

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

PROXY¹

The undersigned:

(full name and address of the shareholder)

Owner – joint owner – custodian – bare owner – usufructuary – pledgor – pledgee²
(delete as appropriate)

of _____ registered shares – dematerialised 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)

To whom he/she grants proxy to:

Participate on his/her behalf in the ordinary, special and extraordinary general meetings that will be held on Thursday April 28, 2022 at 14h00 at the registered seat of the company in Transportstraat 1, 3980 Tessenderlo, Belgium, with the following agenda:

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

² 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.

AGENDA

Ordinary part

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, 2021.

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, 2021.

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, 2021 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, 2021, the statutory annual accounts for the financial year ended on December 31, 2021 are approved.

The ordinary result amounts to EUR 57,062,750.80 Including the result carried forward from the financial year ending on December 31, 2020, the total result to be appropriated for the financial year ending on December 31, 2021, amounts to EUR 237,754,133.98. It is approved that this result be allocated as determined in the annual accounts closed on December 31, 2021, as follows:

- Result to be carried forward: EUR 234,900,996.44
- Addition to legal reserves: EUR 2,853,137.54

4. Approval of the remuneration report.

Proposed resolution: The shareholders' meeting approves the remuneration report regarding the financial year ended on December 31, 2021.

5. 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, 2021.

6. 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, 2021.

7. (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, 2025:*

- a. *Dato Sri Dr. Wan Lizozman Haji Wan Omar*

Explanatory note: *upon recommendation of the nomination committee, the board of directors decided on July 27, 2021 to co-opt Dato Sri Dr. Wan Lizozman Haji Wan Omar with immediate effect until the confirmation by the next shareholders' meeting.*

Dato Sri Dr. Wan Lizozman Haji Wan Omar is the State Financial Secretary of Sarawak. Before that he served as Deputy State Financial Officer and formerly as Permanent Secretary in the Ministry of Urban Development and Natural Resources as well as the Ministry of Housing Sarawak. Besides his role as State Financial Secretary, Dato Sri Dr. Wan Lizozman Haji Wan Omar is Chairman of two state GLCs (government-linked companies) and Director of various state-owned companies. Moreover, he is Board Member of the Sarawak Economic Development Corporation (SEDC) and the Sarawak Timber Industry Development Corporation (STIDC). His academic qualifications include a Certificate in Southeast Asian Studies from the Columbia University, New York City, USA, a Bachelor of Sciences in Economic & Political Science from the University of Northern Illinois, USA, followed by a Master degree in International Affairs (Economic Development) from the School of International & Public Affairs, Columbia University, New York City, USA. In 2014, he was awarded a PhD in Business Studies from UNIMAS (University Malaysia Sarawak).

- b. *Aurore NV (permanently represented by Christine Juliam)*

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.

Special part

8. Change of control clauses in accordance with article 7:151 BCCA.

Proposed resolution: *The meeting resolves and confirms, in accordance with article 7:151 BCCA, article 7.2 of the Revolving Credit Facility Agreement dated December 1, 2021 entered into between X-FAB Silicon Foundries SE (and subsidiaries) on the one hand and BNP Paribas Fortis, Landesbank Baden-Württemberg, Belfius Bank, Deutsche Bank, Société Générale, Caisse d'Epargne Hauts de France, DZ Bank and ING Belgium on the other hand for an amount of EUR 200 million.*

In general, this clause allows any bank participating in the credit to request that its credit commitment be cancelled or declared immediately due and payable in the event that XTRION NV no longer exercises control over X-FAB Silicon Foundries SE.

Extraordinary part

9. Authorisation of the board of directors to increase the issued capital.

a) To examine and discuss the report prepared by the board of directors in accordance with article 5 of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the statute for a European company *juncto* article 7:199 BCCA with regard to authorized capital.

Explanatory statement: *As it is a mere perusal, no proposal for a resolution has been included.*

b) Authorisation to the board of directors to increase the issued capital.

Proposed resolution: *Resolutions to (i) authorize the board of directors, for a period of five years from the date of publication in the Belgian Official Gazette of the amendment to the articles of association of the company, as approved by the extraordinary shareholders' meeting which will deliberate on this item, to increase the capital of the company, in one or more transactions, by a maximum amount of EUR 657,456,850.68 as explained in the special report of the board of directors and (ii) to authorize the board of directors, for a period of three years commencing on the date of the amendment to the articles of association approved by the shareholders' meeting held on 28 April 2022, to increase the capital, including but not limited to a capital increase accompanied by a restriction or cancellation of the preferential subscription right, even after receipt by the company of the notice from the Financial Services and Markets Authority (FSMA) that it has been notified of a public takeover bid on the shares of the company, in accordance with the conditions set out in Article 7: 202 BCCA and (iii) to amend article 7 of the articles of association accordingly, as set out in the special report of the board of directors.*

This decision is made subject to the adoption of the proposal for a decision under agenda item 11.

