



In Bernin, on July 23, 2024

**LONG-TERM VARIABLE COMPENSATION INFORMATION
RELATED TO THE CHIEF EXECUTIVE OFFICER**

In accordance with the recommendations of the AFEP-MEDEF Corporate Governance Code of Listed Companies (the “**Afep-Medef Code**”), Soitec hereby discloses the information related to the long-term variable compensation granted to the Chief Executive Officer of the Company during FY’25.

The information was approved by the Board of Directors on July 23, 2024, upon recommendation of the Compensation and Nominations Committee and in accordance with the FY’25 compensation policy approved by the Annual General Meeting on July 23, 2024.

I. Onyx 27 plan – Grant of 11,640 free performance shares to Pierre Barnabé, Chief Executive Officer of the Company

In accordance with the Chief Executive Officer’ compensation policy approved by the Annual General Meeting of July 23, 2024 under the 14th resolution, and the authorization granted by the Annual General Meeting of July 23, 2024 under the 20th resolution, the Board of Directors, on the recommendation of the Compensation and Nominations Committee, has decided to grant to Pierre Barnabé, Chief Executive Officer of the Company, 11,640 free performance shares under the new Onyx 27 plan, representing 0.02% of the Company’s share capital.

This allocation of free performance shares is subject to a vesting period of three (3) years, from July 23, 2024 to August 1, 2027 (inclusive), and to the achievement, upon determination by the Board of Directors, of performance and presence conditions.

The performance conditions, for which the achievement criteria are defined in the specific terms of the Onyx 27 plan, are distributed as follows:

- The vesting of 30% of the number of shares allocated depends on the achievement of cumulative consolidated revenue target over the FY’2025, FY’2026 and FY’2027;
- The vesting of 15% of the number of shares allocated depends on the achievement of cumulated EBITDA margin on cumulative revenue target over the FY’2025, FY’2026 and FY’2027;
- The vesting of 10% of the number of shares allocated depends on the achievement of cumulated EBIT margin on cumulative revenue target over the FY’2025, FY’2026 and FY’2027;
- The vesting of 20% of the number of shares allocated depends on the achievement of the Total Shareholders Return ("TSR") target for the Soitec share compared with the Stoxx Europe 600 Technology index being specified that the TSR performance objective will only be met if the TSR is equal or higher than the Stoxx Europe 600 Technology index ;



- The vesting of 25% of the number of shares allocated depends on the achievement of sustainable development objectives as follows:
 - The vesting of 5% of the number of shares allocated is subject to the achievement of the ESG carbon footprint scopes 1 and 2 reduction objective;
 - The vesting of 5% of the number of shares allocated is subject to the achievement of the water withdrawal objective (l/cm²);
 - The vesting of 5% of the number of shares allocated is subject to the achievement of the objective of proportion of women in the Group's senior management (professional category superior or equal to 150);
 - The vesting of 5% of the number of shares allocated is subject to the achievement of the objective of proportion of women in the Group's overall workforce (unlimited term contracts, fixed term contracts and apprentices); and
 - The vesting of 5% of the number of shares allocated is subject to the accomplishment of code of conduct and cybersecurity training modules objectives.

The presence conditions prorata temporis consist in one third of each allocation being conditional on the presence of the beneficiary per year of acquisition recorded, July 1, 2025 (inclusive), July 1, 2026 (inclusive) and July 1, 2027 (inclusive) subject to the following exceptions:

- In the event of dismissal for serious misconduct or gross negligence, the presence conditions are deemed not to be met.
- In the event of retirement with a full benefit, the Chief Executive Officer's performance shares will vest on a pro rata basis (where appropriate, the Board of Directors may waive this condition on the basis of a reasoned decision).
- In the event of death or disability, the presence and performance conditions are deemed to be 100% satisfied.
- The acquisition of shares will be lost on the effective date of notification of the termination of the corporate office, regardless of the author, reason or cause. In the event of contractual termination, the acquisition of shares will be lost at the date of signature of the agreement (*this term including the contractual termination agreement provided for by the French Labour Code*) between the parties.

The rules governing the Onyx 27 plan do not provide for any lock-up period at the end of the vesting period. However, the Board of Directors decided that the Chief Executive Officer is required to hold a certain number of vested shares in registered form, for the duration of his term of office. The value of these shares has been set at 10% of the Chief Executive Officer's annual fixed compensation at the vesting date.



In accordance with the recommendation 26.3.3 of the Afep-Medef Code, Pierre Barnabé, Chief Executive Officer, has formally undertaken not to hedge the risks associated with the performance shares granted to him, for the entire duration of his term of office.

II. History of the free performance shares plans granted to the Chief Executive Officer

It is reminded that in addition to the Onyx 27 plan, the Chief Executive Officer is beneficiary of two other free performance shares plans (Onyx 25 and Onyx 26) granted respectively during FY'23 and FY'24. The shares under the Onyx 25 plan will vest on August 1, 2025 and the shares under the Onyx 26 plan will vest on August 1, 2026. Consequently, no shares will vest to the benefit of the Chief Executive Officer during FY'25.

For further information on the compensation of the Chief Executive Officer please refer to the 2023-2024 Universal Registration Document available on the Company's website www.soitec.com