

**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, 2018

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)

4949 Hedgcoxe Road, Suite 200
Plano, Texas
(Address of principal executive offices)

95-2039518
(I.R.S. Employer
Identification Number)

75024
(Zip code)

(972) 987-3900

(Registrant's telephone number, including area code)

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"/>		

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 2, 2018 was 50,220,853.

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PART I—FINANCIAL INFORMATION
Item 1. Financial Statements.
DIODES INCORPORATED AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share data)

	September 30, 2018	December 31, 2017
	<i>(Unaudited)</i>	
Assets		
Current assets:		
Cash and cash equivalents	\$ 150,274	\$ 203,820
Short-term investments	7,280	4,558
Accounts receivable, net of allowances of \$3,480 and \$4,480 at September 30, 2018 and December 31, 2017, respectively	228,065	200,112
Inventories	219,146	216,506
Prepaid expenses and other	42,804	37,328
Total current assets	<u>647,569</u>	<u>662,324</u>
Property, plant and equipment, net	454,086	459,169
Deferred income tax	44,000	40,580
Goodwill	132,910	134,187
Intangible assets, net	142,487	156,445
Other	46,732	35,968
Total assets	<u>\$ 1,467,784</u>	<u>\$ 1,488,673</u>
Liabilities		
Current liabilities:		
Line of credit	\$ 12,283	\$ 1,008
Accounts payable	117,118	108,001
Accrued liabilities and other	92,039	99,301
Income tax payable	14,145	18,216
Current portion of long-term debt	26,285	20,636
Total current liabilities	<u>261,870</u>	<u>247,162</u>
Long-term debt, net of current portion	139,987	247,492
Deferred tax liabilities	26,308	25,176
Other long-term liabilities	87,168	94,925
Total liabilities	<u>515,333</u>	<u>614,755</u>
Commitments and contingencies (See Note 8)		
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; 50,190,959 and 49,130,090, issued and outstanding at September 30, 2018 and December 31, 2017, respectively	34,433	33,727
Additional paid-in capital	395,412	386,338
Retained earnings	607,189	532,687
Treasury stock, at cost, 1,457,206 shares held at September 30, 2018 and December 31, 2017	(37,768)	(37,768)
Accumulated other comprehensive loss	(91,598)	(83,480)
Total stockholders' equity	<u>907,668</u>	<u>831,504</u>
Noncontrolling interest	44,783	42,414
Total equity	<u>952,451</u>	<u>873,918</u>
Total liabilities and stockholders' equity	<u>\$ 1,467,784</u>	<u>\$ 1,488,673</u>

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,	
	2018	2017	2018	2017
Net sales	\$ 320,946	\$ 285,247	\$ 899,543	\$ 785,774
Cost of goods sold	205,732	188,900	578,466	525,377
Gross profit	115,214	96,347	321,077	260,397
Operating expenses				
Selling, general and administrative	42,475	43,525	131,778	122,912
Research and development	22,549	20,379	64,799	58,215
Amortization of acquisition related intangible assets	4,418	4,694	13,863	14,098
Impairment of fixed assets	-	1,993	-	1,993
Restructuring	-	2,039	206	6,108
Other operating (income) expense	(66)	-	(191)	169
Total operating expense	69,376	72,630	210,455	203,495
Income from operations	45,838	23,717	110,622	56,902
Other income (expense)				
Interest income	474	389	1,431	992
Interest expense	(2,318)	(3,561)	(7,619)	(10,493)
Foreign currency loss, net	(655)	(1,312)	(3,384)	(6,734)
Other income	1,061	597	6,073	1,128
Total other expense	(1,438)	(3,887)	(3,499)	(15,107)
Income before income taxes and noncontrolling interest	44,400	19,830	107,123	41,795
Income tax provision	13,190	5,052	31,726	11,651
Net income	31,210	14,778	75,397	30,144
Less net income attributable to noncontrolling interest	(302)	(328)	(895)	(1,298)
Net income attributable to common stockholders	\$ 30,908	\$ 14,450	\$ 74,502	\$ 28,846
Earnings per share attributable to common stockholders:				
Basic	\$ 0.62	\$ 0.29	\$ 1.50	\$ 0.59
Diluted	\$ 0.61	\$ 0.29	\$ 1.46	\$ 0.58
Number of shares used in earnings per share computation:				
Basic	50,115	49,057	49,713	48,633
Diluted	51,077	50,416	50,883	50,061

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,	
	2018	2017	2018	2017
Net income	\$ 31,210	\$ 14,778	\$ 75,397	\$ 30,144
Unrealized (loss) gain on defined benefit plan, net of tax	(493)	(1,135)	7,208	(2,517)
Unrealized gain on interest rate swap, net of tax	378	180	3,653	60
Unrealized foreign currency (loss) gain, net of tax	(9,848)	8,249	(18,978)	25,416
Comprehensive income	21,247	22,072	67,280	53,103
Less: Comprehensive income attributable to noncontrolling interest	(302)	(328)	(895)	(1,298)
Total comprehensive income attributable to common stockholders	<u>\$ 20,945</u>	<u>\$ 21,744</u>	<u>\$ 66,385</u>	<u>\$ 51,805</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,	
	2018	2017
Cash flows from operating activities	\$ 123,928	\$ 106,340
Cash flows from investing activities		
Acquisition net of cash acquired	(41)	-
Purchases of property, plant and equipment	(72,159)	(81,877)
Purchases of short-term investments	(13,959)	(9,744)
Proceeds from maturity of short-term investments	10,831	27,891
Other	1,235	(1,238)
Net cash and cash equivalents used in investing activities	(74,093)	(64,968)
Cash flows from financing activities		
Advances on lines of credit and short-term debt	9,151	2,383
Taxes paid related to net share settlement	(11,056)	(277)
Proceeds from long-term debt	304,656	7,500
Repayments of long-term debt	(408,863)	(109,607)
Net proceeds from issuance of common stock	4,861	6,880
Proceeds from and repayment of capital lease obligation	1,489	(533)
Dividend distribution to noncontrolling interest	(2,694)	(5,754)
Capital contribution from noncontrolling interest	5,263	-
Other	(764)	1,562
Net cash and cash equivalents used in financing activities	(97,957)	(97,846)
Effect of exchange rate changes on cash and cash equivalents	(6,039)	9,415
Change in cash and cash equivalents, including restricted cash	(54,161)	(47,059)
Cash and cash equivalents, beginning of period, including restricted cash	205,262	249,712
Cash and cash equivalents, end of period, including restricted cash	\$ 151,101	\$ 202,653
Supplemental Cash Flow Information		
Interest	\$ 7,661	\$ 10,063
Taxes	\$ 29,435	\$ 28,808
Non-cash investing and financing activities:		
Decrease/(increase) in accounts payable related to the purchase of property, plant and equipment	\$ 8,093	\$ (10,919)
Increase in dividend accrued for noncontrolling interest	\$ -	\$ 1,000

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the consolidated balance sheets to the total of the same such amounts shown above:

	Nine Months Ended September 30,	
	2018	2017
Current assets:		
Cash and cash equivalents	\$150,274	\$201,226
Restricted cash (included in other current assets)	827	1,427
Total cash, cash equivalents and restricted cash	\$151,101	\$202,653

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 – Nature of Operations, Basis of Presentation and Recently Issued Accounting Pronouncements

Nature of Operations

Diodes Incorporated, together with its subsidiaries (collectively, the “Company,” “we” or “our”) (Nasdaq: DIOD), is a leading global manufacturer and supplier of high-quality, application-specific standard products within the broad discrete, logic, analog and mixed-signal semiconductor markets. We serve the consumer electronics, computing, communications, industrial, and automotive markets. Our products include diodes, rectifiers, transistors, MOSFETs, protection devices, function-specific arrays, single gate logic, amplifiers and comparators, Hall-effect and temperature sensors, power management devices, including LED drivers, AC-DC converters and controllers, DC-DC switching and linear voltage regulators, and voltage references along with special function devices, such as USB power switches, load switches, voltage supervisors, and motor controllers. Our corporate headquarters and Americas’ sales office are located in Plano, Texas and Milpitas, California. Design, marketing, and engineering centers are located in Plano; Milpitas; Taipei, Taoyuan City and Zhubei City, Taiwan; Manchester, England; and Neuhaus, Germany. Our wafer fabrication facilities are located in Manchester and in Shanghai, China. We have assembly and test facilities located in Shanghai, Jinan and Chengdu, China, as well as in Hong Kong, Neuhaus and Taipei. Additional engineering, research and development, sales, warehouse, and logistics offices are located in Taipei; Hong Kong; Manchester; Shanghai; Shenzhen, Yangzhou, China; Seongnam-si, South Korea; and Munich, Germany; and Tokyo, Japan, with support offices throughout the world.

Basis of Presentation

The condensed consolidated financial data at December 31, 2017 is derived from audited financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2017 filed with the Securities and Exchange Commission (“SEC”) on February 20, 2018 (“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, 2018 are not necessarily indicative of the results that may be expected for other interim periods or the year ending December 31, 2018.

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 have been reclassified to conform to the current financial statement presentation.

Recently Issued Accounting Pronouncements

The Financial Accounting Standards Board (“FASB”) issued the following Accounting Standards Updates (“ASU”) which could have potential impact on the Company’s financial statements:

Recently Adopted Standards

ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)* - On January 1, 2018, we adopted the comprehensive new revenue recognition standard issued by the FASB. This standard is based on the principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This standard sets forth a five-step revenue recognition model which replaces the previous revenue recognition guidance in its entirety and is intended to eliminate numerous industry-specific pieces of revenue recognition guidance. The adoption of this standard did not have a material impact on our condensed consolidated financial

position, reported revenue, results of operations or cash flows as of and for the three or nine months ended September 30, 2018. See Note 7 for our expanded revenue disclosures required by the new standard.

ASU No. 2016-18, *Statement of Cash Flows – Restricted Cash (Topic 230)* – In November 2016, the FASB issued guidance on the presentation of restricted cash which requires that on the statement of cash flows, amounts generally described as restricted cash or restricted cash equivalents should be included within the beginning and ending balances of cash and cash equivalents. We adopted this guidance in the first quarter of 2018 on a retrospective basis. As a result, restricted cash amounts that have historically been included in prepaid expenses on our consolidated balance sheets are now included with cash and cash equivalents on the consolidated statements of cash flows. As of September 30, 2018 and December 31, 2017 we had restricted cash of approximately \$0.8 million and \$1.4 million, respectively. Restricted cash is pledged as collateral when we enter into agreements with banks for certain banking facilities.

Standards Effective in Future Years

ASU No. 2016-02, *Leases (Topic 842) (“ASU 2016-02”)* - In February 2016, the FASB issued ASU 2016-02, which amends the accounting treatment for leases and requires, among other things, lessees to recognize a right-of-use asset and lease liability for most lease arrangements. The amendments are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Lessees (for capital and operating leases) and lessors (for sales-type, direct financing, and operating leases) must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The ASU will become effective for the Company for interim and annual reporting periods in fiscal years beginning after December 15, 2018. The standard offers a number of practical expedients for transition and certain expedients specific to lessees or lessors. Both lessees and lessors are permitted to make an election to apply a package of practical expedients available for implementation under the standard. For transition, the Company will recognize all effects of transition in the beginning of the adoption reporting period on January 1, 2019. We do not expect to elect the use-of-hindsight or land easement practical expedients, the latter not being applicable to us.

The Company will continue its implementation work of ASU 2016-02 in 2018, including enhancements to the Company’s internal control framework, accounting systems and related documentation surrounding its lease accounting processes and the preparation of any additional disclosures that will be required.

ASU 2018-10, *Codification Improvements to Topic 842, Leases (“ASU 2016-02”)* - In July 2018 the FASB issued ASU 2018-10, to add clarity to certain areas within ASU 2016-02. The effective date and transition requirements will be the same as ASU 2016-02. The Company will evaluate and adopt this ASU in conjunction with ASU 2016-02.

ASU 2018-11, *Leases (Topic 842): Targeted Improvements (“ASU 2018-11”)* - In July 2018, the FASB issued ASU 2018-11, which now allows entities the option of recognizing the cumulative effect of applying the new standard as an adjustment to the opening balance of retained earnings in the year of adoption (January 1, 2019) while continuing to present all prior periods under previous lease accounting guidance. The Company will adopt this standard on January 1, 2019.

