ANNUAL ACCOUNTS AND/OR OTHER DOCUMENTS TO BE FILED IN ACCORDANCE WITH THE BELGIAN COMPANIES AND ASSOCIATIONS CODE

IDENTIFICATION DETAILS (at the filing date)

Entity name : **X-Fab Silicon Foundries**

Entity legal form : European company (Societas Europaea)

Address : Transportstraat Nr : 1 Box :

Postal code : 3980 City : Tessenderlo-Ham

Country : Belgium

Register of legal persons - Business Court of Antwerp, division Hasselt

Website :

E-mail address :

Company registration number: 0882.390.885

Date of filing the most recent document mentioning the date of publication of the deed of incorporation and of the deed of amendment of the articles of association: 02-05-2022

This filing concerns :

☒ the ANNUAL ACCOUNTS in EURO approved by the general meeting of 30-04-2026

☒ the OTHER DOCUMENTS

regarding

the financial year covering the period from 01-01-2025 to 31-12-2025

the preceding period of the annual accounts from 01-01-2024 to 31-12-2024

The amounts for the preceding period are identical to the ones previously published.

Numbers of the sections of the standard model form not filed because they serve no useful purpose :

F-cap 6.2.1, F-cap 6.2.2, F-cap 6.2.3, F-cap 6.2.4, F-cap 6.2.5, F-cap 6.3.1, F-cap 6.3.4, F-cap 6.3.5, F-cap 6.3.6, F-cap 6.4.2, F-cap 6.4.3, F-cap 6.5.2, F-cap 6.6, F-cap 6.8, F-cap 6.17, F-cap 6.18.2, F-cap 6.20, F-cap 9, F-cap 11, F-cap 12, F-cap 13, F-cap 14, F-cap 15

LIST OF DIRECTORS, BUSINESS MANAGERS AND AUDITORS AND DECLARATION REGARDING A COMPLIMENTARY REVIEW OR CORRECTION ASSIGNMENT

LIST OF DIRECTORS, BUSINESS MANAGERS AND AUDITORS

COMPLETE LIST with surname, first names, profession, place of residence (address, number, postal code and town) and position within the company

Verschaeren Christel Constancia C.
Transportstraat 1
3980 Tessenderlo-Ham
BELGIUM
Start of the mandate : 2025-04-24 End of the mandate : 2029-04-26 Director

Wan Omar Dr Haji Wan Lizozman
Transportstraat 1
3980 Tessenderlo-Ham
BELGIUM
Start of the mandate : 2022-04-28 End of the mandate : 2026-04-30 Director

Iacona Estelle
Transportstraat 1
3980 Tessenderlo-Ham
BELGIUM
Start of the mandate : 2025-04-24 End of the mandate : 2029-04-26 Director

Bin Bugo Hamid
Transportstraat 1
3980 Tessenderlo-Ham
BELGIUM
Start of the mandate : 2025-04-24 End of the mandate : 2029-04-26 Director

Straub Hans-Jurgen
Transportstraat 1
3980 Tessenderlo-Ham
BELGIUM
Start of the mandate : 2025-04-24 End of the mandate : 2029-04-26 Director

Duchatelet Roland
Transportstraat 1
3980 Tessenderlo-Ham
BELGIUM
Start of the mandate : 2025-04-24 End of the mandate : 2029-04-26 Director

Aurore NV
0445038572
Beigemsesteenweg 55
1850 Grimbergen
BELGIUM
Start of the mandate : 2022-04-28 End of the mandate : 2026-04-30 Director

Represented directly or indirectly by :

Juliam Christine
Beigemsesteenweg 55
1850 Grimbergen
BELGIUM

Sensinnovat BV
0884338607
Transportstraat 1
3980 Tessenderlo-Ham
BELGIUM
Start of the mandate : 2025-04-24 End of the mandate : 2029-04-26 Director

Represented directly or indirectly by :

De Winter Rudi
Transportstraat 1
3980 Tessenderlo-Ham
BELGIUM

Vlinvlin BV
0723452427
Lege Veldkantlaan 18
2540 Hove (Antwerp)
BELGIUM
Start of the mandate : 2023-04-27 End of the mandate : 2025-04-24 Director

Represented directly or indirectly by :

Qi Ling
Lege Veldkantlaan 18
2540 Hove (Antwerp)
BELGIUM

KPMG Bedrijfsrevisoren BV (B00001)
0419122548
Luchthaven Brussel Nationaal 1 K
1930 Zaventem
BELGIUM
Start of the mandate : 2023-04-27 End of the mandate : 2026-04-30 Auditor

Represented directly or indirectly by :

Carmans Herwig (A02326)

Luchthavenlaan Brussel Nationaal 1 K
1930 Zaventem
BELGIUM

DECLARATION REGARDING A COMPLIMENTARY REVIEW OR CORRECTION ASSIGNMENT

The managing board declares that not a single audit or correction assignment has been given to a person not authorized to do so by law, pursuant to article 5 of the law of 17 March 2019 on the professions of accountant and tax adviser.

The annual accounts were not audited or corrected by a certified accountant or by a company auditor who is not the statutory auditor.

If affirmative, should be mentioned hereafter: surname, first names, profession and address of each external accountant or company auditor and their membership number at their Institute, as well as the nature of their assignment:

A. Bookkeeping of the company*,
B. Preparing the annual accounts*,
C. Auditing the annual accounts and/or
D. Correcting the annual accounts.

If the tasks mentioned under A or B are executed by accountants or tax experts, the following information can be mentioned hereafter: surname, first names, profession and address of each certified accountant or tax expert and their membership number at the Institute for Tax Advisers and Accountants (ITAA), as well as the nature of their assignment.

(* Optional mention.)

Surname, first names, profession and address	Membership number	Nature of the assignment (A, B, C and/or D)

ANNUAL ACCOUNTS

BALANCE SHEET AFTER APPROPRIATION

	Notes	Codes	Period	Preceding period
ASSETS				
FORMATION EXPENSES	6.1	20	**1.682.234**	**2.157.331**
FIXED ASSETS		21/28	**1.092.876.756**	**1.137.777.889**
Intangible fixed assets	6.2	21		
Tangible fixed assets	6.3	22/27	**21.897**	**27.869**
Land and buildings		22		
Plant, machinery and equipment		23		
Furniture and vehicles		24	21.897	27.869
Leasing and other similar rights		25		
Other tangible fixed assets		26		
Assets under construction and advance payments		27		
Financial fixed assets	6.4/6.5.1	28	**1.092.854.859**	**1.137.750.021**
Affiliated companies	6.15	280/1	1.092.854.859	1.137.750.021
Participating interests		280	1.092.854.859	1.137.750.021
Amounts receivable		281		
Other companies linked by participating interests	6.15	282/3		
Participating interests		282		
Amounts receivable		283		
Other financial fixed assets		284/8		
Shares		284		
Amounts receivable and cash guarantees		285/8		

	Notes	Codes	Period	Preceding period
CURRENT ASSETS		29/58	**63.230.309**	**56.331.853**
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	**19.973.427**	**36.970.133**
Trade debtors		40	31.284	18.846
Other amounts receivable		41	19.942.142	36.951.288
Current investments	6.5.1/6.6	50/53		
Own shares		50		
Other investments		51/53		
Cash at bank and in hand		54/58	**43.130.405**	**19.295.815**
Accruals and deferred income	6.6	490/1	**126.477**	**65.904**
TOTAL ASSETS		20/58	**1.157.789.299**	**1.196.267.073**

	Notes	Codes	Period	Preceding period
EQUITY AND LIABILITIES				
EQUITY		10/15	**1.125.360.252**	**1.165.687.563**
Contributions	6.7.1	10/11	**750.358.943**	**750.358.943**
Capital		10	657.456.851	657.456.851
Issued capital		100	657.456.851	657.456.851
Uncalled capital		101		
Beyond capital		11	92.902.092	92.902.092
Share premium account		1100/10	92.902.092	92.902.092
Other		1109/19		
Revaluation surpluses		12		
Reserves		13	**21.336.948**	**21.336.948**
Reserves not available		130/1	21.336.948	21.336.948
Legal reserve		130	20.775.393	20.775.393
Reserves not available statutorily		1311		
Purchase of own shares		1312	561.555	561.555
Financial support		1313		
Other		1319		
Untaxed reserves		132		
Available reserves		133		
Accumulated profits (losses) (+)/(-)		14	**353.664.361**	**393.991.672**
Capital subsidies		15		
Advance to shareholders on the distribution of net assets		19		
PROVISIONS AND DEFERRED TAXES		16		
Provisions for liabilities and charges		160/5		
Pensions and similar obligations		160		
Taxes		161		
Major repairs and maintenance		162		
Environmental obligations		163		
Other liabilities and charges	6.8	164/5		
Deferred taxes		168		

	Notes	Codes	Period	Preceding period
AMOUNTS PAYABLE		17/49	**32.429.048**	**30.579.510**
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		
Advance payments on contracts in progress		176		
Other amounts payable		178/9		
Amounts payable within one year	6.9	42/48	**32.429.048**	**30.579.510**
Current portion of amounts payable after more than one year falling due within one year		42		
Financial debts		43	31.518.157	6.535.054
Credit institutions		430/8	31.518.157	6.535.054
Other loans		439		
Trade debts		44	311.561	499.531
Suppliers		440/4	311.561	499.531
Bills of exchange payable		441		
Advance payments on contracts in progress		46		
Taxes, remuneration and social security	6.9	45	120.790	101.843
Taxes		450/3		
Remuneration and social security		454/9	120.790	101.843
Other amounts payable		47/48	478.539	23.443.081
Accruals and deferred income	6.9	492/3		
TOTAL LIABILITIES		10/49	**1.157.789.299**	**1.196.267.073**

