
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 6, 2014

DIODES INCORPORATED

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

002-25577
(Commission
File Number)

95-2039518
(IRS Employer
Identification No.)

4949 Hedgcoxe Road, Suite 200,
Plano, TX
(Address of Principal Executive Offices)

75024
(Zip Code)

Registrant's Telephone Number, Including Area Code: (972) 987-3900

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On and effective September 6, 2014, the Board of Directors of Diodes Incorporated (the “Company”) adopted amendments to Article III of the bylaws of the Company (the “Bylaws”) to create the office of the Chief Financial Officer, establish the duties and powers of the Chief Financial Officer and provide that the Chief Financial Officer may be the treasurer of the Company, and to correct certain grammatical and syntax errors throughout the Bylaws.

The foregoing summary of the amendments to the Bylaws is qualified in its entirety by reference to the amended form of the Bylaws filed as Exhibit 3.1 hereto.

Item 7.01 Regulation FD Disclosure.

On September 9, 2014, the Company issued a press release updating its guidance for the third quarter of 2014. A copy of the press release is attached as Exhibit 99.1.

The information in this Item 7.01, including Exhibit 99.1, will not be treated as filed for the purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section. This information will not be incorporated by reference into a filing under the Securities Act of 1933, or into another filing under the Exchange Act, unless that filing expressly refers to specific information in this Form 8-K. The furnishing of the information in this Item 7.01 is not intended to, and does not, constitute a representation that such furnishing is required by Regulation FD or that the information in this Item 7.01 is material information that is not otherwise publicly available. This Regulation FD disclosure constitutes a forward-looking statement intended to be within the protection for such statements under the Private Securities Litigation Reform Act of 1995. For an explanation of the risks that could cause the actual results to differ from those in this forward-looking statement, please see the Safe Harbor Statement accompanying the Press Release included as Exhibit 99.1.

Item 8.01 Other Events.

From time to time, the Company may give corporate presentations to its customers, suppliers and other related interested parties. A copy of the Company’s updated corporate presentation slides is attached herewith as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
3.1	Amended Bylaws of Diodes Incorporated
99.1	Press release dated September 9, 2014
99.2	Corporate presentation slides

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DIODES INCORPORATED

Dated: September 10, 2014

By /s/ Richard D. White
RICHARD D. WHITE
Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
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**AMENDED
BY-LAWS
OF
DIODES INCORPORATED**

(Amended as of ~~September 6, 2014~~ ~~May 21, 2012~~)

ARTICLE I

MEETINGS OF STOCKHOLDERS

Section 1. Annual Meetings. Annual meetings of stockholders shall be held on a date (other than a legal holiday), which shall be designated by the Board of Directors. At such meetings ~~d~~Directors shall be elected, reports of the affairs of the corporation shall be considered and any other business may be transacted which is within the power of the stockholders.

Section 2. Special Meetings. Special meetings of the stockholders may be called at any time by the President of the corporation or by a majority of the Board of Directors and shall be called by the President or Secretary at the written request of stockholders entitled to cast a majority of the votes which all stockholders are entitled to cast at the particular meeting.

Section 3. Place of Meetings. Each annual or special meeting of stockholders shall be held at such time and place within or without the State of Delaware as shall be so designated by the Board of Directors.

Section 4. Notice of Stockholders' Meetings. The notice of all meetings of stockholders shall be in writing and shall state the place, data and hour of the meeting. The notice of an annual meeting shall state that the meeting is called for the election of the ~~d~~Directors to be elected at such meeting and for the transaction of such other business as is stated in the notice or shall properly come before the meeting. The notice of a special meeting shall state the purpose or purposes for which the meeting is called and the business to be transacted at the meeting.

A copy of the notice of each meeting of stockholders shall be given personally or by mail not less than ten (10) days nor more than (60) days before the date of the meeting to each stockholder entitled to vote at such meeting at his record address or at such other address as he may have furnished to the company for the purpose of notice.

The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the certificate of incorporation. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty (30) days, or if after adjournment a new record date is fixed for the adjourned meeting, a notice of the adjournment shall be given to each stockholder of record entitled to vote at the meeting.

When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the certificate of incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 5. Voting. Every stockholder entitled to vote at any election for ~~d~~Directors shall have the right to cumulate his votes and give one candidate a number of votes equal to the number of ~~d~~Directors to be elected multiplied by the number of votes to which his shares are entitled, or to distribute his votes on the same principle among as many candidates and in such manner as he shall desire. The candidates receiving the highest number of votes up to the number of ~~d~~Directors to be elected shall be declared elected. Whenever any corporate action other than the election of ~~d~~Directors is to be taken by vote of the stockholders it shall, except as otherwise required by law or by the Certificate of Incorporation, be authorized by a majority of the votes cast at a meeting of stockholders by the holders of shares entitled to vote thereon.

Every person entitled to vote shall have the right to do so either in person or by one or more agents authorized by written proxy executed by such person or his duly authorized agent and filed with the Secretary of the corporation. Telegraphed or cabled proxies shall be valid.

Where a form of proxy issued by the Company's management provides that the proxy holders are authorized, in their discretion, to vote upon such other business as may properly come before the meeting, such authorization shall be deemed to include authority to appoint a substitute nominee or nominees to the slate of management nominees for directors where death, illness, or other circumstances arise which prevent any management nominee or nominees for directors from serving in such positions and to vote such proxy for such substitute nominee or nominees.

Section 6. Record Date. The Board of Directors shall have authority to fix in advance a date not exceeding sixty (60) days preceding the date of any meeting of stockholders, or the date for the payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect, or a date in connection with obtaining the consent of stockholders for any purpose, as a record date for the determination of the stockholders entitled to notice of and to vote at any such meeting and any adjournments thereof, or entitled to receive payment of any such dividend or to any such allotment of rights, or to exercise the rights in respect of any change, conversion or exchange of capital stock, or to give such consent, and in such case such stockholders and only such stockholders as shall be stockholders of record at the close of business on the date so fixed shall be entitled to such notice of and to vote at such meeting and any adjournments thereof, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, or to give such consent, as the case may be, notwithstanding any transfer of any stock on the books of the corporation after any such record date fixed aforesaid.

Section 7. Notice of Stockholder Business and Nominations.

(A) Annual Meetings of Stockholders. (1) Nominations of persons for election to the Board of Directors of the corporation and the proposal of other business to be considered by the stockholders may be made at an annual meeting of stockholders only (a) pursuant to the corporation's notice of meeting (or any supplement thereto), (b) by or at the direction of the Board of Directors or any committee thereof or (c) by any stockholder of the corporation who was a stockholder of record of the corporation at the time the notice provided for in this Section 7 is delivered to the Secretary of the corporation, who is entitled to vote at the meeting and who complies with the notice procedures set forth in this Section 7.

