

# Corporate Governance zou ondernemerschap moeten bevorderen

Eumedion Symposium, 1 november 2023

# Corporate Governance en Ondernemerschap 1996 - heden



- Lange termijn waardecreatie beursgenoteerde bedrijven blijft achter
- Toename debacles en risicobeheersing
- Directie en toezicht presteren onvoldoende. Schieten tekort. Afrekencultuur
- Een veelvoud aan codes en wetten. "Rule based" en niet "principle based"
- Voor ieder beursgenoteerd bedrijf groot/klein, Nederland, internationaal, sector "one size fits all"
- Beursgenoteerde bedrijfsomgeving daardoor op achterstand
- "Pas toe of leg uit" niet hanteerbaar
- Directie op afstand geplaatst dienstverleningskontrakt vier jaar
- Toezicht max. 2x vier jaar en 2x twee jaar "pas toe of leg uit" geen ex-directie
- Corporate governance wordt beheerst door academici en juristen
- Ondernemerschap volgens wetenschappelijke modellen en de mens uitschakelen

Aantal Nederlandse beursgenoteerde bedrijven neemt af



Van Control en Compliance, naar Vertrouwen en Impact Karen Maas

Shell weg, Unilever weg. En nu overwegen meer grote bedrijven uit Nederland te vertrekken.

'Afrekencultuur in top is feit' LÜCKERATH-ROVERS

Bonje in de board room Paul Olden en Geert Raaijmakers

Shareholders vs. Stakeholders; wie

Mr. M.L.S.W.E. de Lange en mr. P. van der Veld.

Hoe bestuurders manipuleren en wat ertegen te doen'

Hans de Hoog

Elke commisssaris dient geschikt te zijn om de hoofdlijnen van het totale beleid te beoordelen.



- 1. Renewi (officieus bod Macquarie)
- 2. Brill (bod Walter de Gruyter)
- 3. Bols (bod Nolet)
- 4. Majorel (bod Teleperformance)
- 5. Beter Bed (bod Torqx)
- 6. Rood Microtec (bod Microtest)
- 7. Ordina (overname Sopra Steria Group)
- 8. Intertrust (overname CSC)
- 9. SnowWorld (delisting door grootaandeelhouder)
- 10. GP Bullhound (liquidatie)
- 11. Hedospophia (mislukte SPAC)
- 12. Pegasus Europe (mislukte SPAC)
- 13 Unibail Rodamco (naar Euronext Pariis)
- 14. ESG Core (mislukte SPAC)
- 15. Crystal Peak (mislukte SPAC)
- 16. Boskalis (overname HAL)
- 17. Esprite (faillissement)
- 18. Hunter Douglas (overname 3G Capital)
- 19. Accell (overname KKR)
- 20. Neways (overname Infestos)
- 21. Yatra Capital (liquidatie)
- 22. DPA (liquidatie na overname Gilde)
- 23. Atrium (fusie met Gazit)
- 24. Oranjewoud (delisting door grootaandeelhouder)
- 25. Grandvision (overname EssilorLuxottica)
- 26. ICT Group (overname NPM Investments)
- 27. Kiadis Pharma (overname Sanofi)
- 28. NIBC Holding (overname Blackstone)
- 29. Altice (overname Drahi)
- 30. Kardan (liquidatie)
- 31. Curetis (overname OpGen)
- 32. VolkerWessels (overname Reggeborgh)

# De ins en outs van een goede CEO

Janka I. Stoker en Harry Garretsen

Amsterdamse beurs wordt steeds onaantrekkelijker voor kleine bedrijven

Acht bedrijven kondigden dit jaar hun beursvertrek aan. Lage waarderingen spelen mee, maar ook de regeldruk die bij het beursbestaan komt kijken, valt kleine bedrijven zwaar.

Aandeelhouderswaarde versus stakeholderwaarde: Een analyse van de ontwikkelingen in Nederland (1992-2009)

Pieter-Jan Bezemer, Frans van den Bosch en Henk Volherda

De kortetermijngerichtheid van Nederlandse ondernemingsbesturen

Niels Hermes, Reggy Hooghiemstra, Jos Offerein & Kees van Veen



Prof. dr. Mijntje Lückerath-Rovers (Universiteit Tilburg / TIAS)

Prof. dr. Hans van Ees (Rijksuniversiteit Groningen)

Prof. mr. drs. Iris Wuisman (Universiteit Leiden)

Prof. dr. Muel Kaptein (RSM Erasmus Universiteit Rotterdam)

Veranderend toezicht De taak en positie van de voorzitter van de raad van commissarissen



# Corporate Governance en Ondernemerschap



- I. Aanbevelingen 40 Commissie Peters 1997, monitoring 1998 en evaluatie 2002.
- I. Nederlandse gedragscode Commissie Tabaksblat 2003, 100 regels over taak, werkwijze, hoogte, samenstelling beloning bestuurders en RvC. Positie aandeelhoudersvergadering vier jaar termijn en "pas toe of leg uit".



- III. Monitoring Commissie Corporate Governance Code Frijns 2009 en deels wet 2010. Nadruk op hoe functioneren in plaats van achteraf.
- IV. Tweede Monitoring Commissie 2 juli 2009. Resultaten 1 oktober 2013. Code onderschreven maar geen wijzigingen.
- V. Waardecreatie lange termijn. Monitoring Commissie Corporate Governance Van Manen 2016. Op 1 januari 2018 is Code in de wet verankerd.
- VI. Corporate Governance Code 20 december 2022. Lange termijn <u>duurzame</u> waardecreatie.

### Besi 1993 - heden



#### Acquisities:

- Fico, Nederland 1993
- Meco, Nederland 1995
- RD Automation, USA 2000
- Laurier, USA 2002
- Datacon, Oostenrijk 2005
- Esec, Zwitserland 2009
- Partnership Applied Materials, USA 2020
- Besi Apac, Maleisië 1993
- Besi Leshan, China 2002
- Besi Singapore, 2009
- Besi Vietnam, 2023
- Sales & Service in EU/Asia/USA

#### Kapitaalmarkt:

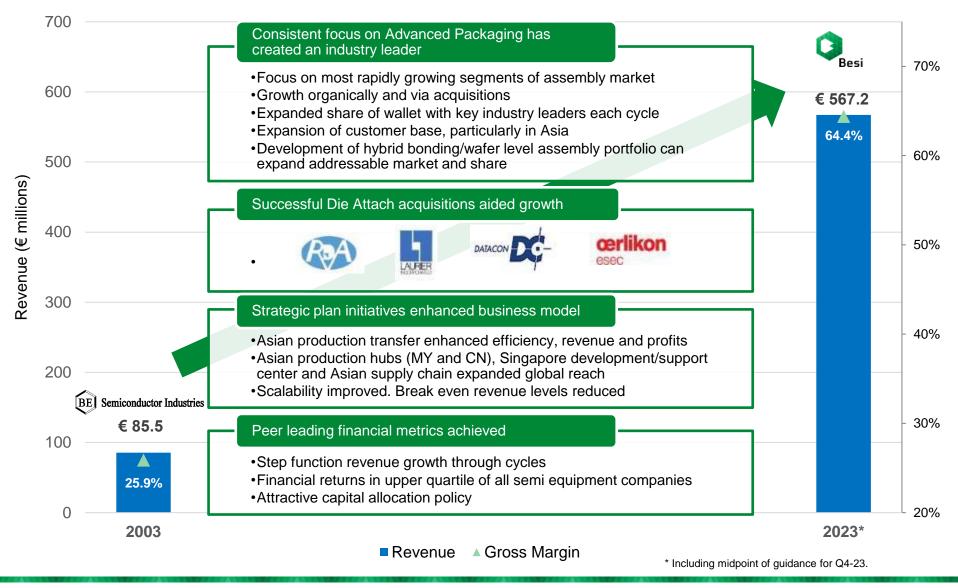
One Besi

2007 - heden

- Beursgang dec. 1995, Amsterdam, Nasdaq, Frankfurt
- Emissie 20%, maart 2000
- 2005 Convertible € 46 miljoen
- 2016 Convertible € 125 miljoen
- 2017 Convertible € 175 miljoen
- 2020 Convertible € 150 miljoen
- 2022 Convertible € 175 miljoen