PROFIT AND LOSS ACCOUNT

		Notes	Codes	Period	Preceding period
Operating income			70/76A	**3.650.254**	**20.073.688**
Turnover		6.10	70	3.608.761	20.019.291
Stocks of finished goods and work and contracts in progress: increase (decrease)	(+)/(-)		71		
Produced fixed assets			72		
Other operating income		6.10	74	41.493	49.515
Non-recurring operating income		6.12	76A		4.881
Operating charges			60/66A	**3.133.180**	**19.458.593**
Goods for resale, raw materials and consumables			60		
Purchases			600/8		
Stocks: decrease (increase)	(+)/(-)		609		
Services and other goods			61	2.814.389	19.158.498
Remuneration, social security and pensions	(+)/(-)	6.10	62	312.648	290.707
Amortisations of and other amounts written down on formation expenses, intangible and tangible fixed assets			630	5.972	9.200
Amounts written down on stocks, contracts in progress and trade debtors: additions (write-backs)	(+)/(-)	6.10	631/4		
Provisions for liabilities and charges: appropriations (uses and write-backs)	(+)/(-)	6.10	635/8		
Other operating charges		6.10	640/8	171	188
Operating charges reported as assets under restructuring costs	(-)		649		
Non-recurring operating charges		6.12	66A		
Operating profit (loss)	(+)/(-)		9901	**517.074**	**615.094**

		Notes	Codes	Period	Preceding period
Financial income			75/76B	**24.428.842**	**18.612.695**
Recurring financial income			75	24.428.842	18.612.695
Income from financial fixed assets			750	24.329.004	15.510.434
Income from current assets			751	99.838	1.019.553
Other financial income		6.11	752/9		2.082.709
Non-recurring financial income		6.12	76B		
Financial charges			65/66B	**65.242.980**	**221.538**
Recurring financial charges		6.11	65	5.960.709	221.538
Debt charges			650	1.639.063	221.538
Amounts written down on current assets other than stocks, contracts in progress and trade debtors: additions (write-backs)	(+)/(-)		651		
Other financial charges			652/9	4.321.646	
Non-recurring financial charges		6.12	66B	59.282.271	
Profit (Loss) for the period before taxes	(+)/(-)		9903	**-40.297.064**	**19.006.252**
Transfer from deferred taxes			780		
Transfer to deferred taxes			680		
Income taxes on the result	(+)/(-)	6.13	67/77	**30.247**	**349.123**
Taxes			670/3	30.247	349.123
Adjustment of income taxes and write-back of tax provisions			77		
Profit (Loss) of the period	(+)/(-)		9904	**-40.327.311**	**18.657.128**
Transfer from untaxed reserves			789		
Transfer to untaxed reserves			689		
Profit (Loss) of the period available for appropriation	(+)/(-)		9905	**-40.327.311**	**18.657.128**

APPROPRIATION ACCOUNT

		Codes	Period	Preceding period
Profit (Loss) to be appropriated	(+)/(-)	9906	**353.664.361**	**394.924.528**
Profit (Loss) of the period available for appropriation	(+)/(-)	(9905)	-40.327.311	18.657.128
Profit (Loss) of the preceding period brought forward	(+)/(-)	14P	393.991.672	376.267.400
Transfers from equity		791/2		
from contributions		791		
from reserves		792		
Appropriations to equity		691/2		**932.856**
to contributions		691		
to legal reserve		6920		932.856
to other reserves		6921		
Profit (loss) to be carried forward	(+)/(-)	(14)	**353.664.361**	**393.991.672**
Shareholders' contribution in respect of losses		794		
Profit to be distributed		694/7		
Compensation for contributions		694		
Directors or managers		695		
Employees		696		
Other beneficiaries		697		

EXPLANATORY DISCLOSURES

STATEMENT OF FORMATION, CAPITAL INCREASE OR INCREASE OF CONTRIBUTIONS EXPENSES, LOAN ISSUE EXPENSES AND RESTRUCTURING COSTS

		Codes	Period	Preceding period
Net book value at the end of the period		20P	**XXXXXXXXXX**	**2.157.331**
Movements during the period				
New expenses incurred		8002		
Amortisation		8003	475.096	
Other	(+)/(-)	8004		
Net book value at the end of the period		(20)	**1.682.234**	
Of which				
Formation, capital increase or increase of contributions expenses, loan issue expenses and other formation expenses		200/2	1.682.234	
Restructuring costs		204		

STATEMENT OF TANGIBLE FIXED ASSETS

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

		Codes	Period	Preceding period
FURNITURE AND VEHICLES				
Acquisition value at the end of the period		8193P	**XXXXXXXXXX**	**35.831**
Movements during the period				
Acquisitions, including produced fixed assets		8163		
Sales and disposals		8173		
Transfers from one heading to another	(+)/(-)	8183		
Acquisition value at the end of the period		8193	**35.831**	
Revaluation surpluses at the end of the period		8253P	**XXXXXXXXXX**	
Movements during the period				
Recorded		8213		
Acquisitions from third parties		8223		
Cancelled		8233		
Transferred from one heading to another	(+)/(-)	8243		
Revaluation surpluses at the end of the period		8253		
Amortisations and amounts written down at the end of the period		8323P	**XXXXXXXXXX**	**7.962**
Movements during the period				
Recorded		8273	5.972	
Written back		8283		
Acquisitions from third parties		8293		
Cancelled owing to sales and disposals		8303		
Transferred from one heading to another	(+)/(-)	8313		
Amortisations and amounts written down at the end of the period		8323	**13.934**	
NET BOOK VALUE AT THE END OF THE PERIOD		(24)	**21.897**	

STATEMENT OF FINANCIAL FIXED ASSETS

		Codes	Period	Preceding period
AFFILIATED COMPANIES - PARTICIPATING INTERESTS AND SHARES				
Acquisition value at the end of the period		8391P	**XXXXXXXXXX**	**1.137.750.021**
Movements during the period				
Acquisitions		8361	14.387.109	
Sales and disposals		8371		
Transfers from one heading to another	(+)/(-)	8381		
Acquisition value at the end of the period		8391	**1.152.137.130**	
Revaluation surpluses at the end of the period		8451P	**XXXXXXXXXX**	
Movements during the period				
Recorded		8411		
Acquisitions from third parties		8421		
Cancelled		8431		
Transferred 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	**XXXXXXXXXX**	
Movements during the period				
Recorded		8471	59.282.271	
Written back		8481		
Acquisitions from third parties		8491		
Cancelled owing to sales and disposals		8501		
Transferred from one heading to another	(+)/(-)	8511		
Amounts written down at the end of the period		8521	**59.282.271**	
Uncalled amounts at the end of the period		8551P	**XXXXXXXXXX**	
Movements during the period	(+)/(-)	8541		
Uncalled amounts at the end of the period		8551		
NET BOOK VALUE AT THE END OF THE PERIOD		(280)	**1.092.854.859**	
AFFILIATED COMPANIES - AMOUNTS RECEIVABLE				
NET BOOK VALUE AT THE END OF THE PERIOD		281P	**XXXXXXXXXX**	
Movements during the period				
Appropriations		8581		
Repayments		8591		
Amounts written down		8601		
Amounts written back		8611		
Exchange differences	(+)/(-)	8621		
Other movements	(+)/(-)	8631		
NET BOOK VALUE AT THE END OF THE PERIOD		(281)		
ACCUMULATED AMOUNTS WRITTEN DOWN ON AMOUNTS RECEIVABLE AT END OF THE PERIOD		8651		

PARTICIPATING INTERESTS INFORMATION

PARTICIPATING INTERESTS AND OTHER RIGHTS IN OTHER COMPANIES

The following list mentions the companies in which the company holds a participating interest (recorded in headings 280 and 282 of assets), as well as the companies in which the company holds rights (recorded in headings 284 and 51/53 of assets) for an amount of at least 10% of the capital, the equity or a class of shares of the company.

NAME, full address of the REGISTERED OFFICE and, for an entity governed by Belgian law, the COMPANY REGISTRATION NUMBER	Rights held				Data extracted from the most recent annual accounts			
	Nature	Directly		Subsidiaries	Annual accounts as per	Currency code	Equity	Net result
		Number	%	%			(+) or (-) (in units)	
M-MOS Semiconductor Hong Kong Ltd Flat X, Valiant Industrial Building 10 F 2 – 12 Au Pui Wan Street, Fo Tan, Shatin New Territories HONG KONG	REGISTERED SHARES	5.000.000	100		2025-12-31	USD	12.155.279	2.209.788
X-FAB JAPAN KK SHIN YOKOHAMA DAINI CENTER BUILDING 10F 3-19-5 SHIN YOKOHAMA JAPAN	REGISTERED SHARES	160	100		2025-12-31	USD	-997.011	53.434
X-FAB MEMS FOUNDRY GMBH Haarbergstrasse 67 99097 ERFURT GERMANY	REGISTERED SHARES	1	100		2025-12-31	USD	85.486.707	15.323.576
X-FAB SARAWAK SDH. BDH. SILICON DRIVE 1 93350 KUCHING MALAYSIA	REGISTERED SHARES	2.184.594.835	100		2025-12-31	USD	783.274.094	131.704.420
X-FAB SEMICONDUCTOR FOUNDRIES GmbH HAARBERGSTRASSE 67 99097 Erfurt GERMANY	REGISTERED SHARES	1	100		2025-12-31	USD	450.781.732	7.490.817
X-Fab France SAS Boulevard John Kennedy 224 91105 Corbeil-Essonnes Cedex FRANCE	REGISTERED SHARES	60.574.261	100		2025-12-31	USD	89.290.945	-61.515.093

