

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 25th, 2019 at 14h00 at the Sheraton Brussels Airport Hotel, Brussels National Airport, 1930 Zaventem, Belgium, with the following agenda:

AGENDA ANNUAL SHAREHOLDERS' MEETING

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 31st, 2018.

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. Pursuant to Articles 143-144 BCC 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 31st, 2018.

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

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.

Article 148 BCC. 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 31st, 2018 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, 2018, the statutory annual accounts for the financial year ended on December 31st, 2018 are approved.*

The ordinary result amounts to EUR 68,888,377. Including the result carried forward from the financial year ending on December 31st, 2017, the total result to be appropriated for the financial year ending on December 31st, 2018, amounts to EUR 74,821,756. It is approved that this result be allocated as determined in the annual accounts closed on December 31st, 2018, as follows:

- *Result to be carried forward: EUR 71,377,337*
- *Addition to legal reserves: EUR 3,444,419*

4. Approval of the remuneration report.

Proposed resolution: *The shareholders' meeting approves the remuneration report regarding the financial year ended on December 31st, 2018.*

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 31st, 2018.*

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 31st, 2018.*

7. Appointment of independent director and determination of the remuneration.

Proposed resolution: *The shareholders' meeting decides to proceed with the appointment of Vlinvlin BVBA (under establishment), permanently represented by Ms. Ling Qi 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, 2022.*

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 25 October 2018 to propose Ms. Ling Qi for appointment. Vlinvlin BVBA and Ms. Ling Qi satisfy the functional, family and financial criteria of independence as provided by Article 526ter BCC. Moreover, the board of directors is of the opinion that they do not have any relationship with any company that could compromise their independence.*

Ms. Ling Qi has more than 20 years of international business management experience in China. After winning a provincial English language competition from a field of one thousand entrants, she organized international trade fairs and trade missions for the city government of Shenyang and was the personal translator of the Mayor of Shenyang. She left politics to host a weekly TV program with news and interviews of foreign expats in China. In 1996, her media career continued as vice president and international marketing and sales director of the animation film company OHY. In 2000, Ms. Ling Qi married Belgian director Wouter Dierickx and founded Sophie Animation Ltd. Currently, Ms. Ling Qi is CEO of two mid-size multimedia

and animation film companies. Alongside the media business, Ms. Ling Qi has been a consultant for foreign invested companies in China and a Belgian private bank. She holds a degree in international trade and English from the University of Liaoning and obtained a certificate in Dutch from UFSIA Antwerpen.

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 31st, 2018.
(does not involve a vote)
2. Communication of the consolidated annual accounts for the financial year ending on December 31st, 2018.
(does not involve a vote)
3. Approval of the statutory annual accounts for the financial year ended on December 31st, 2018 and allocation of the financial result.
 for **against** **abstain**
4. Approval of the remuneration report regarding the financial year ended on December 31st, 2018.
 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. Appointment of independent director and determination of the remuneration
 for **against** **abstain**

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



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)