



In Bernin, on August 1, 2023

LONG-TERM VARIABLE COMPENSATION INFORMATION RELATED TO THE CHIEF EXECUTIVE OFFICERS

In accordance with the recommendations of the AFEP-MEDEF Code of Corporate Governance (the Afep-Medef Code), Soitec hereby discloses the information related to the long-term variable compensation granted to or paid to the Chief Executive Officers of the Company.

The information was approved by the Board of Directors on July 25, 2023, on the recommendation of the Compensation and Nominations Committee, in accordance with the compensation policies approved by the Annual General Meeting on July 25, 2023 (concerning Pierre Barnabé, Chief Executive Officer of the Company) and on July 26, 2022 (concerning Paul Boudre, former Chief Executive Officer of the Company).

I. Onyx 26 plan – Grant of 8,637 free performance shares to Pierre Barnabé, Chief Executive Officer of the Company

In accordance with the Chief Executive Officer's compensation policy approved by the Annual General Meeting of July 25, 2023 under the 10th resolution, and the authorization granted by the Annual General Meeting of July 28, 2021 under the 27th 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, 8,637 free performance shares under the new Onyx 26 plan, representing 0.024% of the Company's share capital.

This allocation of free performance shares is subject to a vesting period of three (3) years, from July 25, 2023 to August 1, 2026 (inclusive), and to the achievement, upon determination by the Board of Directors, of the following performance and presence conditions:

- (i) The performance conditions, for which the achievement criteria are defined in the specific terms of the Onyx 26 plan, are distributed as follows:
 - The vesting of 30% of the number of shares allocated depends on the achievement of cumulated consolidated EBITDA margin milestones over the 2023-2024, 2024-2025 and 2025-2026 financial years;
 - The vesting of 30% of the number of shares allocated depends on the achievement of cumulative consolidated revenue milestones over the 2023-2024, 2024-2025 and 2025-2026 financial years;



- 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 Euro Stoxx 600 Technology index.
As a reminder, a -10% performance against the index (instead of -20% last year) will give a 0% reward to partially address the comments we received on rewarding negative performance. However, the Board decided not to start at index median to take into account the volatility of Soitec stock and the fact that the share plan is granted to all employees within Soitec.
 - The vesting of 20% of the number of shares allocated depends on the achievement of sustainable development objectives, covering diversity and inclusion, the climate change roadmap and water stress.
- (ii) The presence conditions pro rata temporis consist in one third of each allocation being conditional on the presence of the beneficiary per year of acquisition recorded, July 1, 2024 (inclusive), July 1, 2025 (inclusive) and July 1, 2026 (inclusive) subject to the following exceptions:
- In the event of dismissal for gross 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 presence condition will not be satisfied during the notice periods.

No lock-up period will apply at the end of the vesting period. However, 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 by the Board of Directors 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 as revised in December 2022, 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. Onyx 23 plan– Delivery of 8,871 free performance shares to Paul Boudre, former Chief Executive Officer of the Company

At its meeting on November 18, 2020, the Board of Directors had decided, under the Onyx 23 plan set up by the Company pursuant to the authorization granted by the Annual General Meeting of July 26, 2019 under the 32nd resolution, to grant to Paul Boudre, former Chief Executive Officer until July 26, 2022, 13,306 free performance shares subject to a three (3) year vesting period expiring on August 1, 2023 and to the following performance conditions:

- The vesting of 33.33% of the free performance shares was subject to the achievement of a consolidated EBITDA margin growth target in relation to the 2022-2023 revenue level as follows:



Growth in EBITDA margin in relation to the 2022-2023 revenue	Number* of shares acquired <i>(as a % of the initial number of shares granted subject to the EBITDA margin target)</i>
< 30%	0%
= 50%	30%
= or > 31%	100%

* determined by linear interpolation

- The vesting of 33,33% of the free performance shares was subject to the achievement of a 2022-2023 consolidated revenue target as follows:

2022-2023 revenue	Number* of shares acquired <i>(as a % of the initial number of shares granted subject to the revenue target)</i>
< US\$ 900,000,000.00	0%
= US\$ 900,000,000.00	50%
= or > US\$ 1,150,000,000.00	100%

* determined by linear interpolation

- The vesting of 33.33% of the free performance shares was subject to the achievement of the TSR performance of the Soitec share in relation to the Euro Stoxx 600 Technology index between November 18, 2020 and the date of publication of the Group's consolidated financial statements for the 2022-2023 financial year, i.e. June 7, 2023, as follows:

TSR of Soitec share (between November 18, 2020 and June 7, 2023, date of publication of the Group's consolidated financial statements for the 2022-2023 financial year)	Number* of shares acquired <i>(as a % of the initial number of shares granted subject to the TSR target)</i>
< 80% of the Euro Stoxx 600 Technology index performance	0%
= or > 120% of the Euro Stoxx 600 Technology index performance	100%

* determined by linear interpolation



On July 26, 2023, the Board of Directors, on the recommendation of the Compensation and Nominations Committee, noted that the level of achievement of the performance conditions to which the grant of 13,306 free performance shares to Paul Boudre, former Chief Executive Officer, was subject, amounted to 66.67%, broken down as follows:

Onyx 23 plan targets	2022-2023 achieved results	Number* of acquired shares
Consolidated EBITDA margin growth target	36%	100%
Consolidated revenue target	US\$ 1,184,000,000.00	100%
TSR target	44%	0%

* determined by linear interpolation

Furthermore, in accordance with Paul Boudre's compensation policy approved by the Annual General Meeting of July 26, 2022 under the 19th resolution, the presence condition applicable to Paul Boudre under the Onyx 23 plan is deemed to have been met taking into account the exception provided for all beneficiaries in the plan rules in the event of retirement with a full benefit, and consequently, on August 1, 2023, the Company will deliver 8,871 ordinary shares to him.

For further information on the compensation of the Chief Executive Officer please refer to the 2022-2023 Universal Registration Document available on the Company's website www.soitec.com.