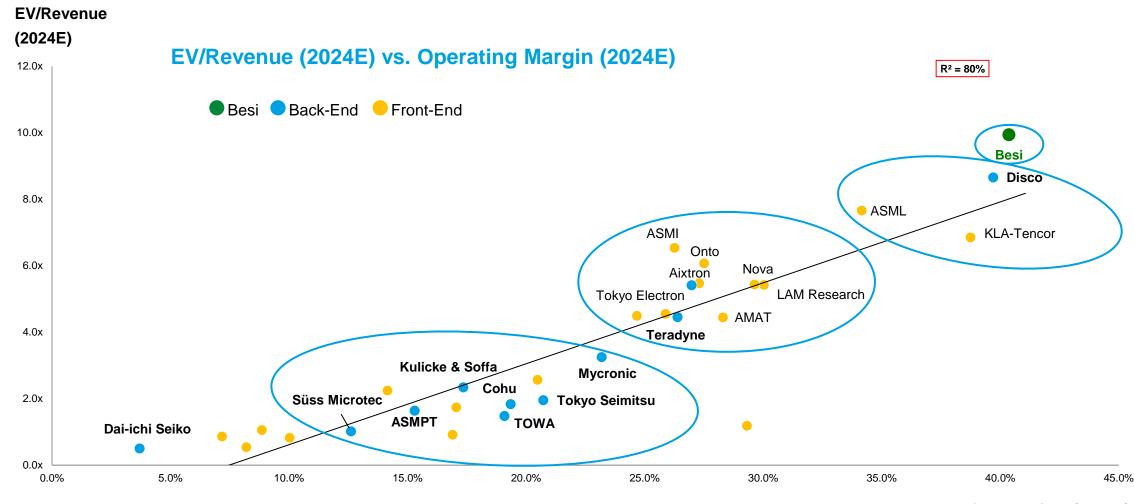
#### Besi 2003 - heden





# Besi waardering in de top van de sector



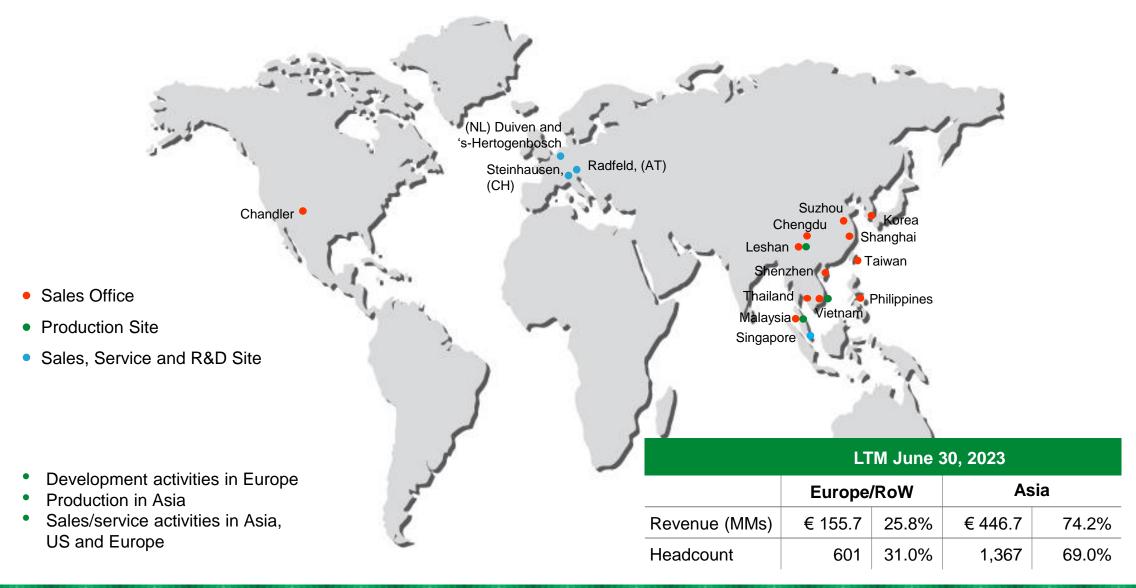


Operating Margin% (2024E)

Source: CapIQ and Morgan Stanley. All values calendarized as per year end December.

# **Current Operational Profile**

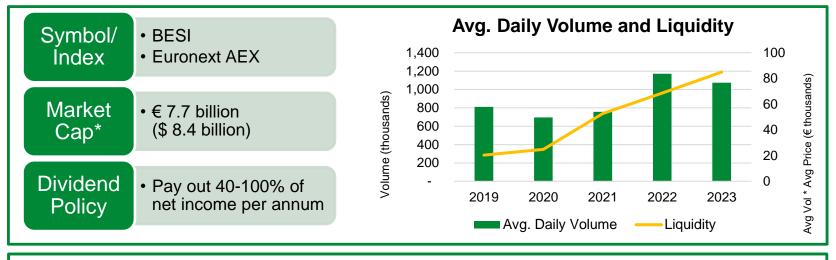




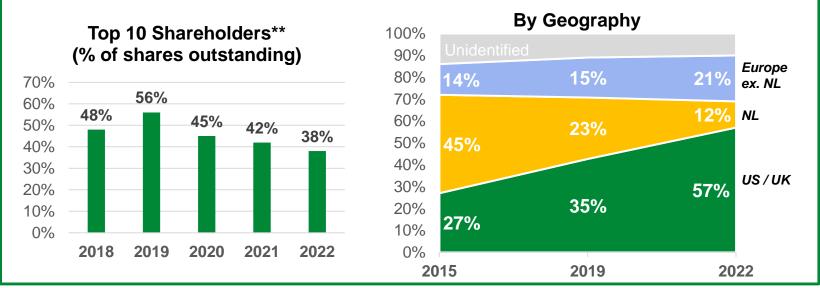
# Besi Market Cap and Liquidity Has Expanded Shareholdings Migrated from NL to US/UK over Past Years



Market Profile



Share Ownership



<sup>\*</sup> As of June 30, 2023 \*\* Besi estimates

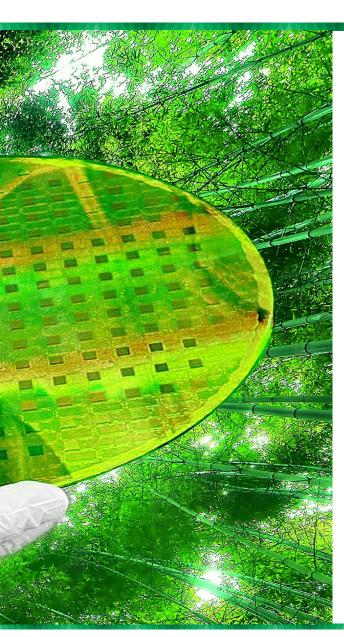
#### Hoe verder?



