

Convening of the annual shareholders' meeting

The board of directors of X-FAB Silicon Foundries SE (the „Company“) is honored to invite its shareholders to attend the annual shareholders' meeting (the “Meeting“) that will be held on Thursday April 29, 2021 at 14h00 CET at the registered office of the Company at Transportstraat 1, 3980 Tessenderlo, Belgium. **Shareholders are however invited to attend the meeting virtually and provide their votes by mail before the Meeting.** More information is available at www.xfab.com/about-x-fab/investors/shareholders-meeting.

AGENDA ANNUAL SHAREHOLDERS' MEETING

1. Statutory annual report of the board of directors and the report of the statutory auditor regarding the statutory annual accounts for the financial year ended on December 31, 2020.

Explanatory statement: Pursuant to Articles 3:5 and 3:6 of the Belgian Code on Companies and Associations (BCCA) the directors have drafted an annual report in which they account for their management. Pursuant to Articles 3:74 and 3:75 BCCA the statutory auditor has drafted a detailed report. These reports do not need to be approved by the shareholders.

2. Communication of the consolidated annual accounts for the financial year ending on December 31, 2020.

Explanatory statement: This item relates to the submission of the consolidated annual accounts of the Company. Pursuant to Article 3:32 BCCA the directors have drafted a report on these annual accounts; the statutory auditor has drafted a detailed report pursuant to Article 3:80 BCCA. These consolidated annual accounts and reports do not need to be approved by the shareholders.

3. Approval of the statutory annual accounts for the financial year ended on December 31, 2020 and allocation of the financial result.

Proposed resolution: Subsequent to the examination of the statutory annual report and the report of the statutory auditor and to the discussion of the statutory annual accounts and the consolidated annual accounts for the financial year ended on December 31, 2020, the statutory annual accounts for the financial year ended on December 31, 2020 are approved.

The ordinary result amounts to EUR 49,820,365.68 Including the result carried forward from the financial year ending on December 31, 2019, the total result to be appropriated for the financial year ending on December 31, 2020, amounts to EUR 183,743,956.46. It is approved that this result be allocated as determined in the annual accounts closed on December 31, 2020, as follows:

- Result to be carried forward: EUR 180,691,383.18
- Addition to legal reserves: EUR 2,491,018.28
- Addition to the other reserves: EUR 561,555.00

4. Approval of the remuneration report.

Proposed resolution: *The shareholders' meeting approves the remuneration report regarding the financial year ended on December 31, 2020.*

5. Approval of the remuneration policy

Proposed resolution: *The shareholders' meeting approves the remuneration policy drawn up in accordance with Article Art. 7:89/1 BCCA and the Belgian Corporate Governance Code 2020.*

6. Discharge from liability to the directors.

Proposed resolution: *The directors and their permanent representatives are discharged from liability for their mandate executed during the financial year ended on December 31, 2020.*

7. Discharge from liability to the statutory auditor.

Proposed resolution: *The statutory auditor is discharged from liability for its mandate executed during the financial year ended on December 31, 2020.*

8. (Re-)appointment of directors and determination of the remuneration.

Proposed resolution: *The meeting decides to (re-)appoint the following directors for a term of four years starting today and ending immediately after the annual shareholders' meeting deciding on the annual accounts for the financial year ending on December 31st, 2024:*

- a. *Ms. Hasmawati Binti Sapawi*

Explanatory note: upon recommendation of the nomination committee, the board of directors decided on March 23, 2021 to propose Ms. Hasmawati Binti Sapawi for appointment replacing Datuk Amar Haji Ahmad Tarmizi Bin Haji Sulaiman.

Hasmawati Binti Sapawi holds a Bachelor of Arts (Hons, Economics) from Concordia University, Montreal, a Master of Business Administration from Monash University Melbourne and a Master of Environmental Management (Development Planning) from Universiti Malaysia Sarawak. She started her career as an economist in the Investment Division at Land Custody & Development Authority ("PELITA") from November 1992 to December 2005 before serving in the State Financial Secretary's Office of Sarawak in 2006. Presently she is the Director of Corporate Services & Investment Division at the State Financial Secretary Office (Sarawak) handling corporate finance and investment activities. Ms. Hasmawati also sits on the board of several State Government-linked Companies, among others, Sarawak Oil Palms Berhad, Sarawak Plantation Berhad, Amanah Saham Sarawak Berhad, Borneo Housing Mortgage Finance Berhad, Malaysia LNG Tiga Sdn Bhd, Shell MDS Sdn Bhd, Sarawak Medical Centre Sdn Bhd and Sarawak Media Group Sdn Bhd.

- b. *Sensinnovat BV (permanently represented by Rudi De Winter)*
- c. *Mr. Roland Duchâtelet*
- d. *Mr. Thomas Hans-Jürgen Straub*
- e. *Mr. Tan Sri Hamid Bin Bugo*
- f. *Ms. Christel Verschaeren*
- g. *Ms. Estelle Iacona*

Non-executive directors will receive a fixed annual gross remuneration of EUR 15,000 for their mandate, an additional annual gross remuneration of EUR 5,000 for each membership in a board committee as well as a reimbursement of reasonable costs to attend the board and/or committee meetings. Executive directors are not remunerated for their mandate.

