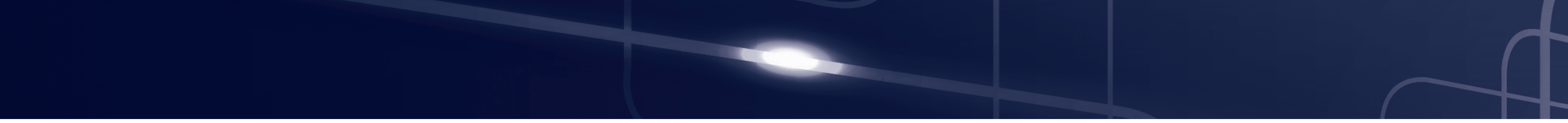
DIODES INCORPORATED

2025 ANNUAL REPORT

Analog & Power Solutions



Diodes Incorporated - 2025 Letter to Stockholders

Year In Review

This past year marked a strong recovery and return to robust growth for Diodes. After gradual demand improvements throughout the year, 2025 delivered accelerating momentum across all our target end markets and geographies. Full-year revenue grew 13% to $1.5 billion, which is the highest annual growth since 2021. Notably, 2025 featured four consecutive quarters of double-digit year-over-year revenue growth, reflecting the success of our content expansion, design win momentum, and strategic focus on higher-value applications.

Growing Opportunity in Artificial Intelligence (AI)

The most significant contributor to our growth in 2025 was a 25% increase in our computing market, led by strong demand for AI server, storage, data center and edge computing applications. With the chipset refresh cycle underway within data centers, we are gaining strong traction and market share across our high-speed connectivity, timing and packet switch portfolios. As a result of this momentum and new product introductions, our addressable content in AI servers rose to approximately $103 per box in 2025, up from $90 in 2024 and compared to $53 per box in traditional servers previously.

Focus on Automotive & Industrial Markets

In addition to AI-related server opportunities, we also continued our emphasis on automotive and industrial, with these end markets representing 42% of 2025 total product revenue. Even though both markets experienced a slower than expected recovery in the first part of the year, we began to see improving demand throughout the year that resulted in Diodes' automotive revenue growing 20% over 2024 and industrial revenue increasing 13%.

A cornerstone of Diodes' growth strategy remains increasing content at new and existing customers through sustained technology and product development. In 2025, we introduced over 650 new part numbers, with approximately 40% targeted specifically at the automotive market and focused on our key areas of connected driving, comfort/style/safety, and electrification/EV applications. In 2025, our addressable content per vehicle increased to $239—up from $213 at the end of 2024 and from $160 at the end of 2023. This consistent content expansion, combined with ongoing new product introductions, is central to driving future revenue growth and margin expansion.

Consistent Profitability and Cash Flow

Delivering profitable growth and strong cash flow remains fundamental to our value proposition. We continued our long track record of profitability while executing cost controls and improving manufacturing efficiencies despite dynamic inventory and manufacturing loading conditions during the year. In fact, 2025 represented our 34th consecutive year of profitability, and we also improved free cash flow per share three-fold to $2.95 per share in 2025 from $1.00 per share last year.

3-Year Financial Targets

As we look back over this past year and the progress Diodes has made, in early 2026 we introduced our 3-year interim financial targets in order to provide greater visibility into our expected future growth. These new annual targets include:

- Achieve $2 billion in revenue;
- Deliver approximately $700 million in gross profit, or 35%+ gross margin; and
- Generate over $4.00 in non-GAAP earnings per share

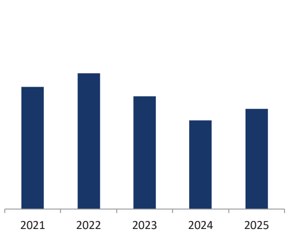
Moreover, we remain fully committed to reaching our longer-term goals of $2.5 billion in revenue and $1 billion in gross profit, or 40% gross margin.

In conclusion, 2025 was a year of strong execution and accelerating momentum, validating our strategic focus on content expansion, automotive/industrial growth, and AI-related opportunities. I would like to take this opportunity to thank our employees, customers and partners for your trust and continued support of Diodes and our long-term vision for the company.

Sincerely,

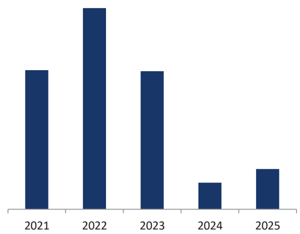
Gary Yu,
President & CEO

FINANCIAL HIGHLIGHTS



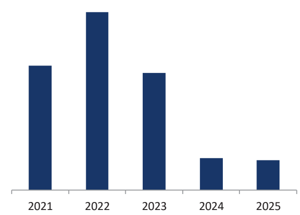
2021 2022 2023 2024 2025
$1,805 $2,001 $1,662 $1,311 $1,482

NET SALES
in millions



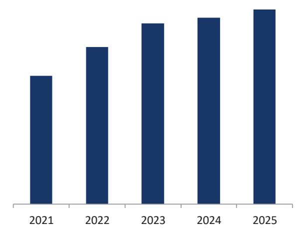
2021 2022 2023 2024 2025
$229 $331 $227 $44 $66

NET INCOME
COMMON STOCKHOLDERS
in millions



2021 2022 2023 2024 2025
$237 $339 $223 $61 $57

NET INCOME
COMMON STOCKHOLDERS
[NON-GAAP ADJUSTED[1]]
in millions



2021 2022 2023 2024 2025
$1,237 $1,514 $1,741 $1,795 $1,878

STOCKHOLDERS' EQUITY
in millions

(in thousands, except per share data)	**2025**	2024	2023	2022	2021
NET SALES	**1,482,073**	1,311,120	1,661,739	2,000,580	1,805,162
YOY growth	*13.0%*	*-21.1%*	*-16.9%*	*10.8%*	*46.9%*
GROSS PROFIT	**462,436**	435,862	658,182	827,237	670,360
Gross margin	*31.2%*	*33.2%*	*39.6%*	*41.3%*	*37.1%*
Selling, general and administrative expenses	**241,606**	233,913	257,939	280,877	257,710
Research and development expenses	**162,175**	134,051	134,868	126,316	119,200
Amortization of acquisition-related intangible assets	**22,227**	16,499	15,282	15,610	16,216
Restructuring costs	**394**	8,591	1,583	-	-
Loss (gain) on disposal of fixed assets	**572**	(7,641)	(2,045)	(3,651)	246
Other	**-**	(1)	(16)	(108)	1,003
TOTAL OPERATING EXPENSES	**426,974**	385,412	407,611	419,044	394,375
Income from operations	**35,462**	50,450	250,571	408,193	275,985
Interest income (expense), net	**25,528**	15,969	7,638	(4,648)	(4,352)
Foreign currency (loss) gain, net	**(12,818)**	(6,308)	(5,264)	2,122	(2,107)
Unrealized gain (loss) on investments	**28,561**	(321)	18,267	(16,514)	28,018
Impairment of equity investment	**(5,817)**	-	-	-	-
Gain on disposal of subsidiary	**13,730**	-	-	-	-
Other (expense) income	**(687)**	2,892	6,721	6,787	17,551
INCOME before income taxes and noncontrolling interest	**83,959**	62,682	277,933	395,940	315,095
Income tax provision	**14,789**	11,840	47,285	56,685	78,807
Net income	**69,170**	50,842	230,648	339,255	236,288
Less: net income - noncontrolling interest	**(3,029)**	(6,818)	(3,466)	(7,972)	(7,525)
NET INCOME (LOSS) - COMMON STOCKHOLDERS (GAAP)	**$ 66,141**	$ 44,024	$ 227,182	$ 331,283	$ 228,763
NET INCOME - COMMON STOCKHOLDERS (non-GAAP adjusted)1	**$ 56,682**	$ 60,945	$ 222,784	$ 338,959	$ 237,192
EARNINGS (LOSS) PER SHARE, diluted (GAAP)	**$ 1.43**	$ 0.95	$ 4.91	$ 7.20	$ 5.00
EARNINGS PER SHARE, diluted (non-GAAP adjusted)1	**$ 1.22**	$ 1.31	$ 4.81	$ 7.36	$ 5.18
Number of diluted shares	**46,414**	46,408	46,311	46,036	45,781
Total assets	**$ 2,448,100**	$ 2,386,281	$ 2,367,659	$ 2,288,312	$ 2,194,495
Working capital	**878,622**	848,557	793,887	729,141	716,638
Long-term debt, net of current portion	**24,224**	19,563	16,979	147,470	265,574
Total Diodes Incorporated stockholders' equity	**1,878,124**	1,795,301	1,740,741	1,513,645	1,237,242

"Additional Information" located near the end of this report.

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

FORM 10-K

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

For the fiscal year ended December 31, 2025

or

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

For the transition period from _____ to

Commission file number: 002-25577

DIODES INCORPORATED
(Exact name of registrant as specified in its charter)

Delaware	**95-2039518**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
4949 Hedgcoxe Road, Suite 200 Plano, Texas	**75024**
(Address of principal executive offices)	**(Zip Code)**

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, Par Value $0.66 2/3	**DIOD**	**The NASDAQ Stock Market LLC**

Securities registered pursuant to Section 12(g) of the Act:
None

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

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

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

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

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

Large accelerated filer	☑	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

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

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

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

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

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

The aggregate market value of the 45,313,825 shares of Common Stock held by non-affiliates of the registrant, based on the closing price of $52.89 per share of the Common Stock on the Nasdaq Global Select Market on June 30, 2025, the last business day of the registrant's most recently completed second fiscal quarter, was approximately $2.4 billion.

The number of shares of the registrant's Common Stock outstanding as of February 3, 2026 was 45,877,458.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement to be filed with the United States Securities and Exchange Commission ("SEC") pursuant to Regulation 14A in connection with the 2026 annual meeting of stockholders are incorporated by reference into Part III of this Annual Report. The proxy statement will be filed with the SEC not later than 120 days after the registrant's fiscal year ended December 31, 2025.

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PART I

Item 1. Business.

GENERAL

Diodes Incorporated, together with its subsidiaries (collectively the "Company," "we," or "our" (Nasdaq: DIOD)), delivers high-quality semiconductor products to the world's leading companies in the automotive, industrial, computing, consumer electronics, and communications markets. We leverage our expanded product portfolio of analog and power solutions combined with a flexible hybrid manufacturing model that meet customers' needs. Our broad range of application-specific products, delivered through a total solutions sales approach and supported by global operations including engineering, testing, manufacturing, and customer service, enable us to be a premier provider for high-growth markets. For more information, visit www.diodes.com.

We operate from the following locations, with additional support offices throughout the world:

- **Corporate Headquarters**

  Plano, Texas, United States

- **Design, Engineering, and Marketing**

  Shanghai, Yangzhou, Shenzhen, and Hong Kong, China

  Oldham, England

  Greenock, Scotland

  Bratislava, Slovakia

  New Taipei City, Hsinchu, and Tainan, Taiwan

  Milpitas, California, and Plano, Texas, United States

- **Wafer Fabrication**

  Shanghai and Wuxi, China

  Oldham, England

  Greenock, Scotland

  Hsinchu, Taiwan

  South Portland, Maine, United States

- **Assembly and Test**

  Shanghai, Chengdu, and Wuxi, China

  Neuhaus am Rennweg, Germany

  Chongli, Taiwan

- **Sales, Warehouse, and Logistics**

  Hong Kong, Shanghai, Beijing, Shenzhen, Wuhan, Qingdao, and Xiamen, China

  Oldham, England

  Frankfurt and Munich, Germany

  Milan, Italy

  Tokyo, Japan

  Singapore

  Seongnam-si, South Korea

  New Taipei City, Taiwan

  Milpitas, California and Plano, Texas, United States

The Company's manufacturing facilities have achieved certifications in the internationally recognized standards of ISO 9001:2015, ISO 14001:2015, and, for automotive products, IATF 16949:2016 and the Company is also C-TPAT certified. We believe these quality awards reflect the superior quality-control techniques established at the Company and further enhance our credibility as a vendor-of-choice to original equipment manufacturers ("OEMs") increasingly concerned with quality and consistency.

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

- Automotive: connected driving, comfort/style/safety, electrification/powertrain;
- Industrial: embedded systems, industrial automation, medical, energy management, smart buildings;
- Computing: Artificial Intelligence ("AI") data center including AI server, storage, and edge AI;
- Consumer: Internet of things ("IoT"): wearables, home automation, home appliances, and charging solutions; and
- Communications: smart phones, telecom, enterprise networking, smart infrastructure including space-based connectivity.

From 2021 to 2025, our annual net sales ranged from $1.8 billion to $1.5 billion. Our product line includes over 28,000 products, and we shipped approximately 45 billion units in 2025, 39 billion units in 2024, and 42 billion units in 2023. The increase in units shipped in 2025 was driven by the improvement in overall demand in the semiconductor industry.

2025 SUMMARY AND BUSINESS OUTLOOK

In 2025 the Company's net sales increased 13.0% compared to 2024, which is the highest level of annual growth since 2021. Additionally, the fourth quarter of 2025 represented the fourth consecutive quarter of double-digit growth year-over-year, further highlighting the success of the Company's design win initiatives and content expansion over the past year. The Company has continued to see demand improvements across all target markets and geographies, with the most significant growth for the full year driven by strength in the computing market for AI server-related applications as well as increases in our automotive and industrial end markets. More recently, we have been strategically supporting key customers on new opportunities and orders specifically in the automotive and communications markets, while also further extending our design-in momentum across all end markets.

We continue to work towards our previously stated goal of $1.0 billion in gross profit based upon $2.5 billion in net sales and a gross margin of 40%. As part of achieving this goal, the Company has set 3-year interim financial targets, which include achieving $2.0 billion in annual net sales with approximately $700 million in gross profit, or 35% plus, in gross margin.

At a high level, tactics we intend to use to accomplish these goals include:

- Offering total systems solutions, in which we provide a wide range of products that work together in a system which drives growth by simplifying the design process for our customers, the sales approach, and content expansion driving growth:
- Increasing focus on high margin market segments (i.e. automotive and industrial) and analog & power discrete product lines which are included in all the market segments that we serve;
- Investing in technology leadership in target products, fab processes, and advanced packaging; and
- Pursuing selective strategic acquisitions of technologies, product lines, or companies to enhance our product portfolio and accelerate our new product offerings.

We have a solid pipeline of designs and expanded customer relationships across all regions and product lines. The success of our business depends on, among other factors, the strength of the global economy and the stability of the financial markets, our customers' demand for our products, the ability of our customers to meet their payment obligations, the likelihood of customers not canceling or deferring existing orders, and the strength of consumers' demand for items containing our products in the end-markets we serve. We believe the long-term outlook for our business remains generally favorable, despite the uncertainties in the global economy, as we continue to execute on the strategy that has proven successful for us over the years. See "Management's Discussion and Analysis of Financial Condition and Results of Operations – Business Outlook" in Part II, Item 7 and "Risk Factors – *The success of our business depends on the strength of the global economy and the stability of the financial markets, and any weaknesses in these areas may have a material adverse effect on our net sales, operating results and financial condition.*" in Part I, Item 1A of this Annual Report for additional information.

SEGMENT INFORMATION AND ENTERPRISE-WIDE DISCLOSURES

The Company's operations are managed and reported on a consolidated basis to our President and Chief Executive Officer ("CEO") who is also our chief operating decision maker ("CODM"). For financial reporting purposes, we operate in a single segment, standard semiconductor products, through our various design, manufacturing, and distribution facilities. which reflects the way in which our CODM executes operating decisions, allocates resources, and manages the growth and profitability of the Company. We sell product primarily through our operations in Asia, the Americas, and Europe. See Note 16 of "Notes to Consolidated Financial Statements" of this Annual Report for additional information.

OUR INDUSTRY

Semiconductors are critical components used to manufacture a broad range of electronic products and systems. Since the invention of the transistor in 1948, continuous improvements in semiconductor processes and design technologies have led to smaller, more complex, and more reliable devices at a lower cost per function. The availability of low-cost semiconductors, together with increased consumer demand for sophisticated electronic systems, has led to the proliferation of semiconductors in diverse end-use applications.

OUR COMPETITIVE STRENGTHS

We believe our competitive strengths include the following:

Flexible, scalable, and cost-effective manufacturing – Our manufacturing operations are a core element of our success, and we have designed our manufacturing base to allow us to respond quickly to changes in demand trends in the end-markets we serve. For example, we have structured our assembly and test facilities to enable us to rapidly and efficiently add capacity and adjust product mix to meet shifts in customer demand and overall market trends. Our manufacturing facilities provide us with access to a workforce at a relatively low overall cost base while enabling us to better serve our leading customers, many of which are located in Asia. See "Risk Factors – *During times of difficult market conditions, our fixed costs combined with lower net sales and lower profit margins may have a negative impact on our business, operating results, and financial condition.*" in Part I, Item 1A of this Annual Report for additional information.

Integrated packaging expertise – Our expertise in designing and manufacturing innovative and proprietary packaging solutions enables us to package a variety of different device functions into an assortment of packages ranging from miniature chip-scale packaging to packages that integrate multiple separate discrete and/or analog chips into a single semiconductor product called an array. Our ability to design and manufacture multi-chip semiconductor solutions as well as advanced integrated devices provides our customers with products of equivalent functionality with fewer individual parts, and at lower overall cost, than alternative products. This combination of integration, functionality and miniaturization makes our products well suited for the industrial, automotive, computing, communications, and consumer markets.

Broad customer base and diverse end-markets – Our customers are comprised of leading direct sales customers as well as major electronic manufacturing services ("EMS") providers. We serve over 50,000 customers worldwide. The majority or our customers are served through our distribution network and some are direct customers who purchase directly from the Company. Our products are ultimately used in end-products in a number of markets served by our broad customer base, which we believe makes us less susceptible to market fluctuations driven by either specific customers or specific end-user applications.

Customer-focused product development – Effective collaboration with our customers and a commitment to customer service are essential elements of our business. We believe focusing on dependable delivery and support tailored to specific end-user applications and solution-selling approach has fostered deep customer relationships and created a key competitive advantage for us in the highly fragmented discrete, logic, analog, and mixed-signal semiconductor marketplace. We believe our close relationships with our customers have provided us with keener insight into our customers' product needs. This results in a stronger demand for our product designs and often provides us with insight into additional opportunities for new design wins in our customers' products. See "Risk Factors – *We are and will continue to be under continuous pressure from our customers and competitors to reduce the price of our products, which could adversely affect our growth, and profit margins.*" in Part I, Item 1A of this Annual Report for additional information.

Management experience – The experience possessed by each member of the Company's executive team has created significant institutional insight into our markets, customers and operations. See "Risk Factors – *We may fail to attract or retain the qualified technical, sales, marketing, finance and management/executive personnel required to operate our business successfully, which could adversely affect our business, operating results, and financial condition.*" in Part I, Item 1A of this Annual Report for additional information.

OUR STRATEGY

Our next key goal is to reach $1.0 billion in gross profit based upon $2.5 billion in net sales and a gross margin of 40%. As part of achieving this goal, the Company has set 3-year interim financial targets, which include achieving $2.0 billion in annual net sales with approximately $700 million in gross profit, or 35% plus, in gross margin.

At a high level, we intend to accomplish this goal by continuing to enhance our position as a leading global designer, manufacturer, and supplier of high-quality application-specific standard semiconductor products, using our innovative and cost-effective assembly (packaging) and test technology and leveraging our process expertise and design excellence to achieve above-market growth in profitability.

The principal elements of our strategy include the following:

Continue to rapidly introduce innovative analog and discrete power solutions semiconductor products – We intend to maintain our rapid pace of new product introductions across all our markets with continued emphasis in AI applications for computer market, the industrial market, and the automotive market. We will also continue to focus on the high-volume, high-growth applications with short design cycles, such as: IoT, wearables, home automation, and smart infrastructure; portables such as smartphones, tablets, notebooks, and edge AI devices; other consumer electronics and computing devices. During 2025 and 2024, we continued to achieve many significant new design wins with our direct sales customers. Although a design win from a customer does not necessarily guarantee future sales to that customer, we believe that continued introduction of new and well-defined product solutions is critically important in maintaining and extending our market share in the highly competitive semiconductor marketplace. See "Risk Factors – *Obsolete inventories as a result of changes in demand for our products and change in life cycles of our products could adversely affect our business, operating results, and financial condition.*" in Part I, Item 1A of this Annual Report for additional information.

Expand our available market opportunities – We believe we have many paths to increasing our addressable market opportunities. From a product perspective, we intend to continue expanding our product portfolio by developing derivative and enhanced performance devices that target adjacent markets and end-equipment. We will continue to cultivate new and emerging customers within our targeted markets, further increasing our already broad customer base. As we focus on new customers, we try to expand our product portfolio penetration within these new, as well as existing, customers. As we expand our extensive range of high power efficiency and small form factor packages, we plan to introduce new and existing product functions in these new packages to allow an even greater market coverage.

Maintain intense customer focus – We intend to continue to strengthen and deepen our customer relationships. We believe that continued focus on customer service is important and will help to increase our net sales, operating performance, and market share. To accomplish this, we intend to continue our close collaboration with our customers to design products that meet their specific needs. A critical element of this strategy is to further reduce our design cycle time in order to quickly provide our customers with innovative products. Additionally, to support our customer-focused strategy, we continue to expand our sales force and field application engineers, particularly in Asia and Europe, during periods of growth. See "Risk Factors – *We are and will continue to be under continuous pressure from our customers and competitors to reduce the price of our products, which could adversely affect our growth and profit margins.*" in Part I, Item 1A of this Annual Report for additional information.

Enhance cost competitiveness and manufacturing flexibility – A key element of our success is our overall low-cost manufacturing base and our hybrid manufacturing model. While we believe our manufacturing facilities are among the most efficient in the industry, we will continue to refine our proprietary manufacturing processes and technology to achieve additional cost efficiencies. We have continued to make capital expenditures to enhance our existing manufacturing capabilities. We continue to leverage a hybrid manufacturing model which allows our revenue to be supported with both internally and externally sourced manufacturing. This allows more flexibility to support customer growth while continuing to enhance cost competitiveness.

Pursue selective strategic acquisitions – As part of our strategy to expand our semiconductor product offerings and to maximize our market opportunities, we may acquire technologies, product lines, or companies in order to enhance our product portfolio and accelerate our new product offerings. Examples of recent acquisitions include:

- In June 2025, we entered into a joint venture agreement with Global Advanced Packaging Test Limited to acquire a 43% interest in and joint control of ATX Semiconductor SDN, a Malaysian private limited liability company, with the purpose of building synergies related to testing and packaging.

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

- In June 2022, the Company completed the acquisition of onsemi's wafer fabrication facility and operations located in South Portland, Maine ("SPFAB"). We purchased SPFAB to provide additional 200mm wafer fabrication capacity for analog products to accelerate the Company's growth initiatives in the automotive and industrial end-markets. This U.S.-based facility, together with the Company's existing wafer fabrication facilities in Asia and Europe, further enhances the Company's global manufacturing operations;

- In 2020, we acquired Lite-On Semiconductor ("LSC") and its subsidiaries. The acquisition of LSC broadened our discrete product offerings, including providing us with a leadership position in glass-passivated bridges and rectifiers that allows us to further extend our position in the automotive and industrial markets consistent with our overall growth strategy. Further, the acquisition expands our wafer fabrication and assembly and test capacity; and

- In 2019, we acquired from Texas Instruments a 200mm wafer fabrication facility and operations located in Greenock, Scotland (“GFAB”). The acquisition of GFAB added to our existing global footprint and provided expanded wafer capacity to support our product growth, in particular for the automotive market.

See “Risk Factors – *A significant part of our growth strategy involves acquiring companies and businesses. We may be unable to identify suitable acquisition candidates or consummate desired acquisitions and, if we do make any acquisitions, we may be unable to successfully integrate any acquired companies with our operations, which could adversely affect our business, operating results, and financial condition.*” in Part I, Item 1A and Note 20 of “Notes to Consolidated Financial Statements” of this Annual Report for additional information.

OUR PRODUCTS

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

Discrete semiconductor products, including: MOSFETs, and SiC MOSFETs; protection devices: data line protection, power line protection, thyristers, USB Type-C protection, and transient voltage suppressors; diodes; Schottky diodes, small signal switching diodes, Zener diodes, and SiC diodes; rectifiers: bridges, super barrier rectifiers, Schottky rectifiers, Schottky bridge rectifiers, and fast/ultra-fast rectifiers; and bipolar transistors: Avalanche transistors, gate driver transistors, and pre-bias transistors;

Analog products, including: power management devices such as AC-DC and DC-DC converters, digital isolators and isolated gate drivers, USB power switches, low dropout, photocoupler, and linear voltage regulators; standard linear devices such as operational amplifiers and comparators, current monitors, voltage references, and reset generators; LED lighting drivers; audio amplifiers; and sensor products including Hall-effect sensors and motor drivers;

Mixed-signal products, including: high speed mux/demux, digital switches, interface, redrivers, universal level shifters/voltage translators, clock ICs, and packet switches;

Standard logic products, including: low-voltage complementary metal-oxide-semiconductor (“CMOS”) and advanced high-speed CMOS devices; ultra-low power CMOS logic; and analog switches;

Multichip products and co-packaged discrete, analog, and mixed-signal silicon in miniature packages;

Silicon and silicon epitaxial wafers used in manufacturing these products;

Frequency Control Products (“FCP”) used in many of today’s advanced electronic systems. FCPs are electronic components that provide frequency references such as crystals and crystal oscillators for automotive, industrial, computing, communication, and consumer electronic products; and

Contact Image Sensor (CIS), an input device widely applied on, among other things, high-speed copy machines, check scanners, banknote identification validators (ATM, banknote detectors) and industrial inspection equipment (AOI/AVI). We offer integrated sensor IC, illumination, and rod lenses to form the CIS module.

The following table lists the end-markets, some of the applications in which our products are used, and the percentage of product revenue for each end-market for the last three years:

End-Markets	2025	2024	2023	End product applications
Industrial	23%	23%	27%	Lighting, power supplies, DC-DC conversion, security systems, motor controls, DC fans, proximity sensors, solenoid and relay driving, solar panel, HVAC/LED lighting, retrofit bulb, smart meters, and embedded computers
Automotive	19%	19%	19%	ADAS (advanced driver assistance systems), telematics, infotainment, lighting, BLDC motor control, electrification and powertrain, and battery management
Computing	27%	25%	23%	Notebooks, tablets, LCD monitors, printers, solid state and hard disk drive, artificial intelligence servers, storage, cloud computing, and data center applications
Consumer	18%	19%	18%	Digital audio players and cameras, set-top boxes, LCD and LED TV’s, game consoles, portable GPS, fitness and health monitors, action cameras, smart watches, wearable IoT, home automation, and smart infrastructure
Communications	13%	14%	13%	5G networks, smartphones, IP gateways, routers, switches, hubs, fiber optics, and charging solutions

PRODUCT PACKAGING

Our device packaging technology includes a wide variety of innovative surface-mounted packages. Our focus on the development of smaller, more thermally efficient, and increasingly integrated packaging, is a critical component of our product development. We provide a comprehensive offering of miniature high power density packaging, enabling us to fit our components into smaller and more efficient packages, while maintaining the same device functionality and power handling capabilities. Smaller packaging provides a reduction in the height, weight and board space required for our components. Our products are well suited for broad applications in the industrial, automotive, computing, communications and consumer applications as highlighted in the table above.

CUSTOMERS

We serve over 50,000 customers worldwide. The majority of our customers are served through our distribution network and some are direct customers who purchase directly from the Company. Our customers represent leading direct sales customers representing a broad range of industries, leading EMS providers and leading distributors. For the twelve months ended December 31, 2025, 2024, and 2023, our direct sales and EMS customers together accounted for 35%, 37%, and 32%, respectively, of our net sales. In addition, for information concerning our business with related parties, see "Business – Certain Relationships and Related Party Transactions."

We believe that our close relationships with our customers have provided us with deeper insight into our customers' product needs. In addition to seeking to expand relationships with our existing customers, our strategy is to pursue new customers and diversify our customer base by focusing on leading global consumer electronics companies and their EMS providers and distributors. See "Risk Factors – *Our customers may require our products to undergo a lengthy and expensive qualification process without any assurance of product sales and may audit our operations from time to time. A failure to qualify a product or a negative audit finding could adversely affect our net sales, operating results, and financial condition.*" in Part I, Item 1A of this Annual Report for additional information.

We generally warrant that products sold to our customers will, at the time of shipment, be free from defects in workmanship and materials and conform to our approved specifications. Subject to certain exceptions, our standard warranty extends for a period of one year from the date of shipment. Warranty expense has not been significant. Generally, our customers may cancel orders on short notice without incurring a penalty. See "Risk Factors – *Our customer orders are subject to cancellation or modification usually with no penalty. High volumes of order cancellation or reduction in quantities ordered could adversely affect our net sales, operating results, and financial condition.*" in Part I, Item 1A of this Annual Report for additional information.

The tables below set forth net sales for the Company disaggregated into geographic locations based on shipment and by type (direct sales or distributor) for the twelve months ended December 31, 2025, 2024, and 2023:

Net Sales by Region	**2025**	**2024**	**2023**
Asia	$ 1,156,823	$ 1,020,256	$ 1,181,519
Europe	185,223	188,402	287,549
Americas	140,027	102,462	192,671
Total net sales	$ 1,482,073	$ 1,311,120	$ 1,661,739

Net Sales by Type	**2025**	**2024**	**2023**
Direct sales	$ 522,368	$ 479,845	$ 530,446
Distributor sales	959,705	831,275	1,131,293
Total net sales	$ 1,482,073	$ 1,311,120	$ 1,661,739

SALES AND MARKETING

We market and sell our products worldwide through a combination of direct sales and marketing personnel, independent sales representatives, and distributors. Our marketing group focuses on our product strategy, product development roadmap, new product introduction process, demand assessment, and competitive analysis. Our marketing programs include participation in industry tradeshows, technical conferences and technology seminars, online marketing including our website, email and social media, sales training, and public relations. Our marketing group works closely with our sales and research and development teams to align our product development roadmap. Our marketing group coordinates its efforts with our product development, operations and sales groups, as well as with our customers, sales representatives and distributors. We support our customers through our global field application engineering and customer support organizations.

Our website, www.diodes.com, features an extensive online product catalog with advanced search capabilities. This, coupled with a comprehensive product selector guides, keyword search, cross-reference search, and system solution diagrams facilitate quick and thorough product selection. Our website also provides easy access to our worldwide sales contacts and customer support and incorporates a distributor-inventory check to provide component inventory availability. We have included our website address in this Annual Report solely as an inactive textual reference. We do not incorporate the information on, or accessible through, our website into this Annual Report, and you should not consider any information on or accessible through our website as part of this Annual Report.

MANUFACTURING OPERATIONS AND FACILITIES

We operate assembly and test facilities located in China, Taiwan, and Germany. We operate wafer fabrication facilities located in China, Great Britain, Taiwan, and the United States. For the years ending December 31, 2025 and 2024, our total cash capital expenditures were approximately $78.4 million and $73.0 million, respectively.

Our manufacturing processes use many raw materials, including silicon wafers, aluminum and copper lead frames, gold and copper wire and other metals, molding compounds, and various chemicals and gases. We also rely on equipment and finished product suppliers. We are continuously evaluating our raw material costs in order to reduce our consumption while protecting and maintaining product performance. We have no material agreements with any of our suppliers that impose minimum or continuing supply obligations. From time to time, suppliers may extend lead-times, limit supplies or increase prices due to capacity constraints or other factors. Although we believe that supplies of the raw materials we use are currently and will continue to be available, shortages could occur in various essential materials due to interruption of supply or increased demand in the industry. See "Risk Factors – *We depend on third-party suppliers for timely deliveries of raw materials, manufacturing services, product and process development, parts and equipment, as well as finished products from other manufacturers, and our reputation with customers, operating results and financial condition could be adversely affected if we are unable to obtain adequate supplies in a timely manner.*" in Part I, Item 1A of this Annual Report for additional information.

