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DELTA REPORT

10-K

DIOD - DIODES INC /DEL/

10-K - DECEMBER 31, 2024 COMPARED TO 10-K - DECEMBER 31, 2023

The following comparison report has been automatically generated

TOTAL DELTAS 2167

■ CHANGES	385
■ DELETIONS	897
■ ADDITIONS	885

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2023 2024

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: 002-25577

DIODES INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware

95-2039518

(State or other jurisdiction
of incorporation or organization)

(I.R.S. Employer
Identification No.)

4949 Hedgcoxe Road, Suite 200

75024

Plano, Texas

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (972) 987-3900

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Trading Symbol(s)

Name of each exchange on which registered

Common Stock, Par Value \$0.66 2/3

DIOD

The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No No

The aggregate market value of the ~~45,288,669~~ 45,118,931 shares of Common Stock held by non-affiliates of the registrant, based on the closing price of ~~\$92.49~~ \$71.93 per share of the Common Stock on the Nasdaq Global Select Market on ~~June 30, 2023~~ June 28, 2024, the last business day of the registrant's most recently completed second fiscal quarter, was approximately ~~\$4.1~~ 3.2 billion.

The number of shares of the registrant's Common Stock outstanding as of ~~February 2, 2024~~ February 3, 2025 was ~~45,939,804~~ 46,333,930.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement to be filed with the United States Securities and Exchange Commission ("SEC") pursuant to Regulation 14A in connection with the ~~2024~~ 2025 annual meeting of stockholders are incorporated by reference into Part III of this Annual Report. The proxy statement will be filed with the SEC not later than 120 days after the registrant's fiscal year ended ~~December 31, 2023~~ December 31, 2024.

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PART I

Item 1. Business.

GENERAL

Diodes Incorporated, together with its subsidiaries (collectively the "Company," "we," "we," or "our" (Nasdaq: DIOD)), a Standard and Poor's SmallCap 600 and Russell 3000 Index company, is a **delivers high-quality semiconductor products to the world's leading global manufacturer companies in the automotive, industrial, computing, consumer electronics, and supplier communications markets**. We leverage our expanded product portfolio of **high-quality application-specific standard products within the broad discrete, logic, analog and mixed-signal semiconductor** discrete power solutions combined with leading-edge packaging technology to meet customers' needs. Our broad range of **application-specific products and solutions-focused sales, coupled with global operations including engineering, testing, manufacturing, and customer service, enable us to be a premier provider for high-volume, high-growth markets**. The Company serves the industrial, automotive, computing, communications and consumer markets. For more information, visit www.diodes.com.

The Company's products include diodes; rectifiers; transistors; MOSFETs; Silicon Carbide ("SiC") diodes and MOSFETs; protection devices; logic; photocoupler; voltage translators; amplifiers and comparators; sensors; and power management devices such as AC-DC converters, DC-DC switching, linear voltage regulators, voltage references, LED drivers, power switches, and voltage supervisors. We also have timing and connectivity solutions including clock ICs, crystal oscillators, PCIe packet switches, multi-protocol switches, interface products, and signal integrity solutions for high-speed signals. operate from the following locations, with additional support offices throughout the world:

Diodes' corporate headquarters and Americas' sales offices are located in

Corporate Headquarters

Plano, Texas, United States

• **Design, Engineering, and Milpitas, California. Design, marketing, and engineering centers are located in Plano, Milpitas, U.S.; Taipei, Taoyuan City, Taiwan; Marketing**

Shanghai, Yangzhou, China; Shenzhen, and Hong Kong, China
Oldham, England; England

New Taipei City, Hsinchu, and Neuhaus, Germany. Diodes' wafer fabrication facilities are located in Tainan, Taiwan
Milpitas, California, and Plano, Texas, United States

• **Wafer Fabrication**

Shanghai and Wuxi, China
Oldham, England
Greenock, Scotland
Hsinchu, Taiwan
South Portland, Maine, U.S., Oldham, Greenock, UK; Shanghai United States

• **Assembly and Wuxi, China; and Keelung and Hsinchu, Taiwan. Diodes has assembly and test facilities located in Test**

Shanghai, Chengdu, and Wuxi, China; China
Neuhaus Germany; am Rennweg, Germany
Chongli, Taiwan

• **Sales, The Company's manufacturing facilities have achieved certifications in the internationally recognized standards of ISO 9001:2015, ISO 14001:2015, and Warehouse, products, IATF 16949:2016;**

and Jhongli
and
Keelung,
Taiwan.
Additional
engineering,
sales,
warehouse,
and
logistics

offices are located in Taipei, Taiwan; Logistics Hong Kong; Milan, Italy; Singapore City, Singapore; Oldham, UK; Kong, Shanghai, Beijing, Shenzhen, Wuhan, Guangzhou, Qingdao, and Yangzhou, China; Xiamen, China Oldham, England Frankfurt and Munich, Germany Milan, Italy Tokyo, Japan Singapore Seongnam-si, South Korea; Korea New Taipei City, Taiwan Milpitas, California and Munich, Frankfurt, Germany; with support offices throughout the world. Plano, Texas, United States

- The 2016 and the Company is also C-TPAT certified; and
- certified. We believe these quality awards reflect the superior quality-control techniques established at the Company and further enhance our credibility as a vendor choice to original equipment manufacturers ("OEMs" ("OEMs") increasingly concerned with quality and consistency.

Our market focus is on high-growth, end-user applications in the following areas:

- Industrial: embedded systems, precision controls, medical, clean energy, machine to machine, robotics, motor control, and Artificial Intelligence of Things ("AIoT" ("AIoT"))
- Automotive: connected driving, comfort/style/safety, and electrification/powertrain;
- Computing: cloud computing including artificial intelligence servers, computing: server, Artificial Intelligence ("AI") server, storage, data centers, and data applications; edge AI;

- Communications: smartphones, smart phones, 5G networks, advanced protocols, and charging solutions; enterprise networking; and
- Consumer: IoT, Internet of things ("IoT"): wearables, home automation, home appliances, smart infrastructure, and smart infrastructure, charging solutions.

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From 2019 2020 to 2023 2024, our annual net sales grew from \$1.2 billion to \$1.7 billion \$1.3 billion, representing a compound annual growth rate of approximately 7.4% 1.6%. Our product line includes over 28,000 products, and we shipped approximately 39 billion units in 2024, 42 billion units in 2023, and 50 billion units in 2022 and 58 billion units in 2021 2022. The decrease in units shipped in 2023 2024 was driven by softness in demand and inventory adjustments related to by our customers that serve the computing, communications and consumer markets, key end markets in which we participate.

2023 2024 SUMMARY AND BUSINESS OUTLOOK

In 2023 2024 the Company's Company's net sales decreased 16.9% 21.1% compared to 2022 2023. This decrease was the result of an economic slowdown resulting the combined effect of demand softness in less demand for our products, the end markets that we participate in and inventory adjustments by the customers that we serve.

We continue to work towards our previously stated goals for 2025 goal of \$1.0 billion in gross profit based upon \$2.5 billion in revenue and a gross margin of 40%. At a high level, tactics we intend to use to accomplish these goals include:

- Total Offering total systems solutions, in which we provide a wide range of products that work together in a system which help simplify drives growth by simplifying design process for our customers, the sales approach, and content expansion driving growth;
- Increased Increasing focus on high margin market segments (i.e. automotive and industrial) and analog & power discrete product lines; and lines which are include the market segments that we serve;
- Investment Investing in technology leadership in target products, fab processes, and advanced packaging. packaging; and

1. Pursuing selective strategic acquisitions of technologies, product lines, or companies to enhance our product portfolio and accelerate our new product offerings. We solid |
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Note 7 – Goodwill

Changes in goodwill for the twelve months ended December 31, were as follows:

Balance at December 31, 2021	\$ 149,890	
Acquisitions	1,818	
Foreign currency translation adjustment	(6,951)	
Balance at December 31, 2022	144,757	\$ 144,757
Foreign currency translation adjustment	1,801	1,801
Balance at December 31, 2023	\$ 146,558	146,558
Acquisitions	37,482	
Foreign currency translation adjustment	(2,485)	
Balance at December 31, 2024	\$ 181,555	

Note 8 – Bank Credit Agreements and Other Short-term and Long-term Debt

Short-term debt

Our Asia subsidiaries maintain credit facilities with several financial institutions through our foreign entities worldwide totaling \$147.9 146.0 million. Other than two Taiwanese credit facilities that are collateralized by assets, our foreign credit lines are unsecured, uncommitted and contain no restrictive covenants. These credit facilities bear interest at the Taipei Interbank Offered Rate (or similar indices plus a specified margin. Interest payments are due monthly on outstanding amounts under the credit lines. The unused and available credit under the various facilities as of December 31, 2023 December 31, 2024, was approximately \$106.8 114.0 million, net of \$40.7 31.4 million advanced under our foreign credit lines and \$0.4 0.6 million credit used for import and export guarantee.

Long-term debt

On May 26, 2023, the The Company Diodes Holdings UK Limited (the "Foreign Borrower" and, collectively with the Company, the "Borrowers"), and certain subsidiaries of the Company as guarantors, entered into maintains a Third Amended and Restated Credit Agreement (the "Credit Agreement") that amended and restated that certain Second Amended and Restated Credit Agreement dated as of May 29, 2020 (as amended, modified and/or supplemented from time to time prior to the date of the Credit Agreement, the "Existing long-term credit facility ("Credit Agreement"). Certain capitalized terms used in this description of the Credit Agreement have the meanings given to them in the Credit Agreement, which is attached as Exhibit 10.1 to our Current Report on Form 8-K that we filed with the SEC on June 2, 2023.

The Existing Credit Agreement consisted of a term loan with no outstanding balance as of the date of the Credit Agreement and a \$225.0 million revolving senior credit facility with nothing drawn as of the date of the Credit Agreement.

The Credit Agreement, which represented a complete amendment and restatement of the Existing Credit Agreement consists of a Revolving Credit Facility in the amount of \$225.0 million, including a swing line sublimit equal to the lesser of \$50.0 million and the Revolving Credit Facility, a letter of credit sublimit equal to the lesser of \$100.0 million and the Revolving Credit Facility, and an alternative currency sublimit equal to the lesser of \$40.0 million and the Revolving Credit Facility. The Borrowers have Company has the option to increase the Revolving Credit Facility and/or incur Incremental Term Loans in an aggregate principal amount of up to \$350.0 million. The Revolving Credit Facility Agreement bears interest at Term SOFR or similar other indices plus a specified margin, margin and matures in May 2028. The Credit Agreement contains certain financial and non-financial covenants, including, but not limited to, a maximum Consolidated Leverage Ratio, a minimum Consolidated Interest Coverage Ratio, and restrictions on liens, indebtedness, investments, fundamental changes, dispositions, and restricted payments (including dividends and share repurchases). The Company is permitted to pay dividends up to \$75.0 million per fiscal year to our stockholders so long as we have not defaulted at the time of such dividend and no default would result from declaring and paying such dividend. Furthermore, under the Credit Agreement, restricted payments, including dividends and share repurchases, are permitted in certain circumstances, including while the pro forma Consolidated Leverage Ratio is, both before and after giving effect to any such restricted payment, at least 0.25 to 1.00 less than the maximum permitted under the Credit Agreement.

The Revolving Credit Facility matures on May 26, 2028. The Company Certain capitalized terms used a portion in this description of the proceeds available under the Credit Agreement (i) have the meanings given to refinance certain existing indebtedness of them in the Borrowers and their subsidiaries under the Existing Credit Agreement, and (ii) for working capital, capital expenditures, and other general corporate purposes, including, without limitation, financing permitted acquisitions, which is attached as Exhibit 10.1 to our Current Report on Form 8-K that we filed with the SEC on June 2, 2023. The Borrowers have the option to increase the Revolving Facility and/or incur Incremental Term Loans in an aggregate principal amount of up to \$350.0 million.

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Borrowings outstanding as of December 31, 2023 December 31, 2024 and December 31, 2022 December 31, 2023, are set forth in the table below:

Description	December 31,				December 31,				Current Amount	Maturity
	2023	2022	Interest Rate	Current Amount	2024	2023	Interest Rate	Current Amount		
Short-term debt										
Notes payable to Bank of Taiwan	\$ 40,685	\$ 36,280	Various indices plus margin	Various during 2024		\$ 31,429	\$ 40,685	Various indices plus margin	Various during 2025	
Long-term debt										
Notes payable to Bank of Taiwan	1,880	2,063	2-yr deposit rate floating plus 0.1148%	June 2033	1,593	1,880	2-yr deposit rate floating plus 0.1148%	June 2033		
Notes payable to Bank of Taiwan	1,626	1,628	2-yr deposit rate floating plus 0.082%	September 2025	3,052	1,626	2-yr deposit rate floating plus 0.082%	September 2026		
Notes payable to CTBC Bank	3,252	3,256	TAIBOR 3M plus 0.5%	December 2024	3,052	3,252	TAIBOR 3M plus 0.5%	March 2026		
Notes payable to CTBC Bank	13,098	13,840	TAIBOR 3M plus 0.5%	May 2028	11,606	13,098	TAIBOR 3M plus 0.5%	May 2028		
Notes payable to E Sun Bank	217	275	1-M deposit rate floating plus 0.08%	July 2027	148	217	1-M deposit rate floating plus 0.08%	July 2027		
Notes payable to E Sun Bank	1,325	1,516	1-M deposit rate floating plus 0.08%	July 2027	1,064	1,325	1-M deposit rate floating plus 0.08%	July 2030		
Notes payable to E Sun Bank	-	3,256	1-M deposit rate floating plus 0.08%	December 2024	144	-	Variable	September 2026		
Notes payable to HSBC	-	105,000	1M SOFR+Margin	January 2025						
Notes payable to HSBC	-	18,558	1M SOFR+Margin	January 2025						
Notes Payable to E Sun Bank	-	166	2-yr deposit rate plus annual rate floating	September 2023						
Notes Payable to Taishin International Bank	-	43	Annual rate plus cost of capital	April 2023						
Notes Payable to Taishin International Bank	-	11	Fixed annual rate	April 2023						
Notes Payable to Taishin International Bank	-	217	Fixed annual rate	April 2024						
Notes payable to Chang Hwa Bank	-	518	2-yr deposit rate floating plus 1.405% - 1.655%	June-July 2026	20,659	21,398				
Total long-term debt	21,398	150,348								

Less: Current portion of long-term debt	(4,419)	(1,693)	(1,096)	(4,419)
Less: Unamortized debt-issuance costs	-	(1,185)		
Total long-term debt, net of current portion	\$ 16,979	\$ 147,470	\$ 19,563	\$ 16,979

The table below sets forth the annual contractual maturities of long-term debt at December 31, 2023 December 31, 2024:

2024	\$ 4,419		
2025	2,799	\$ 1,096	
2026	1,178	7,309	
2027	1,159	1,130	
2028	10,587	9,936	
2029 and thereafter	1,256		
2029	385		
2030 and thereafter	803		
Total long-term debt	\$ 21,398	\$ 20,659	

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Note 9 – Leases

The Company leases certain assets used in its business, including land, buildings, and equipment. These leased assets are used for operational and administrative purposes.