STATEMENT OF CAPITAL AND SHAREHOLDERS' STRUCTURE

	Codes	Period	Preceding period
STATEMENT OF CAPITAL			
Capital			
Issued capital at the end of the period	100P	XXXXXXXXXX	657.456.851
Issued capital at the end of the period	(100)	657.456.851	

	Codes	Amounts	Number of shares
Modifications during the period			
Composition of the capital			
Share types			
Shares without nominal value		657.456.851	130.781.669
Registered shares	8702	XXXXXXXXXX	130.781.669
Shares dematerialized	8703	XXXXXXXXXX	

	Codes	Uncalled amount	Called up amount, unpaid
Unpaid capital			
Uncalled capital	(101)		XXXXXXXXXX
Called up capital, unpaid	8712	XXXXXXXXXX	
Shareholders that still need to pay up in full			

	Codes	Period
Own shares		
Held by the company itself		
Amount of capital held	8721	
Number of shares	8722	
Held by a subsidiary		
Amount of capital held	8731	
Number of shares	8732	
Commitments to issuing shares		
Owing to the exercise of conversion rights		
Amount of outstanding convertible loans	8740	
Amount of capital to be subscribed	8741	
Corresponding maximum number of shares to be issued	8742	
Owing to the exercise of subscription rights		
Number of outstanding subscription rights	8745	
Amount of capital to be subscribed	8746	
Corresponding maximum number of shares to be issued	8747	
Authorised capital not issued	8751	

	Codes	Period
Shares issued, non-representing capital		
Distribution		
Number of shares	8761	
Number of voting rights attached thereto	8762	
Allocation by shareholder		
Number of shares held by the company itself	8771	
Number of shares held by its subsidiaries	8781	

ADDITIONAL NOTES REGARDING CONTRIBUTIONS (INCLUDING CONTRIBUTIONS IN THE FORM OF SERVICES OR KNOW-HOW)

Period

SHAREHOLDERS' STRUCTURE OF THE COMPANY AT YEAR-END CLOSING DATE

as reflected in the notifications received by the company pursuant to article 7:225 of the Belgian Companies and Associations Code, article 14 fourth paragraph of the law of 2 May 2007 on the publication of major holdings and article 5 of the Royal Decree of 21 August 2008 on further rules for certain multilateral trading facilities.

NAME of the persons who hold rights of the company, together with the ADDRESS (of the registered office, in the case of a legal person) and the COMPANY REGISTRATION NUMBER, in the case of an company governed by Belgian law	Rights held			
	Nature	Number of voting rights		%
		Attached to securities	Not attached to securities	
Elex NV 0421226161 Tiensesteenweg 168 c204 3800 Sint-Truiden BELGIUM	REGISTERED SHARES	32.672.778		
Sarawak Technology Holdings Sdn. Bhd. Silicon Drive 1 93350 Kuching MALAYSIA	REGISTERED SHARES	14.948.655		
Sensinnovat BV 0884338607 Transportstraat 1 3980 Tessenderlo-Ham BELGIUM	REGISTERED SHARES	32.572.329		

STATEMENT OF AMOUNTS PAYABLE AND ACCRUALS AND DEFERRED INCOME (LIABILITIES)

	Codes	Period
BREAKDOWN OF AMOUNTS PAYABLE WITH AN ORIGINAL TERM OF MORE THAN ONE YEAR, ACCORDING TO THEIR RESIDUAL MATURITY		
Current portion of amounts payable after more than one year falling due within one year		
Financial debts	8801	
Subordinated loans	8811	
Unsubordinated debentures	8821	
Leasing and other similar obligations	8831	
Credit institutions	8841	
Other loans	8851	
Trade debts	8861	
Suppliers	8871	
Bills of exchange payable	8881	
Advance payments on contracts in progress	8891	
Other amounts payable	8901	
Total current portion of amounts payable after more than one year falling due within one year	(42)	
Amounts payable with a remaining term of more than one year, yet less than 5 years		
Financial debts	8802	
Subordinated loans	8812	
Unsubordinated debentures	8822	
Leasing and other similar obligations	8832	
Credit institutions	8842	
Other loans	8852	
Trade debts	8862	
Suppliers	8872	
Bills of exchange payable	8882	
Advance payments on contracts in progress	8892	
Other amounts payable	8902	
Total amounts payable with a remaining term of more than one year, yet less than 5 years	8912	
Amounts payable with a remaining term of more than 5 years		
Financial debts	8803	
Subordinated loans	8813	
Unsubordinated debentures	8823	
Leasing and other similar obligations	8833	
Credit institutions	8843	
Other loans	8853	
Trade debts	8863	
Suppliers	8873	
Bills of exchange payable	8883	
Advance payments on contracts in progress	8893	
Other amounts payable	8903	
Total amounts payable with a remaining term of more than 5 years	8913	

	Codes	Period
AMOUNTS PAYABLE GUARANTEED (INCLUDED IN ACCOUNTS 17 AND 42/48 OF LIABILITIES)		
Amounts payable guaranteed by the Belgian government agencies		
Financial debts	8921	
Subordinated loans	8931	
Unsubordinated debentures	8941	
Leasing and other similar obligations	8951	
Credit institutions	8961	
Other loans	8971	
Trade debts	8981	
Suppliers	8991	
Bills of exchange payable	9001	
Advance payments on contracts in progress	9011	
Remuneration and social security	9021	
Other amounts payable	9051	
Total of the amounts payable guaranteed by the Belgian government agencies	9061	
Amounts payable guaranteed by real securities given or irrevocably promised by the company on its own assets		
Financial debts	8922	
Subordinated loans	8932	
Unsubordinated debentures	8942	
Leasing and other similar obligations	8952	
Credit institutions	8962	
Other loans	8972	
Trade debts	8982	
Suppliers	8992	
Bills of exchange payable	9002	
Advance payments on contracts in progress	9012	
Taxes, remuneration and social security	9022	
Taxes	9032	
Remuneration and social security	9042	
Other amounts payable	9052	
Total amounts payable guaranteed by real securities given or irrevocably promised by the company on its own assets	9062	

	Codes	Period
TAXES, REMUNERATION AND SOCIAL SECURITY		
Taxes (headings 450/3 and 179 of liabilities)		
Outstanding tax debts	9072	
Accruing taxes payable	9073	
Estimated taxes payable	450	
Remuneration and social security (headings 454/9 and 179 of liabilities)		
Amounts due to the National Social Security Office	9076	
Other amounts payable in respect of remuneration and social security	9077	120.790

	Period
ACCRUALS AND DEFERRED INCOME	
Allocation of heading 492/3 of liabilities if the amount is significant	

OPERATING RESULTS

	Codes	Period	Preceding period
OPERATING INCOME			
NET TURNOVER			
Allocation by categories of activity			
Allocation by geographical market			
Other operating income			
Operating subsidies and compensatory amounts received from public authorities	740		
OPERATING CHARGES			
Employees for whom the company submitted a DIMONA declaration or who are recorded in the general personnel register			
Total number at the closing date	9086	2	2
Average number of employees calculated in full-time equivalents	9087	1,8	2
Number of actual hours worked	9088	3.018	3.423
Personnel costs			
Remuneration and direct social benefits	620	261.289	236.376
Employers' contribution for social security	621	51.358	54.332
Employers' premiums for extra statutory insurance	622		
Other personnel costs	623		
Retirement and survivors' pensions	624		

		Codes	Period	Preceding period
Provisions for pensions and similar obligations				
Appropriations (uses and write-backs)	(+)/(-)	635		
Depreciations				
On stock and contracts in progress				
Recorded		9110		
Written back		9111		
On trade debtors				
Recorded		9112		
Written back		9113		
Provisions for liabilities and charges				
Appropriations		9115		
Uses and write-backs		9116		
Other operating charges				
Taxes related to operation		640	171	188
Other		641/8		
Hired temporary staff and personnel placed at the company's disposal				
Total number at the closing date		9096		
Average number calculated in full-time equivalents		9097		
Number of actual hours worked		9098		
Costs to the company		617		

FINANCIAL RESULTS

	Codes	Period	Preceding period
RECURRING FINANCIAL INCOME			
Other financial income			
Subsidies paid by public authorities, added to the profit and loss account			
Capital subsidies	9125		
Interest subsidies	9126		
Allocation of other financial income			
Exchange differences realized	754		19.555
Other			
RECURRING FINANCIAL CHARGES			
Depreciation of loan issue expenses	6501	**475.096**	**197.957**
Capitalised interests	6502		
Depreciations on current assets			
Recorded	6510		
Written back	6511		
Other financial charges			
Amount of the discount borne by the company, as a result of negotiating amounts receivable	653		
Provisions of a financial nature			
Appropriations	6560		
Uses and write-backs	6561		
Allocation of other financial costs			
Exchange differences realized	654	1.580.377	0
Results from the conversion of foreign currencies	655		
Other			
Unrealized exchange rate differences		2.741.269	0

INCOME AND CHARGES OF EXCEPTIONAL SIZE OR FREQUENCY

		Codes	Period	Preceding period
NON-RECURRING INCOME		76		**4.881**
Non-recurring operating income		(76A)		**4.881**
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 profits on disposal of intangible and tangible fixed assets		7630		
Other non-recurring operating income		764/8		4.881
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 profits on disposal of financial fixed assets		7631		
Other non-recurring financial income		769		
NON-RECURRING CHARGES		66	**59.282.271**	
Non-recurring operating charges		(66A)		
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		
Non-recurring operating charges carried to assets as restructuring costs	(-)	6690		
Non-recurring financial charges		(66B)	**59.282.271**	
Amounts written off financial fixed assets		661	59.282.271	
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		