Our corporate headquarters is located in a facility we own in Plano, Texas. We also lease or own properties around the world for use as sales and administrative offices, research and development centers, manufacturing facilities, warehouses, and logistics centers. The size or location of these properties can change from time to time based on our business requirements. See "Properties" in Part I, Item 2 of this Annual Report for additional information.

BACKLOG

Backlog, defined as the amount of product to be shipped during any period, is dependent upon various factors, and orders are subject to cancellation or modification, usually with no penalty to the customer. Orders are generally booked from one month to greater than twelve months in advance of delivery. The rate of booking of new orders can vary significantly from month to month. We, and the industry as a whole, continue to experience a trend towards shorter customer-requested lead-times, and we expect this trend to continue. The amount of backlog at any date depends upon various factors, including the timing of the receipt of orders, fluctuations in orders of existing product lines, and the introduction of new product lines. Accordingly, we believe that the amount of our backlog at any date is not an accurate measure of our future sales. We strive to maintain proper inventory levels to support our customers' just-in-time order expectations.

PATENTS, TRADEMARKS, COPYRIGHTS, AND OTHER INTELLECTUAL PROPERTY RIGHTS AND LICENSES

We generally rely on a combination of patents, trademarks, copyrights, trade secrets, confidentiality agreements, license agreements, and policies to protect our intellectual property rights and proprietary technology, and to maintain our competitive position. Despite these measures, we may not always succeed in protecting our intellectual property or preventing misappropriation of our intellectual property rights. Other companies may independently develop similar technologies or seek to challenge, invalidate or circumvent our intellectual property rights. We acquired, licensed or sublicensed numerous intellectual property rights in connection with our acquisitions over the years. Several of our trademarks are registered in the U.S. and other countries, and we continually seek to strengthen our brand to distinguish our products in the marketplace. We maintain a patent portfolio comprised of both U.S. and foreign patents and have patent applications pending in the U.S. and other countries. We expect to continue to file patent applications in the U.S. and abroad covering technologies and products considered important to our business. We do not believe any individual patent, group of patents, or the expiration thereof would materially affect the operation of our business. We seek to protect our proprietary technology or related knowledge that is not covered by our patent strategy as trade secrets through contracts and policies to maintain their secrecy and confidentiality.

In the ordinary course of business, we may become party to disputes involving intellectual property rights. When we become aware of companies infringing our intellectual property rights, we seek to enforce our rights through appropriate actions. We may receive claims of infringement or inquiries regarding possible infringement of the intellectual property rights of others, demands seeking royalty payments or other remedies, or cease and desist letters. Depending on the situation, we may defend our position, seek to negotiate a license, or engage in other acceptable resolution that is appropriate to our business.

We provide limited intellectual property indemnification for certain customers and may experience financial exposure related to intellectual property indemnity claims. In certain situations, there are limits on our potential indemnification liability; however, we cannot reasonably estimate the amount of potential payments, if any. Although to date we have not paid any significant amounts for intellectual property indemnity claims, there can be no assurance that we will not face significant exposure in the future.

From time to time, we may license our intellectual property rights in connection with the development or sale of our products. We may license certain product technology from other companies, but we do not consider any particular licensed technology to be material to our operations or royalties paid by us to be material. We believe the duration and other terms of the licenses are appropriate for our current needs. See "Risk Factors – *We may be subject to claims of infringement of third-party intellectual property rights or demands that we license third-party technology, which could result in significant expense, reduction in our intellectual property rights and a negative impact on our business, operating results, and financial condition.*" in Part I, Item 1A of this Annual Report for additional information.

Our foreign operations expose us to unique intellectual property technology risks compared to a company with fewer or no international operations. For example, we are exposed to potential cyber security breaches that may target our employees or infrastructure outside the United States. See "Risk Factors – *Risks Related to Our International Operations.*" in Part I, Item 1A of this Annual Report for a more detailed summary of the intellectual property technology risks associated with our international business operations.

This Annual Report may include trade names and trademarks of other companies. Our use or display of other parties' trade names, trademarks or products is not intended to, and does not, imply a relationship with, or endorsement or sponsorship of us by, the trade name or trademark owners. All trademarks appearing in this Annual Report not owned by us are the property of their holders.

COMPETITION

Numerous semiconductor manufacturers and distributors serve the discrete, logic, analog, and mixed-signal semiconductor components market, making competition intense. Some of our larger competitors include Infineon Technologies A.G., Epson, Kyocera, Nexperia, NXP Semiconductors N.V., ON Semiconductor Corporation, Renesas Electronics Corporation, Texas Instruments, and Vishay Intertechnology, Inc., many of which have greater financial, marketing, distribution, brand name recognition, research and development, manufacturing, and other resources than we do. Accordingly, we, from time to time, may reposition product lines or decrease prices, which may affect our sales of, and profit margins on, such product lines. The price, features, availability, and quality of our products, and our ability to design products and deliver customer service in keeping with our customers' needs, determine the competitiveness of our products. We believe that our product focus, packaging expertise and our flexibility and quick adaptability to customer needs affords us competitive advantages. See "Risk Factors – *The semiconductor business is highly competitive, and increased competition may harm our business, operating results, and financial condition.*" in Part I, Item 1A of this Annual Report for additional information.

ENGINEERING AND RESEARCH AND DEVELOPMENT

Our engineering and research and development groups consist of applications, circuit design, and product development engineers who assist in determining the direction of our future product lines. One of their key functions is to work closely with market-leading customers to further refine, expand and improve our product portfolio within our target product types and packages. In addition, we assess customer requirements and acceptance of new package types, and we seek to develop new, higher-density and more energy-efficient packages to satisfy customers' needs.

Product development engineers work directly with our semiconductor circuit design and layout engineers to develop and design products that match our customers' requirements. We seek to capture the customers' electrical and packaging requirements, translate those requirements into product specifications, and design and manufacture a qualified product to support the customers' end-system applications.

HUMAN CAPITAL MANAGEMENT

As an international semiconductor company with a global footprint, Diodes recognizes the important role its human capital plays in a talent-based economy, and the impact of effective and efficient human capital management on its long-term strategic success and sustainable growth.

Our employees are our most critical asset - they contribute to our financial success for the benefit of all our stakeholders, are a source of great idea generation that fuels the engine of product innovation, and they are collaborators and contributors to the success of the communities in which we live and work. Human capital management affects many aspects of our operations, including recruitment and talent acquisition, retention, training and development, workforce optimization, performance management, workplace safety, employee health and wellness, employee engagement, and diversity and inclusion.

Employee Communication - Developing two–way communications and deploying effective feedback mechanisms are critical components in our employee engagement process. In addition to regular President/CEO "all hands" meetings, we have an open door policy and encourage employees to have routine conversations with their managers to share feedback and express concerns. We also solicit employee feedback informally through regular employee interactions. We conduct individual and team-based performance management appraisals where we hold our managers accountable for setting clear expectations and goals with their teams, provide coaching, help managers identify professional development opportunities, and engage in periodic performance reviews. To that end, we assist our managers with performance-management tools to help them effectively manage their teams and optimize workforce productivity.

Employee Retention, Training, and Coaching - Employee retention is a critical element in our sustainable success. To maintain a stable workforce, we provide skill-advancement training and coaching, where appropriate, to help our employees enhance their existing skillsets. With our support and preparation, our employees can continue to grow in their current role and maximize the value they contribute to their current teams. Where a suitable rotation opportunity arises, we provide skill-expansion training to equip employees for these new positions.

Employee Safety and Health - The Company's health and safety policy is based on our commitment to provide a safe workplace for all employees worldwide and applies to our suppliers, vendors, partners, and service providers Every employee is responsible for safety, and Diodes encourages employees to notify their manager of any safety-related concerns. To that end, we require that all applicable federal, state, and local safety requirements are observed.

Employee Demographics - We regularly review our workforce demographics and organizational structure to ensure that we have an efficient organization positioned to deliver cost-effective, high-quality products to our customers and to serve the markets in which we operate.

Diversity and Inclusion - Diodes respects each individual, welcomes diversity, and embraces different perspectives as a key to innovation. Innovation is one of our core values and we are committed to providing a safe and respectful work environment to ensure we bring out the best in our employees.

As of December 31, 2025, Diodes had 7,989 employees. 6,753 of our employees were in Asia, 790 were in Europe, and 446 were in the Americas. None of our employees in Asia or the U.S. are subject to a collective bargaining agreement. In Europe all our employees are covered by individual employment agreements with some collective bargaining agreements in place. We consider our relations with our employees to be satisfactory. See "Risk Factors – *We may fail to attract or retain the qualified technical, sales, marketing, finance and management/executive personnel required to operate our business successfully, which could adversely affect our business, operating results, and financial condition.*" in Part I, Item 1A of this Annual Report for additional information.

ENVIRONMENTAL MATTERS

We are subject to a variety of U.S. federal, state, local, and foreign governmental laws, rules, and regulations related to the use, storage, handling, discharge, or disposal of certain toxic, volatile or otherwise hazardous chemicals used in our manufacturing process in China, Taiwan, the U.K., and the U.S. where our wafer fabrication facilities are located, and in China, Taiwan, and Germany where our assembly and test facilities are located. Any of these regulations could require us to acquire equipment or to incur substantial other costs to comply with environmental regulations or remediate problems. For the twelve month periods ended December 31, 2025, 2024, and 2023, our capital expenditures for environmental controls have not been material. See "Risk Factors – *We are subject to many environmental laws and regulations that could result in significant expenses and could adversely affect our business, operating results, and financial condition.*" in Part I, Item 1A of this Annual Report for additional information.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

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

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

Warren Chen, a member of the Company's board of directors serves as a member of Nuvoton's board of directors. We purchase wafers from Nuvoton for use in our production process.

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

Atlas is an early stage privately held fabless wafer design company in which the Company holds a majority equity interest. The Company determined that Atlas is a variable interest entity ("VIE") and a related party. While the Company does own more than 50% of Atlas, the Company does not have the power to direct the activities that most significantly impact Atlas, including obtaining control of the board of directors, and therefore, has determined that the Company is not the primary beneficiary. For additional information related to Atlas see Note 19 - Equity Investments - *Variable Interest Entities,* below.

In May 2025, we entered into a joint venture agreement with Global Advanced Packaging Test Limited to acquire a 43% interest in and joint control of ATX, a Malaysian private limited liability company, with the purpose of building synergies related to testing and packaging.

We consider our relationships with Keylink, Nuvoton, JCP, Atlas, and ATX to be mutually beneficial and plan to continue these strategic alliances.

The Audit Committee of our Board of Directors reviews all related party transactions for potential conflict of interest situations on an ongoing basis. We believe that all related party transactions are on terms no less favorable to us than would be obtained from unaffiliated third parties.

OTHER INFORMATION

We were incorporated in 1959 in California and reincorporated in Delaware in 1968.

SEASONALITY

Historically, our net sales have been affected by the cyclical nature of the semiconductor industry, whereby typically the fourth quarter is the quarter of the calendar year with the smallest revenue. In addition, our net sales have been subject to some additional seasonal variation with weaker net sales in the first quarter.

AVAILABLE INFORMATION

Our website address is https://www.diodes.com. We make available, free of charge through our website, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, proxy statements, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities and Exchange Commission (the “SEC”).

The SEC maintains an Internet site (https://www.sec.gov) that contains reports, proxy and information statements, and other information regarding issuers that file with the SEC.

Our website also provides investors access to financial and corporate governance information including our corporate governance guidelines, Code of Business Conduct, whistleblower hotline, and press releases. The contents of our website and any other information accessible through our website are not incorporated by reference into this Annual Report on Form 10-K.

Cautionary Statement for Purposes of the “Safe Harbor” Provision of the Private Securities Litigation Reform Act of 1995

Many of the statements included in this Annual Report on Form 10-K contain forward-looking statements and forward-looking information relating to the Company. We generally identify forward-looking statements by the use of terminology such as “may,” “will,” “could,” “should,” “potential,” “continue,” “expect,” “intend,” “plan,” “estimate,” “anticipate,” “believe,” “project,” or similar phrases or the negatives of such terms. We base these statements on our management’s beliefs as well as assumptions we made using information currently available to us. Such statements are subject to risks, uncertainties and assumptions, including those identified in the “Risk Factors” section of this Annual Report and the “Risk Factors” section of other documents we file with the SEC, as well as other matters not yet known to us or not currently considered material by us. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. Given these risks and uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements. Forward-looking statements do not guarantee future performance and should not be considered as statements of fact.

You should not unduly rely on these forward-looking statements, which speak only as of the date of this Annual Report on Form 10-K. Unless required by law, we undertake no obligation to publicly update or revise any forward-looking statements to reflect new information or future events or otherwise. The Private Securities Litigation Reform Act of 1995 (the “Act”) provides certain “safe harbor” provisions for forward-looking statements. All forward-looking statements, set forth in this Annual Report on Form 10-K, are made pursuant to the Act.

Item 1A. Risk Factors.

Investing in our Common Stock involves a high degree of risk. You should carefully consider the following risks and other information in this Annual Report before you make any trading decisions regarding our Common Stock. Our business, financial condition, or operating results may suffer if any of the following risks are realized. Additional risks and uncertainties not currently known to us may also adversely affect our business, financial condition, or operating results. If any of these risks or uncertainties occurs, the trading price of our Common Stock could decline and you could lose part or all of your investment.

Summary

RISKS RELATED TO OUR BUSINESS

The impact of tariffs assessed or contemplated to be assessed by various governments could have a material adverse effect on our business, financial condition, and results of operations.

The impact of pandemics may have a material adverse effect on our business, financial condition, and results of operations.

During times of difficult market conditions, our fixed costs combined with lower net sales and lower profit margins may have a negative impact on our business, operating results, and financial condition.

Downturns in the highly cyclical semiconductor industry or changes in end-market demand could adversely affect our operating results and financial condition.

The semiconductor business is highly competitive, and increased competition may harm our business, operating results, and financial condition.

Delays in initiation of production at facilities due to implementing new production techniques or resolving problems associated with technical equipment malfunctions could adversely affect our manufacturing efficiencies, operating results, and financial condition.

We are and will continue to be under continuous pressure from our customers and competitors to reduce the price of our products, which could adversely affect our growth and profit margins.

Our customers may require our products to undergo a lengthy and expensive qualification process without any assurance of product sales and may audit our operations from time to time. A failure to qualify a product or a negative audit finding could adversely affect our net sales, operating results, and financial condition.

Our customer orders are subject to cancellation or modification usually with no penalty. High volumes of order cancellation or reduction in quantities ordered could adversely affect our net sales, operating results, and financial condition.

Production at our manufacturing facilities could be disrupted for a variety of reasons, including natural disasters and other extraordinary events, which could prevent us from producing enough of our products to maintain our sales and satisfy our customers' demands and could adversely affect our operating results and financial condition.

New technologies could result in the development of new products by our competitors and a decrease in demand for our products, and we may not be able to develop new products to satisfy changes in demand, which would adversely affect our net sales, market share, operating results, and financial condition.

We may be subject to claims of infringement of third-party intellectual property rights or demands that we license third-party technology, which could result in significant expense, reduction in our intellectual property rights and a negative impact on our business, operating results, and financial condition.

We depend on third-party suppliers for timely deliveries of raw materials, manufacturing services, product and process development, parts, and equipment, as well as finished products from other manufacturers, and our reputation with customers, operating results, and financial condition could be adversely affected if we are unable to obtain adequate supplies in a timely manner.

A significant part of our growth strategy involves acquiring companies and businesses. We may be unable to identify suitable acquisition candidates or consummate desired acquisitions and, if we do make any acquisitions, we may be unable to successfully integrate any acquired companies with our operations, which could adversely affect our business, operating results, and financial condition.

We are subject to many environmental laws and regulations that could result in significant expenses and could adversely affect our business, operating results, and financial condition.

We may incur additional costs and face emerging risks associated with environmental, social and governance ("ESG") factors impacting our operations.

Our products, or products we purchase from third parties for resale, may be found to be defective and, as a result, warranty claims and product liability claims may be asserted against us and we may not have recourse against our suppliers, which may harm our business, reputation with our customers, operating results, and financial condition.

We may fail to attract or retain the qualified technical, sales, marketing, finance, and management/executive personnel required to operate our business successfully, which could adversely affect our business, operating results, and financial condition.

We may not be able to achieve future growth, and any such growth may place a strain on our management and on our systems and resources, which could adversely affect our business, operating results, and financial condition.

Obsolete inventories as a result of changes in demand for our products and change in life cycles of our products could adversely affect our business, operating results, and financial condition.

If our direct sales customers or our distributors' customers do not design our products into their applications, our net sales may be adversely affected.

We are subject to interest rate risk that could have an adverse effect on our cost of working capital and interest expenses, which could adversely affect our business, operating results, and financial condition.

Our hedging strategies may not be successful in mitigating our risks associated with interest rates or foreign exchange exposure or our counterparties might not perform as agreed.

We may have a significant amount of debt with various financial institutions worldwide. Any indebtedness could adversely affect our business, operating results, financial condition, and our ability to meet payment obligations under such debt.

Restrictions in our credit facilities may limit our business and financial activities, including our ability to obtain additional capital in the future.

Our business benefits from certain Chinese government incentives. Expiration of, or changes to, these incentives could adversely affect our operating results and financial condition.

We operate a global business through numerous foreign subsidiaries, and there is a risk that tax authorities will challenge our transfer pricing methodologies or legal entity structures, which could adversely affect our operating results and financial condition.

Certain of our employees in the U.K. participate in a company-sponsored defined benefit plan which subjects the Company to risks associated with the estimates and assumptions used in calculating expense and funding requirements recorded in the Company's consolidated financial statements. Inaccuracies or changes in these estimates could require material changes in the expense and funding required.

Compliance with government regulations and customer demands regarding the use of "conflict minerals" may result in increased costs and may have a negative impact on our business, operating results, and financial condition.

If we fail to maintain an effective system of internal controls or discover material weaknesses in our internal control over financial reporting, we may not be able to report our financial results accurately or detect fraud, which could harm our business and the trading price of our Common Stock.

RISKS RELATED TO OUR INTERNATIONAL OPERATIONS

Our international operations subject us to risks that could adversely affect our operations.

A slowdown in the Chinese economy could limit the growth in demand for electronic devices containing our products, which would have a material adverse effect on our business, operating results, and prospects.

Economic regulation in China could materially and adversely affect our business, operating results, and prospects.

We could be adversely affected by violations of the United States' Foreign Corrupt Practices Act, the U.K.'s Bribery Act 2010, China's anti-corruption campaign and similar worldwide anti-bribery laws.

We are subject to foreign currency risk as a result of our international operations.

China is experiencing rapid social, political and economic change, which has increased labor costs and other related costs that could make doing business in China less advantageous than in prior years. Increased labor costs in China could adversely affect our business, operating results, and financial condition.

We may not continue to receive preferential tax treatment in Asia, thereby increasing our income tax expense and reducing our net income.

The distribution of any earnings of certain foreign subsidiaries may be subject to foreign income taxes, thus reducing our net income.

We could be adversely affected by the compromise or theft of our technology, know-how, data, or intellectual property or a requirement that we yield rights in technology, know-how, data stored in foreign jurisdictions, or intellectual property that we use in such foreign jurisdictions.

RISKS RELATED TO OUR COMMON STOCK

Variations in our quarterly operating results may cause our stock price to be volatile.

We may enter into future acquisitions and take certain actions in connection with such acquisitions that could adversely affect the price of our Common Stock.

Anti-takeover effects of certain provisions of Delaware law and our Certificate of Incorporation and Bylaws, may hinder a take-over attempt.

GENERAL RISK FACTORS

The continued hostilities between Ukraine and Russia could negatively impact our business.

The success of our business depends on the strength of the global economy and the stability of the financial markets, and any weaknesses in these areas may have a material adverse effect on our net sales, operating results, and financial condition.

We may be adversely affected by any disruption in our information technology systems, which could adversely affect our cash flows, operating results, and financial condition.

Terrorist attacks, or threats or occurrences of other terrorist activities, whether in the U.S. or internationally, may affect the markets in which our Common Stock trades, the markets in which we operate and our operating results and financial condition.

System security risks, data protection breaches, cyber-attacks and other related cybersecurity issues could disrupt our internal operations, and any such disruption could reduce our expected net sales, increase our expenses, damage our reputation, and adversely affect our stock price.

RISKS RELATED TO OUR BUSINESS

The impact of tariffs assessed or contemplated to be assessed by various governments could have a material adverse effect on our business, financial condition, and results of operations.

The imposition of tariffs and other trade barriers by government authorities on imported goods, including raw materials and components essential to our manufacturing processes, could have significant adverse effects on our business, financial condition, and results of operations. These tariffs may disrupt our supply chain, increase our production costs, and reduce our competitiveness in the global market.

Tariffs could cause delays and disruptions in our supply chain, as suppliers face increased costs and logistical challenges, which could result in delays in product delivery and increased inventory costs. Tariffs on imported raw materials and components could lead to higher production costs that we are unable to pass on to customers, negatively affecting our margins. Any attempts by us to pass on these increased costs to our customers through higher prices for our products may lead to reduced demand from our customers, adversely affecting our sales and market share. Additionally, tariffs may place us at a competitive disadvantage compared to foreign competitors who are not subject to similar trade barriers, which could impact our ability to compete effectively in the global market. The impact of tariffs can create economic uncertainty, which may negatively affect our customers' purchasing decisions and overall market conditions.

We are actively monitoring changes in trade policies and tariffs and are implementing measures to mitigate these risks where feasible. Nevertheless, we cannot guarantee the success of these efforts, and the imposition of tariffs may significantly impact our business, financial condition, and results of operations.

The impact of pandemics may have a material adverse effect on our business, financial condition, and results of operations.

National, state, and local governments have responded to pandemics in a variety of ways including by declaring states of emergency, restricting people from gathering in groups or interacting within a certain physical distance (*i.e.*, social distancing), ordering businesses to close or limit operations and ordering people to stay at home (*i.e.*, shelter in place), and imposing travel restrictions (including quarantine requirements).

Given these governmental actions, there is no assurance that we will be permitted to operate under every current or future government order or other restriction and in every location where we maintain operations. Any long-term limitations on, or long-term closures of, our manufacturing facilities in the U.S., Asia, or Europe would have a negative adverse impact on our ability to manufacture, sell, and ship products and service customers and would have a material adverse impact on our business, financial condition, and results of operations.

During times of difficult market conditions, our fixed costs combined with lower net sales and lower profit margins may have a negative impact on our business, operating results, and financial condition.

The semiconductor industry is characterized by high fixed costs. Notwithstanding our utilization of third-party manufacturing capacity, most of our production requirements are met by our own manufacturing facilities. In difficult economic environments, we could be faced with a decline in the utilization rates of our manufacturing facilities due to decreases in product demand. During such periods, the costs associated with this excess capacity are expensed immediately and not capitalized into inventory, and we generally experience lower gross margins. The market conditions in the future may adversely affect our utilization rates and consequently our future gross margins and this, in turn, could have a material negative impact on our business, operating results, and financial condition.

Downturns in the highly cyclical semiconductor industry or changes in end-market demand could adversely affect our operating results and financial condition.

The semiconductor industry is highly cyclical, and periodically experiences significant economic downturns characterized by diminished product demand, production overcapacity and excess inventory, which can result in rapid erosion in average selling prices and significant net sales declines, which may harm our operating results and financial condition.

In addition, we operate in a few narrow markets of the semiconductor market and, as a result, cyclical fluctuations may affect these segments to a greater extent than they affect the broader semiconductor market. This may cause us to experience greater fluctuations in our operating results and financial condition than some of our broad line semiconductor competitors. In addition, we may experience significant changes in our profitability as a result of variations in sales, changes in product mix, changes in end-user markets, and the costs associated with the introduction of new products. The markets for our products depend on continued demand in the industrial, automotive, computing, communications, and consumer sectors. These end-user markets also tend to be cyclical and may also experience changes in demand that could adversely affect our operating results and financial condition.

The semiconductor business is highly competitive, and increased competition may harm our business, operating results, and financial condition.

The semiconductor industry in which we operate is highly competitive. We expect intensified competition from existing competitors and new entrants. Competition is based on price, product performance, product availability, quality, reliability, technological innovation, and customer service. We compete in various markets with companies of various sizes, many of which are larger and have greater resources or capabilities as it relates to financial, marketing, distribution, brand name recognition, research and development, manufacturing, and other resources than we have. As a result, they may be better able to develop new products, market their products, pursue acquisition candidates, and withstand adverse economic or market conditions. Most of our current major competitors are broad line semiconductor manufacturers who often have a wider range of product types and technologies than we do. In addition, companies not currently in direct competition with us may introduce competing products in the future. Some of our current major competitors are Infineon Technologies A.G., Epson, Kyrocera, Nexperia, NXP Semiconductors N.V., ON Semiconductor Corporation, Renesas Electronics Corporation, Texas Instruments, and Vishay Intertechnology, Inc. We may not be able to compete successfully in the future, and competitive pressures may harm our business, operating results, and financial condition.

Delays in initiation of production at facilities due to implementing new production techniques or resolving problems associated with technical equipment malfunctions could adversely affect our manufacturing efficiencies, operating results, and financial condition.

Our manufacturing efficiency has been and will be an important factor in our future profitability, and we may not be able to maintain or increase our manufacturing efficiency. Our manufacturing and testing processes are complex, require advanced and costly equipment, and are continually being modified in our efforts to improve product performance and cost. Difficulties in the manufacturing process can lower yields. Technical or other problems could lead to production delays, order cancellations, and lost net sales. In addition, any problems in achieving acceptable yields, construction delays, or other problems in upgrading or expanding existing facilities, building new facilities, bringing new manufacturing capacity to full production, or changing our process technologies could also result in capacity constraints, production delays, and a loss of future net sales and customers. Our operating results also could be adversely affected by any increase in fixed costs and operating expenses related to increases in production capacity if net sales do not increase proportionately, or in the event of a decline in demand for our products. Any disruption at any of our wafer fabrication facilities or assembly and test facilities could have a material adverse effect on our manufacturing efficiencies, operating results, and financial condition.

We are and will continue to be under continuous pressure from our customers and competitors to reduce the price of our products, which could adversely affect our growth and profit margins.

Prices for our products tend to decrease over their life cycle. There is substantial and continuing pressure from customers to reduce the total cost of purchasing our products. To remain competitive and retain our customers and gain new ones, we must continue to reduce our costs through design, product, and manufacturing improvements. We must also strive to minimize our customers' shipping and inventory financing costs and to meet their other goals for rationalization of supply and production. Our net sales growth and profit margins will suffer if we cannot effectively continue to reduce our costs and keep our product prices competitive.

Our customers may require our products to undergo a lengthy and expensive qualification process without any assurance of product sales and may audit our operations from time to time. A failure to qualify a product or a negative audit finding could adversely affect our net sales, operating results and financial condition.

Prior to purchasing our products, our customers may require our products to undergo an extensive qualification process, which involves rigorous reliability testing. This qualification process may continue for six months or longer. However, qualification of a product by a customer does not ensure any sales of the product to that customer. In addition, we are focusing more on the automotive and industrial markets. These markets, automotive in particular, require higher quality standards. Although we are working to ensure our organization and products meet the more rigorous quality standards, there can be no assurances we will succeed. Even after successful qualification and sales of a product to a customer, a subsequent revision to the product, changes in the product's manufacturing process or the selection of a new supplier by us may require a requalification process, which may result in delayed net sales, foregone sales and excess or obsolete inventory. After our products are qualified, it can take an additional six months or more before the customer commences volume production of components or devices that incorporate our products. Despite these uncertainties, we devote substantial resources, including design, engineering, sales, marketing, and management efforts, toward qualifying our products with customers in anticipation of sales. If we are unsuccessful or delayed in qualifying any of our products with a customer, such failure or delay would preclude or delay sales of such product to the customer, which may adversely affect our net sales, operating results, and financial condition.

In addition, from time to time, our customers may audit of our records, product manufacturing, qualification, and packaging processes, business practices, and other related items to verify that we have complied with our business obligations, standard processes and procedures, product specifications, and governing laws and regulations related to our business practices, and performed in accordance with the agreed terms and conditions of our business agreements. If the audit shows any deficiency in any of these categories, our customers may require us to implement extensive protocols to remedy the deficiency, assess us significant penalties, refuse shipments of our products, return existing inventory, cancel orders, or terminate our business relationship, each of which will adversely affect our net sales, operating results, and financial condition.

Our customer orders are subject to cancellation or modification usually with no penalty. High volumes of order cancellation or reduction in quantities ordered could adversely affect our net sales, operating results, and financial condition.

All of our customer orders are subject to cancellation or modification, usually with no penalty to the customer. Orders are generally made on a purchase order basis, rather than pursuant to long-term supply contracts, and are booked from immediate delivery to twelve months or more in advance of delivery. The rate of booking new orders can vary significantly from month to month. We, and the semiconductor industry as a whole, are experiencing a trend towards shorter customer-requested lead times, which is the amount of time between the date a customer places an order and the date the customer requires shipment. Furthermore, our industry is subject to rapid changes in customer outlook and periods of excess inventory due to changes in demand in the end-markets our industry serves. As a result, many of our purchase orders are revised, and may be cancelled, with little or no penalty and with little or no notice. However, we must still commit production and other resources to fulfilling these purchase orders even though they may ultimately be cancelled. If a significant number of purchase orders are cancelled or product quantities ordered are reduced, and we are unable to timely generate replacement orders, we may build up excess inventory and our net sales, operating results, and financial condition may suffer.

Production at our manufacturing facilities could be disrupted for a variety of reasons, including natural disasters and other extraordinary events, which could prevent us from producing enough of our products to maintain our sales and satisfy our customers' demands and could adversely affect our operating results and financial condition.

A disruption in production at our manufacturing facilities could have a material adverse effect on our business. Disruptions could occur for many reasons, including fire, floods, hurricanes, typhoons, droughts, tsunamis, volcanoes, earthquakes, disease or other similar natural disasters, unplanned maintenance or other manufacturing problems, labor shortages, power outages or shortages, telecommunications failures, strikes, transportation interruption, government regulation, terrorism or other extraordinary events, including pandemics and epidemics (such as the outbreak of the COVID-19 virus or human metapneumovirus), and related travel restrictions. Such disruptions may cause direct injury or damage to our employees and property and related internal controls with significant indirect consequences. Alternative facilities with sufficient capacity or capabilities may not be available, may cost substantially more or may take a significant time to start production, each of which could negatively affect our business and financial performance. If one of our key manufacturing facilities is unable to produce our products for an extended period of time, our sales may be reduced by the shortfall caused by the disruption, and we may not be able to meet our customers' needs, which could cause our customers to seek other suppliers. Such disruptions could have an adverse effect on our operating results and financial condition.

New technologies could result in the development of new products by our competitors and a decrease in demand for our products, and we may not be able to develop new products to satisfy changes in demand, which would adversely affect our net sales, market share, operating results, and financial condition.

Our product range and new product development program are focused on low pin count semiconductor devices with one or more active or passive components. Our failure to develop new technologies, or anticipate or react to changes in existing technologies, either within or outside of the semiconductor market, could materially delay development of new products, which could result in a decrease in our net sales and a loss of market share. The semiconductor industry is characterized by rapidly changing technologies and industry standards, together with frequent new product introductions. Our financial performance depends on our ability to design, develop, manufacture, assemble, test, market, and support new products and product enhancements on a timely and cost-effective basis. We may not successfully identify new product opportunities or develop and bring new products to market or succeed in selling them into new customer applications in a timely and cost-effective manner.

Products or technologies developed by other companies may render our products or technologies obsolete or noncompetitive, and since we operate primarily in a narrow segment of the broader semiconductor industry, this may have a greater effect on us than it would if we were a broad-line semiconductor supplier with a wider range of product types and technologies. Many of our competitors are larger and more established international companies with greater engineering and research and development resources than us. Our failure to identify or capitalize on any fundamental shifts in technologies in our product markets, relative to our competitors, could harm our business, have a material adverse effect on our competitive position within our industry and harm our relationships with our customers. In addition, to remain competitive, we must continue to reduce package sizes, improve manufacturing costs and expand our sales. We may not be able to accomplish these goals, which would adversely affect our net sales, market share, operating results, and financial condition.

