

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

FORM 10-Q

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

For the quarterly period ended September 30, 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

(State or other jurisdiction of incorporation or organization)

95-2039518

(I.R.S. Employer Identification Number)

4949 Hedgecoxe Road, Suite 200, Plano, Texas

(Address of principal executive offices)

75024

(Zip code)

(972) 987-3900

(Registrant's telephone number, including area code)

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

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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		<input type="checkbox"/>

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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares of the registrant's Common Stock outstanding as of November 3, 2025 was 46,385,331.

DIODES INCORPORATED AND SUBSIDIARIES

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PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

**DIODES INCORPORATED AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS**

(Unaudited)

(In thousands, except share and per share data)

	September 30, 2025	December 31, 2024
Assets		
Current assets:		
Cash and cash equivalents	\$ 376,587	\$ 308,671
Restricted cash	5,460	6,053
Short-term investments	9,807	7,464
Accounts receivable, net of allowances of \$4,169 and \$7,799 at September 30, 2025 and December 31, 2024, respectively	303,813	325,517
Inventories	470,912	474,948
Prepaid expenses and other	106,931	101,500
Total current assets	1,273,510	1,224,153
Property, plant, and equipment, net	657,413	684,259
Deferred tax assets	54,511	51,974
Goodwill	183,144	181,555
Intangible assets, net	50,264	67,397
Other long-term assets	250,949	176,943
Total assets	\$ 2,469,791	\$ 2,386,281
Liabilities		
Current liabilities:		
Lines of credit	\$ 33,167	\$ 31,429
Accounts payable	146,910	133,765
Accrued liabilities and other	175,235	186,576
Income tax payable	23,726	22,730
Current portion of long-term debt	4,758	1,096
Total current liabilities	383,796	375,596
Long-term debt, net of current portion	20,097	19,563
Deferred tax liabilities	11,223	6,953
Unrecognized tax benefits	24,646	24,646
Other long-term liabilities	82,608	90,576
Total liabilities	522,370	517,334
Commitments and contingencies (See Note 9)		
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 46,383,277 shares and 46,332,891 shares issued and outstanding at September 30, 2025 and December 31, 2024, respectively	37,257	37,083
Additional paid-in capital	531,433	523,744
Retained earnings	1,775,237	1,719,298
Treasury stock, at cost, 9,499,364 shares and 9,288,420 shares at September 30, 2025 and December 31, 2024, respectively	(348,104)	(338,100)
Accumulated other comprehensive loss	(106,669)	(146,724)
Stockholders' equity	1,889,154	1,795,301
Noncontrolling interest	58,267	73,646
Total equity	1,947,421	1,868,947
Total liabilities and stockholders' equity	\$ 2,469,791	\$ 2,386,281

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

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Net sales	\$ 392,170	\$ 350,079	\$ 1,090,495	\$ 971,822
Cost of goods sold	271,682	232,071	749,989	646,844
Gross profit	120,488	118,008	340,506	324,978
Operating expenses				
Selling, general, and administrative	60,498	59,388	178,667	171,590
Research and development	41,861	33,691	121,025	100,844
Amortization of acquisition related intangible assets	5,850	3,833	17,513	11,497
Loss (gain) on disposal of fixed assets	699	(571)	700	(5,525)
Restructuring charges	9	(211)	343	8,039
Other operating (income) expense	(1)	1	1	-
Total operating expense	108,916	96,131	318,249	286,445
Income from operations	11,572	21,877	22,257	38,533
Other income (expense)				
Interest income	8,487	4,532	21,324	13,383
Interest expense	(503)	(456)	(1,476)	(1,840)
Foreign currency (loss), net	(3,328)	(4,423)	(9,943)	(2,652)
Unrealized gain (loss) on investments	2,391	(3,410)	28,004	1,310
Impairment of equity investment	-	-	(5,817)	-
Gain on disposal of subsidiary	-	-	13,730	-
Other income	413	682	1,409	1,678
Total other income (expense)	7,460	(3,075)	47,231	11,879
Income before income taxes and noncontrolling interest	19,032	18,802	69,488	50,412
Income tax provision	3,555	3,619	12,638	9,799
Net income	15,477	15,183	56,850	40,613
Less net income attributable to noncontrolling interest	(1,199)	(1,438)	(911)	(4,830)
Net income attributable to common stockholders	\$ 14,278	\$ 13,745	\$ 55,939	\$ 35,783
Earnings per share attributable to common stockholders:				
Basic	\$ 0.31	\$ 0.30	\$ 1.21	\$ 0.78
Diluted	\$ 0.31	\$ 0.30	\$ 1.20	\$ 0.77
Number of shares used in earnings per share computation:				
Basic	46,383	46,331	46,384	46,166
Diluted	46,437	46,442	46,454	46,378

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

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

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2025	2024	2025	2024
Net income	\$ 15,477	\$ 15,183	\$ 56,850	\$ 40,613
Unrealized gain on defined benefit plan, net of tax	2,754	132	7,014	4,070
Unrealized gain (loss) on derivative instruments, net of tax	11,309	(9,790)	(11,784)	1,005
Unrealized foreign currency (loss) gain, net of tax	(20,453)	29,246	44,825	22,568
Comprehensive income	9,087	34,771	96,905	68,256
Less: Comprehensive income attributable to noncontrolling interest	(1,199)	(1,438)	(911)	(4,830)
Total comprehensive income attributable to common stockholders	\$ 7,888	\$ 33,333	\$ 95,994	\$ 63,426

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

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

	Common stock		Treasury stock		Additional paid-in capital	Retained earnings	Accumulate d other comprehensi ve loss	Total Diodes Incorporat ed stockholder s' equity	Noncontrolli ng interest	Total equity
	Shares	Amou nt	Shares	Amount						
Balance, June 30, 2025	55,710	\$ 37,142	(9,499)	\$ (348,104)	\$ 527,385	\$ 1,760,959	\$ (100,279)	\$ 1,877,103	\$ 57,068	\$ 1,934,171
Total comprehensive income	-	-	-	-	-	14,278	(6,390)	7,888	1,199	9,087
Net changes in noncontrolling interest	-	-	-	-	-	-	-	-	-	-
Common stock issued for share-based plans	172	115	-	-	(115)	-	-	-	-	-
Share-based compensation	-	-	-	-	6,826	-	-	6,826	-	6,826
Tax related to net share settlement	-	-	-	-	(2,663)	-	-	(2,663)	-	(2,663)
Balance, September 30, 2025	55,882	\$ 37,257	(9,499)	\$ (348,104)	\$ 531,433	\$ 1,775,237	\$ (106,669)	\$ 1,889,154	\$ 58,267	\$ 1,947,421

	Common stock		Treasury stock		Additional paid-in capital	Retained earnings	Accumulate d other comprehensi ve loss	Total Diodes Incorporat ed stockholder s' equity	Noncontrolli ng interest	Total equity
	Shares	Amou nt	Shares	Amount						
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	-	-	-	-	-	55,939	40,055	95,994	911	96,905
Net changes in noncontrolling interest	-	-	-	-	(6,855)	-	-	(6,855)	(16,290)	(23,145)
Common stock issued for share-based plans	261	174	-	-	(174)	-	-	-	-	-
Share-based compensation	-	-	-	-	19,005	-	-	19,005	-	19,005
Stock buyback	-	-	(211)	(10,004)	-	-	-	(10,004)	-	(10,004)
Tax related to net share settlement	-	-	-	-	(4,287)	-	-	(4,287)	-	(4,287)
Balance, September 30, 2025	55,882	\$ 37,257	(9,499)	\$ (348,104)	\$ 531,433	\$ 1,775,237	\$ (106,669)	\$ 1,889,154	\$ 58,267	\$ 1,947,421

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

DIODES INCORPORATED AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY (CONT.)

