

Convening of the annual shareholders' meeting

The board of directors of X-FAB Silicon Foundries SE (the „Company“) is honored to invite its shareholders to attend the annual shareholders' meeting (the "Meeting") that will be held on Thursday April 24, 2025 at 14h00 CET at the registered office of the Company at Transportstraat 1, 3980 Tessenderlo-Ham, Belgium. **Shareholders are however invited to attend the meeting virtually and provide their votes by mail before the Meeting.** More information is available at <https://www.xfab.com/investors>.

AGENDA

1. Statutory annual report of the board of directors and the report of the statutory auditor regarding the statutory annual accounts for the financial year ended on December 31, 2024.

Explanatory statement: Pursuant to Articles 3:5 and 3:6 of the Belgian Code on Companies and Associations (BCCA) the directors have drafted an annual report in which they account for their management. Pursuant to articles 3:74 and 3:75 BCCA the statutory auditor has drafted a detailed report. These reports do not need to be approved by the shareholders.

2. Communication of the consolidated annual accounts for the financial year ending on December 31, 2024.

Explanatory statement: This item relates to the submission of the consolidated annual accounts of the Company. Pursuant to article 3:32 BCCA the directors have drafted a report on these annual accounts; the statutory auditor has drafted a detailed report pursuant to Article 3:80 BCCA. These consolidated annual accounts and reports do not need to be approved by the shareholders.

3. Approval of the statutory annual accounts for the financial year ended on December 31, 2024 and allocation of the financial result.

Proposed resolution: Subsequent to the examination of the statutory annual report and the report of the statutory auditor and to the discussion of the statutory annual accounts and the consolidated annual accounts for the financial year ended on December 31, 2024, the statutory annual accounts for the financial year ended on December 31, 2024 are approved.

The ordinary result amounts to EUR 18,657,128. Including the result carried forward from the financial year ending on December 31, 2023, the total result to be appropriated for the financial year ending on December 31, 2024, amounts to EUR 394,924,528. It is approved that this result be allocated as determined in the annual accounts closed on December 31, 2024, as follows:

- Result to be carried forward: EUR 393,991,672
- Addition to legal reserves: EUR 932,856

4. Approval of the remuneration report.

Proposed resolution: The shareholders' meeting approves the remuneration report regarding the financial year ended on December 31, 2024.

5. Approval of the updated remuneration policy. The changes are mainly editorial since the previous remuneration policy as well as the most recent remuneration report were approved with a convincing majority by the shareholders.

Proposed resolution: *The shareholders' meeting approves the remuneration policy drawn up in accordance with article 7:89/1 BCCA and the Belgian Corporate Governance Code 2020.*

6. Discharge from liability to the directors.

Proposed resolution: *The directors and their permanent representatives are discharged from liability for their mandate executed during the financial year ended on December 31, 2024.*

7. Discharge from liability to the statutory auditor.

Proposed resolution: *The statutory auditor is discharged from liability for its mandate executed during the financial year ended on December 31, 2024.*

8. Change of control clauses in accordance with article 7:151 BCCA.

Proposed resolution: *The meeting resolves and confirms, in accordance with article 7:151 BCCA, article 7.2 of the Revolving Credit Facility Agreement dated July 31, 2024 entered into between the Company (and subsidiaries) on the one hand and BNP Paribas Fortis, Landesbank Baden-Württemberg, Belfius Bank, Deutsche Bank Luxembourg, Commerzbank, HSBC Continental Europe, Bred Banque Populaire, DZ Bank and ING Belgium on the other hand. The clause allows any bank participating in the credit to request that its credit commitment be cancelled or declared immediately due and payable if any person or group of persons acting in concert gains control of the Company.*

9. (Re-)appointment of directors and determination of the remuneration.

