

X-FAB Silicon Foundries SE • Transportstraat 1 • 3980 Tessenderlo, Belgium

## PROXY<sup>1</sup>

The undersigned:

*(full name and address of the shareholder)*

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Owner – joint owner - custodian – bare owner – usufructuary – pledgor – pledgee<sup>2</sup>  
*(delete as appropriate)*

of \_\_\_\_\_ registered shares – non material shares  
*(delete as appropriate)*

of X-FAB Silicon Foundries SE, with registered office at Transportstraat 1, B-3980 Tessenderlo, listed in the Register Legal Persons Antwerp, division of Hasselt with company number 0882.390.885.

Herewith appoints as special proxy holder:  
*(name, place of birth, date of birth and address)*

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To whom he/she grants proxy to:

Participate on his/her behalf in the annual shareholders' meeting that will be held on Thursday April 29, 2021 at 14h00 at the registered seat of the company in Transportstraat 1, 3980 Tessenderlo, Belgium, with the following agenda:

### 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.

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<sup>1</sup> This proxy is not a proxy solicitation and cannot be used in the cases contemplated by articles 7:144 and 7:145 BCCA.

<sup>2</sup> In accordance with articles 11 and 33 of the articles of association the joint owners, the pledgers and pledges, the bare owners and usufructuaries of shares are requested to appoint one single proxy holder.

**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.*

## VOTING INSTRUCTIONS ANNUAL SHAREHOLDERS' MEETING

Complete your voting instructions here:

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.  
**(does not involve a vote)**

2. Communication of the consolidated annual accounts for the financial year ending on December 31, 2020.  
**(does not involve a vote)**

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

**for**                                       **against**                                       **abstain**

4. Approval of the remuneration report regarding the financial year ended on December 31, 2020.

**for**                                       **against**                                       **abstain**

5. Approval of the remuneration policy.

**for**                                       **against**                                       **abstain**

6. Discharge from liability to the directors.

**for**                                       **against**                                       **abstain**

7. Discharge from liability to the statutory auditor.

**for**                                       **against**                                       **abstain**

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

a)  **for**                                       **against**                                       **abstain**

b)  **for**                                       **against**                                       **abstain**

c)  **for**                                       **against**                                       **abstain**

d)  **for**                                       **against**                                       **abstain**

e)  **for**                                       **against**                                       **abstain**

f)  **for**                                       **against**                                       **abstain**

g)  **for**                                       **against**                                       **abstain**

9. Permanent representative of the statutory auditor.  
**(does not involve a vote)**



Done at [location] on: [date]

Signature of the shareholder  
(Preceded by the hand-written words "Good for proxy")

If the shareholder is not a natural person:

Name of the individual signatory:

Function:

who certifies being authorized to sign this proxy for and on behalf of the shareholder identified on page 1.

**(INITIAL EACH PAGE AT THE BOTTOM, IN THE MARGIN, AND SIGN IN FULL ON THE LAST PAGE)**