company was provided in the amount of EUR 20,103,513 by way of conversion of Elmos Semiconductor Aktiengesellschaft into a European Company (Societas Europaea, SE).

3.3 In the event of a capital increase, the profit participation of new shares may be determined in deviation from Section 60 AktG.

- 3.4 Shares are only issued in the form of global certificates. These are deposited with a central securities depository within the meaning of Section 1 (3) DepotG (Securities Deposit Act). The shareholder's right to have his or her share certificated is excluded.
- 3.5 The Management Board is authorized, with the approval of the Supervisory Board, to increase the Company's share capital on one or more occasions up to and including May 21, 2025 by up to a total of EUR 10,051,756.00 by issuing new no-par value bearer shares against cash contributions and/or contributions in kind (Authorized Capital 2020).

If the share capital is increased against cash contributions, the shareholders shall be granted subscription rights. The shares may be underwritten by banks with the obligation to offer them to the shareholders for subscription. However, the Management Board is authorized, with the approval of the Supervisory Board, to exclude this subscription right of shareholders:

if the new shares are issued at a price that is not significantly lower than the stock market price and the shares issued with exclusion of subscription rights pursuant to Section 186 (3) sentence 4 AktG do not exceed a total of 10% of the share capital, either at the time this authorization becomes effective or at the time it is exercised. The sale of treasury shares shall be counted towards this 10% limit if it takes place during the term of this authorization and excludes subscription rights in accordance with Section 186 (3) sentence 4 AktG. Furthermore, shares issued or to be issued to service bonds (including participating bonds) with conversion or option rights or a conversion obligation shall be counted towards this limit, provided that the bonds or participating bonds were issued during the term of this authorization under exclusion of subscription rights in corresponding application of Section 186 (3) sentence 4 AktG;

to the extent necessary to grant the creditors of bonds (including participating bonds) with conversion or option rights or a conversion obligation issued by the Company or one of its group companies subscription rights to new shares to the extent to which they would be entitled after exercising their conversion or option rights or after fulfillment of a conversion obligation;

in the event of a capital increase against cash contributions for issuance to employees and executives of the Company, employees of affiliated companies, and freelancers;

to implement a so-called scrip dividend in which shareholders are offered to contribute all or part of their dividend entitlement to the Company as a contribution in kind for the subscription of new shares;

for fractional amounts.

In addition, the Management Board is authorized, with the approval of the Supervisory Board, to exclude the subscription right of shareholders in the event of a capital increase against contributions in kind.

The total number of shares issued against cash contributions and contributions in kind under this authorization with exclusion of subscription rights may not exceed a pro rata amount of the share capital of EUR 2,010,351.30 (10% of the current share capital); the sale of treasury shares shall be counted towards this limit if it takes place during the term of this authorization with exclusion of subscription rights. Furthermore, shares issued or to be issued to service bonds (including participating bonds) with conversion or option rights or a conversion obligation shall be counted towards this limit, provided that the bonds or participating bonds were issued during the term of this authorization under exclusion of subscription rights.

The Management Board is also authorized, with the approval of the Supervisory Board, to determine the further content of share rights and the conditions of the issue of shares.

- 3.6 The share capital is conditionally increased by up to EUR 10,000,000.00, divided into up to 10,000,000 bearer shares (Conditional Capital 2020). The conditional capital increase is carried out by issuing up to 10,000,000 no-par value bearer shares only to the extent that the holders or creditors of convertible bonds or warrants from bonds with warrants issued by Elmos Semiconductor SE or one of the Company's group companies within the meaning of Section 18 AktG until May 21, 2025 on the basis of the Management Board's authorization by the Annual General Meeting of May 22, 2020 exercise their conversion or option right, fulfill their conversion or option obligation, or shares are tendered, and to the extent that no other forms of fulfillment are used for servicing. The new shares will also be issued in accordance with the aforementioned authorization resolution at conversion or option prices to be determined in each case in the terms and conditions of the bonds or options.

The new shares shall participate in profits from the beginning of the fiscal year in which they are created through the exercise of conversion or option rights or the fulfillment of conversion obligations; in derogation thereof, the Management Board may determine, with the approval of the Supervisory Board, that the new shares shall participate in profits from the beginning of the fiscal year for which at the time of the exercise of conversion or option rights or the fulfillment of conversion obligations no resolution of the Annual General Meeting on the appropriation of retained earnings has yet been adopted.

The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase.