ASU No. 2018-07, *Compensation—Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting (“ASU 2018-07”)* - In June 2018, the FASB issued ASU 2018-07, which simplifies several aspects of the accounting for nonemployee share-based payment transactions resulting from expanding the scope of Topic 718, Compensation—Stock Compensation, to include share-based payment transactions for acquiring goods and services from nonemployees. ASU 2018-07 is effective for public business entities for fiscal years beginning after December 15, 2018, including interim periods within that fiscal year. We are currently assessing the effect this guidance may have on our consolidated financial statements and disclosures.

ASU 2018-13, *Changes to Disclosure Requirements for Fair Value Measurements (“ASU 2018-13”)* - In August 2018, the FASB issued ASU 2018-13 which is part of the disclosure framework project and eliminates certain disclosure requirements for fair value measurements, requires entities to disclose new information, and modifies existing disclosure requirements. The new guidance is effective after December 15, 2019. Early adoption is permitted. The Company is currently evaluating the impact this change will have on its consolidated financial statements and disclosures.

ASU 2018-14, *Disclosure Framework—Changes to the Disclosure Requirements for Defined Benefit Plans (“ASU No. 2018-14”)*. In August 2018, the FASB issued ASU No. 2018-14, which is part of the FASB’s broader disclosure framework project, and modifies and supplements the current U.S. GAAP annual disclosure requirements for employers that sponsor defined benefit pension plans. ASU No. 2018-14 is effective for the year ending December 31, 2020, with early adoption permitted. ASU No. 2018-14 must be adopted on a retroactive basis and applied to each comparative period presented in an entity’s financial statements. We are evaluating the potential impact of adopting ASU No. 2018-14; however, we do not currently expect it to have a material impact on our consolidated financial statements and disclosures.

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.

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		Nine Months Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
Earnings (numerator)				
Net income attributable to common stockholders	\$ 30,908	\$ 14,450	\$ 74,502	\$ 28,846
Shares (denominator)				
Weighted average common shares outstanding (basic)	50,115	49,057	49,713	48,633
Dilutive effect of stock options and stock awards outstanding	962	1,359	1,170	1,428
Adjusted weighted average common shares outstanding (diluted)	51,077	50,416	50,883	50,061
Earnings per share attributable to common stockholders				
Basic	\$ 0.62	\$ 0.29	\$ 1.50	\$ 0.59
Diluted	\$ 0.61	\$ 0.29	\$ 1.46	\$ 0.58
Stock options and stock awards excluded from EPS calculation because the effect would be anti-dilutive				
	-	651	94	704

NOTE 3 – Inventories

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

	September 30, 2018	December 31, 2017
Finished goods	\$ 62,004	\$ 81,194
Work-in-progress	57,504	52,578
Raw materials	99,638	82,734
Total	<u>\$ 219,146</u>	<u>\$ 216,506</u>

NOTE 4 – Goodwill and Intangible Assets

The table below sets forth the changes in goodwill:

Balance at December 31, 2017	\$ 134,187
ERIS acquisition of Yea Shin Technology Corporation	559
Foreign currency translation adjustment	(1,836)
Balance at September 30, 2018	<u>\$ 132,910</u>

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

	September 30, 2018	December 31, 2017
Intangible assets subject to amortization:		
Gross carrying amount	\$ 238,867	\$ 234,533
Accumulated amortization	(101,923)	(88,059)
Foreign currency translation adjustment	(8,265)	(8,249)
Total	<u>128,679</u>	<u>138,225</u>
Intangible assets with indefinite lives:		
Gross carrying amount	14,883	19,217
Foreign currency translation adjustment	(1,075)	(997)
Total	<u>13,808</u>	<u>18,220</u>
Total intangible assets, net	<u>\$ 142,487</u>	<u>\$ 156,445</u>

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

Amortization expense	2018	2017
Three months ended September 30	\$ 4,418	\$ 4,694
Nine months ended September 30	\$ 13,863	\$ 14,098

NOTE 5 – Income Tax Provision*Tax Cuts and Jobs Act*

The Tax Cuts and Jobs Act (the “Tax Act”) was enacted on December 22, 2017. The Tax Act reduced the U.S. federal corporate tax rate from 35% to 21% effective January 1, 2018, required companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously tax deferred, provided an exemption from U.S. federal tax for dividends received from foreign subsidiaries, and created new taxes on certain foreign sourced earnings. As of the completion of these financial statements and related disclosures, we have not completed our accounting for the tax effects of the Tax Act on our 2017 tax year. We have not made any adjustments to the provisional tax expense of \$45.9 million we recorded in the fourth quarter of 2017 to account for the tax effects of the Tax Act. The Company expects to finalize the accounting for the effects of the Tax Act on the 2017 tax year no later than the fourth quarter of 2018, in accordance with Securities and Exchange Commission Staff Accounting Bulletin No. 118. Future adjustments made to the provisional effects will be reported as a component of income tax expense from continuing operations in the reporting period in which any such adjustments are determined.

We incorporated the effects of the Tax Act into our 30.4% estimated annual effective tax rate for 2018. As shown below, the actual 29.7% effective tax rate for the quarter ended September 30, 2018, varies from the estimated annual tax rate due to discrete items related to stock-based compensation activity during the quarter (accounted for under ASU 2016-09).

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Domestic pre-tax loss	\$ (7,267)	\$ (27,783)	\$ (11,289)	\$ (63,026)
Foreign pre-tax income	\$ 51,667	\$ 47,613	\$ 118,412	\$ 104,821
Income tax provision	\$ 13,190	\$ 5,052	\$ 31,726	\$ 11,651
Effective tax rate	29.7%	25.5%	29.6%	27.9%
Impact of tax holidays on tax expense	\$ 638	\$ (733)	\$ (104)	\$ (2,553)
Earnings per share impact of tax holidays:				
Basic	\$ (0.01)	\$ 0.01	\$ -	\$ 0.05
Diluted	\$ (0.01)	\$ 0.01	\$ -	\$ 0.05

The increase in the effective tax rate for the three and nine months ended September 30, 2018 when compared to the three and nine months ended September 30, 2017, is primarily attributable to the "GILTI" tax, which is a new tax on global intangible low-taxed income of non-U.S. subsidiaries that was created by the Tax Act and to which the Company is subject effective January 1, 2018.

Our undistributed foreign earnings continue to be indefinitely reinvested in foreign operations, with limited exceptions related to earnings of European 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 2008, or for the 2010 and 2011 tax years. We are no longer subject to China income tax examinations by tax authorities for tax years before 2007. 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 2012. 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, 2018, the gross amount of unrecognized tax benefits was approximately \$33.1 million.

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.

NOTE 6 – Share-Based Compensation

The table below sets forth the line items where share-based compensation expense was recorded:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Cost of goods sold	\$ 96	\$ 152	\$ 267	\$ 462
Selling, general and administrative	3,993	4,050	13,477	11,348
Research and development	807	760	2,233	2,117
Total share-based compensation expense	\$ 4,896	\$ 4,962	\$ 15,977	\$ 13,927

The table below sets forth share-based compensation expense by type:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Stock options	\$ -	\$ 168	\$ 275	\$ 767
Share grants	4,896	4,794	15,702	13,160
Total share-based compensation expense	<u>\$ 4,896</u>	<u>\$ 4,962</u>	<u>\$ 15,977</u>	<u>\$ 13,927</u>

Stock Options. Approximately \$4.9 million in cash proceeds was received from stock option exercises during the nine months ended September 30, 2018.

As of September 30, 2018, there was no unrecognized share-based compensation expense related to unvested stock options.

Share Grants. Restricted stock awards and restricted stock units generally vest in equal annual installments over a four-year period. We also have share grants that are performance based that vest upon achievement of certain performance criteria. Our Chief Executive Officer had a grant of 600,000 performance-based stock units that vested upon the Company reaching \$1.0 billion in revenue. Based on the Company reaching approximately \$1.1 billion in revenue in 2017, our Chief Executive Officer's grant of 600,000 performance-based stock units were released to the Chief Executive Officer, upon filing of the Company's Annual Report on Form 10-K, in February 2018. The expense related to the 600,000 performance-based units was all recognized in previous periods. During the nine months ended September 30, 2018, we issued 639,755 stock awards. This was primarily made up of the annual grant for officers, employees and directors.

As of September 30, 2018, total unrecognized share-based compensation expense related to share grants was approximately \$39.9 million, before income taxes, and is expected to be recognized over a weighted average period of approximately 2.4 years.

Stock Modification. During the nine months ended September 30, 2018 we modified previously granted stock option and stock awards for two corporate officers who retired. The result of the modification was the acceleration of the vesting of 7,500 stock options and 79,720 stock awards for the corporate officers. The incremental expense recorded for this modification was approximately \$1.8 million, which was expensed in SG&A in the nine months ended September 30, 2018.

NOTE 7 – Segment Information and Revenue

Segment Reporting. For financial reporting purposes, we operate in a single segment, standard semiconductor products, through our various manufacturing and distribution facilities. We aggregate our products because the products are similar and have similar economic characteristics, use similar production processes and share the same customer type. Our primary operations include operations in Asia, North America and Europe. During the three and nine months ended September 30, 2018, one customer, a broad-based global distributor that sells to thousands of different end users, accounted for 10.2% and 10.5% or \$32.7 million and \$94.4 million, respectively, of our revenue. The same customer accounted for 10.3%, or \$29.3 million, of our revenue for the three months ended September 30, 2017. No customer accounted for 10% or greater of our outstanding accounts receivable at September 30, 2018 or 2017. No customer accounted for 10% or greater of our revenue for the nine months ended September 30, 2017.

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

Three Months Ended September 30, 2018	Asia	North America	Europe	Consolidated
Total sales	\$ 283,635	\$ 51,640	\$ 49,209	\$ 384,484
Intercompany elimination	(40,690)	(8,773)	(14,075)	(63,538)
Net sales	<u>\$ 242,945</u>	<u>\$ 42,867</u>	<u>\$ 35,134</u>	<u>\$ 320,946</u>

Three Months Ended September 30, 2017	Asia	North America	Europe	Consolidated
Total sales	\$ 263,088	\$ 31,320	\$ 47,307	\$ 341,715
Intercompany elimination	(37,475)	(4,061)	(14,932)	(56,468)
Net sales	<u>\$ 225,613</u>	<u>\$ 27,259</u>	<u>\$ 32,375</u>	<u>\$ 285,247</u>

As of and for the Nine Months Ended September 30, 2018	Asia	North America	Europe	Consolidated
Total sales	\$ 797,455	\$ 116,868	\$ 150,382	\$ 1,064,705
Intercompany elimination	(106,330)	(16,276)	(42,556)	(165,162)
Net sales	<u>\$ 691,125</u>	<u>\$ 100,592</u>	<u>\$ 107,826</u>	<u>\$ 899,543</u>
Property, plant and equipment, net	<u>\$ 399,632</u>	<u>\$ 30,133</u>	<u>\$ 24,321</u>	<u>\$ 454,086</u>
Total assets	<u>\$ 1,075,840</u>	<u>\$ 202,024</u>	<u>\$ 189,920</u>	<u>\$ 1,467,784</u>

As of and for the Nine Months Ended September 30, 2017	Asia	North America	Europe	Consolidated
Total sales	\$ 731,982	\$ 122,072	\$ 134,132	\$ 988,186
Intercompany elimination	(111,963)	(44,547)	(45,902)	(202,412)
Net sales	<u>\$ 620,019</u>	<u>\$ 77,525</u>	<u>\$ 88,230</u>	<u>\$ 785,774</u>
Property, plant and equipment, net	<u>\$ 372,153</u>	<u>\$ 52,737</u>	<u>\$ 21,162</u>	<u>\$ 446,052</u>
Total assets	<u>\$ 1,017,801</u>	<u>\$ 301,763</u>	<u>\$ 221,025</u>	<u>\$ 1,540,589</u>

Changes in Accounting Policies. Effective January 1, 2018, we adopted a comprehensive new revenue recognition standard. The details of the significant changes to our accounting policies resulting from the adoption of the new standard are set out below. We adopted the standard using a modified retrospective method. There was no change in our revenue reported for the three and nine months ended September 30, 2017. The adoption of this standard did not have a material impact on our condensed consolidated financial position, reported revenue, results of operations or cash flows as of and for the three or nine months ended September 30, 2018.

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer, and is the unit of account under ASC 606. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. Generally speaking, our performance obligations represent a promise to transfer various semiconductor products, and have the same pattern of revenue recognition. Our performance obligations are satisfied at either a point in time, or over time as work progresses. The vast majority of our revenue from products and services is accounted for at a

point in time. Substantially all of our revenue in direct and Distributor sales is recognized at a point in time. Further, the payment terms on our sales are based on negotiations with our customers.