(2) For any nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (c) of paragraph (A)(1) of this Section 7, the stockholder must have given timely notice thereof in writing to the Secretary of the corporation and any such proposed business (other than the nominations of persons for election to the Board of Directors) must constitute a proper matter for stockholder action. To be timely, a stockholder's notice shall be delivered to the Secretary at the principal executive offices of the corporation not later than the close of business on the ninetieth (90th) day, nor earlier than the close of business on the one hundred twentieth (120th) day, prior to the first anniversary of the preceding year's annual meeting (provided, however, that in the event that the date of the annual meeting is more than thirty (30) days before or more than seventy (70) days after such anniversary date, notice by the stockholder must be so delivered not earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting or the tenth (10th) day following the day on which public announcement of the date of such meeting is first made by the corporation). In no event shall the public announcement of an adjournment or postponement of an annual meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above. Such stockholder's notice shall set forth: (a) as to each person whom the stockholder proposes to nominate for election as a director (i) all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to and in accordance with Section 14(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations promulgated thereunder, and (ii) such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected; (b) as to any other business that the stockholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend the By-Laws of the corporation, the language of the proposed amendment), the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made; and (c) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (i) the name and address of such stockholder, as they appear on the corporation's books, and of such beneficial owner, (ii) the class or series and number of shares of capital stock of the corporation which are owned beneficially and of record by such stockholder and such beneficial owner, (iii) a description of any agreement, arrangement or understanding with respect to the nomination or proposal between or among such stockholder and/or such beneficial owner, any of their respective affiliates or associates, and any others acting in concert with any of the foregoing, including, in the case of a nomination, the nominee, (iv) a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, warrants, convertible securities, stock appreciation or similar rights, hedging transactions, and borrowed or loaned shares) that has

been entered into as of the date of the stockholder's notice by, or on behalf of, such stockholder and such beneficial owners, whether or not such instrument or right shall be subject to settlement in underlying shares of capital stock of the corporation, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such stockholder or such beneficial owner, with respect to securities of the corporation, (v) a representation that the stockholder is a holder of record of stock of the corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such business or nomination, (vi) a representation whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends (a) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the corporation's outstanding capital stock required to approve or adopt the proposal or elect the nominee and/or (b) otherwise to solicit proxies or votes from stockholders in support of such proposal or nomination, and (vii) any other information relating to such stockholder and beneficial owner, if any, required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal and/or for the election of directors in an election contest pursuant to and in accordance with Section 14(a) of the Exchange Act and the rules and regulations promulgated thereunder. The foregoing notice requirements of this paragraph (A) of this Section 7 shall be deemed satisfied by a stockholder with respect to business other than a nomination if the stockholder has notified the corporation of his, her or its intention to present a proposal at an annual meeting in compliance with applicable rules and regulations promulgated under the Exchange Act and such stockholder's proposal has been included in a proxy statement that has been prepared by the corporation to solicit proxies for such annual meeting. The corporation may require any proposed nominee to furnish such other information as the corporation may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the corporation.

(3) Notwithstanding anything in the second sentence of paragraph (A)(2) of this Section 7 to the contrary, in the event that the number of directors to be elected to the Board of Directors of the corporation at the annual meeting is increased effective after the time period for which nominations would otherwise be due under paragraph (A)(2) of this Section 7 and there is no public announcement by the corporation naming the nominees for the additional directorships at least one hundred (100) days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this Section 7 shall also be considered timely, but only with respect to nominees for the additional directorships, if it shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the tenth (10th) day following the day on which such public announcement is first made by the corporation.

(B) Special Meetings of Stockholders. Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the corporation's notice of meeting. Nominations of persons for election to the Board of Directors may be made at a special meeting of stockholders at which directors are to be elected pursuant to the corporation's notice of meeting (1) by or at the direction of the Board of Directors or any committee thereof (or stockholders pursuant to Article I, Section 2 hereof) or (2) provided that the Board of Directors (or stockholders pursuant to Article I, Section 2 hereof) has determined that directors shall be elected at such meeting, by any stockholder of the corporation who is a stockholder of record at the time the notice provided for in this Section 7 is delivered to the Secretary of the corporation, who is entitled to vote at the meeting and upon such election and who complies with the notice procedures set forth in this Section 7. The proposal by stockholders of other business to be conducted at a special meeting of stockholders may be made only in accordance with Article I, Section 2 hereof. In the event the corporation calls a special meeting of stockholders for the purpose of electing one or more directors to the Board of Directors, any such stockholder entitled to vote in such election of directors may nominate a person or persons (as the case may be) for election to such position(s) as specified in the corporation's notice of meeting, if the stockholder's notice required by paragraph (A)(2) of this Section 7 shall be delivered to the Secretary at the principal executive offices of the corporation not earlier than the close of business on the one hundred twentieth (120th) day prior to such special meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such special meeting or the tenth (10th) day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. In no event shall the public announcement of an adjournment or postponement of a special meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above.

(C) General. (1) Except as otherwise expressly provided in any applicable rule or regulation promulgated under the Exchange Act, only such persons who are nominated in accordance with the procedures set forth in this Section 7 shall be eligible to be elected at an annual or special meeting of stockholders of the corporation to serve as directors and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this Section 7. Except as otherwise provided by law, the chairman of the meeting shall have the power and duty (a) to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in this Section 7 (including whether the stockholder or beneficial owner, if any, on whose behalf the nomination or proposal is made or solicited (or is part of a group which solicited) or did not so solicit, as the case may be, proxies or votes in support of such stockholder's nominee or proposal in compliance with such stockholder's representation as required by clause (A)(2)(c)(vi) of this Section 7) and (b) if any proposed nomination or business was not made or proposed in compliance with this Section 7, to declare that such nomination shall be disregarded or that such proposed business shall not be transacted. Notwithstanding the foregoing provisions of this Section 7, unless otherwise required by law, if the stockholder (or a

qualified representative of the stockholder) does not appear at the annual or special meeting of stockholders of the corporation to present a nomination or proposed business, such nomination shall be disregarded and such proposed business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the corporation. For purposes of this Section 7, to be considered a qualified representative of the stockholder, a person must be a duly authorized officer, manager or partner of such stockholder or must be authorized by a writing executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the meeting of stockholders and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the meeting of stockholders.

(2) For purposes of this Section 7, "public announcement" shall include disclosure in a press release reported by the Dow Jones News Service, Associated Press or other national news service or in a document publicly filed by the corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act and the rules and regulations promulgated thereunder.

(3) Notwithstanding the foregoing provisions of this Section 7, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations promulgated thereunder with respect to the matters set forth in this Section 7; provided however, that any references in these By-Laws to the Exchange Act or the rules and regulations promulgated thereunder are not intended to and shall not limit any requirements applicable to nominations or proposals as to any other business to be considered pursuant to this Section 7 (including paragraphs (A)(1)(c) and (B) hereof), and compliance with paragraphs (A)(1)(c) and (B) of this Section 7 shall be the exclusive means for a stockholder to make nominations or submit other business (other than, as provided in the penultimate sentence of (A)(2), business other than nominations brought properly under and in compliance with Rule 14a-8 of the Exchange Act, as may be amended from time to time). Nothing in this Section 7 shall be deemed to affect any rights (a) of stockholders to request inclusion of proposals or nominations in the corporation's proxy statement pursuant to applicable rules and regulations promulgated under the Exchange Act or (b) of the holders of any series of Preferred Stock to elect directors pursuant to any applicable provisions of the certificate of incorporation.

ARTICLE II

DIRECTORS

Section 1. Qualification and Number; Vacancies. A dDirector need not be a stockholder, a citizen of the United States or a resident of the State of Delaware. The number of directors which shall constitute the whole bBoard of Directors shall not be less than five (5) nor more than seventeen (17). The first Bboard of Directors shall consist of seven (7) directors. Thereafter, within the limits above specified, the number of directors shall be determined by resolution of the bBoard of Directors or by the stockholders at the annual meeting. Any dDirector may be removed for cause by the stockholders. Vacancies and newly created dDirectorships resulting from any increase in the authorized number of dDirectors may be filled by a majority of the dDirectors then in office, though less than a quorum, or by a sole remaining dDirector.

Section 2. Election of Directors. The dDirectors shall be elected at each annual meeting of the stockholders, but if any such annual meeting is not held, or the dDirectors are not elected thereat, the dDirectors may be elected at any special meeting of the stockholders held for that purpose. Each dDirector shall hold office until his successor has been elected or until his earlier death, resignation or removal.

Section 3. Time and Place of Meetings of the Board. The Board of Directors may hold meetings, both regular and special, either within or without the State of Delaware. An annual meeting of the Board of Directors for the election of officers and the transaction of such other business as may properly come before the meeting shall be held as soon as practicable after the annual meeting of stockholders or at such time and place as shall be fixed by the dDirectors. Regular meetings of the bBoard of Directors may be held without notice at such time and at such place as shall from time to time be determined by resolution adopted by the majority of the Board of Directors. Special meetings of the Board of Directors may be called by the President, or on the written request of a majority of the dDirectors. Notice of special meetings of the Board of Directors stating the place, date and hour thereof shall be delivered to each dDirector at least three (3) days before the date of the meeting. Such notice need not state the purpose thereof.