We may be subject to claims of infringement of third-party intellectual property rights or demands that we license third-party technology, which could result in significant expense, reduction in our intellectual property rights, and a negative impact on our business, operating results, and financial condition.

The semiconductor industry is characterized by vigorous protection and pursuit of intellectual property rights. From time to time, third parties have asserted, and may in the future assert, patent, copyright, trademark, and other intellectual property rights to technology that is important to our business and have demanded, and may in the future demand, that we license their patents and technology. Any litigation to determine the validity of allegations that our products infringe or may infringe these rights, including claims arising through our contractual indemnification of our customers, or claims challenging the validity of our patents, regardless of its merit or resolution, could be costly and divert the efforts and attention of our management and technical personnel. We may not prevail in litigation given the complex technical issues and inherent uncertainties in intellectual property litigation. If litigation results in an adverse ruling, we could be required to:

- pay substantial damages for past, present, and future use of the infringing technology;
- cease manufacture, use, or sale of infringing products;
- discontinue the use of infringing technology;
- expend significant resources to develop non-infringing technology;
- pay substantial damages to our customers or end-users to discontinue use or replace infringing technology with non-infringing technology;
- license technology from the third party claiming infringement, which license may not be available on commercially reasonable terms, or at all; or
- relinquish intellectual property rights associated with one or more of our patent claims, if such claims are held invalid or otherwise unenforceable.

We depend on third-party suppliers for timely deliveries of raw materials, manufacturing services, product and process development, parts, and equipment, as well as finished products from other manufacturers, and our reputation with customers, operating results, and financial condition could be adversely affected if we are unable to obtain adequate supplies in a timely manner.

Our manufacturing operations depend upon obtaining adequate supplies of raw materials, manufacturing services, product and process development, parts, and equipment on a timely basis from third parties. In some instances, a supplier may be our sole-source supplier. Any interruption in, or change in the cost or quality of, the supply of raw materials, manufacturing services, product and process development, parts or equipment needed to manufacture our products could adversely affect our reputation with customers, operating results and financial condition.

In addition, we sell finished products from other manufacturers. Our business could also be adversely affected if there are quality problems with the finished products we sell. From time to time, various suppliers may extend lead-times, limit supplies, or increase prices due to capacity constraints or other factors. We have no long-term purchase contracts with any of these manufacturers and, therefore, have no contractual assurances of continued supply, pricing, or access to finished products that we sell, and any such manufacturer could discontinue supplying to us at any time. Additionally, some of our suppliers of finished products or wafers compete directly with us and may, in the future, choose not to supply products to us.

A significant part of our growth strategy involves acquiring companies and businesses. We may be unable to identify suitable acquisition candidates or consummate desired acquisitions and, if we do make any acquisitions, we may be unable to successfully integrate any acquired companies with our operations, which could adversely affect our business, operating results, and financial condition.

A significant part of our growth strategy involves acquiring companies and businesses. We may be unsuccessful in identifying suitable acquisition candidates, or we may be unable to consummate a desired acquisition. To the extent we do make acquisitions, if we are unsuccessful in integrating these companies or businesses or their operations or product lines with our operations, or if integration is more difficult than anticipated, we may experience disruptions that could have a material adverse effect on our business, operating results, and financial condition. In addition, we may not realize all of the benefits we anticipate from any such acquisitions. Some of the risks that may affect our ability to integrate or realize any anticipated benefits from acquisitions that we may make include those associated with:

- higher than anticipated acquisition costs and expenses;
- use a significant portion of our cash and incur additional debt;
- issue equity securities, which would dilute current stockholders' percentage ownership;
- incur or assume contingent liabilities, known or unknown;
- incur amortization expenses related to intangibles;
- incur large, immediate accounting write-offs;
- incur substantial expense and diversion of management attention, regardless of the success of the acquisition;
- create goodwill and other intangible assets that may require impairment charges in the future;
- unexpected losses of key employees or customers of the acquired companies or businesses;
- delays in obtaining customer qualification of acquired facilities;
- bringing the acquired company's standards and processes, including disclosure controls and procedures and internal control over financial reporting, into conformance with our operations;
- coordinating our new product and process development;
- hiring additional management and other critical personnel;
- increasing the scope, geographic diversity and complexity of our operations;
- difficulties in consolidating facilities and transferring processes and know-how;
- difficulties in reducing costs of the acquired entity's business; and
- adverse effects on existing business relationships with customers.

We may ultimately not be successful in overcoming these risks or any other problems encountered in connection with acquisitions.

We are subject to many environmental laws and regulations that could result in significant expenses and could adversely affect our business, operating results, and financial condition.

We are subject to a variety of U.S. federal, state, local, and foreign governmental laws, rules, and regulations related to the use, storage, handling, discharge, or disposal of certain toxic, volatile, or otherwise hazardous chemicals used in manufacturing our products throughout the world. Any of these regulations could require us to acquire equipment or to incur substantial other expenses to comply with environmental regulations. Any failure to comply with present or future environmental laws, rules and regulations could result in fines, suspension of production or cessation of operations, any of which could have a material adverse effect on our business, operating results, and financial condition.

We may incur additional costs and face emerging risks associated with environmental, social, and governance ("ESG") factors impacting our operations.

Stakeholders such as investors, employees, and the communities in which we operate have increased their focus on our ESG and sustainability related activities, specifically in the corporate, social, and environmental responsibility ("CSER") areas. Some investors and customers may use our ESG and sustainability related information as well as third party ESG ratings and metrics to guide their investment strategies and product purchases. If our ESG or CSER policies and practices are perceived to be inadequate, we could face reputational damages or loss of sales and our financial results may be adversely affected.

Our products, or products we purchase from third parties for resale, may be found to be defective and, as a result, warranty claims and product liability claims may be asserted against us and we may not have recourse against our suppliers, which may harm our business, reputation with our customers, operating results, and financial condition.

Our products, or products we purchase from third parties for resale, are typically sold at prices that are an insignificant portion of the overall value of the equipment or other goods in which they are incorporated. Since a defect or failure in our products could give rise to failures in the end-products that incorporate them (and consequential claims for damages against our customers from their customers), we may face claims for damages that are disproportionate to the net sales and profits we receive from the products involved and we may not have recourse against our suppliers. Even in cases where we do not believe we have legal liability for such claims, we may choose to pay for them to retain a customer's business or goodwill or to settle claims to avoid protracted litigation. Our operating results and business could be adversely affected as a result of a significant quality or performance issue in our products, if we are required or choose to pay for the damages that result. We may choose not to carry liability insurance, may not have sufficient insurance coverage, or may not have sufficient resources, to satisfy all possible warranty claims and product liability claims. In addition, any perception that our products are defective would likely result in reduced sales of our products, loss of customers and harm to our business, reputation, operating results, and financial condition.

We may fail to attract or retain the qualified technical, sales, marketing, finance and management/executive personnel required to operate our business successfully, which could adversely affect our business, operating results, and financial condition.

Our future success depends, in part, upon our ability to attract and retain highly qualified technical, sales, marketing, finance, and managerial personnel. Personnel with the necessary expertise are scarce and competition for personnel with these skills is intense. We may not be able to retain existing key technical, sales, marketing, finance, and managerial employees or be successful in attracting, assimilating or retaining other highly qualified technical, sales, marketing, finance, and managerial/executive personnel in the future. For example, we have faced, and continue to face, intense competition for qualified technical and other personnel in China, where our assembly and test facilities are located. A number of U.S. and multi-national corporations, both in the semiconductor industry and in other industries, have recently established and are continuing to establish factories and plants in China, and the competition for qualified personnel has increased significantly as a result. If we are unable to retain existing key employees or are unsuccessful in attracting new highly qualified employees, our business, operating results, and financial condition could be materially and adversely affected.

We may not be able to achieve future growth, and any such growth may place a strain on our management and on our systems and resources, which could adversely affect our business, operating results, and financial condition.

Our ability to successfully grow our business requires effective planning and management. Our past growth, and our targeted future growth, may place a significant strain on our management and on our systems and resources, including our financial and managerial controls, reporting systems, and procedures. In addition, we will need to continue to train and manage our workforce worldwide. If we are unable to effectively plan and manage our growth effectively, our business and prospects will be harmed and we will not be able to maintain our profitable growth, which could adversely affect our business, operating results, and financial condition.

Obsolete inventories as a result of changes in demand for our products and change in life cycles of our products could adversely affect our business, operating results, and financial condition.

The life cycles of some of our products depend heavily upon the life cycles of the end-products into which our products are designed. End-market products with short life cycles require us to manage closely our production and inventory levels. Inventory may also become obsolete because of adverse changes in end-market demand. We may in the future be adversely affected by obsolete or excess inventories, which may result from unanticipated changes in the estimated total demand for our products or the estimated life cycles of the end-products into which our products are designed. In addition, some customers restrict how far back the date of manufacture for our products can be and certain customers may stop ordering products from us and go out of business due to adverse economic conditions; therefore, some of our product inventory may become obsolete and, thus, adversely affect our business, operating results, and financial condition.

If our direct sales customers or our distributors' customers do not design our products into their applications, our net sales may be adversely affected.

We expect an increasingly significant portion of net sales will come from products we design specifically for our customers. However, we may be unable to achieve these design wins. In addition, a design win from a customer does not guarantee future sales to that customer.

We are subject to interest rate risk that could have an adverse effect on our cost of working capital and interest expenses, which could adversely affect our business, operating results, and financial condition.

We currently have a floating rate debt that is subject to interest rate changes. See "Liquidity and Capital Resources" below and Note 8 of "Notes to Consolidated Financial Statements" of this Annual Report for additional information. A rise in interest rates could have an adverse impact upon our cost of working capital and our interest expense. Based on our debt balances at December 31, 2025, an increase or decrease in interest rates by 1.0% for the year on our long-term debt would increase or decrease our annual interest rate expense by approximately $0.6 million.

Our hedging strategies may not be successful in mitigating our risks associated with interest rates or foreign exchange exposure or our counterparties might not perform as agreed.

We use interest rate swaps and foreign exchange forward contracts to provide a level of protection against interest rate risks and foreign exchange exposure, but no hedging strategy can protect us completely. The nature and timing of hedging transactions influence the effectiveness of these strategies. Poorly designed strategies, improperly executed and documented transactions, or inaccurate assumptions could actually increase our risks and losses. In addition, hedging strategies involve transaction and other costs. The hedging strategies and the derivatives that we use may not be able to adequately offset the risks of interest rate volatility and our hedging transactions may result in or magnify losses. Furthermore, interest rate and foreign exchange derivatives may not be available on favorable terms or at all, particularly during economic downturns. Any of the foregoing risks could adversely affect our business, financial condition, and results of operations. We are exposed to counterparty credit risk in the event of non-performance by counterparties to the interest rate swaps and foreign exchange contracts.

We may have a significant amount of debt with various financial institutions worldwide. Any indebtedness could adversely affect our business, operating results, financial condition, and our ability to meet payment obligations under such debt.

We may have a significant amount of debt and substantial debt service requirements on our borrowings, including our credit facilities with various financial institutions worldwide. As of December 31, 2025, $25.7 million in long-term debt was outstanding. In addition we have short-term foreign credit facilities with borrowing capacities of approximately $150.3 million with an unused amount of $119.6 million.

Our outstanding debt could have significant consequences on our future operations, including:

- making it more difficult for us to meet our payment and other obligations under our outstanding debt agreements;
- resulting in one or more events of default if we fail to comply with the financial and other restrictive covenants contained in our debt agreements, which events of default could result in all of our debt becoming immediately due and payable and, in the case of an event of default under our secured debt could permit the lenders to foreclose on our assets securing that debt;
- reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions, and other general corporate purposes, and limiting our ability to obtain additional financing for these purposes;
- subjecting us to the risks of increased sensitivity to interest rate increases on our indebtedness with variable interest rates;
- limiting our flexibility in planning for, reacting to, and increasing our vulnerability to, changes in our business, the industry in which we operate, and the general economy; and
- placing us at a competitive disadvantage compared to our competitors that have less debt or are less leveraged.

Any of the above-listed factors could have an adverse effect on our business, operating results, financial condition, and our ability to meet our payment obligations under our debt agreements.

Restrictions in our credit facilities may limit our business and financial activities, including our ability to obtain additional capital in the future.

Our U.S. credit facility contains covenants imposing various restrictions on our business and financial activities. These restrictions may affect our ability to operate our business and undertake certain financial activities and may limit our ability to take advantage of potential business or financial opportunities as they arise. The restrictions these covenants place on us include limitations on our ability to incur liens, incur indebtedness, make investments, dissolve or merge or consolidate with or into another entity, dispose of certain property, make restricted payments (including dividends and share repurchases), issue or sell equity interests, engage in different material lines of business, conduct related party transactions, enter into certain burdensome contractual obligations, and use proceeds from our credit facility to purchase or carry margin stock or to extend credit to others for the same purpose. Our U.S. credit facility also requires us to meet certain financial ratios, including a minimum consolidated fixed charge coverage ratio and a maximum consolidated leverage ratio.

Our ability to comply with the U.S. credit facility may be affected by events beyond our control, including prevailing economic, financial, and industry conditions. The breach of any of these covenants or restrictions could result in an event of default under the facility. An event of default under the facility would permit the lenders under the facility to declare all amounts owed under such facility to be immediately due and payable in full. Upon acceleration of our indebtedness, we may be unable to repay the accelerated amount of principal and interest on the credit facilities that would then be due. See "Management's Discussion and Analysis of Financial Condition and Results of Operations – Financial Condition-Debt instruments" in Part II, Item 7 of this Annual Report for additional information.

Our business benefits from certain Chinese government incentives. Expiration of, or changes to, these incentives could adversely affect our operating results and financial condition.

The Chinese government has provided various incentives to technology companies to encourage development of the high-tech industry. We have three manufacturing facilities located in China that were approved for High and New Technology Enterprise ("HNTE") status for the tax years 2024-2026 and one manufacturing facility approved for the tax years 2025-2027. As a result, we are entitled to a preferential enterprise income tax rate of 15% and other measures so long as our manufacturing facilities continue to maintain their HNTE status. If we were to no longer meet the HNTE requirements, our statutory tax rate for our approved China facilities would increase to 25% for any period in which an audit shows we were not compliant, which could adversely affect our operating results and financial condition. The Company expects to continue to meet HNTE requirements in future years. HNTE qualification requires, but is not limited to, metrics based on China research and development expenditures as well as research and development headcount and overall college-degreed headcount. Any prior years that have already been approved are subject to audit requirements.

We have qualified for tax incentives offered in the Go West Initiative ("Go West"), where companies are entitled to a preferential income tax rate of 15% for doing business in western China. If we were to no longer meet the Go West requirements, our statutory tax rate on applicable income would increase to 25%, which could adversely affect our operating results and financial condition.

Exclusive of one-time deferred tax charges of $0.9 million and $1.6 million for the twelve months ended December 31, 2025 and 2024, the impact of tax holidays decreased our tax expense by approximately $1.3 million, $1.1 million, and $0.7 million for the twelve months ended December 31, 2025, 2024, and 2023, respectively. There were no one-time deferred tax charges for the twelve months ended December 31, 2023. Exclusive of the deferred tax charges, the benefit of the tax holidays on basic and diluted earnings per share was $0.03, $0.02, and $0.02 for the twelve months ended December 31, 2025, 2024, and 2023, respectively.

We operate a global business through numerous foreign subsidiaries, and there is a risk that tax authorities will challenge our transfer pricing methodologies or legal entity structures, which could adversely affect our operating results and financial condition.

We conduct operations worldwide through our foreign subsidiaries and are, therefore, subject to complex transfer pricing regulations in the jurisdictions in which we operate. Transfer pricing regulations generally require that, for tax purposes, transactions between related parties be priced on a basis that would be comparable to an arm's length transaction between unrelated parties. There is uncertainty and inherent subjectivity in complying with these rules. To the extent that any foreign tax authorities disagree with our transfer pricing policies, we could become subject to significant tax liabilities and penalties. Based on our current knowledge and probability assessment of potential outcomes, we believe that we have provided for all tax exposures. However, the ultimate outcome of a tax examination could differ materially from our provisions and could have a material adverse effect on our business, financial condition, operating results, and cash flows.

Our legal organizational structure could result in unanticipated unfavorable tax or other consequences which could have a material adverse effect on our financial condition and operational results. In some countries, we maintain multiple entities for tax or other purposes. Changes in tax laws, regulations, future jurisdictional profitability of us and our subsidiaries, and related regulatory interpretations in the countries in which we operate may impact the taxes we pay or tax provision we record, which could have a material adverse effect on our operating results. In addition, any challenges to how our entities are structured or realigned or their business purpose by taxing authorities could result in us becoming subject to significant tax liabilities and penalties which could have a material adverse effect on our business, financial condition, operating results and cash flows.

Certain of our employees in the U.K. participate in a company-sponsored defined benefit plan (the "Plan"), which subjects the Company to risks associated with the estimates and assumptions used in calculating expense and funding requirements recorded in the Company's consolidated financial statements. Inaccuracies or changes in these estimates could require material changes in the expense and funding required.

In accounting for the Plan, we are required to make actuarial assumptions that are used to calculate the earning value of the related assets, where applicable, and liabilities and the amount of expenses to be recorded in our consolidated financial statements. Assumptions include, but are not limited to, the expected return on plan assets, discount rates, and mortality rates. While we believe the underlying assumptions are appropriate, the carrying value of the related assets and liabilities and the actual amount of expenses recorded in the consolidated financial statements could differ materially from the assumptions used.

The Plan's obligation to pay pensions is estimated by using actuarial assumptions. To the extent that the Plan's assets are not sufficient to meet the estimated amount of the Plan's obligations, further funding of the Plan will be required by the Plan's sponsoring employers, Diodes Zetex Limited and Diodes Zetex Semiconductors Limited, over an agreed upon deficit recovery period.

As of December 31, 2025, the benefit obligation of the Plan was approximately $98.6 million and the total assets in the Plan were approximately $97.4 million. Therefore, the Plan was underfunded by approximately $1.2 million. The difference between Plan obligations and assets, or the funded status of the Plan, is a significant factor in determining the net periodic benefit costs of the Plan and the ongoing funding requirements of the Plan.

The Plan's trustees are required to review the funding position every three years. An actuarial valuation was performed as of March 31, 2022, resulting in a deficit of approximately GBP 20 million (approximately $26 million based on a GBP: USD exchange rate of 1:1.3). As a result of this valuation we have agreed to a revised schedule of contributions of GBP 2.0 million (approximately $2.6 million based on a GBP: USD exchange rate of 1:1.3) to be paid annually with effect from January 1, 2023 to address the deficit revealed by the valuation (with the first payment made by December 31, 2023 through December 31, 2028). A final payment of GBP 1.5 million (approximately $2.0 million based on a GBP: USD rate of 1:1.3) will be made by December 31, 2029. These contributions, together with the assumed asset outperformance, are expected to eliminate the deficit by December 31, 2029.

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

Compliance with government regulations and customer demands regarding the use of "conflict minerals" may result in increased costs and may have a negative impact on our business, operating results, and financial condition.

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 imposes disclosure requirements regarding the use of certain minerals, which are mined from the Democratic Republic of Congo and adjoining countries, known as conflict minerals. These requirements affect the pricing, sourcing and availability of minerals used in the manufacture of semiconductor devices (including our products). We are incurring additional costs associated with complying with the disclosure requirements, such as costs related to determining the source of any conflict minerals used in our products. Our supply chain is complex, and we may be unable to verify the origins for all metals used in our products. Customers may demand that the products they purchase be free of conflict minerals. Therefore, we may encounter challenges with our customers and stockholders if we are unable to certify that our products are conflict free. This requirement could affect the sourcing and availability of products we purchase from suppliers. This may reduce the number of suppliers that may be able to provide conflict-free products, and may affect our ability to obtain products in sufficient quantities to meet customer demand or at competitive prices.

If we fail to maintain an effective system of internal controls or discover material weaknesses in our internal control over financial reporting, we may not be able to report our financial results accurately or detect fraud, which could harm our business and the trading price of our Common Stock.

Effective internal controls are necessary for us to produce reliable financial reports and are important in our effort to prevent financial fraud. We are required to periodically evaluate the effectiveness of the design and operation of our internal controls. These evaluations may result in the conclusion that enhancements, modifications, or changes to our internal controls are necessary or desirable. While management evaluates the effectiveness of our internal controls on a regular basis, these controls may not always be effective. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. If we fail to maintain an effective system of internal controls or if management or our independent registered public accounting firm were to discover material weaknesses in our internal controls, we may be unable to produce reliable financial reports or prevent fraud, which could harm our financial condition and operating results, and could result in a loss of investor confidence and a decline in our stock price.

RISKS RELATED TO OUR INTERNATIONAL OPERATIONS

Our international operations subject us to risks that could adversely affect our operations.

The majority of our manufacturing facilities are located in China. For the twelve months ended 2025, 2024, and 2023 our Asian and European subsidiaries represented approximately 68%, 72%, and 68%, respectively, of our net sales. There are risks inherent in doing business internationally, including the following, any of which could cause harm to our business:

- changes in, or impositions of, legislative or regulatory requirements, including income tax or value added tax laws in the U.S. and in the countries in which we manufacture or sell our products;
- compliance with trade or other laws in a variety of jurisdictions;
- trade restrictions, transportation delays, work stoppages, and economic and political instability;

- changes in import/export regulations, tariffs and freight rates, environmental regulations, and land use rights;
- difficulties in collecting receivables and enforcing contracts;
- currency exchange rate fluctuations;
- restrictions on the transfer of funds from foreign subsidiaries to the U.S.;
- the possibility of international conflict, including the ongoing conflict between Ukraine and Russia, and between or among China, the U.K., Germany, Hong Kong, Taiwan, and the U.S.;
- legal, regulatory, political, and cultural differences among the countries in which we do business;
- longer customer payment terms; and
- changes in U.S. or foreign tax regulations.

We believe that our operations are in compliance with all applicable legal and regulatory requirements in all material respects. However, changes in the political environment or government policies in those jurisdictions could result in revisions to laws or regulations or their interpretation and enforcement. In addition, a significant destabilization of relations between or among China, the U.K., Germany, Hong Kong, Taiwan, and the U.S. could result in restrictions on our operations or the sale of our products or the forfeiture of our assets in these jurisdictions.

In addition to the ongoing issues regarding tariffs, China has been stepping up efforts to design and manufacture semiconductors itself rather than buy from U.S. companies, amid fears that sanctions might cripple its high-tech industry. U.S. restrictions on exports to Chinese telecom equipment makers have sharpened Beijing's focus on semiconductor self-sufficiency. China's ministry of finance announced tax breaks "to support the development of integrated circuit design and the software industry," canceling corporate taxes for some domestic Chinese companies for two years. Although the outcome of these efforts is uncertain, the development of such capacity in China would likely have a material adverse effect on our profitability and results of operations.

A slowdown in the Chinese economy could limit the growth in demand for electronic devices containing our products, which would have a material adverse effect on our business, operating results, and prospects.

We believe that an increase in demand in China for electronic devices that include our products will be an important factor in our future growth. Weakness in the Chinese economy could result in a decrease in demand for electronic devices containing our products and, thereby, materially and adversely affect our business, operating results, and prospects.

Economic regulation in China could materially and adversely affect our business, operating results, and prospects.

We have a significant portion of our manufacturing capacity in mainland China. In addition, in 2025 approximately 45% of our total sales were shipped to customers in China. In recent years, the Chinese economy has experienced periods of rapid expansion and wide fluctuations in the rate of inflation. In response to these factors, the Chinese government has, from time to time, adopted measures to regulate growth and contain inflation, including measures designed to restrict credit or control prices. Such actions in the future could increase the cost of doing business in China or decrease the demand for our products in China and, thereby, have a material adverse effect on our business, operating results, and prospects.

We could be adversely affected by violations of the United States' Foreign Corrupt Practices Act, the U.K.'s Bribery Act 2010, China's anti-corruption campaign, and similar worldwide anti-bribery laws.

The United States' Foreign Corrupt Practices Act ("FCPA"), the United Kingdom's Bribery Act 2010 (the "U.K. Bribery Act"), China's anti-corruption campaign, and similar anti-bribery laws in other jurisdictions generally prohibit companies and their intermediaries from making improper payments to government officials for the purpose of obtaining or retaining business. Our policies mandate compliance with these anti-bribery laws. We operate in many parts of the world that may have experienced governmental corruption to some degree and, in certain circumstances, strict compliance with anti-bribery laws may conflict with local customs and practices. We train our staff concerning FCPA, the U.K. Bribery Act, and related anti-bribery laws. We have established procedures and controls to monitor internal and external compliance. There can be no assurance that our internal controls and procedures will protect us from reckless or criminal acts committed by our employees or agents, and we have no third-party attestation to the effectiveness of our internal controls related to fraud and corruption. If we are found to be liable for FCPA, the U.K. Bribery Act, and other anti-bribery law violations (either due to our own acts or inadvertence, or due to the acts or inadvertence of others), we could incur criminal or civil penalties or other sanctions, which could have a material adverse effect on our business and operating results.

We are subject to foreign currency risk as a result of our international operations.

We face exposure to adverse movements in foreign currency exchange rates, principally the Chinese Yuan, the Taiwanese dollar, the Euro, and the British Pound Sterling and, to a lesser extent, the Japanese Yen and the Hong Kong dollar. Our income and expenses are based on a mix of currencies and a decline in one currency relative to the other currencies could adversely affect our operating results. Furthermore, our operating results are reported in U.S. dollars, which is our reporting currency. In the event the U.S. dollar weakens against a foreign currency, we will experience a currency transaction loss, which could adversely affect our operating results. Also, fluctuations in foreign currency exchange rates may have an adverse impact and be increasingly influential to our overall sales, profits and operating results as amounts that are measured in foreign currency are translated back to U.S. dollars for reporting purposes. Our foreign currency risk may change over time as the level of activity in foreign markets grows and could have an adverse impact upon our financial results, especially if the portion of our sales attributable to Europe increases. We have taken, and plan to continue to take, efforts to mitigate some of our foreign currency exposure by entering into foreign exchange hedging agreements with financial institutions to reduce exposures to some of the principal currencies in countries in which we conduct sales, acquire raw materials, build products, and make capital investments, but these efforts may not be successful. In this regard, these hedging agreements do not cover all currencies in which we do business, do not eliminate foreign currency risk entirely for the currencies that they do cover, and involve costs and risks of their own in the form of transaction costs, credit requirements, and counterparty risk.

China is experiencing rapid social, political, and economic change, which has increased labor costs and other related costs that could make doing business in China less advantageous than in prior years. Increased labor costs in China could adversely affect our business, operating results, and financial condition.

Historically, labor in China has been readily available at a lower cost compared to other countries. However, because China is experiencing rapid social, political, and economic change, there can be no assurance that labor will continue to be available in China at costs consistent with historical levels. Any future increase in labor cost in China is likely to be higher than historical and projected amounts and may occur multiple times in any given year. As a result of experiencing such rapid social, political, and economic change, China is also likely to enact new, and/or revise its existing, labor laws and regulations on employee compensation and benefits. These changes in Chinese labor laws and regulations will likely have an adverse effect on product manufacturing costs in China. Furthermore, if China workers go on strike to demand higher wages, our operations could be disrupted. Many of our suppliers are currently dealing with labor shortages in China, which may result in future supply delays and disruptions and may drive a substantial increase in their labor costs that is likely to be shared by us in the form of price increases to us. New or revised government labor laws or regulations, strikes, or labor shortages could cause our product costs to rise and/or could cause manufacturing partners on whom we rely to exit the business. These events could have a material adverse impact on our product availability and quality, which would affect our business, operating results, and financial condition.

We may not continue to receive preferential tax treatment in Asia, thereby increasing our income tax expense and reducing our net income.

As an incentive for establishing our manufacturing subsidiaries in China, we receive preferential tax treatment. Governmental changes in foreign tax law may cause us not to be able to continue receiving these preferential tax treatments in the future, which may cause an increase in our income tax expense, thereby reducing our net income.

The distribution of any earnings of certain foreign subsidiaries may be subject to foreign income taxes, thus reducing our net income.

Our undistributed foreign earnings continue to be indefinitely reinvested in foreign operations, with limited exceptions related to earnings of European and Asian subsidiaries. Any future distributions of foreign earnings will not be subject to additional U.S. income tax, but may be subject to foreign withholding taxes. As of December 31, 2025, we had undistributed earnings from non-U.S. operations of approximately $1.3 billion (including approximately $112.7 million of restricted earnings, which are not available for dividends). Undistributed earnings of our China subsidiaries comprise $449.6 million of this total. Additional Chinese withholding taxes of approximately $49.2 million would be required should the $449.6 million of such earnings be distributed out of China as dividends.

We could be adversely affected by the compromise or theft of our technology, know-how, data, or intellectual property or a requirement that we yield rights in technology, know-how, data stored in foreign jurisdictions, or intellectual property that we use in such foreign jurisdictions.

In general, we rely on intellectual property and unfair competition laws and contractual restrictions to protect our technology, know-how, data, and intellectual property in the foreign jurisdictions in which we operate. We believe our technology, know-how, data and other intellectual property rights are important to our success. Any unauthorized use of our technology, know-how, data, and other intellectual property rights could harm our competitive advantages and business. For example, some jurisdictions have not protected intellectual property rights to the same extent as the United States, and infringement of intellectual property rights continues to pose a serious risk of doing business in such jurisdictions. The measures we take to protect our intellectual property rights may not be adequate. Furthermore, the application of laws governing intellectual property rights in certain foreign jurisdictions is uncertain and evolving, and could involve substantial risks to us. Infringement of our patents or required technology or know-how transfers to foreign entities could create competition for us, and such competition could have a material adverse effect on our longer-term profitability and success.

RISKS RELATED TO OUR COMMON STOCK

Variations in our quarterly operating results may cause our stock price to be volatile.

We have experienced substantial variations in net sales, gross profit margin, and operating results from quarter to quarter. We believe that the factors that influence this variability of quarterly results include:

- strength of the global economy and the stability of the financial markets;
- general economic conditions in the countries where we sell our products;
- seasonality and variability in the industrial, automotive, computing, communications, and consumer markets;
- the timing of our and our competitors' new product introductions;
- product obsolescence;
- the scheduling, rescheduling, and cancellation of large orders by our customers;
- the cyclical nature of the demand for our customers' products;
- our ability to develop new process technologies and achieve volume production at our fabrication facilities;
- changes in manufacturing yields;
- adverse movements in exchange rates, interest rates, or tax rates; and
- the availability of adequate supply commitments from our outside suppliers or subcontractors.

Accordingly, a comparison of our operating results from period to period is not necessarily meaningful to investors and our operating results for any period do not necessarily indicate future performance. Variations in our quarterly results may trigger volatile changes in our stock price.

We may enter into future acquisitions and take certain actions in connection with such acquisitions that could adversely affect the price of our Common Stock.

As part of our growth strategy, we expect to acquire businesses, products, or technologies in the future. In the event of future acquisitions, we could:

- use a significant portion of our available cash;
- issue equity securities, which would dilute current stockholders' percentage ownership;
- incur substantial debt;
- incur or assume contingent liabilities, known or unknown;
- incur amortization expenses related to intangibles;
- incur large, immediate accounting write-offs;
- incur substantial expense and diversion of management attention, regardless of the success of the acquisition; and
- create goodwill and other intangible assets that may require impairment charges in the future.

Such actions by us could harm our operating results and adversely affect the price of our Common Stock.

Anti-takeover effects of certain provisions of Delaware law and our Certificate of Incorporation, may hinder a take-over attempt.

Some provisions of Delaware law and our certificate of incorporation may delay or prevent a tender offer or takeover attempt, including those attempts that might result in a premium over the market price for the shares held by stockholders.

Section 203 of the Delaware General Corporation Law prohibits certain transactions, including business combinations, between a Delaware corporation and an "interested stockholder" for a period of three years after the date the stockholder becomes an interested stockholder. An "interested stockholder" is defined as a person who, together with any affiliates or associates, beneficially owns, directly or indirectly, 15.0% or more of the outstanding voting shares of a Delaware corporation.