Customers can order different types of semiconductors in a single contract (purchase order), and each line on a purchase order represents a separate performance obligation. Depending on the terms of an arrangement, we may also be responsible for shipping and handling activities. In accordance with ASC 606-10-25-18B, we have elected to account for shipping and handling as activities to fulfill our promise to transfer the good(s). As such, shipping and handling activities do not represent a separate performance obligation, and are accrued as a fulfillment cost. Further, although we offer warranties on our products, our warranties are considered to be assurance-type in nature and do not cover anything beyond ensuring that the product is functioning as intended. Based on the guidance in ASC 606, assurance-type warranties do not represent separate performance obligations; therefore, the primary performance obligation in the majority of our contracts is the delivery of a specific good through the purchase order submitted by our customer.

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

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

Disaggregation of Revenue. We disaggregate revenue from contracts with customers into direct sales and distribution sales ("Distributors") and by geographic area. Direct sales customers consist of those customers using our product in their manufacturing process, and Distributors are those customers who resell our products to third parties. We sell our products to customers in multiple areas of the world including Asia, Europe, and North America. Across these regions, we sell products to end users in a variety of markets such as consumer electronics, computing, communications, industrial and automotive. 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 the amount of net sales by type, direct sales or Distributor and the location of the customer based on the location to where the products were shipped for the three and nine months ended September 30, 2018 and 2017:

Net Sales for the Three Months Ended September 30,

	Direct Sales		Distributor	
	2018	2017	2018	2017
China	\$60,037	\$54,052	\$113,191	\$103,183
U.S.	4,409	4,688	30,550	20,698
Korea	4,597	5,134	13,250	12,287
Germany	3,076	3,078	20,912	18,678
Singapore	637	461	16,979	17,440
Taiwan	621	578	17,675	14,749
All others (1)	20,574	17,413	14,438	12,808
Total	\$93,951	\$85,404	\$226,995	\$199,843

Percent of Net Sales by Type for the Three Months Ended September 30,

	Direct Sales		Distributor	
	2018	2017	2018	2017
China	64%	63%	50%	52%
U.S.	5%	5%	13%	10%
Korea	5%	6%	6%	6%
Germany	3%	4%	9%	9%
Singapore	1%	1%	7%	9%
Taiwan	1%	1%	8%	7%
All others (1)	21%	20%	7%	7%
Total	100%	100%	100%	100%

Total Net Sales for the Three Months Ended September 30,

	Dollar		Percent of Net Sales	
	2018	2017	2018	2017
China	\$173,228	\$157,235	54%	55%
U.S.	34,959	25,386	11%	9%
Korea	17,847	17,421	6%	6%
Germany	23,988	21,756	7%	8%
Singapore	17,616	17,901	5%	6%
Taiwan	18,296	15,327	6%	5%
All others (1)	35,012	30,221	11%	11%
Total	\$320,946	\$285,247	100%	100%

Net Sales for the Nine Months Ended September 30,

	Direct Sales		Distributor	
	2018	2017	2018	2017
China	\$164,109	\$162,241	\$323,875	\$270,904
U.S.	12,866	13,149	78,081	57,212
Korea	12,148	14,092	32,163	36,693
Germany	9,001	8,248	63,343	49,962
Singapore	1,549	635	52,380	43,205
Taiwan	2,399	5,132	52,696	44,453
All others (1)	52,558	47,940	42,375	31,908
Total	\$254,630	\$251,437	\$644,913	\$534,337

Percent of Net Sales by Type for the Nine Months Ended September 30,

	Direct Sales		Distributor	
	2018	2017	2018	2017
China	64%	65%	50%	51%
U.S.	5%	5%	12%	11%
Korea	5%	6%	5%	7%
Germany	4%	3%	10%	9%
Singapore	1%	-	8%	8%
Taiwan	1%	2%	8%	8%
All others (1)	20%	19%	7%	6%
Total	100%	100%	100%	100%

Total Net Sales for the Nine Months Ended September 30,

	Dollar		Percent of Net Sales	
	2018	2017	2018	2017
China	\$487,984	\$433,145	54%	55%
U.S.	90,947	70,361	10%	9%
Korea	44,311	50,785	5%	6%
Germany	72,344	58,210	8%	7%
Singapore	53,929	43,840	6%	6%
Taiwan	55,095	49,585	6%	6%
All others (1)	94,933	79,848	11%	11%
Total	\$899,543	\$785,774	100%	100%

(1) Represents countries with less than 3% of the total net sales each.

Contract Balances. The timing of revenue recognition, billings, and cash collections can result in billed accounts receivable, unbilled receivables (contract assets), and customer advances and deposits (contract liabilities) on the condensed consolidated balance sheets. However, billing generally occurs at or near the same time as revenue recognition, resulting in limited activity related to contract assets and liabilities. Contract asset and liability balances for the periods ended September 30, 2018, and December 31, 2017 were immaterial to our condensed consolidated financial statements.

Other Practical Expedients Elected. The Company decided to make use of the following practical expedients available under ASC 606:

- Sales tax excluded from the transaction price - The FASB decided to provide in ASU 2016-12 a practical expedient that permits entities to exclude from the transaction price all sales taxes that are assessed by a governmental authority and that are imposed on and concurrent with a specific revenue-producing transaction and collected by the entity from a customer (for example, sales, use, value added, and some excise taxes);
- Incremental contract costs - Expense the incremental costs of obtaining a contract, when incurred and the amortization period of the asset that the entity otherwise would have recognized is one year or less; and

- Portfolio approach - This guidance specifies the accounting for an individual contract with a customer. However, as a practical expedient, an entity may apply this guidance to a portfolio of contracts (or performance obligations) with similar characteristics if the entity reasonably expects that the effects on the financial statements of applying this guidance to the portfolio would not differ materially from applying this guidance to the individual contracts (or performance obligations) within that portfolio.

NOTE 8 – Commitments and Contingencies

Purchase commitments – As of September 30, 2018, we had approximately \$11.9 million in non-cancelable purchase contracts related to capital expenditures, primarily related to our manufacturing facilities in Asia. As of September 30, 2018 we also had a commitment to purchase approximately \$130.0 million of wafers to be used in our manufacturing process. These wafer purchases will occur between 2018 and 2020.

Defined Benefit Plan - We have a contributory defined benefit plan that covers certain employees in the United Kingdom. As of September 30, 2018, the unfunded liability for this defined benefit plan was approximately \$25.1 million. We are obligated to make annual contributions, each year through December 2029, of approximately GBP 2 million (approximately \$2.6 million based on a GBP: USD exchange rate of 1.3:1). The trustees are required to review the funding position every three years, and the most recent review was carried out as of April 5, 2016. The outcome of a review can result in a change in the amount of the payment.

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

Note 9 – Derivative Financial Instruments

Hedges of Foreign Currency Risk - We are exposed to fluctuations in various foreign currencies against our different functional currencies. We use foreign currency forward agreements to manage this exposure. At September 30, 2018, we had outstanding foreign currency forward contracts 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 ASC 815. There is no fair value of our foreign exchange hedges and therefore they are not recorded in our condensed consolidated balance sheets.

The table below sets forth outstanding foreign currency forward contracts at September 30, 2018 and December 31, 2017:

Notional Amount	Effective Date	Maturity Date	Index*	Weighted Average Foreign Exchange Rate	Balance Sheet Hedge Designation
\$ 2,200	September 2018	November 2018	EUR/GBP	0.89136	Non-designated
11,482	September 2018	November 2018	EUR/USD	1.1659	Non-designated
28,104	September 2018	November 2018	GBP/USD	1.3068	Non-designated
39,811	September 2018	November 2018	USD/CNY	6.8889	Non-designated
907	September 2018	November 2018	USD/JPY	113.16	Non-designated
47,435	September 2018	November 2018	USD/TWD	30.392	Non-designated

Notional Amount	Effective Date	Maturity Date	Index*	Weighted Average Foreign Exchange Rate	Balance Sheet Hedge Designation
\$ 2,494	December 2017	January 2018	EUR/GBP	1.2009	Non-designated
10,514	December 2017	January 2018	EUR/USD	1.2009	Non-designated
10,612	December 2017	January 2018	GBP/USD	1.3541	Non-designated
31,834	December 2017	January 2018	USD/CNY	6.5343	Non-designated
1,594	December 2017	January 2018	USD/JPY	112.35	Non-designated
30,594	December 2017	January 2018	USD/TWD	29.406	Non-designated

* EUR = Euro

GBP = British Pound Sterling

USD = United States Dollar

CNY = Chinese Yuan Renminbi

JPY = Japan Yen

TWD = Taiwan dollar

Hedges of Interest Rate 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 table below sets forth information related to the number of and the notional amount of our interest rate related derivative instruments:

	Number of Instruments		Notional Amount	
	September 30, 2018	December 31, 2017	September 30, 2018	December 31, 2017
Interest rate swaps and collars	12	14	\$ 210,000	\$ 220,000

The table below sets forth the fair value of the Company's interest rate related derivative financial instruments as well as their classification on our condensed consolidated balance sheets:

	Fair Value			
	Other Current Assets		Other Assets	
	September 30, 2018	December 31, 2017	September 30, 2018	December 31, 2017
Interest rate swaps and collars	\$ 2,096	\$ 486	\$ 5,477	\$ 3,398

The tables below sets forth the effect of the Company's derivative financial instruments on the condensed consolidated statements of operations for the three and nine months ended September 30, 2018 and 2017:

Derivatives Designated as Hedging Instruments	Amount of Gain or (Loss) Recognized in OCI on Derivative		Location of Gain or (Loss) Reclassified from Accumulated OCI into Income	Amount of Gain or (Loss) Reclassified from Accumulated OCI into Net Income	
	September 30, 2018	September 30, 2017		September 30, 2018	September 30, 2017
	Three Months Ended				
Interest rate swaps and collars	\$ 636	\$ 472	Interest expense	\$ 299	\$ 86
Nine Months Ended					
Interest rate swaps and collars	\$ 4,143	\$ (72)	Interest expense	\$ 526	\$ 509

We estimate that \$2.1 million of net derivative gains included in accumulated other comprehensive income ("AOCI") as of September 30, 2018 will be reclassified into earnings within the following 12 months. No gains or losses were reclassified from AOCI into earnings as a result of forecasted transactions that failed to occur during three or nine months ended September 30, 2018 or 2017.

Instruments	Amount of Gain or (Loss) Recognized in Net Income		Location of Gain or (Loss) Recognized in Net Income
	September 30, 2018	September 30, 2017	
	Three Months Ended		
Foreign currency forward contracts	\$ (2,200)	\$ 542	Foreign currency (loss) gain, net
Nine Months Ended			
Foreign currency forward contracts	\$ (7,570)	\$ 472	Foreign currency (loss) gain, net

At September 30, 2018 and December 31, 2017, the fair value of derivatives in a net asset position, which includes accrued interest but excludes any adjustments for nonperformance risk, related to these agreements was \$7.6 million and \$3.8 million, respectively. As of September 30, 2018 and December 31, 2017, the Company had not posted any collateral related to these agreements.

NOTE 10 – Employee Benefit Plans

Deferred Compensation

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 by investing in the actual underlying investments. These investments are classified as trading securities and are carried at fair value. At September 30, 2018 and December 31, 2017, these investments totaled approximately \$10.5 million and \$8.8 million, respectively. All gains and losses in these investments are materially offset by corresponding gains and losses in the Deferred Compensation Plan liabilities.

NOTE 11 – Related Parties

We conduct business with a related party company, Lite-On Semiconductor Corporation and its subsidiaries and affiliates (collectively, "LSC"), and Nuvoton Technology Corporation and its subsidiaries and affiliates (collectively, "Nuvoton"). LSC is our largest stockholder, owning approximately 15.5% of our outstanding Common Stock as of September 30, 2018, and is a member of the Lite-On Group of companies. Raymond Soong, the Chairman of our Board of Directors, is the Chairman of LSC, and is the Chairman of Lite-On Technology Corporation ("LTC"), a significant shareholder of LSC. C.H. Chen, our former President and Chief Executive Officer and currently the Vice Chairman of our Board of Directors, is also Vice Chairman of LSC and a board member of LTC. Dr. Keh-Shew Lu, our President and Chief Executive Officer and a member of our Board of Directors, is a board member of

LTC, and a board member of Nuvoton. We consider our relationships with LSC and Nuvoton to be mutually beneficial, and we plan to continue our strategic alliance with LSC and Nuvoton. We purchase wafers from Nuvoton for use in our production process.