The table below sets forth the components of lease expense for the twelve months ended December 31:

	2023	2022	2021	2024	2023	2022
Operating lease expense	\$ 13,066	\$ 13,275	\$ 16,533	\$ 14,407	\$ 13,066	\$ 13,275
Finance lease expense:						
Amortization of assets	32	17	221	29	32	17
Interest on lease liabilities	3	1	1	4	3	1
Short-term lease expense	1,899	975	954	2,260	1,899	975
Variable lease expense	4,350	3,561	4,853	4,893	4,350	3,561
Total lease expense	\$ 19,350	\$ 17,829	\$ 22,562	\$ 21,593	\$ 19,350	\$ 17,829

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The table below sets forth supplemental balance sheet information related to leases as of December 31:

	2023	2022	2024	2023
Operating leases:				
Operating lease ROU assets	\$ 50,833	\$ 43,907	\$ 53,749	\$ 50,833
Current operating lease liabilities	8,840	7,390	10,863	8,840
Noncurrent operating lease liabilities	27,289	20,765	28,648	27,289
Total operating lease liabilities	\$ 36,129	\$ 28,155	\$ 39,511	\$ 36,129
Finance leases:				

Finance lease ROU assets	\$ 2,717	\$ 2,618	\$ 2,708	\$ 2,717
Accumulated amortization	(2,573)	(2,542)	(2,606)	(2,573)
Finance lease ROU assets, net	<u>\$ 144</u>	<u>\$ 76</u>	<u>\$ 102</u>	<u>\$ 144</u>
Current finance lease liabilities	\$ 52	\$ 30	\$ 40	\$ 52
Non-current finance lease liabilities	94	46	63	94
Total finance lease liabilities	<u>\$ 146</u>	<u>\$ 76</u>	<u>\$ 103</u>	<u>\$ 146</u>
Weighted average remaining lease term (in years):				
Operating leases	7.8	8.2	6.6	7.8
Finance leases	3.6	2.6	3.3	3.6
Weighted average discount rate:				
Operating leases	4.1 %	4.2 %	4.0 %	4.1 %
Finance leases	3.6 %	3.6 %	3.6 %	3.6 %

The table below sets forth supplemental cash flow and other information related to leases for the twelve months ended December 31:

	2023	2022	2021
Cash paid for the amounts included in the measurements of lease liabilities:			
Operating cash outflows from operating leases	\$ 18,609	\$ 17,788	\$ 24,040
Operating cash outflows from finance leases	3	1	1
Financing cash outflow from finance leases	115	69	291
ROU assets obtained in exchange for lease liabilities incurred:			
Operating leases	14,251	8,384	13,038

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	2024	2023	2022
Cash paid for the amounts included in the measurements of lease liabilities:			
Operating cash outflows from operating leases	\$ 21,220	\$ 18,609	\$ 17,788
Operating cash outflows from finance leases	4	3	1
Financing cash outflow from finance leases	64	115	69
ROU assets obtained in exchange for lease liabilities incurred:			
Operating leases	12,864	14,251	8,384

The table below sets forth information about lease liability maturities:

	December 31,		December 31,	
	Operating Leases	Finance Leases	Operating Leases	Finance Leases
2024	\$ 10,099	\$ 57		
2025	8,538	41	\$ 13,831	\$ 43
2026	6,579	21	10,124	23
2027	3,985	19	6,819	21
2028	1,912	18	4,351	20
2029	1,446	-	1,428	1
2030 and thereafter	10,275	-		
2030	1,407	-		
2031 and thereafter	8,428	-		
Total lease payments	42,834	156	46,388	108
Less: imputed interest	(6,705)	(10)	(6,877)	(5)

Total lease obligations	36,129	146	39,511	103
Less: current obligations	(8,840)	(52)	(10,863)	(40)
Long-term lease obligations	<u>\$ 27,289</u>	<u>\$ 94</u>	<u>\$ 28,648</u>	<u>\$ 63</u>

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Note 10 – Accrued Liabilities and Other Long-Term Liabilities

Accrued liabilities and other current liabilities at December 31 were:

	2023	2022	2024	2023
Accrued expenses	\$ 60,102	\$ 66,192	\$ 70,983	\$ 60,102
Compensation and payroll taxes	64,000	82,349	44,887	64,000
Equipment purchases	14,602	30,486	13,065	14,602
Operating lease	8,840	7,390	10,863	8,840
Finance lease	52	30	40	52
Accrued pricing adjustments	26,423	18,777	36,826	26,423
Accrued professional services	2,300	2,825	4,596	2,300
Tax payable - non-income tax related	3,218	3,034	3,158	3,218
Other	137	3,350	2,158	137
	<u>\$ 179,674</u>	<u>\$ 214,433</u>	<u>\$ 186,576</u>	<u>\$ 179,674</u>

Other long-term liabilities at December 31 were:

	2023	2022	2024	2023
Accrued defined benefit plan	\$ 14,656	\$ 12,134	\$ 9,635	\$ 14,656
Operating lease	27,289	20,765	28,648	27,289
Finance lease	94	46	63	94
Deferred grants and subsidy	9,103	9,967	8,986	9,103
Deferred compensation	18,392	16,009	18,136	18,392
Tax contingencies	8,787	8,787	9,218	8,787
Other	21,487	13,188	15,890	21,487
	<u>\$ 99,808</u>	<u>\$ 80,896</u>	<u>\$ 90,576</u>	<u>\$ 99,808</u>

Note 11 – Dividends

We have never declared or paid cash dividends on our Common Stock. The Credit Facility permits us to pay dividends up to \$75.0 million per fiscal year to its stockholders so long as we have not defaulted under the Credit Agreement at the time of such dividend and no default would result from declaring or paying such dividend. The payment of dividends is within the discretion of our Board of Directors. See Note 8 for additional information regarding our credit agreements.

Note 12 – Income Taxes

The table below sets forth our income before taxes for the twelve months ended December 31:

Income before income taxes	2023	2022	2021
U.S.	\$ 172,781	\$ 221,288	\$ 122,127
Foreign	105,152	174,652	192,968
Total	<u>\$ 277,933</u>	<u>\$ 395,940</u>	<u>\$ 315,095</u>

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(Loss) income before income taxes	2024	2023	2022
U.S.	\$ (46,195)	\$ 172,781	\$ 221,288
Foreign	108,877	105,152	174,652
Total	\$ 62,682	\$ 277,933	\$ 395,940

The table below sets forth the components of our income tax provision (benefit) for the twelve months ended December 31:

	2023	2022	2021	2024	2023	2022
Current tax provision						
Federal	\$ 27,028	\$ 46,368	\$ 15,691	\$ 1,684	\$ 27,028	\$ 46,368
Foreign	34,408	37,598	25,489	41,052	34,408	37,598
State	54	56	(17)	123	54	56
	61,490	84,022	41,163	42,859	61,490	84,022
Deferred tax provision (benefit)						
Federal	(8,273)	(6,486)	(1,116)	(7,862)	(8,273)	(6,486)
Foreign	(10,463)	(25,537)	31,222	(13,867)	(10,463)	(25,537)
State	(5)	(8)	-	-	(5)	(8)
	(18,741)	(32,031)	30,106	(21,729)	(18,741)	(32,031)
Liability for unrecognized tax benefits	4,536	4,694	7,538	(9,290)	4,536	4,694
Total income tax provision	\$ 47,285	\$ 56,685	\$ 78,807	\$ 11,840	\$ 47,285	\$ 56,685

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Effective Tax Rate Reconciliation

The table below sets forth a reconciliation between the effective tax rate and the statutory tax rates for the twelve months ended December 31:

	2023		2022		2021		2024		2023		2022	
	Percent of pretax earnings*		Percent of pretax earnings*		Percent of pretax earnings*		Percent of pretax earnings*		Percent of pretax earnings*		Percent of pretax earnings*	
	Amount	21.0	Amount	21.0	Amount	21.0	Amount	21.0	Amount	21.0	Amount	21.0
Federal tax	\$ 58,366	21.0	\$ 83,147	21.0	\$ 66,170	21.0	\$ 13,163	21.0	\$ 58,366	21.0	\$ 83,147	21.0
State income taxes, net of federal tax provision	49	-	33	-	(474)	(0.2)	48	-	49	-	33	-
Foreign income taxed at different tax rates	834	0.3	(6,527)	(1.6)	(2,018)	(0.6)	5,654	9.0	834	0.3	(6,527)	(1.6)
U.S. tax impact of foreign operations	(14,778)	(5.3)	(7,369)	(1.9)	(17,375)	(5.5)	4,917	7.8	(14,778)	(5.3)	(7,369)	(1.9)
Foreign withholding taxes	5,751	2.1	(12,441)	(3.1)	33,175	10.5	(1,642)	(2.6)	5,751	2.1	(12,441)	(3.1)
Research and development	(5,497)	(2.0)	(5,865)	(1.5)	(6,310)	(2.0)	(4,195)	(6.7)	(5,497)	(2.0)	(5,865)	(1.5)
Liability for unrecognized tax benefits	4,536	1.6	4,694	1.2	7,538	2.4	(9,290)	(14.8)	4,536	1.6	4,694	1.2
Valuation allowance	2,109	0.8	(1,986)	(0.5)	(1,068)	(0.3)	(2,970)	(4.7)	2,109	0.8	(1,986)	(0.5)
Employee stock-based compensation	627	0.2	1,784	0.4	(812)	(0.3)	1,284	2.1	627	0.2	1,784	0.4
Statutory tax rate change	1,616	2.6	341	0.1	3	-						
Other	(4,712)	(1.7)	1,215	0.3	(19)	-	3,255	5.2	(5,053)	(1.8)	1,212	0.3
Income tax provision	\$ 47,285	17.0	\$ 56,685	14.3	\$ 78,807	25.0	\$ 11,840	18.9	\$ 47,285	17.0	\$ 56,685	14.3

* The sum of the amounts in the table may not equal to the effective tax rate due to rounding.

Uncertain Tax Positions

In accordance with the provisions related to accounting for uncertainty in income taxes, we recognize the benefit of a tax position if the position is "more likely than not" to prevail upon examination by the relevant tax authority. The table below sets forth a reconciliation of the beginning and ending amount of unrecognized tax benefits:

	2023	2022	2021
Balance at January 1,	\$ 48,072	\$ 43,378	\$ 42,466
Additions based on tax positions related to the current year	11,370	10,022	9,244
Additions for prior year tax positions	110	75	138
Reductions for prior year tax positions	(10,714)	(5,403)	(8,470)
Balance at December 31,	<u>\$ 48,838</u>	<u>\$ 48,072</u>	<u>\$ 43,378</u>

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	2024	2023	2022
Balance at January 1,	\$ 48,838	\$ 48,072	\$ 43,378
Additions based on tax positions related to the current year	4,955	11,370	10,022
Additions for prior year tax positions	6,900	110	75
Reductions for prior year tax positions	(16,302)	(10,714)	(5,403)
Balance at December 31,	<u>\$ 44,391</u>	<u>\$ 48,838</u>	<u>\$ 48,072</u>

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If the \$48.8 44.4 million of unrecognized tax benefits as of December 31, 2023 December 31, 2024, is recognized, approximately \$46.7 42.3 million would affect the effective tax rate. It is reasonably possible that the amount of the unrecognized benefit with respect to certain of our unrecognized tax positions will significantly increase or decrease within the next 12 months. These changes may be the result of settlements of ongoing audits or competent authority proceedings. At this time, an estimate of the range of the reasonably possible outcomes cannot be made.

We file income tax returns in the U.S. federal jurisdiction and in various state and foreign jurisdictions. We are no longer subject to U.S. federal income tax examinations by tax authorities for tax years before 2012, 2021. We are no longer subject to China income tax examinations by tax authorities for tax years before 2013. With respect to state and local jurisdictions and countries outside of the U.S., with limited exceptions, we are no longer subject to income tax audits for years before 2017, 2018. Although the outcome of tax audits is always uncertain, we believe that adequate amounts of tax, interest and penalties, if any, have been provided for in our reserve for any adjustments that may result from future tax audits. We recognize accrued interest and penalties, if any, related to unrecognized tax benefits in interest expense. We had an immaterial amount of accrued interest and penalties at December 31, 2023 December 31, 2024, 2022 2023, and 2021, 2022.

Deferred Taxes

The table below sets forth our deferred tax assets and liabilities as of December 31:

	2023	2022	2024	2023
Deferred tax assets				
Inventory cost	\$ 32,682	\$ 30,322	\$ 30,128	\$ 32,682
Accrued expenses and accounts receivable	6,120	6,931	6,511	6,120
Research and development tax credits	9,613	9,613	11,769	9,613
Net operating loss carryforwards	43,616	52,599	47,386	43,616
Lease obligations	3,042	3,845	3,371	3,042
Accrued pension	3,164	2,500	1,882	3,164
Share based compensation and others	21,754	20,088	11,295	21,754
	<u>119,991</u>	<u>125,898</u>	<u>112,342</u>	<u>119,991</u>

Valuation allowances	(25,836)	(42,405)	(22,101)	(25,836)
Total deferred tax assets, non-current	94,155	83,493	90,241	94,155
Deferred tax liabilities				
Plant, equipment and intangible assets	(8,003)	(6,595)	(4,773)	(8,003)
Right of use assets	(6,358)	(3,883)	(6,625)	(6,358)
Outside basis differences and others	(28,989)	(36,114)	(14,077)	(28,989)
Total deferred tax liabilities, non-current	(43,350)	(46,592)	(25,475)	(43,350)
Net deferred tax assets	\$ 50,805	\$ 36,901	\$ 64,766	\$ 50,805

ASU No. 2013-11 provides that an entity is required to present an unrecognized tax benefit, or a portion of an unrecognized tax benefit, in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward. The \$38.0 45.0 million net deferred tax asset presented in the balance sheet as of December 31, 2023 December 31, 2024, is net of \$12.8 19.8 million of unrecognized tax benefits. The \$50.8 64.8 million and \$36.9 50.8 million net deferred tax asset presented above for December 31, 2023 December 31, 2024 and 2022, 2023, respectively, is prior to the net balance sheet presentation required by ASU 2013-11.

At December 31, 2023 December 31, 2024, we had \$no 1.4 million federal research credit carryforward and approximately \$9.6 10.9 million of state tax credit and research credit carryforwards which are available to offset future income tax liabilities. The state tax credit carryforwards will began expiring in 2023. Consistent with prior years, we determined that it is more likely than not that our state research credit carryforwards will expire before they are utilized. The valuation allowances recorded against the related deferred tax assets totaled \$11.3 million and \$8.6 million as of December 31, 2023 December 31, 2024 and 2022, 2023, respectively.

At December 31, 2023 December 31, 2024, we had state net operating loss ("NOL") carryforwards of approximately \$1.2 million, and foreign NOL carryforwards of \$222.7 254.8 million which are available to offset future taxable income. The state NOL carryforward began to expire in 2022 2023. We determined that it is more likely than not that the state NOL carryforwards will expire before they are fully utilized and recorded a full valuation allowance on the related deferred tax assets. The foreign NOL carryforwards will began expiring in 2022 2024. We determined that it is more likely than not that a portion of the foreign NOL carryforwards will expire before they are fully utilized. The valuation allowances recorded against the related deferred tax assets totaled \$16.7 10.5 million and \$33.8 16.7 million as of December 31, 2023 December 31, 2024 and 2022, 2023, respectively.

Several jurisdictions in which we operate have either enacted, or announced plans to enact, legislation consistent with the Organization for Economic Co-operation and Development Global Anti-Base Erosion Model Rules ("Pillar Two") which introduced a global minimum effective tax rate of 15% applied on a jurisdiction-by-jurisdiction basis. We have analyzed enacted legislation, and it did not have a material impact on our consolidated financial statements for 2024; however, we continue to monitor future tax legislative changes in the jurisdictions in which we operate in order to evaluate the impacts to the consolidated financial statements.

Supplemental Information

Our undistributed foreign earnings continue to be indefinitely reinvested in foreign operations, with limited exceptions related to earnings of European and Asian subsidiaries. As of December 31, 2023 December 31, 2024, we had undistributed earnings from non-U.S. operations of approximately \$1.3 billion (including approximately \$95.7 93.6 million of restricted earnings, which are not available for dividends). Undistributed earnings of our China subsidiaries comprise \$511.4 437.6 million of this total. Additional Chinese withholding taxes of approximately \$52.0 50.1 million would be required should the \$511.4 437.6 million of such earnings be distributed out of China as dividends.

The impact of tax holidays decreased our tax expense by approximately \$0.7 1.1 million, \$0.2 0.7 million, and (\$0.2) million for the twelve months ended December 31, 2023 December 31, 2024, 2022 2023, and 2021, 2022, respectively. The benefit of the tax holidays on basic and diluted earnings per share was \$0.02, \$0.00 0.02, and \$0.00 for the twelve months ended December 31, 2023 December 31, 2024, 2022 2023, and 2021, 2022, respectively.

Note 13 – Employee Benefit Plans

Defined Benefit Plan

We have a contributory defined benefit plan that covers certain employees in the U.K. The defined benefit plan is closed to new entrants and frozen with respect to future benefit accruals. The retirement benefit is based on the final average compensation and service of each eligible employee. We determined the fair value of the defined benefit plan assets and utilize an annual measurement date of December 31. At subsequent measurement dates, defined benefit plan assets will be determined based on fair value. Defined benefit plan assets consist of a diverse range of listed and unlisted securities including corporate bonds and mutual funds and are denominated in the currency in which the benefits

will be paid and that have terms to maturity approximating the terms of the related pension liability. The net pension and supplemental retirement benefit obligations and the related periodic costs are based on, among other things, assumptions of the discount rate, estimated return on plan assets and mortality rates. These obligations and related periodic costs are measured using actuarial techniques and assumptions. The projected unit credit method is the actuarial cost method used to compute the pension liabilities and related expenses. All unrecognized actuarial gains and losses, prior service costs and accumulated other comprehensive income are eliminated and the balance sheet liability is set equal to the funded status of the defined benefit plan at acquisition date.