(Unaudited)
(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, June 30, 2024	55,434	\$ 36,958	(9,288)	\$ (338,052)	\$ 513,309	\$ 1,697,312	\$ (135,172)	\$ 1,774,355	\$ 77,221	\$ 1,851,576
Total comprehensive income	-	-	-	-	-	13,745	19,588	33,333	1,438	34,771
Net changes in noncontrolling interest	-	-	-	-	853	-	-	853	(6,934)	(6,081)
Common stock issued for share-based plans	185	124	-	-	(124)	-	-	-	-	-
Share-based compensation	-	-	-	-	6,817	-	-	6,817	-	6,817
Deferred compensation plan	-	-	-	(48)	48	-	-	-	-	-
Tax related to net share settlement	-	-	-	-	(3,774)	-	-	(3,774)	-	(3,774)
Balance, September 30, 2024	<u>55,619</u>	<u>\$ 37,082</u>	<u>(9,288)</u>	<u>\$ (338,100)</u>	<u>\$ 517,129</u>	<u>\$ 1,711,057</u>	<u>\$ (115,584)</u>	<u>\$ 1,811,584</u>	<u>\$ 71,725</u>	<u>\$ 1,883,309</u>

	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, 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	-	-	-	-	-	35,783	27,643	63,426	4,830	68,256
Net changes in noncontrolling interest	-	-	-	-	853	-	-	853	(2,041)	(1,188)
Common stock issued for share-based plans	394	263	-	-	(263)	-	-	-	-	-
Share-based compensation	-	-	-	-	16,080	-	-	16,080	-	16,080
Deferred compensation plan	-	-	(1)	(114)	114	-	-	-	-	-
Tax related to net share settlement	-	-	-	-	(9,516)	-	-	(9,516)	-	(9,516)
Balance, September 30, 2024	<u>55,619</u>	<u>\$ 37,082</u>	<u>(9,288)</u>	<u>\$ (338,100)</u>	<u>\$ 517,129</u>	<u>\$ 1,711,057</u>	<u>\$ (115,584)</u>	<u>\$ 1,811,584</u>	<u>\$ 71,725</u>	<u>\$ 1,883,309</u>

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

DIODES INCORPORATED AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)
(In thousands)

	Nine Months Ended September 30,	
	2025	2024
Cash flows from operating activities		
Net income	\$ 56,850	\$ 40,613
Adjustments to reconcile net income to net cash flows from operating activities, net of effects of acquisitions		
Depreciation	90,974	90,762
Amortization of intangible assets	17,513	11,497
Share-based compensation expense	19,005	16,083
Deferred income taxes	(304)	(307)
Investment gain	(27,613)	(1,336)
Gain on sale of subsidiary	(13,730)	-
Impairment of long-lived assets	5,836	-
Gain (loss) on disposal of fixed assets	700	(5,525)
Interest income from derivative financial instruments	(15,484)	(7,091)
Other	381	(2,206)
Changes in operating assets:		
Change in accounts receivable	27,778	16,482
Change in inventory	12,645	(90,155)
Change in other operating assets	1,859	3,669
Changes in operating liabilities:		
Change in accounts payable	10,049	(9,200)
Change in accrued liabilities	(12,671)	(19,439)
Change in income tax payable	(97)	(6,975)
Change in other operating liabilities	3,706	741
Net cash flows from operating activities	177,397	37,613
Cash flows from investing activities		
Acquisition, net of cash acquired	(5,160)	-
Purchases of property, plant, and equipment	(52,660)	(53,328)
Proceeds from sale of property, plant, and equipment	5,660	1,088
Proceeds from short-term investments	7,629	15,468
Purchases of short-term investments	(8,919)	(12,958)
Purchases of equity securities	(49,303)	-
Proceeds from sale of subsidiary	15,958	-
Insurance recovery	-	4,725
Net amounts paid for hedge termination	(6,635)	-
Other	(540)	(3,870)
Net cash flows from investing activities	(93,970)	(48,875)
Cash flows from financing activities		
Advances on lines of credit and short-term debt	34,036	67,920
Repayments of lines of credit and short-term debt	(34,906)	(72,433)
Proceeds from long-term debt	6,539	6,283
Repayments of long-term debt	(4,097)	(5,554)
Repayment of and proceeds from finance lease obligation	(73)	(36)
Taxes paid related to net share settlement	(4,287)	(9,516)
Net changes in noncontrolling interest	(18,004)	2,544
Repurchase of common stock	(10,004)	-
Other	(28)	(4,744)
Net cash flows from financing activities	(30,824)	(15,536)
Effect of exchange rate changes on cash and cash equivalents	14,720	25,399
Change in cash and cash equivalents, including restricted cash	67,323	(1,399)
Cash and cash equivalents, beginning of period, including restricted cash	314,724	318,483
Cash and cash equivalents, end of period, including restricted cash	\$ 382,047	\$ 317,084

Supplemental Cash Flow Information

Interest paid during the period	\$ 1,237	\$ 1,618
Taxes paid during the period	\$ 21,205	\$ 18,302
Non-cash investing and financing activities:		
Accounts payable balance related to the purchase of property, plant, and equipment	\$ 12,237	\$ 13,186

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

DIODES INCORPORATED AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1 – Summary of Operations and Significant Accounting Policies

Summary of Operations

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, delivers high-quality semiconductor products to the world’s leading companies in the automotive, industrial, computing, consumer electronics, 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; isolation; and power management devices such as AC-DC converters, 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 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:

- Industrial: embedded systems, precision controls, medical, clean energy, machine to machine, robotics, motor control, and AIoT;
- Automotive: connected driving, comfort/style/safety, and electrification/powertrain;

- Computing: cloud computing: server, AI server, storage, data centers, and edge AI;
- Communications: smart phones, 5G networks, and enterprise networking; and
- Consumer: IoT: wearables, home automation, home appliances, smart infrastructure, and charging solutions.

Basis of Presentation

The condensed consolidated financial data at December 31, 2024 are derived from audited financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2024 filed with the Securities and Exchange Commission (“SEC”) on February 14, 2025 (“Form 10-K”). The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with United States Generally Accepted Accounting Principles (“GAAP”) for interim financial information and with the instructions to Form 10-Q. They do not include all information and footnotes necessary for a fair presentation of financial position, operating results, and cash flows in conformity with GAAP for complete financial statements. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes contained in our Form 10-K. All significant intercompany balances and transactions have been eliminated in consolidation. In the opinion of management, all adjustments (consisting of normal recurring adjustments and accruals) considered necessary for a fair presentation of the operating results for the period presented have been included in the interim period. Operating results for the three and nine months ended September 30, 2025 are not necessarily indicative of the results that may be expected for other interim periods or the year ending December 31, 2025.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates. As permitted under GAAP, interim accounting for certain expenses, including income taxes, are based on full year forecasts. For interim financial reporting purposes, income taxes are recorded based upon estimated annual effective income tax rates taking into consideration discrete items occurring in a quarter.

Dollar amounts and share amounts are presented in thousands, except per share amounts, unless otherwise noted. Certain prior year’s balances may have been reclassified to conform to the current condensed consolidated financial statement presentation.

Recently Issued Accounting Pronouncements

In November 2024, the Financial Accounting Standards Board (“FASB”) issued *Accounting Standards Update (“ASU”) 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.

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 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.

NOTE 2 – Earnings per Share

Earnings per share (“EPS”) is calculated by dividing net income attributable to common stockholders by the weighted-average number of shares of Common Stock outstanding during the period. Diluted EPS is calculated similarly but includes potential dilution from the exercise of stock options and stock awards, except when the effect would be anti-dilutive. No dividends were paid on our Common Stock in any of the periods presented in this report.