TAXES

	Codes	Period
INCOME TAXES		
Income taxes on the result of the period	9134	**30.247**
Income taxes paid and withholding taxes due or paid	9135	30.247
Excess of income tax prepayments and withholding taxes paid recorded under assets	9136	
Estimated additional taxes	9137	
Income taxes on the result of prior periods	9138	
Additional income taxes due or paid	9139	
Additional income taxes estimated or provided for	9140	
Major reasons for the differences between pre-tax profit, as it results from the annual accounts, and estimated taxable profit		
DRD		4.898.948

	Period
Influence of non-recurring results on income taxes on the result of the period	

	Codes	Period
Sources of deferred taxes		
Deferred taxes representing assets	9141	
Accumulated tax losses deductible from future taxable profits	9142	
Other deferred taxes representing assets		
Excess DRD		4.898.948
Deferred taxes representing liabilities	9144	
Allocation of deferred taxes representing liabilities		

	Codes	Period	Preceding period
VALUE-ADDED TAXES AND TAXES BORNE BY THIRD PARTIES			
Value added taxes charged			
To the company (deductible)	9145	436.323	3.970.208
By the company	9146	54.270	3.592.485
Amounts withheld on behalf of third party by way of			
Payroll withholding taxes	9147	77.675	78.352
Withholding taxes on investment income	9148		

RIGHTS AND COMMITMENTS NOT REFLECTED IN THE BALANCE SHEET

	Codes	Period
PERSONAL GUARANTEES PROVIDED OR IRREVOCABLY PROMISED BY THE COMPANY AS SECURITY FOR DEBTS AND COMMITMENTS OF THIRD PARTIES	9149	**510.011.774**
Of which		
Bills of exchange in circulation endorsed by the company	9150	
Bills of exchange in circulation drawn or guaranteed by the company	9151	
Maximum amount for which other debts or commitments of third parties are guaranteed by the company	9153	510.011.774
REAL GUARANTEES		
Real guarantees provided or irrevocably promised by the company on its own assets as security of debts and commitments of the company		
Mortgages		
Book value of the immovable properties mortgaged	91611	
Amount of registration	91621	
For irrevocable mortgage mandates, the amount for which the agent can take registration	91631	
Pledging of goodwill		
Maximum amount up to which the debt is secured and which is the subject of registration	91711	
For irrevocable mandates to pledge goodwill, the amount for which the agent can take the inscription	91721	
Pledging of other assets or irrevocable mandates to pledge other assets		
Book value of the immovable properties mortgaged	91811	
Maximum amount up to which the debt is secured	91821	
Guarantees provided or irrevocably promised on future assets		
Amount of assets in question	91911	
Maximum amount up to which the debt is secured	91921	
Vendor's privilege		
Book value of sold goods	92011	
Amount of the unpaid price	92021	

	Codes	Period
Real guarantees provided or irrevocably promised by the company on its own assets as security of debts and commitments of third parties		
Mortgages		
Book value of the immovable properties mortgaged	91612	
Amount of registration	91622	
For irrevocable mortgage mandates, the amount for which the agent can take registration	91632	
Pledging of goodwill		
Maximum amount up to which the debt is secured and which is the subject of registration	91712	
For irrevocable mandates to pledge goodwill, the amount for which the agent can take the inscription	91722	
Pledging of other assets or irrevocable mandates to pledge other assets		
Book value of the immovable properties mortgaged	91812	
Maximum amount up to which the debt is secured	91822	
Guarantees provided or irrevocably promised on future assets		
Amount of assets in question	91912	
Maximum amount up to which the debt is secured	91922	
Vendor's privilege		
Book value of sold goods	92012	
Amount of the unpaid price	92022	

	Codes	Period
GOODS AND VALUES, NOT REFLECTED IN THE BALANCE SHEET, HELD BY THIRD PARTIES IN THEIR OWN NAME BUT FOR THE BENEFIT AND AT THE RISK OF THE COMPANY		
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	

COMMITMENTS RELATING TO TECHNICAL GUARANTEES IN RESPECT OF SALES OR SERVICES	Period

AMOUNT, NATURE AND FORM CONCERNING LITIGATION AND OTHER IMPORTANT COMMITMENTS	Period

SETTLEMENT REGARDING THE COMPLEMENTARY RETIREMENT OR SURVIVORS' PENSION FOR PERSONNEL AND BOARD MEMBERS

Brief description

Measures taken to cover the related charges

	Codes	Period
PENSIONS FUNDED BY THE COMPANY ITSELF		
Estimated amount of the commitments resulting from past services	9220	
Methods of estimation		

NATURE AND FINANCIAL IMPACT OF SIGNIFICANT EVENTS AFTER THE CLOSING DATE not reflected in the balance sheet or income statement	Period

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

Period

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

If the risks and benefits resulting from such transactions are of any meaning and if publishing such risks and benefits is necessary to appreciate the financial situation of the company

Period

OTHER RIGHTS AND COMMITMENTS NOT REFLECTED IN THE BALANCE SHEET (including those that cannot be calculated)

	Period
X-FAB SE has provided a comfort letter to X-FAB France SAS, granting the necessary financial support to ensure continuity.	
X-FAB SE has provided a comfort letter to X-FAB MEMS Foundry GmbH, granting the necessary financial support to ensure continuity.	

RELATIONSHIPS WITH AFFILIATED COMPANIES, ASSOCIATED COMPANIES AND OTHER COMPANIES LINKED BY PARTICIPATING INTERESTS

	Codes	Period	Preceding period
AFFILIATED COMPANIES			
Financial fixed assets	(280/1)	**1.092.854.859**	**1.137.750.021**
Participating interests	(280)	1.092.854.859	1.137.750.021
Subordinated amounts receivable	9271		
Other amounts receivable	9281		
Amounts receivable	9291	**19.625.182**	**36.394.781**
Over one year	9301		
Within one year	9311	19.625.182	36.394.781
Current investments	9321		
Shares	9331		
Amounts receivable	9341		
Amounts payable	9351	**478.539**	**23.443.081**
Over one year	9361		
Within one year	9371	478.539	23.443.081
Personal and real guarantees			
Provided or irrevocably promised by the company as security for debts or commitments of affiliated companies	9381		
Provided or irrevocably promised by affiliated companies as security for debts or commitments of the company	9391		
Other significant financial commitments	9401		
Financial results			
Income from financial fixed assets	9421	24.329.004	15.510.434
Income from current assets	9431		
Other financial income	9441		
Debt charges	9461		
Other financial charges	9471		
Disposal of fixed assets			
Capital profits realised	9481		
Capital losses realised	9491		

	Codes	Period	Preceding period
ASSOCIATED COMPANIES			
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 company as security for debts or commitments of associated companies	9383		
Provided or irrevocably promised by associated companies as security for debts or commitments of the company	9393		
Other significant financial commitments	9403		
COMPANIES 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		

	Period
TRANSACTIONS WITH AFFILIATED PARTIES BEYOND NORMAL 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 that should be necessary to get a better understanding of the financial situation of the company	
Due to the absence of legal criteria to assess the related party transactions at market conditions, no information can be given.	

FINANCIAL RELATIONSHIPS WITH

	Codes	Period
DIRECTORS AND MANAGERS, INDIVIDUALS OR LEGAL PERSONS WHO CONTROL THE COMPANY DIRECTLY OR INDIRECTLY WITHOUT BEING ASSOCIATED THEREWITH, OR OTHER COMPANIES CONTROLLED DIRECTLY OR INDIRECTLY BY THESE PERSONS		
Amounts receivable from these persons	9500	
Principal conditions regarding amounts receivable, rate of interest, duration, any amounts repaid, cancelled or written off		
Guarantees provided in their favour	9501	
Other significant commitments undertaken in their favour	9502	
Amount of direct and indirect remunerations and pensions, reflected 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	9503	
To former directors and former managers	9504	

	Codes	Period
THE AUDITOR(S) AND THE PERSONS WHOM HE (THEY) IS (ARE) COLLABORATING WITH		
Auditor's fees	9505	**188.326**
Fees for exceptional services or special assignments executed within the company by the auditor		
Other audit assignments	95061	105.000
Tax consultancy assignments	95062	
Other assignments beyond the audit	95063	
Fees for exceptional services or special assignments executed within the company by people the auditor(s) is (are collaborating with		
Other audit assignments	95081	
Tax consultancy assignments	95082	
Other assignments beyond the audit	95083	

Mentions related to article 3:64, § 2 and § 4 of the Belgian Companies and Associations Code

DECLARATION WITH REGARD TO THE CONSOLIDATED ANNUAL ACCOUNTS

INFORMATION TO DISCLOSE BY EACH COMPANY GOVERNED BY THE BELGIAN COMPANIES AND ASSOCIATIONS CODE ON THE CONSOLIDATED ANNUAL ACCOUNTS

The company has prepared and published consolidated annual accounts and a consolidated annual report

INFORMATION TO BE PROVIDED BY THE COMPANY IN CASE IT IS A SUBSIDIARY OR A JOINT SUBSIDIARY

Name, full address of the registered office and, if it concerns companies under Belgian law, the company registration number of the parent company(ies) and the indication if this (these) parent company(ies) prepares (prepare) and publishes (publish) consolidated annual accounts, in which the annual accounts are included by means of consolidation:

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 diminuations 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

<u>Formation expenses</u>:
Formation expenses are charged against income except for following costs capitalised:

- Commission costs spread over the lifetime of the loan.