The table below sets forth net periodic benefit costs of the plan for the twelve months ended December 31:

	Defined Benefit Plan		Defined Benefit Plan	
	2023	2022	2024	2023
Components of net periodic benefit cost:				
Service cost	\$ 373	\$ 245	\$ 383	\$ 373
Interest cost	4,687	2,834	4,664	4,687
Recognized actuarial gain	3,082	2,211	3,708	3,082
Expected return on plan assets	(5,686)	(7,405)	(5,920)	(5,686)
Prior service cost	65	64	66	65
Net periodic benefit cost	\$ 2,521	\$ (2,051)	\$ 2,901	\$ 2,521

The table below sets forth the benefit obligation, the fair value of plan assets, and the funded status as of December 31:

	Defined Benefit Plan		Defined Benefit Plan	
	2023	2022	2024	2023
Change in benefit obligation:				
Beginning balance	\$ 98,797	\$ 166,764	\$ 108,108	\$ 98,797
Service cost	373	245	383	373
Interest cost	4,687	2,834	4,664	4,687
Actuarial loss (gain)	3,441	(48,234)		
Actuarial (gain) loss	(10,605)	3,441		
Benefits paid	(4,918)	(4,710)	(5,284)	(4,918)
Settlements	-	(1,052)		
Currency changes	5,728	(17,050)	(1,694)	5,728
Benefit obligation at December 31	\$ 108,108	\$ 98,797	\$ 95,572	\$ 108,108
Change in plan assets:				
Beginning balance - fair value	\$ 91,307	\$ 155,029	\$ 98,016	\$ 91,307
Employer contribution	2,863	2,697	2,939	2,863
Actual return on plan assets	3,515	(44,637)	(5,813)	3,515
Benefits paid	(4,918)	(4,710)	(5,284)	(4,918)
Settlements	-	(1,230)		
Currency changes	5,249	(15,842)	(1,569)	5,249
Fair value of plan assets at December 31	\$ 98,016	\$ 91,307	\$ 88,289	\$ 98,016
Underfunded status at December 31	\$ (10,092)	\$ (7,490)	\$ (7,283)	\$ (10,092)

Based on an actuarial study performed as of December 31, 2023 December 31, 2024, the plan was underfunded by approximately \$10.1 7.3 million and the liability is reflected in our consolidated balance sheets as a noncurrent liability and the amount recognized in accumulated other comprehensive loss was approximately \$42.8 40.8 million.

We apply the "10% corridor" approach to amortize unrecognized actuarial gains (losses). Under this approach, only actuarial gains (losses) that exceed 10% of the greater of the projected benefit obligation or the market-related value of the plan assets are amortized. For the twelve months ended December 31, 2023 December 31, 2024, the plan's accumulated other comprehensive income increased by

approximately \$2.4 ~~2.6~~ million. The variance between the actual and expected return on plan assets during the period increased the accumulated other comprehensive income by \$2.2 ~~11.5~~ million. The total unrecognized net loss is more than 10% of the projected benefit obligation and 10% of the plan assets. Therefore, the excess amount will be amortized over the average term to retirement of plan participants, not yet in receipt of pension, which as of December 31, 2023 December 31, 2024, was approximately 7.5 ~~7.0~~ years. The following weighted-average assumptions were used to determine net periodic benefit costs for the twelve months ended December 31:

	2023	2022	2024	2023
Discount rate	4.7 %	4.7 %	4.4 %	4.7 %
Expected long-term return on plan assets	6.1 %	6.1 %	6.2 %	6.1 %

The following weighted-average assumption was used to determine the benefit obligations at December 31:

	2023	2022
Discount rate	4.4 %	4.7 %
	2024	2023
Discount rate	5.4 %	4.4 %

The expected long-term return on plan assets was determined based on historical and expected future returns of the various asset classes. The plan's investment policy includes a mandate to diversify assets and invest in a variety of asset classes to achieve its expected long-term return and is currently invested in a variety of funds representing most standard equity and debt security classes. Trustees of the plan may make changes at any time.

The table below sets forth the plan asset allocations of the assets in the plan and expected long-term return by asset category:

Asset category	Expected long-term		Expected long-term	
	return	Asset allocation	return	Asset allocation
Growth assets	7.5 %	50 %	7.4 %	51 %
Hedging assets	4.1 %	35 %	5.0 %	32 %
Cash	5.3 %	15 %	4.8 %	18 %

The defined benefit plan's investment strategy is to invest 65% in growth strategy assets and 35% in hedging strategy assets. The growth strategy consists of a highly diversified set of assets, and the hedging component is designed to hedge a significant proportion of the plan's interest and inflation rate risks. The overall strategy is designed to return a long-term return of 2.6% p.a. above the liability benchmark which is broadly equal to changes in the plan's liabilities.

Benefit plan payments are primarily made from funded benefit plan trusts and current assets. The table below sets forth the expected future benefit payments, including future benefit accrual, as of December 31, 2023 December 31, 2024:

2024	\$	5,310		
2025		5,391	\$	5,295
2026		5,516		5,418
2027		5,658		5,558
2028		5,810		5,708
2029-2033		30,288		
2029		5,694		
2030-2034		30,257		

The trustees are required to review the funding position every three years. An actuarial valuation was performed as of March 31, 2022, resulting in a deficit of approximately GBP 20 million (approximately \$26.24 million based on a GBP: USD exchange rate of 1:~~1.3~~1.2). As a result of this valuation we have agreed to a revised schedule of contributions of GBP 2.0 million (approximately \$2.6 ~~2.4~~ million based on a GBP: USD exchange rate of 1:~~1.3~~1.2) to be paid annually with effect from January 1, 2023 to address the deficit revealed by the valuation (with the first payment made by December 31, 2023 through December 31, 2028). A final payment of GBP 1.5 million (approximately \$1.95 ~~1.8~~ million based on a GBP: USD rate of 1:~~1.3~~1.2) will be made by December 31, 2029. These contributions, together with the assumed asset outperformance, are expected to eliminate the deficit by December 31, 2029.

The plan's trustees appoint fund managers to carry out all the day-to-day functions relating to the management of the fund and its administration. The fund managers must invest their portion of the plan's assets in accordance with their investment manager agreement agreed by the trustees. The trustees are responsible for agreeing these investment manager agreements and for deciding on the portion of the plan's assets that will be invested with each fund manager. When making decisions, the trustees take advice from experts including the plan's actuary and also have the option to consult with the Company.

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The following table summarizes the major categories of the plan assets:

Asset category	December 31, 2024				
	Level 1	Level 2	Level 3	Total	
Cash and cash equivalents	\$ 5,736	\$ -	\$ -	\$ 5,736	\$ 5,736
Equity securities:					
U.K.	-	527	-		527
Overseas equities	-	13,227	-		13,227
Emerging markets	-	2,070	-		2,070
Fixed income securities:					
Government bonds	-	78	-		78
Non-government bonds	-	15,569	-		15,569
Other types of investments					
Hedge funds	-	15,983	-		15,983
Liability-driven investments	-	31,492	-		31,492
Commodities	-	795	-		795
Other	-	2,812	-		2,812
Total	\$ 5,736	\$ 82,553	\$ -	\$ 88,289	\$ 88,289

Asset category	December 31, 2023				
	Level 1	Level 2	Level 3	Total	
Cash and cash equivalents	\$ 8,961	\$ -	\$ -	\$ 8,961	\$ 8,961
Equity securities:					
U.K.	-	534	-		534
Overseas equities	-	12,424	-		12,424
Emerging markets	-	3,296	-		3,296
Fixed income securities:					
Government bonds	-	87	-		87
Non-government bonds	-	12,860	-		12,860
Other types of investments					
Hedge funds	-	18,898	-		18,898
Liability-driven investments	-	34,681	-		34,681
Commodities	-	676	-		676
Other	-	5,599	-		5,599
Total	\$ 8,961	\$ 89,055	\$ -	\$ 98,016	\$ 98,016

Fair value is taken to mean the bid value of securities, as supplied by the fund managers. All the plan's securities are highly liquid. The plan does not hold any Level 3 securities. See Note 3 for additional information regarding fair value and Levels 1, 2, and 3.

The investment manager agreements require the fund managers to invest in a diverse range of stocks and bonds across each particular asset class. The stocks held by the plan in a particular asset class should therefore match closely the underlying stocks in the relevant index. We believe that this leads to minimal concentration of risk within each asset class; although we recognize that some asset classes are inherently more risky than others.

We also have pension plans in Asia for which the benefit obligation, fair value of the plan assets and the funded status amounts are immaterial and therefore, not included in the amounts or assumptions above. As of December 31, 2023 December 31, 2024 and 2022, 2023, the Company has recorded a net liability of \$1.1 million and \$3.2 million, respectively, related to these defined benefit plans in Asia.

401(k) Retirement Plan

We maintain a 401(k) retirement plan (the "Plan") for the benefit of qualified employees at our U.S. locations. Employees who participate may elect to make salary deferral contributions to the Plan up to 100% of the employees' eligible payroll subject to annual Internal Revenue Code maximum limitations. We currently make a matching contribution of \$1 for every \$2 contributed by the participant up to 6% (3% maximum matching) of the participant's eligible payroll, which vests over an initial four years. In addition, we may make a discretionary contribution to the entire qualified employee pool, in accordance with the Plan.

As stipulated by the regulations of China, we maintain a retirement plan pursuant to the local municipal government for the employees in China and are required to make contributions of 8% of the employee's eligible payroll. Pursuant to the Taiwan Labor Standard Law and Factory Law, we maintain a retirement plan for the employees in Taiwan, whereby we make contributions at a rate of 8% of the employee's eligible payroll.

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For the twelve months ended **December 31, 2023** **December 31, 2024**, **2022** **2023**, and **2021** **2022**, total amounts expensed under these plans were approximately **\$22.3** **22.2** million, **\$21.5** **22.3** million, and **\$21.7** **21.5** million, respectively.

Deferred Compensation Plan

We maintain a Non-Qualified Deferred Compensation Plan (the "Deferred Compensation Plan") for executive officers, key employees and members of the Board of Directors. The Deferred Compensation Plan allows eligible participants to defer the receipt of eligible compensation, including equity awards, until designated future dates. We offset our obligations under the Deferred Compensation Plan primarily by investing in the actual underlying investments. At **December 31, 2023** **December 31, 2024** and **December 31, 2022** **December 31, 2023**, these investments totaled approximately **\$14.6** **17.2** million and **\$12.1** **14.6** million, respectively.

Note 14 – Share-Based Compensation

In May 2022, our stockholders approved our 2022 Equity Incentive Plan ("2022 Plan"). Since the approval of the 2022 Plan, all share-based compensation awards have been granted under and will continue to be granted under the 2022 Plan, no additional share-based awards will be granted under any previous plan. The number of shares authorized to be awarded under the 2022 Plan is 7.0 million shares.

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The table below sets forth the line items where share-based compensation expense was recorded for the twelve months ended December 31:

	2023	2022	2021	2024	2023	2022
Cost of goods sold	\$ 1,860	\$ 1,630	\$ 1,321	\$ 2,073	\$ 1,860	\$ 1,630
Selling, general and administrative expense	24,470	30,295	28,188	15,690	24,470	30,295
Research and development expense	4,581	4,362	3,696	5,004	4,581	4,362
Total share-based compensation expense	\$ 30,911	\$ 36,287	\$ 33,205	\$ 22,767	\$ 30,911	\$ 36,287

The table below sets forth share-based compensation expense by type for the twelve months ended December 31:

	2023	2022	2021	2024	2023	2022
Share grants	30,894	36,251	33,132	22,767	30,894	36,251
Stock options	17	36	73	-	17	36
Total share-based compensation expense	\$ 30,911	\$ 36,287	\$ 33,205	\$ 22,767	\$ 30,911	\$ 36,287

Share Grants – Restricted stock awards and restricted stock units generally vest in equal annual installments over a four-year period. Restricted stock grants are measured based on the fair market value of the underlying stock on the date of grant and compensation expense is recognized on a straight-line basis over the requisite four-year service period.

Performance stock units ("PSUs") are measured based on the fair market value of the underlying stock on the date of grant and compensation expense is recognized over the three-year performance period, with adjustments made to the expense to recognize the probable payout percentage. PSUs will vest upon the Company achieving a cumulative 3-year non-GAAP operating income target for the applicable periods.

The table below sets forth a summary of our non-vested share grants in **2024**, **2023**, **2022** and **2021**:

Restricted Stock Grants	Weighted Average Grant Date Fair			Aggregate Intrinsic		
	Shares	Value (\$)	Value	Shares	Value (\$)	Value
Nonvested at December 31, 2021	1,402		54.94			
Granted	535		69.87			
Vested	(614)		45.96	\$ 46,633		

Forfeited and other	(55)	61.87						
Nonvested at December 31, 2022	1,269	65.29	\$	96,634	1,269	65.29	\$	96,634
Granted	645	84.87			645	84.87		
Vested	(643)	54.20	\$	59,701	(643)	54.20	\$	59,701
Forfeited and other	(48)	73.33			(48)	73.33		
Nonvested at December 31, 2023	1,223	81.02	\$	98,493	1,223	81.02	\$	98,493
Granted	517	70.96						
Vested	(535)	74.66	\$	37,078				
Forfeited and other	(57)	80.22						
Nonvested at December 31, 2024	1,148	79.56	\$	70,824				

The total unrecognized share-based compensation expense as of December 31, 2023 December 31, 2024, was approximately \$62.8 53.7 million, relating to share grants, which was expected to be recognized over a weighted average period of approximately 2.3 years.

Stock Modification. During the twelve months ended December 31, 2023 we modified previously granted stock awards for two corporate officers who retired. The result of the modifications resulted in the acceleration of the vesting of 54,525 stock awards for the corporate officers. The incremental expense recorded for this modification was approximately \$2.1 million, which was expensed in SG&A expense in the twelve months ended December 31, 2023.

Stock Options – All stock option expense is related to stock options granted by Savitech Corporation (“Savitech”) in Savitech stock to their employees. We acquired a controlling interest in Savitech in 2020. Total cash received from option exercises was approximately \$0.0 million, \$0.1 0.0 million, and \$4.3 0.1 million during 2024, 2023, 2022 and 2021, respectively. 2022.

At December 31, 2023 December 31, 2024, there was no unrecognized compensation expense related to unvested options.

The table below sets forth a summary of activity in our stock option plan:

Stock Options	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (years)			Aggregate Intrinsic Value
			Contractual Term (years)	Aggregate Intrinsic Value		
Outstanding and exercisable at December 31, 2021	5	27.92	0.4	\$	409	
Exercised during 2022	(5)	27.92	0.4	\$	409	
Outstanding and exercisable at December 31, 2022 and 2023, respectively	-					
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Note 15 – Related Party Transactions

We conduct business with the following related parties: Keylink International (B.V.I.) Inc. and its subsidiaries and affiliates (“Keylink”), Nuvoton Technology Corporation (“Nuvoton”), Jiyuan Crystal Photoelectric Frequency Technology Ltd. (“JCP”), and Atlas Magnetics, Co (“Atlas” (“Atlas”)).

Keylink is a 5% joint venture partner in our Shanghai assembly and test facilities. We sell products to, and purchase inventory from, companies owned by Keylink. In addition, our subsidiaries in China lease their manufacturing facilities in Shanghai from, and subcontract a portion of our manufacturing process (metal plating and environmental services) to Keylink. We also pay a consulting fee to Keylink.

Warren Chen, a member of the Company’s board of directors, serves as a member of the Nuvoton board of directors. We purchase wafers from Nuvoton for use in our production process and consider our relationships Nuvoton to be mutually beneficial, and plan to continue our strategic alliance with Nuvoton. We have an agreement to purchase approximately \$18.1 19.4 million of wafers from Nuvoton that ends in the fourth second quarter of 2025 2027.

JCP is an FCP manufacturing company from which we purchase material and in which we have made an equity investment. We account for using the equity method of accounting.

Atlas is an early stage privately held fabless wafer design company in which the Company holds a majority interest. The Company determined that Atlas is a VIE and the Company does not have the power to direct the activities that most significantly impact Atlas. The Company has therefore determined that the Company is not the primary beneficiary. For additional information related to Atlas see Note 19 - Equity Investments - *Variable Interest Entities*, below.