- Directie verantwoordelijk voor duurzaam lange termijn waardecreatie en vennootschappen moeten beleid voor diversiteit en inclusie opstellen voor de gehele onderneming
- Komende 20 jaar een andere wereld
- Duurzaamheid
- Kosten energie
- Kosten kapitaal
- Geopolitiek
- Vergrijzing

- continue aanpassing business model
- Ondernemende directie nodig voor het bereiken van duurzame lange termijn doelstellingen
- Codes en wetten opstellen met directie en "principle based"
- Directie vast contract
- Jaarlijkse beoordeling directie
- Toezicht ook lange termijn
- Codes en wetten specifiek per bedrijfstak. Doel moet zijn concurrentievoordeel publiek gefinancierd versus private
- Wetenschap op afstand
- Vertrouwen in plaats van wantrouwen
- Uiteindelijk gaat het om meer geld te verdienen dan de concurrentie op korte en lange termijn





# **APPENDIX**



# Corporate Profile

- Leading assembly equipment supplier with #1 and #2 positions in key markets
- ~30%+ addressable market share
- Broad portfolio: die attach, packaging and plating
- Strategic positioning in advanced substrate and wafer level packaging
- ~75% of systems used for advanced packaging applications
- Global operations in 7 countries; 1,973 employees. HQ in the Netherlands

# Financial Highlights\*

- LTM revenue and net income of € 556.9 million and € 162.3 million
- Cash/deposits: € 391.2 million
- Net cash/deposits: € 90.2 million
- € 1.8 billion dividends/share repurchases since 2011 including 2022 dividend

# Investment Considerations

- Leading position in advanced packaging. Ever more critical part of semi value chain
- Peer leading financial metrics
- Multiple growth drivers: Digital and cloud infrastructure build, smart everything, AI,
  5G, vehicle electrification and autonomous driving
- Hybrid bonding and wafer level assembly can significantly expand revenue and profit potential

\* As of September 30, 2023.

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# Computing Demand Expanding Rapidly



### **Advanced Computing Expanding To Many Commercial Applications**



AI/Vision/Recognition



Medical



**Super Computers** 



**Mobile Phones** 









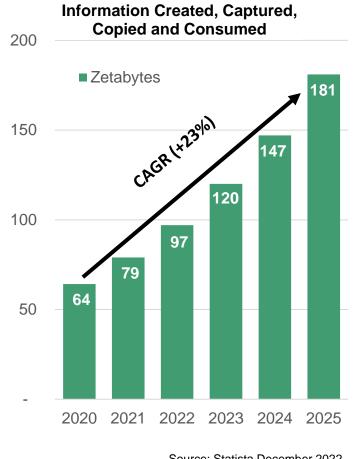
Industry 4.0

**Autonomous Driving** 

**Datacenters** 

Laptops/Gaming/ **Engineering** 

### **Data Volumes Growing Exponentially**



Source: Statista December 2022

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# Long Term Secular Growth Drivers



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#### Mobile:

5G Wearables 3D sensors Advanced cameras New Features

#### **Technology:**

New chiplet & 3D architectures, High bandwidth memory

Well **Positioned for** Next Generation **Opportunities** 

# Al goes

mainstream Big data Edge computing Silicon photonics

**Computing:** 

#### **Automotive:**

Autonomous driving EV adoption Advanced sensors SiC/GaN power devices

# What's Next in Mobile? New Features/Functionality in High-End Smartphones and Wearables Drive Long-Term Growth



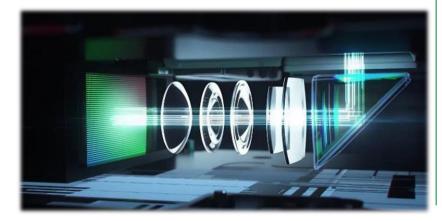
Mobile Data Traffic Growing Rapidly. Continued Deployment Of 5G And Development Of 5G Advanced Drives Need For Advanced Assembly Technologies

#### **Advanced Camera Technology**

Periscope and under display cameras

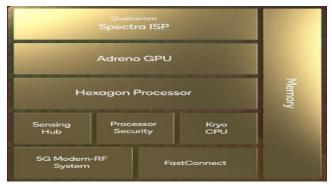


Source: ZTE



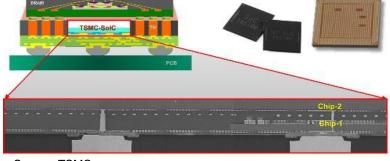
#### On Device Al

- AP die sizes increasing
- Increased AI capabilities in AP chip



Source: Qualcomm

 3DIC with hybrid bonding for next generation APs



Source: TSMC

#### **AR / VR Headsets**

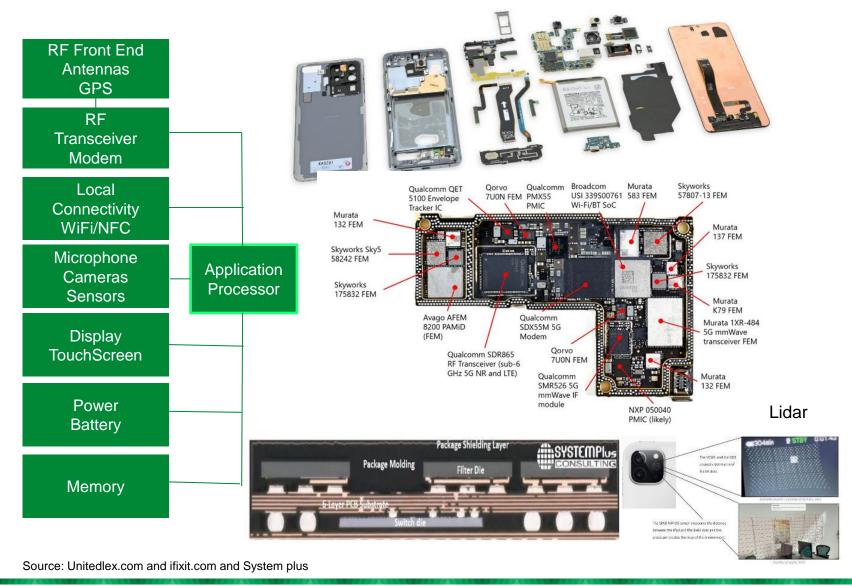
- New product introductions expected 2023 – 2024
- Requires extreme minaturization,
  3DIC, TCB, advanced molding



Source: Engaget

# Mobile: Besi's Largest End-User Market Features/Functionality Key Drivers of Growth





#### **Besi Involved in Almost All Components**

Main Components	Besi system Utilized
Processor	8800CHM, MMS-LM
DRAM Memory	2100sD, FSL
NAND Flash	2100sD, AMS-W/LM/FCQ8800
PM IC	2100sD, AMS-W/LM
Motion coprocessor	2100sD, AMS-W/LM
Gyroscope	2100xP, 2100sD, AMS-W/LM, FCL
3-ax accelerometer	2200evo
barometric sensor	2200evo
Charging IC	2100xP, 2100sD, AMS-W/LM, FCL
Power Delivery IC	21000xP
Wireless charging IC	2100xP, 2100sD, AMS-W/LM
Communications	Besi system Utilized
Wifi/Bluetooth module	AMS-W/LM / 2100HSi
NFC	8800FCQ, AMS-W/LM,2009SSI
LTE Modem	8800FCQ, AMS-W/LM
Low Band LTE PAD	2200evo, FSL
Mid Band PAD	2200evo, FSL
High Band PAD	2100xP, 2100sD, AMS-W/LM
RF Transceiver	2100xP, 2100sD, AMS-W/LM
RF Receiver	2100xP, 2100sD, AMS-W/LM
Envelop Tracking IC	8800FCQ, AMS-W/LM
Antenna Switch	2100xP, 2100sD
PA	2100xP, 2100sD, AMS-W/LM
PA Module	2200evo, 2100sD
GSM PA module	2200evo, 2100sD
Video/Audio	Besi system Utilized
Cameras Back side	2200evo
Cameras Front Side	2200evo
Face ID	2200evo
Image Sensor	2200evo
Dot Projectors	2200evo
2+4 microphones	2100sD
Audio Codec	2100xP, 2100sD, AMS-W/LM
Touch screen control	2100sD
Touch Transmitter	FCL
OLED PMIC	2100xP