Reorganization costs:

The reorganization costs are (~~capitalised~~) (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:

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.

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 FILED IN ACCORDANCE WITH THE BELGIAN COMPANIES AND ASSOCIATIONS CODE

ANNUAL REPORT

X-Fab Silicon Foundries

Societas Europæa

Public European limited company

Transportstraat 1

3980 Tessenderlo-Ham

Register Legal Persons Hasselt 0882.390.885

ANNUAL REPORT CONCERNING THE FINANCIAL YEAR ENDED AT DECEMBER 31, 2025

In accordance with legal and statutory requirements, we have the honour of presenting to you our annual report on the activities of the said company for the financial year covering the period from January 1st, 2025 till December 31st, 2025.

This Annual Report as well as the Annual Accounts are 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-Ham, 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 29 April 2019 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 3.6 mio EUR. The total turnover decreased by 82 % compared to 2024 due to the reallocation of group cost recharges through X-FAB Global Services GmbH instead of X-FAB Silicon Foundries SE.

The operating profit in 2025 amounted to 517 thousand EUR, while the operating profit last year was 615 thousand EUR.

The loss to be appropriated for this financial year amounts to 40.3 mio EUR since the financial result is negative by 40.8 mio EUR. This negative result is mainly attributable to the impairment of the X-FAB France SAS participation. Together with the Profit to be carried forward from the previous financial year (394 mio EUR), the total Profit to be appropriated amounts to 353.6 mio EUR.

The total balance sheet decreased with 39 mio EUR.

On the asset side, the Formation expenses decreased by 475 thousand EUR. The Financial fixed assets decreased with 59.2 mio EUR due to the impairment of the the X-FAB France SAS participation. The Current assets increased with 6.9 mio EUR as a result of the decrease in Other amounts receivable with 17 mio EUR on the one hand and an increase in Cash at bank and in hand of 23.8 mio EUR on the other hand.

On the liability side, the decrease of 39 mio EUR is mainly attributable to the decrease in retained earnings amounting to 40.3 mio EUR. Short-term liabilities increased by 1.8 mio EUR as the result of the shift between financial liabilities to credit institutions (+24.9 mio EUR) and other liabilities (-23 mio EUR).

2. Appropriation of the results

The Board of Directors proposes to present the profit to be appropriated of 353,664,361 EUR as follows:

- Dividends	0 EUR
- Tranfer to legal reserves	0 EUR
- Transfer to other reserves	0 EUR
- Profit to be carried forward	353,664,361 EUR

3. Important events after the closing of the financial year

On February 13, 2026, the Group completed the sale of an investment property with a carrying value of USD 3,196 thousand. The sale price, payable in cash, amounted to USD 4,873 thousand.

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 in 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 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.

X-FAB's largest customer, Melexis, accounted for 43% of the Group's revenue in 2025, while the Group's top three customers accounted for 53% of revenue and its top five customers accounted for 58% 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.

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.

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 to predict demand accurately. 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 operations, 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. This depends on the timely availability of equipment as well as the ability to install and qualify such new equipment on a timely basis. 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. 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 specialty technologies 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 specialty technologies. If increasing market growth for foundries were to slow or reverse, it could have a material adverse impact on X-FAB.

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 price increases from its suppliers.
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, raw materials, electricity, spare parts, etc. 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 2025, raw wafer costs accounted for 11% 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 may be subject to penalties if it fails to meet the terms of long-term contracts with customers and suppliers.
X-FAB has concluded long-term agreements with a number of customers and suppliers. Long-term contracts with customers include take-or-pay arrangements which specify agreed wafer quantities and prices for a customer's business with X-FAB over a period of three years. Such arrangements provide X-FAB with a better overview of its future business levels. However, should X-FAB be unable to deliver the agreed quantities of wafers on time, it will be subject to penalty payments. In a similar manner, long-term procurement contracts with suppliers include take-or-pay arrangements, and X-FAB may be subject to penalties if it does not purchase the agreed quantities from suppliers under such contracts.

X-FAB's operations could be disrupted by an unreliable or insufficient power supply.
Reliable power supply is essential to maintain a wafer fabrication facility. Unscheduled interruptions can cause significant damage to work in progress (WIP) and equipment. In addition, in times of increased geopolitical tensions and global competition for scarce resources, the energy supply in some regions may become inadequate.

X-FAB is subject to risks associated with currency fluctuations.
X-FAB records its financial results in U.S. dollars but receives revenues and incurs costs in a variety of currencies, including euros and Malaysian ringgit. Changes in the exchange rate of the U.S. dollar to the euro or Malaysian ringgit could result in translational losses in a given year, as compared to prior operating periods, or in a mismatch between local currency expenses and U.S. dollar revenues. X-FAB strives for a natural hedging of the business, which would make X-FAB's profitability development largely independent from exchange rate fluctuations; however, this may not be effective in preventing exchange rate losses.

Price, credit, liquidity, and cash flow risks and risks associated with the use of financial instruments are described in note 10 to the X-FAB consolidated financial statements in chapter 5.

X-FAB is subject to risks associated with any form of cyber criminality.
X-FAB's operations may be disrupted due to the unauthorized use or theft of critical data as well as sabotage, viruses, or any other malicious activity targeted at the Company's IT infrastructure. This could have an impact on the confidentiality, integrity, and availability of data and/or IT systems of the Company. X-FAB has taken measures to make the Company's IT infrastructure robust and secure and has implemented state-of-the-art security and control frameworks and technology. Any significant interruption or failure of X-FAB's IT systems or any significant breach of security could have an adverse effect on the Company's business, operational results, financial condition, and cash flows.

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.
- X-FAB's business could be adversely affected by changes in export control regulations, trade restrictions, and economic sanctions.
- 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's operations may be impacted by disruptions both at its own or its suppliers' operations caused by severe weather conditions whose occurrence is increasing due to climate change.
- 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

- 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 and Associations 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.

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 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 Datuk Amar Dr. Hamid bin Bugo complies with this requirement.

10. Corporate Governance Statement

The Royal Decree of May 12, 2019 (published in the Belgian Official Gazette on May 17, 2019) designated the Belgian Corporate Governance Code 2020 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 Belgian Corporate Governance Code 2020 that X-FAB does not comply with, along with an explanation of the reasons for non-compliance.

X-FAB's Corporate Governance Charter is in alignment with the 2020 Code on Corporate Governance. The Corporate Governance Charter can be consulted on the "Investors" page of the Company's website.

10.1 Shareholders

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

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 recognizes 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.

The shareholder structure of X-FAB based on the transparency notifications received is presented in chapter 8.

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 Company's management.

The Board has established committees (an Audit Committee, a Remuneration and Nomination Committee and an ESG 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. In 2025, X-FAB announced its CEO succession plan. According to this plan, Rudi De Winter stepped down as CEO on February 6, 2026, and was succeeded by Damien Macq on the same day. More information can be found in the press release dated October 30, 2025.

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. At least three members should be independent in accordance with Article 7:87 BCCA. As of the date of this annual report, the Board of Directors comprises eight members, three of which are independent as defined in the Code 2020. Ms. Ling Qi, representing Vlinvlin BV, concluded her term on the Board of Directors earlier than anticipated to dedicate more time to new professional commitments. She stepped back from the Board after the annual Shareholders' Meeting on April 24, 2025.

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 BCCA.

The Chief Executive Officer is the only member of the Board of Directors that has an executive mandate. The Chair of the Board is Tan Sri Datuk Amar Dr. Hamid bin Bugo.

The composition of the Board of Directors already takes into account 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
Dato Sri Dr. Wan Lizozman bin Wan Omar	61	2026	Non-executive director
Sensinnovat BV (Represented by Rudi De Winter)	65	2029	Managing Director, CEO
Roland Duchâtelet	79	2029	Non-executive director
Thomas Hans-Jürgen Straub	71	2029	Non-executive director
Tan Sri Datuk Amar Dr. Hamid bin Bugo	80	2029	Non-executive director (Chair)
Aurore NV (Represented by Christine Juliam)	65	2026	Non-executive and independent director
Christel Verschaeren	61	2029	Non-executive and independent director
Estelle Iacona	53	2029	Non-executive and independent director
Vlinvlin BV (Represented by Ling Qi) *Until 24 April 2025*	55	2027	Non-executive director

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 until November 14, 2023. Mr. De Winter holds a degree in electronic engineering from the University of Ghent.

Throughout his career, Roland Duchâtelet has founded several companies and has organized approximately 50 acquisitions or sales of companies. He has been active in the internet business since 2000 and was a member of the Belgian Senate from 2007 to 2010. Mr. Duchâtelet holds degrees in electrical engineering and applied economics from the University of Leuven and obtained an MBA from the same university.

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 Datuk Amar Dr. Hamid bin Bugo has worked as personnel manager for Malaysia LNG Sdn Bhd, a joint venture between Petronas, Shell, and Mitsubishi. He was the first general manager of the Land Custody and Development Authority, Sarawak, and was permanent secretary to the Ministry of Resource Planning, and state secretary of Sarawak. Tan Sri Datuk Amar Dr. Hamid bin Bugo has also served as a board member of several corporate and governmental agencies and charitable organizations. After graduating with a master's degree in economics and political science from the University of Canterbury, New Zealand, he gained a postgraduate diploma in teaching from Christchurch Teachers' College, New Zealand, and has a certificate in business studies from the Harvard Institute of Development Studies, USA. Tan Sri Datuk Amar Dr. Hamid bin Bugo was awarded an honorary PhD in commerce by Lincoln University, New Zealand. Currently, he is Chairman of the National Library Council of Malaysia and Petroleum Sarawak Berhad.

