

Invitation to the 21st ordinary Shareholders' Meeting of Micronas Semiconductor Holding AG

Ladies and Gentlemen

We are pleased to invite you to the **21st ordinary Shareholders' Meeting** of Micronas Semiconductor Holding AG on Tuesday, **May 17, 2016, 10 a.m.**, at **Technopark**, Technoparkstrasse 1, **8005 Zurich**.

Agenda and Motions of the Board

1. Approval of the Management Report 2015, annual financial statements 2015 and consolidated statements of accounts 2015: presentation of the reports of the auditors

Motion of the Board: approval of the Management Report, annual financial statements and consolidated statements of accounts for the business year of 2015.

2. Use of the balance sheet result

Result 2015	CHF	– 78 532 913
Profit carried forward	CHF	30 033 131
At the disposal of the Shareholders' Meeting	CHF	– 48 499 782

*Motion of the Board:
carried forward* CHF – 48 499 782

3. Release of the members of the Board of Directors

Motion of the Board: release.

4. Elections

4.1 Re-elections to the Board of Directors

Motion of the Board: re-election of Mrs. Stefanie Kahle-Galonske as a member of the Board of Directors for a term of one year ending at the next ordinary Shareholders' Meeting.

Motion of the Board: re-election of Dr. Dieter G. Seipler as a member of the Board of Directors for a term of one year ending at the next ordinary Shareholders' Meeting.

4.2 Elections to the Board of Directors

Motion of the Board: election of Mr. Shigenao Ishiguro as a member of the Board of Directors for a term of one year ending at the next ordinary Shareholders' Meeting.

Additional information:

Shigenao Ishiguro, born 1957 and Japanese citizen, is the senior vice president and the CEO of Magnetic Heads and Sensors Business Company of TDK Corporation, Tokyo.

Motion of the Board: election of Mr. Keisuke Igarashi as a member of the Board of Directors for a term of one year ending at the next ordinary Shareholders' Meeting.

Additional information:

Keisuke Igarashi, born 1963 and Japanese citizen, is the head of sensor planning group of Magnetic Heads and Sensors Business Company of TDK Corporation, Tokyo.

4.3 Election of the Chairman of the Board of Directors

Motion of the Board: election of Dr. Dieter G. Seipler as Chairman of the Board of Directors for a term of one year ending at the next ordinary Shareholders' Meeting.

4.4 Elections to the Nomination and Compensation Committee

Motion of the Board: re-election of Dr. Dieter G. Seipler as a member of the Nomination and Compensation Committee for a term of one year ending at the next ordinary Shareholders' Meeting.

Motion of the Board: election of Mr. Shigenao Ishiguro as a member of the Nomination and Compensation Committee for a term of one year ending at the next ordinary Shareholders' Meeting.

Motion of the Board: election of Mr. Keisuke Igarashi as a member of the Nomination and Compensation Committee for a term of one year ending at the next ordinary Shareholders' Meeting.

4.5 Re-election of the independent proxy holder

Motion of the Board: re-election of KBT Treuhand AG Zurich as independent proxy holder for a term of one year ending at the next ordinary Shareholders' Meeting.

4.6 Re-election of the auditors

Motion of the Board: re-election of KPMG AG, Zurich.

5. Compensation

5.1 Consultative vote on the Compensation Report 2015

Motion of the Board: affirmative notice of the Compensation Report 2015.

Additional information:

The consultative vote on the Compensation Report 2015 is on a non-binding consultative basis. The Compensation Report is a separate section of the business report 2015.

5.2 Approval of the maximum aggregate amount of compensation of the members of the Board of Directors for the period up to the next ordinary Shareholders' Meeting

Motion of the Board: approval of the maximum amount of compensation of CHF 300 000 of the members of the Board of Directors for the period up to the next ordinary Shareholders' Meeting.

Additional information:

Following the elections, the Board of Directors consists of four members. The maximum aggregate amount includes the compensation for the activities in the committees and in the subsidiaries. It comprises cash remuneration only, including social security contributions. The principles of the compensation are laid out in Art. 31 et seq. of the Articles of Incorporation. For further details reference is made to the Compensation Report.

5.3 Approval of the maximum aggregate amount of compensation of the members of the Micronas Group Management for the current financial year 2016

Motion of the Board: approval of the maximum amount of compensation of CHF 1 440 000 of the members of the Micronas Group Management for the current financial year 2016.

Additional information:

The Micronas Group Management currently consists of two members. The maximum aggregate amount is composed as follows: CHF 600 000 from remuneration fix, CHF 600 000 from remuneration variable, CHF 180 000 from long-term incentives and CHF 60 000 from other benefits. The calculation of the maximum aggregate amount is based on an annual average exchange rate of EUR/CHF 1.05. The principles of the compensation are laid out in Art. 31 et seq. of the Articles of Incorporation.

Documentation

The business report with the Management Report 2015, the annual financial statements 2015, the consolidated financial statements 2015 as well as the Compensation Report and the reports of the auditors are available at www.micronas.com/en/investor/financial-information/financial-reports. They are also available for inspection at the Company's headquarters, Technoparkstrasse 1, 8005 Zurich, as from April 27, 2016, Monday to Friday, 9 a.m. to 5 p.m., and can be ordered there.

Admission cards/Voting material

Shareholders who are registered on April 26, 2016 (the qualifying date; date of the mailing regarding the invitation to the Shareholders' Meeting) in the share register will receive with the invitation the documentation as well as, on demand, a personal admission card and the voting material directly from the Company.

Shareholders who are entitled to vote according to the share register as per the qualifying date may participate in the Shareholders' Meeting, unless they sell their shares before the Shareholders' Meeting. Each share carries one vote.

Granting of powers of attorney

Shareholders who are unable to participate in the Shareholders' Meeting may appoint as a representative another shareholder, a third party or KBT Treuhand AG Zurich, Zimmergasse 16, P.O. Box 1519, 8032 Zurich, as an independent proxy holder.

In the case of the delegation of the independent proxy holder, the power of attorney on the application form has to be filled in accordingly by May 10, 2016, at the latest and to be signed and returned to the Company or the independent proxy holder.

Electronic authorizations and instructions to the independent proxy holder

Authorizations and instructions may also be issued electronically to the independent proxy holder. The necessary login data and instructions are supplied to the shareholders together with the meeting materials. Shareholders may vote by remote electronic ballot or change electronically communicated instructions until May 13, 2016, 12 a.m.

Admission office

The admission office opens at the day of the Shareholders' Meeting at 9 a.m. Shareholders are kindly asked to present their admission cards at the entrance.

Participation

We kindly ask you to return the enclosed form by May 10, 2016, if you intend to participate in the Shareholders' Meeting.

Reception

The Board of Directors is glad to invite the shareholders to a reception after the Shareholders' Meeting.

Zurich, April 26, 2016

On behalf of the Board of Directors

Dr. Dieter G. Seipler

The Chairman