We also conduct business with Keylink International (B.V.I.) Inc. and its subsidiaries and affiliates (collectively, “Keylink”). Keylink is our 5% joint venture partner in our Shanghai assembly and test facilities. We sell products to, and purchase inventory from 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 fees for services and consulting to Keylink. The aggregate amounts paid to Keylink for the three months ended September 30, 2018 and 2017 were approximately \$3.8 million and \$4.5 million, respectively. The aggregate amounts for these services and consulting for the nine months ended September 30, 2018 and 2017 were approximately \$12.6 million and \$12.4 million, respectively. In addition, Chengdu Ya Guang Electronic Company Limited (“Ya Guang”) is our 2% joint venture partner in one of our Chengdu assembly and test facilities and is our 5% joint venture partner in our other Chengdu assembly and test facility; however, we have no material transactions with Ya Guang. We also purchase materials from Jiyuan Crystal Photoelectric Frequency Technology Ltd., a frequency control product manufacturing company in which we have made an equity investment and account for that investment using the equity method of accounting.

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

The table below sets forth net sales to and purchases from related parties:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
LSC				
Net sales	\$ 304	\$ 329	\$ 896	\$ 1,064
Purchases	\$ 5,208	\$ 6,097	\$ 16,630	\$ 19,258
Nuvoton				
Purchases	\$ 2,361	\$ 3,202	\$ 7,774	\$ 9,487
Keylink				
Net sales	\$ 4,684	\$ 2,690	\$ 8,762	\$ 6,925
Purchases	\$ 907	\$ 1,069	\$ 2,646	\$ 3,090
JCP				
Purchases	\$ 201	\$ 322	\$ 488	\$ 844

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

	September 30, 2018	December 31, 2017
LSC		
Accounts receivable	\$ 304	\$ 342
Accounts payable	\$ 3,025	\$ 3,308
Keylink		
Accounts receivable	\$ 6,186	\$ 4,089
Accounts payable	\$ 4,384	\$ 5,016
Nuvoton		
Accounts payable	\$ 1,203	\$ 1,121
JCP		
Accounts payable	\$ 174	\$ 317

NOTE 12 – Restructuring Costs

In February 2017, the Company announced its plan to transfer its wafer fabrication operation located in Lee’s Summit, MO. (“KFAB”) to other Company-owned wafer fabrication plants and external foundries. The Company ceased production operations at KFAB late in third quarter 2017 and vacated the premises in November 2017. Employees were provided retention and standard severance packages. During the nine months ended September 30, 2017, the Company received \$6.0 million of insurance proceeds as

a result of the fires sustained at the KFAB facility during 2016 of which \$4.2 million is recorded in Cost of Goods Sold and \$1.8 million is recorded in Other Income. During the nine months ended September 30, 2018, the Company received \$3.7 million of insurance proceeds as a result of the aforementioned fire. This \$3.7 million is recorded in other income.

The table below sets forth the restructuring costs, recorded in restructuring expense in the condensed consolidated statements of operations, incurred during the three and nine months ended September 30, 2018 and 2017:

	Three Months Ended		Nine Months Ended	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
Early supply contract termination	\$ -	\$ -	\$ -	\$ 1,985
Cost of equipment relocation	-	429	220	501
Asset retirement obligation	-	701	-	935
Retention costs	-	909	(14)	2,687
	<u>\$ -</u>	<u>\$ 2,039</u>	<u>\$ 206</u>	<u>\$ 6,108</u>

In connection with the KFAB closure, during the nine months ended September 30, 2017, the Company also recorded separation costs of \$0.5 million in cost of goods sold, \$0.09 million in selling, general and administrative expense and \$0.02 million in research and development expense.

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

	Retention Costs	Equipment Relocation	Total
Beginning balance, January 1, 2018	\$ 659	\$ 645	\$ 1,304
Costs accrued	(14)	526	512
Restructuring costs paid	(645)	(1,171)	(1,816)
Balance at September 30, 2018	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

This asset retirement obligation is for the estimated amounts to be paid to contractors to remediate the KFAB facility upon vacating the property. The table below sets forth the asset retirement obligation related to the KFAB restructuring:

Asset retirement obligation, January 1, 2018	\$ 389
Reversal of accrual	(389)
Asset retirement obligation, September 30, 2018	<u>\$ -</u>

In connection with the asset retirement obligation as of September 30, 2018, the offsetting asset has been fully amortized.

NOTE 13 – ERIS Acquisition

In July 2018, our 60% owned subsidiary, ERIS Technology Corporation ("Eris"), acquired from Yea Shin Technology Corporation ("Yea Shin") and its shareholders 60% of Yea Shin's outstanding shares for approximately \$6.4 million in cash. Yea Shin operates a wafer fabrication facility located in Tao Yuan county, Taiwan that was established in 1993. The purpose of the acquisition is to expand the current wafer production capacity of Eris.

Eris also entered into a property purchase agreement with Yong Xiang Development Corporation ("Yong Xiang") to purchase the plant and facility leased by it to Yea Shin. The total purchase price of the property is approximately \$25.5 million. Eris expects to complete the purchase of the facility no later than December 31, 2020.

Eris has leased from Yong Xiang the plant and facility until the purchase has been completed. The monthly lease payment is approximately 0.04 million for the first 8.5 months and approximately \$0.03 million for the remaining period. Total lease commitment is approximately \$1.1 million assuming the lease term is through December 31, 2020.

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 below under the heading “Risk Factors” and elsewhere in this Quarterly Report on Form 10-Q, that could cause actual results to differ materially from those anticipated by our management. The Private Securities Litigation Reform Act of 1995 (the “Act”) provides certain “safe harbor” provisions for forward-looking statements. All forward-looking statements made in this Quarterly Report on Form 10-Q are made pursuant to the Act. 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, 2017 (“Form 10-K”), previously filed with Securities and Exchange Commission (“SEC”) on February 20, 2018.

Factors Relevant to Our Results of Operations for the Three Months Ended September 30, 2018

- During the third quarter of 2018, revenue was a record high of \$320.9 million, an increase of 12.5% from the \$285.2 million in the third quarter of 2017 and an increase of 5.5% from the \$304.1 million in the second quarter of 2018;
- Gross profit was a record high of \$115.2 million, compared to \$96.3 million of gross profit in the third quarter of 2017 and \$107.3 million in the second quarter of 2018;
- Gross profit margin was 35.9%, compared to gross profit margin of 33.8% in the third quarter of 2017 and 35.3% in the second quarter of 2018;
- Net income was a record high \$30.9 million, or \$0.61 per diluted share, compared to net income of \$14.5 million, or \$0.29 per diluted share, in the third quarter of 2017 and net income of \$25.1 million, or \$0.49 per diluted share, in the second quarter 2018; and
- Cash flow from operations was \$35.5 million while net cash flow was negative \$2.7 million, which includes \$19.2 million of capital expenditures and the pay down of \$21.7 million of long-term debt.

Outlook and Factors Relevant to Our Ongoing Results of Operations

- Looking ahead to the fourth quarter of 2018, we expect to extend our growth momentum with continued strength across our target geographies and end markets; and,
- Most of our products are manufactured in China and then a portion of those products are imported into the U.S. The impacts on us of the recently imposed tariffs are uncertain because of the dynamic nature of governmental actions and responses, as well as possible exemptions for certain products. If the U.S. and China are able to negotiate the issues to restore a mutually advantageous and fair trading regime, the increased tariffs could be eliminated, but given the uncertainties, there can be no assurance of whether, or when, this will be accomplished. We have taken actions, and may take additional steps, to mitigate those impacts and protect our competitive position in the marketplace. If we determine to pass some or all of these new tariff burdens on to our customers, the result may be a degradation of our competitive position and a loss of customers that would adversely affect our operating performance. It is not clear at this time what the ultimate outcome of these tariff actions and our mitigation efforts will be, but given the importance of our Chinese operations and related sales, and the impacts of existing and possible future restrictions with regard to transactions with Chinese entities, it is very possible that our operating results and/or financial condition may be adversely affected. See Part II, Item 1A. “Risk Factors” elsewhere in this report.

Overview

We are a leading global manufacturer and supplier of high-quality, application-specific standard products within the broad discrete, logic, analog and mixed-signal semiconductor markets. For detailed information, see Note 1 – Nature of Operations, Basis of

Presentation and Recently Issued Accounting Pronouncements, included in the condensed consolidated financial statements in Item 1 above. Our products are sold primarily throughout Asia, North America and Europe. We believe that our focus on application-specific standard products utilizing innovative, highly efficient packaging and cost-effective process technologies, coupled with our collaborative, customer-focused product development, provides us with a meaningful competitive advantage relative to other semiconductor companies.

Results of Operations for the Three Months Ended September 30, 2018 and 2017

The following table sets forth the percentage that certain items in the statements of operations bear to net sales.

	Percent of Net Sales	
	Three Months Ended September 30,	
	2018	2017
Net sales	100%	100%
Cost of goods sold	(64)	(66)
Gross profit	36	34
Total operating expense	22	26
Income from operations	14	8
Total other expense	-	(1)
Income before income taxes and noncontrolling interest	14	7
Income tax provision	(4)	(2)
Net income	10	5
Net income attributable to common stockholders	10	5

The following table and discussion explains in greater detail our consolidated operating results and financial condition for the three months ended September 30, 2018, compared to the three months ended September 30, 2017. 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
	2018	2017		
Net sales	\$ 320,946	\$ 285,247	\$ 35,699	12.5%
Cost of goods sold	205,732	188,900	16,832	8.9%
Gross profit	115,214	96,347	18,867	19.6%
Total operating expense	69,376	72,630	(3,254)	(4.5%)
Interest income	474	389	85	21.9%
Interest expense	(2,318)	(3,561)	(1,243)	(34.9%)
Foreign currency loss, net	(655)	(1,312)	(657)	(50.1%)
Other income	1,061	597	464	77.7%
Income tax provision	13,190	5,052	8,138	161.1%

Net sales increased approximately \$35.7 million for the three months ended September 30, 2018, compared to the same period last year due to our past design wins, continued market-share gains at new and existing customers.

Cost of goods sold increased approximately \$16.8 million for the three months ended September 30, 2018, compared to the same period last year. As a percent of sales, cost of goods sold was 64% for the three months ended September 30, 2018 compared to 66% for the same period last year. Average unit cost decreased approximately 0.8% for the three months ended September 30, 2018, compared to the same period last year. For the three months ended September 30, 2018, gross profit increased approximately 19.6% when compared to the same period last year. Gross profit margin for the three month periods ended September 30, 2018 and 2017 was 35.9% and 33.8%, respectively. The increase in gross profit margin was related to favorable product mix, improved capacity utilization and the continued shift from six inch to eight inch wafer production at the Company's Shanghai fabrication facility.

Operating expenses for the three months ended September 30, 2018 decreased approximately \$3.3 million, or 4.5%, compared to the three months ended September 30, 2017. Selling, general and administrative expenses ("SG&A") decreased approximately \$1.1 million and research and development expenses ("R&D") increased approximately \$2.2 million. Amortization of acquisition related intangibles was relatively flat. SG&A, as a percentage of sales, was 13.2% and 15.3% for the three months ended September 30, 2018 and 2017, respectively. R&D, as a percentage of sales, was 7.0% and 7.1% for the three months ended September 30, 2018 and 2017, respectively.

Interest income increased 21.9% for the three months ended September 30, 2018 compared to the same period last year, due to the investment of excess cash in short-term investments. Interest expense decreased 34.9% for the three months ended September 30, 2018 compared to the same period last year. The decrease in interest expense for the three months ended September 30, 2018 was due to lower levels of debt partially offset by higher interest rates on the floating rate portion of the borrowings to effect the Pericom acquisition, in the fourth quarter of 2015. Foreign currency loss, net was a net loss of \$0.7 million for the three months ended September 30, 2018 compared to a net loss of \$1.3 million for the same period last year, reflecting the effectiveness of our currency hedges.

We recognized an income tax expense of approximately \$13.2 million and \$5.1 million for the three months ended September 30, 2018 and 2017, respectively. The increase in income taxes for 2018 compared to 2017 is attributable to the increase in pretax net income.

