



AVAILABILITY OF THE 2021-2022 UNIVERSAL REGISTRATION DOCUMENT INCLUDING THE COMPOSITION OF THE BOARD OF DIRECTORS, APPOINTMENTS AND REAPPOINTMENTS OF DIRECTORS PROPOSED AT THE SHAREHOLDERS' GENERAL MEETING OF JULY 26, 2022

Bernin (Grenoble), France, June 20, 2022 – Soitec (Euronext Paris), a world leader in the design and manufacturing of innovative semiconductor materials, today announces the publication of its 2021-2022 Universal Registration Document for the fiscal year ended March 31, 2022, filed on June 20, 2022 in European Single Electronic Format (ESEF) with the French financial markets authority (*Autorité des marchés financiers* – AMF) under number D.22-0523.

The French version of the 2021-2022 Universal Registration Document is available for consultation on the Company's website (www.soitec.com), under Investisseurs – Informations actionnaires – Assemblées Générales – 2022 – AGOE 26 juillet 2022. It is also available on the website of the AMF (www.amf-france.org).

An English courtesy translation for information purposes is available for consultation on the Company's website (www.soitec.com), under Investors – Shareholders' Information – Annual General Meetings – 2022 – SOITEC – O&EGM 07.26.2022, at the following link: <https://www.soitec.com/en/investors/financial-reports/2021-2022>.

Copies of the Universal Registration Document are also available at the Company's registered office: Parc Technologique des Fontaines, Chemin des Franques, 38190 Bernin, France.

The Universal Registration Document notably contains:

- the annual financial report, comprising the management report, the consolidated and statutory financial statements and related Statutory Auditors' reports, information on the fees paid to the Statutory Auditors and the declaration by the person responsible for the Universal Registration Document;
- the Board of Directors' report on corporate governance;
- the description of the share buyback program;
- the consolidated statement of non-financial performance;
- the information relating to the Combined Ordinary and Extraordinary Shareholders' General Meeting of July 26, 2022; and
- the list of appointments and reappointments of directors approved by the Board of Directors that will be submitted to the shareholders' vote at the Annual General Meeting of July 26, 2022.

Board assessment

In accordance with the recommendations of the AFEP-MEDEF Code and the Board of Directors' Internal Regulation, the Board of Directors performs an annual assessment of its composition, organization and operation, as well as those of its Committees.

In addition, as announced in January 2022, the Board of Directors appointed Christophe Gégout, in his capacity as an independent director, and Ledconseil, represented by Juliette d'Aboville, in its capacity as an external governance expert, to examine its governance processes and structure.

Following completion of the process carried out over several weeks, the expert issued a series of recommendations, notably confirming the Board's intention to propose to the July 26, 2022 Shareholders' General Meeting to appoint new directors who will raise the level of independence of the Board of Directors and its Committees so that they comply with the AFEP-MEDEF Code.

The Board of Directors also intends to appoint a Lead Independent Director further to the appointments of the new directors. Among other things, the Board intends to organize joint training for Board and Executive Committee members on governance rules and issues related to the code of conduct. The Board of Directors approved all of these recommendations and worked on an implementation timetable, with the aim of them being fully deployed by the end of fiscal year 2022-2023.

Composition of the Board of Directors

In accordance with the recommendations of the AFEP-MEDEF Code to which it refers, Soitec's Board of Directors regularly reviews whether the Board and its Committees have a balanced membership structure, in order to assure shareholders and the market that it carries out its duties with due care, independence and objectivity, with proper regard to the Group's imperatives and strategy.

Taking advantage of the fact that the terms of office of eight directors are due to expire at the Shareholders' General Meeting to be held on July 26, 2022, the Board has therefore decided to rework its membership structure and create a better balance between independent members and members representing Soitec's value chain (i.e., with directors representing suppliers, strategic shareholders and independent minority shareholders). At the same time, it is seeking to retain its diverse membership and varied, cross-sector and complementary skills.

Through its proposals, the Board is aiming to achieve a proportion of independent directors exceeding 58% and to have a majority of independent directors on all of its Committees, while ensuring a smooth staggering of directors' terms of office, in accordance with the recommendations of the AFEP-MEDEF Code, by proposing a mixture of three-year and – exceptionally in order to implement staggered terms this year – four-year terms, subject to the adoption of the associated amendments to the Company's by-laws.