Dato Sri Dr. Wan Lizozman bin Wan Omar is the State Financial Secretary of Sarawak. Before that he served as Deputy State Financial Officer and formerly as Permanent Secretary in the Ministry of Urban Development and Natural Resources as well as the Ministry of Housing Sarawak. Besides his role as State Financial Secretary, Dato Sri Dr. Wan Lizozman bin Wan Omar is chairman of two Malaysian state government-linked companies as well as a director of various state-owned companies. In addition, he is a board member of the Sarawak Economic Development Corporation (SEDC) and the Sarawak Timber Industry Development Corporation (STIDC). His academic qualifications include a certificate in Southeast Asian studies from Columbia University, New York City, USA, a bachelor of science degree in economic and political science from the University of Northern Illinois, USA, followed by a master's degree in international affairs (economic development) from the School of International & Public Affairs, Columbia University, New York City, USA. In 2014, he was awarded a PhD in business studies from UNIMAS (University Malaysia Sarawak).

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 and became divestment lead until 2020. Between 2021 and 2022, Ms. Juliam worked as general manager at Orifarm. Ms. 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 is professor in physics of CentraleSupélec. She 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 and of CentraleSupélec. She served as Executive Vice-President for Academic Affairs at CentraleSupélec from 2016 to 2019. She was also a member of the board of École Centrale Casablanca. In 2020, Ms. Iacona was elected as Senior Vice-President at Paris-Saclay University, and in 2022, President at Paris-Saclay University. Since July 2024, she has been in charge of the international strategy of higher education and research at the French Ministry of Higher Education, Research and Innovation (MESRI). 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. Ms. Qi has more than 20 years of international business management experience. Currently, she is CEO of two multimedia and animation film companies. Alongside this, she has been consulting for foreign invested companies in China, has extensive experience in the semiconductor industry as a board member for a European headquartered wafer foundry, and has served as a director of a Belgian private bank. Ms. Qi holds a degree in international trade and English from the University of Liaoning and obtained a certificate of Dutch at University of Antwerp.

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 eight times in 2025 and discussed, among others, the following topics:

- the financial results of the Group;
- the business plan and capital expenditure;
- the budget for the financial year 2026; and
- ESG-governance.

Dato Sri Dr. Wan Lizozman bin Wan Omar was excused for one meeting and was represented by proxy at two other meetings of the Board. Both Christel Verschaeren and Vlinvlin BV were represented by proxy at one meeting. Other than that, all Board members attended all meetings.

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 2023, the Board conducted an evaluation via an anonymous survey complemented by an open discussion of the results. No issues were identified and the Board was satisfied with its composition and functioning.

10.4 Committees

Audit 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: Aurore NV, represented by Christine Juliam, independent director and Chair; Christel Verschaeren, independent director; Tan Sri Datuk Amar Dr. Hamid bin Bugo, non-executive director; and Estelle Iacona, independent director.

According to 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 Datuk Amar Dr. Hamid bin Bugo complies with this requirement.

In 2025, 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 requirements on ESG reporting, revenue recognition, and deferred tax assets. Ms. Verschaeren was represented by proxy at one meeting. Other than that, all members of the Audit Committee as well as the external auditor attended all 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 five non-executive members: Christel Verschaeren, Chair; Aurore NV, represented by Christine Juliam, independent director; Dato Sri Dr. Wan Lizozman bin Wan Omar, non-executive director; Tan Sri Datuk Amar Dr. Hamid bin Bugo, non-executive director; and Estelle Iacona, independent director.

In 2025, the Remuneration and Nomination Committee met four times. During these meetings, the remuneration of the Executive Management, CEO succession planning and an updated remuneration policy were discussed. Ms. Verschaeren was represented by proxy at one meeting. Other than that, all members of the Remuneration and Nomination Committee attended all meetings.

10.5 Executive Management

Composition

The Executive Management is composed of the following members:

Name	Age	Position
Rudi De Winter	65	Chief Executive Officer
Alba Morganti	57	Chief Financial Officer
Jörg Doblaski	47	Chief Technology Officer
Damien Macq	59	Chief Operations Officer
Lee Boon Chun	56	Chief Executive Officer, X-FAB Sarawak
Dr. Gabriel Kittler	47	Chief Executive Officer, X-FAB Erfurt
Dr. Sébastien Daveau	51	Chief Executive Officer, X-FAB France
Rico Tillner	43	Chief Executive Officer X-FAB Texas
Michael Woittennek	45	Chief Executive Officer, X-FAB Dresden

Functioning

The Executive Management Team is composed of the CEO, the CFO, the CTO, the COO, and the site managers of X-FAB France, X-FAB Sarawak, X-FAB Texas, X-FAB Erfurt, 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

The Remuneration Committee and the Board of Directors ensure that diversity criteria such as age, gender, and background are taken into consideration in its selection processes and management of succession planning.

At the end of the reporting year, three of the eight members of the Board were female, thereby reaching the best possible equilibrium in terms of gender diversity. The composition of the Board is in line with the requirements of the BCCA on diversity. The Executive Management Team also consists of a diverse team in terms of age, background, and gender.

10.7 Remuneration Report

The remuneration of the directors and the Executive Management is governed by X-FAB's remuneration policy which can be found at www.xfab.com/investors. The remuneration policy was approved by the Shareholders' Meeting on April 24, 2025. This remuneration report has been prepared in accordance with Article 3:6, §3 BCCA.

Total remuneration

The application of the remuneration policy during 2025 for the directors and executives led to the effective remuneration as shown in the table on the next page.

The non-executive and independent directors receive a compensation for their mandate as director. Such compensation consists of a fixed annual amount of EUR 15,000. The remuneration of directors takes into account their membership(s) in any of the board committees; for each membership in a board committee, directors receive an additional fixed amount of EUR 5,000 per committee. Such compensation is independent from their participation rate in board or board committee meetings.

Roland Duchâtelet waived his right to receive any remuneration as a non-executive Board member. In 2025, Vlinvlin BV (represented by Ling Qi) received additional remuneration of USD 3,163 for consultancy services provided to the Strategy department above and beyond her work as director of the Company. Hans-Jürgen Straub received an additional USD 11,296 for his mandate on the supervisory board of X-FAB Semiconductor Foundries GmbH.

Members of the Executive Management who are employed by X-FAB Group companies under an employment contract also benefit from group insurance policies in their respective home countries providing various pension, life insurance, disability, and medical insurance benefits, all of which are defined contribution schemes. All these group insurance elements are in line with home country market practices and only represent a minor portion of their respective remuneration packages. The base salary for members of the Executive Management who are employees does not include the employer contributions.

in U.S. dollars					
Name, position			**1. Fixed remuneration**		**2. Variable remuneration**
	Base salary	**Fees**	**Other benefits**	**One-year variable**	**Multi-year variable**
Roland Duchâtelet, Non-executive director	—	—	—	—	—
Thomas Hans-Jürgen Straub, Non-executive director	16,943.00	—	11,296.00	—	—
Tan Sri Datuk Amar Dr. Hamid bin Bugo, Non-executive director	28,239.00	—	—	—	—
Dato Sri Dr. Wan Lizozman bin Wan Omar, Non-executive director	22,591.00	—	—	—	—
Aurore NV (Represented by Christine Juliam), Independent director	28,239.00	—	—	—	—
Christel Verschaeren, Independent director	28,239.00	—	—	—	—
Estelle Iacona, Independent director	28,239.00	—	—	—	—
Vlinvlin BV (Represented by Ling Qi), Non-executive director *until 24 April 2025*	5,391.00	—	3,163.00	—	—
Sensinnovat BV, permanently represented by Rudi De Winter, Executive, CEO	412,286.00	—	—	—	51,536.00
Executive Management excl. Sensinnovat BV	1,530,951.23	—	147,522.32	207,882.00	—

in U.S. dollars					
Name, position	**3. Extra-ordinary items**	**4. Pension expense**	**5. Total remuneration**	**6. Proportion of fixed and variable remuneration**	
Roland Duchâtelet, Non-executive director	—	—	—	Fixed:	100%
Thomas Hans-Jürgen Straub, Non-executive director	—	—	28,239.00	Fixed:	100%
Tan Sri Datuk Amar Dr. Hamid bin Bugo, Non-executive director	—	—	28,239.00	Fixed:	100%

Dato Sri Dr. Wan Lizozman bin Wan Omar, Non-executive director	—	—	22,591.00	Fixed:	100%
Aurore NV (Represented by Christine Juliam), Independent director	—	—	28,239.00	Fixed:	100%
Christel Verschaeren, Independent director	—	—	28,239.00	Fixed:	100%
Estelle Iacona, Independent director	—	—	28,239.00	Fixed:	100%
Vlinvlin BV (Represented by Ling Qi), Non-executive director	—	—	8,554.00	Fixed:	100%
Sensinnovat BV, permanently represented by Rudi De Winter, Executive director, CEO	—	—	463,821.00	Fixed:	89%
				Variable:	11%
Executive Management excl. Sensinnovat BV	—	106,940.05	1,993,295.84	Fixed:	90%
				Variable:	10%
			2,629,456.84		

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Application of the performance criteria

a. CEO

The variable remuneration for the CEO is a cash bonus that is capped at 50% of the annual base salary. It contains short, medium and long-term elements:

• short term: 50% of the variable remuneration is based on performance criteria measured over one financial year;

• medium term: 25% is based on performance criteria measured over two financial years; and

• long term: 25% is based on performance criteria measured over three financial years.

