



PROXY VOTING PROCEDURE

Granting power of proxy

Voting rights may be exercised by proxies. If neither a credit institution nor a shareholders' association nor another entity comparable to a credit institution in accordance with Section 135 (8) or (10) AktG (German Stock Corporation Act) is authorized, the power of proxy, its revocation, and the proof of proxy to the company must be furnished at least in text form (Section 134 (3) sentence 3 AktG in conjunction with Section 126b BGB (German Civil Code)).

For our shareholders' convenience, we provide the option for them to authorize proxies nominated by the company. The power of proxy and its revocation require at least text form in this case as well (Section 134 (3) sentence 3 AktG in conjunction with Section 126b BGB). If a proxy nominated by the company is authorized, the power of proxy must be accompanied by voting instructions. The company-nominated proxies are obligated to vote according to the shareholders' instructions.

In the case of proxy voting, the submission of registration and proof of share ownership must be made in due time according to the above-mentioned regulations as well.

Statutory provisions apply, Section 135 AktG in particular, to granting the power of proxy to credit institutions, shareholders' associations, or other entities comparable to a credit institution in accordance with Section 135 (8) or (10) AktG, as well as to revoking and giving proof of the power of proxy. Credit institutions, shareholders' associations, and other entities comparable to a credit institution in accordance with Section 135 (8) or (10) AktG may have special regulations for the procedure of their own authorization. Shareholders are therefore kindly asked to contact the entity to be authorized in good time in consideration of potential special requirements for the form of granting power of proxy.

Submission of the power of proxy to the company

Proof of the power of proxy must be either furnished by the proxy at the day of the Annual General Meeting or submitted by way of declaration to the company prior to the Annual General Meeting to:

Hauptversammlungsstelle der
ELMOS Semiconductor AG
Heinrich-Hertz-Straße 1
44227 Dortmund, Germany
Fax: +49 (0) 231 / 7549-548
E-mail: hauptversammlung@elmos.com

On the day of the Annual General Meeting, the only place available for furnishing proof of the power of proxy is at the registration desk at Casino Hohensyburg, Hohensyburgstraße 200, 44265 Dortmund, Germany, from 9:00 a.m. to just before the beginning of voting procedures.

Shareholders who intend to authorize proxies nominated by the company prior to the Annual General Meeting are asked for organizational considerations to please submit the power of proxy and the voting instructions **before midnight of May 4, 2012 (company's receipt)** by mail, fax, or e-mail to the following address:

ELMOS Semiconductor AG
c/o ITTEB GmbH & Co. KG
Vogelanger 25
86937 Scheuring, Germany
Fax: +49 (0) 8195 / 99 89-664
E-mail: elmos2012@itteb.de

Provision of proxy forms

Shareholders who have registered according to Section 11 of the company's articles of incorporation receive a proper form for granting the power of proxy as part of the ticket of admission. In addition, proxy forms can be found on the following pages. Form **1** applies for granting the power of proxy to a company-nominated representative, form **2** applies for granting the power of proxy to any other person.

1 If you have decided to have your voting rights exercised by company-nominated proxies, please return to:

ELMOS Semiconductor AG
c/o ITTEB GmbH & Co. KG
Vogelanger 25
86937 Scheuring, Germany

or by fax: +49 (0) 8195 / 99 89-664
or by e-mail: elmos2012@itteb.de

Admission ticket number: _____

Name, first name: _____

Place of residence: _____

Phone no. (in case of questions): _____

Power of proxy and voting instructions for proxies nominated by ELMOS Semiconductor AG

Only one box may be checked for each agenda item or sub-item. Insofar as blanket authorization is given and boxes relating to individual agenda items are checked as well, the individual checks shall take precedence. If no voting instructions or unclear or ambiguous instructions are given, the power of proxy is insofar null and void, and the proxies shall abstain from voting. For each agenda item, voting instructions refer to the respective resolution proposal made by the company's management.

I/We vote on all items
on the agenda with

	Yes	No	Abstention
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

or
I/We give individual voting instructions as follows:

Agenda item	Yes	No	Abstention
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2. Resolution on the appropriation of retained earnings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3. Formal approval of the actions of the Management Board for fiscal year 2011*)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4. Formal approval of the actions of the Supervisory Board for fiscal year 2011			
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a) Dr. Burkhard Dreher	a) <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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b) Dr. Klaus Egger	b) <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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c) Thomas Lehner	c) <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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d) Sven-Olaf Schellenberg	d) <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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e) Dr. Klaus Weyer	e) <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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f) Prof. Dr. Günter Zimmer	f) <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5. Election of the auditor and group auditor for fiscal year 2012 and of the auditor for the review of the interim financial report on the first six months of fiscal year 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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6. Resolution on the amendment to Section 9 of the articles of incorporation (remuneration of the Supervisory Board)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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I/We hereby authorize (by revoking the power of proxy granted by me/us at an earlier date if applicable) the representatives nominated by ELMOS Semiconductor AG (Sabine Montino, Dortmund, and Alina Jankowski, Dortmund), respectively, with the right to delegate authority, to represent myself/ourselves – with disclosure of my/our name – in the Annual General Meeting of ELMOS Semiconductor AG held on May 8, 2012 and to exercise voting rights on my/our behalf and according to my/our instructions. The representatives may only act on my/our behalf if I/we have filled out this form of proxy completely.

I/We confirm that I/we have read and accepted the explanations.

Place, date

Completion of statement, e.g. by signature

*) This also applies if separate votes are taken on the formal approval of the actions of individual members of the Management Board.

2 If you have decided to have your voting rights exercised by a third person:

Please either give this form of proxy to the person you have authorized so that he or she can furnish it together with the ticket of admission on the day of the Annual General Meeting at the registration desk at Casino Hohensyburg, Hohensyburgstraße 200, 44265 Dortmund, Germany, or send this form of proxy to the following address prior to the Annual General Meeting.

ELMOS Semiconductor AG
Hauptversammlungsstelle
Heinrich-Hertz-Straße 1
44227 Dortmund, Germany
or by fax: +49 (0) 231 / 7549-548
or by e-mail: hauptversammlung@elmos.com

Admission ticket number: _____

Name, first name: _____

Place of residence: _____

Phone no. (in case of questions): _____

Power of proxy

I/We hereby authorize (by revoking the power of proxy granted by me/us at an earlier date if applicable)

Mr./Mrs.

First and last name

Place of residence

to represent myself/ourselves – with disclosure of my/our name – in the Annual General Meeting of ELMOS Semiconductor AG held on May 8, 2012 and to exercise voting rights – if applicable – on my/our behalf. The representative is authorized to appoint a sub-agent or to delegate the power of proxy to a third person.

Place, date

Completion of statement, e.g. by signature

Delegated authority

I/We hereby delegate the authority (by revoking the delegation of authority issued by me/us at an earlier date if applicable) to

Mr./Mrs.

First and last name

Place of residence

to represent myself/ourselves – with disclosure of my/our name – in the Annual General Meeting of ELMOS Semiconductor AG held on May 8, 2012 and to exercise voting rights – if applicable – on my/our behalf or to have them exercised by another sub-agent.

Place, date

Completion of statement, e.g. by signature

Insofar as the ticket of admission is issued for non-beneficial ownership of shares ("Fremdbesitz"), we would like to point out to you that a legally effective authorization for the exercise of voting rights in one's own name requires that the authorized person is given possession of the shares to be represented.