

JULY 25, 2023 ANNUAL GENERAL MEETING

SUMMARY OF THE MEETING

The Annual General Meeting of Soitec was held on Tuesday July 25, 2023 at the VERSO Conference Center, 52 rue de la Victoire, 75009 Paris.

The meeting was shared by Éric Meurice, Chairman of the Board of Directors. Emmanuelle Bely, General Secretary and Secretary of the Board of Directors, acted as secretary of the meeting.

Samuel Dalens, representing Bpifrance Participations and Kai Seikku, representing NSIG Sunrise SARL acted as scrutineers.

Also present were the members of the Board of Directors who were able to make themselves available, Pierre Barnabé, Chief Executive Officer, Léa Alzingre, Chief Financial Officer and the Statutory Auditors.

640 shareholders, representing 27,767,387 shares, were present, represented or voted by mail, giving a quorum of 78.03%. The Annual General Meeting approved all the resolutions proposed by the Board of Directors.

Voting results for the resolutions are also available on the Company's website www.soitec.com in the section: Investors – Shareholders' information – Annual General Meetings – 2023 - AGM 07.25. 2023.

PROCEEDINGS OF THE ANNUAL GENERAL MEETING

OPENING OF THE ANNUAL GENERAL MEETING AND INTRODUCTION BY THE CHAIRMAN OF THE MEETING

Following Éric Meurice's presentation of the members of the bureau and the agenda of the meeting, Emmanuelle Bely confirmed that the legal formalities prior to the Annual General Meeting had been complied with, and informed shareholders of the provisional quorum.

PRESENTATION OF THE COMPANY'S BUSINESS ACTIVITY AND ESG STRATEGY

Pierre Barnabé, Chief Executive Officer, began by recalling three important messages for Soitec:

- The technological megatrends transforming our society are driving strong demand for semiconductors;
- Investing in our innovation and operations is fundamental to expanding Soitec's presence and global leadership in innovative substrates; and
- Soitec is aligned with its objectives for fiscal 2026:
 - ✓ Between fiscal 2023 and fiscal 2026, Soitec will double its EBITDA;
 - ✓ Beyond 2026, Soitec has strong ambitions for responsible, sustainable and profitable growth.

Pierre Barnabé continued his presentation by stating that the imperative of sustainability and responsibility will be fundamental to fuel growth over the next 7 years. The semiconductor industry is on course to reach the trillion-dollar revenue mark by 2030, an annualized growth rate of 7%.

This growth is fueled by a greater need for applications related to artificial intelligence, autonomous and electric vehicles, 5G, or Industry 4.0. More products, more components, more miniaturization, with energy savings of course.

Pierre Barnabé emphasized that Soitec is the obvious solution for its customers.

Soitec products are fundamental elements in the semiconductor value chain. By their very nature, Soitec's innovative substrates are unique products that bring benefits to both the device and the system. For over 30 years, Soitec has been developing a technological toolbox that enables it to assemble all types of materials, making them smarter and more efficient.

Soitec brings added value to its customers in three markets:

- Mobile communications
- Automotive and industry
- Smart objects

Soitec capitalizes on its unique ability to bring strong differentiation to end products and applications. To achieve this, Soitec will continue to expand its product portfolio through innovation and targeted acquisitions, in order to reinforce and extend its leadership.

Pierre Barnabé described Soitec's value creation model, highlighting the importance of customers in this value chain, as well as other stakeholders.

Soitec is able to invent at the limits of physics, but also to produce in volume, with quality and competitiveness. The perpetual motion behind the Group is based on innovation and operations that feed off each other. Its aim is to deliver the best products on the market to our three divisions, which are responsible for bringing value and innovation to the entire value chain.

Beyond the fiscal 2026, Soitec will build on its foundations and unique positioning to continue to increase its market share, develop new strategic partnerships in high-growth areas, and monetize its intellectual property.