Section 4. Quorum and Manner of Action. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business, but if there shall be less than a quorum at any meeting of the Board of Directors, a majority of those present, or if only one be present, then such Ddirector, may adjourn the meeting from time to time and the meeting may be held as adjourned without further notice. The act of a majority of the dDirectors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

Section 5. Remuneration of Directors. In addition to reimbursement for his reasonable expenses incurred in attending meeting or otherwise in connection with his attention to the affairs of the corporation, each ~~d~~Director as such, and as a member of any committee of the Board of Directors, shall be entitled to receive such remuneration as may be fixed from time to time by the Board of Directors.

Section 6. Committees. The Board of Directors may, by resolution passed by a majority of the entire Board of Directors, designate one or more committees, each committee to consist of two (2) or more of the ~~D~~irectors of the corporation.

The Board of Directors may designate an Executive Committee consisting of such number of ~~D~~irectors, not less than five (5), as it may from time to time determine. The Executive Committee in intervals between the meetings of the Board of Directors shall have and exercise the powers of the Board of Directors in the management of the business and affairs of the corporation except the power to declare dividends and the power to adopt, amend or repeal By-Laws or the Certificate of Incorporation of the corporation. A majority of such committee shall constitute a quorum provided, however, that in the absence or disqualification of any member of such committee the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any absence or disqualified member.

Meetings of any committee shall be called by the Chairman of the Board or the President. Notice of such meetings shall state the place, date and hour thereof and shall be delivered to each member of the committee at least twenty-four (24) hours before the time of the meeting.

All committees shall keep minutes of their respective proceedings which shall be open to the inspection of the ~~D~~irectors and a report shall be made at each regular meeting of the Board of Directors concerning all actions of committees since the last preceding report.

Section 7. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if prior to such action a written consent thereto is signed by all members of the Board of Directors or of such committee as the case may be and such written consent is filed with the minutes and proceedings of the Board of Directors or committee.

Section 8. Powers. Subject to limitations of the Certificate of Incorporation and the By-Laws and of the laws of the State of Delaware as to powers which are conferred upon or reserved to the stockholders, all corporate power shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors.

ARTICLE III

OFFICERS

Section 1. Election. The Board of Directors at its first meeting held after the annual meeting of stockholders in each year shall elect the Chairman of the Board, a President, a ~~chief~~Chief Executive Officer, ~~one or more Vice Presidents~~, a Secretary, ~~a Treasurer and a Chief Financial Officer~~ and may, in its discretion, also appoint ~~an~~one or more Vice Chairmen, Executive Vice ~~President, Assistant Secretaries~~Presidents, Senior Vice Presidents, Vice Presidents and Assistant ~~Treasurers~~Secretaries, all with such rights and duties as may be assigned to him from time to time by the Board of Directors. Any two or more offices may be held by the same person, except that the office of President and the office of Secretary must be held by different persons.

Section 2. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board of Directors and shall act as Chairman at and call to order all meetings of the stockholders and of the Executive Committee. The Chairman ~~shall be a member of all committees appointed by the Board of Directors and~~ shall be charged with the duty of determining that the policies of the Board of Directors are carried out in the administration of the corporation's affairs and shall, for this purpose, confer with the President. The Chairman shall have the power on behalf of the corporation to enter into, execute and deliver all contracts, instruments, conveyances or documents and to affix the corporate seal thereto. He shall do and perform all acts and duties herein specified or which may be assigned to him from time to time by the Board of Directors.

Section 3. President. In the absence of the Chairman of the Board or his inability to act the President shall preside at all meetings of the stockholders and of the Board of Directors and of the Executive Committee. He shall, subject to the authority of the Board of Directors, have charge of the business and affairs of the corporation. The President ~~shall be a member of all committees appointed by the Board of Directors and~~ shall have the power, on behalf of the corporation, to enter into, execute or deliver all contracts, instruments, conveyances or documents and to affix the corporate seal thereto. He shall confer with the Chairman of the Board in respect to the administration of the policies of the Board of Directors.

Section 4. Vice Presidents. The Vice Presidents, including ~~the any~~ Executive Vice ~~President~~Presidents, Senior Vice Presidents and Vice Presidents, shall have such duties as the Board of Directors may from time to time designate and shall perform such duties under the general supervision of the President.

~~Section 5. Treasurer. The Treasurer shall receive all of the monies belonging to the corporation and shall forthwith deposit the same to the credit of the corporation in such financial institution as may be selected by the Board of Directors. He shall keep books of account and vouchers for all monies dispersed. He shall also perform such other duties as the Board of Directors may from time to time direct.~~

Section 5. Chief Financial Officer. The Chief Financial Officer shall: (1) keep and maintain, or cause to be kept or maintained, adequate and correct books and records of accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and shares; (2) have the custody of all funds, securities, evidences of indebtedness and other valuable documents of the corporation and, at his or her discretion, to cause any or all thereof to be deposited for the account of the corporation with such depositories as may be designated from time to time in accordance with the investment policy established by the Board of Directors; (3) receive or cause to be received, and to give or cause to be given, receipts for funds paid in for the account of the corporation; (4) disburse, or cause to be disbursed, all funds of the corporation as may be directed by the Chief Executive Officer, the President or the Board of Directors, taking proper receipts for such disbursements; (5) render to the Chief Executive Officer, the President or to the Board of Directors, whenever they may require, accounts of all of his or her transactions as Chief Financial Officer and of the financial condition of the corporation; (6) generally do and perform all such duties and have all such powers as pertain to such office or as may be required by the Board of Directors or these Bylaws. The Chief Financial Officer may be the treasurer of the corporation.

Section 6. Secretary. The Secretary shall keep minutes of the proceedings taken and the resolutions adopted at all meetings of the stockholders, the Board of Directors and the Executive ~~committee~~Committee and shall give due notice of the meetings of the stockholders, the Board of Directors and the Executive Committee. He shall have charge of the seal and all books and papers of the corporation and shall perform all duties incident to his office. The Secretary shall keep such additional records and perform such other duties as may be assigned to him by these By Laws or by the Board of Directors.

The Secretary shall keep or cause to be kept at the principal office or at the office of the corporation's Transfer Agent a Share Register or a duplicate Share Register showing the names of the stockholders of the corporation and their addresses, the number and classes of shares held by each, the number and date of certificates or evidence of uncertificated shares issued for the same and the number and date of cancellation of every certificate surrendered for cancellation.

Section 7. Removal. Any officer may be removed at any time by a majority vote of the whole Board of Directors at any regular or special meeting of the ~~board~~Board of Directors; provided, however, that no such removal can be made at any such meeting unless a written notice is served upon the ~~D~~irectors at least five (5) days before such meeting clearly stating that such removal will be brought up for consideration at such meeting.

Section 8. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by the majority vote of the whole Board of Directors.

ARTICLE IV

INDEMNIFICATION OF OFFICERS, DIRECTORS

EMPLOYEES AND AGENTS

Section 1. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether, civil, criminal, administrative or investigative (other than an action by or in the right of this corporation) by reason of the fact that he is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of this corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of this corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. This corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of this corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of this corporation, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to this corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such expenses which the Court of Chancery or such other court shall deem proper.

Section 3. To the extent that a director, officer, employee or agent of this corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

Section 4. Any indemnification under Section 1 and 2 (unless ordered by a court) shall be made by this corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.

Section 5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by this corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by this corporation as authorized by this by-law.

Section 6. The indemnification provided in this by-law shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. This corporation, when authorized by the Board of Directors, shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not this corporation would have the power to indemnify him against such liability under the provisions of this by-law.

