

40				1	EUR	
NAT.	Date of the deposition	No. 0882.390.885	pp.	E.	D.	C 1

**ANNUAL ACCOUNTS AND OTHER DOCUMENTS TO BE DEPOSITED
IN ACCORDANCE WITH THE COMPANIES CODE**

IDENTIFICATION (on the date of deposition)

NAME: **X-FAB SILICON FOUNDRIES**

Legal form: **SE**

Address: **TRANSPORTSTRAAT**

Nr.: **1**

Postal Code: **3980**

City: **Tessenderlo**

Country: **Belgium**

Register of Legal Persons (RLP) - Office of the Business Court at: **Antwerpen, Division Hasselt**

Internet address : ¹

Company number: **0882.390.885**

DATE **07/04/2017** of the deposition of the partnership deed OR of the most recent document mentioning the date of publication of the partnership deed and the act changing the articles of association.

ANNUAL ACCOUNTS **IN EURO** ²

ANNUAL ACCOUNTS approved by by the General Meeting of

30/04/2020

concerning the financial year covering the period from

01/01/2019

till

31/12/2019

Previous period from

01/01/2018

till

31/12/2018

The amounts of the previous financial year are / ~~are not~~ ³ identical to those which have been previously published.

Total number of pages deposited: **67**

Number of the pages of the standard form not deposited for not being of service: 6.1, 6.2.1, 6.2.2, 6.2.3, 6.2.4, 6.2.5, 6.3.1, 6.3.4, 6.3.5, 6.3.6, 6.4.2, 6.4.3, 6.5.2, 6.6, 6.8, 6.9, 6.17, 6.18.2, 6.20, 9, 11, 12, 13, 14, 15, 16

Signature
(name and position)
Rudi De Winter

Signature
(name and position)

¹ Optional statement.

² If necessary, adjust the unit and currency in which the amounts are expressed

³ Delete where appropriate.

**LIST OF DIRECTORS, MANAGERS AND AUDITORS
AND DECLARATION ABOUT SUPPLEMENTARY
AUDITING OR ADJUSTMENT MISSION****LIST OF DIRECTORS, MANAGERS AND AUDITORS**

COMPLETE LIST WITH name, first name, profession, residence-address (address, number, postal code, municipality) and position with the enterprise

KPMG Bedrijfsrevisoren CALL 0419.122.548

Luchthaven Brussel Nationaal 1K, 1930 Zaventem, Belgium

Title : Auditor, Membership number : B00001

Mandate : 16/03/2017- 30/04/2020

Represented by:

1. Carmans Herwig

Luchthaven Brussel Nationaal 1K , 1930 Zaventem, Belgium

, Membership number : A02326

Iacona Estelle

Transportstraat 1, 3980 Tessenderlo, Belgium

Title : Director

Mandate : 16/03/2017- 29/04/2021

DUCHATELET ROLAND

Transportstraat 1, 3980 Tessenderlo, Belgium

Title : Director

Mandate : 16/03/2017- 29/04/2021

Verschaeren Christel Constancia C.

Transportstraat 1, 3980 Tessenderlo, Belgium

Title : Director

Mandate : 16/03/2017- 29/04/2021

STRAUB HANS-JÜRGEN

Transportstraat 1, 3980 Tessenderlo, Belgium

Title : Director

Mandate : 16/03/2017- 29/04/2021

TARMIZI BIN SULAIMAN AHMAD

Transportstraat 1, 3980 Tessenderlo, Belgium

Title : Director

Mandate : 16/03/2017- 29/04/2021

BIN BUGO HAMID

Transportstraat 1, 3980 Tessenderlo, Belgium

Title : Director

Mandate : 16/03/2017- 29/04/2021

LIST OF DIRECTORS, MANAGERS AND AUDITORS (Continued from previous page)

Sensinnovat PLLC 0884.338.607

Transportstraat 1, 3980 Tessenderlo, Belgium

Title : Delegated director

Mandate : 17/03/2017- 29/04/2021

Represented by:

1. De Winter Rudi

Transportstraat 1 , 3980 Tessenderlo, Belgium

Aurore NV 0445.038.572

Beigemsesteenweg 55, 1850 Grimbergen, Belgium

Title : Director

Mandate : 26/04/2018- 28/04/2022

Represented by:

1. Juliane Christine

Beigemsesteenweg 55 , 1850 Grimbergen, Belgium

VlinVlin PLLC 0723.452.427

Lege Veldkantlaan 18, 2540 Hove, Belgium

Title : Director

Mandate : 25/04/2019- 27/04/2023

Represented by:

1. Qi Lin

Lege Veldkantlaan 18 , 2540 Hove, Belgium

DECLARATION ABOUT SUPPLEMENTARY AUDITING OR ADJUSTMENT MISSION

The managing board declares that the assignment neither regarding auditing nor adjusting has been given to a person who was not authorised by law pursuant to art. 34 and 37 of the Law of 22nd April 1999 concerning the auditing and tax professions.

Have the annual accounts been audited or adjusted by an external accountant or auditor who is not an statutory auditor ? ~~Yes~~ / No

If YES, mention here after: name, first names, profession, residence-address of each external accountant or auditor, the number of membership with the professional Institute ad hoc and the nature of this engagement:

- A. Bookkeeping of the undertaking **,
- B. Preparing the annual accounts **,
- C. Auditing the annual accounts and/or
- D. Adjusting the annual accounts.

If the assignment mentioned either under A or B is performed by authorised accountants or authorised accountants-tax consultants, information will be given on: name, first names, profession and residence-address of each authorised accountant or accountant-tax consultant, his number of membership with the Professional Institute of Accountants and Tax consultants and the nature of this engagement.

Name, first name, profession, residence-address	Number of membership	Nature of the engagement (A, B, C and/or D)

* Delete where appropriate.

** Optional disclosure.

ANNUAL ACCOUNTS

BALANCE SHEET AFTER APPROPRIATION

	Notes	Codes	Period	Previous period
ASSETS				
FORMATION EXPENSES	6.1	20		
FIXED ASSETS		21/28	850.000.317	683.835.321
Intangible fixed assets	6.2	21		
Tangible fixed assets	6.3	22/27	31.123	
Land and buildings		22		
Plant, machinery and equipment		23	185	
Furniture and vehicles		24	30.938	
Leasing and other rights		25		
Other tangible fixed assets		26		
Tangible assets under construction and advance payments made		27		
Financial fixed assets	6.4 / 6.5.1	28	849.969.194	683.835.321
Affiliated enterprises	6.15	280/1	849.969.194	683.835.321
Participating interests		280	822.250.021	561.250.021
Amounts receivable		281	27.719.173	122.585.300
Other enterprises linked by participating interests	6.15	282/3		
Participating interests		282		
Amounts receivable		283		
Other financial assets		284/8		
Shares		284		
Amounts receivable and cash guarantees		285/8		

	Notes	Codes	Period	Previous period
CURRENT ASSETS		29/58	49.054.614	143.269.800
Amounts receivable after more than one year		29		
Trade debtors		290		
Other amounts receivable		291		
Stocks and contracts in progress		3		
Stocks		30/36		
Raw materials and consumables		30/31		
Work in progress		32		
Finished goods		33		
Goods purchased for resale		34		
Immovable property intended for sale		35		
Advance payments		36		
Contracts in progress		37		
Amounts receivable within one year		40/41	17.285.128	50.225.232
Trade debtors		40		
Other amounts receivable		41	17.285.128	50.225.232
Current investments	6.5.1 / 6.6	50/53		
Own shares		50		
Other investments and deposits		51/53		
Cash at bank and in hand		54/58	31.769.486	93.044.568
Deferred charges and accrued income	6.6	490/1		
TOTAL ASSETS		20/58	899.054.931	827.105.121

	Notes	Codes	Period	Previous period
EQUITY AND LIABILITIES				
EQUITY		10/15	891.340.577	825.502.416
Capital	6.7.1	10	657.456.851	657.456.851
Issued capital		100	657.456.851	657.456.851
Uncalled capital ⁴		101		
Share premium account		11	92.902.092	92.902.092
Revaluation surpluses		12		
Reserves		13	7.058.043	3.766.136
Legal reserve		130	7.058.043	3.766.136
Reserves not available		131		
In respect of own shares held		1310		
Others		1311		
Untaxed reserves		132		
Available reserves		133		
Accumulated profits (losses)(+)/(-)		14	133.923.591	71.377.337
Investment grants		15		
Advance to associates on the sharing out of the assets ⁵		19		
PROVISIONS AND DEFERRED TAXES		16		
Provisions for liabilities and charges		160/5		
Pensions and similar obligations		160		
Taxation		161		
Major repairs and maintenance		162		
Environmental liabilities		163		
Other risks and costs	6.8	164/5		
Deferred taxes		168		

⁴ Amount to be deducted from the issued capital.

⁵ Amount to be deducted from the other components of equity.

	Notes	Codes	Period	Previous period
AMOUNTS PAYABLE		17/49	7.714.354	1.602.705
Amounts payable after more than one year	6.9	17		
Financial debts		170/4		
Subordinated loans		170		
Unsubordinated debentures		171		
Leasing and other similar obligations		172		
Credit institutions		173		
Other loans		174		
Trade debts		175		
Suppliers		1750		
Bills of exchange payable		1751		
Advances received on contracts in progress		176		
Other amounts payable		178/9		
Amounts payable within one year	6.9	42/48	7.714.354	1.597.805
Current portion of amounts payable after more than one year falling due within one year		42		
Financial debts		43		
Credit institutions		430/8		
Other loans		439		
Trade debts		44	445.920	1.111.377
Suppliers		440/4	445.920	1.111.377
Bills of exchange payable		441		
Advances received on contracts in progress		46		
Taxes, remuneration and social security	6.9	45	498.055	486.428
Taxes		450/3	474.802	474.701
Remuneration and social security		454/9	23.253	11.727
Other amounts payable		47/48	6.770.379	
Accrued charges and deferred income	6.9	492/3		4.900
TOTAL LIABILITIES		10/49	899.054.931	827.105.121

INCOME STATEMENT

	Notes	Codes	Period	Previous period
Operating income and charges		70/76A	8.981.677	3.553.031
Turnover	6.10	70	8.975.365	3.553.031
Increase (decrease) in stocks of finished goods, work and contracts in progress(+)/(-)		71		
Own construction capitalised		72		
Other operating income	6.10	74	6.312	
Non-recurring operating income	6.12	76A		
Operating charges		60/66A	11.456.186	3.691.127
Raw materials, consumables		60		
Purchases		600/8		
Decrease (increase) in stocks(+)/(-)		609		
Services and other goods		61	9.063.572	3.584.994
Remuneration, social security costs and pensions ..(+)/(-)	6.10	62	170.920	106.133
Depreciation of and amounts written off formation expenses, intangible and tangible fixed assets		630	6.249	
Increase, Decrease in amounts written off stocks contracts in progress and trade debtors: Appropriations (write-backs)(+)/(-)		631/4		
Provisions for risks and charges - Appropriations (uses and write-backs)(+)/(-)	6.10	635/8		
Other operating charges	6.10	640/8	129.478	
Operation charges carried to assets as restructuring costs		649		
Non-recurring operating charges	6.12	66A	2.085.967	
Operating profit (loss)(+)/(-)		9901	-2.474.509	-138.096

	Notes	Codes	Period	Previous period
Financial income		75/76B	69.282.287	69.917.343
Recurring financial income		75	69.282.287	69.917.343
Income from financial fixed assets		750	66.300.347	64.905.389
Income from current assets		751	274.776	113.605
Other financial income	6.11	752/9	2.707.164	4.898.349
Non-recurring financial income	6.12	76B		
Financial charges	6.11	65/66B	2.224	1.359
Recurring financial charges		65	2.224	1.359
Debt charges		650	2.224	1.359
Amounts written down on current assets except stocks, contracts in progress and trade debtors(+)/(-)		651		
Other financial charges		652/9		
Non recurring financial charges	6.12	66B		
Profit (loss) for the period before taxes(+)/(-)		9903	66.805.554	69.777.888
Transfer from postponed taxes		780		
Transfer to postponed taxes		680		
Income taxes(+)/(-)	6.13	67/77	967.392	889.512
Income taxes		670/3	967.392	889.512
Adjustment of income taxes and write-back of tax provisions		77		
Profit (loss) for the period(+)/(-)		9904	65.838.162	68.888.376
Transfer from untaxed reserves		789		
Transfer to untaxed reserves		689		
Profit (loss) for the period available for appropriation(+)/(-)		9905	65.838.162	68.888.376

APPROPRIATION ACCOUNT

	Codes	Period	Previous period
Profit (loss) to be appropriated(+)/(-)	9906	137.215.499	74.821.756
Gain (loss) to be appropriated(+)/(-)	(9905)	65.838.162	68.888.376
Profit (loss) to be carried forward(+)/(-)	14P	71.377.337	5.933.380
Transfers from capital and reserves	791/2		
from capital and share premium account	791		
from reserves	792		
Transfers to capital and reserves	691/2	3.291.908	3.444.419
to capital and share premium account	691		
to the legal reserve	6920	3.291.908	3.444.419
to other reserves	6921		
Profit (loss) to be carried forward(+)/(-)	(14)	133.923.591	71.377.337
Owner's contribution in respect of losses	794		
Profit to be distributed	694/7		
Dividends	694		
Director's or managers' entitlements	695		
Workers	696		
Other beneficiaries	697		

