

X-FAB Silicon Foundries SE • Transportstraat 1 • 3980 Tessenderlo-Ham, Belgium

## VOTING BY MAIL

The undersigned:

*(full name and address of the shareholder)*

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on the registration date of **April 16, 2026**

owner – joint owner - custodian – bare owner – usufructuary – pledgor – pledgee

*(delete as appropriate)*

of \_\_\_\_\_ registered shares – dematerialized shares

*(delete as appropriate)*

of X-FAB Silicon Foundries SE, with registered office at Transportstraat 1, B-3980 Tessenderlo-Ham, listed in the Register Legal Persons Antwerp, division of Hasselt with company number 0882.390.885 and with which he/she intends to vote on the agenda of the ordinary and extraordinary shareholders' meeting that will be held on Thursday April 30, 2026 at 14h00 at the registered seat of the company in Transportstraat 1, 3980 Tessenderlo-Ham, Belgium as indicated below.

## AGENDA

### Annual Shareholders' Meeting

1. Statutory annual report of the board of directors and the report of the statutory auditor regarding the statutory annual accounts for the financial year ended on December 31, 2025.

**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, 2025.

**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

consolidated 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, 2025, 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, 2025 (together with the directors' and auditor's reports on the consolidated annual accounts), the statutory annual accounts for the financial year ended on December 31, 2025, are approved.

The ordinary result amounts to negative EUR 40,327,311. Including the result carried forward from the financial year ending on December 31, 2024, the total result to be appropriated for the financial year ending on December 31, 2025, amounts to EUR 353,664,362. It is approved that this result be allocated as determined in the annual accounts closed on December 31, 2025, as follows:

- Result to be carried forward: EUR 353,664,361
- Addition to legal reserves: EUR 0

4. Approval of the remuneration report.

**Proposed resolution:** The shareholders' meeting approves the remuneration report regarding the financial year ended on December 31, 2025.

5. Approval of the remuneration policy.

**Explanatory statement:** Following the change in CEO, the variable remuneration of the CEO has been aligned with the other members of the executive management. In addition, a long-term component has been introduced for the variable remuneration of all executive managers. There are no other content changes since the previous remuneration policy as well as the most recent remuneration report were approved at the previous annual shareholders' meeting.

**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, 2025.

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, 2025.

8. Reappointment of Dato Sri Dr. Wan Lizozman bin Wan Omar as director.

**Proposed resolution:** Upon proposal of the board of directors, and in accordance with the recommendation of the Nomination and Remuneration Committee, the meeting decides to reappoint Dato Sri Dr. Wan Lizozman bin Wan Omar as non-executive director 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 31, 2029.

9. Reappointment of Aurore NV, permanently represented by Christine Juliam, as independent director.

**Proposed resolution:** *Upon proposal of the board of directors, and in accordance with the recommendation of the Nomination and Remuneration Committee, the meeting decides to reappoint Aurore NV, permanently represented by Christine Juliam as an independent non-executive director 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 31, 2029. The board of directors has determined that Christine Juliam meets the independence criteria set out in article 7:87 of the Companies and Associations Code and article 3.5 of the Belgian Corporate Governance Code 2020, Mrs. Juliam has declared not having any connections with the Company or a major shareholder that would interfere with her independence, and there is no indication of any element that could cast doubt on her independence.*

10. Appointment of Rudi De Winter as director.

**Proposed resolution:** *Upon proposal of the board of directors, and in accordance with the recommendation of the Nomination and Remuneration Committee, the meeting decides to appoint Rudi De Winter (initially co-opted on February 3, 2026) as non-executive director 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 31, 2029.*

**Explanatory note:** *Based on the advice of the Nomination and Remuneration Committee, the board of directors decided on 3 February 2026 to fill the vacant mandate, following the resignation of Sensinnovat BV, temporarily with Rudi De Winter, until the actual nomination by the next shareholder meeting. The meeting acknowledges that the director has waived any remuneration for this mandate.*

11. Appointment of Fajel Consultants BV, permanently represented by Damien Macq, as director.

**Proposed resolution:** *Upon proposal of the board of directors, and in accordance with the recommendation of the Nomination and Remuneration Committee, the meeting decides to appoint Fajel Consultants BV, permanently represented by Damien Macq as executive director 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 31, 2029.*

12. Appointment of statutory auditor for for the audit of the annual accounts and the consolidated financial statements and for certifying the corporate sustainability reporting.