Concerning Climate Strategy, Pierre Barnabé emphasized that Soitec is actively contributing to reducing the carbon footprint of its products throughout their life cycle. Not only are Soitec products inherently sustainable, but the Group is also committed to:

- reduce its Scope 1 and 2 carbon emissions by 25% in absolute terms, and its Scope 3 emissions by 35% per unit produced, between 2020 and 2025;
- halve water consumption per unit of production, by 2030.

With regard to its employees, Pierre Barnabé indicated that Soitec wants to become a benchmark and an inspiring company. It aims to have 40% women on its management team, as well as in the Group as a whole, by 2030, thanks to the selective promotion of one in five employees each year. Finally, 100% of Soitec employees receive free shares, which is unique in the industry.

ESG performance is also monitored by a new ESG Committee of the Board of Directors, where 60% of directors are independent.

PRESENTATION OF FINANCIAL STATEMENTS FOR FISCAL 2023

Léa Alzingre, Chief Financial Officer, presented Soitec's performance to shareholders in the fiscal 2023, in line with our targets, showing:

- consolidated revenue of €1.1 billion, up 26% on a reported basis and 19% at constant exchange rates and perimeter, in line with our guidance;
- a historic EBITDA margin of 36%, slightly up on the previous year and in line with our market forecasts;
- operating income before non-recurring items up 37%, reaching €267 million;
- free cash flow of €34 million, following a further increase in capacity investments;
- a cash position of €788 million and a net cash position of €140 million.

Léa Alzingre then indicated that the outlook for fiscal 2024 is confirmed, with different dynamics between the three divisions:

- sales are expected to be stable at constant perimeter;
- EBITDA margin maintained at around 36%.

Léa Alzingre concluded by pointing out that Soitec will continue to invest significantly, in R&D and production capacity, as the company is confident of growth beyond this fiscal year.

PRESENTATION OF CORPORATE GOVERNANCE FOR FISCAL 2023

Éric Meurice presented the composition and work for fiscal 2023 of the Board of Directors and its four Committees: the Strategy Committee, the Audit and Risks Committee, the Compensation and Nominations Committee and the newly-created Environment, Social and Governance (ESG) Committee.

He then set out the compensation components paid or allocated in respect of fiscal 2023 to him in his capacity as Chairman of the Board of Directors, to Paul Boudre, Chief Executive Officer of the Company until July 26, 2022, and to Pierre Barnabé, Chief Executive Officer of the Company from July 26, 2022.

He then reminded that these compensation elements were in line with the compensation policy approved by the Annual General Meeting held in 2022.

Finally, Éric Meurice also presented the compensation policies for corporate officers (The Chief Executive Officer, the Chairman of the Board of Directors and the members of the Board of Directors) for Fiscal 2024.

OTHER SPEECHES AND PRESENTATIONS

Other speakers at the Annual General Meeting were:

- Benjamin Malherbe of Ernst & Young Audit and Laurent Genin of KPMG S.A. to present the Statutory Auditors' reports;
- Emmanuelle Bely to present the resolutions put to the vote at the Annual General Meeting.

DIALOGUE WITH SHAREHOLDERS (Q&A)

Question n°1: Patents: Soitec owns around 4,000 patents; are they monetized? What revenue does this represent?

Patents are not systematically and generally valued, but it's an idea we're considering. Today, the purpose of patents is essentially to protect Soitec's inventions.

Question n°2: Products: Can Soitec products be updated remotely? Is there any software in these products?

Today it's not possible to update Soitec products remotely, as we don't have the software to do so.

Question n°3: Vote access: Are you planning to implement it?

Soitec is considering the implementation of this option at its next Annual General Meeting.

Question n°4: ESG: Do you have problems accessing water, and what do you do about it?

After reducing our water consumption by a factor of 2.5 per unit of output, Soitec's objective is to further reduce its water consumption by a factor of 2 by 2030. We are working on ESG solutions, inspired in particular by our activities in Singapore, which is more advanced in this area. We have set up several initiatives in this area. Ultimately, the aim is to cap, or even reduce, these external withdrawals.

Water is an important issue for the whole Company, where everyone plays an active role in proposing innovative solutions.