Proposed resolution: *The meeting decides to (re-)appoint the following directors for a term of four years starting today and ending immediately after the annual shareholders' meeting deciding on the annual accounts for the financial year ending on December 31st, 2028:*

- a. Sensinnovat BV (permanently represented by Rudi De Winter)
- b. Mr. Roland Duchâtelet
- c. Mr. Tan Sri Hamid Bin Bugo
- d. Mr. Thomas Hans-Jürgen Straub

Explanatory note: upon recommendation of the Nomination and Remuneration Committee, the board of directors proposes to appoint Mr. Thomas Hans-Jürgen Straub as independent director. The remuneration he received for additional services in the three years prior to this appointment is deemed to be not significant by the Nomination and Remuneration Committee as well as the board of directors. The board of directors therefore confirms it has no indication of any element that could call into question her independence as described in the Corporate Governance Code 2020.

- e. Ms. Christel Verschaeren

Explanatory note: upon recommendation of the Nomination and Remuneration Committee, the board of directors proposes to appoint Ms. Christel Verschaeren as independent director and confirms it has no indication of any element that could call into question her independence as described in the Corporate Governance Code 2020.

f. Ms. Estelle Iacona

Explanatory note: upon recommendation of the Nomination and Remuneration Committee, the board of directors proposes to appoint Ms. Estelle Iacona as independent director and confirms it has no indication of any element that could call into question her independence as described in the Corporate Governance Code 2020.

Non-executive directors will receive a fixed annual gross remuneration of EUR 15,000 for their mandate, an additional annual gross remuneration of EUR 5,000 for each membership in a board committee as well as a reimbursement of reasonable costs to attend the board and/or committee meetings.

10. Appointment of statutory auditor for certifying the corporate sustainability reporting.

Proposed resolution: *In accordance with the resolution of the general meeting dated 27 April 2023, X-FAB Silicon Foundries SE has appointed KPMG Bedrijfsrevisoren BV/SRL / KPMG Réviseurs d'Entreprises BV/SRL (B00001), Luchthaven Brussel Nationaal 1K, 1930 Zaventem (hereafter "KPMG"), as statutory auditor for a period of three years, to audit the annual accounts of X-FAB Silicon Foundries SE as of and for the years ending on 31 December 2023, 2024 and 2025. The mandate will expire at the end of the general meeting called to approve the annual accounts for the financial year ending on 31 December 2025. KPMG has designated Mr Herwig Carmans (IRE No. A02326), réviseur d'entreprises / bedrijfsrevisor, with office address Herkenrodesingel 6B/4.01, 3500 Hasselt, as permanent representative.*

Directive (EU) 2023/2464 of the European Parliament and of the Council of 14 December 2023 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU as regards corporate sustainability reporting (the "CSRD"), as implemented into Belgian law, requires the Company to have its consolidated sustainability information included in the annual report certified. To align the timing of this assurance mandate with the mandate for auditing the financials, the Meeting appoints KPMG for this legal limited assurance engagement as of and for the year ending on December 31, 2025 (the remaining financial year of the ongoing audit mandate). The appointment will expire at the end of the general meeting called to approve the accounts for the 2025 financial year. KPMG has designated Mr. Herwig Carmans (IRE No. A02326), réviseur d'entreprises / bedrijfsrevisor, with office address Herkenrodesingel 6B/4.01, 3500 Hasselt, and Mr. Mike Boonen (IRE No. A02070), réviseur d'entreprises / bedrijfsrevisor, with office address Borsbeeksebrug 30 bus 2, 2600 Antwerpen-Berchem, as permanent representatives for this additional assurance engagement. The fees of the statutory auditor for this legal limited assurance engagement for the financial year ending 31 December 2025 will be determined at a later stage.

FORMALITIES

I. CONDITIONS OF ADMISSION

1. Registration

The Company has to be able to determine whether on **April 10, 2025** at 24h00 CET ("**Registration Date**"), a shareholder was in the possession of the number of shares in respect of which it indicates that it wishes to attend the Meeting:

- by registration in the Company's register of registered shares, or
- by registration in the accounts of a certified account holder or relevant settlement institution for dematerialized shares.

2. Confirmation of attendance

The shareholders whose shares are registered at the Registration Date have to notify the Company no later than **April 18, 2025** at 17h00 CET ("**Notification Date**") that they wish to attend the Meeting **in person or virtually**, as follows:

- the owners of registered shares must complete the attendance form attached to their individual convocation and must provide this form to the Company no later than the Notification Date;
- owners of dematerialized shares: the recognized account holder, or settlement institution issues a certificate to the shareholder indicating the total number of shares registered in its name in its account on the Registration Date, with which the shareholder wants to participate to the Meeting.