The cash bonus for the CEO is calculated by reference to yearly established targets to reflect global business performance criteria, which are measured on an X-FAB Group consolidated basis. Where financial indicators are used these are based on reported figures determined in accordance with IFRS accounting standards. The targets are as follows:

• 50% of the cash bonus (the short-term element) depends on the achievement of the target EBIT of X-FAB measured over the performance year in order to link the bonus to the operational result of X-FAB; and

• 50% of the cash bonus (the medium and long-term element) is dependent on X-FAB generating revenue growth that outperforms the industry average over the last one or two years, whereby the industry reference growth is determined by reference to the McClean Report by TechInsights. The forecasts for optoelectronics, sensors and actuators, and discrete (O-S-D) devices is used as a reference value.

<u>Short-term cash bonus (one-year variable)</u>

The results for performance year 2025 are shown in the table below. In 2025 the EBIT was USD 76.4 million. This means that 0% of the short-term cash bonus will be paid out.

in U.S. dollars						
Performance criteria	a)	Minimum threshold performance	a)	Maximum performance	a)	Measured performance
	b)	Corresponding remuneration	b)	Corresponding remuneration	b)	Actual remuneration outcome
Global business performance	a)	80,000,000	a)	140,000,000	a)	76,425,000
Relative weighting 50%	b)	0	b)	103,071	b)	0
Total bonus		**0**		**103,071**		**0**

Medium and long-term cash bonus (two and three-year variable)

The two and three-year variable remuneration of the CEO depends on X-FAB generating revenue growth over the last one or two years exceeding the industry average using the statistics for the optoelectronics, sensors and actuators, and discrete (O-S-D) devices market published in The McClean Report 2025 by TechInsights as a reference value.

The results for performance year 2025 are shown in the table below. In 2025, revenue increased by 5.5% compared to 2024. The industry average only increased by 4%.

The revenue growth compared to 2023 was minus 4.3% while the industry averaged a decrease of only 0.4%. This results in the bonus calculation as depicted in the following table.

in U.S. dollars				
Performance criteria	**a)**	**Threshold performance**	**a)**	**Measured performance**
	b)	**Corresponding remuneration**	**b)**	**Actual remuneration outcome**
Revenue growth over the last year	a)	Revenue growth >4%	a)	-5.5%
	b)	51,536	b)	51,536
Revenue growth over the last two years	a)	Revenue growth >-0.4%	a)	-4.3%
	b)	51,536	b)	0
Total bonus		**103,072**		**51,536**

b. Other members of the Executive Management

The variable remuneration for the other members of the Executive Management consists of a short-term cash bonus expressed as a fixed amount:

- 50% is based on a global business performance measured through the achievement of the target EBIT of the Company in order to link the bonus to the operational result of the Company; and

- 50% is based on an assessment of individual, department, or site performance measured through achievement of pre-established targets within the criteria determined by the CEO.

Currently no long-term incentives are foreseen for members of the Executive Management.

The results for performance year 2025 are shown in the table below. In 2025 the EBIT was USD 76.4 million. This means that 0% of the short-term cash bonus that is linked to the operational result of the Company will be paid out.

in U.S. dollars						
Performance criteria	**a)**	**Minimum threshold performance**	**a)**	**Maximum performance**	**a)**	**Measured performance**
	b)	**Corresponding remuneration**	**b)**	**Corresponding remuneration**	**b)**	**Actual remuneration outcome**
Global business performance	a)	80,000,000	a)	140,000,000	a)	76,425,000
Relative weighting 50%	b)	0	b)	265,924	b)	0
Individual/team performance	a)	Determined individually	a)	Determined individually	a)	Determined individually
Relative weighting 50%	b)	0	b)	265,924	b)	207,882
Total bonus		**0**		**531,848**		**207,882**

Share-based remuneration

The remuneration policy of X-FAB does not provide for share-based remuneration for directors or executives.

Annual change in renumeration

The table below provides an overview of the annual change in total remuneration, developments and performance of X-FAB, and the average remuneration of employees.

Non-financial performance criteria are not linked to remuneration and are therefore not reported. We refer to chapter 6 of this annual report for an overview of non-financial topics. To ensure comparability, the annual change in remuneration is only reported since the implementation of Directive (EU) 2017/828 as regards the encouragement of long-term shareholder engagement.

Name	2021	2022	2023	2024	2025
Annual change of remuneration (Executive management)					
• Fixed remuneration	-4.1 %	4.2%	24.1 %	4.5%	4.6%
• Variable remuneration	+100%	-33.4 %	133.4 %	-51.1 %	-14.4 %
• Total remuneration	21.3 %	-2.5%	38.3%	-9.2 %	2.5%
Annual change in the developments and performances (in thousands of U.S. dollars)					
• Performance criteria (EBIT)	77,192	57,335	157,675	85,542	76,425
• Net profit	83,640	52,491	161,895	61,526	30,128
Annual change in the average remuneration of employees on consolidated basis*	8.39%	-1.58 %	7.98%	-0.62 %	6,3%

*The average employee remuneration was calculated with the numbers as reported in notes 6.6 and 13.3 (wages and salaries) in this annual report (personnel expenses and average number of employees). Social security, pension, and benefit costs are excluded.

In 2025 the ratio between the highest and lowest remuneration was 74.1 to 1. The highest remuneration used for this comparison includes the total remuneration of a member of the Executive Management. The lowest remuneration includes the base salary, variable pay as well as other benefits such as insurance, pension contributions.

All figures are presented on an X-FAB Group consolidated basis in the above table.

Severance payments

No severance payments were made in 2025.

Use of clawback provisions

No clawbacks were applied in 2025.

Vote of the shareholders

The remuneration report for the financial year ended December 31, 2024, was approved at the annual Shareholders' Meeting held on April 24, 2025, with a 99.5% majority of the 67.8% validly votes cast. The remuneration report was approved with a large majority. With the change in CEO, however, X-FAB will request the Shareholders' Meeting of April 30, 2026 to approve a new Remuneration Policy.

10.8 Policy on certain transactions

Terms and conditions of transactions with related parties

All related party transactions were made on terms equivalent to those that prevail in arm's length transactions.

Conflicts of interest of the Board of Directors

According to Article 7:96 BCCA a member of the Board of Directors is required 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.

There was one conflict of interest as per article 7:96 BCCA in the financial year 2025. This conflict of interest concerned the proposed outsourcing of the internal audit function to Sensinnovat BV during the board meeting of July 29, 2025:

Prior to discussing the outsourcing of the internal audit function to Sensinnovat BV, Rudi De Winter, permanent representative of Sensinnovat BV, director of the Company, declares to have an interest of a patrimonial nature which conflicts with the decisions that fall within the scope of the powers of the Board of Directors, in respect of the outsourcing. This conflict of interest results from the fact that Sensinnovat BV is a director of the Company and could at the same time be appointed as internal audit function. As the internal audit function will be remunerated, there will be financial consequences for the Company. The Company will be required to pay additional fees to Sensinnovat BV as compensation for the provision of the internal audit services. Under Article 9 of the Council Regulation (EC) No 2157/2001 of October 8, 2001, on the Statute for a European company (the "SE Regulation") juncto Article 7:96 of the Companies and Associations Code, a conflict of interest prevents the directors in question from taking part in the deliberations and from voting on the decision for which a potential conflict of interest exists. Therefore, Rudi De Winter left the room before the deliberations and voting started.

The Board of Directors took note of the proposed outsourcing. Informed of the existence of a conflict of interest as described, the Board of Directors decided to approve the outsourcing of the internal audit function to Sensinnovat BV provided an at arm's length remuneration. The Board of Directors is of the opinion that the structure proposed by Sensinnovat BV is an efficient solution to bring highly qualified specialists with extensive experience and expertise in its field of business to X-FAB without having them full-time on the payroll. The board stressed the importance of the independence of the internal audit function, so the function can only accept instructions from the Audit Committee. An audit charter will be established to detail the services. The Board of Directors has concluded that the outsourcing of the audit function to Sensinnovat BV is in the interest of the Company, given that, in return for the additional payments by the Company to Sensinnovat BV, the Company will get high quality internal audit services. The board resolved that the outsourcing of the audit function to Sensinnovat BV is approved in the form presented to the Board of Directors.

Pursuant to Article 7:97 BCCA, 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, if deemed necessary 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 meetings of the Board of Directors, and the opinion of the auditor have to be recorded in the annual report of the Company.

In 2025, there have been no conflicts of interest for which the procedure of Article 7:97 BCCA needed to be applied.

Other transactions with directors and Executive Management

As determined by section 6 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 12 on related party transactions.

In 2025, there were no transactions between the Company and its directors or Executive Managers involving a conflict of interest.

Insider trading

In compliance with the 2020 Belgian Code on Corporate Governance and EU regulation on market abuse (EU No 596/2014) the X-FAB Insider Trading Policy was updated and approved by the Board of Directors in February 2025.

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

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.

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, the 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.
- X-FAB has internal controls in place to assess the financial reporting and the risk management of the Company.

10.10 Description of certain information from the Articles of Association and elements pertinent to a takeover bid

<u>Capital structure</u>

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.

<u>Restrictions on the transfer of securities</u>

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.

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

No shareholder agreements are in place.

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 may 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 April 28, 2022.

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 name on behalf of the Company, or by a direct subsidiary within the meaning and the limits set out by Article 7:221 BCCA, 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 7:215 et seq 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 April 28, 2022.

By resolution of the Shareholders' Meeting held on April 28, 2022, 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 personnel within the meaning of article 1:27 BCCA 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 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 was valid only until May 2, 2025: three (3) years from the date of publication of the authorization in the Annexes to the Belgian State Gazette (May 2, 2022).