# History of Superior Long-Term Value Creation



### **Capital Allocation**

Attractive capital allocation program

€ 1.8 billion of dividends and share repurchases since 2011\*

Represents ~30% of total revenue

# Strategic/Financial

Disciplined execution has created leader in advanced packaging

Best in class financial metrics

Superior through cycle financial performance versus peers

#### **Shareholder Return**

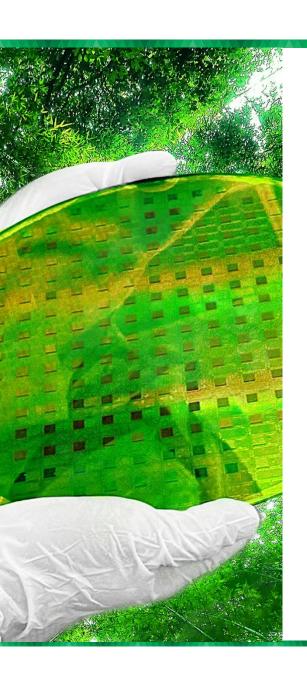
Superior Total Returns\*\*: 182% (3 year) 429% (5 year)

Consistent TSR outperformance versus peers

Upper quartile ranking for all semi-equipment companies

- \* Includes share repurchases through September 30, 2023
- \*\* Through June 30, 2023





# INVESTOR PRESENTATION Q3-23 RESULTS

### Safe Harbor Statement



This presentation contains statements about management's future expectations, plans and prospects of our business that constitute forward-looking statements, which are found in various places throughout the presentation, including, but not limited to, statements relating to expectations of orders, net sales, product shipments, expenses, timing of purchases of assembly equipment by customers, gross margins, operating results and capital expenditures. The use of words such as "anticipate", "estimate", "expect", "can", "intend", "believes", "may", "plan", "predict", "project", "forecast", "will", "would", and similar expressions are intended to identify forward looking statements, although not all forward-looking statements contain these identifying words. The financial guidance set forth under the heading "Outlook" contains such forward-looking statements. While these forward looking statements represent our judgments and expectations concerning the development of our business, a number of risks, uncertainties and other important factors could cause actual developments and results to differ materially from those contained in forward looking statements, including any inability to maintain continued demand for our products; failure of anticipated orders to materialize or postponement or cancellation of orders, generally without charges; the volatility in the demand for semiconductors and our products and services; the extent and duration of the COVID-19 pandemic and measures taken to contain the outbreak, and the associated adverse impacts on the global economy, financial markets, global supply chains and our operations as well as those of our customers and suppliers; failure to develop new and enhanced products and introduce them at competitive price levels; failure to adequately decrease costs and expenses as revenues decline; loss of significant customers, including through industry consolidation or the emergence of industry alliances; lengthening of the sales cycle; acts of terrorism and violence; disruption or failure of our information technology systems; consolidation activity and industry alliances in the semiconductor industry that may result in further increased customer concentration, inability to forecast demand and inventory levels for our products; the integrity of product pricing and protection of our intellectual property in foreign jurisdictions; risks, such as changes in trade regulations, conflict minerals regulations, currency fluctuations, political instability and war, associated with substantial foreign customers, suppliers and foreign manufacturing operations, particularly to the extent occurring in the Asia Pacific region where we have a substantial portion of our production facilities; potential instability in foreign capital markets; the risk of failure to successfully manage our diverse operations; any inability to attract and retain skilled personnel, including as a result of restrictions on immigration, travel or the availability of visas for skilled technology workers as a result of the COVID-19 pandemic; those additional risk factors set forth in Besi's annual report for the year ended December 31, 2022 and other key factors that could adversely affect our businesses and financial performance contained in our filings and reports, including our statutory consolidated statements. We expressly disclaim any obligation to update or alter our forward-looking statements whether as a result of new information, future events or otherwise.

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# I. KEY HIGHLIGHTS

# Q3-23 Revenue and Operating Profit Above Mid-point of Guidance Orders Up 13.1% Sequentially Due to Advanced Computing Applications



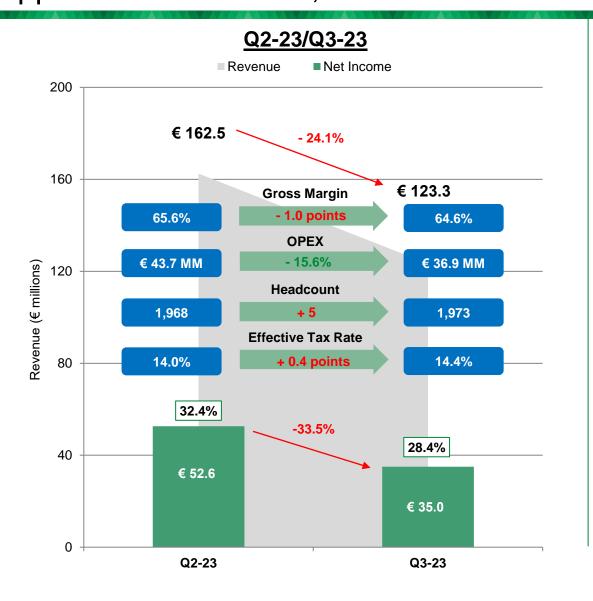
€ millions	Guidance Q3-23*	Q3-23	∆ <b>Q2-23</b>	∆ <b>Q3-22</b>
Revenue	Down 20%-30%	123.3	- 24.1%	- 27.0%
Orders		127.3	+ 13.1%	+ 1.6%
Gross Margin	62%-64%	64.6%	- 1.0pts	+ 2.3pts
Opex	Down 10-15%	36.9	- 15.6%	+8.5%
Operating Income	38.6**	42.7	- 32.1%	- 40.0%
Net Income		35.0	- 33.5%	- 38.9%
EPS Basic		0.45	- 33.8%	- 36.6%
Net Cash		90.2	+ 21.9%	- 73.7%

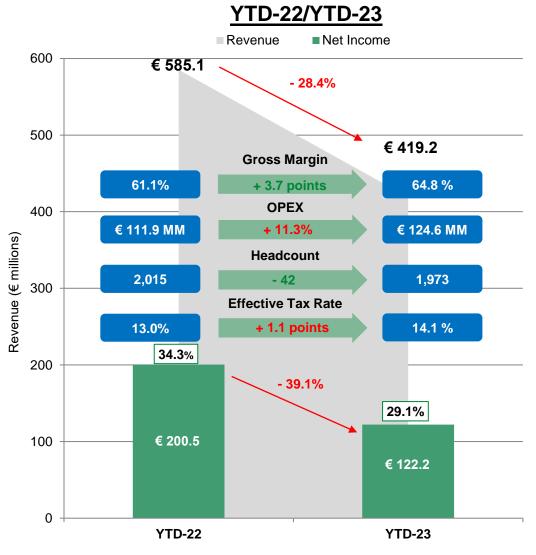
<sup>\*</sup> As compared to Q2-23

<sup>\*\*</sup> At midpoint of guidance range

# YTD-23 Results Reflect Challenging Market, Particularly for Computing Applications. However, Profit Level Remains Elevated



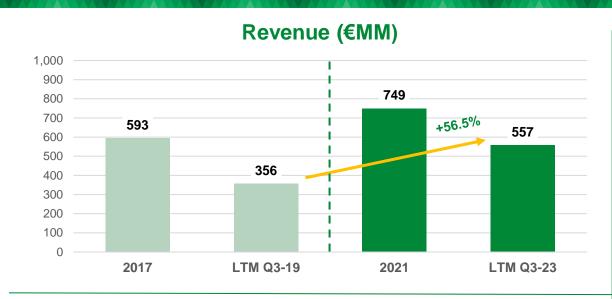




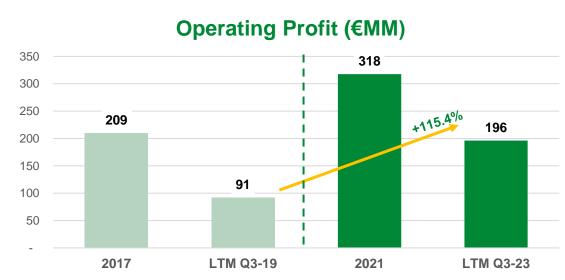
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# Besi Continues Significant Outperformance vs. Last Industry Downturn