The tables below set forth the revenues, expenses, accounts receivable and accounts payable with our related parties. The tables below set forth the net sales, purchases and expenses, for the twelve months ended December 31:

	2023	2022	2021	2024	2023	2022
Keylink						
Net sales	\$ 12,595	\$ 19,998	\$ 19,689	\$ 3,485	\$ 12,595	\$ 19,998
Purchases	\$ 1,535	\$ 1,949	\$ 2,015	\$ 1,241	\$ 1,535	\$ 1,949
Plating, rental and consulting expense	\$ 16,916	\$ 18,176	\$ 17,922			
Plating, rental, and consulting expense	\$ 14,970	\$ 16,916	\$ 18,176			
Nuvoton						
Net sales	\$ 49	\$ 149	\$ 65	\$ 65	\$ 49	\$ 149
Purchases	\$ 10,454	\$ 15,068	\$ 9,764	\$ 7,076	\$ 10,454	\$ 15,068
JCP						
Purchases	\$ 364	\$ 581	\$ 1,240	\$ 243	\$ 364	\$ 581
Atlas						
Purchases	\$ 177	\$ -	\$ -	\$ 4,493	\$ 177	\$ -

The table below sets forth accounts receivable from and accounts payable to related parties at December 31:

	2023	2022	2024	2023
Keylink				
Accounts receivable	\$ 34,774	\$ 40,510	\$ 23,796	\$ 34,774
Accounts payable	\$ 33,882	\$ 33,733	\$ 26,522	\$ 33,882
Nuvoton				
Accounts receivable	\$ 26	\$ 30	\$ 31	\$ 26
Accounts payable	\$ 924	\$ 2,859	\$ 543	\$ 924
JCP				
Accounts payable	\$ 159	\$ 133	\$ 64	\$ 159
Atlas				
Accounts payable	\$ 133	\$ -	\$ 558	\$ 133

The Audit Committee of the Board reviews all related party transactions for potential conflict of interest situations on an ongoing basis, all in accordance with such procedures as the Audit Committee may adopt from time to time.

Note 16 – Segment Information, Revenue and Enterprise-Wide Disclosures

Segment Reporting. For financial reporting purposes, we operate in a single segment, standard semiconductor products, through our various manufacturing and distribution facilities. We aggregate our products because the products are similar and have similar

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economic characteristics, use similar production processes and share the same customer type. Our primary operations include operations in Asia, North America, and Europe. The accounting policies of the operating entities are the same as those described in the summary of significant accounting policies. During the twelve months ended December 31, 2024, one customer accounted for 10% or more of our net sales. During the twelve months ended December 31, 2023, two customers, both broad-based distributors serving thousands of customers accounted for 10% or more of our net sales. During the twelve months ended December 31, 2022, one customer a broad-based distributor serving thousands of customers, accounted for 10% or more of our net sales. During All customers accounting for 10% or more of our net sales in any period discussed above are broad-based distributors serving thousands of customers. At December 31, 2024, one of the twelve

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months ended December 31, 2021 no customer accounting customers that accounted for 10% or more of the Company's 2024 net sales also accounted for approximately 12.8% of our net sales, outstanding accounts receivable. At December 31, 2023, one of the customers that accounted for 10% or more of the Company's Company's 2023 net sales also accounted for approximately 13.8% of our outstanding accounts receivable. No customer accounted for 10% or greater of our outstanding accounts receivable at December 31, 2022.

The tables below set forth net sales based on the location of the subsidiary producing the net sale:

2024	Asia	Americas	Europe	Consolidated	Asia	Americas	Europe	Consolidated
Total sales	\$ 1,441,590	\$ 910,955	\$ 271,137	\$ 2,623,682				
Inter-company sales	(625,864)	(546,649)	(140,049)	(1,312,562)				
Net sales	<u>\$ 815,726</u>	<u>\$ 364,306</u>	<u>\$ 131,088</u>	<u>\$ 1,311,120</u>				
Property, plant, and equipment	\$ 502,171	\$ 76,626	\$ 105,462	\$ 684,259				
Assets	<u>\$ 1,697,072</u>	<u>\$ 461,872</u>	<u>\$ 227,337</u>	<u>\$ 2,386,281</u>				
2023	Asia	Americas	Europe	Consolidated	Asia	Americas	Europe	Consolidated
Total sales	\$ 1,560,595	\$ 1,210,561	\$ 378,442	\$ 3,149,598	\$ 1,560,595	\$ 1,210,561	\$ 378,442	\$ 3,149,598
Inter-company sales	(684,927)	(670,624)	(132,308)	(1,487,859)	(684,927)	(670,624)	(132,308)	(1,487,859)
Net sales	<u>\$ 875,668</u>	<u>\$ 539,937</u>	<u>\$ 246,134</u>	<u>\$ 1,661,739</u>	<u>\$ 875,668</u>	<u>\$ 539,937</u>	<u>\$ 246,134</u>	<u>\$ 1,661,739</u>
Property, plant and equipment	\$ 545,865	\$ 85,005	\$ 115,299	\$ 746,169				
Property, plant, and equipment	<u>\$ 545,865</u>	<u>\$ 85,005</u>	<u>\$ 115,299</u>	<u>\$ 746,169</u>				
Assets	<u>\$ 1,600,858</u>	<u>\$ 544,247</u>	<u>\$ 222,554</u>	<u>\$ 2,367,659</u>	<u>\$ 1,600,858</u>	<u>\$ 544,247</u>	<u>\$ 222,554</u>	<u>\$ 2,367,659</u>
2022	Asia	Americas	Europe	Consolidated	Asia	Americas	Europe	Consolidated
Total sales	\$ 1,891,855	\$ 1,361,223	\$ 358,930	\$ 3,612,008	\$ 1,891,855	\$ 1,361,223	\$ 358,930	\$ 3,612,008
Inter-company sales	(769,630)	(722,872)	(118,926)	(1,611,428)	(769,630)	(722,872)	(118,926)	(1,611,428)
Net sales	<u>\$ 1,122,225</u>	<u>\$ 638,351</u>	<u>\$ 240,004</u>	<u>\$ 2,000,580</u>	<u>\$ 1,122,225</u>	<u>\$ 638,351</u>	<u>\$ 240,004</u>	<u>\$ 2,000,580</u>
Property, plant and equipment	\$ 529,365	\$ 95,584	\$ 111,781	\$ 736,730				
Property, plant, and equipment	<u>\$ 529,365</u>	<u>\$ 95,584</u>	<u>\$ 111,781</u>	<u>\$ 736,730</u>				
Assets	<u>\$ 1,599,805</u>	<u>\$ 440,014</u>	<u>\$ 248,493</u>	<u>\$ 2,288,312</u>	<u>\$ 1,599,805</u>	<u>\$ 440,014</u>	<u>\$ 248,493</u>	<u>\$ 2,288,312</u>
2021	Asia	Americas	Europe	Consolidated				
Total sales	\$ 1,939,540	\$ 1,108,460	\$ 278,126	\$ 3,326,126				
Inter-company sales	(730,058)	(678,662)	(112,244)	(1,520,964)				
Net sales	<u>\$ 1,209,482</u>	<u>\$ 429,798</u>	<u>\$ 165,882</u>	<u>\$ 1,805,162</u>				
Property, plant and equipment	\$ 456,109	\$ 22,943	\$ 103,026	\$ 582,079				
Assets	<u>\$ 1,547,518</u>	<u>\$ 415,133</u>	<u>\$ 231,844</u>	<u>\$ 2,194,495</u>				

Disaggregation of Revenue. We disaggregate net sales from contracts with customers into direct sales and distribution sales ("Distributors") and by geographic area. Direct sales customers consist of those customers using our product in their manufacturing process, and Distributors are those customers who resell our products to third parties. We deliver our products to customers around the world for use in industrial, automotive, computing, communications and consumer applications. Further, most of our contracts are fixed-price arrangements, and are short term in nature, ranging from days to several months.

The tables below set forth net sales for the Company disaggregated into geographic locations based on shipment and by type (*direct sales or distributor*) for the twelve months ended **December 31, 2023** **December 31, 2024**, **2022** **2023**, and **2021**: **2022**:

Net Sales by Region	2023	2022	2021	2024	2023	2022
Asia	\$ 1,181,519	\$ 1,480,191	\$ 1,439,545	\$ 1,020,256	\$ 1,181,519	\$ 1,480,191
Europe	287,549	283,900	220,772	188,402	287,549	283,900
Americas	192,671	236,489	144,845	102,462	192,671	236,489
Total net sales	\$ 1,661,739	\$ 2,000,580	\$ 1,805,162	\$ 1,311,120	\$ 1,661,739	\$ 2,000,580

Net Sales by Type	2023	2022	2021	2024	2023	2022
Direct sales	\$ 530,446	\$ 590,173	\$ 607,645	\$ 479,845	\$ 530,446	\$ 590,173
Distributor sales	1,131,293	1,410,407	1,197,517	831,275	1,131,293	1,410,407
Total net sales	\$ 1,661,739	\$ 2,000,580	\$ 1,805,162	\$ 1,311,120	\$ 1,661,739	\$ 2,000,580

Net sales from products shipped to China for the twelve months ended **December 31, 2023** **December 31, 2024**, **2023**, and **2022**, and **2021**, was **\$589.5 million** **\$704.8 million**, **\$941.3 million** and **\$938.1 million** **\$941.3 million**, respectively.

Note 17 – Commitments and Contingencies

Lease commitments – We lease offices, manufacturing plants, equipment, vehicles, and warehouses under various lease agreements expiring through 2048. For information related to our lease commitments see Note 9.

In addition, we have the following land right leases. None of the leases requires a rental payment.

	Term (years)	Expiration	
		Date	
Chengdu, China	50	2061	
Shanghai, China*	50	2056	
Shanghai, China*	50	2058	
Shandong, China	50	2058	
Yangzhou, China	50	2065	

*Separate leases by separate Diodes' subsidiaries

Purchase commitments – We have entered into non-cancelable purchase contracts for capital expenditures, primarily for manufacturing equipment, for approximately **\$30.5 million** **\$31.7 million** at **December 31, 2023** **December 31, 2024**. As of **December 31, 2023** **December 31, 2024**, we also had a commitment to purchase approximately **\$44.1 million** **\$28.2 million** of wafers to be used in our manufacturing process. These wafer purchases are scheduled to occur through **2025** **2027**.

Contingencies - From time to time, we are involved in various legal proceedings that arise in the normal course of business. While we intend to defend any lawsuit vigorously, we presently believe that the ultimate outcome of any current pending legal proceeding will not have any material adverse effect on our financial position, cash flows or operating results. However, litigation is subject to inherent uncertainties, and unfavorable rulings could occur. An unfavorable ruling could include monetary damages, which could impact on our business and operating results for the period in which the ruling occurs or future periods. Based on information available, we evaluate the likelihood of potential outcomes. We record the appropriate liability when the amount is deemed probable and reasonably estimable. In addition, we do not accrue for estimated legal fees and other directly related costs as they are expensed as incurred. The Company is not currently a party to any pending litigation that the Company considers material.

Note 18 – Derivative Financial Instruments

We use derivative instruments to manage risks related to foreign currencies, interest rates and the net investment risk in our foreign subsidiaries. Our objectives for holding derivatives include reducing, eliminating, and efficiently managing the economic impact of these exposures as effectively as possible. Our derivative programs include strategies that both qualify and do not qualify for hedge accounting treatment.

Hedges of Foreign Currency Risk

We are exposed to fluctuations in various foreign currencies against our different functional currencies. We use foreign currency forward agreements to manage this exposure. We use foreign currency forward agreements to manage this exposure. At **December 31, 2023** **December 31, 2024** and **December 31, 2022** **December 31, 2023**, we had **\$230.4 million** and **\$380.9 million** and **\$183.1 million** **\$230.4 million**, respectively, of outstanding foreign currency forward agreements that are intended to preserve the economic value of foreign currency denominated monetary assets and liabilities; these instruments are not designated for hedge accounting treatment in accordance with Accounting Standards Codification ("ASC" ("ASC") No. 815.

Hedges of Interest Rate and Net Investment Risk

The Company's objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish these objectives, the Company primarily uses interest rate swaps, including interest rate collars, as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount. The Company makes use of **cross currency swaps** **collared foreign-exchange forward contracts** to decrease the foreign exchange risk inherent in the Company's investment in some of its foreign subsidiaries.

The table below sets forth the number of instruments and the notional amounts of the **Company's** cross currency swaps at **December 31, 2023** **December 31, 2024** and **December 31, 2022** **December 31, 2023**:

	Number of Instruments		Notional Amount		
	2023	2022	2023	2022	
Cross currency swaps	2	2	160,000	160,000	
		Number of Instruments		Notional Amount	
		2024	2023	2024	2023
Collared forwards	6		4	\$ 1,084,432	\$ 755,780
Cross currency swaps	-		2	160,000	

The table below sets forth the fair value of the Company's interest rate related derivative financial instruments as well as their classification on the Consolidated Balance Sheets as of **December 31, 2023** **December 31, 2024** and **December 31, 2022** **December 31, 2023**:

	Fair Value				Fair Value			
	Other Assets		Other Liabilities		Other Current and Non-Current Assets		Other Liabilities	
	2023	2022	2023	2022	2024	2023	2024	2023
Collared forwards	\$ 593	\$ -	\$ 8,071	\$ 10,202				
Cross currency swaps	\$ -	\$ 1,427	\$ 6,936	\$ 6,314				6,936
Foreign-currency forward contracts	-	-	10,202	-				

The tables below sets forth the effect of the Company's derivative financial instruments on the Consolidated Statements of Income for the twelve months ended December 31 **2024, 2023, 2022** and **2021: 2022**:

Derivative Instruments	Location of Gain or (Loss)										Location of Gain or (Loss)							
	Amount of Gain or (Loss)		Recognized in OCI on Derivative		Reclassified from Accumulated OCI into Net Income		Portion Excluded from Effectiveness Testing		Amount of Gain or (Loss)		Recognized in OCI on Derivative		Portion Excluded from Effectiveness Testing					
	2023	2022	2021	Income	2023	2022	2021	Testing)	2023	2022	2021	2024	2023	2022	Testing)	2024	2023	2022
Interest rate swaps and collars	\$ -	\$ -	\$ (13)	Interest expense	\$ -	\$ -	\$ (555)	N/A	\$ -	\$ -	\$ -							

Collared forwards	1,535	(10,202)	-	Interest income	10,409	4,304	-											
Cross currency swaps	(1,442)	5,383	989	N/A	-	-	-	Interest income	1,653	2,308	2,469	8,450	(1,442)	5,383	Interest income	1,219	1,653	2,308
Foreign currency forward contracts	(10,202)	-	-	N/A	-	-	-	Interest income	4,304	-	-							

Derivative Instruments Not Designated as Hedging Instruments	Amount of Gain or (Loss) Recognized in Net Income						Amount of Gain or (Loss) Recognized in Net Income		
	December 31,			Location of Gain or (Loss) Recognized in Net Income			December 31,		
	2023	2022	2021	2024	2023	2022	2024	2023	2022
Foreign currency forward contracts	\$ (5,364)	\$ (21,188)	\$ 3,925	Foreign currency loss, net					
Foreign-currency forward contracts	(10,458)	(5,364)	(21,188)						

We estimate that none of the net derivative losses included in accumulated other comprehensive income ("AOCI") as of December 31, 2023, will be reclassified into earnings within the following 12 months. No gains or losses were reclassified from AOCI into earnings as a result of forecasted transactions that failed to occur during fiscal year 2023. As of December 31, 2023 and 2022, the Company had not posted any collateral related to these agreements.

Note 19 - Equity Investments

The Company maintains equity investments in companies which are accounted for under the measurement alternative described in ASC 321-10-35-2 for equity securities that lack readily determinable fair values. During the twelve months ended December 31, 2023 and 2022, the Company recognized upward adjustments in value of \$15.3 million and \$3.9 million, respectively, for a cumulative total of upward adjustments of \$19.2 million on these investments. These adjustments were based on the valuation of additional equity issued by the investee which was deemed to be an observable transaction of a similar investment under ASC 321. The upward adjustments were recorded within other income, in the condensed consolidated statement of operations. The upward fair value adjustment represents a nonrecurring fair value measurement based on observable price changes.

Variable Interest Entities

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The Company determines at the inception of each arrangement whether an entity in which it has made an investment or in which the Company has other variable interests is considered a variable interest entity ("VIE"). The Company consolidates VIEs when it is the primary beneficiary. The Company is the primary beneficiary of a VIE when it has the power to direct activities that most significantly affect the economic performance of the VIE and has the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE. If the Company is not the primary

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beneficiary of a VIE, the Company accounts for the investment or other variable interests in a VIE in accordance with applicable GAAP. The Company will reassess whether they are the primary beneficiary at each reporting date.

