

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Benton Ryan A</u> (Last) (First) (Middle) C/O SILVACO GROUP, INC. 4701 PATRICK HENRY DRIVE, BUILDING #23 (Street) SANTA CLARA CA 95054 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/08/2024	3. Issuer Name and Ticker or Trading Symbol <u>Silvaco Group, Inc. [SVCO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Chief Financial Officer	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	237,500 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾⁽⁹⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

Explanation of Responses:

- Each restricted stock unit ("RSUs") represents a contingent right to receive one share of Silvaco Group, Inc. common stock. The amount of securities reported on this Form 3 has been adjusted to reflect a 1-for-2 reverse stock split, which became effective with the State of Delaware on April 29, 2024 in connection with the Issuer's initial public offering (the "IPO").
- Includes an award of 75,000 RSUs granted on November 30, 2023, with a vesting start date of May 8, 2024, under the Silvaco Group, Inc. Amended and Restated 2014 Stock Incentive Plan (the "2014 Plan") that are subject to both a time-based vesting requirement and a liquidity event vesting requirement. The liquidity event vesting requirement will be met upon the consummation of the IPO. Pursuant to the Silvaco Group, Inc. Executive Severance Plan, upon the closing of the IPO the reporting person, as a named executive officer, will be entitled to accelerate the satisfaction of the time-based vesting requirement with respect to 50% of the unvested portion of the reporting person's RSUs outstanding as of the closing of the IPO, subject to the reporting person's continuous service through such date (the "Time-Based Vesting Requirement Acceleration"). Upon the closing of the IPO and in accordance with the Time-Based Vesting Requirement Acceleration, the time-based vesting requirement
- [continued from footnote 2] will be satisfied with respect to 37,500 shares. Of the remaining 37,500 shares, 18,750 shares will satisfy the time-based vesting requirement on May 8, 2025 and 18,750 shares will satisfy the time-based vesting requirement in equal quarterly installments from August 8, 2025 to May 8, 2026, in each case subject to the reporting person's continuous service through each applicable vesting date.
- Includes an award of 30,000 RSUs granted on November 30, 2023, with a vesting start date of May 8, 2024, under the 2014 Plan that are subject to a revenue-based vesting requirement and the reporting person's continuous service through each vesting date. The 30,000 RSUs are comprised of three equal tranches where (i) 10,000 shares will satisfy the revenue-based requirement when the Issuer achieves revenues of \$75 million during any consecutive twelve-month period during the four year period commencing the vesting start date, (ii) an additional 10,000 shares will satisfy the revenue-based requirement when the Issuer achieves revenues of \$90 million during any consecutive twelve-month period during the four year period commencing the vesting start date and (iii) an additional 10,000 shares will satisfy the revenue-based requirement when the Issuer achieves revenues of \$120 million during any consecutive twelve-month period during the four year period commencing the vesting start
- [continued from footnote 4] date. The RSUs are not subject to the Time-Based Vesting Requirement Acceleration.
- Includes an award of 75,000 RSUs granted on November 30, 2023 under the 2014 Plan. Of the 150,000 RSUs, (i) 40,000 shares will vest quarterly over a four-year period subject to the reporting person's continuous service and the volume-weighted average price ("VWAP") of the common stock of the Issuer for 50 out of 60 consecutive trading days exceeding 125% of the price at which the Issuer sells its common stock to the underwriters in the IPO, (ii) 50,000 shares will vest quarterly over a four-year period subject to the reporting person's continuous service and the VWAP of the common stock of the Issuer for 50 out of 60 consecutive trading days exceeding 150% of the price at which the Issuer sells its common stock to the underwriters in the IPO, and (iii) 60,000 shares will vest quarterly over a four-year period subject to the reporting person's continuous service and the VWAP of the common stock of the Issuer for 50 out of 60 consecutive trading days exceeding 200% of the price at
- [continued from footnote 6] which the Issuer sells its common stock to the underwriters in the IPO. The RSUs are not subject to the Time-Based Vesting Requirement Acceleration.
- Includes an award of 50,000 RSUs granted on November 30, 2023, with a vesting start date to be set at the beginning of the first full quarter following the IPO, under the 2014 Plan. The 50,000 RSUs will vest in equal quarterly installments over a four-year period with a one-year cliff, subject to the reporting person's continuous service through each applicable vesting date. The RSUs are not subject to the Time-Based Vesting Requirement Acceleration.
- Includes an award of 7,500 RSUs granted on January 29, 2024, with a vesting start date of January 1, 2024, under the 2014 Plan that are subject to both a time-based vesting requirement and a liquidity event vesting requirement. Upon the closing of the IPO and in accordance with the Time-Based Vesting Requirement Acceleration, the time-based vesting requirement will be satisfied with respect to 3,750. Of the remaining 3,750 shares, 1,875 shares will satisfy the time-based vesting requirement on January 1, 2025 and

1,875 shares will satisfy the time-based vesting requirement in equal quarterly installments from April 1, 2025 to January 1, 2026, in each case subject to the reporting person's continuous service through each applicable vesting date.

Remarks:

/s/ Ryan Benton

05/08/2024

** Signature of Reporting
Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

RYAN BENTON
POWER OF ATTORNEY
FOR SECTION 16 REPORTING PURPOSES

Know all by these presents, that the undersigned hereby constitutes and appoints Thomas Yih, with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

- (1) prepare and execute for and on behalf of the undersigned Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of Silvaco Group, Inc. (the "Company");
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, or other form or report, and timely file such form or report with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing, which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any

of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. The undersigned agrees that such Attorney in Fact herein may rely entirely on information furnished orally or in writing by the undersigned to such Attorney in Fact. The undersigned also agrees to indemnify and hold harmless such Attorney in Fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omission of necessary facts in the information provided by the undersigned to such Attorney in Fact for purposes of executing, acknowledging, delivering, or filing the EDGAR Access Code Application, and agrees to reimburse such Attorney in Fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of September 1, 2023.

/s/ Ryan Benton
RYAN BENTON