	Codes	Period	Previous period
PLANT, MACHINERY AND EQUIPMENT			
Acquisition value at the end of the period	8192P	xxxxxxxxxxxxxxx	
Movements during the period			
Acquisitions, including produced fixed assets	8162	248	
Sales and disposals	8172		
Transfers from one heading to another(+)/(-)	8182		
Acquisition value at the end of the period	8192	248	
Revaluation surpluses at the end of the period	8252P	xxxxxxxxxxxxxxx	
Movements during the period			
Recorded	8212		
Acquisitions from third parties	8222		
Cancelled	8232		
Transfers from one heading to another(+)/(-)	8242		
Revaluation surpluses at the end of the period	8252		
Depreciation and amounts written down at the end of the period	8322P	xxxxxxxxxxxxxxx	
Movements during the period			
Recorded	8272	62	
Written back	8282		
Acquisitions from third parties	8292		
Cancelled owing to sales and disposals	8302		
Transfers from one heading to another(+)/(-)	8312		
Depreciation and amounts written down at the end of the period	8322	62	
NET BOOK VALUE AT THE END OF THE PERIOD	(23)	186	

	Codes	Period	Previous period
FURNITURE AND VEHICLES			
Acquisition value at the end of the period	8193P	xxxxxxxxxxxxxxx	
Movements during the period			
Acquisitions, including produced fixed assets	8163	37.125	
Sales and disposals	8173		
Transfers from one heading to another(+)/(-)	8183		
Acquisition value at the end of the period	8193	37.125	
Revaluation surpluses at the end of the period	8253P	xxxxxxxxxxxxxxx	
Movements during the period			
Recorded	8213		
Acquisitions from third parties	8223		
Cancelled	8233		
Transfers from one heading to another(+)/(-)	8243		
Revaluation surpluses at the end of the period	8253		
Depreciation and amounts written down at the end of the period	8323P	xxxxxxxxxxxxxxx	
Movements during the period			
Recorded	8273	6.187	
Written back	8283		
Acquisitions from third parties	8293		
Cancelled owing to sales and disposals	8303		
Transfers from one heading to another(+)/(-)	8313		
Depreciation and amounts written down at the end of the period	8323	6.187	
NET BOOK VALUE AT THE END OF THE PERIOD	(24)	30.938	

STATEMENT OF FINANCIAL FIXED ASSETS

	Codes	Period	Previous period
AFFILIATED ENTERPRISES - PARTICIPATING INTERESTS AND SHARES			
Acquisition value at the end of the period	8391P	xxxxxxxxxxxxxx	561.250.021
Movements during the period			
Acquisitions, including produced fixed assets	8361	261.000.000	
Sales and disposals	8371		
Transfers from one heading to another(+)/(-)	8381		
Acquisition value at the end of the period	8391	822.250.021	
Revaluation surpluses at the end of the period	8451P	xxxxxxxxxxxxxx	
Movements during the period			
Recorded	8411		
Acquisitions from third parties	8421		
Cancelled	8431		
Transfers from one heading to another(+)/(-)	8441		
Revaluation surpluses at the end of the period	8451		
Amounts written down at the end of the period	8521P	xxxxxxxxxxxxxx	
Movements during the period			
Recorded	8471		
Written back	8481		
Acquisitions from third parties	8491		
Cancelled owing to sales and disposals	8501		
Transfers from one heading to another(+)/(-)	8511		
Amounts written down at the end of the period	8521		
Uncalled amounts at the end of the period	8551P	xxxxxxxxxxxxxx	
Movements during the period(+)/(-)	8541		
Uncalled amounts at the end of the period	8551		
NET BOOK VALUE AT THE END OF THE PERIOD	(280)	822.250.021	
AFFILIATED ENTERPRISES - AMOUNTS RECEIVABLE			
NET BOOK VALUE AT THE END OF THE PERIOD	281P	xxxxxxxxxxxxxx	122.585.300
Movements during the period			
Additions	8581	27.500.000	
Repayments	8591	122.366.127	
Amounts written down	8601		
Amounts written back	8611		
Exchange differences(+)/(-)	8621		
Other(+)/(-)	8631		
NET BOOK VALUE AT THE END OF THE PERIOD	(281)	27.719.173	
ACCUMULATED AMOUNTS WRITTEN OFF ON AMOUNTS RECEIVABLE AT THE END OF THE PERIOD	8651		

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INFORMATION RELATING TO THE SHARE IN THE CAPITAL

SHARE IN THE CAPITAL AND OTHER RIGHTS IN OTHER COMPANIES

List of both enterprises in which the enterprise holds a participating interest (recorded in the headings 280 and 282 of assets) and other enterprises in which the enterprise holds rights (recorded in the headings 284 and 51/53 of assets) in the amount of at least 10% of the capital issued.

NAME, full address of the REGISTERED OFFICE and for the enterprise governed by Belgian law, the COMPANY NUMBER	Shares held by			Information from the most recent period for which annual accounts are available				
	Nature	directly		subsidiaries	Primary financial statement	Monetary unit	Capital and reserves	Net result
		Number	%				%	(+) of (-) (in units)
X-FAB SEMICONDUCTOR FOUNDRIES AG HAARBERGSTRASSE 67 99097 ERFURT Germany		21.564.560	97,20	2,80	31/12/2018	EUR	246.663.948	12.908.477
X-FAB SARAWAK SDH. BDH. SILICON DRIVE 1 93350 KUCHING Malaysia		2.184.594.835	100,00	0,00	31/12/2018	USD	300.092.882	79.153.949
X-FAB JAPAN KK SHIN YOKOHAMA DAINI CENTER BUILDING 10F 3-19-5 SHIN YOKOHAMA Japan		160	100,00	0,00	31/12/2018	USD	-1.283.440	21.684
X-FAB MEMS FOUNDRY GMBH Haarbergstrasse 67 99097 ERFURT Germany		0	100,00	0,00	31/12/2018	EUR	-49.614.727	-6.473.579
X-Fab France SAS NV Rue du Faubourg Saint Honore 72 75008 Parijs France		60.574.261	100,00	0,00	31/12/2018	EUR	23.479.194	-23.771.178

STATEMENT OF CAPITAL AND SHAREHOLDING STRUCTURE

STATEMENT OF CAPITAL

Social capital

Issued capital at the end of the period

Issued capital at the end of the period

Codes	Period	Previous period
100P	XXXXXXXXXXXXXX	657.456.851
(100)	657.456.851	

Changes during the period

Structure of the capital

Different categories of shares

Shares without nominal value.

Registered shares

Shares dematerialized

Codes	Amounts	Number of shares
	657.456.851	130.781.669
8702	XXXXXXXXXXXXXX	
8703	XXXXXXXXXXXXXX	

Capital not paid

Uncalled capital

Capital called, but not paid

Shareholders having yet to pay up in full

Codes	Uncalled capital	Capital called, but not paid
(101)		XXXXXXXXXXXXXX
8712	XXXXXXXXXXXXXX	

OWN SHARES

Held by the company itself

Amount of capital held

Number of shares held

Held by the subsidiaries

Amount of capital held

Number of shares held

Commitments to issue shares

Owing to the exercise of conversion rights

Amount of outstanding convertible loans

Amount of capital to be subscribed

Corresponding maximum number of shares to be issued

Owing to the exercise of subscription rights

Number of outstanding subscription rights

Amount of capital to be subscribed

Corresponding maximum number of shares to be issued

Authorized capital, not issued

Codes	Period
8721	
8722	
8731	
8732	
8740	
8741	
8742	
8745	
8746	
8747	
8751	

Shared issued, not representing capital

Distribution

Number of shares held

Number of voting rights attached thereto

Allocation by shareholder

Number of shares held by the company itself

Number of shares held by its subsidiaries

Codes	Period
8761	
8762	
8771	
8781	

STRUCTURE OF SHAREHOLDINGS OF THE ENTERPRISE AT YEAR-END CLOSING DATE

as shown by the notifications received by the company in accordance with the Companies Code, Article 631 §2 and Article 632 §2; the act of 2 May 2007 on the disclosure of major holdings, Article 14, paragraph four; and the Royal Decree of 21 August 2008 comprising further rules on certain multilateral trading facilities, Article 5.

NAME AND ADDRESS	Kind of shares	Total voting rights	%
XTRION NV TRANSPORTSTRAAT 1 3980 TESSENDERLO 0878.389.438	Registered shares	61.141.179	48,4
	Dematerialized shares	2.192.384	
SARAWAK TECHNOLOGIES HOLDING SB, MALAYSIA	Registered shares	14.948.655	11,4
OTHERS (Private & Public)	Registered shares / Dematerialized shares	52.499.451	40,2

OPERATING RESULTS

OPERATING INCOME

Net turnover

Broken down by categories of activity

Allocation into geographical markets

Other operating income

Operating subsidies and compensatory amounts received from public authorities

OPERATING COSTS

Employees for whom the company has submitted a DIMONA declaration or are recorded in the general personnel register

Total number at the closing date

Average number of employees calculated in full-time equivalents

Number of actual worked hours

Personnel costs

Remuneration and direct social benefits

Employers' social security contributions

Employers' premiums for extra statutory insurances

Other personnel costs

Old-age and widows' pensions

Codes	Period	Previous period
740		
9086	2	4
9087	2,0	3,4
9088	3.754	2.698
620	137.133	81.674
621	33.787	24.459
622		
623		
624		

	Codes	Period	Previous period
Provisions for pensions			
Additions (uses and write-back) (+)/(-)	635		
Amounts written off			
Stocks and contracts in progress			
Recorded	9110		
Written back	9111		
Trade debtors			
Recorded	9112		
Written back	9113		
Provisions for risks and charges			
Additions	9115		
Uses and write-back	9116		
Other operating charges			
Taxes related to operation	640	129.478	
Other charges	641/8		
Hired temporary staff and persons placed at the enterprise's disposal			
Total number at the closing date	9096		
Average number calculated as full-time equivalents	9097		
Number of actual worked hours	9098		
Charges to the enterprise	617		

FINANCIAL RESULTS

RECURRING FINANCIAL INCOME

Other financial income

Subsidies granted by public authorities and recorded as income for the period

Capital subsidies 9125

Interest subsidies 9126

Allocation of other financial income

2.707.164

4.898.350

RECURRING FINANCIAL CHARGES

Depreciation of loan issue expenses 6501

Capitalized Interests 6503

Amounts written off current assets

Recorded 6510

Written back 6511

Other financial charges

Amount of the discount borne by the enterprise, as a result of negotiating amounts receivable 653

Provisions of a financial nature

Appropriations 6560

Uses and write-backs 6561

Allocation of other financial charges

INCOME AND CHARGE OF EXCEPTIONAL SIZE OR INCIDENCE

	Codes	Period	Previous period
NON-RECURRING INCOME	76		
Non-recurring operating income	(76A)		
Write-back of depreciation and of amounts written off intangible and tangible fixed assets	760		
Write-back of provisions for extraordinary operating liabilities and charges	7620		
Capital gains on disposal of intangible and tangible fixed asset	7630		
Other non-recurring operating income	764/8		
Non-recurring financial income	(76B)		
Write-back of amounts written down financial fixed assets	761		
Write-back of provisions for extraordinary financial liabilities and charges	7621		
Capital gains on disposal of financial fixed assets	7631		
Other non-recurring financial income	769		
NON-RECURRING EXPENSES	66	2.085.967	
Non-recurring operating charges	(66A)	2.085.967	
Non-recurring depreciation of and amounts written off formation expenses, intangible and tangible fixed assets	660		
Provisions for extraordinary operating liabilities and charges: Appropriations (uses)	6620		
Capital losses on disposal of intangible and tangible fixed assets	6630		
Other non-recurring operating charges	664/7	2.085.967	
Non-recurring operating charges carried to assets as restructuring costs	6690		
Non-recurring financial charges	(66B)		
Amounts written off financial fixed assets	661		
Provisions for extraordinary financial liabilities and charges - Appropriations (uses)	6621		
Capital losses on disposal of financial fixed assets	6631		
Other non-recurring financial charges	668		
Non-recurring financial charges carried to assets as restructuring costs	6691		

INCOME TAXES AND OTHER TAXES

INCOME TAXES

Income taxes on the result of the period	
Income taxes paid and withholding taxes due or paid	
Excess of income tax prepayments and withholding taxes paid recorded under assets	
Estimated additional taxes	
Income taxes on the result of prior periods	
Additional income taxes due or paid	
Additional income taxes estimated or provided for	

Codes	Period
9134	967.291
9135	1.300.000
9136	332.709
9137	
9138	101
9139	101
9140	
	6.609
	63.590.116
	381.048

In so far as taxes of the period are materially affected by differences between the profit before taxes as stated in annual accounts and the estimated taxable profit

Impact of non recurring results on the amount of the income taxes relating to the current period

Period

Status of deferred taxes

Deferred taxes representing assets	
Accumulated tax losses deductible from future taxable profits	
Deferred taxes representing liabilities	
Allocation of deferred taxes representing liabilities	

Codes	Period
9141	
9142	
9144	

VALUE ADDED TAXES AND OTHER TAXES BORNE BY THIRD PARTIES

Value added taxes charged

To the enterprise (deductible)	
By the enterprise	

Amounts withheld on behalf of third party

For payroll withholding taxes	
For withholding taxes on investment income	

Codes	Period	Previous period
9145	816.177	708.979
9146	639.555	539.707
9147	57.063	48.159
9148		

