



GROUP GENERAL MANAGEMENT POLICY 1

Code of conduct

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Executive summary:

- This Code of conduct defines Soitec's key values, principles and expectations.
- All employees, business partners and stakeholders are expected to comply with this Code of conduct.
- Compliance with this Code of conduct is mandatory, no tolerance will be allowed in case of violation.

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CEO statement



Soitec keeps growing and has become a large multinational group, and a key player of the microelectronics value chain, permanently creating industry standards by making possible the adoption of innovative technologies.

This growth goes hand in hand with our commitment to sharing the values that underpin our identity with our employees, customers, suppliers, partners and other stakeholders with whom we interact.

As defined in Soitec's corporate purpose, *"we are the innovative soil from which smart and energy efficient electronics grow into amazing and sustainable life experiences"*.

Our Code of conduct, based on this commitment, in conjunction with the Group Policies, defines our values, our principles and the expectations we place on our employees, business partners and stakeholders in order to maintain the highest standards of integrity, respect of people and the environment, health and safety when carrying on our business and activities.

Compliance with our Code of conduct and Group Policies is mandatory and Soitec will not tolerate any violation.

Our Code of conduct and Group Policies are cornerstone to our Group sustainable growth and success, and you can count on me and the management as we count on each of you to comply and promote them.

Pierre Barnabé
Chief Executive Officer

Use of the Code

The information contained in this Code of conduct provides the tools to make sound decisions.

Whenever the answers to some questions are not easy, consider the following in your decision-making:

- Is this course of action permitted by the Group's Code of conduct and/or Group Policies?
- Will this decision put my company and/or the Group at risk, or may be an unlawful or unethical position?
- Will this course of action potentially damage my company and Group's activities and/or reputation?
- Have I carefully considered the potential consequences of my actions?
- Will I be uncomfortable explaining my decision to colleagues, family or friends?
- Have I consulted with all available company resources to help me take the right decision?

In addition to this Code of conduct and the Group Policies we must comply with laws and regulations that apply to our business, especially when they are more stringent than, or where they conflict with, the Code of conduct and/or the Group policies.

Health, Safety & Environment

Our convictions

We are committed to taking care of our health, our safety and the environment ("HSE"), operating safely. We believe that a safe and healthy workplace, that also minimizes our environmental impact, is a better place for our employees, our customers and our business. Our HSE performance is fundamental to our success and an integral part of how we work every day.

Key principles

We are committed to the highest standards of behavior for protecting our own and others' health and safety and the environment in which we operate.

We take personal and collective responsibility, along with our suppliers, contractors, joint venture and other partners, to:

- operate safely in all our business and activities and operations;
- create a working environment that supports employee wellbeing, with an aspiration towards zero work-related illness, accidents or harm to people;
- prevent or minimize any adverse environmental impact from our activities, products and services, support the sustainable use of resources and strive for no environmental incidents; and
- provide a safe, healthy and productive work environment.

Climate change: Soitec joined the Science-Based Targets initiative (SBTi) – led by CDP Worldwide, the World Wildlife Fund (WWF), the World Resources Institute (WRI) and the United Nations Global Compact program – and adopted the trajectory limiting global warming to 1.5°C above pre-industrial temperatures, alongside 1,000 other global pioneers.

Responsible water and energy management: Soitec is committed to reduce its water and energy consumption by optimizing its industrial processes.

Expectations

Each one of us:

- takes accountability to reduce risks and impacts throughout our activities, products and services;
- integrates HSE into our business processes and decision making;
- shall not take psychoactive substances before or during working hours or during meal or rest breaks, nor attend work under their influence;
- shall not smoke or use tobacco products other than in the permitted areas, if any;

- undertakes to follow local health and safety procedures when working with chemical products in the workplace;
- can speak up if concerned about an activity or decision and seek advice and support when necessary.