10. Authorisation of the Board of Directors to acquire and dispose of own securities.

Proposed resolution: *Resolution to authorize the company's board of directors, for a period of five years from 28 April 2022, to acquire up to 20% of the company's own shares, profit shares or certificates relating thereto, at a unit price that is not more than 10% below the lowest closing price for the thirty trading days prior to the transaction and not more than 5% above the highest closing price for the thirty trading days prior to the transaction. This authorisation is also valid, for a period of three years from the date of publication in the Belgian Official Gazette of the amendment to the company's articles of association as approved by the extraordinary shareholders' meeting that will deliberate on this item, in the event that such acquisition is necessary to prevent an imminent and serious harm to the company.*

Resolution to authorize the board of directors of the company to dispose of part or all of the shares, profit certificates or certificates relating thereto of the company at a price to be determined by the board of directors, on or off the stock exchange, or in connection with its remuneration policy for personnel within the meaning of article 1:27 BCCA or to prevent imminent and serious harm to the Company.

Resolution to amend Article 13 of the articles of association accordingly.

This decision is made subject to the adoption of the proposal for a decision under agenda item 11.

11. Amendment of the articles of association, inter alia to bring them in line with the decisions taken and with the Companies and Associations Code.

Proposed resolution: *The shareholders' meeting decides to adopt a new text of the articles of association, among other things to bring them in line with the decisions taken and with the*

Companies and Associations Code. A copy of the new articles of association in which all proposed amendments to the current text are indicated shall be attached to the convening notice and made available on the company's website from the day of the publication of the convening notice until the day of the shareholders' meeting. Since the proposed amendments, except for the authorisation to the board of directors to increase the issued capital referred to in the ninth agenda item and the authorisation to the managing body to acquire and dispose of own securities referred to in the tenth agenda item, are mainly (i) terminological in nature, (ii) concern references to the Belgian Companies and Associations Code (instead of to the Belgian Companies Code) and (iii) are of a purely technical nature as a result of changes in the applicable legal provisions, the shareholders' meeting decides to approve these amendments not individually, amendment by amendment, but as a whole, by approving the new articles of association which include all of these amendments.

12. Powers of attorney and authorisations

Proposed resolution: *The shareholders' meeting resolves to grant the authorisations and powers of attorney set out below for the purpose of implementing the decisions laid down in this act:*

a) The board of directors is authorized to take all decisions and measures for the execution of the decisions defined in the present act;

b) Be authorized, each with the power to act alone and with the right of substitution, to modify and/or delete the Company's registration in the Crossroads Bank for Enterprises and its registration in the VAT Register, in accordance with the decisions laid down in the present act, and in this connection to make all declarations and to complete and sign all documents in the name of and on behalf of the company, its shareholders, directors and/or liquidators, all this without prejudice to the power of the undersigned notary to complete and sign forms I and II to the extent required in implementation of the decisions laid down in this deed:

- Rudi De Winter*
- Manuel Vangoitsenhoven*

c) The acting notary is authorized to coordinate the articles of association of the company and to sign and file a copy thereof in the publicly accessible electronic database system which forms part of the legal entity's file as referred to in article 2:7, §2 BCCA.

VOTING INSTRUCTIONS

Complete your voting instructions here:

Ordinary part

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, 2021.
(does not involve a vote)

2. Communication of the consolidated annual accounts for the financial year ending on December 31, 2021.
(does not involve a vote)

3. Approval of the statutory annual accounts for the financial year ended on December 31, 2021 and allocation of the financial result.

for **against** **abstain**

4. Approval of the remuneration report.

for **against** **abstain**

5. Discharge from liability to the directors.

for **against** **abstain**

6. Discharge from liability to the statutory auditor.

for **against** **abstain**

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

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

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

Special part

8. Change of control clauses in accordance with article 7:151 BCCA.

for **against** **abstain**

Extraordinary part

9. Authorisation of the board of directors to increase the issued capital.

a) (does not involve a vote)

b) for against abstain

10. Authorisation of the Board of Directors to acquire and dispose of own securities.

for against abstain

11. Amendment of the articles of association, inter alia to bring them in line with the decisions taken and with the Companies and Associations Code.

for against abstain

12. Powers of attorney and authorisations.

for against abstain

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)