

Convening of the annual shareholders' meeting

Shareholders are informed of the organization of ordinary, special and extraordinary general meetings (the "Meetings") of X-FAB Silicon Foundries SE (the „Company“) that will be held on Thursday, April 28, 2022 at 14h00 CET at the registered office of the Company at Transportstraat 1, 3980 Tessenderlo, 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/about-x-fab/investors/shareholders-meeting.

AGENDA

Ordinary part

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, 2021.

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, 2021.

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, 2021 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, 2021, the statutory annual accounts for the financial year ended on December 31, 2021 are approved.

The ordinary result amounts to EUR 57,062,750.80 Including the result carried forward from the financial year ending on December 31, 2020, the total result to be appropriated for the financial year ending on December 31, 2021, amounts to EUR 237,754,133.98. It is approved that this result be allocated as determined in the annual accounts closed on December 31, 2021, as follows:

- Result to be carried forward: EUR 234,900,996.44
- Addition to legal reserves: EUR 2,853,137.54

4. Approval of the remuneration report.

Proposed resolution: *The shareholders' meeting approves the remuneration report regarding the financial year ended on December 31, 2021.*

5. 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, 2021.*

6. 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, 2021.*

7. (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 31, 2025:*

- a. *Dato Sri Dr. Wan Lizozman Haji Wan Omar*

Explanatory note: *upon recommendation of the nomination committee, the board of directors decided on July 27, 2021 to co-opt Dato Sri Dr. Wan Lizozman Haji Wan Omar with immediate effect until the confirmation by the next shareholders' meeting.*

Dato Sri Dr. Wan Lizozman Haji 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 Haji Wan Omar is Chairman of two state GLCs (government-linked companies) and Director of various state-owned companies. Moreover, he is 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 the Columbia University, New York City, USA, a Bachelor of Sciences in Economic & Political Science from the University of Northern Illinois, USA, followed by a Master 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).

- b. *Aurore NV (permanently represented by Christine Juliam)*

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.

Special part

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 December 1, 2021 entered into between X-FAB Silicon Foundries SE (and subsidiaries) on the one hand and BNP Paribas Fortis, Landesbank Baden-Württemberg, Belfius Bank, Deutsche Bank, Société Générale, Caisse d'Epargne Hauts de France, DZ Bank and ING Belgium on the other hand for an amount of EUR 200 million.*

In general, this clause allows any bank participating in the credit to request that its credit commitment be cancelled or declared immediately due and payable in the event that XTRION NV no longer exercises control over X-FAB Silicon Foundries SE.

Extraordinary part

9. 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.

Proposed resolution: *Resolutions to (i) authorize the board of directors, for a period of five years from the date of publication in the Belgian Official Gazette of the amendment to the articles of association of the company, as approved by the extraordinary shareholders' meeting which will deliberate on this item, to increase the capital of the company, in one or more transactions, by a maximum amount of EUR 657,456,850.68 as explained in the special report of the board of directors and (ii) to authorize the board of directors, for a period of three years commencing on the date of the amendment to the articles of association approved by the shareholders' meeting held on 28 April 2022, to increase the capital, including but not limited to a capital increase accompanied by a restriction or cancellation of the preferential subscription right, even after receipt by the company of the notice from the Financial Services and Markets Authority (FSMA) that it has been notified of a public takeover bid on the shares of the company, in accordance with the conditions set out in Article 7: 202 BCCA and (iii) to amend article 7 of the articles of association accordingly, as set out in the special report of the board of directors.*

This decision is made subject to the adoption of the proposal for a decision under agenda item 11.

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

Proposed resolution: *Resolution to authorize the company's board of directors, for a period of five years from 28 April 2022, to acquire up to 20% of the company's own shares, profit shares or certificates relating thereto, at a unit price that is not more than 10% below the lowest closing price for the thirty trading days prior to the transaction and not more than 5% above the highest closing price for the thirty trading days prior to the transaction. This authorization is also valid, for a period of three years from the date of publication in the Belgian Official Gazette of the amendment to the company's articles of association as approved by the extraordinary shareholders' meeting that will deliberate on this item, in the event that such acquisition is necessary to prevent an imminent and serious harm to the company.*

Resolution to authorize the board of directors of the company to dispose of part or all of the shares, profit certificates or certificates relating thereto of the company at a price to be

determined by the board of directors, on or off the stock exchange, or in connection with its remuneration policy for personnel within the meaning of article 1:27 BCCA or to prevent imminent and serious harm to the Company.

Resolution to amend Article 13 of the articles of association accordingly.

This decision is made subject to the adoption of the proposal for a decision under agenda item 11.

11. Amendment of the articles of association, inter alia to bring them in line with the decisions taken and with the Companies and Associations Code.

Proposed resolution: *The shareholders' meeting decides to adopt a new text of the articles of association, among other things to bring them in line with the decisions taken and with the Companies and Associations Code. A copy of the new articles of association in which all proposed amendments to the current text are indicated shall be attached to the convening notice and made available on the company's website from the day of the publication of the convening notice until the day of the shareholders' meeting. Since the proposed amendments, except for the authorization to the board of directors to increase the issued capital referred to in the ninth agenda item and the authorization to the managing body to acquire and dispose of own securities referred to in the tenth agenda item, are mainly (i) terminological in nature, (ii) concern references to the Belgian Companies and Associations Code (instead of to the Belgian Companies Code) and (iii) are of a purely technical nature as a result of changes in the applicable legal provisions, the shareholders' meeting decides to approve these amendments not individually, amendment by amendment, but as a whole, by approving the new articles of association which include all of these amendments.*

12. 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:

- *Rudi De Winter*
- *Manuel Vangoitsenhoven*

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.

FORMALITIES

I. CONDITIONS OF ADMISSION

1. Registration

The Company has to be able to determine whether on **April 14, 2022** 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 22, 2022** at 17h00 ("**Notification Date**") that they wish to attend the Meeting, 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 V).

If a shareholder wishes to attend the Meeting virtually, the Company can request additional information such as a 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 V below no later than **48 hours** after acknowledgment of the

convocation by receipt of the registered letter or through the publication in the media. After receipt of such written notifications the Company will publish a revised agenda no later than **April 22, 2022**. More information is available on the website of the Company (see section V).

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 V below by no later than **April 22, 2022** at 17h00 (CET). More information is available on the website of the Company (see section V).

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 V) 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 V below by no later than **April 22, 2022** 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 qualified 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
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/about-x-fab/investors/shareholders-meeting>).

The board of directors