Related policies and documents

Please refer to the Annexes to this Code on the intranet webpage. For the Economic and Social Unit, please see Annex 4 to the Règlement Intérieur.

Contact

HSE department: service-hse-soitec@soitec.com

Conflict minerals

Key principles

In the course of its activities, Soitec may use minerals that are regulated by the EU Conflict Minerals Regulation (2017/821) and the Dodd-Frank Act in the United States.

As part of its commitment, Soitec is conducting due diligence on the sourcing and traceability of conflict minerals. Impacted suppliers are specifically included in the Green Partner approach, and they are required to submit a report using the template developed by the Responsible Minerals Initiative to facilitate the circulation of information throughout the supply chain and ensure the traceability of these materials.

Related policies and documents

Please refer to the Code of Conduct Related Policies Annex to be found in the Group Policies' section on the intranet webpage to locate all chemical products management system policies for more details.

Contact

Quality department: quality_support@soitec.com

Diversity and Inclusion

Our convictions

It is through our people that we fulfill our potential, achieve our vision and execute our strategy, and each of us has a role to play. We all need to be committed contributors and seek diverse and inclusive ways to work. Our global people policies supports all of us - and our Group as a whole - in achieving this, and in creating a working environment where each of us is able to be at its best.

Key principles

Our policies relating to our people articulate what we expect of you and the support you get from us as an employee or in your duties as a manager in our business.

The following are among the key principles of our policies:

- promoting diversity and inclusion,
- Implementing a zero-tolerance policy against all sorts of harassment or discrimination. Any breach may be subject to sanctions.

Anti-discrimination

We are committed to building a culture of respect and appreciation, giving everyone the opportunity to be themselves and to realize their full potential. Therefore:

- we treat each other openly, honestly, and courteously.
- we do not tolerate bullying, harassment or discrimination and support everyone to report about any instance which they experience or observe as per the Group whistleblowing process.

Related policies and documents

Please refer to the Annexes to this Code on the intranet webpage. For the Economic and Social Unit, please see Annex 4 to the Règlement Intérieur.

Contact

Please contact your local HR or the Group HR department.

Human Rights

Values

Our Group commits to comply with the fundamental conventions of the international Labor Organization, the OECD guidelines as well as the United Nations Free & Equal Standards of Conduct against homophobia and transphobia and expects its supplier to have similar commitments.

We know that to deliver excellence, we must respect human rights, and act in a socially responsible manner, complying with all applicable laws, and respecting the communities in which we operate. This shall apply without limitation, in providing safe and healthy working conditions, guaranteeing freedom of labor association and the right to collective bargaining, the prohibition of modern slavery, forced or child labor and human trafficking.

Key Principles

Our policy is meant to help us:

- work together by involving our employees in the activities of our business, embracing and celebrating difference, including in an inclusive environment, fairly rewarding our employees and providing employment that is freely chosen and tackling any form of discrimination;
- conduct our business by recruiting, selecting and developing people on merit, providing a safe working environment;
- protect the environment, support the communities in which we work; and
- speak-up if you think we or our suppliers are not complying with this policy.

Expectations

Each one of us must:

- ensure that each Soitec company recognizes employees for their performance and contribution based on our Group values, and comply with national laws and regulations;
- not use forced or involuntary labor;
- comply with child labor laws and be committed to the development of young people;
- be alert to the risks vulnerable people may face and seek to ensure this Group is free from discrimination;
- select suppliers and partners whose core values and commitment to ethical business conduct match our own;
- comply with all legal and regulatory security requirements, and
- work to prevent or minimize negative impacts to the environment of our products and services.

Related policies and documents

Please refer to the Annexes to this Code on the intranet webpage and the collective agreements signed with the representative trade unions applicable to the unionized entities of the Group relating to gender, generation and quality of life in the workplace.

Contact

Please contact your local HR or the Group HR department.

