

X-FAB Silicon Foundries SE

European limited liability company that has made a public call on savings

Transportstraat 1, 3980 Tessenderlo (Belgium)

Register Legal Persons Antwerp, division of Hasselt 0882.390.885
(the “company”)

Convening of the annual shareholders’ meeting

The board of directors of X-FAB Silicon Foundries SE is honored to invite its shareholders to attend the annual shareholders’ meeting that will be held on Thursday April 26th, 2018 at 14h00 at the **Pullman Brussels Centre Midi, Place Victor Horta 1, 1060 Brussels, Belgium.**

In order to facilitate the keeping of the attendance list, the shareholders or their representatives are invited to register as of 13h00.

AGENDA ANNUAL SHAREHOLDERS’ MEETING

1. Statutory annual report of the board of directors regarding the statutory annual accounts for the financial year ended on December 31st, 2017.

Comments by the board of directors: Pursuant to Articles 95-96 of the Belgian Companies Code (BCC) the directors have drafted an annual report in which they account for their management. This report does not need to be approved by the shareholders.

2. Report of the statutory auditor regarding the statutory annual accounts for the financial year ended on December 31st, 2017.

Comments by the board of directors: Pursuant to Articles 143-144 BCC the statutory auditor has drafted a detailed report. This report does not need to be approved by the shareholders.

3. Communication of the consolidated annual accounts for the financial year ending on December 31st, 2017.

Comments by the board of directors: This item relates to the submission of the consolidated annual accounts of the company. Pursuant to Article 119 BCC the directors have drafted a report on these annual accounts; the statutory auditor has drafted a detailed report pursuant to Article 148 BCC. These consolidated annual accounts and reports do not need to be approved by the shareholders.

4. Approval of the statutory annual accounts for the financial year ended on December 31st, 2017 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 31st, 2017, the statutory annual accounts for the financial year ended on December 31st, 2017 are approved.

The ordinary result amounts to EUR 3,725,911. Including the result carried forward from the financial year ending on December 31st, 2016, the total result to be appropriated for the financial year ending on December 31st, 2017, amounts to EUR 6,119,675. It is approved that this result be allocated as determined in the annual accounts closed on December 31st, 2017, as follows:

- Result to be carried forward: EUR 5,933,380
- Addition to legal reserves: EUR 186,295

5. Approval of the remuneration report regarding the financial year ended on December 31st, 2017.

Proposed resolution: *The shareholders' meeting approves the remuneration report regarding the financial year ended on December 31st, 2017.*

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 31st, 2017.*

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 31st, 2017.*

8. Re-appointment of independent director and determination of the remuneration.

Proposed resolution: *The shareholders' meeting decides to proceed with the re-appointment of Aurore NV, permanently represented by Mrs. Christine Juliam, (initially co-opted on August 4th, 2017) as independent director, in accordance with Article 526ter BCC and provision 4 of the Corporate Governance Code, for a period of four years, with effect as from today and ending immediately after the annual shareholders' meeting deciding on the annual accounts for the financial year ending on December 31st, 2021.*

The director will receive a fixed annual gross remuneration of EUR 15,000 for this 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.

Explanatory note: *Based on the advice of the Nomination and Remuneration Committee, the board of directors decided on 4 August 2017 to fill the vacant mandate temporarily with Aurore NV, permanently represented by Mrs. Christine Juliam, until the actual nomination by the next shareholder meeting. Aurore NV and Mrs. Christine Juliam satisfy the functional, family and financial criteria of independence as provided by Article 526ter BCC. Moreover, Aurore NV and Mrs. Christine Juliam expressly stated and the Board of Directors is of the opinion that they do not have any relationship with any company that could compromise their independence.*

FORMALITIES

I. Conditions of admission

In order to be admitted and to exercise their voting rights on the annual shareholders' meeting, the shareholders of the company must comply with Article 536, §2 BCC and the articles of association of the company, and fulfill the following formalities:

1. Registration

The company has to be able to determine whether on **April 12th, 2018** at 24h00 (Belgian time) ("**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 annual shareholders' 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 20th, 2018** at 17h00 ("**Notification Date**") that they wish to attend the annual shareholders' 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 the clearing institution issues a certificate to the shareholder indicating the total number of dematerialized shares registered in his name in his account on the Registration Date, with which the shareholder wants to participate to the Annual 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 Annual Meeting and the number of shares they wish to represent in the voting.

Only persons who are shareholder of the company on the Registration Date and who have confirmed their attendance at the annual shareholders' meeting no later than the Notification Date are entitled to attend, speak and vote at the annual shareholders' meeting.

II. 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 annual shareholders' 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 18th, 2018**. More information about the aforementioned rights and their execution can be found on the website of the company mentioned in section V below.

III. The right to ask questions

Each shareholder has the right to ask questions to the directors and/or the auditor prior to the annual shareholders' meeting. Questions can be asked during the meeting or can be submitted in writing prior to the meeting. Written questions must be delivered by notification according to section V below by no later than **April 20th, 2018** at 17h00 (Belgian time). More information about the aforementioned right and its execution can be found on the website of the company mentioned in section V below.

IV. Power of attorney

Each shareholder can give a written power of attorney to be represented at the annual shareholders' meeting. A shareholder can only appoint one person as its representative. The shareholders who wish to be represented by means of a power of attorney, are requested to use the form therefore prepared by the board of directors which is made available at the website of the company mentioned in section V below or can be requested in writing from Ms. Uta Steinbrecher or by e-mail to uta.steinbrecher@xfab.com. The originally signed power of attorneys must reach the company by mail at its registered office or the address mentioned in section V below by no later than April 20th, 2018 at 17h00 (Belgian time). In addition, the form may also be provided to the company, within the same timing, by fax or e-mail under the condition that such notification is signed electronically in accordance with the applicable Belgian law. The shareholders are requested to follow the instructions mentioned on the power of attorney form to be validly represented at the shareholders' meeting. 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.

V. Notification and information

The mentioned terms for complying with the formalities to attend the shareholders' meeting have been set in accordance with the mandatory provisions of the Belgian Companies Code.

In order to be admitted to the shareholders' meetings, security holders 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

In accordance with Article 535 BCC, 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 company's registered office at Transportstraat 1, B-3980 Tessenderlo 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 Annual Meeting and that must be made available to them pursuant to law.

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