9. Permanent representative of the statutory auditor.

Explanatory statement: *From the financial year 2021 onwards, Mr. Jos Briers (A01814), registered auditor, will be the permanent representative of the statutory auditor, KPMG Bedrijfsrevisoren BV, with registered address at Luchthaven Brussel Nationaal 1K 1930 Zaventem. This change does not need to be approved by the shareholders.*

FORMALITIES

I. CONDITIONS OF ADMISSION

1. Registration

The Company has to be able to determine whether on **April 15, 2021** at 24h00 (CET) ("**Registration Date**"), a shareholder was in the possession of the number of shares in respect of which it indicates that it wishes to attend the Meeting:

- by registration in the Company's register of registered shares, or
- by registration in the accounts of a certified account holder or relevant settlement institution for dematerialized shares.

2. Confirmation of attendance

The shareholders whose shares are registered at the Registration Date have to notify the Company no later than **April 23, 2021** at 17h00 ("**Notification Date**") that they wish to attend the Meeting, as follows:

- the owners of registered shares must complete the attendance form attached to their individual convocation and must provide this form to the Company no later than the Notification Date;
- owners of dematerialized shares: the recognized account holder, or settlement institution issues a certificate to the shareholder indicating the total number of shares registered in its name in its account on the Registration Date, with which the shareholder wants to participate to the Meeting.

Owners of dematerialized shares are asked to instruct their financial institution to directly inform BNP Paribas Fortis SA/NV, (via email: generalassembly@bnpparibasfortis.com) by the Notification Date about their wish to participate (themselves or via a proxy holder) to the Meeting and the number of shares they wish to represent.

Only persons who are shareholder of the Company on the Registration Date and who have confirmed their attendance no later than the Notification Date are entitled to attend, speak and vote at the Meeting.

II. VIRTUAL MEETING ATTENDANCE

Details on how to attend the meeting virtually will be provided on the website of the Company (see section V).

If a shareholder wishes to attend the Meeting virtually, the Company can request additional information such as a valid email address, securities account and mobile phone number for authentication purposes.

Shareholders attending the Meeting virtually **are asked to provide their votes by mail before the Meeting**. To avoid complexity and ensure a smooth and efficient virtual meeting, there will be no functionality to vote electronically during the Meeting.

III. THE RIGHT TO ADD ITEMS TO THE AGENDA AND TO FILE RESOLUTION PROPOSALS

Shareholders who alone or together with other shareholders hold at least 10% of the share capital of the Company have the right to put additional items on the agenda of the Meeting and to table draft resolutions in relation to items that have been or are to be included in the agenda. Shareholders wishing to exercise this right, will have to deliver a notification to the Company according to section V below no later than **48 hours** after acknowledgment of the

convocation by receipt of the registered letter or through the publication in the media. After receipt of such written notifications the Company will publish a revised agenda no later than **April 21, 2021**. More information is available on the website of the Company (see section V).

IV. THE RIGHT TO ASK QUESTIONS

Each shareholder has the right to ask questions to the directors and/or the auditor prior to or during the Meeting. Written questions must be delivered by notification according to section V below by no later than **April 23, 2021** at 17h00 (CET). More information is available on the website of the Company (see section V).

V. POWER OF ATTORNEY / VOTING BY MAIL

Each shareholder can give a written power of attorney to be represented at the Meeting or can vote by mail. A shareholder can only appoint one person as its representative. The shareholders who wish to be represented or vote by mail, are requested to use the dedicated forms available at the website of the Company (see section V) or upon written request from Ms. Uta Steinbrecher (uta.steinbrecher@xfab.com). The originally signed power of attorney or votes by mail must reach the Company by mail at the address mentioned in section V below by no later than **April 23, 2021** at 17h00 (CET). The forms may also be provided, within the same timing, by fax or e-mail provided that they are signed using a qualified electronic signature in accordance with Belgian law. The shareholders are requested to follow the instructions mentioned on the forms to be validly represented at the Meeting or to have their votes by mail taken into account. Every appointment of a holder of a power of attorney has to occur according to the applicable Belgian law, in particular with regard to conflicts of interests and the keeping of a register.

VI. NOTIFICATION AND INFORMATION

In order to be admitted to the Meeting, shareholders and proxy holders must be able to prove their identity by means of a valid ID card or passport.

Representatives of legal entities must provide recent copies of documents establishing their identity and their powers to represent such entities.

All notifications to the Company in the framework of this convocation have to be addressed to:

X-FAB Silicon Foundries SE
Attn. Mr. Manuel Vangoitsenhoven
c/o Transportstraat 1
3980 Tessenderlo
Belgium
Fax: +32 1367 0770
E-mail: manuel.vangoitsenhoven@xfab.com

Shareholders can, upon presentation of their security or of a certificate issued by a recognized account holder or a settlement institution certifying the number of dematerialized shares recorded in the name of the shareholder, obtain at the abovementioned address on business days and during normal office hours as from the date of publication of this convening notice, free of charge, copies of the documents and reports that relate to the Meeting. These documents and reports are also available on the Company's website (<https://www.xfab.com/about-x-fab/investors/shareholders-meeting>).

The board of directors