ARTICLE V

SHARES OF STOCK

Section 1. Certificates for Stock. The shares of stock of the corporation may be certificated or uncertificated, as provided under Section 158 of the General Corporation Law of Delaware, and shall be entered in the books of the corporation and registered as they are issued. If the shares of stock are represented by certificates, such certificates shall be in such form as is consistent with the Certificate of Incorporation or applicable law. Every holder of stock in the corporation represented by certificates shall be entitled to have a certificate signed by or in the name of the corporation by the Chairman of the Board of Directors, or the President or any Vice President and by the Treasurer or Assistant Treasurer or the Secretary or Assistant Secretary, certifying the number of shares owned by him in the corporation. Any or all of the signatures on the certificate may be facsimiles. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued with the same effect as if he were such officer, transfer agent, or registrar at the date of issue. Each certificate shall state upon the face or back thereof, in full or in summary, all of the powers, designations, preferences, and rights, and the limitations or restrictions of the share authorized to be issued or shall, except as otherwise required by law, set forth on the face or back a statement that the corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative, participating, optional or other special rights of each

class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights. If the shares of stock are uncertificated, within a reasonable time after the issuance or transfer of uncertificated stock, the corporation shall send to the registered owner thereof a written notice containing the information required to be set forth by Sections 151, 156, 202(a) or 218(a) of the General Corporation Law of Delaware as applicable and any other statements required by General Corporation Law of Delaware, or with respect to Section 151 of the General Corporation Law of Delaware, a statement that the corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights. Except as otherwise expressly provided by law, the rights and obligations of the holders or certificates representing stock of the same class and series shall be identical.

Section 2. Lost Certificates. A new certificate or uncertificated shares in place of any certificate shall be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen, or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen, or destroyed. The corporation may require, as a condition precedent to the issuance of a new certificate or uncertificated shares in place of any certificate, the owner of such lost, stolen, or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require or to give the corporation a surety bond in such form and amount as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged, to have been lost, stolen, or destroyed.

Section 3. Transfers.

(a) Transfers of record of shares of stock of the corporation shall be made only upon its books by the holders thereof, in person or by attorney duly authorized, and upon the surrender of a properly endorsed certificate or certificates or evidence of uncertificated shares, for a like number of shares.

(b) The corporation shall have power to enter into and perform any agreement with any number or stockholders of any one or more classes of stock of the corporation to restrict the transfer of shares of stock of the corporation of any one or more classes owned by such stockholders in any manner not prohibited by the General Corporation Law of Delaware.

ARTICLE VI

MISCELLANEOUS

Section 1. (None)

Section 2. Fiscal Year. The fiscal year of this corporation shall commence on January 1 and end on December 31 of each year.

Section 3. Amendments. These By-Laws may be altered, amended or repealed at any meeting, by a vote of a majority of the Board of Directors, provided that notices of proposed amendments shall have been sent by mail to all the ~~d~~Directors not less than three days (3) before the meeting at which they are to be acted upon, or at any regular meeting of the ~~d~~Directors, by the unanimous vote of all the ~~d~~Directors present.

Section 4. Waiver of Notice. Any requirement of notice as set forth in these By-Laws shall be deemed waived by any ~~d~~Director, member of the Executive Committee or stockholder who signs a waiver of notice before or after a meeting or who attends any meeting without protesting (prior thereto or at its commencement) the lack of notice to him.

Section 5. Resignation. Any officer or ~~d~~Director may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Annual Reports. The Board of Directors shall cause an annual report to be sent to the shareholders not later than 120 days after the close of each fiscal year.



Diodes Incorporated Updates Third Quarter 2014 Guidance; Raises Revenue and Increases Gross Profit Margin

Plano, Texas – September 9, 2014 – Diodes Incorporated (Nasdaq: DIOD), a leading global manufacturer and supplier of high-quality application specific standard products within the broad discrete, logic and analog semiconductor markets, today provided updated guidance for the third quarter ending September 30, 2014.

The Company currently expects third quarter revenue to range between \$230 million and \$238 million, or up 3.0 percent to 6.6 percent sequentially, compared to its original guidance of between \$228 million and \$238 million, or up 2.1 percent to 6.6 percent sequentially. Diodes is increasing its gross profit margin guidance to be 32.0 percent, plus or minus 1 percent, compared to its original guidance of 31.8 percent, plus or minus 2 percent. Diodes is maintaining its guidance for operating expenses to be approximately 21.0 percent of revenue, plus or minus 1 percent, income tax rate to be 22 percent, plus or minus 3 percent and shares used to calculate GAAP earnings per share to be approximately 48.8 million.

About Diodes Incorporated

Diodes Incorporated (Nasdaq: DIOD), a Standard and Poor's SmallCap 600 and Russell 3000 Index company, is a leading global manufacturer and supplier of high-quality application specific standard products within the broad discrete, logic and analog semiconductor markets. Diodes serves the consumer electronics, computing, communications, industrial, and automotive markets. Diodes' products include diodes, rectifiers, transistors, MOSFETs, protection devices, functional specific arrays, single gate logic, amplifiers and comparators, Hall-effect and temperature sensors; power management devices, including LED drivers, AC-DC converters and controllers, DC-DC switching and linear voltage regulators, and voltage references along with special function devices, such as USB power switches, load switches, voltage supervisors, and motor controllers. Diodes' corporate headquarters, logistics center, and Americas' sales office are located in Plano, Texas. Design, marketing, and engineering centers are located in Plano; San Jose, California; Taipei, Taiwan; Manchester, England; and Neuhaus, Germany. Diodes' wafer fabrication facilities are located in Kansas City, Missouri and Manchester, with four manufacturing facilities located in Shanghai, China, and two joint venture facilities located in Chengdu, China, as well as manufacturing facilities located in Neuhaus and Taipei. Additional engineering, sales, warehouse, and logistics offices are located in Fort Worth, Texas; Taipei; Hong Kong; Manchester; Shanghai; Shenzhen, China; Seongnam-si, South Korea; Suwon, South Korea; Tokyo, Japan; and Munich, Germany, with support offices throughout the world. For further information, including SEC filings, visit Diodes' website at <http://www.diodes.com>.

Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995: Any statements set forth above that are not historical facts are forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. Such statements include statements regarding the expectation that: the Company currently expects third quarter revenue to range between \$230 million and \$238 million, or up 3.0 percent to 6.6 percent sequentially; Diodes is increasing its gross profit margin guidance to be 32.0 percent, plus or minus 1 percent; Diodes is maintaining its guidance for operating expenses to be approximately 21.0 percent of revenue, plus or minus 1 percent, income tax rate to be 22 percent, plus or minus 3 percent and shares used to calculate GAAP earnings per share to be approximately 48.8 million. Potential risks and uncertainties include, but are not limited to, such factors as: the risk that such expectations may not be met; the risk that the expected benefits of acquisitions may not be realized; the risk that we may not be able to maintain our current growth strategy or continue to maintain our current performance, costs and loadings in our manufacturing facilities; risks of domestic and foreign operations, including excessive operation costs, labor shortages, higher tax rates and our joint venture prospects; the risk of unfavorable currency exchange rates; our future guidance may be incorrect; the global economic weakness may be more severe or last longer than we currently anticipated; and other information including the "Risk Factors," detailed from time to time in Diodes' filings with the United States Securities and Exchange Commission.

Recent news releases, annual reports, and SEC filings are available at the Company's website: <http://www.diodes.com>. Written requests may be sent directly to the Company, or they may be e-mailed to: diodes-fin@diodes.com.