Our certificate of incorporation authorizes our Board of Directors to issue, without further action by the stockholders, up to 1.0 million shares of preferred stock with rights and preferences, including voting rights, designated from time to time by the Board of Directors. The existence of authorized but unissued shares of preferred stock enables our Board of Directors to render it more difficult or to discourage an attempt to obtain control of us by means of a merger, tender offer, proxy contest, or otherwise.

GENERAL RISK FACTORS

The continued hostilities between Ukraine and Russia could negatively impact our business.

Russia's military invasion of Ukraine in February 2022 has led to, and may lead to, additional sanctions being levied by the United States, European Union, and other countries against Russia. Russia's military invasion and the resulting sanctions have had an adverse effect on global markets. We cannot predict the progress or outcome of the situation in Ukraine, as the conflict and governmental reactions are rapidly developing and beyond our control. Prolonged unrest, intensified military activities, or more extensive sanctions impacting the region could have a material adverse effect on the global economy, and such effect could in turn have a material adverse effect on the operations, results of operations, financial condition, liquidity, and business outlook of our business.

The success of our business depends on the strength of the global economy and the stability of the financial markets, and any weaknesses in these areas may have a material adverse effect on our net sales, operating results, and financial condition.

Weaknesses in the global economy and financial markets can lead to lower consumer discretionary spending and demand for items that incorporate our products in the industrial, automotive, computing, communications, and consumer sectors. A decline in end-user demand can affect our customers' demand for our products, the ability of our customers to meet their payment obligations, and the likelihood of customers canceling or deferring existing orders. Our net sales, operating results, and financial condition could be negatively affected by such actions.

We may be adversely affected by any disruption in our information technology systems, which could adversely affect our cash flows, operating results, and financial condition.

Our operations are dependent upon our information technology systems, which encompass all of our major business functions. We rely upon such information technology systems to manage and replenish inventory, to fill and ship customer orders on a timely basis, to coordinate our sales activities across all of our products and services and to coordinate our administrative activities. Our systems might be damaged or interrupted by natural or man-made events or by computer viruses, physical or electronic break-ins, and similar disruptions affecting the Internet generally. There can be no assurance that such delays, problems, or costs will not have a material adverse effect on our cash flows, operating results, and financial condition.

Terrorist attacks, or threats or occurrences of other terrorist activities, whether in the U.S. or internationally, may affect the markets in which our Common Stock trades, the markets in which we operate, and our operating results and financial condition.

Terrorist attacks, or threats or occurrences of other terrorist or related activities, whether in the U.S. or internationally, may affect the markets in which our Common Stock trades, the markets in which we operate, and our profitability. Future terrorist or related activities could affect our domestic and international sales, disrupt our supply chains, and impair our ability to produce and deliver our products. Such activities could affect our physical facilities or those of our suppliers or customers. Such terrorist attacks could cause seaports or airports, to or through which we ship, to be shut down, thereby preventing the delivery of raw materials and finished goods to or from our manufacturing facilities in China, Taiwan, and Germany and our wafer fabrication facilities in China, the U.S., and the U.K., or to our regional sales offices. Due to the broad and uncertain effects that terrorist attacks have had on financial and economic markets generally, we cannot provide any estimate of how these activities might negatively affect our future operating results and financial condition.

System security risks, data protection breaches, cyber-attacks, and other related cybersecurity issues could disrupt our internal operations, and any such disruption could reduce our expected net sales, increase our expenses, damage our reputation, and adversely affect our stock price.

Experienced computer programmers and hackers may be able to penetrate our security controls and misappropriate or compromise our confidential information or those of third parties, create system disruptions, compromise physical assets or intellectual property, or misappropriate monetary assets or cause shutdowns. Computer programmers and hackers also may be able to develop and deploy viruses, worms, and other malicious software programs that attack our websites or exploit any security vulnerabilities of our websites and information systems.

Such problems could impede our sales, manufacturing, distribution, or other critical functions or result in the loss, encryption, or disclosure of such proprietary information and sensitive or confidential data relating to our business or third-party business or the unauthorized transfer of monetary assets as a result of fraud, trickery, or other forms of deception, and could materially adversely affect our operating results, stock price, and reputation.

Item 1B. Unresolved Staff Comments.

None

Item 1C. Cybersecurity

Governance

Cybersecurity risk oversight continues to remain a top priority for the Board of Directors. The Board of Directors is responsible for oversight of the Company's information security program, including risks of cybersecurity threats. The Risk Oversight Committee and Audit Committee, which support the Board of Directors in the oversight of the Company's information security program are focused on risks from cybersecurity threats, including incident response planning, timely identification and assessment of incidents, incident recovery, and business continuity considerations. The Risk Oversight Committee members have varied expertise and experience including risk management, technology, and finance, equipping them to oversee cybersecurity risks effectively. The Risk Oversight Committee has delegated day-to-day oversight of our information security program to our executive officers, the Vice President of Information Technology ("VP of IT"), and our Global Cybersecurity Defense Office(the "CDO") team. The VP of IT reports to our President and Chief Executive Officer and is a 40 year veteran of the information technology industry. The VP of IT regularly meets with our President and Chief Executive Officer to inform him of matters related to cybersecurity risks and incidents. These meetings are designed to ensure that the highest levels of management are kept abreast of the cybersecurity posture and potential risks facing the Company. Furthermore, significant known cybersecurity matters and strategic risk management decisions are escalated to the Board of Directors, ensuring that the Board of Directors has oversight and can provide guidance on critical cybersecurity issues. We believe our information security team is well positioned to identify risks from cybersecurity threats based on numerous job qualifications and on-going training.

Our incident response team, headed by the VP of IT and CDO, reports material cybersecurity incidents to our executive officers and to our Board of Directors. The Company also has an information security advisory board comprised of senior leaders within the Company. These senior leaders include representation from functions including product line, sales and marketing, manufacturing, legal, finance, human resources, supply chain, information technology, and regional representation. Responsibilities of the advisory board include:

- advise on creation and implementation of information security policy;
- advise on information security strategic roadmap and investments;
- review, advise, and promote security education, training, and awareness;
- review and advise on ongoing legal, regulatory, compliance, threat landscape, risks, industry news, and trends concerning cyber security; and
- review and advise on the mitigation of cybersecurity risks and potential incidents.

The Company has internal disclosure committees made up of members of management to assist in fulfilling its obligations to maintain disclosure controls and procedures and to coordinate and oversee the process of preparing our periodic securities filings with the SEC. The disclosure committees are composed of members of management and is chaired by our Vice President and Corporate Controller. The disclosure committees meet on a quarterly basis and more often if necessary. The Company has policies and procedures in place to ensure that our disclosure committees are appropriately informed of any matters that should be considered in advance of applicable public filings, including cybersecurity and data privacy matters, and to address the proper handling and escalation of information to management and the Board of Directors, the Risk Oversight Committee, and/or the Audit Committee.

Management provides cybersecurity-related legal, regulatory, compliance, risk, and relevant industry and internal threat updates to the Board of Directors on a quarterly basis, or more frequently as needed. The reports provide information regarding the state of the Company's information security program, the nature, timing, and extent of cybersecurity incidents, if any, and the Company's resolution to such matters.

The VP of IT has a monthly meeting with the Company's Chief Executive Officer to provide an update of cybersecurity incidents and risks, irrespective of materiality. The Company's Board of Directors is provided a quarterly update on cybersecurity roadmaps and progress.

Risk Management and Strategy

The Company has a robust cybersecurity program that has direct involvement from the Board of Directors and senior management. Our business operations and relationships with customers and suppliers are heavily reliant on technology, and any failure or disruption in our technological systems could have significant negative impacts on our business.

Protecting information, including information of our customers, is a top priority. To assess, identify, and manage the risks of cybersecurity threats to our information systems and the associated costs, we maintain a cybersecurity program that:

- defines cybersecurity risks that threaten the security of customer and employee data or the function of our products and services;
- identify security vulnerabilities across software and hardware environments;

- determine threat likelihood and potential severity of each risk;
- catalog information assets to include hardware, software, and types of data the Company collects, stores, and transmits, as well as the locations where the data is stored;
- assess the risk to business operations and information protection;
- analyze the risk and prioritize based on financial, operational, strategic, reputational impact, and probability of occurrence;
- establish security controls to eliminate or mitigate identified risks;
- monitor and periodically review security controls; and
- collaborate with HR for employee awareness and training.

Specifically, our information security program establishes and maintains our corporate-wide cybersecurity program and provides guidance and direction for information security activities and controls at Diodes. Through our cybersecurity program, we monitor the environment for incidents, classify the activity, and escalate incidents according to Company procedures. Incidents classified to a level that may significantly impact the Company are escalated to management for monitoring and action if necessary. The Company also maintains an appropriate system of hygiene for internal and external systems through accepted information technology practices such as patching, security monitoring, capacity management, availability monitoring, and third-party vulnerability scanning.

Our VP of IT oversees and manages the Company's cybersecurity risk monitoring and mitigation processes and regularly collaborates with other departments, including business units and the information technology department, as necessary, to facilitate the risk monitoring and mitigation processes and to ensure the policies and procedures for our information security program are integrated into our overall risk management assessment. The information security team performs a bi-annual third-party assessment using industry standard frameworks of our information security program. Results are shared with the Company's management and with the Board of Directors.

We have defined policies and procedures for cybersecurity incident detection, containment, response, and remediation and have adopted physical, technological, and administrative cybersecurity and data privacy controls. In particular, the Company has established a cybersecurity incident response plan includes classification of cybersecurity incidents, to whom to escalate an incident, and when to escalate a cybersecurity incident, including direct communication to the VP of IT and our President and Chief Executive Officer. The Company regularly conducts vulnerability assessments and tracks remediation to completion. Critical systems are periodically audited against industry standards.

To minimize our risk and exposure to material cybersecurity incidents, we also conduct company-wide annual and ongoing cybersecurity awareness training and education of our employees. This includes but not limited to topics such password hygiene, phishing, and other cybersecurity-related information.

In addition to performing an annual risk assessment and developing a detection and mitigation plan, along with a comprehensive review and update of our cybersecurity and data privacy policies and procedures, we continuously evaluate new and emerging risks and ever-changing legal and compliance requirements. Our comprehensive information security program includes agreements with third-party cybersecurity partners for continuous monitoring, alerting, and response. To supplement our cybersecurity and data privacy risk assessment, identification, management, and mitigation efforts, we regularly consult with third-party experts, which include the following services:

- conduct annual cybersecurity and data privacy risk assessments;
- conduct external and internal penetration tests;
- monitor critical infrastructure for abnormal behavior; and
- provide validation of the Company's cybersecurity and operations processes against the National Institute of Standards and Technology cybersecurity framework.

Impact of cybersecurity risks on business strategy, results of operations or financial condition

Cybersecurity threats, such as threats of attacks from computer hackers, cyber criminals, nation-State actors, and other malicious internet-based activity, continue to increase. Cybersecurity threats may also include threats of attacks involving social engineering and cyber extortion to induce customers, contractors, business partners, third-party service providers, employees, and other third parties to disclose information, transfer funds, or unwittingly provide access to systems or data.

We believe that our current preventative actions and response activities provide adequate measures of protection against security breaches and generally reduce our cybersecurity risks. However, cybersecurity threats are constantly evolving, are becoming more frequent and more sophisticated, and are being made by groups of individuals with a wide range of expertise and motives, which increases the difficulty of detecting and successfully defending against them. While we have implemented measures to safeguard our operational and technology systems and have established a culture of continuous learning, monitoring, and improvement, the evolving nature of cybersecurity attacks and vulnerabilities means that these protections may not always be effective. However, to date, management has determined that none of the cybersecurity attacks the Company experienced have resulted in a material impact to its financial condition, results of operations, or business strategy. In the ordinary course of our business, we have experienced and expect to continue to experience cyber-based attacks and other attempts to compromise our information systems, although none, to our knowledge, has had a material adverse effect on our business, financial condition, or results of operations. While we do not believe cybersecurity threats are reasonably likely to affect us, our business strategy, our results of operations, or our financial conditions, like all technology companies, we face a risks of such threats, the consequences of which could be material. See Item 1A – Risk Factors – "*System security risks, data protection breaches, cyber-attacks and other related cybersecurity issues could disrupt our internal operations, and any such disruption could reduce our expected net sales, increase our expenses, damage our reputation, and adversely affect our stock price*," above. In addition, given the constant and evolving threat of cyber-based attacks, we incur significant costs in an effort to detect and prevent security breaches and incidents, and these costs may increase in the future.

Item 2. Properties.

Our corporate headquarters are located in Plano, Texas. As of December 31, 2025, we own approximately 3.9 million square feet of property and lease approximately 4.8 million square feet of property, with leases expiring at various times between 2026 and 2029 and with land rights expiring in 2061. We also own and lease properties around the world for use as sales offices, design centers, research and development labs, warehouses, logistic centers, and manufacturing support. The size and/or location of these properties change from time to time based on business requirements. The table below sets forth the largest of the properties either owned or leased by the Company.

We believe our current facilities are adequate for the foreseeable future.

Primary use	Location	Sq. Ft.
Headquarters/R&D center	USA - Plano, Texas	41,835
Regional sales office/Administrative office/R&D center/apartment	USA - Milpitas, California	86,321
Manufacturing facility/office/chemical warehouse/wellness building	USA - South Portland, Maine	323,462
Manufacturing facilities/Administrative office/R&D center/Logistics	China - Chengdu	267,331
Regional sales office	China - Hong Kong	9,113
Manufacturing facility/R&D center/Logistics/Manufacturing facility/Sales/Administrative office	China - Shanghai	1,649,179
Regional sales office/RD Center/Administrative Office/Manufacturing facility	China - Shenzhen	12,973
Manufacturing facility	China - Wuxi	581,437
Regional Sales Office	China-Xiamen	1,507
R&D center	China - Yangzhou	6,085
Regional sales office/R&D Center	China - Beijing	2,925
Regional sales office	China - Hubei, WuHan	1,265
Regional Sales Office	China - ShanDong, QingDao	1,469
R&D Center/Administrative Office	China - Nanjing	11,155
Administrative office/Logistics/Manufacturing/R&D center	England - Oldham	156,076
Sales office	Germany - Munich	6,297
Manufacturing facility/R&D center	Germany - Neuhaus	52,508
Regional Sales Office	Germany - Eltvile	700
Regional Sales Office	Japan - Milnato-ku	8,011
Regional sales office/RD Center/Administrative Office/Manufacturing facility	Korea - Seongnam-si	8,863
Manufacturing facility/R&D center/Logistics/Administrative office	Scotland - Greenock	1,001,873
Regional sales office/RD Center/Administrative Office	Singapore City - Singapore	1,755
Manufacturing facility/R&D center/Logistics/Administrative office	Taiwan - Hsinbei	59,395
Manufacturing facility/R&D center/Production/Administrative office	Taiwan - Hsinchu	394,946
R&D center/Regional Sales Office/Administrative Office/Manufacturing Office/Production	Taiwan - Tainan	9,572
Regional sales office/Administrative office/Logistics/R&D/Manufacturing	Taiwan - Taipei	15,483
Regional sales office/Administrative office/Logistics	Taiwan - Taoyuan	78,781
RD Center	Slovakia - Bratislava	2,917

Item 3. Legal Proceedings.

From time to time, we are involved in various legal proceedings that arise in the normal course of business. While we intend to defend any lawsuit vigorously, we presently believe that the ultimate outcome of any current pending legal proceeding will not have any material adverse effect on our financial position, cash flows, or operating results. However, litigation is subject to inherent uncertainties, and unfavorable rulings could occur. An unfavorable ruling could include monetary damages, which could impact our business and operating results for the period in which the ruling occurs or future periods. In addition, our foreign operations expose us to unique intellectual property technology risks compared to a company with fewer or no international operations. Such risks could lead to litigation or other disputes that would not be applicable to a company with limited or no international operations and could have a material and adverse effect on our financial condition and results of operations. See "*Risk Factors – Risks Related to Our International Operations.*" in Part I, Item 1A of this Annual Report for a more detailed summary of the intellectual property technology risks associated with our international business operations.

Item 4. Mine Safety Disclosures.

Not Applicable.

PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities.

Market Information

Our Common Stock is traded on the Nasdaq Global Select Market under the symbol “DIOD.”

Holders

As of February 3, 2026, there were approximately 177 registered holders of record of the Company’s common stock. A substantially greater number of holders of the Company’s common stock are “street name” or beneficial holders, whose shares of record are held by banks, brokers, and other financial institutions.

Dividends

We have never declared or paid dividends on our Common Stock, and currently do not intend to pay dividends in the foreseeable future as we intend to retain any earnings for future use in our business. Our U.S. banking facility permits us to pay dividends up to $75.0 million per fiscal year to our stockholders so long as we have not defaulted at the time of such dividend and no default would result from declaring and paying such dividend. The payment of dividends is within the discretion of our Board of Directors, and will depend upon, among other things, our earnings, financial condition, capital requirements, and general business conditions.

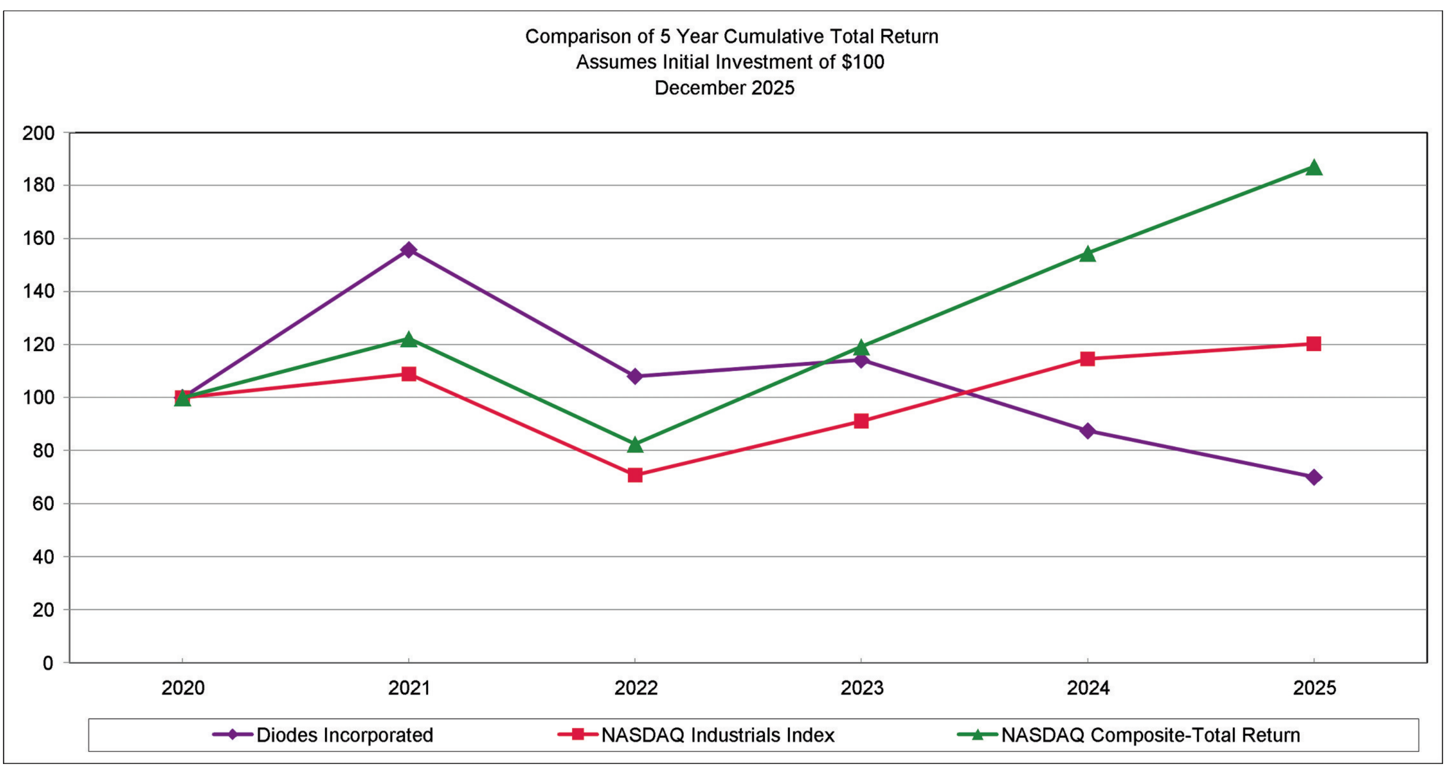
Securities Authorized for Issuance Under Equity Compensation Plans

The information regarding our equity compensation plans required to be disclosed by Item 201(d) of Regulation S-K is incorporated by reference from our 2026 definitive proxy statement, which we expect to file with the SEC in April 2026, in Item 12 of Part III of this Annual Report.

Performance Graph

The following graph compares the yearly percentage change in the cumulative total stockholder return of our Common Stock against the cumulative total return of the Nasdaq Composite and the Nasdaq Industrial Index for the five calendar years ending December 31, 2025. The graph is not necessarily indicative of future price performance.

The graph shall not be deemed incorporated by reference by any general statement incorporating by reference this Annual Report into any filing under the Securities Act of 1933 or under the Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates this information by reference, and shall not otherwise be deemed filed under such Acts.



The graph assumes $100 invested on December 31, 2020 in our Common Stock, the stock of the companies in the Nasdaq Composite Index and the stock of companies in the Nasdaq Industrial Index, and that all dividends received within a quarter, if any, were reinvested in that quarter.

December 2025		2020	2021	2022	2023	2024	2025
Diodes Incorporated	Return %		55.76	(30.67)	5.74	(23.42)	(20.00)
	Cum $	100	155.76	107.99	114.18	87.44	69.95
NASDAQ Industrial Index	Return %		8.81	(35.05)	28.93	25.67	5.07
	Cum $	100	108.81	70.67	91.12	114.52	120.32
NASDAQ Composite-Total Returns	Return %		22.18	(32.54)	44.64	29.57	21.14
	Cum $	100	122.18	82.43	119.22	154.48	187.14

Issuer Purchases of Equity Securities

The following table provides information about repurchases of our common stock during the three months ended December 31, 2025.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
October 1, 2025 to October 31, 2025	-	$ -	-	-
November 1, 2025 to November 30, 2025	332,867	$ 45.08	332,867	-
December 1, 2025 to December 31, 2025	176,674	$ 49.83	176,674	-
Total	509,541		509,541	$ 66,186,357

All open-market purchases during the quarter were made under the authorization received from our board of directors on May 8, 2025, to purchase up to $100.0 million of the Company’s common stock. As of December 31, 2025, $33.8 million of the May 2025 program had been utilized. Share repurchases under the program may be made from time to time in the open market, through privately-negotiated transactions, or otherwise, subject to applicable laws, regulations, and approvals. The timing of the share repurchases will depend on a variety of factors, including market conditions, and the share repurchases may be suspended or discontinued at any time.

Item 6. Reserved.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following section discusses management's view of the financial condition, results of operations and cash flows of Diodes Incorporated and its subsidiaries (collectively, "the Company," "our Company," "we," "our," "ours," or "us") and should be read together with the consolidated financial statements and the notes to consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

The following discussion contains forward-looking statements and information relating to our Company. We generally identify forward-looking statements by the use of terminology such as "may," "will," "could," "should," "potential," "continue," "expect," "intend," "plan," "estimate," "anticipate," "believe," "project," or similar phrases or the negatives of such terms. We base these statements on our beliefs as well as assumptions we made using information currently available to us. Such statements are subject to risks, uncertainties and assumptions, including those identified in Part I, Item 1A."Risk Factors," as well as other matters not yet known to us or not currently considered material by us. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. Given these risks and uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements. Forward-looking statements do not guarantee future performance and should not be considered as statements of fact.

You should not unduly rely on these forward-looking statements, which speak only as of the date of this Annual Report on Form 10-K. Unless required by law, we undertake no obligation to publicly update or revise any forward-looking statements to reflect new information or future events or otherwise. The Private Securities Litigation Reform Act of 1995 (the "Act") provides certain "safe harbor" provisions for forward-looking statements. All forward-looking statements made in this Annual Report on Form 10-K are made pursuant to the Act.

A discussion of our results of operations for the year ended December 31, 2025 compared to December 31, 2024 is included below. For a discussion and comparison of the results of our operations for the year ended December 31, 2024 with the year ended December 31, 2023, refer to "Management's Discussion and Analysis of Financial Conditions and Results of Operations" in our Form 10-K for the year ended December 31, 2024 filed with the SEC on February 14, 2025.

General

Diodes Incorporated, together with its subsidiaries (collectively the "Company," "we," or "our" (Nasdaq: DIOD)), delivers high-quality semiconductor products to the world's leading companies in the automotive, industrial, computing, consumer electronics, and communications markets. We leverage our expanded product portfolio of analog and power solutions combined with a flexible hybrid manufacturing model that meet customers' needs. Our broad range of application-specific products, delivered through a total solutions sales approach and supported by global operations including engineering, testing, manufacturing, and customer service, enable us to be a premier provider for high-growth markets. For more information, visit www.diodes.com.

We operate from the following locations, with additional support offices throughout the world:

- **Corporate Headquarters**
  Plano, Texas, United States

- **Design, Engineering, and Marketing**
  Shanghai, Yangzhou, Shenzhen, and Hong Kong, China
  Oldham, England
  Greenock, Scotland
  Bratislava, Slovakia
  New Taipei City, Hsinchu, and Tainan, Taiwan
  Milpitas, California, and Plano, Texas, United States

- **Wafer Fabrication**
  Shanghai and Wuxi, China
  Oldham, England
  Greenock, Scotland
  Hsinchu, Taiwan
  South Portland, Maine, United States

- **Assembly and Test**
  Shanghai, Chengdu, and Wuxi, China
  Neuhaus am Rennweg, Germany
  Chongli, Taiwan

- **Sales, Warehouse, and Logistics**
  Hong Kong, Shanghai, Beijing, Shenzhen, Wuhan, Qingdao, and Xiamen, China
  Oldham, England
  Frankfurt and Munich, Germany

Milan, Italy
Tokyo, Japan
Singapore
Seongnam-si, South Korea
New Taipei City, Taiwan
Milpitas, California and Plano, Texas, United States

The Company's manufacturing facilities have achieved certifications in the internationally recognized standards of ISO 9001:2015, ISO 14001:2015, and, for automotive products, IATF 16949:2016 and the Company is also C-TPAT certified. We believe these quality awards reflect the superior quality-control techniques established at the Company and further enhance our credibility as a vendor-of-choice to original equipment manufacturers ("OEMs") increasingly concerned with quality and consistency.

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

- Automotive: connected driving, comfort/style/safety, electrification/powertrain;
- Industrial: embedded systems, industrial automation, medical, energy management, smart buildings;
- Computing: Artificial Intelligence ("AI") data center including AI server, storage, and edge AI;
- Consumer: Internet of things ("IoT"): wearables, home automation, home appliances, and charging solutions, and
- Communications: smart phones, telecom, enterprise networking, smart infrastructure including space-based connectivity.

This discussion summarizes the significant factors affecting the consolidated operating results, financial condition, and liquidity of the Company for the twelve months ended December 31, 2025. This discussion should be read in conjunction with Item 8, the consolidated financial statements and the notes to consolidated financial statements.

Summary for the Twelve Months Ended December 31, 2025

- Net sales were $1.5 billion, an increase of 13.0% over the $1.3 billion in 2024;
- Gross profit was $462.4 million, a 6.1% increase from $435.9 million in 2024;
- Gross profit margin was 31.2% compared to 33.2% in 2024;
- Operating income decreased 29.7% to $35.5 million, or 2.4% of net sales, compared to $50.5 million, or 3.8% of net sales, in 2024;
- Net income was $66.1 million, an increase of 50.2% from the $44.0 million in 2024;
- Earnings per share was $1.43 per diluted share, a 50.5% increase from the $0.95 per diluted share in 2024;
- We achieved $215.5 million of cash flow from operations. We had cash capital expenditures of $78.4 million, or 5.3% of net sales. Net cash flow was $57.6 million, which includes the net pay-down of $1.2 million of total debt.

Summary for the Twelve Months Ended December 31, 2024

- Net sales were $1.3 billion, a decrease of 21.1% over the $1.7 billion in 2023;
- Gross profit was $435.9 million, a 33.8% decrease from $658.2 million in 2023;
- Gross profit margin declined to 33.2% compared to 39.6% in 2023;
- Operating income decreased 79.9% to $50.5 million, or 3.8% of net sales, compared to $250.6 million, or 15.1% of net sales, in 2023;
- Net income was $44.0 million, a decrease of 80.6% from the $227.2 million in 2023;
- Earnings per share was $0.95 per diluted share, a 80.6% decrease from the $4.9 per diluted share in 2023;
- We achieved $119.4 million of cash flow from operations. We had cash capital expenditures of $73.0 million, or 5.6% of net sales. Net cash flow was a negative $3.8 million, which includes the net pay-down of $7.6 million of total debt.

Business Outlook and Factors Relevant to Our Results of Operations

The Company ended 2025 with net sales growing 13% for the full year, which is the highest level of annual growth since 2021. Additionally, the fourth quarter of 2025 represented the fourth consecutive quarter of double-digit growth year-over-year, further highlighting the success of the Company's design win initiatives and content expansion over the past year. The Company has continued to see demand improvements across all target markets and geographies, with the most significant growth for the full year driven by strength in the computing market for AI server-related applications as well as increases in our automotive and industrial end markets. More recently, we have been strategically supporting key customers on new opportunities and orders specifically in the automotive and communications markets, while also further extending our design-in momentum across all end markets.

The success of our business depends on, among other factors, the strength of the global economy and the stability of the financial markets, our customers' demand for our products, the ability of our customers to meet their payment obligations, customers not canceling or deferring existing orders, and the strength of consumers' demand for items containing our products in the end-markets we serve. We believe the long-term outlook for our business remains generally favorable despite the uncertainties in the global economy as we continue to execute on the strategy that has proven successful for us over the years. See "Risk Factors – *The success of our business depends on the strength of the global economy and the stability of the financial markets, and any weaknesses in these areas may have a material adverse effect on our net sales, operating results, and financial condition.*" in Part I, Item 1A of this Annual Report for additional information.

Description of Sales and Expenses

Net sales

The principal factors that have affected or could affect our net sales from period to period are:

- The condition of the economy in general and of the semiconductor industry in particular;
- The continued hostilities between Ukraine and Russia, the conflict in the Middle East, and the resulting and continuing global impact;
- Political tension, including the implementation of tariffs, among and between the countries in which we do business;
- Our customers' adjustments in their order levels;
- Changes in our pricing policies or the pricing policies of our competitors or suppliers;
- The addition or termination of key supplier relationships;
- The rate of introduction and acceptance by our customers of new products;
- Our ability to compete effectively with our current and future competitors;
- Our ability to enter into and renew key corporate and strategic relationships with our customers, vendors, and strategic alliances;
- Changes in foreign currency exchange rates;
- A major disruption of our information technology infrastructure;
- Unforeseen catastrophic events, such as pandemics, armed conflict, terrorism, fires, typhoons, and earthquakes;
- Any other disruptions, such as change in the political or governmental policies, labor shortages, unplanned maintenance, or other manufacturing problems; and
- Other risks, uncertainties, and assumptions identified in item 1A, "Risk Factors," of this Annual Report and risks, uncertainties, and assumptions reflected in other documents we file with the SEC.

Cost of goods sold

Cost of goods sold includes manufacturing costs for our semiconductors and our wafers. These costs include raw materials used in our manufacturing processes as well as labor costs and overhead expenses. Cost of goods sold is also impacted by yield improvements, capacity utilization, and manufacturing efficiencies. In addition, cost of goods sold includes the cost of products that we purchase from other manufacturers and sell to our customers. Cost of goods sold is also affected by inventory obsolescence if our inventory management is not efficient.