Community Impact

As a multinational Group we seek to build positive relationships with the communities around us and therefore may give contributions in the form of donations or skill-based sponsorship, to the extent always that they are not a form of bribery or corruption which is

strictly prohibited under this Code of conduct and by law, and comply with the Gifts and Hospitality annex to the Anti-Bribery and Corruption Policy.

Values

We direct our support for charitable contributions within one or more of the following areas:

- Education and skills: with a focus on science, technology, engineering and mathematics, which are key to our business including without limitation, with targets to fight digital divide, social divides and exclusion in general, access to education, including access by women to scientific education;
- Environment: adding value, and a social dimension to the company environment strategy.

Key Principles

Strictly apply the Gifts and Hospitality (Annex 2 to Group Anti-corruption and bribery Policy) to any considered charitable contribution.

Related policies and documents

Please refer to the Annexes to this Code on the intranet webpage.

Contact

Please contact your management or Compliance team: compliance@soitec.com

Data Privacy

Key principles

Soitec is committed to protecting the privacy of individuals and to complying with applicable personal data protection laws wherever it operates and in particular but without limitation, with the European Union's General Data Protection Regulation (GDPR) when collecting or processing personal data.

Related policies and documents

Please refer to the Group Policies' section on the intranet webpage to locate the Group Policy on Data privacy for more details as well as to the Personal data privacy Group general management policy.

Contact

Data Protection Officer: dpo@soitec.com

Operate Safely and protecting our Assets

Product Safety

Values

Soitec provides high-value components. Our commitment to the safety of our products is a core value.

Key principles

Our approach to product safety:

- We make accountability for product safety clear and ensure employees understand what they are accountable for.
- We design our products to achieve a high level of safety consistent with their application, always ensuring that we comply with the relevant company, legal, regulatory and industry requirements.
- We assess what could go wrong and put controls in place to meet the required safety levels throughout the product life cycle and reduce the safety risks so far as is reasonably practicable.
- We evaluate how human and organizational factors can introduce risks to product safety and use our understanding when setting our controls.
- We are committed to the continuous improvement of product safety and actively engage in setting industry standards and good practice.
- We measure our performance and rigorously investigate and resolve safety-related issues, systematically embedding the learning from these back into our practices and processes.

Everyone is encouraged to report any product safety concerns. Robust quality is an essential building block of product safety and by following our processes we ensure that our products conform to their specification.

Always speak up about a product safety concern if you see one, report it if you have any doubt and remember, we are committed to treating everyone fairly and without prejudice in accordance with Our Code of conduct.

Always follow the parts of the Soitec Quality Management System applicable to your role. You should feel able and supported to perform the tasks assigned to you. If you are being asked to do something which you do not feel qualified and/or experienced enough to do you should discuss with your manager.

Make sure you attend the Safety Awareness training appropriate to you.

Related policies and documents

Please refer to the Annexes to this Code on the intranet webpage.

Contact

Group Quality Management Department

Quality

Values

Soitec continuously invests in facilities, technology and outstanding people so that we can constantly improve the quality and efficiency of our products and services.

Robust quality is an essential building block of product safety and by following our processes we ensure that our products and those of our suppliers conform to specification.

We are continually improving effectiveness in our operations and processes using lean principles by focusing on customer value adding activities and eliminating waste.

Process efficiencies are embedded in the Soitec Management System which is applied across the company and in all of our operations. For us to be trusted to deliver excellence, this means that quality is central to everything we do.

Each year we review performance and set improvement targets for our business processes and quality performance.

All employees should read and follow the high standards set out in the Quality procedures and processes applicable to their role that safeguard the safety, quality and reliability of our products and services.

Managers should ensure that everyone in their teams is working in a way that does not contravene any of these standards, processes or procedures.

Related policies and documents

Please refer to the Annexes to this Code on the intranet webpage.

Contact

Group Quality Management Department

Protecting our assets

Key principles

Soitec generates valuable assets, whether tangible or intangible such as its know-how, trade secrets, invention whether protection by intellectual property rights and assets entrusted by third parties.

