

**[ONLY FOR TRANSLATION PURPOSES,
THE FILLED OUT AND SIGNED PROXY NEEDS TO BE IN DUTCH]**

PROXY¹

The undersigned:
(full name and address of the shareholder)

Owner – joint owner – 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 26th, 2018 at 14h00 at the Pullman Brussels Centre Midi, Place Victor Horta 1, 1060 Brussels, Belgium, with the following agenda:

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.

¹ This proxy is not a proxy solicitation and cannot be used in the cases contemplated by articles 548 and 549 of the Companies Code

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.

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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.

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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.

VOTING INSTRUCTIONS ANNUAL SHAREHOLDERS' MEETING

Complete your voting instructions here:

1. Statutory annual report of the board of directors regarding the statutory annual accounts for the financial year ended on December 31st, 2017.
(does not involve a vote)
2. Report of the statutory auditor regarding the statutory annual accounts for the financial year ended on December 31st, 2017.
(does not involve a vote)
3. Communication of the consolidated annual accounts for the financial year ending on December 31st, 2017.
(does not involve a vote)
4. Approval of the statutory annual accounts for the financial year ended on December 31st, 2017 and allocation of the financial result.

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

for	against	abstain
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6. Discharge from liability to the directors.

for	against	abstain
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7. Discharge from liability to the statutory auditor.

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

for	against	abstain
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Done at [location] on: [date]

Signature of the shareholder
(pre-ceeded 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)