

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 – 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)

To whom he/she grants proxy to:

Participate on his/her behalf in the annual shareholders' meeting that will be held on Thursday April 27, 2023 at 14h00 at the registered seat of the company in 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. 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

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, 2022.

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, 2022.

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, 2022 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, 2022, the statutory annual accounts for the financial year ended on December 31, 2022 are approved.

The ordinary result amounts to EUR 16,105,327 Including the result carried forward from the financial year ending on December 31, 2021, the total result to be appropriated for the financial year ending on December 31, 2022, amounts to EUR 251,006,324. It is approved that this result be allocated as determined in the annual accounts closed on December 31, 2022, as follows:

- Result to be carried forward: EUR 250,201,057
- Addition to legal reserves: EUR 805,267

4. Approval of the remuneration report.

Proposed resolution: The shareholders' meeting approves the remuneration report regarding the financial year ended on December 31, 2022.

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, 2022.

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, 2022.

7. Re-appointment of a director and determination of the remuneration.

Proposed resolution: The meeting decides to re-appoint Vlinvlin BV (permanently represented by Ling Qi) 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, 2026. Non-executive directors 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.

8. Re-appointment of the statutory auditor and determination of their remuneration.

Proposed resolution: *Following the proposal by the board of directors, in line with the recommendation and preference made by the audit committee in application of Article 16, §2 and §5 of the Regulation No 537/2014, the general meeting decides to appoint the firm KPMG Bedrijfsrevisoren BV (B001), with registered address at Luchthaven Brussel Nationaal 1K 1930 Zaventem, as statutory auditor of the company for a period of three financial years, of which the first financial year is 2023, and ending immediately after the annual general meeting of shareholders of 2026 with regard to financial year 2025. Mr. Herwig Carmans (A02326), registered auditor, is appointed as permanent representative of the statutory auditor. The statutory auditor's annual fee amounts to EUR 144,900 (excluding VAT, out-of-pocket expenses and the IRE/IBR contributions) and is subject to annual adjustment based on the consumer price index or as agreed between the parties.*

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, 2022.
(does not involve a vote)
2. Communication of the consolidated annual accounts for the financial year ending on December 31, 2022.
(does not involve a vote)
3. Approval of the statutory annual accounts for the financial year ended on December 31, 2022 and allocation of the financial result.
 for **against** **abstain**
4. Approval of the remuneration report regarding the financial year ended on December 31, 2022.
 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 a director and determination of the remuneration.
 for **against** **abstain**
8. Re-appointment of the statutory auditor and determination of their remuneration.
 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)