Also, Soitec's reputation is an important asset, and any external communication shall be done following internal procedure and be coherent.

Soitec and its employees are committed to help protect such assets and preserve them against all forms of deterioration, damage, theft, or misappropriation, even after having left the Group.

Related policies and documents

Please refer to the Annexes to this Code on the intranet webpage. For the Economic and Social Unit, please see Annex 4 to the Règlement Intérieur.

Contacts

Legal department: legal@soitec.com

Security department: security@soitec.com

Confidential Information and Intellectual Property

Values

Intellectual property is a critical element of our engineering expertise, global reach and deep industry knowledge that keeps Soitec ahead of technological improvements.

Failure to protect Soitec's intellectual property could lead to our technology advantage being eroded.

Failure to respect relevant intellectual property rights of others could lead to legal action, the confiscation of our products and significant financial penalties.

During the course of its activities, Soitec may also generate or have access to confidential data relating to its business activities.

This could include information related to external stakeholders such as customers, suppliers or other business partners. Confidential information includes but is not limited to financial data, human resources and personal data, information with respect to acquisitions, divestitures, orders and new products or business strategies, product improvements, technical information, systems, trade secrets or other know-how developed or acquired by Soitec.

Key Principles

Intellectual property laws protect the originators of products, services and creative works. They restrict others from either copying the results of the originator's work or passing themselves off as the originator. In particular, intellectual property laws protect inventions, brands, the shape and design of articles, and the words and pictures in documents, all of which are created and used day-to-day in one form or another across Soitec's business activities.

- Registered rights in patents (a legal right to protect inventions such as design arrangements, manufacturing methods or material compositions) and trademarks (a legal right to protect names and/or logos for companies, products or services) can be applied for at government intellectual property offices and, if granted, give the owner a monopoly right preventing use by others, even if they are unaware of the right and arrived at the same result independently;
- Unregistered design rights (legal rights protecting the shape and configuration of articles) and copyright (a legal right protecting the composition of words, pictures and sounds in any medium) generally arise without registration (and are reinforced through appropriate markings, such as those in our standard document templates) and prevent direct copying by others, however unregistered rights do not prevent use by others of things they have created independently.
- Contracts are used to protect information, documents and other items and to set out ownership and rights of use of intellectual property when two or more organizations work together.

Statutory laws and the terms of employment contract assign ownership of intellectual property created by Soitec's employees in their job to Soitec, and Soitec is liable for the consequences of the use of intellectual property, including the use of intellectual property belonging to others.

Each person must ensure Soitec's intellectual property receives the relevant protection available, and respect the intellectual property of others, including our competitors.

Access to confidential information is restricted to employees whose function specifically requires the use and handling of this data. All confidential information must be safeguarded and used only for authorized purposes. These requirements continue beyond the terms of employment.

Related policies and documents

Please refer to the Annexes to this Code on the intranet webpage as well as to the IP & confidentiality Group general management policy.

Contacts

Legal department: legal@soitec.com

Security department: security@soitec.com

Act with Integrity

Insider Trading

Using inside information to buy or sell securities listed on the stock exchange or sharing inside information with someone else who then trades securities listed on the stock exchange is a criminal offense and is subject to sanctions for “insider trading”. These sanctions can include significant fines and prison sentences.

Key principles

Inside information is information that is not public and is likely to have an influence on the price of Soitec shares or securities. This is particularly the case of strategic plans, trends and forecasts for sales and earnings, planned dividends, significant financial or legal commitments, pending or future mergers, acquisitions and divestitures, and changes (appointments, departures) among top executives.

An insider is any person who holds inside information.

Soitec encourages its employees to become shareholders but in no event the employees may buy or sell shares or securities when they possess inside information or during no trading periods.