**Proposed resolution:** *Upon proposal of the Board of Directors, acting on the recommendation of the Audit Committee, the General Meeting decides to appoint EY Bedrijfsrevisoren BV, with registered office at Kouterveldstraat 7b 001, 1831 Diegem, Belgium, represented by Mr. Olaf Janssen, as auditor for a term of three years, specifically for the financial years ending December 31, 2026, 2027 and 2028. The auditor's mandate shall terminate immediately after the General Meeting of Shareholders deciding on the financial statements for the financial year ending December 31, 2028. The auditor shall be responsible for the audit of the annual accounts and the consolidated financial statements.*

*The auditor is also charged with the engagement regarding the assurance of sustainability information for a period of three years. This assignment on sustainability information is mandated*

by EU Directive 2022/2464 of 14 December 2022 of the European Parliament and the European Council on sustainability reporting by enterprises (the "Corporate Sustainability Reporting Directive" or "CSRD"), which is transposed into Belgian law on 28 November 2024. This sustainability information also includes the information required under Article 8 of the European Regulation (EU) 2020/852 establishing a framework to facilitate sustainable investment (the "EU Taxonomy").

The auditor's annual fee, subject to indexation, is set at € 671.000 (excluding VAT and expenses) per year.

### Extraordinary Shareholders' Meeting

#### 13. Change of the date of the annual shareholders' meeting

**Proposed resolution:** *The shareholders' meeting approves to change the date of the annual shareholders' meeting from the last Thursday of April at 2pm to the first Tuesday of the month May at 2pm, and resolves to change Article 31 of the Articles of Association to:*

*"Each year, the ordinary meeting of shareholders is held on the first Tuesday of the month May at 2pm, at the registered office or at any other place designated by the convening notice. If such day is a legal public holiday in Belgium, the meeting shall take place at the same hour on the following working day. The other shareholders' meetings shall be held on the day, at the hour and in the place designated by the convening notice. They may be held at locations other than the registered office."*

#### 14. Authorization of the board of directors to increase the issued capital.

a) To examine and discuss the report prepared by the board of directors in accordance with article 5 of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the statute for a European company *juncto* article 7:199 BCCA with regard to authorized capital.

**Explanatory statement:** *As it is a mere perusal, no proposal for a resolution has been included.*

b) Authorization to the board of directors to increase the issued capital.

**Explanatory statement:** *If the authorization proposed below is not approved by the general meeting, or for as long as the newly approved authorization has not been published in the Annexes to the Belgian State Gazette, the existing authorization approved by the general meeting of April 28, 2022, will continue to apply without limitation until its expiry.*

**Proposed resolution:** *Resolutions to authorise the board of directors to increase the capital of the Company, as explained in the special report of the board of directors and to amend article 7 of the articles of association accordingly, as follows:*

*"§1. 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.*

*This authorization may be renewed in accordance with the relevant legal provisions. The board of directors can exercise this power for a period of five (5) years as from the date of publication in the Annexes to the Belgian State Gazette of the amendment to these articles of association approved by the shareholders' meeting on April 30, 2026.*

*§2. Any capital increases which can be decided pursuant to this authorization will take place in accordance with the modalities to be determined by the board of directors and may be effected (i) by means of a contribution in cash or in kind, (ii) through conversion of reserves, whether available or unavailable for distribution, and issuance premiums, with or without issuance of new shares. The board of directors can also use this authorization for the issuance of convertible bonds, subscription rights or bonds to which subscription rights are connected.*

