

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 25, 2024 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](http://www.xfab.com/about-x-fab/investors/shareholders-meeting). with the following agenda:

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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.

## 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, 2023.

**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, 2023.

**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, 2023 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, 2023, the statutory annual accounts for the financial year ended on December 31, 2023 are approved.

The ordinary result amounts to EUR 132,701,413 Including the result carried forward from the financial year ending on December 31, 2022, the total result to be appropriated for the financial year ending on December 31, 2023, amounts to EUR 382,902,471. It is approved that this result be allocated as determined in the annual accounts closed on December 31, 2023, as follows:

- Result to be carried forward: EUR 376,267,400
- Addition to legal reserves: EUR 6,635,071

4. Approval of the remuneration report.

**Proposed resolution:** The shareholders' meeting approves the remuneration report regarding the financial year ended on December 31, 2023.

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, 2023.

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, 2023.

7. 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, the amendment of article 7.2 of the Revolving Credit Facility Agreement dated December 1, 2021 entered into between the Company (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.

*The revised clause allows any bank participating in the credit to request that its credit commitment be cancelled or declared immediately due and payable if any person or group of persons acting in concert gains control of the Company.*

8. Appointment of statutory auditor for certifying the corporate sustainability reporting.

**Proposed resolution:** *Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU as regards corporate sustainability reporting (the "CSRD") requires the Company to have its sustainability information included in the annual report certified. Pending the transposition of the CSRD into national law, the Meeting appoints KPMG for this additional assurance engagement as of and for the year ending on December 31, 2024. The appointment will expire at the end of the general meeting called to approve the accounts for the 2024 financial year. KPMG has designated Mr. Herwig Carmans (IRE No. A02326), réviseur d'entreprises / bedrijfsrevisor, and Mr. Mike Boonen (IRE No. A02070), réviseur d'entreprises / bedrijfsrevisor as permanent representatives for this additional assurance engagement. This engagement is considered as a legal assignment as will be provided in the national law transposing the CSRD, unless the national law transposing the CSRD is not enacted on the date on which KPMG issues its assurance report or imposes other requirements for the appointment of the party responsible for certifying the sustainability information.*





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)**