Results of Operations for the Nine Months Ended September 30, 2018 and 2017

	Percent of Net Sales	
	Nine Months Ended September 30,	
	2018	2017
Net sales	100%	100%
Cost of goods sold	(64)	(67)
Gross profit	36	33
Total operating expense	24	26
Income from operations	12	7
Total other expense	-	(2)
Income before income taxes and noncontrolling interest	12	5
Income tax provision	(4)	(1)
Net income	8	4
Net income attributable to common stockholders	8	4

The following table and discussion explains in greater detail our consolidated operating results and financial condition for the nine months ended September 30, 2018, compared to the nine months ended September 30, 2017. 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
	2018	2017		
Net sales	\$899,543	\$785,774	\$113,769	14.5%
Cost of goods sold	578,466	525,377	53,089	10.1%
Gross profit	321,077	260,397	60,680	23.3%
Total operating expense	210,455	203,495	6,960	3.4%
Interest income	1,431	992	439	44.3%
Interest expense	(7,619)	(10,493)	(2,874)	(27.4%)
Foreign currency loss, net	(3,384)	(6,734)	(3,350)	(49.7%)
Other income	6,073	1,128	4,945	438.4%
Income tax provision	31,726	11,651	20,075	172.3%

Net sales increased approximately \$113.8 million for the nine months ended September 30, 2018, compared to the same period last year, due to strong growth in the automotive and industrial markets, contributing to record revenue levels being reached in Europe and North America. For the three months ended September 30, 2018, automotive revenue and industrial revenue grew 27% and 325, respectively, when compared to the three months ended September 30, 2017.

Cost of goods sold increased approximately \$53.1 million for the nine months ended September 30, 2018, compared to the same period last year. As a percent of sales, cost of goods sold was 64% for the nine months ended September 30, 2018 compared to 67% for the same period last year. Average unit cost increased approximately 1.7% for the nine months ended September 30, 2018, compared to the same period last year. For the nine months ended September 30, 2018, gross profit increased approximately 23.3% when compared to the same period last year. Gross profit margin for the nine month periods ended September 30, 2018 and 2017 was 35.7% and 33.1%, respectively. The increase in gross profit margin was related to favorable product mix, improved capacity utilization, and the continued shift from six inch to eight inch wafer production at the Company's Shanghai fabrication facility.

Operating expenses for the nine months ended September 30, 2018 increased approximately \$7.0 million, or 3.4%, compared to the same period last year. SG&A increased approximately \$8.9 million and R&D increased approximately \$6.6 million. The increase in SG&A was partially driven by \$2.6 million of expenses related to officer retirements, including cash payments and the costs from the acceleration of share-based vesting. Amortization of acquisition related intangibles was relatively flat. SG&A, as a percentage of sales, was 14.7% and 15.6% for the nine months ended September 30, 2018 and 2017, respectively. R&D, as a percentage of sales, was 7.2% and 7.4% for the nine months ended September 30, 2018 and 2017, respectively.

Interest income increased \$0.4 million for the nine months ended September 30, 2018 compared to the same period last year, due to higher amounts of cash invested on a short-term basis. The decrease in interest expense for the nine months ended September 30, 2018 was due to lower levels of debt partially offset by higher interest rates on the floating rate portion of the borrowings to effect the Pericom acquisition. Expense related to foreign currency decreased \$3.4 million, reflecting the effectiveness of our currency hedges, partially offset by losses due to stronger European and Great Britain currencies and the Taiwan dollar, when compared to the U.S. dollar.

We recognized an income tax expense of approximately \$31.7 million and \$11.7 million for the nine months ended September 30, 2018 and 2017, respectively. The increase in income taxes for 2018 compared to 2017 is attributable to the increase in pretax net income.

Financial Condition

Liquidity and Capital Resources

Our primary sources of liquidity are cash and cash equivalents, funds from operations and, if necessary, borrowings under our credit facilities. We currently have a U.S. banking credit facility (the "U.S. Credit Facility") under which we may draw up to \$250 million on a revolving basis, in addition to a \$250 million term loan included in the U.S. Credit Facility. The U.S. Credit Facility matures October 26, 2021. The term loan portion of the U.S. Credit Facility is repayable in part through quarterly installments that increase over time from \$4.7 million in the first three quarters of 2018 to \$9.4 million per quarter in the final year of the U.S. Credit Facility. We may from time to time request increases in the aggregate commitments under the U.S. Credit Facility of up to \$200 million, subject to the lenders electing to increase their commitments or by means of the addition of new lenders, and subject to at least half of each increase in aggregate commitments being in the form of term loans, with the remaining amount of each increase being an increase in the amount of the revolving portion of the U.S. Credit Facility. The U.S. Credit Facility bears interest at LIBOR or similar indices plus a specified margin based on our consolidated leverage ratio. The U.S. Credit Facility contains certain financial and non-financial covenants, including, but not limited to, a maximum consolidated leverage ratio, a minimum consolidated fixed charge coverage ratio, and restrictions on liens, indebtedness, investments, fundamental changes, dispositions, and restricted payments (including dividends and share repurchases). At September 30, 2018, we owed \$162.2 million under the U.S. Credit Facility, \$31.5 million of which was drawn under the revolving portion and \$130.7 million of which was outstanding under the term loan.

In addition to our U.S. Credit Facility, we maintain credit facilities with several financial institutions through our foreign entities worldwide totaling \$109.8 million as of September 30, 2018. As of September 30, 2018, in addition to the U.S. Credit Facility, our Asia subsidiaries had unused and available credit lines of up to an aggregate of approximately \$97.1 million, under several uncommitted short-term revolving loan facilities with several financial institutions. Other than two Taiwanese credit facilities that are collateralized by assets, our foreign credit lines are unsecured, uncommitted, repayable on demand, terminable by the lender at any time and contain no restrictive covenants. Our foreign credit lines bear interest at LIBOR or similar indices plus a specified margin. At September 30, 2018, \$12.3 million was outstanding on these credit lines. In addition to our credit lines, during 2018, our 60% owned subsidiary, ERIS Technology Corporation ("ERIS"), borrowed \$4.7 million on a long-term basis in order to make an investment. That investment was made in July 2018. The \$4.7 million loan, matures in 2033, but will be increasing over time to as much as \$27.6 million, as the amount of investment grows. See Note 13 - ERIS Acquisition in the Notes to Condensed Consolidated Financial Statements above, for a description of this investment by ERIS.

Our primary liquidity requirements have been to meet our inventory and capital expenditure needs and to fund on-going operations. At September 30, 2018 and December 31, 2017, our working capital was \$385.6 million and \$415.2 million, respectively. We expect cash generated by our operations together with existing cash, cash equivalents, short-term investments and available credit facilities to be sufficient to cover cash needs for working capital and capital expenditures for at least the next 12 months.

Capital expenditures for the nine months ended September 30, 2018 and 2017 were \$64.1 million and \$70.1 million, respectively. For the first nine months of 2018 capital expenditures were approximately 7% of our net sales, which is in-line with our capital spending target range of 5% to 9% of net sales. This increase in capital expenditures was to put capacity in place for the expected strong revenue growth in the remainder of 2018.

Our undistributed foreign earnings continue to be indefinitely reinvested in foreign operations, with limited exceptions related to earnings of European subsidiaries. As of September 30, 2018, our foreign subsidiaries held approximately \$179.7 million of cash, cash equivalents and investments of which approximately \$82.2 million would be subject to a potential non-U.S. withholding tax if distributed outside the country in which the cash is currently held. Of this total, \$72.6 million is held in China.

As of September 30, 2018, we had short-term investments totaling \$7.3 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.

Share Repurchase Program

During 2015, our Board of Directors (“Board”) approved a stock repurchase program. The Board authorized the repurchase of up to an aggregate of \$100.0 million of our outstanding Common Stock. The share repurchase program is expected to continue through the end of 2019 unless extended or shortened by the Board. Currently there is approximately \$62.3 million available for repurchase of outstanding Common Stock under this publicly announced repurchase program. No shares were repurchased during the three months ended September 30, 2018.

Discussion of Cash Flow

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 decreased from \$203.8 million at December 31, 2017 to \$150.3 million at September 30, 2018.

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

	Nine Months Ended September 30,		
	2018	2017	Change
Cash flows from operating activities	\$ 123,928	\$ 106,340	\$ 17,588
Net cash and cash equivalents used in investing activities	(74,093)	(64,968)	(9,125)
Net cash and cash equivalents used in financing activities	(97,957)	(97,846)	(111)
Effect of exchange rate changes on cash and cash equivalents	(6,039)	9,415	(15,454)
Net decrease in cash and cash equivalents, including restricted cash	<u>\$ (54,161)</u>	<u>\$ (47,059)</u>	<u>\$ (7,102)</u>

Operating Activities

Cash flows from operating activities for the nine months ended September 30, 2018 was \$123.9 million. Cash flows from operating activities resulted from net income of \$75.4 million, depreciation and amortization of \$76.9 million, share-based compensation of \$16.0 million and a decrease in noncash working capital accounts of \$43.7 million. Net cash provided by operating activities for the nine months ended September 30, 2017 was \$106.3 million. Net cash flow provided by operating activities resulted from net income of \$30.1 million, depreciation and amortization of \$70.2 million, share-based compensation of \$13.9 million and a decrease in noncash working capital accounts of \$7.7 million.

Investing Activities

Net cash and cash equivalents used in investing activities was \$74.1 million for the nine months ended September 30, 2018. Net cash and cash equivalents used in investing activities was primarily due to the purchase of property, plant and equipment of \$72.2 million during the nine months ended September 30, 2018. Net cash used in investing activities was \$64.4 million for the nine months ended September 30, 2017. Net cash used in investing activities was primarily due to the purchase of property, plant and equipment of \$81.9 million, and purchases of short-term investments of \$9.7 million, partially offset by \$27.9 million of proceeds received upon the maturity of short-term investments.

Financing Activities

Net cash and cash equivalents used in financing activities was \$98.0 million for the nine months ended September 30, 2018. Net cash and cash equivalents used in the nine months ended September 30, 2018 consisted primarily of repayments of long-term debt, net of \$104.2 million, taxes paid on net share settlement of \$11.1 million, partially offset by proceeds from our short-term line of credit of \$9.2 million, proceeds from a capital contribution in a partially owned subsidiary by a noncontrolling interest of \$5.3 million and proceeds received upon the exercise of stock options of \$4.9 million. Net cash used in financing activities was \$97.8 million for the nine months ended September 30, 2017. Net cash used in 2017 consisted primarily of repayments of long-term debt of \$109.6

million and payment of dividends to noncontrolling interests of \$5.8 million, partially offset by proceeds from the issuance of Common Stock of \$6.9 million.

Off-Balance Sheet Arrangements

We do not have any transactions, arrangements and 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

Other than commitments to purchase approximately \$130.0 million of wafers describe in Note 8 – Commitments and Contingencies and the ERIS acquisition disclosed in Note 13- ERIS Acquisition in the Notes to the Condensed Consolidated Financial Statements in this Form 10-Q, 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, 2017, filed with the SEC on February 20, 2018.

Critical Accounting Policies

No material changes were made to the Company’s critical accounting policies as set forth in “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations,” included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the SEC on February 20, 2018.

Recently Issued Accounting Pronouncements

See Note 1 - Nature of Operations, Basis of Presentation and Recently Issued Accounting Pronouncements of the Notes to Condensed Consolidated Financial Statements, for detailed information regarding the status of recently issued accounting pronouncements.

Available Information

Our Internet address is <http://www.diodes.com>. Information included on, or accessible through, our website shall not be deemed to form a part of the Quarterly Report on Form 10-Q. We make available, free of charge through our Internet website, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, proxy statements, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (“Exchange Act”) as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities and Exchange Commission (the “SEC”). Our website also provides access to investor financial information, including SEC filings and press releases, as well as stock quotes and information on corporate governance compliance.

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 under “Risks Factors” and 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 “Act”) 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 Act.

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 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 report. The forward-looking statements included in this Quarterly

Report on Form 10-Q are made only as of the date of this report, and we undertake no obligation to update the forward-looking statements to reflect subsequent events or circumstances.

Risk Factors

RISKS RELATED TO 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.

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.

One of our external suppliers is also a related party. The loss of this supplier could 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 require our products to undergo a lengthy and expensive qualification process without any assurance of product sales and may demand to 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 adversely affected by any disruption in our information technology systems, which could adversely affect our cash flows, 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.

If we do not succeed in continuing to vertically integrate our business, we will not realize the cost and other efficiencies we anticipate, which could adversely affect our ability to compete, our operating results and financial condition.

Part of our growth strategy involves identifying and acquiring companies. 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 litigation risks, including securities class action litigation, which may be costly to defend and the outcome of which is uncertain and could adversely affect our business 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.

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 OEMs 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.