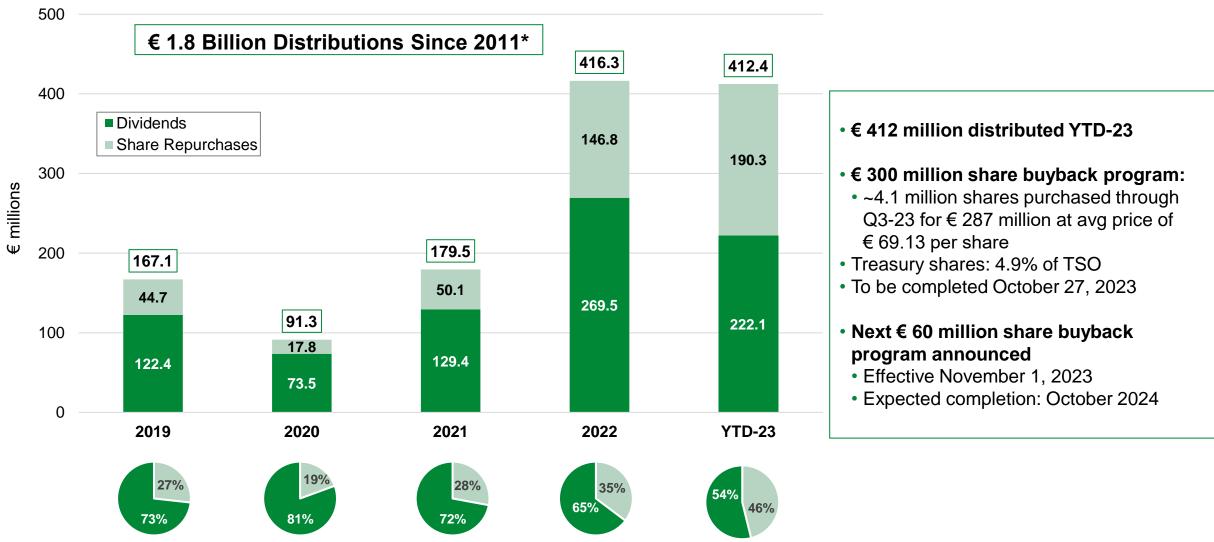




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# 2023 Capital Allocation Exceeds Prior Year Levels. €1.8 Billion Distributed Since 2011

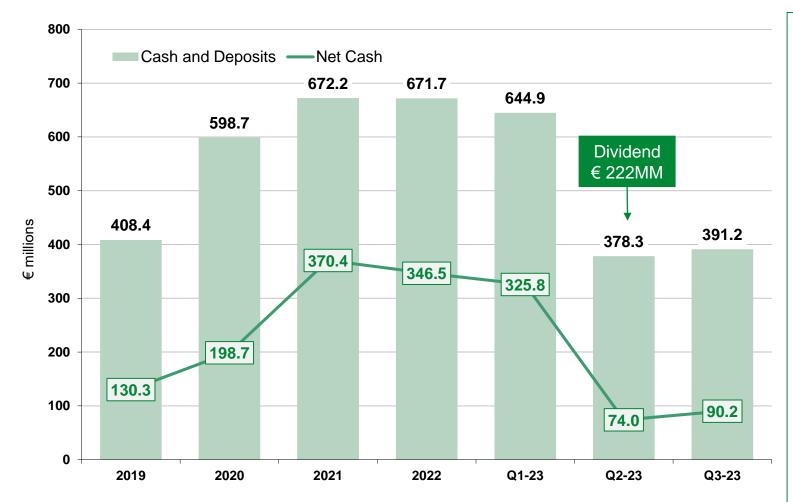




<sup>\*</sup> Includes share repurchases through September 30, 2023

# Strong Liquidity Position Maintained





#### Q3-23 vs. Q2-23

- Cash and deposits of € 391.2 million
  - +€ 12.9 million, or 3.4% vs. Q2-23 due to:
  - + € 65.1 million cash flow from operations
  - - € 45.5 million capital allocation
  - - € 4.7 million capitalized R&D
  - - € 2.0 million capex
- Net cash increases to € 90.2 million
  - Equals 16% of LTM revenue

#### Q3-23 vs. Q3-22

• Cash and deposits down € 270.6 million due to capital allocation of € 477 million

#### **Convertible Notes**

- € 330.2 million outstanding at September 30, 2023
  - € 4.9 million converted in Q3-23
  - 2023/2024 Notes reduced to € 5.2 million

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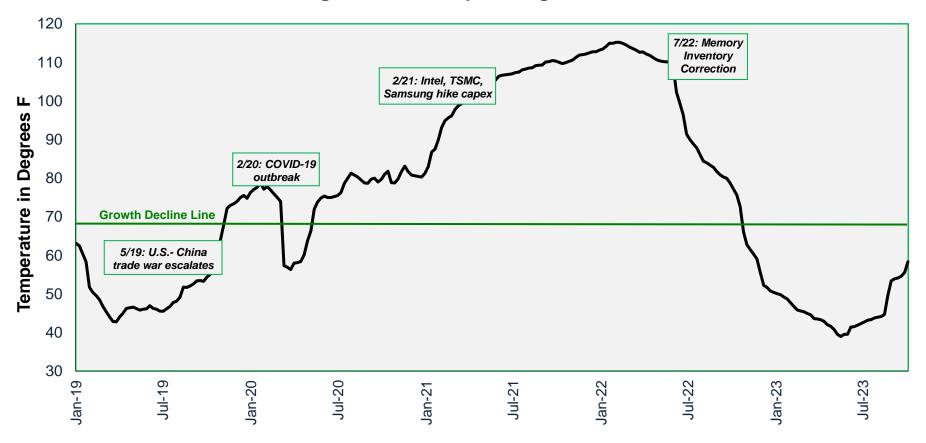


# II. MARKET & STRATEGY

# New Industry Upturn Forming Post Q2-23 Trough



#### **TechInsights Global Chip Making Climate Trend Index**

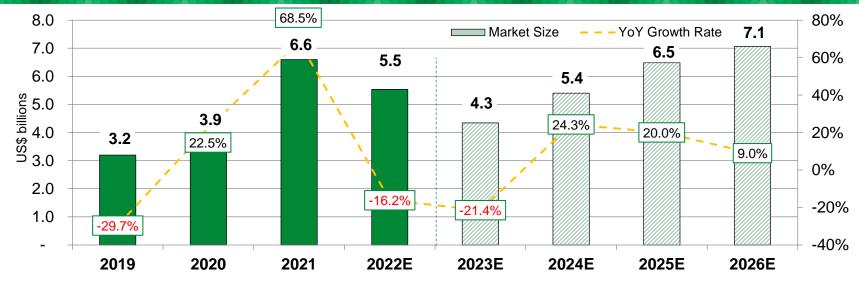


(Average of Regional Order Activity Patterns in Chip Equipment)

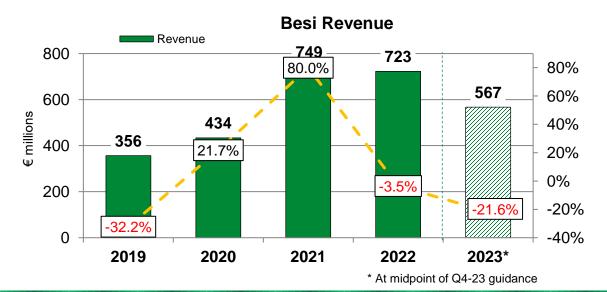
Source: TechInsights, October 2023

# Assembly Market Rebound Forecast 2024-2025





Source: TechInsights, October 2023. Assembly equipment revenue excludes hybrid bonding contribution and service revenue.