The Board's proposals relating to changes in its composition are as follows:

- Appointment **Pierre Barnabé** for a four-year term; Pierre Barnabé will also replace Paul Boudre as the Group's Chief Executive Officer at the close of the Shareholders' General Meeting of July 26, 2022.
- Reappointment of **Bpifrance Participations** as a director for a three-year term; if reappointed by the Shareholders' General Meeting, Bpifrance Participations would designate Samuel Dalens as its permanent representative.

- Appointment of **CEA Investissement**, a long-standing partner of Soitec, as a director for a three-year term; if appointed by the Shareholders' General Meeting, CEA Investissement would designate its Chairman and Chief Executive Officer, François Jacq, as its permanent representative.
- Appointment of **Fonds Stratégique de Participations** ("FSP") as an independent director for a three-year term; FSP is an investment company held by seven French insurance companies; if appointed by the Shareholders' General Meeting, FSP has stated that it intends to appoint Laurence Delpy as its permanent representative.
- Reappointment of **Christophe Gégout** as an independent director for a four-year term.
- Appointment of **Maude Portigliatti** as an independent director for a four-year term; Maude Portigliatti is currently Executive Vice President of Michelin's High-Tech Materials business.
- Appointment of **Delphine Segura**, as an independent director for a four-year term; Delphine Segura is Senior Executive Vice President of Human Resources at SEB and a member of its Executive Committee.
- Reappointment of **Kai Seikku**, appointed by NSIG, as a director, for a three-year term.

Subject to the adoption of the proposed appointments and reappointments by the shareholders, the composition of the Board of Directors at the close of the July 26, 2022 Shareholders' General Meeting would comply with the recommendations of the AFEP-MEDEF Code, as follows:

- 7 out of the 12 Board members would be independent (excluding the employee directors, who are not included in this calculation), i.e., 58%, compared to 42% currently;
- 5 out of the 12 Board members (excluding employee directors) would be women, i.e., 42%, which is higher than the minimum ratio of 40% required under the French Commercial Code;
- 4 out of 6 of the members of the Audit and Risks Committee (excluding employee directors) would be independent directors, i.e., 67%, compared to 57% currently;
- 3 members of the Compensation Committee (excluding employee directors) would be independent directors, i.e., 100%, compared to 50% currently;
- 4 out of 7 of the members of the Nomination and Governance Committee would be independent directors, i.e., 57% independent, compared with 43% currently.

In addition to the diverse and complementary profiles of its members, the Board of Directors would comprise five different nationalities (American, Belgian, Japanese, Finnish and French).

Lastly, the staggering of directors' terms of office would be further optimized, as follows:

- 4 terms of office submitted to the shareholders' vote to be renewed for terms of three years;
- 4 terms of office submitted to the shareholders' vote to be renewed for terms of four years.

The terms of office of Paul Boudre, Laurence Delpy, Guillemette Picard, Thierry Sommelet and Jeffrey Wang, which are set to expire at the close of the Shareholders' General Meeting of 26 July, 2022, will not be renewed. The Board of Directors wishes to place on record its warm thanks to the outgoing directors for their contributions.

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Agenda

First-quarter 2022-2023 revenue: July 25, 2022, after market close.

Shareholders' General Meeting: July 26, 2022.

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About Soitec

Soitec (Euronext, Tech 40 Paris) is a world leader in designing and manufacturing innovative semiconductor materials. The company uses its unique technologies to serve the electronics markets. With more than 3,700 patents worldwide, Soitec's strategy is based on disruptive innovation to meet its customers' needs for high performance, energy efficiency and cost competitiveness. Soitec has manufacturing facilities, R&D centers and offices in Europe, the United States and Asia.

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For more information, please visit www.soitec.com and follow us on Twitter: @Soitec_EN

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Soitec is a French joint-stock corporation with a Board of Directors (société anonyme à conseil d'administration) with share capital of €70,301,160, having its registered office located at Parc Technologique des Fontaines - Chemin des Franques - 38190 Bernin (France), and registered with the Grenoble Trade and Companies Register under number 384 711 909.

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