Selling, general, and administrative

Selling, general, and administrative expenses relate primarily to compensation and associated expenses for personnel in general management, sales and marketing, information technology, engineering, human resources, procurement, planning and finance, and sales commissions, as well as outside legal, investor relations, accounting, consulting and other operating expenses. Also included in selling, general, and administrative expenses are acquisition costs from business combinations.

Research and development

Research and development expenses consist of compensation and associated costs of employees engaged in research and development projects, as well as materials and equipment used for new product development and technology qualification. Research and development expenses are executed on a global basis and are primarily associated with where the engineering talent is located, as well as the location of manufacturing sites participating in any required technology or process development. All research and development expenses are expensed as incurred.

Amortization of acquisition-related intangible assets

Amortization of acquisition-related intangible assets consists of assets such as developed technologies and customer relationships.

Interest income / expense

Interest income consists of interest earned on our cash and investment balances. Interest expense consists of interest payable on our outstanding credit facilities and other debt instruments.

Foreign currency (loss) gain, net

This income account is used to show the amount gained or lost as a result of foreign currency transactions.

Unrealized (loss) gain on investments

We hold investments in the form of common stock or some other similar equivalent accounted for under fair-value accounting. This account is used to show the necessary mark-to-market adjustments.

Income tax provision

Our global presence requires us to pay income taxes in a number of jurisdictions. See Note 12 of "Notes to Consolidated Financial Statements" for additional information.

Net income attributable to noncontrolling interest

This represents the minority investors' share of our subsidiaries' earnings.

Net income attributable to common stockholders

Net income attributable to common stockholders is net income less net income attributable to noncontrolling interest.

Results of Operations

The following table sets forth, for the periods indicated, the percentage that certain items in the statements of income bear to net sales:

	Percent of Net Sales Twelve Months Ended December 31,	
	2025	**2024**
Net sales	100.0%	100.0%
Cost of goods sold	(68.8)	(66.8)
Gross profit	31.2	33.2
Total operating expense	(28.8)	(29.4)
Income from operations	2.4	3.9
Interest income	1.9	1.4
Interest expense	(0.2)	(0.2)
Foreign currency loss, net	(0.9)	(0.5)
Unrealized gain (loss) on investments	1.9	-
Impairment of equity investment	(0.4)	-
Gain on disposal of subsidiary	0.9	-
Other (expense) income	(0.1)	0.2
Income before income taxes and noncontrolling interest	5.7	4.8
Income tax provision	(1.0)	(0.9)
Net income	4.7	3.9
Net (income) attributable to noncontrolling interest	(0.2)	(0.5)
Net income attributable to common stockholders	4.5	3.4

The following discussion explains in greater detail our consolidated operating results and financial condition. This discussion should be read in conjunction with the consolidated financial statements and notes thereto appearing elsewhere in this Annual Report *(in thousands)*.

	Twelve Months Ended December 31,			
	2025	2024	Increase/(Decrease)	% Change
Net sales	$ 1,482,073	$ 1,311,120	$ 170,953	13.0%
Cost of goods sold	1,019,637	875,258	144,379	16.5%
Gross profit	462,436	435,862	26,574	6.1%
Total operating expense	426,974	385,412	41,562	10.8%
Interest income	28,304	18,303	10,001	54.6%
Interest expense	(2,776)	(2,334)	442	18.9%
Foreign currency loss, net	(12,818)	(6,308)	6,510	(103.2%)
Unrealized gain (loss) on investments	28,561	(321)	28,882	8997.5%
Impairment of equity investment	(5,817)	-	5,817	-
Gain on disposal of subsidiary	13,730	-	13,730	-
Other (expense) income	(687)	2,892	(3,579)	(123.8%)
Income tax provision	14,789	11,840	2,949	24.9%

Net Sales

Our net sales increased approximately $171.0 million, or 13.0%, for the twelve months ended December 31, 2025, compared to the prior year, as we experienced stronger sales across all end markets. For the twelve months ended December 31, 2025, weighted-average sales price of the Company’s products decreased 1.7% and volumes increased 15.0% when compared to the prior year. The decline in weighted-average sales price was primarily due to product mix.

The table below sets forth our revenue as a percentage of product revenue by end-user market:

	Twelve Months Ended December 31,		
End-Markets	**2025**	**2024**	**2023**
Industrial	23%	23%	27%
Automotive	19%	19%	19%
Computing	27%	25%	23%
Consumer	18%	19%	18%
Communications	13%	14%	13%

Gross profit

For the twelve months ended December 31, 2025, gross profit increased approximately 6.1% when compared to the prior year, reflective of the increased revenue in 2025. Gross profit margin for the twelve month periods ended December 31, 2025 and 2024, was 31.2% and 33.2%, respectively. The decrease in gross profit margin was primarily due to product mix and slower growth in the industrial end market. Average unit cost increased 1.3% for the twelve months ended December 31, 2025, compared to the same period last year, due to the mix of the product being on lower margin/lower cost products, as well as raw material price increases, including gold.

Operating expenses

Operating expenses for the twelve months ended December 31, 2025 increased approximately $41.6 million, or 10.8%, compared to the same period last year. Selling, general, and administrative expenses (“SG&A”) increased approximately $7.7 million or 3.3%, compared to the same period last year. The increase in SG&A was due to an increase in salaries and wages and freight and duty expense of approximately $18.3 million and $2.3 million respectively. The increase in salaries and wages in 2025 when compared to 2024 is partially related to a reversal of bonus accruals in 2024 for bonuses that were not paid. The increase was partially offset by lower selling expenses of approximately $6.0 million, lower bad debt expense of approximately $5.9 million, and lower professional services expenses of approximately $1.5 million, including audit, consulting, and legal expenses.

Research and development expenses (“R&D”) increased $28.1 million when compared to the same period last year. R&D, as a percentage of net sales, was 10.9% and 10.2% for the twelve-month periods ended December 31, 2025 and 2024, respectively. The increases in R&D expense are related to increases in wages and benefits of approximately $9.3 million, marketing expense of approximately $6.2 million, depreciation and amortization of approximately $5.3 million, and supplies expense of approximately $2.3 million. R&D is a priority of the company and new products and new technologies are a life blood, reflected in the increased spending, but staying relatively consistent as a percentage of net sales. Amortization of acquisition-related intangibles increased approximately 34.7% reflecting a full year of the increased amortization expense due to the acquisition of Fortemedia in October 2024.

Other (expense)/income

Interest income increased $10.0 million or 54.6% when compared to 2024 due to increased interest income received on derivative financial instruments. Interest expense was relatively flat from 2024 to 2025. The change in unrealized gain on investments in 2025 compared to 2024 was due to mark-to-market adjustments to adjust the value of the investments, including a $33.3 million increase in the value of the Company's investment in Atlas. The Company recognized a gain of approximately $13.7 million related to the disposal of a subsidiary. During the the twelve months ended December 31, 2025, the Company recognized an impairment loss on an equity investment of $5.8 million, due to a decline in the value of the investment.

Income tax provision

We recognized income tax expense of approximately $14.8 million for the twelve months ended December 31, 2025, and income tax expense of approximately $11.8 million for the twelve months ended December 31, 2024, resulting in effective income tax rates of 17.6% and 18.9%, respectively. The decrease in the effective tax rate for 2025 compared to 2024 is primarily attributable to an increase in overall pre-tax book income and the impact of the geographical mix of pre-tax income. Our undistributed foreign earnings continue to be indefinitely reinvested in foreign operations, with limited exceptions related to earnings of European and Asian subsidiaries. Any future distributions of foreign earnings will not be subject to additional U.S. income tax but may be subject to foreign withholding taxes. The Company has recorded outside basis differences in the limited instances where they do not assert permanent reinvestment. As of December 31, 2025, our foreign subsidiaries held approximately $221.2 million of cash, cash equivalents, and investments, of which approximately $80.1 million would be subject to foreign withholding tax if distributed outside the country in which the related earnings were generated.

Financial Condition

Liquidity and Capital Resources

Our primary sources of liquidity are cash and cash equivalents, short-term investments, funds from operations, and, if necessary, borrowings under our credit facilities.

Liquidity requirements

Our primary liquidity requirements have been to meet our capital expenditure needs and to fund ongoing operations. For 2025 and 2024 our working capital was $878.6 million and $848.6 million, respectively. The Company's working capital account balances reflect fluctuations from normal business activities. We expect cash generated by our operations together with existing cash, cash equivalents, short-term investments and available credit facilities to be sufficient to satisfy our working capital needs, capital asset purchases, outstanding commitments, and other liquidity requirements associated with our existing operations for at least the next 12 months.

The Company's restricted cash primarily consisted of the cash required to be on deposit under contractual agreements with banks to support outstanding loan and import/export guarantees. As of December 31, 2025, restricted cash of $5.1 million was pledged as collateral for issuance of bank loans, bank acceptance notes, letters of credit, and funds held in escrow related to the Fortemedia acquisition.

Short-term investments

As of December 31, 2025, we had short-term investments of approximately $9.8 million. These investments are highly liquid with maturity dates greater than three months at the date of purchase. We generally can access these investments in a relatively short amount of time but in doing so we generally forfeit a portion of interest income.

Short-term debt

Our Asia subsidiaries maintain credit facilities with several financial institutions through our foreign entities worldwide totaling $150.3 million. Other than two Taiwanese credit facilities that are collateralized by assets, our foreign credit lines are unsecured, uncommitted and contain no restrictive covenants. These credit facilities bear interest at the Taipei Interbank Offered Rate (or similar indices) plus a specified margin. Interest payments are due monthly on outstanding amounts under the credit lines. The unused and available credit under the various facilities as of December 31, 2025, was approximately $119.6 million, net of $30.3 million advanced under our foreign credit lines and $0.4 million credit used for import and export guarantee.

Long-term debt

The Company maintains a long-term credit facility ("Credit Agreement"). The Credit Agreement consists of a Revolving Credit Facility in the amount of $225.0 million, including a swing line sublimit equal to the lesser of $50.0 million and the Revolving Credit Facility, a letter of credit sublimit equal to the lesser of $100.0 million and the Revolving Credit Facility, and an alternative currency sublimit equal to the lesser of $40.0 million and the Revolving Credit Facility. The Company has the option to increase the Revolving Credit Facility and/or incur Incremental Term Loans in an aggregate principal amount of up to $350.0 million. The Credit Agreement bears interest at Term Secured Overnight Financing Rate ("SOFR") or similar other indices plus a specified margin and matures in May 2028. There was no outstanding balance under the Credit Agreement at December 31, 2025.

Because some of our outstanding debt is subject to variable interest rates, the recent rise in interest rates will potentially increase our overall debt service cost. If interest rates continue to rise globally, our cost of capital may increase in the future.

Capital expenditures and investments

In 2025 and 2024, our total cash capital expenditures were approximately $78.4 million and $73.0 million, respectively. Our capital expenditures for these periods were primarily related to manufacturing expansion in both our assembly/test and wafer fabrication facilities. Cash capital expenditures in 2025 were approximately 5.3% of our net sales, inline with the Company's target model of 5% to 9% of net sales. Going forward, over the long term, the Company expects capital expenditures to continue to be within the 5% to 9% of net sales target model range.

Our foreign operations expose us to unique intellectual property technology and other risks compared to a company with fewer or no international operations. For example, we are exposed to potential cyber security breaches that may target our employees or infrastructure outside the United States. These risks may result in material and adverse impacts on our financial condition and results of operations. See "Risk Factors – *Risks Related to Our International Operations*" in Part I, Item 1A of this Annual Report for a more detailed summary of the intellectual property technology risks and other associated with our international business operations.

Discussion of Cash Flows

Cash and cash equivalents, including restricted cash, increased approximately $57.6 million to $372.3 million in 2025 from $314.7 million in 2024. The table below sets forth summary information from our statements of cash flows:

	Twelve Months Ended December 31,	
	2025	**2024**
Net cash and cash equivalents from operating activities	$ 215,513	$ 119,435
Net cash and cash equivalents from investing activities	(116,178)	(118,040)
Net cash and cash equivalents from financing activities	(54,811)	(19,344)
Effect of exchange rate changes on cash and cash equivalents	13,098	14,190
Change in cash and cash equivalents, including restricted cash	$ 57,622	$ (3,759)

Operating Activities

Net cash flows from operating activities for 2025 was approximately $215.5 million, due primarily to $69.2 million of net income, $143.7 million in depreciation expense and amortization of intangible assets expense and $25.7 million from non-cash share-based compensation expense, and a net increase in cash attributable to changes in operating assets and liabilities of $36.5 million. These increases were partially offset by interest income from derivative financial instruments of $20.0 million, gain on disposal of property, plant and equipment of $0.6 million, non-cash gains on investments of $25.9 million, and a decrease in deferred income taxes of $7.5 million.

Investing Activities

Net cash flows from investing activities for 2025 was approximately $(116.2) million. The Company invested approximately $78.4 million in property, plant, and equipment, primarily at its production facilities in Asia. The Company made purchases of equity securities of $49.3 million, including making an investment in ATX of approximately $30.0 million, increasing its investment in Atlas by approximately $17.3 million, and the acquisition of the minority interest in a joint venture in Taiwan for approximately $4.1 million, bringing the Company's ownership to 100%. The Company also paid approximately $4.0 million, net, due to the expiration of a hedge instrument. These uses of cash for investing were partially offset by the receipt of approximately $16.0 million related to the sale of TF Semiconductor Solutions, Inc.

Financing Activities

Net cash flows from financing activities for 2025 was approximately $(54.8) million, due primarily to repurchases of our common stock of $33.8 million, net changes in noncontrolling interests of $18.1 million, taxes on net share settlements of $4.3 million, and the net reduction in our outstanding indebtedness of $1.2 million.

Contractual Obligations

Our estimated future obligations consist of debt, interest on long-term debt, leases, defined benefit obligation and purchase obligations. See Note 8–"Bank Credit Agreements and Other Short-term and Long-term Debt, Note 9–"Leases", Note 13– "Employee Benefit Plans", and Note 17–"Commitments and Contingencies" of the notes to consolidated financial statements" included elsewhere in this Annual Report for additional information.

We cannot make reasonable estimates of the amount and period in which our tax liabilities will be paid. See "Accounting for income taxes" below and Note 12 of "Notes to Consolidated Financial Statements" of this Annual Report for additional information.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with generally accepted principles in the United States of America ("U.S. GAAP") requires that management make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of net sales and expenses during the reporting period. On an ongoing basis, we evaluate our estimates, which are based upon historical experiences, market trends, and financial forecasts and projections, and upon various assumptions that management believes to be reasonable under the circumstances at that certain point in time. Actual results may differ, significantly at times, from these estimates under different assumptions or conditions.

We believe the following critical accounting policies and estimates affect the significant estimates and judgments we use in the preparation of our consolidated financial statements, and may involve a higher degree of judgment and complexity than others.

Revenue recognition

In relation to our revenue recognition, we record estimated allowances/reserves for the following items;

- Ship and debit reserves, which arise when we, from time to time based on market conditions, issue credit to certain distributors upon their shipments to their end customers;
- Stock rotation reserves, which are contractual obligations that permit certain distributors, up to four times a year, to return a portion of their inventory based on historical shipments to them in exchange for an equal and offsetting order;
- Price protection reserves, which arise when market conditions cause average selling prices to decrease and we issue credit to certain distributors on their inventory;
- Accounts receivable reserves related to our customer's ability to pay; and
- Product returns, distributor price adjustments, and other allowances.

Our reserve estimates are based upon historical data as well as projections of sales, distributor inventories, price adjustments, average selling prices, and market conditions. Actual returns and adjustments could be significantly different from our estimates and provisions, resulting in an adjustment to net sales. Based on the allowance/reserve balance as of December 31, 2025, a 1% change would increase or decrease the estimated allowance/reserve and net revenue by approximately $1.0 million.

Inventories

Inventories are stated at the lower of cost or net realizable value. Cost is determined principally by the first-in, first-out method. On an ongoing basis, we evaluate our inventory for salability, obsolescence and any other available applicable information. If our review indicates a reduction in utility below carrying value, we reduce our inventory to a new cost basis. If future demand or market conditions are different than our current estimates, an inventory adjustment may be required, and would be reflected in cost of goods sold in the period the revision is made.

Accounting for income taxes

As part of the process of preparing our consolidated financial statements, we are required to estimate our income taxes in each of the tax jurisdictions in which we operate. This process involves using an asset and liability approach whereby deferred tax assets and liabilities are recorded for differences in the financial reporting bases and tax bases of our assets and liabilities. A valuation allowance is provided against deferred tax assets unless it is more likely than not that such deferred tax assets will be realized. This analysis requires considerable judgment and is subject to change to reflect future events and changes in the tax laws.

The benefit of a tax position is recognized only if it is more likely than not that the tax position would be sustained based on its technical merits in a tax examination, using the presumption the tax authority has full knowledge of all relevant facts regarding the position. The amount of benefit recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on ultimate settlement with the tax authority. For tax positions not meeting the more likely than not test, no tax benefit is recorded.

Business Combinations

Significant judgment is often required in estimating the fair value of assets acquired and liabilities assumed. The Company makes estimates and assumptions about conditions of the assets, other costs not captured in the base costs, and consideration for entrepreneurial profit, depreciation, functional obsolescence, and economic obsolescence allocated to the various property, plant, and equipment categories considering the perspective of marketplace participants.

Recently Issued Accounting Pronouncements

See Note 1 of "Notes to Consolidated Financial Statements" of this Annual Report for additional information regarding the status of recently issued accounting pronouncements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

Foreign Currency Risk

We face exposure to adverse movements in foreign currency exchange rates, primarily in Asia and Europe. Our foreign currency risk may change over time as the level of activity in foreign markets grows and could have a material adverse impact upon our financial results. Certain of our assets, including certain bank accounts and accounts receivable, and liabilities exist in non–U.S. dollar denominated currencies, which are sensitive to foreign currency exchange fluctuations. These currencies are principally the Chinese Yuan, the Taiwanese dollar, the Euro, and the British Pound Sterling and, to a lesser extent, the Japanese Yen and the Hong Kong dollar. We have entered into hedging arrangements designed to mitigate foreign currency fluctuations. See "Risk Factors – *We are subject to foreign currency risk as a result of our international operations.*" in Part I, Item 1A of this Annual Report for additional information.

Foreign Currency Transaction Risk

We are subject to foreign currency risk arising from intercompany transactions that are expected to be settled in cash in the near term where the cash balances are held in denominations other than our subsidiaries' functional currency. If exchange rates weaken against the functional currency, we would incur a remeasurement gain in the value of the cash balances, and if the exchange rates strengthen against the functional currency, we would incur a remeasurement loss in the value of the cash balances, assuming the net monetary asset balances remained constant. Our ultimate realized gain or loss with respect to currency fluctuations will generally depend on the size and type of transaction, the size and currencies of the net monetary assets and the changes in the exchange rates associated with these currencies. Based on balances at December 31, 2025, if the Chinese Yuan, the Taiwanese dollar, the Euro, and the British Pound Sterling were to weaken (or strengthen) by 1.0% against the U.S. dollar, we would experience currency transaction gain (or loss) of approximately $3.5 million (partially offset by any foreign currency hedges). Net foreign exchange transaction gains (or losses) are included in other income and expense.

Foreign Currency Translation Risk

For our subsidiaries that maintain their books in a foreign currency, fluctuations in that foreign currency will impact the amount of total assets and liabilities that we report for our foreign subsidiaries upon the translation of these amounts into U.S. dollars. All elements of the subsidiaries' financial statements, except for stockholders' equity accounts, are translated using a currency exchange rate. Assets and liabilities denominated in foreign currencies are translated at the exchange rate on the balance sheet date. Income and expense accounts denominated in foreign currencies are translated at the weighted-average exchange rate during the period presented. Resulting translation adjustments are recorded as a separate component of accumulated other comprehensive income or loss within stockholders' equity in the consolidated balance sheets, which are accumulated in this account until sale or liquidation of the foreign entity investment, at which time they are reported as adjustments to the gain or loss on sale of investment.

Foreign Currency Denominated Defined Benefit Plans

We have a contributory defined benefit plan that covers certain employees in the U.K., which is closed to new entrants and frozen with respect to future benefit accruals. The retirement benefit is based on the final average compensation and service of each eligible employee. December 31 is our annual measurement date, and on the measurement date, defined benefit plan assets are determined based on fair value. Defined benefit plan assets consist primarily of high quality corporate bonds and stocks that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related pension liability. The net pension and supplemental retirement benefit obligations and the related periodic costs are based on, among other things, assumptions of the discount rate, estimated return on plan assets and mortality rates. These obligations and related periodic costs are measured using actuarial techniques and assumptions. The projected unit credit method is the actuarial cost method used to compute the pension liabilities and related expenses.

As of December 31, 2025, the plan was underfunded and a liability of approximately $1.2 million was reflected in our consolidated financial statements as a noncurrent liability. The amount recognized in accumulated other comprehensive income was a net loss of $33.4 million. If the British Pound Sterling were to (weaken) or strengthen by 1.0% against the U.S. dollar, we would experience currency translation liability (decrease) or increase by approximately $0.2 million. The weighted-average discount rate assumption used to determine benefit obligations as of December 31, 2025, was 5.5%%. A 0.2% increase/(decrease) in the discount rate used to calculate the net period benefit cost for the year would reduce/increase annual benefit cost by approximately $0.2 million. A 0.2% increase/(decrease) in the discount rate used to calculate the year-end projected benefit obligation would (decrease)increase the year end projected benefit obligation by approximately $1.9 million. The expected return on plan assets is determined based on historical and expected future returns of the various assets classes and as such, each 1.0% increase/(decrease) in the expected rate of return assumption would increase/(decrease) the net-period benefit cost by approximately $0.9 million. The asset value of the defined benefit plan has been volatile in recent years due primarily to wide fluctuations in the U.K. equity markets and bond markets. See "Risk Factors – *Changes in actuarial assumptions for our defined benefit plan could increase the volatility of the plan's asset value, require us to increase cash contributions to the plan and have a negative impact on our cash flows, operating results and financial condition*" in Part I, Item 1A of this Annual Report for additional information.

Interest Rate Risk

We have credit facilities with financial institutions in the U.S., Asia, and Europe as well as other debt instruments with interest rates equal to SOFR or similar indices plus a negotiated margin. A rise in interest rates could have an adverse impact upon our cost of working capital and our interest expense. As of December 31, 2025, our outstanding principal long-term debt was $25.7 and outstanding short-term debt was $30.3 million. Based on our debt balances at December 31, 2025, an increase or decrease in interest rates by 1.0% for the year on our credit facilities would increase or decrease our annual interest rate expense by approximately $0.6 million, net of the amounts realized from our interest rate swaps. See "Risk Factors, – *We are subject to interest rate risk that could have an adverse effect on our cost of working capital and interest expenses, which could adversely affect our business, operating results, and financial condition*" in Part I, Item 1A of this Annual Report for additional information.

Political Risk

We have a significant portion of our assets in mainland China, Taiwan, and the U.K. The possibility of political conflict between any of these countries or with the U.S. could have a material adverse impact upon our ability to transact business through these important business channels and to generate profits. See "Risk Factors – *Risks Related to our International Operations*" in Part I, Item 1A of this Annual Report for additional information.

Inflation Risk

Inflation did not have a material effect on net sales or net income in fiscal year 2025. A significant increase in inflation could affect future performance.

Credit Risk

The success of our business depends, among other factors, on the strength of the global economy and the stability of the financial markets, which in turn affect our customers' demand for our products, the ability of our customers to meet their payment obligations, the likelihood of customers canceling or deferring existing orders and the strength of consumer demand for items containing our products in the end-markets we serve. We provide credit to customers in the ordinary course of business and perform ongoing credit evaluations, while at times providing extended terms. We believe that our exposure to concentrations of credit risk with respect to trade receivables is largely mitigated by dispersion of our customers over various geographic areas, operating primarily in electronics manufacturing and distribution. We believe our allowance for doubtful accounts is sufficient to cover customer credit risks.

Item 8. Financial Statements and Supplementary Data.

See Part IV, Item 15 "Exhibits and Financial Statement Schedules" for our consolidated financial statements and the notes and schedules thereto filed as part of this Annual Report.

Item 9. Changes In and Disagreements With Accountants on Accounting and Financial Disclosure.

Not Applicable.

Item 9A. Controls and Procedures.

Disclosure Controls and Procedures

Our Chief Executive Officer, Gary Yu, and Chief Financial Officer, Brett R. Whitmire, with the participation of our management, carried out an evaluation as of December 31, 2025, of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Securities Exchange Act of 1934, as amended). Based upon that evaluation, our Chief Executive Officer and our Chief Financial Officer believe that, as of the end of the period covered by this report, our disclosure controls and procedures are effective at the reasonable assurance level to ensure that information required to be included in this report is:

- recorded, processed, summarized, and reported within the time period specified in the Commission's rules and forms and
- accumulated and communicated to our management, including the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions regarding disclosure.

Disclosure controls and procedures, no matter how well designed and implemented, can provide only reasonable assurance of achieving an entity's disclosure objectives. The likelihood of achieving such objectives is affected by limitations inherent in disclosure controls and procedures. These include the fact that human judgment in decision-making can be faulty and that breakdowns in internal control can occur because of human failures such as simple errors, mistakes, or intentional circumvention of the established processes.

Management's Annual Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer and implemented by our Board of Directors, management, and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP.

Our internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that receipts and expenditures of ours are being made only in accordance with authorizations of our management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of management, including our Chief Executive Officer and the Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework and criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). This evaluation included review of the documentation of controls, testing of operating effectiveness of controls, and a conclusion on this evaluation.

Based on this evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2025.

The effectiveness of our internal control over financial reporting as of December 31, 2025, has been audited by Baker Tilly US, LLP, an independent registered public accounting firm, as stated in their report which appears in Item 8 of this Annual Report on Form 10-K.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting, known to the Chief Executive Officer or the Chief Financial Officer, that occurred during the last fiscal quarter covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information.

None.

Insider Trading Arrangements

None

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

Not applicable.

PART III

Item 10. Directors, Executive Officers, and Corporate Governance.

The information concerning our directors, executive officers, and corporate governance is incorporated herein by reference from the section entitled "Proposal One – Election of Directors" contained in our definitive proxy statement to be filed pursuant to Section 14(a) of the Securities Exchange Act of 1934 within 120 days after our fiscal year end of December 31, 2025, for our annual stockholders' meeting for 2026 (the "Proxy Statement").

We have adopted a code of ethics that applies to our Chief Executive Officer and senior financial officers. The code of ethics has been posted on our website under the Corporate Governance portion of the Investor Relations section at www.diodes.com. We intend to satisfy disclosure requirements regarding amendments to, or waivers from, any provisions of our code of ethics on our website.

Item 11. Executive Compensation.

The information concerning executive compensation is incorporated herein by reference from the sections entitled "Compensation Discussion and Analysis," "Executive Compensation," and "Compensation Committee Interlocks and Insider Participation" contained in the Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The information concerning the security ownership of certain beneficial owners and management and related stockholder matters is incorporated herein by reference from the sections entitled "General Information – Security Ownership of Certain Beneficial Owners and Management" and "Executive Compensation – Equity Compensation Plan Information" contained in the Proxy Statement.

Item 13. Certain Relationships, Related Transactions, and Director Independence.

The information concerning certain relationships, related transactions and director independence is incorporated herein by reference from the sections entitled "Corporate Governance – Certain Relationships and Related Person Transactions," "Corporate Governance – Director Independence," and "Proposal One – Election of Directors" contained in the Proxy Statement.

Item 14. Principal Accountant Fees and Services.

The information concerning our principal accountant's fees and services is incorporated herein by reference from the section entitled "Ratification of the Appointment of Independent Registered Public Accounting Firm" contained in the Proxy Statement.

The Company's independent registered accounting firm is Baker Tilly US, LLP, Irvine, California. PCAOB ID: 23.

PART IV

Item 15. <u>Exhibits, Financial Statement Schedules.</u>

(a) **Financial Statements and Schedules**

Our consolidated financial statements are as set forth under Item 8 of this Annual Report on Form 10-K.

(1) Financial statements:

(2) Schedules:

None

Schedules not listed above have been omitted because the information required to be set forth therein is not applicable or is shown in the financial statements and notes thereto.

(b) **Exhibits**

The exhibits listed on the Index to Exhibits are filed as exhibits or incorporated by reference to this Annual Report.

(c) **Financial Statements of Unconsolidated Subsidiaries and Affiliates**

Not Applicable.

Item 16. Form 10-K Summary.

None

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of
Diodes Incorporated

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Diodes Incorporated (the "Company") as of December 31, 2025 and 2024, the related consolidated statements of income, comprehensive income, equity and cash flows for each of the three years in the period ended December 31 2025, and the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2025 and 2024, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2025, in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control - Integrated Framework (2013)*issued by COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Report on Internal Control over Financial Reporting included in Item 9A. Our responsibility is to express an opinion on the Company's consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the *consolidated* financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures to respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Revenue – Ship and Debit Reserve

As described in Note 1, the Company records reserves related to estimated customer incentives, such as "ship and debit", which arise when the Company, from time to time based on market conditions, issues credits to certain distributors upon shipments to end customers. The ship and debit reserve comprehends both claims in process and anticipated claims arising from the eventual sale of distributor inventory that is subject to claim activity. The Company performs a look-back analysis of revenues and credits issued to distributors. Using the look-back analysis, the Company adjusts assumptions and estimated reserves each quarter. The resulting ship and debit reserve is recorded within the $255.6 million reduction to 2025 net sales with a corresponding reduction to accounts receivable.

Estimating the ship and debit reserve involves the application of models which require management to make certain assumptions including historical customer ship and debit credit rates and credit lag times on such revenues. These assumptions could be affected by current and future economic and market conditions. We identified the ship and debit reserve as a critical audit matter because auditing management's estimate of the ship and debit reserve was complex and judgmental due to significant estimation required by management.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included evaluating the design and testing the operating effectiveness of internal controls related to the Company's ship and debit reserve, including testing management's review of the reserve calculation and the underlying assumption used to develop the estimate. Our audit procedures related to the identification and testing of significant assumptions used in the estimate included the following, among others:

- Testing management's process to develop the estimate for the ship and debit reserve, including:
    - Evaluating the reasonableness of management's assumptions by comparing the significant assumptions (ship and debit claims percentages history and the relevant cycle time period between when sales are made by distributors to their end customers and when ship and debit credit memos are issued by the Company to distributors) used to historical trends, including testing the completeness and accuracy of the underlying data.

- Vouching revenues and ship and debit credits to supporting documentation.

- Confirming point of sales data used within management’s reserve calculation with a sample of distributors to validate data fields.

- Performing sensitivity analyses on the significant assumptions (ship and debit claims percentage history and the relevant cycle time period between when sales are made by distributors to their end customers and when ship and debit credit memos are issued by the Company to distributors) to evaluate the potential changes in the ship and debit reserve that would result from changes in the assumptions.

/s/ Baker Tilly US, LLP

Irvine, California
February 10, 2026

We have served as the Company’s auditor since 1993.

DIODES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share amounts)

	December 31, 2025	December 31, 2024
Assets		
Current assets:		
Cash and cash equivalents	$ 367,212	$ 308,671
Restricted cash	5,134	6,053
Short-term investments	9,817	7,464
Accounts receivable, net of allowances of $4,095 and $7,799 at December 31, 2025 and December 31, 2024, respectively	307,055	325,517
Inventories	471,546	474,948
Prepaid expenses and other	96,198	101,500
Total current assets	1,256,962	1,224,153
Property, plant, and equipment, net	649,605	684,259
Deferred income tax	59,297	51,974
Goodwill	183,437	181,555
Intangible assets, net	45,455	67,397
Other long-term assets	253,344	176,943
Total assets	$ 2,448,100	$ 2,386,281
Liabilities		
Current liabilities:		
Lines of credit	$ 30,264	$ 31,429
Accounts payable	149,376	133,765
Accrued liabilities and other	180,922	186,576
Income tax payable	16,336	22,730
Current portion of long-term debt	1,442	1,096
Total current liabilities	378,340	375,596
Long-term debt, net of current portion	24,224	19,563
Deferred tax liabilities	6,145	6,953
Unrecognized tax benefits	23,454	24,646
Other long-term liabilities	77,528	90,576
Total liabilities	509,691	517,334
Commitments and contingencies (See Note 17)		
Stockholders' equity		
Preferred stock - par value $1.00 per share; 1,000,000 shares authorized; no shares issued or outstanding	-	-
Common stock - par value $0.66 2/3 per share; 70,000,000 shares authorized; and 45,875,799 shares and 46,332,891 shares issued and outstanding at December 31, 2025 and December 31, 2024, respectively	37,259	37,083
Additional paid-in capital	538,087	523,744
Retained earnings	1,785,439	1,719,298
Treasury stock, at cost, 10,008,905 shares and 9,288,420 shares at December 31, 2025 and December 31, 2024, respectively	(371,914)	(338,100)
Accumulated other comprehensive loss	(110,747)	(146,724)
Total stockholders' equity	1,878,124	1,795,301
Noncontrolling interest	60,285	73,646
Total equity	1,938,409	1,868,947
Total liabilities and stockholders' equity	$ 2,448,100	$ 2,386,281

The accompanying notes are an integral part of these consolidated financial statements.