*When exercising its authorization within the framework of the authorized capital, the board of directors can limit or cancel the preferential subscription right of the shareholders in the interest of the Company, subject to the limitations and in accordance with the conditions provided for by the Companies and Associations Code. This limitation or cancellation can also occur to the benefit of the members of the personnel within the meaning of Article 1:27 of the Companies and Associations Code or to the benefit of one or more specific persons even if these are not members of the personnel.*

*§3. If, pursuant to a capital increase that has been decided within the framework of the authorized capital, an issuance premium is paid, this shall be booked on the account "Issuance Premiums", that shall serve as guarantee for third parties in the same manner as the Company's registered capital and of which, apart from the possibility to convert this reserve into registered capital, can only be disposed in accordance with the conditions provided for by the Companies and Associations Code in respect of amendments to the articles of association.*

*§4. The board of directors is hereby expressly empowered to proceed with a capital increase in any and all form, including but not limited to a capital increase accompanied by the restriction or withdrawal of the preferential subscription right, even after receipt by the Company of a notification by the Financial Services and Markets Authority (FSMA – "Autorité des Services et Marchés Financiers" / "Autoriteit voor Financiële Diensten en Markten") 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 Council Regulation (EC) no 2157/2001 of 8 October 2001 on the Statute for a European company juncto Article 7:202 of the Companies and Associations Code. The powers hereby conferred on the board of directors remain in effect for a period of three years from the date of the amendment to these articles of association approved by shareholders' meeting held on April 30, 2026. 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 specified in the first paragraph.*

*§5. The board of directors is authorized, with power of substitution, to amend the articles of association after each capital increase realised within the framework of the authorized capital, in order to bring them in line with the new situation of the registered capital and the shares."*

15. Authorization of the Board of Directors to acquire and dispose of own securities.

**Proposed resolution:**

*The shareholders' meeting resolves to change Article 13 of the Articles of Association to:*

*"§1. The Company may in accordance with Article 5 of the SE Regulation juncto Articles 7:215 ff. of the Companies and Associations Code and within the limits set out in these provisions, acquire, on or outside the stock market, up to 20% of its own shares, profit-sharing certificates or associated*

*certificates for a price which will respect the legal requirements, but which will in any case not be more than 10% below the lowest closing price in the last thirty trading days preceding the transaction and not more than 5% above the highest closing price in the last thirty trading days preceding the transaction. This authorization is valid for five years from April 30, 2026. This authorization covers the acquisition on or outside the stock market by a direct subsidiary within the meaning and the limits set out by Article 7:221, indent 1 of the Companies and Associations Code. If the acquisition is made by the Company outside the stock market, even from a subsidiary, the Company shall comply with Article 7:215, §1, 4° of the Companies and Associations Code.*

*§2. By resolution of the shareholders' meeting held on April 30, 2026, the board of directors is authorized, subject to compliance with the provisions of the Companies and Associations Code, to acquire for the Company's account the Company's own shares, profit-sharing certificates or associated certificates if such acquisition is necessary to avoid serious and imminent harm to the Company. Such authorization is valid for three years as from the date of publication of the authorization in the Annexes to the Belgian State Gazette.*

*§3. By resolution of the shareholders' meeting held on April 30, 2026, the board of directors is authorized to divest itself of part of or all the Company's shares, profit-sharing certificates or associated certificates 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 of the Belgian Companies and Associations Code 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, indent 1 of the Companies and Associations Code. The authorization is valid without any time restriction, except when the divestment is to prevent any serious and imminent harm in which case the authorization is valid for three years as from the date of publication of the authorization in the Annexes to the Belgian State Gazette."*

16. Modification of Article 44 of the articles of association with respect to the distribution of the assets in case of the winding-up of the Company

**Proposed resolution:** *Resolution to amend Article 44 of the articles of association by replacing the words "shall be distributed equally among all the shares" by the words "shall be divided among all the shares, in equal parts".*

17. Powers of attorney and authorizations

**Proposed resolution:** *The shareholders' meeting resolves to grant the authorizations and powers of attorney set out below for the purpose of implementing the decisions laid down in this act:*

*a) The board of directors is authorized to take all decisions and measures for the execution of the decisions defined in the present act;*

