

[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 - 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 30th, 2020 at 14h00 at the registered seat of the company in Transportstraat 1, 3980 Tessenderlo, 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, 2019.

Comments by the board of directors: Pursuant to Articles 95-96 of the Belgian Companies Code (BCC) (Articles 3:5 and 3:6 of the new Belgian Code on Companies and Associations (BCCA)) the directors have drafted an annual report in which they account for their management. Pursuant to Articles 143-144 BCC (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 31st, 2019.

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 (Article 3:32 BCCA) the directors

¹ This proxy is not a proxy solicitation and cannot be used in the cases contemplated by articles 548 and 549 BCC (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.

have drafted a report on these annual accounts; the statutory auditor has drafted a detailed report pursuant to Article 148 BCC (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 31st, 2019 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, 2019, the statutory annual accounts for the financial year ended on December 31st, 2019 are approved.

The ordinary result amounts to EUR 65,838,162. Including the result carried forward from the financial year ending on December 31st, 2018, the total result to be appropriated for the financial year ending on December 31st, 2019, amounts to EUR 137,215,499. It is approved that this result be allocated as determined in the annual accounts closed on December 31st, 2019, as follows:

- Result to be carried forward: EUR 133,923,591
- Addition to legal reserves: EUR 3,291,908

4. Approval of the remuneration report.

Proposed resolution: The shareholders' meeting approves the remuneration report regarding the financial year ended on December 31st, 2019.

5. Approval of the remuneration policy

Proposed resolution: The shareholders' meeting approves the remuneration policy drawn up in accordance with the provisions of the bill of parliament 0553/001 filed on October 4, 2019 in the Chamber and implementing the Second Shareholders rights Directive (SRD II), the BCCA and the Belgian Corporate Governance Code 2020 (Code 2020).

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, 2019.

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, 2019.

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 CVBA, 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 2020, and ending immediately after the annual general meeting of shareholders of 2023 with regard to financial year 2022. Mr. Herwig Carmans, registered auditor, is appointed as permanent representative of the statutory auditor. The statutory auditor's annual fee amounts to EUR 90,100 (plus VAT, out-of-pocket expenses and the IRE/IBR fee) 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 31st, 2019.
(does not involve a vote)
2. Communication of the consolidated annual accounts for the financial year ending on December 31st, 2019.
(does not involve a vote)
3. Approval of the statutory annual accounts for the financial year ended on December 31st, 2019 and allocation of the financial result.
 for **against** **abstain**
4. Approval of the remuneration report regarding the financial year ended on December 31st, 2019.
 for **against** **abstain**
5. Approval of the remuneration policy.
 for **against** **abstain**
6. Discharge from liability to the directors.
 for **against** **abstain**
7. Discharge from liability to the statutory auditor.
 for **against** **abstain**
8. Re-appointment of the statutory auditor and determination of their remuneration.
 for **against** **abstain**

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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)