# TechInsights forecasts 21.4% downturn in 2023

- Versus -23.4% last forecast
- ~34% decrease from 2021 peak

# Strong rebound anticipated in 2024 and 2025

- Expected to reach \$ 7.1 billion in 2026
  - +62% from 2023 levels

#### **Secular fundamentals intact:**

- AI, datacenter, HPC, 5G primary drivers
- Investment in new process technologies: hybrid bonding/CSP
- Onshoring new advanced packaging fabs



#### Business

- Effectively navigating industry downturn at high profitability levels
- Overhead aligned with market conditions
- LTM revenue and operating profit up 56.5% and 115.4% versus 2019 trough

# Development

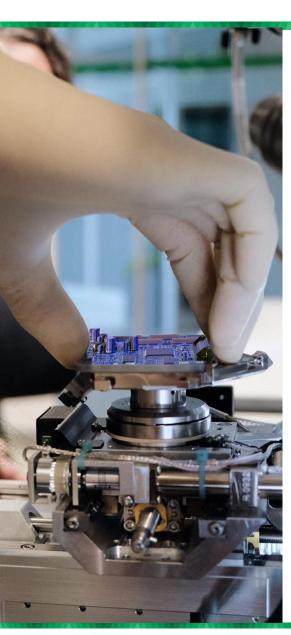
- Orders for Hybrid bonding, Photonics and Chip on Wafer on Substrate applications increased significantly in Q3.
- Multiple Hybrid bonding orders from 2 customers received in Q3-23
- Further Hybrid bonding orders received post quarter end from 2 customers. Additional orders expected in Q4-23.
- Post quarter end, Die Bonding orders for Chip on Wafer on Substrate applications received from Korean subcontractor

# **Operations**

- Singapore cleanroom completed in Q3-23
- Vietnam tooling support facility to be completed in Q4-23
- · Branch office established in India to support increased mobile assembly demand
  - Initial orders received in Q3

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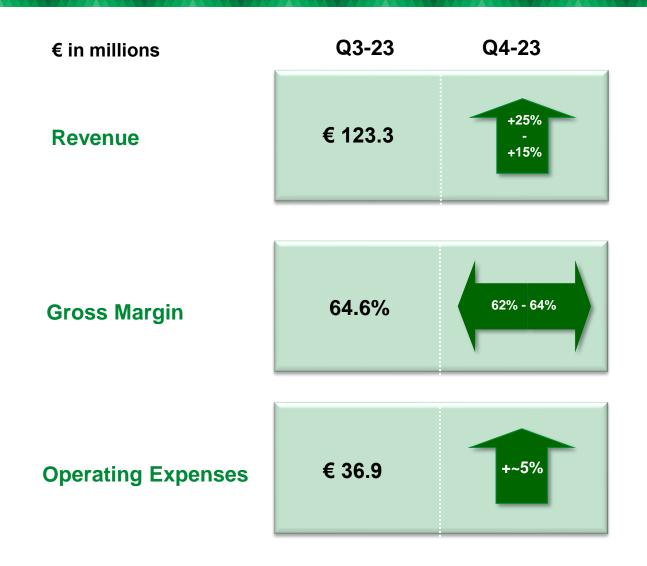




# III. OUTLOOK

### Guidance Q4 and FY 2023







<sup>\*</sup> Assumes midpoint of guidance for Q4-23

# Financial Calendar



6-Nov-23	Roadshow New York, organized by Morgan Stanley
15/16-Nov-23	European TMT conference Morgan Stanley, Barcelona
21-Nov-23	ING Benelux conference, Brussels
21-Nov-23	Euronext Tech Leaders Campus, Paris
22-Nov-23	Van Lanschot Kempen conference, London
29-Nov-23	BofA Tech Hybrid Field trip (virtual)
5-Dec-23	UBS Global TMT conference, New York
12-Dec-23	ING Benelux Conference, New York
9-Jan-24	BofA SMID Conference 2024 (virtual)
16-Jan-24	26th Annual Needham Growth conference (virtual)
22-Feb-24	Besi's Q4/FY-2023 results
25-Apr-24	Besi's Q1-2024 results
25-Apr-24	Besi's Annual General Meeting of Shareholders



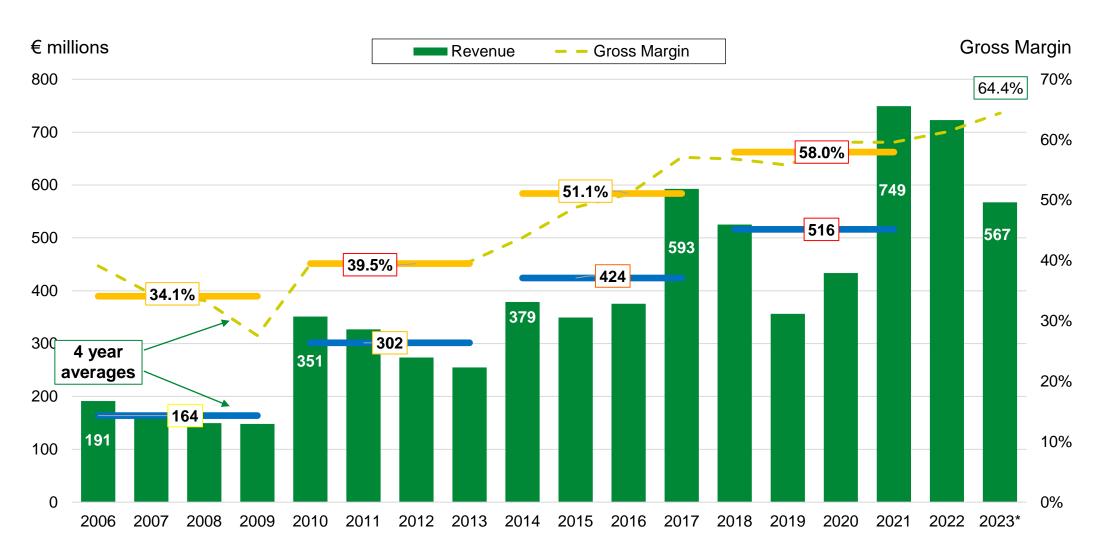


# IV. FINANCIAL APPENDIX

# Through Cycle Revenue and Gross Margin Trends



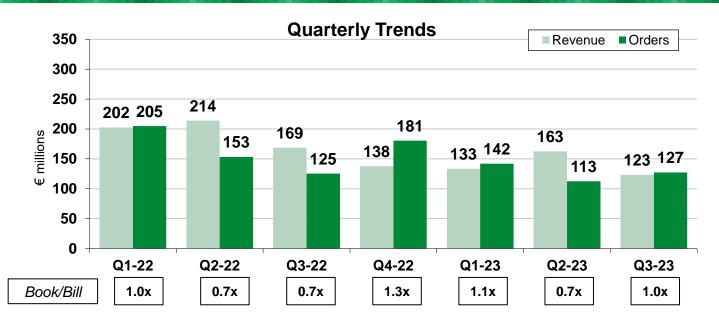
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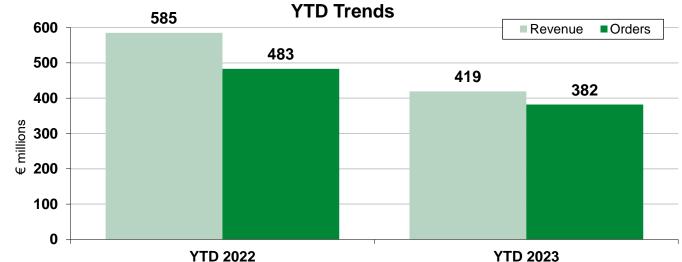


<sup>\*</sup> Including midpoint of guidance for Q4-23.