DIODES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share data)

	Twelve Months Ended December 31,		
	2025	**2024**	**2023**
Net sales	$ 1,482,073	$ 1,311,120	$ 1,661,739
Cost of goods sold	1,019,637	875,258	1,003,557
Gross profit	462,436	435,862	658,182
Operating expenses			
Selling, general, and administrative	241,606	233,913	257,939
Research and development	162,175	134,051	134,868
Amortization of acquisition related intangible assets	22,227	16,499	15,282
Loss (gain) on disposal of fixed assets	572	(7,641)	(2,045)
Restructuring charge	394	8,591	1,583
Other operating income	-	(1)	(16)
Total operating expense	426,974	385,412	407,611
Income from operations	35,462	50,450	250,571
Other (expense) income			
Interest income	28,304	18,303	13,338
Interest expense	(2,776)	(2,334)	(5,700)
Foreign currency loss, net	(12,818)	(6,308)	(5,264)
Unrealized gain (loss) on investments	28,561	(321)	18,267
Impairment of equity investment	(5,817)	-	-
Gain on disposal of subsidiary	13,730	-	-
Other (expense) income	(687)	2,892	6,721
Total other (expense) income	48,497	12,232	27,362
Income before income taxes and noncontrolling interest	83,959	62,682	277,933
Income tax provision	14,789	11,840	47,285
Net income	69,170	50,842	230,648
Less: net income attributable to noncontrolling interest	(3,029)	(6,818)	(3,466)
Net income attributable to common stockholders	$ 66,141	$ 44,024	$ 227,182
Earnings per share attributable to common stockholders:			
Basic	$ 1.43	$ 0.95	$ 4.96
Diluted	$ 1.43	$ 0.95	$ 4.91
Number of shares used in earnings per share computation:			
Basic	46,340	46,208	45,803
Diluted	46,414	46,408	46,311

The accompanying notes are an integral part of these consolidated financial statements.

DIODES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)

	Twelve Months Ended December 31,		
	2025	**2024**	**2023**
Net income	$ 69,170	$ 50,842	$ 230,648
Unrealized gain (loss) on defined benefit plan, net of tax	6,609	5,988	(1,466)
Unrealized (loss) gain on swaps and collars, net of tax	(7,240)	2,388	(13,619)
Unrealized foreign currency gain (loss), net of tax	36,608	(11,873)	91
Comprehensive income	105,147	47,345	215,654
Less: Comprehensive income attributable to noncontrolling interest	(3,029)	(6,818)	(3,466)
Total comprehensive income attributable to common stockholders	$ 102,118	$ 40,527	$ 212,188

The accompanying notes are an integral part of these consolidated financial statements.

DIODES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EQUITY
(In thousands)

	Common stock		Treasury stock		Additional paid-in capital	Retained earnings	Accumulated other comprehensive loss	Total Diodes Incorporated stockholders' equity	Noncontrolling interest	Total equity
	Shares	Amount	Shares	Amount						
Balance, December 31, 2022	54,751	36,503	(9,282)	(337,490)	494,773	1,448,092	(128,233)	1,513,645	69,274	1,582,919
Total comprehensive income	-	-	-	-	-	227,182	(14,994)	212,188	3,466	215,654
Net changes in noncontrolling interests	-	-	-	-	-	-		-	(3,804)	(3,804)
Common stock issued for share-based plans	474	316	-	-	(316)	-	-	-	-	-
Share-based compensation	-	-	-	-	30,545	-	-	30,545	-	30,545
Deferred compensation plan	-	-	(5)	(496)	496	-	-	-	-	-
Tax related to net share settlement	-	-	-	-	(15,637)	-	-	(15,637)	-	(15,637)
Balance, December 31, 2023	55,225	36,819	(9,287)	(337,986)	509,861	1,675,274	(143,227)	1,740,741	68,936	1,809,677
Total comprehensive income	-	-	-	-	-	44,024	(3,497)	40,527	6,818	47,345
Net changes in noncontrolling interests	-	-	-	-	853	-	-	853	(2,108)	(1,255)
Common stock issued for share-based plans	396	264	-	-	(264)	-	-	-	-	-
Share-based compensation	-	-	-	-	22,741	-	-	22,741	-	22,741
Deferred compensation plan	-	-	(1)	(114)	114	-	-	-	-	-
Tax related to net share settlement	-	-	-	-	(9,561)	-	-	(9,561)	-	(9,561)
Balance, December 31, 2024	55,621	37,083	(9,288)	(338,100)	523,744	1,719,298	(146,724)	1,795,301	73,646	1,868,947
Total comprehensive income	-	-	-	-	-	66,141	35,977	102,118	3,029	105,147
Net changes in noncontrolling interests	-	-	-	-	(6,854)	-	-	(6,854)	(16,390)	(23,244)
Common stock issued for share-based plans	263	176	-	-	(176)	-	-	-	-	-
Share-based compensation	-	-	-	-	25,712	-	-	25,712	-	25,712
Tax related to net share settlement	-	-	-	-	(4,339)	-	-	(4,339)	-	(4,339)
Stock buyback	-	-	(720)	(33,814)	-	-	-	(33,814)	-	(33,814)
Balance, December 31, 2025	55,884	$ 37,259	(10,008)	$ (371,914)	$ 538,087	$ 1,785,439	$ (110,747)	$ 1,878,124	$ 60,285	$ 1,938,409

The accompanying notes are an integral part of these consolidated financial statements.

DIODES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Twelve Months Ended December 31,		
	2025	2024	2023
Cash flows from operating activities			
Net income	$ 69,170	$ 50,842	$ 230,648
Adjustments to reconcile net income to net cash provided by operating activities, net of effects of acquisitions			
Depreciation	121,520	120,637	122,048
Amortization of intangible assets	22,227	16,499	15,282
Amortization of debt-issuance costs	301	302	1,117
Share-based compensation expense	25,745	22,767	30,911
Deferred income taxes	(7,477)	(1,001)	(13,349)
Investment (gain) loss	(25,870)	267	(19,398)
Gain on sale of subsidiary	(13,730)	-	-
Impairment of long-lived assets	5,816	-	-
Gain on disposal of fixed assets	572	(7,641)	(2,045)
Interest income from derivative financial instruments	(20,034)	(10,409)	(4,304)
Other	796	(2,341)	(2,409)
Changes in operating assets:			
Change in accounts receivable	22,687	47,276	(2,611)
Change in inventory	9,095	(87,497)	(28,947)
Change in other operating assets	12,357	3,478	(17,971)
Changes in operating liabilities:			
Change in accounts payable	13,786	(23,436)	(2,165)
Change in accrued liabilities	(13,670)	(3,144)	(17,749)
Change in income tax (refundable) payable	(7,478)	12,408	(9,307)
Change in unrealized tax benefit liability	(1,422)	(15,312)	2,942
Change in other operating liabilities	1,122	(4,260)	(1,779)
Net cash and cash equivalents from operating activities	215,513	119,435	280,914
Cash flows from investing activities			
Acquisitions, net of cash received	(5,310)	(56,661)	(3)
Purchases of property, plant, and equipment	(78,362)	(73,024)	(150,769)
Proceeds from sale of property, plant, and equipment	6,991	816	2,769
Proceeds from short-term investments	7,629	16,360	6,157
Purchases of short-term investments	(9,720)	(14,026)	(9,323)
Purchases of equity securities	(49,303)	-	(17,901)
Proceeds from sale of subsidiary	15,958	-	-
Receipt of government grants	585	8,659	471
Receipt of insurance recovery	-	4,725	1,413
Proceeds from disposal of wafer fabrication facility	-	-	6,292
Net amounts (paid) received for hedge termination	(4,000)	-	374
Other	(646)	(4,889)	2,198
Net cash and cash equivalents from investing activities	(116,178)	(118,040)	(158,322)
Cash flows from financing activities			
Advances on lines of credit and short-term debt	59,073	90,766	29,036
Repayments of lines of credit and short-term debt	(61,922)	(98,354)	(24,509)
Proceeds from long-term debt	11,746	6,439	25,204
Repayments of long-term debt	(7,729)	(6,458)	(154,019)
Debt issuance costs	-	(188)	(948)
Repayment of and proceeds from finance lease obligation	(85)	(64)	(115)
Taxes paid related to net share settlement	(4,339)	(9,561)	(15,637)
Net changes in noncontrolling interests	(18,104)	(2,079)	(3,647)
Repurchases of common stock	(33,814)	-	-
Other	363	155	(88)
Net cash and cash equivalents from financing activities	(54,811)	(19,344)	(144,723)
Effect of exchange rate changes on cash and cash equivalents	13,098	14,190	(485)
Change in cash and cash equivalents, including restricted cash	57,622	(3,759)	(22,616)
Cash and cash equivalents, beginning of period, including restricted cash	314,724	318,483	341,099
Cash and cash equivalents, end of period, including restricted cash	$ 372,346	$ 314,724	$ 318,483

The accompanying notes are an integral part of these consolidated financial statements.

DIODES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)
(In thousands)

	Twelve Months Ended December 31,		
	2025	**2024**	**2023**
Supplemental Cash Flow Information			
Interest paid during the period	$ 1,683	$ 2,035	$ 4,607
Taxes paid during the period	$ 24,157	$ 21,534	$ 97,668
Non-cash investing and financing activities:			
Accounts payable balance related to the purchase of property, plant, and equipment	$ 15,841	$ 13,065	$ 14,602
Dividend payable balance to noncontrolling interests	$ -	$ -	$ 100

The accompanying notes are an integral part of these consolidated financial statements.

(Table amounts in thousands except per share data)

Note 1 – Summary of Operations and Significant Accounting Policies

Nature of operations

GENERAL

Diodes Incorporated, together with its subsidiaries (collectively the "Company," "we," or "our" (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, analog, and mixed-signal semiconductor markets. The Company serves the industrial, automotive, computing, consumer, and communications markets.

The Company's diverse product portfolio covers diodes; rectifiers; transistors; MOSFETs; SiC diodes and MOSFETs; protection devices; logic; voltage translators; amplifiers and comparators; sensors; and power management devices such as AC-DC converters, digital isolators and isolated gate drivers, DC-DC switching, photocoupler, linear voltage regulators, voltage references, LED drivers, power switches, and voltage supervisors. We also have timing and connectivity solutions including clock ICs, crystal oscillators, PCIe packet switches, multi-protocol switches, interface products, and signal integrity solutions for high-speed signals.

The Company operates form the following locations, with additional support offices throughout the world:

- **Corporate Headquarters**
  Plano, Texas, United States
- **Design, Engineering, and Marketing**
  Shanghai, Yangzhou, Shenzhen, and Hong Kong, China
  Oldham, England
  New Taipei City, Hsinchu, and Tainan, Taiwan
  Milpitas, California, and Plano, Texas, United States
- **Wafer Fabrication**
  Shanghai and Wuxi, China
  Oldham, England
  Greenock, Scotland
  Hsinchu, Taiwan
  South Portland, Maine, United States
- **Assembly and Test**
  Shanghai, Chengdu, and Wuxi, China
  Neuhaus am Rennweg, Germany
  Chongli, Taiwan
- **Sales, Warehouse, and Logistics**
  Hong Kong, Shanghai, Beijing, Shenzhen, Wuhan, Guangzhou, Qingdao, and Xiamen, China
  Oldham, England
  Frankfurt and Munich, Germany
  Milan, Italy
  Tokyo, Japan
  Singapore
  Seongnam-si, South Korea
  New Taipei City, Taiwan
  Milpitas, California and Plano, Texas, United States

The Company's manufacturing facilities have achieved certifications in the internationally recognized standards of ISO 9001:2015, ISO 14001:2015, and, for automotive products, IATF 16949:2016 and the Company is also C-TPAT certified. We believe these quality awards reflect the superior quality-control techniques established at the Company and further enhance our credibility as a vendor-of-choice to original equipment manufacturers ("OEMs") increasingly concerned with quality and consistency.

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

- Automotive: connected driving, comfort/style/safety, electrification/powertrain;
- Industrial: embedded systems, industrial automation, medical, energy management, smart buildings;

- Computing: Artificial Intelligence (“AI”) data center including AI server, storage, and edge AI;
- Consumer: Internet of things (“IoT”): wearables, home automation, home appliances, and charging solutions, and
- Communications: smart phones, telecom, enterprise networking, smart infrastructure including space-based connectivity.

Significant Accounting Policies

Principles of consolidation – The consolidated financial statements include the accounts of Diodes Incorporated, its wholly-owned subsidiaries and its controlled majority-owned subsidiaries. We account for equity investments in companies over which we have the ability to exercise significant influence, but do not hold a controlling interest, under the equity method, and we record our proportionate share of income or losses in Interest and other, net in the consolidated statements of income. All significant intercompany balances and transactions have been eliminated.

Use of estimates – The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America (“GAAP”) requires that management make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The level of uncertainty in estimates and assumptions increases with the length of time until the underlying transactions are completed. Actual results may differ from these estimates in amounts that may be material to the consolidated financial statements and accompanying notes.

Revenue recognition – The Company generates revenue from sales of its semiconductor products to direct customers and distributors and recognizes revenue when control is transferred. This transfer generally occurs at a point in time upon shipment or delivery to the customer or distributor, depending upon the terms of the sales order. The payment terms on our sales are based on negotiations with our customers. For sales to distributors, payment is not contingent upon resale of the products. The vast majority of our revenue from products and services is accounted for at a point in time.

Our customers can order different types of semiconductors in a single contract (purchase order), and each line on a purchase order represents a separate performance obligation. Depending on the terms of an arrangement, we may also be responsible for shipping and handling activities. We have elected to account for shipping and handling as activities to fulfill our promise to transfer the good(s). As such, shipping and handling activities do not represent a separate performance obligation, and are accrued as a fulfillment cost. Further, although we offer warranties on our products, our warranties are considered to be assurance-type in nature and do not cover anything beyond ensuring that the product is functioning as intended. Based on the guidance in ASC 606, assurance-type warranties do not represent separate performance obligations; therefore, the primary performance obligation in the majority of our contracts is the delivery of a specific good through the purchase order submitted by our customer.

We record allowances/reserves for a number of items. The following items are the largest dollar items for which we record allowances/reserves, with ship and debit making up the vast majority: (i) ship and debit, which arise when we issue credit to certain distributors upon their shipments to their end customers; (ii) stock rotation, which are contractual obligations that permit certain distributors, up to four times a year, to return a portion of their inventory based on historical shipments to them in exchange for an equal and offsetting order; and (iii) price protection, which arise when market conditions cause average selling prices to decrease and we issue credit to certain distributors on their inventory. Ship and debit reserves are recorded as a reduction to net sales with a corresponding reduction to accounts receivable. Stock rotation reserves and price protection reserves are recorded as a reduction to net sales with a corresponding increase in accrued liabilities.

We also assess our customer’s ability and intention to pay, which is based on a variety of factors including our customer’s historical payment experience, their financial condition and the condition of the global economy and financial markets. Payment terms and conditions typically vary depending on negotiations with the customer.

Net sales are reduced in the period of sale for estimates of product returns and other allowances including distributor adjustments, which were approximately $331.0 million, $346.8 million, and $262.8 million in 2025, 2024, and 2023, respectively.

Product warranty – We generally warrant our products for a period of one year from the date of sale. Historically, warranty expense has not been material.

Cash, cash equivalents, and short-term investments – We consider all highly liquid investments with maturity of three months or less at the date of purchase to be cash equivalents. We currently maintain substantially all of our day-to-day operating cash balances with major financial institutions. We hold short-term investments consisting of time deposits, which are highly liquid with maturity dates greater than three months at the date of purchase. Generally, we can access these investments in a relatively short amount of time but in doing so we generally forfeit a portion of interest income. See Note 3 below for additional information regarding fair value of financial instruments.

Allowance for doubtful accounts – We evaluate the collectability of our accounts receivable based upon a combination of factors, including the current business environment and historical experience. If we are aware of a customer's inability to meet its financial obligations, we record an allowance to reduce the receivable to the amount we reasonably believe will be collected from the customer. For all other customers, we record an allowance based upon the amount of time the receivables are past due. If actual accounts receivable collections differ from these estimates, an adjustment to the allowance may be necessary with a resulting effect on operating expense. Accounts receivable are presented net of valuation allowance, which were approximately $4.1 million at December 31, 2025 and $7.8 million at December 31, 2024.

Inventories – Inventories are stated at the lower of cost or net realizable value. Cost is determined principally by the first-in, first-out method. Cost includes materials, labor, and manufacturing overhead related to the purchase and production of inventories. Any write-down of inventory to the lower of cost or net realizable value at the close of a fiscal period creates a new cost basis that subsequently would not be marked up based on changes in underlying facts and circumstances. On an on-going basis, we evaluate inventory for obsolescence and slow-moving items. This evaluation includes analysis of sales levels, sales projections, purchases by item, shelf life, and raw material usage related to our manufacturing facilities. If our review indicates a reduction in utility below carrying value, we reduce inventory to a new cost basis. If future demand or market conditions are different from our current estimates, an inventory adjustment to write down inventory may be required, and would be reflected in cost of goods sold in the period the revision is made.

Property, plant, and equipment – Purchased property, plant, and equipment is recorded at historical cost, and property, plant, and equipment acquired in a business combination is recorded at fair value on the date of acquisition. Property, plant and equipment is depreciated using straight-line methods over the estimated useful lives, which range from 20 to 55 years for buildings and 3 to 10 years for machinery and equipment. The estimated lives of leasehold improvements range from 3 to 5 years, and are amortized over the shorter of the remaining lease term or their estimated useful lives.

Leases – The Company determines if an arrangement is a lease at its inception. Operating and financing lease arrangements are comprised primarily of real estate and equipment agreements for which the right-of-use ("ROU") assets are included in other assets and the corresponding lease liabilities, depending on their maturity, are included in Accrued liabilities and other current or Other long-term liabilities in the Consolidated Balance Sheet.

ROU assets represent the right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the lease. ROU assets and lease liabilities are recognized at the lease commencement date based on the estimated present value of lease payments over the lease term. The lease term includes options to extend the lease when it is reasonably certain that the option will be exercised. Leases with a term of 12 months or less are not recorded on the Consolidated Balance Sheet.

The Company uses its estimated incremental borrowing rate in determining the present value of lease payments considering the term of the lease, which is derived from information available at the lease commencement date, giving consideration to publicly available data for instruments with similar characteristics. The Company accounts for the lease and non-lease components as a single lease component.

Segment reporting – The Company's operations are managed and reported on a consolidated basis to our President and CEO who is also our CODM. For financial reporting purposes, we operate in a single segment, standard semiconductor products, through our various design, manufacturing, and distribution facilities, which reflects the way in which our CODM executes operating decisions, allocates resources, and manages the growth and profitability of the Company. We sell product primarily through our operations in Asia, the Americas, and Europe. See Note 16 of "Notes to Consolidated Financial Statements" of this Annual Report for additional information.

Goodwill and other indefinite lived intangible assets – Goodwill and indefinite lived assets are tested for impairment on an annual basis or when an event or changes in circumstances indicate that its carrying value may not be recoverable. Goodwill impairment is tested at the reporting unit level, which is defined as an operating segment or one level below the operating segment. Diodes has one operating segment. No goodwill impairment occurred in 2025, 2024, or 2023. Goodwill is reviewed for impairment using either a qualitative assessment or a quantitative goodwill impairment test. If we choose to perform a qualitative assessment and determine the fair value more likely than not exceeds the carrying value, no further evaluation is necessary. When we perform the quantitative goodwill impairment test, we compare fair value to carrying value, which includes goodwill. If fair value exceeds carrying value, the goodwill is not considered impaired. If the carrying value is higher than the fair value, the difference would be recognized as an impairment loss.

Impairment of long-lived assets – Our long-lived assets are reviewed whenever events or changes in circumstances indicate that the carrying value may not be recoverable. We consider assets to be impaired if the carrying value exceeds the undiscounted projected cash flows from operations. If impairment exists, the assets are written down to fair value or to the projected discounted cash flows from related operations. As of December 31, 2025, we expect the remaining carrying value of assets to be recoverable.

Business combinations – We account for acquired businesses using the acquisition method of accounting, which requires that once control of a business is obtained, 100% of the assets acquired and liabilities assumed, including amounts attributed to noncontrolling interests, be recorded at the date of acquisition at their respective fair values. Any excess of the purchase price over the estimated fair values of the net assets acquired is recorded as goodwill.

For significant acquisitions we may use independent third-party valuation specialists to assist us in determining the fair value of assets acquired and liabilities assumed.

Significant judgment is often required in estimating the fair value of assets acquired and liabilities assumed. The Company makes estimates and assumptions about conditions of the assets, other costs not captured in the base costs, and consideration for entrepreneurial profit, depreciation, functional obsolescence, and economic obsolescence allocated to the various property, plant, and equipment categories considering the perspective of marketplace participants.

While management believes those expectations and assumptions are reasonable, they are inherently uncertain. Unanticipated market or macroeconomic events and circumstances may occur, which could affect the accuracy or validity of the estimates and assumptions, which could result in subsequent impairments.

During the normal course of business the Company pursues acquisitions. See Note 20 for additional information regarding business acquisitions.

Equity investments – We regularly invest in equity securities of public and private companies to promote business and strategic objectives. Equity investments are measured and recorded as follows:

Marketable equity securities are equity securities with readily determinable fair value (“RDFV”) that are measured and recorded at fair value on a recurring basis with changes in fair value, whether realized or unrealized, recorded through the income statement.

Non-marketable equity securities are equity securities without RDFV that are measured and recorded using a measurement alternative that measures the security at cost minus impairment, if any, plus or minus changes resulting from qualifying observable price changes.

Equity-method investments are equity securities in investees we do not control but over which we have the ability to exercise significant influence. Equity method investments are measured at cost minus impairment, if any, plus or minus our share of equity method investee income or loss.

Variable interest entities – The Company determines at the inception of each arrangement whether an entity in which it has made an investment or in which the Company has other variable interests is considered a variable interest entity (“VIE”). The Company consolidates VIEs when it is the primary beneficiary. The Company is the primary beneficiary of a VIE when it has the power to direct activities that most significantly affect the economic performance of the VIE and has the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE. If the Company is not the primary beneficiary of a VIE, the Company accounts for the investment or other variable interests in a VIE in accordance with applicable GAAP. The Company will reassess whether they are the primary beneficiary at each reporting date.

Income taxes – Income taxes are accounted for using an asset and liability approach whereby deferred tax assets and liabilities are recorded for differences in the financial reporting bases and tax bases of our assets and liabilities. If it is more likely than not that some portion of deferred tax assets will not be realized, a valuation allowance is recorded.

GAAP prescribes a comprehensive model for how companies should recognize, measure, present, and disclose in their financial statements uncertain tax positions taken or expected to be taken on a tax return. Tax positions shall initially be recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions shall initially and subsequently be measured as the largest amount of tax benefit that is greater than 50% likely of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and all relevant facts. All deferred income taxes are classified as noncurrent assets or noncurrent liabilities on the consolidated balance sheet as of December 31, 2025 and 2024, respectively.

Research and development costs – Internally-developed research and development costs are expensed as incurred. Acquired in-process research and development (“IPR&D”) is capitalized as an indefinite-lived intangible asset and evaluated periodically for impairment. When the project is completed, an expected life is determined and the IPR&D is amortized as an expense over the expected life.

Shipping and handling costs – Shipping and handling costs for products shipped to customers, which are included in selling, general and administrative expenses, were approximately $20.3 million, $18.0 million, and $20.8 million for the twelve months ended December 31, 2025, 2024, and 2023, respectively.

Concentration of credit risk – Financial instruments, which potentially subject us to concentrations of credit risk, include trade accounts receivable. Credit risk is limited by the dispersion of our customers over various geographic areas, operating primarily in electronics manufacturing and distribution. We perform a credit evaluation of new customers and monitor the accounts receivable aging of our existing customers. Generally we require no collateral from our customers and historically credit losses have been insignificant.

We currently maintain substantially all of our day-to-day cash balances and short-term investments with major financial institutions. Cash balances are usually in excess of Federal and/or foreign deposit insurance limits.

Valuation of financial instruments – The carrying value of our financial instruments, including cash and cash equivalents, short-term investments, accounts receivable, accounts payable, credit line, and long-term debt approximate fair value due to their current market conditions, maturity dates, and other factors.

Share-based compensation – Restricted stock grants are measured based on the fair market value of the underlying stock on the date of grant and compensation expense is recognized on a straight-line basis over the requisite four-year service period. Performance stock units are measured based on the fair market value of the underlying stock on the date of grant and compensation expense is recognized over the three-year performance period, with adjustments made to the expense to recognize the probable payout percentage.

We use the Black-Scholes-Merton model to determine the fair value of stock options on the date of grant and recognize compensation expense for stock options on a straight-line basis. The amount of compensation expense recognized using the Black-Scholes-Merton model requires us to exercise judgment and make assumptions relating to the factors that determine the fair value of our stock option grants. The fair value calculated by this model is a function of several factors, including the grant price, the expected future volatility, the expected term of the option and the risk-free interest rate of the option. The expected term and expected future volatility of the options require judgment. In addition, we estimate the expected forfeiture rate and only recognize expense for those stock options expected to vest. We estimate the forfeiture rate based on historical experience, and to the extent our actual forfeiture rate is different from our estimate, share-based compensation expense is adjusted accordingly.

Treasury stock – In May 2025, the Company's Board of Directors authorized the repurchase of up to an aggregate of $100 million of its outstanding common stock, $0.66 2/3 par value per share. The share repurchase program will expire on December 31, 2030, unless extended or shortened by the Board of Directors. As of December 31, 2025, the Company has repurchased approximately $33.8 million of its common stock. Shares that are reacquired are recorded as treasury stock, at cost, the measurement date of cost being date of purchase, as a reduction to stockholder' equity.

Functional currencies and foreign currency translation – We translate the assets and liabilities of our non-U.S. dollar functional currency subsidiaries into U.S. dollars using exchange rates on the balance sheet date. Net sales and expense for these subsidiaries are translated at the weighted-average exchange rate during the period presented. Resulting translation adjustments are recorded as a separate component of accumulated other comprehensive income or loss within stockholders' equity in the consolidated balance sheets.

Defined benefit plan – We maintain plans covering certain of our employees in the U.K. The overfunded or underfunded status of pension and postretirement benefit plans are recognized on the balance sheet. Actuarial gains and losses, and prior service costs or credits, are recognized in other comprehensive income (loss), net of tax effects, until they are amortized as a component of net periodic benefit cost. For financial reporting purposes, the net pension and supplemental retirement benefit obligations and the related periodic pension costs are calculated based upon, among other things, assumptions of the discount rate for plan obligations, estimated return on pension plan assets and mortality rates. These obligations and related periodic costs are measured using actuarial techniques and assumptions. The projected unit credit method is the actuarial cost method used to compute the pension liabilities and related expenses. The expected long-term return on plan assets was determined based on historical and expected future returns of the various asset classes. The plan's investment policy includes a mandate to diversify assets and invest in a variety of asset classes to achieve its expected long-term return and is currently invested in a variety of funds representing most standard equity and debt security classes. Trustees of the plan may make changes at any time.

Noncontrolling interest – Noncontrolling interest primarily relates to the minority investors' share of the earnings of certain China and Taiwan subsidiaries. Noncontrolling interests are a separate component of equity and not a liability. Increases or decreases in noncontrolling interest, due to changes in our ownership interest of the subsidiaries that leave control intact, are recorded as equity transactions. The noncontrolling interest in our subsidiaries and their equity balances are reported separately in the consolidated financial statements, and activities of these subsidiaries are included therein.

Contingencies – From time to time, we may be involved in a variety of legal matters that arise in the normal course of business. Based on information available, we evaluate the likelihood of potential outcomes. We record and disclose the appropriate liability when the amount is deemed probable and reasonably estimable. In addition, we do not accrue for estimated legal fees and other directly related costs as they are expensed as incurred.

Comprehensive income (loss) – GAAP generally requires that recognized revenue, expenses, gains and losses be included in net income. Although certain changes in assets and liabilities are reported as separate components of the equity section of the consolidated balance sheet, such items, along with net income, are components of comprehensive income or loss. The components of accumulated other comprehensive income or loss include foreign currency translation adjustments and unrealized gain or loss on defined benefit plan.

The components and balance of comprehensive income is as follows:

	2025	2024	2023
Unrealized foreign currency losses	$ (38,436)	$ (75,044)	$ (63,171)
Unrealized loss on cross currency and interest rate swaps, net of tax	(42,146)	(34,906)	(37,294)
Unrealized loss on defined benefit plan	(30,165)	(36,774)	(42,762)
Balance at December 31,	$ (110,747)	$ (146,724)	$ (143,227)

Change in Accounting Estimate – On an on-going basis, the Company evaluates inventory for a number of risk factors in the determination of net realizable value via the salability and obsolescence ("S&O") reserve. Those risk factors include inventory aging, salability, excess inventory, shelf life, customer risk, and other risks. These factors are quantified separately via analysis of sales levels, sales projections, purchases by item, as well as raw material usage related to the Company's manufacturing facilities, etc. and are aggregated into a single S&O reserve that is applied to the overall inventory balance to recognize that inventory at the lower of its cost or net realizable value.

In the fourth quarter of 2024, the Company completed a product obsolescence study related to its inventory. Based on the results of this study the Company increased the shelf life of certain of its products, resulting in a change in accounting estimate. This change was effective December 31, 2024 and resulted in a decrease of approximately $4.5 million in cost of goods sold and an increase in net income of approximately $3.8 million, or $0.08 per basic and diluted share, reflected in the Company's Consolidated Statements of Income for the twelve months ended December, 31, 2024.

In the fourth quarter of 2024, after completing its total inventory reserve analysis, including all inventory risk factors, including but not limited to the product shelf life, the Company's total inventory reserve increased approximately $5.6 million and is reflected in cost of goods sold in the Company's Consolidated Statements of Income for the twelve months ended December 31, 2024.

Recently Issued Accounting Pronouncements

The Financial Accounting Standards Board ("FASB") issued the following Accounting Standards Updates ("ASU") which could have potential impact to the Company's financial statements:

In December 2025 the FASB issued *ASU 2025-10, "Government Grants (Topic 832) Accounting for Government Grants Received by Business Entities (*"ASU 2025-10"*).* ASU 2025-10 establishes authoritative guidance on the accounting for government grants received by business entities. The amendments in ASU 2025-10 require that a government grant received by a business entity should not be recognized until:

1. It is probable that (a) a business entity will comply with the conditions attached to the grant and (b) the grant will be received.
2. A business entity meets the recognition guidance for a grant related to an asset or a grant related to income.

The amendments in this Update require that a grant related to an asset be recognized on the balance sheet as a business entity incurs the related costs for which the grant is intended to compensate, either as:

1. Deferred income (the deferred income approach)
2. An adjustment to the cost basis in determining the carrying amount of the asset (the cost accumulation approach).