No inside information must be disclosed to any person other than as documented and approved in accordance with the internal procedure published on the intranet.

Related policies and documents

Please refer to the Annexes to this Code on the intranet webpage as well as to the Insider trading Group general management policy.

Contact

Corporate department: compliance@soitec.com

Internal Control

Key principles

As a publicly listed company Soitec must provide true and accurate information in all matters related to accounting and financial reporting. Any irregularities may have serious consequences.

Soitec has an Internal Control framework in place to ensure the integrity of its books and records. We have implemented detailed processes to maintain the accuracy and reliability of accounting entries, financial reporting, and compliance with internal rules and procedures, applicable laws, regulations and requirements.

All employees have a responsibility to ensure that all records, reports or information they produce are accurate, honest, fair and timely. These records include but are not limited to: financial reports on projections, research reports, marketing information, sales reports, tax returns, expense reports, margin reports, time sheets, environmental and social information and any other documents submitted to governmental or regulatory bodies.

Related policies and documents

Please refer to the Annexes to this Code on the intranet webpage.

Contact

Group Head of Internal Control (Finance Department)

Anti-Bribery and Corruption & Gifts and Hospitality

The Group is committed to fight against corruption and influence peddling and implements a zero-tolerance principle against those practices. These laws are complex and can give rise to severe civil and criminal penalties (including imprisonment, which can apply to persons in addition to legal entities).

Key principles

As per the Group Anti-corruption Policy :

1. Payments in cash are prohibited.
2. Contributions to political parties are prohibited.
3. Facilitation payments (or bribes) are prohibited.
4. Any attempt to obtain any kind of preferential treatment from a public official by any means whatsoever, including gifts, invitations, cash or any other advantage is prohibited.
5. The offer and acceptance of gifts and hospitalities are strictly limited (as per Appendix 2 of the Group Anti-corruption Policy):
 - No gifts or hospitalities to government employees, whether being government officials, belonging to a government organization or a government affiliated company.
 - No gift in cash to be given to anyone.
 - Upon specific threshold, specific acceptance process.
6. Sponsorships and donations to charity may be authorized provided that :
 - they do not raise a situation of conflict of interest,
 - are of reasonable amount,
 - have been authorized in writing by the head of the relevant function in the Executive Committee and registered by Compliance, and
 - sponsorships are strictly limited to financial contribution to professional conferences for marketing operations.

7. No commitment nor contract shall be made with customers, suppliers of 1st rank or intermediaries following specific risk factors, without having completed prior third-party due diligence, as introduced in Appendix 1 of the Group Anti-corruption Policy.
8. Any potential conflict of interests must be reported in writing by the person in a situation of conflict for prior written approval to his/her line manager in charge of whether accepting it or implementing mitigation measures and document the overall process.
9. Due diligence on the partner is conducted by the compliance department in the frame of mergers and acquisitions.

Related policies and documents

Please refer to the Annexes to this Code on the intranet webpage as to the Anti-corruption and anti-bribery Group general management policy.

Contact

Compliance department: compliance@soitec.com

Conflict of Interests

Key principles

A conflict of interest can arise when social, economic or political activities of employees, or those close to them, influence or could influence their objectivity and loyalty to Soitec.

Working in a position or function or holding a financial interest in a competing organization, customer, supplier or commercial partner of Soitec, when your duties within Soitec allow you to have an influence over this relationship, constitutes a conflict of interest.

You must avoid conflicts of interest as your decisions at Soitec shall not be influenced by personal or private considerations.

Anyone in such a situation must declare it in advance and inform his or her supervisor in writing of any situation that could represent a conflict of interest or give the impression of influencing his or her judgement and actions, and withdraw from any decision-making that creates or could be perceived as creating a conflict of interest, in order to remain impartial and professional in his or her relations with clients and suppliers.

Related policies and documents

Please refer to the Annexes to this Code on the intranet webpage.