### Revenue/Order Trends







#### Q3-23 vs. Q2-23

- Revenue: -€ 39.2 million (-24.1%)
  - Lower mobile shipments post H1 seasonal build
  - Partial offset: increased computing/automotive
- Orders: +€ 14.7 million (+13.1%)
  - Primarily computing and photonics applications
    - Includes increased demand for Hybrid Bonders
  - Partial offset: lower automotive/industrial demand

#### Q3-23 vs. Q3-22

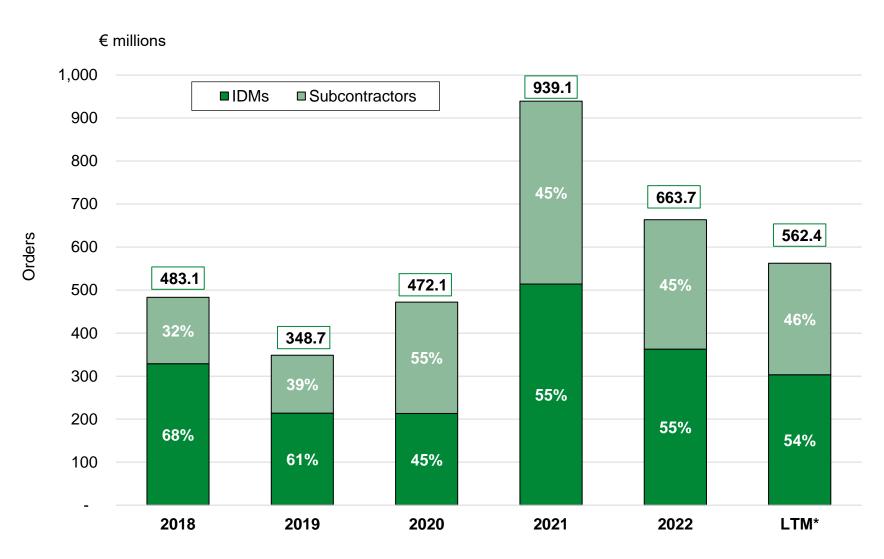
- Revenue: -€ 45.5 million (-27.0%)
  - Significantly lower demand for computing applications
- Orders: +€ 2.0 million (+1.6%)

#### **YTD-23 vs. YTD-22**

- Revenue: -€ 165.9 million (-28.4%)
  - · Broad based decline
  - Particular weakness for computing applications by IDMs and Asian subcons
- Orders: -€ 101.3 million (-21.0%)
  - · Adverse market conditions
  - Weakness in computing and, to a lesser extent, automotive markets

# IDM/Subcontractor Order Trends

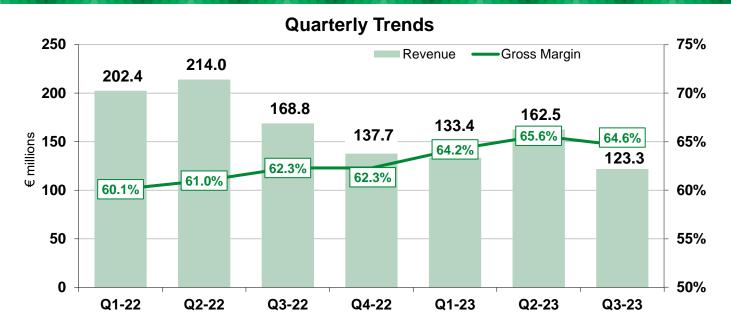




<sup>\*</sup> Last twelve months ended September 30, 2023

# **Gross Margin Trends**







#### Q3-23 vs. Q2-23

- 64.6% vs. 65.6% (-1.0 points)
- Above prior guidance (62-64%) due to net forex benefit
- Net forex positive: Revenue USD vs. EUR
  Costs MYR/RMB vs. EUR

#### Q3-23 vs. Q3-22

- 64.6% vs. 62.3% (+2.3 points)
- Net forex positive : Revenue USD vs. EUR
  Costs MYR/RMB vs. EUR
- Cost control efforts

#### YTD-23 vs. YTD-22

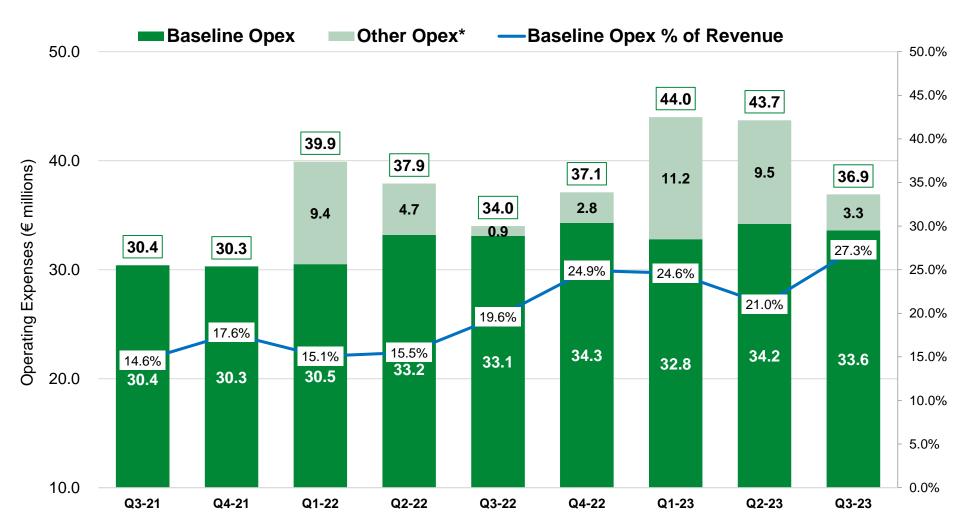
- 64.8% vs. 61.1% (+3.7 points)
  - More favorable product mix
  - Net forex benefits
  - Timely overhead alignment with changing market conditions

<sup>\*</sup> Favorable impact Unfavorable impact

# Baseline Operating Expense Trends



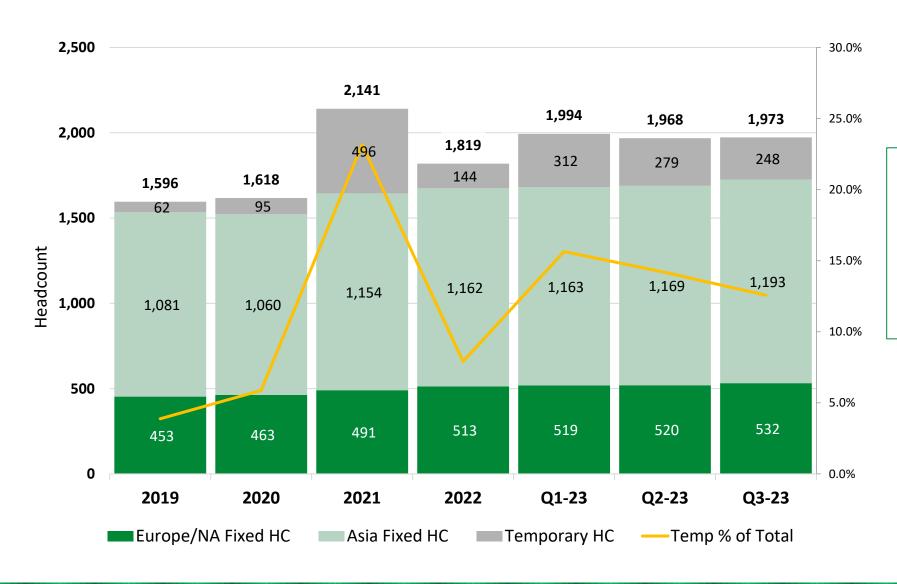
40



<sup>\*</sup> Other Opex includes both short-term and long-term incentive compensation, restructuring costs, net R&D capitalization/amortization and certain one-time items including strategic consulting costs.