For public business entities, the amendments in this Update are effective for annual reporting periods beginning after December 15, 2028, and interim reporting periods within those annual reporting periods. The Company is currently evaluating the impact this amended guidance may have on its financial statements.

In July 2025, the FASB issued *ASU 2025-05, "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets"* ("ASU 2025-05"). ASU 2025-05 provides a practical expedient that all entities can use when estimating expected credit losses for current accounts receivable and current contract assets arising from transactions accounted for under ASC 606, Revenue from Contracts with Customers. Under this practical expedient, an entity is allowed to assume that the current conditions it has applied in determining credit loss allowances for current accounts receivable and current contract assets remain unchanged for the remaining life of those assets. ASU 2025-05 is effective for fiscal years beginning after December 15, 2025, and interim reporting periods in those years. Entities that elect the practical expedient and, if applicable, make the accounting policy election are required to apply the amendments prospectively. The Company does not expect this amended guidance will have a material impact on its financial statements.

In May 2025, the FASB issued *ASU 2025-03, "Business Combination and Consolidation: Determining the Accounting Acquirer in the Acquisition of a Variable Interest Entity"* ("ASU 2025-03"). ASU 2025-03 provides clarifying guidance on determining the accounting acquirer in certain transactions involving VIEs. The update aims to improve consistency and comparability in financial reporting, especially when companies merge with a special-purpose acquisition company ("SPAC"). ASU 2025-03 requires entities to apply the same factors used for determining the accounting acquirer in other acquisition transactions. Essentially, it aims to make financial reporting more comparable and decision-useful for investors by ensuring that the accounting acquirer is appropriately identified in acquisitions of VIEs, particularly in SPAC transactions. ASU 2024-03 is effective for fiscal years beginning after December 15, 2026 including interim periods within those annual periods, with early adoption permitted. The Company is currently evaluating the impact this amended guidance may have on its financial statements.

In November 2024, the Financial Accounting Standards Board issued *Accounting Standards Update 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40).* The amendments in this update require that at each interim and annual reporting period an entity disclose:

- The amounts of purchases of inventory, employee compensation, depreciation, intangible asset amortization, and depreciation, depletion, and amortization recognized as part of oil and gas-producing activities (or other amounts of depletion expense) included in each relevant expense caption. A relevant expense caption is an expense caption presented on the face of the income statement within continuing operations that contains any of the expense categories listed above;
- Companies are also required to include certain amounts that are already required to be disclosed under current generally accepted accounting principles in the same disclosure as the other disaggregation requirements;
- Disclose a qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated quantitatively; and
- Disclose the total amount of selling expenses and, in annual reporting periods, an entity's definition of selling expenses.

The amendments in this update are effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. Early adoption is permitted. The Company is currently evaluating the impact this amended guidance may have on its financial statements.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures.* The amendments in this update require that public business entities on an annual basis (1) disclose specific categories in the rate reconciliation and (2) provide additional information for reconciling items that meet a quantitative threshold (if the effect of those reconciling items is equal to or greater than 5 percent of the amount computed by multiplying pretax income or loss by the applicable statutory income tax rate). For public business entities, the amendments in this Update are effective for annual periods beginning after December 15, 2024. The Company adopted the new standard and the additional disclosure requirements with retrospective application are contained in Note 12 - Income Taxes- *Effective Rate Reconciliation*.

Note 2 – Earnings per Share

Basic earnings per share is calculated by dividing net earnings attributable to common stockholders by the weighted-average number of shares of common stock outstanding during the period. Diluted earnings per share is calculated similarly but includes potential dilution from the exercise of stock options and stock awards, except when the effect would be anti-dilutive. Earnings per share are computed using the "treasury stock method."

	Twelve Months Ended December 31,		
	2025	2024	2023
Earnings (numerator)			
Net income attributable to common stockholders	$ 66,141	$ 44,024	$ 227,182
Shares (denominator)			
Weighted average common shares outstanding (basic)	46,340	46,208	45,803
Dilutive effect of stock options and stock awards outstanding	74	200	508
Adjusted weighted average common shares outstanding (diluted)	46,414	46,408	46,311
Earnings per share attributable to common stockholders			
Basic	$ 1.43	$ 0.95	$ 4.96
Diluted	$ 1.43	$ 0.95	$ 4.91
Stock options and stock awards excluded from EPS calculation because their inclusion would be anti-dilutive	571	233	138

Note 3 – Fair Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

We use valuation techniques that are consistent with the market approach, the income approach and/or the cost approach. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets and liabilities. The income approach uses valuation techniques to convert future amounts, such as cash flows or earnings, to a single present amount on a discounted basis. The cost approach is based on the amount that currently would be required to replace the service capacity of an asset (replacement costs). Valuation techniques should be consistently applied. Inputs to valuation techniques refer to the assumptions that market participants would use in pricing the asset or liability. Inputs may be observable, meaning those that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from independent sources, or unobservable, meaning those that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. These two types of inputs create a three-tier fair value hierarchy that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

Level 1 Inputs - Unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

Level 2 Inputs - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (for example, interest rates, volatilities, prepayment speeds, loss severities, credit risks and default rates) or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 Inputs - Significant unobservable inputs that reflect an entity's own assumptions that market participants would use in pricing the assets or liabilities.

As of December 31, 2025, we had short-term and long-term investments. Long-term investments are included with Other long-term assets on the consolidated balance sheet. Trading securities held at December 31, 2025, were purchased on the open market and unrealized gains and losses are included in Other income (expense). The trading securities are valued under the fair value hierarchy using Level 1 Inputs. Short-term investments consist of investments such as time deposits, which are highly liquid with maturity dates greater than three months at the date of purchase. Generally, we can access these short-term investments in a relatively short amount of time but in doing so we generally forfeit a portion of earned and future interest income. Long-term investments consist of certain equity securities acquired as part of the LSC acquisition. Deferred compensation investments consist primarily of life insurance policies, but may also include investments in the Company's stock, mutual funds and cash. See Note 13 for additional information related to our deferred compensation program and Note 18 for additional information related to our interest rate swaps and foreign currency hedges. The short-term investments, long-term investments and deferred compensation investments are valued under the fair value hierarchy using Level 1 and Level 2 Inputs.

Financial assets and liabilities carried at fair value as of December 31, 2025, are classified in the following table:

Description	Fair Market Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Changes in Fair Values Included in Current Period Earnings
Short-term investments	$ 9,817	$ 9,817	$ -	$ -	$ -
Long-term investments	20,574	20,574	-	-	(4,754)
Collard forward asset	11,454	-	11,454	-	-
Collard forward liability	(2,558)	-	(2,558)	-	-
Deferred compensation investments	19,959	1,196	18,763	-	2,244

Financial assets and liabilities carried at fair value as of December 31, 2024 are classified in the following table:

Description	Fair Market Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Changes in Fair Values Included in Current Period Earnings
Short-term investments	$ 7,464	$ 7,464	$ -	$ -	$ -
Long-term investments	23,933	23,933	-	-	(42)
Collard forward asset	593	-	593	-	-
Collard forward liability	(8,071)	-	(8,071)	-	-
Deferred compensation investments	17,173	4,397	12,776	-	1,769

Certain financial assets and financial liabilities are measured at fair value on a non-recurring basis; that is, the instruments are not measured at fair value on an ongoing basis, but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment). We believe our long-term debt under our revolving credit facility approximates fair value and is valued under the fair value hierarchy using Level 2 Inputs. Financial assets and financial liabilities measured at fair value on a non-recurring basis were not significant at December 31, 2025 and 2024.

We also are responsible for a pension plan in the U.K. that holds investments carried at fair value. See Note 13 below for additional information related to these pension plan investments.

Note 4 – Inventories

Inventories, stated at the lower of cost or market value, at December 31 were:

	2025	2024
Finished goods	$ 171,369	$ 203,665
Work-in-progress	91,143	80,232
Raw materials	209,034	191,051
	$ 471,546	$ 474,948

Note 5 – Property, Plant, and Equipment

Property, plant and equipment at December 31 were:

	2025	2024
Buildings and leasehold improvements	$ 366,669	$ 352,670
Machinery and equipment	1,349,750	1,276,038
	1,716,419	1,628,708
Less: Accumulated depreciation and amortization	(1,224,786)	(1,108,320)
	491,633	520,388
Construction in-progress	84,510	91,736
Land	73,462	72,135
	$ 649,605	$ 684,259

Depreciation and amortization of property, plant and equipment was $121.5 million, $120.6 million, and $122.0 million for the twelve months ended December 31, 2025, 2024, and 2023, respectively.

Note 6 – Intangible Assets

Intangible assets at December 31 were as follows:

		December 31, 2025			
Intangible Assets	**Useful life**	**Gross Carrying Amount**	**Accumulated Amortization**	**Currency Exchange**	**Net**
Amortized intangible assets					
Patents	5-15 years	$ 16,037	$ (16,211)	$ 418	$ 244
Developed product technology	2-10 years	182,499	(147,422)	(7,081)	27,996
Customer relationships	7-12 years	69,718	(60,234)	(1,641)	7,843
Software license and other	3-4 years	2,743	(2,677)	(66)	-
Total amortized intangible assets		270,997	(226,544)	(8,370)	36,083
Intangible assets with indefinite lives					
Trademarks and trade names	Indefinite	10,303	-	(931)	9,372
Total Intangible assets with indefinite lives		10,303	-	(931)	9,372
Total intangible assets		$ 281,300	$ (226,544)	$ (9,301)	$ 45,455

		December 31, 2024			
Intangible Assets	**Useful life**	**Gross Carrying Amount**	**Accumulated Amortization**	**Currency Exchange**	**Net**
Amortized intangible assets					
Patents	5-15 years	$ 16,040	$ (15,954)	$ 404	$ 490
Developed product technology	2-10 years	182,499	(134,123)	(7,146)	41,230
Customer relationships	7-12 years	69,718	(51,563)	(1,699)	16,456
Software license and other	3-4 years	2,743	(2,677)	(66)	-
Total amortized intangible assets		271,000	(204,317)	(8,507)	58,176
Intangible assets with indefinite lives					
Trademarks and trade names	Indefinite	10,303	-	(1,082)	9,221
Total Intangible assets with indefinite lives		10,303	-	(1,082)	9,221
Total intangible assets		$ 281,303	$ (204,317)	$ (9,589)	$ 67,397

Amortization expense related to intangible assets subject to amortization was $22.2 million, $16.5 million, and $15.3 million for the twelve months ended December 31, 2025, 2024, and 2023, respectively. In process research and development is transferred to amortized intangible assets at the time the product becomes viable.

The weighted amortization period for intangible assets subject to amortization is 9.4 years. The schedule below sets forth future amortization expense of our currently owned intangible assets:

2026	$ 15,660
2027	14,671
2028	3,673
2029	642
2030	558
2031 and thereafter	879
Total	$ 36,083

Note 7 – Goodwill

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

Balance at December 31, 2023	$	146,558
Acquisitions		37,482
Foreign currency translation adjustment		(2,485)
Balance at December 31, 2024		181,555
Acquisitions		1,171
Disposal		(2,942)
Foreign currency translation adjustment		3,653
Balance at December 31, 2025	$	183,437

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

Short-term debt

Our Asia subsidiaries maintain credit facilities with several financial institutions through our foreign entities worldwide totaling $150.3 million. Other than two Taiwanese credit facilities that are collateralized by assets, our foreign credit lines are unsecured, uncommitted and contain no restrictive covenants. These credit facilities bear interest at the Taipei Interbank Offered Rate (or similar indices plus a specified margin. Interest payments are due monthly on outstanding amounts under the credit lines. The unused and available credit under the various facilities as of December 31, 2025, was approximately $119.6 million, net of $30.3 million advanced under our foreign credit lines and $0.4 million credit used for import and export guarantee.

Long-term debt

The Company maintains a long-term credit facility (“Credit Agreement”). The Credit Agreement consists of a Revolving Credit Facility in the amount of $225.0 million, including a swing line sublimit equal to the lesser of $50.0 million and the Revolving Credit Facility, a letter of credit sublimit equal to the lesser of $100.0 million and the Revolving Credit Facility, and an alternative currency sublimit equal to the lesser of $40.0 million and the Revolving Credit Facility. The Company has the option to increase the Credit Facility and/or incur Incremental Term Loans in an aggregate principal amount of up to $350.0 million. The Credit Agreement bears interest at Term SOFR or similar other indices plus a specified margin and matures in May 2028. The Credit Agreement contains certain financial and non-financial covenants, including, but not limited to, a maximum Consolidated Leverage Ratio, a minimum Consolidated Interest Coverage Ratio, and restrictions on liens, indebtedness, investments, fundamental changes, dispositions, and restricted payments (including dividends and share repurchases). The Company is permitted to pay dividends up to $75.0 million per fiscal year to our stockholders so long as we have not defaulted at the time of such dividend and no default would result from declaring and paying such dividend. Furthermore, under the Credit Agreement, restricted payments, including dividends and share repurchases, are permitted in certain circumstances, including while the pro forma Consolidated Leverage Ratio is, both before and after giving effect to any such restricted payment, at least 0.25 to 1.00 less than the maximum permitted under the Credit Agreement. Certain capitalized terms used in this description of the Credit Agreement have the meanings given to them in the Credit Agreement, which is attached as Exhibit 10.1 to our Current Report on Form 8-K that we filed with the SEC on June 2, 2023. The Borrowers have the option to increase the Revolving Facility and/or incur Incremental Term Loans in an aggregate principal amount of up to $350.0 million.

Borrowings outstanding as of December 31, 2025 and December 31, 2024, are set forth in the table below:

Description	December 31, 2025	December 31, 2024	Interest Rate	Current Amount Maturity
Short-term debt	$ 30,264	$ 31,429	Various indices plus margin	Various during 2026
Long-term debt				
Notes payable to Bank of Taiwan	1,479	1,593	2-yr deposit rate floating plus 0.1148%	June 2033
Notes payable to CTBC Bank	4,770	3,052	2-yr deposit rate floating plus 0.082%	October 2027
Notes payable to CTBC Bank	3,180	3,052	TAIBOR 3M plus 0.5%	March 2027
Notes payable to CTBC Bank	954	-	TAIBOR 3M plus 0.5%	April 2027
Notes payable to CTBC Bank	2,226	-	TAIBOR 3M plus 0.5%	April 2027
Notes payable to E Sun Bank	11,384	11,606	TAIBOR 3M plus 0.5%	May 2028
Notes payable to E Sun Bank	95	148	1-M deposit rate floating plus 0.08%	July 2027
Notes payable to E Sun Bank	918	1,064	1-M deposit rate floating plus 0.08%	July 2030
Notes payable to Taishin Bank	99	144	1 M time deposit rate + 1.4%	October 2027
Notes payable to Chang Hwa Bank	258	-	3M deposit rate floating plus 0.25%	January 2027
Notes payable to Chang Hwa Bank	32	-	2.22%	November 2030
Notes payable to Chang Hwa Bank	48	-	2.22%	December 2030
Notes payable to HSBC	223	-	2.22%	December 2030
Total long-term debt	25,666	20,659		
Less: Current portion of long-term debt	(1,442)	(1,096)		
Total long-term debt, net of current portion	$ 24,224	$ 19,563		

The table below sets forth the annual contractual maturities of long-term debt at December 31, 2025:

2026	$ 1,442
2027	12,407
2028	10,430
2029	550
2030	321
2031 and thereafter	516
Total long-term debt	$ 25,666

Note 9 – Leases

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

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

	2025	2024	2023
Operating lease expense	$ 14,508	$ 14,407	$ 13,066
Finance lease expense:			
Amortization of assets	28	29	32
Interest on lease liabilities	4	4	3
Short-term lease expense	2,313	2,260	1,899
Variable lease expense	4,858	4,893	4,350
Total lease expense	$ 21,711	$ 21,593	$ 19,350

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

	2025	2024
Operating leases:		
Operating lease ROU assets	$ 52,033	$ 53,749
Current operating lease liabilities	10,666	10,863
Noncurrent operating lease liabilities	28,890	28,648
Total operating lease liabilities	$ 39,556	$ 39,511
Finance leases:		
Finance lease ROU assets	$ 2,765	$ 2,708
Accumulated amortization	(2,641)	(2,606)
Finance lease ROU assets, net	$ 124	$ 102
Current finance lease liabilities	$ 43	$ 40
Non-current finance lease liabilities	80	63
Total finance lease liabilities	$ 123	$ 103
Weighted average remaining lease term (in years):		
Operating leases	7.2	6.6
Finance leases	2.8	3.3
Weighted average discount rate:		
Operating leases	4.1%	4.0%
Finance leases	3.6%	3.6%

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

	2025	2024	2023
Cash paid for the amounts included in the measurements of lease liabilities:			
Operating cash outflows from operating leases	$ 19,577	$ 21,220	$ 18,609
Operating cash outflows from finance leases	4	4	3
Financing cash outflow from finance leases	85	64	115
ROU assets obtained in exchange for lease liabilities incurred:			
Operating leases	11,189	12,864	14,251

The table below sets forth information about lease liability maturities:

	December 31,	
	Operating Leases	Finance Leases
2026	$ 12,989	$ 47
2027	9,705	44
2028	5,696	36
2029	2,620	3
2030	2,581	-
2031	2,525	-
2032 and thereafter	10,295	-
Total lease payments	46,411	130
Less: imputed interest	(6,855)	(7)
Total lease obligations	39,556	123
Less: current obligations	(10,666)	(43)
Long-term lease obligations	$ 28,890	$ 80

Note 10 – Accrued Liabilities and Other Long-Term Liabilities

Accrued liabilities and other current liabilities at December 31 were:

	2025	2024
Accrued expenses	$ 73,364	$ 70,983
Compensation and payroll taxes	46,389	44,887
Equipment purchases	15,841	13,065
Operating lease	10,666	10,863
Finance lease	43	40
Accrued pricing adjustments	27,183	36,826
Accrued professional services	3,792	4,596
Tax payable - non-income tax related	3,379	3,158
Other	265	2,158
	$ 180,922	$ 186,576

Other long-term liabilities at December 31 were:

	2025	2024
Accrued defined benefit plan	$ 3,382	$ 9,635
Operating lease	28,890	28,648
Finance lease	80	63
Deferred grants and subsidy	8,289	8,986
Deferred compensation	20,344	18,136
Tax contingencies	9,218	9,218
Other	7,325	15,890
	$ 77,528	$ 90,576

Note 11 – Dividends

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

Note 12 – Income Taxes

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

Income (loss) before income taxes	2025	2024	2023
U.S.	$ 24,306	$ (46,195)	$ 172,781
Foreign	59,653	108,877	105,152
Total	$ 83,959	$ 62,682	$ 277,933

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

	2025	2024	2023
Current tax provision (benefit)			
Federal	$ 2,751	$ 1,684	$ 27,028
Foreign	16,420	41,052	34,408
State	(17)	123	54
	19,154	42,859	61,490
Deferred tax provision (benefit)			
Federal	1,439	(7,862)	(8,273)
Foreign	(2,449)	(13,867)	(10,463)
State	(127)	-	(5)
	(1,137)	(21,729)	(18,741)
Tax (benefit) provision for unrecognized tax benefits	(3,228)	(9,290)	4,536
Total income tax provision	$ 14,789	$ 11,840	$ 47,285

Effective Tax Rate Reconciliation

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

	2025		2024		2023	
	Amount	**Percent***	**Amount**	**Percent***	**Amount**	**Percent***
US federal statutory tax rate	$ 17,632	21.0	$ 13,163	21.0	$ 58,366	21.0
State and local income taxes, net of federal income tax effect**	(144)	(0.2)	123	0.2	54	-
Foreign tax effects						
United Kingdom						
Statutory tax rate difference between United Kingdom and United States	303	0.4	815	1.3	628	0.2
Tax account adjustment	-	-	1,907	3.0	-	-
Other	523	0.6	631	1.0	752	0.3
China						-
Statutory tax rate difference between China and United States	1,002	1.2	2,202	3.5	1,729	0.6
Tax holidays	(2,689)	(3.2)	(1,490)	(2.4)	(1,533)	(0.6)
Research and development tax incentives	(4,400)	(5.2)	(3,148)	(5.0)	(4,487)	(1.6)
Changes in valuation allowances	2,060	2.5	-	-	-	-
Withholding taxes	1,598	1.9	(3,479)	(5.6)	11,121	4.0
Other	163	0.2	(69)	(0.1)	183	0.1
Taiwan						
Statutory tax rate difference between Taiwan and United States	(285)	(0.3)	(512)	(0.8)	(127)	-
Changes in valuation allowances	(1,729)	(2.1)	(3,067)	(4.9)	1,864	0.7
Withholding taxes	(254)	(0.3)	1,092	1.7	(5,369)	(1.9)
Other	(672)	(0.8)	404	0.6	(1,520)	(0.5)
Germany						
Statutory tax rate difference between Germany and United States	183	0.2	2,709	4.3	663	0.2
Other	(435)	(0.5)	1,545	2.5	413	0.1
Hong Kong						
Statutory tax rate difference between Hong Kong and United States	283	0.3	325	0.5	(36)	-
Other	(803)	(1.0)	1,045	1.7	(535)	(0.2)
Luxembourg						
Statutory tax rate difference between Luxembourg and United States	571	0.7	430	0.7	(295)	(0.1)
Losses not benefitted	672	0.8	1,826	3.0	-	-
Other	-	-	-	-	13	-
Singapore						
Statutory tax rate difference between Singapore and United States	272	0.3	-	-	-	-
Changes in valuation allowances	1,509	1.8	-	-	-	-
Other	387	0.5	-	-	-	-
Other foreign jurisdictions	108	0.1	1,176	1.9	102	-
Effect of cross-border tax laws						
Global intangible low-taxed income	3,826	4.6	4,426	7.1	(379)	(0.1)
Foreign derived intangible income	(1,362)	(1.7)	-	-	(14,617)	(5.3)
Other	322	0.3	(130)	(0.2)	(2,159)	(0.8)
Tax credits						
Research and development tax credits	(956)	(1.1)	(1,400)	(2.2)	(1,200)	(0.4)
Changes in valuation allowances	(792)	(0.9)	-	-	-	-
Nontaxable or nondeductible items						
Share-based payment awards	2,212	2.6	953	1.5	227	0.1
Other	239	0.3	(347)	(0.6)	(1,109)	(0.4)
Tax account adjustment	(1,327)	(1.6)	-	-	-	-
Changes in unrecognized tax benefits	(3,228)	(3.8)	(9,290)	(14.8)	4,536	1.6
Effective tax rate	$ 14,789	17.6	$ 11,840	18.9	$ 47,285	17.0

** The sum of the amounts in the table may not equal the effective rate due to rounding.*
*** State taxes in California and Texas made up the majority (greater than 50% of the tax effect in this category).*

Income taxes paid, net of refunds

Jurisdiction	2025	2024	2023
Federal	$ -	$ -	$ 39,000
State	4	-	36
Foreign			
Taiwan	8,467	10,541	29,471
China	7,341	6,961	11,578
United Kingdom	2,692	640	12,224
Germany	5,163	2,275	(598)
Hong Kong	-	1,013	5,908
Other jurisdictions	488	103	49
Total	$ 24,157	$ 21,534	$ 97,668

Uncertain Tax Positions

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

	2025	2024	2023
Balance at January 1,	$ 44,391	$ 48,838	$ 48,072
Additions based on tax positions related to the current year	2,838	4,955	11,370
Additions for prior year tax positions	10,677	6,900	110
Reductions for prior year tax positions	(9,519)	(16,302)	(10,714)
Balance at December 31,	$ 48,387	$ 44,391	$ 48,838

If the $48.4 million of unrecognized tax benefits as of December 31, 2025, is recognized, approximately $46.3 million would affect the effective tax rate. It is reasonably possible that the amount of the unrecognized benefit with respect to certain of our unrecognized tax positions will significantly increase or decrease within the next 12 months. These changes may be the result of settlements of ongoing audits or competent authority proceedings. At this time, an estimate of the range of the reasonably possible outcomes cannot be made.

We file income tax returns in the U.S. federal jurisdiction and in various state and foreign jurisdictions. We are no longer subject to U.S. federal income tax examinations by tax authorities for tax years before 2022. We are no longer subject to China income tax examinations by tax authorities for tax years before 2014. With respect to state and local jurisdictions and countries outside of the U.S., with limited exceptions, we are no longer subject to income tax audits for years before 2019. Although the outcome of tax audits is always uncertain, we believe that adequate amounts of tax, interest and penalties, if any, have been provided for in our reserve for any adjustments that may result from future tax audits. We recognize accrued interest and penalties, if any, related to unrecognized tax benefits in interest expense. We had an immaterial amount of accrued interest and penalties at December 31, 2025, 2024, and 2023.

Deferred Taxes

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

	2025	2024
Deferred tax assets		
Inventory cost	$ 32,895	$ 30,128
Accrued expenses and accounts receivable	6,553	6,511
Research and development tax credits	12,864	11,769
Net operating loss carryforwards	46,784	47,386
Lease obligations	4,236	3,371
Accrued pension	227	1,882
Plant, equipment and intangible assets	644	-
Share based compensation and others	21,825	11,295
	126,028	112,342
Valuation allowances	(23,876)	(22,101)
Total deferred tax assets, non-current	102,152	90,241
Deferred tax liabilities		
Plant, equipment and intangible assets	-	(4,773)
Right of use assets	(7,292)	(6,625)
Outside basis differences and others	(12,940)	(14,077)
Total deferred tax liabilities, non-current	(20,232)	(25,475)
Net deferred tax assets	$ 81,920	$ 64,766

ASU No. 2013-11 provides that an entity is required to present an unrecognized tax benefit, or a portion of an unrecognized tax benefit, in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward. The $53.1 million net deferred tax asset presented in the balance sheet as of December 31, 2025, is net of $28.8 million of unrecognized tax benefits. The $81.9 million and $64.8 million net deferred tax asset presented above for December 31, 2025 and 2024, respectively, is prior to the net balance sheet presentation required by ASU 2013-11.

At December 31, 2025, we had $1.6 million federal research credit carryforward and approximately $11.2 million of state tax credit and research credit carryforwards which are available to offset future income tax liabilities. The state tax credit carryforwards began expiring in 2025. Consistent with prior years, we determined that it is more likely than not that our state research credit carryforwards will expire before they are utilized. The valuation allowances recorded against the related deferred tax assets totaled $11.8 million and $11.3 million as of December 31, 2025 and 2024, respectively

At December 31, 2025, we had state net operating loss ("NOL") carryforwards of approximately $1.2 million, and foreign NOL carryforwards of $274.0 million which are available to offset future taxable income. The state NOL carryforward began to expire in 2025. We determined that it is more likely than not that the state NOL carryforwards will expire before they are fully utilized and recorded a full valuation allowance on the related deferred tax assets. The foreign NOL carryforwards began expiring in 2025. We determined that it is more likely than not that a portion of the foreign NOL carryforwards will expire before they are fully utilized. The valuation allowances recorded against the related deferred tax assets totaled $11.6 million and $10.5 million as of December 31, 2025 and 2024, respectively.

Several jurisdictions in which we operate have either enacted, or announced plans to enact, legislation consistent with the Organization for Economic Co-operation and Development Global Anti-Base Erosion Model Rules ("Pillar Two") which introduced a global minimum effective tax rate of 15% applied on a jurisdiction-by-jurisdiction basis. We have analyzed enacted legislation, and it did not have a material impact on our consolidated financial statements for 2025; however, we continue to monitor future tax legislative changes in the jurisdictions in which we operate in order to evaluate the impacts to the consolidated financial statements.

Supplemental Information

Our undistributed foreign earnings continue to be indefinitely reinvested in foreign operations, with limited exceptions related to earnings of European and Asian subsidiaries. The impact of these exceptions on income tax expense is reflected within the withholding taxes line items of the effective tax rate reconciliation for the years ended December 31, 2025, 2024, and 2023. As of December 31, 2025, we had undistributed earnings from non-U.S. operations of approximately $1.3 billion (including approximately $112.7 million of restricted earnings, which are not available for dividends). Undistributed earnings of our China subsidiaries comprise $449.6 million of this total. Additional Chinese withholding taxes of approximately $49.2 million would be required should the $449.6 million of such earnings be distributed out of China as dividends.

Exclusive of one-time deferred tax charges of $0.9 million and $1.6 million for the twelve months ended December 31, 2025 and 2024, the impact of tax holidays decreased our tax expense by approximately $1.3 million, $1.1 million, and $0.7 million for the twelve months ended December 31, 2025, 2024, and 2023, respectively. There were no one-time deferred tax charges for the twelve months ended December 31, 2023. Exclusive of the deferred tax charges, the benefit of the tax holidays on basic and diluted earnings per share was $0.03, $0.02, and $0.02 for the twelve months ended December 31, 2025, 2024, and 2023, respectively.

Note 13 – Employee Benefit Plans

Defined Benefit Plan

We have a contributory defined benefit plan that covers certain employees in the U.K. The defined benefit plan is closed to new entrants and frozen with respect to future benefit accruals. The retirement benefit is based on the final average compensation and service of each eligible employee. We determined the fair value of the defined benefit plan assets and utilize an annual measurement date of December 31. At subsequent measurement dates, defined benefit plan assets will be determined based on fair value. Defined benefit plan assets consist of a diverse range of listed and unlisted securities including corporate bonds and mutual funds and are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related pension liability. The net pension and supplemental retirement benefit obligations and the related periodic costs are based on, among other things, assumptions of the discount rate, estimated return on plan assets and mortality rates. These obligations and related periodic costs are measured using actuarial techniques and assumptions. The projected unit credit method is the actuarial cost method used to compute the pension liabilities and related expenses. All unrecognized actuarial gains and losses, prior service costs and accumulated other comprehensive income are eliminated and the balance sheet liability is set equal to the funded status of the defined benefit plan at acquisition date.

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

	Defined Benefit Plan	
	2025	2024
Components of net periodic benefit cost:		
Service cost	$ 395	$ 383
Interest cost	5,282	4,664
Recognized actuarial gain	(5,619)	3,708
Expected return on plan assets	3,878	(5,920)
Prior service cost	68	66
Net periodic benefit cost	$ 4,004	$ 2,901

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

	Defined Benefit Plan	
	2025	2024
Change in benefit obligation:		
Beginning balance	$ 95,572	$ 108,108
Service cost	395	383
Interest cost	5,282	4,664
Actuarial (gain) loss	(3,621)	(10,605)
Benefits paid	(5,990)	(5,284)
Currency changes	6,946	(1,694)
Benefit obligation at December 31	$ 98,584	$ 95,572
Change in plan assets:		
Beginning balance - fair value	88,289	$ 98,016
Employer contribution	5,506	2,939
Actual return on plan assets	3,029	(5,813)
Benefits paid	(5,990)	(5,284)
Currency changes	6,547	(1,569)
Fair value of plan assets at December 31	$ 97,381	$ 88,289
Underfunded status at December 31	$ (1,203)	$ (7,283)

Based on an actuarial study performed as of December 31, 2025, the plan was underfunded by approximately $1.2 million and the liability is reflected in our consolidated balance sheets as a noncurrent liability and the amount recognized in accumulated other comprehensive loss was approximately $33.4 million.