The table below sets forth the reconciliation between net income and the weighted average shares outstanding used for calculating basic and diluted EPS:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Earnings (numerator)				
Net income attributable to common stockholders	\$ 14,278	\$ 13,745	\$ 55,939	\$ 35,783
Shares (denominator)				
Weighted average common shares outstanding (basic)	46,383	46,331	46,384	46,166
Dilutive effect of stock options and stock awards outstanding	54	111	70	212
Adjusted weighted average common shares outstanding (diluted)	46,437	46,442	46,454	46,378
Earnings per share attributable to common stockholders				
Basic	\$ 0.31	\$ 0.30	\$ 1.21	\$ 0.78
Diluted	\$ 0.31	\$ 0.30	\$ 1.20	\$ 0.77
Stock options and stock awards excluded from EPS calculation because the effect would be anti-dilutive	273	125	674	241

NOTE 3 – Inventories

The table below sets forth inventories which are stated at the lower of cost or net realizable value:

	September 30, 2025	December 31, 2024
Finished goods	\$ 174,062	\$ 203,665
Work-in-progress	89,040	80,232
Raw materials	207,810	191,051
Total	\$ 470,912	\$ 474,948

NOTE 4 – Goodwill and Intangible Assets

The table below sets forth the changes in goodwill:

Balance at December 31, 2024	\$ 181,555
Disposal	(2,942)
Foreign currency translation adjustment	4,531
Balance at September 30, 2025	\$ 183,144

The table below sets forth the value of intangible assets, other than goodwill:

	September 30, 2025	December 31, 2024
Intangible assets subject to amortization:		
Gross carrying amount	\$ 270,997	\$ 271,000
Accumulated amortization	(221,830)	(204,317)
Foreign currency translation adjustment	(8,277)	(8,507)
Total intangible assets subject to amortization	40,890	58,176
Intangible assets with indefinite lives:		
Gross carrying amount	10,303	10,303
Foreign currency translation adjustment	(929)	(1,082)
Total intangible assets with indefinite lives	9,374	9,221
Total intangible assets, net	\$ 50,264	\$ 67,397

The table below sets forth amortization expense related to intangible assets subject to amortization:

Amortization expense	2025		2024	
Three Months Ended September 30,	\$	5,850	\$	3,833
Nine Months Ended September 30,	\$	17,513	\$	11,497

NOTE 5 – Income Tax Provision

The table below sets forth information related to our income tax expense:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Domestic pre-tax income (loss)	\$ (27,451)	\$ 7,327	\$ 62,798	\$ 3,502
Foreign pre-tax (loss) income	\$ 46,483	\$ 11,475	\$ 6,690	\$ 46,910
Income tax provision	\$ 3,555	\$ 3,619	\$ 12,638	\$ 9,799
Effective tax rate	18.7%	19.2%	18.2%	19.4%
Impact of tax holidays on tax expense	\$ (353)	\$ 438	\$ (816)	\$ 641
Earnings per share impact of tax holidays:				
Basic	\$ 0.01	\$ (0.01)	\$ 0.02	\$ (0.01)
Diluted	\$ 0.01	\$ (0.01)	\$ 0.02	\$ (0.01)

The decrease in effective tax rate for the three and nine months ended September 30, 2025, when compared to the three and nine months ended September 30, 2024, is primarily due to the change in pre-tax earnings during the comparable periods, including the geographical mix of pre-tax income and loss across tax jurisdictions and changes in conclusions regarding the realizability of certain deferred tax assets.

Our undistributed foreign earnings continue to be indefinitely reinvested in foreign operations, with limited exceptions related to certain 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 non-U.S. withholding taxes.

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 2021. 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. (other than China), with limited exceptions, the Company is no longer subject to income tax audits for years before 2018. Although the outcome of tax audits is always uncertain, the Company believes that adequate amounts of tax, interest and penalties, if any, have been provided for in the Company's reserve for any adjustments that may result from currently pending tax audits. The Company recognizes accrued interest and penalties related to unrecognized tax benefits in interest expense. As of September 30, 2025, the gross amount of unrecognized tax benefits was approximately \$45.5 million.

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 do not anticipate that it will have a material impact on our effective tax rate 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.

It is reasonably possible that the amount of the unrecognized benefit with respect to certain of the Company's unrecognized tax positions will significantly increase or decrease within the next 12 months. At this time, an estimate of the range of the reasonably possible outcomes cannot be made.

One Big Beautiful Bill Act

On July 4, 2025, the One Big Beautiful Bill Act was signed into law in the U.S., which contains a broad range of income tax provisions affecting businesses. The Company has evaluated the impact of this legislation and determined that there is no material impact to income tax expense for 2025.

NOTE 6 – Share-Based Compensation

The table below sets forth information related to our share-based compensation expense:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Cost of goods sold	\$ 584	\$ 579	\$ 1,650	\$ 1,500
Selling, general, and administrative	4,909	4,916	13,557	10,874
Research and development	1,333	1,271	3,798	3,709
Total share-based compensation expense	<u>\$ 6,826</u>	<u>\$ 6,766</u>	<u>\$ 19,005</u>	<u>\$ 16,083</u>

Share Grants. Share grants consist of restricted stock awards, restricted stock units (“RSUs”) and performance stock units (“PSUs”). Restricted stock awards and RSUs generally vest in equal annual installments over a four-year period and are measured based on the fair market value of the underlying stock on the date of grant. Compensation expense is recognized on a straight-line basis over the requisite four-year service period. All new grants are awarded under the Company's 2022 Equity Incentive Plan.

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.

As of September 30, 2025, total unrecognized share-based compensation expense related to share grants was approximately \$57.5 million, before income taxes, and is expected to be recognized over a weighted average period of approximately 2.4 years.

NOTE 7 – Enterprise-Wide Segment Information and Net Sales

Segment Reporting. For financial reporting purposes, we operate in a single segment, standard semiconductor products, through our various manufacturing and distribution facilities. One segment reflects how our chief operating decision maker, which is our chief executive officer, allocates resources and measures results. We aggregate our products because the products are similar and have similar economic characteristics, use similar production processes and share similar customer type. Our primary operations include operations in Asia, the Americas, and Europe.

During the three months ended September 30, 2025, two customers accounted for approximately \$51.9 million and \$44.6 million, or 13.2% and 11.4%, respectively, of our net sales. During the nine months ended September 30, 2025, two customers accounted for approximately \$134.7 million and \$124.1 million, or 12.4% and 11.4%, respectively, of our net sales. As of September 30, 2025, one customer accounted for approximately \$50.4 million, or 16.6%, of the Company's outstanding accounts receivable.

During the three months ended September 30, 2024, one customer accounted for approximately \$44.3 million or 12.6% of our net sales. During the nine months ended September 30, 2024, one customer accounted for approximately \$64.8 million or 16.0% of our net sales. As of September 30, 2024, one customer accounted for approximately 17.7% and one customer accounted for approximately 14.1% of our outstanding accounts receivable. All customers that accounted for 10% or more of our net sales during any period presented in this Quarterly Report on Form 10-Q are broad-based global distributors that sell to thousands of different end users.