Question n°5: ESG: "SiC requires a lot of energy". Energy is a major issue. How is Soitec managing the energy issue today and in the future?

Soitec's ambition is to reduce its Scope 1 and 2 carbon emissions by 25% in absolute terms, and its Scope 3 emissions by 35% per unit produced, between 2020 and 2025. This is a significant figure.

Indeed, the manufacture of a SiC ball requires the use of ovens at 2,500°C, for 2 to 3 weeks, which yields 40 units, but with our SmartSiC, we can re-use a traditional SiC wafer more than 10 times, in order to produce 10 times as many units, i.e. 400 units, which contributes to reducing the impact of SiC's CO₂ emissions across the entire value chain.

We are working on solar and wind power solutions to reduce our dependence on gas, particularly in Singapore.

As a result, we are making two very strong contributions to the semiconductor industry:

1. we are committed to reducing our emissions,
2. the more we sell our products, the less energy the industry consumes.

Question n°6: Financial forecasts: Between 2024 and 2026, you expect sales to double. How do you envisage this?

Soitec operates in an extremely dynamic market, and also benefits from a number of growth drivers that contribute to these forecasts. Today, our product portfolio is much more varied than it was just a few years ago, and this enables us to address the filter market, power electricity, digital IoT, connected and autonomous cars, etc., among others. These different drivers we mentioned during the presentation are accelerating the growth of SOI, but also, and even more so, that of our other products.

Question n°7: Financing: how dilutive is Océane 2025?

Soitec estimates a dilution of 5% at maturity (i.e. October 2025). Depending on market trends and conditions, Soitec retains the option of redeeming them in part or in full.

Question n°8: Financing: With the cost of money rising, what kind of financing (equity, debt) do you envisage to deal with rising interest rates? Will FCF be sufficient to cover investments, as is the case today?

Soitec has announced a €1 billion investment plan, and these investments between 2024 and 2026 can be self-financed by cash flow from operations and available cash.

We have used OCEANE bonds, a convertible bond, as well as bank loans to finance equipment, particularly in Singapore, and taken out long-term loans for France.

On the other hand, we have very limited use of debt, and have no plans to call on the market for equity financing.

Our available cash is invested to grow and offset the cost of debt.

Question n°9: Share buyback program: What is the purpose of the share buyback program whose authorization is proposed to the Combined General Shareholders' Meeting?

The share buyback program will be used in particular to ensure the liquidity of Soitec shares under the liquidity contract set up by the Company. We have not yet used this program to deliver shares under the free performance share plans, as we have so far carried out capital increases, but we are not excluding this possibility.

Question n°10: Stock market: Will the share price stabilize? Or can we expect a rise?

Soitec does not comment on the market's valuation of the shares, as the price fluctuates (up and down). Soitec makes its own internal estimates based on EBITDA generation, revenue, etc.

Question n°11: Talents: What are you doing to attract and retain talent? Particularly in the Grenoble area. How do you attract talent from the Paris area?

Recruiting and retaining talent is an important issue for Soitec. Every year, we recruit new researchers, technicians, operators and engineers. To achieve this, we take several actions in parallel:

1. We have set up several incentive actions to encourage talented people to join us and stay with us over the long term, such as the free performance share plan, which is accessible to all Soitec employees depending on their responsibilities within the company.
2. We also organize recruitment campaigns with speed dating and have developed agreements with a number of universities and schools in the Grenoble area, as well as opening an office in Paris.
3. Finally, we share our vision of the Company's challenges, which means we can give everyone a mission, be part of a project and participate in ESG issues.

Even though the job market is tight, thanks to all these actions, we benefit from a high level of entry and retention of quality talent.

Question n°12: Organization: Are you planning any further departures within the Comex? What about the arrival of new talent?

The composition of the new Executive Committee was presented at the Capital Markets Day (CMD). We have reduced the hierarchical levels with the promotion of three people to the Executive Committee, and we have welcomed new talent.

The organization is now efficient and streamlined, enabling rapid, fluid exchanges and decision-making.