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Company Contact:
Diodes Incorporated
Laura Mehrl

Investor Relations Contact:
Shelton Group
Leanne K. Sievers

Director of Investor Relations
P: 972-987-3959
E: laura_mehrl@diodes.com

EVP, Investor Relations
P: 949-224-3874
E: lsievers@sheltongroup.com



Investor Relations Presentation

September, 2014



Safe Harbor Statement

Any statements set forth herein that are not historical facts are forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. Such forward-looking statements include, but are not limited to, statements regarding Diodes Incorporated's third quarter 2014 guidance as of September 9, 2014, which includes the following: expect third quarter revenue to range between \$230 million and \$238 million, or up 3.0 percent to 6.6 percent sequentially; increasing its gross profit margin guidance to be 32.0 percent, plus or minus 1 percent; maintaining its guidance for operating expenses to be approximately 21.0 percent of revenue, plus or minus 1 percent; expect income tax rate to be 22 percent, plus or minus 3 percent, and shares used to calculate GAAP earnings per share to be approximately 48.8 million; and other statements identified by words such as "estimates," "expects," "projects," "plans," "will" and similar expressions.

Potential risks and uncertainties include, but are not limited to, such factors as: the possibility that the transaction may not be consummated, including as a result of any of the conditions precedent; the risk that BCD's business will not be integrated successfully into the Company's; the risk that the expected benefits of the acquisition may not be realized, including the realization of the accretive effect of the acquisition; the risk that BCD's standards, procedures and controls will not be brought into conformance within the Company's operation; difficulties coordinating the Company's and BCD's new product and process development, hiring additional management and other critical personnel, and increasing the scope, geographic diversity and complexity of the Company's operations; difficulties in consolidating facilities and transferring processes and know-how; difficulties in reducing the costs of BCD's business; the diversion of our management's attention from the management of our business; Diodes' business and growth strategy; the introduction and market reception to new product announcements; fluctuations in product demand and supply; prospects for the global economy; continued introduction of new products; Diodes' ability to maintain customer and vendor relationships; technological advancements; impact of competitive products and pricing; growth in targeted markets; successful integration of acquired companies and/or assets; Diodes' ability to successfully make additional acquisitions; risks of domestic and foreign operations, including excessive operation costs, labor shortages, higher tax rates and joint venture prospects; unfavorable currency exchange rates; availability of tax credits; Diodes' ability to maintain its current growth strategy or continue to maintain its current performance and loadings in manufacturing facilities; our future guidance may be incorrect; the global economic weakness may be more severe or last longer than Diodes currently anticipate; and other information, including the "Risk Factors," detailed from time to time in filings with the United States Securities and Exchange Commission.

This presentation also contains non-GAAP measures. See the Company's press releases on August 7, 2014 titled, "Diodes Incorporated Reports Second Quarter 2014 Financial Results" and on September 9, 2014 titled, "Diodes Incorporated Updates Third Quarter 2014 Guidance; Raises Revenue and Increases Gross Profit Margin" for detailed information related to the Company's non-GAAP measures and a reconciliation of GAAP net income (loss) to non-GAAP net income (loss).



Management Representative



Dr. Keh-Shew Lu

President and CEO

President and CEO	Since 2005
Texas Instruments	28 years

Experience:

- Senior Vice President of TI Worldwide Analog and Logic
- President of Texas Instruments – Asia

Education:

- Master's Degree and Doctorate in Electrical Engineering
Texas Tech University
- Bachelor's Degree in Engineering
National Cheng Kung University - Taiwan



Company Representative

Laura Mehrl

Director of Investor Relations

Since May 2010

Experience:

- Director of Investor Relations, Diodes Incorporated, Plano, Texas
- Senior Business Development Manager, STMicroelectronics, Carrollton, Texas
- Sales Director for Analog Devices Inc., Shanghai, China
- Product Marketing Manager at Texas Instruments (TI), Dallas, Texas
- Senior Engineer at Lattice Semiconductor Inc., Hillsboro, Oregon
- Wafer fab design engineer and product engineer at TI, Lubbock, Texas

Education:

- MBA with concentration in International Marketing, Texas Tech University
- BS in Electrical and Computer Engineering, University of Iowa



About Diodes Incorporated

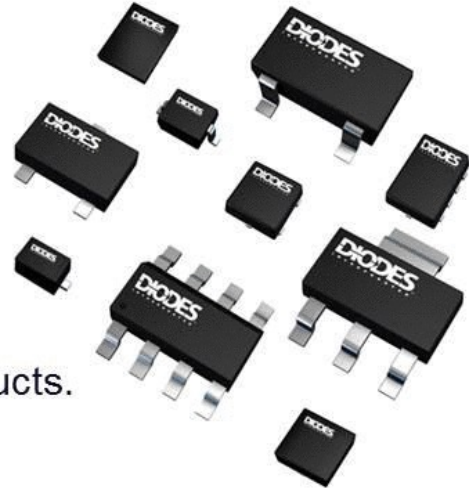
A leading global manufacturer and supplier of high-quality **application specific, standard products** within the broad discrete, logic and analog markets, serving the **consumer, computing, communications, Industrial** and **automotive** segments.



DIODES
INCORPORATED®

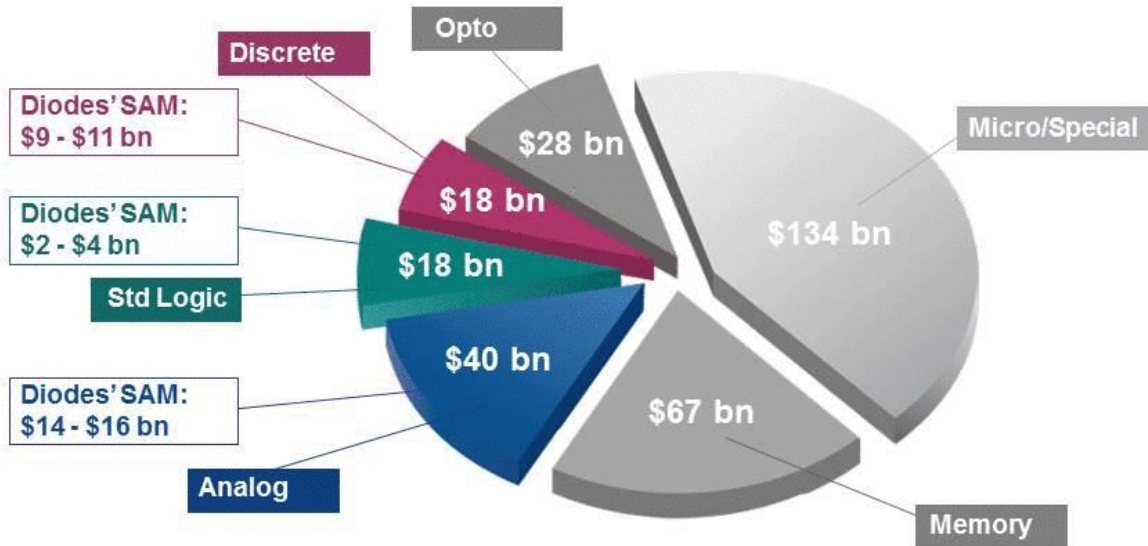
Business Objective

To consistently achieve above-market **profitable growth**, utilizing our innovative and cost-effective **packaging** and **silicon** technology, suited for **high volume**, **high growth** markets by leveraging process expertise and design excellence to deliver high quality semiconductor products.