Unconsolidated Variable Interest Entity

During July 2021, the Company acquired an interest in Atlas, an early stage privately held fabless wafer design company located in the western United States. The Company's initial investment in July 2021 was \$10.0 million of preferred stock and a \$5.0 million convertible promissory note. In April 2023, the Company acquired an additional interest in Atlas by purchasing \$13.9 million of preferred stock. The primary purpose for providing the additional investment in Atlas was for continued access to developing technology with potential future benefit to the Company. As part of the April 2023 agreement, the Company's previously held convertible note converted to \$5.2 million of preferred stock and at December 31, 2023 December 31, 2024, the Company owned more than 50% of Atlas. The Company determined that Atlas is a VIE and a related party. While the

Company does own more than 50% of Atlas, according to the voting agreement governing the transaction, the Company does not have the power to control the board of directors or direct the activities that most significantly impact Atlas, including:

- The hiring and firing of officers (i.e., CEO, CFO, etc.) – The hiring and firing of personnel responsible for making the key daily decisions and implementing the strategic operating direction will determine the success the Company has in their initiatives, thereby affecting the economic performance;
- Determining the business plan and budget, including incurring additional indebtedness or issuing additional equity interests – As Atlas is thinly capitalized, the decisions around when and how to obtain cash will influence whether AM can continue operating; and
- Determining the strategic operating direction of Atlas – The decisions made around the significant operating direction of Atlas will significantly impact the performance of the Company by determining where and how Atlas limited capital is spent without having significant revenues to keep the Company operating.

As the Company is not the primary beneficiary of Atlas, the Company did not consolidate the assets and liabilities of Atlas in our financial statements and instead accounts for the investment under the measurement alternative described in ASC 321-10-35-2 using the available measurement alternative for equity securities that lack readily determinable fair value. As such, the Company's investment is measured at cost less impairment, and adjusted to fair value if there are any observable price changes for identical or similar investment of the same issuer.

As a result of acquiring additional equity interest in Atlas in May 2023, the Company recorded an upward adjustment of \$15.3 million during the nine months ended December 31, 2023. Atlas is funded through debt and equity. The Company's maximum exposure to loss is limited to its investment in Atlas and notes receivable and accrued interest owed to the Company from Atlas.

The following is a summary of the Company's holdings in Atlas, a VIE, in which we are not the primary beneficiary:

	December 31,		December 31,	
	2023	2022	2024	2023
Privately Held Wafer Design Company ("PWDC")				
VIE total assets	\$ 26,445	\$ 13,671	\$ 20,273	\$ 26,445
VIE total liabilities	4,532	6,625	4,945	4,532
Diodes' preferred equity in VIE	\$ 44,420	\$ 10,000	\$ 44,420	\$ 44,420
Diodes' note receivable from VIE	4,000	5,000	4,000	4,000
Diodes' interest receivable from VIE	45	222	245	45
Diodes' maximum exposure to loss	<u>\$ 48,465</u>	<u>\$ 15,222</u>	<u>\$ 48,665</u>	<u>\$ 48,465</u>

Note 20 – Acquisitions and Divestitures

Fortimedia acquisition

On October 31, 2024, the Company closed its acquisition of Fortimedia, Inc. ("Fortimedia"), a global company that focuses on developing high-quality solutions and semiconductor products that provide advanced voice processing technologies to enhance human-to-human and human-to-machine voice communication quality and efficiencies. The Company acquired Fortimedia to expand its product portfolio and enhance the Company's footprint in advanced voice processing technologies, primarily targeted at the automotive and computer markets.

The Company acquired 100% of the outstanding interest of Fortimedia for a total aggregate purchase price of \$60.4 million and total net consideration of \$52.6 million after adjusting for cash acquired. The purchase price was funded with cash on hand. The Company incurred acquisition costs of approximately \$1.1 million that were recognized in SG&A.

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The acquisition was accounted for as a business combination in accordance with ASC 805, Business Combinations. Treatment as a business combination is based upon the following primary considerations: the counterparties in the transaction are not under common control with the Company, there is no concentration of substantially all the fair value of assets acquired in a single asset or group of similar assets, and Fortimedia had substantive processes that contributed to the ability to produce outputs, including an organized workforce which was acquired. The following table summarizes the preliminary purchase price allocation:

Fair value of consideration transferred	\$ 60,378
Estimated fair value of assets acquired:	
Cash and cash equivalents	7,803
Accounts receivable	1,898
Inventories	1,845

Prepaid expenses and other current assets	2,324
Property, plant, and equipment	5,388
Intangible assets	19,000
Other long-term assets	3,799
Total assets acquired	42,057
Estimated fair value of liabilities assumed:	
Accounts payable	381
Accrued liabilities and other	7,437
Income tax payable	64
Deferred taxes	412
Other long-term liabilities	9,728
Total liabilities assumed	18,022
Total identifiable net assets	24,035
Goodwill	36,343
Fair value of consideration transferred	\$ 60,378

The excess of the total equity value of Fortemedia over net assets acquired was recorded as goodwill. The goodwill is primarily attributable to the synergies expected to arise after the acquisition. None of the goodwill is expected to be deductible for tax purposes.

The intangible assets acquired as a result of the acquisition consisted of developed technologies and customer relationships, both of which will be amortized over the remaining useful life. The fair value of developed technologies were valued using a Multi-Period Excess Earnings method. The Multi-Period Excess Earnings method estimates revenues and cash flows derived from the asset and then deducts portions of the cash flow that can be attributed to supporting assets. The fair value was determined to be \$13.0 million and will be amortized over a four-year period. The customer relationships were valued using the With and Without method. The With and Without method calculates the value of an intangible asset by comparing the estimated value of a business with the asset in place to the estimated value of the same business without the asset, with the difference representing the value of the asset itself. The fair value was determined to be \$6.0 million and will be amortized over a one-year period.

U.S. GAAP permits companies to complete the final determination of the fair values during the measurement period from the acquisition date. Certain tax impacts of the acquisition will necessitate the use of this measurement period to adequately analyze and assess impacts to the opening balance sheet. A final determination of the assets acquired and liabilities assumed has not been completed.

The amounts of revenue and earnings of Fortemedia included in the Company's consolidated statement of operations from the acquisition date to the period ending December 31, 2024 are as follows:

	November 1, 2024 to December 31, 2024
Net sales	\$ 8,297
Net loss	(1,808)

Unaudited Pro Forma Financial Information

The following unaudited pro forma summary presents consolidated information of the Company as if the acquisition and consolidation of Fortemedia had occurred on January 1, 2023:

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	Twelve Months Ended December 31,	
	2024	2023
Net sales	\$ 1,334,446	\$ 1,693,230
Net income	49,465	218,815
Net income attributable to common stockholders	42,647	215,349
Earnings per share - basic	\$ 0.92	\$ 4.70
Earnings per share - diluted	\$ 0.92	\$ 4.65

The unaudited pro forma consolidated results of operations do not purport to be indicative of the results that would have been obtained if the above acquisition occurred as of the dates indicated or of those results that may be obtained in the future. The unaudited pro forma consolidated results for the twelve months ended December 31, 2024, include adjustments that result in an increase to amortization and depreciation of \$2.5 million, net of tax.

The unaudited pro forma consolidated results for the twelve months ended December 31, 2023 include adjustments that result in an increase to amortization and depreciation of \$7.7 million, net of tax. These unaudited pro forma consolidated results of operations were derived, in part, from the historical consolidated financial statements of Fortimedia and other available information and assumptions believed to be reasonable under the circumstances. Fortimedia has been conformed to the Company's reporting calendar.

Wafer Fabrication Plant in South Portland, Maine

On June 3, 2022, the Company completed the acquisition of onsemi's wafer fabrication facility and operations located in South Portland, Maine ("SPFAB" ("SPFAB"). SPFAB was purchased to provide additional 200mm wafer fabrication capacity for analog products to accelerate the Company's growth initiatives in the automotive and industrial end markets. This US-based facility, together with the Company's existing wafer fabrication facilities in Asia and Europe, will further enhance the Company's global manufacturing operations. The Company recorded the purchase of SPFAB as a business combination. Total consideration paid by the Company was \$80.4 million

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and was funded by existing cash and advances under the revolving portion of our U.S. Credit Agreement. The SPFAB facility and assets were wholly acquired, and there is no remaining minority interest. The goodwill is assigned to the standard semiconductor products segment and will not be tax deductible. The Company also incurred acquisition costs of approximately \$0.5 million that were recognized in selling, general and administrative expense. The table below sets forth the fair value of the assets and liabilities recorded in the SPFAB acquisition and the corresponding line item in which the item is recorded in our condensed consolidated balance sheet. Due to a lack of data we are unable to provide historical financial pro forma data.

Assets			
Spare parts and inventories	\$ 1,257	\$ 1,257	
Prepaid expenses	257	257	
Property, plant and equipment	77,825		
Property, plant, and equipment	77,825		
Goodwill	1,069	1,069	
Total assets purchased	\$ 80,408		\$ 80,408

Manufacturing Subsidiary Located in China

In December 2021, the Company closed a transaction to sell a manufacturing subsidiary in China for total consideration of approximately \$41.5 million, which included a combination of cash and equity. The cash consideration consists of \$15.2 million of agreed upon cash and a \$23.3 million working capital adjustment while the equity is valued at \$3.1 million, which increases the Company's investment in the buyer to approximately 10%. The Company and the purchaser of the manufacturing facility have entered into an ongoing agreement in which the purchaser will continue to provide wafer -foundry services, on a preferential basis to the Company.

Management determined that the disposal group met the held-for-sale criteria and reclassified the carrying value of the disposal group to assets held-for-sale, which were previously included in prepaid expenses and other in the consolidated balance sheet. Upon closing of the transaction, Management derecognized the amounts previously classified as held-for-sale and recorded a gain on the sale of \$9.5 million. The gain is recorded in other income in the Company's consolidated statement of income. Neither the buyer nor the manufacturing facility will be considered related parties after the transaction. The table below sets forth the major classes of assets and liabilities that were previously classified as held-for-sale on the consolidated balance sheet and the gain recognized in other income on the consolidated statement of income:

Assets		
Cash and cash equivalents	\$ 8,936	
Accounts receivable, net	16,347	
Inventories, net	5,415	
Other current assets	1,387	
Property, plant and equipment	5,598	
Deferred income tax	3,198	
Other long-term assets	4,807	
Total assets disposed	\$ 45,688	
Liabilities		
Accounts payable	5,025	
Accrued liabilities and other	4,913	
Other long-term liabilities	2,471	

Total liabilities disposed	12,409
Net assets disposed	\$ 33,279

Other Investment

In August 2021, the Company entered into an agreement to make an investment in Taiwan. The Company's investment is \$5.4 million for 60% ownership of a company and is being consolidated into our consolidated financial statements. The purpose of the investment is to engage in the development of power modules for the automotive markets. The investment received Taiwan government approval in October 2021, and the Company made the \$5.4 million payment in October 2021.

Note 21 – Restructuring costs

During 2024 and 2023, the Company began the process to consolidate consolidated and restructured certain activities performed at one of its foreign locations, throughout the Company.

The table below sets forth the restructuring costs, recorded in restructuring expense in the condensed consolidated statements of operations, incurred during the twelve months ended December 31, 2023 December 31, 2024, 2022 2023, and 2021 2022:

	For the Twelve Months Ended December 31,		
	2024	2023	2022
	\$	\$	\$
Asset impairment	3,266	200	-
Contract termination	(62)	207	-
Employee severance	4,496	1,139	-
Other	891	37	-
	\$ 8,591	\$ 1,583	\$ -

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	Asset Impairment	Contract Termination	Employee Severance	Other	Total
	\$	\$	\$	\$	\$
Beginning balance, December 31, 2022	-	-	-	-	-
Costs accrued	-	207	1,139	237	1,583
Costs paid	-	-	(1,139)	(127)	(1,266)
Ending balance, December 31, 2023	\$ -	\$ 207	\$ -	\$ 110	\$ 317
Costs accrued	3,266	(62)	4,496	891	8,591
Costs paid	(3,266)	(145)	(4,496)	(789)	(8,696)
Ending balance, December 31, 2024	\$ -	\$ -	\$ -	\$ 212	\$ 212

	For the Twelve Months Ended December 31,		
	2023	2022	2021
	\$	\$	\$
Asset impairment	200	-	-
Contract termination	207	-	-
Employee severance	1,139	-	-
Other	37	-	-
	\$ 1,583	\$ -	\$ -

The table below sets forth the costs accrued related to the restructuring:

	Contract Termination	Employee Severance	Other	Total
	\$	\$	\$	\$
Beginning balance, December 31, 2022	-	-	-	-
Costs accrued	207	1,139	245	1,592
Costs paid	-	(1,139)	(135)	(1,274)
Ending balance, December 31, 2023	\$ 207	\$ -	\$ 110	\$ 317

Note 22 - Subsequent Event

During January 2024, Diodes Hong Kong Limited, a company incorporated under the laws of Hong Kong and a subsidiary of the Company, entered into an amendment of its US Dollar revolving loan facility in an aggregate amount equal to \$90.0 million (the "Facility"). The Facility was previously \$105.0 million, with a maturity date of January 2025. In addition the changing the amount of the Facility, this amendment also changed the maturity date of January 2027. The Facility is governed by the laws of Hong Kong.⁸⁰

INDEX TO EXHIBITS

Number	Description	Form	Date of First Filing	Exhibit Number	Filed Herewith
3.1	Certificate of Incorporation, as amended	10-K	February 20, 2018	3.1	
3.2	Amended By-laws of the Company, amended as of January 6, 2016	8-K	January 11, 2016	3.1	
4.1	Form of Certificate for Common Stock, par value \$0.66-2/3 per share	S-3	August 25, 2005	4.1	
4.2	Description of Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934	10-K	February 12, 2020	4.2	
10.1*	Stock Award Agreement dated as of September 22, 2009, between the Company and Keh-Shew Lu	10-Q	May 9, 2014	10.6	
10.2*	Confirmation Agreement dated April 1, 2013, between the Company and Keh-Shew Lu	8-K	April 3, 2013	99.1	
10.3*	Employment Agreement dated as of July 21, 2015, between the Company and Keh-Shew Lu	8-K	July 27, 2015	99.1	
10.4*	Stock Unit Agreement, dated as of July 21, 2015, between the Company and Keh-Shew Lu	8-K	July 27, 2015	99.3	
10.5*	Amendment No. 1 to Employment Agreement dated as of February 22, 2017, between the Company and Keh-Shew Lu.	8-K	February 27, 2017	99.1	
10.5.1*	Amendment No. 2 to Employment Agreement dated as of February 22, 2017, between the Company and Keh-Shew Lu.	8-K	June 1, 2022	99.1	
10.5.2*	Amendment No. 3 to Employment Agreement dated as of February 22, 2017, between the Company and Keh-Shew Lu.	8-K	January 22, 2024	99.1	
10.6*	Form of Indemnification Agreement between the Company and its directors and executive officers	8-K	September 2, 2005	10.5	
10.7*	Diodes Incorporated Second Amended and Restated Deferred Compensation Plan effective January 1, 2009	10-K	February 27, 2017	10.9	

10.8*	First Amendment to the Diodes Incorporated Second Amended and Restated Deferred Compensation Plan effective June 1, 2013	10-K	February 27, 2017	10.10
10.9	Diodes Incorporated 2013 Equity Incentive Plan, as amended and restated on May 3, 2017	S-8	August 17, 2017	99.1
10.10*	Form of Incentive Stock Option Agreement for the Diodes Incorporated 2013 Equity Incentive Plan	S-8	June 13, 2013	99.2
10.11*	Form of Stock Unit Agreement for the Diodes Incorporated 2013 Equity Incentive Plan	S-8	June 13, 2013	99.4
10.11.1*	Form of Restricted Stock Unit Agreement	8-K	February 27, 2017	99.2
10.11.2*	Form of Performance Stock Unit Agreement	8-K	February 27, 2017	99.3

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10.12*	Form of Nonstatutory Stock Option Agreement for the Diodes Incorporated 2013 Equity Incentive Plan, as amended (Domestic Version)	10-K	February 27, 2014	10.80
10.13*	Form of Nonstatutory Stock Option Agreement for the Diodes Incorporated 2013 Equity Incentive Plan (International Version)	10-K	February 27, 2014	10.81
10.14*	Form of Unit Stock Agreement for the Diodes Incorporated 2013 Equity Incentive Plan, as amended (Domestic Version)	10-K	February 27, 2014	10.82
10.15*	Form of Stock Unit Agreement for the Diodes Incorporated 2013 Equity Incentive Plan (International Version)	10-K	February 27, 2014	10.83
10.16*	Form of Stock Unit Agreement (Substitute for Pericom Semiconductor Corporation Domestic Existing RSUs and Options)	S-8	June 30, 2016	99.2
10.17*	Form of Stock Unit Agreement (Substitute for Pericom Semiconductor Corporation International Existing RSUs and Options)	S-8	June 30, 2016	99.3
10.18	Diodes Incorporated 2022 Equity Incentive Plan	S-8	May 26, 2022	99.1
10.18.1	Diodes Incorporated 2022 Equity Incentive Plan – Form of Stock Unit Agreement	S-8	May 26, 2022	99.2
10.19	Lease Agreement dated as of September 30, 2003, between Shanghai Kaihong Electronic Co., Ltd. and Shanghai Ding Hong Electronic Equipment, LTD.	10-Q	August 9, 2004	10.52