Contact

Compliance department: compliance@soitec.com

Export & Trade Control

Key principles

Soitec commits to comply with applicable export control laws and trade regulations and with applicable sanctions and embargoes (the “Trade Regulations”).

Soitec classifies products and technology requiring export licenses, and obtains licenses when required. Soitec implements controls to not deal with parties subject to embargo sanctions or export blacklists.

Non-compliance with Trade Regulations can result for Soitec in charges, fines and impact on operating our business: difficulties in obtaining licenses, risk of being blacklisted by governments, disruption or termination of relations with banks and suppliers, restrictions on travel.

For Soitec employees such failure can result in serious consequences including fines and/or imprisonment.

Related policies and documents

Please refer to the Annexes to this Code on the intranet webpage as to the Export control Group general management policy.

Contact

Group Export Control Officer

Anti-money laundering

Key principles

Money laundering is the process of taking funds obtained from criminal activities such as tax evasion, corruption, financial fraud, or terrorism and disguising the illegally obtained funds to make them look legitimate.

In that respect, Soitec is conducting its business with reputable customers involved in legitimate business activities and only accepts funds received from legitimate sources.

Know your Partner

Key principles

It is required to complete integrity check and/or export and trade controls verifications prior to engaging with third parties as per criteria defined in the Anti-Corruption and Bribery Policy and/or Export & Trade Control Policy.

Related policies and documents

Please refer to the Annexes to this Code on the intranet webpage.

Contact

Compliance department: compliance@soitec.com
Group Export Control Officer

Fair Competition

Key principles

The Group is committed to complying with antitrust laws and regulations and does not tolerate any violation. It is forbidden to:

- agree with a competitor to not compete;
- agree with a competitor to fix prices or allocate markets or market shares;
- agree with a competitor on production or sales quota.

In addition, an arrangement with a customer or a supplier, which has the object or the effect to exclude a competitor from the market or to restrict market access is likely illegal and requires prior assessment by the Compliance team before being made.

Related policies and documents

Please refer to the Annexes to this Code on the intranet webpage as well as to the Antitrust Group general management policy.

Contact

Compliance department: compliance@soitec.com

Reporting violations

What can be reported?

- Any violation of the Code of Conduct, and/or
- Any other type of violations national applicable law defines as being eligible to reporting (for France please see notably all the subjects defined by the “Loi n°2022-401 du 21 mars 2022 visant à améliorer la protection des lanceurs d'alerte”).

For the avoidance of doubt, the facts, information, or documents, whatever their form or medium, covered by national defense secrecy, medical secrecy or confidentiality of relations between lawyers and their clients, will not be eligible for a report hereunder.

Who may report?

Any Soitec employee, including temporary staff, internship students or apprentices, as well as ex-employees and any other third parties (such as shareholders, any Board members, subcontractors) may report a violation.

In order to benefit from the protective status of whistleblower, the author must act in good faith and shall not receive any financial compensation in any way for reporting.

How shall the report be made?

The report may be in writing or orally, either addressed to the line manager and/or Human resources department and/or Compliance department, or through the Maât ethics alert line, available at this address : <https://soitec.whispli.com/maat>. Further information on the ethics alert system is detailed in the Appendix hereto.

How is the violation report processed?

- The alert is processed by a qualified person, not having a conflict of interest in relation to the violation reported and bound by a confidentiality agreement.
- The process guarantees the protection of the identity of the issuer as well as the persons targeted and the nature of the events.
- If necessary, an investigation is carried out to enable facts to be established, and elements of proof to be obtained, and must make it possible to ensure the reality and materiality of the facts reported.
- Depending on the outcome of the investigation, disciplinary and/or legal proceedings may be initiated.
- If misconduct is confirmed, Soitec considers not only appropriate disciplinary action for the employees involved, but also engages in a root cause analysis of the misconduct in order to continuously improve ethics and compliance procedures.

Appendix - Ethics alert system