Significant Market Opportunity

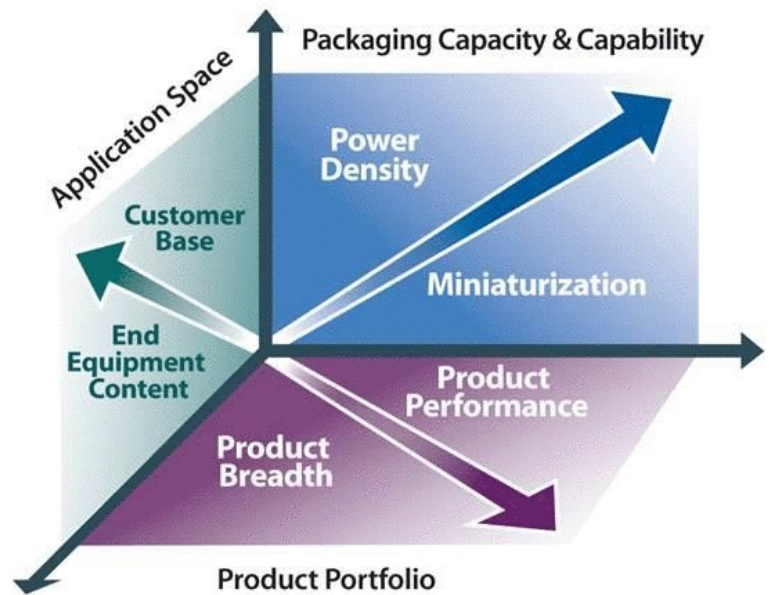
2013 Total Semiconductor Market (\$306 bn)



Diodes Growth Strategy

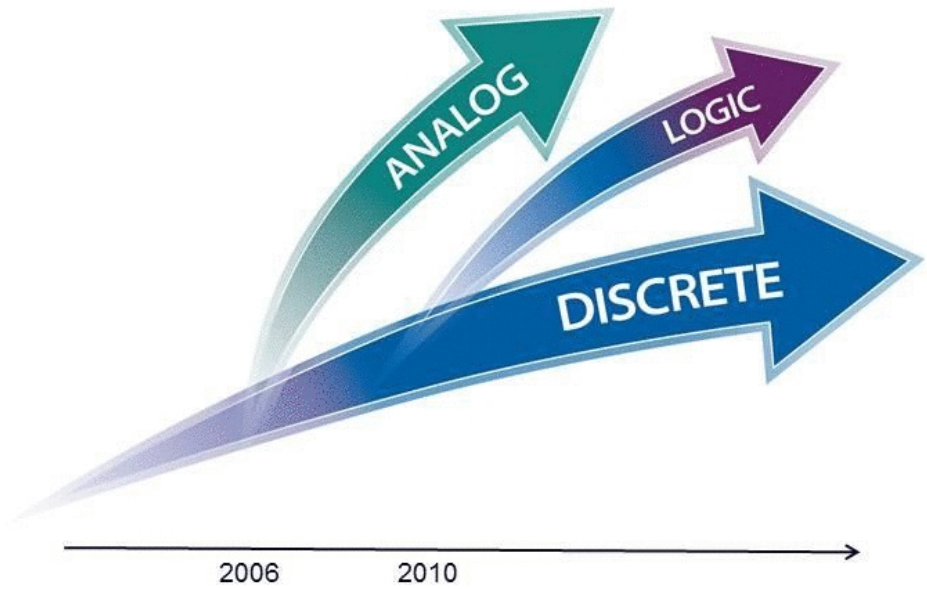
Many Paths for Growth:

- **Product Portfolio**
 - Product arena
 - Product line expansion
 - Performance enhancement
- **Application Space**
 - Targeted end equipment
 - Broad customer base
 - Increased product coverage
- **Packaging Breadth**
 - Broad packaging portfolio
 - Increased power density
 - Small form factor

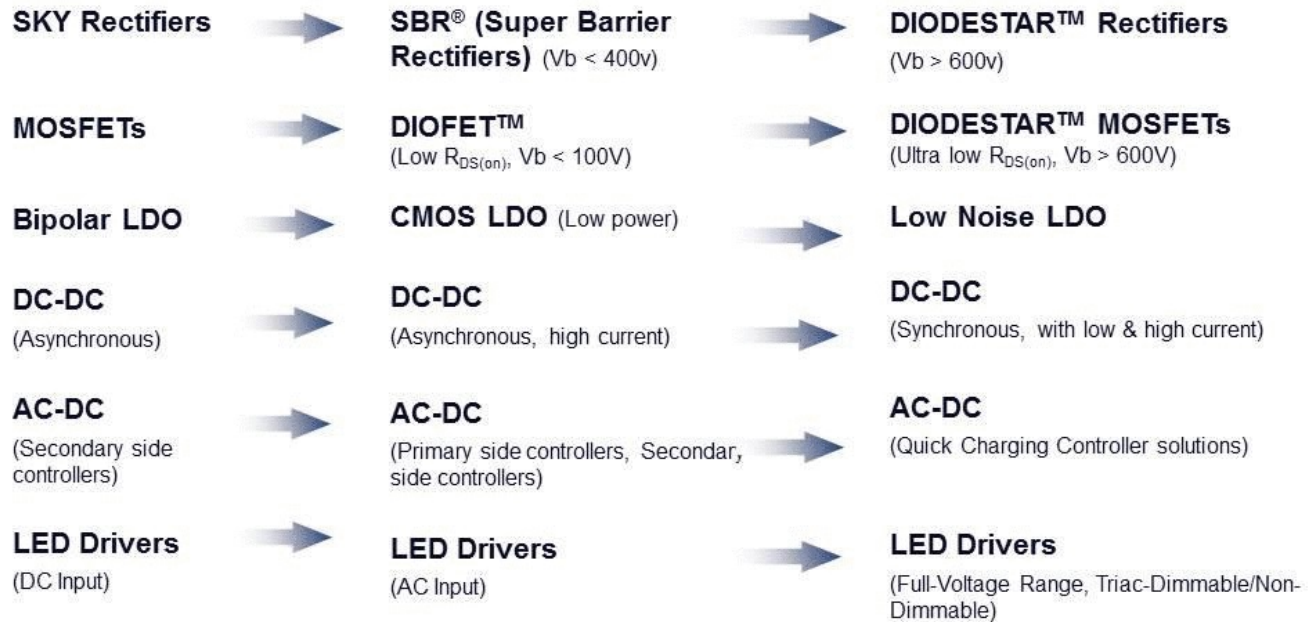


Product Portfolio Progression

- **Discrete**
 - Diodes
 - MOSFETs
 - Rectifiers
 - Transistors
 - Protection Devices
- **Analog**
 - Power Management
 - Power Switches
 - Standard Linear
 - Sensors
 - LED Drivers
 - AC-DC Converters
- **Logic**
 - Low Voltage CMOS
 - High Speed CMOS
 - Advanced Ultra-Low Power CMOS



Performance Enhancement



Diodes' product upgrade has expanded our SAM.



Efficiency, Functionality and Control for Smartphones

▪ LED Backlighting

LED Drivers
Boost Converters
Schottky Diodes

▪ LED Flash Module

Camera Flash Drivers
ZXMN series MOSFETs

▪ LCD / OLED Display Bias

LCD Bias ICs
OLED Bias ICs
Schottky Diodes

▪ Battery Power Management

USB Power Switches
Current Monitors
Charger ICs
Low-Saturation Bipolar Transistors
ZXMP series MOSFETs



▪ GPS Antenna Detection

Current Monitors

▪ RF Power Amplifier

Low Dropout Regulators

▪ System Voltage Conversion

Low Dropout Regulators
DC-DC Converters
Schottky Diodes
Low-Saturation Bipolar Transistors

▪ System Interface

USB Power Switches
Zener and TVS Arrays

▪ Keypad Backlighting

LED Drivers
Boost Converters
Schottky Diodes

▪ Audio Amplifier

Class D Amplifier

Strong Relationships Drive LED TV Product Roadmaps

▪ LCD Display Buffer

40V High-gain BJT

▪ Audio Amplifier

Class D Amplifier

▪ System Power Conversion

Low Dropout Regulators
DC-DC Converters
Voltage References
Synchronous MOSFET Controllers
40V/100V SBR and Schottkys
Bridge Rectifier Diodes



▪ Antenna Tuner

DC-DC Converters
40V Schottkys

▪ System Interface

USB Power Switches
Zener and TVS Arrays

▪ LED Backlighting

Current Monitors
400V High-gain NPN BJT
60V/100V High-gain NPN BJT
60V/100V N-channel MOSFETS