Owners of dematerialized shares are asked to instruct their financial institution to directly inform BNP Paribas Fortis SA/NV, (via email: generalassembly@bnpparibasfortis.com) by the Notification Date about their wish to participate (themselves or via a proxy holder) to the Meeting and the number of shares they wish to represent.

Only persons who are shareholder of the Company on the Registration Date and who have confirmed their attendance no later than the Notification Date are entitled to attend, speak and vote at the Meeting.

II. VIRTUAL MEETING ATTENDANCE

Details on how to attend the meeting virtually will be provided on the website of the Company (see section VI).

If a shareholder wishes to attend the Meeting virtually, the Company can request additional information such as a proof of identity, valid email address, securities account and mobile phone number for authentication purposes.

Shareholders attending the Meeting virtually **are asked to provide their votes by mail before the Meeting**. To avoid complexity and ensure a smooth and efficient virtual meeting, there will be no functionality to vote electronically during the Meeting.

III. THE RIGHT TO ADD ITEMS TO THE AGENDA AND TO FILE RESOLUTION PROPOSALS

Shareholders who alone or together with other shareholders hold at least 10% of the share capital of the Company have the right to put additional items on the agenda of the Meeting and to table draft resolutions in relation to items that have been or are to be included in the agenda. Shareholders wishing to exercise this right, will have to deliver a notification to the Company according to section VI below no later than **April 2, 2025** at 17h00 CET. The

Company will confirm the receipt of such written notifications within 48 hours and will publish a revised agenda no later than **April 9, 2025**. More information is available on the website of the Company (see section VI).

IV. THE RIGHT TO ASK QUESTIONS

Each shareholder has the right to ask questions to the directors and/or the auditor prior to or during the Meeting. Written questions must be delivered by notification according to section VI below by no later than **April 18, 2025** at 17h00 CET. More information is available on the website of the Company (see section VI).

V. POWER OF ATTORNEY / VOTING BY MAIL

Each shareholder can give a written power of attorney to be represented at the Meeting or can vote by mail. A shareholder can only appoint one person as its representative. The shareholders who wish to be represented or vote by mail, are requested to use the dedicated forms available at the website of the Company (see section VI) or upon written request from Ms. Uta Steinbrecher (uta.steinbrecher@xfab.com). The originally signed power of attorney or votes by mail must reach the Company by mail at the address mentioned in section VI below by no later than **April 18, 2025** at 17h00 CET. The forms may also be provided, within the same timing, by fax or e-mail provided that they are signed using a simple electronic signature in accordance with Belgian law. The shareholders are requested to follow the instructions mentioned on the forms to be validly represented at the Meeting or to have their votes by mail taken into account. Every appointment of a holder of a power of attorney has to occur according to the applicable Belgian law, in particular with regard to conflicts of interests and the keeping of a register.

VI. NOTIFICATION AND INFORMATION

In order to be admitted to the Meeting, shareholders and proxy holders must be able to prove their identity by means of a valid ID card or passport.

Representatives of legal entities must provide recent copies of documents establishing their identity and their powers to represent such entities.

All notifications to the Company in the framework of this convocation have to be addressed to:

X-FAB Silicon Foundries SE
Attn. Mr. Manuel Vangoitsenhoven
c/o Transportstraat 1
3980 Tessenderlo-Ham
Belgium
Fax: +32 1367 0770
E-mail: manuel.vangoitsenhoven@xfab.com

Shareholders can, upon presentation of their security or of a certificate issued by a recognized account holder or a settlement institution certifying the number of dematerialized shares recorded in the name of the shareholder, obtain at the abovementioned address on business days and during normal office hours as from the date of publication of this convening notice, free of charge, copies of the documents and reports that relate to the Meeting. These documents and reports are also available on the Company's website (<https://www.xfab.com/investors>).

The board of directors