10.19.1	Supplementary to the Lease Agreement between Shanghai Kaihong Electronic Co. Ltd., and Shanghai Ding Hong Electronic Co., Ltd.	10-Q	August 9, 2004	10.58
10.20	Lease Agreement dated as of June 28, 2004, between Diodes Shanghai Co., Ltd. and Shanghai Yuan Hao Electronic Co., Ltd.	10-Q	August 9, 2004	10.57
10.20.1	Supplementary Agreement dated December 31, 2007, between Shanghai Kai Hong Technology Co., Ltd. and Shanghai Yuan Hao Electronic Co., Ltd.	10-K	February 29, 2008	10.53
10.21	Wafer Purchase Agreement dated January 10, 2006, between Anachip Corporation and Lite-On Semiconductor Corporation	8-K	January 12, 2006	2.1
10.22	Supplementary to the Lease Agreement dated September 5, 2004, between Shanghai Kaihong Electronic Co., Ltd. and Shanghai Ding Hong Electronic Co., Ltd.	10-Q	May 10, 2006	10.14
10.23	Supplementary to the Lease Agreement dated June 28, 2004, between Diodes Shanghai Company Limited and Shanghai Yuan Hao Electronic Co., Ltd.	10-Q	May 10, 2006	10.15
10.24	Supplement dated January 1, 2007 to the Lease Agreement on Disposal of Waste and Scraps, between Shanghai Kaihong Electronic Co., Ltd. and Shanghai Ding Hong Electronic Co., Ltd.	10-K	February 29, 2008	10.51

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10.25	Accommodation Building Fourth and Fifth Floor Lease Agreement dated December 31, 2007, between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Ding Hong Electronic Co., Ltd.	10-K	February 29, 2008	10.54
10.26	Fourth Floor of the Accommodation Building Lease Agreement dated January 1, 2008, between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Ding Hong Electronic Co., Ltd.	10-Q	August 11, 2008	10.5
10.27	Distributorship Agreement dated November 1, 2008, between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Keylink Logistic Co., Ltd.	10-K	February 26, 2009	10.83
10.28	Lease Facility Safety Management Agreement dated December 31, 2008, between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Yuan Howe Electronic Co., Ltd.	10-K	February 26, 2009	10.84
10.29	Consulting Agreement dated January 1, 2009, between the Company and Keylink International (B.V.I.) Co., Ltd.	10-Q	May 8, 2009	10.1

10.30	<u>Third Floor of the Accommodation Building Lease Agreement dated April 12, 2010, between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Ding Hong Electronic Co., Ltd.</u>	10-Q	May 7, 2010	10.3
10.31	<u>Second Floor of the Accommodation Building Lease Agreement dated September 1, 2010, between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Ding Hong Electronic Company, Ltd.</u>	10-Q	November 9, 2010	10.1
10.32	<u>Investment Cooperation Agreement effective as of September 10, 2010, between Diodes Hong Kong Holding Company Limited and the Management Committee of the Chengdu Hi-Tech Industrial Development Zone</u>	8-K	September 16, 2010	99.1
10.33	<u>Supplementary Agreement to the Investment Cooperation Agreement effective as of September 10, 2010, between Diodes Hong Kong Holding Company Limited and the Management Committee of the Chengdu Hi-Tech Industrial Development Zone</u>	8-K	September 16, 2010	99.2
10.34	<u>First Floor of the Accommodation Building Agreement dated June 1, 2011, between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Ding Hong Electronic Company, Ltd.</u>	10-Q	November 9, 2011	10.1
10.35	<u>Third Floor of the Dormitory Building Lease Agreement dated July 1, 2011, between Diodes Shanghai Co., Ltd. (a/k/a Shanghai Kaihong Technology) and Shanghai Ding Hong Electronic Company, Ltd.</u>	10-Q	November 9, 2011	10.2

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10.36	<u>Second Supplementary Agreement dated as of January 23, 2013, to the Investment Cooperation Agreement effective as of September 10, 2010, among Diodes Hong Kong Holding Company Limited, Diodes (Shanghai) Investment Company Limited, Diodes Technology (Chengdu) Company Limited, and the Management Committee of the Chengdu Hi-Tech Industrial Development Zone</u>	10-K	February 27, 2013	10.75
10.37	<u>Supplement Agreement to Lease Agreement dated September 2013, between Shanghai Kaihong Electronic Co., Ltd and Shanghai Ding Hong Electronic Co., Ltd.</u>	10-Q	November 12, 2013	10.6
10.38	<u>Amendment to Dinghong Building Lease Agreements between Shanghai Kaihong Electronic Co. Ltd. and Shanghai Dinghong Electronic Co., Ltd.</u>	10-Q	November 6, 2018	10.2

10.39	Termination Agreement to Dinghong Male Dorm Building Lease Agreement between Shanghai Kaihong Electronic Co., Ltd. and Shanghai Dinghong Electronic Co., Ltd.	10-Q	November 6, 2018	10.4
10.40	Termination Agreement to Dinghong Female Dorm Building Lease Agreement between Shanghai Kaihong Electronic Technology Co., Limited and Shanghai Dinghong Electronic Co., Ltd.	10-Q	November 6, 2018	10.5
10.41	Power Account Transfer Agreement between Shanghai Kaihong Technology Company Limited and Shanghai YuanHao Co.	10-Q	November 6, 2018	10.6
10.42	Procurement Agreement dated May 3, 2013, between Diodes Taiwan Inc. and Lite-On Technology Corporation	10-Q	August 8, 2013	10.2
10.43	Amended Consulting Agreement dated as of January 1, 2015, between Diodes Incorporated and Keylink International (B.V.I.) Co., Ltd.	10-K	March 2, 2015	10.78
10.44	Chemical Warehouse Lease Agreement dated November 1, 2014, between Shanghai Kaihong Electronic Co., Ltd. and Shanghai Ding Hong Electronic Co., Ltd.	10-K	March 2, 2015	10.79
10.45	Chemical Warehouse Lease Agreement dated September 22, 2015, between Shanghai Kaihong Technology Co., Ltd. and Shanghai Yuan Hao Electronic Co., Ltd.	10-Q	November 6, 2015	10.1
10.46	Amendment to Yuanhao Building Lease Agreements between Shanghai Kaihong Technology Company Limited and Shanghai Yuanhao Electronic Co., Ltd.	10-Q	November 6, 2018	10.3
10.47	Property Lease Safety Agreement dated July 2016, between Zetex (Chengdu) Electronics Ltd. and Chengdu Yaguang Electronic Co., Ltd.	10-Q	August 9, 2016	99.1
10.48	Amendment to Yuanhao Building Lease Agreements	10-Q	May 9, 2023	10.1
			8084	
10.49	Diodes Zetex Pension Scheme Recovery Plan dated February 22, 2017, between Trustees of the Diodes Zetex Pension Scheme and Diodes Zetex Limited	10-K	February 27, 2017	10.78
10.50	Diodes Zetex Pension Scheme Schedule of Contributions dated February 22, 2017, between Trustees of the Diodes Zetex Pension Scheme and Diodes Zetex Limited	10-K	February 27, 2017	10.79

10.51	<u>Framework Agreement dated January 16, 2017, among Diodes Zetex Limited, Diodes Zetex Semiconductors Limited, the Company, HR Trustees Limited and Trustees</u>	10-K	February 27, 2017	10.80
10.52	<u>Guarantee dated March 26, 2012, among Diodes Zetex Semiconductors Limited, Diodes Zetex Limited, HR Trustees Limited and Trustees</u>	10-Q	August 9, 2012	10.5
10.53	<u>Diodes Zetex Pension Scheme Information Protocol dated April 10, 2012, among Diodes Zetex Limited, Diodes Zetex Semiconductors Limited, the Company, HR Trustees Limited and Trustees</u>	10-Q	August 9, 2012	10.6
10.54	<u>Legal Charge dated March 26, 2012, among Zetex Semiconductors Limited, HR Trustees Limited and Trustees</u>	10-Q	August 9, 2012	10.7
10.55	<u>Amended and Restated Credit Agreement dated October 26, 2016, among the Company, Diodes International B.V., Diodes Holding B.V., Diodes Investment Company, Diodes FabTech Inc., Diodes Holdings UK Limited, Diodes Zetex Limited, Pericom Semiconductor Corporation, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, and the other Lenders party thereto</u>	8-K	November 1, 2016	10.1
10.56.1	<u>Amendment No. 1 and Limited Waiver dated February 13, 2017, among the parties to the Amended and Restated Credit Agreement dated October 26, 2016 (Exhibit 10.87 above)</u>	8-K	February 14, 2017	10.1
10.56.2	<u>Amendment No. 2 dated August 24, 2017, among the parties to the Amended and Restated Credit Agreement dated October 26, 2016 (Exhibit 10.87 above)</u>	10-K	February 20, 2018	10.80.2
10.56.3	<u>Third Amended and Restated Credit Agreement, dated as of May 26, 2023, by and among Diodes Incorporated, Diodes Holding UK Limited, Diodes Zetex Limited, Diodes US Manufacturing Incorporated, Bank of America, N.A., as Administrative Agent, Lender, L/C Issuer, and Swing Line Lender, and the other Lenders party thereto.</u>	8-K	June 2, 2023	10.1
10.57	<u>Consent to Credit Agreement</u>	10-Q	November 6, 2018	10.1
10.58	<u>Consent and Amendment No. 3 to Amended and Restated Credit Agreement dated December 27, 2018, among the parties to the Amended and Restated Credit Agreement dated October 26, 2016 (Exhibit 87 above)</u>	10-K	February 21, 2019	10.89

10.59*	<u>Transition agreement between Diodes Incorporated and Richard White</u>	8-K	March 6, 2019	10.1
10.60*	<u>Amended Transition Agreement between Diodes Incorporated and Richard White</u>	8-K/A	April 1, 2019	10.1
10.61	<u>Consent to Credit Agreement</u>	10-Q	May 7, 2019	10.1
10.62	<u>Consent to Credit Agreement</u>	10-Q	August 5, 2019	10.1
10.63	<u>Share Swap Agreement between Diodes Incorporated and Lite-On Semiconductor Corp. dated as of August 8, 2019</u>	8-K	August 9, 2019	2.1
10.64	<u>First Amendment to Second Amended and Restated Credit Agreement dated as of September 21, 2020</u>	10-K	February 22, 2021	10.95
10.65	<u>Consent Agreement with Respect to Second Amended and Restated Credit Agreement and Foreign Security Agreements dated as of November 2, 2020</u>	10-K	February 22, 2021	10.96
10.66	<u>Consent and Amendment No. 2 to Second Amended and Restated Credit Agreement dated as of November 17, 2020. Portions of this Exhibit have been omitted</u>	10-K	February 22, 2021	10.97
10.67	<u>Facility Agreement, dated January 22, 2021, by and among Diodes Hong Kong Limited, The Hongkong and Shanghai Banking Corporation Limited, as Arranger, the financial institutions listed in Schedule 1 thereto, The Hongkong and Shanghai Banking Corporation Limited, as Agent, and The Hongkong and Shanghai Banking Corporation Limited, as Security Agent. Portions of this Exhibit have been omitted.</u>	8-K	January 26, 2021	10.1
10.68	<u>Hong Kong Debenture, dated January 22, 2021, by and between Diodes Hong Kong Limited and The Hongkong and Shanghai Banking Corporation Limited, as Security Agent.</u>	8-K	January 26, 2021	10.2
10.69	<u>Letter, dated January 22, 2021, from Diodes Incorporated to The Hongkong and Shanghai Banking Corporation.</u>	8-K	January 26, 2021	10.3
10.70	<u>Amendment No. 3 to Second Amended and Restated Credit Agreement, dated as of March 4, 2021, by and among Diodes Incorporated, Diodes Holdings UK Limited, certain subsidiaries of Diodes Incorporated identified therein, the Lenders identified therein, and Bank of America, N.A.</u>	10-Q	May 6, 2021	10.4
10.71	<u>Amendment No. 4 to Second Amended and Restated Credit Agreement, Consent and Incremental Term Assumption Agreement.</u>	10-K	February 18, 2022	10.79
10.72	<u>Amendment No. 5 to Second Amended and Restated Credit Agreement, Consent and Incremental Term Assumption Agreement.</u>	10-K	February 18, 2022	10.80

10.73	Amendment No. 6 to Second Amended and Restated Credit Agreement, Consent and Incremental Term Assumption Agreement.	8-K	January 4, 2022	10.1
10.74*	Letter agreement dated January 13, 2023, by and between the Company and Evan Yu	8-K	January 17, 2023	10.1
10.75*	Letter agreement dated March 17, 2023, by and between the Company and Julie Holland	8-K	March 17, 2023	10.1
10.76	Amendment to Yuanhao Building Lease Agreements	10-Q	May 9, 2023	10.3
10.77	Third Amended and Restated Credit Agreement, dated as of May 26, 2023, by and among Diodes Incorporated, Diodes Holding UK Limited, Diodes Zetex Limited, Diodes US Manufacturing Incorporated, Bank of America N.A., as Administrative Agent, Lender, L/C Issuer and Swing Line Lender, and the other Lenders party thereto.	8-K	June 2, 2023	10.1
14**	Code of Ethics for Chief Executive Officer and Senior Financial Officers			
19	Corporate Policy on Insider Trading Adopted July 6, 2001; updated January 15, 2021			X
21	Subsidiaries of the Registrant			X
23.1	Consent of Independent Registered Public Accounting Firm			X
31.1	Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, adopted pursuant to Section 302 of the Sarbanes- Oxley Act of 2002			X
31.2	Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002			X
32.1***	Certification Pursuant to 18 U.S.C. adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002			X
32.2***	Certification Pursuant to 18 U.S.C. adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002			X
97*	Recoupment of Executive Compensation Policy			X
101.INS	Inline XBRL Instance Document- the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.			X

101.SCH	Inline XBRL Taxonomy Extension Schema With Embedded Linkbases Document			X
104	Cover Page Interactive Data File, formatted in Inline XBRL			X
*	Constitute management contracts, or compensatory plans or arrangements, which are			
10.73	Amendment No. 6 to Second Amended and Restated Credit Agreement, Consent and Incremental Term Assumption Agreement.	8-K	January 4, 2022	10.1
10.74*	Letter agreement dated January 13, 2023, by and between the Company and Evan Yu	8-K	January 17, 2023	10.1
10.75*	Letter agreement dated March 17, 2023, by and between the Company and Julie Holland	8-K	March 17, 2023	10.1
10.76	Amendment to Yuanhao Building Lease Agreements	10-Q	May 9, 2023	10.3
10.77	Third Amended and Restated Credit Agreement, dated as of May 26, 2023, by and among Diodes Incorporated, Diodes Holding UK Limited, Diodes Zetex Limited, Diodes US Manufacturing Incorporated, Bank of America N.A., as Administrative Agent, Lender, L/C Issuer and Swing Line Lender, and the other Lenders party thereto.	8-K	June 2, 2023	10.1
14**	Code of Ethics for Chief Executive Officer and Senior Financial Officers			
19	Corporate Policy on Insider Trading Adopted July 6, 2001; updated January 22, 2025			X
21	Subsidiaries of the Registrant			X
23.1	Consent of Independent Registered Public Accounting Firm			X
31.1	Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, adopted pursuant to Section 302 of the Sarbanes- Oxley Act of 2002			X
31.2	Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002			X
32.1***	Certification Pursuant to 18 U.S.C. adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002			X
32.2***	Certification Pursuant to 18 U.S.C. adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002			X
97*	Recoupment of Executive Compensation Policy	10-K	February 9, 2024	97

101.INS	Inline XBRL Instance Document- the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.	X
101.SCH	Inline XBRL Taxonomy Extension Schema With Embedded Linkbases Document	X
104	Cover Page Interactive Data File, formatted in Inline XBRL	X
*	Constitute management contracts, or compensatory plans or arrangements, which are	

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required to be filed pursuant to Item 601 of Regulation S-K.

** Provided in the Corporate Governance portion of the Investor Relations section of the Company's website at <http://www.diodes.com>

*** A certification furnished pursuant to Item 601 of the Regulation S-K will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.