The value of our benefit plan assets and liabilities is based on estimates and assumptions, which may prove inaccurate and the actual amount of expenses recorded in the consolidated financial statements could differ materially from the assumptions used.

Changes in actuarial assumptions for our defined benefit plan could increase the volatility of the plan's asset value, require us to increase cash contributions to the plan and have a negative impact on our cash flows, operating results and financial condition.

Certain of our customers and suppliers require us to comply with their codes of conduct, which may include certain restrictions that may substantially increase our cost of doing business as well as have an adverse effect on our operating efficiencies, operating results and financial condition.

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.

There are risks associated with previous and future acquisitions. We may ultimately not be successful in overcoming these risks or any other problems encountered in connection with acquisitions.

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.

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

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

RISKS RELATED TO OUR INTERNATIONAL OPERATIONS

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

We have significant operations and assets in China, the U.K., Germany, Hong Kong and Taiwan and, as a result, will be subject to risks inherent in doing business in those jurisdictions, which may adversely affect our financial performance and operating results.

Significant uncertainties related to changes in governmental policies and participation in international trading partnerships or economic unions currently exist, and, depending upon how such uncertainties are resolved, the changes could have a material adverse effect on us.

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.

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.

Our directors, executive officers and significant stockholders hold a substantial portion of our Common Stock, which may lead to conflicts with other stockholders over corporate transactions and other corporate matters.

We were formed in 1959, and our early corporate records are incomplete. As a result, we may have difficulty in assessing and defending against claims relating to rights to our Common Stock purporting to arise during periods for which our records are incomplete.

Non-cash tender offers, debt equity swaps or equity exchanges to consummate our business activities are likely to have the effect of diluting the ownership interest of existing stockholders, including qualified stockholders who receive shares of our Common Stock in such business activities.

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

Section 203 of Delaware General Corporation Law may deter a take-over attempt.

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 year ended December 31, 2017, filed with the SEC on February 20, 2018.

Item 4. Controls and Procedures.

Our Chief Executive Officer, Keh-Shew Lu, and Chief Financial Officer, Richard D. White, with the participation of our management, carried out an evaluation, as of September 30, 2018, 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 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 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, 2018, which has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 1. Legal Proceedings.

The Company is not currently 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 current pending legal proceeding will not have any material adverse effect on our financial position, cash flows or operating results. However, litigation is subject to inherent uncertainties, and unfavorable rulings could occur. An unfavorable ruling could include monetary damages, which could impact our business and operating results for the period in which the ruling occurs or future periods.

In August 2018, the Company received a letter from the U.S. Environmental Protection Agency (the “EPA”) concerning potential violations under the Clean Air Act Amendments of 1990, which do not involve any actual discharge of materials into the environment, arising as a result of an inspection at our now-closed wafer fabrication facility in Lee’s Summit, Missouri. The Company has received notice of a proposed civil penalty from the EPA in excess of \$100,000 and continues to work with the EPA to resolve this matter. The Company does not expect that any settlement will have a material adverse effect on the Company’s business, financial condition, cash flows and results of operations.

Item 1A. Risk Factors.

Other than the following, there have been no material changes from the risk factors disclosed in the “Risk Factors” section of our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the SEC on February 20, 2018.

Tariffs or other restrictions imposed by the United States Trade Representative may affect our operations in the U.S. and may disrupt our activities in the U.S. and may have an adverse impact on our profitability and results of operations.

The U.S. government has recently imposed additional new or higher tariffs on specified products imported from China in response to what it characterizes as unfair trade practices. The U.S. government has also proposed higher tariffs beginning on January 1, 2019. China has responded by proposing new or higher tariffs on specified products imported from the United States.

Most of our products are manufactured in China and then a portion of those products are imported into the U.S. The impacts on us of the recently imposed tariffs are uncertain because of the dynamic nature of governmental actions and responses, as well as possible exemptions for certain products. If the U.S. and China are able to negotiate the issues to restore a mutually advantageous and fair trading regime, the increased tariffs could be eliminated, but given the uncertainties, there can be no assurance of whether, or when, this will be accomplished. We have taken actions, and may take additional steps, to mitigate those impacts and protect our competitive position in the marketplace. If we determine to pass some or all of these new tariff burdens on to our customers, the result may be a degradation of our competitive position and a loss of customers that would adversely affect our operating performance. It is not clear at this time what the ultimate outcome of these tariff actions and our mitigation efforts will be, but given the importance of our Chinese operations and related sales, and the impacts of existing and possible future restrictions with regard to transactions with Chinese entities, it is very possible that our operating results and/or financial condition may be adversely affected.

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.

Number	Description	Form	Date of First Filing	Exhibit Number	Filed Herewith
3.1	Certificate of Incorporation, as amended	10-K	February 20, 2018	3.1	
3.2	Amended By-laws of the Company 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	
10.1	Consent to Credit Agreement				X
10.2	Amendment to Dinghong Building Lease Agreements between Shanghai Kaihong Electronic Co. Ltd. and Shanghai Dinghong Electronic Co., Ltd.				X
10.3	Amendment to Yuanhao Building Lease Agreements between Shanghai Kaihong Technology Company Limited and Shanghai Yuanhao Electronic Co. Ltd.				X
10.4	Termination Agreement to Dinghong Male Dorm Building Lease Agreement between Shanghai Kaihong Electronic Co. Ltd. and Shanghai Dinghong Electronic Co., Ltd.				X
10.5	Termination Agreement to Dinghong Female Dorm Building Lease Agreement between Shanghai Kaihong Electronic Technology Co. Limited and Shanghai Dinghong Electronic Co. Ltd.				X
10.6	Power Account Transfer Agreement between Shanghai Kaihong Technology Company Limited and Shanghai YuanHao Co.				X
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	XBRL Instance Document				X
101.SCH	XBRL Taxonomy Extension Schema				X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase				X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document				X
101.LAB	XBRL Taxonomy Extension Labels Linkbase				X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase				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 report to be signed on its behalf by the undersigned thereunto duly authorized.

DIODES INCORPORATED
(Registrant)

November 6, 2018
Date

By: /s/ Keh-Shew Lu

KEH SHEW LU
President and Chief Executive Officer
(Principal Executive Officer)

November 6, 2018
Date

By: /s/ Richard D. White

RICHARD D. WHITE
Chief Financial Officer and Secretary
(Principal Financial Officer)

November 6, 2018
Date

By: /s/ Brett R. Whitmire

BRETT R. WHITMIRE
Corporate Controller
(Principal Accounting Officer)

CONSENT TO CREDIT AGREEMENT

THIS CONSENT TO CREDIT AGREEMENT dated as of October 16, 2018 (this "Consent") is entered into among DIODES INCORPORATED, a Delaware corporation (the "Domestic Borrower"), DIODES INTERNATIONAL B.V., a *besloten vennootschap met beperkte aansprakelijkheid* organized under the laws of the Netherlands, having its statutory seat in Amsterdam, the Netherlands and registered with the trade register of the Chambers of Commerce in the Netherlands under number 34274981 (the "Foreign Borrower" and together with the Domestic Borrower, the "Borrowers" and each, individually, a "Borrower"), certain Subsidiaries of the Domestic Borrower identified on the signature pages hereto as subsidiary guarantors (the "Subsidiary Guarantors"), the Lenders identified on the signature pages hereto and BANK OF AMERICA, N.A., as Administrative Agent (in such capacity, the "Administrative Agent").

PRELIMINARY STATEMENTS

The Borrowers, Subsidiary Guarantors, the Lenders and the Administrative Agent are parties to that certain Amended and Restated Credit Agreement dated as of October 26, 2016, as amended by that certain Amendment No. 1 to Amended and Restated Credit Agreement and Limited Waiver dated as of February 13, 2017, as amended by that certain Consent to Credit Agreement dated as of May 22, 2017, as amended by that certain Amendment No. 2 to Amended and Restated Credit Agreement dated as of August 24, 2017, as amended by that certain Consent to Credit Agreement dated as of April 20, 2018 (as further amended, restated, amended and restated, supplemented or otherwise modified from time to time prior to the date hereof, the "Credit Agreement").

The Domestic Borrower has informed the Administrative Agent and the Lenders that it wishes to engage in the following transaction:

- A. Diodes Hong Kong Holding Company Limited ("DHH") has pledged 100% of the entire issued capital of Diodes Hong Kong Limited ("DHK") in favor of the Administrative Agent pursuant to the Share Charge dated as of April 26, 2016 between DHH and the Administrative Agent (the "DHK Share Pledge"). The Foreign Borrower has pledged 100% of the entire issued capital of DHH in favor of the Administrative Agent pursuant to the Share Charge dated as of August 14, 2013 between the Foreign Borrower and the Administrative Agent (the "DHH Share Pledge").
- B. DHH will be amalgamated with DHK on or about December 31, 2018 and DHH will be the surviving entity (the "DHK Transaction").

The Borrowers have requested that, notwithstanding Section 5.3 of the DHK Share Pledge (or any other provision of the DHK Share Pledge) or any provision of the DHH Share Pledge, the Administrative Agent and the Lenders consent to the DHK Transaction. Subject to the terms and conditions set forth herein, the Administrative Agent and each of the Lenders party hereto have agreed to grant such request of the Borrowers.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. Defined Terms. Except as otherwise provided herein, all capitalized undefined terms used in this Consent (including, without limitation, in the introductory paragraph and the preliminary statements hereto) shall have the meanings assigned thereto in the Credit Agreement.
-

2. Consent. Subject to the terms and conditions hereof, and notwithstanding Section 5.3 of the DHK Share Pledge (or any other provision of the DHK Share Pledge) and any provision of the DHH Share Pledge, the Administrative Agent and the Lenders hereby consent to the DHK Transaction. Further, the Administrative Agent and Lenders agree and acknowledge that upon the consummation of the DHK Transaction and the extinguishment of the separate legal existence of DHK, the DHK Share Pledge shall be automatically terminated.

3. Conditions to Effectiveness. This Consent shall be effective upon satisfaction of each of the following conditions (such date, the “Consent Effective Date”):

(a) The Administrative Agent’s receipt of the following, each of which shall be originals or electronic images in a portable document format (e.g. “.pdf” or “.tif”) (followed promptly by originals) unless otherwise specified, each properly executed by a Responsible Officer of the signing Loan Party, each dated the Consent Effective Date and each in form and substance reasonably satisfactory to the Administrative Agent and each of the Required Lenders:

(i) executed counterparts of this Consent signed by the Borrowers, the Guarantors, the Administrative Agent and the Required Lenders; and

(ii) such other assurances, certificates, documents, information, consents or opinions as the Administrative Agent, the L/C Issuer, the Swing Line Lender or the Required Lenders reasonably may require.

(b) The Borrowers shall have paid all reasonable fees, charges and disbursements of counsel to the Administrative Agent (directly to such counsel if requested by the Administrative Agent) prior to or on the Consent Effective Date.

4. Effect of this Consent. Except as expressly provided herein, the Credit Agreement, the Collateral Agreement and the other Loan Documents shall remain unmodified and in full force and effect. Except as expressly set forth herein, this Consent shall not be deemed (a) to be a waiver of, or consent to a modification of or amendment of, any other term or condition of the Credit Agreement, the Collateral Agreement or any other Loan Document, (b) to prejudice any other right or rights which the Administrative Agent or the Lenders may now have or may have in the future under or in connection with the Credit Agreement, the Collateral Agreement or the other Loan Documents or any of the instruments or agreements referred to therein, as the same may be amended, restated, supplemented or otherwise modified from time to time, (c) to be a commitment or any other undertaking or expression of any willingness to engage in any further discussion with the Borrowers or any other Person with respect to any waiver, amendment, modification or any other change to the Credit Agreement, the Collateral Agreement or the other Loan Documents or any rights or remedies arising in favor of the Lenders or the Administrative Agent, or any of them, under or with respect to any such documents, (d) to be a waiver of, or consent to a modification or amendment of, any other term or condition of any other agreement by and among any Loan Party, on the one hand, and the Administrative Agent or any other Lender, on the other hand or (e) to be a course of dealing or a consent to any departure by the Borrowers from any other term or requirement of the Credit Agreement. References in this Consent to the Credit Agreement (and indirect references such as “hereunder”, “hereby”, “herein”, and “hereof”) and in any Loan Document to the Credit Agreement shall be deemed to be references to the Credit Agreement as modified hereby.

5. Representations and Warranties/No Default. By their execution hereof, each Loan Party hereby represents and warrants as follows:

(a) Such Loan Party has the right, power and authority and has taken all necessary corporate and other action to authorize the execution and delivery of, and the performance in accordance with their respective terms of the transactions consented to in, this Consent and each other document executed in connection herewith to which it is a party.