III. **Management Board**

§ 4 Composition, appointment and employment

- 4.1 The Management Board (the managing body) of the Company has two or more members.
- 4.2 The Supervisory Board is responsible for appointing, recalling and concluding the employment contracts of the members of the Management Board. The Supervisory Board determines the number of members of the Management Board. It may appoint a Chairperson and a Vice Chairperson of the Management Board. A spokesperson and deputy members of the Management Board may also be appointed.

- 4.3 Management Board members are appointed for a maximum term of six years. Reappointments are permissible.

§ 5 Rules of procedure and adoption of resolutions

- 5.1 The Management Board may adopt rules of procedure for itself by unanimous resolution of its members unless the Supervisory Board adopts rules of procedure for the Management Board. Unless the Supervisory Board adopts rules of procedure for the Management Board, the Management Board shall inform the Supervisory Board of the adoption, fundamental amendments and repeal of its rules of procedure no later than at the Supervisory Board meeting following its resolution.
- 5.2 The Management Board has a quorum if either all members of the Management Board participate in the adoption of the resolution in person or by electronic media or if all members of the Management Board have been invited and at least half of its members participate in the adoption of the resolution in person or by electronic media.
- 5.3 The resolutions of the Management Board are adopted by a majority of votes. If a Chairperson of the Management Board has been appointed, his or her vote shall be decisive in the event of a tie. If the Chairperson of the Management Board is unable to attend, the resolution shall be rejected in the event of a tie. The Chairperson of the Management Board is entitled to object to any Management Board resolution (right of veto). If the Chairperson of the Management Board exercises his or her right of veto, the resolution shall be deemed not to have been adopted. The vote of the Vice Chairperson shall not be decisive even if the Chairperson of the Management Board is prevented from voting; he or she shall also have no right of veto.

§ 6 Legal representation

- 6.1 The Company is represented by two members of the Management Board or by one member of the Management Board together with an authorized signatory ("Prokurist").
- 6.2 Otherwise, the Company shall be represented by members of the Management Board, authorized signatories ("Prokuristen") or other signatories as determined by the Management Board.

IV. Supervisory Board

§ 7 Composition and terms of office

- 7.1 The Supervisory Board (the supervisory body) shall consist of six members, four of whom shall be appointed by the shareholders and two of whom shall be appointed as representatives of the employees by primary election of the employees in accordance with the "Agreement on the Participation of Employees in Elmos Semiconductor SE" (Participation Agreement) concluded pursuant to the Act on the Participation of Employees in a European Company (SE Participation Act, SEBG) in its applicable version.
- 7.2 Unless otherwise determined by the Annual General Meeting for the shareholder representatives and by the Elmos SE Committee for the employee representatives, the members of the Supervisory Board shall be elected for a term completed with the close of the Annual General

Meeting to resolve on the formal approval of the actions of the Supervisory Board members for the fifth fiscal year after the beginning of the term of office, but for no longer than six years. The fiscal year in which the term of office begins shall not be included in this calculation. Notwithstanding the above, the term of office of the first Supervisory Board of Elmos Semiconductor SE shall extend to the close of the Annual General Meeting to resolve on the formal approval of the actions of the Supervisory Board members for the first fiscal year of Elmos Semiconductor SE, but for no longer than three years. Reappointments are permissible.

- 7.3 If a member of the Supervisory Board is elected to replace a member who has left before the end of his or her term of office, the election shall be for the remainder of the term of office of the departing member.
- 7.4 Substitute members may be elected at the same time as regular members of the Supervisory Board. The substitute member shall join the Supervisory Board for the remainder of the term of office if the Supervisory Board member as whose substitute member he or she has been elected leaves the Supervisory Board before the end of the term of office.
- 7.5 Any member of the Supervisory Board and any substitute member may also resign from office without good cause by submitting a written declaration to the Chairperson of the Supervisory Board or to the Management Board.

§ 8 Chairperson and Vice Chairperson

- 8.1 At its first meeting which must be held immediately after the Annual General Meeting at which it was elected and for which no special invitation is required, the Supervisory Board shall elect a Chairperson and a Vice Chairperson from among its members. Chairperson and Vice Chairperson must be representatives of the shareholders. The Vice Chairperson shall have the rights and duties of the Chairperson of the Supervisory Board if the latter is prevented from attending. The election shall be for the term of office of the elected person respectively.
- 8.2 The Chairperson of the Supervisory Board and his or her deputy may also resign from these offices without good cause by submitting a written declaration to all members of the Supervisory Board or to the Management Board. They shall remain members of the Supervisory Board.