RIGHTS AND COMMITMENTS NOT REFLECTED IN THE BALANCE SHEET

	Codes	Period
PERSONAL GUARANTEES PROVIDED OR IRREVOCABLY PROMISED BY THE ENTERPRISE AS SECURITY FOR DEBTS AND COMMITMENTS OF THIRD PARTIES	9149	201.300.000
Of which		
Bills of exchange in circulation endorsed by the enterprise	9150	
Bills of exchange in circulation drawn or guaranteed by the enterprise	9151	
Maximum amount for which other debts or commitments of third parties are guaranteed by the enterprise	9153	201.300.000
 REAL GUARANTEES		
Real guarantees provided or irrevocably promised by the enterprise on its own assets as security of debts and commitments of the enterprise		
Mortgages		
Book value of the immovable properties mortgaged	9161	
Amount of registration	9171	
Pledging of goodwill - Amount of the registration	9181	
Pledging of other assets - Book value of other assets pledged	9191	
Guarantees provided on future assets - Amount of assets involved	9201	
 Real guarantees provided or irrevocably promised by the enterprise on its own assets as security of debts and commitments of third parties		
Mortgages		
Book value of the immovable properties mortgaged	9162	
Amount of registration	9172	
Pledging of goodwill - Amount of the registration	9182	
Pledging of other assets - Book value of other assets pledged	9192	
Guarantees provided on future assets - Amount of assets involved	9202	

	Codes	Period
GOODS AND VALUES, NOT DISCLOSED IN THE BALANCE SHEET, HELD BY THIRD PARTIES IN THEIR OWN NAME BUT AT RISK TO AND FOR THE BENEFIT OF THE ENTERPRISE		
 SUBSTANTIAL COMMITMENTS TO ACQUIRE FIXED ASSETS		
 SUBSTANTIAL COMMITMENTS TO DISPOSE OF FIXED ASSETS		
 FORWARD TRANSACTIONS		
Goods purchased (to be received)	9213	
Goods sold (to be delivered)	9214	
Currencies purchased (to be received)	9215	
Currencies sold (to be delivered)	9216	

RIGHTS AND COMMITMENTS NOT REFLECTED IN THE BALANCE SHEET

COMMITMENTS RELATING TO TECHNICAL GUARANTEES IN RESPECT OF SALES OR SERVICES

Period

AMOUNT, NATURE AND FORM CONCERNING LITIGATION AND OTHER IMPORTANT COMMITMENTS

Period

SUPPLEMENT RETIREMENTS OR SURVIVORS PENSION PLANS IN FAVOUR OF THE PERSONNEL OR THE EXECUTIVES OF THE ENTERPRISE

Brief description

Measures taken by the enterprise to cover the resulting charges

PENSIONS FUNDED BY THE ENTERPRISE

Estimated amount of the commitments resulting from past services

Methods of estimation

Code	Period
9220	

NATURE AND FINANCIAL IMPACT OF SIGNIFICANT EVENTS AFTER THE CLOSING DATE NOT INCLUDED IN THE BALANCE SHEET OR THE INCOME STATEMENT

After the close of 2019, the spread of the new Corona virus constitutes a major event. While it is uncertain at this point what the impact on X-FAB's business will be, the company's focus is on the health and wellbeing of its employees and on ensuring the continuity of production. The financial impact of COVID-19 is at this point in time impossible to predict.

Period

COMMITMENTS TO PURCHASE OR SALE AVAILABLE TO THE COMPANY AS ISSUER OF OPTIONS FOR SALE OR PURCHASE

Period

NATURE AND COMMERCIAL OBJECTIVE OF TRANSACTIONS NOT REFLECTED IN THE BALANCE SHEET

Provided that the risks or advantages coming from these transactions are significant and if the disclosure of the risks or advantages is necessary to appreciate the financial situation of the company

Period

RIGHTS AND COMMITMENTS NOT REFLECTED IN THE BALANCE SHEET

OTHER RIGHTS AND COMMITMENTS NOT REFLECTED IN THE BALANCE SHEET (including those which can not be quantified)

The company has provided a comfort letter to the affiliated companies X-FAB France SAS, X-FAB MEMS Foundry GmbH, X-FAB Dresden GmbH & Co KG and X-FAB Semiconductor Foundries GmbH, in which they provide the necessary financial support to guarantee the continuity of these affiliated companies.

Period

RELATIONSHIPS WITH AFFILIATED ENTERPRISES, ASSOCIATED ENTERPRISES AND OTHERS ENTERPRISES LINKED BY PARTICIPATING INTERESTS

	Codes	Period	Previous period
AFFILIATED ENTERPRISES			
Financial fixed assets	(280/1)	849.969.194	683.835.321
Participating interests	(280)	822.250.021	561.250.021
Subordinated amounts receivable	9271		
Other amounts receivable	9281	27.719.173	122.585.300
Amounts receivable	9291	16.880.629	
Over one year	9301		
Within one year	9311	16.880.629	
Current investments	9321		
Shares	9331		
Amounts receivable	9341		
Amounts payable	9351	7.072.623	
Over one year	9361		
Within one year	9371	7.072.623	
Personal and real guarantees			
Provided or irrevocably promised by the enterprise as security for debts or commitments of affiliated enterprises	9381		
Provided or irrevocably promised by affiliated enterprises as security for debts or commitments of the enterprise	9391		
Other significant financial commitments	9401		
Financial results			
Income from financial fixed assets	9421	65.871.921	64.905.389
Income from current assets	9431	270.446	64.237
Other financial income	9441	2.707.164	4.898.350
Debt charges	9461	2.224	1.359
Other financial charges	9471		
Disposal of fixed assets			
Capital gains obtained	9481		
Capital losses suffered	9491		

RELATIONSHIPS WITH AFFILIATED ENTERPRISES, ASSOCIATED ENTERPRISES AND OTHERS ENTERPRISES LINKED BY PARTICIPATING INTERESTS

ASSOCIATED ENTERPRISES

Financial fixed assets	9253	
Participating interests	9263	
Subordinated amounts receivable	9273	
Other amounts receivable	9283	
Amounts receivable	9293	
Over one year	9303	
Within one year	9313	
Amounts payable	9353	
Over one year	9363	
Within one year	9373	
Personal and real guarantees		
Provided or irrevocably promised by the enterprise as security for debts or commitments of associated enterprises	9383	
Provided or irrevocably promised by associated enterprises as security for debts or commitments of the enterprise	9393	
Other significant financial commitments	9403	

OTHER ENTERPRISES LINKED BY PARTICIPATING INTERESTS

Financial fixed assets	9252	
Participating interests	9262	
Subordinated amounts receivable	9272	
Other amounts receivable	9282	
Amounts receivable	9292	
Over one year	9302	
Within one year	9312	
Amounts payable	9352	
Over one year	9362	
Within one year	9372	

Codes	Period	Previous period

TRANSACTIONS WITH ENTERPRISES LINKED BY PARTICIPATING INTERESTS OUT OF MARKET CONDITIONS

Mention of these transactions if they are significant, including the amount of the transactions, the nature of the link, and all information about the transactions which should be necessary to get a better understanding of the situation of the company

Null

Period

FINANCIAL RELATIONSHIPS WITH

DIRECTORS, MANAGERS, INDIVIDUALS OR BODIES CORPORATE WHO CONTROL THE ENTERPRISE WITHOUT BEING ASSOCIATED THEREWITH OR OTHER ENTERPRISES CONTROLLED BY THESE PERSONS

Amounts receivable from these persons

Conditions on amounts receivable, rate, duration, possibly reimbursed amounts, canceled amounts or renounced amounts

Guarantees provided in their favour

Other significant commitments undertaken in their favour

Amount of direct and indirect remunerations and pensions, included in the income statement, as long as this disclosure does not concern exclusively or mainly, the situation of a single identifiable person

To directors and managers

To former directors and former managers

Codes	Period
9500	
9501	
9502	
9503	
9504	

AUDITORS OR PEOPLE THEY ARE LINKED TO

Auditor's fees

Fees for exceptional services or special missions executed in the company by the auditor

Other attestation missions

Tax consultancy

Other missions external to the audit

Fees for exceptional services or special missions executed in the company by people they are linked to

Other attestation missions

Tax consultancy

Other missions external to the audit

Codes	Period
9505	111.562
95061	
95062	
95063	
95081	
95082	
95083	

Mentions related to article 134 from the Companies Code

INFORMATION RELATING TO CONSOLIDATED ACCOUNTS

INFORMATION TO DISCLOSE BY EACH ENTERPRISE THAT IS SUBJECT TO COMPANY LAW ON THE CONSOLIDATED ACCOUNTS OF ENTERPRISES

The enterprise has drawn up published a consolidated annual statement of accounts and a management report*

~~The enterprise has not published a consolidated annual statement of accounts and a management report, since it is exempt for this obligation for the following reason*~~

~~The enterprise and its subsidiaries on consolidated basis exceed not more than one of limits mentioned in art. 16 of Company Law*~~

~~The enterprise only has subsidiaries which, considering the assessment of the consolidated assets, consolidated financial position or consolidated results, individual or together, are of a negligible size* (Art. 110 of Company Law)~~

~~The enterprise itself is a subsidiary of an enterprise which does prepare and publish consolidated accounts in which annual accounts of the enterprise are included*~~

INFORMATION TO DISCLOSE BY THE REPORTING ENTERPRISE BEING A SUBSIDIARY OR A JOINT SUBSIDIARY

Name, full address of the registered office and, for an enterprise governed by Belgian Law, the company number of the parent company(ies) and the specification whether the parent company(ies) prepare(s) and publish(es) consolidated annual accounts in which the annual accounts of the enterprise are included**

XTRION NV

Transportstraat 1

3980 Tessenderlo, Belgium

0878.389.438

The enterprise draws up consolidated annual accounts data for the major part of the enterprise

If the parent company(ies) is (are) (an) enterprise(s) governed by foreign law disclose where the consolidated accounts can be obtained**

* Delete where no appropriate.

** Where the accounts of the enterprise are consolidated at different levels, the information should be given for the consolidated aggregate at the highest level on the one hand and the lowest level on the other hand of which the enterprise is a subsidiary and for which consolidated accounts are prepared and published.

VALUATION RULES

1. Principle

The valuation rules are determined according to the provisions of the Royal Decree of 29 april 2019 in implementation of the Belgian Companies and Associations Code.

In respect of the requirement of a true and fair view the valuation rules of this Decree shall be deviated from in the following exceptional cases:

Reasons for the deviation:

The effects of the deviation on assets and liabilities, financial position and the result before taxation of the enterprise are as follows:

The valuation rules are ~~(changed)~~ (not changed) in wording and application as compared to the preceding financial period; if so, the change related to:

and has a (positive) (negative) effect on the result for the financial period before taxation to the amount of EUR.

The income statement ~~(is)~~ (is not) significantly effected by income or charges relating to a previous financial period; if so, the material effect results from:

The figures of the financial period are not comparable with those of the preceding financial period for the following reason:

(In order to maintain comparability the figures of the preceding financial period are adjusted regarding to following reasons)
(To compare the annual accounts of both financial periods involved following information should be taken into account):

In absence of objective standards of appraisal following valuation of foreseeable liabilities, contingent losses and diminutions in value is inevitably uncertain:

Other information necessary to give a true and fair view of the enterprise's liabilities, financial position and result:

2. Fixed assets

Formation expenses:

Formation expenses are charged against income except for following costs capitalised:

Reorganization costs:

The reorganization costs are (capitalised) ~~(are)~~ (not capitalised) during the financial period; if so, this is justified as follows:

Intangible fixed assets:

The amount of intangible assets includes EUR research and development costs. Depreciation of these costs and the depreciations for goodwill are charged over a period of (more than) (not more than) 5 years; if more than 5 years the period involved is justified as follows :

Tangible fixed assets:

During the financial period the tangible assets ~~(are)~~ (are not) revalued; if so, the revaluation if justified are as follows:

VALUATION RULES

Depreciation recorded during the financial period:

Assets	Method S (straightline) R (reducing balance) O (other)	Basis NR (non-revalued) R (revalued)	Depreciation rate	
			Principal costs Min. - Max.	Ancillary costs Min. - Max.
1. Formation expenses 2. Intangible fixed assets 3. Buildings* 4. Plant, machinery and equipments * 5. Vehicles* 6. Office furniture * 7. Other tangible fixed assets				

* Including leased assets which should be disclosed on a separate line.

Tax deductible accelerated depreciation in excess of depreciation based on economic circumstances:

- amount for the financial period: EUR.
- cumulative amount regarding tangible assets acquired as of the financial period beginning after December 31, 1983: EUR.

Financial fixed assets:

During the financial period investments ~~(are)~~ (are not) revalued; if so, the revaluation is justified as follows:

3. Current assets

Inventories:

Inventories are valued at **acquisition cost** determined according to the method *(to be disclosed)* of the weighted average price method, Fifo, Lifo, by identifying individually the price of each element or by the **lower market value**

1. Raw materials and consumables:
2. Work in progress - finished goods:
3. Goods purchased for resale:
4. Immovable property intended for sale:

Products:

- Production costs (include) (do not include) costs that are only indirectly attributable to the product.
- Production costs of stock and work in progress the production of which exceeds more than one year (includes) (does not include) on capital borrowed to finance the production.

Stocks total valued at market value amount to % of its book value at the end of the financial period.
(This information is only required in the event of a substantial difference).

Contracts in progress:

Contracts in progress are valued (at production cost)
 (at production cost increased by a portion of the profit according to the state of completion of the contract)

4. Liabilities

Debts:

Liabilities ~~(include)~~ (do not include) long-term debts, bearing no interests or at an unusual low interest; if so, a discount
 (has) (has not) been recognised and capitalised.