Disaggregation of Net Sales. We disaggregate net sales with customers into direct sales to end customers and distribution sales to distributors (“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 the industrial, automotive, computing, consumer, and communications markets. 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 based on the location of the subsidiary producing the net sale:

**For the Three Months Ended
September 30, 2025**

	Asia	Americas	Europe	Consolidated
Total sales	\$ 442,991	\$ 298,683	\$ 63,003	\$ 804,677
Intercompany elimination	(202,191)	(171,276)	(39,040)	(412,507)
Net sales	<u>\$ 240,800</u>	<u>\$ 127,407</u>	<u>\$ 23,963</u>	<u>\$ 392,170</u>

For the Three Months Ended September 30, 2024

	Asia	Americas	Europe	Consolidated
Total sales	\$ 380,013	\$ 255,058	\$ 68,771	\$ 703,842
Intercompany elimination	(161,213)	(155,017)	(37,533)	(353,763)
Net sales	<u>\$ 218,800</u>	<u>\$ 100,041</u>	<u>\$ 31,238</u>	<u>\$ 350,079</u>

**As of and for the
Nine Months Ended September 30, 2025**

	Asia	Americas	Europe	Consolidated
Total sales	\$ 1,192,521	\$ 837,343	\$ 180,888	\$ 2,210,752
Intercompany elimination	(539,676)	(474,653)	(105,928)	(1,120,257)
Net sales	<u>\$ 652,845</u>	<u>\$ 362,690</u>	<u>\$ 74,960</u>	<u>\$ 1,090,495</u>

Property, plant, and equipment, net	<u>\$ 492,175</u>	<u>\$ 68,893</u>	<u>\$ 96,345</u>	<u>\$ 657,413</u>
Total assets	<u>\$ 1,608,545</u>	<u>\$ 599,627</u>	<u>\$ 261,619</u>	<u>\$ 2,469,791</u>

**As of and for the
Nine Months Ended September 30, 2024**

	Asia	Americas	Europe	Consolidated
Total sales	\$ 1,051,118	\$ 695,447	\$ 204,868	\$ 1,951,433
Intercompany elimination	(445,714)	(431,204)	(102,693)	(979,611)
Net sales	<u>\$ 605,404</u>	<u>\$ 264,243</u>	<u>\$ 102,175</u>	<u>\$ 971,822</u>

Property, plant, and equipment, net	<u>\$ 515,347</u>	<u>\$ 78,915</u>	<u>\$ 109,463</u>	<u>\$ 703,725</u>
Total assets	<u>\$ 1,678,927</u>	<u>\$ 472,420</u>	<u>\$ 238,035</u>	<u>\$ 2,389,382</u>

The tables below set forth net sales for the Company disaggregated into geographic locations based on shipment destination and by type (*direct sales or Distributor*):

Net Sales by Region	For the Three Months Ended September 30,	
	2025	2024
Asia	\$ 307,902	\$ 274,711
Europe	46,208	52,588
Americas	38,060	22,780
Total net sales	\$ 392,170	\$ 350,079

Net Sales by Type		
Direct sales	\$ 132,074	\$ 127,219
Distributor sales	260,096	222,860
Total net sales	\$ 392,170	\$ 350,079

Net Sales by Region	For the Nine Months Ended September 30,	
	2025	2024
Asia	\$ 852,170	\$ 748,774
Europe	136,328	147,403
Americas	101,997	75,645
Total net sales	\$ 1,090,495	\$ 971,822

Net Sales by Type		
Direct sales	\$ 383,903	\$ 362,223
Distributor sales	706,592	609,599
Total net sales	\$ 1,090,495	\$ 971,822

The table below sets forth the location to where products were shipped, representing 10% or more of net sales.

For the three months ended September 30,	Location	Amount	
		2025	2024
	China	\$ 170.6	\$ 149.2
	Singapore	\$ 38.2	\$ 36.2
	Taiwan	\$ 44.0	\$ 41.2
For the nine months ended September 30,			
	China	\$ 488.4	\$ 430.2
	Singapore	\$ 112.8	\$ 94.7
	Taiwan	\$ 95.5	\$ 107.3

NOTE 8 – Debt

Borrowings outstanding as of September 30, 2025 and December 31, 2024 are set forth in the table below:

Description	September 30, 2025	December 31, 2024	Interest Rate	Current Amount Maturity
Short-term debt	\$ 33,167	\$ 31,429	Various indices plus margin	Various during next 12 months
Long-term debt				
Notes payable to Bank of Taiwan	1,570	1,593	2-yr deposit rate floating plus 0.1148%	June 2033
Notes payable to Bank of Taiwan	3,275	3,052	2-yr deposit rate floating plus 0.082%	September 2026
Notes payable to CTBC Bank	3,275	3,052	TAIBOR 3M plus 0.5%	March 2027
Notes payable to CTBC Bank	3,275	-	TAIBOR 3M plus 0.5%	April 2027
Notes payable to CTBC Bank	11,908	11,606	TAIBOR 3M plus 0.5%	May 2028
Notes payable to E Sun Bank	114	148	1-M deposit rate floating plus 0.08%	July 2027
Notes payable to E Sun Bank	995	1,064	1-M deposit rate floating plus 0.08%	July 2030
Notes payable to E Sun Bank	115	144	1-M time deposit rate plus 1.4%	October 2027
Notes payable to Taishin Bank	328	-	3-M deposit rate floating plus 0.25%	January 2027
Total long-term debt	24,855	20,659		
Less: Current portion of long-term debt	(4,758)	(1,096)		
Total long-term debt, net of current portion	\$ 20,097	\$ 19,563		

Short-term debt

Our Asia subsidiaries maintain credit facilities with several financial institutions through our foreign entities worldwide totaling \$148.9 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 September 30, 2025, was approximately \$115.3 million, net of \$33.2 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. There was no outstanding balance at September 30, 2025.

NOTE 9 – Commitments and Contingencies

Purchase Commitments. We have entered into non-cancelable purchase contracts for capital expenditures, primarily for manufacturing equipment, for approximately \$38.1 million at September 30, 2025. As of September 30, 2025, we also had a commitment to purchase approximately \$62.5 million of wafers to be used in our manufacturing process. These wafer purchases are scheduled to occur through 2031.

Defined Benefit Plan. We have a contributory defined benefit plan that covers certain employees in the United Kingdom. As of September 30, 2025, the underfunded liability for this defined benefit plan was approximately \$3.4 million. 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 annual payments to be 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.

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 pending legal proceeding will not have any material adverse effect on our consolidated 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 and future periods. Based on available information available, we evaluate the likelihood of potential outcomes of all pending disputes. We record an appropriate liability when the amount of any liability associated with a pending dispute is deemed probable and reasonably estimable. In addition, we do not accrue 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 we consider material.

NOTE 10 – 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. As of September 30, 2025 and December 31, 2024, we had \$316.9 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 cross-currency swaps and foreign-currency 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 fair value of the Company’s derivative financial instruments as well as their classification on our condensed consolidated balance sheets as of September 30, 2025 and December 31, 2024:

	Fair Value			
	Other Current or Non-Current Assets		Other Liabilities	
	2025	2024	2025	2024
Collared forwards	\$ 2,916	\$ 593	\$ -	\$ 8,071

NOTE 11 – 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 components of lease expense are set forth in the table below:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Operating lease expense	\$ 3,602	\$ 3,615	\$ 10,835	\$ 10,778
Finance lease expense:				
Amortization of assets	7	7	21	22
Interest on lease liabilities	1	1	3	3
Short-term lease expense	623	564	1,711	1,685
Variable lease expense	1,393	1,374	3,718	3,676
Total lease expense	\$ 5,626	\$ 5,561	\$ 16,288	\$ 16,164

The table below sets forth supplemental balance sheet information related to leases. In our condensed consolidated balance sheets, right of use (“ROU”) assets are included in other long-term assets while lease liabilities are located in accrued liabilities and other for the current portion and other long-term liabilities for the non-current portion:

	<u>September 30, 2025</u>	<u>December 31, 2024</u>
Operating leases:		
Operating lease ROU assets	\$ 55,248	\$ 53,749
Current operating lease liabilities	11,146	10,863
Noncurrent operating lease liabilities	31,362	28,648
Total operating lease liabilities	<u>\$ 42,508</u>	<u>\$ 39,511</u>
Finance leases:		
Finance lease ROU assets	\$ 2,765	\$ 2,708
Accumulated amortization	(2,630)	(2,606)
Finance lease ROU assets, net	<u>\$ 135</u>	<u>\$ 102</u>
Current finance lease liabilities	\$ 43	\$ 40
Non-current finance lease liabilities	91	63
Total finance lease liabilities	<u>\$ 134</u>	<u>\$ 103</u>
Weighted average remaining lease term (in years):		
Operating leases	7.3	6.6
Finance leases	3.1	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:

	<u>Nine Months Ended</u>	
	<u>September 30, 2025</u>	<u>September 30, 2024</u>
Cash paid for the amounts included in the measurements of lease liabilities:		
Operating cash outflows from operating leases	\$ 14,579	\$ 15,469
Operating cash outflows from finance leases	2	3
Financing cash outflow from finance leases	73	36
ROU assets obtained in exchange for lease liabilities incurred:		
Operating leases	10,620	3,630

The table below sets forth information about lease liability maturities:

	<u>September 30, 2025</u>	
	<u>Operating Leases</u>	<u>Finance Leases</u>
2025	\$ 5,203	\$ 12
2026	12,479	47
2027	8,568	44
2028	5,579	36
2029	2,622	3
2030	2,584	-
2031 and thereafter	12,979	-
Total lease payments	<u>50,014</u>	<u>142</u>
Less: imputed interest	(7,506)	(8)
Total lease obligations	<u>42,508</u>	<u>134</u>
Less: current obligations	(11,146)	(43)
Long-term lease obligations	<u>\$ 31,362</u>	<u>\$ 91</u>

NOTE 12 – Employee Benefit Plans

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 September 30, 2025 and December 31, 2024, these investments totaled approximately \$19.6 million and \$17.2 million, respectively.

NOTE 13 – Related Parties

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

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. We have an agreement to purchase approximately \$5.7 million of wafers from Nuvoton that ends in the second quarter of 2026. We consider our relationship with Nuvoton to be mutually beneficial, and plan to continue our strategic alliance with Nuvoton.

JCP is a frequency control product manufacturing company from which we purchase material and in which we have made an equity investment that 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 variable interest entity (“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. Consequently, we do not consolidate the assets and liabilities of Atlas in the Company’s financial statements. For additional information related to Atlas see Note 14 - Equity Investments - Unconsolidated VIE, below.

In May 2025, the Company entered into a Joint Venture Agreement (the “Joint Venture Agreement”) with Global Advanced Packaging Test Limited (“GAPT”) to acquire a 43% interest 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. ATX is a related party for the Company.

The tables below set forth the revenues, expenses, accounts receivable and accounts payable with our related parties:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Keylink:				
Net sales	\$ (37)	\$ 15	\$ (10)	\$ 3,373
Purchases	\$ 6	\$ 270	\$ 205	\$ 988
Plating, rental, and consulting expense	\$ 3,438	\$ 3,625	\$ 9,966	\$ 11,568
Nuvoton:				
Net sales	\$ 3	\$ 2	\$ 56	\$ 35
Purchases	\$ 2,218	\$ 1,570	\$ 4,561	\$ 5,699
JCP:				
Purchases	\$ -	\$ 44	\$ 105	\$ 180
Atlas:				
Purchases	\$ 2,055	\$ 1,327	\$ 8,793	\$ 2,632

The table below sets forth accounts receivable from, and accounts payable to, related parties:

	September 30, 2025	December 31, 2024
Keylink:		
Accounts receivable	\$ 24,568	\$ 23,796
Accounts payable	\$ 27,100	\$ 26,522
Nuvoton:		
Accounts receivable	\$ 1	\$ 31
Accounts payable	\$ 1,255	\$ 543
JCP:		
Accounts payable	\$ -	\$ 64
Atlas:		
Accounts payable	\$ 306	\$ 558

NOTE 14 - Equity Investments

The Company maintains equity investments in companies which are accounted for under the measurement alternative described in ASC 321-10-35-2 for equity securities that lack readily determinable fair values. As of September 30, 2025, the Company had \$97.5 million of investments accounted for under the measurement alternative. During the nine months ended September 30, 2025, the Company recorded \$28.0 million of non-cash mark-to-market adjustments related to the value of a previously made equity investments.

Unconsolidated VIE

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 and 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 September 30, 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 than 50% of Atlas, according to the voting agreement governing the transaction, the Company does not have the power to control the board of directors or direct the activities that most significantly impact Atlas, including:

- The hiring and firing of officers (i.e., CEO, CFO, etc.) – The hiring and firing of personnel responsible for making the key daily decisions and implementing the strategic operating direction will determine the success the Company has in their initiatives, thereby affecting the economic performance;
- Determining the business plan and budget, including incurring additional indebtedness or issuing additional equity interests – As Atlas is thinly capitalized, the decisions around when and how to obtain cash will influence whether AM can continue operating; and
- Determining the strategic operating direction of Atlas – The decisions made around the significant operating direction of Atlas will significantly impact the 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 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:

	September 30, 2025	December 31, 2024
VIE total assets	\$ 42,774	\$ 20,273
VIE total liabilities	11,281	4,945
Diodes' equity in VIE	\$ 90,035	\$ 44,420
Diodes' note receivable from VIE	9,000	4,000
Diodes' interest receivable from VIE	515	245
Diodes' maximum exposure to loss	<u>\$ 99,550</u>	<u>\$ 48,665</u>

ATX Semiconductor SDN

In June 2025, the Company entered into a Joint Venture Agreement with GAPTEC 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.

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 ATX. 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 \$30.0 million as of June 30, 2025, which represents the initial cost of the investment in ATX. The Company intends to record equity method earnings of the joint venture on a 3-month lag. As such, the Company will recognize the equity method earnings from the date of formation through June 30, 2025 within the Condensed Consolidated Statements of Operations for the three months ended September 30, 2025.

NOTE 15 – 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.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

Except for the historical information contained herein, the matters addressed in this Item 2 constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and as identified under the heading “Cautionary Statement for Purposes of the “Safe Harbor” Provision of the Private Securities Litigation Reform Act of 1995” herein. Such forward-looking statements are subject to a variety of risks and uncertainties, including those discussed in the subsection “Risk Factors” set forth in Part II, Item 1A of this Quarterly Report on Form 10-Q and Part I, Item 1A of our most recent Annual Report on Form 10-K, and similar discussions elsewhere in this Quarterly Report on Form 10-Q and in other reports we file with the SEC from time to time, that could cause actual results to differ materially from those anticipated by our management. The Private Securities Litigation Reform Act of 1995 (the “PSLRA”) provides certain “safe harbor” provisions for forward-looking statements. All forward-looking statements made in this Quarterly Report on Form 10-Q are made pursuant to the PSLRA. We undertake no obligation to publicly release the results of any revisions to our forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unexpected events. Unless the context otherwise requires, the words “Diodes,” the “Company,” “we,” “us,” and “our” refer to Diodes Incorporated and its subsidiaries. Dollar amounts and share amounts are presented in thousands, except per share amounts, unless otherwise noted.

This management’s discussion should be read in conjunction with the management’s discussion included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2024 (“Form 10-K”), previously filed with Securities and Exchange Commission (“SEC”) on February 14, 2025.

Overview

Diodes, a Standard and Poor’s Smallcap 600 and Russell 3000 Index company, 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 discrete power solutions combined with leading-edge packaging technology to meet customers’ needs. Our broad range of application-specific products and solutions-focused sales, coupled with global operations including engineering, testing, manufacturing, and customer service, enable us to be a premier provider for high-volume, high-growth markets.