PLEASE NOTE: It is inappropriate for investors to assume the accuracy of any covenants, representations or warranties that may be contained in agreements or other documents filed as exhibits to this Annual Report on Form 10-K. In certain instances the disclosure schedules to such agreements or documents contain information that modifies, qualifies and creates exceptions to the representations, warranties and covenants. Moreover, some of the representations and warranties may not be complete or accurate as of a particular date because they are subject to a contractual standard of materiality that is different from those generally applicable to stockholders or were used for the purpose of allocating risk among the parties rather than establishing certain matters as facts. Accordingly, you should not rely on the representations and warranties as characterizations of the actual state of facts at the time they were made or otherwise.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DIODES INCORPORATED (Registrant)

By: /s/ Keh-Shew Lu

KEH-SHEW LU

Chairman of the Board and Chief Executive Officer

(Principal Executive Officer)

February 9, 2024 14, 2025

By: /s/ Brett R. Whitmire

Brett R. Whitmire

Chief Financial Officer

(Principal Financial and Accounting Officer)

February 9, 2024 14, 2025

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Dr. Keh-Shew Lu, Chairman and Chief Executive Officer, and Brett R. Whitmire, Chief Financial Officer, his or her true and lawful attorneys-in-fact and agents, with full power of substitution, to sign and execute on behalf of the undersigned any and all amendments to this report, and to perform any acts necessary in order to file the same, with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requested and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents, or their or his or her substitutes, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on **February 9, 2024** **February 14, 2025**.

/s/ Keh-Shew Lu

KEH-SHEW LU

Chairman of the Board of Directors and

Chief Executive Officer

(Principal Executive Officer)

/s/ Michael R. Giordano Robert E. Feiger

MICHAEL R. GIORDANO ROBERT E. FEIGER

Independent Director

/s/Huey-Jen Jenny Su

PETER M. MENARD HUEY-JEN JENNY SU

Independent Director

/s/ Christina Wen-Chi Sung

CHRISTINA WEN-CHI SUNG

Independent Director

/s/ Brett R. Whitmire

BRETT R. WHITMIRE

Chief Financial Officer

(Principal Financial Officer)

/s/ Gary Yu

GARY YU

President and Director

/s/ Angie Chen Button

ANGIE CHEN BUTTON

Lead Independent Director

/s/ Elizabeth (Beth) Bull

ELIZABETH (BETH) BULL

Independent Director

/s/ Warren Chen

WARREN CHEN

Independent Director

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Exhibit 19



Corporate Policy on Insider Trading

Adopted: July 6, 2001
 Updated: **January 15, 2021** **January 22, 2025**

This Corporate Policy on Insider Trading ("Policy") applies to all officers, directors, and employees (collectively "**Diodes Personnel**") of Diodes Incorporated and its subsidiaries (collectively "**Company**"), their Family Members, and any other individuals the Company's Chief Financial Officer may designate as insiders because they have access to Material Non-public Information of the Company (collectively, "**Insiders**"). The Company has adopted this Policy to help Diodes Personnel comply with applicable insider trading laws and to prevent the appearance of improper insider trading. The Insiders are individually responsible for compliance with this Policy and the applicable insider trading laws.

Except as otherwise explicitly stated below, this Policy applies to any and all transactions in the Company's securities, including transactions in common stock, options, preferred stock, restricted stock, restricted stock units, debt or equity securities, and any other type of securities that the Company may issue from time to time. This Policy applies to such securities regardless of whether they are held in a brokerage account, a 401(k) or similar account, through an employee stock purchase plan, or otherwise.

I. DEFINITIONS

For the purpose of this Policy, the following defined terms have these meanings:

Blackout Period: means

- Period starting on the fifteenth day of the third month in the first calendar quarter and the period starting on the first day of the third month in the second, third, and fourth calendar quarters (i.e. March 15, June 1, September 1, December 1) and ending two business days after earnings for that quarter have been publicly released. For clarity, trading of the Company's securities can begin on the third day after announcement; and
- Any other period of significant corporate activity designated from time to time by the Company's Chief Financial Officer.

Designated Employee: means each officer and director of the Company, each employee who routinely has access to Material, Non-public Information concerning the Company (including, but not limited to, consolidated financial data) in the ordinary course of their employment and each other Company employee expressly designated as a "Designated Employee" by the Board of Directors or the Chief Executive Officer from time to time.

Family Member: means family member of a person, including a spouse or domestic partner, who resides with such person, anyone else who lives in such person's household, and any family member who does not live in such person's household but whose transactions in the Company securities are directed by such person or are subject to such person's influence or control (e.g. parents or children who consult with such person before they transaction in the Company securities).

person or are subject to such person's influence or control (e.g. parents or children who consult with such person before they transaction in the Company securities).

Material Information: means any information that a reasonable investor either:

- Would consider important in a decision to buy, hold, sell, or otherwise transact in the Company's securities; or
- Would consider to significantly affect the total mix of information available concerning the Company.

In short, any information (whether positive or negative) which could reasonably be expected to affect the price of the Company's securities is "Material." Determination of whether information is Material depends on the facts and circumstances unique to each situation and cannot be made solely on the basis of the potential financial impact of the information.

There is no bright line test for determining whether particular information is Material and therefore it is not possible to identify every type or category of information that could be deemed "Material." The following are common examples of information that could be considered "Material":

- Financial performance, quarterly and year-end earnings information;
- Projections of future earnings or losses;
- A proposed merger, acquisition, tender offer, joint venture, or exchange offer;
- A significant purchase or sale of assets or disposition or acquisition of a subsidiary or division;
- Significant changes in senior management or control;
- A significant change in sales, backlog of orders, suppliers, or inventory;
- A stock buy-back;
- Declaration of a dividend or a change in dividend policies or amounts;
- Declaration of a stock split;
- Public or private offering of additional securities, additional borrowings or credit facilities or other financing transactions significant changes in finance sources;
- Significant new products, services or lines of business;
- A significant technological development in products, research, or technologies;
- Financial or liquidity problems, or significant changes in liquidity;
- An imminent change in the Company's credit rating by a rating agency;
- A change in auditors or auditor notification that its audit report may not be relied upon;
- Gain or loss of a substantial customer, supplier, or contract;
- Significant product defects, recalls, or product returns;
- Significant actions by a regulatory body; or



- Significant product defects, recalls, or product returns;

- Significant actions by a regulatory body; or
- Actual or threatened major litigation, or the resolution of such litigation.

This list is not exclusive. Other information may be considered "Material" depending upon the circumstances.

It is important to note that whether information is Material will be viewed by enforcement authorities and regulators after the fact with the benefit of hindsight. For example, if the price of the Company's securities changed as a result of the information having been made public, it will likely be considered Material by the enforcement authorities and regulators. Before engaging in any securities transaction involving the Company, Insiders should carefully consider how enforcement authorities and regulators might view the transaction in hindsight.

Non-public Information: means information that is not generally known or available to the public. Information becomes public if it has been announced or disseminated in such a manner as to provide broad, non-exclusionary public access (e.g. through a widely circulated news or wire service). Release of information to the media does not immediately mean the information has become publicly available. In general, only information which has been publicly disclosed through a public filing with the U.S. Securities Exchange Commission ("SEC") or a press release should be considered publicly disclosed.

II. GENERAL

1. It is unlawful for any Insider to buy, sell, or otherwise trade in the securities of the Company while in possession of, or to engage in any other action to take advantage of, or to pass on to others, Material, Non-public Information about the Company obtained in the course of employment or service to the Company. It makes no difference whether or not the Insider relied upon or used Material, Non-public Information in deciding to trade the Company securities. Transactions involving the Company's securities that may be necessary for personal reasons, such as the need to raise money for an emergency, are no exception.
2. No Insider should disclose Material, Non-public Information to anyone (including other employees of the Company), other than those who need to know such information in order for the Company to properly and effectively carry out its business, whether or not such disclosure was intended to influence a purchase, sale or transaction involving the Company securities.
3. No Insider should effect or recommend or influence a transaction in a security of the Company (whether for his or her personal account, the account of the Company, or the account of any other person) while in possession of Material, Non-public Information relating to the Company.
4. **Transactions by Family Members:** Diodes Personnel are responsible for making sure that any transaction in the Company securities by their Family Members complies with this Policy.

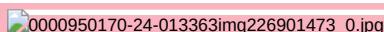
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5. **Tipping Others:** Providing Material Non-public Information to another person who may trade or advise others to trade on the basis of that information is known as "tipping" and is illegal. No Insider may tip or provide Material, Non-public Information concerning the Company to any person unless

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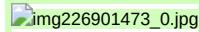
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required as part of that Insider's regular duties to the Company or authorized by the Company's Chief Financial Officer. Tipping can result in the same civil and criminal penalties that apply to insider trading even though the Insider did not trade, profit or gain any benefit from trading by persons tipped.

6. **Giving Trading Advice:** No Insider may give trading advice of any kind involving the Company securities to anyone, whether or not such Insider

is aware of Material Non-public Information about the Company, except that the Insiders should advise other Insiders not to trade if such trading might violate this Policy or the applicable insider trading laws.

7. **Public Disclosure:** Only the specifically authorized Diodes Personnel can release Material Information to the public or respond to inquiries from the media, analysts, investors or others outside the Company. Diodes Personnel should not respond to those inquiries unless expressly authorized to do so and should refer any such inquiries to Company's Chief Financial Officer.
8. **Stock Option Exercise:** This Policy does not prohibit the exercise of the Company stock options for cash under the Company's stock option plan but it does apply to (1) a "cashless" or "net" exercise and (2) the sale, disposition, or monetization of the Company securities received upon exercise of the stock option.
9. **Material, Nonpublic Information of Other Companies:** If Diodes Personnel obtain Material, Non-public Information concerning another public company, such as a customer or supplier of the Company, in the course of their employment or service with the Company, Diodes Personnel should treat that information according to the same rules that apply to like information of the Company.
10. **Event-specific Blackout:** The Company's Chief Financial Officer, in consultation with the Company's General Counsel, may impose event-specific trading blackout restrictions on certain Diodes Personnel. Diodes Personnel subject to the event-specific trading blackouts will be notified by the Company's Chief Financial Officer and should not disclose the existence of such blackouts to others.
11. **Approved Transactions:** In certain limited circumstances, a transaction involving the Company's securities otherwise prohibited by this Policy may be permitted if, prior to the transaction, the Company's Chief Financial Officer, in consultation with the Company's General Counsel, determines that the transaction is not inconsistent with the purposes of this Policy. The existence of this approval procedure does not obligate the Company to grant approvals to the requested transactions. Additionally, such approval does not insulate any Insider from liabilities under the applicable insider trading laws because the ultimate responsibility and liability resides exclusively with the affected Insiders.
12. If any Diodes Personnel are uncertain as to whether specific information is Material or Non-public or have any other question regarding this Policy they are advised to consult with the Chief Financial Officer of the Company.

Exhibit 19



13. If a decision is required to be made by the Company's Chief Financial Officer under the terms of this Policy in circumstances where it relates to a trading plan of, or trade by, the Chief Financial Officer, or the Chief Financial Officer is otherwise conflicted in relation to the decision, the decision shall be made by the Company's General Counsel.

III. BLACKOUT PERIODS

In addition to the restrictions set forth in this Policy, each "Designated Employee" is subject to the following additional restrictions in engaging in transactions in securities of the Company: No Designated Employee should effect or recommend or influence a transaction in a security of the Company (regardless whether he or she has Material, Non-public information) during a "Blackout Period."

IV. CERTAIN TRANSACTIONS NOT SUBJECT TO TRADING RESTRICTIONS

Notwithstanding anything to the contrary contained in this Policy, Diodes Personnel, including a Designated Employee, may engage in the following transactions involving Company securities:

1. **Rule 10b5-1 Trading Plans:**

pursuant to a plan which the Chief Financial Officer of the Company has determined meets the requirements of Rule 10b5-1(c) promulgated by the SEC, and entered into when the Insider is not in possession of Material, Non-public Information. The Company reserves the right to disapprove any submitted 10b5-1(c) plan, and to suspend or instruct the Insider to terminate any plan that has been previously approved.

2. RSU/RSA Lapse Transactions:

pursuant to a "sell-to-cover" transaction related to a Restricted Stock Unit ("RSU") and/or Restricted Stock Award ("RSA") as long as the transaction is an automatic transaction effected on the lapse date in order to cover tax withholding requirements.

3. Deferred Compensation Plan Transactions:

pursuant to their participation in the Company's Deferred Compensation Plan related to a RSU and/or RSA as long as the transaction is a predetermined automatic transaction effected on the lapse date.

V. PROHIBITED TRANSACTIONS

The Company considers it inappropriate for Insiders to engage in speculative transactions in Company securities or in other transactions involving the Company securities that may lead to inadvertent violations of the applicable insider trading laws or create a conflict of interest for the Insider. Consequently, Insiders may not engage in any of the following transactions involving the Company securities:

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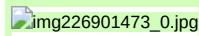
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1. Hedging; Derivative Transactions

Hedging and monetization transactions allow a stockholder to lock in much of the value of his or her stockholdings, often in exchange for all or part of the potential upside appreciation in the stock. These transactions allow the stockholder to continue to own the covered securities, but without the full risks and rewards of ownership. When an Insider engages in such a transaction, he or she may no longer have the same objectives as the Company's other stockholders. As a result, Insiders are prohibited from engaging

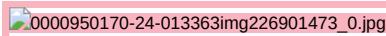
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in any hedging or monetization transactions involving Company securities, including zero cost collars, forward sale contracts, and trading in options, puts, calls, or other derivative instruments related to the Company's securities.

2. Pledging

Securities held in margin accounts may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledger is aware of Material, Non-public Information or otherwise is not permitted to trade in the Company's securities, such transactions by Insiders are prohibited. Acquiring the Company's securities on margin is also prohibited.

3. Short Sales

Insiders are prohibited from selling the Company's securities "short" (i.e., the sale of a security that is not owned and must be borrowed to complete the sale) or "selling short against the box" (i.e., the sale of a security that is currently owned but is not delivered against such sale within twenty days thereafter, or is not within five days after such sale deposited in the mails or other usual channels of transportation and the sale is completed with borrowed shares). The Company prohibits Insiders from selling the Company's stock short because, in addition to legal constraints, these are margin

transactions that are inherently speculative in nature, may be perceived as a bet against the Company's future stock price, and are contrary to the best interests of the Company and its other shareholders.

VI.CONSEQUENCES OF VIOLATING POLICY

1. Violations of this Policy will be grounds for discharge, termination, or other legal and disciplinary action by the Company, whether or not the failure to comply with this Policy results in a violation of law.
2. Each Insider is individually responsible for the consequences of his or her actions. Violations of the applicable insider trading laws can result in severe civil and criminal sanctions. The Company will cooperate fully with the SEC and other regulatory authorities in investigating possible violations of this Policy.
3. Insiders should notify the Company's Chief Financial Officer or the Company's General Counsel if they become aware of a violation of this Policy.

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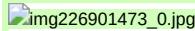
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EMPLOYEE CERTIFICATION

Each Company employee is required to certify his or her understanding of, and intent to comply with the Company's Corporate Policy on Insider Trading (the "Policy").

I certify that I have received, reviewed, and will comply with the conditions as set forth in the Policy, and that any violation of the Policy can subsequently be the cause for my termination of employment from the Company.