VALUATION RULES

Foreign currencies:

Debts, liabilities and commitments denominated in foreign currencies are translated in EUR using following criteria:

Exchange differences have been disclosed in the annual accounts as follows:

Leasing agreements:

Concerning the rights to use property not capitalised (*relating to immovable property and concluded before 1 January 1980*), consideration and rental relating to the financial period if the leased immovable property, amount to: EUR.

**OTHER DOCUMENTS TO BE DEPOSITED IN ACCORDANCE
WITH THE COMPANIES CODE****MANAGEMENT REPORT**

X-Fab Silicon Foundries
Societas Europaea
Public European limited company
Transportstraat 1
3980 Tessenderlo
Register Legal Persons Hasselt 0882.390.885

**ANNUAL REPORT CONCERNING THE FINANCIAL YEAR ENDED AT
DECEMBER 31, 2019**

According legal requirements, we have the honour to report to you on the economic situation of the company concerning the financial year covering the period from January 1st, 2019 till December 31st, 2019.

This Annual Report and also the Annual Accounts will be made available to you.

1. Comments on the Annual Accounts

X-FAB Silicon Foundries SE was founded on July 5th, 2006 as X-FAB Silicon Foundries NV. On November 4th, 2011 it changed its form to a European Company (Societas Europaea/SE). The company currently still takes the form of a European Company and acts as a holding company, mainly investing in *'pure-play semiconductor wafer'* companies. The registered office of the company is located at Transportstraat 1, 3980 Tessenderlo, Belgium.

These comments are based on the balance sheet after appropriation and are consequently valid under reservation of approval of the proposed appropriation by the ordinary general meeting.

The draft of the annual accounts has been drawn up in accordance with the provisions of the Royal Decree of 30 January, 2001 concerning the implementation of the Companies and Associations Code and in accordance with the special legal and regulatory provisions applying to the Company.

The company realized a turnover of 9 mio EUR. The total turnover increased by 152,8% compared to 2018.

The operating loss in 2019 amounted to 2,5 mio EUR, while the operating loss last year was 138 thousand EUR. This change can mainly be attributed to, on the one hand, an increase in Operating charges of 5,5 mio EUR for Services and other goods and an increase of non-recurring operating expenses amounting to 2 mio Euro and on the other hand, on an increased Turnover of 5,4 mio EUR.

The profit to be appropriated for this financial year amounts to 65,8 mio EUR since the financial result is positive by 69,3 mio EUR. This positive result is mainly attributable to the dividend payment by X-FAB Sarawak Sdn. Bhd. Together with the Profit to be carried forward from the previous financial year (71,4 mio EUR), the total Profit to be appropriated amounts to 137,2 mio EUR.

**OTHER DOCUMENTS TO BE DEPOSITED IN ACCORDANCE
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MANAGEMENT REPORT

The total balance sheet increased with 71,9 mio EUR.

The Financial fixed assets increased with 166 mio EUR. The Current assets decreased with 94,2 mio EUR as a result of the decrease in Other amounts receivable with 32,9 mio EUR on the one hand and a decrease in Cash at bank and in hand of 61,3 mio EUR on the other hand.

At the Equity and liabilities side, the total increase of 71,9 mio EUR can mainly be attributed to an increase in Issued capital as a result of a profit to be appropriated of the financial year for an amount of 65,8 mio EUR. Also the Amounts payable within one year increased with 6,1 mio EUR.

2. Appropriation of the results

The Board of Directors proposes to present the profit to be appropriated of 137.215.499 EUR as follows:

- Dividends	0 EUR
- Transfer to legal reserves	3.291.908 EUR
- Transfer to other reserves	0 EUR
- Profit to be carried forward	133.923.591 EUR

3. Important events after the closing of the financial year

After the close of 2019, the spread of the new Corona virus constitutes a major event. While it is uncertain at this point what the impact on X-FAB's business will be, the company's focus is on the health and wellbeing of its employees and on ensuring the continuity of production. The financial impact of COVID-19 is at this point in time impossible to predict.

4. Research and Development

The research and development expenses made during the financial year by the X-FAB group are described in section 6.3 of chapter 5 of the consolidated report.

5. Branch Offices

The company has no branch offices.

6. Information about the circumstances that could have a considerable impact on the development of the company

We do not expect any circumstances that could have a considerable impact on the evolution of our company.

7. Risks and uncertainties related to the company and its subsidiaries

An investment in shares involves risks and uncertainties. Prior to making a decision to invest into shares of X-FAB, the information provided in this annual report and, in particular, the risks and uncertainties described below should be read and considered

**OTHER DOCUMENTS TO BE DEPOSITED IN ACCORDANCE
WITH THE COMPANIES CODE**

MANAGEMENT REPORT

carefully. The occurrence of any of these risks could adversely affect the Company's business, results of operations, and/or financial condition.

Risks relating to X-FAB's business and the semiconductor industry

Structural trends in the markets for the end-user products produced by X-FAB's customers, or material volatility in demand for these products, may limit X-FAB's ability to maintain or increase sales and profit levels.

A significant portion of X-FAB's revenues is derived from customers who use ICs manufactured by the Group as components for the production of a wide range of products including automotive, industrial, medical, and communications devices. If consumer demand for these products is volatile, or past and expected structural growth trends in these industries do not continue, it may lead to reduced demand for X-FAB's analog/mixed-signal ICs.

A global systemic economic or financial crisis, increased political uncertainty, or increased economic protectionism could negatively affect X-FAB.

X-FAB's business is subject to inherent and indirect risks arising from general and sector-specific economic conditions in the markets in which it operates. In recent years, several major systemic economic and financial crises and events leading to political uncertainty have negatively affected global business conditions, the semiconductor industry, and a variety of consumer and industrial markets. X-FAB's protection against downturns is limited, since a substantial majority of customer contracts do not contain minimum order requirements, and as a result any decline or slow GDP growth, whether caused by political uncertainty, changes in trade regulation, or broader economic conditions, which leads to reduced consumer and industrial spending, may adversely impact X-FAB's customers and result in lower demand for its analog/mixed-signal ICs.

A significant portion of X-FAB's revenue comes from a relatively limited number of customers, with its largest customer being a related party.

X-FAB's largest customer, Melexis, accounted for 35.8% of the Group's revenue in 2019, while the Group's top three customers accounted for 53% of revenue and its top five customers accounted for 60% of revenue during the year. None of X-FAB's customers are prohibited by contract from purchasing from other semiconductor suppliers. In the past, customers have switched to other semiconductor suppliers with little or no notice, or have notified the Group that they would source semiconductors for new end-user products from other semiconductor manufacturers. Changes in X-FAB's relationships with its top customers, the loss of one or more of these customers, or a change in the competitive position of any of these customers could have a material adverse impact on X-FAB. Further, Melexis is a related party, as it is controlled by X-FAB's largest shareholder, XTRION (which is beneficially owned by Roland Duchâtelet, Rudi De Winter, and Françoise Chombar, and the permanent representative of X-FAB's CEO, Rudi De Winter, is married to Melexis' CEO Françoise Chombar). Conditions of the commercial relations between X-FAB and Melexis are in line with those that would have been agreed upon between independent parties in comparable circumstances. The arm's length character of these conditions are analyzed, determined, and tested in accordance with the principles and best practices in this respect as detailed in the OECD's 2017 Transfer Pricing Guidelines for Multinational Enterprises and Tax Administrations. Notwithstanding due care taken in the Group's transfer pricing analyses, there can be no assurance that the tax authorities or courts will not take a position contrary to the Group's position.

Due to X-FAB's relatively fixed-cost structure, its ability to grow profitability is dependent on its ability to maintain appropriate utilization levels.

The profitability of X-FAB's operations is closely tied to its level of utilization. X-FAB's ability to improve or maintain utilization levels depends, among other things, on the general economic environment, the success of its major customers, and its ability to offer the technologies and processes required for it to stay competitive. Failure to maintain or improve utilization levels could have a material adverse impact on X-FAB.

**OTHER DOCUMENTS TO BE DEPOSITED IN ACCORDANCE
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MANAGEMENT REPORT

X-FAB faces difficulties in forecasting demand and may therefore be unable to match its production capacity to demand.

Difficulties in projecting future business levels make it more difficult to reach and to maintain optimal utilization levels and adequately predict capacity needs across X-FAB's operations. Because customers usually place orders on a short-term basis, X-FAB may face difficulties accurately predicting demand. Significant capacity problems or inability or delay in shifting production to another fab could harm X-FAB's relationships with its customers and lead to lost sales. Furthermore, small changes in sales at the OEMs may trigger inventory corrections throughout the supply chain. As it can take about ten months from placing an order at X-FAB to assembling the final product at the OEM, a small variation in sales combined with a negative or positive market segment growth could cause overreactions in the supply chain that amplify the effects on X-FAB's end, since X-FAB is at the end of the supply chain.

X-FAB may be unsuccessful in its attempts to increase its production capacity and capabilities.

As part of its strategy to expand capacity, X-FAB intends to expand capabilities and capacity at the Group's existing sites. Although X-FAB does not have any current targets for future acquisitions, the Group may acquire additional companies or production sites over the medium term. X-FAB may also seek to grow its production capacity through the development of new manufacturing sites. Failure to integrate any acquired company, fab, or technology successfully, or to achieve desired synergies, may inhibit X-FAB's future expansion.

X-FAB may not realize all the anticipated benefits from its acquisition of Altis' core business.

X-FAB acquired the Altis assets in 2016, including a fab located in Corbeil-Essonnes, France. The integration process includes a series of technology introductions, capacity enhancements, adoptions of Group-wide systems, and implementation of cost-efficiency measures. X-FAB may encounter delays or interruptions in this integration process, among others due to delays in customer qualifications in the fab or a need to make additional capital expenditures. Further, the Group may face risks meeting targeted returns in the event of a decline in operating levels since it has committed to keep at least 800 staff employed at the fab until 2021. There can be no assurance that this integration will be successful, that X-FAB will meet targeted synergies or financial returns at the new facility, or that X-FAB will be able to keep all existing customers to secure satisfactory fab utilization during the business transition.

X-FAB's expectations of an increase in market share by foundries might not occur.

A key component of X-FAB's strategy is its belief that the market for foundries will grow, due to increased outsourcing of analog/mixed-signal ICs by IDMs and increasing prevalence of fabless companies. Although this trend has been prevalent in the digital IC market, it may not develop to the same extent in the market for analog/mixed-signal ICs. If increasing market growth for foundries were to slow or reverse, it could have a material adverse impact on X-FAB.

**OTHER DOCUMENTS TO BE DEPOSITED IN ACCORDANCE
WITH THE COMPANIES CODE**

MANAGEMENT REPORT

X-FAB may face increasing competition.

Although X-FAB operates in a narrow market segment within the broader semiconductor manufacturing industry, the Group faces competition from other semiconductor producers, some of which have greater manufacturing, financial, research and development, and marketing resources than X-FAB does. In the long term, these competitors may win a higher portion of new customers than X-FAB, or win existing customers from X-FAB. If X-FAB cannot provide the same level of design and engineering support, capacity, or advanced capabilities as competitors, it may have a material adverse effect on X-FAB.

X-FAB may face competitive pricing pressures.

Competitors may have an impact on X-FAB's selling prices and demand for its services. Although X-FAB has not experienced significant pricing pressure in the past, there can be no assurance this will be the case in the future. Significant declines in average selling prices (ASPs) could have a material adverse effect on X-FAB.

X-FAB may face raw material price increases.

X-FAB manufactures analog/mixed-signal ICs, utilizing proprietary process technologies and third-party silicon wafers and other raw materials. Changes in the availability or prices of such wafers and raw materials can have an effect on the operating margin if the additional costs cannot be included in the prices for X-FAB's own customers.

In 2019, raw wafer costs accounted for 12% of total cost of sales. For most raw wafer types, X-FAB uses more than one supplier to secure availability of required volumes but also to remain flexible. However, having several suppliers per wafer type also means a greater effort to acquire the necessary qualifications for these suppliers.

X-FAB is subject to risks associated with currency fluctuations.

X-FAB records its financial results in US dollars but receives revenues and incurs costs in a variety of currencies, including euros and Malaysian ringgit. Changes in the exchange rate of the US dollar to the euro or Malaysian ringgit could result in translational losses in a given year, as compared to prior operating periods, or a mismatch between local currency expenses and US dollar revenues. X-FAB makes an effort to increase its share of euro-denominated revenues in order to achieve a better natural hedge; however, this may not be effective in preventing exchange rate losses.

For price, credit, liquidity, and cash flow risks as well as the use of financial instruments, please refer to section 10 of the notes in chapter 5, X-FAB Consolidated Financial Statements.

X-FAB is also subject to the following risks:

- X-FAB depends on successful technological advances.
- X-FAB depends on successful materials, machinery, and component procurement for its manufacturing processes.
- X-FAB's business may temporarily be negatively impacted due to disruptions in the supply chain or market demand caused by a pandemic or epidemic.
- X-FAB may be unable to recruit or retain the personnel required for its growth strategy.
- X-FAB may be affected by reductions in government subsidies and grants and could fail to comply with the conditions and obligations under such subsidy programs.
- Industry studies, forecasts, and growth rates relating to the semiconductor market as a whole may not be indicative of X-FAB's operations within the analog/mixed-signal semiconductor market.
- X-FAB's ability to compete successfully and achieve future growth will depend, in part, on its ability to protect its proprietary technology.
- X-FAB may be subject to claims for alleged infringement of third parties' intellectual property rights.
- X-FAB depends on intellectual property rights of third parties, and failure to maintain or acquire licenses could harm the Group's business.
- X-FAB could be adversely affected by manufacturing interruptions.