We apply the "10% corridor" approach to amortize unrecognized actuarial gains (losses). Under this approach, only actuarial gains (losses) that exceed 10% of the greater of the projected benefit obligation or the market-related value of the plan assets are amortized. For the twelve months ended December 31, 2025, the plan's accumulated other comprehensive income increased by approximately $7.5 million. The variance between the actual and expected return on plan assets during the period decreased the accumulated other comprehensive income by $0.1 million. The total unrecognized net loss is more than 10% of the projected benefit obligation and 10% of the plan assets. Therefore, the excess amount will be amortized over the average term to retirement of plan participants, not yet in receipt of pension, which as of December 31, 2025, was approximately 6.0 years. The following weighted-average assumptions were used to determine net periodic benefit costs for the twelve months ended December 31:

	2025	2024
Discount rate	5.5%	4.4%
Expected long-term return on plan assets	5.6%	6.2%

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

	2025	2024
Discount rate	5.5%	5.4%

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

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

Asset category	Expected long-term return	Asset allocation
Growth assets	6.6%	48%
Hedging assets	5.0%	34%
Cash	3.8%	18%

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

Benefit plan payments are primarily made from funded benefit plan trusts and current assets. The table below sets forth the expected future benefit payments, including future benefit accrual, as of December 31, 2025:

2026	$	6,527
2027		6,230
2028		6,341
2029		6,327
2030		6,652
2031-2035		33,962

The trustees are required to review the funding position every three years. An actuarial valuation was performed as of March 31, 2022, resulting in a deficit of approximately GBP 20 million (approximately $26 million based on a GBP: USD exchange rate of 1:1.3). As a result of this valuation we have agreed to a revised schedule of contributions of GBP 2.0 million (approximately $2.6 million based on a GBP: USD exchange rate of 1:1.3) to be paid annually with effect from January 1, 2023 to address the deficit revealed by the valuation (with the first payment made by December 31, 2023 through December 31, 2028). A final payment of GBP 1.5 million (approximately $2.0 million based on a GBP: USD rate of 1:1.3) will be made by December 31, 2029. These contributions, together with the assumed asset outperformance, are expected to eliminate the deficit by December 31, 2029.

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

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

	December 31, 2025			
Asset category	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	$ 12,523	$ -	$ -	$ 12,523
Equity securities:				
U.K.	-	531	-	531
Overseas equities	-	14,091	-	14,091
Emerging markets	-	2,579	-	2,579
Fixed income securities:				
Government bonds	-	43	-	43
Non-government bonds	-	8,619	-	8,619
Other types of investments				
Hedge funds	-	18,558	-	18,558
Liability-driven investments	-	35,389	-	35,389
Commodities	-	947	-	947
Other	-	4,101	-	4,101
Total	$ 12,523	$ 84,858	$ -	$ 97,381

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

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

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

We also have pension plans in Asia for which the benefit obligation, fair value of the plan assets and the funded status amounts are immaterial and therefore, not included in the amounts or assumptions above. As of December 31, 2025 and 2024, the Company has recorded a net liability of $0.8 million and $1.1 million, respectively, related to these defined benefit plans in Asia.

401(k) Retirement Plan

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

As stipulated by the regulations of China, we maintain a retirement plan pursuant to the local municipal government for the employees in China and are required to make contributions of 8% of the employee's eligible payroll. Pursuant to the Taiwan Labor Standard Law and Factory Law, we maintain a retirement plan for the employees in Taiwan, whereby we make contributions at a rate of 6% of the employee's eligible payroll.

For the twelve months ended December 31, 2025, 2024, and 2023, total amounts expensed under these plans were approximately $21.4 million, $22.2 million, and $22.3 million, respectively.

Deferred Compensation Plan

We maintain a Non-Qualified Deferred Compensation Plan (the "Deferred Compensation Plan") for executive officers, key employees and members of the Board of Directors. The Deferred Compensation Plan allows eligible participants to defer the receipt of eligible compensation, including equity awards, until designated future dates. We offset our obligations under the Deferred Compensation Plan primarily by investing in the actual underlying investments. At December 31, 2025 and December 31, 2024, these investments totaled approximately $20.0 million and $17.2 million, respectively.

Note 14 – Share-Based Compensation

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

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

	2025	2024	2023
Cost of goods sold	$ 2,224	$ 2,073	$ 1,860
Selling, general and administrative expense	18,491	15,690	24,470
Research and development expense	5,030	5,004	4,581
Total share-based compensation expense	$ 25,745	$ 22,767	$ 30,911

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

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

The table below sets forth a summary of our non-vested share grants in 2025, 2024, and 2023:

Restricted Stock Grants	Shares	Weighted Average Grant Date Fair Value ($)	Aggregate Intrinsic Value
Nonvested at December 31, 2023	1,223	81.02	$ 98,493
Granted	517	70.96	
Vested	(535)	74.66	$ 37,078
Forfeited and other	(57)	80.22	
Nonvested at December 31, 2024	1,148	79.56	$ 70,824
Granted	547	55.22	
Vested	(341)	78.22	$ 18,609
Forfeited and other	(113)	86.62	
Nonvested at December 31, 2025	1,241	68.59	$ 61,275

The total unrecognized share-based compensation expense as of December 31, 2025, was approximately $51.4 million, relating to share grants, which was expected to be recognized over a weighted average period of approximately 2.4 years.

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

Note 15 – Related Party Transactions

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

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

Warren Chen, a member of the Company's board of directors, serves as a member of the Nuvoton board of directors. We purchase wafers from Nuvoton for use in our production process and consider our relationships Nuvoton to be mutually beneficial, and plan to continue our strategic alliance with Nuvoton. We have an agreement to purchase approximately $3.1 million of wafers from Nuvoton that ends in the second quarter of 2027.

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

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

In May 2025, the Company entered into a Joint Venture Agreement to acquire a 43% interest and joint control of ATX, a Malaysian private limited liability company, with the purpose of building synergies related to testing and packaging. ATX is a related party for the Company.

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

	2025		2024		2023	
Keylink						
Net sales	$	208	$	3,485	$	12,595
Purchases	$	564	$	1,241	$	1,535
Plating, rental, and consulting expense	$	13,895	$	14,970	$	16,916
Nuvoton						
Net sales	$	72	$	65	$	49
Purchases	$	6,454	$	7,076	$	10,454
JCP						
Purchases	$	105	$	243	$	364
Atlas						
Purchases	$	10,340	$	4,493	$	177
ATX						
Purchases	$	15	$	-	$	-

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

	2025		2024	
Keylink				
Accounts receivable	$	25,415	$	23,796
Accounts payable	$	27,837	$	26,522
Nuvoton				
Accounts receivable	$	9	$	31
Accounts payable	$	1,131	$	543
JCP				
Accounts payable	$	-	$	64
Atlas				
Accounts payable	$	721	$	558
ATX				
Accounts payable	$	12	$	-

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

Note 16 – Segment Information, Net Sales and Enterprise-Wide Disclosures

Segment Reporting. The Company's operations are managed and reported on a consolidated basis to our President and CEO who is also our CODM. For financial reporting purposes, we operate in a single segment, standard semiconductor products, through our various design, manufacturing, and distribution facilities, which reflects the way in which our CODM executes operating decisions, allocates resources, and manages the growth and profitability of the Company. We sell product primarily through our operations in Asia, the Americas, and Europe.

The tables below set forth net sales based on the location of the subsidiary producing the net sale for the twelve months ended December 31, 2025, 2024, and 2023 :

2025	Asia	Americas	Europe	Consolidated
Total sales	$ 1,639,747	$ 1,080,705	$ 255,779	$ 2,976,231
Inter-company sales	(739,238)	(602,347)	(152,573)	(1,494,158)
Net sales	$ 900,509	$ 478,358	$ 103,206	$ 1,482,073
Property, plant, and equipment	$ 488,295	$ 68,294	$ 93,016	$ 649,605
Assets	$ 1,627,268	$ 559,170	$ 261,662	$ 2,448,100

2024	Asia	Americas	Europe	Consolidated
Total sales	$ 1,441,590	$ 910,955	$ 271,137	$ 2,623,682
Inter-company sales	(625,864)	(546,649)	(140,049)	(1,312,562)
Net sales	$ 815,726	$ 364,306	$ 131,088	$ 1,311,120
Property, plant, and equipment	$ 502,171	$ 76,626	$ 105,462	$ 684,259
Assets	$ 1,697,072	$ 461,872	$ 227,337	$ 2,386,281

2023	Asia	Americas	Europe	Consolidated
Total sales	$ 1,560,595	$ 1,210,561	$ 378,442	$ 3,149,598
Inter-company sales	(684,927)	(670,624)	(132,308)	(1,487,859)
Net sales	$ 875,668	$ 539,937	$ 246,134	$ 1,661,739
Property, plant, and equipment	$ 545,865	$ 85,005	$ 115,299	$ 746,169
Assets	$ 1,600,858	$ 544,247	$ 222,554	$ 2,367,659

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

The tables below set forth net sales for the Company disaggregated into geographic locations based on shipment and by type *(direct sales or distributor*) for the twelve months ended December 31, 2025, 2024, and 2023:

Net Sales by Region	2025	2024	2023
Asia	$ 1,156,823	$ 1,020,256	$ 1,181,519
Europe	185,223	188,402	287,549
Americas	140,027	102,462	192,671
Total net sales	$ 1,482,073	$ 1,311,120	$ 1,661,739

Net Sales by Type	2025	2024	2023
Direct sales	$ 522,368	$ 479,845	$ 530,446
Distributor sales	959,705	831,275	1,131,293
Total net sales	$ 1,482,073	$ 1,311,120	$ 1,661,739

The table below sets forth the number of customers and the amount of sales to that customer, where that customer accounted for 10% or greater of our net sales during the applicable twelve-month period ended December 31:

	2025		2024		2023	
Customer 1	$	182,314	$	167,242	$	201,583
Customer 2	$	157,735	$	-	$	183,626

Each of the customers that accounted for 10% or more of our net sales are broad-based distributors serving thousands of customers. At December 31, 2025 and 2024, one customer that accounted for 10% of more of the Company's net sales accounted for approximately 16.3% and 12.8%, respectively, of the Company's outstanding accounts receivable.

The table below sets forth the location to where products were shipped, representing 10% or more of net sales for the twelve months ended December 31, 2025, 2024, and 2023: .

	2025		2024		2023	
China	$	660,280	$	589,507	$	704,829
Singapore	$	141,939	$	137,351	$	194,613
Taiwan	$	143,949	$	136,316	$	116,152

Note 17 – Commitments and Contingencies

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

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

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

* Separate leases by separate Diodes' subsidiaries

Purchase commitments – We have entered into non-cancelable purchase contracts for capital expenditures, primarily for manufacturing equipment, for approximately $51.9 million at December 31, 2025. As of December 31, 2025, we also had a commitment to purchase approximately $52.4 million of wafers to be used in our manufacturing process. These wafer purchases are scheduled to occur through 2031.

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

Note 18 – Derivative Financial Instruments

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

Hedges of Foreign Currency Risk

We are exposed to fluctuations in various foreign currencies against our different functional currencies. We use foreign currency forward agreements to manage this exposure. At December 31, 2025 and December 31, 2024, we had $345.2 million and $380.9 million, respectively, of outstanding foreign currency forward agreements that are intended to preserve the economic value of foreign currency denominated monetary assets and liabilities; these instruments are not designated for hedge accounting treatment in accordance with Accounting Standards Codification ("ASC") No. 815.

Hedges of Interest Rate and Net Investment Risk

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

The table below sets forth the number of instruments and the notional amounts of the Company's cross currency swaps at December 31, 2025 and December 31, 2024:

	Number of Instruments		Notional Amount	
	2025	2024	2025	2024
Collared forwards	4	6	$ 534,310	$ 1,084,432

The table below sets forth the fair value of the Company's interest rate related derivative financial instruments as well as their classification on the Consolidated Balance Sheets as of December 31, 2025 and December 31, 2024:

	Fair Value			
	Other Current and Non-Current Assets		Other Current and Non-Current Liabilities	
	2025	2024	2025	2024
Collared forwards	$ 11,454	$ 593	$ 2,558	$ 8,071

The tables below sets forth the effect of the Company's derivative financial instruments on the Consolidated Statements of Income for the twelve months ended December 31 2025, 2024, and 2023:

Derivative Instruments Designated as Hedging Instruments	Amount of Gain or (Loss) Recognized in OCI on Derivative December 31,			Location of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion Excluded from Effectiveness Testing)	Amount of Gain Recognized in Income on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing) December 31,		
	2025	2024	2023		2025	2024	2023
Collared forwards	11,908	1,535	(10,202)	Interest income	20,034	10,409	4,304
Cross currency swaps	-	8,450	(1,442)	Interest income	-	1,219	1,653

Derivative Instruments Not Designated as Hedging Instruments	Amount of Loss Recognized in Net Income December 31,		
	2025	2024	2023
Foreign-currency forward contracts	(4,870)	(10,458)	(5,364)

Note 19 - Equity Investments

As of December 31, 2025 and December 31, 2024, the Company had long-term equity investments of $156.3 million and $86.5 million, respectively. These long-term equity investments are including in Other long-term assets in our consolidated balance sheets.

The Company maintains equity investments in companies which are accounted for under the measurement alternative described in ASC 321-10-35-2 for equity securities that lack readily determinable fair values. As of December 31, 2025, and 2024 the Company had $97.4 million and $55.5 million, respectively of investments accounted for under the measurement alternative. During the twelve months ended December 31, 2025 and December 31, 2024, the Company recorded $28.6 million and $0.3 million, respectively, of non-cash mark-to-market adjustments related to the value of a previously made equity investment. The upward adjustments were recorded within other income, in the condensed consolidated statement of operations. The upward fair value adjustment represents a nonrecurring fair value measurement based on observable price changes.

Unconsolidated Variable Interest Entity

During July 2021, the Company acquired an interest in Atlas, an early stage privately held fabless wafer design company located in the western United States. The Company's initial investment in July 2021 was $10.0 million of preferred stock and a $5.0 million convertible promissory note. In April 2023, the Company acquired an additional interest in Atlas by purchasing $13.9 million of preferred stock. The primary purpose for providing the additional investment in Atlas was for continued access to developing technology with potential future benefit to the Company. As part of the April 2023 agreement, the Company's previously held convertible note converted to $5.2 million of preferred stock. In June 2025, the Company acquired an additional interest in Atlas by purchasing $12.3 million of preferred stock. In connection with the additional investment in Atlas in June 2025, the Company recorded an upward mark-to-market adjustment of $33.3 million to adjust the value of the investment. The primary purpose for providing the additional investments in Atlas was to provide for continued access to developing technology with potential future benefit to the Company. At December 31, 2025, the Company owned more than 50% of Atlas. The Company determined that Atlas is a VIE and a related party. While the Company does own more that 50% of Atlas, according to the voting agreement governing the transaction, the Company does not have the power to control the board of directors or direct the activities that most significantly impact Atlas, including:

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

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

Atlas is funded through debt and equity. The Company's maximum exposure to loss is limited to its investment in Atlas and notes receivable and accrued interest owed to the Company from Atlas. The following is a summary of the Company's holdings in Atlas, a VIE, in which we are not the primary beneficiary:

	December 31,	
	2025	2024
VIE total assets	$ 39,620	$ 20,273
VIE total liabilities	10,659	4,945
Diodes' preferred equity in VIE	$ 90,035	$ 44,420
Diodes' note receivable from VIE	9,000	4,000
Diodes' interest receivable from VIE	628	245
Diodes' maximum exposure to loss	$ 99,663	$ 48,665

ATX Semiconductor SDN

In June 2025, the Company entered into a joint venture agreement with Global Advanced Packaging Test Limited to acquire a 43% interest in and joint control of ATX Semiconductor SDN ("ATX"), a Malaysian private limited liability company, with the purpose of building synergies related to testing and packaging. The ATX joint venture meets the accounting definition of a joint venture where neither party has unilateral control of the entity and both parties have joint control over the decision-making process in the entity. As such, the Company uses the equity method to account for its share of the investment in ATX. The carrying value of the equity investment is $27.0 million as of December 31, 2025. The Company recorded and will continue to record equity method earnings of the joint venture on a 3-month lag.

Note 20 – Acquisitions and Divestitures

TF Semiconductor Solutions, Inc. Agreement and Plan of Merger

On April 29, 2025, the Company entered into an agreement to sell its approximate 56.4% ownership stake in TF Semiconductor Solutions, Inc. to Microchip Technology Incorporated (“MCHP”) in exchange for shares of MCHP common stock at a value up to approximately $17.6 million, subject to earnout provisions, and certain closing adjustments. The transaction closed on May 8, 2025, resulting in a gain of $13.7 million.

Fortemedia acquisition

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

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

The acquisition was accounted for as a business combination in accordance with ASC 805, Business Combinations. Treatment as a business combination is based upon the following primary considerations: the counterparties in the transaction are not under common control with the Company, there is no concentration of substantially all the fair value of assets acquired in a single asset or group of similar assets, and Fortemedia had substantive processes that contributed to the ability to produce outputs, including an organized workforce which was acquired. During the fourth quarter of 2025, the Company finalized the purchase price allocation with adjustments to uncertain tax positions. The following table summarizes the preliminary purchase price allocation, the fourth quarter 2025 purchase price adjustments, and the final purchase price allocation:

	Preliminary Values	Adjustments Debit/(Credit)	Final Values
Fair value of consideration transferred	$ 60,378		$ 60,378
Estimated fair value of assets acquired:			
Cash and cash equivalents	7,803	-	7,803
Accounts receivable	1,898	-	1,898
Inventories	1,845	-	1,845
Prepaid expenses and other current assets	2,324	(472)	1,852
Property, plant, and equipment	5,388	-	5,388
Intangible assets	19,000	-	19,000
Other long-term assets	3,799	-	3,799
Total assets acquired	42,057	(472)	41,585
Estimated fair value of liabilities assumed:			
Accounts payable	381	-	381
Accrued liabilities and other	7,437	-	7,437
Income tax payable	64	-	64
Deferred taxes	412	292	120
Other long-term liabilities	9,728	(991)	10,719
Total liabilities assumed	18,022	(699)	18,721
Total identifiable net assets	24,035	(1,171)	22,864
Goodwill	36,343	1,171	37,514
Fair value of consideration transferred	$ 60,378		$ 60,378

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

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

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

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

Unaudited Pro Forma Financial Information

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

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

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

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

Note 21 – Restructuring costs

During 2025, 2024, and 2023, the Company consolidated and restructured certain activities performed throughout the Company. The expense recorded in 2025 was immaterial.

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

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

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

INDEX TO EXHIBITS

Number	Description	Form	Date of First Filing	Exhibit Number	Filed Herewith
3.1	Certificate of Incorporation, as amended	10-K	February 20, 2018	3.1	
3.2	Amended By-laws of the Company, amended as of January 6, 2016	8-K	January 11, 2016	3.1	
4.1	Form of Certificate for Common Stock, par value $0.66-2/3 per share	S-3	August 25, 2005	4.1	
4.2	Description of Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934	10-K	February 12, 2020	4.2	
10.3*	Employment Agreement dated as of July 21, 2015, between the Company and Keh-Shew Lu	8-K	July 27, 2015	99.1	
10.5*	Amendment No. 1 to Employment Agreement dated as of July 21 2015, between the Company and Keh-Shew Lu.	8-K	February 27, 2017	99.1	
10.5.1*	Amendment No. 2 to Employment Agreement dated as of July 21, 2015, between the Company and Keh-Shew Lu.	8-K	June 1, 2022	99.1	
10.5.2*	Amendment No. 3 to Employment Agreement dated as of July 21, 2015, between the Company and Keh-Shew Lu.	8-K	January 22, 2024	99.1	
10.5.3*	Amendment No. 4 to Employment Agreement dated as of July 21, 2025, between the Company and Keh-Shew Lu	8-K	May 14, 2025	10.2	
10.7*	Diodes Incorporated Second Amended and Restated Deferred Compensation Plan effective January 1, 2009	10-K	February 27, 2017	10.9	
10.8*	First Amendment to the Diodes Incorporated Second Amended and Restated Deferred Compensation Plan effective June 1, 2013	10-K	February 27, 2017	10.10	
10.18	Diodes Incorporated 2022 Equity Incentive Plan	S-8	May 26, 2022	99.1	
10.18.1	Diodes Incorporated 2022 Equity Incentive Plan – Form of Stock Unit Agreement	S-8	May 26, 2022	99.2	
10.77	Third Amended and Restated Credit Agreement, dated as of May 26, 2023, by and among Diodes Incorporated, Diodes Holding UK Limited, Diodes Zetex Limited, Diodes US Manufacturing Incorporated, Bank of America N.A., as Administrative Agent, Lender, L/C Issuer and Swing Line Lender, and the other Lenders party thereto.	8-K	June 2, 2023	10.1	
10.78*	Employment Agreement, dated as of May 13, 2025, between the Company and Gary Yu.	8-K	May 14, 2025	10.1	
14**	Code of Ethics for Chief Executive Officer and Senior Financial Officers				
19	Corporate Policy on Insider Trading Adopted July 6, 2001; updated January 22, 2025	10-K	February 14, 2025	19	

21	Subsidiaries of the Registrant				X
23.1	Consent of Independent Registered Public Accounting Firm				X
31.1	Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, adopted pursuant to Section 302 of the Sarbanes- Oxley Act of 2002				X
31.2	Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				X
32.1***	Certification Pursuant to 18 U.S.C. adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				X
32.2***	Certification Pursuant to 18 U.S.C. adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				X
97*	Recoupment of Executive Compensation Policy	10-K	February 9,2024	97	
101.INS	Inline XBRL Instance Document- the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.				X
101.SCH	Inline XBRL Taxonomy Extension Schema With Embedded Linkbases Document				X
104	Cover Page Interactive Data File, formatted in Inline XBRL				X

* Constitute management contracts, or compensatory plans or arrangements, which are required to be filed pursuant to Item 601 of Regulation S-K.
** Provided in the Corporate Governance portion of the Investor Relations section of the Company's website at http://www.diodes.com
*** A certification furnished pursuant to Item 601 of the Regulation S-K will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.

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

SIGNATURES

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

DIODES INCORPORATED (Registrant)

By: /s/ Gary Yu February 10, 2026
Gary Yu
President and Chief Executive Officer
(Principal Executive Officer)

By: /s/ Brett R. Whitmire February 10, 2026
Brett R. Whitmire
Chief Financial Officer
(Principal Financial and Accounting Officer)

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

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on February 10, 2026.

/s/ Keh-Shew Lu
KEH-SHEW LU
Chairman of the Board of Directors

/s/ Brett R. Whitmire
BRETT R. WHITMIRE
Chief Financial Officer
(Principal Financial Officer)

/s/ Angie Chen Button
ANGIE CHEN BUTTON
Lead Independent Director

/s/ Elizabeth Bull
ELIZABETH BULL
Independent Director

/s/ Warren Chen
WARREN CHEN
Independent Director

/s/ Robert E. Feiger
ROBERT E. FEIGER
Independent Director

/s/Huey-Jen Jenny Su
HUEY-JEN JENNY SU
Independent Director

/s/ Gary Yu
GARY YU
President, Chief Executive Officer, and Director
(Principal Executive Officer)

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Additional Information
CONSOLIDATED RECONCILIATION OF NET INCOME TO ADJUSTED NET INCOME
(unaudited)

(in thousands, except per share data)

	2025	2024	2023	2022	2021
GAAP net income (loss) - common stockholders	**$ 66,141**	$ 44,024	$ 227,182	$ 331,283	$ 228,763
GAAP earnings (loss) per share - common stockholders					
Diluted	**$ 1.43**	$ 0.95	$ 4.91	$ 7.20	$ 5.00
Adjustments to reconcile net income (loss) - common stockholders to adjusted net income - common stockholders, net of tax:					
Amortization of acquisition-related intangible assets	**18,283**	13,487	12,479	12,753	13,242
Gain on disposal of subsidiary	**(12,693)**	-	-	-	-
(Gain)/loss on investments	**(15,617)**	257	(20,281)	(3,257)	1,591
Restructuring costs	**280**	7,545	1,187	-	817
Board-member retirement costs	**92**	-	-	-	-
Acquisition-related costs	**196**	837	-	480	2,225
Officer-retirement costs	**-**	509	2,217	-	-
Insurance recovery for manufacturing facility	**-**	(5,714)	-	(2,875)	-
Loss (gain) on sale of manufacturing subsidiary	**-**	-	-	575	(9,446)
Adjusted net income - common stockholders (Non-GAAP)	**$ 56,682**	**$ 60,945**	**$ 222,784**	**$ 338,959**	**$ 237,192**
Diluted shares used in computing earnings per share	**46,414**	**46,408**	**46,311**	**46,036**	**45,781**
Adjusted earnings per share - common stockholders (Non-GAAP)					
Diluted	**$ 1.22**	**$ 1.31**	**$ 4.81**	**$ 7.36**	**$ 5.18**

ADJUSTED NET INCOME AND ADJUSTED EARNINGS PER SHARE

The Company's financial statements present net income and earnings per share that are calculated using accounting principles generally accepted in the United States ("GAAP"). The Company's management makes adjustments to the GAAP measures that it feels are necessary to allow investors and other readers of the Company's financial releases to view the Company's operating results as viewed by the Company's management, board of directors and research analysts in the semiconductor industry. These non-GAAP measures are not prepared in accordance with, and should not be considered alternatives or necessarily superior to, GAAP financial data and may be different from non-GAAP measures used by other companies. Because non-GAAP financial measures are not standardized, it may not be possible to compare these financial measures with other companies' non-GAAP financial measures, even if they have similar names. The explanation of the adjustments made in the table above, are set forth below:

Detail of non-GAAP adjustments

Amortization of acquisition-related intangible assets – The Company excluded this item, including amortization of developed technologies and customer relationships. The fair value of the acquisition-related intangible assets is amortized using straight-line methods which approximate the proportion of future cash flows estimated to be generated each period over the estimated useful life of the applicable assets. The Company believes that exclusion of this item is appropriate because a significant portion of the purchase price for its acquisitions was allocated to the intangible assets that have short lives and exclusion of the amortization expense allows comparisons of operating results that are consistent over time for both the Company's newly acquired and long-held businesses. In addition, the Company excluded this item because there is significant variability and unpredictability among companies with respect to this expense.

(Gain)/loss on investments – The Company excluded the gain on the disposal of a subsidiary. The Company believes this is not reflective of the ongoing operations and exclusion of this item provides investors an enhanced view of the Company's operating results.

Gain/Loss on investment – The Company excluded gains and losses on various investments. The Company believes these amounts are not reflective on the ongoing operations of the Company and exclusion of these items, provides investors an enhanced view of the Company's operating results.

Restructuring charge – The Company recorded restructuring charges related to various locations. These restructuring charges are excluded from management's assessment of the Company's operating performance. The Company believes the exclusion of the restructuring charges provides investors an enhanced view of the cost structure of the Company's operations and facilitates comparisons with the results of other periods that may not reflect such charges or may reflect different levels of such charges.

Board-member retirement costs – The Company excluded costs related to the retirement of a board member. These costs represent cash payments and the accelerated vesting of previously issued stock awards. The Company feels it is appropriate to exclude these costs since they don't represent ongoing operating expenses and will present investors with a more accurate indication of our continuing operations.

CONSOLIDATED RECONCILIATION OF NET INCOME TO ADJUSTED NET INCOME

(unaudited)

Acquisition-related costs – The Company excluded expenses associated with previous acquisitions of that typically consist of advisory, legal and other professional and consulting fees. These costs were expensed as they were incurred and as services were received, and in which the corresponding tax adjustments were made for the non-deductible portions of these expenses. The Company believes the exclusion of the acquisition-related costs provides investors with a more accurate reflection of costs likely to be incurred in the absence of an unusual event such as an acquisition and facilitates comparisons with the results of other periods that may not reflect such costs.

Officer retirement – The Company excluded costs related to the retirement of two executives. These costs represent cash payments and the accelerated vesting of previously issued stock awards. The Company feels it is appropriate to exclude these costs since they don’t represent ongoing operating expenses and will present investors with a more accurate indication of our continuing operations.

Insurance recovery for manufacturing facility – The Company recorded gains related to insurance recovery for a manufacturing facility in Asia. The Company believes the exclusion of the insurance recovery provides investors with a more accurate reflection of the continuing operations of the Company and facilitates comparisons with the results of other periods which may not reflect such gains.

Loss (gain) on sale of manufacturing facilities - The Company sold a manufacturing subsidiary and as part of the transaction, there are working capital adjustments that are recorded as gains or losses in the statement of operations. The Company believes this is not reflective of the ongoing operations and exclusion of this provides investors an enhanced view of the Company’s operating results.

CORPORATE INFORMATION

BOARD OF DIRECTORS

DR. KEH-SHEW LU [4]
Chairman
Former President and Chief Executive Officer
Diodes Incorporated
Former Senior Vice President, Texas Instruments, Inc.
Director since 2001

ANGIE CHEN BUTTON [2C, 3C]
Lead Director
Member, State of Texas House Of Representatives
Director since 2021

ELIZABETH BULL [1C, F]
Former Chief Financial Officer, Communities Foundation of Texas
Director since 2023

WARREN CHEN [2, 4C]
Board Member,
Nuvoton Technology Corporation
Director since 2020

ROBERT E. FEIGER [1, 2, 3]
Senior Partner,
Friedman & Feiger, LLP
Director since 2024

DR. HUEY-JEN (JENNY) SU [1, 3, 4]
Former President,
National Cheng Kung University
Director since 2025

GARY YU [4]
President and Chief Executive Officer
Diodes Incorporated
Director since 2024

1 – Audit Committee Member
2 – Compensation Committee Member
3 – Governance and Stockholder Relations Committee Member
4 – Risk Oversight Committee Member
C – Committee Chair
F – Audit Committee Financial Expert

EXECUTIVE OFFICERS

GARY YU
President and Chief Executive Officer
Employee since 2008

BRETT R. WHITMIRE
Chief Financial Officer
Employee since 2009

FRANCIS TANG
Chief Technology Officer
Employee since 2005

ANDY TSONG
Senior Vice President
Worldwide Products Group
Employee since 2009

RICHARD D. WHITE
Corporate Secretary
and Special Assistant to the CEO
Employee since 2006

EMILY YANG
Senior Vice President,
Worldwide Sales & Marketing
Employee since 2015

JIN ZHAO
Senior Vice President, Worldwide Manufacturing and Quality
President, Asia Pacific Region
Employee since 2017

SHAREHOLDER INFORMATION

Diodes Incorporated common stock is listed on the Nasdaq Global Select Market (Nasdaq-GS: **DIOD**).

Calendar Ended	Closing Sales Price of Common Stock	
2025	**High**	**Low**
Fourth quarter	$ 58.38	$ 42.36
Third quarter	57.76	47.17
Second quarter	52.89	34.26
First quarter	65.74	43.17
2024		
Fourth quarter	$ 66.30	$ 53.01
Third quarter	85.82	58.65
Second quarter	76.51	66.89
First quarter	79.65	64.64

ANNUAL REPORT ON FORM 10-K

A copy of the Company Annual Report on Form 10-K and other publicly financial reports, as filed with the United States Securities and Exchange Commission, are available at **www.diodes.com** or www.sec.gov. For a hard copy contact Shelton Group at the address below:

INVESTOR RELATIONS

Shelton Group
Contact: Leanne Sievers
19800 MacArthur Blvd., Suite 300
Irvine, California 92612
949-224-3874
LSievers@SheltonGroup.com

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

PricewaterhouseCoopers LLP
4300 E Camelback Rd, Suite 475
Phoenix, AZ 85018

TRANSFER AGENT & REGISTRAR

Continental Stock Transfer & Trust Company
17 Battery Place, 8th Floor
New York, New York 10004
212-509-4000

FINANCIAL INFORMATION ONLINE

World Wide Web users can access Company information on the Diodes Incorporated Investor page at **www.investor.diodes.com**.

DIODES
INCORPORATED

CORPORATE HEADQUARTERS
Plano, Texas, United States

DESIGN, ENGINEERING, AND MARKETING
Shanghai, Yangzhou, Shenzhen, and Hong Kong, China
Oldham, England
Greenock, Scotland
Bratislava, Slovakia
New Taipei City, Hsinchu, and Tainan, Taiwan
Milpitas, California, and Plano, Texas, United States

WAFER FABRICATION
Shanghai and Wuxi, China
Oldham, England
Greenock, Scotland
Hsinchu, Taiwan
South Portland, Maine, United States

ASSEMBLY AND TEST
Shanghai, Chengdu, and Wuxi, China
Neuhaus am Rennweg, Germany
Chongli, Taiwan

SALES, WAREHOUSE, AND LOGISTICS
Hong Kong, Shanghai, Beijing, Shenzhen,
Wuhan, Qingdao, and Xiamen China
Oldham, England
Frankfurt and Munich, Germany
Milan, Italy
Tokyo, Japan
Singapore
Seongnam-si, South Korea
New Taipei City, Taiwan
Milpitas, California and Plano, Texas, United States

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