Product Breadth and Performance for Computing Platforms

▪ LED Backlighting

LED Drivers
Boost Converters
Schottky Diodes

▪ System Voltage Conversion

Low Dropout Regulators
DC-DC Converters
Schottky Diodes
Low-Saturation BJT

▪ Battery Power Management

Current Monitors
Load Switches
Low-Saturation BJT
ZXMP series MOSFETs

▪ Open / Close Detection

Hall Effect Sensors
Hall Effect Drivers



▪ Audio Amplifier

Class D Amplifier

▪ Wireless Connectivity

DC-DC Converters
Low Dropout Regulators

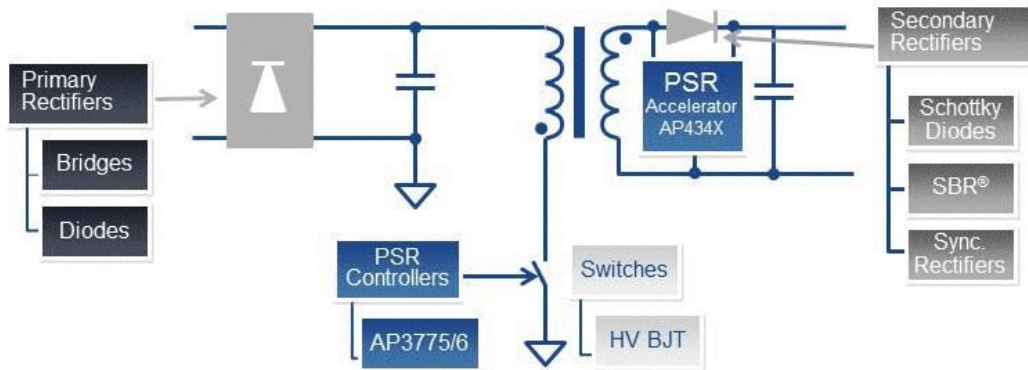
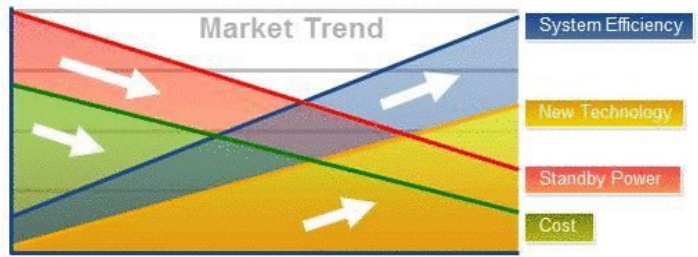
▪ System Power Management

Buck DC-DC Converters
Low Dropout Regulators
Super Barrier Rectifiers
Schottky Diodes
P-Channel MOSFETs
Low-Saturation BJT

▪ System Interface

USB Power Switches
Zener and TVS Arrays

Complete Charger and Power Adapter Solution and Trend



Packaging Focus: Miniaturization and Power Efficiency

SOT223	SOT89	ITO220S	SOP-8L	PowerDI-5SP	DFN/QFN Series 0.4-0.8mm Thick 1.0*0.6-5*5 Body 2-32 pin	DFN2030B-8	DFN2030B-6 DFN2050-6 (Stack Die)	DCALGA+CLIP
SOT143/SC82	SC59	TO220-3L	SOIC-14/16L	Power5060-8L		DFN1114-3	Flip Chip LGA	PD3333-8 (Clip)
SOT25/26	SOT23	TO220-5L	MSOP-8/10L	PD-5	DFN5060-4	DFN0910-6	SOP7L	PowerDI3333-8 (Stack die + Clip)
TSOT23-5/6	SOT523	ITO220AC-S	QSOP-16/20L	PM-III	QFN5050-32	DFN0808-4	DFN2020B-2	TO252-4L (Stack die+Al wire)
SOT353/363	SOD123	TO262AA	TSSOP-8/14/16L	PD-123/323	QFN4040-20	DFN0806-3	DFN1608-2	DFN0806-6
SOT543/553 /563/666	SOD323	TO263-3/5L	SOP-8/14/16L-EP	Power3333-8L	QFN3030-20	DFN0603	SOD923	DFN0604-3
SOT953/963	SOD323F	TO252-3/4/5L	MSOP-8/10L-EP	PowerDI3030				
	SOD523							

~ 2013

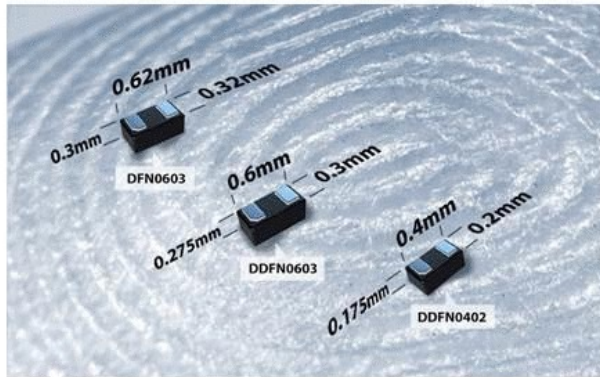
2014~



Packaging Focus: Miniaturization and Power Efficiency

Miniaturization

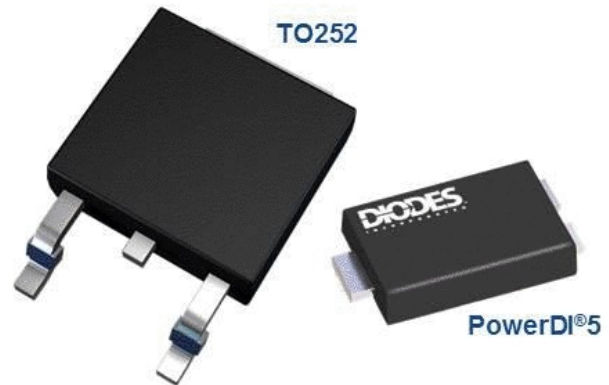
DDFN0402 Possibly the smallest Discrete semiconductor package.



DIODES
INCORPORATED

Power Efficiency

Compared to a TO252, the PowerDI®5 package delivers twice the power density from a 55% smaller footprint.



Efficient Manufacturing + Superior Processes

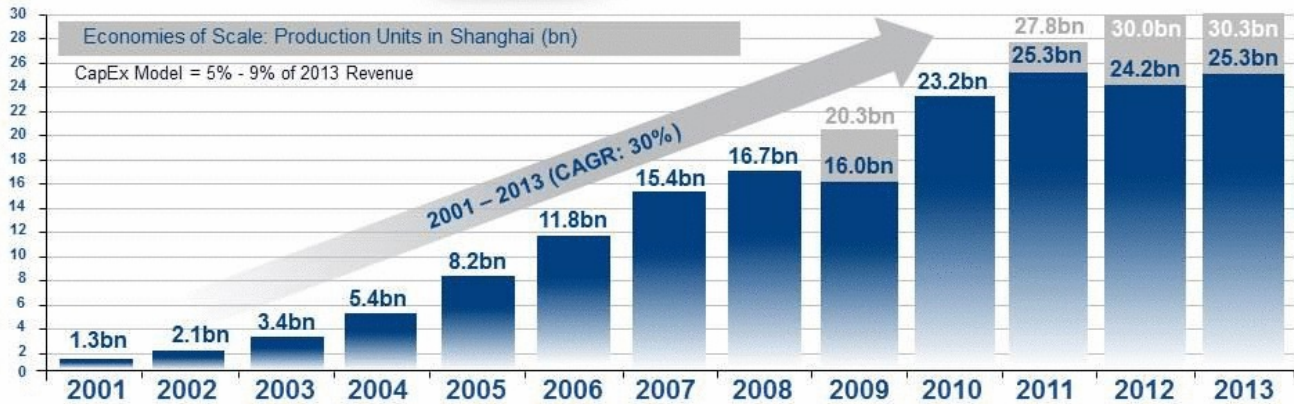
Packaging

- Shanghai-based packaging with capacity approximately 30 billion units
- The new packaging facility in Chengdu has a potential capacity of 5X that of Shanghai
- Additional packaging facilities in Neuhaus, Germany and in Chengdu, China