**OTHER DOCUMENTS TO BE DEPOSITED IN ACCORDANCE
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MANAGEMENT REPORT

- If X-FAB experiences difficulty in achieving acceptable device yields or process performance as a result of manufacturing problems, it could result in delayed deliveries.
- X-FAB's insurance coverage may not be adequate to compensate for any interruptions or loss of business.
- X-FAB could incur material costs to comply with regulation, including environmental and health and safety laws, especially as a result of climate change. Changes in such regulations could require significant changes in the production process or could even require purchasing additional equipment.
- X-FAB may be subject to litigation, disputes, or other legal proceedings.
- X-FAB carries a significant amount of deferred tax assets on its balance sheet.
- Low or negligible employee motivation as well as the occurrence of accidents due to human failure may negatively impact X-FAB's business.
- Cultural differences may lead to misalignment among X-FAB sites, negatively impacting X-FAB's business.
- X-FAB may be subject to penalty payments if labor rights or environmental provisions are being violated.
- X-FAB's public image may be adversely affected based on the impact of its business on the environment.

Risks related to the shares

- The interests of X-FAB's principal shareholder may not necessarily be aligned with X-FAB's interests or the interests of the holders of the shares.
- Future sales of substantial amounts of X-FAB's ordinary shares, or the perception that such sales could occur, could adversely affect the market value of the shares.
- X-FAB may not be able to pay dividends.
- Investors with a reference currency other than euros will become subject to foreign exchange rate risk when investing in shares.
- Any sale, purchase, or exchange of shares may become subject to financial transaction tax.
- Certain provisions of the Belgian Companies Code and the Articles of Association may affect potential takeover attempts and may affect the market price of the shares.

Forward-looking information

This annual report may include forward-looking statements. Forward-looking statements are statements regarding or based upon management's current intentions, beliefs, or expectations relating to, among other things, X-FAB's future results of operations, financial condition, liquidity, prospects, growth, strategies, or developments in the industry in which it operates. By their nature, forward-looking statements are subject to risks, uncertainties, and assumptions that could cause actual results or future events to differ materially from those expressed or implied thereby. These risks, uncertainties, and assumptions could adversely affect the outcome and financial effects of the plans and events described herein.

Forward-looking statements contained in this annual report regarding trends or current activities should not be taken as a report that such trends or activities will continue in the future. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, unless legally required. You should not place undue reliance on any such forward-looking statements, which speak only as of the date of this annual report.

The information contained in this annual report is subject to change without notice. No re-report or warranty, express or implied, is made as to the fairness, accuracy, reasonableness, or completeness of the information contained herein, and no reliance should be placed on it.

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8. Financial instruments

The X-FAB group uses derivative financial instruments as described in section 10 of chapter 5 of the consolidated report.

9. Independence and expertise regarding accounting and audit of at least one member of the Audit Committee

According to Article 526bis, paragraph 2 of the Belgian Companies Code (Article 7:99 of the Belgian Code on Companies and Associations (BCCA)) the members of the Audit Committee dispose of a collective expertise in the field of the Company's activities. At least one of them shall have accounting and audit expertise. Given his education in Economics and Political Science as well as extensive experience as a board member for a number of different companies, Tan Sri Hamid Bin Bugo complies with this latest requirement

10. Corporate Governance Statement

The information included in this chapter has been prepared in order to comply with Articles 96 and 119 of the Belgian Companies Code (Articles 3:6 and 3:32 of the BCCA) with respect to the Board of Directors' annual report. Reference is made to chapter 10 with respect to the risk factors, chapter 6 for the non-financial information, chapter 1 for information on subsequent events, chapter 5 for the use of financial instruments, chapter 4 for information on research and development, and chapter 8 for transparency requirements related to the shareholder structure.

The Royal Decree of June 6, 2010 (published in the Belgian Official Gazette on June 28, 2010) designated the Belgian Code on Corporate Governance 2009 as the reference code for Belgian listed companies. This Code is available for download on the website of the Belgian Corporate Governance Committee (www.corporategovernancecommittee.be).

In view of the "comply-or-explain" principle of the Code, section 7.12 gives an overview of the provisions of the 2009 Belgian Code on Corporate Governance that X-FAB does not comply with, along with an explanation of the reasons for non-compliance.

X-FAB has already aligned its Corporate Governance Charter with the 2020 Code on Corporate Governance in the first quarter of 2020. The Corporate Governance Charter can be consulted on the "Investors" page of the Company's website.

As of January 1, 2020, the new BCCA applies. In this Corporate Governance Statement, however, we still refer at some instances to the articles of the old Belgian Companies Code (of May 7, 1999) as this was the applicable law during the reporting year.

10.1 Shareholders

X-FAB seeks to guarantee transparent and clear communication with its shareholders. Active participation of the shareholders is encouraged by X-FAB.

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In order to achieve this goal, shareholders can find important and relevant information on X-FAB's website. X-FAB publishes its annual reports, half-year reports, statutory reports, quarterly results, and financial calendar on its website in the "Investors" section. X-FAB realizes that the publication of these reports and information benefits its trust-based relationship with its shareholders and other stakeholders.

Furthermore, X-FAB is committed to guaranteeing shareholder rights.

- At the Shareholders' Meeting, the Chairman will lead the meeting in such a manner that there will be sufficient time to answer questions that shareholders may have relating to the annual report, special reports, and/or the items on the agenda.
- At the latest 30 days prior to the general meeting, the agenda and other relevant documents are published in different locations including X-FAB's website and the Belgian Official Gazette.
- Shareholders representing at least 10% of the share capital have the right to add items and/or resolution proposals to the agenda.
- During the general meeting, shareholders have the right to vote on each item on the agenda. If they cannot attend the general meeting, they have the right to appoint a proxy.
- The minutes of the general meeting with the voting results will be kept in a special register after the general meeting.

Chapter 8 shows the shareholder structure of X-FAB based on the transparency notifications received.

10.2 Management structure

X-FAB has opted for a "one-tier" governance structure whereby the Board of Directors is the ultimate decision-making body, with overall responsibility for the management and control of the Company. The Board of Directors is vested with the power to perform all acts that are necessary or useful for the realization of the Company's purpose, except for those actions that are specifically reserved by law or the Articles of Association to the shareholders' meeting or other management bodies. As such, the Board, among others, defines the general policy orientations, decides on major strategic, financial, and operational matters, and oversees the management.

The Board has established committees (an Audit Committee and a Remuneration and Nomination Committee) to analyze specific issues and advise the Board on those issues. The decision-making power remains within the responsibility of the Board of Directors itself.

The daily management of X-FAB has been delegated by the Board of Directors to the Chief Executive Officer, Sensinnovat BV, permanently represented by Rudi De Winter, who can represent the Company with his sole signature within and outside the framework of the daily management. For actions that fall outside the scope of the daily management, X-FAB is also validly represented by two directors acting jointly.

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The Chief Executive Officer is the chairman of the Executive Management. The Executive Management is responsible for leading X-FAB in accordance with the global strategy, values, planning, and budgets as set out and approved by the Board of Directors. The Executive Management is also responsible for screening the various risks and opportunities that the Company might encounter in the short, medium, or longer term, as well as for ensuring that systems are in place to identify and address these risks and opportunities.

10.3 Board of Directors

Composition

In accordance with Article 15 of X-FAB's Articles of Association, the Board of Directors consists of at least five members and may be comprised of a maximum of nine members. At least three members should be independent in accordance with Article 526ter of the Companies Code (Article 7:87 BCCA). As of the date of this annual report, the Board of Directors comprises nine members, four of which are indeed independent.

At least half of the Board of Directors consists of non-executive members and there is at least one executive member. Independent directors qualify as non-executive directors.

The term of office of directors under Belgian law is limited to six years (renewable) but the Corporate Governance Code recommends that it be limited to four years. Directors of X-FAB are appointed for a period of four years by the majority of the votes cast at the general meeting, after having received a recommendation of the Remuneration and Nomination Committee. In the same way the general meeting may revoke a director at any time. There is no age limit for directors, and directors with an expiring mandate can be reappointed within the limits stipulated in the Companies Code.

The Chief Executive Officer is the only member of the Board of Directors that has an executive mandate. The Chairman of the Board is Datuk Amar Ahmad Tarmizi Bin Haji Sulaiman.

On October 25, 2018, the Board of Directors decided unanimously, upon recommendation of the Remuneration Committee, to nominate Ling Qi as independent director. The shareholders' meeting of April 25, 2019, confirmed the appointment of Vlinvlin BV, permanently represented by Ling Qi as independent director for a period of four years, ending immediately after the annual shareholders' meeting deciding on the annual accounts for the financial year ending on December 31, 2022.

The composition of the Board of Directors already takes into account Article 518bis of the Companies Code (Article 7:86 BCCA) which requires that one third of its members have to be of a different gender.

The directors of X-FAB are:

Name	Age	Mandate expires	Position
Datuk Amar Ahmad Tarmizi bin Haji Sulaiman	57	2021	Chairman of the Board (non-executive director)
Sensinnovat BV (Represented by Rudi De Winter)	59	2021	Managing Director, CEO
Roland Duchâtelet	73	2021	Non-executive director
Thomas Hans-Jürgen Straub	65	2021	Non-executive director
Tan Sri Dr. Hamid Bin Bugu	74	2021	Non-executive director

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Aurore NV (Represented by Christine Juliam)	59	2022	Non-executive and independent director
Christel Verschaeren	55	2021	Non-executive and independent director
Estelle Iacona	47	2021	Non-executive and independent director
Vlinvlin BV (Represented by Ling Qi)	49	2023	Non-executive and independent director

Datuk Amar Ahmad Tarmizi bin Haji Sulaiman, Chairman, is the State Financial Secretary of the Malaysian State of Sarawak since July 1, 2004. Prior to his current appointment, he was the Deputy State Financial Secretary of the Malaysian State of Sarawak since October 1, 2002. He served as the Chief Executive Officer of Amanah Saham Sarawak Berhad from August 1993 to September 2002. He was the fund manager at Arab-Malaysian Merchant Bank Berhad and, following that, American International Assurance. He is currently also a board member of several corporate and governmental agencies. He has a degree in business administration from Syracuse University, New York, and a master's in business administration from the University of Wisconsin, USA.

Sensinnovat BV is represented by Rudi De Winter. Mr. De Winter joined X-FAB in 2011 as Co-CEO and became CEO in 2014. Between 1996 and 2011 he served as the Chief Executive Officer and Managing Director of Melexis NV. Prior to that date, Mr. De Winter served as a development engineer at Mietec Alcatel (Belgium) from 1984 to 1985 and as a development manager at Elmos GmbH (Germany) from 1985 to 1989. In 1990, Mr. De Winter became director together with Mr. Duchâtelet of Xtrion NV, the parent company of X-FAB. Mr. De Winter holds a degree in electronic engineering from the University of Ghent. Mr. De Winter is married to Ms. Chombar, the Chief Executive Officer and Managing Director of Melexis NV.

Roland Duchâtelet started his career serving in various positions in production, product development, and marketing functions for several large and small companies. He contributed to the start-up of two other semiconductor manufacturers: Mietec Alcatel (Belgium) from 1983 to 1985 as business development/sales manager and Elmos GmbH (Germany) from 1985 to 1989 as marketing manager. Mr. Duchâtelet is the co-founder of the parent company of X-FAB. He holds a degree in electronic engineering and applied economics and an MBA from the University of Leuven.

Thomas Hans-Jürgen Straub has more than 30 years of experience in the management of semiconductor companies. From 1982 to 1990, Mr. Straub served as Head of Central Planning at the Kombinat Mikroelektronik in Erfurt. Thereafter, Mr. Straub was a member of the managing board of PTC Electronic AG, a holding company that managed 18 subsidiaries. From 1991 to 1999, Mr. Straub served as president of several companies, including Mikroelektronik und Technologie-Gesellschaft mbH, Dresden and Thesys Gesellschaft für Mikroelektronik mbH, Erfurt. From 1999 to 2014, Mr. Straub served as Chief Executive Officer of X-FAB. Mr. Straub holds a diploma in economics from the Hochschule für Ökonomie Berlin (Berlin Business School).

Tan Sri (Dr.) Hamid Bugo has worked as personnel manager for Malaysia LNG Sdn. Bhd. (a joint venture between Petronas, Shell and Mitsubishi), as the first General Manager of

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the Land Custody and Development Authority of Sarawak, Permanent Secretary to the Ministry of Resource Planning and State Secretary of Sarawak. He has also served as a board member of several corporate and government agencies including Malaysian Anti-Corruption Commission, Malaysia National Water Council, Employees Provident Fund, Sime Darby Berhad, and Malaysia LNG Sdn. Bhd. Currently he sits on the Board of Sapura Energy Berhad, and chairs Sarawak Consolidated Industries Berhad, Sarawak Petroleum Berhad, and Sapura Resources Berhad. Tan Sri (Dr.) Bugo was a Colombo Plan Scholar and graduated with a master's degree in economics and political science from Canterbury University, New Zealand. He was awarded an honorary PhD in commerce by Lincoln University, New Zealand.

Aurore NV is represented by Christine Juliam. She started her career in clinical research at MSD in Belgium before moving into product management, and subsequently into sales, marketing, and business planning responsibilities. In July 1996, she started to work for Abbott Belgium as director of its pharmaceutical product division and joined Nycomed as Managing Director Belgium/Luxembourg in 2006. From 2011 onwards she was Region Head for France, the Netherlands, Belgium, and Luxembourg for Nycomed, which was acquired by Takeda in the same year. Subsequently, Ms. Juliam managed Takeda Italy and France as country manager between 2013 and 2017. Christine Juliam has a doctor of medicine degree from the University of Ghent, a license in marketing from St. Aloysius College in Brussels, a master's in management from Solvay Commercial School in Brussels, and an MBA from Northwestern University.