For more information about our product and markets we serve, see Note 1 – Summary of Operations and Significant Accounting Policies, included in the condensed consolidated financial statements in Item 1 above.

Recent Developments

As disclosed in Part I, Item 1A: Risk Factors, of our Annual Report on Form 10-K for the fiscal year ended December 31, 2024, the Company’s business is subject to risks related to, among other factors, tariffs and other trade barriers put in the place by government authorities. 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. In 2025, the United States government announced additional tariffs on goods imported into the U.S. from numerous countries and multiple nations countered with reciprocal tariffs and other actions in response. The U.S. government stated that it is willing to negotiate with other countries regarding the tariffs. If the negotiations with the other countries are unsuccessful, the tariffs may negatively impact demand for our products and result in an increase in some product costs. The Company continues to analyze the impacts of the tariffs and actions that can be taken to moderate and/or minimize their effects.

Summary for the three months ended September 30, 2025

- Net sales were \$392.2 million, an increase of 12.0% from the \$350.1 million in the three months ended September 30, 2024 and an increase of 7.1% from the \$366.2 million in three months ended June 30, 2025;
- Gross profit was \$120.5 million, an increase of 2.1% from the \$118.0 million in the three months ended September 30, 2024 and an increase of 4.5% from the \$115.3 million in the three months ended June 30, 2025;
- Gross profit margin was 30.7%, compared to 33.7% in the three months ended September 30, 2024 and 31.5% in the three months ended June 30, 2025;
- Net income was \$14.3 million, compared to net income of \$13.7 million in the three months ended September 30, 2024 and net income of \$46.1 million in the three months ended June 30, 2025;
- Earnings per share attributable to common stockholders was \$0.31 per diluted share, compared to \$0.30 per diluted share in the three months ended September 30, 2024 and \$0.99 per diluted share in the three months ended June 30, 2025; and
- Cash flow provided by operations was \$79.1 million. We had \$16.3 million of capital expenditures. Net cash flow was \$59.3 million.

As of September 30, 2025, our cash, cash equivalents, and short-term investments were \$386.4 million, and we had access to unused borrowing capacity of \$225.0 million under the revolving portion of our U.S. Credit Agreement. We believe our liquidity and

our borrowing capacity will allow us to cover our cash needs for working capital, capital expenditures, and acquisitions for at least the next 12 months.

Net sales for the three months ended September 30, 2025 increased 7% sequentially and 12% year-over-year driven by strong demand across the general computing market, including artificial intelligence related server applications as well as data center and edge computing. The Company's global point of sales increased the strongest in Asia followed by North America. Additionally, channel inventory is at healthy levels, decreasing again this quarter in terms of dollars and weeks with overall inventory dollars decreasing over 25% from peak levels.

While the rate of recovery in the automotive and industrial markets continues to be slower than expected, revenue increased both sequentially and year-over-year in both of these end markets. When coupled with the computing market growing the strongest along with the consumer market also increasing sequentially, product mix unfavorably weighed on gross margin during the quarter. Future margin expansion will be driven by the Company's higher-margin automotive and industrial end markets combined with increased new product introductions in all target markets as well as improved loading across our manufacturing facilities.

Results of operations for the three months ended September 30, 2025 and 2024

The table below sets forth the condensed consolidated statement of operations line items as a percentage of net sales:

	Percent of Net Sales	
	Three Months Ended September 30,	
	2025	2024
Net sales	100%	100%
Cost of goods sold	(69)	(66)
Gross profit	31	34
Total operating expense	(28)	(27)
Income from operations	3	6
Total other income (expense)	2	(1)
Income before income taxes and noncontrolling interest	5	5
Income tax provision	(1)	(1)
Net income	4	4
Net income attributable to common stockholders	4	4

The following table and discussion explains in greater detail our consolidated operating results and financial condition for the three months ended September 30, 2025, compared to the three months ended September 30, 2024. This discussion should be read in conjunction with the condensed consolidated financial statements and notes thereto appearing elsewhere in this Quarterly Report on Form 10-Q.

	Three Months Ended			
	September 30,		Increase/(Decrease)	% Change
	2025	2024		
Net sales	\$ 392,170	\$ 350,079	\$ 42,091	12.0%
Cost of goods sold	271,682	232,071	39,611	17.1%
Gross profit	120,488	118,008	2,480	2.1%
Total operating expense	108,916	96,131	12,785	13.3%
Interest income	8,487	4,532	3,955	87.3%
Interest expense	(503)	(456)	47	10.3%
Foreign currency (loss), net	(3,328)	(4,423)	(1,095)	24.8%
Unrealized gain (loss) on investments	2,391	(3,410)	5,801	(170.1%)
Other income	413	682	(269)	(39.4%)
Income tax provision	3,555	3,619	(64)	(1.8%)

Net sales increased approximately \$42.1 million, or 12.0%, for the three months ended September 30, 2025, compared to the same period last year, primarily due to strong demand in the computing market, especially for artificial intelligence related server applications as well as data center and edge computing. During the three months ended September 30, 2025, weighted-average sales price decreased

4.1% and volume increased 19.5%, when compared to the same period in 2024. The decrease in weighted-average sales price was primarily due to lower market pricing.

The table below sets forth our product revenue as a percentage of total product revenue by end-user market for the three months ended September 30, 2025 and 2024:

	Three Months Ended September 30,	
	2025	2024
Industrial	22%	23%
Automotive	19%	19%
Computing	28%	25%
Consumer	18%	18%
Communications	13%	15%

For the three months ended September 30, 2025, gross profit increased approximately 2.1% when compared to the same period last year primarily due to higher net sales. Gross profit margin for the three months ended September 30, 2025 and 2024 was 30.7% and 33.7%, respectively. The decrease in gross profit margin was primarily due to factory utilization and lower market pricing.

Operating expenses for the three months ended September 30, 2025, increased \$12.8 million when compared to the three months ended September 30, 2024. Operating expenses as a percentage of net sales were 27.8% and 27.5% for the three months ended September 30, 2025 and 2024, respectively. SG&A increased approximately \$1.1 million as compared to the same period last year reflecting an increase in salaries and wages of \$3.7 million, partially offset by decreases in selling expenses of \$2.0 million and professional services of \$1.1 million. SG&A, as a percentage of net sales, was 15.4% and 17.0% for the three months ended three months ended September 30, 2025 and 2024 respectively. For the three months ended September 30, 2025, research and development expenses (“R&D”) increased approximately \$8.2 million when compared to the three months ended September 30, 2024, due to increased R&D spending in wages and benefits of \$2.7 million, increased depreciation and amortization of \$2.3 million, operating expense of \$1.5 million, and marketing expense of \$1.3 million. R&D, as a percentage of net sales, was 10.7% and 9.6% for the three months ended September 30, 2025 and 2024, respectively.

Interest income increased \$4.0 million, or 87.3%, for the three months ended September 30, 2025, compared to the same period last year, reflecting interest income received in the Company’s derivative hedging instruments. Interest expense was flat for the three months ended September 30, 2025, compared to the same period last year. During the three months ended September 30, 2025, the Company recognized \$2.4 in unrealized gains on investments for mark-to-market adjustments.

We recognized an income tax expense of approximately \$3.6 million for the three months ended September 30, 2025 and 2024, respectively. The similarity in income tax expense between periods is consistent with comparable levels of pretax book income in the respective quarters.