Authorities of the Board to proceed with a capital increase

As per the Articles of Association, the Board of Directors was 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 7:202 BCCA. The powers conferred on the Board of Directors remained in effect for a period of three (3) years from the date of the amendment to the Articles of Association approved by the Shareholders' Meeting held on April 28, 2022 (until April 28, 2025). 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 BV, whose registered office is situated at 1930 Zaventem, Luchthaven, 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 audit fee for the audit of the consolidated financial statements amounted to USD 691,378 excluding value-added taxes. Additional fees were charged in 2025 for other services amounting to USD 207,242 excluding value-added taxes. Non-audit related services mainly relate to certification engagements and tax compliance services. An additional fee of USD 112,955 was charged for the limited assurance engagement in the context of CSRD.

10.12 Compliance with the Belgian Code on Corporate Governance

X-FAB complies with the principles of the Code 2020. In view of the “comply-or-explain” principle of the Code the following overview sets out those provisions of the Code that X-FAB does not comply with, along with an explanation of the reasons for non-compliance:

- Contrary to recommendation 7.9 of the Code 2020, the members of the Executive Management are not required to hold a minimum threshold of shares in the Company. Further, the Company does not grant shares, options, or other rights to acquire shares to its members of the Executive Management. However, it should be noted that in 2025 the CEO is an important shareholder of the Company. The Board of Directors believes that the stock price of a company does not always correctly reflect the performance of that company since there are many external factors that also have an influence on the price of a financial instrument.
The financial numbers that impact the level of the business component of the variable remuneration, i.e. the EBIT target, are a more important element driving the valuation of the Company. As such, the directors believe there is a clear alignment between shareholders on the one hand and management on the other.
- Contrary to recommendation 7.6 of the Code 2020 for non-executive directors, the directors do not receive shares in the Company as part of their remuneration. The purpose of the recommendation is to better align the interests of non-executive directors with regard to long-term shareholder interest. At X-FAB, that long-term shareholder perspective is sufficiently represented on the Board of Directors since the CEO as well as one director are important (indirect) shareholders of the Company.

11. Non-financial information

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

12. Approval Annual Accounts and discharge

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, 2025. This report, the auditors’ report and financial statements for the year ended December 31, 2025 were at your disposal.

We suggest you to discharge the Directors and Auditors KPMG Bedrijfsrevisoren BV, 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 26, 2026

On behalf of the Board of Directors

Damien Macq

Permanent representative of Fajel Consultants BV (CEO)

AUDITORS' REPORT

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, 2025

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 and the other legal and regulatory requirements. Our report is one and indivisible.

We were appointed as statutory auditor by the general meeting of April 27, 2023, 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, 2025. We have performed the statutory audit of the annual accounts of X-Fab Silicon Foundries SE for 18 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, 2025, prepared in accordance with the financial reporting framework applicable in Belgium. These annual accounts comprise the balance sheet as at December 31, 2025, the income statement for the year then ended and notes. The balance sheet total amounts to EUR 1.157.789.299,20 and the income statement shows a loss for the year of EUR 40.327.311,04.

In our opinion, the annual accounts give a true and fair view of the Company's equity and financial position as at December 31, 2025 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 and 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.

Zetel - Siège:
Luchthaven Brussel Nationaal 1K
B-1930 Zaventem

KPMG Bedrijfsrevisoren - KPMG Réviseurs d'Entreprises BV/SRL
Ondernemingsnummer / Numéro d'entreprise 0419.122.548
BTW - TVA BE 0419.122.548
RPR Brussel - RPM Bruxelles
IBAN : BE 95 0018 4771 0358
BIC : GEBABEBB

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.

Valuation of financial fixed assets

We refer to VOL-kap 6.4.1, VOL-kap 6.5.1 and VOL-kap 6.15 of the financial statements.

- Description

  The carrying amount of investments in subsidiaries, recognized under the caption financial fixed assets amounts to EUR 1.092.854.858,80 as at December 31, 2025, representing 94% of the balance sheet total. The Company is the ultimate parent company of the X-Fab Group. As a parent company, it holds both directly and indirect participation in its subsidiaries. Investments in subsidiaries are measured at historical cost unless management determines that a permanent impairment or devaluation exists.

  Management has applied the following approach to determine whether these assets are subject to an impairment: the net carrying amount of each subsidiary is compared with the Company's share in the net equity of the subsidiary or with an estimate of its recoverable amount (Value In Use) of the participation. In assessing whether an impairment is permanent, management considers recent financial performance as well as budgeted future performance of its subsidiaries.

  We have identified the valuation of financial fixed assets as a key audit matter given their significant share of the balance sheet and the degree of management's judgment required in assessing whether an impairment of financial fixed assets is permanent nature.

- Our audit procedures

  In collaboration with our own valuation specialists, we performed the following procedures to address this key audit matter:

  - We obtained an understanding of the process used by management to assess whether an investment in a subsidiary is subject to impairment;
  - We have performed input checks on the key data used by management, in particular the carrying amount of the investment in subsidiaries, the percentage of ownership, the equity value of the relevant subsidiaries and other financial information related to its subsidiaries;
  - Where there were indications of a permanent impairment were identified, we critically assessed the key assumptions and data used in the valuation model applied by management, including forecast revenues, operating expenses, changes in working capital, discount rate, long-term growth rate and other relevant inputs, in determining the recoverable amount (Value In Use), taking into account our knowledge of the Company. We assessed the Group's historical forecasting accuracy in predicting cash

flows and challenged the reasonableness of current expectations in light of the Group’s future strategic plans and our understanding of its past financial performance;

- We performed sensitivity analyses with respect to discount rate and long-term growth rate used by the Group, in order to assess the extent to which significant changes in assumptions would have resulted in a different conclusion, and to evaluate whether there were any indications of potential management bias in the determination of those assumptions;
- We verified the mathematical accuracy of the Value In Use calculations underlying the determination of the recoverable amount;
- We assessed management's conclusion regarding the assessment of a permanent nature of any identified impairment loss; and
- We have evaluated the completeness, accuracy and relevance of the disclosures.

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. Our responsibilities regarding the going concern basis of accounting applied by the board of directors are described below.

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 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, for the preparation and content of the 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 compliance the Companies' and Associations' Code and the Company's articles of association.

Statutory auditor's responsibilities

In the context of our engagement and in accordance with the additional 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' 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 annual 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.

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, including the information regarding salaries and training, 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 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 consolidated sustainability information included in the annual report on the consolidated financial statements was prepared without complying with the dispositions of article 3:32/2 of the Code of Companies and Associations, regarding the preparation of sustainability information, resulting in an adverse conclusion, due to material and significant matters identified, regarding the assurance on the consolidated sustainability information. We do not have to inform you of any other transaction undertaken or decisions taken in breach of the Company‘s articles of association or 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.
- The appropriation of results proposed to the general meeting complies with the legal provisions and the provisions of the articles of association.

Hasselt, March 30, 2026

KPMG Bedrijfsrevisoren - Réviseurs d'Entreprises
Statutory Auditor
represented by

Herwig Carmans
Bedrijsfrevisor / Réviseur d'Entreprises

SOCIAL BALANCE SHEET

Numbers of the joint industrial committees competent for the company: 200

STATEMENT OF THE PERSONS EMPLOYED

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

During the period	Codes	Total	1. Men	2. Women
Average number of employees				
Full-time	1001	1	1	
Part-time	1002	1		1
Total in full-time equivalents (FTE)	1003	1,8	1	0,8
Number of actual hours worked				
Full-time	1011	1.731	1.731	
Part-time	1012	1.287		1.287
Total	1013	3.018	1.731	1.287
Personnel costs				
Full-time	1021	173.693	173.693	
Part-time	1022	138.955		138.955
Total	1023	312.648	173.693	138.955
Benefits in addition to wages	1033			

During the preceding period	Codes	P. Total	1P. Men	2P. Women
Average number of employees in FTE	1003	2	1	1
Number of actual hours worked	1013	3.423	1.739	1.684
Personnel costs	1023	290.707	147.689	143.018
Benefits in addition to wages	1033			

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

At the closing date of the period	Codes	1. Full-time	2. Part-time	3. Total in full-time equivalents
Number of employees	105	2		2
By nature of the employment contract				
Contract for an indefinite period	110	2		2
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	1		1
primary education	1200			
secondary education	1201			
higher non-university education	1202			
university education	1203	1		1
Women	121	1		1
primary education	1210			
secondary education	1211			
higher non-university education	1212			
university education	1213	1		1
By professional category				
Management staff	130			
Salaried employees	134	2		2
Hourly employees	132			
Other	133			

HIRED TEMPORARY STAFF AND PERSONNEL PLACED AT THE DISPOSAL OF THE COMPANY

During the period	Codes	1. Hired temporary staff	2. Hired temporary staff and personnel placed at the company's disposal
Average number of persons employed	150		
Number of actual hours worked	151		
Costs to the company	152		

LIST OF PERSONNEL MOVEMENTS DURING THE PERIOD

ENTRIES	Codes	1. Full-time	2. Part-time	3. Total in full-time equivalents
Number of employees for whom the company submitted a DIMONA declaration or who have been recorded in the general personnel register during the period	205	1		1
By nature of the employment contract				
Contract for an indefinite period	210	1		1
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 in full-time equivalents
Number of employees whose contract-termination date has been included in the DIMONA declaration or in the general personnel register during the period	305	1		1
By nature of the employment contract				
Contract for an indefinite period	310	1		1
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	1		1
Of which: the number of persons who continue to render services to the company at least half-time on a self-employment basis	350			

INFORMATION ON TRAINING 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 company	5803		5813	
of which gross costs directly linked to training	58031		58131	
of which contributions 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 company	5823		5833	
Total of initial initiatives of 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 company	5843		5853	