Christel Verschaeren served for 29 years at IBM. She held different technical positions as well as commercial leadership positions in general business, channel sales, and inside sales. She led business operations for IBM Belgium/Luxembourg for three years. In 2005, she became Director of Business Transformation and IT for IBM Europe. From 2010 until 2012 she served as Director Global Organizational Change Management. From 2012 until 2016 she was the VP of CIO Services in EMEA. Ms. Verschaeren holds a master's in economics from the University of Antwerp.

Estelle Iacona was a director of EM2C laboratory (CNRS, École Centrale Paris) from 2008 to 2012 after which she became Dean and Vice-President Research of the École Centrale Paris until December 2014. In 2014, she also became Dean and Vice-President Research and Industrial Partnership of the École Supérieure d'Electricité (Supélec) in Paris. From January 2015 until September 2016 she was the Dean and Vice-President Research of the CentraleSupélec. Currently, Ms. Iacona is Executive Vice-President for Academic Affairs and Research Professor in the CentraleSupélec and member of the board of École Centrale Casablanca. Ms. Iacona holds an engineering degree and a master of science from the University of Nantes (Polytech'Nantes) and a PhD in physics of transfer from the École Centrale Paris.

Vlinvlin BV is represented by Ling Qi. She has more than 20 years of international business management experience in China. After she won a provincial English language competition among thousand contenders, 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 went on as vice-president

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and international marketing and sales responsible 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 multi-media and animation film companies. Next to the media business, Ms. Ling Qi has been consultant for foreign invested companies in China and a Belgian private bank. She holds a degree in international trade and English at the University of Liaoning, and obtained a certificate of Dutch at UFSIA Antwerpen.

Appointment and replacement of directors

The Articles of Association (Article 16) and the X-FAB Corporate Governance Charter contain specific rules concerning the (re)appointment, the induction, and the evaluation of directors. Directors are appointed for a term not exceeding four years by the general meeting of shareholders, who can also revoke their mandate at any time. An appointment or dismissal requires a simple majority of the votes cast.

If and when a position of a director prematurely becomes vacant within the Board, the remaining directors have the right to temporarily appoint a new director until the next general meeting which shall confirm such appointment. Said appointment will then be included in the agenda of the next general meeting.

The Remuneration and Nomination Committee makes recommendations to the Board with regard to the appointment of directors, the CEO, and the other members of the Executive Management. The Committee will consider proposals made by the members of the Board or other relevant parties.

Functioning of the Board

The internal regulation of the Board is part of the Corporate Governance Charter. In principle, the Board of Directors meets on a quarterly basis. Additional meetings may be called with appropriate notice at any time to address specific needs of the business. A meeting of the Board of Directors must in any event be convened if requested by at least two directors.

The Board convened seven times in 2019 and discussed, among others, the following topics:

- financial results of the Group;
- purchasing strategy;
- R&D activities and strategy;
- intercompany financing;
- transfer pricing aspects;
- budget for the financial years 2020–2022; and
- changes in the Executive Management.

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Datuk Amar Ahmad Tarmizi Bin Sulaiman was excused for one meeting of the Board and was represented by a proxyholder at three other meetings. Thomas Hans-Jürgen Straub was excused for one meeting and represented by proxy at one other meeting of the Board. Christel Verschaeren was represented by proxy at one meeting. Tan Sri Hamid Bin Bugo and Roland Duchâtelet could not attend one meeting of the Board.

Under the lead of the Chairman, the Board regularly evaluates its scope, composition, and performance and that of its committees, as well as the interaction with the Executive Management. In 2019, the Board conducted an evaluation via an anonymous survey complemented by an open discussion of the results thereof. No issues have been identified.

10.4 CommitteesAudit Committee

The Audit Committee advises the Board of Directors on accounting, audit, and internal control matters as further detailed in the Company's Corporate Governance Charter. The Audit Committee also assists the Executive Management in its assessment and follow-up of the auditor's recommendations.

The Audit Committee is composed of four non-executive members: Tan Sri Hamid Bin Bugo, Chairman; Aurore NV, represented by Christine Juliam, independent director; Christel Verschaeren, independent director; and Estelle Iacona, independent director.

According to Article 526bis, section 2 of the Belgian Companies Code (Article 7:99 BCCA) the members of the Audit Committee maintain a collective expertise in the field of the Company's activities. At least one of them shall have accounting and audit expertise. Given his education as well as extensive experience as a board member for a number of different companies, Tan Sri Hamid Bin Bugo complies with this requirement.

In 2019, the Audit Committee met four times. During these meetings the audit plan and key audit matters were discussed with the external auditor. Other topics covered were the results of the internal audit. With the exception of one meeting, from which Tan Sri Hamid Bin Bugo was excused, all members of the Audit Committee as well as the external auditor attended all meetings. The internal auditor was present at two meetings.

Remuneration and Nomination Committee

The Remuneration and Nomination Committee advises the Board of Directors principally on matters regarding the appointment and remuneration of directors and members of the Executive Management.

The Remuneration and Nomination Committee is composed of four non-executive members: Christel Verschaeren, Chairman; Aurore NV, represented by Christine Juliam, independent director; Tan Sri Hamid Bin Bugo, non-executive director; and Estelle Iacona, independent director.

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The Remuneration and Nomination Committee met six times in 2019. During these meetings matters such as the remuneration of the Executive Management and the variable bonus scheme were discussed, as well the succession of certain members of the Executive Management. Tan Sri Hamid Bin Bugo was excused for one meeting and Christel Verschaeren was represented by proxy at another meeting of the Remuneration and Nomination Committee.

10.5 Executive Management

Composition

The Executive Management is composed of the following members:

Name	Age	Position
Rudi De Winter	59	Chief Executive Officer
Alba Morganti	51	Chief Financial Officer
Dr. Manfred Riemer	64	Chief Operating Officer
Dr. Jens Kosch	59	Chief Technology Officer
Mike Young	59	Chief Executive Officer, X-FAB Sarawak (until September 30, 2019)
Lee Boon Chun	50	Chief Executive Officer, X-FAB Sarawak (as of October 1, 2019)
Dr. Dirk Drescher	54	Chief Executive Officer, X-FAB France Chief Executive Officer, X-FAB Dresden (until October 22, 2019)
Lloyd Whetzel	62	Chief Executive Officer, X-FAB Texas
Rico Tillner	37	Chief Executive Officer, X-FAB Dresden (as of October 23, 2019)

Functioning

The Executive Management Team is composed of the CEO, the CFO, the COO, the CTO, and the site managers of X-FAB France, X-FAB Sarawak, X-FAB Texas, and X-FAB Dresden. The members are appointed and removed by the Board of Directors after having received the advice of the CEO and the Remuneration and Nomination Committee.

The Executive Management Team exercises the duties assigned to it by the Board of Directors and the CEO, under the ultimate supervision of the Board of Directors.

The CEO leads the Executive Management Team, within the framework established by the Board of Directors and under its ultimate supervision. The CEO chairs the Executive Management Team.

10.6 Diversity policy

At the end of the reporting year, four of the nine members of the Board are female, thereby reaching the best possible equilibrium. The composition of the Board is in line with the requirements of the Belgian Companies Code on diversity.

In the light of their proven track record, X-FAB continues to be managed by mostly the same Executive Management team that managed the business prior to the initial public offering. Nevertheless, X-FAB will continue to optimize its recruitment policy and will consider gender diversity in future recruitments. In 2019, Rico Tillner joined the Executive Management as CEO of X-FAB Dresden after having worked for X-FAB Dresden for

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almost 14 years. Also, Lee Boon Chun became an Executive Manager to replace Mike Young in X-FAB Sarawak.

10.7 Remuneration Report

Remuneration of directors

The remuneration policy of the directors is determined by the Shareholders' Meeting. The Company's non-executive directors are remunerated for their services with a fixed annual compensation for attending Board meetings, as well as meetings of the Remuneration and Nomination Committee and the Audit Committee in which they are appointed. X-FAB strives to set the remuneration in such a way to ensure the right people can be attracted and to ensure directors can spend sufficient time on their mandate. The remuneration policy will not materially change in the next two financial years.

If members of the Executive Management are appointed as director in the Board, their director mandate will not be remunerated, but they will receive remuneration for their executive duties within the Company.

The general meeting approved a fixed annual remuneration of EUR 15,000 (USD 16,796), an additional annual remuneration of EUR 5,000 (USD 5,599) for each membership in a Board committee as well as a reimbursement of reasonable costs to attend the Board and/or committee meetings. The directors are expected to uphold the expenditure policy within X-FAB and to submit suitable justification for their costs. Roland Duchâtelet waived his right to receive any remuneration as a non-executive Board member. In 2019, X-FAB paid in total USD 162,364 as remuneration to the non-executive directors and USD 35,273 as reimbursement of costs as follows:

Name	Remuneration (in USD)	Costs (in USD)
Datuk Amar Ahmad Tarmizi bin Haji Sulaiman	USD 16,796	USD 16,796
Roland Duchâtelet	-	-
Thomas Hans-Jürgen Straub	USD 16,796	-
Tan Sri Hamid Bin Bugo	USD 27,994	USD 16,796
Aurore NV (represented by Christine Juliam)	USD 27,994	-
Christel Verschaeren	USD 27,994	-
Estelle Iacona	USD 27,994	USD 1,423
Vlinvlin BV (represented by Ling Qi)	USD 16,796	USD 258

The reimbursement of costs for Datuk Amar Ahmad Tarmizi bin Haji Sulaiman and Tan Sri Hamid Bin Bugo mainly result from traveling expenses given that both members have to travel from Malaysia. For Estelle Iacona and Ling Qi the reimbursed costs also represent travel expenses.

The performances of directors are evaluated by the Board of Directors to ensure that only persons with competences matching X-FAB's international ambitions are nominated as director.

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Remuneration of Executive Management

The Board, upon recommendations by the Remuneration and Nomination Committee, decides on the policy governing the remuneration of the CEO and of the other members of the Executive Management Team, including any share-based or other incentives (without prejudice to the powers of the shareholders' meeting, to the extent applicable). In fixing compensation levels for the Executive Management, both the market pay levels and internal practices are considered.

The remuneration of the Executive Management is designed to:

- ensure that the Company can continually attract, motivate, and retain high-caliber and high-potential executive talent for which the Company competes internationally;
- promote the achievement of Board approved performance goals and targets, aligned with building stakeholder value over the short and longer term; and
- stimulate, recognize, and reward strong individual contribution and team performance.

The Articles of Association, as allowed under the Belgian Companies Code, authorize the Company to deviate from the following rules set out in Article 520ter of the Belgian Companies Code (Article 7:91 BCCA):

- in the event that the variable remuneration constitutes more than 25%, at least 25% of the variable remuneration must relate to predetermined and objectively measurable performance criteria deferred over a minimum period of two years, and at least another 25% must relate to such criteria deferred over a minimum period of three years; and
- in respect of share-based remuneration, shares can only vest and options giving the right to receive shares or any other rights to acquire shares can only be exercisable as from three years after the grant.

The compensation of the members of Executive Management combines three integrated elements: base salary, variable pay, and other benefits.

The base salaries remain in line with market average. Variable pay payments are dependent on the Company's performance and the individual/team performance measured through the achievement of pre-established targets. They can vary up to 60% of the annual base salary, except for the CEO, who can potentially receive a variable pay up to 50% of his annual base salary. Variable pay is paid out in cash. No shares, options, or other rights to acquire shares are granted as part of the compensation. The other benefits concern only a smaller part of the total compensation of the Executive Management.

The Remuneration and Nomination Committee evaluates the performance of the CEO and discusses with the CEO the performance of the other members of the Executive Management.

The Remuneration and Nomination Committee then makes recommendations to the Board of Directors with respect to the compensation level of the CEO and the other members of the Executive Management based on performance outputs and a benchmark analysis of compensation levels for similar positions at comparable companies. The Company has not materially deviated from its remuneration policy during the reported financial year and has no plans to materially change the policy in the next two financial years other than changing the evaluation period of the variable pay of the CEO.

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CEO

The remuneration of the CEO will be based on recommendations made by the Remuneration and Nomination Committee. The remuneration is determined by the Board of Directors.

Of all the members of the Executive Management only the CEO is also a member of the Board of Directors. The CEO does not receive additional remuneration for this mandate.

The remuneration of the CEO is composed of a fixed and a variable amount. The variable pay of the CEO may vary up to 50% of the determined fixed compensation. The annual variable pay opportunities are determined by (i) global business performance measured through revenue growth and EBIT growth, which represents a 50% opportunity of the total variable pay, and (ii) an assessment of individual performance measured through achievement of pre-established targets, which represents a 50% opportunity of the total variable pay.

The variable pay of the CEO is determined over a multi-year payout period: (i) 50% of the variable pay will be based on performance criteria measured over the performance year itself; (ii) 25% of the variable pay will be based on performance criteria measured over two financial years; and (iii) 25% of the variable pay will be based on performance criteria measured over three financial years. The funding levels for the annual variable pay are dependent on the Company's performance against approved financial targets.

Any variable pay granted to the CEO over and above the base remuneration is revocable.

In 2019, the CEO received fixed remuneration amounting to USD 279,800 and a variable pay compensation of USD 34,969.

Sensinnovat BV (represented by Rudi De Winter)	Remuneration 2019 (in USD)
Base remuneration	USD 279,800
Variable remuneration	USD 34,968.75*
Pension	-
Extra-legal arrangements	-
Reimbursement of costs	-

*Note: the variable remuneration represents the amount paid in 2019 for performance in 2018.