Results of operations for the nine months ended September 30, 2025 and 2024

The table below sets forth the condensed consolidated statement of operations line items as a percentage of net sales:

	Percent of Net Sales Nine Months Ended September 30,	
	2025	2024
Net sales	100%	100%
Cost of goods sold	(69)	(67)
Gross profit	31	33
Total operating expense	(29)	(29)
Income from operations	2	4
Total other income	4	1
Income before income taxes and noncontrolling interest	6	5
Income tax provision	(1)	(1)
Net income	5	4
Net income attributable to common stockholders	5	4

The following table and discussion explains in greater detail our consolidated operating results and financial condition for the nine months ended September 30, 2025, compared to the three months ended September 30, 2024. This discussion should be read in

conjunction with the condensed consolidated financial statements and notes thereto appearing elsewhere in this Quarterly Report on Form 10-Q.

	Nine Months Ended			
	September 30,		Increase/(Decrease)	% Change
	2025	2024		
Net sales	\$ 1,090,495	\$ 971,822	\$ 118,673	12.2%
Cost of goods sold	749,989	646,844	103,145	15.9%
Gross profit	340,506	324,978	15,528	4.8%
Total operating expense	318,249	286,445	31,804	11.1%
Interest income	21,324	13,383	7,941	59.3%
Interest expense	(1,476)	(1,840)	(364)	(19.8%)
Foreign currency (loss) gain	(9,943)	(2,652)	7,291	(274.9%)
Unrealized gain (loss) on investments	28,004	1,310	26,694	(2037.7%)
Impairment of equity investment	(5,817)	-	5,817	N/A
Gain on disposal of subsidiary	13,730	-	13,730	N/A
Other income	1,409	1,678	(269)	(16.0%)
Income tax provision	12,638	9,799	2,839	29.0%

Net sales increased approximately \$118.7 million, or 12.2%, for the nine months ended September 30, 2025, compared to the same period last year. During the nine months ended September 30, 2025, weighted-average sales price increased 0.1% and volume increased 12.1%, when compared to the same period in 2024. The increase in weighted-average sales price was primarily due to product mix.

The table below sets forth our product revenue as a percentage of total product revenue by end-user market for the nine months ended September 30, 2025 and 2024:

	Nine Months Ended	
	September 30,	
	2025	2024
Industrial	23%	23%
Automotive	19%	18%
Computing	27%	25%
Consumer	18%	19%
Communications	13%	15%

For the nine months ended September 30, 2025, gross profit increased approximately 4.8% when compared to the same period last year primarily due to higher net sales. Gross profit margin for the nine months ended September 30, 2025 and 2024 was 31.2% and 33.4%, respectively. The decrease in gross profit margin was primarily due to lower factory utilization and lower market pricing.

Operating expenses for the nine months ended September 30, 2025, increased \$31.8 million when compared to the nine months ended September 30, 2024. Operating expenses as a percentage of net sales were 29.2% and 29.5% for the nine months ended September 30, 2025 and 2024, respectively. SG&A increased approximately \$7.1 million as compared to the same period last year reflecting an increase in salaries and wages of \$12.9 million. 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. SG&A, as a percentage of net sales, was 16.4% and 17.7% for the nine months ended September 30, 2025 and 2024, respectively. For the nine months ended September 30, 2025, R&D increased approximately \$20.2 million when compared to the nine months ended September 30, 2024 due to increased R&D expenses related to R&D operating expense of \$5.0 million, marketing of \$5.1 million, supplies of \$2.6 million, and salaries and benefits of \$5.8 million. R&D, as a percentage of net sales, was 11.1% and 10.4% for the nine months ended September 30, 2025 and 2024, respectively.

Interest income increased \$7.9 million, or 59.3%, for the nine months ended September 30, 2025, compared to the same period last year, reflecting interest income received in the Company's derivative hedging instruments. Interest expense was flat for the nine months ended September 30, 2025, compared to the same period last year. During the nine months ended September 30, 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. 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.

We recognized an income tax expense of approximately \$12.6 million and \$9.8 million for the nine months ended September 30, 2025 and 2024, respectively. The increase in income taxes for 2025 compared to 2024 was primarily attributable to an increase in pretax book income.

Financial Condition

Liquidity and Capital Resources

Our primary source of liquidity is cash flow from operations. Additional sources of liquidity are cash and cash equivalents, short-term investments, and our credit facilities. Our cash and cash equivalents and restricted cash increased from \$314.7 million at December 31, 2024 to \$382.0 million at September 30, 2025. This increase in cash, cash equivalents, and restricted cash reflects normal operations of the Company. As of September 30, 2025, we had short-term investments totaling \$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 time frame but in doing so we generally forfeit all earned and future interest income.

At September 30, 2025 and December 31, 2024, our working capital was \$889.7 million and \$848.6 million, respectively. We expect cash generated by our operations together with existing cash, cash equivalents, short-term investments, and available borrowing under credit facilities to be sufficient to cover our cash needs for working capital, capital expenditures, and acquisitions for at least the next 12 months.

Our undistributed foreign earnings continue to be indefinitely reinvested in foreign operations, with limited exceptions related to earnings of certain European and Asian subsidiaries. As of September 30, 2025, our foreign subsidiaries held approximately \$197.5 million of cash, cash equivalents and investments of which approximately \$79.3 million would be subject to a potential non-U.S. withholding tax if distributed outside the country in which the cash is currently held. The \$79.3 million is held in Germany, China, Korea, and Taiwan.

Short-term debt

Our Asia subsidiaries maintain short-term credit facilities with several financial institutions through our foreign entities worldwide totaling \$148.9 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 Offering 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 September 30, 2025, was approximately \$115.3 million, net of \$33.2 million advanced under our foreign credit lines and \$0.4 million of 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 SOFR or similar other indices plus a specified margin and matures in May 2028. There was no outstanding balance under the Credit Agreement at September 30, 2025.

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

Discussion of Cash Flows

The table below sets forth a summary of the condensed consolidated statements of cash flows:

	Nine Months Ended September 30,	
	2025	2024
Net cash flows from operating activities	\$ 177,397	\$ 37,613
Net cash flows from investing activities	(93,970)	(48,875)
Net cash flows from financing activities	(30,824)	(15,536)
Effect of exchange rate changes on cash and cash equivalents	14,720	25,399
Change in cash and cash equivalents, including restricted cash	\$ 67,323	\$ (1,399)

Operating Activities

Net cash flows from operating activities for the nine months ended September 30, 2025 was \$177.4 million. The following recurring operating items gave rise to the calculation of net cash flows from operating activities for the nine months ended September 30, 2025: Net income of \$56.9 million, depreciation and amortization of intangible assets of \$108.5 million, a net increase of \$43.3 million of changes in working capital accounts, and share-based compensation of \$19.0 million. During the nine months ended September 30, 2025 the Company also recognized net investment gains of \$27.6 million, including a \$33.3 million non-cash mark-to-market increase in the value of the Company's investment in Atlas, a non-cash mark-to-market decrease of \$5.5 million of previously made equity investments, and a gain on the disposal of a subsidiary for \$13.7 million.

Net cash flows from operating activities for the nine months ended September 30, 2024 was \$37.6 million. Our net use of cash from operating activities for the nine months ended September 30, 2024 resulted from net income of \$40.6 million, depreciation and amortization of intangible assets of \$90.8 million and share-based compensation of \$16.1 million. The increases were offset by a net decrease of \$104.9 million due to changes in operating asset and liability accounts, and non-cash gains and other income of \$15.8 million.

During the nine months ended September 30, 2024, we generated cash through the collection in accounts receivable and used cash to fund increases in inventories, particularly in finished goods, to improve our product availability in a dynamic market environment. We also used cash to decrease accounts payable and accrued liabilities as part of normal business operations.

Investing Activities

Net cash and cash equivalents from investing activities was \$(94.0) million for the nine months ended September 30, 2025. Net cash and cash equivalents from investing activities for the nine months ended September 30, 2025 was primarily due to purchases of property, plant, and equipment of \$52.7 million, or 4.8% of net sales. We expect capital expenditures for the twelve months ended December 31, 2025 to be within our target model of 5% to 9% of net sales. 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 \$6.9 million 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 TFS.