Wafer Fabs

- Two discrete fabs, two analog fabs in Kansas City, Missouri (5" and 6"), Oldham, United Kingdom (6"), and Shanghai (6") respectively
- Bipolar, BiCMOS, CMOS & BCD process
- Strong engineering capabilities



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Collaborative Customer Relationships



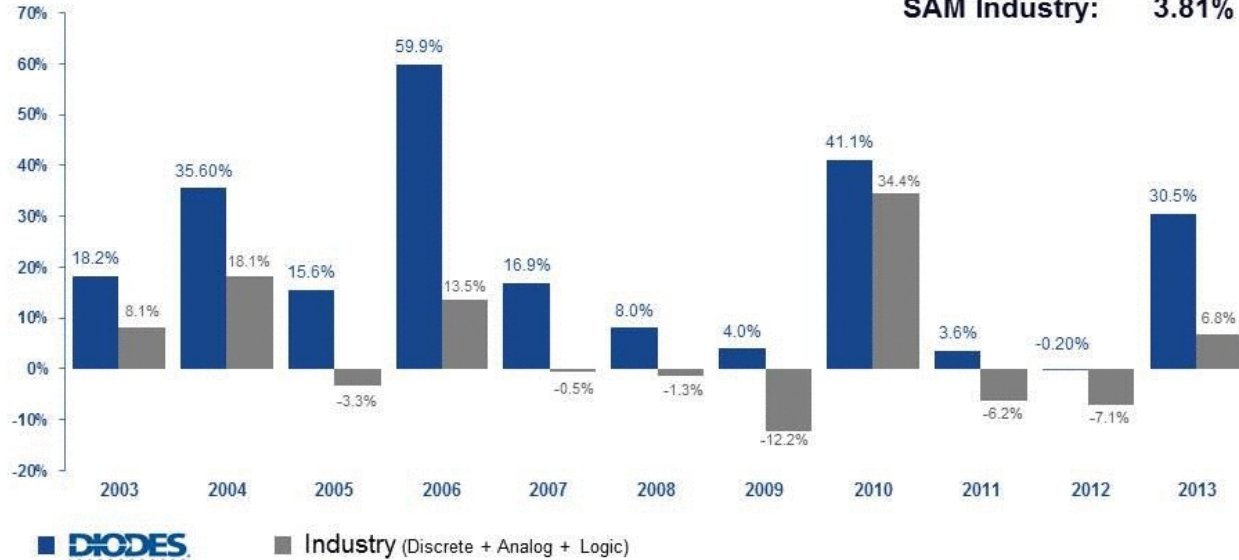
Outperforming the Industry

Annual Revenue Growth Rates

2003 to 2013 Growth

Diodes Inc.: 19.7%

SAM Industry: 3.81%



*Acquisition Years

DIODES
INCORPORATED

Revenue Growth

(In millions)

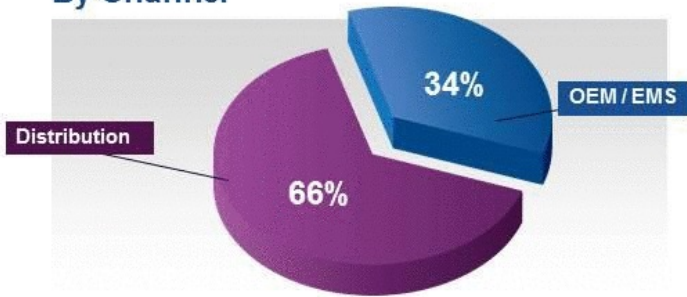


(* Acquisition Years)

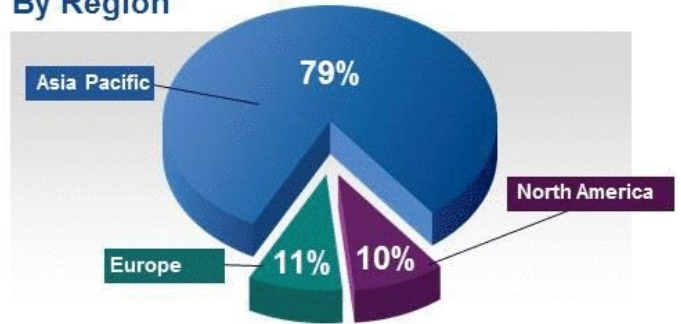


Revenue Profile – 2Q2014

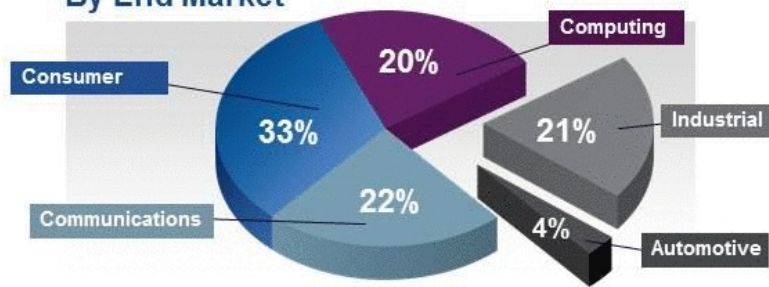
By Channel



By Region



By End Market



Second Quarter 2014 Financial Performance

In millions, except per share	2Q13	1Q14	2Q14	Q/Q	Y/Y
Revenue	\$214.4	\$210.0	\$223.2	\$13.2	\$8.8
Revenue Growth				6.3%	4.1%
Gross Margin % (GAAP)	28.6%	29.3%	31.5%	220bp	290bp
Gross Profit (GAAP)	\$61.3	\$61.6	\$70.3	\$8.7	\$9.0
Net Income (GAAP)	\$8.6	\$10.2	\$17.4	\$7.2	\$8.8
Net Income (non-GAAP)	\$15.5	\$12.4	\$18.2	\$5.8	\$2.7
EPS (non-GAAP)	\$0.33	\$0.26	\$0.38	\$0.12	\$0.05
Cash Flow from Operations	\$29.8	\$46.1	\$33.9	-\$12.2	\$4.1
EBITDA (non-GAAP)	\$30.2	\$32.8	\$42.9	\$10.1	\$12.7



Balance Sheet

In millions	Dec 31, 2012	Dec 31, 2013	June 30, 2014
Cash	\$157	\$197	\$235
Short-term Investments		\$23	\$18
Inventory	\$153	\$180	\$183
Current Assets	\$491	\$650	\$688
Total Assets	\$920	\$1162	\$1186
Long-term Debt	\$ 44	\$183	\$163
Total Liabilities	\$200	\$419	\$405
Total Equity	\$720	\$744	\$781



3Q 2014 Business Outlook Update as of 9/9/2014

- Expect third quarter revenue to range between \$230 million and \$238 million, or up 3.0 percent to 6.6 percent sequentially, compared to its original guidance of between \$228 million and \$238 million, or up 2.1 percent to 6.6 percent sequentially; and
- Increasing its gross profit margin guidance to be 32.0 percent, plus or minus 1 percent, compared to its original guidance of 31.8 percent, plus or minus 2 percent; and
- Maintaining its guidance for operating expenses to be approximately 21.0 percent of revenue, plus or minus 1 percent;
- Expect income tax rate to be 22 percent, plus or minus 3 percent, and shares used to calculate GAAP earnings per share to be approximately 48.8 million.



Diodes Strategy: Profitable Growth



BCD is another key milestone





Thank you

**Diodes was named one
of the 10 Best Stocks
of the Past 20 Years**

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Company Contact:

Diodes Incorporated
Laura Mehri
Director of Investor Relations
P: 972-987-3959
E: laura_mehri@diodes.com

Investor Relations Contact:

Shelton Group
Leanne K. Sievers
EVP, Investor Relations
P: 949-224-3874
E: lsievers@diodes.com

www.diodes.com

