

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

## PROXY<sup>1</sup>

The undersigned:

*(full name and address of the shareholder)*

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Owner – joint owner - custodian – bare owner – usufructuary – pledgor – pledgee<sup>2</sup>  
*(delete as appropriate)*

of \_\_\_\_\_ registered shares – non material shares  
*(delete as appropriate)*

of X-FAB Silicon Foundries SE, with registered office at Transportstraat 1, B-3980 Tessenderlo-Ham, listed in the Register Legal Persons Antwerp, division of Hasselt with company number 0882.390.885.

Herewith appoints as special proxy holder:  
*(name, place of birth, date of birth and address)*

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To whom he/she grants proxy to:

Participate on his/her behalf in the annual shareholders' meeting that will be held on Thursday April 24, 2025 at 14h00 at the registered seat of the company in 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 [www.xfab.com/investors](http://www.xfab.com/investors) with the following agenda:

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<sup>1</sup> This proxy is not a proxy solicitation and cannot be used in the cases contemplated by articles 7:144 and 7:145 BCCA.

<sup>2</sup> In accordance with articles 11 and 33 of the articles of association the joint owners, the pledgers and pledges, the bare owners and usufructuaries of shares are requested to appoint one single proxy holder.

## 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.*

## VOTING INSTRUCTIONS ANNUAL SHAREHOLDERS' MEETING

Complete your voting instructions here:

1. Statutory annual report of the board of directors and the report of the statutory auditor regarding the statutory annual accounts for the financial year ended on December 31, 2024.  
**(does not involve a vote)**

2. Communication of the consolidated annual accounts for the financial year ending on December 31, 2024.  
**(does not involve a vote)**

3. Approval of the statutory annual accounts for the financial year ended on December 31, 2024 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. Change of control clauses in accordance with article 7:151 BCCA.

☐ **for** ☐ **against** ☐ **abstain**

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

a)	<input type="checkbox"/> <b>for</b>	<input type="checkbox"/> <b>against</b>	<input type="checkbox"/> <b>abstain</b>
b)	<input type="checkbox"/> <b>for</b>	<input type="checkbox"/> <b>against</b>	<input type="checkbox"/> <b>abstain</b>
c)	<input type="checkbox"/> <b>for</b>	<input type="checkbox"/> <b>against</b>	<input type="checkbox"/> <b>abstain</b>
d)	<input type="checkbox"/> <b>for</b>	<input type="checkbox"/> <b>against</b>	<input type="checkbox"/> <b>abstain</b>
e)	<input type="checkbox"/> <b>for</b>	<input type="checkbox"/> <b>against</b>	<input type="checkbox"/> <b>abstain</b>
f)	<input type="checkbox"/> <b>for</b>	<input type="checkbox"/> <b>against</b>	<input type="checkbox"/> <b>abstain</b>

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

☐ **for**

☐ **against**

☐ **abstain**

Done at [location] on: [date]

Signature of the shareholder  
(Preceded by the hand-written words "Good for proxy")

If the shareholder is not a natural person:

Name of the individual signatory:

Function:

who certifies being authorized to sign this proxy for and on behalf of the shareholder identified on page 1.

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