The CEO does not benefit from contributions to a pension scheme, nor does he have any extra-legal arrangements through an individual/group insurance paid for by the Company, nor does he receive any other fringe benefits.

Other Executive Managers

The total amount of the fixed remuneration of the other members of the Executive Management amounted to USD 1,272,599 in 2019. The total of the 2019 variable pay component payouts amounted to USD 184,692.

Executive Managers	Remuneration 2019 (in USD)
Base remuneration	USD 1,272,598.55
Variable remuneration	USD 184,691.55*

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Pension	USD 65,908.51
Extra-legal arrangements	USD 89,970.89
Reimbursement of costs	USD 68,811.95

*Note: the variable remuneration represents the amount paid in 2019 for performance in 2018.

The Executive Management variable pay scheme does not include a multi-year payout horizon so far.

The annual variable pay opportunities of the Executive Management, except for the CEO, can constitute up to maximum 60% of the annual base remuneration and include (i) a global business performance measured through revenue growth and EBIT growth, which represents a 50% opportunity of the total variable pay; and (ii) an assessment of individual performance measured through achievement of pre-established targets, which represents a 50% opportunity of the total variable pay. The evaluation period for both components was the preceding year.

In the event that any variable remuneration would be paid based on incorrect financial data, such miscalculation could be compensated with the payment of future remuneration.

The members of the Executive Management working under an employment contract also benefit from extra-legal arrangements through a group insurance that is in effect in their respective home countries, i.e. pension, life insurance, disability, and medical insurance, all defined contribution schemes. All these group insurance elements are in line with home country market practices and only represent a minor portion of their remuneration.

Members of the Executive Management have contractual agreements with the Company or with a subsidiary of the Company that provide for severance payments in case of termination of the contract in line with the applicable laws of the country where the Company or its subsidiary is located.

In 2019, one member of the Executive Management Team, Mike Young (CEO of X-FAB Sarawak), decided to take on another challenge outside X-FAB.

Outlook

For the next financial years onwards, the Board of Directors determined, upon recommendation of the Remuneration and Nomination Committee, a remuneration policy which will be posted on the website of X-FAB. It will submit the policy to the annual general meeting on April 30, 2020. If approved, this policy will apply to the remuneration of directors and Executive Management from the financial year 2020 onwards. The remuneration policy is intended to be applied for several years. The policy shall, however, be analyzed on an annual basis by the Remuneration and Nomination Committee in close cooperation with the HR department.

The remuneration report for financial year 2020 will be prepared in accordance with the requirements of Directive 2007/39/EC on the exercise of certain rights of shareholders in listed companies and Belgian implementation thereof.

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10.8 Policy on certain transactions

Conflicts of interests in the Board of Directors

According to Article 523 of the Companies Code a member of the Board of Directors has to inform the other directors about any item on the agenda of the Board that will cause a direct or indirect conflict of interest of a financial nature to him/her. In this event the respective director may not participate in the deliberation and voting on this agenda item.

Pursuant to Article 524 of the Belgian Companies Code, companies listed on the stock exchange must follow a special procedure before decisions are taken or operations are executed concerning (i) the relations of the listed company with an affiliated company, except its subsidiaries, and (ii) the relations between a subsidiary of the listed company and an affiliated company of the subsidiary, other than a subsidiary of the subsidiary. Prior to the decision or transaction, a committee composed of three independent directors, assisted by one or more independent experts, must prepare written advice for the Board of Directors. The auditor delivers an opinion regarding the accuracy of the information contained in the committee advice and in the minutes of the Board of Directors' decision. The advice of the Committee, an excerpt from the minutes of the Board of Directors, and the opinion of the auditor have to be recorded in the annual report of the Company.

In 2019, there have been no conflicts of interest for which the procedure of Articles 523 or 524 of the Companies Code needed to be applied.

Other transactions with directors and Executive Management

As determined by section 3.6.2 (a) of the X-FAB Corporate Governance Charter, members of the Board of Directors should arrange their personal and business affairs in such a way as to avoid conflicts with X-FAB. Moreover, the members of the Board of Directors and the Executive Management are not permitted to enter, either directly or indirectly, into agreements with X-FAB or any of its subsidiaries for the provision of paid services or goods, unless explicitly authorized by the Board of Directors. Such agreements must always be at arm's length. Please refer to note 11 on related party transactions.

In 2019, there were no transactions between the Company and its directors or Executive Managers involving a conflict of interest. All related party transactions were made on terms equivalent to those that prevail in arm's length transactions.

Insider trading

In compliance with the Belgian Corporate Governance Code 2009 and EU regulation on market abuse (EU No. 596/2014) the X-FAB Insider Trading Policy was updated in 2017. A summary of the Dealing and Disclosure Code has been incorporated into the Corporate Governance Charter of X-FAB. The Dealing and Disclosure Code was approved by the Board of Directors on March 17, 2017.

X-FAB complies with the Belgian provisions on insider trading and market abuse. In this respect a list is kept up to date of all people with managerial responsibilities as well as all

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other people who have access to sensitive information which could have an effect on the share price.

The purpose of the X-FAB Insider Trading Policy is to prevent the abuse of inside information. Before trading any company shares, the members of the Board and the Executive Management have to receive the green light from the Compliance Officer and have to report back once the transaction has been completed. Furthermore, the members of the Board and the Executive Management as well as their closely associated persons have to notify all their transactions above a certain threshold in X-FAB shares to the Belgian Financial Services and Markets Authority, which will publish these notices on its website.

Compliance with the X-FAB Insider Trading Policy will be supported and verified by the Compliance Officer.

10.9 Internal control and risk assessment procedures in relation to financial reporting

The internal control and risk assessment procedures in relation to the process of financial reporting are coordinated by the CFO. Such procedures are in place to ensure that the financial reporting is based on reliable information and that the continuity of the financial reporting in conformity with the IFRS accounting principles is guaranteed.

The process of internal control in relation to the financial reporting is based on the following principles:

- Data on transactions or use of assets of the Company are registered accurately and saved in an automated global enterprise resource planning (ERP) system by the different X-FAB business units.
- Accounting transactions are registered in globally standardized operating charts of accounts.
- The financial information is prepared and reported in first instance by the accounting teams in the different legal entities of X-FAB worldwide.
- Consequently, the finance managers at the different X-FAB sites will review the prepared and reported local financial information before sending it to the Global Finance Department.
- In the Global Finance Department, the financial information will receive its final review before it is included in the consolidated financial statements.

X-FAB is validly represented by the sole signature of the CEO for all aspects within and outside the daily management of the Company. Specific powers are granted to members of the Executive Management to represent X-FAB in matters that relate to the functional area for which they are responsible. For actions that fall outside the scope of the daily management, the Company is validly represented by two directors acting together.

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In the event of the detection of certain deficiencies, this will be reported to the Executive Management to determine which appropriate measures can be taken.

The risk assessment in connection with the financial reporting is based on the following principles:

- Risks that the Company is confronted with are detected and monitored by the responsible persons of the different departments of the Company.
- The automated ERP system provides the responsible persons of the departments with permanent access to the financial information relevant to the business activities of their functional area for monitoring, controlling, and directing purposes.
- Closing the accounts at the end of every month warrants that the financial consequences of the identified risks are monitored closely to be able to anticipate to possible adverse evolutions.
- The financial results are also reviewed monthly on a global level.
- A data protection system based on antivirus software, internal and external backup of data, and the controlling of access rights to information protects the Company's information and guarantees the continuity of the financial reporting. The adequacy and integrity of these IT systems and procedures are reviewed regularly.
- In accordance with the 2009 Belgian Code on Corporate Governance X-FAB has set up an internal audit function for its financial department, whose resources and skills are adapted to assess the financial reporting and the risk management of the Company. The Audit Committee receives a periodic summary of the internal audit activities.

10.10 Description of certain information from the Articles of Association and elements pertinent to a take-over bid

Capital structure

The registered capital of X-FAB amounts to EUR 657,456,850.68 and is represented by 130,781,669 equal shares without par value. The shares are in registered or dematerialized form.

Restrictions on the transfer of securities

The Articles of Association contain no restrictions on the transfer of the shares. The Board of Directors is furthermore not aware of any restrictions imposed by law on the transfer of shares by any shareholder, except in the framework of market abuse regulations.

Restrictions on the exercise of voting rights

Each share entitles the holder to one vote. The Articles of Association contain no restrictions on the voting rights and each shareholder can exercise their voting rights provided they are validly admitted to the general meeting and their rights have not been suspended. Pursuant to Article 11 of the Articles of Association the Company is entitled to suspend the exercise of the rights attaching to securities belonging to several owners until one person is appointed towards the Company as representative of the security.

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No one can vote at the general meeting using voting rights attached to securities that have not been reported in due time in accordance with the Articles of Association and with the law.

The Board is not aware of any other restrictions imposed by law on the exercise of voting rights.

Agreements among shareholders

XTRION NV and Sarawak Technology Holdings Sdn. Bhd. have entered into a shareholders' agreement as shareholders of X-FAB (the "Shareholders' Agreement").

The Shareholders' Agreement applies for as long as each of the shareholders holds more than 5% of the shares in X-FAB. The Shareholders' Agreement addresses certain matters relating to the governance of X-FAB as well as the transfer of shares in X-FAB held by the parties to this Shareholders' Agreement.

Pursuant to the terms of the Shareholders' Agreement, XTRION NV and Sarawak Technology Holdings Sdn. Bhd. each have the right to appoint two directors on the Board of Directors. The Shareholders' Agreement furthermore provides for certain restrictions on the ability of XTRION NV and Sarawak Technology Holdings Sdn. Bhd. to transfer their shares in X-FAB.

Amendments to the Articles of Association

Matters involving special legal quorum requirements include, among others, amendments to the Articles of Association, issues of new shares, convertible bonds, or warrants and decisions regarding mergers and demergers, which require at least 50% of the share capital to be present or represented. If the quorum is not reached, a second meeting may be convened at which no quorum shall apply.

Matters involving special majority requirements include, among others, decisions regarding mergers and demergers, which require a majority of at least 75% of the votes cast.

Authorities of the Board to issue, buy back, or dispose of own shares

The Articles of Association foresee that the Board of Directors may increase the registered capital of the Company in one or several times by a (cumulated) amount of maximum EUR 657,456,850.68. Such authorization may be renewed in accordance with the relevant legal provisions. The Board of Directors can exercise this power for a period of five (5) years as from the date of publication in the Annexes to the Belgian State Gazette of the amendment to these Articles of Association approved by the Shareholders' Meeting on March 16, 2017 (i.e. April 26, 2017).

The Board of Directors is further authorized by Article 13 of the Articles of Association to acquire own shares in the Company, either directly, by a person acting in his/her own

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name on behalf of the Company or by a direct subsidiary within the meaning and the limits set out by Article 627, indent 1 of the Companies Code, under the following conditions:

- This authorization applies for a number of own shares, profit-sharing certificates, or associated certificates that is at most equal to that which, after acquisition, results in a total number of own shares held by the Company equal to the set limit of 20% as stipulated in Article 5 of the SE Regulation juncto Articles 620 ff. of the Companies Code (Article 7:215 ff. BCCA).
- Under this authorization a share should be acquired at a price that will respect the legal requirements, but that will in any case not be more than 10% below the lowest closing price in the last 30 trading days preceding the transaction and not more than 5% above the highest closing price in the last 30 trading days preceding the transaction.
- This authorization is valid for five years from March 16, 2017.

By resolution of the Shareholders' Meeting held on March 16, 2017 the Board of Directors is also authorized, subject to compliance with the provisions of the Companies Code, to acquire for the Company's account the Company's own shares, profit-sharing certificates, or associated certificates if such acquisition is necessary to avoid serious and imminent harm to the Company. Such authorization is valid for three years as from the date of publication of the authorization in the Annexes to the Belgian State Gazette (i.e. April 26, 2017).

By resolution of the Shareholders' Meeting held on March 16, 2017, the Board of Directors is authorized to divest itself of part of or all the Company's shares, profit-sharing certificates, or associated certificates.

- This can be done at any time and at a price it determines, on or outside the stock market or in the framework of its remuneration policy, to employees, directors, or consultants of the Company or to prevent any serious and imminent harm to the Company.
- The authorization covers the divestment of the Company's shares, profit-sharing certificates, or associated certificates by a direct subsidiary within the meaning of Article 627, indent 1 of the Companies Code (Article 7:221 BCCA).
- The authorization is valid without any time restriction, except when the divestment is to prevent any serious and imminent harm, in which case the authorization is valid for three years as from the date of publication of the authorization in the Annexes to the Belgian State Gazette (i.e. April 26, 2017).

Authorities of the Board to proceed with a capital increase

As per the Articles of Association, the Board of Directors is expressly empowered to proceed with a capital increase in any and all forms, including but not limited to a capital increase accompanied by the restriction or withdrawal of the preferential subscription rights, even after receipt by the Company of a notification by the Financial Services and Markets Authority (FSMA – "Autoriteit voor Financiële Diensten en Markten"/"Autorité des Services et Marchés Financiers") of a takeover bid for the Company's shares. Where this is the case, however, the capital increase must comply with the additional terms and conditions laid down in Article 5 of the SE Regulation juncto Article 607 of the Companies Code (Article 7:202 BCCA). The powers conferred on the Board of Directors remain in effect for a period of three years from the date of the amendment to the Articles of

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Association approved by Shareholders' Meeting held on March 16, 2017. These powers may be renewed for a further period of three years by resolution of the Shareholders' Meeting, deliberating, and deciding in accordance with applicable rules. If the Board of Directors decides upon an increase of authorized capital pursuant to this authorization, this increase will be deducted from the remaining part of the authorized capital.