### **Headcount Trends**

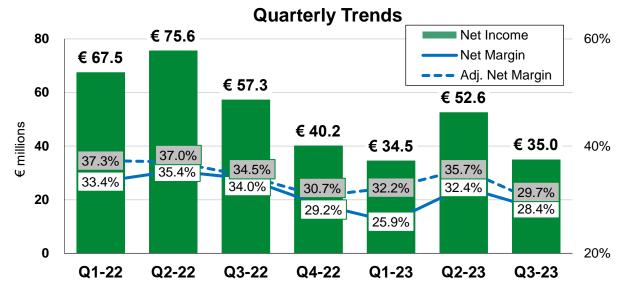




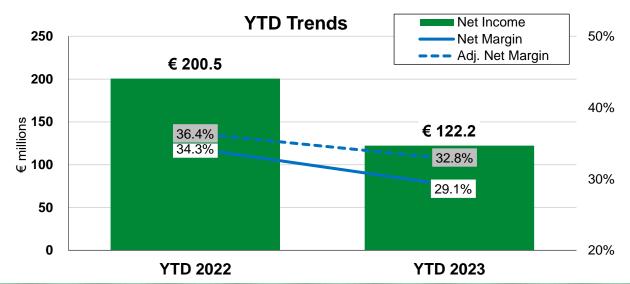
- HC aligned with market conditions:
- Temporary HC down 60% from Q1-22
- Total HC down 15% from Q1-22
- Increasing European and Asian fixed HC to support wafer level assembly expansion

#### **Net Income Trends**





\* Adjusted to exclude share-based compensation expense in each of the respective periods.



#### Q3-23 vs. Q2-23

- € 35.0 million (-€ 17.6 million or -33.5%)
  - -24.1% lower revenue
  - -1.0 point gross margin decrease
  - Partial offset: Opex down 15.6%

#### Q3-23 vs. Q3-22

- -€ 22.3 million or -38.9%
  - -27.0% lower revenue
  - -€ 2.9 million increased opex
    - € 1.6 million consulting + higher share based compensation
  - Partial offset:
    - +2.3 point gross margin increase
    - · Higher interest income on cash balances

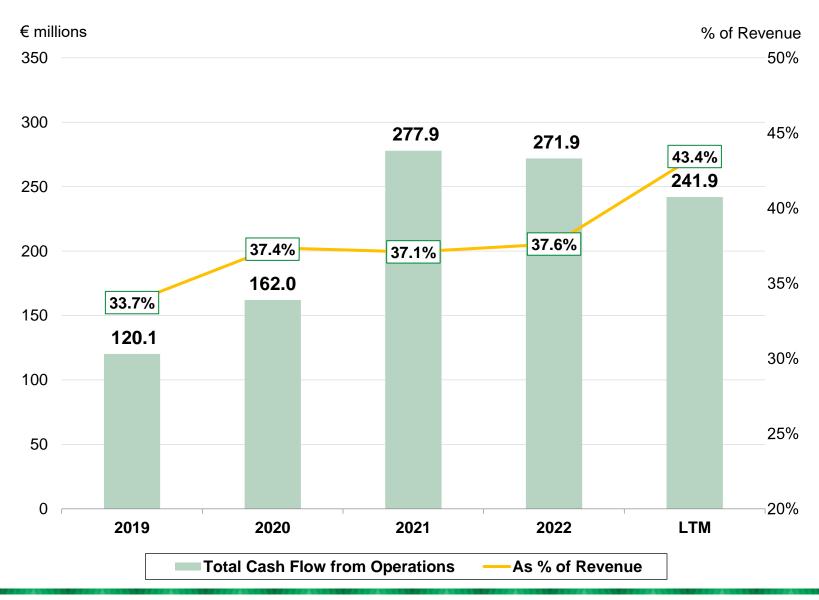
#### YTD-23 vs. YTD-22

- € 122.2 million (-€ 78.3 million)
  - -28.4% revenue decrease
  - -€ 12.7 million increased opex: higher consulting costs and share based compensation
  - Partial offset:
    - 3.7 point gross margin increase
    - +€ 8.2 million higher interest income earned

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# Cash Flow Efficiency Trends

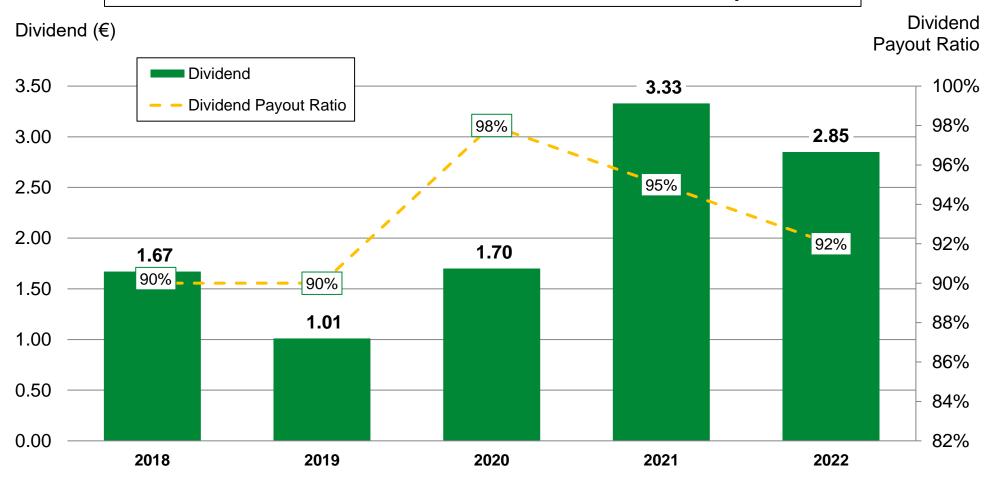




# **Dividend Trends**

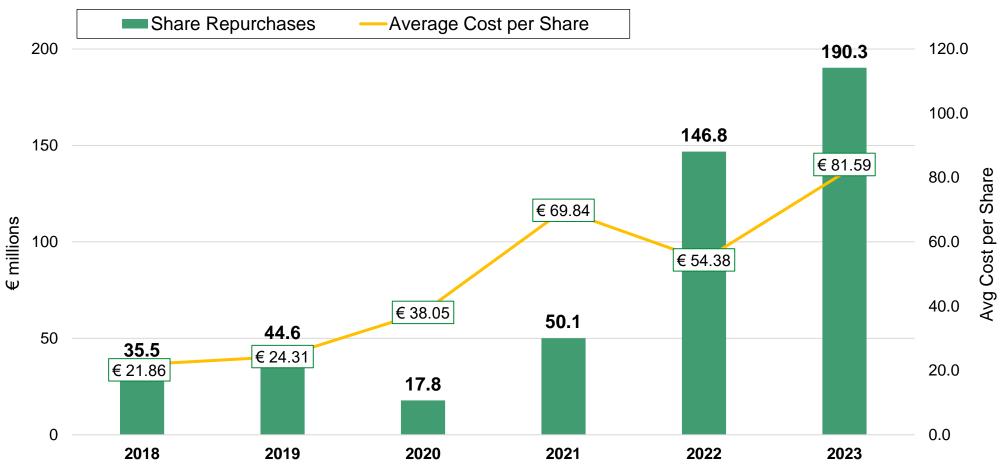


#### Cumulative dividends of € 1.2 billion since 2011, or € 15.63 per share



# Share Repurchase Activity





- Approximately 4.0 million treasury shares at September 30, 2023, representing 4.9% of shares outstanding
- 77.2 million shares outstanding at September 30, 2023, net of treasury

### **Investment Considerations**



Assembly market ever more critical in semiconductor value chain

Disciplined strategic focus has created an industry leader

Long term secular trends drive advanced packaging growth

Wafer level assembly new growth opportunity

Market presence has grown via key IDMs, supply chains and partners

Tech leadership and scalability result in superior financial returns

Commitment to sustainable growth and fighting climate change

Attractive capital allocation policy

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