Net cash and cash equivalents from investing activities was (\$48.9) million for the nine months ended September 30, 2024. Net cash and cash equivalents used in investing activities for the nine months ended September 30, 2024 was primarily due to purchases of property, plant, and equipment of \$53.3 million, or 5.5% of net sales. This outflow of cash to purchase property, plant and equipment was partially offset by the receipt of an insurance recovery of \$4.7 million and net proceeds from the sale of short-term investments of \$2.5 million.

Financing Activities

Net cash and cash equivalents from financing activities was \$(30.8) million for the nine months ended September 30, 2025. Net cash from financing activities in the nine months ended September 30, 2025 consisted of net decreases in non-controlling interests of \$18.0 million, stock repurchases of \$10.0 million, \$1.6 million of net decreases in our debt, and taxes paid on net share settlements of \$4.3 million. Net cash and cash equivalents from financing activities was (\$15.5) million for the nine months ended September 30, 2024. Net cash provided by financing activities in the nine months ended September 30, 2024 consisted primarily of \$3.8 million of net decreases in our debt and taxes paid on net share settlements of \$9.5 million.

Use of Derivative Instruments and Hedging

We use, or may use, interest rate swaps, foreign exchange forward contracts, and cross currency swaps to provide a level of protection against interest rate risks and foreign exchange exposure.

Hedges of Interest Rate Risk

Our objectives in using interest rate derivatives are to add stability to interest expense and to manage exposure to interest rate movements. To accomplish these objectives, we primarily use interest rate swaps, including interest rate collars, as part of our 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 us making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount.

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 and 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 ASC No. 815. The fair value of our foreign exchange hedges approximates zero.

Hedges of Net Investment Risk

We make use of cross-currency swaps and foreign-currency forward contracts to decrease the foreign exchange risk inherent in our investment in some of our foreign subsidiaries.

Off-Balance Sheet Arrangements

We do not have any transactions, arrangements, or other relationships with unconsolidated entities that will affect our liquidity or capital resources. We have no special purpose entities that provide off-balance sheet financing, liquidity, or market or credit risk support, nor do we engage in leasing, swap agreements, or outsourcing of research and development services that could expose us to liability that is not reflected on the face of our financial statements.

Contractual Obligations

There have been no material changes in our Contractual Obligations as disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed with the SEC on February 14, 2025.

Critical Accounting Estimates

Our critical accounting estimates are described in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, and in the notes to our consolidated financial statements contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed with the SEC on February 14, 2025. Any new accounting estimates or updates to existing accounting estimates as a result of new accounting pronouncements have been discussed in the notes to our condensed consolidated financial statements in this Quarterly Report on Form 10-Q in Note 1 – Summary of Operations and Significant Accounting Policies. The application of our critical accounting estimates may require management to make judgments and estimates about the amounts reflected in the condensed consolidated financial statements. Management uses historical experience and all available information to make these estimates and judgments, and different amounts could be reported using different assumptions and estimates.

Recently Issued Accounting Pronouncements

See Note 1 - Summary of Operations and Significant Accounting Policies, of the Notes to Condensed Consolidated Financial Statements, for detailed information regarding the status of recently issued accounting pronouncements, if any.

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

Except for the historical information contained herein, the matters addressed in this Quarterly Report on Form 10-Q constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act of 1934. 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," or similar phrases or the negatives of such terms. Such forward-looking statements are subject to a variety of risks and uncertainties, including those discussed in the subsection "Risk Factors" set forth in Part II, Item 1A of this Quarterly Report on Form 10-Q and Part I, Item 1A of our most recent Annual Report on Form 10-K, and similar discussions elsewhere in this Quarterly Report on Form 10-Q, and in other reports we file with the SEC from time to time, that could cause actual results to differ materially from those anticipated by our management. The PSLRA provides certain "safe harbor" provisions for forward-looking statements. All forward-looking statements made in this Quarterly Report on Form 10-Q are made pursuant to the PSLRA.

All forward-looking statements contained in this Quarterly Report on Form 10-Q are subject to, in addition to the other matters described in this Quarterly Report on Form 10-Q, a variety of significant risks and uncertainties. The following discussion highlights some of these risks and uncertainties. Further, from time to time, information provided by us or statements made by our employees may contain forward-looking information. There can be no assurance that actual results or business conditions will not differ materially from those set forth or suggested in such forward-looking statements as a result of various factors, including those discussed below.

For more detailed discussion of these factors, see the "Risk Factors" discussion in Part I, Item 1A of our most recent Annual Report on Form 10-K as filed with the SEC and in Part II, Item 1A of this Quarterly Report. The forward-looking statements included in this Quarterly Report on Form 10-Q are made only as of the date of this Quarterly Report, and we undertake no obligation to update the forward-looking statements to reflect subsequent events or circumstances.

Significant Risks and Uncertainties That may affect Forward-Looking Statements

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.

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.

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.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There have been no material changes to our market risks as disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed with the SEC on February 14, 2025.

Item 4. 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 September 30, 2025, of the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)). Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer believe that, as of the end of the period covered by this Quarterly Report on Form 10-Q, our disclosure controls and procedures are effective at the reasonable assurance level to ensure that information required to be included in this Quarterly 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 on required 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.

Changes in Internal Controls over Financial Reporting

There was no change in our internal control over financial reporting, known to our Chief Executive Officer or Chief Financial Officer, that occurred in the three months ended September 30, 2025, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

The Company is not a party to any pending litigation that we consider material.

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 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.

Item 1A. Risk Factors.

There have been no material changes to our risk factors from those disclosed in the Risk Factors section of our Annual Report on Form 10-K for the year ended December 31, 2024, filed with the Securities and Exchange Commission on February 14, 2025.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

<u>Number</u>	<u>Description</u>	<u>Form</u>	<u>Date of First Filing</u>	<u>Exhibit Number</u>	<u>Filed Herewith</u>
3.1	Certificate of Incorporation, as amended	10-K	February 20, 2018	3.1	
3.2	Amended By-laws of the Company 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	
31.1	Certification Pursuant to Rule 13a-14(a)/15d-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) /15d-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. 1350 adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				X
32.2*	Certification Pursuant to 18 U.S.C. 1350 adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				X
101.INS	Inline XBRL Instance Document- the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.				X
101.SCH	Inline XBRL Taxonomy Extension Schema				X
104	Cover Page Interactive Data File, formatted in Inline XBRL				X

* *A certification furnished pursuant to Item 601(b)(32) 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 Quarterly Report on Form 10-Q. 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 and/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 the Securities Exchange Act of 1934, the registrant has duly caused this Quarterly Report to be signed on its behalf by the undersigned thereunto duly authorized.

November 6, 2025
Date

DIODES INCORPORATED
(Registrant)

By: /s/ Gary Yu
GARY YU
President and Chief Executive Officer
(Principal Executive Officer)

November 6, 2025
Date

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

CERTIFICATION
PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a),
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, **Gary Yu**, certify that:

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

Date: November 6, 2025

/s/ Gary Yu

Gary Yu

President and Chief Executive Officer

CERTIFICATION
PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a),
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

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

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

Date: November 6, 2025

/s/ Brett R. Whitmire

Brett R. Whitmire
Chief Financial Officer

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

The undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge, the Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2025 of Diodes Incorporated (the "Company") fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in such periodic report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 6, 2025

/s/ Gary Yu

Gary Yu

President and Chief Executive Officer

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

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

The undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge, the Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2025 of Diodes Incorporated (the "Company") fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in such periodic report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 6, 2025

/s/ Brett R. Whitmire

Brett R. Whitmire
Chief Financial Officer

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