Other elements

The Company has not issued securities with special control rights.

No agreements have been concluded between the Company and its directors or employees providing for compensation if, as a result of a takeover bid, the directors should resign or are made redundant without valid reason or if the employment of the employees is terminated.

10.11 Auditor

KPMG Bedrijfsrevisoren CVBA, whose registered office is situated at 1930 Zaventem, Lucht-haven, Brussel Nationaal 1K, was appointed as statutory auditor of the Company. Mr. Herwig Carmans, auditor, was appointed as the permanent representative of the auditor.

The mandate of KPMG Bedrijfsrevisoren CVBA was renewed for three years at the annual shareholders' meeting held on March 16, 2017.

The consolidated annual fee for this mandate amounted to USD 384,000 in audit fees, VAT excluded. In 2019, the additional fees for other services amounted to USD 87,000 VAT excluded. Non-audit related services mainly relate to certification engagements and tax compliance services. Reference is made to note 7.7.

10.12 Compliance with the 2009 Belgian Code on Corporate Governance

X-FAB complies with the principles of the 2009 Belgian Code on Corporate Governance. In view of the "comply-or-explain" principle of the Code the following overview sets out the provision of the Code that X-FAB does not comply with, along with an explanation of the reasons for non-compliance:

- The level of shareholding for the submission of proposals to the Shareholders' Meeting is, in accordance with the rules applicable to a Societas Europaea such as the Company, set at 10% of the share capital, while provision 8.8 of the Corporate Governance Code recommends that this level should not exceed 5%.

11. Non-financial information

Concerning the non-financial information, we refer to chapter 6 of the consolidated report.

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Herewith the Annual Accounts for your approval which give a fair, complete and faithful representation of the activities that took place during the year ended on December 31, 2019. This report, the auditors' report and financial statements for the year ended December 31, 2019 were at your disposal.

We suggest you to discharge the Directors and Auditors KPMG Bedrijfsrevisoren CVBA, represented by Mr. Herwig Carmans, for any liability which arises from the exercise of his duties during the past year.

The Board proposes the profit to be divided as included in the accompanying financial data.

Done at Tessenderlo on March 20, 2020

On behalf of the Board of Directors

Rudi De Winter
CEO

REPORT OF THE AUDITORS



Statutory auditor's report to the general meeting of X-FAB Silicon Foundries SE on the annual accounts as of and for the year ended December 31, 2019

FREE TRANSLATION OF UNQUALIFIED STATUTORY AUDITOR'S REPORT ORIGINALLY PREPARED IN DUTCH

In the context of the statutory audit of the annual accounts of X-FAB Silicon Foundries SE ("the Company"), we provide you with our statutory auditor's report. This includes our report on the annual accounts for the year ended December 31, 2019, as well as other legal and regulatory requirements. Our report is one and indivisible.

We were appointed as statutory auditor by the general meeting of March 16, 2017, in accordance with the proposal of the board of directors issued on the recommendation of the audit committee. Our mandate will expire on the date of the general meeting deliberating on the annual accounts for the year ended December 31, 2019. We have performed the statutory audit of the annual accounts of X-FAB Silicon Foundries SE for 12 consecutive financial years.

Report on the annual accounts

Unqualified opinion

We have audited the annual accounts of the Company as of and for the year ended December 31, 2019, prepared in accordance with the financial reporting framework applicable in Belgium. These annual accounts comprise the balance sheet as at December 31, 2019, the income statement for the year then ended and notes. The balance sheet total amounts to EUR 899.054.931 and the income statement shows a profit for the year of EUR 65.838.162.

In our opinion, the annual accounts give a true and fair view of the Company's equity and financial position as at December 31, 2019 and of its financial performance for the year then ended in accordance with the financial reporting framework applicable in Belgium.

Basis for our unqualified opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs") as adopted in Belgium. In addition, we have applied the ISAs as issued by the IAASB applicable for the current accounting year while these have not been adopted in Belgium yet. Our responsibilities under those standards are further described in the "Statutory auditors' responsibility for the audit of the annual accounts" section of our report. We have complied with the ethical requirements that are relevant to our audit of the annual accounts in Belgium, including the independence requirements.

We have obtained from the board of directors and the Company's officials the explanations and information necessary for performing our audit.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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Statutory auditor's report to the general meeting of X-FAB Silicon Foundries SE on the annual accounts as of and for the year ended December 31, 2019

Key audit matter

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the annual accounts of the current period. These matters were addressed in the context of our audit of the annual accounts as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We did not identify key audit matters to report.

Board of directors' responsibilities for the preparation of the annual accounts

The board of directors is responsible for the preparation of these annual accounts that give a true and fair view in accordance with the financial reporting framework applicable in Belgium, and for such internal control as board of directors determines, is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, the board of directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the board of directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Statutory auditor's responsibilities for the audit of the annual accounts

Our objectives are to obtain reasonable assurance as to whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of the users taken on the basis of these annual accounts.

When performing our audit we comply with the legal, regulatory and professional requirements applicable to audits of the annual accounts in Belgium. The scope of the statutory audit of the annual accounts does not extend to providing assurance on the future viability of the Company nor on the efficiency or effectivity of how the board of directors has conducted or will conduct the business of the Company.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also perform the following procedures:

- Identify and assess the risks of material misstatement of the annual accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for

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Statutory auditor's report to the general meeting of X-FAB Silicon Foundries SE on the annual accounts as of and for the year ended December 31, 2019

- one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by board of directors;
 - Conclude on the appropriateness of board of directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the annual accounts or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern;
 - Evaluate the overall presentation, structure and content of the annual accounts, including the disclosures, and whether the annual accounts represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the audit committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For the matters communicated with the audit committee, we determine those matters that were of most significance in the audit of the annual accounts of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

Other legal and regulatory requirements

Responsibilities of the Board of directors

The board of directors is responsible for the preparation and the content of the board of directors' annual report on the annual accounts, of the documents required to be filed in accordance with the legal and regulatory requirements, for maintaining the Company's accounting records in compliance with the applicable legal and regulatory requirements, as well as for the Company's

REPORT OF THE AUDITORS



Statutory auditor's report to the general meeting of X-FAB Silicon Foundries SE on the annual accounts as of and for the year ended December 31, 2019

compliance with the Companies' Code or, as from January 1, 2020, the Companies' and Associations' Code and the Company's articles of association.

Statutory auditor's responsibilities

In the context of our mandate and in accordance with the Belgian standard which is complementary to the International Standards on Auditing as applicable in Belgium, our responsibility is to verify, in all material respects, the board of directors' annual report on the annual accounts, certain documents to be filed in accordance with legal and regulatory requirements and compliance with certain requirements of the Companies' Code or, as from January 1, 2020, the Companies' and Associations' Code and with the Company's articles of association, and to report on these matters.

Aspects concerning the board of directors' annual report on the annual accounts

Based on specific work performed on the board of directors' annual report on the annual accounts, we are of the opinion that this report is consistent with the annual accounts for the same period and has been prepared in accordance with articles 3:5 and 3:6 of the Companies' and Associations' Code.

In the context of our audit of the annual accounts, we are also responsible for considering, in particular based on the knowledge gained throughout the audit, whether the board of directors' annual report on the annual accounts contains material misstatements, that is information incorrectly stated or misleading. In the context of the procedures carried out, we did not identify any material misstatements that we have to report to you.

The non-financial information required by article 3:6 §4 of the Companies' and Associations' Code has been included in the board of directors' annual report on the annual accounts. The Company has prepared this non-financial information based on Global Reporting Initiative ("GRI") standards. In accordance with art 3:75 §1, 1st paragraph, 6° of the Companies' and Associations' Code, we do not comment on whether this non-financial information has been prepared in accordance with the mentioned GRI standards.

Information regarding the social balance sheet

The social balance sheet, which is to be filed with the National Bank of Belgium in accordance with article 3:12 §1 8° of the Companies' and Associations' Code, includes, with respect to form and content, the information required by law and does not present any material inconsistencies with the information that we became aware of during the performance of our engagement.

Information about the independence

- Our audit firm and our network have not performed any engagement which is incompatible with the statutory audit of the annual accounts and our audit firm remained independent of the Company during the term of our mandate.
- The fees for the additional engagements which are compatible with the statutory audit of the annual accounts referred to in article 3:65 of the

REPORT OF THE AUDITORS

Statutory auditor's report to the general meeting of X-FAB Silicon Foundries SE on the annual accounts as of and for the year ended December 31, 2019

Companies' and Associations' Code were correctly stated and disclosed in the notes to the annual accounts.

Other aspects

- Without prejudice to formal aspects of minor importance, the accounting records were maintained in accordance with the legal and regulatory requirements applicable in Belgium.
- The appropriation of results proposed to the general meeting complies with the legal provisions and the provisions of the articles of association.
- We do not have to inform you of any transactions undertaken or decisions taken in breach of the Company's articles of association or the Companies' Code or, as from January 1, 2020, the Companies' and Associations' Code.
- This report is consistent with our additional report to the audit committee on the basis of Article 11 of Regulation (EU) No 537/2014.

Hasselt, March 31, 2020

KPMG Réviseurs d'Entreprises / Bedrijfsrevisoren
Statutory Auditor
represented by

Herwig Carmans
Réviseur d'Entreprises / Bedrijfsrevisor

SOCIAL BALANCE SHEET

Number of joint industrial committee:

STATEMENT OF THE PERSONS EMPLOYED

EMPLOYEES FOR WHOM THE ENTERPRISE SUBMITTED A DIMONA DECLARATION OR WHO ARE RECORDED IN THE GENERAL PERSONNEL REGISTER

During the current period	Codes	Total	1. Men	2. Women
Average number of employees				
Full-time	1001	2,0	2,0	
Part-time	1002			
Total in full-time equivalents	1003	2,0	2,0	
Number of hours actually worked				
Full-time	1011	3.754	3.754	
Part-time	1012			
Total	1013	3.754	3.754	
Personnel costs				
Full-time	1021	170.920	170.920	
Part-time	1022			
Total	1023	170.920	170.920	
Advantages in addition to wages	1033			

During the preceding period	Codes	P. Total	1P. Men	2P. Women
Average number of employees in FTE	1003	3,4	2,4	1,0
Number of hours actually worked	1013	2.698	2.698	
Personnel costs	1023	106.133	106.133	
Advantages in addition to wages	1033			

EMPLOYEES FOR WHOM THE ENTERPRISE SUBMITTED A DIMONA DECLARATION OR WHO ARE RECORDED IN THE GENERAL PERSONNEL REGISTER (continuation)

	Codes	1. Full-time	2. Part-time	3. Total full-time equivalents
At the closing date of the period				
Number of employees	105	2		2,0
By nature of the employment contract				
Contract for an indefinite period	110	2		2,0
Contract for a definite period	111			
Contract for the execution of a specifically assigned work	112			
Replacement contract	113			
According to gender and study level				
Men	120	2		2,0
primary education	1200			
secondary education	1201			
higher non-university education	1202			
university education	1203	2		2,0
Women	121			
primary education	1210			
secondary education	1211			
higher non-university education	1212			
university education	1213			
By professional category				
Management staff	130			
Employees	134	2		2,0
Workers	132			
Others	133			

HIRED TEMPORARY STAFF AND PERSONNEL PLACED AT THE ENTERPRISE'S DISPOSAL

	Codes	1. Hired temporary staff	2. Persons placed at the enterprise's disposal
During the period			
Average number of persons employed	150		
Number of hours actually worked	151		
Costs for the enterprise	152		

LIST OF PERSONNEL MOVEMENTS DURING THE PERIOD

ENTRIES

	Codes	1. Full-time	2. Part-time	3. Total full-time equivalents
Number of employees for whom the enterprise submitted a DIMONA declaration or who have been recorded in the general personnel register during the financial year	205			
By nature of employment contract				
Contract for an indefinite period	210			
Contract for a definite period	211			
Contract for the execution of a specifically assigned work	212			
Replacement contract	213			

DEPARTURES

	Codes	1. Full-time	2. Part-time	3. Total full-time equivalents
Number of employees whose contract-termination date has been entered in DIMONA declaration or in the general personnel register during the financial year	305			
By nature of employment contract				
Contract for an indefinite period	310			
Contract for a definite period	311			
Contract for the execution of a specifically assigned work	312			
Replacement contract	313			
By reason of termination of contract				
Retirement	340			
Unemployment with extra allowance from enterprise	341			
Dismissal	342			
Other reason	343			
Of which the number of persons who continue to render services to the enterprise at least half-time on a self-employed basis	350			

INFORMATION ON TRAININGS PROVIDED TO EMPLOYEES DURING THE PERIOD

	Codes	Men	Codes	Women
Total of initiatives of formal professional training at the expense of the employer				
Number of employees involved	5801		5811	
Number of actual training hours	5802		5812	
Net costs for the enterprise	5803		5813	
of which gross costs directly linked to training	58031		58131	
of which fees paid and payments to collective funds	58032		58132	
of which grants and other financial advantages received (to deduct).. ..	58033		58133	
Total of initiatives of less formal or informal professional training at the expense of the employer				
Number of employees involved	5821		5831	
Number of actual training hours	5822		5832	
Net costs for the enterprise	5823		5833	
Total of initiatives of initial professional training at the expense of the employer				
Number of employees involved	5841		5851	
Number of actual training hours	5842		5852	
Net costs for the enterprise	5843		5853	