(b) This Consent and each other document executed in connection herewith has been duly executed and delivered by its duly authorized officers, and each such document constitutes the legal, valid and binding obligation of such Loan Party, enforceable in accordance with its terms, except as such enforceability may be limited by bankruptcy, insolvency, reorganization, moratorium or similar state or federal debtor relief laws from time to time in effect which affect the enforcement of creditors' rights in general and the availability of equitable remedies.

(c) Each of the representations and warranties set forth in the Credit Agreement and the other Loan Documents is true and correct as of the date hereof, except to the extent that such representations and warranties specifically refer to an earlier date, in which case they shall be true and correct as of such earlier date, and except that the representations and warranties contained in subsections (a) and (b) of Section 5.05 of the Credit Agreement shall be deemed to refer to the most recent statements furnished pursuant to subsections (a) and (b), respectively, of Section 6.01 of the Credit Agreement.

(d) No Default or Event of Default has occurred or is continuing nor would any Default or Event of Default result after giving effect to this Consent and the transactions contemplated hereby.

(e) No Loan Party is an EEA Financial Institution.

6. Reaffirmations. (a) Each Loan Party agrees that the transactions contemplated by this Consent shall not limit or diminish the obligations of such Person under, or release such Person from any obligations under, the Credit Agreement (including the Guaranty), the Collateral Agreement and each other Loan Document to which it is a party, (b) each Loan Party confirms, ratifies and reaffirms its obligations under the Credit Agreement (including the Guaranty), the Collateral Agreement and each other Loan Document to which it is a party, and (c) each Loan Party agrees that, except as otherwise expressly agreed in this Consent, the Credit Agreement (including the Guaranty), the Collateral Agreement and each other Loan Document to which it is a party remain in full force and effect and are hereby ratified and confirmed.

7. Confirmation as to Dutch Collateral Documents. Reference is made to (i) that certain Deed of Pledge of Shares dated October 20, 2016, among the Domestic Borrower, Pericom Semiconductor Corporation and Diodes Investment Company, as pledgors, Bank of America, N.A. as pledgee and DHBV, as company (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "DHBV Dutch Share Pledge"), (ii) that certain Deed of Pledge of Shares dated July 21, 2016, among DHBV, as pledgor, the Administrative Agent as pledgee and the Foreign Borrower as company (the "Foreign Borrower Dutch Share Pledge"), (iii) that certain omnibus pledge agreement dated 8 January 2013, between the Foreign Borrower as pledgor and Bank of America, N.A. as pledgee (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Foreign Borrower Omnibus Pledge Agreement") and (iv) that certain omnibus pledge agreement dated July 18, 2016, between DHBV as pledgor and Bank of America, N.A. as pledgee (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "DHBV Omnibus Pledge Agreement"), together with the Foreign Borrower Omnibus Pledge Agreement, the Foreign Borrower Dutch Share Pledge and the DHBV Dutch Share Pledge, the "Dutch Collateral Documents"). Each party to the Dutch Collateral Documents hereby confirms that:

(a) the Credit Agreement (after giving effect to this Consent), and the other Loan Documents will remain in full force and effect and any reference in the Loan Documents to the Credit Agreement or to any provision of the Credit Agreement will be construed as a reference to the Credit Agreement, or that provision, after giving effect to this Consent;

(b) notwithstanding the consents to the Credit Agreement pursuant to this Consent, the Dutch Collateral Documents and the security interests created thereunder will remain in full force and effect and will continue to secure all liabilities which are expressed to be secured by them and the rights of the Loan Parties under such security interest will not be affected by this Consent;

(c) any amount owed by any Borrower under the Credit Agreement (after giving effect to this Consent) is part of (i) the definition of Secured Obligations (as included/defined in the Dutch Collateral Documents) and (ii) each Loan Party's Parallel Debts (as included/defined in the Credit Agreement); and

(d) at the time of the entering into the Dutch Collateral Documents, it was their intention that the security rights created pursuant to the Dutch Collateral Documents would secure the Foreign Obligations as they may be amended, restated, supplemented or otherwise modified from time to time, including amendments to the Credit Agreement and the Loan Documents, including, for the avoidance of doubt, the matters of the type addressed by this Consent.

8. Miscellaneous

(a) Governing Law. THIS CONSENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK. Without limiting the general applicability of the foregoing and the terms of the other Loan Documents to this Consent and the parties hereto, the terms of Section 11.14 and Section 11.15 of the Credit Agreement are incorporated herein by reference, *mutatis mutandis*.

(b) Loan Document. This Consent shall constitute a "Loan Document" under and as defined in the Credit Agreement.

(c) Counterparts; Electronic Execution. This Consent may be executed in counterparts (and by different parties hereto in different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page of this Consent by telecopy or other electronic imaging means shall be effective as delivery of a manually executed counterpart of this Consent.

(d) Severability. If any provision of this Consent is determined to be illegal, invalid or unenforceable, such provision shall be fully severable and the remaining provisions shall remain in full force and effect and shall be construed without giving effect to the illegal, invalid or unenforceable provisions.

(e) Entirety. This Consent, the other Loan Documents and the other documents relating to the Obligations represent the entire agreement of the parties hereto and thereto, and supersede all prior agreements and understandings, oral or written, if any, including any commitment letters or correspondence relating to the Loan Documents, any other documents relating to the Obligations, or the transactions contemplated herein and therein.

(f) Netherlands Law. If the Foreign Borrower and/or DHBV is represented by an attorney in connection with the signing and/or execution of this Consent or any other agreement, deed or

document referred to in or made pursuant to this Consent, it is hereby expressly acknowledged and accepted by the other parties to this Consent that the existence or extent of the attorney's authority and the effects of the attorney's exercise or purported exercise of his or her authority shall be governed by the laws of the Netherlands.

[Remainder of page intentionally blank.]

IN WITNESS WHEREOF, the parties hereto have caused this Consent to be duly executed as of the date first above written.

DOMESTIC BORROWER:

DIODES INCORPORATED

By: /s/Richard D. White

Name: Richard D. White

Title: CFO

FOREIGN BORROWER:

DIODES INTERNATIONAL B.V.

By: /s/ Richard D. White

Name: Richard D. White

Title: Managing Director A

By: /s/Bauke Faber

Name: Bauke Faber

Title: Managing Director B

SUBSIDIARY GUARANTORS:

DIODES HOLDINGS UK LIMITED

By: /s/Richard D. White

Name: Richard D. White

Title: CFO

DIODES ZETEX LIMITED

By: /s/Richard D. White

Name: Richard D.
White

Title: CFO

DIODES HOLDING B.V.

By: /s/Richard D. White

Name: Richard D.
White

Title: Managing Director A

By: /s/Bauke Faber

Name: Bauke Faber
Title: Managing Director B

BANK OF AMERICA, N.A.,
as Administrative Agent

By: /s/ Anthony W. Kell

Name: Anthony W. Kell

Title: Vice President

Signature Page to Consent to Credit Agreement
Diodes Incorporated

BANK OF AMERICA, N.A.,
as a Lender, L/C Issuer and Swing Line Lender

By: /s/Jennifer Yan

Name: Jennifer Yan

Title: Senior Vice President

Signature Page to Consent to Credit Agreement
Diodes Incorporated

COMPASS BANK,
as a Lender

By: /s/Michael Sheff

Name: Michael Sheff

Title: Senior Vice President

Signature Page to Consent to Credit Agreement
Diods Incorporated

CITIBANK, N.A.,
as a Lender

By: /s/ Randy Humphreys

Name: Randy Humphreys

Title: Director

Signature Page to Consent to Credit Agreement
Diodes Incorporated

BMO HARRIS BANK N.A.,
as a Lender

By: /s/Michael Kus

Name: Michael Kus

Title: Managing Director

Signature Page to Consent to Credit Agreement
Diodes Incorporated

REGIONS BANK,
as a Lender

By: /s/ Derek Miller

Name: Derek Miller

Title: Vice President

Signature Page to Consent to Credit Agreement
Diodes Incorporated

SILICON VALLEY BANK,
as a Lender

By: /s/Ryan Thompson

Name: Ryan Thompson

Title: Vice President

Signature Page to Consent to Credit Agreement
Diodes Incorporated

CAPITAL ONE, N.A.,
as a Lender

By: /s/ Seth Meier

Name: Seth Meier

Title: Director

Signature Page to Consent to Credit Agreement
Diodes Incorporated

COMERICA BANK,
as a Lender

By: /s/ John Smithson

Name: John Smithson

Title: Vice President

Signature Page to Consent to Credit Agreement
Diodes Incorporated

MUFG UNION BANK, N.A.,
as a Lender

By: /s/Matthew Antioco

Name: Matthew Antioco

Title: Director

Signature Page to Consent to Credit Agreement
Diodes Incorporated

WELLS FARGO BANK, N.A.,
as a Lender

By: /s/Derek Jensen

Name: Derek Jensen

Title: Vice President

Signature Page to Consent to Credit Agreement
Diodes Incorporated

0301/0401 (including but not limited to premises within those lease agreements whose rents would not be affected by this amendment agreement, such as the Dangerous Goods Warehouse Leasing Agreement as LE-0301/0401 and the first floor of the General Building covered in the lease contract of LE-0403/0406), all lease term are hereby modified to 5 years, beginning from January 1, 2019 to December 31, 2023.

1. All valid lease agreements between Party A and Party B prior to this amendment agreement (including but not limited to premises within those lease agreements whose rents would not be affected by this amendment agreement, such as the Dangerous Goods Warehouse Leasing Agreement as LE-0301/0401 and the first floor of the General Building covered in the lease contract of LE-0403/0406), unless otherwise specified (such as the six-floor male dormitory building covered in the lease agreement of LE-0403/0406), all lease term are hereby modified to 5 years, beginning from January 1, 2019 to December 31, 2023. The relevant portion(s) of the original related leasing agreements shall also be amended accordingly.

2. Unless otherwise specified on the Lease Agreements, the facilities fee of will be a total of RMB 32,686.85 per month that shall be borne by the Party B. The Part A shall be responsible to all related taxes, including but not limited to property tax, income tax, stamp duty according to government regulations.

2. Unless otherwise specified on the Lease Agreements, the facilities fee of will be a total of RMB 32,686.85 per month that shall be borne by the Party B. The Part A shall be responsible to all related taxes, including but not limited to property tax, income tax, stamp duty according to government regulations.

3. The rent of each lease agreement shall be modified as follows: (in case of any dispute relating to the amount of the rent, during the course of performance of this amendment agreement, the Parties shall act in the principle of good faith by referring to the excel sheet within the Annex I).

- a. 1#-#1B SKE-LE-0101 70,238.22
Building #1 Rent- #1B (Agreement docket number SKE-LE-0101): monthly rent, RMB 70,238.22.
- b. 1#-#6B SKE-LE-0101 3,034.00
Building #1 Rent- #6B (Agreement docket number SKE-LE-0101): monthly rent, RMB 3,034.00.
- c. 1#-Visitors Room SKE-LE-0101 2,431.44
Building #1 Rent- Visitors Room (Agreement docket number SKE-LE-0101): monthly rent, RMB 2,431.44.
- d. 1#-Cond. Room SKE-LE-0101 1,823.58
Building #1 Rent-Cond. Room (Agreement docket number SKE-LE-0101): monthly rent, RMB 1,823.58.
- e. 1#-Comp Air SKE-LE-0101 2,735.37
Building #1 Rent- Comp Air (Agreement docket number SKE-LE-0101): monthly rent, RMB 2,735.37.
- f. 2#A 1F SKE-LE-0201/0202 71,630.22
1F, Building #2A (Agreement docket number SKE-LE-0201/0202): monthly rent, RMB 71,630.22.
- g. 2#A 2F, #2B 1F SKE-LE-0301 74,946.10
2F, Building 1#A; 1F, Building #2B (Agreement docket number SKE-LE-0301): monthly rent, RMB 74,946.10.
- h. 2#A 3F SKE-LE-0401 62,831.45

3F, Building 2#A (Agreement docket number SKE-LE-0401): monthly rent, RMB 62,831.45.

- i. 2# SKE-LE-0301 10,473.43 2# SKE-LE-0301 12,535.61

Transformer Substation annexed to Building 2# (Agreement docket number SKE-LE-0301): monthly rent, RMB 10,473.43. Gas Mixing Station annexed to Building 2# (Agreement docket number SKE-LE-0301): monthly rent, RMB 12,535.61.