§ 9 Convening and adoption of resolutions

- 9.1 The Chairperson of the Supervisory Board convenes the meetings of the Supervisory Board and chairs them.
- 9.2 The meetings of the Supervisory Board are generally held in person. In its Rules of Procedure, the Supervisory Board may provide that meetings of the Supervisory Board may also be held in the form of a video conference or conference call, or that individual members of the Supervisory Board may be connected by video transmission or phone, without there being a right to object to such an arrangement.
- 9.3 Resolutions of the Supervisory Board are generally adopted at Supervisory Board meetings. By order of the Chairperson of the Supervisory Board, resolutions may also be adopted outside meetings in writing, by phone, email, fax or any other suitable means of electronic communication, as well as in a combination of the aforementioned forms. There is no right to

object to the form of adopting resolutions prescribed by the Chairperson of the Supervisory Board.

- 9.4 The Supervisory Board has a quorum if all members participate in the adoption of the resolution or if all members have been duly invited and at least three members participate in the adoption of the resolution. A member also participates in the adoption of a resolution if he or she abstains from voting. Absent Supervisory Board members may participate in Supervisory Board votes by having other Supervisory Board members submit their written votes. Voting by fax shall be deemed equivalent to submitting a vote in writing if the original of the fax sent is signed in person by the Supervisory Board member voting in this way.
- 9.5 Resolutions of the Supervisory Board shall be adopted by a simple majority of the votes cast; in the event of a tie, the Chairperson of the Supervisory Board shall have the right to cast the deciding vote. If the Chairperson is unable to attend, the Vice Chairperson shall have the casting vote.
- 9.6 The Management Board shall attend the meetings of the Supervisory Board unless the Supervisory Board resolves otherwise.
- 9.7 Minutes shall be taken of the meetings of the Supervisory Board and shall be signed by the chair of the respective meeting. The Chairperson of the Supervisory Board shall sign the minutes of resolutions adopted in writing, by phone, email, fax or other suitable means of electronic communication.
- 9.8 The Chairperson of the Supervisory Board is authorized to make the declarations required to implement the resolutions on behalf of the Supervisory Board and to receive declarations addressed to the Supervisory Board.
- 9.9 The Supervisory Board is authorized to make amendments to the Articles of Incorporation that only affect their wording.

§ 10 Approval

- 10.1 The Management Board requires the prior approval of the Supervisory Board for the following transactions:
- (a) acquisition, disposal and encumbrance of real estate, provided the value in the individual case is greater than 10% of the Group's total assets for the last completed fiscal year; and
 - (b) acquisition of entities or business units or existing shares in entities, provided the value in the individual case is greater than 10% of the Group's total assets for the last completed fiscal year.
- 10.2 The Supervisory Board may at any time make other types of Management Board transactions and measures subject to the approval of the Supervisory Board.

V. Annual General Meeting**§ 11 Annual General Meeting**

- 11.1 The Annual General Meeting shall be held within the first six months of a fiscal year at the registered office of the Company, in a city within a radius of 250 km from the registered office of the Company or in a city in the Federal Republic of Germany with a population of at least 100,000.
- 11.2 The Annual General Meeting is convened by the Management Board by publication in the Federal Gazette ("Bundesanzeiger"). Unless a shorter period is permitted by law, the Annual General Meeting shall be convened at least thirty days before the date of the event. The period of notice shall be extended by the days of the registration period. The day of convocation and the day of the Annual General Meeting shall not be included in the calculation of the convening period.

§ 12 Participation and voting right

- 12.1 Shareholders who register prior to the Annual General Meeting and furnish proof of their entitlement are entitled to participate in the Annual General Meeting and exercise their voting rights. The registration and proof of entitlement must be received by the Company in text form (Section 126b BGB (Civil Code)) in German or English at the address specified for this purpose in the convening notice of the Annual General Meeting at least six days before the event. The day of the Annual General Meeting and the day of receipt of the registration shall not be included in the calculation of the six-day period.
- 12.2 As proof of entitlement to participate in the Annual General Meeting and to exercise voting rights, proof of share ownership issued in text form by the depositary bank is required and sufficient. Other institutions from which the proof can be issued may be admitted in the convening notice of the Annual General Meeting. The proof must refer to the point in time prior to the Annual General Meeting provided for in the Stock Corporation Act.
- 12.3 Voting rights may be exercised by proxy. If the shareholder authorizes more than one person, the Company may reject one or more of them. The granting of the proxy authorization, its revocation and proof of authorization to the Company must be in text form. The Management Board is authorized to provide in the convening notice that shareholders may exercise their votes in writing or by means of electronic communication even without attending the meeting. The details for granting the proxy authorization, revoking it and furnishing proof of authorization to the Company shall be announced when the Annual General Meeting is convened.
- 12.4 The Management Board is authorized to provide that shareholders may also participate in the Annual General Meeting without being present at its location and without a proxy and exercise all or some of their rights in whole or in part by means of electronic communication. The Management Board is also authorized to make provisions regarding the scope and procedure of participation and exercise of rights. Any use of such proceeding and the provisions made in this respect shall be announced when the Annual General Meeting is convened.
- 12.5 The Management Board is authorized until May 9, 2028 to hold the Annual General Meeting without the physical presence of shareholders or their proxies at the location of the Annual General Meeting (virtual Annual General Meeting). The Management Board is authorized to make provisions regarding the procedure pursuant to sentence 1. Any use of such proceeding and the