Soitec is promoting 1 employee out of 5, but the Company will continue to recruit all over the world to keep pace with its growth.

Question n°13: Shareholders: Soitec has three public shareholders. Is there a declared concert between these shareholders?

Soitec's three major shareholders do not act in concert but operate autonomously and independently. The shareholders' agreement expired several years ago.

Question n°14: Compensation for the Chief Executive Officer: A home accommodation allowance is an unusual component of the Chief Executive Officer's compensation package. Is it temporary or permanent?

The Chief Executive Officers' compensation policy does indeed include a home accommodation allowance. The Chief Executive Officer's main activity is in Grenoble, but he also works in Paris and abroad. This benefit in kind is more advantageous for the Company than booking nights in a hotel.

Question n°15: Compensation of the Chief Executive Officer: "Long term compensation is fair because it is based on employees' level of responsibility". Could you please explain?

The Chief Executive Officer's long-term compensation consists of the grant of free performance shares, which are granted to all Soitec employees. This compensation is fair because the number of shares allocated is defined according to the beneficiaries' responsibilities within the organization.

Question n°16: Total shareholder return (TSR): At what level is it taken into account? What happens if the share underperforms?

The TSR mechanism compares the performance of Soitec shares with the performance of the *Stock Technology 600* index, which we believe to be the most representative.

In our free share performance plans, we base our targets on a range between -10% and +10%. If the share performs at a minimum (-10% for future plans), the targets will not be reached, whereas if it performs at +10%, the target will be reached at 100%. Between the two, the calculation is linear.

Question n°17: Compensation of the Chief Executive Officer: how many people benefit from the pension scheme defined by Article 83?

The Chief Executive Officer benefits from an « Article 83 » defined supplementary pension plan, which is also open to all employees of the Economic and Social Unit (UES) comprising Soitec SA and Soitec Lab. As of July 25, 2023, the number of employees benefiting from this plan totaled 1,420.

VOTING ON RESOLUTIONS

The Annual General Meeting approved the statutory and consolidated financial statements for the fiscal year 2023, as well as the appropriation of net profit to the “Legal reserve” and the balance to “Retained earnings”.

The Annual General Meeting approved each of the three related-party agreements: the memorandum of understanding with STMicroelectronics International N.V., the multi-year framework R&D partnership agreement with the French Alternative Energies and Atomic Energy Commission (CEA), and the amendment to the agreement on patent licensing and the provision of know-how for the manufacture and sale of substrates, also with the CEA.

The Annual General Meeting approved the compensation policy applicable to corporate officers for the fiscal year 2024, as well as the compensation of Eric Meurice, Chairman of the Board of Directors, of Paul Boudre, Chief Executive Officer of the Company until July 26, 2022, and of Pierre Barnabé, Chief Executive Officer of the Company from July 26, 2022, paid during or awarded in respect of the fiscal year 2023.

In addition, the Annual General Meeting renewed the share buyback program for a period of 18 months to cover performance share plans, to reduce share capital by cancelling shares, and to ensure the liquidity and marketability of the Company's shares through an investment services provider.

In addition, the Annual General Meeting approved all the proposed amendments to the By-laws aimed at removing references to preference shares.

Lastly, the Annual General Meeting approved all the financial resolutions delegating to the Board of Directors, for a period of 18 or 26 months as appropriate, the powers to reduce the share capital by cancelling treasury shares, but also the power to increase the share capital (i) with pre-emptive subscription rights, (ii) by capitalizing additional paid-in capital, reserves or profits, (iii) reserved for employees participating in company savings plans, (iv) without pre-emptive subscription rights, in connection with public offerings or offers governed by I° of article L. 411-2 of the French Monetary and Financial Code, (v) reserved for specific categories of persons, (vi) in consideration for contributions in kind of shares or securities giving access to the Company's capital, (vii) in consideration for contributions of shares made in connection with a public exchange offer initiated by the Company, (viii) in the event of oversubscription or Greenshoe, or (ix) without pre-emptive subscription rights, in accordance with the conditions governing the setting of the issue price (free price).