- j. SKE-LE-0405 5,242.79

Electricity Power Room (Agreement docket number SKE-LE-0405): monthly rent, RMB 5,242.79.

- k. 2F SKE-LE-0406 32,672.48

2F, Multifunctional Building (Agreement docket number SKE-LE-0406): monthly rent, RMB 32,672.48.

- l. 13,800

Little Villa: monthly rent, RMB 13,800.

- 4. 69,245.99

4. The property management fees within Lease Agreements shall be revised as a total of 69,245.99 per month.

- 5.

5. All the other terms and conditions remain the same.

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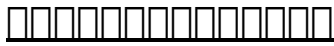
Party A: Shanghai Dinghong Elec. Co. Ltd. Party B: SKE

Duly Authorized Representative: Duly Authorized Representative:

/s/ Xuejun Qiu /s/ Justin Kong

Company Stamp: Company Stamp:

Date: Date:



Amendment to Yuanhao Building Lease Agreements

上海元豪电子有限公司，地址：#8，Lane 8，SanZhuang Rd，Songjiang Export Processing District，Shanghai. (Party A)

Shanghai Yuanhao Electronic Co. Ltd., Address: #8, Lane 8, SanZhuang Rd, Songjiang Export Processing District, Shanghai. (Party A)

DSH，地址：#1，Lane 8，SanZhuang Rd，Songjiang Export Processing District，Shanghai. (Party B)

DSH, Address: #1, Lane 8, SanZhuang Rd, Songjiang Export Processing District, Shanghai. (Party B)

Party A and Party B are collectively referred to as the Parties, respectively, a Party.

Party A and Party B are collectively referred to as the Parties, respectively, a Party.

WHEREAS the Parties have signed lease agreements relating to the Yuanhao Building #1, #2, Power Distribution Room / Power Room, Generator Room, Gas Mixing Station and so on ("Lease Agreements");

WHEREAS the Parties have signed lease agreements relating to the Yuanhao Building #1, #2, Power Distribution Room / Power Room, Generator Room, Gas Mixing Station and so on ("Lease Agreements");

WHEREAS the Parties agree to amend the Lease Agreements, pursuant to the relevant laws, Party A and Party B have agreed to enter into the following clauses of this amendment agreement as amendment and supplement to the Lease Agreements as follows:

WHEREAS the Parties agree to amend the Lease Agreements, pursuant to the relevant laws, Party A and Party B have agreed to enter into the following clauses of this amendment agreement as amendment and supplement to the Lease Agreements as follows:

1. 2000/2500KVA LE-0701 2F-3F DSH#2 5 2019 1 1 2023 12 31

1. All valid lease agreements between Party A and Party B prior to this amendment agreement (including but not limited to the lease agreements relating to chemical warehouses and 2000/2500kva power rooms), unless otherwise specified (such as the five-floor Dormitory Building, 2F-3F, DSH #2 Building covered in the lease agreement of LE-0701), all lease term are hereby modified to 5 years, beginning from January 1, 2019 to December 31, 2023. The relevant portion(s) of the original related leasing agreements shall also be amended accordingly.

2. 2. Unless otherwise specified in the lease agreements, the Part A shall be responsible to all related taxes, including but not limited to property tax, income tax, the stamp duty according to government regulations.

2.1 For the purpose of avoiding confusion, the Parties hereby reaffirm that the lease agreements for chemical warehouses and 2000/2500kva power rooms prior to the commencement of this amendment agreement will not change except for the extended lease period, as follows:

2.1(1) 84,669 1,685.32

2.1(1) chemical warehouses, the term will be revised as from January 1, 2019 to December 31, 2023, monthly rent (including property tax): RMB

84,669. Monthly facilities use fees (including property tax): RMB 1,685.32.

2.1(2) 2000/2500KVA 2019 1 1 2023 12 31 21,197
1,421.41

2.1(2) 2000/2500kva power rooms, the term will be revised as from January 1, 2019 to December 31, 2023, monthly rent (including property tax): RMB 21,197. Monthly facilities use fees (including property tax): RMB 1,421.41.

3. Excel

3. The rent of each lease agreement shall be modified as follows: (in case of any dispute relating to the amount of the rent, during the course of performance of this amendment agreement, the Parties shall act in the principle of good faith by referring to the excel sheet within the Annex I).

- a. 1F-3F SKE-LE-0404/0404-02 299,146.45 1F-3F, Building #1 (Agreement docket number SKE-LE-0404/0404-02): monthly rent, RMB 299,146.45.
- b. SKE-LE-0404/0404-02 31,489.88 Power Distribution Room / Power Room (Agreement docket number SKE-LE-0404/0404-02): monthly rent, RMB 31,489.88.
- c. SKE-LE-0407 3,601.57 Generator Room (Agreement docket number SKE-LE-0404/0404-02): monthly rent, RMB 31,489.88.
- d. SKE-LE-0404-02 4,211.90 Gas Mixing Station (Agreement docket number SKE-LE-0404/0404-02): monthly rent, RMB 4,211.90.

- e. SKE-LE-0407/0404-02 2,442.69 Lobby, Building #1 (Agreement docket number SKE-LE-0404/0404-02): monthly rent, RMB 2,442.69.
- f. SKE-LE-0407-01 236,846.27 4F/5F Building #1 (Agreement docket number SKE-LE-0407-01): monthly rent, RMB 236,846.27.
- g. SKE-LE-0407-01 9,510.12 Facility Use Fees-4F/5F (Agreement docket number SKE-LE-0407-01): monthly rent, RMB 9,510.12.
- h. SKE-LE-0407/0404-02 15,680.66 Facility Use Fees-1F-3F (Agreement docket number SKE-LE-0407/0404-02): monthly rent, RMB 15,680.66.

4. 2000/2500KVA 99,695.73
 4. The property management fees (including chemical warehouses and 2000/2500kva power rooms) shall be revised as a total of 99,695.73 per month.

5.
 5. All the other terms and conditions remain the same.

Party A: Shanghai Yuanhao Elec. Co. Ltd. Party B: DSH

Duly Authorized Representative: Duly Authorized Representative:

/s/ Xuejun Qiu /s/ Justin Kong

Company Stamp: Company Stamp:

Date: Date:



Termination Agreement to Dinghong Male Dorm Building Lease Agreement

999“”

Shanghai Dinghong Electronic Co. Ltd., Address: 999, Chenchun Rd, Xingqiao Township, Songjiang District, Shanghai. (Party A)

9995“”

SKE, Address: Building 5, 999, Chenchun Rd, Xingqiao Township, Songjiang District, Shanghai. (Party B)

Party A and Party B are collectively referred to as the Parties, respectively, a Party.

LE-0403/0406

WHEREAS the Parties, after negotiation and reaching a consensus, agree to terminate the Male Dorm Building Lease Agreements (Agreement docket number LE-0403/0406), per the relevant laws and regulations of the People's Republic of China Contract Law, Party A and Party B negotiated as equal and voluntary under the principle of mutual understanding and mutual accommodation, the following provisions are reached on matters related to the early termination of said lease agreements between the two Parties, and the two Parties shall jointly abide by.

2014 年 9 月 5 日 LE-0403/0406 375

1. Party A and Party B agree to terminate the lease agreements signed by both Parties before September 5, 2014 (relevant agreement docket number LE-0403/0406; located in Lot 375, Songjiang District, Shanghai, six-floor dormitory).

2018 年 12 月 31 日

2. Party B shall continue to pay related lease fees until December 31, 2018. Details are referred to as Annex 1.

2018 年 12 月 31 日

3. After the execution of this Termination Agreement, Party B shall return the house and its ancillary items and equipment and facilities in accordance with the original conditions before December 31, 2018. Party B shall not damage the original basic decoration of Party A. If it is damaged, the repair cost shall be borne by Party B. Both Party A and Party B shall check and accept the housing and ancillary items, equipment and facilities, and the use of water and electricity, and settle the expenses they should bear.

4. Any dispute arising from or in connection with this Termination Agreement shall be settled through amicable negotiation; if the negotiation fails, the dispute shall be brought to the competent people's court at the place where Party B is located.

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5. This Termination Agreement shall become effective on the date of signature by both parties. This Termination Agreement shall be in duplicate and each party shall hold one copy with the same legal effect.

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Party A: Shanghai Dinghong Elec. Co. Ltd. Party B: SKE

Duly Authorized Representative: Duly Authorized Representative:

/s/ Xuejun Qiu /s/ Justin Kong

Company Stamp: Company Stamp:

Date: Date:

2015 7 9 LE-0701 375 2F-3F

1. Party A and Party B agree to terminate the lease agreement signed by both Parties before July 9, 2015 (relevant agreement docket number LE-0701; located in Lot 375, Songjiang District, Shanghai, 5-floor dormitory, 2F-3F).

2018 12 31

2. Party B shall continue to pay related lease fees until December 31, 2018. Details are referred to as Annex 1.

2018 12 31

3. After the execution of this Termination Agreement, Party B shall return the house and its ancillary items and equipment and facilities in accordance with the original conditions before December 31, 2018. Party B shall not damage the original basic decoration of Party A. If it is damaged, the repair cost shall be borne by Party B. Both Party A and Party B shall check and accept the housing and ancillary items, equipment and facilities, and the use of water and electricity, and settle the expenses they should bear.

4. Any dispute arising from or in connection with this Termination Agreement shall be settled through amicable negotiation; if the negotiation fails, the dispute shall be brought to the competent people's court at the place where Party B is located.

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Party A: Shanghai Dinghong Elec. Co. Ltd. Party B: DSH

Duly Authorized Representative: Duly Authorized Representative:

/s/ Xuejun Qiu /s/ Justin Kong

Company Stamp: Company Stamp:

Date: Date:

Power Account Transfer Agreement

Party A (Transferor): Shanghai YuanHao Co.

Party B (Transferee): DSH

Given that the power facilities located at No. 1-8, Lane 18, Sanzhuang Road, Songjiang Export Processing Zone, Shanghai, are the assets of the Transferee. At present, the name of the power account is registered under the name of the Transferor (power account number 0062991052), and the actual power rights holder is the same. On the basis of the principle of voluntariness, equality, mutual benefit, honesty and credibility, the two parties have entered into the following provisions on matters relating to the transfer names of power account through full and friendly consensus, in order to jointly abide by:

- I. Both Parties confirm and promise to transfer the electricity power of household's 5000KVA from the Transferor to Transferee. The relevant power transfer procedures shall be carried out within 10 working days of executing this Agreement. At that time, both Parties shall bring relevant valid legal documents and materials to complete the transfer of power account matter;
 2. Both Parties confirm that the original capacity increase is RMB 1006 per KVA, a total of RMB 5,331,800 (including invoice tax); the related tax can be refunded only after the completion of transfer, and the Transferee agrees to pay Transferor a portion of the reduced cost (i.e.: tax refund). However, after the cumulative total amount reaches RMB 5,331,800, the Transferee does not have to pay any more fees to the Transferor. (According to the current electricity fee situation, it is estimated that the above-mentioned fee payment will be completed after 29 months). Both parties agree that if the national taxes rebate policy changes, the abovementioned refund will be suspended correspondingly.
 3. Both Parties agree that any transfer fee arising from said transfer shall be borne by the Transferor, and the Transferor agrees that when the Transferee does not need to use the additional power, it may transfer back to the name of the Transferor who shall not reject. Both Parties further agree that if the Transferee no longer need to use said power facility, the power facility shall be transferred back to be under the Transferor's account name. If such a transfer also generates a refund to Transferor. The same amount of tax refund shall be transferred to the Transferee.
 4. After the completion of said transfer of the power account name, the monthly electricity bill will be paid directly by the Transferee.
 5. This Agreement shall be made in duplicate and shall take effect from the date of signature and stamped by both Parties.
-

6. Any disputes arising out of this Agreement shall be settled through amicable negotiation and shall be brought to the Court of competent jurisdiction where the plaintiff resides in the event that said negotiation fails.

Transferor: Shanghai YuanHao Co. Transferee: DSH

/s/ Xue-Jun, Oiu/s/ Justin Kong

Duly Representative Duly Representative

Date: Date:

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, **Keh-Shew Lu**, 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, 2018

/s/ Keh-Shew Lu

Keh-Shew Lu

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, **Richard D. White**, 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, 2018

/s/ Richard D. White

Richard D. White
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, 2018** 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, 2018

/s/ Keh-Shew Lu

Keh-Shew Lu

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, 2018** 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, 2018

/s/ Richard D. White

Richard D. White
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.