*b) Be authorized, each with the power to act alone and with the right of substitution, to modify and/or delete the Company's registration in the Crossroads Bank for Enterprises and its registration in the VAT Register, in accordance with the decisions laid down in the present act, and in this connection to make all declarations and to complete and sign all documents in the name of and on behalf of the Company, its shareholders, directors and/or liquidators, all this without prejudice to the power of the undersigned notary to complete and sign forms I and II to the extent required in implementation of the decisions laid down in this deed:*

- Mr. Damien Macq, permanent representative of Fajel Consultants BV (CEO)
- Mr. Manuel Vangoitsenhoven, General counsel



*c) The acting notary is authorized to coordinate the articles of association of the Company and to sign and file a copy thereof in the publicly accessible electronic database system which forms part of the legal entity's file as referred to in article 2:7, §2 BCCA.*



## VOTING INSTRUCTIONS ANNUAL SHAREHOLDERS' MEETING

### Annual Shareholders' Meeting

Complete your voting instructions here:

1. Statutory annual report of the board of directors and the report of the statutory auditor regarding the statutory annual accounts for the financial year ended on December 31, 2025.  
**(does not involve a vote)**
2. Communication of the consolidated annual accounts for the financial year ending on December 31, 2025.  
**(does not involve a vote)**
3. Approval of the statutory annual accounts for the financial year ended on December 31, 2025 and allocation of the financial result.  
  

☐ **for**
☐ **against**
☐ **abstain**
4. Approval of the remuneration report.  
  

☐ **for**
☐ **against**
☐ **abstain**
5. Approval of the updated remuneration policy.  
  

☐ **for**
☐ **against**
☐ **abstain**
6. Discharge from liability to the directors.  
  

☐ **for**
☐ **against**
☐ **abstain**
7. Discharge from liability to the statutory auditor.  
  

☐ **for**
☐ **against**
☐ **abstain**
8. Reappointment of Dato Sri Dr. Wan Lizozman bin Wan Omar as director.  
  

☐ **for**
☐ **against**
☐ **abstain**
9. Reappointment of Aurore NV, permanently represented by Christine Juliam, as independent director.  
  

☐ **for**
☐ **against**
☐ **abstain**
10. Appointment of Rudi De Winter as director.  
  

☐ **for**
☐ **against**
☐ **abstain**



11. Appointment of Fajel Consultants BV, permanently represented by Damien Macq, as director.

☐ **for** ☐ **against** ☐ **abstain**

12. Appointment of statutory auditor for for the audit of the annual accounts and the consolidated financial statements and for certifying the corporate sustainability reporting.

☐ **for** ☐ **against** ☐ **abstain**

### Extraordinary Shareholders' Meeting

13. Change of the date of the annual shareholders' meeting

☐ **for** ☐ **against** ☐ **abstain**

14. Authorization of the board of directors to increase the issued capital

☐ **for** ☐ **against** ☐ **abstain**

15. Authorization of the Board of Directors to acquire and dispose of own securities

☐ **for** ☐ **against** ☐ **abstain**

16. Modification of Article 44 of the articles of association with respect to the distribution of the assets in case of the winding-up of the company

☐ **for** ☐ **against** ☐ **abstain**

17. Powers of attorney and authorisations

☐ **for** ☐ **against** ☐ **abstain**

**This form must be addressed no later than April 24, 2026 at 17h00 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](mailto:manuel.vangoitsenhoven@xfab.com)

In addition, the holders of dematerialized shares must have a certificate sent to the same address and within the same period of time, from the recognized account holder or settlement institution where their securities account is kept, stating the number of dematerialized shares registered in their books in the name of the shareholder concerned on the registration date, and with which the shareholder wishes to vote.



Shareholders who have voted by letter may attend the meeting virtually or in person but may not vote in person or by proxy.

Done at [location] on: [date]

Signature of the shareholder

If the shareholder is not a natural person:

Name of the individual signatory:

Function:

**(INITIAL EACH PAGE AT THE BOTTOM, IN THE MARGIN, AND SIGN IN FULL ON THE LAST PAGE)**