provisions made in this respect shall be announced when the Annual General Meeting is convened.

§ 13 Procedure of the Annual General Meeting

- 13.1 The Annual General Meeting shall be chaired by the Chairperson of the Supervisory Board or, if he or she is unable to do so, by its Vice Chairperson. The Chairperson of the Supervisory Board or, if he or she is unable to do so, its Vice Chairperson, may also appoint a third person to chair the Annual General Meeting. Members of the Supervisory Board are permitted to participate in the Annual General Meeting by means of video and audio transmission if the Annual General Meeting is held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting in accordance with Section 12.5 of the Articles of Incorporation; however, this does not apply to the chair of the Annual General Meeting if he or she is a member of the Supervisory Board.
- 13.2 Resolutions of the Annual General Meeting shall be adopted by a simple majority of the valid votes cast unless a larger majority is required by law or the Articles of Incorporation. Each share carries one vote. Unless mandatory statutory provisions or the Articles of Incorporation stipulate a different majority, amendments to the Articles of Incorporation require a majority of two thirds of the valid votes cast or, if at least half of the share capital is represented, a simple majority of the valid votes cast. The recall of Supervisory Board members requires a majority of at least three quarters of the valid votes cast.
- 13.3 The Management Board is authorized to provide for the Annual General Meeting to be broadcast in sound and vision in whole or in part by means of a suitable electronic medium. Express reference shall be made to this in the convening notice of the Annual General Meeting.
- 13.4 The chair of the meeting shall determine the order of speakers and the order in which the items on the agenda are addressed, the type and order of voting, and may, to the extent permitted by law, decide on the combination of related resolution items into one voting item and impose reasonable restrictions on speaking time, question time, inquiry time or combined speaking, question and inquiry time for the entire Annual General Meeting, for individual items on the agenda and for individual speakers at the beginning or during the course of the Annual General Meeting and, if necessary for the proper conduct of the Annual General Meeting, to order the end of debate; this also applies to the virtual Annual General Meeting pursuant to Section 12.5 of the Articles of Incorporation.

§ 14 Annual financial statements and appropriation of profits

- 14.1 The fiscal year of the Company shall be the calendar year.
- 14.2 The Management Board shall prepare the annual financial statements for the Company and for the Group within the statutory period after the end of the fiscal year and submit them to the auditor.
- 14.3 The audited annual financial statements shall be submitted to the Supervisory Board without delay together with the proposal to the Annual General Meeting for the appropriation of profits. If the Supervisory Board approves the annual financial statements, they are deemed adopted unless the Management Board and the Supervisory Board decide to leave the adoption of the

annual financial statements to the Annual General Meeting. If the Management Board and the Supervisory Board approve the annual financial statements, they are also authorized to allocate more than half of the net income for the fiscal year to reserves.

VI. Final provisions

§ 15 Announcements and information

15.1 Announcements by the Company shall be made exclusively in the Federal Gazette ("Bundesanzeiger") unless binding law provides otherwise in the individual case.

15.2 Information to the holders of admitted securities of the Company may also be transmitted by means of remote data transmission.

§ 16 Formation expenses

Formation expenses of Elmos Semiconductor Aktiengesellschaft were borne by the Company up to the amount of DM 100,000.00 plus value-added tax.

§ 17 SE conversion costs

The costs of the conversion into an SE, such as court and notary fees, the costs of the special negotiating body, the costs of the audit of the conversion, the costs of public announcement as well as other legal and consulting fees are borne by the Company up to a total amount of EUR 700,000.00.