I certify that I have read and understand the DIC-901 (Corporate Policy on Insider Trading)		
FORMTEXT	FORMTEXT	FORMTEXT
Employee (Please Print Name)	Employee Signature	Date

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Revision	Revision History	Request Date
5	Policy dated 2/21/17	3/6/2018
6	Add footer, no content update.	4/12/2018
7	Combined DIC-900 into document.	2/08/19
8	Add Section IX: Policy Prohibiting Short Sales	2/18/2020
9	Update/refresh as Core Corporate Policy	10/26/2020
10	Update to Section I definition of "Blackout Period"	1/15/2021
11	Revised released date on footer, no content update.	2/2/2021

Exhibit 21

SUBSIDIARIES OF THE REGISTRANT

Subsidiary Name	Holding			Holding		
	Incorporated	Company (1) or Subsidiary	Percentage Owned	Incorporated	Company (1) or Subsidiary	Percentage Owned
Location	(2)		Location	(2)		
BCD Shanghai Micro-Electronics Company Limited	China	2	100%	China	2	100
Canyon Semiconductor Inc.	Taiwan	2	55.34%	Taiwan	2	55.34
Diodes (Shanghai) Investment Company Limited	China	1	100%	China	1	100
Diodes Electronic (Shenzhen) Company Limited	China	2	100%	China	2	100
Diodes Fast Analog Solutions Limited	United Kingdom	2	100%	United Kingdom	2	100
Diodes Fortimedia Technology Co., Ltd.				Cayman Islands	1	100
Diodes Holdings UK Limited	United Kingdom	1	100%	United Kingdom	1	100
Diodes Hong Kong Limited	Hong Kong	1	100%	Hong Kong	1	100
Diodes Investments Taiwan Co., Ltd	Taiwan	1	100%	Taiwan	1	100
Diodes Japan K.K.	Japan	2	100%	Japan	2	100
Diodes Kaihong (Shanghai) Company Limited	China	2	100%	China	2	100
Diodes Korea Inc	Korea	2	100%	Korea	2	100
Diodes Semiconductors GB Limited	United Kingdom	2	100%	United Kingdom	2	100

DiodSent Green Technology (Hong Kong) Limited.....				Hong Kong	2	100
DiodSent Green Technology (Wuxi) Co., Ltd.....				China	2	100
Diodes Kaihong (Shanghai) Company Limited				China	2	100
Diodes (Shanghai) Investment Co. Ltd.				China	2	100
Diodes Singapore Pte. Ltd.	Singapore	2	100 %	Singapore	2	100
Diodes Taiwan S.A.R.L	Luxembourg	1	100 %			
Diodes Taiwan S.A.R.L. Hsinchu Branch	Taiwan	2	100 %			
Diodes Taiwan S.A.R.L. Keelung Branch	Taiwan	2	100 %			
Diodes Taiwan S.A.R.L. Taiwan Branch	Taiwan	2	100 %			
Diodes Taiwan S.a r.l.				Luxembourg	1	100
Diodes Taiwan S.a r.l., Hsinchu Branch				Taiwan	2	100
Diodes Taiwan S.a r.l., Keelung Branch				Taiwan	2	100
Diodes Taiwan S.a r.l., Taiwan Branch (Luxembourg)				Taiwan	2	100
Diodes Technology (Chengdu) Company Limited	China	2	100 %	China	2	100
Diodes US Manufacturing Incorporated	Unites States	2	100 %	Unites States	2	100
Diodes Zetex GmbH	Germany	2	100 %	Germany	2	100
Diodes Zetex Limited	United Kingdom	2	100 %	United Kingdom	2	100
Diodes Zetex Neuhaus GmbH	Germany	2	100 %	Germany	2	100
Diodes Zetex Semiconductors Limited	United Kingdom	2	100 %	United Kingdom	2	100
DiodSent Green Technology Co., Ltd	Taiwan	2	60 %	Taiwan	2	60
Dyna Image Corporation	Taiwan	2	68.03 %			
Dyna International Co., Ltd.	British Virgin Islands	1	100 %	Luxembourg	1	100
Dyna International Holding Co., Ltd.	British Virgin Islands	1	100 %	Luxembourg	1	100
Eris Technology Corporation	Taiwan	2	51.07 %	Taiwan	2	51.07
Erishin Semiconductor Corporation				Taiwan	2	100
Forever Eagle Incorporation.....				Mauritius	2	100
Fortimedia Holding Company, Ltd.				British Virgin Islands	1	100
Fortimedia, Inc.				United States	2	100
Fortimedia International Ltd.				Cayman Islands	1	100
Fortimedia Korea Ltd.				Korea	2	100
Fortimedia Nanjing Co. Ltd.				China	2	100
Fortimedia Singapore Pte Ltd.				Singapore	2	100
Harvest Joy Holdings Limited.....				Samoa	2	100
Jie Cheng Electronics Trading Limited.....				China	2	100
Keep High Limited				Seychelles	2	100
Lite-On Microelectronics (Wuxi) Co., Ltd.	China	2	100 %	China	2	100
Lite-On Semiconductor (Wuxi) Co., Ltd.	China	2	100 %	China	2	100
Lite-On Semiconductor HK Limited	Hong Kong	1	100 %	Hong Kong	1	100
Lyra Semiconductor Incorporated	Taiwan	2	50.01 %			
MaxSonics, Inc.				United States	2	100
My-optoelectronics (ShenZhen) Co., Ltd.....				China	2	100

My-Semi Inc.	Taiwan	2	62.50%	Taiwan	2	62.50
Pericom Technology (Shanghai) Company Limited				China	2	100
Pericom Technology (Yangzhou) Corporation				China	2	100
PSE Technology (Shandong) Corporation				China	2	100
PSE Technology Corporation				Taiwan	2	100
Savitech Corp.				Taiwan	2	55.07

Pericom Technology (Shanghai) Company Limited	China	2	100%
Pericom Technology (Yangzhou) Corporation	China	2	100%
PSE Technology (Shandong) Corporation	China	2	100%
PSE Technology Corporation	Taiwan	2	100%
Savitech Corp.	Taiwan	2	55.07%
Diodes (Shanghai) Investment Co. Ltd.	China	2	100%
Diodes Kaihong (Shanghai) Company Limited	China	2	100%
Shanghai Kaihong Electronic Company Limited.	China	2	95%
Shanghai Kaihong Technology Company Limited.	China	2	95%
Shanghai Seeful Electronic Co., Ltd.	China	2	100%
Smart Power Holdings Group Co., Ltd.	British Virgin Islands	1	100%
TF Semiconductor Solutions, Inc	Delaware	2	56.91%
WBG Power Systems (Cayman) Co., Ltd.	Cayman Islands	1	65%
Yea Shin Technology Co., Ltd.	Taiwan	2	100%
Jie Cheng Electronics Trading Limited.....	China	2	100%
Harvest Joy Holdings Limited.....	Samoa	2	100%
Shenzhen Savitech Inc.....	China	2	100%
Keep High Limited.....	Seychelles	2	100%
Forever Eagle Incorporation.....	Mauritius	2	100%
DiodSent Green Technology (Hong Kong) Limited.....	Hong Kong	2	100%
DiodSent Green Technology (Wuxi) Co., Ltd.....	China	2	100%
My-optoelectronics (ShenZhen) Co., Ltd.....	China	2	100%
Erishin Semiconductor Corporation.....	Taiwan	2	100%
Shanghai Kaihong Electronic Company Limited.	China	2	95
Shanghai Kaihong Technology Company Limited.	China	2	95
Shanghai Seeful Electronic Co., Ltd.	China	2	100
Shenzhen Savitech Inc.....	China	2	100
Smart Power Holdings Group Co., Ltd.	British Virgin Islands	1	100
TF Semiconductor Solutions, Inc	Delaware	2	56.91
WBG Power Systems (Cayman) Co., Ltd.	Cayman Islands	1	65
Yea Shin Technology Co., Ltd.	Taiwan	2	100

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements Statement of Diodes Incorporated of our report dated February 9, 2024 February 14, 2025, related relating to the consolidated financial statements of Diodes Incorporated and Subsidiaries (the "Company") and the effectiveness of internal control over financial reporting of the Company appearing in this the Annual Report on Form 10-K of the Company for the year ended December 31, 2023 December 31, 2024, filed with the Securities and Exchange Commission:

- Registration Statement on Form S-8 (No. 333-265229) pertaining to the Diodes Incorporated 2022 Equity Incentive Plan.
- Registration Statements on Form S-8 (No. 333-189298, No. 333-212327 and No. 333-220019) pertaining to the Diodes Incorporated 2013 Equity Incentive Plan.

We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ Moss Adams LLP

Los Angeles,

Irvine, California

February 9, 2024

14, 2025

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, **Keh-Shew Lu**, certify that:

1. I have reviewed this Annual Report on Form 10-K of Diodes Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Keh-Shew Lu

Keh-Shew Lu

Chairman of the Board of Directors and

Chief Executive Officer

Date: **February 9, 2024** **February 14, 2025**

Exhibit 31.2

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, **Brett R. Whitmire**, certify that:

1.1. I have reviewed this Annual Report on Form 10-K of Diodes Incorporated;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

- (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
- (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
- (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
- (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Brett R. Whitmire

Brett R. Whitmire

Chief Financial Officer

Date: **February 9, 2024** **February 14, 2025**

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. 1350 ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge, the Annual Report on Form 10-K for the twelve-month period ended **December 31, 2023** **December 31, 2024**, of Diodes Incorporated (the "Company") fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in such Annual Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of, and for, the periods presented in such report.

/s/ Keh-Shew Lu

Keh-Shew Lu

Chairman of the Board and
Chief Executive Officer

Date: **February 9, 2024** **February 14, 2025**

A signed original of this written statement required by Section 906 has been provided to Diodes Incorporated and will be retained by Diodes Incorporated and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. 1350 ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge, the Annual Report on Form 10-K for the twelve-month period ended **December 31, 2023** **December 31, 2024**, of Diodes Incorporated (the "Company") fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in such Annual Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of, and for, the periods presented in such report.

/s/ Brett R. Whitmire

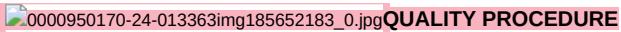
Brett R. Whitmire

Chief Financial Officer

Date: **February 9, 2024** **February 14, 2025**

A signed original of this written statement required by Section 906 has been provided to Diodes Incorporated and will be retained by Diodes Incorporated and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 97



QUALITY PROCEDURE

Policy Regarding Recoupment of Executive Compensation

("Clawback Policy")

Printed specifications are not controlled documents. Verify revision before using.

Adopted: November 7, 2023

Purpose

As required pursuant to the listing standards of the Nasdaq Stock Market LLC (the "Stock Exchange"), Section 10D of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Rule 10D-1 under the Exchange Act, the Board of Directors (the "Board") of Diodes Incorporated (the "Company") has adopted this Recoupment of Executive Compensation Policy (the "Policy") to empower the Company to recover Covered Compensation (as defined below) erroneously awarded to a Covered Officer (as defined below) in the event of an Accounting Restatement (as defined below).

Notwithstanding anything in this Policy to the contrary, at all times, this Policy remains subject to interpretation and operation in accordance with the final rules and regulations promulgated by the U.S. Securities and Exchange Commission (the "SEC"), the final listing standards adopted by the Stock Exchange, and any applicable SEC or Stock Exchange guidance or interpretations issued from time to time regarding such Covered Compensation recovery requirements (collectively, the "Final Guidance").

Policy Statement

Unless a Clawback Exception (as defined below) applies, the Company will recover reasonably promptly from each Covered Officer the Covered Compensation Received (as defined below) by such Covered Officer in the event that the Company is required to prepare an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (each, an "Accounting Restatement"). If a Clawback Exception applies with respect to a Covered Officer, the Company may forgo such recovery under this Policy from such Covered Officer.

Covered Officers

For purposes of this Policy, "Covered Officer" is defined as any current or former "Section 16 officer" of the Company within the meaning of Rule 16a-1(f) under the Exchange Act, as determined by the Board or the Compensation Committee (the "Committee") of the Board. Covered Officers include, at a minimum, "executive officers" as defined in Rule 3b-7 under the Exchange Act and identified under Item 401(b) of Regulation S-K.

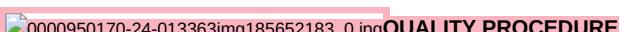
Covered Compensation

For purposes of this Policy:

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- "Covered Compensation" is defined as the amount of Incentive-Based Compensation (as defined below) Received during the applicable Recovery Period (as defined below) that exceeds the amount of Incentive-Based Compensation that otherwise would have been Received during such Recovery Period had it been determined based on the relevant restated amounts, and computed without regard to any taxes paid. Incentive-Based Compensation Received by a Covered Officer will only qualify as Covered Compensation if: (i) it is Received on or after October 2, 2023, regardless of when it was awarded; (ii) it is Received after such Covered Officer begins service as a Covered Officer; (iii) such Covered Officer served as a Covered Officer at any time during the performance period for such Incentive-Based Compensation; and (iv) it is Received while the Company has a class of securities listed on a national securities exchange or a national securities association. For Incentive-Based Compensation based on stock price or total shareholder return, where the amount of erroneously awarded Covered Compensation is not subject to mathematical recalculation directly from the information in an Accounting Restatement, the amount of such Incentive-Based Compensation that is deemed to be Covered Compensation will be based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or total shareholder return upon which the Incentive-Based Compensation was Received, and the Company will maintain and provide to the Stock Exchange documentation of the determination of such reasonable estimate. For Incentive-Based Compensation Received by a Covered Officer before October 2, 2023, please refer to the Company's DIC-945: Policy Regarding Recoupment of Executive Compensation (Legacy).
- "Incentive-Based Compensation" is defined as any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure (as defined below). For purposes of clarity, Incentive-Based Compensation includes compensation that is in any plan, other than tax-qualified retirement plans, including long term disability, life insurance, and supplemental executive retirement plans, and any

other compensation that is based on such Incentive-Based Compensation, such as earnings accrued on notional amounts of Incentive-Based Compensation contributed to such plans.

- **"Financial Reporting Measure"** is defined as a measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measures that are derived wholly or in part from such measures. Stock price and total shareholder return are also Financial Reporting Measures.
- Incentive-Based Compensation is deemed "**Received**" in the Company's fiscal period during

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which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that period.

Recovery Period

For purposes of this Policy, the applicable "**Recovery Period**" is defined as the three completed fiscal years immediately preceding the Trigger Date (as defined below) and, if applicable, any transition period resulting from a change in the Company's fiscal year within or immediately following those three completed fiscal years (provided, however, that if a transition period between the last day of the Company's previous fiscal year end and the first day of its new fiscal year comprises a period of nine to 12 months, such period would be deemed to be a completed fiscal year).

For purposes of this Policy, the "**Trigger Date**" as of which the Company is required to prepare an Accounting Restatement is the earlier to occur of: (i) the date that the Board, applicable Board committee, or officers authorized to take action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare the Accounting Restatement or (ii) the date a court, regulator, or other legally authorized body directs the Company to prepare the Accounting Restatement.

Clawback Exceptions

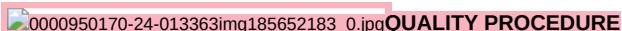
The Company is required to recover all Covered Compensation Received by a Covered Officer in the event of an Accounting Restatement unless (i) one of the following conditions are met and (ii) the Committee has made a determination that recovery would be impracticable in accordance with Rule 10D-1 under the Exchange Act (under such circumstances, a "**Clawback Exception**" applies):

- the direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered (and the Company has already made a reasonable attempt to recover such erroneously awarded Covered Compensation from such Covered Officer, has documented such reasonable attempt(s) to recover, and has provided such documentation to the Stock Exchange);
- recovery would violate home country law that was adopted prior to November 28, 2022 (and the Company has already obtained an opinion of home country counsel, acceptable to the Stock Exchange, that recovery would result in such a violation, and provided such opinion to the Stock Exchange);
- recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of Section 401(a)(13) or Section 411(a) of the Internal Revenue Code and regulations thereunder. For

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purposes of clarity, this Clawback Exception only applies to tax-qualified retirement plans and does not apply to other plans, including long term disability, life insurance, and supplemental executive retirement plans, or any other compensation that is based on Incentive-Based Compensation in such plans, such as earnings accrued on notional amounts of Incentive-Based Compensation contributed to such plans.

Prohibitions

The Company is prohibited from paying or reimbursing the cost of insurance for, or indemnifying, any Covered Officer against the loss of erroneously awarded Covered Compensation.

Administration and Interpretation

The Committee will administer this Policy in accordance with the Final Guidance, and will have full and exclusive authority and discretion to supplement, amend, repeal, interpret, terminate, construe, modify, replace and/or enforce (in whole or in part) this Policy, including the authority to correct any defect, supply any omission or reconcile any ambiguity, inconsistency or conflict in the Policy, subject to the Final Guidance. The Committee will review the Policy from time to time and will have full and exclusive authority to take any action it deems appropriate.

The Committee will have the authority to offset any compensation or benefit amounts that become due to the applicable Covered Officers to the extent permissible under Section 409A of the Internal Revenue Code of 1986, as amended, and as it deems necessary or desirable to recover any Covered Compensation.

This Policy shall not preclude any other compensation recoupment or clawback policies, arrangements, or provisions of the Company ("Other Recovery Provisions"); to the extent recovery of compensation is achieved by the Company under this Policy, there shall be no duplication of recovery under Other Recovery Provisions, except as may be required by law.

Disclosure

This Policy, and any recovery of Covered Compensation by the Company pursuant to this Policy that is required to be disclosed in the Company's filings with the SEC, will be disclosed as required by the Securities Act of 1933, as amended, the Exchange Act, and related rules and regulations, including the Final Guidance.

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Revision	Revision History	Request Date
1	New recoupment policy for compensation received on or after October 2, 2023	11/7/2023

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